

INTOUCH INSIGHT LTD.
400 March Road, Ottawa Ontario K2K 3H4

NOTICE OF THE ANNUAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual meeting of the shareholders of Intouch Insight Ltd., (the “Company”) will be held at their offices, 400 March Road, Ottawa, Ontario K2K 3H4 on Thursday, the 21st day of June 2018, at 11:00 a.m. (Eastern Time) for the following purposes:

1. to receive the audited consolidated financial statements of the Company for the year ended December 31, 2017 together with the report of the auditors thereon;
2. to elect directors;
3. to appoint MNP LLP as auditors of the Company and to authorize the directors to fix the remuneration of the auditor; and
4. to transact such other business as may properly come before the Meeting or any adjournment or adjournments thereof.

Accompanying this Notice is the management proxy circular containing details of the matters to be dealt with at the Meeting and a form of proxy. The Company is mailing, separately, the management’s discussion and analysis of financial condition and results of operations and audited consolidated financial statements for the fiscal year ended December 31, 2017 only to those shareholders who requested such a mailing.

Shareholders who are unable to attend the Meeting in person are requested to complete and sign the accompanying form of proxy and return it by mail in the enclosed return envelope or by Internet. To be effective, proxies must be received by the Company’s transfer agent, Computershare Investor Services Inc., 100 University Avenue, 9th Floor, Toronto, Ontario M5J 2Y1 Attention: Proxy Department, or Internet (www.investorvote.com) or by telephone at 1-866-732-8683 prior to 11:00 a.m. (Eastern Time) on Tuesday, June 19, 2018 or if the Meeting is adjourned, by no later than 48 hours (excluding Saturdays, Sundays and holidays) prior to when any adjournment thereof is to be held, or may be deposited with the Chair of the Meeting at any time prior to the commencement of the Meeting or any adjournment thereof.

DATED at Ottawa, Ontario the 17th day of May 2018.

BY ORDER OF THE BOARD OF DIRECTORS OF THE COMPANY.



Michael Gaffney
Executive Chairman and Director,
Intouch Insight Ltd.

INTOUCH INSIGHT LTD.

MANAGEMENT PROXY CIRCULAR

SOLICITATION OF PROXIES

This management proxy circular (the “Circular”) is furnished in connection with the solicitation by the management of Intouch Insight Ltd. (the “Company”) of proxies for use at the annual meeting of shareholders of the Company (the “Meeting”) to be held on the Thursday, June 21, 2018 at their corporate offices located at 400 March Road, Ottawa, Ontario, K2K 3H4 commencing at 11:00 a.m.(EDT), and at any adjournment thereof, for the purposes set forth in the notice of meeting (the “Notice”). The solicitation will be primarily by mail, but proxies may also be solicited personally or by telephone by directors, officers, employees or representatives of the Company. All costs of solicitation will be borne by the Company. The information contained herein is given as at May 17, 2018, unless otherwise indicated.

All dollar amounts in this Circular are in Canadian dollars, except where otherwise indicated. References to “\$” are to Canadian dollars and references to “US\$” are to United States dollars. On May 17, 2018, the exchange rate of Canadian currency in exchange for United States currency, as reported by the Bank of Canada, was \$1.00 = US\$1.2801.

APPOINTMENT OF PROXIES

The persons named in the enclosed form of proxy are officers of the Company. ***Each shareholder has the right to appoint a person other than the persons named in the enclosed form of proxy, who need not be a shareholder of the Company, to represent such shareholder at the Meeting or any adjournment thereof.*** Such right may be exercised by inserting such person’s name in the blank space provided in the form of proxy and striking out the other names or by completing another proper form of proxy.

VOTING INSTRUCTIONS

Registered Shareholders

There are two methods by which registered shareholders (“Registered Shareholders”), whose names are shown on the books or records of the Company as owning common shares (“Common Shares”), can vote their Common Shares at the Meeting: in person at the Meeting or by proxy. Should a Registered Shareholder wish to vote in person at the Meeting, the form of proxy included with the Circular should not be completed or returned; rather, the Registered Shareholder should attend the Meeting where his or her vote will be taken and counted. Should the Registered Shareholder not wish to attend the meeting or not wish to vote in person, his or her vote may be voted by proxy through one of the methods described below and the shares represented by the proxy will be voted or withheld from voting, in accordance with the instructions as indicated in the form of proxy, on any ballot that may be called for, and if a choice was specified with respect to any matter to be acted upon, the shares will be voted accordingly.

A Registered Shareholder may vote by proxy by using one of the following methods: (i) the paper form of proxy to be returned by mail or delivery; (ii) by Internet; or (iii) by telephone. The methods of using each of these procedures are as follows:

Voting by Mail. A Registered Shareholder may vote by mail or delivery by completing, dating and signing the enclosed form of proxy and depositing it with Computershare Investor Services Inc. (the “Transfer Agent”) using the envelope provided or by mailing it to Computershare Investor Services Inc., Attention: Proxy Department, 100 University Avenue, 9th Floor, Toronto, Ontario M5J 2Y1 or to the Corporate Secretary of the Company at 400 March Road, Ottawa, Ontario, K2K 3H4 **for receipt no later than 11:00 a.m. (Eastern Time) on Tuesday, June 19, 2018**, or if the Meeting is adjourned, by no later than 48 hours (excluding Saturdays, Sundays and holidays) before any adjourned Meeting.

Voting by Internet. A Registered Shareholder may vote by Internet by accessing the following website: www.investorvote.com. When you log on to the site you will be required to input a control number as instructed on the logon page. Please see additional information enclosed with the Circular on the form of proxy. Registered

Shareholders may vote by Internet **up to 11:00 a.m. (Eastern Time) on Tuesday, June 19, 2018**, or if the Meeting is adjourned, no later than 48 hours (excluding Saturdays, Sundays and holidays) before any adjourned Meeting.

Voting by Telephone. A Registered Shareholder may vote by telephone by calling the toll-free number 1-866-732-8683 from a touch tone phone. When you telephone you will be required to input a control number as instructed on the form of proxy. Please see additional information enclosed with the Circular on the form of proxy. Registered Shareholders may vote by telephone **up to 11:00 a.m. (Eastern Time) on Tuesday, June 19, 2018**, or if the Meeting is adjourned, no later than 48 hours (excluding Saturdays, Sundays and holidays) before any adjourned Meeting.

Voting by mail or the Internet is the only method by which a Registered Shareholder may choose an appointee other than the Management appointees named on the proxy and must be completed by the Registered Shareholder or by an attorney authorized in writing or, if the Registered Shareholder is a corporation or other legal entity, by an authorized officer or attorney.

Non-Registered Shareholders (Beneficial Owners)

In the Circular and the enclosed form of proxy and Notice, all references to shareholders are to Registered Shareholders of Common Shares. Only Registered Shareholders of Common Shares, or the person they appoint as their proxy, are permitted to vote at the Meeting. However, in many cases, Common Shares beneficially owned by a holder (a “Non-Registered Shareholder” or “Beneficial Owner”) are registered either:

- (a) in the name of an intermediary (an “Intermediary”) that the Non-Registered Shareholder deals with in respect of the shares, such as, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans; or
- (b) in the name of a clearing agency such as CDS & Co. (the registration name for CDS Clearing and Depository Services Inc.) of which the Intermediary is a participant.

Common Shares held by your broker or its nominee can only be voted upon your instructions. Without specific instructions, your broker, its agent or its nominee is prohibited from voting your Common Shares. **Therefore, beneficial shareholders should ensure that instructions respecting the voting of their Common Shares are communicated to the appropriate person.**

There are two kinds of Beneficial Owners, those who object to their name being made known to the Company, referred to as objecting beneficial owners (“OBOs”), and those who do not object to the Company knowing who they are, referred to as non-objecting beneficial owners (“NOBOs”). In accordance with the requirements of National Instrument 54-101—*Communication with Beneficial Owners of Securities of a Reporting Issuer*, the Company has opted this year to distribute copies of the Notice, Circular, the enclosed form of proxy (collectively, the “Meeting Materials”) to all NOBOs directly through the Transfer Agent. Whereas, the Meeting Materials will continue to be distributed to OBOs through clearing agencies and Intermediaries, who often use a service company (such as Broadridge Financial Solutions, Inc. (“Broadridge”)) to forward meeting materials to Non-Registered Shareholders. The Company is mailing, separately, the management’s discussion and analysis of financial condition and results of operations and audited consolidated financial statements for the fiscal year ended December 31, 2017 only to those shareholders who requested such a mailing.

The Meeting Materials are being sent to both Registered and Non-Registered Shareholders of the securities. If you are a Non-Registered Shareholder, and the Company or its agent has sent these Meeting Materials directly to you, your name and address and information about your holdings of common shares, have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding on your behalf.

By choosing to send the Meeting Materials to NOBOs directly, the Company (and not the Intermediary holding on your behalf) has assumed responsibility for (i) delivering these Meeting Materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

Objecting Beneficial Owners

Intermediaries are required to forward Meeting Materials to OBOs unless an OBO has waived the right to receive them. Generally, OBOs who have not waived the right to receive Meeting Materials will usually receive a voting

instruction form (“VIF”) from Broadridge in lieu of the form of proxy from the Company. The VIF will name the same person as the proxy to represent the shareholder at the Meeting. A shareholder has the right to appoint a person (who need not be a shareholder of the Company) other than persons designated in the VIF, to represent the shareholder at the Meeting. To exercise this right, the shareholder should insert the name of the desired representative in the blank space provided in the VIF. You are asked to complete and return the VIF to Broadridge by mail or facsimile. Alternatively, you can call Broadridge’s toll free telephone number or access Broadridge’s Internet website to vote your Common Shares. Broadridge tabulates the results of all instructions received and provides appropriate instructions respecting the voting Common Shares to be represented at the Meeting. **If you receive a VIF from Broadridge, it cannot be used as a proxy to vote Common Shares directly at the Meeting as the VIF must be returned to Broadridge well in advance of the Meeting in order to have the Common Shares voted or to appoint an alternative representative to attend at the Meeting in person to vote such Common Shares.**

Non-Objecting Beneficial Owners

NOBOs can expect to receive the Meeting Materials with a VIF from the Transfer Agent. These VIFs are to be completed and returned to the Transfer Agent by mail or by following the instructions contained on the VIF for telephone or Internet voting. The Transfer Agent will tabulate the results of the VIFs received from NOBOs and will provide appropriate instructions at the Meeting with respect to the shares represented by the VIFs received. **If you receive a VIF from the Transfer Agent, it cannot be used as a proxy to vote Common Shares directly at the Meeting as the VIF must be returned to Transfer Agent well in advance of the Meeting in order to have the Common Shares voted or to appoint an alternative representative to attend at the Meeting in person to vote such Common Shares.**

The purpose of these procedures is to permit Non-Registered Shareholders to direct the voting of the shares they beneficially own. Should a Non-Registered Shareholder who receives either a proxy or a VIF wish to attend and vote at the Meeting in person (or have another person attend and vote on behalf of the Non-Registered Shareholder), the Non-Registered Shareholder should strike out the names of the persons named in the proxy and insert the Non-Registered Shareholder’s (or such other person’s) name in the blank space provided or, in the case of a VIF, follow the corresponding instructions on the form.

In any event, Non-Registered Shareholders should carefully follow the instructions of their Intermediaries and Broadridge or other service company, or the Transfer Agent, as the case may be.

REVOCATION OF PROXIES

A shareholder who has given a proxy has the power to revoke it as to any matter on which a vote shall not already have been cast pursuant to the authority conferred by such proxy and may do so (i) by delivering another properly executed proxy bearing a later date and depositing it as aforesaid, including within the prescribed time limits noted above; (ii) by depositing an instrument in writing revoking the proxy executed by the shareholder or by the shareholder’s attorney authorized in writing (A) at the head office of the Company with the Corporate Secretary at 400 March Road, Ottawa, Ontario, K2K 3H4 at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof, at which the proxy is to be used, or (B) with the Chair of the Meeting, prior to its commencement, on the day of the Meeting, or at any adjournment thereof; (iii) by attending the Meeting in person and so requesting; or (4) in any other manner permitted by law.

A Non-Registered Shareholder may revoke a VIF or a waiver of the right to receive Meeting Materials and to vote given to an Intermediary at any time by written notice to the Intermediary, except that an Intermediary is not required to act on a revocation of a VIF or a waiver of the right to receive Meeting Materials and to vote that is not received by the Intermediary at least seven days prior to the Meeting.

VOTING AND DISCRETION OF PROXIES

On any ballot that may be called for, the shares represented by proxies in favor of the persons named by management of the Company will be voted for or against, or voted for or withheld from voting on, the matters identified in the proxy, in each case in accordance with the instructions of the shareholder. **In the absence of any instructions on the proxy, it is the intention of the persons named by management in the accompanying form of proxy to vote FOR the election of management’s nominees as directors; FOR the re-appointment of MNP LLP as auditor and the authorization of the directors to fix the remuneration of the auditor; and in accordance with management’s**

recommendations with respect to amendments or variations of the matters set out in the Notice or any other matters which may properly come before the Meeting.

The accompanying form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations of the matters identified in the Notice or any other matters that may properly come before the Meeting. As at the date of this Circular, management of the Company knows of no such amendments, variations or other matters that may properly come before the Meeting other than the matters referred to in the Notice.

VOTING SHARES AND PRINCIPAL SHAREHOLDERS

The authorized capital of the Company consists of an unlimited number of common shares and an unlimited number of preferred shares. As of May 17, 2018, the Company had 22,018,478 common shares outstanding, each carrying the right to one vote per share at any meeting of the shareholders which may be given in person or by proxy, and no preferred shares outstanding.

A holder of record of Common Shares as at the close of business on May 14, 2018 (the “Record Date”) is entitled to one vote for each Common Share held by him or her. The affirmative vote of a majority of the votes cast at the Meeting is required for approval of each matter set forth in this Circular.

In accordance with the *Canada Business Corporations Act*, the Company will prepare a list of holders of Common Shares on the Record Date. Each holder of Common Shares named in the list at the close of business on the Record Date will be entitled to vote the Common Shares shown opposite his or her name on the list at the Meeting.

To the knowledge of the directors and executive officers of the Company, no persons, firms or corporations beneficially own, directly or indirectly, or exercise control or direction over voting securities of the Company carrying more than 10% of the voting rights attaching to any class of voting securities of the Company.

INFORMATION DISCLOSURE

The Company is providing disclosure in this Circular in accordance with the requirements of the *Securities Act* (Ontario) and the *Canada Business Corporations Act*. The Company has available to it with respect to the most recently completed fiscal year certain disclosure exemptions by virtue of the fact that the Company is a “venture issuer”.

PARTICULARS OF MATTERS TO BE ACTED UPON

Election of Directors

The Articles of the Company provide for a board of directors consisting of a minimum of three and a maximum of 11 directors. It is within the authority of the board to determine from time to time by resolution the number of directors of the Company within the range. The board has currently fixed the number of directors to be elected at five. All the director nominees indicated below are currently members of the board and have been since the dates indicated.

In the following table and notes is stated the name and present principal occupation or employment of each person proposed to be nominated by management for election as a director, all major positions and offices (if any) within the Company now held by him, the period or periods of service as a director of the Company, and the number of shares of the Company beneficially owned by him whether directly or indirectly or over which control or direction is exercised by him as of the date hereof:

Name and Province and Country of Residence	Position or Office within Company and Principal Occupation Within the Past Five Years	Period(s) of service as Director	Number of Common Shares ⁽¹⁾
Michael J. Gaffney ⁽²⁾⁽³⁾ Ontario, Canada	Director and Executive Chairman of the Company since August 2013; former CEO, In-Touch Survey Systems Ltd. from August 2004 to November 2013.	Since August 16, 2004	1,855,294

Rainer Paduch ⁽²⁾ ⁽³⁾ Ontario, Canada	Director of the Company; Principal, Eigentum Enterprises Inc. a consulting firm since 2001. CEO, Granite Networks, a tier 3 data center from June 2012 to November 2013.	Since August 16, 2004	445,000
Eric Beutel ⁽²⁾ ⁽³⁾ Ontario, Canada	Director of the Company; Vice President, Oakwest Corporation Limited since 2003.	Since August 15, 2013	2,017,766
Cameron Watt Ontario, Canada	Director of the Company; President and CEO of the Company since November 21, 2013. Previous positions held within the Company were: from August 2, 2011 to February 28, 2013 VP of Business Development, from March 1, 2013 to November 20, 2013 VP and General Manager. Director of Sales/Finance & Administration with Smith Petrie Carr & Scott Insurance Brokers Ltd. from 2008 to 2011.	Since June 21, 2016	1,860,500
W. David Oliver ⁽²⁾ ⁽³⁾ Ontario, Canada	Director of the Company; Principal, Strategic Hospitality Services Inc. a consulting firm since August 2015. Senior Vice President of Dundee 360 Real Estate Corporation from January 2001 to July 2015.	Since August 29, 2017	Nil

Notes:

- (1) The information as to shares beneficially owned or over which the above-mentioned management nominees exercise control or direction not being within the knowledge of the Company has been furnished by the respective nominees.
- (2) Member of the Audit Committee.
- (3) Member of the Compensation Committee.

Management of the Company does not anticipate that any of the nominees for election as directors will be unable to serve as a director, but if that should occur for any reason prior to the Meeting, the persons named in the accompanying form of proxy reserve the right to vote for another nominee in their discretion. Each director elected will hold office until the next annual meeting of shareholders of the Company or until his successor is elected or appointed.

Biographical Information of Directors

Cameron Watt, B.Comm., MBA, is the President and CEO of the Company. Mr. Watt started with the Company in 2011 in business development and then as General Manager before taking over as President and CEO in the fall of 2013. Mr. Watt brings over 20 years of leadership experience in small to large businesses. Prior to joining the Company, Mr. Watt held various positions at PepsiCo, Mars, Unilever and YUM Brands. He has also held positions in smaller privately held companies in the insurance, real estate, foodservice and convenience industries. He has personally owned both a restaurant and a convenience store. Through his broad past experience Mr. Watt brings leadership experience and a unique knowledge of the needs of the customer base that the Company serves. Mr. Watt holds a Bachelor of Commerce degree from the University of Alberta as well as Masters of Business Administration degree from Richard Ivey School of Business.

See the heading “Audit Committee” below for the biographical information on the other director nominees.

Corporate Cease Trade Orders or Bankruptcies

No director or officer is, or within ten years before the date of this Circular, has been, a director or officer of any other issuer that, while that person was acting in that capacity, was the subject of a cease trade or similar order, or an order that denied such issuer access to any statutory exemptions for a period of more than 30 consecutive days or became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted

any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Penalties or Sanctions

None of the directors or officers of the Company has been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority or been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

Personal Bankruptcies

No director or officer has, within the 10 years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or has been subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold such person's assets.

Appointment of Auditors

At the Meeting, it is proposed to re-appoint MNP LLP, Chartered Professional Accountants, as auditors of the Company to hold office until the next annual meeting of shareholders with their remuneration to be fixed by the Board of Directors.

MNP LLP have been the auditors of the Company since December 2014. Raymond Chabot Grant Thornton LLP were the auditors of the Company from January 2009 until December 2014.

EXECUTIVE COMPENSATION

Compensation of Executive Officers

The following table contains information about the compensation paid to, or earned by, the Company's CEO, CFO and individuals who earned over \$150,000 in salary and bonus during the year ended December 31, 2017 (collectively, the named executive officers ("NEOs")) during the three most recently completed financial years:

Summary Compensation Table

Name and principal position	Year	Salary (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$)	Total compensation (\$)
					Annual incentive plans	Long-term incentive plans			
Cameron Watt, CEO and President ⁽¹⁾	2017	\$ 210,000	Nil	\$ -	\$ 38,907	Nil	Nil	Nil	\$ 248,907
	2016	\$ 190,000	Nil	\$ 10,183	\$ 21,580	Nil	Nil	Nil	\$ 221,763
	2015	\$ 190,000	Nil	\$ 5,503	\$ 9,739	Nil	Nil	Nil	\$ 205,242
George Pretli, CFO and VP Finance ⁽²⁾	2017	\$ 140,000	Nil		\$ 24,534	Nil	Nil	Nil	\$ 164,534
	2016	\$ 130,000	Nil	\$ 5,933	\$ 12,685	Nil	Nil	Nil	\$ 148,618
	2015	\$ 123,750	Nil	\$ 3,110	\$ 7,446	Nil	Nil	Nil	\$ 134,306
David Newby VP, Human Resources & Customer Experience ⁽³⁾	2017	\$ 141,797	Nil	\$ -	\$ -	Nil	Nil	Nil	\$ 141,797
	2016	\$ 140,000	Nil	\$ 6,167	\$ 5,000	Nil	Nil	Nil	\$ 151,167
	2015	\$ 125,000	Nil	\$ 1,833	\$ 5,000	Nil	Nil	Nil	\$ 131,833
Ravi Puvan VP, Product Management ⁽⁴⁾	2017	\$ 141,797	Nil	\$ -	\$ -	Nil	Nil	Nil	\$ 141,797
	2016	\$ 140,000	Nil	\$ 7,000	\$ -	Nil	Nil	Nil	\$ 147,000
	2015	\$ 116,218	Nil	\$ -	\$ -	Nil	Nil	Nil	\$ 116,218
Robin Sutherland VP, Sales ⁽⁵⁾	2017	\$ 138,654	Nil	\$ -	\$ 51,160	Nil	Nil	Nil	\$ 189,814
	2016	\$ -	Nil	\$ -	\$ -	Nil	Nil	Nil	\$ -
	2015	\$ -	Nil	\$ -	\$ -	Nil	Nil	Nil	\$ -

Notes:

- (1) Cameron Watt joined the Company on August 2, 2011 and was appointed Vice President, Business Development. On March 1, 2013 was appointed Vice President and General Manager. On November 21, 2013, Mr. Watt was appointed President and CEO.
- (2) George Pretli joined the Company on April 25, 1994 as Controller and was appointed acting Chief Financial Officer in November 2002. On June 1, 2015, Mr. Pretli was appointed Vice President Finance and Chief Financial Officer.
- (3) David Newby joined the Company on December 3, 2014 and was appointed Director of Customer Experience. On October 1, 2015 Mr. Newby was appointed Vice President, Human Resources and Customer Experience.
- (4) Ravi Puvan joined the Company on March 2, 2015 and was appointed Vice President, Product Development.
- (5) Robin (Rob) Sutherland joined the Company on January 30, 2017 and was appointed Vice President, Sales.
- (6) The Company accounts for share-based compensation arrangements using the fair value method of accounting. When employees are rewarded using share-based payments, the fair value of employees' services is determined indirectly by reference to the fair value of the equity instruments granted. This fair value is measured at the grant date using the Black-Scholes model.

COMPENSATION DISCUSSION AND ANALYSIS

The following provides a background to and description of all significant elements of compensation paid to or earned by the Named Executive Officers for the most recently completed financial year.

Compensation provided to the Named Executive Officers is comprised of cash payments for regular recurring service, bonus payments based on revenue and net earnings before interest charges, income taxes, depreciation and amortization, and long-term incentives in the form of periodic stock option grants.

The Company's process for determining executive compensation is straightforward. The Company relies solely on the Company's Compensation Committee and Board of Directors' discussions without any formal criteria. The Compensation Committee and Board's assess compensation paid to the Named Executive Officers based on their judgement of prevailing market rates for similar services. The Company subscribes to an on-line service, BenchMarket, which provides specialized compensation related guidance, advice and market intelligence data for similar businesses. The objectives of the Named Executive Officers are closely aligned with the Board's objectives in respect of the Company's current and potential projects.

Employment Agreements

Mr. Watt entered into an agreement with the Company in August of 2011 for his services as the Vice President of Business Development. On March 1, 2013, Mr. Watt was also appointed as General Manager. In November 2013, Mr. Watt was appointed as Chief Executive Officer. His agreement was amended to provide for Mr. Watt's annual compensation for his services at \$190,000. Mr. Watt is further entitled to participate in any incentive share option or bonus plans as such plans are made available to all senior officers of the Company. Mr. Watt may terminate his employment by giving at least two months' written notice. The Company may terminate Mr. Watt's employment at any time without cause, in which event the Company is obligated to provide Mr. Watt with the greater of the minimum termination and severance requirements of the *Employment Standards Act* (Ontario) or six months plus one month for each completed 12-month period of service to a maximum of 12 months.

Mr. Pretli took the position of Controller with the Company in April of 1994. In November of 2002, Mr. Pretli assumed the role of acting CFO and in February 2003 was appointed Secretary to the Board of Directors. Mr. Pretli entered into an agreement with the Company on June 1, 2015 as Vice President, Finance and Chief Financial Officer with an annual compensation for his services of \$135,000. Mr. Pretli is further entitled to participate in any incentive share option or bonus plans as such plans are made available to all senior officers of the Company. The Company may terminate Mr. Pretli's employment at any time without cause, in which event the Company is obligated to provide Mr. Pretli with 12 months of his then current base salary.

Mr. Newby entered into an agreement with the Company in December of 2014 for his services as the Director of Customer Experience. In October of 2015 Mr. Newby took the position of Vice President of Human Resources and Customer Experience. Mr. Newby's annual compensation for his services was \$140,000. The Company may terminate Mr. Newby's employment at any time without cause, in which event the Company is obligated to provide Mr. Newby with the greater of one weeks' salary for each completed 12-month period to a maximum of eight weeks or the minimum period prescribed by applicable legislation.

Mr. Puvan entered into an agreement with the Company in March of 2015 for his services as the Vice President of Product Management. Mr. Puvan's annual compensation for his services was \$140,000. The Company may terminate Mr. Puvan's employment at any time without cause, in which event the Company is obligated to provide Mr. Puvan with the greater of 12 weeks' salary or the minimum period prescribed by applicable legislation.

Mr. Sutherland entered into an agreement with the Company in January of 2017 for his services as the Vice President of Sales. Mr. Sutherland's annual compensation for his services was \$150,000. The Company may terminate Mr. Sutherland's employment at any time without cause, in which event the Company is obligated to provide Mr. Sutherland with the greater of six months' salary or the minimum period prescribed by applicable legislation.

Stock Options

The Company adopted the Intouch Insight Ltd. Stock Option Plan (the "Plan") dated January 26, 2002 and as amended on June 21, 2016 and March 1, 2018, under which options to purchase Common Shares may be granted by the Board of Directors to directors, officers, employees and consultants of the Company.

Options granted under the Plan shall be granted at not lower than the fair market value, less permissible discounts, based on the closing price of the common shares on the TSX Venture Exchange on the date prior to the date of grant. Under the terms of the Plan, the options generally vest proportionately over a three-year period and expire five years from the date of the grant. The Board of Directors has the right to modify vesting periods at the time of option grant.

At a special meeting of shareholders held on March 1, 2018, the shareholders voted to increase the number of common shares under the Plan to 3,263,771 common shares representing approximately 15% of the issued and outstanding shares of the Company. The number of common shares available for issuance under the Plan is currently 3,003,771.

No one Optionee may hold options exercisable for shares exceeding 5% of the Company's issued and outstanding Common Shares in a 12-month period. Options terminate on the expiry date of the option, or on the 60th calendar day after the date of termination, other than in circumstances for cause. In the event of termination by reason of death, disability and retirement (as defined in the Plan), the Optionee or personal legal representative, as applicable, has 180 calendar days after the termination in which to exercise the Options.

During the fiscal year ended December 31, 2017 there were options for 470,000 Common Shares awarded under the Plan. Options for 200,000 Common Shares were exercised and no options expired in the year ended December 31, 2017. In 2016, 1,667 and 2015, 8,333 Options for Common Shares were exercised. Options for 170,000 Common Shares previously issued under the Plan were forfeited. As of December 31, 2017, a total of options for 1,875,000 Common Shares were outstanding at exercise prices between \$0.22 and \$0.70 per share. Thus far in 2018, 350,000 options to purchase Common Shares were issued while 260,000 were exercised and 90,000 expired. As at the date of this circular there were total options for 1,860,000 Common Shares outstanding at exercise prices between \$0.22 and \$0.70 per share.

Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth information concerning all option-based and share-based awards granted to each of the Named Executive Officers that were granted before, and remain outstanding as of the end of, the most recently completed financial year ended December 31, 2017.

Name	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options ⁽¹⁾ (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share based awards not paid out or distributed (\$)
Cameron Watt, President and CEO	75,000	\$ 0.30	April 30, 2018	\$ 27,000	Nil	Nil	Nil
	115,000	\$ 0.28	June 24, 2019	\$ 43,700			
	115,000	\$ 0.24	May 28, 2020	\$ 48,300			

Name	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options ⁽¹⁾ (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share based awards not paid out or distributed (\$)
George Pretli, VP Finance and CFO	50,000	\$ 0.30	April 30, 2018	\$ 18,000	Nil	Nil	Nil
	65,000	\$ 0.28	June 24, 2019	\$ 24,700			
	65,000	\$ 0.24	May 28, 2020	\$ 27,300			
David Newby, VP, HR and Customer Experience	50,000	\$ 0.22	November 30, 2019	\$ 22,000	Nil	Nil	Nil
	50,000	\$ 0.28	September 30, 2020	\$ 19,000			
Ravi Puvan, VP Product Management	100,000	\$ 0.22	February 29, 2020	\$ 44,000	Nil	Nil	Nil
Robin Sutherland, VP Sales	100,000	\$0.40	January 20, 2022	\$ 26,000	Nil	Nil	Nil

(1) Based on the December 31, 2017 closing price of \$0.66 for the Company's common shares on the TSX Venture Exchange.

Incentive Plan Awards – Value Vested or Earned During the Year Ended December 31, 2017

The following table sets forth information concerning the value vested or earned in respect of incentive plan awards during the financial year ended December 31, 2017, by each of the Named Executive Officers.

Name	Option-based awards – Value vested during the year ⁽¹⁾ (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Cameron Watt, President and CEO	\$ 16,867	Nil	\$ 38,907
George Pretli, VP Finance and CFO	\$ 9,533	Nil	\$ 24,534
David Newby, VP HR and Customer Experience	\$ 13,000	Nil	Nil
Ravi Puvan, VP Product Management	\$ 7,667	Nil	Nil
Robin Sutherland, VP Sales	Nil	Nil	\$51,160

(1) Based on the difference between the exercise price of the stock options and the closing trading price on the TSX Venture Exchange as of the vesting date.

Indebtedness of Directors, Executive Officers and Others

At no time since the beginning of the Company's last financial year was any director, executive officer, proposed nominee for election as a director, or any of their respective associates indebted to the Company or any of its subsidiaries, nor was the indebtedness of any such person to another entity the subject of any guarantee, support agreement, letter of credit or similar arrangement provided by the Company or any of its subsidiaries.

Compensation of Directors

The Company pays an annual fee for services of \$100,000 to Mr. Gaffney as Executive Chairman of the Company. The Executive Chairman focuses on corporate governance, investor relations, corporate product strategy, acquisitions and monetization of technology.

Non-management directors receive an annual fee of \$25,000 each. All directors are reimbursed for payments on account of travelling and other out-of-pocket expenses. The Company has reserved the right to pay any director fee in shares of the Company, subject to any required regulatory or other approvals. The Company has recorded directors' expenses of \$60,417 for 2017 (\$32,000 – 2016) included in general operations and administrative expense for board services. All directors' fees were paid in cash in 2017 and no common shares were issued in lieu of fees.

Management and Non-Management Director Compensation for the Financial Year Ended December 31, 2017⁽¹⁾

Name	Fees earned (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
Michael Gaffney	\$100,000	Nil	Nil	Nil	Nil	Nil	\$100,000
Rainer Paduch	\$ 25,000	Nil	Nil	Nil	Nil	Nil	\$ 16,000
Eric Beutel	\$ 25,000	Nil	Nil	Nil	Nil	Nil	\$ 16,000
W. David Oliver ⁽²⁾	\$ 10,417	Nil	Nil	Nil	Nil	Nil	\$ 10,417

(1) Excluding Cameron Watt, CEO and President of the Company.

(2) W. David Oliver was appointed a director of the Company on August 29, 2017.

Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth information concerning all option-based and share-based awards granted to each of the management and non-management directors that were granted before, and remain outstanding as of the end of, the most recently completed financial year ended December 31, 2017:

Name	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options ⁽¹⁾ (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share based awards not paid out or distributed (\$)
Michael Gaffney	100,000 50,000 50,000	\$0.30 \$0.28 \$0.24	April 30, 2018 June 24, 2019 May 28, 2020	\$ 36,000 \$ 19,000 \$ 24,000	Nil	Nil	Nil
Rainer Paduch	25,000 25,000	\$ 0.28 \$ 0.24	June 24, 2019 May 28, 2020	\$ 9,500 \$ 10,500	Nil	Nil	Nil
Eric Beutel	25,000 25,000	\$ 0.28 \$ 0.24	June 24, 2019 May 28, 2020	\$ 9,500 \$ 10,500	Nil	Nil	Nil
W. David Oliver	Nil	Nil	Nil	Nil	Nil	Nil	Nil

(1) Based on the December 31, 2017 closing price of \$0.66 for the Company's common shares on the TSX Venture Exchange.

Incentive Plan Awards – Value Vested or Earned During the Year Ended December 31, 2017

The following table sets forth information concerning the value vested or earned in respect of incentive plan awards during the financial year ended December 31, 2017, by each of the management and non-management directors.

Name	Option-based awards – Value vested during the year ⁽¹⁾ (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Michael Gaffney	\$ 7,333	Nil	Nil
Rainer Paduch	\$ 3,667	Nil	Nil
Eric Beutel	\$ 3,667	Nil	Nil
W. David Oliver	Nil	Nil	Nil

(1) Based on the difference between the exercise price of the stock options and the closing trading price on the TSX Venture Exchange as of the vesting date.

EQUITY COMPENSATION PLAN INFORMATION

The following table sets forth certain summary information concerning the Company's equity compensation plans as at December 31, 2017. The Company has one equity compensation plan, the Company's Stock Option Plan, and directors, officers, employees and consultants are eligible to participate in the Plan.

	Number of Common Shares to be Issued Upon Exercise of Outstanding Options	Weighted Average Exercise Price of Outstanding Options (C\$)	Number of Common Shares Remaining for Future Issuance (Excluding Common Shares to be Issued Upon Exercise of Outstanding Options)
Equity compensation plans approved by security holders (Stock Option Plan)	1,870,000	\$0.28	50,196
Total	1,870,000	\$0.28	50,196

INTERESTS OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Under Canadian securities laws, "informed person" means a director or executive officer of a reporting issuer, a director or executive officer of a person or company that is itself an informed person or subsidiary of a reporting issuer, any person or company who beneficially owns, directly or indirectly, voting securities of a reporting issuer or who exercise control or direction over voting securities of a reporting issuer or a combination of both carrying more than 10 percent of the voting rights attached to all outstanding voting securities of the reporting issuer (other than certain exemptions).

Certain of the Company's officers and directors also serve as directors and officers of one or more public companies as identified in the biographies of each of the directors under "Election of Directors" and "Audit Committee" in this Circular. Such directors and officers are also in many cases shareholders of one or more of the foregoing companies. While there is a potential for conflicts of interest to arise in such situations, that potential is minimized because of the nature of each company.

To date, no situations of potential conflict have arisen as a result of the cross directorships and cross shareholdings. Except as otherwise disclosed in this Circular, no person who has been a director or senior officer of the Company since the commencement of the Company's last financial year, nor any proposed nominee for election as a director of the Company, nor any of their respective associates or affiliates, has any material interest, direct or indirect, in any matter to be acted upon at the Meeting.

NORMAL COURSE ISSUER BID

On December 2, 2016, the Company announced its notice of intention to make a normal course issuer bid (the “NCIB”) to purchase, between December 17, 2016 to December 16, 2017, up to 736,000 Common Shares representing approximately 5% of the outstanding common shares of the Company at that time. The Company did not renew its NCIB for another year.

Since December 17, 2016, and through to December 31, 2017, the Company has purchased and cancelled 171,000 common shares pursuant to the NCIB at an average weighted price of \$0.43 per share. Pursuant to the previous normal course issuer bid undertaken by the Company, an aggregate of 441,000 common shares were purchased and cancelled for the period December 17, 2015 to December 16, 2016 at an average weighed price of \$0.37 per share.

AUDIT COMMITTEE

The Company is required to have an audit committee under National Instrument 52-110- *Audit Committees* (“NI 52-110”). The audit committee is currently comprised of Eric Beutel (Chair), Rainer Paduch, David Oliver and Michael Gaffney, all of whom are “financially literate” as defined in NI 52-110. Each of Messrs. Beutel, Paduch and Oliver may be considered to be “independent” for the purposes of NI 52-110. The Audit Committee met four times during the year ended December 31, 2017.

The charter of the Audit Committee is attached as Exhibit 1 to this Circular and establishes the procedures for the Audit Committee. The Audit Committee’s purpose is to assist the Board of Directors in carrying out its responsibilities relating to corporate accounting and financial reporting practices. The duties and responsibilities of the Audit Committee, as established internally by the Audit Committee, include the following:

- reviewing for recommendation to the Board of Directors for its approval the principal documents comprising the Company’s continuous disclosure record, including interim and annual financial statements and management’s discussion and analysis;
- recommending to the Board of Directors a firm of independent auditors for appointment by the shareholders and reporting to the Board of Directors on the fees and expenses of such auditors. The Audit Committee has the authority and responsibility to select, evaluate and if necessary replace the independent auditor. The Audit Committee has the authority to approve all audit engagement fees and terms and the Audit Committee, or a member of the Audit Committee, must review and pre-approve any non-audit services provided to the Company by the Company’s independent auditor and consider the impact on the independence of the auditor;
- reviewing periodic reports from the CFO;
- discussing with management and the independent auditor, as appropriate, any audit problems or difficulties and management’s response; and
- establishing procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters.

The Audit Committee maintains direct communication during the year with the Company’s independent auditor and the Company’s senior officers responsible for accounting and financial matters.

Mr. Eric Beutel has been the Vice President of Oakwest Corporation Limited since 2003 where he also serves as a director. Mr. Beutel has been in the investment industry for over twenty years. Mr. Beutel has been an independent director of Equitable Group Inc. since January 1, 2004. He has been a director of various other privately held and publicly traded companies and has served on the compensation committee for publicly traded companies in the past. Mr. Beutel holds Bachelor of Arts Degree from York University and a Master of Business Administration from University of Ottawa.

Mr. Rainer Paduch has over 36 years’ experience holding senior-level positions including President and Chief Technology Officer for iSTAR Internet Inc., a company he founded, the position of Chief Executive Officer for Granite Networks and the position of Senior Vice President for HRSG. Mr. Paduch is currently self-employed

consulting to high technology companies. Mr. Paduch has been a director on both privately held and publicly traded companies. Mr. Paduch holds an Honors Bachelor of Engineering and a Masters of Engineering from McGill University in Montreal.

Mr. Gaffney, B.Sc., M.B.A., was formerly Vice President of Human Resources and Occupational Health and Safety at Newbridge Networks; founded Learnsoft Corporation; launched Lansbridge University, the first fully accredited Internet-based University, as well as co-founding ENQ Semiconductor Inc. which later became Kleer Semiconductor. He has been a director and CEO of three different public companies over the last twelve years. Currently, Mr. Gaffney is a director (Chair) and CEO of Leonov's Inc. a public company trading on the TSX-V. Mr. Gaffney is also on the compensation committee for Leonov's Inc. He is also a director and CEO of Dodoname Inc., an affiliated entity of Intouch Insight Ltd.

Mr. Oliver has been involved in financing, construction, operations and development within the hospitality industry for over 35 years. After completing his education at University Nevada, Las Vegas, he undertook many executive positions with world renowned hotels and resorts. His most recent endeavor was as VP Development Canada for Carlson Hotels. Mr. Oliver is currently self-employed consulting within the hospitality industry. Mr. Oliver has sat on the public boards of various companies on both the TSX and the TSV chairing governance, audit and human resource committees. He is committed to quality management with board independence focused upon risk management, strategy and vision all in tune with new IFRS standards.

The Company as a venture issuer has relied on the exemptions in Section 6.1 of NI 52-110 exempting the Company from the requirements of Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of NI 52-110.

For the years ended December 31, 2017 and 2016, the fees paid by the Company for audit work and other services performed by MNP LLP were as follows:

	2017	2016
Audit Services	\$ 74,365	\$ 80,500
Audit-Related Services	\$ 6,206	–
Tax Services	–	\$ 14,250
Other Services	–	–
Total	\$ 80,581	\$ 94,750

Audit Service Fees

Audit service fees were paid for professional services rendered by the auditors for audit of the consolidated financial statements including the services provided in connection with statutory and regulatory filings.

Audit-Related Services Fees

Audit related service fees were \$Nil in 2017 and 2016.

Tax Service Fees

Tax service fees were paid for professional services rendered by MNP LLP in connection with the completion of the Company's tax returns.

Other Service Fees

No other service fees were paid.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

The following information is provided pursuant to National Instrument 58-101 *“Disclosure of Corporate Governance Practices”*.

Board of Directors

The Company has one director who is also an executive officer of an affiliated Company, namely, Mr. Gaffney. Mr. Watt is also an executive officer of the Company. The remaining directors, Messrs. Paduch, Beutel and Oliver, are considered independent directors as contemplated by the CSA Guidelines (i.e. each is independent of management and free from any interest in and any business or other relationship with the Company which could reasonably be expected to interfere with the exercise of the director’s judgment). The Company facilitates the independent supervision of the executive officers by placing the three independent directors, Messrs. Paduch, Beutel and Oliver, along with Mr. Gaffney on the Company’s Audit Committee. See “Audit Committee” above.

Directorships

Mr. Beutel holds directorship positions with several reporting issuers, namely, Equitable Group Inc. on the TSX and Char Technologies Ltd. on the TSX-V. Mr. Paduch holds a directorship position in Maestro Capital Corp. a reporting issuer on the TSX-V. Mr. Gaffney holds a directorship position in Leonov us Inc., a reporting issuer on the TSX-V. Mr. Oliver and Mr. Watt are not a director of another reporting issuer.

Orientation and Continuing Education

At this time the Company does not have a procedure to orient, train or assess current or new directors.

Ethical Business Conduct

The Board encourages ethical business conduct as a matter of sound business practices and by following the rules and regulations of the various regulating bodies governing a reporting issuer. In November 2013, the Company adopted a Code of Business Conduct and Ethics (the “Code”) for all employees, officers, directors and consultants. A copy of the Code can be found on the Company’s website at www.intouchinsight.com.

Nomination of Directors

The Company does not have a nominating committee at this time. The process for nominating directors is undertaken by the Board as a whole.

Compensation Committee

On March 30, 2000, the Company’s Board approved the Compensation Committee Charter. The membership of the Committee is comprised of four directors, three of whom are not officers or employees of the Company. Members of the Committee are appointed from time to time by the Board of Directors. Current members of the Compensation Committee are Mr. Eric Beutel, Mr. Rainer Paduch, Mr. David Oliver and Mr. Michael Gaffney (Chair). The Compensation Committee met four times during the year ended December 31, 2017. See additional discussion regarding the determination of compensation under the heading “Compensation Discussion and Analysis”. See above under “Audit Committee” biographies of the four members of the Compensation Committee.

Other Board Committees

Other than the Audit Committee and Compensation Committee, the Company does not have any other committees.

Assessments

The practices of the Board respecting the above corporate governance matters are subject to modifications during the evolution of the Company. Consequently, the Board keeps in mind the questions surrounding corporate governance and tries to constantly assess, and if necessary, create measures, control mechanisms and the necessary structures to ensure the efficient execution of its responsibilities.

SHAREHOLDER PROPOSALS

All proposals of the Company's shareholders intended to be presented at the Company's annual meeting of shareholders in 2019, must be received by the Company no later than March 1, 2019 for inclusion in the management proxy circular related to that meeting. The Company's next annual meeting of shareholders is planned for June 2019.

ADDITIONAL INFORMATION

Additional information about the Company including the consolidated financial statements for the fiscal year ended December 31, 2017 and management's discussion and analysis, are available upon request from the Company or on the SEDAR website at www.sedar.com.

DIRECTORS' APPROVAL

The Board of Directors of the Company has approved the contents and the sending of this Circular.

DATED at Ottawa, Ontario, the 17th day of May, 2018

BY ORDER OF THE BOARD OF DIRECTORS

A handwritten signature in black ink, appearing to read "Michael J. Gaffney", is written over a horizontal line.

MICHAEL J. GAFFNEY

Director and Executive Chair

EXHIBIT 1

INTOUCH INSIGHT LTD.

AUDIT COMMITTEE CHARTER

INTERPRETATION

1. Purpose – The purpose of this Charter is to regulate the procedure of the standing Audit Committee of the board of directors of Intouch Insight Ltd.
2. Definitions – In this Charter and all other rules of the Committee, unless the context otherwise requires:
 - a. “Act” means the *Canada Business Corporations Act*, as amended from time to time, or any statute which may be substituted therefore, and includes the regulations made pursuant thereto;
 - b. “Board” means the board of directors of the Company;
 - c. “Committee” means the standing Audit Committee of the Board;
 - d. “Company” means Intouch Insight Ltd.; and
 - e. “member” means a member of the Committee;
3. Syntax – In this Charter where the context requires, words importing the singular include the plural and vice versa, and words importing gender include the masculine, feminine and neutral genders.
4. Act Definitions – All words used in this Charter and defined in the Act shall have the meanings given to such words in the Act or in the related Parts thereof.

COMMITTEE MEMBERSHIP

5. Appointment to Committee – The membership of the Committee shall be comprised solely of directors of the Board who are not officers or employees of the Company. Members of the Committee shall be appointed from time to time by the Board and shall serve at the pleasure of the Board.
6. Number of Committee Members – The Committee shall consist of not less than three members.
7. Resignation and Vacancy – A member may resign from the Committee upon giving a written resignation to the Board, and such resignation becomes effective when received by the Board or at the time specified in the resignation, whichever is later.
8. Resident Canadians – A majority of the members of the Committee shall be resident Canadians.

MEETINGS OF THE COMMITTEE

9. Place of Meeting – Meetings of the Committee shall be held at the City of Ottawa, provided that all the members may, by an instrument in writing delivered before or after the meeting or by participating at the meeting, waive the place of each meeting, if outside the City of Ottawa, in which event any such meeting shall be considered to be duly constituted.
10. Meetings by Telephone – Any member may participate in a meeting of the Committee by means of telephone or other communications equipment as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, if all the members present at or participating in the meeting consent to the holding of the meeting in such manner, and a member participating in such a meeting by such means is deemed to be present at that meeting. Any such consent

11. shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Committee held while a member holds membership on the Committee.
12. Calling of Meetings – Any meeting of the Committee may be called by any member on not less than seven (7) days' written notice given to all other members, which written notice shall set out the place, day and time of the meeting.
13. Notice – Notice of meetings of the Committee shall set out the purpose of or the business to be transacted at the meeting.
14. Waiver of Notice – A member may in any manner, and whether before or after the meeting, waive a notice of a meeting of the Committee, in which event any such meeting shall be considered to be duly constituted notwithstanding the absence of notice in respect thereof; and attendance and participation of a member at a meeting of the Committee is a waiver of notice of the meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.
15. Quorum – The quorum for the transaction of business of any meeting of the Committee shall be a majority of the number of its members then in office.
16. Canadian Majority – Members shall not transact business at a meeting of the Committee unless a majority of members present are resident Canadians.
17. Chairman and Secretary – The member designated by the Board as chairman of the Committee shall act as chairman at any meeting of the Committee save that, if no such member has been designated or if said member is not then a member of the Committee or be absent, then those members present at any meeting of the Committee shall nominate and appoint from their number a member to act as chairman to the meeting. The secretary of the Company shall act as secretary at any meeting of the Committee and, if no secretary of the Company has been appointed or if the secretary be absent, the chairman of the meeting shall appoint a person who need not be a member of the Committee to act as secretary of the meeting.
18. Votes to Govern – At all meetings of the Committee any question shall be decided by a majority of the votes cast on the question, and in the case of an equality of votes on any question the chairman of the meeting shall not be entitled to a second or casting vote. Any question at a meeting of the Committee shall be decided by a show of hands unless a ballot is required or demanded.
19. Action by Committee – Subject to the terms of the delegation of power by the Board to the Committee, the powers of the Committee may be exercised by a duly constituted meeting at which a quorum is present and at which a majority of the members present are resident Canadians.
20. Action in Writing – A resolution in writing, signed by all the members entitled to vote on that resolution at a meeting of the Committee, is as valid as if it had been passed at a meeting of the Committee duly called and held.
21. Adjourned meeting – Notice of an adjourned meeting of the Committee is not required if the time and place of the adjourned meeting is announced at the original meeting.

DELEGATION OF ADMINISTRATION

22. Delegation – The day-to-day administration of the Committee may be delegated to such officers and employees of the Company as the Committee shall determine.

NOTICES

23. Method of Giving Notice – Any notice, communication or other document (“notice”) to be given, sent, delivered or served pursuant to the Act, the articles or by-laws of the Company, this Charter or otherwise to or on a shareholder, director, officer, auditor, member of a committee of the Board or other person shall be

sufficiently given, sent, delivered or served if delivered personally to the person to whom it is to be given or if delivered to his latest address as shown in the securities register or in the records of the Company, as the case may be, or if mailed to him at such address by prepaid ordinary mail, or if sent to him at such address by any means of prepaid transmitted or recorded communication. A notice so delivered shall be deemed to have been given when it is delivered personally or to such address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box and shall be deemed to have been received on the fifth day after so depositing; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch.

24. Computation of Time – In computing the date when notice must be given under any provision of this Charter requiring a specified number of days' notice of any meeting or other event, both the date of giving the notice and the date of the meeting or other event shall be excluded.
25. Omissions and Errors – The accidental omission to give any notice to any shareholder, director, officer, auditor, member of a committee of the Board or other person or the non-receipt of any notice by any such person, or any error in any notice not affecting the substance thereof, shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise based thereon.
26. Waiver of Notice – Any shareholder (or his duly appointed proxyholder), director, officer, auditor, member of a committee of the Board or other person may at any time waive the sending of any notice, or waive or abridge the time for any notice, required to be given to him under any provision of the Act, the articles or by-laws of the Company, this Charter or otherwise, and such waiver or abridgment shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgment shall be in writing, except a waiver of notice of a meeting may be given in any manner. Attendance by a person entitled to attend a meeting is a waiver of notice of the meeting except where such person attends at the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.