

# The Depository Trust Company

# IMPORTANT

**B#:** 3067

**DATE:** March 01, 2002

**TO:** All Participants

**CATEGORY:** Dividends

**FROM:** Nilesh Desai, Supervisor, Dividend Department

**ATTENTION:** Dividend Managers, Cashiers and Reorganization Managers

**SUBJECT:** Rights: Thoughtshare Communications Inc.  
Common CUSIP#: 88545N106 R/D: 2/15/02  
Rate: 1 right for every 10 common shares held  
Expires: 3/18/02 (4:30 p.m. Toronto time)

\*\*\*\*\*WARNING TIME CRITICAL\*\*\*\*\*

Thoughtshare Communications Inc. (the "Company") is issuing transferable rights (the "Rights") to the holders of its outstanding common shares (the "Common Shares") of record at the close of business on February 15, 2002 (the "Record Date"). Each holder is entitled one Right for every 10 Common Shares held (all fractions are rounded down). One Right entitles the holder to subscribe for a unit ("Unit") at a price of \$0.17 (Canadian funds) per Unit (the "Exercise Price"). Each Unit is comprised of one Common Share and one-half share purchase warrant ("Warrant"). Each whole Warrant will entitle the holder to acquire one additional Common Share for a period of 6 months from the Record Date at an exercise price of \$0.30 (Canadian funds) per Warrant. The Warrants will expire at 4:30 p.m. (Toronto time) on August 15, 2002.

No securities commission or similar authority in Canada has in any way passed on the merits of the securities offered and any representation to the contrary is an offence. This offer is being made in the Provinces of British Columbia, Alberta, Saskatchewan, Manitoba and Ontario, Canada and other jurisdictions where it is lawful to do so. The securities offered have not been and will not be registered under the United States Securities Act of 1933, as amended, and, accordingly, they may not be offered or sold in the United States or any territory or possession thereof.

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Rights Certificates will not be mailed to and subscriptions will not be accepted from holders of Common Shares (such holders being, collectively, “Ineligible Shareholders”) as of the Record Date whose addresses of record are or appear to be in the United States of America or in any jurisdiction that is not an Eligible Jurisdiction (collectively, “Ineligible Jurisdictions”).

**Participants with eligible holders wishing to have the Rights released to them must submit written instructions to the Depository Trust Company ("DTC") no later than 10:00 a.m. New York City time on 3/11/02. Participants must fax their instructions to the attention of Ms. Susan Alvino at (212) 855-4545 and call (212) 855-4532 for confirmation of receipt. The instructions will be processed only after acceptance by the Computershare Trust Company of Canada (the “Subscription Agent”).**

If instructions are not received, the Subscription Agent will attempt to sell the Rights on DTC's behalf on a best effort basis.

**THE DIVIDEND POSITION AND ALLOCATION HISTORY (DPAL) OPTION, ACCESSED VIA THE PTS DIVIDEND ANNOUNCEMENTS INQUIRY (DIVA) FUNCTION, SHOULD BE USED TO CONFIRM YOUR RECORD DATE POSITION HISTORY.**

If participants have any questions regarding this Important Notice, please contact Mr. John McCarthy or Ms. Susan Alvino of DTC's Stock Dividend Department at (212) 855-4521/4532.

If participants have any questions regarding the Rights Offering, they may contact the Subscription Agent at 1-800-663-9097.