

FORM 62-103F1

REQUIRED DISCLOSURE UNDER THE EARLY WARNING REQUIREMENTS

Item 1 – Security and Reporting Issuer

- 1.1 Securities: Common Shares
Issuer: Glenbriar Technologies Inc.
Head Office: 1100, 736 – 8 Ave SW, Calgary, AB T2P 1H4
- 1.2 Market: The Common Shares trade on the Canadian Securities Exchange. The transaction being reported took place privately and results from the issuance of treasury shares.

Item 2 – Identity of the Acquiror

- 2.1 Acquiror: Uniserve Communications Corporation, a British Columbia corporation that has provided unified communications solutions for over 28 years to the residential, small business, home office and enterprise markets.
Head Office: Suite 330, 333 Terminal Avenue, Vancouver, BC V6A 4C1
- 2.2 Transaction: Effective June 16, 2017, Uniserve acquired 61% of the outstanding voting Common Shares of Glenbriar by way of private placement for \$800,000 (\$720,000 net of placement fee).
- 2.3 Joint Actors: Not applicable

Item 3 – Interest in Securities of the Reporting Issuer

- 3.1 Securities: Uniserve acquired 80,000,000 Common Shares from treasury, increasing its holdings from nil to 61% of Glenbriar's issued and outstanding Common Shares.
- 3.2 Ownership: Uniserve acquired ownership of the said Common Shares.
- 3.3 Lending Arrangement: Not applicable
- 3.4 Change in Ownership: Uniserve's ownership of Glenbriar Common Shares went from nil before to 80,000,000 after the transaction.
- 3.5 Ownership %: Uniserve has ownership and control over 80,000,000 of Glenbriar's Common Shares, or 61% of those issued and outstanding. There are no joint actors.
- 3.6 Related Financial Instrument: Not applicable
- 3.7 Securities Lending Arrangement: Not applicable
- 3.8 Agreement Altering Economic Exposure to the Security: Not applicable

Item 4 – Consideration Paid

- 4.1 Consideration Paid: Uniserve paid \$800,000 (\$720,000 net of placement fee), or \$0.01 per share in cash.
- 4.2 Details: Uniserve paid \$800,000 (\$720,000 net of placement fee) in cash for treasury shares.

4.3 Other Method: Not applicable

Item 5 – Purpose of the Transaction

Although Uniserve and Glenbriar has somewhat similar businesses, there were also many complementary characteristics that could result in a mutually beneficial relationship if they were combined. Glenbriar was carrying certain short and long term obligations that hampered its ability to pursue growth strategies, and this transaction contemplated repayment of a large portion of those obligations. Glenbriar was focused on managed IT services at the enterprise level across BC, Alberta and Ontario, while Uniserve’s focus included residential and small business unified communications services mostly with in BC. Uniserve wished to expand both geographically and into enterprise services. In addition, both parties used or were working to implement the same back office infrastructure, making integration of operations much simpler. Prior to the transaction, Glenbriar had been planning a rebranding exercise, which would put additional strain on its tight resources. The opportunity to joint with Uniserve in a combined program offered more upside.

The directors of Glenbriar were considering negotiating a share exchange with Uniserve based upon the ratio of market prices, which represented a further 20% of the outstanding shares. Three of Glenbriar’s directors agreed to resign and be replaced with Uniserve appointees as part of the transaction, but no change of management was contemplated.

The only change contemplated in the capitalization of Glenbriar was the substantial reduction of long-term obligations from the proceeds of the investment. No change in constating documents, stock exchange listings, or status as a reporting issuer in any jurisdiction in Canada was contemplated.

Any further plans would be determined after Uniserve had an opportunity to work with and assess the business, employees, management, capabilities, upside and client base of Glenbriar over the ensuing months.

Item 6 – Agreements, Arrangements, Commitments or Understandings with Respect to Securities of the Reporting Issuer

Glenbriar paid a placement fee of \$80,000 to Uniserve, resulting in net proceeds of \$720,000 in cash. Any other arrangements are discussed above.

Item 7 – Change in Material Fact

Not applicable.

Item 8 – Exemption

Not applicable.

Item 9 – Certification

I, as the agent filing the report on behalf of the acquirer, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

Date: November 17, 2017

Signature: “Robert Matheson”

Title: CEO, Glenbriar Technologies Inc., as agent for Uniserve Communications Corporation