



WHISTLEBLOWING POLICY

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1. OBJECTIVE AND SCOPE

Spin Master Corp. and its subsidiaries (collectively, the “**Company**”) have developed and promulgated a Code of Conduct (the “**Code**”) and the incorporated policies that require every officer, director, employee and contractor to observe high standards of business and personal ethics as they carry out their duties and responsibilities. The Company expects all of its representatives to adhere to the Code and all policies and to assist the Company in ensuring enterprise-wide adherence to the highest standard of ethical behaviour and to report any suspected violations.

The Company is committed to maintaining a workplace in which the Company can receive, investigate and address all complaints received by the Company regarding cases of reportable behaviour. To achieve this goal, the Company has established a procedure for the confidential, anonymous submission by employees of the Company or external parties (e.g. customers, suppliers) of concerns regarding a reportable behaviour, as well as procedures for appropriate investigation, escalation, reporting and remedying the confirmed cases, as set out in this Global Whistleblowing Policy (the “**Policy**”). This Policy has been established to enable employees, officers and directors of the Company, as well as other stakeholders, to raise such concerns on a confidential basis, free from discrimination, retaliation or harassment, anonymously or otherwise.

Reports of complaints and/or concerns (“**Reports**”) relating to allegations of the following matters (“**Reportable Behaviour**”) should be made in accordance with this Policy.

Employees in a supervisory or management position should ensure that employees under their supervision are aware of this Policy and are familiar with the mechanisms available to report a suspected improper activity.

2. DEFINITIONS

Term	Definition
Reportable Behaviour	<p>“Reportable Behaviour” is an act of non-compliance by a director, officer or employee of the Company, or another person with whom the Company does business, with the Company’s governance, risk and compliance policies or with applicable laws and includes:</p> <ul style="list-style-type: none">• failure to comply with any of the provisions of the Code or any incorporated policy;• fraud (corruption, misappropriation of assets, financial statement misrepresentation);• criminal offences that may have an impact on the Company’s reputation, operations, financial results or employee morale;• deficiencies or non-compliance with accounting, internal accounting controls or auditing matters;• endangerment of someone’s health and safety;

Term	Definition
	<ul style="list-style-type: none"> • violence, harassment or discrimination; • potential or actual non-compliance with any applicable law, regulation or regulatory standards; • deliberate concealment of any of the above; • retaliation against employees who make a Report; • a matter likely to receive media or other public attention and which could harm the reputation of the Company; • a matter that involves a significant threat to the health and safety of employees of the Company and/or the public; or • a matter that may be judged to be significant or sensitive for other reasons.
Whistleblower	A “Whistleblower” is any employee, officer or director of the Company, as well as external parties, such as customers, vendors or members of the public, who, through interaction or encounter with Company’s employees, representatives or product become aware of and stepped forward to report the cases of suspected or confirmed Reportable Behaviour.

3. PRINCIPLES

This Policy governs the reporting and investigation of allegations of suspected improper activities in respect of violations of law, the Code, incorporated policies and other forms of wrongdoing. It is the responsibility of the Company to abide by its obligations, and where persons seek to report violations or suspected violations, they should do so in a manner that is consistent with this Policy.

The Audit Committee is responsible for overseeing the administration of this Policy. A Compliance Officer has been designated to assist in the administration of this Policy.

This Policy:

- describes the established effective methods of reporting a suspected or actual Reportable Behaviour;
- requires confidentiality of the Whistleblower, unless doing so would cause the Company to violate laws or regulations;
- safeguards against retaliation against any Whistleblower;
- requires the Company to consider whether and how to investigate any appropriately made allegation in an unbiased and independent manner;

- facilitates how the Company addresses and remedies any confirmed cases of Reportable Behaviour in accordance with the Company's policies;
- provides for the reporting of the confirmed cases to appropriate levels of management and the Board of Directors (the "**Board**").

4. **GUIDANCE FOR WHISTLEBLOWERS**

a. **Making a Report**

Any Whistleblower, acting *in good faith* and with reasonable grounds for believing an allegation in issue relates to a Reportable Behaviour, may make a Report. Reports can be made in writing or orally.

Reports should explain in as much detail as possible the alleged Reportable Behaviour and the reasons for belief that such Reportable Behaviour is occurring or has occurred.

A. Employees may make a Report through the following channels:

1. To their immediate supervisor, who has a duty to treat any such submission with discretion and in confidence. Employees can also express any questions, concerns or suggestions regarding this Policy to their supervisor;
2. To the designated Compliance Officer, Chris HARRS, EVP, General Counsel via email (ChrisH@spinmaster.com) or telephone (416-364-6002 ext 2368); or
3. Through the anonymous reporting channel, Whistleblower Security. Through this reporting channel, employees have the option of submitting a Report on an anonymous basis. See **Appendix A** to this Policy for details regarding the anonymous whistleblower's hotline.

Submissions made through the **Whistleblower Security** reporting hotline are protected by its secure technology system and Company management will not have access to any identifying message details. Issues and concerns raised through the reporting hotline will be forwarded directly to the designated Compliance Officer.

- B. Directors may make a Report to the chair of the Board, the chair of the Audit Committee or the designated Compliance Officer.
- C. Non-employees may submit Reports about a Reportable Behaviour to the Company's Board of Directors through the designated Compliance Officer, Chris HARRS, EVP, General Counsel via email (ChrisH@spinmaster.com) or telephone (416-364-6002 ext 2368).

An employee who reports an allegation in bad faith or for retributive or frivolous reasons may be subject to disciplinary action up to and including dismissal.

b. Confidentiality

All Reports shall be treated as confidential to the extent possible, whether received anonymously or otherwise. Reports are accessible only to those persons who have, in the judgement of the designated Compliance Officer, a need to know. Ordinarily, a need to know arises from an obligation to investigate or to take remedial or disciplinary action on the basis of the information. No person breaches confidentiality when sharing information about a Report in a manner required by this Policy.

If a complainant fails to identify himself or herself in his or her complaint and the information provided is insufficient, the Company may not be able to adequately investigate and resolve the complaint.

c. Further Information

Further information may be required depending on the nature of the issue and the clarity of the information provided. Allegations made anonymously should contain sufficient detail and information so that, if necessary, a meaningful investigation can be conducted.

d. Non-Retaliation

No Whistleblower who in good faith submits a Report under this Policy shall suffer retaliation, harassment or an adverse employment consequence as result of such submission. Any act of retaliation should be reported immediately. An employee, officer or director who retaliates against a person who has reported a violation in good faith is subject to discipline up to and including dismissal.

As well, the Company will not discharge, demote, suspend, threaten, harass or in any manner discriminate or retaliate, and shall not condone any retaliation by any person or group, directly or indirectly, against any director, officer or employee who,

- (a) lawfully provided information or assistance in an investigation regarding any conduct which the director, officer or employee reasonably believes constitutes a violation of applicable securities laws or applicable federal laws relating to fraud against security holders;
- (b) filed, caused to be filed, testified, participated in or otherwise assisted in a proceeding related to a violation of applicable securities laws or applicable federal laws relating to fraud against security holders;
- (c) provided a law enforcement officer with truthful information regarding the commission or possible commission of a criminal offence or other breach of law, unless the individual reporting is one of the violators; or
- (d) provided assistance to the designated Compliance Officer, or any other person or group in the investigation of a Report.

Any director, officer, employee or contractor who retaliates against a person who has made a good faith Report about a Reportable Behaviour is subject to discipline up to and including dismissal.

e. Receiving Whistleblower Reports

If the Whistleblower's contact information is provided, the individual receiving the Report will notify the sender of the complaint and acknowledge receipt of the Report within 10 business days.

Any individual within the Company who receives a Whistleblower Report from a Whistleblower shall within 48 hours advise the designated Compliance Officer of such Report. All Reports must be considered for investigation by the Company.

Unless the Report has been made on an anonymous basis, the person who made the Report will be advised that the outcome of the assessment, and if the matter is investigated the appropriate investigating personnel will report when the investigation has been completed and may, in the discretion of the designated Compliance Officer (in consultation with the Audit Committee) advise the person who made the Report of the results of the investigation.

f. Investigation of a Report

The designated Compliance Officer is responsible for ensuring that the Report is assessed and evaluated and, if appropriate, that an appropriate investigation is conducted.

In determining whether a Report should be investigated, the designated Compliance Officer shall consult with Legal and consider whether the facts asserted allege a violation of the law, regulation or the Company's policies.

The designated Compliance Officer shall also consider the following factors, among others:

- Who is the alleged wrongdoer?
- What is the nature of the alleged wrongdoing?
- How serious is the alleged wrongdoing?

All directors, officers, employees, contractors, consultants and agents of the Company have an obligation to cooperate and comply with any review or investigation initiated by the designated Compliance Officer pursuant to this Policy.

The designated Compliance Officer, in consultation with Legal, shall assess whether it is desirable to engage external counsel to assist with the investigation.

In certain cases, the designated Compliance Officer, in consultation with Legal, may determine that a Report should be made to the police or other law enforcement or regulatory agency where it appears that illegal activity or a regulatory breach has occurred.

At any time during the investigation of a Report, the designated Compliance Officer, in consultation with Legal, may determine that it is appropriate to notify the Chief Executive Officer, Chief Financial Officer, the Company's Human Resource department, or the Company's outside auditors regarding the submission of the Report or about the progress of the investigation, and may provide sufficient detail to allow for

appropriate consideration by such parties without compromising the confidential or anonymous nature of the Report.

During the investigation of a Report, an employee who is the subject of an investigation may be placed on an administrative leave when determined by Legal to be appropriate, and such a leave is not to be interpreted as an accusation or a conclusion of guilt or innocence of any individual, including the person on leave.

g. Retention of Whistleblower Reports and Related Materials

The designated Compliance Officer, on behalf of the Audit Committee, will retain, as part of the records of the Audit Committee, any complaints or concerns submitted under this Policy, tracking their receipt, investigation and resolution, and any pertinent materials obtained in the course of addressing the Report, for a period of at least three (3) years.

Records pertaining to a Report about a Reportable Behaviour are the property of the Company and will be retained in accordance with its record retention policy.

5. INTERPRETATION AND EXCEPTIONS TO POLICY

With any questions regarding interpretation of this Policy please contact the Company's Compliance Officer: Chris Hars, EVP, General Counsel at ChrisH@spinmaster.com.

Appendix A

A Whistleblower may raise a concern anonymously through **Whistleblower Security**, an independent, 24-hour reporting hotline service, by any of the following methods:

Online at: www.integritycounts.ca

By Email to: spinmaster@integritycounts.ca

Mail: PO Box 91880, West Vancouver,
BC V7V 4S4
Fax: 1-604-926-5668

Toll free by telephone at:

Australia	0011-800-2002-0033
Canada	1-866-921-6714
China	400-120-8514
Czech Republic	800-144-056
France	00-800-2002-0033
Germany	00-800-2002-0033
Greece	00800108665216714
Hong Kong	001-800-2002-0033
Hungary	001-800-2002-0033
India	8001007980
Italy	00-800-2002-0033
Japan	0120-958-144
Mexico	800-099-0642
Netherlands	00-800-2002-0033
Poland	8001124717
Romania	800890192
Russia	8 (800) 301-38-46
Slovakia	001-604-922-5953
Sweden	00-800-2002-0033
United Kingdom	0-800-092-3586
USA	1-866-921-6714
Vietnam	001-604-922-5953