

**Form 51-102F3**  
**MATERIAL CHANGE REPORT**

**Item 1: Name and Address of Company**

VSBLTY Groupe Technologies Corp. (the “Company”)  
417 North 8<sup>th</sup> Street, Suite 300  
Philadelphia, Pennsylvania  
19123, USA

**Item 2: Date of Material Change**

December 12, 2024

**Item 3: News Release**

The Company disseminated a news release dated December 12, 2024, and subsequently filed a copy of same on [www.sedarplus.ca](http://www.sedarplus.ca).

**Item 4: Summary of Material Change**

The Company closed a non-brokered private placement of common shares for gross proceeds of C\$695,000 (US\$500,000).

**Item 5.1: Full Description of Material Change**

The Company closed a non-brokered private placement (the “Offering”), pursuant to which it issued an aggregate of 6,950,000 common shares of the Company (the “Shares”) at C\$0.10 per Share for gross proceeds of approximately C\$695,000 (US\$500,000).

The Company will use the net proceeds from the Offering for general corporate purposes.

The securities issued pursuant to the Offering are subject to a statutory four-month and one-day hold period, which expires on April 13, 2025. No finder’s fees were paid by the Company in connection with the Offering.

**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**

Not applicable.

**Item 8: Executive Officers**

The following senior officer of the Company is knowledgeable about the material change and this Material Change Report and may be contacted:

Jay Hutton, CEO and Director  
Telephone: 1-877-261-4466

**Item 9:**

**Date of Report**

December 13, 2024