SPIN MASTER CORP.

April 12, 2024

VIA SEDAR+

TO: Ontario Securities Commission, as Principal Regulator under National Policy 11-202 – *Process for Prospectus Reviews in Multiple Jurisdictions*

AND TO:

British Columbia Securities Commission
Autorité des marchés financiers
Alberta Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
The Manitoba Securities Commission
Financial and Consumer Services Commission (New Brunswick)
Nova Scotia Securities Commission
Financial and Consumer Services Division, Prince Edward Island
Office of the Superintendent of Securities Service, Newfoundland and Labrador
Office of the Yukon Superintendent of Securities
Office of the Superintendent of Securities, Northwest Territories
Office of the Superintendent of Securities, Nunavut

Dear Sirs/Mesdames:

RE: Spin Master Corp. (the "Issuer")
Re: Short Form Base Shelf Prospectus of the Issuer dated April 12, 2024 (the "Base Shelf Prospectus")

Please be advised that the Issuer is relying on Ontario Instrument 44-501 – *Exemption from Certain Prospectus Requirements for Well-known Seasoned Issuers (Interim Class Order)* as extended by OSC Rule 44-502 – *Extension To Ontario Instrument 44-501 Certain Prospectus Requirements For Well-Known Seasoned Issuers* (the "**Ontario Order**" and collectively with the equivalent local blanket orders in each of the other applicable provinces and territories of Canada, the "**WKSI Blanket Orders**") with respect to the filing of the Base Shelf Prospectus. This letter is delivered pursuant to paragraph 10(l) of the Ontario Order and the equivalent of such paragraph in each of the other WKSI Blanket Orders.

The Issuer is a "well-known seasoned issuer" (as defined in the WKSI Blanket Orders) by virtue of the Issuer's outstanding listed equity securities having a public float (as defined in the WKSI Blanket Orders) of approximately C$1,139,755,952 million as of April 12, 2024.

The Issuer is eligible to file a short form prospectus in reliance on section 2.2 of National Instrument 44-101 – *Short Form Prospectus Distributions* ("**NI 44-101**").

In connection with the filing of the Base Shelf Prospectus and in accordance with paragraph 10(l) of the Ontario Order and the equivalent of such paragraph in each of the other WKSI Blanket Orders, the undersigned hereby certifies, for and on behalf of the Issuer in his capacity as an officer of the Issuer and not in his personal capacity and without personal liability, that:

(a) the Issuer meets the definition of a WKSI (as defined in the WKSI Blanket Orders) as of a date that is within 60 days preceding the date hereof;

(b) the Issuer has been a reporting issuer in at least one jurisdiction of Canada for 12 months;

(c) the Issuer is eligible to file a short form prospectus under section 2.2 of NI 44-101and has satisfied the criteria of section 2.2 of NI 44-101;

(d) the Issuer has satisfied the requirements to be qualified to file a short form prospectus under section 2.8 of NI 44-101;

(e) the Issuer has no mining operations;

(f) the Issuer is not an ineligible issuer (as defined in the WKSI Blanket Orders);

(g) the Issuer is not an investment fund;

(h) the Issuer has no outstanding asset-backed securities;

(i) the Base Shelf Prospectus:

  (i) complies with the requirements of National Instrument 41-101 – *General Prospectus Requirements*, NI 44-101 and National Instrument 44-102 – *Shelf Distributions* (except as exempted from the requirements thereof by paragraphs 11 and 12 of the Ontario Order and such equivalent paragraphs of each of the other WKSI Blanket Orders);

  (ii) does not qualify the distribution of any asset-backed security;

  (iii) includes as part of the basic disclosure about the distribution the following statement on the cover page of the Base Shelf Prospectus: "filed in reliance on an exemption from the preliminary base shelf prospectus requirement for a well-known seasoned issuer"; and

  (iv) includes cover page disclosure confirming that the Issuer qualifies as a WKSI (as defined in the WKSI Blanket Orders) and the date of that determination;

(j) concurrently with the filing of the Base Shelf Prospectus and this letter, the Issuer has paid the fees otherwise required for the filing of a preliminary short form prospectus; and

(k) the Issuer has delivered to the Ontario Securities Commission any personal information forms that would be required under section 4.1 of NI 44-101 if the Issuer were filing a preliminary short form prospectus.

If you have any questions or require further information in respect of the foregoing, please do not hesitate to contact Matthew Merkley, the external legal counsel of the undersigned, at 416-863-3328 or matthew.merkley@blakes.com.

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Yours truly,

SPIN MASTER CORP.

By:	*(signed) "Mark Segal"*
Name:	Mark Segal
Title:	Executive Vice President and Chief Financial Officer