

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

NOTICE OF THE ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual and special meeting of the shareholders (“**Meeting**”) of Intouch Insight Ltd., (the “**Company**”) will be held at their offices, 400 March Road, Ottawa, Ontario K2K 3H4 on Friday, the 19th day of June 2020, at 11:00 a.m. (Eastern Time).

In order to: (i) proactively deal with the unprecedented public health impact of coronavirus pandemic (also known as “**COVID-19**”); (ii) mitigate risks to the health and safety of our communities, shareholders and other stakeholders; and (iii) ensure compliance with local laws or orders restricting the size of public gatherings in response to COVID-19, the Company is requesting and urging shareholders not to attend the Meeting in person.

The Meeting will be conducted for the following purposes:

1. to receive the audited consolidated financial statements of the Company for the year ended December 31, 2019 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 consider, and if deemed advisable, to pass, with or without amendment, a resolution to approve an increase to the number of common shares available under the Company’s Stock Option Plan from 2,500,438 common shares to 3,378,272 common shares, representing approximately 15% of the issued and outstanding common shares of the Company as of May 12, 2020 (“**Option Plan Resolution**”);
5. to consider, and if deemed advisable, to pass, with or without amendment, a resolution to approve a new Intouch Insight Ltd. Restricted Share Unit Plan (the “**RSU Plan**”) including the reservation of 1,126,090 common shares under the RSU Plan representing approximately 5% of the issued and outstanding shares of the Company as of May 12, 2020 (the “**RSU Plan Resolution**”); and
6. 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, 2019 only to those shareholders who requested such a mailing.

Regardless of whether or not you are able to attend the Meeting, shareholders are requested to complete, date, sign and return the enclosed form of proxy in accordance with its instructions (non-registered shareholders (beneficial holders) must deliver their completed proxies in accordance with the instructions given by their financial institution or other intermediary that forwarded the form of proxy to them) so that as large a representation as possible may be had at the Meeting.

Shareholders who are not attending 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 Wednesday, June 17, 2020 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 12th day of May 2020.

BY ORDER OF THE BOARD OF DIRECTORS OF THE COMPANY.

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

Michael Gaffney
Chairman and Director,
Intouch Insight Ltd.