Organto Foods Inc.
1111 Melville Street
Unit 410
Vancouver, British Columbia
Canada

Organto Foods Announces Debentureholder Approval of Settlement Terms

Vancouver, BC, Canada and Breda, Netherlands, May 1, 2025 - Organto Foods Inc. (TSX-V: OGO, OTC: OGOFF) ("Organto" or the **"Company")**, today announced that as part of ongoing efforts to reduce debt and increase equity in the Company, that the holders (the "Debentureholders") of its 5 year, 8% convertible unsecured subordinated debentures, due November 30, 2026 with a face value of $8,050,000 (the "Debentures"), have approved a resolution (the "Debentureholder Resolution") that authorizes and approves:

(i) the settlement of all amounts owing under the trust indenture providing for the issue of the Debentures dated as of November 12, 2021 (the "Indenture") and all other amounts payable under the Debentures and Indenture in exchange for the issuance by the Company of an aggregate of 40,250,000 common shares of the Company (the "Settlement Shares") at an issue price of $0.20 per Settlement Share for an aggregate issue price of $8,050,000.00 (the "Settlement"), with each Debentureholder receiving that number of Settlement Shares as is equal to the aggregate principal amount of Debentures held by such Debentureholder divided by $0.20; and

(ii) the release and discharge of the Company from all obligations under the Debentures and the Indenture.

The Settlement Shares shall, in addition to any other resale restrictions as may be required under applicable securities laws and stock exchange rules, bear the following contractual restrictions on transfer which will be imprinted as a legend on the Settlement Shares and released over a 30-month period from the date of issuance of the Settlement Shares (the "**Issue Date**") as follows:

- 25% of the Settlement Shares will be released from the contractual restriction on the date that is 21 months following the Issue Date;
- 25% of the Settlement Shares will be released from the contractual restriction on the date that is 24 months following the Issue Date;
- 25% of the Settlement Shares will be released from the contractual restriction on the date that is 27 months following the Issue Date; and
- 25% of the Settlement Shares will be released from the contractual restriction on the date that is 30 months following the Issue Date.

Debenture holders representing 68.89% of the outstanding principal amount of the Debentures have provided written consent in favor of the Debentureholder Resolution (being an "Extraordinary Resolution" as defined in the Indenture) approving the Settlement, which exceeds the 66.7%

threshold required under the Indenture. As a result, a meeting of Debentureholders to consider the Debentureholder Resolution and Settlement is not necessary.

Completion of the Settlement (the "Closing") remains subject to the approval of the TSX Venture Exchange (the "Exchange") and there can be no assurance that the Closing will occur. If approved, the Closing will become effective on the date that is not more than five business days following the date of receipt of Exchange approval of the Settlement and the issuance of the Settlement Shares, or such other date as may be determined by the Company.

ON BEHALF OF THE BOARD

Steve Bromley
Chair and CEO

For more information, contact:
Investor Relations
John Rathwell, Senior Vice President, Investor Relations & Corporate Development
647 629 0018
info@organto.com

ABOUT ORGANTO

Organto is a leading 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 consumers. 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 expected timing of the completion of the Settlement of the Debentures. Forward-looking statements are based on a number of assumptions that may prove to be incorrect, including, without limitation, the assumption that all applicable regulatory and/or other requisite approvals will be obtained in a timely manner and on acceptable terms; and that all conditions precedent to the restructuring and/or settlement of the Debentures will be satisfied in a timely 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. Accordingly, readers should not place undue reliance on forward-looking 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 including the risk that requisite Exchange approval may not be obtained; risks related to market volatility and economic conditions; risks related to unforeseen delays; and risks that necessary financing will be unavailable when needed. 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.