

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

NOTICE OF THE ANNUAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual meeting of the shareholders (the “**Meeting**”) of Intouch Insight Ltd. (the “**Company**”) will be held at the Company’s offices, 400 March Road, Ottawa, Ontario K2K 3H4 on Thursday, the 22nd day of June 2023, at 11:00 a.m. (Eastern Time).

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, 2022 together with the report of the auditors thereon;
2. to elect directors;
3. to appoint BDO Canada LLP as auditors of the Company and to authorize the directors to fix the remuneration of the auditor; and
4. to transact such other business as may properly come before the Meeting or any adjournment or adjournments thereof.

Accompanying this Notice is the Management Proxy Circular containing details of the matters to be dealt with at the Meeting and a form of proxy. The Company is mailing, separately, the management’s discussion and analysis of financial condition and results of operations and audited consolidated financial statements for the fiscal year ended December 31, 2022 only to those shareholders who requested such a mailing.

Shareholders who are unable attend the Meeting in person are requested to complete and sign the accompanying form of proxy and return it by mail in the enclosed return envelope or by Internet. To be effective, proxies must be received by the Company’s transfer agent, Computershare Investor Services Inc., 100 University Avenue, 9th Floor, Toronto, Ontario M5J 2Y1 Attention: Proxy Department, or Internet (www.investorvote.com) or by telephone at 1-866-732-8683 prior to 11:00 a.m. (Eastern Time) on Tuesday, June 20, 2023 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.

In order to be represented by proxy at the Meeting you must complete and submit the enclosed Form of Proxy or other appropriate form of proxy.

DATED at Ottawa, Ontario the 11^h day of May 2023.

BY ORDER OF THE BOARD OF DIRECTORS OF THE COMPANY.



Michael Gaffney
Board Chair and Director,
Intouch Insight Ltd.

INTOUCH INSIGHT LTD.

MANAGEMENT PROXY CIRCULAR

SOLICITATION OF PROXIES

This management proxy circular (the “Circular”) is furnished in connection with the solicitation by the management of Intouch Insight Ltd. (the “Company”) of proxies for use at the annual meeting of shareholders of the Company (the “Meeting”) to be held on the Thursday, June 22, 2023 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 11, 2023, unless otherwise indicated.

All dollar amounts in this Circular are in Canadian dollars, except where otherwise indicated. References to “\$” are to Canadian dollars and references to “US\$” are to United States dollars. On May 10, 2023, the exchange rate of Canadian currency in exchange for United States currency, as reported by the Bank of Canada, was USD\$1.00 = CAD\$ 1.3375.

APPOINTMENT OF PROXIES

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

VOTING INSTRUCTIONS

Registered Shareholders

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

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

Voting by Mail. A Registered Shareholder may vote by mail or delivery by completing, dating and signing the enclosed form of proxy and depositing it with Computershare Investor Services Inc. (the “Transfer Agent”) using the envelope provided or by mailing it to Computershare Investor Services Inc., Attention: Proxy Department, 100 University Avenue, 9th Floor, Toronto, Ontario M5J 2Y1 or to the Corporate Secretary of the Company at 400 March Road, Ottawa, Ontario, K2K 3H4 **for receipt no later than 11:00 a.m. (Eastern Time) on Tuesday, June 20, 2023**, 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 20, 2023**, 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 20, 2023**, 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, 2022 only to those shareholders who requested such a mailing.

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

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

Objecting Beneficial Owners

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

instruction form (“VIF”) from Broadridge in lieu of the form of proxy from the Company. The VIF will name the same person as the proxy to represent the shareholder at the Meeting. A shareholder has the right to appoint a person (who need not be a shareholder of the Company) other than persons designated in the VIF, to represent the shareholder at the Meeting. To exercise this right, the shareholder should insert the name of the desired representative in the blank space provided in the VIF. You are asked to complete and return the VIF to Broadridge by mail or facsimile. Alternatively, you can call Broadridge’s tollfree 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.

REVOCAION 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 appointment of BDO Canada LLP as auditor and the authorization of the directors to fix the remuneration of the auditor; and in accordance with**

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

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

VOTING SHARES AND PRINCIPAL SHAREHOLDERS

The authorized capital of the Company consists of an unlimited number of common shares and an unlimited number of preferred shares. As of May 11, 2023, the Company had 25,515,594 Common Shares outstanding, each carrying the right to one vote per share at any meeting of the shareholders which may be given in person or by proxy, and no preferred shares outstanding.

A holder of record of Common Shares as at the close of business on May 11, 2023 (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⁾	2,971,714	11.6%

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.

DESCRIPTION OF SHARE CAPITAL

Common Shares

The Company is authorized to issue an unlimited number of Common Shares. The holders of the Company’s Common Shares are entitled to dividends as and when declared by the board of directors (the “**Board**”), to one vote per share at meetings of shareholders of the Company and, upon liquidation, to receive such assets of the Company as are distributable to the holders of the Common Shares.

Preferred Shares

The Company is also authorized to issue an unlimited number of Preferred Shares, issuable in series. Upon liquidation or dissolution of the Company, before any distribution is made to the holders of Common Shares, holders of Preferred Shares will be entitled to receive any amounts fixed in accordance with the terms of the Preferred Shares together with all accrued and unpaid cumulative dividends thereon (if any) and all declared and unpaid cumulative dividends thereon (if any).

FINANCIAL STATEMENTS

The audited financial statements of the Company for the financial year ended December 31, 2022 (the “**Financial Statements**”) and the auditor’s report on the Financial Statements and the Company’s management’s discussion and

analysis for the financial year ended December 31, 2022, accompany the Notice of Meeting, where shareholders have requested the copies, and are also available on SEDAR at www.sedar.com.

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 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. Immediately prior to the Meeting, the Board will increase the number of directors to seven. There are five current members of the Board which have been on the Board since the dates indicated and there are two new nominee directors as noted below.

PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED FOR THE ELECTION OF THE NOMINEES WHOSE NAMES ARE INDICATED BELOW UNLESS A SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT THE SHARES ARE TO BE VOTED AGAINST.

The Company’s By-Law No. 2 Advance Notice By-law contains an advance notice provision (the “**Notice Provision**”) for nominations of directors by shareholders in certain circumstances. As of the date hereof, the Company has not received notice of any director nominations in connection with this year’s Meeting within the time period prescribed by the Notice Provision.

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⁾ as of May 11, 2023
Michael J. Gaffney ⁽²⁾⁽³⁾ Nova Scotia, Canada	Director and Chair of the Company since August 2013; Chair and CEO of Leonovus Inc. since November 2016.	Since August 16, 2004	1,637,761
Rainer Paduch ⁽²⁾⁽³⁾ Ontario, Canada	Director of the Company; CEO Purecolo since January 2018; Principal, Eigentum Enterprises Inc. a consulting firm since 2001.	Since August 16, 2004	475,000
Eric Beutel ⁽²⁾⁽³⁾ Ontario, Canada	Director of the Company; Vice President, Oakwest Corporation Limited since 2003.	Since August 15, 2013	2,971,714
Cameron Watt Ontario, Canada	Director of the Company; President and CEO of the Company since November 21, 2013.	Since June 21, 2016	2,457,935
W. David Oliver ⁽²⁾⁽³⁾ Ontario, Canada	Director of the Company; Principal, Strategic Hospitality Services Inc. a consulting firm since 2015.	Since August 29, 2017	75,233
Jennifer Batley Ontario, Canada	Nominee Director of the Company; Principal, Batley Advisory Inc. a consulting firm since 2020;	N/A	Nil

	President of Napkyn Inc. from 2018 to 2020.		
S. Lee Bennett Ontario, Canada	Nominee Director of the Company; Principal, L. Bennett Consulting since 2022; SVP Direct Investing and Advice, Canadian Imperial Bank of Commerce from 2018 to 2022; SVP Advisor Distribution and SVP Financial Planning, TD from 2010 to 2018.	N/A	Nil

Notes:

- (1) The information as to shares beneficially owned or over which the above-mentioned director 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 and Nominees

Cameron Watt, Director, President and Chief Executive Officer of the Company

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.

Eric Beutel, Director and Chair of the Audit Committee of the Company

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 a Bachelor of Arts Degree from York University and a Master of Business Administration from University of Ottawa.

Rainer Paduch, Director of the Company

Mr. Rainer Paduch, B.Eng., M.Eng., has over 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.

W. David Oliver, Director of the Company

Mr. W. David Oliver, B. Sc., Hotel and Casino mgmt. 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 executive positions with global hotel and airline companies. Mr. Oliver is currently President, Global Strategic Hospitality Services which provides consulting to the hospitality industry. Mr. Oliver has been a

director of various publicly traded companies on both the TSX and the TSXV including as chair of the governance, audit and human resource committees. He is committed to quality management and communication with board independence focused upon risk management, strategy and vision.

Michael Gaffney, Chair of the Board of Directors and Compensation Committee of the Company

Mr. Michael 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.

Jennifer Batley, New Nominee Director of the Company

Ms. Jennifer Batley, B.B.A, M.B.A. brings to the Board a unique combination of industry knowledge, global and local leadership experience, and insight into the business needs of the Company's customers. She devoted 20 years of her career to advancing the science and art of customer experience measurement, including by shaping the strategy and success of Walker Information as a Principal. Ms. Batley held a C-suite role at Gordon Food Service, a leader in North America's foodservice distribution and retail industry, where she governed the execution of the largest growth initiative, a set of 12 'Revolutionize Customer Experience' strategies. She returned to Ottawa as President of a digital marketing analytics firm, where she led a turnaround strategy which positioned the firm for acquisition. She is now independently advising mature companies on customer-centric transformation, and mentoring in accelerator programs with a focus on supporting female founders and scale-up strategies. She also serves as a Board Member and Finance Committee Chair for the Elizabeth Fry Society of Ottawa. Ms. Batley holds an Honours Bachelor of Business Administration degree from Wilfrid Laurier University as well as an International MBA from Clemson University & CIMBA.

S. Lee Bennett, New Nominee Director of the Company

Ms. Lee Bennett, ICD.D, is a senior financial executive with over thirty years of experience working for global financial organizations within asset management, capital markets, insurance and banking. Ms. Bennett, is a customer centric leader with P&L expertise, having led two multi-billion-dollar IIROC brokerage firms; a financial planning business and a self-directed brokerage firm through double digit growth and large technology transformation. She brings in-depth experience and knowledge in strategy design and execution, business to consumer distribution, sales distribution and governance and risk management. Ms. Bennett has over ten years of experience as a director and presently serves on the March of Dimes Canada board of directors as vice chair and the Independent Review Committee for Investors Group Investment Management Ltd. Ms. Bennett holds a Bachelor of Arts degree from Western University as well as the ICD.D designation from the Institute of Corporate Directors.

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 appoint BDO Canada 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.

BDO Canada LLP have been the auditors of the Company since May 2022. MNP LLP were the auditors of the Company from December 2014 until May 2022.

PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED FOR THE APPOINTMENT OF THE FIRM BDO CANADA LLP, AS AUDITORS OF THE COMPANY, AT A REMUNERATION TO BE FIXED BY THE DIRECTORS, TO HOLD OFFICE UNTIL THE NEXT ANNUAL MEETING OF SHAREHOLDERS FOLLOWING THE COMPLETION OF THE 2023 FISCAL YEAR UNLESS A SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT THE SHARES ARE TO BE WITHHELD.

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, 2022 (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 ^(1,2) (\$)	Option-based awards ⁽¹⁾ (\$)	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⁾	2022	\$241,500	Nil	33,393	\$215,431	Nil	Nil	Nil	\$490,324
	2021	\$230,000	Nil	\$15,542	\$76,875	Nil	Nil	Nil	\$322,417
	2020	\$164,063	\$59,046	\$14,156	\$78,117	Nil	Nil	Nil	\$315,382
Cathy Smith, CFO ⁽⁴⁾	2022	193,200	Nil	24,682	\$107,716	Nil	Nil	Nil	\$325,598
	2021	\$184,000	Nil	\$11,657	\$38,438	Nil	Nil	Nil	\$234,095
	2020	\$160,500	\$18,895	Nil	\$39,059	Nil	Nil	Nil	\$218,454
Andrée-Anne Chailier, VP Operations ⁽⁵⁾	2022	\$144,900	Nil	\$14,519	\$27,000	Nil	Nil	Nil	\$186,419
	2021	\$141,283	Nil	\$12,952	\$2,000	Nil	Nil	Nil	\$156,235
	2020	\$123,696	\$14,696	Nil	Nil	Nil	Nil	Nil	\$138,392
David Newby, VP Human Resources ⁽⁶⁾	2022	\$165,600	Nil	\$14,519	\$5,000	Nil	Nil	Nil	\$185,119
	2021	\$161,467	Nil	\$6,476	Nil	Nil	Nil	Nil	\$167,943
	2020	\$141,617	\$16,795	Nil	Nil	Nil	Nil	Nil	\$158,412
Luke Waite, VP Engineering ⁽⁷⁾	2022	\$157,015	Nil	\$30,531	\$5,000	Nil	Nil	Nil	\$192,546
	2021	\$142,004	Nil	\$6,476	Nil	Nil	Nil	Nil	\$148,480
	2020	\$123,198	\$10,628	Nil	Nil	Nil	Nil	Nil	\$133,826

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 vested on the first anniversary of the date of issuance of the RSUs (October 5, 2021). The share based reward was 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 Mr. Watt 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) Andrée-Anne Chailier joined the Company on October 1, 2015 as General Manager, Montreal, with the acquisition of Statopex. On February 1, 2020 Ms. Chailier was appointed Vice President, Operations.
- (6) David Newby joined the Company on December 3, 2014. On September 1, 2017 Mr. Newby was appointed Vice President, Human Resources.
- (7) Luke Waite joined the Company on November 1, 2014 and was appointed VP Engineering on June 20, 2022.

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 online 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. Effective January 1, 2022 Mr. Watt’s base salary increased to \$241,500. . 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 was appointed Chief Financial Officer of the Company as of February 19, 2019 and Secretary of the Company on July 1, 2020. Effective January 1, 2022 Ms. Smith’s base salary increased to \$193,200. 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.

Ms. Chailier joined the Company on October 1, 2015 in the role of General Manager, Montreal , with the acquisition of Statopex. Effective February 1, 2020 Ms. Chailier assumed the role of VP Operations. Effective February 1, 2022, her base salary increased to \$145,218. The Company may terminate Ms. Chailier’s employment at any time without cause, in which event the Company is obligated to provide Ms. Chailier with the greater of two months’ salary or the minimum period prescribed by applicable legislation. As announced by the Company on March 9, 2023, Ms. Chailier has tendered her resignation from the Company by providing three months notice of her departure which is effective May 31, 2023.

Mr. Newby entered into an agreement with the Company in December of 2014 for his services as the Director of Customer Experience. In September of 2017 Mr. Newby took the position of Vice President of Human Resources. Effective February 1, 2022 Mr. Newby's base salary increased to \$165,963. 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.

Mr. Waite entered into an agreement with the Company in December of 2014 for his services as the Director of Customer Experience. In June of 2022 Mr. Waite assumed the role of VP Engineering and his base salary increased to \$165,000. Mr. Waite may terminate his employment by giving at least two months' written notice. The Company may terminate Mr. Waite's employment at any time without cause, in which event the Company is obligated to provide Mr. Waite with the greater of six months' salary or the minimum period 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. On October 4, 2021 the Company issued 612,309 Common Shares as settlement for the vesting of the RSUs. The remaining 424,207 RSUs outstanding were settled in cash for \$293,151. 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, 2022 and May 11, 2023, there were no RSUs for Common Shares outstanding.

Stock Options

The Company adopted the Intouch Insight Ltd. Amended Stock Option Plan (the “**Amended Plan**”) June 16, 2022 replacing the (the “**Original Plan**”) dated January 26, 2002 and as amended on June 21, 2016, March 1, 2018 and June 19, 2020. Under both plans 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.

At an annual and special meeting of shareholders held on June 16, 2022, the shareholders voted to increase the number of Common Shares under the Amended Plan to 3,769,118 Common Shares representing approximately 15% of the issued and outstanding Common Shares of the Company. The number of Common Shares available for issuance under the Amended Plan is currently 3,749,118.

Options granted under the Amended Plan are not assignable or transferable except in limited circumstances as permitted under the TSXV Manual and as set out in the Amended Plan. Options granted under the Amended 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 Amended Plan, the options generally vest proportionately over a three-year period and expire five years from the date of the grant subject to certain extensions permitted due to blackout periods. Subject to certain limitations including in respect of persons engaged in investor relations activities, 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.

Subject to certain extensions due to blackout periods, 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 Amended Plan), the Optionee or personal legal representative, as applicable, has 180 calendar days after the termination in which to exercise the Options.

Except for a participant engaged in investor relations activities, a new provision of the Amended Plan provides for a net exercise of options, whereby the Optionee does not make a cash payment for the participant’s options, except for all mandatory tax withholdings, but instead receives only the number of underlying Common Shares that is equal to:

$$\frac{(\text{Number of Options being Exercised}) \times (\text{VWAP of the Common Shares minus the Option Price of the Options})}{\text{VWAP of the underlying Common Shares}}$$

The Amended Plan also contemplates a cashless exercise of options whereby a brokerage firm sells a sufficient number of Common Shares to cover the option price of the options in order to repay a loan made to the participant and the brokerage firm receives an equivalent number of Common Shares from the exercise of the options and participant then receives the balance of Common Shares or the cash proceeds from the balance of such Common Shares; provided, however, the cashless exercise mechanism will only come into effect if the Board determines to permit a cashless exercise and sets up the required arrangements with a brokerage firm. Currently, the Company does not have such arrangements in place.

No individual may hold options to purchase Common Shares exceeding 5% of the then outstanding Common Shares. The maximum number of options granted to any one consultant in a 12 month period shall not exceed 2% of the then outstanding Common Shares. The maximum number of options granted to participants providing investor relations services shall not exceed 2% of the then outstanding Common Shares in any 12 month period. The maximum number of options granted to the Company’s insiders (as a group) under the Amended Plan shall not exceed 10% of the outstanding Common Shares in a 12 month period, unless disinterested shareholder approval is obtained.

During the fiscal year ended December 31, 2022 there were options for 765,000 Common Shares awarded under the Option Plan. Options for 425,000 Common Shares were exercised, options for 283,333 Common Shares were forfeited and 5,000 options expired in the year ended December 31, 2022. In 2021, 510,000 options for Common Shares were awarded, 343,333 were exercised, 138,334 were forfeited and 15,000 expired. As of December 31, 2022, a total of options for 2,040,000 Common Shares were outstanding at exercise prices between \$0.305 and \$0.79 per share. As of May 11, 2023, 5,000 options to purchase Common Shares were issued while no options were exercised,

10,000 were forfeited and 85,000 had expired. As of May 11, 2023, there were total options for 1,950,000 Common Shares outstanding at exercise prices between \$0.305 and \$0.79 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, 2022.

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 60,000 115,000	\$0.305 \$0.72 \$0.55	April 6, 2025 April 6, 2026 May 24, 2027	\$31,625 Nil \$3,450	Nil	Nil	Nil
Cathy Smith, CFO	100,000 35,000 45,000 85,000	\$ 0.40 \$0.44 \$0.72 \$0.55	February 18, 2024 November 21, 2024 April 6, 2026 May 24, 2027	\$18,000 \$4,900 Nil \$2,550	Nil	Nil	Nil
Andrée-Anne Chailier, VP Operations	50,000 50,000 50,000	\$0.44 \$0.72 \$0.55	November 21, 2024 April 6, 2026 May 24, 2027	\$7,000 Nil \$1,500	Nil	Nil	Nil
David Newby, VP, Human Resources	25,000 50,000 25,000 50,000	\$0.42 \$0.44 \$0.72 \$0.55	October 31, 2023 November 21, 2024 April 6, 2026 May 24, 2027	\$ 4,000 \$7,000 Nil \$1,500	Nil	Nil	Nil
Luke Waite, VP Engineering	15,000 25,000 25,000 50,000	\$0.61 \$0.72 \$0.55 \$0.55	February 28, 2023 April 6, 2026 May 24, 2027 June 16, 2027	Nil Nil \$750 \$1,500	Nil	Nil	Nil

(1) Based on the December 31, 2022 closing price of \$0.58 for the Company's Common Shares on the TSXV.

Incentive Plan Awards – Value Vested or Earned During the Year Ended December 31, 2022

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, 2022, by each of the Named Executive Officers.

Name	Option-based awards – Value vested during the year ⁽¹⁾ (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Cameron Watt, President and CEO	\$3,500	Nil	\$215,431
Cathy Smith, CFO	\$5,467	Nil	\$107,716
Andrée-Anne Chailier, VP Operations	Nil	Nil	\$27,000
David Newby, VP Human Resources	\$250	Nil	\$5,000
Luke Waite, VP Engineering	Nil	Nil	\$5,000

(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, 2022 and the Company pays an annual premium of \$32,450. 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 \$50,000 of each loss.

Compensation of Directors

Non-management directors receive an annual fee of \$30,000 each and Mr. Gaffney as Board Chair of the Company receives an annual fee of \$60,000. 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. The Company has recorded directors' expenses of \$150,000 for 2022 (\$125,000 – 2021) included in general operations and administrative expense for board services. All directors' fees were paid in cash in 2022 and no Common Shares were issued in lieu of fees.

Non-Management Director Compensation for the Financial Year Ended December 31, 2022

Name	Fees earned (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
Michael Gaffney	\$ 60,000	Nil	\$ 14,519	Nil	Nil	Nil	\$74,519
Rainer Paduch	\$ 30,000	Nil	\$ 7,259	Nil	Nil	Nil	\$37,259
Eric Beutel	\$ 30,000	Nil	\$ 7,259	Nil	Nil	Nil	\$37,259
W. David Oliver	\$ 30,000	Nil	\$ 7,259	Nil	Nil	Nil	\$37,259

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, 2022:

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	\$0.305	April 6, 2025	\$13,750	Nil	Nil	Nil
	25,000	\$0.72	April 6, 2026	Nil			
	50,000	\$0.55	May 24, 2027	\$1,500			
Rainer Paduch	25,000	\$0.305	April 6, 2025	\$6,875	Nil	Nil	Nil
	15,000	\$0.72	April 6, 2026	Nil			
	25,000	\$0.55	May 24, 2027	\$750			

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 (\$)
Eric Beutel	25,000	\$0.305	April 6, 2025	\$6,875	Nil	Nil	Nil
	15,000	\$0.72	April 6, 2026	Nil			
	25,000	\$0.55	May 24, 2027	\$750			
W. David Oliver	25,000	\$0.305	April 6, 2025	\$6,875	Nil	Nil	Nil
	15,000	\$0.72	April 6, 2026	Nil			
	25,000	\$0.55	May 24, 2027	\$750			

(1) Based on the December 31, 2022 closing price of \$0.58 for the Company's Common Shares on the TSXV.

Incentive Plan Awards – Value Vested or Earned During the Year Ended December 31, 2022

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, 2022, by each of the non-management directors.

Name	Option-based awards – Value vested during the year ⁽¹⁾ (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Michael Gaffney	\$1,583	Nil	Nil
Rainer Paduch	\$650	Nil	Nil
Eric Beutel	\$650	Nil	Nil
W. David Oliver	\$650	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.

EQUITY COMPENSATION PLAN INFORMATION

The following table sets forth certain summary information concerning the Company's equity compensation plans as at December 31, 2022. 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)	2,040,000	\$0.53	1,709,118
Equity compensation plans approved by security holders (RSU Plan)	Nil	N/A	2
Total	2,040,000	N/A	1,709,120

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, 2022.

The Charter of the Audit Committee is attached as Schedule A 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 April 2023. 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 year ended December 31, 2022, the fees paid by the Company for audit work and other services performed by BDO Canada LLP, and for the year ended December 31, 2021, the fees paid by the Company for audit work and other services performed by MNP LLP were as follows:

	2022	2021
Audit Services	\$ 133,750	\$ 107,000
Audit-Related Services	Nil	Nil
Tax Services	Nil	Nil
Other Services	Nil	Nil
Total	\$ 133,750	\$ 107,000

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 2022 and 2021.

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

Introduction

The Board believes that effective corporate governance contributes to improved corporate performance and enhanced shareholder value. The Board has reviewed the corporate governance best practices identified in National Policy 58-201 Corporate Governance Guidelines and National Instrument 58-101 Disclosure of Corporate Governance Practices (collectively, the “CSA Guidelines”). The Board of Directors is committed to ensuring the Company follows best practices.

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

Mandate of the Board

The Company's Board assumes responsibility for the stewardship of the Company and the creation of shareholder value. The Board is responsible for, among other things:

- long-term strategic planning which takes into account the opportunities and risks of the Company
- risk analysis and monitoring of risk management systems
- establishing and monitoring the Company's communications policy and ensuring that it addresses the feedback and concerns of shareholders in particular
- overseeing the appointment, training and compensation of executive management and monitoring their performance, including succession planning
- ensuring the integrity of the Company's systems for internal controls and management information
- developing and implementing the Company's corporate governance guidelines

Board of Directors and Composition

The frequency of Board of Directors' meetings and the nature of agenda items may change from year to year depending upon the activities of the Company. However, the Board meets at least quarterly to review the Company's operations and performance. During the financial year ended December 31, 2022, the Board met seven times. The Board also takes action by written resolution from time to time.

The Company's Board of Directors currently consists of five directors of which Eric Beutel, Rainer Paduch and David 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 number of directors immediately prior to the Meeting will be increased to seven directors. Two new directors are expected to be elected to the Board at the Meeting. See "Election of Directors" above. It is expected that the new directors will also be considered independent directors as contemplated by the CSA Guidelines.

Cameron Watt is the President and CEO of the Company. Michael Gaffney is the Chair of the Board. Messrs. Watt and Gaffney are not independent directors.

In determining whether a director is independent, the Board of Directors considers the specific circumstances of a director and the nature, as well as the materiality, of any relationship between the director and the Company.

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, Char Technologies Ltd. And Toronto Cleantech Capital Inc. both on the TSXV. 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 the 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, two female nominees have been put forward for election as directors at the Meeting. Although no terms limits for directors has been established, the Board is considering issues related to Board renewal and diversity, the Board will continue to review the qualifications and diversity of qualified candidates brought forward for consideration as opportunities arise.

As of October 2022, the Company has two female senior management team members. Cathy Smith, CFO, and Andrée-Anne Chailier, VP Operations. Among the Company's five-person senior management team, this is a 40% 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 the 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

The Company is in the process of creating an orientation plan for new directors and is considering training and assessment procedures for 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, which is reviewed by the Board annually. 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 April 2023. 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, 2022. See additional discussion regarding the determination of compensation under the heading "Compensation Discussion and Analysis." See above under "Election of Directors" 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

The CBCA provides that a registered holder or beneficial owner of shares that is entitled to vote at an annual meeting of the Company may submit to the Company notice of any matter that the person proposes to raise at the meeting

(referred to as a “**Proposal**”) and discuss at the meeting any matter in respect of which the person would have been entitled to submit a Proposal. However, in accordance with the CBCA, the Company will not be required to set out the Proposal in its management proxy circular or include a supporting statement, if, among other things, the Proposal is not submitted to the Company within the “prescribed period,” defined as the 60 day period that begins on the 150th day before the anniversary of the previous annual meeting of shareholders. As the date of the Meeting is June 22, 2023, the “prescribed period” for submitting a Proposal in connection with the next annual meeting of shareholders of the Company in 2024 will be January 24, 2024 to March 24, 2024.

ADDITIONAL INFORMATION

Additional information about the Company including the consolidated financial statements for the fiscal year ended December 31, 2022 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 11th day of May, 2023

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 Board Chair

SCHEDULE A

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. The Audit Committee is responsible for:
 - Reviewing the Company’s interim and annual financial statements and management’s discussion and analysis related thereto, and all annual and interim earnings press releases before they are publicly disclosed;
 - Overseeing the work of external auditors engaged for the purpose of preparing or issuing an audit report or related work;
 - Ensuring external auditors report directly to the audit committee throughout the term of their appointment;
 - Pre-approving all non-audit services to be provided to the Company or its subsidiaries by external auditors; and
 - Recommending to the Board the external auditor to be nominated to prepare or issue an auditor’s report (or any related work), as well as the compensation to be paid to the external auditor.
4. 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.
5. 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 UNDERTAKINGS

Undertakings - The Audit Committee does the following main things to fulfill its responsibilities:

- Meets with management and the external auditors at least once per year;
- Reviews the annual audit scope and plan as recommended by the auditors;

- Analyzes carefully all internal control points raised by the auditors in correspondence with management;
- Discusses compliance with tax and financial reporting rules as issues arise;
- Reviews the appropriateness of insurance levels carried by the Corporation;
- Reviews the accounting and financial policies and internal controls of the Corporation.

COMMITTEE MEMBERSHIP

6. Appointment to Committee – The Committee's membership 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.
7. Number of Committee Members – The Committee shall consist of not less than three members.
8. Resignation and Vacancy – A member may resign from the Committee upon giving a written resignation to the Board. Such resignation becomes effective when received by the Board or at the time specified in the resignation, whichever is later.
9. Resident Canadians – A majority of the members of the Committee shall be resident Canadians.

MEETINGS OF THE COMMITTEE

10. 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 this event, any such meeting shall be considered to be duly constituted.
11. Meetings by Telephone – Any member may participate in a meeting of the Committee using 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 concerning all meetings of the Committee held while a member holds membership on the Committee.
12. Calling of Meetings – Any meeting of the Committee may be called by any member on not less than forty eight (48) hours' written notice given to all other members, which written notice shall set out the place, day and time of the meeting.
13. Notice – Notice of Committee meetings shall set out the purpose of or the business to be transacted at the meeting.
14. Waiver of Notice – A member may in any manner, and whether before or after the meeting, waive 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 because the meeting is not lawfully called.
15. Quorum – The quorum for the transaction of business of any committee meeting shall be a majority of its members then in office.
16. Canadian Majority – Members shall not transact business at a Committee meeting unless a majority of members present are resident Canadians.
17. Chair and Secretary – The member designated by the Board as chair of the Committee shall act as chair 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 chair 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 chair of the meeting shall appoint a person who need not be a member of the Committee to act as secretary of the meeting.

18. Votes to Govern – At all meetings of the Committee, any question shall be decided by a majority of the votes cast on the question, and in the case of an equality of votes on any question, the chair of the meeting shall not be entitled to a second or tie-breaking vote. Any question at a Committee meeting shall be decided by a show of hands unless a ballot is required or demanded.
19. Action by Committee – Subject to the terms of the delegation of power by the Board to the Committee, the powers of the Committee may be exercised by a duly constituted meeting at which a quorum is present and at which a majority of the members present are resident Canadians.
20. Action in Writing – A resolution in writing, signed by all the members entitled to vote on that resolution at a meeting of the Committee, is as valid as if it had been passed at a meeting of the Committee duly called and held.
21. Adjourned meeting – Notice of an adjourned meeting of the Committee, is not required if the time and place of the adjourned meeting is announced at the original meeting.

DELEGATION OF ADMINISTRATION

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

NOTICES

23. Method of Giving Notice – Any notice, communication or other documents (“notice”) to be given, sent, delivered or served pursuant to the Act, the articles or by-laws of the Company, this Charter or otherwise to or on a shareholder, director, officer, auditor, member of a committee of the Board or other person shall be sufficiently given, sent, delivered or served if delivered personally to the person to whom it is to be given or if delivered to his latest address as shown in the securities register or in the records of the Company, as the case may be, or if mailed to him at such address by prepaid ordinary mail, or if sent to him at such address by any means of prepaid transmitted or recorded communication. A notice so delivered shall be deemed to have been given when it is delivered personally or to such address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box and shall be deemed to have been received on the fifth day after so depositing; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch.
24. Computation of Time – In computing the date when notice must be given under any provision of this Charter requiring a specified number of days notice of any meeting or other event, both the date of giving the notice and the date of the meeting or other event shall be excluded.
25. Omissions and Errors – The accidental omission to give any notice to any shareholder, director, officer, auditor, member of a committee of the Board or other person or the non-receipt of any notice by any such person, or any error in any notice not affecting the substance thereof, shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise based thereon.
26. Waiver of Notice – Any shareholder (or his duly appointed proxy holder), 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.