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# ThoughtShare Communications Inc.



September 25, 2002

Securities & Exchange Commission  
450 Fifth Street, N.W.  
Room 3011  
Washington, D.C. 20549  
U.S.A.

Attention: Mr. Paul Dudek, Office of International Corporate Finance

Dear Sirs:

SUPPL

**Re: ThoughtShare Communications Inc.  
12g3-2(b) Exemption #82-2442**

In order to maintain the above exemption in good standing, we enclose the following:

1. TSX Venture Exchange bulletin dated September 13, 2002;
2. News release dated September 16, 2002; and
3. BC Form 53-901F – Material Change Report dated September 17, 2002.

Yours very truly,

**PROCESSED**  
OCT 09 2002  
THOMSON FINANCIAL

**THOUGHTSHARE COMMUNICATIONS INC.**  
per:

*MW*  
Marilyn Wong,  
Senior Administrator

[www.thoughtshare.com](http://www.thoughtshare.com)



*dlw 10/7*

400 - 56 East Second Avenue  
Vancouver, B.C., Canada  
V5T 1B1  
P. 604.873.8724  
F. 604.873.8772



Bulletins are available for companies which are currently listed on the TSX Venture Exchange.

THOUGHTSHARE COMMUNICATIONS INC. ("THO")  
BULLETIN TYPE: Resume Trading, Company Tier Reclassification  
BULLETIN DATE: September 13, 2002  
Tier 1 Company

Further to the TSX Venture Exchange Bulletins dated September 9 and September 11, 2002, effective at the open, September 17, 2002, trading in the shares of the Company will resume, a Tier Maintenance Review having been conducted.

In accordance with Policy 2.5, the Company has not maintained the requirements for a Tier 1 Company. Therefore, effective September 17, 2002, the Company's Tier classification has been changed from Tier 1 to:

Classification

Tier 2

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**THOUGHTSHARE COMMUNICATIONS INC.**

**NEWS RELEASE**  
**TRADING SYMBOL: THO.V**  
**CUSIP NO.: 88545N 10 6**  
**SEC 12g3-2(b) #82-2442**

**ThoughtShare to Resume Trading**

**Vancouver, BC (September 16, 2002)** – The Company advises that effective at the opening on September 17, 2002, trading in the securities of the Company will resume. The Company's Tier classification will be changed from Tier 1 to Tier 2.

The Exchange has advised that the Company is unable to meet the Exchange's Tier 2 Maintenance Requirements ("TMR") in accordance with Policy 2.5. The deficiencies identified are in the Working Capital and Asset & Operations requirements for a Tier 2 Technology Issuer. As a result, the Company has been placed on 90-day notice for Inactive Status effective September 9, 2002. The Company is required to resume its operation and raise sufficient funds to cover six months of its operations by December 8, 2002, failing which it will be declared Inactive by the Exchange.

**ON BEHALF OF THE BOARD OF  
THOUGHTSHARE COMMUNICATIONS INC.**

"Fred Fabro"

Fred Fabro, President

THE TSX VENTURE EXCHANGE HAS NOT REVIEWED AND DOES NOT ACCEPT RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THIS RELEASE.

**MATERIAL CHANGE REPORT****BC FORM 53-901F**

Under Section 85(1) of the British Columbia Securities Act

**FORM 27**

Under Section 118(1) of the Alberta Securities Act

**1. Reporting Issuer**

ThoughtShare Communications Inc. (the "Company")  
300 - 56 East 2<sup>nd</sup> Avenue  
Vancouver, B.C. V5T 1B1

tel. (604) 873-8724

**2. Date of Material Change**

September 16, 2002

**3. Press Release**

Issued on September 16, 2002 and disseminated through the facilities of Canada Stockwatch and Market News.

**4. Summary of Material Change(s)**

The Company's Tier classification will be changed from Tier 1 to Tier 2. The Company is unable to meet the Exchange's Tier 2 Maintenance Requirements ("TMR") in accordance with Policy 2.5 and has been placed on 90-day notice for Inactive Status effective September 9, 2002.

**5. Full Description of Material Change(s)**

see attached news release

**6. Reliance on Section 85(2) of the *Securities Act* (British Columbia) or, Reliance on Section 118(2) of the *Securities Act* (Alberta)**

Not Applicable

**7. Omitted Information**

Not Applicable

**8. Senior Officer**

Blaine Bailey  
300 - 56 East 2<sup>nd</sup> Avenue  
Vancouver, B.C. V5T 1B1  
tel. (604) 873-8724

**9. Statement of Senior Officer**

The foregoing accurately discloses the material change(s) referred to herein.

DATED at Vancouver, British Columbia, this 17<sup>th</sup> day of September, 2002.

**THOUGHTSHARE COMMUNICATIONS INC.**

per:

“Blaine Bailey”

Blaine Bailey, Director