

Form 51-102F3
MATERIAL CHANGE REPORT

1. **Name and address of the Company.**

STOMPY BOT CORPORATION (the “Company”)
#202, 5626 Larch Street
Vancouver, British Columbia
V6M 4E1

2. **Date of Material Change.**

June 26, 2015

3. **News Release.**

A press release disclosing the material change was released on July 3, 2015 through the facilities of Marketwired.

4. **Summary of Material Change.**

The Company announced that it has issued an aggregate of 14,287,138 common shares in the capital of the Company (the “**Common Shares**”) on the automatic exercise of special warrants of the Company issued in connection with the completion of the previously announced amalgamation transaction with Stompy Bot Productions, Inc. (the “**Amalgamation**”). Upon completion of the Amalgamation, each special warrant was automatically exercised for no additional consideration into one Common Share.

5. **Full Description of Material Change.**

The material change is fully described in the Company’s press release which is attached as Schedule “A” and is incorporated herein.

6. **Reliance on subsection 7.1(2) or (3) of National Instrument 51-102.**

The report is not being filed on a confidential basis.

7. **Omitted Information.**

No significant facts have been omitted from this Material Change Report.

8. **Executive Officer.**

For further information, please contact:
James Taylor, President
1-888-449-4148

9. **Date of Report.**

This report is dated at Toronto, this 3rd day of July, 2015.

STOMPY BOT CORPORATION

Per: “James Taylor” (Signed)
James Taylor
President

SCHEDULE “A”

Stompy Bot Corporation Issues Common Shares

For Immediate Release

July 3, 2015 (Victoria, British Columbia): Stompy Bot Corporation (“**Stompy**” or the “**Company**”) is pleased to announce it has recently issued an aggregate of 14,287,138 common shares in the capital of the Company (the “**Common Shares**”) on the automatic exercise of special warrants of the Company issued in connection with the recently announced completion of the amalgamation transaction with Stompy Bot Productions, Inc. (the “**Amalgamation**”). Each special warrant was automatically exercised for no additional consideration into one Common Share upon completion of the Amalgamation. For more details on the Amalgamation please see the Company’s press release of June 22, 2015.

For further information, please contact:

Stompy Bot Corporation

James Taylor, President
1216 Sand Cove Road
Saint John, New Brunswick E2M 5V8
Tel: 1-888-449-4148
Email: jamest@stompybot.com

Forward-Looking Information

Certain information set forth in this news release may contain forward-looking information that involve substantial known and unknown risks and uncertainties. This forward-looking information is subject to numerous risks and uncertainties, certain of which are beyond the control of the Company, including, but not limited to, the impact of general economic conditions, industry conditions, and dependence upon regulatory approvals. Readers are cautioned that the assumptions used in the preparation of such information, although considered reasonable at the time of preparation, may prove to be imprecise and, as such, undue reliance should not be placed on forward-looking information. The parties undertake no obligation to update forward-looking information except as otherwise may be required by applicable securities law.