



SPIN MASTER CORP.

POSITION DESCRIPTION OF THE CHAIR OF THE BOARD

Along with the Board of Directors (the “**Board**”), the Chair of the Board (the “**Chair**”) assumes responsibility for the stewardship of Spin Master Corp. (the “**Company**”). The Chair manages the affairs of the Board, including being satisfied that the Board is organized properly, functions effectively, operates independently from management, and meets its obligations and responsibilities relating to corporate governance matters.

Without limitation to the foregoing, the Chair shall:

1. provide overall leadership to enhance the effectiveness of the Board;
2. ensure that the Board exercises appropriate oversight of management and adopts appropriate practices in respect of corporate governance;
3. serve as a liaison between the Board and management of the Company and act as an advisor to and sounding board for the Co-Chief Executive Officers;
4. chair meetings of the Board, including stimulating debate, providing adequate time for discussion of issues, facilitating consensus, encouraging full participation and discussion by individual directors and confirming that clarity regarding decision-making is reached and accurately recorded;
5. encourage open questions and discussion and promote a spirit of collegiality at Board meetings;
6. attend committee meetings as a member or observer, as appropriate;
7. foster ethical and responsible decision making and a healthy governance culture;
8. in consultation with the Co-Chief Executive Officers, Lead Director and Corporate Secretary, establish the Board schedule in advance, co-ordinate the agenda, Board information packages and related events for Board meetings;
9. ensure that timely and relevant information and other resources are available to the Board to adequately support its work;
10. together with the Lead Director, be satisfied that the responsibilities of the Board are effectively carried out in compliance with the Board’s mandate and that the functions of the Board delegated to the committees of the Board are effectively carried out and reported to the Board;
11. in collaboration with the Governance, Nominating and Compensation Committee support the director recruitment process and, in conjunction with the relevant committees of the Board, review and assess director attendance, compensation and the size and composition of the Board and its committees and make recommendations to the Board for approval;
12. support the orientation of new, and the continued education of, incumbent directors;
13. with the Corporate Secretary, determine meeting requirements and agenda of and preside as chair at meetings of shareholders;

14. with the chair of the Governance, Nominating and Compensation Committee, actively participate in and oversee the administration of the periodic evaluation of performance and effectiveness of the Board, Board Committees, and Committee Chairs;
15. provide advice, counsel and mentorship to individual Directors, to assist them to improve performance;
16. periodically, as the Governance, Nominating and Compensation Committee decides, ensure that this position description is evaluated and any updates recommended to the Board for consideration; and
17. provide additional services required by the Board.