

51-102F3

MATERIAL CHANGE REPORT

Item 1: Name and Address of Company

VSBLTY GROUPE TECHNOLOGIES CORP. (the “Company” or “VSBLTY”)
Suite 206, 595 Howe St., Vancouver, British Columbia, V6C 2T5, Canada

Item 2: Date of Material Change

August 11, 2023

Item 3: News Release

The Company disseminated a news release dated August 11, 2023 and subsequently filed a copy on www.sedar.com.

Item 4: Summary of Material Change

The Company announced that it has closed the final tranche of its previously announced non-brokered private placement for gross proceeds of approximately \$329,000.

Item 5.1: Full Description of Material Change

The Company announced that further to its news releases dated July 11, July 21 and July 25, 2023 it had closed the third and final tranche (the “**Third Tranche**”) of its previously announced non-brokered private placement (the “**Private Placement**”) offering of units of the Company (“**Units**”) at a price of \$0.05 per Unit (the “**Offering**”) for gross proceeds of \$329,000. Together with the first and second tranches of the Private Placement, the Company raised, in aggregate, total gross proceeds of approximately \$4,172,850 under the Private Placement.

Each Unit issued in the Third 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 August 11, 2027. All of the Units issued in the Third Tranche are subject to a statutory hold period until December 12, 2023.

In connection with the Private Placement, the Company paid aggregate finders fees of \$124,865 and 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. In addition, the Company paid \$45,000 and issued 300,000 Shares as corporate advisory fees in connection with the Private Placement.

Item 5.2: Disclosure for Restructuring Transactions

Not applicable.

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

August 17, 2023