

IDW MEDIA HOLDINGS, INC.

COMPENSATION COMMITTEE CHARTER

Adopted on August 18, 2009

Revised on February 22, 2011

I. STATUS

The Compensation Committee (the "Committee") is a committee of the Board of Directors (the "Board") of IDW Media Holdings, Inc. (the "Company").

II. PURPOSE

The Committee shall discharge the responsibilities of the Board relating to the compensation of the Chief Executive Officer (the "CEO") and other executive officers of the Company. For purposes hereof, the term "executive officers" has the meaning set forth in the Corporate Governance Guidelines of the Company, as in effect from time to time (the "Corporate Governance Guidelines").

III. MEMBERSHIP

The Committee shall consist of at least 2 members of the Board, as determined by the Board from time to time. Each member of the Committee shall be an independent director, as that term is defined in the Company's Corporate Governance Guidelines.

IV. APPOINTMENT, RESIGNATION AND REMOVAL

The Board shall appoint the members of the Committee at its first meeting following the annual meeting of stockholders. Unless a Chairman of the Committee is elected by the full Board, the members of the Committee may designate a Chairman by majority vote of the full Committee membership. Each member of the Committee shall be qualified for service on the Committee based on his or her personal integrity and professional experience. A Committee member may resign by delivering his or her written resignation to the Chairman of the Board or to the Chairman of the Committee. A Committee member may be removed by majority vote of the entire Board upon delivery to such member of written notice of removal, to take effect at a date specified therein, or upon delivery of such written notice to such member if no date is specified.

V. DUTIES AND RESPONSIBILITIES

The Committee shall have the following duties and responsibilities:

1. To review and approve corporate goals and objectives relevant to the compensation of the CEO and all other executive officers, to evaluate the performance of the CEO and all other executive officers in light of those goals

and objectives, and to determine and approve the CEO's and each other executive officer's compensation level based on this evaluation;

2. To make recommendations to the Board with respect to new incentive-compensation plans and new equity-based plans that are subject to Board approval;
3. To administer the Company's stock plans, bonus plans and other incentive-based compensation plans, and to grant awards under such plans, including, without limitation, the authority to delegate to senior management of the Company the granting of awards to non-executive officers; and
4. To recommend to the Board the compensation for Board members, such as retainers, committee and other fees, stock option, restricted stock and other stock awards, and other similar items as deemed appropriate.

VI. POWER AND AUTHORITY

The Board delegates to the Committee all powers and authority that are necessary or appropriate to fulfill its duties and obligations hereunder, including without limitation:

1. To retain and terminate any professionals (such as attorneys and compensation professionals) in order to assist in the evaluation of executive compensation as provided hereunder, including the authority to approve professional fees and other retention terms related to such evaluation; and
2. To establish subcommittees for the purpose of evaluating special or unique matters.

VII. MEETINGS

The Committee shall meet at least once each year and at such other times as it deems necessary to fulfill its responsibilities. The Committee shall periodically report, in writing or verbally, to the Board.

VIII. COMMITTEE ACTION

A majority of the members present shall decide any question brought before the Committee. Actions by the majority may be expressed either by a vote at a meeting or in writing without a meeting. At least fifty percent (50%) of the members shall constitute a quorum.

IX. PROCEDURES

The Chairman of the Committee shall establish such rules as may from time to time be necessary or appropriate for the conduct of the business of the Committee. The Chairman of the Committee may appoint as secretary a person who may, but need not, be a member of the Committee. A certificate of the secretary of the Committee, or the

individual serving as the secretary of a meeting of the Committee, setting forth the names of the members of the Committee or actions taken by the Committee shall be sufficient evidence at all times as to the persons constituting the Committee and the actions taken.