

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

July 6, 2022

Item 3 News Release

The Company disseminated a news release dated July 6, 2022 and subsequently filed a copy on www.sedar.com.

Item 4 Summary of Material Change

The Issuer announced that it has entered into an engagement letter with Echelon Wealth Partners Inc. (the “**Agent**”) to sell by way of a marketed short form prospectus offering on a commercially reasonable best efforts agency basis, 16,666,700 units of the Company (the “**Units**”) at a price of \$0.30 per Unit (the “**Offering Price**”), for aggregate gross proceeds of \$5,000,010 (the “**Offering**”). The Company has filed and obtained a receipt for a preliminary short form prospectus (the “**Preliminary Prospectus**”) in respect of the Offering with the securities commissions of British Columbia, Alberta, Saskatchewan, and Ontario (the “**Offering Jurisdictions**”).

Item 5 Full Description of Material Change

Each Unit will consist of one common share (a “**Common Share**”) and one common share purchase warrant (each, a “**Warrant**”). Each Warrant will entitle the holder to acquire one Common Share at an exercise price of \$0.50 per Common Share for a period of 36 months from the closing of the Offering.

The Agent will have an option (the “**Over-Allotment 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 may be in the form of Units only, Common Shares only, Warrants only, or any combination thereof. Closing of the Offering and the Over-Allotment Option is subject to a number of conditions, including without limitation, receipt of all regulatory approvals.

In addition, the Company announced that it is undertaking, concurrent with the Offering a non-brokered private placement of up to 10,000,000 Units at the Offering Price for gross proceeds of up to \$3,000,000 (the “**Concurrent Private Placement**”). The securities issuable under the Concurrent Private Placement will be subject to resale restrictions, including a Canadian four-month hold period. The closing of the Offering is not conditional upon the closing of the Concurrent Private Placement.

The Agent shall receive compensation comprised of cash and securities of the Company upon closing of the Offering. The Offering and Concurrent Private Placement are expected to close on or about July 21st, 2022, or such other date as the Company and the Agent may agree, subject to certain conditions including, but not limited to, the receipt of all necessary regulatory approvals.

The Preliminary Prospectus containing important information relating to the Offering has been filed with the securities commissions or similar authorities in the Offering Jurisdictions, and is available under the Company's profile at www.sedar.com. There will not be any sale or any acceptance of an offer to buy Units until a receipt for a final prospectus has been issued.

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. 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.

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

July 13, 2022