

Mandate of Lead Independent Director

PURPOSE

The Lead Independent Director (the "Lead Director") of Astral Media Inc. (the "Corporation") provides independent leadership to the Corporation's Board of Directors (the "Board"). He shall act with a high level of independence from the Corporation's executive Directors. The Lead Director shall also maintain and enhance the quality of corporate governance practices and facilitate the functioning of the Board independently of the Corporation's management.

DUTIES AND RESPONSIBILITIES

To execute his duties and responsibilities, the Lead Director shall:

- promote in conjunction with the Corporate Governance and Nominating Committee the highest standards of corporate governance;
- ensure in conjunction with the Corporate Governance and Nominating Committee that the Board, Committees of the Board and Directors discharge their obligations under the Corporation's system of corporate governance;
- ensure that the members of the Board understand the boundaries between board and management responsibilities;
- chair meetings of independent Directors held after meetings of the Board or at any other time; and
- review Board meeting agendas with the Chairman of the Board and be responsible for quality of information sent to Directors.

APPOINTMENT

The Lead Director shall be appointed by Board members who meet the independence requirements for Directors under the laws, regulations and listing requirements to which the Corporation is subject (the "Appointing Directors") for a term as determined by the Appointing Directors. If no term is specified, he shall hold office until the first meeting of the Board held after the next annual meeting of shareholders.

The Lead Director shall hold office until a successor shall have been duly appointed and shall have qualified, until the Lead Director's death, or until the Lead Director shall resign or until the Lead Director shall have been removed with or without cause by the Appointing Directors.

REQUIREMENTS FOR HOLDING THE POSITION

To execute his responsibilities, the Lead Director shall:

Integrity and Accountability

- demonstrate highest ethical standards of integrity and probity in his personal and professional dealings, and be willing to act on, and remain accountable for, his decisions;

Informed Judgment

- develop a depth of knowledge of the Corporation's business and its strategic and business plans in order to exercise informed judgment while fulfilling the duties and responsibilities imposed upon the Lead Director;

Financial Literacy

- have a high level of financial literacy, know how to read financial statements and understand the use of financial ratios and other indices for evaluating Corporation's performance;

Track Record and Experience

- bring a history of achievements that reflect high standards for himself and others; and

Independence

- meet the independence requirements under the laws, regulations and any listing requirements to which the Corporation is subject.