

**EARLY WARNING REPORT  
PURSUANT TO NATIONAL INSTRUMENT 62-103**

**Section 102 of the *Securities Act* (Ontario)**

**1. Name and address of the offeror:**

Vince McMullin (the “**Offeror**”)  
1216 Sand Cove Road, Box 16  
Saint John, NB, E2M 5V8

**2. Name of reporting issuer with respect to which this report is filed:**

Stompy Bot Corporation (the “**Company**”)

**3. Designation and number or principal amount of securities and the offeror’s securityholding percentage in the class of securities of which the offeror acquired ownership or control in the transaction or occurrence giving rise to the obligation to file the report, and whether it was ownership or control that was acquired in those circumstances:**

Effective June 18, 2015, 682147 N.B. Ltd., a wholly-owned subsidiary of the Company, amalgamated with Stompy Bot Productions, Inc. (“**Stompy Bot**”) under the *Business Corporations Act* (New Brunswick) pursuant to an amalgamation agreement dated May 5, 2015, as amended on May 31, 2015 (the “**Transaction**”). Pursuant to the terms of the Transaction, the Company consolidated its common shares (the “**Common Shares**”) on a three (3) for one (1) basis and following the consolidation issued one (1) post-consolidation Common Share to former Stompy Bot shareholders for each 2.1323 common shares in Stompy Bot so held. Following completion of the Transaction, former shareholders of Stompy Bot held 35,319,086 Common Shares representing approximately 88.03% of the issued and outstanding Common Shares and 2,978,005 stock options representing 100% of the total stock options outstanding.

Pursuant to the terms of the Transaction, the Offeror acquired 4,689,772 Common Shares of the Company (representing 11.69% of the total issued and outstanding common shares) and 656,568 stock options to purchase Common Shares (representing 22.05% of the total options outstanding).

**4. Designation and number or principal amount of securities and the offeror’s securityholding percentage in the class of securities immediately after the transaction or occurrence giving rise to obligation to file the report:**

Following the Transaction, the Offeror directly holds an aggregate of 4,689,772 Common Shares, representing approximately 11.69% of the total issued and outstanding Common Shares. In the event the Offeror exercised all his options in full, he would hold a total of 5,346,340 Common Shares, representing approximately 13.11% of the total issued and outstanding Common Shares on a partially diluted basis.

**5. Designation and number or principal amount of securities and the percentage of outstanding securities of the class of securities referred to in paragraph 4 over which:**

- (i) the offeror, either alone or together with any joint actors, has ownership and control;**

Pursuant to the terms of the Transaction, the shareholders of Stompy Bot received an aggregate of 35,319,086 common shares of the Company (representing 88.03% of the total issued and outstanding common shares) and 2,978,005 stock options (representing 100% of the total stock options outstanding).

- (ii) the offeror, either alone or together with any joint actors, has ownership but control is held by other persons or companies other than the offeror or any joint actor; and**

Not applicable.

- (iii) the offeror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.**

Not applicable.

**6. Name of the market in which the transaction or occurrence that gave rise to the report took place:**

The Common Shares described in paragraph 3 were acquired privately as a result of the Transaction.

**7. Purpose of the offeror and any joint actors in effecting the transaction or occurrence that gave rise to the report, including any future intention to acquire ownership of, or control over, additional securities of the reporting issuer:**

The Offeror acquired the above-noted securities of the Company for investment purposes and the Offeror may, depending on market and other conditions, increase its beneficial ownership, control or direction over the Common Shares or other securities of the Company, through market transactions, private agreements, treasury issuances, exercise of convertible securities or otherwise.

**8. General nature and the material terms of any agreement, other than lending arrangements, with respect to securities of the reporting issuer entered into by the offeror, or any joint actor, and the issuer of the securities or any other entity in connection with the transaction or occurrence giving rise to the report, including agreements with respect to the acquisition, holding, disposition or voting of any of the securities:**

On May 5, 2015 (as amended on May 31, 2015), the Company entered into an amalgamation agreement with 682147 N.B. Ltd, a wholly-owned subsidiary of the

Company, and Stompy Bot which set out the terms of the Transaction. On June 19, 2015 the Transaction was completed with an effective date of June 18, 2015 and the shareholders of Stompy Bot received post-consolidated Common Shares of the Company.

**9. Names of any joint actors in connection with the disclosure required by this report:**

Not applicable.

**10. In the case of a transaction or occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, the nature and value of the consideration paid by the offeror.**

The 4,689,772 Common Shares held by the Offeror were acquired in connection with the Transaction.

**11. Where applicable, a description of any change in any material fact set out in a previous report filed under the early warning requirements of applicable Canadian securities legislation.**

Not applicable.

**12. Where applicable, a description of the exemption from securities legislation being relied on by the offeror and the facts supporting the reliance.**

Not applicable.

**DATED** this 22<sup>nd</sup> day of June, 2015.

*“Vince McMullin” (Signed)*  
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Vince McMullin