

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>Pierce Matthew</u>  (Last) (First) (Middle) C/O VERSUS SYSTEMS INC. 1558 WEST HASTINGS STREET  (Street) VANCOUVER, AI V6G3J4  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 01/01/2024	3. Issuer Name and Ticker or Trading Symbol <u>Versus Systems Inc. [ VS, VSSYW ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)  Chief Executive Officer	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Shares	1,931	D	

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Stock Options <sup>(1)</sup>	(1)	04/02/2024	Common Shares 3 <sup>(8)</sup>	604.8 <sup>(8)(9)</sup>	D	
Stock Options <sup>(2)</sup>	(2)	09/27/2024	Common Shares 156 <sup>(8)</sup>	1,087.2 <sup>(8)(10)</sup>	D	
Stock Options <sup>(3)</sup>	(3)	07/24/2025	Common Shares 8 <sup>(8)</sup>	715.2 <sup>(8)(11)</sup>	D	
Stock Options <sup>(4)</sup>	(4)	07/31/2025	Common Shares 85 <sup>(8)</sup>	715.2 <sup>(8)(12)</sup>	D	
Stock Options <sup>(5)</sup>	(5)	08/19/2026	Common Shares 150 <sup>(8)</sup>	1,008 <sup>(8)</sup>	D	
Stock Options <sup>(6)</sup>	(6)	08/17/2027	Common Shares 308 <sup>(8)</sup>	96 <sup>(8)</sup>	D	
Stock Options <sup>(7)</sup>	(7)	02/13/2028	Common Shares 2,000 <sup>(8)</sup>	14.4 <sup>(8)</sup>	D	
Warrants	02/28/2022	02/28/2027	Common Shares 260	460.8	D	

**Explanation of Responses:**

- The options reported herein were granted to the reporting person by Versus Systems Inc. (the "Issuer") on April 2, 2019. All of the options have vested as of the date hereof.
- The options reported herein were granted to the reporting person by the Issuer on September 27, 2019. All of the options have vested as of the date hereof.
- The options reported herein were granted to the reporting person by the Issuer on July 24, 2020. These options vested on January 20, 2021 following the Issuer's listing on the Nasdaq Capital Market.
- The options reported herein were granted to the reporting person by the Issuer on July 31, 2020. All of the options have vested as of the date hereof.
- The options reported herein were granted to the reporting person by the Issuer on August 19, 2021. These options vest in installments, beginning on the first anniversary of the date of grant, when 1/4 of such options vested, after which the remaining unvested options vest in equal monthly installments over 36 months. As of the date of this report, 94 of the options have vested.
- The options reported herein were granted to the reporting person by the Issuer on August 17, 2022. These options vest in equal monthly installments over 48 months beginning on the date of grant. As of the date of this report, 120 of the options have vested.
- The options reported herein were granted to the reporting person by the Issuer on February 13, 2023. These options vest in equal monthly installments over 24 months beginning on the date of grant. As of the date of this report, 1,058 of the options have vested.
- The amount of securities reported herein reflects the 1-for-16 reverse stock split effected by the Issuer on December 28, 2023.
- The exercise price reported herein was converted from Canadian dollars to United States dollars at a conversion rate of 1.3344 Canadian dollars per United States dollar.
- The exercise price reported herein was converted from Canadian dollars to United States dollars at a conversion rate of 1.3249 Canadian dollars per United States dollar.
- The exercise price reported herein was converted from Canadian dollars to United States dollars at a conversion rate of 1.3421 Canadian dollars per United States dollar.
- The exercise price reported herein was converted from Canadian dollars to United States dollars at a conversion rate of 1.3404 Canadian dollars per United States dollar.

/s/ Matthew Pierce

02/28/2024

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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