



**VSBLTY GROUPE TECHNOLOGIES CORP.
TERM SHEET
OFFERING OF UNITS
June 10, 2021**

An amended and restated 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 amended and restated preliminary short form prospectus and any amendment to the amended and restated 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 amended and restated 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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- Issuer:** VSBLTY Groupe Technologies Corp. (the "**Corporation**").
- Offering:** Treasury offering of units of the Corporation (each, a "**Unit**") for gross proceeds of \$8,000,000 on a commercially reasonable best efforts agency basis.
- Offering Price:** \$0.50 per Unit.
- Units:** Each Unit shall consist of one common share (a "**Common Share**") and one-half of one common share purchase warrant (a "**Warrant**") of the Corporation. Each whole Warrant shall entitle the holder thereof to acquire one Common Share (a "**Warrant Share**") at an exercise price of \$0.65 for a period of 36 months following the Closing Date.
- Over-Allotment Option:** The Corporation has granted the Agent an option to increase the size of the Offering by up to 15.0%, exercisable in whole or in part, to purchase Units, Common Shares or Warrants (collectively, the "**Offered Securities**"), or any combination thereof, as determined by the Agent upon written notice to the Corporation at any time or times for a period of 30 days after and including the Closing Date (the "**Over-Allotment Option**").

Jurisdictions and Form of Offering:

The Units 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 Agent may agree, (ii) if agreed to by the Agent, in the United States pursuant to available exemptions from registration under the United States Securities Act of 1933, as amended, and (iii) as agreed to by the Agent 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.

Listing:

The closing of the Offering shall be conditional upon, among other things, the Common Shares issued pursuant to the Offering, the Warrant Shares and the Common Shares issuable upon exercise of the Agent's Warrants (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. 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 Canadian Securities Exchange on, or after, the Closing Date.

Eligibility:

The Common Shares, Warrants and Warrant Shares will be "qualified investments" under the Income Tax Act for RRSPs, RESPs, RRIFs, DPSPs, RDSPs and TFSAs.

Use of Proceeds:

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

Commission:

The Corporation will pay to the Agent, 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 warrants to the Agent (the "**Agent's Warrants**") equal to 7% of the Units sold in the Offering (including from the exercise of the Over-Allotment Option). Each Agent's Warrant will entitle the holder thereof to acquire one Common Share at an exercise price of \$0.50 for a period of 36 months following the Closing Date.

Sole Agent and Bookrunner:

Echelon Wealth Partners Inc. (the "**Agent**").

Closing Date:

June 29, 2021, or such other date as the Corporation and the Agent may agree (the "**Closing Date**").