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VSBLTY CLOSSES SECOND TRANCHE OF NON-BROKERED PRIVATE PLACEMENT FOR GROSS PROCEEDS OF \$481,350

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PHILADELPHIA, PA., July 25, 2023 — **VSBLTY Groupe Technologies Corp.** (the “**Company**” or “**VSBLTY**”) (OTCQB: VSBGF) (CSE: VSBY) (Frankfurt 5VS), announces that further to its news releases dated July 11 and July 21, 2023 it has closed the second tranche (the “**Second Tranche**”) of its previously announced non-brokered private placement (the “**Private Placement**”) offering of units of the Company (“**Units**”), issuing 9,627,000 Units at a price of \$0.05 per Unit for gross proceeds of approximately \$481,350. Together with the first tranche of the Private Placement, the Company has raised, in aggregate, total gross proceeds of approximately \$3,843,850 under the Private Placement.

As part of the Second Tranche, the Company also settled an aggregate of \$80,000 of outstanding indebtedness in consideration for 1,600,000 Units issued at a price of \$0.05 per Unit.

Each Unit issued in the Second Tranche is comprised of one common share in the capital of the Company (a “**Share**”) and one Share purchase warrant (a “**Warrant**”), with each Warrant entitling the holder thereof to acquire one additional Share (a “**Warrant Share**”) at a price of \$0.075 per Warrant Share until July 25, 2027. All of the Units issued in the Second Tranche are subject to a statutory hold period until November 26, 2023.

Certain insiders of the Company acquired Units in the Private Placement for aggregate gross proceeds of \$216,350. The participation by such insiders in the Private Placement constitutes a “related party transaction” as defined under Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions (“**MI 61-101**”). These issuances to insiders are exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 based on the fact that neither the fair market value of the shares subscribed for by the insiders, nor the consideration for the shares paid by such insiders, exceeded 25% of the Company’s market capitalization.

In connection with the Private Placement, the Company has paid finders fees of \$124,865 and has issued an aggregate of 3,091,900 Share purchase warrants (the “**Finders Warrants**”) and 900,900 Shares to eligible finders. Each Finders Warrant entitles the holder thereof to acquire one Share at a price of \$0.075 per Share for a period of 24 months from the applicable closing date.

The Company intends to use the proceeds of the Private Placement 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, as more particularly set out in an offering document that is available under the Company’s profile at www.sedar.com and at <https://vsblty.net/>.



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On Behalf of the Board of VSBLTY Groupe Technologies Corp.

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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 Private 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 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



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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 Private 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.