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VSBLTY ANNOUNCES FIRST TRANCHE CLOSING

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PHILADELPHIA, PA., December 19, 2023 — VSBLTY Groupe Technologies Corp. (the “**Company**” or “**VSBLTY**”) (OTCQB: VSBGF) (CSE: VSBY) (Frankfurt 5VS), is pleased to announce that the Company will close the first tranche (the “**First Tranche**”) of its private placement (the “**Private Placement**”) of units of the Company (“**Units**”), previously announced on December 21, 2023, issuing approximately 12,300,000 Units at a repriced subscription price of \$0.13 per Unit for a total of approximately \$1,600,000 inclusive of certain debt settlements as described below.

Each Unit to be issued in the First Tranche will be 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 \$0.16 per Warrant Share for a period of 36 months from the date of issuance.

All securities issued pursuant to the First Tranche will be subject to a statutory hold period of four months plus a day from the date of issuance in accordance with applicable securities legislation.

Further to Company’s news release dated November 15, 2023, the Company made the decision to amend the subscription price of the Offering from \$0.16 per Unit to \$0.13 per Unit and amend the exercise price of the Warrants from \$0.20 per Share to \$0.16 per Share to reflect the current trading price. Pursuant to the new terms of the Private Placement, the Company may issue up to 17,386,600 units of the Company (the “**Units**”) at \$0.13 per Unit for gross proceeds of up to approximately \$2,260,258.

As part of the First Tranche, the Company is also expected to settle an aggregate of approximately \$700,000 of outstanding indebtedness in consideration for approximately 5,385,000 Units issued at a price of \$0.13 per Unit.

A second tranche of the Private Placement is expected to be completed in the coming weeks.

“We are appreciative of the continued support of our shareholders along with new investors that participated in this first tranche. We will review the feasibility and necessity of closing the final tranche of this raise after the holiday break. The Company is well positioned for 2024 and the opportunity to convert our partnerships to revenue generation” stated Jay Hutton CEO and President of VSBLTY

On Behalf of the Board of VSBLTY Groupe Technologies Corp.

“Jay Hutton”
CEO & Director

Investor Relations



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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 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



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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.