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**AMENDED AND RESTATED OFFERING DOCUMENT UNDER THE
LISTED ISSUER FINANCING EXEMPTION
(AMENDING AND RESTATING THE OFFERING DOCUMENT DATED DECEMBER 20, 2023)**

January 18, 2024

**VIP ENTERTAINMENT TECHNOLOGIES INC.
(the "Company", "VIP", "we", or "our")**

SUBSCRIPTION PRICE: \$0.05 PER UNIT

What are we offering?

Offering:	Units (" Units ") of the Company, with each Unit being comprised of one common share (" Share ") of the Company and one-half common share purchase warrant (a " Warrant "). Each Warrant will be exercisable to acquire an additional Share (a " Warrant Share ", and together with the Units, Share and Warrants, the " Securities ") at an exercise price of \$0.10 per Warrant Share for a period of 18 months from the date of issuance.
Offering Price:	\$0.05 per Unit.
Offering Amount:	Maximum of up to 6,000,000 Units for gross proceeds of up to \$300,000 (the " Offering ") Minimum subscription of 5,000,000 Units for gross proceeds of \$250,000
Closing Date:	The closing of the Offering is expected to take place on or around January 31, 2024, or such earlier date as the Company may determine. The Offering may close in one or more dates as the Company may determine.
Exchanges:	The Shares are listed on the TSX Venture Exchange (the " TSXV ") under the symbol "VIP". The Warrants are not listed on any exchange.

Last Closing Price:	On December 19, 2023, the last trading date prior to the date of this Offering Document, the closing price of the Shares on the TSXV was \$0.05.
Description of Shares	The holders of Shares are entitled to: (i) receive dividends as and when declared by the board of directors of the Company, out of the moneys properly applicable to the payment of dividends, in such amount and in such form as the board of directors may from time to time determine; (ii) in the event of the dissolution, liquidation or winding-up of the Company, whether voluntary or involuntary, or any other distribution of the assets of the Company among its shareholders for the purpose of winding-up its affairs, receive the remaining property and assets of the Company; and (iii) receive notice of and to attend all meeting of the shareholders of the Company and to have one vote for each Share held at all meetings of the shareholders of the Company, except for a meeting at which only holders of another specified class or series of shares of the Company are entitled to vote separately as a class or series.
Description of Warrants:	<p>Each Warrant will entitle the holder to acquire, subject to adjustment in certain circumstances, one Warrant Share at an exercise price of \$0.10 until the date that is 18 month following the date of closing, subject to certain exceptions and the terms of the Warrants, after which time the Warrants will be void and of no value. The Warrants will be governed by the terms and conditions set out in the certificate representing the Warrants (the "Warrant Certificates") delivered to you at the closing of the Offering. The Warrant Certificates will provide for adjustment in the number of Warrant Shares issuable upon the exercise of the Warrants and/or the exercise price per Warrant Share upon the occurrence of certain customary events.</p> <p>No fractional Warrants Shares will be issuable to any holder of Warrants upon the exercise thereof, and no cash or other consideration will be paid in lieu of fractional shares. The holding of Warrants will not make the holder thereof a shareholder of the Company or entitle such holder to any right or interest in respect of the Warrants except as expressly provided in the Warrant Certificate. Holders of Warrants will not have any voting or preemptive rights or any other rights of a holder of Shares.</p>

No securities regulatory authority or regulator has assessed the merits of these securities or reviewed this document. Any representation to the contrary is an offence. This offering may not be suitable for you and you should only invest in it if you are willing to risk the loss of your entire investment. In making this investment decision, you should seek the advice of a registered dealer.

The Units, the Shares and the Warrants comprising the Units, and the Warrant Shares issuable upon the exercise of the Warrants, have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any U.S. state securities laws, and may not be offered or sold in the United States or to, or for the account or benefit of, any U.S. person or any person in the United States, absent an exemption from the registration requirements of the U.S. Securities Act and any applicable U.S. state securities laws. The Warrants will not be exercisable by, or on behalf of, a person in the United States or a U.S. person unless exemptions from the registration requirements of the U.S. Securities Act and any applicable state

securities laws are available at the time of exercise. Securities issued to, or for the account or benefit of, a U.S. person or a person in the United States pursuant to exemptions from the registration requirements of the U.S. Securities Act and any applicable state securities laws will be "restricted securities" within the meaning of Rule 144 under the U.S. Securities Act subject to certain restrictions on transfer set forth therein, and may be represented by definitive certificates or other instruments bearing a legend regarding such restrictions.

All references in this Offering Document to "dollars" or "\$" are to Canadian dollars, unless otherwise stated. The Company is conducting a listed issuer financing under section 5A.2 of National Instrument 45-106 Prospectus Exemptions. In connection with this Offering, the Company represents the following is true:

- The Company has active operations and its principal asset is not cash, cash equivalents or its exchange listing.
- The Company has filed all periodic and timely disclosure documents that it is required to have filed.
- The total dollar amount of the Offering, in combination with the dollar amount of all other offerings made under the listed issuer financing exemption in the 12 months immediately before the date of this Offering Document, will not exceed \$5,000,000.
- The Company will not close the Offering unless the Company reasonably believes it has raised sufficient funds to meet its business objectives and liquidity requirements for a period of 12 months following the distribution.
- The Company will not allocate the available funds from the Offering to an acquisition that is a significant acquisition or restructuring transaction under securities law or to any other transaction for which the Company seeks security holder approval.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Offering Document contains statements that may constitute forward-looking information under applicable securities law. All statements, other than those of historical fact, which address activities, events, outcomes, results, developments, performance or achievements that VIP anticipates or expects may or will occur in the future (in whole or in part) should be considered forward-looking information. Often, but not always, forward-looking information can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes" or variations (including negative variations) of such words and phrases, or statements formed in the future tense or indicating that certain actions, events or results "may", "could", "would", "might" or "will" (or other variations of the forgoing) be taken, occur, be achieved, or come to pass. Forward-looking statements are based on assumptions, including expectations and assumptions concerning the Company's growth plan. While VIP considered these assumptions to be reasonable, based on information currently available, they may prove to be incorrect. Readers are cautioned not to place undue reliance on forward-looking statements. In addition, forward-looking statements necessarily involve known and unknown risks, including, without limitation, risks associated with general economic conditions; adverse industry events; future legislative, tax and regulatory developments. Readers are cautioned that the foregoing list is not exhaustive and other risks set out in public disclosure recorded and filed under the Company's profile on www.sedar.com. Readers are further cautioned not to place undue reliance on forward-looking statements as there can be no assurance that the plans, intentions, or expectations upon which they are placed will occur. Such information, although considered reasonable by management at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated. For more information on the risk, uncertainties and assumptions that could cause anticipated opportunities and actual results to differ materially, please refer to the public filings of VIP which are available on SEDAR at www.sedar.com. VIP disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

SUMMARY DESCRIPTION OF BUSINESS

What Is Our Business?

Corporate

The Company was incorporated under the *Business Corporations Act* (British Columbia) on March 11, 2019 under the name "ANC Capital Ventures Inc." and changed its name to "VIP Entertainment Technologies Inc." on July 7, 2023.

The Company is a reporting issuer in Alberta, British Columbia and Ontario.

The head office of the Company is located at 3200, 500 4th Ave, SW, Calgary, AB, T2P 2V6. The registered and records office of the Company is located at 250-2nd Street SW Calgary, AB, T2P . The Company's Shares are listed on the TSXV under the trading symbol "VIP".

Summary Description of the Business

The Company delivers sports betting, casino games and poker through its VIP Bets platform. In addition, it has a free to play or low cost platforms which offer engagement and entertainment tools to users around the world to create a sales funnel and additional revenue. The Company is focused on growth through acquisition strategy to increase its core business in the gambling and gaming industry, steering itself into a premier entertainment gaming company. The Company has handled approximately \$150,000,000 in wagers through its licensed online gaming services.

Recent Developments

On January 12, 2024, the Company announced that concurrent with the Offering, the Company intends to complete a non-brokered private placement for an additional 7,000,000 Units at a price of \$0.05 per Unit for aggregate gross proceeds of up to \$350,000 pursuant to appropriate exemptions (other than the Listed Issuer Financing Exemption) in NI 45-106. Each Unit is comprised of one Share of the Company and one-half of a Warrant. Each whole Warrant will be exercisable to acquire an additional Share at an exercise price of \$0.10 per Warrant Share for a period of 18 months from the date of issuance.

On December 12, 2023, Bob Lunde resigned as Chief Executive Officer and Randy Jennings was appointed the new Chief Executive Officer for the Company.

On December 1, 2023, the Company entered into a Share Purchase and Sale Agreement with the shareholders of Bet Rewards to acquire all of the issued and outstanding common shares of Bet Rewards in consideration for \$550,000 CDN, payable by way of issuance of common shares of the Company to the shareholders of Bet Rewards at a deemed transaction price of \$0.085 per share.

Bet Rewards is an established company that operates its proprietary cash back rewards platform in the affiliate industry with a strong presence in the gambling sector. The Bet Rewards proprietary software was developed in-house and has been operating for the past fifteen months and has established partnerships with many of the top tier Canadian sportsbook operators to assist them in acquiring new players in the regulated sports book industry. The acquisition will bring new sources of revenue to VIP, through the existing relationships that Bet Rewards has as well as assist in acquisition of new users for the VIP on-line sports book and gaming offerings. Furthermore, the Bet Rewards acquisition provides a catalyst for the Company to accelerate its land and expand strategy for its multiple sites.

On September 8, 2023, the Company announced that the Company's Shares are now quoted for trading on the OTCQB Venture Market under the symbol VETIF, and its receipt of Depository Trust Company eligibility in the U.S. allowing the Company's stock to be more easily traded by and accessible to U.S. institutional and retail investors.

On July 20, 2023, the Company announced that it has been granted a KGC Remote Gaming License ("**KGC License**") for operations in Canada, excluding Ontario, allowing VIP to immediately increase its user database with substantial number of users in the company's key demographic, key jurisdiction and expects to realize significant growth to its player related revenues. Along with this KGC License and the recent acquisition of a UK gaming license, VIP can market to players in both UK and Canada. The Company also issued an aggregate of 1,550,000 options to purchase Company's shares exercisable at a price of \$0.25 for a period of five years to directors, officers, and certain consultants of the Company.

On May 18, 2023, the Company closed a non-brokered private placement, through the issuance of 2,550,800 units at a price of \$0.25 per Unit for gross proceeds of \$637,700. Each Unit comprises a Share in the capital of the Company and one-half of one common share purchase Warrant. Each Warrant entitled the holder to purchase one Share in the capital of the Company at a price of \$0.50 per Share, on or before May 18, 2025.

On May 5, 2023, the Company acquired Contagious Sports ("**Contagious**") and its United Kingdom Gaming License ("**UKGL**"). VIP acquired all issued and outstanding shares of Contagious which allows the Company's immediate access to new and existing users of UKGL, a highly prestigious license. The Company paid the full amount for the acquisition in the form of a net gaming revenue sharing agreement (up to \$1,000,000 CDN solely from 10% of the net revenue after expenses derived from the territories covered under the acquisition license).

On December 15, 2022, the Company completed a private placement for a total of 1,947,200 Shares at price of \$0.25 per Share for gross proceeds of \$486,800, of which \$331,300 was received in cash, \$80,500 was settled for debt, and \$75,000 was settled for consulting services. Each unit consists of one Share and one-half of one common share purchase warrant at \$0.50 per Share which expires on December 15, 2024.

Material Facts

On March 1, 2023, the Company completed a share consolidation of the Company's issued and outstanding Shares on a five (5) to one (1) basis (the "Consolidation"). No fractional Shares were issued in connection with the Consolidation. In the event a holder of Shares was otherwise entitled to receive a fractional Share in connection with the Consolidation, the number of Shares received by such shareholder were rounded down to the next whole number if that fractional Share was less than one half (1/2) of a Share, and rounded up to the next whole number of Shares if that fractional Share was equal to or greater than one half (1/2) of a Share.

What are the business objectives that we expect to accomplish using the available funds?

The following table sets out the business objectives the Company expects to accomplish using its available funds following the Offering and lists the milestone event(s) for each business objective, anticipated time period for completion and estimated cost.

<u>Business Objectives</u>	<u>Preceding significant event(s) (each, an "Event")</u>	<u>Period in which Event is expected to occur</u>	<u>Cost Related to Event (Minimum Offering)</u>	<u>Cost Related to Event (Maximum Offering)</u>
Migrate servers for VIPsportsInc.com and launch new site	Migrate servers and provide new ui/ux for players	Q1	\$10,000	\$10,000
Marketing VIPsportsInc.com	Increase social media marketing and free to play player acquisition programs	Q1 -> Q4	\$10,000 Q1 \$10,000 Q2	\$75,000 Q1 \$75,000 Q2 \$40,000 Q3 \$40,000 Q4
Marketing VIPbets.com	Increase social media marketing and depositing player acquisition programs	Q1 -> Q4	\$10,000 Q1 \$10,000 Q2 \$5,000 Q3 \$5,000 Q4	\$50,000 Q1 \$50,000 Q2 \$30,000 Q3 \$30,000 Q4
Integrate BetRewards to VIPSportsinc.com	Initiate affiliate programs	Q2	\$20,000	\$30,000

Develop UK property to leverage Contagious Gaming and UKGC license	Restart UK based platform and player acquisition programs	Q3	\$10,000	\$60,000
Working Capital		Q1 -> Q4	\$80,000	\$80,000
		TOTAL	\$170,000	\$570,000

USE OF AVAILABLE FUNDS

What will our available funds be upon the closing of the Offering?

Following the closing of the Offering, the Company will have funds available as set out in the following table:

		Minimum Offering	Maximum Offering
A	Amounts to be raised by the Offering	\$250,000	\$650,000
B	Selling commissions and fees	\$Nil	\$Nil
C	Estimated Offering costs (e.g., legal, accounting, audit)	\$10,000	\$10,000
D	Net proceeds of Offering: $D = A - (B + C)$	\$240,000	\$640,000
E	Working capital as at most recent months end (deficiency)	(\$70,000)	(\$70,000)
F	Additional sources of funding	\$0	\$0
G	Total available funds: $G = D + E + F$	\$170,000	\$570,000

How will we use the available funds?

The Company intends to use the available funds as follows:

Description of intended use of available funds listed in order of priority	Minimum Offering	Maximum Offering
Sales and Marketing	\$ 50,000	\$450,000
Technology & Development	\$ 40,000	\$40,000
General Working Capital ⁽¹⁾	\$ 80,000	\$80,000
TOTAL	\$170,000	\$570,000

Notes:

(1) Consists of regulatory and filing fees, legal fees, accounting and audit, insurance, consulting, general and administrative expenses.

How have we used the other funds we have raised in the past 12 months?

The funds from the previous placements were used to:

1. Acquisition of Contagious Gaming and with it the UK Gaming License
2. Application and receipt of Kahnawake Gaming License
3. Development of Free to Play website
4. General and Administrative Expenses

FEEES AND COMMISSIONS

Who are the dealers or finders that we have engaged in connection with this offering, if any, and what are their fees?

None.

U.S. OFFERING RESTRICTIONS

The Securities have not been and will not be registered under the U.S. Securities Act or the securities laws of any state in the United States and, subject to certain exemptions from registration under the U.S. Securities Act and applicable state securities laws, may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons or persons in the United States.

This Offering Document does not constitute an offer to sell or a solicitation of an offer to buy any Units, Shares, Warrants or Warrant Shares in the United States to, or for the account or benefit of, U.S. persons or persons in the United States. In addition, until 40 days after the Closing Date, an offer or sale of Units, Shares or Warrants within the United States or, to or for the account or benefit of, U.S. persons or persons in the United States by any dealer (whether or not participating in the Unit Offering) may violate the registration provisions of the U.S. Securities Act unless made otherwise than in accordance with an exemption from the registration requirements under the U.S. Securities Act and similar exemptions under applicable state securities laws.

The Warrants will not be exercisable by, or on behalf of, a person in the United States or a U.S. person, nor will certificates or other instruments representing the Warrant Shares issuable upon exercise of the Warrants be registered or delivered to an address in the United States, unless an exemption from the registration requirements of the U.S. Securities Act and any applicable state securities laws is available and provided that, subject to certain exceptions, the Company has received an opinion of counsel of recognized standing to such effect in form and substance satisfactory to the Company.

PURCHASERS RIGHTS

Rights of action in the Event of a Misrepresentation

If there is a misrepresentation in this Offering Document, you have a right

- a) to rescind your purchase of these securities with the Company, or**
- b) to damages against the Company and may, in certain jurisdictions, have a statutory right to damages from other persons.**

These rights are available to you whether or not you relied on the misrepresentation. However, there are various circumstances that limit your rights. In particular, your rights might be limited if you knew of the misrepresentation when you purchased the securities.

If you intend to rely on the rights described in paragraph (a) or (b) above, you must do so within strict time limitations.

You should refer to any applicable provisions of the securities legislation of your province or territory for the particulars of these rights or consult with a legal adviser.

ADDITIONAL INFORMATION

Where can you find more information about us?

You can access the Company's continuous disclosure under its profile at www.sedarplus.ca and at www.vipentertaingroup.com.

DATE AND CERTIFICATE

Dated: January 18, 2024

This Offering Document, together with any document filed under Canadian securities legislation on or after January 18, 2024 contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

"Randy Jennings"

Randy Jennings
Chief Executive Officer

"Scott James Seguin"

Scott James Seguin
Interim Chief Financial
Officer