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## VSBLTY AMENDS LOAN WITH CREATIVE CLIMATE CAPITAL, LLC AND ANNOUNCES PRIVATE PLACEMENT OF CONVERTIBLE DEBENTURES

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PHILADELPHIA, PA., July 2, 2024 — VSBLTY Groupe Technologies Corp. (the “Company” or “VSBLTY”) (OTCQB: VSBGF) (CSE: VSBY) (Frankfurt 5VS), is pleased to announce that it has amended the terms of its previously disclosed loan agreement with Creative Climate Capital, LLC (“CCC”). The Company is also pleased to announce a proposed non-brokered private placement of convertible unsecured debentures.

### Loan Agreement Amendment

On April 30, 2024, the Company’s wholly-owned subsidiary, VSBLTY SPV I, LLC (“Subco”), a Delaware limited liability company, entered into a loan agreement (as amended from time to time) (the “Loan Agreement”) with Urban US Capital, LLC (“UUC”), Creative Climate SPV, LP (“CCS”, and together with UUC, the “Lenders”) and CCC. Pursuant to the terms of the Loan Agreement, CCC agreed to act as administrative agent on behalf of the Lenders. UUC, CCS and CCC are affiliated entities; however, each of UUC, CCS and CCC are arm’s length parties to the Company. Pursuant to the Loan Agreement, Subco agreed to, among other things, assume the rights and obligations existing under a Master Service Agreement dated May 13, 2022, between Austin GIS, Inc. and Winkel Media, S.A.P.I. de C.V. In connection therewith, pursuant to the terms of the Loan Agreement, Subco agreed to assume the balance of an existing debt of approximately US\$2,160,000 from the Lenders. In addition, pursuant to the terms of the Loan Agreement, the Lenders agreed to provide an additional allocation of US\$800,000 in a credit facility for the general operating requirements of the Company. The assumed debt is secured and subject to an interest rate equal to the Secured Overnight Financing Rate plus 12.00%.

On July 2, 2024, pursuant to the terms of an amendment to the Loan Agreement (the “Amended Loan Agreement”), the Lenders agreed to provide a further allocation of US\$80,000 in a credit facility for the general operating requirements of the Company, which brings the total credit facility to an aggregate of US\$880,000. In addition, pursuant to the Amended Loan Agreement, the Company agreed to issue to CCC, on behalf of the Lenders, an aggregate of 500,000 common share purchase warrants of the Company exercisable at US\$0.055 (C\$0.08) per share for a period of five (5) years from the date of issuance.

Under the terms of the Amended Loan Agreement, subject to certain conditions and continued compliance as set out therein, CCC, on behalf of the Lenders, agreed not to enforce certain rights, remedies, powers and privileges available to it, including a forbearance from taking action on the repayment of US\$45,000 currently owed by the Company to the Lenders.



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## Convertible Debenture Private Placement

In addition, the Company is pleased to announce a non-brokered private placement of convertible unsecured debentures (the “**Debentures**”) for gross proceeds of up to US\$170,000 (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\$0.055 (C\$0.08) 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\$0.055 (C\$0.08) per Warrant Share for a period of 36 months from the Closing Date.

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

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.

*On Behalf of the Board of VSBLTY Groupe Technologies Corp.*

*"Jay Hutton"*

Chief Executive Officer and Director



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## 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 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.

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.*