FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

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

2. Date of Material Change

March 31, 2026.

3. News Release

The news release reporting the material change was disseminated on March 31, 2026, through the facilities of Newsfile Corp. and filed on the Company's SEDAR+ profile at www.sedarplus.ca.

4. Summary of Material Change

On March 31, 2026, the Company closed the third and final tranche ("**Third Tranche**") of its non-brokered private placement of units (the "**Offering**"), whereby it issued, in aggregate, 10,750,927 units of the Company ("**Units**") at a price of $0.12 per Unit, including (i) 3,745,667 Units under the Third Tranche of the Offering for aggregate gross proceeds of approximately $449,480; and (ii) 7,005,260 Units issued to certain directors and trade creditors (the "**Creditors**") in connection with the settlement of approximately $840,631 in aggregate indebtedness owing by the Company to the Creditors (the "**Debt Settlement**").

5.1 Full Description of Material Change

The Offering

On March 31, 2026, the Company completed the Third Tranche of the Offering, issuing, in aggregate, 10,750,927 Units at a price of $0.12 per Unit, including (i) 3,745,667 Units under the Third Tranche; and (ii) 7,005,260 Units issued to certain Creditors in connection with the Debt Settlement.

Under the Offering, each Unit consists of one Common Share and one Common Share purchase warrant of the Company ("**Warrant**"), each whole Warrant entitling the holder to purchase one additional Common Share at an exercise price of $0.18 per Common Share for a period of two years following the issue date.

All of the securities issued under the Third Tranche are subject to a four-month and one-day statutory hold period. In connection with the Third Tranche, the Company paid an aggregate of $13,444 in finder's fees and issued, in aggregate, 48,020 finder's warrants, entitling the holder thereof to purchase one Common Share at a price of $0.18 for a period of 24 months following the issue date.

Insider Participation

The issuance of 200,000 Units, in aggregate, to an insider of the Company under the Third Tranche constitutes a "related party transaction" within the meaning of Multilateral Instrument 61-101 – *Protection of Minority Securityholders in Special Transactions* ("**MI 61-101**"), requiring the Company, in the absence of exemptions, to obtain a formal valuation and minority shareholder approval of the related party transactions. Pursuant to Sections 5.5(b) and 5.7(1)(a) of MI 61-101, the Company relied on exemptions from the formal valuation and minority shareholder approval requirements, respectively, as in addition to the Company's Common Share not being listed on a specified market, neither the fair market value of the Units nor the consideration for such Units, insofar as it involves the insider, 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.

The Offering and Debt Settlement were unanimously approved by the Company's board of directors, who were independent for the purposes thereof. In connection with the Debt Settlement, the Company entered into a securities for debt agreement with the "related party", which included standard terms and conditions in respect of such related party's participation. The Company confirms it will send a copy of this material change report to any shareholder of the Company who requests it.

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 7, 2026.