Information Circular (as amended on November 16, 2017)

solicited by management for the December 4, 2017 Special Meeting of Shareholders

Registered holders: **This Information Circular is prepared under the notice-and-access rules in NI 54-101, so it is posted online instead of being mailed out. You may obtain a paper copy by: a) e-mail to proxy@glenbriar.com; b) mail to Secretary, Glenbriar Technologies Inc., 1100, 736 – 8 Ave SW, Calgary, Alberta T2P 1H4; or c) call to +1 (403) 233-7300 x5. The request should be sent so that it is received by November 10, 2017 to allow sufficient time for you to receive the paper copy and return the proxy by its due date. Shareholders should review the online materials when voting.**

Non-registered holders: **You have received this Information Circular because we are required to use Broadridge, and Broadridge's pricing policies make notice-and-access uneconomic for small issuers.**

Management Solicitation of Proxies

Glenbriar Technologies Inc. ("Glenbriar") management provides this Circular to solicit proxies for use at the shareholders' meeting to be held as set forth in the Notice of Meeting. Information is given as of November 2, 2017. Glenbriar uses and pays intermediaries and agents to send proxy-related materials to all registered and non-registered holders rather than sending those materials directly.

Voting and Proxies

To vote at the meeting, you must carefully follow the applicable instructions set forth below:

1. *Registered holder* – Your name and address will appear on a label on the Glenbriar **Proxy Form** sent to you at the address shown on the shareholder register. You may vote in person or by proxy. You may appoint a proxy by completing the Glenbriar Proxy Form and either e-mailing it to info@reliablestocktransfer.com, faxing it to (972) 596-2007 or delivering or mailing it to the Secretary of Glenbriar, c/o Proxy Dept., Reliable Stock Transfer Inc., 100 King Street West, Suite 5700, Toronto, ON M5X 1C7, up to the last business day before the meeting, or by personal delivery to the Chairman at the meeting.

2. *Non-registered holder* – Your name and address will appear on the **Voting Instruction Form (VIF)** sent to you by Broadridge on behalf of your bank, broker or trust company. You may only vote or appoint a proxy by mail, phone, fax or on the Internet in accordance with the VIF. Broadridge submits the vote or proxy appointment to Glenbriar on your behalf. You must submit your vote or proxy appointment within the time limits shown on the VIF. If you or a person you designate plan to attend the meeting, you must use the VIF to appoint yourself or that person as proxy to have voting rights at the meeting.

You may revoke a Proxy Form or VIF by completing a new form or other written notice duly delivered in the same manner as the original form. A corporation should sign under corporate seal, or by a duly authorized officer or attorney. All Proxy Forms and VIFs properly received will be voted as specified. Robert Matheson and Christine Padaric, named in the Proxy Form or VIF, are the Chairman and Secretary of Glenbriar. **If no direction is given, the proxy will vote "FOR" approval of that matter. You may appoint a different person (including yourself), who need not be a shareholder, to represent you as proxy by inserting that person's name in the blank space provided on the Proxy Form or VIF.**

Both the Proxy Form *(for registered holders)* **and the VIF** *(for non-registered holders)* **grant discretionary authority to the proxy for any amendments or variations to matters referred to in the Notice of Special Meeting or this Circular, or any other matters that properly come before the meeting.**

Voting Shares and Principal Shareholder

Voting: *Registered holders* of Glenbriar Common Shares at the close of business on November 2, 2017 may vote. You may vote in person or by proxy. A proxy need not be a shareholder. *Non-registered holders* may vote or appoint a proxy using the VIF from Broadridge, who submits it to Glenbriar.

Transferred shares: *Registered holders*: If you transfer shares before the meeting, and the transferee establishes ownership and demands at least 10 days before the meeting to be included on the list of eligible voters, the right to vote those shares passes to the transferee. *Non-registered holders* must exercise this right through your bank, trust company or broker.

Principal Holder: The following is the only person that owns or controls, directly or indirectly, more than 10% of the 130,421,510 Common Shares issued and outstanding:

Name	Address	Ownership	No. of shares	Common Shares owned or controlled (%)
Uniserve Communications Corp.	Vancouver, BC	Direct	112,366,775	86.2%

The number of shares "owned or controlled" by Uniserve includes those shares which Uniserve has agreed to purchase, but for which it has not yet taken title. Those shares will either be owned by, or will be deemed to be owned by, Uniserve at the meeting, and will be excluded when the "majority of the minority" vote is tabulated at the meeting. None of the directors and officers own or control any of the outstanding Common Shares.

MATTERS TO BE ACTED UPON AT THE MEETING

History of Current Proposal

Over the past two years, Glenbriar sought to pursue a new strategic direction in response to changing industry and market conditions. This new direction took the form of building a Cloud data centre and back office infrastructure upgrades that automated Glenbriar's business workflow through its entire cycle, from sales process through invoicing and monitoring. Glenbriar used a combination of $200,000 of finance leases, $100,000 of finance loans and a $300,000 revolving credit facility for the balance.

Declining health and related performance issues resulted in the termination of the CFO in the middle of the transition to the new back office infrastructure, with 2 interim appointments being involved until the position was properly stabilized several months later. During this period, reduced oil prices and the corresponding negative impact on the Alberta economy caused Glenbriar's Calgary operations (which represented 50% of overall revenue) to endure significant revenue reductions from client services due to bankruptcies and reduced capital expenditures. As a result, Glenbriar was unable to meet its balance sheet covenant on the revolving facility, and in February 2016, that facility was termed out at close to $300,000, with monthly payments of $20,000 until it was fully paid out in May 2017. To date, the finance leases have also been reduced from $200,000 to less than $40,000, and the finance loans from $100,000 to close to $30,000.

This triple jeopardy of business downturn, accelerated capital repayments and senior personnel issues placed a heavy burden on Glenbriar's ability to maintain its cash flow during rapidly changing market and industry conditions. Fortunately, the automation of business processes allowed Glenbriar to significantly reduce its work force and cost structure such that it was able to stay in business and achieve profitability. Unfortunately, this did not create the environment necessary to sustain growth over the long term without some form of capital infusion. Accordingly, Glenbriar continued to seek additional funding for strategic acquisitions, development of Cloud services, marketing and sales infrastructure, and reduction of long term obligations. In December 2016, a long-term employee stepped forward to provide a bridge financing loan of $200,000 to get over the remaining capital repayment obligations.

In February 2017, Glenbriar announced a rights offering that took advantage of recent regulatory changes that simplified such offerings. This also reflected an attempt by the board of directors to offer existing shareholders an equal opportunity to participate in increased ownership, thus preventing dilution. The proceeds would be targeted to repaying long term debt and providing operating cash flow to allow implementation of the new strategic initiatives. Directors confirmed their intention to maintain their level of ownership to leave room for participation in the additional subscription privilege by other shareholders. In the end, the rights offering was only minimally subscribed, confirming that the minority shareholders had waived the opportunity to participate in the restructuring.

In response, Glenbriar considered numerous other alternatives, opportunities and proposals from third parties, Glenbriar undertook a series of initiatives to redeploy and relaunch itself in response to changes in market conditions once the revolving credit facility was repaid in May 2017. The leading initiative included rebranding, share consolidation, new investment and potential acquisitions, and was being coordinated with a registered representative from the Vancouver office of a major brokerage firm who specialized in this type of restructuring. While this alternative provided the necessary funds for the relaunch, rebranding, marketing and sales programs and an acquisition strategy, the Glenbriar board was somewhat reluctant because it also involved major dilution of existing shareholdings, conversion to equity of a large portion of long term obligations against the will of the holders of those obligations and relying on stock market success to fund future acquisitions. Despite these shortcomings, it was the best proposal that had been received, and would provide the best future for Glenbriar when the interests of all stakeholders were considered. Accordingly, Glenbriar was actively moving forward with this initiative, including such steps as calling a special meeting of shareholders to approve a change of name and share consolidation, holding an internal competition to identify a new brand, hiring a marketing firm to develop a new web and online presence for the brand and business strategy, and starting to formalize the relationship with the brokerage firm.

In the latter part of May 2017, Glenbriar was introduced to Uniserve through a mutual acquaintance. Glenbriar's three major shareholders, Brian Tijman, Robert Matheson and Glenn Matheson, met with Uniserve's executive officers and chairman at their Vancouver offices, and determined that while the two operations had many similarities, there were also many complementary characteristics that could result in a mutually beneficial relationship if they were combined. The parties then settled on a framework for combining operations which met with Glenbriar's objectives of providing fair value for minority shareholders, repaying existing long-term obligations, providing better opportunities for employees, improving service offerings to clients, and solidifying the basis for long term strategic growth. It was noted that Uniserve had relaunched itself under its own long term strategic growth plan over the past few months, and had selected the same back office infrastructure as Glenbriar had just implemented, which provided an excellent opportunity to leverage Glenbriar's experience in those areas. In addition, Glenbriar's Alberta and Ontario offices combined with its specialization in managed services for enterprises provided immediate geographic diversity and expansion to ignite Uniserve's plan to go national and extend its reach into managed services.

After further discussion and due diligence on both sides, the parties agreed on a framework that would involve Uniserve making a $720,000 private placement in Glenbriar which would be used to pay down long term obligations and improve working capital, and setting the conversion rate for Glenbriar shares into Uniserve shares at 5:1, based on the pre-existing market prices of $0.02 and $0.10 per share, respectively. This ratio was subsequently amended on June 30, 2017 to 12.5:1 based on the 2.5:1 share consolidation of Uniserve shares on that date.

Sale of Information Technology Business

Effective June 16, 2017, Uniserve acquired approximately 61% of the outstanding voting Common Shares of Glenbriar by way of a private placement for $800,000 ($720,000 net of placement fee) at a price of $0.01 per share. On June 26, 2017, three directors of Glenbriar resigned, and three officers of Uniserve were appointed in their place. Effective June 30, 2017, Uniserve acquired an additional 20% of the outstanding voting Common Shares of Glenbriar under a purchase agreement with the former directors of Glenbriar (including the two that stayed on after the June 26, 2017 change) at an effective price of $0.02 per share, bringing Uniserve's ownership of Glenbriar voting Common Shares to around 81%. Since that time, Uniserve has made additional market acquisitions which has brought its total ownership of Glenbriar to 86.2%.

Uniserve now wishes to acquire Glenbriar's information technology business in a manner that is fair to Glenbriar's remaining shareholders, and Glenbriar's board seeks to dispose of its IT operations in a manner which is fair to the remaining minority shareholders and which will allow it to pursue new opportunities. To that end, the parties have entered into an Asset Purchase Agreement ("Agreement") in the form attached as Schedule A to this Information Circular.

The Agreement provides for Uniserve to pay $2,608,430 for the Assets (as defined in the Agreement), which represents a valuation of $0.02 per share, which is the same value paid to the former directors of Glenbriar for their holdings as described above. After payment of the adjustments set forth in paragraph 3 of the Agreement, Glenbriar plans to declare a dividend to the remaining holders of Glenbriar Common Shares such that Glenbriar shall retain at least $50,000 in cash. This dividend is expected to be in the range of $0.0175 per share, with Uniserve being expected to apply its dividend by way of setoff from the Purchase Price under paragraph 3(e). Glenbriar will then actively seek new business opportunities.

Glenbriar relies on the exemption in MI 61-101, s. 5.5(b), which provides that as a venture issuer, Glenbriar is not required to obtain a formal valuation relating to the proposed transaction.

Board Review of Proposed Sale

Brian Tijman is the only one of Glenbriar's board of directors that is not either an officer or director of Uniserve. Robert Matheson, Glenbriar's CEO, was involved in the negotiations with Uniserve on behalf of Glenbriar, but has subsequently taken a position as a director and employee of Uniserve. Accordingly, Glenbriar has appointed Mr. Tijman as the independent board member to review the overall fairness of the proposed sale on behalf of Glenbriar's minority shareholders.

Mr. Tijman was involved in the identification and negotiation of the framework and agreements with Uniserve on Glenbriar's behalf. Mr. Tijman, together with Robert Matheson and Glenn Matheson, was one of the original founders of Glenbriar in 1995, and has been the largest shareholder of Glenbriar for over a decade. Mr. Tijman was also the CFO of Glenbriar from 1997 until he retired in December 2013, giving him a thorough understanding of the business, finances, and history of Glenbriar. Mr. Tijman participated in negotiating what would constitute an acceptable private placement and exchange ratio of shares between

Glenbriar and Uniserve. As a participant in all the earlier Glenbriar transactions and review of opportunities as CFO, director, largest shareholder and second largest debtholder of Glenbriar, Mr. Tijman is uniquely qualified to review the fairness of this transaction to Glenbriar's shareholders.
For the many reasons outlined in this Circular, Mr. Tijman strongly recommends approval of the proposed special resolution as the best available opportunity for Glenbriar shareholders to maximize the value of their Glenbriar Common Shares.

Glenbriar's board of directors believes that this Agreement offers fair value to the minority shareholders of Glenbriar due to the payment of the described dividend, as well as the ongoing opportunity to participate in potential new business opportunities.

To avoid a conflict of interest, there will be two tabulations of the vote on the special resolution. The first tabulation will count the votes of all common shareholders, including Uniserve, and will require a 66⅔% majority due to it being a special resolution. The second tabulation will exclude Uniserve's votes to ensure that the special resolution is also supported by a 66⅔% "majority of the minority" shareholders. Both tabulations must pass for the special resolution to succeed.

Dissent Rights

As the Agreement contemplates the sale of all or substantially all Glenbriar's property other than in the ordinary course of business, section 190 of the *Business Corporations Act* (Alberta) requires approval by a special resolution of the shareholders. Section 191(1)(e) further provides that a shareholder may dissent if the resolution is approved. Section 191(3) provides that in addition to any other right the shareholder may have, a shareholder entitled to dissent under and who complies with s. 191 is entitled to be paid the fair value of the shares held by the shareholder in respect of which the shareholder dissents, determined as of the close of business on the last business day before the day on which the resolution from which the shareholder dissents was adopted. Section 191(4) provides that a dissenting shareholder may only claim with respect to all the shares held by the shareholder or on behalf of any one beneficial owner and registered in the name of the dissenting shareholder. Section 191(5) requires that a dissenting shareholder must send Glenbriar a written objection to the proposed resolution at or before the shareholders' meeting to which this Circular relates. Shareholders are referred to section 191 for further particulars regarding their right to dissent. **Only registered holders are entitled to exercise dissent rights. Non-registered or beneficial holders may only exercise dissent rights through the registered holder of their shares.**

Effect of Failure to Approve the Asset Sale

Glenbriar's board notes that if the proposed resolution is rejected by the minority shareholders, Uniserve may elect to call special meetings of Glenbriar and Uniserve shareholders to approve an amalgamation of the companies based on 66⅔% approval at each meeting. This would result in Glenbriar ceasing to exist as a separate legal entity, and Glenbriar shareholders would become shareholders in the amalgamated company. In this case, there would be no dividend payable to Glenbriar shareholders, and the opportunity for Glenbriar to seek new business opportunities following the sale of the IT business as contemplated by the transaction under consideration in this Circular would be eliminated.

Accordingly, the Glenbriar board is of the view that it is in the best interest of the minority shareholders to approve the proposed special resolution, as they receive both fair value for their shares and the upside of participating as shareholders in potential new business opportunities. Based on the above scenarios, the Glenbriar board does not foresee any reasonable chance of Glenbriar continuing in the IT business in the future, even if the special resolution is not approved by the minority shareholders.

Interests of Certain Persons in Matters to Be Acted On

The Asset Purchase Agreement contemplates the repayment of the remaining loan outstanding to Robert Matheson and Brian Tijman in the amount of approximately $71,000. This loan is secured by a general security agreement which provides a first fixed and floating charge over all Glenbriar's present and future acquired assets. Mr. Matheson is the CEO, Chairman and President of Glenbriar and a director of Uniserve, and Mr. Tijman is a director of Glenbriar. At the time the loan was made, Mr. Tijman was also the CFO of Glenbriar. Messrs. Matheson and Tijman both exchanged their Glenbriar shares for Uniserve shares under the agreement between the Glenbriar directors and Uniserve dated June 30, 2017 and described under the first paragraph of "Sale of Information Technology Business" above.

Three of the four remaining directors of Glenbriar, Nicholas Jeffrey, Hashim Mitha and Iain Gordon, are respectively, the CEO, COO and CFO of Uniserve. In addition, Messrs. Jeffrey and Mitha, together with the fourth remaining director, Walter Schultz, are also directors of Uniserve. Uniserve itself is the principal shareholder in Glenbriar. See "Principal Holder" under "Voting Shares and Principal Shareholder" above.

ADDITIONAL INFORMATION

Additional information about Glenbriar, including comparative annual and interim financial statements and related management discussion and analysis for its most recently completed financial year, is available from Glenbriar's website at www.glenbriar.com/corporate/filings, the CSE website at www.thecse.com, or the Sedar website at www.sedar.com. To obtain paper copies, send a request to Glenbriar by mail at Suite 1100, 736 – 8 Ave SW, Calgary, AB T2P 1H4, by phone to (403) 233-7300 x5, or by e-mail to inquiries@glenbriar.com.

CERTIFICATE

Dated: November 2, 2017 (as amended November 16, 2017) Calgary, Alberta

The foregoing contains no untrue statement of material fact and does not omit to state a material fact that is required to be stated or that is necessary to make a statement not misleading in the light of the circumstances in which it was made.

Robert D. Matheson
Chief Executive Officer

Shankha Bhattacharyya
Acting Chief Financial Officer

Schedule A

ASSET PURCHASE AGREEMENT

This Agreement executed on November 2, 2017.

BETWEEN:

GLENBRIAR TECHNOLOGIES INC., an Alberta corporation with its head office at 1100, 736 – 8 Ave SW, Calgary, AB T2P 1H4 ("*Glenbriar*")

- and –

UNISERVE COMMUNICATIONS CORP., a British Columbia corporation with its head office at Suite 330, 333 Terminal Avenue, Vancouver, BC V6A 4C1 ("*Uniserve*")

WHEREAS:

A) Effective June 16, 2017, Uniserve acquired approximately 61% of the outstanding voting common shares of Glenbriar by way of private placement in June 2017 at a price of $0.01 per share.

B) Effective June 30, 2017, Uniserve acquired an additional 20% of the outstanding voting common shares of Glenbriar under a purchase agreement with the former directors of Glenbriar at an effective price of $0.02 per share.

C) Uniserve has made market acquisitions of additional voting common shares of Glenbriar bringing its total ownership of Glenbriar to approximately 88%.

D) Uniserve wishes to acquire Glenbriar's information technology business in a manner that is fair to Glenbriar's remaining shareholders.

E) The parties wish to streamline their respective IT businesses by combining operations within Uniserve.

F) Glenbriar seeks to dispose of its IT operations in a manner which is fair to its minority shareholders and which will allow it to pursue new opportunities.

IT IS AGREED THAT:

1. Effective October 1, 2017, Glenbriar assigns, sells and transfers to Uniserve all of its right, title and interest in and to all property, rights, equipment, inventory, receivables, payables, work in progress, agreements, goodwill, business, expertise, employment agreements, service and support contracts, proprietary software, contact lists and relationships (collectively the "Assets") used or in any way connected with its conduct of the business of providing information technology and software licensing, consulting, support and services (collectively the "Business").

2. Glenbriar warrants, represents and convenants that it holds absolute title to 100% of the Assets free and clear of all encumbrances, subject to the following:

   a. $72,000 by way of first secured charge from Robert Matheson and Brian Tijman, which is to be discharged from the proceeds of sale;

   b. $42,252 in equipment leases expiring on various dates between November 2017 and September 2019, which are being assumed by Uniserve;

   c. $35,514 in financing loans related to the purchase of two office operating systems, with final payments due on December 1, 2018 and February 1, 2019, which are being assumed by Uniserve;

   d. Calgary office lease for 6,187 square feet from Petro-Fina Corp., which expires in February 2022, which is being assumed by Uniserve, including the benefit of month to month licences with third parties on approximately 40% of the said space;

   e. Waterloo office lease for 2,000 square feet from Lakeland Motors, which expires in February 2018, which is being assumed by Uniserve;

   f. Rental agreement with Rogers on the Calgary data centre, which is being assumed by Uniserve;

   g. Various agreements with service providers for Internet, phone and cellular service at its branch offices and in the Rogers data centre, which are being assumed by Uniserve;

   h. Obligations and benefits under Alberta Court of Queen's Bench action no. 1501-11163 in the Judicial District of Calgary, which is being assumed by Uniserve; and

   i. Any other obligations and benefits relating to the Assets which have been disclosed to or are known to Uniserve prior to the date of this Agreement.

3. Uniserve shall pay Glenbriar $2,608,430 (the "Purchase Price") for the Assets, subject to the following adjustments:

   a. Any working capital deficiency as of September 30, 2017 shall be deducted from the sale proceeds, except that deferred revenue, interest on the first deferred charge, and the current portion of finance loans and finance leases shall be excluded from the calculation.

   b. All intercompany charges relating to the period prior to September 30, 2017 shall be removed prior to the calculation of the working capital deficiency.

   c. Glenbriar shall retain a balance of at least $50,000 in cash following the payment of the Purchase Purchase Price.

   d. The balance remaining after the above adjustments and the amount payable under paragaph 2(a) above shall be paid out as a dividend to the common shareholders of Glenbriar of record as of December 5, 2017. Any shareholder that has exercised dissent rights as set forth in the Information Circular accompanying the Glenbriar special meeting of shareholders scheduled for December 4, 2017, or any postponement or followup meeting related thereto, shall be ineligible to receive the said dividend.

e. Uniserve may apply its dividend entitlement by way of setoff from the Purchase Price. If any portion of the total dividend payable by Glenbriar remains unclaimed or unpaid 2 years after it is declared, and that amount would be forfeited under Glenbriar's bylaws as of the date of this Agreement, then such portion shall be repaid to Uniserve.

4. This Agreement is subject to the following conditions subsequent:

    a. Any required approval from the Canadian Securities Exchange will be received on or before November 15, 2017.

    b. This Agreement will be submitted to the shareholders of Glenbriar to be ratified on the basis of a special resolution of a majority of the minority, meaning excluding Uniserve from the vote, on or before December 10, 2017.

    c. This Agreement shall be approved by the Uniserve board of directors on or before November 15, 2017.

    d. This Agreement shall be approved by the Glenbriar board of directors on or before October 31, 2017.

5. Glenbriar agrees as follows:

    a. Glenbriar will not enter into a similar business to any conducted by Uniserve, or solicit or attempt to solicit or accept business from any customers of Uniserve anywhere in Canada for 36 months with respect to products or services competitive with those of Uniserve.

    b. Glenbriar will not solicit or attempt to solicit any employees, contractors, suppliers, agents, distributors, or dealers related to the Business or any other business conducted by Uniserve anywhere in Canada for 36 months, nor cause or attempt to cause any such persons to sever their relationships with the Business.

6. Uniserve agrees to hold harmless and indemnify Glenbriar from any costs, charges, fees, expenses or liabilities relating to the Business that result from Uniserve's failure to pay any amounts payable relating to the Business as they become due on and after October 1, 2017.

7. Glenbriar agrees to hold harmless and indemnify Uniserve from any costs, charges, fees, expenses or liabilities relating to the Business that result from Glenbriar's failure to pay any amounts payable relating to the Business as they become due on or before September 30, 2017.

8. For the purposes of paragraphs 6 and 7, any termination expenses relating to former Glenbriar employees incurred prior to Glenbriar shareholder approval of this Agreement shall be deemed to be a Glenbriar liability.

9. All accounts relating to the Business shall be adjusted as of October 1, 2017, such that:

a. any amounts received or paid by Glenbriar relating to the Business on and after October 1, 2017 shall be deemed to have been received or paid to or by Glenbriar as agent for Uniserve; and

b. any amounts received or paid by Uniserve relating to the Business on or before September 30, 2017 shall be deemed to have been received or paid by or to Uniserve as agent for Glenbriar.

All adjustments to be made or calculated under this Agreement shall be based upon the assumption that Glenbriar is and shall remain a going concern. Provided that the going concern assumption is accepted by Glenbriar's auditors, any adjustments shall be referenced to Glenbriar's audited financial statements for the year ended September 30, 2017.

10. No brokers, agents or finders have been used by either party who would be entitled to a fee or commission by reason of the transaction contemplated in this Agreement.

11. Any dispute arising between the parties relating to the application, interpretation, implementation or validity of this Agreement shall be resolved by a single arbitrator qualified by knowledge and experience to adjudicate the matter in dispute under the *Arbitration Act* (Alberta). Judgment may be entered in any court having jurisdiction.

12. This Agreement is governed by the laws in force in Alberta, and the parties irrevocably attorn to the jurisdiction of Alberta and Canada.

13. The parties warrant that they have provided full disclosure relating to the Business, and any other business and affairs of each party required to allow each party to enter into this Agreement without further due diligence.

14. This Agreement may be signed in counterparts, and that such counterparts together shall constitute one and the same instrument.

IN WITNESS WHEREOF the parties have executed this Agreement by the hands of their proper officers in that behalf as of the date first above written.

GLENBRIAR TECHNOLOGIES INC.	**UNISERVE COMMUNICATIONS CORPORATION**
Per:_________________________	Per:_________________________
Robert Matheson, Chairman	Michael C. Scholz, Chairman