

Form 51-102F3

MATERIAL CHANGE REPORT

Item 1: Name and Address of Company

Glance Technologies Inc. (the “**Issuer**”)
200 – 1238 Homer Street
Vancouver, BC V6B 2Y5

Item 2: Date of Material Change

March 16, 2017

Item 3: News Release

A news release was issued and disseminated on March 16, 2017 and filed on SEDAR (www.sedar.com). A copy of the news release is attached as Schedule “A” hereto.

Item 4: Summary of Material Change

On March 16, 2017, the Issuer announced a rights offering and associated stand-by commitment with Mackie Research Capital Corporation to raise gross proceeds of a minimum of \$1,000,000 and up to a maximum of \$2,159,010. Full details of the rights offering are set out in the rights offering notice and rights offering circular which are available under the Issuer’s profile at www.sedar.com. The rights offering notice and accompanying rights certificate will be mailed to each eligible shareholder of the Issuer as at the record date of March 29, 2017. Registered shareholders who wish to exercise their rights must forward the completed rights certificate, together with applicable funds, to the rights agent, Computershare Investor Services, on or before the expiry time on April 21, 2017. Shareholders who own their common shares through an intermediary, such as a bank, trust company, securities dealer or broker, will receive materials and instructions from their intermediary. Rights delivered to brokers, dealers or other intermediaries will not be delivered by those intermediaries to beneficial shareholders who are residents in a jurisdiction outside of Canada.

Item 5: Full Description of Material Change

See the news release attached as Schedule “A”.

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, Chief Executive Officer and a Director
Telephone: 1-888-270-0033

Item 9: Date of Report

March 23, 2017

Schedule "A"

NEWS RELEASE

Glance Technologies Announces Rights Offering

March 16, 2017 – Vancouver, B.C. – Glance Technologies Inc. (CSE:GET.CN / FKT:GJT / OTCQB: GLNNF) is pleased to announce that it will be offering rights to the holders of its common shares at the close of business on the record date of March 29, 2017, on the basis of one right for each common share held. Six rights will entitle the holder to subscribe for one unit of Glance (a "Unit") upon a subscription price of \$0.20. Each Unit consists of one common share and one 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 a price of \$0.23 for the first six months and \$0.25 thereafter until the expiry date.

The rights will trade on the Canadian Securities Exchange under the symbol GET.RT commencing on March 27, 2017. At that time, the common shares of Glance will also commence trading on an ex-rights basis. Any holders of common shares purchased on an ex-rights basis will not be entitled to receive rights under the rights offering. As such, common shares must be purchased before the end of market trading hours on March 24, 2017 to be entitled to rights under the rights offering on the record date of March 29, 2017. The rights will expire at 2:00 p.m. (Vancouver time) on April 21, 2017 (the "Expiry Time"), after which time unexercised rights will be void and of no value. Shareholders who fully exercise their rights will be entitled to subscribe for additional Units, if available as a result of unexercised rights prior to the Expiry Time, subject to certain limitations set out in Glance's rights offering circular.

Details of the rights offering will be set out in the rights offering notice and rights offering circular which will be available under Glance's profile at www.sedar.com. The rights offering notice and accompanying rights certificate will be mailed to each eligible shareholder of Glance as at the record date. Registered shareholders who wish to exercise their rights must forward the completed rights certificate, together with the applicable funds, to the rights agent, Computershare Investor Services Inc., on or before the Expiry Time. Shareholders who own their common shares through an intermediary, such as a bank, trust company, securities dealer or broker, will receive materials and instructions from their intermediary. Rights delivered to brokers, dealers or other intermediaries may not be delivered by those intermediaries to beneficial shareholders who are residents in a jurisdiction outside of Canada ("Ineligible Jurisdictions"). Intermediaries receiving rights that would otherwise be deliverable to Ineligible Shareholders may attempt to sell those Rights for the accounts of such Ineligible Shareholders and should deliver the proceeds of sale to such persons.

Glance currently has 64,770,329 common shares outstanding. A minimum of 5,000,000 Units (the "Minimum Offering") and a maximum of 10,795,054 Units will be issued under the rights offering. If all the rights issued under the rights offering are validly exercised, the offering will raise gross proceeds of approximately \$2,159,010, the net proceeds of which will be used for research and development, expansion of the Glance Pay app, and for general working capital.

Soliciting Dealer and Standby Commitment

In connection with the rights offering, Glance has entered into a soliciting dealer and standby guarantee agreement (the "Standby Agreement") with Mackie Research Capital Corporation ("MRCC"). Under the Standby Agreement, MRCC will use commercially reasonable efforts to assist Glance in soliciting the exercise of rights. MRCC has also agreed to a limited stand-by

commitment whereby it will purchase up to but not exceeding \$1,000,000 worth of Units (the "Standby Guarantee") to achieve the Minimum Offering. For example, if Glance has received subscriptions for \$600,000 of Units by the Expiry Time, then MRCC will be obligated to purchase \$400,000 of Units under the Standby Guarantee in order to complete the Minimum Offering.

Glance will pay MRCC a fee of \$30,000 plus disbursements and applicable taxes, and a cash commission of 10% of the gross proceeds raised under the rights offering (the "Commission"). Glance will also grant MRCC soliciting dealer's options ("Soliciting Dealer's Options") entitling MRCC to acquire that number of Units equal to 25% of the number of Units distributed pursuant to the rights offering for proceeds of up to \$1,000,000 and 10% of the remaining number of Units distributed pursuant to the rights offering, with each Soliciting Dealer's Option exercisable at \$0.20 to acquire one Unit for a period of 24 months from the date of the closing of the rights offering.

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 and that combines in app messaging with social media marketing. 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 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, and offers targeted in app marketing, customer feedback, in restaurant messaging, custom rewards programs, search engine optimization and social media promotions and management for restaurants. For more information about Glance, please go to **[Glance Technology's website](#)**.

For more information, contact:

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Vice President, Investor Relations
(604) 723-7480

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Neither the Canadian Securities Exchange nor its Regulation Services Provider (as that term is defined in the policies of the Canadian Securities Exchange) accepts responsibility for the adequacy or accuracy of this release.

Forward-Looking Statements

This press release contains forward-looking information or forward-looking statements including the completion of the rights offering (collectively "forward- looking information") within the meaning of applicable securities laws. Forward- looking information is typically identified by words such as: "believe", "expect", "anticipate", "intend", "estimate", "potentially" and similar expressions, or are those, which, by their nature, refer to future events. Glance cautions investors that any forward-looking information provided by Glance is not a guarantee of future results or performance, and that actual results may differ materially from those in forward-looking information as a result of various factors. The reader is referred to Glance's public filings for a more complete discussion of such risk factors and their potential effects which may be accessed through the Glance's profile on SEDAR at www.sedar.com.