GLANCE TECHNOLOGIES INC.

Annual Information Form

For the year ended
November 30, 2017

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May 31, 2018

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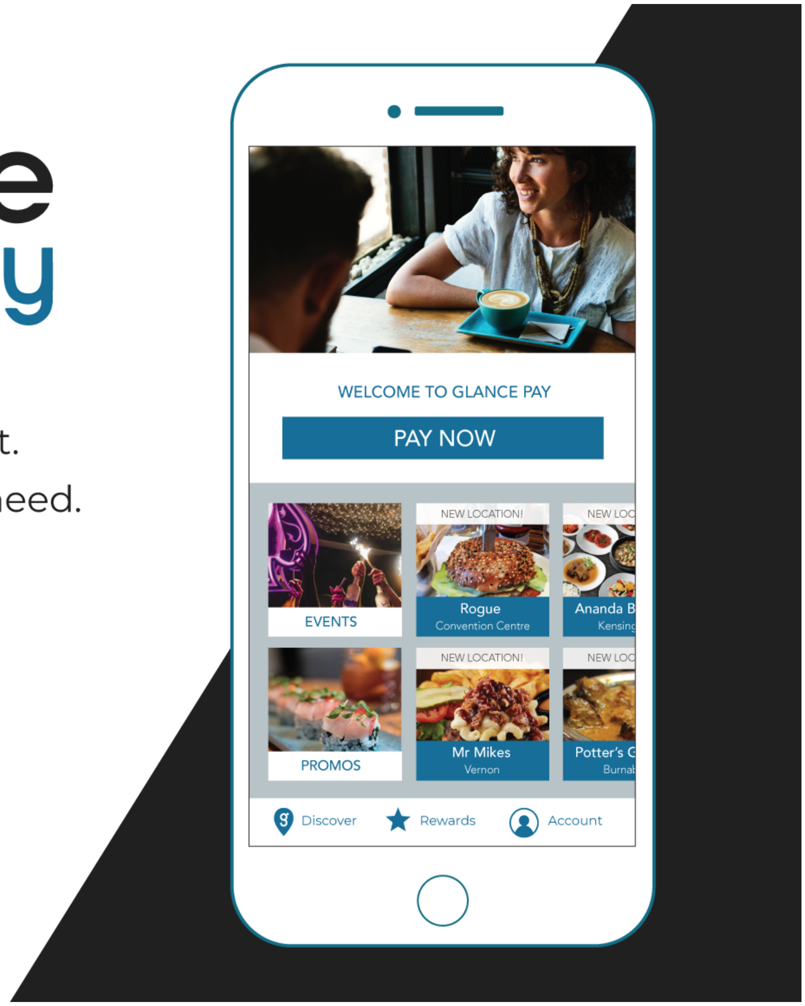

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PRELIMINARY NOTES

This annual information form (this "AIF") has been prepared in compliance with Part 6 of National Instrument 51-102 *Continuous Disclosure Obligations* and is being filed on a voluntary basis in the form prescribed by Form 51-102F2.

In this AIF, unless otherwise specified or the context otherwise requires, reference to "we", "us", "our", "its", the "Company" or "Glance" means Glance Technologies Inc. and its subsidiaries.

In this AIF and documents incorporated by reference in this AIF, unless otherwise specified or the context otherwise requires, all references to "$" and "dollars" are to Canadian dollars unless otherwise noted.

Unless otherwise stated, all information in this AIF is presented as at November 30, 2017.

Information Incorporated by Reference

This AIF should be read in conjunction with our audited consolidated financial statements and corresponding management's discussion and analysis of financial condition and results of operations for the fiscal year ended November 30, 2017 and our material change reports filed during the fiscal year ended November 30, 2017; all of which are available under our profiles on SEDAR at www.sedar.com and are incorporated herein by reference.

Trademarks

"GLANCE PAY," "EAT | PAY | GO," the Glance Pay logo, reblasts and certain other marks are our unregistered trademarks in Canada and the United States.

This AIF contains additional trade names, trademarks and service marks of other companies, and such trade names, trademarks and service marks are the property of their respective owners. We do not intend our use or display of other companies' trade names, trademarks or service marks to imply a relationship with, or endorsement or sponsorship of us by, these other companies.

We have a pending application to register "GLANCE PAY" in Canada. This and our other common law trademarks, service marks or trade names appearing in this AIF are the property of Glance. Other trademarks, service marks or trade names appearing in this AIF are the property of their respective owners.

FORWARD LOOKING INFORMATION

This AIF and the documents incorporated by reference herein which are not current statements or historical facts constitute "forward-looking information" within the meaning of applicable Canadian securities laws (collectively, "forward looking statements").

All statements other than statements of historical facts contained in this AIF, including statements regarding our future results of operations and financial position, business strategy, prospective products, product approvals, research and development costs, timing and likelihood of success, plans and objectives of management for future operations, and future results of current and anticipated products are forward-looking statements. These statements involve known and unknown risks, uncertainties and other important factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements.

This AIF 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.

In some cases, you can identify forward-looking statements by terms such as "may," "will," "should," "expect," "plan," "aim," "anticipate," "could," "intend," "target," "project," "contemplate," "believe," "estimate," "predict," "potential" or "continue" or the negative of these terms or other similar expressions. The forward-looking statements in this AIF are only predictions, not guarantees or assurances. We have based the forward-looking statements largely on our current expectations, estimates, assumptions, and projections about future events and financial trends that we believe, as of the date of such statements, may affect our business, financial condition and results of operations. Such expectations, estimates, assumptions, and projections, many of which are beyond our control, include, but are not limited to: that our latest innovation will give our merchants access to advanced data analytics; we will continue to file additional patent applications; we will apply elements of anti-fraud technology to cryptocurrencies; that the downloadable app with no hardware required will enable viral adoption of our technology amongst merchants and position us to be able to provide payment services to a much larger audience; intention to utilize the Blockimpact cryptocurrency platform to accelerate the creation of rewards-based cryptocurrency; implementation of rewards-based cryptocurrency on the Glance Pay platform; that cryptocurrency may be exchanged for other currencies; strategy to adopt a cryptocurrency to be used instead of Glance Dollars; expectations regarding the total revenue of the global mobile payments market; that we will deliver significant value to shareholders; that our products will be suited for individuals, businesses and online merchants; that Glance Pay quick-serve payment app is more convenient than existing large chain quick-serve apps; that increasing usage of our app, combined with new features, will deliver a growing stream of monthly revenue from merchants through a tiered Software-as-a-Service ("SaaS") subscription model; the expected mobile payment volumes in the United States; that the Glance App will soon be available with mobile order-ahead capabilities, order-from-the-table capabilities and order-for-delivery capabilities; that Glance Pay App's order-ahead capabilities will push the app into the mobile order-ahead market; the estimated size of the mobile order-ahead market; that Glance Pay app will move into the delivery order market space; estimated Canadian online food delivery market; the potential to establish new verticals of revenue and increase customer retention with a singular payment platform; the effectiveness and efficiency of our advertising and promotional activities; volatility in the market price of our Shares; the continued popularity of current mobile payment models; our ability to retain and attract users of our services; our intention not to pay dividends; claims, lawsuits and other legal proceedings and challenges; competitive conditions in the mobile payments industry; and our prioritization of product innovation and user experience over short-term operating results.

The forward-looking statements are made only as of the date of this AIF and are subject to a number of risks, uncertainties and assumptions described in this AIF, and in particular under the section entitled "Risk Factors." Factors that could cause our actual results to differ from the forward-looking statements include:

- plans regarding our revenue, expenses and operations;
- our anticipated cash needs and our need for additional financing;
- ability to protect, maintain and enforce intellectual property rights;
- plans for and timing of expansion of solutions and services;
- future growth plans and the ability to meet our business objectives;
- the acceptance by customers and the marketplace of new technologies and solutions;
- ability to attract new customers and develop and maintain existing customers;
- ability to attract and retain personnel;
- expectations with respect to advancement and adoption of new technologies;
- competitive position and expectations regarding competition;
- anticipated trends and challenges in our business and the markets in which we operate;
- ability to response to technological developments;
- the possibility that we will be required to pay out a significant amount of chargebacks;
- our reliance on third party processors and service providers;
- adverse change in the conditions of the restaurant industry;

- the strengthening or weakening of the Canadian dollar versus foreign currencies;
- our reliance on banks and other payment processors;
- ability to adapt our technology with an increase in customer traffic;
- the development and maintenance of the Internet infrastructure;
- damage or failure of our information technology and communications systems;
- undetected errors or “bugs”;
- adoption of laws or regulations affecting the use of the Internet as a commercial medium;
- failure or perceived failure to comply with privacy laws;
- cybersecurity risk;
- ability to protect intellectual property;
- intellectual property claims with or without merit;
- changes in popularity of cryptocurrencies;
- regulatory changes or actions restricting the use of cryptocurrencies; and
- fraud.

Because forward-looking statements are subject to inherent risks and uncertainties, some of which cannot be predicted or quantified and some of which are beyond our control, you should not rely on these forward-looking statements as predictions of future events. The events and circumstances reflected in our forward-looking statements may not be achieved or occur and actual results could differ materially from those projected in the forward-looking statements. Moreover, we operate in a dynamic industry and economy. New risk factors and uncertainties may emerge from time to time, and it is not possible for management to predict all risk factors and uncertainties that we may face. Except as required by applicable law, we do not plan to publicly update or revise any forward-looking statements contained herein, whether as a result of any new information, future events, changed circumstances or otherwise.

Industry Data

Unless otherwise indicated, information contained in this AIF concerning our industry and the markets in which we operate, including our general expectations and market position, market opportunity and market share, is based on information from our own management estimates and research, as well as from industry and general publications and research, surveys and studies conducted by third parties. Management estimates are derived from publicly available information, our knowledge of our industry and assumptions based on such information and knowledge, which we believe to be reasonable. In addition, assumptions and estimates of our and our industry’s future performance are necessarily subject to a high degree of uncertainty and risk due to a variety of factors, including those described in “Risk Factors.” These and other factors could cause our future performance to differ materially from our assumptions and estimates. See “Forward-Looking Statements.”

GLOSSARY OF TERMS

The following is a glossary of certain terms used in this AIF. Terms and abbreviations used in our Financial Statements and also appearing in the documents attached as schedules to this AIF may be defined separately and the terms and abbreviations defined below may not be used therein, except where otherwise indicated. Words below importing the singular, where the context requires, include the plural and vice versa, and words importing any gender include all genders.

AIF	means this Annual Information Form.
API’s	means application programming interface – a set of routines, protocols, and tools for building web-enabled and mobile-based apps.

app	means ‘application’ or a computer program designed to perform a specific function for the benefit of the user.
Apple	means Apple Inc.
Apple Pay	means a mobile payment and digital wallet service by Apple that pulls your credit cards, debit cards, and other sensitive-payment data from the “Wallet app” (a digital wallet is an app on your phone or other mobile device that allows you to store virtual versions of items you would normally find in a physical wallet, like credit cards, bank account information, gift cards, coupons or customer loyalty cards, and even things like event tickets and boarding passes), enabling users to use an iPhone 6 or 6S or Apple watch as a wallet at store checkouts.
App Store	means the digital distribution platform for apps on iOS, developed and maintained by Apple.
Audit Committee	means a committee established by and among the Board for the purpose of overseeing our accounting and financial reporting processes and audits of our financial statements.
BCBCA	means the British Columbia *Business Corporations Act,* R.S.B.C. 2002, c. 57 including the regulations thereunder, as amended.
Board	means our board of directors.
CEO	means Chief Executive Officer.
CFO	means Chief Financial Officer.
CSE	means the Canadian Securities Exchange.
Delmont	means Delmont Holdings Ltd., one of our former consultants and a company controlled by Penny Green, our former Chief Operating Officer and one of our directors.
Euro Asia Pay	means Euro Asia Pay Holdings Inc., a British Columbia company incorporated under the *Business Corporations Act* on October 16, 2017 under incorporation number BC1137609.
Financial Statements	means our audited consolidated financial statements for the financial year ended November 30, 2017
Fobi Pay	means Fobi Pay Technologies Inc.
FobiSuite	means Fobisuite Technologies Inc.
Glance	means Glance Technologies Inc., a British Columbia company incorporated under the *BCBCA* on October 24, 2014 under incorporation number BC1017257 as “Left Bank Capital Corp.”, which subsequently changed its name to “Glance Technologies Inc.” on October 22, 2015.
Glance Coin	means Glance Coin Inc. a wholly-owned subsidiary of Glance incorporated under the *Business Corporations Act* on December 27, 2017 under incorporation number BC1146933 as “1146933 B.C. LTD” and on December 28, 2017 changed its name to “Glance Blockchain Token Inc.” and subsequently changed its name to “Glance Coin Inc.” on January 9, 2018.
Glance Pay	means Glance Pay Inc., a British Columbia company incorporated under the *BCBCA* on November 12, 2014 under incorporation number BC1018839 as “Clover Acquisitions Inc.”, which subsequently changed its name to “Glance Mobile Inc.” on February 20, 2015, and to “Glance Pay Inc.” on May 5, 2016.
Glance Pay App	means our payment app that lets users pay their merchant bill with their mobile devices.

Glance Pay Shares	means the common shares of Glance Pay.
Google	means Google Inc., a multinational company built around the company's massively popular search engine.
iOS	means an operating system used for mobile devices manufactured by Apple.
Listing Date	means the date on which our Shares were first listed on the CSE, being September 7, 2016.
MD&A	means Management's Discussion and Analysis.
NI 52-110	means National Instrument 52-110 *Audit Committees*.
NCIB	means Normal Course Issuer Bid
PCI	means Payment Card Industry.
PCI DSS	means Payment Card Industry Data Security Standard.
PIPA	means the *Personal Information Protection Act,* S.B.C. 2003, c. 63 including the regulations thereunder, as amended.
Platform	means our proprietary technology that includes an aggregate payment processor which allows merchants to accept, and customers to pay, using various types of payment options using a mobile device.
POS	means the point of sale, which is the place, whether physical or virtual, where a retail transaction is completed.
SEDAR	means the System for Electronic Document Analysis and Retrieval.
Share	means a common share of Glance
Share Exchange Agreement	means the share exchange agreement dated April 2, 2015 and closed on August 28, 2015 pursuant to which we acquired 100% of the shares of Glance Pay.
Stock Option Plan	means the stock option plan adopted by the Board as described under "*Options to Purchase Securities*".
Transfer Agent	means Computershare Investor Services Inc.
U.S.	means United States of America.
"we", "our", "us" or "the Company"	means the consolidated entity of Glance Technologies Inc. and our wholly-owned subsidiaries, Glance Pay Inc. Glance Pay USA, Inc., and Glance Coin Inc., unless the context requires otherwise.
Yield	means The Yield Growth Corp. a British Columbia company incorporated under the *Business Corporations Act* on November 28, 2014 under incorporation number BC1020439 as "1020439 B.C. Ltd.", and subsequently changed its name to "Cannapay Financial Inc." on May 15, 2017 and subsequently changed its name to "The Yield Growth Corp." on April 3, 2018.

CORPORATE STRUCTURE

Name, Address and Incorporation

Glance was incorporated under the BCBCA on October 24, 2015 with incorporation number BC1017257 as "Left Bank Capital Corp.", and subsequently changed its name on October 22, 2015 to "Glance Technologies Inc." Our head office and registered office is located at Suite 400, 200 Granville Street, Vancouver, BC V6C 1S4. Glance has two wholly-owned subsidiaries: Glance Pay Inc. ("Glance Pay"), which we acquired through the Share Exchange Agreement, and Glance Coin Inc. ("Glance Coin"), which we incorporated, and one indirect wholly-owned subsidiary Glance Pay USA, Inc., which we incorporated.

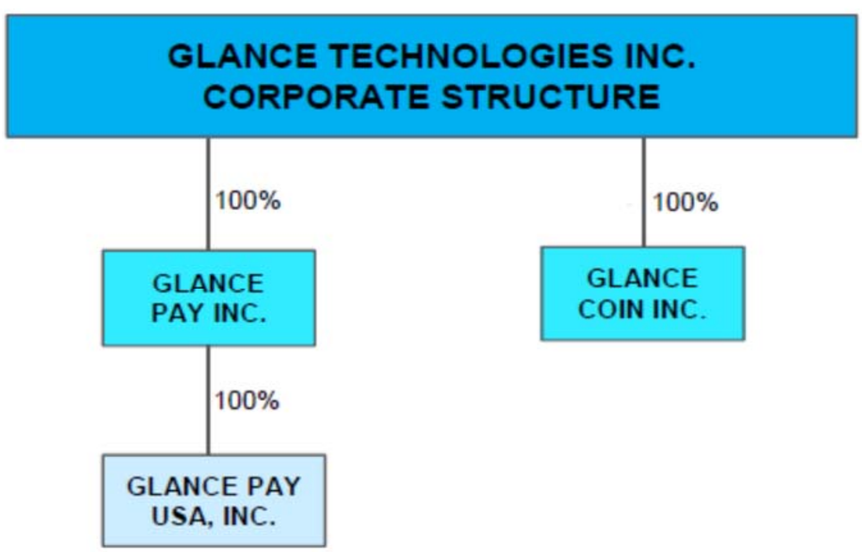
Intercorporate Relationships

On April 2, 2015, Glance entered into the Share Exchange Agreement with Glance Pay and the shareholders of Glance Pay, which included Penny Green, a director of Glance, and Desmond Griffin, the Chief Executive Officer and a director of Glance. On August 28, 2015, pursuant to the Share Exchange Agreement, Glance acquired 100% of the issued and outstanding shares of Glance Pay from the shareholders of Glance Pay, and in exchange Glance issued an aggregate of 31,500,000 Shares to the former Glance Pay shareholders.

Glance Pay was incorporated under the BCBCA on November 12, 2014 under incorporation number BC1018839 as "Clover Acquisitions Inc.", and subsequently changed its name on February 20, 2015 to "Glance Mobile Inc.", and on May 5, 2016 to "Glance Pay Inc." Glance Pay's head office and registered and records office is located at Suite 400, 200 Granville Street, Vancouver, BC, V6C 1S4. Glance Pay has one wholly-owned subsidiaries, Glance Pay USA, Inc., and investments in four other entities, The Yield Growth Corp. ("Yield"), Active Pay Distribution Inc. ("Active Pay"), and Euro Asia Pay Holdings Inc. ("Euro Asia Pay").

Glance Pay USA, Inc. was incorporated under Chapter 78 of the *Nevada Revised Statutes* of the U.S. state of Nevada on October 14, 2016. Its registered office is located at 2215-B Renaissance Drive, Las Vegas, NV 89119.

Glance Coin was incorporated under the BCBCA on December 27, 2017 under incorporation number BC1146933 as "1146933 B.C. LTD" and on December 28, 2017 changed its name to Glance Blockchain Token Inc. and subsequently changed its name to "Glance Coin Inc." on January 9, 2018. Glance Coin's head office and registered and records office is located at Suite 400, 200 Granville Street, Vancouver, BC, V6C 1S4.



Separate financial statements for each partially held subsidiary are maintained in accordance with International Accounting Standard 28.

Pursuant to a licensing agreement dated May 29, 2017 (as amended and restated on May 31, 2017), the Company acquired 8,000,000 shares of Yield at $0.05 per share. Yield was incorporated on November 28, 2014 under the laws of the province of British Columbia, Canada. Yield combines traditional financial services with innovative technology to provide enhanced digital financial services to legally operating businesses in the marijuana industry. Glance Pay owns approximately 32% of the issued and outstanding common shares of Yield as at November 30, 2017.

Pursuant to a licensing agreement dated August 23, 2017, Glance Pay acquired 1,000,000 shares of Active Pay at a fair value of $0.10 per share for services. Active Pay was incorporated on August 23, 2017 under the laws of the province of British Columbia, Canada. Active Pay combines traditional financial service with innovative technology to provide enhanced digital financial services to operate business in the health and wellness industry. Glance Pay owns 5.2% of the issued and outstanding common shares of Active Pay as at November 30, 2017.

Pursuant to a licensing agreement dated October 14, 2017, Glance Pay acquired 8,500,000 shares of Euro Asia Pay Holdings Inc. ("Euro Asia Pay") at a fair value of $0.07 per share for services. Euro Asia Pay was incorporated on October 16, 2017 under the laws of the province of British Columbia, Canada. Euro Asia Pay combines traditional financial service with innovative technology to provide enhanced digital financial services to operate business in the tourism and education industry. Glance Pay owns 28% of the issued and outstanding common shares of Euro Asia Pay as at November 30, 2017.

GENERAL DEVELOPMENT OF THE BUSINESS

Glance 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 rewards and 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 intended to be integrated into the Glance Pay app.

Three Year Business Development History

During our first year of operations, we focused on developing and enriching the user experience through the Glance Pay App. More recently, we have devoted significant resources to enhancing the Glance Merchant App. This latest innovation will give our merchants access to advanced data analytics that inform sophisticated promotions and loyalty programs all aimed at repeatedly bringing customers back to our merchants' establishments.

On August 28, 2015, Glance acquired Glance Pay, the owner and operator of a streamline payment system. As a result of this business combination, we acquired certain intellectual property, as further described in "Intangible Properties", which enhances the payment process for both consumer and merchants in online and 'brick-and-mortar' environments with scalable mobile and desktop platforms combining emerging digital currencies and traditional payment processing.

On September 7, 2016, the Shares began trading on the Canadian Securities Exchange ("CSE") and on the OTC Markets of United States on December 15, 2016.

On September 21, 2016, Glance filed a trademark application in Canada for the mark "GLANCE PAY". There can be no assurance that our trademark application will be granted, and it often takes a number of years before a trademark application is approved.

The first version of the Glance Pay App for iPhones was available to the public on the Apple App Store on August 7, 2016, followed by the Android App on March 27, 2017.

On March 27, 2017, Glance filed a second provisional patent with the United States Patent and Trademark Office.

After listing the Shares on the CSE, Glance conducted several equity financings that provided the resources for Glance Pay to experience a high growth year in technology development, sales, licensing agreements, revenue and cryptocurrency initiatives.

In March 2017, Glance introduced its entry into the quick serve restaurant market for its payment technology. Quick service restaurants can take advantage of the Glance Pay mobile payment solution which incorporates lightning fast mobile payment, automatic rewards, a real-time customer feedback system, and multiple in-app targeted marketing solutions.

The "Glance Pay Anywhere" app was launched on April 12, 2017 with a new, updated version launched in August 2017. The new version, combined with the previous version, now positions Glance Pay to be able to provide payment services that are similar to the ones exploding in China. The App has order-ahead capabilities which allow customers to instantly order for pick-up from the menu and prepay instantly on their mobile device at participating restaurants. In addition, a new feature will be added to the App that has table ordering capabilities which allow consumers to prepay and order food & drinks directly from their table in restaurants via the Glance Pay app.

Glance filed a third provisional patent with the United States Patent and Trademark Office. This patent application in a series of applications designed to protect Glance's proprietary mobile payment system technology including its anti-fraud technology. The patent application, once converted into an international Patent Cooperation Treaty (PCT) application and pursued in key jurisdictions throughout the world, is designed to provide significant commercial protection for Glance's technologies. Glance anticipates that it will continue to file additional patent applications as it continues to develop its innovative technology.

Glance entered into an alliance agreement with Netcoins Inc. ("Netcoins") on October 3, 2017. Netcoins is a company that provides an easy way for people to buy bitcoins which Glance can utilize to allow users to spend their bitcoins quickly and easily via Glance Pay.

In October 2017, we commenced research on the creation of a rewards-based cryptocurrency for use within Glance Pay mobile payment platform with the intention of granting tokens as a reward to users of the Glance Pay mobile payment app every time they spend on the Glance Pay mobile payment network, whether they have paid with the new cryptocurrency or via other payment methods. This strategy is intended to support rapid adoption of the cryptocurrency to a broad range of consumers, although the app will also be marketed to crypto users in leading urban centres. Glance also intends to apply elements of its anti-fraud technology to cryptocurrencies to reduce the risk associated with converting traditional currencies to and from cryptocurrencies. The engineering team was expanded to include capabilities in blockchain development so that Glance can build its own blockchain technology.

In November 2017, a new version of the Glance Pay Merchant app was launched which allows merchants to download an app and be accepting Glance payments and rewards within minutes, with no custom hardware required. We believe this should help enable viral adoption of its technology amongst merchants and positions Glance Pay to be able to provide payment services to a much larger audience similar to the ones in China such as AliPay and WeChat.

Glance acquired blockchain and cryptocurrency in December 2017 with rewards tokenization platform Blockimpact from Ztudium Limited, as further discussed under the heading "*Significant Acquisitions/Licenses Granted*" below.

Glance intends to utilize the Blockimpact cryptocurrency platform to accelerate the creation of its rewards-based cryptocurrency, which is also intended to be implemented on the Glance Pay platform.

On December 27, 2017 the Company completed a brokered bought deal financing involving the issuance of 3,684,000 units of the Company (the "Units") at a price of $3.00 per Unit (the "Offering Price") pursuant to an underwriting agreement (the "Underwriting Agreement") with Echelon Wealth Partners Inc. and PI Financial Corp. (together, the "Underwriters") for gross proceeds to the Company of $11,052,000 (the "Offering"). Each Unit consists of one Share (each, a "Unit Share") and one unit purchase warrant (each, a "Unit Warrant"). Each Unit Warrant is exercisable into one unit (each, a "Subsequent Unit") at an exercise price of $3.84 per Subsequent Unit for a period of 12 months following the closing of the Offering. Each Subsequent Unit consists of one Share (each, a "Subsequent Unit Share") and one Share purchase warrant (each, a "Share Warrant") exercisable at an exercise price of $5.00 per Share expiring on one year from issuance.

On December 28, 2017 Glance incorporated Glance Coin, Inc. ("Glance Coin") as a wholly owned subsidiary. Glance Coin will be responsible for developing and managing the Glance token, which will be a cryptocurrency with a series of smart contracts to allow merchants to grant the Glance token as a reward for consumer loyalty and engagement. Glance Coin is working on completing the white paper required for its cryptocurrency.

On January 22, 2018, Glance granted Fobi Pay Technologies Inc. a non-exclusive license to use the Glance Pay mobile payment, security, antifraud and Glance Coin blockchain technology, as further discussed under the heading "*Significant Acquisitions/Licenses Granted*" below.

On January 30, 2018, Glance announced a normal course issuer bid ("NCIB") through the facilities of the CSE. Under the NCIB, Glance can purchase up to 6,500,000 Shares of the currently issued and outstanding Shares. The NCIB started on February 5, 2018 and will not extend beyond 12 months. Glance retained Echelon Wealth Partners Inc. to facilitate the NCIB. Any purchases will be made by Glance at the prevailing market prices of the Shares at the time of purchase. All Shares purchased will be cancelled. The actual number of Shares purchased, timing of purchases and the price at which the Shares are bought will depend upon future market conditions and potential alternative uses for Glance's cash resources. Glance commenced the NCIB because it believes that, from time to time, the market price of its common shares may not fully reflect the underlying value of Glance's business and its future business prospects.

On February 20, 2018, Glance terminated its consulting with Penny Green, pursuant to which she was providing services to Glance as President and Chief Operating Officer of Glance. Ms. Green remains a member of the Board but has no further role in the management of the Company. Desmond Griffin, Chief Executive Officer, assumed Ms. Green's executive duties. Subsequent to the termination of Ms. Green's consulting agreement, Glance received a shareholder meeting requisition from Penny Green.

On February 26, 2018 Glance adopted an Advance Notice Policy (the "Policy"). The purpose of the Policy is to provide Glance's shareholders, directors and management with a clear framework for nominating persons for election as directors of the Company. The Policy was adopted in order to facilitate an orderly and efficient annual general or, where the need arises, special meeting, to provide all shareholders with adequate notice of director nominations and sufficient information with respect to all nominees and allow shareholders to register an informed vote having been afforded reasonable time for appropriate deliberation.

A newer version of the Glance Pay App (available for iOS and Android) was developed in March 2018 which has been updated to reflect Glance's new branding, an improved user experience, new options for quick-serve for varying mobile device capabilities, and enhancements for U.S. dollar payments to facilitate the US market Glance entered in March 2018.

Glance appointed Sascha Williams as senior advisor to the Chief Executive Officer in May 2018. Mr. Williams advises Glance on strategic and operational matters relating to its ongoing expansion into new markets and the continued advancement of its product roadmap.

In May 2018 Glance launched the ability to pay parking violations and tickets via the Glance Pay platform, providing more flexibility and value for Glance Pay users. This new feature allows users to pay for parking violation tickets at the time of receipt instantly by snapping a picture of the ticket via the Glance Pay app and confirming the amount - thus reducing headaches for consumers and potentially saving them significant money by allowing them to avoid late payment fees and possibly vehicle impound fees.

Significant Acquisitions/Licenses Granted

Asset Purchase Agreement – Desmond Griffin and Penny Green dated January 5, 2015

Pursuant to a related party asset purchase agreement dated January 5, 2015 between Desmond Griffin, Penny Green and Glance Pay, Glance Pay acquired the following for consideration of 27,000,000 Glance Pay Shares at a deemed price of $0.02 per share (please see "*Interests of Management and Others in Material Transactions*" for more information):

- domain names: www.glancepayments.com; http://www.glancepayments.com; www.glancepay.co; http://www.glancepay.co; www.glancemobile.com; http://www.glancemobile.com; www.calglance.com; http://www.calglance.com; www.glanceahead.co; http://www.glanceahead.co; www.investglance.com; http://www.investglance.com; www.bizglance.co; and http://www.bizglance.co;
- computer software relating to the Glance Pay App, the Glance Mobile app, the Calendar Glance app, the Glance Ahead app, the Invest Glance app, and the Biz Glance app (all of which are described below);
- all associated intellectual property; and
- the intellectual property acquired from Penny Green and Desmond Griffin on January 5, 2015 was further advanced than the intellectual property acquired from Penny Green on November 15, 2014 as the architecture was completed on the apps and in certain cases, development work on both the core functionality and the user interface had begun. The app on which we have invested the most resources and on which we intend to focus in the near- to mid-term is the Glance Pay App, which allows users to pay their bill in a matter of seconds on their mobile phone. Users receive automatic online accounting and receipts for their transaction, and the app automatically calculates a tip based on each user's preferences. The app is able to split a bill for its users, provide access to rewards programs and signup and referral bonuses. In the future, the app may allow users to request assistance, order more food or beverage, or request their bill.

Asset Purchase Agreement – 1030051 B.C. Ltd. dated March 15, 2015

Pursuant to an asset purchase agreement dated March 15, 2015 between 1030051 B.C. Ltd. and Glance Pay, for consideration of 1,500,000 Glance Pay Shares at a deemed price of $0.02 per share, Glance Pay acquired development work on mobile apps that could be incorporated in a payment processor and digital wallet, specifically: technical specifications for software related to a bitcoin and cryptocurrency payment mechanism and wallet; and all intellectual property rights relating to the foregoing.

Web Domain

On April 29, 2016, we acquired use of the domain name www.glancepay.com

License Agreement - Active Pay Distribution Inc. dated August 25, 2017

On August 25, 2017, the Company's subsidiary, Glance Pay, entered into a licensing agreement with Active Pay. Pursuant to the license agreement, Glance Pay granted to Active Pay a non-exclusive, worldwide license to use Glance Pay's mobile payment processing platform and its anti-fraud technology, in order to make, market and sell a mobile payment app designed for health and wellness purposes in the fitness and wellness industries. The license has an initial term of one year and will automatically renew for up to ninety nine additional one year terms upon Active Pay's payment of the annual renewal fee of $10,000. The license agreement can be terminated by Active Pay providing written notice at least one month prior to renewal. As consideration for the license, Active Pay will pay to Glance Pay an initial fee of $800,000, due six months after the date of the license agreement and payable by the issuance of 3,200,000 common shares of Active Pay at a deemed price of $0.25 per share. Additional royalties are payable by Active Pay to Glance Pay equal to 10% of all revenues derived from the gross revenue that Active Pay collects from merchants through the Active Pay app. As the Active Pay app is not live yet, no royalties have been paid from Active Pay to Glance Pay.

In addition, on November 30, 2017 Active Pay paid to Glance Pay a fee of $100,000, through the issuance of 1,000,000 common shares at a deemed price of $0.10 per share, for the creation of a marketing plan and a promotional package in the Glance Pay App that will include artwork and designs to promote Active Pay's Brazilian Spot line of clothing within both the Glance Pay App and the Active Pay app. An additional fee of $100,000 is due six months after the date of the licence agreement for 12-month advertising services to be provided by Glance Pay, payable by the issuance to Glance Pay of a further 400,000 common shares at a deemed price of $0.25 per share. As at November 30, 2017, Glance Pay held approximately 5.2% of Active Pay's issued and outstanding common shares.

License Agreement - The Yield Growth Corp. dated May 29, 2017 as amended May 31, 2017

On May 29, 2017 (and as amended and restated on May 31, 2017), the Company's subsidiary, Glance Pay, entered into a licensing agreement with Yield. Pursuant to the licensing agreement, Glance Pay granted Yield a worldwide, non-exclusive license to use its intellectual property in the marijuana financial technology industry in order to make, market and sell a mobile payment app designed for legal marijuana purchase and delivery, using the Glance Pay payment platform as its base technology. The licence has an initial term of one year and will automatically renew for up to fifty additional one-year terms upon Yield's payment of the annual renewal fee of $10,000. The license agreement can be terminated by Yield providing written notice at least one month prior to renewal. 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 common shares of Yield at a deemed price of $0.25 per share on November 28, 2017. Pursuant to the terms of the licensing agreement, in conjunction with each cash payment on May 31, 2017 and June 20, 2017 Yield issued to Glance Pay 4,000,000 common shares, for an aggregate of 8,000,000 additional shares, at a price of $0.05 per share.

Glance Pay owns approximately 27.8% of the issued and outstanding common shares of Yield as at the date of this AIF. Pursuant to the licensing agreement, Glance Pay has the right to appoint one director to the board of Yield but it has not yet exercised that right. On December 3, 2017, the licensing agreement with Yield was amended to extend the license granted by Glance Pay to two of Yield's wholly owned subsidiaries (SuperDope Solutions Inc. and Juve Wellness Inc.). 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.

Penny Green, a director of the Company, is a shareholder in Yield.

License Agreement - Euro Asia Pay Holdings Inc. dated October 14, 2017

On October 14, 2017, Glance Pay signed a licensing agreement with Euro Asia Pay. Pursuant to the licensing agreement, Glance Pay granted Euro Asia Pay a worldwide, non-exclusive license to use Glance Pay's intellectual property in North America to make, market and sell a mobile payment application intended for new residents to North America or tourists visiting North America from Asia or Europe. The licence has an initial term of one year and will automatically renew for up to fifty additional one year terms upon Euro Asia Pay's payment of the annual renewal fee of $10,000. The license agreement can be terminated by Euro Asia Pay providing 90 days' written notice. Under the terms of the agreement, Euro Asia Pay agreed to pay Glance Pay $1,000,000 as follows:

- $405,000 in cash for licensing with $250,000 payable on signing and $155,000 payable within 90 days of the date of the licensing agreement; plus $210,000 payable by way of 3,000,000 shares of Euro Asia Pay at a deemed price of $0.07 per share;

- $175,000 for design of the app with a unique user experience, payable within 60 days of the licensing agreement through the issuance of 2,500,000 shares of Euro Asia Pay at a deemed price of $0.07 per share; and

- $210,000 within 60 days or marketing and advertising of the new app, payable through the issuance of 3,000,000 shares of Euro Asia Pay at a deemed price of $0.07.

In October 2017, Euro Asia Pay paid $250,000 by cheque to Glance Pay, as due upon signing, and subsequently issued 2,500,000 shares of Euro Asia Pay to Glance Pay at a deemed price of $0.07 per share, pursuant to its obligation to pay for design of the app with a unique user experience. Euro Asia Pay is developing a mobile payment solution which will include an e-wallet, peer to peer money transfers, cryptocurrency/blockchain adoption, and an integrated rewards platform targeted primarily to international students. Euro Asia Pay is a partially-owned subsidiary of Glance Pay. Glance Pay owns approximately 14.3% of the issued and outstanding common shares of Euro Asia Pay as at the date of this AIF.

Asset Purchase – Ztudium Limited ("Ztudium") dated December 6, 2017

On December 6, 2017 Glance purchased Blockimpact end-to-end cryptocurrency and blockchain solution from Ztudium. Glance acquired all of the intellectual property comprising the Blockimpact platform including software which is contained in 117 software code repositories, fully coded stack for cryptocurrency, which includes a software application, back-end and smart contracts built on the Ethereum platform. The consideration for the acquisition was a cash payment to Ztudium by Glance of US$1,100,000, of which cash payment 80% has already been paid and the remaining 20% shall be paid on completion of the integration of Blockimpact with the Glance Pay mobile payment platform. Blockimpact is a complete end-to-end cryptocurrency blockchain solution, which includes the following features:

- Biometric ID
- Blockchain Distributed Ledger Technology
- Digital messaging / group chat
- Financial wallet
- Open application program interface (API)
- Crypto/token/fiat wallet
- Reward system
- Encrypted cyber security
- In-app support system
- Document sharing
- Social network features
- Peer to Peer marketplace functionality

Glance intends to integrate elements of the Blockimpact technology into its existing Glance Pay platform by a combination of using its internal development team as well as some external consultants that were involved in the creation of the Blockimpact platform. There may be significant modifications to the technology to make it appropriate for the envisioned rewards-based cryptocurrency and its utilization within the Glance Pay platform. Glance intends to create a rewards-based cryptocurrency that will be given out as rewards for purchases conducted via the Glance Pay platform by Glance and likely by some merchants that utilize the Glance Pay platform. These rewards in the form of a cryptocurrency will then likely be able to be redeemed within the Glance Pay platform. It is envisioned that the cryptocurrency may also potentially be exchanged for other currencies. Going forward, this technology should generally expand Glance's capabilities with blockchain technology to enable it to take advantage of future opportunities related to blockchain technology, should they arise.

Glance uses two forms of credit through the Glance Pay App which users can use instead of fiat currency through the Glance Pay mobile payment network. Users can receive Glance Dollars which may be used at any merchant on the Glance Pay network, they can also accumulate merchant dollars, redeemable at a particular merchant by spending money at that merchant using the Glance Pay App.

Glance's strategy is to rapidly adopt a cryptocurrency to be used instead of the Glance Dollars which will be offered to a broad range of consumers, although the application will also be marketed to cryptocurrency users in leading urban centers. Tokens will be granted as a reward to users of the Glance Pay mobile payment application. We are currently working with experienced cryptocurrency teams to assist in the development of the creation of a new rewards-based cryptocurrency to be integrated with the Glance Pay mobile payment network. Any offering of tokens will be subject to regulatory review and advice.

Agreement with Fobi Pay Technologies Inc. ("Fobi Pay")

On January 22, 2018, Glance agreed to grant Fobi Pay a non-exclusive license to use the Glance Pay mobile payment, security, antifraud and Glance Coin blockchain technology, for a $5 million fee for a one-year initial term, renewable annually for $10,000 per year. By combining the Glance and Fobisuite Technologies Inc. ("Fobisuite") technologies, Fobi Pay will develop the technology for servicing a network of merchants localized around a common theme such as shopping centers, professional sports leagues, and tourist associations. Fobi Pay has the potential to capture data from itemized receipts, combine it with any preexisting online shopping histories, match to social media profiles and attribute the purchases to an individual shopper. Fobi Pay's target clients will potentially be able to access big data analyzed and interpreted by artificial intelligence for retailers in the space and combine with a white label version of Glance Pay to allow their shoppers to process in-location mobile payments. Users of the white label app will potentially have access to Glance's cutting edge blockchain based loyalty rewards program, Glance Coin, as well as receive real-time exclusive and personalized deals and coupons derived from big data analysis.

Additionally, Fobisuite has agreed to grant Glance a license to use Fobisuite's technology which allows for the digitization of receipts for data collection and the ability to customize and append receipts with advertisements, deals and coupons for merchant for a fee of $1.5 million.

The following are the material terms of the agreement between Fobi Pay, Glance and Fobisuite:

- Glance will license the Glance Pay mobile payment platform technology to Fobi Pay in exchange for 20,000,000 shares of Fobi Pay, at a deemed price per share of $0.25, for an aggregate deemed value of $5,000,000;

- Fobisuite will license all of its technology to Fobi Pay in exchange for 20,500,000 shares of Fobi Pay, at a deemed price per share of $0.25, for an aggregate deemed value of $5,125,000; and

- Fobisuite will license the technology related to its usb/serial hardware device to Glance for $1,500,000, payable by: (i) the issuance of 250,000 Shares at a price of $2 per Share equal to a value of $500,000, which will be subject to a 4 month hold period; and (ii) $1 million in cash. The license will be for an initial term of ten years with perpetual subsequent one-year renewal terms. This device allows for the digitization of receipts for data collection and the ability to customize and append receipts with advertisements, deals and coupons for merchants.

Pursuant to its stock option incentive plan, Glance has granted certain advisors incentive stock options. The stock options are subject to the terms of the Stock Option Plan.

DESCRIPTION OF BUSINESS

General

The Company owns and operates the Glance Pay mobile application (the "Glance Pay App"), a streamlined payment system that revolutionizes how smartphone users choose where to dine, order goods and services, make payments, access digital receipts, redeem digital deals, earn great rewards and interact with merchants. Glance is building a valuable network of merchants and consumers, and offers targeted in-app marketing, geo targeted digital coupons, social media marketing, customer feedback, in-merchant messaging and custom rewards programs. The Glance Pay App ecosystem consists of proprietary technology, which includes user apps available for free downloads on mobile devices running Apple's iOS and Google's Android operating systems, merchant manager apps, a large scale technology hosting environment with sophisticated anti-fraud technology and credit card payment processing. Glance Pay has entered into significant licensing agreements to access the cannabis, fitness and wellness, and international student markets through Yield, Active Pay, and Euro Asia Pay.

Since launching in September 2016, the rollout of the Glance Pay App has expanded from an initial focus on the restaurant industry, and has been warmly received by many merchants and service providers across industry verticals including beauty and wellness, automotive retail, and e-commerce. Merchants are demonstrating that they buy into the enhanced technology, app features, and development roadmap of the Glance Pay App, while the characteristics of the varied markets they represent are highly viable and promising for the growth of Glance Pay.

The Company has also been engaged in a period of accelerated business development, having secured commitments from approximately 490 merchant locations across Canada to adopt the Glance Pay App as their mobile payments solution of choice. Of those, the Glance Pay App is already launched and in use at 182 locations. A cornerstone of the Company's many restaurant partnerships are several signed restaurant chains, which boast lucrative businesses and an expanding footprint of franchised locations, including MR MIKES Steakhouse Casual, Famoso Neapolitan Pizzeria, the Donnelly Group, Ricky's Group of Restaurants, Fatburger Canada and Freshslice Pizza, and Una Mas, located in California.

Glance Pay's growth story is also accelerating beyond on a local scale. The Company has expanded its business development team with new offices and representatives on the ground in Toronto, Ontario, San Jose, California, London, England, and Melbourne, Australia. Subsequently, the Company has worked efficiently to grow the number of signed and launched Glance Pay partner locations in both areas by more than 100 percent over a period of five months. Glance is now focused on expanding its U.S. presence, and is committed to further growth there and in additional countries throughout 2018.

An essential part of the Glance Pay App's appeal to merchants is the flexible nature of its offerings. Merchants are given the choice between tiered package options that are based on their stated needs, requirements, and directives, as well as their available budget. The philosophy behind this revenue model is to give the partner business a return on investment that translates into increased customer, retention, and higher-value transactions overall. These outcomes can be directly attributed to the main features of the Glance Pay App, such as promotions, events and Glance's loyalty rewards program. Having a connection to the Glance Pay user base also allows merchants to access vital data analytics in real time, which, along with tools for targeted digital and predictive behaviour marketing, allow merchants to achieve and raise the bar for their operational and revenue goals.

Glance's position as an industry leader for mobile payments in the restaurant industry has been solidified by the Company's recent promotional success at key trade shows and events. Our team exhibited the Glance Pay App to a receptive audience of prospective clientele at *RC Show 2018*, the flagship event of Restaurants Canada and Canada's largest foodservice trade show, in February 2018. Recently, Glance was selected by the U.S. National Restaurant Association as one of 14 exhibitors to join its exclusive *Startup Alley* pavilion at the upcoming 2018 National Restaurant Association Show in Chicago, the industry's premier event internationally and the largest foodservice trade show in the U.S. The Company is poised to build on this strong traction within the foodservice industry by incorporating business development strategy, targeted digital marketing campaigns, and traditional marketing efforts to expand the Glance Pay community into new and varied industry verticals.

Mobile Payment Market - Summary Overview

The mobile payment sector is growing rapidly The mobile payment sector is growing rapidly. In 2015, global mobile payments totaled US$450 billion, and are expected to reach US$1 trillion by 2020.[1] According to statistics from Canada's Payments Association, electronic payments (including debit, credit, electronic fund transfers and online transfers) accounted for approximately 61% of total payment volume in Canada in 2016.[2]

Corporate Development Strategy

The technology, Glance Pay, has the potential to serve a large international market and Glance is convinced it will deliver significant value to shareholders. Glance recently announced new office openings in London, U.K. and Melbourne, Australia, demonstrating its international commitment. Central to Glance's technology development is a new version of an app that merchants can very quickly download directly to their own mobile devices, with built-in fraud-protection and loyalty rewards. Glance is targeting the launch of this new app in fiscal 2018. Once the app is available, Glance will be able to progress to predominantly digital sales through online and tele-marketing, targeting markets in a number of geographies with minimal overhead. Glance also expects to increase the rate of signing large restaurant chains by expanding its enterprise sales team and the new set of application features that target this market segment. Over time, Glance expects the app, combined with new features, will deliver growing and building monthly

[1] Future Market Insights, "Mobile Payment Transaction Market: Global Industry Analysis and Opportunity Assessment 2014 – 2020", online: http://www.futuremarketinsights.com/reports/global-mobile-payment-transaction-market.

[2] Canadian Payments Association, "Canadian Payment Methods and Trends: 2017", online at www.cdnpay.ca.

revenue from merchants through a tiered SaaS subscription model. This will be in addition to Glance's ability to generate new revenue from advertising, promotions, and consumer fees for premium features. Glance is also pursuing opportunities to monetize its blockchain platform and deploy a rewards-based cryptocurrency solution that further leverages our technology.

By establishing the usability of our technology, expanding our target market to a broader array of merchants, improving capacity for monetization with more products, raising significant capital, eliminating fraud and strengthening our product offering, we feel Glance has embarked on a strong and fruitful path. We firmly believe that mobile devices are the future of payments and consumer engagement, and we believe blockchain is a fundamentally transformative technology. According to iResearch, mobile payments are the dominant form of payment in China, where annual payments already amount to trillions of USD annually. We believe Glance is well positioned to take advantage of these technological trends as we continue to build our technology and expand our network of merchants and consumers. Every year mobile phones advance significantly, accelerating the transition to mobile payments and giving us even more tools for innovation.

Corporate Objectives for 2018

Blockchain and cryptocurrency

As at November 30, 2017, Glance is working diligently on a cryptocurrency technology and is assembling what we believe to be a strong team on this front. This blockchain-based rewards platform will allow Glance merchants to reward and provide deals and incentives to customers based on smart contracts.

To accelerate the progress of this app and our core technology, we have strengthened our team with the addition of employees with valuable experience gained at other leading technology companies.

Our plan is to provide a loyalty mechanism that allows Glance users to spend accumulated rewards within a larger marketplace. We also anticipate that by rewarding Glance users with our token, we will enable everyday individuals to get involved with cryptocurrency and hopefully encourage widespread adoption.

We believe blockchain and cryptocurrencies are fundamentally transformative technologies, providing significant opportunities for the early pioneers in this space. According to Coinschedule.com, over $3.7 billion USD was invested in cryptocurrency initial coin offerings in 2017. That large influx of capital investment should accelerate the advance of fundamental blockchain platform technology as well as applications and more widespread adoption of the technology in the next few years.

Expand the existing network of restaurants and increase user-base

The Glance Pay App is defined as a proprietary full scope mobile payment solution for merchants with rapid launch capabilities, easy and secure sign-up, first-class verification, in-app marketing solutions and real-time customer feedback.

We intend to develop additional apps in the future, which we will customize to specific industry verticals to enable a variety of corporate customers to accept, manage and track electronic payments through one streamlined, robust, efficient and secure payment method. We believe that our products will be suited for individuals, businesses and online merchants.

The second quarter of 2018 was our most successful quarter to date in terms of customer expansion and adding new merchants. At the date of the AIF, we have signed more than 490 locations, and added our largest restaurant chain to-date, including our first significant U.S.-based restaurant chain. In May, Glance hosted a very successful blockchain conference in Vancouver, building recognition for Glance's brand and capabilities.

With a disruptive new technology like ours, it takes time to establish critical mass. However, once critical mass is achieved, it can become viral very rapidly. We are working towards that tipping point, having carefully developed and proved the technology locally (in Vancouver), and are now beginning to expand internationally.

Continue innovation through development of intellectual property

We are committed to improving the user experience through continuous creative innovation and new product development. There has been a significant overhaul to the Glance Pay App in recent months, enhancing the user experience and continuing to create barriers to entry for competitors seeking to enter the mobile payment market based on our success and rapid growth. This allows for continued market growth and enhanced offerings to our current partner restaurants, as well as the quick-serve restaurant segment. With our new quick-serve application, a user opens the app at a till and the amount due appears in the app. The user then selects the tip and clicks to pay. Management believes the Glance Pay App is more convenient than existing large chain quick-serve apps because the Glance Pay App does not require the user to pre-load a card and because its payment mechanism does not require scanning of the user's mobile device. The Glance Pay App offers advantages over the tap method of payment by creating a network between users and retailers, offering rewards, and providing the support of our targeted marketing designed to attract more regular customers, increase visits and purchases from regular customers and bring in new customers.

Increase revenues by providing additional services to restaurants

Over time, we expect that increasing usage of the Glance Pay App, combined with new features, will deliver a growing stream of monthly revenue from merchants through a tiered SaaS subscription model. This will be in addition to our ability to generate new revenue from transactions, advertising, promotions, and consumer fees for premium features.

Enter the US market

In March 2018 the Glance Pay App went live in the United States. With the U.S. launch, Glance is entering a mobile payments marketplace which, according to market research giant Forrester, is projected to see mobile payment volumes reach $282 billion by the year 2021, tripling in size over 2016. Forrester's research found that U.S. mobile payment volumes have been growing at a compound annual rate of 20 per cent each year.

Our Products and Services

We have invented technology that allows customers to pay a paper bill using their mobile phone by taking a photo of the bill, which we then digitize so that the user can view and pay their bill using only their phone, without the use of payment machines, physical payment cards, or integration into a merchant's in-house system. We developed our main product, the Glance Pay App, using our Platform for use in restaurants. Our Platform provides websites, mobile apps and APIs that enable its users to take advantage of a variety of payment methods for use in a number of payment situations. Using our Platform, we have developed the ability to pay parking violations and tickets. This feature allows users to pay for parking violation tickets at the time of receipt instantly by snapping a picture of the ticket via the Glance Pay app and confirming the amount.

Platform Features and Functionality

Our Platform has the following features:

Glance Security:

We have engineered our Platform with security in mind at all times. We built our Platform in accordance with best practices of the payment card industry data security standard (PCI DSS) which was developed by PCI to enhance cardholder data security and facilitate the broad adoption of consistent data security measures globally. As well as PCI standards, we and our customers are subject to regulations related to privacy, data use and security in the jurisdictions in which we do business. For example, in Canada, which is the only country in which we currently operate, we are subject to the *Canadian Personal Information Protections and Electronic Documents Act* and in British Columbia, we are subject to the *Personal Information Protection Act* (PIPA). For more detail on PIPA and our regulatory requirements, please see "*Government Regulation*". We have taken steps to comply with PIPA, including appointing a privacy officer and establishing privacy complaint procedures.

Glance Anti-Fraud:

Online fraud is an increasing problem and is particularly difficult for merchants whose core business is not payment processing. When customers use the Glance Pay App they do not need to use their physical payment card to process a transaction, thereby decreasing the risk of being subject to a security breach of the merchant's payment machines. Also, by allowing users to store their card information in the app, mishandling of card information through human contact is decreased.

The Glance Pay App

Our first payment app is the Glance Pay App, which is a streamlined technology and marketing solution customized for merchants with a primary function of allowing customers to pay their bill instantly using only their mobile device, without waiting for a card machine. The bill scanning function of the Glance Pay App, primarily used in restaurant merchants, allows a consumer to pay their bill by simply opening the Glance Pay App, holding their phone over the bill, confirming or entering the payment amount and hitting the 'pay' button, at which point the transaction is complete and the customer may leave the restaurant. The Glance Pay App's most innovative feature is that it takes a photo of the bill, determines at which merchant the user is located, automatically calculates the gratuity, and processes the payment via credit card. The user may choose to adjust the calculated gratuity amount and as an alternative to paying the entire bill, may choose to split the bill among a group or may enter a select portion of the bill to pay.

The Glance Pay App is also available for use as a payment solution in quick-serve and fast casual restaurants (including fast food, juice bars and cafes). The quick-pay version of the Glance Pay App allows a user to open the app at the merchant's till, the merchant enters the amount of the bill onto their version of the app, and the amount due appears to the user on their phone. The user can then select a tip and pay.

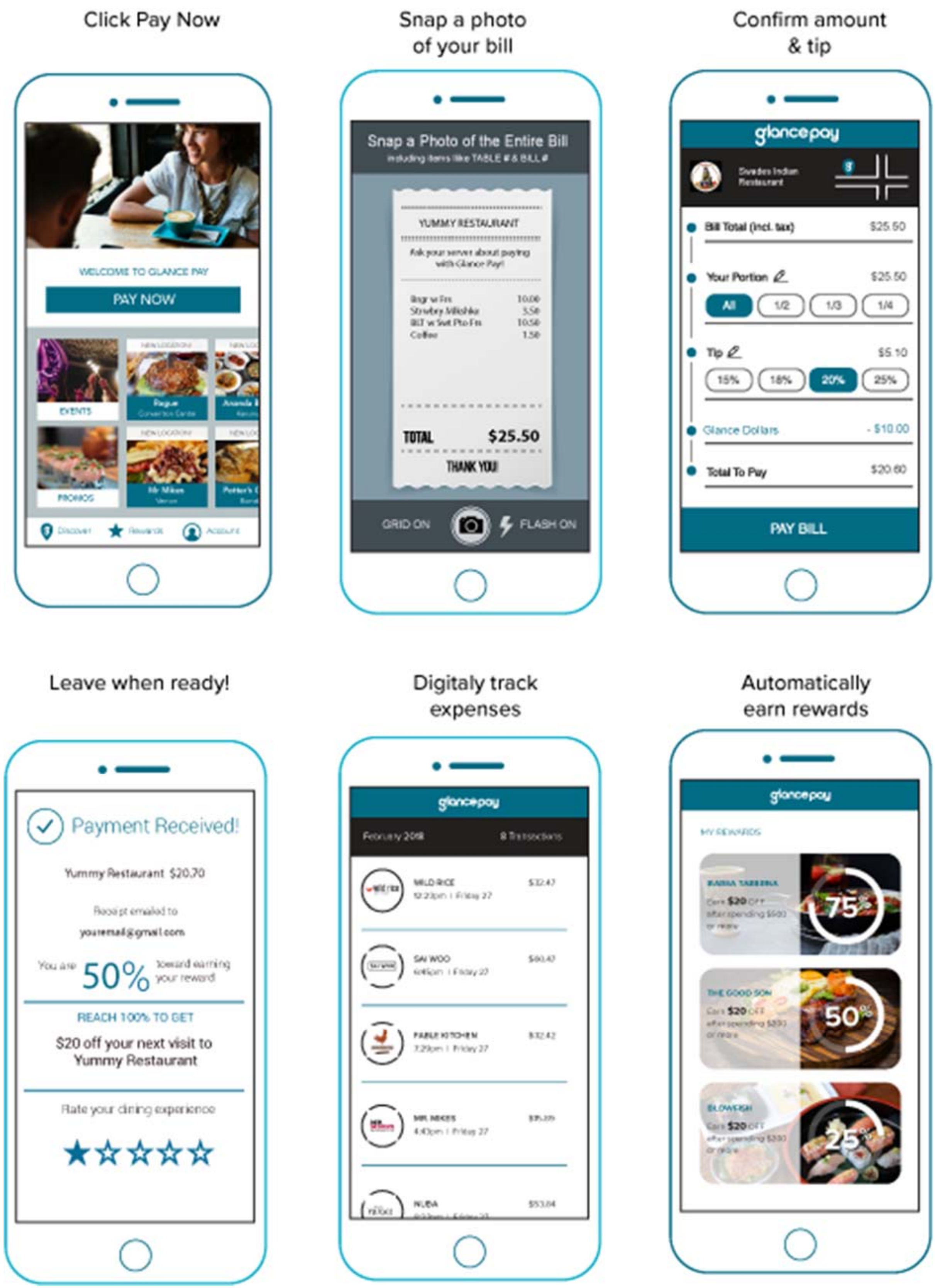
More recently we have launched the ability to pay parking violations and tickets via the Glance Pay platform, providing more flexibility and value for Glance Pay users. The new feature allows users to pay for parking violation tickets at the time of receipt instantly by snapping a picture of the ticket via the Glance Pay App and confirming the amount.

The Glance Pay App will soon be available with mobile order-ahead capabilities, order-from-the-table capabilities, and order-for-delivery capabilities. Mobile order-ahead capabilities will allow customers to instantly order and pay for pick-up items off the menu of participating merchants, all on their mobile phone. This functionality will allow users to "cut the line" and pay directly for their order on their phone, and then pick up their order when it is convenient. The ability to order through the Glance Pay App from the table allows customers to prepay and order food & drinks directly from the table in restaurants, without waiting for a server. Customers can then pay and leave as soon as they finish their meal without waiting for a paper bill or card machine. Finally, the Glance Pay App will soon be available for delivery orders, which we will fill through an alliance with a delivery partner.

Very little integration of the Glance Pay App into merchant locations is required other than staff training. We provide the merchant with a management app, which allows staff to confirm payment receipts and to cash out at the end of each shift by the use of summary views. The current active solution for staff to view recent transactions is on either a tablet, mobile smartphone device for staff, or a standalone app that staff can use on an Internet-activated device. All key payment details are available to merchants through the Glance Pay App, including payment type, amount paid, amount of gratuity, split amount, a picture of each receipt, and any customer variables that apply to each particular merchant, such as table number, server name and server identification for our restaurant partners. We provide the merchant's finance team with access to a finance portal, which details all transactional activity for each day as well as indicating disbursements from the Glance Pay App.

The Glance Pay App icon is as follows:

Examples of other current screens of the Glance Pay App are as follows:



Benefit to Users

The primary benefit of the Glance Pay App for users is that it allows users to complete a payment transaction without the use of payment machines. It also automatically calculates the gratuity or the split percentage of a bill, and it keeps a digital online record of the user's receipts to facilitate user expense tracking. The Glance Pay App also offers a loyalty rewards program to users and merchants. The rewards program provides merchants with the option to give rewards to their repeat customers, such as a free appetizer after 10 visits, or 10% of their meal, thereby incentivizing customers to frequent merchants that offer the Glance Pay App.

Revenue Model

In the financial year ended November 30, 2017, the Company had revenue of $912,500 from licensing fees, $137,359 from application, development and service fees and $20,600 from marketing and promotion fees. In the financial year ended November 30, 2016, the Company had revenue of $Nil from licensing fees, $8,005 from application, development and service fees and $Nil from marketing and promotion.

We currently create revenue in several ways:

- By monetizing our apps with a basic package and with additional features and options: we charge monthly fees to merchants for our basic package and for advanced options such as special event promotion, social media and app contests, custom rewards programs, social media management, search engine optimization, social media videos, and marketing and advertising services.
- By charging transaction-based fees and/or convenience fees to merchants (with fees payable as a percentage of the transaction). Our management has had success with convenience fees for a similar app, PayByPhone, in the parking industry. For our transactional processing fees, we charge fees that are competitive with the restaurant's current processing fees, with discretion to the Company to determine the exact amount of such fees. For a few of our initial launch restaurants, we agreed to start our processing fees at a base rate and increase such fees depending on the type of payment card.
- By entering into reseller and referral agreements with companies offering complementary services as the Glance Pay App. For example, we have entered into a referral agreement with a leading payment processing company that will pay us a percentage of all electronic transactions processed by restaurants through that processing company, allowing us to combine our revenue through the Glance Pay App with traditional credit card and debit payment processing methods.
- By licensing our technology and services.

Technology and Development

We made the first version of the Glance Pay App available to the public on the Apple App Store on August 7, 2016. Since then, we have been continuously updating and developing the Glance Pay App and have released several updates on the Apple App Store. We also completed development of an Android-compatible version of the Glance Pay App, which we first made available in the Google Play Store in September 2016. We intend to continuously develop our Platform and the Glance Pay App so they can evolve in response to user and restaurant feedback. We have assembled a team of software engineers and designers who have made investments in the development of our Platform, and we intend to utilize their expertise to continue developing and upgrading our Platform and the Glance Pay App.

Specialized Skill and Knowledge

The nature of our business requires specialized knowledge and technical skill around application security, payment processors, the mobile space, app volume capabilities, marketing, design and content creation, programming and the restaurant business.

The Market for Mobile Payments

The mobile payment sector is growing rapidly. In 2015, global mobile payments totaled US$450 billion, and are expected to reach US$1 trillion by 2020.[3] According to statistics from Canada's Payments Association, electronic payments (including debit, credit, electronic fund transfers and online transfers) accounted for approximately 61% of total payment volume in Canada in 2016.[4] The development work on the Glance Pay App to date has focused on Apple iPhones and Android phones. In the U.S., Apple and Android together hold a 98% market share[5].

The Market for Restaurants

The restaurant industry is one of our primary target industries and is a massive global industry that has seen steady growth year over year. In the current age of busy lifestyles, where families often have more than one parent working a full-time job, people are left with little time to spend on preparing food at home. There are about 15,000,000 restaurants in the world and in 2015, the global restaurant industry was forecast to reach a value of $2.1 trillion.[6] In the U.S. alone, restaurant-industry sales are projected to total $782.7 billion in 2016 and equal 4% of U.S. gross domestic product. The restaurant industry in the U.S. is the nation's second-largest private sector employer with a workforce of 14.4 million.[7]

In Canada, foodservice industry sales represented approximately 4% of national gross domestic product in 2014 and industry sales were expected to increase over both commercial and non-commercial sectors by 4.0% to $74.1 billion in 2015. In 2014, commercial food services sales increased by 4.9% while non-commercial sales increased by 3.7%. Commercial sales, which include chain restaurant sales, now represent 80.7% of total food services sales, compared to 79.5% in 1998. Quick service restaurants and full service restaurants generate relatively similar sales (about $26 billion each annually) and together represent 87.4% of commercial food services sales and 70.5% of total foodservice sales.[8]

Provincially, British Columbia, where we first launched the Glance Pay App, has the second-highest per capita commercial foodservices sales in the country, and is projected to lead the way in restaurant industry growth in 2016 with projected growth of 4.3%. According to the 2015 Canadian Chain Restaurant Industry Review, commercial foodservice sales in British Columbia have grown every year since 2008 except for 2011.

The Market for Order-Ahead Payments

The Glance Pay App's upcoming order-ahead capabilities will push the app into the mobile order-ahead market, currently estimated to reach $38 billion by 2020 and account for 10.7% of the quick-serve industry's sales alone. Already, Starbucks' mobile in-house app orders represent 10% of total orders at their high-volume stores.

Market for Food Delivery

By partnering with Daily Delivery, the Glance Pay App will soon be moving into the delivery order market space. Online food delivery is a rapidly growing market within a $600 billion (USD) restaurant industry. Currently disrupting traditional forms of delivery due to the rise of popular mobile ordering, the US food delivery market alone accounted for over $210 billion of restaurant revenue in the last year, of which $11 billion was exclusively through online ordering. This, combined with the Canadian online food delivery market estimated at $7 billion (CAD), provides us with the potential to establish new verticals of revenue and increase customer retention with a singular payment platform.

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[3] Future Market Insights, "Mobile Payment Transaction Market: Global Industry Analysis and Opportunity Assessment 2014 – 2020", online: http://www.futuremarketinsights.com/reports/global-mobile-payment-transaction-market.

[4] Canadian Payments Association, "Canadian Payment Methods and Trends: 2017", online at www.cdnpay.ca.

[5] Statista, "Subscriber share held by smartphone operating systems in the United States from January 2012 to January 2018" , online at: www.statista.com

[6] Companies and Markets.com, "Global Restaurant Industry", online at: www.companiesandmarkets.com.

[7] *Ibid.*

[8] *2015 Canadian Chain Restaurant Industry Review*, GE Capital Franchise Finance.

Marketing and Sales Plan

We plan to continue to attract and sign up restaurants to the Glance Pay App through a combination of a sales team, numerous industry contacts and a variety of incentives. We have built a solid marketing and sales team, which currently consist of marketing and sales representatives, commissioned marketing representatives and the VP of Business and Client Development.

Marketing Representatives

The business development team is compensated through a combination of salary and commission for each new merchant that signs up and launches the Glance Pay App at their respective locations. Our business development efforts have expanded to encompass additional verticals while continuing to focus on all potential foodservice merchants and restaurants. We now offer Full Serve, Quick Serve and Pay Anywhere (remote payment) solutions to meet the wide variety of needs and business models within the marketplace. Glance Pay has also recently expanded into the U.S. with the addition of local business development teams based in our San Jose office. To date, 490 locations have entered into agreements to use the Glance Pay App, and the Glance Pay App has gone live in 182 of those merchants.

Competition

The global payments industry is highly competitive. We compete against businesses in varied industries, many of which are larger than we are, have a dominant and secure position in other industries, or offer other goods and services to consumers and merchants that we do not offer. As online and offline commerce increasingly converge, the pace of change, innovation and disruption are also increasing. The global payments industry is rapidly changing, highly innovative and increasingly subject to regulatory scrutiny, which may negatively affect the competitive landscape. We compete against a wide range of businesses with varying roles in the payment sector including:

- paper-based transactions such as cash and cheques;
- traditional payment method providers, particularly credit and debit cards, and automated clearing house transactions;
- payment networks which facilitate payments for credit card users;
- providers of "digital wallets" which offer customers the ability to pay online and/or on mobile devices through a variety of payment methods, including with mobile applications, through contactless payments, and with a variety of payment cards (these providers include Visa, MasterCard, American Express, Amazon.com, Apple Pay, Google Pay, etc.);
- providers of mobile payment solutions that use tokenized card data approaches and near field communication functionality (e.g. Apple Pay) or host card emulation functionality to eliminate the need for access to the physical secure element of the device;
- payment-card processors that offer their services to merchants, including for "card on file" payments where the merchant invites the consumer to select a payment method for their first transaction, and subsequently uses the same payment method for subsequent transactions;
- providers of "person to person" payments that facilitate individuals sending money with an email address or mobile phone number, such as Facebook messaging payments, Google and many banks; and
- providers of card readers for mobile devices and of other point-of-sale and multi-channel technologies.
- We also face competition and potential competition from:
- payment services targeting users of social networks and online gaming, including those offering billing to the consumer's mobile phone account;
- mobile payment services between bank accounts;
- online shopping services that provide special offers linked to a specific payment provider; and
- services that help merchants accept and manage virtual currencies.

We have identified several companies which offer direct competition to the Glance Pay App; however, none which, to our knowledge, operate within our current target geographical area.

Government Regulation

Government regulation impacts key aspects of our business. We are subject to regulations that affect the payments industry in the markets in which we operate or plan to operate.

Canada

In Canada, which is the only country in which we currently operate, we are subject to regulations around the payments industry, as well as personal privacy laws. We are subject to the *Electronic Transactions Act*, SBC 2001, which governs the legality and enforceability of electronic transactions taking place inside of British Columbia. Federally, we are subject to the Canadian Personal Information Protections and Electronic Documents Act and in British Columbia, we are subject to the *Personal Information Protection Act* (PIPA). Some other provinces have personal information protection acts as well, which apply instead of the federal act to the extent that the information is acquired, used or disclosed within that province. PIPA describes how all private sector organizations must handle the personal information of the public (our users). Under PIPA, businesses are made accountable for the personal information under their control. Businesses must, among other things, limit the collection of personal information to that which is necessary for their purposes, protect the privacy of any personal information under their control, designate a privacy officer for the company, establish procedures to handle privacy complaints or inquiries, obtain consent from an individual before the business collects, use or disclose his or her personal information, and only use or disclose personal information for reasonable purposes that are appropriate in the circumstances and for the purpose according to which the personal information was collected. We have taken steps to comply with PIPA, including appointing a privacy officer and establishing privacy complaint procedures.

Additional Regulatory Developments

Various regulatory agencies also continue to examine a wide variety of issues, including virtual currencies, identity theft, account management guidelines, privacy, disclosure rules, security and marketing that would impact the Glance Pay App.

Intangible Properties

We rely on intellectual property laws, confidentiality agreements, contractual provisions and similar measures to protect our intellectual property. Our contracted service providers and members of management are required to sign agreements acknowledging that all intellectual property created by them on our behalf is owned by us.

<u>Patent & Trademark applications</u>

On March 31, 2016, we filed a provisional patent application in the United States to patent our wireless electronic transaction system. This filing establishes a “priority date”, which allows us to file patent applications in any other country within a year of our U.S. filing date, and have such filings treated as if they were filed on the same day (March 31, 2016) as our original provisional application. This gives our application priority over any other application that may be filed after March 31, 2016 in any country where we file a patent application for this invention within 12 months. On March 28, 2017, we filed a non-provisional patent application for this invention in the U.S., and on March 30, 2017, we filed a non-provisional patent application for this invention in Canada, both of which claim the provisional patent priority date of March 31, 2016.

On March 16, 2017, we filed a second provisional patent application in the United States to patent our wireless system for bill payment using short distance positioning systems. The filing also establishes a “priority date”, which allows us to file patent applications in any other country within a year of our U.S. filing date, and have such filings treated as if they were filed on the same day (March 16, 2016) as our original provisional application. This gives our application priority over any other application that may be filed after March 16, 2016 in any country where we file a patent application for this invention within 12 months.

There can be no assurance that our patent applications will be granted, and it often takes a number of years before a patent application is approved.

On September 21, 2016, we filed a trademark application in Canada for the mark "GLANCE PAY". There can be no assurance that our trademark application will be granted, and it often takes a number of years before a trademark application is approved.

Despite our efforts to protect our intellectual property, unauthorized persons may attempt to obtain our intellectual property and others may develop similar intellectual property independently. The following is a summary of the intellectual property that we have acquired to date.

Asset Purchase Agreement dated November 15, 2014

Pursuant to a related party asset purchase agreement dated November 15, 2014 between Penny Green and Glance Pay, Glance Pay acquired the concepts behind 10 potential mobile apps for consideration of 2,980,000 Glance Pay Shares at a deemed price of $0.005 per share (please see "*Interests of Management and Others in Material Transactions*" for more information). These apps had not yet been created and what we acquired was the ideas for 10 potential mobile apps as follows: the Clover Stock Tracker, the Clover Customer Prospector, the Clover Women's Workout Creator and Health Tracker, the Clover Kid Party Planner, the Clover Contact Manager, the Clover Recipe Box and Organizer, the Clover Household Organizer, the Clover Investor Tracker and Prospector, the Clover Expense Tracker and Budget Wizard, and the Clover Song Lyric Tracker. As of the date of this AIF, we have not created any app architecture with respect to these apps. We do not intend to invest resources into developing any of the apps in the near- to mid-term, but may decide to do so in the long-term future.

Asset Purchase Agreement dated January 5, 2015

Pursuant to a related party asset purchase agreement dated January 5, 2015 between Desmond Griffin, Penny Green and Glance Pay, Glance Pay acquired certain intellectual property for consideration of 27,000,000 Glance Pay Shares at a deemed price of $0.02 per share (please see "*Interests of Management and Others in Material Transactions*" for more information).

Asset Purchase Agreement dated March 15, 2015

Pursuant to an asset purchase agreement dated March 15, 2015 between 1030051 B.C. Ltd. and Glance Pay, for consideration of 1,500,000 Glance Pay Shares at a deemed price of $0.02 per share, Glance Pay acquired development work on mobile apps that could be incorporated in a payment processor and digital wallet, specifically:

- technical specifications for software related to a Bitcoin and cryptocurrency payment mechanism and wallet; and
- all intellectual property rights relating to the foregoing.

Web Domain

On April 29, 2016, we acquired use of the domain name www.glancepay.com.

Asset Purchase Agreement dated November 30, 2017

Pursuant to a Sale and Purchase Agreement dated November 30, 2017 between Ztudium and the Company, in consideration of USD $1,000,000 payable in cash and common shares in the Company, the Company acquired all right, title and interest in the intellectual property comprising a full end to end cryptocurrency blockchain solution including:

- Biometric ID Blockchain distributed ledger technology
- Digital messaging / group chat
- Financial Wallet
- Open application program interface
- Crypt/token/fiat wallet
- A rewards system
- Encrypted cyber security

- In-app support system
- Document sharing
- Social network features
- Peer to peer marketplace functionality

Employees

As of November 30, 2017, the Company had 30 employees.

RISK FACTORS

Investing in Shares involves a high degree of risk. You should carefully consider the risks described below, as well as the other information in this AIF, before deciding whether to invest in Shares. The occurrence of any of the events or developments described below could harm our financial condition, results of operations, business and prospects. In such an event, the market price of Shares could decline, and you may lose all or part of your investment. Additional risks and uncertainties not presently known to us or that we currently deem immaterial also may have similar adverse effects on us.

Risks Related to Contested Election

Subsequent to the termination of her consulting agreement, Ms. Green launched a shareholder requisition, which has resulted in a contested election taking place at Glance's annual shareholder meeting scheduled for June 12, 2018. There are inherit risks with the present dissident shareholder contested election such as:

- the potential actions of Ms. Green and the dissident requisition nominees, should they be elected, and the resulting effect on Glance;
- Ms. Green's ability to provide attention to Glance considering her position as the CEO of Yield;
- the potential appointment of Ms. Green as CEO of Glance if the dissident requisition nominees are elected;
- the potential re-pursuit of a transaction with a company with a consistent history of financial losses, if Ms. Green is appointed as CEO;
- the potential resignation or termination of many of Glance's most senior and critical employees, including Mr. Griffin as CEO and Ms. Griffin as CTO, should Ms. Green be successful in the contested election;
- the potential actions of Ms. Green and the dissident requisition nominees, should they be elected, will be harmful to Glance;
- the dissident requisition nominees, if elected, may appoint Ms. Green as CEO of Glance;
- Ms. Green, if appointed as CEO, will continue to pursue a transaction with a company with a consistent history of financial losses, and
- certain employees, including Mr. Griffin and Ms. Griffin, will resign from Glance, should Ms. Green be successful in the contested election.

Risks Related to Our Business

No Operating History and No Established Financing Sources

We launched our Glance Pay App in August 2016 and are in the process of establishing partnerships, relationships and building brand recognition with restaurants who have signed up to use our app. As a result, we have limited history of revenue generation. We have experienced losses in the past and may not achieve profitability in the future. We are subject to all of the business risks and uncertainties associated with any new business, including the risk that we will not achieve our investment objectives as described in this AIF. Our financial condition and results of operations will depend on many factors, including the willingness of restaurants to use our technology and our ability to secure financing. We anticipate that it may take several years to achieve positive cash flow from operations. There can be no assurance that there will be continued or increased demand for our products or services or that we will become profitable.

Competition in the Payment Processing Industry

The market for payment processing services is highly competitive and has relatively low barriers to entry. The level of competition has increased in recent years, and larger providers have established a significant market share among smaller merchants. Some of our competitors are financial institutions and large payment processing companies that have significantly greater financial, technical, marketing and other resources; may be able to devote greater resources to the development, promotion, sale and support of their products and services; may have more extensive customer bases and broader customer relationships; and may have longer operating histories and more brand recognition. In some cases, these companies may choose to offer their technology at lower prices or rates in response to new competitors entering the market. There are also a number of smaller payment processing providers that provide a range of services designed for small and medium size merchants. Our competitors may develop or offer services that have price or other advantages over the services we provide. In competing with such companies, we may be unable to establish demand for our technology, which could adversely affect the establishment of our operations and ability to generate revenues. We compete against a wide range of businesses with varying roles in the payment sector including:

- paper-based transactions such as cash and cheques;
- traditional payment method providers, particularly credit and debit cards, and automated clearing house transactions;
- payment networks which facilitate payments for credit card users;
- providers of "digital wallets" which offer customers the ability to pay online and/or on mobile devices through a variety of payment methods, including with mobile applications, through contactless payments, and with a variety of payment cards (these providers include Visa, MasterCard, American Express, Amazon.com, Apple Pay, Google Pay, etc.);
- providers of mobile payment solutions that use tokenized card data approaches and near field communication functionality (e.g. Apple Pay) or host card emulation functionality to eliminate the need for access to the physical secure element of the device;
- payment-card processors that offer their services to merchants, including for "card on file" payments where the merchant invites the consumer to select a payment method for their first transaction, and subsequently uses the same payment method for subsequent transactions;
- providers of "person to person" payments that facilitate individuals sending money with an email address or mobile phone number, such as Facebook messaging payments, Google and many banks;
- providers of card readers for mobile devices and of other point-of-sale and multi-channel technologies.

We also face competition and potential competition from:

- payment services targeting users of social networks and online gaming, including those offering billing to the consumer's mobile phone account;
- mobile payment services between bank accounts;
- online shopping services that provide special offers linked to a specific payment provider; and
- services that help merchants accept and manage virtual currencies.

We compete primarily based on the following:

- ability to attract, retain and engage merchants with flexible terms including short notice termination provisions, and consumers;
- security of transactions and the ability for our consumers to use the Glance Pay App without sharing their financial information with the merchant they are paying;
- simplicity of our fee structure;
- system reliability and data security; and
- ease and quality of integration into third-party mobile applications and operating systems.

If we are not able to differentiate our business from those of our competitors, drive value for customers and merchants, or effectively align our financial and operations resources with our goals and objectives, we may not be able to compete effectively against our competitors. If we fail to compete effectively against our competitors, our business and profitability may be adversely affected.

Requirement to Attract and Retain Restaurants and Users to the Glance Pay App

Our continued success will depend on our ability to continue to sign up new restaurants and users to the Glance Pay App, and to generate new and frequent business to restaurants that are signed up to use the Glance Pay App. No assurance can be given that we will be able to procure a sufficient number of restaurants and users to the Glance Pay App to reach profitability or continue offering the Glance Pay App.

Effectiveness and Efficiency of Advertising and Promotional Expenditures

Our future growth and profitability will depend on the effectiveness and efficiency of advertising and promotional expenditures, including our ability to (i) create greater awareness of our technology and services; (ii) determine the appropriate creative message and media mix for future advertising expenditures; and (iii) effectively manage advertising and promotional costs in order to maintain acceptable operating margins. There can be no assurance that advertising and promotional expenditures will result in revenues in the future or will generate awareness of our technologies or services. In addition, no assurance can be given that we will be able to manage our advertising and promotional expenditures on a cost-effective basis.

Maintaining and Promoting Our Brand

We believe that maintaining and promoting our brand is critical to expanding our customer base. Maintaining and promoting our brand will depend largely on our ability to continue to provide useful, reliable and innovative services, which we may not do successfully. We may introduce new features, products, services or terms of service that our customers do not like, which may negatively affect our brand and reputation. Maintaining and enhancing our brand may require us to make substantial investments, and these investments may not achieve the desired goals. If we fail to successfully promote and maintain our brand or if we incur excessive expenses in this effort, our business and operating results could be adversely affected.

Changing Consumer Preferences

As a result of changing consumer preferences, many Internet websites and apps are successfully marketed for a limited period of time. Even if our products become popular, there can be no assurance that any of our products will continue to be popular for any significant period of time. If demand for our services decreases, our profitability would be negatively impacted. Our success will be dependent upon our ability to develop new and improved product lines. Even if we are successful in introducing new mobile apps or in developing the Glance Pay App, a failure to continue to update them with compelling content or a subsequent shift in the payment preferences of consumers or merchants could cause a decline in our products' popularity that could reduce our revenues and harm our business, operating results and financial condition. Our failure to introduce new features and product lines and to achieve and sustain market acceptance could result in us being unable to continually meet consumer preferences and generate significant revenues. Further, if our merchants make fewer sales of their products and services, we will have fewer transactions to process and likely fewer users of our apps, resulting in lower revenue. Any decrease in the demand for our products and services could have a material adverse effect on our profitability and operations.

Response to Technological Developments

Our future success will depend in part on our ability to modify or enhance our products to meet consumer needs, add functionality and address technological developments. Technological advances in the handheld device industry may lead to changes in our customers' requirements, and to remain competitive, we will need to continuously develop new or upgraded products that address these evolving technologies. Mobile devices are continually evolving, and we may lose customers if we are not able to continue to meet our customers' mobile and multi-screen experience expectations. The variety of technical and other configurations across different mobile platforms increases the challenges associated with evolving technology. If we are unsuccessful in identifying new product opportunities or in developing or marketing new products in a timely or cost-effective manner, or if our product developments do not achieve the necessary market penetration or price levels to be profitable, our business and operating results could be adversely affected.

Sales Reporting and Record-Keeping Obligations

One or more provinces or the federal government or foreign countries, if we begin operating in foreign countries, may seek to impose reporting or record-keeping obligations on companies that engage in or facilitate mobile payments. Such obligations could be imposed by legislation intended to improve tax compliance or may be imposed if we are deemed to be the legal agent of our merchants by a jurisdiction in which we operate. We may be required to modify our software to meet these requirements and expect increased operational costs and changes to our customer experience in connection with complying with these reporting obligations. Any failure by us to comply with these and similar reporting and record-keeping obligations could result in substantial monetary penalties and other sanctions and could harm our business.

Chargeback Risk

There is a risk that we will be subject to covering the cost of significant chargebacks for payments made through the Glance Pay App which have been charged back to a restaurant by the applicable credit card company. Although we will strive to only process non-fraudulent transactions through the Glance Pay App, it is possible that we could be required to pay out a significant amount in chargebacks, which could adversely affect our business and operating results.

Laws and Regulations Relating to the Electronic Payments Industry

We and our customers are subject to numerous regulations that affect the electronic payments industry. Regulation and proposed regulation of the payments industry has increased significantly in recent years, and failure to comply with such rules and regulations may have a negative adverse effect on our business and operations. We are subject to the rules of Visa, MasterCard and American Express, as well as regulations related to privacy, data use and security in the jurisdictions in which we do business, financial services regulations, and consumer protection laws, among others. For example, in Canada, which is the only country in which we currently operate, we are subject to the *Canadian Personal Information Protections and Electronic Documents Act* and in British Columbia, we are subject to the *Personal Information Protection Act* ("PIPA"). PIPA describes how all private sector organizations must handle the personal information of the public (our users). Under PIPA, businesses are made accountable for the personal information under their control. Businesses must, among other things, limit the collection of personal information to that which is necessary for their purposes, protect the privacy of any personal information under their control, designate a privacy officer for the company, establish procedures to handle privacy complaints or inquiries, obtain consent from an individual before the business collects, use or disclose his or her personal information, and only use or disclose personal information for reasonable purposes that are appropriate in the circumstances and for the purpose according to which the personal information was collected.

In recent years, there has been heightened legislative and regulatory focus on data security, including requiring consumer notification in the event of a data breach. Regulation of privacy, data use and security may materially increase our costs and our customers' costs and may decrease the number of merchants and customers that use our product(s), which could materially and adversely affect our profitability. Our failure, or the failure of our customers, to comply with the privacy, data use and security laws and regulations, and any other regulations to which we are or become subject, could result in fines, sanctions and damage to our reputation and our brand.

Reliance on Third-Party Processors and Service Providers

We currently rely on contractors to assist us to perform certain aspects of our services, and we do not have long-term contracts with them. The termination by our service providers of their arrangements with us or their failure to perform their services efficiently and effectively may adversely affect our ability to deliver a superior product, which in turn may adversely affect our relationships with restaurants that offer the Glance Pay App and may cause those merchants to terminate their agreements with us.

Potential Requirement to Pay Taxes on Transaction Processing

We and other payment processing companies may become subject to federal, provincial, state or local taxation of certain portions of our fees charged to merchants for our transaction services. Application of such taxes is an emerging issue and although taxing jurisdictions have not yet adopted uniform positions on this topic, if we are required to pay such taxes and are unable to pass the expense to restaurants or other merchant clients, as applicable, or produce increased cash flow to offset the taxes, such taxes would negatively impact our profitability.

Key Personnel Risk

Our success and future growth will depend, to a significant degree, on the continued efforts of our directors and officers to develop the business and manage operations and on their ability to attract and retain key technical, sales and marketing staff or consultants. The loss of any key person or the inability to find and retain new key persons could have a material adverse effect on the business. Competition for qualified technical, sales and marketing staff, as well as officers and directors can be intense and no assurance can be provided that we will be able to attract or retain key personnel in the future. Our inability to retain and attract the necessary personnel could adversely affect our business and operations.

Adverse Conditions in the Restaurant Industry

We currently operate primarily within the restaurant industry. Although the current trend for the restaurant market is positive growth, any future adverse economic or other conditions in the restaurant industry, or other industries into which we may eventually expand, could negatively affect our revenue and materially and adversely affect our operating results.

Fluctuations in Foreign Currency Exchange Rates

If we expand our operations internationally, we will become subject to foreign currency risk. The strengthening or weakening of the Canadian dollar versus other currencies will impact the translation of our net revenues generated in these foreign currencies into Canadian dollars. We may face financial exposure if we incorrectly set foreign exchange rates or as a result of fluctuations in foreign exchange rates between the times that we set them each day. Fluctuations in foreign exchange rates could significantly impact our financial results.

Changes to Payment Card Networks, or Bank Fees or Practices

We do not directly access the payment card networks, such as Visa, MasterCard and Amex, that enable our ability to accept credit cards, and we are reliant on banks or other payment processors to process transactions and must pay fees for their services. Payment card networks, from time to time, increase their fees for each transaction which accesses their networks, and the cost of these increased fees may be passed on to us by our payment processor(s), who may also increase their own fees for payment processing. Any increase in these fees could increase our operating costs and reduce our profitability.

In addition, governments in some jurisdictions have required payment card networks to reduce interchange fees, or have opened investigations into the question of whether such fees and practices violate antitrust law. For example, in the U.S., the Federal Reserve Board issued a final rule capping debit card interchange fees at significantly lower rates than these networks previously charged. Although there has been no mandate from the Canadian government for payment networks to reduce interchange rates, in November 2014 Visa and MasterCard announced that they would voluntarily lower their interchange rates. Any material reduction in credit card interchange rates in relevant jurisdictions could adversely affect our competitive position against traditional credit card service providers, and may subject us to pricing pressure, although it could also lower our costs.

Potential Inability to Adapt or Expand Existing Technology Infrastructure to Accommodate Greater Traffic

It is anticipated that our Platform will serve a large number of users and customers. Our technology infrastructure is highly complex and may not provide satisfactory service in the future, especially as the number of customers using its apps increases. We may be required to upgrade our technology infrastructure to keep up with the increasing traffic on its apps, such as increasing the capacity of our hardware servers and the sophistication of its software. If we fail to adapt our technology infrastructure to accommodate greater traffic or customer requirements, our users and customers may become dissatisfied with our services and switch to competitors' apps, which will prevent us from achieving profitability.

Reliance on Development and Maintenance of the Internet Infrastructure

The success of our services will depend largely on the development and maintenance of the Internet infrastructure. This includes maintenance of a reliable network backbone with the necessary speed, data capacity, and security, as well as timely development of complementary products, for providing reliable Internet access and services. The Internet has experienced, and is likely to continue to experience, significant growth in the numbers of users and amount of traffic. The Internet infrastructure may be unable to support such demands. In addition, increasing numbers of users, increasing bandwidth requirements, or problems caused by "viruses," "worms," and similar programs may harm the performance of the Internet. The backbone computers of the Internet have been the targets of such programs. The Internet has experienced a variety of outages and other delays as a result of damage to portions of its infrastructure, and it could face outages and delays in the future. These outages and delays could reduce the level of Internet usage generally as well as the level of usage of our services and reduce our revenues.

Risks Related to Potential Interruption or Failure of our Information Technology and Communications Systems

Our ability to provide our products and services depends on the continuing operation of our information technology and communications systems. Any damage to or failure of our systems could interrupt our service. Service interruptions could reduce our revenues and profits, and damage our brand if our system is perceived to be unreliable. Our systems are vulnerable to damage or interruption as a result of terrorist attacks, war, earthquakes, floods, fires, power loss, telecommunications failures, computer viruses, interruptions in access to our Platform through the use of "denial of service" or similar attacks, hacking or other attempts to harm its systems, and similar events. Some of our systems are not fully redundant, and our disaster recovery planning does not account for all possible scenarios. The occurrence of a natural disaster or a closure of an Internet data center by a third-party provider without adequate notice could result in lengthy service interruptions. Interruption or failure of our information technology and communications systems could impair our ability to effectively provide our products and services, which could damage our reputation and harm our operating results.

Risks Related to Potential Undetected Errors in our Software

Our software apps and products could contain undetected errors or "bugs" that could adversely affect their performance. We regularly update and enhance our apps and our other online systems and will introduce new versions of our software products and apps. The occurrence of errors in any of these may cause us to lose market share, damage our reputation and brand name, and reduce our revenues.

Risks Related to our Prices

As the market for our services matures, or as new or existing competitors introduce new products or services that compete with ours, we may experience pricing pressure and be unable to renew our agreements with existing customers or attract new customers at prices that are consistent with our pricing model and operating budget. If this were to occur, it is possible that we would have to change our pricing model or reduce our prices, which could harm our revenue, gross margin, and operating results.

Requirement to Generate Cash Flow for Financial Obligations

Our ability to generate sufficient cash flow from operations to make scheduled payments to our contractors, service providers and merchants will depend on future financial performance, which will be affected by a range of economic, competitive, regulatory, legislative and business factors, many of which are outside of our control. If we do not generate sufficient cash flow from operations to satisfy our contractual obligations, we may have to undertake alternative financing plans. Our inability to generate sufficient cash flow from operations or undertake alternative financing plans would have an adverse effect on our business, financial condition and results or operations, as well as our ability to satisfy our contractual obligations. Any failure to meet our financial obligations could result in termination of key contracts, which could harm our ability to provide our products and services.

Laws and Regulations Relating to using the Internet for Commerce

The future success of our business depends upon the continued use of the Internet as a primary medium for commerce, communication and business services. Domestic or foreign government bodies or agencies in the past have adopted, and may in the future adopt, laws or regulations affecting the use of the Internet as a commercial medium. Changes in these laws or regulations could require us to modify our services in order to comply with these changes. In addition, government agencies or private organizations may begin to impose taxes, fees or other charges for accessing the internet or commerce conducted via the Internet. These laws or charges could limit the growth of Internet-related commerce or communications generally, or result in reductions in the demand for Internet-based services such as ours.

In addition, the use of the Internet could be adversely affected due to delays in the development or adoption of new standards and protocols to handle increased demands of Internet activity, security, reliability, cost, ease of use, accessibility, and quality of service. The performance of the Internet and its acceptance as a business tool have been adversely affected by viruses, worms, and similar malicious programs, and the Internet has experienced a variety of outages and other delays as a result of damage to portions of its infrastructure. If the use of the Internet is adversely affected by these issues, demand for our services could suffer.

Uninsured or Uninsurable Risk

We may become subject to liability for risks against which are uninsurable or against which we may opt out of insuring due to the high cost of insurance premiums or other factors. The payment of any such liabilities would reduce the funds available for usual business activities. Payment of liabilities for which we do not carry insurance may have a material adverse effect on our financial position and operations.

Conflicts of Interest Risk

Certain of our directors and officers are, and may continue to be, involved in other business ventures in the technology industry through their direct and indirect participation in corporations, partnerships, joint ventures, etc. that may become potential competitors to us. Situations may arise in connection with potential acquisitions or opportunities where the other interests of these directors and officers conflict with or diverge from our interests. In accordance with the *BCBCA*, directors who have a material interest in any person who is a party to a material contract or a proposed material contract are required, subject to certain exceptions, to disclose that interest and generally abstain from voting on any resolution to approve the contract. In addition, the directors and officers are required to act honestly and in good faith with a view to our best interests. However, in conflict of interest situations, directors and officers may owe the same duty to another company and will need to balance their competing interests with their duties to us. Circumstances (including with respect to future corporate opportunities) may arise that may be resolved in a manner that is unfavourable to us.

Risks Related to Data Storage

We are subject to Canadian data privacy and protection laws and regulations as well as contractual privacy obligations, and our failure to comply could subject us to fines and damages and would harm our reputation and business.

We are subject to the data privacy and protection laws and regulations adopted by federal and provincial governmental agencies. Data privacy and protection is highly regulated in some jurisdictions, and may become the subject of additional regulation in the future. Privacy laws restrict our storage, use, processing, disclosure, transfer and protection of non-public personal information, including credit card data, provided to us by our users. We strive to comply with all applicable laws, regulations, policies and legal obligations relating to privacy and data protection. However, it is possible that these requirements may be interpreted and applied in a manner that is inconsistent from one jurisdiction to another and may conflict with other rules or our practices. Any failure, or perceived failure, by us to comply with federal or provincial laws, including laws and regulations regulating privacy, data or consumer protection, could result in proceedings or actions against us by governmental entities or private parties.

We are subject to the privacy and data protection-related obligations in our contracts with our customers and other third parties. We may be contractually liable to indemnify and hold harmless our users from the costs or consequences of inadvertent or unauthorized disclosure of data that we store or handle as part of providing our services. Finally, we are also subject to contractual obligations and other legal restrictions with respect to our collection and use of data, and we may be liable to third parties in the event we are deemed to have wrongfully used or gathered data.

Any failure by us or a third-party contractor providing services to us to comply with applicable privacy and data protection laws, regulations, self-regulatory requirements or industry guidelines, our contractual privacy obligations or our own privacy policies, may result in fines, statutory or contractual damages, litigation or governmental enforcement actions. These proceedings or violations could force us to spend significant amounts in defense or settlement of these proceedings, result in the imposition of monetary liability, distract our management, increase our costs of doing business, and adversely affect our reputation and the demand for our products and services.

Security and Fraud

Our operations involve the storage and transmission of customer data, including personally identifiable information, and security incidents could result in unauthorized access to, the loss of, or unauthorized disclosure of such information. To mitigate cybersecurity risks, we have built a very senior technical team headed by our CTO which has designed and maintains our technology platform from a security perspective. Additionally, our production payment systems are currently hosted in Amazon's secure online hosting facilities, which are generally highly regarded for security in the technology industry are used by many large well known technology companies. We do not currently have cybersecurity insurance.

Although we have advanced security systems in place and what we deem sufficient security around our system to prevent unauthorized access, we must ensure that we continually enhance security and fraud protection within our website and merchant platform, and if we are unable to do so we may become subject to liability for privacy breaches or consequences that result from any unanticipated incident. As a result of advances in computer capabilities, new discoveries in the field of cryptography or other developments, a compromise or breach of our security precautions may occur. The techniques used to obtain unauthorized, improper or illegal access to our systems, our data or our customers' data and to sabotage our system are constantly evolving and may be difficult to detect quickly. An information breach in our system and loss of confidential information such as credit card numbers and related information, or interruption in the operation of our apps, could have a longer and more significant impact on our business operations than a hardware failure. A compromise in our security system could severely harm our business by the loss of our customers' confidence in us and thus the loss of their business. We may be required to spend significant funds and other resources to protect against the threat of security breaches or to alleviate problems caused by these breaches. However, protection may not be available at a reasonable price, or at all. Any failure to adequately comply with necessary protective measures could result in fees, penalties and/or litigation. Concerns regarding the security of e-commerce and the privacy of users may also inhibit the growth of the Internet as a means of conducting commercial transactions. This may result in a reduction in revenues and increase our operating expenses, which would prevent us from achieving profitability.

Risks Related to Intellectual Property

We have a pending trademark registration in Canada but only for a word mark, not our logo, a pending provisional patent registration in the United States, and a pending patent registration in Canada and the United States.

Trademark protection is territorial. We have a pending trademark registration for the word GLANCE PAY in Canada. We have no trademark registration achieved or pending for our logo (only for the word mark), and we have not applied to register the trademark GLANCE PAY in any other country other than Canada.

We have filed a patent application in the United States and Canada for our wireless electronic transaction system. We have also filed a provisional patent application in the United States for our wireless electronic transaction with short distance positioning system, which allows us to file patent applications in any other country within a year of our U.S. filing date, and have such filings treated as if they were filed on the same day as our original provisional application.

Risks Related to Potential Inability to Protect Intellectual Property

Our success is heavily dependent upon our intellectual property and technology. To date, we have filed patent applications in the United States and Canada for our wireless electronic transaction system, and a provisional patent application in the United States for our wireless electronic transaction with short distance positioning system. This filing allows us to file patent applications in any other country within a year of our U.S. filing date, and have such filings treated as if they were filed on the same day as our original provisional application. We have also filed a trademark application in Canada for the trade name GLANCE PAY. We also rely upon copyrights, trade secrets, unpatented proprietary know-how and continuing technology innovation to protect the technology that we consider important to the development of our business. We rely on various methods to protect our proprietary rights, including confidentiality agreements with our consultants, service providers and management that contain terms and conditions prohibiting unauthorized use and disclosure of our confidential information. However, despite our efforts to protect our intellectual property rights, unauthorized parties may attempt to copy or replicate our technology. There can be no assurance that the steps taken by us to protect our technology will be adequate to prevent misappropriation or independent third-party development of our technology. It is likely that other companies can duplicate a platform similar to ours. To the extent that any of the above could occur, our revenue could be negatively affected, and in the future, we may have to litigate to enforce our intellectual property rights, which could result in substantial costs and divert our management's attention and our resources.

Further, the patent position of technology is often uncertain and involves complex legal and factual questions. We do not know whether our current or any future patent applications, if any, will result in the issuance of a patent. Even if patents are issued, they may be challenged, invalidated or circumvented. Any such patents may not provide a competitive advantage or afford protection against competitors with similar technology. Competitors or potential competitors may have filed applications for, or may have received patents and may obtain additional and proprietary rights to, technologies used by or competitive with ours. If challenged, any patents that may be issued to us in the future may not be held valid. We also may become involved in interference proceedings in connection with one or more of our current or future patent applications to determine priority of invention.

Risks Related to Potential Intellectual Property Claims

Companies in the Internet, technology and mobile app industries own large numbers of patents, copyrights, trademarks and trade secrets and frequently enter into litigation based on allegations of infringement or other violations of intellectual property rights. We may be subject to intellectual property rights claims in the future and our technologies may not be able to withstand any third-party claims or rights against their use. Any intellectual property claims, with or without merit, could be time consuming, expensive to litigate or settle and could divert management resources and attention. An adverse determination also could prevent us from offering our products and services to others and may require that we procure substitute products or services for these members.

With respect to any intellectual property rights claim, we may have to pay damages or stop using technology found to be in violation of a third party's rights. We may have to seek a license for the technology, which may not be available on reasonable terms and may significantly increase our operating expenses. The technology also may not be available for license to us at all. As a result, we may also be required to develop alternative non-infringing technology, which could require significant effort and expense. If we cannot license or develop technology for the infringing aspects of our business, we may be forced to limit our product and service offerings and may be unable to compete effectively. Any of these results could harm our brand and prevent us from generating sufficient revenue or achieving profitability.

Cybersecurity Risks

Our operations involve the storage and transmission of customer data, including personally identifiable information, and security incidents could result in unauthorized access to, the loss of, or unauthorized disclosure of such information. To mitigate cybersecurity risks, we have built a very senior technical team headed by our CTO which has designed and maintains our technology platform from a security perspective. Additionally, our production payment systems are currently hosted in Amazon's secure online hosting facilities, which are generally highly regarded for security in the technology industry are used by many large well known technology companies. We do not currently have cybersecurity insurance.

Although we have advanced security systems in place and what we deem sufficient security around our system to prevent unauthorized access, we must ensure that we continually enhance security and fraud protection within our website and merchant platform, and if we are unable to do so we may become subject to liability for privacy breaches or consequences that result from any unanticipated incident. As a result of advances in computer capabilities, new discoveries in the field of cryptography or other developments, a compromise or breach of our security precautions may occur. The techniques used to obtain unauthorized, improper or illegal access to our systems, our data or our customers' data and to sabotage our system are constantly evolving and may be difficult to detect quickly. An information breach in our system and loss of confidential information such as credit card 27 numbers and related information, or interruption in the operation of our apps, could have a longer and more significant impact on our business operations than a hardware failure. A compromise in our security system could severely harm our business by the loss of our customers' confidence in us and thus the loss of their business. We may be required to spend significant funds and other resources to protect against the threat of security breaches or to alleviate problems caused by these breaches. However, protection may not be available at a reasonable price, or at all. Any failure to adequately comply with necessary protective measures could result in fees, penalties and/or litigation. Concerns regarding the security of e-commerce and the privacy of users may also inhibit the growth of the Internet as a means of conducting commercial transactions. This may result in a reduction in revenues and increase our operating expenses, which would prevent us from achieving profitability.

Risks Relating to Adoption of Digital Currencies.

It is possible that digital currencies may become less popular among the public. They may also be subject to volatility and fluctuations in price, driving away customer demand to use digital currencies, or trade in digital currencies. Any of these events may have a material adverse effect on our business, financial condition and results of operations. Digital currencies and technology in respect of distributed ledger, also known as blockchain technology, is relatively new. Because the technology is in its infancy and its applications are new, there is a certain level of general uncertainly with respect to the technology and its applications. In addition, because the technology is new, it is not widely understood, including among government regulatory agencies. The industry is changing rapidly and as a result of these factors, there may be events, developments or changes in the industry or in the law that are unforeseen that could affect our future market position and performance or our ability to operate.

Regulatory changes or actions may alter the nature of an investment in the Company or restrict the use of cryptocurrencies in a manner that adversely affects the Company's operations.

As cryptocurrencies have grown in both popularity and market size, governments around the world have reacted differently to cryptocurrencies with certain governments deeming them illegal while others have allowed their use and trade. On-going and future regulatory actions may alter, perhaps to a materially adverse extent, the ability of the Company to continue to operate. The effect of any future regulatory change on the Company or any cryptocurrency that the Company may mine is impossible to predict, but such change could be substantial and adverse to the Company. Governments may in the future curtail or outlaw the acquisition, use or redemption of cryptocurrencies. Ownership of, holding or trading in cryptocurrencies may then be considered illegal and subject to sanction. Governments may also take regulatory action that may increase the cost and/or subject cryptocurrency companies to additional regulation. Governments may in the future take regulatory actions that prohibit or severely restrict the right to acquire, own, hold, sell, use or trade cryptocurrencies or to exchange cryptocurrencies for fiat currency, which may adversely affect the Company's shareholders. The Company's operation, strategies, and profitability may be adversely affected by competition from other methods of investing in or utilizing cryptocurrencies. The Company competes with other users and/or companies that are mining or developing cryptocurrencies and other potential financial vehicles, possibly including securities backed by or linked to cryptocurrencies through entities similar to the Company. Market and financial conditions, and other conditions beyond the Company's control, may make it more attractive to invest in other financial vehicles, or to invest in cryptocurrencies directly which could limit the market for the Company's shares and reduce their liquidity.

Banks may not provide banking services, or may cut off banking services, to businesses that provide cryptocurrency-related services or that accept cryptocurrencies as payment.

A number of companies that provide cryptocurrency and/or other cryptocurrency-related services have been unable to find banks that are willing to provide them with bank accounts and banking services. Similarly, a number of such companies have had their existing bank accounts closed by their banks. Banks may refuse to provide bank accounts and other banking services to cryptocurrency and/or other cryptocurrency-related companies or companies that 28 accept cryptocurrencies for a number of reasons, such as perceived compliance risks or costs. The difficulty that many businesses that provide cryptocurrency and/or other cryptocurrency-related services have and may continue to have in finding banks willing to provide them with bank accounts and other banking services may be currently decreasing the usefulness of cryptocurrencies as a payment system and harming public perception of cryptocurrencies or could decrease its usefulness and harm its public perception in the future. Similarly, the usefulness of cryptocurrencies as a payment system and the public perception of cryptocurrencies could be damaged if banks were to close the accounts of many or of a few key businesses providing cryptocurrency and/or other cryptocurrency-related services.

The further development and acceptance of the cryptographic and algorithmic protocols governing the issuance of and transactions in cryptocurrencies is subject to a variety of factors that are difficult to evaluate.

The use of cryptocurrencies to, among other things, buy and sell goods and services and complete other transactions, is part of a new and rapidly evolving industry that employs digital assets based upon a computer-generated mathematical and/or cryptographic protocol. The growth of this industry in general, and the use of cryptocurrencies in particular, is subject to a high degree of uncertainty, and the slowing or stopping of the development or acceptance of developing protocols may adversely affect the Company's operations. The factors affecting the further development of the industry, include, but are not limited to:

- Continued worldwide growth in the adoption and use of cryptocurrencies;
- Governmental and quasi-governmental regulation of cryptocurrencies and their use, or restrictions on or regulation of access to and operation of the network or similar cryptocurrency systems;
- Changes in consumer demographics and public tastes and preferences;
- The maintenance and development of the open-source software protocol of the network;
- The availability and popularity of other forms or methods of buying and selling goods and services, including new means of using fiat currencies;
- General economic conditions and the regulatory environment relating to digital assets; and
- Negative consumer sentiment and perception of cryptocurrencies.

Incorrect or fraudulent coin transactions may be irreversible

Cryptocurrency transactions are irrevocable and stolen or incorrectly transferred tokens may be irretrievable. Coin transactions are not, from an administrative perspective, reversible without the consent and active participation of the recipient of the transaction. In theory, cryptocurrency transactions may be reversible with the control or consent of a majority of processing power on the network. Once a transaction has been verified and recorded in a block that is added to the Blockchain, an incorrect transfer of a coin or a theft of coin generally will not be reversible and the Company may not be capable of seeking compensation for any such transfer or theft. Although the Company's transfers of tokens will regularly be made by experienced members of the management team, it is possible that, through computer or human error, or through theft or criminal action, the Company's tokens could be transferred in incorrect amounts or to unauthorized third parties, or to uncontrolled accounts.

Risks Related to Our Common Shares

Market Risk for Securities

The market price of the Shares following listing may be highly volatile, and could be subject to wide fluctuations in response to various factors, some of which are beyond our control and may not be related to our operating performance.

Fluctuations in the price of the Shares could cause investors to lose all or part of their investment because they may not be able to sell their Shares at or above the price they paid. Factors that could cause fluctuations in the market price of the Shares include the following:

- price and volume fluctuations in the overall stock market from time to time;
- volatility in the market prices and trading volumes of technology stocks;
- changes in operating performance and stock market valuations of other technology companies generally or those in our industry in particular;
- sales of Shares by our shareholders;
- any changes in the financial projections that we may provide to the public, or our failure to meet those projections;
- announcements by us or our competitors of new products or services;
- the public's reaction to our press releases, other public announcements and filings with the securities commissions;
- rumors and market speculation involving us or other companies in our industry;
- actual or anticipated changes in our operating results or fluctuations in our operating results;
- actual or anticipated developments in our business, our competitors' businesses or the competitive landscape generally;
- litigation involving us, our industry or both, or investigations by regulators into our operations or those of our competitors;
- developments or disputes concerning our intellectual property or other proprietary rights;
- announced or completed acquisitions of businesses or technologies by us or our competitors;
- new laws or regulations or new interpretations of existing laws or regulations applicable to our business;
- changes in accounting standards, policies, guidelines, interpretations or principles;
- any significant change in our management; and
- general economic conditions and slow or negative growth of our markets.

In addition, in the past, following periods of volatility in the overall market and the market price of a particular company's securities, securities class action litigation has often been instituted against these companies. This litigation, if instituted against us, could result in substantial costs and a diversion of management's attention and resources.

Speculative Nature of Investment Risk

An investment in our common shares carries a high degree of risk and should be considered as a speculative investment by purchasers. We have no history of earnings, limited cash reserves, a limited operating history, have not paid dividends, and are unlikely to pay dividends in the immediate or near future. We are in the development and planning phases of business and have not started commercialization of products and services. Operations are not yet sufficiently established such that we can mitigate the risks associated with planned activities.

Liquidity and Future Financing Risk

We are in the development stage and have not generated a significant amount of revenue. We will likely operate at a loss until business becomes established and we may require additional financing in order to fund future operations and expansion plans, including developing new products, enhancing existing products, enhancing our operating infrastructure and acquiring complementary businesses and technologies. Our ability to secure any required financing to sustain operations will depend in part upon prevailing capital market conditions, as well as business success. There can be no assurance that we will be successful in our efforts to secure any additional financing or additional financing on terms satisfactory to management. If additional financing is raised by issuing common shares in authorized capital, control may change and shareholders may suffer additional dilution.

In particular, we may be required to pay the up-front amount of any transactions through the Glance Pay App before we have received the corresponding payments from the relevant payment card companies, such as Visa, MasterCard and American Express. In order to cover up-front payments from transactions through the Glance Pay App, we risk running out of sufficient cash to process transactions. If adequate funds are not available, or are not available on acceptable terms, we may be required to scale back the business plan or cease operating.

History of Operating Losses

We have a history of operating losses and may not achieve or sustain profitability. We cannot guarantee investors that we will become profitable, and even if we achieve profitability, given the competitive and evolving nature of the industry in which we operate, we may not be unable to sustain or increase profitability and our failure to do so could adversely affect our business, including our ability to raise additional funds.

Going-Concern Risk

Our financial statements have been prepared on a going concern basis under which an entity is considered to be able to realize our assets and satisfy our liabilities in the ordinary course of business. Our future operations are dependent upon the identification and successful completion of equity or debt financing and the achievement of profitable operations at an indeterminate time in the future. There can be no assurances that we will be successful in completing equity or debt financing or in achieving profitability. The financial statements do not give effect to any adjustments relating to the carrying values and classification of assets and liabilities that would be necessary should we be unable to continue as a going concern.

Global Economy Risk

The ongoing economic slowdown and downturn of global capital markets has generally made the raising of capital by equity or debt financing more difficult. We will be dependent upon the capital markets to raise additional financing in the future while establishing a user base. Access to financing has been negatively impacted by the ongoing global economic downturn. As such, we are subject to liquidity risks in meeting development and future operating cost requirements in instances where cash positions are unable to be maintained or appropriate financing is unavailable. These factors may impact our ability to raise equity or obtain loans and other credit facilities in the future and on terms favourable to us and our management. If uncertain market conditions persist, the ability to raise capital could be jeopardized and thus have an adverse impact on operations and on the trading price of our Shares on the CSE.

Dividend Risk

We have not paid dividends in the past and do not anticipate paying dividends in the near future. We expect to retain earnings to finance further growth and, when appropriate, retire debt.

Trends, Risks and Uncertainties

We have sought to identify what we believe to be the most significant risks to our business, but we cannot predict whether, or to what extent, any of such risks may be realized nor can we guarantee that we have identified all possible risks that might arise. Investors should carefully consider all of such risk factors before making an investment decision with respect to our common shares.

DIVIDENDS AND DISTRIBUTIONS

We have never declared or paid any cash dividends or distributions on Shares. We intend to retain future earnings, if any, to finance the operation and expansion of our business and do not anticipate paying any cash dividends or distributions in the foreseeable future. Any future determination related to dividend policy will be made at the discretion of the Board after considering our financial condition, results of operations, capital requirements, business prospects and other factors the Board deems relevant, and subject to the restrictions contained in our current or future financing instruments.

There are no restrictions in our articles or pursuant to any agreement or understanding to which we are a party that could prevent us from paying dividends or distributions

DESCRIPTION OF CAPITAL STRUCTURE

As of the date of this AIF, our authorized capital structure consists of one class of shares: common shares.

Common Shares

We are authorized to issue an unlimited number of Shares without par value, of which 127,358,895 were issued and outstanding as fully paid and non-assessable as at November 30, 2017, and 135,885,692 are issued and outstanding as fully paid and non-assessable as at May 31, 2018. The Shares are not subject to any further call or assessment, do not have any pre-emptive, conversion or redemption rights, and all have equal voting rights. There are no special rights or restrictions of any nature attached to any of the Shares, all of which rank equally as to benefits that may accrue to the holders of the Shares. All holders of Shares are entitled to receive a notice of any meeting of the shareholders of Glance. Voting rights may be exercised in person or by proxy. Holders of Shares are entitled to receive such dividends in any financial year as the Board may declare. In the event of our liquidation, dissolution or winding-up, whether voluntary or involuntary, the holders of the Shares are entitled to receive, ratably in proportion to their ownership interest, the remaining assets of our business.

The Board is authorized to issue additional Shares on such terms and conditions and for such consideration as the Board may deem appropriate without further security holder action.

MARKET FOR SECURITIES

Trading Price and Volume

The Shares commenced trading on the CSE under the symbol "GET" on September 7, 2016. The following table sets forth the price ranges and volume of the Shares as reported by the CSE for the year ended November 30, 2017:

Month	High ($)	Low ($)	Volume
December, 2016	0.24	0.185	866,579
January, 2017	0.31	0.21	1,320,629
February, 2017	0.29	0.21	1,038,685
March, 2017	0.27	0.175	3,593,381
April, 2017	0.21	0.165	4,569,066
May, 2017	0.18	0.14	4,554,912
June, 2017	0.185	0.145	4,282,318
July, 2017	0.18	0.14	3,437,743
August, 2017	0.43	0.16	38,739,472
September, 2017	0.15	0.23	44,580,686
October, 2017	1.19	0.465	68,328,105
November, 2017	3.84	1.01	72,274,136

PRIOR SALES

The following tables summarize the issuances of securities convertible into or exercisable for Shares by the Company since the commencement of the financial year ended November 30, 2017:

Warrants

Date of Issuance	Number of Warrants	Exercise Price ($)	Expiry Date
April 27, 2017	512,141	$0.25	April 27, 2019
April 28, 2017	5,000	$0.25	April 28, 2019
August 30, 2017	10,000	$0.30	August 30, 2019
September 6, 2017	125,000	$0.30	September 6, 2019
September 7, 2017	1,500	$0.30	September 7, 2019
September 13, 2017	27,000	$0.30	September 13, 2019
September 14, 2017	100,000	$0.30	September 14, 2019
September 22, 2017	505,832	$0.30	September 22, 2019
September 25, 2017	489,527	$0.30	September 25, 2019
September 27, 2017	2,000,000	$0.75	September 27, 2018
September 28, 2017	117,527	$0.30	September 28, 2019
September 29, 2017	139,166	$0.30	September 29, 2019
October 19, 2017	7,630,000	$0.75	October 19, 2017
November 1, 2017	220,000	$0.75	November 1, 2018
November 29, 2017	5,843	$0.30	November 29, 2019

Agent Compensation Warrants

Date of Issuance	Number of Warrants	Exercise Price ($)	Expiry Date
October 19, 2017	316,431	$0.40	October 19, 2017

Options

Date of Issuance	Number of Options	Exercise Price ($)	Expiry Date
March 9, 2017	300,000	0.25	March 9, 2022
April 18, 2017	100,000	$0.20	April 18, 2022
May 4, 2017	100,000	$0.18	May 4, 2022
September 15, 2017	641,250	$0.295	September 15, 2022
September 22, 2017	700,000	$0.425	September 22, 2022
October 2, 2017	50,000	$0.465	October 2, 2022
October 17, 2017	711,750	$0.72	October 17, 2022
October 27, 2017	187,500	$0.85	October 27, 2022
November 3, 2017	100,000	$1.14	November 3, 2022
November 15, 2017	60,000	$1.37	November 15, 2022
November 22, 2017	500,000	$2.60	November 22, 2022

ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER

Principals Escrowed Securities

We are classified as an "emerging issuer", as defined under NP 46-201 – *Escrow for Initial Public Offerings*, as of the date of this AIF. Desmond Griffin and Penny Green fall within the definition of "principal" of an emerging issuer under NP 46-201 and each of them has entered into an escrow agreement with the Company and the Transfer Agent on June 1, 2016 substantially in the form attached as an Appendix to NP 46-201 (Form 46-201F1) (the "**Principals Escrow Agreement**"). Pursuant to the terms of the Principals Escrow Agreement, each of Desmond Griffin and Penny Green has agreed that until September 7, 2020, they will not transfer or otherwise dispose of their Shares unless in accordance with the terms of the Principals Escrow Agreement, except that the following automatic timed releases will apply to such Shares:

Date of Automatic Timed Release	Amount of Escrowed Securities Released
On the Listing Date	2% of the escrowed securities
6 months after the Listing Date	2% of the escrowed securities
12 months after the Listing Date	8% of the escrowed securities
18 months after the Listing Date	10% of the escrowed securities

Date of Automatic Timed Release	Amount of Escrowed Securities Released
24 months after the Listing Date	15% of the escrowed securities
30 months after the Listing Date	15% of the escrowed securities
36 months after the Listing Date	15% of the escrowed securities
42 months after the Listing Date	15% of the escrowed securities
48 months after the Listing Date	18% of the escrowed securities

The following table sets out information on the number of Shares subject to the terms of the Principals Escrow Agreement as of November 30, 2017:

Designation of Class	Number of Securities Held in Escrow	Percentage of Class
Common	28,250,047	22.18%(1)

Note:

(1) Based on 127,358,895 Shares issued and outstanding as at November 30, 2017.

Non-Principals Escrowed Securities

We have also entered into escrow agreements with the Transfer Agent and various non-principal holders of our Shares (the "**Non-Principals Escrow Agreements**"), with a number of restricted shares as of November 30, 2017 as follows:

Designation of Class	Number of Restricted Shares	Percentage of Class
Common	8,115,953	6.37%(1)

Note:

(1) Based on 127,358,895 Shares issued and outstanding as at November 30, 2017.

Pursuant to the terms of the Non-Principals Escrow Agreements, each of the shareholders has agreed that until September 7, 2019, they will not transfer or otherwise dispose of their Shares unless in accordance with the terms of the Non-Principals Escrow Agreements, except that the following automatic timed releases will apply to such Shares:

Date of Automatic Timed Release	Amount of Escrowed Securities Released
On the Listing Date	2% of the escrowed securities
6 months after the Listing Date	2% of the escrowed securities
12 months after the Listing Date	8% of the escrowed securities
18 months after the Listing Date	22% of the escrowed securities
24 months after the Listing Date	22% of the escrowed securities

30 months after the Listing Date	22% of the escrowed securities
36 months after the Listing Date	22% of the escrowed securities

Assuming there are no changes to the escrowed securities initially deposited and no additional escrowed securities are deposited, the automatic timed release escrow will result in a 2% release on the Listing Date, 2% release 6 months after the Listing Date, 8% release 12 months after the Listing Date, and 22% of the escrowed securities being released on each of 18, 24, 30 and 36 months after the Listing Date.

The complete text of the Principals Escrow Agreement and the Non-Principals Escrow Agreements is available for inspection during regular business hours at the office located at Suite 400, 200 Granville Street, Vancouver, BC V6C 1S4.

DIRECTORS AND OFFICERS

Name, Occupation and Security Holdings

The following table sets out the name, province or state and country of residence, position and offices held with our company, date appointed, number and percentage of our voting securities that each of our directors and executive officers beneficially owns, directly or indirectly, or exercises control over, as of the date of this AIF, and their respective occupations during the past five years. In the table below only, incentive stock options are referred to as "**options**".

Name, Province/State and Country of Residence	Position/Office and Date Appointed	Number and Percentage of Securities Held and Direct or Indirect Ownership (1)	Principal Occupations Held for Previous Five Years
Desmond Griffin British Columbia, Canada	Director October 29, 2015 CEO November 1, 2015	14,670,832 Shares 10.8% (9.1% diluted)	Currently: Chief Executive Officer and Director of Glance. Formerly: independent consultant and advisor for start-up tech companies.
Penny Green (2) British Columbia Canada	Director October 24, 2014	10,332,063 Shares + 4,848,000 indirect / 776,745 warrants 11.1% (9.9% diluted)	Currently: Director of Glance and The Yield Growth Corp. a cannabis payments solutions company. Formerly: President and Chief Operating Officer of Glance and Director and Officer of Highbury Energy Inc. and CEO of Bacchus Law Corporation.
Kirk Herrington(2) (3) British Columbia, Canada	Director October 29, 2015	25,000 Shares / 212,500 options <1% (<1% diluted)	Currently: Officer at Connect2Classes, a software technology company and Chairman of Glance. Formerly: Vice President of Research and Development at iPipeline; self-employed consultant.

Name, Province/State and Country of Residence	Position/Office and Date Appointed	Number and Percentage of Securities Held and Direct or Indirect Ownership (1)	Principal Occupations Held for Previous Five Years
James Topham(2) (3) British Columbia Canada	Director May 12, 2016	Nil Shares / 300,000 options <1% (<1% diluted)	Currently: Director of Norsat International Inc.(TSX:NII), a satellite imaging company; Director of UrtheCast Inc. (TSX:UR), a technology company; Director of LED Medical Diagnostics Inc. (TSX-V:LMD), a dental imaging technology company; and Novoheart Limited (TSX-V:NVH), a biotechnology company. Formerly: Chair of the Board and Audit Committee of Epic Fusion Corp.; Director and Audit Committee Chair of DDS Wireless International; Director of 3 Tier Logic Inc.
Larry Timlick(2) (3) British Columbia, Canada	Director April 18, 2017	81,828 Shares / 200,000 options/ 267,500 Warrants <1% (<1% diluted)	Currently: President of Triplet Management; Board Member of CounterPath Corporation (NASDAQ:PAH), a software company; Para Resources Inc. (TSXV:PBR), a mining company and Legion Metals Corp. (CSE:LEGN), a mining company. Formerly: VP of Western Canada and Director of Networking Sales for Avaya Inc.; Regional Sales Leader, Western Canada for Arista Networks, Inc. (NYSE:ANET); Board member of Sora Capital Corp. and Elevation Capital Corp.
Laura Gallagher British Columbia, Canada	Chief Financial Officer November 16, 2016	Nil Shares / 175,000 options <1% (<1% diluted)	Currently: Chief Financial Officer of Glance Formerly: Accountant at Bacchus Law Corporation and Auditor at KPMG;
Angela Griffin British Columbia, Canada	Chief Technology Officer September 6, 2016	380,000 Shares / 100,000 options <1% (<1% diluted)	Currently: Chief Technology Officer of Glance Formerly: Self-employed consultant as President of Zoink Technologies Inc. ("Zoink")
Paola Ashton British Columbia, Canada	Vice President of Business and Client Development October 17, 2016	Nil Shares / 135,000 options <1% (<1% diluted)	Currently: Vice President of Business and Client Development at Glance Formerly: Vice President of Sales at Agency Media; Vice President of Sales at Blink Media Works; Director of Sales & Marketing at Pier Side Marketing & Management Inc.;
Keith (Zeke) Kerr British Columbia, Canada	Vice President of Restaurant Relations and Implementation October 5, 2016	131,945 Shares/ 625,000 options <1% (<1% diluted)	Currently: Vice President of Restaurant Relations and Implementation at Glance Formerly: Operations Director at the Keg Steakhouse + Bar;
Total Shares held by or over which dispositive control is exercised by our directors and officers as a group		**30,469,668 Shares / 1,747,500 options 1,044,245 warrants 22.4% (20.6% diluted)**	

Notes:

(1) *Based on 135,885,692 Shares issued and outstanding as of the date of this AIF and 160,970,890 Shares on a fully-diluted basis, assuming the exercise of all outstanding warrants, agent's options and incentive stock options.*

(2) *Member of the audit committee.*

(3) *Member of the compensation committee.*

Term of Office

The term of office of our directors expires at the time of our annual meeting of shareholders. The term of office of our executive officers expires at the discretion of our Board.

Share Ownership

As a group, our directors and executive officers beneficially own, directly or indirectly, or exercise control or direction over an aggregate of 30,469,668 Shares as of the date of this AIF representing approximately 22.4% of the 135,885,692 issued and outstanding Shares and 20.6% of the fully-diluted 160,970,890 Shares (including all convertible securities held by our directors and executive officers). The statement as to the number of Shares beneficially owned, directly or indirectly, or over which control or direction is exercised by our directors and executive officers as a group is based upon information furnished by our directors and executive officers.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

To our knowledge, none of our directors or executive officers is at the date of this AIF, or was within the past 10 years before the date of this AIF, a director, chief executive officer or chief financial officer of any company, that:

(a) was subject to an order that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer; or

(b) was subject to an order that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer and chief financial officer.

None of our directors, executive officers or shareholders holding a sufficient number of our securities to materially affect the control of our company is, or has been within the past 10 years:

(a) 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; or

(b) become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder.

None of our directors, executive officers or shareholders holding a sufficient number of our securities to materially affect the control of our company 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 investor in making an investment decision.

Conflicts of Interest

Other than as disclosed in this AIF, there are no conflicts of interest between the Company or a subsidiary of the Company and any director or officer of the Company or of a subsidiary of the Company.

PROMOTERS

Desmond Griffin and Penny Green were, within the last two years, considered to be our "promoters", as that term is defined in the *Securities Act* (British Columbia), having taken initiative in our organization. Each of Mr. Griffin and Ms. Green received compensation from us, as described below. Neither of the promoters has received anything of value from us except as set forth below and elsewhere in this AIF.

Desmond Griffin owns, directly, 14,670,832 Shares which represents 10.8% of our issued and outstanding Shares at the date of this AIF. On November 1, 2015, as amended and restated, Mr. Griffin entered into a management agreement with us regarding his position as our CEO. As compensation for his services, Mr. Griffin was paid a fee of $5,000 per month until March 14, 2016, and on March 15, 2016 he began to receive a fee of $15,000 per month, $10,000 of which was payable in cash and $5,000 of which was payable in Shares each month at their market value on the date of issuance less the maximum discount allowed by the CSE. On March 1, 2017, Mr. Griffin's salary was reduced to $10,000 cash per month. On January 5, 2015, Glance Pay entered into an asset purchase agreement with Mr. Griffin and Penny Green whereby Glance Pay acquired various intellectual property from Mr. Griffin and Penny Green in consideration for 27,000,000 common shares of Glance Pay at a deemed price of $0.02 per common share.

We entered into a consulting agreement with Zoink dated January 6, 2015, as amended and restated, for a management fee of $8,000 per month from January 2015 to November 30, 2015, $15,000 per month from December 1, 2015 to January 31, 2016, and $10,000 per month from February 1, 2016 and each month of services thereafter. Total compensation incurred by us to Zoink during the financial year ended November 30, 2016 was $30,000. Prior to January 21, 2016, 50% of Zoink was owned by Desmond Griffin, and 50% was owned by his spouse. Subsequent to January 21, 2016, Zoink is 100% owned by Desmond Griffin's spouse. Our agreement with Zoink was terminated on September 5, 2016**.**

Penny Green owns, directly and indirectly, 15,180,063 Shares, which represents 11.12% of our issued and outstanding Shares at the date of this AIF. Ms. Green holds 10,332,063 Shares directly, 4,848,000 Shares through a company that she controls. On February 1, 2015, as amended and restated, Ms. Green entered into a management agreement with us regarding her position with us. During the year ended November 30, 2017 and 2016 the Company incurred management fees of $85,000 to Ms. Green. This agreement was terminated subsequent to the November 30, 2017 year end.

On November 1, 2014 we entered into a services agreement with Delmont Holdings Ltd. ("Delmont"), a company controlled by Penny Green, to provide certain administrative, accounting and business development services. On March 15, 2016, we entered into an amended and restated services agreement with Delmont for office, administrative, accounting and business development services for compensation of $12,500 per month, payable in Shares each month at their market value on the date of issuance less the maximum discount allowed by the CSE. On September 1, 2016, the Company agreed to begin paying Delmont $10,000 of its monthly fee in cash and the remainder in Shares at their market value on the date of issuance. Our agreement with Delmont was terminated on February 28, 2017.

On November 15, 2014, Glance Pay entered into an asset purchase agreement with Ms. Green whereby Glance Pay acquired the intellectual property to ten mobile apps from Ms. Green for consideration of 2,980,000 common shares of Glance Pay at a deemed price of $0.005 per common share. On January 5, 2015, Glance Pay entered into an asset purchase agreement with Desmond Griffin and Penny Green whereby Glance Pay acquired various intellectual property from Desmond Griffin and Penny Green in consideration for 27,000,000 common shares of Glance Pay at a deemed price of $0.02 per common share.

See "Directors and Officers" and "Interests of Management and Others in Material Transactions" for additional disclosure concerning our promoters.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

Legal Proceedings

Management is not aware of any existing or contemplated legal proceedings material to Glance to which it is a party or to which its property is the subject.

On April 11, 2016, Buyatab Online Inc. filed an action against Glance and Glance's CEO, Desmond Griffin, in the British Columbia Supreme Court whereby Buyatab Online Inc. claimed ownership of the Glance Pay App and alleged that Glance had been enriched through a corporate opportunity that belonged to Buyatab Online Inc. The allegations included breach of contract, breach of confidence and breach of duty. On April 19, 2016, the parties entered into a settlement agreement whereby they agreed to dismiss the claim without costs to any party, and on April 27, 2016 a consent dismissal order was filed in the British Columbia Supreme Court.

Regulatory Actions

We have not:

(a) had any penalties or sanctions imposed against us by a court relating to securities legislation or by a securities regulatory authority during our most recently completed financial year;

(b) had any other penalties or sanctions imposed against us by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision; or

(c) entered into any settlement agreements with a court relating to securities legislation or with a securities regulatory authority during our most recently completed financial year.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Transaction	Relationship	Amount incurred payable / paid in cash $	Amount incurred payable / paid in stock	# Shares issued for conversion of debt	Options
Office expenses (rent, marketing & accounting) paid to Delmont (1)	Company controlled by the former President and Chief Operating Officer	40,000	17,500	111,750 (2)	-
Marketing fees paid to ROMD Marketing (3)	Company whereby the former Chief Marketing Officer is a principal	49,346	40,008	254,458 (4)	-
Marketing fees paid to PNL Enterprise Ltd. (3)	Company controlled by the former Chief Marketing Officer	24,673	20,004	127,229 (4)	-
License & design fees from Yield	Company in which Glance has a 31.8% ownership at November 30, 2017	402,000	612,500 (5)	-	-
License & Design fees from Active Pay	Company in which Glance has a 5.2% ownership at November 30, 2017	-	100,000 (6)	-	-

Transaction	Relationship	Amount incurred payable / paid in cash $	Amount incurred payable / paid in stock	# Shares issued for conversion of debt	Options
License & Design fees from Euro Asia Pay	Company in which Glance has 27.8% ownership at November 30, 2017	-	595,000 (7)	-	-
Product development & management fees	Chief Executive Officer	120,000	15,000	-	-
Sales and marketing expenses (8)	Former President and Chief Operating Officer	85,000	10,000	(9)	-
Salary	Vice President of Business & Client Development	103,846	-	-	180,000
Marketing fees (10)	Vice President of Restaurant Relations	10,500	31,500	193,056 (4)	-
Consulting expenses	Vice President of Investor Relations	117,443	-	-	325,000
Salary	Chief Technology Officer	120,000	-	-	-
Salary	Chief Financial Officer	86,173	-	-	150,000
Marketing fees and sales commission (3)	Former Chief Marketing Officer	12,337	10,002	71,762 (4)	-
Options	Independent Board Member	-	-	-	350,000
Options	Independent Board Member	-	-	-	200,000
Options	Independent Board Member	-	-	-	150,000

Notes:

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

TRANSFER AGENTS AND REGISTRARS

The transfer agent and registrar for the Shares is Computershare Investor Services Inc. of Canada at its offices located in Vancouver, British Columbia.

MATERIAL CONTRACTS

Our material contracts, excluding those made in the ordinary course of business, entered into since December 1, 2016 or entered into prior to that date but still in effect, are as follows:

Name of Contract	Parties	Date	Nature of Contract and Consideration
Management Agreement	Glance and Penny Green	February 1, 2015 as amended and restated	Sets out the terms pursuant to which Ms. Green shall receive compensation from us for her director and officer services, which, beginning on March 15, 2016 is $10,000 per month payable in Shares each month at their market value on the date of issuance less the maximum discount allowed by the CSE. This Agreement was terminated on February 20, 2018.
Director Agreement	Glance and Kirk Herrington	October 29, 2015 as amended on January 15, 2016	Sets out the terms pursuant to which Mr. Herrington provides certain services to us in exchange for 150,000 stock options with an exercise price of $0.10 per share. The options shall expire 5 years from the date of grant, or earlier in accordance with the Stock Option Plan. The stock options are subject to a vesting schedule whereby 30% of options vest after 6 months from the date of grant and 30% vest after 12 months of the dated of the grant and the remainder vest 24 months after the date of the grant. Once vested, each stock option may be exercised to purchase one Share for $0.10 per Share.
Marketing Manager Agreement	Glance and Christina Rao	February 11, 2016	Sets out the terms pursuant to which our marketing manager will assist us with certain services related to marketing and sales for compensation of $3,000 per month plus commission, when applicable. An additional incentive, we granted 25,000 stock options. The options shall expire 5 years from the date of grant, or earlier in accordance with the Stock Option Plan. The stock options are subject to a vesting schedule whereby 30% of options vest immediately on the date of grant, 30% vest after 6 months from the date of grant, and the remainder vest 12 months after the date of the grant. Once vested, each stock option may be exercised to purchase one Share for $0.15 per Share. This Agreement terminated on March 22, 2018.
Management Agreement	Glance and Peter Haggarty	April 15, 2016	Sets out the terms pursuant to which Mr. Haggarty will act as Chief Marketing Officer for us, in exchange for compensation of $2,500 per month, 1,667 of which is payable in Shares each month at their market value on the date of issuance less the maximum discount allowed by the CSE and $833 of which is payable in cash, and 800,000 incentive stock options. The stock options are subject to a vesting schedule whereby 400,000 vested on the date of grant, and the remainder vest upon reaching certain performance milestones. Once vested, each stock option may be exercised to purchase one Share for $0.15 per Share. This agreement terminated on May 29, 2017.
Services Agreement	Glance and ROMD Marketing and Design Inc.	April 15, 2016	Sets out the terms pursuant to which ROMD Marketing and Design Inc. will provide marketing and design services to us in exchange for compensation of

Name of Contract	Parties	Date	Nature of Contract and Consideration
			$10,000 per month, $6,667 of which is payable in Shares each month at their market value on the date of issuance less the maximum discount allowed by the CSE, and $3,333 of which is payable in cash. This Agreement was terminated Aug 29, 2017.
Director Agreement	Glance and James Topham	May 12, 2016	Sets out the terms pursuant to which Mr. Topham will act as a director for us in exchange for 250,000 incentive stock options. The options shall expire 5 years from the date of grant, or earlier in accordance with the Stock Option Plan. The stock options are subject to a vesting schedule whereby 30% vested on the date of grant, 30% vest 6 months after the date of grant and the remainder vest 12 months after the date of grant. Once vested, each stock option may be exercised to purchase one Share for $0.15 per Share.
Escrow Agreements	Glance and shareholders of Glance (see "*Escrowed Securities and Securities Subject to Contractual Restriction on Transfer)*	May 12, 2016, May 13, 2016, May 27, 2016, May 31, 2016, June 1, 2016 and July 22, 2016	Set out the terms pursuant to which Shares held by certain of our shareholders are held in escrow, including the release Schedule.
Executive Consulting Agreement	Glance and Keith Kerr	October 5, 2016	Sets out the terms pursuant to which Mr. Kerr will act as Vice President of Restaurant Relations and Implementation for us, in exchange for compensation of $3,500 per month, payable in Shares at a value per share to be calculated each month at their market value on the date of issuance less the maximum discount allowed by the CSE, and 400,000 incentive stock options. The stock options are subject to a vesting schedule whereby 20% vest every 6 months beginning on the date of grant. Once vested, each stock option may be exercised to purchase one Share for $0.28 per Share.
Agency Agreement	Glance and Echelon Wealth Partners Inc.	November 28, 2016 and completed on January 25, 2017	Sets out the terms pursuant to which Echelon Wealth Partners Inc. acted as our agent for a brokered private placement for cash consideration of 10% of the total funds raised under the private placement, and Agent's Options entitling the holder to acquire 10% of the number of units sold under the private placement.
Soliciting Dealer Agreement (With Stand-By Guarantee)	Glance and Mackie Research Capital Corporation ("MRCC")	March 16, 2017	Sets out the terms pursuant to which Mackie will act as the soliciting dealer to solicit the exercise of rights of Glance with a stand-by guarantee of $1,000,000, for consideration of 10% of the gross funds raised in cash, and soliciting dealer's options to acquire that number of units as is equal to 25% of the units distributed for proceeds of up to $1,000,000, and 10% for proceeds thereafter.

Name of Contract	Parties	Date	Nature of Contract and Consideration
Warrant Indenture	Glance and Computershare Trust Company of Canada	April 27, 2017	Sets out the terms pursuant to which Computershare Trust Company of Canada, in exchange for scheduled fees, will act as the Warrant Agent for the transferable warrants issued by Glance to subscribers of its rights offering which closed on April 27, 2017.
License Agreement	Glance Pay and Yield	May 29, 2017 as amended May 31, 2017	Sets out the terms to which Glance Pay agreed to license its mobile payment technology to Yield for fee of $2,500 per day for an initial term for an aggregate fee of $912,500 plus $100,000 for initial design services payable in cash and shares of Yield. In addition, under the terms of the license agreement Glance purchased 8,000,000 common shares of Yield at a price of $0.05 per share.
License Agreement	Glance Pay and Active Pay	August 25, 2017	Sets out the terms to which Glance Pay agreed to license its mobile payment technology to Active Pay for a fee of $800,000 payable in 3,200,000 common shares of Active Pay at a deemed price of $0.25 per share. Additional royalties are payable by Active Pay to Glance Pay equal to 10% of all revenues derived from the gross revenue that Active Pay collects from merchants through the Active Pay app. As the Active Pay app is not live yet, no royalties have been paid from Active Pay to Glance Pay. In addition, Active Pay will issue an additional 1.400,000 common shares to Glance Pay for marketing and promotional services.
Advisory Agreement	Glance and MRCC	September 5, 2017	Sets out the terms to which Glance retained the advisory services of MRCC to assist in an early warrant exercise program (the "Program") for a fee equal to 5% of the total gross proceeds raised from the Program and a Compensation Warrant entitling MRCC to acquire as many units of the Company at an exercise price of $0.30 per unit as equals 5% of the number of warrants exercised under the Program.
Underwriting Agreement	Glance, PI Financial and Echelon Wealth Partners	December 4, 2017	Sets out the terms to which the Underwriters agreed to a bought deal financing by prospectus of 3,350,000 units of Glance's at a price of $3.00 per unit for cash commission of 7% of the total gross proceeds from the offering and 7% of the number of units sold under the prospectus in units.
Unit Warrant Indentures	Glance and Computershare Trust Company of Canada as the Warrant Agent	December 27, 2017	Sets out the terms pursuant to which Computershare Trust Company of Canada, in exchange for scheduled fees, will act as the Unit Warrant Agent for the transferable warrants issued by Glance to subscribers of its prospectus offering which closed on December 27, 2017.

NAME AND INTERESTS OF EXPERTS

Our consolidated financial statements for the year ended November 30, 2017 have been audited by Saturna Group Chartered Professional Accountants ("Saturna"). Saturna has confirmed that, with respect to the Company, it is independent within the meaning of the relevant rules and related interpretations prescribed by the relevant professional bodies in Canada and any applicable legislation or regulations.

ADDITIONAL INFORMATION

Audit Committee

Pursuant to the provisions of NI 52-110, reporting issuers in those jurisdictions which have adopted NI 52-110 are required to provide disclosure with respect to its audit committee including the text of the audit committee's charter, composition of the committee, and the fees paid to the external auditor. Our audit committee charter is attached as Schedule "A" to this AIF.

Composition of Audit Committee

As at the date of this AIF, our Audit Committee is comprised of James Topham, Kirk Herrington and Larry Timlick. Mr. Topham, Mr. Herrington and Mr. Timlick are independent directors within the meaning of NI 52-110. The chairman of the Audit Committee is James Topham. All members of the Audit Committee are financially literate. "Financial literacy" is considered to be the ability to read and understand a company's fundamental financial statements, including a company's balance sheet, statement of income (loss) and cash flow. The members of the Audit Committee are appointed by the Board at its first meeting following the annual shareholders' meeting to serve one year terms and are permitted to serve an unlimited number of consecutive terms.

Relevant Education and Experience

In addition to each member's general business experience, the education and experience of each Audit Committee member that is relevant to the performance of his or her responsibilities as an Audit Committee member is as follows:

James Topham is a Fellow Chartered Professional Accountant (FCPA and FCA) specializing in technology companies. Mr. Topham was an audit partner in KPMG's Technology Group in Vancouver, B.C. office for 20 years, and currently sits on the boards of several companies. Mr. Topham has extensive audit and accounting experience.

Kirk Herrington was responsible for reviewing and presenting the financial statements of GaleForce Solutions Inc. to its board of directors for a period of three years while he was the CEO of the company. Mr. Herrington has a number of software companies and was an integral part of the development of these companies.

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

Reliance on Certain Exemptions

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

Reliance on Section 6.1

Pursuant to section 6.1 of NI 52-110, as a venture issuer, we are relying on the exemption from certain reporting obligations found in Parts 3 and 5 of NI 52-110.

Audit Committee Oversight

At no time since the commencement of our most recently completed financial year was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board.

Pre-Approval Policies and Procedures

Our Audit Committee is required to approve the engagement of our external auditors in respect of non-audit services. The aggregate fees billed by our external auditors for the last two fiscal years are provided below.

Audit Service Fees	Fiscal Year Ended November 30, 2017 ($)	Fiscal Year Ended November 30, 2016 ($)
Audit Fees (1)	38,000	15,000
Audit-Related Fees (2)	9,895	15,000
Tax Fees (3)	7,000	-
All other fees (4)	4,500	2,100
Total	59,395	32,100

(1) Aggregate fees billed (or accrued) by our auditors for audit services.

(2) Aggregate fees billed (or accrued) by our auditors for audit-related services.

(3) Aggregate fees billed (or accrued) by our auditors for professional services rendered for tax compliance, tax advice and tax planning.

(4) Aggregate fees billed (or accrued) by our auditors and not included above.

General

Additional information relating to our company and our business may be found on the SEDAR website at www.sedar.com. Additional information, including directors' and officers' remuneration and indebtedness, principal holders of our securities, and securities authorized for issuance under equity compensation plans will be contained in the information circular for our upcoming annual meeting of shareholders to be held on June 12, 2018. Additional financial information is provided in our audited consolidated financial statements and management's discussion and analysis for the financial year ended November 30, 2017.

SCHEDULE A

GLANCE TECHNOLOGIES INC.
(the "**Company**")

AUDIT COMMITTEE CHARTER

This Charter establishes the composition, the authority, roles and responsibilities and the general objectives of the Company's audit committee, or its Board of Directors in lieu thereof (the "**Audit Committee**"). The roles and responsibilities described in this Charter must at all times be exercised in compliance with the legislation and regulations governing the Company and any subsidiaries.

1. Composition

(a) *Number of Members*. The Audit Committee must be comprised of a minimum of three directors of the Company.

(b) *Chair*. If there is more than one member of the Audit Committee, members will appoint a chair of the Audit Committee (the "**Chair**") to serve for a term of one (1) year on an annual basis. The Chair may serve as the chair of the Audit Committee for any number of consecutive terms.

(c) *Financial Literacy.* All members of the audit committee will be financially literate as defined by applicable legislation. If upon appointment a member of the Audit Committee is not financially literate as required, the person will be provided with a period of three months to acquire the required level of financial literacy.

(d) *Independence.* At least a majority of the members of the Audit Committee must be independent within the meaning of Section 1.4 of National Instrument 52-110.

2. Meetings

(a) *Quorum*. The quorum required to constitute a meeting of the Audit Committee is set at a majority of members.

(b) *Agenda*. The Chair will set the agenda for each meeting, after consulting with management and the external auditor. Agenda materials such as draft financial statements must be circulated to all Audit Committee members for members to have a reasonable amount of time to review the materials prior to the meeting.

(c) *Notice to Auditors*. The Company's auditors (the "Auditors") will be provided with notice as necessary of any Audit Committee meeting, will be invited to attend each such meeting and will receive an opportunity to be heard at those meetings on matters related to the Auditor's duties.

(d) *Minutes*. Minutes of the Audit Committee meetings will be accurately recorded, with such minutes recording the decisions reached by the committee.

3. Roles and Responsibilities

The roles and responsibilities of the Audit Committee include the following:

<u>External Auditor</u>

The Audit Committee will:

(a) *Selection of the external auditor*. Select, evaluate and recommend to the Board, for shareholder approval, the Auditor to examine the Company's accounts, controls and financial statements.

(b) *Scope of Work*. Evaluate, prior to the annual audit by the Auditors, the scope and general extent of the Auditor's review, including the Auditor's engagement letter.

(c) *Compensation*. Recommend to the Board the compensation to be paid to the external auditors.

(d) *Replacement of Auditor*. If necessary, recommend the replacement of the Auditor to the Board of Directors.

(e) *Approve Non-Audit Related Services*. Pre-approve all non-audit services to be provided by the Auditor to the Company or its subsidiaries.

(f) *Responsibility for Oversight*. Must directly oversee the work of the Auditor. The Auditor must report directly to the Audit Committee.

(g) *Resolution of Disputes*. Assist with resolving any disputes between the Company's management and the Auditors regarding financial reporting.

<u>Consolidated Financial Statements and Financial Information</u>

The Audit Committee will:

(a) *Review Audited Financial Statements*. Review the audited consolidated financial statements of the Company, discuss those statements with management and with the Auditor, and recommend their approval to the Board.

(b) *Review of Interim Financial Statements*. Review and discuss with management the quarterly consolidated financial statements, and if appropriate, recommend their approval by the Board.

(c) *MD&A, Annual and Interim Earnings Press Releases, Audit Committee Reports*. Review the Company's management discussion and analysis, interim and annual press releases, and audit committee reports before the Company publicly discloses this information.

(d) *Auditor Reports and Recommendations*. Review and consider any significant reports and recommendations issued by the Auditor, together with management's response, and the extent to which recommendations made by the Auditor have been implemented.

<u>Risk Management, Internal Controls and Information Systems</u>

The Audit Committee will:

(a) *Internal Control*. Review with the Auditors and with management, the general policies and procedures used by the Company with respect to internal accounting and financial controls. Remain informed, through communications with the Auditor, of any weaknesses in internal control that could cause errors or deficiencies in financial reporting or deviations from the accounting policies of the Company or from applicable laws or regulations.

(b) *Financial Management*. Periodically review the team in place to carry out financial reporting functions, circumstances surrounding the departure of any officers in charge of financial reporting, and the appointment of individuals in these functions.

(c) *Accounting Policies and Practices*. Review management plans regarding any changes in accounting practices or policies and the financial impact thereof.

(d) *Litigation*. Review with the Auditors and legal counsel any litigation, claim or contingency, including tax assessments, that could have a material effect upon the financial position of the Company and the manner in which these matters are being disclosed in the consolidated financial statements.

(e) *Other*. Discuss with management and the Auditors correspondence with regulators, employee complaints, or published reports that raise material issues regarding the Company's financial statements or disclosure.

Complaints

(a) *Accounting, Auditing and Internal Control Complaints*. The Audit Committee must establish a procedure for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal controls or auditing matters.

(b) *Employee Complaints*. The Audit Committee must establish a procedure for the confidential transmittal on condition of anonymity by the Company's employees of concerns regarding questionable accounting or auditing matters.

4. Authority

(a) *Auditor*. The Auditor, and any internal auditors hired by the company, will report directly to the Audit Committee.

(b) *Independent Advisors*. The Audit Committee may, at the Company's expense and without the approval of management, retain the services of independent legal counsels and any other advisors it deems necessary to carry out its duties and set and pay the monetary compensation of these individuals.

(c) *Communication*. The Audit Committee may communicate directly with management and any internal auditor, and with the Auditor directly without the presence or involvement of management.

(d) *Expenses*. The Audit Committee may incur such ordinary administrative expenses that it deems necessary and appropriate to carry out its duties, which expenses the Company will pay or reimburse upon receiving an invoice or receipt, as applicable.

5. Reporting

The Audit Committee will report to the Board on:

(a) the Auditor's independence;

(b) the performance of the Auditor and any recommendations of the Audit Committee in relation thereto;

(c) the reappointment and termination of the Auditor;

(d) the adequacy of the Company's internal controls and disclosure controls;

(e) the Audit Committee's review of the annual and interim consolidated financial statements;

(f) the Audit Committee's review of the annual and interim management discussion and analysis;

(g) the Company's compliance with legal and regulatory matters to the extent they affect the financial statements of the Company; and

(h) all other material matters dealt with by the Audit Committee.