

**FORM 51-102F3**  
**Material Change Report**

**Item 1: Name and Address of Company**

Glance Technologies Inc. (the “**Issuer**” or “**Glance**”)  
400, 200 Granville Street  
Vancouver, BC V6C 1S4

**Item 2: Date of Material Change**

November 6, 2018

**Item 3: News Release**

The news release attached as Exhibit “A” hereto was issued and disseminated on November 6, 2018 by Global Newswire and filed on SEDAR ([www.sedar.com](http://www.sedar.com)) on November 6, 2018

**Item 4: Summary of Material Change**

The Issuer has reached agreements with its licensing and sublicensing partners, Yield Growth Corporation (“**Yield**”) and Loop Insights Inc. (“**Loop**”). The agreements clarify the shareholdings and obligations among the parties to reflect the current commercial relationships and establish trading restrictions to prevent large share divestitures over short periods of time. Concurrently, Penny Green and Glance have entered into selling restrictions and voting support agreements.

**Item 5: Full Description of Material Change**

Glance’s existing license agreement with Yield will be amended and restated to significantly reduce the scope of the license going forward and removes any obligations of Glance to provide products or services to Yield going forward. Further, Glance and Yield have entered into a release and settlement agreement pursuant to which both Glance and Yield are released from all obligations and claims with respect to each other.

As part of the agreement with Yield, Glance will now own 9 million shares of Yield and will be issued 6 million warrants to purchase Yield shares with a five-year term at a price per share of an initial public offering or listing price of Yield. Previously, Glance owned 20.9 million Yield shares.

Concurrently, Penny Green has agreed to certain trading restrictions relating to the next 6.84 million Glance shares she owns (or is the beneficial owner of) that are due to be released from escrow (the “**Restricted Shares**”). Of note, Ms. Green has agreed not to sell more than 20,000 of the **Restricted Shares** in a single day. The majority of Ms. Green’s Glance shares remain subject to escrow agreements, with remaining tranches set to be released between March 2019 and September 2020. Glance has also entered

into an agreement in which it agrees not to sell more than 20,000 of its Yield shares in a single day.

Ms. Green has also entered a voting support agreement requiring her to support and vote in favour of any candidates for the Glance Board of Directors that are nominated by Glance's current Board. Glance has also entered into a voting support agreement to support and vote in favour of any candidates for the Yield Board of Directors that are nominated by Yield's current Board. A mutual non-disparagement agreement will apply to both Yield and its directors and certain executives (including Ms. Green), and to Glance and its directors.

Under a separate concurrent agreement with Loop, the Yield sublicense of Glance technology to Loop is cancelled, and at the same time Glance has entered into a more limited scope license agreement directly with Loop, as well as a non-binding letter of intent to explore ways to work together and leverage each other's technology. Glance will receive 1 million shares of Loop in connection with the license agreement, in place of the 4 million shares it current owns. Any compensation that may arise from the non-binding letter of intent has not yet been determined.

The full news release is attached as exhibit "A".

**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: 1-855-288-6044

**Item 9: Date of Report**

November 14, 2018

**EXHIBIT "A"**

**GLANCE TECHNOLOGIES ANNOUNCES SETTLEMENT, AMENDED LICENSE AGREEMENT, SELLING RESTRICTIONS AND VOTING SUPPORT AGREEMENT**

**November 6, 2018 – Vancouver, B.C.** – Glance Technologies Inc. (“Glance” or the “Company”) (CSE:GET.CN) (OTCQB:GLNNF) (FKT:GJT) has reached agreements with its licensing and sublicensing partners, Yield Growth Corporation (“Yield”) and Loop Insights Inc. (“Loop”). The agreements clarify the shareholdings and obligations among the parties to reflect the current commercial relationships and establish trading restrictions to prevent large share divestitures over short periods of time.

These new agreements with Yield and Loop do not require Glance to provide any products or services. Management believes these arrangements will help remove uncertainty and unnecessary distraction thus allowing management to better focus on its key initiatives while still significantly participating in any future upside of the other parties success. Glance believes this development should also help the other parties move forward, thus helping to unlock the value of Glance’s interest in those parties.

Glance’s existing license agreement with Yield will be amended and restated to significantly reduce the scope of the license going forward and removes any obligations of Glance to provide products or services to Yield going forward. Further, Glance and Yield have entered into a release and settlement agreement pursuant to which both Glance and Yield are released from all obligations and claims with respect to each other.

As part of the agreement with Yield, Glance will now own 9 million shares of Yield and will be issued 6 million warrants to purchase Yield shares with a five-year term at a price per share of an initial public offering or listing price of Yield. Previously, Glance owned 20.9 million Yield shares.

Concurrently, Penny Green has agreed to certain trading restrictions relating to the next 6.84 million Glance shares she owns (or is the beneficial owner of) that are due to be released from escrow (the “Restricted Shares”). Of note, Ms. Green has agreed not to sell more than 20,000 of the Restricted Shares in a single day. The majority of Ms. Green’s Glance shares remain subject to escrow agreements, with remaining tranches set to be released between March 2019 and September 2020. Glance has also entered into an agreement in which it agrees not to sell more than 20,000 of its Yield shares in a single day.

Ms. Green has also entered a voting support agreement requiring her to support and vote in favour of any candidates for the Glance Board of Directors that are nominated by Glance’s current Board. Glance has also entered into a voting support agreement to support and vote in favour of

any candidates for the Yield Board of Directors that are nominated by Yield's current Board. A mutual non-disparagement agreement will apply to both Yield and its directors and certain executives (including Ms. Green), and to Glance and its directors.

Under a separate concurrent agreement with Loop, the Yield sublicense of Glance technology to Loop is cancelled, and at the same time Glance has entered into a more limited scope license agreement directly with Loop, as well as a non-binding letter of intent to explore ways to work together and leverage each other's technology. Glance will receive 1 million shares of Loop in connection with the license agreement, in place of the 4 million shares it current owns. Any compensation that may arise from the non-binding letter of intent has not yet been determined.

With these voting, trading and contractual uncertainties behind it, Glance is excited about its future potential and its strengthened focus on key initiatives.

### **About Glance Technologies Inc.**

Glance owns and operates Glance Pay, a streamlined payment system that revolutionizes how smartphone users choose where to shop, order goods and services, make payments, access digital receipts, redeem digital deals, earn great rewards & interact with merchants. Glance offers targeted in-app marketing, geo-targeted digital coupons, 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, merchant manager apps, a large-scale technology hosting environment with sophisticated anti-fraud technology and lightning-fast payment processing. Glance is working on a rewards-based cryptocurrency.

For more information about Glance, please go to [www.glance.tech](http://www.glance.tech).

### **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: "may", "believe", "thinks", "expect", "exploring", "expand", "could", "anticipate", "intend", "estimate", "plan", "pursue", "potentially", "projected", "should", "will" and similar expressions, or are those, which, by their nature, refer to future events. These forward-looking statements, which involve risks and uncertainties, relate to, among other things, the discussion of Glance's business strategies and its expectations concerning future operations, the launch of Glance PayMe, removal of uncertainty*

*and unnecessary distraction, management's focus on its key initiatives, and participating in the future upside of other parties. Although Glance considers these forward-looking statements to be reasonable based on information currently available to it, they may prove to be incorrect, and the forward-looking statements in this release are subject to numerous risks, uncertainties and other factors that may cause future results to differ materially from those expressed or implied in such forward-looking statements. Such risk factors include, among other things, the success of Glance PayMe, cooperation from other parties, the success of Glance's licensing partners, and regulatory and stock exchange approvals. The forward-looking information in this press release is also based on certain estimates, forecasts and projections, as well as expectations, beliefs and assumptions, including, among other things, that Glance's licensing partners will be able to achieve their business objectives and that counterparties to Glance's agreements will comply with the terms and conditions set out in those agreements . For additional information with respect to these and other factors and assumptions underlying the forward-looking statements in this press release, see the section entitled "Risk Factors" in the most recent Annual Information Form and Prospectus of Glance, which may be accessed through Glance's profile on SEDAR at [www.sedar.com](http://www.sedar.com). 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 statements. Undue reliance should not be placed on such forward-looking information, as there can be no assurance that the plans, intentions or expectations upon which they are based will occur.*