



REPLENISH NUTRIENTS HOLDING CORP WHISTLEBLOWER POLICY

1. Introduction

This Whistleblower Policy (the "Policy") is established to provide a framework for employees, stakeholders, and third parties to report any unethical, illegal, or improper conduct within Replenish Nutrients Holding Corp. and its wholly-owned subsidiaries Replenish Nutrients Ltd. and EarthRenew Strathmore Inc. (the "Company") without fear of retaliation.

2. Purpose

The purpose of this Policy is to:

- Encourage individuals to report any unethical, illegal, or improper conduct within the Company.
- Provide a secure and confidential mechanism for individuals to report such conduct.
- Protect whistleblowers from retaliation for reporting in good faith.

3. Scope

This Policy applies to all employees, officers, directors, contractors, consultants, and third parties associated with the Company.

4. Reporting Procedure

a. Reporting Channels:

- Reports can be made anonymously or non-anonymously through the following channels:
 - Direct supervisor or manager
 - Independent Audit Committee Chair or other board director as appropriate

b. Contents of Report:

The report should include:

- A detailed description of the unethical, illegal, or improper conduct.
- Names of individuals involved, if known.
- Relevant dates, times, and locations.
- Any supporting documentation or evidence.

5. Confidentiality

All reports made under this Policy will be treated confidentially to the extent possible, considering the need to conduct a thorough investigation.

Only those individuals involved in the investigation will have access to the information provided.



6. Non-Retaliation

The Company prohibits retaliation against any individual who reports unethical, illegal, or improper conduct in good faith.

Any acts of retaliation will be subject to disciplinary action, up to and including termination of employment or removal from the Board of Directors

7. Investigation Procedure

Upon receipt of a report, the Company will promptly investigate the allegations in a fair and impartial manner.

The investigation will be conducted by the Audit Committee Chair or an appropriate independent 3rd party as determined by the Audit Committee.

Whistleblowers may be contacted for additional information during the investigation.

8. Resolution and Corrective Action

Upon completion of the investigation, appropriate corrective action will be taken if wrongdoing is substantiated.

Whistleblowers will be informed of the outcome of the investigation to the extent possible without compromising confidentiality.

9. False Reports

Knowingly making false accusations under this Policy is prohibited and may result in disciplinary action, up to and including termination of employment or removal from the Board of Directors

10. Review and Amendment

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

11. Contact Information

For further information or to report any unethical, illegal, or improper conduct, please contact:

The Company's Chief Financial Officer and/or the Company's Audit Committee Chair



Acknowledgement

I acknowledge that I have read and understood the Whistleblower Policy of Replenish Nutrients Holding Corp. and agree to comply with its provisions.

Name:

Date: