

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

Veji Holdings Ltd. (the “**Issuer**”)
6th Floor, 905 West Pender Street
Vancouver, BC V6C 1L6

Item 2 Date of Material Change

December 20, 2024

Item 3 News Release

A news release disclosing the material change was disseminated on December 20, 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 (“**SEDAR+**”).

Item 4 Summary of Material Change

The Issuer announced the appointment of Mr. Guy Bourgeois as a new director and chief executive officer (“**CEO**”) of the Issuer, with immediate effect.

The Issuer also announced the resignation of Mr. Stephen Wall as a director and CEO of the Issuer, with immediate effect.

Item 5 Full Description of Material Change

Item 5.1 Full Description of Material Change

The Issuer announced the appointment of Mr. Guy Bourgeois as a new director and CEO of the Issuer, with immediate effect.

Mr. Bourgeois has spent the past 30 years contributing to the success of numerous innovative companies as an owner, investor, advisor, and board member. He brings extensive expertise in raising capital, securing government grants, driving global business development, and crafting effective business strategies. With decades of board experience, Mr. Bourgeois is a seasoned professional specializing in commercial growth and the advancement of innovative and disruptive technologies.

Additionally, the Issuer announced the resignation of Mr. Stephen Wall as a director and CEO of the Issuer, with immediate effect. The Issuer would like to thank Mr. Wall for his contributions to the Company and wishes her all the best with her future endeavors.

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

Guy Bourgeois, Chief Executive
Officer Telephone: 604-687-2038

Item 9 Date of Report

December 20, 2024