



GLANCE TECHNOLOGIES INC

NOTICE OF MEETING AND INFORMATION CIRCULAR FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD JUNE 12, 2018

This document requires **immediate attention**. If you are in doubt as to how to deal with the documents or matters referred to in this Information Circular, you should contact your advisor immediately.

**VOTE ONLY THE BLUE FORM OF PROXY TO PRESERVE AND STRENGTHEN YOUR
GLANCE INVESTMENT, NO LATER THAN FRIDAY, JUNE 8, 2018 AT 2:00 P.M. (PACIFIC TIME).**

For questions or assistance, please contact D.F. King, at **1-855-487-9247** toll- free

Your vote has never been more important. Glance recommends voting only the **BLUE** proxy:

- AGAINST** the resolution to remove Kirk Herrington, James Topham and Larry Timlick as directors
- WITHHOLD** your vote on the resolution to elect William Davis, John LoGiudice and Spiros Margaris as directors
- FOR** the resolution to elect Desmond Griffin, Kirk Herrington, James Topham, Larry Timlick and Steve Cadigan as directors

THE FUTURE OF YOUR INVESTMENT WILL BE DETERMINED BY THE OUTCOME OF THIS VOTE

YOUR SUPPORT IS EXTREMELY IMPORTANT – VOTE ONLY YOUR BLUE PROXY OR BLUE VIF TODAY

For questions or assistance, please contact Glance's strategic shareholder advisor and proxy solicitor, D.F. King, at **1-855-487-9247** toll- free in North America, or **416-9478482** outside of North America (collect calls accepted), or by e-mail at inquiries@dfking.com. To keep current with further developments and to vote your shares, visit <https://glance.tech/agm18/>

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REASONS FOR THIS SOLICITATION

Your vote is extraordinarily important this year

Glance Technologies Inc. (“**Glance**” or the “**Company**” or “**we**” or “**us**” or “**our**”) faces two divergent viewpoints on the direction for the board of directors of Glance (the “**Board**”) at the annual general meeting (the “**Meeting**”) of the holders of common shares of the Company (“**Common Shares**”) on June 12, 2018. As a result, Glance shareholders have an important decision to make, one that will directly affect the future value of their investment.

On February 20, 2018, Glance terminated its consulting agreement with Ms. Penny Green whereby she provided services to Glance as Chief Operating Officer and President. Subsequently, the Company received a requisition of a meeting of shareholders of the Company from Ms. Green (the “**Green Requisition**”) to replace the three independent directors of Glance with her own three dissident requisition nominees. We are holding the Meeting to deal with the matters raised in the Green Requisition, followed by Glance’s usual annual general meeting.

Glance notes that it was Ms. Green who originally recommended two of the three independent directors that she now seeks to replace. The third was recommended by an acquaintance of Ms. Green. All three of Glance’s independent directors supported the termination of Ms. Green’s consulting agreement.

Glance’s vision for growth

The strategic vision of Glance’s five nominees for election as directors is to create value for shareholders by developing, as quickly and efficiently as possible, Glance’s cutting edge software technology and related business. Glance also has the ability to enter new vertical markets and develop early-stage revenue from those vertical markets, with agreements to license its technology to third parties.

The technology, Glance Pay, has the potential to serve a large international market and Glance is convinced it will deliver significant value to shareholders. Glance recently announced new office openings in London, U.K. and Melbourne, Australia, demonstrating its international commitment.

Central to Glance’s technology development is a new version of an app that merchants can very quickly download directly to their own mobile devices, with built-in fraud-protection and loyalty rewards. Glance is targeting the launch of this new app in fiscal 2018. Once the app is available, Glance will be able to progress to predominantly digital sales through online and tele-marketing, targeting markets in a number of geographies with minimal overhead. Glance also expects to increase the rate of signing large restaurant chains by expanding its enterprise sales team and the new set of application features that target this market segment.

Over time, Glance expects the app, combined with new features, will deliver growing and building monthly revenue from merchants through a tiered Software as a Service (“**SaaS**”) subscription model. This will be in addition Glance’s ability to generate new revenue from advertising, promotions, and consumer fees for premium features. Glance is also pursuing opportunities to monetize its blockchain platform and deploy a rewards-based cryptocurrency solution that further leverages our technology.

Ms. Green wants your vote for her three dissident requisition nominees, but they cannot deliver this software technology value. Glance believes they will waste our limited capital on expensive stock promotion, on dubious speculative ventures that may not be thoroughly vetted, and on excessive expenses. Glance’s technology will be an afterthought. In short, Glance expects the dissident requisition nominees will destroy shareholder value rather than increase it.

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Ms. Green's cursory due diligence

Ms. Green claims that the independent directors of the Board obstructed her. In our view this is not correct. The independent directors and the rest of Glance required a rigorous due diligence process before approving any transactions. In the opinion of the independent directors, Ms. Green's due diligence process was not as thorough as required and would have resulted in significant risk for Glance if the Board had allowed her to proceed in such a cursory manner.

Having commenced this proxy fight, Ms. Green has, in our opinion, delivered directly to shareholders a telling example of her superficial approach to due diligence. She invited shareholders to vote for a dissident requisition nominee, John LoGiudice, by claiming he had 13 "successful" startups. All but one is inactive. The same dissident requisition nominee was claimed in the Green Requisition, incorrectly, to have been President of the multinational telecom company Ericsson.

We will examine this matter in detail below.

The dissident requisition nominees have no disclosed public company experience

Ms. Green's dissident requisition nominees have no disclosed experience as directors of a publicly traded company. Accordingly, their ability to deliver real value to Glance is questionable. Indeed, their collective inexperience as directors could lead to serious mistakes. Glance shareholders cannot afford to take that risk.

The biggest mistake of all would be their appointment of Ms. Green as Glance's President and CEO (something Glance believes is a very real possibility based on prior communications from Ms. Green and her associates to Glance's Chairman and also to Glance's current CEO). Ms. Green has no disclosed software development experience. She does not have the background to guide the development of our Glance Pay and blockchain software technology.

Ms. Green touts herself as an "accomplished" entrepreneur while her business track record is at best, mediocre. According to public records, she has served as a director and officer of five publicly traded companies other than Glance, and their share prices declined by an average of 50% during her tenure.

Ms. Green's questionable respect for the rules

Ms. Green's willingness to respect applicable rules is questionable. Based on her own filings, she has been involved in trades of shares that violate Glance's corporate policies and do not comply with insider filing obligations under securities laws. She has additionally actively associated with at least two individuals disciplined by capital markets regulators.

What's worse, she created a toxic and hostile environment at Glance. Among other things, she often reacted in an angry and hostile manner when asked legitimate and probing business questions. On one occasion, she alleged defamation and threatened to take legal action against the Chair of the Board when he raised legitimate work questions to her in an email. In addition, on several occasions she threatened to involve legal counsel if other individuals at Glance, acting in the best interests of Glance, asked legitimate business questions rather than complying with her various and changing demands.

Ms. Green currently remains a director of Glance but we do not support her continuing in that role. She is not one of Glance's nominees for election as a director for the upcoming year. In our opinion, Glance will be better off without her. We are confident that you will agree after you have read the accompanying reasons to vote **FOR** Glance's nominees and **AGAINST** the dissident requisition nominees.

Vote the [BLUE](#) form of proxy to preserve and strengthen the Company

Glance urges shareholders to vote the [BLUE](#) form of proxy for Glance's five nominees: Chief Executive Officer (“**CEO**”) Desmond Griffin and four independent candidates: three incumbents and a new nominee who is a former Vice President Talent for LinkedIn.

Shareholders should have confidence in Desmond Griffin's leadership. As CEO of Vancouver-based PayByPhone from inception in 2000 until 2011, he led the development of a mobile payment technology from a concept to a platform processing tens of millions of mobile payments annually for millions of consumers around the world.

We are making excellent progress with our technology and our business. Our current team has been instrumental in bringing in many of our transactions, including licensing transactions. That progress will continue with the support of our nominees, who have the mix of skills and experience that Glance needs.

If Ms. Green's dissident requisition nominees win, Glance believes that a number of its most senior and critical employees will resign rather than work for Ms. Green. Certainly, we expect Desmond Griffin to resign as CEO and Angela Griffin to resign as Chief Technology Officer (“**CTO**”). Without their experienced leadership there can be no assurance that the development of our unique software will progress.

We urge shareholders to carefully consider the content of this information circular (“**Information Circular**”) and then vote only the [BLUE](#) form of proxy well in advance of the proxy voting deadline on June 8, 2018 at 2:00 p.m. (Pacific time).

All capitalized terms used below in the Reasons for this Solicitation not otherwise defined herein have the meanings set forth elsewhere in this Information Circular. This section of this Information Circular contains certain forward-looking information. Please see the heading "Forward-Looking Statements" for information relating to the forward-looking information contained herein.

Four reasons to vote for Glance's Nominees as Directors for the Upcoming Year

1. Our strategy is sound and we are making excellent progress

Glance has made excellent progress since Desmond Griffin co-founded the Company in 2014. We remain true to his original vision of delivering easy, secure mobile payments via smartphones. We have been continuously innovating and developing our Glance Pay App ever since we launched it on the Apple App Store on August 7, 2016. Glance has built a novel marketing approach for the Glance Pay App and expects that it will lead to significant usage by consumers for purchases from fee-paying merchants.

Our team continues to develop and deploy our proprietary technology for mobile payments, including the integration of cryptocurrency and blockchain support. For a summary of our ten most recent progress announcements, our strategic vision and our strategic priorities, please see Appendix A.

Vote for Glance's nominees because Glance is making excellent progress

2. We have the Griffin advantage

Glance has an unusual advantage with CEO Desmond Griffin and CTO Angela Griffin, who happen to be husband and wife. They have a long and successful track record in the technology industry and a large part of Glance's intellectual property is attributable to them. Among other things, they jointly developed the idea and plan for a rewards-based cryptocurrency that Glance is currently developing.

Given that Glance aspires to international expansion, Glance has the further benefit of Desmond Griffin's directly applicable prior business experience in building an internationally successful mobile payment

company, PayByPhone. Glance believes that shareholders will derive significant value from Desmond and Angela Griffin's guidance of Glance's business opportunities and intellectual property.



- Desmond Griffin is Glance's second largest shareholder and has been a director since October 29, 2015. Before Glance, Mr. Griffin's business achievements include co-founding Vancouver-based PayByPhone (formerly Verrus Mobile Technologies) in 2000. As CEO of PayByPhone from inception until the business was sold, Mr. Griffin led the development of its mobile payment technology from a concept to a platform processing tens of millions of mobile payments annually for millions of consumers around the world, making it one of the leading mobile payment apps in the market at the time. Starting from Vancouver, PayByPhone developed urban markets across North America and entered France and the UK under Mr. Griffin's leadership. Mr. Griffin's qualifications include a Bachelor of Business Administration from Simon Fraser University (1996) and the Chartered Financial Analyst designation (2000).
- Angela Griffin joined Glance in 2016 as CTO. Prior to that she assisted in the development of Glance's technology as a consultant. Ms. Griffin's business achievements before Glance include serving as Chief Technology Officer and lead programmer for View Assessments Inc. of Richmond, BC ("**View**") from 2004 to 2010. She helped transform View from a paper and telephone-based organization to one that relies on proprietary software for gathering and dispensing personality assessment information used for hiring, promotion, team building and career development. Ms. Griffin's qualifications include a Bachelor of Computer Science Degree from the University of British Columbia (2002).

Desmond and Angela Griffin firmly believe that Glance will not prosper under the leadership of Ms. Green, who has no disclosed experience developing software. Even though Ms. Green is Angela Griffin's sister and Desmond Griffin's sister-in-law, Mr. and Ms. Griffin fully supported the decision to terminate Ms. Green's consulting agreement with Glance because it was in the best interests of Glance to do so.

At Glance, Desmond and Angela Griffin have attracted exceptional technology talent by nurturing an entrepreneurial environment devoted to inclusion and support. Desmond and Angela Griffin believe strongly in Glance under its current management.

Reflecting this commitment, as of April 20, 2018, Desmond and Angela Griffin collectively own 15,050,832 Common Shares, equivalent to 11.16% of the total Common Shares issued and outstanding.

Vote for Glance's nominees because they have the support of Desmond and Angela Griffin. If the dissident requisition nominees are elected, Desmond and Angela Griffin have made it expressly clear that they will resign. They have stated they will not be complicit in Glance's potential failure under Ms. Green.

3. We have performed well compared with peers

During the year ended February 20, 2018, Common Shares rose in value by 320%. This represents a significant gain compared with peers in the financial technology sector and the blockchain and cryptocurrency sector. Glance attributes its solid performance within the peer groups primarily to its proprietary financial technology, which has the potential to deliver significant value to shareholders as Glance develops and deploys it around the world.

Glance has selected the year ended February 20, 2018 as an appropriate time frame because it ends on the last trading day unaffected by the start of the proxy contest. A two-year or longer period is not possible because the common shares of Glance only commenced public trading in September 2016.

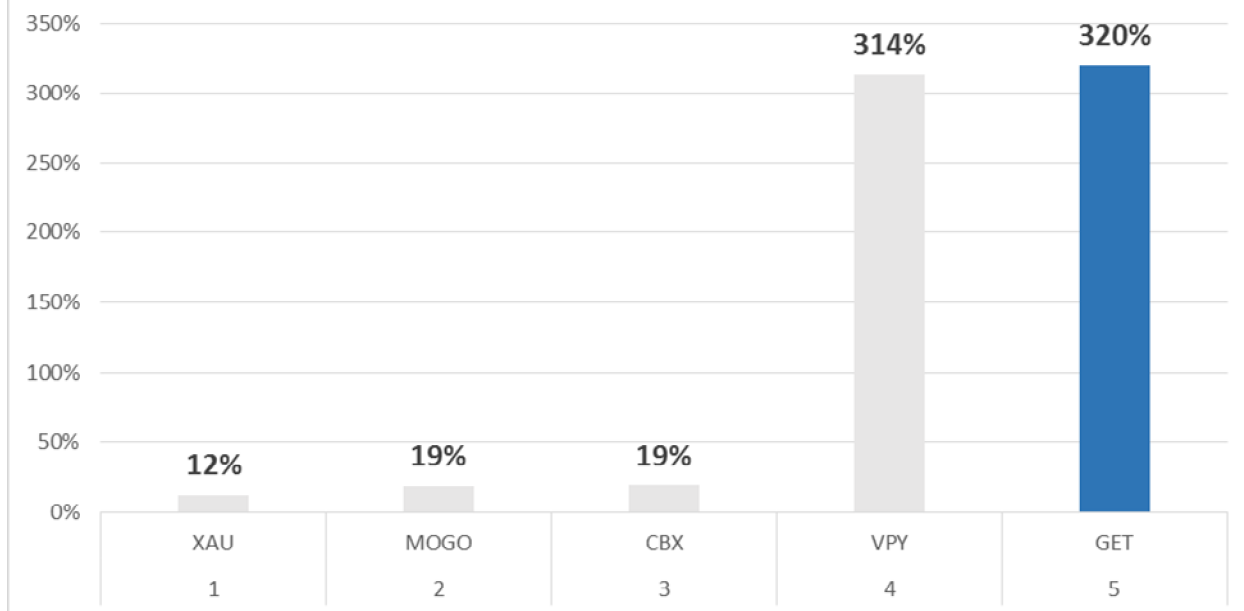
Glance's 320% gain during that period is significant not just compared with the two peer groups but against other metrics such as:

- the Canadian Securities Exchange ("CSE") composite index which posted a gain of just 36% over the same period, and
- the TSX Venture Exchange index, a measure of speculative Canadian junior companies which posted a decline of 1.4% over the same period.

Financial Technology Peers

In the financial technology sector, Glance selected four financial technology peers that were compared on January 4, 2018 by Cantech Letter, an independent online trade publication focused on Canadian technology. Glance's performance (in blue) is illustrated against the other four Cantech Letter peers in the bar chart below.

Glance (GET) vs. Financial Technology Peers Year ended Feb. 20, 2018



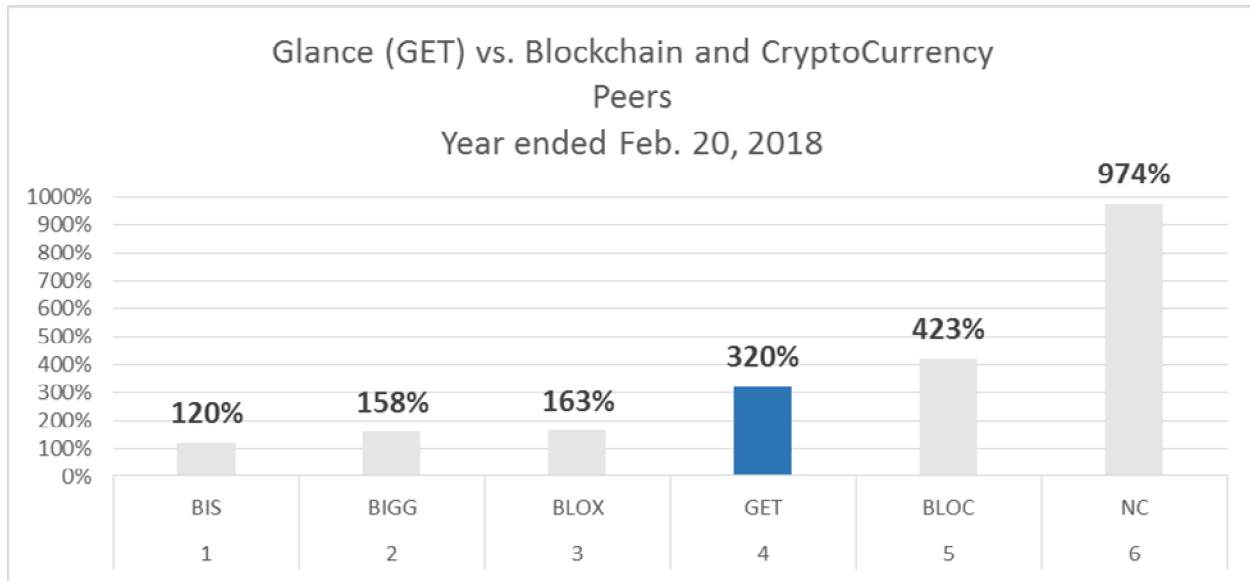
#	Symbol	Name	Shares outstanding ⁽¹⁾	Stock Price Feb. 20, 2018	Market Cap
1	XAU	GoldMoney Inc.	76,779,427	\$3.90	\$299,439,765
2	MOGO	MOGO Finance Technology Inc.	22,254,399	\$4.69	\$104,373,131
3	CBX	Cortex Business Solutions Inc.	9,137,700	\$3.75	\$34,266,375
4	VPY	VersaPay Corp.	37,922,475	\$2.15	\$81,533,321
5	GET	Glance Technologies Inc.	135,245,220	\$1.05	\$142,007,481

Note:

(1) Source: Thomson Reuters Eikon service

Blockchain and cryptocurrency peers

In the blockchain and cryptocurrency sector Glance selected five peers, all listed on the CSE. All increased substantially in share price, with three peers experiencing a smaller gain than Glance, and two experiencing a greater price gain. Glance's performance (in blue) against its blockchain and cryptocurrency peers is illustrated in the bar chart below.



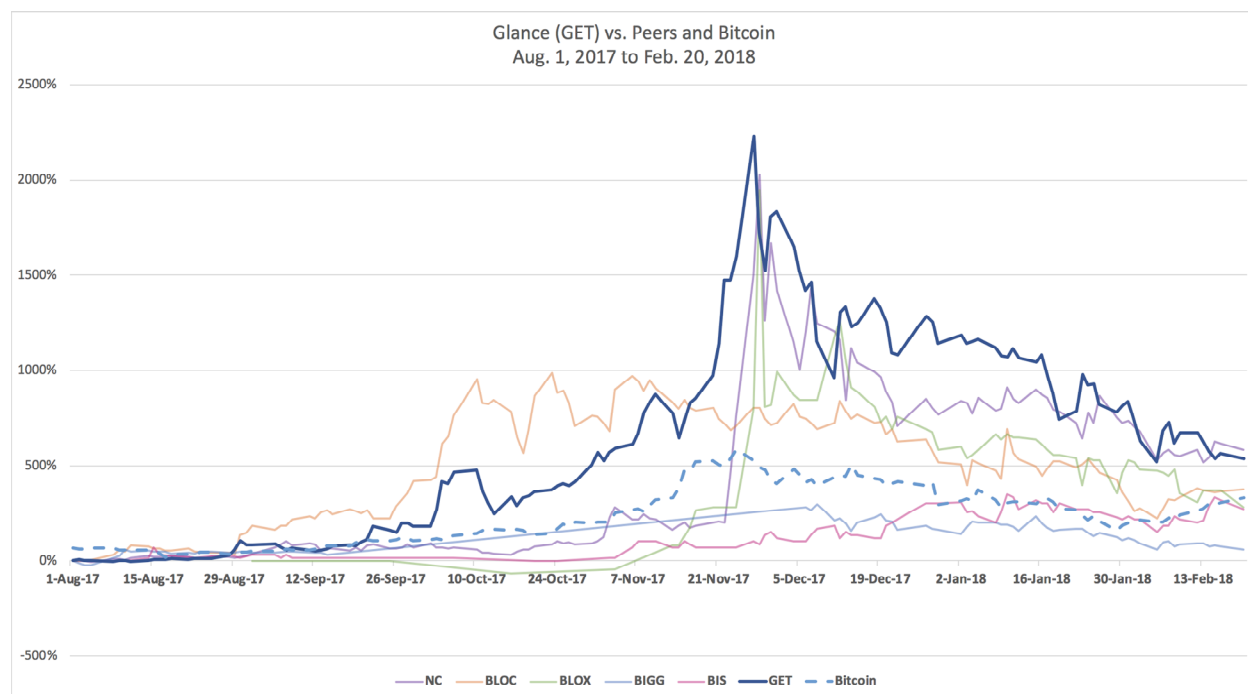
#	Symbol	Name	Shares outstanding ⁽¹⁾	Stock Price Feb. 20, 2018	Market Cap
1	BIS	Blockchain Solutions Inc.	106,005,875	\$ 0.22	\$23,321,293
2	BIGG	BIG Blockchain Intelligence Group Inc.	22,998,415	\$ 0.93	\$21,388,526
3	BLOX	Blox Labs Inc.	24,116,001	\$ 0.42	\$10,128,720
4	GET	Glance Technologies Inc.	135,245,220	\$1.05	\$142,007,481
5	BLOC	Global Blockchain Technologies Corp.	340,892,809	\$ 0.68	\$231,807,110
6	NC	NetCents Technology Inc.	40,826,287	\$ 2.04	\$83,285,625

Note:

(1) Source: Thomson Reuters Eikon service

Glance notes that its share price and the share prices of all five of its blockchain and cryptocurrency peers experienced a sudden speculative stock price surge starting in early September 2017. All of the companies' share prices peaked in late November or early December, and all of them fell sharply after that. This trend broadly corresponded with a speculative surge and decline in the value of the cryptocurrency bitcoin and reflected, among other things, growing interest in initial coin offerings and the bitcoin-based derivatives in the fall of 2017.

The trend is illustrated in the chart below.



Glance believes that shareholders should focus on the solid, 320% price increase Glance delivered over the year ended February 20, 2018, rather than the Bitcoin-led speculative price surge in November and its subsequent decline.

Glance shareholders should not focus on Glance's stock price slide since Ms. Green filed the Green Requisition on February 21, 2018. Glance believes the proxy contest has created investor uncertainty and fear that Ms. Green might win and then destroy shareholder value. Contributing to this uncertainty is Ms. Green's personal divestiture of nearly 1,400,000 Common Shares into the public market since February 2018.

Vote for Glance's nominees because Glance has delivered solid performance against peers. There is no evidence that the dissident requisition nominees can deliver such performance.

4. We are enhancing our governance and have achieved gender diversity among our executive officers

The Board has demonstrated that it is committed to governance enhancements by introducing:

- a stock ownership policy for directors, to further align the interests of our Board with those of shareholders. The policy is described in this Information Circular;
- a fully independent Audit Committee and Compensation Committee, aligning Glance with best governance practices. The Board disclosed on April 18, 2018 that it had removed Ms. Green, a non-independent director, from both committees;
- Board renewal, in the form of Steven Cadigan as a new Glance nominee for the Board, replacing Ms. Green; and

- an advance notice policy to provide shareholders, directors and management with a clear framework for nominating persons for election as directors. Glance disclosed the policy on February 26, 2018 and further details are provided in this Information Circular.

The Board has shown outstanding commitment to advancing the Company and its business. For example, between January 2017 and January 2018 the Board met 23 times, which is more than triple the number of meetings during a year for a board of many publicly traded small capitalization companies.¹ The Board has persevered even though, unlike the standard for most companies, and contrary to Ms. Green's claim in her news release dated April 10, 2018, Glance's independent directors receive no salary or "paycheques" for attending meetings or for serving on the Board. Glance's independent directors receive, as compensation, grants of stock options to align their interests with shareholders. No stock options or other compensation have been granted or paid to Glance's independent directors since October 2017.

In an effort to align with best practices for corporate governance, the Board has introduced a Director Independence Policy, which requires that a majority of the Board will be independent of Glance, and that Glance's committees will be comprised solely of independent directors. The Director Independence Policy adheres to best corporate governance practices. Management's nominees for the Board are consistent with the Director Independence Policy, as they are comprised of four independent directors, and one non-independent director, Desmond Griffin.

Glance, a believer in gender diversity, notes that it has a 60% female majority among its executive officers:

- Chief Financial Officer - Laura Burke;
- Chief Technology Officer - Angela Griffin; and
- Vice President Business and Client Development - Paola Ashton.

Vote for Glance's nominees because Glance delivers good governance and gender diversity

Five reasons to vote against the dissident requisition nominees

1. Ms. Green omits critical information about herself

Although Ms. Green is not a dissident requisition nominee, her role at Glance will be determined by your vote. If the dissident requisition nominees are elected, Glance believes they will appoint her as President and CEO. This belief is based on prior assertions that Ms. Green made to both the Board and Desmond Griffin, the current CEO.

In our view, Ms. Green is the wrong person for that job. Even if the dissident requisition nominees did not appoint her to that role, Glance believes they would give her too much influence over Glance's operations. Glance also believes her attention would be divided as she is already CEO of The Yield Growth Corp., a closely-held company that Ms. Green has told Glance she intends to take public.

In 2014, when Mr. Griffin sought to launch Glance as a business, he turned to Ms. Green for help because she was his sister-in-law and a securities lawyer. They had never worked together before but

¹ According to a 2016 US survey by Deloitte LLP, Professional Chartered Accountants, 65% of participating small capitalization company boards met six times or less during the prior year.

she proposed to provide Glance with legal assistance for a public listing and help finance Glance by introducing him to stockbrokers and investors that she knew from her law practice.

There were no issues initially when Ms. Green was providing these services to Glance. However, as Glance progressed Ms. Green unexpectedly expressed an interest in also getting involved in operations, coupled with a reduction in her involvement with her other legal activities.

Because of the family connection and Ms. Green's limited initial involvement, Mr. Griffin did not perform background research on her at the start to the depth that he would have done for anyone else. Due to the evolutionary path of her involvement after that, there was no obvious trigger to perform deep background research into Ms. Green or her business associates until the circumstances arose that led to her termination.

Unfortunately, after Ms. Green became an officer in 2016, she became increasingly disruptive and, in the view of the other directors of Glance, detrimental to Glance and its business objectives. This negative influence was highlighted when she repeatedly attempted to force Glance into spending millions of dollars to buy shares of speculative, low-quality and poorly vetted ventures that were not aligned with Glance's core technology.

To reach an informed voting decision, shareholders will need more information about Ms. Green than is contained within the Green Requisition and related news releases. In deciding who to support, shareholders should consider details regarding Ms. Green which were notably omitted from the Green Requisition and related news releases and serve to properly identify the track record of Ms. Green and reasons why she is an individual who is unfit to run Glance.

Superficial due diligence

Based on previous communications received, Glance believes that if Ms. Green's dissident requisition nominees are elected to the Board, they would appoint Ms. Green as Glance's CEO. Glance believes that in such a role, Ms. Green would waste Glance's capital on hastily proposed, high-risk, low-quality, superficially vetted speculative transactions. She attempted several such transactions in the past as an officer of Glance.

As one example, Ms. Green proposed that Glance invest \$5 million in cash in a company with a consistent history of financial losses dating back more than a decade. A 5% finder's fee was payable to one of her close business associates with a disciplinary record. Again Ms. Green provided minimal evidence of due diligence. After other directors asked, among other things, how she justified the valuation, how the target company fit with Glance's strategy, and how the target company would turn itself around and become profitable, she agreed to stop pursuing the transaction. If made CEO, Ms. Green would be in a position to re-pursue that target.

Now Ms. Green claims that the independent directors of the Board obstructed her in her attempt to complete a multitude of transactions, as if there was no justification to the Board's demand for due diligence. In fact, if the Board had accommodated each of Ms. Green's superficially vetted transactions, the negative impact on Glance could have been substantial. Even one bad deal could significantly damage Glance.

To verify Ms. Green's perfunctory approach to due diligence, shareholders do not need to look farther than the biographical material she published about one of her three dissident requisition nominees for the Board, John LoGiudice. As Glance discusses below (see: "*The irregularities in the biography of dissident requisition nominee John LoGiudice*"), his biography is replete with irregularities that Ms. Green should have caught before nominating him in the Green Requisition.

Indeed, despite Glance raising the concerns in relation to Mr. LoGiudice's biography on April 12, 2018, Ms. Green has yet to address a single one of them as of the date of this Information Circular, other than simply removing the biographical information of all of the dissident requisition nominees from her dissident website. Glance received an e-mail on May 1, 2018 purporting to be from Mr. LoGiudice, stating that he no longer intends to stand for election at the Meeting. As at the time this e-mail was received, the Green Requisition still lists Mr. LoGiudice as one of Ms. Green's dissident requisition nominees.

Ms. Green's disproportionately expensive Investor Awareness strategy

In her role as President and Chief Operating Officer of Glance, Ms. Green was a primary driver of Glance's spend for corporate communications and investor media expenses ("**Investor Awareness**"); expenses which totalled approximately \$2.5 million during her last fiscal quarter as an officer². This appeared disproportionately high to the rest of the Board. Shortly before Ms. Green's termination, the rest of the Board strongly challenged the extent of her Investor Awareness spending and questioned the return on this spend.

For context, the Investor Awareness expenses represented approximately 48% of Glance's cash expenditures over the same period. For further context, Glance's crucial software development expenditure over this period was a much more modest \$0.4 million or 7% of cash expenditures over the same period.

Ms. Green's dissident website states, incorrectly, that the Board wanted to "halt investor relations activities." Ms. Green's dissident website also incorrectly conflates investor relations (which is focused on informing investors) with brand marketing (which is focused on informing customers and sale prospects).

In fact, Glance is continuing to invest in both investor relations and brand marketing but in amounts reduced significantly from what Ms. Green initiated and with a focus on spending efficiently and effectively.

Before voting, shareholders should ask the dissident requisition nominees if they will support Ms. Green again resorting to expensive and disproportionate Investor Awareness programs. Glance believes that such expenses, especially if applied in combination with Ms. Green's superficially vetted deals, would be harmful to shareholder value.

That's the same combination that she attempted to force on Glance. Thankfully, the rest of the Board refused to comply with her approach. Don't expect the same refusal from her personally-selected dissident requisition nominees.

Weak commitment to full, true and plain disclosure

One of the fundamental obligations of a publicly traded company is to deliver full, true and plain disclosure to the investing public and its shareholders. Glance believes Ms. Green displays a weak commitment to this principle. In the Green Requisition and related news releases she provides:

- a track record description that appears to be far from fulsome;
- a share transaction report that appears to disregard crucial details;
- a media relations history that omits unfavourable articles; and

² Ms. Green's consulting agreement was terminated eight days prior to the end of the first fiscal quarter of 2018 but spending commitments were already in place before she was terminated.

- a public persona that appears to focus on sponsored content and the cultivation of her own personal brand.

Less than frank about her track record in business

Ms. Green’s carefully worded biography in the news release announcing the Green Requisition dated February 21, 2018 (the “**Green Requisition News Release**”) might lead shareholders to conclude that she played a helpful role in the 2016 revenue and 2017 takeover of Merus Labs International Inc. (“**Merus**”). She omitted to state that she ceased to be a director or officer of Merus on December 19, 2011, before Merus was consistently profitable. Investors should ask if she has evidence that she contributed to the successful events that occurred five and six years, respectively, after she ceased to be a director or officer.

Moreover, Ms. Green claims a record of “business success” but she omits reference to many of her past ventures. According to public disclosure reviewed by Glance, she has served as a director and officer of five publicly traded companies other than Glance. On average, the share price of those five companies tumbled by 50% during her tenure on these boards. Also according to public disclosure reviewed by Glance, she has served as an officer of two publicly traded companies for which she was not also a board member. During her tenure, the share prices of those two companies declined by an average of approximately 59%.

Her track record with publicly traded companies other than Glance is detailed in the tables below.

Director and Officer: average 50% decline

Company	Position	First Trading Day	Last Trading Day	Starting Stock Price	Ending Stock Price	Change
On4/Sound Revolution	Director and Chairman, CEO, CFO, Principal Accounting Officer, Secretary and Treasurer	2005-06-23	2010-04-15	\$12.60	\$0.17	-99%
Blink Couture	Director, President and CEO, Secretary, CFO, Treasurer, Chief Accounting Officer	2007-06-12	2008-03-04	\$0.75	\$0.10	-87%
Neurokine Pharmaceuticals	Director, Secretary and VP Finance	2009-09-23	2009-11-19	\$1.65	\$0.10	-94%
Mediatelevision.tv	Director, President and CEO	2003-06-03	2004-03-12	\$1.35	\$1.01	-25%
Merus Labs	Director, VP Corporate Affairs	2010-09-17	2011-12-15	\$0.30	\$0.46	53%

Officer only: average 59% decline

Company	Position	First Trading Day	Last Trading Day	Starting Stock Price	Ending Stock Price	Change
Payforview.com	VP Production and Programming	1999-03-24	1999-12-31 ³	\$3.04	\$0.30	-90%
Angelaudio.com	VP Business Development	2000-05-01 ⁴	2000-09-29	\$2.13	\$1.53	-28%

³ Ms. Green’s departure month as an officer was December, 1999 (Source: Mediatelevision.tv Registration Statement dated January 25, 2002). The exact date of departure is not available, so the stock price used is at December 31, 1999.

⁴ Ms. Green’s months as an officer are provided as May, 2000 to September, 2000 (Source: Mediatelevision.tv Registration Statement dated January 25, 2002). Exact dates of commencement and departure are not available, so the starting stock price used is at May 1, 2000 and the ending stock price used is at September 29, 2000.

Share trading omissions

The Green Requisition News Release advertised Ms. Green's acquisition of 180,000 Glance units ("**Units**") through Glance's December 2017 public financing.⁵ The Green Requisition News Release did not mention that between February 2, 2018 and February 6, 2018 Ms. Green disposed of 212,900 Common Shares into the public market, according to her filings on www.sedi.com ("**SEDI**"), a website where insiders of Canadian public companies must disclose their trading history.

This represented more Common Shares divested than Units bought. Glance believes that the Green Requisition News Release, issued 15 days after February 6, 2018, should also have mentioned the sales of Common Shares.

In addition, the Green Requisition News Release failed to mention Glance's normal course issuer bid to repurchase a portion of the outstanding Common Shares (the "**Buyback**"), which commenced on February 5, 2018. During the first two days of the Buyback, Ms. Green sold 171,000 of her Common Shares. It was never Glance's intention that the Buyback would be used to create demand for Ms. Green's divestitures. Ms. Green never informed the Board of her intention to sell during the Buyback when it was being discussed by the Board, even though proceeding with the Buyback was at Ms. Green's behest.

To be perfectly clear, Glance is not criticizing Ms. Green's decision to sell Common Shares. Subject to compliance with Glance's policies and applicable securities laws, officers and directors are entitled to do so. Other Glance directors have sold Common Shares from time to time for personal financial reasons. The difference is that Glance's other insiders have not sold Common Shares while issuing a news release suggesting they are accumulators of Common Shares, as Ms. Green has, and no other Glance director sold shares during the Buyback.

Three other trading concerns

Shareholders also need to know about three other concerns involving Ms. Green:

- In March 2018, Ms. Green reported 43 trades on SEDI that appear to violate a trading blackout imposed on all Glance directors, officers and employees pursuant to the terms of Glance's Corporate Disclosure Policy. The apparent violation involved the sale by Ms. Green and an entity Ms. Green reports as being controlled by her of an aggregate of 265,430 Common Shares for a collective value of \$229,705 or an average of \$0.865 per Common Share. The blackout was imposed after the close of markets on March 6, 2018 to prevent insiders from trading prior to the disclosure of Glance's fourth quarter 2018 financial results. Glance's Corporate Disclosure Policy specifically prohibits trading of Common Shares by insiders of Glance during trading blackouts without receiving permission from Glance. Ms. Green did not receive such permission. No other directors of Glance reported sales during the blackout.
- Since Glance went public in 2016, Ms. Green has reported approximately 370 trades on SEDI, of which approximately 160 (\$1.8 million of transactions) were reported *after* the deadline for such filings imposed by applicable securities laws. Ms. Green's late filings represent a full 42.7% of her Glance trades. On average, her late filings were nearly six days *after* the five-day deadline and they ranged as late as 212 days after the deadline. Among recent transactions, she filed an exercise of stock options on March 30, 2018, which was 29 days after the trade and 24 days after

⁵ Each Unit consisted of a Common Share and warrants to acquire additional Common Shares from Glance at fixed prices over two years.

the deadline for filing. These late filings represent a blatant disregard for compliance with securities laws. Moreover, the late filings are unfair to shareholders, who cannot react to her trading in a timely fashion.

- On April 10, 2018, Ms. Green issued a news release in relation to the Green Requisition in which she claimed to still own 12.27% of the issued and outstanding Common Shares, the same percentage as stated in her news release dated February 21, 2018. This percentage is inaccurate because it reflects neither her divestitures described above, nor the number of Common Shares outstanding as of March 29, 2018. Based on public disclosure, Glance believes that on April 10, 2018 Ms. Green actually held only 11.26%, a full percentage less than she claimed. This is yet another example of Ms. Green not conducting proper due diligence.

Once again, these concerns do not relate to the sale of Common Shares, which officers and directors of Glance are entitled to do. These concerns relate to Ms. Green's apparent violation of both corporate policy and securities laws by trading during a company-imposed blackout and routinely filing her trades late. Additionally, she has disclosed inaccurate information in a news release about her current holdings of Common Shares. This is not conduct becoming of an individual who aspires to lead Glance, or continue on the Board.

Shareholders should not reward Ms. Green by voting for her dissident requisition nominees when Ms. Green is breaching Glance's corporate policies and insider filing obligations under securities laws.

Ms. Green is focused on sponsored media and cultivating her own personal brand

Ms. Green's relations with the news media are not quite as she describes them in the Green Requisition News Release. She proclaims herself to be "highly sought after by media outlets, such as BNN and The Globe and Mail, for her commentary as a technology business thought leader."

What she does not mention is that she (or Glance on her behalf when she was an officer) often paid thousands of dollars to media outlets for them to carry her quotes. Such sponsored content does not have the same credibility as unsponsored news articles written by journalists.

For example, Ms. Green arranged for the Globe and Mail to publish a full page Glance advertorial on November 27, 2017 that extensively quoted Ms. Green (and no one else from Glance). She also arranged for The Financial Post to publish similar full page advertorials on January 29, 2018 and February 6, 2018. These ads mimicked news-style articles but were effectively advertisements paid for by Glance at Ms. Green's direction. They should not be considered objective evidence that Ms. Green is a thought leader.

In addition, Ms. Green wanted Glance to bankroll excessive personal spending in relation to her paid media appearances. In November, 2017, she submitted receipts to Glance for at least \$12,000 of clothing. In January, 2018 she threatened to resign from her positions with three wholly-owned subsidiaries of Glance unless she received what she called "proper compensation" for her paid media appearances and investor relations trips. Her demands included:

- reimbursement for all costs relating to wardrobe purchases, hair and makeup, a stylist and photographer; and
- business class and first class flights to events and 5-star hotel accommodations.

Management of Glance determined this was not an appropriate use of its capital and denied her requests. Subsequently, Ms. Green resigned from her positions with Glance's subsidiaries after being informed of such denial.

What the Vancouver Sun has said about Ms. Green

Between 2007 and 2011 the Vancouver Sun's now-retired business columnist David Baines made mention of Ms. Green repeatedly (in 11 columns) for the going public transactions in which she (or her law firm) was involved as a filing solicitor. This coverage is notably absent from the Green Requisition and related news releases.

Ms. Green claims "extensive experience in capital markets" and supports her claim with the phrase "Notably, she has been involved in the going public transactions of over 100 companies...". Glance cautions shareholders to be careful about drawing a conclusion regarding Ms. Green's business acumen based on the large volume she cites. In the view of Mr. Baines, some of these were "obvious sham companies" and "laughable business deals."

Below are excerpts (emphasis added) from three of Mr. Baines' columns mentioning Ms. Green:

- "For the past several years [Ms. Green] has been helping promoters take their deals public on the bulletin board. Most have been extremely dubious business propositions... **Asked whether she tries to assess whether her clients have any chance of commercial success, she made it clear that's not her job.** 'My job is to advise them on the rules and regulations.'" (*More to Doggie Water Biz Than What's On the Surface*, Vancouver Sun, May 12, 2007)
- "The company's filing solicitor was **Penny Green, who has provided legal services to many dubious OTC issuers**, most notably K-Care Nutritional Products Ltd. K-Care purported to be marketing bottled water for dogs..." (*Accounting Firm's Clients Don't Make Business Sense*, Vancouver Sun, December 5, 2007)
- "With the help of Vancouver lawyer **Penny Green, who facilitates grotty issues like this**, Mantra [Venture Group Ltd.] filed a registration statement... Mantra's President and CEO is a former investor relations specialist named Larry Kristof. Several years ago, he had the dubious distinction of being in a parked car with several associates at Bellis Fair Mall when Bellingham police accosted them and seized \$30,100 in currency which they identified as drug money... The company is now insolvent." (*Former Stockbroker Leaves a Trail of Treachery*, Vancouver Sun, October 4, 2008)

Vote against the dissident requisition nominees because they will likely appoint their leader, Ms. Green, as CEO. The consequences for Glance will be grave.

2. The irregularities in the biography of dissident requisition nominee John LoGiudice

Shareholders should be wary of irregularities in the resume of John LoGiudice in the Green Requisition, as it does not match information available in publicly-filed documents, as described in further detail below:

- Florida state records do not support the assertion in the Green Requisition of success for Mr. LoGiudice's 13 Startups (as defined below); and
- Mr. LoGiudice is not listed as President of telecommunications multinational Ericsson in any of that company's annual reports, contrary to certain assertions contained in the Green Requisition.

The reality of the 13 Startups

In the Green Requisition News Release Mr. LoGiudice is proclaimed to have played "senior roles in helping numerous start-up companies reach success". The Green Requisition News Release lists the names of 13 such companies (the "**13 Startups**").

The claim of 13 Startups appears to be inflated. Florida state records show that three of the companies are the same entity -- it just changed names twice. More significantly, far from achieving “success”, all but one were dissolved and became inactive. For further certainty, see the table in Appendix B.

The claim to have been President of Ericsson

In one portion of the Green Requisition, Mr. LoGiudice is listed as having been the President of Ericsson from 2009 to 2017. The claim is made in a biographical “Nominee Profile” table that forms part of a document dated February 20, 2018 and filed on SEDAR the following day, on Ms. Green’s behalf, and reproduced below.

Table of Mr. LoGiudice’s biography (arrow added for emphasis)

Name, Province or State and Country of Residence	Present Principal Occupation, Business or Employment and Principal Occupation, Business or Employment During the Preceding Five Years			Number of Common Shares Beneficially Owned or Controlled or Directed (Directly or Indirectly)
John LoGiudice Miami, Florida, USA	Managing Partner	Nextgen Weight Loss LLC	2014-2015	Nil
	CEO	First Capital Global Holdings Corporation	2014-2017	
	Managing Partner	Zmedia Entertainment Group LLC	2015-2016	
	President	Leafy Organics Corporation	2016-2017	
	President	Recovery Coaching Specialists	2017-Present	
	Managing Partner	First Capital Global Holdings LLC	2017-Present	
	President	Bing Data Analytics Experts Corporation	2017-Present	
	President	Fiber Construction Services Corporation	2017-Present	
	President	Global Advertising Agency Corporation	2017-Present	
	President	Ericsson	2009-2017	

Glance reviewed Ericsson’s annual reports and news releases, going back as far as 2008. For President, Glance found the following names, none of which are Mr. LoGiudice’s:

- January 15, 2017 and ongoing: Börje Ekholm
- July 25, 2016 – January 15, 2017: Jan Frykhammar
- January 1, 2010 - July 24, 2016: Hans Vestberg
- April 8, 2003 - December 31, 2009: Carl-Henric Svanberg

Indeed, despite Glance raising the concerns in relation to Mr. LoGiudice’s biography on April 12, 2018, Ms. Green has yet to address a single one of them as of the date of this Information Circular, other than simply removing the biographical information of all of the dissident requisition nominees from her dissident website. Glance received an e-mail on May 1, 2018 purporting to be from Mr. LoGiudice, stating that he no longer intends to stand for election at the Meeting. As at the time this e-mail was received, the Green Requisition still lists Mr. LoGiudice as one of Ms. Green’s dissident requisition nominees.

Other reasons not to vote for Mr. LoGiudice

Beyond these irregularities, shareholders should note that Mr. LoGiudice has:

- *Questionable experience as an officer or director of publicly traded companies*
 - Discounting the Green Requisition’s questionable claim that Mr. LoGiudice was President of Ericsson, evidence from LinkedIn suggests that Mr. LoGiudice did not progress beyond mid-management at Ericsson and Sprint-Nextel.

- *Questionable experience as an officer of private companies*
 - The Green Requisition claims that Mr. LoGiudice is now working *simultaneously* as President of four private companies and as Managing Partner of yet another, all in disparate industrial sectors.⁶ None of these are the 13 Startups and, beyond the names and titles, the Green Requisition provides no evidence that these five other companies are successfully delivering valuable goods and services. Given the irregularities involving the 13 Startups, it is incumbent on Ms. Green and Mr. LoGiudice to offer such evidence.
- *Questionable software development experience*
 - Mr. LoGiudice's disclosed employment at two telecommunications companies appears to have involved not software but rather the construction of hardware infrastructure. And judging by their corporate names, none of the 13 Startups involved software except for United Software Developers Inc. ("**United Software**"). There is no public evidence that United Software developed anything valuable before it was dissolved after a year for failing to file even an initial annual report.

Before voting, here are some questions that shareholders should ask Ms. Green:

- Does she believe that she delivered full, true and plain disclosure about Mr. LoGiudice in the Green Requisition and the Green Requisition News Release?
- Did she really believe that all of the 13 Startups associated with Mr. LoGiudice were successful?
- Did she really believe that Mr. LoGiudice was a former President of Ericsson?
- What steps did she take to investigate Mr. LoGiudice prior to submitting the Green Requisition and publishing the Green Requisition News Release?
- Does she now believe that her investigation was adequate?
- Why hasn't Ms. Green addressed these issues since these matters were raised by Glance on April 12, 2018?

Here are two questions that shareholders should ask Ms. Green's two other dissident requisition nominees, Spiros Margaris and William Davis III in respect of Mr. LoGiudice:

- Do Mr. Margaris and Mr. Davis believe that they took adequate steps to investigate Mr. LoGiudice before agreeing to stand with him as dissident requisition nominees?
- Do Mr. Margaris and Mr. Davis believe that they took adequate steps to investigate each other and Ms. Green before agreeing to stand as Ms. Green's dissident requisition nominees?

Vote against Mr. LoGiudice because of the irregularities in his biography. Vote against the other dissident requisition nominees because they, and Ms. Green, did not carefully vet Mr. LoGiudice.

⁶ Based on the corporate names, the five sectors are advertising, fiber construction, recovery coaching, data analytics and capital holdings.

3. Mr. Margaris is already a Glance consultant

On September 27, 2017, five months before the start of the proxy fight, Glance engaged Mr. Margaris as a consultant to serve on Glance's advisory board. Ms. Green claims that Mr. Margaris' international connections will help Glance but if that is true, he can provide that help as a consultant. As a result of that consultancy and the consideration he received from it, Glance does not believe that Mr. Margaris would be considered an independent director of Glance should he be elected.

Additionally, Glance has concerns about Mr. Margaris' trading. The Green Requisition states that as of February 20, 2018, Mr. Margaris did not hold any Common Shares. However, on February 15 and February 16, 2018 (the "**Exercise Dates**"), Mr. Margaris exercised stock options to acquire 100,000 and 99,900 Common Shares, respectively.

Relying on the information put forward by Ms. Green and Mr. Margaris in the Green Requisition, it appears that between the Exercise Dates and prior to the date of the Green Requisition, Mr. Margaris sold all of the Common Shares that he acquired through the exercise of his stock options. The only other logical explanation for the Green Requisition stating that Mr. Margaris held no Common Shares as of February 20, 2018 would be that the information provided in the Green Requisition is incorrect.

Before voting, Glance shareholders should ask Mr. Margaris for answers to the following questions:

- Did Mr. Margaris sell any Common Shares between the Exercise Dates and the date of the Green Requisition?
- Did Mr. Margaris know about the Green Requisition (which included his nomination as a director of Glance) prior to its announcement?
- If so, did Mr. Margaris believe that such information might constitute material undisclosed information about Glance that would have restricted his ability to trade those Common Shares?
- If Mr. Margaris did sell Common Shares and knew of the Green Requisition, how was he able to do so in accordance with securities laws?

Also, if elected, Mr. Margaris will not be eligible for the designation of independent Glance director because of the compensation he has received as a consultant to Glance.

By failing to vet his dissident associates, Mr. Margaris has already demonstrated his lack of experience as a public company director. Shareholders should not take the risk of further such demonstrations of superficial due diligence.

Vote against Mr. Margaris because he did not carefully vet his fellow dissident requisition nominees and Ms. Green.

4. Mr. Davis did not vet his dissident associates

By failing to vet his dissident associates, Mr. Davis has already demonstrated his lack of experience as a public company director. Shareholders should not take the risk of further such demonstrations of superficial due diligence.

Ms. Green claims that Mr. Davis' international connections will help Glance, but this is not a reason to elect him to the Board. Glance already has consultants with better qualifications than Mr. Davis.

Vote against Mr. Davis because he did not carefully vet his fellow dissident requisition nominees and Ms. Green.

5. The three dissident requisition nominees do not measure up to our three incumbent independent directors

Ms. Green proposes that shareholders vote to remove our three incumbent independent directors to make way for her three dissident requisition nominees. But her three dissident requisition nominees are far less qualified than our three incumbent independent directors and our additional nominee, Mr. Cadigan.⁷

The incumbent independent directors have deep collective experience on public company boards, unlike the dissident requisition nominees

The incumbent independent directors collectively have more than 50 board-years of experience with publicly traded companies, all based in Canada. The dissident requisition nominees have **NO** disclosed public company board experience. It is important for Glance, as a Canadian publicly traded company, to have board members with public company board experience, especially in Canada.

Table of public company board experience

Incumbent Independent Directors	Board-years (public companies)	Dissident Requisition Nominees	Board-years (public companies)
Larry Timlick	28.9	William Davis III	0
James Topham	19.6	Spiros Margaritis	0
Kirk Herrington	1.6	John LoGiudice	0
TOTAL	50.1	TOTAL	0

The incumbent independent directors have experience working together as a unit at Glance, unlike the dissident requisition nominees

The incumbent independent directors have performed as a unit for more than a year, ever since Larry Timlick joined the board on April 18, 2017. Two of the three independent directors, Kirk Herrington and James Topham, have nearly two years of experience as a unit. In contrast, the dissident requisition nominees have no disclosed experience working as a group and they certainly do not have the same depth of understanding of Glance.

The incumbent independent directors have proven that they value due diligence, unlike the dissident requisition nominees

The incumbent independent directors have protected Glance against Ms. Green's demands that her deals be approved and announced before they were thoroughly vetted. In contrast, our opponents appear blind to serious irregularities involving one of the dissident requisition nominees. They also appear blind to the superficial due diligence of Ms. Green.

The incumbent independent directors have better individual qualifications than the dissident requisition nominees

As illustrated in the table below, Glance's three incumbent independent directors are better qualified as individuals than the three dissident requisition nominees, while targeting the incumbent independent directors for removal.

⁷ Please see the biography section of this Information Circular (pages 11-18) for detailed descriptions of each of our five Glance nominees.

Herrington vs. LoGiudice

Kirk Herrington, age 59	John LoGiudice, age not disclosed
Success at startups: Co-founded five computer software businesses. The majority were sought after as acquisitions	Questionable claims of success with 13 startups (see page R-16)
Officer or director of two publicly traded companies (both in software)	Questionable claim to have been President of Ericsson (see page R-16)
Extensive private company officer experience (five software companies and also prior public company experience as CTO of Pivotal Corporation)	Questionable experience as an officer of private companies (see page R-17)
Computer software expert: Proven ability to assess strategies for software companies	Questionable computer software experience (see page R-16 and R-17)
M&A experience: Sold four of the five startups (and continues to develop the fifth)	No disclosed M&A experience
Interests aligned with shareholders through ownership of 25,000 Common Shares and options to acquire 212,500 Common Shares	No disclosed alignment with shareholders' interests

Timlick vs. Davis

Larry Timlick, age 61	William Davis III, age not disclosed
Over 25 years of sales leadership roles in the technology sector	No disclosed sales experience, technology or otherwise
Solid public company board experience	No disclosed public company board experience
Solid public company committee experience	Public company committee experience: none disclosed
Interests aligned with shareholders through ownership of 81,828 Common Shares, options to acquire 200,000 Common Shares and 267,500 Common Share purchase warrants	No disclosed alignment with shareholders' interests

Topham vs. Margaris

James Topham, age 67	Spiros Margaris, age not disclosed
Former audit partner, KPMG LLP, specializing in technology	No accounting experience
Fellow, Chartered Professional Accountants of BC (rare honour for achievement and service)	No professional accounting honour
Public company audit committee member: 8 publicly traded companies, 19 years combined experience	Public company audit committee: no disclosed experience
Public company audit committee chair: 7 publicly traded companies, 17 years combined experience	Public company audit committee chair: no disclosed experience
Public company M&A experience: Member of four special committees of independent directors that recommended acceptance of takeover offers	Public company M&A: no disclosed experience

James Topham, age 67	Spiros Margaris, age not disclosed
Independent director	Not eligible for independent director status, having received significant recent compensation as a Glance consultant
Interests aligned with shareholders through ownership of options to acquire 300,000 Common Shares	Holds options to acquire 700,000 Common Shares, received as partial compensation for work as a Glance consultant.

Vote for Glance's nominees because they are better qualified than the dissident requisition nominees.

VOTE ONLY THE [BLUE](#) FORM OF PROXY FOR GLANCE'S NOMINEES

It is time for shareholders to decide. Glance urges shareholders to vote the [BLUE](#) form of proxy for Glance's nominees. The Board needs Glance's nominees because they:

- have the strategic vision to support our cutting edge software technology and related business;
- have significant public company board experience and a proven ability to operate as a cohesive unit; and
- are committed to due diligence.

Do not bring back Ms. Green.

- her approach to due diligence set out above suggests a questionable commitment to full, true and plain disclosure;
- her business track record is mediocre;
- she associates with individuals who have been disciplined by regulators; and
- most importantly, she will waste Glance's capital on speculative transactions having performed only superficial due diligence.

Do not elect Ms. Green's three dissident directors.

- with no prior public company board experience, you cannot rely on them to understand and carefully exercise their fiduciary responsibilities;
- there is no indication that they vetted each other, or Ms. Green; and
- accordingly, their ability and commitment to vet anything on Glance's behalf must be questioned.

For Glance to flourish, it needs continued technology leadership from CEO Desmond Griffin and CTO Angela Griffin. They have nurtured and developed the Company's core business and its unique mobile payments technology, which represents Glance's primary competitive advantage.

However, Desmond and Angela Griffin also require the valuable skills offered by the incumbent directors, Larry Timlick, James Topham and Kirk Herrington, and the new nominee to the Board, Steven Cadigan, in order to ensure continued success. With your support, Glance is eager to continue to move its technology forward.

The choice is clear. Do not put your faith in Ms. Green's cursory due diligence and expensive stock promotion. Protect your investment.

Vote the BLUE form of proxy against removing the incumbent directors, against the three dissident requisition nominees, and FOR Glance's nominees.

Appendix A

The table below summarizes ten announcements of Glance's recent progress.

Announcement	Date Announced
<ul style="list-style-type: none"> • Significant increase in FY Q1, 2018 revenue • Glance Pay merchants exceed 350 at end of FY Q1, 2018 • Surpassed a full year of zero fraud across our payment platform 	Apr. 30, 2018
<ul style="list-style-type: none"> • Preparation for launch of Glance Pay Australia by opening an office in Melbourne 	Apr. 26, 2018
<ul style="list-style-type: none"> • Announced upcoming Ticket Pay feature within its Glance Pay platform 	April 16, 2018
<ul style="list-style-type: none"> • Announced Glance to host Future of Blockchain Summit in Vancouver 	April 5, 2018
<ul style="list-style-type: none"> • Successful Glance Pay US launch with 14 signed locations in California 	Mar. 28, 2018
<ul style="list-style-type: none"> • Launch of a new version of Glance Pay for consumers (available for iOS and Android) updated to reflect Glance's new branding, an improved user experience, new options, and enhancements for U.S. dollar payments in support of Glance's planned U.S. launch 	Mar. 23, 2018
<ul style="list-style-type: none"> • \$3.98 million equity raise for our licensee Euro Asia Pay Holdings Inc. at \$0.18 per unit ⁽¹⁾ up 157% from a deemed value of \$0.07 per share for 8.5 million Euro Asia shares received by Glance in November 2017 	Mar. 22, 2018
<ul style="list-style-type: none"> • European office opens in London, UK to explore opportunities for its technology in the U.K. and across Europe. 	Mar. 14, 2018
<ul style="list-style-type: none"> • Selected by the National Restaurant Association as one of just 14 exhibitors to join its exclusive Startup Alley at National Restaurant Association Show 2018, the industry's premier event and the largest foodservice trade show in the U.S. 	Mar. 5, 2018
<ul style="list-style-type: none"> • Announced pursuit of opportunities to license our BlockImpact cryptocurrency and blockchain platform as a white label solution 	Feb. 22, 2018

Notes:

(1) The \$0.18 units consisted of one common share and one common share purchase warrant exercisable at a price of \$0.48 per share for a period of 24 months. At \$0.18 per Euro Asia share, the implied value of Glance's 8.5 million shares is \$1.5 million, compared with our cost of approximately \$0.6 million.

Glance's strategic vision: Progressing to Software as a Service ("SaaS")

Glance is focused on progressing to a SaaS subscription model to build monthly revenue from merchants. Central to this is a focus on the development of an app which merchants can download directly to their own mobile devices very quickly to securely accept payments and rewards, with no custom hardware or dongles required.

Growth in merchant adoption rates will allow Glance to pursue a variety of SaaS monetization strategies for its products, including opportunities for the Glance Pay platform to generate monthly and annual model fees to the merchant, transaction fees, licensing fees, promotion and advertising fees, and consumer fees for premium services.

Glance firmly believes mobile devices are the future of payments and consumer engagement, and also believes blockchain is a fundamentally transformative technology. Combined with the security and anti-fraud protection features offered by Glance Pay, management believes it is uniquely well positioned to capture this significant and growing market opportunity.

Execution of our technology roadmap will enable us to offer our merchants new mechanisms to engage their customers, promote their products, increase their transaction value, and encourage loyalty. These

outcomes can be directly attributed to the main features of the Glance Pay App, such as payment efficiencies, promotions, and events.

In the future, the Glance Pay App loyalty program will incorporate Glance's blockchain technology and its cryptocurrency, Glance Coin. This will allow Glance Pay App users to spend accumulated rewards within a larger marketplace and provide access to cryptocurrencies for individuals, with the expectation this will lead to more widespread adoption. We are also exploring licensing opportunities of this technology beyond our rewards token initiative.

Glance's strategic priorities

Management intends to pursue a number of technology, product and marketing initiatives to continue driving growth in 2018 in becoming a global leader in the delivery of online payment software as a service solutions. Glance's strategic priorities include:

- Growing monthly recurring revenue by continuously adding new merchants and consumers.
- Launching a new downloadable merchant app that enables merchants to quickly set up Glance Pay on their own devices, facilitating our migration towards a higher-volume sales model.
- Establishing Glance as a leader in the blockchain sector by developing innovative applications and hosting a "Future of Blockchain" conference on May 8, 2018 in Vancouver.
- Completing the development of the Glance Coin reward token, which is intended to simplify and facilitate the adoption of cryptocurrency into everyday life.
- Leveraging the Company's superior anti-fraud technology to expand into online purchases, e-commerce and other markets.
- Expanding into new vertical markets through both direct sales and joint efforts with our licensing partners.
- Continuing Glance Pay's international expansion through the launch of our apps in several new markets, including the U.S., U.K., Australia and other selected markets.
- Broadening our geographic footprint across more North American cities, building on our existing presence across Canada and leveraging our recent launch in California.

Appendix B

Table listing 12 of Mr. LoGiudice's 13 Startups that reached "success"

Company ⁽¹⁾	Mr. LoGiudice's contribution period ⁽¹⁾	Date of Last Event ⁽²⁾	Last Event ⁽²⁾	Status ⁽²⁾
Gecom Inc.	2002 to 2006	Mar. 28, 2006	Changed name to Chase Financial Investment Corporation	See item 2
Chase Financial Investment Corporation	2006 to 2008	Dec. 2, 2008	Changed name to First Capital Financial Group, Inc.	See item 3
First Capital Financial Group, Inc.	2008 to 2012	Sep. 28, 2012	Dissolution for failure to file annual report	Inactive
Clinical Pharmacology Associates, LLC	2010 to 2011	Sep 23, 2011	Dissolution for failure to file annual report	Inactive
Pasazz Corp.	2010 to 2012	Sep. 28, 2012	Dissolution for failure to file annual report	Inactive
Project Management Innovators, Corporation	2002 to 2013	Sep. 27, 2013	Dissolution for failure to file annual report	Inactive
United Software Developers Inc.	2013 to 2014	Sep. 26, 2014	Dissolution for failure to file annual report	Inactive
United Beverage Distributors Inc.	2013 to 2014	Sep. 26, 2014	Dissolution for failure to file annual report	Inactive
First Capital Finance Group Inc.	2013 to 2014	Sep. 26, 2014	Dissolution for failure to file annual report	Inactive
Nextgen Weight Loss LLC	2014 to 2015	Sep. 25, 2015	Dissolution for failure to file annual report	Inactive
Zmedia Entertainment Group	2015 to 2016	Sep. 23, 2016	Dissolution for failure to file annual report	Inactive
Leafy Organics Corp.	2016 to 2017	Sep. 22, 2017	Dissolution for failure to file annual report	Inactive

Notes:

(1) As published Feb, 21, 2018 by BusinessWire on behalf of Ms. Green

(2) Source: Sunbiz.org Division of Corporations (an official State of Florida website)

Forward-Looking Statements

This Information Circular contains forward-looking information or forward-looking statements (collectively “forward-looking information”) within the meaning of applicable securities laws. Forward-looking information is typically identified by words such as: “may”, “believe”, “thinks”, “expect”, “exploring”, “expand”, “could”, “anticipate”, “intend”, “estimate”, “plan”, “pursue”, “potentially”, “projected”, “should”, “will” and similar expressions, or are those, which, by their nature, refer to future events.

These forward-looking statements, which involve risks and uncertainties, relate to, among other things:

- *the development of Glance Pay technology,*
- *the potential of Glance Pay technology to deliver significant value to shareholders,*
- *the potential actions of Ms. Green and the dissident requisition nominees, should they be elected, and the resulting effect on Glance,*
- *the launch of Glance Pay in other countries,*
- *the expectation that Glance’s novel marketing approach will lead to significant usage by consumers,*
- *the progression of Glance to an SaaS subscription model,*
- *expectations regarding the increased rate of signing large restaurant chains, expansion of its enterprise sales team, and development of new set of application features that target this market segment,*
- *expectations regarding the continued excellent progress with Glance’s technology and business,*
- *Ms. Green’s ability to provide attention to Glance considering her position as the CEO of The Yield Growth Corp.,*
- *Ms. Green’s intention to take The Yield Growth Corp. public,*
- *Glance’s belief that mobile devices are the future of payments and consumer engagement and that blockchain is a fundamentally transformative technology,*
- *the belief of management that Glance is uniquely well positioned to capture the growing market opportunity of mobile device payments,*
- *growing monthly recurring revenue by continuously adding new merchants and consumers,*
- *the launch of a new downloadable merchant app that enables merchants to quickly set up Glance pay on their own devices, in fiscal 2018,*
- *Glance’s progression to predominantly digital sales through online and tele-marketing, targeting markets in a number of geographies with minimal overhead,*
- *Glance’s expectation that the new merchant app, combined with new features, will deliver growing and monthly revenue from merchants through an SaaS subscription model,*
- *establishing Glance as a leader in the blockchain sector by developing innovative applications and hosting a blockchain-related conference,*
- *pursuit of opportunities to monetize Glance’s blockchain platform and deploy a rewards-based cryptocurrency solution to further leverage Glance’s technology,*
- *the incorporation of blockchain technology and the Glance Coin cryptocurrency in the Glance Pay App loyalty program, and the enabling of Glance Pay App users to spend accumulated rewards within a larger marketplace and providing access to cryptocurrencies for individuals, with the hope this will lead to more widespread adoptions,*
- *licensing opportunities for Glance’s blockchain technology and Glance Coin cryptocurrency beyond the rewards token initiative,*
- *leveraging Glance’s anti-fraud technology to expand into online purchases, e-commerce and other markets,*
- *expansion into new vertical markets through both direct sales and joint efforts with licensing partners,*
- *continuing international expansion in several new markets,*
- *broadening geographical footprint across more North American cities,*

- *the potential appointment of Ms. Green as CEO of Glance if the dissident requisition nominees are elected,*
- *the potential re-pursuit of a transaction with a company with a consistent history of financial losses, if Ms. Green is appointed as CEO, and*
- *the resignation of many of Glance's most senior and critical employees, including Mr. Griffin as CEO and Ms. Griffin as CTO, should Ms. Green be successful in her proxy fight.*

Although Glance considers these forward-looking statements to be reasonable based on information currently available to it, they may prove to be incorrect, and the forward-looking statements in this Information Circular are subject to numerous risks, uncertainties and other factors that may cause future results to differ materially from those expressed or implied in such forward-looking statements. Such risk factors include, among other things, that:

- *Glance Pay technology will not continue to develop or deliver significant value to shareholders,*
- *Mr. Margaris' will not be able to provide the same assistance to Glance as a consultant rather than as a director,*
- *the launch of Glance Pay technology in other countries and the release of an improved Glance Pay app will not occur on schedule, or at all,*
- *the expected downloads of the Glance Pay app will not occur,*
- *monthly recurring revenue will not grow and Glance will not be able to continuously add new merchants and consumers,*
- *new apps will not be successfully developed or developed in a timely manner,*
- *Glance's current licensing partners will not be cooperative in facilitating expansion into new vertical markets,*
- *Glance will not be able to expand, in North America, or internationally,*
- *Glance will not be able to leverage anti-fraud technology to expand into online purchases, e-commerce and other markets, and*
- *Glance will not be able to integrate Glance Pay technology with blockchain technology to launch a cryptocurrency platform.*

Forward-looking information and forward-looking statements are in addition based on various estimates, forecasts and projects as well as expectations, beliefs and assumptions, including, without limitation, that:

- *Glance Pay technology will continue to develop and deliver significant value to shareholders,*
- *the potential actions of Ms. Green and the dissident requisition nominees, should they be elected, will be harmful to Glance,*
- *Mr. Margaris will be able to provide assistance to Glance as a consultant,*
- *the timing for launches of Glance Pay technology in other markets and improvements to the Glance Pay app will occur on time,*
- *Glance's anti-fraud technology can be leveraged to expand into online purchases, e-commerce and other markets,*
- *the new downloadable app will enable merchants to quickly set up Glance Pay technology on their own devices,*
- *Glance Pay technology can be integrated with blockchain technology,*
- *Glance Coin will simplify and facilitate the adoption of cryptocurrency into everyday life,*
- *Glance will be able to migrate towards a high-volume sales model,*
- *Glance will be able to continuously add new merchants and consumers,*
- *Glance's novel marketing approach will result in increased downloads of the Glance Pay app,*
- *the dissident requisition nominees, if elected, will appoint Ms. Green as CEO of Glance,*
- *Ms. Green, if appointed as CEO, will continue to pursue a transaction with a company with a consistent history of financial losses, and*
- *certain employees, including Mr. Griffin and Ms. Griffin, will resign from Glance, should Ms. Green be successful in her proxy fight.*

For additional information with respect to these and other factors and assumptions underlying the forward looking statements in this Information Circular, see the section entitled “Risk Factors” in the most recent Prospectus of Glance, which may be accessed through Glance’s profile on SEDAR at www.sedar.com. 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 statements. Undue reliance should not be placed on such forward-looking information, as there can be no assurance that the plans, intentions or expectations upon which they are based will occur.

GLANCE TECHNOLOGIES INC.
Suite 400 – 200 Granville Street
Vancouver, BC V6C 1S4

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “**Meeting**”) of the holders of common shares (the “**Shareholders**”) of Glance Technologies Inc. (the “**Company**”) will be held at 1200 Waterfront Centre, 200 Burrard Street, Vancouver, British Columbia V7X 1T2, on Tuesday, June 12, 2018 at 2:00 p.m. (Pacific time), for the following purposes:

Requisition Matters

1. to consider an ordinary resolution removing each of Kirk Herrington, James Topham and Larry Timlick or each of their respective successor(s) or alternate(s) from office as directors of the Company (the “**Director Removal Resolution**”);
2. provided that the Director Removal Resolution is passed, to consider electing William Davis, John LoGiudice and Spiros Margaris as directors of the Company, to hold office until the next annual meeting of Shareholders;

Annual General Meeting Matters

3. to confirm the number of directors of the Company for the ensuing year at five (5);
4. to elect the directors of the Company to hold office until the next annual meeting of Shareholders;
5. to appoint Saturna Group Chartered Professional Accountants LLP as the Company’s auditor for the fiscal year ending November 30, 2018 and to authorize the Board of Directors of the Company (the “**Board of Directors**”) to fix the remuneration to be paid to the auditor;
6. to confirm, ratify and approve the Company’s Advance Notice Policy; and
7. to transact such other business as may be properly brought before the Meeting or any adjournment thereof.

Accompanying this Notice of Meeting are the Company’s management information circular (the “**Information Circular**”) and management’s **BLUE** form of proxy. The Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this Notice of Meeting. In particular, disclosure concerning the matters set forth above are included in the “Particulars of Matters to be Acted Upon at the Meeting” section beginning on page 9 of the Information Circular.

The proxy materials for the Meeting, including the Information Circular, are also available on the Internet at www.glance.tech (under the “AGM ‘18” tab) or under the Company’s SEDAR profile at www.sedar.com. This Notice of Meeting presents only an overview of the more complete proxy materials that are available on the Internet. The Company reminds you to access and review all of the important information contained in the accompanying Information Circular and other proxy materials before voting.

The Board of Directors has fixed April 20, 2018 as the record date for the determination of Shareholders entitled to receive notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered Shareholder at the close of business on that date is entitled to receive notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

YOU CANNOT VOTE BY RETURNING THIS NOTICE OF MEETING. If you are a registered Shareholder and unable to attend the Meeting in person, please complete, date and sign the accompanying form of proxy and deposit it with the Company's transfer agent, Computershare Investor Services Inc., at its office located on the 3rd Floor, 510 Burrard Street, Vancouver, BC V6C 3B9, by no later than 2:00 p.m. (Pacific time) on Friday, June 8, 2018, or at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of any adjournment or postponement of the Meeting.

If you are a non-registered Shareholder and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your securities on your behalf (the "**Intermediary**"), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

No annual financial statements are included with the proxy materials for the Meeting.

Dated at Vancouver, British Columbia as of May 1, 2018.

BY ORDER OF THE SPECIAL COMMITTEE OF THE BOARD OF DIRECTORS

"Desmond Griffin"

Desmond Griffin

Chief Executive Officer and Director

GLANCE TECHNOLOGIES INC.
Suite 400 – 200 Granville Street
Vancouver, BC V6C 1S4

INFORMATION CIRCULAR

INTRODUCTION

This management information circular (the “**Information Circular**”) accompanies the notice of annual general meeting (the “**Notice**”) and is being furnished to the holders of common shares of Glance Technologies Inc. (the “**Company**”) in connection with the solicitation by the management of the Company of proxies to be voted at the annual general meeting (the “**Meeting**”) of shareholders to be held at 2:00 p.m. (Pacific time) on Tuesday, June 12, 2018 at 1200 Waterfront Centre, 200 Burrard Street, Vancouver, British Columbia V7X 1T2, or at any adjournment or postponement thereof.

Date and Currency

The date of this Information Circular is May 1, 2018. Unless otherwise stated, all amounts herein are in Canadian dollars.

PROXIES AND VOTING RIGHTS

Management Solicitation

The solicitation of proxies by management of the Company will be conducted by mail and may be supplemented by telephone or other personal contact to be made without special compensation by the directors, officers and employees of the Company. The Company does not reimburse shareholders, or nominees for costs incurred in obtaining authorization from their principals to execute forms of proxy, except that the Company has requested brokers and nominees who hold stock in their respective names to furnish this proxy material to their customers, and the Company will reimburse such brokers and nominees for their related out of pocket expenses. The Company has retained D.F. King as its strategic shareholder advisor and proxy solicitation agent, at an anticipated cost of up to \$150,000 plus disbursements. The cost of solicitation will be borne by the Company.

The BLUE form of proxy accompanying this Information Circular is the only proxy being solicited by management of the Company; shareholders should discard any other form of proxy they receive and vote only the BLUE form of proxy.

No person has been authorized to give any information or to make any representation other than as contained in this Information Circular in connection with the solicitation of proxies. If given or made, such information or representations must not be relied upon as having been authorized by the Company. The delivery of this Information Circular shall not create, under any circumstances, any implication that there has not been any change in the information set forth herein since the date of this Information Circular. This Information Circular does not constitute the solicitation of a proxy by anyone in any jurisdiction in which such solicitation is not authorized, or in which the person making such solicitation is not qualified to do so, or to anyone to whom it is unlawful to make such an offer of solicitation.

The Company has arranged for intermediaries to forward the Meeting materials to beneficial owners of common shares of the Company (“**Common Shares**”) held of record by those intermediaries. The Company has distributed or made available for distribution, copies of the Notice, this Information Circular and BLUE form of proxy to clearing agencies, securities dealers, banks and trust companies or their nominees (collectively, the “**Intermediaries**”) for distribution to holders (the “**Beneficial Shareholders**”) of the Common Shares held of record by those Intermediaries. Such Intermediaries are required to forward such documents to the Beneficial Shareholders unless a Beneficial Shareholder has waived the right to receive them. The solicitation of proxies from Beneficial Shareholders will be carried out by the

Intermediaries or by the Company if the names and addresses of the Beneficial Shareholders are provided by Intermediaries. The Company will pay the permitted fees and costs of the Intermediaries for reasonable fees and disbursements incurred in connection with the distribution of these materials.

The Company will pay for intermediaries to forward to both non-objecting beneficial owners and objecting beneficial owners under National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“NI 54-101”) the proxy-related materials and Form 54-101F7 *Request for Voting Instructions Made by Intermediary*.

These materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the issuer or its agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf.

Appointment of Proxy

Registered shareholders are entitled to vote at the Meeting. Every registered shareholder is entitled to one vote for each Common Share that such registered shareholder holds on the record date of April 20, 2018 (the “**Record Date**”) on the resolutions to be voted upon at the Meeting, and any other matter to come before the Meeting. The list of registered shareholders is available for inspection during normal business hours at the offices of the Company’s registrar and transfer agent, Computershare Investor Services Inc. (the “**Transfer Agent**”), and will be available at the Meeting.

The enclosed [BLUE](#) form of proxy is solicited by and on behalf of management of the Company. The persons named as proxyholders (the “Designated Persons”) in the enclosed [BLUE](#) form of proxy are: (1) Desmond Griffin, the CEO and a director of the Company; and (2) Kirk Herrington, the Chair of the Board.

A SHAREHOLDER HAS THE RIGHT TO APPOINT A PERSON OR COMPANY (WHO NEED NOT BE A SHAREHOLDER) TO ATTEND AND ACT FOR OR ON BEHALF OF THAT SHAREHOLDER AT THE MEETING, OTHER THAN THE DESIGNATED PERSONS NAMED IN THE ENCLOSED [BLUE](#) FORM OF PROXY.

TO EXERCISE THE RIGHT, THE SHAREHOLDER MAY DO SO BY STRIKING OUT THE PRINTED NAMES AND INSERTING THE NAME OF SUCH OTHER PERSON AND, IF DESIRED, AN ALTERNATE TO SUCH PERSON, IN THE BLANK SPACE PROVIDED IN THE [BLUE](#) FORM OF PROXY. SUCH SHAREHOLDER SHOULD NOTIFY THE NOMINEE OF THE APPOINTMENT, OBTAIN THE NOMINEE’S CONSENT TO ACT AS PROXY AND SHOULD PROVIDE INSTRUCTION TO THE NOMINEE ON HOW THE SHAREHOLDER’S COMMON SHARES SHOULD BE VOTED. THE NOMINEE SHOULD BRING PERSONAL IDENTIFICATION TO THE MEETING.

In order to be voted, the completed form of proxy must be received by the Transfer Agent at its offices located at 3rd Floor, 510 Burrard Street Vancouver, BC V6C 3B9, by mail or fax, no later than 2:00 p.m. (Pacific time) on Friday, June 8, 2018, or at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of any adjournment or postponement of the Meeting.

A proxy may not be valid unless it is dated and signed by the shareholder who is giving it or by that shareholder’s attorney-in-fact duly authorized by that shareholder in writing or, in the case of a corporation, dated and executed by a duly authorized officer or attorney-in-fact for the corporation. If a form of proxy is executed by an attorney-in-fact for an individual shareholder or joint shareholders, or by an officer or attorney-in-fact for a corporate shareholder, the instrument so empowering the officer or attorney-in-fact, as the case may be, or a notarially-certified copy thereof, must accompany the form of proxy.

Revocation of Proxy

A registered shareholder who has given a proxy may revoke it at any time before it is exercised by an instrument in writing: (a) executed by that shareholder or by that shareholder's attorney-in-fact authorized in writing or, where the shareholder is a corporation, by a duly authorized officer of, or attorney-in-fact for, the corporation; and (b) delivered either: (i) to the Company at the address set forth above, at any time up to and including the last business day preceding the day of the Meeting or, if adjourned or postponed, any reconvening thereof, or (ii) to the Chair of the Meeting prior to the vote on matters covered by the proxy on the day of the Meeting or, if adjourned or postponed, any reconvening thereof, or (iii) in any other manner provided by law.

Also, a proxy will automatically be revoked by either: (i) attendance at the Meeting and participation in a poll (ballot) by a registered shareholder, or (ii) submission of a subsequent proxy in accordance with the foregoing procedures. A revocation of a proxy does not affect any matter on which a vote has been taken prior to any such revocation.

Voting of Common Shares and Proxies and Exercise of Discretion by Designated Persons

A shareholder may indicate the manner in which the Designated Persons are to vote with respect to a matter to be voted upon at the Meeting by marking the appropriate space. If the instructions as to voting indicated in the proxy are certain, the Common Shares represented by the proxy will be voted or withheld from voting in accordance with the instructions given in the proxy. If the shareholder specifies a choice in the proxy with respect to a matter to be acted upon, then the Common Shares represented will be voted or withheld from the vote on that matter accordingly. **The Common Shares represented by a proxy will be voted or withheld from voting in accordance with the instructions of the shareholder on any ballot that may be called for and if the shareholder specifies a choice with respect to any matter to be acted upon, the Common Shares will be voted accordingly.**

IF NO CHOICE IS SPECIFIED IN THE [BLUE](#) FORM OF PROXY WITH RESPECT TO A MATTER TO BE ACTED UPON, THE [BLUE](#) FORM OF PROXY CONFERS DISCRETIONARY AUTHORITY WITH RESPECT TO THAT MATTER UPON THE DESIGNATED PERSONS NAMED IN THE [BLUE](#) FORM OF PROXY. IT IS INTENDED THAT THE DESIGNATED PERSONS WILL VOTE THE COMMON SHARES REPRESENTED BY THE [BLUE](#) FORM OF PROXY IN ACCORDANCE WITH THE COMPANY'S RECOMMENDATIONS FOR EACH MATTER IDENTIFIED IN THE [BLUE](#) FORM OF PROXY.

The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to other matters which may properly come before the Meeting, including any amendments or variations to any matters identified in the Notice, and with respect to other matters which may properly come before the Meeting. At the date of this Information Circular, management of the Company is not aware of any such amendments, variations or other matters to come before the Meeting.

In the case of abstentions from, or withholding of, the voting of the Common Shares on any matter, the Common Shares that are the subject of the abstention or withholding will be counted for determination of a quorum, but will not be counted as affirmative or negative on the matter to be voted upon.

ADVICE TO BENEFICIAL SHAREHOLDERS

The information set out in this section is of significant importance to those shareholders who do not hold shares in their own name. Shareholders who do not hold their shares in their own name (referred to in this Information Circular as "Beneficial Shareholders") should note that only proxies deposited by shareholders whose names appear on the records of the Company as the registered holders of Common Shares can be recognized and acted upon at the Meeting. If Common Shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those Common Shares will not be registered in the Beneficial Shareholder's name on the records of the Company. Such Common Shares will more likely be registered under the names of the

shareholder's broker or an agent of that broker. In the United States, the vast majority of such Common Shares are registered under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depository for many U.S. brokerage firms and custodian banks), and in Canada, under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms). **Beneficial Shareholders should ensure that instructions respecting the voting of their Common Shares are communicated to the appropriate person well in advance of the Meeting.**

The Company does not have access to the names of Beneficial Shareholders. Applicable regulatory policy requires intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. The form of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is similar to the form of proxy provided to registered shareholders by the Company. However, its purpose is limited to instructing the registered shareholder (the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**") in the United States and in Canada. Broadridge typically prepares a special voting instruction form, mails this form to the Beneficial Shareholders and asks for appropriate instructions regarding the voting of Common Shares to be voted at the Meeting. Beneficial Shareholders are requested to complete and return the voting instructions to Broadridge by mail or facsimile. Alternatively, Beneficial Shareholders can call a toll-free number and access Broadridge's dedicated voting website (each as noted on the voting instruction form) to deliver their voting instructions and to vote the Common Shares held by them. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting. **A Beneficial Shareholder who receives a Broadridge voting instruction form cannot use that form as a proxy to vote Common Shares directly at the Meeting. Rather, such a voting instruction form must be returned to Broadridge well in advance of the Meeting in order to have the Common Shares voted at the Meeting.**

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of his or her broker (or agent of the broker), a Beneficial Shareholder may attend at the Meeting as proxyholder for the registered shareholder and vote the Common Shares in that capacity. Beneficial Shareholders who wish to attend at the Meeting and indirectly vote their Common Shares as proxyholder for the registered shareholder should enter their own names in the blank space on the instrument of proxy provided to them and return the same to their broker (or the broker's agent) in accordance with the instructions provided by such broker (or agent), well in advance of the Meeting.

Alternatively, a Beneficial Shareholder may request in writing that his or her broker send to the Beneficial Shareholder a legal proxy which would enable the Beneficial Shareholder to attend the Meeting and vote his or her Common Shares.

All references to shareholders in this Information Circular are to registered shareholders, unless specifically stated otherwise.

QUESTIONS AND ANSWERS

Q. What is the Meeting About?

A. This is an Annual General Meeting of shareholders of the Company and will be held at 1200 Waterfront Centre, 200 Burrard Street, Vancouver, British Columbia V7X 1T2, on Tuesday, June 12, 2017 at 2:00 p.m. (Pacific time). The purpose of the Meeting is to consider matters raised by the requisition of a meeting of shareholders of the Company by Ms. Green and thereafter proceed with the Company's usual Annual General Meeting, in respect of all the following matters:

Requisition Matters

1. to consider an ordinary resolution removing each of Kirk Herrington, James Topham and Larry Timlick or each of their respective successor(s) or alternate(s) from office as directors of the Company (the "**Director Removal Resolution**");
2. provided that the Director Removal Resolution is passed, to elect William Davis, John LoGiudice and Spiros Margaris as directors of the Company, to hold office until the next annual meeting of Shareholders;

Annual General Meeting Matters

3. to confirm the number of directors of the Company for the ensuing year at five (5);
4. to elect the Company's nominees as directors of the Company, namely Desmond Griffin, Kirk Herrington, James Topham, Larry Timlick and Steven Cadigan, for the ensuing year who will act in the best interests of the Company;
5. to appoint Saturna Group Chartered Professional Accountants LLP as auditors of the Company for the fiscal year ending November 30, 2018 year and to authorize the Board of Directors of the Company (the "**Board of Directors**") to fix the remuneration to be paid to the auditor;
6. to confirm, ratify and approve the Advance Notice Policy (as defined below); and
7. to transact such other business as may be properly brought before the Meeting or any adjournment thereof.

Q. What does the Management recommend?

A. Management is recommending shareholders vote as follows for all resolutions and directors on the [BLUE](#) form of proxy:

1. **AGAINST** the removal of Kirk Herrington, James Topham and Larry Timlick from office as directors of the Company;
2. **WITHHOLD** your vote on the election as directors of the Company of William Davis, John LoGiudice and Spiros Margaris;
3. **FOR** confirming the number of directors of the Company for the ensuing year at five (5);
4. **FOR** the election of the Company's nominees as directors of the Company, namely Desmond Griffin, Kirk Herrington, James Topham, Larry Timlick and Steven Cadigan to serve as directors until the next annual meeting of the Company;

5. **FOR** the appointment of the Saturna Group Chartered Professional Accountants LLP as auditor of the Company for the fiscal year ending November 30, 2018 and to authorize the Board of Directors to fix the remuneration to be paid to the auditor; and
6. **FOR** the confirmation, ratification and approval of the Advance Notice Policy.

Shareholders are further advised to discard any proxy received from the recently terminated President and Chief Operating Officer, Penny Green.

Q. Who is soliciting my Proxy?

- A.** The Board of Directors and management of the Company are soliciting the **BLUE** form of proxy for use at the Meeting. In connection with this solicitation, the Board of Directors and management of the Company have provided this Information Circular and retained D.F. King to assist with these efforts. **Shareholders should discard the any other form of proxy they receive from the former President and Chief Operating Officer, Penny Green.**

Q. How will the solicitation be made?

- A.** The solicitation will be made primarily by mail. In addition to the solicitation of proxies by mail, directors and officers and certain employees of the Company may solicit proxies personally by telephone or other telecommunication but will not receive additional compensation for doing so. The Company has engaged D.F. King as a strategic shareholder advisor, proxy solicitation agent and strategic communications advisor. D.F. King can be reached by telephone, toll-free in North America at 1-855-487-9247 or at 1-416-947-8482 outside of North America (collect call) or by email at inquiries@dfking.com.

Q. What if I can't attend the Meeting in person?

- A.** If you cannot attend the Meeting in person please ensure the enclosed **BLUE** form of proxy is received either by the Company strategic shareholder advisor, D.F. King, or the Company's transfer agent, Computershare Investor Services Inc., by 2:00 p.m. (Pacific Time) on Friday, June 8, 2018 to ensure that as large a representation as possible may be had at the Meeting. The **BLUE** form of proxy includes instructions as to how you may vote by phone or via the internet. The Chair of the Meeting may waive or extend this cut-off time at his discretion without notice.

Q. What documents have been sent to shareholders?

- A.** In addition to this Management Information Circular, shareholders have been sent a Letter to Shareholders and a **BLUE** form of proxy or voting instruction form (the "**Meeting Materials**"). Copies of these documents are available under the Company's profile at www.sedar.com and on the Company's website at www.glance.tech.

Q. Who is entitled to vote at the Meeting?

- A.** Only shareholders of record at the close of business on April 20, 2018 are entitled to receive notice of and vote at the Meeting.

Q. What proxy or Voting Instruction Form should I use?

- A.** Use ONLY the **BLUE** form of proxy or voting instruction form to vote for the Company's director nominees, who have a consistently articulated strategy for creating value and the proven integrity, experience, knowledge and professional and technical skillset needed to execute on that vision. Discard any form of proxy that you receive from the former President and Chief Operating Officer, Penny Green.

Q. When must my shares be voted by?

A. Shares must be voted prior to **2:00 p.m. Pacific Time (or 5:00 pm (Eastern Time)) on Friday, June 8, 2018**. If you are mailing a signed **BLUE** form of proxy or voting instruction form, please ensure that it arrives before this time. It is suggested that shareholders vote online or by telephone to prevent delays that may result in your vote not being received in time.

Q. How many Shares are eligible to vote?

A. The number of Common Shares outstanding and eligible to vote at the Meeting as of the Record Date is 135,880,880. Each Common Share carries the right to one vote and all Common Shares may be voted at the Meeting.

Q. Are there any shareholders who hold more than 10% of the Shares?

A. To the knowledge of the directors and senior officers of the Company, there are two beneficial owners or persons exercising control or direction over voting securities carrying more than 10% of the voting rights attached to the voting securities of the Company. These are Desmond Griffin, the Chief Executive Officer of the Company holding 14,670,832 Common Shares or 10.80% of the outstanding Common Shares and Penny Green, holding, directly and indirectly, 15,108,063 Common Shares or 11.12% of the outstanding Common Shares, as at the Record Date (based on publicly available information).

Q. Who will count the votes?

A. Votes will be tabulated by Computershare Investor Services Inc., the Company's transfer agent.

Q. What if I already voted on another form of proxy or voting instruction form?

A. Even if you have already voted using a dissident form of proxy or voting instruction form, you have every right to change your vote and support the Company's director nominees who have the proven track record of creating value for all shareholders and the plan to improve the performance of your investment. Simply vote the accompanying **BLUE** form of proxy and it will replace your earlier vote.

Q. How do I appoint someone else to vote for me?

A. The persons named in the accompanying **BLUE** form of proxy or voting instruction form are directors and/or officers of the Company. If you wish to appoint a person other than the names that appear, then strike out those printed names appearing on the Form of Proxy and insert the name of your chosen proxyholder in the space provided or submit another appropriate form of proxy permitted by law. Send or deliver the completed proxy to the offices of Computershare Investor Services Inc. before the above-mentioned deadline. If you appoint a non-management proxyholder please make them aware and ensure they will attend the Meeting for the vote to count.

Q. How will my **BLUE form of proxy be voted?**

A. If no specification is provided on the form of proxy, your shares will be voted as follows:

1. **AGAINST** the removal of Kirk Herrington, James Topham and Larry Timlick from office as directors of the Company;
2. **WITHHOLD** your vote on the election as directors of the Company of William Davis, John LoGiudice and Spiros Margaris;
3. **FOR** confirming the number of directors of the Company for the ensuing year at five (5);

4. **FOR** the election of the Company's nominees as directors of the Company, namely Messrs. Desmond Griffin, Kirk Herrington, James Topham, Larry Timlick and Steven Cadigan;
5. **FOR** the appointment of Saturna Group Chartered Professional Accountants LLP as auditors of the Company for the fiscal year ending November 30, 2018 and to authorize the Board of Directors to fix the remuneration to be paid to the auditor; and
6. **FOR** the confirmation, ratification and approval of the Advance Notice Policy.

Q. What if I want to change my vote or revoke my BLUE form of proxy or voting instruction form?

- A.** A registered shareholder who has given a proxy may revoke it at any time before it is exercised by an instrument in writing: (a) executed by that shareholder or by that shareholder's attorney-in-fact authorized in writing or, where the shareholder is a corporation, by a duly authorized officer of, or attorney-in-fact for, the corporation; and (b) delivered either: (i) to the Company at the address set forth above, at any time up to and including the last business day preceding the day of the Meeting or, if adjourned or postponed, any reconvening thereof, or (ii) to the Chair of the Meeting prior to the vote on matters covered by the proxy on the day of the Meeting or, if adjourned or postponed, any reconvening thereof, or (iii) in any other manner provided by law.

Also, a proxy will automatically be revoked by either: (i) attendance at the Meeting and participation in a poll (ballot) by a registered shareholder, or (ii) submission of a subsequent proxy in accordance with the foregoing procedures. A revocation of a proxy does not affect any matter on which a vote has been taken prior to any such revocation.

Beneficial Shareholders may revoke their voting instructions before they are acted on. To revoke your voting instructions, contact your broker or intermediary.

Beneficial Shareholders may change their voting instructions by sending new instructions prior to their intermediary's cut off time to revoke their vote. The latest instructions will be the only valid instructions.

Q. Who should I contact for more information or assistance in voting my shares?

- A.** If you have any questions or require more information with respect to voting at the Meeting, please contact the Company's strategic shareholder advisor, proxy solicitation agent and strategic communications advisor, D.F. King, by email at inquiries@dfking.com or by telephone at 1-855-487-9247 (toll free within North America) or 1-416-947-8482 (outside of North America).

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Company is authorized to issue an unlimited number of Common Shares without par value. As of the Record Date, a total of 135,880,880 Common Shares were issued and outstanding. Each Common Share carries the right to one vote at the Meeting.

Only registered shareholders as of April 20, 2018, being the Record Date, are entitled to receive notice of, and to attend and vote at, the Meeting or any adjournment or postponement thereof.

As of the Record Date, to the knowledge of the directors and senior officers of the Company, no person or company beneficially owns, directly or indirectly, or exercises control or direction over, Common Shares carrying more than 10% of the voting rights attached to the outstanding Common Shares, other than as set forth below:

Name of Shareholder	Number of Common Shares Owned ⁽¹⁾	Percentage of Outstanding Common Shares ⁽²⁾
Desmond Griffin	14,670,832 ⁽³⁾	10.80% ⁽³⁾
Penny Green	15,108,063 ⁽⁴⁾	11.12%

Notes:

(1) Information taken from publicly available filings on www.sedi.ca.

(2) Based on 135,880,880 Common Shares issued and outstanding as of Record Date.

(3) In addition, as of the Record Date, Mr. Griffin's wife, Angela Griffin, owns 380,000 Common Shares, equal to 0.28% of the Common Shares outstanding. Their combined family holdings are 15,050,832 Common Shares, equal to 11.08% of the Common Shares outstanding.

(4) Includes 4,848,000 Common Shares held by Niagara Acquisitions Corp., which is controlled by Penny Green.

PARTICULARS OF MATTERS TO BE ACTED UPON AT THE MEETING

Presentation of Financial Statements

The audited financial statements of the Company for the fiscal year ended November 30, 2017, together with the report of the auditor thereon, as well as the interim unaudited financial statements of the Company for the three months ended February 28, 2018, will be placed before the Meeting. Receipt at the Meeting of those financial statements will not constitute approval or disapproval of any matters referred to therein. No vote will be taken on the financial statements, which are available for viewing under the Company's SEDAR profile at www.sedar.com.

Pursuant to National Instrument 51-102 *Continuous Disclosure Obligations* and NI 54-101, a person or corporation who in the future wishes to receive annual and interim financial statements from the Company must deliver a written request for such material to the Company. Shareholders who wish to receive annual and interim financial statements are encouraged to complete the appropriate section on the enclosed request form and send it to the Transfer Agent.

Requisition Matters

On February 20, 2018, Glance terminated the consulting agreement with Ms. Penny Green whereby she provided services to Glance as President. Subsequently, the Company received a requisition of a meeting of shareholders of the Company from Ms. Green (the "**Green Requisition**").

The Green Requisition called for ordinary resolutions of shareholders (the “**Requisition Resolutions**”) to:

- 1) remove each of Kirk Herrington, James Topham and Larry Timlick, or each of their respective successor(s) or alternate(s) from office as directors of the Company (the “**Director Removal Resolution**”); and
- 2) if the Director Removal Resolution is passed, elect William Davis, John LoGiudice and Spiros Margaris as directors of the Company, to each hold office until the next annual general meeting of the shareholders.

A copy of the requisition which sets out the full biographical details relating to William Davis, John LoGiudice and Spiros Margaris as presented to the Company by Penny Green on February 20, 2018, including the full text of the proposed Requisition Resolutions, is attached hereto as Schedule “A”.

Management recommends that shareholders vote AGAINST and WITHHOLD, respectively, to the Requisition Resolutions.

Annual General Meeting Matters

Number of Directors

At the Meeting, shareholders will be asked to approve an ordinary resolution to confirm the number of directors to be elected at five (5) directors.

Management recommends that shareholders vote FOR confirming of the number of directors of the Company to be elected annually at five (5).

Election of Directors

The directors of the Company are elected at each annual meeting of shareholders and hold office until the next annual meeting, or until their successors are duly elected or appointed in accordance with the Company’s Articles or until such director’s earlier resignation, removal or death. In the absence of instructions to the contrary, the enclosed form of proxy will be voted for the nominees listed in the form of proxy.

Management of the Company proposes to nominate the persons named in the table below for election by the shareholders as directors of the Company. Information concerning such persons, as furnished by the individual nominees, as of the date of this Information Circular, is as follows:

Desmond Griffin, Age 44

North Vancouver, British Columbia



Director since October 29, 2015
CEO since November 1, 2015

Mr. Griffin is the Company's full-time Chief Executive Officer ("**CEO**") and a co-founder. He originally developed the intellectual property that forms the core of the Company's software technology. He is the Company's second largest shareholder with 14,670,832 Common Shares equal to 10.80% of the Common Shares outstanding, as of the Record Date.

Mr. Griffin is the husband of Angela Griffin, the Company's Chief Technology Officer, who owns 380,000 Common Shares, equal to 0.28% of the Common Shares outstanding, as of the Record Date. Their combined family holdings are 15,050,832 Common Shares, equal to 11.08% of the Common Shares outstanding, as of the Record Date.

Prior to founding the Company, Mr. Griffin's business achievements include co-founding Vancouver-based PayByPhone (formerly Verrus Mobile Technologies) in 2000. As CEO of PayByPhone from inception, Mr. Griffin led the development of its PayByPhone mobile payment technology from a concept to a platform processing tens of millions of mobile payments annually for millions of consumers around the world, making it one of the leading mobile payment apps in the market at the time. Starting from Vancouver, PayByPhone developed urban markets across North America and entered France, the UK and Australia under Mr. Griffin's leadership. When the business was sold, its shareholders received \$45 million.

From 2014 to 2016 Mr. Griffin worked on his own projects including concepts that were vended into the Company. In addition Mr. Griffin worked as a consultant and for a digital gift card company, Buyatab Online Inc. Mr. Griffin's leadership qualifications include a Bachelor of Business Administration from Simon Fraser University (1996) and the Chartered Financial Analyst designation (2000).

Mr. Griffin is not an independent director, by virtue of his employment as the full-time CEO of the Company. Mr. Griffin is not a director of any other publicly traded company.

Kirk Herrington, Age 59
West Vancouver, British Columbia



- Chair of the Board since October 27, 2017
- Independent director since October 29, 2015
- Member of Glance’s Audit Committee (the “**Audit Committee**”)
- Chair of Glance’s Compensation Committee (the “**Compensation Committee**”)

Mr. Herrington is Chief Operating Officer and Chief Technology Officer with Connect2Classes. He is not a director of any other publicly traded companies. He owns 25,000 Common Shares and options to acquire 212,500 Common Shares as of the Record Date.

With 35 years of experience in computer software technology and business strategy, Mr. Herrington is a serial entrepreneur who brings significantly greater and more relevant expertise to the Board of Directors than any of the dissident requisition nominees.

His business experience is well suited to the Company’s needs and includes experience at Internet Pipeline Inc. with Software as a Service (“**SaaS**”), Glance’s technology category. His experience also includes mergers and acquisitions (“**M&A**”), which would be extremely valuable to the Company in the event that the Company determines to acquire any other companies or should the company become involved in a change of control transaction in the future.

Mr. Herrington has co-founded five closely-held software companies, of which four have been acquired, as illustrated in the table below.

#	Company Name	Business	Start	End	M&A outcome
1	Connect2Classes	Software technology	2014	ongoing	Not sold
2	GaleForce Solutions Inc.	Software technology	2003	2011	Sold, terms not disclosed
3	Simba Technologies	Software technology	1995	1999	Sold for \$30 million
4	Page Ahead	Software technology	1991	1995	Sold to owners of Simba (internal ownership reorganization), terms not disclosed
5	Paradigm Development	Software technology	1988	1991	Sold, terms not disclosed

Mr. Herrington’s career includes service as an officer or director of two Vancouver-based publicly traded software technology companies: The Company (Director even before it began trading in September 2016) and Pivotal Corp. (Chief Technology Officer from 2000 to 2002).

Mr. Herrington has also served as an officer at seven closely held companies, all focused on software technology, as shown in the table below.

#	Titles	Period	Company Name
1	COO, CTO	2014 – ongoing	Connect2Classes ⁽¹⁾
2	VP R&D for CRM/ VP CRM (sequentially)	2011-2012	Internet Pipeline Inc. ⁽²⁾
3	CEO, VP R&D, Services, CEO (sequentially)	2003-2011	GaleForce Solutions Inc. ⁽³⁾
4	CTO	2000-2002	Pivotal Corp.
5	CEO, CTO (sequentially)	1995-1999	Simba Technologies ⁽⁴⁾
6	VP R&D	1991-95	Page Ahead ⁽⁵⁾
7	VP R&D	1988-1991	Paradigm Development ⁽⁶⁾

Notes:

- (1) Software to find educational classes locally or online <https://www.connect2classes.com>
- (2) Software as a Service solutions for the insurance and financial services industry <http://www.ipipeline.com/canada>
- (3) Software customer relationship management solutions for the financial services market. <http://www.ipipeline.com/uk/insurance-software-solutions/news/ipipeline-acquires-galeforce-solutions-and-leading-crm-suite>
- (4) Software data connectivity and data integration solutions <https://www.simba.com>
- (5) Software for data reporting backed by Venrock and other top US venture capitalists
- (6) Software development for Adobe Systems Inc. and Microsoft Corp.

In addition, during his career of more than 35 years Mr. Herrington has served as a consultant on contract with several of the world’s largest and most respected software companies: Oracle, Apple, HP, IBM, Adobe, Microsoft and SAP. Mr. Herrington earned a Bachelor of Applied Science degree from the University of British Columbia in 1981.

In contrast to Mr. Herrington, the dissident requisition nominees have disclosed:

- NO expertise in computer software.
- NO computer software experience.
- NO M&A experience.
- NO experience as an officer or director of a publicly traded company (other than Mr. LoGiudice’s false claim to have been President of Ericsson).
- NO experience as a director of the Company.

James Topham, Age 67
Vancouver, British Columbia



- Independent director since May 12, 2016
- Chair of the Audit Committee
- Member of the Compensation Committee

Mr. Topham is a professional corporate director and currently serves on the boards of three companies other than the Company. He does not own any Common Shares but owns options to acquire 300,000 Common Shares as of the Record Date.

Like Mr. Timlick and Mr. Herrington, Mr. Topham understands the role of a director of a publicly traded company. His experience as an auditor encompassed Glance's SaaS technology category. Mr. Topham has served on eight boards since 2010 including LED Medical Diagnostics Inc. which is involved in SaaS. As illustrated in the table below, his combined experience amounts to 19.6 board years.

#	Company	Start	End	Years of service
1	Glance Technologies Inc. ⁽¹⁾	September 2016	Ongoing	1.6
2	Novoheart Limited ^{(1) (2)}	September 2017	Ongoing	0.6
3	LED Medical Diagnostics Inc. ^{(1) (3)}	January 2018	Ongoing	0.3
4	Urthecast Corp. ^{(1) (4)}	May 2015	Ongoing	3.0
5	Norsat International Inc. ^{(1) (5)}	May 2011	July 2017	6.2
6	DDS Wireless International Inc. ^{(1) (2)}	May 2011	June 2014	3.1
7	Day4 Energy Inc. ^{(1) (5)}	June 2010	November 2012	2.4
8	Epic Data International Inc. ^{(1) (2)}	February 2011	July 2013	2.4
	Total board years			19.6

Notes:

- (1) *Chair of the audit committee.*
- (2) *Novoheart Limited is a biotechnology company.*
- (3) *LED Medical Diagnostics Inc. is a dental imagining technology company.*
- (4) *Urthecast Corp. is a technology company.*
- (5) *Member of a special committee that recommended acceptance of a takeover offer.*

Mr. Topham brings significant M&A experience to the Board of Directors, which would be extremely valuable to the Company in the event that the Company determines to acquire any other companies or should the company become involved in a change of control transaction in the future. For all four of the boards on which he no longer serves, he was a member of the Special Committee of independent directors that considered, negotiated and ultimately recommended acceptance of a takeover offer.

What's more, Mr. Topham brings crucial experience to the Audit Committee, which is in charge of overseeing financial reporting and disclosure. His experience includes 20 years (1988-2008) as an audit partner with a technology specialization for one of the world's biggest accounting firms, KPMG LLP. It also includes joining the audit committee for every board on which he has served. He has been Chair of the audit committee for each of those companies, and currently serves in this role on four public companies, including the Company.

Mr. Topham has been a Fellow of the Chartered Professional Accountants of British Columbia ("CPABC") since 2011. The Fellow designation is a rare honour granted by the Board of the CPABC to formally recognize those members who have rendered exceptional services and brought honour to the profession.

Mr. Topham was a founder, and for its first nine years, board member of the B.C. Technology Industries Association, for which he was honoured with a Lifetime Achievement Award. He initiated the founding of the Clean Technology CEO Alliance and served on its Advisory Board until 2010, and has served on the board for WINBC and the Council of the Institute of Chartered Accountants of B.C.

Mr. Topham was also a founder of Social Ventures Partners Vancouver, which has raised several million dollars and provided thousands of hours of senior executive time for funding specific Vancouver

community charitable projects and social enterprises, and he served on its board for 10 years and as Chair for 3 years. He has been an officer of two closely-held companies.

Mr. Topham obtained a Bachelor of Commerce Degree with Honours (computer science major) from the University of Saskatchewan, where he was awarded Most Distinguished Graduate for the College of Commerce 1972.

In contrast to Mr. Topham, the dissident requisition nominees have disclosed:

- NO experience as an accountant.
- NO M&A experience.
- NO experience as an officer or director of a publicly traded company (other than Mr. LoGiudice's false claim to have been President of Ericsson).
- NO experience on an audit committee.
- NO experience as a director of the Company.

Larry Timlick, Age 61

West Vancouver, British Columbia



- Independent director since April 18, 2017
- Member Audit Committee
- Member Compensation Committee

Mr. Timlick is President of Triplet Management, a private company, and is a director of two publicly traded companies other than the Company. He owns 81,828 Common Shares, equal to 0.06% of the Common Shares outstanding, options to acquire 200,000 Common Shares and 267,500 Common Share purchase warrants, as of the Record Date.

His career of more than 30 years from 1985 to 2016 was focused on technology sales and sales management, except for a brief break between 2005 and 2008 when he focused primarily on corporate planning for a real estate investment company. During his career he received numerous awards from his employers for his exceptional personal effort and developed specific experience in SaaS, Glance's technology category.

The table below illustrates Mr. Timlick's exceptional career path in technology sales:

Period	Title	Employer	HQ	Business
2015 - 2016	VP for Western Canada	Avaya Holdings Corp. (OTCQX: AVYA)	Santa Clara, California	Selling direct to Enterprise / Service Provider companies to provide SaaS solutions for unified communications and contact centres.
2014 - 2015	Director of Networking Sales – Canada			
2011 - 2014	Regional Sales Leader – Western Canada	Arista Networks Inc. (NYSE:ANET)	Santa Clara, California	Selling technology that that allowed enterprise / Service Provider businesses to build large data centres which could deploy SaaS applications.
2009 - 2011	Sales & Marketing Territory Manager: British Columbia, Saskatchewan and Manitoba	Aruba Networks (NASDAQ: ARUN)	Sunnyvale, California	Selling wireless local area networking, network security and management software solutions for the mobile enterprise.
1991- 2004	Regional Manager, TELUS Region Manager, Western Region Account Manager, Western Canada	Cisco Systems, Inc. (NASDAQ: CSCO)	San Jose, California	Selling networking hardware, telecommunications equipment and other high-technology services and products.
1985 - 1990	Branch Manager, BC Region	AT&T Canada	Toronto	Sales, technical solutions, customer support and administration for networking and server-based solutions.

Mr. Timlick also understands the role of a director of a publicly traded company, having been on six boards since 2005. As illustrated in the table below, his combined experience amounts to 28.9 board years.

#	Company	Start	End	Years of service
1	Glance Technologies Inc.	April 2017	Ongoing	1
2	Para Resources Inc. ⁽¹⁾	September 2010	Ongoing	8
3	CounterPath Corporation ⁽²⁾	June 2005	Ongoing	12.9
4	Legion Metals Corp. ⁽³⁾	September 2017	Ongoing	0.6
5	Stage Capital Inc. (predecessor to Trueclaim Exploration Inc.)	December 2006	December 2008	2
6	Sora Capital Corp. (predecessor to Prosmart Enterprises Inc.)	January 2013	June 2017	4.4
	Total board years			28.9

Notes:

- (1) Para Resources Inc. is a mining company.
- (2) CounterPath Corporation is a software company.
- (3) Legion Metals Corp. is a mining company.

The Board of Directors needs Mr. Timlick's understanding of sales leadership and the development and management of a dedicated sales team as the Company expands into new markets and grows demand in markets where the Company currently operates. The Board of Directors also needs his experience as a director of publicly traded companies and his committee experience, consisting of 12 years on audit committees and 10 years on compensation committees on other boards.

In contrast to Mr. Timlick, the dissident requisition nominees have disclosed:

- NO experience in technology sales (or any kind of sales).
- NO experience as an officer or director of a publicly traded company (other than Mr. LoGiudice's false claim to have been President of Ericsson).
- NO experience on an audit committee or compensation committee.
- NO experience as a director of the Company.

Steven Cadigan, Age 54

Menlo Park, California



Mr. Cadigan is the founder of Cadigan Talent Ventures LLC, a human resources advisory firm based in California's Silicon Valley. He does not own any Common Shares or options to acquire Common Shares, as of the Record Date. If elected, he would be an independent director. He does not serve as a director of any other publicly traded companies.

With more than 25 years of leadership and executive experience in global human resources, Mr. Cadigan has practiced human resources in the US, Canada and Asia-Pacific with a variety of technology companies. Through leading worldwide human resources efforts for more than 60 M&A transactions at three global organizations since 1998, Mr. Cadigan has cultivated a deep understanding of business cycles, patterns, high growth, and the key elements required to forge an organization's sustainability.

Prior to launching his own firm, Mr. Cadigan served as Vice President Talent at LinkedIn Corporation ("**LinkedIn**") of Sunnyvale, California (2009 through 2012). During this period LinkedIn grew from a private firm of 400 employees, through an initial public offering and into the powerhouse that it is recognized as today. The ground breaking work Mr. Cadigan did at LinkedIn as the executive responsible for culture, leadership, talent and organizational development is widely seen as the textbook example of how a company can leverage its culture to scale profitably in record time.

Before LinkedIn, Mr. Cadigan served as VP of Human Resources for Electronic Arts of Redwood City, California (2008-2009) and PMC Sierra of Vancouver (2004-2008).

In early 2017, Mr. Cadigan co-founded ISDI Digital University to help address the growing digital divide. ISDI offers a Master's Degree in Internet Business (MIB) and is the first of its kind in the United States.

Mr. Cadigan holds a Bachelor of Arts in History from Wesleyan University (1982) and a Master of Arts in Human Resources Management and Organization Development from the University of San Francisco (2001).

Management recommends that shareholders vote FOR the resolution to elect each of the nominees listed above as a director of the Company for the ensuing year.

Management does not contemplate that any of its nominees will be unable to serve as directors. If any vacancies occur in the slate of nominees listed above before the Meeting, then the Designated Persons intend to exercise discretionary authority to vote the Common Shares represented by proxy for the election of any other persons as directors.

Advance Notice Policy

On February 23, 2018, the Company adopted an advance notice policy (the “**Advance Notice Policy**”) that requires that advance notice to the Company must be provided in circumstances where nominations of persons for election to the Board of Directors are made by shareholders of the Company, subject only to the *Business Corporations Act* (British Columbia) and the Articles of the Company. The full text of the Advance Notice Policy is available on SEDAR at www.sedar.com.

Among other things, the Advance Notice Policy fixes a deadline by which holders of record of Common Shares must submit director nominations to the secretary of the Company prior to any annual or special meeting of shareholders and sets forth the specific information that a shareholder must include in the written notice to the secretary of the Company for an effective nomination to occur. No person will be eligible for election as a director of the Company unless nominated in accordance with the provisions of the Advance Notice Policy.

In the case of an annual meeting of shareholders, notice to the Company must be made not less than 30 prior to the date of the annual meeting; provided, however, that in the event that the annual meeting is to be held on a date that is less than 50 days after the date on which the first public announcement of the date of the annual meeting was made, notice may be made not later than the close of business on the 10th day following such public announcement.

In the case of a special meeting of shareholders (which is not also an annual meeting), notice to the Company must be made not later than the close of business on the 15th day following the day on which the first public announcement of the date of the special meeting was made.

The Board of Directors may, in its sole discretion, waive any requirement of the Advance Notice Policy.

Majority Voting Policy

The Corporation has adopted a majority voting policy where any nominee proposed for election as a director is required to tender his or her resignation if the director receives more “Withheld” votes than “For” votes (i.e., a majority of withheld votes) at any meeting where Shareholders vote on the election of directors. The Board of Directors will make a decision whether or not to accept the resignation to the Board of Directors, but in the absence of exceptional circumstances, the Board of Directors shall accept such resignation. Within 90 days after the meeting, the Board of Directors will issue a press release either announcing the resignation of the director or explaining the reasons justifying its decision not to accept the resignation. A director who tenders a resignation pursuant to this policy will not participate in any meeting of the Board of Directors at which the resignation is considered.

Minimum Share Ownership Policy

The Company has adopted a minimum share ownership policy for its non-employee directors (the “**Ownership Policy**”). Pursuant to the Ownership Policy, all independent directors must maintain a minimum ownership of 100,000 Common Shares after serving on the Board of Directors for at least three (3) years. All vested stock options exercisable to acquire Common Shares (“**Options**”) (net of that number of Common Shares that such director would need to sell to cover the exercise price with respect to such vested Options) shall be treated as Common Shares owned by such director with respect to the minimum ownership requirement. The Ownership Policy is intended to encourage independent directors to own Common Shares whether or not they receive compensation beyond Options for serving on the Board of Directors.

Cease Trade Orders

No proposed director of the Company is, or within the 10 years before the date of this Information Circular has been, a director, chief executive officer or chief financial officer of any company that:

- (a) was subject to an order that was issued while the proposed director 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 proposed director 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 or chief financial officer.

Bankruptcies

No proposed director of the Company is, or within 10 years before the date of this Information Circular has been, a director or executive officer of any company that, while the person was acting in that capacity, or within a year of that person ceasing to act in the 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.

Personal Bankruptcies

No proposed director of the Company has, within 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

Securities Related Penalties and Sanctions

No proposed director has been subject to, or entered into a settlement agreement resulting from:

- (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 securityholder in deciding whether to vote for a proposed director.

Appointment of Auditor

At the Meeting, shareholders will be asked to pass an ordinary resolution re-appointing Saturna Group Chartered Professional Accountants LLP as the auditor of the Company to hold office until the next annual meeting of the shareholders or until such firm is removed from office or resigns as provided by law and to authorize the Board of Directors to fix the remuneration to be paid to the auditor. Saturna Group Chartered Professional Accountants LLP, of Vancouver, British Columbia, has served as the auditor of the Company since December 2015.

Management recommends that shareholders vote FOR the appointment of Saturna Group Chartered Professional Accountants LLP as the auditor of the Company for the fiscal year ended November 30, 2018, at a remuneration to be fixed by the Board of Directors.

Advance Notice Policy

On February 23, 2018, the Board of Directors unanimously approved the Advance Notice Policy. If the Advance Notice Policy is confirmed, ratified and approved at the Meeting, the Advance Notice Policy will continue to be effective and in full force and effect in accordance with its terms and conditions beyond the termination of the Meeting. If the Advance Notice Policy is not confirmed, ratified and approved at the Meeting, the Advance Notice Policy will terminate and be of no further force or effect after the termination of the Meeting. The full text of the Advance Notice Policy is available on SEDAR at www.sedar.com.

At the Meeting, shareholders will be asked to pass the following ordinary resolution (the “**Advance Notice Policy Resolution**”):

“**BE IT RESOLVED** that:

- (a) the Company’s Advance Notice Policy (the “**Advance Notice Policy**”) as adopted unanimously by the Board of Directors of the Company (the “**Board**”) on February 23, 2018 be and is hereby confirmed, ratified and approved;
- (b) the Board be authorized in its absolute discretion to administer the Advance Notice Policy and amend the Advance Notice Policy in accordance with its terms and conditions to the extent needed to reflect changes required by securities regulatory agencies or stock exchanges, so as to meet industry standards, or as otherwise determined to be in the best interest of the Company and its shareholders; and
- (c) any one officer of the Company be and is hereby authorized and directed to do all such acts and things and to execute and deliver, under the corporate seal of the Company or otherwise, all such deeds, documents, instruments and assurances as in his or her opinion may be necessary or desirable to give effect to the foregoing resolutions.”

Management recommends that shareholders vote FOR the Advance Notice Policy Resolution to confirm, ratify and approve the Advance Notice Policy.

STATEMENT OF EXECUTIVE COMPENSATION

Definitions

For the purpose of this Information Circular:

“**company**” includes other types of business organizations such as partnerships, trusts and other unincorporated business entities;

“**compensation securities**” includes stock options, convertible securities, exchangeable securities and similar instruments including stock appreciation rights, deferred share units and restricted stock units granted or issued by the Company or one of its subsidiaries for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries;

“**external management company**” includes a subsidiary, affiliate or associate of the external management company;

“**named executive officer**” or “**NEO**” means each of the following individuals:

- (a) each individual who, in respect of the Company, during any part of the most recently completed financial year, served as CEO, including an individual performing functions similar to a CEO;
- (b) each individual who, in respect of the Company, during any part of the most recently completed financial year, served as chief financial officer (“**CFO**”), including an individual performing functions similar to a CFO;
- (c) in respect of the Company and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000, as determined in accordance with subsection 1.3(5) of Form 51-102FV6 *Statement of Executive Compensation – Venture Issuers*, for that financial year; and
- (d) each individual who would be an named executive officer under paragraph (c) but for the fact that the individual was not an executive officer of the Company, and was not acting in a similar capacity, at the end of that financial year;

“**plan**” includes any plan, contract, authorization, or arrangement, whether or not set out in any formal document, where cash, compensation securities or other property may be received, whether for one or more persons; and

“**underlying securities**” means any securities issuable on conversion, exchange or exercise of compensation securities.

Director and Named Executive Officer Compensation

The following table summarizes the compensation paid to each director and NEO for each of the Company’s two most recently completed financial years:

Table of Compensation Excluding Compensation Securities							
Name and Position	Year Ended November 30	Salary, Consulting Fee, Retainer or Commission (\$)	Bonus (\$)	Committee or Meeting Fees (\$)	Value of Perquisites (\$)	Value of All Other Compensation (\$)	Total Compensation (\$)
Desmond Griffin <i>CEO and Director</i>	2017	135,000 ⁽¹⁾	Nil	Nil	Nil	Nil	135,000
	2016	135,000 ⁽²⁾	Nil	Nil	Nil	Nil	135,000
Laura Burke <i>CFO</i>	2017	83,173 ⁽³⁾	3,000	Nil	Nil	Nil	86,173
	2016	17,964 ⁽³⁾	Nil	Nil	Nil	Nil	17,964
Penny Green ⁽⁴⁾ <i>President, COO and Director</i>	2017	95,000 ⁽⁵⁾	Nil	Nil	Nil	47,500 ⁽⁵⁾	142,500
	2016	85,000 ⁽⁶⁾	Nil	Nil	Nil	106,250 ⁽⁶⁾	191,250
Kirk Herrington <i>Chair of the Board and Director</i>	2017	Nil	Nil	Nil	Nil	Nil	Nil
	2016	Nil	Nil	Nil	Nil	Nil	Nil
James Topham <i>Director</i>	2017	Nil	Nil	Nil	Nil	Nil	Nil
	2016	Nil	Nil	Nil	Nil	Nil	Nil
Larry Timlick <i>Director</i>	2017	Nil	Nil	Nil	Nil	Nil	Nil
	2016	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

- (1) Paid to Mr. Griffin pursuant to a management agreement dated November 1, 2015 as amended and restated on February 1, 2016 and March 15, 2016. \$120,000 of the compensation was paid in cash, and \$15,000 was paid in Common Shares. As of March 1, 2017, Mr. Griffin's salary has been reduced by \$5,000 per month. Mr. Griffin did not receive any compensation other than Options (as defined below) pursuant to his position as a director.
- (2) Paid to Mr. Griffin pursuant to a management agreement dated November 1, 2015 as amended and restated on February 1, 2016 and March 15, 2016. \$92,500 of the compensation was paid in cash, and \$42,500 was paid in Common Shares. As of March 1, 2017, Mr. Griffin's salary has been reduced by \$5,000 per month. Mr. Griffin did not receive any compensation pursuant to his position as a director.
- (3) Paid to Ms. Burke in cash pursuant to an employment agreement dated September 13, 2016.
- (4) Ms. Green ceased to be the President and Chief Operating Officer ("COO") of the Company effective February 20, 2018.
- (5) \$95,000 paid directly to Ms. Green; \$65,000 in cash and \$30,000 in Common Shares pursuant to a management agreement dated February 1, 2015 and amended and restated on October 28, 2015, February 7, 2016 and March 15, 2016. A further \$7,500 in Common Shares and \$40,000 in cash was paid indirectly to Ms. Green to Delmont Holdings Ltd. ("Delmont"), a company controlled by Ms. Green, pursuant to a services agreement dated November 1, 2014 and amended as of October 28, 2015 and March 15, 2016. This contract ended on March 31, 2017. Ms. Green did not receive any compensation pursuant to her position as a director.
- (6) \$85,000 paid directly to Ms. Green in Common Shares pursuant to a management agreement dated February 1, 2015 and amended and restated on October 28, 2015, February 7, 2016 and March 15, 2016. A further \$76,250 in Common Shares and \$30,000 in cash was paid indirectly to Ms. Green to Delmont, a company controlled by Ms. Green, pursuant to a services agreement dated November 1, 2014 and amended as of October 28, 2015 and March 15, 2016. Ms. Green did not receive any compensation other than Options pursuant to her position as a director.

Stock Options and Other Compensation Securities

The following compensation securities were granted to the directors and NEO's of the Company in the Company's most recently completed financial year ended November 30, 2017:

Name and Position	Type of Compensation Security	Number of Compensation Securities and Number of Underlying Securities and Percentage of Class ⁽¹⁾	Date of Grant	Exercise Price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry Date
Desmond Griffin ⁽²⁾ <i>CEO and director</i>	Options	Nil	N/A	N/A	N/A	N/A	N/A
Laura Burke ⁽³⁾ CFO	Options	50,000 ⁽⁴⁾ (0.82%)	09/15/2017	\$0.295	\$0.295	\$3.15	09/15/2022
		100,000 ⁽⁵⁾ (1.64%)	10/17/2017	\$0.72	\$0.72	\$3.15	10/17/2022
Penny Green ⁽⁶⁾ <i>President, COO and Director</i>	Options	Nil	N/A	N/A	N/A	N/A	N/A
Kirk Herrington ⁽⁷⁾ <i>Director</i>	Options	100,000 ⁽⁸⁾ (1.64%)	09/15/2017	\$0.295	\$0.295	\$3.15	09/15/2022
		250,000 ⁽⁹⁾ (4.10%)	10/27/2017	\$0.85	\$0.85	\$3.15	10/27/2022
James Topham ⁽¹⁰⁾ <i>Director</i>	Options	150,000 ⁽⁹⁾ (2.50%)	09/15/2017	\$0.295	\$0.295	\$3.15	09/15/2022
Larry Timlick ⁽¹¹⁾ <i>Director</i>	Options	100,000 ⁽⁹⁾ (1.64%)	04/18/2017	\$0.20	\$0.20	\$3.15	04/18/2022
		100,000 ⁽⁹⁾ (1.64%)	09/15/2017	\$0.295	\$0.295	\$3.15	09/15/2022

Notes:

- (1) Based on 5,777,976 issued and outstanding Options at November 30, 2017.
(2) As at November 30, 2017, Mr. Griffin held 300,000 Options.
(3) As at November 30, 2017, Ms. Burke held 230,000 Options.
(4) Options vest 25% immediately and 25% every three months thereafter.
(5) Options vest immediately.
(6) As at November 30, 2017, Ms. Green held 300,000 Options.
(7) As at November 30, 2017, Mr. Herrington held 262,500 Options.
(8) Options vest 25% immediately and 25% every three months thereafter.
(9) Options vest 25% immediately and 25% every three months thereafter.
(10) As at November 30, 2017, Mr. Topham held 300,000 Options.
(11) As at November 30, 2017, Mr. Timlick held 200,000 Options.

The following compensation securities were exercised by the directors and NEOs of the Company in the Company's most recently completed financial year ended November 30, 2017:

Name and Position	Type of Compensation Security	Number of Underlying Securities Exercised	Exercise Price Per Security (\$)	Date of Exercise	Closing Price Per Securities on Date of Exercise (\$)	Difference Between Exercise Price and Closing Price on Date of Exercise (\$)	Total Value on Exercise Date
Desmond Griffin <i>CEO and Director</i>	Options	100,000	0.15	11/20/2017	\$1.77	\$1.62	\$162,000
		100,000	0.15	11/21/2017	\$2.05	\$1.90	\$190,000
		100,000	0.15	11/22/2017	\$2.60	\$2.45	\$245,000
Laura Burke <i>CFO</i>	Options	25,000	\$0.15	11/01/2017	\$1.03	\$0.88	\$22,000
		25,000	\$0.28	11/20/2017	\$1.77	\$1.49	\$37,250
Penny Green <i>President, COO and Director</i>	Options	Nil	N/A	N/A	N/A	N/A	N/A
Kirk Herrington <i>Director</i>	Options	90,000	\$0.10	09/07/2017	\$0.26	\$0.16	\$14,400
		120,000	\$0.15	09/07/2017	\$0.26	\$0.11	\$13,200
		5,000	\$0.15	09/08/2017	\$0.28	\$0.13	\$650
		25,000	\$0.295	10/06/2017	\$0.93	\$0.635	\$15,875
		60,000	\$0.10	10/31/2017	\$1.10	\$1.00	\$60,000
		62,500	\$0.85	11/10/2017	\$1.61	\$0.76	\$47,500
James Topham <i>Director</i>	Options	175,000	\$0.15	11/16/2017	\$1.54	\$1.39	\$243,250
Larry Timlick <i>Director</i>	Options	Nil	N/A	N/A	N/A	N/A	N/A

Stock Option Plans and Other Incentive Plans

The Company has a Stock Option Plan (the “Plan”) that permits the granting of Options to directors, officers, employees of, and consultants to, the Company, its subsidiaries and affiliates (“Eligible Persons”). The purpose of the plan is to attract and retain Eligible Persons and motivate them to advance the interests of the Company by affording them with the opportunity to acquire an equity interest in the Company through Options granted under the Plan. Unless authorized by the shareholders of the Company, the Plan limits the total number of Common Shares that may be reserved for issuance on the exercise of Options outstanding under the Plan, together with all of the Company’s other previously established or proposed Options, Option plans, employee stock purchase plans or any other compensation or incentive mechanisms involving the issuance or potential issuance of Common Shares, to a number not exceeding 10% of the number of Common Shares outstanding from time to time, subject to the following additional limitations:

- (a) no one person may be granted Options to purchase a number of Common Shares equaling more than 5% of the issued Common Shares of the Company in any 12 month period;
- (b) Options shall not be granted if the exercise thereof would result in the issuance of more than 2% of the issued Common Shares in any 12 month period to any one consultant of the Company (or any of its subsidiaries); and
- (c) Options shall not be granted if the exercise thereof would result in the issuance of more than 2% of the issued Common Shares in any 12 month period to persons employed to provide investor relations activities.

As of the Record Date, 7,740,044 Options (representing 5.7% of the issued and outstanding Common Shares) are granted to Eligible Persons, leaving 5,848,044 Options (representing 4.3% of the issued and outstanding Common Shares) remaining available for grant.

The Plan provides that the exercise price of Options shall be fixed by the Board of Directors at the time that the Option is granted, provided that such price shall not be less than the closing price of the Common Shares on the Canadian Securities Exchange (the “CSE”) on the day preceding the date of grant. Also, the Board of Directors may, in its sole discretion, determine the time during which Options shall vest and the method of vesting, or that no vesting restriction shall exist.

The maximum length of any Option shall be five (5) years from the date the Option is granted. Except as otherwise determined by the Board of Directors, a participant’s options will expire ninety (90) days after a participant ceases to act for the Company, other than by reason of death. Options of a participant that provides investor relations activities will expire 30 days after the cessation of the participant’s services to the Company. In the event of the death of a participant, the participant’s heirs or administrators shall have twelve (12) months in which to exercise the outstanding Options. The Options are not assignable, other than by reason of death.

The decision to grant Options is made by the Board of Directors as a whole, and a grant is approved by directors’ resolutions or at a meeting of the directors. A copy of the Plan is available for review at (a) www.sedar.com under the Company’s SEDAR profile as a “document affecting the rights of securityholders (or amendment thereto)” which was filed on June 9, 2016; and (b) the registered and records office of the Company at Suite 400 – 200 Granville Street, Vancouver, BC V6C 1S4 during normal business hours up to and including the date of the Meeting.

The Plan was previously approved by the Company’s shareholders.

Employment, Consulting and Management Agreements

On November 1, 2015, as amended on February 1, 2016, March 15, 2016, and March 1, 2017, the Company entered into a management agreement with Desmond Griffin, one of its officers and directors. Pursuant to the agreement, Mr. Griffin performs services as the Company’s CEO, including management recruitment, identifying and preparing the Company for future opportunities, ensuring it complies with all applicable laws and regulations and securing relationships with potential users of the Company’s technology. As consideration for his services, until March 1, 2017, Mr. Griffin received a monthly fee of \$15,000, of which \$10,000 was payable in cash and \$5,000 was payable in Common Shares each month at their market value on the date of issuance with the maximum discount allowed on the Canadian stock exchange on which the Company is listed. As of March 1, 2017, Mr. Griffin receives a monthly fee of \$10,000, payable in cash. The agreement may be terminated by the Company by providing two (2) month’s notice in writing to Mr. Griffin.

On October 29, 2015, as amended on January 15, 2016, the Company entered into a director agreement with Kirk Herrington, one of its directors. Pursuant to the agreement, Mr. Herrington shall provide the duties of a director to the Company as well as serving as the Chair of the Compensation Committee. As remuneration for performing these duties, Mr. Herrington was granted 275,000 Options. The Options shall expire 5 years from the date of grant, or earlier in accordance with the Plan. 150,000 of the Options are subject to a vesting schedule whereby 30% of Options vest after 6 months from the date of grant and 30% vest 12 months after the date of the grant and the remainder vest 24 months after the date of the grant, and once vested, each Option may be exercised to purchase one Common Share for \$0.10 per Common Share. 100,000 of the Options vested immediately and may be exercised to purchase one Common Share for \$0.15 per Common Share. The agreement may be terminated by the Company by providing one month’s notice to Mr. Herrington.

On February 1, 2015 as amended and restated on October 28, 2015, February 7, 2015, and March 15, 2016, the Company entered into a consulting agreement with Penny Green, one of its directors and officers. Pursuant to the agreement, Ms. Green provided services to the Company as President and Chief Operating Officer, including providing legal administrative support to the Company and assisting with raising financing. As consideration for her services, Ms. Green received compensation from the Company of \$10,000 per month, all of which, until February 28, 2017, was payable in Common Shares at their current market value with the maximum discount allowed on the CSE, and thereafter is payable in cash. The agreement was terminated on February 20, 2018.

On November 1, 2014 as amended and restated on October 28, 2015 and March 15, 2016, the Company entered into a services agreement with Delmont (the “**Services Agreement**”), a company controlled by Ms. Green, one of the Company’s current directors. Until February 28, 2017, Delmont received \$12,500 per month as compensation for its services to the Company, \$10,000 of which was payable in cash, and \$12,500 of which was payable in Common Shares each month at their market value on the date of issuance less the maximum discount allowed by the CSE. The Services Agreement was terminated on March 1, 2017.

On May 12, 2016, the Company entered into a director agreement with James Topham, one of its directors. Pursuant to the agreement, Mr. Topham shall provide the duties of a director to the Company, including serving as the Chair of the Audit Committee. As remuneration for performing these duties, Mr. Topham was granted 275,000 Options. The Options shall expire 5 years from the date of grant, or earlier in accordance with the Plan. 250,000 of the Options are subject to a vesting schedule whereby 30% of the Options vested immediately, 30% vest 6 months from the date of grant and the remainder vest 12 months after the date of the grant. Once vested, each Option may be exercised to purchase one Common Share for \$0.15 per Common Share. The agreement may be terminated by the Company by providing one month’s notice to Mr. Topham.

On September 13, 2016, as amended and restated on February 9, 2018, the Company entered into an employment agreement with Laura Burke, the then Vice President of Finance and now the current CFO. Pursuant to the agreement, Ms. Burke shall provide various financial and CFO services to the Company in exchange for compensation of \$120,000 per year, payable in cash. She also received a one-time grant of 55,000 incentive Options. The Options shall expire 5 years from the date of grant, or earlier in accordance with the Plan. The Options are subject to a vesting schedule whereby 50% of the Options vest 6 months from the date of grant and the remainder vest 12 months after the date of grant. Once vested, each Option may be exercised to purchase one Common Share for \$0.28 per Common Share. On February 9, 2018, pursuant to the amendment and restatement of the agreement, Ms. Burke received a further one-time grant of 50,000 incentive Options. The Options shall expire 5 years from the date of grant, or earlier in accordance with the Plan. The Options vest immediately and each Option may be exercised to purchase one Common Share for \$2.06 per Common Share. The agreement may be terminated by the Company by providing Ms. Burke the greater of Ms. Burke’s entitlement pursuant to the *Employment Standards Act* (British Columbia) or, at the Company’s sole discretion, either of the following: (i) 30 days’ working notice per year of service up to a maximum of 120 days; or (ii) payment in lieu of notice in the amount equivalent to 30 days’ base salary per year of service up to a maximum of 120 days.

The Company does not provide a pension to any director or NEO.

Oversight and Description of Director and Named Executive Officer Compensation

The Board of Directors has appointed the Compensation Committee and adopted a Compensation Committee Charter to assist the Board of Directors in fulfilling its compensation oversight responsibilities. Currently, the Compensation Committee consists of three members: James Topham, Kirk Herrington, and Larry Timlick. Kirk Herrington, James Topham and Larry Timlick are considered to be “independent” within the meaning of National Instrument 52-110 *Audit Committees* (“**NI 52-110**”). The Compensation Committee is tasked with assisting the Board of Directors to oversee the following:

- (i) executive compensation (including philosophy and programs),
- (ii) management development and succession planning,
- (iii) board compensation, and
- (iv) broadly applicable compensation and benefit programs.

The Compensation Committee is tasked with reviewing and approving on an annual basis the evaluation process and compensation structure for our executive officers and directors, and reviewing managements long-range planning for executive development and succession.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth details of all compensation plans under which equity securities of the Company were authorized for issuance, as of the end of the Company's most recently completed financial year:

Plan Category	Number of Securities to be Issued upon Exercise of Outstanding Options, Warrants and Rights (a)	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights (b)	Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) (c)
Equity compensation plans approved by security holders	5,975,322 ⁽¹⁾	\$0.64	6,760,567
Equity compensation plans not approved by security holders	Nil	N/A	N/A
Total	5,975,322		6,760,567

Note:

(1) Issued to Eligible Persons under the Plan.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As of May 1, 2018, no director, executive officer or employee of the Company or any of its subsidiaries; former director, executive officer or employee of the Company or any of its subsidiaries; proposed nominee for election as a director of the Company; or any associate of any of the foregoing: (i) is or has been indebted to the Company or any of its subsidiaries at any time since the beginning of the Company's most recently completed financial year, or (ii) is or has been the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries at any time since the beginning of the Company's most recently completed financial year.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as otherwise disclosed below or elsewhere in this Information Circular, to the knowledge of the Company, no: (a) director, proposed director or executive officer of the Company; (b) person or company who beneficially owns, directly or indirectly, Common Shares or who exercises control or direction of Common Shares, or a combination of both carrying more than 10% of the voting rights attached to the outstanding Common Shares (an "Insider"); (c) director or executive officer of an Insider; or (d) associate or affiliate of any of the directors, executive officers or Insiders, has had any material interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial

year or in any proposed transaction which has materially affected or would materially affect the Company, except with an interest arising from the ownership of Common Shares where such person or company will receive no extra or special benefit or advantage not shared on a pro rata basis by all holders of the same class of Common Shares.

On January 4, 2018, The Yield Growth Corp. (formerly Cannapay Financial Inc.) (“Yield”), an entity that is partially-owned, but not controlled, by the Company signed a definitive agreement to receive \$4 million for licensing and product pre sales with Cannabis Big Data Holdings Inc. (“Cannabis Big Data”). Pursuant to the sublicensing terms of a licensing agreement between the Company and Yield, the Company will receive a \$1 million fee for the sublicense of the Company’s mobile payment app technology to Cannabis Big Data. Penny Green, former President and COO of the Company and a director of the Company is the CEO of Yield and holds 14% of the issued and outstanding shares of Yield.

Informed persons of the Company and associates or affiliates of informed persons of the Company had a material interest in the following transactions that took place during the year ended November 30, 2017:

Transaction	Relationship	Amount incurred payable / paid in cash \$	Amount incurred payable / paid in stock	# Shares issued for conversion of debt	Options
Office expenses (rent, marketing & accounting) paid to Delmont ⁽¹⁾	Company controlled by the former President and Chief Operating Officer	40,000	17,500	111,750 ⁽²⁾	-
Marketing fees paid to ROMD Marketing ⁽³⁾	Company whereby the former Chief Marketing Officer is a principal	49,346	40,008	254,458 ⁽⁴⁾	-
Marketing fees paid to PNL Enterprise Ltd. ⁽³⁾	Company controlled by the former Chief Marketing Officer	24,673	20,004	127,229 ⁽⁴⁾	-
License & design fees from Yield	Company in which Glance has a 31.8% ownership at November 30, 2017	402,000	612,500 ⁽⁵⁾	-	-
License & Design fees from Active Pay Inc.	Company in which Glance has a 5.2% ownership at November 30, 2017	-	100,000 ⁽⁶⁾	-	-
License & Design fees from Euro Asia Pay Holdings Inc.	Company in which Glance has 27.8% ownership at November 30, 2017	-	595,000 ⁽⁷⁾	-	-
Product development & management fees	Chief Executive Officer	120,000	15,000	-	-
Sales and marketing expenses ⁽⁸⁾	Former President and Chief Operating Officer	85,000	10,000	⁽⁹⁾	-
Salary	Vice President of Business & Client Development	103,846	-	-	180,000

Transaction	Relationship	Amount incurred payable / paid in cash \$	Amount incurred payable / paid in stock	# Shares issued for conversion of debt	Options
Marketing fees ⁽¹⁰⁾	Vice President of Restaurant Relations	10,500	31,500	193,056 ⁽⁴⁾	-
Consulting expenses	Vice President of Investor Relations	117,443	-	-	325,000
Salary	Chief Technology Officer	120,000	-	-	-
Salary	Chief Financial Officer	86,173	-	-	150,000
Marketing fees and sales commission ⁽³⁾	Former Chief Marketing Officer	12,337	10,002	71,762 ⁽⁴⁾	-
Options	Independent Board Member	-	-	-	350,000
Options	Independent Board Member	-	-	-	200,000
Options	Independent Board Member	-	-	-	150,000

Notes:

- (1) This agreement was terminated in March 2017 when the Company moved offices.
- (2) By direction of Delmont, issued full amount in the name of Penny Green at a deemed price of \$0.24 per Common Share on February 28, 2017.
- (3) This agreement was terminated in August 2017.
- (4) Issued on February 28, 2017 (deemed \$0.24 per Common Share) and on August 23, 2017 (deemed \$0.18 per Common Share).
- (5) The Company was issued 2,450,000 Common Shares at a deemed price of \$0.25 per Common Share.
- (6) The Company was issued 1,000,000 Common Shares at a deemed price of \$0.10 per Common Share. This has been recognized in deferred revenue.
- (7) The Company was issued 8,500,000 Common Shares at a deemed price of \$0.07 per Common Share. This has been recognized in deferred revenue.
- (8) This agreement was terminated in February 2018, but the individual remains a director of the Board of Directors.
- (9) By direction of Delmont, issued full amount in the name of Penny Green at a deemed price of \$0.24 per Common Share on February 28, 2017.
- (10) This agreement was terminated in March 2018.

AUDIT COMMITTEE DISCLOSURE

NI 52-110 requires the Company, as a venture issuer, to disclose annually in its Information Circular certain information concerning the constitution of the Audit Committee and its relationship with its independent auditor.

Audit Committee Charter

On May 30, 2016, the Company adopted an Audit Committee Charter, the text of which is included as Schedule "B" to this Information Circular.

Composition of the Audit Committee

As of the date of this Information Circular, the following are the members of the Audit Committee:

Name	Independence	Financial Literacy
Kirk Herrington	Independent	Financially literate
Larry Timlick	Independent	Financially literate
James Topham ⁽¹⁾	Independent	Financially literate

Note:

(1) *Chair of the Audit Committee.*

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 her or his responsibilities as an Audit Committee member is as follows:

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 founded a number of software companies and was an integral part of the development of these companies.

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.

Larry Timlick has served as a director of six publicly traded companies since 2005. He has served on the audit committee and the compensation for several publicly traded companies, in addition to the Company.

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.

Reliance on Certain Exemptions

At no time since the commencement of the Company's most recently completed financial year has the Company relied on an exemption in or from NI 52-110, other than the exemption in section 6.1 as described below.

Reliance on Section 6.1

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

Pre-Approval Policies and Procedures

The Audit Committee has not adopted any specific policies and procedures for the engagement of non-audit services.

External Auditor Service Fees

In the following table, “audit fees” are fees billed by the Company’s auditor for services provided in auditing the Company’s annual financial statements for the subject year. “Audit-related fees” are fees not included in audit fees that are billed by the auditor for assurance and related services that are reasonably related to the performance of the audit review of the Company’s financial statements. “Tax fees” are fees billed by the auditor for professional services rendered for tax compliance, tax advice and tax planning. “All other fees” are fees billed by the auditor for products and services not included in the foregoing categories.

The aggregate fees billed by the Company’s auditor in the last two fiscal years, by category, are as set out in the table below.

	2017 (\$)	2016 (\$)
Audit fees ⁽¹⁾	38,000	15,000
Audit-related fees ⁽²⁾	9,895	15,000
Tax fees ⁽³⁾	7,000	0
All other fees ⁽⁴⁾	4,500	2,100
Total	59,395	32,100

Notes:

- (1) Auditing financial statements for the fiscal year ended November 30, 2017.
- (2) Consulting fees primarily for revenue guidance.
- (3) Preparation and consulting fees for 2016 and 2017 corporate tax return and US tax consequences.
- (4) Amount paid to Delmont, a private company controlled by Penny Green, a director of the Company, for accounting services.

MANAGEMENT CONTRACTS

There are no management functions of the Company or any of its subsidiaries which are, to any substantial degree, performed by a person other than the directors or executive officers of the Company or subsidiary.

CORPORATE GOVERNANCE

Maintaining a high standard of corporate governance is a priority for the Board of Directors and the Company’s management believes that effective corporate governance will help create and maintain shareholder value in the long term. A description of the Company’s corporate governance practices, which addresses the matters set out in National Instrument 58-101 *Disclosure of Corporate Governance Practices*, is set out below.

Board of Directors

The Board of Directors facilitates its exercise of independent supervision over the Company’s management through frequent meetings of the Board of Directors.

Independence of Directors

The Board has introduced a Director Independence Policy, which requires that a majority of the Board will be independent of Glance, and that Glance's committees will be comprised solely of independent directors. The Director Independence Policy is in line with best corporate governance practices. Management's nominees for the Board of Directors are consistent with the Director Independence Policy, as they are comprised of four independent directors, and one non-independent director.

Incumbent directors Kirk Herrington, James Topham and Larry Timlick, and Glance's nominee Steven Cadigan are not officers or employees of the Company or of an affiliate of the Company and are, thus, independent. Desmond Griffin is the CEO and, thus, is not independent.

Directorships

The current directors of the Company and each of the individuals to be nominated for election as a director of the Company at the Meeting do not serve as directors or officers of any other reporting issuer as at the date of this Information Circular with the exception of James Topham who is a director of UrtheCast Corp. which trades on the Toronto Stock Exchange (the "TSX"), Novoheart Holdings Inc. which trades on the TSX Venture Exchange (the "TSX-V") and LED Medical Diagnostics Inc., which trades on the TSX-V and Larry Timlick who is a director of Para Resources Inc. which trades on the TSX-V, CounterPath Corporation which trades on the TSX and NASDAQ and Legion Metals Corp. which trades on the CSE.

Orientation and Continuing Education

The Board of Directors briefs all new directors with respect to the policies of the Board of Directors and other relevant corporate and business information. The Board of Directors does not provide any continuing education, but does encourage directors to individually and as a group keep themselves informed on changing corporate governance and legal issues. Directors are individually responsible for updating their skills required to meet their obligations as directors. In addition, the Board of Directors undertakes strategic planning sessions with management.

Ethical Business Conduct

The Board of Directors has adopted a written Code of Business Conduct and Ethics for all our directors, officers and future employees and our subsidiaries.

The Board of Directors is also required to comply with the conflict of interest provisions of the *Business Corporations Act* (British Columbia) and relevant securities regulation in order to ensure that directors exercise independent judgment in considering transactions and agreements in respect of which a director or officer has a material interest. Any interested director is required to declare the nature and extent of his interest and is not entitled to vote on any matter that is the subject of the conflict of interest.

Further, the Board of Directors has adopted a written Whistleblower Policy to ease the reporting of ethical complaints or other violations of the Code of Business Conduct and Ethics.

Corporate Governance Principles

The Board has adopted corporate governance principles that mandate, among other things, that:

- certain requirements with respect to director independence;
- directors act in the best interest of the Company and put the interest of the Company ahead of any stakeholder, shareholder or group or their own interests;

- the responsibility of directors will be to supervise the management of the business and not to manage the business day to day;
- the Board of Directors will ensure there is a long-term strategic plan in place for the Company that is reviewed annual with the Board of Directors;
- all major fields of business risk will be clearly defined and reviewed regularly by the Board of Directors;
- objectives will be established annually for the CEO and other senior officers, and performance against the objectives will be regularly reviewed;
- the Board of Directors will ensure the business is managed with integrity and ethical business standards;
- contingency plans for orderly management succession will be established and maintained;
- the Company will communicate openly and effectively with shareholders, stakeholders and the public generally, and maintain strict compliance with all applicable securities laws regarding disclosure and trading;
- the Board of Directors will ensure that there are effective control and information systems in place for monitoring the discharge of its responsibilities; and
- a process for regular assessment of the effectiveness of the Board of Directors and its committees and the responsibilities and contributions of the directors will be maintained.

Nomination of Directors

The Board of Directors is responsible for identifying individuals qualified to become new Board of Directors members and recommending to the Board of Directors new director nominees for the next annual meeting of shareholders.

New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Company, the ability to devote the required time, show support for the Company's mission and strategic objectives, and a willingness to serve.

Other Board Committees

The Board of Directors has no other committees other than the Audit Committee and the Compensation Committee.

Assessments

The Board of Directors regularly monitors the adequacy of information given to directors, communications between the board and management and the strategic direction and processes of the Board of Directors and its committees. The Board of Directors is currently responsible for assessing its own effectiveness, the effectiveness of individual directors and the effectiveness of the Audit Committee.

INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

Except as disclosed elsewhere in this Information Circular, no director or executive officer of the Company who has been a director or executive officer at any time since the beginning of the Company's last financial year, each proposed nominee for election as a director of the Company, or any associate or affiliates of any such directors, executive officers or nominees, has any material interest, direct or indirect, by way of beneficial ownership of Common Shares or other securities in the Company or otherwise, in any matter to be acted upon at the Meeting other than the election of directors.

ADDITIONAL INFORMATION

Additional information relating to the Company is available under its SEDAR profile at www.sedar.com.

Shareholders may contact the Company at its head office by mail at Suite 400 – 200 Granville Street, Vancouver, BC V6C 1S4, to request copies of the Company’s financial statements and related management’s discussion and analysis (the “**MD&A**”). Financial information is provided in the audited financial statements and MD&A for the Company for its year ended November 30, 2017.

OTHER MATTERS

Management of the Company knows of no other matters to come before the Meeting other than those referred to in the Notice or this Information Circular. However, if any other matters that are not known to management should properly come before the Meeting, the accompanying form of proxy confers discretionary authority upon the persons named therein to vote on such matters in accordance with their best judgment.

APPROVAL OF THE SPECIAL COMMITTEE OF THE BOARD OF DIRECTORS

The content of this Information Circular has been approved and the delivery of it to each shareholder of the Company entitled thereto and to the appropriate regulatory agencies has been authorized by the Special Committee of the Board of Directors.

Dated at Vancouver, British Columbia as of May 1, 2018.

ON BEHALF OF THE SPECIAL COMMITTEE OF THE BOARD OF DIRECTORS

“/s/ Desmond Griffin”

Desmond Griffin
Chief Executive Officer and Director

SCHEDULE “A”
THE GREEN REQUISITION
[see attached]

YOUR SUPPORT IS EXTREMELY IMPORTANT – VOTE ONLY YOUR [BLUE PROXY](#) OR [BLUE VIF](#) TODAY

For questions or assistance, please contact Glance’s strategic shareholder advisor and proxy solicitor, D.F. King, at 1-855-487-9247 toll-free in North America, or 1-416-947-8482 outside of North America (collect calls accepted), or by e-mail at inquiries@dfking.com.

To keep current with further developments and to vote your shares, visit <https://glance.tech/agm18/>

SCHEDULE "B"

GLANCE TECHNOLOGIES INC.

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:

External Auditor

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.

Consolidated Financial Statements and Financial Information

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.

Risk Management, Internal Controls and Information Systems

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.

HOW TO CAST YOUR VOTE TO DEFEND YOUR CORPORATE INVESTMENT

Time is short. Vote only the [BLUE](#) form of proxy today or no later than 2:00 p.m. (Pacific Time) on Friday, June 8, 2018.

In order to ensure that your proxy is received in time for Glance's Annual Meeting to be held on Tuesday, June 12, 2018, we recommend that you vote in one of the following ways as soon as possible.

VOTING METHOD	BENEFICIAL SHAREHOLDERS If your Shares are held with a broker, bank or other intermediary	REGISTERED SHAREHOLDERS If your Shares are held in your name and represented by a physical certificate
INTERNET	Visit www.proxyvote.com and enter your 16 digit control number located on the enclosed BLUE voting instruction form	Visit www.investorvote.com and enter your control number located on the enclosed BLUE form of proxy
TELEPHONE	Canada: Call 1-800-474-7493 U.S.: Call 1-800-454-8683 and provide your 16 digit control number located on the enclosed BLUE voting instruction form	Toll Free: Call 1-866-732 VOTE (8683) and provide your control number listed on the enclosed BLUE form of proxy
FACSIMILE	Canada: Fax your BLUE voting instruction form to or toll free to 905-507-7793 or toll free to 1-866-623-5305 in order to ensure that your vote is received before the deadline. U.S.: N/A	Within North America: Fax your BLUE form of proxy toll free to 1-866-249-7775 in order to ensure that your vote is received before the deadline. Outside North America: Fax your BLUE form of proxy to 1-416-263-9524 in order to ensure that your vote is received before the deadline.
MAIL	N/A	Mail your BLUE form of proxy to: Computershare Investor Services Inc. 8 th Floor, 100 University Avenue Toronto, Ontario M5J 2Y1

If you have any questions or require any assistance in executing your proxy or voting instruction form, please call D.F. King at:

D.F. KING

An AST Company

North American Toll Free Number: 1-855-487-9247

Outside North America, Banks, Brokers and Collect Calls: 1-416-947-8482

Email: inquiries@dfking.com

North American Toll Free Facsimile: 1-888-509-5907

Facsimile: 1-647-351-3176

For up to date information and ease of voting please visit the website: <https://glance.tech/agm18/>

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To keep current with further developments and to vote your shares, visit <https://glance.tech/agm18/>