



VSBLTY

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VSBLTY CLOSSES THIRD TRANCHE OF NON-BROKERED PRIVATE PLACEMENT FOR GROSS PROCEEDS OF APPROXIMATELY \$520,000

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PHILADELPHIA, PA, November 10, 2022 – VSBLTY Groupe Technologies Corp. (the “**Company**” or “**VSBLTY**”) (CSE: VSBY) announces that further to its news releases dated July 26, July 28, and September 1, 2022, it has closed the third tranche (the “**Third Tranche**”) of its previously announced non-brokered private placement (the “**Private Placement**”) of units (the “**Units**”).

Units were previously sold in first and second tranches of the Private Placement concurrently with and on the same terms as the Units issued and sold under the previously announced best efforts marketed public offering which closed on July 28, 2022 (the “**Public Offering**”). The Units were offered and sold under the Public Offering by way of a short form prospectus filed in the provinces of British Columbia, Alberta, Saskatchewan and Ontario (the “**Prospectus**”).

Each Unit is comprised of one common share (a “**Common Share**”) and one common share purchase warrant (a “**Warrant**”) of the Company. Each Warrant will entitle the holder thereof to acquire one Common Share (a “**Warrant Share**”) at an exercise price of \$0.50 for a period of 36 months following the applicable closing date. The Common Shares and Warrants issuable under the Private Placement are subject to resale restrictions, including a Canadian four-month hold period.

Pursuant to the Third Tranche, the Company issued 1,733,333 Units at a price of \$0.30 per Unit, for total gross proceeds of approximately \$520,000. Together with the first and second tranches of the Private Placement, the Company has raised, in aggregate, total gross proceeds of approximately \$3,881,520 under the Private Placement.

Together with the proceeds of the Prospectus, the Company intends to use the proceeds of the Private Placement for sales, marketing, research and development, capital expenditures, working capital and general corporate purposes, as more particularly set out in the Prospectus.

The Prospectus, which contains important information relating to the Public 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.



Debt Settlements

The Company also announces the debt settlements of, in aggregate, CAD\$452,659.34 to debt holders (the “**Debt Holders**”), which will consist of the issuance of, in aggregate, 1,508,862 Units at a deemed issue price of CAD\$452,659.34, being CAD\$0.30 per Unit.

These issuances will be made in exchange for, and in full settlement of, the amount owed to the Debt Holders by the Company pursuant to unsecured convertible debentures issued on February 26, 2020.

Social Marketing Agreement

The Company is pleased to announce that it has entered into a social marketing agreement (the “**Social Marketing Agreement**”) with Common Cents Media, Social Purpose Corporation (“**Common Cents**”), pursuant to which Common Cents will provide certain strategic communications services to the Company. The Social Marketing Agreement will have a one (1) year term (the “**Term**”), subject to earlier termination as provided in the Social Marketing Agreement. The Term may be extended with the written consent of the parties. In connection with the Social Marketing Agreement, the Company issued to Common Cents 125,000 common share purchase warrants of the Company, each of which will entitle Common Cents to purchase one common share of VSBLTY at an exercise price of \$0.30 per common share for a period of three (3) years from the date of issuance.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities described in this news release in the United States. Such securities have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”), or any state securities laws, and, accordingly, may not be offered or sold within the United States, or to or for the account or benefit of persons in the United States or “U.S. Persons”, as such term is defined in Regulation S promulgated under the U.S. Securities Act, unless registered under the U.S. Securities Act and applicable state securities laws or pursuant to an exemption from such registration requirements.

On Behalf of the Board of VSBLTY Groupe Technologies Corp.

“Jay Hutton”
CEO & Director



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About VSB LTY (<http://vsblty.net/>)

Headquartered in Philadelphia, VSB LTY (OTCQB: VSBGF) (CSE: VSBY) (Frankfurt: 5VS) (OTC: VSBGF) ("VSB LTY") is the world leader in Proactive Digital Display™, which transforms retail and public spaces as well as place-based media networks with SaaS-based audience measurement and security software that uses artificial intelligence and machine learning. Its proprietary technology effectively integrates with other digital retail solutions, including QR codes and mobile applications. The firm is also recognized for its leadership role in the growing Store as a Medium movement that enables brands to reach customers when and where buying decisions are being made while producing a new revenue stream for retailers.

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.



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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.