

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name Simply, Inc.		2 Issuer's employer identification number (EIN) 33-0599368	
3 Name of contact for additional information Vern LoForti, CFO	4 Telephone No. of contact 619-857-4209	5 Email address of contact vern.loforti@simplyinc.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 2001 NW 84th Avenue		7 City, town, or post office, state, and ZIP code of contact Miami, FL 33122	
8 Date of action October 14, 2020		9 Classification and description 1-for-10 Reverse Stock Split	
10 CUSIP number 82901A105	11 Serial number(s) N/A	12 Ticker symbol "SIMP"	13 Account number(s) N/A

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ **From November 8, 2019 through the date hereof, the common stock of Simply, Inc. (the "Company") has and is traded on the OTCQB Venture Market first under the trading symbol "AWSM" and now under the symbol "SIMP." Prior to that the common stock was traded on the Nasdaq Capital Market first under the symbol "IFON" and then under the symbol "AWSM." The Company's Board of Directors approved an amendment of the Company's Articles of Incorporation to effect a reverse stock split of the Company's outstanding shares of common stock, par value \$0.001 per share ("Common Stock"), by a ratio of one-for-ten (the "Reverse Split"), effective at 9:59 a.m. Eastern time on October 14, 2020 (the "Reverse Split Effective Time"). The Company's Charter was amended to effectuate the Reverse Split as provided in the attached Statement 1.**

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ **No fractional shares were issued in the Reverse Split, and no cash in lieu of fractional shares were issued. Stockholders of record who otherwise would be entitled to receive fractional shares were entitled to rounding up their fractional share to the nearest whole share.**

As a result of the Reverse Split, the Company's shareholders will be required to allocate the aggregate tax basis in their shares of Company stock held immediately prior to the Reverse Split among the shares of Company stock held immediately after the Reverse Split pursuant to IRC Section 358 and the Treasury Regulations promulgated thereunder.

Stockholders who acquired their shares of Company stock on different dates and at different prices should consult their own tax advisors regarding the allocation of the tax basis in such shares.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ **In general, a shareholder's tax basis in shares of the Company stock held before the reverse split must be allocated to the stock the shareholder receives pursuant to the Reverse Split in a manner that reflects, to the greatest extent possible, the basis of the shares held before the Reverse Split on the same date and at the same price.**

Each shareholder should allocate its aggregate tax basis in the shares held before the Reverse Split to the shares received pursuant to the Reverse Split in a manner that minimizes the disparity in the holding periods of the previously held Company stock whose basis is allocated to any particular Company stock received pursuant to the Reverse Split.

Part II **Organizational Action** *(continued)*

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ The tax treatment of the Company's Reverse Split is determined pursuant to IRC 368(a)(1)(E) and 354(a)(1). The adjustment to a shareholder's basis in its shares of Company common stock is determined pursuant to IRC Section 358. Each shareholder should consult its own tax advisor with respect to the income tax consequences to the stockholder of the Reverse Split.

18 Can any resulting loss be recognized? ▶ No gain or loss should be recognized by a shareholder as a result of the Reverse Split. The aggregate tax basis of the shares received in the Reverse Split will be the same as the shareholder's aggregate tax basis in its shares before the exchange. The shareholder's holding period for the shares received pursuant to the Reverse Split will include the period during which the shareholder held its shares before the Reverse Split.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ The information provided herein (in this Form 8937) does not constitute the providing of income tax advice. The information provided herein does not take into account any shareholder's specific facts and circumstances and does not purport to be a complete discussion fo the tax consequences of the Reverse Split to any shareholder. Further, it does not address any state, local or foreign income or other tax consequences. Also, the discussion does not address the tax consequences to holders that are subject to special tax rules, such as banks, insurance companies, regulated investment companies, personal holding companies, foreign entities, non-resident alien individuals, broker-dealers and tax-exempt entities. The tax treatment of a shareholder may vary depending upon the particular facts and circumstances of such shareholder. Each shareholder should consult its own advisor with respect to the tax consequences of the Reverse Split to such shareholder

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ▶ _____ Date ▶ _____

Print your name ▶ **Vernon A. LoForti** Title ▶ **SVP & CFO**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no.