



## GLANCE COMMENTS AGAIN ON UNFOUNDED DISSIDENT ALLEGATIONS

### GLANCE ALSO COMMENTS ON ALLEGATIONS INVOLVING MS. GREEN

May 24, 2018 – Vancouver, B.C. – Glance Technologies Inc. (CSE: GET: CN / OTCQB: GLNNF / FKT: GJT) (“Glance” or the “Company”) today commented for the second time on certain unfounded allegations cited by dissident shareholder Penny Green against Glance’s Chief Executive Officer Desmond Griffin.

Glance notes that the allegations cited by Ms. Green are from an old lawsuit that was dismissed with “the same force and effect as if judgment dismissing the action against the defendant [Mr. Griffin] had been pronounced after trial of [the] action on its merits”. The plaintiff, a former employer of Mr. Griffin, consented to the dismissal on that basis. Glance initially rebutted these allegations in its “*Sets the Record Straight*” news release dated May 16, 2018.

Glance also commented that Ms. Green is herself the subject of notable court-filed allegations. The allegations have not been proved. Nonetheless, if true, the allegations indicate conduct unbecoming of a director of a publicly traded company. Glance will further discuss these court-filed allegations later in this news release.

### **The Unfounded Allegations**

#### **Mr. Griffin’s work for another employer was no secret**

Contrary to Ms. Green’s assertions in her news release dated May 22, 2018, Mr. Griffin’s work for his former employer was no secret. It was publicly disclosed to shareholders:

- In Glance’s Management Information Circular dated May 1, 2018;
- In Glance’s Management Information Circular dated April 19, 2017; and
- Along with the lawsuit referenced by Ms. Green, in Glance’s prospectus dated August 3, 2016, used for its initial public offering.

In addition, Ms. Green herself was well aware that Mr. Griffin had another employer in the early days of Glance, and well before March 2016.

For example, in an email sent on January 19, 2016 a lawyer in Ms. Green’s law firm provided a draft prospectus to Glance director Kirk Herrington and with a copy to Ms. Green. The cover note reads in part: “*Penny wanted to give you an update on Glance’s progress and current status...*” That draft prospectus included a biography of Mr. Griffin that included a reference to the employer in question.

On February 4, 2016, Ms. Green herself emailed a similar draft prospectusto a non-Glance party and with a copy to Mr. Griffin. This draft of the prospectus still had the biography of Mr. Griffin with the reference to the employer.

And yet, Ms. Green now claims to only have learned of the employer in March 2016, and to have been “shocked” by the “secret”. That’s simply not credible given the evidence to the contrary.

### **Ms. Green knew of the quick dismissal of the lawsuit**

Ms. Green should be well-aware that the referenced lawsuit was dismissed just 18 days after it was filedwithout costs to any of the parties, and that the dismissal was with “the same force and effect as if judgment dismissing the action against the defendant [Mr. Griffin] had been pronounced after trial of [the] action on its merits”. Ms. Green should know because *she was present for the negotiations of the dismissal terms*.

In keeping with her well-established disrespect for full, true and plain disclosure, on multiple occasions she mentions only the allegations and not the quick dismissal, including her news release dated May 22, 2018 and in her dissident circular dated May 11, 2018 (the “Dissident Circular”).

Ms. Green also fails to mention, when discussing the dismissal, that non-competition clauses and expiration of employee options upon departure are standard terms for employment contracts.

### **Mr. Griffin had the contractual right to work part-time for Glance**

In his employment contract dated November 1, 2015 and continued on February 6, 2016, Mr. Griffin was granted the right to work only part-time for Glance. The contract, *signed by Ms. Green*, reads in part as follows:

*“The Company acknowledges that [Mr. Griffin] currently works with other companies in advisory, operational, and board of director roles. The Company further acknowledges that these other roles may continue and acknowledges that [Mr. Griffin] may work with other companies in the future while also fulfilling his role with the Company.”*

Ms. Green now claims she “was led to believe that Mr. Griffin was working for Glance on an exclusive basis”. That is simply not credible given the express terms of Mr. Griffin’s employment contract, signed by Ms. Green.

### **The non-compete has expired and has not hurt Glance**

The referenced non-compete has expired and, contrary to Ms. Green’s assertion, the non-compete has not hurt Glance. Glance would not have changed any of its development priorities during the time period the non-compete was in force to pursue the vertical referenced by Ms. Green.

By maintaining its development priorities, Glance Pay has delivered a compelling technology platform true to its original vision. Glance Pay has an exciting technology roadmap in development including, among other things:

- a downloadable merchant app;
- ordering from your table capabilities at restaurants; and
- a rewards based cryptocurrency platform.

## **Notable Allegations Against Ms. Green**

### **Ms. Green's legal fight with her landlord**

Since Ms. Green has referenced lawsuit allegations, Glance believes shareholders should be made aware of a legal action involving Ms. Green, the landlord of her rented home, and other parties. The case is ongoing in the British Columbia Supreme Court.

Ms. Green, as plaintiff, initiated the legal action on November 20, 2017. She alleges that her landlord and 14 other named defendants, many of them tradespeople, conspired against her. She also alleges that her landlord defamed her, among other claims.

The landlord in turn made allegations in a response filed on February 1, 2018 while Ms. Green was an officer of Glance. These allegations, if proven true, suggest conduct unbecoming of a director of a publicly-traded company (in particular, the allegations made in paragraph 16 of that response).

For the convenience of shareholders, the landlord's response has been posted to Glance's website [here](#) and Ms. Green's original claim has been posted on Glance's website [here](#), and other information is available at <https://glance.tech/agm18/>. The full complement of case filings are also available at British Columbia Court Services Online at <https://justice.gov.bc.ca/cso/index.do>(Civil File Number S1710773).

### **One similarity and three differences in the two cases**

For context, Glance notes one similarity between the case of Ms. Green and her landlord and the case of Mr. Griffin and his former employer: none of the allegations have been proven in court.

However, Glance points to three important differences between Ms. Green's case and that of Mr. Griffin's former employer:

1. The case involving Ms. Green's landlord is ongoing and the disposition of the allegations is therefore uncertain. In contrast, the case against Mr. Griffin was dismissed (which Ms. Green neglected to mention);
2. The case involving Ms. Green's landlord has already continued for more than seven months. In contrast, the case against Mr. Griffin was dismissed after just 18 days (which Ms. Green neglected to mention); and

3. The case involving Ms. Green's landlord consists of hundreds of pages in approximately a dozen court filings so far. In contrast, the case against Mr. Griffin consisted of just one 12-page filing of unproven allegations made by the plaintiff, followed by a brief, two-page case dismissal (which Ms. Green neglected to mention).

### **Differences in approach to disclosure**

Glance also notes a difference between its disclosure involving Ms. Green's case and her disclosure involving Mr. Griffin's case. The difference is that Ms. Green is not providing full, true and plain disclosure to shareholders, while Glance is.

The difference in approach is evident from the following:

1. Glance has provided shareholders with direct access to both the notice of claim and response filed in respect of Ms. Green's case. In contrast, Ms. Green posted and referenced only the claims against Mr. Griffin. She neglected to post, or even mention, the quick dismissal of the case against Mr. Griffin.
2. Glance notes, now for the fourth time, that the allegations against Ms. Green have not been proven. In contrast, Ms. Green provided no such notice in the Dissident Circular. Both that Dissident Circular and Ms. Green's press release dated May 22, 2018 reiterating the same points from the Dissident Circular neglect to mention that the case against Mr. Griffin was dismissed.

### **Vote the **BLUE** proxy**

We ask you, our shareholders, to vote only the **BLUE** proxy **FOR** Glance's five nominees. Do not let the direction of Glance fall into the hands of Ms. Green and her dissident nominees.

During the proxy fight Ms. Green has notably failed to provide shareholders with full, true and plain disclosure. Do not take the risk that Ms. Green and her dissidents, if elected, will continue to fail in that essential obligation.

Please read Glance's proxy fight materials filed on SEDAR ([www.sedar.com](http://www.sedar.com)) and on Glance's website at <https://glance.tech/agm18/> and then vote only the **BLUE** proxy well in advance of the proxy voting deadline on June 8, 2018 at 2:00 p.m. (Pacific time).

Shareholders are advised to disregard any materials sent by Ms. Green or any of her representatives. Even if you have already voted the GREEN proxy, it is not too late. A later-dated **BLUE** proxy will supersede any previous votes cast.

Shareholders who have yet to receive their **BLUE** form of proxy or voting instruction form are advised to follow-up with their broker to request the 16-digit control number associated with their **BLUE** Glance voting instruction form.

Shareholders with questions about voting their shares or who require assistance should contact DF King at 1-855-487-9247 (toll free) or by email at [inquiries@dfking.com](mailto:inquiries@dfking.com). The meeting will be

held at 1200 Waterfront Centre, 200 Burrard Street, Vancouver, British Columbia, on June 12, 2018, at 2:00 p.m. (Pacific Time).

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

Glance Technologies owns and operates Glance Pay, a streamlined payment system that revolutionizes how smartphone users choose where to shop, order goods and services, make payments, access digital receipts, redeem digital deals, earn great rewards & interact with merchants. Glance offers targeted in-app marketing, geo targeted digital coupons, customer feedback, in-merchant messaging and custom rewards programs. The Glance Pay mobile payment system consists of proprietary technology, which includes user apps available for free downloads in IOS (Apple) and Android formats, merchant manager apps, a large scale technology hosting environment with sophisticated anti-fraud technology and lightning fast payment processing. Glance has also recently purchased a blockchain solution and is working on a rewards-based cryptocurrency.

For more information about Glance, please go to [www.glance.tech](http://www.glance.tech).

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

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### **Forward-Looking Statements**

*This press release contains forward-looking information or forward-looking statements (collectively “forward-looking information”) within the meaning of applicable securities laws. Forward-looking information is typically identified by words such as: “may”, “believe”, “thinks”, “expect”, “exploring”, “expand”, “could”, “anticipate”, “intend”, “estimate”, “plan”, “pursue”, “potentially”, “projected”, “should”, “will” and similar expressions, or are those, which, by their nature, refer to future events. These forward-looking statements, which involve risks and uncertainties, relate to, among other things, that the dissident nominees, if elected to the board of directors (the “Board”), may fail to provide true, full and plain disclosure to shareholders, Glance’s technology roadmap in development of a downloadable merchant app, ordering from table capabilities and rewards based cryptocurrency program. Although Glance considers these forward-looking statements to be reasonable based on information currently available to it, they may prove to be incorrect, and the forward-looking statements in this release are subject to numerous risks, uncertainties and other factors that may cause future results to differ materially from those expressed or implied in such forward-looking statements. Such risk factors include, among other things, risks related to Glance’s ability to develop successfully all products in its technology roadmap. Forward-looking information and forward-looking statements are in addition based on various estimates, forecasts and projects as well as expectations, beliefs and assumptions, including, without limitation, that if the dissident*

*nominees are elected to the Board, they may take certain actions that could result in negative consequences for Glance, and that Glance will be able to successfully develop all products in its technology roadmap. For additional information with respect to these and other factors and assumptions underlying the forward looking statements in this press release, see the section entitled “Risk Factors” in the most recent Prospectus of Glance, which may be accessed through Glance’s profile on SEDAR at [www.sedar.com](http://www.sedar.com). Glance cautions investors that any forward-looking information provided by Glance is not a guarantee of future results or performance, and that actual results may differ materially from those in forward-looking statements. Undue reliance should not be placed on such forward-looking information, as there can be no assurance that the plans, intentions or expectations upon which they are based will occur.*