

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

Item 1 Name and Address

Thoughtful Brands Inc. (the "**Company**")
Suite 800 - 1199 West Hastings Street
Vancouver, British Columbia V6E 3T5

Item 2 Date of Material Change

October 6, 2021

Item 3 News Release

The Company issued a news release on October 6, 2021 relating to the material change which was disseminated through Stockwatch and subsequently filed on SEDAR.

Item 4 Summary of Material Change

On October 6, 2021, the Company announced that Mr. Chadwick Clelland has resigned from the board of directors of the Company.

Item 5 Full Description of Material Change

See attached news release.

Item 6 Reliance on Subsection 7.1(2) of National Instrument 51-102

Not applicable. This report is not being filed on a confidential basis.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

The following executive officer of the Company is knowledgeable about the material change and this report:

Ryan Hoggan, Chief Executive Officer

Telephone: (604) 423-4733

Item 9 Date of Report

October 6, 2021



CSE: TBI
OTCQB: PEMTF
FWB: 1WZ1

THOUGHTFUL BRANDS ANNOUNCES APPOINTMENT OF DIRECTOR

Vancouver, British Columbia – October 6, 2021 – Thoughtful Brands Inc. (the “**Company**”) (CSE:**TBI** FWB: **1WZ1**; OTCQB: **PEMTF**) announces that Mr. Chadwick Clelland has resigned from the board of directors of the Company effective immediately. The Company would like to thank Mr. Clelland for efforts and wishes him success in his future endeavours.

The Company is pleased to announce the appointment of Mr. Tyler Lewis to the Company’s board of directors effective immediately.

Mr. Lewis has a decade of experience working in the cannabis and nutraceuticals market in various management positions and has a background in accounting. His experience and knowledge, including knowledge in cannabis extraction methods, and the health benefits of cannabinoid extracts, will be very valuable to the Company as it looks to further develop its e-commerce platform and expand its cannabinoid and nutraceuticals product lines.

About Thoughtful Brands Inc.

Thoughtful Brands Inc. is an eCommerce direct-to-consumer CBD and natural health products company that researches, develops, markets and distributes products in North America.

ON BEHALF OF THE BOARD OF DIRECTORS

Thoughtful Brands Inc.

Ryan Hoggan
Chief Executive Officer

FOR MORE INFORMATION, PLEASE CONTACT:

Joel Shacker, President at 604-423-4733 or by email at info@thoughtful-brands.com

The CSE does not accept responsibility for the adequacy or accuracy of this release.

Cautionary Statement

This news release contains certain forward-looking information and forward-looking statements within the meaning of applicable securities legislation (collectively “forward-looking statements”). The use of any of the word “will” and similar expressions are intended to identify forward-looking statements. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. Such forward-looking statements should not be unduly relied upon. Actual results achieved may vary from the information provided herein as a result of numerous known and unknown risks and uncertainties and other factors. The Company believes the expectations reflected in those forward-looking statements are reasonable, but no assurance can be given that these expectations will prove to be correct. The Company does not undertake to update these forward-looking statements, except as required by law.