

**Form 51-102F3**  
**Material Change Report**

**Item 1**      **Name and Address of Company**

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

**Item 2**      **Date of Material Change**

December 13, 2024

**Item 3**      **News Release**

A news release disclosing the material change was disseminated on December 13, 2024 (the "News Release") through the facilities of The Newswire and subsequently filed on the System for Electronic Document Analysis and Retrieval at [www.sedarplus.ca](http://www.sedarplus.ca) ("SEDAR+").

**Item 4**      **Summary of Material Change**

On December 13, 2024, the Issuer closed a non-brokered private placement and issued 4,000,000 units (each, a "Unit") at a price of \$0.05 per Unit for gross proceeds to the Company of \$200,000 (the "Private Placement").

**Item 5**      **Full Description of Material Change**

**Item 5.1**      **Full Description of Material Change**

On December 13, 2024, the Issuer closed the Private Placement. Each Unit is comprised of one common share of the Company (a "**Common Share**") and one-half of one common share purchase warrant (with two such half warrants equaling one whole "**Warrant**"). Each Warrant will entitle the holder thereof to purchase one additional Common Share in the capital of the Company at a price of \$0.06 per Common Share for a period of thirty-six (36) months from the date of issuance.

Proceeds received from the Private Placement will be used for general working capital and corporate purposes.

No finder's fees were paid on the Private Placement. All securities issued are subject to a statutory hold period of four months and one day from issuance which will expire on April 14, 2025.

**Item 5.2**      **Disclosure for Restructuring Transactions**

Not applicable.

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

Not applicable.

**Item 7            Omitted Information**

Not applicable.

**Item 8            Executive Officer**

Stephen Wall, Chief Executive  
Officer Telephone:604-687-2038

**Item 9            Date of Report**

December 17, 2024