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Organto Announces Reinstatement of Trading on the TSX Venture Exchange

Toronto, Canada and Breda, Netherlands, March 7, 2025 - Organto Foods Inc. (TSX-V: OGO, OTC: OGOFF) (“Organto” or the “Company”), a leading provider of organic and non-GMO fruit and vegetable products, is pleased to announce that the TSX Venture Exchange (the “**TSXV**” or the “**Exchange**”) has accepted its application for reinstatement of trading of the Company’s common shares on the TSXV. This follows the successful resolution of the Failure-to-File Cease Trade Order (the “**FFCTO**”) issued by the British Columbia Securities Commission (the “**BCSC**”) on July 16, 2024, and revoked on January 2, 2025. The Company expects its common shares to be reinstated for trading shortly.

The FFCTO was issued as a result of the delay in the filing of the Company’s annual audited financial statements for the year ended December 31, 2023. The delay in filing the annual financial statements, which was a result of changes in Company personnel and reporting systems in late 2023 and early 2024, had a cascading effect which caused the Company to also be late in filing its interim financial statements for both the three-month period ended March 31, 2024, and the six-month period ended June 30, 2024 (the audited and interim financial statements collectively the “**Late Financial Statements**”). The Company filed the Late Financial Statements in October and November 2024, at which time the Company applied to the BCSC to have the FFCTO revoked. Upon the revocation of the FFCTO, the Company applied to the TSXV to have its common shares reinstated for trading. The Company also filed its financial statements for the nine-month period ended September 30, 2024 in November 2024 in accordance with regulatory requirements.

Over the course of 2024 and into 2025, the Company has restructured and repositioned its operations including streamlining its product portfolio, shifting its marketing strategy and re-engineering its operating platform to improve processes and reduce costs. In June 2024, the Company sold three European operating subsidiaries, further streamlining operations, reducing operating costs and improving its balance sheet. The Company also continues to focus on improving its balance sheet to provide greater operating flexibility. The Company remains focused on leveraging the positive changes that have been made to date and remains committed to building a world-class foods company serving growing global healthy foods markets, with the goal of building long-term shareholder value.

The Company acknowledges and appreciates the patience of its shareholders and stakeholders during this process and reaffirms its commitment to adhering to high standards of compliance and corporate governance.

In addition to the announcement regarding the reinstatement of trading on the TSXV, the Company is providing an update on a number of matters, including the following:

Working Capital Deficiency

The Company's September 30, 2024, interim financial statements reflect a working capital deficiency of \$14,478,925. The largest components of this deficiency are convertible debentures of \$10,641,350 and associated accrued interest of \$1,621,531, as well as short-term loans of \$1,626,241 and associated accrued interest of \$82,860. Following the reinstatement of the Company's common shares for trading, the Company plans to seek Exchange acceptance to restructure its convertible debt and associated accrued interest obligations, settle existing debts via the issuance of shares, and complete a private placement of common shares. Upon completion of these actions, the Company expects to realize improved cash flow from operations and a return to positive working capital in the near term. There can be no assurance that the Company will be successful in completing the proposed debt settlement and private placement however management has been discussing same with certain creditors and potential investors and is fairly confident that there will be take up of same.

Related Party Loans

During 2023, the Company received advances from two related parties. These advances were unsecured and expected to be of a very short duration. Steve Bromley ("**Bromley**"), the Company's CEO, advanced USD\$ 325,000, and Bob Kouw ("**Kouw**"), the Company's COO advanced CDN\$ 33,000. An additional USD \$30,000 was received from Bromley in the first quarter of 2024. The Bromley advances were applied as part of the funds in the April 2024 private placement (see April 16, 2024 news release) and the Kouw advance remains outstanding. Further details can be found in the Company's December 31, 2023 and subsequent financial statements.

Small Cap Invest Agreement

To assist with its corporate awareness and marketing program in Europe, the Company engaged Small Cap Invest GmbH ("**Small Cap**"), an arm's length Frankfurt, Germany based firm, to provide introductions to Small Cap's network of media representatives and qualified and institutional investors, organizing non-deal roadshows and city events, and advising the Company on communications strategies. The agreement was for one-year term that commenced on November 1, 2023 and ended on October 31, 2024. Small Cap received a total fee of \$80,000 as an annual retainer. To the best of the Company's knowledge, neither Small Cap nor its managing director, Alexander Friedrich, held any interest in the Company at the time Small Cap was engaged. The Company has completed and filed a TSXV Form 3C – Declaration of Certified Filing – Promotional Investor Relations and Market-Making Activities with the TSXV.

Update Regarding March 2024 8% Convertible Debentures Announcement

On March 12, 2024, the Company announced that it had reached an agreement with the holders of 68.1% of its 5 year, 8% convertible unsecured subordinated debentures, due

November 30, 2026, with an aggregate face value of \$8,050,000 (the “**Debentures**”), to a proposal to restructure these Debentures, converting 50% to equity, extending the maturity date and amending conversion terms (the “**Amendments**”). The Amendments are subject to TSXV acceptance and execution of a supplemental indenture. Given material changes in the Company’s business, the FFCTO and suspension of trading, the Amendments were not completed, and the Company is in the process of negotiating amended terms and will apply for approval once the new terms have been finalized.

November 2023 Private Placement Update

On November 14, 2023, the Company announced plans for a private placement financing of up to CDN \$2.0 million, and in December 2023 provided a further update on the status of this financing. Organizational issues as the Company dealt with business restructuring and the sale of three of its subsidiaries prevented this planned financing from being completed until April 2024 when it ultimately closed for total proceeds of CDN \$575,000 (see April 16, 2024 news release). CDN \$515,000 of the total proceeds from this financing were applied as repayments of related party loans, accrued interest and unpaid expenses.

Disclosure of Loans Received in Advance of Planned Private Placements

The Company’s recent financial statements include the classification of funds received as short-terms loans in advance of a planned private placement. The Company wishes to clarify that any future settlements of these loans will be treated as shares-for-debt transactions under Exchange Policy 4.3, and not as part of a private placement under Exchange Policy 4.1.

ON BEHALF OF THE COMPANY

Steve Bromley

Chair and CEO

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ABOUT ORGANTO

Organto is an integrated provider of branded, private label, and distributed organic and non-GMO fruit and vegetable products using a strategic asset-lighter business model to serve a growing socially responsible and health-conscious consumer around the globe. Organto's business model is rooted in its commitment to sustainable business practices focused on environmental responsibility and a commitment to the communities where it operates, its people, and its shareholders.

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* ("forward-looking statements"). In particular, and without limitation, this news release contains forward-looking statements respecting the timing of reinstatement of the Company's common shares for trading on the TSXV and the impact of ongoing changes in the business that have been implemented throughout 2024 and into 2025 with the goal of restructuring and repositioning operations focused on building a world class foods company; plans to improve the Company's working capital deficit via improved cash from operations, restructuring of convertible debt obligations, shares for debt settlements and future private placements; and plans to renegotiate terms and restructure outstanding convertible debentures. Forward-looking statements are based on a number of assumptions that may prove to be incorrect, including without limitation, the assumption that no unforeseen circumstances will arise that would cause the Company's common shares not to be reinstated for trading on the TSXV as expected and the changes that have been implemented in the business will have the desired outcome. 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. Accordingly, readers should not place undue reliance on forward-looking statements. For further information on these and other risks and uncertainties that may affect the Company's business, see the "Risks and Uncertainties" and "Forward-Looking Statements" sections of the Company's annual and interim management's discussion and analysis filings with the Canadian securities regulators, which are available under the Company's profile at www.sedarplus.ca. Except as required by law, Organto 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.

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