Pangea Natural Foods Inc.

(also referred to as “Pangea” or the “Company”)

Management’s Discussion and Analysis

The following management’s discussion and analysis (“MD&A”) should be read in conjunction with the unaudited condensed interim financial statements for the three and nine months ended July 31, 2024, as well as the audited financial statement for the year ended October 31, 2023 and the notes thereto, prepared in accordance with International Financial Reporting Standards (“IFRS”), as issued by the International Accounting Standards Board (“IASB”).

All dollar figures included therein and in the following discussion analysis are quoted in Canadian dollars unless otherwise noted.

Date

This “MD&A” is dated October 2, 2024, and is in respect of the nine months ended July 31, 2024. The discussion in this MD&A focuses on this period. Estimates and forward-looking information are based on assumptions of future events and actual results may vary from these estimates. This MD&A is prepared in conformity with National Instrument 51-102F1 and has been approved by the Board of Directors of the Company.

Disclaimer for Forward-Looking Statements

This MD&A contains forward-looking statements relating to future events. In some cases, forward-looking statements can be identified by such words as “anticipate”, “continue”, “estimate”, “expect”, “may”, “will”, “project”, “should”, “believe” or similar expressions. These statements represent management’s best projections, but undue reliance should not be placed upon them as they are derived from numerous assumptions. These assumptions are subject to known and unknown risks and uncertainties, including the business risks discussed in the MD&A which may cause actual performance and financial results to differ materially from any projections of future performance or results expressed or implied by such forward-looking statements. Accordingly, readers are cautioned that events or circumstances could cause results to differ materially from those predicted.

Description of the Business

Pangea Natural Foods Inc. (“Pangea” or the “Company”) was incorporated on April 10, 2021 under the laws of the British Columbia Business Corporations Act. The registered records office of Pangea is located at 10th Floor, 595 Howe Street, Vancouver, BC, V6C 2T5. The Company was formed to research and develop as well as produce and sell plant-based patties and other plant-based foods that are nutritious, and non-GMO.

Pangea Foods sells a plant-based patty that has been manufactured in-house at a facility in the Lower Mainland of British Columbia which utilizes brand new, customized production machinery, which has been approved by both the Canadian Food Inspection Agency and the Federal Drug Administration. The products are then packaged and distributed via our multiple sales channels. To provide a convenient experience for Pangea Food customers, we are offering our products along E-commerce as well as retail, such as Save-On-Foods, Loblaws Companies Limited, IGA Marketplace BC, Fresh Street Market and wholesale networks.

Corporate Highlights

Operational Highlights

The following are the Company's notable operational achievements for the nine months ended July 31, 2024 and to the date of this MD&A:

- On November 7, 2023, the Company closed the first tranche of a private placement and issued 1,636,998 units at a price of $0.15 per unit for gross proceeds of $245,550. Each unit consists of one common share and one-half of one common share purchase warrant. Each warrant entitles the warrant holder to acquire one additional common share of the Company at an exercise price of $0.25 for a period of 24 months commencing on the date of issuance.
- On January 29, 2024, the Company closed the second and final tranches of the private placement and issued 400,000 units at a price of $0.15 per unit for gross proceeds of $60,000. Each unit consists of one common share and one-half of one common share purchase warrant. Each warrant entitles the warrant holder to acquire one additional common share of the Company at an exercise price of $0.25 for a period of 24 months commencing on the date of issuance.
- On May 23, 2024, the Company announced its decision to forego the previously announced acquisition of Glory Organic Juice Company Inc.
- On September 17, 2023, the Company completed a private placement, issuing 6,000,000 units at a price of $0.05 per unit for gross proceeds of $300,000. Each unit consists of one common share and one common share purchase warrant. Each warrant entitles the warrant holder to acquire one additional common share of the Company at an exercise price of $0.06 for a period of 12 months commencing on the date of issuance.

Corporate Updates

- On July 2, 2024, Kartik Chaturvedi was appointed as CFO of the Company.
- On September 26, 2024 Ajit Bhatti replaced Mohammad Fazil on the board of directors

Summary of Quarterly Results

The following table provides selected quarterly financial data for the completed quarters since the inception of the Company:

	July 31, 2024 **$**	**April 30, 2024** **$**	**January 31, 2024** **$**	**October 31, 2023** **$**
Revenue	nil	3,103	8,019	2,606
Net loss for the period	(70,003)	(269,825)	(209,506)	(453,761)
Basic and diluted loss per share	(0.00)	(0.01)	(0.01)	(0.01)

	July 31, 2023 $	April 30, 2023 $	January 31, 2023 $	October 31, 2022 $
Revenue	18,303	125,997	138,684	272,546
Net loss for the period	(245,778)	(598,470)	(362,277)	(424,467)
Basic and diluted loss per share	(0.01)	(0.02)	(0.01)	(0.01)

The Company incurred a net loss of $70,003 in the three months ended July 31, 2024, compared to a net loss of $269,825 in the previous quarter. The increase in net loss was mainly driven by an impairment loss on the Company's inventory as the Company wrote down all of its inventory during the quarter, and an increase in share-based payments relating to RSUs vesting during the quarter.

The Company incurred a net loss of $209,506 in the three months ended January 31, 2024, compared to a net loss of $453,761 in the previous quarter. The decrease in the net loss was mainly driven by a decrease in consulting fees related to the private placement, and the accounting fees incurred in the previous quarter related to the year-end audit, and a decrease in share-based payments due to the cancelled RSUs.

The Company incurred a net loss of $453,761 in the three months ended October 31, 2023, compared to a net loss of $245,778 in the previous quarter. The increase in the net loss was mainly driven by an increase in professional fees due to increased activities of the Company, increase in share-based payments due to vesting of restricted share units, recognition of bad debt and impairment of inventory and intangible assets due to inventory damage and the Company no longer pursing plant-based nuggets.

The Company incurred a net loss of $245,778 in the three months ended July 31, 2023, compared to a net loss of $598,470 in the previous quarter. The decrease in the net loss was mainly driven by a decrease in professional fees due to the private placement that occurred in the previous quarter and a decrease in share-based payments due to options being granted in the previous quarter.

The Company incurred a net loss of $598,470 in the three months ended April 30, 2023, compared to a net loss of $362,277 in the previous quarter. The increase in net loss was mainly driven by the $224,561 share-based payments recognized on options and restricted share units granted during the period and an increase of $153,710 in accounting and legal fees related to the private placement and proposed transaction. The increases were offset by a $158,192 decrease in advertising and promotion as the marketing campaign started in September 2022 had ended.

The Company incurred a net loss of $362,277 in the three months ended January 31, 2023, compared to a net loss of $431,207 in the previous quarter. The decrease in net loss was mainly driven by a decrease of $43,692 in listing fees and impairment of intangible assets of $36,000 recorded in the fourth quarter of fiscal 2022.

The Company incurred a net loss of $424,467 in the three months ended October 31, 2022, compared to a net loss of $360,646 in the previous quarter. Gross profit increased by $5,647 during the last quarter compared with the third quarter of fiscal 2022. This increase was offset by a $149,766 increase in expenditures. The increase in net loss was mainly driven by a $236,141 increase in advertising and promotion as a result of a 3-month marketing campaign that started in September 2022 and an impairment of intangible assets of $36,000 as the carry value of the patty formula was higher than its recoverable amount at October 31, 2022.

Selected Financial Information

The following tables set out selected quarterly financial information for our Company, which has been prepared in accordance with IFRS:

	Three months ended July 31, 2024 $	Three months ended July 31, 2023 $	**Nine months ended July 31, 2024 $**	Nine months ended July 31, 2023 $
Revenue	nil	18,303	3,430	282,984
Operating expenses	70,003	246,564	491,447	1,211,253
Net loss and comprehensive loss for the period	(70,003)	(245,778)	(549,334)	(1,206,525)
Basic and diluted loss per share for the period	(0.00)	(0.01)	(0.01)	(0.04)
Weighted average number of shares outstanding	39,798,666	36,504,131	37,533,355	32,202,400

		As at July 31, 2024		As at October 31, 2023
Total assets	$	67,988	$	191,719
Non-current liabilities	$	-	$	-
Shareholders' (deficiency) equity	$	(366,614)	$	(138,279)

Total assets as at July 31, 2024, was $67,988, which was comprised of accounts receivable and other receivables, prepaid expenses and equipment.

Results of operations for the three months ended July 31, 2024

Pangea's loss for the three months ended July 31, 2024, was $70,003 as compared to a loss of $245,778 in the comparative period of 2023. During the period, the Company was focused on completing the proposed transaction.

Revenue

The Company recorded revenue of $nil during the period as compared to $18,303 in the similar period from 2023. Revenue from sales of each product is broken down as follows:

	Nine months ended July 31,			
Product		**2024**		2023
Raw food products and other	$	3,103	$	2,748
Plant-based Patties	$	-	$	3,635
Old Fashioned Ghee	$	-	$	9,259
Energy Gel	$	-	$	11
Munchie Mix	$	-	$	2,660

Cost of sales

The Company recorded cost of sales of $nil during the period related to raw food products for resale, as compared to $16,966 in 2023, the 2023 cost of sales related to the plant-based patties, Old Fashioned Ghee, Munchie Mix, Energy Gel, and raw food products for resale.

Expenses

The major expenses incurred in the period, resulting in the loss, primarily related to advertising and promotion, bad debt, professional fees, salaries and wages and share-based payments.

Advertising and promotion for the period were $5,000 as compared to $33,264 in the comparative period in 2023 and were related to product advertising and market making services.

Professional fees for the period were $12,040 as compared to $98,670 in the comparative period in 2023 and were mainly due to general business matter, and private placement, and consulting fees for CFO services and general accounting services.

Salaries and wages for the period were $nil as compared to $39,853 in the comparative period in 2023 and related to wages for the CEO of the Company, refer to section *"Transactions with Related Parties"*, and an employee.

Share-based payments for the period were $35,467 related to the vesting of restricted share units as compared to $54,851 in the comparative period in 2023. The decrease from the comparative period was a result of fewer share based payments vesting 2024 compared to 2023.

Results of operations for the nine months ended July 31, 2024

Pangea's loss for the nine months ended July 31, 2024, was $549,334 as compared to a loss of $1,206,525 in the comparative period of 2023. During the period, the Company was focused on completing the proposed transaction.

Revenue

The Company recorded revenue of $11,122 during the period as compared to $282,984 in the similar period from 2023. Revenue from sales of each product is broken down as follows:

	Nine months ended July 31,			
Product		**2024**		2023
Old Fashioned Ghee	$	10,058	$	68,441
Raw food products and other	$	1,064	$	192,572
Plant-based Patties	$	-	$	13,928
Energy Gel	$	-	$	3876
Munchie Mix	$	-	$	7,656

Cost of sales

The Company recorded cost of sales of $7,692 during the period related to Old Fashioned Ghee and raw food product resale, as compared to $273,826 in 2023, the 2023 cost of sales related to the plant-based patties, Old Fashioned Ghee, Munchie Mix, Energy Gel, and raw food products for resale.

Expenses

The major expenses incurred in the period, resulting in the loss, primarily related to advertising and promotion, bad debt, professional fees, salaries and wages and share-based payments.

Advertising and promotion for the period were $48,336 as compared to $321,250 in the comparative period in 2023 and were related to product advertising and market making services.

Professional fees for the period were $153,234 as compared to $424,440 in the comparative period in 2023 and were mainly due to general business matter, and private placement, and consulting fees for CFO services and general accounting services.

Salaries and wages for the period were $117,338 as compared to $105,694 in the comparative period in 2023 and related to wages for the CEO of the Company, refer to section *"Transactions with Related Parties"*, and an employee.

Share-based payments for the period were $110,949 related to the vesting of restricted share units as compared to $279,412 in the comparative period in 2023. The decrease from the comparative period was a result of fewer share based payments vesting 2024 compared to 2023.

Disclosure of Outstanding Share Data

Authorized share capital of the Company consists of an unlimited number of Class "A" common shares without par value.

As of the date of this MD&A, the Company had 46,231,999 common shares issued and outstanding. In addition, there are 4,971,500 warrants outstanding, 2,497,750 options outstanding and exercisable, and 180,000 restricted share units outstanding.

Transactions during the nine months ended July 31, 2024:

On November 7, 2023, the Company closed the first tranche of the non-brokered private placement. The Company issued 1,636,998 units at a price of $0.15 per unit for gross proceeds of $245,550. Each unit consists of one common share and one half of one share purchase warrant. Each warrant entitles the warrant holder to acquire one additional common share of the Company at an exercise price of $0.25 for a period of 24 months from the date of closing. The warrants were valued using the residual value method and assigned a value of $49,110.

On January 26, 2024, the Company closed the second tranche of the non-brokered private placement. The Company issued 400,000 units at a price of $0.15 per unit for gross proceeds of $60,000. Each unit consists of one common share and one half of one share purchase warrant. Each warrant entitles the warrant holder to acquire one additional common share of the Company at an exercise price of $0.25 for a period of 24 months from the date of closing. The warrants were valued using the residual value method and assigned a value of $20,000.

Liquidity and Capital Resources

As at July 31, 2024, the Company had a working capital deficiency of $366,614 (October 31, 2023 – $153,554). As at July 31, 2024, the Company had a cash position of $10,187 (October 31, 2023 - $51,644) and had accounts payable and accrued liabilities of $434,602 (October 31 2023 - $329,998).

Working capital is comprised of accounts receivable and other receivables of $39,204, see below for a discussion of cash flows in the period.

Cash Flows

Net cash used in operating activities
Net cash used in operating activities for the nine months ended July 31, 2024, was $251,507 as compared to $755,821 used in operating activities during nine months ended July 31, 2023. The Company generated a net loss and had negative cash flows from operating activities due to the Company's sales declining in the period, with insufficient cash inflows to cover costs. The Company expects to have sufficient working capital to meet any operating cash outflows or working capital requirements for the immediate future.

Net cash provided by financing activities
Net cash provided by financing activities for nine months ended July 31, 2024, was $210,050 as compared to net cash provided by financing activities of $863,378 in nine months ended July 31, 2023. This cash inflow was due to proceeds received from the private placement.

The Company has no commitments to make capital expenditures in future fiscal periods.

Off-Balance Sheet Arrangements

As at the date of this MD&A, the Company has not entered into any off-balance sheet or income. statement arrangements.

Transactions with Related Parties

Related parties consist of the directors, officers and companies owned or controlled in whole or in part by them. Related parties and related party transactions impacting the financial statements not disclosed elsewhere in these financial statements are summarized below.

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. Key management personnel comprise officers and directors of the Company.

Remuneration attributed to key management personnel is summarized as follows:

	Three months ended July 31, 2024	Three months ended July 31, 2023	Nine months ended July 31, 2024	Nine months ended July 31, 2023
Salaries and wages	**$ -**	$ 34,061	**$ 62,400**	$ 96,728
Professional fees	**-**	26,696	**30,279**	110,067
Advertising and promotion	**-**	-	**-**	10,000
Share-based payments	**-**	-	**-**	12,411
	$ -	$ 60,757	**$ 92,679**	$ 168,449

As at July 31, 2024, included in accounts payable and accrued liabilities was $33,241 (October 31, 2023 – $20,464) owed to the CEO of the Company, $50,049 (October 31, 2023 - $50,563) owed to a management entity for the provision of CFO services, $3,311 (October 31, 2023 – $3,311) owed to a company owned by a director of the Company, and $72,033 (October 31, 2023 - $45,866) owed to companies that the CEO of the Company has significant influence over.

Other transactions

During the nine months ended July 31, 2024, the Company incurred $Nil (July 31, 2023 - $2,748) for purchases of inventory and completed sales of raw materials to a company owned by a director of the Company in the amount of $Nil (July 31, 2023 – $127,252).

During the nine months ended July 31, 2024, the Company incurred $6,027 (July 31, 2023 - $58,876) for purchases of inventory, $Nil (July 31, 2023 - $1,620) for labour included in inventory, and $Nil (July 31, 2023 - $31,500) for rent to companies that the CEO of the Company has significant influence over.

Financial Risk Management Objectives and Policies

Pangea is exposed to financial risks arising from its operations and from its use of financial instruments. The key financial risks include market risk, credit risk and liquidity risk. The following describes Pangea's objectives, policies, and processes for managing those risks and the methods used to measure them.

The overall objective of management is to set policies that seek to reduce risk to the extent possible without unduly impacting Pangea's competitiveness and flexibility. Further details regarding these policies are set out below.

Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprised three types of risk: foreign currency risk, interest rate risk and other price risk.

Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate as a result of changes in foreign exchange rates. The Company's functional and presentation currency is the Canadian dollar and financings and major purchases are transacted in Canadian dollars. As a result, the Company's exposure to the foreign currency risk is not considered to be material. The Company has not had a material change in or management of this risk during the nine months ended July 31, 2024.

Interest Rate Risk
Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Interest earned on cash is insignificant and the Company does not rely on interest income to fund its operations. As a result, the Company's exposure to interest rate risk is not considered to be material. The Company has not had a material change in or management of this risk during the nine months ended July 31, 2024.

Other Price Risk
Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices, whether those changes are caused by factors specific to the individual financial instrument or its issuer or by factors affecting all similar financial instruments traded in the market. The Company does not hold equity investments in other entities and therefore is not exposed to other price risk. The Company's exposure to and management of this risk has not changed materially during the nine months ended July 31, 2024.

Credit Risk
Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company's cash and accounts receivable are exposed to credit risk. The Company reduces its credit risk on cash by placing these instruments with either major financial institutions or reputable institutions with a sufficiently long operating history to be considered reliable for credit worthiness purposes. The Company mitigates credit risk by monitoring its exposure for credit losses with customers. 50% of the accounts receivable balance at July 31, 2024 relates to two customers (October 31, 2023 – 87%). The Company has determined that a provision of $31,695 (October 31, 2023 - $31,695) for expected credit losses is required as the amount is considered not collectible.

Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. The Company manages liquidity risk through the management of its capital structure. The Company addresses its liquidity by raising capital through the issuance of equity to supplement revenues from operations. While the Company has been successful in securing financings in the past, there is no assurance that it will be able to do so in the future.

The tables below summarize the maturity profile of the Company's financial liabilities based on the remaining period to the contractual maturity date as at July 31, 2024 and October 31, 2023.
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July 31, 2024	On demand	Less than 1 year	1-3 years	Total
Accounts payable and accrued liabilities	$434,602	$ -	$ -	$434,602

October 31, 2023	On demand	Less than 1 year	1-3 years	Total
Accounts payable and accrued liabilities	$329,998	$ -	$ -	$329,998

Fair values
The Company's financial instruments consist of cash, accounts receivable, and accounts payable and accrued liabilities. Cash is carried at fair value through profit or loss, while accounts receivable and other receivables, and accounts payable and accrued liabilities are carried at amortized cost. The fair values of accounts receivable and other receivables, and accounts payable and accrued liabilities approximate their carrying values due to their short terms to maturity.
The Company classifies its financial assets at fair value through profit or loss according to the fair value hierarchy as follows:

Level 1 - fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 - fair value measurements are those derived from inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3 - fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable marker data (unobservable inputs).

As at July 31, 2024 and October 31, 2023, cash was measured at fair value through profit or loss in accordance with Level 1 of the fair value hierarchy. The Company had no transfers between levels of the fair value hierarchy during the nine months ended July 31, 2024.

Capital Management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern to support its business plan, as well as to ensure that the Company is able to meet its financial obligations as they become due. The Company considers its capital for this purpose to be shareholders' equity.

The basis for the Company's capital structure is dependent on the Company's expected business growth and changes in the business environment. To maintain or adjust the capital structure, the Company may seek additional funding.

The Company believes it will be able to raise capital as required but recognizes there will be risks involved that may be beyond its control. There are no external restrictions on the management of capital. There have been no changes in the way in which the Company manages capital in the period. As at July 31, 2024, the Company expects its capital resources and projected future cash flows from operations to support its normal operating requirements on an ongoing basis. As at July 31, 2024 there were no externally imposed restrictions on the capital, or management thereof, of the Company.

Proposed Transaction

On April 21, 2023, the Company entered into a share exchange agreement with Glory Organic Juice Company Inc., Glory Juice Co. Vancouver Ltd. (collectively, "Glory Juice") and the shareholders of Glory Juice ("Vendors"). Pursuant to the agreement, the Company will acquire all the issued and outstanding shares of Glory Juice and upon completion of the acquisition, each of the Glory Juice entities will become wholly-owned subsidiaries of the Company. On May 23, 2024, the Company announced its decision to forego the acquisition of Glory Juice.

Critical Accounting Estimates

This MD&A is based on the financial statements which have been prepared in accordance with IFRS. The preparation of the financial statements requires that certain estimates and judgments are based on historical experience and on various other assumptions that are believed to be reasonable under the circumstances.

Information about critical estimates in applying accounting policies that have the most significant risk of causing a material adjustment to the carrying amounts of assets and liabilities recognized in the financial statements within the next financial year are discussed below:

Valuation of inventory
In calculating final inventory values, management is required to determine an estimate of spoiled, obsolete or expired inventory and compares the inventory cost to the estimated net realizable value. The Company must determine if the cost of any inventory exceeds its net realizable value, such as in cases where prices have decreased, or inventory has spoiled or has otherwise been damaged.

Fair value calculation of share-based payments
Estimating fair value for granted stock options requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determining the most appropriate inputs to the valuation model, including the expected life of the option, volatility, dividend yield, and rate of forfeitures and making assumptions about them.

Impairment of non-financial assets
The Company has determined that the acquired intangible assets have indefinite useful lives. Therefore, at each reporting date, the Company is required to estimate the recoverable amount of the intangible assets. An asset's recoverable amount is the higher of an asset's (or CGU's) fair value less costs of disposal and its value in use.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, or other relevant fair value indicators. The Company bases its impairment calculations on the most recent management forecast calculations, which are prepared separately for each of the Company's CGUs to which the intangible assets are allocated.

Expected credit losses
Expected credit losses are estimates based on observations of historical collection history. Given the nature, balances and the collection history of the Company's accounts receivable, management has applied a loss allowance of $31,695 as at July 31, 2024.

Deferred income taxes
The measurement of the deferred tax provision is subject to uncertainty associated with the timing of future events and changes in legislation, tax rates and interpretations by tax authorities. The estimation of deferred taxes includes evaluating the recoverability of deferred tax assets based on an assessment of the Company's ability to utilize the underlying future tax deductions against

future taxable income prior to expiry of those deductions. Management assesses whether it is probable that some or all of the deferred income tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income. To the extent that management's assessment of the Company's ability to utilize future tax deductions changes, the Company's deferred tax assets and tax provisions could be affected.

Adoption of New Standards and Interpretations, and Recent Accounting Pronouncements

Pangea has reviewed new and revised accounting pronouncements that have been issued but are not yet effective. The Company has not early adopted any new standards and determined that there are no standards that are relevant to the Company.

Management's Responsibility for Financial Statements

Management of the Company, under the supervision of the Chief Executive Officer and the Chief Financial Officer, is responsible for the design and operations of internal controls over financial reporting.

The Company's management is responsible for establishing and maintaining adequate internal controls over financial reporting and the preparation of financial statements in accordance with generally accepted accounting principles. Any system of internal control over financial reporting, no matter how well designed, has inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

Limitations of Controls and Procedures
The Company's management, including the Chief Executive Officer and Chief Financial Officer, believe that any disclosure controls and procedures or internal controls over financial reporting, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, they cannot provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been prevented or detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by unauthorized override of the control. The design of any systems of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Accordingly, because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

Subsequent Events

On September 17, 2023, the Company completed a private placement, issuing 6,000,000 units at a price of $0.05 per unit for gross proceeds of $300,000. Each unit consists of one common share and one common share purchase warrant. Each warrant entitles the warrant holder to acquire one additional common share of the Company at an exercise price of $0.06 for a period of 12 months commencing on the date of issuance.

On September 25, 2023, the Company issued 433,333 common shares upon the exercise of RSUs.

On September 26, 2024, Ajit Bhatti replaced Mohammad Fazil on the board of directors

Approval

The Board of Directors of Pangea has approved the disclosure contained in this MD&A.