

**FORM 51-102F3
MATERIAL CHANGE REPORT**

1. Name and Address of Company

Intouch Insight Ltd.
400 March Road
Ottawa, Ontario K2K 3H4

2. Date of Material Change

October 1, 2023

3. News Release

Attached as Schedule A is a copy of the news release issued by Intouch Insight Ltd. (“Intouch” or the “Company”) on October 2, 2023 via Cision in Canada.

4. Summary of Material Change

On October 2, 2023, Intouch announced it had closed the acquisition (the Acquisition) to acquire all outstanding shares of Brand Equity Builders, Inc. (BEB) the parent company of both Alta360 Research, Inc. (Alta) and its sister company Ardent Retail Services, Inc. (Ardent), subject to TSX Venture Exchange acceptance. Alta is a US customer experience measurement company who has provided services across the US since 1999. Ardent is a new venture offering in-store services such as merchandising and re-branding. The letter of intent was signed on June 2, 2023, and a definitive agreement was signed September 15, 2023. A press release was issued on June 6, 2023 announcing the signing of a non-binding letter of intent, and on September 18, 2023 announcing the definitive agreement.

5. Full Description of Material Change

On October 2, 2023, Intouch announced it had closed the acquisition (the Acquisition) to acquire all outstanding shares of Brand Equity Builders, Inc. (BEB) the parent company of both Alta360 Research, Inc. (Alta) and its sister company Ardent Retail Services, Inc. (Ardent), subject to TSX Venture Exchange acceptance. Alta is a US customer experience measurement company who has provided services across the US since 1999. Ardent is a new venture offering in-store services such as merchandising and re-branding. The letter of intent was signed on June 2, 2023, and a definitive agreement was signed September 15, 2023.

Alta had calendar 2022 annual revenues of US\$5.0M, and EBITDA of 8%. Intouch will not assume any long-term debt from the vendor and the transaction is arm's length from Intouch. The purchase price for the Acquisition is a combination of cash and a promissory note. The purchase price is approximately US\$3.125M in cash of which, US\$1.5M is payable at closing along with a promissory note for US\$0.5M and approximately US\$1.125M is payable over the next four years based on achievement of Alta revenue targets and Ardent gross profits. Intouch is financing the Acquisition from its existing cash resources and with a five-year term bank loan for CA\$2.0M, from BDC Capital with a floating interest rate currently at 9.9% annually. No finder's fees are payable by Intouch. On October 1, Stanley Hart, the former CEO of BEB, Alta and Ardent joined Intouch with a focus on assisting with revenue growth.

6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

7. Omitted Information

Not applicable.

8. Executive Officer

Cathy Smith
Chief Financial Officer
Intouch Insight Ltd.
400 March Road
Ottawa, Ontario K2K 3H4

Telephone: 613.270.7916

9. Date of Report

October 4, 2023

SCHEDULE A

INTOUCH INSIGHT LTD. CLOSES ALTA360 RESEARCH ACQUISITION

OTTAWA, October 2, 2023 – [Intouch Insight Ltd.](#), (Intouch or the Company) (TSXV: INX) (OTCQX: INXSF) today announces it has closed the acquisition (the Acquisition) of Brand Equity Builders, Inc. (BEB) the parent company of both Alta360 Research, Inc. (Alta) and its sister company Ardent Retail Services Inc. (Ardent), subject to TSX Venture Exchange acceptance. Alta is a US customer experience measurement company who has provided services across the US since 1999. Ardent is a new venture offering in-store services such as merchandising and re-branding. The definitive agreement was signed on September 15, 2023 (see press release dated September 18, 2023).

Alta had calendar 2022 annual revenues of US\$5.0M, and EBITDA¹ of 8%. Intouch will not assume any long-term debt from the vendors and the transaction is arm's length from Intouch. The purchase price for the Acquisition is a combination of cash and a promissory note. The purchase price is approximately US\$3.125M in cash of which, US\$1.5M is payable at closing along with a promissory note for US\$0.5M and approximately US\$1.125M is payable over the next four years based on achievement of Alta revenue targets and Ardent gross profits. Intouch is financing the Acquisition from its existing cash resources and with a five-year term bank loan for CA\$2.0M from BDC Capital with a floating interest rate currently at 9.9% annually. No finder's fees are payable by Intouch. On October 1, Stanley Hart, the former CEO of BEB, Alta and Ardent joined Intouch to focus on revenue growth.

About Intouch Insight

Intouch Insight offers a complete portfolio of customer experience management (CEM) products and services that help global brands delight their customers, strengthen brand reputation and improve financial performance. Intouch helps clients collect and centralize data from multiple customer touch points, gives them actionable, real-time insights, and provides them with the tools to continuously improve customer experience. Founded in 1992, Intouch is trusted by over 300 of North America's most-loved brands for their customer experience management, customer survey, mystery shopping, mobile forms, operational and compliance audits, geolocation data capture and event marketing automation solutions. For more information, visit intouchinsight.com.

About BDC Capital

BDC Capital is the investment arm of BDC, the bank for Canadian entrepreneurs. With over \$3 billion under management, BDC Capital serves as a strategic partner to the country's most innovative firms. It offers businesses a full spectrum of capital, from seed investments to growth equity, supporting Canadian entrepreneurs who have the ambition to stand out on the world stage. Visit bdc.ca/capital.

¹ EBITDA is a non-IFRS financial measure, which is defined as earnings before income tax expense, financing costs, depreciation and amortization, and impairment charges.

Certain statements included in this news release contain forward looking statements that are made of the date hereof, which by their nature are necessarily subject to risks and uncertainties and other factors that may cause actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such statements reflect the Company's current views with respect to future events, including the proposed acquisition, future revenues and references to the Company's expansion and growth of the business and operations, and are based on information currently available to the Company and on hypotheses which it considers to be reasonable; however, management warns the reader that hypotheses relative to future events which are beyond the control of management could prove to be false, given that they are subject to certain risks and uncertainties. Please refer to the risks set forth in the Company's most recent annual MD&A and the Company's continuous disclosure documents that can be found on SEDAR at www.sedar.com. The Company does not intend, and disclaims any obligation, except as required by law, to update or revise any forward-looking statements whether as a result of new information, future events or otherwise.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

For further information, please contact:

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613-270-7916