

**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

January 26, 2024

ITEM 3. NEWS RELEASE

Issued on January 29, 2024, and distributed through the facilities of Stockwatch, and a copy was subsequently filed on SEDAR+.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Company announced that it has closed the second and final tranche of its non-brokered private placement (the "**Private Placement**"), whereby the Company has completed the issuance of 400,000 units (each, a "**Unit**") at a price of \$0.15 per Unit for gross proceeds of \$60,000.

Each Unit consists of one Class "A" common share (a "Common Share") of the Company and one-half of one Common Share purchase warrant (each whole warrant, a "Warrant"). Each Warrant will entitle the holder, on exercise thereof, to acquire one Common Share at a price of \$0.25 per Common Share for a period of 24 months from the date of issuance, subject to an accelerated expiry provision such that if the closing price of the Shares is equal to or greater than \$0.35 on any Canadian stock exchange for a period of 10 consecutive trading days, the Company will have the right to accelerate the expiry date of the Warrants by issuing a press release or other form of notice permitted by the certificate representing the Warrants, announcing that the Warrants will expire at 4:30 p.m. (Vancouver time) on a date that is not less than 30 days from the date notice is given. (the "**Acceleration Right**").

The Company paid no finder's fees in connection with the Private Placement.

The net proceeds of the Private Placement will be used for general working capital purposes. The securities issued under the Private Placement are subject to a statutory hold period in Canada expiring four months and one day from the date of issuance on May 27, 2024.

ITEM 5.1 FULL DESCRIPTION OF MATERIAL CHANGE

Please see the news release attached as Schedule "A" for a full description of the material change.

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: Pratap Sandhu, Chief Executive Officer, Corporate Secretary and Director

Telephone: (604) 754-8069

ITEM 9. DATE OF REPORT

February 1, 2024

Schedule "A"



**// NOT FOR DISTRIBUTION TO UNITED STATES NEWSWIRE SERVICES OR FOR
DISSEMINATION IN THE UNITED STATES //**

Pangea Natural Foods Inc. Closes Second Tranche of Private Placement

January 29, 2024 - Vancouver, British Columbia, - Pangea Natural Foods Inc. ("Pangea" or the "Company") (CSE: PNGA), a manufacturer and co-packer of health food products, is pleased to announce that, further to its news release of October 30, 2023 and November 7, 2023, which announced a private placement offering of units of the Company of up to 6,666,666 units of the Company ("**Units**") at a price of \$0.15 per Unit for aggregate gross proceeds of up to \$999,999.90. (the "**Offering**"), it has closed the second and final tranche of a non-brokered private placement (the "**Second Tranche Private Placement**") for aggregate gross proceeds of \$60,000.00.

The Company issued 400,000 Units. Each Unit consists of one (1) common share in the capital of the Company ("**Share**") and one-half (1/2) of one (1) Share purchase warrant, whereby each whole share purchase warrant ("**Warrant**") shall enable the holder thereof to purchase an additional Share at an exercise price of \$0.25 for a period of 24 months from the date of closing (the "**Closing Date**"). The Warrants are subject to an accelerated expiry provision such that if the closing price of the Shares is equal to or greater than \$0.35 on any Canadian stock exchange for a period of 10 consecutive trading days, the Company will have the right to accelerate the expiry date of the Warrants by issuing a press release or other form of notice permitted by the certificate representing the Warrants, announcing that the Warrants will expire at 4:30 p.m. (Vancouver time) on a date that is not less than 30 days from the date notice is given.

The net proceeds of the issuance of the Shares are intended to be used for general working capital. The securities issued under the Second Tranche Private Placement will be subject to a statutory hold period in Canada expiring May 27, 2024.

No finder's fees were paid in connection with the Second Tranche Private Placement.

The securities described herein have not been and will not be registered under the United States Securities Act of 1933, as amended, or any U.S. state securities laws, and may not be offered or sold in the United States absent registration or available exemptions from such registration requirements. This press release does not constitute an offer to sell or a solicitation of an offer to buy any securities in the United States.

About Pangea Natural Foods Inc.

Pangea Natural Foods Inc. is a food manufacturing company focused on manufacturing, co-packing and distributing high-quality plant-based food 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 or contact:

Pangea Natural Foods Inc.

Pratap Sandhu, Chief Executive Officer

Telephone: +1 (604) 765-8069

Email: pratap@pangeafood.com

Media contact: media@pangeafood.com

Forward-Looking Information

This news release includes certain statements and information that may constitute forward-looking information within the meaning of applicable Canadian securities laws. Forward-looking statements relate to future events or future performance and reflect the expectations or beliefs of management of the Company regarding future events. Generally, forward-looking statements and information can be identified by the use of forward-looking terminology such as “intends” or “anticipates”, or variations of such words and phrases or statements that certain actions, events or results “may”, “could”, “should”, “would” or “occur”. This information and these statements, referred to herein as “forward-looking statements”, are not historical facts, are made as of the date of this news release and include without limitation, statements regarding discussions of future plans, estimates and forecasts and statements as to management’s expectations and intentions with respect to, among other things, the Second Tranche Private Placement, including the expected use of proceeds from the Second Tranche Private Placement, as well as the anticipated timeline for closing the Offering.

In making the forward-looking statements in this news release, the Company has applied several material assumptions, including without limitation, the assumption that the Company will use the proceeds from the Second Tranche Private Placement as anticipated and the assumption that the Company will close the Offering on the timeline expected.

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 undertake to update any forward-looking statement, forward-looking information or financial out-look that are incorporated by reference herein, except in accordance with applicable securities laws. We seek safe harbor.

The CSE has neither approved nor disapproved the information contained herein.