

FORM 11

NOTICE OF PROPOSED RESTRICTED SHARE UNIT (“RSU”) GRANT OR AMENDMENT

Name of Listed Issuer: [Digicann Ventures Inc. \(formerly Agra Ventures Ltd.\) \(the “Issuer” or the “Company” or “Digicann”\)](#).

Trading Symbol: [DCNN](#)

Date: [April 4, 2024](#)

1. New RSUs Granted:

Date of Grant: [April 4, 2024](#)

Name of Optionee	Position (Director/ Officer/ Employee/ Consultant/ Management Company)	Insider Yes or No?	No. of RSUs	Exercise Price	Expiry Date	No. of RSU’s Granted in Past 12 Months ⁽¹⁾
Nick Kuzyk	CEO & Director	Yes	424,203	N/A	Apr 4, 2029	1,130,442
Fiona Fitzmaurice	CFO & Director	Yes	424,204	N/A	Apr 4, 2029	565,222
Anthony Carnevale	Director	Yes	424,204	N/A	Apr 4, 2029	282,611
Jonathan Hirsh	Director	Yes	424,204	N/A	Apr 4, 2029	282,611

Total Number of RSUs proposed for acceptance: [1,696,815](#).

2. Other Presently Outstanding RSU’s:

Name of Optionee	No. of RSUs ⁽¹⁾⁽²⁾	Exercise Price	Original Date of Grant	Expiry Date
2602991 Ontario Ltd.	88,852	N/A	Oct. 7, 2022	Oct. 7, 2027

Notes:

(1) These numbers reflect the adjusted numbers pursuant to the Company’s 25:1 share consolidation that took place on August 8, 2023.

(2) Set out number of optioned shares for each grant with different terms.

FORM 11 – NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

3. Additional Information

- (a) If shareholder approval was required for the grant of options (including prior approval of a stock option plan), state the date that the shareholder meeting approving the grant was or will be held.

[The Company's RSU Plan was approved by the shareholders on July 21, 2023.](#)

- (b) State the date of the news release announcing the grant of options.

[The news release was disseminated after market close on April 4, 2024.](#)

- (c) State the total issued and outstanding share capital at the date of grant or amendment.

[17,856,672](#)

- (d) State, as a percentage of the issued and outstanding shares of the Issuer indicated in (c) above, the aggregate number of shares that are subject to RSUs, including new RSUs, amended RSU's and other presently outstanding options.

[10% of the issued and outstanding shares at the time of grant.](#)

- (e) If the new RSUs are being granted pursuant to an RSU plan, state the number of remaining shares reserved for issuance under the plan.

[Nil as at April 4, 2024.](#)

- (f) If the Issuer has completed a public distribution of its securities within 90 days of the date of grant, state the per share price paid by the public investors.

[Not applicable](#)

- (g) Describe the particulars of any proposed material changes in the affairs of the Issuer.

[Not applicable](#)

4. Certificate of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 11 Notice of Proposed Stock Option Grant or Amendment is true.

Dated April 4, 2024.

Nick Kuzyk
Name of Director or Senior Officer

"Nick Kuzyk"
Signature

CEO & Director
Official Capacity