SECOND QUARTER REPORT

FOR THE 13 AND 26-WEEK PERIODS ENDED SEPTEMBER 26, 2015

"Creativity has got to start with humanity"

– Marilyn Monroe

Indigo

Enrich your life™

Indigo Chapters Coles indigo.ca

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Management's Discussion and Analysis

The following Management's Discussion and Analysis ("MD&A") is prepared as at November 3, 2015 and is based primarily on the unaudited interim condensed consolidated financial statements of Indigo Books & Music Inc. (the "Company" or "Indigo") for the 13 and 26-week periods ended September 26, 2015 and September 27, 2014. The Company's unaudited interim condensed consolidated financial statements and accompanying notes are reported in Canadian dollars and have been prepared in accordance with International Accounting Standard ("IAS") 34, "Interim Financial Reporting." The same accounting policies and methods of computation as those used in the preparation of the fiscal 2015 Annual Report were followed in the preparation of these unaudited interim condensed consolidated financial statements.

These unaudited interim condensed consolidated financial statements do not contain all disclosures required by International Financial Reporting Standards ("IFRS") for annual financial statements. This MD&A should be read in conjunction with the unaudited interim condensed consolidated financial statements and notes contained in this Quarterly Report, the audited annual consolidated financial statements and accompanying notes for the 52-week period ended March 28, 2015 and the MD&A included in the Company's fiscal 2015 Annual Report. The Annual Report and additional information about the Company, including the Annual Information Form, can be found on SEDAR at *www.sedar.com*.

Overview

Indigo is Canada's largest book, gift, and specialty toy retailer, operating stores in all ten provinces and one territory in Canada and offering online sales through its *indigo.ca* website. As at November 3, 2015, the Company operated 90 superstores under the banners *Chapters* and *Indigo*, and operated 126 small format stores under the banners *Coles*, *Indigospirit*, *SmithBooks*, and *The Book Company*. During the second quarter of fiscal 2016, the Company had no new store openings or closures. The Company also has a 50% interest in Calendar Club of Canada Limited Partnership ("Calendar Club"), which operates seasonal kiosks and year-round stores in shopping malls across Canada.

Indigo operates a separate registered charity under the name Indigo Love of Reading Foundation (the "Foundation"). The Foundation provides new books and learning material to high-needs elementary schools across the country through donations from Indigo, its customers, suppliers, and employees.

The weighted average number of common shares outstanding for the second quarter of fiscal 2016 was 25,892,787 compared to 25,702,568 last year. As at November 3, 2015, the number of outstanding common shares was 25,556,281 with a book value of $206.5 million. The number of common shares reserved for issuance under the employee stock option plan is 3,333,442 as at November 3, 2015. As at September 26, 2015, there were 2,036,000 stock options outstanding of which 718,820 were exercisable.

Results of Operations

The following table summarizes the Company's consolidated results of operations for the periods indicated. The classification of financial information presented below is specific to Indigo and may not be comparable to that of other retailers.

(millions of Canadian dollars)	**13-week period ended September 26, 2015**	**% Revenue**	13-week period ended September 27, 2014	% Revenue	**26-week period ended September 26, 2015**	**% Revenue**	26-week period ended September 27, 2014	% Revenue
Revenue	**205.7**	**100.0**	189.0	100.0	**390.6**	**100.0**	369.8	100.0
Cost of sales	**(112.1)**	**54.5**	(105.7)	55.9	**(215.6)**	**55.2**	(206.6)	55.9
Cost of operations	**(68.3)**	**33.2**	(66.9)	35.4	**(134.0)**	**34.3**	(133.2)	36.0
Selling, administrative, and other expenses	**(21.4)**	**10.4**	(18.6)	9.8	**(39.2)**	**10.0**	(39.6)	10.7
Adjusted EBITDA[1]	**3.9**	**1.9**	(2.2)	(1.2)	**1.8**	**0.5**	(9.6)	(2.6)

1 Earnings before interest, taxes, depreciation, amortization, impairment, and equity investment. Also see "Non-IFRS Financial Measures".

Revenue Increased Despite Operating Six Fewer Stores

Total consolidated revenue for the 13-week period ended September 26, 2015 increased $16.7 million or 8.8% to $205.7 million from $189.0 million for the same period last year. The increase in revenue was driven by continued growth in all sales channels across a number of product categories. General merchandise sales continued to show double-digit growth, with growth in the current period mainly driven by increasing the Company's assortment of paper products and by pricing adjustments made to reduce the impact of a weakening Canadian dollar. Book sales showed solid growth in the quarter due to a combination of popular titles and a growing trend for adult colouring books. Higher revenue was also driven by a $4.3 million reduction in discounts due to promotions in the same period last year to clear through non-returnable book inventory.

Comparable store sales for the second quarter increased 13.6% in superstores and increased 12.9% in small format stores. The increase in comparable store sales was driven by the reasons mentioned above. Comparable store sales are defined as sales generated by stores that have been open for more than 12 months on a 52-week basis. It is a key performance indicator for the Company as this measure excludes sales fluctuations due to store closings, permanent relocation, and chain expansion. As at September 26, 2015, the Company operated two fewer superstores and four fewer small format stores compared to September 27, 2014.

Online sales increased by $3.0 million or 14.2% to $24.2 million for the 13-week period ended September 26, 2015 compared to $21.2 million for the same period last year. Online sales continued to experience growth in books and double-digit increases in general merchandise. During the second quarter of fiscal 2016, the Company launched several new initiatives, including the ability to earn and redeem points both online and through Indigo's mobile app for members of its free plum rewards program ("Plum"). Indigo continues to refine its digital customer experience and focus on becoming a leading omni-channel retailer.

Revenue from other sources includes revenue generated through cafés, irewards card sales, revenue from unredeemed gift cards ("gift card breakage"), revenue from unredeemed plum points ("Plum breakage"), corporate sales, and revenue-sharing with Kobo. Revenue from other sources decreased $0.5 million or 6.5% to $7.2 million for the 13-week period ended September 26, 2015 compared to $7.7 million for the same period last year primarily as a result of lower café sales. Café sales were lower by $0.3 million compared to the same period last year as the Company operated one fewer café location in fiscal 2016. Consistent with the Company's expectations, irewards card sales continued to decrease as members moved to Plum. The Company also has lower revenue sharing from Kobo as a result of slowing eBook growth.

On a fiscal year-to-date basis, total consolidated revenue increased by $20.8 million or 5.6% to $390.6 million compared to $369.8 million for the same period last year. The increase was driven by continued strong sales growth and a reduction in discounts. Year-to-date comparable store sales increased 9.5% for superstores and increased 6.1% in small format stores for the same reasons discussed above.

Revenue by channel is highlighted below:

(millions of Canadian dollars)	**13-week period ended September 26, 2015**	13-week period ended September 27, 2014	% increase (decrease)	Comparable store sales % increase (decrease)
Superstores	**145.5**	133.8	8.7	13.6
Small format stores	**28.8**	26.3	9.5	12.9
Online (including store kiosks)	**24.2**	21.2	14.2	N/A
Other	**7.2**	7.7	(6.5)	N/A
	205.7	189.0	8.8	13.5

Revenue by product line is as follows:

	13-week period ended September 26, 2015	13-week period ended September 27, 2014	**26-week period ended September 26, 2015**	26-week period ended September 27, 2014
Print[1]	**65.1%**	67.7%	**65.4%**	67.9%
General merchandise[2]	**30.3%**	26.9%	**30.5%**	27.2%
eReading[3]	**1.6%**	2.0%	**1.7%**	2.1%
Other[4]	**3.0%**	3.4%	**2.4%**	2.8%
Total	**100.0%**	100.0%	**100.0%**	100.0%

1 Includes books, calendars, magazines, newspapers, and shipping revenue.
2 Includes lifestyle, paper, toys, music, DVDs, electronics, and shipping revenue.
3 Includes eReaders, eReader accessories, Kobo revenue share, and shipping revenue.
4 Includes cafés, irewards, gift card breakage, Plum breakage, and corporate sales.

A reconciliation between total revenue and comparable store sales is provided below:

	Superstores		Small format stores	
(millions of Canadian dollars)	**13-week period ended September 26, 2015**	13-week period ended September 27, 2014	**13-week period ended September 26, 2015**	13-week period ended September 27, 2014
Total revenue	**145.5**	133.8	**28.8**	26.3
Adjustments for stores not in both fiscal periods	**–**	(5.8)	**(0.2)**	(1.0)
Comparable store sales	**145.5**	128.0	**28.6**	25.3

Cost of Sales (as a Percent of Revenue) Improved Compared to Last Year

Cost of sales includes the landed cost of goods sold, online shipping costs, inventory shrink and damage reserve, less all vendor support programs. Cost of sales increased $6.4 million to $112.1 million for the 13-week period ended September 26, 2015 compared to $105.7 million for the same period last year. The increase was driven by higher sales volumes, as discussed above. Cost of sales as a percent of total revenue decreased by 1.4% to 54.5% this period compared to 55.9% for the same period last year. Margin rate improvements were driven by lower summer clearance markdowns, reduced promotional discounting, and by the previously discussed pricing adjustments.

On a fiscal year-to-date basis, cost of sales increased $9.0 million to $215.6 million compared to $206.6 million in the same period last year for the same reasons discussed above. Year-to-date cost of sales as a percent of total revenue decreased by 0.7% to 55.2% this period compared to 55.9% for the same period last year.

Cost of Operations (as a Percent of Revenue) Improved Compared to Last Year

Cost of operations includes all store, store support, online, and distribution centre costs. Cost of operations increased $1.4 million to $68.3 million for the 13-week period ended September 26, 2015 compared to $66.9 million for the same period last year. As a result of higher sales volumes, retail distribution costs increased by $0.6 million and online costs were $0.6 million higher. As a percent of total revenue, cost of operations decreased by 2.2% to 33.2% this period compared to 35.4% for the same period last year.

On a fiscal year-to-date basis, cost of operations increased $0.8 million to $134.0 million compared to $133.2 million in the same period last year. As discussed above, retail distribution costs and online costs have both increased as a result of higher sales volumes. These increases have been partially offset by lower store operating costs as a result of operating fewer stores. Compared to the same period last year, retail distribution costs were $0.7 million higher and online costs were $0.9 million higher, while store operating costs were $0.8 million lower. Year-to-date cost of operations as a percent of total revenue decreased 1.7% to 34.3% compared to 36.0% in the same period last year.

Selling, Administrative, and Other Expenses (as a Percent of Revenue) Increased Compared to Last Year

Selling, administrative, and other expenses include marketing, head office costs, and operating expenses associated with the Company's transformation. For the 13-week period ended September 26, 2015, these expenses increased $2.8 million to $21.4 million, compared to $18.6 million for the same period last year. Operating expenditures related to strategic projects were higher by $1.4 million compared to the same period last year as the Company continues to implement transformational changes across its retail locations and focus on productivity initiatives. Creative spending on product and advertising design increased by $0.9 million and marketing expenses increased by $0.3 million due to an increase in advertising campaigns compared to the same period last year. The Company also had a foreign exchange gain of $2.3 million in the second quarter of fiscal 2016 compared to a foreign exchange gain of $1.0 million last year. Compared to the same period last year, the increased foreign exchange gain was driven by the Company having a higher U.S. dollar cash balance in the current period and the strengthening U.S. dollar. As a percent of total revenue, selling, administrative, and other expenses increased by 0.6% to 10.4% this period compared to 9.8% for the same period last year.

On a fiscal year-to-date basis, selling, administrative, and other expenses decreased $0.4 million to $39.2 million compared to $39.6 million in the same period last year. The decrease was driven by proceeds from the disposal of a store lease during the first quarter of fiscal 2016. As part of the disposal agreement, the Company received a one-time payment which offset its lease surrender costs. The net proceeds for exiting this lease were $4.5 million. Additionally, the Company had a foreign exchange gain of $2.4 million in the current year compared to a foreign exchange gain of $0.3 million last year for the same reasons discussed above. These gains were partially offset by higher spending on strategic projects, marketing, and creative initiatives. Compared to the same period last year, operating expenditures related to strategic projects were higher by $1.5 million, marketing expenses were $1.4 million higher, and creative spending increased by $1.4 million for the same reasons discussed above. Year-to-date selling, administrative, and other expenses as a percent of total revenue decreased 0.7% to 10.0% compared to 10.7% in the same period last year.

Adjusted EBITDA Improved Compared to Last Year

Adjusted EBITDA, defined as earnings before interest, taxes, depreciation, amortization, impairment, and equity investment improved by $6.1 million to a profit of $3.9 million for the 13-week period ended September 26, 2015 compared to a loss of $2.2 million for the same period last year. Adjusted EBITDA as a percent of revenue was a profit of 1.9% this period compared to a loss of 1.2% for the same period last year. As discussed above, the improvement was driven by continued growth in sales at improved margin rates.

On a fiscal year-to-date basis, adjusted EBITDA improved $11.4 million to a profit of $1.8 million compared to a loss of $9.6 million in the same period last year due to the same factors mentioned above. Year-to-date adjusted EBITDA as a percent of total revenue was a profit of 0.5% compared to a loss of 2.6% in the same period last year.

Depreciation and Amortization Decreased Compared to Last Year

Depreciation and amortization for the 13-week period ended September 26, 2015 decreased by $0.8 million to $5.8 million compared to $6.6 million for the same period last year. Capital expenditures in the second quarter of fiscal 2016 totalled $6.1 million compared to $4.4 million last year and included $3.0 million for store construction, renovations, and equipment, $2.4 million for intangible assets (primarily application software and internal development costs), and $0.7 million for technology equipment. None of the capital expenditures were financed through leases. Capital expenditures increased compared to the same period last year primarily due to the Company starting a number of new strategic initiatives this year to position itself for future growth.

On a fiscal year-to-date basis, depreciation and amortization decreased by $1.4 million to $11.8 million compared to $13.2 million in the same period last year. The decrease in amortization was driven by fewer capital asset additions in fiscal 2015. Year-to-date, the Company has spent $9.7 million on capital expenditures compared to $8.5 million last year. Capital expenditures for the current year included $5.0 million for store renovations and equipment, $3.8 million for intangible assets (primarily application software and internal development costs), and $0.9 million for technology equipment. None of the capital expenditures were financed through leases. The Company had no capital asset impairments in the current or comparative periods.

Net Interest Income Decreased Compared to Last Year

The Company recognized net interest income of $0.3 million for the 13-week period ended September 26, 2015 compared to $0.4 million for the same period last year. Compared to the same period last year, the Company maintained a higher average cash balance, but this higher balance was offset by lower average interest rates in the current period. The Company nets interest income against interest expense.

On a fiscal year-to-date basis, the Company recognized net interest income of $0.7 million compared to $0.8 million in the same period last year for the same reasons discussed above.

Loss from Equity Investment Increased Compared to Last Year

The Company uses the equity method to account for its investment in Calendar Club and recognizes its share of Calendar Club's earnings and losses as part of consolidated net earnings and losses. Indigo recognized a net loss from Calendar Club of $0.2 million for the 13-week period ended September 26, 2015 compared to a net loss of $0.1 million for the same period last year.

On a fiscal year-to-date basis, Indigo recognized net loss from Calendar Club of $0.7 million compared to net loss of $0.6 million in the same period last year.

Income Tax Remained Flat Compared to Last Year

The Company did not recognize any income tax recovery or expense for the 13 and 26-week periods ended September 26, 2015 and September 27, 2014. In both fiscal 2014 and 2015, the Company recorded a valuation allowance against deferred tax assets based on management's best estimate of future taxable income that the Company expected to achieve from reviewing its latest forecast. The Company's view of its latest forecast has not changed since the fiscal year end, and as such, there has been no change to the net deferred tax asset for the 13 and 26-week periods ended September 26, 2015, as the increase in the gross amount of the deferred tax asset was offset by an equal increase in the valuation allowance.

Net Loss Reduced Compared to Last Year

The Company recognized a net loss of $1.8 million for the 13-week period ended September 26, 2015 ($0.07 net loss per common share), compared to a net loss of $8.5 million ($0.33 net loss per common share) for the same period last year. As discussed above, the improvement was driven by continued revenue growth at improved margin rates in the current period.

On a fiscal year-to-date basis, the Company recognized a net loss of $10.8 million ($0.42 net loss per common share), compared to a net loss of $22.5 million ($0.88 net loss per common share) in the same period last year. As discussed above, the improvement was driven by continued revenue growth and by the Company's one-time proceeds from the disposal of a lease.

Seasonality and Second Quarter Results

Indigo's business is highly seasonal and follows quarterly sales and profit (loss) fluctuation patterns, which are similar to those of other retailers that are highly dependent on the December holiday sales season. A disproportionate amount of revenues and profits are earned in the third quarter. As a result, quarterly performance is not necessarily indicative of the Company's performance for the rest of the year. The following table sets out revenue, net earnings (loss), and basic and diluted earnings (loss) per share for the preceding eight fiscal quarters.

	Fiscal quarters							
(millions of Canadian dollars, except per share data)	**Q2 Fiscal 2016**	Q1 Fiscal 2016	Q4 Fiscal 2015	Q3 Fiscal 2015	Q2 Fiscal 2015	Q1 Fiscal 2015	Q4 Fiscal 2014	Q3 Fiscal 2014
Revenue	**205.7**	184.9	186.2	339.4	189.0	180.8	184.3	332.4
Total net earnings (loss)	**(1.8)**	(9.0)	(13.9)	33.0	(8.5)	(14.0)	(14.4)	8.5
Basic earnings (loss) per share	**$ (0.07)**	$ (0.35)	$ (0.54)	$ 1.28	$ (0.33)	$ (0.55)	$ (0.56)	$ 0.33
Diluted earnings (loss) per share	**$ (0.07)**	$ (0.35)	$ (0.54)	$ 1.27	$ (0.33)	$ (0.55)	$ (0.56)	$ 0.33

Overview of Consolidated Balance Sheets

Total Assets

As at September 26, 2015, total assets increased $45.8 million to $569.5 million compared to $523.7 million as at September 27, 2014. The increase was partly due to a $26.8 million increase in cash and cash equivalents driven by adjusted EBITDA earnings of $31.9 million and $9.0 million of cash generated from working capital over the past four quarters. These increases were partially offset by $18.9 million of cash used for capital asset purchases over the past four quarters. Additionally, inventories increased by $21.9 million compared to the same period last year due to the Company's expanded product assortment and the impact of a weakening Canadian dollar on foreign currency inventory purchases. Accounts receivable increased by $5.8 million due to a $9.9 million loan to Calendar Club in the current year. Due to the seasonal nature of the business,

Indigo loans cash to Calendar Club for working capital requirements and Calendar Club repays the loans once profits are generated in the third quarter.

On a fiscal year-to-date basis, total assets increased $31.1 million to $569.5 million compared to $538.4 million as at March 28, 2015. The increase was primarily driven by higher inventories and accounts receivable, partly offset by a decrease in cash and cash equivalents. The $48.6 million increase in inventories and $27.0 million decrease in cash and cash equivalents are consistent with the seasonal nature of the business as the Company builds inventories in advance of the holiday season. The $13.7 million increase in accounts receivable was driven by cash loaned to Calendar Club, as discussed above.

Total Liabilities

As at September 26, 2015, total liabilities increased $34.9 million to $268.1 million compared to $233.2 million as at September 27, 2014. The increase was primarily the result of a $33.6 million increase in current and long-term accounts payable and accrued liabilities. The increase in current and long-term accounts payable and accrued liabilities is consistent with the higher inventory balance held by the Company this year compared to the same period last year.

On a fiscal year-to-date basis, total liabilities increased $40.9 million to $268.1 million compared to $227.2 million as at March 28, 2015. The increase was primarily due to a $46.9 million increase in current and long-term accounts payable and accrued liabilities, which is consistent with the seasonal increase in inventories leading up to the holiday season. This increase was partially offset by a $6.0 million reduction in unredeemed gift cards as customers continued to redeem gift cards purchased during the fiscal 2015 holiday season.

Total Equity

Total equity at September 26, 2015 increased $10.9 million to $301.4 million compared to $290.5 million as at September 27, 2014. The increase in total equity was primarily driven by a reduction in net loss to $10.8 million for the current year compared to net loss of $22.5 million last year. Share capital increased by $1.9 million due to the exercise of stock options and Directors' deferred share units. Contributed surplus increased $0.9 million due to the expensing of employee stock options and Directors' deferred share units.

Working Capital and Leverage

The Company's working capital position usually declines from the end of its fiscal year until the third fiscal quarter due to the seasonal nature of the business. The Company relies on cash and accounts payable to fund the business before generating a disproportionate amount of cash during the December holiday season.

The Company reported working capital of $191.2 million as at September 26, 2015, compared to $173.1 million as at September 27, 2014 and $198.7 million as at March 28, 2015. Compared to the same period last year, higher working capital in the current period was driven by the $26.8 million increase in cash and cash equivalents and by higher sales, as previously discussed. This increase was partially offset by the $33.6 million increase in current and long-term accounts payable and accrued liabilities discussed above.

The Company's leverage position (defined as Total Liabilities to Total Equity) increased to 0.9:1 as at September 26, 2015 compared to 0.8:1 at September 27, 2014 and 0.7:1 as at March 28, 2015. The increase was driven by higher current and long-term accounts payable and accrued liabilities, as previously discussed.

Overview of Consolidated Statements of Cash Flows

Cash and cash equivalents decreased $0.5 million for the 13-week period ended September 26, 2015 compared to a decrease of $1.2 million in the same period last year. The decrease in the current period was driven by cash flows used for investing activities of $5.8 million. Cash flows used for investing activities were partially offset by cash generated from operating activities of $2.1 million and the effect of foreign currency exchange rate changes on cash and cash equivalents of $3.2 million. Cash flows used for financing activities were under $0.1 million for the current period.

Cash Flows from (Used for) Operating Activities

The Company generated cash flows of $2.1 million from operating activities in the 13-week period ended September 26, 2015 compared to generating $0.9 million last year, an improvement of $1.2 million. This improvement was driven by a reduction in net loss, as the Company had a net loss of $1.8 million this period compared to a net loss of $8.5 million in the same period last year. The improvement was partly offset by a reduction in cash generated from working capital as the Company generated $1.0 million this period compared to generating $4.6 million in the same period last year. The Company generated less cash from working capital in the current period as a result of higher accounts receivable.

On a fiscal year-to-date basis, cash flows used for operating activities increased by $19.6 million to $20.8 million in the current period compared to $1.2 million used in the same period last year. The Company used $20.7 million of cash for working capital this year, compared to generating $8.2 million last year. The increased use of cash for working capital was driven by the higher inventory balance this year compared to last year. This increase was partially offset by a reduction in net loss from $22.5 million last year to a net loss of $10.8 million this year.

Cash Flows Used for Investing Activities

The Company used cash flows of $5.8 million for investing activities for the 13-week period ended September 26, 2015 compared to using $3.9 million in the same period last year, an increase of $1.9 million. The increase was driven by the Company starting a number of new strategic initiatives this year to position itself for future growth. Total cash spent on capital projects for the 13-week period ended September 26, 2015 was $6.1 million compared to $4.4 million spent in the same period last year.

On a fiscal year-to-date basis, the Company used cash flows of $9.2 million for investing activities compared to using $7.7 million in the same period last year, an increase of $1.5 million. The Company spent $9.7 million on capital projects compared to spending $8.5 million in the same period last year. Driven by the successes of its transformational strategy, the Company is continuing to implement changes across its retail outlets and is working on a number of back-end productivity initiatives.

Cash was used for capital projects as follows:

(millions of Canadian dollars)	**13-week period ended September 26, 2015**	13-week period ended September 27, 2014	**26-week period ended September 26, 2015**	26-week period ended September 27, 2014
Store construction, renovations, and equipment	**3.0**	1.7	**5.0**	3.3
Intangible assets (primarily application software and internal development costs)	**2.4**	1.8	**3.8**	3.8
Technology equipment	**0.7**	0.9	**0.9**	1.4
	6.1	4.4	**9.7**	8.5

Cash Flows from (Used for) Financing Activities

The Company used cash flows of under $0.1 million for financing activities for the 13-week period ended September 26, 2015 compared to generating $0.1 million in the same period last year. In the current period, fewer options were exercised compared to last year, resulting in a $0.3 million reduction of proceeds from share issuances. The reduction in cash flows generated was partially offset by a $0.1 million reduction in capital lease and interest payments as Company had fewer capital leases compared to last year. Over the past year, the Company has not entered any new capital lease agreements so the amount of cash required to fund debt service requirements is expected to decline over the next several periods. However, the Company continues to consider long-term debt as a possible source of capital.

On a fiscal year-to-date basis, cash flows generated from financing activities decreased to $0.1 million in the current period compared to $0.3 million in the same period last year. This decrease was driven by the same reasons discussed above. In the current year, proceeds from share issuances decreased by $0.4 million while capital lease and interest payments were lower by $0.3 million.

Liquidity and Capital Resources

The Company has a highly seasonal business which generates the majority of its revenue and cash flows during the December holiday season. Indigo has minimal accounts receivable and a significant portion of book products are purchased on trade terms with the right to return. Indigo's main sources of capital are cash flows generated from operations and cash and cash equivalents.

Based on the Company's liquidity position and cash flow forecast, management expects its current cash position and cash flows generated from operations to be sufficient to meet its working capital needs and debt service requirements for fiscal 2016. In addition, the Company has the ability to reduce capital spending to fund debt requirements if necessary; however, a long-term decline in capital expenditures may negatively impact revenue and profit growth.

There can be no assurance that operating levels will not deteriorate over the ensuing fiscal year, which could result in the Company being unable to meet its current working capital and debt service requirements. In addition, other factors not presently known to management could materially and adversely affect Indigo's future cash flows. In such events, the Company would be required to obtain additional capital as is necessary to satisfy its working capital and debt service requirements from other sources. Alternative sources of capital could result in increased dilution to shareholders and may be on terms that are not favourable to the Company.

Accounting Policies

Critical Accounting Judgments and Estimates

The discussion and analysis of Indigo's operations and financial condition are based upon the unaudited interim condensed consolidated financial statements which have been prepared in accordance with IFRS and IAS 34. The preparation of these unaudited interim condensed consolidated financial statements in conformity with IFRS requires management to undertake a number of judgments and estimates about the recognition and measurement of assets, liabilities, revenues, and expenses. These judgments and estimates are based on management's historical experience and other assumptions which the Company believes to be reasonable under the circumstances. Actual results may differ from the judgments and estimates made by management, and actual results will seldom equal estimates.

Material judgments and estimates are made with respect to: revenue recognition from unredeemed gift cards and plum points; fair value of plum points; inventory shrinkage; reserves for slow-moving or damaged products and products that have been permanently marked down; vendor settlement; fair value of share-based instruments and number of equity instruments expected to vest; identification of cash generating units ("CGUs") and expected future cash flows from CGUs; depreciation and amortization periods; lease classification; and recognition and valuation of deferred tax assets.

The Company evaluates its judgments and estimates on an ongoing basis and methods used to calculate critical accounting estimates are consistent with prior periods. The significant accounting policies and significant judgments and estimates of the Company are described in notes 3 and 4 of the consolidated financial statements contained in the Company's fiscal 2015 Annual Report.

Accounting Standards Implemented in the Second Quarter of Fiscal 2016

There were no new accounting standards implemented in the period.

New Accounting Pronouncements

Revenue from Contracts with Customers ("IFRS 15")

In May 2014, the IASB issued IFRS 15, a new standard that specifies how and when to recognize revenue as well as requiring entities to provide users of financial statements with more informative, relevant disclosures. IFRS 15 supersedes IAS 18, "Revenue," IAS 11, "Construction Contracts," and a number of revenue-related interpretations. Application of IFRS 15 is mandatory for all IFRS reporters and it applies to nearly all contracts with customers: the main exceptions are leases, financial instruments, and insurance contracts. IFRS 15

must be applied for reporting periods beginning on or after January 1, 2018 and early adoption is permitted. The Company is assessing the impact of adopting this standard on its results of operations, financial position, and disclosures. The Company plans to apply this standard for reporting periods beginning on or after January 1, 2018.

Financial Instruments ("IFRS 9")

In July 2014, the IASB issued the final version of IFRS 9, which reflects all phases of the financial instruments project and replaces IAS 39, "Financial Instruments: Recognition and Measurement," and all previous versions of IFRS 9. The standard introduces new requirements for classification and measurement, impairment, and hedge accounting. IFRS 9 is effective for annual periods beginning on or after January 1, 2018, with early application permitted. The Company is assessing the impact of the new standard on its results of operations, financial position, and disclosures. The Company plans to apply this standard for reporting periods beginning on or after January 1, 2018.

Disclosure Controls and Procedures

Management is responsible for establishing and maintaining a system of disclosure controls and procedures to provide reasonable assurance that all material information relating to the Company is gathered and reported on a timely basis to senior management, including the Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"), so that appropriate decisions can be made by them regarding public disclosure.

Internal Controls over Financial Reporting

Management is also responsible for establishing and maintaining adequate internal controls over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with IFRS.

All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to consolidated financial statement preparation and presentation. Additionally, management is necessarily required to use judgment in evaluating controls and procedures.

As required by National Instrument 52-109, "Certification of Disclosure in Issuers' Annual and Interim Filings," the CEO and CFO have evaluated, or caused to be evaluated under their supervision, the effectiveness of such internal

controls over financial reporting using the framework established in the Internal Control – Integrated Framework ("COSO Framework") published in 2013 by the Committee of Sponsoring Organizations of the Treadway Commission.

Changes in Internal Controls over Financial Reporting

Management has also evaluated whether there were changes in the Company's internal controls over financial reporting that occurred during the period beginning on June 28, 2015 and ended on September 26, 2015 that have materially affected, or are reasonably likely to materially affect, the Company's internal controls over financial reporting. The Company has determined that no material changes in internal controls over financial reporting have occurred in this period.

Cautionary Statement Regarding Forward-Looking Statements

The above discussion includes forward-looking statements. All statements other than statements of historical facts included in this discussion that address activities, events, or developments that the Company expects or anticipates will or may occur in the future are forward-looking statements. These statements are based on certain assumptions and analysis made by the Company in light of its experience, analysis, and its perception of historical trends, current conditions, and expected future developments as well as other factors it believes are appropriate in the circumstances. However, whether actual results and developments will conform to the expectations and predictions of the Company is subject to a number of risks and uncertainties, including the general economic, market, or business conditions; competitive actions by other companies; changes in laws or regulations; and other factors, many of which are beyond the control of the Company. Consequently, all of the forward-looking statements made in this discussion are qualified by these cautionary statements and there can be no assurance that results or developments anticipated by the Company will be realized or, even if substantially realized, that they will have the expected consequences to, or effects on, the Company.

Non-IFRS Financial Measures

The Company prepares its consolidated financial statements in accordance with IFRS. In order to provide additional insight into the business, the Company has also provided non-IFRS data, including comparable store sales and adjusted EBITDA, in the discussion and analysis section above. These measures are specific to Indigo and have no standardized meaning prescribed by IFRS. Therefore, these measures may not be comparable to similar measures presented by other companies.

Comparable stores sales and adjusted EBITDA are key indicators used by the Company to measure performance against internal targets and prior period results. Both measures are commonly used by financial analysts and investors to compare Indigo to other retailers. Comparable store sales are defined as sales generated by stores that have been open for more than 12 months on a 52-week basis. It is a key performance indicator for the Company as this measure excludes sales fluctuations due to store closings, permanent relocation, and chain expansion. Adjusted EBITDA is defined as earnings before interest, taxes, depreciation, amortization, impairment, and equity investment. The method of calculating adjusted EBITDA is consistent with that used in prior periods.

A reconciliation between comparable store sales and revenue (the most comparable IFRS measure) was included earlier in this report. A reconciliation between adjusted EBITDA and loss before income taxes (the most comparable IFRS measure) is provided below:

(millions of Canadian dollars)	**13-week period ended September 26, 2015**	13-week period ended September 27, 2014	**26-week period ended September 26, 2015**	26-week period ended September 27, 2014
Adjusted EBITDA	**3.9**	(2.2)	**1.8**	(9.6)
Depreciation of property, plant, and equipment	**(3.6)**	(3.6)	**(7.2)**	(7.3)
Amortization of intangible assets	**(2.2)**	(3.0)	**(4.7)**	(5.8)
Loss on disposal of capital assets	**–**	–	**(0.7)**	–
Interest on long-term debt and financing charges	**0.0**	0.0	**0.0**	0.0
Interest income on cash and cash equivalents	**0.3**	0.4	**0.7**	0.8
Share of loss from equity investment	**(0.2)**	(0.1)	**(0.7)**	(0.6)
Loss before income taxes	**(1.8)**	(8.5)	**(10.8)**	(22.5)

Indigo Books & Music Inc.
468 King Street West, Suite 500
Toronto, ON M5V 1L8
Phone: (416) 364-4499 Fax: (416) 364-0355

NOTICE OF NO AUDITOR REVIEW OF INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the interim condensed consolidated financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited interim condensed consolidated financial statements of the Company have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these interim condensed consolidated financial statements.

Heather Reisman
Chair and Chief Executive Officer

Laura Carr
Chief Financial Officer

Dated as of the 3rd day of November, 2015.

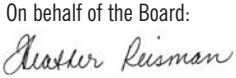
Consolidated Balance Sheets

(Unaudited)

(thousands of Canadian dollars)	**As at September 26, 2015**	As at September 27, 2014	As at March 28, 2015
ASSETS			
Current			
Cash and cash equivalents (note 5)	**176,199**	149,429	203,162
Accounts receivable	**18,616**	12,778	4,896
Inventories (note 6)	**256,952**	235,053	208,395
Income taxes recoverable	**25**	–	25
Prepaid expenses	**4,843**	6,406	5,477
Total current assets	**456,635**	403,666	421,955
Property, plant, and equipment	**52,955**	55,845	54,886
Intangible assets	**15,700**	19,550	16,587
Equity investment	**–**	–	726
Deferred tax assets	**44,241**	44,604	44,241
Total assets	**569,531**	523,665	538,395
LIABILITIES AND EQUITY			
Current			
Accounts payable and accrued liabilities	**208,805**	175,396	160,645
Unredeemed gift card liability	**42,249**	40,773	48,211
Provisions	**52**	913	913
Deferred revenue	**14,172**	13,178	13,298
Current portion of long-term debt (note 12)	**112**	316	172
Total current liabilities	**265,390**	230,576	223,239
Long-term accrued liabilities	**2,618**	2,398	3,841
Long-term provisions	**91**	97	110
Long-term debt (note 12)	**21**	133	56
Total liabilities	**268,120**	233,204	227,246
Equity			
Share capital (note 7)	**206,472**	204,601	205,871
Contributed surplus (note 8)	**10,232**	9,366	9,770
Retained earnings	**84,707**	76,494	95,508
Total equity	**301,411**	290,461	311,149
Total liabilities and equity	**569,531**	523,665	538,395

See accompanying notes

On behalf of the Board:



Heather Reisman, Director

Michael Kirby, Director

Consolidated Statements of Loss and Comprehensive Loss

(Unaudited)

(thousands of Canadian dollars, except per share data)	**13-week period ended September 26, 2015**	13-week period ended September 27, 2014	**26-week period ended September 26, 2015**	26-week period ended September 27, 2014
Revenue (note 9)	**205,722**	189,030	**390,616**	369,832
Cost of sales	**(112,102)**	(105,707)	**(215,612)**	(206,556)
Gross profit	**93,620**	83,323	**175,004**	163,276
Operating, selling, and administrative expenses (note 9)	**(95,582)**	(92,175)	**(185,801)**	(185,985)
Operating loss	**(1,962)**	(8,852)	**(10,797)**	(22,709)
Interest on long-term debt and financing charges	**(3)**	(20)	**(5)**	(29)
Interest income on cash and cash equivalents	**336**	411	**727**	788
Share of loss from equity investment	**(219)**	(79)	**(726)**	(598)
Net loss and comprehensive loss for the period	**(1,848)**	(8,540)	**(10,801)**	(22,548)
Net loss per common share (note 10)				
Basic	**$ (0.07)**	$ (0.33)	**$ (0.42)**	$ (0.88)
Diluted	**$ (0.07)**	$ (0.33)	**$ (0.42)**	$ (0.88)

See accompanying notes

Consolidated Statements of Changes in Equity

(Unaudited)

(thousands of Canadian dollars)	Share Capital	Contributed Surplus	Retained Earnings	Total Equity
Balance, March 29, 2014	203,812	8,820	99,042	311,674
Net loss for the 26-week period ended September 27, 2014	–	–	(22,548)	(22,548)
Exercise of options (notes 7 and 8)	789	(118)	–	671
Share-based compensation (note 8)	–	498	–	498
Directors' compensation (note 8)	–	166	–	166
Balance, September 27, 2014	204,601	9,366	76,494	290,461
Balance, March 28, 2015	**205,871**	**9,770**	**95,508**	**311,149**
Net loss for the 26-week period ended September 26, 2015	**–**	**–**	**(10,801)**	**(10,801)**
Exercise of options (notes 7 and 8)	**310**	**(53)**	**–**	**257**
Directors' deferred share units converted (note 7)	**291**	**(291)**	**–**	**–**
Share-based compensation (note 8)	**–**	**610**	**–**	**610**
Directors' compensation (note 8)	**–**	**196**	**–**	**196**
Balance, September 26, 2015	**206,472**	**10,232**	**84,707**	**301,411**

See accompanying notes

Consolidated Statements of Cash Flows

(Unaudited)

(thousands of Canadian dollars)	**13-week period ended September 26, 2015**	13-week period ended September 27, 2014	**26-week period ended September 26, 2015**	26-week period ended September 27, 2014
CASH FLOWS FROM OPERATING ACTIVITIES				
Net loss for the period	**(1,848)**	(8,540)	**(10,801)**	(22,548)
Add (deduct) items not affecting cash				
Depreciation of property, plant, and equipment	**3,580**	3,635	**7,164**	7,333
Amortization of intangible assets	**2,206**	2,981	**4,660**	5,849
Loss on disposal of capital assets (note 9)	**1**	2	**660**	9
Stock-based compensation (note 8)	**278**	163	**610**	498
Directors' compensation (note 8)	**85**	62	**196**	166
Other	**(3,090)**	(1,686)	**(2,651)**	(541)
Net change in non-cash working capital balances (note 11)	**967**	4,573	**(20,674)**	8,160
Interest on long-term debt and financing charges	**3**	20	**5**	29
Interest income on cash and cash equivalents	**(336)**	(411)	**(727)**	(788)
Share of loss from equity investment	**219**	79	**726**	598
Cash flows from (used in) operating activities	**2,065**	878	**(20,832)**	(1,235)
CASH FLOWS FROM INVESTING ACTIVITIES				
Purchase of property, plant, and equipment	**(3,644)**	(2,551)	**(5,897)**	(4,711)
Addition of intangible assets	**(2,370)**	(1,808)	**(3,774)**	(3,812)
Proceeds from disposal of capital assets	**5**	–	**5**	–
Interest received	**259**	411	**486**	788
Cash flows used in investing activities	**(5,750)**	(3,948)	**(9,180)**	(7,735)
CASH FLOWS FROM FINANCING ACTIVITIES				
Repayment of long-term debt	**(44)**	(180)	**(95)**	(366)
Interest paid	**(17)**	(21)	**(34)**	(31)
Proceeds from share issuances (note 7)	**53**	340	**257**	671
Cash flows from (used in) financing activities	**(8)**	139	**128**	274
Effect of foreign currency exchange rate changes on cash and cash equivalents	**3,181**	1,693	**2,921**	547
Net decrease in cash and cash equivalents during the period	**(512)**	(1,238)	**(26,963)**	(8,149)
Cash and cash equivalents, beginning of period	**176,711**	150,667	**203,162**	157,578
Cash and cash equivalents, end of period	**176,199**	149,429	**176,199**	149,429

See accompanying notes

Notes to the Interim Condensed Consolidated Financial Statements

September 26, 2015
(Unaudited)

1. CORPORATE INFORMATION

Indigo Books & Music Inc. (the "Company" or "Indigo") is a corporation domiciled and incorporated under the laws of the Province of Ontario in Canada. The Company's registered office is located at 468 King Street West, Toronto, Ontario, M5V 1L8, Canada. The unaudited interim condensed consolidated financial statements of the Company comprise the Company, its equity investment in Calendar Club of Canada Limited Partnership ("Calendar Club"), and its wholly-owned subsidiary, Soho Inc. The Company is the ultimate parent of the consolidated organization.

2. BASIS OF PREPARATION

Statement of Compliance

These unaudited interim condensed consolidated financial statements have been prepared using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and in accordance with International Accounting Standard ("IAS") 34, "Interim Financial Reporting." The same accounting policies and methods of computation as those used in the preparation of the fiscal 2015 Annual Report were followed in the preparation of these unaudited interim condensed consolidated financial statements. These unaudited interim condensed consolidated financial statements should be read in conjunction with the Company's fiscal 2015 Annual Report.

The unaudited interim condensed consolidated financial statements for the 13 and 26-week periods ended September 26, 2015 (including comparatives) were approved by the Board of Directors on November 3, 2015.

Significant Judgments and Estimates

The preparation of these unaudited interim condensed consolidated financial statements in conformity with IFRS requires management to undertake a number of judgments and estimates about the recognition and measurement of assets, liabilities, revenues, and expenses. These judgments and estimates are based on management's historical experience and other assumptions which

the Company believes to be reasonable under the circumstances. Actual results may differ from the judgments and estimates made by management, and actual results will seldom equal estimates.

Material judgments and estimates are made with respect to: revenue recognition from unredeemed gift cards and plum rewards program ("Plum") points; fair value of Plum points; inventory shrinkage; reserves for slow-moving or damaged products and products that have been permanently marked down; vendor settlement; fair value of share-based instruments and number of equity instruments expected to vest; identification of cash generating units ("CGUs") and expected future cash flows from CGUs; depreciation and amortization periods; lease classification; and recognition and valuation of deferred tax assets.

3. CHANGES IN ACCOUNTING POLICIES

There were no new accounting standards implemented in the period.

New Accounting Pronouncements

Revenue from Contracts with Customers ("IFRS 15")

In May 2014, the IASB issued IFRS 15, a new standard that specifies how and when to recognize revenue as well as requiring entities to provide users of financial statements with more informative, relevant disclosures. IFRS 15 supersedes IAS 18, "Revenue," IAS 11, "Construction Contracts," and a number of revenue-related interpretations. Application of IFRS 15 is mandatory for all IFRS reporters and it applies to nearly all contracts with customers: the main exceptions are leases, financial instruments, and insurance contracts. IFRS 15 must be applied for reporting periods beginning on or after January 1, 2018 and early adoption is permitted. The Company is assessing the impact of adopting this standard on its results of operations, financial position, and disclosures. The Company plans to apply this standard for reporting periods beginning on or after January 1, 2018.

Financial Instruments ("IFRS 9")

In July 2014, the IASB issued the final version of IFRS 9, which reflects all phases of the financial instruments project and replaces IAS 39, "Financial Instruments: Recognition and Measurement," and all previous versions of IFRS 9. The standard introduces new requirements for classification and measurement, impairment, and hedge accounting. IFRS 9 is effective for annual periods beginning on or after January 1, 2018, with early application permitted. The Company is assessing the impact of the new standard on its results of operations, financial position, and disclosures. The Company plans to apply this standard for reporting periods beginning on or after January 1, 2018.

4. SEASONALITY OF OPERATIONS

The business of Indigo follows a seasonal pattern, with sales of merchandise being highest in the third fiscal quarter due to consumer holiday buying patterns. As a result, a disproportionate portion of total annual revenue is typically earned in the third fiscal quarter. Therefore, the results of operations for the 13 and 26-week periods ended September 26, 2015 and September 27, 2014 are not indicative of the results of other periods.

5. CASH AND CASH EQUIVALENTS

Cash and cash equivalents consist of the following:

(thousands of Canadian dollars)	**September 26, 2015**	September 27, 2014	March 28, 2015
Cash	**120,049**	84,497	139,658
Restricted cash	**5,583**	3,769	3,138
Cash equivalents	**50,567**	61,163	60,366
Cash and cash equivalents	**176,199**	149,429	203,162

Restricted cash represents cash pledged as collateral for letter of credit obligations issued to support the Company's purchases of offshore merchandise.

6. INVENTORIES

The cost of inventories recognized as an expense during the 13 and 26-week periods ended September 26, 2015 were $114.4 million and $219.6 million, respectively (2014: 13 weeks – $106.7 million; 26 weeks – $208.3 million). Inventories consist of the landed cost of goods sold and exclude online shipping costs, inventory shrink and damage reserve, and all vendor support programs. The amount of inventory write-downs as a result of net realizable value lower than cost during the 13 and 26-week periods ended September 26, 2015 were $1.6 million and $3.8 million, respectively (2014: 13 weeks – $2.5 million; 26 weeks – $4.8 million), and there were no reversals of inventory write-downs that were recognized in prior periods (2014: 13 weeks – nil; 26 weeks – nil). The amount of inventory with net realizable value equal to cost was $1.8 million as at September 26, 2015 (2014 – $1.5 million).

7. SHARE CAPITAL

Share capital consists of the following:

	26-week period ended September 26, 2015		26-week period ended September 27, 2014		52-week period ended March 28, 2015	
	Number of shares	**Amount C$ (thousands)**	Number of shares	Amount C$ (thousands)	Number of shares	Amount C$ (thousands)
Balance, beginning of period	**25,495,289**	**205,871**	25,298,239	203,812	25,298,239	203,812
Issued during the period						
Directors' deferred share units converted	**29,142**	**291**	–	–	–	–
Options exercised	**31,850**	**310**	90,700	789	197,050	2,059
Balance, end of period	**25,556,281**	**206,472**	25,388,939	204,601	25,495,289	205,871

8. SHARE-BASED COMPENSATION

As at September 26, 2015, 2,036,000 stock options were outstanding with exercise prices ranging from $8.00 to $15.21. Of these outstanding stock options, 718,820 were exercisable. As at September 27, 2014, there were 1,850,300 stock options outstanding of which 418,840 were exercisable.

The Company uses the fair value method of accounting for stock options, which estimates the fair value of the stock options granted on the date of grant, net of estimated forfeitures, and expenses this value over the vesting period. During the 13 and 26-week periods ended September 26, 2015, the pre-forfeiture rate fair values of options granted were $1.2 million and $1.2 million, respectively (2014: 13 weeks – $0.1 million; 26 weeks – $1.4 million).

The fair value of the employee stock options is estimated at the date of grant using the Black-Scholes option pricing model with the following weighted average assumptions in the comparative prior year period:

	13-week period ended September 26, 2015	13-week period ended September 27, 2014
Black-Scholes option pricing assumptions		
Risk-free interest rate	**0.5%**	1.2%
Expected volatility	**32.9%**	33.0%
Expected time until exercise	**3.0 years**	3.0 years
Expected dividend yield	**–**	–
Other assumptions		
Forfeiture rate	**28.4%**	28.2%

Directors' Compensation

The Company has established a Directors' Deferred Share Unit Plan ("DSU Plan"). Under the DSU Plan, Directors receive their annual retainer fees and other Board-related compensation in the form of deferred share units ("DSUs"). The number of shares reserved for issuance under this plan is 500,000. During the 13 and 26-week periods ended September 26, 2015, the Company issued 8,071 DSUs with a value of $0.1 million and 19,015 DSUs with a value of $0.2 million, respectively (2014: 13 weeks – 5,333 DSUs with a value of $0.1 million; 26 weeks – 15,202 DSUs with a value of $0.2 million). The number of DSUs to be issued to each Director is based on a set fee schedule. The grant date fair value of the outstanding DSUs as at September 26, 2015 was $3.6 million (September 27, 2014 – $3.5 million) and was recorded in contributed surplus. The fair value of DSUs is equal to the traded price of the Company's common shares on the grant date.

9. SUPPLEMENTARY OPERATING INFORMATION

Supplemental product line revenue information:

(thousands of Canadian dollars)	**13-week period ended September 26, 2015**	13-week period ended September 27, 2014	**26-week period ended September 26, 2015**	26-week period ended September 27, 2014
Print[1]	**134,005**	127,949	**255,460**	251,023
General merchandise[2]	**62,431**	50,914	**118,946**	100,445
eReading[3]	**3,225**	3,794	**6,679**	7,686
Other[4]	**6,061**	6,373	**9,531**	10,678
Total	**205,722**	189,030	**390,616**	369,832

1 Includes books, calendars, magazines, newspapers, and shipping revenue.
2 Includes lifestyle, paper, toys, music, DVDs, electronics, and shipping revenue.
3 Includes eReaders, eReader accessories, Kobo revenue share, and shipping revenue.
4 Includes cafés, irewards, gift card breakage, Plum breakage, and corporate sales.

Supplemental operating and administrative expenses information:

(thousands of Canadian dollars)	**13-week period ended September 26, 2015**	13-week period ended September 27, 2014	**26-week period ended September 26, 2015**	26-week period ended September 27, 2014
Wages, salaries, and bonuses	**41,284**	39,214	**80,499**	78,333
Short-term benefits expense	**4,353**	4,236	**9,229**	9,030
Termination benefits expense	**498**	648	**884**	818
Retirement benefits expense	**355**	337	**690**	679
Stock-based compensation	**278**	163	**610**	498
Total employee benefits expense	**46,768**	44,598	**91,912**	89,358

Termination benefits arise when the Company terminates certain employment agreements.

For the 26-week period ended September 26, 2015, operating, selling, and administrative expenses also included incentives received for the disposal of a store lease. These incentives offset costs incurred as part of surrendering the lease. The Company recorded one-time net proceeds of $4.5 million and had a $0.7 million disposal of capital assets related to the lease surrender.

10. LOSS PER SHARE

Loss per share is calculated based on the weighted average number of shares outstanding during the period. The Company's stock options were anti-dilutive as the Company reported a loss and, therefore, were not included in the September 26, 2015 and September 27, 2014 diluted loss per share calculations.

11. STATEMENTS OF CASH FLOWS

Supplemental cash flow information:

(thousands of Canadian dollars)	**13-week period ended September 26, 2015**	13-week period ended September 27, 2014	**26-week period ended September 26, 2015**	26-week period ended September 27, 2014
Net change in non-cash working capital balances:				
Accounts receivable	**(5,246)**	(3,976)	**(13,720)**	(7,196)
Inventories	**(51,424)**	(21,868)	**(48,557)**	(16,074)
Prepaid expenses	**784**	(224)	**634**	(1,222)
Accounts payable and accrued liabilities (current and long-term)	**63,163**	36,522	**46,937**	38,470
Unredeemed gift card liability	**(6,221)**	(6,003)	**(5,962)**	(6,054)
Provisions (current and long-term)	**(701)**	(54)	**(880)**	(82)
Deferred revenue	**612**	176	**874**	318
	967	4,573	**(20,674)**	8,160

12. CAPITAL MANAGEMENT

The Company's main objectives when managing capital are:

- Ensuring sufficient liquidity to support financial obligations and to execute operating and strategic objectives;
- Maintaining financial capacity and flexibility through access to capital to support future development of the business;
- Minimizing the cost of capital while taking into consideration current and future industry, market, and economic risks and conditions; and
- Utilizing short-term funding sources to manage working capital requirements and long-term funding sources to manage the long-term capital expenditures of the business.

There were no changes to these objectives for the 13 and 26-week periods ended September 26, 2015. The primary activities engaged by the Company to generate attractive returns for shareholders include construction and related leasehold improvements of stores, the development of new business concepts, and investment in information technology and distribution capacity to support the Company's sales networks. The Company's main sources of capital are its current cash position and cash flows generated from operations. Cash flow is used to fund working capital needs, capital expenditures, and debt service requirements. The Company manages its capital structure in accordance with changes in economic conditions.

The following table summarizes the Company's capital structure:

(thousands of Canadian dollars)	**September 26, 2015**	September 27, 2014	March 28, 2015
Current portion of long-term debt	**112**	316	172
Long-term debt	**21**	133	56
Total debt	**133**	449	228
Total equity	**301,411**	290,461	311,149
Total capital under management	**301,544**	290,910	311,377

13. RELATED PARTY TRANSACTIONS

The Company's related parties include its key management personnel, shareholders, defined contribution retirement plan, equity investment in Calendar Club, and subsidiary. Unless otherwise stated, none of the transactions incorporate special terms and conditions and no guarantees were given or received. Outstanding balances are usually settled in cash.

Transactions with Key Management Personnel

Key management of the Company includes members of the Board of Directors as well as Executive Officers of the Company. Key management personnel remuneration includes the following expenses:

(thousands of Canadian dollars)	**13-week period ended September 26, 2015**	13-week period ended September 27, 2014	**26-week period ended September 26, 2015**	26-week period ended September 27, 2014
Wages, salaries, and bonus	**1,253**	1,158	**2,480**	2,347
Short-term benefits expense	**50**	52	**100**	100
Retirement benefits expense	**19**	11	**35**	23
Share-based compensation	**167**	42	**355**	271
Directors' compensation	**85**	62	**196**	166
Total remuneration	**1,574**	1,325	**3,166**	2,907

Transactions with Shareholders

During the second quarter of fiscal 2016, Indigo purchased goods and services from companies in which Mr. Gerald W. Schwartz, who is the controlling shareholder of Indigo, holds a controlling or significant interest. During the 13 and 26-week periods ended September 26, 2015, Indigo paid $0.7 million and $1.3 million, respectively, for these transactions (2014: 13 weeks – $0.2 million; 26 weeks – $0.3 million). As at September 26, 2015, Indigo had $0.2 million payable to these companies under standard payment terms and $2.8 million of restricted cash pledged as collateral for letter of credit obligations issued to support the Company's purchases of merchandise from these companies (September 27, 2014 – less than $0.1 million payable and $2.8 million restricted cash). All transactions were in the normal course of business for both Indigo and the related companies.

Transactions with Defined Contribution Retirement Plan

The Company's transactions with the defined contribution retirement plan include contributions paid to the retirement plan as disclosed in note 9. The Company has not entered into other transactions with the retirement plan.

Transactions with Associate

The Company's associate, Calendar Club, is a seasonal operation which is dependent on the December holiday sales season to generate revenue. During the year, the Company loans cash to Calendar Club for working capital requirements and Calendar Club repays the loans once profits are generated in the third quarter. The net amount of these transactions for the 13 and 26-week periods ended September 26, 2015 were $7.4 million and $9.9 million, respectively, paid by Indigo (2014: 13 weeks – $3.5 million paid by Indigo; 26 weeks – $5.5 million paid by Indigo).

Investor Information

Support Office

468 King Street West
Suite 500
Toronto, Ontario
Canada M5V 1L8
Telephone: (416) 364-4499
Fax: (416) 364-0355
www.chapters.indigo.ca/investor-relations/

Investor Contact

Laura Carr
Executive Vice President and
Chief Financial Officer
Telephone: (416) 646-8982

Media Contact

Janet Eger
Vice President, Public Affairs
Telephone: (416) 342-8561

Stock Listing

Toronto Stock Exchange

Trading Symbol

IDG

Transfer Agent and Registrar

CST Trust Company
P.O. Box 700, Station B
Montreal, Quebec
Canada H3B 3K3
Telephone:
(Toll Free) 1-800-387-0825
(Toronto) (416) 682-3860
Fax: 1-888-249-6189
Email: inquiries@canstockta.com
Website: www.canstockta.com

Auditors

Ernst & Young LLP
Ernst & Young Tower
222 Bay Street
Toronto, Ontario
Canada M5K 1J7