

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

May 31, 2017

Item 3: News Release

The news release attached as Schedule “A” hereto was issued and disseminated on June 6, 2017 and filed to SEDAR (www.sedar.com) for the material change which occurred on May 31, 2017. A copy of the news release is attached as Schedule “A” hereto.

Item 4: Summary of Material Change

On May 29, 2017, the Issuer entered into a licence agreement, which agreement was amended and restated on May 31, 2017, to license to Cannapay Financial Inc. a non-exclusive, worldwide licence to white label the Issuer’s mobile payment processing platform and its proven anti-fraud technology for legal business to business and business to consumer mobile payments in the marijuana industry, for an initial licence term of 1 year and renewable for 50 subsequent 1 year periods for a renewal fee of \$10,000 per year. As consideration for the licence, Cannapay will pay the Issuer the aggregate amount of \$1,012,500 in cash through 3 payments over the first year of the licence.

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

June 7, 2017

SCHEDULE "A"



200-1238 Homer Street
Vancouver, BC V6B 2V5
Stock Exchange: CSE
Symbol: GET

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Corporate: Glance.tech

GLANCE TO RECEIVE \$1,000,000 OVER NEXT YEAR PURSUANT TO REVISED LICENSING AGREEMENT WITH CANNAPAY FINANCIAL

June 6, 2017 – Vancouver, B.C. – Glance Technologies Inc. (CSE:GET.CN) (OTCQB:GLNMF) (CSE:GET.WT) (FKT:GJT) is pleased to announce the closing of the first licensing payment of \$200,000 towards a \$1,000,000 fee and an amendment to its licensing agreement with Cannapay Financial Inc.

“Through the alliance between Glance Technologies and Cannapay we already have strong interest in licensing the Glance Pay payment platform from US entities in the cannabis space,” says Penny Green, President and COO of Glance, “Also, we have received many requests from emerging cannabis related companies throughout North America for all kinds of financial services, from equipment leasing to merchant processing.”

Cannabis sales totaled \$6.7 billion in 2016 and the industry is growing larger and faster than the dot-com era. The dot-com era grew at a rate of 22%, while cannabis is growing at 30% in its early stages.[1]

“The only consumer industry categories I’ve seen reach \$5 billion in annual spending and then post anything like 25% compound annual growth in the next five years are cable television (19%) in the 1990s and broadband internet (29%) in the 2000s,” says Tom Adams, Editor in Chief of Arcview Market Research. “You will not find another multi-billion dollar market growing at a 25% compound annual growth rate anywhere in the world that is not already filled with multi-national companies and institutional investors,” says Troy Dayton, CEO of Arcview Market Research, “That’s part of what makes the cannabis industry such a unique opportunity for investors and entrepreneurs.”

Pursuant to the amended and restated licence agreement, the non-exclusive, worldwide licence that Glance has granted to Cannapay to white label Glance’s mobile payment processing platform and its proven anti-fraud technology for legal business to business and business to consumer mobile payments in the marijuana industry will have an initial term of 1 year and will be renewable for 50 additional 1 year periods at a renewal fee of \$10,000 per year. As consideration for the licence, Cannapay will pay to Glance an initial fee of \$100,000 for initial design work on the Cannapay app, and a \$912,500 licence fee, payable in one payment of \$100,000 in cash, a second payment of \$200,000 in cash due within 90 days of signing the licence, and a third payment of \$612,500 in cash or in common shares of Cannapay due within 1 year of signing the licence agreement, with the exception that if Cannapay completes an IPO at a price per offered security of \$0.25 or higher, Cannapay will issue to Glance, contemporaneously with closing the IPO at a price per security equal to the price per security under the IPO, as many voting shares in payment towards the \$600,000 fee as results in Glance holding, in the aggregate, a maximum of 49% of Cannapay’s issued and outstanding voting shares immediately after closing the IPO. Any outstanding amounts to bring the full payment to \$600,000 will be due and payable within 1 year of the date of the licence in cash or in common shares of Cannapay. Glance will also receive a 50% royalty on the revenue from all sublicences and will receive additional fees for any development work required for customization and operation of the Cannapay payment platform. In conjunction with the first two payments under the licence agreement, Glance will purchase an aggregate of 8,000,000 common shares of Cannapay at a price of \$0.05 per share for a total investment of \$400,000, with the result that Glance will own approximately 48% of Cannapay, and Cannapay will be treated as a non-controlled partially owned subsidiary over which Glance exerts

significant influence. Separate financial statements for Cannapay will be maintained in accordance with IAS28.

On May 31, 2017, Glance and Cannapay closed the first tranche of the licence agreement through the payment by Cannapay of the initial development fee of \$100,000 and initial licence fee of \$100,000, and the purchase by Glance of 4,000,000 common shares of Cannapay at a price of \$0.05 per share.

Fees from the licence agreement will be recorded in Glance's financial statements as a related party transaction, as Penny Green is a director and President of both Glance and Cannapay.

About Cannapay Financial Inc.

Cannapay combines traditional financial service with innovative technology to provide enhanced digital financial services to legally operating businesses in the marijuana industry. The Company is also developing a mobile payment app that will allow users to order products from their smart phones, tablets or computer and have marijuana products delivered to their physical location in compliance with local rules and regulations.

About Glance Technologies Inc.

Glance Technologies owns and operates Glance Pay, a streamlined payment system that revolutionizes how smartphone users choose where to dine, order food & drink, settle bills, access digital receipts, earn great rewards, & interact with merchants. Glance is building a valuable network of merchants and consumers, and offers targeted in-app marketing, social media marketing, customer feedback, in-merchant messaging and custom rewards programs. The Glance Pay mobile payment system consists of proprietary technology, which includes user apps available for free downloads in IOS (Apple) and Android formats, a merchant manager apps, large scale technology hosting environment with sophisticated anti-fraud technology and lightning fast payment processing.

For more information about Glance, please go to [Glance Technologies' website](#)

For more information, contact:

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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 (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 Glance's profile on SEDAR at www.sedar.com.

[1] <http://www.forbes.com/sites/debraborchardt/2017/01/03/marijuana-sales-totaled-6-7-billion-in-2016/#2ee2b07e75e3>

