

## MATERIAL CHANGE REPORT

### Item 1: Name and Address of Company

VSBLTY GROUPE TECHNOLOGIES CORP. (the “Company” or “VSBLTY”)  
#300 – 417 North 8th Street  
Philadelphia, Pennsylvania  
19123

### Item 2: Date of Material Change

November 10, 2022

### Item 3: News Release

The Company disseminated a news release dated November 10, 2022 and subsequently filed a copy on [www.sedar.com](http://www.sedar.com).

### Item 4: Summary of Material Change

The Company announced that further to its news releases dated July 26, July 28, and September 1, 2022 it has closed the third tranche of its previously announced non-brokered private placement for gross proceeds of approximately \$520,000.

The Company also announced the debt settlements of, in aggregate, CAD\$452,659.34 to debt holders which will consist of the issuance of, in aggregate, 1,508,862 Units at a deemed issue price of CAD\$452,659.34, being CAD\$0.30 per Unit.

The Company also announced it has entered into a social marketing agreement with Common Cents Media, Social Purpose Corporation whereby the Company issued 125,000 common share purchase warrants of the Company in exchange for certain strategic communications services.

### Item 5.1: Full Description of Material Change

The Company announced that further to its news releases dated July 26, July 28, 2022, and September 1, 2022 it has closed the third tranche (the “**Third Tranche**”) of its previously announced non-brokered private placement (the “**Private Placement**”) of units (the “**Units**”).

Units were previously sold in first and second tranches of the Private Placement concurrently with and on the same terms as the Units issued and sold under the previously announced best efforts marketed public offering which closed on July 28, 2022 (the “**Public Offering**”). The Units were offered and sold under the Public Offering by way of a short form prospectus filed in the provinces of British Columbia, Alberta, Saskatchewan and Ontario (the “**Prospectus**”).

Each Unit is comprised of one common share (a “**Common Share**”) and one common share purchase warrant (a “**Warrant**”) of the Company. Each Warrant will entitle the holder thereof to acquire one Common Share (a “**Warrant Share**”) at an exercise price of \$0.50 for a period of 36 months following the applicable closing date. The Common

Shares and Warrants issuable under the Private Placement are subject to resale restrictions, including a Canadian four-month hold period.

Pursuant to the Third Tranche, the Company issued 1,733,333 Units at a price of \$0.30 per Unit, for total gross proceeds of approximately \$520,000. Together with the first and second tranches of the Private Placement, the Company has raised, in aggregate, total gross proceeds of approximately \$3,881,520 under the Private Placement.

Together with the proceeds of the Prospectus, the Company intends to use the proceeds of the Private Placement for sales, marketing, research and development, capital expenditures, working capital and general corporate purposes, as more particularly set out in the Prospectus.

The Prospectus, which contains important information relating to the Public Offering, has been filed with the securities commissions or similar authorities in the Offering Jurisdictions, and is available under the Company's profile at [www.sedar.com](http://www.sedar.com).

### **Debt Settlements**

The Company also announced the debt settlements of, in aggregate, CAD\$452,659.34 to debt holders (the “**Debt Holders**”), which will consist of the issuance of, in aggregate, 1,508,862 Units at a deemed issue price of CAD\$452,659.34, being CAD\$0.30 per Unit.

These issuances will be made in exchange for, and in full settlement of, the amount owed to the Debt Holders by the Company pursuant to unsecured convertible debentures issued on February 26, 2020.

### **Social Marketing Agreement**

The Company is pleased to announce that it has entered into a social marketing agreement (the “**Social Marketing Agreement**”) with Common Cents Media, Social Purpose Corporation (“**Common Cents**”), pursuant to which Common Cents will provide certain strategic communications services to the Company. The Social Marketing Agreement will have a one (1) year term (the “**Term**”), subject to earlier termination as provided in the Social Marketing Agreement. The Term may be extended with the written consent of the parties. In connection with the Social Marketing Agreement, the Company issued to Common Cents 125,000 common share purchase warrants of the Company, each of which will entitle Common Cents to purchase one common share of VSBLTY at an exercise price of \$0.30 per common share for a period of three (3) years from the date of issuance.

### **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**

No information has been omitted on the basis that it is confidential information.

**Item 8: Executive Officer**

The following officer of the Company is knowledgeable about the material change disclosed in this report: Jay Hutton, CEO and Director, Tel: 1-877-261-4466

**Item 9: Date of Report**

November 15, 2022