

VSBLTY ENTERS DEFINITIVE AGREEMENT TO ACQUIRE SHELF NINE

*Shelf Nine's Retail Media Network Has Over 4500 Screens Producing
Digital In-Store Advertising Throughout the USA*

PHILADELPHIA, PA., October 25, 2023 (PR Newswire) — VSBLTY Groupe Technologies Corp. (the “Company” or “VSBLTY”) (OTCQB: VSBGF) (CSE: VSBY) (Frankfurt 5VS), a leading AI software provider of security and retail analytics technology, is pleased to announce that it has entered into a definitive purchase agreement dated October 19, 2023 (the “Purchase Agreement”) to acquire Shelf Nine LLC (“Shelf Nine”), a leader in retail media networks.

In-store retail media networks are foundational to VSBLTY’s “Store as a Medium” model and include a collection of digital channels including in-store interactive digital displays (strategically placed throughout the store), integrating loyalty apps, websites, etc. VSBLTY software enables these networks to deliver brands and retailers “first of its kind” computer vision driven data analytics about their customers.

“This acquisition firmly cements VSBLTY not only as a world leading innovative software company, but as a leading-edge digital media company as well.” stated VSBLTY Co-founder & CEO Jay Hutton. “Our media offering is unlike any other traditional “Out of Home” awareness product. Using our anonymous customer analytics software, we can not only confirm impressions, but we can state, who, when, where and for how long the advertisement was viewed. Media companies, advertisers, and retailers understand this powerful new “In Store Network” that is expected to outpace traditional radio, TV and Internet media spend. This acquisition, along with our Mexican, Brazilian and other in-store media opportunities will see media revenue become a large contributor to our bottom line in 2024 and beyond. This is transformative for all involved. Developing additional revenue streams and increased recurring revenue are key to our expansion plans.

Acquisition of Shelf Nine

Pursuant to the Purchase Agreement, VSBLTY will issue an aggregate of 12,500,000 Shares to the owners of Shelf Nine at closing of the Transaction (“Closing”), with a deemed value of US\$500,000, with 1,250,000 of such Shares being subject to escrow for a period of 15 months following Closing. As well, the sellers will be entitled to earn up to an additional US\$3,890,000 worth of shares subject to achieving agreed upon revenue milestones over the three years (the “Earn-Out”). The revenue milestones commence in July, 2023 and end in June, 2026.

The number of Shares to be issued pursuant to the Earn-Out will be determined based on the volume weighted average trading price at the time of issuance, and within the pricing requirements of the Canadian Securities Exchange (the “CSE”). Pursuant to the Purchase Agreement, VSBLTY will also settle USD\$132,900 in existing debts of Shelf Nine through the issuance of 3,322,500 Shares to the creditor, Village Super Market, Inc. (“Village”). At Closing, VSBLTY, through its wholly-owned subsidiary, VSBLTY, Inc. (“Subco”), has also agreed to assume approximately US\$336,096.67 in existing promissory notes of Shelf Nine the (“Loan”). In this regard, Subco and Shelf Nine, as co-makers, will issue a secured promissory note to the creditor, Village.

In connection with the Transaction, the key employees of Shelf Nine have agreed to continue their employment and can receive additional performance incentives of US\$250,000, pursuant to their employment agreements. The acquisition of Shelf Nine is very strategic to VSBLTY’s North American expansion, and is further compensated for, based on performance, with the issuance of common stock at prevailing prices.

“The opportunity to merge our company with VSBLTY is ideal for our company moving forward”, pointed out Shelf Nine CEO, Mike Manion. "With our digital media network of 4500 screens starting to generate revenue and the enhanced capabilities of VSBLTY’s latest analytics software offerings, we truly have a media product that is unique in the market. Not only does this allow us to expand screen deployments in our existing locations, but also gives us a compelling opportunity to quickly acquire new locations. Initially we will focus on offering more services to our existing client base, including more VSBLTY software features, along with the recently announced full panel, full video, cooler doors that can also run in transparent mode. We are very excited to find a company that we have both cultural and strategic alignment with as we enter this new growth phase for Shelf Nine.”

While the Transaction is not subject to shareholder approval, it is subject to standard conditions of Closing, including, but not limited to, receipt of all necessary consents and regulatory approvals. All Shares issued in connection with the Transaction will be subject to resale restrictions under applicable securities laws, including a four (4) month hold period from the date of issuance. The Transaction is expected to close by the end of October, 2023.

About Shelf Nine

Shelf Nine is a premier digital media and content network providing brands and retailers specifically targeted customer communications delivered at the point of purchase. Building a retail ad network brings more ad revenue to the store owner and allows better control of content and integrated marketing programs. Advertisers are increasing investments on digital platforms that deliver ads to consumers while shopping. The 1:1 retail environment is the best to target

consumers. Digital content in the store provides the optimal delivery of ad impressions while also increasing the shopper experience and the basket ring for the retailer. <http://www.shelfnine.com>

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 a world leader in Artificial Intelligence and real time interpretation of what a camera sees. By utilizing facial recognition, age, gender, and other matrixes, VSBLTY’s proprietary technology can effectively enhance retail brand engagement through customized ads on displays, at point of purchase, tailored to the current customer’s demographic. This technology has proven to increase brand sales 25-35%. 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.

VSBLTY, using its proprietary AI software, has also developed a range of security products that include not only facial recognition, but weapon recognition as well, utilizing a variety of security cameras as well as legacy CCTV cameras. VSBLTY has the capability to create a proactive security system rather than a reactive security system, providing the early warning of threats that can save lives.

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 include, without limitation, statements relating to Closing. 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 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.

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