

THOUGHTFUL BRANDS INC.

Suite 800, 1199 West Hastings Street, Vancouver, British Columbia, V6E 3T5

Tel: (604) 423-4733



NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

To be held on December 2, 2020

and

MANAGEMENT INFORMATION CIRCULAR

as at October 20, 2020



Suite 800, 1199 West Hastings Street
Vancouver, BC, V6E 3T5
Tel: (604) 423-4733

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

TO THE SHAREHOLDERS:

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “**Meeting**”) of Thoughtful Brands Inc. (the “**Company**”) will be held at Suite 800, 1199 West Hastings Street, Vancouver, British Columbia V6E 3T5 on Wednesday, December 2, 2020 at 10:00 a.m. (local time) for the following purposes:

1. to receive and consider the audited consolidated financial statements of the Company for the fiscal year ended December 31, 2019, including the accompanying notes and the auditor’s report and the Management Discussion and Analysis thereon;
2. to set the number of directors at four (4);
3. to elect Directors for the ensuing year;
4. to appoint Davidson & Company LLP as the Company’s Auditor for the ensuing year and to authorize the Directors to fix the remuneration to be paid to the Auditor; and
5. to transact such other business as may properly come before the Meeting or any adjournment or adjournments thereof.

An information circular, containing details of matters to be considered at the Meeting, accompanies this notice.

A shareholder who is unable to attend the Meeting in person and who wishes to ensure that such shareholder’s shares will be voted at the Meeting is requested to complete, date and sign the enclosed form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in the information circular. As set out in the notes, the enclosed form of proxy is solicited by management, but, you may amend it to appoint another person (who need not be a shareholder) to attend and act for you at the Meeting other than the persons named in the form of proxy if you so desire by inserting in the blank space provided in the form of proxy the name of the person you wish to represent you at the Meeting.

In light of ongoing concerns regarding the spread of COVID-19, shareholders are encouraged to vote on the matters before the Meeting by proxy. We encourage shareholders not to attend the Meeting in person, particularly if they are experiencing any of the described COVID-19 symptoms. As always, we encourage shareholders to vote their shares prior to the Meeting by following the voting instructions in the accompanying information circular. We may take additional precautionary measures in relation to the Meeting in response to further developments with the COVID-19 outbreak. In the event it is not possible or advisable to hold the Meeting in person, we will announce alternative arrangements for the Meeting as promptly as practicable, which may include delaying the Meeting or holding the Meeting entirely by electronic means, telephone or other communication facilities. **If you are a registered shareholder or appointed proxyholder and are planning to attend the Meeting, please notify the Company in advance of the Meeting by sending an email to tbarmash@fiorecorporation.com.**

DATED at Vancouver, B.C. this 20th day of October, 2020.

BY ORDER OF THE BOARD

THOUGHTFUL BRANDS INC.

/s/ Joel Shacker

President & Director

MANAGEMENT INFORMATION CIRCULAR

As at October 20, 2020
unless otherwise noted

GENERAL PROXY INFORMATION

SOLICITATION OF PROXIES

This management information circular (the “**Circular**”) is furnished in connection with the solicitation of proxies by the management of Thoughtful Brands Inc. (the “**Company**”) for use at the annual general meeting (the “**Meeting**”) of the shareholders (the “**Shareholders**”) of the Company, to be held on Wednesday, December 2, 2020 at the time and place and for the purposes set forth in the accompanying Notice of Annual Meeting of the Shareholders (“**Notice**”) and at any adjournment or postponement thereof. The enclosed instrument of proxy is solicited by the management of the Company. Unless otherwise stated, this Circular contains information as at October 20, 2020. References in this Circular to the Meeting include any adjournment or postponement thereof and, unless otherwise indicated, in this Circular all references to “\$” are to Canadian dollars. The Company completed a share consolidation of one post-consolidation common share for every ten pre-consolidation common shares on February 19, 2019. All figures reflect the share consolidation.

The solicitation of proxies will primarily be made by sending proxy materials to Shareholders by mail, and in relation to the delivery of this Circular, by filing it under the Company’s profile on the System for Electronic Document Analysis and Retrieval (“**SEDAR**”) at www.sedar.com. The solicitation of proxies may be supplemented by telephone or other personal contact to be made by the regular officers and employees of the Company or by the Company’s transfer agent and registrar. **The Company may retain other persons or companies to solicit proxies on behalf of management, in which event customary fees for such services will be paid. The cost of solicitation will be borne by the Company.**

APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the accompanying form of proxy (the “**Proxy**”) are directors and/or officers and/or appointees of the Company. **A shareholder has the right to appoint a person (who need not be a Shareholder) to attend and act for such Shareholder and on his or her behalf at the meeting other than the persons named in the enclosed instrument of proxy.** Such right may be exercised by inserting in the blank space provided for that purpose the name of the desired person or by completing another proper form of proxy and, in either case, delivering the completed and executed proxy to the Company’s transfer agent, Computershare Investor Services Inc., by fax within North America at 1-866-249-7775, or outside North America at (416) 263-9524, or by mail or by hand delivery at 9th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1,) or over the internet or telephone as set forth in the form of proxy, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting.

The Proxy must be signed and dated by the Shareholder or by his attorney in writing, or, if the Shareholder is a Company, it must either be under its common seal or signed by a duly authorized officer.

A Shareholder who has given a Proxy may revoke it at any time before it is exercised. In addition to revocation in any other manner permitted by law, a Proxy may be revoked by instrument in writing executed by the Shareholder or by his attorney authorized in writing, or, if the Shareholder is a Company, it must either be under its common seal, or signed by a duly authorized officer and deposited with the Company’s registrar and transfer agent, Computershare Investor Services Inc. at 9th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, at any time up to and including the last business day preceding the Meeting at which the Proxy is to be used, or to the Chairman of the Meeting on the day of the Meeting. A revocation of a Proxy does not affect any matter on which a vote has been taken prior to the revocation.

VOTING OF SHARES AND EXERCISE OF DISCRETION OF PROXIES

On any poll, the persons named in the enclosed Proxy will vote the Shares in respect of which they are appointed. Where directions are given by the Shareholder in respect of voting for or against any resolution, the proxyholder will do so in accordance with such direction.

In the absence of any instruction in the Proxy, it is intended that such Shares will be voted in favour of the motions proposed to be made at the Meeting as stated under the headings in this Circular. The enclosed Proxy, when properly signed, confers discretionary authority with respect to amendments or variations to the matters which may properly be brought before the Meeting. At the time of printing this Circular, the management of the Company is not aware that any such amendments, variations or other matters are to be presented for action at the Meeting. **However, if any other matters which are not now known to the management of the Company should properly come before the Meeting, the proxies hereby solicited will be voted on such matters in accordance with the best judgment of the nominee.**

In order to approve a motion proposed at the Meeting, a majority greater than one-half of the votes cast will be required, unless the motion requires a special resolution, in which case a majority of not less than two-thirds of the votes cast will be required. In the event a motion proposed at the Meeting requires disinterested shareholder approval, Shares held by Shareholders who have an interest in the motion and Shares held by their “associates”, as such term is defined under applicable securities laws, will be excluded from the count of votes cast on such motion.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

COVID-19

In light of ongoing concerns regarding the spread of COVID-19, shareholders are encouraged to vote on the matters before the Meeting by proxy. We encourage shareholders not to attend the Meeting in person, particularly if they are experiencing any of the described COVID-19 symptoms. As always, we encourage shareholders to vote their shares prior to the Meeting by following the voting instructions in the accompanying information circular. We may take additional precautionary measures in relation to the Meeting in response to further developments with the COVID-19 outbreak. In the event it is not possible or advisable to hold the Meeting in person, we will announce alternative arrangements for the Meeting as promptly as practicable, which may include delaying the Meeting or holding the Meeting entirely by electronic means, telephone or other communication facilities.

If you are a registered shareholder or appointed proxyholder and are planning to attend the Meeting, please notify the Company in advance of the Meeting by sending an email to tbarmash@fiorecorporation.com.

General

The board of directors of the Company (the “**Board**”) has fixed October 20, 2020 as the record date (the “**Record Date**”), being the date for the determination of Shareholders entitled to notice of, and to vote at, the Meeting. The Company is authorized to issue an unlimited number of Shares and, as at the Record Date, there were 246,803,833 Shares issued and outstanding, each Share carrying the right to one vote. There were no preferred shares issued and outstanding as of the close of business on the Record Date.

Only Shareholders of record as at the close of business on the Record Date who either personally attend the Meeting or who have completed and delivered a form of Proxy in the manner and subject to the provisions described under the heading “*Appointment and Revocation of Proxies*” shall be entitled to vote, or have their Shares voted, at the Meeting. On any poll, each Shareholder of record holding Shares on the Record Date is entitled to one vote for each Share registered in his or her name on the list of Shareholders as at the Record Date.

Notice to Beneficial Holders of Shares

The information set forth in this section is of significant importance to many Shareholders as a substantial number of Shareholders do not hold Shares in their own name. Shareholders who do not hold their Shares in their own name (referred to in this Circular as “**Beneficial Shareholders**”) should note that only proxies deposited by Shareholders whose names appear on the records of the Company as the registered holders of Shares can be recognized and acted upon at the Meeting. If Shares are listed in an account statement provided to a Shareholder by a broker,

then, in almost all cases, those Shares will not be registered in the Shareholder's name on the records of the Company. Such Shares will more likely be registered under the name of the Shareholder's broker or an agent of that broker. In Canada, the vast majority of such Shares are registered under the name CDS & Co. (the registration name for CDS Clearing and Depository Services Inc., which acts as nominee for many Canadian brokerage firms). The Shares held by brokers or their agents or nominees can only be voted (for or against resolutions) upon the instructions of the Beneficial Shareholder. Without specific instructions, a broker and its agents are prohibited from voting shares for the broker's clients. **Therefore, Beneficial Shareholders should ensure that instructions respecting the voting of their Shares are communicated to the appropriate person.**

Applicable regulatory rules require intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of Shareholders' meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Shares are voted at the Meeting. The purpose of the form of proxy or voting instruction form provided to a Beneficial Shareholder by its broker, agent or nominee is limited to instructing the registered holder of the Shares on how to vote such Shares on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Investor Communications ("**Broadridge**"). Broadridge typically supplies a voting instruction form, mails those forms to Beneficial Shareholders and asks those Beneficial Shareholders to return the forms to Broadridge or follow specific telephone or other voting procedures. Broadridge then tabulates the results of all instructions received by it and provides appropriate instructions respecting the voting of the shares to be represented at the Meeting. **A Beneficial Shareholder receiving a voting instruction form from Broadridge cannot use that form to vote Shares directly at the Meeting. Instead, the voting instruction form must be returned to Broadridge or the alternate voting procedures must be completed well in advance of the Meeting in order to ensure such Shares are voted.**

Although Beneficial Shareholders may not be recognized directly at the Meeting for the purpose of voting Shares registered in the name of their broker, agent or nominee, a Beneficial Shareholder may attend the Meeting as a proxyholder for a Shareholder and vote Shares in that capacity. Beneficial Shareholders who wish to attend the Meeting and indirectly vote their Shares as proxyholder for the registered shareholder should contact their broker, agent or nominee well in advance of the Meeting to determine the steps necessary to permit them to indirectly vote their Shares as a proxyholder.

The Company will not pay for an intermediary to deliver proxy related materials and voting instruction forms to objecting beneficial owners (called OBOs for Objecting Beneficial Owners). OBOs have objected to their intermediary disclosing ownership information about themselves to the Company. Accordingly, OBOs will not receive the materials unless their intermediary assumes the costs of delivery.

All references to Shareholders in this Circular and the accompanying Proxy and Notice are to Shareholders of record unless specifically stated otherwise.

Electronic Copies

Electronic copies of this Circular, the Notice, the annual audited consolidated financial statements of the Company for the financial year ended December 31, 2019 (the "**Financial Statements**") and management's discussion and analysis ("**MD&A**") of the Company's results of operations and financial condition for the financial year ended December 31, 2019 (collectively, the "**Meeting Materials**") may be found under the Company's profile on SEDAR at www.sedar.com.

Notice to Non-Objecting Beneficial Shareholders

The Meeting Materials are being sent to both registered and Beneficial Shareholders. If you are a Beneficial Shareholder, and the Company or its agent has sent the Meeting Materials directly to you, your name and address and information about your holdings of Shares have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding on your behalf.

Principal Holders of Voting Shares

To the knowledge of the directors and senior officers of the Company, as of the Record Date, there are no persons or corporations that beneficially own, directly or indirectly, or exercise control or direction over, Shares carrying more than 10% of the voting rights attached to all outstanding Shares.

STATEMENT OF EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

The purpose of this Compensation Discussion and Analysis is to provide information about the compensation that the Company provided to each named executive officer and director for the most recent financial year, and the decision-making process relating to compensation. It also provides insight into the Company's compensation objectives and processes and discusses compensation decisions relating to the Company's Named Executive Officers and Directors.

In this section "Named Executive Officer" or "NEO" means: (a) the Chief Executive Officer ("CEO"); (b) the Chief Financial Officer ("CFO"); and (c) each of the Company's three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, whose total compensation was more than \$150,000 during the financial year ended December 31, 2019.

Compensation Objectives and Principles

The Board is responsible for determining compensation for the directors and NEOs. The primary goal of the Company's executive compensation program is to attract and retain the key executives necessary for the Company's long-term success, to encourage executives to further the Company's development and operations, and to motivate top quality and experienced executives.

Compensation Process

In considering executive compensation issues, the Board's goal is to provide a total compensation package that is competitive in the industry, flexible, and attracts, motivates and retains experienced and qualified executive leadership. The health product and e-commerce industry is experiencing a competitive labour market and this situation is expected to continue for the foreseeable future as the industry continues to develop. As the Company expands its business, experienced talent is expected to be developed internally as well as drawn from emerging companies within the health product and e-commerce industry and others. Compensation provided to executive officers is determined with regard to the Company's business strategies and objectives. In this manner, the financial interest of the executive officers is aligned with the long-term financial interest of the Shareholders.

The Board is responsible for determining all forms of compensation, including long-term incentives in the form of stock options and for reviewing the recommendations respecting compensation for any other officers from time to time, to ensure such arrangements reflect the responsibilities associated with each position.

The Board has not conducted a formal evaluation of the implications of the risks associated with the Company's compensation policies. Risk management is a consideration of the Board when implementing its compensation policies and the Board does not believe that the Company's compensation policies result in unnecessary or inappropriate risk-taking including risks that are likely to have a material adverse effect on the Company.

The compensation of the Company's NEOs has been established with a view to attracting and retaining executives critical to the Company's short and long-term success and to continuing to provide executives with compensation that is in accordance with existing market standards generally and competitive within the health product and e-commerce industry, in particular.

Elements of Compensation

The compensation paid to NEOs consists of three primary components: (1) base salary; (2) long-term incentives in the form of stock options granted under the Option Plan (as defined below); and (3) share-based awards and option-based awards. The Company also reimburses expenses incurred by each NEO.

The Board annually reviews the various elements of compensation to ensure that they are aligned with the goals of the Company and each NEO, as well as the Company's compensation objectives and principles. Through the

Company's executive compensation practices, the Company seeks to provide value to the Company's shareholders through a strong executive leadership. Specifically, the Company's executive compensation structure seeks to attract and retain talented and experienced executives necessary to achieve the Company's strategic objectives, motivate and reward executives whose knowledge, skills and performance are critical to the Company's success and align the interests of the Company's executives and shareholders by motivating executives to increase shareholder value.

The key features of these three primary components of compensation are discussed below:

Base Salary

NEOs receive a base salary, which is established based upon market-competitive salary levels, the financial capacity of the Company, the scope of the executive's responsibilities for the year, the executive's prior experience and retention risk referencing the competitive nature of the health products and e-commerce industry. The Company's intended approach is to pay the Company's NEOs a base salary that is competitive with those of other executive officers in similar companies.

Stock Options

The Company's granting of options to purchase Shares to NEOs is a method of compensation used to attract and retain personnel and to provide an incentive to participate in the Company's long-term development and increase shareholder value. The relative emphasis on options for remunerating NEOs varies on the prevailing practices in competing companies and on the number of options to purchase Shares that are outstanding at the time. The Company generally expects future option grants to be based on the following factors: the executive's past performance, anticipated future contribution, prior option grants to such executive, the percentage of outstanding equity owned by the executive, competitive market practices and the executive's responsibilities and performance. The Company has not set specific target levels for granting options to NEOs, but seeks to be competitive with similar companies.

Share-Based Awards and Option-Based Awards

Share compensation awards are granted, at the discretion of the Board, based on award levels in the past and the Company's performance, in compliance with applicable securities law, stock exchange and other regulatory requirements. Share compensation grants may also be issued, at the discretion of the Board, throughout the year, to attract new directors, officers, employees or consultants. The Company's Board will also consider previous grants of options and the overall number of options that are outstanding relative to the number of outstanding Shares in determining whether to make any new grants of options and the size and terms of any such grants, as well as the level of effort, time, responsibility, ability, experience and level of commitment of the Company's executive officer in determining the level of incentive stock option compensation.

Assessments

The Board does not formally review the contribution and effectiveness of the Board, its members or committees. The Board believes that its size facilitates an informal review process through discussion and evaluation between the Chairman of the Board and the CEO.

Pension Plan Benefits

The Company does not have a pension plan for its NEOs and directors.

Use of Financial Instruments

The Company does not have a policy that would prohibit a NEO or director from purchasing financial instruments, including prepaid variable forward contracts, equity swaps, collars or units of exchange funds, that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the NEO or director. However, management is not aware of any NEO or director purchasing such an instrument.

Director and Named Executive Officer Compensation

The following table sets forth compensation for each NEO and director of the Company for the two most recently completed financial years, excluding compensation securities.

Table of compensation excluding compensation securities							
Name and position	Year ended December 31	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Joel Shacker President ⁽¹⁾ and Director	2019	70,000	Nil	Nil	Nil	Nil	70,000
	2018	N/A	N/A	N/A	N/A	N/A	N/A
Szascha Lim Former CFO ⁽²⁾	2019	Nil	Nil	N/A	Nil	Nil	Nil
	2018	N/A	N/A	N/A	N/A	N/A	N/A
Patrick Morris ⁽³⁾ Former Director and former CEO	2019	76,000	N/A	N/A	N/A	N/A	76,000
	2018	95,000	Nil	Nil	Nil	Nil	95,000
Geoff Balderson ⁽⁴⁾ Former Director and former CFO	2019	19,200	Nil	Nil	Nil	Nil	19,200
	2018	9,600	Nil	Nil	Nil	Nil	9,600
Thomas W. Clarke ⁽⁵⁾ Former Director	2019	Nil	Nil	Nil	Nil	Nil	Nil
	2018	Nil	Nil	Nil	Nil	Nil	Nil
John Michael Mackey ⁽⁶⁾ Former Director	2019	Nil	Nil	Nil	Nil	Nil	Nil
	2018	Nil	Nil	Nil	Nil	Nil	Nil
Chaimae El Amri ⁽⁷⁾ Former Director	2019	Nil	Nil	Nil	Nil	Nil	Nil
	2018	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

1. Mr. Shacker was appointed as a Director on April 29, 2019 and served as CEO from on June 1, 2019 until February 22, 2020. He was appointed as President on February 22, 2020.
2. Ms. Szascha Lim served as CFO from June 1, 2019 until September 21, 2020.
3. Mr. Morris served as CEO from February 14, 2017 until May 27, 2019.
4. Mr. Balderson served as CFO from April 23, 2018 until June 1, 2019.
5. Mr. Clarke served as a Director from July 16, 2018 until April 29, 2019.
6. Mr. Mackey served as a Director from August 31, 2010 until April 24, 2019.
7. Mr. El Amri served as a Director from October 26, 2018 until April 18, 2019.

Stock Option Plans and Other Incentive Plans

The Company has an option plan (the “**Option Plan**”) for the granting of incentive stock options to the directors, officers, employees and consultants. The purpose of granting options pursuant to the Option Plan is to assist the Company in compensating, attracting, retaining and motivating the directors, officers, employees and consultants of the Company and to closely align the personal interests of such persons to that of the Shareholders. Pursuant to the Option Plan, options may be granted to officers, directors, employees and consultants (the “**Participants**”) of the

Company or its affiliates. Options may be granted for a maximum of five years, and vesting is subject to the discretion of the Board. The maximum number of Shares reserved for issuance upon exercise of options granted thereunder may not exceed 10% of the total number of the issued Shares at the time the options are granted. Under the Option Plan, no one Participant may be granted options to purchase more than 5% of the number of issued Shares and no more than 2% of the issued Shares may be granted to any one consultant in any twelve-month period. No more than an aggregate of 2% of the issued Shares may be granted to an employee conducting investor relations activity in any twelve-month period. The price at which Shares may be acquired upon the exercise of an option may not be less than the price permitted under the rules of any stock exchange or exchanges on which the Shares are listed.

The Company does not have any other arrangements pursuant to which directors are compensated by the Company or its subsidiaries for their services in their capacity as directors, or for committee participation, involvement in special assignments or for services as consultants or experts during the financial year ended December 31, 2019.

The following table sets forth information concerning all compensation securities granted or issued to each director and NEO by the Company in the most recently completed financial year for services provided to the Company.

Compensation Securities							
Name and Position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry date
Joel Shacker President and Director ⁽¹⁾	Options	500,000	Dec. 3, 2019	\$0.30	\$0.28	\$0.50	Dec. 3, 2024
Szascha Lim Former CFO ⁽²⁾	Options	100,000	Dec. 3, 2019	\$0.30	\$0.28	\$0.50	Dec. 3, 2024
Sam Mithani Director ⁽³⁾	Options	100,000	Dec. 3, 2019	\$0.30	\$0.28	\$0.50	Dec. 3, 2024
Chadwick Clelland Director ⁽⁴⁾	Options	1,500,000	Dec. 3, 2019	\$0.30	\$0.28	\$0.50	Dec. 3, 2024

Notes:

1. Mr. Shacker was appointed as a Director on April 29, 2019 and served as CEO from on June 1, 2019 until February 22, 2020. He was appointed as President on February 22, 2020.
2. Ms. Szascha Lim served as CFO from June 1, 2019 until September 21, 2020.
3. Dr. Mithani was appointed as a Director on April 29, 2019
4. Mr. Clelland was appointed as a Director on October 28, 2019

Incentive Plan Awards– value vested or earned during the year

Although an aggregate of 4,670,000 (post consolidated) stock options were granted to the Directors and NEOs during the year ended December 31, 2019, the market price of the common shares on the date of grant did not exceed the exercise price and, accordingly, the value vested or earned was nil. None of the Directors or NEOs exercised their stock options during the year ended December 31, 2019.

Termination and Change of Control Benefits

There were no employment contracts between the Company nor any of its subsidiaries and a NEO during the fiscal year ended December 31, 2019 which provided for termination or change of control benefits. There was no compensatory plan or arrangement, including payments to be received from the Company or any of its subsidiaries, with respect to the NEOs .

MANAGEMENT CONTRACTS

Management functions of the Company or any of its subsidiaries are not to any substantial degree performed by a person other than the directors or executive officers of the Company.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets out particulars of the compensation plans under which equity securities of the Company are authorized for issuance as of December 31, 2019.

Equity Compensation Plan Information

Plan Category	A Number of securities to be issued upon exercise of outstanding options, warrants and rights	B Weighted-average exercise price of outstanding options, warrants and rights	C Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column A)⁽²⁾
Equity compensation plans approved by securityholders ⁽¹⁾	4,910,000	\$0.33	3,163,290
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
Total	4,910,000	N/A	3,163,290

Notes:

(1) Represents the Option Plan of the Company.

(2) Represents the number of Shares remaining available for future issuance upon exercise of stock options that may be granted under the Stock Option Plan as of December 31, 2019 and based on 10% of the number of Shares issued and outstanding as of December 31, 2019. The maximum number of Shares which may be issued pursuant to stock options granted under the Option Plan and any other security-based compensation plans of the Company is 10% of the issued and outstanding Shares from time to time.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Other than “routine indebtedness” as defined in applicable securities legislation, since the most recently completed financial year, none of:

- (a) the executive officers, directors, employees and former executive officers, directors and employees of the Company or any of its subsidiaries;
- (b) the proposed nominees for election as a director of the Company; or
- (c) any associates of the foregoing persons;

is or has been indebted to the Company or any of its subsidiaries or has been indebted to any other entity where that indebtedness was the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries, and which was not entirely repaid on or before the date of this Circular.

INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

None of the directors or executive officers of the Company, nor any person who has held such a position since the beginning of the last completed financial year end of the Company, nor any proposed nominee for election as a director

of the Company, nor any associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting other than as disclosed herein.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

For purposes of the following discussion, “**Informed Person**” means: (a) a director or executive officer of the Company; (b) a director or executive officer of a person or company that is itself an Informed Person or a subsidiary of the Company; (c) any person or company who beneficially owns, or controls or directs, directly or indirectly, voting securities of the Company or a combination of both carrying more than 10 percent of the voting rights attached to all outstanding voting securities of the Company, other than the voting securities held by the person or company as underwriter in the course of a distribution; and (d) the Company itself if it has purchased, redeemed or otherwise acquired any of its securities, for so long as it holds any of its securities.

Except as disclosed elsewhere in this Circular or in the Notes to the Company’s financial statements for the financial years ended December 31, 2019, none of:

the Informed Persons of the Company;

- (a) the proposed nominees for election as a director of the Company; or
- (b) any associate or affiliate of the foregoing persons,

has any material interest, direct or indirect, in any transaction or in any proposed transaction which has materially affected or would materially affect the Company or any subsidiary of the Company.

REQUEST FOR FINANCIAL STATEMENTS

NI 51-102 sets out the procedures for a shareholder to receive financial statements. If you wish to receive financial statements, you may use the enclosed form or provide instructions in any other written format. Registered shareholders must also provide written instructions in order to receive the Financial Statements.

AUDIT COMMITTEE DISCLOSURE

The charter of the Company’s audit committee and the other information required to be disclosed by Form 52-110F2 are attached to this Circular as Schedule “A”.

CORPORATE GOVERNANCE

The information required to be disclosed by National Instrument 58-101 *Disclosure of Corporate Governance Practices* is attached to this Circular as Schedule “B”.

MATTERS TO BE ACTED UPON AT THE MEETING

Financial Statements

The audited financial statements of the Company for the period ended December 31, 2019 (the “**Financial Statements**”), together with the Auditor’s Reports thereon, will be presented to Shareholders at the Meeting. The Financial Statements and the Auditor’s Report thereon, together with related MD&A are available on SEDAR at www.sedar.com.

Fixing the Number of Directors and Election of Directors

The persons named in the enclosed Proxy intend to vote in favour of fixing the number of directors at four (4). Each director of the Company is elected annually and holds office until the next annual general meeting of the Shareholders of the Company, until his successor is duly elected, or until his resignation as a director. Management is nominating the following four individuals to stand for election as directors of the Company (the “**Nominees**”): Messrs. Joel Shacker, Chadwick Clelland, Dr. Sam Mithani and Mr. Clifford Starke.

The following table sets out the names of the Nominees, the Province or State and Country in which each person is ordinarily resident, the positions and offices which each presently holds with the Company, the period of time for which each person has been a director of the Company, the respective principal occupations or employment during the past five years if such nominee is not presently an elected director and the number of Shares which each beneficially owns, directly or indirectly, or over which control or direction is exercised as of the date of this Circular.

Unless authority to do so is withheld, the persons named in the accompanying proxy intend to vote FOR the election of the Nominees. Management does not contemplate that any of the Nominees will be unable to serve as a director, but if that should occur for any reason prior to the Meeting, it is intended that discretionary authority will be exercised by the persons named in the accompanying proxy to vote the proxy for the election of any other person or persons in place of any Nominee or Nominees unable to serve

The Nominees, and information concerning them as furnished by the individual Nominees, are as follows:

Name, Province/State and Country of Residence and Position with the Company	Present Principal Occupation, Business or Employment for the Past Five Years⁽¹⁾	Date served as Director Since	Common Shares Beneficially Owned or Controlled, Directly or Indirectly, or Over⁽¹⁾
Joel Shacker⁽²⁾ British Columbia, Canada <i>Director and President</i>	Former Chief Operating Officer of CanPac Investment Corp. from 2014 to 2015; former President of Ananda Technologies Inc. from 2015 to 2017; former Associate at Stadnyk and Partners from 2018 to 2019; former Director and consultant of Weekend Unlimited Inc. from 2018 to 2019. Current President of Thoughtful Brands Inc. since 2019, and CEO of Balsam Technologies Corp. and Core One Labs since 2020.	April 18, 2019	266,666
Chadwick Clelland⁽²⁾ British Columbia, Canada <i>Director</i>	Co-Founder and consultant at MedicalMarijuana.ca since 2009. Director and Patient educator at Greenleaf Medical Clinic since 2010. Co-Founder, Chief Operating Officer, ARPIC, HOS Alternate master grower at Folium Life Science Inc. since 2013.	October 28, 2019	1,070,033
Sam Mithani⁽²⁾ Ontario, Canada <i>Director</i>	Chief Technology Officer at Binovi Technologies Corp. since 2015.	April 29, 2019	Nil
Clifford Starke San Francisco, Panama <i>Director</i>	President and CEO Franchise Cannabis Corp. since 2018, and Chairman of Hampstead Private Capital since 2016.	December 9, 2019	Nil

Notes:

- (1) *The information as to the province and country of residence, principal occupation over the past five years and shares beneficially owned or over which a director exercises control or direction, not being within the knowledge of the Company, has been furnished by the respective directors individually as of October 20, 2020, being the Record Date of this Circular.*
- (2) *Member of the Audit Committee.*

The Company does not currently have an Executive Committee of its Board. Pursuant to National Instrument 52-110, the Company is required to have an Audit Committee of its Board. For more information on the Company’s Audit Committee, refer to “Schedule A – *Audit Committee Disclosure*” attached to this Circular.

Director Biographies

The principal occupations, businesses or employments of each of the Nominees within the past five years are as disclosed in the brief biographies set forth below.

Joel Shacker, President and Director

Mr. Shacker entered the cannabis space by founding Ananda Technologies Inc., a cannabis extraction company specializing in licensing proprietary extraction formulas of medical cannabis for research purposes. Mr. Shacker has worked extensively in the cannabis and finance space over the past six years and has sat on the board of directors of the Canadian Securities Exchange-listed cannabis company, Weekend Unlimited Inc. While at Weekend Unlimited Inc., Mr. Shacker also acted as a consultant and led the company's expansion into international cannabis markets in Jamaica and oversaw the development of its operations. He has also served as Chief Operating Officer of CanPac Investment Corp., an investment company, and as an Associate at Stadnyk and Partners, a venture capital and advisory firm. Mr. Shacker holds an Honours Business Administration degree from Ivey Business School at Western University, specializing in finance. Most recently Mr. Shacker holds the position of CEO at Core One Labs and Balsam Technologies Corp, as well as a director of Tilting Capital Corp.

Chadwick Clelland, Director

In 2009, Mr. Clelland purchased Medicalmarijuana.ca which became an information portal for thousands of patients, doctors and growers of cannabis. The focus of Medicalmarijuana.ca was on consultation and education related to the navigation of the legal Canadian medical marijuana program and on growing cannabis for medicinal purposes. Through this company, Mr. Clelland and his team have helped thousands of Canadians find legal and safe medication. The team has also consulted, designed and submitted dozens of applications to the government under the *Marihuana for Medical Purposes Regulations*, *Access to Cannabis for Medical Purposes Regulations* and the *Cannabis Act*.

In 2011, Mr. Clelland co-founded Greenleaf Medical Clinic. It is a specialized clinic that offers one-on-one education services and assessments for chronically ill patients. There are over 3,500 doctors in Canada that refer their patients to Greenleaf Medical Clinic. It is now recognized as a training facility by the University of British Columbia and offers preceptorships to physicians, nurse practitioners and pharmacists.

After being asked to consult with Health Canada for their new cannabis regulations, Mr. Clelland and his partners applied in 2013 to become a Licensed Cannabis Producer under the *Marihuana for Medical Purposes Regulations*. Mr. Clelland's main role was to design the facility around the regulations, security and Good Production Practises. After successfully passing their federal security clearances, Folium Life Science Inc., a cannabis company, was approved for cannabis cultivation in June of 2018. A year later they were awarded their medical sales license. His roles as a founder have included Chief Operating Officer, head of security, alternate master grower and alternate responsible person in charge.

Sam Mithani, Director

Dr. Mithani graduated from the University of Waterloo with a Ph.D. in Organic Chemistry and entered the pharmaceutical industry. Over the next eleven years, he took on increasingly senior roles, including VP, Technical Services in the Fine Chemical Division at Apotex Inc., where he gained experience leading a large multi-disciplinary, multisite team in a regulated environment, encompassing analytical services, quality control, instrument integration and validation, IT/IS infrastructure, security systems, as well as enterprise software engineering. Dr. Mithani left Apotex Inc. to follow his passion for Mac and iOS development at Indusblue Inc., where he took a leading role in the development of a number of award-winning IOS apps. Over the next two years, Dr. Mithani led Freshbooks' Android initiative and Triggerfox Corporation's iOS team, prior to their acquisition by Influitive Corporation. More recently, as the CTO of a new start-up with partners from Indusblue, he established a SaaS magazine platform and contract development services, specializing in Xamarin, Android and iOS development. Dr. Mithani is currently leading the Technology development at Binovi Technologies Corp. as Chief Technology Officer and Director. He has successfully developed the Binovi Platform, which leverages hardware, software and machine learning to drive human vision performance.

Clifford Starke, Director

Mr. Starke has over 14 years of experience financing and building small to mid-market companies in the technology, pharmaceuticals and cannabis space. He has acted as a consultant, advisor or board member to a number of TSX Venture companies. Mr. Starke received an undergraduate degree from Queen's University.

Corporate Cease Trade Orders

The following information, not being within the knowledge of the Company, has been furnished by the respective directors.

To the knowledge of the Company, other than as set forth below, no proposed director is, as at the date of this Circular, or has been, within 10 years before the date of this Circular, a director, chief executive officer or chief financial officer of any company (including the Company) that:

- (a) was subject to a cease trade order, an order similar to a cease trade order, or an order that denied the relevant company access to any exemption under applicable securities legislation, and which in all cases was in effect for a period of more than 30 consecutive days (an “**Order**”), which Order was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer of such company; or
- (b) was subject to an Order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer of such company.

Bankruptcies, Penalties or Sanctions

The following information, not being within the knowledge of the Company, has been furnished by the respective directors.

To the knowledge of the Company, other than as set forth below, no proposed director:

- (a) is, as at the date of this Circular, or has been within the last ten years, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets;
- (b) has, within the last ten years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or become subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold his assets;
- (c) has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (d) has been subject to any penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in deciding whether to vote for a proposed director.

Chad Clelland made an assignment in bankruptcy on August 7, 2015 and obtained an Absolute Order of Discharge on May 23, 2017.

Appointment and Remuneration of Auditor

The Company proposes to appoint Davidson and Company LLP, of Vancouver, British Columbia as auditors of the

Company to hold office until the next annual general meeting of Shareholders at a remuneration to be set by the directors. **Unless otherwise instructed, the proxies given pursuant to this solicitation will be voted for the appointment of Davidson and Company LLP as auditors of the Company to hold office until the close of the next annual general meeting of the Company at a remuneration to be set by the directors.**

OTHER MATTERS

As of the date of this Circular, management knows of no other matters to be acted upon at this Meeting. However, should any other matters properly come before the Meeting, the Shares represented by the Proxy solicited hereby will be voted on such matters in accordance with the best judgment of the persons voting the shares represented by the Proxy.

ADDITIONAL INFORMATION

Additional information relating to the Company is on SEDAR at www.sedar.com. Financial information relating to the Company is provided in the Company's comparative financial statements and related MD&A for the financial year ended December 31, 2019.

Shareholders wishing to obtain a copy of the Company's financial statements and Management's Discussion and Analysis may contact the Company as follows:

THOUGHTFUL BRANDS INC.
Suite 800, 1199 West Hastings Street,
Vancouver, British Columbia, Canada, V6E 3T5

AUDIT COMMITTEE

National Instrument 52-110 – *Audit Committees* (“**NI 52-110**”) requires the Company, as a venture issuer, to disclose annually in its information circular certain information concerning the constitution of its audit committee and its relationship with its independent auditor. This information with respect to the Company is provided in Schedule “A” to this Circular.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

National Instrument 58-101 *Disclosure of Corporate Governance Practices*, (“**NI 58-101**”) requires the Company to disclose, on an annual basis, its approach to corporate governance. The Company's corporate governance practices comply with the applicable guidelines and a description is set out in Schedule “B” to this Circular, in the format suggested by NI 58-101F2 *Corporate Governance Disclosure*.

ADDITIONAL INFORMATION

Additional information concerning the Company is available on SEDAR at www.sedar.com. Financial information concerning the Company is provided in the Company's comparative financial statements and Management's Discussion and Analysis for the financial year ended December 31, 2019.

BOARD APPROVAL

The Directors of the Company have approved the content and the sending of this Circular.

DATED at Vancouver, British Columbia, this 20th day of October, 2020.

THOUGHTFUL BRANDS INC.

/s/ Joel Shacker

President and Director

**Schedule “A” to the Information Circular
of Thoughtful Brands Inc. (the “Company”)**

**THOUGHTFUL BRANDS INC.
AUDIT COMMITTEE INFORMATION**

The Audit Committee Charter

The Audit Committee (the “**Committee**”) is a committee of the board of directors (the “**Board**”) of the Company. The role of the Committee is to provide oversight of the Company’s financial management and of the design and implementation of an effective system of internal financial controls as well as to review and report to the Board on the integrity of the financial statements of the Company, its subsidiaries and associated companies. This includes helping directors meet their responsibilities, facilitating better communication between directors and the external auditor, enhancing the independence of the external auditor, increasing the credibility and objectivity of financial reports and strengthening the role of the directors by facilitating in-depth discussions among directors, management and the external auditor. Management is responsible for establishing and maintaining those controls, procedures and processes and the Committee is appointed by the Board to review and monitor them. The Company’s external auditor is ultimately accountable to the Board and the Committee as representatives of the Company’s shareholders.

The Committee is governed by an audit committee charter, the text of which follows:

Mandate and Purpose of the Committee

The Audit Committee (the “**Committee**”) of the board of directors (the “**Board**”) of Thoughtful Brands Inc. (the “**Company**”) is a standing committee of the Board whose primary function is to assist the Board in fulfilling its oversight responsibilities relating to:

- (a) the integrity of the Company’s financial statements;
- (b) the Company’s compliance with legal and regulatory requirements, as they relate to the Company’s financial statements;
- (c) the qualifications, independence and performance of the Company’s auditor;
- (d) internal controls and disclosure controls;
- (e) the performance of the Company’s internal audit function; and
- (f) performing the additional duties set out in this Charter or otherwise delegated to the Committee by the Board.

Authority

The Committee has the authority to:

- (a) engage and compensate independent counsel and other advisors as it determines necessary or advisable to carry out its duties; and
- (b) communicate directly with the Company’s auditor.

The Committee has the authority to delegate to individual members or subcommittees of the Committee.

Composition and Expertise

The Committee shall be composed of a minimum of three members, each whom is a director of the Company. The Committee shall be comprised of members, a majority of whom are not officers, employees or control persons (as such term is defined in the policies of the Canadian Securities Exchange and any other publicly listed exchange on which the shares of the Company are listed) of the Company.

Committee members shall be appointed annually by the Board at the first meeting of the Board following each annual meeting of shareholders. Committee members hold office until the next annual meeting of

shareholders or until they are removed by the Board or cease to be directors of the Company.

The Board shall appoint one member of the Committee to act as Chair of the Committee. If the Chair of the Committee is absent from any meeting, the Committee shall select one of the other members of the Committee to preside at that meeting.

Meetings

Any member of the Committee or the auditor may call a meeting of the Committee. The Committee shall meet at least once per year and as many additional times as the Committee deems necessary to carry out its duties. The Chair shall develop and set the Committee's agenda, in consultation with other members of the Committee, the Board and senior management.

Notice of the time and place of every meeting shall be given in writing to each member of the Committee, at least 72 hours (excluding holidays) prior to the time fixed for such meeting. The Company's auditor shall be given notice of every meeting of the Committee and, at the expense of the Company, shall be entitled to attend and be heard thereat. If requested by a member of the Committee, the Company's auditor shall attend every meeting of the Committee held during the term of office of the Company's auditor.

A majority of the Committee shall constitute a quorum. No business may be transacted by the Committee except at a meeting of its members at which a quorum of the Committee is present in person or by means of such telephonic, electronic or other communications facility that permits all persons participating in the meeting to communicate adequately with each other during the meeting.

The Committee may invite such directors, officers and employees of the Company and advisors as it sees fit from time to time to attend meetings of the Committee.

The Committee shall meet without management present whenever the Committee deems it appropriate.

The Committee shall appoint a Secretary who need not be a director or officer of the Company. Minutes of the meetings of the Committee shall be recorded and maintained by the Secretary and shall be subsequently presented to the Committee for review and approval.

Committee and Charter Review

The Committee shall conduct an annual review and assessment of its performance, effectiveness and contribution, including a review of its compliance with this Charter. The Committee shall conduct such review and assessment in such manner as it deems appropriate and report the results thereof to the Board.

The Committee shall also review and assess the adequacy of this Charter on an annual basis, taking into account all legislative and regulatory requirements applicable to the Committee, as well as any guidelines recommended by regulators or the Canadian Securities Exchange and shall recommend changes to the Board thereon.

Reporting to the Board

The Committee shall report to the Board in a timely manner with respect to each of its meetings held. This report may take the form of circulating copies of the minutes of each meeting held.

Duties and Responsibilities Financial Reporting

The Committee is responsible for reviewing and recommending approval to the Board of the Company's annual and interim financial statements, MD&A and related news releases, before they are released.

The Committee is also responsible for:

- (a) being satisfied that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements, other than the public disclosure referred to in the preceding paragraph, and for periodically assessing the adequacy of those procedures;

- (b) if deemed appropriate by the Committee, engaging the Company's auditor to perform a review of the interim financial statements and receiving from the Company's auditor a formal report on the auditor's review of such interim financial statements;
- (c) discussing with management and the Company's auditor the quality of applicable accounting principles and financial reporting standards, not just the acceptability thereof;
- (d) discussing with management any significant variances between comparative reporting periods; and
- (e) in the course of discussion with management and the Company's auditor, identifying problems or areas of concern and ensuring such matters are satisfactorily resolved.

Auditor

The Committee is responsible for recommending to the Board:

- (a) the auditor to be nominated for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company; and
- (b) the compensation of the Company's auditor.

The Company's auditor reports directly to the Committee. The Committee is directly responsible for overseeing the work of the Company's auditor engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company, including the resolution of disagreements between management and the Company's auditor regarding financial reporting.

Relationship with the Auditor

The Committee is responsible for reviewing the proposed audit plan and proposed audit fees. The Committee is also responsible for:

- (a) establishing effective communication processes with management and the Company's auditor so that it can objectively monitor the quality and effectiveness of the auditor's relationship with management and the Committee;
- (b) receiving and reviewing regular feedback from the auditor on the progress against the approved audit plan, important findings, recommendations for improvements and the auditor's final report;
- (c) reviewing, at least annually, a report from the auditor on all relationships and engagements for non-audit services that may be reasonably thought to bear on the independence of the auditor; and
- (d) meeting in camera with the auditor whenever the Committee deems it appropriate.

Accounting Policies

The Committee is responsible for:

- (a) reviewing the Company's accounting policy note to ensure completeness and acceptability with applicable accounting principles and financial reporting standards as part of the approval of the financial statements;
- (b) discussing and reviewing the impact of proposed changes in accounting standards or securities policies or regulations;
- (c) reviewing with management and the auditor any proposed changes in major accounting policies and key estimates and judgments that may be material to financial reporting;
- (d) discussing with management and the auditor the acceptability, degree of aggressiveness / conservatism and quality of underlying accounting policies and key estimates and judgments; and
- (e) discussing with management and the auditor the clarity and completeness of the Company's financial disclosures.

Risk and Uncertainty

The Committee is responsible for reviewing, as part of its approval of the financial statements:

- (a) uncertainty notes and disclosures; and
- (b) MD&A disclosures.

The Committee, in consultation with management, will identify the principal business risks and decide on the Company's "appetite" for risk. The Committee is responsible for reviewing related risk management policies and recommending such policies for approval by the Board and, once approved by the Board, overseeing the implementation and ongoing monitoring of such policies.

The Committee is responsible for requesting the auditor's opinion of management's assessment of significant risks facing the Company and how effectively they are managed or controlled.

Controls and Control Deviations

The Committee is responsible for reviewing:

- (a) the plan and scope of the annual audit with respect to planned reliance and testing of controls; and
- (b) major points contained in the auditor's management letter resulting from control evaluation and testing.

The Committee is also responsible for receiving reports from management when significant control deviations occur.

Compliance with Laws and Regulations

The Committee is responsible for reviewing regular reports from management and others (e.g. auditors) concerning the Company's compliance with financial related laws and regulations, such as: tax and financial reporting laws and regulations; legal withholdings requirements; environmental protection laws; and other matters for which directors face liability exposure.

Non-Audit Services

All non-audit services to be provided to the Company or its subsidiary entities by the Company's auditor must be pre-approved by the Committee.

Submission Systems and Treatment of Complaints

The Committee is responsible for establishing procedures for:

- (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and
- (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

The Committee is responsible for reviewing and approving the Company's hiring policies regarding partners, employees and former partners and employees of the present and former auditor of the Company.

Composition of the Committee

NI 52-110 provides that a member of an audit committee is "independent" if the member has no direct or indirect material relationship with the Company, which could, in the view of the Company's Board, reasonably interfere with the exercise of the member's independent judgment. NI 52-110 provides that an individual is "financially literate" if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements. The following sets out the members of the audit committee and their education and experience that is relevant to the performance of his responsibilities as an audit committee member.

The Committee is currently comprised of three directors, Sam Mithani, Joel Shacker and Chadwick Clelland. As defined in NI 52-110, Mr. Shacker is not independent as he is the Company's President, and Mr. Clelland and Dr.

Mithani are independent directors according to the policy. The Audit Committee members are “financially literate” as that term is defined in NI 52-110.

Relevant Education and Experience

All members of the Committee are considered financially literate and have been involved in enterprises which publicly report financial results, each of which requires a working understanding of, and ability to analyze and assess, financial information (including financial statements).

Sam Mithani: Dr. Mithani graduated from the University of Waterloo with a Ph.D. in Organic Chemistry and entered the pharmaceutical industry. Dr. Mithani is currently leading the Technology development at Binovi Technologies Corp. as Chief Technology Officer and Director. He has successfully developed the Binovi Platform, which leverages hardware, software and machine learning to drive human vision performance. Dr. Mithani has successfully held several senior officer positions in private and public companies with previous experience as an audit committee member.

Joel Shacker: Mr. Shacker has worked extensively in the cannabis and finance space over the past six years. Mr. Shacker is a director of Core One Labs Inc. and Tilting Capital Corp. and previously sat on the board of directors for publicly trading cannabis lifestyle company Weekend Unlimited Inc. Mr. Shacker holds a business administration degree (honours) from Ivey Business School at Western University, specializing in finance.

Chadwick Clelland: Mr. Clelland has certification in the Workers Compensation Board Occupational Health & Safety Committee Training and Hazard Recognition and Control. He has received certification from the Paramedic Academy and has completed the accredited Fire Fighter levels 1 & 2 through the Justice Institute of B.C. Mr. Clelland also holds a certificate in Integrated Pest Management issued by the British Columbia Ministry of Environment. Mr. Clelland has many years’ experience in the capacities of director and officers of public companies.

Committee Oversight

At no time since the commencement of the Company's most recently completed financial year was a recommendation of the Committee to nominate or compensate an external auditor not adopted by the Company's Board.

Reliance on Certain Exemptions

At no time since the commencement of the Company's most recently completed financial year has the Company relied on the exemption in Section 2.4 of NI 52-110 (*De Minimis* Non-Audit Services), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

Pre-approval Policies and Procedures

The Committee has adopted specific policies and procedures for the engagement of non-audit services to the extent set forth in the Committee Charter (see under the heading “External Auditor”).

External Auditor Service Fees

In the following table, “audit fees” are fees billed by the Company’s external auditor for services provided in auditing the Company’s annual financial statements for the subject year. “Audit-related fees” are fees not included in audit fees that are billed by the auditor for assurance and related services that are reasonably related to the performance of the audit or review of the Company’s financial statements. “Tax fees” are fees billed by the auditor for professional services rendered for tax compliance, tax advice and tax planning. “All other fees” are fees billed by the auditor for products and services not included in the foregoing categories.

Set forth below are details of certain service fees paid to the Company’s external auditor in each of the last two

fiscal years:

Financial Year End	Audit Fees	Audit Related Fees	Tax Fees	All Other Fees
December 31, 2019	\$140,488 ¹	\$13,200 ²	0	0
December 31, 2018 ²	\$37,450	0	0	0

- (1) During the year ended December 31, 2019, the Company appointed Davidson & Company LLP as auditors of the Company and accepted the resignation of Manning Elliott LLP as auditors of the Company. \$140,488 related to audit fees provided by Davidson & Company LLP.
- (2) Amounts relate to services provided by Manning Elliott LLP as former auditors.

Exemption

The Company is a venture issuer and as such, is relying on section 6.1 of NI 52-110 which provides that a venture issuer is not required to comply with Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of NI 52-110.

**Schedule “B” to the Information Circular
of Thoughtful Brands Inc. (the "Company")**

CORPORATE GOVERNANCE DISCLOSURE

Corporate governance is the process and structure used to direct and manage the business and affairs of an issuer with the objective of enhancing value for its owners. NI 58-101 requires the Company to disclose in this Circular a summary of the corporate governance policies that the Company has in place.

The mandate of the Board is to supervise the management of the Company and to act in the best interests of the Company. The Board acts in accordance with:

- (a) the *Business Corporations Act* (British Columbia);
- (b) the Company’s articles of incorporation; and
- (c) other applicable laws and Issuer policies.

BOARD OF DIRECTORS

The Board facilitates its exercise of independent supervision over the Company's management through frequent meetings of the Board.

The Board approves all significant decisions that affect the Company before they are implemented. The Board supervises their implementation and reviews the results. The Board is actively involved in the Company’s strategic planning process. The Board discusses and reviews all materials relating to the strategic plan with management.

The Board is responsible for reviewing and approving the strategic plan. At least one Board meeting each year is devoted to discussing and considering the strategic plan, which takes into account the risks and opportunities of the business. Management must seek the Board’s approval for any transaction that would have a significant impact on the strategic plan. The Board periodically reviews the Company’s business and implementation of appropriate systems to manage any associated risks, communications with investors and the financial community and the integrity of the Company’s internal control and management information systems. The Board also monitors the Company’s compliance with its timely disclosure obligations and reviews material disclosure documents prior to distribution.

The Board periodically discusses the systems of internal control with the Company’s external auditor.

The Board is responsible for choosing the Chief Executive Officer and appointing senior management and for monitoring their performance and developing descriptions of the positions for the Board, including the limits on management’s responsibilities and the corporate objectives to be met by the management.

The Board approves all the Company’s major communications, including annual and quarterly reports, financing documents and press releases. The Board approves the Company’s communication policy that covers the accurate and timely communication of all important information. It is reviewed annually. This policy includes procedures for communicating with analysts by conference calls.

The Board, through its Audit Committee, examines the effectiveness of the Company’s internal control processes and management information systems. The Board consults with the internal auditor and management of the Company to ensure the integrity of these systems. The internal auditor submits a report to the Audit Committee each year on the quality of the Company’s internal control processes and management information systems.

The Board is responsible for determining whether or not each director is an independent director. Directors who also act as officers of the Company are not considered independent. Directors who do not also act as officers of the Company, do not work in the day-to-day operations of the Company, are not party to any material contracts with the Company, or receive any fees from the Company except as disclosed herein.

The Company's Board consists of four directors, three of whom are independent based upon the tests for independence set forth in NI 52-110. Dr. Mithani, Mr. Starke and Mr. Clelland are independent. Mr. Shacker is not independent as he is the Company's President.

DIRECTORSHIPS

Certain of the directors of the Company are also directors and or officers of other reporting issuers (or equivalent) in a jurisdiction or a foreign jurisdiction as follows:

Name of Director	Names of Other Reporting Issuers
Dr. Sam Mithani	Binovi Technologies Corp.
Clifford Starke	Franchise Cannabis Corp.
Joel Shacker	Balsam Technologies Corp., Core One Labs Inc. and Tilting Capital Corp.

ORIENTATION AND CONTINUING EDUCATION

Each new director of the Company is briefed about the nature of the Company's business, its corporate strategy and current issues within the Company. New directors will be encouraged to review the Company's public disclosure records as filed on SEDAR at www.sedar.com after the Company becomes a reporting issuer. Directors are also provided with access to management to better understand the operations of the Company, and to the Company's legal counsel to discuss their legal obligations as directors of the Company.

ETHICAL BUSINESS CONDUCT

The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company.

Under the corporate legislation, a director is required to act honestly and in good faith with a view to the best interests of the Company and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances, and disclose to the board the nature and extent of any interest of the director in any material contract or material transaction, whether made or proposed, if the director is a party to the contract or transaction, is a director or officer (or an individual acting in a similar capacity) of a party to the contract or transaction or has a material interest in a party to the contract or transaction. The director must then abstain from voting on the contract or transaction unless the contract or transaction (i) relates primarily to their remuneration as a director, officer, employee or agent of the Company or an affiliate of the Company, (ii) is for indemnity or insurance for the benefit of the director in connection with the Company, or (iii) is with an affiliate of the Company. If the director abstains from voting after disclosure of their interest, the directors approve the contract or transaction and the contract or transaction was reasonable and fair to the Company at the time it was entered into, the contract or transaction is not invalid and the director is not accountable to the Company for any profit realized from the contract or transaction. Otherwise, the director must have acted honestly and in good faith, the contract or transaction must have been reasonable and fair to the Company and the contract or transaction be approved by the shareholders by a special resolution after receiving full disclosure of its terms in order for the director to avoid such liability or the contract or transaction being invalid.

NOMINATION OF DIRECTORS

The Board is responsible for identifying individuals qualified to become new Board members and recommending to the Board new director nominees for the next annual meeting of the shareholders.

New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Company, the ability to devote the time required, shown support for the Company's mission and strategic objectives, and a willingness to serve.

COMPENSATION

The Board as a whole shall determine the compensation of the Company's Chief Executive Officer and Chief Financial Officer with reference to industry standards and the financial situation of the Company. The Board has the sole responsibility for determining the compensation of the directors of the Company.

Given the Company's size, operating history and revenue, the Board does not plan to form a compensation committee to monitor and review the salary and benefits of the executive officers of the Company at the present time. The Board will carry out these functions until such time as it deems the formation of a compensation committee is warranted.

OTHER BOARD COMMITTEES

The Board shall ensure there is an audit committee at all times in compliance with regulatory requirements. Additional committees may be formed as required.

ASSESSMENTS

The Board shall monitor the adequacy of information given to directors, communication between the board and management and the strategic direction and processes of the board and committees.