

Form 51-102F3
MATERIAL CHANGE REPORT

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

STOMPY BOT CORPORATION (the “Company”)
1216 Sand Cove Road
Saint John, New Brunswick
E2M 5V8

2. **Date of Material Change.**

April 1, 2016

3. **News Release.**

A press release disclosing the material change was released on April 1, 2016, through the facilities of Marketwired.

4. **Summary of Material Change.**

The Company announced the appointment of Jon Gill as executive Chairman of the board of directors replacing Vince McMullin in this role effective immediately. Mr. Gill will continue to serve as a director of the Company. Mr. McMullin will continue in his role as a director and CEO of the Company and, in addition, was appointed as President replacing James Taylor in this role.

Director Resignation

The Company announced the resignation of James Taylor, John Nguyen and Michael Soloman from the board of directors of the Company effective immediately. Messrs. Taylor, Nguyen and Soloman will continue to serve as officers of the Company in accordance with their appointments set forth below.

Officer Appointments

The Company announced the appointment of James Taylor, Senior VP of Productions, Michael Soloman, Project Manager and John Nguyen, Senior Business Developer and Corporate Secretary. Mr. Nguyen replaces Chris Irwin as Corporate Secretary.

The material change is fully described in the Company’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) 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.**

Jon Gill, Executive Chairman.

9. **Date of Report.**

This report is dated at Toronto, this 1st day of April, 2016.

STOMPY BOT CORPORATION

Per: “Jon Gill” (Signed)
Jon Gill, Executive Chairman



**STOMPY BOT
CORPORATION**

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

PRESS RELEASE

FOR IMMEDIATE RELEASE
April 1, 2016

CSE: BOT
Shares Outstanding: 59,428,332
Saint John, New Brunswick

**STOMPY BOT ANNOUNCES
BOARD CHANGES AND OFFICER APPOINTMENTS**

Stompy Bot Corporation (“**Stompy Bot**” or the “**Corporation**”) (CSE: BOT) announces that Jon Gill has been appointed as executive Chairman of the board of directors of the Corporation effective immediately. Mr. Gill replaces Vince McMullin in this role, and will also continue to serve as a director of the Corporation. Mr. McMullin will continue in his role as a director and CEO of the Corporation and, in addition, has been appointed as President replacing James Taylor in this role.

Director Resignation

Concurrent with this announcement, Stompy Bot also announces the resignation of James Taylor, John Nguyen and Michael Soloman from the board of directors of the Corporation effective immediately. Messrs. Taylor, Nguyen and Soloman will continue to serve as officers of the Corporation in accordance with their appointments set forth below.

Officer Appointments

The Corporation is pleased to announce the appointment of James Taylor, Senior VP of Productions, Michael Soloman, Project Manager and John Nguyen, Senior Business Developer and Corporate Secretary. Mr. Nguyen replaces Chris Irwin as Corporate Secretary.

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:

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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.