

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

September 10, 2025

Item 3. News Release

News release was issued on September 10, 2025, and filed on SEDAR+.

Item 4. Summary of Material Changes

On September 10, 2025, the Company announced that it had closed a previously announced private placement (the “**Private Placement**”).

Item 5.1 Full Description of Material Changes

On September 10, 2025, the Company announced it had closed its previously announced Private Placement of 16,000,000 units of the Company (the “**Units**”) at a price of \$0.50 per Unit for gross proceeds of \$8,000,000.

Each Unit issued consists of one common share in the capital of the Company (a “**Unit 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 of the Company (a “**Warrant Share**”) at an exercise price of \$0.75 until March 10, 2027, subject to the right of the Company to accelerate the expiry date to a date that is 30 days following dissemination of a news release announcing such acceleration if, at any time, after the date of issuance of the Warrants, the closing price of the Company’s common shares on the TSX Venture Exchange equals or exceeds \$1.00 for a period of 10 consecutive trading days.

In consideration for arranging the Private Placement, the Company has paid finder’s fees comprised of a cash commission in the amount of \$600,000 and warrants (“**Finder Warrants**”) to purchase up to 1.2 million common shares of the Company (“**Finder Warrant Shares**”) at an exercise price of \$0.50 per Finder Warrant Share until March 10, 2027, subject to the right of the Company to accelerate the expiry date to a date that is 30 days following dissemination of a news release announcing such acceleration if, at any time, after the date of issuance of the Warrants, the closing price of the Company’s common shares on the TSX Venture Exchange equals or exceeds \$1.00 for a period of 10 consecutive trading days.

The Company will use the net proceeds of the Private Placement to continue the growth of the Company’s organic and fair-trade fruit and vegetable products platform, to further develop the company's technology platform, and to support general working capital requirements, and may also be used to repay part of the Company’s short-term

debt.

The Unit Shares, Warrants, Finder Warrants and any Warrant Shares and Finder Warrant Shares issued upon exercise of the Warrants and Finder Warrants are subject to a hold period and may not be traded until January 11, 2026 except as permitted by applicable securities legislation. Further, the Unit Shares and any Warrant Shares and Finder Warrant Shares issued upon the exercise of Warrants and Finder Warrants are subject to a contractual restriction on transfer ending on September 10, 2026.

This material change report contains forward-looking statements respecting the anticipated use of proceeds from the Private Placement. Forward-looking statements are based on a number of assumptions that may prove to be incorrect, including, without limitation, assumptions as to the availability of further financing on reasonable terms, and the ability of third party service providers to deliver services in a timely manner and that market fundamentals will not change in a materially adverse manner. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Factors that could cause actual results to differ materially from those anticipated in forward-looking statements in this news release include, among others, regulatory risks; risks related to market volatility and economic conditions; risks related to unforeseen delays; and risks that necessary financing will be unavailable when needed. Accordingly, readers should not place undue reliance on forward-looking statements. Except as required by law, the Company does not assume any obligation to release publicly any revisions to forward-looking statements contained in this news release to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.

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: (647) 228-8883

Item 9. **Date of Report**

September 22, 2025