



SIGNAGE | ANALYTICS | SECURITY

VSBLTY ANNOUNCES CLOSING OF FIRST TRANCHE OF CONVERTIBLE DEBENTURE FINANCING

NOT FOR DISTRIBUTION TO U.S. NEWSWIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES

PHILADELPHIA, PA., April 30, 2024 — VSBLTY Groupe Technologies Corp. (the “**Company**” or “**VSBLTY**”) (OTCQB: VSBGF) (CSE: VSBY) (Frankfurt 5VS), is pleased to announce that, further to its news release dated March 27, 2024, it has closed the first tranche (“**First Tranche**”) of its non-brokered private placement (the “**Offering**”) of convertible unsecured debentures (the “**Debentures**”) for gross proceeds of US\$ **254,915** (C\$ **347,005**), excluding the debt settlements described below.

The Debentures will bear interest from April 29, 2024 (the “**Closing Date**”) at a rate of 18% per annum on an accrual basis, calculated and payable semi-annually, and will mature on April 29, 2026 (the “**Maturity 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 consists 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 net proceeds from the Offering will be used for general and corporate working capital purposes.

As part of the First Tranche, the Company also settled an aggregate of C\$**50,000** of outstanding indebtedness in consideration for the issuance of Debentures in the aggregate principal amount of C\$**50,000** to certain insiders of the Company. The participation by such insiders in the First Tranche constitutes a “related party transaction” as defined under Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions (“**MI 61-101**”). These issuances to insiders are exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 based on the fact that neither the fair market value of the shares subscribed for by the insiders, nor the consideration for the Debentures paid by such insiders, exceeded 25% of the Company’s market capitalization.

The securities issued pursuant the First Tranche are subject to a statutory four month and one day hold period, which expires on August 30, 2024.

On Behalf of the Board of VSBLTY Groupe Technologies Corp.

"Jay Hutton"
Chief Executive Officer and Director



SIGNAGE | ANALYTICS | SECURITY

Investor Relations

Harbor Access

Jonathan Paterson, 475-477-9401

Jonathan.Paterson@Harbor-Access.com

Graham Farrell, +1-416-842-9003

Graham.Farrell@Harbor-Access.com

CONTACT: Linda Rosanio, 609-472-0877

lrosanio@vsblty.net

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.