

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 and September 6, 2016

Item 3: News Release

The news release attached as Schedule “A” hereto was issued and disseminated on September 6, 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 September 6, 2016, the Issuer announced that it had closed a private placement of 11,699,663 units for aggregate gross proceeds of \$254,949. 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 for 12 months after the closing date.

In connection with the private placement, the Issuer paid a cash finder’s fee of \$15,996 and issued 106,640 finder’s warrants to Leede Jones Gable Inc. Each finder’s warrant entitles the holder to acquire one common share at a price of \$0.15 per share until August 31, 2018.

The Issuer also announced that it had issued an aggregate of 823,553 common shares with a deemed value of \$0.15 per share (the “Compensation Shares”) as compensation to various consultants, officers and directors. The Compensation Shares have a total deemed value of \$123,533. Further, the Issuer announced that it has granted incentive stock options to purchase an aggregate of 1,140,000 common shares at an exercise price of \$0.15 per common share to various consultants, employees, officers and independent directors of the Issuer.

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

September 6, 2016

SCHEDULE "A"



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

Stock Exchange: **CSE**
Symbol: **GET**

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Info@GlancePay.com

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Glance Announces Closing Of Private Placement

September 6, 2016 – Vancouver, B.C. – Vancouver, British Columbia – Glance Technologies Inc. ("Glance") (**CSE: GET**), a British Columbia technology company which owns and operates Glance Pay, a mobile payments app for restaurants, is pleased to announce that it has closed a non-brokered private placement (the "Private Placement") for total gross proceeds of \$254,949. The Private Placement, in addition to the gross proceeds of \$793,500 from Glance's initial public offering which closed on August 31, 2016, totals over \$1,000,000 in new financing to Glance.

Glance issued an aggregate of 1,699,663 units in connection with the Private Placement, with each unit comprised of one common share of Glance (a "Share") and one-half of one Share purchase warrant. Each whole Share purchase entitles the holder thereof to acquire one Share for a period of 12 months from the closing date of the Private Placement at an exercise price of \$0.25.

Glance paid a cash finder's fee of \$15,996 and issued 106,640 finder warrants (Finder Warrants") to Leede Jones Gable Inc. as a finder in relation to the Private Placement. Each Finder Warrant entitles the holder thereof to acquire one Share at a price of \$0.15 per Share for a period of 24 months from the closing date of the Private Placement. The amount paid to the finder is equal to 8% of the gross proceeds raised from the applicable subscriptions in the Private Placement.

Glance plans to use the proceeds of the Private Placement to add new features to Glance Pay and to continue to sign up and launch restaurants for using Glance Pay and further develop the user base for Glance Pay, as well as for general working capital purposes. The securities issued pursuant to the Private Placement are subject to a holding period of four months and one day from the closing date.

Glance also announces that it has issued an aggregate of 823,553 Shares (the "Compensation Shares") with a deemed value of \$0.15 per Share as compensation to various consultants, officers and directors pursuant to consulting and management agreements, and that it has granted incentive stock options to purchase an aggregate of 1,140,000 Shares at an exercise price of \$0.15 per Share to various consultants, employees, officers and independent directors of Glance. The Compensation Shares have a total deemed value of \$123,533.

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. The common shares of Glance have been approved for listing on the Canadian Securities Exchange to begin trading under the symbol "GET" on September 7, 2016.

For further information please contact:

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

The CSE has not reviewed, nor approved or disapproved the content of this press release.**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.