



**GLANCE TECHNOLOGIES INC.
(the "Company")**

CODE OF BUSINESS CONDUCT AND ETHICS

Introduction

The Company is committed to maintaining the highest standards of ethical conduct, promoting integrity, deterring wrongdoing and complying with applicable laws, rules and regulations. In furtherance of this commitment, the Board of Directors (the "Board") of the Company has adopted this Code of Business Conduct and Ethics (the "Code") for all directors, officers and employees of the Company and its subsidiaries (each, a "Company Individual"). The principles set forth in this Code describe how each of the Company Individuals should conduct themselves. All the Company Individuals are expected to adhere to the principles of this Code.

The Code applies to all the Company Individuals, and all the Company Individuals are accountable for compliance with the Code. The Board, or a committee of the Board, is responsible for updating the Code and monitoring compliance with the Code. The requirements of this Code are in addition to, and not in substitution for, any applicable laws, rules, regulations, common law or other contractual provisions.

This Code does not address every expectation or condition regarding proper and ethical business conduct. Accordingly, this Code is intended to serve as a source of guiding principles for Company Individuals. Company Individuals are encouraged to discuss issues about circumstances that may be relevant to one or more of the provisions of this Code with the compliance officers appointed by the Board as the individuals who are responsible for receiving, reviewing, investigating and resolving all reported complaints regarding violations of this Code (the "Compliance Officers"), who may consult with inside or outside legal counsel as appropriate.

The Board encourages the reporting of any behaviour by Company Individuals which violates the Code and the Board will not tolerate retaliation against any person who in good faith reports such violations to the Board or the Compliance Officers. Company Individuals are encouraged to review the Company's Whistleblower Policy for detailed information on how to report a complaint or contact the Compliance Officers.

Reporting Violations of the Code

Company Individuals must promptly advise either a supervisor or a Compliance Officer if a Company Individual believes that he or she has observed a violation of the Code by any Company Individual, or by anyone purporting to be acting on the Company's behalf. Any such reports may be made anonymously. Confidentiality will be maintained, to the extent permitted by law. If a Company Individual is not comfortable reporting such behaviour to a supervisor or a Compliance Officer, the individual may report to the Company's external legal counsel.

The Company will not take or allow any reprisal against any Company Individual who, in good faith, reports a suspected violation of this Code. Any reprisal will be a very serious breach of the Code and subject to disciplinary action.

Compliance with Laws, Rules and Regulations

The Company requires that all Company Individuals strictly comply with applicable laws, rules and regulations of Canada and other countries where the Company may conduct business. These include all provincial, federal and other laws, including securities and insider trading laws, and the Company's policies and codes, including the Disclosure Policy and, particularly, the rules therein around insider trading, tipping, trading restrictions and blackout periods. The obligation is on each Company Individual to ensure that applicable laws are known to him or her. The fact that in some countries certain standards of conduct are legally prohibited but are not enforced in practice, or their violation is not subject to public criticism or censure, will not excuse an illegal action by a Company Individual. Any case of non-compliance with an applicable law may subject a Company Individual to disciplinary action. When in doubt, Company Individuals are expected to seek clarification from their immediate supervisor or a Compliance Officer.

Conflicts of Interest

Company Individuals must base business decisions and personal actions on the best interests of the Company. Any situation that creates or appears to create a material conflict of interest must be avoided by a Company Individual. In addition to the conflicts of interest defined by applicable corporate law, a conflict of interest occurs when a Company Individual's private interest interferes in any way with the interests of the Company or may have an adverse effect on the Company Individual's motivation or the proper performance of their position with the Company. If a material conflict of interest arises, the Company Individual involved must disclose the conflict to their supervisor or to a Compliance Officer and take prompt action to remedy it in addition to taking any actions required by applicable corporate law. The following are examples of conflicts of interest:

- (a) accepting outside employment with, or accepting personal payments from, any organization which does business with the Company or is a competitor of the Company;
- (b) receiving personal loans or guarantees of obligations as a result of one's position as a Company Individual;
- (c) engaging in conduct or entering into any transaction or agreement that competes with the Company's existing or prospective business or takes advantage of an opportunity which should be offered to the Company first;

- (d) accepting or giving bribes, kickbacks or any other improper payments for services relating to the conduct of the business of the Company; and
- (e) accepting or giving gifts, favours, entertainment or services, other than such minor gifts, etc. as are the practice in the Company's industry.

If the Company determines that a Company Individual's employment or activity outside the Company interferes with performance or the ability to meet the requirements of the Company as they are modified from time to time, the director or employee may be asked to terminate the outside employment or activity. To protect the interests of both the Company Individual and the Company, any activity that involves potential or apparent conflict of interest may be undertaken only after disclosure to the Company by the Company Individual and review and approval by management or the Board, as applicable. Similarly, to the extent that a Company Individual is interested in accepting an appointment as a director of another company or entity whose business is competitive with, or likely to be competitive with, that of the Company, such appointment may be accepted only after disclosure to the Company by the Company Individual and review and approval by management or the Board, as applicable.

The requirements of this section of the Code are in addition to, and not in substitution for, any requirements imposed by applicable corporate law.

Speculation in Company Securities and Use of Inside Information

Numerous laws, both federal and provincial, regulate transactions in corporate securities and the securities industry. Violation of these laws may lead to civil and criminal actions against the individual and the company involved. All Company Individuals will take all steps to be in compliance with such laws and to do so will adhere to the Company's Disclosure Policy.

Outside Activities

Company Individuals should avoid outside activities which would impair the effective performance of their responsibilities for the Company, either because of demands on their time, or because the outside commitments can be contrary to their obligations to the Company.

Corporate Opportunity

Except as may be approved by the Board or the Chair, Company Individuals are prohibited from:

- (a) taking any opportunities that belong to the Company;
- (b) taking any opportunities that are discovered through the use of Company corporate property or information, or as a result of being a Company Individual;
- (c) using corporate property, information or position; or
- (d) competing with the Company,

in any way that will benefit themselves personally, or benefit their family, or be to the benefit of persons or

entities outside the Company, whether it has a material impact on the Company's financial performance.

Confidentiality

It is the Company's policy that information regarding business affairs of the Company, other than information that has already been made available to the public, is confidential and should not be discussed with anyone outside the Company. If requested by the Company, Company Individuals must sign a written agreement confirming their obligations with respect to confidential information.

All Company Individuals must keep confidential information entrusted to them by the Company in their capacity as a Company Individual strictly confidential, except when the Company authorizes disclosure or when required by laws, regulations or legal proceedings. Company Individuals should avoid discussing confidential information in public areas such as airplanes, elevators and restaurants and on mobile phones, and should avoid inadvertent disclosure of confidential information through the use of laptop computers or other similar electronic devices in public places. Company Individuals should consult management or the Compliance Officers, as applicable, if they believe they have a legal obligation to disclose confidential information.

No Company Individual shall use confidential information for his or her own personal benefit or to benefit persons or entities outside the Company.

The Company's policies on maintaining confidentiality of Company information are further set forth in the Company's Disclosure Policy.

Fair Dealing

The Company seeks to outperform its competition fairly and honestly, seeking competitive advantages through superior performance, not through unethical or illegal business practices. All Company Individuals are expected to act at all times with the highest degree of integrity.

Information about competitors, customers and suppliers is a valuable asset in the competitive markets in which the Company operates. The Company will obtain this information legally. Theft of proprietary information, inducing disclosures by a competitor's past or present employees, or any actions that could create an appearance of an improper agreement in respect of competitors is prohibited. Any Company Individual who is authorized to retain a consultant to gather competitive information must take steps to ensure that the consultant adheres to these policies. When in doubt about the propriety of any information-gathering technique or about whether a competitor, supplier, or other external contact has provided confidential information, a Company Individual should contact a member of management or the Compliance Officers, as applicable.

All Company Individuals must treat the Company's customers, suppliers, competitors, creditors, directors, officers and employees fairly and with respect. No Company Individual may take unfair advantage of anyone dealing or involved with the Company through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice.

Dealing with Suppliers

The Company is a valuable customer for many suppliers of goods, services and facilities. People who want to do business, or to continue to do business, with the Company must understand that all purchases by the

Company will be made exclusively on the basis of price, quality, service and suitability to the Company's needs.

"Kickbacks" and Rebates. Purchases of goods and services by the Company must not lead to Company Individuals, or their families, receiving any type of personal kickbacks or rebates. Company Individuals, or their families, must not accept any form of "under-the-table" payment.

Receipt of Gifts and Entertainment. Even when gifts and entertainment are exchanged out of the purest motives of personal friendship, they can be misunderstood. They can appear to be attempts to bribe Company Individuals into directing business of the Company to a supplier. To avoid both the reality and the appearance of improper relations with suppliers or potential suppliers, the following standards will apply to the receipt of gifts and entertainment by Company Individuals:

(a) Gifts

- (i) Company Individuals are prohibited from soliciting gifts, gratuities, or any other personal benefit or favor of any kind from suppliers or potential suppliers. Gifts include not only merchandise and products but also personal services and tickets to sports or other events. The Company acknowledges however that as part of normal good business relationships, suppliers may offer tickets to sports and other events, meals and other forms of normal client development gifts or services. Company Individuals are prohibited from accepting gifts of money.
- (ii) Employees, officers and directors may accept unsolicited non-monetary gifts provided:
 - they are items of nominal intrinsic value;
 - they are appropriate and customary client development gifts for the industry, and they may not reasonably be considered extravagant for such employee, officer or director; or
 - they are advertising and promotional materials, clearly marked with the company or brand names.
- (iii) Any gift falling outside of the above guidelines must be reported to the Compliance Officers to determine whether it can be accepted.
- (iv) In the transaction of some international business, it is lawful and customary for business leaders in some countries to give unsolicited gifts to Company Individuals. These gifts can be of more than nominal value. Moreover, under the circumstances, returning the gifts or payment for them may constitute an affront to the giver. In such cases, the gift must be reported to the Compliance Officers who may permit the retaining of the gifts.
- (v) In all other instances where gifts cannot be returned or may adversely affect the Company's continuing business relationships, the Compliance Officers must be notified. The Compliance Officers can require employees, officers and directors to transfer ownership of such gifts to the Company.

(b) Entertainment

- (i) Company Individuals shall not encourage or solicit entertainment from any individual or company with whom the Company does business. Entertainment includes, but is not limited to, activities such as dining, attending sporting or other special events, and travel.
- (ii) From time to time Company Individuals may accept unsolicited entertainment, but only under the following conditions:
- the entertainment occurs infrequently;
 - it arises out of the ordinary course of business;
 - it involves reasonable expenditures (the amounts involved should be ones employees, officers and directors are accustomed to normally spending for their own business or personal entertainment); and
 - the entertainment takes place in settings that also are reasonable, appropriate, and fitting to Company Individuals, their hosts, and their business at hand.

Dealing with Public Officials

Domestic and foreign laws and regulations may require the Company to be in contact with public officials from time to time. Company Individuals who regularly make these contacts have special responsibilities for upholding the Company's good name.

No employee shall make any form of payment, direct or indirect, to any public official as inducement to procuring or keeping business or having a law or regulation enacted, defeated, or violated.

When not prohibited by law, Company Individuals are allowed to give to public officials gifts where the presentation and acceptance of gifts is an established custom and a normal business practice. All such gifts shall be of reasonable value and the presentation approved in advance by one of the Company's Compliance Officers. Moreover, such gifts must be presented in a manner that clearly identifies the Company and the occasion that warrants the presentation.

On special ceremonial occasions, senior officers of the Company may publicly give gifts of more than nominal value to public institutions and public bodies. Such gifts can commemorate special events or milestones in the Company's history.

From time to time Company Individuals may entertain public officials, but only under the following conditions:

- (a) it is legal and permitted by the entity represented by the official;
- (b) the entertainment is not solicited by the public official;
- (c) the entertainment occurs infrequently;

- (d) it arises out of the ordinary course of business;
- (e) it does not involve lavish expenditures, considering the circumstances; and
- (f) the settings and types of entertainment are reasonable, appropriate and fitting to the Company Individuals, their guests, and the business at hand.

Political Activities and Contributions

Canada

Employees, officers and directors who participate in political activities must make every effort to ensure that they do not leave the impression that they speak or act for the Company.

The Company encourages Company Individuals to participate in political activities in their own time and at their sole expense. No corporate action, direct or indirect, will be allowed that infringes on the right of any employee individually to decide whether, to whom, and in what amount, they will make personal political contributions. The same is true of volunteer political donations of personal service time, so long as it does not interfere with the working status of Company Individuals.

Outside Canada

No Company Individuals are permitted to use the Company's funds, facilities, or other assets, to support either directly or indirectly any political candidates or political parties, without advance authorization in writing from the Compliance Officers. The policy of the Company is that Company Individuals should not participate in political activities in countries of which they are not nationals. However, such persons, of course, are free to participate in political activities in countries of which they are nationals in their own time and at their own expense.

Equal Opportunity

All Company Individuals have the right to pursue their careers at the Company free from harassment and free from discrimination based on any ground prohibited by law, including race, colour, ancestry, place of origin, political belief, religion, marital status, family status, physical or mental disability, sex, sexual orientation or age.

The Company prohibits workplace harassment and discrimination. No Company Individual shall have any authority to engage in any action or course of conduct or to condone any action or course of conduct by any other person which shall in any manner, directly or indirectly, discriminate or result in discrimination in the course of employment, termination of employment, or any related matter where such discrimination is, directly or indirectly, based upon race, religion, colour, sex, sexual orientation, age, national or ethnic origin, or physical handicap. Company Individuals are encouraged and expected to report workplace harassment, discrimination or other inappropriate conduct as soon as it occurs.

Health and Safety

The Company is committed to making the work environment safe, secure and healthy for its employees and others. The Company complies with all applicable laws and regulations relating to safety and health in the workplace. All Company Individuals are expected to promote a positive working environment for all.

Company Individuals are expected to consult and comply with all Company rules regarding workplace conduct and safety and should immediately report any unsafe or hazardous conditions or materials, injuries and accidents connected with the Company's business, and any activity that compromises Company security, to management or the Compliance Officers. Company Individuals must not work under the influence of any substances that would impair the safety of others. All acts of workplace violence are prohibited.

Work Environment

Company Individuals must treat each other with professional courtesy and respect at all times and specifically shall not subject any other Company Individual to unwelcome sexual advances, requests for sexual favors or other verbal or physical conduct which might be construed as sexual in nature. Such conduct may constitute sexual harassment under federal and provincial law and may be the basis for legal action against the offending employee and/or the Company.

Any Company Individual who believes that they have been subjected to sexual harassment should immediately advise their immediate supervisor and one of the Compliance Officers that there are reasonable grounds to believe that an incident of sexual harassment has occurred. The identity of the Company Individuals involved will be kept strictly confidential and will not be revealed by the Company's management without the employee's permission. The alleged harassment will be thoroughly investigated and documented by the Company and appropriate action will be taken.

Protection and Proper Use of Company Assets

All Company Individuals must perform their duties in a manner that protects the Company's assets and resources and ensures their efficient use. The Company's assets include the time that Company Individuals spend at work and their work product, as well as the Company's equipment, vehicles, supplies, computers and software, trading and bank accounts, company information and intellectual property. The Company's assets must be protected from loss, damage, theft, misuse and waste and they may only be used for legitimate Company business purposes and not for personal benefit or gain.

Examples of prohibited personal use of the Company's assets include:

- (a) removal of Company property for personal use;
- (b) unauthorized use of Company vehicles or residences, if any;
- (c) use of company-paid contractors, if any, to perform work at a Company Individual's home; and
- (d) unauthorized copying of software, tapes, books and other legally protected work owned by the Company.

All Company Individuals must comply with security procedures in place to protect the Company's assets from time to time.

Company Individuals should exercise prudence in incurring and approving business expenses, work to minimize such expenses, and ensure that such expenses are reasonable and serve the Company's business interests.

Accuracy of Business Records

Honest and accurate recording and reporting of information is extremely important. Investors rely on the Company to provide accurate information about it and its affiliates and to make responsible business decisions based on reliable records. All books, records and accounts must accurately reflect transactions and events, and all financial records must conform both to generally accepted accounting principles and to the Company's internal control systems. Undisclosed or unrecorded funds or assets are not allowed. No entry may be made that intentionally hides or disguises the true nature of any transaction.

Accounting

The Audit Committee is responsible for establishing procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters. Company Individuals who have concerns or complaints regarding such matters must promptly submit those concerns or complaints to the chair of the Audit Committee or the Company's legal counsel.

Use of Agents and Non-Employees, Officers and Director

Agents or other non-employees cannot be used to circumvent the law. Company Individuals will not retain agents or other representatives to engage in practices that run contrary to this Code.

Waivers and Amendments

Only the Board may waive application of, or amend any provision of, this Code. A request for such a waiver should be submitted in writing to the Board for its consideration. The Board may modify or repeal the provisions of the Code or adopt a new Code at any time it deems appropriate, with or without notice.

No Rights or Obligations Created

This Code is a statement of the fundamental principles and key policies and procedures that govern the conduct of the Company's business. It is not intended to, and does not, in any way constitute an assurance of continued employment or create any rights in any Company Individual or other person or entity.

This Code is intended as a component of the flexible governance framework within which the Board, assisted by its committees, directs the affairs of the Company. It is for the sole and exclusive benefit of the Company and may not be used or relied upon by any other party. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Company's charter documents, it is not intended to establish any legally binding obligations on the Company or limit or diminish any rights or remedies of the Company.

Commitment

To demonstrate its determination and commitment, the Company asks each Company Individual to review the Code periodically throughout the year and discuss with management any circumstances that may have arisen that could be an actual or potential violation of these ethical standards of conduct.

Directors and officers are required to acknowledge they have read this Code annually. Employees are required to sign the Code when they are engaged or when the Code is introduced.