

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

August 25, 2017

Item 3: News Release

The news release attached as Schedule "A" hereto was issued and disseminated on August 28, 2017 and filed to SEDAR (www.sedar.com) for the material change which occurred on August 25, 2017. A copy of the news release is attached as Schedule "A" hereto.

Item 4: Summary of Material Change

On August 25, 2017, the Issuer entered into a licence agreement to license to Cannapay Financial Inc. a non-exclusive, worldwide licence to use the Issuer's mobile payment processing platform and its proven anti-fraud technology to provide the technology backbone for the Active Pay app which will serve the growing fitness and wellness communities, for an initial licence term of 1 year and renewable for 99 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 \$800,000, due 6 months after the date of the licence agreement and payable by the issuance of 3,200,000 common shares of Active Pay at a price of \$0.25 per share. Active Pay will also pay Glance a fee of \$100,000, due 2 months after the date of the licence agreement for creating a promotional package in the Glance Pay App, payable by the issuance to Glance of 1,000,000 common shares at a price of \$0.10 per share, and a second fee of \$100,000, due 6 months after the date of the licence agreement for a 12-month advertising package through Glance, payable by the issuance to Glance of 400,000 common shares at a price of \$0.25 per share. Once Active Pay's app is live, Active Pay will begin to pay Glance a monthly royalty equal to 10% of all revenue Active Pay receives through its app.

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

September 8, 2017

SCHEDULE "A"



200-1238 Homer Street
Vancouver, BC V6B 2Y5
Stock Exchange: CSE
Symbol: GET

1 888 270 0033
Info@GlancePay.com
Corporate: Glance.tech

GLANCE AND ACTIVE PAY ENTER INTO \$1 MILLION DOLLAR LICENSING AGREEMENT

August 28, 2017 – Vancouver, B.C. – Glance Technologies Inc. (CSE:GET.CN) (OTCQB:GLNNF) (CSE:GET.WT) (FKT:GJT) is pleased to announce that it has agreed to license its mobile payment technology to Active Pay Distribution Inc. for \$1,000,000, marking Glance's entry into the fitness and wellness market.

Pursuant to the deal, Glance Pay will create and provide the technology backbone for the Active Pay app which will serve the growing fitness and wellness community. The app will be named Active Pay and be uniquely branded as Active Pay but will be labeled as "powered by Glance Pay". Merchants and users who sign up for the Active Pay app will also be included in the Glance Pay app. In addition to the \$1 million license fee, Glance will receive a processing fee for transactions and a percentage of revenues generated through the Active Pay app.

International fitness star, author and Active Pay CEO Isadora Melo says, "There is a new way of doing business in the fitness industry which revolves around fintech, mobile and social media. We are going to gather the best in the fitness industry in one place - Active Pay, and create a reliable destination to choose and purchase fitness and wellness products and services."

According to the Global Wellness Institute, the global wellness industry is estimated at \$3.7 trillion dollars. According to Women's Marketing, it is dominated mostly by beauty and anti-aging product sales, followed by fitness and mind + body exercise and healthy eating, nutrition and weight loss sales.[1]

"This licensing model is very similar to the deal we signed in June 2017 with Cannapay Financial Inc. which allows us to access the growing Cannabis industry," says Penny Green, Glance President & COO, "our licensing deal with Active Pay allows Glance Pay to access the growing fitness and wellness industries and provides us with significant revenue. We intend to continue to expand Glance Pay through additional licensing agreements in other verticals."

Pursuant to the licence agreement, Glance grants to Active Pay a non-exclusive, worldwide licence to use 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 fitness and wellness industries. The licence will have an initial term of 1 year and will be renewable for up to 99 additional 1 year periods. As consideration for the licence, Active Pay will pay to Glance an initial fee of \$800,000, due 6 months after the date of the licence agreement and payable by the issuance of 3,200,000 common shares of Active Pay at a price of \$0.25 per share. Active Pay will also pay Glance a fee of \$100,000, due 2 months after the date of the licence agreement for creating a promotional package in the Glance Pay App, payable by the issuance to Glance of 1,000,000 common shares at a price of \$0.10 per share, and a second fee of \$100,000, due 6 months after the date of the licence agreement for a 12-month advertising package

through Glance, payable by the issuance to Glance of 400,000 common shares at a price of \$0.25 per share. Once Active Pay's app is live, Active Pay will begin to pay Glance a monthly royalty equal to 10% of all revenue Active Pay receives through its app.

About Active Pay Distribution Inc.

Active Pay has licensed the Glance Pay mobile payments technology to build a mobile network of merchants and users in the fitness and wellness industries to market and sell products and services through the Active Pay app. Active Pay also owns Brazilian Spot Apparel Inc., whose business is to manufacture and distribute fitness apparel through innovative marketing, including mobile, multi-level and digital marketing and social media.

About Cannapay Financial Inc.

Cannapay is a partially owned subsidiary of Glance Technologies. Cannapay combines traditional financial services with innovative technology to provide enhanced digital financial services to legally operating businesses in the cannabis industry. Cannapay currently has two apps in development leveraging the Glance Pay mobile payment system. One is Cannapay which is a mobile to mobile payment system for the cannabis industry. The other is SuperDope delivery, for mobile ordering and delivery of cannabis. Both apps are available for international licensing.

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. Glance Pay has entered into significant licensing agreements to access the cannabis and fitness and wellness industries through Active Pay and Cannapay.

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

For more information, contact:

Christina Rao
Vice President, Investor Relations
(604) 723-7480
[**investors@glancepay.com**](mailto:investors@glancepay.com)

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

[1] Online at <http://www.womensmarketing.com/blog/2014/11/health-and-wellness-market/>