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## VSBLTY ANNOUNCES NON-BROKERED PRIVATE PLACEMENT OF UNITS

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

**PHILADELPHIA, PA., March 06, 2025 — VSBLTY Groupe Technologies Corp.** (the “**Company**” or “**VSBLTY**”) (OTCQB:VSBGF) (CSE: VSBY) (Frankfurt 5VS), is pleased to announce that it intends to complete a non-brokered private placement of up to 22,000,000 units of the Company (the “**Units**”) at a price of CAD \$0.135 per Unit for gross proceeds of up to CAD \$2,970,000 (the “**Offering**”). Each Unit will consist of one common share of the Company (a “**Common Share**”) and one common share purchase warrant (a “**Warrant**”).

Each Warrant will entitle the holder thereof to purchase one additional Common Share (a “**Warrant Share**”) at a price of CAD \$0.29 per Warrant Share for a period of three (3) years from the date of issuance, subject to an accelerated expiry clause (the “**Acceleration Clause**”). Pursuant to the Acceleration Clause, if the Common Shares of the Company close at or above CAD \$0.40 for thirty (30) consecutive trading days on the Canadian Securities Exchange (“**CSE**”), then the Company may accelerate the expiry date of the Warrants by issuing a news release announcing the accelerated Warrant term, pursuant to which the Warrants will expire on the 30th calendar day after the date of such news release.

Closing of the Offering is subject to a number of conditions, including receipt of all necessary corporate and regulatory approvals, including the CSE. All securities issued in connection with the Offering will be subject to a statutory hold period of four months plus a day from the date of issuance in accordance with applicable securities legislation. The Company may, at its discretion, elect to close the Offering in one or more tranches. The Company may pay finder's fees on the Offering within the amount permitted by the policies of the CSE.

The net proceeds of the Offering will be used for general working capital purposes.

Participation by insiders of the Company in the Offering will constitute a related party transaction as defined in Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”). The Company intends to rely on exemptions from the formal valuation and minority shareholder requirements provided under sections 5.5(a) and 5.7(1)(a) of MI 61-101 on the basis that neither the fair market value of the securities to be issued under the Offering nor the consideration to be paid by insiders of the Company will exceed 25% of the Company's market capitalization.

*On Behalf of the Board of VSBLTY Groupe Technologies Corp.*

"Jay Hutton"  
CEO & Director



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## Investor Relations

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## About VSBLTY (<http://vsblty.net/>)

Headquartered in Philadelphia, VSBLTY (OTCQB: VSBGF) (CSE: VSBY) (Frankfurt: 5VS) (OTC: VSBGF) (“**VSBLTY**”) is the world leader in Proactive Digital Display™, which transforms retail and public spaces as well as place-based media networks with SaaS-based audience measurement and security software that uses artificial intelligence and machine learning. Its proprietary technology effectively integrates with other digital retail solutions, including QR codes and mobile applications. The firm is also recognized for its leadership role in the growing Store as a Medium movement that enables brands to reach customers when and where buying decisions are being made while producing a new revenue stream for retailers.

## FORWARD LOOKING INFORMATION STATEMENT

This release may contain forward-looking statements. Forward-looking statements are statements that are not historical facts and are generally, but not always, identified by the words "expects", "plans", "anticipates", "believes", "intends", "estimates", "projects", "potential" and similar expressions, or that events or conditions "will", "would", "may", "could" or "should" occur. Forward-looking statements may include, without limitation, statements relating to the Offering and the use of proceeds therefrom. The forward-looking statements contained in this press release are expressly qualified in their entirety by this cautionary statement. All forward-looking statements in this press release are made as of the date of this press release. The forward-looking statements contained herein are also subject generally to assumptions and risks and uncertainties that are described from time to time in the Company's public securities filings with the Canadian securities commissions. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results may differ materially from those in forward looking statements. The Company expressly disclaims any intention or obligation to update or revise any forward-looking statements whether as a result of new information, future events or otherwise.

The securities issued pursuant to the Offering have not, nor will they be registered under the United States Securities Act of 1933, as amended, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons in the absence of U.S. registration or an applicable exemption from the U.S. registration requirements. This news 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.



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*The Canadian Securities Exchange does not accept responsibility for the adequacy or accuracy of this release. The Canadian Securities Exchange has neither approved nor disapproved the contents of this press release.*