

**Important Notice Regarding the Availability of Proxy Materials  
For the Shareholder Meeting to be held on October 7, 2009**

**The Company's Proxy Statement and 2008 Annual Report are available  
and can be accessed directly at the following Internet address:**

<http://www.acemarketing.net>

**PROXY  
ACE MARKETING & PROMOTIONS, INC.  
SPECIAL MEETING IN LIEU OF AN ANNUAL MEETING  
To be held on October 7, 2009 at 10:00 A.M.  
(This Proxy is Solicited on Behalf of the Board of Directors)**

The undersigned shareholder of Ace Marketing & Promotions, Inc., a New York corporation (the "Company"), acknowledges receipt of the Notice of a Special Meeting in Lieu of an Annual Meeting of Shareholders and Proxy Statement, dated September 10, 2009 and hereby constitutes and appoints Dean L. Julia and Michael D. Trepeta or either of them acting singly in the absence of the other, with a power of substitution in either of them, the proxies of the undersigned to vote with the same force and effect as the undersigned all shares of Common Stock of the Company held by the undersigned at the Special Meeting in Lieu of an Annual Meeting of Shareholders of the Company to be held at Morse & Morse PLLC, 1400 Old Country Road, Suite 302, Westbury, New York 11590 on October 7, 2009 at 10:00 A.M. local time and at any adjournment or adjournments thereof, hereby revoking any proxy or proxies heretofore given and ratifying and confirming all that said proxies may do or cause to be done by virtue thereof with respect to the following matters:

1. The election of the four directors nominated by the Board of Directors.

**FOR** all nominees listed below (except  
as indicated below), please check here

**WITHHOLD AUTHORITY** to vote  
for all nominees listed below,  
please check here

Dean L. Julia    Michael D. Trepeta    Scott J. Novack    Domenico Iannucci

**To withhold authority to vote for any individual nominee or nominees write such nominee's or nominees' name(s) in the space provided below.)**

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2. To ratify, adopt and approve the Audit Committee's selection of Holtz Rubenstein Reminick LLP to be the independent auditors of Ace for the fiscal year ended December 31, 2009.

**FOR**       **AGAINST**        **ABSTAIN**

3. To ratify, adopt and approve the filing of an amendment to Ace's Certificate of Incorporation to increase the number of authorized shares of Common stock from 25,000,000 shares, \$.0001 par value to 100,000,000 shares, \$.0001 par value.

**FOR**       **AGAINST**        **ABSTAIN**

4. To ratify, adopt and approve Ace's 2009 Employee Benefit and Consulting Services Compensation Plan.

**FOR**       **AGAINST**        **ABSTAIN**

5. In their discretion, the proxies are authorized to vote upon such other business as may properly come before the meeting or any adjournment or adjournments thereof.

The shares represented by this proxy will be voted in the manner directed. In the absence of any direction, the shares will be voted **FOR** each nominee named in Proposal 1, **FOR** Proposals 2, 3, and 4, and in accordance with the discretion of the persons appointed as Proxies on such other matters as may properly come before the Meeting, including adjournment of the Meeting and any other matters incident to the conduct of the Meeting. In case any nominee should become unavailable for election to the Board of Directors for any reason, the persons appointed as proxies shall have discretionary authority to vote the shares represented by this proxy for one or more alternative nominees who will be designated by the existing Board of Directors.

Dated \_\_\_\_\_, 2009  
\_\_\_\_\_(L.S.)  
\_\_\_\_\_(L.S.)

Email address (optional) \_\_\_\_\_

Please sign your name exactly as it appears hereon. When signing as attorney, executor, administrator, trustee or guardian, please give your full title as it appears hereon. When signing as joint tenants, all parties in the joint tenancy must sign. When a proxy is given by a corporation, it should be signed by an authorized officer and the corporate seal affixed. No postage is required if returned in the enclosed envelope and mailed in the United States.

**PLEASE SIGN, DATE AND MAIL THIS PROXY IMMEDIATELY IN THE ENCLOSED ENVELOPE.**