

Spin Master Announces Closing of C\$130 Million Equity Financing and Secondary Offering

/NOT FOR DISTRIBUTION TO U.S. NEWSWIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES/

TORONTO, June 6, 2016 /CNW/ - Spin Master Corp. ("**Spin Master**" or the "**Company**") (TSX:TOY), a leading global children's entertainment company, today announced it has closed the previously announced public offering of 4,900,000 subordinate voting shares of the Company at a price of C\$26.60 per subordinate voting share (the "**Offering**"). The Offering included a treasury offering of 2,450,000 subordinate voting shares by the Company for gross proceeds of approximately C\$65 million (the "**Treasury Offering**") and a secondary offering of 2,450,000 subordinate voting shares, indirectly, beneficially owned by the founders of the Company (the "**Selling Shareholders**") for gross proceeds of approximately C\$65 million (the "**Secondary Offering**").

The Company intends to use the net proceeds of the Treasury Offering to reduce indebtedness under its revolving credit facility, for general corporate and working capital purposes and for potential acquisitions. The Company did not receive any proceeds from the sale of subordinate voting shares associated with the Secondary Offering.

The Offering was made through a syndicate of underwriters including RBC Capital Markets and TD Securities Inc. as co-lead underwriters and joint bookrunners, as well as BMO Nesbitt Burns Inc., CIBC World Markets Inc., National Bank Financial Inc., HSBC Securities (Canada) Inc. and Cormark Securities Inc.

The Company and the Selling Shareholders have granted to the underwriters an over-allotment option to purchase up to 735,000 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 following closing of the Offering for a period of 30 days. Should the over-allotment option be exercised, each of the Company and the Selling Shareholders will each contribute 50% of the subordinate voting shares to be sold. If exercised in full, this would increase the total size of the Offering to approximately C\$150 million, with approximately C\$75 million from the Treasury Offering and approximately C\$75 million by way of the Secondary Offering.

*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 Corp.

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 Zoomer™ Dino, Bakugan Battle Brawlers™, Air Hogs®, and 2015 Toys of The Year, Bunchems and Meccanoid G15. Since 2005, Spin Master has received 63 TIA Toy of The Year (TOTY) nominations with 16 wins across a variety of product categories. Spin Master has been recognized with 12 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 1,000 people globally with offices in Canada, United States, Mexico, France, Italy, United Kingdom, Slovakia, Germany, Sweden, the Netherlands, China, Hong Kong, Japan, and Australia.

Forward-Looking Information

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 use of proceeds of the Treasury Offering.

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. 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.

SOURCE Spin Master Corp.

For further information: Mark L. Segal, Executive Vice President and Chief Financial Officer, marks@spinmaster.com

<https://spinmaster.mediaroom.com/2016-06-06-Spin-Master-Announces-Closing-of-C-130-Million-Equity-Financing-and-Secondary-Offering>