

FORM 51-102F3
MATERIAL CHANGE REPORT

1. **Name and Address of Company**

Stompy Bot Corporation (the “**Company**”)
1 Germain Street, Suite 300
Saint John, New Brunswick E2L 4V1

2. **Date of Material Change**

January 11, 2018

3. **News Release**

A press release disclosing the material change was released on January 11, 2018, through the facilities of Newsfile Corp.

4. **Summary of Material Change**

The Company announced that Mr. Robert Howe and Mr. Konstantin Lichtenwald have been appointed as members of the Company’s board of directors (the “**Board**”). The Company further announced that: (i) Mr. Chris Irwin has resigned from the Board but remains in an advisory role to the Company; (ii) Mr. Vince McMullin has resigned from the Board and his position as Chief Executive Officer and has been appointed the Chief Technology Officer of the Company; (iii) Mr. Lichtenwald has been appointed Chief Financial Officer of the Company; (iv) Mr. Garland, the former Chief Financial Officer of the Company will remain on the Board and has been appointed the chairperson of the Audit Committee of the Board; (v) Mr. Jon Gill, current chairperson of the Board, has been appointed the Interim Chief Executive Officer; and (vi) Mr. Howe has been appointed the chairperson of the Compensation Committee of the Board.

5. **Full Description of Material Change**

The material change is fully described in the press release which is attached as Schedule “A” hereto.

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

9. **Date of Report.**

This report is dated at Toronto, this 16th day of January, 2018.

SCHEDULE “A”



PRESS RELEASE

FOR IMMEDIATE RELEASE

January 11, 2018

STOMPY BOT ANNOUNCES CHANGES IN BOARD OF DIRECTORS AND MANAGEMENT AND ATTENDANCE BY TOKEN PLAY AT ALPHA NORTH CAPITAL CONFERENCE

Stompy Bot Corporation (CSE: BOT) (“Stompy Bot” or the “Company”) is pleased to announce a number of changes to its board of directors (the “Board”) and the composition of its management.

Stompy Bot is also pleased to announce that representatives from its recently-acquired subsidiary Token Play Corp. (“Token Play”), developer of a payment platform for the digital gaming community empowered by blockchain technology, will be presenting at the Alpha North Capital Conference, January 12-14, 2018.

Board and Management Appointments

Mr. Robert Howe and Mr. Konstantin Lichtenwald have been appointed as members of the Board. Mr. Chris Irwin has resigned from the Board but remains in an advisory role to the Company. Mr. Vince McMullin has resigned from the Board and his position as Chief Executive Officer and has been appointed the Chief Technology Officer of the Company. Mr. Lichtenwald has been appointed Chief Financial Officer of the Company and Mr. Garland, the former Chief Financial Officer of Stompy will remain on the Board and has been appointed the chairperson of the Audit Committee of the Board. Mr. Jon Gill, current chairperson of the Board, has been appointed the Interim Chief Executive Officer. Mr. Howe has been appointed the chairperson of the Compensation Committee of the Board.

Mr. Gill, commenting on the changes and the future of the Board said “Our Board will be immediately initiating a strategic plan to broaden and strengthen itself through the addition of industry representation and independence. We are excited about the changes announced today and those that are to come.”

Alpha North Capital Conference

Event: Alpha North Capital Conference

Date: January 12th – 14th, 2018

The Alpha North Capital Conference is an invitation-only event. The event features small cap innovators in the technology, biotech, healthcare and special situations spaces, and provides opportunities to connect with the top institutions and specialist brokers in North America through a series of one-on-one meetings between issuers and financiers.

Steven Hoffman, co-founder of Token Play, will be presenting on the development of Token Play’s payment platform. Summary details will include a look at the state of innovation that has taken place in the gaming industry, specifically with respect to digital gaming and blockchain technology, and the Company’s business plan and strategy for 2018.

About Mr. Howe

Mr. Howe is a seasoned international financial services executive with over 25 years of senior level management experience shared between the asset finance sector, and corporate turnaround and growth consulting. He spent most of his corporate career with AT&T Capital/Newcourt Credit Group/CIT and was Managing Director of its Continental European business, which supported 150 staff in 16 countries with owned and managed assets exceeding \$1 billion. In 2006, Robert founded Aorta Capital, a Switzerland-based early stage investor, capital raising and boutique consulting group.

About Mr. Lichtenwald

Mr. Konstantin Lichtenwald brings over ten years of finance and accounting experience, including corporate compliance, accounting and financial management. Konstantin holds the professional designation of CPA, CGA and ACCA, where he is a member of Chartered Professional Accountants of British Columbia and Canada as well as a member of the Association of Chartered Certified Accountants of United Kingdom. Mr. Lichtenwald has had extensive experience as a Controller and Chief Financial Officer of numerous publicly traded and private corporations in several industries.

About Token Play

Token Play is Peer-to-Peer, Decentralized, Gaming Payment Platform that aims, through blockchain technologies, to deliver a decentralized marketplace for purchasing games, exchanging of in-game currencies and tokens, and betting, while at the same time solving the inefficiencies and high fees of conventional payment methods in the gaming space. For more information visit www.tokenplay.com.

About Stompy Bot

Stompy Bot is an independent video game developer and digital media publisher. Stompy Bot's growth strategy is to become a premier independent multimedia publisher. Stompy Bot's 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 detail

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Cautionary Note Regarding Forward-Looking Statements

This news release contains forward-looking statements and other statements that are not historical facts. Forward-looking statements are often identified by terms such as "will", "may", "should", "anticipate", "expects" and similar expressions. All statements other than statements of historical fact included in this release, including, without limitation, statements regarding Token Play's development of a payment platform, the application's of Token Play's payment platform, and the Company's business plan and strategy for 2018 and the future, are forward-looking statements that involve risks and uncertainties. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from the Company's expectations are risks detailed from time to time in the filings made by the Company with securities regulators and include that Token Play

has not completed development at this time of its payment platform, the Company and Token Play have not addressed any potential regulatory issues that the Company may face in development of the Token Play payment platform, including but not limited to the regulatory environment of blockchain technology and online gaming, and the fact that the Company operates in an emerging industry with a great deal of uncertainty.

The reader is cautioned that assumptions used in the preparation of any forward-looking information may prove to be incorrect. Events or circumstances may cause actual results to differ materially from those predicted, as a result of numerous known and unknown risks, uncertainties, and other factors, many of which are beyond the control of the Company. As a result, the Company cannot guarantee that any forward-looking statement will materialize and the reader is cautioned not to place undue reliance on any forward-looking information. Such information, although considered reasonable by management at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated. Forward-looking statements contained in this news release are expressly qualified by this cautionary statement. The forward-looking statements contained in this news release are made as of the date of this news release and the Company will only update or revise publicly any of the included forward-looking statements as expressly required by Canadian securities law.