

## **Pangea Natural Foods Inc. Announces Non-brokered Private Placement of Special Warrants for Gross Proceeds of up to \$2,900,000**

***Not for Distribution to United States Newswire Services or for Dissemination in the United States.***

VANCOUVER, BC, April 15, 2025 / -- **Pangea Natural Foods Inc. (the ‘Company’ or ‘Pangea’)** (CSE: PNGA) (OTCQB: PNGAF) a manufacturer and co-packer of health food products, supplements and peptide products, is pleased to announce that it is undertaking a non-brokered private placement of up to 11,600,000 special warrants of the Company (each, a **“Special Warrant”**) at a price of \$0.25 per Special Warrant, for aggregate proceeds of up to \$2,900,000 the (**“Offering”**).

Each Special Warrant will automatically convert without payment of any additional consideration into one Unit on the date (the **“Conversion Date”**) that is the earlier of (i) the third business day after a) a receipt from the applicable securities regulatory authorities for a (final) short form prospectus (a **“Qualifying Prospectus”**) or b) the date of filing a prospectus supplement (the **“Prospectus Supplement”**) to a short form base shelf prospectus qualifying the distribution of the Units issuable upon the conversion of the Special Warrants, and (ii) 4 months and one day after the issue date of the Special Warrants. No Special Warrants may be exercised by the holder thereof prior to the Conversion Date.

Each Unit shall consist of one common share of the Company (a **“Share”**) and one common share purchase warrant (a **“Warrant”**). Each Warrant shall entitle the holder thereof to acquire one Share at a price of \$0.25 per Share for a period of 12 months following the date of issuance of the Warrants.

The Company may pay a finder’s fee of up to 8% of the gross proceeds of the Offering and may issue to certain eligible finders non-transferable broker warrants (the **“Broker Warrants”**) equal up to 8% of the number of Special Warrants sold under the Offering. Each Broker Warrant will entitle the holder to purchase one Share (a **“Broker Share”**) at an exercise price of \$0.25 Broker Share for a period of 12 months from the date of issuance of the Broker Warrants.

The Company intends to use the proceeds raised from the Offering for working capital purposes. The Offering is expected to close on or before May 9, 2025. The Offering is subject to certain conditions including, but not limited to, receipt of all necessary approvals including the approval of the Canadian Securities Exchange. Prior to the filing of the Qualifying Prospectus or Prospectus Supplement and the automatic conversion of the Special Warrants, all Special Warrants will be subject to a statutory hold period of four months plus one day from the date of issuance in accordance with applicable securities legislation. The Broker Warrants shall be subject to a statutory hold period of four months

plus one day from the date of issuance in accordance with applicable securities legislation. The Special Warrants and Warrants will not be listed on any stock exchange or over-the-counter market. The Offering is not subject to a minimum aggregate amount of subscriptions.

*The securities being referred to in this news release have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, and may not be offered or sold in the U.S. or to, or for the account or benefit of, U.S. persons absent registration or an applicable exemption from the registration requirements. This news release does not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.*

#### **About Pangea Natural Foods Inc.**

Pangea Natural Foods Inc. is a food manufacturing company focused on manufacturing, co-packing and distributing high-quality food and health products across North America.

#### **On Behalf of the Board of Directors**

"Pratap Sandhu"

Pratap Sandhu

CEO, Corporate Secretary and Director

For further information, please visit the Company's website at [www.pangeafood.com](http://www.pangeafood.com) or contact:

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#### **Forward-Looking Information**

*This news release contains forward-looking statements and forward-looking information within the meaning of applicable securities laws. These statements relate to future events or future performance. All statements other than statements of historical fact may be forward-looking statements or information. More particularly and without limitation, this news release contains forward-looking statements and information relating to the closing of the Offering, receipt of approval for the Offering, including the approval of the CSE and the use of proceeds. The forward-looking statements and information are based on certain key expectations and assumptions made by the management of the Company. As a result, there can be no assurance that the proposed Acquisition or related matters will be completed as proposed or at all. Although management of the Company believes that the*

*expectations and assumptions on which such forward-looking statements and information are based are reasonable, undue reliance should not be placed on the forward-looking statements and information since no assurance can be given that they will prove to be correct.*

*Forward-looking statements and information are provided for the purpose of providing information about the current expectations and plans of management of the Company relating to the future. Readers are cautioned that reliance on such statements and information may not be appropriate for other purposes, such as making investment decisions. Since forward-looking statements and information address future events and conditions, by their very nature they involve inherent risks and uncertainties. Actual results could differ materially from those currently anticipated due to a number of factors and risks. These include, but are not limited to, the Company's ability to complete the Offering as currently proposed or at all, the ability of the Company to obtain sufficient financing to fund its business activities and plans, and the Company's ability to obtain the applicable regulatory approvals of the Offering. Other factors may also adversely affect the future results or performance of the Company, including general economic, market or business conditions, changes in the financial markets and changes in laws, regulations and policies affecting the Company's operations and the Company's limited operating history. Accordingly, readers should not place undue reliance on the forward-looking statements and information contained in this news release. Readers are cautioned that the foregoing list of factors is not exhaustive. The forward-looking statements and information contained in this news release are made as of the date hereof and no undertaking is given to update publicly or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws. The forward-looking statements or information contained in this news release are expressly qualified by this cautionary statement.*

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