

**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**

September 5, 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 September 5, 2019.

**Item 4: Summary of Material Change**

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

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

The Issuer announced that Tracey St. Denis will be joining Glance as the Company’s Chief Financial Officer effective October 1, 2019, replacing Issa Nakhleh in this role.

Ms. St. Denis is a Chartered Professional Accountant and Certified General Accountant with the Chartered Professional Accountants of British Columbia. She has more than 20 years of experience as a director and officer of public companies.

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**

September 5, 2019

## **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. 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.*



## EXHIBIT "A"

### GLANCE TECHNOLOGIES ANNOUNCES CHANGE OF CHIEF FINANCIAL OFFICER

**September 5, 2019 – Vancouver, B.C.** – Glance Technologies Inc. (“Glance” or the “Company”) (CSE:GET) (OTCQB:GLNNF) (FKT:GJT) is pleased to announce the appointment of Ms. Tracey St. Denis, CPA, CGA, to the Company as its new Chief Financial Officer. Ms. St. Denis will replace Issa Nahkleh as CFO effective October 1, 2019.

Interim CEO Jonathan Hoyles commented “We are pleased to welcome Ms. St. Denis to the team. Ms. St. Denis has extensive experience and financial and accounting expertise which will support the growth and strategic direction of the Company.”

“It is clear to me that Glance has a committed team, supportive and engaged clients, and is an innovator in its space,” said Ms. St. Denis. “I look forward to helping the leadership team manage and maximize the Company’s growth opportunity.”

Ms. St. Denis is a Chartered Professional Accountant and Certified General Accountant with the Chartered Professional Accountants of British Columbia. She has more than 20 years of experience as a director and officer of public companies and is currently also the CFO of Turtle Island Corporation and is the Chief Accountant for THC Biomed Intl Ltd. Ms. Denis previously held the position of Chief Financial Officer for AgraFlora Organics International, Inc.

The Company thanks Mr. Nahkleh for his services and wishes him the best in his future endeavours.

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

Glance Technologies is the owner of [Glance Pay](#)<sup>®</sup> a mobile payment and rewards platform that enables merchants to provide their customers with quick secure payments, digital rewards, and a better customer experience.

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

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

Jonathan Hoyles  
Interim CEO  
(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.*