

51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company
Veji Holdings Ltd. (the “**Company**”)
6th Floor, 905 West Pender Street
Vancouver, BC
V6C 1L6

Item 2 Date of Material Change

February 23, 2024

Item 3 News Release

The news release dated February 23, 2024, was disseminated through Stockwatch.

Item 4 Summary of Material Change

On February 23, 2024, the Company closed its previously announced non-brokered private placement (the “**Private Placement**”) of 1,700,000 common shares (each, a “**Common Share**”) at a purchase price of \$0.05 per Common Share, for gross proceeds of \$85,000.

The net proceeds from the Private Placement are expected to be used for general working capital and corporate purposes.

Finder’s fees consisting of 170,000 Common Shares and 170,000 finder’s warrants were issued in connection with the Private Placement. Each finder’s warrant is exercisable at \$0.05 for a period of 18 months from the date of issuance.

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 29, 2024

NOT FOR DISSEMINATION IN THE UNITED STATES OR FOR DISTRIBUTION TO U.S. WIRE SERVICES

Veji Closes Non-Brokered Private Placement

VANCOUVER, BC, February 23, 2024 – Veji Holdings Ltd. (“**Veji**” or the “**Company**”) (CSE: VEJI.X; OTC: VEJIF) is pleased to announce that it has closed its previously announced non-brokered private placement (the “**Private Placement**”) of 1,700,000 common shares (each, a “**Common Share**”) at a purchase price of \$0.05 per Common Share, for gross proceeds of \$85,000.

The net proceeds from the Private Placement are expected to be used for general working capital and corporate purposes.

Finder’s fees consisting of 170,000 Common Shares and 170,000 finder’s warrants were issued in connection with the Private Placement. Each finder’s warrant is exercisable at \$0.05 for a period of 18 months from the date of issuance.

All securities issued in connection with the Private Placement are subject to a statutory hold period expiring four months and one day from issuance.

The securities offered have not been registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements. This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in the United States or in any other jurisdiction in which such offer, solicitation or sale would be unlawful.

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 use of proceeds from the Private Placement. 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.