SPIN MASTER CORP.

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

To the holders of Subordinate Voting Shares and holders of Multiple Voting Shares (collectively, the "**Shareholders**"):

NOTICE IS HEREBY GIVEN that the annual meeting (the "**Meeting**") of the Shareholders of Spin Master Corp. (the "**Company**") will be held via live audio webcast online at https://meetnow.global/MWAC4HT, on Thursday, May 4, 2023 at 11:30 a.m. (Toronto time) for the following purposes:

(a) to receive the audited consolidated annual financial statements of the Company as at and for the year ended December 31, 2022, together with the auditors' report thereon;

(b) to elect members of the Board of Directors of the Company (the "**Directors**");

(c) to appoint the auditors of the Company for the ensuing year and authorize the Directors of the Company to fix such auditors' remuneration;

(d) to approve a non-binding advisory resolution on the Company's approach to executive compensation; and

(e) to transact such other business as may properly be brought before the Meeting or any adjournment(s) thereof.

The accompanying Management Information Circular (the "**Circular**") provides additional information relating to the items of formal business to be considered at the Meeting. The Board of Directors has fixed March 13, 2023 as the record date for determining those Shareholders entitled to receive notice of and vote at the Meeting.

This year, the Company will hold the Meeting in a virtual only format again, which will be conducted via live audio webcast online at https://meetnow.global/MWAC4HT. This way, registered shareholders and duly appointed proxyholders will be able to attend the Meeting, ask questions and vote, regardless of their geographic location. It also is a more cost-efficient and environmentally friendly arrangement for the Company and Shareholders. See also the section "Attending the Meeting" in the Circular.

Non-registered (or beneficial) shareholders who have not duly appointed themselves as proxyholder will be able to attend and listen to the Meeting as guests, but guests will not be able to participate or vote at the Meeting. A Shareholder who wishes to appoint a person other than the management nominees identified on the form of proxy or voting instruction form (including a non-registered shareholder who wishes to appoint themselves to attend) must carefully follow the instructions in the Circular and on their form of proxy or voting instruction form. These instructions include the additional step of registering such proxyholder with our transfer agent, Computershare Investor Services Inc., after submitting their form of proxy or voting instruction form. Failure to register the proxyholder with our transfer agent will result in the proxyholder not receiving an invitation code via e-mail to participate in the Meeting and only being able to attend as a guest. Proxies must be received not later than Tuesday, May 2, 2023 at 11:30 a.m. (Toronto time), or in the case of any adjournment of the Meeting, not less than 48 hours, Saturdays, Sundays and holidays excepted, prior to the time of the adjournment.

Dated at Toronto, Ontario, this 13th day of March, 2023.

BY ORDER OF THE BOARD OF DIRECTORS
(signed) *"Christopher Harrs"*
Executive Vice President and
General Counsel, Corporate Secretary