



August 24, 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 6,353,072 common shares of the Company on the Canadian Securities Exchange (the "**CSE**"). Reference is made to the Software Acquisition Agreement dated August 21, 2020 (the "**Agreement**"), among the Company's wholly-owned subsidiary, E-commerce Tech LLC and Offer Space LLC ("**Offer Space**") pursuant to which the Company agreed to acquire a suite of E-commerce software (the "**Software**") from Offer Space (the "**Transaction**"). The Transaction closed on August 21, 2020, and the Company acquired all right, title, and interest in and to the Software in consideration for US\$1,000,000, which was satisfied through the issuance of 6,290,170 common shares of the Company, and the issuance of 62,902 common shares of the Company to a party that assisted with the Transactions (collectively, the "**Transaction Shares**").

We hereby confirm that the Company has received all interests in the Software from Offer Space in accordance with the terms of the Agreement 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