

Form 51-102F3
Material Change Report

Item 1. Name and Address of Company

Organto Foods Inc. (the “**Company**”)
1111 Melville Street, Unit 410
Vancouver, BC V6E 3V6

Item 2. Date of Material Change

June 26, 2025.

Item 3. News Release

News release was issued on June 26, 2025, and filed on SEDAR+.

Item 4. Summary of Material Changes

On June 26, 2025, the Company announced that it had closed a previously announced private placement (the “**Private Placement**”) with an arm’s length strategic investor.

Item 5.1 Full Description of Material Changes

On June 26, 2025, the Company announced it had closed its previously announced Private Placement of 4,000,000 units of the Company (the “**Units**”) at a price of \$0.25 per Unit for gross proceeds of \$1,000,000 with an arm’s length strategic investor.

Each Unit issued consists of one common share in the capital of the Company (a “**Common Share**”) and one-half of one common share purchase warrant of the Company (each whole such warrant, a “**Warrant**”).

Each Warrant entitles the holder to acquire one Common Share (a “**Warrant Share**”) at an exercise price of \$0.35 until December 26, 2026.

The Company will use the net proceeds of the Private Placement to fund general working capital.

The Common Shares, Warrants and any Warrant Shares issued upon exercise of the Warrants are subject to a hold period and may not be traded until October 27, 2025 except as permitted by applicable securities legislation. In consideration for arranging the Private Placement, the Company paid a cash finder’s fee in the amount of \$60,000 in connection with the Private Placement.

Item 5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6. Reliance on subsection 7.1(2) of National Instrument 51-102

Not Applicable.

Item 7. Omitted Information

Not Applicable.

Item 8. Executive Officer

For further information, contact:

Steven Bromley, Chair, Co-Chief Executive Officer and Director
Telephone Number: (604) 634-0970

Item 9. Date of Report

July 8, 2025