

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

August 2, 2023

Item 3. News Release

A news release was disseminated on August 2, 2023 through Globenewswire and subsequently filed on SEDAR.

Item 4. Summary of Material Changes

The Company announces that it will be proceeding with the previously announced consolidation of its issued and outstanding share capital (the “**Common Shares**”), changing its name to “Digicann Ventures Inc.” and changing its stock ticker symbol on the Canadian Securities Exchange (the “**CSE**”) to “**DCNN**”.

The consolidation will be on the basis of every twenty-five (25) old Common Shares into one (1) new Common Share (the “**Consolidation**”). The Company has set Tuesday, August 8, 2023 as the effective date of the Consolidation and the expected date of trading of the Common Shares on a post-Consolidation basis on the CSE. The record date of the Consolidation will be Wednesday, August 9, 2023 (the “**Record Date**”). The Company received approval from its shareholders for the Consolidation at its Annual General and Special Meeting that took place on July 21, 2023.

As a result of the Consolidation, the issued and outstanding Common Shares will be reduced to approximately 6,531,785.

New ISIN: CA25380E1060
New CUSIP: 25380E106

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:
Nick Kuzyk
Director & Chief Executive Officer
Telephone: 604-687-2038

Item 9. Date of Report

August 3, 2023



- NEWS RELEASE -

Agra Ventures Announces Details of Share Consolidation, Name Change, and Ticker Symbol Change

Vancouver, British Columbia / August 2, 2023 (Globe Newswire) – Agra Ventures Ltd. (“AGRA” or the “Company”) (CSE: AGRA) (OTCPK: AGFAF), a company focused on the cannabis industry, announces that it will be proceeding with the previously announced consolidation of its issued and outstanding share capital (the “**Common Shares**”), changing its name to “Digicann Ventures Inc.” and changing its stock ticker symbol on the Canadian Securities Exchange (the “**CSE**”) to “**DCNN**”.

The consolidation will be on the basis of every twenty-five (25) old Common Shares into one (1) new Common Share (the “**Consolidation**”). The Company has set Tuesday, August 8, 2023 as the effective date of the Consolidation and the expected date of trading of the Common Shares on a post-Consolidation basis on the CSE. The record date of the Consolidation will be Wednesday, August 9, 2023 (the “**Record Date**”). The Company received approval from its shareholders for the Consolidation at its Annual General and Special Meeting that took place on July 21, 2023.

In association with, but not as a result of, the Consolidation, the Company’s name will be changed to “Digicann Ventures Inc.” and the symbol under which the Common Shares trade on the CSE will be changed to “DCNN”. The Company’s new name is expected to take effect on the effective date of the Consolidation and a new website will be launched at www.digicann.io. The name change was approved on July 21, 2023 by way of directors’ consent resolution in accordance with the Articles of the Company.

As a result of the Consolidation, the issued and outstanding Common Shares will be reduced to approximately 6,531,785. No fractional shares will be issued by the Company under the Consolidation and any fraction will be rounded to the nearest whole number. The exercise or conversion price and the number of Common Shares issuable under any of the Company’s outstanding convertible securities will be proportionately adjusted upon the Consolidation. Shareholders of record as at the Record Date will receive a letter of transmittal providing instructions for the exchange of their Common Shares as soon as practicable following the Record Date.

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New CUSIP: 25380E106

About Agra Ventures Ltd.

Agra Ventures is a company focused on the cannabis industry. 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 & Director
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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.