

Security Class

Holder Account Number

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## 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

1. 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).
2. 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.

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**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 Proxyholder

I/We, being holder(s) of Spin Master Corp. hereby appoint: Mr. Anton Rabie, Chair and Co-Chief Executive Officer, or, failing him, Mr. Mark Segal, Executive Vice President and Chief Financial Officer, or their designees (Management Nominees)

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.

as my/our proxyholder with full power of substitution and to attend, act and to vote in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and to vote at the discretion of the proxyholder with respect to 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 of Shareholders of Spin Master Corp. (the "Company") to be held at the Design Exchange, 234 Bay Street, Toronto, Ontario, on Thursday, May 12, 2016 at 11:30 a.m. (Toronto time) and at any adjournments or postponements thereof.

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 amend the Articles of the Company to increase the minimum number of Directors from 3 to 7.

### 2. Election of Directors

	<b>For</b>	<b>Withhold</b>		<b>For</b>	<b>Withhold</b>		<b>For</b>	<b>Withhold</b>
01. John Cassaday	<input type="checkbox"/>	<input type="checkbox"/>	02. Jeffrey I. Cohen	<input type="checkbox"/>	<input type="checkbox"/>	03. Ben J. Gadbois	<input type="checkbox"/>	<input type="checkbox"/>
04. Ronnen Harary	<input type="checkbox"/>	<input type="checkbox"/>	05. Dina R. Howell	<input type="checkbox"/>	<input type="checkbox"/>	06. Anton Rabie	<input type="checkbox"/>	<input type="checkbox"/>
07. Todd Tappin	<input type="checkbox"/>	<input type="checkbox"/>	08. Ben Varadi	<input type="checkbox"/>	<input type="checkbox"/>	09. Charles Winograd	<input type="checkbox"/>	<input type="checkbox"/>

**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' remuneration.

### Authorized Signature(s) - This section must be completed for your instructions to be executed.

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.

Signature(s)

Date

DD / MM / YY

**Interim Financial Statements** - Mark this box if you would like to receive Interim Financial Statements and accompanying Management's Discussion and Analysis by 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/maillinglist](http://www.computershare.com/maillinglist).

