

51-102F3 MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

VSBLTY GROUPE TECHNOLOGIES CORP. (the “Company” or “VSBLTY”)
#300 – 417 North 8th Street
Philadelphia, Pennsylvania
19123

Item 2 Date of Material Change

June 7, 2022

Item 3 News Release

The Company disseminated a news release dated June 7, 2022 and subsequently filed a copy on www.sedar.com.

Item 4 Summary of Material Change

The Company signed an agreement with Wireless Guardian, Inc. (“**Wireless Guardian**”) to install security technology funded by a Store as a Medium (“**SaaM**”) program, in more than 2800 Mountain Express Oil convenience stores and/or truck stops in 19 states.

Item 5 Full Description of Material Change

On June 7, 2022, the Company signed an agreement with Wireless Guardian to install security technology funded by a SaaM program, in more than 2800 Mountain Express Oil convenience stores and/or truck stops in 19 states. The SaaM program allows retailers to offset the cost to update their security systems using new revenue raised from brand-generated media advertising on cooler doors and screens throughout their stores.

Using Intel Smart Edge and VSBLTY/Wireless Guardian solutions, Mountain Express Oil locations are expected to enhance the guest experience with interactive brand messaging triggered by proximity and demographics. Included in the installations will be Golden Record, which uses free guest Wi-Fi in stores to improve the customer experience by providing customized messages to inform, motivate and reward individuals to make impulse purchases at point of sale. Once customers opt in, shoppers receive money-saving coupons and content specialized to their individual interests and preferences during their current and future store visits.

The program will provide a new revenue stream for Mountain Express Oil stores from advertising dollars raised from marketing to customers based on their mobile data. Mountain Express Oil stores also gain increased traffic and higher sales generated by customized customer messages and brand incentives. Customers are more engaged with in-store digital messages personalized to them, while also receiving coupons and special value offers on their mobile phones.

Manufacturers and brands also gain access to point of sale data that includes more information about customer shopping habits and product preferences in real time, while gaining increased sales through buying media impressions that deliver personalized content and couponing right where and when customers are making the buying decision.

Mountain Express Oil stores will be the first U.S. convenience chain to feature, at scale, video screens attached to cooler doors that allow content to play a rotation of high impact, full-color graphics as well as run alternating transparent content to engage and inform the customer. Cooler

door space is sold as a media buy, similar to other media channels, but with the advantage of influencing impulse purchase decisions right at point of sale.

VSBLTY projects that when the 2800-store rollout is completed the annual gross revenue of the SaaM network to VSBLTY will be in excess of \$30M. VSBLTY's SaaM model will earn income from multiple revenue streams under the contract. With an expanded role in leading the SaaM model, in addition to traditional SaaS fees, the Company receives fees for media and content management. Additional revenue will be generated from Golden Record media and creative fees. Net margins will vary between SaaS, content/media fees and hardware but are expected to generally be consistent with VSBLTY's historical norms. For more information on the risks and assumptions related to these projections, see "Forward-Looking Information" and "Future-Oriented Financial Information," below.

As part of the scope of work, VSBLTY is responsible for the procurement of the hardware for the network stores. Each of the 2800 stores will have two cooler panels and three 55-inch screens.

Forward-Looking Information

This material change report contains "forward-looking information" within the meaning of applicable Canadian securities laws. This information and these statements, referred to herein as "forward looking statements", are made as of the date of this material change report. Forward-looking statements in this material change report include statements with respect to the installation of security technology in Mountain Express stores and the Company's expectations for revenue and operating costs relating to this line of business.

This forward-looking information is based on the opinions and estimates of management, and is based on a number of assumptions and is subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward looking information, including without limitation: (i) the Company's ability to obtain the necessary financing and the general impact of financial market conditions; (ii) the success of the Company's current and future development efforts; (iii) deployment of the security technology in Mountain Express stores may be slower than anticipated; (iv) operating expenses may exceed the Company's expectations; (v) changes in laws regulations and guidelines which could adversely affect the Company's business and financial performance; (vi) the Company may not be able to effectively manage its growth and operations; (vii) the effectiveness of Company's technology cannot be assured; (viii) the Company may become subject to litigation, including possible product liability claims; and (ix) COVID-19 may impact the Company's third-party suppliers, service providers and distributors.

Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended, including those set forth in the Company's continuous disclosure filings, which are available on the Company's SEDAR profile at www.sedar.com. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, readers should not place undue reliance on forward-looking information contained in this material change report. The Company and its directors, officers and employees each disclaim any obligation to update any forward-looking statements, whether as a result of new information, future events or results or otherwise, except as required by applicable law. All forward-looking information is expressly qualified in its entirety by this cautionary statement.

Future-Oriented Financial Information

This material change report also contains future-oriented financial information and financial outlook (collectively, “**FOFI**”) about the Company’s projected revenue and margins from its agreement with Wireless Guardian, which is subject to the same assumptions, risk factors, limitations, and qualifications as set forth in the above paragraphs. Although the financial projections contained in this material change report are based on reasonable expectations developed by the Company’s management, the assumptions and estimates underlying the financial projections are subject to significant business, economic, and competitive uncertainties and contingencies, many of which will be beyond the control of the Company. The assumptions used by the Company’s management to derive these financial projections include: (i) the Company’s ability to successfully develop and deploy its products, in particular the completion of the rollout to 2800 Mountain Express convenience stores; (ii) the Company’s pricing targets remaining in place and cost of sales and expenses being consistent with VSBLTY’s historical performance; (iii) the Company’s partners’ timely delivery of all ancillary components and services; and (iv) the Company’s ability to maintain performance and quality as projects advance and product volume increases. Accordingly, the financial projections are only estimates and are necessarily speculative in nature. It is expected that some – and perhaps all – of the assumptions in the financial projections will not be realized and that actual results will vary from the projections.

FOFI contained in this material change report was prepared using the same accounting principles that the Company expects to use in preparing its financial statements for the applicable periods covered by such FOFI. FOFI contained in this material change report was made by management as of the date of this material change report and was provided for the purpose of providing readers with an understanding of the potential significance of these business developments to the Company’s business, and are not an estimate of profitability or any other measure of financial performance. In particular, revenue estimates do not take into account the cost of such estimated revenue, including the cost of goods and the cost of sales. In addition, and for greater certainty, revenue estimates do not take into account the operating costs of the Company. Readers are cautioned that the FOFI contained in this document should not be used for purposes other than for which it is disclosed herein.

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