

**PANGEA NATURAL FOODS INC.**

12181 New McLellan Road

Surrey, BC V3X 2X8

Tel: (604) 765-8069

**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the "**Meeting**") of the shareholders of Pangea Natural Foods Inc. (the "**Company**") will be held at 10<sup>th</sup> Floor, 595 Howe Street, Vancouver, BC V6C 2T5 on Thursday, May 4, 2023, at 10:00 a.m. (Pacific Time) for the following purposes:

1. to receive the audited financial statements of the Company for the fiscal year ended October 31, 2022, together with the auditors' report thereon;
2. to fix the number of directors at three (3) for the ensuing year;
3. to elect directors for the ensuing year as described in the information circular accompanying this Notice;
4. to re-appoint Baker Tilly WM LLP as the Company's auditors for the ensuing fiscal year at a remuneration to be fixed by the directors;
5. to consider and, if thought fit, to pass an ordinary resolution approving a new omnibus incentive plan, as more fully set forth in the information circular accompanying this notice;
6. to consider and, if thought fit, to pass, with or without variation, an ordinary resolution of the disinterested shareholders of the Company approving, confirming and ratifying the grant, under the new omnibus incentive plan, of an aggregate of 3,097,750 stock options and restricted share units to certain consultants of the Company, as previously approved by the board of directors of the Company (the "**Board**") and as more particularly set out in information circular; and
7. to transact such further or other business as may properly come before the Meeting and any adjournments thereof.

The specific details of the foregoing matters to be put before the Meeting are set forth in the information circular (the "**Information Circular**") accompanying this notice. The audited consolidated financial statements and related MD&A for the Company for the financial year ended October 31, 2022 have already been mailed to those shareholders who have previously requested to receive them. Otherwise, they are available upon request to the Company or they can be found on SEDAR at [www.sedar.com](http://www.sedar.com).

The Board has by resolution fixed the close of business on March 28, 2023 as the record date for the Meeting, being the date for the determination of the registered holders of common shares of the Company entitled to notice of and to vote at the Meeting and any adjournment(s) thereof.

Complete form of proxies to be used at the Meeting must be deposited with the Company, c/o the Company's transfer agent, Endeavor Trust Corporation, 702-777 Hornby Street, Vancouver, BC V6Z 1S4 no later than 10:00 a.m. (Pacific Time) on May 2, 2023, or no later than 48 hours (excluding Saturdays, Sundays and statutory holidays) prior to the date on which the Meeting or any adjournment(s) thereof is held, unless the chairman of the Meeting elects to exercise his discretion to accept proxies received subsequently.

Non-registered shareholders who receive these materials through their broker or other intermediary are requested to follow the instructions for voting provided by their broker or intermediary, which may include the completion and delivery of a voting instruction form.

DATED at Vancouver, British Columbia, this 28<sup>th</sup> day of March, 2023.

**BY ORDER OF THE BOARD**

*"Pratapvir Sandhu"*

**Pratapvir Sandhu**

Chief Executive Officer, Corporate Secretary and Director