

**FORM 51-102F3**  
**Material Change Report**

**Item 1: Name and Address of Company**

Glance Technologies Inc. (the "Issuer")  
1820 – 925 West Georgia Street  
Vancouver, BC V6C 3L2

**Item 2: Date of Material Change**

February 28, 2017

**Item 3: News Release**

The news release attached as Schedule "A" hereto was issued and disseminated on February 28, 2017 and filed to SEDAR ([www.sedar.com](http://www.sedar.com)) for the material change which occurred on February 28, 2017. A copy of the news release is attached as Schedule "A" hereto.

**Item 4: Summary of Material Change**

On February 28, 2017, the Issuer entered into a series of debt conversion agreements with certain consultants and officers in order to settle an aggregate of \$64,734 in outstanding debt through the issuance of 269,722 common shares at the price of \$0.24 per share. No control persons participated in the debt conversions.

**Item 5: Full Description of Material Change**

See the news release attached as Schedule "A" hereto.

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

Not applicable.

**Item 7: Omitted Information**

None

**Item 8: Executive Officer**

Desmond Griffin, CEO and a Director  
Telephone: 1-888-270-0033

**Item 9: Date of Report**

February 28, 2017

**SCHEDULE "A"**

NOT FOR DISTRIBUTION TO U.S. NEWSWIRE SERVICES OR FOR RELEASE, PUBLICATION, DISTRIBUTION OR DISSEMINATION, DIRECTLY OR INDIRECTLY, IN WHOLE OR IN PART, IN OR INTO THE UNITED STATES.

## Glance Technologies Announces Conversion of Debt

**February 28, 2017 – Vancouver, B.C.** – Glance Technologies Inc. (CSE:GET.CN / FKT:GJT / OTCQB: GLNNF) announces that it has entered into a series of debt conversion agreements with certain consultants and officers in order to settle an aggregate of \$64,734 in outstanding debt through the issuance of 269,722 common shares at the price of \$0.24 per share (the “Debt Conversion”). The closing of the Debt Conversion occurred on February 28, 2017 and the securities issued pursuant to the Debt Conversion are subject to a hold period of 4 months and 1 day. No control person participated in the Debt Conversion.

This press release does not constitute an offer to sell or a solicitation of an offer to buy securities in the United States. The securities referenced herein have not been and will not be registered under the Securities Act of 1933, as amended, or any state securities laws and may not be offered or sold in the United States except in compliance with one or more exemptions from the registration requirements of the Securities Act of 1933 and applicable state securities laws.

### **About Glance Technologies Inc.**

Glance Technologies owns and operates Glance Pay, a streamlined payment system that allows customers to pay their restaurant bill instantly with their mobile device and that combines in app messaging with social media marketing. Glance Pay revolutionizes how smartphone users choose where to dine, settle their restaurant bills, access their payment records and interact with their favourite restaurants. Glance Pay intends to become the industry standard as one of the four pillars in restaurant payments, beside credit cards, debit cards and cash. Glance is building a valuable network of restaurants and consumers, and offers targeted in app marketing, customer feedback, in restaurant messaging, custom rewards programs, search engine optimization and social media promotions and management for restaurants. For more information about Glance, please go to **[Glance Technology's website](#)**.

**For more information, contact:**

Christina Rao  
Vice President, Investor Relations  
(604) 723-7480

**[investors@glancepay.com](mailto:investors@glancepay.com)**

The Canadian Securities Exchange has not approved or disapproved of the contents of this press release.