

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1: Name and Address of Company

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

Item 2: Date of Material Change

October 31, 2023

Item 3: News Release

The Company disseminated a news release dated October 31, 2023 and subsequently filed a copy on www.sedarplus.ca.

Item 4: Summary of Material Change

On October 31, 2023, the Company, through its wholly-owned subsidiary, VSBLTY, Inc. (“**Subco**”), completed the acquisition (the “**Acquisition**”) of 100% of the issued and outstanding membership interests (the “**Membership Interests**”) of Shelf Nine LLC (“**S9**”) pursuant to a membership interest purchase agreement dated October 20, 2023 (the “**Agreement**”). Furthermore, the Company has implemented the previously announced consolidation of its common shares in the capital of the Company (the “**Shares**”) on the basis of ten (10) existing Shares for each one (1) new Share (the “**Consolidation**”), effective as of November 3, 2023.

Item 5.1: Full Description of Material Change

The Acquisition

On October 31, 2023, pursuant to the terms and conditions of the Agreement, the Company, through Subco, completed the Acquisition. In consideration for the Membership Interests, the Company issued an aggregate of 12,500,000 Shares to the members of S9 (the “**Sellers**”) at closing of the Acquisition (“**Closing**”), with a deemed value of US\$500,000, with 1,250,000 of such Shares being subject to a voluntary escrow 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 a three (3) year period (the “**Earn-Out**”). The Earn-Out period commences in July 2023 and ends 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 of the Shares (the “**Weighted Price**”), subject to pricing requirements of the Canadian Securities Exchange (the “**CSE**”), including the requirement that the Shares may not be issued at a price less than CAD\$0.05 per Share. If the Weighted Price is less than CAD\$0.05 per Share, the Company will cure such shortfall pursuant to the issuance of additional Shares or cash, as the parties may mutually agree. Concurrently with Closing, the Company also assumed and settled USD\$132,900 in existing debts of S9 through the issuance of 3,322,500 Shares to Village Super Market, Inc. (“**Village**”), a creditor of S9, and assumed approximately

US\$336,096.67 in existing promissory notes of S9. In this regard, Subco and S9, as co-makers, issued a secured promissory note to the creditor, Village.

All Shares issued in connection with the Acquisition are subject to resale restrictions under applicable securities laws, including a statutory hold period of four (4) months and one (1) day from the date of issuance.

The securities of the Company referred to in this material change report 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. Accordingly, the securities of the Company may not be offered or sold within the United States unless registered under the U.S. Securities Act and applicable state securities laws or pursuant to an exemption from the registration requirements of the U.S. Securities Act and applicable state securities laws. This material change report does not constitute an offer to sell or a solicitation of any offer to buy any securities of the Company in any jurisdiction in which such offer, solicitation or sale would be unlawful.

The Consolidation

Further to the Company’s news release dated October 31, 2023, the Company has now implemented the Consolidation of its Shares on a ten (10) to one (1) basis effective as of November 3, 2023. The Consolidation has been approved by the Company’s board of directors in accordance with the Articles of the Company.

The Company’s name and trading symbol remain unchanged after the Consolidation. The new CUSIP number is 91834N605 and the new ISIN number is CA91834N6054 for the post-Consolidation Shares.

The Company’s post-Consolidation Shares are now trading on the CSE. The total issued and outstanding Shares post-Consolidation is 34,870,787. No fractional Shares were issued in connection with the Consolidation. In the event a holder of Shares was otherwise entitled to receive a fractional Share in connection with the Consolidation, the number of Shares received by such shareholder was rounded down to the next whole number if that fractional Share was less than one-half (1/2) of a Share and was rounded up to the next whole number if that fractional Share was equal to or greater than one-half (1/2) of a Share.

The Company’s issued and outstanding securities convertible into Shares will be adjusted on the same ten (10) to one (1) basis to reflect the Consolidation in accordance with their respective terms with proportionate adjustments made to the exercise prices, as applicable.

Item 5.2: Disclosure for Restructuring Transactions

Not applicable.

Item 6: Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

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

November 10, 2023.

Cautionary Statement Regarding Forward Looking Information

This Material Change Report includes certain statements that may be deemed “forward-looking statements”. All statements in this new release, other than statements of historical facts, that address events or developments that the Company expects to occur, are 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 in this Material Change Report include, without limitation, statements related to the Earn-Out and the completion of the Consolidation. 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 the forward-looking statements. Factors that could cause the actual results to differ materially from those in forward-looking statements include market prices, continued availability of capital and financing, and general economic, market or business conditions. Investors are cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements. Forward-looking statements are based on the beliefs, estimates and opinions of the Company’s management on the date the statements are made. Except as required by applicable securities laws, the Company undertakes no obligation to update these forward-looking statements in the event that management’s beliefs, estimates or opinions, or other factors, should change.