

## REPORT UNDER PART 3

### NATIONAL INSTRUMENT 62-103

#### The Early Warning System and Related Take-over Bid Reporting Issues

#### 1. Security and Reporting Issuer

**1.1** *State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.*

The designation of securities to which this report relates is common shares of Vejii Holdings Ltd. (the "Issuer").

The Issuer's address is:

106 - 460 Doyle Avenue  
Kelowna, British Columbia V1Y 0C2

**1.2** *State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.*

Not applicable.

#### 2. Identity of the Acquiror:

**2.1** *State the name and address of the acquiror.*

Dharamvir (Darren) Gill ("Gill")  
1280 Jack Smith Road  
Kelowna, British Columbia V1W 5N1

**2.2** *State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.*

The Issuer became a reporting issuer, as defined in the *Securities Act* (British Columbia) as amended, upon receiving a receipt (the "Receipt") for its final prospectus on October 27, 2021.

**2.3** *State the names of any joint actors.*

Not applicable.

### **3. Interest in Securities of the Reporting Issuer**

#### ***3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file the report and the change in the acquiror's securityholding percentage in the class of securities.***

Prior to the issuance of the Receipt, Gill had control and direction of 5,640,000 common shares of the Issuer, share purchase warrants for the purchase of an additional 4,050,015 common shares of the Issuer and direct ownership of stock options for the purchase of an additional 2,500,000 common shares of the Issuer. See section 3.4.

#### ***3.2 State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file the report.***

Gill acquired control and direction of the 5,640,000 common shares and the 4,050,015 share purchase warrants and acquired direct ownership of the 2,500,000 stock options that triggered the requirement to file this report.

#### ***3.3 If the transaction involved a securities lending arrangement, state that fact.***

Not applicable.

#### ***3.4 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.***

Immediately prior to the transaction that triggered the requirement to file this report, Gill had control and direction of 5,640,000 common shares of the Issuer, representing approximately 6.63% of the issued and outstanding common shares on a non-diluted basis. Gill also had control and direction of share purchase warrants allowing for the purchase of an additional 4,050,015 common shares of the Issuer and had direct ownership of stock options allowing for the purchase of an additional 2,500,000 common shares of the Issuer. If the share purchase warrants and stock options were exercised in full, Gill would have control and direction and direct ownership of a total of 12,190,015 common shares of the Issuer, or approximately 13.30% of the Issuer's then issued and outstanding common share capital.

Immediately after the transaction that triggered the requirement to file this report, Gill had control and direction of an aggregate of 5,640,000 common shares and direct ownership of 250,000 common shares, representing approximately 5.81% of the issued and outstanding common shares, on a non-diluted basis, and control and direction over share purchase warrants exercisable into 4,050,015 common shares and direct ownership of stock options exercisable into 2,500,000 common shares. If the share purchase warrants and stock options were exercised in full, Gill would have control and direction and direct ownership of a total of 12,440,015 common shares of the Issuer, or approximately 11.52% of the Issuer's then issued and outstanding common share capital, assuming no other common shares of the Issuer are issued.

#### ***3.5 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which***

***(a) the acquiror, either alone or together with any joint actors, has ownership and control,***

Gill alone has control and direction of 5,640,000 common shares and has direct ownership of 250,000 common shares, representing approximately 5.81% of the issued and outstanding common shares of the Issuer and alone has control and direction over share purchase warrants exercisable into 4,050,015 common shares and has direct ownership of stock options exercisable into 2,500,000 common shares of the Issuer. Upon the exercise of the share purchase warrants and stock options in full, Gill would have control and direction or direct ownership of a total of 12,440,015 common shares of the Issuer, or approximately 11.52% of the Issuer's then issued and outstanding common share capital, assuming no other common shares of the Issuer are issued. See item 3.4 above.

***(b) the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and***

Not applicable.

***(c) the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.***

Not applicable.

***3.6 If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.***

Not applicable.

***3.7 If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.***

Not applicable.

***3.8 If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.***

Not applicable.

#### **4. Consideration Paid**

***4.1 State the value, in Canadian dollars, of any consideration paid or received per security and in total.***

Of the common shares for which Gill has control and direction or direct ownership, a total of 4,840,000 were issued at a price of \$0.01 per common share, 800,000 were issued at a price of \$0.10 per common share and 250,000 were issued at a deemed price of \$0.35 per common share, for total consideration of \$215,900.

**4.2** *In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.*

See 4.1 above.

**4.3** *If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.*

A total of 250,000 common shares of the Issuer were issued to Gill on the achievement of the listing of the Issuer's shares on the Canadian Securities Exchange.

## **5. Purpose of the Transaction**

*State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have.*

The common shares were acquired for investment purposes. Gill may acquire additional securities or dispose of existing securities on the basis of Gill's assessment of market conditions and in compliance with applicable securities regulatory requirements.

## **6. Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer**

*Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.*

The common shares and share purchase warrants are subject to escrow pursuant to the terms of an escrow agreement entered into as of September 20, 2021 between the Issuer, Odyssey Trust Company and certain other shareholders of the Issuer, which is available for review on the SEDAR website at [www.sedar.com](http://www.sedar.com). In addition, all of the common shares, share purchase warrants and stock options for which Gill has control and direction or direct ownership of, are subject to a voluntary escrow agreement dated September 24, 2021.

**7. Change in material fact**

*If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.*

Not applicable.

**8. Exemption**

*If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.*

Not applicable.

**9. Certification**

I, as the acquiror, certify, or I, as the agent filing this report on behalf of an acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

Dated this 5th day of November, 2021.

*"Darren Gill"*

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Dharamvir (Darren) Gill