

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

May 2, 2024

Item 3 News Release

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

Item 4 Summary of Material Change

On May 2, 2024, the Company settled an aggregate of \$73,272 in debt through the issuance of 1,332,220 common shares of the Company at a price of \$0.055 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

May 3, 2024



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

Veji Announces Completion of Debt Settlement

VANCOUVER, BC, May 3, 2024 – Veji Holdings Ltd. (“**Veji**” or the “**Company**”) (CSE: VEJI.X; OTC: VEJIF) is pleased to announce, further to its news release dated April 23, 2024, that it has settled (the “**Debt Settlement**”) an aggregate of \$73,272 in debt (the “**Debt**”) through the issuance of 1,332,220 common shares of the Company at a price of \$0.055 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.

The securities issued 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.

Contact Information

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