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VSBLTY ANNOUNCES NON-BROKERED PRIVATE PLACEMENT

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PHILADELPHIA, PA., July 11, 2023 (GLOBE NEWSWIRE)—VSBLTY Groupe Technologies Corp. (the “Company” or “VSBLTY”) (OTCQB: VSBGF) (CSE: VSBY) (Frankfurt 5VS), a leading software provider of security and retail analytics technology, is pleased to announce a non-brokered private placement of units of the Company (“Units”) at a price of \$0.05 per Unit (the “Offering”), for anticipated gross proceeds of \$1,500,000 to \$3,500,000.

Each Unit will be comprised of one common share in the capital of the Company (a “Share”) and one Share purchase warrant (a “Warrant”). Each Warrant will entitle the holder thereof to acquire one additional share (a “Warrant Share”) at a price of \$0.075 per Warrant Share for a period of 48 months from the closing date of the Offering.

Up to \$2,500,000 of the Offering is being completed pursuant to the listed issuer financing exemption (the “LIFE Offering”) under Part 5A of National Instrument 45-106 *Prospectus Exemptions* (“NI 45-106”) and the securities issued in the LIFE Offering will not be subject to a hold period in accordance with applicable Canadian securities laws. There will be an offering document related to the LIFE Offering that will be available under the Company's profile at www.sedar.com and at <https://vsblty.net/>. Prospective investors should read this offering document before making an investment decision.

In addition to the LIFE Offering, the Company may complete a concurrent private placement of Units pursuant to applicable prospectus exemptions under NI 45-106 for gross proceeds of up to an additional \$2,500,000 (the “Concurrent Placement”), for aggregate gross proceeds in the Offering of up to \$5,000,000. Such Units will be subject to a four-month and one day hold period following the closing date of the Concurrent Placement. Closing of the LIFE Offering is not conditional upon the closing of the Concurrent Placement.

In connection with the Offering, the Company will pay finders’ fees of up to 7.0% of the gross proceeds raised by the Company from the sale of Units to subscribers directly introduced to the Company by eligible finders. In certain cases, where agreed by the applicable finder, the Company may pay such finders’ fees in Shares at a deemed issuance price of \$0.05 per Share. In addition, the Company will issue to eligible finders non-transferable finders’ warrants of up to 7.0% of the number of Units sold in the Offering. Each finders’ warrant will entitle the holder to acquire one Share at a price of \$0.075 per Share for a period of 24 months from the date of issuance. The Company will pay Echelon Wealth Partners Inc. a corporate finance fee of \$30,000 in connection with the Offering, of which \$15,000 will be payable in cash and \$15,000 will be payable in Shares at a deemed issuance price of \$0.05 per Share.

The Company intends to use the proceeds raised from the Offering for expanding the Company’s Store as a Medium networks and deployments, expanding commercial operations in Brazil, technology development, expanding security network deployments, general and administrative expenses, and working capital.



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The Offering may close in tranches. The first tranche of the Offering is expected to close on or around July 18, 2023, or such earlier or later date that the Company may determine. The Offering is subject to certain conditions including, but not limited to, receipt of all necessary approvals.

On Behalf of the Board of VSBLTY Groupe Technologies Corp.

"Jay Hutton"
CEO & Director

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About VSBLTY (<http://vsblty.net/>)

Headquartered in Philadelphia, VSBLTY (OTCQB: VSBGF) (CSE: VSBY) (Frankfurt: 5VS) (OTC: VSBGF) ("**VSBLTY**") 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 INFORMATION STATEMENT

This release may contain forward-looking statements. Forward-looking statements are statements that are not historical facts and are generally, but not always, identified by the words "expects", "plans", "anticipates", "believes", "intends", "estimates", "projects", "potential" and similar expressions, or that events or conditions "will", "would", "may", "could" or "should" occur. Forward-looking statements may include, without limitation, statements relating to the LIFE Offering, the Concurrent Placement and the use of proceeds therefrom. The forward-looking statements contained in this press release are expressly qualified in their entirety by this cautionary statement. All forward-looking statements in this press release are made as of the date of this press release. The forward-looking statements contained herein are also subject generally to assumptions and risks



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and uncertainties that are described from time to time in the Company's public securities filings with the Canadian securities commissions. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results may differ materially from those in forward looking statements. The Company expressly disclaims any intention or obligation to update or revise any forward-looking statements whether as a result of new information, future events or otherwise.

The securities issued pursuant to the LIFE Offering and the Concurrent Placement have not, nor will they be registered under the United States Securities Act of 1933, as amended, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons in the absence of U.S. registration or an applicable exemption from the U.S. registration requirements. This news release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in the United States or in any other jurisdiction in which such offer, solicitation or sale would be unlawful.

The Canadian Securities Exchange does not accept responsibility for the adequacy or accuracy of this release. The Canadian Securities Exchange has neither approved nor disapproved the contents of this press release.