

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

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

Glance Technologies Inc. (the "Issuer")  
200 - 1238 Homer Street  
Vancouver, BC V6B 2Y5

**Item 2: Date of Material Change**

August 23, 2017

August 15, 2017

**Item 3: News Release**

The news release attached as Schedule "A" hereto was issued and disseminated on August 23, 2017 and filed to SEDAR ([www.sedar.com](http://www.sedar.com)) for the material change which occurred on August 23, 2017. A copy of the news release is attached as Schedule "A" hereto.

**Item 4: Summary of Material Change**

On August 23, 2017, the Issuer closed a non-brokered private placement by the issuance of 1,944,442 units at an issue price of \$0.18 per unit (the "Unit"), with each Unit consisting of one common share and one warrant. Each warrant entitles the holder to acquire one additional common share at a price of \$0.18 for a period of 3 months.

On August 15, 2017, the Issuer temporarily reduced the exercise price of certain of its outstanding warrants issued from August 31, 2015 to February 24, 2017 as part of a program to incentivize warrant exercise. From August 15, 2017 to September 30, 2017, the exercise price of the warrants will be reduced to \$0.20 per warrant, and each eligible warrant exercised during this time will be exercisable for a unit, comprised of one common share and one common share purchase warrant, each warrant exercisable to purchase an additional common share at a price of \$0.30 per share for 24 months. Further, the expiry date of 5,948,998 warrants set to expire on August 31, 2017 and 16,666 warrants set to expire on September 6, 2017, will be extended until September 30, 2017.

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

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

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

Not applicable.

**Item 7: Omitted Information**

None

**Item 8: Executive Officer**

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

**Item 9: Date of Report**

August 24, 2017

## SCHEDULE "A"



200-1238 Homer Street  
Vancouver, BC V6B 2V5  
Stock Exchange: CSE  
Symbol: GET

1 888 270 0033  
Info@GlancePay.com  
Corporate: Glance.tech

## GLANCE TECHNOLOGIES ANNOUNCES CLOSING OF PRIVATE PLACEMENT

**August 23, 2017 – Vancouver, B.C.** – Glance Technologies Inc. (**CSE:GET.CN**) (**OTCQB:GLNNF**) (**CSE:GET.WT**) (**FKT:GJT**) announces the closing of a private placement by the issuance of 1,944,442 units ("Units") at a price of \$0.18 per Unit, for aggregate gross proceeds of \$350,000.

Each Unit consists of one common share and one common share purchase warrant, with each warrant exercisable into one common share at a price of \$0.18 per share for 3 months from the issuance date of the Units. A total of 288,720 of the Units are issued in forgiveness of \$51,970 in debt owed to certain consultants and officers of Glance.

The proceeds of the private placement will be used primarily towards additional marketing and raising awareness of Glance's offerings.

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

Glance Technologies owns and operates Glance Pay, a streamlined payment system that revolutionizes how smartphone users choose where to dine, order food & drink, settle bills, access digital receipts, earn great rewards, & interact with merchants. Glance is building a valuable network of merchants and consumers, and offers targeted in-app marketing, social media marketing, customer feedback, in-merchant messaging and custom rewards programs. The Glance Pay mobile payment system consists of proprietary technology, which includes user apps available for free downloads in IOS (Apple) and Android formats, a merchant manager apps, large scale technology hosting environment with sophisticated anti-fraud technology and lightning fast payment processing.

For more information about Glance, please go to [Glance Technologies' website](#)

### **For more information, contact:**

Christina Rao  
Vice President, Investor Relations  
(604) 723-7480  
[investors@glancepay.com](mailto:investors@glancepay.com)

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

*This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities described herein in the United States. The securities described herein have not been registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any state securities law and may not be offered or sold in the "United States", as such term is defined in Regulation S promulgated*

under the U.S. Securities Act, unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration requirements is available.

### **Forward-Looking Statements**

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

## **GLANCE TECHNOLOGIES ANNOUNCES INCENTIVE WARRANT EXERCISE PROGRAM**

August 14, 2017 – Vancouver, B.C. – Glance Technologies Inc. (CSE:GET.CN) (OTCQB:GLNNF) (CSE:GET.WT), (FKT:GJT) announces temporary amendments to certain warrants (not including broker or agent warrants) issued by Glance Technologies from August 31, 2015 to February 24, 2017 (the "Amended Warrants"), as part of a program (the "Incentive Program") to incentivize warrant exercise.

Under the Incentive Program, Glance Technologies will temporarily reduce the exercise price of the Amended Warrants to \$0.20 per Amended Warrant beginning on August 15, 2017 and ending on September 30, 2017 (the "Incentive Period"), and during the Incentive Period each Amended Warrant will be exercisable for a unit (the "Incentive Units"), with each Incentive Unit comprised of one common share and one common share purchase warrant (a "Unit Warrant"), each Unit Warrant exercisable to purchase an additional common share at a price of \$0.30 per share for a period of 24 months after the date of issuance. Further, Glance Technologies will extend the expiry date of the 5,948,998 Amended Warrants set to expire on August 31, 2017, and the 16,666 Amended Warrants set to expire on September 6, 2017, such that they will not expire until September 30, 2017.

The following securities will NOT be eligible to be exercised under the Incentive Program:

- broker warrants;
- agent warrants;
- broker options;
- agent options;
- any other options granted under Glance Technologies' stock option plan;
- any warrants issued after February 24, 2017; and

warrants issued under Glance's Rights Offering which closed on April 27, 2017 and trade under the symbol GET.WT.

During the Incentive Period, the outstanding Amended Warrant certificates will evidence the right to acquire one Incentive Unit upon the exercise of an Amended Warrant and payment to Glance Technologies of the aggregate purchase price per Incentive Unit. Registered holders of Amended Warrants are encouraged to exercise their Amended Warrants in accordance with the procedures set forth below as soon as possible and, in any event, prior to 5.00 p.m. (Vancouver time) on September 29, 2017, in order to take advantage of the right to acquire an Incentive Unit.

### **Procedure for the Exercise of Amended Warrants**

Beginning on August 15, 2017, registered holders of Amended Warrants may exercise their rights to acquire Incentive Units. All warrant exercises must be processed through Glance Technologies.

To exercise Amended Warrants during the Incentive Period, until September 30, 2017 by 5:00 p.m. Pacific Time., a warrant holder must:

1. Surrender the warrant certificate(s) representing its Amended Warrants to Glance Technologies by hand or courier at 200 – 1238 Homer Street, Vancouver, British Columbia, Canada.

2. The warrant certificate(s) must be submitted together with:

- (a) a duly completed and executed subscription in the form on the last page of the warrant certificate (the "Exercise Form"), specifying the number of Amended Warrants that the holder intends to exercise; and

- (b) a certified cheque, bank draft or money order in Canadian dollars, payable to or to the order of "Glance Technologies Inc." in an amount equal to \$0.20 multiplied by the number of Amended Warrants that the warrant holder intends to exercise (the "Purchase Price").

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