

FORM 7
MONTHLY PROGRESS REPORT
For the Month of October, 2019

Name of CSE Issuer: **VSBLTY Groupe Technologies Corp. (the “*Issuer*”)**

Trading Symbol: **VSBY**

Number of Outstanding Listed Securities: **80,313,071 common shares**

Date of filing: **November 5, 2019**

Report on Business

1. Provide a general overview and discussion of the development of the Issuer’s business and operations over the previous month. Where the Issuer was inactive disclose this fact.
 - **The Issuer is focusing on its innovative digital displays with facial and object recognition software solutions that enable the unique combination of targeted interactive content with real time data collection. Marketing and security applications are significantly enhanced with real time, cloud-based, or Edge-computed data that measures demographics and delivers custom messaging. VSBLTY FacialAnalytics™ provides sentiment measurement and facial recognition analytics that can - in milliseconds - identify individuals when alone or even in crowds.**
 - **On October 9, 2019 the Company announced that it received approval from the Depository Trust Company (“DTC”), making its shares DTC eligible.**

2. Provide a general overview and discussion of the activities of management.

Please see item 1

3. Describe and provide details of any new products or services developed or offered. For resource companies, provide details of new drilling, exploration or production programs and acquisitions of any new properties and attach any mineral or oil and gas or other reports required under Ontario securities law.

None.

4. Describe and provide details of any products or services that were discontinued. For resource companies, provide details of any drilling, exploration or production programs that have been amended or abandoned.

None.

5. Describe any new business relationships entered into between the Issuer, the Issuer's affiliates or third parties including contracts to supply products or services, joint venture agreements and licensing agreements etc. State whether the relationship is with a Related Person of the Issuer and provide details of the relationship.

None.

6. Describe the expiry or termination of any contracts or agreements between the Issuer, the Issuer's affiliates or third parties or cancellation of any financing arrangements that have been previously announced.

None.

7. Describe any acquisitions by the Issuer or dispositions of the Issuer's assets that occurred during the preceding month. Provide details of the nature of the assets acquired or disposed of and provide details of the consideration paid or payable together with a schedule of payments if applicable, and of any valuation. State how the consideration was determined and whether the acquisition was from or the disposition was to a Related Person of the Issuer and provide details of the relationship.

None.

8. Describe the acquisition of new customers or loss of customers.

None.

9. Describe any new developments or effects on intangible products such as brand names, circulation lists, copyrights, franchises, licenses, patents, software, subscription lists and trade-marks.

None.

10. Report any employee hirings, terminations or lay-offs with details of anticipated length of lay-offs.

None.

11. Report on any labour disputes and resolutions of those disputes if applicable.

None.

12. Describe and provide details of legal proceedings to which the Issuer became a party, including the name of the court or agency, the date instituted, the principal parties to the proceedings, the nature of the claim, the amount claimed, if any, if the proceedings are being contested, and the present status of the proceedings.

None.

13. Provide details of any indebtedness incurred or repaid by the Issuer together with the terms of such indebtedness.

None.

14. Provide details of any securities issued and options or warrants granted.

On October 23, 2019, the Company announced that it closed the third and final tranche of its private placement (the “Offering”) of \$1,000 principal amount 10% convertible unsecured debentures (the “Debentures”) for gross proceeds \$1,062,740, of which \$448,000 were raised from the brokered portion of the Offering (the “Brokered Offering”) and \$614,740 gross proceeds were raised from the non-brokered portion of the Offering (the “Non-Brokered Offering”). Echelon Wealth Partners Inc. (the “Agent”) acted as lead agent and sole bookrunner for the Brokered Offering.

To date, the Company has raised \$4,084,860 pursuant to the Offering.

The Debentures will bear interest from October 22, 2019 (the “Closing Date”) at a rate of 10% per annum on an accrual basis, calculated and payable semi-annually, and will mature on October 22, 2021 (the “Maturity Date”).

The principal amount of the Debentures may be convertible, in whole or in part, at any time before the Maturity Date, into units of the Company (each, a “Unit”) at \$0.35 per Unit, if converted at any time before one year after the Closing Date (amended from the previously-disclosed conversion price of \$0.45 per Unit), or otherwise convertible at \$0.60 per Unit if converted after one year after the Closing Date but before the Maturity Date.

Each Unit consists of one common share in the capital of the Company (a “Share”) and one-half of a Share purchase warrant (each whole warrant, a “Warrant”). Each Warrant will be exercisable into one Share (each a, “Warrant Share”) at a price of \$0.60 per Warrant Share for a period of 24 months from the Closing Date, subject to acceleration. The Company may exercise its warrant acceleration right, if on any ten consecutive trading days, beginning on the date that is four months and one day following the Closing Date, the closing price of the Company’s Shares on the CSE is greater than \$1.00 per Share. If the Company exercises its warrant acceleration right, the new expiry date of the Warrants will be the 30th day following the notice of such exercise.

The Company paid a cash commission to the Agent of \$33,440, a finance fee of 38,400 Shares and issued 95,543 non-transferable broker warrants (the “Broker Warrants”). To date, the Company has paid cash commissions to the Agent of \$261,920, corporate finance fees of 283,199 Shares and issued 748,342 Broker Warrants pursuant to the Offering. Each Broker Warrant entitles the Agent to purchase one Share at the price of \$0.35 per Share for a period of 24 months from the Closing Date.

The securities issued in the Brokered Offering and Non-Brokered Offering are subject to a statutory four month and one day hold period, which expires on February 23, 2020.

15. Provide details of any loans to or by Related Persons.

None.

16. Provide details of any changes in directors, officers or committee members.

None.

17. Discuss any trends which are likely to impact the Issuer including trends in the Issuer's market(s) or political/regulatory trends.

None.

Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to CSE that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all CSE Requirements (as defined in CSE Policy 1).
4. All of the information in this Form 7 Monthly Progress Report is true.

Dated: November 5, 2019

Jay Hutton
Name of Director or Senior Officer

"Jay Hutton"
Signature

CEO & President
Official Capacity

Issuer Details		
Name of Issuer VSBLTY Groupe Technologies Inc.	For Month End October, 2019	Date of Report YY/MM/DD 2019/11/05
Issuer Address Suite 1240 – 1140 West Pender Street		
City/Province/Postal Code Vancouver, BC V6E 4G1	Issuer Fax No. ()	Issuer Telephone No. (604) 484-7855
Contact Name: Sheryl Dhillon	Contact Position: Corporate Secretary	Contact Telephone No. (604) 484-7855