GLANCE TECHNOLOGIES INC.

CONSOLIDATED FINANCIAL STATEMENTS

November 30, 2015 and 2014

(stated in Canadian dollars)

SATURNA GROUP
CHARTERED PROFESSIONAL ACCOUNTANTS LLP
1066 West Hastings Street, Suite 1250
Vancouver, BC Canada V6E 3X1

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Glance Technologies Inc.

We have audited the accompanying consolidated financial statements of Glance Technologies Inc. which comprise the consolidated statements of financial position as at November 30, 2015 and 2014, and the consolidated statements of operations and comprehensive loss, changes in equity, and cash flows for the year ended November 30, 2015 and for the period from November 12, 2014 (date of inception) to November 30, 2014, and the related notes comprising a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also involves evaluating the appropriateness of the accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, these consolidated financial statements present fairly, in all material respects, the financial position of Glance Technologies Inc. as at November 30, 2015 and 2014 and its financial performance and its cash flows for the year ended November 30, 2015 and for the period from November 12, 2014 (date of inception) to November 30, 2014, in accordance with International Financial Reporting Standards.

Emphasis of Matter

Without qualifying our opinion, we draw attention to Note 1 of the consolidated financial statements which indicates the existence of a material uncertainty that may cast significant doubt on the ability of Glance Technologies Inc. to continue as a going concern.

<u>/s/ SATURNA GROUP CHARTERED PROFESSIONAL ACCOUNTANTS LLP</u>

Vancouver, Canada

March 11, 2016

Glance Technologies Inc.
Consolidated Statements of Financial Position

(stated in Canadian dollars)

ASSETS	Note	**November 30, 2015 $**	November 30, 2014 $
Current assets			
Cash		**106,821**	-
Restricted cash	7	**329,600**	-
Amounts receivable		**897**	-
Prepaid expenses		**6,271**	-
Total current assets		**443,589**	-
Non-current assets			
Computer equipment		**2,846**	-
Intangible assets	8	**584,900**	14,900
Total non-current assets		**587,746**	14,900
Total assets		**1,031,335**	14,900
LIABILITIES			
Current			
Accounts payable and accrued liabilities	13	**49,121**	327
Advances payable	9	**10,500**	-
Total liabilities		**59,621**	327
SHAREHOLDERS' EQUITY			
Share capital	10	**1,505,294**	14,925
Reserves – Options	11	**5,197**	-
Deficit		**(538,777)**	(352)
Total shareholders' equity		**971,714**	14,573
Total liabilities and shareholders' equity		**1,031,335**	14,900

Nature of Operations and Going Concern (Note **1**)

Commitments (Note 15)

Subsequent Events (Note 19)

"Penny Green", Director

"Desmond Griffin", Director

(The accompanying notes are an integral part of these consolidated financial statements)

Glance Technologies Inc.

Consolidated Statements of Operations and Comprehensive Loss

(stated in Canadian dollars)

	Note	**For the year ended November 30, 2015 $**	For the period from November 12, 2014 (date of inception) to November 30, 2014 $
Expenses			
Consulting fees	13	**131,000**	-
Management fees	13	**39,857**	-
Office and miscellaneous		**9,769**	352
Professional fees	13	**26,649**	-
Rent		**8,860**	-
Share-based payments	11	**5,197**	-
Software research and development	13	**103,933**	-
Travel		**1,468**	-
Loss from operations		**(326,733)**	(352)
Other income (expense)			
Gain on forgiveness of related party debt	13	**2,027**	-
Restructuring costs	6	**(213,719)**	-
Total other income (expense)		**(211,692)**	-
Net loss and comprehensive loss for the period		**(538,425)**	(352)
Net loss per share			
Basic and diluted		**(0.02)**	(0.00)
Weighted average number of common shares outstanding		**32,317,813**	2,488,333

(The accompanying notes are an integral part of these consolidated financial statements)

Glance Technologies Inc.
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
(stated in Canadian dollars)

	Share capital (Number of shares)	Share capital $	Reserves - Options $	Deficit $	Total $
Balance, November 12, 2014 (date of inception)	-	-	-	-	-
Shares issued for settlement of debt	5,000	25	-	-	25
Shares issued for intangible assets	2,980,000	14,900	-	-	14,900
Net loss for the period	-	-	-	(352)	(352)
Balance, November 30, 2014	2,985,000	14,925	-	(352)	14,573
Shares issued for settlement of debt	15,000	300	-	-	300
Shares issued for intangible assets	28,500,000	570,000	-	-	570,000
Shares issued on reverse acquisition	10,250,000	178,819	-	-	178,819
Shares issued for private placement	4,941,666	741,250	-	-	741,250
Share-based payments	-	-	5,197	-	5,197
Net loss for the year	-	-	-	(538,425)	(538,425)
Balance, November 30, 2015	**46,691,666**	**1,505,294**	**5,197**	**(538,777)**	**971,714**

(The accompanying notes are an integral part of these consolidated financial statements)

Glance Technologies Inc.
Consolidated Statements of Cash Flows
(stated in Canadian dollars)

	For the year ended November 30, 2015 $	For the period from November 12, 2014 (date of inception) to November 30, 2014 $
Cash flows provided by (used in)		
Operating activities		
Net loss	**(538,425)**	(352)
Items not affecting cash:		
Forgiveness of related party debt	**(2,027)**	-
Restructuring costs	**213,719**	-
Share-based payments	**5,197**	25
Changes in non-cash working capital:		
Amounts receivable	**(897)**	-
Prepaid expenses	**(6,271)**	-
Accounts payable and accrued liabilities	**21,221**	327
	(307,483)	-
Investing activities		
Purchase of computer equipment	**(2,846)**	-
Restricted cash	**(329,600)**	-
	(332,446)	-
Financing activities		
Proceeds from advances payable	**5,500**	-
Proceeds from share issuances	**741,250**	-
	746,750	-
Net change in cash	**106,821**	-
Cash - beginning of period	**-**	-
Cash - end of period	**106,821**	-
Non-cash investing and financing activities :		
Common shares issued for acquisition of intangible assets	**(570,000)**	(14,900)
Common shares issued to settle accounts payable	**300**	-
Supplemental disclosures:		
Interest paid	**-**	-
Income taxes paid	**-**	-

(The accompanying notes are an integral part of these consolidated financial statements)

1. Nature of Operations and Going Concern

Glance Technologies Inc. (formerly Left Bank Capital Corp.) ("Glance Technologies" or the "Company") was incorporated under the laws of the province of British Columbia, Canada, on October 24, 2014. The Company began limited operations and has not yet realized any revenues from its planned operations. The Company's head office is located at 8440 200-375 Water Street, Vancouver, British Columbia, V6B 0M9. The Company's registered office is located at Suite 1820, 925 West Georgia Street, Vancouver, British Columbia, V6C 3L2.

On August 28, 2015, the Company completed a share exchange agreement (the "Transaction") with Glance Mobile Inc. (formerly, Clover Acquisitions Inc.) ("Glance Mobile"). Glance Mobile was incorporated on November 12, 2014 under the laws of the province of British Columbia, Canada. Glance Mobile is a Canadian development stage financial technology company involved in the business of developing mobile payment processing software and smart phone applications. The Company aims to enhance the payment process for both consumers and merchants online, and brick-and-mortar environments, using proprietary technology that combines mobile technologies and traditional payment processing.

Under the terms of the Transaction, the shareholders of Glance Mobile each received one common share of Glance Technologies ("Glance Technologies Shares") in exchange for one common shares of Glance Mobile ("Glance Mobile Shares"). As a result, the shareholders of Glance Mobile own 75.4% of Glance Technologies. Glance Technologies' board of directors and senior management were reconstituted and consist of directors and senior management of Glance Mobile.

These consolidated financial statements have been prepared on the basis that the Company will continue as a going concern, which assumes that the Company will be able to realize its assets and satisfy its liabilities in the normal course of business for the foreseeable future. Management is aware, in making its going concern assessment, of material uncertainties related to events and conditions that may cast significant doubt upon the Company's ability to continue as a going concern. As at November 30, 2015, the Company has a working capital balance of $383,968, but has an accumulated deficit of $538,777. The Company is in an early stage of development and has not yet generated any revenue from operations. Whether and when the Company can generate sufficient operating cash flows to pay for its expenditures and settle its obligations as they fall due subsequent to November 30, 2015 is uncertain. These consolidated financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and statement of financial position classifications that would be necessary were the going concern assumption inappropriate. These adjustments could be material.

2. Basis of Presentation

These consolidated financial statements of the Company have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). The policies presented in Note 3 were consistently applied to all periods presented. The Board of Directors approved the consolidated financial statements for issuance on March 11, 2016.

These consolidated financial statements have been prepared under the historical cost convention and are presented in Canadian dollars, which is the functional currency of the Company.

3. Summary of Significant Accounting Policies

a) Principles of Consolidation

These consolidated financial statements include the accounts of the Company and its wholly-owned subsidiary, Glance Mobile. The transactions among the Company and Glance Mobile pertain to the transfer of funds and the payment of third-party costs. All inter-group balances have been eliminated upon consolidation.

b) Loss Per Share

Basic loss per share is computed by dividing loss available to common shareholders by the adjusted weighted average number of common shares outstanding during the period. The computation of diluted loss per share assumes the conversion, exercise or contingent issuance of securities only when such conversion, exercise or issuance would have a dilutive effect on the loss per share. The dilutive effect of convertible securities is reflected in the diluted loss per share by application of the "if converted" method. The dilutive effect of outstanding incentive stock options and their equivalents is reflected in the diluted loss per share by application of the treasury stock method. As at November 30, 2015, the Company had 3,020,833 (2014 – nil) potential dilutive shares outstanding.

c) Property and Equipment

Property and equipment consists of computer equipment and is recorded at cost and depreciated annually at a rate calculated to amortize the assets over their estimated useful lives of two years.

d) Intangible Assets

Intangible assets acquired are recorded at their fair values. Research costs are expensed when incurred. Internally generated software costs and subsequent costs incurred on development of acquired intellectual property, including personnel costs of the Company’s development group, are capitalized as intangible assets when the Company can demonstrate:

- The technical feasibility of the project has been established;
- It intends to complete the asset for use or sale and has the ability to do so;
- The asset can generate probable future economic benefits;
- The technical and financial resources are available to complete the development; and
- It can reliably measure the expenditure attributable to the intangible asset during its development.

The Company did not have any development costs that met the capitalization criteria for the periods presented in these consolidated financial statements.

Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses. The useful lives of intangible assets are assessed as either finite or indefinite. Intangible assets with finite lives are amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense on intangible assets with finite lives is recognized in the statement of operations in the expense category that is consistent with the function of the intangible assets. Intangible assets with indefinite useful lives are not amortized, but are tested for impairment annually, either individually or at the cash generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life for indefinite to finite is made on a prospective basis.

3. Summary of Significant Accounting Policies (continued)

d) Intangible Assets (continued)

In the case of development expenditures recognized as an asset, amortization of the asset begins when development is complete and the asset is available for use. It is amortized over the period of expected future benefit. During the period of development, the asset is tested for impairment annually.

As the intangible assets are not in use yet, the Company has not established an amortization policy as of the date of these consolidated financial statements.

e) Impairment

At the end of each reporting period, the carrying amounts of the Company's non-monetary assets are reviewed to determine whether there is any indication that those assets are impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and the value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized on the statement of operations for the period. For an asset that does not generate independent cash inflows, the recoverable amount is determined for the cash generating unit to which the asset belongs.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash generating unit) is increased to the revised estimate of its recoverable amount, but to an amount that does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash generating unit) in prior periods. A reversal of an impairment loss is recognized immediately on the statement of operations for the period.

f) Financial Instruments

Financial assets and liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets are derecognized when the rights to receive cash flows from the assets have expired, or have been transferred, and the Company has transferred substantially all risks and rewards of ownership.

Financial assets and liabilities are offset, and the net amount is reported on the statement of financial position, when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis, or realize the asset and settle the liability simultaneously.

At initial recognition, the Company classifies its financial instruments in the different categories, depending on the purpose for which the instruments were acquired.

Financial assets

Financial assets are classified into one of the following categories:

- fair value through profit or loss ("FVTPL");
- available for sale ("AFS");
- held-to-maturity ("HTM"); and,
- loans and receivables.

3. Summary of Significant Accounting Policies (continued)

f) Financial Instruments (continued)

The classification is determined at initial recognition and depends on the nature and purpose of the financial asset. The Company's cash and restricted cash is classified as FVTPL.

Loans and receivables are initially recognized at the transaction value and subsequently carried at amortized cost less impairment losses. Interest income is recognized by applying the effective interest rate, except for short-term receivables when the recognition of interest would be immaterial. The effective interest method calculates the amortized cost of a financial asset and allocates interest income over the corresponding period. The effective interest rate is the rate that discounts estimated future cash receipts over the expected life of the financial instrument, or, where appropriate, a shorter period.

Financial liabilities

Financial liabilities are classified into one of the following categories:

- FVTPL; or
- other financial liabilities.

The classification is determined at initial recognition and depends on the nature and purpose of the financial liability. The Company has classified its accounts payable and accrued liabilities, amounts due to related parties, and loans payable as other financial liabilities.

Other financial liabilities are initially measured at fair value, net of transaction costs, and are subsequently measured at amortized cost using the effective interest method, with interest expense recognized on an effective yield basis. The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expenses over the corresponding period. The effective interest rate is the rate that exactly discounts estimated future cash payments over the expected life of the financial liability, or, where appropriate, a shorter period.

g) Share-based payments

The fair value method of accounting is used for share-based payments. Under this method, the cost of the stock options and other equity-settled share-based payment arrangements is recorded based on the date of grant estimated fair value of each tranche using the Black-Scholes option pricing model, and charged to earnings over the vesting period. Compensation expense is recognized over the tranche's vesting period by increasing reserves based on the number of awards expected to vest. At the end of each reporting period, the Company revises its estimates of the number of options that are expected to vest based on non-market vesting conditions. It recognizes the impact of the revision of original estimates, if any, in the statement of operations, with the corresponding adjustment to equity.

Share-based payment arrangements in which the Company receives goods or services as consideration for its own equity instrument are accounted for as equity-settled share-based payment transactions and measured at the fair value of goods and services received. If the fair value of the goods or services received cannot be estimated reliably, the share-based payment transaction is measured at the fair value of the equity instruments granted at the date the Company receives the goods or services.

h) Income taxes

Income tax expense consists of current and deferred income tax expense. Income tax expense is recognized in the statement of operations.

3. Summary of Significant Accounting Policies (continued)

h) Income taxes (continued)

Current income tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regard to previous years.

Deferred income taxes are recorded using the statement of financial position liability method. Under the statement of financial position liability method, deferred income tax assets and liabilities are recognized for future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred income tax assets and liabilities are measured using the enacted or substantively enacted tax rates expected to apply when the asset is realized or the liability settled.

The effect on deferred income tax assets and liabilities of a change in tax rates is recognized in the statement of operations in the period that substantive enactment occurs.

A deferred income tax asset is recognized to the extent that it is probable that future taxable income will be available against which the asset can be utilized.

The following temporary differences do not result in deferred income tax assets or liabilities:

- the initial recognition of assets or liabilities that do not affect accounting or taxable income; and
- goodwill.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to set off current income tax assets against current income tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current income tax assets and liabilities on a net basis.

The benefits of investment tax credits for scientific research and experimental development expenditures (“SRED") are recognized in the year the qualifying expenditure is made provided there is reasonable assurance of recoverability. The investment tax credits recorded are based on management’s estimates of amounts expected to be recovered and are subject to audit by taxation authorities. The investment tax credit reduces the carrying cost of expenditures for assets to which they relate.

i) Revenue

The Company recognizes revenue in accordance with IAS 18, *Revenue*. The Company earns revenue from merchant fees for payment processing and is recognized only when the amount of revenue can be measured reliably, it is probable that the economic benefits associated with the transaction will flow to the entity, the stage of completion of the transactions at the end of the reporting period can be measured reliably, and the cost incurred for the transaction and the cost to complete the transaction can be measured reliably.

4. Significant accounting estimates and judgments

The preparation of the consolidated financial statements requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements. Actual results could differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the review affects both current and future periods.

4. Significant accounting estimates and judgments (continued)

Significant assumptions of estimates and critical judgments relate to, but are not limited to, the following:

Going concern

The assessment of whether the going concern assumption is appropriate requires management to make judgments regarding all available information about the future, which is at least, but not limited to, 12 months from the end of the reporting period. The Company is aware that material uncertainties may cast significant doubt upon the Company's ability to continue as a going concern.

Impairment of intangible assets

The carrying value of intangible assets is reviewed regularly for conditions that are indicators of impairment. This review requires significant judgment as the Company is a development stage company and does not have revenues that enable future cash flows to be compared to the carrying values.

Recovery of deferred income tax assets

Judgment is required in determining whether deferred income tax assets are recognized on the statement of financial position. Deferred income tax assets require management to assess the likelihood that the Company will generate taxable income in future periods in order to utilize recognized deferred income tax assets. Estimates of future taxable income are based on forecasted cash flows and the application of existing tax laws in Canada. Given the development stage of the Company, it has not recognized any deferred income tax assets on the statement of financial position as at November 30, 2015 and 2014.

Other Estimates

Other significant areas requiring the use of estimates include the estimated useful lives and recoverability of computer equipment and intangible assets, fair value of share-based compensation, and unrecognized deferred income tax assets.

5. Accounting Standards Issued but Not Yet Effective

The following new standard and amendments to standards which are applicable to the Company have been issued with effective dates into the later fiscal years.

a) IFRS 9 - Financial Instruments ("IFRS 9") addresses the classification, measurement and recognition of financial assets and financial liabilities. The complete version of IFRS 9 was issued in July 2014. It replaces the guidance in IAS 39 that relates to the classification and measurement of financial instruments. IFRS 9 retains but simplifies the mixed measurement model and establishes three primary measurement categories for financial assets: amortized costs, fair value through Other Comprehensive Income ("OCI") and FVTPL. The basis of classification depends on entity's business model and the contractual cash flow characteristics of the financial asset. Investments in equity instruments are required to be measured at FVTPL with the irrevocable option at inception to present changes in fair value in OCI not recycling. There is now a new expected credit losses model that replaces the incurred loss impairment model used in IAS 39. For financial liabilities, there were no changes to classification and measurement except for the recognition of changes in own credit risk in OCI, for liabilities designated at FVTPL.

   IFRS 9 relaxes the requirements for hedge effectiveness by replacing the bright line hedge effectiveness tests. It requires an economic relationship between the hedged item and hedging instrument and for the hedged ratio to be the same as the one management actually use for risk management purposes. Contemporaneous documentation is still required but is different to that currently prepared under IAS 39.

   The standard is effective for accounting periods beginning on or after January 1, 2018. Early adoption is permitted. The Company is currently evaluating the impact of this standard.

(stated in Canadian dollars)

5. Accounting Standards Issued but Not Yet Effective (continued)

b) IFRS 15 - Revenue from Contracts with Customers deals with revenue recognition and establishes principles of reporting useful information to users of financial statements about the nature, amount, timing, and uncertainty of revenue and cash flows arising from an entity's contracts with customers. Revenue is recognized when the customer obtains control of a good or service and thus has the ability to direct the use and obtain the benefits from the good or service. The Standard replaces IAS 18 Revenue, and IAS 11 Construction Contracts and related interpretations. It is effective for annual periods beginning on or after January 1, 2018 and earlier application is permitted. The Standard is not expected to have an impact on the Company in its present form. The Company will adopt the Standard upon generating revenue if earlier than the effective date.

6. Acquisition of Glance Mobile Inc.

On August 28, 2015, the Company completed the Transaction (refer to Note **1**) with Glance Mobile. Under the terms of the Transaction, the Company issued one common share in exchange for one common share of Glance Mobile. Subsequent to the Transaction, the Company completed a financing issuing 4,941,666 units of the Company at a price of $0.15 per unit for proceeds of $741,250. Each unit was comprised of one common share and one half of a share purchase warrant to purchase one additional common share of the Company.

Upon closing of the Transaction, the former shareholders of Glance Mobile owned 75.4% of the combined entity, Glance Technologies. Glance Technologies' board of directors and senior management were reconstituted and consist of the directors and senior management of Glance Mobile. Given the majority ownership of the common shares of the Company and the majority representation on the Company's Board of Directors are held by the former shareholders of Glance Mobile, Glance Mobile has the power to govern the financial and operating policies so as to obtain benefits from the activities of the Company. The Transaction constitutes a reverse acquisition where Glance Mobile is considered the accounting acquirer of Glance Technologies.

Given the limited operations and inactive status of Glance Technologies at the date of the Transaction, the Company did not meet the definition of a business under IFRS 3, Business Combinations. The acquisition is therefore considered the issuance of shares by Glance Mobile for the net assets of Glance Technologies, accompanied by recapitalization, and therefore falls under the scope of IFRS 2, Share-based Payments. As a result of reverse acquisition accounting, these consolidated financial statements represent a continuation of Glance Mobile's financial statements and the acquisition of Glance Technologies.

The fair value of the 10,250,000 common shares of the Company that were deemed to have been issued and retained by the former shareholders of Glance Technologies was $178,819, which was determined based on the fair value of net assets and liabilities of Glance Mobile on the date of the Transaction as follows:

Prepaid expenses	$	3,761
Intangible assets		584,900
Accounts payable and accrued liabilities		(39,119)
Net assets of Glance Mobile, at date of acquisition	$	549,542
Number of shares issued and outstanding of Glance Mobile, at date of acquisition		31,500,000
Per share value of Glance Mobile, at date of acquisition	$	0.0174
Number of Glance Mobile shares issued to former shareholders of Glance Technologies		10,250,000
Fair value of Glance Mobile shares issued to former shareholders of Glance Technologies	$	178,819

(stated in Canadian dollars)

6. Acquisition of Glance Mobile Inc. (continued)

The fair value of all consideration given up to acquire Glance Technologies is as follows:

	$
Less fair value of identifiable assets and liabilities of Glance Technologies acquired:	
Advance payable	5,000
Due to related parties	29,900
Net liabilities acquired	34,900
Fair value of Glance Mobile shares issued to former shareholders of Glance Technologies	178,819
Restructuring cost	213,719

7. Restricted Cash

As at November 30, 2015, the Company holds $329,600 (2014 - $nil) in a trust account which is held in escrow. The restricted cash can be released upon the earliest of the following:

a) Listing of the Company’s common shares on a Canadian Stock exchange;
b) January 31, 2016, if the Company has not raised at least $75,000 pursuant to a new special warrant offering by that date;
c) Receipt of a court order; or
d) May 1, 2016.

As the funds are not available for immediate use, they are classified as restricted cash on the Company’s consolidated statement of financial position.

8. Intangible Assets

On November 15, 2014, Glance Mobile acquired intellectual property with a fair value of $14,900 from certain officers and directors of Glance Mobile in exchange for 2,980,000 common shares of Glance Mobile.

On January 5, 2015, Glance Mobile acquired computer software and related intellectual property with a fair value of $540,000 from certain officers and directors of Glance Mobile in exchange for 27,000,000 common shares of Glance Mobile.

On March 15, 2015, Glance Mobile acquired payment application designs and payment processing applications from an arm’s length party in exchange for 1,500,000 common shares of Glance Mobile with a fair value of $30,000.

All fair values of intangible asset acquisitions were determined based on independent valuation conducted at the date of acquisition.

(stated in Canadian dollars)

8. Intangible Assets (continued)

A continuity of the intangible assets acquired is as follows:

	Computer Software $	Payment Processing Applications $	Total $
Balance, November 12, 2014 (date of inception)	-	-	-
Additions	14,900	-	14,900
Balance, November 30, 2014	14,900	-	14,900
Additions	540,000	30,000	570,000
Balance, November 30, 2015	**554,900**	**30,000**	**584,900**

At November 30, 2015, the Company did not record amortization on the intangible assets as they are still being developed and have not been placed in use.

9. Advances Payable

As at November 30, 2015, the Company received advances of $10,500 (2014 - $nil) related to the issuance of share purchase warrants subject to a final prospectus being received by a provincial securities regulatory authority. The advances are non-interest bearing, unsecured, and due on demand. Refer to Note 19(e).

10. Share Capital

Authorized: unlimited number of common shares, without par value.

<u>Issued share capital of Glance Mobile before the reverse asset acquisition on August 28, 2015:</u>

a) On November 12, 2014, Glance Mobile issued 5,000 common shares at $0.005 per share to a director of Glance Mobile to settle outstanding debt of $25.

b) On November 15, 2014, Glance Mobile issued 2,980,000 common shares with a fair value of $14,900 to a director of Glance Mobile for the acquisition of computer software. Refer to Note 8.

c) On December 1, 2014, Glance Mobile issued 15,000 common shares at $0.02 per share to a director of Glance Mobile to settle debt of $300.

d) On January 5, 2015, Glance Mobile issued 27,000,000 common shares with a fair value of $540,000 to the officers and directors of Glance Mobile for the acquisition of computer software. Refer to Note 8.

e) On March 15, 2015, Glance Mobile issued 1,500,000 common shares with a fair value of $30,000 for the acquisition of payment application designs and payment processing applications. Refer to Note 8.

f) On August 28, 2015, Glance Mobile was deemed to have issued 10,250,000 common shares pursuant to the merger with Glance Technologies. Refer to Note 6.

<u>Issued share capital of Glance Technologies after the reverse asset acquisition on August 28, 2015:</u>

g) On August 31, 2015, Glance Technologies issued 4,941,666 units at $0.15 per unit for proceeds of $741,250. Each unit was comprised of one common share and one-half of a share purchase warrant to purchase one additional common share at $0.25 per share until August 31, 2017.

(stated in Canadian dollars)

11. Stock Options

Pursuant to the Company's stock option plan, directors may, from time to time, authorize the issuance of options to directors, officers, employees, and consultants of the Company. The terms of the granted stock options as well as the vesting conditions are at the sole discretion of the directors.

On October 29, 2015, the Company granted 150,000 stock options to a director of the Company, with an exercise price of $0.15 per share until October 29, 2020. 30% of the stock options vest on April 9, 2016, 30% of the stock options vest on October 29, 2016, and the remaining 40% of the stock options vest on October 29, 2017.

On November 6, 2015, the Company granted 200,000 stock options to the Vice President of Corporate Communications of the Company, with an exercise price of $0.20 per share until November 6, 2020. 30% of the stock options vest on May 5, 2016, 30% of the stock options vest on November 6, 2016, and the remaining 40% of the stock options vest on November 6, 2017. Refer to Note 19(c).

On November 12, 2015, the Company granted 200,000 stock options to the Vice President of Social Media Strategy of the Company, with an exercise price of $0.20 per share until November 12, 2020. 30% of the stock options vest on May 12, 2016, 30% of the stock options vest on November 12, 2016, and the remaining 40% of the stock options vest on November 12, 2017. Refer to Note 19(c).

A continuity schedule of the incentive stock options is as follows:

	Number of Options	**Weighted average exercise price $**
Outstanding, November 12, 2014 (date of inception) and November 30, 2014	-	-
Granted	550,000	0.17
Outstanding, November 30, 2015	**550,000**	**0.17**

Additional information regarding stock options outstanding as at November 30, 2015 is as follows:

		Outstanding	
Range of exercise prices $	Number of options	Weighted average remaining contractual life (years)	Weighted average exercise price $
0.10	150,000	4.92	0.10
0.20	400,000	4.95	0.20
	550,000	4.94	0.17

The fair value of options granted was estimated on the date of grant using the Black-Scholes option pricing model assuming no expected dividends and the following assumptions:

	2015	**2014**
Expected stock price volatility	125%	-
Risk-free interest rate	0.84%	-
Expected life of options	5 years	-
Expected forfeiture rate	0%	-

As at November 30, 2015, none of the stock options had vested and were therefore not exercisable. The weighted average fair value of options granted during the year ended November 30, 2015 was $0.12 (2014 - $nil) per option. During the year ended November 30, 2015, the Company recorded $5,197 (2014 - $nil) of stock-based compensation related to the granting of stock options.

(stated in Canadian dollars)

12. Share Purchase Warrants

	Number of warrants	Weighted average exercise price $
Balance, November 12, 2014 (date of inception) and November 30, 2014	-	-
Issued	2,470,833	0.25
Balance, November 30, 2015	2,470,833	0.25

The share purchase warrants expire on August 31, 2017.

13. Related Party Transactions

a) As at November 30, 2015, the Company owed $17,808 (2014 - $nil) to the President of the Company and a company controlled by the President of the Company, which was included in accounts payable and accrued liabilities. The amount due was unsecured, non-interest bearing, and due on demand.

b) During the year ended November 30, 2015, the Company incurred management fees of $28,857 (2014 - $nil) and consulting fees of $34,000 (2014 - $nil) to the Chief Operating Officer of the Company and a company controlled by the Chief Operating Officer of the Company.

c) During the year ended November 30, 2015, the Company incurred management fees of $11,000 (2014 - $nil) to a company controlled by the President of the Company.

d) On January 6, 2015, the Company entered into a services agreement with a company controlled by the President of the Company for services at a rate of $8,000 per month. During the year ended November 30, 2015, the Company incurred software research and development costs of $77,000 (2014 - $nil) to a company controlled by the President of the Company.

e) During the year ended November 30, 2015, the Company is owed and has incurred professional fees of $15,900 (2014 - $nil) to a company where the Chief Financial Officer of the Company is a principal.

f) During the year ended November 30, 2015, the amount of $2,027 (2014 - $nil) owed to a company controlled by the Chief Operating Officer of the Company was forgiven.

g) During the year ended November 30, 2015, the Company granted 550,000 (2014 - nil) stock options to officers and directors of the Company.

14. Segmented Information

The Company's business consists of one reportable segment and all of the Company's assets are located in Canada. The Company has not generated any revenue to date**.**

(stated in Canadian dollars)

15. Commitments

a) On February 1, 2015, the Company entered into a management agreement with the Chief Operating Officer of the Company for consulting services. The officer will be compensated a monthly fee of $5,000, payable in cash or common shares of the Company at the officer's discretion. The officer may terminate the agreement by providing 30 days' written notice. The Company may terminate the agreement by providing two months' written notice.

On October 28, 2015, the Company entered into an amendment agreement with the officer. Pursuant to the amendment, the officer shall be compensated a salary only subsequent to the Company having raised a minimum of $1,000,000 in new equity financing. Refer to Note 19(f).

b) On November 1, 2014, the Company entered into a services agreement with a company owned by the Chief Operating Officer of the Company (the "Consultant") for an initial fee of $50,000, payable on December 1, 2014 (paid), and then $10,000 per month beginning on February 1, 2015 until the termination of the agreement. The term of the agreement is 12 months, renewable on an annual basis.

On October 28, 2015, the Company entered into an amendment agreement with the Consultant. Pursuant to the amendment, the Consultant shall be compensated subsequent to the Company: a) having raised a minimum of $500,000 in new equity financing after October 28, 2015; or b) having generated gross revenues of $100,000 or more.

16. Income Taxes

The Company is subject to Canadian federal and provincial tax at the rate of 26%. The tax effect of the significant temporary differences, which comprise deferred income tax assets and liabilities, are as follows:

	2015 $	2014 $
Net loss for the period	**(538,425)**	(352)
Statutory rate	**26%**	26%
Income tax recovery	**(139,991)**	(92)
Permanent differences	**50,967**	969
Change in unrecognized deferred income tax assets	**89,024**	(877)
Income tax provision	**-**	-

The significant components of deferred income tax assets and liabilities as at November 30, 2015 and 2014 are as follows:

	November 30, 2015 $	November 30, 2014 $
Deferred Income Tax Assets (Liabilities)		
Non-capital losses carried forward	**84,491**	92
Intangible assets	**3,656**	(969)
	88,147	(877)
Unrecognized deferred income tax assets	**(88,147)**	877
Net Deferred Income Tax Assets	–	–

(stated in Canadian dollars)

16. **Income Taxes** (continued)

As at November 30, 2015, the Company has non-capital losses carried forward of $324,963, which is available to offset future years' taxable income, as follows:

	$
2034	**352**
2035	**324,611**
	324,963

17. Capital Management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to support its operations and growth strategies for the benefit of its stakeholders. As the Company is in the development stage, its principal source of funds is from the issuance of common shares. In the management of capital, the Company includes the components of equity as well as cash and restricted cash.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, acquire or dispose of assets or adjust the amount of cash and investments.

The Company is not subject to externally imposed capital requirements and the Company's overall strategy with respect to capital risk management remains unchanged during the periods presented.

18. Financial Instruments

a) Fair Values

Assets and liabilities measured at fair value on a recurring basis were presented on the Company's statement of financial position as at November 30, 2015, as follows:

	Fair Value Measurements Using			
	Quoted prices in active markets for identical instruments (Level 1) $	Significant other observable inputs (Level 2) $	Significant unobservable inputs (Level 3) $	Balance, November 30, 2015 $
Cash	106,821	–	–	106,821
Restricted cash	329,600	–	–	329,600
	436,421	–	–	436,421

As at November 30, 2015, the fair value of financial instruments measured on a recurring basis includes cash and restricted cash based on level one inputs, consisting of quoted prices in active markets for identical assets.

18. Financial Instruments (continued)

The fair value of other financial instruments, which include amounts receivable, accounts payable and accrued liabilities, and advances payable, approximate their carrying values due to the relatively short-term maturity of these instruments.

b) Credit Risk

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counter party default on its obligation. The Company minimizes its credit risk associated with its cash and restricted cash balance by dealing with major financial institutions in Canada. The carrying amount of financial assets represents the maximum credit exposure.

c) Foreign Exchange Rate and Interest Rate Risk

The Company is not exposed to any significant foreign exchange rate or interest rate risk.

d) Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting financial obligations due to shortage of funds. The Company manages liquidity risk by maintaining sufficient cash balances and adjusting its operating budget and expenditure. Liquidity requirements are managed based on expected cash flows to ensure that there is sufficient capital in order to meet short-term and other specific obligations. As at November 30, 2015, the Company's cash balance, including restricted cash, was $436,421 (2014 - $nil) to settle current liabilities of $59,621 (2014 - $327).

19. Subsequent Events

a) On December 1, 2015, the Company amended the services agreement with a company controlled by the President of the Company to increase the monthly service fee from $8,000 per month to $15,000 per month. Refer to Note 13(d).

b) On January 15, 2016, the Company granted 200,000 stock options to the Chief Financial Officer of the Company. Pursuant to the stock option agreement, the options have an exercise price of $0.15 and are exercisable for a period of 5 years from the grant date. 30% of the options vest on July 15, 2016, an additional 30% vest on January 15, 2017, and the remaining stock options vest on January 15, 2018.

c) On January 15, 2016, the Company amended the terms of stock options granted to officers of the Company where stock options with an original exercise price of $0.20 per share were modified to $0.15 per share.

d) On February 1, 2016, the Company amended its management agreement with the President of the Company to fix the monthly compensation at $5,000 per month.

e) On February 4, 2016, the Company issued 286,666 share purchase warrants at an exercise price of $0.15 per share. Each share purchase warrant allows the holder to purchase one common share of the Company upon a final prospectus being received by a provincial securities regulatory authority. As at November 30, 2015, the Company received $10,500 from the share purchase warrants.

f) On February 7, 2016, the Company amended the management agreement dated February 1, 2015 and as amended on October 28, 2015 with an officer of the Company. Refer to Note 15(a). Pursuant to the amended agreement, the officer is to be engaged as Chief Operating Officer and a director of the Company. The officer shall be compensated by a monthly fee of $5,000 upon the Company having raised a minimum of $500,000 in new equity financing.

19. Subsequent Events (continued)

g) On February 11, 2016, the Company granted 25,000 stock options, with an exercise price of $0.15 per share which are exercisable for a period of 5 years from the grant date, to a consultant of the Company. 30% of the options vest upon issuance; (ii) an additional 30% vest on August 11, 2016; and (iii) the final 40% vest on February 11, 2017.

h) The Company is proposing to offer to the public, by prospectus, 4,600,000 units at $0.15 per unit for gross proceeds of $690,000. Each unit consists of one common share of the Company and one-half of one share purchase warrants, with each full share purchase warrant entitling the holder to purchase one common share of the Company at an exercise price of $0.25 per share for a period of one year. The offering is subject to a minimum subscription of 3,600,000 units and includes an over-allotment option for the agent to purchase an additional 690,000 units at $0.15 per unit for additional gross proceeds of $103,500. The agent will be paid a commission of 8% of the gross proceeds of the offering, a corporate financing fee of $35,000, of which $6,250 is non-refundable and is payable upon the agent's acceptance, $6,250 is payable on or before thirty days from the agent's acceptance, and the remainder is deducted from the proceeds of the offering, and all other expenses and costs related to the issuance. In addition, the Company will grant agent’s options equal to 8% of the number of shares sold exercisable at $0.15 per share for a period of two years from the date of issuance.