

FORM 51-102F3
MATERIAL CHANGE REPORT

1. Name and Address of Company

Replenish Nutrients Holding Corp. (“**Replenish**” or the “**Company**”)
PO Box 1186 Stn Main
Okotoks, AB T1S 1B1

2. Date of Material Change

April 2, 2025.

3. News Release

The news release reporting the material change was disseminated on April 2, 2025, through the facilities of CNW and filed on the Company’s SEDAR+ profile at www.sedarplus.ca.

4. Summary of Material Change

The Company entered into a revolving loan agreement dated April 1, 2025 for a \$2.5 million revolving credit facility (the “**Facility**”) and \$200,000 receivable factoring loan (the “**Factoring Loan**”) pursuant to a spot factoring agreement.

5.1 Full Description of Material Change

On April 2, 2025, the Company entered into the Facility and Factoring Loan with the Lender. Under its terms, the Facility has a one (1) year term that is renewable at the Lender’s option, provides for interest-only payments, and bears interest at a rate of prime plus 12%. The Facility is secured by Company’s assets. The Factoring Loan has a six (6) month term, provides for interest-only payments, bears interest at a rate of 2% per month, and is secured by the specific receivables.

The Lender has previously provided a \$750,000 revolving credit facility to the Company in January 2025.

The Company intends to use the net proceeds from the Facility and the Factoring Loan to complete final upgrades to Replenish’s Beiseker granulation facility, for inventory purchases, and for other working capital requirements.

5.2 Disclosure for Restructuring Transactions

Not applicable.

6. Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

7. Omitted Information

No information has been omitted on the basis that it is confidential information.

8. Executive Officer

For inquiries regarding the material change and this report, please contact:

Matt Greenberg
Chief Financial Officer
info@replenishnutrients.com

9. Date of Report

April 8, 2025.