

Form 51-102F3
MATERIAL CHANGE REPORT

- Item 1. Name and Address of Reporting Issuer
- Digicann Ventures Inc. (formerly Agra Ventures Ltd.) (the “**Company**”)
Suite 1890 – 1075 West Georgia Street
Vancouver, BC V6E 3C9
- Item 2. Date of Material Change
- August 2, 2024
- Item 3. News Release
- A news release was disseminated on August 2, 2024 through Globenewswire and subsequently filed on SEDAR.
- Item 4. Summary of Material Changes
- The Company announced that it entered into a binding letter of intent (the “**LOI**”) with 3Win Corp. (“**3Win**”) dated August 1, 2024 to effect a transaction that will result in the reverse take-over (the “**RTO**”) of Digicann by 3Win (the “**Proposed Transaction**”) to ultimately form the resulting issuer (the “**Resulting Issuer**”). If completed, the Proposed Transaction will constitute a “fundamental change” pursuant to the policies of the Canadian Securities Exchange (the “**Exchange**”) and is expected to require the approval of Digicann shareholders. The Proposed Transaction will be non-arm’s length and will be subject to the necessary regulatory approvals, including final acceptance from the Exchange. Following completion of the Proposed Transaction, the Resulting Issuer will carry on the business currently carried on by 3Win.
- 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 6, 2024



- NEWS RELEASE -

/Not for distribution to U.S. news wire services or for dissemination in the United States/

Digicann Ventures and 3Win Corp. Sign Binding LOI for Proposed RTO Transaction

Vancouver, British Columbia / August 2, 2024 (Globe Newswire) – Digicann Ventures Ltd. (“Digicann” or the “Company”) (CSE: DCNN) (OTCPK: AGFAF), a company focused on opportunities within and outside of the cannabis industry, announces that it has entered into a binding letter of intent (the “LOI”) with 3Win Corp. (“3Win”) dated August 1, 2024 to effect a transaction that will result in the reverse take-over (the “RTO”) of Digicann by 3Win (the “Proposed Transaction”) to ultimately form the resulting issuer (the “Resulting Issuer”). If completed, the Proposed Transaction will constitute a “fundamental change” pursuant to the policies of the Canadian Securities Exchange (the “Exchange”) and is expected to require the approval of Digicann shareholders. The Proposed Transaction will be non-arm’s length and will be subject to the necessary regulatory approvals, including final acceptance from the Exchange. Following completion of the Proposed Transaction, the Resulting Issuer will carry on the business currently carried on by 3Win.

Pursuant to the terms of the LOI, it is intended that the Proposed Transaction be effected by way of a three-cornered amalgamation, share exchange, plan of arrangement or such other transaction structure as will result in 3Win becoming a wholly owned subsidiary of Digicann or otherwise combining its corporate existence with that of Digicann. The final structure of the Proposed Transaction is subject to receipt by the parties of tax, corporate, and securities law advice and will be agreed to pursuant to definitive agreement in respect of the Proposed Transaction (the “Definitive Agreement”).

There are currently 22,055,294 common shares of Digicann (“Digicann Shares”) issued and outstanding, as well as 88,852 restricted stock units, 21,733 stock options and 79,739 common share purchase warrants of Digicann. Pursuant to the terms of the LOI, the holders of Digicann Shares shall receive a deemed value of \$0.05 per share and, upon completion of the Proposed Transaction, the resulting holders of all issued and outstanding shares of 3Win (“3Win Shares”) shall hold approximately 97.3% of the issued and outstanding common shares of the Resulting Issuer (the “Exchange Ratio”), subject to adjustment in certain circumstances and for any additional amounts invested by third parties into 3Win to satisfy any

liquidity conditions imposed by the Exchange in connection with the Proposed Transaction.

Additionally, it is anticipated that all securities convertible, exercisable or exchangeable for 3Win Shares will be converted or exchanged (or otherwise become convertible or exercisable in accordance with their terms) into similar securities of the Resulting Issuer on substantially similar terms and conditions based on the Exchange Ratio. In connection with the Proposed Transaction, it is anticipated that all outstanding stock options and common share purchase warrants of Digicann will remain in effect on substantially the same terms, subject to customary anti-dilution adjustments in accordance with the terms thereof.

Also in connection with the Proposed Transaction, subject to receipt of applicable approvals, 3Win Corp. expects to effect a name change to "Serewin Inc.". The composition of the board of directors of the Resulting Issuer, as well as the retention of any officers or directors, will be negotiated between the parties in good faith. Upon entering into the Definitive Agreement, Digicann will issue a subsequent news release containing the details of the Definitive Agreement. No finder's fee of any kind shall be paid as a direct result of, or in association with, the Proposed Transaction.

Completion of the Proposed Transaction is subject to a number of conditions precedent, including but not limited to, the parties entering into a Definitive Agreement, Digicann having a minimum amount of cash at closing of the Proposed Transaction, as well as receipt of all required shareholder, regulatory, and other approvals. There can be no assurance that the Proposed Transaction will be completed as proposed or at all. Should 3Win not execute the Definitive Agreement or complete the Proposed Transaction, then Digicann shall receive a variable cash exit fee as defined in the LOI.

None of the Digicann Shares to be issued in connection with the Proposed Transaction have been, or will be, registered under the United States Securities Act of 1933, as amended (the "**1933 Act**"), or any state securities laws, and may not be offered or sold within the United States or to any U.S. Person (as defined in Regulation S under the 1933 Act) unless registered under the 1933 Act and applicable state securities laws or an exemption from such registration is available. This news release does not constitute an offer to sell or a solicitation of an offer to sell any securities of Digicann in any jurisdiction where such offer or solicitation would be unlawful, including the United States.

Investors are cautioned that, except as disclosed in the information circular or listing statement to be prepared in connection with the Proposed Transaction, as applicable, any information released or received with respect to the Proposed Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of the Company should be considered highly speculative. The Proposed Transaction and listing of the Resulting Issuer is subject to review by the Exchange and conditional approval has not yet been granted.

Nick Kuzyk, who is currently the Chief Executive Officer, a Director and a shareholder of Digicann, is also currently the Chief Strategy Officer, a Director and a shareholder of 3Win. Therefore, the transaction will be a related-party transaction and may require a fairness opinion as well as compliance with Multilateral Instrument 61-101 (Protection of Minority Security Holders in Special Transactions).

About 3Win Corp.

3WIN Corp. ("3WIN") is a global wholesale distributor of high-quality, research-backed CCELL® vape products to the cannabis and hemp industry. CCELL® products are made by the leading vape hardware manufacture, Shenzhen Smoore Technology, Limited. CCELL® products feature patented ceramic heating elements that deliver safe, pure-flavored pulls with every use. In addition to CCELL® products, 3WIN provides customers with stateside customization services and packaging to ensure brands will stand out in a crowded marketplace. Visit www.3wincorp.com for more information.

3WIN's wholly owned subsidiary, 3Win Holdings (Canada) Corp., which was formed upon the acquisition of Serenus Global Inc. ("3WIN Canada"), is one of the world's first multi-disciplinary controlled substances companies. 3WIN Canada is a licensed cultivator and exporter of bulk cannabis and genetics to various countries around the world. Conscious Compounds Inc., a wholly owned subsidiary, has been granted a Controlled Substance Dealer's License by Health Canada, which permits it to possess, produce, sell, transport, import, export and deliver psilocybin and psilocin in adherence to a series of Canadian government regulations. 3Win Canada operates through the following subsidiaries: Big League Cultivation Inc., Big League Genetics Inc., Conscious Compounds Inc., My Fungi Inc., Serenus Therapeutics Inc., and Sterilized Substrates Inc. Visit <https://serenusglobal.com> for more information.

For further information contact:

3Win Corp.
Rodney Hu, Executive Chairman
Email: rodney@3wincorp.com

About Digicann Ventures Inc.

Digicann Ventures Inc. is a company focused on opportunities within and outside of the cannabis industry. For more information about Digicann Ventures Inc. please visit www.digicann.io and its profile page on SEDAR at www.sedarplus.ca.

ON BEHALF OF THE BOARD OF DIRECTORS

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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 Digicann Ventures Inc. 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.sedarplus.ca .

SOURCE: Digicann Ventures Inc.