

OTC Pink Basic Disclosure Guidelines

1) Name of the issuer and its predecessors (if any)

In answering this item, please also provide any names used by predecessor entities in the past five years and the dates of the name changes.

IDW Media Holdings, Inc.

2) Address of the issuer's principal executive offices

Company Headquarters

Address 1: 11 Largo Drive South

Address 2: Stamford, CT 06907

Address 3:

Phone: (203) 323-5161

Email: lrozner@ctmmedia.com

Website(s): www.idwmediaholdings.com

IR Contact

Address 1: 11 Largo Drive South

Address 2: Stamford, CT 06907

Address 3:

Phone: (203) 323-5161

Email: lrozner@ctmmedia.com

Website(s): www.idwmediaholdings.com

3) Security Information

Trading Symbol: IDWM

Exact title and class of securities outstanding: Class B Common Stock

CUSIP: 44951N 106

Par or Stated Value: \$0.01

Total shares authorized: Class B Common Stock – 12,000,000, Class C Common Stock – 2,500,000 as of: January 27, 2017

Total shares outstanding: Class B Common Stock 5,033,821 shares (excluded from these numbers are 519,360 shares of Class B common stock held in treasury by IDW Media Holdings, Inc.), Class C Common Stock 545,360 shares as of: October 31, 2016

Transfer Agent

Name: American Stock Transfer & Trust Company, LLC

Address 1: 6201 15th Avenue

Address 2: Brooklyn, NY 11219

Address 3:

Phone: (877) 248-6417

Is the Transfer Agent registered under the Exchange Act?* Yes: No:

*To be included in the OTC Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

List any restrictions on the transfer of security:

Describe any trading suspension orders issued by the SEC in the past 12 months.

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

The following stock split and recapitalization occurred effective July 27, 2015, the Company

- Converted each outstanding share of the Company's Class A Common Stock into one share of the Company's Class B Common Stock, thereby eliminating the Company's Class A Common Stock, and providing for the conversion of the Company's Class C Common Stock into Class B Common Stock instead of Class A Common Stock under certain conditions set forth therein.
- Effected a ten-for-one stock split of each share of the Company's Class B Common Stock and Class C Common Stock.

4) Issuance History

List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer in the past two fiscal years and any interim period. The list shall include all offerings of equity securities, including debt convertible into equity securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services, describing (1) the securities, (2) the persons or entities to whom such securities were issued and (3) the services provided by such persons or entities. The list shall indicate:

- A. The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.);
- B. Any jurisdictions where the offering was registered or qualified;
- C. The number of shares offered;
- D. The number of shares sold;
- E. The price at which the shares were offered, and the amount actually paid to the issuer;
- F. The trading status of the shares; and
- G. Whether the certificates or other documents that evidence the shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

Effective January 10, 2017, the Company granted 57,532 shares of Restricted Stock of its Class B Common Stock under a Restricted Stock Agreement pursuant to the Company's 2009 Stock Option and Incentive Plan, as amended, to its Chief Executive Officer. The shares under the grant vest equally on March 31, 2018, March 31, 2019 and March 31, 2020.

Effective November 7, 2016, the Company granted 116,458 shares of Restricted Stock of its Class B Common Stock under Restricted Stock Agreements pursuant to the Company's 2009 Stock Option and Incentive Plan, as amended, to the Company's Chief Operating Officer, Chief Financial Officer and selected management employees. The shares under the grants vest equally on June 20, 2017, June 20, 2018 and September 20, 2019.

On July 20, 2016, we closed on the previously announced non-brokered private placement offering to certain existing stockholders at \$21.38 per share. As a result of the offering there was an additional 190,597 shares of Class B Common Stock issued for a total of \$4,074,963. As a result of the sale and issuance of these additional shares of Class B Common Stock there is now a total of 5,033,821 shares of Class B Common Stock (excluded from these numbers are 519,360 shares of Class B common stock held in treasury by IDW Media Holdings, Inc.) and 545,360 shares of Class C Common Stock issued and outstanding. The proceeds from the Offering will be used by the Company to finance the Company's IDW Entertainment division, and for general working capital purposes. The shares are subject to a contractual restriction on transfer for six months following the closing of the offering, as well as any restrictions under applicable securities laws.

On June 21, 2016, Theodore Adams, our Chief Executive Officer and director and Robbie Robbins, Executive Vice President of our subsidiary Idea and Design Works, LLC ("IDW"), each exchanged 85 shares of IDW, Inc., which represented in total 17% of the issued and outstanding shares of IDW, Inc., for 366,392 shares of the Company's Class

B common stock (the "Exchange") representing in total 13.6% of the issued and outstanding shares of the Company's common stock after taking into effect this Exchange. The Exchange was based on the relative values of IDW, Inc. and the Company as determined by an independent third party. The purpose of the exchange was to issue shares of the Company's Class B common stock to our Chief Executive Officer and to IDW's Executive Vice President in an effort to align the interests of management and our stockholders and to eliminate minority ownership in the Company's subsidiaries.

5) Financial Statements

Provide the financial statements described below for the most recent fiscal year end or quarter end to maintain qualification for the OTC Pink Current Information tier. For the initial disclosure statement (qualifying for Current Information for the first time) please provide reports for the two previous fiscal years and any interim periods.

- A. Balance sheet;
- B. Statement of income;
- C. Statement of cash flows;
- D. Financial notes; and
- E. Audit letter, if audited

The financial statements requested pursuant to this item shall be prepared in accordance with US GAAP by persons with sufficient financial skills.

You may either (i) attach/append the financial statements to this disclosure statement or (ii) post such financial statements through the OTC Disclosure & News Service as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial reports separately as described in part (ii) above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to otcq.com in the field below.

Information contained in a Financial Report is considered current until the due date for the subsequent Financial Report. To remain in the OTC Pink Current Information tier, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of its fiscal quarter-end date.

6) Describe the Issuer's Business, Products and Services

Describe the issuer's business so a potential investor can clearly understand the company. In answering this item, please include the following:

- A. a description of the issuer's business operations;

IDW

IDW is an entertainment company that includes IDW Publishing and IDW Games. IDW Publishing boasts high-profile titles such as G.I. Joe, Locke and Key, Star Trek, The Transformers, Teenage Mutant Ninja Turtles, My Little Pony, Classic Disney characters including Mickey Mouse, Donald Duck and Uncle Scrooge, Powerpuff Girls, X-Files, and Orphan Black. IDW is also the home to the Library of American Comics imprint, which publishes classic comic strip reprints, Yoe! Books, a partnership with Yoe! Studio and the multiple award-winning Artist's Edition imprint. IDW Games produces card and board games including games based on X-Files, The Godfather, Back to the Future, Teenage Mutant Ninja Turtles, and new properties like Machi Koro.

On December 12, 2014, IDW purchased principally all of the assets of Top Shelf Productions ("Top Shelf"). The purchase increased the properties and products of IDW.

On June 21, 2016, the Company increased its ownership interest in IDW from approximately 83% to 100% through an exchange of the Company's Class B common stock..

IDW and its imprint, Top Shelf, is one of the premiere publishers of comic books and graphic novels and was the fourth largest publisher in 2015 with a market share of 5.6%. IDW has been named Publisher of the Year five times by Diamond Comic Distributors. IDW and Top Shelf titles have won 41 Eisner Awards and 27 Harvey Awards.

IDW's comic book and trade paperback print publications are distributed through three channels: (i) to comic book specialty stores on a non-returnable basis (the "direct market") (ii) to traditional retail outlets, including bookstores and mass market stores, on a returnable basis (the "non-direct market") and (iii) to ebook distributors ("digital publishing"). In addition, IDW provides clients with custom comic books and artwork/graphic design services ("creative services").

In the three months and fiscal year ended October 31, 2016, direct market revenue accounted for 34.8% and 45.2% as compared to 44.3% and 49.2% of IDW's revenue for the three months and fiscal year ended October 31, 2015. Non-direct market revenue accounted for 32.0% and 23.7% of IDW's revenue in the three months and fiscal year ended October 31, 2016, as compared to 16.9% and 19.6% for the three months and fiscal year ended October 31, 2015. IDW's revenue from IDW Games accounted for 16.3% and 11.0% of IDW's revenue for the three months and fiscal year ended October 31, 2016, as compared to 17.7% and 9.4% for the three months and fiscal year ended October 31, 2015. Digital publishing revenue accounted for 5.7% and 8.5% in the three months and fiscal year ended October 31, 2016, as compared to 7.2% and 9.0% for the three months and fiscal year ended October 31, 2015. Other publishing revenue, which includes new product launches and specialty sales, accounted for 2.4% and 1.9% of IDW's revenue in the three months and fiscal year ended October 31, 2016, as compared to 5.8% and 6.1% for the three months and fiscal year ended October 31, 2015. Licensing and royalty revenue accounted for 4.5% and 5.7% in the three months and fiscal year ended October 31, 2016, as compared to 3.1% and 2.2% for the three months and fiscal year ended October 31, 2015. IDW's other sources of revenue include direct to consumer sales, creative services revenue, conventions and other, which accounted for 4.4% and 4.0% of IDW's revenues for the three months and fiscal year ended October 31, 2016 as compared to 5.1% and 4.4% for the three months and fiscal year ended October 31, 2015.

IDW Games and Micro Comic Fun Packs products (included in other publishing revenue) have greatly expanded the number of distributors and accounts that IDW sells to directly. IDW's primary customer is Diamond Comic Distributors, Inc. ("Diamond"), an unaffiliated entity that handles the vast majority of all comic publishers' direct market distribution. Diamond purchases IDW's publications and subsequently sells them to both the direct and non-direct markets. Retail stores are also non-direct IDW customers.

In an effort to increase availability of versions of its content at retail outlets, IDW has entered into a number of digital distribution agreements, and IDW's publications are currently available for purchase via handheld devices, including iPhones, iPod Touch, iPad, Amazon Kindle, Nokia, Kobo Arc, Blackberry and Google Android devices. IDW titles are also available direct-to-desktop via several websites.

IDW faces significant competition from other publishers such as Marvel Comics and DC Comics, which are substantially larger than IDW and have much greater resources than IDW.

IDW Entertainment

IDW Entertainment ("IDWE") is a company created in fiscal 2013 to leverage IDW's properties in television production enterprises. IDWE develops, produces and distributes television series.

IDWE also has theatrical film projects in development, including Chris Ryall and Ashley Wood's *Zombies vs. Robots* with Michael Bay's *Platinum Dunes* and Sony, and Alistair Arcane with Amblin Entertainment and Jim Carrey.

IDWE sold the U.S. broadcast rights to "Wynonna Earp", a live-action television series based on the IDW Publishing comic, to the Syfy Network with an initial order of 13 one-hour episodes. Seven24 started production on the series in August 2015 and Syfy began airing the episodes in April 2016. IDWE is the worldwide distributor of the series and Dynamic TV is handling foreign sales for the series, and has sold the broadcast rights to the series in the UK and other territories to Spike TV (aViacom company) and Netflix for multiple international territories.

IDWE, in partnership with Universal Cable Productions, sold the U.S. broadcast rights to "Brooklyn Animal Control" to USA Network and a one-hour pilot has been produced.

IDWE, in partnership with Ideate Media, sold the U.S. broadcast and subscriber-video-on-demand rights to "Dirk Gently", a live-action series based on the Douglas Adams novels, which have also been published as comic books by

IDW, to BBC America with an initial order of 8 one-hour episodes. The series premiered October 22, 2016 in the U.S. and December 11, 2016 in the rest of the world on Netflix, as a co-production with AMC Studios. WME/IMG is handling foreign sales for the series. The series has been renewed for a second season, with a premiere date on BBC America in October 2017.

IDW Entertainment's television licensing revenue accounted for 100% of its sales for all periods in the three months and fiscal year ended October 31, 2016 and 2015. During the three months and fiscal year ended October 31, 2016, IDW Entertainment's revenue was principally derived from the domestic and foreign licensing of the television broadcasting rights to completed productions delivered during the periods.

CTM

CTM Media Group, Inc. ("CTM") develops and distributes print based advertising and information in targeted tourist markets. Advertisers include entertainment venues, tourist attractions, and cultural sites as well as their related service providers including dining, lodging, and transport services. CTM leverages its regional network of more than 14,000 proprietary brochure display stations to distribute printed brochures, magazines and rack cards to the traveling public.

CTM also develops and distributes digital advertising and information through its affiliate Etractions Inc.'s website, etractions.com and its ExploreBoard network of inter-active touch screen kiosks throughout its market areas.

CTM has grown both geographically and by developing related lines of business. Geographic growth had been driven both by organic expansion to new territories and through selective purchases of regional businesses.

On February 13, 2015, CTM acquired the assets of the brochure distribution network of a company in New England. This acquisition expanded CTM's network in the area adding over 1,200 display stations.

On February 16, 2016 CTM acquired the assets of a publishing, digital web and distribution service company on Cape Cod in Massachusetts. This acquisition expanded CTM's network by several hundred display stations and widened CTM's service area in New England.

On July 16, 2016, CTM acquired the assets of a brochure distribution company in Cape Cod, Massachusetts further expanding CTM's network with the addition of over 190 distribution locations in Cape Cod.

CTM's client base includes advertisers in 32 states and provinces in the United States and Ontario, Canada. Its distribution territory in the United States includes the Northeast, Southeast, Mid-Atlantic and Midwestern states, as well as Southeast Florida. CTM is a brochure distribution market leader in each of the following greater metro areas: New York City, Boston, Toronto, Ottawa, Miami, Ft. Lauderdale, Philadelphia, Chicago, St. Louis, Kansas City, Minneapolis/St. Paul, Pittsburgh, Detroit, Milwaukee, Cleveland and Atlanta.

Throughout its operating region, CTM operates four integrated and complimentary business lines: Brochure Distribution, Digital Distribution, Publishing and RightCardTM.

Brochure Distribution

CTM distributes client brochures through its network of more than 14,000 strategically located display stations. Brochure distribution is CTM's largest line of business generating approximately 77.5% and 78.0% of CTM's revenues in the three months and fiscal year ended October 31, 2016 as compared to 81.4% and 81.7% in the three months and fiscal year ended October 31, 2015.

CTM's extensive distribution and display station network is the key value driver and differentiator in the CTM's distribution line of business. The large quantity and diversity of its display station locations allows CTM to segment its visitor audience and tailor targeted marketing programs for its clients. Locations are typically hosted within facilities serving the travel, tourism and entertainment industry, including hotels and other lodgings, corporate and community venues, transportation terminals and hubs, tourist attractions and entertainment venues. CTM also has agreements with public transportation authorities, business improvement districts, public tourism authorities and high volume retail chains to host a small percentage of its brochure display stations.

CTM has developed strong relationships with its display station hosts and its regional client advertisers. These relationships constitute a significant barrier to entry that CTM believes provides it with a competitive advantage over new entrants into the industry or movement by other industry participants into certain metropolitan markets.

As of October 31, 2016, CTM remained one of the largest travel and tourism brochure display companies in the Eastern and Midwestern United States, and the second largest nationally. Privately held Certified Folder Display ("Certified") is the national market leader with over 21,000 display station locations, primarily in the Western United States. Certified's key metropolitan areas include San Francisco, Seattle, Los Angeles, Phoenix and Las Vegas. An estimated 20 to 30 other distribution companies competing from smaller regional bases comprise the remainder of the brochure distribution and display industry.

Digital Distribution

CTM's digital marketing platform is offered in association with CTM's affiliate, Ettractions Inc. The Ettractions Digital Distribution program offers CTM's customers a multi-channel marketing platform that includes the web, mobile internet and the ExploreBoard interactive touch screens of varying sizes. Digital distribution revenues accounted for approximately 10.7% and 12.2% of CTM's revenues in the three months and fiscal year ended October 31, 2016 as compared to 10.3% and 10.6% in the three months and fiscal year ended October 31, 2015.

Digital revenue is primarily generated from 430 Ettractions ExploreBoard interactive touch screens in place as of October 31, 2016. Additional advertisers, more advertising opportunities and increased traffic are contributing factors in revenue growth in CTM's digital distribution business. During fiscal 2016 internet traffic reached a level of approximately 67,000 active in-market visitors, approximately 161,000 page views, and ExploreBoard profile views totaled approximately 10,414,000 views.

Publishing, Design & Print

CTM publishes maps with integrated display advertising and identified tourist locations. Current maps cover key metropolitan areas within CTM's distribution territory including Boston/New England, Chicago, Kansas City, Minneapolis/St. Paul, New York City, Philadelphia, Southeast Florida, St. Louis, and Toronto. CTM also leveraged its in-house design team and large print volumes to provide clients with cost-effective custom design and print referral services, and earns a referral fee for this service. Publishing, Design & Print accounted for approximately 10.2% and 8.1% of CTM's revenues in the three months and fiscal year ended October 31, 2016 as compared to 6.4% and 5.6% in the three months and fiscal year ended October 31, 2015.

RightCard™

CTM designs and prints the RightCard™ – pocket-sized cards in a consistent format distributed through a network of specialized display stations in high-traffic areas. The RightCard™ content format can include a discount or value offer, map and contact information. The RightCard™ program contributed approximately 1.6% and 1.8% of CTM's revenues for the three months and fiscal year ended October 31, 2016 as compared to 1.9% and 2.1% for the three months and fiscal year ended October 31, 2015.

B. Date and State (or Jurisdiction) of Incorporation:

May 2009, Delaware

C. the issuer's primary and secondary SIC Codes;

7310

D. the issuer's fiscal year end date;

October 31

E. principal products or services, and their markets;

Please see response to A above.

7) Describe the Issuer's Facilities

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

IDW is headquartered in 18,344 square feet of leased space at 2765/2785 Truxtun Road, San Diego, CA. In addition, IDW leases 18,000 square feet of warehouse space at 4937 Market Street, San Diego CA. As of October 31, 2016, IDW had 62 full time employees.

IDW Entertainment is headquartered in IDW's office space in San Diego, CA, and as of October 31, 2016 had 3 full time employees.

CTM is headquartered at 11 Largo Drive South, Stamford, Connecticut. As of October 31, 2016, CTM had 167 employees, including 156 full time employees and 11 part time employees, and leases 19 field offices and about 40 distribution facilities within its territory. CTM's strategically located display stations are managed by a dedicated organization utilizing about 40 leased warehouses, branded delivery vans, and uniformed distribution and delivery teams.

8) Officers, Directors, and Control Persons

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant shareholders.

- A. Names of Officers, Directors, and Control Persons. In responding to this item, please provide the names of each of the issuer's executive officers, directors, general partners and control persons (control persons are beneficial owners of more than five percent (5%) of any class of the issuer's equity securities), as of the date of this information statement.

Howard Jonas - Chairman of the Board and Director; Theodore B. Adams - Chief Executive Officer and Director; Marc E. Knoller - Chief Operating Officer, President and Director; Leslie Rozner - Chief Financial Officer, Treasurer and Corporate Secretary; Jan Buchsbaum - Director; Perry Davis - Director; Irwin Katsof - Director; Kenneth Traub - Director; Beneficial owners of more than 5% of Class B Common Stock: Raging Capital Master Fund, Ltd., ADW Capital Management, LLC and Robbie Robbins, Executive Vice President, Idea and Design Works, LLC

- B. Legal/Disciplinary History. Please identify whether any of the foregoing persons have, in the last five years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

None

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

None

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

None

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred suspended or otherwise limited such person's involvement in any type of business or securities activities.

None

- C. Beneficial Shareholders. Provide a list of the name, address and shareholdings or the percentage of shares owned by all persons beneficially owning more than ten percent (10%) of any class of the issuer's equity securities. If any of the beneficial shareholders are corporate shareholders, provide the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders.

Howard Jonas, c/o IDW Media Holdings, Inc. 11 Largo Drive South, Stamford, Connecticut 06907 - Class B Common Stock - 1,269,870 shares, Class C Common Stock - 545,360 shares.

Raging Capital Master Fund, Ltd. (controlling persons - Raging Capital Management, LLC and William C. Martin), 10 Princeton Avenue, Rocky Hill, NJ 08553 - Class B Common Stock - 776,263 shares.

9) Third Party Providers

Please provide the name, address, telephone number, and email address of each of the following outside providers that advise your company on matters relating to operations, business development and disclosure:

Legal Counsel

Name: Jillian Walsh

Firm: Schwell Wimpfheimer & Associates LLP

Address 1: 1430 Broadway, Suite 1615

Address 2: New York, NY 10018

Phone: (973) 438-4495

Email: jwalsh@swalegal.com

Accountant or Auditor

Name: Jack Zwick

Firm: Zwick & Banyai P.L.L.C.

Address 1: 20750 Civic Center Dr., Suite 418

Address 2: Southfield, MI 48075

Phone: (248) 356-2330

Email: jackz@zwickcpa.com

Investor Relations Consultant

Name:

Firm:

Address 1:

Address 2:

Phone:

Email:

Other Advisor: Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement.

Name:

Firm:

Address 1:

Address 2:

Phone:

Email:

10) Issuer Certification

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles, but having the same responsibilities).

The certifications shall follow the format below:

We, Theodore B. Adams and Leslie Rozner certify that:

1. We have reviewed this quarterly disclosure statement of IDW Media Holdings, Inc.;
2. Based on our knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on our knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

January 27, 2017 [Date]

/s/ Theodore B. Adams [CEO's Signature]

/s/ Leslie Rozner [CFO's Signature]

_(Digital Signatures should appear as "/s/ [OFFICER NAME]")