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VSBLTY COMPLETES SECOND TRANCHE OF NON-BROKERED PRIVATE PLACEMENT OF UNITS AND DEBT SETTLEMENT

PHILADELPHIA, PA – May 4, 2026 – VSBLTY Groupe Technologies Corp. (CSE: VSBY) (OTC: VSBGF) (Frankfurt: 5VS) (the “**Company**” or “**VSBLTY**”) is pleased to announce, further to its news releases dated March 30, 2026 and April 22, 2026, that the Company has closed the second tranche of its previously announced non-brokered private placement (the “**Offering**”) of units of the Company (the “**Units**”), issuing an aggregate of 6,534,792 Units at a price of C\$0.105 per Unit for aggregate proceeds of C\$686,153.16 (including Units issued in furtherance of debt settlements, as discussed below).

Each Unit is comprised of one (1) common share in the capital of the Company (a “**Common Share**”) and one (1) Common Share purchase warrant (a “**Warrant**”). Each Warrant entitles the holder to purchase one (1) additional Common Share at a price of C\$0.18 per Common Share for five (5) years from the issuance of the Warrants, subject to an acceleration provision whereby the Company may accelerate the expiry of the Warrants in the event that the volume-weighted average trading price of the Common Shares on the Canadian Securities Exchange (the “**CSE**”) equals or exceeds C\$0.30 for a period of ten (10) consecutive trading days.

The Warrants include a restriction that the Warrants may not be exercised if it would result in the holder, together with any parties acting jointly or in concert with the holder, beneficially owning or exercising control or direction over 20% or greater of the outstanding Common Shares.

In connection with the closing of the second tranche, the Company also issued an aggregate of 5,684,792 Units in exchange for the cancellation of certain promissory notes and other indebtedness in the aggregate amount of C\$137,733.16 (the “**Debt Settlement Transactions**”). The Debt Settlement Transactions were completed at a price of C\$0.105 per Unit, being the same price as the other Units issued under the Offering.

Certain directors and officers of the Company participated in the Debt Settlement Transactions, receiving an aggregate of 4,373,047 Units in settlement of amounts owed to them by the Company. The participation by these insiders in the Debt Settlement Transactions constitutes a “related party transaction” within the meaning of Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”). The Company relied on the exemptions from the formal valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101, on the basis that the fair market value of the consideration received by the participating insiders does not exceed 25% of the Company’s market capitalization. The remaining Units issued under the Debt Settlement Transactions and the second tranche of the Offering were issued to arm’s length parties.



The Company paid cash finder's fees in the amount of C\$918.75 equal to 3.5% of the gross proceeds raised from subscribers introduced by an arm's-length finder.

All securities issued pursuant to the second tranche of the Offering and the Debt Settlement Transactions are subject to a statutory hold period of four months and one day from the date of issuance, expiring September 2, 2026, in accordance with applicable securities legislation.

The net proceeds of the Offering will be used for general working capital purposes.

Conversion of Convertible Debenture

The Company also issued 2,943,233 Common Shares and 2,943,233 warrants pursuant to the conversion of certain convertible debentures of the Company issued on April 29, 2024 (the "**Debentures**"). Outstanding principal and interest on the Debentures was converted into units of the Company (the "**Debenture Units**") at a conversion price of US\$0.122 per Debenture Unit at the election of the Debenture holders, with each Debenture Unit consisting of one Common Share and one common share purchase warrant (a "**Debenture Warrant**"), and with each Debenture Warrant exercisable to acquire one Common Share at US\$0.122 per Common Share for a period of 36 months from the date of issuance.

Update on Annual General Meeting

Pursuant to the Company's notice filed on April 6, 2026, the Company announces that the previously scheduled Annual General and Special Meeting will be held solely as an Annual General Meeting.

RSU and Stock Option Grant

The Company has granted an aggregate of 1,395,000 restricted share units ("RSUs") and 250,000 incentive stock options to certain directors, consultants, and employees.

Each RSU entitles the holder to receive one common share upon settlement and vests immediately on the date of grant. The RSUs expire on or before April 30, 2029, in accordance with the Company's Restricted Share Unit Plan.

Each stock option is exercisable at a price of C\$0.14 per common share, vests immediately on the date of grant, and expires on or before April 30, 2029.

On Behalf of the Board of VSBLTY Groupe Technologies Corp.

"Jay Hutton"
CEO & Director



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About VSBLTY Groupe Technologies Corp.

Headquartered in Philadelphia, VSBLTY Groupe Technologies Corp. (CSE: VSBY) (OTC: VSBGF) (Frankfurt: 5VS) is a software technology company applying AI, computer vision, and multi-sensor data fusion to transform how organizations perceive and respond to their environments. The Company's platform architecture – V.Edge, V.Next, V.Data, and Vector Sentinel – provides a unified intelligence stack serving defense, smart city, and commercial customers. VSBLTY's technology is deployed across multiple continents through strategic partnerships and joint ventures, including the Winkel Media retail media network with AB InBev operating across 55,000+ stores in Latin America.

Forward-Looking Statements

This news release contains "forward-looking information" and "forward-looking statements" within the meaning of applicable Canadian and United States securities legislation. Forward-looking statements are based on the expectations, estimates, and projections of management as of the date of this news release. Forward-looking statements are neither historical facts nor assurances of future performance. They are based on certain assumptions and involve known and unknown risks and uncertainties that could cause actual results to differ materially from those anticipated. The Company undertakes no obligation to update forward-looking statements, except as required by applicable law. Readers are cautioned not to place undue reliance on forward-looking statements.

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.