

Form 51-102F3
MATERIAL CHANGE REPORT

- Item 1. Name and Address of Reporting Issuer
- Agra Ventures Ltd. the “Company”
Suite 810 - 789 West Pender Street
Vancouver, BC V6C 1H2
- Item 2. Date of Material Change
- February 23, 2023
- Item 3. News Release
- A news release was disseminated on February 23, 2023 through Globenewswire and subsequently filed on SEDAR.
- Item 4. Summary of Material Changes
- The Company announces that its Board of Directors (the “**Board**”) has appointed Nick Kuzyk as AGRA’s CEO and Director on a permanent basis effective March 1, 2023, subject to the final acceptance of the Canadian Securities Exchange (the “**CSE**”).
- Item 5. Full Description of Material Change
- Please see attached news release for a full description of the material change.
- Item 6. Reliance on subsection 7.1(2) of National Instrument 51-102
- Not applicable.
- Item 7. Omitted Information
- Not applicable.
- Item 8. Executive Officer
- For further information, please contact:
Fiona Fitzmaurice
Chief Financial Officer
Telephone: 604-687-2038
- Item 9. Date of Report
- February 23, 2023



NEWS RELEASE

Agra Ventures Appoints Nick Kuzyk as Permanent Chief Executive Officer and Director

Vancouver, British Columbia / February 23, 2023 (Globe Newswire) – Agra Ventures Ltd. (“AGRA” or the “Company”) (CSE: AGRA) (OTC: AGFAF), a company with diversified assets focused on the cannabis industry, announces that its Board of Directors (the “**Board**”) has appointed Nick Kuzyk as AGRA’s CEO and Director on a permanent basis effective March 1, 2023, subject to the final acceptance of the Canadian Securities Exchange (the “**CSE**”). Based on his strong performance as Interim CEO and Director over the past six months, the Board has deemed it appropriate for Mr. Kuzyk to continue in the roles and, therefore, the search for a permanent CEO is concluded.

Anthony Carnevale, Independent Director, said, “The Board is pleased to appoint Nick as AGRA’s permanent CEO and Director. He has earned the opportunity to continue in the role as the Company’s leader for the foreseeable future. Nick has worked hard to understand AGRA’s current situation and to create value where possible. We feel that he will continue to do his best to make the most of the opportunities in front of the Company going forward.”

As previously announced, Nick has cannabis industry experience as the former Chief Strategy Officer and SVP Capital Markets of High Tide Inc. (NASDAQ: HITI) from its inception in 2018 until the founding of his independent practice in 2020. Since that time, Mr. Kuzyk has also consulted to clients in the licensed production, extraction/processing and retail segments of the cannabis industry value chain. Overall, Mr. Kuzyk has more than 20 years of experience in the areas of business development, corporate finance, investor relations, and mergers and acquisitions. Nick has an HBA and MBA from the Richard Ivey School of Business at Western University.

About Agra Ventures Ltd.

Agra Ventures is a company with diversified assets focused on the cannabis industry. It is dedicated to the cultivation and sale of high-quality cannabis and cannabis-related products worldwide. Agra Ventures’ primary asset in Canada is its 70% ownership of Boundary Bay

Cannabis located in Delta, BC. Boundary Bay Cannabis utilizes part of a large greenhouse complex in order to focus on the cost-optimized cultivation of high-potency cannabis. Abroad, the company's wholly owned subsidiary, Farmako GmbH, is focused on becoming Europe's leading distributor of medical cannabis as well as its proprietary CBD and THC test kits. Farmako currently has active product distribution operations in Germany and is fully licensed in the United Kingdom.

For more information about Agra Ventures, please visit www.agraventures.com and its profile page on SEDAR at www.sedar.com.

ON BEHALF OF THE BOARD OF DIRECTORS

Nick Kuzyk, CEO

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The CSE and Information Service Provider have not reviewed and does not accept responsibility for the accuracy or adequacy of this release.

Forward-looking Information Cautionary Statement

Except for statements of historic fact this news release contains certain "forward-looking information" within the meaning of applicable securities law. Forward-looking information is frequently characterized by words such as "plan" "expect" "project" "intend" "believe" "anticipate" "estimate" and other similar words or statements that certain events or conditions "may" or "will" occur. Forward-looking statements are based on the opinions and estimates at the date the statements are made and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those anticipated in the forward-looking statements including but not limited to delays or uncertainties with regulatory approvals including that of the CSE. There are uncertainties inherent in forward-looking information including factors beyond the Company's control. There are no assurances that the business plans for Agra Ventures described in this news release will come into effect on the terms or time frame described herein. The Company undertakes no obligation to update forward-looking information if circumstances or management's estimates or opinions should change except as required by law. The reader is cautioned not to place undue reliance on forward-looking statements. Additional information identifying risks and uncertainties that could affect financial results is contained in the Company's filings with Canadian securities regulators which are available at www.sedar.com.

SOURCE: Agra Ventures Ltd.