

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

VSBLYT Groupe Technologies Corp. (the “Company”)
#300 – 417 North 8th Street
Philadelphia, Pennsylvania
19123

Item 2 Date of Material Change

June 10, 2021

Item 3 News Release

The Company disseminated a news release dated June 10, 2021 and subsequently filed a copy on www.sedar.com.

Item 4 Summary of Material Change

The Company announced 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 Units at a price of \$0.50 per Unit for aggregate gross proceeds of \$8,000,000.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company announced the pricing and terms of its previously announced Offering of Units. The Offering will be conducted on a commercially reasonable "best efforts" agency basis for the issuance of 16,000,000 Units at a price of \$0.50 per Unit for aggregate gross proceeds of \$8,000,000.

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 (including any Warrants issued pursuant to the Over-Allotment Option (as defined herein)) will entitle the holder to purchase one Common Share at an exercise price of \$0.65 for 36 months from the Closing Date (as defined herein). 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 Closing Date (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 filed 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 (the "Closing Date").

A copy of the Preliminary Prospectus is available on SEDAR at www.sedar.com.

5.2 Disclosure for Restructuring Transactions

Not Applicable.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not Applicable.

Item 7 Omitted Information

Not Applicable.

Item 8 Executive Officer

Jay Hutton
Chief Executive Officer

Item 9 Date of Report

June 16, 2021

FORWARD LOOKING STATEMENT

This material change report 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. 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 material change report are expressly qualified by this cautionary statement. The forward-looking statements contained in this material change report are made as of the date of this material change report and the Company does not intend to update any of the included forward-looking statements except as required by Canadian securities laws.