

**FORM 51-102F3**  
**Amended and Restated Material Change Report**

**(Amending and Restating the Material Change Report dated February 3, 2020)**

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

Glance Technologies Inc. (the “**Issuer**” or “**Company**” or “**Glance**”)  
555 Burrard St. – Suite 1755  
Vancouver, BC V7X 1M9

**Item 2: Date of Material Change**

January 31, 2020

**Item 3: News Release**

The news release attached as Exhibit “A” hereto was issued and disseminated by Accesswire and filed on SEDAR ([www.sedar.com](http://www.sedar.com)) on February 3, 2020.

**Item 4: Summary of Material Change**

On January 31, 2020, the Issuer closed a non-brokered private placement.

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

The Company has closed a non-brokered private placement (the “**Offering**”) by the issuance of 3,836,845 units at an issue price of CAD \$0.046 per unit (the “**Unit**”), with each Unit consisting of one common share and one common share purchase warrant. Each warrant entitles the holder to acquire one additional common share at a price of \$0.08 for a period of 24 months.

In connection with the Offering, an aggregate of 1,436,086 Units were acquired by “related parties” of the Company (as defined in Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”)) as set out below (the “**Interested Subscribers**”):

<b>Related Party</b>	<b>Position</b>	<b>Units Acquired</b>	<b>Post-Acquisition Ownership of the Company</b>
Jonathan Hoyles	CEO and Director	1,326,086	2.84%
Jian Qun Zhang	CTO	110,000	0.32%

The acquisition of Units by the Interested Subscribers constituted “related party transactions” within the meaning of MI 61-101. The Company relied on an exemption from the formal valuation approval requirements of MI 61-101, as no securities of the Company are listed or quoted on specified markets, and an exemption from the minority approval requirements of MI 61-101, as the fair market value of the participation in the Offering by the Interested Subscribers did not exceed 25% of the Company’s market capitalization.

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**

February 6, 2020



## **Glance Technologies Announces Closing of Non-Brokered Private Placement**

**Vancouver, Canada, February 3, 2020** — Glance Technologies Inc. (CSE:GET / OTCQB:GLNNF / FKT:GJT) ("Glance" or the "Company") today announced that it has closed a non-brokered private placement by issuing 3,836,845 units ("Units") at a price of CAD \$0.046 per Unit, for aggregate gross proceeds of CAD \$176,495.

Each Unit consists of one common share and one common share purchase warrant, with each warrant exercisable into one common share at a price of CAD \$0.08 per share for 24 months from the issuance date of the Units.

The private placement is subject to the approval of the Canadian Securities Exchange and the securities will be subject to a four-month and one day hold period under securities laws. There were no finders' fees paid as part of the private placement.

The proceeds of the private placement will be used primarily towards product development, marketing, sales and operations.

### **About Glance Technologies**

Vancouver-based Glance Technologies is the parent company of Glance Pay (<https://glancepay.com>), a streamlined mobile payment app and loyalty management platform that provides fast, frictionless payments and digital rewards, resulting in a better customer experience. Glance Pay has established a foothold in the full-service restaurant sector where the platform enables merchants to not only accept in-dining mobile payments, but also automate loyalty, and instantly deliver rewards to customers based on their purchasing patterns.

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

Jonathan Hoyles  
Chief Executive Officer  
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. 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.*