

**51-102F3  
MATERIAL CHANGE REPORT**

**Item 1 Name and Address of Company**

Glenbriar Technologies Inc. (the “Company”)  
Suite 734-1055 Dunsmuir Street  
Vancouver, BC V7X 1B1

**Item 2 Date of Material Change**

March 14, 2019

**Item 3 News Release**

The news release was disseminated through Access wire to SEDAR and on the CSE website.

**Item 4 Summary of Material Change**

Glenbriar Technologies Inc. announces that it has entered into an arms length agreement to acquire all of the shares of private BC based Eleos Robotics Inc. ("Eleos").

**Item 5 Full Description of Material Change**

*5.1 Full Description of Material Change*

See attached news release

*5.2 Disclosure for Restructuring Transactions*

N/A

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

N/A

**Item 7 Omitted Information**

None

**Item 8 Executive Officer**

The following executive officer of the Company is knowledgeable about the material change disclosed in this report and may be contacted as follows: Douglas Taylor, Chief Executive Officer  
604.343.2977

**Item 9 Date of Report**

March 22, 2019

## ***For Immediate Release***

### **GLENBRIAR ANNOUNCES AGREEMENT TO ACQUIRE ELEOS ROBOTICS INC.**

VANCOUVER, BRITISH COLUMBIA, March 14, 2019 / Glenbriar Technologies Inc. (CSE:GTI.X) (the “**Company**”) wishes to announce that it has entered into an arms length agreement to acquire all of the shares of private BC based Eleos Robotics Inc. (“Eleos”). The agreement contemplates that the Company will issue 100% of the issued and outstanding shares of the Company, at a deemed value of approximately \$4.75 million, to the shareholders of Eleos, but only upon certain development milestones being met, which could take up to a year to achieve. In the interim, the Company will fund technology development in the amount of \$1 million under a license agreement that will see the Company own an undivided one half of the technology developed. In the event the transactions does not close without any malfeasance on behalf of Eleos, Eleos will receive full ownership of the technology.

Arm-lengths finders’ fees totalling \$10,000 in cash and 200,000 common shares of the Company are payable at closing.

The Company is undertaking a private placement of up to \$1,500,000 by the sale of units at \$0.05, each unit consisting of one common share and one warrant exercisable into one common share at a price of \$0.10 in the first year and \$0.15 in the second year. This private placement will not close until after the shareholder meeting referred to below, at which time a 2 for 1 share consolidation is expected to be approved.

The transaction is subject to exchange approval, further due diligence and shareholder approval at a shareholder meeting to be called for a date in May. The transaction will be considered a Fundamental Change pursuant to the policies of the Canadian Securities Exchange, subject to shareholder and CSE review. Trading in the shares of the Company will be halted pending review and approval of the transaction.

#### **About Eleos**

Eleos plans to design a fully autonomous, eco-friendly, and sustainable weeding technology for growers. Once built, the RoboWeeder is anticipated to be sold fully maintained and monitored remotely. The technology better reflects consumer demand for organic produce and uses cutting-edge technology in robotics and artificial intelligence. There are several patents pending surrounding this technology.

Once completed the RoboWeeder is expected to be a technology driven solution to a farm process that is time-consuming, laborious, and expensive and currently has no sustainable alternatives. It proposes to reduce labour and make herbicides obsolete. Unlike pulling or hoeing weeds, it is fully automated, and unlike herbicides, is sustainable and eco-friendly. The RoboWeeder is expected to save time, increase productivity, and is fully organic.

RoboWeeder is anticipated to be able to detect, identify, and then eliminate weeds that destroy growers’ crops. It is anticipated that it will autonomously patrol crops searching for weeds, and then eliminate them with a high-precision directed microwave. The target goal will be to create a 10-acre “weed-free zone”. It is proposed to be self-charging with an autonomous station and be able to operate day and night without supervision.

Eleos has an experienced multi-disciplinary, international and multi-cultural business and product development team. They account for decades of experience in machine learning/vision, automation, horticulture, data science, system engineering/robotics, and business development.

Pursuant to the policies of the Canadian Securities Exchange, trading in the shares of the Company will be halted pending review and approval of this transaction by the exchange.

For further information, please contact:

Doug Taylor, CEO  
Investor Relations  
Telephone: 1 (604) 343-2977  
E-mail: [irglenbriartech@gmail.com](mailto:irglenbriartech@gmail.com)

Neither the Canadian Securities Exchange nor its Regulation Services Provider (as that term is defined in the policies of the Canadian Securities Exchange) accepts responsibility for the adequacy or accuracy of this release.

Certain statements contained in this release may constitute "forward-looking statements" or "forward-looking information" (collectively "forward-looking information") as those terms are used in the Private Securities Litigation Reform Act of 1995 and similar Canadian laws. These statements relate to future events or future performance. The use of any of the words "could", "intend", "expect", "believe", "will", "projected", "estimated", "anticipates" and similar expressions and statements relating to matters that are not historical facts are intended to identify forward-looking information and are based on the Company's current belief or assumptions as to the outcome and timing of such future events. Actual future results may differ materially. In particular, this release contains forward-looking information relating to the business of the Company, financing and certain corporate changes. The forward-looking information contained in this release is made as of the date hereof and the Company is not obligated to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as required by applicable securities laws. Because of the risks, uncertainties and assumptions contained herein, investors should not place undue reliance on forward-looking information. The foregoing statements expressly qualify any forward-looking information contained herein.

