

Spin Master Announces Approximately C\$180 million Secondary Offering of Subordinate Voting Shares and Concurrent Block Trade

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Toronto, ON, August 7, 2018 - Spin Master Corp. ("Spin Master" or the "Company") (TSX: TOY; www.spinmaster.com), a leading global children's entertainment company, today announced that the founders of the Company, through certain companies that they control, and 1-R32 Foundation, a not-for-profit charitable corporation controlled by one of the founders (collectively, the "Selling Shareholders") have entered into an agreement with a syndicate of underwriters led by RBC Dominion Securities Inc. and TD Securities Inc. (collectively, the "Underwriters") for the sale, on a "bought deal" secondary basis an aggregate of 2,794,800 subordinate voting shares of the Company held by the Selling Shareholders at a price of C\$53.40 per subordinate voting share (the "Offering Price") for gross proceeds to the Selling Shareholders of approximately C\$150 million (the "Offering").

The Selling Shareholders (other than 1-R32 Foundation) have also granted the Underwriters an over-allotment option to purchase up to 419,220 additional subordinate voting shares, representing an additional 15% of the Offering, on the same terms and conditions, exercisable in whole or in part at any time for a period of 30 days from the closing of the Offering. If exercised in full, this would increase the total size of the Offering to approximately C\$171.6 million. One of the Selling Shareholders will be responsible for 1-R32 Foundation's portion of the over-allotment option.

In a separate transaction that is expected to close concurrent with the Offering, a group of employees of Spin Master, other than the founders of the Company, will be selling to RBC for resale, an aggregate of 562,909 subordinate voting shares, on a block trade, prospectus-exempt basis, at the Offering Price for total gross proceeds of approximately \$30 million (the "Concurrent Block Trade"). Following the Concurrent Block Trade, this group of employees will continue to own an aggregate of approximately 1.74 million subordinate voting shares. The Concurrent Block Trade is expected to close on or about August 15, 2018. The completion of the Offering is not conditional upon the completion of the Concurrent Block Trade.

The Company will not receive any proceeds from the sale of subordinate voting shares associated with the Offering, any exercise of the over-allotment option, or the Concurrent Block Trade. The Selling Shareholders (other than 1-R32 Foundation) will bear all expenses related to the Offering, including payment of the Underwriters' fee. One of the Selling Shareholders will be responsible for 1-R32 Foundation's portion of expenses.

To satisfy the sale under the Offering, the Selling Shareholders (other than 1-R32 Foundation) will convert in aggregate 2,794,800 multiple voting shares of the Company into subordinate voting shares on a one-for-one basis. Following the Offering and the Concurrent Block Trade but prior to any exercise of the over-allotment option, the Selling Shareholders (other than 1-R32 Foundation), together with other companies controlled by the founders, will continue to own in

aggregate 70,797,318 shares of the Company, representing approximately 95.8% of the total votes outstanding. Following the Offering, 1-R32 Foundation will not hold any shares of the Company.

Closing of the Offering is expected to occur on or about August 15, 2018 and is subject to certain conditions including, but not limited to, the receipt of all necessary approvals. The subordinate voting shares will be offered in each of the provinces of Canada under a prospectus supplement to a short form base shelf prospectus that was filed on April 28, 2017. A copy of the prospectus supplement will be available on SEDAR (www.SEDAR.com).

No securities regulatory authority has either approved or disapproved of the contents of this news release. The subordinate voting shares 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 laws. Accordingly, the subordinate voting shares may not be offered or sold within the United States unless registered under the U.S. Securities Act and applicable state securities laws or except pursuant to exemptions from the registration requirements of the U.S. Securities Act and applicable state securities laws. This news release does not constitute an offer to sell or a solicitation of an offer to buy any securities of Spin Master in any jurisdiction in which such offer, solicitation or sale would be unlawful.

All amounts expressed herein are in Canadian dollars.

About Spin Master

Spin Master (TSX:TOY; www.spinmaster.com) is a leading global children’s entertainment company that creates, designs, manufactures, licenses and markets a diversified portfolio of innovative toys, games, products and entertainment properties. Spin Master is best known for award-winning brands including Zoomer®, Bakugan®, Meccano®, and 2017 Toys of the Year, Hatchimals®, Air Hogs® and PAW Patrol®. Since 2000, Spin Master has received 96 TIA Toy of The Year (TOTY) nominations with 28 wins across a variety of product categories, including 13 TOTY nominations for Innovative Toy of the Year, more than any of its competitors. To date, Spin Master has produced six television series, including 2007 success Bakugan Battle Brawlers and current hit PAW Patrol, which is broadcast in over 160 countries and territories globally. Spin Master employs over 1,500 people globally with offices in Canada, United States, Mexico, France, Italy, United Kingdom, Slovakia, Poland, Germany, Sweden, the Netherlands, China, Hong Kong, Japan, Vietnam and Australia.

Forward-Looking Statements

Certain statements, other than statements of historical fact, contained in this press release constitute “forward-looking information” within the meaning of certain securities laws, including the *Securities Act* (Ontario), and are based on expectations, estimates and projections as of the date on which the statements are made in this press release. The words “will” or “expected”, or variations of such words and phrases or statements that certain future conditions, actions, events or results, and other similar expressions, identify statements containing forward-looking information. Statements of forward-looking information in this press release include, without limitation, statements with respect to: the expected timing of closing of the Offering and the Concurrent Block Trade, the conversion of multiple voting shares into subordinate voting shares

and the Selling Shareholders' ownership levels in Spin Master following closing of the Offering and the Concurrent Block Trade.

Forward-looking statements are 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 press release, are inherently subject to significant business, economic and competitive uncertainties and contingencies which could result in the forward-looking statements ultimately being incorrect. In addition to any factors and assumptions set forth above in this press release, the material factors and assumptions used to develop the forward-looking information include, but are not limited to: receipt of all required regulatory approvals and completion of the Offering.

By its nature, forward-looking information is subject to inherent risks and uncertainties that may be general or specific and which give rise to the possibility that expectations, forecasts, predictions, projections or conclusions will not prove to be accurate, that assumptions may not be correct and that objectives, strategic goals and priorities will not be achieved. 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 press release. Completion of the Offering is subject to a number of risks and uncertainties, including without limitation, the factors identified elsewhere in this press release or in the prospectus supplement and short form base shelf prospectus and those relating to due diligence and regulatory approvals. These risk factors are not intended to represent a complete list of the factors that could affect the Company and investors are cautioned to consider these and other factors, uncertainties and potential events carefully and not to put undue reliance on forward-looking statements.

There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Forward-looking statements are 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 statements 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 statements, except to the extent required by applicable law.

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