



August 20, 2020

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

Dear Sirs/Mesdames:

Re: Thoughtful Brands Inc. (the "**Company**") Asset Acquisition

This letter is written in connection with the listing of an additional 26,866,000 common shares of the Company on the Canadian Securities Exchange (the "**CSE**"). Reference is made to the Limited Liability Company Interest Purchase Agreements dated August 19, 2020 (the "**Agreements**"), among (a) the Company, Golden Path LLC ("**Golden Path**") and the members of Golden Path; and (b) the Company, Wild Mariposa LLC ("**Wild Mariposa**") and the members of Wild Mariposa, pursuant to which the Company agreed to acquire all of the issued and outstanding membership interests in Golden Path and Wild Mariposa (the "**Transactions**"). The Transactions closed on August 19, 2020, and the Company acquired all of the membership interests in Golden Path and Wild Mariposa through the issuance of 11,544,400 common shares to the members of Golden Path and 15,055,600 common shares to the members of Wild Mariposa, and issued 266,000 common shares to a party that assisted with the Transactions (collectively, the "**Transaction Shares**").

We hereby confirm that the Company has received all of the issued and outstanding membership interests in Golden Path and Wild Mariposa in accordance with the terms the Agreements and that the Transaction Shares have been duly and validly allotted and issued.

In connection with the above, please find enclosed a Certificate of Compliance (CSE Form 6) and Notice of Proposed Issuance of Listed Securities (CSE Form 9).

Yours truly,

*"Joel Shacker"*

Joel Shacker  
President and Director