

November 12, 2020

Canadian Securities Exchange
First Canadian Place,
100 King West Suite 7210,
Toronto, ON, M5X 1E1

VIA E-MAIL

Attention: Listing Services – Canadian Securities Exchange

Dear Sirs/Mesdames:

Re: Thoughtful Brands Inc. (the “Issuer”) Asset Acquisition

This letter is written in connection with the listing of an additional 124,100,000 common shares of the Company on the Canadian Securities Exchange (the “**CSE**”). Reference is made to the Amalgamation Agreement dated October 21, 2020 (the “**Agreement**”), among the Company, a wholly-owned subsidiary of the Company and American CBD Extraction Corp. (“**American CBD**”). Pursuant to the Agreement, the Company has acquired all of the issued and outstanding shares of American CBD (the “**Transaction**”). The Transaction closed on November 12, 2020, and the Company acquired all of the issued and outstanding common shares of American CBD through the issuance of 110,000,000 common shares to the former shareholders of American CBD, 1,100,000 common shares to a party that assisted with the Transaction and 13,000,000 common shares to a party that has agreed to operate the American CBD assets in Kentucky, USA (collectively, the “**Transaction Shares**”).

We hereby confirm that the Company has received all of the issued and outstanding shares of American CBD in accordance with the terms of the Agreement and that the Transaction Shares have been duly and validly allotted and issued.

Yours truly,

“Joel Shacker”

Joel Shacker
President and Director