

## **INDEPENDENT PROXY ADVISORY FIRMS RECOMMEND SHAREHOLDERS APPROVE MEGA BRANDS' RECAPITALIZATION TRANSACTION**

**Montreal – March 1, 2010** – MEGA Brands Inc. (TSX: MB) (“**MEGA Brands**” or the “**Corporation**”) today announced that Glass Lewis & Co. and RiskMetrics Group have recommended that common shareholders vote to approve the Corporation’s recapitalization transaction initiated on January 14, 2010. Glass Lewis and RiskMetrics are leading providers of proxy research and voting recommendations to institutional shareholders.

“We are pleased that RiskMetrics and Glass Lewis are recommending that their subscribers who hold common shares of MEGA Brands vote ‘FOR’ the transaction,” said Keith Bowman, Chairman of the Independent Committee of the Board of Directors of MEGA Brands.

The Board of Directors of the Corporation unanimously recommends that common shareholders vote in favour of the transaction at the Special Meeting of Shareholders, which will be held in Montreal at 10:00 a.m. on March 16, 2010. Shareholders are urged to read the Information Circular mailed to them in connection with the transaction. Proxies must be received not later than 5:00 p.m. Montreal time on March 15, 2010.

### **About MEGA Brands Inc.**

MEGA Brands Inc. is a trusted family of leading global brands in construction toys, games & puzzles, arts & crafts and stationery. They offer engaging creative experiences for children and families through innovative, well-designed, affordable and high-quality products. Visit <http://www.megabrands.com> for more information.

The MEGA logo, Mega Bloks, Rose Art, MagNext and Board Dudes are trademarks of MEGA Brands Inc. or its affiliates.

### **Forward-Looking Statements**

All statements in this press release that do not directly and exclusively relate to historical facts constitute “forward-looking information” within the meaning of applicable Canadian securities laws. These statements represent the Corporation’s intentions, plans, expectations and beliefs. Readers are cautioned not to place undue reliance on these forward-looking statements. Forward-looking information and statements are based on a number of assumptions and involve risks, uncertainties and other factors that could cause actual results to differ materially from those expressed or implied by them, including, but not limited to risks, assumptions and uncertainties described in the Corporation’s short form prospectus in respect of the offering of Subscription Receipts as well as in the documents incorporated by reference therein including the Corporation’s management’s discussion and analysis for the year ended December 31, 2008 and for the interim period ended September 30, 2009, and the Corporation’s annual information form, which are available at [www.sedar.com](http://www.sedar.com). The Corporation disclaims any intention or obligation to publicly update or revise any forward-looking information, whether as a result of new information, future events or otherwise, other than as required by applicable law.

**Investor Contacts:**

Peter Ferrante  
Chief Financial Officer  
Tel: (514) 333-5555 ext. 2283

Eric Laniel  
Manager, Treasury & Investor Relations  
(514) 333-5555 ext. 2620

**Media Contacts:**

Mark P. Girgis  
Vice-President Legal Affairs  
(514) 333-5555 ext. 2897

Carine Sroujian  
Sr. Communications Manager  
(514) 333-5555 ext. 2669

**Individual Shareholder Contacts:**

Laurel Hill Advisory  
1-800-994-1603