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**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS**

**TO BE HELD ON JULY 21, 2023**

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<b>Time and Date:</b>	10:00 a.m. (Pacific time) on Friday, July 21, 2023
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<b>Location:</b>	Suite 810 – 789 West Pender Street Vancouver, BC V6C 1H2
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**NOTICE IS HEREBY GIVEN THAT** the annual general and special meeting (the “**Meeting**”) of the holders of common shares (the “**Shareholders**”) of Agra Ventures Ltd. (the “**Company**”) will be held at Suite 810 – 789 West Pender Street, Vancouver, BC, V6C 1H2, on Friday, July 21, 2023 at 10:00 a.m. (Vancouver time) for the following purposes:

1. To receive the audited financial statements of the Company for the financial year ended December 31, 2022 and the auditor’s report thereon;
2. To fix the number of directors for the ensuing year at four (4);
3. To elect directors of the Company for the ensuing year;
4. To re-appoint Baker Tilly LLP, Chartered Accountants, as auditor of the Company for the ensuing year and to authorize the board of directors to fix the auditor’s remuneration;
5. To consider and, if deemed appropriate, to pass an ordinary resolution of Shareholders approving the Company’s stock option plan as more particularly described in the accompanying Information Circular dated June 16, 2023 (the “**Information Circular**”);
6. To consider and, if deemed appropriate, to pass an ordinary resolution of Shareholders approving the Company’s restricted share unit plan, as more particularly described in the accompanying Information Circular;
7. To consider and, if deemed appropriate, to pass an ordinary resolution of Shareholders approving the consolidation of the Company’s issued and outstanding common shares (the “**Common Shares**”) on the basis of one (1) new post-consolidation Common Share for every twenty-five (25) currently outstanding Common Shares, as more particularly described in the accompanying Information Circular; and
8. To transact such other business as may properly come before the Meeting or at any adjournment thereof.

An Information Circular accompanies this Notice and contains details of matters to be considered at the Meeting. No other matters are contemplated, however any permitted amendment to or variation of any matter identified in this Notice may properly be considered at the Meeting. The Meeting may also consider the transaction of such other business as may properly come before the Meeting or any adjournment thereof.

## Registered Shareholders

Every registered holder of Common Shares of the Company at the close of business on **June 16, 2023** is entitled to receive notice of, and to vote such Common Shares in advance of the Meeting.

Registered Shareholders who are unable to attend the Meeting in person and who wish to ensure that their Common Shares will be voted are requested to complete, sign and deliver the enclosed form of proxy to Endeavor Trust Corporation (the “**Transfer Agent**” or “**Endeavor**”) at their offices located at 702 – 777 Hornby Street, Vancouver, British Columbia, V6Z 1S4 by mail, or by fax at 604-559-8908, by email at [proxy@endeavortrust.com](mailto:proxy@endeavortrust.com), or by online voting at [www.eproxy.ca](http://www.eproxy.ca). In order to be valid and acted upon at the Meeting, forms of proxy must be returned to the aforesaid address not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time set for the holding of the Meeting or any adjournment(s) thereof. Further instructions with respect to the voting by proxy are provided in the form of proxy and in the Information Circular accompanying this Notice.

## Non-Registered Shareholders

Shareholders may beneficially own Common Shares that are registered in the name of a broker, another intermediary or an agent of that broker or intermediary (“**Non-Registered Shareholders**”). Without specific instructions, intermediaries are prohibited from voting shares for their clients. **If you are a Non-Registered Shareholder, it is vital that the voting instruction form provided to you by Endeavor, your broker, intermediary or its agent is returned according to the instructions provided in or with such form, sufficiently in advance of the deadline specified, to ensure that they are able to provide voting instructions on your behalf.**

**DATED** at Vancouver, British Columbia, this 16<sup>th</sup> day of **June, 2023**.

BY ORDER OF THE BOARD OF DIRECTORS:

*Signed: “Nick Kuzyk”* \_\_\_\_\_

Nick Kuzyk  
Chief Executive Officer