GLANCE TECHNOLOGIES INC.

Annual Information Form

For the year ended
November 30, 2016

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May 5, 2017

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Glossary of Terms

The following is a glossary of certain terms used in this AIF. Terms and abbreviations used in our Financial Statements and also appearing in the documents attached as schedules to this AIF may be defined separately and the terms and abbreviations defined below may not be used therein, except where otherwise indicated. Words below importing the singular, where the context requires, include the plural and vice versa, and words importing any gender include all genders.

AIF	means this Annual Information Form.
API's	means application programming interface – a set of routines, protocols, and tools for building web-enabled and mobile-based apps.
app	means 'application' or a computer program designed to perform a specific function for the benefit of the user.
Apple	means Apple Inc.
Apple Pay	means a mobile payment and digital wallet service by Apple that pulls your credit cards, debit cards, and other sensitive-payment data from the "Wallet app" (a digital wallet is an app on your phone or other mobile device that allows you to store virtual versions of items you would normally find in a physical wallet, like credit cards, bank account information, gift cards, coupons or customer loyalty cards, and even things like event tickets and boarding passes), enabling users to use an iPhone 6 or 6S or Apple watch as a wallet at store checkouts.
App Store	means the digital distribution platform for apps on iOS, developed and maintained by Apple.
Audit Committee	means a committee established by and among the Board for the purpose of overseeing our accounting and financial reporting processes and audits of our financial statements.
Auditors	means Saturna Group Chartered Professional Accountants LLP.
BCBCA	means the *Business Corporations Act*, R.S.B.C. 2002, c. 57 including the regulations thereunder, as amended.
Board	means our board of directors.
CEO	means Chief Executive Officer.
CFO	means Chief Financial Officer.
CMO	means Chief Marketing Officer.
Company	means Glance Technologies Inc., a British Columbia company incorporated under the *BCBCA* on October 24, 2014 under incorporation number BC1017257 as "Left Bank Capital Corp.", which subsequently changed its name to "Glance Technologies Inc." on October 22, 2015.
Delmont	means Delmont Holdings Ltd., one of our former consultants and a company controlled by Penny Green, our Chief Operating Officer and one of our directors.

Exchange	means the Canadian Securities Exchange.
Financial Statements	means our audited consolidated financial statements for the financial year ended November 30, 2016.
Glance Pay	means Glance Pay Inc., a British Columbia company incorporated under the *BCBCA* on November 12, 2014 under incorporation number BC1018839 as "Clover Acquisitions Inc.", which subsequently changed its name to "Glance Mobile Inc." on February 20, 2015, and to "Glance Pay Inc." on May 5, 2016.
Glance Pay App	means our payment app that lets users pay their merchant bill with their mobile devices.
Glance Pay Shares	means the common shares of Glance Pay.
Global Positioning System	means a satellite-based navigation system that provides location and time information in all weather conditions.
Google	means Google Inc., a multinational company built around the company's massively popular search engine.
IFRS	means International Financial Reporting Standards as issued by the International Accounting Standards Board.
iOS	means an operating system used for mobile devices manufactured by Apple.
Listing Date	means the date on which our Shares were first listed on the Exchange, being September 7, 2016.
MD&A	means Management's Discussion and Analysis.
NI 52-110	means National Instrument 52-110 *Audit Committees*.
PCI	means Payment Card Industry.
PCI DSS	means Payment Card Industry Data Security Standard.
PIPA	means the *Personal Information Protection Act*, S.B.C. 2003, c. 63 including the regulations thereunder, as amended.
Platform	means our proprietary technology that includes an aggregate payment processor which allows merchants to accept, and customers to pay, using various types of payment options using a mobile device.
POS	means the point of sale, which is the place, whether physical or virtual, where a retail transaction is completed.
SEDAR	means the System for Electronic Document Analysis and Retrieval.
Share	means a common share of Glance Technologies Inc.
Share Exchange Agreement	means the share exchange agreement dated April 2, 2015 and closed on August 28, 2015 pursuant to which we acquired 100% of the shares of Glance Pay.

Stock Option Plan	means the stock option plan adopted by the Board of Directors as described under "*Options to Purchase Securities*".
Transfer Agent	means Computershare Investor Services Inc.
U.S.	means United States of America.
"we", "our", "us" or "the Company"	means the consolidated entity of Glance Technologies Inc. and our wholly-owned subsidiaries, Glance Pay Inc. and Glance Pay USA, Inc., unless the context requires otherwise.

PRELIMINARY NOTES

This annual information form (this "AIF") has been prepared in compliance with Part 6 of National Instrument 51-102 *Continuous Disclosure Obligations* and is being filed on a voluntary basis in the form prescribed by Form 51-102F2.

In this AIF, unless otherwise specified or the context otherwise requires, reference to "we", "us", "our", "its", the "Company" or "Glance" means Glance Technologies Inc. and its subsidiaries.

In this AIF and documents incorporated by reference in this AIF, unless otherwise specified or the context otherwise requires, all references to "$" and "dollars" are to Canadian dollars unless otherwise noted.

Unless otherwise stated, all information in this AIF is presented as at November 30, 2016.

Information Incorporated by Reference

This AIF should be read in conjunction with our audited consolidated financial statements and management's discussion and analysis of financial condition and results of operations for the fiscal year ended November 30, 2016 and our material change reports filed during the fiscal year ended November 30, 2016; all of which are available under our profiles on SEDAR at www.sedar.com and are incorporated herein by reference.

Trademarks

"GLANCE PAY," ">EAT | PAY | GO," the Glance Pay logo, reblasts and certain other marks are our registered or unregistered trademarks in Canada and the United States.

This AIF contains additional trade names, trademarks and service marks of other companies, and such trade names, trademarks and service marks are the property of their respective owners. We do not intend our use or display of other companies' trade names, trademarks or service marks to imply a relationship with, or endorsement or sponsorship of us by, these other companies.

We have a pending application to register "GLANCE PAY" in Canada. This and our other common law trademarks, service marks or trade names appearing in this AIF are the property of Glance. Other trademarks, service marks or trade names appearing in this AIF are the property of their respective owners.

Special Note Regarding Forward-Looking Statements

This AIF and the documents incorporated by reference herein which are not current statements or historical facts constitute "forward-looking information" within the meaning of applicable Canadian securities laws (collectively, "forward looking statements").

All statements other than statements of historical facts contained in this AIF, including statements regarding our future results of operations and financial position, business strategy, prospective products, product approvals, research and development costs, timing and likelihood of success, plans and objectives of management for future operations, and future results of current and anticipated products are forward-looking statements. These statements involve known and unknown risks, uncertainties and other important factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements.

In some cases, you can identify forward-looking statements by terms such as “may,” “will,” “should,” “expect,” “plan,” “aim,” “anticipate,” “could,” “intend,” “target,” “project,” “contemplate,” “believe,” “estimate,” “predict,” “potential” or “continue” or the negative of these terms or other similar expressions. The forward-looking statements in this AIF are only predictions, not guarantees or assurances. We have based the forward-looking statements largely on our current expectations, estimates, assumptions, and projections about future events and financial trends that we believe, as of the date of such statements, may affect our business, financial condition and results of operations. Such expectations, estimates, assumptions, and projections, many of which are beyond our control, include, but are not limited to: the effectiveness and efficiency of our advertising and promotional activities; volatility in the market price of our Shares; the continued popularity of current mobile payment models; our ability to retain and attract users of our services; our intention not to pay dividends; claims, lawsuits and other legal proceedings and challenges; competitive conditions in the mobile payments industry; and our prioritization of product innovation and user experience over short-term operating results.

The forward-looking statements are made only as of the date of this AIF and are subject to a number of risks, uncertainties and assumptions described in this AIF, and in particular under the section entitled “Risk Factors.” Factors that could cause our actual results to differ from the forward-looking statements include:

- plans regarding our revenue, expenses and operations;
- our anticipated cash needs and our need for additional financing;
- ability to protect, maintain and enforce intellectual property rights;
- plans for and timing of expansion of solutions and services;
- future growth plans and the ability to meet our business objectives;
- the acceptance by customers and the marketplace of new technologies and solutions;
- ability to attract new customers and develop and maintain existing customers;
- ability to attract and retain personnel;
- expectations with respect to advancement and adoption of new technologies;
- competitive position and expectations regarding competition; and
- anticipated trends and challenges in our business and the markets in which we operate.

Because forward-looking statements are subject to inherent risks and uncertainties, some of which cannot be predicted or quantified and some of which are beyond our control, you should not rely on these forward-looking statements as predictions of future events. The events and circumstances reflected in our forward-looking statements may not be achieved or occur and actual results could differ materially from those projected in the forward-looking statements. Moreover, we operate in a dynamic industry and economy. New risk factors and uncertainties may emerge from time to time, and it is not possible for management to predict all risk factors and uncertainties that we may face. Except as required by applicable law, we do not plan to publicly update or revise any forward-looking statements contained herein, whether as a result of any new information, future events, changed circumstances or otherwise.

Industry Data

Unless otherwise indicated, information contained in this AIF concerning our industry and the markets in which we operate, including our general expectations and market position, market opportunity and market share, is based on information from our own management estimates and research, as well as from industry and general publications and research, surveys and studies conducted by third parties. Management estimates are derived from publicly available information, our knowledge of our industry and assumptions based on such information and knowledge, which we believe to be reasonable. In addition, assumptions and estimates of our and our industry's future performance are necessarily subject to a high degree of uncertainty and risk due to a variety of factors, including those described in "Risk Factors." These and other factors could cause our future performance to differ materially from our assumptions and estimates. See "Special Note Regarding Forward-Looking Statements."

CORPORATE STRUCTURE

Name, Address and Incorporation

We were incorporated under the *BCBCA* on October 24, 2015 with incorporation number BC1017257 as "Left Bank Capital Corp.", and subsequently changed our name on October 22, 2015 to "Glance Technologies Inc." Our head office and our registered office is located at #1820 – 925 West Georgia Street, Vancouver, BC V6C 3L2. We have one wholly owned subsidiary: Glance Pay Inc. ("Glance Pay"), which we acquired through the Share Exchange Agreement.

Glance Pay was incorporated under the BCBCA on November 12, 2014 under incorporation number BC1018839 as "Clover Acquisitions Inc.", and subsequently changed its name on February 20, 2015 to "Glance Mobile Inc.", and on May 5, 2016 to "Glance Pay Inc." Glance Pay's head office and registered and records office is located at 1820 – 925 West Georgia Street, Vancouver, BC V6C 3L2. Glance Pay has one wholly owned subsidiary, Glance Pay USA, Inc. ("Glance USA").

Glance USA was incorporated under Chapter 78 of the *Nevada Revised Statutes* of the U.S. state of Nevada on October 14, 2016. Its registered office is located at 2215-B Renaissance Drive, Las Vegas, NV 89119.

Intercorporate Relationships

On April 2, 2015, we entered into the Share Exchange Agreement with Glance Pay and the shareholders of Glance Pay, which included Penny Green and Desmond Griffin, both directors and officers of the Company. On August 28, 2015, pursuant to the Share Exchange Agreement, we acquired 100% of the issued and outstanding shares of Glance Pay from the shareholders of Glance Pay, and in exchange we issued an aggregate of 31,500,000 Shares to the former Glance Pay shareholders.

DESCRIPTION OF BUSINESS

General

We own and operate Glance Pay, a streamlined payment system that revolutionizes how smartphone users choose where to dine, settle restaurant bills, access payment records and interact with 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. We are building a valuable network of restaurants and consumers, and offers targeted in-app marketing, customer feedback, in-restaurant messaging and custom rewards programs for restaurants. The Glance Pay mobile payment system consists of proprietary technology, which includes user apps available in IOS (Apple) and Android (Samsung) formats, a restaurant manager app, an internal customer service app, a large scale technology hosting environment with sophisticated anti-fraud technology and a banking network for payment delivery to restaurants.

From development introduction to launch in September 2016, the Glance Pay App has had a steady progression in growth of restaurant partners, user acquisition and industry alliances that has allowed Glance Pay to become the most downloaded payments apps for full-serve restaurants in North America (Dec 2016, apptopia).

In business development, we have the commitment of 150 restaurants throughout Canada with 76 of those launched and utilizing Glance Pay as their mobile payments app of choice. Encompassed within the Company's restaurant partnerships are two well known chains, MR MIKES SteakhouseCasual and Famoso Neopolitan Pizzeria, which include sixty-one locations combined. With prospective meetings and current negotiations, we have engaged with twenty plus Canadian restaurant chains and a full pipeline of highly interested restaurants, that plan to go live over the next three months, with the opportunity factor of over one thousand restaurants engaged. Prospective chains account for 50% of our growth factor with the others classified between most popular, award winning and new concept restaurants. Our target is to exceed 400 restaurants signed with Glance Pay by the end of the company's fiscal year in November, 2017. Many of these restaurant chains have subsidiaries in the US and therefore align perfectly with our US business development progression. Our business development efforts, led by our President, include both employee and consultant sales professionals located in strategic areas of Canada and the US.

With the CEO's, CTO's and COO's/President's direction, we have developed a series of effective presentations and proposals that showcase the Glance Pay App's industry leading technology and provide a compelling insight to signing authorities within the restaurant space. Accompanied with our live demonstration of the app, from both the user and restaurant perspective, ownership and management can see the real time effectiveness of the app and ease of use. This itself has given us the ability to be advantageous over all competitors in the mobile payment space for restaurants.

To successfully execute the company's aggressive growth strategy and keep up with the demand by restaurant groups and owners across Canada, we have developed a proprietary Remote Launch Kit that allows a restaurant outside of our launch regions to set up and have the Glance Pay App live in under one hour. With easy to understand and step by step instructions, complimented by customized training videos, as well as a conference call led by our VP of Implementation, restaurants anywhere can offer Glance Pay easily and effectively. This is followed up with a partnership strategy that supports a maintained and communication focused relationship with the ownership, management and serving staff to grow, maintain and enhance the Glance Pay App's adoption rate.

Mobile Payment Market - Summary Overview

The mobile payment sector is growing rapidly. In 2014, global mobile payments totaled US$392 billion, and are expected to reach US$2,849 billion by 2020, growing with a compound annual growth rate of 39.2%. According to statistics from Canada's Payments Association, electronic payments (including debt, credit, electronic fund transfers and online transfers) accounted for approximately 58% of total payment volume in Canada in 2014. According to Statista, in 2015 global mobile app revenues amounted to US$41.1 billion. In 2020, global consumers are projected to spend over US$101 billion on mobile apps via app stores. Apple reported in 2015 that its App Store surpassed 100 billion app downloads and that Apple has paid out more than US$30 billion to app developers.

In December 2016, it was announced that the Glance Pay App was the most downloaded full service restaurant mobile payment app in North America.

Corporate Development Strategy

Through innovation and user-focused product development, our proprietary mobile payment system, Glance Pay, is intended to become a pillar of payment methods; turning early adopters into daily users of mobile payments around the globe.

We are conscious that competition in the Canadian market could increase as fintech and mobile payments become more of a focus. The following are competitive factors believed to be important in this market:

- Focus on user experience
- Ease of use
- Reliability and trust
- Security
- Transferability to other settings
- Organizational agility
- Innovation
- Superior technological development and integration

Given the challenges involved in generating significant revenues for a new venture, we will be allocating our resources to achieve four fundamental tasks around corporate development over the next 12 months. Each of these tasks involves the development and promoting of the value of our technology, which continues to provide the greatest potential for increasing corporate revenues.

Corporate Objectives for 2017

1. Expand the existing network of restaurants and increase user-base

The Glance Pay App is defined as a proprietary full scope mobile payment solution for merchants with rapid launch capabilities, easy and secure sign-up, first-class verification, in-app marketing solutions and real-time customer feedback. As of the date of this AIF, the Glance Pay App has launched in 76 restaurants and signed 150 in total. The app is now live in Vancouver and all over the lower mainland, as well as in the cities of Toronto, Ontario, Edmonton, Alberta and Victoria, British Columbia. The development of training videos, training documentation and real-time launch support has quickly enabled us to launch restaurants remotely, in addition to executing through our remote launch kit which enables restaurants to become live and accepting the Glance Pay mobile payment solution in under one hour. Launching new parts of Canada also enables us to reach new user-base. In addition, as of March 2017, we have entered the quick-serve restaurant market, and plan to soon enter the food delivery market, the mobile "pay anywhere" market, the order-ahead and takeout markets, and will soon offer the ability to order food and drink from the table. Quick-serve restaurants are primarily "fast food" establishments, or those with limited table and sit down service.

2. Continue innovation through development of intellectual property

We are committed to improving the user experience through continuous creative innovation and new product development. There has been a significant overhaul to the Glance Pay App in recent months, enhancing the user experience and continuing to create barriers to entry for competitors seeking to enter the mobile payment market based on our success and rapid growth. As even more intellectual property has been developed, a new provisional patent application was also submitted in the United States in March 2017. This allows for continued market growth and enhanced offerings to our current partner restaurants, as well as the quick-serve restaurant segment. With our new quick-serve application, a user opens the app at a till and the amount due appears in the app. The user then selects the tip and clicks to pay. Management believes the Glance Pay quick-serve payment app is more convenient than existing large chain quick-serve apps because the Glance Pay App does not require the user to pre-load a card and because its payment mechanism does not require scanning of the user's mobile device. The Glance Pay App offers advantages over the tap method of payment by creating a network between users and retailers, offering rewards, and providing the support of our targeted marketing designed to attract more regular customers, increase visits and purchases from regular customers and bring in new customers.

3. Increase revenues by providing additional services to restaurants

There is huge potential to provide merchants with additional services. In addition to processing fees for mobile payment transactions, our 2017 revenue strategy and portfolio now includes a monthly fee package, in-app marketing and digital marketing solutions, customer intelligence and feedback, competitive merchant services for non-mobile payments, influencer events and Instagram contests. Our first client for social media marketing has seen an increase of 6 times the number of Instagram followers in four months. As a result of our multi-faceted revenue strategy, we have also secured a contract for non-mobile payments, as a reseller of Global Payments Inc. (NYSE:GPN), based on the key relationships built via Glance Pay.

4. Enter the US market

Glance Pay USA, Inc. was incorporated on 11 October, 2016 as a platform for us to enter the U.S. market. As of March 2017, we have identified a payment processing partner and sourced office space for a U.S. head office in New York, New York. In recent years, increased penetration of smartphones across the globe, comfort in using the applications, and busy lifestyles are increasing the usage of mobile payment systems. Owing to its essential nature in today's fast and busy lifestyle, mobile payments are gaining speed across the globe. The changing attitude of consumers and urge for faster transaction is creating a positive impact on the mobile payments market.

Our Products and Services

We have invented technology that allows customers to pay a paper bill using their mobile phone by taking a photo of the bill, which we then digitize so that the user can view and pay their bill using only their phone, without the use of payment machines, physical payment cards, or integration into a merchant's in-house system. We developed our main product, the Glance Pay App, using our Platform for use in restaurants. Our Platform provides websites, mobile apps and APIs that enable its users to take advantage of a variety of payment methods for use in a number of payment situations. Using our Platform, we intend to develop additional apps in the future, which we will customize to specific industry verticals to enable a variety of corporate customers to accept, manage and track electronic payments through one streamlined, robust, efficient and secure payment method. We believe that our products will be suited for individuals, businesses and online merchants.

Platform Features and Functionality

Our Platform has the following features:

Glance Accounting:

Our Platform's accounting capabilities are designed to make record keeping, tax compliance and analysis simple for both merchants and users.

Glance Security:

We have engineered our Platform with security in mind at all times. We built our Platform in accordance with best practices of the payment card industry data security standard (PCI DSS) which was developed by PCI to enhance cardholder data security and facilitate the broad adoption of consistent data security measures globally. As well as PCI standards, we and our customers are subject to regulations related to privacy, data use and security in the jurisdictions in which we do business. For example, in Canada, which is the only country in which we currently operate, we are subject to the *Canadian Personal Information Protections and Electronic Documents Act* and in British Columbia, we are subject to the *Personal Information Protection Act* (PIPA). For more detail on PIPA and our regulatory requirements, please see "*Government Regulation*". We have taken steps to comply with PIPA, including appointing a privacy officer and establishing privacy complaint procedures.

Glance Anti-Fraud:

Online fraud is an increasing problem and is particularly difficult for merchants whose core business is not payment processing. When customers use the Glance Pay App they do not need to use their physical payment card to process a transaction, thereby decreasing the risk of being subject to a security breach of the merchant's payment machines. Also, by allowing users to store their card information in the app, mishandling of card information through human contact is decreased.

The Glance Pay App

Our first payment app is the Glance Pay App, which is a streamlined technology and marketing solution customized for merchants with a primary function of allowing customers to pay their bill instantly using only their mobile device, without waiting for a card machine. The bill scanning function of the Glance Pay App, primarily used in restaurant merchants, allows a consumer to pay their bill by simply opening the Glance Pay App, holding their phone over the bill, confirming or entering the payment amount and hitting the 'pay' button, at which point the transaction is complete and the customer may leave the restaurant. The Glance Pay App's most innovative feature is that it takes a photo of the bill, determines at which merchant the user is located, automatically calculates the gratuity, and processes the payment via credit card. The user may choose to adjust the calculated gratuity amount and as an alternative to paying the entire bill, may choose to split the bill among a group or may enter a select portion of the bill to pay.

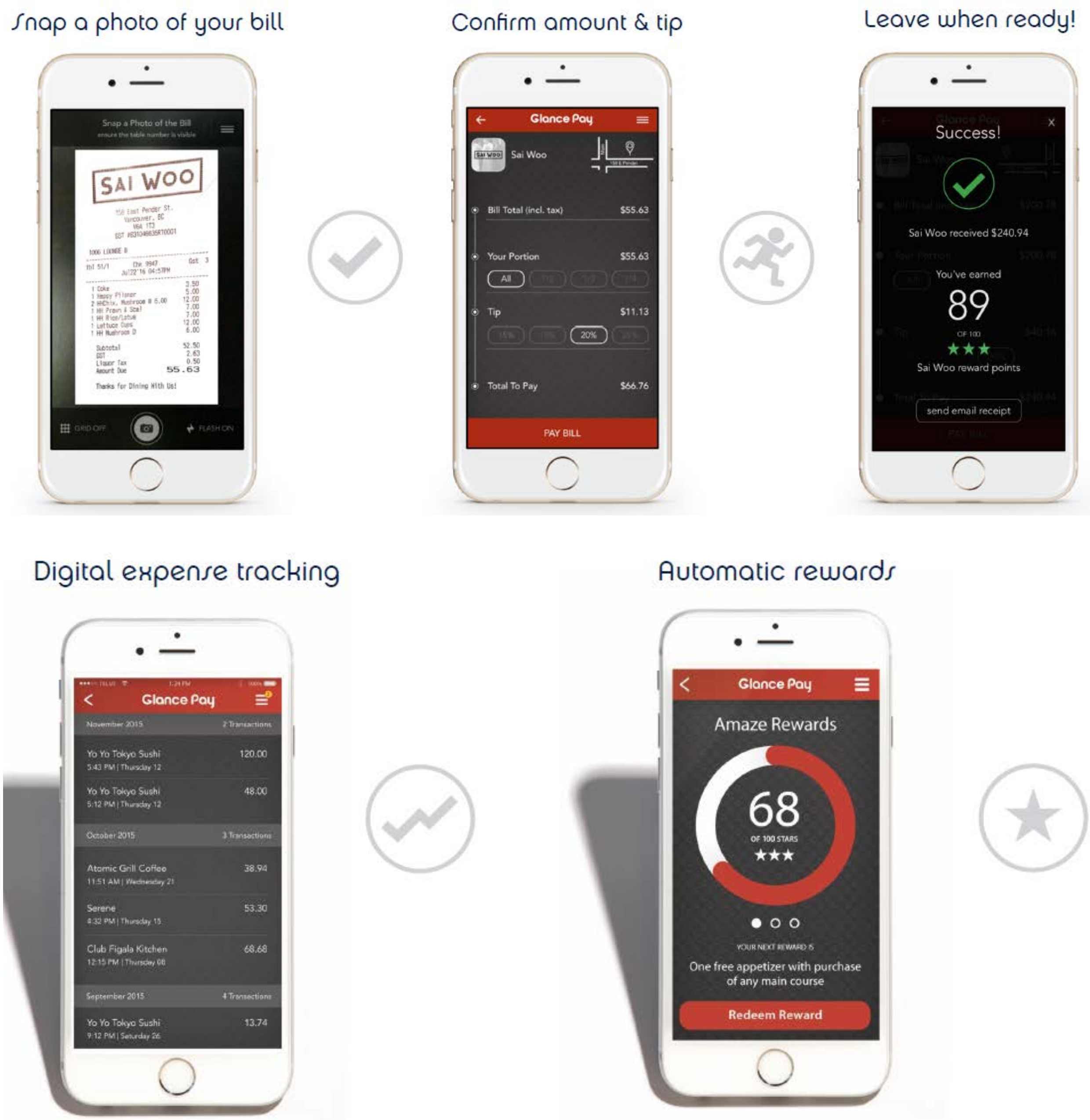
The Glance Pay app is also available for use as a payment solution in quick-serve and fast casual restaurants (including fast food, juice bars and cafes). The quick-pay version of the Glance Pay App allows a user to open the app at the merchant's till, the merchant enters the amount of the bill onto their version of the app, and the amount due appears to the user on their phone. The user can then select a tip, and pay.

The Glance Pay app will soon be available with mobile order-ahead capabilities, order-from-the-table capabilities, and order-for-delivery capabilities. Mobile order-ahead capabilities will allow customers to instantly order and pay for pick-up items off the menu of participating merchants, all on their mobile phone. This functionality will allow users to "cut the line" and pay directly for their order on their phone, and then pick up their order when it is convenient. The ability to order through the Glance Pay App from the table allows customers to prepay and order food & drinks directly from the table in restaurants, without waiting for a server. Customers can then pay and leave as soon as they finish their meal without waiting for a paper bill or card machine. Finally, the Glance Pay App will soon be available for delivery orders, which we will fill through an alliance with a delivery partner.

Very little integration of the Glance Pay App into merchant locations is required other than staff training. We provide the merchant with a management app, which allows staff to confirm payment receipts and to cash out at the end of each shift by the use of summary views. The current active solution for staff to view recent transactions is on either a tablet, mobile smartphone device for staff, or a standalone app that staff can use on an Internet-activated device. All key payment details are available to merchants through the Glance Pay App, including payment type, amount paid, amount of gratuity, split amount, a picture of each receipt, and any customer variables that apply to each particular merchant, such as table number, server name and server identification for our restaurant partners. We provide the merchant's finance team with access to a finance portal, which details all transactional activity for each day as well as indicating disbursements from the Glance Pay App.

The Glance Pay App icon is as follows:

Examples of other current screens of the Glance Pay App are as follows:



Benefit to Users

The primary benefit of the Glance Pay App for users is that it allows users to complete a payment transaction without the use of payment machines. It also automatically calculates the gratuity or the split percentage of a bill, and it keeps a digital online record of the user's receipts to facilitate user expense tracking. The Glance Pay App also offers a loyalty rewards program to users and merchants. The rewards program provides merchants with the option to give rewards to their repeat customers, such as a free appetizer after 10 visits, or 10% of their meal, thereby incentivizing customers to frequent merchants that offer the Glance Pay App.

Revenue Model

We currently create revenue in several ways:

- By monetizing our apps with a basic package and with additional features and options: we charge monthly fees to merchants for our basic package and for advanced options such as special event promotion, social media and app contests, custom rewards programs, social media management, search engine optimization, social media videos, and marketing and advertising services.

- By charging transaction-based fees and/or convenience fees to merchants (with fees payable as a percentage of the transaction). Our management has had success with convenience fees for a similar app, PayByPhone, in the parking industry. For our transactional processing fees, we charge fees that are competitive with the restaurant's current processing fees, with discretion to the Company to determine the exact amount of such fees. For a few of our initial launch restaurants, we agreed to start our processing fees at a base rate and increase such fees depending on the type of payment card.

- By entering into reseller and referral agreements with companies offering complementary services as the Glance Pay App. For example, we have entered into a referral agreement with a leading payment processing company that will pay us a percentage of all electronic transactions processed by restaurants through that processing company, allowing us to combine our revenue through the Glance Pay App with traditional credit card and debit payment processing methods.

We expect to begin generating revenue additional revenue in Q3 2017 through takeout and delivery services, order-ahead capabilities for our restaurant partners, and Glance Pay Anywhere, a new technology which enables our merchant partners to send bills to customers anywhere, and securely receive remote payments from anywhere via the Glance Pay App.

Technology and Development

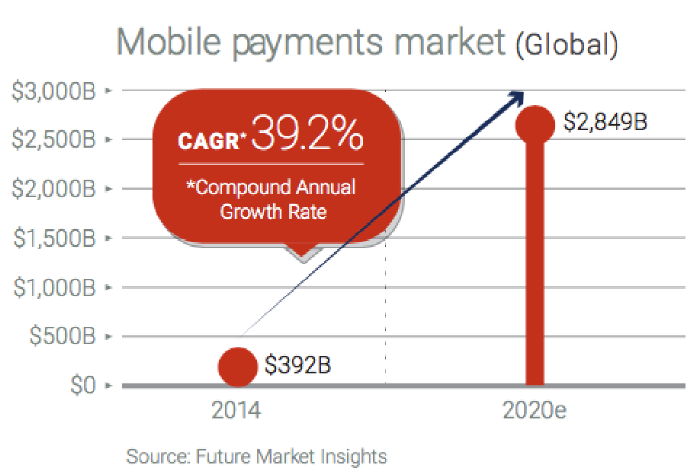
We made the first version of the Glance Pay App available to the public on the Apple App Store on August 7, 2016. Since then, we have been continuously updating and developing the Glance Pay App, and have released several updates on the Apple App Store. We also completed development of an Android-compatible version of the Glance Pay App, which we first made available in the Google Play Store in September 2016. We intend to continuously develop our Platform and the Glance Pay App so they can evolve in response to user and restaurant feedback. We have assembled a team of software engineers and designers who have made investments in the development of our Platform, and we intend to utilize their expertise to continue developing and upgrading our Platform and the Glance Pay App. We have allotted $295,000 over the next 12 months towards programming and development costs for our technology, which consist of salaries for our programmers and our Chief Technology Officer.

Specialized Skill and Knowledge

The nature of our business requires specialized knowledge and technical skill around application security, payment processors, the mobile space, app volume capabilities, marketing, design and content creation, programming and the restaurant business.

The Market for Mobile Payments

The mobile payment sector is growing rapidly. In 2014, global mobile payments totaled US$392 billion, and are expected to reach US$2,849 billion by 2020, growing with a compound annual

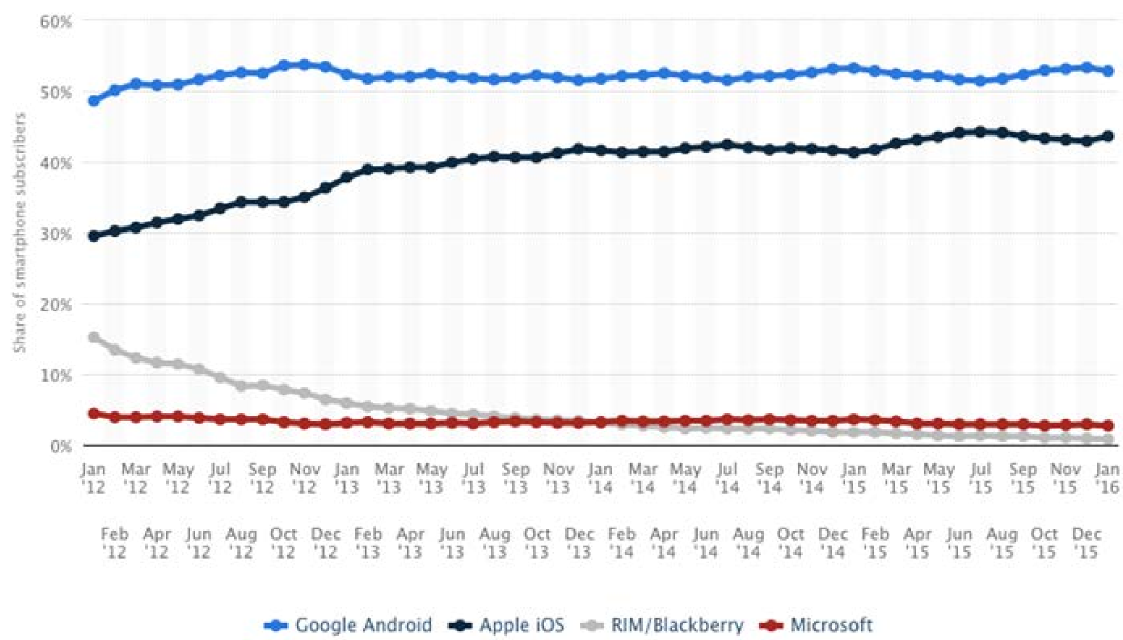


growth rate of 39.2%.[1] According to statistics from Canada's Payments Association, electronic payments (including debit, credit, electronic fund transfers and online transfers) accounted for approximately 58% of total payment volume in Canada in 2014.[2]

A recent entry into the payments market is Apple Pay. Apple Pay is intended to be more secure than traditional credit and debit card payments and is yet another technology that merchants will need to support in order to offer a full payment solution. In the U.S. alone, 190,500,000 people use smartphones.[3] Given Apple's large user base[4] (especially among wealthier consumers), Apple Pay has the potential to be very disruptive.

Apple Pay launched in the U.S. in 2014 and in the United Kingdom in July 2015. It then launched in Canada in November 2015. As of the date of this AIF, Apple Pay is available to people in Canada with American Express, Visa, Mastercard or debit cards issued by the major Canadian banks, and who are using iPhone 6, 6S or SE models, certain models of the iPad, or the Apple Watch. Google has recently announced a service similar to Apple Pay called Android Pay. We are also evaluating Android Pay as a possible platform addition, although Android Pay is currently not available in Canada. Android Pay can be used through Android devices with near-field communication technology and KitKat 4.4+ operating system. Android Pay will support credit and debit cards from American Express, Discover, MasterCard and Visa.

The development work on the Glance Pay App to date has focused on Apple iPhones and Android phones. In the U.S., Apple and Android together hold a 94% market share[5].



According to data from Statista, in 2015 global mobile app revenues amounted to US$41.1 billion. In 2020, global consumers are projected to spend over US$101 billion on mobile apps via app stores. Apple reported in 2015 that

[1] Future Market Insights, "Mobile Payment Transaction Market: Global Industry Analysis and Opportunity Assessment 2014 – 2020", online: http://www.futuremarketinsights.com/reports/global-mobile-payment-transaction-market.
[2] Canadian Payments Association, "Canadian Payment Methods and Trends: 2015", online at www.cdnpay.ca.
[3] eMarketer, "Worldwide Internet and Mobile Users 2015", page 17.
[4] According to a June 27, 2015 report by Consumer Intelligence Research Partners, LLC, Chicago, Il, at the end of June 2015 there were 97 million iPhones in use in the United States alone.
[5] Statista, "Subscriber share held by smartphone operating systems in the United States from January 2012 to January 2016" , online at: www.statista.com

its App Store surpassed 100 billion app downloads and that Apple has paid out more than US$30 billion to app developers.[6]

The Market for Restaurants

The restaurant industry is on of our primary target industries, and is a massive global industry that has seen steady growth year over year. In the current age of busy lifestyles, where families often have more than one parent working a full-time job, people are left with little time to spend on preparing food at home. There are about 8,000,000 restaurants in the world and some 300,000 restaurant companies, and in 2015, the global restaurant industry was forecast to reach a value of $2.1 trillion.[7] In the U.S. alone, restaurant-industry sales are projected to total $782.7 billion in 2016 and equal 4% of U.S. gross domestic product. The restaurant industry in the U.S. is the nation's second-largest private sector employer with a workforce of 14.4 million.[8]

In Canada, foodservice industry sales represented approximately 4% of national gross domestic product in 2014 and industry sales were expected to increase over both commercial and non-commercial sectors by 4.0% to $74.1 billion in 2015. In 2014, commercial foodservices sales increased by 4.9% while non-commercial sales increased by 3.7%. Commercial sales, which include chain restaurant sales, now represent 80.7% of total foodservices sales, compared to 79.5% in 1998. Quick service restaurants and full service restaurants generate relatively similar sales (about $26 billion each annually) and together represent 87.4% of commercial foodservices sales and 70.5% of total foodservice sales.[9]

Provincially, British Columbia, where we first launched the Glance Pay App, has the second-highest per capita commercial foodservices sales in the country, and is projected to lead the way in restaurant industry growth in 2016 with projected growth of 4.3%. According to the 2015 Canadian Chain Restaurant Industry Review, commercial foodservice sales in British Columbia have grown every year since 2008 except for 2011.

[6] The Verge, "Apple's app store has surpassed 100 billion downloads", June 8, 2015, online at http://www.theverge.com/2015/6/8/8739611/apple-wwdc-2015-stats-update.
[7] Companies and Markets.com, "Global Restaurant Industry", online at: www.companiesandmarkets.com.
[8] *Ibid.*
[9] *2015 Canadian Chain Restaurant Industry Review*, GE Capital Franchise Finance.

	Canada	Newfoundland and Labrador	Prince Edward Island	Nova Scotia	New Brunswick	Quebec	Ontario	Manitoba	Saskatchewan	Alberta	British Columbia
Revenues (thousands)											
2008	$46,795,255	$565,006	$176,233	$1,210,275	$891,334	$9,304,854	$17,593,324	$1,290,495	$1,287,297	$6,618,399	$7,709,844
2009	$47,096,429	$588,886	$175,136	$1,209,506	$938,700	$9,385,175	$17,631,848	$1,338,637	$1,356,991	$6,526,605	$7,795,980
2010	$48,616,283	$644,086	$184,145	$1,252,019	$968,838	$9,715,759	$18,381,418	$1,369,856	$1,428,570	$6,665,414	$7,846,102
2011	$50,023,975	$679,708	$187,481	$1,275,087	$962,206	$9,906,542	$19,159,000	$1,440,093	$1,506,167	$7,082,169	$7,662,998
2012	$52,445,642	$736,529	$192,728	$1,323,794	$973,567	$10,326,476	$20,104,382	$1,523,914	$1,620,784	$7,662,228	$7,819,284
2013	$54,771,603	$806,715	$199,626	$1,327,662	$972,541	$10,525,899	$20,962,919	$1,600,487	$1,715,724	$8,218,707	$8,272,371
2014-p	$57,464,241	$822,849	$203,219	$1,371,475	$1,000,745	$10,504,847	$22,199,731	$1,686,913	$1,806,657	$8,810,454	$8,892,799
2015-f	$59,762,178	$849,180	$209,316	$1,437,306	$1,023,762	$10,851,507	$23,132,120	$1,761,137	$1,884,344	$9,250,977	$9,239,618
Percent Change vs Previous Year											
2008	4.8%	6.1%	3.2%	8.6%	5.3%	6.1%	5.7%	5.4%	10.2%	3.3%	1.3%
2009	0.6%	4.2%	-0.6%	-0.1%	5.3%	0.9%	0.2%	3.7%	5.4%	-1.4%	1.1%
2010	3.2%	9.4%	5.1%	3.5%	3.2%	3.5%	4.3%	2.3%	5.3%	2.1%	0.6%
2011	2.9%	5.5%	1.8%	1.8%	-0.7%	2.0%	4.2%	5.1%	5.4%	6.3%	-2.3%
2012	4.8%	8.4%	2.8%	3.8%	1.2%	4.2%	4.9%	5.8%	7.6%	8.2%	2.0%
2013	4.4%	9.5%	3.6%	0.3%	-0.1%	1.9%	4.3%	5.0%	5.9%	7.3%	5.8%
2014-p	4.9%	2.0%	1.8%	3.3%	2.9%	-0.2%	5.9%	5.4%	5.3%	7.2%	7.5%
2015-f	4.0%	3.2%	3.0%	4.8%	2.3%	3.3%	4.2%	4.4%	4.3%	5.0%	3.9%

Source: Restaurants Canada, Statistics Canada, fsSTRATEGY Inc.

The Market for Order-Ahead Payments

The Glance Pay App's upcoming order-ahead capabilities will push the app into the mobile order-ahead market, currently estimated to reach $38 billion by 2020 and account for 10.7% of the quick-serve industry's sales alone. Already, Starbucks' mobile in-house app orders represent 10% of total orders at their high-volume stores.

Market for Food Delivery

By partnering with Daily Delivery, the Glance Pay App will soon be moving into the delivery order market space. Online food delivery is a rapidly growing market within a $600 billion (USD) restaurant industry. Currently disrupting traditional forms of delivery due to the rise of popular mobile ordering, the US food delivery market alone accounted for over $210 billion of restaurant revenue in the last year, of which $11 billion was exclusively through online ordering. This, combined with the Canadian online food delivery market estimated at $7 billion (CAD), provides us with the potential to establish new verticals of revenue and increase customer retention with a singular payment platform.

Marketing and Sales Plan

We plan to continue to attract and sign up restaurants to the Glance Pay App through a combination of a sales team, numerous industry contacts and a variety of incentives. We have built a solid marketing and sales team, which currently consists of the CEO, the COO, the CMO, the Vice President of Business and Client Development and commissioned marketing representatives.

Marketing Representatives

We pay our marketing representatives principally by commission for each new restaurant that signs up to the Glance Pay App, and for any add-on features for which such restaurants sign up. We plan to continue our marketing efforts towards restaurants for the foreseeable future so that we may continue to implement the Glance Pay App in as many restaurants as possible and continue to grow our market share. We task our marketing and sales team with the goal of setting up meetings each week with new restaurants. To date, 150 restaurants have entered into agreements to use the Glance Pay App, and the Glance Pay App has gone live in 76 of those restaurants.

Competition

The global payments industry is highly competitive. We compete against businesses in varied industries, many of which are larger than we are, have a dominant and secure position in other industries, or offer other goods and services to consumers and merchants that we do not offer. As online and offline commerce increasingly converge, the pace of change, innovation and disruption are also increasing. The global payments industry is rapidly changing, highly innovative and increasingly subject to regulatory scrutiny, which may negatively affect the competitive landscape. We compete against a wide range of businesses with varying roles in the payment sector including:

- paper-based transactions such as cash and cheques;
- traditional payment method providers, particularly credit and debit cards, and automated clearing house transactions;
- payment networks which facilitate payments for credit card users;
- providers of "digital wallets" which offer customers the ability to pay online and/or on mobile devices through a variety of payment methods, including with mobile applications, through contactless payments, and with a variety of payment cards (these providers include Visa, MasterCard, American Express, Amazon.com, Apple Pay, Google Pay, etc.);
- providers of mobile payment solutions that use tokenized card data approaches and near field communication functionality (e.g. Apple Pay) or host card emulation functionality to eliminate the need for access to the physical secure element of the device;
- payment-card processors that offer their services to merchants, including for "card on file" payments where the merchant invites the consumer to select a payment method for their first transaction, and subsequently uses the same payment method for subsequent transactions;
- providers of "person to person" payments that facilitate individuals sending money with an email address or mobile phone number, such as Facebook messaging payments, Google and many banks; and
- providers of card readers for mobile devices and of other point-of-sale and multi-channel technologies.

We also face competition and potential competition from:

- payment services targeting users of social networks and online gaming, including those offering billing to the consumer's mobile phone account;
- mobile payment services between bank accounts;
- online shopping services that provide special offers linked to a specific payment provider; and
- services that help merchants accept and manage virtual currencies.

We have identified several companies which offer direct competition to the Glance Pay App; however, none which, to our knowledge, operate within our current target geographical area.

Government Regulation

Government regulation impacts key aspects of our business. We are subject to regulations that affect the payments industry in the markets in which we operate or plan to operate.

Canada

In Canada, which is the only country in which we currently operate, we are subject to regulations around the payments industry, as well as personal privacy laws. We are subject to the *Electronic Transactions Act*, SBC 2001, which governs the legality and enforceability of electronic transactions taking place inside of British Columbia. Federally, we are subject to the Canadian Personal Information Protections and Electronic Documents Act and in British Columbia, we are subject to the *Personal Information Protection Act* (PIPA). Some other provinces have personal information protection acts as well, which apply instead of the federal act to the extent that the information is acquired, used or disclosed within that province. PIPA describes how all private sector organizations must handle the personal information of the public (our users). Under PIPA, businesses are made accountable for the personal information under their control. Businesses must, among other things, limit the collection of personal information to that which is necessary for their purposes, protect the privacy of any personal information under their control, designate a privacy officer for the company, establish procedures to handle privacy complaints or inquiries, obtain consent from an individual before the business collects, use or disclose his or her personal information, and only use or disclose personal information for reasonable purposes that are appropriate in the circumstances and for the purpose according to which the personal information was collected. We have taken steps to comply with PIPA, including appointing a privacy officer and establishing privacy complaint procedures.

Additional Regulatory Developments

Various regulatory agencies also continue to examine a wide variety of issues, including virtual currencies, identity theft, account management guidelines, privacy, disclosure rules, security and marketing that would impact the Glance Pay App.

Intangible Properties

We rely on intellectual property laws, confidentiality agreements, contractual provisions and similar measures to protect our intellectual property. Our contracted service providers and members of management are required to sign agreements acknowledging that all intellectual property created by them on our behalf is owned by us. On March 31, 2016, we filed a provisional patent application in the United States to patent our wireless electronic transaction system. This filing establishes a “priority date”, which allows us to file patent applications in any other country within a year of our U.S. filing date, and have such filings treated as if they were filed on the same day (March 31, 2016) as our original provisional application. This gives our application priority over any other application that may be filed after March 31, 2016 in any country where we file a patent application for this invention within 12 months. On March 28, 2017, we filed a non-provisional patent application for this invention in the U.S., and on March 30, 2017, we filed a non-provisional patent application for this invention in Canada, both of which claim the provisional patent priorty date of March 31, 2016.

On March 16, 2017, we filed a second provisional patent application in the United States to patent our wireless system for bill payment using short distance positioning systems. The filing also establishes a “priority date”, which allows us to file patent applications in any other country within a year of our U.S. filing date, and have such filings treated as if they were filed on the same day (March 16, 2016) as our original provisional application. This gives our application priority over any other application that may be filed after March 16, 2016 in any country where we file a patent application for this invention within 12 months.

There can be no assurance that our patent applications will be granted, and it often takes a number of years before a patent application is approved.

On September 21, 2016, we filed a trademark application in Canada for the mark “GLANCE PAY”. There can be no assurance that our trademark application will be granted, and it often takes a number of years before a trademark application is approved.

Despite our efforts to protect our intellectual property, unauthorized persons may attempt to obtain our intellectual property and others may develop similar intellectual property independently. The following is a summary of the intellectual property that we have acquired or developed to date. We intend to periodically review the apps summarized below to determine whether we want to incorporate elements of some or all of such apps into the Glance Pay App as it further develops, or potentially develop the apps into stand-alone products.

Asset Purchase Agreement dated November 15, 2014

Pursuant to a related party asset purchase agreement dated November 15, 2014 between Penny Green and Glance Pay, Glance Pay acquired the concepts behind 10 potential mobile apps for consideration of 2,980,000 Glance Pay Shares at a deemed price of $0.005 per share (please see "*Interests of Management and Others in Material Transactions*" for more information). These apps had not yet been created and what we acquired was the ideas for 10 potential mobile apps as follows: the Clover Stock Tracker, the Clover Customer Prospector, the Clover Women's Workout Creator and Health Tracker, the Clover Kid Party Planner, the Clover Contact Manager, the Clover Recipe Box and Organizer, the Clover Household Organizer, the Clover Investor Tracker and Prospector, the Clover Expense Tracker and Budget Wizard, and the Clover Song Lyric Tracker. As of the date of this AIF, we have not created any app architecture with respect to these apps. We do not intend to invest resources into developing any of the apps in the near- to mid-term, but may decide to do so in the long-term future.

Asset Purchase Agreement dated January 5, 2015

Pursuant to a related party asset purchase agreement dated January 5, 2015 between Desmond Griffin, Penny Green and Glance Pay, Glance Pay acquired the following for consideration of 27,000,000 Glance Pay Shares at a deemed price of $0.02 per share (please see "*Interests of Management and Others in Material Transactions*" for more information):

- domain names: www.glancepayments.com; http://www.glancepayments.com; www.glancepay.co; http://www.glancepay.co; www.glancemobile.com; http://www.glancemobile.com; www.calglance.com; http://www.calglance.com; www.glanceahead.co; http://www.glanceahead.co; www.investglance.com; http://www.investglance.com; www.bizglance.co; and http://www.bizglance.co;

- computer software relating to the Glance Pay App, the Glance Mobile app, the Calendar Glance app, the Glance Ahead app, the Invest Glance app, and the Biz Glance app (all of which are described below); and

- all associated intellectual property.

- The intellectual property acquired from Penny Green and Desmond Griffin on January 5, 2015 was further advanced than the intellectual property acquired from Penny Green on November 15, 2014 as the architecture was completed on the apps and in certain cases, development work on both the core functionality and the user interface had begun. The app on which we have invested the most resources and on which we intend to focus in the near- to mid-term is the Glance Pay App, which allows users to pay their bill in a matter of seconds on their mobile phone. Users receive automatic online accounting and receipts for their transaction, and the app automatically calculates a tip based on each user's preferences. The app is able to split a bill for its users, provide access to rewards programs and signup and referral bonuses. In the future, the app may allow users to request assistance, order more food or beverage, or request their bill.

Asset Purchase Agreement dated March 15, 2015

Pursuant to an asset purchase agreement dated March 15, 2015 between 1030051 B.C. Ltd. and Glance Pay, for consideration of 1,500,000 Glance Pay Shares at a deemed price of $0.02 per share, Glance Pay acquired development work on mobile apps that could be incorporated in a payment processor and digital wallet, specifically:

- technical specifications for software related to a Bitcoin and cryptocurrency payment mechanism and wallet; and

- all intellectual property rights relating to the foregoing.

Web Domain

On April 29, 2016, we acquired use of the domain name www.glancepay.com.

Employees

As of the date of this AIF, we have 14 employees.

GENERAL DEVELOPMENT OF THE BUSINESS

During our past three financial years we have focused on acquiring, developing and launching our Glance Pay App, and since the app's launch on the Apple App Store on August 7, 2016, we have also focused on growing our customer base, signing up new restaurants to use the Glance Pay App, and setting up the Glance Pay App to go live in those restaurants. Our main achievements since our inception in November 2014 have been as follows:

- developing a version of the app for both Apple iPhones and Android phones;
- launching the iOS version of the Glance Pay App;
- launching the Android version of the Glance Pay App;
- completing several rounds of financing;
- obtaining a listing on the Canadian Securities Exchange;
- filing an offering prospectus in certain provinces of Canada and completing one round of financing thereunder;
- as of the date of this AIF, signing up 150 restaurants to use the Glance Pay App;
- as of the date of this AIF, implementing the Glance Pay App in 76 restaurants;
- as of the date of this AIF, signed and implemented the Glance Pay App in two non-restaurant merchant locations;
- as of the date of this AIF, signing up approximately 15,000 new users to the Glance Pay App;
- assembling an effective and experienced marketing team to market the Glance Pay App to restaurants;
- assembling a dedicated implementation and brand ambassador team to ensure that the Glance Pay App is properly implemented in each participating restaurant and that all members of the restaurant's staff are knowledgeable in using the app.
- developed and launched the Restaurant Discovery feature on the Glance Pay App, which provides users with the ability to search Glance Pay restaurants within the app through location, cuisine, price range and key word searches;
- launched social media properties on Facebook, Twitter, LinkedIn and Instagram;
- incorporated a wholly-owned subsidiary in the state of Nevada; and
- completed a rights offering in Canada.

See "Description of Business" for additional information.

RISK FACTORS

Investing in our Common Shares involves a high degree of risk. You should carefully consider the risks described below, as well as the other information in this AIF, before deciding whether to invest in our Common Shares. The occurrence of any of the events or developments described below could harm our financial condition, results of operations, business and prospects. In such an event, the market price of our Common Shares could decline, and you may lose all or part of your investment. Additional risks and uncertainties not presently known to us or that we currently deem immaterial also may have similar adverse effects on us.

Risks Related to Our Business

No Operating History and No Established Financing Sources

We were incorporated in 2014 and have a limited operating history. We launched our Glance Pay App in August 2016 and are in the process of establishing partnerships, relationships and building brand recognition with restaurants who have signed up to use our app. As a result, we have limited history of revenue generation. We have experienced losses in the past and may not achieve profitability in the future. We are subject to all of the business risks and uncertainties associated with any new business, including the risk that we will not achieve our investment objectives as described in this AIF. Our financial condition and results of operations will depend on many factors, including the willingness of restaurants to use our technology and our ability to secure financing. We anticipate that it may take several years to achieve positive cash flow from operations. There can be no assurance that there will be continued or increased demand for our products or services or that we will become profitable.

Competition in the Payment Processing Industry

The market for payment processing services is highly competitive and has relatively low barriers to entry. The level of competition has increased in recent years, and larger providers have established a significant market share among smaller merchants. Some of our competitors are financial institutions and large payment processing companies that have significantly greater financial, technical, marketing and other resources; may be able to devote greater resources to the development, promotion, sale and support of their products and services; may have more extensive customer bases and broader customer relationships; and may have longer operating histories and more brand recognition. In some cases, these companies may choose to offer their technology at lower prices or rates in response to new competitors entering the market. There are also a number of smaller payment processing providers that provide a range of services designed for small and medium size merchants. Our competitors may develop or offer services that have price or other advantages over the services we provide. In competing with such companies, we may be unable to establish demand for our technology, which could adversely affect the establishment of our operations and ability to generate revenues. We compete against a wide range of businesses with varying roles in the payment sector including:

- paper-based transactions such as cash and cheques;
- traditional payment method providers, particularly credit and debit cards, and automated clearing house transactions;
- payment networks which facilitate payments for credit card users;
- providers of "digital wallets" which offer customers the ability to pay online and/or on mobile devices through a variety of payment methods, including with mobile applications, through contactless payments, and with a variety of payment cards (these providers include Visa, MasterCard, American Express, Amazon.com, Apple Pay, Google Pay, etc.);
- providers of mobile payment solutions that use tokenized card data approaches and near field communication functionality (e.g. Apple Pay) or host card emulation functionality to eliminate the need for access to the physical secure element of the device;
- payment-card processors that offer their services to merchants, including for "card on file" payments where the merchant invites the consumer to select a payment method for their first transaction, and subsequently uses the same payment method for subsequent transactions;
- providers of "person to person" payments that facilitate individuals sending money with an email address or mobile phone number, such as Facebook messaging payments, Google and many banks;
- providers of card readers for mobile devices and of other point-of-sale and multi-channel technologies.

We also face competition and potential competition from:

- payment services targeting users of social networks and online gaming, including those offering billing to the consumer's mobile phone account;
- mobile payment services between bank accounts;
- online shopping services that provide special offers linked to a specific payment provider; and
- services that help merchants accept and manage virtual currencies.

We compete primarily based on the following:

- ability to attract, retain and engage merchants with flexible terms including short notice termination provisions, and consumers;
- security of transactions and the ability for our consumers to use the Glance Pay App without sharing their financial information with the merchant they are paying;
- simplicity of our fee structure;
- system reliability and data security; and
- ease and quality of integration into third-party mobile applications and operating systems.

If we are not able to differentiate our business from those of our competitors, drive value for customers and merchants, or effectively align our financial and operations resources with our goals and objectives, we may not be able to compete effectively against our competitors. If we fail to compete effectively against our competitors, our business and profitability may be adversely affected.

Requirement to Attract and Retain Restaurants and Users to the Glance Pay App

Our continued success will depend on our ability to continue to sign up new restaurants and users to the Glance Pay App, and to generate new and frequent business to restaurants that are signed up to use the Glance Pay App. No assurance can be given that we will be able to procure a sufficient number of restaurants and users to the Glance Pay App to reach profitability or continue offering the Glance Pay App.

Effectiveness and Efficiency of Advertising and Promotional Expenditures

Our future growth and profitability will depend on the effectiveness and efficiency of advertising and promotional expenditures, including our ability to (i) create greater awareness of our technology and services; (ii) determine the appropriate creative message and media mix for future advertising expenditures; and (iii) effectively manage advertising and promotional costs in order to maintain acceptable operating margins. There can be no assurance that advertising and promotional expenditures will result in revenues in the future or will generate awareness of our technologies or services. In addition, no assurance can be given that we will be able to manage our advertising and promotional expenditures on a cost-effective basis.

Maintaining and Promoting Our Brand

We believe that maintaining and promoting our brand is critical to expanding our customer base. Maintaining and promoting our brand will depend largely on our ability to continue to provide useful, reliable and innovative services, which we may not do successfully. We may introduce new features, products, services or terms of service that our customers do not like, which may negatively affect our brand and reputation. Maintaining and enhancing our brand may require us to make substantial investments, and these investments may not achieve the desired goals.

If we fail to successfully promote and maintain our brand or if we incur excessive expenses in this effort, our business and operating results could be adversely affected.

Changing Consumer Preferences

As a result of changing consumer preferences, many Internet websites and apps are successfully marketed for a limited period of time. Even if our products become popular, there can be no assurance that any of our products will continue to be popular for any significant period of time. If demand for our services decreases, our profitability would be negatively impacted. Our success will be dependent upon our ability to develop new and improved product lines. Even if we are successful in introducing new mobile apps or in developing the Glance Pay App, a failure to continue to update them with compelling content or a subsequent shift in the payment preferences of consumers or merchants could cause a decline in our products' popularity that could reduce our revenues and harm our business, operating results and financial condition. Our failure to introduce new features and product lines and to achieve and sustain market acceptance could result in us being unable to continually meet consumer preferences and generate significant revenues. Further, if our merchants make fewer sales of their products and services, we will have fewer transactions to process and likely fewer users of our apps, resulting in lower revenue. Any decrease in the demand for our products and services could have a material adverse effect on our profitability and operations.

Response to Technological Developments

Our future success will depend in part on our ability to modify or enhance our products to meet consumer needs, add functionality and address technological developments. Technological advances in the handheld device industry may lead to changes in our customers' requirements, and to remain competitive, we will need to continuously develop new or upgraded products that address these evolving technologies. Mobile devices are continually evolving, and we may lose customers if we are not able to continue to meet our customers' mobile and multi-screen experience expectations. The variety of technical and other configurations across different mobile platforms increases the challenges associated with evolving technology. If we are unsuccessful in identifying new product opportunities or in developing or marketing new products in a timely or cost-effective manner, or if our product developments do not achieve the necessary market penetration or price levels to be profitable, our business and operating results could be adversely affected.

Sales Reporting and Record-Keeping Obligations

One or more provinces or the federal government or foreign countries, if we begin operating in foreign countries, may seek to impose reporting or record-keeping obligations on companies that engage in or facilitate mobile payments. Such obligations could be imposed by legislation intended to improve tax compliance or may be imposed if we are deemed to be the legal agent of our merchants by a jurisdiction in which we operate. We may be required to modify our software to meet these requirements and expect increased operational costs and changes to our customer experience in connection with complying with these reporting obligations. Any failure by us to comply with these and similar reporting and record-keeping obligations could result in substantial monetary penalties and other sanctions and could harm our business.

Chargeback Risk

There is a risk that we will be subject to covering the cost of significant chargebacks for payments made through the Glance Pay App which have been charged back to a restaurant by the applicable credit card company. Although we will strive to only process non-fraudulent transactions through the Glance Pay App, it is possible that we could be required to pay out a significant amount in chargebacks, which could adversely affect our business and operating results.

Laws and Regulations Relating to the Electronic Payments Industry

We and our customers are subject to numerous regulations that affect the electronic payments industry. Regulation and proposed regulation of the payments industry has increased significantly in recent years, and failure to comply with such rules and regulations may have a negative adverse effect on our business and operations. We are subject to the rules of Visa, MasterCard and American Express, as well as regulations related to privacy, data use and security in the jurisdictions in which we do business, financial services regulations, and consumer protection laws, among others. For example, in Canada, which is the only country in which we currently operate, we are subject to the Canadian Personal Information Protections and Electronic Documents Act and in British Columbia, we are subject to the Personal Information Protection Act (PIPA). PIPA describes how all private sector organizations must handle the personal information of the public (our users). Under PIPA, businesses are made accountable for the personal information under their control. Businesses must, among other things, limit the collection of personal information to that which is necessary for their purposes, protect the privacy of any personal information under their control, designate a privacy officer for the company, establish procedures to handle privacy complaints or inquiries, obtain consent from an individual before the business collects, use or disclose his or her personal information, and only use or disclose personal information for reasonable purposes that are appropriate in the circumstances and for the purpose according to which the personal information was collected.

In recent years, there has been heightened legislative and regulatory focus on data security, including requiring consumer notification in the event of a data breach. Regulation of privacy, data use and security may materially increase our costs and our customers' costs and may decrease the number of merchants and customers that use our product(s), which could materially and adversely affect our profitability. Our failure, or the failure of our customers, to comply with the privacy, data use and security laws and regulations, and any other regulations to which we are or become subject, could result in fines, sanctions and damage to our reputation and our brand.

Reliance on Third-Party Processors and Service Providers

We currently rely on contractors to assist us to perform certain aspects of our services, and we do not have long-term contracts with them. The termination by our service providers of their arrangements with us or their failure to perform their services efficiently and effectively may adversely affect our ability to deliver a superior product, which in turn may adversely affect our relationships with restaurants that offer the Glance Pay App and may cause those merchants to terminate their agreements with us.

Potential Requirement to Pay Taxes on Transaction Processing

We and other payment processing companies may become subject to federal, provincial, state or local taxation of certain portions of our fees charged to merchants for our transaction services. Application of such taxes is an emerging issue and although taxing jurisdictions have not yet adopted uniform positions on this topic, if we are required to pay such taxes and are unable to pass the expense to restaurants or other merchant clients, as applicable, or produce increased cash flow to offset the taxes, such taxes would negatively impact our profitability.

Key Personnel Risk

Our success and future growth will depend, to a significant degree, on the continued efforts of our directors and officers to develop the business and manage operations and on their ability to attract and retain key technical, sales and marketing staff or consultants. The loss of any key person or the inability to find and retain new key persons could have a material adverse effect on the business. Competition for qualified technical, sales and marketing staff, as well as officers and directors can be intense and no assurance can be provided that we will be able to attract or retain key personnel in the future. Our inability to retain and attract the necessary personnel could adversely affect our business and operations.

Adverse Conditions in the Restaurant Industry

We currently operate primarily within the restaurant industry. Although the current trend for the restaurant market is positive growth, any future adverse economic or other conditions in the restaurant industry, or other industries into which we may eventually expand, could negatively affect our revenue and materially and adversely affect our operating results.

Fluctuations in Foreign Currency Exchange Rates

If we expand our operations internationally, we will become subject to foreign currency risk. The strengthening or weakening of the Canadian dollar versus other currencies will impact the translation of our net revenues generated in these foreign currencies into Canadian dollars. We may face financial exposure if we incorrectly set foreign exchange rates or as a result of fluctuations in foreign exchange rates between the times that we set them each day. Fluctuations in foreign exchange rates could significantly impact our financial results.

Changes to Payment Card Networks, or Bank Fees or Practices

We do not directly access the payment card networks, such as Visa, MasterCard and Amex, that enable our ability to accept credit cards, and we are reliant on banks or other payment processors to process transactions and must pay fees for their services. Payment card networks, from time to time, increase their fees for each transaction which accesses their networks, and the cost of these increased fees may be passed on to us by our payment processor(s), who may also increase their own fees for payment processing. Any increase in these fees could increase our operating costs and reduce our profitability.

In addition, governments in some jurisdictions have required payment card networks to reduce interchange fees, or have opened investigations into the question of whether such fees and practices violate antitrust law. For example, in the U.S., the Federal Reserve Board issued a final rule capping debit card interchange fees at significantly lower rates than these networks previously charged. Although there has been no mandate from the Canadian government for payment networks to reduce interchange rates, in November 2014 Visa and MasterCard announced that they would voluntarily lower their interchange rates. Any material reduction in credit card interchange rates in relevant jurisdictions could adversely affect our competitive position against traditional credit card service providers, and may subject us to pricing pressure, although it could also lower our costs.

Potential Inability to Adapt or Expand Existing Technology Infrastructure to Accommodate Greater Traffic

It is anticipated that our Platform will serve a large number of users and customers. Our technology infrastructure is highly complex and may not provide satisfactory service in the future, especially as the number of customers using its apps increases. We may be required to upgrade our technology infrastructure to keep up with the increasing traffic on its apps, such as increasing the capacity of our hardware servers and the sophistication of its software. If we fail to adapt our technology infrastructure to accommodate greater traffic or customer requirements, our users and customers may become dissatisfied with our services and switch to competitors' apps, which will prevent us from achieving profitability.

Reliance on Development and Maintenance of the Internet Infrastructure

The success of our services will depend largely on the development and maintenance of the Internet infrastructure. This includes maintenance of a reliable network backbone with the necessary speed, data capacity, and security, as well as timely development of complementary products, for providing reliable Internet access and services. The Internet has experienced, and is likely to continue to experience, significant growth in the numbers of users and amount of traffic. The Internet infrastructure may be unable to support such demands. In addition, increasing numbers of users, increasing bandwidth requirements, or problems caused by "viruses," "worms," and similar programs may harm the performance of the Internet. The backbone computers of the Internet have been the targets of such programs. The Internet has experienced a variety of outages and other delays as a result of damage to portions of its infrastructure, and it could face outages and delays in the future. These outages and delays could reduce the level of Internet usage generally as well as the level of usage of our services and reduce our revenues.

Risks Related to Potential Interruption or Failure of our Information Technology and Communications Systems

Our ability to provide our products and services depends on the continuing operation of our information technology and communications systems. Any damage to or failure of our systems could interrupt our service. Service interruptions could reduce our revenues and profits, and damage our brand if our system is perceived to be unreliable. Our systems are vulnerable to damage or interruption as a result of terrorist attacks, war, earthquakes, floods, fires, power loss, telecommunications failures, computer viruses, interruptions in access to our Platform through the use of "denial of service" or similar attacks, hacking or other attempts to harm its systems, and similar events. Some of our systems are not fully redundant, and our disaster recovery planning does not account for all possible scenarios. The occurrence of a natural disaster or a closure of an Internet data center by a third-party provider without adequate notice could result in lengthy service interruptions. Interruption or failure of our information technology and communications systems could impair our ability to effectively provide our products and services, which could damage our reputation and harm our operating results.

Risks Related to Potential Undetected Errors in our Software

Our software apps and products could contain undetected errors or "bugs" that could adversely affect their performance. We regularly update and enhance our apps and our other online systems and will introduce new versions of our software products and apps. The occurrence of errors in any of these may cause us to lose market share, damage our reputation and brand name, and reduce our revenues.

Risks Related to our Prices

As the market for our services matures, or as new or existing competitors introduce new products or services that compete with ours, we may experience pricing pressure and be unable to renew our agreements with existing customers or attract new customers at prices that are consistent with our pricing model and operating budget. If this were to occur, it is possible that we would have to change our pricing model or reduce our prices, which could harm our revenue, gross margin, and operating results.

Requirement to Generate Cash Flow for Financial Obligations

Our ability to generate sufficient cash flow from operations to make scheduled payments to our contractors, service providers and merchants will depend on future financial performance, which will be affected by a range of economic, competitive, regulatory, legislative and business factors, many of which are outside of our control. If we do not generate sufficient cash flow from operations to satisfy our contractual obligations, we may have to undertake alternative financing plans. Our inability to generate sufficient cash flow from operations or undertake alternative financing plans would have an adverse effect on our business, financial condition and results or operations, as well as our ability to satisfy our contractual obligations. Any failure to meet our financial obligations could result in termination of key contracts, which could harm our ability to provide our products and services.

Laws and Regulations Relating to using the Internet for Commerce

The future success of our business depends upon the continued use of the Internet as a primary medium for commerce, communication and business services. Domestic or foreign government bodies or agencies in the past have adopted, and may in the future adopt, laws or regulations affecting the use of the Internet as a commercial medium. Changes in these laws or regulations could require us to modify our services in order to comply with these changes. In addition, government agencies or private organizations may begin to impose taxes, fees or other charges for accessing the internet or commerce conducted via the Internet. These laws or charges could limit the growth of Internet-related commerce or communications generally, or result in reductions in the demand for Internet-based services such as ours.

In addition, the use of the Internet could be adversely affected due to delays in the development or adoption of new standards and protocols to handle increased demands of Internet activity, security, reliability, cost, ease of use, accessibility, and quality of service. The performance of the Internet and its acceptance as a business tool have been adversely affected by viruses, worms, and similar malicious programs, and the Internet has experienced a variety of outages and other delays as a result of damage to portions of its infrastructure. If the use of the Internet is adversely affected by these issues, demand for our services could suffer.

Uninsured or Uninsurable Risk

We may become subject to liability for risks against which are uninsurable or against which we may opt out of insuring due to the high cost of insurance premiums or other factors. The payment of any such liabilities would reduce the funds available for usual business activities. Payment of liabilities for which we do not carry insurance may have a material adverse effect on our financial position and operations.

Conflicts of Interest Risk

Certain of our directors and officers are, and may continue to be, involved in other business ventures in the technology industry through their direct and indirect participation in corporations, partnerships, joint ventures, etc. that may become potential competitors to us. Situations may arise in connection with potential acquisitions or opportunities where the other interests of these directors and officers conflict with or diverge from our interests. In accordance with the *BCBCA*, directors who have a material interest in any person who is a party to a material contract or a proposed material contract are required, subject to certain exceptions, to disclose that interest and generally abstain from voting on any resolution to approve the contract. In addition, the directors and officers are required to act honestly and in good faith with a view to our best interests. However, in conflict of interest situations, directors and officers may owe the same duty to another company and will need to balance their competing interests with their duties to us. Circumstances (including with respect to future corporate opportunities) may arise that may be resolved in a manner that is unfavourable to us.

Risks Related to Data Storage

We are subject to Canadian data privacy and protection laws and regulations as well as contractual privacy obligations, and our failure to comply could subject us to fines and damages and would harm our reputation and business.

We are subject to the data privacy and protection laws and regulations adopted by federal and provincial governmental agencies. Data privacy and protection is highly regulated in some jurisdictions, and may become the subject of additional regulation in the future. Privacy laws restrict our storage, use, processing, disclosure, transfer and protection of non-public personal information, including credit card data, provided to us by our users. We strive to comply with all applicable laws, regulations, policies and legal obligations relating to privacy and data protection. However, it is possible that these requirements may be interpreted and applied in a manner that is inconsistent from one jurisdiction to another and may conflict with other rules or our practices. Any failure, or perceived failure, by us to comply with federal or provincial laws, including laws and regulations regulating privacy, data or consumer protection, could result in proceedings or actions against us by governmental entities or private parties.

We are subject to the privacy and data protection-related obligations in our contracts with our customers and other third parties. We may be contractually liable to indemnify and hold harmless our users from the costs or consequences of inadvertent or unauthorized disclosure of data that we store or handle as part of providing our services. Finally, we are also subject to contractual obligations and other legal restrictions with respect to our collection and use of data, and we may be liable to third parties in the event we are deemed to have wrongfully used or gathered data.

Any failure by us or a third-party contractor providing services to us to comply with applicable privacy and data protection laws, regulations, self-regulatory requirements or industry guidelines, our contractual privacy obligations or our own privacy policies, may result in fines, statutory or contractual damages, litigation or governmental enforcement actions. These proceedings or violations could force us to spend significant amounts in defense or settlement of these proceedings, result in the imposition of monetary liability, distract our management, increase our costs of doing business, and adversely affect our reputation and the demand for our products and services.

Security and Fraud

Our operations involve the storage and transmission of customer data, including personally identifiable information, and security incidents could result in unauthorized access to, the loss of, or unauthorized disclosure of such information. Although we have advanced security systems in place and what we deem sufficient security around our system to prevent unauthorized access, we must ensure that we continually enhance security and fraud protection within our website and merchant platform, and if we are unable to do so we may become subject to liability for privacy breaches or consequences that result from any unanticipated incident. As a result of advances in computer capabilities, new discoveries in the field of cryptography or other developments, a compromise or breach of our security precautions may occur. The techniques used to obtain unauthorized, improper or illegal access to our systems, our data or our customers' data and to sabotage our system are constantly evolving and may be difficult to detect quickly. An information breach in our system and loss of confidential information such as credit card numbers and related information, or interruption in the operation of our apps, could have a longer and more significant impact on our business operations than a hardware failure. A compromise in our security system could severely harm our business by the loss of our customers' confidence in us and thus the loss of their business. We may be required to spend significant funds and other resources to protect against the threat of security breaches or to alleviate problems caused by these breaches. However, protection may not be available at a reasonable price, or at all. Any failure to adequately comply with necessary protective measures could result in fees, penalties and/or litigation. Concerns regarding the security of e-commerce and the privacy of users may also inhibit the growth of the Internet as a means of conducting commercial transactions. This may result in a reduction in revenues and increase our operating expenses, which would prevent us from achieving profitability.

Risks Related to Intellectual Property

We have a pending trademark registration in Canada but only for a word mark, not our logo, a pending provisional patent registration in the United States, and a pending patent registration in Canada and the United States.

Trademark protection is territorial. We have a pending trademark registration for the word GLANCE PAY in Canada. We have no trademark registration achieved or pending for our logo (only for the word mark), and we have not applied to register the trademark GLANCE PAY in any other country other than Canada.

We have filed a patent application in the United States and Canada for our wireless electronic transaction system. We have also filed a provisional patent application in the United States for our wireless electronic transaction with short distance positioning system, which allows us to file patent applications in any other country within a year of our U.S. filing date, and have such filings treated as if they were filed on the same day as our original provisional application.

Risks Related to Potential Inability to Protect Intellectual Property

Our success is heavily dependent upon our intellectual property and technology. To date, we have filed patent applications in the United States and Canada for our wireless electronic transaction system, and a provisional patent application in the United States for our wireless electronic transaction with short distance positioning system. This filing allows us to file patent applications in any other country within a year of our U.S. filing date, and have such filings treated as if they were filed on the same day as our original provisional application. We have also filed a trademark application in Canada for the trade name GLANCE PAY. We also rely upon copyrights, trade secrets, unpatented proprietary know-how and continuing technology innovation to protect the technology that we consider important to the development of our business. We rely on various methods to protect our proprietary rights, including confidentiality agreements with our consultants, service providers and management that contain terms and conditions prohibiting unauthorized use and disclosure of our confidential information. However, despite our efforts to protect our intellectual property rights, unauthorized parties may attempt to copy or replicate our technology. There can be no assurance that the steps taken by us to protect our technology will be adequate to prevent misappropriation or independent third-party development of our technology. It is likely that other companies can duplicate a platform similar to ours. To the extent that any of the above could occur, our revenue could be negatively affected, and in the future, we may have to litigate to enforce our intellectual property rights, which could result in substantial costs and divert our management's attention and our resources.

Further, the patent position of technology is often uncertain and involves complex legal and factual questions. We do not know whether our current or any future patent applications, if any, will result in the issuance of a patent. Even if patents are issued, they may be challenged, invalidated or circumvented. Any such patents may not provide a competitive advantage or afford protection against competitors with similar technology. Competitors or potential competitors may have filed applications for, or may have received patents and may obtain additional and proprietary rights to, technologies used by or competitive with ours. If challenged, any patents that may be issued to us in the future may not be held valid. We also may become involved in interference proceedings in connection with one or more of our current or future patent applications to determine priority of invention.

Risks Related to Potential Intellectual Property Claims

Companies in the Internet, technology and mobile app industries own large numbers of patents, copyrights, trademarks and trade secrets and frequently enter into litigation based on allegations of infringement or other violations of intellectual property rights. We may be subject to intellectual property rights claims in the future and our technologies may not be able to withstand any third-party claims or rights against their use. Any intellectual property claims, with or without merit, could be time consuming, expensive to litigate or settle and could divert management resources and attention. An adverse determination also could prevent us from offering our products and services to others and may require that we procure substitute products or services for these members.

With respect to any intellectual property rights claim, we may have to pay damages or stop using technology found to be in violation of a third party's rights. We may have to seek a license for the technology, which may not be available on reasonable terms and may significantly increase our operating expenses. The technology also may not be available for license to us at all. As a result, we may also be required to develop alternative non-infringing technology, which could require significant effort and expense. If we cannot license or develop technology for the infringing aspects of our business, we may be forced to limit our product and service offerings and may be unable to compete effectively. Any of these results could harm our brand and prevent us from generating sufficient revenue or achieving profitability.

Risks Related to Our Common Shares

Market Risk for Securities

The market price of the Shares following listing may be highly volatile, and could be subject to wide fluctuations in response to various factors, some of which are beyond our control and may not be related to our operating performance.

Fluctuations in the price of the Shares could cause investors to lose all or part of their investment because they may not be able to sell their Shares at or above the price they paid. Factors that could cause fluctuations in the market price of the Shares include the following:

- price and volume fluctuations in the overall stock market from time to time;
- volatility in the market prices and trading volumes of technology stocks;
- changes in operating performance and stock market valuations of other technology companies generally or those in our industry in particular;
- sales of Shares by our shareholders;
- any changes in the financial projections that we may provide to the public, or our failure to meet those projections;
- announcements by us or our competitors of new products or services;
- the public's reaction to our press releases, other public announcements and filings with the securities commissions;
- rumors and market speculation involving us or other companies in our industry;

- actual or anticipated changes in our operating results or fluctuations in our operating results;
- actual or anticipated developments in our business, our competitors' businesses or the competitive landscape generally;
- litigation involving us, our industry or both, or investigations by regulators into our operations or those of our competitors;
- developments or disputes concerning our intellectual property or other proprietary rights;
- announced or completed acquisitions of businesses or technologies by us or our competitors;
- new laws or regulations or new interpretations of existing laws or regulations applicable to our business;
- changes in accounting standards, policies, guidelines, interpretations or principles;
- any significant change in our management; and
- general economic conditions and slow or negative growth of our markets.

In addition, in the past, following periods of volatility in the overall market and the market price of a particular company's securities, securities class action litigation has often been instituted against these companies. This litigation, if instituted against us, could result in substantial costs and a diversion of management's attention and resources.

Speculative Nature of Investment Risk

An investment in our common shares carries a high degree of risk and should be considered as a speculative investment by purchasers. We have no history of earnings, limited cash reserves, a limited operating history, have not paid dividends, and are unlikely to pay dividends in the immediate or near future. We are in the development and planning phases of business and have not started commercialization of products and services. Operations are not yet sufficiently established such that we can mitigate the risks associated with planned activities.

Liquidity and Future Financing Risk

We are in the development stage and have not generated a significant amount of revenue. We will likely operate at a loss until business becomes established and we may require additional financing in order to fund future operations and expansion plans, including developing new products, enhancing existing products, enhancing our operating infrastructure and acquiring complementary businesses and technologies. Our ability to secure any required financing to sustain operations will depend in part upon prevailing capital market conditions, as well as business success. There can be no assurance that we will be successful in our efforts to secure any additional financing or additional financing on terms satisfactory to management. If additional financing is raised by issuing common shares in authorized capital, control may change and shareholders may suffer additional dilution.

In particular, we may be required to pay the up-front amount of any transactions through the Glance Pay App before we have received the corresponding payments from the relevant payment card companies, such as Visa, MasterCard and American Express. In order to cover up-front payments from transactions through the Glance Pay App, we risk running out of sufficient cash to process transactions. If adequate funds are not available, or are not available on acceptable terms, we may be required to scale back the business plan or cease operating.

Control of Insiders

Two of our directors and officers are control persons of our issued and outstanding Shares. As a result, these shareholders, if acting together, would be able to influence or control matters requiring approval by our shareholders, including the election of directors and the approval of mergers, acquisitions or other extraordinary transactions. They may have interests that differs from those of the other shareholders and may vote in a way that other shareholders disagree with and which may be adverse to their interests. This concentration of ownership may have the effect of delaying, preventing or deterring a change of control of us, could deprive our shareholders of an opportunity to receive a premium for their Shares as part of a sale of us and might affect the market price of the Shares.

History of Operating Losses

We have a history of operating losses and may not achieve or sustain profitability. We cannot guarantee investors that we will become profitable, and even if we achieve profitability, given the competitive and evolving nature of the industry in which we operate, we may not be unable to sustain or increase profitability and our failure to do so could adversely affect our business, including our ability to raise additional funds.

Going-Concern Risk

Our financial statements have been prepared on a going concern basis under which an entity is considered to be able to realize our assets and satisfy our liabilities in the ordinary course of business. Our future operations are dependent upon the identification and successful completion of equity or debt financing and the achievement of profitable operations at an indeterminate time in the future. There can be no assurances that we will be successful in completing equity or debt financing or in achieving profitability. The financial statements do not give effect to any adjustments relating to the carrying values and classification of assets and liabilities that would be necessary should we be unable to continue as a going concern.

Global Economy Risk

The ongoing economic slowdown and downturn of global capital markets has generally made the raising of capital by equity or debt financing more difficult. We will be dependent upon the capital markets to raise additional financing in the future while establishing a user base. Access to financing has been negatively impacted by the ongoing global economic downturn. As such, we are subject to liquidity risks in meeting development and future operating cost requirements in instances where cash positions are unable to be maintained or appropriate financing is unavailable. These factors may impact our ability to raise equity or obtain loans and other credit facilities in the future and on terms favourable to us and our management. If uncertain market conditions persist, the ability to raise capital could be jeopardized and thus have an adverse impact on operations and on the trading price of our Shares on the Exchange.

Dividend Risk

We have not paid dividends in the past and do not anticipate paying dividends in the near future. We expect to retain earnings to finance further growth and, when appropriate, retire debt.

Increased Costs of Being a Publicly Traded Company

As we will have publicly-traded securities, significant legal, accounting and filing fees will be incurred that at present, are not. Securities legislation and the rules and policies of the Exchange require listed companies to, among other things, adopt corporate governance and related practices, and to continuously prepare and disclose material information all of which will significantly increase legal and financial compliance costs.

Trends, Risks and Uncertainties

We have sought to identify what we believe to be the most significant risks to our business, but we cannot predict whether, or to what extent, any of such risks may be realized nor can we guarantee that we have identified all possible risks that might arise. Investors should carefully consider all of such risk factors before making an investment decision with respect to our common shares.

DIVIDENDS AND DISTRIBUTIONS

We have never declared or paid any cash dividends or distributions on our Shares. We intend to retain future earnings, if any, to finance the operation and expansion of our business and do not anticipate paying any cash dividends or distributions in the foreseeable future. Any future determination related to dividend policy will be made at the discretion of our board of directors after considering our financial condition, results of operations, capital requirements, business prospects and other factors the board of directors deems relevant, and subject to the restrictions contained in our current or future financing instruments.

There are no restrictions in our articles or pursuant to any agreement or understanding to which we are a party that could prevent us from paying dividends or distributions

DESCRIPTION OF CAPITAL STRUCTURE

As of the date of this AIF, our authorized capital structure consists of one class of shares: common shares.

Common Shares

We are authorized to issue an unlimited number of Shares without par value, of which 58,262,435 were issued and outstanding as fully paid and non-assessable as at November 30, 2016, and of which 74,100,849 are issued and outstanding as fully paid and non-assessable as of the date of this AIF. The Shares are not subject to any further call or assessment, do not have any pre-emptive, conversion or redemption rights, and all have equal voting rights. There are no special rights or restrictions of any nature attached to any of the Shares, all of which rank equally as to benefits that may accrue to the holders of the Shares. All holders of Shares are entitled to receive a notice of any meeting of the shareholders of Glance. Voting rights may be exercised in person or by proxy. Holders of Shares are entitled to receive such dividends in any financial year as the board of directors may declare. In the event of our liquidation, dissolution or winding-up, whether voluntary or involuntary, the holders of the Shares are entitled to receive, ratably in proportion to their ownership interest, the remaining assets of our business.

The Board is authorized to issue additional Shares on such terms and conditions and for such consideration as the Board may deem appropriate without further security holder action.

Warrants

As of the date of this AIF, we have outstanding warrants to purchase up to 19,841,725 Shares. The following table summarizes the Share purchase warrants outstanding in our authorized capital as of the date of filing this AIF:

Date of Issuance	Number of Warrants	Exercise Price ($)	Expiry Date
August 31, 2015	2,470,833	0.25	August 31, 2017
August 31, 2016	3,478,165	0.25	August 31, 2017
September 6, 2016	16,666	0.25	September 6, 2017
November 29, 2016	968,108	0.33	November 29, 2018
December 30, 2016	1,289,716	0.33	December 30, 2018
January 25, 2017	282,555	0.33	January 25, 2019
February 24, 2017	1,334,831	0.33	February 24, 2019
April 27, 2017	8,225,520	0.23 for 6 months and 0.25 thereafter	April 27, 2019
April 28, 2017	855,000	0.23 for 6 months and 0.25 thereafter	April 28, 2019
May 1, 2017	250,000	0.23 for 6 months and 0.25 thereafter	May 1, 2019
TOTAL	**19,171,394**		

Agent's Warrants

As of the date of this AIF, we have outstanding warrants to purchase up to 191,440 Shares. The following table summarizes the agent's warrants that we have outstanding in our authorized capital as of the date of this AIF:

Date of Issuance	Number of Warrants	Exercise Price ($)	Expiry Date
August 31, 2016	106,640	0.25	August 31, 2018
February 24, 2017	84,800	0.18	February 24, 2018
TOTAL	**191,440**		

Options

As of the date of this AIF, we have outstanding stock options to purchase up to 5,430,000 Shares. The following table summarizes the outstanding stock options to purchase Shares as of the date of filing this AIF:

Date of Issuance	Number of Options	Exercise Price ($)	Expiry Date
October 29, 2015	150,000	0.10	October 29, 2020
January 15, 2016	60,000	0.15	January 15, 2021
February 11, 2016	25,000	0.15	February 11, 2021
March 17, 2016	835,000	0.15	March 17, 2021
April 15, 2016	950,000	0.15	April 15, 2021
May 12, 2016	250,000	0.15	May 12, 2021
May 17, 2016	50,000	0.15	May 17, 2021
June 9, 2016	150,000	0.15	June 9, 2021
June 15, 2016	175,000	0.15	June 15, 2021
June 30, 2016	50,000	0.15	June 30, 2021
July 8, 2016	730,000	0.15	July 8, 2021
September 6, 2016	1,150,000	0.15	September 6, 2021
September 13, 2016	55,000	0.28	September 13, 2021
October 5, 2016	400,000	0.28	October 5, 2021
March 9, 2017	300,000	0.25	March 9, 2022
April 18, 2017	100,000	$0.20	April 18, 2022
TOTAL	**5,430,000**		

All outstanding options were granted under our original Stock Option Plan or our Amended and Restated Stock Option Plan.

Agent's Options

As of the date of filing this AIF, we have outstanding agent's options as summarized in the following table:

Date of Issuance	Number of Options	Exercise Price ($)	Expiry Date
August 31, 2016	423,200[(1)]	0.15	August 31, 2018
November 29, 2016	193,621[(2)]	0.18	November 29, 2018

Date of Issuance	Number of Options	Exercise Price ($)	Expiry Date
December 30, 2016	257,944[(2)]	0.18	December 30, 2018
January 25, 2017	56,511[(2)]	0.18	January 25, 2019
April 27, 2017	1,572,552	0.20	April 27, 2019
TOTAL	**1,572,552**		

(1) Options exercisable to purchase 423,000 Shares at an exercise price of $0.15.
(2) Each option exercisable to purchase one unit at an exercise price of $0.18 per unit. Each unit is composed of one Share and one-half of one Share purchase warrant, and each whole Share purchase warrant is exercisable to purchase one Share at a price of $0.33 for 24 months.

MARKET FOR SECURITIES

Trading Price and Volume

Our Shares commenced trading on the CSE under the symbol "GET" on September 7, 2016. The following table sets forth the price ranges and volume of our Shares as reported by the CSE for the year ended November 30, 2016:

	High ($)	Low ($)	Volume
2016			
September	0.35	0.205	2,055,123
October	0.28	0.20	1,167,016
November	0.26	0.165	2,876,572

ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER

Principals Escrowed Securities

We are classified as an "emerging issuer", as defined under NP 46-201, as of the date of this AIF. Desmond Griffin and Penny Green fall within the definition of "principal" of an emerging issuer under NP 46-201 and each of them has entered into an escrow agreement with us and the Transfer Agent on June 1, 2016 substantially in the form attached as an Appendix to NP 46-201 (Form 46-201F1) (the "**Principals Escrow Agreement**"). Pursuant to the terms of the Principals Escrow Agreement, each of Desmond Griffin and Penny Green has agreed that until September 7, 2020, they will not transfer or otherwise dispose of their Shares unless in accordance with the terms of the Principals Escrow Agreement, except that the following automatic timed releases will apply to such Shares:

Date of Automatic Timed Release	Amount of Escrowed Securities Released
On the Listing Date	2% of the escrowed securities
6 months after the Listing Date	2% of the escrowed securities
12 months after the Listing Date	8% of the escrowed securities
18 months after the Listing Date	10% of the escrowed securities
24 months after the Listing Date	15% of the escrowed securities
30 months after the Listing Date	15% of the escrowed securities
36 months after the Listing Date	15% of the escrowed securities
42 months after the Listing Date	15% of the escrowed securities
48 months after the Listing Date	18% of the escrowed securities

The following table sets out information on the number of Shares subject to the terms of the Principals Escrow Agreement as of the date of this AIF:

Designation of Class	Number of Securities Held in Escrow	Percentage of Class
Common	30,818,233	42%(1)

(1) Based on 74,100,849 Shares issued and outstanding as of the date of this AIF.

Non-Principals Escrowed Securities

We have also entered into escrow agreements with the Transfer Agent and various non-principal holders of our Shares (the "**Non-Principals Escrow Agreements**"), with a number of restricted shares as of the date of this AIF as follows:

Designation of Class	Number of Restricted Shares	Percentage of Class
Common	8,853,767	12%(1)

(1) Based on 74,100,849 Shares issued and outstanding as of the date of this AIF.

Pursuant to the terms of the Non-Principals Escrow Agreements, each of the shareholders has agreed that until September 7, 2019, they will not transfer or otherwise dispose of their Shares unless in accordance with the terms of the Non-Principals Escrow Agreements, except that the following automatic timed releases will apply to such common shares:

Date of Automatic Timed Release	Amount of Escrowed Securities Released
On the Listing Date	2% of the escrowed securities
6 months after the Listing Date	2% of the escrowed securities
12 months after the Listing Date	8% of the escrowed securities
18 months after the Listing Date	22% of the escrowed securities
24 months after the Listing Date	22% of the escrowed securities
30 months after the Listing Date	22% of the escrowed securities
36 months after the Listing Date	22% of the escrowed securities

Assuming there are no changes to the escrowed securities initially deposited and no additional escrowed securities are deposited, the automatic timed release escrow will result in a 2% release on the Listing Date, 2% release 6 months after the Listing Date, 8% release 12 months after the Listing Date, and 22% of the escrowed securities being released on each of 18, 24, 30 and 36 months after the Listing Date.

The complete text of the Principals Escrow Agreement and the Non-Principals Escrow Agreements is available for inspection during regular business hours at the office located at Suite 200, 1238 Homer Street, Vancouver, BC V6B 0H7.

DIRECTORS AND OFFICERS

Name, Occupation and Security Holdings

The following table sets out the name, province or state and country of residence, position and offices held with our company, date appointed, number and percentage of our voting securities that each of our directors and executive officers beneficially owns, directly or indirectly, or exercises control over, as of the date of this AIF, and their respective occupations during the past five years. In the table below only, incentive stock options are referred to as "**options**".

Name, Province/State and Country of Residence	Position/Office and Date Appointed	Number and Percentage of Securities Held and Direct or Indirect Ownership [1]	Principal Occupations Held for Previous Five Years
Desmond Griffin British Columbia, Canada	Director October 29, 2015 CEO November 1, 2015	16,126,332 Shares/ 300,000 options 750,000 warrants 22% (17% diluted)	Currently: Officer and Director of Glance; Formerly: independent consultant and advisor for start-up tech companies
Penny Green [2] British Columbia Canada	Director October 24, 2014 Chief Operating Officer February 7, 2016 President October 27, 2016	12,054,334 Shares + 5,400,000 indirect / 300,000 options 1,027,772 warrants 24% (19% diluted)	Currently: Officer and Director of Glance; and CEO of Bacchus Law Corporation; Formerly: Officer and Director of Highbury Energy Inc.
Kirk Herrington[2] British Columbia, Canada	Director October 29, 2015	Nil Shares / 275,000 options 0.0% (<1% diluted)	Currently:Officer at Connect2Classes; Formerly: Vice President of Research and Development at iPipeline; self-employed consultant
James Topham[2] British Columbia Canada	Director May 12, 2016	Nil Shares / 325,000 options 0.0% (<1% diluted)	Currently: Director of Norsat International Inc.(TSX:NII); and Director of UrtheCast Inc. (TSX:UR); Formerly: Chair of the Board and Audit Committee of Epic Fusion Corp.; Director and Audit Committee Chair of DDS Wireless International; Director of 3 Tier Logic Inc.;
Larry Timlick[2] British Columbia, Canada	Director April 18, 2017	Nil Shares / 100,000 options 0.0% (<1% diluted)	Currently: President of Triplet Management; Board Member of CounterPath and Para Resources Inc. (TSXV:PBR); Formerly: VP of Western Canada and Director of Networking Sales for Avaya Inc.; Regional Sales Leader, Western Canada for Arista Networks, Inc. (NYSE:ANET); Board member of Sora Capital Corp. and Elevation Capital Corp.
Laura Gallagher British Columbia, Canada	Chief Financial Officer November 16, 2016	Nil Shares / 80,000 options 0.0% (<1% diluted)	Currently: Accountant at Bacchus Law Corporation; Chief Financial Officer of Glance Formerly: Auditor at KPMG;

Name, Province/State and Country of Residence	Position/Office and Date Appointed	Number and Percentage of Securities Held and Direct or Indirect Ownership (1)	Principal Occupations Held for Previous Five Years
Peter Haggarty British Columbia, Canada	Chief Marketing Officer April 15, 2016	106,395 Shares + 213,607 indirect/ 800,000 options + 325,000 indirect <1% (1.4% diluted)	Currently: President of ROMD Marketing and Design Inc.; Officer of Glance
Angela Griffin British Columbia, Canada	Chief Technologies Officer September 6, 2016	Nil Shares / 500,000 options 0.0% (<1% diluted)	Currently: Chief Technology Officer of Glance Formerly: Self-employed consultant as President of Zoink Technologies Inc.
Paola Ashton British Columbia, Canada	Vice President of Business and Client Development October 17, 2016	Nil Shares / Nil options 0.0% (0.0% diluted)	Currently: Vice President of Business and Client Development at Glance Formerly: Vice President of Sales at Agency Media; Vice President of Sales at Blink Media Works; Director of Sales & Marketing at Pier Side Marketing & Management Inc.;
Keith (Zeke) Kerr British Columbia, Canada	Vice President of Restaurant Relations and Implementation October 5, 2016	56,945 Shares/ 700,000 options <1% (<1% diluted)	Currently: Vice President of Restaurant Relations and Implementation at Glance Formerly: Operations Director at the Keg Steakhouse + Bar;
Christina Rao British Columbia, Canada	Vice President of Investor Relations September 8, 2016	Nil Shares / 150,000 options 0.0% (<1% diluted)	Currently: Self-employed consultant as CEO of Ascension Corporate Relations Inc.; Vice President of Investor Relations at Glance
Total Shares held by or over which dispositive control is exercised by our directors and officers as a group		**33,955,613 Shares / 3,855,000 options** **1,777,772 warrants** **46%** **(39% diluted)**	

(1) Based on 74,100,849 Shares issued and outstanding as of the date of this AIF and 100,466,235 Shares on a fully-diluted basis, assuming the exercise of all outstanding warrants, agent's options and incentive stock options.

(2) Member of the audit committee.

Term of Office

The term of office of our directors expires at the time of our annual meeting of shareholders. The term of office of our executive officers expires at the discretion of our Board.

Share Ownership

As a group, our directors and executive officers beneficially own, directly or indirectly, or exercise control or direction over an aggregate of 33,955,613 Shares as of the date of this AIF representing approximately 46% of the 74,100,849 issued and outstanding Shares and 39% of the fully-diluted 100,466,235 Shares (including all convertible securities held by our directors and executive officers). The statement as to the number of Shares beneficially owned, directly or indirectly, or over which control or direction is exercised by our directors and executive officers as a group is based upon information furnished by our directors and executive officers.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

To our knowledge, none of our directors or executive officers is at the date of this AIF, or was within the past 10 years before the date of this AIF, a director, chief executive officer or chief financial officer of any company, that:

(a) was subject to an order that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer; or

(b) was subject to an order that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer and chief financial officer.

None of our directors, executive officers or shareholders holding a sufficient number of our securities to materially affect the control of our company is, or has been within the past 10 years:

(a) a director or executive officer of any company that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or

(b) become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder.

None of our directors, executive officers or shareholders holding a sufficient number of our securities to materially affect the control of our company has been subject to:

(a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or

(b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

Conflicts of Interest

None.

PROMOTERS

Desmond Griffin and Penny Green were, within the last two years, considered to be our "promoters", as that term is defined in the *Securities Act* (British Columbia), having taken initiative in our organization. Each of Mr. Griffin and Ms. Green received compensation from us, as described below. Neither of the promoters has received anything of value from us except as set forth below and elsewhere in this AIF.

Desmond Griffin owns, directly, 16,126,332 Shares which represents 22% of our issued and outstanding Shares at the date of this AIF. On November 1, 2015, as amended and restated on February 1, 2016, and March 15, 2016, Mr. Griffin entered into a management agreement with us regarding his position as our CEO. As compensation for his services, Mr. Griffin was paid a fee of $5,000 per month until March 14, 2016, and on March 15, 2016 he began to receive a fee of $15,000 per month, $10,000 of which is payable in cash and $5,000 of which is payable in Shares each month at their market value on the date of issuance less the maximum discount allowed by the Exchange. On January 5, 2015, Glance Pay entered into an asset purchase agreement with Mr. Griffin and Penny Green whereby Glance Pay acquired various intellectual property from Mr. Griffin and Penny Green in consideration for 27,000,000 common shares of Glance Pay at a deemed price of $0.02 per common share.

We entered into a consulting agreement with Zoink Technologies Inc. dated January 6, 2015 as amended and restated on December 1, 2015 and February 1, 2016, for a management fee of $8,000 per month from January 2015 to November 30, 2015, $15,000 per month from December 1, 2015 to January 31, 2016, and $10,000 per month from February 1, 2016 and each month of services thereafter. Total compensation incurred by us to Zoink Technologies Inc. during the financial year ended November 30, 2016 was $30,000. Prior to January 21, 2016, 50% of Zoink Technologies Inc. was owned by Desmond Griffin, and 50% was owned by his spouse. Subsequent to January 21, 2016, Zoink Technologies Inc. is 100% owned by Desmond Griffin's spouse. Our agreement with Zoink Technologies Inc. was terminated on September 5, 2016.

Penny Green owns, directly and indirectly, 17,439,334 Shares, which represents 24% of our issued and outstanding Shares at the date of this AIF. Ms. Green holds 12,054,334 Shares directly, 350,000 Shares through a company that she controls, and 5,050,000 Shares through a family trust of which Ms. Green is a trustee. On February 1, 2015, as amended and restated on October 28, 2015, February 7, 2016 and March 15, 2016, Ms. Green entered into a management agreement with us regarding her position as one of our directors. During the year ended November 30, 2016, we incurred management fees of $85,000 to Ms. Green.

On November 1, 2014 we entered into a services agreement with Delmont Holdings Ltd., a company controlled by Penny Green, to provide certain administrative, accounting and business development services. On March 15, 2016, we entered into an amended and restated services agreement with Delmont Holdings Ltd. for office, administrative, accounting and business development services for compensation of $12,500 per month, payable in Shares each month at their market value on the date of issuance less the maximum discount allowed by the Exchange. On September 1, 2016, the Company agreed to begin paying Delmont Holdings Ltd. $10,000 of its monthly fee in cash and the remainder in Shares at their market value on the date of issuance. Our agreement with Delmont Holdings Ltd. was terminated on February 28, 2017.

On November 15, 2014, Glance Pay entered into an asset purchase agreement with Ms. Green whereby Glance Pay acquired the intellectual property to ten mobile apps from Ms. Green for consideration of 2,980,000 common shares of Glance Pay at a deemed price of $0.005 per common share. On January 5, 2015, Glance Pay entered into an asset purchase agreement with Desmond Griffin and Penny Green whereby Glance Pay acquired various intellectual property from Desmond Griffin and Penny Green in consideration for 27,000,000 common shares of Glance Pay at a deemed price of $0.02 per common share.

See "Directors and Officers" and "Interests of Management and Others in Material Transactions" for additional disclosure concerning our promoters.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

Legal Proceedings

Management is not aware of any existing or contemplated legal proceedings material to Glance to which it is a party or to which its property is the subject.

On April 11, 2016, Buyatab Online Inc. filed an action against Glance Technologies Inc. and our CEO, Desmond Griffin, in the British Columbia Supreme Court whereby Buyatab Online Inc. claimed ownership of the Glance Pay App and alleged that Glance Technologies Inc. had been enriched through a corporate opportunity that belonged to Buyatab Online Inc. The allegations included breach of contract, breach of confidence and breach of duty. On April 19, 2016, the parties entered into a settlement agreement whereby they agreed to dismiss the claim without costs to any party, and on April 27, 2016 a consent dismissal order was filed in the British Columbia Supreme Court.

Regulatory Actions

We have not:

(a) had any penalties or sanctions imposed against us by a court relating to securities legislation or by a securities regulatory authority during our most recently completed financial year;

(b) had any other penalties or sanctions imposed against us by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision; or

(c) entered into any settlement agreements with a court relating to securities legislation or with a securities regulatory authority during our most recently completed financial year.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Except as disclosed below and elsewhere in this AIF, no director, executive officer or principal shareholder of Glance, or associate or affiliate of any of the foregoing, has had any material interest, direct or indirect, in any transaction during the financial year ended November 30, 2016 or within the preceding three financial years or in any proposed transaction that has materially affected or will materially affect our company.

On November 15, 2014, Glance Pay entered into an asset purchase agreement with Penny Green, one of our directors, whereby Glance Pay acquired the intellectual property to ten mobile apps from Ms. Green for consideration of 2,980,000 common shares of Glance Pay at a deemed price of $0.005 per common share.

On January 5, 2015, Glance Pay entered into an asset purchase agreement with Desmond Griffin, the CEO, President and a director of the Company, and Penny Green, whereby Glance Pay acquired various intellectual property from Mr. Griffin and Ms. Green in consideration for 27,000,000 common shares of Glance Pay at a deemed price of $0.02 per common share.

On April 2, 2015, as amended on August 28, 2015, we entered into a share exchange agreement with Glance Pay whereby all of the issued and outstanding shares of Glance Pay, which company was controlled by Penny Green and Desmond Griffin, where exchanged on a 1-for-1 basis for our Shares such that Glance Pay became our wholly-owned subsidiary.

During the year ended November 30, 2016, we incurred the following amounts to our directors and executive officers:

Transaction	Relationship	Amount incurred payable / paid in cash $	Amount incurred payable / paid in stock	# Shares issued for conversion of debt	Options
Software R&D fees paid to Zoink Technologies Inc. (1)	Company controlled by the Chief Technology Officer	100,000	-	-	-
Office expenses (rent, marketing & accounting) paid to Delmont Holdings Ltd (2)	Company controlled by the Chief Operating Officer	30,000	76,250	-	-
Marketing fees paid to ROMD Marketing	Company whereby the Chief Marketing Officer is a principal	16,750	63,250	-	150,000
Marketing fees paid to PNL Enterprise Ltd.	Company controlled by the Chief Marketing Officer	-	-	-	250,000
Product development & management fees(3)	Chief Executive Officer	92,500	42,500	-	300,000
Sales and marketing expenses	Chief Operating Officer	-	85,000	-	300,000
Salary	Chief Technology Officer	28,584	-	-	500,000
Salary	Chief Financial Officer	17,964	-	-	80,000
Accounting fees	Former Chief Financial Officer	-	-	-	60,000
Accounting fees paid to Avisar Chartered Professional Accounants	Company of which the former Chief Financial Officer is a principal	48,825	3,000	10,000	-

Marketing fees and sales commission	Chief Marketing Officer	7,962	15,751	-	800,000
Stock Options	Independent Board Member	-	-	-	325,000
Stock Options	Independent Board Member	-	-	-	125,000

(1) This agreement was terminated in September 2016 and the CTO has since been compensated with salary.
(2) This agreement has been terminated in March 2017 when the Company moved offices.
(3) As of March 1, 2017, the CEO's salary was decreased by $5,000 per month.

TRANSFER AGENTS AND REGISTRARS

The transfer agent and registrar for the Shares is Computershare Investor Services Inc. of Canada at its offices located in Vancouver, British Columbia.

MATERIAL CONTRACTS

Our material contracts, excluding those made in the ordinary course of business, entered into since December 1, 2015 or entered into prior to that date but still in effect, are as follows:

Name of Contract	Parties	Date	Nature of Contract and Consideration
Management Agreement	Glance Technologies Inc. and Penny Green	February 1, 2015 as amended on October 28, 2015 and amended and restated on February 7, 2016 and March 15, 2016	Sets out the terms pursuant to which Ms. Green shall receive compensation from us for her director and officer services, which, beginning on March 15, 2016 is $10,000 per month payable in Shares each month at their market value on the date of issuance less the maximum discount allowed by the Exchange.
Director Agreement	Glance Technologies Inc. and Kirk Herrington	October 29, 2015 as amended on January 15, 2016	Sets out the terms pursuant to which Mr. Herrington provides certain services to us in exchange for 150,000 stock options with an exercise price of $0.10 per share. The options shall expire 5 years from the date of grant, or earlier in accordance with our Stock Option Plan. The stock options are subject to a vesting schedule whereby 30% of options vest after 6 months from the date of grant and 30% vest after 12 months of the dated of the grant and the remainder vest 24 months after the date of the grant. Once vested, each stock option may be exercised to purchase one Share for $0.10 per share.
CFO Services Agreement	Glance Technologies Inc. and Avisar Chartered Professional Accountants	December 1, 2015 and terminated on October 31, 2016	Avisar Chartered Professional Accountants provided business advisory services relating to accounting and financial reporting services to us and also provided CFO services including acting as CFO. We provided consideration to Avisar Chartered Professional Accountants in the form of $2,500 per month (first 3 months were billed at $1,750) plus GST. We terminated the agreement by mutual agreement.
Agency Agreement	Glance Technologies Inc. and Leede Jones Gable Inc.	July 25, 2016 and completed on August 31, 2016	Set out the terms pursuant to which Leede Jones Gable Inc. agreed to act as our Agent on a best efforts basis for a proposed initial public offering of up to 4,600,000 Shares at a price of $0.15 per share for total proceeds of $690,000, with an over-allotment option of up to 690,000 additional Shares exercisable at any time before the closing date of the offering at a price of $0.15 per Share, for compensation of 8% payable in cash of the proceeds of the offering, and options to purchase the number of Shares as equals 8% of the number of Shares sold

Name of Contract	Parties	Date	Nature of Contract and Consideration
			by the Agent, with an exercise price of $0.15 per Share to be exercised within 24 months from the closing date.
Marketing Manager Agreement	Glance Technologies Inc. and marketing manager	February 11, 2016	Sets out the terms pursuant to which our marketing manager will assist us with certain services related to marketing and sales for compensation of $3,000 per month plus commission, when applicable. An additional incentive, we granted 25,000 stock options. The options shall expire 5 years from the date of grant, or earlier in accordance with our Stock Option Plan. The stock options are subject to a vesting schedule whereby 30% of options vest immediately on the date of grant, 30% vest after 6 months from the date of grant, and the remainder vest 12 months after the date of the grant. Once vested, each stock option may be exercised to purchase one Share for $0.15 per share.
Management Agreement	Glance Technologies Inc. and Peter Haggarty	April 15, 2016	Sets out the terms pursuant to which Mr. Haggarty will act as Chief Marketing Officer for us, in exchange for compensation of $2,500 per month, 1,667 of which is payable in Shares each month at their market value on the date of issuance less the maximum discount allowed by the Exchange and $833 of which is payable in cash, and 800,000 incentive stock options. The stock options are subject to a vesting schedule whereby 400,000 vested on the date of grant, and the remainder vest upon reaching certain performance milestones. Once vested, each stock option may be exercised to purchase one Share for $0.15 per Share.
Services Agreement	Glance Technologies Inc. and ROMD Marketing and Design Inc.	April 15, 2016	Sets out the terms pursuant to which ROMD Marketing and Design Inc. will provide marketing and design services to us in exchange for compensation of $10,000 per month, $6,667 of which is payable in Shares each month at their market value on the date of issuance less the maximum discount allowed by the Exchange, and $3,333 of which is payable in cash.
Director Agreement	Glance Technologies Inc. and James Topham	May 12, 2016	Sets out the terms pursuant to which Mr. Topham will act as a director for us in exchange for 250,000 incentive stock options. The options shall expire 5 years from the date of grant, or earlier in accordance with our Stock Option Plan. The stock options are subject to a vesting schedule whereby 30% vested on the date of grant, 30% vest 6 months after the date of grant and the remainder vest 12 months after the date of grant. Once vested, each stock option may be exercised to purchase one Share for $0.15 per Share.

Name of Contract	Parties	Date	Nature of Contract and Consideration
Escrow Agreements	Glance Technologies Inc. and shareholders of Glance Technologies Inc. (see "*Escrowed Securities and Securities Subject to Contractual Restriction on Transfer)*	May 12 2016, May 13, 2016, May 27, 2016, May 31, 2016, June 1, 2016 and July 22, 2016	Set out the terms pursuant to which Shares held by certain of our shareholders are held in escrow, including the release Schedule.
Executive Consulting Agreement	Glance Technologies Inc. and Keith Kerr	October 5, 2016	Sets out the terms pursuant to which Mr. Kerr will act as Vice President of Restaurant Relations and Implementation for us, in exchange for compensation of $3,500 per month, payable in Shares at a value per share to be calculated each month at their market value on the date of issuance less the maximum discount allowed by the Exchange, and 400,000 incentive stock options. The stock options are subject to a vesting schedule whereby 20% vest every 6 months beginning on the date of grant. Once vested, each stock option may be exercised to purchase one Share for $0.28 per Share.
Agency Agreement	Glance Technologies Inc. and Echelon Wealth Partners Inc.	November 28, 2016 and completed on January 25, 2017	Sets out the terms pursuant to which Echelon Wealth Partners Inc. acted as our agent for a brokered private placement for cash consideration of 10% of the total funds raised under the private placement, and Agent's Options entitling the holder to acquire 10% of the number of units sold under the private placement.
Soliciting Dealer Agreement (With Stand-By Guarantee)	Glance Technologies Inc. and Mackie Research Capital Corporation	March 16, 2017	Sets out the terms pursuant to which Mackie will act as the soliciting dealer to solicit the exercise of rights of Glance Technologies Inc. with a stand-by guarantee of $1,000,000, for consideration of 10% of the gross funds raised in cash, and soliciting dealer's options to acquire that number of units as is equal to 25% of the units distributed for proceeds of up to $1,000,000, and 10% for proceeds thereafter.
Warrant Indenture	Glance Technologies Inc. and Computershare Trust Company of Canada	April 27, 2017	Sets out the terms pursuant to which Computershare Trust Company of Canada, in exchange for scheduled fees, will act as the Warrant Agent for the transferable warrants issued by Glance to subscribers of its rights offering which closed on April 27, 2017.

NAME AND INTERESTS OF EXPERTS

Our consolidated financial statements for the year ended November 30, 2016 have been audited by Saturna Group Chartered Professional Accountants ("Saturna"). Saturna has confirmed that, with respect to the Company, it is independent within the meaning of the relevant rules and related interpretations prescribed by the relevant professional bodies in Canada and any applicable legislation or regulations.

ADDITIONAL INFORMATION

Audit Committee

Pursuant to the provisions of NI 52-110, reporting issuers in those jurisdictions which have adopted NI 52-110 are required to provide disclosure with respect to its audit committee including the text of the audit committee's charter, composition of the committee, and the fees paid to the external auditor. Our audit committee charter is attached as Schedule "A" to this AIF.

Composition of Audit Committee

Our Audit Committee is comprised of James Topham, Kirk Herrington, Penny Green and Larry Timlick. Mr. Topham, Mr. Herrington and Mr. Timlick are independent directors within the meaning of NI 52-110. Penny Green is not independent by reason that she is one of our executive officers. The chairman of the Audit Committee is James Topham. All members of the Audit Committee are financially literate. "Financial literacy" is considered to be the ability to read and understand a company's fundamental financial statements, including a company's balance sheet, statement of income (loss) and cash flow. The members of the Audit Committee are appointed by the Board at its first meeting following the annual shareholders' meeting to serve one year terms and are permitted to serve an unlimited number of consecutive terms.

Relevant Education and Experience

In addition to each member's general business experience, the education and experience of each Audit Committee member that is relevant to the performance of his or her responsibilities as an Audit Committee member is as follows:

James Topham is a Fellow Chartered Professional Accountant (FCPA and FCA) specializing in technology companies. Mr. Topham was an audit partner in KPMG's Technology Group in Vancouver, B.C. office for 20 years, and currently sits on the boards of several companies. Mr. Topham has extensive audit and accounting experience.

Kirk Herrington was responsible for reviewing and presenting the financial statements of GaleForce Solutions Inc. to its board of directors for a period of three years while he was the CEO of the company.. Mr. Herrington has a number of software companies and was an integral part of the development of these companies.

Penny Green has been the CEO of Bacchus Law Corporation for 20 years. Throughout those 20 years, Ms. Green has provided legal advice to numerous companies with regard to corporate governance strategies and effective securities compliance. She regularly reviews financial statements to provide advice to clients. Ms. Green was also the Chairman of Highbury Energy Inc. for six years.

Larry Timlick is a Senior Level Technical Sales Executive with over 25 years of technical sales and management experience. He has experience as a board member of several public companies and this, combined with his management and executive experience, has given him years of experience reviewing financial statements and developing revenue models.

Reliance on Certain Exemptions

At no time since the commencement of our most recently completed financial year have we relied on the exemption in sections 2.4 (De Minimis Non-audit Services), 6.1.1(4) (Circumstances Affecting the Business or Operations of the Venture Issuer), 6.1.1(5) (Events Outside Control of Member), 6.1.1(6) (Death, Disability or Resignation) of NI 52-110, or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

Reliance of the Exemption in Subsection 3.3(2) or Section 3.6

At no time since the commencement of our most recently completed financial year have we relied on the exemption in subsection 3.3(2) (Controlled Companies) or section 3.6 (Temporary Exemption for Limited and Exception Circumstances) of NI 52-110.

Reliance on Section 3.8

At no time since the commencement of our most recently completed financial year have we relied on section 3.8 (Acquisition of Financial Literacy) of NI 52-110.

Reliance on Section 6.1

Pursuant to section 6.1 of NI 52-110, as a venture issuer, we are relying on the exemption from the audit committee composition requirements and certain reporting obligations found in Parts 3 and 5 of NI 52-110.

Audit Committee Oversight

At no time since the commencement of our most recently completed financial year was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by our board of directors.

Pre-Approval Policies and Procedures

Our Audit Committee is required to approve the engagement of our external auditors in respect of non-audit services. The aggregate fees billed by our external auditors for the last two fiscal years are provided below.

Audit Service Fees	**Fiscal Year Ended November 30, 2016 ($)**	**Fiscal Year Ended November 30, 2015 ($)**
Audit Fees (1)	15,000	16,500
Audit-Related Fees (2)	15,000	♦
Tax Fees (3)		-
All other fees (4)	2,100	-
Total	32,100	16,500

(1) Aggregate fees billed (or accrued) by our auditors for audit services.

(2) Aggregate fees billed (or accrued) by our auditors for audit-related services.

(3) Aggregate fees billed (or accrued) by our auditors for professional services rendered for tax compliance, tax advice and tax planning.

(4) Aggregate fees billed (or accrued) by our auditors and not included above.

General

Additional information relating to our company and our business may be found on the SEDAR website at www.sedar.com. Additional information, including directors' and officers' remuneration and indebtedness, principal holders of our securities, and securities authorized for issuance under equity compensation plans will be contained in the information circular for our upcoming annual meeting of shareholders to be held on June 16, 2017. Additional financial information is provided in our audited consolidated financial statements and management's discussion and analysis for the financial year ended November 30, 2016.

SCHEDULE A

GLANCE TECHNOLOGIES INC.
(the "**Company**")

AUDIT COMMITTEE CHARTER

This Charter establishes the composition, the authority, roles and responsibilities and the general objectives of the Company's audit committee, or its Board of Directors in lieu thereof (the "**Audit Committee**"). The roles and responsibilities described in this Charter must at all times be exercised in compliance with the legislation and regulations governing the Company and any subsidiaries.

1. Composition

(a) *Number of Members*. The Audit Committee must be comprised of a minimum of three directors of the Company.

(b) *Chair*. If there is more than one member of the Audit Committee, members will appoint a chair of the Audit Committee (the "**Chair**") to serve for a term of one (1) year on an annual basis. The Chair may serve as the chair of the Audit Committee for any number of consecutive terms.

(c) *Financial Literacy.* All members of the audit committee will be financially literate as defined by applicable legislation. If upon appointment a member of the Audit Committee is not financially literate as required, the person will be provided with a period of three months to acquire the required level of financial literacy.

(d) *Independence.* At least a majority of the members of the Audit Committee must be independent within the meaning of Section 1.4 of National Instrument 52-110.

2. Meetings

(a) *Quorum*. The quorum required to constitute a meeting of the Audit Committee is set at a majority of members.

(b) *Agenda*. The Chair will set the agenda for each meeting, after consulting with management and the external auditor. Agenda materials such as draft financial statements must be circulated to all Audit Committee members for members to have a reasonable amount of time to review the materials prior to the meeting.

(c) *Notice to Auditors*. The Company's auditors (the "Auditors") will be provided with notice as necessary of any Audit Committee meeting, will be invited to attend each such meeting and will receive an opportunity to be heard at those meetings on matters related to the Auditor's duties.

(d) *Minutes*. Minutes of the Audit Committee meetings will be accurately recorded, with such minutes recording the decisions reached by the committee.

3. Roles and Responsibilities

The roles and responsibilities of the Audit Committee include the following:

<u>External Auditor</u>

The Audit Committee will:

(a) *Selection of the external auditor*. Select, evaluate and recommend to the Board, for shareholder approval, the Auditor to examine the Company's accounts, controls and financial statements.

(b) *Scope of Work*. Evaluate, prior to the annual audit by the Auditors, the scope and general extent of the Auditor's review, including the Auditor's engagement letter.

(c) *Compensation*. Recommend to the Board the compensation to be paid to the external auditors.

(d) *Replacement of Auditor*. If necessary, recommend the replacement of the Auditor to the Board of Directors.

(e) *Approve Non-Audit Related Services*. Pre-approve all non-audit services to be provided by the Auditor to the Company or its subsidiaries.

(f) *Responsibility for Oversight*. Must directly oversee the work of the Auditor. The Auditor must report directly to the Audit Committee.

(g) *Resolution of Disputes*. Assist with resolving any disputes between the Company's management and the Auditors regarding financial reporting.

<u>Consolidated Financial Statements and Financial Information</u>

The Audit Committee will:

(a) *Review Audited Financial Statements*. Review the audited consolidated financial statements of the Company, discuss those statements with management and with the Auditor, and recommend their approval to the Board.

(b) *Review of Interim Financial Statements*. Review and discuss with management the quarterly consolidated financial statements, and if appropriate, recommend their approval by the Board.

(c) *MD&A, Annual and Interim Earnings Press Releases, Audit Committee Reports*. Review the Company's management discussion and analysis, interim and annual press releases, and audit committee reports before the Company publicly discloses this information.

(d) *Auditor Reports and Recommendations*. Review and consider any significant reports and recommendations issued by the Auditor, together with management's response, and the extent to which recommendations made by the Auditor have been implemented.

<u>Risk Management, Internal Controls and Information Systems</u>

The Audit Committee will:

(a) *Internal Control*. Review with the Auditors and with management, the general policies and procedures used by the Company with respect to internal accounting and financial controls. Remain informed, through communications with the Auditor, of any weaknesses in internal control that could cause errors or deficiencies in financial reporting or deviations from the accounting policies of the Company or from applicable laws or regulations.

(b) *Financial Management*. Periodically review the team in place to carry out financial reporting functions, circumstances surrounding the departure of any officers in charge of financial reporting, and the appointment of individuals in these functions.

(c) *Accounting Policies and Practices*. Review management plans regarding any changes in accounting practices or policies and the financial impact thereof.

(d) *Litigation*. Review with the Auditors and legal counsel any litigation, claim or contingency, including tax assessments, that could have a material effect upon the financial position of the Company and the manner in which these matters are being disclosed in the consolidated financial statements.

(e) *Other*. Discuss with management and the Auditors correspondence with regulators, employee complaints, or published reports that raise material issues regarding the Company's financial statements or disclosure.

Complaints

(a) *Accounting, Auditing and Internal Control Complaints*. The Audit Committee must establish a procedure for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal controls or auditing matters.

(b) *Employee Complaints*. The Audit Committee must establish a procedure for the confidential transmittal on condition of anonymity by the Company's employees of concerns regarding questionable accounting or auditing matters.

4. Authority

(a) *Auditor*. The Auditor, and any internal auditors hired by the company, will report directly to the Audit Committee.

(b) *Independent Advisors*. The Audit Committee may, at the Company's expense and without the approval of management, retain the services of independent legal counsels and any other advisors it deems necessary to carry out its duties and set and pay the monetary compensation of these individuals.

(c) *Communication*. The Audit Committee may communicate directly with management and any internal auditor, and with the Auditor directly without the presence or involvement of management.

(d) *Expenses*. The Audit Committee may incur such ordinary administrative expenses that it deems necessary and appropriate to carry out its duties, which expenses the Company will pay or reimburse upon receiving an invoice or receipt, as applicable.

5. Reporting

The Audit Committee will report to the Board on:

(a) the Auditor's independence;

(b) the performance of the Auditor and any recommendations of the Audit Committee in relation thereto;

(c) the reappointment and termination of the Auditor;

(d) the adequacy of the Company's internal controls and disclosure controls;

(e) the Audit Committee's review of the annual and interim consolidated financial statements;

(f) the Audit Committee's review of the annual and interim management discussion and analysis;

(g) the Company's compliance with legal and regulatory matters to the extent they affect the financial statements of the Company; and

(h) all other material matters dealt with by the Audit Committee.