



REPLENISH NUTRIENTS HOLDING CORP. BUSINESS CODE OF CONDUCT

1. Introduction

Replenish Nutrients Holding Corp. and its wholly owned subsidiaries Replenish Nutrients Ltd. and EarthRenew Strathmore Inc. (the "Company") is committed to maintaining the highest standards of integrity, professionalism, and ethical conduct in all aspects of its business operations. This Business Code of Conduct (the "Code") outlines the principles and standards that all employees, officers, directors, contractors, consultants, vendors, and third parties associated with the Company (collectively "stakeholders") are expected to adhere to.

2. Compliance with Laws and Regulations

Stakeholders must comply with all applicable laws, regulations, and Company policies in all jurisdictions where the Company operates.

3. Ethical Conduct

Stakeholders must conduct themselves with honesty, integrity, and transparency in all business dealings and interactions.

4. Conflicts of Interest

Stakeholders must avoid conflicts of interest between their personal, financial, or professional interests and those of the Company.

Any actual or potential conflicts of interest must be disclosed to the appropriate supervisor, manager, the Company's Chief Financial Officer or the Company's Audit Committee Chair.

5. Confidentiality

Stakeholders must maintain the confidentiality of all proprietary, confidential, and sensitive information belonging to the Company, its clients, customers, vendors, and employees.

Confidential information should not be disclosed to unauthorized individuals or used for personal gain.

6. Insider Trading

Stakeholders who have access to material, non-public information about the Company or other companies must not engage in insider trading or provide such information to others. Further, no employee, officer, director, contractor, consultant, vendor, or third party associated with the Company who have non-public information are permitted to trade in the Company's securities in the same month the Company files its quarterly or annual financial statements.

7. Fair Competition

Stakeholders must promote fair and open competition and comply with all antitrust and competition laws. Unfair business practices, such as price-fixing, bid-rigging, and market allocation, are strictly prohibited.



8. Anti-Bribery and Corruption

Stakeholders must not offer, promise, or provide anything of value to any person, including government officials and private individuals, to obtain or retain business or gain an improper advantage.

9. Gifts and Entertainment

Stakeholders must comply with the Company's policy on gifts and entertainment, which prohibits the giving or receiving of gifts, meals, or entertainment that could influence business decisions or create the appearance of impropriety.

10. Discrimination and Harassment

The Company is committed to providing a work environment free from discrimination, harassment, and retaliation.

Stakeholders must treat all colleagues, clients, customers, vendors, and third parties with respect and dignity, regardless of race, color, religion, gender, sexual orientation, age, disability, or any other characteristic protected by law.

11. Health and Safety

Stakeholders must comply with all health and safety regulations and take reasonable precautions to prevent accidents and injuries in the workplace.

12. Environmental Responsibility

Stakeholders must conduct business in a manner that recognizes environmental impact and promotes sustainable practices.

13. Laws and Regulations

Stakeholders shall abide by all laws and regulations in effect in the Company's operating jurisdictions. Stakeholders will also take reasonable steps and care to ensure that Company vendors are abiding by Section 11 of Canada's Fighting Against Forced Labour and Child Labour in Supply Chains Act (the "Act") to prevent and reduce the risk that Modern Slavery (as defined in the Company's published statement on Modern Slavery) is used at any step of the production of goods in Canada or elsewhere or of goods imported into Canada.

14. Reporting Violations

Stakeholders who become aware of any violations of this Code, Company policies, or applicable laws and regulations must report them promptly to their supervisor, manager, the Chief Financial Officer, or the Audit Committee Chair.

The Company prohibits retaliation against stakeholders who report violations in good faith.

15. Consequences of Non-Compliance

Violations of this Code may result in disciplinary action, up to and including termination of employment. Serious violations may also result in civil or criminal penalties for both the individual and the Company.



16. Review and Amendment

This Code will be reviewed periodically and updated as necessary to ensure its effectiveness and compliance with relevant laws and regulations.

Acknowledgement

I have read and understood the Business Code of Conduct of Replenish Nutrients Holding Corp. and agree to comply with its provisions.

Stakeholder Name:

Date: