

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.

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 and special meeting of shareholders of the Company (the “Meeting”) to be held on the Friday, June 19, 2020 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 12, 2020, unless otherwise indicated.

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.

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 12, 2020, the exchange rate of Canadian currency in exchange for United States currency, as reported by the Bank of Canada, was \$1.00 = US\$ 1.4015.

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.

In order to proactively deal with the public health impact of COVID-19 and mitigate health and safety risks and ensure compliance with local laws restricting the size of public gatherings in response to COVID-19, the Company is requesting and urging shareholders and proxyholders not to attend the Meeting in person.

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.

In order to proactively deal with the public health impact of COVID-19 and mitigate health and safety risks and ensure compliance with local laws restricting the size of public gatherings in response to COVID-19, the Company is requesting and urging shareholders and proxyholders not to attend the Meeting in person.

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 Wednesday, June 17, 2020**, 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 Wednesday, June 17, 2020**, 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 Wednesday, June 17, 2020**, 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, 2019 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.

In order to proactively deal with the public health impact of COVID-19 and mitigate health and safety risks and ensure compliance with local laws restricting the size of public gatherings in response to COVID-19, the Company is requesting and urging shareholders and proxyholders not to attend the Meeting in person.

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; FOR the Option Plan Resolution; FOR the RSU Plan Resolution 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 12, 2020, the Company had 22,521,811 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 11, 2020 (the "**Record Date**") is entitled to one vote for each Common Share held by him or her. 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 other than:

Name of Holder	Number of Common Shares of the Company	Percentage of Issued and Outstanding Common Shares of the Company
Eric Beutel ⁽¹⁾	2,880,266	12.8%

Notes:

(1) These shares are held, directly and indirectly, by Mr. Beutel and his holding company, Debric Holdings Inc. Mr. Beutel is also a director 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 Chairman of the Company since August 2013; Director and CEO from August 2004 to November 2013. Chairman and CEO of Leonovus Inc. since November 2016.	Since August 16, 2004	1,905,294
Rainer Paduch ^{(2) (3)} Ontario, Canada	Director of the Company; CEO Purcolo since January 2018; 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	435,000
Eric Beutel ^{(2) (3)} Ontario, Canada	Director of the Company; Vice President, Oakwest Corporation Limited since 2003.	Since August 15, 2013	2,880,266
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.	Since June 21, 2016	2,213,500
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 2011 to July 2015.	Since August 29, 2017	50,000

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 25 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.

Approval of the Option Plan Resolution

As of May 12, 2020, options for 2,500,000 common shares had been granted and remained outstanding pursuant to the Company's Stock Option Plan. The number of shares that may be issued under the Company's Stock Option Plan is currently 438 shares. Also see heading "Stock Options" below.

The Company experiences substantial challenges in attracting and retaining key individuals in today's competitive market. Accordingly, management strongly believes that the aggregate number of shares which may be issued pursuant to the Company's Stock Option Plan is appropriate, is consistent with industry norms, and will give the Company much needed enhanced flexibility to use stock options to complement its efforts to retain and incent key employees and consultants on attractive terms which will assist in creating shareholder value. The Stock Option Plan is otherwise subject to standard regulatory restrictions on issuances of options to insiders of the Company during prescribed time frames.

The Option Plan Resolution proposed at this Meeting requests an increase in the number of shares 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. The full text of the resolution approving the increase to the Option Plan Resolution is attached as Schedule A.

In order to be approved, the Option Plan Resolution must be approved by a majority of votes cast at the Meeting, in person or by proxy, excluding 5,963,141 common shares held by certain insiders of the Company and their affiliates and must receive regulatory approval. Management strongly recommends that shareholders vote FOR the Option Plan

PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED FOR THE APPROVAL OF THE OPTION PLAN RESOLUTION UNLESS A SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS OR HER SHARES ARE TO BE VOTED AGAINST THE OPTION PLAN RESOLUTION.

Approval of the RSU Plan Resolution

The Company's Restricted Share Unit Plan ("**RSU Plan**") was adopted by the Board on May 12, 2020, subject to approval by the shareholders at this Meeting and subject to TSXV approval. A copy of the RSU Plan is attached hereto as Schedule C.

Under the RSU Plan restricted share units ("**RSUs**") may be granted to directors and employees, including executive officers, of the Company as possible eligible participants. Individuals conducting Investor Relations activities, as described in the TSXV Company Manual are not permitted to receive RSUs under the RSU Plan. The Board or the Compensation Committee, as applicable from time to time, will determine which persons are entitled to participate in the RSU Plan and the number of RSUs to be awarded to each participant. The RSU Plan limits the participation of any specific eligible participant. No one participant may hold RSUs exercisable for shares exceeding 2% of the Company's issued and outstanding Common Shares in a 12-month period. No individual grant to one participant on any Grant Date cannot exceed 1% of the Company's issued and outstanding Common Shares. RSUs awarded to participants are credited to a notional account that is established on their behalf and maintained in accordance with the RSU Plan. Each RSU awarded conditionally entitles the participant to the delivery of one Common Share (or cash in lieu of such share at the Board or Compensation Committee's discretion) upon attainment of the RSU vesting period. Grants of RSUs vest 100% on the first anniversary of the date of the grant.

The RSU Plan permits the Company to either redeem RSUs for cash or issue Common Shares from treasury to satisfy all or any portion of a vested RSU award. If redeemed for cash, RSUs will be redeemed for an amount equal to fair market value which means the closing price of the Common Shares on the TSXV on the business day immediately prior to the redemption date, or if the shares are not listed on the TSXV, then on such other stock exchange or quotation system as may be selected by the Board or the Compensation Committee, as applicable, provided that, if the Common Shares are not listed or quoted on any other stock exchange or quotation system, then the fair market value will be the value determined by the Board in its sole discretion acting in good faith. In the event of a change of control, as defined in the RSU Plan, the Board will determine any redemption, or acceleration thereof, of RSUs granted to participants. In the event of a termination, for any reason, of an employee, or a director who is not re-elected, the Company the RSUs will be cancelled and no payment will be made. Rights respecting RSUs shall not be transferable or assignable other than by will.

The Board may from time to time amend or suspend the RSU Plan and may at any time terminate the RSU Plan. No such amendment, suspension or termination shall adversely affect the rights of any eligible person with respect to outstanding and unredeemed RSUs credited to that person without that RSU holder's consent. Except as permitted by the TSXV Company Manual, amendments to the RSU Plan require disinterested shareholder approval. Amendments that do not require shareholder approval are "housekeeping" amendments such as amendments to the RSU Plan to comply with regulatory requirements and amendments related to the administration of the RSU Plan.

The RSU Plan Resolution proposed at this Meeting requests the approval of the Company's Restricted Share Unit Plan including the reservation of 1,126,090 common shares representing approximately 5% of the issued and outstanding common shares of the Company as of May 12, 2020. The full text of the resolution approving the RSU Plan Resolution is attached as Schedule B. A copy of the RSU Plan is attached as Schedule C.

In order to be approved, the RSU Plan Resolution must be approved by a majority of votes cast at the Meeting, in person or by proxy, excluding 5,963,141 common shares held by certain insiders of the Company and their affiliates and must receive regulatory approval. Management strongly recommends that shareholders vote FOR the Option Plan

PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED FOR THE APPROVAL OF THE RSU PLAN RESOLUTION UNLESS A SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS OR HER SHARES ARE TO BE VOTED AGAINST THE OPTION PLAN RESOLUTION.

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, 2019 (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 ⁽²⁾ (\$)	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⁾	2019	\$ 215,000	Nil	\$ 11,882	\$ 168,655	Nil	Nil	Nil	\$ 395,537
	2018	\$ 215,000	Nil	\$ 11,603	\$ 37,343	Nil	Nil	Nil	\$ 263,946
	2017	\$ 210,000	Nil	Nil	\$ 38,907	Nil	Nil	Nil	\$ 248,907
Cathy Smith, CFO ⁽²⁾	2019	\$ 152,077	Nil	\$ 16,026	\$ 71,585	Nil	Nil	Nil	\$ 239,688
	2018	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2017	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
David Newby, VP, Human Resources & Customer Experience ⁽³⁾	2019	\$ 147,128	Nil	\$ 6,872	\$ 11,000	Nil	Nil	Nil	\$ 165,000
	2018	\$ 143,912	Nil	\$ 2,523	\$ 6,000	Nil	Nil	Nil	\$ 152,435
	2017	\$ 141,797	Nil	Nil	Nil	Nil	Nil	Nil	\$ 141,797
Paul Brohman, CTO ⁽⁴⁾	2019	\$ 160,000	Nil	\$ 9,455	Nil	Nil	Nil	Nil	\$ 169,455
	2018	\$ 143,333	Nil	Nil	\$ 10,000	Nil	Nil	Nil	\$ 153,333
	2017	\$ 125,833	Nil	\$ 2,328	Nil	Nil	Nil	Nil	\$ 128,161
Michael McCarthy, Sales Manager ⁽⁵⁾	2019	158,512	Nil	\$ 1,262	\$ 5,000	Nil	Nil	Nil	\$ 164,774
	2018	100,000	Nil	\$ 1,380	\$ 12,500	Nil	Nil	Nil	\$ 113,880
	2017	15,577	Nil	\$ 616	Nil	Nil	Nil	Nil	\$ 16,193
George Prethi, former CFO and VP Finance ⁽⁶⁾	2019	\$ 118,257	Nil	Nil	\$ 17,334	Nil	Nil	Nil	\$ 135,591
	2018	\$ 160,000	Nil	\$ 6,558	\$ 16,003	Nil	Nil	Nil	\$ 182,561
	2017	\$ 140,000	Nil	Nil	\$ 24,534	Nil	Nil	Nil	\$ 164,534

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 Chief Executive Officer.

- (2) Cathy Smith joined the Company on February 19, 2019 as 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) Paul Brohman joined the Company on December 21, 2015 as Lead Developer. On June 30, 2017 Mr Brohman and was appointed Director of Engineering, and on October 29, 2018 he was appointed Chief Technology Officer.
- (5) Michael McCarthy joined the Company on November 6, 2017 as Sales Operations Manager. On December 4, 2018 Mr McCarthy and was appointed Sales Manager. Mr McCarthy left the Company in April 2020.
- (6) George Pretli joined the Company on April 25, 1994 as Controller and was appointed acting Chief Financial Officer in November 2002. In February 2003, Mr. Pretli was appointed as Corporate Secretary to the Board of Directors. On June 1, 2015, Mr. Pretli was appointed Vice President Finance and Chief Financial Officer. Mr. Pretli retired from the Company as Vice President Finance and Chief Financial Officer in April 2019 however continues as Corporate Secretary.
- (7) 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 President and 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.

Ms. Smith entered into an agreement with the Company in February 2019 for her services as CFO, with an annual compensation for her services of \$180,000. Ms. Smith is further entitled to participate in any 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 Ms. Smith employment at any time without cause in which event the Company is obligated to provide Ms. Smith with the greater of three months' salary, rising to six months' salary after three full years of service and increasing by one month for every full year of service thereafter to a maximum of twelve months' salary, or the minimum period prescribed by applicable legislation.

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. Brohman entered into an agreement with the Company in December of 2015 for his services as a Senior Software Engineer. In October of 2018 Mr. Brohman took the position of CTO. Mr. Brohman's annual compensation for his services was \$160,000. The Company may terminate Mr. Brohman's employment at any time without cause, in which event the Company is obligated to provide Mr. Brohman 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. McCarthy took the position of Sales Operations Manager in November 2017. Mr. McCarthy assumed the role of Sales Manager in December 2018. Mr. McCarthy's employment may be terminated at any time without cause in which event the Company is obligated to provide Mr. McCarthy with the termination and severance requirements of the *Employment Standards Act* (Ontario). Mr. McCarthy left the Company in April 2020.

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 as Corporate 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. Pretli retired from the Company as Vice President Finance and Chief Financial Officer in April 2019 however retains his position as Corporate Secretary.

Stock Options

The Company adopted the Intouch Insight Ltd. Stock Option Plan (the "**Option 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 Option 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 and expiry dates at the time of option grant provided no options are granted for a period longer than ten years.

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 Option Plan is currently 2,500,438.

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 Option 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, 2019 there were options for 985,000 Common Shares awarded under the Plan. Options for 365,000 Common Shares were exercised and 150,000 options expired in the year ended December 31, 2019. In 2018, 388,333 Options for Common Shares were exercised, and none expired. Options for 315,000 Common Shares previously issued under the Plan were forfeited. As of December 31, 2019, a total of options for 2,255,000 Common Shares were outstanding at exercise prices between \$0.24 and \$0.70 per share. Thus far in 2020, 290,000 options to purchase Common Shares were issued while 10,000 were exercised, 35,000 were forfeited and none had expired. As of May 12, 2020, there were total options for 2,500,000 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, 2019.

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	115,000	\$ 0.24	May 28, 2020	\$ 21,850	Nil	Nil	Nil
	115,000	\$ 0.48	June 30, 2021	Nil			
	115,000	\$0.38	June 12, 2022	\$5,750			
Cathy Smith, ⁽²⁾ CFO	100,000	\$ 0.40	February 28, 2024	Nil	Nil	Nil	Nil
	65,000	\$ 0.38	June 12, 2022	Nil			
	35,000	\$0.44	November 21, 2024	Nil			
David Newby, VP, HR and Customer Experience	50,000	\$ 0.28	September 30, 2020	\$ 7,500	Nil	Nil	Nil
	25,000	\$0.42	October 31, 2023	\$ 250			
	25,000	\$0.38	June 12, 2022	\$1,250			
	50,000	\$0.44	November 21, 2024	Nil			
Paul Brohman CTO	10,000	\$0.38	March 31, 2021	\$500	Nil	Nil	Nil
	10,000	\$0.32	June 30, 2021	\$1,100			
	10,000	\$0.40	January 30, 2022	\$300			
	20,000	\$0.47	September 30, 2022	Nil			
Michael McCarthy, Sales Manager	5,000	\$0.70	November 30, 2022	Nil	Nil	Nil	Nil
	10,000	\$0.61	February 28, 2023	Nil			
	20,000	\$0.40	February 28, 2024	\$600			
George Pretli, ⁽³⁾ Former VP Finance and CFO	65,000	\$ 0.24	May 28, 2020	\$ 12,350	Nil	Nil	Nil
	65,000	\$0.48	June 30, 2021	Nil			

(1) Based on the December 31, 2019 closing price of \$0.43 for the Company's common shares on the TSX Venture Exchange.

(2) Cathy Smith joined the Company on February 19, 2019 as Chief Financial Officer.

(3) George Pretli retired from the Company as Vice President Finance and Chief Financial Officer in April 2019 however continues as Corporate Secretary.

Incentive Plan Awards – Value Vested or Earned During the Year Ended December 31, 2019

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, 2019, 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	\$ (3,067)	Nil	\$ 168,655
Cathy Smith, CFO ⁽²⁾	Nil	Nil	\$ 71,585
David Newby, VP HR and Customer Experience	\$ (167)	Nil	\$ 11,000
Paul Brohman, CTO	\$ (233)	Nil	Nil
Michael McCarthy	\$(1,667)	Nil	Nil
George Pretli, ⁽³⁾ Former VP Finance and CFO	\$ (1,733)	Nil	\$ 17,334

- (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.
- (2) Cathy Smith joined the Company on February 19, 2019 as Chief Financial Officer.
- (3) George Pretli retired from the Company as Vice President Finance and Chief Financial Officer in April 2019 however continues as Corporate Secretary.

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, 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.

Directors' and officers' liability insurance

Directors' and officers' liability insurance has been obtained for the directors and officers of the Company. The insurance is in effect for a one-year period, which began September 1, 2019 and the Company pays an annual premium of \$13,695. No portion of the premium is directly paid by any of the directors or officers of the Company. The aggregate insurance coverage obtained under the policy is limited to \$5,000,000 per policy year. Under the policy, the Company must absorb the first \$15,000 of each loss.

Compensation of Directors

Non-management directors receive an annual fee of \$25,000 each and Mr. Gaffney as Chairman of the Company receives an annual fee of \$50,000. All non-management 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 \$125,000 for 2019 (\$175,000 – 2018) included in general operations and administrative expense for board services. All directors' fees were paid in cash in 2019 and no common shares were issued in lieu of fees.

Management and Non-Management Director Compensation for the Financial Year Ended December 31, 2019⁽¹⁾

Name	Fees earned (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
Michael Gaffney	\$ 50,000	Nil	\$ 5,166	Nil	Nil	Nil	\$ 55,166
Rainer Paduch	\$ 25,000	Nil	\$ 2,583	Nil	Nil	Nil	\$ 27,583
Eric Beutel	\$ 25,000	Nil	\$ 2,583	Nil	Nil	Nil	\$ 27,583
W. David Oliver	\$ 25,000	Nil	\$ 2,583	Nil	Nil	Nil	\$ 27,583

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

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 non-management directors that were granted before, and remain outstanding as of the end of, the most recently completed financial year ended December 31, 2019:

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	50,000	\$0.24	May 28, 2020	\$ 9,500	Nil	Nil	Nil
	50,000	\$0.48	June 30, 2021	Nil			
	50,000	\$0.38	June 12, 2022	\$ 2,500			
Rainer Paduch	25,000	\$ 0.24	May 28, 2020	\$ 4,750	Nil	Nil	Nil
	25,000	\$0.48	June 30, 2021	Nil			
	25,000	\$0.38	June 12, 2022	\$ 1,250			
Eric Beutel	25,000	\$ 0.24	May 28, 2020	\$ 4,750	Nil	Nil	Nil
	25,000	\$0.48	June 30, 2021	Nil			
	25,000	\$0.38	June 12, 2022	\$ 1,250			
W. David Oliver	25,000	\$ 0.48	June 30, 2021	Nil	Nil	Nil	Nil
	25,000	\$0.38	June 12, 2022	\$ 1,250			

(1) Based on the December 31, 2019 closing price of \$0.43 for the Company's common shares on the TSX Venture Exchange.

Incentive Plan Awards – Value Vested or Earned During the Year Ended December 31, 2019

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, 2019, by each of the 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	\$ (1,333)	Nil	Nil
Rainer Paduch	\$ (667)	Nil	Nil
Eric Beutel	\$ (667)	Nil	Nil
W. David Oliver	\$ (667)	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, 2019. 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)	2,255,000	\$0.41	255,438
Total	2,255,000	\$0.41	255,438

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 of their respective associates or affiliates, has any material interest, direct or indirect, in any matter to be acted upon at the Meeting.

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, 2019.

The charter of the Audit Committee is attached as Schedule D to this Circular and establishes the procedures for the Audit Committee. The Audit Committee and the Board reviewed the Audit Committee charter most recently in May 2019. 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 executive 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 thirty years. Mr. Beutel has been a 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 audit and compensation committees for publicly traded companies in the past and presently. Mr. Beutel holds Bachelor of Arts Degree from York University and a Master of Business Administration from University of Ottawa.

Mr. Rainer Paduch has 40 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 CEO and Co-Founder of Purecolo in addition to consulting and supporting other 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. 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 been a director of various publicly traded companies on both the TSX and the TSV including as chair of the governance, audit and human resource committees. He is committed to quality management with board independence focused upon risk management, strategy and vision.

Mr. Gaffney, B.Sc., M.B.A., was formerly Vice President at Newbridge Networks; founder and CEO of Learnsoft Corporation, which created Lansbridge University, the first fully accredited Internet-based University; co-founder and CEO of Bluefyre One, which became Soltoro Inc.; co-founder and CEO of ENQ Semiconductor Inc. which later became Kleer Semiconductor. Currently, Mr. Gaffney is a director (Chair) and CEO of Leonovus Inc. a public company trading on the TSX-V. Mr. Gaffney is also on the compensation committee for Leonovus Inc.

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, 2019 and 2018, the fees paid by the Company for audit work and other services performed by MNP LLP were as follows:

	2019	2018
Audit Services	\$ 79,180	\$ 75,970
Audit-Related Services	Nil	Nil
Tax Services	Nil	\$ 37,450
Other Services	Nil	Nil
Total	\$ 79,180	\$ 94,160

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 2019 and 2018.

Tax Service Fees

For 2019, the Company used a different professional services firm to prepare annual tax returns including Scientific Research and Experimental Development Tax Credits. In 2018, 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

Mr. Watt is an executive officer the Company. Mr. Gaffney is the Chairman of the Board and is also an executive officer of a company that is an affiliate 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 and the compensation Committee. See "Audit Committee" above and Compensation Committee below.

Directorships

Mr. Beutel is a director with two reporting issuers, namely, Equitable Group Inc. on the TSX and Char Technologies Ltd. on the TSX-V. Mr. Gaffney is a director of Leonovus Inc., a reporting issuer on the TSX-V. Mr. Oliver holds a directorship position in Zonetail, a reporting issuer on the TSX-V.

Diversity Disclosure

The Board seeks to encourage the identification, recruitment, development and, ultimately, retention of talented individuals at all levels including its Board and senior management team. The Board has not adopted a diversity policy and at this time and the Company has not established a policy or targets for representation in identified diversity groups (women, members of visible minorities, Aboriginal (First Nations, Inuit and Métis), and persons with disabilities) in Board and the senior management team.

Currently, the Company has no Board members who have self-identified as women, visible minorities, Aboriginal or persons with disabilities. However, as additional refreshment of the Board may occur and/or additional expansion is contemplated, the Board will continue to review additional qualified candidates who have been placed before it, and will continue to review the qualifications and diversity of those, and all, candidates brought forward for consideration.

As of January 2020, the Company has three female senior management team members. Cathy Smith, CFO, Andrée-Anne Chailier, VP Operations, and Erin Fenn, EVP Sales, Marketing and Product Management. Among our six-person senior management team, this is a 50% representation by women. Currently, we have no senior officers that have self-identified as visible minorities, Aboriginal and persons with disabilities. There is currently no plan to expand our senior management team. If and as the senior management team is expanded or current members may depart and be replaced, experience, merit and skill sets must be considered foremost when candidates are evaluated, although continuing consideration will be given to diversity of all types, including experience and expertise

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 and the Compensation Committee and Board have reviewed the Charter most recently in May 2019. 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, 2019. 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 the 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 2021, must be received by the Company no later than March 1, 2021 for inclusion in the

management proxy circular related to that meeting. The Company's next annual meeting of shareholders is planned for June 2021.

ADDITIONAL INFORMATION

Additional information about the Company including the consolidated financial statements for the fiscal year ended December 31, 2019 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 12th day of May, 2020

BY ORDER OF THE BOARD OF DIRECTORS

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

MICHAEL GAFFNEY

Director and Chairman

SCHEDULE A

OPTION PLAN RESOLUTION

RESOLVED THAT:

1. subject to regulatory approval, the number of common shares available under the Intouch Insight Ltd. Stock Option Plan be increased 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; and
2. any officer or director of the Company is hereby authorized and directed for and on behalf of the Company to execute or cause to be executed, under the seal of the Company or otherwise, and to deliver or cause to be delivered, all such documents and instruments and to perform or cause to be performed all such other acts and things as in such director's or officer's opinion may be necessary or desirable to give full effect to the foregoing resolution and the matters authorized hereby, such determination to be conclusively evidenced by the execution and delivery of such document, agreement or instrument or the doing of any such act or thing.

SCHEDULE B

RSU PLAN RESOLUTION

RESOLVED THAT:

1. subject to regulatory approval, the approval of the Intouch Insight Ltd. Restricted Share Unit Plan; as described herein and as set forth fully in Schedule C (the "RSU Plan"), including the approval of 1,126,090 common shares of the Intouch available under the RSU Plan, is ratified, confirmed and approved, representing approximately 5% of the issued and outstanding shares of the Company as of May 12, 2020; and
2. any officer or director of the Company is hereby authorized and directed for and on behalf of the Company to execute or cause to be executed, under the seal of the Company or otherwise, and to deliver or cause to be delivered, all such documents and instruments and to perform or cause to be performed all such other acts and things as in such director's or officer's opinion may be necessary or desirable to give full effect to the foregoing resolution and the matters authorized hereby, such determination to be conclusively evidenced by the execution and delivery of such document, agreement or instrument or the doing of any such act or thing.

SCHEDULE C
INTOUCH INSIGHT LTD.
RESTRICTED SHARE UNIT PLAN

MAY 12, 2020

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ARTICLE 1
GENERAL PROVISIONS

1.1 Purpose

This Restricted Share Unit Plan is established as a vehicle by which equity-based incentives may be awarded to retain employees, to recognize and reward their significant contributions to the long-term success of the Corporation and its Subsidiaries including to align the employees and directors interests more closely with the shareholders of the Corporation.

1.2 Definitions

As used in the Plan, the following terms have the following meanings:

- (a) **“Board”** means the Board of Directors of the Corporation;
- (b) **“Change of Control”** includes:
 - (i) the acquisition by any persons acting jointly or in concert (as determined by the *Securities Act* (Ontario)), whether directly or indirectly, of voting securities of the Corporation that, together with all other voting securities of the Corporation held by such persons, constitute in the aggregate more than 50% of all outstanding voting securities of the Corporation;
 - (ii) an amalgamation, arrangement or other form of business combination of the Corporation with another corporation that results in the holders of voting securities of that other corporation holding, in the aggregate, more than 50% of all outstanding voting securities of the corporation resulting from the business combination;
 - (iii) the sale, lease or exchange of all or substantially all of the property of the Corporation to another person, other than in the ordinary course of business of the Corporation or to a Related Entity; or
 - (iv) any other transaction that is deemed to be a **“Change of Control”** for the purposes of this Plan by the Board in its sole discretion.
- (c) **“Code”** means the US Internal Revenue Code of 1986, as amended;
- (d) **“Committee”** means the Compensation Committee of the Board or such other persons designated by the Board;
- (e) **“Common Share”** means a common share in the capital of the Corporation;
- (f) **“Corporation”** means Intouch Insight Ltd. and its successors and assigns;
- (g) **“Director”** means a non-Employee director of the Board of the Corporation;
- (h) **“Dividend”** means a dividend declared and payable on a Common Share in accordance with the Corporation’s dividend policy, if any;
- (i) **“Eligible Person”** means an Employee or a Director who is designated as an Eligible Person pursuant to Section 2.1;
- (j) **“Employee”** means an employee of the Corporation or a Subsidiary, including senior officers of the Corporation;

- (k) **“Fair Market Value”** means the closing price of the Common Shares on the Toronto Stock Exchange on the Business Day immediately prior to the Redemption Date, or if the shares are not listed on the Stock Exchange, then on such other stock exchange or quotation system as may be selected by the Board or Committee, provided that, if the Common Shares are not listed or quoted on any other stock exchange or quotation system, then the Fair Market Value will be the value determined by the Board or Committee, in its sole discretion acting in good faith;
- (l) **“Grant Date”** means any date determined from time to time by the Board or Committee, as a date on which a grant of Restricted Share Units will be made to one or more Eligible Persons under this Plan;
- (m) **“Insider”** means: (i) a Director or senior officer of the Corporation; (ii) a Director or senior officer of a corporation that is an Insider or Subsidiary of the Corporation; (iii) a person that beneficially owns or controls, directly or indirectly, Common Shares carrying more than 10% of the voting rights attached to all outstanding shares of the Corporation and the Corporation itself if it holds any of its own securities;
- (n) **“Investor Relations Service Providers”** means service providers conducting or providing Investor Relations activities as set forth in TSXV Policy 3.4, as amended from time to time;
- (o) **“NI 45-106”** means National Instrument 45-106 - *Prospectus Exemptions* or any successor instrument adopted from time to time by the Canadian Securities Administrators;
- (p) **“Plan”** means the Intouch Insight Ltd. Restricted Share Unit Plan, as amended from time to time;
- (q) **“Redemption Date”** in respect of any Restricted Share Unit means 1000% of such Restricted Share Unit on the first anniversary of the Grant Date on which such Restricted Share Unit was granted to the Eligible Person, unless (i) an earlier date has been approved by the Board or Committee as the Redemption Date in respect of such Restricted Share Unit, or (ii) in accordance with the applicable Section of the Plan; provided that, notwithstanding any other provision hereof, in no event will the Redemption Date in respect of any Restricted Share Unit be after the end of the calendar year which is three years following the end of the year in which services to which the grant of such Restricted Share Unit relates were performed by the Employee or Director to whom such Restricted Share Unit was granted;
- (r) **“Reorganization”** means any declaration of any stock dividend, stock split, combination or exchange of shares, merger, consolidation, recapitalization, amalgamation, plan of arrangement, reorganization, spin-off or other distribution of the Corporation assets to shareholders or any other similar corporate transaction or event which the Board or Committee determines affects the Common Shares such that an adjustment is appropriate to prevent dilution or enlargement of the rights of Eligible Persons under this Plan;
- (s) **“Restricted Share Unit”** means one notional Common Share (without any of the attendant rights of a shareholder of such Common Share, including the right to vote such Common Share and the right to receive dividends thereon, except to the extent otherwise specifically provided herein) credited by bookkeeping entry to a notional account maintained by the Corporation in respect of an Eligible Person in accordance with this Plan; and
- (t) **“Shareholder Approval”** means approval by the Corporation’s disinterested shareholders in accordance with the rules of the Stock Exchange;
- (u) **“Stock Exchange”** means the Toronto Stock Exchange, the TSXV or any other stock exchange on which the Common Shares are then listed for trading, as applicable;
- (v) **“Subsidiary”** has the meaning set out in the Securities Act (Ontario); and
- (w) **“TSXV”** means the TSX Venture Exchange.

1.3 Effective Date

The Plan shall be effective May 12, 2020 with respect to the Eligible Person payable commencing in and with respect to the 2020 fiscal year; provided that no Common Shares may be issued under the Plan until and unless all required regulatory and shareholder approvals have been obtained with respect to the issuance of Common Shares hereunder.

1.4 Governing Law; Subject to Applicable Regulatory Rules

The Plan shall be governed by and construed in accordance with the laws of the Province of Ontario and the federal laws of Canada applicable therein. The provisions of the Plan shall be subject to the applicable by-laws, rules and policies of the Stock Exchange, including by not limited to the provisions of TSXV Policy 4.4, as amended from time to time, and applicable securities legislation.

**ARTICLE 2
ELIGIBILITY AND PARTICIPATION**

2.1 Eligibility

This Plan applies to those Employees and Directors whom the Board or Committee, as applicable, designates as eligible for a grant of Restricted Share Units pursuant to Section 3.1. The Board or Committee, as applicable, shall make such a designation prior to each Grant Date. For greater certainty, Eligible Persons shall not include Investor Relations Service Providers.

2.2 Rights Under the Plan

Subject to Article 4 and Article 5, an Eligible Person who has been granted Restricted Share Units shall continue to have rights in respect of such Restricted Share Units until such Restricted Share Units have been redeemed for cash or shares in accordance with this Plan.

2.3 Copy of Plan

The Corporation shall provide each Eligible Person with a copy of this Plan following the initial grant of Restricted Share Units to such Eligible Person and shall provide each Eligible Person with a copy of all amendments to this Plan.

2.4 Limitation on Rights

Nothing in this Plan shall confer on any Employee or Director any right to be designated as an Eligible Person or to be granted any Restricted Share Units. There is no obligation for uniformity of treatment of Eligible Persons or any group of Employees, Directors or Eligible Persons, whether based on salary or compensation, grade or level or organizational position or level or otherwise. A grant of Restricted Share Units to an Eligible Person on one or more Grant Dates shall not be construed to create a right to a grant of Restricted Share Units on a subsequent Grant Date.

2.5 Grant Agreements

Each grant of Restricted Share Units shall be evidenced by a written agreement executed by the Eligible Person in substantially the form appended hereto. An Eligible Person will not be entitled to any grant of Restricted Share Units or any benefit of this Plan unless the Eligible Person agrees with the Corporation to be bound by the provisions of this Plan. By entering into an agreement described in this Section 2.5, each Eligible Person shall be deemed conclusively to have accepted and consented to all terms of this Plan and all bona fide actions or decisions made by the Board or Committee. Such terms and consent shall also apply to and be binding on the legal representative, beneficiaries, heirs and successors of each Eligible Person.

2.6 Maximum Number of Common Shares

Notwithstanding any provision herein, the aggregate number of Common Shares which may be issuable upon the redemption of all Restricted Share Units under the Plan is 1,126,090 Common Shares. No fractional Common Shares may be issued under the Plan.

2.7 Limitations of RSUs to any Eligible Person

Unless permitted otherwise by the rules of the Stock Exchange):

- (a) the maximum number of RSUs that may be granted to an Eligible Person on any Grant Date is 1% of the issued and outstanding Common Shares calculated on the Grant Date; and
- (b) the maximum number of RSUs that may be granted to any one Eligible Person under the Plan within a 12-month period, may not exceed 2% of the issued and outstanding Common Shares calculated on the Grant Date.

ARTICLE 3 RESTRICTED SHARE UNITS

3.1 Grant of Restricted Share Units

On each Grant Date, the Board or Committee shall designate Eligible Persons and determine the number of Restricted Share Units to be granted to each Eligible Person in the Board's or Committee's sole discretion.

3.2 Redemption of Restricted Share Units

- (a) Unless redeemed earlier in accordance with this Plan, the Restricted Share Units of each Eligible Person will be redeemed on or within thirty (30) days after the Redemption Date for cash or Common Shares, as determined by the Board or the Committee for an amount equal to the Fair Market Value of a Restricted Share Unit.
- (b) If the Board or the Committee determines that any Restricted Share Units are to be redeemed for Common Shares, the Eligible Person will be entitled to receive and the Corporation will issue to the Eligible Person a number of Common Shares equal to the Fair Market Value of the Restricted Share Units (net of any applicable statutory withholdings) that have vested on the Redemption Date.

3.3 Compliance With Tax Requirements

In taking any action hereunder, or in relation to any rights hereunder, the Corporation and each Eligible Person shall comply with all provisions and requirements of any income tax, pension plan, or employment or unemployment insurance legislation or regulations of any jurisdiction which may be applicable to the Corporation or Eligible Person, as the case may be. The Corporation shall have the right to deduct from all payments made to the Employee in respect of the Restricted Share Units, whether in cash or Common Shares, any federal, provincial, local, foreign or other taxes, Canadian Pension Plan or Employment Insurance Commission or other deductions required by law to be withheld with respect to such payments. The Corporation may take such other action as the Board or the Committee may consider advisable to enable the Corporation and any Eligible Person to satisfy obligations for the payment of withholding or other tax obligations relating to any payment to be made under this Plan. Each Eligible Person (or the heirs and legal representatives of the Eligible Person) shall bear any and all income or other tax imposed on amounts paid to the Eligible Person (or the heirs and legal representatives of the Eligible Person) under this Plan, including any taxes, interest or penalties resulting from the application of Section 409A of the Code. If the Board or the Committee so determines, the Corporation shall have the right to require, prior to making any payment under this Plan, payment by the recipient of the excess of any applicable Canadian or foreign federal, provincial, state, local or other taxes over any amounts withheld by the Corporation, in order to satisfy the tax obligations in respect of any payment under this Plan. If the Corporation does not withhold from any payment, or require payment of an amount by a recipient, sufficient to satisfy all income tax obligations, the Eligible

Person shall make reimbursement, on demand, in cash, of any amount paid by the Corporation in satisfaction of any tax obligation. Notwithstanding any other provision hereof, in taking such action hereunder, the Board and the Committee shall endeavour to ensure that the payments to be made hereunder will not be subject to the “salary deferral arrangement” rules under the *Income Tax Act* (Canada), as amended, or income tax legislation of any other jurisdiction.

3.4 Adjustments

If any change occurs in the outstanding Common Shares by reason of a Reorganization, the Board or Committee, in its sole discretion, and without liability to any person, shall make such equitable changes or adjustments, if any, as it considers appropriate, in such manner as the Board or Committee may consider equitable, to reflect such change or event including, without limitation, adjusting the number of Restricted Share Units credited to Eligible Persons and outstanding under the Plan, provided that any such adjustment will not otherwise extend the Redemption Date otherwise applicable. The Corporation shall give notice to each Eligible Person of any adjustment made pursuant to this section and, upon such notice, such adjustment shall be conclusive and binding for all purposes. The existence of outstanding Restricted Share Units shall not affect in any way the right or power and authority of the Corporation or its shareholders to make or authorize any alteration, recapitalization, reorganization or any other change in the Corporation’s capital structure or its business or any merger or consolidation of the Corporation, any issue of bonds, debentures or preferred or preference shares (ranking ahead of the Common Shares or otherwise) or any right thereto, or the dissolution or liquidation of the Corporation, any sale or transfer of all or any part of its assets or business or any corporate act or proceeding whether of a similar character or otherwise.

3.5 Offer for Common Shares – Change of Control

Notwithstanding anything else herein to the contrary, in the event of a Change of Control, the Board shall determine in its sole discretion any accelerated redemption or timing of any redemption of the Restricted Share Units granted to the Eligible Persons.

ARTICLE 4 EVENTS AFFECTING ENTITLEMENT

4.1 Termination of Employment or Election as a Director

If an Eligible Person is terminated by the Corporation for any reason or voluntarily terminates employment for any reason or resigns or is not re-elected as a Director, as applicable, all of the Eligible Person’s Restricted Share Units shall be cancelled and no amount shall be paid by the Corporation to the Eligible Person in respect of the Restricted Share Units so cancelled.

4.2 No Grants Following Last Day of Active Employment

In the event of termination of any Eligible Person’s employment with the Corporation, such Eligible Person shall not be granted any Restricted Share Units pursuant to Section after the last day of active employment of such Eligible Person. Without limiting the generality of the foregoing and of Section 2.4, notwithstanding any other provision hereof, and notwithstanding any provision of any employment agreement between any Eligible Person and the Corporation, no Eligible Person will have any right to be awarded additional Restricted Share Units, and shall not be awarded any Restricted Share Units, pursuant to Section 3.1 after the last day of active employment of such Eligible Person on which such Eligible Person actually performs the duties of the Eligible Person’s position, whether or not such Eligible Person receives a lump sum payment of salary or other compensation in lieu of notice of termination, or continues to receive payment of salary, benefits or other remuneration for any period following such last day of active employment. Notwithstanding any other provision hereof, or any provision of any employment agreement between the Corporation and an Eligible Person, in no event will any Eligible Person have any right to damages in respect of any loss of any right to be awarded Restricted Share Units pursuant to Section 3.1 after the last day of active employment of such Eligible Person and no severance allowance, or termination settlement of any kind in respect of any Eligible Person will include or reflect any claim for such loss of right and no Eligible Person will have any right to assert, claim, seek or obtain, and shall not assert, claim, seek or obtain, any judgment or award in respect of or which includes or reflects any such right or claim for such loss of right.

ARTICLE 5 ADMINISTRATION

5.1 Transferability

Rights respecting Restricted Share Units shall not be transferable or assignable other than by will or the laws of decent and distribution.

5.2 Administration

The Board or Committee shall, in its sole and absolute discretion, but subject to applicable corporate, securities and tax law requirements: (i) interpret and administer the Plan; (ii) establish, amend and rescind any rules and regulations relating to the Plan; and (iii) make any other determinations that the Board or Committee deems necessary or desirable for the administration and operation of the Plan. The Board or Committee may delegate to any person any administrative duties and powers under this Plan. The Board or Committee may correct any defect or supply any omission or reconcile any inconsistency in the Plan in the manner and to the extent the Board or Committee deems, in its sole and absolute discretion, necessary or desirable. Any decision of the Board or Committee with respect to the administration and interpretation of the Plan shall be conclusive and binding on the Eligible Person and his or her legal representative. The Board may establish policies respecting minimum ownership of Common Shares of the Corporation by Eligible Persons and the ability to elect Restricted Share Units to satisfy any such policy.

5.3 Records

The Corporation will maintain records indicating the number of Restricted Share Units credited to an Eligible Person under the Plan from time to time and the Grant Dates of such Restricted Share Units. Such records shall be conclusive as to all matters involved in the administration of this Plan.

5.4 Statements

The Corporation shall furnish annual statements to each Eligible Person indicating the number of Restricted Share Units credited to the Eligible Person and the Grant Dates of the Restricted Share Units and such other information that the Corporation considers relevant to the Eligible Person.

5.5 Legal Compliance

Without limiting the generality of the foregoing, the Board or Committee may take such steps and require such documentation from Eligible Persons as the Board or Committee may determine are desirable to ensure compliance with all applicable laws and legal requirements, including all applicable corporate and securities laws and regulations of any country, and any political subdivisions thereof, and the by-laws, rules and regulations of any stock exchanges or other organized market on which Common Shares may from time to time be listed or posted and any applicable provisions of the Income Tax Act (Canada), as amended or income tax legislation or any other jurisdiction.

ARTICLE 6 AMENDMENT AND TERMINATION

6.1 Amendment

- (a) The Board reserves the right, in its sole discretion, to amend, suspend or terminate the Plan or any portion thereof at any time, in accordance with applicable legislation including applicable rules of the Stock Exchange, without obtaining the approval of shareholders. Notwithstanding the foregoing, the Corporation will be required to obtain the approval of disinterested shareholders holding a majority of shares present and voting in person or by proxy at a meeting of the shareholders of the Corporation and Stock Exchange approval, for any amendment related to:
 - (i) the number of issued and outstanding Common Shares available to be granted under the Plan;

- (ii) a change in the method of calculation of redemption of Restricted Share Units held by Eligible Persons;
 - (iii) a change to the definition of Eligible Persons; and
 - (iv) an extension to the term for redemption of Restricted Share Units held by Eligible Persons.
- (b) Unless an Eligible Person otherwise agrees, any amendment to the Plan or Restricted Share Unit shall apply only in respect of Restricted Share Units granted on or after the date of such amendment.
- (c) Without limiting the generality of the foregoing, the Board may make the following amendments to the Plan, without obtaining shareholder approval:
- (i) amendments to the terms and conditions of the Plan necessary to ensure that the Plan complies with the applicable regulatory requirements, including the rules of the Stock Exchange, in place from time to time; and
 - (ii) amendments to the Plan that are of a “housekeeping” nature.

6.2 Termination of Plan

The Board may from time to time amend or suspend this Plan in whole or in part and may at any time terminate this Plan. No such amendment, suspension or termination shall adversely affect the rights of any Eligible Person at the time of such amendment, suspension or termination with respect to outstanding and unredeemed Restricted Share Units credited to such Eligible Person without the consent of the affected Eligible Person. If the Board terminates the Plan, no new Restricted Share Units will be awarded to any Eligible Person, but outstanding and unredeemed previously credited Restricted Share Units shall remain outstanding, be entitled to payments as provided under Section 3.4, and be paid in accordance with the terms and conditions of this Plan existing at the time of termination. This Plan will finally cease to operate for all purposes when the last remaining Eligible Person receives a payment in satisfaction of all outstanding and unredeemed Restricted Share Units credited to such Eligible Person, or all outstanding and unredeemed Restricted Share Units credited to such Eligible Person are cancelled pursuant to the provisions thereof.

ARTICLE 7 GENERAL

7.1 Rights to Common Shares

This Plan shall not be interpreted to create any entitlement of any Eligible Person to any Common Shares except as expressly provided herein. A holder of Restricted Share Units shall not have rights as a shareholder of the Corporation with respect to any Common Shares which may be issuable pursuant to the Restricted Share Units so held, whether voting, right on liquidation or otherwise.

7.2 No Right to Employment

This Plan shall not be interpreted as either an employment or trust agreement. Nothing in this Plan nor any Board or Committee guidelines or any agreement referred to in Section 2.5 nor any action taken hereunder shall be construed as giving any Eligible Person the right to be retained in the continued employ or service of the Corporation or any of its subsidiaries, or giving any Eligible Person or any other person the right to receive any benefits not specifically expressly provided in this Plan nor shall it interfere in any way with any other right of the Corporation to terminate the employment or service of any Eligible Person at any time.

7.3 Right to Funds

Neither the establishment of this Plan nor the granting of Restricted Share Units under this Plan shall be deemed to create a trust. Amounts payable to any Eligible Person under the Plan shall be a general,

unsecured obligation of the Corporation. The right of the Employee to receive payment pursuant to this Plan shall be no greater than the right of other unsecured creditors of the Corporation.

7.4 Successors and Assigns

The Plan shall be binding on all successors and assigns of the Corporation and an Eligible Person, including without limitation, the estate of such Eligible Person and the legal representative of such estate, or any receiver or trustee in bankruptcy or representative of the Corporation's or Eligible Person's creditors.

7.5 Severability

If any provision of the Plan or part hereof is determined to be void or unenforceable in whole or in part, such determination shall not affect the validity or enforcement of any other provision or part thereof.

7.6 Code Section 409A

For Eligible Persons in the United States, the payments hereunder in redemption of the Restricted Share Units are intended to be exempt from the provisions of Section 409A of the Code and all such payments will be made no later than the 15th day of the third month after the later of the end of (i) the first calendar year in which the Eligible Person's right to the payment is no longer subject to a substantial risk of forfeiture or (ii) the first taxable year of the Corporation in which the Eligible Person's right to payment is no longer subject to a substantial risk of forfeiture. Notwithstanding the foregoing, neither the Corporation, nor its subsidiaries or affiliates, nor any of their officers, directors, employees or representatives shall be liable to the Eligible Person for any interest, taxes or penalties resulting from non-compliance with Section 409A of the Code.

RESTRICTED SHARE UNIT GRANT AGREEMENT

This Restricted Share Unit Grant Agreement is made as of the ___ day of _____, 20__ between _____, the undersigned “**Eligible Person**” (the “**Eligible Person**”), being an employee or director of Intouch Insight Ltd. or its Subsidiary (the “**Corporation**”), named or designated pursuant to the terms of the Intouch Insight Ltd. Restricted Share Unit Plan . (which Plan, as the same may from time to time be modified, supplemented or amended and in effect is herein referred to as the “**Plan**”), and the Corporation.

In consideration of the grant of Restricted Share Units made to the Eligible Person pursuant to the Plan (the receipt and sufficiency of which are hereby acknowledged), the Eligible Person hereby agrees and confirms that:

1. The Eligible Person has received a copy of the Plan and has read, understands and agrees to be bound by the provisions of the Plan.
2. The Eligible Person accepts and consents to and shall be deemed conclusively to have accepted and consented to, and agreed to be bound by, the provisions and all terms of the Plan and all bona fide actions or decisions made by the Board, the Committee, or any person to whom the Board or Committee may delegate administrative duties and powers in relation to the Plan, which terms and consent shall also apply to and be binding on the legal representatives, beneficiaries and successors of the undersigned.
3. On _____, 20__, the Eligible Person was granted _____ Restricted Share Units, which grant is evidenced by this Agreement.
4. This Restricted Share Unit Grant Agreement shall be considered as part of and an amendment to the employment agreement between the Eligible Person and the Corporation and the Eligible Person hereby agrees that the Eligible Person will not make any claim under that employment agreement for any rights or entitlement under the Plan or damages in lieu thereof except as expressly provided in the Plan.

This Agreement shall be determined in accordance with the laws of the Province of Ontario and the laws of Canada applicable therein.

Words used herein which are defined in the Plan shall have the respective meanings ascribed to them in the Plan.

IN WITNESS WHEREOF, Intouch Insight Ltd. has executed and delivered this Agreement, and the Eligible Person has signed, sealed and delivered this Agreement, as of the date first above written.

INTOUCH INSIGHT LTD.

Per: _____
Name:

<Name>

SCHEDULE D

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

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.

11. 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.
12. Notice – Notice of meetings of the Committee shall set out the purpose of or the business to be transacted at the meeting.
13. 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.
14. 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.
15. Canadian Majority – Members shall not transact business at a meeting of the Committee unless a majority of members present are resident Canadians.
16. 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.
17. 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.
18. 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.
19. 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.
20. 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

21. 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

22. 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.

23. 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.
24. 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.
25. 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.