



Organto Foods Inc. Announces Proposed Early Warrant Exercise Incentive

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Vancouver, Canada and Breda, the Netherlands, January 2, 2025 – Organto Foods Inc. (TSX-V: OGO, OTC: OGOFF, FSE: OGF0), (“**Organto**” or the “**Company**”) today announced that it intends to implement an early exercise incentive program (the “**Incentive Program**”) relating to an aggregate of 8,000,000 warrants (the “**Warrants**”), subject to acceptance by the TSX Venture Exchange (the “**TSXV**”).

The Warrants were issued on September 10, 2025, in connection with the completion of a non-brokered private placement of units (the “**Private Placement**”). Each Warrant entitles the holder to purchase one common share in the capital of the Company (a “**Common Share**”) at an exercise price of C\$0.75 until March 10, 2027, subject to acceleration in accordance with its terms.

Under the proposed Incentive Program and subject to TSXV approval, holders of Warrants who voluntarily exercise their Warrants during a 30-day period (the “**Incentive Period**”) commencing on the date on which TSXV conditional approval is obtained in respect of the Incentive Program] and expiring at [4:30 pm (Vancouver time)] on the date that is 30 days thereafter] (the “**Incentive Program Expiry Time**”), will be entitled to receive one additional common share purchase warrant for every three (3) Warrants exercised (the “**Incentive Warrants**”). Each Incentive Warrant would entitle the holder to purchase one Common Share at an exercise price of C\$1.00 for a period of one (1) year from the date of issuance. The Incentive Warrants will not be subject to acceleration.

The Incentive Program is intended to encourage the early exercise of the Warrants during the Incentive Period. Any Warrants that are not exercised prior to the Incentive Program Expiry Time will continue to be exercisable on their original terms until their original expiry date.

If all outstanding Warrants issued pursuant to the Private Placement are exercised prior to the Incentive Program Expiry Time, a maximum of up to 2,666,666 Incentive Warrants could be issued pursuant to the Incentive Program for gross proceeds of up to \$6,000,000. No fractional Incentive Warrants will be issued, and any fractional entitlements will be rounded down to the nearest whole number in the event of that the number of Warrants exercised by a holder is not a multiple of three.

Any Common Shares issued upon exercise of Warrants will be subject to the original statutory hold period applicable to such Warrants and the Common Shares issuable thereunder, and any Incentive Warrants issued pursuant to the Incentive Program (including any Common Shares issuable pursuant to the exercise thereof), will

be subject to applicable statutory hold periods under Canadian securities laws. No insiders of the Company are expected to participate in the Incentive Program.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities described herein to, or for the account or benefit of, persons in the United States or U.S. persons (“**U.S. Persons**”), as such term is defined in Regulation S under the United States Securities Act of 1933, as amended (the “**1933 Act**”). The securities described herein have not been and will not be registered under the 1933 Act or any state securities laws, and may not be offered or sold to, or for the account or benefit of, persons in the United States or U.S. Persons unless registered under the 1933 Act and applicable state securities laws, or an exemption from such registration is available.

The Incentive Program, including the issuance of the Incentive Warrants, remains subject to acceptance by the TSXV. There is no assurance that the Incentive Program will be implemented as proposed or at all.

Issuance of Shares

As announced in the Company's July 18, 2025, news release, the Company recently issued 1,475,385 shares in December 2025 to management and employees to settle \$575,400 of bonuses granted in 2024.

In November and December 2025, 90,000 shares were issued upon the conversion of restricted share units, and 50,000 shares were issued upon the exercise of stock options.

On Behalf of the Board

Steve Bromley
Co-Chair and CEO

Neither the TSX Venture Exchange nor its Regulatory Services Provider (as the term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this new release.

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About Organto Foods

Organto Foods Inc. (TSX-V:OGO | OTCQX:OGOFF | FSE:OGF0) is a Canadian-headquartered company supplying certified organic and fairtrade produce to leading international retailers. Organto manages global sourcing, logistics and distribution through an integrated, capital-efficient model that connects growers and consumers with transparency, sustainability and operational excellence.

Forward Looking Statements

This news release may include certain forward-looking information and statements, as defined by law including without limitation Canadian securities laws and the “safe harbor” provisions of the US Private Securities Litigation Reform Act of 1995 (“forward-looking statements”). In particular, and without limitation, this news release contains forward-looking statements respecting Organto’s plans to provide an early Warrant exercise incentive program to holders of Warrants; management’s beliefs, assumptions and expectations; and general business and economic conditions. Forward-looking statements are based on a number of assumptions that may prove to be incorrect, including without limitation assumptions about the following: that TSXV acceptance of the proposed Incentive Program will be obtained in a timely manner subject only to standard conditions; all conditions precedent to the issuance of the Incentive Warrants will be satisfied in a timely manner and on acceptable terms. The foregoing list is not exhaustive and Organto undertakes no obligation to update any of the foregoing except as required by law.