Spin Master Corp.
Offering of Subordinated Voting Shares
Term Sheet
May 16, 2016

A preliminary short form prospectus containing important information relating to the securities described in this document has not yet been filed with the securities regulatory authorities in each of the provinces of Canada.

A copy of the preliminary short form prospectus is required to be delivered to any investor that received this document and expressed an interest in acquiring the securities. There will not be any sale or any acceptance of an offer to buy the securities until a receipt for the final short form prospectus has been issued.

This document does not provide full disclosure of all material facts relating to the securities offered. Investors should read the preliminary short form prospectus, final short form prospectus and any amendment, for disclosure of those facts, especially risk factors relating to the securities offered, before making an investment decision.

(All amounts in CAD)

Issuer:	Spin Master Corp. ("Spin Master" or the "Company").
Selling Shareholders:	Marathon Investment Holdings Ltd., Trumbanick Investments Ltd. and LentilBerry Inc. (collectively, the "Selling Shareholders").
Offering:	4,900,000 Subordinate Voting Shares, comprised of 2,450,000 Subordinate Voting Shares (the "Treasury Shares") to be issued from treasury by Spin Master (the "Treasury Offering") and 2,450,000 Subordinate Voting Shares to be sold by the Selling Shareholders (the "Secondary Offering") (together, the "Offering").
Offering Size:	C$130,340,000, comprised of C$65,170,000 of Treasury Shares and C$65,170,000 of Secondary Shares, before giving effect to the Over-Allotment Option.
Offering Price:	C$26.60 per Subordinate Voting Share.
Over-Allotment Option:	The Company and Selling Shareholders have granted the Underwriters an option, exercisable at their sole discretion at any time, in whole or in part, for a period of 30 days after the closing of the Offering, to purchase from the Company and the Selling Shareholders, at the Offering Price, up to an additional 15.0% of the Subordinate Voting Shares offered under the base Offering for the purpose of covering the Underwriters' over-allocation position, if any, and consequent market stabilization. If the Over-Allotment Option is exercised the additional Subordinate Voting Shares will be apportioned equally between the Treasury Offering and Secondary Offering.
Use of Proceeds:	The Company will use the net proceeds of the Treasury Offering to repay debt, fund future acquisitions and for general corporate and working capital purposes. The Company will not receive any proceeds from the Secondary Offering or the exercise of the secondary portion of the Over-Allotment Option.
Selling Shareholders:	Upon completion of the Offering, the Selling Shareholders will collectively indirectly hold 100% of the Company's issued and outstanding Multiple Voting Shares. After giving effect to the Offering, the Selling Shareholders will indirectly hold approximately 75.9% of the Company's total issued and outstanding Shares and will indirectly hold approximately 96.9% of the voting power attached to all of the Shares (approximately 75.3% and 96.8%, respectively, if the Over-Allotment Option is exercised in full) and, as a result, will have a significant influence on the Company. All of the Multiple Voting Shares indirectly held after the Offering by the Selling Shareholders, together with any Subordinate Voting Shares held by the Company's Directors, and executive officers will be subject to contractual lock-up agreements with the Underwriters.
Lock-up Agreements:	The Company, the Selling Shareholders and each executive officer and Director who holds Shares immediately prior to the closing of the Offering will be subject to a 90 day lock-up, subject to certain exceptions.
Listing:	The existing Subordinate Voting Shares trade on the Toronto Stock Exchange under the symbol "TOY".

Eligibility for Investment:	Subject to customary qualifications, the Subordinate Voting Shares are qualified investments for RRSPs, RRIFs, RESPs, TFSAs and DPSPs.
Offering Type:	Public offering in all provinces of Canada pursuant to a short form prospectus and Private placement in the U.S. to “qualified institutional buyers” pursuant to Rule 144A of the United States Securities Act of 1933.
Underwriting Basis:	“Bought deal” subject to conventional bought deal termination provisions and closing conditions to be included in a definitive underwriting agreement.
Bookrunners:	RBC Capital Markets and TD Securities Inc.
Underwriting Fee:	4.0%.
Closing:	On or about June 6, 2016.