



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

### **VSBLTY ANNOUNCES PRICING OF OVERNIGHT MARKETED FINANCING**

PHILADELPHIA, PA., June 10, 2021 /PRNewswire/ – VSBLTY Groupe Technologies Corp. (the “Company” or “VSBLTY”) (CSE:VSBY) is pleased to announce the pricing and terms of its previously announced overnight marketed offering (the “Offering”) of units of the Company (the “Units”). The Offering will be conducted on a commercially reasonable "best efforts" agency basis for the issuance of 16,000,000 million Units at a price of \$0.50 per Unit for aggregate gross proceeds of \$8,000,000 million. Echelon Wealth Partners Inc. (the “Agent”) is acting as agent for the Offering.

Each Unit will consist of one common share (a “Common Share”) and one-half of one share purchase warrant (each whole share purchase warrant, a “Warrant”). Each Warrant will entitle the holder to purchase one Common Share at an exercise price of \$0.65 for 36 months from the date of issuance. The Company intends to apply to list the Warrants on the Canadian Securities Exchange.

The Agent will have an option to offer for sale up to an additional 15% of the Units sold pursuant to the Offering on the same terms as the Offering for market stabilization purposes and to cover over-allotments, exercisable in whole or in part within 30 days of the date of closing of the Offering (the “Over-Allotment Option”), for additional gross proceeds of up to \$1,200,000. The Over-Allotment Option may be in the form of Units only, Common Shares only, Warrants only, or any combination thereof.

In connection with the Offering, the Agent will receive consideration comprised of (i) a cash fee equal to 7% of the gross proceeds of the Offering, including proceeds received from the exercise of the Over-Allotment Option, and (ii) share purchase warrants (“Agent’s Warrants”) to purchase up to 7% of the number of Units sold in the Offering, including any additional Units issued upon the Agent’s exercise of the Over-Allotment Option. Each Agent’s Warrant will entitle the holder thereof to purchase one Common Share at an exercise price of \$0.50 for 36 months from the date of issuance.

The Company will file today an amended and restated preliminary short form prospectus with the securities regulatory authorities in the provinces of British Columbia, Alberta, Saskatchewan and Ontario, amending and restating the preliminary short form prospectus filed on June 9, 2021 (as amended, the “Preliminary Prospectus”) setting out the terms of the Offering. There will not be any sale of Units until a receipt for the final short form prospectus has been issued.

Closing of the Offering is subject to a number of conditions, including without limitation, the execution of an agency agreement and receipt of all regulatory approvals.

The Company intends to use the proceeds of the Offering for sales & marketing, research & development and for other general corporate purposes.

The Offering is expected to close on or about June 29, 2021, or such other date as the Company and the Agent may agree.

A copy of the Preliminary Prospectus will be available on SEDAR at [www.sedar.com](http://www.sedar.com).

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 Corp.*

"Jay Hutton"  
CEO & Director

CONTACT:

Investor Relations

CHF Capital Markets  
Cathy Hume, CEO, +1-416-868-1079, x251  
[cathy@chfir.com](mailto:cathy@chfir.com)

About VSBLTY ([www.vsblty.net](http://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, 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](http://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.

**The Canadian Securities Exchange has not reviewed, approved, or disapproved the content of this news release.**