

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 Thursday, the 17th day of June 2021, 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, 2020 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 approve the resolution annexed as Schedule A to the Management Proxy Circular, confirming By-Law No. 1B - General Corporate By-Law (the “**By-Law No. 1B – General Corporate By-Law Resolution**”);
5. to consider and, if deemed advisable, to approve the resolution annexed as Schedule B to the Management Proxy Circular, confirming By-Law No. 2 - Advance Notice By-Law (the “**By-Law No. 2 – Advance Notice By-Law 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, 2020 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 Tuesday, June 15, 2021 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 7th day of May 2021.

BY ORDER OF THE BOARD OF DIRECTORS OF THE COMPANY.

A handwritten signature in black ink, appearing to read "Michael Gaffney", written over a 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 Thursday, June 17, 2021 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 7, 2021, 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 6, 2021, the exchange rate of Canadian currency in exchange for United States currency, as reported by the Bank of Canada, was USD\$1.00 = CAD\$ 1.2200.

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 Tuesday, June 15, 2021**, or if the Meeting is adjourned, by no later than 48 hours (excluding Saturdays, Sundays and holidays) before any adjourned Meeting.

Voting by Internet. A Registered Shareholder may vote by Internet by accessing the following website: www.investorvote.com. When you log on to the site you will be required to input a control number as instructed on the logon page. Please see additional information enclosed with the Circular on the form of proxy. Registered Shareholders may vote by Internet **up to 11:00 a.m. (Eastern Time) on Tuesday, June 15, 2021**, or if the Meeting is adjourned, no later than 48 hours (excluding Saturdays, Sundays and holidays) before any adjourned Meeting.

Voting by Telephone. A Registered Shareholder may vote by telephone by calling the toll-free number 1-866-732-8683 from a touch tone phone. When you telephone you will be required to input a control number as instructed on the form of proxy. Please see additional information enclosed with the Circular on the form of proxy. Registered Shareholders may vote by telephone **up to 11:00 a.m. (Eastern Time) on Tuesday, June 15, 2021**, 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, 2020 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 By-Law No. 1B – General Corporate By-Law Resolution; FOR the By-Law No. 2 - Advance Notice By-Law 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 7, 2021, the Company had 22,876,811 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 6, 2021 (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⁾	2,798,560	12.2%

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 (the “**Board**”) 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; Chairman and CEO of Leonovus Inc. since November 2016.	Since August 16, 2004	1,486,294
Rainer Paduch ⁽²⁾⁽³⁾ Ontario, Canada	Director of the Company; CEO Purcolo since January 2018; Principal, Eigentum Enterprises Inc. a consulting firm since 2001.	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	2,798,560
Cameron Watt Ontario, Canada	Director of the Company; President and CEO of the Company since November 21, 2013.	Since June 21, 2016	2,287,579
W. David Oliver ⁽²⁾⁽³⁾ Ontario, Canada	Director of the Company; Principal, Strategic Hospitality Services Inc. a consulting firm since August 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

Mr. Cameron Watt, B.Comm., M.B.A., 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 30 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.

Mr. Eric Beutel, B.A., M.B.A., 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 is a director of Char Technologies Ltd and Toronto Cleantech Capital Inc. Mr. Beutel was a director of the Equitable Group for over 20 years, he retired from the board in May of 2021. He has also been a director and member of the audit committees of other private and publicly traded companies. Mr. Beutel holds Bachelor of Arts Degree from York University and a Master of Business Administration from University of Ottawa.

Mr. Rainer Paduch, B.Eng., M.Eng., 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. W. David Oliver, B. Sc., 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 TSXV. Mr. Gaffney is also on the compensation committee for Leonovus Inc.

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.

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 By-Law No. 1B – General Corporate By-Law Resolution

At the Meeting, shareholders will be asked to consider, and, if thought advisable, to pass, with or without variation, a resolution substantially in the form set out in Schedule A attached to this Circular, to confirm the approval of the Company's By-Law No. 1B – General Corporate By-Law (“**By-Law No. 1B – General Corporate By-Law Resolution**”).

The purpose of By-Law No. 1 – General Corporate By-Law is to update the Company's general corporate by-law and is designed to ensure that the general corporate by-law remains consistent with evolving corporate laws and governance practices. The by-law will also include specific provisions to allow for the Company to issue Direct Registration System (DRS) certificates in addition to, or instead of, physical share certificates. There are several other changes of a housekeeping nature to provide flexibility and provide for the more detailed implementation to be set out in the CBCA.

The foregoing summary of the changes to the Company's By-Law No. 1 - General Corporate By-Law is intended to be brief and is qualified in its entirety by the full text of By-Law No. 1B - General Corporate By-Law which is attached as Schedule C to this Circular. By-Law No. 1B - General Corporate By-Law was adopted by the Board on May 7, 2021, subject to confirmation by the shareholders at this annual and special meeting of shareholders of the Company.

In order to be approved, the By-Law No. 1B – General Corporate By-Law Resolution must be approved by a majority of votes cast at the Meeting, in person or by proxy. Management strongly recommends that shareholders vote FOR the By-Law No. 1B – General Corporate By-Law Resolution.

PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED FOR THE APPROVAL OF THE BY-LAW NO. 1B – GENERAL CORPORATE BY-LAW RESOLUTION UNLESS A SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS OR HER SHARES ARE TO BE VOTED AGAINST THE BY-LAW NO. 1B – GENERAL CORPORATE BY-LAW RESOLUTION.

Approval of the By-Law No. 2 – Advance Notice By-Law Resolution

At the Meeting, shareholders will be asked to consider, and, if thought advisable, to pass, with or without variation, a resolution substantially in the form set out in Schedule B attached to this Circular, to confirm the approval of the Company's By-Law No. 2 (“**By-Law No. 2 – Advance Notice By-Law Resolution**”). By-Law No. 2 – Advance Notice By-Law Resolution provides for advance notice requirements for director elections in connection with any annual or special meeting of the shareholders. In particular, in the case of an annual meeting of shareholders, notice to the Company must be given not less than 30 days prior to the date of the annual meeting and not less than 40 days where notice-and-access is used for delivery of proxy related materials. In the event that the annual meeting is to be held on a date that is less than 50 days after the date on which the first public announcement of the date of the annual meeting was made, notice must be given not later than the close of business on the 10th day following such public announcement. In the case of a special meeting of shareholders (which is not also an annual meeting) called for the purpose of electing directors (whether or not called for other purposes), notice to the Company must be given not later than the close of business on the 15th day following the day on which the first public announcement of the date of the meeting was made. By-Law No. 2 - Advance Notice By-Law also prescribes the proper written form for a shareholder's notice. The Board may, in its sole discretion, waive any requirement under these provisions.

The purpose of By-Law No. 2 - Advance Notice By-Law is to ensure that all shareholders receive adequate notice of director nominations and sufficient time and information with respect to all nominees so shareholders can exercise their voting rights in an informed manner. Additionally, this should assist in facilitating an orderly and efficient meeting process.

The foregoing summary of By-Law No. 2 - Advance Notice By-Law is intended to be brief and is qualified in its entirety by the full text of By-Law No. 2 - Advance Notice By-Law which is attached as Schedule D to this Circular. By-Law No. 2 - Advance Notice By-Law was adopted by the Board on May 7, 2021, subject to confirmation by the shareholders at this annual and special meeting of shareholders of the Company. Because By-Law No. 2 - Advance Notice By-Law was adopted shortly before the Meeting, the Board has indicated pursuant to a press release dated May 10, 2021, that the 30 day prior notice has been waived for purposes of this Meeting to not less than 15 days prior to the Meeting, or June 2, 2021 to ensure that shareholders who may want to provide notice of possible nominations for director elections are provided with adequate time to do so in advance of this Meeting.

In order to be approved, the By-Law No. 2 – Advance Notice By-Law Resolution must be approved by a majority of votes cast at the Meeting, in person or by proxy. Management strongly recommends that shareholders vote FOR the By-Law No. 2 – Advance Notice By-Law Resolution.

PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED FOR THE APPROVAL OF THE BY-LAW NO. 2 – ADVANCE NOTICE BY-LAW RESOLUTION UNLESS A SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS OR HER SHARES ARE TO BE VOTED AGAINST THE BY-LAW NO. 2 – ADVANCE NOTICE BY-LAW 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, 2020 (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 ⁽¹⁾ (\$)	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 ⁽³⁾	2020	\$164,063	\$59,046	\$14,156	\$78,117	Nil	Nil	Nil	\$315,382
	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
Cathy Smith, CFO ⁽⁴⁾	2020	\$160,500	\$18,895	Nil	\$39,059	Nil	Nil	Nil	\$218,454
	2019	\$152,077	Nil	\$16,026	\$71,585	Nil	Nil	Nil	\$239,688
	2018	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Paul Brohman, CTO ⁽⁵⁾	2020	\$160,500	\$18,895	Nil	\$10,000	Nil	Nil	Nil	\$189,395
	2019	\$160,000	Nil	\$9,455	Nil	Nil	Nil	Nil	\$169,455
	2018	\$143,333	Nil	Nil	\$10,000	Nil	Nil	Nil	\$153,333
Erin Fenn, EVP ⁽⁶⁾	2020	\$156,042	\$18,370	Nil	\$8,750	Nil	Nil	Nil	\$183,162
	2019	\$40,497	Nil	\$7,380	Nil	Nil	Nil	Nil	\$47,877
	2018	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
David Newby, VP Human Resources and Customer Experience ⁽⁸⁾	2020	\$141,617	\$16,795	Nil	Nil	Nil	Nil	Nil	\$158,412
	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

Notes:

- (1) 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.

- (2) On October 5, 2020, the Company issued Restricted Stock Units (“RSUs”) that vest on the first anniversary of the date of issuance of the RSUs. The share based reward is calculated using the underlying value of the common shares on the date of issuance.
- (3) 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.
- (4) Cathy Smith joined the Company on February 19, 2019 as Chief Financial Officer.
- (5) 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.
- (6) Erin Fenn joined the Company on October 8, 2019 as EVP.
- (7) 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.

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 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 in September 2017 to provide for Mr. Watt’s annual compensation for his services at \$210,000. 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 one year’s notice or pay in lieu.

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 incentive share option or bonus plans as such plans are made available to all senior officers of the Company. Ms. Smith may terminate her employment by giving at least two months’ written notice. The Company may terminate Ms. Smith’s 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. 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.

Ms. Fenn entered into an agreement with the Company in October 2019 for her services as EVP, with an annual compensation for her services of \$175,000. Ms. Fenn is further entitled to participate in any incentive share option or

bonus plans as set out by the President and CEO. Ms. Fenn may terminate her employment by giving at least three months' written notice. The Company may terminate Ms. Fenn's employment at any time without cause in which event the Company is obligated to provide Ms. Fenn 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. In September 2017 Mr. Newby's agreement was amended to provide for annual compensation for his services of \$141,960. 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 minimum entitlements prescribed by applicable legislation.

Restricted Share Units (RSUs)

The Company adopted the Intouch Insight Ltd. Restricted Share Unit Plan (the "**RSU Plan**") on May 13, 2020 which was approved by shareholders on June 19, 2020, under which restricted share units ("**RSUs**") are redeemable, at the option of the Company, for cash or Common Shares. RSUs may be granted by the Board to directors, officers, employees and consultants of the Company.

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 TSX Venture Exchange ("**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 can 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.

Notwithstanding any provision herein, the aggregate number of Common Shares which may be issuable upon the redemption of all RSUs under the RSU Plan is 1,126,090 Common Shares representing approximately 4.9% of the issued and outstanding shares of the Company. On October 5, 2020, there were RSUs for 1,126,088 Common Shares awarded under the RSU Plan. The number of Common Shares available for issuance upon the redemption of RSUs under the RSU Plan is currently two Common Shares. As of December 31, 2020, a total of RSUs for 1,118,434

Common Shares were outstanding as RSUs for 7,654 Common Shares were forfeit after issuance. As of May 7, 2021, there were total RSUs for 1,099,449 Common Shares outstanding.

Stock Options

The Company adopted the Intouch Insight Ltd. Amended Stock Option Plan (the “**Option Plan**”) dated January 26, 2002 and as amended on June 21, 2016, March 1, 2018 and June 19, 2020, under which options to purchase Common Shares may be granted by the Board or the Compensation Committee, as applicable from time to time, 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 TSXV 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 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 five years.

At an annual and special meeting of shareholders held on June 19, 2020, the shareholders voted to increase the number of Common Shares under the Option Plan to 3,378,272 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 3,093,272.

The number of options granted to one Optionee may not exceed 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, 2020 there were options for 370,000 Common Shares awarded under the Option Plan. Options for 140,000 Common Shares were exercised, options for 220,000 Common Shares were forfeited and 285,000 options expired in the year ended December 31, 2020. In 2019, 985,000 options for Common Shares were awarded, 365,000 were exercised, 315,000 were forfeited and 150,000 expired. As of December 31, 2020, a total of options for 1,980,000 Common Shares were outstanding at exercise prices between \$0.305 and \$0.70 per share. As of May 7, 2021, 460,000 options to purchase Common Shares were issued while 225,000 were exercised, 25,000 were forfeited and none had expired. As of May 7, 2021, there were total options for 2,190,000 Common Shares outstanding at exercise prices between \$0.305 and \$0.72 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, 2020.

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 ⁽¹⁾ (\$)	Market or payout value of vested share based awards not paid out or distributed (\$)
Cameron Watt, President and CEO	115,000	\$ 0.48	June 30, 2021	\$31,050	123,016	\$92,262	Nil
	115,000	\$0.38	June 12, 2022	\$42,550			
	115,000	\$0.305	April 6, 2025	\$51,175			
Cathy Smith, CFO	65,000	\$ 0.38	June 12, 2022	\$24,050	39,364	\$29,523	Nil
	100,000	\$ 0.40	February 18, 2024	\$35,000			
	35,000	\$0.44	November 21, 2024	\$10,850			

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 ⁽¹⁾ (\$)	Market or payout value of vested share based awards not paid out or distributed (\$)
Paul Brohman CTO	10,000	\$0.38	March 31, 2021	\$3,700	39,364	\$29,523	Nil
	10,000	\$0.32	June 30, 2021	\$4,300			
	10,000	\$0.40	January 30, 2022	\$3,500			
	50,000	\$0.42	June 12, 2022	\$18,500			
	20,000	\$0.47	September 30, 2022	\$5,600			
	50,000	\$0.61	February 28, 2023	\$7,000			
	50,000	\$0.38	October 31, 2023	\$16,500			
	50,000	\$0.44	November 21, 2024	\$15,500			
Erin Fenn, EVP	100,000	\$0.385	October 7, 2024	\$36,500	38,271	\$28,703	
David Newby, VP, HR	25,000	\$0.38	June 12, 2022	\$ 9,250	34,990	\$26,243	Nil
	25,000	\$0.42	October 31, 2023	\$ 8,250			
	50,000	\$0.44	November 21, 2024	\$15,500			

(1) Based on the December 31, 2020 closing price of \$0.75 for the Company's Common Shares on the TSXV.

Incentive Plan Awards – Value Vested or Earned During the Year Ended December 31, 2020

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, 2020, 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	Nil	Nil	\$ 78,117
Cathy Smith, CFO	\$11,917	Nil	\$ 39,059
Paul Brohman, CTO	\$4,167	Nil	\$10,000
Erin Fenn, EVP	\$2,833	Nil	\$8,750
David Newby, VP HR	\$500	Nil	Nil

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

Indebtedness of Directors, Executive Officers and Others

At no time since the beginning of the Company's last financial year was any director, executive officer, 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, 2020 and the Company pays an annual premium of \$24,750. 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 Common Shares of the Company, subject to any required regulatory or other approvals. As a result of the COVID-19 pandemic, the directors waived their fees for six months of 2020. The Company has recorded directors' expenses of \$62,500 for 2020 (\$125,000 – 2019) included in general operations and administrative expense for board services. All directors' fees were paid in cash in 2020 and no Common Shares were issued in lieu of fees.

Non-Management Director Compensation for the Financial Year Ended December 31, 2020

Name	Fees earned (\$)	Share-based awards ⁽¹⁾ (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
Michael Gaffney	\$ 25,000	\$24,224	\$ 6,155	Nil	Nil	Nil	\$ 55,379
Rainer Paduch	\$ 12,500	\$12,112	\$ 3,077	Nil	Nil	Nil	\$ 27,689
Eric Beutel	\$ 12,500	\$12,112	\$ 3,077	Nil	Nil	Nil	\$ 27,689
W. David Oliver	\$ 12,500	\$12,112	\$ 3,077	Nil	Nil	Nil	\$ 27,689

(1) On October 5, 2020, the Company issued RSUs that vest on the first anniversary of the date of issuance. The share based reward is calculated using the underlying value of the Common Shares on the date of issuance.

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, 2020:

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 ⁽¹⁾ (\$)	Market or payout value of vested share based awards not paid out or distributed (\$)
Michael Gaffney	50,000	\$0.48	June 30, 2021	\$13,500	50,467	\$37,850	Nil
	50,000	\$0.38	June 12, 2022	\$18,500			
	50,000	\$0.305	April 6, 2025	\$22,250			
Rainer Paduch	25,000	\$0.48	June 30, 2021	\$6,750	25,233	\$18,925	Nil
	25,000	\$0.38	June 12, 2022	\$9,250			
	25,000	\$0.305	April 6, 2025	\$11,125			
Eric Beutel	25,000	\$ 0.24	June 30, 2021	\$6,750	25,233	\$18,925	Nil
	25,000	\$0.48	June 12, 2022	\$9,250			
	25,000	\$0.38	April 6, 2025	\$11,125			
W. David Oliver	25,000	\$ 0.48	June 30, 2021	\$6,750	25,233	\$18,925	Nil
	25,000	\$0.38	June 12, 2022	\$9,250			
	25,000	\$0.305	April 6, 2025	\$11,125			

(1) Based on the December 31, 2020 closing price of \$0.75 for the Company's Common Shares on the TSXV.

Incentive Plan Awards – Value Vested or Earned During the Year Ended December 31, 2020

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, 2020, 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	Nil	Nil	Nil
Rainer Paduch	Nil	Nil	Nil
Eric Beutel	Nil	Nil	Nil
W. David Oliver	Nil	Nil	Nil

(1) Based on the difference between the exercise price of the stock options and the closing trading price on the TSXV as of the vesting date, namely the closing price of \$0.75

EQUITY COMPENSATION PLAN INFORMATION

The following table sets forth certain summary information concerning the Company’s equity compensation plans as at December 31, 2020. The Company has two equity compensation plans, the Company’s Option Plan, and the RSU Plan; directors, officers, employees and consultants are eligible to participate in these plans.

	Number of Common Shares to be Issued Upon Exercise of Outstanding Options/ Redemption of RSUs	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 or Redemption of RSUs)
Equity compensation plans approved by security holders (Option Plan)	1,980,000	\$0.42	1,338,272
Equity compensation plans approved by security holders (RSU Plan)	1,118,434	N/A	2
Total	3,098,434	N/A	1,338,274

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, 2020.

The charter of the Audit Committee is attached as Schedule E 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 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 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 a firm of independent auditors for appointment by the shareholders and reporting to the Board 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.

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, 2020 and 2019, the fees paid by the Company for audit work and other services performed by MNP LLP were as follows:

	2020	2019
Audit Services	\$ 89,880	\$ 79,180
Audit-Related Services	Nil	Nil
Tax Services	Nil	Nil
Other Services	Nil	Nil
Total	\$ 89,880	\$ 79,180

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 2020 and 2019.

Tax Service Fees

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

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 Chair of the Board and is also an executive officer of an inactive 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 TSXV. Mr. Oliver holds a directorship position in Zonetail, a reporting issuer on the TSXV.

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 the Company’s six-person senior management team, this is a 50% representation by women. Currently, the Company has 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. Members of the Committee are appointed from time to time by the Board. 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, 2020. 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 2022, must be received by the Company no later than March 1, 2022 for inclusion in the management proxy circular related to that meeting. The Company’s next annual meeting of shareholders is planned for June 2022.

ADDITIONAL INFORMATION

Additional information about the Company including the consolidated financial statements for the fiscal year ended December 31, 2020 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 7th day of May, 2021

BY ORDER OF THE BOARD OF DIRECTORS

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

MICHAEL GAFFNEY

Director and Chairman

SCHEDULE A

BY-LAW NO. 1B - GENERAL CORPORATE BY-LAW RESOLUTION

RESOLVED THAT:

1. Pursuant to the *Canada Business Corporations Act*, By-law No. 1B - General Corporate By-Law of the Company in the form attached as Schedule C to the management proxy circular of the Corporation dated May 7, 2021, is hereby approved, ratified and confirmed; and
2. Any officer or director of the Corporation be and each of them is hereby authorized to execute and deliver all documents and to do all acts and things necessary or desirable to give effect to this resolution, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination.

SCHEDULE B

BY-LAW NO. 2 – ADVANCE NOTICE BY-LAW RESOLUTION

RESOLVED THAT:

1. Pursuant to the *Canada Business Corporations Act*, By-law No. 2 – Advance Notice By-Law of the Company in the form attached as Schedule D to the management proxy circular of the Corporation dated May 7, 2021, is hereby approved, ratified and confirmed; and
2. Any officer or director of the Corporation be and each of them is hereby authorized to execute and deliver all documents and to do all acts and things necessary or desirable to give effect to this resolution, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination.

SCHEDULE C
BY-LAW NO. 1B
GENERAL CORPORATE BY-LAW

INTOUCH INSIGHT LTD.

MAY 7, 2021

ARTICLE 1 INTERPRETATION

1.1 Definitions

In this by-law:

“Act” means the *Canada Business Corporations Act* RSC 1985, c. C-44 and the regulations enacted pursuant to it and any statute and regulations that may be substituted for them, in each case, as amended from time to time;

“articles” means the articles, as that term is defined in the Act, of the Corporation;

“auditor” means the auditor of the Corporation;

“board” means the board of directors of the Corporation;

“by-law” means a by-law of the Corporation;

“Corporation” means the corporation Intouch Insight Ltd;

“director” means a director of the Corporation;

“electronic document” means any form of representation of information or of concepts fixed in any medium in or by electronic, optical or other similar means and that can be read or perceived by a person or by any means;

“officer” has the meaning set forth in the Act but reference to any specific officer is to the individual holding that office of the Corporation;

“person” means an individual, body corporate, partnership, joint venture, trust, unincorporated organization, association, the Crown or any agency or instrumentality thereof, or any entity recognized by law;

“proxyholder” means a person holding a valid proxy for a shareholder;

“shareholder” means a shareholder of the Corporation; and

“voting person” means, in respect of a meeting of shareholders, a shareholder entitled to vote at that meeting, a duly authorized representative of a shareholder entitled to vote at the meeting or a proxyholder entitled to vote at that meeting.

Terms defined in the Act and used herein, unless otherwise defined herein or the context otherwise requires, shall have the same meaning herein as in the Act.

1.2 Number, Gender and Headings

In this by-law, unless the context otherwise requires, words in the singular include the plural and vice-versa and words in one gender include all genders. The insertion of headings in this by-law and its division into Articles, Sections and other subdivisions are for convenience of reference only, and shall not affect the interpretation of this by-law.

1.3 By-Law Subordinate to Other Documents

This by-law is subordinate to, and should be read in conjunction with, the Act, the articles and any unanimous shareholder agreement of the Corporation.

1.4 Computation of Time

The computation of time and any period of days shall be determined in accordance with the Act and the provisions of the *Interpretation Act (Canada)* and any statute that may be substituted for it, as amended from time to time.

ARTICLE 2 DIRECTORS

2.1 Notice of Meeting

Any director may call a meeting of the board by giving notice stating the time and place of the meeting to each of the directors. Except as otherwise required by the Act, such notice need not specify the purpose of or the business to be transacted at the meeting. Notices of board meetings shall be given in accordance with Section **Error! Reference source not found.** no less than 48 hours before the time of the meeting, except that notices sent by mail shall be sent no less than 5 days before the day of the meeting.

The board may appoint, by resolution, dates, time and places for regular meetings of the board. A copy of any such resolution shall be given to each director forthwith after being passed, but no other notice is required for any such meeting except where the Act requires the purpose of or the business to be transacted at a meeting to be specified.

2.2 Meetings Without Notice

A meeting of the board may be held without notice immediately following the first or any annual meeting of shareholders.

2.3 Place of Meeting

A meeting of the board may be held at any place within or outside Canada.

2.4 Quorum for Board Meetings

If there are 1 or 2 directors, all of the directors constitute a quorum at a meeting of the board. If there are 3, 4 or 5 directors, a majority of the directors constitute a quorum at a meeting of the board. Otherwise, such a quorum consists of the next whole number not less than 2/5ths of the number of board members. In this section, the “number of board members” is either:

- (a) if a fixed number of directors is provided for in the articles, that number; or
- (i) if a minimum and maximum number of directors is provided for in the articles, the total number of directors most recently elected by shareholders, whether at the last annual meeting or otherwise, plus, if applicable, the number of additional directors appointed by the board following such election in accordance with any right provided in the articles which allows such an appointment or appointments and until such an election has been held, the number of board members is the number of directors named in the notice of directors filed with the articles.

The board shall not transact business at a meeting of directors unless the minimum number of resident Canadian directors required by the Act are present.

2.5 Participation by Communications Facility

A director may, in accordance with the Act and if all directors consent, participate in a meeting of the board or of a committee of the board by means of a telephonic, electronic or other communication facility that

permits all participants to communicate adequately with each other during the meeting. A director participating in such a meeting shall be deemed to be present at that meeting.

2.6 Chair of Board Meetings

The Chair of the board shall preside as chair of all meetings of directors. If there is no Chair of the board or if the Chair is not present or is unwilling to act as chair of a board meeting, then the President of the Corporation, if present, a director and willing to act, shall preside as chair of the meeting. In any other case, the directors present at the meeting shall choose a director to preside as chair of the meeting.

2.7 Votes at Board Meetings

Each director present at a meeting of the board shall have 1 vote on each motion arising. Motions arising at meetings of the board shall be decided by a majority vote. The chair of the meeting shall not have a second or casting vote.

2.8 Committees

Subject to the provisions of the Act and unless otherwise determined by the board, each committee of the board shall have power to fix its quorum at not less than the majority of its members, to elect its chair and to regulate its procedures.

2.9 Officers

Each officer shall hold office during the pleasure of the board. Any officer may, however, resign at any time by giving notice to the Corporation.

ARTICLE 3 MEETINGS OF SHAREHOLDERS

3.1 Notice of Shareholders' Meetings

The board may call a meeting of shareholders by causing notice of the time, place and, when required by the Act, purposes of the meeting to be given to each shareholder entitled to vote at the meeting, each director and the auditor. Such notice shall be given no less than 21 days and no more than 60 days before the meeting if the Corporation is a distributing corporation (as defined in the Act) or no less than 10 days and no more than 60 days before the meeting if the Corporation is not a distributing corporation.

3.2 Quorum at Meetings of Shareholders

A quorum at meetings of shareholders consists of one or more voting persons present and authorized to cast in the aggregate not less than 10% of the total number of votes attaching to all shares carrying the right to vote at that meeting.

3.3 Chair of Shareholder Meetings

The Chair of the board shall preside as chair of all meetings of shareholders. If there is no Chair of the board or the Chair of the board is not present or is unwilling to act as chair of a shareholder meeting, then the President of the Corporation shall preside as chair of the meeting if present and willing to act. In any other case, the voting persons present at the meeting shall choose an individual, who need not be a voting person, to preside as chair of the meeting.

The chair of any meeting of shareholders shall not have a second or casting vote.

3.4 Voting

Unless the chair of a meeting of shareholders directs a ballot or a voting person demands one, each motion shall be voted upon by a show of hands. Each voting person has 1 vote in a vote by show of hands. A ballot may be directed or demanded either before or after a vote by show of hands. If a ballot is taken, a prior vote by show of hands has no effect. A ballot so directed or demanded shall be taken in such manner as the chair of the meeting shall direct. If a ballot is taken, each voting person shall be entitled with respect to each share which he is entitled to vote at the meeting upon the motion, to one vote or such other number of votes as may be provided by the articles, and the result of the ballot so taken shall be the decision of the shareholders upon the said motion. Any vote at a meeting of shareholders may be taken in whole or in part by means of a telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

3.5 Scrutineers

The chair of a meeting of shareholders may appoint for that meeting 1 or more scrutineers, who need not be voting persons.

3.6 Who May Attend Shareholders' Meeting

The only persons entitled to attend a meeting of shareholders are voting persons, the directors, the auditor and the President, if any, as well as others permitted by the chair of the meeting.

3.7 Participation By Communication Facility

Any person entitled to attend a meeting of shareholders may participate in the meeting in accordance with the Act by means of a telephonic, electronic or other communication facility made available by the Corporation that permits all participants to communicate adequately with each other during the meeting and a person participating in a meeting by such means is deemed to be present at the meeting. A meeting of the shareholders called by either the directors or the shareholders may be held entirely by means of such a telephonic, electronic or other communications facility if the directors or shareholders calling the meeting so determine.

ARTICLE 4 SECURITY CERTIFICATES, PAYMENTS

4.1 Certificates

Security certificates shall be in such form as the board may approve or the Corporation adopt. For greater certainty, a registered shareholder may have his holdings of shares of the Corporation evidenced by an electronic, book-based, direct registration service or other non-certificated entry or position on the register of shareholders to be kept by the Corporation in place of a physical share certificate pursuant to a registration system that may be adopted by the Corporation, in conjunction with its transfer agent. A registered holder of shares of the Corporation pursuant to any such electronic, book-based, direct registration service or other non-certificated entry or position shall be entitled to all of the same benefits, rights, entitlements and shall incur the same duties and obligations as a registered holder of share evidenced by a physical share certificate.

The board and its transfer agent may adopt such policies and procedures and require such documents and evidence as they may determine necessary or desirable in order to facilitate the adoption and maintenance of a share registration system by electronic, book-based, direct registration system or other non-certificated means.

The President or the board may order the cancellation of any security certificate that has become defaced and the issuance of a replacement certificate for it when the defaced certificate is delivered to the Corporation or to a transfer agent of the Corporation.

4.2 Cheques

Any amount payable in cash to shareholders (including dividends payable in cash) may be paid by cheque drawn on any of the Corporation's bankers to the order of each registered holder of shares of the class or series in respect of which such amount is to be paid. Cheques may be sent by ordinary mail, postage prepaid, to each such registered holder at that holder's address as shown in the records of the Corporation, unless that holder otherwise directs in writing. The mailing of a cheque as aforesaid shall satisfy and discharge all liability for the applicable dividend or other payment to the extent of the sum represented by such cheque plus the amount of any tax which the Corporation is required to and does withhold, unless such cheque is not paid on due presentation.

4.3 Cheques to Joint Shareholders

Cheques payable to joint shareholders shall be made payable to the order of all such joint shareholders unless such joint shareholders direct otherwise. Such cheques may be sent to the joint shareholders at the address appearing on the records of the Corporation in respect of that joint holding, to the first address so appearing if there is more than one, or to such other address as those joint shareholders direct in writing.

4.4 Non-Receipt of Cheques

The Corporation shall issue a replacement cheque in the same amount to any person who does not receive a cheque sent as provided in this by-law, if that person has satisfied the conditions regarding indemnity, evidence of non-receipt and title set by the board from time to time, either generally or for that particular case.

4.5 Currency of Dividends

Dividends or other distributions payable in cash may be paid to some shareholders in Canadian currency and to other shareholders in equivalent amounts of a currency or currencies other than Canadian currency. The board may declare dividends or other distributions in any currency or in alternative currencies and make such provisions as it deems advisable for the payment of such dividends or other distributions.

4.6 Lien for Indebtedness

If the articles provide that the Corporation shall have a lien on shares registered in the name of a shareholder indebted to the Corporation, such lien may be enforced, subject to any other provisions of the articles, by the sale of the shares thereby affected or by any other action, suit, remedy or proceeding authorized or permitted by law or by equity and, pending such enforcement, the transfer of all or any part of such shares may be refused.

ARTICLE 5 SIGNATORIES, INFORMATION

5.1 Signatories

Except for documents executed in the usual and ordinary course of the Corporation's business, which may be signed by any officer of the Corporation acting within the scope of his or her authority, the following are the only persons authorized to sign any document on behalf of the Corporation:

- (a) any individual appointed by resolution of the board to sign the specific document, that type of document or documents generally on behalf of the Corporation; or
- (ii) any director or any officer appointed to office by the board.

Any document so signed may, but need not, have the corporate seal of the Corporation applied, if there is one.

5.2 Facsimile Signatures

The signature of any individual authorized to sign on behalf of the Corporation may, if specifically authorized by resolution of the board, be written, printed, stamped, engraved, lithographed or otherwise mechanically reproduced. Anything so signed shall be as valid as if it had been signed manually, even if that individual has ceased to hold office when anything so signed is issued or delivered, until revoked by resolution of the board.

5.3 Restriction on Information Disclosed

Except as required by the Act or authorized by the board, no shareholder is entitled by virtue of being a shareholder to disclosure of any information, document or records respecting the Corporation or its business.

ARTICLE 6 PROTECTION AND INDEMNITY

6.1 Transactions with the Corporation

No director or officer shall be disqualified by reason of being a director or officer of the Corporation from, or be required to vacate his position as a director or officer by reason of, holding any other office, employment or other position with or having any pecuniary interest in or with respect to the Corporation or any other body corporate or contracting with or being otherwise in any way directly or indirectly interested in or concerned with any contract, transaction or arrangement made or proposed to be made with the Corporation or being a director or officer or acting in a similar capacity of, or having any interest in, another party to such contract, transaction or arrangement. No such contract, transaction or arrangement shall be void or voidable for any such reason and no director or officer shall be liable to account to the Corporation or others for any profit arising from any such office, employment or other position or pecuniary interest or realized in respect of any such contract, transaction or arrangement except, in all cases, as otherwise provided in the Act.

6.2 Limitation of Liability

Every director and officer in exercising his powers and discharging his duties shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject thereto, no director or officer shall be liable for:

- (iii) the acts, receipts, neglects or defaults of any other person;
- (iv) joining in any receipt or other act for conformity;
- (v) any loss, damage or expense to the Corporation arising from the insufficiency or deficiency of title to any property acquired by or on behalf of the Corporation;
- (vi) the insufficiency or deficiency of any security in or upon which any monies of the Corporation are invested;
- (vii) any loss, damage or expense arising from the bankruptcy, insolvency, act or omission of any person with whom any monies, securities or other property of the Corporation are lodged or deposited;
- (viii) any loss, damage or expense occasioned by any error of judgment or oversight; or
- (ix) any other loss, damage or expense related to the performance or non-performance of the duties of that individual's office.

6.3 Contracts on Behalf of the Corporation

Subject to the Act, any contract entered into, or action taken or omitted, by or on behalf of the Corporation shall, if duly approved by a resolution of the shareholders, be deemed for all purposes to have had the prior authorization of the shareholders.

6.4 Indemnity of Directors and Officers

Subject to the limitations contained in the Act, but without limiting the right of the Corporation to indemnify any individual under the Act or otherwise to the full extent permitted by law, the Corporation:

- (a) shall indemnify each director or officer or former director or officer and each other individual who acts or has acted at the Corporation's request as a director or officer, or in a similar capacity, of another person (and each such individual's respective heirs and personal representatives), against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or other person, provided:
 - (i) the individual acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other person for which the individual acted as a director or officer or in a similar capacity at the Corporation's request; and
 - (A) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that the individual's conduct was lawful; and
- (b) may advance monies to a director, officer or other individual for the costs, charges and expenses of a proceeding referred to in Section **Error! Reference source not found.** in accordance with the Act.

Notwithstanding the foregoing, any such indemnity or advance of monies in respect of an action referred to in Section **Error! Reference source not found.** by or on behalf of the Corporation or other person in respect of which an individual has acted as director or officer or in a similar capacity at the request of the Corporation to procure judgment in its favour shall be subject to approval of a court.

6.5 Indemnities Not Limiting

The provisions of this Article 6 shall be in addition to and not in substitution for or limitation of any rights, immunities and protections to which a person is otherwise entitled.

ARTICLE 7 NOTICES

7.1 Procedure for Giving Notices

Any notice (which term includes any communication or document) to be given pursuant to the Act, the articles, the by-laws or otherwise to a shareholder or other securityholder of the Corporation, director, officer or auditor shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to the person's address as shown in the records of the Corporation or mailed to the person at such address by ordinary mail, postage prepaid, or, if the person consents, provided by electronic document in accordance with the Act. Notice shall not be sent by mail if there is any general interruption of postal services in the municipality in which or to which it is mailed. Any notice so delivered shall be deemed to have been received when it is delivered personally or at the

address as aforesaid. Any such notice mailed or provided by electronic document as aforesaid shall be deemed to have been received at the time specified in the Act.

7.2 Notices to Successors in Title

Notice to a shareholder or other securityholder as aforesaid is sufficient notice to each successor in title to that shareholder or other securityholder until the name and address of that successor have been entered on the records of the Corporation.

7.3 Notice to Joint Securityholders

Notice to one joint securityholder is sufficient notice to all of them. Such notice shall be addressed to all such joint securityholders and sent to the address for them shown in the records of the Corporation, or to the first such address if there is more than one.

7.4 Facsimile Signatures on Notices

The signature on any notice or other communication or document to be given by the Corporation may be written, printed, stamped, engraved, lithographed or otherwise mechanically reproduced.

7.5 Omission of Notice Does Not Invalidate Actions

All actions taken at a meeting in respect of which a notice has been given shall be valid even if:

- (a) by accident, notice was not given to any person;
- (b) notice was not received by any person; or
- (c) there was an error in a notice that did not affect the substance of the notice.

7.6 Waiver of Notice

Any person entitled to notice under the Act, the articles or the by-laws may waive that notice. Waiver, either before or after the event referred to in the notice, shall cure any defect in giving that notice to such person.

ARTICLE 8 REPEAL OF FORMER BY-LAWS

8.1 Former By-Laws May be Repealed

The board may repeal one or more by-laws by passing a by-law that contains provisions to that effect. This By-Law No. 1B repeals and replaces By-Law No. 1A of the Corporation.

8.2 Effect of Repeal of By-Laws

The repeal of any by-law in whole or part shall not in any way affect the validity of any act done or right, privilege, obligation or liability acquired or incurred thereunder prior to such repeal. All directors, officers and other persons acting under any by-law repealed in whole or part shall continue to act as if elected or appointed under the provisions of this by-law.

MADE by the board on May 7, 2021.

SCHEDULE D
BY-LAW NO. 2
ADVANCE NOTICE BY-LAW

INTOUCH INSIGHT LTD.

MAY 7, 2021

ARTICLE 1 INTERPRETATION

1.1 Interpretation

For the purposes of this By-Law No. 2:

- (a) “**public announcement**” shall mean disclosure in a press release reported by a news service in Canada, or in a document publicly filed by the Corporation under its profile on the System for Electronic Document Analysis and Retrieval at www.sedar.com;
- (b) “**Applicable Securities Laws**” means, collectively, the applicable securities legislation of each relevant province and territory of Canada, as amended from time to time, the rules, regulations and forms made or promulgated under any such statute and the published national instruments, multilateral instruments, policies, bulletins and notices of the securities commission and similar regulatory authority of each relevant province and territory of Canada;
- (c) “**business day**” means any day other than Saturday, Sunday or a day on which banks in Province of Ontario are generally not open for business;
- (d) “**close of business**” means 5:00 p.m. (local time) on a business day in the Province of Ontario; and
- (e) “**Corporation**” means Intouch Insight Ltd.

ARTICLE 2 NOMINATIONS OF DIRECTORS

2.1 Nomination of Directors

Only persons who are eligible under the *Canada Business Corporations Act* (the “**Act**”), Applicable Securities Laws, the articles of the Corporation, and who are nominated in accordance with the following procedures shall be eligible for election as directors of the Corporation at a meeting of shareholders. At any annual meeting of shareholders, or at any special meeting of shareholders if one of the purposes for which the special meeting was called is the election of directors, nominations of persons for election to the board of directors of the Corporation (the “**Board**”) may be made only:

- (a) by or at the direction of the Board, including pursuant to a notice of meeting;
- (b) by or at the direction or request of one or more shareholders pursuant to a proposal made in accordance with the Act, or a requisition of the shareholders made in accordance with the Act; or
- (c) by any person (a “**Nominating Shareholder**”):
 - (i) who, at the close of business on the date of the giving by the Nominating Shareholder of the notice provided for below in this By-Law No. 2 and at the close of business on the record date for notice of such meeting, is either:
 - (A) entered in the securities register of the Corporation as a holder of one or more common shares carrying the right to vote at such meeting; or
 - (B) beneficially owns shares that are entitled to be voted at such meeting and provides evidence of such beneficial ownership that is reasonably satisfactory to the Board acting reasonably; and

- (ii) who complies with the notice procedures set forth below in this By-Law No. 2.
- (d) In addition to any other requirements under applicable laws, for a nomination to be made by a Nominating Shareholder, the Nominating Shareholder must have given notice thereof that is both timely (in accordance with section 4 below) and in proper written form (in accordance with section 5 below) to the secretary of the Corporation at the principal executive offices of the Corporation in accordance with section 7 below.
- (e) To be timely, a Nominating Shareholder's notice to the secretary of the Corporation must be made:
 - (i) in the case of an annual meeting of shareholders (which includes an annual and special meeting), not less than 30 days nor more than 65 days prior to the date of the annual meeting of shareholders; provided, however, that in the event that the annual meeting of shareholders is to be held on a date that is less than 50 days after the date (the "**Notice Date**") on which the first public announcement of the date of the annual meeting was made, notice by the Nominating Shareholder may be made not later than the close of business on the 10th day following the Notice Date;
 - (ii) in the case of a special meeting (which is not also an annual meeting) of shareholders called for the purpose of electing directors (whether or not called for other purposes), not later than the close of business on the 15th day following the Notice Date; and
 - (iii) in the case of an annual meeting of shareholders (which includes an annual and special meeting) called for the purpose of electing directors (whether or not also called for other purposes) where notice-and-access is used for delivery of proxy related materials, not less than 40 days prior to the date of the meeting; provided, however, that in the event that the meeting is to be held on a date that is less than 50 days after the Notice Date, notice by the Nominating Shareholder may be made, in the case of an annual meeting of shareholders (including an annual and special meeting), not later than the close of business on the 10th day following the Notice Date and, in the case of a special meeting of shareholders (which is not also an annual meeting), not later than the close of business on the 15th day following the Notice Date.
- (f) To be in proper written form, a Nominating Shareholder's notice to the secretary of the Corporation must set forth:
 - (i) as to each person whom the Nominating Shareholder proposes to nominate for election as a director: (i) the name, age, business address and residential address of the person; (ii) the present principal occupation or employment of the person and the principal occupation or employment within the five years preceding the notice; (iii) the citizenship of such person; (iv) whether such person is a resident Canadian within the meaning of the Act; (v) the number of shares in the capital of the Corporation or any of its subsidiaries which are directly or indirectly controlled or directed or which are owned beneficially or of record by the person as of the record date for the meeting of shareholders (if such date shall then have been made publicly available and shall have occurred and if not, provide such particulars in respect of the record date immediately following the occurrence of said date) and as of the date of such notice; (vi) a description of any relationship, agreement, arrangement or understanding (including financial, compensation or indemnity related or otherwise) between the proposed nominee and the Nominating Shareholder, or any affiliates or associates of, or any person or entity acting jointly or in concert with, the proposed nominee or the Nominating Shareholder, in connection with the proposed nominee's nomination and election as a director; and (vii) any other information relating to the person that would be required to be disclosed in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the Act and Applicable Securities Laws; and

- (ii) as to the Nominating Shareholder giving the notice, full particulars as to shares of the Corporation or any of its subsidiaries directly or indirectly controlled or directed or which are owned beneficially or of record by the Nominating Shareholders and any proxy, contract, agreement, arrangement, understanding or relationship pursuant to which such Nominating Shareholder has a right to vote or direct the voting of any shares of the Corporation as of the record date for the meeting (if such date shall then have been made publicly available and shall have occurred and, if not, provide such particulars in respect of the record date immediately following the occurrence of said date) and as of the date of such notice and any other information relating to such Nominating Shareholder that would be required to be made in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the Act and Applicable Securities Laws.

The Corporation may require any proposed nominee to furnish such other information as may reasonably be required by the Corporation to determine the eligibility of such proposed nominee to serve as an independent director (as defined in Applicable Securities Laws) of the Corporation or that would reasonably be expected to be material to a reasonable shareholder's understanding of the independence and/or qualifications, or lack thereof, of such proposed nominee. In addition, to be considered timely and in proper written form, a Nominating Shareholder's notice shall be promptly updated and supplemented, if necessary, so that the information provided or required to be provided in such notice shall be true and correct as of the record date for the meeting.

- (g) No person shall be eligible for election as a director of the Corporation at a meeting of shareholders unless nominated in accordance with the provisions of this By-Law No. 2 and applicable law; provided, however, that nothing in this By-Law No. 2 shall be deemed to preclude discussion by a shareholder (as distinct from the nomination of directors) at a meeting of shareholders of any matter in respect of which it would have been entitled to submit a proposal pursuant to the provisions of the Act or at the discretion of the chair of the meeting. The chair of the meeting shall have the power and duty to determine whether a nomination was made in accordance with the procedures set forth in this By-Law No. 2 and, if any proposed nomination is not in compliance with such foregoing provisions, to declare such nomination to be defective and that it shall be disregarded.
- (h) Notwithstanding any other provision of this by-law or any other by-law of the Corporation, notice given to the secretary of the Corporation pursuant to this By-Law No. 2 may only be given by:
 - (i) personal delivery to the secretary of the Corporation at the address of the head office of the Corporation; or
 - (ii) electronic transmission to the email address secretary@intouchinsight.com or other email address that may be stipulated from time to time by the secretary of the Corporation for the purpose of this notice,

and shall be deemed to have been given and made only at the time it is served by personal delivery (at the address as aforesaid) or sent by electronic transmission (at the email address provided that receipt of confirmation of such electronic transmission has been received); provided that if such delivery or electronic transmission is made on a day which is not a business day or later than 5:00 p.m. (Eastern time) on a day which is a business day, then such delivery or transmission shall be deemed to have been made on the subsequent day that is a business day.

- (i) Notwithstanding the foregoing, the Board may, in its sole discretion, waive any requirement in this By-Law No. 2.

SCHEDULE E

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.