

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 Changes

April 4 and 5, 2024

Item 3 News Release

The news release dated April 4, 2024, was disseminated through Stockwatch.

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

Item 4 Summary of Material Changes

On April 4, 2024, Kory Zelickson resigned from his positions as a director and chief executive officer of the Company, and Dharamvir Gill resigned from his positions as a director, chief operating officer, president and secretary of the Company. The Company appointed Stephen Wall, a current director of the Company, as its chief executive officer.

On April 5, 2024, the Company completed settled 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.

Item 5 Full Description of Material Changes

5.1 Full Description of Material Changes

See Item 4 above and the respective news releases for full descriptions of the material changes.

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 11, 2024