

**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

September 2, 2016

3. News Release

A press release disclosing the material change was released on September 6, 2016, through the facilities of Newsfile Corp.

4. Summary of Material Change

The Company announced that it had completed a debt settlement in the 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 issuance price of CDN\$0.05 per common share. In connection with the debt settlement related parties of the Company received, directly or indirectly, 3,170,152 common shares of the Company which constitutes a “related party transaction” as defined under Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions*.

The Company also announced that it had granted an aggregate of 3,680,000 options to purchase common shares of the Company exercisable at a price of \$0.05 per share and expiring on September 2, 2026, to certain directors, officers and consultants of the Company.

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) 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 report.

8. Executive Officer

For further information, contact Jon Gill, the Executive Chairman of the Company at (416) 722-1166.

9. Date of Report

September 7, 2016.

STOMPY BOT CORPORATION

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

SCHEDULE "A"



STOMPY BOT CORPORATION

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

PRESS RELEASE

FOR IMMEDIATE RELEASE
September 6, 2016

Shares Outstanding: 64,156,014
Saint John, New Brunswick

STOMPY BOT CORPORATION ANNOUNCES COMPLETION OF DEBT SETTLEMENT

Stompy Bot Corporation (the "**Corporation**") (CSE: BOT) announces that it has settled 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 issuance price of CDN\$0.05 per common share. The aggregate amount of indebtedness that has been settled was increased, to accommodate another arm's length debtor, from the amount of \$175,654.45 set out in the Company's news release of August 5, 2016, to \$177,343.02, representing an increase of \$1,688.57. All common shares issued in connection with the shares for debt transaction are subject to a statutory four month and one day hold period.

Pursuant to Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* ("MI 61-101"), the shares for debt transaction constitutes a "related party transaction" as related parties of the Corporation will, directly or indirectly, receive 3,170,152 common shares of the Corporation in connection with the debt settlement. The Corporation is relying on exemptions from the formal valuation and minority shareholder approval requirements of MI 61-101 as neither the fair market value of the transaction, insofar as it involves related parties, does not exceed \$2,500,000 and/or 25% of the market capitalization of the Corporation. A material change report will be filed less than 21 days before the closing date of the transaction. This shorter period was reasonable and necessary in the circumstances to allow the Corporation to improve its financial position by reducing its accrued liabilities.

The Corporation also announces that it has granted an aggregate of 3,680,000 options to purchase common shares of the Company exercisable at a price of \$0.05 per share and expiring on September 2, 2026, to certain directors, officers and consultants of the Corporation. The common shares issuable upon exercise of the options are subject to a four-month hold period from the original date of grant.

About Stompy Bot Productions

Stompy Bot Productions is a wholly owned subsidiary of publicly traded Stompy Bot Corporation (CSE: 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:

Jon Gill
Stompy Bot Corporation
Tel: 416-722-1166
Email: jgill@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.