

Glance Technologies Inc.



FORM 11

**NOTICE OF PROPOSED STOCK OPTION AND
RESTRICTED SHARE UNIT (“RSU”) ISSUANCE**

Name of Listed Issuer: Glance Technologies Inc. (the “Issuer”).

Trading Symbol: GET

Date: February 6, 2020

1. New Options Granted:

Date of Grant: January 31, 2020

Name of Optionee	Position (Director/ Officer/ Employee/ Consultant/ Management Company)	Insider Yes or No?	No. of Optioned Shares	Exercise Price	Expiry Date	No. of Options Granted in Past 12 Months
M. Pimentel	Employee	No	50,000	\$0.10	Jan.31, 2025	Nil
M. Lo	Employee	No	50,000	\$0.10	Jan.31, 2025	Nil
Total stock options granted			100,000			

2. Stock Options Cancelled

Name of Optionee	Position (Director/ Officer/ Employee/ Consultant/ Management Company)	Insider Yes or No?	No. of Optioned Shares	Exercise Price	Grant Date	Cancellation Date
Laraman, Z.	Employee	No	87,500	\$0.155	Apr 23, 2019	Feb.1, 2020
Total stock options cancelled			87,500			

3. Other Presently Outstanding Stock Options:

Name of Optionee	No. of Optioned Shares ⁽¹⁾	Exercise Price	Date of Grant	Expiry Date
Topham, J.	75,000	\$0.15	5/12/2016	5/12/2021
Topham, J.	50,000	\$0.15	6/15/2016	6/21/2021
Topham, T.	25,000	\$0.15	9/6/2016	9/6/2021
Knowles, C.	25,000	\$0.15	9/6/2016	9/6/2021
Knowles, C.	30,000	\$0.295	9/15/2017	9/15/2022
Anson, R.	350,000	\$1.46	1/22/2018	1/22/2023
Matson-Dekay, C.	150,000	\$1.46	1/22/2018	1/22/2023
Raghavan, K.	25,000	\$0.50	6/28/2018	6/28/2023
Hybrid Financial	75,000	\$0.39	09/01/2018	09/01/2023
Brar, S.S.	100,000	\$0.18	12/17/2018	12/17/2023
Albu, B.	25,000	\$0.155	04/23/2019	04/23/2024
Altamirano V.G.	90,000	\$0.155	04/23/2019	04/23/2024
Anciano, L.	550,000	\$0.155	04/23/2019	04/23/2024
Ashton, P.	435,000	\$0.155	04/23/2019	04/23/2024
Bolivar Herrera, D.	130,000	\$0.155	04/23/2019	04/23/2024
Cadigan, S.	350,000	\$0.155	04/23/2019	04/23/2024
Galvin, C.	76,000	\$0.155	04/23/2019	04/23/2024
Haralabous, P.	140,000	\$0.155	04/23/2019	04/23/2024
Herrington, K.	562,500	\$0.155	04/23/2019	04/23/2024
Ho, V.	47,500	\$0.155	04/23/2019	04/23/2024
Hoyles, J.	650,000	\$0.155	04/23/2019	04/23/2024
Juni, J.	12,500	\$0.155	04/23/2019	04/23/2024
Kerzner, M.	50,000	\$0.155	04/23/2019	04/23/2024
Knowles, C.	57,500	\$0.155	04/23/2019	04/23/2024
Legan, L.	30,000	\$0.155	04/23/2019	04/23/2024
Longstaff, T.	10,000	\$0.155	04/23/2019	04/23/2024
Raghavan, K.	25,000	\$0.155	04/23/2019	04/23/2024
Rubio, P.	62,500	\$0.155	04/23/2019	04/23/2024
Sura, W.	10,000	\$0.155	04/23/2019	04/23/2024
Timlick, L.	550,000	\$0.155	04/23/2019	04/23/2024
Topham, J.	500,000	\$0.155	04/23/2019	04/23/2024
Williams, A. (S.)	250,000	\$0.155	04/23/2019	04/23/2024
Kobayashi, R.	100,000	\$0.15	05/03/2019	05/03/2021
Anson, R.	1,250,000	\$0.15	05/03/2019	05/03/2023
Crist, N.	200,000	\$0.14	05/08/2019	05/08/2024
Strongman, J.	100,000	\$0.15	05/22/2019	05/22/2024
Zhang, G.	350,000	\$0.11	06/25/2019	06/24/2024
Sahchar, T.	50,000	\$0.11	06/25/2019	06/24/2024

Agushev, V.	50,000	\$0.10	09/17/2019	09/16/2024
Ma, S.	50,000	\$0.10	09/17/2019	09/16/2024
St. Denis, T.	150,000	\$0.10	10/01/2019	10/01/2024
Zhang, G.	350,000	\$0.10	10/28/2019	10/27/2024
Total	8,168,500			

(1) Set out number of optioned shares for each grant with different terms.

4. New RSUs Granted:

Date of Grant: January 31, 2020

Name of RSU Holder	Position (Director/ Officer/ Employee/ Consultant/ Management Company)	Insider Yes or No?	No. of RSUs Granted	Exercise Price	Expiry Date	No. of RSUs Granted in Past 12 Months
Hoyles, J.	Director/ Officer	Yes	60,923	N/A	Jan.31, 2023	455,275
M. Pimentel	Employee	No	100,000	N/A	Jan.31, 2023	Nil
M. Lo	Employee	No	50,000	N/A	Jan.31, 2023	Nil
Total RSUs granted			210,923			

5. Other Presently Outstanding RSUs:

Name of RSU Holder	No. of RSUs	Exercise Price	Date of Grant	Expiry Date
Agushev, V.	100,000	N/A	Nov. 29, 2019	Nov.29, 2022
Altamirano, V.	50,000	N/A	Nov. 29, 2019	Nov.29, 2022
Cadigan, S.	244,566	N/A	Dec. 19, 2019	Dec.19, 2022
Cadigan, S.	136,364	N/A	Jan. 10, 2020	Jan. 10, 2023
Galvin, C.	50,000	N/A	Nov. 29, 2019	Nov.29, 2022
Haralabous, P.	250,000	N/A	Nov. 29, 2019	Nov.29, 2022
Herrington, K.	326,086	N/A	Dec. 19, 2019	Dec.19, 2022
Herrington, K.	181,818	N/A	Jan. 10, 2020	Jan. 10, 2023
Hoyles, J.	400,000	N/A	Nov. 29, 2019	Nov.29, 2022

Hoyles, J.	30,100	N/A	Dec. 19, 2019	Dec.19, 2022
Hoyles, J.	25,175	N/A	Jan. 10, 2020	Jan. 10, 2023
Kerzner, M.	50,000	N/A	Nov. 29, 2019	Nov.29, 2022
Ma, S.	100,000	N/A	Nov. 29, 2019	Nov.29, 2022
Shachar, T.	76,000	N/A	Nov. 29, 2019	Nov.29, 2022
Timlick, L.	244,566	N/A	Dec. 19, 2019	Dec.19, 2022
Timlick, L.	136,364	N/A	Jan. 10, 2020	Jan. 10, 2023
Topham, J.	326,086	N/A	Dec. 19, 2019	Dec.19, 2022
Topham, J.	181,818	N/A	Jan. 10, 2020	Jan. 10, 2023
Total	2,908,943			

Additional Information

- (a) If shareholder approval was required for the grant of options (including prior approval of a stock option plan), state the date that the shareholder meeting approving the grant was or will be held.
- Stock Options – N/A
- RSU Plan and grants are subject to approval and ratification at the Company’s next Annual General Meeting.
- (b) - State the date of the news release announcing the grant of options: N/A
- State the date of the news release announcing the grant of RSUs: December 10, 2019
- (c) State the total issued and outstanding share capital at the date of grant or amendment. 140,843,517
- (d) State, as a percentage of the issued and outstanding shares of the Issuer indicated in (c) above, the aggregate number of shares that are subject to incentive stock options and RSUs, including new options/RSUs, amended options/RSUs and other presently outstanding options/RSUs: 8.09%
- (e) If the new options/RSUs are being granted pursuant to a stock option plan or RSU plan, state the number of remaining shares reserved for issuance under the plans. 2,695,986
- (f) If the Issuer has completed a public distribution of its securities within 90 days of the date of grant, state the per share price paid by the public investors. N/A
- (g) Describe the particulars of any proposed material changes in the affairs of the Issuer. None

6. Certificate of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.

3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 11 Notice of Proposed Stock Option Grant or Amendment is true.

Dated: February 6, 2020

Jonathan Hoyles
Name of Director or Senior Officer

"Jonathan Hoyles"
Signature

Director & CEO
Official Capacity