

GENIUS BRANDS INTERNATIONAL, INC.

Director Confidentiality/External Communications Policy

Pursuant to their fiduciary duties of loyalty and care under Nevada law, Directors of Genius Brands International, Inc. (“GBI” or the “Company”) are required to protect and hold confidential all non-public information obtained due to their directorship position absent the express or implied permission of the Board of Directors to disclose such information. Accordingly, (i) no Director shall use Confidential Information for his or her own personal benefit or to benefit persons or entities outside the Company; and (ii) no Director shall disclose Confidential Information outside the Company, either during or after his or her service as a Director of the Company, except with authorization of the Board of Directors or as may be otherwise required by law. “Confidential Information” is all non-public information entrusted to or obtained by a Director by reason of his or her position as a Director of the Company. It includes, but is not limited to, non-public information that might be of use to competitors or harmful to the Company or its customers if disclosed, such as:

- non-public information about the Company's financial condition, prospects or plans, its marketing and sales programs and research and development information, as well as information relating to mergers and acquisitions, stock splits and divestitures;
- non-public information concerning possible transactions with other companies or information about the Company's customers, suppliers or joint venture partners, which the Company is under an obligation to maintain as confidential; and
- non-public information about discussions and deliberations relating to business issues and decisions, between and among employees, officers and Directors.

In view of the potential for violations of this policy, and the difficulties GBI may experience in appropriately monitoring compliance with the principles set forth above, the Company has established an external communications policy applicable to Directors pursuant to which only certain persons may communicate with persons outside the Company on behalf of the Company. For these purposes, “Authorized Spokespersons” are (a) the Company’s Chief Executive Officer, President, Chief Operating Officer and Chief Financial Officer and (b) other individuals specifically approved by the CEO, President, COO or CFO from time to time for discrete communications or specific kinds of communications. Only Authorized Spokespersons may communicate about the Company or its business, meet with investors or communicate as a representative of the Company on social media sites, blogs or other venues accessible to persons outside the Company. In addition, Confidential Information should be discussed internally only among persons with a need to know in connection with the discharge of their duties. Should there be any questions regarding compliance with the foregoing policies, please contact Gregory Payne, Corporate Secretary.