SPIN MASTER CORP.



8th Floor, 100 University Avenue Toronto, Ontario M5J 2Y1 www.computershare.com

Security Class

Holder Account Number

Form of Proxy - Annual General and Special Meeting to be held on May 12, 2016

This Form of Proxy is solicited by and on behalf of Management.

Notes to proxy

- Every holder has the right to appoint some other person or company of their choice, who need not be a shareholder, to attend and act on their behalf at the Annual General and Special Meeting or any adjournments or postponements thereof. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).
- If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you must sign this proxy with signing capacity stated, and you may be required to provide documentation evidencing your power to sign this proxy.
- 3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
- 4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.
- 5. The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, this proxy will be voted as recommended by Management.
- 6. The securities represented by this proxy will be voted FOR or withheld from voting or voted AGAINST each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
- 7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting or other matters that may properly come before the Annual General and Special Meeting or any adjournments or postponements thereof.
- 8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

Proxies submitted must be received by 11:30 am (Toronto time) on May 10, 2016 or in the case of any adjournments or postponements of the Annual General and Special Meeting, at least 48 hours, excluding Saturdays, Sundays and holidays, before the rescheduled meeting.

Appointment of Proxyhc I/We, being holder(s) of Spin Master Rabie, Chair and Co-Chief Executive Executive Vice President and Chief Fin (Management Nominees)	r Corp. hereby appoint: Mr. Anton Officer, or, failing him, Mr. Mark Segal, OR	Instead of either of the foregoing, print the name of the person you are appointing if this person is someone other than the Management Nominees listed herein.	
and to vote at the discretion of the prox Annual General and Special Meeting o	xyholder with respect to amendments or variations to	ance with the following direction (or if no directions have be matters identified in the Notice of Meeting or other matters) to be held at the Design Exchange, 234 Bay Street, Toror	that may properly come before the
MANAGEMENT'S VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT OVER THE BOXES.			
			For Against
1. Minimum Number of Directors To pass a special resolution to am	's nend the Articles of the Company to increase the	minimum number of Directors from 3 to 7.	
2. Election of Directors	For Withhold	For Withhold	For Withhold
01. John Cassaday	02. Jeffrey I. Cohen	03. Ben J. Gadbois	
04. Ronnen Harary	05. Dina R. Howell	06. Anton Rabie	
07. Todd Tappin	08. Ben Varadi	09. Charles Winog	ad
			For Withhold
3. Appointment of Auditor To appoint Deloitte LLP as auditors of the Company for the ensuing year and authorize the Directors of the Company to fix such auditors'			
Authorized Signature(s) - Thi instructions to be executed.	is section must be completed for your	Signature(s)	Date
I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. If no voting instructions are indicated above, this Proxy will be voted as recommended by Management.			DD/MM/YY

revoke any proxy previously given with respect to the Meeting. If no voting instructions are indicated above, this Proxy will be voted as recommended by Management.

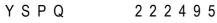
Interim Financial Statements - Mark this box if you would like to receive Interim Financial Statements and accompanying Management's Discussion and Analysis by mail mail.

Annual Financial Statements - Mark this box if you would like to receive the Annual Financial Statements and accompanying Management's Discussion and Analysis by mail.

If you are not mailing back your proxy, you may register online to receive the above financial report(s) by mail at www.computershare.com/mailinglist.



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