

**FORM 51-102F3
MATERIAL CHANGE REPORT**

1. Name and Address of Company

Glance Technologies Inc. (the "**Company**")
Suite 200 – 1238 Homer Street
Vancouver, British Columbia
V6b 2Y5

2. Date of Material Change

November 28, 2017

3. News Release

Two news releases were issued with respect to the material change on November 28, 2017 and were distributed through Marketwired.

4. Summary of Material Change

The Company announced that it entered into an agreement with Echelon Wealth Partners and PI Financial Corp., (collectively the "**Underwriters**"), pursuant to which the Underwriters agreed to purchase on a bought deal basis 3,350,000 units of the Company (the "**Units**") at a price of \$3.00 per Unit (the "**Issue Price**") and subsequently increased the size of the offering to 3,684,000 Units for gross proceeds of \$11,052,000 (the "**Offering**"). Each Unit consists of one common share ("**Unit Share**") and one unit purchase warrant ("**Unit Warrant**"). Each Unit Warrant is exercisable into one unit ("**Subsequent Unit**") at a price of \$3.84 per Subsequent Unit, for a period of 12 months following the closing date of the Offering (the "**Closing Date**"). Each Subsequent Unit consists of one common share ("**Subsequent Unit Share**") and one common share purchase warrant ("**Share Warrant**"), exercisable at \$5.00 per common share for a period of 24 months following the Closing Date.

5. Full Description of Material Change

The Company announced that it entered into an agreement with the Underwriters, pursuant to which the Underwriters agreed to purchase on a bought deal basis 3,350,000 Units at the Issue Price and subsequently increased the size of the Offering to 3,684,000 Units for gross proceeds of \$11,052,000. Each Unit consists of one Unit Share and one Unit Warrant. Each Unit Warrant is exercisable into one Subsequent Unit at a price of \$3.84 per Subsequent Unit, for a period of 12 months following the Closing Date. Each Subsequent Unit consists of one Subsequent Unit Share and one Share Warrant, exercisable at \$5.00 per common share for a period of 24 months following the Closing Date. Both the Unit Warrants and the Share Warrants will be transferable. Management and insiders will be participating for up to approximately \$2 million of the Units on the same terms and conditions as the Offering.

The Company has agreed to grant the Underwriters an over-allotment option to purchase up to an additional 15% of the Units at the Issue Price at any time and from time to time on or prior to the date that is 30 days following the Closing Date (the "**Over-Allotment Option**"). The Over-Allotment Option may be exercised, in whole or in part, upon written notice to the Company at any time up to 30 days following the Closing Date. If the Over-Allotment Option is exercised in full, an additional \$1,657,800 in gross proceeds will be raised pursuant to the Offering, for aggregate gross proceeds of \$12,709,800.

The Units will be offered by way of a short form prospectus to be filed in B.C., Alberta and Ontario, and in the United States on a private placement basis pursuant to an exemption from the registration requirements of the United States Securities Act of 1933, as amended, and such other jurisdictions as may be agreed upon by the Company and the Underwriters.

The Company intends to use the net proceeds from the Offering for general corporate purposes, to fund growth and to provide for possible future acquisitions. The Offering is expected to close on or about December 21st, 2017 (or such other date as the Underwriter and the Company may agree) and is subject to certain conditions including, but not limited to, the receipt of all necessary regulatory and stock exchange approvals, including the approval of the Canadian Securities Exchange and the applicable securities regulatory authorities.

6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

7. Omitted Information

Not applicable.

8. Executive Officer

Inquiries in respect of the material change referred to herein may be made to:

Desmond Griffin, Chief Executive Officer and Director
Phone: +1-888-270-0033

9. Date of Report

November 30, 2017.