

FORM 12

NOTICE OF PROPOSED STOCK CONSOLIDATION OR RECLASSIFICATION

Name of Listed Issuer: [Agra Ventures Ltd.](#) (the "Issuer")

Trading Symbol: [AGRA](#)

Date: [August 25, 2021](#)

This form is to be used to report a proposed reclassification, which is any change to the terms of a listed security other than a stock split or dividend.

1. Provide full details of the reclassification

On August 13, 2021, the Issuer approved the consolidation (the "Consolidation") of the Issuer's common shares (the "Shares") on the basis of one post-Consolidation Share for every one hundred and fifty pre-Consolidation Shares (150:1). The Issuer will retain its current name, Agra Ventures Ltd. The Issuer has received approval from the CSE exempting the Issuer from changing its name post-Consolidation.

In the event that the Consolidation would result in a shareholder holding a fraction of a Share, the shareholder shall not receive fractional Shares and the number of Shares issuable in connection with the Consolidation will be rounded down to the nearest whole number.

2. Number of securities outstanding and reserved for issuance following the reclassification

The Issuer currently has issued and outstanding 1,947,956,042 pre-Consolidation Shares and will have approximately 12,986,374 issued and outstanding post-Consolidation Shares.

3. Describe the anticipated impact of the reclassification on the liquidity of the market for the listed security and on voting and equity rights of public shareholders

Immediately after the consolidation of the Issuer's share capital, it is anticipated that there shall be less liquidity of the market for the Issuer's listed securities, and the voting and equity rights of the Issuer's public shareholders shall be unaffected. However, it is the expectation of the Issuer that the liquidity of the market for the Issuer's listed

securities will improve as it will provide the Issuer with increased flexibility to seek additional financing opportunities.

4. Date of shareholders' meeting to approve the reclassification

Not applicable. The Consolidation was approved on August 13, 2021 by way of directors' consent resolutions in accordance with the Articles of the Issuer.

5. Record date for the reclassification

August 30, 2021.

6. 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 12 Notice of Proposed Stock Consolidation or Reclassification is true.

Dated August 25, 2021.

Elise Coppens

Name of Director or Senior
Officer

"Elise Coppens"

Signature

Chief Executive Officer

Official Capacity