

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 ("**Shares**") of Veji 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.*

Kory Zelickson ("**Zelickson**")
2259-3151 Lakeshore Rd., Kelowna BC V1W 3S9

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.*

On April 27, 2023 Zelickson acquired beneficial ownership and control of 13,501,594 common shares (the "**Shares**") of the Issuer at a deemed price of \$0.05 per Share, pursuant to a shares for debt settlement.

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.

On April 27, 2023, Zelickson acquired beneficial ownership and control of 13,501,594 Shares of the Issuer, resulting in Zelickson having beneficial ownership and control of 18,982,684 Shares of the Issuer representing approximately 34.95% of the Issuer's issued and outstanding Shares. Previous to this acquisition, Zelickson had beneficial ownership and control of 5,481,090 Shares of the Issuer, representing approximately 19.17% of the Issuer's then issued and outstanding Shares. See section 3.4 below.

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.

Zelickson has ownership and control over the Shares 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, Zelickson had beneficial ownership and control of 5,481,090 Shares of the Issuer, representing approximately 19.17% of the issued and outstanding Shares on a non-diluted basis. Zelickson also had beneficial ownership and control of share purchase warrants allowing for the purchase of an additional 5,368,750 Shares of the Issuer and stock options allowing for the purchase of an additional 625,000 Shares of the Issuer. If the share purchase warrants and stock options were exercised in full, Zelickson would beneficial ownership and control of 11,474,840 Shares of the Issuer, or approximately 33.19% of the Issuer's then issued and outstanding Share capital.

Immediately after the transaction that triggered the requirement to file this report, Zelickson had beneficial ownership and control of an aggregate of 18,982,684 Shares, representing approximately 34.95% of the issued and outstanding Shares, on a non-diluted basis, and share purchase warrants exercisable into 5,368,750 Shares and stock options exercisable into 625,000 Shares. If the share purchase warrants and stock options were exercised in full, Zelickson would have beneficial ownership and control of 24,976,434 Shares of the Issuer, or approximately 41.42% of the Issuer's then issued and outstanding Share capital, assuming no other 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,

Zelickson alone has beneficial ownership and control over 18,982,684 Shares representing approximately 34.95% of the issued and outstanding Shares and share purchase warrants exercisable into 5,368,750 Shares and stock options exercisable into 625,000 Shares of the Issuer. Upon the exercise of the share purchase warrants and stock options in full, Zelickson would have beneficial ownership and control of 24,976,434 Shares of the Issuer, or approximately 41.42% of the Issuer's then issued and outstanding Share capital, assuming no other 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.

The 13,501,594 Shares were acquired by Zelickson in settlement of debt owed to Zelickson by the Issuer and were issued at a deemed price of \$0.05 per Share, for total deemed consideration of \$675,079.70.

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.

The Shares were acquired by Zelickson in exchange for debt owed to Zelickson by the Issuer.

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 Shares were acquired by Zelickson in exchange for debt owed to Zelickson by the Issuer. Zelickson may acquire additional securities or dispose of existing securities on the basis of Zelickson'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.

Certain previously issued securities of the Issuer held by Zelickson are subject to escrow pursuant to the terms of an escrow agreement between the Issuer, Odyssey Trust Company and certain other shareholders of the Issuer.

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 1st day of May, 2023.

Kory Zelickson