

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

**Item 1 Name and Address of Company**

Veji Holdings Ltd. (the “**Company**”)  
6<sup>th</sup> Floor, 905 West Pender Street  
Vancouver, BC  
V6C 1L6

**Item 2 Date of Material Change**

April 5, 2024

**Item 3 News Release**

The news release dated April 5, 2024 was disseminated through Stockwatch.

**Item 4 Summary of Material Change**

On April 5, 2024, the Company settled an aggregate of \$112,500 in debt through the issuance of 1,874,998 common shares of the Company at a price of \$0.06 per share.

**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**

Stephen Wall, Chief Executive Officer and Director, 1-800-473-5548

**Item 9 Date of Report**

April 9, 2024

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

### **Veji Announces Completion of Debt Settlements**

VANCOUVER, BC, April 5, 2024 – Veji Holdings Ltd. (“**Veji**” or the “**Company**”) (CSE: VEJI.X; OTC: VEJIF) is pleased to announce, further to its news release dated March 22, 2024, that it has settled (the “**Debt Settlement**”) an aggregate of \$112,500 in debt (the “**Debt**”) through the issuance of 1,874,998 common shares of the Company at a price of \$0.06 per share.

All securities issued in connection with the Debt Settlement are subject to a statutory hold period of four months and one day from the date of issuance.

\$65,000 of the Debt (the “**Insider Debt**”) was held by companies wholly-owned by Amar Purewal and Ryan Hounjet (together, the “**Insiders**”), who are both insiders of the Company, and, accordingly, the portions of the Debt Settlement (the “**Insider Debt Settlements**”) relating to the Insider Debt constituted “related party transactions”, as such term is defined in Multilateral Instrument 61-101 – *Protection of Minority Shareholders in Special Transactions* (“**MI 61-101**”). In completing the Insider Debt Settlements, the Company relied on exemptions from the formal valuation and minority shareholder approval requirements of MI 61-101, on the basis that the fair market value of the Insider Debt did not constitute more than 25% of the Company’s market capitalization (as determined in accordance with s. 5.7(a) of MI 61-101).

1. *The securities pursuant to the Debt Settlement were not and will not be 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.*

### **About the Company**

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

### **Contact Information**

Stephen Wall  
Director and CEO  
Telephone: 1-800-473-5548  
Email: [ir@vejiholdings.com](mailto:ir@vejiholdings.com)

*The Canadian Securities Exchange has not reviewed and does not accept responsibility for the accuracy or adequacy of this release.*