

FORM 11

NOTICE OF PROPOSED INCENTIVE EQUITY PLAN GRANT OR AMENDMENT

Name of Listed Issuer: Inverite Insights Inc. (the "Issuer").

Trading Symbol: INVR

Date: February 20, 2024

1.A. New Options Granted:

Date of Grant: February 15, 2024

Name of Optionee	Position (Director/Officer/ Employee/ Consultant/ Management Company)	Insider Yes or No?	No. of Optioned Shares	Exercise Price	Expiry Date	No. of Options and RSUs Granted in Past 12 Months
Farhan Abbas	Director	Yes	1,650,000	\$0.055	Feb. 15, 2029	0
Jason Scharfe	Director	Yes	1,310,000	\$0.055	Feb. 15, 2029	0
Michele Marrandino	Director	Yes	610,000	\$0.055	Feb. 15, 2029	0
Omar Tinoco	Employee	No	25,000	\$0.055	Feb. 15, 2029	0
Bradley Scharfe	Consultant	Yes	400,000	\$0.055	Feb. 15, 2029	0

Total Number of optioned shares proposed for acceptance: 3,995,000

1.B. New RSU's Granted:

Date of Grant: _____

Name of Recipient	Position (Director/Officer/ Employee/ Consultant/ Management Company)	Insider Yes or No?	Up to No. of RSUs	Exercise Price	Vesting Date	No. of Options and RSUs Granted in Past 12 Months

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Total Number of RSUs proposed for acceptance: _____

2.A. Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares ⁽¹⁾	Exercise Price	Original Date of Grant	Expiry Date
Vikas Ranjan	250,000	\$0.20	Mar 20, 2019	Mar 20, 2024
Toby Lim	75,000	\$0.20	Mar 20, 2019	Mar 20, 2024
Karim Nanji	1,000,000	\$0.20	Mar 20, 2019	Mar 20, 2024
Jim Chan	500,000	\$0.25	Sept 23, 2019	Sept 23, 2024
Farhan Abbas	175,000	\$0.21	Nov 01, 2019	Nov 01, 2024
Richard Elliott	250,000	\$0.21	Dec 03, 2019	Dec 03, 2024
Ryan Rivera	100,000	\$0.20	Dec 30, 2019	Dec 30, 2024
James Twigg	100,000	\$0.20	Jan 08, 2020	Jan 08, 2025
Stanley Li	100,000	\$0.19	Mar 02, 2020	Mar 02, 2025
Farhan Abbas	150,000	\$0.23	Dec 30 2020	Dec 30 2025
Roco Zanic	250,000	\$0.165	Nov 30, 2024	Nov 30, 2026⁽³⁾
Karim Nanji	750,000	\$0.13	April 28, 2022	April 28, 2027
Jim Chan	500,000	\$0.13	April 28, 2022	April 28, 2027
Rich Elliott	100,000	\$0.13	April 28, 2022	April 28, 2027
Estelle L'Heureux	500,000	\$0.13	April 28, 2022	April 28, 2027
Michele N Marrandino	750,000	\$0.13	May 16, 2022	May 16, 2027
Jason Scharfe	250,000	\$0.13	May 16, 2022	May 16, 2027
Hamzeh Abbas	50,000	\$0.09	July 29,2022	July 29, 2027
Karim Nanji	1,000,000	\$0.10	Oct. 18, 2022	Oct. 18, 2027
Jason Scharfe	500,000	\$0.10	Oct. 18, 2022	Oct. 18, 2027

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Name of Optionee	No. of Optioned Shares ⁽¹⁾	Exercise Price	Original Date of Grant	Expiry Date
Farhan Abbas	500,000	\$0.10	Oct. 18, 2022	Oct. 18, 2027
Jim Chan	200,000	\$0.10	Oct. 31, 2022	Oct. 31, 2027
Rich Elliott	200,000	\$0.10	Oct. 31, 2022	Oct. 31, 2027
Estelle L'Heureux	200,000	\$0.10	Oct. 31, 2022	Oct. 31, 2027
Hamzeh Abbas	100,000	\$0.08	Jan. 31, 2023	Jan. 31, 2028
Shen Ying (Helen) Wang	25,000	\$0.08	Feb 28, 2023	Feb 28, 2028
Bennett Liu	200,000	\$0.08	April 28, 2023	April 28, 2028
Narayan Sainaney	500,000	\$0.08	July 06, 2023	July 06, 2028
Out of the Box Capital Inc.	600,000	\$0.05	Dec 07, 2023	Dec 11, 2024 ⁽⁴⁾
Rose Zanic	250,000	\$0.05	Dec 07, 2023	Dec 07, 2025
Karim Nanji	1,000,000	\$0.05	Dec 07, 2023	Dec 07, 2028
Dallas Pretty	600,000	\$0.05	Dec 07, 2023	Dec 07, 2028
TOTAL	10,875,000			

- (1) Set out number of optioned shares for each grant with different terms.
(2) Accelerated expiry date.
(3) Cancelled/surrendered.
(4) Exercised.

2.B. Other Presently Outstanding RSUs:

Name of Recipients	No. of RSUs ⁽¹⁾	Exercise Price	Original Date of Grant	Redemption Date
Jason Wang	400,000 100,000	n/a n/a	April 01, 2023 April 01, 2023	Jan 01, 2024 ⁽⁴⁾ Apr 01, 2024
TOTAL	100,000			

- (1) Subject to additional vesting criteria.
(2) Cancelled/surrendered.
(3) Delayed redemption.
(4) Redeemed.

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3. Additional Information

- (a) If shareholder approval was required for the grant of options/RSUs (including prior approval of a stock option plan or RSU plan), state the date that the shareholder meeting approving the grant was or will be held.

Dec. 13, 2023, for Omnibus Equity Incentive Plan

- (b) State the date of the news release announcing the grant of options/RSUs.

February 20, 2024

- (c) State the total issued and outstanding share capital at the date of grant or amendment.

187,851,561

- (d) State, as a percentage of the issued and outstanding shares of the Issuer indicated in (c) above, the aggregate number of shares that are subject to incentive stock options/RSUs, including new options/RSUs, amended options/RSUs and other presently outstanding options/RSUs.

14,870,000 options and 100,000 RSUs = aggregate 7.97%

- (e) If the new options/RSUs are being granted pursuant to a stock option/RSU plan, state the number of remaining shares reserved for issuance under the plan(s).

Rolling 10% Omnibus Incentive Equity Plan: 3,815,156 shares available for issue under new option/RSU/PSU/DSU grants

- (f) If the Issuer has completed a public distribution of its securities within 90 days of the date of grant, state the per share price paid by the public investors.

n/a

- (g) Describe the particulars of any proposed material changes in the affairs of the Issuer.

n/a

4. Certificate of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 11 Notice of Proposed Stock Option Grant or Amendment is true.

Dated February 20, 2024.

Michele (Mike) Marrandino
Name of Director or Senior
Officer

"Michele Marrandino"
Signature

Executive Chairman
Official Capacity