



**GLANCE TECHNOLOGIES INC.
MINIMUM SHARE OWNERSHIP POLICY**

**DIRECTOR SHARE OWNERSHIP POLICY
AS OF APRIL 17, 2018**

OBJECTIVE

To encourage all Glance Technologies Inc. (the “**Company**”) non-employee directors to own a significant number of common shares in the capital of the Company (“**Common Shares**”), thus further aligning their interests with those of the Company’s shareholders.

COMPANY SHARE OWNERSHIP

For the purpose of determining Company share ownership of a particular director or executive officer, Common Shares owned directly by such individual, such individual’s spouse, any minor children that share the same home as such individual, and any trust in which the individual is a trustee with voting and investment power, shall be treated as shares owned and paid for by such individual.

Additionally, all vested Company incentive stock options exercisable for Common Shares (net of that number of Common Shares that such director would need to sell to cover the exercise price with respect to such vested incentive stock option), shall be treated as Common Shares owned by such individual in connection with these guidelines.

SHARE OWNERSHIP GUIDELINES

The Company’s non-employee directors are to maintain a minimum ownership of 100,000 Common Shares after they have been on the board for at least 3 years.

HARDSHIP RELIEF

The Compensation Committee of the Company’s board of directors may, in its discretion, determine the appropriate hardship relief, if any, for non-compliance with the share ownership policy or the share retention policy, including but not limited to allowing individuals additional time to gain or regain compliance and suspending ownership and/or retention requirements in the event of extreme volatility in the Company’s share price.