

**FORM 51-102F3  
MATERIAL CHANGE REPORT**

**1. Name and Address of Company**

Intouch Insight Inc.  
400 March Road  
Ottawa, Ontario K2K 3H4

**2. Date of Material Change**

November 28, 2017

**3. News Release**

Attached as Schedule A is a copy of the news release issued by Intouch Insight Inc. (“Intouch” or the “Company”) on November 28, 2017 via Marketwired in Canada.

**4. Summary of Material Change**

On November 28, 2017, Intouch announced the completion of two non-brokered private placements for gross proceeds of CDN \$3,520,000 by way of issuance of 6,000,000 units at a price of CDN \$0.50 per unit and by way of issuance of 1,000,000 units at a price of CDN\$0.52 per unit. Each unit is comprised of one common share in the capital of the Company (a “Common Share”) and one half of one common share purchase warrant. Each full warrant will entitle the holder to purchase one Common Share at a price of CDN\$0.70 per Common Share for a period expiring 18 months following the date of issuance of the units.

**5. Full Description of Material Change**

On November 28, 2017, Intouch announced the completion of two non-brokered private placements for gross proceeds of CDN \$3,520,000 by way of issuance of 6,000,000 units at a price of CDN \$0.50 per unit and by way of issuance of 1,000,000 units at a price of CDN\$0.52 per unit (the “Offerings”). Each unit is comprised of one common share in the capital of the Company (a “Common Share”) and one half of one common share purchase warrant. Each full warrant will entitle the holder to purchase one Common Share at a price of CDN\$0.70 per Common Share for a period expiring 18 months following the date of issuance of the units.

In connection with the Offerings the Company will pay \$262,050 in cash commissions to finders, representing an amount equal to 7.5% of the gross proceeds from the Offerings that were introduced to the Company by finders and 521,250 compensation units (the “Compensation Units”) representing an amount equal to 7.5% of the number of Units issued to investors introduced to the Company by a finder of which 450,000 Compensation units will be exercisable at \$0.50 and 71,250 Compensation Units will be exercisable at \$0.52. The Compensation Units will be exercisable for 18 months from the date of issuance, for Common Shares and warrants, by the finder on the same terms as the units under each of the Offerings. PowerOne Capital Markets Limited acted as a finder in connection with a portion of the Offerings.

All the securities issued pursuant to the Offerings including the Compensation Units are subject to a four month and one day hold period from the date of issuance. Completion of the Offerings are subject to regulatory approval, including acceptance and approval of the TSX Venture Exchange.

The proceeds from the Offerings will be allocated towards sales, marketing and product development efforts to support the Company's accelerated market entry of its customer experience management ("CEM") software.

**6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable.

**7. Omitted Information**

Not applicable.

**8. Executive Officer**

George Pretli  
Chief Financial Officer  
Intouch Insight Inc.  
400 March Road  
Ottawa, Ontario K2K 3H4

Telephone: 613.270.7900

**9. Date of Report**

November 28, 2017

## **SCHEDULE A**

### **INTOUCH INSIGHT LTD. ANNOUNCES CLOSING OF \$3,520,000 FINANCING TO FUEL CEM STRATEGY**

**OTTAWA, Canada November 28, 2017** – Intouch Insight Ltd. (“Intouch”) (TSXV: INX) today announced that it closed two private placements for \$3,000,000 and a \$520,000 by way of non-brokered private placements for 6,000,000 Units (“Units”) at a price of \$0.50 per Unit and 1,000,000 units of the Company at a price of \$0.52 per Unit (together the “Offerings”). Each Unit is comprised of one common share in the capital of the Company (a “Common Share”) and one half of one Common Share Purchase Warrant. Two half warrants form one Common Share Purchase Warrant. Each Common Share Purchase Warrant is exercisable into one Common Share at a price of \$0.70 per Common Share for 18 months from the closing date of the Offerings. The TSXV has granted conditional approval for these Offerings.

In connection with the Offerings the Company will pay \$ 262,050 in cash commissions to finders, representing an amount equal to 7.5% of the gross proceeds from the Offerings that were introduced to the Company by finders and 521,250 compensation units (the “Compensation Units”) representing an amount equal to 7.5% of the number of Units issued to investors introduced to the Company by a finder of which 450,000 Compensation Units will be exercisable at \$0.50 and 71,250 Compensation Units will be exercisable at \$0.52. The Compensation Units will be exercisable for 18 months from the date of issuance, for Common Shares and warrants, by the finder on the same terms as the Units under each of the Offerings. PowerOne Capital Markets Limited acted as a finder in connection with a portion of the Offerings.

All the securities issued pursuant to the Offerings including the Compensation Units are subject to a four month and one day hold period from the date of issuance. Completion of the Offerings are subject to regulatory approval, including acceptance and approval of the TSX Venture Exchange.

“The proceeds from the Offerings will be allocated towards sales, marketing and product development efforts to support the Company’s accelerated market entry of its customer experience management (“CEM”) software. This influx of capital will allow us to truly take advantage of our market and product positioning as we aggressively pursue this large and growing market” **said Cameron Watt, President & Chief Executive Officer.**

*Certain statements included in this news release contain forward looking statements, which by their nature are necessarily subject to risks and uncertainties and other factors that may cause actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such statements reflect the Company’s current views with respect to future events, and are based on information currently available to the Company and on hypotheses which it considers to be reasonable; however, management warns the reader that hypotheses relative to future events which are beyond the control of management could prove to be false, given that they are subject to certain risks and uncertainties.*

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

**For further information, please contact:**

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**For More Information, please contact:**

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