

FORM 7
MONTHLY PROGRESS REPORT
For the Month of December, 2023

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

Trading Symbol: **VSBY**

Number of Outstanding Listed Securities: **44,039,625 common shares**

Date of filing: **January 4, 2024**

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 December 4, 2023, the Company announced its subsidiary company, Shelf Nine recently launched a major omni channel campaign for a new pick-up and delivery service for their Mid-Atlantic grocery client. The Shelf Nine team deployed a six-digit campaign using a disruptive retail strategy using creative, DOOH (Digital Out of Home), traditional OOH, and their new digital screen network to tell shoppers of the new high-performance on-line order, pick-up and delivery service.**

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 December 19, 2023**, the Issuer announced that the Company will close the first tranche (the "First Tranche") of its private placement (the "Private Placement") of units of the Company ("Units"), previously announced on December 21, 2023, issuing approximately 12,300,000 Units at a repriced subscription price of \$0.13 per Unit for a total of approximately \$1,600,000 inclusive of certain debt settlements as described below.

Each Unit to be issued in the First Tranche will be comprised of one common share in the capital of the Company (a "Share") and one Share purchase warrant (a "Warrant"), with each Warrant entitling the holder thereof to acquire one additional Share (a "Warrant Share") at a price of \$0.16 per Warrant Share for a period of 36 months from the date of issuance.

All securities issued pursuant to the First Tranche will be subject to a statutory hold period of four months plus a day from the date of issuance in accordance with applicable securities legislation.

Further to Company's news release dated November 15, 2023, the Company made the decision to amend the subscription price of the Offering from \$0.16 per Unit to \$0.13 per Unit and amend the exercise price of the Warrants from \$0.20 per Share to \$0.16 per Share to reflect the current trading price. Pursuant to the new terms of the Private Placement, the Company may issue up to 17,386,600 units of the Company (the "Units") at \$0.13 per Unit for gross proceeds of up to approximately \$2,260,258.

As part of the First Tranche, the Company is also expected to settle an aggregate of approximately \$700,000 of outstanding indebtedness in consideration for approximately 5,385,000 Units issued at a price of \$0.13 per Unit.

A second tranche of the Private Placement is expected to be completed in the coming weeks.

- **On December 22, 2023** the Company announced announces that further to its news releases dated November 15, 2023 and December 19, 2023, it has closed the first tranche (the "First Tranche") of its previously announced private placement (the "Private Placement") of units of the Company ("Units"), issuing 9,168,838 Units at a price of \$0.13 per Unit for a total of approximately \$1,191,949, inclusive of certain debt settlements as described below. The Company expects to close on additional funds in a second tranche before the end of the calendar year.

Each Unit issued in the First Tranche is comprised of one common share in the capital of the Company (a "Share") and one Share purchase warrant (a

"Warrant"), with each Warrant entitling the holder thereof to acquire one additional Share (a "Warrant Share") at a price of \$0.16 per Warrant Share for a period of 36 months from the date of issuance.

In connection with the closing of the First Tranche, the Company paid finders fees of \$640 and issued an aggregate of 4,923 Share purchase warrants (the "Finders Warrants") to eligible finders. Each Finders Warrant entitles the holder thereof to acquire one additional Share (a "Finders Warrant Share") at a price of \$0.16 per Finders Warrant Share for a period of 36 months from the date of issuance.

The Company will use the net proceeds from the Offering for general corporate purposes, including salaries, consulting fees, legal and accounting fees, and investor relations expenses.

As part of the First Tranche, the Company also settled an aggregate of \$270,000 of outstanding indebtedness in consideration for 2,076,923 Units issued at a price of \$0.13 per Unit.

All securities issued pursuant to the First Tranche are subject to a statutory hold period of four months plus a day from the date of issuance in accordance with applicable securities legislation.

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

The Company has a series of short term loans from Related Parties amounting to \$ 404,000 with interest rates from 4% to 5% per month.

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: **January 4, 2024**

Thomas D. Hays III
Name of Director or Senior Officer

"Thomas D. Hays III"
Signature

CFO
Official Capacity

<i>Issuer Details</i>		
Name of Issuer VSBLTY Groupe Technologies Inc.	For Month End December/ 2023	Date of Report YY/MM/DD 2023/01/04
Issuer Address 206 – 595 Howe Street		
City/Province/Postal Code Vancouver, BC V6C 2T5	Issuer Fax No. ()	Issuer Telephone No. (604) 484-7855
Contact Name: Thomas D. Hays III	Contact Position: CFO	Contact Telephone No. (215) 620-9179