

Form 51-102F3

MATERIAL CHANGE REPORT

Item 1: Name and Address of Company

Glance Technologies Inc. (the “**Issuer**”)
200 – 1238 Homer Street
Vancouver, BC V6B 2Y5

Item 2: Date of Material Change

April 27, 2017 and April 28, 2017

Item 3: News Release

A news release was issued and disseminated on April 27, 2017 and filed on SEDAR (www.sedar.com). A copy of the news release is attached as Schedule “A” hereto.

Item 4: Summary of Material Change

On April 27, 2017, the Issuer closed its previously announced rights offering. Under the rights offering, 8,225,520 units of the Issuer (“Units”) were distributed at a price of \$0.20 per Unit for gross proceeds of \$1,645,104. Each Unit consists of one common share and one share purchase warrant, with each warrant exercisable into one common share at a price of \$0.23 per share for the first 6 months and \$0.25 thereafter until the warrants expire 24 months from the issuance date of the Units.

Under the rights offering, 3,574,318 Units were distributed under the basic stand-by privilege and 4,651,202 Units were distributed under the additional subscription privilege. 842,600 Units were distributed to persons who were insiders of the Issuer before the distribution pursuant to their basic subscription privilege, and 3,374,430 Units were distributed to persons who were insiders of the Issuer before the distribution pursuant to their additional subscription privilege.

In accordance with the terms of the rights offering, the soliciting dealer agreement with Mackie Research Capital Corporation (“MRCC”), and the agreement whereby Leede Jones Gable Inc. (“Leede”) agreed to act as co-lead for the rights offering, MRCC received a soliciting dealer’s fee and its corporate finance fee plus remaining expenses totaling \$191,260.43, and Leede received a soliciting dealer’s fee totaling \$37,314.48. MRCC was also issued an option entitling it to acquire 1,040,980 Units, and Leede was issued an option entitling it to acquire 531,572 Units, all at an exercise price of \$0.20 per Unit for a period of 24 months following the closing date.

On April 28, 2017, the Issuer, as a result of receiving indications of interest in its rights offering past the expiry deadline, closed a private placement for an aggregate of 1,105,000 additional Units, on the same terms as the Units under the rights offering, resulting in aggregate gross proceeds of the combined rights offering and private placement of \$1,866,104.

Item 5: Full Description of Material Change

See the news release attached as Schedule "A".

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, Chief Executive Officer
Telephone: 1-888-270-0033

Item 9: Date of Report

April 28, 2017

Schedule "A"

NEWS RELEASE

[inserted as pages following]

GLANCE TECHNOLOGIES ANNOUNCES CLOSING OF RIGHTS OFFERING

April 28, 2017 – Vancouver, B.C. – Glance Technologies Inc. (**OTCQB:GLNNF**) (**CSE:GET.CN**) (**CSE:GET.RT**) (**FKT:GJT**) announces the closing of its previously announced rights offering. Under the rights offering, on April 27, 2017, 8,225,520 units of the Company (“Units”) were distributed at a price of \$0.20 per Unit for gross proceeds to the Company of \$1,645,104. Each Unit consists of one common share and one common share purchase warrant, with each warrant exercisable into one common share at a price of \$0.23 per share for the first 6 months and \$0.25 thereafter until the warrants expire 24 months from the issuance date of the Units. Glance is also pleased to announce that on April 28, 2017, as a result of receiving indications of interest in its rights offering past the expiry deadline, it has closed a private placement for an aggregate of 855,000 additional Units, on the same terms as the Units under the rights offering, resulting in aggregate gross proceeds of the combined rights offering and private placement of \$1,816,104.

Under the rights offering, 3,574,318 Units were distributed under the basic stand-by privilege and 4,651,202 Units were distributed under the additional subscription privilege. 842,600 Units were distributed to persons who were insiders of the Company before the distribution pursuant to their basic subscription privilege, and 3,374,430 Units were distributed to persons who were insiders of the Company before the distribution pursuant to their additional subscription privilege.

In accordance with the terms of the rights offering, the soliciting dealer agreement with Mackie Research Capital Corporation (“MRCC”), and the agreement whereby Leede Jones Gable Inc. (“Leede”) agreed to act as co-lead for the rights offering, MRCC received a soliciting dealer’s fee and its corporate finance fee plus remaining expenses totalling \$191,260.43, and Leede received a soliciting dealer’s fee totalling \$37,314.48. MRCC was also issued an option entitling it to acquire 1,040,980 Units, and Leede was issued an option entitling it to acquire 531,572 Units, all at an exercise price of \$0.20 per Unit for a period of 24 months following the closing date.

As of the closing date, the Company had 73,850,849 common shares issued and outstanding and 28,519,214 common shares reserved for issuance, including 19,591,725 common share purchase warrants.

About Glance Technologies Inc.

Glance Technologies owns and operates Glance Pay, a streamlined payment system that revolutionizes how smartphone users choose where to dine, order food & drink, settle bills, access digital receipts, earn great rewards, & interact with merchants. Glance is building a valuable network of merchants and consumers, and offers targeted in-app marketing, social media marketing, customer feedback, in-merchant messaging and custom rewards programs.

The Glance Pay mobile payment system consists of proprietary technology, which includes user apps available for free downloads in IOS (Apple) and Android formats, a merchant manager apps, large scale technology hosting environment with sophisticated anti-fraud technology and lightning fast payment processing.

For more information about Glance, please go to **Glance Technologies' website**

For more information, contact:

Christina Rao

Vice President, Investor Relations

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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.

Forward-Looking Statements

This press release contains forward-looking information or forward-looking statements including the completion of the rights offering (collectively "forward-looking information") within the meaning of applicable securities laws. Forward-looking information is typically identified by words such as: "believe", "expect", "anticipate", "intend", "estimate", "potentially" and similar expressions, or are those, which, by their nature, refer to future events. Glance cautions investors that any forward-looking information provided by Glance is not a guarantee of future results or performance, and that actual results may differ materially from those in forward-looking information as a result of various factors. The reader is referred to Glance's public filings for a more complete discussion of such risk factors and their potential effects which may be accessed through the Glance's profile on SEDAR at www.sedar.com.