

**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**

November 28, 2017

3. **News Release**

A press release disclosing the material change was released on November 29, 2017, through the facilities of Newsfile Corp.

4. **Summary of Material Change**

The Company announced that it has closed a non-brokered private placement for gross proceeds of \$2,000,000 through the issuance of 40,000,000 units (“**Units**”) of the Company at a price of \$0.05 per Unit (the “**Offering**”). Each Unit consists of one common share (a “**Common Share**”) of the Company and one Common Share purchase warrant (a “**Warrant**”). Each Warrant entitles the holder thereof to purchase one Common Share at an exercise price of \$0.10 for a period of twenty-four (24) months following the closing of the Offering.

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

9. **Date of Report.**

This report is dated at Toronto, this 7th day of December, 2017.

SCHEDULE "A"



**STOMPY BOT
CORPORATION**

1 Germain Street, Suite 300
Saint John, New Brunswick E2L 4V1

PRESS RELEASE

FOR IMMEDIATE RELEASE
November 29, 2017

Shares Outstanding: 111,288,885
Saint John, New Brunswick

**STOMPY BOT CORPORATION ANNOUNCES CLOSING OF NON-BROKERED
PRIVATE PLACEMENT**

Stompy Bot Corporation (the "**Corporation**") (CSE: BOT) is pleased to announce that it has closed its previously announced non-brokered private placement for gross proceeds of \$2,000,000 through the issuance of 40,000,000 units ("**Units**") of the Company at a price of \$0.05 per Unit (the "**Offering**"). Each Unit consists of one common share (a "**Common Share**") of the Company and one Common Share purchase warrant (a "**Warrant**"). Each Warrant entitles the holder thereof to purchase one Common Share at an exercise price of \$0.10 for a period of twenty-four (24) months following the closing of the Offering.

Certain eligible persons (the "**Finders**") were paid a cash commission equal to 7% of the gross proceeds raised from subscribers introduced to the Corporation by such Finders and also issued an aggregate of 2,800,000 finder warrants (the "**Finder Warrants**") to such Finders, each Finder Warrant entitling the holder to acquire one Common Share at a price of \$0.05 for a period of twenty-four (24) months from the date of issuance.

Closing of the Offering is subject to receipt of all necessary corporate and regulatory approvals, including the approval of the Canadian Securities Exchange. All securities issued in connection with the Offering are subject to a hold period of four months plus a day from the date of issuance and the resale rules of applicable securities legislation. The proceeds of the Offering will be used to develop and commercialize the business of Token and Stompy Bot Productions Inc., and for general working capital purposes.

About Stompy Bot Productions

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 information, please contact:

Jon Gill
Stompy Bot Corporation
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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.