

51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Veji Holdings Ltd. (the “**Company**”)
507-460 Doyle Ave, Unit 106
Kelowna, BC
V1Y 0C2

Item 2 Date of Material Change

February 1, 2024

Item 3 News Release

The news release dated February 2, 2024, was disseminated through Stockwatch.

Item 4 Summary of Material Change

On February 1, 2024, the Company completed a consolidation (the “**Consolidation**”) of the Company’s issued and outstanding shares on the basis of twenty-five (25) pre-consolidation common shares for every one (1) post-consolidation common share (the “**Consolidation Ratio**”). The shares began trading on a post-Consolidation basis on the CSE at the opening of markets on February 1, 2024. The Company currently has 2,172,442 common shares outstanding after completion of the Consolidation, after rounding and the elimination of any fractional shares resulting from the Consolidation. The number and exercise price of outstanding stock options and warrants of the Company will similarly be adjusted by the Consolidation Ratio.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

See Item 4 above and the attached news release for a full description of the material change.

5.2 Disclosure for Restructuring Transactions

N/A

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

N/A

Item 7 Omitted Information

None.

Item 8 Executive Officer

Kory Zelickson, Chief Executive Officer and Director, 1-800-473-5548

Item 9 Date of Report

February 7, 2024

Veji Completes Shares Consolidation

VANCOUVER, BC, February 2, 2024 – Veji Holdings Ltd. (“**Veji**” or the “**Company**”) (CSE: VEJI.X; OTC: VEJIF) is pleased to announce, further to its news release dated January 19, 2024, that the Company has completed a consolidation (the “**Consolidation**”) of the Company’s issued and outstanding shares on the basis of twenty-five (25) pre-consolidation common shares for every one (1) post-consolidation common share (the “**Consolidation Ratio**”). The shares began trading on a post-Consolidation basis on the CSE at the opening of markets on February 1, 2024. The Company currently has 2,172,442 common shares outstanding after completion of the Consolidation, after rounding and the elimination of any fractional shares resulting from the Consolidation. The number and exercise price of outstanding stock options and warrants of the Company will similarly be adjusted by the Consolidation Ratio.

The new ISIN number for the post-consolidation shares is CA92261K2056. The Company will not be changing its name or trading symbol in conjunction with the Consolidation.

Registered holders of Shares (“**Registered Holders**”) do not need to take any action. The Company’s transfer agent, Odyssey Trust Company, will send to all Registered Holders a notice under the direct registration system indicating the number of Shares that they hold as a result of the Consolidation. Non-registered shareholders will have their brokerage accounts automatically updated to reflect the Consolidation.

ON BEHALF OF THE BOARD OF DIRECTORS:

Kory Zelickson, Director and CEO

About Veji Holdings Ltd.

The Company is a reporting issuer in Canada and is listed on the Canadian Securities Exchange under the symbol “VEJI.X” and on the OTC under the symbol “VEJIF”. For more information, please visit www.VejiHoldings.com

For investor inquiries or further information, contact: 250-300-5103 or ir@vejiholdings.com

Forward-Looking Statements

This news release contains certain forward-looking statements. The use of the word “expected”, “projected”, “pursuing”, “plans” and similar expressions are intended to identify forward-looking statements. Forward-looking statements in this news release include statements regarding the Consolidation. The forward-looking statements are made as at the date hereof and the Company disclaims any intent or obligation to publicly update any forward-looking statements, where because of new information, future events or results, or otherwise, except as required by applicable securities laws.

The Canadian Securities Exchange has not reviewed, approved or disapproved the contents of this press release, and does not accept responsibility for the adequacy or accuracy of this release.