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Organto Foods Announces Final Settlement of Convertible Debenture Obligations

Vancouver, BC, Canada and Breda, the Netherlands, June 20, 2025 — Organto Foods Inc. (TSX-V: OGO, OTC: OGOFF) ("Organto" or the "Company") is pleased to announce that, as part of its efforts to reduce debt and increase equity in the Company, it has completed the previously announced settlement (the "**Settlement**") of its 8.0% convertible unsecured subordinated debentures due November 30, 2026 with an aggregate face value of C$8,050,000 (the "**Debentures**") (see the Company's news releases dated May 1, 2025, March 30, 2025, and March 11, 2025).

Under the terms of the Settlement, all outstanding Debentures (including all principal amounts and all accrued and unpaid interest owing thereunder) were exchanged 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. Each Debenture holder received the number of Settlement Shares that is equal to the aggregate principal amount of the Debentures held by such Debenture holder divided by $0.20.

The Settlement Shares are subject to contractual restrictions on transfer whereby such shares will be released over a 30-month period from June 11, 2025, being the date of issuance of the Settlement Shares (the "**Issue Date**") as follows:

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

Steve Bromley, Chair and CEO commented "We are extremely pleased to complete the settlement of the Debentures, which aligns with our efforts to reduce debt and increase equity in the Company. Following this Settlement, the Company has approximately C$2.6 million of debt outstanding, and when combined with the recent completion of our $5.3 million private

placement and our record first quarter 2025 financial results, we are truly excited by our future prospects. We remain intently committed to building a world-class foods company serving growing healthy foods markets, with the goal of creating long-term value for our operating partners, customers, team members and shareholders. We appreciate the support and understanding we have received from so many of our shareholders, debenture holders and key operating partners and are confident that we are well positioned for a successful future."

Prior to completion of the Settlement, Debenture holders representing 68.89% of the outstanding principal amount of the Debentures provided written consent in favor of a resolution approving the Settlement, which exceeded the 66.7% threshold required under the trust indenture governing the Debentures. As a result, a meeting of Debenture holders to approve the Settlement was not necessary.

In accordance with the terms of a Corporate Finance Advisory agreement (the "**Advisory Agreement**") between the Company and Jaluca Limited ("**Jaluca**"), the Company retained Jaluca to provide guidance and assistance in negotiating and implementing the overall restructuring of the Company, including the reduction of the Company's substantial debts and refinancing (see news release dated March 20, 2025). As disclosed in the Company's March 20, 2025 news release the Advisory Agreement provided for the payment of various fees, including a monthly fee and success-based fees. For its assistance in negotiating and implementing the Debenture restructuring and settlement, the Company agreed, subject to the approval of the TSX Venture Exchange (the "**TSXV**") and disinterested shareholder approval in accordance with the policies of the TSXV, to pay Jaluca a fee equal to 6% of the total amount of settled Debentures, excluding any Debentures held by Jaluca (the "**Fee**"). As a result, the Company has agreed to issue an aggregate of 4,380,000 common shares in the capital of the Company at a deemed issue price of $0.10 per share in full payment of this obligation. The Company plans to immediately seek shareholder approval for the issuance of these common shares.

ON BEHALF OF THE BOARD

Steve Bromley
Chairman and CEO

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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 Company's efforts to restructure and reduce overall debt and increase equity in the Company; the Company's belief that when combined with the recently completed private placement and shares for debt settlements and record first quarter 2025 results, the Company's future is very promising; the Company's belief that its commitment to building a world class foods company should lead to the creation of long-term value; and the Company's plans to seek disinterested shareholder approval in respect of payment of the Fee through the issuance of common shares in the capital of the Company. Forward-looking statements are based on a number of assumptions that may prove to be incorrect, including, without limitation, the assumption that the Company will be able to continue to grow its operations and raise necessary financial resources to support this growth and that both disinterested shareholder approval and TSXV approval in connection with the payment of the Fee through the issuance of common shares in the capital of the Company will be obtained in a timely manner and on terms consistent with management's expectations. 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; risks related to market volatility and economic conditions; risks related to unforeseen delays; risks that necessary financing will be unavailable when needed; and risk that disinterested shareholders and/or TSXV approval may not be obtained in a timely manner or at all. 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.