



# Replenish Nutrients Announces Expanded Lending Relationship, Private Placement Financing, Debt Settlement Transaction and Beiseker Facility Update

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OKOTOKS, AB, April 2, 2025 /CNW/ - Replenish Nutrients Holding Corp. (CSE: EARTH) (OTC: VVIVF) ("Replenish" or the "Company"), a leader in regenerative agriculture solutions, is pleased to announce key financing initiatives that support the completion of upgrades to the Company's Beiseker granulation facility and strengthen the Company's overall working capital position.

## Debt Financing

The Company has entered into a revolving loan agreement for a \$2.5 million revolving credit facility (the "Facility"). The lender for the Facility ("Lender") has previously provided a \$750,000 revolving credit facility (as previously announced on January 15, 2025). The Facility has a one year term (renewable at the option of the Lender), provides for interest only payments and bears interest at a rate of prime + 12%. The Facility is secured by Company's assets.

The Lender has also provided the Company with a \$200,000 receivable factoring loan (the "Factoring Loan") pursuant to a spot factoring agreement. The Factoring Loan has a six month term, provides for interest only payments, bears interest at a rate of 2% per month and is secured by the specific receivables.

The net proceeds from the Facility and the Factoring Loan will be used to complete final upgrades to the Company's Beiseker granulation facility, inventory purchases, and other working capital requirements.

## Private Placement and Debt Settlement Transaction

The Company intends to complete a non-brokered private placement of units of the Company ("Units") to qualified existing and new investors, as well as certain trade creditors, at a price of \$0.08 per Unit for aggregate gross proceeds of a minimum of \$700,000 and a maximum of \$1,000,000 (the "Offering") including the Debt Settlement (as defined below). As part of the Offering, the Company will settle debt related to trade accounts payable (the "Debt Settlement") of up to approximately \$590,000 owed to certain of its creditors (the "Creditors") in consideration for the issuance of approximately 7.35 million Units.

Each Unit will consist of one common share of the Company ("Common Share") and one Common Share purchase warrant of the Company ("Warrant"), each whole Warrant entitling the holder to purchase one Common Share at an exercise price of \$0.12 per Common Share for a period of two years following the issue date.

Closing of the Offering and Debt Settlement is expected to occur on or about April 17, 2025. In accordance with applicable securities laws, all Units issued under the Offering and Debt Settlement will be subject to a hold period expiring four months and a day following the date of issue of the

Units. Closing of the Offering and Debt Settlement is subject to certain conditions including the receipt of all necessary regulatory approvals including the approval of the Canadian Securities Exchange.

Certain directors and officers of the Company have advised that they expect to subscribe for Units in the Offering. Insider participation in the Offering would be considered to be "related party transactions" within the meaning of Multilateral Instrument 61-101 ("MI 61-101"). The Company expects to rely on certain exemptions from the requirement under MI 61-101 to obtain minority shareholder approval for the insider portions of the Offering as neither the fair market value of any securities issued to, or the consideration paid by such persons, will exceed 25% of the Company's market capitalization.

The net cash proceeds from the Offering will be used for working capital requirements, including inventory purchases.

### **Beiseker Facility Update**

The net proceeds from the Facility and Factoring Loan will enable the Company to complete the final upgrades to its Beiseker facility and achieve full operational capacity, producing between 20,000 and 25,000 metric tonnes of granulated fertilizer annually. These upgrades are expected to be completed in Q2 2025 with full operational capacity expected in late Q2 2025 or early Q3 2025.

As previously disclosed, the Company has secured purchase orders for the first 6,000 metric tonnes of production at an average price of \$575 per metric tonne, delivering strong gross margins of 25%-35% inline with previous disclosures. With consistent demand from long-time customers and distributors, Replenish anticipates selling the facility's full production capacity, unlocking positive EBITDA and operating cash flow on an annualized run-rate basis.

### **Confidence in Replenish's Vision and Market Position**

"This financing underscores the market's confidence in our innovative regenerative fertilizer products and operational strategy," said Neil Wiens, CEO. "With Beiseker's upgrades nearing completion, we are poised to drive meaningful revenue and margin growth while supporting farmers with sustainable and effective solutions."

Replenish's track record of successful field trials and strong market acceptance position the Company as a trusted partner in sustainable agriculture.

### **Growth Beyond Beiseker**

Upon the Company completing the final upgrades to the Beiseker granulation facility and achieving full production, the Company will be well-positioned to pursue other growth initiatives, including the planned DeBolt and Bethune granulation facilities.

### **About Replenish Nutrients**

Replenish Nutrients is an agriculture bioscience company and a leading intellectual property developer of regenerative and sustainable fertilizer solutions and manufacturing processes that support a healthy soil ecosystem and grower profitability. Through proprietary fertilizer products containing essential nutrients, biological material and a chemical-free, zero-waste manufacturing process, Replenish has developed a sustainable alternative to synthetic fertilizers that enhances overall soil function and biology while providing valuable plant-available nutrients farmers rely upon for healthy crops and sustainable farming business models. Replenish Nutrients is a wholly-owned subsidiary of Replenish Nutrients Holding Corp. (CSE: EARTH) (OTC: VVIVF). To learn more about Replenish visit our website at [www.replenishnutrients.com](http://www.replenishnutrients.com).

## Cautionary Note Regarding Forward-Looking Information

This press release contains "forward-looking information" within the meaning of applicable Canadian securities legislation. Forward-looking information includes, but is not limited to, statements with respect to the use of proceeds of the Facility and the Factoring Loan; the size of the Offering; the use of the net proceeds of the Offering; the timing and completion of the Offering; the level of insider participation in the Offering; the receipt of regulatory, stock exchange and other required approvals in connection with the Offering and the Debt Settlement; the timing, terms, and completion of the Debt Settlement; the timing for completing final upgrades at the Beiseker facility; the timing for achieving full production at the Beiseker facility and the expected level of production therefrom; the purchase orders from the Beiseker facility and the sales and margins relating thereto; and future growth initiatives of the Company. Generally, forward-looking information can be identified by the use of forward-looking terminology such as "will", "may", "would", "should", "could", "plans", "expects", "budget", "schedule", "estimates", "forecasts", "intends", "anticipates", "believes", and similar expressions, including variations thereof and negative forms. Forward-looking information is subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking information, including but not limited to: general business, economic, competitive, geopolitical and social uncertainties; regulatory risks; other risks of the energy and fertilizer industries and other risk factors disclosed in our public disclosure which can be found under our profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca). Readers are cautioned that these risk factors should not be construed as exhaustive. Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such information 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 information. The Company does not undertake to update any forward-looking information, except in accordance with applicable securities laws.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

**Neither the Canadian Securities Exchange nor its Market Regulator (as that term is defined in the policies of the Canadian Securities Exchange) accepts responsibility for the adequacy or accuracy of this release.**

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