



WHISTLEBLOWER POLICY

Adopted on August 18, 2009

Any employee of IDW Media Holdings, Inc. or its subsidiaries (collectively, the “Company”) may submit a good faith complaint regarding a) questionable accounting or auditing matters (“Accounting Matters”) or b) violations of the Company’s Code of Business Conduct and Ethics (“Ethics Matters” and collectively “Complaints”) to the management of the Company without fear of dismissal or retaliation of any kind. The Company is committed to achieving compliance with all applicable securities laws and regulations, accounting standards, accounting controls and audit practices. The Company’s Audit Committee will oversee treatment of employee Complaints.

In order to facilitate the reporting of employee Complaints, the Company’s Audit Committee has established the following procedures for the submission and handling of such Complaints.

Receipt of Employee Complaints

1. Employees with concerns may report their Complaints on a confidential, anonymous basis to the Director of Human Resources of the Company at the following address. The Director of Human Resources shall forward a copy of the Complaint to the Chairman of the Audit Committee.

Director of Human Resources
IDW Media Holdings, Inc.
11 Largo Drive South
Stamford, CT 06907

and/or

2. Employees may also forward Complaints on a confidential, anonymous basis to the Audit Committee through regular mail marked CONFIDENTIAL and addressed as follows:

Chairman of Audit Committee
IDW Media Holdings, Inc.
11 Largo Drive South
Stamford, CT 06907

and/or

3. Employees may also e-mail their Complaints to the following e-mail address. Please be advised that Complaints sent via e-mail may not be anonymous.

compliance@idwmediaholdings.com

Scope of Matters Covered by These Procedures

These procedures relate to employee Complaints regarding Accounting Matters and/or Ethics Matters including, without limitation, the following:

- fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company;
- fraud or deliberate error in the recording and maintaining of financial records of the Company;
- deficiencies in or noncompliance with the Company's internal audit controls;
- misrepresentation or false statement to or by a senior officer or accountant regarding a matter contained in the financial records, financial reports or audit reports of the Company;
- deviation from full and fair reporting of the Company's financial condition, or
- violations of the Company's Code of Business Conduct and Ethics.

Treatment of Complaints

- The Company shall forward to the Audit Committee any complaints that it has received regarding Accounting Matters or Ethics Matters;
- Complaints relating to Accounting Matters or Ethics Matters will be reviewed under Audit Committee direction and oversight by the Director of Human Resources, Internal Audit or such other persons as the Audit Committee determines to be appropriate. Confidentiality will be maintained to the fullest extent possible, consistent with the need to conduct an adequate review.
- Prompt and appropriate corrective action will be taken when and as warranted in the judgment of the Audit Committee.
- The Company will not discharge, demote, suspend, threaten, harass or in any manner discriminate against any employee in the terms and conditions of employment based upon any lawful actions of such employee with respect to good faith reporting of complaints regarding Accounting Matters, Ethics Matters or otherwise as specified in Section 806 of the Sarbanes-Oxley Act of 2002.

Reporting and Retention of Complaints and Investigations

- At the direction of the Audit Committee, the Corporate Secretary will maintain a record of all complaints, tracking their receipt, investigation and resolution.

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