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VSBLTY ANNOUNCES NON-BROKERED PRIVATE PLACEMENT OF CONVERTIBLE DEBENTURES

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PHILADELPHIA, PA., March 27, 2024 — VSBLTY Groupe Technologies Corp. (the “**Company**” or “**VSBLTY**”) (OTCQB: VSBGF) (CSE: VSBY) (Frankfurt 5VS), is pleased to announce a proposed non-brokered private placement of convertible unsecured debentures (the “**Debentures**”) for gross proceeds of up to C\$2,400,000 (the “**Offering**”).

The Debentures will bear interest from the date of issuance at a rate of 18% per annum on an accrual basis, calculated and payable semi-annually, and will mature on the date (the “**Maturity Date**”) that is 24 months after the date of issuance (the “**Closing Date**”).

The principal amount of the Debentures, together with any interest accrued but unpaid, may be converted, in whole or in part, at any time before the Maturity Date, into units of the Company (each, a “**Unit**”), at the election of the Debenture holder at US\$0.122 (C\$0.165) per Unit.

Each Unit will consist of one common share in the capital of the Company (a “**Share**”) and one Share purchase warrant (a “**Warrant**”). Each Warrant will be exercisable into one Share (each a, “**Warrant Share**”) at a price of US\$0.122 (C\$0.165) per Warrant Share for a period of 36 months from the Closing Date.

The terms of the Offering were determined based on negotiations with certain lead investors.

The Debentures will be offered and sold by private placement (i) in Canada to “accredited investors” within the meaning of National Instrument 45-106 – Prospectus Exemptions and other exempt purchasers in each province of Canada; and (ii) outside of Canada on a basis which does not require the qualification or registration of any of the Shares or the Warrants comprising the Debentures. The securities issued in the Offering will be subject to applicable hold periods imposed under applicable securities legislation.

The Company may pay finder's fees on the Offering within the amount permitted by the policies of the Canadian Securities Exchange (“**CSE**”). The net proceeds from the Offering will be used for general and corporate working capital purposes.

Closing of the Offering is subject to a number of conditions, including receipt of all necessary corporate and regulatory approvals, including the CSE. The securities issued in the Offering will be subject to applicable hold periods imposed under applicable securities legislation. The Offering is not subject to a minimum aggregate amount of subscriptions.

The Company will not proceed with any further tranches of its previously announced private placement of units most recently disclosed in the Company’s news release dated January 23, 2024.

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 Offering 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.



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The securities issued pursuant to the Offering 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.