

RIGHTS OFFERING NOTICE

GLANCE TECHNOLOGIES INC.

Notice to security holders – March 16, 2017

The securities offered hereby have not been and will not be registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”), or the securities laws of any state of the United States. This rights offering notice does not constitute an offer to sell or a solicitation of an offer to buy any of the securities offered hereby within the United States, and the securities offered herein may not be offered or sold in or into the United States or to U.S. persons unless registered under the U.S. Securities Act and applicable state securities laws, or pursuant to an exemption from such registration requirements as described herein. “United States” and “U.S. persons” are as defined in Regulation S under the U.S. Securities Act.

The purpose of this notice is to advise holders of common shares of Glance Technologies Inc. (“**Glance**”) of a proposed offering of rights (“**Rights**”) of Glance (the “**Rights Offering**”).

References in this notice to “we”, “our”, “us” and similar terms are to Glance. References in this notice to “you”, “your” and similar terms are to holders of Glance’s common shares.

We currently have sufficient working capital to last 3 months. We require 100% of the offering to last 12 months without other sources of financing.

1. Who can participate in the rights offering?

Each registered holder of Glance as at the close of business (5:00 p.m. Vancouver time) on March 29, 2017 (the “**Record Date**”) may participate in the Rights offering.

2. Who is eligible to receive rights?

The Rights will be offered to registered shareholders (“**Eligible Holders**”) in each province and territory of Canada (the “**Eligible Jurisdictions**”). You will be presumed to be resident in the place shown in our records as your registered address, unless the contrary is shown to our satisfaction.

This notice is not to be construed as an offering of the Rights, nor are the Units (defined below) issuable upon exercise of the Rights offered for sale in any jurisdiction outside the Eligible Jurisdictions or to shareholders who are residents of any jurisdiction other than the Eligible Jurisdictions (“**Ineligible Holders**”).

3. How many rights are we offering?

We are offering a total of 64,770,329 Rights to Eligible Holders.

4. How many rights will you receive?

We are offering each Eligible Holder one Right for every one common share held as of the Record Date.

5. What does one right entitle you to receive?

Each Right entitles an Eligible Holder to purchase one-sixth (1/6) of a unit of Glance (each whole unit, a “Unit”) at a subscription price of \$0.20 per Unit (the “**Basic Subscription Privilege**”) until 2:00 p.m. (Vancouver time) on April 21, 2017. Therefore, six (6) Rights will be required to purchase one Unit. Each Unit consists of one common share and one transferable common share purchase warrant, with each warrant exercisable into one common share for a period of 24 months from the issuance date of the Units at an exercise price of \$0.23 per share for the first 6 months and \$0.25 thereafter until expiry.

Any Eligible Holder who exercises all of their Rights under the Basic Subscription Privilege will also have the additional privilege of subscribing, pro rata, for additional Units at the subscription price (the “**Additional Subscription Privilege**”). The Units available under the Additional Subscription Privilege will be those Units issuable in the Rights Offering that have not been subscribed and paid for under the Basic Subscription Privilege by April 21, 2017.

Any Eligible Holder who exercises their Rights must enclose payment in Canadian funds by certified cheque, bank draft or money order payable to the order of Computershare Investor Services Inc., Glance’s transfer agent.

6. How will you receive your rights?

Registered Eligible Holders – If you are a registered holder of common shares, a certificate (a “**Rights Certificate**”) representing the total number of Rights that you are entitled to as of the Record Date is enclosed with this notice.

Beneficial Eligible Holders – You are a beneficial holder of common shares if you hold your shares through a securities broker or dealer, bank or trust company or other participant (a “**Participant**”) in the book-based system administered by CDS Clearing and Depository Services Inc. (“**CDS**”). The total number of Rights to which all beneficial Eligible Holders as of the Record Date are entitled will be issued to and deposited with CDS following the Record Date. If you are a beneficial Eligible Holder, we expect you will receive a confirmation of the number of Rights issued to you from the applicable Participant in accordance with the practices and procedures of that Participant. CDS will be responsible for establishing and maintaining book-entry accounts for Participants holding Rights.

7. When and how can you exercise your rights?

If you are a registered Eligible Holder who receives a Rights Certificate, you must complete and deliver your Rights Certificate on or before 2:00 p.m. (Vancouver time) on April 21, 2017.

If you are a beneficial Eligible Holder, you must arrange exercises, transfers or purchases of Rights through your Participant on or before 2:00 p.m. (Vancouver time) on April 21, 2017 or such earlier time as required by your Participant. We expect that each beneficial Eligible Holder

will receive a customer confirmation of issuance or purchase, as applicable, from their Participant through which the Rights are issued in accordance with the practices and policies of such Participant.

9. What are the next steps?

This notice contains key information you should know about Glance. You can find more details in our rights offering circular, a copy of which can be obtained on Glance's profile at www.SEDAR.com or at www.glance.tech, or you can ask your dealer representative for a copy, or you can ask our soliciting dealer, Mackie Research Capital Corporation (by emailing Shayne Nyqvist at snyqvist@mackieresearch.com) or you can contact Penny Green at 604-617-7979 or penny@glancepay.com. You should read the rights offering circular, along with Glance's continuous disclosure record, to make an informed decision.

"Desmond Griffin"

Chief Executive Officer
Glance Technologies Inc.