

**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

September 19, 2024

ITEM 3. NEWS RELEASE

Issued on September 26, 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 Mohammad Fazil resigned from the Board of Directors, and Ajit Bhatti has been appointed as a new director of the Company.

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

September 27, 2024

Schedule "A"



Pangea Natural Foods Inc. Announces Change of Director

September 26, 2024 - Vancouver, British Columbia, - Pangea Natural Foods Inc. ("Pangea" or the "Company") (CSE: PNGA), is pleased to announce the appointment of Ajit Bhatti to the Company's board of directors effective immediately.

Mr. Bhatti is a seasoned technologist and investor and with over 19 years of hands-on experience in a variety of leadership roles. He has worked in the Public Sector as a Business Systems Analyst primarily working as a lead on project implementations related to IT security and Finance Systems. Many of the projects he is involved with are complicated multi-year projects with budgets exceeding \$10 million and outcomes that result in transformational changes to the organization. His venture capital investment experience includes healthcare, technology, and early-stage mineral exploration.

His educational background includes a Project Management Certificate from the University of British Columbia and Bachelor of Technology from the British Columbia Institute of Technology.

The Company also announces the resignation of Mohammad Fazil as a Director of the Company. The Board extends its appreciation to Mr. Fazil for his valuable contributions and dedicated service.

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

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