

FORM 51-102F3 - MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Pangea Natural Foods Inc. (the “Company”)
Suite 8035 – 130th Street
Surrey, BC V3W 0H7

Item 2 Date of Material Change

November 4, 2022

Item 3 News Release

The news release announcing the material change referred to in this report was disseminated on November 7, 2022 through Stockwatch and a copy has been filed under the Company’s profile on SEDAR and posted to the Company’s disclosure hall with the CSE.

Item 4 Summary of Material Change

On November 7, 2022, the Company announced Toni Madan, Chief Financial Officer of Pangea, started her maternity leave on November 4, 2022. During her absence, Rubens Tse, CPA, CA, has been appointed Chief Financial Officer of the Company.

Item 5.1 Full Description of Material Change

This material change is fully described in the news release dated November 7, 2022 attached hereto as Schedule “A”.

Item 5.2 Disclosure for Restructuring Transactions

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: Pratap Sandhu, Chief Executive Officer, Director and Corporate Secretary
Phone: (604) 765-8069

Item 9 Date of Report

November 10, 2022

SCHEDULE "A"

PANGEA NATURAL FOODS ANNOUNCES CHANGE OF CFO

VANCOUVER, BC, November 7, 2022 -- **Pangea Natural Foods Inc.** (CSE: PNGA) (OTC: PNGAF) ("**Pangea**" or the "**Company**"), a natural food company announces that Toni Madan, Chief Financial Officer of Pangea, will be starting her maternity leave on November 4, 2022. During her absence, Rubens Tse, CPA, CA, has been appointed Chief Financial Officer of the Company.

Rubens Tse provides accounting, financial reporting, and regulatory compliance services at Treewalk Consulting Inc. Prior to joining Treewalk Consulting Inc., Mr. Tse was at Smythe LLP and Morgan & Company LLP for over 10 years providing assurance, advisory, and tax services to public and private companies in various industries including mining, technology, real estate, and natural foods. He obtained his Diploma in Accounting from the University of British Columbia in 2012 and CPA, CA designation in 2014.

About Pangea Natural Foods Inc.

Pangea Natural Foods Inc. is a food manufacturing company focused on manufacturing and distributing high quality food products that are nutritious and free of GMO ingredients, fillers, antibiotics, hormones, and bioengineered ingredients.

On Behalf of the Board of Directors

(signed) "Pratap Sandhu"

Pratap Sandhu

CEO, Corporate Secretary and Director

For further information, please visit the Company's website at www.pangeafood.com or contact:

Pangea Natural Foods Inc.

Pratap Sandhu, Chief Executive Officer

Telephone: **+1 (604) 765-8069**

Email: pratap@pangeafood.com

Forward-Looking Information

This news release includes certain statements and information that constitute forward-looking information within the meaning of applicable Canadian securities laws, including statements regarding the Company's plans to expand distribution of its products throughout North America and expectations regarding the Company's growth. Generally, forward-looking statements and information can be identified by the use of forward-looking terminology such as "intends," "anticipates," "it is expected," or variations of such words and phrases, or statements that certain actions, events or results "may," "could," "should," or "would" occur.

Forward-looking statements are based on certain material assumptions and analyses made by management of the Company and the opinions and estimates of management of the Company as of the date of this news release, including that the Company will be able to widen the distribution of its products in North America and that the Company's business will grow. Although the Company considers these assumptions to be reasonable based on information currently available to them, they may prove to be incorrect, and the forward-looking statements in this release are subject to numerous risks, uncertainties and other factors that may cause future results to differ materially from those expressed or implied in such forward-looking statements. Such risk factors may include, among others, that the Company will not be able to expand its distribution network, and the other risks and uncertainties applicable to the Company and the business of the Company as set forth in

the Company's final long form prospectus dated June 20, 2022 and its other disclosure available under the Company's profile at www.sedar.com.

There can be no assurance that the transactions contemplated in this news release will complete. Although management of the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements or forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements and forward-looking information. Readers are cautioned that reliance on such information may not be appropriate for other purposes. The Company does not intend, and does not assume any obligation, to update these forward-looking statements or information to reflect changes in assumptions or changes in circumstances or any other events affecting such statements and information other than as required by applicable laws, rules and regulations. We seek safe harbor.

The Canadian Securities Exchange has not reviewed this press release and does not accept responsibility for the adequacy or accuracy of this news release.