

Spin Master Announces Closing of Over-allotment Option for Total IPO Proceeds of C\$253 Million

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TORONTO, Aug. 26, 2015 /CNW/ - Spin Master Corp. (TSX: TOY) ("**Spin Master**" or the "**Company**"), a leading global children's entertainment company, announced today that, in connection with its recently completed initial public offering ("**IPO**") of 12,225,000 subordinate voting shares ("**Subordinate Voting Shares**") at a price of C\$18.00 per share, the over-allotment option granted to the underwriters to purchase up to an additional 1,833,750 Subordinate Voting Shares was exercised in full, generating additional gross proceeds to Spin Master of C\$33,007,500. The net proceeds from the exercise of the over-allotment option are expected to be used to repay indebtedness of the Company. The sale of the additional Subordinate Voting Shares today brings the aggregate gross IPO proceeds to Spin Master to approximately C\$253.1 million.

The Subordinate Voting Shares are listed on the Toronto Stock Exchange under the symbol "TOY". Following the closing of the over-allotment option, there are 18,848,928 Subordinate Voting Shares issued and outstanding, in addition to 79,680,812 multiple voting shares (the "**Multiple Voting Shares**") which are convertible into Subordinate Voting Shares on a one-for-one basis.

The Subordinate Voting Shares carry one vote per share. The Multiple Voting Shares, all of which are directly or indirectly owned by Ronnen Harary, Anton Rabie and Ben Varadi (the "**Principal Group**"), carry 10 votes per share. Following the closing of the over-allotment option, the Principal Group continue to hold 79,680,812 Multiple Voting Shares, which now represents approximately 81% of the Company's total issued and outstanding shares.

The IPO was made through a syndicate of underwriters led by RBC Capital Markets and TD Securities Inc. (acting as joint bookrunners) and including CIBC World Markets Inc., National Bank Financial Inc., BMO Nesbitt Burns Inc., HSBC Securities (Canada) Inc., Barclays Capital Canada Inc., GMP Securities L.P., Cormark Securities Inc. and Dundee Securities Ltd.

No securities regulatory authority has either approved or disapproved of the contents of this news release. This press release is for information purposes only and does not constitute an offer to sell or a solicitation of an offer to buy any securities of Spin Master Corp. in any jurisdiction.

About Spin Master

Spin Master is a leading global children's entertainment company that creates, designs, manufactures and markets a diversified portfolio of innovative toys, games, products and entertainment properties. Spin Master is best known for award-winning brands including *Bakugan Battle Brawlers*™, *Air Hogs*®, *Spin Master Games*™ and the 2015 Toy of the Year, *Zoomer*™ *Dino*. Since 2005, Spin Master has received 58 TIA Toy of the Year ("TOTY") nominations with 14 wins across a variety of product categories. Spin Master has been recognized with 11 TOTY nominations for Innovative Toy of the Year, more than any of its competitors. Spin Master is among a limited number of companies that not only develop and produce global entertainment properties, characters and content, but also monetize that content through the creation, sale and licensing of products. To date, Spin Master has produced five television series, including 2007 hit series *Bakugan Battle Brawlers*™ and its current hit *PAW Patrol*, which is broadcast in over 160 countries and territories globally. Spin Master employs over 850 people globally with offices in Canada, United States, France, Italy, United Kingdom, Slovakia, Germany, the Netherlands, Mexico, China, Hong Kong and Japan.

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