

**FORM 51-102F3**  
***MATERIAL CHANGE REPORT***

**Item 1 Name and Address of Company**

Glenbriar Technologies Inc., 1100, 736 – 8 Ave SW, Calgary, AB T2P 1H4

**Item 2 Date of Material Change**

December 4, 2017

**Item 3 News Release**

A news release was distributed through Stockwatch and Baystreet.com.

**Item 4 Summary of Material Change**

Glenbriar's shareholders approved the previously announced sale of its information technology services business to Uniserve Communications Corporation (TSX-V: USS) of Vancouver. The required 2/3 majority was easily achieved for both the overall vote and for the minority shareholders voting as a separate class. No shareholders exercised dissent rights.

**Item 5 Full Description of Material Change**

Uniserve will purchase Glenbriar's information technology services business for \$2,608,430, which represents a valuation of \$0.02 per share. After payment of the adjustments set forth in the Asset Purchase Agreement, Glenbriar plans to declare a dividend to the holders of Glenbriar common shares, with Uniserve having the right to receive its dividend by way of setoff from the purchase price. Glenbriar will then actively seek new business opportunities.

**Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102**

Not applicable.

**Item 7 Omitted Information**

Not applicable.

**Item 8 Executive Officer**

Robert Matheson, President, (403) 450-7410.

**Item 9 Date of Report**

December 4, 2017.