

**FORM 51-102F3**  
**Material Change Report**

**Item 1: Name and Address of Company**

Glance Technologies Inc. (the “**Issuer**” or “**Company**” or “**Glance**”)  
400, 200 Granville Street  
Vancouver, BC V6C 1S4

**Item 2: Date of Material Change**

June 17, 2019

**Item 3: News Release**

The news release attached as Exhibit “A” hereto was issued and disseminated by Globe Newswire and filed on SEDAR ([www.sedar.com](http://www.sedar.com)) on June 17, 2019.

**Item 4: Summary of Material Change**

The Issuer announced that Issa Nakhleh has been appointed as the Company’s Chief Financial Officer (“**CFO**”), replacing Laura Burke.

**Item 5: Full Description of Material Change**

The Issuer announced that Issa Nakhleh will be joining Glance as the Company’s Chief Financial Officer effective June 21, 2019, replacing Laura Burke in this role.

Mr. Nakhleh has previously served as CFO of UrtheCast and TIR Systems Ltd. He holds an MBA from the Warwick Business School and is a Chartered Professional Accountant.

Laura Burke, the Company’s current CFO, will be leaving the Company effective June 21, 2019 to pursue other opportunities.

The full news release is attached as exhibit “A”.

**Item 6: Reliance on subsection 7.1(2) of National Instrument 51-102**

Not applicable.

**Item 7: Omitted Information**

None

**Item 8: Executive Officer**

Jonathan Hoyles, CEO and a Director  
Telephone: 1-855-288-6044

**Item 9: Date of Report**

June 17, 2019

## EXHIBIT “A”

### GLANCE TECHNOLOGIES ANNOUNCES APPOINTMENT OF CHIEF FINANCIAL OFFICER

**June 17, 2019 – Vancouver, B.C.** – Glance Technologies Inc. (“Glance” or the “Company”) (CSE:GET) (OTCQB:GLNNF) (FKT:GJT) is pleased to announce that Mr. Issa Nakhleh will be joining Glance as the Company’s Chief Financial Officer (“CFO”) effective June 21, 2019 from 15 employees to over 200 with offices worldwide, led equity and debt financings totaling over \$250 million, taking UrtheCast from a small private company to a senior publicly traded company listed on the senior board of the TSX. Issa has also held the title of Chief Financial Officer at TIR Systems Ltd. where his dedication to developing impressive growth strategies allowed annual revenues to grow from \$2 million to \$30 million and also graduate the company from the TSXV to the senior board of the TSX.

Issa holds an MBA from the Warwick Business School and is a Chartered Professional Accountant.

Jonathan Hoyles, interim CEO of Glance commented, “We are delighted to have someone with Issa’s extensive finance experience and acumen join as Glance’s new CFO and welcome him to our leadership team. We conducted a thorough search for a strong leader, looking for the right qualities and cultural fit. Issa’s considerable financial management experience gained across a number of publicly listed technology companies, track record of growth and strong leadership of people will add great value as we look to build upon Glance’s recent product feature launches and drive future growth as a customer-focused company.”

As previously announced, Laura Burke, our current Chief Financial Officer, will be leaving Glance on June 21, 2019 to accept an opportunity at another company. “Ms. Burke has been with Glance from a very early stage and has been fantastic to work with” says Jonathan Hoyles, interim CEO. We thank Laura for her hard work and commitment to excellence through an exciting journey, and the Glance team wishes her the best in her future endeavours.”

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

Glance Technologies is the owner of [Glance Pay®](#), a smartphone application that enables merchants to provide their customers with quick secure payments, innovative ordering capabilities, digital rewards, and better experiences. Glance offers merchants targeted in-app marketing, geo-targeted digital coupons, customer feedback, in-merchant messaging, custom rewards programs, digital receipts, and digital deals.

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

Jonathan Hoyles, interim CEO



**Investor questions:**

(833) 338-0299

[investors@glancepay.com](mailto:investors@glancepay.com)

*Neither the Canadian Securities Exchange nor its Regulation Services Provider (as that term is defined in the policies of the Canadian Securities Exchange) accepts responsibility for the adequacy or accuracy of this release.*

**Forward-Looking Statements**

*This press release contains forward-looking information or forward-looking statements (collectively "forward-looking information") within the meaning of applicable securities laws. Forward-looking information is typically identified by words such as: "may", "believe", "thinks", "expect", "exploring", "expand", "could", "anticipate", "intend", "estimate", "plan", "pursue", "potentially", "projected", "should", "will" and similar expressions, or are those, which, by their nature, refer to future events. These forward-looking statements, which involve risks and uncertainties, relate to, among other things, the discussion of Glance's business strategies and its expectations concerning future operations. Although Glance considers these forward-looking statements to be reasonable based on information currently available to it, they may prove to be incorrect, and the forward-looking statements in this release are subject to numerous risks, uncertainties and other factors that may cause future results to differ materially from those expressed or implied in such forward-looking statements. Such risk factors include, among other things, risks that Glance's software and applications may contain security problems, security vulnerabilities, or defects in design or manufacture, including "bugs" and other problems that could interfere with the intended operation of its software, risks related to the volatility of customer demand for Glance's products, and the possibility that the expected benefits from new features will not be realized. The forward-looking information in this press release is also based on certain estimates, forecasts and projections, as well as expectations, beliefs and assumptions, including, among other things, that Glance will be able to achieve its business and technology development objectives. For additional information with respect to these and other factors and assumptions underlying the forward-looking statements in this press release, see the section entitled "Risk Factors" in the most recent Annual Information Form and Prospectus of Glance, which may be accessed through Glance's profile on SEDAR at [www.sedar.com](http://www.sedar.com). Glance cautions investors that any forward-looking information provided by Glance is not a guarantee of future results or performance, and that actual results may differ materially from those in forward-looking statements. Undue reliance should not be placed on such forward-looking information, as there can be no assurance that the plans, intentions or expectations upon which they are based will occur.*