

A copy of this preliminary prospectus has been filed with the securities regulatory authority in British Columbia and Alberta but has not yet become final for the purpose of the sale of securities. Information contained in this preliminary prospectus may not be complete and may have to be amended. The securities may not be sold until a receipt for the prospectus is obtained from the securities regulatory authority.

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.

The securities offered hereby have not been, and will not be registered under the United States Securities Act of 1933, as amended (the “1933 Act”), and may not be offered, sold or delivered, directly or indirectly, in the United States of America or to a U.S. Person (as defined in regulations promulgated under the 1933 Act) except in transactions exempt from the registration requirements of the 1933 Act.

PRELIMINARY PROSPECTUS

NEW ISSUE

June 8, 2016



("we", "our", "us" or the "Company")

#1820 – 925 West Georgia Street
Vancouver, BC V6C 3L2

\$690,000 (4,600,000 UNITS)

\$0.15 PER UNIT

1,249,336 COMMON SHARES ISSUABLE UPON THE EXERCISE OF SPECIAL WARRANTS

We are hereby offering for sale to the public in the provinces of British Columbia and Alberta through our agent, Leede Jones Gable Inc. (the "Agent"), on a best efforts basis, 4,600,000 of our Shares, and warrants (each, an "Offering Warrant") to purchase up to 2,300,000 Shares at an exercise price of \$0.25 per Share for a period of one year. The Shares and Offering Warrants will be sold in units (each, a "Unit"), with each Unit consisting of one Share and one-half of one Offering Warrant to purchase one Share. Each Unit will be sold at a price of \$0.15 per Unit for total gross proceeds to us of \$690,000 (the "Offering"). The Offering Price and the terms of the Offering were determined by negotiation between us and the Agent. A member of the Agent's professional group owns 125,000 of our Shares as of the date of this Prospectus.

The Offering is subject to a minimum subscription of 3,600,000 Units. Pursuant to securities legislation, unless an amendment to the final Prospectus has been filed and the regulator has issued a receipt for the amendment, the distribution period for the Offering must cease within 90 days after the date of the receipt for the final Prospectus, provided that the total distribution period for the Offering must cease on or before the date that is 180 days from the date a receipt is issued for the final Prospectus. See “*Plan of Distribution*”.

Our head office is located at #1820 - 925 West Georgia Street, Vancouver, BC V6C 3L2. The following are key details of the Offering.

	Price to Public (Maximum Offering)	Price to Public (Minimum Offering)	Agent’s Fee (Maximum Offering) ⁽¹⁾	Agent’s Fee (Minimum Offering) ⁽¹⁾	Net Proceeds to the Company (Maximum Offering) ⁽²⁾⁽³⁾	Net Proceeds to the Company (Minimum Offering) ⁽²⁾⁽³⁾
Per Unit	\$0.15	\$0.15	\$0.012	\$0.012	\$0.138	\$0.138
Total	\$690,000	\$540,000	\$55,200	\$43,200	\$634,800	\$496,800

- (1) In consideration for the services rendered by the Agent in connection with the Offering, we have agreed to pay the Agent a cash commission on the closing date of the Offering equal to 8% of the gross proceeds from the Offering. In addition, we have agreed to issue to the Agent such number of agent’s options (the “Agent’s Options”) as is equal to 8% of the number of the Units sold pursuant to the Offering, including in respect of the Over-Allotment Option for additional Units. Each Agent’s Option entitles the holder to purchase one Share (an “Agent’s Option Share”) at a price of \$0.15 per Agent’s Option Share for a period of 24 months from the Closing Date. We have also agreed to pay the Agent a corporate finance fee of \$35,000 plus GST (the “Corporate Finance Fee”), of which \$12,500 has been paid in advance as a non-refundable deposit, and cover the Agent’s out of pocket expenses, towards which a retainer of \$25,000 has been paid. The Agent’s Options are qualified for distribution by this Prospectus. See “*Plan of Distribution*”.
- (2) After deducting the Agent’s fee, but before deducting expenses for the Offering of \$47,500, \$22,500 of which consists of the unpaid portion of the Corporate Finance Fee to be paid by us from the proceeds of the Offering, \$15,000 of which consists of the application fee to the Exchange, \$4,000 of which consists of estimated Transfer Agent fees and \$6,000 consists of estimated legal fees.
- (3) We have granted the Agent an option (the “Over-Allotment Option”), exercisable up to and including the Closing Date, to purchase up to an additional number of Units equal to 15% of the number of Units sold pursuant to the Offering (690,000 Units), on the same terms as set out above to cover over-allotments, if any. The distribution of the Over-Allotment Option and the Units issuable upon the exercise of the Over-Allotment Option are qualified by this Prospectus. If the Over-Allotment Option is exercised in full, the additional price to the public, Agent’s Commission and net proceeds to us (before deducting expenses of the Offering) will be \$103,500, \$8,280 and \$95,220, respectively.

A purchaser who acquires Shares forming part of the Agent’s over-allocation position acquires those Shares under this Prospectus, regardless of whether the over-allocation position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases.

Any investment in the Shares is speculative due to various factors, including the nature of our business. An investment in these securities should only be made by persons who can afford a total loss of their investment.

A summary of the options granted by us to the Agent follows:

Agent’s position	Maximum size or number of securities available ⁽¹⁾⁽²⁾	Exercise period or acquisition date	Exercise price or average acquisition price (\$)
Over-Allotment Option ⁽³⁾	690,000 Units	up to and including the Closing Date	0.15

Agent's position	Maximum size or number of securities available ⁽¹⁾⁽²⁾	Exercise period or acquisition date	Exercise price or average acquisition price (\$)
Compensation Option	368,000 Agent's Options ⁽⁴⁾	24 months after the Closing Date	0.15 per Agent's Option Share
Any other option granted by us or insider of us to the Agent	-	-	-
Total securities under option issuable to the Agent	368,000 Agent's Options	24 months after the Closing Date	0.15 per Agent's Option Share
Other compensation securities issuable to the Agent	-	-	-

(1) Assuming the Over-Allotment Option is exercised in full.

(2) The Agent's Options, Over-Allotment Option and Over-Allotment Units are qualified for distribution under this prospectus. See 'Plan of Distribution'.

(3) Over-Allotment Units will not be retained by the Agent, but are issued to cover over-allotted subscriptions received from subscribers.

(4) Each Agent's Option entitles the holder thereof to purchase one Agent's Option Share at a price of \$0.15 per Agent's Option Share for a period of 24 months from the Closing Date.

This Prospectus is also being filed by us to qualify the distribution in British Columbia of 1,249,336 Shares issuable to the holders of a total of 1,249,336 previously issued Special Warrants, upon the automatic exercise of the Special Warrants giving each holder the right to acquire, without additional payment, one Share for each Special Warrant held by them. See "*Plan of Distribution*".

Each Special Warrant entitles the holder to acquire, without further payment, one Share of the Company as described below. The Special Warrants will automatically convert on the earlier of: (a) the first business day following the day on which a receipt for a final prospectus has been issued by or on behalf of the last of the securities regulatory authorities in the Province of British Columbia and such other jurisdictions as may be determined by us that are qualifying the distribution of the Shares to be issued upon exercise of the Special Warrants; and (b) the third anniversary of the date of issuance of the Special Warrants.

The Special Warrants were issued pursuant to subscription agreements between us and each of the subscribers as follows.

Number of Special Warrants	Price per Special Warrant	Proceeds to the Company
1,249,336	\$0.15	\$187,400 ⁽¹⁾⁽²⁾

(1) Before deduction of relevant expenses – see "*Use of Proceeds*".

(2) \$78,000 in cash, \$99,400 in services provided pursuant to various consulting and management agreements, and \$10,000 pursuant to a conversion of debt owed to our accountant.

The price of the Special Warrants was determined by us. There is no agent or underwriter involved in the distribution of the Special Warrants.

There is no market through which the Shares may be sold and purchasers may not be able to resell the Shares. This may affect the pricing of the Shares in the secondary market, the transparency and availability of trading prices, the liquidity of the Shares, and the extent of issuer regulation. See 'Risk Factors' for additional risks.

As at the date of this Prospectus, we do not have any of our securities listed or quoted, have not applied to list or quote any of our securities, and do not intend to apply to list or quote any of our securities, on the

Toronto Stock Exchange, Aequitas NEO Exchange Inc., a US marketplace, or a market outside Canada and the United States of America (other than the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by PLUS Market Group plc).

We have applied to list our common shares on the Exchange. Listing on the Exchange will be subject to us fulfilling all of the listing requirements of the Exchange, including without limitation, the distribution of the common shares to a minimum number of public shareholders and us meeting certain financial and other requirements.

The Agent, or registered sub-agents who assist the Agent in the distribution of the Shares, conditionally offers these securities for sale on a best efforts basis, subject to prior sale, if, as and when issued by us and accepted by the Agent in accordance with the terms of the Agency Agreement, and subject to the approval of certain legal matters on our behalf by Woods & Company and on behalf of the Agent by Salley Bowes Harwardt Law Corp. See '*Plan of Distribution*' for further details concerning the Agency Agreement. Subscriptions for the Shares offered under this Prospectus will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice.

No person is authorized by us to provide any information or to make any representation in connection with the Offering other than as contained in this Prospectus.

AGENT

Leede Jones Gable Inc.
18th Floor, 1140 West Pender Street
Vancouver, BC V6E 4G1

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GLOSSARY OF TERMS

The following is a glossary of certain terms used in this Prospectus. Terms and abbreviations used in our Financial Statements and also appearing in the documents attached as schedules to the Prospectus 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.

Agency Agreement	means the Agency Agreement dated ♦, 2016 between us and the Agent as further described under “ <i>Material Contracts</i> ”.
Agent	means Leede Jones Gable Inc.
Agent’s Options	means the non-transferrable options to purchase Shares to be granted to the Agent as equals 8% of the number of Units sold pursuant to the Offering, including any Over-Allotment Units, each of which option entitles the holder to purchase one Share at a price of \$0.15 per Share for a period of 24 months from the Closing Date
Agent’s Option Shares	means the Shares issuable upon the exercise of an Agent’s Option.
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.
Avisar	means Avisar Chartered Professional Accountants.

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.
Auditors	means Saturna Group Chartered Professional Accountants LLP.
BCBCA	means the <i>Business Corporations Act</i> , R.S.B.C. 2002, c. 57 including the regulations thereunder, as amended.
Board	means our board of directors.
CEO	means Chief Executive Officer.
CFA Institute	means the global association of investment professionals that sets the standard for excellence in the Chartered Financial Analyst industry.
CFO	means Chief Financial Officer.
CFPB	means the United States Consumer Financial Protection Bureau.
Closing Date	means the date on which the Offering is closed.
CMO	means Chief Marketing Officer.
Company	means Glance Technologies Inc., a British Columbia company incorporated under the <i>BCBCA</i> 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.
Comparative Quarter	means the three months ended February 28, 2015.
Corporate Finance Fee	means the \$35,000 fee payable by us to the Agent pursuant to the Agency Agreement.
CRM	means customer relationship management.
Current Quarter	means the three months ended February 29, 2016.

Delmont	means Delmont Holdings Ltd., one of our consultants and a company controlled by Penny Green, our Chief Operating Officer and one of our directors.
Exchange	means the Canadian Securities Exchange.
Financial Statements	means the financial statements attached to this Prospectus and comprised of: <ul style="list-style-type: none"> • our reviewed, unaudited condensed interim financial statements for the three months ended February 29, 2016; and • our audited consolidated financial statements for the financial year ended November 30, 2015 and The period from November 12 (date of incorporation of Glance Pay) to November 30, 2014.
Financing	means the financing to fund our business development described in “ <i>Description of Business</i> ”.
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 first vertical-specific payment app that lets users pay their restaurant bill with their mobile device.
Glance Pay Shares	means the common shares of Glance Pay.
Global Positioning System	means a satellite-based navigation system that provides location and time information in all weather conditions.
Google	means Google Inc., a multinational company built around the company’s massively popular search engine.
IFRS	means International Financial Reporting Standards as issued by the International Accounting Standards Board.
iOS	means an operating system used for mobile devices manufactured by Apple.
Listing	means the listing of our Shares on the Exchange.
Listing Date	means the date on which the Shares are listing for trading on the Exchange.

MD&A	means Management’s Discussion and Analysis.
Minimum Offering	means the offering for sale to the public in the Selling Provinces through the Agent of a minimum of 3,600,000 Units at a price of \$0.15 per Unit for minimum gross proceeds of \$540,000. See “ <i>Plan of Distribution</i> ”.
NI 52-110	means National Instrument 52-110 <i>Audit Committees</i> .
NI 58-101	means National Instrument 58-101 Disclosure of Corporate Governance Practices.
Offering	means the offering for sale to the public in the Selling Provinces through the Agent of a maximum of 4,600,000 Units at a price of \$0.15 per Unit for maximum total gross proceeds of \$690,000, not including the Over-Allotment Option. See “ <i>Plan of Distribution</i> ”.
Offering Price	means \$0.15 per Unit under the Offering.
Offering Warrant	means a warrant to purchase one Share at an exercise price of \$0.25 per Share for a period of one year after the Closing Date.
Over-Allotment Option	means the option granted by us to the Agent, exercisable up to and including the Closing Date, to purchase up to an additional number of Units equal to 15% of the maximum number of Units sold pursuant to the Offering (690,000 Units).
Over-Allotment Units	means up to 690,000 Units for sale to the public on exercise of the Over-Allotment Option.
PCI	means Payment Card Industry.
PCI DSS	means Payment Card Industry Data Security Standard.
PIPA	means the <i>Personal Information Protection Act</i> , 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.
professional group	means a group comprised of a specified firm registrant and all of the following persons or companies: <ul style="list-style-type: none"> (a) any employee of the specified firm registrant; (b) any partner, officer or director of the specified firm registrant; (c) any affiliate of the specified firm registrant; and (d) any associated party of any person or company described in paragraphs (a) through (c) or of the specified firm registrant.
Prospectus	means this prospectus dated as of the date on the cover page.
SEDAR	means the System for Electronic Document Analysis and Retrieval.
Selling Provinces	means British Columbia and Alberta.
Share	means a common share of Glance Technologies Inc.
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.
Special Warrant	means a special warrant issued by us entitling the holder the right to acquire, without additional payment, one common share for each special warrant held, the issuance of which common shares are qualified for issuance under this Prospectus.
Special Warrant Private Placement	means the private placement closed by us for 1,249,336 Special Warrants at a price of \$0.15 per Special Warrant for total gross proceeds of \$187,400. Each Special Warrant entitles the holder to acquire, without further payment, one Share as described below: <p>The Special Warrants will automatically convert on the earlier of: (a) the first business day following the day on which a receipt for a (final) prospectus has been issued by or on behalf of the last of the securities regulatory authorities in the Provinces of British Columbia and Alberta; and (b) the third anniversary of the date of issuance of the Special Warrants.</p>
Stock Option Plan	means the stock option plan adopted by the Board of Directors as described under “ <i>Options to Purchase Securities</i> ”.

Transfer Agent	means Computershare Investor Services Inc.
Unit	means a unit consisting of one Share and one-half of one Offering Warrant to purchase one Share.
U.S.	means United States of America.
Warrant	means a warrant to purchase a Share at a purchase price of \$0.25.
“we”, “our”, “us” or “the Company”	means the consolidated entity of Glance Technologies Inc. and our wholly-owned subsidiary, Glance Pay Inc., unless the context requires otherwise.
Zoink	means Zoink Technologies Inc., one of our consultants, and a company owned by the spouse of Desmond Griffin, our CEO and one of our directors, and was previously to January 21, 2016 owned 50% by Mr. Griffin and 50% by his spouse.

CURRENCY PRESENTATION

In this Prospectus, unless otherwise indicated, all dollar amounts are expressed in Canadian dollars and references to “\$” and “dollars” are to Canadian dollars.

CAUTION REGARDING FORWARD LOOKING STATEMENTS

This Prospectus contains forward-looking statements or information (collectively “**forward-looking statements**”) that relate to our management’s current expectations and views of future events. The forward-looking statements are contained principally in the sections titled “*Summary of Prospectus*”, “*Description of Business*”, “*Use of Proceeds*”, “*Management’s Discussion and Analysis*” and “*Risk Factors*”.

In some cases, these forward-looking statements can be identified by words or phrases such as “may”, “will”, “expect”, “anticipate”, “aim”, “estimate”, “intend”, “plan”, “seek”, “believe”, “potential”, “continue”, “is/are likely to” or the negative of these terms, or other similar expressions intended to identify forward-looking statements. We have based these forward-looking statements on our current expectations and projections about future events and financial trends that we believe may affect our financial condition, results of operations, business strategy and financial needs. These forward-looking statements include, among other things, statements relating to:

- 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; and
- anticipated trends and challenges in our business and the markets in which we operate.

In addition to statements relating to the matters set out above, this Prospectus contains forward-looking statements related to our projected operating model. The model speaks to our objectives only, and is not a forecast, projection or prediction of future results of operations. See “*Management’s Discussion and Analysis*” and “*Description of Business*”.

Forward-looking statements are based on certain assumptions and analysis made by us in light of our experience and perception of historical trends, current conditions and expected future developments and other factors we believe are appropriate, and are subject to risks and uncertainties. Although our management believes that the assumptions underlying these statements are reasonable, they may prove to be incorrect. Given these risks, uncertainties and assumptions, prospective purchasers of our securities should not place undue reliance on these forward-looking statements. Whether actual results, performance or achievements will conform to our expectations and predictions is subject to a number of known and unknown risks, uncertainties, assumptions and other factors, including those listed under “*Risk Factors*”, which include, among others, risks related to:

- security fraud issues for customer data;
- effectiveness of advertising and promotional expenditures;
- competitive and pricing risk;
- key personnel risk;
- management of growth;
- inability to protect our technology;
- potential intellectual property claims;
- changing consumer preferences;
- inability to adapt or expand existing technologies;
- development and maintenance of internet infrastructure;
- interruption or failure of information technology and communication systems;
- undetected errors in our software; and
- laws and regulations relating to our business.

Although the forward-looking statements contained in this Prospectus are based upon what our management believes are reasonable assumptions, these risks, uncertainties, assumptions and other factors could cause our actual results, performance, achievements and experience to differ materially from its expectations, future results, performances or achievements expressed or implied by the forward-looking statements.

Further, any forward-looking statement speaks only as of the date on which such statement is made, and, except as required by applicable law, we undertake no obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made or to reflect the occurrence of unanticipated events. New factors emerge from time to time, and it is not possible for management to predict all such factors and to assess in advance the impact of each such factor on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statement. See “*Risk Factors*”.

Potential investors should read this Prospectus with the understanding that our actual future results may be materially different from what we expect.

Market and Industry Data

This Prospectus includes market and industry data that has been obtained from third party sources including publications from various industries. We believe that this industry data is accurate and that its estimates and assumptions are reasonable; however, there are no assurances as to the accuracy or completeness of this data. Third party sources generally state that the information contained therein has

been obtained from sources believed to be reliable; however there are no assurances as to the accuracy or completeness of included information. Although the data are believed to be reliable, we have not independently verified any of the data from third party sources referred to in this Prospectus or ascertained the underlying economic assumptions relied upon by such sources.

SUMMARY OF PROSPECTUS

GENERAL

The following is a summary only and should be read together with the more detailed information and financial data and statements contained elsewhere in this Prospectus:

The Company: We aspire to develop technology and marketing solutions which improve customer experiences, speed up payment processing time, provide an integrated link between merchants and customers and allow for a variety of payment methods. We have completed the development of the initial version of our Platform and the first version of our application, the Glance Pay App, which is targeted and developed specifically for restaurants. We have begun to market the Glance Pay App to restaurants in Vancouver, British Columbia, and we are now signing up restaurants to use the Glance Pay App. In addition to the Glance Pay App, we plan to develop a number of apps which use our Platform to provide payment processing, technology and marketing solutions to a number of industries.

The Glance Pay App is our first app that utilizes our Platform, and its primary function is to allow customers to pay for their restaurant bills with their mobile devices; however, it also provides a marketing and accounting function for restaurants and users. The first version of the Glance Pay App has been approved by Apple for release in Apple's App Store, and we expect to launch the Glance Pay App in spring or summer 2016.

We intend to create revenue by monetizing our apps and services mainly through transaction-based fees, with both percentage of a transaction and fixed amount per transaction fee components. These fees may be charged to merchants, users, or both. We also intend to charge fees to merchants for advanced options within our apps, such as loyalty rewards programs.

See "*Description of the Business*" for further detail.

The Offering: 4,600,000 Units at a price of \$0.15 per Unit for gross proceeds of \$690,000. See "*Plan of Distribution*".

Shares offered by us pursuant to this Prospectus 4,600,000 Shares (excluding 2,300,000 Shares issuable upon exercise of the Offering Warrants) underlying the Units sold under the Offering. This Prospectus also relates to the offer and sale of the Shares underlying the Offering Warrants being offered by us.

Offering Warrants offered by us Offering Warrants to purchase up to 2,300,000 Shares. Each Offering Warrant is exercisable to purchase one Share at an exercise price of \$0.25 per Share. The Offering Warrants will be exercisable upon issuance and will expire on the 12 month anniversary of issuance. See "*Description of Securities*".

Minimum Offering: means the offering for sale to the public in the Selling Provinces through the Agent of a minimum of 3,600,000 Units at a price of \$0.15 per Unit for minimum gross proceeds of \$540,000.

Over-Allotment Option: We have granted the Over-Allotment Option to the Agent, exercisable in whole or in part at any time up to and including the Closing Date, to cover over-

allotments, if any, from subscribers at the Offering Price for up to 690,000 additional Units. See “*Plan of Distribution*”.

**Agent’s
Commission:**

The Agent will receive a cash commission of 8% of the gross proceeds of the Offering on the Closing Date. See “*Plan of Distribution*”.

**Agent’s
Options:**

We will issue Agent’s Options to the Agent to purchase such number of Agent’s Option Shares as is equal to 8% of the number of Units sold under the Offering at an exercise price of \$0.15 per Agent’s Option Share for 24 months from the Closing Date. The Agent’s Options are qualified for distribution under this Prospectus. See “*Plan of Distribution*”.

**Corporate
Finance Fees:**

Pursuant to the Agency Agreement, we have agreed to pay to the Agent the Corporate Finance Fee of \$35,000, of which \$12,500 has been paid to the Agent as a non-refundable deposit. We have also paid the Agent a \$25,000 retainer towards the Agent’s expenses, including legal costs. See “*Plan of Distribution*”.

**Special
Warrants:**

This Prospectus is being filed to qualify the distribution in British Columbia of 1,249,336 Shares issuable to the holders of a total of 1,249,336 previously issued Special Warrants, upon the automatic exercise of the Special Warrants giving each holder thereof the right to acquire, without additional payment, one Share for each Special Warrant held by them.

The Special Warrants will automatically convert on the earlier of: (a) the first business day following the day on which a receipt for a final prospectus has been issued by a provincial securities commission; and (b) the third anniversary of the date of issuance of the Special Warrants.

Each Special Warrant was acquired by the holder for \$0.15 per Special Warrant for net proceeds of \$187,400 consisting of cash, services rendered and settlement of debt, and there will be no proceeds to us from the exercise of the Special Warrants.

Listing:

We have applied to list the Shares for trading on the Exchange. Listing will be subject to us fulfilling all of the listing requirements of the Exchange, including meeting certain financial and other requirements.

Risk Factors:

An investment in the Shares should be considered highly speculative and investors may incur a partial or total loss of their investment. Investors should consult with their professional advisors to assess an investment in the Shares.

Our activities are subject to risks inherent in the technology industry as well as the risks normally encountered in a newly established business, including but not limited to: negative cash flow; competition; lack of adequate capital; liquidity concerns and future financing requirements to sustain operations; security and fraud concerns; effectiveness and efficiency of advertising and promotional expenditures; maintaining and promoting our brand and products; competition and pricing risk; conflict of interest risks relating to our management; key personnel risks; inability to protect technology and intellectual property; intellectual property claims against us; changing consumer preferences; ability to respond to technological developments; management of growth; adaptation or expansion of existing technology infrastructure to accommodate greater

traffic; development and maintenance of our Platform and internet infrastructure; failure of our Platform to perform; potential undetected errors in our software; law and regulations relating to our business; control of a majority of the Shares by insiders of the Company; dilution; no history of operations and revenues, and no history of earnings or dividends; economic changes; uninsured risks; no public market for the Shares; and volatility in share prices.

See “*Risk Factors*”.

**Summary of
Financial
Information:**

The tables below summarize selected financial data for the periods indicated and should be read in conjunction with the Financial Statements and related notes thereto, and with the “*Management Discussion and Analysis*” included on page 30 of this Prospectus. All financial statements of the Company are prepared in accordance with IFRS.

The information provided in this section is qualified in its entirety by the Financial Statements included under the heading entitled “*Financial Statement Disclosure*” in this Prospectus. Reference should be made to those Financial Statements.

Unaudited condensed interim consolidated financial statements of the Company for the three months ended February 29, 2016 and audited consolidated financial statements for the year ended November 30, 2015:

Summary Components of Statement of Comprehensive Income (Loss)	For the Three Months Ended February 29, 2016 (unaudited) (\$)	For the Year Ended November 30, 2015 (audited) (\$)
Certain expenses		
Software research and development	53,481	103,933
Share-based payments	23,421	5,197
Professional fees	26,144	26,649
Consulting fees	8,311	131,000
Management fees	7,000	39,857
Total Expenses	125,838	326,733
Loss and comprehensive loss for the period	(125,838)	(538,425)

Summary Components of Statement of Financial Position	February 29, 2016 (unaudited) (\$)	November 30, 2015 (audited) (\$)
Current assets	369,406	443,589
Total assets	957,971	1,031,335
Current liabilities	45,674	59,621

Total liabilities	45,674	59,621
Working capital (deficit)	323,732	383,968
Accumulated deficit	(664,615)	(538,777)

Business Objectives: Our short term business objectives are to: (i) raise capital to develop our business by completing the Offering; (ii) continue software development of the Glance Pay App; (iii) develop the Glance Pay brand; (iv) sign up a total of 100 restaurants to use the Glance Pay App; (v) implement the Glance Pay App in 100 restaurants; and (vi) establish a user base for the Glance Pay App.

See “Description of the Securities Distributed” for further detail.

CORPORATE STRUCTURE

Name, Address and Incorporation

We were incorporated under the BCBCA on October 24, 2015 with incorporation number BC1017257 as “Left Bank Capital Corp.”, and subsequently changed our name on October 22, 2015 to “Glance Technologies Inc.” Our head office and our registered office is located at #1820 – 925 West Georgia Street, Vancouver, BC V6C 3L2. We have one wholly owned subsidiary: Glance Pay, which we acquired through the Share Exchange Agreement.

Glance Pay, our wholly-owned subsidiary, 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 1820 – 925 West Georgia Street, Vancouver, BC V6C 3L2.

Intercorporate Relationships

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

DESCRIPTION OF THE BUSINESS

General

We combine innovative technology with creative marketing strategies along with a powerful marketing network. We have completed development of the initial version of our Platform and our first app, the Glance Pay App, which is targeted and developed specifically for restaurants, has been approved by Apple for release on Apple’s App Store. The Glance Pay App is our first app that utilizes our Platform. The Glance Pay App provides not only a mobile payment processing function, but also marketing and accounting functions including a rewards program and special offer promotions. We have begun to market the Glance Pay App directly to restaurants in Vancouver, British Columbia, and to sign up restaurants to use the Glance Pay App once it is launched. We have entered into agreements with 38 restaurants in Vancouver to offer the Glance Pay App and we intend to launch the Glance Pay App with an initial group of 25 - 50 restaurants in Vancouver in the spring or summer of 2016.

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. Our main product, the Glance Pay App, was developed 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 intend to develop additional apps in the future which are customized 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.

Platform Features and Functionality

Our Platform has the following features:

Glance Accounting:

Our Platform's accounting capabilities are designed to make record keeping, tax compliance and analysis simple for both merchants and users.

Glance Security:

We have engineered our Platform with security in mind at all times. Our Platform has been built 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. By allowing users to store all of their payment information in one secure location, our Platform decreases the risk of fraud to consumers because when customers use the Glance Pay App they do not need to use their physical payment card to process a transaction and thereby the risk of being subject to a security breach of the merchant's payment machines and mishandling of card information through human contact is decreased.

The Glance Pay App

Our first vertical specific payment app is the Glance Pay App, which is a technology and marketing solution customized specifically for restaurants with a primary function of allowing customers to pay their restaurant bill using only their mobile device. The bill scanning function of the Glance Pay App 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 which restaurant the user is at, automatically calculates the gratuity, and processes the payment via credit card. The user may choose to adjust the calculated

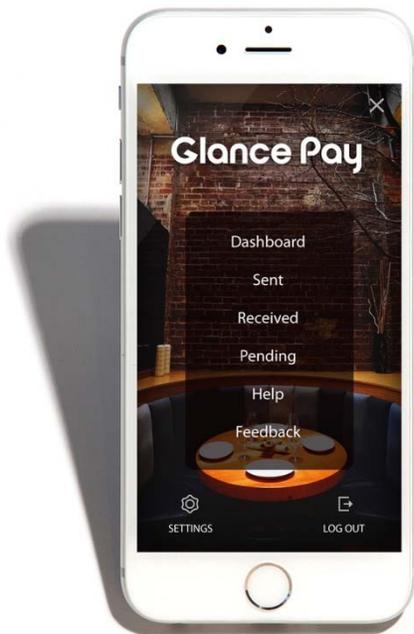
gratuity amount and as an alternative to paying the entire bill, may choose to split the bill among a group or may enter a select portion of the bill to pay.

Very little integration of the Glance Pay App into restaurants is required other than staff training. The restaurant is provided with a restaurant management app, which allows servers to confirm payment receipts and allows servers to cash out at the end of each shift by the use of summary views. The current active solution for restaurants to view recent transactions is on either a tablet, mobile smartphone device for staff, or a standalone app that can be used on an Internet-activated device. All key payment details will be available to restaurants 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 restaurant, such as table number, server name and server identification. The restaurant's finance team will be given 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:



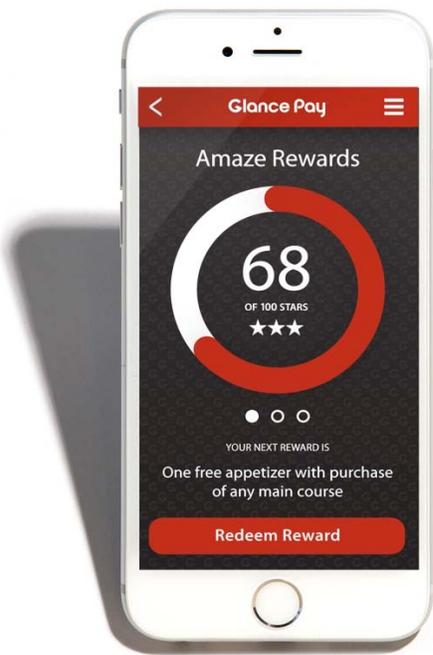
Examples of other current screens of the Glance Pay App are as follows; however, we are in the process of rebranding and as such, the following graphics may change:



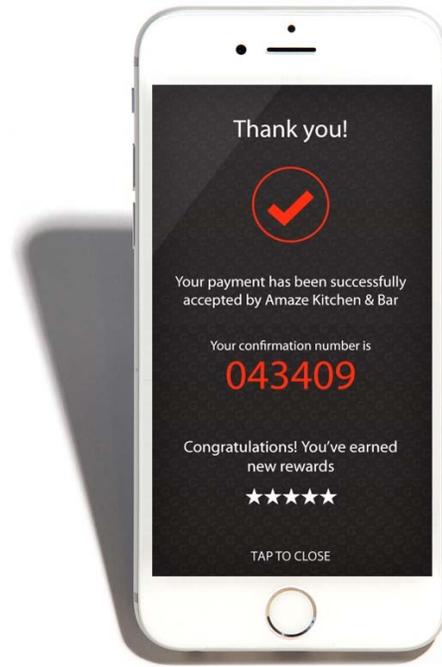
Home Page



Payment Screen



Example of Rewards



Confirmation of Payment

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 restaurant 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 restaurants 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 restaurants which offer the Glance Pay App.

Revenue Model

We intend to create revenue in two ways: by monetizing our apps with additional features and options and by charging transaction-based fees and/or convenience fees to either merchants, users, or both (with fees payable either as a percentage of the transaction or as a fixed fee per transaction, or both). Our management has had success with convenience fees for similar apps in other vertical markets, such as the parking industry. Additionally, we intend to charge fees to merchants for advanced options such as loyalty programs, special event promotion and specialized accounting reports.

Technology and Development

The first version of our Platform and the Glance Pay App have been developed to meet our minimum viable product standard, and we have received approval from the Apple App Store to launch the Glance Pay App to the public. However, 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 development of our Platform, and we

intend to utilize their expertise to continue developing and upgrading our Platform and the Glance Pay App. We have allotted \$180,000 over the next 12 months towards programming and development costs for our technology, which consist of consulting fees for our programmers.

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. See “*Background of Management and Directors*” for more information.

The Market for Mobile Payments

The mobile payment sector is growing rapidly. In 2014, global mobile payments totaled US\$392 billion, and are expected to reach US\$2,849 billion by 2020, growing with a compound annual growth rate of 39.2%¹. According to statistics from Canada’s Payments Association, electronic payments (including debt, credit, electronic fund transfers and online transfers) accounted for approximately 58% of total payment volume in Canada in 2014².

A new and significant entry into the payments market is Apple Pay. Apple Pay is intended to be more secure than traditional credit and debit card payments and is yet another technology that merchants will need to support in order to offer a full payment solution. In the U.S. alone, 190,500,000 people use smartphones³. Given Apple’s large user base⁴ (especially among wealthier consumers), Apple Pay has the potential to be very disruptive.

Apple Pay launched in the U.S. in 2014 and in the United Kingdom in July 2015. It then launched in Canada in November 2015. As of the date of this Prospectus, Apple Pay is available to people in Canada with American Express, Visa, Mastercard or debit cards issued by the major Canadian banks, and who are using iPhone 6, 6S or SE models, certain models of the iPad, or the Apple Watch. Google has recently announced a service similar to Apple Pay called Android Pay. We are also evaluating Android Pay as a possible platform addition, although Android Pay is currently only available in the U.S. Android Pay launched in the U.S. in September 2015 and can be used through Android devices with near-field communication technology and KitKat 4.4+ operating system. Android Pay will support credit and debit cards from American Express, Discover, MasterCard and Visa.

The development work on the Glance Pay App to date has focused on Apple iPhones. While worldwide, Android-based operating systems exceed Apple’s iOS, according to market research by Media Technology Monitor released in 2014, 42% of Canadian smartphone users own an iPhone. In the U.S., Apple holds a 42% market share as of August 2014 compared to Android’s 52% market share⁵, and

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>.

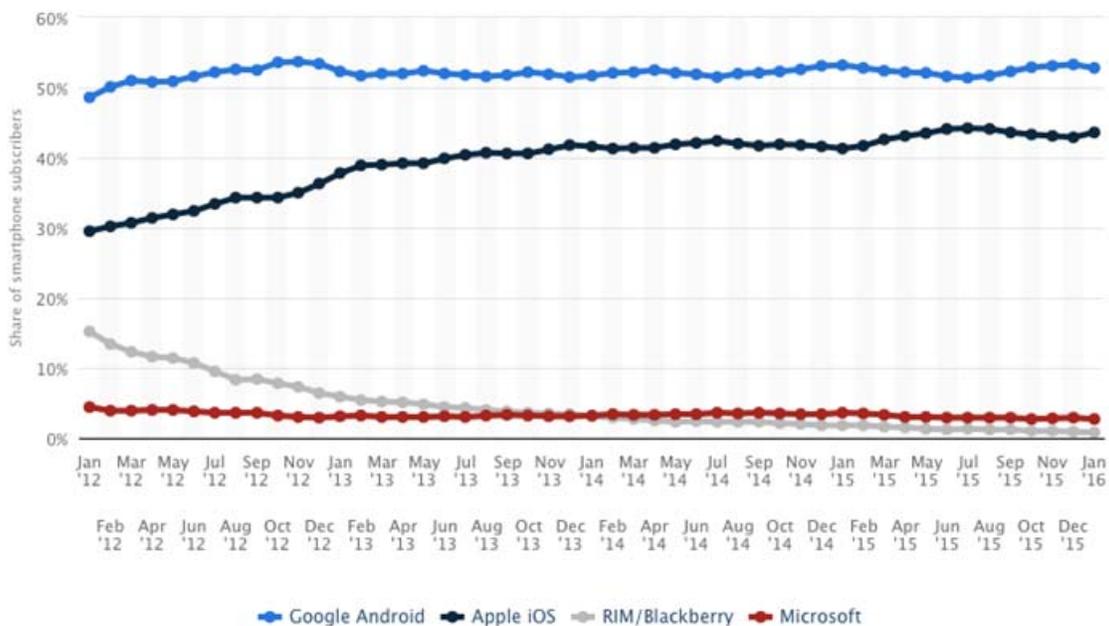
² Canadian Payments Association, “Canadian Payment Methods and Trends: 2015”, online at www.cdnpay.ca.

³ eMarketer, “Worldwide Internet and Mobile Users 2015”, page 17.

⁴ According to a June 27, 2015 report by Consumer Intelligence Research Partners, LLC, Chicago, IL, at the end of June 2015 there were 97 million iPhones in use in the United States alone.

⁵ Statista, “Subscriber share held by smartphone operating systems in the United States from January 2012 to January 2016”, online at: www.statista.com

globally in the first quarter of 2015, revenue generated through the Apple App Store was about 70% higher than on the Google Play store.⁶



According to data from Statista, in 2015 global mobile app revenues amounted to US\$41.1 billion. In 2020, global consumers are projected to spend over US\$101 billion on mobile apps via app stores. Apple reported in 2015 that its App Store surpassed 100 billion app downloads and that Apple has paid out more than US\$30 billion to app developers.⁷

The Market for Restaurants

The restaurant industry 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 8,000,000 restaurants in the world and some 300,000 restaurant companies, and in 2015, the global restaurant industry was forecast to reach a value of \$2.1 trillion.⁸ 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.⁹

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

⁶ App Annie, “Market Q1 2015”, online at: www.blog.appannie.com.

⁷ The Verge, “Apple’s app store has surpassed 100 billion downloads”, June 8, 2015, online at <http://www.theverge.com/2015/6/8/8739611/apple-wwdc-2015-stats-update>.

⁸ Companies and Markets.com, “Global Restaurant Industry”, online at: www.companiesandmarkets.com.

⁹ *Ibid.*

by 4.0% to \$74.1 billion in 2015. In 2014, commercial foodservices 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 foodservices 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 foodservices sales and 70.5% of total foodservice sales.¹⁰

Provincially, British Columbia, where we are launching the Glance Pay App, has the second-highest per capita commercial foodservices sales in the country¹¹, and is projected to lead the way in restaurant industry growth in 2016 with projected growth of 4.3%¹². According to the 2015 Canadian Chain Restaurant Industry Review, commercial foodservice sales in British Columbia have grown every year since 2008 except for 2011.

	Canada	Newfoundland and Labrador	Prince Edward Island	Nova Scotia	New Brunswick	Quebec	Ontario	Manitoba	Saskatchewan	Alberta	British Columbia
Revenues (thousands)											
2008	\$46,795,255	\$565,006	\$176,233	\$1,210,275	\$891,334	\$9,304,854	\$17,593,324	\$1,290,495	\$1,287,297	\$6,618,399	\$7,709,844
2009	\$47,096,429	\$588,886	\$175,136	\$1,209,506	\$938,700	\$9,385,175	\$17,631,848	\$1,338,637	\$1,356,991	\$6,526,605	\$7,795,980
2010	\$48,616,283	\$644,086	\$184,145	\$1,252,019	\$968,838	\$9,715,759	\$18,381,418	\$1,369,856	\$1,428,570	\$6,665,414	\$7,846,102
2011	\$50,023,975	\$679,708	\$187,481	\$1,275,087	\$962,206	\$9,906,542	\$19,159,000	\$1,440,093	\$1,506,167	\$7,082,169	\$7,662,998
2012	\$52,445,642	\$736,529	\$192,728	\$1,323,794	\$973,567	\$10,326,476	\$20,104,382	\$1,523,914	\$1,620,784	\$7,662,228	\$7,819,284
2013	\$54,771,603	\$806,715	\$199,626	\$1,327,662	\$972,541	\$10,525,899	\$20,962,919	\$1,600,487	\$1,715,724	\$8,218,707	\$8,272,371
2014-p	\$57,464,241	\$822,849	\$203,219	\$1,371,475	\$1,000,745	\$10,504,847	\$22,199,731	\$1,686,913	\$1,806,657	\$8,810,454	\$8,892,799
2015-f	\$59,762,178	\$849,180	\$209,316	\$1,437,306	\$1,023,762	\$10,851,507	\$23,132,120	\$1,761,137	\$1,884,344	\$9,250,977	\$9,239,618
Percent Change vs Previous Year											
2008	4.8%	6.1%	3.2%	8.6%	5.3%	6.1%	5.7%	5.4%	10.2%	3.3%	1.3%
2009	0.6%	4.2%	-0.6%	-0.1%	5.3%	0.9%	0.2%	3.7%	5.4%	-1.4%	1.1%
2010	3.2%	9.4%	5.1%	3.5%	3.2%	3.5%	4.3%	2.3%	5.3%	2.1%	0.6%
2011	2.9%	5.5%	1.8%	1.8%	-0.7%	2.0%	4.2%	5.1%	5.4%	6.3%	-2.3%
2012	4.8%	8.4%	2.8%	3.8%	1.2%	4.2%	4.9%	5.8%	7.6%	8.2%	2.0%
2013	4.4%	9.5%	3.6%	0.3%	-0.1%	1.9%	4.3%	5.0%	5.9%	7.3%	5.8%
2014-p	4.9%	2.0%	1.8%	3.3%	2.9%	-0.2%	5.9%	5.4%	5.3%	7.2%	7.5%
2015-f	4.0%	3.2%	3.0%	4.8%	2.3%	3.3%	4.2%	4.4%	4.3%	5.0%	3.9%

Source: Restaurants Canada, Statistics Canada, fsSTRATEGY Inc.

Marketing and Sales Plan

We plan 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 are in the process of building our marketing and sales team, which currently consists of the CEO, the COO, the CMO, the marketing manager and three marketing representatives.

¹⁰ 2015 Canadian Chain Restaurant Industry Review, GE Capital Franchise Finance.

¹¹ Ibid.

¹² Restaurant Industry to Mark 25 Years of Growth in 2016, Restaurants Canada, online at www.restaurantscanada.org.

Marketing Representatives

Our marketing representatives are paid principally by commission for each new restaurant that signs up to the Glance Pay App, and we have allocated \$25,000 over the next year to commissions for our marketing representatives. Our marketing representatives will continue to work with us after the initial push to sign up restaurants to the Glance Pay App as our ongoing representatives for those restaurants that they sign up, and although we will not offer ongoing royalties, when we are ready to sell new features of the Glance Pay App the marketing representatives will receive ongoing commissions. Our marketing and sales team is tasked with the goal of setting up meetings each week with restaurants. To date, 38 restaurants have entered into agreements to use the Glance Pay App.

Setting Up Glance Restaurants for Success

Before we fully launch the Glance Pay App, we will focus on implementing Glance Pay in our first group of restaurants and disseminating marketing materials to ensure that customers are aware that each restaurant offers Glance Pay. Once our first group of restaurants is ready to launch, we will make the Glance Pay App available for download. To achieve our implementation objectives and facilitate the launch of the Glance Pay App in our first group of restaurants, we have allocated the following funds: \$20,000 towards training staff at each restaurant prior to launching the Glance Pay App; \$10,000 towards providing marketing materials to each restaurant, including bill inserts and cheque presenters advertising the Glance Pay App; \$20,000 towards providing transactional hardware to restaurants so that they can track payments on the Glance Pay App as they occur; between \$5,500 and \$6,000 to hosting launch parties in an initial group of restaurants; \$5,000 towards conducting social media and other marketing; \$10,000 towards marketing efforts to sign up our first 1,000 users; between \$77,000 and \$115,000 towards marketing efforts to sign up our next 99,000 users if we raise at least the full Offering; and between \$73,000 and \$85,000 towards hiring customer services representatives to assist our users.

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 which we do not offer. As online and offline commerce are increasingly converging, 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. 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. There can be no assurance that our patent application will be granted, and it often takes a number of years before a patent 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 or developed to date.

Asset Purchase Agreement dated November 15, 2014

Pursuant to an 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 “*Management’s Discussion and Analysis*” 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 Prospectus, no app architecture has been created 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 an 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 “*Management’s Discussion and Analysis*” 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); and
- all associated intellectual property.
- 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 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 sign-up 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 dated March 15, 2015

Pursuant to an asset purchase agreement dated March 15, 2015 between 1030051 B.C. Ltd., a company beneficially owned by Moe Afilal, and Glance Pay, for consideration of 1,500,000 Glance Pay Shares at a deemed price of \$0.02 per share (please see "*Management's Discussion and Analysis*" for more information), 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.

Reorganizations

On August 28, 2015, we acquired Glance Pay by virtue of the Share Exchange Agreement, whereby we acquired all of the issued and outstanding shares of Glance Pay for consideration of 31,500,000 Shares issued at a deemed value of \$0.02 per Share for total consideration with a deemed dollar value of \$630,000. Glance Pay was controlled by Desmond Griffin, our CEO, President and a director, and Penny Green, our COO and a director. 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.

History

The following is a timeline of key events in our history:

Chronology of Significant Events and Milestones

We and our wholly-owned subsidiary, Glance Pay Inc., were incorporated with the mission to enhance the payment process for both merchants and customers in online and 'brick-and-mortar' environments.

Date	Details
October 24, 2014	<ul style="list-style-type: none"> • incorporated the Company and appointed Penny Green as a director
November 1, 2014	<ul style="list-style-type: none"> • entered into services agreement with Delmont
November 15, 2014	<ul style="list-style-type: none"> • completed asset purchase agreement with Penny Green, a director and officer of the Company • Ms. Green assigned her interest in 10 mobile apps under development to Glance Pay for 2,980,000 common shares of Glance Pay
January 5, 2015	<ul style="list-style-type: none"> • completed asset purchase agreement by purchasing intellectual property from Desmond Griffin and Penny Green

Date	Details
	<ul style="list-style-type: none"> Griffin and Green assigned their interest in the development of our Platform and the Glance Pay App and other assets for 27,000,000 common shares of Glance Pay
January 6, 2015	<ul style="list-style-type: none"> entered into services agreement with Zoink
February 20, 2015	<ul style="list-style-type: none"> appointed Desmond Griffin as a director, President and CEO of Glance Pay
February 2015	<ul style="list-style-type: none"> built out the management functions of the Glance Pay App prepared logos and investor relations material
March 15, 2015	<ul style="list-style-type: none"> completed asset purchase agreement with 1030051 B.C. Ltd. whereby Glance Pay acquired various intellectual property including software apps that may be used as a payment processor and digital wallet for 1,500,000 shares in Glance Pay
March 2015	<ul style="list-style-type: none"> completed the screen prototypes for the Glance Pay App
April 10, 2015	<ul style="list-style-type: none"> registered domain name with GoDaddy, an internet domain registrar and web hosting company
April 2015	<ul style="list-style-type: none"> conducted usability and feasibility testing to determine how to improve the functions of the Glance Pay App
May 2015	<ul style="list-style-type: none"> conducted Global Positioning System testing and feasibility review
June 2015	<ul style="list-style-type: none"> designed, developed and programmed optical character recognition software to allow the Glance Pay App to recognize receipts
June 2015	<ul style="list-style-type: none"> entered into a lease for office space
July 2015	<ul style="list-style-type: none"> designed and developed secure communications between computer servers and the Glance Pay App
August 2015	<ul style="list-style-type: none"> built rewards functionality to encourage repeat usage of Restaurant App developed, designed and programmed user interface for payments on the Glance Pay App created marketing material to distribute to restaurants
August 2015	<ul style="list-style-type: none"> began using Stripe, Inc. as a payment processor and built Stripe, Inc. into the Glance Pay App
August 2015	<ul style="list-style-type: none"> designed and developed screens for the Glance Pay App for account management and transaction history
August 28, 2015	<ul style="list-style-type: none"> closed the Share Exchange Agreement whereby we acquired 100% of the issued and outstanding shares of Glance Pay in exchange for an equal number of Shares
August 31, 2015	<ul style="list-style-type: none"> completed private placement of 4,941,666 units at \$0.15 per unit for proceeds of \$741,250
October 21, 2015	<ul style="list-style-type: none"> commenced using DigitalOcean, a cloud hosting provider built for developers
October 2015	<ul style="list-style-type: none"> developed the Glance Pay App to production-quality for high loads of usage received feedback from restaurants and designed and developed a 'Call your Server' button in the Glance Pay App
October 2015	<ul style="list-style-type: none"> commenced search for a CFO, in addition to a search for consultants to provide social media and corporate development services contacted restaurants and set up meetings to find restaurants to participate in beta launch of the Glance Pay App
October 28, 2015	<ul style="list-style-type: none"> amended services agreement with Delmont
October 29, 2015	<ul style="list-style-type: none"> appointed Desmond Griffin as a director of the Company appointed Kirk Herrington as an independent director of the Company

Date	Details
November 1, 2015	<ul style="list-style-type: none"> appointed Desmond Griffin as the President and CEO
November 2015	<ul style="list-style-type: none"> started searching for initial restaurant participants entered into Restaurant Participation Agreement with Restaurant 1, Vancouver, BC commenced the Special Warrant Private Placement
November 27, 2015	<ul style="list-style-type: none"> appointed Bernie Zacharias as the CFO
December 1, 2015	<ul style="list-style-type: none"> entered into agreement with Avisar, whereby Avisar will provide business advisory services relating to accounting and financial reporting services to us and will also provide CFO services including its appointee acting as CFO amended services agreement with Zoink
December 2015	<ul style="list-style-type: none"> began identifying and meeting with potential strategic partners for the Glance Pay App
January 2016	<ul style="list-style-type: none"> started interviewing potential marketing representatives to sign up restaurants for the Glance Pay App
February 1, 2016	<ul style="list-style-type: none"> amended services agreement with Zoink amended management agreement with Desmond Griffin entered into engagement letter for an IPO with Leede Jones Gable Inc.
February 6, 2016	<ul style="list-style-type: none"> completed development of the first version of the Platform
February 7, 2016	<ul style="list-style-type: none"> appointed Penny Green as Chief Operating Officer and amended management agreement with Penny Green
February 8, 2016	<ul style="list-style-type: none"> posted ads for sales and marketing agents
February 11, 2016	<ul style="list-style-type: none"> engaged a marketing manager and further developed sales and marketing plan
February 15, 2016	<ul style="list-style-type: none"> started design of social media marketing ads for the Glance Pay App
February 17, 2016	<ul style="list-style-type: none"> engaged and began training 3 marketing representatives
February 18, 2016	<ul style="list-style-type: none"> completed first version of the Glance Pay App and began testing of the app prior to submission to the Apple store
February 29, 2016	<ul style="list-style-type: none"> entered into Restaurant Participation Agreement with Restaurant 2 in Vancouver, BC
March 15, 2016	<ul style="list-style-type: none"> amended management agreement with Desmond Griffin amended management agreement with Penny Green amended services agreement with Delmont
March 2016	<ul style="list-style-type: none"> entered into Restaurant Participation Agreements with restaurants 3-25, all in Vancouver, BC
April 2016	<ul style="list-style-type: none"> engaged Peter Haggarty as our Chief Marketing Officer and engaged ROMD Marketing and Design Inc. to provide us with marketing and design services
April 2016	<ul style="list-style-type: none"> submitted the Glance Pay App for approval by the Apple App Store and received approval to release the Glance Pay App to the Apple App Store for public use
April 2016	<ul style="list-style-type: none"> entered into Restaurant Participation Agreements with restaurants 26-36, all in Vancouver, BC
April 2016	<ul style="list-style-type: none"> entered into an agreement with Moneris Solutions Corporation for payment processing services.
May 12, 2016	<ul style="list-style-type: none"> held our first annual general meeting appointed James Topham to our Board
May 2016	<ul style="list-style-type: none"> completed rebranding of the Glance Pay App and updating of our logo

USE OF PROCEEDS

Available Funds

Upon the completion of the Offering, we estimate we will have the following funds available:

Source of Funds	Amount if Minimum Offering is Raised (\$)	Amount if Maximum Offering is Raised (\$)	Amount if Over- Allotment Offering Option is exercised in full (\$)
Gross Proceeds of Offering	540,000	690,000	793,500
Less: Agent's Commission	(43,200)	(55,200)	(63,480)
Remaining Offering Costs	(47,500)	(47,500)	(47,500)
Net Proceeds of Offering	449,300	587,300	682,520
Approximate Working Capital as of April 30, 2016	254,245	254,245	254,245
Total Funds Available	703,545	841,545	936,765

We have also received proceeds from the Special Warrant Private Placement, as follows: on February 4, 2016, we closed the first tranche of the Special Warrant Private Placement for total net cash proceeds of \$43,000; on March 31, 2016, we closed the second tranche of the Special Warrant Private Placement for total net proceeds of \$26,050, \$10,000 of which was a repayment of debt and \$16,050 of which was paid pursuant to consulting, management, or services agreements; on April 30, 2016 we closed the third tranche of the Special Warrant Private Placement for total net proceeds of \$56,675, \$41,675 of which was paid pursuant to consulting, management or services agreements and \$15,000 of which was paid pursuant to private placements; on May 20, 2016 we closed the fourth tranche of the Special Warrant Private Placement for total net cash proceeds of \$20,000; and on May 31, 2016, we closed the fifth tranche of the Special Warrant Private Placement for total value of \$41,675, all of which was paid as compensation for past services. As of the date of this Prospectus, we have spent the total cash component of the net proceeds of the Special Warrant Private Placement on accounting and legal costs relating to our audit and interim financial statements, preparation of this Prospectus and listing on the Exchange, and legal costs relating to normal business operations.

Total Funds Available, Breakdown of Funds and Principal Purposes for Which Funds Will be Used

Our total anticipated operating expenses and capital expenditures over the next 12 months if we raise the Minimum amount, Maximum amount and the Over-Allotment are as follows:

Expense	Minimum Amount (\$)	Maximum Amount (\$)	Over-Allotment (\$)
Management fees	124,200	124,200	124,200
Programming and product development	198,000	228,000	228,000
Investor relations	36,000	36,000	36,000
Marketing representatives ⁽¹⁾	25,000	25,000	25,000
Marketing Consultant ⁽²⁾	16,200	16,200	16,200
Social media and other marketing	5,000	5,000	5,000
Equipment for employees and consultants	10,000	10,000	10,000

Transactional hardware for restaurants	20,000	20,000	20,000
Marketing materials for restaurants	10,000	10,000	10,000
Training for restaurants	20,000	20,000	20,000
Marketing of the Glance Pay App to new users	10,000	77,000	115,000
Setting up U.S. subsidiary	0	10,000	10,000
Customer service representatives	73,000	85,000	85,000
Host restaurant launch parties	5,500	6,000	6,000
Accounting and Auditor	41,000	41,000	41,000
Banking Fees	12,000	12,000	12,000
Legal	62,000	62,000	62,000
Miscellaneous	1,125	1,745	58,965
GENERAL AND ADMINSTRATIVE EXPENSES	34,520	52,400	52,400
Total:	703,545	841,545	936,765

(1) Marketing representatives are tasked with signing up additional restaurants to use the Glance Pay App.

(2) \$5,400 of which will be allocated towards developing the Glance Pay brand.

We also issue stock-based compensation, and as it does not require cash payment, we have not included it in the table above. We issue stock-based compensation to our CEO, COO, CMO, in-house counsel, accountants and other consultants. See “*Executive Compensation – Employment Consulting and Management Agreements*” for more information.

If we raise more than the Minimum Amount, we will use the additional proceeds for general working capital purposes. Not included in the table above are expenses which we intend to pay for with Shares, as we will not be using any of our working capital to pay these expenses. We have contracts in place which allow us to pay certain consultants and officers monthly with our stock. See our MD&A on page 30 for more information.

BUSINESS OBJECTIVES AND MILESTONES

If we raise the Minimum Amount, we expect to accomplish the following business objectives using our total funds available:

	Business Objective	Milestones	Estimated Time Period	Allocation of Available Funds Amount if Minimum Offering is Raised (\$)	Allocation of Available Funds if Maximum Offering is Raised (\$)	Allocation of Available Funds if Over-Allotment Option is exercised in full (\$)
1.	Continue software development of the Glance Pay App	Complete rebranding of Glance Pay App	1 week	3,500	3,500	3,500
		Complete back office functionality of Glance Pay App for launch	2 weeks	7,000	7,000	7,000

	Business Objective	Milestones	Estimated Time Period	Allocation of Available Funds Amount if Minimum Offering is Raised (\$)	Allocation of Available Funds if Maximum Offering is Raised (\$)	Allocation of Available Funds if Over-Allotment Option is exercised in full (\$)
		Hire new programmer	1 month	48,000	48,000	48,000
		Develop version 2 of the Glance Pay App with additional features	5 months	70,000	70,000	70,000
		Complete Android version of Glance Pay	6 months	45,000	45,000	45,000
		Continue developing Glance Pay App after version 2 complete	12 months	24,500	54,500	54,500
2.	Develop Glance Pay Brand	Build new website for glancepay.com	2 months	2,700	2,700	2,700
		Build new website for glance.tech	2 months	2,700	2,700	2,700
3.	Provide computers and equipment for Glance Pay employees and consultants	N/A	2 months	10,000	10,000	10,000
4.	Sign up a total of 100 restaurants to Glance Pay	Signing up additional 62 restaurants on top of current 38 restaurants	7 months	25,000	25,000	25,000
5.	Implement Glance Pay in 100 restaurants	Complete beta test launch at 1 st restaurant	1 month	0	0	0
		Training restaurant staff	7 months	20,000	20,000	20,000
		Providing marketing materials for restaurants		10,000	10,000	10,000
		Providing transactional hardware to restaurants		20,000	20,000	20,000
		Host launch parties in 10 restaurants		2 months	5,500	6,000
6.	Establish a user base for the Glance Pay App	Conduct social media and other marketing	6 months	5,000	5,000	5,000

	Business Objective	Milestones	Estimated Time Period	Allocation of Available Funds Amount if Minimum Offering is Raised (\$)	Allocation of Available Funds if Maximum Offering is Raised (\$)	Allocation of Available Funds if Over-Allotment Option is exercised in full (\$)
		Sign up first 1,000 users	1 month	10,000	10,000	10,000
		Sign up next 99,000 users	12 months	0	77,000	115,000
7.	Hire customer service representatives	N/A	1 month	73,000	85,000	85,000
8.	Set up U.S. subsidiary and bank accounts and necessary management work VISAs to prepare for expansion into U.S.	N/A	2-6 months	0	10,000	10,000
9.	Conduct investor relations activities	N/A	12 months	36,000	36,000	36,000
10.	Carry out operations for 12 months	Pay other fees not included above	12 months	285,645	294,145	351,365
	Total			703,545	841,545	936,765

We intend to launch the Glance Pay App in spring or summer 2016 in 25 - 50 restaurants, and to track our progress for at least 3 months, including the adoption rates, revenues, net revenues and results of marketing, and use these metrics to finalize our expansion plan for the U.S. and Canada. Depending on our results, we may decide that we would like to raise additional financing in order to fund our expansion. We do not yet have a commitment from anyone to provide additional financing, nor is there any assurance that we will be able to raise such additional financing at all, or on terms that are satisfactory to management.

UNALLOCATED FUNDS IN TRUST OR ESCROW

We plan to use any excess capital raised for general working capital purposes.

OTHER SOURCES OF FUNDING

We currently have no revenue or other sources of funding. We expect to begin generating revenue in the spring or summer of 2016; however, these potential revenue numbers are not included in our use of proceeds.

FINANCING BY SPECIAL WARRANTS

On February 4, 2016, we closed the first tranche of the Special Warrant Private Placement for total net cash proceeds of \$43,000. On March 31, 2016, we closed the second tranche of the Special Warrant Private Placement for total net proceeds of \$26,050, \$10,000 of which was a repayment of debt, and \$16,050 of which was paid pursuant to consulting, management, or services agreements. On April 30, 2016, we closed the third tranche of the Special Warrant Private Placement for total net proceeds of \$56,675, \$41,675 of which was paid pursuant to consulting, management or services agreements and

\$15,000 of which was paid pursuant to private placements. On May 20, 2016 we closed the fourth tranche of the Special Warrant Private Placement for total net cash proceeds of \$20,000. On May 31, 2016, we closed to fifth tranche of the Special Warrant Private Placement for total value of \$41,675, all of which was paid as compensation for past services. As of the date of this Prospectus, we have spent the total cash component of the net proceeds of the Special Warrant Private Placement on accounting and legal costs relating to our audit and interim financial statements, preparation of this Prospectus and listing on the Exchange, and legal costs relating to normal business operations.

DIVIDENDS OR DISTRIBUTIONS

DIVIDENDS OR DISTRIBUTIONS

We have not paid dividends since its incorporation. While there are no restrictions in our articles or pursuant to any agreement or understanding which could prevent us from paying dividends or distributions, we have limited cash flow and anticipate using all available cash resources to fund working capital and grow our business. As such, there are no plans to pay dividends in the foreseeable future. Any decisions to pay dividends in cash or otherwise in the future will be made by the Board of Directors on the basis of our earnings, financial requirements and other conditions existing at the time a determination is made.

MANAGEMENT'S DISCUSSION AND ANALYSIS

INTRODUCTION

The MD&A is prepared as of the date of this Prospectus and is intended to supplement our consolidated financial statements for the year ended November 30, 2015, the period from November 12, 2014 (the date of incorporation of Glance Pay) to November 30, 2014, and for the unaudited interim three month periods ended February 29, 2016 and February 28, 2015. All financial information, unless otherwise indicated, has been prepared in accordance with IFRS.

The MD&A should be read in conjunction with our financial statements and the disclosure contained in this Prospectus. The discussions of results are as of the dates stated in the applicable MD&A.

As noted elsewhere in the Prospectus, on August 28, 2015, we completed a share exchange pursuant to the Share Exchange Agreement with Glance Pay and its shareholders. Under the terms of the Share Exchange Agreement, the shareholders of Glance Pay each received one Share in exchange for one Glance Pay Share. As a result, the shareholders of Glance Pay own 67.5% of the Shares. Our board of directors and senior management were reconstituted and consist of directors and senior management of Glance Pay. Glance Pay was consequently treated for accounting purposes as the acquirer of us in the Share Exchange Agreement resulting in the application of reverse acquisition accounting. As a result, the following discussion represents the financial condition and the results of operations of Glance Pay, and should be read in conjunction with our consolidated financial statements and related notes for the year ended November 30, 2015, the period from November 12, 2014 (the date of incorporation of Glance Pay) to November 30, 2014, and the three months ended February 29, 2016 and February 28, 2015. Readers are further directed to Note 6 of our consolidated financial statements for the year ended November 30, 2015 for additional details on the accounting of the Share Exchange Agreement which resulted in the recognition of the restructuring cost of \$213,719 in our statement of operations and comprehensive loss during the year ended November 30, 2015.

RESULTS OF OPERATIONS

We are a development stage entity and have not generated revenue from operations to the date of this Prospectus.

Operations for the Year Ended November 30, 2015 and the period from November 12, 2014 (the date of incorporation of Glance Pay) to November 30, 2014

The net loss for the year ended November 30, 2015 was \$538,425 and for the period ended November 30, 2014 was \$352.

During the year ended November 30, 2015, total operating expenses amounted to \$326,733, primarily attributable to \$131,000 in consulting fees, \$103,933 in research and development cost, \$39,857 in management fees, and \$26,649 in professional fees.

Consulting fees pertain to corporate finance fees incurred to a third party for \$97,000 and fees paid to Delmont, a company controlled by Ms. Green, for approximately three and a half months of service fee at \$10,000 per month, per an agreement between us and Delmont.

We expense all research costs as they are incurred. Development costs are only capitalized if they meet the criteria set out by IFRS. These costs represent management and consultant's time spent on further development of the Glance Pay App. We had an agreement with Zoink for a management fee of \$8,000 per month, effective January 2015. A total of \$7,000 of this monthly amount was charged by Zoink for software development activities. The remainder of the development fees were paid pursuant to an agreement between Glance Pay and 1030051 B.C. Ltd, for assisting Mr. Griffin with software development activities.

Management fees pertain to \$11,000 of the allocation of the fees paid to Zoink for Mr. Griffin's fee from January 2015 to November 2015 and \$28,857 of fees paid to Ms. Green for her services for approximately 6 months at \$5,000 per month. Professional fees of \$26,649 represent accounting, audit and legal fees incurred by us.

The remaining operating costs principally related to the payment of rent of \$8,860 for use of an office space and \$9,769 in other office costs, which include the expensing of GST paid on vendor invoices and bank charges incurred. We are now a GST registrant and expect to recover all such future payments from the Canada Revenue Agency. We also recognized \$5,197 in fair value of incentive stock options granted to certain of our directors and officers, as share-based payments.

Included within other income and expenses during the year ended November 30, 2015, were a gain on forgiveness of the amount owing to Ms. Green of \$2,027 and the recognition of restructuring costs of \$213,719. This amount was calculated as the difference between the fair value of the deemed shares issued by Glance Pay in accordance with the IFRS guidance on reverse acquisition accounting and the net assets of the Company acquired by Glance Pay pursuant to the Share Exchange Agreement.

Operations for the three months ended February 29, 2016 (the Current Quarter) compared to three months ended February 28, 2015 (the Comparative Quarter)

The net loss during the three months ended February 29, 2016 was \$125,838 compared to \$16,000 during the three months ended February 28, 2015. The increase in loss was primarily due to the fact that the Current Quarter included increased operations of the Company compared to the operations of only Glance Pay during the Comparative Quarter.

We incurred software research and development costs and management fees of \$53,481 and \$7,000, respectively, during the Current Quarter compared to \$14,000 and \$2,000, respectively, during the

Comparative Quarter as a result of amended agreements with Mr. Griffin and Zoink for a fee of \$15,000 per month compared to \$8,000 per month during the Comparative Quarter. The fees charged by Zoink were allocated between the two categories based on the relative time spent by Zoink and Mr. Griffin for such activities. Software research and development costs also included fees of \$15,000 incurred to 1030051 B.C. Ltd during the Current Quarter compared to \$nil during the Comparative Quarter.

We recognized \$23,421 in share-based payments based on the vesting schedule of incentive stock options granted during the year ended November 30, 2015 and the Current Quarter. None of the incentive stock options were granted during the Comparative Quarter. In addition, we incurred \$26,144 in accounting, audit, and legal charges and \$8,311 in consulting fees primarily related to the fees paid to a professional firm for finalization of the valuation of our intangible assets. Other costs incurred were rent payments of \$4,287 and office administration charges of \$2,787. There were no such charges incurred during the Comparative Quarter.

Selected Annual Information

The following table sets out selected annual financial information which is derived from our consolidated financial statements for the years ended November 30, 2015 and the period from November 12, 2014 (the date of incorporation of Glance Pay) to November 30, 2014.

	For the year ended November 30, 2015 (Audited) \$	For the period from November 12, 2014 to November 30, 2014 (Audited) \$
Revenue	-	-
Loss for the period	(538,425)	(352)
Loss per share – Basic and Diluted	(0.02)	(0.00)
Total Assets	1,031,335	14,900
Total Long-term Liabilities	-	-
Dividends Declared	-	-

Our non-current assets as of November 30, 2015 of \$587,746 (2014 - \$14,900) primarily represented the cost of the intellectual properties acquired by Glance Pay.

Selected Quarterly Information

The following table sets out our selected unaudited quarterly financial information and is derived from the unaudited quarterly consolidated financial statements prepared by management in accordance with International Accounting Standards (“IAS”) 34 and accounting policies consistent with IFRS.

Period	Revenue \$	Loss from Operations \$	Loss per Share \$
4 th Quarter 2014	Nil	352	0.00
1 st Quarter 2015	Nil	16,000	0.00
2 nd Quarter 2015	Nil	26,172	0.00
3 rd Quarter 2015	Nil	401,009	0.01
4 th Quarter 2015	Nil	95,244	0.01

1 st Quarter 2016	Nil	125,838	0.00
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The Share Exchange Agreement was completed in the third quarter of fiscal 2015. Prior to that, the loss incurred represented operations of Glance Pay only. During the third quarter of fiscal 2015, we incurred a restructuring cost pertaining to the Share Exchange Agreement of \$213,719 and the latter part of the third quarter and the entire fourth quarter for fiscal 2015 represented the first period with the combined operations of us and Glance Pay. During the third quarter of fiscal 2015, we also incurred \$97,000 in corporate finance fees as noted above. Our quarterly results, based on the current structure and without revenues, are expected to vary in accordance with our software development and marketing activities. As part of our compensation arrangement, we grant incentive stock options to our directors and officers which also cause variation in our results from period to period.

Please also see above for discussion comparing our quarterly results with the comparative quarter of the previous fiscal year.

LIQUIDITY

Our net working capital as at February 29, 2016 was \$323,732 compared to \$383,968 as at November 30, 2015. As at April 30, 2016, our working capital balance was \$254,245.

Up to November 30, 2015, we raised cash proceeds of \$741,250 from issuance of 4,941,666 common shares. Our expenditures primarily related to software development cost and the payment of management and consulting fees. For the year ended November 30, 2015, we expended \$307,483 for our operations and also invested \$2,846 in computer equipment. Total cash balance for us as at November 30, 2015 was \$436,421, of which \$329,600 was held in escrow. These funds have since been released from escrow and are accessible by us.

During the Current Quarter, we raised \$43,000 from Special Warrant subscriptions, of which part of the proceeds were received during the year ended November 30, 2015. Total cash expended on operating activities during the Current Quarter amounted to \$130,706 and we also invested \$1,226 in computer equipment. Total cash balance as at February 29, 2016 amounted to \$336,989.

We currently have no operations that generate cash flow and our long-term financial success is dependent on management's ability to discover viable markets and use for our intellectual properties. In order to finance our software development and to cover administrative and overhead expenses, we primarily raise money through equity sales and from the exercise of convertible securities (share purchase options and warrants). Many factors influence our ability to raise funds, including competition, the health of the financial technology sector, investor sentiment and the overall economic outlook, our track record and the experience and caliber of our management.

With working capital of \$254,245 on April 30, 2016, we believe we have sufficient funds to conduct basic administrative, business development and marketing activities over the next twelve months. Actual funding requirements may vary from those planned due to a number of factors. Through the Prospectus, we intend to raise approximately \$540,000 to \$690,000 in the near term and expect that we will be able to raise equity capital as required in the long term but recognize there will be risks involved that may be beyond our control.

OFF-BALANCE SHEET ARRANGEMENTS.

We have no significant off-balance sheet arrangements. Please refer to the related party transaction descriptions below for certain agreements with related parties for accrual of fees upon us reaching specific milestones.

TRANSACTIONS WITH RELATED PARTIES

Compensation of key management personnel:

Key management personnel include persons having the authority and responsibility for planning, directing, and controlling our activities as a whole.

During the year ended November 30, 2015, we granted 550,000 stock options (period from November 12, 2014 to November 30, 2014 – Nil) to our directors and officers. Total compensation expense of \$5,197, based on vesting of these stock options, was recognized as share-based payments in our statement of operations and comprehensive loss.

During the Current Quarter, we granted 200,000 stock options to our CFO and amended the exercise price of certain stock options granted to our officers during the year ended November 30, 2015. Total related compensation expense recognized as share based payments during the Current Quarter amounted to \$22,318.

Transaction with other related parties:

Certain of our directors and officers render services to us as sole proprietors or through companies in which they are an officer, director, or partner.

The following companies are related parties through association of our directors and officers:

Related parties	Relation	Nature of transactions
Zoink Technologies Inc.	Desmond Griffin, President and CEO, was a 50% shareholder until January 21, 2016, and the sole shareholder of Zoink is now Mr. Griffin's wife.	Software development and management fees
Delmont Holdings Ltd.	Penny Green, Director, is the sole shareholder	Office space, computers and equipment for office space, administrative support services, accounting services and business administrative services fees
Avisar Chartered Professional Accountants	Bernie Zacharias, CFO, is a principal	Financial reporting and compliance

We incurred the following fees with these related parties during the year ended November 30, 2015:

- a) During the year ended November 30, 2015, we incurred management fees of \$28,857 (2014 - \$nil) and consulting fees of \$34,000 (2014 - \$nil) to Ms. Green and Delmont. An amount owing to Ms. Green of \$2,027 by us was forgiven by Ms. Green.
- b) During the year ended November 30, 2015, we incurred software research and development costs of \$77,000 (2014 - \$nil) and management fees of \$11,000 (2014 - \$nil) to Zoink. As at November 30, 2015, we owed \$17,808 to Mr. Griffin and Zoink.

- c) During the year ended November 30, 2015, we incurred professional fees of \$15,900 (2014 - \$nil) to Avisar. The entire amount was owed to Avisar as at November 30, 2015.

We incurred the following fees with these related parties during the three months ended February 29, 2016:

- a) During the three months ended February 29, 2016, we incurred software research and development costs of \$35,500 (February 28, 2015 - \$14,000) and management fees of \$4,500 (February 28, 2015 - \$2,000) to Zoink. During the three months ended February 29, 2016, we also incurred software research and development costs of \$2,500 (February 28, 2015 - \$nil) and management fees of \$2,500 (February 28, 2015 - \$nil) directly to Mr. Griffin. As at February 29, 2016, we owed \$11,009 (November 30, 2015 - \$17,808) to Mr. Griffin and Zoink. The amount due was unsecured, non-interest bearing, and due on demand.
- b) During the three months ended February 29, 2016, we incurred professional fees of \$15,100 (February 28, 2015 - \$nil) to Avisar. As at February 29, 2016, we owed \$16,833 (November 30, 2015 - \$15,900) to Avisar. In March 2016, we reached an arrangement to settle \$10,000 of the amount outstanding via the issuance of 66,666 Special Warrants. The CFO also participated in the Special Warrants financing and was issued 16,750 Special Warrants for gross proceeds of \$2,513.

We have entered into a management agreement with Ms. Green, dated February 7, 2016 whereby Ms. Green agreed to serve as our Chief Operating Officer and will get compensated by a monthly fee of \$5,000 upon us having raised a minimum of \$500,000 in new equity financing from the date of the agreement. This agreement was amended on March 15, 2016 to provide compensation to Ms. Green of \$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 Exchange.

We have also entered into a services agreement with Delmont whereby in return for consulting services, Delmont shall be compensated by a monthly fee of \$10,000 subsequent to us: a) having raised a minimum of \$500,000 in new equity financing after October 28, 2015 or b) having generated gross revenues of \$100,000 or more. This agreement was amended as of March 15, 2016, such that Delmont now provides various 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 Exchange.

On December 1, 2015, we amended our agreement with Zoink for a monthly fee of \$15,000 compared to \$8,000 previously. The agreement was further amended on February 1, 2016 to pay a monthly fee of \$10,000 to Zoink. Our total commitment remains at \$10,000 per month to Zoink.

SIGNIFICANT ACCOUNTING POLICIES, ESTIMATES AND JUDGMENTS

Upon incorporation, we adopted accounting policies consistent with the requirements of our business model. Readers are directed to Note 3 of the consolidated financial statements for the year ended November 30, 2015 for a detailed description of these policies.

The preparation of the consolidated financial statements requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements. Actual results could differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the review affects both current and future periods.

Significant assumptions relate to, but are not limited to, the following:

Going concern

The assessment of whether the going concern assumption is appropriate requires management to make judgments regarding all available information about the future, which is at least, but not limited to, 12 months from the end of the reporting period. We are aware that material uncertainties may cast significant doubt upon our ability to continue as a going concern.

Impairment of intangible assets

The carrying value of intangible assets is reviewed regularly for conditions that are indicators of impairment. This review requires significant judgment as we are a development stage company and do not have revenues that enable future cash flows to be compared to the carrying values.

Recovery of deferred income tax assets

Judgment is required in determining whether deferred income tax assets are recognized on the statement of financial position. Deferred income tax assets require management to assess the likelihood that we will generate taxable income in future periods in order to utilize recognized deferred income tax assets. Estimates of future taxable income are based on forecasted cash flows and the application of existing tax laws in Canada. Given our development stage, we have not recognized any deferred income tax assets on the statement of financial position.

Other Estimates

Other significant areas requiring the use of estimates include the estimated useful lives and recoverability of computer equipment and intangible assets, fair value of share-based compensation, and unrecognized deferred income tax assets.

RECENT ACCOUNTING PRONOUNCEMENTS ISSUED BUT NOT YET EFFECTIVE

The following new standard and amendments to standards which are applicable to us have been issued with effective dates into later fiscal years.

- a) IFRS 9 - Financial Instruments addresses the classification, measurement and recognition of financial assets and financial liabilities. The complete version of IFRS 9 was issued in July 2014. It replaces the guidance in IAS 39 that relates to the classification and measurement of financial instruments. IFRS 9 retains but simplifies the mixed measurement model and establishes three primary measurement categories for financial assets: amortized costs, fair value through Other Comprehensive Income and fair value through profit or loss ("FVTPL"). The basis of classification depends on the entity's business model and the contractual cash flow characteristics of the financial asset. Investments in equity instruments are required to be measured at FVTPL with the irrevocable option at inception to present changes in fair value in Other Comprehensive Income not recycling. There is now a new expected credit losses model that replaces the incurred loss impairment model used in IAS 39. For financial liabilities, there were no changes to classification and measurement except for the recognition of changes in own credit risk in Other Comprehensive Income, for liabilities designated at FVTPL.

IFRS 9 relaxes the requirements for hedge effectiveness by replacing the bright line hedge effectiveness tests. It requires an economic relationship between the hedged item and hedging instrument and for the hedged ratio to be the same as the one management actually use for risk management purposes. Contemporaneous documentation is still required but is different to that currently prepared under IAS 39.

The standard is effective for accounting periods beginning on or after January 1, 2018. Early adoption is permitted. We are currently evaluating the impact of this standard.

- b) IFRS 15 - Revenue from Contracts with Customers deals with revenue recognition and establishes principles of reporting useful information to users of financial statements about the nature, amount, timing, and uncertainty of revenue and cash flows arising from an entity's contracts with customers. Revenue is recognized when the customer obtains control of a good or service and thus has the ability to direct the use and obtain the benefits from the good or service. The standard replaces IAS 18 - Revenue, and IAS 11 - Construction Contracts and related interpretations. It is effective for annual periods beginning on or after January 1, 2018 and earlier application is permitted. The standard is not expected to have an impact on us in our present form. We will adopt the standard upon generating revenue if earlier than the effective date.

FINANCIAL INSTRUMENTS

- a) Fair Values

The fair value of financial instruments measured on a recurring basis includes cash and restricted cash based on level one inputs, consisting of quoted prices in active markets for identical assets.

The fair value of other financial instruments, which include amounts receivable, accounts payable and accrued liabilities, and advances payable, approximate their carrying values due to the relatively short-term maturity of these instruments.

- b) Credit Risk

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counter party default on its obligation. We minimize our credit risk associated with our cash and restricted cash balance by dealing with major financial institutions in Canada. The carrying amount of financial assets represents the maximum credit exposure.

- c) Foreign Exchange Rate and Interest Rate Risk

We are not exposed to any significant foreign exchange rate or interest rate risk.

- d) Liquidity Risk

Liquidity risk is the risk that we will encounter difficulty in meeting financial obligations due to shortage of funds. We manage liquidity risk by maintaining sufficient cash balances and adjusting our operating budget and expenditure. Liquidity requirements are managed based on expected cash flows to ensure that there is sufficient capital in order to meet short-term and other specific obligations. As at February 29, 2016, our cash balance, including restricted cash, \$336,989 (November 30, 2015 - \$436,421) to settle current liabilities of \$45,674 (November 30, 2015 - \$59,621).

CAPITAL MANAGEMENT

Our objectives when managing capital are to safeguard our ability to continue as a going concern in order to support our operations and growth strategies for the benefit of our stakeholders. As we are in the development stage, our principal source of funds is from the issuance of common shares.

In the management of capital, we include the components of equity as well as cash and restricted cash.

We manage the capital structure and make adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, we may attempt to issue new shares, acquire or dispose of assets or adjust the amount of cash and investments.

We are not subject to externally imposed capital requirements and our overall strategy with respect to capital risk management remains unchanged during the periods presented.

OUTSTANDING SECURITIES DATA

The following table provides information about the designation and number of our securities as of the date of this Prospectus:

Designation of security	Outstanding at the date of this MD&A and the Prospectus
Common shares without par value (Authorized Capital – unlimited)	46,691,666
Warrants exercisable at \$0.25 per share ⁽¹⁾	2,470,833
Options ⁽²⁾	2,690,000
Special Warrants convertible to one common share of the Company ⁽³⁾	1,249,336
Total Capitalization	53,101,835⁽⁴⁾

(1) See “Warrants” under “Description of Securities Distributed” for more information.

(2) See “Options” under “Description of Securities Distributed” and “Options to Purchase Securities” for more information.

(3) See “Special Warrants” under “Description of Securities Distributed” for more information.

(4) Assuming the exercise of all outstanding Warrants, Options and Special Warrants.

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

We expensed the following software development costs:

	For the year ended November 30, 2015 \$	For the Period from November 12, 2014 to November 30, 2014 \$
Allocation of Zoink management fees, as described above	77,000	-
Consulting fees charged by 1030051 B.C. Ltd.	26,150	-
Computer and IT expenses	783	-
	103,933	-

	For the three months ended February 29, 2016 \$	For the three months ended February 28, 2015 \$
Allocation of Zoink management fees, as described above	38,000	14,000
Consulting fees charged by 1030051 B.C. Ltd.	15,000	-
Computer and IT expenses	481	-
	53,481	14,000

None of the development costs incurred by us to date have been capitalized to intangible assets.

Additional disclosure about our operating expenses is provided in our consolidated statements of operations and comprehensive loss in our audited consolidated financial statements for the year ended November 30, 2015 and unaudited condensed interim consolidated financial statements for the three months ended February 29, 2016.

APPROVAL

Our Audit Committee has approved the disclosure contained in this MD&A.

DESCRIPTION OF THE SECURITIES DISTRIBUTED

SHARES

Our authorized capital consists of an unlimited number of Shares, of which 46,691,666 are issued and outstanding as at the date of this Prospectus as fully paid and non-assessable. We are seeking to sell and distribute up to 4,600,000 Shares underlying the Units sold through the Offering, or 5,290,000 Shares if the Over-Allotment Option is exercised in full. Holders of the Shares are entitled to vote at all meetings of the holders of our common shares and, subject to the rights of holders of any shares ranking in priority to or on a parity with the Shares, to participate ratably in any distribution of our property or assets upon liquidation or wind-up.

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.

OFFERING WARRANTS

We are seeking to sell and distribute up to 2,300,000 Offering Warrants underlying the Units sold through the Offering, or 2,645,000 Offering Warrants if the Over-Allotment Option is exercised in full. Each Offering Warrant entitles the holder to purchase one Share at a price of \$0.25 per Share for a period of 12 months from the Closing Date.

OVER-ALLOTMENT UNITS

We have granted the Over-Allotment Option to the Agent to acquire up to 690,000 additional Units, consisting of 690,000 Shares and 345,000 Offering Warrants. The Over-Allotment Units will be issued for the sole purpose of covering over-allotments from subscribers of the Offering. The Over-Allotment Option and the Shares underlying the Units and the Offering Warrants issued under the Over-Allotment Option are qualified for distribution under this Prospectus.

AGENT'S OPTIONS

Upon the completion of the Offering, we will issue up to 368,000 Agent's Options (423,200 if the Over-Allotment Option is exercised in full) entitling the Agent to purchase that number of Agent's Option Shares equal to 8% of the number of Units sold pursuant to the Offering. The Agent's Options will be exercisable at \$0.15 per Agent's Option Share for a period of 24 months from the Closing Date.

WARRANTS

The following table summarizes the common share purchase warrants outstanding in our authorized capital as of the date of this Prospectus:

Date of Issuance	Number of Warrants	Exercise Price (\$)	Expiry Date
August 31, 2015	2,470,833	0.25	August 31, 2017
TOTAL	2,470,833		

SPECIAL WARRANTS

On February 4, 2016, we closed the first tranche of the Special Warrant Private Placement and issued 286,666 Special Warrants. On March 31, 2016 we closed the second tranche of the Special Warrant Private Placement and issued 173,669 Special Warrants. On April 30, 2016 we closed the third tranche of the Special Warrant Private Placement and issued 377,837 Special Warrants. On May 20, 2016 we closed the fourth tranche of the Special Warrant Private Placement and issued 133,332 Special Warrants. On May 31, 2016 we closed the fifth tranche of the Special Warrant Private Placement and issued 277,832 Special Warrants, and as of the date of this Prospectus there are 1,249,336 Special Warrants outstanding.

We have provided to each Special Warrant holder a contractual right of rescission of the prospectus-exempt transaction under which the Special Warrant was initially acquired. The contractual right of rescission provides that if a Special Warrant holder who acquires another of our securities on exercise of the Special Warrant as provided for in this Prospectus is, or becomes, entitled under the securities legislation of a jurisdiction to the remedy of rescission because of the Prospectus or an amendment to the Prospectus containing a misrepresentation, then:

- (a) the holder is entitled to rescission of both the holder's exercise of its Special Warrant and the private placement transaction under which the Special Warrant was initially acquired,
- (b) the holder is entitled in connection with the rescission to a full refund of all consideration paid to the underwriter or issuer, as the case may be, on the acquisition of the Special Warrant, and
- (c) if the holder is a permitted assignee of the interest of the original Special Warrant subscriber, the holder is entitled to exercise the rights of rescission and refund as if the holder was the original subscriber.

Upon conversion of the Special Warrants into common shares, holders of the common shares shall be entitled to vote at all meetings of the holders of our common shares and, subject to the rights of holders of any shares ranking in priority to or on a parity with the common shares, to participate rateably in any distribution of our property or assets upon liquidation or winding-up.

OPTIONS

The Board has approved a Stock Option Plan, designed for our selected employees, officers, directors, consultants and contractors, to incentivize such individuals to contribute toward our long term goals, and

to encourage such individuals to acquire Shares as long-term investments. Our shareholders approved our Stock Option Plan at our annual general meeting on May 12, 2016. Our Stock Option Plan is administered by the Board and authorizes the issuance of stock options not to exceed a total of 10% of the number of Shares issued and outstanding from time to time. The terms of any award are determined by the Board, provided that no options may be granted at less than the fair market value of Shares as of the date of the grant. As of the date of this Prospectus, there are 2,690,000 outstanding options to purchase Shares under the Stock Option Plan. See “Options to Purchase Securities”.

CONSOLIDATED CAPITALIZATION

CONSOLIDATED CAPITALIZATION

The following table provides information about our capitalization as of the dates specified below:

Designation of security	Number authorized to be issued	Outstanding at February 29, 2016	Outstanding at the date of this Prospectus	Outstanding after giving effect to the Minimum Offering and following exercise of the Special Warrants⁽¹⁾⁽²⁾	Outstanding after giving effect to the full Offering and following the exercise of the Special Warrants⁽¹⁾⁽²⁾
Common shares without par value	Unlimited	46,691,666	46,691,666	51,541,002	52,541,002
Special Warrants ⁽¹⁾	Unlimited	286,666	1,249,336	0	0
Total Capitalization		46,978,332	47,941,002	51,541,002	52,541,002 ⁽³⁾

⁽¹⁾ Each Special Warrant is automatically convertible into one Share on the earlier of: (a) the first business day following the last day on which a receipt for a final prospectus has been issued by or on behalf of the last of the securities regulatory authorities in the Province of British Columbia and such other jurisdictions as may be determined by us that are qualifying the distribution of the Shares to be issued upon exercise of the Special Warrants; and (b) the third anniversary of the date of issuance of the Special Warrants.

⁽²⁾ Assumes exercise of all of the 1,249,336 issued and outstanding Special Warrants.

⁽³⁾ Assumes the full Offering.

The table below sets out the details of the issued and outstanding Shares and securities convertible into Shares following completion of the Offering.

	Minimum Offering⁽³⁾		Offering⁽³⁾		Over-Allotment Option ⁽¹⁾⁽³⁾	
	Number of Shares	Percentage of Total	Number of Shares	Percentage of Total	Number of Shares	Percentage of Total
Issued and outstanding Shares as of the date of this Prospectus	46,691,666	79	46,691,666	77	46,691,666	76
Shares reserved for issuance at the Closing	3,600,000	6	4,600,000	8	5,290,000	9
Shares reserved for	1,800,000	3	2,300,000	4	2,645,000	4

issuance upon exercise of Offering Warrants						
Shares reserved for issuance upon exercise of Warrants	2,470,833	4	2,470,833	4	2,470,833	4
Shares reserved for issuance upon exercise of Special Warrants	1,249,336	2	1,249,336	2	1,249,336	2
Agent's Option Shares reserved for issuance upon exercise of the Agent's Options	288,000	<1	368,000	<1	423,200	<1
Shares reserved for issuance upon exercise of incentive stock options	2,690,000	5	2,690,000	4	2,690,000	4
Total fully diluted Share capitalization after the Offering ⁽²⁾	58,789,935	100	60,369,835	100	61,460,035	100

(1) Assuming the Over-Allotment Option is exercised in full.

(2) Assuming exercise of all Agent's Options, Offering Warrants, Warrants, Special Warrants and Options.

(3) Rounded to the nearest whole number.

For further details about our issued securities, see "*Prior Sales*".

OPTIONS TO PURCHASE SECURITIES

OPTIONS TO PURCHASE SECURITIES

The Board has adopted a Stock Option Plan whereby a maximum of 10% of the issued and outstanding Shares, from time to time, may be reserved for issuance pursuant to the exercise of options. Under the terms of the Stock Option Plan, options may be granted only to: (i) our employees, officers, directors, and consultants; (ii) employees, officers, directors, and consultants of an affiliate of ours; and (iii) any other person deemed suitable by the Board to receive options to purchase Shares.

The exercise price of any option when exercised may not be less than the greater of the closing market price of the Shares on: (a) the last trading day immediately preceding the date of grant of the option; and (b) the date of grant of the option; provided however, that if the Shares are not listed on any securities exchange, the exercise price may not be less than the fair market value of the Shares as may be determined by the Board on the day immediately preceding the date of the grant of such option.

The options are non-assignable and non-transferable. Options granted under the Stock Option Plan have a maximum term of five years and can only be exercised by the optionee as long as the optionee remains an eligible optionee pursuant to the Stock Option Plan or within 90 days (or as otherwise determined by the Board) after ceasing to be an eligible optionee, or, if the optionee dies, within one year from the date of the optionee's death.

Subject to shareholder approval in certain circumstances, the Board may from time to time amend or revise the terms of the Stock Option Plan or may terminate the Stock Option Plan at any time.

The following table summarizes the allocation of the options granted by us from October 29, 2015 (date of adoption of Stock Option Plan) to the date of this Prospectus:

Optionee	Number of Options	Exercise Price (\$)	Expiry Date
Director only	450,000 ⁽¹⁾	(2)	(3)
Officers, current and former ⁽⁶⁾	1,800,000 ⁽⁴⁾	0.15	(5)
Consultants	440,000 ⁽⁶⁾	0.15	(7)

⁽¹⁾ 150,000 of which were granted on October 29, 2015 and are subject to a vesting schedule whereby 30% of options vest after 6 months from the date of grant, 30% vest after 12 months of the date of grant, and the remainder vest 24 months after the date of the grant; 50,000 of which were granted on March 17, 2016 and vested on the date of grant; and 250,000 of which were granted on May 12, 2016 and are subject to a vesting schedule whereby 30% of options vest 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.

⁽²⁾ 150,000 of which have an exercise price of \$0.10 and 300,000 of which have an exercise price of \$0.15.

⁽³⁾ 150,000 of which expire on October 29, 2020, 50,000 of which expire on March 17, 2021 and 250,000 of which expire on May 12, 2021.

⁽⁴⁾ 200,000 of which were granted on November 6, 2015 and 200,000 of which were granted on January 15, 2016 and are subject to a vesting schedule whereby 30% of options vest 6 months after the date of grant, 30% vest after 12 months of the date of grant, and the remainder vest 24 months after the date of the grant; 600,000 of which were granted on March 17, 2016 and vested on the date of grant; 400,000 of which were granted on April 15, 2016 and vested on the date of grant; and 400,000 of which were granted on April 15, 2016 and vest upon reaching certain performance-based milestones.

⁽⁵⁾ 200,000 options expire on November 6, 2020; 200,000 options expire on January 15, 2021; 600,000 options expire on March 17, 2021; and 800,000 options expire on April 15, 2021.

⁽⁶⁾ 25,000 of which were granted on February 11, 2016 and 100,000 of which were granted on March 17, 2016 and are subject to a vesting schedule whereby 30% of options vest immediately on date of grant, 30% vest after 6 months from the date of grant, and the remainder vest 12 months after the date of grant; 115,000 options were granted on March 17, 2016 and 50,000 options were granted on May 17, 2016 and vested on the date of grant; and 150,000 options were granted on April 15, 2016 and vest upon reaching a performance-based milestone.

⁽⁷⁾ 25,000 options expire on February 11, 2021; 190,000 options expire on March 17, 2021; 25,000 options expire on March 17, 2017; 150,000 options expire on April 15, 2021 and 50,000 options expire on May 17, 2018.

PRIOR SALES

PRIOR SALES

On August 28, 2015, we completed the Share Exchange Agreement with Glance Pay whereby Glance Pay became our wholly-owned subsidiary, and whereby the former shareholders of Glance Pay exchanged all of their shareholdings therein for Shares.

The table below sets out the prior sales of Shares, common shares of Glance Pay, Special Warrants and units:

Date of issuance	Type of security issued	Number of securities issued	Price per security (\$)	Value received (\$)	Type of transaction
November 12, 2014 ⁽¹⁾⁽⁷⁾	common shares	5,000	0.005	25	Shares for Debt
November 15, 2014 ⁽²⁾⁽⁷⁾	common shares	2,980,000	0.005	14,900	Asset Purchase Agreement
November 28, 2014 ⁽¹⁾	common shares	8,500,000	0.005	42,500	Issued on Reverse Acquisition ⁽¹⁰⁾
December 1, 2014 ⁽¹⁾⁽⁷⁾	common shares	15,000	0.02	300	Shares for Debt
January 5, 2015 ⁽³⁾⁽⁷⁾	common shares	27,000,000	0.02	540,000	Asset Purchase Agreement
March 15, 2015 ⁽⁴⁾⁽⁷⁾	common shares	1,500,000	0.02	30,000	Asset Purchase Agreement
July 14, 2015 ⁽¹⁾	common shares	1,750,000	0.02	35,000	Issued on Reverse Acquisition ⁽¹⁰⁾
August 31, 2015 ⁽¹⁾	units ⁽⁵⁾	4,941,666	0.15	741,250	Cash
February 4, 2016 ⁽¹⁾	Special Warrants ⁽⁶⁾	286,666	0.15	43,000	Cash and prior services
March 31, 2016	Special Warrants ⁽⁶⁾⁽⁸⁾	173,669	0.15	26,050	Prior Services
April 30, 2016	Special Warrants ⁽⁶⁾⁽⁹⁾	377,837	0.15	56,675	Prior Services and Cash
May 20, 2016 ⁽¹⁾	Special Warrants ⁽⁶⁾	133,332	0.15	20,000	Cash
May 31, 2016	Special Warrants ⁽⁶⁾	277,832	0.15	41,675	Prior Services

⁽¹⁾ Shares or Special Warrants issued pursuant to private placements.

⁽²⁾ Shares issued at a deemed price of \$0.005 per Share pursuant to an asset purchase agreement with Penny Green.

⁽³⁾ Shares issued at a deemed price of \$0.02 per Share pursuant to an asset purchase agreement with Desmond Griffin and Penny Green.

⁽⁴⁾ Shares issued at a deemed price of \$0.02 per Share pursuant to an asset purchase agreement with 1030051 B.C. Ltd.

⁽⁵⁾ Units comprised of one Share and one-half of one common share purchase warrant exercisable at a price of \$0.25 per Share for 24 months. See "Description of Securities Distributed – Warrants".

⁽⁶⁾ Each Special Warrant is convertible into one Share. See "Description of Securities Distributed – Special Warrants".

⁽⁷⁾ Initially issued in Glance Pay and exchanged for Shares on a one for one basis on August 28, 2015 pursuant to the Share Purchase Agreement.

⁽⁸⁾ Special warrants issued pursuant to consulting agreements, services agreements and a debt conversion agreement.

⁽⁹⁾ Special warrants issued pursuant to consulting agreements, services agreements and private placements.

⁽¹⁰⁾ Shares issued for cash in Glance Technologies Inc. prior to closing the Share Exchange Agreement and recorded as issued on reverse acquisition in the audited consolidated financial statements for the financial years ended November 30, 2015 and the period from November 12 (date of incorporation of Glance Pay) to November 30, 2014.

**ESCROWED SECURITIES AND
SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER**

ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER

Principals Escrowed Securities

We anticipate that we will be classified as an “emerging issuer”, as defined under NP 46-201, at the time our common shares are listed on the Exchange. 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 us 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 four years from the date on which the Shares are listed for trading on the Exchange they will not transfer or otherwise dispose of their Shares during the term of the Principals Escrow Agreement unless in accordance with the terms of the Principals Escrow Agreement, except that the following automatic timed releases will apply to such common 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
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

Assuming there are no changes to the escrowed securities initially deposited and no additional escrowed securities are deposited, the automatic timed release escrow applicable to us 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, 10% release 18 months after the Listing Date, 15% released on each of 24, 30, 36 and 42 months after the Listing Date and 18% of the escrowed securities being released 48 months after the Listing Date.

The following table sets out information on the number of Shares subject to the terms of the Principals Escrow Agreement among us, Trustco, and the following persons who are collectively referred to as the “**Principal Escrow Holders**”:

Name of Escrow Holder	Number of Escrowed Securities	Percentage of Issued and Outstanding Shares Prior to Giving Effect to the Offering ⁽¹⁾	Percentage of Issued and Outstanding Shares After Giving Effect to the Minimum Offering ⁽²⁾⁽⁶⁾	Percentage of Issued and Outstanding Shares After Giving Effect to the Offering ⁽³⁾⁽⁶⁾	Percentage of Issued and Outstanding Shares After Giving Effect to the Offering and the Over-Allotment ⁽⁴⁾⁽⁶⁾	Percentage of Issued and Outstanding Shares After Giving Effect to the Offering and the Over-Allotment and conversion of Offering Warrants, Special Warrants, Warrants and incentive options ⁽⁵⁾⁽⁶⁾
Desmond Griffin ⁽⁹⁾	16,000,000	34%	31%	30%	30%	26%
Penny Green ⁽¹⁰⁾	16,102,326 ⁽⁷⁾	34%	31%	31%	31%	26%

(1) Based on 46,691,666 issued and outstanding Shares.

(2) Based on 51,541,002 issued and outstanding Shares after giving effect to the Minimum Offering and Special Warrants.

(3) Based on 52,541,002 issued and outstanding Shares after giving effect to the Offering and Special Warrants.

(4) Based on 53,231,002 issued and outstanding Shares after giving effect to the Offering, the Over-Allotment and Special Warrants.

(5) Based on 61,460,035 issued and outstanding Shares after giving effect to the Offering and the Over-Allotment and conversion of all of the Agent's Options, Offering Warrants, Special Warrants, Warrants and incentive stock options.

(6) All percentages are rounded to the nearest whole number.

(7) 11,052,326 of which are held directly by Ms. Green, and 5,050,000 of which are held by a family trust of which Ms. Green is a trustee.

(8) Escrowed Shares deposited with the Transfer Agent.

(9) Desmond Griffin is one of our directors and officers.

(10) Penny Green is one of our directors and officers.

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"), as follows:

Designation of Class	Number of Restricted Shares	Percentage of Class ⁽¹⁾
Common	7,722,674 Shares	17% ⁽²⁾

(1) Based on 46,691,666 issued and outstanding Shares.

(2) Percentage rounded to the nearest whole number.

Pursuant to the terms of the Non-Principals Escrow Agreements, each of the shareholders has agreed that until 36 months from the date on which the Shares are listed for trading on the Exchange they will not transfer or otherwise dispose of their Shares during the term of their Non-Principals Escrow Agreement unless in accordance with the terms of the Non-Principals Escrow Agreements, except that the following automatic timed releases will apply to such common shares:

Date of Automatic Timed Release	Amount of Escrowed Securities Released
On the Listing Date	2% of the escrowed securities

Date of Automatic Timed Release	Amount of Escrowed Securities Released
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 applicable to us 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 1820, 925 West Georgia Street, Vancouver, BC V6C 3L2.

Securities Subject to Contractual Restriction on Transfer

As of the date of this Prospectus, we have entered into one contractual agreement other than the Non-Principal Escrow Agreements to restrict resale of the Shares, as follows:

Designation of Class	Number of Restricted Shares	Percentage of Class ⁽¹⁾
Common	1,500,000 Shares	3% ⁽²⁾

⁽¹⁾ Based on 46,691,666 issued and outstanding Shares.

⁽²⁾ Percentage rounded to the nearest whole number.

All of the Shares subject to the agreement are restricted subject to the following terms: until 36 months from the date on which the agreement was signed their holder will not transfer or otherwise dispose of the Shares unless in accordance with the terms of the agreement, except that the following automatic timed releases will apply to such Shares:

Release Date	Proportion of Released Shares
On the Listing Date	1% of the Shares held
6 months after the Listing Date	15% of the Shares held
12 months after the Listing Date	15% of the Shares held
18 months after the Listing Date	15% of the Shares held
24 months after the Listing Date	15% of the Shares held
30 months after the Listing Date	15% of the Shares held

Release Date	Proportion of Released Shares
36 months after the Listing Date	The remainder of the Shares held

The above restrictions will not apply to the applicable shareholder to a transfer of Shares:

- to any directors or senior officers of us or our affiliates;
- to us, pursuant to a redemption initiated by us;
- during the shareholder's lifetime or on the shareholder's death by will or intestacy to the shareholder's beneficiaries or a trust for the benefit of the shareholder's beneficiaries (for purposes of each stock restriction agreement, "beneficiary" means the shareholder and the immediate family of the shareholder, including any relation by blood, marriage or adoption and no more remote than a first cousin); or
- if the shareholder is an entity, a transfer made as a distribution solely to a member, partner, or stockholder of such shareholder,

so long as the transferee executes a joinder to the applicable stock restriction agreement and any other agreements reasonably required us, pursuant to which such transferee(s) agree to be bound by the terms and conditions of such stock restriction agreement.

The complete text of the stock restriction agreement is available for inspection during regular business hours at the office located at Suite 1820, 925 West Georgia Street, Vancouver, BC V6C 3L2.

PRINCIPAL SECURITYHOLDERS AND SELLING SECURITYHOLDERS

To the knowledge of our directors and officers, the only people who own or control, directly or indirectly, or exercise control or direction over, more than 10% of the Shares are:

Name of Shareholder	Type of Ownership	Number of Securities Owned by Shareholder	Percentage of Ownership on an Undiluted Basis ⁽¹⁾	Percentage of Ownership on a Fully-diluted Basis ⁽²⁾	Number of Convertible or Exchangeable Securities Outstanding
Desmond Griffin ⁽³⁾	Direct	16,000,000 Shares	34%	26%	387,500 ⁽⁶⁾
Penny Green ⁽⁴⁾	Direct	16,102,326 Shares ⁽⁵⁾	34%	26%	457,500 ⁽⁷⁾

⁽¹⁾ Based on 46,691,666 issued and outstanding common shares as at the date of this Prospectus

⁽²⁾ Based on 61,460,035 issued and outstanding common shares on a fully diluted basis, assuming exercise of all of the stock options, Agent's Options, Offering Warrants, Warrants and Special Warrants.

⁽³⁾ Desmond Griffin is our CEO, President and a director.

⁽⁴⁾ Penny Green is our COO and a director.

⁽⁵⁾ 11,052,326 of which are held directly, and 5,050,000 of which are held by a family trust of which Ms. Green is a trustee.

⁽⁶⁾ Of which 300,000 are options to purchase Shares at an exercise price of \$0.15 per Share for a period of five years pursuant to our Stock Option Plan and 87,500 are Special Warrants.

⁽⁷⁾ Of which 300,000 are options to purchase Shares at an exercise price of \$0.15 per Share for a period of five years pursuant to our Stock Option Plan, 70,000 are Special Warrants held directly by Ms. Green, and 87,500 are Special Warrants held by a company controlled by Ms. Green.

DIRECTORS AND EXECUTIVE OFFICERS

NAME, OCCUPATION AND SECURITY HOLDINGS

The following table sets out the name, province and country of residence, position or offices held with us, date appointed, number and percentage of voting securities of us that each of our directors and executive officers beneficially owns, directly or indirectly, or exercises control over, as at the date of this Prospectus:

Name, Position Held in Company Province and Country of Residence	Date of Appointment	Number and Percentage of Shares Beneficially Owned or Controlled ⁽³⁾	Number of Convertible or Exchangeable Securities Outstanding	Total Ownership on an Undiluted Basis	Total Ownership on a Fully- diluted Basis ⁽⁵⁾
Desmond Griffin President, CEO, Director ⁽¹⁾ British Columbia, Canada	Director since October 29, 2015; Officer since November 1, 2015	16,000,000 34%	387,500 ⁽¹⁰⁾	16,000,000	16,387,500 (35%)
Kirk Herrington Director ⁽¹⁾⁽²⁾ British Columbia, Canada	October 29, 2015	0	200,000 ⁽⁴⁾	0	200,000 (<1%)
Penny Green ⁽²⁾ COO, Director ⁽¹⁾ British Columbia Canada	Director since October 24, 2014; Officer since February 7, 2016	16,102,326 ⁽⁶⁾ 34%	457,500 ⁽⁷⁾	16,102,326	16,559,826 (35%)
James Topham Director ⁽¹⁾⁽²⁾ British Columbia Canada	May 12, 2016	0	250,000 ⁽⁸⁾	0	250,000 (<1%)
Bernie Zacharias CFO British Columbia, Canada	November 27, 2015	0	283,416 ⁽⁹⁾	0	283,416(1%)
Peter Haggarty Chief	April 15, 2016	0	886,334 ⁽¹¹⁾	0	886,334 (2%)

Name, Position Held in Company Province and Country of Residence	Date of Appointment	Number and Percentage of Shares Beneficially Owned or Controlled ⁽³⁾	Number of Convertible or Exchangeable Securities Outstanding	Total Ownership on an Undiluted Basis	Total Ownership on a Fully-diluted Basis ⁽⁵⁾
Marketing Officer British Columbia, Canada					

- (1) Term of office expires upon holding the first annual meeting of shareholders.
- (2) Member of the Audit Committee.
- (3) Based on 46,691,666 issued and outstanding Shares as at the date of this Prospectus.
- (4) Represents options to purchase Shares at an exercise price of \$0.10 per Share for a period of five years pursuant to our Stock Option Plan.
- (5) Based on 46,691,666 Shares and conversion of each director or executive officer's convertible securities, as applicable, on a fully diluted basis.
- (6) 11,052,326 of which are held directly by Ms. Green, and 5,050,000 of which are held by a family trust of which Ms. Green is a trustee.
- (7) 300,000 of which represents options to purchase Shares at an exercise price of \$0.15 per Share for a period of five years pursuant to our Stock Option Plan; 70,000 of which represents Special Warrants held directly by Ms. Green; and 87,500 of which represents Special Warrants held by a company controlled by Ms. Green.
- (8) Represents options to purchase Shares at an exercise price of \$0.15 per Share for a period of five years pursuant to our Stock Option Plan.
- (9) 200,000 of which represents options to purchase Shares at an exercise price of \$0.15 per Share for a period of five years pursuant to our Stock Option Plan, 16,750 of which represents Special Warrants issued to Mr. Zacharias, and 66,666 of which represents Special Warrants issued to Avisar, a company controlled by Mr. Zacharias.
- (10) 300,000 of which represents options to purchase Shares at an exercise price of \$0.15 per Share for a period of five years pursuant to our Stock Option Plan, and 87,500 of which represents Special Warrants held directly by Mr. Griffin.
- (11) 800,000 of which represents options to purchase Shares at an exercise price of \$0.15 per Share for a period of five years pursuant to our Stock Option Plan subject to earlier termination, 28,667 of which represents Special Warrants held directly by Mr. Haggarty, and 57,667 of which represents Special Warrants held by a company controlled by Mr. Haggarty.

Term of Office of Directors

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

Aggregate Ownership of Securities

As at the date of this Prospectus, our directors and executive officers as a group beneficially own, directly or indirectly, or exercise control of, 32,102,326 common shares collectively representing 69% of our 46,691,666 issued and outstanding common shares.

CEASE TRADE ORDERS, BANKRUPTCIES, PENALTIES OR SANCTIONS

Cease Trade Orders

To our knowledge no existing or proposed director or executive officer of ours is, as at the date of this Prospectus, or was within 10 years before the date hereof, a director, chief executive officer or chief financial officer of any company, including us, that:

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

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

Bankruptcies

To our knowledge no director or executive officer of ours or a shareholder holding a sufficient number of securities of us to affect materially the control of us:

(i) is, as at the date of this Prospectus, or has been within the 10 years before the date hereof, a director or executive officer of any company, including us, 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

(ii) has, within the 10 years before the date of this Prospectus, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or became subject to or instituted any 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.

Penalties or Sanctions

To our knowledge and other than as disclosed herein, no director or executive officer of ours or a shareholder holding a sufficient number of securities of us to affect materially the control of us, has been subject to:

(i) any penalties or sanctions imposed by a court relating to provincial and territorial securities legislation or by a provincial and territorial securities regulatory authority or has entered into a settlement with a provincial and territorial securities regulatory authority; or

(ii) any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor in making an investment decision.

CONFLICTS OF INTEREST

Our directors are required by law to act honestly and in good faith with a view to our best interests and to disclose any interests which they may have in any project or opportunity of ours. If a conflict of interest arises, any director in a conflict will disclose his interest and abstain from voting on such matter at a meeting of the Board of Directors.

To the best of our knowledge, and other than as disclosed in this Prospectus, there are no known existing or potential conflicts of interest among us, our promoters, directors and officers or other members of management of ours or any proposed promoter, director, officer or other member of management as a result of their outside business interests, except that certain of the directors and officers serve as directors and officers of other companies, and therefore it is possible that a conflict may arise between their duties to us and their duties as a director or officer of such other companies.

BACKGROUND OF MANAGEMENT AND DIRECTORS

Below is a brief description of each of our directors and executive officers including: names; ages; positions and responsibilities; relevant educational background; principal occupations or employment during the five years preceding the date of this Prospectus.

Our directors and officers intend to dedicate the following percentages of their time to our affairs: Desmond Griffin: 95%; Penny Green: 90%; Kirk Herrington 15%; James Topham: 15%; Bernie Zacharias: 20%, and Peter Haggarty: 80%.

As of the date of this Prospectus and other than as set out above, we have not entered into any other management, consulting or employment agreements with any of our executive officers. Each of our directors and executive officers have agreed to confidentiality and non-competition provisions in their respective management or consulting agreements. See “*Directors and Executive Officers – Conflicts of Interest*”.

All of the directors and officers are considered independent contractors of Glance.

Desmond Griffin – President, CEO and Director

Mr. Griffin, 42, holds a Bachelors of Business Administration degree from Simon Fraser University and holds the Chartered Financial Analyst designation from the CFA Institute. He co-founded PayByPhone (formerly VerrusMobile Technologies) and from 2000 - 2011 was its CEO from inception until acquisition.

For the past 5 years, Mr. Griffin has worked as an independent consultant and advisor for various start-up tech companies.

Kirk Herrington – Director

Mr. Herrington, 57, is a Senior Software Executive with over 30 years of diversified experience in designing, developing and bringing to market software products and solutions. He has a Bachelor of Applied Science degree from the University of British Columbia.

Mr. Herrington co-founded Connect2Classes, a discovery platform for continuing education which is still carrying on business. He has been the Chief Operating Officer and Chief Technical Officer at Connect2Classes since February 2014.

From January 2013 until January 2014, Mr. Herrington was an Independent Software Technology Consultant and provided senior technology consulting services to local Vancouver based organizations.

Mr. Herrington was the Vice President of Research and Development and Customer Relationship Manager at iPipeline from January 2011 until December 2012. iPipeline is a strategic partner and technology provider of software as a service solution for the insurance and financial services industry. iPipeline is still carrying on business.

Penny Green – Director, Chief Operating Officer

Ms. Green, 44, has 20 years of experience as a business founder, entrepreneur, executive officer, director and investor in private and public companies, as well as 20 years of experience as a lawyer. Since 1997, Ms. Green has been the CEO of Bacchus Law Corporation, a boutique securities law firm she founded.

Ms. Green was a co-founder, director and officer for two years of Merus Labs Inc., now listed on the Toronto Stock Exchange (TSX:MSL) and on NASDAQ (MSLI-Q). From 2007 to 2016, Ms. Green was a

director and officer of Highbury Energy Inc., a company that is on the path to commercializing its patented technology that converts biomass to energy.

Ms. Green has over 5 years' experience in sales and seven years in the restaurant industry as a server and bartender. She has a law degree from the University of British Columbia and a Bachelor of Arts from Trent University.

Ms. Green manages our overall operations.

James Topham – Director

Mr. Topham, 65, 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 its Vancouver, B.C. office for 20 years, and currently sits on the boards of several companies.

Since 2011, Mr. Topham has sat on the board of Norsat International Inc., since November 2014 he has sat on the board of 3 Tier Logic Inc., and since May 2015 he has been a director of UrtheCast Inc. From 2013 to 2015 he was the chair of the board and audit committee of Epic Fusion Corp., and from 2011 to 2014 he was a board member and audit committee chair of DDS Wireless International.

Mr. Topham has a computer science major and a Bachelor of Commerce Degree with Honours from the University of Saskatchewan, from where he graduated as a most distinguished graduate. He was awarded the designation of Fellow Chartered Accountant from the Institute of Chartered Accountants of B.C.

Bernie Zacharias – CFO

Mr. Zacharias, 42, is a Chartered Professional Accountant with 20 years of public practice experience. From 2004 to now, Mr. Zacharias has been a Managing Partner of Avisar, which he co-founded. Mr. Zacharias brings significant experience in corporate finance with junior publicly listed companies. He has provided CFO services to a number of companies in order to help them become publicly listed. The services he provides include financial statement preparation and compliance with the continuous disclosure obligations of various securities regulators and exchanges. Mr. Zacharias has worked with and has served as CFO for a number of mineral exploration companies on the TSX Venture Exchange.

Peter Haggarty – Chief Marketing Officer

Mr. Haggarty, 48, has been President of ROMD Marketing and Design Inc. since 2003. As President of ROMD Marketing & Design Inc., Mr. Haggarty is responsible for spearheading the strategic business and marketing direction for ROMD, its divisions and its clients. Mr. Haggarty has earned a strong marketing and business background through his formal education in journalism and business, and his experience in the packaged goods and food service industry.

Mr. Haggarty earned his Political Science degree from the University of Western Ontario and his MBA from Western Washington University.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

This section is categorized in accordance with Form 51-102F6 Statement of Executive Compensation as a Statement of Executive Compensation.

In accordance with the requirements for new reporting issuers, this disclosure is intended to communicate the anticipated compensation to be provided to our officers and directors for the year ending November

30, 2016. We rely on the Board of Directors to determine the executive compensation that is to be paid to our executives.

Director and Executive Officer Compensation, Excluding Compensation Securities

Table of compensation excluding compensation securities						
Name and position	Year ending November 30, 2016	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)
Desmond Griffin Director, President and CEO	2016	180,000 ⁽¹⁾	Nil	Nil	Nil	Nil
Bernie Zacharias CFO	2016	6,400 ⁽²⁾	Nil	Nil	Nil	23,600 ⁽²⁾
Penny Green Director	2016	120,000 ⁽³⁾	Nil	Nil	Nil	150,000 ⁽³⁾
Kirk Herrington Director	2016	Nil ⁽⁴⁾	Nil	Nil	Nil	Nil
James Topham Director	2016	Nil ⁽⁵⁾	Nil	Nil	Nil	Nil
Peter Haggarty	2016	20,000 ⁽⁶⁾	Nil	Nil	Nil	78,000 ⁽⁷⁾

⁽¹⁾ Anticipated to be paid to Mr. Griffin pursuant to a management agreement dated November 1, 2015 as amended and restated on February 1, 2016 and March 15, 2016. \$120,000 of the compensation is anticipated to be paid in cash, and \$60,000 is anticipated to be paid in Shares each month at their market value on the date of issuance less the maximum discount allowed by the Exchange.

⁽²⁾ Mr. Zacharias, as CFO, is not our employee. He is employed by Avisar. The portion of the compensation anticipated to be paid to Mr. Zacharias by Avisar during the fiscal year ending November 30, 2016 and which it is anticipated that Avisar will attribute to the CFO services provided to us (based on Avisar's anticipated revenue received from us as per its services agreement with us as a percentage of total revenues) is \$6,400. During the 2016 fiscal year it is anticipated that Avisar will charge us \$30,000 for accounting, tax and financial consulting services.

⁽³⁾ Anticipated to be paid directly to Ms. Green each month in Shares at their market value on the date of issuance less the maximum discount allowed by the Exchange pursuant to a management agreement dated February 1, 2015 and amended and restated on October 28, 2015, February 7, 2016 and March 15, 2016. A further \$150,000 is anticipated to be paid indirectly to Ms. Green to Delmont, a company controlled by Ms. Green, each month in Shares at their market value on the date of issuance less the maximum discount allowed by the Exchange pursuant to a services agreement dated November 1, 2014 and amended as of October 28, 2015 and March 15, 2016.

⁽⁴⁾ Anticipated to be paid to Mr. Herrington pursuant to a director agreement dated October 29, 2015.

⁽⁵⁾ Anticipated to be paid to Mr. Topham pursuant to a director agreement dated May 12, 2016.

⁽⁶⁾ Anticipated to be paid to Mr. Haggarty directly through his position as Chief Marketing Officer and pursuant to a management agreement dated April 15, 2016 of which \$2,800 is anticipated to be paid in cash and \$17,200 is anticipated to be paid monthly in Shares at their market value on the date of issuance less the maximum discount allowed by the Exchange, and \$80,000 is expected to be paid to him indirectly through our services agreement dated April 15, 2016 with his company, ROMD Marketing and Design Inc., of which \$10,800 is anticipated to be paid in cash, and \$69,200 is anticipated to be paid monthly in Shares at their market value on the date of issuance less the maximum discount allowed by the Exchange.

Stock Options and Other Compensation Securities

The table below sets out information regarding compensation securities anticipated to be granted or issued to each director and NEO for the financial year ending November 30, 2016.

Compensation Securities							
Name and Position	Type of compensation security ⁽¹⁾	Number of compensation securities, number of underlying securities, and percentage of class ⁽⁷⁾	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry Date
Desmond Griffin ⁽¹⁾ CEO and a director	Stock Options	300,000 ⁽³⁾ (11 %)	March 17, 2016	0.15	0.15	N/A	March 17, 2021
Bernie Zacharias ⁽¹⁾ CFO	Stock Options	200,000 ⁽⁴⁾ (7%)	January 15, 2016	0.15	0.15	N/A	January 15, 2021
Penny Green ⁽¹⁾ Director	Stock Options	300,000 ⁽³⁾ (11 %)	March 17, 2016	0.15	0.15	N/A	March 17, 2021
Kirk Herrington ⁽²⁾ Director	Stock Options	50,000 ⁽⁴⁾ (2%)	March 17, 2016	0.15	0.15	N/A	March 17, 2021
James Topham ⁽¹⁾ Director	Stock Options	250,000 ⁽⁵⁾ (9%)	May 12, 2016	0.15	0.15	N/A	May 12, 2021
Peter Haggarty	Stock Options	800,000 ⁽⁶⁾ (29%)	April 15, 2016	0.15	0.15	N/A	April 15, 2021

⁽¹⁾ Desmond Griffin, Bernie Zacharias, Penny Green and James Topham held no stock options or other compensation securities at November 30, 2015.

⁽²⁾ Kirk Herrington holds an additional 150,000 stock options and did so at November 30, 2015.

⁽³⁾ Stock Options vest immediately.

⁽⁴⁾ Stock options vest according to the following schedule: 30% six months after the date of grant, 30% twelve months after the date of grant and the remainder 24 months after the date of grant.

⁽⁵⁾ Stock options vest according to the following schedule: 30% on the date of grant, 30% six months after the date of grant and the remainder twelve months after the date of grant.

⁽⁶⁾ 400,000 of the stock options vested on the date of grant, and 400,000 of the stock options vest when we meet certain performance-based targets.

⁽⁷⁾ Based on 2,690,000 issued and outstanding stock options.

No compensation securities were exercised by a director or NEO during the most recently completed financial year.

Stock Option Plans

The Board of Directors has adopted a stock option plan whereby a maximum of 10% of the issued and outstanding common shares, from time to time, may be reserved for issuance pursuant to the exercise of options. The Stock Option Plan has been approved by our shareholders, although shareholder approval of the Stock Option Plan is not required. For further details on our stock option plan, please see "*Options to Purchase Securities*".

Employment, Consulting and Management Agreements

On November 1, 2015, as amended and restated on February 1, 2016, and March 15, 2016, we entered into a management agreement with Desmond Griffin, one of our officers and directors. Pursuant to the agreement, Mr. Griffin shall perform services as our CEO, including management recruitment, identifying and preparing us for future opportunities, ensuring we comply with all applicable laws and regulations and securing relationships with potential users of our technology. As consideration for his services, Mr. Griffin shall receive a monthly fee of \$15,000, of which \$10,000 is payable in cash and \$5,000 is payable in Shares each month at their market value on the date of issuance with the maximum discount allowed on the Canadian stock exchange on which we are listed.

On October 29, 2015, as amended on January 15, 2016, we entered into a director agreement with Kirk Herrington, one of our directors. Pursuant to the agreement, Mr. Herrington shall provide services to us in exchange for 150,000 stock options. The options shall expire 5 years from the date of grant, or earlier in accordance with our 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 12 months after the date 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.

On February 1, 2015 as amended and restated on October 28, 2015, February 7, 2015, and March 15, 2016, we entered into a management agreement with Penny Green, one of our directors and officers. Pursuant to the agreement, Ms. Green shall provide numerous services to us, including providing legal administrative support to us and assisting with raising financing. As consideration for her services, Ms. Green shall receive compensation from us of \$10,000 per month, all of which is payable in Shares at their current market value with the maximum discount allowed on the Canadian stock exchange on which we are listed.

On November 1, 2014 as amended and restated on October 28, 2015 and March 15, 2016, we entered into a services agreement with Delmont Holdings Ltd., a company controlled by Ms. Green, one of our directors and officers. Until March 14, 2016, Delmont Holdings Ltd. was to receive a service fee, to be negotiated once we raised a minimum of \$500,000 in new equity financing from the date of the agreement, or we generated gross revenues on a consolidated basis of \$100,000 or more. Pursuant to the amendment dated March 15, 2016, Delmont now receives \$12,500 per month as compensation for its services to us, payable in Shares each month at their market value on the date of issuance less the maximum discount allowed by the Exchange.

On January 6, 2015 as amended and restated on December 1, 2015 and February 1, 2016, we entered into a consulting agreement with Zoink Technologies Inc., a company owned by the spouse of Desmond Griffin and sister of Penny Green, and until January 21, 2016, was 50% owned by Desmond Griffin. We agreed to pay Zoink Technologies Inc. a consulting and software development 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.

On December 1, 2015, we entered into a services agreement with Avisar to provide business advisory services relating to accounting and financial reporting services for us. Avisar will provide, among other things, CFO services to us, and Bernie Zacharias is Avisar's nominee to provide such services. As consideration for its services, we will pay Avisar a monthly fee of \$2,500 (with the first three months billed at \$1,750), and additional costs as agreed to in advance. As an incentive for his services, we granted Mr.

Zacharias 200,000 stock options. The options shall expire 5 years from the date of grant, or earlier in accordance with our Stock Option Plan. The stock options are subject to a vesting schedule whereby 30% of the options vest after 6 months from the date of grant, 30% vest 12 months from the date 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 \$0.15 per Share.

On May 12, 2016, we entered into a director agreement with James Topham, one of our directors. Pursuant to the agreement, Mr. Topham shall provide services to us in exchange for 250,000 stock options. The options shall expire 5 years from the date of grant, or earlier in accordance with our Stock Option Plan. The stock options are subject to a vesting schedule whereby 30% of the options vested immediately, 30% vest 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.

On April 15, 2016, we entered into a management agreement with Peter Haggarty, our Chief Marketing Officer. Pursuant to the agreement, Mr. Haggarty shall provide services to us in exchange for \$2,500 per month, \$2,150 of which is payable in Shares at their current market value with the maximum discount allowed on the Canadian stock exchange on which we are listed and \$350 of which is payable in cash, as well as 800,000 stock options. The options shall expire a maximum of 5 years from the date of grant, or, if Mr. Haggarty's management agreement terminates sooner, the later of 1 year from the termination date of Mr. Haggarty's management agreement, or 1 year from the Listing Date. The stock options are subject to a vesting schedule whereby 400,000 options vest immediately and the remainder vest upon reaching certain performance-based milestones. Once vested, each stock option may be exercised to purchase one Share for \$0.15 per Share.

On April 15, 2016, we entered into a consulting agreement with ROMD Marketing and Design Inc., a company controlled by Peter Haggarty. Pursuant to the agreement, ROMD Marketing and Design Inc. will provide all of our marketing and design service requirements in exchange for a monthly fee of \$10,000, of which \$8,650 is payable each month in Shares at their market value at the date of issuance, and of which \$1,350 is payable in cash. We also granted 150,000 incentive stock options in equal parts to ROMD's two nominees, which shall expire a maximum of 5 years from the date of grant, or, if ROMD's agreement terminates sooner, the later of 1 year from the termination date of the agreement or 1 year from the Listing Date. The stock options will vest when ROMD has completed our logo and website to our approval, and once vested, each stock option may be exercised to purchase one Share for \$0.15 per Share.

Each financial year pursuant to the above agreements with our directors, officers and companies controlled by our directors and officers, we will compensate our directors and officers in Shares with a total dollar amount of \$459,600 (\$38,300 per month). The number of Shares to be issued for services each month will be determined based on the market value of the Shares at the end of each month during which services are rendered, less the maximum allowable discount by the Exchange.

Incentive Plan Awards

We currently have the Stock Option Plan in place for the purposes of attracting and motivating our directors, officers, employees, and consultants and advancing our interests by affording such persons with the opportunity to acquire an equity interest in us through rights granted under the Stock Option Plan. Any grant of options under the Stock Option Plan is within the discretion of the Board of Directors, subject to the condition that the maximum number of Shares which may be reserved for issuance under the Stock Option Plan may not exceed 10% of our issued and outstanding Shares. Both our Board of Directors and our shareholders have approved the Stock Option Plan.

Pension Plan Benefits

Neither we nor our wholly-owned subsidiary, Glance Pay, currently provides any pension plan benefits for NEOs, directors, or employees.

Termination and Change of Control Benefits

We do not anticipate paying any additional compensation to the NEOs resulting from the resignation, retirement or any other termination of employment of the officers or from any change of the NEO's responsibilities. There are no provisions granting any change of control benefits to any of the NEOs.

Oversight and Description of Director and NEO Compensation

At present, the Board as a whole determines the compensation of our NEOs and does so with reference to industry standards and our financial situation. The Board has the sole responsibility for determining the compensation of our directors. Director compensation is determined by the Board from time to time with reference to industry standards and our financial situation.

Our directors are reimbursed for any out-of-pocket expenses incurred in the course of their duties as directors.

From time to time, directors may be retained as consultants or experts to provide specific services to us and will be compensated on a normal commercial basis for such services. Other than as disclosed under "*Employment, Consulting and Management Agreements*" above, as of the date of this Prospectus, no other directors have been retained by us as a consultant.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of our directors or officers, nor any associate or affiliate of such person is indebted to us; nor has any such person's indebtedness to any other entity been the subject of a guarantee, support agreement, letter of credit or similar arrangement or understanding provided by us.

AUDIT COMMITTEES AND CORPORATE GOVERNANCE

AUDIT COMMITTEES

We are required to have an audit committee comprised of not less than three directors, a majority of whom are not officers, control persons or employees of us or our affiliates. The members of our audit committee are James Topham (Chair), Kirk Herrington and Penny Green. The audit committee is responsible for overseeing our financial reporting process on behalf of the Board, including overseeing the work of the independent auditors who report directly to the audit committee.

The specific responsibilities of the audit committee, among others, include:

- (i) evaluating the performance and assessing the qualifications of the independent directors and recommending to the Board and the shareholders the appointment of our external auditor;
- (ii) determining and approving the engagement of and compensation for audit and non-audit services of our external auditor;
- (iii) reviewing our financial statements and management's discussion and analysis of financial condition and results of operations and recommending to the Board whether or not such financial statements and management's discussion and analysis of financial condition and results of operations should be approved by the Board;
- (iv) conferring with our external auditor and with management regarding the scope, adequacy and effectiveness of internal financial reporting controls;
- (v) establishing procedures for the receipt, retention and treatment of complaints received by us regarding our accounting controls, internal accounting controls or auditing matters and the

confidential and anonymous submission by employees of concerns regarding questionable accounting and auditing matters; and

(vi) reviewing and discussing with management and the independent auditor, as appropriate, our guidelines and policies with respect to risk assessment and risk management, including major financial risk exposure and investment and hedging policies and the steps taken by management to monitor and control our exposure to such risks.

Audit Committee Charter

The Audit Committee Charter is attached to this Prospectus as Schedule "A".

Composition of Audit Committee and Independence

NI 52-110 provides that a member of an audit committee is "independent" if the member has no direct or indirect material relationship with a company, which could, in the view of that company's board of directors, reasonably interfere with the exercise of the member's independent judgment. A majority of the members of our audit committee meet the definition of "independence" provided in NI 52-110.

A "venture issuer" as defined in NI 52-110 means an issuer that, at the end of its most recently completed financial year, did not have any of its securities listed or quoted on any of the Toronto Stock Exchange, a U.S. marketplace, or a marketplace outside of Canada and the United States of America other than the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by PLUS Markets Group plc. Section 6.1 of NI 52-110 provides an exemption related to Part 3 (*Composition of Audit Committee*) for venture issuers. We meet the "venture issuer" definition and will therefore be in compliance if a majority of the audit committee members are independent.

Relevant Education and Experience

NI 52-110 provides that an individual is "financially literate" if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by our financial statements. All of the members of our audit committee are financially literate.

Mr. 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.

Mr. 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.

Ms. Green has been the CEO of Bacchus Law Corporation for 18 years. Throughout those 18 years, Ms. Green has provided legal advice to numerous companies with regard to corporate governance strategies and effective securities compliance. She regularly reviews financial statements to provide advice to clients. Ms. Green was also the Chairman of Highbury Energy Inc. for six years.

Audit Committee Oversight

The audit committee was appointed by the Board of Directors on November 16, 2015. The Board of Directors as a whole carried out the responsibilities of the audit committee prior to November 16, 2015.

The audit committee has not yet made any recommendations concerning the nomination or compensation of our external auditor, as such auditor was appointed by the Board of Directors.

Reliance on Certain Exemptions

Since the commencement of our most recently completed financial year, we have not relied on:

- (a) the exemption in section 2.4 (*De Minimis Non-audit Services*) of NI 52-110; or
- (b) an exemption from NI 52-110, in whole or in part, granted under Part 8 (*Exemptions*).

Pre-Approval Policies and Procedures

The audit committee has not adopted any specific policies and procedures for the engagement of non-audit services.

External Auditor Service Fees

The following table sets out the audit fees incurred by us from incorporation to the date of this Prospectus, as well as our wholly-owned subsidiary, Glance Pay, from November 12, 2014 to November 30, 2014:

Audit Service Fees	To November 30, 2015 Amount (CDN\$)	To November 30, 2014 Amount (CDN\$)
Glance Technologies Inc.	6,500	2,500
Glance Pay Inc.	5,000	2,500
Total	11,500	5,000

CORPORATE GOVERNANCE

Corporate governance relates to the activities of the Board, the members of which are elected by and are accountable to the shareholders, and takes into account the role of the individual members of management who are appointed by the Board and who are charged with our day-to-day management.

Pursuant to NI 58-101 we are required to disclose our corporate governance practices, as summarized below. The Board will monitor such practices on an ongoing basis and when necessary implement such additional practices as it deems appropriate.

NI 58-201 establishes corporate governance guidelines to be used by issuers in developing their own corporate governance practices. The Board is committed to sound corporate governance practices, which are both in the interest of its shareholders and contribute to effective and efficient decision making. Pursuant to NI 58-201, the Board has adopted a Code of Business Conduct and Ethics, which addresses, but is not limited to, the following issues:

- (i) conflicts of interest;
- (ii) compliance with laws, rules, and regulations;
- (iii) protection and proper use of corporate opportunities;
- (iv) protection and proper use of corporate assets;
- (v) confidentiality of corporate information;
- (vi) fair dealing with security holders, customers, competitors, and employees; and
- (vii) accuracy of business records.

In addition, pursuant to National Policy 51-201 *Disclosure Standards*, we have adopted a Disclosure Policy, which addresses, but is not limited to addressing, the following issues:

- (i) timely disclosure of material information;
- (ii) insider trading;
- (iii) the development and mandate of our Disclosure Committee;
- (iv) rumours and speculation; and
- (v) our designated spokespersons.

Board of Directors

As of the date of this Prospectus, the Board consists of four directors: Desmond Griffin, Penny Green, James Topham and Kirk Herrington. At this time, Kirk Herrington and James Topham are considered to be “independent” within the meaning of NI 58-101 as neither of them are one of our officers. Desmond Griffin, by reason of him holding the offices of President and Chief Executive Officer, and Penny Green, by reason of her holding the office of Chief Operating Officer, are considered to be “non-independent”.

NI 58-101 suggests that the board of directors of a public company should be constituted with a majority of individuals who qualify as “independent” directors. An “independent” director is a director who is independent of management and is free from any interest and any business or other relationship which could, or could reasonably be perceived to materially interfere with the director’s ability to act with a view to the best interests of the company, other than interests and relationships arising from holding shares or securities in the company. In addition, where a company has a significant shareholder, NI 58-101 suggests that the board of directors should include a number of directors who do not have interests in either the company or the significant shareholder. The independent directors would exercise their responsibilities for independent oversight of management and meet independently of management whenever deemed necessary.

Orientation and Continuing Education

Each of our new directors is briefed about the nature of our business, our corporate strategy and our current issues. New directors will be encouraged to review our public disclosure records as filed on SEDAR at www.sedar.com after we become a reporting issuer. Directors are also provided with access to management to better understand our operations, and to our legal counsel to discuss their legal obligations as our directors.

Ethical Business Conduct

The Board has adopted a written Code of Business Conduct and Ethics for all our directors, officers and future employees and our subsidiaries.

The Board is also required to comply with the conflict of interest provisions of the *BCBCA* and relevant securities regulation in order to ensure that directors exercise independent judgment in considering transactions and agreements in respect of which a director or officer has a material interest. Any interested director is required to declare the nature and extent of his interest and is not entitled to vote on any matter that is the subject of the conflict of interest. See “*Directors and Executive Officers - Conflicts of Interest*” and “*Risk Factors*”.

Nomination of Directors

Our management is in contact with individuals involved in the technology sector. From these sources management has made a number of contacts and in the event that we require any new directors, such individuals will be brought to the attention of the Board. We will conduct reference and background checks on suitable candidates. New nominees generally must have a track record in business

management, areas of strategic interest to us, the ability to devote the time required to carry out the obligations and responsibilities of a director and a willingness to serve in that capacity.

Compensation

The Board has the sole responsibility for determining the compensation of our directors. Director compensation is determined by the Board from time to time with reference to industry standards and our financial situation. For details on compensation to directors, see "*Executive Compensation*" above.

Given our size, limited operating history and lack of revenues, the Board does not plan to form a compensation committee to monitor and review the salary and benefits of our executive officers at the present time. The Board will carry out these functions until such time as it deems the formation of a compensation committee is warranted.

Other Board Committees

Other than as disclosed herein, there are no committees of the Board of Directors as of the date of this Prospectus.

Assessments

Neither we nor the Board of Directors has developed a formal review system to assess the performance of the directors or the Board as a whole. The contributions of individual directors are monitored by other members of the Board on an informal basis through observation.

PLAN OF DISTRIBUTION

We have applied to list the Shares for trading on the Exchange. Listing will be subject to us fulfilling all of the listing requirements of the Exchange. The Offering will be made in accordance with applicable securities laws, rules, regulations, policies and instruments. In accordance with the Agency Agreement, subscription funds will be held by the Agent until the Closing Date.

Pursuant to the Agency Agreement, we have appointed the Agent to act on our behalf to conduct the Offering at a price of \$0.15 per Unit in the Selling Provinces, on a best efforts basis, for gross proceeds of a minimum of \$540,000 and a maximum of \$690,000, not including the Over-Allotment Option. Each Unit will be comprised of one Share and one-half of one Offering Warrant. Each whole Offering Warrant will entitle the holder thereof to acquire one Share at a price of \$0.25 at any time prior to 5 p.m. (Vancouver Time) on the date that is 12 months following the Closing Date. The Units will be separated into Shares and Offering Warrants immediately upon issue. The Offering Price and the terms of the Offering were determined by negotiation between us and the Agent. While the Agent has agreed to use best efforts to sell the Units, it is not obligated to purchase any Units. The Agency Agreement will provide that the obligations of the Agent pursuant to the Agency Agreement may be terminated at its discretion on the basis of its assessment of the state of the financial markets or upon the occurrence of certain stated events. The Agent may enter into selling arrangements with other investment dealers at no additional cost to us. A member of the Agent's professional group owns 125,000 of our Shares as of the date of this Prospectus.

As consideration for the Agent's services, we will pay or issue to the Agent the following consideration under the Agency Agreement:

- (i) the Agent's Commission of 8% of the gross proceeds of the Offering, payable in cash on the Closing Date;
- (ii) the Agent's Options representing 8% of the Units issued pursuant to the Offering, to be issued on the Closing Date;

- (iii) the Corporate Finance Fee of \$35,000, of which \$12,500 has been paid in advance as a non-refundable deposit; and
- (iv) reimbursement of its legal fees and expenses toward which a \$25,000 retainer has been paid.

We have granted the Over-Allotment Option to the Agent to sell the Over-Allotment Units, or up to an additional 690,000 Units, at the Offering Price. The Over-Allotment Option is exercisable in whole or in part at any time until the Closing Date. The Over-Allotment Option may only be exercised by the Agent to cover over-allotted subscriptions received from subscribers. If the Over-Allotment Option is exercised in full, the total price to the public, Agent's Commission and net proceeds to us (before payment of the expenses of the Offering) will be \$103,000, \$8,280 and \$95,220, respectively. This Prospectus qualifies for distribution the Units as well as the grant of the Over-Allotment Option and the issuance of the Shares underlying both the Over-Allotment Units and the Offering Warrants underlying the Over-Allotment Units.

This Prospectus also qualifies for distribution of the Agent's Options in the Selling Provinces to the extent permitted by NI 41-101, which restricts the maximum number of securities that may be qualified under a prospectus being issued to an Agent as compensation ("**Qualified Compensation Securities**") to not more than 10% of the number of Units offered under the Offering.

For the purposes of the Offering, 368,000 Agent's Option Shares are Qualified Compensation Securities and are qualified for distribution by this Prospectus. If the Over-Allotment Option is exercised in full, 423,200 Agent's Option Shares are Qualified Compensation Securities and are qualified for distribution by this Prospectus.

Pursuant to the Agency Agreement, we will indemnify the Agent against certain liabilities, including liabilities under Canadian securities legislation, and contribute to payments that the Agent may be required to make in respect thereof.

Pursuant to securities legislation, unless an amendment to this Prospectus has been filed and the regulator has issued a receipt for the amendment, the distribution period for the Offering must cease within 90 days after the date of the receipt for this Prospectus, provided that the total distribution period for the Offering must cease on or before the date that is 180 days from the date a receipt is issued for this Prospectus. During the 90 day period or 180 day period, as applicable, all subscription funds received by the Agent will be held by the Agent pursuant to the provisions of the Agency agreement.

As at the date of this Prospectus, we do not have any of our securities listed or quoted, have not applied to list or quote any of our securities, and do not intend to apply to list or quote any of our securities, on the Toronto Stock Exchange, a U.S. marketplace, or a marketplace outside of Canada and the United States of America other than the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by PLUS Markets Group plc.

RISK FACTORS

RISK FACTORS

An investment in our common shares should be considered highly speculative due to the nature of our business and the present stage of development. An investment in our common shares should only be made by knowledgeable and sophisticated investors who are willing to risk and can afford the loss of their entire investment. Potential investors should consult with their professional advisors to assess an investment in us. In evaluating us and our business, investors should carefully consider, in addition to other information contained in this Prospectus, the risk factors below. These risk factors are not a definitive list of all risk factors associated with an investment in us or in connection with our operations.

No Operating History and No Established Financing Sources

We were incorporated in 2014 and do not have an operating history or any established financing sources. 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 Prospectus. 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.

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 both merchants 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 effected.

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. 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.

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 a 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 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 continue upgrading and developing our technology, 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.

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 a provisional patent application in the United States for our wireless electronic transaction 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 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.

Adverse Conditions in the Restaurant Industry

We currently only operate 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 its 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 have in the past 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 insurance is not carried 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.

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 such transactions 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.

Control of Insiders

Two of our directors and officers collectively hold a majority of the issued and outstanding Shares. As a result, these shareholders, if acting together, would be able to influence or control matters requiring approval by our shareholders, including the election of directors and the approval of mergers, acquisitions or other extraordinary transactions. They may have interests that differs from those of the other shareholders and may vote in a way that other shareholders disagree with and which may be adverse to their interests. This concentration of ownership may have the effect of delaying, preventing or deterring a change of control of us, could deprive our shareholders of an opportunity to receive a premium for their Shares as part of a sale of us and might affect the market price of the Shares.

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 Exchange.

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.

Increased Costs of Being a Publicly Traded Company

As we will have publicly-traded securities, significant legal, accounting and filing fees will be incurred that at present, are not. Securities legislation and the rules and policies of the Exchange require listed companies to, among other things, adopt corporate governance and related practices, and to continuously prepare and disclose material information all of which will significantly increase legal and financial compliance costs.

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.

PROMOTERS

Desmond Griffin and Penny Green are 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 the Prospectus.

Desmond Griffin owns, directly, 16,000,000 Shares which represents 34% of our issued and outstanding Shares at the date of this Prospectus. Mr. Griffin acquired his Shares as follows: on January 5, 2015 he was issued 15,000,000 common shares of Glance Pay pursuant to an asset purchase agreement; on August 14, 2015 he purchased 1,000,000 common shares of Glance Pay from Penny Green; and on August 28, 2015 his 16,000,000 common shares of Glance Pay were exchanged pursuant to the Share Exchange Agreement for 16,000,000 Shares. On November 1, 2015, as amended and restated on February 1, 2016, and March 15, 2016, 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 is payable in cash and \$5,000 of which is payable in Shares each month at their market value on the date of issuance less the maximum discount allowed by the Exchange. As at November 30, 2015, we owed Mr. Griffin \$17,808. 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 Technologies Inc. dated January 6, 2015 as amended and restated on December 1, 2015 and February 1, 2016, 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 Technologies Inc. during the financial year ended November 30, 2015 is \$88,000. Prior to January 21, 2016, 50% of Zoink Technologies Inc. was owned by Desmond Griffin, and 50% was owned by his spouse. Subsequent to January 21, 2016, Zoink Technologies Inc. is 100% owned by Desmond Griffin's spouse.

Penny Green owns, directly and indirectly, 16,102,326 Shares which represents 34% of our issued and outstanding Shares at the date of this Prospectus. Ms. Green holds 11,052,326 Shares directly, and 5,050,000 Shares through a family trust of which Ms. Green is a trustee. Ms. Green acquired her 11,052,326 directly held Shares as follows: on November 12, 2014 she purchased 5,000 common shares of Glance Pay, all of which were subsequently transferred to Desmond Griffin; on November 15, 2014 she purchased 2,980,000 common shares of Glance Pay, 995,000 of which were subsequently transferred to Desmond Griffin; on December 1, 2014 she purchased 15,000 common shares of Glance Pay; on January 5, 2015 she was issued 12,000,000 common shares of Glance Pay pursuant to an asset purchase agreement; on August 28, 2015 her 14,000,000 common shares of Glance Pay were

exchanged pursuant to the Share Exchange Agreement for 14,000,000 Shares; and on May 31, 2016 and June 1, 2016, she sold 2,715,116 and 232,558 of her Shares, respectively, in private transfers to various parties at a price of \$0.043 per Share. The family trust of which Ms. Green is a trustee acquired its 5,050,000 Shares through private transfers from existing shareholders on May 31, 2016 at a price of \$0.043 per Share. On February 1, 2015, as amended and restated on October 28, 2015, February 7, 2016 and March 15, 2016, Ms. Green entered into a management agreement with us regarding her position as one of our directors. During the year ended November 30, 2015, we incurred management fees of \$28,857 to Ms. Green.

On November 1, 2014 we entered into a services agreement with Delmont Holdings Ltd., a company controlled by Penny Green, to provide certain administrative, accounting and business development services. As compensation for such services, Delmont Holdings Ltd. received \$34,000 from us during the financial year ended November 30, 2015. On October 28, 2015, we entered into an amended and restated services agreement with Delmont Holdings Ltd. whereby the compensation to be paid to Delmont Holdings Ltd. was to be negotiated between the parties and would start to accrue upon us having raised a minimum of CAD\$500,000 in new equity financing or us having generated gross revenues of CAD\$100,000. On March 15, 2016, we entered into a second amended and restated services agreement with Delmont Holdings Ltd. for more extensive 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 Exchange.

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.

For more information, see “*Executive Compensation*”, “*Principal Shareholders*”, “*Directors and Executive Officers*”, “*Interests of Management and Others in Material Transactions*” and “*Material Contracts*” for additional disclosure concerning our promoters.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

LEGAL PROCEEDINGS

Other than as described below, there are no legal proceedings outstanding, threatened or pending as of the date of this Prospectus by or against us or to which we are or were a party or our business or any of our assets is the subject of, nor to the knowledge of our directors and officers are any such legal proceedings contemplated which could become material to a purchaser of our securities.

On April 11, 2016, Buyatab Online Inc. filed an action against Glance Technologies Inc. and our CEO, Desmond Griffin, in the British Columbia Supreme Court whereby Buyatab Online Inc. claimed ownership of the Glance Pay App and alleged that Glance Technologies Inc. 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

There have not been any penalties or sanctions imposed against us by a court relating to provincial or territorial securities legislation or by a securities regulatory authority, nor have there been any other penalties or sanctions imposed by a court or regulatory body against us, and we have not entered into

any settlement agreements before a court relating to provincial or territorial securities legislation or with a securities regulatory authority.

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Except as disclosed below or elsewhere in this Prospectus, none of our directors, executive officers or principal shareholders, or associate or affiliate of any of the foregoing, has had any material interest, direct or indirect, in any transaction within the preceding three years or in any proposed transaction that has materially affected or will materially affect us.

On November 15, 2014, Glance Pay entered into an asset purchase agreement with Penny Green, one of our directors, 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, the CEO, President and a director of the Company, and Penny Green, whereby Glance Pay acquired various intellectual property from Mr. Griffin and Ms. Green in consideration for 27,000,000 common shares of Glance Pay at a deemed price of \$0.02 per common share.

On April 2, 2015, as amended on August 28, 2015, we entered into a share exchange agreement with Glance Pay whereby all of the issued and outstanding shares of Glance Pay, which company was controlled by Penny Green and Desmond Griffin, were exchanged on a 1-for-1 basis for our Shares such that Glance Pay became our wholly-owned subsidiary.

See “Description of the Business”, “Escrowed Securities and Securities Subject to Contractual Restriction on Transfer”, “Directors and Executive Officers” and “Material Contracts”.

AUDITORS, TRANSFER AGENTS AND REGISTRARS

AUDITORS

Our auditor is Saturna Group Chartered Professional Accountants LLP. Such auditor is independent in accordance with the auditor’s code of professional conduct of the Chartered Professional Accountants of British Columbia.

TRANSFER AGENTS, REGISTRARS, TRUSTEES OR OTHER AGENTS

Our transfer agent is Computershare Investor Services Inc., of 510 Burrard Street, 2nd Floor, Vancouver, BC V6C 3B9.

MATERIAL CONTRACTS

Our material contracts, excluding those made in the ordinary course of our business, since are as follows:

Name of Contract	Parties	Date	Nature of Contract and Consideration
Amended and Restated Services Agreement	Glance Technologies Inc. and Delmont Holdings Ltd. as amended	November 1, 2014 as amended on October 28, 2015 and March 15, 2016	Sets out the terms pursuant to which Delmont Holdings Ltd., a company controlled by Ms. Green, a director of the Company, provides services to us. Delmont Holdings Ltd. shall receive a service fee 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 Exchange.

Name of Contract	Parties	Date	Nature of Contract and Consideration
Asset Purchase Agreement	Glance Pay Inc. and Penny Green	November 15, 2014	Sets out the terms pursuant to which Glance Pay Inc. acquired the intellectual property to ten mobile apps from Ms. Green. The consideration provided to Ms. Green was 2,980,000 common shares of Glance Pay Inc. at a deemed price of \$0.005 per common share.
Asset Purchase Agreement	Glance Pay Inc. and Desmond Griffin and Penny Green	January 5, 2015	Sets out the terms pursuant to which Glance Pay Inc. acquired various intellectual property from Mr. Griffin in consideration for 27,000,000 common shares of Glance Pay at a deemed price of \$0.02 per share.
Services Agreement	Glance Pay Inc. and Zoink Technologies Inc.	January 6, 2015 as amended and restated on December 1, 2015 and February 1, 2016	Sets out the terms pursuant to which Zoink Technologies Inc. agrees to provide various services to Glance Pay Inc. in connection with software development for compensation of \$10,000 per month.
Management Agreement	Glance Technologies Inc. and Penny Green	February 1, 2015 as amended on October 28, 2015 and amended and restated on February 7, 2016 and March 15, 2016	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 Exchange.
Asset Purchase Agreement	Glance Pay Inc. and 1030051 B.C. Ltd.	March 15, 2015	Sets out the terms pursuant to which Glance Pay Inc. acquired its intellectual property and domain names. Glance Pay Inc. provided the following consideration to 1030051 B.C. Ltd.: 1,500,000 common shares at a deemed price of \$0.02 per share.
Share Exchange Agreement	Glance Pay Inc., the shareholders of Glance Pay Inc. and Glance Technologies Inc.	April 2, 2015 as amended on August 28, 2015	Sets out the terms of the share exchange between Glance Pay and us pursuant to which Glance Pay became our wholly owned subsidiary.
Stock Restriction Agreement	Glance Technologies Inc. and 1030051 B.C. Ltd. (see "Escrowed Securities and Securities subject to Contractual Restriction on Transfer")	August 28, 2015	Sets out the terms of the restrictions on transfer of Shares held by 1030051 B.C. Ltd.
Director Agreement	Glance Technologies Inc. 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. The options shall expire 5 years from the date of grant, or earlier in accordance with our 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

Name of Contract	Parties	Date	Nature of Contract and Consideration
			\$0.10 per share.
Management Agreement	Glance Technologies Inc. and Desmond Griffin	November 1, 2015 as amended and restated on February 1, 2016 and March 15, 2016	Sets out the terms pursuant to which Mr. Griffin provides certain services relating to his position as our President and CEO in exchange for a monthly compensation fee of \$15,000, beginning on March 15, 2016, \$10,000 of which is payable in cash and \$5,000 of which is payable in Shares each month at their market value on the date of issuance less the maximum discount allowed by the Exchange.
Debt Forgiveness and Set-Off Agreement	Glance Technologies Inc., Glance Pay, Delmont Holdings Ltd. And Penny Green	November 30, 2015	Sets out the terms by which the parties agreed to set-off certain amounts of debt against each other and Penny Green agreed to write off the remaining debt owed to her from us and Glance Pay.
CFO Services Agreement	Glance Technologies Inc. and Avisar Chartered Professional Accountants	December 1, 2015	Avisar Chartered Professional Accountants shall provide business advisory services relating to accounting and financial reporting services to us and will also provide CFO services including acting as CFO. We shall provide consideration to Avisar Chartered Professional Accountants in the form of \$2,500 per month (first 3 months will be billed at \$1,750) plus GST. We may terminate the agreement by providing 90 days' notice. Avisar Chartered Professional Accountants may terminate the agreement if we do not fulfil our obligations and we have not remedied such breach within 7 days' of receiving notice of the breach.
Agency Agreement	Glance Technologies Inc. and Leede Jones Gable Inc.	♦, 2016	Sets out the terms pursuant to which Leede Jones Gable Inc. agrees to act as our Agent on a best efforts basis for a proposed initial public offering of up to 4,600,000 Shares at a price of \$0.15 per share for total proceeds of \$690,000, with an over-allotment option of up to 690,000 additional Shares exercisable at any time before the Closing Date at a price of \$0.15 per Share, for compensation of 8% payable in cash of the proceeds of the Offering, and options to purchase the number of Shares as equals 8% of the number of Shares sold by the Agent, with an exercise price of \$0.15 per Share to be exercised within 24 months from the Closing Date.
Marketing Manager Agreement	Glance Technologies Inc. and marketing manager	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 our 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

Name of Contract	Parties	Date	Nature of Contract and Consideration
			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.
Consulting Agreement	Glance Technologies Inc. and Kate Phillips	March 18, 2016	Sets out the terms pursuant to which Ms. Phillips will provide legal consulting services to us, in exchange for compensation of \$6,000 per month, \$4,000 of which is payable in cash and \$2,000 of which is payable in Shares at their current market value, and 100,000 incentive stock options. 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.
Management Agreement	Glance Technologies Inc. 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, 2,150 of which is payable in Shares each month at their market value on the date of issuance less the maximum discount allowed by the Exchange and \$350 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.
Services Agreement	Glance Technologies Inc. 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 \$10,000 per month, \$8,650 of which is payable in Shares each month at their market value on the date of issuance less the maximum discount allowed by the Exchange, and \$1,350 of which is payable in cash.
Director Agreement	Glance Technologies Inc. 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 our 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 Technologies Inc. and shareholders of Glance Technologies Inc.	May 12 2016, May 13, 2016, May 27, 2016, May 31, 2016, and June 1, 2016	Set out the terms pursuant to which Shares held by certain of our shareholders are held in escrow, including the release Schedule.

Name of Contract	Parties	Date	Nature of Contract and Consideration
	(see "Escrowed Securities and Securities Subject to Contractual Restriction on Transfer)		

Copies of all material contracts may be inspected at our registered and records office at Suite 1820, 925 West Georgia Street, Vancouver, BC V6C 3L2, during normal business hours while distribution of the securities offered hereunder is in progress, and for a period of 30 days thereafter. The material contracts will also be available on the SEDAR website (www.sedar.com) upon the issuance of the final receipt for this Prospectus.

EXPERTS

NAMES OF EXPERTS

Our auditor is Saturna Group Chartered Professional Accountants LLP. Such auditor is independent in accordance with the auditor's code of professional conduct of the Chartered Professional Accountants of British Columbia.

INTEREST OF EXPERTS

No person whose profession or business gives authority to a statement made by such person and who is named in this Prospectus has received or will receive a direct or indirect interest in our property or any of our associates or affiliates. As at the date hereof, none of the aforementioned persons beneficially owns, directly or indirectly, securities of ours or our associates and affiliates. In addition, none of the aforementioned persons nor any director, officer or employee of any of the aforementioned persons, is or is expected to be elected, appointed or employed as, a director, senior officer or employee of us or of any of our associates or affiliates, or as a promoter of ours or an associate or affiliate of ours.

OTHER MATERIAL FACTS

There are no further facts or particulars in respect of the securities being distributed pursuant to this Prospectus that are not already disclosed herein that are necessary to be disclosed for this Prospectus to contain full, true and plain disclosure of all material facts relating to such securities.

FINANCIAL STATEMENT DISCLOSURE FOR ISSUERS

The following Financial Statements are included herein:

- **Schedule "B"** - our reviewed, unaudited condensed interim financial statements for the three months ended February 29, 2016; and
- **Schedule "C"** - our audited consolidated financial statements for the financial year ended November 30, 2015 and the period from November 12 (date of incorporation of Glance Pay) to November 30, 2014.

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:

External Auditor

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.

Consolidated Financial Statements and Financial Information

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.

Risk Management, Internal Controls and Information Systems

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.

SCHEDULE "B"

[Inserted as the following pages]

GLANCE TECHNOLOGIES INC.

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

February 29, 2016

Stated in Canadian dollars

Glance Technologies Inc.
Consolidated Statements of Financial Position

(stated in Canadian dollars)

ASSETS	Note	February 29, 2016 \$	November 30, 2015 \$
		(unaudited)	
Current assets			
Cash		336,989	106,821
Restricted cash	4	-	329,600
Amounts receivable		4,896	897
Prepaid expenses and deposits	5	27,521	6,271
Total current assets		369,406	443,589
Non-current assets			
Computer equipment		3,665	2,846
Intangible assets	6	584,900	584,900
Total non-current assets		588,565	587,746
Total assets		957,971	1,031,335
LIABILITIES			
Current			
Accounts payable and accrued liabilities	9	45,674	49,121
Advances payable	8	-	10,500
Total liabilities		45,674	59,621
SHAREHOLDERS' EQUITY			
Share capital		1,505,294	1,505,294
Special Warrants	8	43,000	-
Reserves – Options	7	28,618	5,197
Deficit		(664,615)	(538,777)
Total shareholders' equity		912,297	971,714
Total liabilities and shareholders' equity		957,971	1,031,335

Nature of Operations and Going Concern (Note 1)

Commitments (Note 11)

Subsequent Events (Note 12)

“Penny Green” _____, Director

“Desmond Griffin” _____, Director

Glance Technologies Inc.

Consolidated Statements of Operations and Comprehensive Loss

Unaudited

(stated in Canadian dollars)

	Note	For the three months ended February 29, 2016 \$	For the three months ended February 28, 2015 \$
Expenses			
Consulting fees	9	8,311	-
Depreciation		407	-
Management fees	9	7,000	2,000
Office and miscellaneous		2,787	-
Professional fees	9	26,144	-
Rent		4,287	-
Share-based payments	7	23,421	-
Software research and development	9	53,481	14,000
Net loss and comprehensive loss for the period		(125,838)	(16,000)
Net loss per share			
Basic and diluted		(0.00)	(0.00)
Weighted average number of common shares outstanding		46,691,666	19,199,833

Glance Technologies Inc.
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

Unaudited

(stated in Canadian dollars)

	Share capital (Number of shares)	Share capital \$	Special Warrants \$	Reserves - Options \$	Deficit \$	Total \$
Balance, November 30, 2014	2,985,000	14,925	-	-	(352)	14,573
Shares issued for settlement of debt	15,000	300	-	-	-	300
Shares issued for intangible assets	27,000,000	540,000	-	-	-	540,000
Net loss for the period	-	-	-	-	(16,000)	(16,000)
Balance, February 28, 2015	30,000,000	555,225	-	-	(16,352)	538,873

	Share capital (Number of shares)	Share capital \$	Special Warrants \$	Reserves - Options \$	Deficit \$	Total \$
Balance, November 30, 2015	46,691,666	1,505,294	-	5,197	(538,777)	971,714
Special Warrants issued for cash	-	-	43,000	-	-	43,000
Share-based payments	-	-	-	23,421	-	23,421
Net loss for the period	-	-	-	-	(125,838)	(125,838)
Balance, February 29, 2016	46,691,666	1,505,294	43,000	28,618	(664,615)	912,297

Glance Technologies Inc.

Consolidated Statements of Cash Flows

Unaudited

(stated in Canadian dollars)

	For the three months ended February 29, 2016 \$	For the three months ended February 28, 2015 \$
Cash flows provided by (used in)		
Operating activities		
Net loss	(125,838)	(16,000)
Items not affecting cash:		
Depreciation	407	-
Share-based payments	23,421	-
Changes in non-cash working capital:		
Amounts receivable	(3,999)	-
Prepaid expenses	(21,250)	-
Accounts payable and accrued liabilities	(3,447)	16,000
	(130,706)	-
Investing activities		
Purchase of computer equipment	(1,226)	-
Restricted cash	329,600	-
	328,374	-
Financing activities		
Cash received on issuance of Special Warrants	32,500	-
	32,500	-
Net change in cash	230,168	-
Cash - beginning of period	106,821	-
Cash - end of period	336,989	-
Non-cash investing and financing activities		
Common shares issued for acquisition of intangible assets	-	(540,000)
Common shares issued to settle accounts payable	-	(300)
Supplemental disclosures:		
Interest paid	-	-
Income taxes paid	-	-

(The accompanying notes are an integral part of these condensed interim consolidated financial statements)

Glance Technologies Inc.

Notes to the Condensed Interim Consolidated Financial Statements

February 29, 2016

(unaudited)

(stated in Canadian dollars)

1. Nature of Operations and Going Concern

Glance Technologies Inc. (formerly Left Bank Capital Corp.) (“Glance Technologies” or the “Company”) was incorporated under the laws of the province of British Columbia, Canada, on October 24, 2014. The Company began limited operations and has not yet realized any revenues from its planned operations. The Company’s head office is located at 8440 200-375 Water Street, Vancouver, British Columbia, V6B 0M9. The Company’s registered office is located at Suite 1820, 925 West Georgia Street, Vancouver, British Columbia, V6C 3L2.

On August 28, 2015, the Company completed a share exchange agreement (the “Transaction”) with Glance Pay Inc. (formerly, Clover Acquisitions Inc. and Glance Mobile Inc.) (“Glance Pay”). Glance Pay was incorporated on November 12, 2014 under the laws of the province of British Columbia, Canada. Glance Pay is a Canadian development stage financial technology company involved in the business of developing mobile payment processing software and smart phone applications. The Company aims to enhance the payment process for both consumers and merchants online, and brick-and-mortar environments, using proprietary technology that combines mobile technologies and traditional payment processing.

Under the terms of the Transaction, the shareholders of Glance Pay each received one common share of Glance Technologies (“Glance Technologies Shares”) in exchange for one common shares of Glance Pay (“Glance Pay Shares”). As a result, the shareholders of Glance Pay own 67.5% of Glance Technologies. Glance Technologies’ board of directors and senior management were reconstituted and consist of directors and senior management of Glance Pay.

These condensed interim consolidated financial statements have been prepared on the basis that the Company will continue as a going concern, which assumes that the Company will be able to realize its assets and satisfy its liabilities in the normal course of business for the foreseeable future. Management is aware, in making its going concern assessment, of material uncertainties related to events and conditions that may cast significant doubt upon the Company’s ability to continue as a going concern. As at February 29, 2016, the Company has an accumulated deficit of \$664,615. The Company is in an early stage of development and has not yet generated any revenue from operations. Whether and when the Company can generate sufficient operating cash flows to pay for its expenditures and settle its obligations as they fall due subsequent to February 29, 2016 is uncertain. These condensed interim consolidated financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and statement of financial position classifications that would be necessary were the going concern assumption inappropriate. The effects of these adjustments could be material.

2. Basis of Presentation

a) Statement of Compliance

These condensed interim consolidated financial statements of the Company have been prepared in accordance with International Accounting Standards (“IAS”) 34, Interim Financial Reporting, and based on the principles of International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”). These condensed interim consolidated financial statements should be read in conjunction with the Company’s annual consolidated financial statements for the year ended November 30, 2015, which include the Company’s significant accounting policies, and have been prepared in accordance with the same methods of application.

The Board of Directors approved the condensed interim consolidated financial statements for issuance on June 3, 2016.

Glance Technologies Inc.

Notes to the Condensed Interim Consolidated Financial Statements

February 29, 2016

(unaudited)

(stated in Canadian dollars)

2. Basis of Presentation (continued)

b) Basis of Measurement

These condensed interim consolidated financial statements have been prepared under the historical cost convention and are presented in Canadian dollars, which is the functional currency of the Company. In addition, these condensed interim consolidated financial statements have been prepared using the accrual basis of accounting except for the cash flow information.

c) Significant Accounting Estimates and Judgments

The preparation of financial statements in accordance with IFRS requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

In preparing these condensed interim consolidated financial statements, the significant judgments made by management in applying the Company's accounting policies and the key sources of estimation uncertainty were the same as those applied to the consolidated financial statements for the year ended November 30, 2015.

3. Acquisition of Glance Pay Inc.

On August 28, 2015, the Company completed the Transaction (refer to Note 1) with Glance Pay. Under the terms of the Transaction, the Company issued one common share in exchange for one common share of Glance Pay. Subsequent to the Transaction, the Company completed a financing (the "Financing") issuing 4,941,666 units of the Company at a price of \$0.15 per unit for proceeds of \$741,250. Each unit was comprised of one common share and one half of a share purchase warrant to purchase one additional common share of the Company.

Upon closing of the Transaction and the Financing, the former shareholders of Glance Pay owned 75.4% of the combined entity, Glance Technologies. Glance Technologies' board of directors and senior management were reconstituted and consist of the directors and senior management of Glance Pay. Given the majority ownership of the common shares of the Company and the majority representation on the Company's Board of Directors are held by the former shareholders and directors of Glance Pay, Glance Pay has the power to govern the financial and operating policies so as to obtain benefits from the activities of the Company. The Transaction constitutes a reverse acquisition where Glance Pay is considered the accounting acquirer of Glance Technologies.

Given the limited operations and inactive status of Glance Technologies at the date of the Transaction, the Company did not meet the definition of a business under IFRS 3, Business Combinations. The acquisition was therefore considered the issuance of shares by Glance Pay for the net assets of Glance Technologies, accompanied by recapitalization, and therefore fell under the scope of IFRS 2, Share-based Payments. As a result of reverse acquisition accounting, the consolidated financial statements of the Company represent a continuation of Glance Pay's financial statements and the acquisition of Glance Technologies.

The fair value of the 10,250,000 common shares of the Company that were deemed to have been issued and retained by the former shareholders of Glance Technologies was \$178,819, which was determined based on the fair value of net assets and liabilities of Glance Pay on the date of the Transaction. The fair value of the net assets acquired of Glance Technologies amounted to net liabilities of \$34,900, resulting in a restructuring cost of \$213,719, which was recognized in the Company's statement of operations for the year ended November 30, 2015.

4. Restricted Cash

As at November 30, 2015, the Company held \$329,600 in a trust account which was held in escrow. The restricted cash can be released upon the earliest of the following:

Glance Technologies Inc.

Notes to the Condensed Interim Consolidated Financial Statements

February 29, 2016

(unaudited)

(stated in Canadian dollars)

- a) Listing of the Company's common shares on a Canadian Stock exchange;
- b) January 31, 2016, if the Company has not raised at least \$75,000 pursuant to a new special warrant offering by that date;
- c) Receipt of a court order; or
- d) May 1, 2016.

On January 31, 2016, the restricted cash of \$329,600 was released from escrowed and became accessible to the Company's use.

5. Prepaid Expenses and Deposits

The Company has commenced efforts for an initial public offering of up to 4,600,000 common shares at a price of \$0.15 per share for total proceeds of \$690,000 (the "Offering") through the facilities of the Canadian Securities Exchange. Pursuant to the Offering, the Company has entered into an agreement with an agent (the "Agent") with an over-allotment option of up to 690,000 additional common shares. Total compensation for the Agent is 8% of the gross proceeds from the Offering payable in cash and options to purchase number of common shares equal to 8% of the number of common shares sold by the Agent, with an exercise price of \$0.15 per share to be exercised within 24 months of the closing of the Offering.

During the three months ended February 29, 2016, the Company paid a deposit of \$16,250 to the Agent and also incurred \$5,000 of professional fees with respect to the Offering.

6. Intangible Assets

A continuity of the intangible assets acquired is as follows:

	Computer Software \$	Payment Processing Applications \$	Total \$
Balance, November 30, 2015 and February 29, 2016	554,900	30,000	584,900

At February 29, 2016, the Company did not record amortization on the intangible assets as they are still being developed and have not been placed in use.

7. Stock Options

Pursuant to the Company's stock option plan, directors may, from time to time, authorize the issuance of options to directors, officers, employees, and consultants of the Company. The terms of the granted stock options as well as the vesting conditions are at the sole discretion of the directors.

On January 15, 2016, the Company modified the exercise price of 400,000 stock options granted during the year ended November 30, 2015 from \$0.20 per share to \$0.15 per share, resulting in an increase of share-based payments of \$1,505. During the period ended February 29, 2016, share-based payments expense of \$18,892 related to the vesting of the estimated fair value of the original grant and the incremental value resulting from the modification of the exercise price has been recognized in the Company's statement of operations. All weighted average exercise prices have been retroactively adjusted for all periods presented.

Glance Technologies Inc.

Notes to the Condensed Interim Consolidated Financial Statements

February 29, 2016

(unaudited)

(stated in Canadian dollars)

7. Stock Options (continued)

On January 15, 2016, the Company granted 200,000 stock options to the Chief Financial Officer of the Company, with an exercise price of \$0.15 per share until January 15, 2021. 30% of the options vest on July 15, 2016, an additional 30% vest on January 15, 2017, and the final 40% vest on January 15, 2018. The estimated fair value of these stock options amounted to \$25,249, of which \$3,426 was recognized as share-based payments in the Company's statement of operations.

On February 11, 2016, the Company granted 25,000 stock options to a consultant of the Company, with an exercise price of \$0.15 per share until February 11, 2021. 30% of the options vest upon issuance, an additional 30% vest on August 11, 2016, and the final 40% vest on February 11, 2017. The estimated fair value of these stock options amounted to \$3,156, of which \$1,103 was recognized as share-based payments in the Company's statement of operations and comprehensive loss.

A continuity schedule of the incentive stock options is as follows:

	Number of options	Weighted average exercise price \$
Outstanding, November 30, 2015	550,000	0.14
Granted	225,000	0.15
Outstanding, February 29, 2016	775,000	0.14

Additional information regarding stock options outstanding as at February 29, 2016 is as follows:

		Outstanding	
Range of exercise prices \$	Number of options	Weighted average remaining contractual life (years)	Weighted average exercise price \$
0.10	150,000	4.67	0.10
0.15	625,000	4.78	0.15
	775,000	4.76	0.14

The fair value of options granted was estimated on the date of grant using the Black-Scholes option pricing model assuming no expected dividends and the following assumptions:

	2016	2015
Expected stock price volatility	125%	125%
Risk-free interest rate	0.97%	0.84%
Expected life of options	5 years	5 years
Expected forfeiture rate	0%	0%

As at February 29, 2016, 7,500 stock options (November 30, 2015 – nil) had vested. The weighted average fair value of options outstanding was \$0.13 (November 30, 2015 - \$0.12) per option. During the period ended February 29, 2016, the Company recorded \$23,421 (2015 - \$nil) of share-based compensation due to the granting of stock options.

Glance Technologies Inc.

Notes to the Condensed Interim Consolidated Financial Statements

February 29, 2016

(unaudited)

(stated in Canadian dollars)

8. Share Purchase Warrants

	Number of warrants	Weighted average exercise price \$
Balance, November 30, 2015 and February 29, 2016	2,470,833	0.25

Special Warrants

On February 4, 2016, the Company issued 286,666 share purchase warrants at a price of \$0.15 per warrant for total proceeds of \$43,000 (the "Special Warrants"), of which \$10,500 was received prior to November 30, 2015. The Special Warrants included 16,750 Special Warrants issued to the Chief Financial Officer of the Company for proceeds of \$2,513. Each Special Warrant is convertible into one common share of the Company without any additional consideration by the earlier of: (i) the first business day following the day upon a final prospectus being received by a provincial securities regulatory authority; and (ii) the third anniversary of the date of issuance of the Special Warrants.

A continuity schedule of the Special Warrants is as follows:

	Number of Special Warrants	Weighted average exercise price \$
Outstanding, November 30, 2015	-	-
Issued	286,666	-
Outstanding, February 29, 2016	286,666	-

9. Related Party Transactions

- d) As at February 29, 2016, the Company owed \$11,009 (November 30, 2015 - \$17,808) to the President of the Company and a company controlled by the President of the Company, which is included in accounts payable and accrued liabilities. The amount due was unsecured, non-interest bearing, and due on demand.
- e) As at February 29, 2016, the Company owed \$16,833 (November 30, 2015 - \$15,900) to a company where the Chief Financial Officer of the Company is a principal, which is included in accounts payable and accrued liabilities. The amount due was unsecured, non-interest bearing, and due on demand. Refer to Note 12(g).
- f) On January 6, 2015, Glance Pay entered into a services agreement with the President of the Company and a company controlled by the President of the Company for services at a rate of \$8,000 per month. On December 1, 2015, the agreement was amended to \$15,000 per month. On February 1, 2016, the agreement was amended to \$10,000 per month. During the three months ended February 29, 2016, the Company incurred software research and development costs of \$38,000 (2015 - \$14,000) and management fees of \$7,000 (2015 - \$2,000) to the President of the Company and a company controlled by the President of the Company.
- g) During the three months ended February 29, 2016, the Company incurred professional fees of \$15,100 (2015 - \$nil) to a company where the Chief Financial Officer is a principal.
- h) During the three months ended February 29, 2016, the Company incurred share-based compensation of \$22,318 (2015 - \$nil) to officers and directors of the Company. Refer to Note 7.

10. Segmented Information

Glance Technologies Inc.

Notes to the Condensed Interim Consolidated Financial Statements

February 29, 2016

(unaudited)

(stated in Canadian dollars)

The Company's business consists of one reportable segment and all of the Company's assets are located in Canada. The Company has not generated any revenue to date.

11. Commitments

- a) On February 1, 2015, the Company entered into a management agreement with the Chief Operating Officer of the Company for consulting services. The officer will be compensated a monthly fee of \$5,000, payable in cash or common shares of the Company at the officer's discretion. The officer may terminate the agreement by providing 30 days' written notice. The Company may terminate the agreement by providing two months' written notice.
- On October 28, 2015, the management agreement was amended whereby the officer shall be compensated a salary only subsequent to the Company having raised a minimum of \$1,000,000 in new equity financing.
- On February 7, 2016, the management agreement was amended whereby the officer shall be compensated a monthly fee of \$5,000 upon the Company having raised a minimum of \$500,000 in new equity financing.
- b) On November 1, 2014, the Company entered into a services agreement with a company owned by the Chief Operating Officer of the Company (the "Consultant") for an initial fee of \$50,000, payable on December 1, 2014 (paid), and then \$10,000 per month beginning on February 1, 2015 until the termination of the agreement. The term of the agreement is 12 months, renewable on an annual basis.
- On October 28, 2015, the Company entered into an amendment agreement with the Consultant. Pursuant to the amendment, the Consultant shall be compensated a monthly fee of \$10,000 subsequent to the Company:
- a) having raised a minimum of \$500,000 in new equity financing after October 28, 2015; or b) having generated gross revenues of \$100,000 or more.

12. Subsequent Events

- a) On March 15, 2016, the Company amended the management agreement dated February 1, 2015 and amended as of October 28, 2015 and February 7, 2016 with the Chief Operating Officer of the Company to increase compensation to a monthly fee of \$10,000 beginning on March 15, 2016, payable in common shares of the Company.
- b) On March 15, 2016, the Company amended the management agreement dated November 1, 2015 and amended as of February 1, 2016 with the President & Chief Executive Officer of the Company to increase monthly compensation to \$15,000 beginning on March 15, 2016, \$10,000 of which is payable in cash and \$5,000 of which is payable in common shares of the Company.
- c) On March 15, 2016, the Company amended the services agreement with a company owned by the Chief Operating Officer of the Company dated November 1, 2014 and amended as of October 28, 2015. Pursuant to the amended agreement, the company owned by the Chief Operating Officer of the Company shall provide various services to the Company including leased office premises, administration, accounting and business development services work of the Company. The company owned by the Chief Operating Officer of the Company shall be compensated by a monthly fee of \$12,500 payable in common shares of the Company at their market value on the date of issuance.
- d) On March 17, 2016, the Company granted an aggregate of 740,000 incentive stock options with an exercise price of \$0.15 per share exercisable for a period of 5 years from the grant date to directors, officers and consultants of the Company. The options all vested immediately upon grant.

Glance Technologies Inc.

Notes to the Condensed Interim Consolidated Financial Statements

February 29, 2016

(unaudited)

(stated in Canadian dollars)

12. Subsequent Events (continued)

- e) On March 17, 2016, the Company granted 25,000 incentive stock options with an exercise price of \$0.15 per share exercisable for a period of one year from the grant date to a consultant of the Company. The options vested immediately upon grant.
- f) On March 18, 2016, the Company entered into a consulting agreement for legal services in exchange for monthly compensation beginning March 7, 2016 of \$6,000, \$4,000 of which is payable in cash and \$2,000 of which is payable in common shares of the Company. The Company will also grant 100,000 stock options exercisable at \$0.15 for a period of five years. The stock options will vest as follows: 30% on the issuance date, 30% six months after the issuance date, and the remainder 12 months after the issuance date. On March 17, 2016, the Company granted 100,000 incentive stock options to this consultant pursuant to this agreement.
- g) On March 31, 2016, the Company entered into a debt conversion agreement with a company of which the Chief Financial Officer is a principal and issued 66,666 Special Warrants in exchange for the settlement of \$10,000 of accounts payable and accrued liabilities pursuant to this debt conversion agreement.
- h) On March 31, 2016, the Company issued 17,500 Special Warrants to the President of the Company, 78,750 Special Warrants to the Chief Operating Officer of the Company's nominee, and 10,753 Special Warrants to a consultant of the Company.
- i) On April 15, 2016, the Company appointed a Chief Marketing Officer of the Company and entered into a management agreement with the Chief Marketing Officer whereby the Chief Marketing Officer will provide services consistent with that position for monthly compensation beginning on April 1, 2016 of \$2,500, of which \$300 is payable in cash and \$2,150 is payable in common shares of the Company, a commission of \$200 for each new restaurant the Chief Marketing Officer signs up to use the Company's mobile payments app or trains to use the Company's mobile payments app, \$25 for each new restaurant that a marketing rep signed up by the Chief Marketing Officer signs up to use the Company's mobile payments app, and 800,000 incentive stock options, which were granted on April 15, 2016, with an exercise price of \$0.15 per share which are exercisable for a period of 5 years from the date of grant and vest upon the Company achieving certain milestones. If the Company raises a minimum of \$3,000,000 in new equity financing, the Chief Marketing Officer may elect for the Company to pay any portion of the service fee in cash instead of compensation shares by providing written notice. If the Company raises a minimum of \$2,000,000 in new equity financing, the Chief Marketing Officer may elect for the Company to pay up to two-thirds of the service fee in cash instead of compensation shares by providing written notice. If the Company raises a minimum of \$1,000,000 in new equity financing, the Chief Marketing Officer may elect for the Company to pay up to one-third of the service fee in cash instead of compensation shares by providing written notice.
- j) On April 15, 2016, the Company entered into a services agreement with ROMD Marketing and Design Inc. ("ROMD") for marketing and design services for monthly compensation beginning on April 1, 2016 of \$10,000, of which \$1,350 is payable in cash to ROMD's nominees and \$8,650 is payable to ROMD's nominees in common shares of the Company, and 150,000 incentive stock options, which were granted on April 15, 2016 to ROMD's nominees exercisable at a price of \$0.15 per share for a period of 5 years from the date of grant. The options vest when ROMD has completed the Company's logo and website. If the Company raises a minimum of \$3,000,000 in new equity financing, ROMD may elect for the Company to pay any portion of the service fee in cash instead of common shares by providing written notice. If the Company raises a minimum of \$2,000,000 in new equity financing, ROMD may elect for the Company to pay up to two-thirds of the service fee in cash instead of common shares by providing written notice. If the Company raises a minimum of \$1,000,000 in new equity financing, ROMD may elect for the Company to pay up to one-third of the service fee in cash instead of common shares by providing written notice.

Glance Technologies Inc.

Notes to the Condensed Interim Consolidated Financial Statements

February 29, 2016

(unaudited)

(stated in Canadian dollars)

12. Subsequent Events (continued)

- k) On April 19, 2016, the Company entered into a settlement agreement and mutual release among Buyatab Online Inc. ("Buyatab"), the President of the Company and Angela Griffin relating to a notice of civil claim filed by Buyatab in British Columbia Supreme Court on April 11, 2016 naming the Company and the President of the Company as defendants.
- l) On April 30, 2016, the Company issued an aggregate of 377,837 Special Warrants as follows: 35,000 to the President of the Company; 13,334 to a consultant of the Company; 70,000 to the Chief Operating Officer's nominees; 87,500 to the Consultant's nominees; 14,334 to the Chief Marketing Officer; 57,668 to ROMD's nominees; and 100,001 to various investors.
- m) On May 12, 2016, the Company issued 250,000 stock options to a director of the Company at an exercise price of \$0.15 per share which are exercisable for a period of 5 years from the date of grant, and will vest according to the following schedule: 30% of the options vested on May 12, 2016; 30% will vest on November 12, 2016; and 40% will vest on May 12, 2017.
- n) On May 17, 2016, the Company entered into an agreement to terminate the management agreement dated November 12, 2015 and amended January 15, 2016 and the stock option agreement dated November 12, 2016 and amended January 15, 2016 pursuant to which the Company granted 200,000 incentive stock options to a consultant. Effective immediately, the 200,000 incentive stock options were cancelled. Pursuant to this termination agreement, the consultant also agreed to provide consulting services on an hourly basis as requested by the Company. In consideration, the Company will grant the 50,000 incentive stock options with an exercise price of \$0.15 per share exercisable for a period of two years from the grant date to this consultant. The options vested immediately upon grant.
- o) On May 20, 2016, the Company issued an aggregate of 133,332 Special Warrants to various investors.
- p) On May 31, 2016, the Company issued an aggregate of 277,832 Special Warrants as follows: 35,000 to the President of the Company; 13,333 to a consultant of the Company; 70,000 to the Chief Operating Officer; 57,666 to ROMD's nominees; 87,500 to a company controlled by the Chief Operating Officer of the Company; and 14,333 to the Chief Marketing Officer.
- q) The Company is proposing to offer to the public, by prospectus, 4,600,000 units at \$0.15 per unit for gross proceeds of \$690,000. Each unit consists of one common share of the Company and one-half of one share purchase warrants, with each full share purchase warrant entitling the holder to purchase one common share of the Company at an exercise price of \$0.25 per share for a period of one year. The offering is subject to a minimum subscription of 3,600,000 units and includes an over-allotment option for the agent to purchase an additional 690,000 units at \$0.15 per unit for additional gross proceeds of \$103,500. The agent will be paid a commission of 8% of the gross proceeds of the offering, a corporate financing fee of \$35,000, of which \$6,250 is non-refundable and is payable upon the agent's acceptance, \$6,250 is payable on or before thirty days from the agent's acceptance, and the remainder is deducted from the proceeds of the offering, and all other expenses and costs related to the issuance. In addition, the Company will grant agent's options equal to 8% of the number of shares sold exercisable at \$0.15 per share for a period of two years from the date of issuance. As at February 29, 2016, the Company paid \$6,250 for the corporate finance fee and \$10,000 for prepayment of expected costs relating to the issuance.

SCHEDULE "C"

[Inserted as the following pages]

GLANCE TECHNOLOGIES INC.
CONSOLIDATED FINANCIAL STATEMENTS
November 30, 2015 and 2014
(stated in Canadian dollars)

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Glance Technologies Inc.

We have audited the accompanying consolidated financial statements of Glance Technologies Inc. which comprise the consolidated statements of financial position as at November 30, 2015 and 2014, and the consolidated statements of operations and comprehensive loss, changes in equity, and cash flows for the year ended November 30, 2015 and for the period from November 12, 2014 (date of inception) to November 30, 2014, and the related notes comprising a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also involves evaluating the appropriateness of the accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, these consolidated financial statements present fairly, in all material respects, the financial position of Glance Technologies Inc. as at November 30, 2015 and 2014 and its financial performance and its cash flows for the year ended November 30, 2015 and for the period from November 12, 2014 (date of inception) to November 30, 2014, in accordance with International Financial Reporting Standards.

Emphasis of Matter

Without qualifying our opinion, we draw attention to Note 1 of the consolidated financial statements which indicates the existence of a material uncertainty that may cast significant doubt on the ability of Glance Technologies Inc. to continue as a going concern.

Vancouver, Canada

March 11, 2016

Glance Technologies Inc.
Consolidated Statements of Financial Position

(stated in Canadian dollars)

ASSETS	Note	November 30, 2015 \$	November 30, 2014 \$
Current assets			
Cash		106,821	-
Restricted cash	7	329,600	-
Amounts receivable		897	-
Prepaid expenses		6,271	-
Total current assets		443,589	-
Non-current assets			
Computer equipment		2,846	-
Intangible assets	4	584,900	14,900
Total non-current assets		587,746	14,900
Total assets		1,031,335	14,900
LIABILITIES			
Current			
Accounts payable and accrued liabilities	13	49,121	327
Advances payable	9	10,500	-
Total liabilities		59,621	327
SHAREHOLDERS' EQUITY			
Share capital	10	1,505,294	14,925
Reserves – Options	11	5,197	-
Deficit		(538,777)	(352)
Total shareholders' equity		971,714	14,573
Total liabilities and shareholders' equity		1,031,335	14,900

Nature of Operations and Going Concern (Note 1)

Commitments (Note 15)

Subsequent Events (Note 19)

“Penny Green” _____, Director

“Desmond Griffin” _____, Director

Glance Technologies Inc.

Consolidated Statements of Operations and Comprehensive Loss

(stated in Canadian dollars)

	Note	For the year ended November 30, 2015 \$	For the period from November 12, 2014 (date of inception) to November 30, 2014 \$
Expenses			
Consulting fees	13	131,000	-
Management fees	13	39,857	-
Office and miscellaneous		9,769	352
Professional fees	13	26,649	-
Rent		8,860	-
Share-based payments	11	5,197	-
Software research and development	13	103,933	-
Travel		1,468	-
Loss from operations		(326,733)	(352)
Other income (expense)			
Gain on forgiveness of related party debt	13	2,027	-
Restructuring costs	6	(213,719)	-
Total other income (expense)		(211,692)	-
Net loss and comprehensive loss for the period		(538,425)	(352)
Net loss per share			
Basic and diluted		(0.02)	(0.00)
Weighted average number of common shares outstanding		32,317,813	2,488,333

Glance Technologies Inc.
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

(stated in Canadian dollars)

	Share capital (Number of shares)	Share capital \$	Reserves - Options \$	Deficit \$	Total \$
Balance, November 12, 2014 (date of inception)	-	-	-	-	-
Shares issued for settlement of debt	5,000	25	-	-	25
Shares issued for intangible assets	2,980,000	14,900	-	-	14,900
Net loss for the period	-	-	-	(352)	(352)
Balance, November 30, 2014	2,985,000	14,925	-	(352)	14,573
Shares issued for settlement of debt	15,000	300	-	-	300
Shares issued for intangible assets	28,500,000	570,000	-	-	570,000
Shares issued on reverse acquisition	10,250,000	178,819	-	-	178,819
Shares issued for private placement	4,941,666	741,250	-	-	741,250
Share-based payments	-	-	5,197	-	5,197
Net loss for the year	-	-	-	(538,425)	(538,425)
Balance, November 30, 2015	46,691,666	1,505,294	5,197	(538,777)	971,714

Glance Technologies Inc.
Consolidated Statements of Cash Flows

(stated in Canadian dollars)

	For the year ended November 30, 2015 \$	For the period from November 12, 2014 (date of inception) to November 30, 2014 \$
Cash flows provided by (used in)		
Operating activities		
Net loss	(538,425)	(352)
Items not affecting cash:		
Forgiveness of related party debt	(2,027)	-
Restructuring costs	213,719	-
Share-based payments	5,197	25
Changes in non-cash working capital:		
Amounts receivable	(897)	-
Prepaid expenses	(6,271)	-
Accounts payable and accrued liabilities	21,221	327
	(307,483)	-
Investing activities		
Purchase of computer equipment	(2,846)	-
Restricted cash	(329,600)	-
	(332,446)	-
Financing activities		
Proceeds from advances payable	5,500	-
Proceeds from share issuances	741,250	-
	746,750	-
Net change in cash	106,821	-
Cash - beginning of period	-	-
Cash - end of period	106,821	-
Non-cash investing and financing activities		
Common shares issued for acquisition of intangible assets	(570,000)	(14,900)
Common shares issued to settle accounts payable	300	-
Supplemental disclosures:		
Interest paid	-	-
Income taxes paid	-	-

(The accompanying notes are an integral part of these consolidated financial statements)

Glance Technologies Inc.

Notes to the Consolidated Financial Statements

November 30, 2015

(stated in Canadian dollars)

1. Nature of Operations and Going Concern

Glance Technologies Inc. (formerly Left Bank Capital Corp.) (“Glance Technologies” or the “Company”) was incorporated under the laws of the province of British Columbia, Canada, on October 24, 2014. The Company began limited operations and has not yet realized any revenues from its planned operations. The Company’s head office is located at 8440 200-375 Water Street, Vancouver, British Columbia, V6B 0M9. The Company’s registered office is located at Suite 1820, 925 West Georgia Street, Vancouver, British Columbia, V6C 3L2.

On August 28, 2015, the Company completed a share exchange agreement (the “Transaction”) with Glance Mobile Inc. (formerly, Clover Acquisitions Inc.) (“Glance Mobile”). Glance Mobile was incorporated on November 12, 2014 under the laws of the province of British Columbia, Canada. Glance Mobile is a Canadian development stage financial technology company involved in the business of developing mobile payment processing software and smart phone applications. The Company aims to enhance the payment process for both consumers and merchants online, and brick-and-mortar environments, using proprietary technology that combines mobile technologies and traditional payment processing.

Under the terms of the Transaction, the shareholders of Glance Mobile each received one common share of Glance Technologies (“Glance Technologies Shares”) in exchange for one common shares of Glance Mobile (“Glance Mobile Shares”). As a result, the shareholders of Glance Mobile own 75.4% of Glance Technologies. Glance Technologies' board of directors and senior management were reconstituted and consist of directors and senior management of Glance Mobile.

These consolidated financial statements have been prepared on the basis that the Company will continue as a going concern, which assumes that the Company will be able to realize its assets and satisfy its liabilities in the normal course of business for the foreseeable future. Management is aware, in making its going concern assessment, of material uncertainties related to events and conditions that may cast significant doubt upon the Company’s ability to continue as a going concern. As at November 30, 2015, the Company has a working capital balance of \$383,968, but has an accumulated deficit of \$538,777. The Company is in an early stage of development and has not yet generated any revenue from operations. Whether and when the Company can generate sufficient operating cash flows to pay for its expenditures and settle its obligations as they fall due subsequent to November 30, 2015 is uncertain. These consolidated financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and statement of financial position classifications that would be necessary were the going concern assumption inappropriate. These adjustments could be material.

2. Basis of Presentation

These consolidated financial statements of the Company have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”). The policies presented in Note 3 were consistently applied to all periods presented. The Board of Directors approved the consolidated financial statements for issuance on March 11, 2016.

These consolidated financial statements have been prepared under the historical cost convention and are presented in Canadian dollars, which is the functional currency of the Company.

Glance Technologies Inc.

Notes to the Consolidated Financial Statements

November 30, 2015

(stated in Canadian dollars)

3. Summary of Significant Accounting Policies

a) Principles of Consolidation

These consolidated financial statements include the accounts of the Company and its wholly-owned subsidiary, Glance Mobile. The transactions among the Company and Glance Mobile pertain to the transfer of funds and the payment of third-party costs. All inter-group balances have been eliminated upon consolidation.

b) Loss Per Share

Basic loss per share is computed by dividing loss available to common shareholders by the adjusted weighted average number of common shares outstanding during the period. The computation of diluted loss per share assumes the conversion, exercise or contingent issuance of securities only when such conversion, exercise or issuance would have a dilutive effect on the loss per share. The dilutive effect of convertible securities is reflected in the diluted loss per share by application of the "if converted" method. The dilutive effect of outstanding incentive stock options and their equivalents is reflected in the diluted loss per share by application of the treasury stock method. As at November 30, 2015, the Company had 3,020,833 (2014 – nil) potential dilutive shares outstanding.

c) Property and Equipment

Property and equipment consists of computer equipment and is recorded at cost and depreciated annually at a rate calculated to amortize the assets over their estimated useful lives of two years.

d) Intangible Assets

Intangible assets acquired are recorded at their fair values. Research costs are expensed when incurred. Internally generated software costs and subsequent costs incurred on development of acquired intellectual property, including personnel costs of the Company's development group, are capitalized as intangible assets when the Company can demonstrate:

- The technical feasibility of the project has been established;
- It intends to complete the asset for use or sale and has the ability to do so;
- The asset can generate probable future economic benefits;
- The technical and financial resources are available to complete the development; and
- It can reliably measure the expenditure attributable to the intangible asset during its development.

The Company did not have any development costs that met the capitalization criteria for the periods presented in these consolidated financial statements.

Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses. The useful lives of intangible assets are assessed as either finite or indefinite. Intangible assets with finite lives are amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense on intangible assets with finite lives is recognized in the statement of operations in the expense category that is consistent with the function of the intangible assets. Intangible assets with indefinite useful lives are not amortized, but are tested for impairment annually, either individually or at the cash generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life for indefinite to finite is made on a prospective basis.

Glance Technologies Inc.

Notes to the Consolidated Financial Statements

November 30, 2015

(stated in Canadian dollars)

3. Summary of Significant Accounting Policies (continued)

d) Intangible Assets (continued)

In the case of development expenditures recognized as an asset, amortization of the asset begins when development is complete and the asset is available for use. It is amortized over the period of expected future benefit. During the period of development, the asset is tested for impairment annually.

As the intangible assets are not in use yet, the Company has not established an amortization policy as of the date of these consolidated financial statements.

e) Impairment

At the end of each reporting period, the carrying amounts of the Company's non-monetary assets are reviewed to determine whether there is any indication that those assets are impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and the value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized on the statement of operations for the period. For an asset that does not generate independent cash inflows, the recoverable amount is determined for the cash generating unit to which the asset belongs.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash generating unit) is increased to the revised estimate of its recoverable amount, but to an amount that does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash generating unit) in prior periods. A reversal of an impairment loss is recognized immediately on the statement of operations for the period.

f) Financial Instruments

Financial assets and liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets are derecognized when the rights to receive cash flows from the assets have expired, or have been transferred, and the Company has transferred substantially all risks and rewards of ownership.

Financial assets and liabilities are offset, and the net amount is reported on the statement of financial position, when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis, or realize the asset and settle the liability simultaneously.

At initial recognition, the Company classifies its financial instruments in the different categories, depending on the purpose for which the instruments were acquired.

Financial assets

Financial assets are classified into one of the following categories:

- fair value through profit or loss ("FVTPL");
- available for sale ("AFS");
- held-to-maturity ("HTM"); and,
- loans and receivables.

Glance Technologies Inc.

Notes to the Consolidated Financial Statements

November 30, 2015

(stated in Canadian dollars)

3. Summary of Significant Accounting Policies (continued)

f) Financial Instruments (continued)

The classification is determined at initial recognition and depends on the nature and purpose of the financial asset. The Company's cash and restricted cash is classified as FVTPL.

Loans and receivables are initially recognized at the transaction value and subsequently carried at amortized cost less impairment losses. Interest income is recognized by applying the effective interest rate, except for short-term receivables when the recognition of interest would be immaterial. The effective interest method calculates the amortized cost of a financial asset and allocates interest income over the corresponding period. The effective interest rate is the rate that discounts estimated future cash receipts over the expected life of the financial instrument, or, where appropriate, a shorter period.

Financial liabilities

Financial liabilities are classified into one of the following categories:

- FVTPL; or
- other financial liabilities.

The classification is determined at initial recognition and depends on the nature and purpose of the financial liability. The Company has classified its accounts payable and accrued liabilities, amounts due to related parties, and loans payable as other financial liabilities.

Other financial liabilities are initially measured at fair value, net of transaction costs, and are subsequently measured at amortized cost using the effective interest method, with interest expense recognized on an effective yield basis. The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expenses over the corresponding period. The effective interest rate is the rate that exactly discounts estimated future cash payments over the expected life of the financial liability, or, where appropriate, a shorter period.

g) Share-based payments

The fair value method of accounting is used for share-based payments. Under this method, the cost of the stock options and other equity-settled share-based payment arrangements is recorded based on the date of grant estimated fair value of each tranche using the Black-Scholes option pricing model, and charged to earnings over the vesting period. Compensation expense is recognized over the tranche's vesting period by increasing reserves based on the number of awards expected to vest. At the end of each reporting period, the Company revises its estimates of the number of options that are expected to vest based on non-market vesting conditions. It recognizes the impact of the revision of original estimates, if any, in the statement of operations, with the corresponding adjustment to equity.

Share-based payment arrangements in which the Company receives goods or services as consideration for its own equity instrument are accounted for as equity-settled share-based payment transactions and measured at the fair value of goods and services received. If the fair value of the goods or services received cannot be estimated reliably, the share-based payment transaction is measured at the fair value of the equity instruments granted at the date the Company receives the goods or services.

h) Income taxes

Income tax expense consists of current and deferred income tax expense. Income tax expense is recognized in the statement of operations.

Glance Technologies Inc.

Notes to the Consolidated Financial Statements

November 30, 2015

(stated in Canadian dollars)

3. Summary of Significant Accounting Policies (continued)

h) Income taxes (continued)

Current income tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regard to previous years.

Deferred income taxes are recorded using the statement of financial position liability method. Under the statement of financial position liability method, deferred income tax assets and liabilities are recognized for future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred income tax assets and liabilities are measured using the enacted or substantively enacted tax rates expected to apply when the asset is realized or the liability settled.

The effect on deferred income tax assets and liabilities of a change in tax rates is recognized in the statement of operations in the period that substantive enactment occurs.

A deferred income tax asset is recognized to the extent that it is probable that future taxable income will be available against which the asset can be utilized.

The following temporary differences do not result in deferred income tax assets or liabilities:

- the initial recognition of assets or liabilities that do not affect accounting or taxable income; and
- goodwill.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to set off current income tax assets against current income tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current income tax assets and liabilities on a net basis.

The benefits of investment tax credits for scientific research and experimental development expenditures ("SRED") are recognized in the year the qualifying expenditure is made provided there is reasonable assurance of recoverability. The investment tax credits recorded are based on management's estimates of amounts expected to be recovered and are subject to audit by taxation authorities. The investment tax credit reduces the carrying cost of expenditures for assets to which they relate.

i) Revenue

The Company recognizes revenue in accordance with IAS 18, *Revenue*. The Company earns revenue from merchant fees for payment processing and is recognized only when the amount of revenue can be measured reliably, it is probable that the economic benefits associated with the transaction will flow to the entity, the stage of completion of the transactions at the end of the reporting period can be measured reliably, and the cost incurred for the transaction and the cost to complete the transaction can be measured reliably.

4. Significant accounting estimates and judgments

The preparation of the consolidated financial statements requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements. Actual results could differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

Glance Technologies Inc.

Notes to the Consolidated Financial Statements

November 30, 2015

(stated in Canadian dollars)

4. Significant accounting estimates and judgments (continued)

Significant assumptions of estimates and critical judgments relate to, but are not limited to, the following:

Going concern

The assessment of whether the going concern assumption is appropriate requires management to make judgments regarding all available information about the future, which is at least, but not limited to, 12 months from the end of the reporting period. The Company is aware that material uncertainties may cast significant doubt upon the Company's ability to continue as a going concern.

Impairment of intangible assets

The carrying value of intangible assets is reviewed regularly for conditions that are indicators of impairment. This review requires significant judgment as the Company is a development stage company and does not have revenues that enable future cash flows to be compared to the carrying values.

Recovery of deferred income tax assets

Judgment is required in determining whether deferred income tax assets are recognized on the statement of financial position. Deferred income tax assets require management to assess the likelihood that the Company will generate taxable income in future periods in order to utilize recognized deferred income tax assets. Estimates of future taxable income are based on forecasted cash flows and the application of existing tax laws in Canada. Given the development stage of the Company, it has not recognized any deferred income tax assets on the statement of financial position as at November 30, 2015 and 2014.

Other Estimates

Other significant areas requiring the use of estimates include the estimated useful lives and recoverability of computer equipment and intangible assets, fair value of share-based compensation, and unrecognized deferred income tax assets.

5. Accounting Standards Issued but Not Yet Effective

The following new standard and amendments to standards which are applicable to the Company have been issued with effective dates into the later fiscal years.

- a) IFRS 9 - Financial Instruments ("IFRS 9") addresses the classification, measurement and recognition of financial assets and financial liabilities. The complete version of IFRS 9 was issued in July 2014. It replaces the guidance in IAS 39 that relates to the classification and measurement of financial instruments. IFRS 9 retains but simplifies the mixed measurement model and establishes three primary measurement categories for financial assets: amortized costs, fair value through Other Comprehensive Income ("OCI") and FVTPL. The basis of classification depends on entity's business model and the contractual cash flow characteristics of the financial asset. Investments in equity instruments are required to be measured at FVTPL with the irrevocable option at inception to present changes in fair value in OCI not recycling. There is now a new expected credit losses model that replaces the incurred loss impairment model used in IAS 39. For financial liabilities, there were no changes to classification and measurement except for the recognition of changes in own credit risk in OCI, for liabilities designated at FVTPL.

IFRS 9 relaxes the requirements for hedge effectiveness by replacing the bright line hedge effectiveness tests. It requires an economic relationship between the hedged item and hedging instrument and for the hedged ratio to be the same as the one management actually use for risk management purposes. Contemporaneous documentation is still required but is different to that currently prepared under IAS 39.

The standard is effective for accounting periods beginning on or after January 1, 2018. Early adoption is permitted. The Company is currently evaluating the impact of this standard.

Glance Technologies Inc.

Notes to the Consolidated Financial Statements

November 30, 2015

(stated in Canadian dollars)

5. Accounting Standards Issued but Not Yet Effective (continued)

- b) IFRS 15 - Revenue from Contracts with Customers deals with revenue recognition and establishes principles of reporting useful information to users of financial statements about the nature, amount, timing, and uncertainty of revenue and cash flows arising from an entity's contracts with customers. Revenue is recognized when the customer obtains control of a good or service and thus has the ability to direct the use and obtain the benefits from the good or service. The Standard replaces IAS 18 Revenue, and IAS 11 Construction Contracts and related interpretations. It is effective for annual periods beginning on or after January 1, 2018 and earlier application is permitted. The Standard is not expected to have an impact on the Company in its present form. The Company will adopt the Standard upon generating revenue if earlier than the effective date.

6. Acquisition of Glance Mobile Inc.

On August 28, 2015, the Company completed the Transaction (refer to Note 1) with Glance Mobile. Under the terms of the Transaction, the Company issued one common share in exchange for one common share of Glance Mobile. Subsequent to the Transaction, the Company completed a financing issuing 4,941,666 units of the Company at a price of \$0.15 per unit for proceeds of \$741,250. Each unit was comprised of one common share and one half of a share purchase warrant to purchase one additional common share of the Company.

Upon closing of the Transaction, the former shareholders of Glance Mobile owned 75.4% of the combined entity, Glance Technologies. Glance Technologies' board of directors and senior management were reconstituted and consist of the directors and senior management of Glance Mobile. Given the majority ownership of the common shares of the Company and the majority representation on the Company's Board of Directors are held by the former shareholders of Glance Mobile, Glance Mobile has the power to govern the financial and operating policies so as to obtain benefits from the activities of the Company. The Transaction constitutes a reverse acquisition where Glance Mobile is considered the accounting acquirer of Glance Technologies.

Given the limited operations and inactive status of Glance Technologies at the date of the Transaction, the Company did not meet the definition of a business under IFRS 3, Business Combinations. The acquisition is therefore considered the issuance of shares by Glance Mobile for the net assets of Glance Technologies, accompanied by recapitalization, and therefore falls under the scope of IFRS 2, Share-based Payments. As a result of reverse acquisition accounting, these consolidated financial statements represent a continuation of Glance Mobile's financial statements and the acquisition of Glance Technologies.

The fair value of the 10,250,000 common shares of the Company that were deemed to have been issued and retained by the former shareholders of Glance Technologies was \$178,819, which was determined based on the fair value of net assets and liabilities of Glance Mobile on the date of the Transaction.

The fair value of all consideration given up and charged to restructuring costs is comprised of:

	\$
Fair value of Glance Mobile shares deemed to have been issued to former shareholders of Glance Technologies	178,819
Less fair value of identifiable liabilities of Glance Technologies acquired:	
Advance payable	5,000
Due to related parties	29,900
Net liabilities acquired	34,900
Restructuring cost	213,719

Glance Technologies Inc.
Notes to the Consolidated Financial Statements

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(stated in Canadian dollars)

7. Restricted Cash

As at November 30, 2015, the Company holds \$329,600 (2014 - \$nil) in a trust account which is held in escrow. The restricted cash can be released upon the earliest of the following:

- a) Listing of the Company's common shares on a Canadian Stock exchange;
- b) January 31, 2016, if the Company has not raised at least \$75,000 pursuant to a new special warrant offering by that date;
- c) Receipt of a court order; or
- d) May 1, 2016.

As the funds are not available for immediate use, they are classified as restricted cash on the Company's consolidated statement of financial position.

8. Intangible Assets

On November 15, 2014, Glance Mobile acquired intellectual property with a fair value of \$14,900 from certain officers and directors of Glance Mobile in exchange for 2,980,000 common shares of Glance Mobile.

On January 5, 2015, Glance Mobile acquired computer software and related intellectual property with a fair value of \$540,000 from certain officers and directors of Glance Mobile in exchange for 27,000,000 common shares of Glance Mobile.

On March 15, 2015, Glance Mobile acquired payment application designs and payment processing applications from an arm's length party in exchange for 1,500,000 common shares of Glance Mobile with a fair value of \$30,000.

All fair values of intangible asset acquisitions were determined based on independent valuation conducted at the date of acquisition.

A continuity of the intangible assets acquired is as follows:

	Computer Software \$	Payment Processing Applications \$	Total \$
Balance, November 12, 2014 (date of inception)	-	-	-
Additions	14,900	-	14,900
Balance, November 30, 2014	14,900	-	14,900
Additions	540,000	30,000	570,000
Balance, November 30, 2015	554,900	30,000	584,900

At November 30, 2015, the Company did not record amortization on the intangible assets as they are still being developed and have not been placed in use.

9. Advances Payable

As at November 30, 2015, the Company received advances of \$10,500 (2014 - \$nil) related to the issuance of share purchase warrants subject to a final prospectus being received by a provincial securities regulatory authority. The advances are non-interest bearing, unsecured, and due on demand. Refer to Note 19(e).

Glance Technologies Inc.

Notes to the Consolidated Financial Statements

November 30, 2015

(stated in Canadian dollars)

10. Share Capital

Authorized: unlimited number of common shares, without par value.

Issued share capital of Glance Mobile before the reverse asset acquisition on August 28, 2015:

- a) On November 12, 2014, Glance Mobile issued 5,000 common shares at \$0.005 per share to a director of Glance Mobile to settle outstanding debt of \$25.
- b) On November 15, 2014, Glance Mobile issued 2,980,000 common shares with a fair value of \$14,900 to a director of Glance Mobile for the acquisition of computer software. Refer to Note 8.
- c) On December 1, 2014, Glance Mobile issued 15,000 common shares at \$0.02 per share to a director of Glance Mobile to settle debt of \$300.
- d) On January 5, 2015, Glance Mobile issued 27,000,000 common shares with a fair value of \$540,000 to the officers and directors of Glance Mobile for the acquisition of computer software. Refer to Note 8.
- e) On March 15, 2015, Glance Mobile issued 1,500,000 common shares with a fair value of \$30,000 for the acquisition of payment application designs and payment processing applications. Refer to Note 8.
- f) On August 28, 2015, Glance Mobile was deemed to have issued 10,250,000 common shares pursuant to the merger with Glance Technologies. Refer to Note 6.

Issued share capital of Glance Technologies after the reverse asset acquisition on August 28, 2015:

- g) On August 31, 2015, Glance Technologies issued 4,941,666 units at \$0.15 per unit for proceeds of \$741,250. Each unit was comprised of one common share and one-half of a share purchase warrant to purchase one additional common share at \$0.25 per share until August 31, 2017.

11. Stock Options

Pursuant to the Company's stock option plan, directors may, from time to time, authorize the issuance of options to directors, officers, employees, and consultants of the Company. The terms of the granted stock options as well as the vesting conditions are at the sole discretion of the directors.

On October 29, 2015, the Company granted 150,000 stock options to a director of the Company, with an exercise price of \$0.15 per share until October 29, 2020. 30% of the stock options vest on April 9, 2016, 30% of the stock options vest on October 29, 2016, and the remaining 40% of the stock options vest on October 29, 2017.

On November 6, 2015, the Company granted 200,000 stock options to the Vice President of Corporate Communications of the Company, with an exercise price of \$0.20 per share until November 6, 2020. 30% of the stock options vest on May 5, 2016, 30% of the stock options vest on November 6, 2016, and the remaining 40% of the stock options vest on November 6, 2017. Refer to Note 19(c).

On November 12, 2015, the Company granted 200,000 stock options to the Vice President of Social Media Strategy of the Company, with an exercise price of \$0.20 per share until November 12, 2020. 30% of the stock options vest on May 12, 2016, 30% of the stock options vest on November 12, 2016, and the remaining 40% of the stock options vest on November 12, 2017. Refer to Note 19(c).

Glance Technologies Inc.
Notes to the Consolidated Financial Statements

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(stated in Canadian dollars)

11. Stock Options (continued)

A continuity schedule of the incentive stock options is as follows:

	Number of Options	Weighted average exercise price \$
Outstanding, November 12, 2014 (date of inception) and November 30, 2014	-	-
Granted	550,000	0.17
Outstanding, November 30, 2015	550,000	0.17

Additional information regarding stock options outstanding as at November 30, 2015 is as follows:

Range of exercise prices \$	Number of options	Outstanding	
		Weighted average remaining contractual life (years)	Weighted average exercise price \$
0.10	150,000	4.92	0.10
0.20	400,000	4.95	0.20
	550,000	4.94	0.17

The fair value of options granted was estimated on the date of grant using the Black-Scholes option pricing model assuming no expected dividends and the following assumptions:

	2015	2014
Expected stock price volatility	125%	-
Risk-free interest rate	0.84%	-
Expected life of options	5 years	-
Expected forfeiture rate	0%	-

As at November 30, 2015, none of the stock options had vested and were therefore not exercisable. The weighted average fair value of options granted during the year ended November 30, 2015 was \$0.12 (2014 - \$nil) per option. During the year ended November 30, 2015, the Company recorded \$5,197 (2014 - \$nil) of stock-based compensation related to the granting of stock options.

12. Share Purchase Warrants

	Number of warrants	Weighted average exercise price \$
Balance, November 12, 2014 (date of inception) and November 30, 2014	-	-
Issued	2,470,833	0.25
Balance, November 30, 2015	2,470,833	0.25

The share purchase warrants expire on August 31, 2017.

Glance Technologies Inc.

Notes to the Consolidated Financial Statements

November 30, 2015

(stated in Canadian dollars)

13. Related Party Transactions

- a) As at November 30, 2015, the Company owed \$17,808 (2014 - \$nil) to the President of the Company and a company controlled by the President of the Company, which was included in accounts payable and accrued liabilities. The amount due was unsecured, non-interest bearing, and due on demand.
- b) During the year ended November 30, 2015, the Company incurred management fees of \$28,857 (2014 - \$nil) and consulting fees of \$34,000 (2014 - \$nil) to the Chief Operating Officer of the Company and a company controlled by the Chief Operating Officer of the Company.
- c) During the year ended November 30, 2015, the Company incurred management fees of \$11,000 (2014 - \$nil) to a company controlled by the President of the Company.
- d) On January 6, 2015, the Company entered into a services agreement with a company controlled by the President of the Company for services at a rate of \$8,000 per month. During the year ended November 30, 2015, the Company incurred software research and development costs of \$77,000 (2014 - \$nil) to a company controlled by the President of the Company.
- e) During the year ended November 30, 2015, the Company is owed and has incurred professional fees of \$15,900 (2014 - \$nil) to a company where the Chief Financial Officer of the Company is a principal.
- f) During the year ended November 30, 2015, the amount of \$2,027 (2014 - \$nil) owed to a company controlled by the Chief Operating Officer of the Company was forgiven.
- g) During the year ended November 30, 2015, the Company granted 550,000 (2014 - nil) stock options to officers and directors of the Company.

14. Segmented Information

The Company's business consists of one reportable segment and all of the Company's assets are located in Canada. The Company has not generated any revenue to date.

15. Commitments

- a) On February 1, 2015, the Company entered into a management agreement with the Chief Operating Officer of the Company for consulting services. The officer will be compensated a monthly fee of \$5,000, payable in cash or common shares of the Company at the officer's discretion. The officer may terminate the agreement by providing 30 days' written notice. The Company may terminate the agreement by providing two months' written notice.

On October 28, 2015, the Company entered into an amendment agreement with the officer. Pursuant to the amendment, the officer shall be compensated a salary only subsequent to the Company having raised a minimum of \$1,000,000 in new equity financing. Refer to Note 19(f).

- b) On November 1, 2014, the Company entered into a services agreement with a company owned by the Chief Operating Officer of the Company (the "Consultant") for an initial fee of \$50,000, payable on December 1, 2014 (paid), and then \$10,000 per month beginning on February 1, 2015 until the termination of the agreement. The term of the agreement is 12 months, renewable on an annual basis.

On October 28, 2015, the Company entered into an amendment agreement with the Consultant. Pursuant to the amendment, the Consultant shall be compensated subsequent to the Company: a) having raised a minimum of \$500,000 in new equity financing after October 28, 2015; or b) having generated gross revenues of \$100,000 or more.

Glance Technologies Inc.
Notes to the Consolidated Financial Statements

November 30, 2015

(stated in Canadian dollars)

16. Income Taxes

The Company is subject to Canadian federal and provincial tax at the rate of 26%. The tax effect of the significant temporary differences, which comprise deferred income tax assets and liabilities, are as follows:

	2015	2014
	\$	\$
Net loss for the period	(538,425)	(352)
Statutory rate	26%	26%
Income tax recovery	(139,991)	(92)
Permanent differences	50,967	969
Change in unrecognized deferred income tax assets	89,024	(877)
Income tax provision	-	-

The significant components of deferred income tax assets and liabilities as at November 30, 2015 and 2014 are as follows:

	November 30,	November 30,
	2015	2014
	\$	\$
Deferred Income Tax Assets (Liabilities)		
Non-capital losses carried forward	84,491	92
Intangible assets	3,656	(969)
	88,147	(877)
Unrecognized deferred income tax assets	(88,147)	877
Net Deferred Income Tax Assets	-	-

As at November 30, 2015, the Company has non-capital losses carried forward of \$324,963, which is available to offset future years' taxable income, as follows:

	\$
2034	352
2035	324,611
	324,963

17. Capital Management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to support its operations and growth strategies for the benefit of its stakeholders. As the Company is in the development stage, its principal source of funds is from the issuance of common shares. In the management of capital, the Company includes the components of equity as well as cash and restricted cash.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, acquire or dispose of assets or adjust the amount of cash and investments.

The Company is not subject to externally imposed capital requirements and the Company's overall strategy with respect to capital risk management remains unchanged during the periods presented.

Glance Technologies Inc.
Notes to the Consolidated Financial Statements

November 30, 2015

(stated in Canadian dollars)

18. Financial Instruments

a) Fair Values

Assets and liabilities measured at fair value on a recurring basis were presented on the Company's statement of financial position as at November 30, 2015, as follows:

Fair Value Measurements Using				
	Quoted prices in active markets for identical instruments (Level 1) \$	Significant other observable inputs (Level 2) \$	Significant unobservable inputs (Level 3) \$	Balance, November 30, 2015 \$
Cash	106,821	–	–	106,821
Restricted cash	329,600	–	–	329,600
	436,421	–	–	436,421

As at November 30, 2015, the fair value of financial instruments measured on a recurring basis includes cash and restricted cash based on level one inputs, consisting of quoted prices in active markets for identical assets.

The fair value of other financial instruments, which include amounts receivable, accounts payable and accrued liabilities, and advances payable, approximate their carrying values due to the relatively short-term maturity of these instruments.

b) Credit Risk

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counter party default on its obligation. The Company minimizes its credit risk associated with its cash and restricted cash balance by dealing with major financial institutions in Canada. The carrying amount of financial assets represents the maximum credit exposure.

c) Foreign Exchange Rate and Interest Rate Risk

The Company is not exposed to any significant foreign exchange rate or interest rate risk.

d) Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting financial obligations due to shortage of funds. The Company manages liquidity risk by maintaining sufficient cash balances and adjusting its operating budget and expenditure. Liquidity requirements are managed based on expected cash flows to ensure that there is sufficient capital in order to meet short-term and other specific obligations. As at November 30, 2015, the Company's cash balance, including restricted cash, was \$436,421 (2014 - \$nil) to settle current liabilities of \$59,621 (2014 - \$327).

Glance Technologies Inc.

Notes to the Consolidated Financial Statements

November 30, 2015

(stated in Canadian dollars)

19. Subsequent Events

- a) On December 1, 2015, the Company amended the services agreement with a company controlled by the President of the Company to increase the monthly service fee from \$8,000 per month to \$15,000 per month. Refer to Note 13(d).
- b) On January 15, 2016, the Company granted 200,000 stock options to the Chief Financial Officer of the Company. Pursuant to the stock option agreement, the options have an exercise price of \$0.15 and are exercisable for a period of 5 years from the grant date. 30% of the options vest on July 15, 2016, an additional 30% vest on January 15, 2017, and the remaining stock options vest on January 15, 2018.
- c) On January 15, 2016, the Company amended the terms of stock options granted to officers of the Company where stock options with an original exercise price of \$0.20 per share were modified to \$0.15 per share.
- d) On February 1, 2016, the Company amended its management agreement with the President of the Company to fix the monthly compensation at \$5,000 per month.
- e) On February 4, 2016, the Company issued 286,666 share purchase warrants at an exercise price of \$0.15 per share. Each share purchase warrant allows the holder to purchase one common share of the Company upon a final prospectus being received by a provincial securities regulatory authority. As at November 30, 2015, the Company received \$10,500 from the share purchase warrants.
- f) On February 7, 2016, the Company amended the management agreement dated February 1, 2015 and as amended on October 28, 2015 with an officer of the Company. Refer to Note 15(a). Pursuant to the amended agreement, the officer is to be engaged as Chief Operating Officer and a director of the Company. The officer shall be compensated by a monthly fee of \$5,000 upon the Company having raised a minimum of \$500,000 in new equity financing.
- g) On February 11, 2016, the Company granted 25,000 stock options, with an exercise price of \$0.15 per share which are exercisable for a period of 5 years from the grant date, to a consultant of the Company. 30% of the options vest upon issuance; (ii) an additional 30% vest on August 11, 2016; and (iii) the final 40% vest on February 11, 2017.
- h) The Company is proposing to offer to the public, by prospectus, 4,600,000 units at \$0.15 per unit for gross proceeds of \$690,000. Each unit consists of one common share of the Company and one-half of one share purchase warrants, with each full share purchase warrant entitling the holder to purchase one common share of the Company at an exercise price of \$0.25 per share for a period of one year. The offering is subject to a minimum subscription of 3,600,000 units and includes an over-allotment option for the agent to purchase an additional 690,000 units at \$0.15 per unit for additional gross proceeds of \$103,500. The agent will be paid a commission of 8% of the gross proceeds of the offering, a corporate financing fee of \$35,000, of which \$6,250 is non-refundable and is payable upon the agent's acceptance, \$6,250 is payable on or before thirty days from the agent's acceptance, and the remainder is deducted from the proceeds of the offering, and all other expenses and costs related to the issuance. In addition, the Company will grant agent's options equal to 8% of the number of shares sold exercisable at \$0.15 per share for a period of two years from the date of issuance.

CERTIFICATES

CERTIFICATE OF THE COMPANY

Dated: June 8, 2016

This prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by the issuer as required by the securities legislation of British Columbia and Alberta.

"Desmond Griffin"

DESMOND GRIFFIN
Chief Executive Officer

"Bernie Zacharias"

BERNIE ZACHARIAS
Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS

"Penny Green"

PENNY GREEN
Director

"Kirk Herrington"

KIRK HERRINGTON
Director

CERTIFICATE OF THE PROMOTERS

Dated: June 8, 2016

This prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by the issuer as required by the securities legislation of British Columbia and Alberta.

“Desmond Griffin”
DESMOND GRIFFIN

“Penny Green”
PENNY GREEN

CERTIFICATE OF THE AGENT

Dated: June 8, 2016

To the best of our knowledge, information and belief, this Prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this Prospectus as required by the securities legislation of British Columbia and Alberta.

LEEDE FINANCIAL MARKETS INC.

Per:

“Richard H. Carter”

RICHARD H. CARTER
Senior Vice-President, General Counsel,
Secretary