

**FORM 51-102F3
MATERIAL CHANGE REPORT**

1. **Name and Address of Company**

Stompy Bot Corporation (the “**Company**”)
1216 Sand Cove Road
Saint John, New Brunswick
E2M 5V8

2. **Date of Material Change**

December 11, 2015 and December 14, 2015

3. **News Release**

A press release disclosing the material change was released on December 14, 2015, through the facilities of Marketwired.

4. **Summary of Material Change**

The Company announced that it has closed the first tranche of its private placement financing of 4,375,000 units (“**Units**”) of the Company at a price of \$0.08 per Unit, for gross proceeds of \$350,000 (the “**Private Placement**”). Each Unit is comprised of one common share (a “**Common Share**”) and one Common Share purchase warrant (a “**Warrant**”), each Warrant entitling the holder thereof to acquire a Common Share at a price of \$0.12 per share for a period of eighteen (18) months from the date of issuance.

All securities issued under the Private Placement are subject to a four month plus one day hold period from the date of issuance in accordance with applicable securities laws.

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

5. **Full Description of Material Change**

A full description of the material change is contained under Item 4.

6. **Reliance on subsection 7.1(2) 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, contact James Taylor, President of the Company at (888) 449-4148.

9. **Date of Report.**

This report is dated at Toronto, this 17th day of December, 2015.

STOMPY BOT CORPORATION

Per: “Chris Irwin” (Signed)
Chris Irwin
Director

SCHEDULE "A"



**STOMPY BOT
CORPORATION**

1216 Sand Cove Road
Saint John, New Brunswick E2M 5V8

PRESS RELEASE

FOR IMMEDIATE RELEASE
December 14, 2015

CSE: BOT
Shares Outstanding: 57,934,707
Saint John, New Brunswick

STOMPY BOT CLOSSES FIRST TRANCHE OF FINANCING

Stompy Bot Corporation (“**Stompy Bot**” or the “**Corporation**”) (CSE: BOT) is pleased to announce that, further to its news release of November 25, 2015, it has closed the first tranche of its previously announced private placement financing through the issuance of 4,375,000 units of the Corporation (the “**Units**”) at a price of \$0.08 per Unit, for total gross proceeds of \$350,000 (the “**Private Placement**”). Each Unit is comprised of one common share (a “**Common Share**”) and one Common Share purchase warrant (a “**Warrant**”), each Warrant entitling the holder thereof to acquire a Common Share at a price of \$0.12 per share for a period of eighteen (18) months from the date of issuance.

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About Stompy Bot Productions

Stompy Bot Productions is a wholly owned subsidiary of publicly traded Stompy Bot Corporation (CNSX:BOT) – an independent video game and digital media publisher. Stompy’s growth strategy is to become a premier independent multimedia publisher. Their indie philosophy is to identify and acquire unique video game properties, apply innovative technologies, game development expertise, partner with movie studio resources and manage entertainment brands through a global media marketing approach. Stompy Bot is the exclusive Heavy Gear digital games license holder and publisher of Heavy Gear Assault, a next generation PC title using Epic Game’s latest Unreal Engine 4 technology. For more information visit www.stompybot.com.

For further information, please contact:

James Taylor
Stompy Bot Corporation
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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.