

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

January 25, 2017

Item 3: News Release

The news release attached as Schedule “A” hereto was issued and disseminated on January 25, 2017 and filed to SEDAR (www.sedar.com) for the material change which occurred on January 25, 2017. A copy of the news release is attached as Schedule “A” hereto.

Item 4: Summary of Material Change

On January 25, 2017, the Issuer closed the third tranche of a brokered private placement by the issuance of 565,111 units at an issue price of \$0.18 per unit (the “Unit”), with each Unit consisting of one common share and one half of a warrant. Each full warrant entitles the holder to acquire one additional common share at a price of \$0.33, for a period of 24 months.

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 and a Director
Telephone: 1-888-270-0033

Item 9: Date of Report

January 31, 2017

SCHEDULE "A"



1820-925 West Georgia St.
Vancouver, BC V6C 3L2
Stock Exchange: **CSE**
Symbol: **GET**

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Glance Announces Closing of the Third Tranche of its Brokered Private Placement New Issue

January 25, 2017 – Vancouver, B.C. – Vancouver, British Columbia – Glance Technologies Inc. (CSE:GET) announces that on January 25, 2017 it closed the third tranche of its private placement new issue financing announced on November 21, 2016, and brokered by Echelon Wealth Partners Inc.

Pursuant to the closing of the third tranche, Glance issued 565,111 units at an issue price of \$0.18 per unit (the "Unit"), with each Unit consisting of one common share and one half of a warrant. Each full warrant entitles the holder to acquire one additional common share at a price of \$0.33, for a period of 24 months. Together with the closing of the first and second tranches of the private placement on November 29, 2016, and December 30, 2016, Glance has raised over \$900,000 in new financing. Glance intends to complete the balance of its private placement financing on a non-brokered basis.

Glance plans to use the proceeds of the third tranche to fund the continued expansion of its Glance Pay app and for general corporate working capital purposes. The securities issued pursuant to the private placement new issue are subject to a holding period of four months and one day.

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 Securities Act of 1933, as amended, 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 Securities Act of 1933 and applicable state securities laws.

About Glance Technologies Inc.

Glance Technologies owns and operates Glance Pay, a streamlined payment system that allows customers to pay their restaurant bill instantly with their mobile device. Glance Pay revolutionizes how smartphone users choose where to dine, settle their restaurant bills, access their payment records and interact with their favourite restaurants. Glance Pay is live and accepted in over 50 restaurants in the Greater Vancouver region. Glance Pay intends to become the industry standard as one of the four pillars in restaurant payments, beside credit cards, debit cards and cash. Glance is building a valuable network of restaurants and consumers, to which it plans to expand its service offering over time. For more information about Glance, please go to www.glance.tech.

For more information, contact:

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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. Specifically, there can be no assurance that the proceeds of the third tranche will be used in the manner described above, or that the company will be able to raise any additional financing.

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.