Pangea Natural Foods Inc.

(also referred to as “Pangea” or the “Company”)

Management’s Discussion and Analysis

The following management’s discussion and analysis (“MD&A”) should be read in conjunction with the unaudited condensed interim financial statements for the three months ended January 31, 2025, and the audited financial statement for the year ended October 31, 2024 and the notes thereto, prepared in accordance with International Financial Reporting Standards (“IFRS”), as issued by the International Accounting Standards Board (“IASB”).

All dollar figures included therein and in the following discussion analysis are quoted in Canadian dollars unless otherwise noted.

Date

This “MD&A” is dated April 1, 2025, and is in respect of the three months ended January 31, 2024. The discussion in this MD&A focuses on this period. Estimates and forward-looking information are based on assumptions of future events and actual results may vary from these estimates. This MD&A is prepared in conformity with National Instrument 51-102F1 and has been approved by the Board of Directors of the Company.

Disclaimer for Forward-Looking Statements

This MD&A contains forward-looking statements relating to future events. In some cases, forward-looking statements can be identified by such words as “anticipate”, “continue”, “estimate”, “expect”, “may”, “will”, “project”, “should”, “believe” or similar expressions. These statements represent management’s best projections, but undue reliance should not be placed upon them as they are derived from numerous assumptions. These assumptions are subject to known and unknown risks and uncertainties, including the business risks discussed in the MD&A which may cause actual performance and financial results to differ materially from any projections of future performance or results expressed or implied by such forward-looking statements. Accordingly, readers are cautioned that events or circumstances could cause results to differ materially from those predicted.

Description of the Business

Pangea Natural Foods Inc. (“Pangea” or the “Company”) was incorporated on April 10, 2021 under the laws of the British Columbia Business Corporations Act. The registered records office of Pangea is located at 10th Floor, 595 Howe Street, Vancouver, BC, V6C 2T5. The Company was formed to research and develop as well as produce and sell plant-based patties and other plant-based foods that are nutritious, and non-GMO.

Pangea sells a plant-based patty that has been manufactured in-house at a facility in the Lower Mainland of British Columbia which utilizes brand new, customized production machinery, which has been approved by both the Canadian Food Inspection Agency and the Federal Drug Administration. The products are then packaged and distributed via our multiple sales channels. To provide a convenient experience for Pangea Food customers, we are offering our products along E-commerce as well as retail, such as Save-On-Foods, Loblaws Companies Limited, IGA Marketplace BC, Fresh Street Market and wholesale networks.

Corporate Highlights

Operational Highlights

The following are the Company's notable operational achievements for the period ended January 31, 2025 and to the date of this MD&A:

- On February 4, 2025, the Company closed a non-brokered private placement of 3,333,333 common shares of the Company at a price of $0.15 per share for aggregate gross proceeds of $500,000. The net proceeds of the offering are expected to be used for general corporate purposes and working capital.
- On February 4, 2025, the Company closed debt settlements, whereby the Company issued to certain creditors of the Company an aggregate of 3,333,333 common shares at a price of $0.15 per share, in full and final settlement of accrued and outstanding indebtedness in the aggregate amount of $500,000.

Summary of Quarterly Results

The following table provides selected quarterly financial data for the completed quarters since the inception of the Company:

	January 31, 2025 $	**October 31, 2024 $**	**July 31, 2024 $**	**April 30, 2024 $**
Revenue	nil	1,080	Nil	3,103
Net loss for the period	(198,333)	(481,758)	(70,003)	(269,825)
Basic and diluted loss per share	(0.03)	(0.07)	(0.00)	(0.06)

	January 31, 2024 $	**October 31, 2023 $**	**July 31, 2023 $**	**April 30, 2023 $**
Revenue	8,019	2,606	18,303	125,997
Net loss for the period	(209,506)	(453,761)	(245,778)	(598,470)
Basic and diluted loss per share	(0.06)	(0.05)	(0.06)	(0.12)

The Company incurred a net loss of $198,333 during the three months ended January 31, 2025, compared to a net loss of $481,758 in the previous quarter. The decrease in net loss was mainly driven by an deacrease in professional fees, increase in share-based payments due to vesting of restricted share units ("RSUs"), and recognition of bad debt expense relating to uncollectable accounts receivable.

The Company incurred a net loss of $70,003 in the three months ended July 31, 2024, compared to a net loss of $269,825 in the previous quarter. The decrease in net loss from the prior quarter was largely a result of lower professional fees and salaries and wages when compared to the prior quarter.

The Company incurred a net loss of $269,825 in the three months ended April 30, 2024, compared to a net loss of $209,506 in the previous quarter. The increase in net loss was mainly driven by an impairment loss on the Company's inventory as the Company wrote down all of its inventory during the quarter, and an increase in share-based payments relating to RSUs vesting during the quarter.

The Company incurred a net loss of $209,506 in the three months ended January 31, 2024, compared to a net loss of $453,761 in the previous quarter. The decrease in the net loss was mainly driven by a decrease in consulting fees related to the private placement, and the accounting fees incurred in the previous quarter related to the year-end audit, and a decrease in share-based payments due to the cancelled RSUs.

The Company incurred a net loss of $453,761 in the three months ended October 31, 2023, compared to a net loss of $245,778 in the previous quarter. The increase in the net loss was mainly driven by an increase in professional fees due to increased activities of the Company, increase in share-based payments due to vesting of restricted share units, recognition of bad debt and impairment of inventory and intangible assets due to inventory damage and the Company no longer pursing plant-based nuggets.

The Company incurred a net loss of $245,778 in the three months ended July 31, 2023, compared to a net loss of $598,470 in the previous quarter. The decrease in the net loss was mainly driven by a decrease in professional fees due to the private placement that occurred in the previous quarter and a decrease in share-based payments due to options being granted in the previous quarter.

The Company incurred a net loss of $598,470 in the three months ended April 30, 2023, compared to a net loss of $362,277 in the previous quarter. The increase in net loss was mainly driven by the $224,561 share-based payments recognized on options and restricted share units granted during the period and an increase of $153,710 in accounting and legal fees related to the private placement and proposed transaction. The increases were offset by a $158,192 decrease in advertising and promotion as the marketing campaign started in September 2022 had ended.

The Company incurred a net loss of $362,277 in the three months ended January 31, 2023, compared to a net loss of $431,207 in the previous quarter. The decrease in net loss was mainly driven by a decrease of $43,692 in listing fees and impairment of intangible assets of $36,000 recorded in the fourth quarter of fiscal 2022.

Selected Financial Information

The following tables set out selected quarterly financial information for our Company, which has been prepared in accordance with IFRS:

	Three months ended January 31, 2025 $	Three months ended January 31, 2024 $
Revenue	-	8,019
Operating expenses	198,333	211,548
Net loss and comprehensive loss for the period	(198,333)	(209,506)
Basic and diluted loss per share for the period	(0.03)	(0.03)
Weighted average number of shares outstanding	7,705,333	6,413,145

		As at January 31, 2025		As at January 31, 2024
Total assets	$	288,296	$	182,286
Non-current liabilities	$	-	$	-
Shareholders' deficiency	$	(493,783)	$	(550,450)

Total assets as at January 31, 2025, was $288,296, which was comprised of cash, accounts receivable and other receivables, and prepaid expenses.

Results of operations for the three months ended January 31, 2025

Pangea's loss for the three months ended January 31, 2025, was $198,333 as compared to a loss of $209,506 in the comparative period of 2024. During the prior period, the Company was focused on creating new products that were not available in the market, in the current period the company reevaluated its operations.

Expenses

The major expenses incurred in the period, resulting in the loss, primarily related to professional fees. Professional fees for the period were $183,962 as compared to $79,114 in the comparative period in 2024 and were mainly due to advisory business development work and financings and general accounting services.

Salaries and wages for the period were $nil as compared to $46,807 in the comparative period in 2024. The decrease in salaries and wages from the comparative period was largely a result of lower head count, and the CEO's compensation structure changing from salaries to professional fees.

Results of operations for the year ended October 31, 2024

Pangea's loss for the year ended October 31, 2024, was $1,031,092 as compared to a loss of $1,660,286 in the comparative period in 2023. During the period, the Company was focused on creating new products that were not available in the market and completing the proposed transaction.

Revenue

The Company recorded revenue of $12,202 during the year as compared to $285,590 in the comparative period of 2023. Revenue from sales of each product is broken down as follows:

Product		Year ended October 31, 2024		2023
Old Fashioned Ghee	$	10,058	$	70,605
Raw food products and other	$	2,144	$	192,404
Plant-based Patties	$	-	$	13,936
Energy Gel	$	-	$	388
Munchie Mix	$	-	$	8,257

Cost of sales

The Company recorded cost of sales of $5,297 during the period related to Old Fashioned Ghee and raw food product resale, as compared to $318,383 in 2023. Cost of sales related to Old Fashioned Ghee relate to direct costs. The 2023 cost of sales related to the plant-based patties comprises overhead allocations of rent for production and storage, labour of production and amortization of production equipment, as well as direct costs, including the cost of raw ingredients and the cost of packaging material.

Expenses

The major expenses incurred in the period, resulting in the loss, primarily related to advertising and promotion, professional fees, salaries and wages and share-based payments.

Advertising and promotion for the period were $41,421 as compared to $381,030 in the comparative period in 2023. The higher advertising and promotion costs in the comparative period were largely a result of marketing campaigns, product advertising and market making services, of which were not the focus in 2024.

Professional fees for the period were $512,115 as compared to $599,134 in the comparative period in 2023 and were mainly due to advisory business development work and financings, and consulting fees for former CFO services and general accounting services. In the comparative period, the Company incurred higher legal fees related to the cost of the proposed transaction with Glory Organic Juice Company Inc .

Salaries and wages for the period were $154,149 as compared to $151,850 in the comparative period in 2023 and largely related to wages for the CEO of the Company, refer to section *"Transactions with Related Parties"*, and an employee.

Share-based payments for the period were $108,886 related to the vesting of restricted share units as compared to $346,900 related to the issuance of options and vesting of restricted share units in the comparative period in 2023.

Disclosure of Outstanding Share Data

On February 18, 2025, the Company consolidated its issued and outstanding common shares on the basis of one-post consolidated common share for every six pre-consolidated common shares. The share consolidation has been applied retrospectively and as a result all shares, options, restricted share units, warrants and per share amounts are stated on an adjusted basis throughout this MD&A.

Authorized share capital of the Company consists of an unlimited number of Class “A” common shares without par value.

As of the date of this MD&A, the Company had 14,372,007 common shares issued and outstanding. In addition, there are 1,169,750 warrants outstanding, 416,292 options outstanding and exercisable, and 30,000 restricted share units outstanding.

Liquidity and Capital Resources

As at January 31, 2025, the Company had a working capital deficiency of $493,783 (October 31, 2024 – $550,450). As at January 31, 2025, the Company had cash of $211,276 (October 31,2024 - $140,093), bank overdraft of $21,224 (October 31, 2024 - $17,827) and had accounts payable and accrued liabilities of $782,099 (October 31, 2024 - $732,736).

Working capital is mainly comprised of cash of $211,276, and accounts receivable and other receivables of $29,270, see below for a discussion of cash flows in the year, offset by bank overdraft of $21,224, and accounts payable and accrued liabilities of $760,855.

Cash Flows

Net cash used in operating activities
Net cash used in operating activities for the period ended January 31, 2025, was $187,214 as compared to $192,145 used in operating activities during the period ended January 31, 2024. The Company generated a net loss and had negative cash flows from operating activities due to the Company’s sales declining in the year, with insufficient cash inflows to cover costs. The Company expects to have sufficient working capital to meet any operating cash outflows or working capital requirements for the immediate future.

Net cash provided by financing activities
Net cash provided by financing activities for year ended January 31, 2025, was $258,397 as compared to net cash provided by financing activities of $210,050 in the period ended January 31, 2024. This cash inflow was mainly due to proceeds received from the private placements.

The Company has no commitments to make capital expenditures in future fiscal periods.

Off-Balance Sheet Arrangements

As at the date of this MD&A, the Company has not entered into any off-balance sheet or income statement arrangements.

Transactions with Related Parties

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of Pangea, including officers and directors of Pangea.

Related parties consist of the following individuals:

- Pratap Sandhu, CEO and director
- Rubens Tse, former CFO
- Daryl Louie, former CMO
- Mohammad S. Fazil, former director
- Nashir Virani, director

- Ajit Bhatti, director

		Three months ended January 31, 2025		Three months ended January 31, 2024
Professional fees	**$**	**60,000**	$	**30,279**
Salaries and wages		**-**		**33,600**
	$	**60,000**	$	**63,879**

Financial Risk Management Objectives and Policies

Pangea is exposed to financial risks arising from its operations and from its use of financial instruments. The key financial risks include market risk, credit risk and liquidity risk. The following describes Pangea's objectives, policies, and processes for managing those risks and the methods used to measure them.

The overall objective of management is to set policies that seek to reduce risk to the extent possible without unduly impacting Pangea's competitiveness and flexibility. Further details regarding these policies are set out below.

Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprised three types of risk: foreign currency risk, interest rate risk and other price risk.

Foreign Currency Risk
Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate as a result of changes in foreign exchange rates. The Company's functional and presentation currency is the Canadian dollar and financings, and major purchases are transacted in Canadian dollars. As a result of a change in the Company's business operations, the Company's exposure to the foreign currency risk is not considered to be material.

Interest Rate Risk
Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Interest earned on cash is insignificant and the Company does not rely on interest income to fund its operations. As a result, the Company's exposure to interest rate risk is not considered to be material. The Company has not had a material change in or management of this risk during the period ended January 31, 2025.

Other Price Risk
Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices, whether those changes are caused by factors specific to the individual financial instrument or its issuer or by factors affecting all similar financial instruments traded in the market. The Company does not hold equity investments in other entities and therefore is not exposed to other price risk. The Company's exposure to and management of this risk has not changed materially during the year ended January 31, 2025.

Credit Risk
Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company's cash and accounts receivable are exposed to credit risk. The Company reduces its credit risk on cash by placing these instruments with either major financial institutions or reputable institutions with a sufficiently long operating history to be considered reliable for creditworthiness purposes. The Company mitigates credit risk by monitoring its exposure for credit losses with customers.

Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. The Company manages liquidity risk through the management of its capital structure. The Company addresses its liquidity by raising capital through the issuance of equity to supplement revenues from operations. While the Company has been successful in securing financings in the past, there is no assurance that it will be able to do so in the future.

Fair values
The Company's financial instruments consist of cash, accounts receivable, and accounts payable and accrued liabilities. Cash is carried at fair value through profit or loss, while accounts receivable and other receivables, and accounts payable and accrued liabilities are carried at amortized cost. The fair values of accounts receivable and other receivables, and accounts payable and accrued liabilities approximate their carrying values due to their short terms to maturity.

The Company classifies its financial assets at fair value through profit or loss according to the fair value hierarchy as follows:

Level 1 - fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 - fair value measurements are those derived from inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3 - fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable marker data (unobservable inputs).
As at January 31, 2025 and 2024, cash was measured at fair value through profit or loss in accordance with Level 1 of the fair value hierarchy. The Company had no transfers between levels of the fair value hierarchy during the period ended January 31, 2025.

Capital Management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern to support its business plan, as well as to ensure that the Company is able to meet its financial obligations as they become due. The Company considers its capital for this purpose to be shareholders' equity.

The basis for the Company's capital structure is dependent on the Company's expected business growth and changes in the business environment. To maintain or adjust the capital structure, the Company may seek additional funding.

The Company believes it will be able to raise capital as required but recognizes there will be risks involved that may be beyond its control. There are no external restrictions on the management of capital. There have been no changes in the way in which the Company manages capital in the period. As at January 31, 2025, the Company expects its capital resources and projected future cash flows from operations to support its normal operating requirements on an ongoing basis. As at January 31, 2025 there were no externally imposed restrictions on the capital, or management thereof, of the Company.

Events Subsequent to ~~October~~ January 31, ~~2024~~ 2025

On February 4, 2025, the Company closed a non-brokered private placement. The Company issued 3,333,333 common shares at a price of $0.15 per share for gross proceeds of $500,000. At the same time, the Company closed debt settlements, whereby the Company issued to certain creditors of the Company an aggregate of 3,333,333 common shares at a price of $0.15 per share, in full and final settlement of accrued and outstanding indebtedness in the aggregate amount of $500,000.

On February 11, 2025, the Company entered into a non-binding letter of intent with Amino Innovations Corp. ("Amino"), pursuant to which the Company proposes to acquire 100% of the common shares in the capital of Amino. Amino is a newly formed company dedicated to advancing health and wellness by providing consumers with innovative peptide therapies through effective and accessible delivery systems. Amino's product line includes peptide formulations for sports recovery, autoimmune support, skin repair and sleep health. The proposed transaction is expected to be structured as a share exchange transaction pursuant to which the Company will acquire 100% of the issued and outstanding common shares in the capital of Amino by the issuance of an aggregate of 12,000,000 common shares in the capital of the Company on closing of the transaction to shareholders of Amino. Following the closing of the proposed transaction, it is expected that shareholders of Amino will collectively own approximately 45.5% of the issued and outstanding shares of the Company. The common shares of the Company issued to shareholders of Amino will be subject to escrow and resale restrictions to be agreed upon by the Company and Amino. In addition, the Company will loan an aggregate of US$300,000 to Amino by way of a non-interest-bearing promissory note as follows: (i) US$150,000 on the date of acceptance of the LOI by Amino (paid); and (ii) US$150,000 on the date that is one week following the date of acceptance of the LOI by Amino (US$100,000 paid).

Critical Accounting Estimates

This MD&A is based on the financial statements which have been prepared in accordance with IFRS. The preparation of the financial statements requires that certain estimates and judgments are based on historical experience and on various other assumptions that are believed to be reasonable under the circumstances.

Information about critical estimates in applying accounting policies that have the most significant risk of causing a material adjustment to the carrying amounts of assets and liabilities recognized in the financial statements within the next financial year are discussed below:

Valuation of inventory
In calculating final inventory values, management is required to determine an estimate of spoiled, obsolete or expired inventory and compares the inventory cost to the estimated net realizable value. The Company must determine if the cost of any inventory exceeds its net realizable value,

such as in cases where prices have decreased, or inventory has spoiled or has otherwise been damaged.

Fair value calculation of share-based payments
Estimating fair value for granted stock options requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determining the most appropriate inputs to the valuation model, including the expected life of the option, volatility, dividend yield, and rate of forfeitures and making assumptions about them.

Impairment of non-financial assets
The Company has determined that the acquired intangible assets have indefinite useful lives. Therefore, at each reporting date, the Company is required to estimate the recoverable amount of the intangible assets. An asset's recoverable amount is the higher of an asset's (or CGU's) fair value less costs of disposal and its value in use.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, or other relevant fair value indicators. The Company bases its impairment calculations on the most recent management forecast calculations, which are prepared separately for each of the Company's CGUs to which the intangible assets are allocated.

Expected credit losses
Expected credit losses are estimates based on observations of historical collection history.

Deferred income taxes
The measurement of the deferred tax provision is subject to uncertainty associated with the timing of future events and changes in legislation, tax rates and interpretations by tax authorities. The estimation of deferred taxes includes evaluating the recoverability of deferred tax assets based on an assessment of the Company's ability to utilize the underlying future tax deductions against future taxable income prior to expiry of those deductions. Management assesses whether it is probable that some or all of the deferred income tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income. To the extent that management's assessment of the Company's ability to utilize future tax deductions changes, the Company's deferred tax assets and tax provisions could be affected.

Adoption of New Standards and Interpretations, and Recent Accounting Pronouncements

Pangea has reviewed new and revised accounting pronouncements that have been issued but are not yet effective. The Company has not early adopted any new standards and determined that there are no standards that are relevant to the Company.

Management's Responsibility for Financial Statements

Management of the Company, under the supervision of the Chief Executive Officer and the Chief Financial Officer, is responsible for the design and operations of internal controls over financial reporting.

The Company's management is responsible for establishing and maintaining adequate internal controls over financial reporting and the preparation of financial statements in accordance with generally accepted accounting principles. Any system of internal control over financial reporting, no matter how well designed, has inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

Limitations of Controls and Procedures

The Company's management, including the Chief Executive Officer and Chief Financial Officer, believe that any disclosure controls and procedures or internal controls over financial reporting, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, they cannot provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been prevented or detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by unauthorized override of the control. The design of any systems of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Accordingly, because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

Approval

The Board of Directors of Pangea has approved the disclosure contained in this MD&A.