



Replenish Nutrients Completes Oversubscribed Private Placement Financing

/NOT FOR DISSEMINATION IN THE UNITED STATES OR FOR DISTRIBUTION TO UNITED STATES WIRE SERVICES/

OKOTOKS, AB, April 24, 2025 /CNW/ - Replenish Nutrients Holding Corp. (CSE: EARTH) (OTC: VVIVF) ("**Replenish**" or the "**Company**"), a leader in regenerative agriculture solutions, is pleased to announce that it has closed the second and final tranche of its previously announced non-brokered private placement of units of the Company ("**Units**") at a price of \$0.08 per Unit for total gross proceeds of \$1,484,589, including the Debt Settlement (as defined below) (the "**Offering**").

In connection with the Offering, the Company issued 11,847,262 Units under the first tranche for aggregate gross cash proceeds of \$460,000 and 6,710,100 Units under the second tranche for aggregate gross cash proceeds of \$434,000. Under both tranches of the Offering, Replenish settled, in the aggregate, approximately \$590,000 of debt related to trade accounts payable to certain creditors of the Company (the "**Debt Settlement**").

Pursuant to the Offering, each Unit consisted 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.

The issuance of 2,160,100 Units, in aggregate, to certain insiders of the Company under the second tranche of the Offering constitutes a "related party transaction" as such term is defined in Multilateral Instrument 61-101 ("**MI 61-101**"). Pursuant to Sections 5.5(b) and 5.7(1)(a) of MI 61-101, the Company intends to rely on exemptions from the formal valuation and minority shareholder approval requirements, respectively, as the Common Shares trade on the CSE and neither the fair market value of the Units nor the consideration for such Units, insofar as it involves the insiders, exceeds 25 percent of the Company's market capitalization. The Company did not file a material change report more than 21 days before the expected closing of the Offering, as the details and amounts of the related party participation were not finalized until closer to the closing and the Company wished to close the transaction as soon as practicable for sound business reasons.

All of the securities issued under the Offering and Debt Settlement are subject to a four-month and one-day statutory hold period. The Company did not pay any finder's fees in cash or securities under the Offering. In connection with the Offering, the Company will use the cash proceeds for working capital requirements, including inventory purchases.

The securities have not and will not be registered under the U.S. Securities Act of 1933, as amended (the "**U.S. Securities Act**"), or any applicable state securities laws and may not be offered or sold to, or for the account or benefit of, persons in the United States or "U.S. persons," as such term is defined in Regulation S promulgated under the U.S. Securities Act, absent registration or an exemption from such registration requirements. This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the securities in any jurisdiction in which such offer, solicitation, or sale would be unlawful.

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: VVVF). To learn more about Replenish, visit our website at 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 the cash proceeds of the Offering; the receipt of final regulatory, stock exchange and other required approvals in connection with the Offering and the Debt Settlement; 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. 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.

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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