

## **51-102F3 MATERIAL CHANGE REPORT**

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

#### **VSBLTY GROUPE TECHNOLOGIES CORP.**

#300 – 417 North 8th Street  
Philadelphia, Pennsylvania  
19123

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

December 2, 2019

### **Item 3 News Release**

A news release was issued in Vancouver, British Columbia on December 2, 2019

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

VSBLTY Retains CHF Capital Markets

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

**The Company announced that it has engaged CHF Capital Markets (“CHF”), a highly-regarded Canadian investor relations and capital markets firm.**

**Effective immediately, the service agreement, which includes investment community outreach, corporate communications, strategic counseling and content creation is priced at \$5,700 plus GST per month and is for a fixed term of 12 months. Thereafter, the contract may be extended month-to-month with a two-month cancellation notice.**

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

This report is not being filed on a confidential basis in reliance on subsection 7.1(2) of National Instrument 51-102.

### **Item 7 Omitted Information**

No information has been omitted on the basis that it is confidential information.

### **Item 8 Executive Officer**

The following officer of the Company is knowledgeable about the material change disclosed in this report: Jay Hutton, CEO and Director, Tel: 1-877-261-4466

### **Item 9 Date of Report**

November 2, 2019



## **VSBLTY Groupe Technologies Retains CHF Capital Markets**

PHILADELPHIA, PA., DEC. 2, – (GLOBE NEWSWIRE) VSBLTY Groupe Technologies Corp. (CSE: VSBY) (Frankfurt: 5VS) (OTC: VSBGF) ('VSBLTY' or 'the Company'), a leading digital display and software company that provides brands and retailers with measurement and actionable insights for marketing and security purposes, today announced that it has engaged CHF Capital Markets ("CHF"), a highly-regarded Canadian investor relations and capital markets firm.

Jay Hutton, Founder & CEO of VSBLTY, commented: "We are delighted to start working with Cathy Hume and her team. We believe 2020 will be a game changer for VSBLTY. With all the partnerships and agreements that have already been signed and those pending, we need to ensure our story is known among the Canadian investor audience. With decades of experience in the IR and Capital Markets field and with influential connections, CHF will be a valuable strategic partner and advisor in Canada, while we focus on steadily expanding on the progress we have made to date and continue to grow the Company."

Effective immediately, the service agreement, which includes investment community outreach, corporate communications, strategic counseling and content creation is priced at \$5,700 plus GST per month and is for a fixed term of 12 months. Thereafter, the contract may be extended month-to-month with a two-month cancellation notice.

The Company will also grant to CHF, under its shareholder-approved stock option plan, incentive stock options to purchase up to 125,000 common shares of the Company (the "Shares") exercisable at the price of \$0.30 per Share for a period of two years.

### **About CHF Capital Markets**

CHF Capital Markets is one of Canada's top investor relations firms for small to mid-cap companies, operating in a broad range of industries, including but not limited to mining, oil & gas, technology and healthcare. The Company's team consists of high-profile communicators and analysts who specialize in providing individually crafted solutions for clients while successfully broadening their reach in the Canadian investment community.

## About VSBLTY Groupe Technologies

Headquartered in Philadelphia, 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. VSBLTY's proprietary analytics software, DataCaptor™, measures all elements of consumer traffic using advanced optics and sensors to provide objective, real-time, qualitative measurements and analysis of retail venues and other public spaces. VSBLTY'S AI-driven software, Vector™, provides advanced facial recognition for faces and other advanced image analytics that are crucial to enhancing today's security requirements when recognizing weapons or suspicious persons in a crowd. VSBLTY's VisionCaptor™ software technology provides a wide variety of capabilities for bringing proximity-aware, interactive brand messaging to life on any digital screen or platform.

For more information, please contact:

### **CHF Capital Markets**

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**Website:** <https://vsblty.net/>

**Facebook:** @ [VSBLTY](#)

**Twitter:** @ [VSBLTYCO](#)

**LinkedIn:** @ [VSBLTY](#)

**Instagram:** @ [VSBLTY](#)

### ***Forward-Looking Statements/Information:***

*This news release contains certain statements which constitute forward-looking statements or information, including statements regarding VSBLTY's business and technology; the ability of VSBLTY to engage with industry participants to achieve its goals; the development of VSBLTY's technology; and the viability of VSBLTY's business model. Such forward-looking statements are subject to numerous risks and uncertainties, some of which are beyond VSBLTY's control, including the impact of general economic conditions, industry conditions, and competition from other industry participants, stock market volatility and the ability to access sufficient capital from internal and external sources. Although VSBLTY believes that the expectations in its forward-looking statements are reasonable, they are based on factors and assumptions concerning future events which may prove to be inaccurate. Those factors and assumptions are based upon currently available information. As such, readers are cautioned not to place undue reliance on the forward-looking statements, as no assurance can be provided as to future results, levels of activity or achievements. The forward-looking statements contained in this news release are made as of the date of this news release and, except as required by applicable law, VSBLTY does not undertake any obligation to publicly update or to revise any of the included forward-looking statements, whether as a result of new information, future events or otherwise. Trading in the securities of VSBLTY should be considered highly speculative.*

*Neither the CSE Exchange nor its Regulation Services Provider (as that term is defined in the policies of the CSE Exchange) accepts responsibility for the adequacy or accuracy of this release.*