



SPIN MASTER CORP.

POSITION DESCRIPTION OF THE LEAD DIRECTOR

To reinforce the independence of the Board of Directors (the “**Board**”) of Spin Master Corp., as long as the Chair of the Board is not an independent director, the Board shall appoint a lead director (the “**Lead Director**”) from among the independent members of the Board. For purposes of this position description, the Lead Director will be independent if he or she meets the definition of independence as set out in both National Instrument 52-110 – *Audit Committees* and any applicable rules and policies of the Toronto Stock Exchange.

The Lead Director provides a source of leadership for the Board complementary to that of the Chair of the Board. The Lead Director shall be entitled to request materials and receive notice of and attend all meetings of committees of the Board.

Without limitation to the foregoing, the Lead Director shall:

1. provide leadership to ensure the Board works in an independent, cohesive fashion;
2. work with the Chair of the Board, Co-Chief Executive Officers and Corporate Secretary to set the agenda for Board meetings;
3. chair meetings of independent Board members without management present and act as liaison between the independent directors and the Chair of the Board;
4. chair Board meetings when the Chair of the Board is not in attendance, 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. together with the Chair of the Board, assign tasks to members of the Board to fulfill the Board’s goals;
6. together with the Chair of the Board, 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;
7. work with the Chair of the Board to ensure that each Board meeting provides adequate time for serious discussion of appropriate issues and that appropriate information is made available to Board members on a timely basis;
8. 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
9. provide additional services required by the Board.