

**FORM 51-102F3**  
**MATERIAL CHANGE REPORT**

**Item 1 Name and Address of Company**

Veji Holdings Ltd. ("**Company**")  
2500 - 666 Burrard Street  
Vancouver, BC V6C 2X8

**Item 2 Date of Material Change**

October 10, 2023

**Item 3 News Release**

The Company issued a news release on October 10, 2023 that was disseminated via Business Wire and filed on SEDAR+.

**Item 4 Summary of Material Change**

The Company has applied for and received a revocation of its failure-to-file cease trade order (the "**FCCTO**") issued by the British Columbia Securities Commission and the Ontario Securities Commission on May 8, 2023 under National Policy 11-207 - *Failure-to-File Cease Trade Orders and Revocations in Multiple Jurisdictions*.

**Item 5 Full Description of Material Change**

**5.1 Full Description of Material Change**

The Company has applied for and received a revocation of its failure-to-file cease trade order (the "**FCCTO**") issued by the British Columbia Securities Commission and the Ontario Securities Commission on August 2, 2019 under National Policy 11-207 - *Failure-to-File Cease Trade Orders and Revocations in Multiple Jurisdictions*.

The FCCTO was issued as a result of the Company's failure to file the following continuous disclosure materials within the timeframe stipulated by the applicable legislation:

- audited annual financial statements for the year ended December 31, 2022;
- management's discussion and analysis relating to the audited annual financial statements for the year ended December 31, 2022; and
- certification of the foregoing filings as required by *National Instrument 52-109 - Certification of Disclosure in Issuers' Annual and Interim Filings*

(collectively, the "**Annual Filings**").

The Company filed the Annual Filings on August 9, 2023 and subsequently made an application to the British Columbia Securities Commission and the Ontario Securities Commission to revoke the FCCTO. The Company is currently coordinating the resumption of trading of its common shares with the Canadian Securities Exchange and will provide shareholders with an update in due course.

## **5.2 Disclosure for Restructuring Transactions**

Not applicable.

## **Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102**

Not applicable.

## **Item 7 Omitted Information**

Not applicable.

## **Item 8 Executive Officer**

The name and business telephone number of an executive officer of the Company who is knowledgeable about the material change and this material change report is:

Kory Zelickson  
Chief Executive Officer  
(250) 300-5103

## **Item 9 Date of Report**

October 10, 2023