

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

August 11, 2020

Item 3 News Release

A news release was issued in Vancouver, British Columbia on August 11, 2020

Item 4 Summary of Material Change

VSBLTY Groupe Technologies Announces Short Form Prospectus Offering

Item 5 Full Description of Material Change

The Company announced that it entered into an engagement letter with Echelon Wealth Partners Inc., as lead agent on behalf of a syndicate of agents including Eight Capital (collectively, the “Agents”), to sell by way of a short form prospectus offering on a commercially reasonable best efforts agency basis, a minimum of 29,166,666 units of the Company (each a “Unit”) and a maximum of 50,000,000 Units at a price of \$0.12 per Unit (the “Offering Price”) for minimum gross proceeds of \$3,500,000 and maximum gross proceeds of \$6,000,000 (the “Offering”). The Company has filed and obtained a receipt for a preliminary short form prospectus (the “Preliminary Prospectus”) in respect of the Offering with the securities commissions of British Columbia, Alberta, Saskatchewan and Ontario (the “Offering Jurisdictions”).

Each Unit will be comprised of one common share of the Company (each a “Common Share”) and one Common Share purchase warrant (each a “Warrant”). Each Warrant will entitle the holder to acquire one Common Share at an exercise price of \$0.17 per Common Share. The Warrants will be exercisable for a period of 36 months following the closing of the Offering.

In addition, the Company announced that it is undertaking, concurrent with the Offering a non-brokered private placement of up to 8,333,333 Units at the Offering Price for gross proceeds of up to \$1,000,000 (the “Concurrent Private Placement”). The securities issuable under the Concurrent Private Placement will be subject to resale restrictions, including a Canadian four-month hold period. The closing of the Offering is not conditional upon the closing of the Concurrent Private Placement.

The Agents shall receive compensation comprised of cash and warrants upon closing of the Offering. The Offering and the Concurrent Private Placement are expected to close on or about August 28, 2020, or such other date as the parties may agree and is subject to certain conditions including, but not limited to, the receipt of all necessary regulatory approvals.

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

August 11, 2020



**NOT FOR DISTRIBUTION TO UNITED STATES
NEWS WIRE SERVICES OR FOR DISSEMINATION
IN THE UNITED STATES**

**VSBLTY GROUPE TECHNOLOGIES ANNOUNCES SHORT FORM PROSPECTUS
OFFERING**

PHILADELPHIA, PA., August 11, 2020 /PRNewswire/— VSBLTY Groupe Technologies Corp. (the “**Company**” or “**VSBLTY**”) (CSE:VSBY) is pleased to announce that it has entered into an engagement letter with Echelon Wealth Partners Inc., as lead agent on behalf of a syndicate of agents including Eight Capital (collectively, the “**Agents**”), to sell by way of a short form prospectus offering on a commercially reasonable best efforts agency basis, a minimum of 29,166,666 units of the Company (each a “**Unit**”) and a maximum of 50,000,000 Units at a price of \$0.12 per Unit (the “**Offering Price**”) for minimum gross proceeds of \$3,500,000 and maximum gross proceeds of \$6,000,000 (the “**Offering**”). The Company has filed and obtained a receipt for a preliminary short form prospectus (the “**Preliminary Prospectus**”) in respect of the Offering with the securities commissions of British Columbia, Alberta, Saskatchewan and Ontario (the “**Offering Jurisdictions**”).

Each Unit will be comprised of one common share of the Company (each a “**Common Share**”) and one Common Share purchase warrant (each a “**Warrant**”). Each Warrant will entitle the holder to acquire one Common Share at an exercise price of \$0.17 per Common Share. The Warrants will be exercisable for a period of 36 months following the closing of the Offering.

In addition, the Company announces that it is undertaking, concurrent with the Offering a non-brokered private placement of up to 8,333,333 Units at the Offering Price for gross proceeds of up to \$1,000,000 (the “**Concurrent Private Placement**”). The securities issuable under the Concurrent Private Placement will be subject to resale restrictions, including a Canadian four-month hold period. The closing of the Offering is not conditional upon the closing of the Concurrent Private Placement.

The Company intends to use the proceeds of the Offering and the Concurrent Private Placement for sales & marketing, research & development and for other general corporate purposes, as more particularly set out in the Preliminary Prospectus.

The Agents shall receive compensation comprised of cash and warrants upon closing of the Offering. The Offering and the Concurrent Private Placement are expected to close on or about August 28, 2020, or such other date as the parties may agree and is subject to certain conditions including, but not limited to, the receipt of all necessary regulatory approvals.

The Preliminary Prospectus containing important information relating to the Offering has been filed with the securities commissions or similar authorities in the Offering Jurisdictions, and is available under the Company’s profile at www.sedar.com. There will not be any sale or any acceptance of an offer to buy Units until a receipt for a final prospectus has been issued.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities described in this news release in the United States. Such securities have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”), or any state securities laws, and, accordingly, may not be offered or sold within the United States, or to or for the account or benefit of persons in the United States or "U.S. Persons", as such term is defined in Regulation S promulgated under the U.S. Securities Act, unless registered under the U.S. Securities Act and applicable state securities laws or pursuant to an exemption from such registration requirements.

On Behalf of the Board of VSBLTY Groupe Technologies Inc.

"Jay Hutton"

CEO & Director

CONTACT:

Investor Relations
MarketSmart Communications Inc.,
877-261-4466 info@marketsmart.ca

Linda Rosanio, 609-472-0877
lrosanio@vsblty.net

About VSBLTY (www.vsblty.net)

Headquartered in Philadelphia, VSBLTY (CSE: VSBY) is a 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.

FORWARD LOOKING STATEMENT

This news release contains forward-looking statements, including statements regarding the Offering and the Concurrent Private Placement, including the terms of the Offering, the anticipated timing of closing and use of proceeds, and other statements that are not historical facts. Forward-looking statements are often identified by terms such as "will", "may", "should", "anticipate", "expects" and similar expressions. All statements other than statements of historical fact included in this release are forward-looking statements that involve risks and uncertainties. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements.

The reader is cautioned that assumptions used in the preparation of any forward-looking information may prove to be incorrect. Events or circumstances may cause actual results to differ materially from those predicted, as a result of numerous known and unknown risks, uncertainties, and other factors, many of which are beyond the control of the Company, and which are described in the Company's public filings available under its profile at www.sedar.com. The reader is cautioned not to place undue reliance on any forward-looking information. Such information, although considered reasonable by management at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated. Forward-looking statements contained in this news release are expressly qualified by this cautionary statement. The forward-looking statements contained in this news release are made as of the date of this news release and the Company does not intend to update any of the included forward-looking statements except as required by Canadian securities laws.