

## FORM 9

### NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES

Name of CNSX Issuer: Glenbriar Technologies Inc. (the "Issuer").

Trading Symbol: GTI.

Date: February 25, 2010.

Is this an updating or amending Notice:  Yes  No

If yes provide date(s) of prior Notices: n/a.

Issued and Outstanding Securities of Issuer Prior to Issuance: 40,112,682.

Date of News Release Announcing Private Placement: February 25, 2010.

Closing Market Price on Day Preceding the Issuance of the News Release: \$0.02.

#### 1. Private Placement

Full Name & Residential Address of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price	Prospectus Exemption (Jurisdiction)	No. of Securities, Owned, Controlled or Directed*	Payment Due Dates	Describe relationship to Issuer
Ziad Dassouki Calgary, AB	21,600	\$0.05	n/a	NI 45-106 s.2.24(4) - AB	182,700	Feb 25-10	Related person
James H. Ross Calgary, AB	400,000	\$0.05	n/a	NI 45-106 s.2.24(4) - AB	2,218,164	Feb 25-10	Related person
Derek Seeley Elmira, ON	9,000	\$0.05	n/a	NI 45-106 s.2.24(4) - ON	72,541	Feb 25-10	Related person
Warren Berg Calgary, AB	54,000	\$0.05	n/a	NI 45-106 s.2.24(4) - AB	340,014	Feb 25-10	Related person
Joe Grilo Calgary, AB	35,200	\$0.05	n/a	NI 45-106 s.2.24(4) - AB	244,498	Feb 25-10	Related person
Eric Koop Calgary, AB	28,800	\$0.05	n/a	NI 45-106 s.2.24(4) - AB	199,746	Feb 25-10	Related person
Lindsay Mackay Calgary, AB	4,500	\$0.05	n/a	NI 45-106 s.2.24(4) - AB	12,000	Feb 25-10	Related person
Glenn Matheson Calgary, AB	340,000	\$0.05	n/a	NI 45-106 s.2.24(4) - BC	6,123,243	Feb 25-10	Related person
Robert Matheson Calgary, AB	412,000	\$0.05	n/a	NI 45-106 s.2.24(4) - AB	7,886,537	Feb 25-10	Related person
David Moser Waterloo, ON	18,000	\$0.05	n/a	NI 45-106 s.2.24(4) - ON	1,214,307	Feb 25-10	Related person
Young Na Calgary, AB	30,600	\$0.05	n/a	NI 45-106 s.2.24(4) - AB	222,129	Feb 25-10	Related person
Christine Padaric Heidelberg, ON	6,600	\$0.05	n/a	NI 45-106 s.2.24(4) - ON	53,273	Feb 25-10	Related person
David Pesano Calgary, AB	30,600	\$0.05	n/a	NI 45-106 s.2.24(4) - AB	233,705	Feb 25-10	Related person
Dennis Pinzon Calgary, AB	30,600	\$0.05	n/a	NI 45-106 s.2.24(4) - AB	202,084	Feb 25-10	Related person
Rob Robidas Edmonton, AB	3,400	\$0.05	n/a	NI 45-106 s.2.24(4) - AB	71,400	Feb 25-10	Related person

Jamie Skawski Calgary, AB	45,000	\$0.05	n/a	NI 45-106 s.2.24(4) – AB	1,503,420	Feb 25-10	Related person
Michael Swain Calgary, AB	45,000	\$0.05	n/a	NI 45-106 s.2.24(4) – AB	190,000	Feb 25-10	Related person
Ben Tantram Calgary, AB	30,541	\$0.05	n/a	NI 45-106 s.2.24(4) – AB	214,694	Feb 25-10	Related person
Brian Tijman Richmond, BC	410,000	\$0.05	n/a	NI 45-106 s.2.24(4) – BC	7,445,309	Feb 25-10	Related person
Brad Wenzel Calgary, AB	27,000	\$0.05	n/a	NI 45-106 s.2.24(4) – AB	214,234	Feb 25-10	Related person
Total	1,982,441						<i>*after private placement</i>

1. Total amount of funds to be raised: \$99,122.
2. Provide full details of the use of the proceeds. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material. 1,982,441 shares as employee and director contributions for January 31, February 15 and February 28, 2010 and employer contributions for December 2009, and January and February 2010 under the Employee Share Purchase Plan.
3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: None.
4. If securities are issued in forgiveness of indebtedness, provide details and attach the debt agreement(s) or other documentation evidencing the debt and the agreement to exchange the debt for securities. Not applicable.
5. Description of securities to be issued:
  - (a) Class Common Shares
  - (b) Number 1,982,441
  - (c) Price per security \$0.05
  - (d) Voting rights 1 vote per share
6. No warrants, options or other convertible securities are to be issued.
7. No debt securities are to be issued.
8. No agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the placement.
9. There is no sales agent, broker, dealer or other person receiving compensation in connection with the placement.
10. There are no unusual particulars of the transaction.
11. State whether the private placement will result in a change of control. No.
12. Where there is a change in the control of the Issuer resulting from the issuance of the private placement shares, indicate the names of the new controlling shareholders. n/a.

13. Each purchaser has been advised of the applicable securities legislation restricted or seasoning period. All certificates for securities issued which are subject to a hold period will bear the appropriate legend restricting their transfer until the expiry of the applicable hold period required by Multilateral Instrument 45-102.

### Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance on behalf of the Issuer.
2. As of the date hereof there is not material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to CNSX that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all CNSX Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 9 Notice of Private Placement is true.

Dated February 25, 2010.

Robert Matheson  
Name of Director or Senior Officer

"Robert Matheson"  
Signature

President  
Official Capacity