



glance

To preserve and strengthen
your Glance, vote only the

BLUE Form of Proxy

For more information, visit: <https://glance.tech/agm18/>

Voting Deadline

FRIDAY, JUNE 8, 2018 | 2:00PM. (PACIFIC TIME)

Need help? Please contact D.F. King

North America toll-free **1-855-487-9247**

Outside North America, Banks & Brokers **1-416-947-8482**

e-mail: inquiries@dfking.com

Dear Fellow Shareholder,

You have an important decision to make. It is one that will affect the value of your investment in Glance Technologies Inc. (“Glance”).

Glance recommends that you vote the **BLUE** proxy **FOR** our five nominees for the Board of Directors of Glance the “Board”).

We have the experience and strategic vision that Glance needs. We can create value for shareholders by supporting the development of our leading edge software technology and continuing to develop a large international market for our payment solutions and our related business.

Glance also recommends that you vote **AGAINST** proposals from a dissident group led by Penny Green.

She proposes to remove all three of Glance’s highly-qualified independent directors and replace them with three less-qualified individuals that she has personally selected. Ms. Green’s dissident requisition nominees have no disclosed experience as directors of a publicly traded company. Glance expects the dissident requisition nominees will destroy shareholder value rather than increase it.

Our detailed reasons for these recommendations are contained in the accompanying Information Circular. But here are two of the most important conclusions that you, as shareholders, should consider. If elected to the Board, the dissident requisition nominees are likely to:

- waste our scarce capital on expensive stock promotion, dubious speculative ventures that may not be thoroughly vetted, and excessive expenses; and
- put Glance’s cutting-edge technology development at risk.

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 before approving any transactions.

In our opinion, Ms. Green’s due diligence was not as thorough as required and could have resulted in significant risk for Glance if the Board had allowed her to proceed as she wished. Unlike Ms. Green, we are committed to fulsome due diligence.

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 in her requisition for a shareholders’ meeting of Glance (the “Green Requisition”):

Ms. Green invited shareholders to vote for a dissident requisition nominee, John LoGiudice, claiming he had 13 “successful” startups. All but one is inactive.

The Green Requisition also states that Mr. LoGiudice was “President” of “Ericsson” from 2009 to 2017 but we have found no such evidence.

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 the 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.

We encourage shareholders to read our Information Circular for details about these matters. Don’t rely on Ms. Green’s own disclosure. Her claims don’t match up with reality, and what she omits is more important than what she says.

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 myself, Glance’s Chairman, and also to Glance’s current CEO). She has no disclosed software development experience. She does not have the background to guide the development of our Glance Pay and blockchain software technology.

Her business track record is, at best, mediocre. According to public records reviewed by Glance, she has served as a director and officer of five publicly traded companies other than Glance, and their share prices declined by 50% on average during her tenure on these boards.

What Ms. Green offers to Glance is expensive stock promotion, which is no substitute for value creation. 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”) which totalled approximately \$2.5 million in during her last fiscal quarter as an officer¹. 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.

¹ Ms. Green’s employment agreement was terminated eight days prior to the end of the first fiscal quarter of 2018 but her spending commitments were already in place before she was terminated.

It was Ms. Green who originally recommended me and one other incumbent independent director to join Glance's Board. The third incumbent independent was recommended by an acquaintance of Ms. Green. All three of us supported the termination of Ms. Green's consulting agreement.

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 me while I was performing work as Chair of the Board. She was not a constructive team player.

She 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 in the upcoming year. We believe Glance will be better off without her.

Glance's vision for growth

Glance's core 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, UK, and Melbourne, Australia, demonstrating its international commitment.

Shareholders should have confidence in Mr. Griffin, our CEO. After all, he has achieved success before. 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, making it one of the leading mobile payments apps in the market at the time.

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.

If Ms. Green's dissident requisition nominees are elected, we believe that a number of our most senior and critical employees will resign rather than work for Ms. Green. Certainly we expect Mr. Griffin to resign as CEO and his wife, Angela Griffin to resign as Chief Technology Officer. Without their experienced leadership there can be no assurance that the development of our unique software will progress.

Don't elect Ms. Green's dissident nominees

Ms. Green's dissident nominees did not vet each other, or Ms. Green.

They didn't notice all those inactive companies among the 13 "successful" startups that she claimed on behalf of their fellow nominee, Mr. LoGuidice. Nor did they notice that he also was not President of Ericsson from 2009 to 2017 as claimed.

You cannot rely on them to vet anything on Glance's behalf.

If Glance falters under their leadership, they will move to the next opportunity. But your investment might be gone.

Our nominees know the business

Support Glance's CEO Desmond Griffin as a nominee for the Board, along with four strong independents. Three of the independents are incumbents with experience at Glance, and the fourth, a new nominee, adds crucial value as a former VP Talent for LinkedIn.

We have made excellent progress since Mr. Griffin co-founded Glance in 2014. We remain true to his original vision of delivering easy, secure mobile payments using smartphones.

Glance is developing and deploying its proprietary technology while integrating it with cryptocurrency and blockchain support.

Glance's progress will continue if you vote for us. We know what we are doing.

Vote only the BLUE form of proxy for Glance's Nominees

Glance urges shareholders to vote the **BLUE** form of proxy for Glance's five nominees.

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

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).

Kirk Herrington Chair and Independent Director

On Behalf of Glance's Special Committee of the Board, which also includes:

Desmond Griffin, CEO
Larry Timlick, Independent Director
James Topham, Independent Director

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 Steven Cadigan as directors

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

HOW TO CAST YOUR VOTE TO DEFEND YOUR CORPORATE INVESTMENT

Time is short. Vote only the **BLUE** form of proxy to preserve and strengthen your Glance investment 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 form of proxy
TELEPHONE	<p>Canada: Call 1-800-474-7493 U.S.: Call 1-800-454-8683</p> and provide your 16 digit control number located on the enclosed BLUE voting instruction form	<p>Toll Free: Call 1-866-732 VOTE (8683) and provide your control number listed on the enclosed BLUE form of proxy</p>
FACSIMILE	<p>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</p>	<p>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.</p>
MAIL	N/A	Mail your BLUE form of proxy to: Computershare Investor Services Inc. 8th 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:

North American Toll Free Number: **1-855-487-9247** | Outside North America, Banks, Brokers and Collect Calls: **1-416-947-8482**

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/agg18/>

Email: inquiries@dfking.com