

**FORM 51-102F3
MATERIAL CHANGE REPORT**

ITEM 1. NAME AND ADDRESS OF COMPANY

Pangea Natural Foods Inc. (the "**Company**")
12181 New McLellan Rd
Surrey, BC V3X 2X8

ITEM 2. DATE OF MATERIAL CHANGE

April 8, 2025

ITEM 3. NEWS RELEASE

Issued on April 9, 2025, and distributed through the facilities of The Newswire. The news release was filed on SEDAR+ on April 9, 2025.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Company announced that, pursuant to a definitive share purchase agreement with Amino Innovations Corp. ("**Amino**") dated March 21, 2025, it has acquired 100% of the shares of Amino (the "**Transaction**").

ITEM 5.1 FULL DESCRIPTION OF MATERIAL CHANGE

The Company announced that it has acquired 100% of the shares of Amino in exchange for the issuance of an aggregate of 12,000,000 common shares of Pangea ("**Consideration Shares**") at a deemed price of \$0.20 per share.

Certain members of Amino's management will continue to manage the operations of Amino.

The Consideration Shares were issued under prospectus exemptions pursuant to National Instrument 45-106 and are subject to contractual restrictions on transfer with 20% of the Consideration Shares being released on the date that is 12 months following closing and a further 20% on each 6 month anniversary thereafter.

In the event that Amino achieves \$2 million in revenue within the first 12 months following the Closing Date, an additional 20% of the Consideration Shares will be released from escrow. In addition, in the event the Company undergoes a change of control or reallocates Amino's capital without the written approval of Amino's management, all remaining Consideration Shares will be released from escrow.

A 15 percent finder's fee of 1,800,000 Pangea shares was paid to arm's length parties in relation to the Transaction, all in accordance with the policies of the Canadian Securities Exchange.

ITEM 5.2 DISCLOSURE FOR RESTRUCTURING TRANSACTION

Not applicable.

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

Contact: Pratapvir Sandhu, CEO, Interim CFO, Corporate Secretary and
Director

Telephone: (604) 754-8069

ITEM 9. DATE OF REPORT

April 17, 2025