

*A preliminary short form prospectus containing important information relating to the securities described in this document has not yet been filed with the securities regulatory authorities in each of the provinces of British Columbia, Alberta and Ontario.*

*Copies of the preliminary short form prospectus may be obtained from [ECM@echelonpartners.com](mailto:ECM@echelonpartners.com). There will not be any sale or any acceptance of an offer to buy the securities until a receipt for the final short form prospectus has been issued.*

*This document does not provide full disclosure of all material facts relating to the securities offered. Investors should read the preliminary short form prospectus, final short form prospectus and any amendment, for disclosure of those facts, especially risk factors relating to the securities offered, before making an investment decision.*

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## **SHORT FORM PROSPECTUS OFFERING OF UNITS**

### **November 28, 2017**

<b>ISSUER:</b>	Glance Technologies Inc. (the “Company”)
<b>OFFERING:</b>	Offering (the “Offering”) to purchase for re-sale 3,350,000 units of the Company (the “Units”)
<b>PRICE:</b>	\$3.00 per Unit
<b>UNITS:</b>	Offering of units (“Units”), each Unit consisting of one common share (“Unit Share”) and one unit purchase warrant (“Unit Warrant”). Each Unit Purchase Warrant is exercisable into one unit (“Subsequent Unit”) at a price of <b>\$3.84</b> per Subsequent Unit, each Subsequent Unit consisting of one common share (“Subsequent Unit Share”) and one common share purchase warrant (“Share Warrant”) exercisable at \$5.00 per common share (“Common Share”).
<b>WARRANTS:</b>	The Unit Warrants will be exercisable for a period of twelve (12) months following the Closing Date of the Offering at a price of \$3.84 per Subsequent Unit. The Share Warrants will be exercisable for a period of twenty-four (24) months from the Closing Date at a price of \$5.00 per Common Share. Both the Unit Warrants and the Share Warrants will be transferable.
<b>GROSS PROCEEDS:</b>	<b>\$10,050,000</b> (excluding exercise of Over-Allotment Option) <b>\$11,557,500</b> (assuming exercise of full Over-Allotment Option)
<b>OVER-ALLOTMENT OPTION:</b>	The Company will grant the Underwriters an option to increase the size of the Offering by up to an additional 15% of the Units at the Issue Price (the “Over-Allotment Option”) to cover over-allotments, if any, and for market stabilization purposes. The Over-Allotment Option may be exercised in whole or in part to purchase Shares, Warrants or Units, as determined by the Co-lead Underwriters, upon written notice to the Company at any time up to 30 days following the Closing Date
<b>USE OF PROCEEDS:</b>	For general corporate purposes, to fund growth and to provide for possible future acquisitions.
<b>OFFERING PROCEDURE:</b>	The Units will be offered by way of a short form prospectus in each of the Provinces of British Columbia, Alberta and Ontario and such other jurisdictions (the “Offering Jurisdictions”) as may be agreed to by the Company and the Co-Lead Underwriters.  Any Units sold in the United States will be to investors in reliance upon applicable registration exemptions (Rule 144A of the United States Securities Act of 1933 and Rule 506 of Reg. D).

**LISTING:** Upon Closing, the Unit Shares will be listed on the Canadian Securities Exchange. An application will be made to list the Common Shares issuable upon exercise of the Unit Warrants and upon exercise of the Subsequent Warrants on the Canadian Securities Exchange. The Unit Warrants and the Subsequent Units will not be listed.

**STANDSTILL:** The Underwriting Agreement will provide that for a period of 90 days following closing, the Corporation will not issue or agree to issue (except pursuant to stock option plans, employee purchase plans and any outstanding convertible securities), without the prior written consent of the Co-lead Underwriters, such consent not to be unreasonably withheld or delayed. Also, Penny Green and Desmond Griffin agree not to sell any shares under \$4.00 per share prior to the Closing Date without the prior written consent of the Co-lead Underwriters, such consent not to be unreasonably withheld or delayed.

**CLOSING DATE:** Closing of the Offering is expected to occur on or about December 21<sup>st</sup>, 2017

**COMMISSION:** The Company will pay a commission of (i) 7.00% of the gross proceeds of the Offering payable in cash and (ii) 7.00% of the total number of Units sold under the Offering payable in Units on the closing of the Offering to the Underwriters. The same commission shall be paid to the Underwriters in connection with any Units issued or sold pursuant to the exercise of the Over-Allotment Option. The cash and unit commission payable pursuant to the foregoing paragraph will be payable on the total gross proceeds of the Offering, including orders under the President's List.

**UNDERWRITERS:** Echelon Wealth Partners ("Echelon") and PI Financial Corp. ("PI" and together with Echelon, the "Co-Lead Underwriters")