

Veji Closes Private Placement and Announces the Change of Director

Vancouver, British Columbia – February 19, 2025 – Veji Holdings Ltd. (CSE:VEJI.X) (OTC Pink: VEJIF) (“**Veji**” or the “**Company**”) announces that further to its initial news release on [January 24, 2025](#), the Company has closed the non-brokered private placement and issued 600,000 common shares (the “**Common Shares**”) at a price of \$0.50 per Common Share, for gross proceeds to the Company of \$300,000 (the “**Private Placement**”).

Proceeds received from the Private Placement will be used for general working capital and corporate purposes.

No finder’s fees were paid on the Private Placement. All securities issued are subject to a statutory hold period of four months and one day from issuance which will expire on June 20, 2025. In addition to the statutory hold period, the Shares issued will be subject to an additional hold period of six months commencing from the date of issuance which will expire on August 19, 2025.

MI 61-101 Disclosure

Two directors of the Company participated in the Private Placement in the amount of CAD\$30,000. The participation by such insiders is considered a “related-party transaction” within the meaning of Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions (“MI 61-101”). The Company has relied on exemptions from the formal valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101 in respect of related party participation in the Private Placement as neither the fair market value (as determined under MI 61-101) of the subject matter of, nor the fair market value of the consideration for, the transaction, insofar as it involved the related parties, exceeded 25% of the Company’s market capitalization (as determined under MI 61- 101).

Change of Directors

The Company is also pleased to announce the appointment of Keith Ebert to its Board of Directors, effective immediately.

Mr. Ebert brings extensive experience in the Canadian investment sector, having served as an analyst and later as Senior Vice President of Investment Banking, where he advised companies across various industries including technology, biotechnology, mining, and oil & gas. Mr. Ebert has also held senior management roles in corporate development within both the mining and oil & gas sectors.

The CSE has neither approved nor disapproved the contents of this news release. Neither the CSE nor its Market Regulator (as that term is defined in the policies of the CSE) accepts responsibility for the adequacy or accuracy of this release.

This news release does not constitute an offer to sell or a solicitation of an offer to sell any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

About the Company

The Company is a reporting issuer in Canada and is listed on the Canadian Securities Exchange under the symbol "VEJI" and on the OTC under the symbol "VEJIF".

For more information, please visit www.VejiHoldings.com.

On Behalf of the Board of Directors

"Guy Bourgeois"

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Forward-Looking Information

This news release contains forward-looking information which is not comprised of historical facts. Forward-looking information is characterized by words such as "plan", "expect", "project", "intend", "believe", "anticipate", "estimate" and other similar words, or statements that certain events or conditions "may" or "will" occur. Forward-looking information involves risks, uncertainties and other factors that could cause actual events, results, and opportunities to differ materially from those expressed or implied by such forward-looking information. Factors that could cause actual results to differ materially from such forward-looking information include, but are not limited to, changes in the state of equity and debt markets, fluctuations in commodity prices, delays in obtaining required regulatory or governmental approvals, and includes those risks set out in the Corporation's management's discussion and analysis as filed under the Corporation's profile at www.sedarplus.ca. Forward-looking information in this news release is based on the opinions and assumptions of management considered reasonable as of the date hereof, including that all necessary governmental and regulatory approvals will be received as and when expected. Although the Corporation believes that the assumptions and factors used in preparing the forward-looking information in this news release are reasonable, undue reliance should not be placed on such information. The Corporation disclaims any intention or obligation to update or revise any forward-looking information, other than as required by applicable securities laws.