

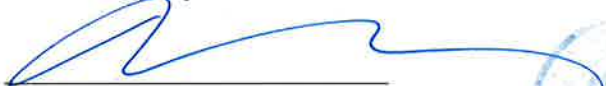


NOTARIAL CERTIFICATE

PROVINCE OF ONTARIO, CITY OF TORONTO

On this 11th day of October, 2018, before me, Michael Shedletsky a notary public of Ontario, personally appeared by Mr. Chris Harrs, Executive Vice President, General Counsel & Secretary, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged that they executed this Authorization for Importation Letter for the same for the purposes therein contained.

WITNESS my hand and official seal.


Michael Shedletsky



THE DEPARTMENT OF FOREIGN AFFAIRS, TRADE AND DEVELOPMENT CANADA HAS DULY AUTHENTICATED THE SIGNATURE, AFFIXED ON THE UNDERLYING DOCUMENT, OF:

M. Shedletsky

LE MINISTÈRE DES AFFAIRES ÉTRANGÈRES, COMMERCE ET DÉVELOPPEMENT CANADA A DUMENT AUTHENTIFIÉ LA SIGNATURE, APOSSÉE SUR LE DOCUMENT SOUS-JACENT DE:

Hélène La... /HÉLÈNE LA...

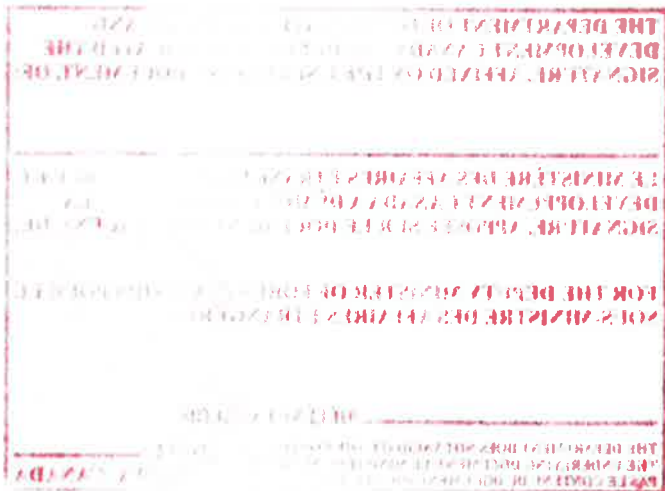
FOR THE DEPUTY MINISTER OF FOREIGN AFFAIRS/LE SOUS-MINISTRE DES AFFAIRES ÉTRANGÈRES:

THE DEPARTMENT DOES NOT VALIDATE THE CONTENT OF THE UNDERLYING DOCUMENT. LE MINISTÈRE NE VALIDE PAS LE CONTENU DU DOCUMENT SOUS-JACENT.

Ministry of Foreign Affairs, Trade and Development Canada
Ministère des Affaires étrangères, Commerce et Développement Canada
CANADA
OCT 17 2018

Консульский отдел Посольства
 Российской Федерации в Канаде, удостоверяет
 подлинность предстоящей подписи и печати
 сотрудника юридического отдела МИД
 Канады Эрен Макенра
 "06" ноября 20 19 года
 зарегистрировано в реестре за № 5/1081

Консульский сбор
 в размере 45 кан. долл. взыскан
М. С. Д. Морозовский за секретаря
 Посольства Российской Федерации в Канаде





September 2018

Re: Spin Master Ltd., Structure re Spin Master Toys Far East Limited & Spin Master Rus LLC

To Whom It May Concern,

This letter is to advise you and to confirm that Spin Master Toys Far East Limited and Spin Master Rus LLC are owned by Spin Master Ltd., in accordance with the following structure:

1. Spin Master Toys Far East Limited is a wholly owned subsidiary of Spin Master Europe Holdings B.V., which in turn is a wholly owned subsidiary of Spin Master Ltd.
2. Spin Master Rus LLC is an indirect wholly owned subsidiary of Spin Master Europe Holdings B.V., which in turn is a wholly owned subsidiary of Spin Master Ltd.

Please see attached chart under Exhibit A.

Furthermore, please be advised that Spin Master Rus LLC of 2 Odesskaya Street, Tower C, 10th floor, Moscow, 117638, Russian Federation, and with the State Registration Number (OGRN) #1187746497080, is an authorized importer of all Spin Master Products into territories of the Russian Federation, Belorussia and Kazakhstan.

Please note that all Spin Master products may refer to any products that bear one or more of the trademarks as attached under Exhibit B.

Should you have any further questions, please contact me directly.

Faithfully yours,

A handwritten signature in blue ink that reads 'Chris Harrs'.

Chris Harrs
EVP, General Counsel & Corporate Secretary
Spin Master Ltd.



Exhibit A

Spin Master Ltd., Structure re Spin Master Toys Far East Limited & Spin Master Rus LLC

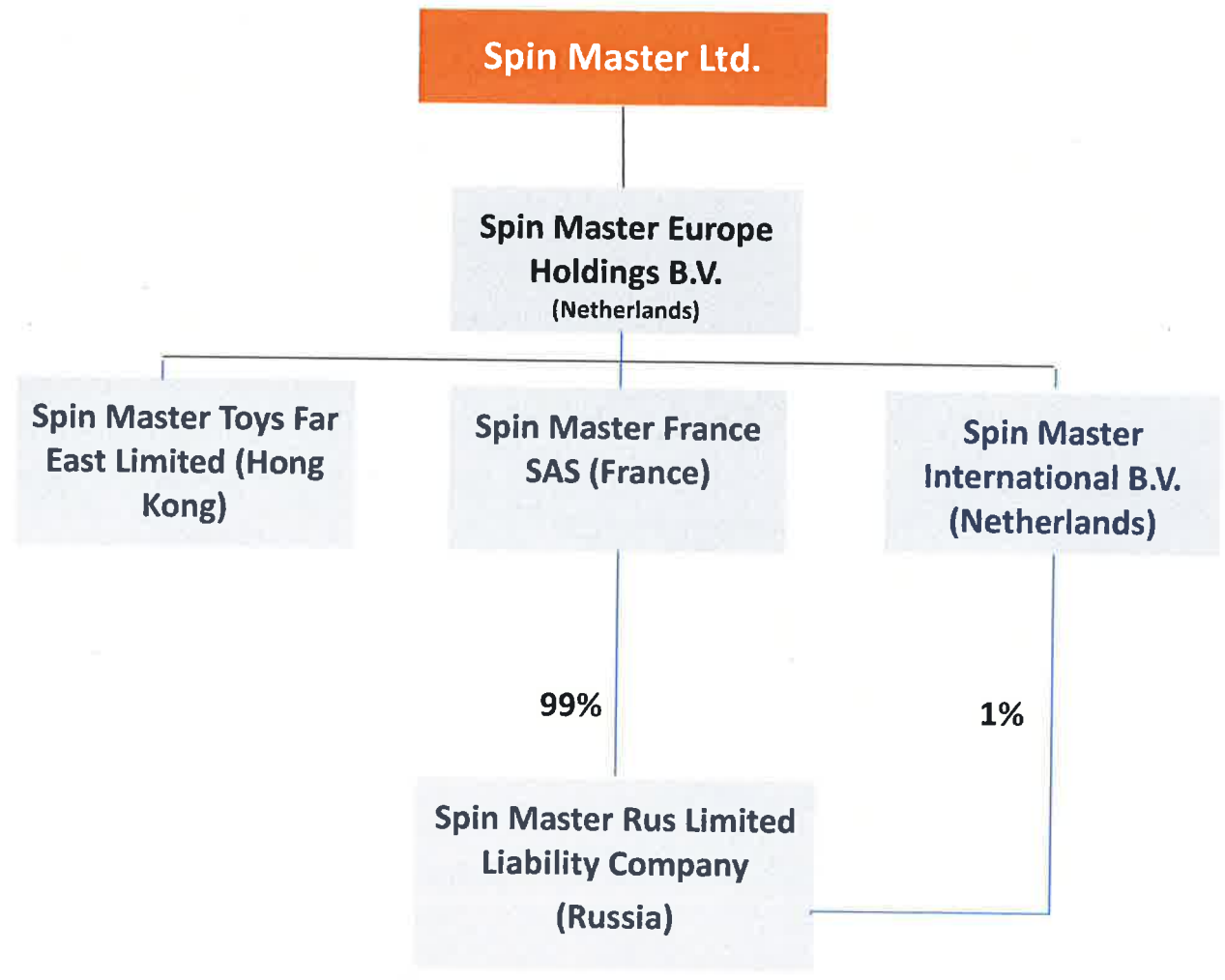












Exhibit B

Mark text	Application number	Status	Image	Registration number	Owner
ABBY HATCHER FUZZLY CATCHER	RU Rospatent 2018730176	Pending			С п и н М а с т е р Л т д .
AIR HOGS	RU Rospatent 2011711160	Registered		459698	Spin Master Ltd.
AIR HOGS Logo	RU Rospatent 2011711162	Registered		460575	Spin Master Ltd.
AIR HOGS Logo	Not yet available	Pending			Spin Master Ltd.
APPMATES	RU Rospatent 2011731910	Registered		465959	Spin Master Ltd.
BAKUGAN	RU Rospatent 2010713818	Registered		427745	Spin Master Ltd.
BAKUGAN	RU Rospatent 2008716496	Registered		383520	Spin Master Ltd.
BAKUGAN BATTLE BRAWLERS Logo	RU Rospatent 2008719156	Registered		392203	Spin Master Ltd.





BAKUGAN BATTLE BRAWLERS Logo	RU Rospatent 2008719157	Registered		388054	Spin Master Ltd.
BAKUGAN BATTLE PLANET Logo	RU Rospatent 2018727143	Pending			С п и н М а с т е р Л т д .
BAKUGAN GUNDALIAN INVADERS Logo	RU Rospatent 2010738291	Registered		477164	Spin Master Ltd.
BATTLE BRAWLERS	RU Rospatent 2008716495	Registered		383519	Spin Master Ltd.
BIZU	RU Rospatent 2011710732	Registered		458584	Spin Master Ltd.
BOXER	RU Rospatent 2018707958	Pending			С п и н М а с т е р Л т д .
BRIGHTLINGS	RU Rospatent 2016711934	Registered		608795	Spin Master Ltd.
BUNCHEMS	RU Rospatent 2016711529	Registered		608792	Spin Master Ltd.
BUNCHEMS 3D Mark	RU Rospatent 2016736457	Registered		633317	Spin Master Ltd.
BUNCHEMS Logo	RU Rospatent 2016712328	Registered		605225	Spin Master Ltd.
CONQUER THE KAIRU	RU Rospatent 2010739259	Registered		446541	Spin Master Ltd.



COOL MAKER	RU Rospatent 2017707040	Registered	635981	Spin Master Ltd.
ETCH A SKETCH	RU Rospatent 93020393	Registered	127328	Spin Master Ltd.
ETCH A SKETCH Configuration	RU Rospatent 93035407	Registered	128073	Spin Master Ltd.
FIBBER	RU Rospatent 2013714074	Registered	517189	Spin Master Ltd.
FLUSH FORCE	RU Rospatent 2017731556	Registered	663002	С п и н М а с т е р Л т д .
FLUSH FORCE Logo	RU Rospatent 2017731561	Registered	661935	С п и н М а с т е р Л т д .
FLYING FAIRY BY FLUTTERBYE Logo	RU Rospatent 2013739791	Registered	534177	Spin Master Ltd.
FLYING UNICORN	RU Rospatent 2015716206	Registered	581549	Spin Master Ltd.
FUGGLER	RU Rospatent 2017751393	Pending		Spin Master Ltd.
HATCH ME	RU Rospatent 2016743723	Registered	631152	Spin Master Ltd.
HATCHIMALS	RU Rospatent 2016707799	Registered	604125	Spin Master Ltd.





HATCHIMALS Egg Logo	RU Rospatent 2016738638	Registered		628340	Spin Master Ltd.
HATCHIMALS Logo	RU Rospatent 2016736259	Registered		625288	Spin Master Ltd.
HATCHING EGG	RU Rospatent 2016738640	Registered		629773	Spin Master Ltd.
IONIX	RU Rospatent 2013734587	Registered		530362	Spin Master Ltd.
KINETIC	RU Rospatent 2015734068	Registered		622630	Spin Master Ltd.
KINETIC SAND	INT WIPO 1198085	Registered			Spin Master Ltd.
KUMIKREATOR	RU Rospatent 2018707951	Pending			Spin Master Ltd.
LA DEE DA	RU Rospatent 2012723125	Registered		494365	Spin Master Ltd.



ITTLE CHARMERS	RU Rospatent 2013741602	Registered	534182	Spin Master Ltd.
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LOLLIPETS	TBD	Pending		Spin Master Ltd.
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LIV Logo	RU Rospatent 2009724413	Registered	424717	Spin Master Ltd.
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LUVABEAU	RU Rospatent 2017739729	Registered	663011	С п и н М а с т е р Л т д .
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LUVABELLA	RU Rospatent 2017707026	Pending	633332	Spin Master Ltd.
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LUVABELLA Logo	RU Rospatent 2017734208	Registered	655694	С п и н М а с т е р Л т д .
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OFF THE HOOK	RU Rospatent 2018707948	Pending		Spin Master Ltd.
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PARTY POPTENIES	RU Rospatent 2017747815	Registered	666950	С п и н М а с т е р Л т д .
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ARTY POPTREENIES Logo	Not yet available	Pending		Spin Master Ltd.
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PAW PATROL	RU Rospatent 2013700974	Registered	512563	Spin Master Ltd.
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PAW PATROL Logo	RU Rospatent 2015718866	Registered	589329	Spin Master Ltd.
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PAW PATROL щенячий патруль Logo	RU Rospatent 2016725577	Registered	622122	Spin Master Ltd.
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PERPLEXUS	INT WIPO 1128271	Valid		Spin Master Ltd.
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POPTREENIES	RU Rospatent 2018707944	Pending		Spin Master Ltd.
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REDAKAI	RU Rospatent 2010739257	Registered	446617	Spin Master Ltd.
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REDAKAI CONQUER THE KAIRU Logo	RU Rospatent 2011711527	Registered	475091	Spin Master Ltd.
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RUSTY RIVETS	RU Rospatent 2014728456	Registered		558245	Spin Master Ltd.
RUSTY RIVETS Logo	RU Rospatent 2016721193	Registered		615957	Spin Master Ltd.
SHREDDERZ	RU Rospatent 2017751104	Registered		665553	С п и н М а с т е р Л т д .
SPIN MASTER Logo	RU Rospatent 2010723857	Registered		453019	Spin Master Ltd.
SPIN MASTER Logo	TBD	Pending			Spin Master Ltd.
SPY GEAR	RU Rospatent 2013740821	Registered		538971	Spin Master Ltd.
TECH DECK	RU Rospatent 2011711320	Registered		476672	Spin Master Ltd.
TECH DECK Logo	RU Rospatent 2011711518	Registered		476673	Spin Master Ltd.
TENKAI KNIGHTS	RU Rospatent 2013729435	Registered		528523	Spin Master Ltd.
TWISTY PETZ	RU Rospatent	Registered		665551	С п и н М а с т е р



ZOOBLES	2017744332 RU Rospatent	Registered	452752	Л Т Д . Spin Master Ltd.
ZOOBLES SPRING TO LIFE Logo	2011705462 RU Rospatent 2011701264	Registered	461398	Spin Master Ltd.
ZOOMER	2014701072 RU Rospatent	Registered	539334	Spin Master Ltd.
НЕ БЕРИ МОИ СЛОВА	2013714075 RU Rospatent	Registered	523758	Spin Master Ltd.
ОБЫГРАЙ РОДИТЕЛЕЙ	2014713601 RU Rospatent	Registered	550649	Spin Master Ltd.
расти - механик	2016737283 RU Rospatent	Registered	622236	Spin Master Ltd.
танцующий червячок	2017700018 RU Rospatent	Registered	633329	Spin Master Ltd.
хетчмалс	2016741111 RU Rospatent	Registered	629959	Spin Master Ltd.
ШАЛУН - БАЛУН	2014715072 RU Rospatent	Registered	550549	Spin Master Ltd.
ШЛЕПУСЫ	2015718686 RU Rospatent	Registered	593497	Spin Master Ltd.
щенячий патруль	2016725566 RU Rospatent	Registered	622121	Spin Master Ltd.





NOTARIAL CERTIFICATE

PROVINCE OF ONTARIO, CITY OF TORONTO

On this 11th day of October, 2018, before me, Michael Shedletsky a notary public of Ontario, personally appeared by Mr. Chris Harrs, Executive Vice President, General Counsel & Secretary, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged that they executed this Authorization for Importation Letter for the same for the purposes therein contained.

WITNESS my hand and official seal.

Michael Shedletsky



THE DEPARTMENT OF FOREIGN AFFAIRS, TRADE AND DEVELOPMENT CANADA HAS DULY AUTHENTICATED THE SIGNATURE, AFFIXED ON THE UNDERLYING DOCUMENT, OF:

M. Shedletsky

LE MINISTÈRE DES AFFAIRES ÉTRANGÈRES, COMMERCE ET DÉVELOPPEMENT CANADA A DÛMENT AUTHENTIFIÉ LA SIGNATURE, APOSÉE SUR LE DOCUMENT SOUS-JACENT DE:

Hélène La... / **HÉLÈNE LA...**

FOR THE DEPUTY MINISTER OF FOREIGN AFFAIRS / LE SOUS-MINISTRE DES AFFAIRES ÉTRANGÈRES:

OCT 17 2018

THE DEPARTMENT DOES NOT VALIDATE THE CONTENT OF THE UNDERLYING DOCUMENT. LE MINISTÈRE NE VALIDE PAS LE CONTENU DU DOCUMENT SOUS-JACENT.



September 2018

Re: Spin Master Ltd., Structure re Spin Master Toys Far East Limited & Spin Master Rus LLC

To Whom It May Concern,

This letter is to advise you and to confirm that Spin Master Toys Far East Limited and Spin Master Rus LLC are owned by Spin Master Ltd., in accordance with the following structure:

- 1. Spin Master Toys Far East Limited is a wholly owned subsidiary of Spin Master Europe Holdings B.V., which in turn is a wholly owned subsidiary of Spin Master Ltd.
- 2. Spin Master Rus LLC is an indirect wholly owned subsidiary of Spin Master Europe Holdings B.V., which in turn is a wholly owned subsidiary of Spin Master Ltd.

Please see attached chart under Exhibit A.

Furthermore, please be advised that Spin Master Rus LLC of 2 Odesskaya Street, Tower C, 10th floor, Moscow, 117638, Russian Federation, and with the State Registration Number (OGRN) #1187746497080, is an authorized importer of all Spin Master Products into territories of the Russian Federation, Belorussia and Kazakhstan.

Please note that all Spin Master products may refer to any products that bear one or more of the trademarks as attached under Exhibit B.

Should you have any further questions, please contact me directly.

Faithfully yours,

Chris Harrs
EVP, General Counsel & Corporate Secretary
Spin Master Ltd.



Exhibit A

Spin Master Ltd., Structure re Spin Master Toys Far East Limited & Spin Master Rus LLC

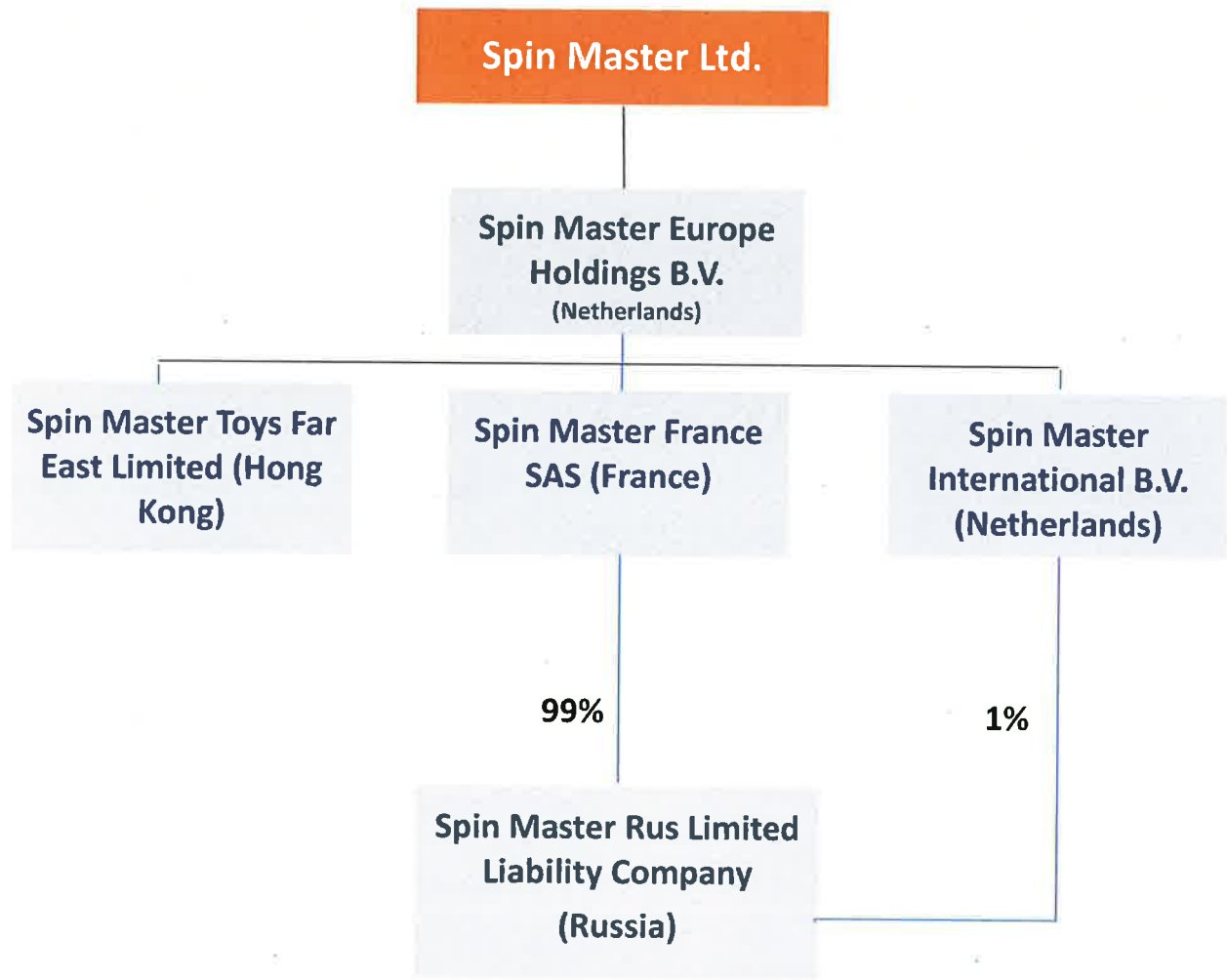







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BAKUGAN BATTLE BRAWLERS Logo	RU Rospatent 2008719157	Registered		388054	Spin Master Ltd.
BAKUGAN BATTLE PLANET Logo	RU Rospatent 2018727143	Pending			С п и н М а с т е р Л т д .
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BATTLE BRAWLERS	RU Rospatent 2008716495	Registered		383519	Spin Master Ltd.
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BUNCHEMS	RU Rospatent 2016711529	Registered		608792	Spin Master Ltd.
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BUNCHEMS Logo	RU Rospatent 2016712328	Registered		605225	Spin Master Ltd.
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HATCHIMALS Logo	RU Rospatent 2016736259	Registered	625288	Spin Master Ltd.
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KINETIC	RU Rospatent 2015734068	Registered	622630	Spin Master Ltd.
KINETIC SAND	INT WIPO 1198085	Registered		Spin Master Ltd.
KUMIKREATOR	RU Rospatent 2018707951	Pending		Spin Master Ltd.
LA DEE DA	RU Rospatent 2012723125	Registered	494365	Spin Master Ltd.



LE CHARMERS	RU Rospatent 2013741602	Registered	534182	Spin Master Ltd.
LOLLIPETS	TBD	Pending		Spin Master Ltd.
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т а н ц у ю щ и й ч е р в я ч о к	2017700018 RU Rospatent	Registered	633329	Spin Master Ltd.
х е т ч и м а л с	2016741111 RU Rospatent	Registered	629959	Spin Master Ltd.
Ш А Л У Н - Б А Л У Н	2014715072 RU Rospatent	Registered	550549	Spin Master Ltd.
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щ е н я ч и й п а т р у л ь	2016725566 RU Rospatent	Registered	622121	Spin Master Ltd.

