

ORGANTO FOODS INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

**For the Three Months Ended
March 31, 2025**

(Stated in Canadian Dollars)

BASIS OF PRESENTATION

The following Management's Discussion and Analysis ("MD&A") provides an overview of the business and operations of Organto Foods Inc. for the three months ended March 31, 2025. This report should be read in conjunction with our March 31, 2025 condensed interim consolidated financial statements which have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB").

Additional information regarding the Company is available on SEDAR+ at www.sedarplus.ca and our website at www.organto.com.

Except where the context otherwise requires, all references in this MD&A to the "Company", "we", "us", "our" and "Organto" or similar words and phrases relate to Organto Foods Inc. and its subsidiaries, taken together.

All currency amounts are expressed in Canadian dollars unless noted otherwise. In addition, "this quarter" or "current quarter" refers to the three months ended March 31, 2025.

On September 29, 2023, the Company completed a consolidation of its common shares on the basis of one new common share for every existing 10 common shares. The share consolidation has been retroactively presented in this MD&A and all share and per share amounts are presented on a post consolidation basis.

This MD&A is dated May 27, 2025.

FORWARD-LOOKING STATEMENTS

This document contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to as "forward-looking statements"). Often, but not always, forward-looking statements can be identified by the use of words such as "plans," "expects" or "does not expect," "is expected," "planned," "budget," "scheduled," "estimates," "continues," "forecasts," "projects," "targets", "predicts," "intends," "anticipates" or "does not anticipate," or "believes," or variations of such words and phrases, or statements that certain actions, events or results "may," "could," "would," "should," "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any of our future results, performance or achievements expressed or implied by the forward-looking statements; consequently, undue reliance should not be placed on forward-looking statements.

Forward-looking statements are based on a number of assumptions that may prove to be incorrect, including, but not limited to, assumptions about our ability to carry out our plans and objectives; our ability to finance ongoing operations on reasonable terms via equity and/or various forms of debt; our ability to sell our products through various go-to-market channels; our ability to build and expand our branded products portfolio; our ability to procure required volumes of organic, non-GMO and specialty produce from strategic third party suppliers; our ability to meet import and export requirements; our ability to attract and retain skilled personnel and professionals; our ability to operate and/or partner with strategic suppliers around the globe; our ability to acquire complimentary businesses on acceptable terms and subsequently integrate and operate these businesses; the impact of changes in foreign exchange rates on costs and results; transportation and logistics availability and costs; market competition; ongoing relations with our personnel and with our business partners; and general business and economic conditions.

We caution you that the foregoing list of important factors and assumptions is not exhaustive. Whether actual results and developments will agree with our expectations and predictions is subject to many risks and uncertainties. Accordingly, there are or will be important factors that could cause our actual results to differ materially from our expectations and predictions. We believe these factors include, but are not limited to, the following:

- we have a history of operating losses and may incur further losses until our operating platform achieves the scale required to fund operations;
- there is risk in our ability to continue as a going concern due to losses incurred as we build our operating platform combined with risk in our working capital position and our accumulated deficit, all of which could impact our ability to continue operations;
- we may not be able to secure financing required to meet future capital needs to continue operations;
- we have a history of negative cash flows from operating activities and may need to raise additional financing to fund operations;

- additional financing may dilute common shareholders or place restrictions on our operations;
- we operate in a competitive global industry and the actions of competitors could impact revenues and profitability;
- we must attract and retain key personnel and professionals to achieve our business objectives;
- our customers are generally not obligated to continue to purchase products from us;
- consumer food preferences are difficult to predict and may change;
- if we do not manage our supply chain effectively, our operating results may be adversely affected;
- adverse weather conditions and/or natural disasters could impact costs and availability of our products;
- we are subject to transportation risks;
- volatility in the prices of raw materials, packaging and freight, fuel and energy could increase our cost of sales and reduce gross margin;
- we are subject to the risk of product contamination and product liability claims which could adversely affect our results and financial condition;
- loss of a key strategic grower could materially reduce revenues and earnings;
- our international operations expose us to risks inherent with the countries where we are doing business;
- information technology failures could disrupt our operations and negatively impact our business;
- our business is subject to numerous environmental and food safety regulations and policies;
- the Russia/Ukraine and Israel/Palestinian wars have significantly impacted worldwide economic conditions and could have a material effect on our business and resulting financial condition;
- we may not be able to effectively manage our growth and integrate acquired companies;
- we may not be able to fully recover all amounts advanced to third party growers;
- impairment charges related to long-lived assets or goodwill could adversely affect our business;
- our stock price may be volatile, which may impact returns to our shareholders;
- our common shares are thinly traded, and our shareholders may be unable to sell at or near ask prices, or at all;
- we do not anticipate paying any cash dividends to our common shareholders and as a result, shareholders may only realize a return when their shares are sold; and
- our business is subject to changing regulations related to corporate governance and public disclosure that may increase both our costs and risk of non-compliance.

Consequently, all forward-looking statements made herein are qualified by these cautionary statements and there can be no assurance that our actual results or the developments we anticipate will be realized. The foregoing factors should not be construed as exhaustive and should be read in conjunction with the other cautionary statements and the detailed risks and uncertainties that are included in this report.

NON-IFRS FINANCIAL MEASURES

The information presented herein refers to the non-IFRS financial measure of adjusted gross profit. We hedge currencies for certain product categories where both the supply and sales commitments are fixed in foreign currencies. The gains and losses from these hedging activities are combined with gross profit to determine adjusted gross profit. This measure is not a recognized measure under IFRS and does not have a standardized meaning prescribed by IFRS. Non-IFRS financial measures should not be considered in isolation nor as a substitute for analysis of the Company's financial information reported under IFRS and are unlikely to be comparable to similar measures presented by other issuers. Rather, these measures are provided as additional information to complement those IFRS measures by providing further understanding of our results of operations from management's perspective and thus highlight trends in its business that may not otherwise be apparent when relying solely on IFRS measures. We believe that securities analysts, investors and other interested parties frequently use non-IFRS financial measures in the evaluation of the Company. Our management also uses non-IFRS financial measures to facilitate operating performance comparisons from period to period and to prepare annual operating budgets and forecasts.

STRATEGY

Organto is an integrated provider of organic, fairtrade and non-GMO fruit and vegetable products focused on serving socially responsible and health-conscious consumers. Our purpose is “to bring healthy and organic fruit and vegetable products to market by creating sustainable and transparent linkages between growers and premium end markets.” In hand with this our vision is “to be a leading global provider of healthy and organic fruit and vegetable products utilizing an integrated business model, trusted for driving equitable returns to all parties in the value chain.” Our mission is to “make sustainably produced healthy and organic fruit and vegetable products available for every consumer”.

We believe that the demand for healthy and organic foods will continue to grow as consumers focus on food safety, quality, health concerns and the impact the foods they consume have on the environment. We also believe that organic supply availability will be an important factor to this growth being realized. According to an International Publication by Agence BIO entitled Organic Sector Worldwide, globally the areas grown organically (certified and in conversion) amounted to 96.4 million hectares in late 2022, an increase of 26.6% versus late 2021. In addition, 2.0% of global agricultural land was said to be grown organically in late 2022 versus 0.3% in 2000, an increase of 6.4 times during that period. This report also noted that the global organic foods market increased more than nine-fold in twenty-three years, approaching Euro 141 billion in 2022, and North America and Europe represent nearly three quarters of global organic consumption followed by Asia at approximately 12%.

The organic market in Europe continues to grow as consumers pursue healthy eating options. In 2019 the market increased approximately 8% to Euro 40.7 billion, another 8% in 2019 to Euro 45.0 billion, in 2020 it also grew another 15% to Euro 52.0 billion and in 2022, according to the Research Institute of Organic Agriculture (FiBL), grew approximately 4% to Euro 54.5 billion. In 2023, according to GlobeNewswire, the organic food market was valued at USD 55.21 billion, and according to IMARC Group the market size increased to USD 57.5 billion in 2024, an increase of approximately 4%. The organic fruits and vegetables category represents approximately 24% of the European organic foods market, and according to Market Data Forecast is expected to grow at a CAGR of 9% through 2029. Globally European countries account for the highest share of organic food sales as a percentage of total food sales.

And the US market continues to grow as well. According to the US Organic Trade Association (OTA) sales of organic foods grew 5.0% in 2019 to approximately US\$51.6 billion, another 12.7% in 2020 to approximately US\$58.1 billion, another 1.7% in 2021 to approximately US\$ 59.1 billion, another 4.2% in 2022 to US\$ 61.7 billion, another 3.4% in 2023 to US \$63.8 billion, and another 2.5% in 2024 to \$65.4 billion, growing at rates that are normally faster than that of conventional products. Also, according to the OTA organic foods sales in the US now represents approximately 6% of total food sales. Furthermore, the fresh produce segment is the largest within the organic segment, representing sales of approximately US \$21.5 billion in 2024 and organic produce now accounts for more than 30% of all organic foods consumed in the US.

It is our belief in these growing markets and consumer trends, combined with our objective of building an efficient year-round supply chain platform that connects growers with premium end markets that underlies our strategic focus and our vision of being a leading global provider of healthy and organic fruit and vegetable products utilizing an integrated asset-lighter business model, serving socially responsible and health-conscious consumers around the globe.

We employ a business model that links growers with premium end markets using our “field to the shelf” expertise. Driven by consumer and retailer demand for healthy and organic food products, we deliver a range of branded, private label and bulk distributed products to meet these needs via an integrated business model with diverse sourcing, logistics, packaging and distribution capabilities. We strive to provide year-round product supply for many of our products and complete traceability from the shelf back to the field. Our model is rooted in our commitment to sustainable business practices focused on environmental responsibility and our commitment to the communities where we operate, our people and our shareholders.

Our strategy continues to evolve. In 2018 and 2019 we repositioned from an asset-heavy, single revenue stream business model to an asset-lighter, multi-stream revenue model. In doing so we exited our own growing, processing and packaging operations in favor of strategic third-party growing, processing and packaging relationships. Our shift to an asset-lighter business model led to the expansion of our product portfolio and resulted in year-over-year increases in our sales. At the same time, we increased our portfolio to include branded, private label and bulk distributed product offerings.

In 2021 and 2023 we completed a number of strategic acquisitions intended to expand our product platform and customer and supplier base and in doing so continue the growth of our business. While these acquisitions contributed to our continued growth, we were unable to translate increased sales and gross margins into bottom-line profits as the costs of operating a complex operating structure, combined with heavy investments in marketing and infrastructure, resulted in losses from operations.

In June 2024, after a strategic review of our operations, we divested three European operating subsidiaries in order to (i) streamline and simplify operations, (ii) improve operating results and our path to profitability, (iii) improve our balance sheet, and (iv) enhance our ability to finance our operations. Our operations remain focused on our mission of “making healthy and organic fruit and vegetable products available for every consumer”.

Our long-term growth strategy is to build a differentiated business in organic and specialty fruit and vegetable products fueled by a combination of strong internal growth, market and category expansion and acquisitions. This long-term growth strategy is anchored by our three core operational strategies: *Drive Sales Growth*, *Drive Margin Growth per Unit Sale* and *Build Infrastructure and Organizational Presence*.

- * *Drive Sales Growth* – development of efficient and reliable year-round integrated supply chains, growth of strategic customers and suppliers, expansion into product categories where we deserve to win, and the addition of innovative products to drive sales and margin growth; and
- * *Drive Margin Growth Per Unit Sale* – using our core product categories to maintain stable margins, shifting the mix over time to higher margin categories including non-fresh and packaged goods, and driving efficiencies in logistics, packaging and distribution, combined with strict risk management practices; and
- * *Build Infrastructure and Organizational Presence* – develop our people, processes and systems while responsibly building the organization with the resources necessary to allow the business to scale as required in a cost-efficient and timely manner with a focus on digital technologies and sustainable business practices to drive both market expansion and efficiencies.

In hand with our private label and bulk distributed product capabilities, we have a number of branded product concepts for our healthy and organic fruit and vegetable products. Our premium “I AM Organic” brand has been built with the objective of linking consumer demand for visibility, transparency and sustainability with our product offering. Our mid-tier non-GMO brand, =Awesome Fruits, provides a unique brand bringing flavor to life via the power of nature for European consumers. Our premium non-GMO brand, ORO, provides products with gold standard quality levels. In hand with our branded products offerings, we work with retail and distribution partners and provide private label and bulk distributed offerings, with the objective of maximizing supply chain and operating efficiencies while creating potential category demand for our branded product portfolio. Our healthy and organic products are currently marketed to a variety of European customers and will be followed by an introduction to other global foods markets when deemed appropriate.

HISTORY AND OPERATIONS

In March 2014 Agricola Nuova Terra S.A. (“Agricola”), a privately-owned business, commenced operations to build out a global year-round supply platform focused on the production and distribution of fresh vegetables.

On November 30, 2015, Agricola completed a reverse takeover (the “RTO”) of Columbus Exploration Corporation (“Columbus Exploration”). Columbus Exploration was incorporated on May 18, 2007, under the laws of the Province of British Columbia, Canada. Upon completion of the RTO, Columbus Exploration changed its name to Organto Foods Inc., and Agricola became a wholly owned subsidiary of Organto Foods Inc. On March 21, 2016, Agricola changed its name to Organto Guatemala, Sociedad Anonima (“Organto Guatemala”).

The name change to Organto Foods Inc. was completed to reflect our focus on strategic sourcing and marketing of healthy and organic vegetable and fruit products, along with our commitment to sustainable and socially conscious business practices. While initially we operated our own growing operations in both Guatemala and Argentina, processing operations in Guatemala and packaging operations in the Netherlands, we exited these operations in 2018 and 2019 in favor of working with strategic third-party growers and service providers to grow our business via an asset lighter business model.

In November 2018 we completed the acquisition of Medicannabis, SAS, a privately held Colombian medicinal cannabis company that was a late-stage applicant to enable it to cultivate and process cannabis in Colombia. Following an assessment of our strategic focus and market opportunities in organic fruit and vegetable products, the decision was taken to divest of our cannabis assets. As a result, in June 2019 we entered into a share purchase agreement to sell our shares of Medicannabis SAS and related intellectual property to Xebra Brands Ltd. (“Xebra”) for a combination of shares of Xebra, cash and forgiveness of debt. We received shareholder approval and TSX-V acceptance of this transaction in October 2019. We have now fully exited our investment in Xebra.

In January 2021 we acquired 100% of the outstanding shares of Fresh Organic Choice BV (“FORC”), a privately held Dutch corporation. FORC provided a wide range of fresh-cut organic herbs, marketed under the Fresh Organic Choice brand and in private label formats

to customers throughout Europe. FORC employed an asset-light business model, with supply primarily from European sources. In June 2024 we sold our interest in FORC.

In November 2021 we acquired 100% of the outstanding shares of BeeOrganic BV ("BeeOrganic"), a privately held Dutch corporation. BeeOrganic was a year-round provider of fresh fair-trade organic bananas with sales to European based customers. BeeOrganic offered a differentiated product offering, combining specific product size specifications with a unique ripening process to deliver great-tasting products to its customers. BeeOrganic operated an asset-light business model, with its products sourced primarily from strategic Caribbean and South American-based grower partners. In June 2024 we sold our interest in BeeOrganic.

In November 2021 we acquired the operating assets, including customer and supplier relationships and certain trademark applications, of ZMS BV ("ZMS"), a privately held Dutch corporation that was controlled by Organto's Co-CEO at the time, and operating as Zimbabwe Marketing Services. ZMS sold non-GMO and organic raspberries, snow peas, sugar snaps and fine green beans sourced from a number of African-based growing regions to a variety of customers, primarily in Europe, using an asset-light business model. In June 2024 we sold our interest in Organto Europe BV, our European subsidiary which held the assets acquired from ZMS.

In January 2023 we acquired 100% of the outstanding shares of NFG New Fruit Group GmbH ("NFG") a private German corporation operating since 2019. NFG's core focus was and remains on organic, fair trade and non-GMO bananas, avocados and mango. NFG was and remains a fully certified organic products supplier with a European sales focus and a retail customer base in Germany, Italy, France and Denmark. NFG has global supply relationships with established grower partners in the Caribbean, South America and Africa and a leadership team with broad global organic fruit experience.

In April 2024 we completed our exit from Argentina and our subsidiary, Organto Argentina SA, was wound down after being inactive for several years.

In June 2024 we sold three of our wholly owned Dutch operating subsidiaries to an independent third-party purchaser ("Purchaser"), as part of our efforts to reposition our business and strengthen our balance sheet. The subsidiaries sold ("Sold Subsidiaries") were: Organto Europe BV, Fresh Organic Choice BV; and BeeOrganic BV. The Purchaser acquired all the outstanding shares in the capital of each of the Sold Subsidiaries for Euro 1 and assumed all of the Sold Subsidiaries' assets and liabilities. We have continued operations with NFG New Fruit Group GmbH becoming our key operating entity focusing on organic and non-GMO bananas, avocados, ginger, blueberries and mangos.

Our head office is located at 410 – 1111 Melville St., Vancouver, BC, V6E 3V6, Canada and we have a trading company in Munich, Germany, a logistics and administration office in Breda, the Netherlands and regional offices located in Mexico and Guatemala.

OUTSTANDING SHARE DATA

Our common shares are listed for trading on the TSX Venture Exchange ("TSXV") under the trading symbol "OGO", on the Frankfurt Stock Exchange under the trading symbol "OGF" and are quoted on the OTCQB in the United States under the symbol "OGOFF".

We have authorized capital of an unlimited number of common shares without par value. We have the following capital structure as at the date of this MD&A and March 31, 2025:

	May 27, 2025	March 31, 2025
Common shares issued	113,916,530	34,318,382
Share purchase options outstanding (\$0.50-\$4.30)	7,475,000	1,065,000
Restricted share units	330,000	180,000
Warrants (\$3.00)	-	10,660

See "Liquidity and Capital Resources" for further information.

RECENT DEVELOPMENTS

Corporate

In May 2025 the holders of our 8% convertible debentures, due Nov. 30, 2026, with a face value of \$8.05 million, approved a resolution that authorizes and approves the full and final settlement of all principal and interest amounts owing in exchange for 40.25 million common shares. The shares shall be subject to trading restrictions. These restrictions will be lifted on 25% of the shares 21 months after their issue, and then a further 25% thereafter every 3 months. Completion of the settlement remains subject to the approval of the TSX Venture Exchange.

In April 2025 we completed a private placement of 53,099,910 common shares at a price of \$0.10 per share for proceeds of \$5,309,991 which includes share subscriptions of \$1,545,505 received in 2024. 2,369,680 common shares were also issued to settle finder's fees of \$236,968 and finder's fees of \$18,600 were paid in cash on closing. The common shares are subject to a four month hold period that expires in August 2025. The proceeds were used for working capital.

In April 2025 we settled \$1,966,906 short-term loans and accrued interest by issuing 19,669,050 common shares and \$56,394 of accounts payable by issuing 563,940 common shares. The common shares are subject to a four month hold period that expires in August 2025.

In April 2025 we reached an agreement with the holders of \$2,543,350 of the December 2024 series A, December 2024 series B, February 2025 and March 2025 series of convertible debentures under which the holders received 1,695,568 common shares as full payment of the interest due but not paid on the first and second anniversaries of the debentures of \$508,670. The common shares are subject to a four month hold period that expires in August 2025. The maturity dates of the convertible debentures have been extended by one year in respect of 50% of the principal amount and by two years in respect of the remaining 50% of the principal amount and the conversion and acceleration prices have been changed from \$3.00 and \$4.50 to \$0.60 and \$0.90 respectively. The interest and principal amounts on the remaining \$48,000 of December 2024 series A and March 2025 series of convertible debentures are expected to be repaid in cash in 2025.

In March 2025 we reached an agreement with the holders of a promissory note related to the purchase of the New Fruit Group under which the holders converted outstanding principal and interest in the amount of €149,971 into 2,200,000 common shares at a deemed conversion price of \$0.10 per share. These shares were issued in April 2025 and are subject to a four month hold period that expires in August 2025.

In March 2025 we reached an agreement with the former shareholders of the New Fruit Group to settle projected future earn-out payments in exchange for a cash payment of \$350,000.

Following the revocation of the FCCTO by the BCSC and completion of an extensive review by the TSX Ventures Exchange, our common shares resumed trading on the TSX Venture Exchange effective at the market open on Wednesday March, 12, 2025.

Between July 16, 2024 and January 2, 2025, we were subject to a failure-to-file cease trade order ("FFCTO") under *Multilateral Instrument 11-103 Failure-To-File Cease Trade Orders In Multiple Jurisdictions* as issued by the British Columbia Securities Commission ("BCSC"). The FFCTO was issued as a result of the delay in the filing of our annual audited financial statements and related management's discussion and analysis for the fiscal year ended December 31, 2023, and related filings, as well as our interim financial statements and related management's discussion and analysis for the three-month period ended March 31, 2024, and related filings. Under *National Instrument 51-102 Continuous Disclosure Obligations*, the annual filings were required to be made no later than April 29, 2024, and the interim filings were required to be made no later than May 30, 2024. Having made the last outstanding filing in November 2024, we applied to BCSC to have the FFCTO revoked, and this was granted on January 2, 2025.

The BCSC had previously granted, on May 1, 2024, a management cease trade order, which was revoked and replaced by the FFCTO. The delay in filing the annual filings was a result of a change in Company personnel in late 2023 and other unexpected delays.

In June 2024 we sold three of our wholly owned Dutch operating subsidiaries to an independent third-party purchaser ("Purchaser"), as part of our efforts to reposition our business and strengthen our balance sheet. The subsidiaries sold ("Sold Subsidiaries") were: Organto Europe BV, Fresh Organic Choice BV; and BeeOrganic BV. The Purchaser acquired all the outstanding shares in the capital of each of the Sold Subsidiaries for Euro 1 and assumed of the Sold Subsidiaries' assets and liabilities. We have continued operations and NFG New Fruit Group GmbH has become our key operating entity focusing on organic and non-GMO bananas, avocados, ginger and mangos.

In June 2024 we announced the resignation of Rients van der Wal from his positions as a director and co-CEO to pursue another career opportunity.

Since December 31, 2023, we have received \$2,064,085 in proceeds from short-term loans. The loans are unsecured and bear interest at 12% and have a term of one year, at which time principal and interest become payable. During the same period, we repaid \$774,710 of our short-term loans.

In April 2024 we completed a private placement of 5,750,000 common shares at a price of CDN \$0.10 per share for proceeds of CDN \$575,000 with one director of the Company having purchased 5,150,000 common shares. No finder's fees were paid and the common shares issued are subject to a four month hold period that expires in August 2024. The proceeds were used to repay several of the short-term loans and for working capital.

We did not pay the interest amounts due in 2023 and 2024 on all series of our outstanding convertible debentures.

In March 2024 we reached an agreement with the holders of the \$8,050,000 November 2026 series of convertible debentures under which the holders will convert \$4,025,000 of the principal amount of debentures into common shares at a price of \$0.30 per common share. The maturity date of the remaining principal balance will be extended such that \$2,012,500 will mature in November 2027 and \$2,012,500 will mature in November 2028. The interest that was originally due to be paid in the fourth quarter of 2023 will be deferred such that \$322,000 is payable in November 2027 and \$322,000 is payable in November 2028. The interest rate remains unchanged at 8% as do the 2024, 2025 and 2026 scheduled interest payments. The conversion price has been changed to \$0.60 per common share and we have the option to force conversion if our common stock trades at \$0.90 per share for at least 20 days. This agreement was not completed and remains subject to the completion of definitive documents and TSXV approval which will not be sought should the March 2025 proposal as detailed above be finalized.

In May 2024, holders of \$97,500 of the December 2024 series A of convertible debentures agreed to redeem their debentures plus \$9,750 of accrued interest and apply \$107,250 against amounts due to one of our European subsidiaries.

Operations

As our strategy has evolved, we have repositioned our healthy and organic fruits and vegetables platform shifting from an asset heavy, single revenue stream business model to an asset lighter, multi-stream business model. In doing so we have exited Company-owned growing, processing and packaging operations that existed at the time, all in favor of strategic sourcing arrangements with grower partners in Europe, North and South America, Africa, Asia and others, and third-party processing and packaging arrangements with globally positioned strategic partners.

While we realized strong sales and margin dollar growth, combined with the acquisition of a number of complimentary businesses, we were not successful in translating this growth into profitable bottom-line contribution. As a result, in June 2024 we announced the sale of three European operating subsidiaries in an effort to streamline and simplify operations, refocus our go-to-market strategy and improve both our balance sheet and path to profitability. In hand with this, we continue to pursue new strategic customer relationships as we diversify our commercial platform. At the same time, we also continue to pursue new strategic supply sources around the globe to further build our complete year-round supply of our core product offerings and also bring new complementary products to our existing portfolio.

In April 2025 we completed a private placement of 53,099,910 common shares at a price of \$0.10 per share for proceeds of \$5,309,991 which includes the share subscriptions of \$4,420,840 already received by March 31, 2025. 2,369,680 common shares were also issued to settle finder's fees of \$255,568 and \$18,600 was paid in cash to finders. The common shares are subject to a four month hold period that expires in August 2025. The proceeds were used to fund the buyout of the NFG earnout and for working capital.

In April 2025 we issued 22,432,990 common shares to settle \$2,186,906 principal amounts and interest owing on promissory notes and short-term loans and \$56,394 for certain accounts payable. We also issued 1,695,568 common shares to settle \$508,670 interest which became payable on the first and second anniversaries of the 10% convertible debentures issued in December 2022, January 2023 and February 2023.

In April 2024 we completed a private placement of 5,750,000 common shares at a price of CDN \$0.10 per share for proceeds of CDN \$575,000 with one director of the Company having purchased 5,150,000 common shares. No finder's fees were paid and the common

shares issued are subject to a four month hold period that expires in August 2024. The proceeds were used to repay several of the short-term loans and for working capital.

In February and March 2023, we completed convertible debenture financings for total proceeds of \$1,033,000 and announced that proceeds from these financings would be used to finance our planned business development initiatives and general working capital purposes. The actual use of proceeds:

	(\$)
Issue costs	61,980
Collateral for hedging program	69,187
	<u>131,167</u>

The remainder of the proceeds were used in our operations.

FINANCIAL RESULTS

For the purposes of the information presented, the “Company” is defined as the consolidated entity.

Critical Accounting Estimates

The preparation of consolidated financial statements in accordance with IFRS is the responsibility of management and requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Our management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised.

Estimates and assumptions where there is a risk of material adjustments to assets and liabilities in future accounting periods include estimates of useful lives of depreciated and amortized assets, the valuation of inventory which includes estimates with regards to the allocation of supply chain costs and determining the net realizable value, assumptions used in determination of the fair value of share-based payments, the valuation of investment securities, the recoverability and measurement of deferred tax assets, and the allocation of the purchase price associated with the acquisition of a business.

The preparation of consolidated financial statements in accordance with IFRS requires us to make judgments, apart from those involving estimates, in applying accounting policies. The most significant judgments in preparing our financial statements include the assumption that we will continue as a going concern, the classification of expenditures and the classification of financial instruments.

Changes in Accounting Policies and Standards

We did not adopt any new accounting standard changes or amendments in the current year. In April 2024, the IASB issued IFRS 18, *Presentation and Disclosure in Financial Statements* ("IFRS 18") which replaces IAS 1, *Presentation of Financial Statements*. This standard aims to improve how companies communicate in their financial statements, with a focus on information about financial performance in the statement of profit or loss, in particular additional defined subtotals, disclosures about management-defined performance measures and new principles for aggregation and disaggregation of information. IFRS 18 is accompanied by limited amendments to the requirements in IAS 7, *Statement of Cash Flows*. IFRS 18 is effective from January 1, 2027. Companies are permitted to apply IFRS 18 before that date. We are currently assessing the impact the new standard will have on our financial statements.

Selected Quarterly Information

	Q1 2025 (\$)	Q4 2024 (\$)	Q3 2024 (\$)	Q2 2024 (\$)	Q1 2024 (\$)	Q4 2023 (\$)	Q3 2023 (\$)	Q2 2023 (\$)
Sales	13,622,185	6,450,279	5,204,504	4,406,214	4,640,901	3,120,270	3,533,823	3,546,203
Gross profit	1,113,689	585,480	613,362	280,327	279,730	282,996	376,161	284,174
Adjusted gross profit *	1,129,930	692,990	613,362	256,602	217,259	255,741	340,418	235,164
Net income (loss)	(275,406)	(1,712,769)	(842,284)	2,076,469	(1,494,608)	(7,517,693)	(1,585,076)	(2,296,928)
Net income (loss) per share	(0.01)	(0.05)	(0.02)	0.06	(0.05)	(0.26)	(0.06)	(0.08)
Comprehensive income (loss)	(180,509)	(1,764,086)	(798,151)	2,732,130	(1,500,271)	(7,516,745)	(1,571,219)	(2,299,529)
Comprehensive income (loss) per share	(0.01)	(0.05)	(0.02)	0.08	(0.05)	(0.26)	(0.06)	(0.08)
* Adjusted gross profit:								
Gross profit	1,113,689	585,480	613,362	280,327	279,730	282,996	376,161	284,174
Realized hedging gain (loss)	16,241	107,510	-	(23,725)	(62,471)	(27,255)	(35,743)	(49,010)
Adjusted gross profit	1,129,930	692,990	613,362	256,602	217,259	255,741	340,418	235,164

	Mar 31, 2025 (\$)	Dec 31, 2024 (\$)	Sep 30, 2024 (\$)	Jun 30, 2024 (\$)	Mar 31, 2024 (\$)	Dec 31, 2023 (\$)	Sep 30, 2023 (\$)	Jun 30, 2023 (\$)
Cash	862,791	291,174	755,106	119,455	272,428	186,295	272,877	715,280
Total assets	10,211,081	6,031,806	4,713,573	3,516,125	6,448,997	6,916,432	8,347,428	10,511,327
Total non-current financial liabilities	770,359	723,993	657,634	631,319	1,196,397	1,712,944	9,336,311	9,200,595

Review of Financial Results – First Quarter

We reported a net loss of \$180,509 during the first quarter of 2025, compared to a net loss of \$1,500,271 during the same quarter in the prior year. In June 2024 we completed the sale of three of our wholly owned Dutch operating subsidiaries and as a result of the sale of the subsidiaries, all revenue and expenses, as well as any gains and losses relating to the operations of the sold subsidiaries have been eliminated from our continuing operations and are instead shown as the single line item, loss from discontinued operations.

Sales increased 194% versus the first quarter of the prior year. Gross profit dollars also increased 298% versus the prior year and gross profit as a percentage of sales, before the impact of our currency hedging programs, increased to 8.2% from 6.0% in the first quarter of 2024. Selling, general and admin costs decreased from 5% of sales in the prior year to 3% of sales and management fees decreased to 1% of sales from 2% of sales in the prior year while labour costs stayed the same at 3% of sales.

Sales for the three months ended March 31, 2025 were \$13,622,185 as compared to \$4,640,901 during the same period in the prior year, an increase of 194% in Canadian dollars and 183% when adjusted for changes in currency rates year over year. The year over year sales increase was primarily driven by increased volumes of organic and fairtrade bananas and ginger sold to European customers. First quarter 2025 sales are the largest quarterly sales in the history of the Company.

We realized a gross profit of \$1,113,689 or 8.2% of sales in the first quarter of 2025 as compared to a gross profit of \$279,730 or 6.0% during the same quarter of the prior year, an increase of 298% versus the prior year. First quarter 2025 gross profit represents the largest quarterly gross profit in the history of the Company. In order to hedge our exposure to fluctuations in the US dollar vs Euro exchange rate, we have a hedging facility with a European financial services company for forward currency exchange contracts. The difference between the cost to acquire US dollars through the forward currency exchange contracts and the spot market at the time of purchase has been recorded as a realized gain on derivative assets and liabilities of \$16,241 in the first quarter of 2025 (2024 – loss of \$62,471). These forward currency exchange contracts were used exclusively for product purchases and any gains or losses realized, and while reported separately as realized gains or losses on derivative assets or liabilities, are designed to offset our reported cost of sales. Adjusted gross profit accounting for gains and losses on forward currency exchange contracts was \$1,129,930 or 8.3% of sales in the first quarter of 2025 versus \$217,259 or 4.7% of sales in the first quarter of the prior year.

Selling, general and administration expenses were \$449,905 or 3% of sales this quarter as compared to \$236,165 or 5% of sales in the same quarter of the prior year. The increase in costs versus the prior year reflects incremental costs to support growth plus costs

that were previously included in the subsidiaries that were sold in June 2024. The first quarter of 2025 includes non-recurring costs of approximately \$20,000 related to the ongoing restructuring, reorganization and cease trade order activities.

Management fees in the current quarter were \$73,097 compared to \$93,914 recorded in the same quarter of the prior year with the decrease due to the departure of an officer in the second quarter of 2024.

Labour costs and benefits during the first quarter were \$397,690, an increase versus \$158,027 recorded in the same quarter of the prior year. The increase in labour costs is due to the retention of resources required to manage the business going forward that were included previously in the subsidiaries that were sold in June 2024.

We recognized \$54,929 in stock-based compensation in the first quarter of 2025 which consists of \$2,396 for restricted share units and \$52,533 for stock options. Stock-based compensation for the first quarter of 2024 totaled \$79,002 and consisted of \$23,125 for restricted share units and \$55,877 for stock options. Stock based compensation for restricted share units is based on the market value of our shares on the day the restricted share units are granted. Stock based compensation for stock options is an estimate of the value of the stock options we have issued and is calculated using the Black-Scholes option pricing model which requires the input of highly subjective assumptions including expected price volatility. Changes in the subjective input assumptions can materially affect the fair value estimate and therefore does not necessarily provide a reliable single measure of the fair value of our stock options granted and/or vested during the period. Stock based compensation in the first quarter of 2025 for stock options was based on fair values of \$0.05 - \$2.53 per share for options granted in 2021 through 2025. Stock based compensation in the first quarter of 2025 for restricted share units was based on the market price of our shares when the restricted share units were granted. 1,900,000 stock options and 150,000 restricted share units were granted in the first quarter of 2025.

Net interest and accretion expense for the first quarter of 2024 was \$303,703 as compared to \$355,006 for the first quarter of 2024. Interest in both 2025 and 2024 consists primarily of interest on our convertible debentures and short-term loans. Accretion in 2025 consists of accretion on the New Fruit Group earn-out and promissory note liabilities while accretion in 2024 also included accretion on our convertible debentures.

We recognized a gain of \$20,605 when previously expensed deposits were refunded in the first quarter of 2025.

In order to hedge our exposure to fluctuations in the US dollar versus Euro exchange rate, we have a hedging facility with a European financial services company for forward currency exchange contracts. The difference between the cost to acquire US dollars through the forward currency exchange contracts and the spot market at the time of purchase is recorded as a realized gain of \$16,241 on derivative assets and liabilities in the first quarter of 2025 versus a realized loss of \$62,471 in the first quarter of 2024. Forward currency exchange contracts are used exclusively for product purchases and are designed to offset our reported cost of sales, though are reported separately as realized gains or losses on derivative assets or liabilities.

The carrying value of the derivative assets and liabilities represent the difference between the cost to acquire US dollars on the spot market and through the forward currency exchange contracts. If exercised at March 31, 2025 these contracts would have required us to purchase US dollars for more than if we were to acquire them on the spot market, resulting in the recognition of a derivative liability and an unrealized loss of \$234,095 in the first quarter of 2025 (2024 – gain of \$242,592).

Foreign exchange gains and losses may arise from transactions incurred in currencies other than the functional currency of the Company and its subsidiaries. We reported a foreign exchange gain of \$87,478 this quarter as compared to a gain of \$3,340 during the same quarter last year. A portion of our cash balance is held in Euros and US dollars, and some of our accounts payable are denominated in currencies other than the currency used to pay these accounts and fluctuations in the exchange rates of these currencies will result in gains or losses.

Liquidity and Capital Resources

At March 31, 2025, we had cash of \$862,791 and a working capital deficiency of \$12,322,809 as compared to cash of \$291,174 and a working capital deficiency of \$14,584,830 as at December 31, 2024. At March 31, 2025, we also had restricted cash of \$285,274 on deposit with the counterparty to our forward exchange contracts to cover margin requirements. These funds will be returned to us on a pro-rata basis as the contracts are drawn down.

One of the Company's European subsidiaries has established hedging facilities with a European financial services company in order to hedge its exposure to fluctuations in the US dollar vs Euro exchange rate. The facility is for forward currency exchange contracts

expiring between June 2025 and March 2026 for US\$24.7 million at March 31, 2025. In April 2025, the subsidiary entered into an additional US\$1 million forward exchange contract expiring in March 2026.

During the year ended December 31, 2023 the Company received \$33,000 from an officer in an interest-bearing loan. During the year ended December 31, 2024, other shareholders provided US\$289,143 and \$1,494,800 in interest bearing loans of which \$292,336 was repaid. These loans were unsecured and bore interest at 12% per annum and had an initial term of one year. These loans, together with accrued interest, were repaid by issuing 19,669,050 common shares in April 2025. The common shares are subject to a four month hold period that expires in August 2025.

During 2024 and the first quarter of 2025, the Company received \$4,420,840 in advance of a private placement. In April 2025 the Company completed a private placement of 53,099,910 common shares at a price of \$0.10 per share for proceeds of \$5,309,991 which includes the share subscriptions of \$4,420,840 received to March 31, 2025. 2,369,680 common shares were also issued to settle finder's fees of \$236,968 and finder's fees of \$18,600 were paid in cash. The common shares are subject to a four month hold period that expires in August 2025. The proceeds were used for working capital.

In April 2025 the Company settled \$56,394 of accounts payable by issuing 563,940 common shares. The common shares are subject to a four month hold period that expires in August 2025.

In March 2025 the Company was approached by an arms-length private corporation who had purchased over 67% of the \$8,050,000 November 2026 series of convertible debentures. An agreement in principle was reached whereby the outstanding principal and interest amount under the debentures will be settled through the issuance of common shares at an issue price of \$0.20 per share resulting in up to 40.25 million shares being issued. These shares will be subject to a contractual restriction on transfer whereby they will be restricted from trading for a period of 18 months from their date of issue, following which they would be released as to 25% per quarter, such that all these shares will be freely tradable after 30 months from their issuance. Formal corporate, regulatory and securityholder approvals are currently being sought.

In May 2024, holders of \$97,500 of the December 2024 series A of convertible debentures agreed to redeem their debentures plus \$9,750 of accrued interest and apply \$107,250 against amounts they collectively owed our former European subsidiary. In April 2025 the Company reached an agreement with the holders of \$2,543,350 of the December 2024 series A, December 2024 series B, February 2025 and March 2025 series of convertible debentures under which the holders received 1,695,568 common shares as full payment of the interest due but not paid on the first and second anniversaries of the debentures of \$508,670. The common shares are subject to a four month hold period that expires in August 2025.

In March 2025 we reached an agreement with the holders of a promissory note related to the purchase of the New Fruit Group under which the holders converted outstanding principal and interest in the amount of €149,971 into 2,200,000 common shares at a deemed conversion price of \$0.10 per share. These shares were issued in April 2025 and are subject to a four month hold period that expires in August 2025.

In March 2025 we reached an agreement with the former shareholders of the New Fruit Group to settle projected future earn-out payments in exchange for a cash payment of \$350,000.

In October 2024 our European subsidiary began leasing office space. The lease has a term of 1 year and a monthly cost of €3,333.

As part of the consideration paid to acquire 100% of NFG, we issued 225,000 common shares in May 2023. These common shares are subject to escrow provisions and become freely tradable in equal amounts over five years.

In April 2024 we completed a private placement of 5,750,000 common shares at a price of CDN \$0.10 per share for proceeds of CDN \$575,000 with one director of the Company having purchased 5,150,000 common shares. No finder's fees were paid, and the common shares were subject to a four month hold period that expired in August 2024. The proceeds were used to repay several of the short-term loans and for working capital.

We are reliant upon equity and/or debt financings to fund operations until such time as revenues and gross profit are sufficient to sustain operations.

Outlook

2024 saw us undertake a significant restructuring and realignment in order to position our business for sustained growth and stability, and a clear path to profitability. We have made excellent progress with these goals by streamlining our product portfolio, refocusing our go-to-market strategies and reducing costs. In the first quarter of 2025 we saw continued strong positive momentum and our first ever quarter with positive EBITDA (earnings before interest, taxes, depreciation and amortization). We remain optimistic for the remainder of 2025 as our sales continue to grow on our newly streamlined cost base.

So far in 2025 we have completed a private placement and several shares-for-debt transactions, strengthening our balance sheet by reducing our debt by approximately \$3,141,702 and increasing cash by \$3,764,486. We are also in discussions to restructure the terms of the \$8,050,000 8% convertible debentures whereby 40.25 million shares will be issued to settle the debentures and their associated accrued interest.

We believe 2025 will be a record year for sales for the Company, with sales expected to be in excess of \$40 million on our recently streamlined and simplified cost base. In hand with continued growth in fresh healthy and organic fruit and vegetable products, we also intend to pursue growth in different geographic markets and also in the non-fresh and consumer products sectors.

Financial instruments

The fair value of our financial instruments, financial statement classification and associated risks are presented in the following table.

Financial instrument	Basis of measurement	Associated risks	Fair value at March 31, 2025 (\$)
Cash	Fair value through profit or loss	Credit, currency and concentration	862,791
Restricted cash	Fair value through profit or loss	Credit, currency and concentration	285,274
Accounts receivable	Amortized cost	Credit, currency and concentration	4,507,316
Accounts payable	Amortized cost	Currency	(5,512,897)
Short-term loans	Amortized cost	Currency	(1,872,719)
Promissory note	Amortized cost	Currency	(183,815)
Earn-out liability	Fair value through profit or loss	Currency	(423,144)
Derivative liability	Fair value through profit or loss	Currency	(152,772)
Convertible debentures	Amortized cost	n/a	(10,622,350)
			(13,112,316)

The fair value of our financial instruments including cash, restricted cash, accounts receivable, accounts payable and short-term loans approximates their carrying value due to the immediate or short-term maturity of these financial instruments. The fair value of our derivative liability represents the difference between the cost to acquire US dollars on the spot market and through the forward currency exchange contracts. The fair value of our promissory note is based on the discounted present value of future scheduled due dates. The fair value of our convertible debentures (net of issue costs) is based on the effective rate method with the residual balance allocated to the conversion component in equity.

IFRS 7, *Financial Instruments: Disclosure* establishes a fair value hierarchy that prioritizes the input to valuation techniques used to measure fair value as follows:

- Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 – inputs other than quoted prices included in 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 – inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Our financial instruments are exposed to certain financial risks. The risk exposures and the impact on our financial instruments at March 31, 2025 are summarized below. The Board of Directors reviews with management the principal risks affecting the Company and the systems that have been put in place to manage these risks.

(a) Credit risk

Credit risk is the risk that the Company will incur a loss due to a customer or third party failing to discharge their obligation due to the Company. The Company's primary exposure to credit risk is in its cash accounts and accounts receivable. Credit risk associated with accounts receivable is considered moderate.

The credit risk exposure on cash is limited to their carrying amounts at the date of the statement of financial position. Cash is held as cash deposits with creditworthy chartered banks in Canada, Europe and Mexico.

(b) Liquidity risk

Liquidity risk arises from our general and capital financing needs. We manage liquidity risk by attempting to maintain sufficient cash balances. Liquidity requirements are managed based on expected cash flows to ensure that there is sufficient capital in order to meet short term obligations. At March 31, 2025, we had a working capital deficiency of \$12,322,809 (December 31, 2024-\$14,584,830). Liquidity risk is assessed as high.

To date, we have been able to address any shortfalls in meeting our short-term financial demands by turning to equity and debt markets to raise the funding necessary to continue operations. We will have to continue to raise funds on these markets until we are able to realize consistent cash flows from operations.

(c) Currency risk

Currency risk is the risk that the fair value of a financial instrument will fluctuate because of changes in the price of one currency in relation to another.

Our derivative assets and liabilities are made up of forward currency contracts which allow us to purchase US dollars at specified exchange rates rather than having to purchase them on the spot market. If the rates specified in these contracts result in our being able to purchase US dollars for less than if they were to be purchased on the spot market, a derivative asset is recognized as the difference. If the rates require us to spend more than if the US dollars were to be purchased on the spot market, a derivative liability is recognized as the difference.

Certain of our short-term loans are denominated in US dollars and any decrease in the value of the Canadian dollar versus the US dollar increases the amount to be repaid in Canadian dollars.

(d) 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 (other than those arising from interest rate risk or currency risk), 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.

Our investment securities were exposed to other price risk as these shares traded on a public exchange. As at March 31, 2025 we do not hold any investment securities.

Sensitivity Analysis

A 1% change in interest rates does not have a material effect on our profit or loss and equity.

As our functional currency is the Canadian Dollar, where foreign currency transactions such as the US Dollar, European Euro, Argentine Peso, Mexican Peso and Guatemalan Quetzal are converted into Canadian Dollars, changes in exchange rates between these currencies may have an effect on our profit or loss and equity. A +/- 10% change in the exchange rate between those currencies and the Canadian Dollar can affect net income by approximately \$32,300.

Capital Management

When managing capital our objective is to ensure an optimal capital structure is maintained to reduce overall cost of capital and allowing flexibility to respond to changes in working capital requirements.

In the management of capital, we include the components of shareholders' equity as well as cash and receivables.

We manage the capital structure and make adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, we may attempt to issue new shares, acquire or dispose of assets or adjust the amount of cash and investments.

In order to facilitate the management of our capital requirements, we monitor working capital and cash flows regularly. There have been no changes to our capital management policies and procedures since the end of the most recent fiscal year.

Related Party Transactions

We incur fees and expenses with related parties in the ordinary course of business, on terms that are similar to those of transactions with unrelated parties.

Related party	Nature of transactions
Brandal B.V. ⁽¹⁾	Management fees
Bromley Consulting & Advisory Inc. ⁽²⁾	Management fees
Everrest B.V. ⁽³⁾	Marketing services
Share! Marketing & Management Services BV ⁽¹⁾	Administrative services, office lease payments
Rokho Pte Ltd. ⁽⁴⁾	Management fees
TLG Growth Capital Corp. ⁽⁵⁾	Management fees
ZMS B.V. ⁽¹⁾	Product purchases

⁽¹⁾ A company controlled by Rients van der Wal, former Co-Chief Executive Officer & CEO Organto Europe BV, no longer a related party as of June 2024.

⁽²⁾ A company controlled by Steve Bromley, Chief Executive Officer & President

⁽³⁾ A company controlled by Joost Verrest, Director, no longer a related party as of March 2025.

⁽⁴⁾ A company controlled by Bob Kouw, Chief Operating Officer, Global Operations

⁽⁵⁾ A company controlled by John Rathwell, Senior Vice President, Investor Relations and Corporate Development

The following related party transactions were made in the normal course of operations:

(a) Directors and key management personnel compensation:

	Three months ended March 31	
	2025 (\$)	2024 (\$)
Salaries, consulting and management fees		
- continuing operations	73,097	71,977
- discontinued operations	-	77,729
Stock based compensation		
- continuing operations	39,627	59,417
- discontinued operations	-	7,056
	112,724	216,179

Bonuses to members of the senior management team were accrued in 2024 and are proposed to be paid upon the completion of certain milestones in 2025. The bonuses will be paid partly in cash and partly in shares with the cash portion only to be paid once adequate cash balances have been achieved. None of these bonuses have been paid and the amounts payable are recorded in accounts payable and accrued liabilities at both March 31, 2025 and December 31, 2024.

(b) Key management personnel were not paid post-employment benefits, termination benefits or other long-term benefits during the periods ended March 31, 2025 and 2024.

(c) Transactions with related parties:

	Three months ended March 31	
	2025 (\$)	2024 (\$)
Administrative services		
- discontinued operations	-	124,743
Office lease payments		
- discontinued operations	-	47,353

(d) Outstanding balances payable (receivable):

	March 31, 2025 (\$)	December 31, 2024 (\$)
Salaries, consulting and management fees	322,728	337,076
Short-term loans	33,000	33,000
Interest on short term loans and convertible debentures	15,414	74,632
Expense reimbursements	37,290	41,739
Convertible debentures	101,950	351,950

Commitments

At March 31, 2025 we had entered into agreements which call for minimum payments as follows:

	Within 1 year (\$)	Between 1 and 5 years (\$)	After 5 years (\$)	Total (\$)
Management fees	154,750	-	-	154,750
Labour and benefits	88,988	-	-	88,988
Property lease	29,997	-	-	29,997
Forward currency exchange contracts	31,231,721	-	-	31,231,721
	31,505,457	-	-	31,505,457

We have a hedging facility with a European financial services company in order to hedge our exposure to fluctuations in the US dollar vs Euro exchange rate. The facility is for forward exchange contracts for US\$24.7 million at March 31, 2025.

In October 2024 the Company began leasing office facilities. The lease has a term of 1 year with a monthly cost of €3,333.

OFF-BALANCE SHEET ARRANGEMENTS

During the three months ended March 31, 2025 and up to the date of this report, we had no off-balance sheet transactions.

PROPOSED TRANSACTIONS

Convertible debenture restructuring

In March 2024 we reached a preliminary agreement with the holders of the \$8,050,000 November 2026 series of convertible debentures under which the holders would convert \$4,025,000 of the principal amount of debentures into common shares at a price of \$0.30 per common share. The maturity date of the remaining principal balance would be extended such that \$2,012,500 would mature in November 2027 and \$2,012,500 would mature in November 2028. The interest that was originally due to be paid in the fourth quarter of 2023 would be deferred such that \$322,000 would be payable in November 2027 and \$322,000 would be payable in

November 2028. The interest rate would remain unchanged at 8% as would the 2024, 2025 and 2026 scheduled interest payments. The conversion price would be changed to \$0.60 per common share and we would have the option to force conversion if our common stock trades at \$0.90 per share for at least 20 days. Formal regulatory, corporate and security holder approvals were not sought for this proposal.

In March 2025 we were approached by an arms-length private corporation who informed us that they had purchased over 67.0 per cent of these debentures and wanted to engage in discussions to explore the potential to restructure the terms of the debentures in a mutually acceptable manner. An agreement in principle was reached whereby we will settle the outstanding principal and interest amount under the debentures through the issuance of common shares at an issue price of 20 cents per share resulting in up to 40.25 million shares being issued. These shares will be subject to a contractual restriction on transfer whereby they will be restricted from trading for a period of 18 months from their date of issue, following which they would be released as to 25 per cent per quarter, such that all these shares will be freely tradable after 30 months from their issuance. Formal corporate, regulatory and securityholder approvals are currently being sought.

While we are continually reviewing potential opportunities that could enhance shareholder value, there are no other proposed transactions that would affect our financial condition, results of operations and cash flows to report at this time.

RISKS AND UNCERTAINTIES

Risk factors

Our business, operations and financial condition are subject to various risks and uncertainties. Prior to making an investment decision, investors should consider the risks and uncertainties set out below and those described elsewhere in this document, which are in addition to the usual risks associated with an investment in a business engaged in the global procurement, marketing and distribution of fresh organic fruit and vegetable products. We believe the risks set out below to be the most significant to investors, but do not represent all of the risks associated with an investment in securities of our Company. Consequently, you should not consider the following to be a complete discussion of all possible risks or uncertainties applicable to our business. If any of the identified risks materialize or other additional risks and uncertainties which we are currently unaware materialize, our assets, liabilities, financial condition, results of operations (including future results of operations), business and business prospects are likely to be materially and adversely affected. Any such adverse effect could cause the trading price of our common shares to decline, and our shareholders may lose all or part of their investment. These risk factors should be read in conjunction with other information in this report and in other documents that we file from time to time.

Risks Related to Our Business

We have a history of operating losses and may incur further losses until our operating platform achieves scale.

We commenced business in November 2015 and since that time we have built out our operating platform and generated approximately \$124.7 million in revenues and losses of approximately \$61.1 million. We are subject to many of the risks common to early-stage enterprises, including costs associated with building out an operating platform prior to volumes and margins coming to scale, undercapitalization, cash shortages, and limitations with respect to personnel, financial, and other resources. There is no assurance that we will be successful in establishing a long-term customer base, that consumers will continue to purchase our products, that our branded product launches will be successful, or that we will be able to generate sales and margins sufficient to cover our operating costs. Our ability to achieve a return on shareholders' investment and the likelihood of its success must be considered in light of the company's stage of operations and history of operating losses. Our independent auditors have added an explanatory paragraph to their audit opinion issued in connection with our financial statements for the year ended December 31, 2024 with respect to our ability to continue as a going concern. As discussed in Note 1 to our financial statements for our most recently completed year, we have generated operating losses since inception and additional financing will be required to realize our long-term plans, which together raises doubt about our ability to continue as a going concern.

We may not be able to secure financing required to meet future capital needs to continue operations.

We will require additional capital to fulfill our contractual obligations and continue development of our product offerings and operating platform, through either equity or debt financing. Due to business specific or general economic conditions, we may be unable to secure debt or equity financing on terms acceptable to us, or at all, at the time when we need such funding. Our inability to raise additional funds on a timely basis would make it difficult to achieve our business objectives and would have a negative impact on our business, financial condition and results of operations.

We have a history of negative cash flows from operating activities and may need to raise additional financing to fund operations.

We have a history of negative cash flows from operating activities. To the extent that we have negative cash flow in future periods, we may need to allocate a portion of proceeds from future financings to fund such negative cash flow. There can be no assurance that additional capital or other types of financing will be available when needed, or that these financings will be on terms that are acceptable to us, or at all.

Additional financing activities may dilute common shareholders or place restrictions on our operations.

If we raise funds by issuing additional equity or convertible debt securities, or settle certain debt obligations with equity, the ownership percentages of existing stockholders would be reduced, and the securities that we issue may have rights, preferences or privileges senior to those of the holders of our common stock or may be issued at a discount to the market price of our common stock which would result in dilution to our existing stockholders. If we raise additional funds by issuing debt, we may be subject to debt covenants, which could place limitations on our operations including our ability to declare and pay dividends.

We operate in a competitive global food industry and the actions of competitors could impact revenues and profitability.

The agricultural produce industry is intensely competitive in all of its phases. We compete with other companies, some of whom have greater financial resources, larger facilities, more capacity, higher staffing levels, greater economies of scale, pricing advantages, longer operating histories and more established market presences. We may have little or no control over some or all of these competitive factors. If we are unable to effectively respond to these competitive factors, or if the competition in our product markets results in price reductions or decreased demand for our products, our business, results of operations and financial condition may be materially impacted.

We are currently focused on the procurement, packing, distribution and marketing of private label, bulk distributed and branded fresh organic fruit and vegetable products grown in strategic geographies by third parties that provide us with year-round supply capabilities. As a result of changing consumer preferences and awareness, we believe there is solid demand for organic produce over conventional produce, which we believe will be positive for us. Even so, we expect to face competition from new entrants to the organic produce market wanting to participate in this category. Our ability to remain competitive will depend to a great extent on our ability to grow and diversify our supplier base with quality partners, grow our customer base, build our brands, maintain competitive pricing levels, attract strategic third-party growers to cost-effectively supply our operations, manage transportation and delivery logistics, manage currency risks and effectively market our products to our customers. There can be no assurance that we will have sufficient resources to compete successfully with our current or future competitors in these areas, which could have a material adverse effect on our business plan and results of operations.

We must attract and retain key personnel and professionals to achieve our business objectives.

Our success will be largely dependent upon the performance of our management, key employees and professionals. We must compete with other companies both within and outside the food industry to recruit and retain competent employees and contract resources. If we cannot attract and maintain qualified resources to meet our business needs, this could have a material adverse effect on our business. In addition, we do not have key man insurance policies and therefore there is a risk that the death or departure of any existing member of management or any key employee or professional could also have a material adverse effect on us.

Our customers generally are not obligated to continue purchasing products from us.

Many of our customers buy from us under purchase orders that are based on annual volumes and pricing agreements that are agreed upon, but we generally do not have long-term guaranteed agreements from these customers for the purchase of our products. We cannot provide assurance that our customers will maintain or increase their sales volumes or orders for the products supplied by us or that we will be able to maintain or add to our existing customer base. Decreases in our customers' sales volumes or orders for products supplied by us may have a material adverse effect on our business, financial condition or results of operations.

Consumer food preferences are difficult to predict and may change.

Our success depends, in part, on our ability and our customers' ability to offer products that anticipate the tastes and dietary habits of consumers and appeal to their preferences on a timely and affordable basis. A significant shift in consumer demand away from our products or a failure to maintain our current market position, could reduce our sales and harm our business. Consumer trends change based on a number of factors, including desired nutritional values, a change in consumer preferences or general economic conditions. Additionally, there is a growing focus among some consumers to buy local food products in an attempt to reduce the carbon footprint associated with transporting food products from longer distances, which could result in a decrease in the demand

for food products that we import from remote growing regions and processing locations. Further, failures by us or our competitors to deliver quality products could erode consumer trust in the organic certification of foods. These changes could lead to, among other things, reduced demand and price decreases, which could have a material adverse effect on our business, financial condition or results of operations.

If we do not manage our supply chain effectively, our operating results may be adversely affected.

Our supply chain is complex and subject to a number of risks. We do not directly own growing and processing operations but instead rely on a number of strategic third-party suppliers for the growing, processing, packaging and delivery of certain of our products. Our inability to effectively manage our supply chain could cause our operating costs to rise and our margins to fall. In addition, potential adverse weather conditions and natural disasters add another layer of risk to our supply chain. We must continuously monitor our inventory and product mix against forecasted demand or risk having inadequate supplies to meet customer demand as well as having too much inventory that could reach its expiration date. If we are unable to manage our supply chain efficiently and ensure that our products are available to meet customer demand, our operating costs could increase, and our margins could fall.

Adverse weather conditions and/or natural disasters could impact costs and availability of our products.

Raw materials for our products are vulnerable to adverse weather conditions and natural disasters, including windstorms, hurricanes, earthquakes, floods, droughts, fires, and temperature and precipitation extremes, some of which are common but difficult to predict, as well as crop disease and infestation. Severe weather conditions may occur with higher frequency or may be less predictable in the future due to the effects of climate change. Unfavorable growing conditions could reduce both crop size and quality. In extreme cases, entire harvests may be lost in some geographic areas. Adverse weather conditions or natural disasters may adversely affect our supply of one or more of our products or prevent or impair our ability to ship products as planned. These factors can increase product acquisition costs, decrease our sales volumes and revenues, and lead to additional charges to earnings, which may have a material adverse effect on our business, financial condition and results of operations.

We are subject to transportation risks.

An extended interruption in our ability to ship our products or disruption in the distribution of our products could have a material adverse effect on our business, financial condition and results of operations. If we were to experience a disruption in transportation services, we would attempt to transport our products by alternative means (from both supply sources and to our customers. In doing so, we cannot be sure that we would be able to do so or be successful in doing so in a timely and cost-effective manner.

Volatility in the prices of raw materials, packaging and freight, fuel and energy could increase our cost of sales and reduce gross profit.

Raw materials represent a significant portion of our cost of sales. Our cost to purchase raw materials can fluctuate depending on many factors including weather patterns, economic and political conditions, inflation and pricing volatility. In addition, we must compete at times for certain raw materials and inputs with competitors having greater resources than we have. If our input costs increase due to any of the above factors, we may not be able to pass along the increased costs to our customers, which could have a material impact on our business, financial condition and results of operations.

We are subject to the risk of product contamination and product liability claims which could adversely affect our results and financial condition.

The sales of our products involve the risk of injury to consumers. Such injuries may result from tampering by unauthorized personnel, product contamination or spoilage, including the presence of foreign objects, substances, chemicals, or residues introduced during the growing, packing, storage, handling or transportation phases. We cannot be sure that consumption of our products will not cause a health-related illness in the future or that we will not be subject to claims or lawsuits relating to such matters. Even if a product liability claim is unsuccessful, the negative publicity surrounding any assertion that our products caused illness or injury could adversely affect our reputation with existing and potential customers and our brand image. In addition, claims or liabilities of this sort might not be covered by our insurance or by any rights of indemnity or contribution that we may have against third parties, including our customers and suppliers. However, we cannot be sure that we will not incur claims or liabilities for which we are not insured or that exceed that amount of our insurance coverage, resulting in significant cash outlays that would materially and adversely affect our results and financial condition.

Loss of a key strategic grower could materially reduce revenues and earnings.

Our relationships with our growers are critical to the success of our business and results of operations. The loss, decrease or cancellation of business with any of our large strategic grower partners could reduce supply and/or lead to increased costs of supply from alternative sources, and as a result could materially and adversely affect our business, financial condition and results of operations.

Our international operations expose us to additional risks inherent with the countries where we are doing business.

We operate in various foreign jurisdictions around the world. These international operations expose us to risks inherent in doing business abroad including exposure to local economic conditions, a change in laws and regulations, foreign exchange rate fluctuations and currency controls, investment restrictions or requirements, the imposition of burdensome tariffs and quotas, export and import restrictions, disruptions in our suppliers' and our customers' ability to access capital and credit markets, compliance with anti-corruption and anti-bribery laws, compliance with export controls and economic sanctions laws, public health epidemics which have the potential to impact employees and the global economy, and unforeseen events such as natural disasters, terrorism, or political social or economic unrest or instability, including, without limitation, disruptions due to armed conflicts, such as the conflicts between Ukraine and Russia, Israel and Palestine and other civil unrest. As we continue to expand our business globally, we may have difficulty anticipating and effectively managing these and other risks, thus materially impacting our business, financial condition and results of operations.

Information technology failures could disrupt our operations and negatively impact our business.

In the normal course of business, we rely on information technology systems to process, transmit, and store electronic information that is critical for our business and the operations of our supply chain partners including information that enables traceability of the products we sell. Information technology systems are also integral to the reporting of our results of operations. Furthermore, a significant portion of the communications, and storage of personal data of, our personnel, customers, consumers and suppliers depend on information technology. Our information technology systems may be vulnerable to a variety of interruptions beyond our control, including, but not limited to, natural disasters, terrorist attacks, telecommunications failures, computer viruses, hackers, and other cybersecurity issues. These events could compromise our confidential information, impede or interrupt our business operations, and may result in other negative consequences, including remediation costs, loss of revenue, litigation and reputational damage.

Our business is subject to numerous environmental and food safety regulations and policies.

Our operations are subject to environmental and food safety regulations and policies in the areas where we operate. Changes in any government laws or regulations applicable to our operations could increase our compliance costs, negatively affect our ability to sell certain products or otherwise adversely affect our results of operations. While we believe we are in compliance with all laws and regulations applicable to our operations, we cannot be assured that we have been, or will at all times be, in compliance with all environmental and food safety requirements, or that we will not incur material costs or liabilities in connection with these requirements. Our failure to comply with any laws, regulations or policies applicable to our business could lead to penalties, loss of our ability to sell certain of our products, possible product recalls and others, any of which could have a material impact on our business, financial condition and results of operations.

The Russia/Ukraine and Israel/Palestinian wars have significantly impacted worldwide economic conditions and could have a material effect on our business and resulting financial condition.

Our business and financial results may be negatively impacted by the effects of the Russia/Ukraine and Israel/Palestinian wars, plus the potential for similar conflicts in other regions, including causing volatility in customer demand for our products, changes in consumer behavior and preference, disruptions in our global supply chain operations, disruptions to our business expansion plans, limitations on our employee and service provider's ability to work and travel, significant changes in the economic conditions in markets in which we operate including currency and commodity volatility, and pressure on our liquidity. Despite our efforts to manage these impacts, they also depend on factors beyond our knowledge or control, actions taken by various government institutions and the long-term impact of economic sanctions imposed by various countries around the world. As a result, we cannot reasonably estimate the full impact of these wars on our business and financial results, but the impact could be material and last for an extended period of time.

We may not be able to effectively manage our growth and integrate acquired companies.

We expect our business to grow rapidly via internal growth, and from time to time we may pursue acquisition opportunities that are consistent with our overall growth strategy. Our ability to effectively manage our growth and integrate acquisitions, including our ability to realize potentially available marketing opportunities and cost savings in a timely and efficient manner, will have a direct impact on our future results. We may encounter problems in connection with our growth and integration of any new businesses, such as challenges relating to the following: integration of an acquired company's products into our product mix; the amount of cost savings that may be realized as a result of integrating an acquired product or business; integrating acquired operations that have management teams and company cultures that differ from our own; compatibility of financial control and information systems; and others. If we experience any of these problems in the integration of acquisitions, they could have a material and adverse effect on our business, financial condition or results of operations.

We may not be able to fully recover amounts advanced to third-party growers.

As a part of our business, periodic advances are made to third-party growers for product shipped but not received and for various farming needs for products being supplied, and these advances are often unsecured. Grower advances are reviewed on a regular basis for potentially uncollectible balances. Risks and uncertainties underlying the growers' ability to repay these advances include delivery risks, weather-related phenomena, government regulations, market responses to industry volume pressures, grower competition, economic crises, security risks in developing countries, political instability, outbreak of plant disease, inconsistent or poor farming practices of growers, and foreign currency fluctuations.

Impairment charges related to long-lived assets or goodwill could adversely affect our business.

As a result of past business acquisitions, a part of our total assets includes intangible assets. We are required to perform impairment tests of long-lived assets and goodwill annually, or at a time when events occur that could affect the value of these assets. We may engage in additional acquisitions, which could result in our recognition of additional long-lived assets and goodwill. If the financial performance of the acquired business does not meet our expectations, we could be required to record impairments to long-lived assets or goodwill, which could materially and adversely impact our business, financial condition and results of operations.

Risks Related to Ownership of Our Securities

Our stock price may be volatile, which may impact returns to our shareholders.

From time-to-time stock markets experience extreme price and volume fluctuations, which, when combined with general economic and political conditions, could adversely affect the market price for our securities. In addition, the trading price of our common stock may be volatile and could fluctuate widely in response to many factors, including the following, some of which are beyond our control:

- variations in our operating results;
- changes in expectations of our future financial performance, including financial estimates by securities analysts and investors;
- changes in operating and stock price performance of other companies in our industry;
- additions or departures of key personnel; and
- future sales of our common stock.

Our common shares are thinly traded, and our shareholders may be unable to sell at or near ask prices, or at all.

We cannot predict the extent to which an active public market for trading our common stock will be sustained. Our shares have historically been thinly traded meaning that the number of people interested in purchasing our common shares at or near bid prices at a certain given time may have been relatively small.

This situation is attributable to a number of factors, including the fact that we are a smaller company which is relatively unknown to stock analysts, stockbrokers, institutional investors and others in the investment community who generate or influence sales volume combined with our historical business results which have not achieved profitability. Even if our Company came to the attention of such people, those people may be reluctant to follow, purchase, or recommend the purchase of shares of a relatively unproven company such as ours until such time as we become more seasoned and viable. As a consequence, there may be periods of several days or more when trading activity in our shares is minimal, compared to a seasoned issuer which has a large and steady volume of trading activity that will generally support continuous trades without an adverse effect on share price. We cannot be assured that a broader or more active public trading market for our common stock will develop or be sustained, or that current trading levels will be sustained.

We do not anticipate paying any cash dividends to our common shareholders and as a result, shareholders may only realize a return when their shares are sold.

We presently do not anticipate that we will pay dividends on any of our common stock in the foreseeable future. If payment of dividends does occur at some point in the future, it will be contingent upon our revenues, earnings and cash flow, capital requirements, and general financial condition. The payment of any common stock dividends will be at the discretion of our Board of Directors. We presently intend to retain all our earnings to implement our business plan; accordingly, we do not anticipate the declaration of any dividends for common stock in the foreseeable future.

Our business is subject to changing regulations related to corporate governance and public disclosure that may increase both our costs and the risk of noncompliance.

Because our common stock is publicly traded, we are subject to certain rules and regulations of federal, provincial and financial market exchange entities charged with the protection of investors and the oversight of companies whose securities are publicly traded. These

entities have issued requirements and regulations and continue to develop additional regulations and requirements in response to public concerns. Our efforts to comply with these regulations have resulted in, and are likely to continue resulting in, increasing general and administrative expenses. Because new and modified laws, regulations and standards are subject to varying interpretations in many cases due to their lack of specificity, their application in practice may evolve over time as new guidance is provided by regulatory and governing bodies. This evolution may result in continuing uncertainty regarding compliance matters, additional costs necessitated by ongoing revisions to our disclosure and governance practices and the risk that non-compliance with disclosure regulations could lead to the halting of trading in our common stock and/or potential de-listing by stock exchanges.

DISCLOSURE AND INTERNAL CONTROLS

Disclosure controls and procedures have been established to provide reasonable assurance that material information relating to the Company is made known to management, particularly during the period in which annual filings are being prepared. Furthermore, internal controls over financial reporting have been established to safeguard our assets and to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with IFRS.

We have worked to enhance our disclosure controls and procedures through the implementation of the *Internal Control – Integrated Framework (2013 Framework)* control framework, issued by the Committee of Sponsoring Organizations of the Treadway Commission, and the *Control Objectives for Information and Related Technology 5.0* framework Issued by the Information Systems Audit and Control Association for the management and governance of information technology.

Management regularly evaluates the effectiveness of our internal controls and as of March 31, 2025 have concluded that these controls and procedures are effective in providing reasonable assurance that material information relating to the Company is made known to them by others within the Company in a timely manner.

ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR+ at www.sedarplus.ca.

CORPORATE INFORMATION

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Officers:	Steve Bromley, Chief Executive Officer & President Ralf Langner, Chief Financial Officer & Corporate Secretary John Rathwell, Senior Vice President, Investor Relations and Corporate Development Bob Kouw, Chief Operating Officer, Global Operations
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