

FORM 11

NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

Name of Listed Issuer: **Thoughtful Brands Inc.** (the "Issuer").

Trading Symbol: **TBI**

Date: **December 10, 2020**

1. New Options Granted:

Date of Grant: **December 4, 2020**

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 Granted in Past 12 Months
Cliff Starke	Director	Yes	2,000,000	\$0.07	Dec 4, 2025	0
Lindsey Le Ho	Consultant	No	125,000	\$0.07	Dec 4, 2025	0
BBG LLC	Consultant	No	350,000	\$0.07	Dec 4, 2025	0
Szascha Lim	Consultant	Yes	250,000	\$0.07	Dec 4, 2025	0
Jasbeir Gill	Consultant	No	2,000,000	\$0.07	Dec 4, 2025	0
Sam Cole	Consultant	No	900,000	\$0.07	Dec 4, 2025	0
Chad Clelland	Director	Yes	1,600,000	\$0.07	Dec 4, 2025	0
David Hansford	Consultant	No	375,000	\$0.07	Dec 4, 2025	0
Gordon Keep	Consultant	No	725,000	\$0.07	Dec 4, 2025	0
Tally Barmash	Consultant	No	400,000	\$0.07	Dec 4, 2025	0
Josh Bromely	Consultant	No	100,000	\$0.07	Dec 4, 2025	0
Longa Seed Finance	Consultant	No	2,000,000	\$0.07	Dec 4, 2025	0
Nima Bahrami	Consultant	No	2,400,000	\$0.07	Dec 4, 2025	0
Marina Bueno	Employee	No	1,150,000	\$0.07	Dec 4, 2025	0
Saman Shahrokhi	Employee	No	400,000	\$0.07	Dec 4, 2025	0
Maximilian Justus	Employee	No	1,300,000	\$0.07	Dec 4, 2025	0
Joel Shacker	Director	Yes	900,000	\$0.07	Dec 4, 2025	0
Farbod Shahrokhi	Employee	No	850,000	\$0.07	Dec 4, 2025	0

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Ryan Hoggan	Officer	Yes	2,000,000	\$0.07	Dec 4, 2025	0
Kevin Keranen	Consultant	No	1,500,000	\$0.07	Dec 4, 2025	0
Tamara Reiss	Employee	No	300,000	\$0.07	Dec 4, 2025	0
Sam Mithani	Director	No	150,000	\$0.07	Dec 4, 2025	0
Michelle Fyfe	Employee	No	500,000	\$0.07	Dec 4, 2025	0
Geoff Balderson	Officer	No	500,000	\$0.07	Dec 4, 2025	0
Patrick Morris	Consultant	No	300,000	\$0.07	Dec 4, 2025	0
Swheta Dalpatram	Consultant	No	100,000	\$0.07	Dec 4, 2025	0
Brad Smith	Director	No	300,000	\$0.07	Dec 4, 2025	0
Lisa Lagerbom	Consultant	No	200,000	\$0.07	Dec 4, 2025	0

Total Number of optioned shares proposed for acceptance: **23,675,000**.

2. Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares ⁽¹⁾	Exercise Price	Original Date of Grant	Expiry Date
Taipan Consulting	100,000	\$0.85	Oct 26, 2018	Oct 26, 2023
Rachel Biggs	50,000	\$0.30	Dec 3, 2019	Dec 3, 2024
Justin Kates	50,000	\$0.30	Dec 3, 2019	Dec 3, 2024
Nawar Hussein	100,000	\$0.30	May 5, 2020	May 5, 2025

(1) Set out number of optioned shares for each grant with different terms.

3. Additional Information

- (a) If shareholder approval was required for the grant of options (including prior approval of a stock option plan), state the date that the shareholder meeting approving the grant was or will be held.
- (b) State the date of the news release announcing the grant of options.
- (c) State the total issued and outstanding share capital at the date of grant or amendment.
- (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, including new options, amended options and other presently outstanding options.
- (e) If the new options are being granted pursuant to a stock option plan, state the number of remaining shares reserved for issuance under the plan.
- (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.

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

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: December 10, 2020.

Joel Shacker
Name of Director or Senior
Officer

(Signed) Joel Shacker
Signature

Director
Official Capacity