

FORM 51-102F3
Material Change Report

Item 1: Name and Address of Company

Glance Technologies Inc. (the “**Issuer**”)
1820 – 925 West Georgia Street
Vancouver, BC V6C 3L2

Item 2: Date of Material Change

August 31, 2016

Item 3: News Release

The news release attached as Schedule “A” hereto was issued and disseminated on August 31, 2016 and filed to SEDAR (www.sedar.com). A copy of the news release is attached as Schedule “A” hereto.

Item 4: Summary of Material Change

On August 31, 2016, the Issuer announced that it had closed a public offering of 5,290,000 units pursuant to an agency agreement dated July 25, 2016, between the Issuer and Leede Jones Gable Inc. as the agent, for aggregate gross proceeds of \$793,500. Each unit consists of one common share of the Issuer and one-half of one common share purchase warrant, with each whole warrant exercisable into one common share at a price of \$0.25 per share until August 31, 2017.

Item 5: Full Description of Material Change

See the news release attached as Schedule “A” hereto.

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

Not applicable.

Item 7: Omitted Information

None

Item 8: Executive Officer

Desmond Griffin, CEO, President and a Director
Telephone: 1-888-270-0033

Item 9: Date of Report

August 31, 2016

SCHEDULE "A"



1820-925 West Georgia St.
Vancouver, BC V6C 3L2

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Corporate: **Glance.tech**

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Glance Announces Closing Of Prospectus Offering

August 31, 2016 – Vancouver, B.C. – Vancouver, British Columbia – Glance Technologies Inc. ("Glance"), a British Columbia company which owns and operates Glance Pay, a mobile payments app for restaurants, is pleased to announce that Glance's initial public offering of units in Canada (the "Offering") has now been fully subscribed. On August 31, 2016, Glance completed the Offering. Pursuant to a final long form prospectus dated August 3, 2016 (the "Prospectus"), the Company issued and sold an aggregate of 5,290,000 units, including an over-allotment of 690,000 units, at a price of \$0.15 per unit to investors in the provinces of British Columbia and Alberta for total gross proceeds of \$793,500. Each unit sold pursuant to the Offering consists of one common share of Glance and one-half of one common share purchase warrant, with each whole share purchase warrant exercisable to purchase one common share of Glance at a price of \$0.25 until August 31, 2017.

Leede Jones Gable Inc. ("Leede") acted as the agent for the Offering pursuant to an agency agreement dated July 25, 2016 (the "Agency Agreement"). In connection with the closing of the offering, the Company issued Leede and its sub-agent(s) an aggregate of 423,200 options, each of which is exercisable into one common share of Glance at a price of \$0.15 per share for a period of 24 months.

Glance plans to use the proceeds of the offering to continue software development of Glance's mobile payments app for restaurants ("Glance Pay") and continue to sign up restaurants to use Glance Pay and establish a user base for Glance Pay, as well as for general working capital purposes. For additional details regarding the offering, please see the Agency Agreement and Prospectus, copies of which are available under Glance's profile on www.sedar.com.

This press release does not constitute an offer to sell or a solicitation of an offer to buy securities in the United States. The securities referenced herein have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any state securities laws and may not be offered or sold in the United States except in compliance with one or more exemptions from the registration requirements of the U.S. Securities Act and applicable state securities laws.

On behalf of the Board of Directors:

Desmond Griffin
President, CEO and Director
Glance Technologies Inc.

About Glance Technologies, Inc.

Glance Technologies was incorporated in British Columbia in 2014 and owns and operates Glance Pay, a mobile payments app for restaurants. Glance operates Glance Pay from Glance's head office in Vancouver, British Columbia, Canada. For more information about Glance and Glance Pay, please go to www.glance.tech or www.glancepay.com.

For further information please contact:

GLANCE TECHNOLOGIES INC.
1820 – 925 West Georgia Street
Vancouver, BC V6C 3L2
T: 1-888-270-0033

Forward-Looking Statements

This press release contains certain forward-looking statements within the meaning of applicable securities law. Forward-looking statements are frequently characterized by words such as “plan”, “expect”, “project”, “intend”, “believe”, “anticipate”, “estimate” and other similar words, or statements that certain events or conditions “may” or “will” occur. In particular, forward-looking statements in this press release include, but are not limited to, statements with respect to the completion of the offering.

Although Glance believes that the expectations reflected in the forward-looking statements are reasonable, there can be no assurance that such expectations will prove to be correct. Such forward-looking statements are subject to risks and uncertainties that may cause actual results, performance or developments to differ materially from those contained in the statements.