

**POW! ENTERTAINMENT, INC.
9440 SANTA MONICA #620
BEVERLY HILLS, CA 90210**

**IMPORTANT NOTICE REGARDING THE INTERNET AVAILABILITY OF
INFORMATION STATEMENT AND ANNUAL REPORT ON FORM 10-K FOR THE YEAR ENDED
DECEMBER 31, 2013**

**The Information Statement referenced in this Notice and our Annual Report on Form 10-K for the year
ended December 31, 2013 are available at**

[<http://www.powentertainment.com>]

September 2, 2014

Dear Shareholders:

This Notice is to inform you of the availability of an information statement (the "Information Statement") regarding:

- 1) Election of two directors for the ensuing year.
- 2) Ratification and approval of the appointment of Rose Snyder Jacobs, LLP as our independent registered accounting firm for the year ended December 31, 2014.

Please note that this Notice is not a form for voting and is only intended to provide an overview of the matters covered in the Information Statement. We encourage you to access the website identified above to review a complete copy of the Information Statement, which contains important information about items 1 and 2 above. As discussed in the Information Statement, the corporate actions described above were authorized by written consent in lieu of an annual meeting of shareholders executed by the holders of a majority of the combined voting power over the Company's outstanding capital stock on August 20, 2014, in accordance with the requirements of the Delaware General Corporation Law (the "DGCL") and this Notice advises you of such actions in accordance with Section 228 of the DGCL.

The actions taken by the majority shareholders will not become effective until at least 40 days after the initial mailing of this Notice of Internet Availability of Information Statement to the other shareholders, or October 11, 2014. This Notice is first being provided on or about September 2, 2014 to shareholders of record of the Company as of August 20, 2014.

A shareholder who wishes to receive a copy without charge of the Information Statement and the Annual Report on Form 10-K may direct such request to our Corporate Secretary, c/o POW! Entertainment, Inc., 9440 Santa Monica Blvd, #620, Beverly Hills, CA 90210, or by telephone at 1-424-281-7919, or at the web address above or by e-mail to investor@powentertainment.com.

THIS NOTICE AND THE INFORMATION STATEMENT ARE FOR YOUR INFORMATION ONLY AND YOU ARE NOT REQUIRED TO TAKE ANY ACTION. WE ARE NOT ASKING YOU FOR A PROXY AND YOU ARE REQUESTED NOT TO SEND US A PROXY. THIS IS NOT A NOTICE OF A MEETING OF SHAREHOLDERS AND NO SHAREHOLDER MEETING WILL BE HELD TO CONSIDER THESE MATTERS.

Sincerely,

/s/ Gill Champion

Gill Champion

Chief Executive Officer and President