

**INDIGO BOOKS & MUSIC INC.**  
(the "Corporation")

**POSITION DESCRIPTION FOR LEAD DIRECTOR**

**1. INTRODUCTION**

The Lead Director of the Corporation is an independent director providing leadership to the Board of Directors (the "Board") and the independent directors, ensuring the Board functions independently of the Corporation's management. The Lead Director provides the Board with an independent perspective pertaining to oversight responsibilities and leadership in resolving conflicts of interest, as well as maintaining and enhancing the quality of the Corporation's corporate governance practices.

The Lead Director is appointed by the Board and serves at the pleasure of the Board until his or her successor is appointed.

**2. RESPONSIBILITIES**

The Lead Director will:

- Provide leadership to ensure the Board functions independently of management of the Corporation;
- In conjunction with the Chair, provide leadership to ensure the Board is organized properly, functions effectively and meets its obligations and responsibilities, including those set out in the Mandate of the Board;
- Act as liaison between the Chair and the independent Board members;
- Represent the independent Board members in discussion with management or non-independent directors of the Board on corporate governance issues or other matters;
- Chair all meetings of the Board at which the Chair is not present, ensuring adequate time for discussion of agenda items;
- In consultation with the Chair and Chief Executive Officer, provide input and recommend items for consideration on Board meeting agendas;
- Encourage free and open discussion at meetings of the Board to ensure that meetings are conducted in such a manner that facilitates the exchange of constructive and objective points of view and encourages all directors to participate in such a way that is conducive to good decision making;
- Recommend, where necessary, the holding of special meetings of the Board;
- Chair all meetings of the independent directors and call, if necessary, special meetings of the independent directors;
- Provide timely feedback from each such meetings to the Chair and Chief Executive Officer;
- Ensure that the material provided to the Board is timely, relevant and adequate to support its oversight responsibilities;
- Ensure the Board is provided with the resources, including external advisors and consultants, as considered appropriate, to permit it to carry out its responsibilities;

- Ensure appropriate Board committee structure is in place for the proper discharge of the Board's responsibilities;
- Ensure the Board, committees of the Board, individual directors and senior management of the Corporation understand and discharge their duties and obligations under the Corporation's corporate governance framework;
- Facilitate the process of conducting director/committee/board evaluations on a regular basis;
- Review conflicts of interest with respect to Board members;
- Ensure a succession plan is in place for the Chair and Chief Executive Officer;
- Be available, when appropriate and if requested, for consultation and direct communication with shareholders for questions and discussions that are directed to the Lead Director or the independent directors as a group; and
- Perform such other duties and responsibilities as may be delegated to the Lead Director by the Board from time to time.