



GLANCE TECHNOLOGIES INC.

NOTICE OF MEETING AND INFORMATION CIRCULAR

**FOR THE ANNUAL GENERAL MEETING
OF SHAREHOLDERS
TO BE HELD ON June 16, 2017**

Dated April 19, 2017

This document requires immediate attention. If you are in doubt as to how to deal with the documents or matters referred to in this Information Circular, you should contact your advisor immediately.

GLANCE TECHNOLOGIES INC.
Suite 200 – 1238 Homer Street
Vancouver, BC V6B 2Y5

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “**Meeting**”) of the holders of common shares (the “**Shareholders**”) of Glance Technologies Inc. (the “**Company**”) will be held at Suite 200 - 1238 Homer Street, Vancouver, BC V6B 2Y5, on Friday, June 16, 2017 at 10:00 a.m. (Pacific time), for the following purposes:

1. to receive the audited financial statements of the Company for the fiscal year ended November 30, 2016 and the interim unaudited financial statements of the Company for the three months ended February 28, 2017;
2. to elect the directors of the Company to hold office until the next annual meeting of Shareholders;
3. to appoint Saturna Group Chartered Accountants LLP as the Company’s auditor for the fiscal year ending November 30, 2017 and to authorize the Board of Directors to fix the remuneration to be paid to the auditor; and
4. to transact such other business as may be properly brought before the Meeting or any adjournment thereof.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this Notice of Meeting. In particular, disclosure concerning the matters set forth above is included in the “Particulars of Matters to be Acted Upon at the Meeting” section beginning on page 7 of the Information Circular.

The proxy materials for the Meeting, including the Information Circular, are available on the Internet at www.glance.tech (under the “Investors” tab) or under the Company’s SEDAR profile at www.sedar.com. This Notice of Meeting presents only an overview of the more complete proxy materials that are available on the Internet. The Company reminds you to access and review all of the important information contained in the accompanying Information Circular and other proxy materials before voting.

If you would like to receive a paper copy of the proxy materials by mail, you must request one by calling the Company toll-free at 1.855.288.6044. There is no charge to you for requesting a copy. To ensure you receive the proxy materials in advance of the voting deadline and meeting date, all requests must be received by no later than 9:00 a.m. (Pacific time) on Friday, June 2, 2017 to ensure timely receipt. If you do request a paper copy of the materials, please note that another voting instruction form or form of proxy will not be sent and that you should retain your current one for voting purposes.

The Board of Directors has fixed April 19, 2017 as the record date for the determination of Shareholders entitled to receive notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered Shareholder at the close of business on that date is entitled to receive notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

YOU CANNOT VOTE BY RETURNING THIS NOTICE OF MEETING. If you are a registered Shareholder and unable to attend the Meeting in person, please complete, date and sign the accompanying form of proxy and deposit it with the Company’s transfer agent, Computershare Investor Services Inc., at its office located on the 2nd Floor, 510 Burrard Street, Vancouver, BC V6C 3B9, by no later than 10:00 a.m. (Pacific time) on Wednesday, June 14, 2017, or at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of any adjournment or postponement of the Meeting.

If you are a non-registered Shareholder and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your securities on your behalf (the “**Intermediary**”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

No annual financial statements are included with the proxy materials for the Meeting.

Dated at Vancouver, British Columbia as of April 19, 2017.

BY ORDER OF THE BOARD OF DIRECTORS

“/s/ Desmond Griffin”

Desmond Griffin
Chief Executive Officer and Director

GLANCE TECHNOLOGIES INC.

200 – 1238 Homer Street
Vancouver, BC V6B 2Y5

INFORMATION CIRCULAR

INTRODUCTION

This Information Circular accompanies the notice of annual general meeting (the “**Notice**”) and is being furnished to the holders of common shares of Glance Technologies Inc. (the “**Company**”) in connection with the solicitation by the management of the Company of proxies to be voted at the annual general meeting (the “**Meeting**”) of shareholders to be held at 10:00 a.m. (Pacific time) on Friday, June 16, 2017 at Suite 200 - 1238 Homer Street, Vancouver, BC V6B 2Y5, or at any adjournment or postponement thereof.

Date and Currency

The date of this Information Circular is April 19, 2017. Unless otherwise stated, all amounts herein are in Canadian dollars.

PROXIES AND VOTING RIGHTS

Management Solicitation

The solicitation of proxies by management of the Company will be conducted by mail and may be supplemented by telephone or other personal contact to be made without special compensation by the directors, officers and employees of the Company. The Company does not reimburse shareholders, nominees or agents for costs incurred in obtaining from their principals authorization to execute forms of proxy, except that the Company has requested brokers and nominees who hold stock in their respective names to furnish this proxy material to their customers, and the Company will reimburse such brokers and nominees for their related out of pocket expenses. No solicitation will be made by specifically engaged employees or soliciting agents. The cost of solicitation will be borne by the Company.

No person has been authorized to give any information or to make any representation other than as contained in this Information Circular in connection with the solicitation of proxies. If given or made, such information or representations must not be relied upon as having been authorized by the Company. The delivery of this Information Circular shall not create, under any circumstances, any implication that there has been no change in the information set forth herein since the date of this Information Circular. This Information Circular does not constitute the solicitation of a proxy by anyone in any jurisdiction in which such solicitation is not authorized, or in which the person making such solicitation is not qualified to do so, or to anyone to whom it is unlawful to make such an offer of solicitation.

The Company has arranged for intermediaries to forward the Meeting materials to beneficial owners of common shares of the Company held of record by those intermediaries. The Company has distributed or made available for distribution, copies of the Notice, this Information Circular and form of proxy to clearing agencies, securities dealers, banks and trust companies or their nominees (collectively, the “**Intermediaries**”) for distribution to holders (the “**Beneficial Shareholders**”) of the Company’s common shares held of record by those Intermediaries. Such Intermediaries are required to forward such documents to the Beneficial Shareholders unless a Beneficial Shareholder has waived the right to receive them. The solicitation of proxies from Beneficial Shareholders will be carried out by the Intermediaries or by the Company if the names and addresses of the Beneficial Shareholders are provided by Intermediaries. The Company will pay the permitted fees and costs of the Intermediaries for reasonable fees and disbursements incurred in connection with the distribution of these materials.

The Company will pay for intermediaries to forward to both non-objecting beneficial owners and objecting beneficial owners under National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”) the proxy-related materials and Form 54-101F7 *Request for Voting Instructions Made by Intermediary*.

These materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the issuer or its agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf.

Appointment of Proxy

Registered shareholders are entitled to vote at the Meeting. On a show of hands, every registered shareholder is entitled to one vote for each common share that such registered shareholder holds on the record date of April 19, 2017 on the resolutions to be voted upon at the Meeting, and any other matter to come before the Meeting. The list of registered shareholders is available for inspection during normal business hours at the offices of the Company’s registrar and transfer agent, Computershare Investor Services Inc. (the “**Transfer Agent**”), and will be available at the Meeting.

The persons named as proxyholders (the “**Designated Persons**”) in the enclosed form of proxy are: (1) Desmond Griffin, the CEO and a director of the Company; and (2) Penny Green, the President, COO and a director of the Company.

A SHAREHOLDER HAS THE RIGHT TO APPOINT A PERSON OR COMPANY (WHO NEED NOT BE A SHAREHOLDER) TO ATTEND AND ACT FOR OR ON BEHALF OF THAT SHAREHOLDER AT THE MEETING, OTHER THAN THE DESIGNATED PERSONS NAMED IN THE ENCLOSED FORM OF PROXY.

TO EXERCISE THE RIGHT, THE SHAREHOLDER MAY DO SO BY STRIKING OUT THE PRINTED NAMES AND INSERTING THE NAME OF SUCH OTHER PERSON AND, IF DESIRED, AN ALTERNATE TO SUCH PERSON, IN THE BLANK SPACE PROVIDED IN THE FORM OF PROXY. SUCH SHAREHOLDER SHOULD NOTIFY THE NOMINEE OF THE APPOINTMENT, OBTAIN THE NOMINEE’S CONSENT TO ACT AS PROXY AND SHOULD PROVIDE INSTRUCTION TO THE NOMINEE ON HOW THE SHAREHOLDER’S SHARES SHOULD BE VOTED. THE NOMINEE SHOULD BRING PERSONAL IDENTIFICATION TO THE MEETING.

In order to be voted, the completed form of proxy must be received by the Transfer Agent at its offices located at 2nd Floor, 510 Burrard Street Vancouver, BC V6C 3B9, by mail or fax, no later than 10:00 a.m. (Pacific time) on Wednesday, June 14, 2017, or at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of any adjournment or postponement of the Meeting. The Company may extend the deadline to accept proxies in its complete and sole discretion.

A proxy may not be valid unless it is dated and signed by the shareholder who is giving it or by that shareholder’s attorney-in-fact duly authorized by that shareholder in writing or, in the case of a corporation, dated and executed by a duly authorized officer or attorney-in-fact for the corporation. If a form of proxy is executed by an attorney-in-fact for an individual shareholder or joint shareholders, or by an officer or attorney-in-fact for a corporate shareholder, the instrument so empowering the officer or attorney-in-fact, as the case may be, or a notarially-certified copy thereof, must accompany the form of proxy.

Revocation of Proxy

A registered shareholder who has given a proxy may revoke it at any time before it is exercised by an instrument in writing: (a) executed by that shareholder or by that shareholder's attorney-in-fact authorized in writing or, where the shareholder is a corporation, by a duly authorized officer of, or attorney-in-fact for, the corporation; and (b) delivered either: (i) to the Company at the address set forth above, at any time up to and including the last business day preceding the day of the Meeting or, if adjourned or postponed, any reconvening thereof, or (ii) to the Chair of the Meeting prior to the vote on matters covered by the proxy on the day of the Meeting or, if adjourned or postponed, any reconvening thereof, or (iii) in any other manner provided by law.

Also, a proxy will automatically be revoked by either: (i) attendance at the Meeting and participation in a poll (ballot) by a registered shareholder, or (ii) submission of a subsequent proxy in accordance with the foregoing procedures. A revocation of a proxy does not affect any matter on which a vote has been taken prior to any such revocation.

Voting of Common Shares and Proxies and Exercise of Discretion by Designated Persons

A shareholder may indicate the manner in which the Designated Persons are to vote with respect to a matter to be voted upon at the Meeting by marking the appropriate space. If the instructions as to voting indicated in the proxy are certain, the common shares represented by the proxy will be voted or withheld from voting in accordance with the instructions given in the proxy. If the shareholder specifies a choice in the proxy with respect to a matter to be acted upon, then the common shares represented will be voted or withheld from the vote on that matter accordingly. **The common shares represented by a proxy will be voted or withheld from voting in accordance with the instructions of the shareholder on any ballot that may be called for and if the shareholder specifies a choice with respect to any matter to be acted upon, the common shares will be voted accordingly.**

IF NO CHOICE IS SPECIFIED IN THE PROXY WITH RESPECT TO A MATTER TO BE ACTED UPON, THE PROXY CONFERS DISCRETIONARY AUTHORITY WITH RESPECT TO THAT MATTER UPON THE DESIGNATED PERSONS NAMED IN THE FORM OF PROXY. IT IS INTENDED THAT THE DESIGNATED PERSONS WILL VOTE THE COMMON SHARES REPRESENTED BY THE PROXY IN FAVOUR OF EACH MATTER IDENTIFIED IN THE PROXY AND FOR THE NOMINEES OF THE BOARD OF DIRECTORS FOR DIRECTORS AND AUDITOR.

The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to other matters which may properly come before the Meeting, including any amendments or variations to any matters identified in the Notice, and with respect to other matters which may properly come before the Meeting. At the date of this Information Circular, management of the Company is not aware of any such amendments, variations or other matters to come before the Meeting.

In the case of abstentions from, or withholding of, the voting of the common shares on any matter, the common shares that are the subject of the abstention or withholding will be counted for determination of a quorum, but will not be counted as affirmative or negative on the matter to be voted upon.

ADVICE TO BENEFICIAL SHAREHOLDERS

The information set out in this section is of significant importance to those shareholders who do not hold shares in their own name. Shareholders who do not hold their shares in their own name (referred to in this Information Circular as "Beneficial Shareholders") should note that only proxies deposited by shareholders whose names appear on the records of the Company as the registered holders of common shares can be recognized and acted upon at the Meeting. If common shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those common shares will not be registered in the shareholder's name on the records of the

Company. Such common shares will more likely be registered under the names of the shareholder's broker or an agent of that broker. In the United States, the vast majority of such common shares are registered under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depository for many U.S. brokerage firms and custodian banks), and in Canada, under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms). **Beneficial Shareholders should ensure that instructions respecting the voting of their common shares are communicated to the appropriate person well in advance of the Meeting.**

The Company does not have access to the names of Beneficial Shareholders. Applicable regulatory policy requires intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their common shares are voted at the Meeting. The form of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is similar to the Form of Proxy provided to registered shareholders by the Company. However, its purpose is limited to instructing the registered shareholder (the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**") in the United States and in Canada. Broadridge typically prepares a special voting instruction form, mails this form to the Beneficial Shareholders and asks for appropriate instructions regarding the voting of common shares to be voted at the Meeting. Beneficial Shareholders are requested to complete and return the voting instructions to Broadridge by mail or facsimile. Alternatively, Beneficial Shareholders can call a toll-free number and access Broadridge's dedicated voting website (each as noted on the voting instruction form) to deliver their voting instructions and to vote the common shares held by them. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at the Meeting. **A Beneficial Shareholder who receives a Broadridge voting instruction form cannot use that form as a proxy to vote common shares directly at the Meeting. Rather, such a voting instruction form must be returned to Broadridge well in advance of the Meeting in order to have the common shares voted at the Meeting.**

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting common shares registered in the name of his or her broker (or agent of the broker), a Beneficial Shareholder may attend at the Meeting as proxyholder for the registered shareholder and vote the common shares in that capacity. Beneficial Shareholders who wish to attend at the Meeting and indirectly vote their common shares as proxyholder for the registered shareholder should enter their own names in the blank space on the instrument of proxy provided to them and return the same to their broker (or the broker's agent) in accordance with the instructions provided by such broker (or agent), well in advance of the Meeting.

Alternatively, a Beneficial Shareholder may request in writing that his or her broker send to the Beneficial Shareholder a legal proxy which would enable the Beneficial Shareholder to attend the Meeting and vote his or her common shares.

All references to shareholders in this Information Circular are to registered shareholders, unless specifically stated otherwise.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Company is authorized to issue an unlimited number of common shares without par value. As of the date of this Information Circular, a total of 64,770,329 common shares were issued and outstanding. Each common share carries the right to one vote at the Meeting.

Only registered shareholders as of April 19, 2017, being the record date, are entitled to receive notice of, and to attend and vote at, the Meeting or any adjournment or postponement thereof.

As of the date of this Information Circular, to the knowledge of the directors and senior officers of the Company, no person or company beneficially owns, directly or indirectly, or exercises control or direction over, common shares carrying more than 10% of the voting rights attached to the outstanding common shares of the Company, other than as set forth below:

Name of Shareholder	Number of Common Shares Owned	Percentage of Outstanding Common Shares ⁽¹⁾
CDS & Co. ⁽²⁾	18,058,909	27.9%
Penny Green	16,651,839 ⁽³⁾	25.7%
Desmond Griffin	15,360,332	23.8%

Notes:

(1) Based on 64,770,329 common shares issued and outstanding as of the date of this Information Circular.

(2) Management is unaware of the beneficial holders of the shares registered in the name of CDS & Co.

(3) Includes 5,050,000 common shares held by Niagara Acquisitions Corp and 350,000 common shares held by Delmont Holdings Ltd., companies which are controlled by Penny Green.

PARTICULARS OF MATTERS TO BE ACTED UPON AT THE MEETING

Presentation of Financial Statements

The audited financial statements of the Company for the fiscal year ended November 30, 2016, together with the report of the auditor thereon, as well as the interim unaudited financial statements of the Company for the three months ended February 28, 2017, will be placed before the Meeting. Receipt at the Meeting of those financial statements will not constitute approval or disapproval of any matters referred to therein. No vote will be taken on the financial statements, which are available for viewing under the Company's SEDAR profile at www.sedar.com.

Pursuant to National Instrument 51-102 *Continuous Disclosure Obligations* ("NI 51-102") and NI 54-101, a person or corporation who in the future wishes to receive annual and interim financial statements from the Company must deliver a written request for such material to the Company. Shareholders who wish to receive annual and interim financial statements are encouraged to complete the appropriate section on the enclosed request form and send it to the Transfer Agent.

Election of Directors

At present, the directors of the Company are elected at each annual meeting of shareholders and hold office until the next annual meeting, or until their successors are duly elected or appointed in accordance with the Company's Articles or until such director's earlier resignation, removal or death. In the absence of instructions to the contrary, the enclosed form of proxy will be voted for the nominees listed in the form of proxy, all of whom are presently members of the Board of Directors.

Management of the Company proposes to nominate the persons named in the table below for election by the shareholders as directors of the Company. Information concerning such persons, as furnished by the individual nominees, as of the date of this Information Circular, is as follows:

Name, Province, Country of Residence and Position(s) with the Company	Principal Occupation, Business or Employment for Last Five Years ⁽¹⁾	Director Since	Number of Common Shares Owned ⁽¹⁾
<p>Desmond Griffin North Vancouver, BC <i>CEO & Director</i></p>	<p>Mr. Griffin holds a Bachelors of Business Administration degree from Simon Fraser University and holds the Chartered Financial Analyst designation from the CFA Institute. He co-founded PayByPhone (formerly VerrusMobile Technologies) and was its CEO from inception through to a \$45 million cash exit for shareholders, during which time PayByPhone went from a concept to a platform processing tens of millions of mobile payments annually for millions of consumers in over 100 cities around the world. From 2014 - 2016, Mr. Griffin worked for a digital gift card company, Buyatab Online Inc., and for the past 5 years has also worked as a consultant. Mr Griffin's current primary occupation is to act as a director and the CEO of the Company.</p>	<p>October 29, 2015</p>	<p>15,360,332</p>
<p>Penny Green ⁽²⁾⁽³⁾ West Vancouver, BC <i>COO, President & Director</i></p>	<p>Ms. Green has 20 years of experience as a business founder, entrepreneur, executive officer, director and investor in private and public companies, as well as 20 years of experience as a lawyer. Since 1997, Ms. Green has been the CEO of Bacchus Law Corporation, a boutique securities law firm she founded.</p> <p>Ms. Green was a co-founder, director and officer for two years of Merus Labs Inc., now a profitable company listed on the Toronto Stock Exchange (TSX:MSL) and on NASDAQ (MSLI-Q). Merus Labs is a specialty pharmaceutical company which now does more than \$24 million in annual EBITDA.</p> <p>Ms. Green has received recognition and awards for business achievements. In 2015 and 2016 Bacchus Law Corp. was included in the PROFIT 500 list of fastest growing Canadian companies. Penny was included in PROFIT Magazine's 13th and 14th annual W100 list of top Canadian business women. Penny was also one of five national finalists for the 2012 Royal Bank of Canada Award for Excellence in Entrepreneurship for her role as co-founder of Highbury Energy Inc., a company that has patented technology that converts biomass to energy.</p> <p>Ms. Green has a law degree from the University of British Columbia and a Bachelor of Arts from Trent University, and is a practicing member of the Washington State Bar Association and the Law Society of British Columbia.</p>	<p>October 24, 2014</p>	<p>16,651,839</p>

Name, Province, Country of Residence and Position(s) with the Company	Principal Occupation, Business or Employment for Last Five Years ⁽¹⁾	Director Since	Number of Common Shares Owned ⁽¹⁾
<p>Kirk Herrington ⁽²⁾⁽³⁾ West Vancouver, BC <i>Director</i></p>	<p>Mr. Herrington has 34 years of experience creating and managing the development of computer software for world class companies such as Oracle, Microsoft, SAP and Pivotal. During this period, Mr. Herrington has co-founded five software companies, four of which have been acquired. He has a Bachelor of Applied Science degree from the University of British Columbia</p> <p>Mr. Herrington co-founded Connect2Classes, a discovery platform for continuing education which is still carrying on business. He has been the Chief Operating Officer and Chief Technical Officer at Connect2Classes since February 2014.</p> <p>From January 2013 until January 2014, Mr. Herrington was an Independent Software Technology Consultant and provided senior technology consulting services to the Vancouver Aquarium and other local Vancouver based organizations.</p> <p>Mr. Herrington was the Vice President of Research and Development and Customer Relationship Manager at iPipeline from January 2011 until December 2012. iPipeline is a strategic partner and technology provider of Software as a Service solutions for the insurance and financial services industry. iPipeline is still carrying on business.</p> <p>From February 2003 until December 2010, Mr. Herrington founded GaleForce Solutions Inc. to deliver customer relationship management solutions for the financial services market. Mr. Herrington raised over \$8M in venture capital for GaleForce Solutions Inc. from leading venture capitalists.</p> <p>One of the companies co-founded by Mr. Herrington, Simba Technologies Inc., was acquired by Pivotal Corporation for \$30 million in 2000 and Mr. Herrington was promoted to the role of CTO reporting to Norm Francis, CEO. During his period of employment Pivotal was ranked in Top-10 Fastest Growing High-Tech companies in North America.</p>	<p>October 29, 2015</p>	<p>Nil</p>
<p>James Topham ⁽²⁾⁽³⁾ Vancouver, BC <i>Director</i></p>	<p>Mr. Topham is a Fellow Certified Professional Accountant and Fellow Chartered Accountant specializing in technology companies. Mr. Topham was an audit partner in KPMG's</p>	<p>May 12, 2016</p>	<p>Nil</p>

Name, Province, Country of Residence and Position(s) with the Company	Principal Occupation, Business or Employment for Last Five Years ⁽¹⁾	Director Since	Number of Common Shares Owned ⁽¹⁾
	<p>Technology Group in Vancouver, B.C. office for 20 years, and currently sits on the boards of several companies.</p> <p>Since 2010, Mr. Topham has sat on the board of Norsat International Inc. (TSX:NII), and since May 2015 he has been a director of UrtheCast Inc.(TSX:UR). From November 2014 until June 2016 he was on the board of 3 Tier Logic Inc. From 2011 to 2015 he was the chair of the board and audit committee of Epic Fusion Corp., from January 2013 to August 2014 he was the CFO of Exro Technologies Inc., from 2011 to 2014 he was a board member and audit committee chair of DDS Wireless International and from January 2009 to December 2012 he was the CFO of dPoint Technologies Inc.</p> <p>Mr. Topham was a founder, and for its first nine years, board member of the B.C. Technology Industries Association. He initiated the founding of the Clean Technology CEO Alliance and served on its Advisory Board until 2010, and has served on the board for WINBC and the Council of the Institute of Chartered Accountants of B.C.</p> <p>Mr. Topham is also a founder of the Social Ventures Partners Vancouver, which has raised several million dollars and provided thousands of hours of senior executive time for funding specific Vancouver community charitable projects and social enterprises, and he served on its board for 10 years and as Chair for 3 years.</p> <p>Mr. Topham has a computer science major and a Bachelor of Commerce Degree with Honours from the University of Saskatchewan, from where he graduated as a most distinguished graduate. He received a Lifetime Achievement Award from the B.C. Technology Industry Association and was awarded the designation of Fellow Chartered Accountant from the Institute of Chartered Accountants of B.C.</p>		
<p>Larry Timlick West Vancouver, BC Director</p>	<p>Mr. Timlick is a Senior Level Technical Sales Executive with over 25 years of technical sales and management experience. He is currently the President of Triplet Management. Since 2010 he has been a board member of Para Resources Inc. (TSXV:PBR), a toll milling and mining company with projects in Brazil and Columbia, and he is also currently a board member of CounterPath.</p>	<p>April 18, 2017</p>	<p>Nil</p>

Name, Province, Country of Residence and Position(s) with the Company	Principal Occupation, Business or Employment for Last Five Years ⁽¹⁾	Director Since	Number of Common Shares Owned ⁽¹⁾
	<p>From 2009 to 2011 he was the territory manager for Aruba Networks, responsible for sales and marketing of Aruba Wireless, and network security and management software solutions in the Provinces of British Columbia, Saskatchewan and Manitoba.</p> <p>From 2011 to 2014 he was Regional Sales Leader – Western Canada for Arista Networks Inc. (NYSE:ANET), and from 2014 to 2015 he was the Director of Networking Sales – Canada for Avaya. From 2015 to 2016 he was the VP of Avaya Western Canada.</p>		

Notes:

- (1) *The number of common shares beneficially owned, or controlled or directed, directly or indirectly, at the date of this Information Circular is based upon information furnished to the Company by the individual directors.*
- (2) *Member of the Audit Committee.*
- (3) *Member of the Compensation Committee.*

Management recommends that shareholders approve each of the nominees listed above for election as a director of the Company for the ensuing year.

Management does not contemplate that any of its nominees will be unable to serve as directors. If any vacancies occur in the slate of nominees listed above before the Meeting, then the Designated Persons intend to exercise discretionary authority to vote the common shares represented by proxy for the election of any other persons as directors.

Cease Trade Orders

No proposed director of the Company is, or within the 10 years before the date of this Information Circular has been, a director, chief executive officer or chief financial officer of any company that:

- (a) was subject to an order that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or
- (b) was subject to an order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

Bankruptcies

No proposed director of the Company is, or within 10 years before the date of this Information Circular has been, a director or executive officer of any company that, while the person was acting in that capacity, or within a year of that person ceasing to act in the capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold its assets.

Personal Bankruptcies

No proposed director of the Company has, within 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

Securities Related Penalties and Sanctions

No proposed director has been subject to, or entered into a settlement agreement resulting from:

- (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

Re-Appointment of Auditor

At the Meeting, shareholders will be asked to pass an ordinary resolution re-appointing Saturna Group Chartered Accountants LLP as the auditor of the Company to hold office until the next annual meeting of the shareholders or until such firm is removed from office or resigns as provided by law and to authorize the Board of Directors to fix the remuneration to be paid to the auditor. Saturna Group Chartered Accountants LLP, of Vancouver, British Columbia, has served as the auditor of the Company since December 2015.

Management recommends that shareholders approve the re-appointment of Saturna Group Chartered Accountants LLP as the auditor of the Company for the fiscal year ended November 30, 2017, at a remuneration to be fixed by the Board of Directors.

STATEMENT OF EXECUTIVE COMPENSATION

Definitions

For the purpose of this Information Circular:

“**company**” includes other types of business organizations such as partnerships, trusts and other unincorporated business entities;

“**compensation securities**” includes stock options, convertible securities, exchangeable securities and similar instruments including stock appreciation rights, deferred share units and restricted stock units granted or issued by the Company or one of its subsidiaries for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries;

“**external management company**” includes a subsidiary, affiliate or associate of the external management company;

“**named executive officer**” or “**NEO**” means each of the following individuals:

- (a) each individual who, in respect of the Company, during any part of the most recently completed financial year, served as chief executive officer, including an individual performing functions similar to a chief executive officer;

- (c) each individual who, in respect of the Company, during any part of the most recently completed financial year, served as chief financial officer, including an individual performing functions similar to a chief financial officer;
- (c) in respect of the Company and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000, as determined in accordance with subsection 1.3(5) of Form 51-102FV6 *Statement of Executive Compensation – Venture Issuers*, for that financial year; and
- (d) each individual who would be an named executive officer under paragraph (c) but for the fact that the individual was not an executive officer of the Company, and was not acting in a similar capacity, at the end of that financial year;

“**plan**” includes any plan, contract, authorization, or arrangement, whether or not set out in any formal document, where cash, compensation securities or other property may be received, whether for one or more persons; and

“**underlying securities**” means any securities issuable on conversion, exchange or exercise of compensation securities.

Director and Named Executive Officer Compensation

The following table summarizes the compensation paid to each director and NEO for each of the Company’s two most recently completed financial years:

Table of Compensation Excluding Compensation Securities							
Name and Position	Year Ended March 31,	Salary, Consulting Fee, Retainer or Commission (\$)	Bonus (\$)	Committee or Meeting Fees (\$)	Value of Perquisites (\$)	Value of All Other Compensation (\$)	Total Compensation (\$)
Desmond Griffin <i>CEO and Director</i>	2016	135,000 ⁽¹⁾	Nil	Nil	Nil	Nil	135,000
	2015	Nil	Nil	Nil	Nil	Nil	Nil
Bernie Zacharias ⁽²⁾ <i>CFO</i>	2016	Nil	Nil	Nil	Nil	51,825 ⁽⁴⁾	51,825
	2015	Nil	Nil	Nil	Nil	Nil	Nil
Laura Gallagher ⁽³⁾ <i>CFO</i>	2016	17,964 ⁽⁵⁾	Nil	Nil	Nil	Nil	17,964
	2015	Nil	Nil	Nil	Nil	Nil	Nil
Penny Green <i>President, COO and Director</i>	2016	85,000 ⁽⁵⁾	Nil	Nil	Nil	106,250 ⁽⁵⁾	191,250
	2015	Nil	Nil	Nil	Nil	Nil	Nil
Kirk Herrington <i>Director</i>	2016	Nil	Nil	Nil	Nil	Nil	Nil
	2015	Nil	Nil	Nil	Nil	Nil	Nil
James Topham <i>Director</i>	2016	Nil	Nil	Nil	Nil	Nil	Nil
	2015	Nil	Nil	Nil	Nil	Nil	Nil
Larry Timlick <i>Director</i>	2016	Nil	Nil	Nil	Nil	Nil	Nil
	2015	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

(1) Paid to Mr. Griffin pursuant to a management agreement dated November 1, 2015 as amended and restated on February 1,

2016 and March 15, 2016. \$92,500 of the compensation was paid in cash, and \$42,500 was paid in common shares. As of March 1, 2017, Mr. Griffin's salary has been reduced by \$5,000 per month.

- (2) Mr. Zacharias ceased to be the CFO of the Company on November 15, 2016.
- (3) Ms. Gallagher was appointed as the CFO of the Company on November 16, 2016.
- (4) Paid to a company of which Mr. Zacharias is a principal.
- (5) Paid to Ms. Gallagher in cash pursuant to an employment agreement dated September 13, 2016.
- (6) \$85,000 paid directly to Ms. Green in common shares pursuant to a management agreement dated February 1, 2015 and amended and restated on October 28, 2015, February 7, 2016 and March 15, 2016. A further \$76,250 in common shares and \$30,000 in cash was paid indirectly to Ms. Green to Delmont Holdings Ltd., a company controlled by Ms. Green, pursuant to a services agreement dated November 1, 2014 and amended as of October 28, 2015 and March 15, 2016.

Stock Options and Other Compensation Securities

As at the Company's most recently completed financial year ended November 30, 2016, the directors and NEOs held the following compensation securities:

Name and Position	Type of Compensation Security	Number of Compensation Securities and Number of Underlying Securities and Percentage of Class ⁽⁴⁾	Date of Grant	Exercise Price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry Date
Desmond Griffin CEO and a director	Stock Options	300,000 ⁽¹⁾ (5 %)	March 17, 2016	0.15	(6)	0.23	March 17, 2021
Bernie Zacharias CFO	Stock Options	60,000 ⁽³⁾ (1%)	January 15, 2016	0.15	(6)	0.23	January 15, 2021
Penny Green COO, President and a Director	Stock Options	300,000 ⁽¹⁾ (5 %)	March 17, 2016	0.15	(6)	0.23	March 17, 2021
Laura Gallagher CFO	Stock Options	80,000 ⁽⁵⁾ (1%)	(5)	(5)	(7)	0.23	(5)
Kirk Herrington Director	Stock Options	275,000 ⁽⁷⁾ (5 %)	(8)	(8)	(6)	0.23	(9)
James Topham Director	Stock Options	325,000 ⁽³⁾ (6 %)	(3)	0.15	(6)	0.23	(10)
Larry Timlick Director	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

- (1) Stock Options vest immediately.
- (2) Stock options were granted on January 15, 2016 and vest according to the following schedule: 30% six months after the date of grant, 30% twelve months after the date of grant and the remainder 24 months after the date of grant.
- (3) 250,000 of the stock options were granted on May 12, 2016 and vest according to the following schedule: 30% on the date of grant, 30% six months after the date of grant and the remainder twelve months after the date of grant; 50,000 of which were granted on June 15, 2016 and vested immediately; and 25,000 of which were granted on September 6, 2016 and vested after 6 months.
- (4) Based on 5,718,821 issued and outstanding stock options.
- (5) 25,000 of which were granted on September 6, 2016 with an exercise price of \$0.15 and vested immediately, with an expiry date of September 6, 2021; 55,000 of which were granted on September 13, 2016 with an exercise price of \$0.28 and vested 50% 6 months after the grant date of 50% 12 months after the grant date, with an expiry date of September 13, 2021.
- (6) Options granted before there was a public market for the underlying securities.
- (7) 25,000 of these options were granted before there was a public market for the underlying securities. For 55,000 of these options, the closing price was \$0.27.

- (8) 150,000 of which were granted on October 29, 2015, have an exercise price of \$0.10 and vest according to the following schedule: 30% six months after the date of grant, 30% twelve months after the date of grant and the remainder 24 months after the date of grant; 50,000 of which were granted on March 17, 2016 and 50,000 of which were granted on June 15, 2016 and vested immediately with an exercise price of \$0.15; and 25,000 of which were granted on September 6, 2016 and vested after 6 months with an exercise price of \$0.15.
- (9) 150,000 of which expire on October 29, 2020, 50,000 of which expire on March 17, 2021, 50,000 of which expire on June 15, 2021, and 25,000 of which expire on September 6, 2021.
- (10) 250,000 of which expire on May 12, 2021, 50,000 of which expire on June 15, 2021, and 25,000 of which expire on September 6, 2021.

During the Company's most recently completed financial year, no director or named executive officer exercised any compensation securities.

Stock Option Plans and Other Incentive Plans

All of the Company's directors, officers, employees and consultants are eligible to participate in the Company's stock option plan (the "**Stock Option Plan**"). The purpose of the Stock Option Plan is to advance the interests of the Company by encouraging the directors, officers, employees and consultants of the Company to acquire common shares in the Company. This increase in the proprietary interest in the Company encourages the individuals to remain associated with the Company and furnishes them with additional incentive to improve their efforts on behalf of the Company.

Stock options may be granted to the following persons under the Stock Option Plan, as defined therein:

- (a) Eligible Employees, including officers;
- (b) Directors;
- (c) Consultants or Consultant Companies; and
- (d) Management Company Employees.

The decision to grant options is made by the Board of Directors as a whole, and a grant is approved by directors' resolutions or at a meeting of the directors. The Stock Option Plan provides for the issuance of options to acquire up to an unlimited number of the issued and outstanding common shares of the Company as at the date of grant, subject to certain limitations in respect of individual grants in any 12-month period. A copy of the Stock Option Plan is available for review at (a) www.sedar.com under the Company's SEDAR profile as a "document affecting the rights of securityholders (or amendment thereto)" which was filed on June 9, 2016; and (b) the registered and records office of the Company at Suite 200 - 1238 Homer Street, Vancouver, BC V6B 2Y5 during normal business hours up to and including the date of the Meeting.

The Stock Option Plan has previously been approved by the Company's shareholders.

Employment, Consulting and Management Agreements

On November 1, 2015, as amended on February 1, 2016, March 15, 2016, and March 1, 2017 the Company entered into a management agreement with Desmond Griffin, one of its officers and directors. Pursuant to the agreement, Mr. Griffin performs services as our CEO, including management recruitment, identifying and preparing the Company for future opportunities, ensuring it complies with all applicable laws and regulations and securing relationships with potential users of our technology. As consideration for his services, until March 1, 2017, Mr. Griffin received a monthly fee of \$15,000, of which \$10,000 was payable in cash and \$5,000 was payable in common shares each month at their market value on the date of issuance with the maximum discount allowed on the Canadian stock exchange on which the Company is listed. As of March 1, 2017, Mr. Griffin receives a monthly fee of \$10,000, payable in cash.

On October 29, 2015, as amended on January 15, 2016, the Company entered into a director agreement with Kirk Herrington, one of its directors. Pursuant to the agreement, Mr. Herrington shall provide services to the Company in exchange for 275,000 stock options. The options shall expire 5 years from the date of grant, or earlier in accordance with the Stock Option Plan. 150,000 of the stock options are subject to a vesting schedule whereby 30% of options vest after 6 months from the date of grant and 30% vest 12 months after the date of the grant and the remainder vest 24 months after the date of the grant, and once vested, each stock option may be exercised to purchase one common share for \$0.10 per share. 100,000 of the stock options vested immediately and may be exercised to purchase one common share for \$0.15 per share. 25,000 of the stock options vested March 6, 2017 and may be exercised to purchase one common share for \$0.15 per share.

On February 1, 2015 as amended and restated on October 28, 2015, February 7, 2015, and March 15, 2016, the Company entered into a management agreement with Penny Green, one of its directors and officers. Pursuant to the agreement, Ms. Green provides numerous services to the Company, including providing legal administrative support to it and assisting with raising financing. As consideration for her services, Ms. Green receives compensation from us of \$10,000 per month, all of which, until February 28, 2017, was payable in common shares at their current market value with the maximum discount allowed on the Canadian stock exchange on which the Company is listed, and thereafter is payable in cash.

On November 1, 2014 as amended and restated on October 28, 2015 and March 15, 2016, the Company entered into a services agreement with Delmont Holdings Ltd., a company controlled by Ms. Green, one of the Company's directors and officers. Until February 28, 2017, Delmont received \$12,500 per month as compensation for its services to the Company, \$10,000 of which was payable in cash, and \$12,500 of which was payable in common shares each month at their market value on the date of issuance less the maximum discount allowed by the Canadian stock exchange.

On January 6, 2015 as amended and restated on December 1, 2015 and February 1, 2016, the Company entered into a consulting agreement with Zoink Technologies Inc., a company owned by the spouse of Desmond Griffin and sister of Penny Green, and until January 21, 2016, 50% owned by Desmond Griffin. The Company agreed to pay Zoink Technologies Inc. a consulting and software development fee of \$8,000 per month from January 2015 to November 30, 2015, \$15,000 per month from December 1, 2015 to January 31, 2016, and \$10,000 per month from February 1, 2016 and each month of services thereafter.

On December 1, 2015, the Company entered into a services agreement with Avisar to provide business advisory services relating to accounting and financial reporting services for it, which agreement has since terminated. Avisar provided, among other things, CFO services to the Company, and Bernie Zacharias was Avisar's nominee to provide such services. As an incentive for his services, the Company granted Mr. Zacharias 60,000 stock options. The options shall expire 5 years from the date of grant, or earlier in accordance with our Stock Option Plan. The stock options are subject to a vesting schedule whereby 30% of the options vest after 6 months from the date of grant, 30% vest 12 months from the date of the grant and the remainder vest 24 months after the date of the grant. Once vested, each stock option may be exercised to purchase one Share for \$0.15 per Share.

On May 12, 2016, the Company entered into a director agreement with James Topham, one of its directors. Pursuant to the agreement, Mr. Topham shall provide the duties of the Company's directors, including serving as the Chair of our audit committee, in exchange for 275,000 stock options. The options shall expire 5 years from the date of grant, or earlier in accordance with the Stock Option Plan. 250,000 of the stock options are subject to a vesting schedule whereby 30% of the options vested immediately, 30% vest 6 months from the date of grant and the remainder vest 12 months after the date of the grant. 25,000 of the stock options vested on March 6, 2017. Once vested, each stock option may be exercised to purchase one Share for \$0.15 per Share.

On September 13, 2016, the Company entered into an employment agreement with Laura Gallagher, the then Vice President of Finance and now the current CFO. Pursuant to the agreement, Ms. Gallagher shall provide various financial and CFO services to the Company in exchange for compensation of \$80,000 per year, payable in cash, and 55,000 incentive stock options. The options shall expire 5 years from the date of grant, or earlier in accordance with the Stock Option Plan. 50% of the options vest 6 months after the date of grant, and 50% vest 12 months after the date of grant. Once vested, each stock option may be exercised to purchase one Share for \$0.28 per Share.

Oversight and Description of Director and Named Executive Officer Compensation

The Board of Directors has appointed a Compensation Committee and adopted a Compensation Committee Charter to assist the Board of Directors in fulfilling its compensation oversight responsibilities. Currently, the Company's Compensation Committee consists of three members: James Topham, Kirk Herrington, and Penny Green. Kirk Herrington and James Topham are considered to be "independent" within the meaning of NI 52-110 as neither of them are officers of the Company, and Penny Green is considered to be not independent as she is the Chief Operating Officer and President of the Company. The Compensation Committee is tasked with assisting the Board of Directors to oversee the following:

- (i) executive compensation (including philosophy and programs),
- (ii) management development and succession planning,
- (iii) board compensation, and
- (iv) broadly applicable compensation and benefit programs.

The Compensation Committee is tasked with reviewing and approving on an annual basis the evaluation process and compensation structure for our executive officers and directors, and reviewing managements long-range planning for executive development and succession.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth details of all compensation plans under which equity securities of the Company were authorized for issuance, as of the end of the Company's most recently completed financial year:

Plan Category	Number of Securities to be Issued upon Exercise of Outstanding Options, Warrants and Rights (a)	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights (b)	Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) (c)
Equity compensation plans approved by security holders	5,665,200 ⁽¹⁾	\$0.16	107,422
Equity compensation plans not approved by security holders	Nil	N/A	N/A
Total	5,718,821		107,422

Note:

(1) Issued to directors, officers, consultants and employees of the Company under the Stock Option Plan.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As of April 19, 2017, no director, executive officer or employee of the Company or any of its subsidiaries; former director, executive officer or employee of the Company or any of its subsidiaries; proposed nominee for election as a director of the Company; or any associate of any of the foregoing: (i) is or has been indebted to the Company or any of its subsidiaries at any time since the beginning of the Company's most recently completed financial year, or (ii) is or has been the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries at any time since the beginning of the Company's most recently completed financial year.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as otherwise disclosed below or elsewhere in this Information Circular, no: (a) director, proposed director or executive officer of the Company; (b) person or company who beneficially owns, directly or indirectly, common shares or who exercises control or direction of common shares, or a combination of both carrying more than 10% of the voting rights attached to the outstanding common shares (an "Insider"); (c) director or executive officer of an Insider; or (d) associate or affiliate of any of the directors, executive officers or Insiders, has had any material interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Company, except with an interest arising from the ownership of common shares where such person or company will receive no extra or special benefit or advantage not shared on a pro rata basis by all holders of the same class of common shares.

On November 15, 2014, Glance Pay Inc., a wholly-owned subsidiary of the Company, ("Glance Pay") entered into an asset purchase agreement with Penny Green, one of the Company's directors, whereby Glance Pay acquired the intellectual property to ten mobile apps from Ms. Green for consideration of 2,980,000 common shares of Glance Pay at a deemed price of \$0.005 per common share.

On January 5, 2015, Glance Pay entered into an asset purchase agreement with Desmond Griffin, the CEO, President and a director of the Company, and Penny Green, whereby Glance Pay acquired various intellectual property from Mr. Griffin and Ms. Green in consideration for 27,000,000 common shares of Glance Pay at a deemed price of \$0.02 per common share.

On April 2, 2015, as amended on August 28, 2015, the Company entered into a share exchange agreement with Glance Pay whereby all of the issued and outstanding shares of Glance Pay, which company was controlled by Penny Green and Desmond Griffin, were exchanged on a 1-for-1 basis for the Company's common shares such that Glance Pay became the Company's wholly-owned subsidiary.

During the year ended November 30, 2016, the Company incurred the following amounts to its directors and executive officers:

Transaction	Relationship	Amount incurred payable / paid in cash \$	Amount incurred payable / paid in stock	# Shares issued for conversion of debt	Options
Software R&D fees paid to Zoink Technologies Inc. ⁽¹⁾	Company controlled by the Chief Technology Officer	100,000	-	-	-

Office expenses (rent, marketing & accounting) paid to Delmont Holdings Ltd ⁽²⁾	Company controlled by the Chief Operating Officer	30,000	76,250	-	-
Marketing fees paid to ROMD Marketing	Company whereby the Chief Marketing Officer is a principal	16,750	63,250	-	150,000
Marketing fees paid to PNL Enterprise Ltd.	Company controlled by the Chief Marketing Officer	-	-	-	250,000
Product development & management fees ⁽³⁾	Chief Executive Officer	92,500	42,500	-	300,000
Sales and marketing expenses	Chief Operating Officer	-	85,000	-	300,000
Salary	Chief Technology Officer	28,584	-	-	500,000
Salary	Chief Financial Officer	17,964	-	-	80,000
Accounting fees	Former Chief Financial Officer	-	-	-	60,000
Accounting fees paid to Avisar Chartered Professional Accountants	Company of which the former Chief Financial Officer is a principal	48,825	3,000	10,000	-
Marketing fees and sales commission	Chief Marketing Officer	7,962	15,751	-	800,000
Stock Options	Independent Board Member	-	-	-	325,000
Stock Options	Independent Board Member	-	-	-	125,000

Notes:

- (1) This agreement was terminated in September 2016 and the CTO has since been compensated with salary.
(2) This agreement has been terminated in March 2017 when the Company moved offices.
(3) As of March 1, 2017, the CEO's monthly salary was decreased to \$10,000 from \$15,000.

AUDIT COMMITTEE DISCLOSURE

National Instrument 52-110 *Audit Committees* ("NI 52-110") requires the Company, as a venture issuer, to disclose annually in its Information Circular certain information concerning the constitution of its Audit Committee and its relationship with its independent auditor.

Audit Committee Charter

On May 30, 2016, the Company adopted an audit committee charter, the text of which is included as Schedule "A" to this Information Circular.

Composition of the Audit Committee

As of the date of this Information Circular, the following are the members of the Audit Committee:

Name	Independence	Financial Literacy
Penny Green	Not Independent	Financially literate
Kirk Herrington	Independent	Financially literate
James Topham ⁽¹⁾	Independent	Financially literate

Note:

(1) Chair of the Audit Committee.

Relevant Education and Experience

In addition to each member's general business experience, the education and experience of each Audit Committee member that is relevant to the performance of her or his responsibilities as an Audit Committee member is as follows:

Penny Green has been the CEO of Bacchus Law Corporation for 18 years. Throughout those 18 years, Ms. Green has provided legal advice to numerous companies with regard to corporate governance strategies and effective securities compliance. She regularly reviews financial statements to provide advice to clients. Ms. Green was also the Chairman of Highbury Energy Inc. for six years.

Kirk Herrington was responsible for reviewing and presenting the financial statements of GaleForce Solutions Inc. to its board of directors for a period of three years while he was the CEO of the company. Mr. Herrington has a number of software companies and was an integral part of the development of these companies.

James Topham is a Fellow Chartered Professional Accountant (FCPA and FCA) specializing in technology companies. Mr. Topham was an audit partner in KPMG's Technology Group in Vancouver, B.C. office for 20 years, and currently sits on the boards of several companies. Mr. Topham has extensive audit and accounting experience.

Audit Committee Oversight

At no time since the commencement of our most recently completed financial year was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by our board of directors.

Reliance on Certain Exemptions

At no time since the commencement of the Company's most recently completed financial year has the Company relied on an exemption in or from NI 52-110, other than the exemption in section 6.1 as described below.

Reliance on Section 6.1

Pursuant to section 6.1 of NI 52-110, as a venture issuer we are relying on the exemption from the audit committee composition requirements and certain reporting obligations found in Parts 3 and 5 of NI 52-110.

Pre-Approval Policies and Procedures

The audit committee has not adopted any specific policies and procedures for the engagement of non-audit services.

External Auditor Service Fees

In the following table, "audit fees" are fees billed by the Company's auditor for services provided in auditing the Company's annual financial statements for the subject year. "Audit-related fees" are fees not included in audit fees that are billed by the auditor for assurance and related services that are reasonably related to the performance of the audit review of the Company's financial statements. "Tax fees" are fees billed by the auditor for professional services rendered for tax compliance, tax advice and tax planning.

“All other fees” are fees billed by the auditor for products and services not included in the foregoing categories.

The aggregate fees billed by the Company’s auditor in the last two fiscal years, by category, are as set out in the table below.

	2016 (\$)	2015 (\$)
Audit fees	15,000	16,500
Audit-related fees	15,000	0
Tax fees	0	0
All other fees	2,100	0
Total	32,100	16,500

MANAGEMENT CONTRACTS

There are no management functions of the Company or any of its subsidiaries which are, to any substantial degree, performed by a person other than the directors or executive officers of the Company or subsidiary.

CORPORATE GOVERNANCE

Maintaining a high standard of corporate governance is a priority for the Board of Directors and the Company’s management believes that effective corporate governance will help create and maintain shareholder value in the long term. A description of the Company’s corporate governance practices, which addresses the matters set out in National Instrument 58-101 *Disclosure of Corporate Governance Practices*, is set out below.

Board of Directors

The Board of Directors facilitates its exercise of independent supervision over the Company’s management through frequent meetings of the Board.

Independence of Directors

Kirk Herrington, James Topham and Larry Timlick are not officers or employees of the Company or of an affiliate of the Company and are, thus, independent. Penny Green is the President and Chief Operating Officer and, thus, is not independent. Desmond Griffin is the Chief Executive Officer and, thus, is not independent.

Directorships

The current directors of the Company and each of the individuals to be nominated for election as a director of the Company at the Meeting do not serve as directors or officers of any other reporting issuer as at the date of this Information Circular with the exception of James Topham who is a director of UrtheCast Corp. which trades on the TSX and Norsat International Inc. which trades on the TSX and the AMEX and Larry Timlick who is a director of Para Resources Inc. which trades on the TSX-V, CounterPath Corporation which trades on the TSX and NASDAQ and Elevation Capital Corp. which trades on the TSX-V.

Orientation and Continuing Education

The Board of Directors briefs all new directors with respect to the policies of the Board and other relevant corporate and business information. The Board of Directors does not provide any continuing education, but does encourage directors to individually and as a group keep themselves informed on changing corporate governance and legal issues. Directors are individually responsible for updating their skills required to meet their obligations as directors. In addition, the Board undertakes strategic planning sessions with management.

Ethical Business Conduct

The Board has adopted a written Code of Business Conduct and Ethics for all our directors, officers and future employees and our subsidiaries.

The Board is also required to comply with the conflict of interest provisions of the *BCBCA* and relevant securities regulation in order to ensure that directors exercise independent judgment in considering transactions and agreements in respect of which a director or officer has a material interest. Any interested director is required to declare the nature and extent of his interest and is not entitled to vote on any matter that is the subject of the conflict of interest.

Further, the Board has adopted a written Whistleblower Policy to ease the reporting of ethical complaints or other violations of the Code of Business Conduct and Ethics.

Nomination of Directors

The Board of Directors is responsible for identifying individuals qualified to become new Board members and recommending to the Board new director nominees for the next annual meeting of shareholders.

New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Company, the ability to devote the required time, show support for the Company's mission and strategic objectives, and a willingness to serve.

Compensation

The Board of Directors has appointed a Compensation Committee and adopted a Compensation Committee Charter to assist the Board of Directors in fulfilling its compensation oversight responsibilities. Currently, the Company's Compensation Committee consists of three members: James Topham, Kirk Herrington, and Penny Green. Kirk Herrington and James Topham are considered to be "independent" within the meaning of NI 52-110 as neither of them are officers of the Company, and Penny Green is considered to be not independent as she is the Chief Operating Officer of President of the Company. The Compensation Committee is tasked with assisting the Board to oversee the following:

- (i) executive compensation (including philosophy and programs),
- (ii) management development and succession planning,
- (iii) board compensation, and
- (iv) broadly applicable compensation and benefit programs.

The Compensation Committee is tasked with reviewing and approving on an annual basis the evaluation process and compensation structure for our executive officers and directors, and reviewing managements long-range planning for executive development and succession.

Other Board Committees

The Board of Directors has no other committees other than the Audit and Compensation Committees.

Assessments

The Board of Directors regularly monitors the adequacy of information given to directors, communications between the board and management and the strategic direction and processes of the Board and its committees. The Board is currently responsible for assessing its own effectiveness, the effectiveness of individual directors and the effectiveness of the Audit Committee.

INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

Except as disclosed elsewhere in this Information Circular, no director or executive officer of the Company who has been a director or executive officer at any time since the beginning of the Company's last financial year, each proposed nominee for election as a director of the Company, or any associate or affiliates of any such directors, executive officers or nominees, has any material interest, direct or indirect, by way of beneficial ownership of common shares or other securities in the Company or otherwise, in any matter to be acted upon at the Meeting other than the election of directors.

ADDITIONAL INFORMATION

Additional information relating to the Company is available under its SEDAR profile at www.sedar.com.

Shareholders may contact the Company at its head office by mail at Suite 200 – 1238 Homer Street, Vancouver, BC V6B 2Y5, to request copies of the Company's financial statements and related management's discussion and analysis (the "MD&A"). Financial information is provided in the audited financial statements and MD&A for the Company for its year ended November 30, 2016.

OTHER MATTERS

Management of the Company knows of no other matters to come before the Meeting other than those referred to in the Notice or this Information Circular. However, if any other matters that are not known to management should properly come before the Meeting, the accompanying form of proxy confers discretionary authority upon the persons named therein to vote on such matters in accordance with their best judgment.

APPROVAL OF THE BOARD OF DIRECTORS

The content of this Information Circular has been approved and the delivery of it to each shareholder of the Company entitled thereto and to the appropriate regulatory agencies has been authorized by the Board of Directors.

Dated at Vancouver, British Columbia as of April 19, 2017.

ON BEHALF OF THE BOARD

"/s/ Desmond Griffin"

Desmond Griffin
Chief Executive Officer and Director

SCHEDULE "A"
GLANCE TECHNOLOGIES INC.
AUDIT COMMITTEE CHARTER

This Charter establishes the composition, the authority, roles and responsibilities and the general objectives of the Company's audit committee, or its Board of Directors in lieu thereof (the "**Audit Committee**"). The roles and responsibilities described in this Charter must at all times be exercised in compliance with the legislation and regulations governing the Company and any subsidiaries.

1. Composition

- (a) *Number of Members.* The Audit Committee must be comprised of a minimum of three directors of the Company.
- (b) *Chair.* If there is more than one member of the Audit Committee, members will appoint a chair of the Audit Committee (the "**Chair**") to serve for a term of one (1) year on an annual basis. The Chair may serve as the chair of the Audit Committee for any number of consecutive terms.
- (c) *Financial Literacy.* All members of the audit committee will be financially literate as defined by applicable legislation. If upon appointment a member of the Audit Committee is not financially literate as required, the person will be provided with a period of three months to acquire the required level of financial literacy.
- (d) *Independence.* At least a majority of the members of the Audit Committee must be independent within the meaning of Section 1.4 of National Instrument 52-110.

2. Meetings

- (a) *Quorum.* The quorum required to constitute a meeting of the Audit Committee is set at a majority of members.
- (b) *Agenda.* The Chair will set the agenda for each meeting, after consulting with management and the external auditor. Agenda materials such as draft financial statements must be circulated to all Audit Committee members for members to have a reasonable amount of time to review the materials prior to the meeting.
- (c) *Notice to Auditors.* The Company's auditors (the "**Auditors**") will be provided with notice as necessary of any Audit Committee meeting, will be invited to attend each such meeting and will receive an opportunity to be heard at those meetings on matters related to the Auditor's duties.
- (d) *Minutes.* Minutes of the Audit Committee meetings will be accurately recorded, with such minutes recording the decisions reached by the committee.

3. Roles and Responsibilities

The roles and responsibilities of the Audit Committee include the following:

External Auditor

The Audit Committee will:

- (a) *Selection of the external auditor.* Select, evaluate and recommend to the Board, for shareholder approval, the Auditor to examine the Company's accounts, controls and financial statements.
- (b) *Scope of Work.* Evaluate, prior to the annual audit by the Auditors, the scope and general extent of the Auditor's review, including the Auditor's engagement letter.
- (c) *Compensation.* Recommend to the Board the compensation to be paid to the external auditors.
- (d) *Replacement of Auditor.* If necessary, recommend the replacement of the Auditor to the Board of Directors.
- (e) *Approve Non-Audit Related Services.* Pre-approve all non-audit services to be provided by the Auditor to the Company or its subsidiaries.
- (f) *Responsibility for Oversight.* Must directly oversee the work of the Auditor. The Auditor must report directly to the Audit Committee.
- (g) *Resolution of Disputes.* Assist with resolving any disputes between the Company's management and the Auditors regarding financial reporting.

Consolidated Financial Statements and Financial Information

The Audit Committee will:

- (a) *Review Audited Financial Statements.* Review the audited consolidated financial statements of the Company, discuss those statements with management and with the Auditor, and recommend their approval to the Board.
- (b) *Review of Interim Financial Statements.* Review and discuss with management the quarterly consolidated financial statements, and if appropriate, recommend their approval by the Board.
- (c) *MD&A, Annual and Interim Earnings Press Releases, Audit Committee Reports.* Review the Company's management discussion and analysis, interim and annual press releases, and audit committee reports before the Company publicly discloses this information.
- (d) *Auditor Reports and Recommendations.* Review and consider any significant reports and recommendations issued by the Auditor, together with management's response, and the extent to which recommendations made by the Auditor have been implemented.

Risk Management, Internal Controls and Information Systems

The Audit Committee will:

- (a) *Internal Control.* Review with the Auditors and with management, the general policies and procedures used by the Company with respect to internal accounting and financial controls. Remain informed, through communications with the Auditor, of any weaknesses in internal control that could cause errors or deficiencies in financial reporting or deviations from the accounting policies of the Company or from applicable laws or regulations.
- (b) *Financial Management.* Periodically review the team in place to carry out financial reporting functions, circumstances surrounding the departure of any officers in charge of financial reporting, and the appointment of individuals in these functions.

- (c) *Accounting Policies and Practices.* Review management plans regarding any changes in accounting practices or policies and the financial impact thereof.
- (d) *Litigation.* Review with the Auditors and legal counsel any litigation, claim or contingency, including tax assessments, that could have a material effect upon the financial position of the Company and the manner in which these matters are being disclosed in the consolidated financial statements.
- (e) *Other.* Discuss with management and the Auditors correspondence with regulators, employee complaints, or published reports that raise material issues regarding the Company's financial statements or disclosure.

Complaints

- (a) *Accounting, Auditing and Internal Control Complaints.* The Audit Committee must establish a procedure for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal controls or auditing matters.
- (b) *Employee Complaints.* The Audit Committee must establish a procedure for the confidential transmittal on condition of anonymity by the Company's employees of concerns regarding questionable accounting or auditing matters.

4. Authority

- (a) *Auditor.* The Auditor, and any internal auditors hired by the company, will report directly to the Audit Committee.
- (b) *Independent Advisors.* The Audit Committee may, at the Company's expense and without the approval of management, retain the services of independent legal counsels and any other advisors it deems necessary to carry out its duties and set and pay the monetary compensation of these individuals.
- (c) *Communication.* The Audit Committee may communicate directly with management and any internal auditor, and with the Auditor directly without the presence or involvement of management.
- (d) *Expenses.* The Audit Committee may incur such ordinary administrative expenses that it deems necessary and appropriate to carry out its duties, which expenses the Company will pay or reimburse upon receiving an invoice or receipt, as applicable.

5. Reporting

The Audit Committee will report to the Board on:

- (a) the Auditor's independence;
- (b) the performance of the Auditor and any recommendations of the Audit Committee in relation thereto;
- (c) the reappointment and termination of the Auditor;
- (d) the adequacy of the Company's internal controls and disclosure controls;
- (e) the Audit Committee's review of the annual and interim consolidated financial statements;

- (f) the Audit Committee's review of the annual and interim management discussion and analysis;
- (g) the Company's compliance with legal and regulatory matters to the extent they affect the financial statements of the Company; and
- (h) all other material matters dealt with by the Audit Committee.