A preliminary base PREP prospectus and an amended and restated preliminary base PREP prospectus containing important information relating to the securities described in this document have been filed with the securities regulatory authorities in each of the provinces of Canada. A copy of the amended and restated preliminary base PREP prospectus, and any further amendment, is required to be delivered with this document. The amended and restated preliminary base PREP prospectus is still subject to completion. There will not be any sale or any acceptance of an offer to buy the securities until a receipt for the final base PREP prospectus has been issued. This document does not provide full disclosure of all material facts relating to the securities offered. Investors should read the amended and restated preliminary base PREP prospectus, the final base PREP prospectus, the supplemented PREP prospectus and any amendment for disclosure of those facts, especially risk factors relating to the securities offered, before making an investment decision.
Certain information in this presentation is confidential and does not provide full disclosure of all material facts relating to Spin Master Corp. (the “Company”), its securities, or the proposed initial offering of its securities. This presentation does not constitute investment advice or an offer or solicitation for the purchase or sale of securities. An offer or solicitation for the purchase or sale of securities is done only by the prospectus. An investment in the Subordinate Voting Shares is subject to a number of risks. A prospective purchaser should review this document in its entirety and carefully consider the risk factors described under “Risk Factors” in the amended and restated preliminary base PREP prospectus before purchasing the Subordinate Voting Shares. Closing of the offering is conditional upon the Subordinate Voting Shares being approved for listing on the Toronto Stock Exchange.

The securities of the Company have not been and will not be registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”) or any state securities legislation and may not be offered or sold in the United States except in compliance with the registration requirements of the U.S. Securities Act and applicable state securities legislation or pursuant to an exemption therefrom. The amended and restated preliminary base PREP prospectus and this document each do not constitute an offer to sell or a solicitation of an offer to buy any of the securities offered hereby within the United States.

FORWARD-LOOKING INFORMATION
Certain statements contained in this presentation and any accompanying oral statement contains “forward-looking information” within the meaning of securities laws. Forward-looking information may relate to the Company’s future outlook and anticipated events or results and may include statements regarding the industry trends, financial position, business strategy, growth strategy, operations, financial results, taxes, dividends, plans and objectives of the Company, or directors of the Company, as the case may be. Particularly, statements regarding future results, performance, achievements, prospects or opportunities of the Company are forward-looking information. The words “plans”, “expects”, “projected”, “estimated”, “forecasts”, “anticipates”, “indicative”, “intend”, “guidance”, “outlook”, “potential”, “prospects”, “seek”, “strategy”, “targets” or “believes”, or variations of such words and phrases or statements that certain future conditions, actions, events or results “will”, “may”, “could”, “would”, “should”, “might” or “can”, or negative versions thereof, “be taken”, “occur”, “continue” or “be achieved”, and other similar expressions, identify forward-looking information. Forward-looking information is necessarily based upon management’s perceptions of historical trends, current conditions and expected future developments, as well as a number of specific factors and assumptions that, while considered reasonable by management as of the date on which the statements are made in this presentation, are inherently subject to significant business, economic and competitive uncertainties and contingencies which could result in the forward-looking information ultimately being incorrect. Known and unknown risk factors, many of which are beyond the control of the Company, could cause actual results to differ materially from the forward-looking information in this presentation, such factors, without limitation, are discussed in greater detail in the “Risk Factors” section of the amended and restated preliminary base PREP prospectus. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Forward-looking information is provided for the purpose of providing information about management’s expectations and plans relating to the future. The Company disclaims any intention or obligation to update or revise any forward-looking information whether as a result of new information, future events or otherwise, or to explain any material difference between subsequent actual events and such forward-looking information, except to the extent required by applicable law. Accordingly, readers should not place undue reliance on forward-looking information.

NON-IFRS MEASURES
In addition to using financial measures prescribed by IFRS, references are made in this presentation to “Adjusted EBITDA”, “Adjusted Net Income”, “EBITDA”, “Free Cash Flow”, “Gross Product Sales”, “Sales Allowances” and “Total Gross Sales”, which are non-IFRS financial measures. Non-IFRS financial measures do not have any standardized meaning prescribed by IFRS and are therefore unlikely to be comparable to similar measures presented by other issuers. For further details on these non-IFRS financial measures, see “Non-IFRS Financial Measures” in the amended and restated preliminary base PREP prospectus.

CERTAIN OTHER MATTERS
Any graphs, tables or other information demonstrating the historical performance of the Company or any other entity contained in this presentation are intended only to illustrate past performance of such entities and are not necessarily indicative of future performance of the Company or such entities. All financial disclosure in this presentation is in U.S. dollars, unless otherwise noted. Capitalized terms and abbreviations not otherwise defined herein have the meaning assigned to them in the amended and restated preliminary base PREP prospectus.
## INVESTMENT HIGHLIGHTS

- **Leading global children’s entertainment company with significant scale and reach**
- **Diversified portfolio of innovative toys, games, products, brands and entertainment properties**
- **Global R&D network, with leading capabilities in advanced technologies and robotics**
- **A proven and growing global entertainment property pipeline**
- **Globally collaborative business model underpins performance record**
- **Strong financial performance and operating leverage driving attractive earnings growth**
- **Experienced and entrepreneurial management team**
LEADING CHILDREN’S ENTERTAINMENT COMPANY

- Spin Master creates, designs, manufactures and markets a diversified portfolio of innovative products, brands and entertainment properties
- Business is grouped into four segments
- Approximately US$812 million in Gross Product Sales in 2014
  - 2012-2014 Gross Product Sales CAGR of 30%
  - 10-year Gross Product Sales CAGR of 12%
- Adjusted EBITDA of US$112 million in 2014
  - 2013-2014 Adjusted EBITDA growth of approximately 110%
- 14 global offices and sales in over 60 countries
- Recognized as market leader in innovation

2014 Gross Product Sales by Business Segment

- Remote Control and Interactive Characters: 33%
- Boys Action and High-Tech Construction: 24%
- Activities, Games & Puzzles and Fun Furniture: 23%
- Pre-School and Girls: 20%
GLOBAL CHILDREN’S ENTERTAINMENT INDUSTRY
Global Traditional Toys and Games Market Sales
(US$ billions)

Global Traditional Toys and Games Sales by Region (% of 2014 Global Toy Sales)

Key Regions (2012 to 2014 CAGR %)

U.S. Key Categories (2011 to 2014 CAGR %)

Large and growing industry

72% of global sales outside North America

Many regions / segments growing faster than industry

(1) Source: Euromonitor International; data provided in current (nominal) terms to include inflation, US$ 2014 exchange rates
(2) Source: NPD
### Global Distribution of Digital Content

- As of 2014, 44% of households globally have internet access at home (versus 27% in 2009)\(^{(1)}\)
- Convergence of the internet with TVs and smart devices has created many new opportunities for media and content distribution
  - Netflix has 62 million global subscribers across over 50 countries\(^{(2)}\)
  - YouTube has 1 billion+ users and is localized in 75 countries\(^{(3)}\)

### Consumption of Media Content

- As a result of technology proliferation, demand for entertainment-oriented content is increasing, especially for children and family content
  - In February 2015, YouTube quoted 200% YoY growth in viewing time on its family entertainment channels versus 50% YoY growth for YouTube overall\(^{(4)}\)
- Younger children are increasingly using tablets and smartphones to access their favourite content
  - U.S. retail sales of mobile games, excluding in-app purchases, reached US$1.2 billion in 2014\(^{(5)}\)
  - The market grew at a 18.2% CAGR in 2011-2014

### Original and Owned Entertainment Content

- Companies with established and / or expanded in-house capabilities to develop their own entertainment content have an advantage
  - Entertainment-backed toys can be less expensive to produce, have a longer shelf life and offer multiple sources of revenue generation
  - Combining marketing, distribution and brand management and product design capabilities with programming and licensing expertise increases brand control and opportunities to increase margins

---

(1) International Telecommunication Union
(2) Source: Netflix Q1 2015 10-Q Report
(3) Source: YouTube website
(4) Source: USA Today article (YouTube unveils new app for kids)
(5) Source: Euromonitor International; data provided in current (nominal) terms to include inflation
SPIN MASTER OVERVIEW
Spin Master has grown and diversified into 69 product lines
GLOBAL R&D NETWORK WITH CAPABILITIES IN ADVANCED TECHNOLOGIES AND ROBOTICS

• Global R&D operations and network of 3rd party collaborators
  – Strategically located internal R&D centres
  – Collaborative model that leverages external inventors and designers

• History of introducing technology to revolutionize traditional toys
  – Within the Radio / Remote Control subclass, Air Hogs was the #1 selling brand of flying toys in the United States in 2014\(^{(1)}\)
  – #1 in the Robotics and Interactive toys category in 2014\(^{(1)}\)

• Numerous toy and technology industry awards for innovation across multiple categories
  – Recognized with 11 Toy of the Year nominations for “Innovative Toy of the Year”\(^{(2)}\) - more than any other competitor
  – Zoomer brand recipient of three Toy of the Year awards over last two years\(^{(2)}\)
  – Meccanoid recipient of 2015 CES\(^{(3)}\) “Last Gadget Standing” award

Technology allows Spin Master to develop differentiated products, bring iconic characters to life and enhance consumer engagement

---

(1) Source: NPD
(2) Source: Toy Industry Association, Inc., calculated since 2005
(3) Consumer Electronics Show
GLOBAL R&D NETWORK WITH CAPABILITIES IN ADVANCED TECHNOLOGIES AND ROBOTICS

Case Study: Air Hogs brand

1998

SKY SHARK

Two British inventors brought to Spin Master a prototype flying vehicle which led to the development of Sky Shark

Today

HELIX X4
VECTRON
SKY STUNT
ZERO GRAVITY
SHARP SHOOTER

Cumulative Gross Product Sales of Air Hogs: Over US$1 billion

Case Study: Zoomer brand

2013

Zoomer Dog

G2 Inventions presented Spin Master with a voice activated and sight responsive truck which evolved into a loveable pet dog

Today

ZUPPIES
ZOOMER DINO
KITTY
JURASSIC WORLD
CHOMPLINGZ

The Zoomer brand has won three TOTYS in the last two years

Spin Master's focus on innovation has established new business units and maintains a pipeline of creative new brand extensions
• Formed Spin Master Entertainment in 2008, establishing in-house entertainment production capabilities
• Ability to produce, develop and monetize properties through product sales and licensing
• Produced five TV series with multiple seasons and over 400 cumulative episodes
  – Commercialized through toy products and licensed for use in other product categories
• Library / properties for re-launching: Bakugan (over US$800 million in cumulative Gross Product Sales historically)
• Multiple entertainment properties currently on air
  – Paw Patrol has ranked in the top five of all Pre-School television shows broadcast in the U.S. since its launch in 2013\(^1\)
  – Little Charmers was launched on Nick Jr. and Treehouse (Canada) in 2015 and has since been broadcast in over 160 countries and territories
• Robust entertainment pipeline with a number of properties at various stages of development
  – Including Rusty Rivets (target air date: 2016) and Abby Hatcher Monster Catcher (target air date: 2017)

Owned properties provide ability to increase consumer engagement, extend product shelf life and improve margins

\(^1\) Source: Nielsen
**PROVEN AND GROWING ENTERTAINMENT PROPERTY PIPELINE**

**Case Study: Bakugan**

- **2007**
- **Toys:**
  - Bakugan
- **Licensing:**
  - US$69 million in associated third party merchandising revenue
- **Broadcast:**
  - Created 186 episodes of the animated television show which was broadcast globally
  - **Cumulative Gross Product Sales of Bakugan:** Over US$800 million (incl. royalty income)

**Case Study: Paw Patrol**

- **2013**
- **Toys:**
  - Paw Patrol
- **Licensing:**
  - Participates in the royalties from licensing the Paw Patrol IP for use in non-toy categories
- **Broadcast:**
  - Airing up to 21 times a week on Nickelodeon
  - Ranked in top 5 Pre-School TV shows broadcast in the U.S.

The Bakugan franchise started out as an inventor’s sketch of a ball that could be opened up to reveal a human character inside.

Spin Master’s toy designers developed a prototype of a house that transformed into a truck. Spin Master worked with the creators and ultimately transformed the concept into Paw Patrol.

Aligning content with retail initiatives leads to higher returns.

---

(1) Week of April 20 – April 26, 2015; Source: Nickelodeon
(2) Source: Nielsen
LEVERAGE GLOBAL PLATFORM THROUGH STRATEGIC ACQUISITIONS

Case Study: Imagination Games

2010

Original Games:
- QUELF
- WOULD YOU RATHER?
- PERPLEXUS
- BOOM BOOM BALLOON
- HEDBANZ

Spin Master Expansion:

Cumulative GBU sales since acquisition: US$286 million

Spin Master entered the games & puzzles category in 2010, when it acquired a portfolio of games generating annual sales of ~US$8 million from Imagination Games.

Case Study: Meccano

2013

Original Products:
- ERECTOR
- MECCANO EVOLUTION ATV
- MECCANO BUILD AND PLAY
- MECCANO TECH: MECCANOID
- ELITE HELICOPTER

Spin Master Expansion:
- PERPLEXUS
- BOOM BOOM BALLOON
- HEDBANZ

Spin Master acquired Meccano in August 2013, a construction play focused company with gross sales of ~€25 million (1) (for the acquired brands).

Relaunched the brand; Meccanoid recipient of 2015 CES “Last Gadget Standing” award

Significant returns are achieved as acquired assets generate more value in Spin Master’s hands

(1) For the year ending March 31, 2013
Proven long-term track record and strong base for future growth

(1) The Company’s revenue recognition policy was consistent across the periods presented, despite presenting under different accounting frameworks over time. While the criteria outlined in the accounting frameworks differed, the application of the criteria under those standards did not lead to any differences in revenue recognition.

(2) C$318 million Gross Product Sales converted using 1.401 CAD / USD 2003 annual average exchange rate from the Bank of Canada.

(3) C$344 million Gross Product Sales converted using 1.302 CAD / USD 2004 annual average exchange rate from the Bank of Canada.
Strategic Initiatives to Position Spin Master for Growth

- Founders refined roles and hired a Global President
- Reduced headcount by 35%
- Formed Global Business Units (GBUs) to focus resources
- Refocused European operations for profitable growth
- Redesigned the innovation pipeline, processes and accountability
- Redesigned global forecasting, processes and accountability
- Implemented improved processes and controls for better oversight and financial discipline
- Established stronger measurements and clear accountability for GBU performance at all levels of the organization
- Continued focus on organic growth through innovation and entertainment content development in addition to acquisitions
- Developed market leading capabilities in interactive, robotic toys

Management has adopted processes to diversify the business and position the Company for sustainable future growth
More diversified and evolving portfolio leading to sustainable and predictable growth
Pre-School and Girls
- Significant growth since 2010
- Launched Paw Patrol
  - 5-Year CAGR: 26% (1)(2)
  - 2-Year CAGR: 104% (1)(2)

Activities, Games & Puzzles and Fun Furniture
- 12 years of experience in Fun Furniture
- 21 years of Activities experience
- Continue to launch and acquire new games titles
  - 5-Year CAGR: 4% (1)
  - 2-Year CAGR: 8% (1)

Remote Control and Interactive Characters
- Created Interactive Characters in 2013
- 17 years of Remote Control experience
- In 2014, Air Hogs was the #1 selling brand of flying toys in the U.S. (3)
  - 5-Year CAGR: 16% (1)
  - 2-Year CAGR: 40% (1)

Boys Action and High-Tech Construction
- Entered High-Tech Construction in 2013 with the Meccano acquisition
- Increase in global licensed properties
  - 5-Year CAGR: 11% (1)(2)
  - 2-Year CAGR: 66% (1)(2)

Limited exposure to individual products and multiple avenues for growth

---

(1) 5-Year Gross Product Sales CAGR from 2009 to 2014; 2-Year Gross Product Sales CAGR from 2012 to 2014
(2) Excludes Bakugan / Zoobles
(3) Within the Radio / Remote Control subclass; source: NPD
Spin Master’s global scale is a valuable asset throughout the entire development cycle.
GROWTH STRATEGIES
Positioned for significant diversified growth

**Innovate across the portfolio of brands and business segments**
- Leverage competitive strengths to build a robust pipeline in all business segments
- Continue to invest in advanced technology and entertainment licenses
- Expand capability and product offering in toys-to-life mobile gaming

**Develop evergreen global entertainment properties**
- Capitalize on success of current entertainment properties
- Develop 1 to 2 new shows per year
- Strategically re-launch properties to capitalize on value of owned content library

**Increase sales in international developed and emerging markets**
- Optimize international distribution network
- Strategically tailor product offering to local international markets
- Increase proportion of sales outside of North America

**Leverage global platform through strategic acquisitions**
- Strong balance sheet with financial flexibility
- Fragmented industry with opportunities for consolidation

Strategies for sustainable growth
INNOVATE ACROSS THE PORTFOLIO, EXPANDING CURRENT BUSINESS SEGMENTS

Leveraging competitive strengths to drive innovation and create a diversified and robust pipeline.

<table>
<thead>
<tr>
<th>Innovation</th>
<th>Licensing</th>
<th>Advanced Technology</th>
<th>Entertainment</th>
<th>Toys-to-life Technology</th>
</tr>
</thead>
<tbody>
<tr>
<td>Remote Control and Interactive Characters</td>
<td>✓</td>
<td>✓</td>
<td>✓</td>
<td>Opportunities for development</td>
</tr>
<tr>
<td>Boys Action and High-Tech Construction</td>
<td>✓</td>
<td>✓</td>
<td>✓</td>
<td>Opportunities for development</td>
</tr>
<tr>
<td>Activities, Games &amp; Puzzles and Fun Furniture</td>
<td>✓</td>
<td>✓</td>
<td>✓</td>
<td>Opportunities for development</td>
</tr>
<tr>
<td>Pre-School and Girls</td>
<td>✓</td>
<td>✓</td>
<td>✓</td>
<td>Opportunities for development</td>
</tr>
</tbody>
</table>

✓ strategies currently employed; ✓ under development
**UPCOMING PRODUCT RELEASES**

<table>
<thead>
<tr>
<th>Select 2014 Product Lines</th>
<th>Targeted Expected 2015 Launches(1)</th>
<th>Targeted Launches in 2016 &amp; Beyond(2)</th>
</tr>
</thead>
</table>
| **Remote Control and Interactive Characters** | • Air Hogs: Star Wars, Fury Jump Jet, Shadow Launcher Car Copter, Helix Video Drone, Rip Force Glider, Helix Ion, Smash Bots  
• Digi line extensions: Owl, Penguin, Chicks  
• Zoomer Kitty  
• Zoomer Jurassic Park  
• Zoomer Chomplingz | • Air Hogs: Batman license  
• Digi line extensions  
• Paw Patrol Robotics  
• Zoomer line extensions |
| **Boys Action and High-Tech Construction** | • Meccano Tech: Meccanoid  
• Sick Bricks  
• Spy Gear Batman  
• Spy Gear Video Walkie Talkies  
• Star Wars Yoda + Other | • Angry Birds  
• Meccano Core re-launch  
• Monster Trucks  
• The Secret Life of Pets  
• Star Wars new Interactive Character |
| **Activities, Games & Puzzles and Fun Furniture** | • Bunchems  
• Cardinal Games Portfolio  
• Cool Baker Chocolate Maker  
• Knits Cool  
• Pop Stream  
• Quick Cups  
• Text Cool  
• Kinetic Sand Build & Float  
• Rapidoodle | • Expanding puzzle category  
• Frozen licensed furniture  
• Kinetic brand extensions |
| **Pre-School and Girls** | • Chubby Puppies  
• Flutterbye Unicorns  
• Little Charmers  
• Paw Patrol line extensions  
• Popples | • Abby Hatcher Monster Catcher  
• Masha and the Bear  
• Noddy  
• The Powerpuff Girls  
• Rusty Rivets  
• Teletubbies  
• Trucktown |

Disciplined process to drive continuous innovation and predictable growth

---

(1) New launches for 2015 in addition to carry forward products from 2014  
(2) 2016 & Beyond excludes a number of products for competitive reasons
### UPCOMING LICENSE CONTENT RELEASES

<table>
<thead>
<tr>
<th>Property</th>
<th>Media Release Date</th>
<th>Toy License</th>
<th>Spin Master Segment</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>MOVIES</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Jurassic World movie</td>
<td>June 2015</td>
<td>Jurassic World-themed Dino</td>
<td>Remote Control and Interactive Characters</td>
</tr>
<tr>
<td>Star Wars: Episode VII – The Force Awakens</td>
<td>December 2015</td>
<td>Flying Toys Yoda</td>
<td>Remote Control and Interactive Characters</td>
</tr>
<tr>
<td>Batman v Superman movie</td>
<td>March 2016</td>
<td>Toy Vehicles (Remote Control)</td>
<td>Boys Action and High-Tech Construction</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Batman-themed tools and devices (Boys Action)</td>
<td></td>
</tr>
<tr>
<td>Monster Trucks</td>
<td>March 2016</td>
<td>Various products</td>
<td>Boys Action and High-Tech Construction</td>
</tr>
<tr>
<td>Angry Birds</td>
<td>May 2016</td>
<td>Various products</td>
<td>Boys Action and High-Tech Construction</td>
</tr>
<tr>
<td>The Secret Life of Pets</td>
<td>July 2016</td>
<td>Various products</td>
<td>Boys Action and High-Tech Construction</td>
</tr>
<tr>
<td>Peppa Pig</td>
<td>2015</td>
<td>Peppa Pig plush furniture</td>
<td>Activities, Games &amp; Puzzles and Fun Furniture</td>
</tr>
<tr>
<td>Popples</td>
<td>2015</td>
<td>Various products</td>
<td>Pre-School and Girls</td>
</tr>
<tr>
<td>The Powerpuff Girls</td>
<td>2016</td>
<td>Various products</td>
<td>Pre-School and Girls</td>
</tr>
<tr>
<td>Masha and the Bear</td>
<td>2016</td>
<td>Various products</td>
<td>Pre-School and Girls</td>
</tr>
<tr>
<td>Teletubbies</td>
<td>TBD</td>
<td>Various products</td>
<td>Pre-School and Girls</td>
</tr>
<tr>
<td>Noddy</td>
<td>TBD</td>
<td>Various products</td>
<td>Pre-School and Girls</td>
</tr>
</tbody>
</table>

**Pipeline of media content presents strong licensed product sales opportunities**
Robust pipeline of owned entertainment content provides attractive opportunities for revenue and earnings growth

<table>
<thead>
<tr>
<th>Year</th>
<th>Season 1</th>
<th>Season 2</th>
<th>Season 3</th>
<th>Season 1 (1)</th>
<th>Season 1 (1)</th>
<th>1-2 shows per year</th>
</tr>
</thead>
<tbody>
<tr>
<td>2015</td>
<td>TBD</td>
<td>Season 1</td>
<td>Season 2 (1)</td>
<td>TBD</td>
<td>Season 1 (1)</td>
<td>TBD</td>
</tr>
<tr>
<td>2016</td>
<td>TBD</td>
<td>Season 1</td>
<td>Season 2 (1)</td>
<td>TBD</td>
<td>Season 1 (1)</td>
<td>TBD</td>
</tr>
<tr>
<td>2017</td>
<td>TBD</td>
<td>Season 1</td>
<td>Season 2 (1)</td>
<td>TBD</td>
<td>Season 1 (1)</td>
<td>TBD</td>
</tr>
</tbody>
</table>

Broadcasters:
- Nickelodeon
- Nick Jr.
- Treehouse
- Nickelodeon
- TBD

Global Reach:
- 160 countries
- 160 countries
- -
- -
- -

Strategies:
- Leverage current properties
- 1-2 new properties per year
- Re-launch Bakugan
- Continue to leverage broadcast relationships
- Generate new revenue streams

(1) In production; not broadcasted yet
INCREASE SALES IN DEVELOPED AND EMERGING INTERNATIONAL MARKETS

**International Growth Strategies**

- Selectively add sales and marketing personnel in current international sales and marketing offices
- Open new company-owned sales and marketing offices in certain strategic markets
- Build 3rd party distributor networks in markets where Spin Master does not have an established presence
- Focus on increasing business with current distributors

**2014 International Sales**

<table>
<thead>
<tr>
<th>North America, $24B (28%)</th>
<th>Int’l, $61B (72%)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Int’l, $223M (28%)</td>
<td>North America, $589M (72%)</td>
</tr>
</tbody>
</table>

Global Toy Industry$^{(1)}$

---

(1) Source: 2014 Global Traditional Toys and Games Sales, Euromonitor
(2) Spin Master’s 2014 Gross Product Sales outside of North America
LEVERAGE GLOBAL PLATFORM THROUGH STRATEGIC ACQUISITIONS

Proven Track Record

Well positioned with financial flexibility and deep industry relationships; proven ability to integrate acquisitions and drive value

Acquisition Criteria

- Intellectual properties / brands
- Opportunity to innovate
- Leverage global infrastructure
- New categories
- International markets
- Ability to grow and expand margins

Pending Acquisition

Leading developer of games & puzzles

Founded in 1948
Over US$50 million in 2014 revenue

AcquisiCon Criteria

(Select Assets)

Well positioned with financial flexibility and deep industry relationships; proven ability to integrate acquisitions and drive value
FINANCIAL REVIEW
## Sales Growth and Margin Expansion

### (US$ millions)

<table>
<thead>
<tr>
<th>Gross Product Sales</th>
<th>Adjusted EBITDA</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>YoY Growth</strong></td>
<td><strong>Revenue</strong></td>
</tr>
<tr>
<td>n/a</td>
<td>$418</td>
</tr>
<tr>
<td>20.0%</td>
<td>$508</td>
</tr>
<tr>
<td>40.7%</td>
<td>$716</td>
</tr>
<tr>
<td>n/a</td>
<td>$745</td>
</tr>
<tr>
<td>34.8%</td>
<td>$78</td>
</tr>
<tr>
<td></td>
<td>$107</td>
</tr>
</tbody>
</table>

- Gross Product Sales and Adjusted EBITDA are non-IFRS measures.
- Adjusted EBITDA excludes one time or other non-recurring items that do not necessarily reflect the Company’s underlying financial performance, including foreign exchange gains or losses, restructuring costs, write downs, among other items.
- Adjusted EBITDA margin is expressed as a percentage of Revenue.

---

### Strong growth and expanding margins

<table>
<thead>
<tr>
<th>Year</th>
<th>Revenue (US$ millions)</th>
<th>Adjusted EBITDA (US$ millions)</th>
<th>Adjusted EBITDA Margin (%)</th>
</tr>
</thead>
<tbody>
<tr>
<td>2012</td>
<td>$418</td>
<td>$481</td>
<td>(5.4%)</td>
</tr>
<tr>
<td>2013</td>
<td>$508</td>
<td>$577</td>
<td>10.5%</td>
</tr>
<tr>
<td>2014</td>
<td>$716</td>
<td>$812</td>
<td>15.6%</td>
</tr>
<tr>
<td>LTM</td>
<td>$745</td>
<td>$842</td>
<td>16.2%</td>
</tr>
</tbody>
</table>

- **2012-2014 CAGR:** 35%
- **YoY Growth:** 20.0% 40.7% n/a 34.8%
- **Q1 2014 Q1 2015:** 35% 40.7%
### Activities, Games & Puzzles and Fun Furniture

<table>
<thead>
<tr>
<th>CAGRs</th>
<th>5-Yr</th>
<th>2-Yr</th>
</tr>
</thead>
<tbody>
<tr>
<td>Total</td>
<td>4%</td>
<td>8%</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Year</th>
<th>2009</th>
<th>2010</th>
<th>2011</th>
<th>2012</th>
<th>2013</th>
<th>2014</th>
</tr>
</thead>
<tbody>
<tr>
<td>Sales</td>
<td>$153</td>
<td>$170</td>
<td>$192</td>
<td>$163</td>
<td>$140</td>
<td>$191</td>
</tr>
</tbody>
</table>

### Remote Control and Interactive Characters

<table>
<thead>
<tr>
<th>CAGRs</th>
<th>5-Yr</th>
<th>2-Yr</th>
</tr>
</thead>
<tbody>
<tr>
<td>Total</td>
<td>16%</td>
<td>40%</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Year</th>
<th>2009</th>
<th>2010</th>
<th>2011</th>
<th>2012</th>
<th>2013</th>
<th>2014</th>
</tr>
</thead>
<tbody>
<tr>
<td>Sales</td>
<td>$125</td>
<td>$144</td>
<td>$162</td>
<td>$138</td>
<td>$158</td>
<td>$269</td>
</tr>
</tbody>
</table>

### Boys Action and High-Tech Construction

<table>
<thead>
<tr>
<th>CAGRs</th>
<th>5-Yr</th>
<th>2-Yr</th>
</tr>
</thead>
<tbody>
<tr>
<td>Total</td>
<td>(17%)</td>
<td>33%</td>
</tr>
<tr>
<td>Excl. Bakugan</td>
<td>11%</td>
<td>66%</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Year</th>
<th>2009</th>
<th>2010</th>
<th>2011</th>
<th>2012</th>
<th>2013</th>
<th>2014</th>
</tr>
</thead>
<tbody>
<tr>
<td>Sales</td>
<td>$500</td>
<td>$485</td>
<td>$258</td>
<td>$108</td>
<td>$134</td>
<td>$192</td>
</tr>
<tr>
<td>Bakugan</td>
<td>$113</td>
<td>$218</td>
<td>$107</td>
<td>$70</td>
<td>$134</td>
<td>$192</td>
</tr>
</tbody>
</table>

### Pre-School and Girls

<table>
<thead>
<tr>
<th>CAGRs</th>
<th>5-Yr</th>
<th>2-Yr</th>
</tr>
</thead>
<tbody>
<tr>
<td>Total</td>
<td>26%</td>
<td>50%</td>
</tr>
<tr>
<td>Excl. Zoobles</td>
<td>26%</td>
<td>104%</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Year</th>
<th>2009</th>
<th>2010</th>
<th>2011</th>
<th>2012</th>
<th>2013</th>
<th>2014</th>
</tr>
</thead>
<tbody>
<tr>
<td>Sales</td>
<td>$50</td>
<td>$120</td>
<td>$143</td>
<td>$72</td>
<td>$144</td>
<td>$161</td>
</tr>
<tr>
<td>Zoobles</td>
<td>$50</td>
<td>$71</td>
<td>$43</td>
<td>$39</td>
<td>$144</td>
<td>$161</td>
</tr>
<tr>
<td>December fiscal year end</td>
<td>2013</td>
<td>2014</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>-------------------------------------------------</td>
<td>------</td>
<td>------</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Cash Flow from Operating Activities Before</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Working Capital</td>
<td>$42</td>
<td>$90</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Less: Cash Flow from Investing Activities</td>
<td>($15)</td>
<td>($26)</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Plus: Cash Used for Brand and Business Acquisitions</td>
<td>$2</td>
<td>$1</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Free Cash Flow</td>
<td>$29</td>
<td>$65</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Capital efficient model drives strong free cash flow
### STRONG FINANCIAL POSITION

<table>
<thead>
<tr>
<th></th>
<th>Q1 2015</th>
<th>Pro Forma Q1 2015⁽¹⁾⁽²⁾</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>December fiscal year end</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Short-term Debt</td>
<td>$20</td>
<td>$20</td>
</tr>
<tr>
<td>Long-term Debt</td>
<td>$1</td>
<td>$81</td>
</tr>
<tr>
<td>Preferred Shares</td>
<td>$235</td>
<td>-</td>
</tr>
<tr>
<td>Total Shareholders’ Equity</td>
<td>($52)</td>
<td>$44</td>
</tr>
<tr>
<td><strong>Total Capitalization</strong></td>
<td>$204</td>
<td>$144</td>
</tr>
</tbody>
</table>

(US$ millions)

Financial flexibility to exploit growth opportunities

⁽¹⁾ After giving effect to the offering and the reorganization, assuming the midpoint of the marketing range and a US$ / C$ exchange rate of US$1 = C$1.2392

⁽²⁾ Does not include debt expected to be incurred upon closing of the Cardinal acquisition, expected to close October 2015
<table>
<thead>
<tr>
<th><strong>INVESTMENT HIGHLIGHTS</strong></th>
</tr>
</thead>
<tbody>
<tr>
<td>Leading global children’s entertainment company with significant scale and reach</td>
</tr>
<tr>
<td>Diversified portfolio of innovative toys, games, products, brands and entertainment properties</td>
</tr>
<tr>
<td>Global R&amp;D network, with leading capabilities in advanced technologies and robotics</td>
</tr>
<tr>
<td>A proven and growing global entertainment property pipeline</td>
</tr>
<tr>
<td>Globally collaborative business model underpins performance record</td>
</tr>
<tr>
<td>Strong financial performance and operating leverage driving attractive earnings growth</td>
</tr>
<tr>
<td>Experienced and entrepreneurial management team</td>
</tr>
</tbody>
</table>
### Offering Summary

<table>
<thead>
<tr>
<th><strong>Offering</strong></th>
<th>• million Subordinate Voting Shares plus 15% Over-Allotment Option</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Price</strong></td>
<td>C$17.00 - C$20.00 per Subordinate Voting Share</td>
</tr>
<tr>
<td><strong>Size</strong></td>
<td>Approximately C$220 million, before giving effect to the Over-Allotment Option</td>
</tr>
<tr>
<td><strong>Shares Outstanding</strong>&lt;sup&gt;(1)&lt;/sup&gt;</td>
<td>Approximately 85.2 million Shares and RSUs outstanding prior to the offering</td>
</tr>
<tr>
<td><strong>Use of Proceeds</strong>&lt;sup&gt;(2)&lt;/sup&gt;</td>
<td>US$133 million to repay Principal Shareholder Notes; US$22 million to settle equity participation arrangements; US$8 million to pay taxes on inter-company dividends; and for working capital and general corporate purposes</td>
</tr>
<tr>
<td><strong>Offering Basis</strong></td>
<td>Public offering in Canada, 144A private placement in the U.S.</td>
</tr>
<tr>
<td><strong>Listing</strong></td>
<td>TSX: •</td>
</tr>
<tr>
<td><strong>Eligibility</strong></td>
<td>Eligible for RRSPs, RESPs, RRIFs, RDSPs, TFSAs and DPSPs</td>
</tr>
<tr>
<td><strong>Pricing Date</strong></td>
<td>Week of July 20, 2015</td>
</tr>
<tr>
<td><strong>Closing Date</strong></td>
<td>Week of July 27, 2015</td>
</tr>
</tbody>
</table>

<sup>(1)</sup> Shares and RSUs outstanding prior to the offering shown following the reorganization

<sup>(2)</sup> Use of proceeds based on the midpoint of the marketing range and a US$ / C$ exchange rate of US$1 = C$1.2392
In accordance with Section 13.7(4)(b) of National Instrument 41-101 - General Prospectus Requirements, all the information relating to Spin Master Corp.’s comparables and any disclosure relating to the comparables, which is contained in the presentation to be provided to potential investors, has been removed from this template version for purposes of filing on the System for Electronic Document Analysis and Retrieval (SEDAR).