



**VSBLTY GROUPE TECHNOLOGIES CORP.  
TERM SHEET  
OFFERING OF UNITS  
AUGUST 10, 2020**

*A preliminary short form prospectus containing important information relating to the securities described in this document has been filed with the securities regulatory authorities in British Columbia, Alberta, Saskatchewan and Ontario. A copy of the preliminary short form prospectus and any amendment to the preliminary short form prospectus is required to be delivered to any investor that received this document and expressed an interest in acquiring the securities. There will not be any sale or any acceptance of an offer to buy the securities until a receipt for the final short form prospectus has been issued. This document does not provide full disclosure of all material facts relating to the securities offered. Investors should read the preliminary short form prospectus, final short form prospectus and any amendment, for disclosure of those facts, especially risk factors relating to the securities offered, before making an investment decision.*

*The Offered Securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”), and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements. This term sheet 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 any jurisdiction in which such offer, solicitation or sale would be unlawful.*

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<b>Issuer:</b>	VSBLTY Groupe Technologies Corp. (the “ <b>Corporation</b> ”).
<b>Offering:</b>	Treasury offering of units of the Corporation (each, a “ <b>Unit</b> ”) for minimum gross proceeds of C\$3,500,000 and maximum gross proceeds of C\$6,000,000 (or C\$6,900,000 assuming the Over-Allotment Option is exercised in full) on a commercially reasonable best efforts agency basis.
<b>Offering Price:</b>	C\$0.12 per Unit.
<b>Units:</b>	Each Unit shall consist of one common share (a “ <b>Unit Share</b> ”) and one common share purchase warrant (a “ <b>Warrant</b> ”) of the Corporation. Each Warrant shall entitle the holder thereof to acquire one common share of the Corporation (a “ <b>Warrant Share</b> ”) for an exercise price of C\$0.17 per Warrant Share for a period of 36 months following the Closing Date.
<b>Over-Allotment Option:</b>	The Corporation has granted the Agents an option to increase the size of the Offering by up to 15.0%, exercisable in whole or in part, to purchase Units, Unit Shares or Warrants (collectively, the “ <b>Offered Securities</b> ”), or any combination thereof, as determined by the Agents upon written notice to the Corporation at any time or times for a period of 30 days after and including the Closing Date (the “ <b>Over-Allotment Option</b> ”).

<b>Jurisdictions and Form of Offering:</b>	The Offered Securities will be offered (i) by way of short-form prospectus to be filed in British Columbia, Alberta, Saskatchewan and Ontario, and such other Canadian jurisdictions as the Corporation and the Agents may agree, (ii) if agreed to by the Agents, in the United States pursuant to available exemptions from registration under the U.S. Securities Act, as amended, and (iii) as agreed to by the Agents and the Corporation, outside of Canada and the United States without: (A) giving rise to any requirement under the laws of such jurisdiction to prepare and/or file a prospectus, registration statement or document having similar effect; or (B) creating any ongoing compliance or continuous disclosure obligations for the Corporation pursuant to the laws of such jurisdiction.
<b>Listing:</b>	The closing of the Offering shall be conditional upon, among other things, the Unit Shares, Warrant Shares and Agents' Warrant Shares (including those issued or issuable pursuant to the exercise of the Over-Allotment Option, if any) being listed for trading on the Canadian Securities Exchange (the "CSE"). Reasonable best efforts will be made by the Corporation to list for trading the Warrants (including those Warrants issued pursuant to the exercise of the Over-Allotment Option, if any) on the CSE on, or after, the Closing Date.
<b>Eligibility:</b>	The Unit Shares, Warrants and Warrant Shares will be "qualified investments" under the Income Tax Act for RRSPs, RESPs, RRIFs, DPSPs, RDSPs and TFSAs.
<b>Use of Proceeds:</b>	The Corporation intends to use the net proceeds of the Offering for working capital and general corporate purposes.
<b>Commission:</b>	The Corporation will pay to the Agents, on the Closing Date, a cash commission equal to 7% of the aggregate gross proceeds received from the sale of the Offered Securities (including from the exercise of the Over-Allotment Option) (the "Cash Commission"). In addition, the Corporation shall issue common share purchase warrants to the Agents (the "Agents' Warrants") equal in number to 7% of the Units sold in the Offering (including from the exercise of the Over-Allotment Option). Each Agents' Warrant shall entitle the holder thereof to acquire one common share of the Corporation (an "Agents' Warrant Share") for an exercise price of C\$0.12 per Agents' Warrant Share for a period of 36 months following the Closing Date.
<b>Agents:</b>	Echelon Wealth Partners Inc., as lead agent, and Eight Capital (together, the "Agents").
<b>Closing Date:</b>	On or about August 28, 2020, or such other date as the Corporation and the Agents may agree (the "Closing Date").