

51-102F3 MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

VSBLTY GROUPE TECHNOLOGIES CORP. (the “Company”)

#300 – 417 North 8th Street
Philadelphia, Pennsylvania
19123

Item 2 Date of Material Change

May 24, 2022

Item 3 News Release

The Company disseminated a news release dated May 24, 2022 and subsequently filed a copy on www.sedar.com.

Item 4 Summary of Material Change

The Company, together with Winkel Media, S.A.P.I. de C.V (“**Winkel Media**”), entered into an agreement with AustinGIS Inc. (“**AustinGIS**”) to finance, supply, install and maintain Winkel Media’s planned 50,000-store network in five Latin American countries including Mexico, Ecuador, Peru, Colombia and the Dominican Republic.

Item 5 Full Description of Material Change

On May 24, 2022, the Company, together with Winkel Media, entered into an agreement with AustinGIS to finance, supply, install and maintain Winkel Media’s planned 50,000-store network in five Latin American countries including Mexico, Ecuador, Peru, Colombia and the Dominican Republic.

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

June 14, 2022