

PANGEA NATURAL FOODS INC.

PANGEA PROVIDES SUPPLEMENTAL DISCLOSURE IN CONNECTION WITH ANNUAL GENERAL MEETING OF SHAREHOLDERS

Vancouver, British Columbia, May 2, 2025 – Pangea Natural Foods Inc. (CSE: PNGA) (OTC: PNGAF) (“**Pangea**” or the “**Company**”) wishes to provide supplemental and corrective disclosure to the management information circular of the Company dated April 3, 2025 (the “**Circular**”) in respect of the Company’s annual general meeting of shareholders to be held on May 8, 2025 (the “**Meeting**”).

On October 31, 2024, MNP LLP (“**MNP**”) resigned as auditors of the Company at the request of the Company. Effective the same date, the board of directors of the Company, on the recommendation of the audit committee of the Company, approved the appointment of SHIM & Associates LLP (“**SHIM**”) as auditors of the Company. A copy of the “reporting package” (as defined in National Instrument 51-102 – *Continuous Disclosure Obligations*) in respect of the change of auditors is attached to this news release.

The Circular and accompanying form of proxy sent to shareholders in connection with the Meeting erroneously stated that the purpose of the Meeting, among others, is to appoint MNP as the Company’s auditors for the ensuing fiscal year. As SHIM are the current auditors of the Company, shareholders will be asked at the Meeting to pass an ordinary resolution to appoint SHIM as auditors of the Company until the close of the next annual general meeting and to authorize the directors of the Company to fix the remuneration to be to be paid to the auditors. Accordingly, the persons named as proxyholder in the form of proxy delivered to shareholders intend to vote for the appointment of SHIM as auditors of the Company at the Meeting.

On Behalf of the Board of Directors

(signed) “Pratap Sandhu”

Pratap Sandhu

CEO, Corporate Secretary and Director

About Pangea Natural Foods Inc.

Pangea Natural Foods Inc. is a food manufacturing company focused on manufacturing and distributing high quality food products that are nutritious and free of GMO ingredients, fillers, antibiotics, hormones, and bioengineered ingredients.

For further information, please visit the Company’s website at www.pangeafood.com or contact:

Pangea Natural Foods Inc.

Pratap Sandhu, Chief Executive Officer

Telephone: **+1 (604) 765-8069**

Email: pratap@pangeafood.com

**CHANGE OF AUDITORS
REPORTING PACKAGE**

(see attached)

To: **MNP LLP, Chartered Professional Accountants**
SHIM & Associates LLP, Chartered Professional Accountants

Re: **Pangea Natural Foods Inc. (the “Company”)**
Notice of Change of Auditor (the “Notice”)

In compliance with Section 4.11 of National Instrument 51-102 – Continuous Disclosure obligations (“NI 51-102”), please be advised as follows:

1. The Company has decided to change its auditor from MNP LLP, Chartered Professional Accountants, of 1021 West Hastings St, Suite 2200, Vancouver, BC, V6E 0C3, Canada, to SHIM & Associates LLP, Chartered Professional Accountants, of Suite 900 – 777 Hornby Street, Vancouver, BC V6Z 1S4, Canada.
2. The date of said change of auditor is October 31, 2024.
3. MNP LLP, Chartered Professional Accountants, has resigned at the request of the Company.
4. The resignation of MNP LLP, Chartered Professional Accountants, and the appointment of SHIM & Associates LLP, Chartered Professional Accountants, have been approved by the Company’s Board of Directors.
5. None of the reports of MNP LLP, Chartered Professional Accountants, on any of the Company’s financial statements relating to the “relevant period” (as such term is defined in section 4.11(1) of NI 51-102) expressed a modified opinion.
6. There has not been a “reportable event” (as such term is defined in section 4.11(1) of NI 51-102), which occurred in connection with the audit of the financial years ended October 31, 2023, and October 31, 2022, or for any period subsequent thereto.

Please review this Notice and prepare a letter identifying whether you agree, disagree and the reasons why, or have no basis to agree or disagree with each statement contained in this Notice, addressing your response to the relevant securities regulatory authorities (list of addresses attached hereto). Please deliver the response to the Company within seven (7) days from the date of this Notice.

This Notice and your reply will be part of the reporting package that will be filed with the applicable regulator or relevant securities administrators.

Dated this 12th day of November, 2024.

PANGEA NATURAL FOODS INC.

/s/ Pratap Sandhu
Pratap Sandhu
Chief Executive Officer

List of Addresses

Alberta Securities Commission

Suite 600, 250 – 5th Street SW
Calgary, Alberta T2P 0R4

British Columbia Securities Commission

P.O. Box 10142, Pacific Centre
701 West Georgia Street
Vancouver, British Columbia V7Y 1L2

Ontario Securities Commission

20 Queen Street West, 22nd Floor
Toronto, Ontario M5H 3S8

November 12, 2024

TO: Alberta Securities Commission
British Columbia Securities Commission
Ontario Securities Commission
Canadian Securities Exchange

Dear Sirs/Madams:

Re: Pangea Natural Foods Inc. (the “Company”)

Pursuant to National Instrument 51-102 Continuous Disclosure Obligations, we have reviewed the information contained in the Notice of Change of Auditor of the Company dated November 12, 2024, (“the Notice”) and, based on our knowledge of such information at this time, we agree with the statements made in the Notice pertaining to our firm. We advise that we have no basis to agree or disagree with the comments in the Notice relating to SHIM & Associates LLP.



Yours very truly,
Chartered Professional Accountants
Vancouver, BC



SHIM & Associates LLP
Chartered Professional Accountants
Suite 900 – 777 Hornby Street
Vancouver, B.C. V6Z 1S4
T: 604 559 3511 | F: 604 559 3501

12 November 2024

British Columbia Securities Commission
Alberta Securities Commission
Ontario Securities Commission
Canadian Securities Exchange

RE: Pangea Natural Foods Inc. (the “Company”)
Notice Pursuant to National Instrument 51-102 - Change of Auditor

Dear Sirs:

As required by National Instrument 51-102 and in connection with our proposed engagement as auditor of the Company, we have reviewed the information contained in the Company's Notice of Change of Auditor, dated 12 November 2024 and agree with the information contained therein, based upon our knowledge of the information relating to the said notice and of the Company at this time.

Yours truly,

SHIM & Associates LLP

SHIM & Associates LLP
Chartered Professional Accountants