



The Glance Technologies board has cut your share price in half.

Only your vote to change the
current board can restore the value
of your investment.

Vote your **GREEN** proxy by Friday, June 08, 2018 at 10:00 AM (PDT).
Need help voting? Questions?
Call Kingsdale Advisors: 1.866.581.1513

It's time for change.
It's time to take Glance Forward.
It's time to take

Glance Global.

LETTER FROM PENNY GREEN

May 10, 2018

Dear Fellow Shareholder,

I co-founded Glance Technologies Inc. in 2014 with a plan to grow the company into a global leader in the fintech industry. Unfortunately, the current board has strayed from that plan and your share price has plummeted as a result.

If you invested \$100 in Glance's initial public offering, and if you exercised your warrants purchased under the offering, you would have earned a total shareholder return of \$865.70 through to when the current board terminated me – that's an increase of more than 865%!

Conversely, if you invested \$100 just before I was fired, the current board has turned that into just \$41.90 through to April 12, 2018 – that's a loss of almost 60%!

Clearly the current board is taking Glance backward. It's time for a change. I believe together we can take Glance Forward.

This is an exciting time to be involved in the fintech industry – and specifically in the blockchain and mobile payments space. The industry is growing at a rapid pace and investors are actively seeking out innovative, growth-oriented global companies with capable management teams. I still believe that Glance can be that global leader that I once envisioned. That's why I've invested close to \$1.9 million of my own money into purchasing Glance stock since our IPO (most recently \$540,000 at \$3/unit in December 2017) and am Glance's largest shareholder controlling 11.17%.

Unfortunately, over the past several months, it has become evident to me — and to many other of our fellow shareholders — that our current board doesn't have the ability, the contacts, the experience, or the desire to take Glance to the next level; to take Glance Global. That's why I'm asking for your support to refresh our board with an experienced and qualified team that can increase value.

You have a clear choice before you: The status-quo has resulted in an erosion of Glance's share price that we're all disappointed by. Glance shareholders deserve better oversight of their investment. Only I and my refreshed board of directors are aligned with your interests and have a real plan to get Glance back on track and create long-term value for all shareholders.

(ii)

It's time for change at Glance

As a Co-Founder, COO, President and director, I tried to work constructively with my colleagues on the board – Desmond Griffin, Larry Timlick, Kirk Herrington, and James Topham – to take Glance forward. Specifically:

- I urged the board to move aggressively to capitalize on opportunities to grow Glance through acquisitions, alliances, strategic partnerships and new business development. **Our out-of-touch, risk averse board refused, citing a lack of time to conduct the appropriate due diligence.**
- I advised the board that it was time to upgrade our CEO, CFO and CTO because they didn't have the experience to properly run the company once it grew from a market capitalization of less than \$10 million to over \$450 million in one year and pivoted into blockchain. **The board did not believe in the company and, rather than continue to build the business operations, they let the market capitalization of the company drop back down to \$60 million.**
- I brought in experts to further develop, enhance, and improve our Glance Pay technology and user experience. **The experts were not utilized by the current management team and, as a result, there has been no significant adoption of the Glance Pay app by users.**
- I formed alliances and completed a number of revenue-generating deals. **The board and management team have not announced any deals since I was terminated.**
- I urged the board to continue a robust investor relations strategy to raise awareness about the incredible Glance opportunities and to support the \$3 per unit investment by our shareholders. **The board saw no benefit in supporting the share price and have instead sat back and watched it tumble.**

As disappointed as I was when the current directors told me they would not receive further deal proposals from me, I was even more disappointed by their lack of action, obstructionism, and entrenchment that has resulted in our share price being cut by more than half in recent months.

I do not undertake this proxy fight lightly. However, I believed that months of dismal operating performance, repeated instances of poor judgment on the part of management and the board, and a continuing unwillingness and inability to generate accretive deals necessitate immediate change. A proxy fight isn't my first choice but it is shareholders' last resort. As the one who recruited the current board members to Glance, I am well aware of their capabilities and their limitations. I am therefore most-qualified to tell you that, quite simply, the opportunity at Glance has grown much bigger than they are able to competently handle.

My track record at Glance

Over the past several years, I've worked hard to raise money, further develop our technologies, acquire customers, build alliances, and broaden our verticals.

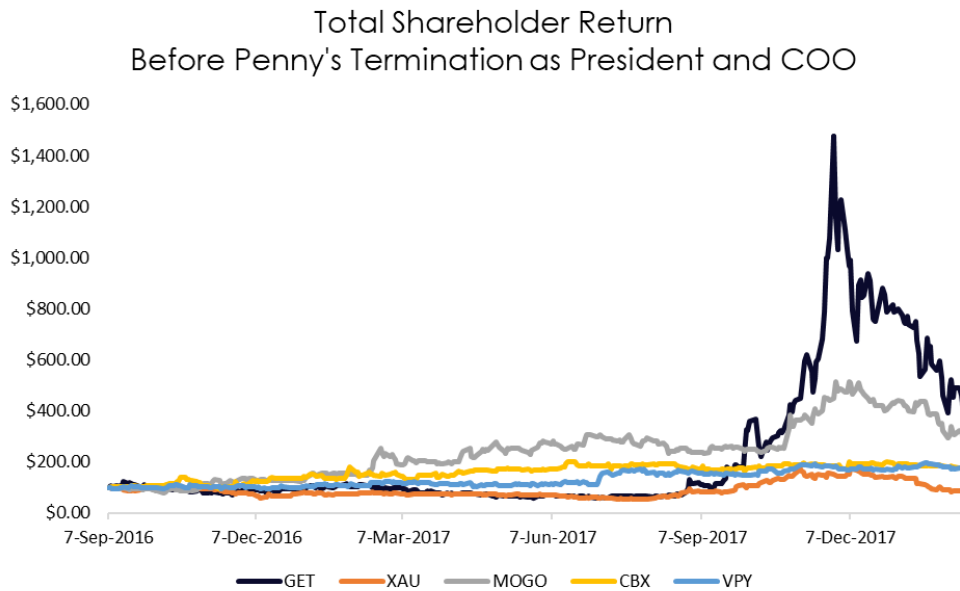
(iii)

Leveraging my extensive capital markets and industry experience, we built a company from nothing into one with a market capitalization of more than \$450 million. As COO and President of Glance, I oversaw the raise of over \$30 million from the capital markets (including warrant exercises), I inked most of the deals at Glance, and sourced, negotiated and closed \$4 million in revenue-licensing deals including Yield Growth (formerly Cannapay), Active Pay and Loop Insights that, today, contribute to the majority of Glance's revenues.

Because of my capital raising efforts, licensing deals, and investor relations work, in 2017, Glance was one of the best performing public stocks in fintech. While I won't take credit for all our successes, I believe the following is telling.

Before my termination as Glance's President and COO: The best performing company amongst our peers

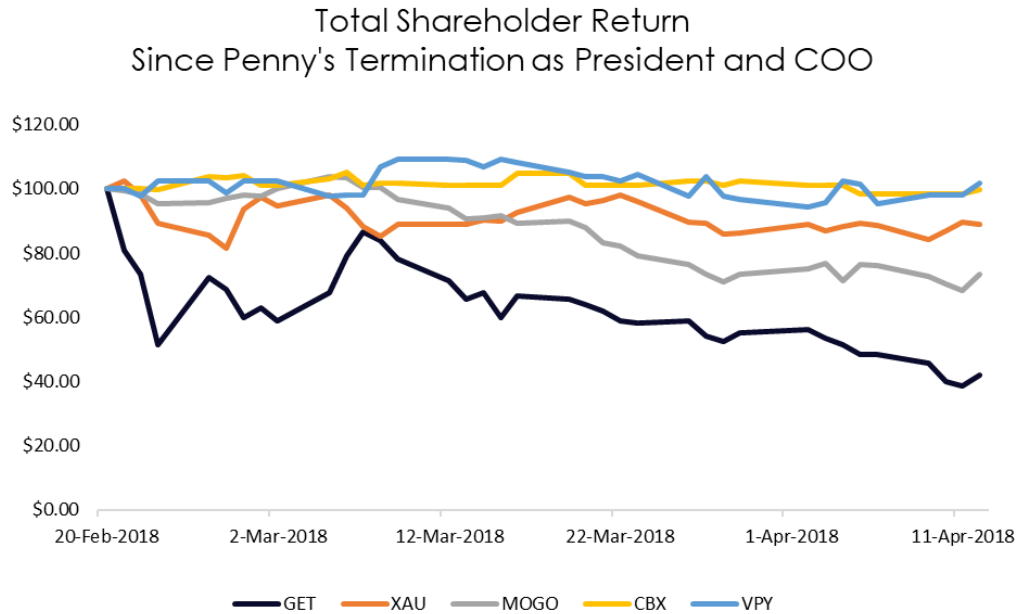
If you compare Glance's performance to our fintech peers, we were the top performing company (based on Total Shareholder Return (TSR)) from the date that the common shares of Glance commenced public trading through to my termination.



Source: Bloomberg Finance LP

After my termination as Glance's President and COO: The worst performing company amongst our peers

And, after my termination, we are the worst performing company compared to our peers.



Source: Bloomberg Finance LP

This is why, since submitting my requisition on February 20 for a shareholders' meeting, I've received overwhelming support from our fellow shareholders and from the financial community at large. The share price decline has nothing to do with "uncertainty" given the shareholder vote as the current board claims. It has to do with the fact the market realizes the catalyst for long-term sustainable value creation has been removed from the company.

The Griffin DIS-Advantage

In an open letter to shareholders, CEO Desmond Griffin and his wife, CTO Angela Griffin, stated that they will resign their positions from Glance if my Nominees are elected to the board. In the same letter, they raise our family connection: Angela is my sister; Desmond my brother-in-law. I want to be clear that this proxy fight isn't a family feud – it's about building value for shareholders and halting the massive erosion of Glance's share price. If Desmond had put his own money into his shares, I am sure he would feel the same way.

If I wasn't the shareholder initiating change, someone else would be.

(v)

To that end, in January 2018, I encouraged my fellow directors to remove Mr. Griffin and Mrs. Griffin from their current roles. Here's why:

- **Mr. Griffin has no vision for the future of Glance and no revenue strategy.** Many of the technology innovations I urged Mr. Griffin to adopt and build, including Glance Coin, were to develop a clear path to significant revenues for Glance. The acquisitions, licensing and strategic partnerships that I am currently reviewing for Glance are all geared towards a strong revenue forecast.
- **Mr. Griffin and Mrs. Griffin have failed to improve our technology** and, as a result, there has been no significant adoption of the Glance Pay app by users. They've also failed to deliver on most of their technology development promises.
- **Questions raised about Mr. and Mrs. Griffin trading securities ahead of a bought deal.** According to a review of Mr. Griffin's SEDI filings, Mr. Griffin – who may have had inside knowledge of the impending bought deal – spent roughly \$63,750 to exercise options and warrants only to cash out approximately \$972,330 in the week preceding deal. Further, Mr. Griffin was putting the entire \$11 million financing at risk by refusing to agree to customary non-trading provisions that the other directors were agreeable to. Given his trading, this raises serious questions about what he was up to. If the bought deal did not close, then no one would have known about his aggressive trades before the impending deal. Further, Glance would now be out of funds (See details on page 13 under "Background and Reasons for Solicitation").
- **A civil claim against Mr. Griffin, launched by Buyatab, Mr. Griffin's former employer, has negatively impacted Glance.** While Mr. Griffin kept Buyatab in the dark about working for Glance, he kept Glance in the dark about working for Buyatab. The result of a settlement with Buyatab has been that Glance has been forbidden from expanding into a key vertical. (See more details on page 12 under "Background and Reasons for Solicitation").
- **Mr. Griffin doesn't have any capital raising experience or ability to close deals.** Neither Mr. Griffin nor any of the independent board members I am seeking to replace have ever brought a deal to Glance that was acted on. They have brought nothing to the table.

My five-point plan to rebuild value at Glance

My Nominees and I have developed a plan to turn the page from the current board and management and turn our share price around. These are specific attainable steps that we can accomplish in 2018:

1. Build the right team to make Glance an international leader in fintech, mobile payments, blockchain and cryptocurrency. This includes:
 - Refreshing our board with internationally respected individuals with capital markets and fintech experience and an extensive international network.
 - Replacing the current CEO with someone who can execute and has the vision, experience and network to grow Glance into an international leader in fintech and blockchain through innovative marketing, a strategic licensing strategy and acquisitions and alliances.

(vi)

- Hiring a new Chief Technology Officer to advance and enhance our technology, with a focus on implementing long overdue technology enhancements and integrations. I have already identified several candidates who will be available for review by the new board.
 - Carefully evaluating everyone on the current management team to determine who is bringing value into the company.
2. Develop a strong revenue strategy which includes launching Glance Coin and pursuing and executing a number of new revenue-generating licensing opportunities which have been offered to Glance.
 3. Implement an aggressive acquisition strategy with a goal of five major acquisitions by the end of fiscal year 2018. I have already identified three exciting acquisitions which can be reviewed by the new board shortly after the Annual General Meeting of the shareholders.
 4. Build a robust investor relations strategy in order to support acquisition and expansion.
 5. Engage the media in the quest to build Glance to be a global fintech and blockchain leader.

My Nominees

I'm asking shareholders to vote for a refreshed board consisting of me and my four new Nominees at the upcoming Annual General Meeting of shareholders. I've carefully selected these individuals based on my shareholder engagement and counsel from trusted advisors in the fintech, blockchain and finance industries. Our new board will have:

- The right skill-set, knowledge and background to drive the growth of our global fintech company
- Capital markets experience and the ability to raise money
- Operational, strategic and corporate governance expertise
- A sense of urgency to build value for all shareholders

I'm very excited to introduce to you my four Nominees who will serve on Glance's new board with me. They are:

- ✓ **William Davis:** A technology executive based in New York with over 15 years of leadership experience working with companies involved in blockchain, cryptocurrency, mobile payments, and big data.
- ✓ **Jonathan Fry:** A blockchain and crypto economics expert based in London, United Kingdom.
- ✓ **Monique Imbeault:** An executive with extensive restaurant industry experience, including as former Chair and director of Imvescor Restaurant Group Inc., one of Canada's largest restaurant chains – a key vertical for Glance.
- ✓ **Spiros Margaris:** A Switzerland based world-renowned thought-leader and influencer for big data, artificial intelligence, fintech and blockchain.

Full biographies of my Nominees are available starting at page 5 of the Proxy Circular.

(vii)

The current board has spent a lot of time throwing mud at me, launching personal attacks, and trying to turn an issue of shareholder value into a family issue. They even went so far as to announce my termination without proper board approval and put a trading blackout in place without properly informing me – knowing I was committed to purchasing shares because I believe in the company. **However, none of this can change the fact your shares have lost most of their value and the current board has no plan to turn things around.**

In fact, if you read the letter they recently sent to you they spend a lot of time trying to scare you about me and virtually no time talking about their plan. They mention my name over 200 times while the word “strategy” only appears five times. *(That tells you something about their priorities.)*

I, along with my Nominees, believe that the best is yet to come for Glance. But we need your support to bring about the change that our company needs.

I encourage all shareholders to vote the **GREEN** proxy or Voting Instruction Form FOR our nominees, well in advance of our proxy voting deadline of **Friday, June 8, 2018 at 10:00 a.m. (Pacific Time)** to ensure that we have strong representation focused on action, value creation, and taking Glance to the next level.

Don't wait, voting is fast and easy. If you receive any other colour proxy, recycle it. If you have voted and wish to change your vote, please vote the **GREEN** proxy or voting instruction form — only your latest dated vote will count.

Attached to this letter are: Background and Reasons to Solicitation, Frequently Asked Questions, and Proxy Circular information.

If you have any questions or need help voting contact Kingsdale Advisors at 1-866-581-1513 or contactus@kingsdaleadvisors.com. There's a team standing by to assist you.

Sincerely,
Penny Green
Shareholder

BACKGROUND AND REASONS FOR SOLICITATION

Penny Green believes that Glance Technologies Inc. (“Glance” or the “Company”) has a unique opportunity to become a global leader in the fintech and mobile payments industry.

Unfortunately, success at Glance has been stymied because of ineffective, risk-averse, and obstructing directors who, despite having presided over a period of value destruction, seem to have no plan to turn things around.

Shareholders have a clear choice: Glance ‘backward’ — the status quo — with an obstructionist board and management who has been ineffective versus Ms. Green, her refreshed board, their track record, and their vision to take Glance ‘forward’ to becoming a global company.

A. GLANCE BACKWARD

1. Clear lack of execution – A culture of inaction

Over the past six months, Glance’s board of directors has been plagued by inaction and a failure to execute on deals that Ms. Green has brought to the table – concerningly they even refused to consider new deals indicating they simply did not have the time.

Ms. Green feels that this has prohibited Glance from achieving its full share price potential and maximum value.

For example, Ms. Green negotiated in January 2018 a \$5 million licensing deal for Glance with a company called Fobi Pay Technologies Inc.. Under the terms of the agreement, Glance would license its payment, security, anti-fraud and Glance Coin blockchain technologies to Fobi Pay in exchange for \$5 million in Fobi Pay stock. Further, Glance agreed to license technology from Fobisuite Technologies Inc. for \$1.5 million that would allow it to generate revenues by putting advertisements and QR codes on receipts at Glance Pay merchants. The Fobisuite technology contains receipt printer intercept technology which enables retailers to print a QR code (which can be, for example, in the form of a coupon for the next visit) on their receipts. Customers can then scan that QR code with their mobile devices, at which point the Fobisuite technology gains access to customer information, which can be useful for inventory management and advertising. Integrated with the Glance Pay technology, the Fobisuite technology could provide insights for retailers and product distributors in order to provide a highly customer centric personalized purchase experience.

Glance, however, hasn’t been able to close the transaction, despite having sent a deposit of \$750,000 to Fobisuite, depriving Glance shareholders of \$5 million in revenue and additional advertising revenues.

Unfortunately, this isn’t an isolated incident.

A review of Glance’s press releases over the past 15 months highlights management’s inability to execute on other closed deals and a failure to launch announced technology advancements. (Mysteriously, some of these press releases have disappeared from Glance’s website, but are still available on SEDAR or searchable online.)

As the table below illustrates, there are a large number of deals that were arranged when Ms. Green was COO, announced, and never executed on due to the inaction and obstruction of the current CEO and board. In fact, Ms. Green’s frustration in trying to advance and make good on these commitments over a long period of time is a large part of the reason she concluded the current board needed to be removed. A new board will move to catch up on these commitments and fulfill Glance’s potential.

The Cost of Inaction			
PRESS RELEASE DATE	ANNOUNCEMENT	SHAREHOLDERS SHOULD ASK: “YOU ANNOUNCED IT BUT...”	NEGATIVE IMPACT/ MISSED OPPORTUNITY
March 2, 2017	Glance Pay Announces Entry Into Quick Serve Restaurant Market	Why are there no quick-serve restaurants on the Glance Pay app?	Missing out on a \$226 billion annual market in US and Canada
April 6, 2017	Glance Technologies Partners with Daily Delivery Adding Online Food Delivery to Glance Pay Payment System	One year later, why hasn’t Glance launched a delivery function?	Missing out on a food delivery market of approx. \$210 billion in the U.S. and \$7 billion in Canada.
April 18, 2017	Glance Pay Announces Entry into Mobile Order-ahead Market	One year later, why isn’t this feature available on the Glance Pay app?	Order Ahead market estimated to be at \$38 billion by 2020. (Note: Fobi Pay needs this feature)
April 20, 2017	Glance Pay’s Order from Your Table to Disrupt Restaurant Industry	Why hasn’t this feature been launched on the Glance Pay app?	It’s estimated that people order up to 30% more due to the ability to self-order from table
April 26, 2017	Glance Technologies Announces Joint Venture Targeting Mobile Payment App for Chinese Tourists	Where is this app?	Alipay, China’s top mobile payment service has over 450 million users worldwide
June 1, 2017	Glance Pay Signs The Donnelly Group, a Dominant Hospitality Chain With 20 Locations in Vancouver and Toronto	Why hasn’t a single Donnelly location appeared on the Glance Pay app?	Loss of revenues from a failure to launch
August 9, 2017	Glance Technologies Enters Room Service Market in Agreement With Best Western Plus Sands, Part of Chain of 4,200 Hotels	Why isn’t Best Western included in the Glance Pay app?	4,200 hotels located in 1,000 countries around the world

The Cost of Inaction			
PRESS RELEASE DATE	ANNOUNCEMENT	SHAREHOLDERS SHOULD ASK: "YOU ANNOUNCED IT BUT..."	NEGATIVE IMPACT/ MISSED OPPORTUNITY
August 28, 2017	Glance and Active Pay Enter Into \$1 Million Dollar Licensing Agreement	Where is the Active Pay app?	Loss of revenues and user adoption
August 30, 2017	Glance Announces Digital Deals Marketing For Merchants	Why doesn't the Glance Pay app include a Deals Room?	This feature would have allowed Glance to compete with Groupon which has a market capitalization of more than \$2.4 billion
September 12, 2017	Glance Signs First United States Restaurant (Ta'cul Mexican Cocina) & Sets Up Head Office In Silicon Valley To Access \$780 Billion Market	Why is this restaurant not on the Glance Pay app?	Loss of revenues
September 20, 2017	Glance Submits Provisional Patent For E-Commerce Security Via Glance Pay Anywhere	Where is the e-commerce function?	E-commerce lost nearly \$7 billion to chargebacks in 2016. By 2020, e-commerce chargeback losses are expected to balloon to \$31 billion, according to Chargeback
October 31, 2017	Glance to Launch Rewards-based Cryptocurrency for Glance Pay	What happened to Glance Coin?	Glance is missing out on a \$1 trillion market
November 2, 2017	Glance To Offer Anti-Fraud Technology For Cryptocurrencies	Where is the cryptocurrency?	Glance is missing out on a \$1 trillion market
November 15, 2017	Glance Announces Merchant Downloadable App for Rapid Deployment and Viral Adoption	Why isn't this live?	\$1.7 trillion in total payments through Alibaba's Alipay service last year, up from only \$70 billion in 2012; Tencent's WeChat users spent about \$1.2 trillion in 2016, up from \$11.6 billion in 2012, according to Better Than Cash Alliance
November 20, 2017	Glance Announces New App Version With Enhanced Events, Promotions, And User Initiated Payments	Where are the digital deals?	This feature could allow Glance to compete with Groupon
November 22, 2017	Company announces that Glance token will be granted as rewards to users of Glance Pay	Where is Glance token?	The market cap of all cryptocurrencies has gone from U.S.\$17 billion one year ago to over U.S.\$423 billion according to coinmarketcap.com as of May 10, 2018

The Cost of Inaction			
PRESS RELEASE DATE	ANNOUNCEMENT	SHAREHOLDERS SHOULD ASK: "YOU ANNOUNCED IT BUT..."	NEGATIVE IMPACT/ MISSED OPPORTUNITY
December 6, 2017	Glance Announces Completion Of The Acquisition Of Cryptocurrency Technology Blockimpact	<i>Where is the integration?</i>	Missing out on the cryptocurrency market
December 7, 2017	Glance Technologies Enters Into Agreement With Fatburger Restaurant Chain	<i>There is no Fatburger on the app. What happened to this trial?</i>	Missing out on 150 locations across Canada – this could double Glance’s transactional revenue
January 2, 2018	Glance Announces 1 Year Zero Fraud System Wide Glance (intends to apply elements of its fraud prevention technology to its upcoming rewards and loyalty based cryptocurrency platform).	<i>Where is the cryptocurrency platform?</i>	Missing out on the cryptocurrency market
January 18, 2018	Glance Announces Licensees Will Have The Right To Use Glance Cryptocurrency For Cannabis And Other Industries	<i>Where is Glance Coin?</i>	Missing out on millions of potential licensing revenues
January 22, 2018	Glance Licenses Technology to Fobi Pay for \$5m for 1 yr. and Fobisuite Grants Glance License for \$1.5m	<i>What happened to this deal? Why can't the Company execute?</i>	Missing out on \$5 million in licensing revenue plus advertising revenues
February 6, 2018	In letter to shareholders, Mr. Griffin promises “different monetization strategies” and says he is working add-ons which “we could implement to monetize our products.”	<i>How long do we have to wait for these strategies?</i>	Missing out on potential revenues, licensing deals
February 16, 2018	Glance enters automotive vertical	<i>Why is there only one auto merchant on the Glance Pay app?</i>	The global automotive repair and maintenance services market was estimated to reach a market valuation of US\$ 441.3 billion by the end of 2016 according to Future Market Insights
February 21, 2018	Glance announces that it has signed over 350 locations for use of the Glance Pay app,	<i>Why are there less than 180 merchants in the app?</i>	Loss of potential revenues

Shareholders have waited patiently for Glance’s board and management to execute on its deals – and, at the very least, deliver on its announcements. Unfortunately, time after time that hasn’t happened.

It is clear that we do not have the right board and management to execute and it is time for a change.



Voting is NOW OPEN
Last date to vote is June 08, 2018

Vote your **GREEN** Proxy or VIF

Questions?
1.866.581.1513
contactus@kingsdaleadvisors.com
Need Help Voting?

2. Glance's disappointing financial performance in context

On April 30, 2018, Glance released its Q1, 2018 financial statements revealing some trends that shareholders should be concerned about:

A dearth of revenue streams. While the Company reported revenues of \$1,174,000, it's important for shareholders to understand Glance's limited income streams. \$1,000,000 (or 85%) of the Q1, 2018 revenue was generated from a sub-license fee negotiated through Yield Growth (formerly Cannapay Financial). Ms. Green co-founded Yield Growth and is its CEO.

Another \$165,281 of the revenue total reported were fees from an agreement with Euro Pay Holdings – a deal that was part of the licensing strategy Ms. Green designed and executed while COO of Glance.

In fact, **more than 90% of all revenues generated by the Company in Q1, can directly be attributed to Glance's licensing strategy developed by Ms. Green.**

Glance is burning through money. Glance is spending money at a rate of \$1.7 million per month. While management claims the money is being used for marketing and investor relations, it has yet to result in any accretive deals or a bump in share price.

If the Company keeps spending money at this rate without generating significant revenues, Glance will be out of cash mid-October.

3. From best to worst: Poor share performance compared to peers

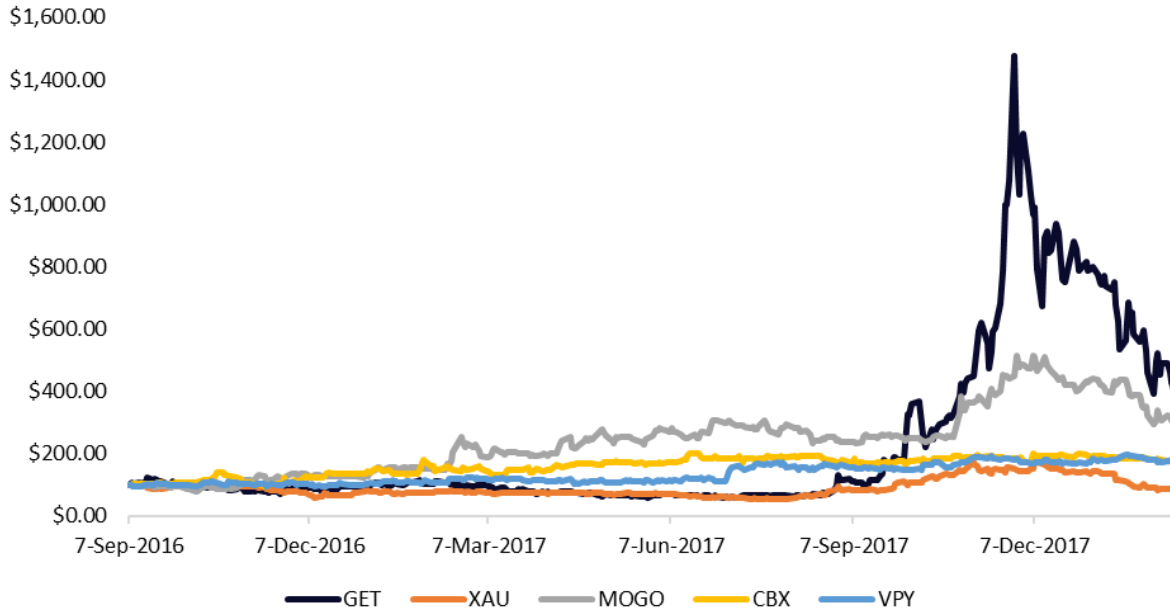
As Glance's Management Information Circular illustrates, Glance was the leading performer versus its peers in the financial technology sector up until February 16, 2018 – the last trading day prior to Ms. Green being terminated as Glance's COO and president.

Management includes the following four peers in its analysis:

- GoldMoney Inc. (XAU)
- MOGO Finance Technology Inc. (MOGO)
- Cortex Business solutions Inc. (CBX)
- VersaPay Corp. (VPY)

Based on TSR, our analysis reiterates Management's: Glance was the top performer versus its peers – prior to Ms. Green's termination.

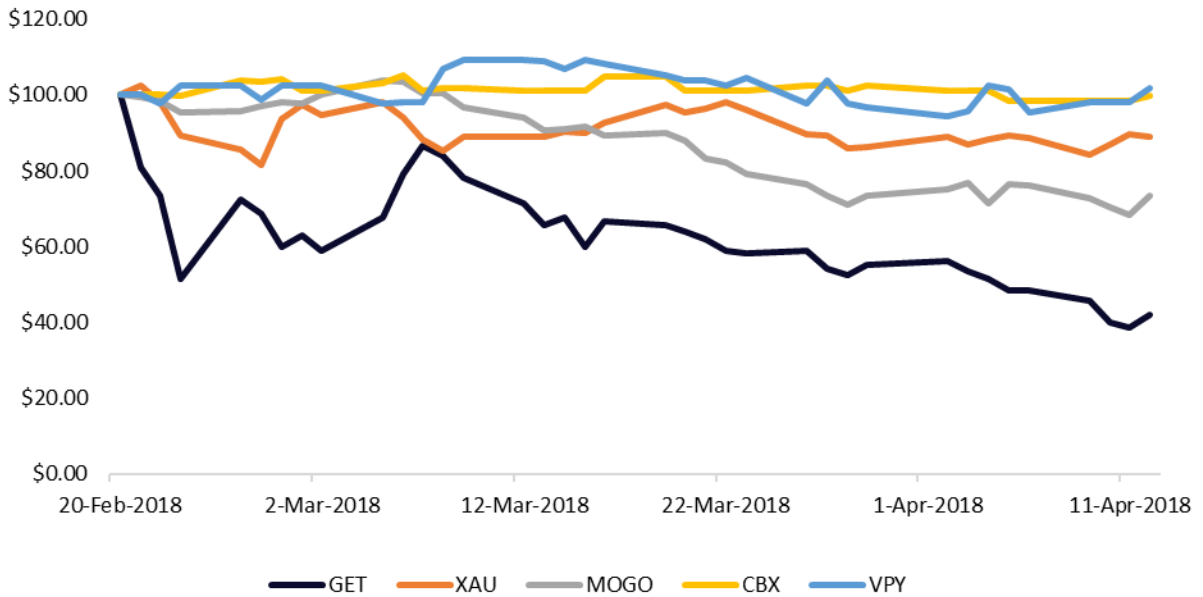
Total Shareholder Return Before Penny's Termination as President and COO



Source: Bloomberg Finance LP

What Management doesn't illustrate in its Circular is that since Ms. Green was terminated (up until April 12, 2018, when Glance issued a press release attacking Ms. Green's Nominees), Glance is the worst performer, based on TSR.

Total Shareholder Return Since Penny's Termination as President and COO

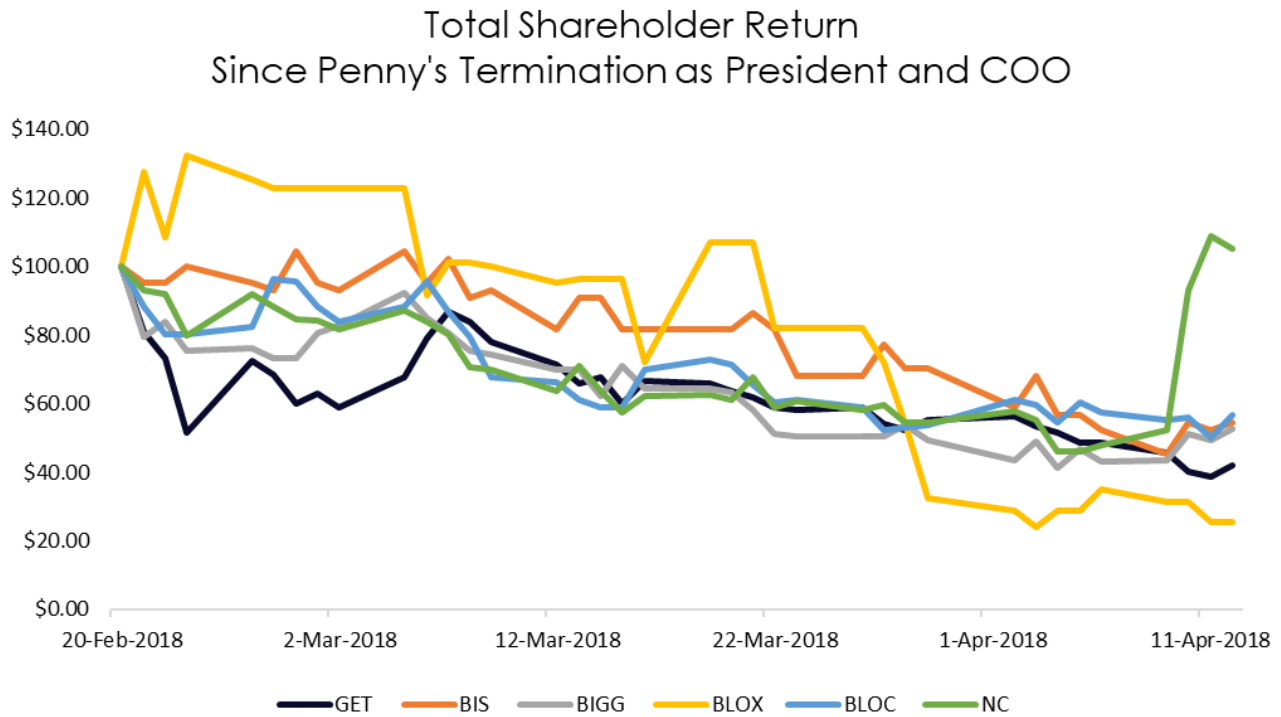


Source: Bloomberg Finance LP

To reiterate: **Glance was the BEST performer amongst its peers in the fintech industry prior to Ms. Green's termination and the WORST after Ms. Green's termination.**

Management also compares Glance to five blockchain and cryptocurrency peers including Blockchain Solutions Inc. (BIS), BIG Blockchain Intelligence Group Inc. (BIGG), Blox Labs Inc. (BLOX), Global Blockchain Technologies Corp. (BLOC), and NetCents Technology Inc.(NC).

Similarly, Glance ranks poorly on TSR from February 20 to April 12, 2018.



Source: Bloomberg Finance LP

4. Stock price prior to Ms. Green’s termination; Stock price post-Ms. Green

TSR prior to Ms. Green’s termination as COO and President versus TSR after her termination provides a conclusive analysis of Ms. Green’s worth to Glance:

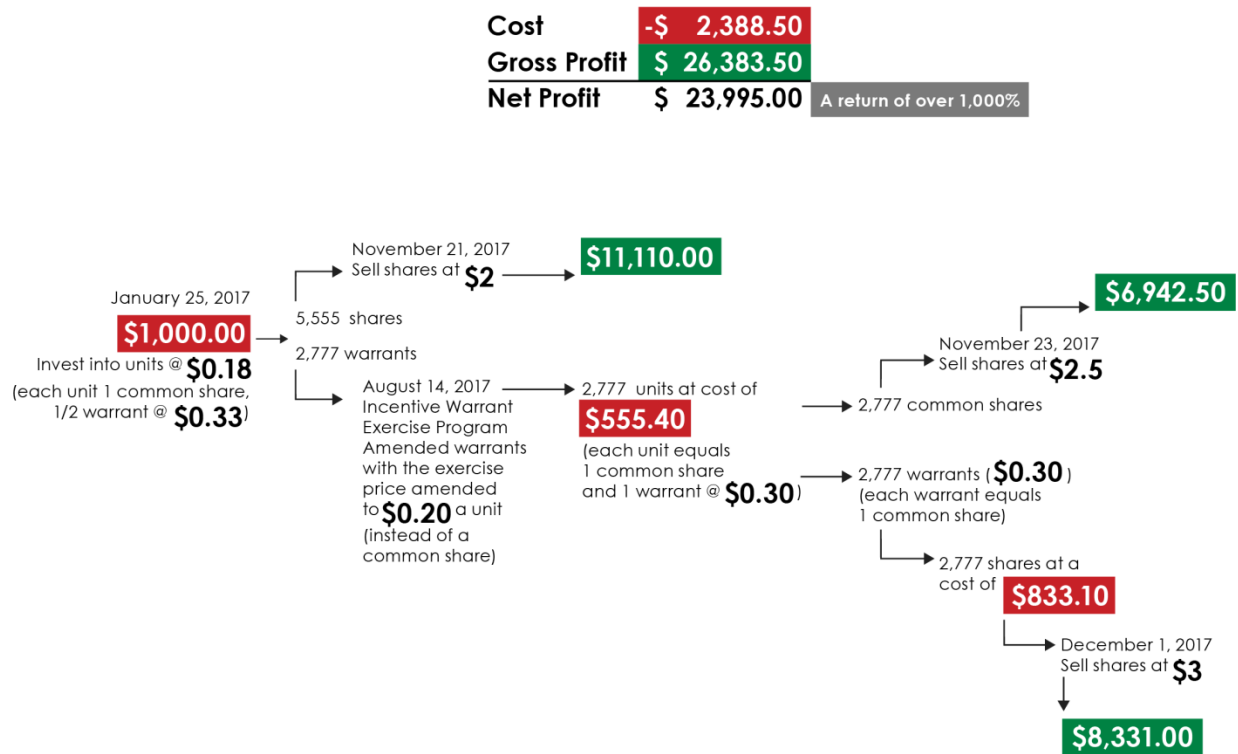
- If you invested \$100 in the IPO in August 2016 and you exercised your warrants, you would have earned a total shareholder return of \$865.70 through to February 16, 2018, the last trading day before Glance's board terminated Ms. Green as COO and President - that's an increase of more than 865%.

August 31, 2016: \$100.00 **February 16, 2017:** \$865.70

- Conversely, if you invested \$100 just prior to Ms. Green's termination, you would have seen that turn into just \$41.90 through to April 12, 2018 - that's a loss of almost 60%

February 20, 2017: \$100.00 **April 12, 2018:** \$41.90

Those who invested \$1,000 in Glance’s private placement in January 2017 for shares and warrants at \$0.18 per unit and participated in the August 14, 2017 Incentive Warrant Exercise Program could have made much more money:



5. The current board has lost credibility

Since Ms. Green filed her requisition for a shareholders’ meeting — rather than focusing on building shareholder value — the board has continuously deflected responsibility for Glance’s poor performance. Instead, they’ve embarked on a series of schemes, publicity stunts and a campaign of mass-distraction designed to take the spotlight off their ineffectiveness and to take credit for achievements that were created during Ms. Green’s tenure as President and COO.

In fact, if you read the letter they recently sent to you they spend a lot of time trying to scare you about Ms. Green and virtually no time talking about their plan. They mention Ms. Green over 200 times while the word “strategy” only appears five times. *(That tells you something about their priorities.)*

Additionally, in an attempt to save their positions, they've failed to adhere to good corporate governance practices. Since February 21, 2018 the current board has:

- Appointed Desmond Griffin as the sole member of the Disclosure Committee
- Prematurely announced in a press release that Glance removed Ms. Green as an officer before the board approved her termination
- Imposed a blackout policy in secret (without board approval) and did not properly inform Ms. Green
- Made selective disclosures to the market in an attempt to discredit Ms. Green personally

As Ms. Green has been able to remain on the board, she has fought behind the scenes for transparency and good corporate governance. That is why she is pleased that the board has begrudgingly started to implement better practices such as a minimum share ownership policy for the board. This is a start, but more is needed. They are only doing this now because they are worried about losing their jobs.

6. Governance and board challenges

The current board lacks the experience and ability to provide oversight direction to a global fintech and mobile payments company. The qualifications and requirements for our board have changed since the Company's IPO in 2016. The global fintech space is a dynamic new industry requiring leadership from a forward-thinking board with collective experience in fintech, international business development, and fundraising.

Management's slate lacks diversity. Management is regressing rather than advancing when it comes to board diversity. In the slate announced in its circular, Management is removing the one woman (Ms. Green) on the board and nominating five men.

Conversely, Ms. Green's slate includes two women (or **40%** of a refreshed board).

Board attempted to increase compensation for directors to \$1,000 per meeting RETROACTIVELY. At an early 2018 board meeting, an unnamed person covertly inserted an agenda item for a vote on paying directors \$1,000/meeting retroactively. When Ms. Green protested the last-minute inclusion in the agenda, no one took responsibility for adding it and it was removed.

The board passed a blackout policy in secret in a supposed attempt to trap Ms. Green. Subsequent to filing her shareholders' meeting requisition and prior to the disclosure of Glance's fourth quarter 2017 financial results, the board imposed a trading blackout period on all directors without informing Ms. Green. Not aware of the policy, Ms. Green continued to trade.

Management, in an attempt to embarrass her, then published a dishonest news release accusing her of violating a “a trading blackout.... under the terms of Glance’s Corporate Disclosure Policy.”

Shareholders are not fooled by such shenanigans and attempts to distract.

Management is disingenuously co-opting Ms. Green’s plan. In a news release accompanying her shareholders’ meeting requisition, Ms. Green stated that one of her primary motivations to refresh the board was to take Glance global. Since then, Glance’s management has announced the opening of packaged offices in Europe, California, and Australia without any true growth strategy and without announcing any deals.

Shareholders should not be confused into thinking increasing overhead by opening international offices is somehow international deal making.

Board has seemingly acquiesced its power to Mr. Griffin. It appears that Mr. Griffin has been given free rein at Glance to conduct business the way he sees fit. Specifically, the board has:

- Appointed Mr. Griffin as the ONLY member of the board’s Disclosure Committee
- Allowed him to publish press releases without the approval of the board
- Allowed him to sign and deliver agreements prior to receiving board approval

7. Management’s plan is weak

In its Circular, Glance lists a number strategic priorities for 2018. While some of its goals are laudable, the reality is the current board and management don’t have the credibility or track record to execute.

Management ‘priority’: “Grow monthly recurring revenue by continuously adding new merchants and consumers”

REALITY CHECK: 90% of all revenues since the Company’s inception came from deals that Ms. Green and Glance’s former Vice President Christina Rao initiated, negotiated and closed. The current management at Glance have no idea about how to generate recurring revenues.

Management ‘priority’: “Launching a new downloadable merchant app that enables merchants to quickly set up Glance Pay on their own devices.”

REALITY CHECK: In a press release dated November 15, 2017, Glance already announced a Merchant Downloadable App for rapid deployment and viral adoption. Six months later, the app is still not launched.

Management ‘priority’: “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.”

REALITY CHECK: Hosting a conference does not make you a leader in the blockchain space.

Management 'priority': "Completing the development of the Glance Coin reward token, which is intended to simplify and facilitate the adoption of cryptocurrency into everyday life."

REALITY CHECK: Management has ignored the Blockimpact cryptocurrency technology that Glance purchased for \$1.1 million in December. To complete Glance Coin, management needs to step aside and allow Glance's advisory board to take the lead or replace Glance's CTO.

Management 'priority': "Expanding into new vertical markets through both direct sales and joint efforts with our licensing partners."

REALITY CHECK: Management has a poor record of dealing with licensees: They evicted Yield Growth Corp. and Active Pay – Glance's biggest licensing partners – and all their employees out of Glance's offices in February with one day's notice; they failed to close on the licensing agreement with Fobi Pay which could have resulted in \$5 million in revenues to Glance; and they have yet to deliver the licensed technology to the licensees.

Management 'priority': "Continuing Glance Pay's international expansion..."

REALITY CHECK: The current management has taken a kindergarten approach to international expansion by opening up four packaged-offices in various locations around the world - California, New York, London and Australia. Ms. Green's plan to take Glance global, includes acquiring revenues, customers and merchants through acquisitions and strategic partnerships.

8. The Griffin DIS-advantage

a. CEO Desmond Griffin's track-record: Looking out for number one:

In 2016, Mr. Griffin, while he was President of Glance Pay, was Chief Technology Officer of Buyatab, a digital gift card company based in British Columbia.

As laid out in a 2016 Notice of Civil Claim – filed by Buyatab against Mr. and Mrs. Griffin and Glance – the job didn't end well for him:

"In his capacity as a Chief Technology Officer, Desmond Griffin recommended that the plaintiff retain Angela Griffin to develop the Payment Option Application. Relying on Desmond's Griffin's recommendation, the plaintiff contracted Angela Griffin to develop the Payment Option Application.

"Angela Griffin is Desmond Griffin's wife. Angela Griffin never delivered the Payment Option Application to the plaintiff. Instead, she and Desmond Griffin developed a technology derivative of and highly similar to the Payment Option Application (the "Similar Technology") that was intended to enable mobile payments at restaurants.

"Desmond Griffin did not disclose the existence of the Similar Technology to the plaintiff despite the fact that he had a contractual and fiduciary obligation to disclose competing interests.

“Desmond Griffin incorporated or, in the alternative obtained control of a shell corporation which is the defendant Glance Technologies Inc. for the purpose of commercializing the Similar Technology for his own benefit.

“Throughout the development of the Similar Technology, Desmond Griffin continued his employment with the plaintiff. Further, during his regular work hours, he spent significant time developing the Similar Technology and working on his competitive business, without disclosing this conduct to the plaintiff.”

Unfortunately, Mr. Griffin’s tenure at Buyatab didn’t end well for Glance either. While he kept Buyatab in the dark about working for Glance, he kept Glance in the dark about working for Buyatab.

Mr. Griffin was forced to settle the claim, promising that Glance wouldn’t get into the gift card business for two years. *(Glance is still paying for Mr. Griffin’s misconduct).*

b. Fair Trading?

On November 28, 2017, Glance announced details of a bought deal financing of \$11 million at \$3 per unit.

According to a review of Mr. Griffin’s SEDI filings, Mr. Griffin – who, as CEO should have had knowledge of the impending bought deal, spent roughly \$63,750 to exercise options and warrants only to cash out approximately \$972,330 in the week preceding deal.

DESMOND GRIFFIN

Exercises options:

2017-11-20 – 100,000 @ \$0.15

2017-11-21 – 100,000 @ \$0.15

2017-11-22 – 100,000 @ \$0.15

Exercise warrants:

2017-11-28 – 75,000 @ \$0.25

Sells common shares

2017-11-21 – 100,000 @ avg price \$1.96

2017-11-22 – 146,500 @ avg price \$2.59

2017-11-23 – 23,500 @ avg price \$2.77

2017-11-24 – 35,000 @ avg price \$2.82

2017-11-27 – 70,000 @ avg price \$3.33

On November 27, 2017, Mr. Griffin sold 70,000 shares. *Are we to believe he did not have knowledge of the impending bought deal prior to the announcement?* Notably, Mr. Griffin was putting the entire financing at risk by refusing to agree to customary non trading provisions that all other directors were agreeable to.

On November 28, 2017, the day the bought deal was announced, Mrs. Griffin sold shares. *Are we to believe that Mrs. Griffin was unaware of the \$11 million bought deal?* As a result of the bought deal, both Mr. and Mrs. Griffin knew they would be precluded from selling more shares for a period of time.

ANGELA GRIFFIN

Exercises options:

2017-11-28 – 20,000 @ \$0.15

Sells common shares

2017-11-28 – 20,000 @ avg. price \$3.42

If Mr. Griffin claims that he had no knowledge and no involvement in the \$11 million financing at \$3 per unit, then he clearly has no business being Glance's CEO.

c. Upgrade needed

Glance needs an upgrade of its CEO and CTO for a number of reasons:

- **Mr. and Mrs. Griffin didn't have the experience to properly run the Company once it grew from less than \$10 million to over \$450 million market capitalization in one year and pivoted into blockchain.** Mr. Griffin only has the experience of building one app and founded one company prior to Glance Pay, and it was in the parking vertical. Mrs. Griffin had never built an iOS app prior to Glance Pay.

Mrs. Griffin strongly opposed the licensing strategy that Ms. Green adopted for Glance which is responsible for more than 90% of the revenues at Glance. She has failed to deliver the promised technology to the licensees.

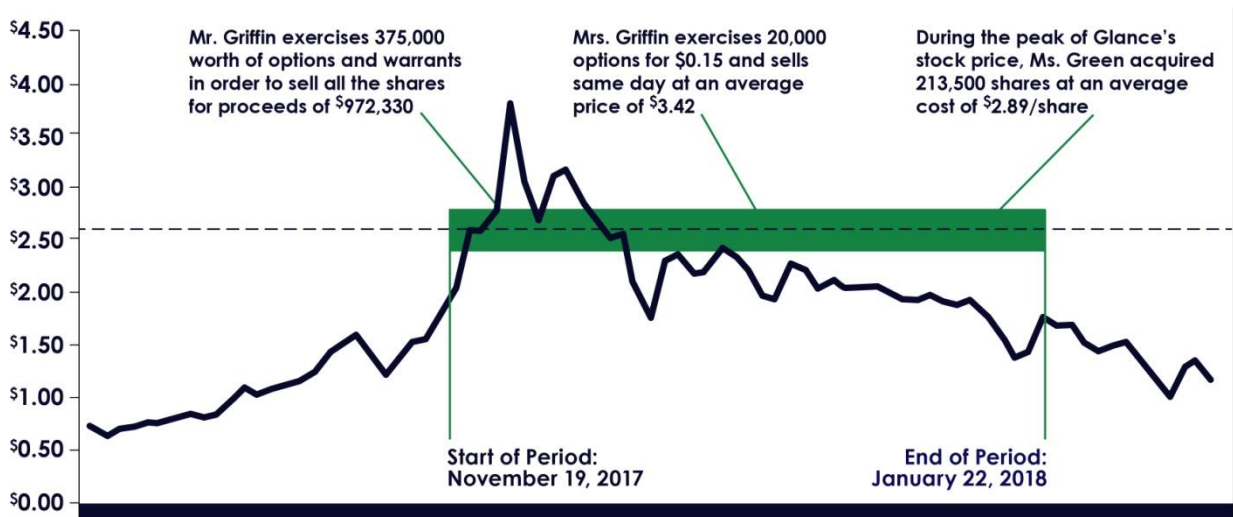
- **Mr. Griffin and Mrs. Griffin have failed to improve our technology.** In the fall of 2017, in response to complaints about Glance's technology, Ms. Green commissioned a comprehensive report on how to improve the Glance Pay app's user experience. Unfortunately, the report was ignored by the Griffins'. Ms. Green also contracted an advisor, with extensive experience and success in app-design, but the tech team, led by Mr. Griffin, never reached out to him.
- **Mr. Griffin has alienated the consultant community, hurting Glance's reputation.** Many of Glance's consultants have reached out to Ms. Green in recent months expressing their concern over the Griffins' inability to further develop technologies and to execute on promised upgrades. This is evidenced by the fact that Glance hasn't delivered on more than 10 previously announced technology advancements.
- **Mr. Griffin doesn't have any capital raising experience or ability to close deals.** In Mr. Griffin's bio, he trumpets his PayByPhone experience which took 11 years to achieve a \$45 million buyout. Compare that to Ms. Green's ability to fundraise, taking Glance to a \$450 million market capitalization in just six months.

9. Current board's interests aren't aligned with shareholders

Ms. Green is Glance's largest shareholder owning directly or indirectly approximately 11.17% of the Company's issued and outstanding shares. And like you, Ms. Green cares deeply about the success of the Company. She's personally invested close to \$1.9 million of her own money into purchasing Glance shares. She has sold shares recently to help pay for this campaign to bring change to Glance. *(That's a good investment.)*

While the current board will insist that their interests are aligned with yours, the facts tell a different story.

Compare Ms. Green's purchases and sales of Glance shares with those of Mr. Griffin: the graph below shows Mr. Griffin exercising options and warrants and selling shares when share price was high.



Compare Ms. Green's share purchases to incumbent director and Management Nominee Kirk Herrington who has no share purchases on record in SEDI, only exercising of options and warrants and earning net proceeds of \$195,956.50.

KIRK HERRINGTON				
EXERCISED	SOLD	EXERCISE PRICE	SALE PRICE	PROCEEDS
90,000	90,000	0.10	0.27	15,300.00
120,000		0.15		
	50,000		0.27	6,000.00
	70,000		0.26	7,700.00
5,000	5,000	0.15	0.26	550.00
25,000	25,000	0.29	0.88	14,750.00
60,000	60,000	0.10	1.06	57,600.00
62,500	62,500	0.85	1.60	46,875.00
25,000		0.295		
	800		2.15	1,484.00
	1,300		2.14	2,398.50
	5,300		2.13	9,725.50
	12,500		2.12	22,812.50
	5,100		2.11	10,761.00
387,500	387,500			195,956.50

B. GLANCE FORWARD

1. Strong track record of Penny Green

Ms. Green is a serial entrepreneur with over two decades of experience building successful companies and has been recognized on PROFIT Magazine's W100 list of top Canadian female entrepreneurs.

Under her leadership as CEO, her company Bacchus Law Corporation was in the PROFIT 500 Fastest Growing companies in 2015 and 2016. Ms. Green has deep experience in capital markets and has been involved in over 100 going public transactions.

Ms. Green was a Co-Founder and a director and officer for two years of Merus Labs Inc. (TSX:MSL, NASDAQ:MSLI-Q) which had revenues of \$111 million in fiscal 2016 and was acquired by Norgine B.V. in July 2017 for approximately \$342 million.

In its circular, Management goes to great lengths to attack Ms. Green's track record with misleading and cherry-picked information. Here are the facts:

FACT: During Ms. Green's tenure at Merus Labs Inc., share price increased 53%. When she resigned as director, the Company had a strong balance sheet, no long-term debt, and in excess of \$10 million in cash.

FACT: Ms. Green has significant experience in building technology companies as founder or senior officer in Highbury Energy Inc., a clean technology company, Mediatelevision.tv, a streaming media company, Payforview.com, an online streaming platform, and online music platforms Angel Audio and Sound Revolution Inc.

FACT: Ms. Green is a sought after thought-leader for media having appeared on or been interviewed for non-sponsored articles in The Globe and Mail, Forbes, Huffington Post, Business in Vancouver, Chatelaine, and PROFIT magazine. She is a contributor to Forbes and on the Forbes technology council. Tabloid-style articles cited by the current board in their attack on Ms. Green from the Vancouver Sun between 2007 and 2011 were inaccurate evidenced by the fact that Ms. Green has never been accused of any wrongdoing by any securities regulator.

FACT: Ms. Green founded Glance as a private company in October 2014 and was its first director. Ms. Green has been the catalyst for the Company's growth.

As COO and President of Glance, Ms. Green was able to leverage her capital market and fintech experience and contacts to raise \$30 million over the past three years, ink many deals at Glance, and initiate key revenue-licensing deals including Yield Growth (formerly Cannapay Financial), Active Pay Distribution Inc., and Loop Insights Inc., that, today, contribute to the majority of Glance's revenues. In fact, almost all of Glance's deals have been closed by either Ms. Green and Glance's former Vice President Christina Rao. See table on deals below.

Yield Growth:

In June 2017, Ms. Green launched Yield Growth (formerly Cannapay Financial) as a licensing vehicle to build value for Glance shareholders. The Company licenses the right to use and the right to sublicense the Glance Pay mobile payment technology for use in the cannabis industry.

Pursuant to its agreement with Yield Growth, Glance received a stock payment of 10,450,000 shares valued at \$1 million which is now estimated to be worth over \$10 million (based on Yield Growth's most recent private placement).

In addition to the original \$1 million in fees, Glance received \$1 million in sub-licensing royalty revenue from Yield Growth in Q1, 2018 representing a majority of its current revenue stream.

Here is a table summarizing the announced deals which were sourced by either Penny Green or Christina Rao:

DATE	DEAL	PERSON WHO SOURCED	PERSON WHO CLOSED	RESULT
Nov 2015 - July 2016	41 restaurant deals signed before the IPO	100% were sourced by Ms. Rao's calls or Ms. Green's contacts	Ms. Green, Ms. Rao or Mr. Griffin	Successful IPO
April 2016	ROMD Marketing and Design Inc.	Ms. Green	Team effort.	Initial logo and app design that made the app an initial success
April 2016	Moneris agreement	Ms. Green set up through her existing relationship with Moneris	Ms. Green and Mr. Griffin	Better merchant rates than Stripe, which is all Mr. Griffin could set up himself
August 2016	Leede Jones Gable Inc. agency agreement for IPO	Ms. Green's longstanding relationship with Leede after multiple IPOs	Ms. Green and Mr. Griffin	The Company was able to go public and raise capital
August 2016	Closing of \$793,000 IPO financing	Ms. Green and Leede contacts	Team effort	Company had funds to execute business plan
September 2016	Private placement \$254,949	Ms. Green and Leede contacts	Team effort	Funds to operate
September 2016	Mealshare	Ms. Rao	Ms. Rao and Ms. Green	Increased brand awareness
October 2016	Entry into VanFunding pitching contest	Ms. Green	Ms. Green pitched investors and won 1st place (tie)	Increased investor awareness
October 2016	9 new Restaurants launched	All from Ms. Green and Ms. Rao	Ms. Green, Ms. Rao and Mr. Griffin	Premier restaurants in app
January 17, 2017	First revenue generating agreement with Blue Martini Jazz Cafe	Ms. Green	Ms. Green	Recurring Revenues
January 30, 2017	OTCQB quotation	Ms. Green	Ms. Green & her contacts	Increased investor base
February 6, 2017	First restaurant signed in Toronto	Ms. Ashton	Ms. Green	Toronto launch
February 23, 2017	Alliances with Populist Media	Ms. Rao and Ms. Green	Ms. Rao and Ms. Green	Increased brand awareness
March 14, 2017	Engagement of Investor Cubed	Ms. Green	Ms. Green and Ms. Rao	Increased investor base

DATE	DEAL	PERSON WHO SOURCED	PERSON WHO CLOSED	RESULT
March 16, 2017	Rights Offering with Mackie Research	Ms. Green	Ms. Green	Increased investor base and capital raised
March 23, 2017	Cop-Lead of Rights Offering Leede Jones Gable	Ms. Green	Ms. Green	Increased investor awareness
April 10, 2017	First retail merchant signed - Juice Salon	Ms. Green	Ms. Green	Launched into \$5 trillion retail market
May 12, 2017	Appoint Debra Williams to advisory board	Ms. Green	Ms. Green	Strengthened our advisory team.
May 30, 2017	Cannapay Financial \$1,000,000 technology license	Ms. Green	Group Effort, but Ms. Green founded Cannapay	\$1,000,000 in revenue and entry into the Cannabis market, increased investor base
July 12, 2017	Glance announces Q2 Revenue up 664%	Ms. Green for Cannapay and Blue Martini Revenues	Ms. Green	90% of revenues from Ms. Green deals
August 9, 2017	Sign Western Sands Hotel	Ms. Rao	Ms. Rao	Entry into hotel market, but Mr. Griffin failed to execute
August 14, 2017	Warrant incentive program	Ms. Green	Ms. Green with Mackie Research and investor relations and legal teams	Over \$9,000,000 in warrant exercises
August 28, 2017	Active Pay \$1,000,000 licensing agreement	Ms. Green	Ms. Green	\$1,000,000 in assets and new vertical
Sept 5, 2017	Cannapay announces product acquisition	Ms. Green	Ms. Green	Further development in Cannabis industry and increased investor awareness
September 12, 2017	First Restaurant signed	Ms. Rao	Ms. Rao	Entry into US market
September 27, 2017	Spiros Margaris joins advisory board	NY consultant arranged by Ms. Green	Ms. Green & Mr. Griffin	Increased investor awareness
October 12, 2017	Cannapay acquires Ayurvedic product line for Cannabis	Ms. Green	Ms. Green	Increased investor participation
October 27, 2017	Q3 Revenue up 90%	Ms. Green	Ms. Green	Increased revenues from Active Pay and Cannapay licensing agreements

DATE	DEAL	PERSON WHO SOURCED	PERSON WHO CLOSED	RESULT
November 6, 2017	Appoint Alex Perkins to Advisory Board	Ms. Rao	Ms. Rao	Entry into crypto industry
November 13, 2017	Appoint Dinis Guarda to Advisory Board	Mr. Perkins	Ms. Green and Mr. Griffin	Strengthened advisory board with a top blockchain influencer according to Right Relevance
November 28, 2017	Bought deal financing at \$3 per unit	Ms. Green	Ms. Green and Board (but Mr. Griffin tried to derail)	\$11 million in financing
November 30, 2017	Acquisition of Blockimpact technology	Ms. Green	Ms. Green and Mr. Griffin	Acquisition of blockchain technology
January 4, 2018	Cannapay signs \$4 million licensing deal	Ms. Green and Ms. Rao	Ms. Green	\$1 million revenue to Glance
January 11, 2018	Appoint Zeeshan Malik to subsidiary as CDO	Advisor	Ms. Green and Mr. Griffin & HR	Increased marketing abilities
January 15, 2018	Evan Luthra appointed to advisory board	Advisor	Ms. Green	Strengthened our blockchain network
January 16, 2018	David Drake appointed to advisory board	Advisor	Ms. Green	Strengthened our media network
January 22, 2018	\$5 million licensing agreement with Fobi Pay	Ms. Rao and Ms. Green	Team effort	\$5 million in potential revenues but failure to launch by Mr. Griffin
January 25, 2018	Michael Terpin joins advisory board	Advisor	Ms. Green	Strengthened crypto and capital network
February 13, 2018	Anish Mohammed joins advisory board	Advisor	Ms. Green had initial meeting and negotiated terms	Strengthened our advisory board with tech knowledge
February 16, 2018	Blue Star Motors signed	Ms. Green	Ms. Green	Entry into the automotive industry

There is no one left at Glance who can source or close licensing deals. No new deals have been announced since Ms. Green was terminated as the Company's President and COO in February.

2. A robust investor relations strategy to take Glance forward

Ms. Green’s investor relations approach has been developed over the past two decades helping over 100 companies go public and creating over a billion dollars in shareholder value. At Glance, Ms. Green used innovative strategies to raise capital and increase shareholder value which resulted in a market capitalization of over \$450 million.

Ms. Green believes strongly in the importance of a robust investor relations strategy especially in a company’s early days when the company needs to build its brand and catch investors’ attention. Over the past two years, Ms. Green has done just that with strategic expenditures on media, promotions, and roadshows, and on building relationships with relevant contacts. The Company’s share price had reflected those efforts. The board and management didn’t complain about the cost and supported these initiatives – in fact, every payment required a minimum of two signatures (usually Mr. Griffin’s and the CFO’s). They didn’t complain about the cost because they were making a lot of money and Ms. Green’s investor relations strategy was working. In fact, they cashed out by exercising options and selling shares.

The following table summarizes financings that were spearheaded by Ms. Green for the Company.

DATE	AMOUNT RAISED	DETAILS
2015	\$741,250	Private placements while Glance was a private company
August 2016	\$793,500	Pursuant to the initial public offering which was fully subscribed and over allotment exercised at \$0.15 per unit
September 2016	\$254,949	Raised in a follow on private placement at \$0.15 per unit
January 2017	Over \$900,000	A brokered private placement with Echelon Wealth Partners at \$0.18 per unit
February 2017	\$480,540	Private placement of \$480,540 for \$0.18 per unit.
April 2017	\$1,645,104	Rights offering granting shareholders one right for every six shares held to buy units at \$0.20 per unit raising.
April 2017	\$161,000	Private placement at \$0.20 per unit
June 2017	\$100,000	Private placement at \$0.20 per unit
July 2017	\$297,000	Private placement at \$0.18 per unit
August 2017	\$350,000	Private placement at \$0.18 per unit
September 2017	\$1,200,000	Private placement at \$0.40 per unit
October 2017	\$3,180,000	Private placement at \$0.40 per unit
November 2017	\$198,000	Private placement at \$0.90 per unit
December 2017	\$11,052,000	Prospectus bought deal offering at \$3 per unit

In addition to the above capital raises, the Company received a further \$8.2 million from exercises of warrants in Q4 2017 and over \$600,000 in warrant exercises in Q1 2018. All of these warrant exercise proceeds to the Company (plus a further \$1.05 million in stock option exercise proceeds in Q4 2017 and Q1 2018) can reasonably be attributed to the Company’s share price which was a result of deal making and investor relations activities that Ms. Green spearheaded.

Ms. Green oversaw the expenditure of \$2.4 million to bring the Company to more than a greater than \$450 million market capitalization in six months (that's a pretty good return on investment) and bring in more than \$20 million in capital. We can do it again. The first step is a new board to execute our plan.

3. A new board to take Glance forward

Highlights of Ms. Green's slate:

William Davis III

- Managing Director of Technology at LDJ Capital
- Former Chief Information Officer and Chief Cybersecurity Officer at Europe's largest mobile payment firm Daopay
- Former president of Gate Impact, a broker dealer in the fintech business of secondary trading of clean energy companies on a proprietary ATS/exchange
- Former Director of Business Intelligence at American Express where he created a strategic plan to build Amex to \$3 billion in earnings

Jonathan Fry

- Chairman of LifesDNA, a new search engine using Blockchain and AI technology in the wellbeing, lifestyle and healthcare sectors
- CEO of TeamBlockchain, a UK-based international influencer network assisting organizations' transition to blockchain economy
- Expert in blockchain, crypto economics and initial coin offering (ICO)
- Extensive finance experience as former CEO of Premier Asset Management PLC which had over £1 billion under management during Mr. Fry's tenure

Monique Imbeault

- Due to a stellar reputation and significant expertise, Ms. Imbeault is regularly asked to serve on the board of and chair companies entering into or in the midst of challenging times such as Imvescor Restaurant Group (IRG) and Organigram Holdings Inc. Ms. Imbeault is known to ask tough questions and make things right for shareholders. She also holds a law degree and an Institute of Corporate Directors designation (ICD.D).
- Chief Executive Officer of General Financial Corporation Ltd., a private holding company with a diverse portfolio of companies and investments
- Chair of the board of directors of Organigram Holdings Inc. from 2015 to 2017
- Chair of XL-ID Solutions Inc., a private company which has developed and commercialized RCMP-accredited fingerprint software and provides services to police agencies. The software also has a full range of civil applications. XL-ID is also widely recognized internationally for its biometric identity software applications for secured access control.
- Extensive restaurant industry experience as former Chair and a director of IRG, a restaurant franchising company. Ms. Imbeault was involved in IRG's initial public offering as an income trust and when it became a Toronto Stock Exchange-listed issuer.
- Former Counsel with law firm McInnes Cooper specializing in corporate & commercial law and also acting as a Trade Mark Agent

Spiros Margaris

- 20 years' experience in innovation, technology management, and investment management and research for family offices, high net worth individuals, and institutional clients
- Recognized as one of the top global fintech, insurtech, banking, AI, and blockchain influencers in the world
- Extensive financial experience in investment management and financial statement analysis as Founder of Margaris Advisory, a venture capitalist and advisory firm, and Partner and Member of the Investment Committee of the hedge fund advisory firm Crossbow Partners AG
- Senior advisor to Glance, Arbidex.uk.com, Datametrex AI Limited, Kapilendo.com, Moneymeets.com, and at F10 FinTech Incubator and Accelerator

MEETING INFORMATION AND VOTE RECOMMENDATIONS

CONCERNED SHAREHOLDER OF GLANCE TECHNOLOGIES INC. MEETING INFORMATION AND VOTE RECOMMENDATIONS

FOR THE ANNUAL GENERAL MEETING OF THE HOLDERS OF
COMMON SHARES TO BE HELD ON TUESDAY, JUNE 12, 2018

PENNY GREEN RECOMMENDS VOTING ONLY
THE GREEN PROXY
SHAREHOLDERS SHOULD DISCARD ANY
OTHER PROXY RECEIVED

FOR FIXING THE NUMBER OF DIRECTORS AT FIVE

FOR THE ELECTION OF PENNY GREEN'S FIVE
DIRECTOR NOMINEES

FOR THE APPOINTMENT OF THE AUDITOR

AGAINST THE APPROVAL OF THE ADVANCE
NOTICE POLICY PLAN

YOUR **GREEN PROXY** MUST BE RECEIVED BY KINGSDALE ADVISORS
10:00AM (PACIFIC TIME) ON FRIDAY, JUNE 8, 2018.
DISCARD ANY OTHER PROXY YOU MAY HAVE RECEIVED.

If you have any questions, or require any
assistance in voting your shares, please call:



KINGSDALE Advisors

Telephone Toll Free: **1.866.581.1513**

Outside North America Call Collect: 1.416.867.2272

Toll Free Fax: 1.866.545.5580; Fax: 416.867.2271

Email: contactus@kingsdaleadvisors.com

Questions?

1.866.581.1513

contactus@kingsdaleadvisors.com

Need Help
Voting?

VOTE ONLY YOUR GREEN PROXY OR GREEN VIF TODAY

TO COUNT AT THE MEETING, YOUR **GREEN** FORM OF PROXY MUST BE SUBMITTED IN ACCORDANCE WITH THE INSTRUCTIONS

PROVIDED PRIOR TO 10:00 AM. (PDT) ON **JUNE 8, 2018.**

REGISTERED SHAREHOLDERS

(YOU HOLD A SHARE CERTIFICATE OR A DRS STATEMENT REGISTERED IN YOUR NAME)



Complete, sign and date your **GREEN** form of proxy. Scan both sides of the proxy and return it by email to contactus@kingsdaleadvisors.com.



Complete, sign and date your **GREEN** form of proxy and return it by fax to Kingsdale Advisors at 1.866.545.5580 toll-free (within Canada and the United States) or 1.416.867.2271 (Outside Canada and the United States).



Complete, sign and date your **GREEN** form of proxy and return it to:

Kingsdale Advisors
The Exchange Tower
130 King Street West, Suite 2950
P.O. Box 36, Toronto, Ontario
M5X 1E2

CANADIAN NON-REGISTERED (BENEFICIAL) SHAREHOLDERS

(YOU HOLD SHARES THROUGH A CANADIAN BANK, BROKER OR OTHER INTERMEDIARY)



Go to www.proxyvote.com and follow the voting instructions on the screen. You will require a 16-digit Control Number (located on the front of your **GREEN** VIF) to identify yourself.



To vote by phone should call 1.800.474.7493 (English) or 1.800.474.7501 (French). You will require a 16-digit Control Number (located on the front of your **GREEN** VIF) to identify yourself.



Complete, sign and date your **GREEN** VIF and return it by fax to 905.507.7793 or 514.281.8911.



Complete, sign and date your **GREEN** VIF and return it in the postage prepaid envelope.

UNITED STATES NON-REGISTERED (BENEFICIAL) SHAREHOLDERS

(YOU HOLD SHARES THROUGH A U.S. BANK, BROKER OR OTHER INTERMEDIARY)



Go to www.proxyvote.com and follow the voting instructions on the screen. You will require a Control Number (located on the front of your **GREEN** VIF) to identify yourself.



To vote by phone should call 1.800.454.8683 then follow the voting instructions on your **GREEN** VIF. You will require a Control Number (located on the front of your **GREEN** VIF) to identify yourself.



Complete, sign, and date your **GREEN** VIF and return it by fax to the fax number(s) listed on your **GREEN** VIF.



Complete, sign, and date your **GREEN** VIF and return it in the postage prepaid envelope provided to the address set out on the envelope.

Questions?

1.866.581.1513

contactus@kingsdaleadvisors.com

Need Help Voting?

FREQUENTLY ASKED QUESTIONS

Q: Why did I receive this package of information?

A: Glance Technologies Inc. (“**Glance**”) has called its annual general meeting to be held on Tuesday, June 12, 2018. Only shareholders of record at the close of business on April 20, 2018 (the “**Record Date**”) are entitled to receive notice of and vote at the Meeting. Each share is entitled to one vote at the meeting. Penny Green is soliciting your vote in order to elect at the Meeting her nominees for election as directors of the Company. This Circular has been provided in connection with that solicitation.

Q: Who is Penny Green?

A: Penny Green is Co-founder, Director, and largest shareholder of Glance Technologies Inc. She was the driving force in building the Company to a market capitalization of more than \$450 million.

Ms. Green is a serial entrepreneur with over two decades of experience building successful companies. She is Co-Founder, President and CEO of The Yield Growth Corp. and Juve Wellness Inc. and has been recognized on PROFIT Magazine’s W100 list of top Canadian female entrepreneurs.

Under her leadership as CEO, her company Bacchus Law Corporation was in the PROFIT 500 Fastest Growing companies in 2015 and 2016. Ms. Green has deep experience in capital markets and has been involved in over 100 going public transactions. Ms. Green was a Co-Founder of Merus Labs Inc. (TSX:MSL, NASDAQ:MSLI-Q) which had revenues of \$111 million in fiscal 2016 and was acquired by Norgine B.V. in July 2017 for approximately \$342 million.

Ms. Green is recognized as a thought leader and regularly participates as an expert speaker for keynotes and panels on Fintech, Capital-raising and Blockchain. Ms. Green has been featured in The National Post, The Globe and Mail, BNN, Chatelaine, Business in Vancouver and more. Ms. Green is published in Forbes and a member of its Technology Council.

Q: Why did Ms. Green requisition a meeting originally?

A: Ms. Green’s shareholders’ meeting requisition was motivated by longstanding concerns about the direction of the Company, poor share performance, and the fact that it became clear that current directors Kirk Herrington, James Topham, and Larry Timlick (the “Obstructing Directors”) do not have the right experience to understand, evaluate, and capitalize on international revenue-generating opportunities for Glance Technologies Inc.

Unfortunately, rather than being responsive to the concerns of shareholders and considering the advice of a proven capital markets expert, the Obstructing Directors have chosen to marginalize Ms. Green, an accomplished female entrepreneur. The Obstructing Directors’ decision to continue to act as a

roadblock to potential deals and exclude Ms. Green from board decisions left Ms. Green with no choice but to requisition a meeting of shareholders.

Q: What is Ms. Green trying to accomplish?

A: Ms. Green believes that Glance has a unique opportunity to become a global leader in the fintech and mobile payment industry.

Unfortunately, over the past several months, it has become evident to Ms. Green — and to many other of shareholders — that Glance’s current board doesn’t have the ability, the contacts, the experience, or the desire to take Glance to the next level; to take Glance Global. That’s why she’s asking for your support to refresh Glance’s board with an experienced and qualified team that can increase value.

Q: What support does Ms. Green have?

A: Already, a large number of shareholders have expressed support for Ms. Green's approach, share their outrage at the current boards’ obstructionism, and acknowledge the need for a newly constituted board with her director nominees with international fintech experience.

Q: Why does Ms. Green need a new board?

A: This isn’t about control, it is about implementing a real plan to take Glance Technologies global and improve the value of your investment.

Ideally, Ms. Green would have liked to have seen changes implemented without having to requisition a meeting to reconstitute the board. Unfortunately, the majority of the current board has made it clear they have no interest in even discussing changes to improve Glance.

Q: What is Ms. Green’s plan for enhancing value?

A: Ms. Green and her slate of director nominees have a five-point plan to enhance value for all shareholders. This includes:

1. Build the right team to make Glance an international leader in fintech, mobile payments, blockchain and cryptocurrency. This includes:
 - Refreshing the board with internationally respected individuals with capital markets and fintech experience and an extensive international network.
 - Replacing the current CEO with someone who can execute and has the vision, experience and network to grow Glance into an international leader in fintech and blockchain through innovative marketing, a strategic licensing strategy and acquisitions and alliances.

- Hiring a new Chief Technology Officer to advance and enhance the technology, with a focus on implementing long overdue technology enhancements and integrations. Ms. Green has already identified several candidates who will be available for review by the new board.
 - Carefully evaluating everyone on the current management team to determine who is bringing value to the Company.
2. Develop a strong revenue strategy which includes launching Glance Coin and pursuing and executing a number of new revenue-generating licensing opportunities which have been offered to Glance.
 3. Implement an aggressive acquisition strategy with a goal of five major acquisitions by end of fiscal year 2018. Ms. Green has already identified three exciting acquisitions which can be reviewed by the new board shortly after the Annual General Meeting.
 4. Build a robust investor relations strategy in order to support acquisition and expansion.
 5. Engage the media in the quest to build Glance to be a global fintech and blockchain leader.

Q: Why does Ms. Green believe her nominees can best enhance shareholder value?

A: Ms. Green has carefully selected her nominees based on shareholder engagement and counsel from trusted advisors in the fintech, blockchain, and finance industry.

Her Nominees have:

- The right skill-set, knowledge, and background to drive the growth of our global fintech company
- Operational, strategic, and corporate governance expertise
- Capital markets experience and the ability to raise money
- A sense of urgency to build value for all shareholders

Q: Could Ms. Green have avoided a proxy fight?

A: Ms. Green tried to work constructively with her colleagues on the board but, in recent months, it became evident that the board doesn't have the ability, the contacts, the experience, or the desire to take glance forward. Ms. Green felt that the status quo could not continue so, as a last resort, requested a meeting to refresh the Glance board.

Q: When and where is the Meeting?

A: The 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, 2018 at 2:00 p.m. (Pacific time). For more information, you may contact the Ms. Green’s strategic shareholder advisor and proxy solicitor, Kingsdale Advisors (“Kingsdale”) at 1-866-581-1513 (toll-free in North America) or 416.867.2272 (collect calls accepted) outside of North America. Or send an email to contactus@kingsdaleadvisors.com.

Q: What am I voting on?

A: As a shareholder at the end of business on the Record Date, you are being asked to vote **ONLY** your **GREEN** form of proxy or voting instruction form:

- **FOR** confirming the number of directors of the Company for the ensuing year at five (5);
- **FOR** the election of all five (5) of **Penny Green’s nominees** named in the accompanying **GREEN** form of proxy or voting instruction form to the Board:
 - FOR William Davis III
 - FOR Jonathan Fry
 - FOR Penny Green
 - FOR Monique Imbeault
 - FOR Spiros Margaris
- **FOR** the appointment of Saturna Group Chartered Professional Accountants LLP as auditor of the Company for the fiscal year ending November 30, 2018 year and to authorize the Board of Directors of the Company to fix the remuneration to be paid to the auditor; and
- **AGAINST** the approval of the Advance Notice Policy.

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: How do I vote?

A: If you are a **Registered Shareholders**, you may vote in person, by email, by fax, or by mail or delivery as follows:

To vote in person: You do not need to complete and return the enclosed **GREEN** form of proxy. All you need to do is to come to the Meeting with your **GREEN** form of proxy. Before the official start of the Meeting on June 12, 2018, register with the representative(s) from Computershare Investor Services Inc. (“**Computershare**”) who will be located at a welcome table just outside the meeting room.

To vote by email: Complete, sign and date your **GREEN** form of proxy. Scan both sides of the proxy and return it by email to: contactus@kingsdaleadvisors.com.

To vote by fax: Properly complete, sign and date your **GREEN** form of proxy and return it by facsimile to Kingsdale Advisors at 1-866-581-1513 toll-free or 1-416-867-2271.

To vote by mail or delivery: Properly complete, sign and date the **GREEN** form of proxy and return it in the postage prepaid envelope provided to Kingsdale Advisors, The Exchange Tower, 130 King Street West, Suite 2950, P.O. Box 361, Toronto, Ontario M5X 1E2.

If you are a **Non-registered (Beneficial) Shareholders**, you may vote in person, by Internet, by fax, by telephone or by mail or deliver as follows further to a **GREEN** voting instruction form from your nominee or intermediary (e.g. broker, advisor, trust company):

To vote in person: Insert your name in the space provided on the **GREEN** voting instruction form or submit any other document in writing to your nominee or intermediary requesting that you are to be appointed as proxyholder. Then, follow the instructions on the **GREEN** voting instruction form and sign and return the **GREEN** voting instruction form in accordance with the instructions provided in the form. Before the official start of the Meeting on June 12, 2018, register with the representative(s) from Computershare who will be located at a welcome table just outside the meeting room.

To vote by Internet: Go to www.proxyvote.com and enter your 16-digit control number located on the **GREEN** voting instruction form. If you are a U.S. resident, follow the instructions provided with your **GREEN** voting instruction form or other proxy document.

To vote by fax: Properly complete, sign and date your **GREEN** voting instruction form and return it by fax to 905-507-7793 or 514-281-8911. If you are a U.S. resident, follow the instructions provided with your **GREEN** voting instruction form or other proxy document.

To vote by telephone: If you are a Canadian Non-registered shareholder, call 1-800-474-7493 (English) or 1-800-474-7501 (French). You will require a 16-digit Control Number (located on the front of your **GREEN** voting information form) to identify yourself to the system. If you are a U.S. Non-registered Shareholder, follow the instructions provided with your **GREEN** voting instruction form or other proxy document.

To vote by mail or delivery: Complete, sign and date your **GREEN** voting instruction form and return it in the postage prepaid envelope provided to the address set out on the envelope.

Q: What proxy or voting instruction form should I use?

A: Use **only** the **GREEN** form of proxy or voting instruction form to vote for the election of Ms. Green's nominees.

Q: What if I already voted a management proxy or voting instruction form?

A: Even if you have already voted using a management proxy or voting instruction form, you have every right to change your vote, join the campaign for change, and support the nomination of the Ms. Green's nominees. A later-dated **GREEN** form of proxy or voting instruction form automatically revokes any and all previously submitted forms of proxy or voting instruction forms.

Q: If I deposit a GREEN proxy or voting instruction form, how will my common shares be voted?

A: You can specify how you want to vote on each matter listed in the **GREEN** form of proxy or voting instruction form. If you do not specify a choice, your **GREEN** form of proxy or voting instruction form will be voted in accordance with Ms. Green's voting recommendations contained in both the **GREEN** form of proxy and the **GREEN** voting instruction form.

PROXY CIRCULAR

Penny Green

TABLE OF CONTENTS

GENERAL INFORMATION	2
FORWARD-LOOKING STATEMENTS	4
MATTERS TO BE ACTED UPON AT THE MEETING	5
Confirming Number of Directors at Five (5)	5
Election of Directors.....	5
Appointment of Auditor.....	13
Advance Notice Policy.....	13
Other Business	14
VOTING SECURITIES AND PRINCIPAL SHAREHOLDERS	14
INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON	14
GENERAL PROXY INFORMATION.....	15
Solicitation of Proxies.....	15
Notice and Access	15
Appointment of Proxies	15
Registered Shareholders	16
Revocation of Proxies	16
Exercise of Discretion.....	17
Non-Registered Shareholders	18
Delivery of Proxy-Related Materials to Objecting Beneficial Holders	19
ADDITIONAL INFORMATION	19
APPROVAL.....	19

GENERAL INFORMATION

This information circular (this “**Circular**”), dated May 10, 2018, and the accompanying **GREEN** form of proxy or **GREEN** voting instructions form (“**VIF**”), are provided to you in connection with the solicitation of proxies by and on behalf of Penny Green (the “**Concerned Shareholder**”) to be used at the annual general meeting of holders of Common Shares (“**Shares**”) of Glance Technologies Inc. (“**Glance**” or the “**Company**”), scheduled to be held on Tuesday, June 12, 2018 at 2:00 pm (Pacific time) at 1200 Waterfront Centre, 200 Burrard Street, Vancouver, British Columbia V7X 1T2, and at any and all adjournments or postponements thereof (the “**Meeting**”). Only shareholders of record at the close of business on April 20, 2018 (the “**Record Date**”) are entitled to receive notice of and vote at the Meeting. Each common share of the Company is entitled to one vote at the meeting.

This solicitation of proxies is made by the Concerned Shareholder. This solicitation of proxies is NOT made by or on behalf of management of the Company.

You were sent a management information circular dated May 1, 2018 (the “**Management Circular**”) and a management form of proxy (the “**Management Proxy**”) from management of the Company soliciting proxies in connection with the Meeting. According to the Management Circular, management of the Company is proposing five (5) directors for election to the board of directors of the Company (the “**board**”).

If you support the Concerned Shareholder, only use the **GREEN** form of proxy or **GREEN** VIF accompanying this Circular. If you previously returned a Management Proxy, you have the right to change your vote. To do so, simply sign, date and return the **GREEN** form of proxy or **GREEN** VIF. A later dated **GREEN** form of proxy or **GREEN** VIF supersedes a previously completed Management Proxy.

The Concerned Shareholder is soliciting proxies in support of votes:

1. FOR confirming the number of directors of the Company for the ensuing year at five (5); and

RECOMMENDATION TO SHAREHOLDERS

The Concerned Shareholder recommends that you vote “**FOR**” the confirmation of the number of directors of the Company for the ensuing year at five (5). The individuals named in the **GREEN** form of proxy or **GREEN** VIF intend to cast the votes represented thereby “**FOR**” the confirmation of the number of directors of the Company for the ensuing year at five (5), unless you direct that the Shares represented thereby be voted otherwise.

2. FOR the election of the following nominees as directors of the Company: William Davis III, Jonathan Fry, Penny Green, Monique Imbeault and Spiros Margaris (the “**Concerned Shareholder’s Nominees**”).

The Concerned Shareholder recommends that you vote "**FOR**" the election of the Concerned Shareholder's Nominees. The individuals named in the **GREEN** form of proxy or **GREEN** VIF intend to cast the votes represented thereby "**FOR**" the election of the Concerned Shareholder's Nominees, unless you direct that the Shares represented thereby be voted otherwise.

- FOR William Davis III
- FOR Jonathan Fry
- FOR Penny Green
- FOR Monique Imbeault
- FOR Spiros Margaris

3. FOR the appointment of 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 of the Company to fix the remuneration to be paid to the auditor.

RECOMMENDATION TO SHAREHOLDERS

The Concerned Shareholder recommends that you vote "**FOR**" the appointment of Saturna Group Chartered Professional Accountants LLP as auditor of the Company for the fiscal year ending November 30, 2018 and the authorization of the Board of Directors of the Company to fix the remuneration to be paid to the auditor. The individuals named in the **GREEN** form of proxy or **GREEN** VIF intend to cast the votes represented thereby "**FOR**" the appointment of Saturna Group Chartered Professional Accountants LLP as auditor of the Company for the fiscal year ending November 30, 2018 and the authorization of the Board of Directors of the Company to fix the remuneration to be paid to the auditor, unless you direct that the Shares represented thereby be voted otherwise.

4. **AGAINST** the approval of the Company’s Advance Notice Policy.

RECOMMENDATION TO SHAREHOLDERS

The Concerned Shareholder recommends that you vote "**AGAINST**" the Company’s Advance Notice Policy. The individuals named in the **GREEN** form of proxy or **GREEN** VIF intend to cast the votes represented thereby "**AGAINST**" the Company’s Advance Notice Policy, unless you direct that the Shares represented thereby be voted otherwise.

Your vote is extremely important to the future of your investment and to moving Glance forward. If, after reading this Circular, you agree that changes to the current board are necessary and that the Concerned Shareholder's Nominees will better serve your interests as shareholders of the Company, please sign, date and deposit the **GREEN** form of proxy or **GREEN** VIF. Please follow the instructions under the heading "General Proxy Information" in this Circular with respect to depositing a proxy.

FORWARD-LOOKING STATEMENTS

Certain statements contained in this Circular constitute "forward-looking information" as such term is defined in applicable Canadian securities legislation. The words "may", "would", "could", "should", "potential", "will", "seek", "intend", "plan", "anticipate", "believe", "estimate", "expect" and similar expressions as they relate to the Concerned Shareholder, the intentions of the Concerned Shareholder the impact of the Concerned Shareholder's Nominees, if elected, on the financial condition, operations, business and strategies of the Company, future management and other matters related to the Company, are intended to identify forward-looking information. All statements other than statements of historical fact may be forward-looking information. Such statements reflect the Concerned Shareholder's current views and intentions with respect to future events and are subject to certain risks, uncertainties and assumptions. Material factors or assumptions that were applied in providing forward-looking information, include, but are not limited to, the actual financial health of the Company, the support expressed by shareholders to the Concerned Shareholder and the current general regulatory environment and economic conditions. Many factors could cause the actual results, performance or achievements that may be expressed or implied by such forward-looking information to vary from those described herein should one or more of these risks or uncertainties materialize. Should any factor affect the Company in an unexpected manner, or should assumptions underlying the forward-looking information prove incorrect, the actual results or events may differ materially from the results or events anticipated. Any such forward-looking information is expressly qualified in its entirety by this cautionary statement. Moreover, the Concerned Shareholder does not assume responsibility for the accuracy or completeness of such forward-looking information. The forward-looking information included in this Circular is made as of the date of this Circular and the Concerned Shareholder undertakes no obligation to publicly update or revise any forward-looking information, other than as required by applicable law.

MATTERS TO BE ACTED UPON AT THE MEETING

Confirming Number of Directors at Five (5)

The Concerned Shareholder asks that shareholders confirm the number of directors of the Company at five (5) as proposed in the Management Circular.

RECOMMENDATION TO SHAREHOLDERS

The Concerned Shareholder recommends that you vote "FOR" the confirmation of the number of directors of the Company for the ensuing year at five (5).

Election of Directors

Assuming confirmation of the number of five (5) directors of the Company for the ensuing year, the Concerned Shareholder is nominating the five (5) Concerned Shareholder's Nominees for election as directors of the Company at the Meeting. The Concerned Shareholder, therefore, asks that shareholders elect each of William Davis III, Jonathan Fry, Penny Green, Monique Imbeault and Spiros Margaris as directors of the Company, in each case to hold office until the next annual general meeting of the Company or until their respective successors are elected or appointed.

The Concerned Shareholder believes that the Concerned Shareholder's Nominees have the superior experience in the international blockchain and payments industry to provide the Company with the leadership and oversight required to execute on the plan to take Glance global.

RECOMMENDATION TO SHAREHOLDERS

The Concerned Shareholder recommends that you vote "FOR" the election of the following Concerned Shareholder's Nominees:

- FOR William Davis III
- FOR Jonathan Fry
- FOR Penny Green
- FOR Monique Imbeault
- FOR Spiros Margaris

The following table sets forth certain information regarding the Concerned Shareholder's Nominees as at the date of this Circular unless otherwise noted. None of the Concerned Shareholder's Nominees is a director or officer of the Company, except for Penny Green who is and has served as a director of the Company since October 24, 2014 and whose term as a director of the Company will end at the conclusion of the AGM unless re-elected as a director of the Company. **Further information on the Concerned Shareholder's Nominees is set out under "Further Background Information on the Concerned Shareholder's Nominees".**

Name, age, province/state and country of residence	Principal occupation, business or employment presently and in the last five years	Shares owned beneficially or controlled as at the Record Date
WILLIAM DAVIS III Age: 54 New York, U.S.A.	Managing Director, LDJ Capital (investment firm that, among other things, works with investors to develop strategies for investing) since September 2015; Director of Business Intelligence, City National Bank from May 2013 to April 2015; Chief Information Officer and Chief Cybersecurity Officer, Daopay GmbH (European mobile payments crypto company) from 2011 to April 2013	Nil
JONATHAN FRY Age: 55 Surrey, United Kingdom	Chief Executive Officer, Team Blockchain Ltd. (UK based international influencer network) since January 2017; Chairman, Lifesdna Ltd. (search engine using Blockchain and AI technology in the wellbeing, lifestyle and healthcare sectors) since April 2018; Senior Consultant, Integratis Ltd. (training company) since 2010; Managing Director, Trichord Ltd. (surface finishing company) from February 2015 to August 2016	Nil
PENNY GREEN Age: 46 British Columbia, Canada	President and Chief Executive Officer, The Yield Growth Corp. (wellness asset growth company) since January 2017; Chief Operating Officer of the Company from February 2016 to February 2018; President of the Company from November 2017 to February 2018; Chief Executive Officer, Bacchus Law Corporation since March 2003 (prior thereto, Sole Proprietor, Bacchus Law from 1997)	15,180,063 ⁽¹⁾
MONIQUE IMBEAULT Age: 58 New Brunswick, Canada	Chief Executive Officer, General Financial Corp. Ltd. (private holding company with diverse portfolio of companies and investments) since 2010	Nil
SPIROS MARGARIS Age: 53 Rorschacherberg, Switzerland	Founder, Margaris Advisory (venture capital and advisory firm) since 2010	Nil

(1) Includes 4,848,000 common shares of the Company held by Niagara Acquisitions Corp., a company controlled by Penny Green.

Each of the Concerned Shareholder's Nominees has consented to being named as a nominee in this Circular. It is not contemplated that any of the Concerned Shareholder's Nominees will be unable to stand for election to the board or to serve as a director, if elected. If for any reason, any of the Concerned Shareholder's Nominees do not stand for election or are unable to serve as such, proxies in favour of the Concerned Shareholder's Nominees will be voted for another nominee in the discretion of the persons named in the **GREEN** form of proxy or **GREEN** VIF unless the shareholder has specified in

his/her proxy or VIF that his/her Shares are to be withheld from voting in the election of the Concerned Shareholder's Nominees.

The Concerned Shareholder believes that, if elected, William Davis III, Jonathan Fry and Monique Imbeault will be "independent" directors within the meaning of National Instrument 58-101 – *Disclosure of Corporate Governance Practices*.

There are no contracts, arrangements or understandings between any of the Concerned Shareholder's Nominees and any other person pursuant to which the Concerned Shareholder's Nominees are to be elected aside from their nomination by the Concerned Shareholder and Niagara Acquisitions Corp.

Further Background Information on the Concerned Shareholder's Nominees

Further background information on the Concerned Shareholder's Nominees is set out below.

William Davis III



William Davis is a technology executive with over 15 years of leadership experience working with companies involved in blockchain, cryptocurrency, mobile payments, and big data. Since 2015, he has been a managing director at LDJ Capital where he advises hundreds of investors, venture capital corporations, and angel investors in developing strategies and tactics for resource allocation in the new smart economy. From 2011 to 2013, Mr. Davis worked as the head of Cybersecurity at Europe's largest mobile payment firm Daopay where he led the 2x growth of Daopay in Vienna Austria by closing deals with Visa, Facebook and Zynga which realized eight figure annual returns. During his career, Mr. Davis has held C-level executive and director positions across Fortune 500 and startup fintech companies where he provided leadership that resulted in financial, technical, operational, and most importantly cultural work ethic transformation for the companies that he worked for. Mr. Davis studied at Cornell University. Mr. Davis can bring extensive experience in fintech, business intelligence and mobile investment to the board of Glance.

Jonathan Fry



Jonathan Fry is a blockchain, Crypto economics, ICO and funds specialist. He is a Chairman of LifesDNA Ltd., a new search engine using Blockchain and AI technology in the wellbeing, lifestyle and healthcare sectors. He is also CEO of TeamBlockchain which is UK based international influencer network working with private and publicly quoted companies with their Crypto strategy. Mr. Fry has over 20 years of experience as CEO of Premier Asset Management Plc. which he co-founded and then floated in London, UK and which had over £1 billion under management during his tenure. His focus has been on the dynamics of financial innovation, advising on ICOs, Tokenomics, Crypto funds. He also has extensive knowledge and experience of the financial services sector, looking after private clients and institution's assets, managing funds in the UK and globally. He has been CEO and on the board of a variety of regulated and unregulated companies in the U.K. and internationally, in a number of different industries. He also has first-hand experience of working with the press and managing corporate and reputational risk for a number of organizations. Mr. Fry's expertise in blockchain, cryptocurrency and capital management can bring tremendous value to the Glance board. Mr. Fry holds a Bachelor's degree in Business Studies from University of West London.

Penny Green



Penny Green has over 20 years of experience as a business founder, entrepreneur, executive officer, director and investor in private and public companies, 22 years of experience in capital markets, as well as 20 years of experience as a lawyer. Since 2017, Ms. Green has been the President and CEO of The Yield Growth Corp. (formerly Cannapay Financial Inc.) and its subsidiary Juve Wellness Inc.. Ms. Green was the co-founder of Glance Technologies and has been a director since 2014. Since 2003, Ms. Green has been the CEO of Bacchus Law Corporation, a boutique securities law firm she initially founded in 1997 as a sole proprietorship. Ms. Green was a co-founder, director and officer for two years of Merus Labs Inc. (TSX:MSL, NASDAQ:MSLI-Q), a specialty pharmaceutical company which had revenues of \$111 million in fiscal 2016 and was acquired by Norgine B.V. in July 2017 for approximately \$342 million. Ms. Green has received recognition and awards for business achievements. In 2015 and 2016 Bacchus Law Corporation was included in the PROFIT 500 list of fastest growing Canadian companies. Penny was included in PROFIT Magazine's 13th and 14th annual W100 list of top Canadian business women. Ms. Green has been at the forefront of various emerging technologies as a founder and executive in online music and streaming video companies over a decade ago. Ms. Green was also one of five national finalists for the 2012 Royal Bank of Canada Award for Excellence in Entrepreneurship for her role as co-founder of Highbury Energy Inc., a company that has patented technology that converts biomass to energy. Ms. Green has a law degree from the University of British Columbia and a Bachelor of Arts from Trent University.

Monique Imbeault



Monique Imbeault is currently Chief Executive Officer of General Financial Corporation Ltd. ("GFC"), a private holding company with a diverse portfolio of companies and investments. She provides strategic counsel and management oversight to these companies to ensure long-term profitability. Prior to joining GFC, she was Counsel with McInnes Cooper where she specialized in corporate and commercial and trademark law for 10 years. She was Chair of the board of directors of Organigram Holdings Inc. from 2015 to 2017 and Chair of the board of directors of XL-ID Solutions Inc. from 2011 to 2013 when they were both listed companies on the TSX Venture Exchange (she remains Chair of XL-ID Solutions Inc.). Ms. Imbeault has also served on various board committees of public companies, including on the audit committee. She was also a former Chair and a director of Imvescor Restaurant Group Inc., one of Canada's largest restaurant chains, from 2011 until September 2013. Ms. Imbeault has extensive entrepreneurial and business experience, including having owned and operated Pizza Delight restaurants for over eight years. Ms. Imbeault has completed the Rotman School of Management's Financial Literacy for Directors as well as the Director Education Program and has received her ICD.D designation. She holds a Bachelor of Science degree with Engineering Certificate from Mount Allison University and a law degree from Université de Moncton. Her extensive capital markets, restructuring and restaurant operational experience would be invaluable assets to the Board of Glance.

Spiros Margaris



Spiros Margaris has more than 20 years of national and international experience in investment management/research for family offices, UHNWIs, HNWIs, institutional clients and innovation and technology management and currently is VC and Founder of Margaris Advisory. He was appointed to Advisory Boards of multiple fintech and digital currency companies, including Glance Technology, DatametrX AI Ltd and Werthstein AG. He has served as a senior advisor to Arbidex, InsureScan, F10 Fintech Incubator and Accelerator, Kapilendo.com, moneymeets.com and Fintech Forum. He was the co-founder of AnalysisReport LLC, an innovative financial technology company based in New York that develops software to bring measurable accountability to investment advice at financial institutions through an objective, proprietary tracking and rating system. Mr. Margaris was ranked #1 global FinTech influencer by Analytica and #2 InsurTech global influencer by Analytica. He regularly appears on the top 100 influencer list for FinTech, Big Data, Artificial Intelligence (AI), blockchain and InsurTech. He received a MBA degree at University of Toronto and an EMBA degree at Universität St. Gallen (HSG). Mr. Margaris' deep working knowledge in FinTech, Robo-Advice, hedge fund industry, portfolio management and equity research can bring tremendous value to the Glance board.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

To the knowledge of the Concerned Shareholder, none of the Concerned Shareholder’s Nominees is, as at the date of this Circular, or has been, within the ten years preceding the date of this Circular, a director, chief executive officer or chief financial officer of any company that

- (a) was subject to a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days (collectively, an “Order”), when such Order was issued while the person was acting in the capacity of a director, chief executive officer or chief financial officer of the relevant company; or
- (b) was subject to an Order that was issued after such person ceased to be a director, chief executive officer or chief financial officer of the relevant company, and which resulted from an event that occurred while the person was acting in the capacity of a director, chief executive officer or chief financial officer of the relevant company.

To the knowledge of the Concerned Shareholder, other than as disclosed herein, none of the Concerned Shareholder’s Nominees is, as at the date of this Circular, or has been, within the ten years preceding the date of this Circular, a director or executive officer of any company that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Monique Imbeault is Chair of the Board of Directors of XL-ID Solutions Inc. (formerly known as Excellium Inc.) (“XL”), previously a TSX Venture Exchange listed issuer, and was a director of XL on or about December 4, 2013 when XL filed a notice of intention to submit a proposal to its creditors pursuant to the Bankruptcy and Insolvency Act (Canada). On January 24, 2014, the creditors of XL overwhelmingly voted to accept the proposal. The proposal contemplated a capital restructuring and corporate reorganization; the proposal was approved pursuant to a final order from the Superior Court of Quebec approving the proposal. As part of the proposal XL’s common shares were delisted from the TSX Venture Exchange effective February 20, 2014 and XL is no longer a reporting issuer.

Jonathan Fry was a director of KB Print Limited, a private UK company in the packaging business, that went into administration in January 2010 as it was insolvent and was then wound up.

To the knowledge of the Concerned Shareholder, none of the Concerned Shareholder’s Nominees (or any personal holding company of a Concerned Shareholder’s Nominee) has, within the ten years preceding the date of this 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 that person.

To the knowledge of the Concerned Shareholder, none of the Concerned Shareholder's Nominees (or any personal holding company of a Concerned Shareholder's Nominee) has been subject to (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable security holder in deciding whether to vote for a proposed director.

Indebtedness to the Company

To the knowledge of the Concerned Shareholder, none of the Concerned Shareholder's Nominees or their respective associates is or has been indebted at any time since the beginning of the Company's most recently completed financial year to the Company or any of its subsidiaries or has indebtedness to another entity which is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding by the Company or any of its subsidiaries.

Interest in Material Transactions

The Concerned Shareholder, Penny Green, is currently a director of the Company and is one of the Concerned Shareholder's nominees for election as a director at the Meeting. Following are transactions involving the Company in which Ms. Green has an indirect interest.

The Yield Growth Corp.

Ms. Green is also a director, officer and a direct and indirect insider shareholder of The Yield Growth Corp. ("Yield"). Yield is a partially owned subsidiary of the Company. Yield and the Company are both shareholders of Loop Insights Inc. ("Loop").

On May 29, 2017 (and as amended and restated on May 31, 2017), Glance Pay Inc. ("Glance Pay"), a wholly owned subsidiary of the Company, entered into a licensing agreement with Yield (the "Yield Licensing Agreement"). Pursuant to the Yield Licensing Agreement, Glance Pay granted Yield a worldwide, non-exclusive, sublicensable license to use the Glance Pay technology for legal transactions in the cannabis industry. The Yield License Agreement has an initial term of one year and automatically renews for up to 50 additional one-year terms upon Yield's payment of the annual renewal fee of \$10,000. Yield has paid the \$10,000 annual renewal fee to Glance Pay to renew the license for one additional year beginning May 30, 2018.

As consideration for the license, Yield agreed to pay Glance Pay a fee of \$2,500 per day for the initial term of one year, for an aggregate fee of \$912,500, which was paid as follows: \$100,000 cash on May 31, 2017; \$200,000 cash on June 20, 2017; and 2,450,000 Yield common shares at a deemed price of \$0.25 per share on November 28, 2017.

Yield also paid Glance \$100,000 in cash on May 31, 2017 as payment for initial design services relating to the base development of a mobile payments app.

In conjunction with each cash payment on May 31, 2017 and June 20, 2017 Yield issued to Glance Pay 4,000,000 Yield common shares, for an aggregate of 8,000,000 additional common shares, at a price of \$0.05 per share.

Yield can sublicense the Glance Pay technology for use in the cannabis industry, and Yield must pay a royalty equal to 50% to Glance Pay of all sublicense revenue.

On December 3, 2017, the Yield Licensing Agreement was amended to extend the license granted by Glance Pay to two wholly owned subsidiaries of Yield. The amendment includes provisions that will terminate the license granted to each Yield subsidiary if that subsidiary ceases to be wholly owned by Yield. A Yield subsidiary that ceases to be wholly owned is granted the option to pay a \$200,000 fee to Glance Pay to maintain the license for a 50-year term with no further royalties due.

On February 9, 2018 Yield sublicensed the Glance Pay mobile payment platform technology to Loop for \$2,000,000 for a one-year renewable license, payable in 8,000,000 common shares of Loop, valued at \$0.25 per share. Of that, 4,000,000 shares were issued to Glance Pay as a sublicense royalty owing under the Yield Licensing Agreement.

Active Pay Distribution Inc.

Penny Green is a director and a direct and indirect insider shareholder of Active Pay Distribution Inc. (“Active”), a partially owned subsidiary of the Company which entered into a license agreement with Glance Pay in August 2017. Pursuant to the license agreement, Glance granted Active Pay a non-exclusive, worldwide license to use Glance’s mobile payment processing platform and anti-fraud technology for legal business-to-business and business-to-consumer mobile payments in the fitness and wellness industries. The license has an initial term of one year and is renewable for 99 additional one-year periods. As consideration for the license, Active Pay issued 3,200,000 shares in Active Pay to Glance at a deemed price of \$0.25 per share for deemed value of \$800,000 plus Active Pay issued Glance 1,000,000 Active Pay shares at a deemed price of \$0.10 for a deemed value of \$100,000. Active Pay will also owe to Glance a royalty of 10% of all revenue it receives through the Active Pay app that uses the Glance technology. Pursuant to the license, Active Pay owes another \$100,000 to Glance which is payable in Active Pay shares at \$0.25 per share.

Euro Asia Pay Holdings Inc.

Penny Green is a director and less than 10% shareholder of Euro Asia Pay Holdings Inc., a partially owned subsidiary of the Company which entered into a license agreement with Glance Pay in Fiscal 2017.

Appointment of Auditor

Based on the Management Circular, the board has proposed that Saturna Group Chartered Professional Accountants LLP be re-appointed as auditor of the Company for the fiscal year ending November 30, 2018 and that the board be authorized to fix the remuneration to be paid to the auditor.

RECOMMENDATION TO SHAREHOLDERS

The Concerned Shareholder recommends that you vote "FOR" the appointment of Saturna Group Chartered Professional Accountants LLP as auditor of the Company for the fiscal year ending November 30, 2018 and the authorization of the Board of Directors of the Company to fix the remuneration to be paid to the auditor.

Advance Notice Policy

On February 23, 2018, the Company adopted an advance notice policy (the "**Advance Notice Policy**") which is subject to shareholder approval at the Meeting. The Concerned Shareholder believes that the Advance Notice Policy does not currently meet best corporate governance practices and thereby has the consequence of entrenching the current board.

For example, the advance notice policy contains a provision stating:

"The Company may require any proposed nominee to furnish such other information as may reasonably be required by the Company to determine the eligibility of such proposed nominee to serve as an independent director of the Company or that could be material to a reasonable shareholder's understanding of the independence, or lack thereof, of such proposed nominee".

The above provision provides the board with the authority and flexibility to determine what other information or disclosure may reasonably be required by the company to determine the eligibility of the proposed nominee as an independent director or that could be material to a reasonable shareholder's understanding of the independence and/or qualifications of such nominee. Despite certain language meant to indicate that the power to require such additional information is limited, the determination of what is reasonable or material is in the hands of the board, and could be used by the existing board and management to prevent or delay such nominations, thereby hindering shareholders' ability to nominate directors for election to the board. Such disclosure requests may be of little or no relevance to a potential director's abilities on the board and could be used by management for strategic purposes. Such requests should be limited to only that which is required by law or regulation.

RECOMMENDATION TO SHAREHOLDERS

The Concerned Shareholder recommends that you vote "AGAINST" the approval of the Company's Advance Notice Policy.

Other Business

As at the date hereof, the Concerned Shareholder knows of no amendments, variations or other matters to be presented for action at the Meeting. If, however, any amendments, variations or other matters properly come before the Meeting, the persons named as proxyholder in the **GREEN** form of proxy or VIF will vote on such matters in accordance with his or her best judgment on the matter.

VOTING SECURITIES AND PRINCIPAL SHAREHOLDERS

For purposes of the Meeting, the Company established April 20, 2018 as the Record Date for determining shareholders entitled to notice of the Meeting and to vote at the Meeting.

To the knowledge of the Concerned Shareholder, based on publicly available information as at the Record Date, there were 135,880,880 Shares issued and outstanding; and each Share is entitled to one vote.

To the knowledge of the Concerned Shareholder, based on publicly available information, as at the Record Date, no person beneficially owns, directly or indirectly, or exercises control or direction over, Shares of the Company carrying more than 10% of the outstanding Shares other than as set out below:

Name of Shareholder	Number of Shares Owned	Percentage of Outstanding Shares
Penny Green	15,180,063 ⁽¹⁾	11.17%
Desmond Griffin	14,670,832 ⁽²⁾	10.80%

- (1) Includes 4,848,000 Common Shares held by Niagara Acquisitions Corp., which is controlled by Penny Green.
- (2) In addition, based on publicly available information, 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.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Except as disclosed herein, none of the Concerned Shareholder, the Concerned Shareholder's Nominees, or each of their respective associates or affiliates, are aware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting other than the election of directors of the Company.

GENERAL PROXY INFORMATION

Solicitation of Proxies

This Circular is furnished by the Concerned Shareholder in connection with the solicitation of proxies for use at the Meeting and at any adjournment or postponement thereof. Proxies may be solicited by mail, telephone, fax or other electronic means and in person, as well as by newspaper or other media advertising.

Penny Green has entered into an agreement with Kingsdale Advisors ("**Kingsdale**") pursuant to which Kingsdale has agreed that it will act as Ms. Green's strategic shareholder advisor and proxy solicitor. Pursuant to this agreement, Kingsdale will receive a solicitation fee of \$50,000. All costs of proxy solicitation by the Concerned Shareholder will be borne initially by the Concerned Shareholder. However, the Concerned Shareholder intends to seek reimbursement from the Company for out-of-pocket expenses, including proxy solicitation expenses and legal fees, incurred in connection with the Meeting to the extent provided for under the *Business Corporations Act* (British Columbia) and other applicable law.

Kingsdale can be contacted toll-free at 1.866.581.1513 or 416.867.2272 or by email at contactus@kingsdaleadvisors.com.

No person is authorized to give information or to make any representations other than those contained in this Circular and, if given or made, such information or representations must not be relied upon as having been authorized by the Concerned Shareholder to be given or made.

Notice and Access

The Concerned Shareholder has elected not to use notice and access to distribute this Circular and the **GREEN** form of proxy or VIF accompanying this Circular. Registered holders and beneficial holders will be mailed these materials.

Appointment of Proxies

The persons named as proxyholders in the enclosed **GREEN** form of proxy are Penny Green and, failing her, Krystal Pineo, and, failing her, Alexandra Gamon. **A shareholder of the Company has the right to appoint a person, who need not be a shareholder of the Company, other than the persons named in the GREEN form of proxy accompanying this Circular, as proxyholder to attend and act for and on behalf of such shareholder at the Meeting and may exercise such right by striking out the names of the persons named in the GREEN form of proxy and inserting the name of the person to be appointed as proxyholder in the blank space provided on the GREEN form of proxy or by completing another proper form of proxy.**

Shareholders should carefully complete and sign their proxies in accordance with the instructions contained in this Circular and on the **GREEN** proxy in order to ensure that their proxies can be used at the Meeting. Completed and executed proxies should be returned in accordance with the instructions on the **GREEN** form of proxy. Proxies received by Kingsdale in accordance with the foregoing will be delivered to the Company or its transfer agent, Computershare Investor Services Inc., in time for use at the Meeting.

Registered Shareholders

If you are a registered shareholder of the Company (meaning your Shares are held by you directly and not by your broker or other intermediary), you should follow the procedures set out in the enclosed **GREEN** form of proxy and as set out below.

In order to vote for the election of the Concerned Shareholder's Nominees put forth in this Circular, you should do the following:

- (i) complete the **GREEN** form of proxy enclosed by marking:
 - "**FOR**" with respect to confirming the number of directors of the Company for the ensuing year at five (5);
 - "**FOR**" with respect to election of the Concerned Shareholder's Nominees as outlined on the **GREEN** form of proxy,
 - "**FOR**" with respect to the appointment of Saturna Group Chartered Professional Accountants LLP as auditor of the Company for the fiscal year ending November 30, 2018 and the authorization of the directors to fix the auditor's remuneration
 - "**AGAINST**" with respect to the approval of the Advance Notice Policy; and
- (ii) sign and date the **GREEN** form of proxy and return to Kingsdale by email or fax it back to the number indicated on the **GREEN** form of proxy.

In order to ensure timely receipt before the deadline, the Concerned Shareholder recommends that all registered shareholders who wish to vote "**FOR**" the election of the Concerned Shareholder's Nominees deliver their **GREEN** proxy via email to Kingsdale at contactus@kingsdaleadvisors.com or by fax at **1.866.545.5580** or **416.867.2271**.

Revocation of Proxies

You may revoke a proxy already given pursuant to management's solicitation of proxies by completing and delivering the enclosed **GREEN** form of proxy. A later dated **GREEN** form of proxy revokes any and all prior proxies given by you in connection with the Meeting.

A registered shareholder who has given a proxy may also 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 attendance at the Meeting and participation in a poll (ballot) by a registered shareholder. A revocation of a proxy does not affect any matter on which a vote has been taken prior to any such revocation.

**PENNY GREEN ENCOURAGES YOU TO SUBMIT YOUR PROXY AS SOON AS POSSIBLE AND
VOTE FOR POSITIVE CHANGE TO MOVE GLANCE FORWARD.**

IN ORDER TO BE VOTED AT THE MEETING, YOUR PROXY MUST BE RETURNED TO KINGSDALE NO LATER THAN 10:00 A.M. (PACIFIC TIME) ON FRIDAY, JUNE 8, 2018. IF YOU CANNOT MEET THIS DEADLINE, WE RECOMMEND THAT YOU EMAIL YOUR **GREEN PROXY TO CONTACTUS@KINGSDALEADVISORS.COM OR FAX YOUR **GREEN** PROXY TO KINGSDALE AT 1.866.545.5580 OR 416.867.2271 IN ANY EVENT. FOR ASSISTANCE, PLEASE CALL KINGSDALE AT 1.866.581.1513 TOLL-FREE IN NORTH AMERICA, OR 416.867.2272 OUTSIDE OF NORTH AMERICA, OR BY EMAIL AT CONTACTUS@KINGSDALEADVISORS.COM.**

Exercise of Discretion

The Shares represented by the enclosed **GREEN** form of proxy will be voted for, against or withheld from voting, as applicable, in accordance with the instructions of the shareholder on any ballot that may be called for at the Meeting or any adjournment(s) or postponement(s) thereof, and, where you specify a choice with respect to any matter to be acted upon, the Shares will be voted in accordance with your specification so made.

In the absence of such specification, Shares represented by the enclosed **GREEN form of proxy will be voted FOR or AGAINST the items outlined on the **GREEN** form of proxy in accordance with the Concerned Shareholder's recommendation as disclosed in this Circular.** The enclosed **GREEN** form of proxy confers the persons appointed under the proxy with discretionary authority (which they will exercise in accordance with their best judgment) with respect to any variation or amendments to those matters specified in the proxy and with respect to any other matters which may properly be brought before the Meeting or any adjournment(s) or postponement(s) thereof. The Concerned Shareholder is not currently aware of any such amendment, variation or other matter.

Non-Registered Shareholders

The information in this section only applies to shareholders who hold their Shares through a broker or other Intermediary (as defined below).

Only registered shareholders of the Company or the persons they appoint as their proxyholders are permitted to attend and vote at the Meeting. In many cases, Shares beneficially owned by a person (a "**Non-Registered Holder**") are registered either (i) in the name of an intermediary (an "**Intermediary**") that the Non-Registered Holder deals with in respect of the Shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFFs, RESPs and similar plans); or (ii) in the name of a depository, such as CDS Clearing and Depository Services Inc. in Canada or The Depository Trust Company in the United States.

The Concerned Shareholder has distributed copies of this Circular to the Depositories and Intermediaries for distribution to the Non-Registered Holders. Intermediaries are required to forward all meeting materials to Non-Registered Holders. Intermediaries often use service companies to forward the meeting materials to Non-Registered Holders. In addition, Non-Registered Holders will either:

- (a) Receive a **GREEN** voting instruction form which is not signed by the Intermediary and which, when properly completed and signed by the Non-Registered Holder and returned to the Intermediary or its service company, will constitute voting instructions. Non-Registered Holders should follow the instructions provided in the voting instruction form, using one of the described voting methods provided, to vote their Shares.
- (b) Less frequently, be given a **GREEN** form of proxy which has already been signed by the Intermediary and which is restricted as to the number of Shares beneficially owned by the Non-Registered Holder but which is otherwise not completed. In these cases, the Non-Registered Holder must properly complete, sign and date the **GREEN** form of proxy and submit it to Kingsdale.

The purpose of these procedures is to permit Non-Registered Holders to direct the voting of the Shares they beneficially own. **Should a Non-Registered Holder wish to attend and vote at the Meeting in person (or to have another person appointed as proxyholder to attend and vote on behalf of the Non-Registered Holder), the Non-Registered Holder should strike out the names of the persons named in the GREEN form of VIF or proxy and insert the Non-Registered Holder's or such other person's name in the blank space provided.** In any case, Non-Registered Holders should carefully follow the instructions of their Intermediary, including those regarding when and where the VIF or the proxy (or any proxy authorization form) is to be delivered.

A Non-Registered Holder wishing to vote in support of the Concerned Shareholder should contact Kingsdale at 1.866.581.1513 toll-free in North America or 416.867.2272 outside North America (collect calls accepted) or by email at contactus@kingsdaleadvisors.com for assistance in ensuring that the

GREEN form of VIF or proxy is properly completed by the necessary person at their Intermediary and that the Shares held are properly voted in accordance with the instructions of the Non-Registered Holder.

A Non-Registered Holder may revoke a VIF or form of proxy given to an Intermediary or Broadridge Financial Solutions, Inc. ("Broadridge") at any time by voting again, as the latest **GREEN** VIF or form of proxy will automatically revoke any previous ones already submitted or, by written notice to the **Intermediary in accordance with the instructions given to the Non-Registered Holder by its Intermediary**. A Non-Registered Holder should contact Kingsdale using any of the methods set out in this Circular for assistance in ensuring that forms of proxy or voting instructions previously given to an Intermediary or Broadridge are properly revoked.

Delivery of Proxy-Related Materials to Objecting Beneficial Holders

The Concerned Shareholder intends to pay for Intermediaries to deliver proxy-related materials to "objecting beneficial owners" in accordance with National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer*.

ADDITIONAL INFORMATION

Additional information relating to the Company can be found on SEDAR at www.sedar.com. Financial information regarding the Company is provided in its comparative financial statements and management's discussion and analysis ("**MD&A**") for its most recently completed financial year, which can be found on SEDAR. In addition, shareholders may obtain copies of the Company's financial statements and MD&A upon request to the Company.

APPROVAL

Information contained in this Circular, unless otherwise indicated is given as of the date hereof. The contents and the sending of this Circular to persons entitled thereto have been approved by the Concerned Shareholder.

Dated as of May 10, 2018

"Penny Green"

PENNY GREEN

QUESTIONS? NEED HELP VOTING?

CONTACT US:

North American Toll Free Phone:

 **1.866.581.1513**

E-mail: contactus@kingsdaleadvisors.com

Fax: 416-867-2271

Toll Free Fax: 1-866-545-5580

Outside North America, Banks and Brokers

Call Collect: 416-867-2272



KINGSDALE Advisors