FORM 9

NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES (or securities convertible or exchangeable into listed securities)

Please complete the following:

Name of Listed Issuer: Stompy Bot Corporation (the "**Issuer**").

Trading Symbol: BOT.

Date: August 16, 2016.

Is this an updating or amending Notice: ☑ Yes ☐ No

If yes provide date(s) of prior Notices: August 4 and August 5, 2016.

Issued and Outstanding Securities of Issuer Prior to Issuance: 60,609,154.

Date of News Release Announcing Private Placement: August 5, 2016.

Closing Market Price on Day Preceding the Issuance of the News Release: $0.05.

1. Private Placement (if shares are being issued in connection with an acquisition (either as consideration or to raise funds for a cash acquisition), proceed to Part 2 of this form)

Full Name & Residential Address of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN$)	Conversion Price (if Applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date(1)	Describe relationship to Issuer (2)
Graham Saunders 30 Hargrave Lane, Unit 12 Toronto, ON M4N 0A4	25 Debentures and 200,000 Warrants	$1,000	$0.05	NI 45-106, Section 2.3	Nil	August 5, 2016	Non-Related Person
Jason Monaco 130 Hedgerow Lane Kleinburg, ON L0J 1C0	60 Debentures and 480,000 Warrants	$1,000	$0.05	NI 45-106, Section 2.3	6,196,772 common shares	August 5, 2016	Related Person
Matthew Jones PO Box 30 Rhodesdale, Maryland USA 21659	488,608 Common Shares	$0.05	N/A	NI 45-106, Section 2.14	Nil	August 5, 2016	Non-Related Person
Michael Green 1961 Argyle Ave., apt 16 Los Angeles, CA 90068	200,000 Common Shares	$0.05	N/A	NI 45-106, Section 2.14	Nil	August 5, 2016	Non-Related Person
Corey Sine 9 Broadlands Road Bromley, United Kingdom BR1 5DE	90,716 Common Shares	$0.05	N/A	NI 45-106, Section 2.14	Nil	August 5, 2016	Non-Related Person

Full Name & Residential Address of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN$)	Conversion Price (if Applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date(1)	Describe relationship to Issuer (2)
Bryan Brown-Goebeler 279 Graybar Drive Bridgewater, NJ, 08807	176,498 Common Shares	$0.05	N/A	NI 45-106, Section 2.14	Nil	August 5, 2016	Non-Related Person
Grant Larsen 1a Pine Ridge Ave., Woodbridge, ON., L4L2H8	125,000	$0.05	N/A	NI 45-106, Section 2.14	Nil	August 15, 2016	Non-Related Person
Dan Strother 1658 Highway 458, Pitkin Louisiana, 70656 USA	51,708	$0.05	N/A	NI 45-106, Section 2.14	Nil	August 15, 2016	Non-Related Person
Stillbridge Ventures Inc. 1668 Wedmore Way, Mississauga, Ontario, L5J 2J8	200,000	$0.05	N/A	NI 45-106, Section 2.14	Nil	August 15, 2016	Non-Related Person
Chris Irwin 397 Russell Hill Road, Toronto, Ontario, M4V 2V3	386,000	$0.05	N/A	NI 45-106, Section 2.14	12,500 common shares and 250,000 stock options	August 15, 2016	Related Person
Irwin Lowy LLP Suite 400, 365 Bay Street, Toronto, Ontario, M5H 2V1	1,626,152	$0.05	N/A	NI 45-106, Section 2.14	Nil	August 15, 2016	Non-Related Person
David Garland 36 Clyde Road, Scarborough, Ontario, M1C 1T9	160,000	$0.05	N/A	NI 45-106, Section 2.14	250,000 stock options	August 15, 2016	Related Person
Jon Gill P.O. Box 65, King City, Ontario, L7B 1A4	320,000	$0.05	N/A	NI 45-106, Section 2.14	250,000 stock options	August 15, 2016	Related Person
Braxton Management Partners Inc. P.O. Box 65, King City, Ontario, L7B 1A4	678,000	$0.05	N/A	NI 45-106, Section 2.14	Nil	August 15, 2016	Non-Related Person

(1) Indicate date each placee advanced or is expected to advance payment for securities. Provide details of expected payment date, conditions to release of funds etc. Indicate if the placement funds been placed in trust pending receipt of all necessary approvals.

(2) Indicate if Related Person.

[1]An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10.

1. Total amount of funds to be raised: Up to $200,000 aggregate amount of convertible debentures (the "Convertible Debentures").

2. Provide full details of the use of the proceeds. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material. Proceeds will be used to fund the development of the Issuer's video games and for general working capital purposes.

3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: N/A.

4. If securities are issued in forgiveness of indebtedness, provide details and attach the debt agreement(s) or other documentation evidencing the debt and the agreement to exchange the debt for securities. The Issuer agreed to settle an aggregate of $47,791.14 of indebtedness owed to arm's-length creditors

through the issuance of 955,822 common shares at a deemed price of $0.05 per common share.

In addition, the Issuer also agreed to settle an aggregate of $177,343.02 of indebtedness owed to certain arm's-length and non-arm's length creditors through the issuance of 3,546,860 common shares at a deemed price of $0.05 per common share.

5. Description of securities to be issued:

(a) Class Common shares.

(b) Number Up to 4,000,000 (upon conversion of the debentures); up to 1,600,000 (upon exercise of the warrants); and 4,502,682 (debt settlement).

(c) Price per security $0.05.

(d) Voting rights One vote per common share.

6. Provide the following information if Warrants, (options) or other convertible securities are to be issued:

(a) Number Up to 1,600,000 warrants to acquire common shares (being 8,000 warrants for each $1,000 principal amount of Convertible Debenture purchased).

(b) Number of securities eligible to be purchased on exercise of Warrants (or options) Up to 1,600,000 Common Shares.

(c) Exercise price $0.05.

(d) Expiry date 2 years from date of issue.

7. Provide the following information if debt securities are to be issued:

(a) Aggregate principal amount Up to $200,000 Convertible Debentures.

(b) Maturity date 1 year from date of issue

(c) Interest rate 12% per annum from the date of issue .

(d) Conversion terms The Convertible Debentures will be convertible into common shares in the capital of the Issuer at the option of the holder at any time prior to the maturity date at a price of $0.05 per common share, being a rate of 20,000 common shares per $1,000 principal amount of debenture .

(e) Default provisions Standard default provisions .

8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the placement (including warrants, options, etc.):

(a) Details of any dealer, agent, broker or other person receiving compensation in connection with the placement (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer):

Not applicable _____.

(b) Cash Not applicable _____.

(c) Securities Not applicable _____.

(d) Other Not applicable _____ .

(e) Expiry date of any options, warrants etc. Not applicable _____ .

(f) Exercise price of any options, warrants etc. Not applicable _____ .

9. State whether the sales agent, broker, dealer or other person receiving compensation in connection with the placement is Related Person or has any other relationship with the Issuer and provide details of the relationship

Not applicable _____.

10. Describe any unusual particulars of the transaction (i.e. tax "flow through" shares, etc.).

Shares for debt transaction _____.

11. State whether the private placement will result in a change of control. No___.

12. Where there is a change in the control of the Issuer resulting from the issuance of the private placement shares, indicate the names of the new controlling shareholders. Not applicable _____
_____
_____ .

13. Each purchaser has been advised of the applicable securities legislation restricted or seasoning period. All certificates for securities issued which are subject to a hold period bear the appropriate legend restricting their transfer until the expiry of the applicable hold period required by National Instrument 45-102.

2. Acquisition

1. Provide details of the assets to be acquired by the Issuer (including the location of the assets, if applicable). The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material: _____.

2. Provide details of the acquisition including the date, parties to and type of agreement (eg: sale, option, license etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the acquisition without reference to any other material: _____

3. Provide the following information in relation to the total consideration for the acquisition (including details of all cash, securities or other consideration) and any required work commitments:

   (a) Total aggregate consideration in Canadian dollars: _____ .

   (b) Cash: _____ .

   (c) Securities (including options, warrants etc.) and dollar value: _____ _____ .

   (d) Other: _____ .

   (e) Expiry date of options, warrants, etc. if any: _____ .

   (f) Exercise price of options, warrants, etc. if any: _____ .

   (g) Work commitments: _____ .

4. State how the purchase or sale price was determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc).

5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer:_____ _____ .

6. The names of parties receiving securities of the Issuer pursuant to the acquisition and the number of securities to be issued are described as follows:

Name of Party (If not an individual, name all insiders of the Party)	Number and Type of Securities to be Issued	Dollar value per Security (CDN$)	Conversion price (if applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed by Party	Describe relationship to Issuer (1)

(1) Indicate if Related Person

7. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: _____ _____ .

8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the acquisition (including warrants, options, etc.):

   (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the acquisition (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): _____ _____.

   (b) Cash _____ .

   (c) Securities _____ .

   (d) Other _____ .

   (e) Expiry date of any options, warrants etc. _____

   (f) Exercise price of any options, warrants etc. _____ .

9. State whether the sales agent, broker or other person receiving compensation in connection with the acquisition is a Related Person or has any other relationship with the Issuer and provide details of the relationship. _____ _____ _____

10. If applicable, indicate whether the acquisition is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months. _____.

Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance on behalf of the Issuer.

2. As of the date hereof there is not material information concerning the Issuer which has not been publicly disclosed.

3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CSE Policy 1).

4. All of the information in this Form 9 Notice of Issuance of Securities is true.

Dated August 16, 2016.

Jon Gill
Name of Director or Senior Officer

"Jon Gill" (Signed)
Signature

Director
Official Capacity