

A-MARK PRECIOUS METALS, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

(Effective as of February 28, 2014)

This Charter (this "Charter") of the Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of A-MARK PRECIOUS METALS, Inc. (the "Company") has been adopted by the Board. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

I. Membership; Organization

The membership of the Committee shall consist of three or more directors as determined by the Board, each of whom shall be free of any relationship that, in the opinion of the Board, may interfere with such member's individual exercise of independent judgment.

The Board, by resolution of a majority of the non-employee directors, shall appoint (and may remove with or without cause at any time) the members of the Committee. Unless a chairman of the Committee is appointed by the Board, the members of the Committee shall elect a chairman of the Committee by majority vote of the full Committee membership. The chairman shall be responsible for leadership of the Committee, including scheduling and presiding over meetings, preparing agendas, making regular reports to the Board, and maintaining regular liaison with the appropriate members of the Company's management.

The Committee shall meet at least four times annually or more frequently as circumstances dictate. A majority of the members shall constitute a quorum. If a quorum is present, a majority of the members present shall decide any question brought before the Committee. The chairman of the Committee may call a meeting of the Committee upon due notice to each other member at least twenty-four hours prior to the meeting and any member of the Committee may do so upon due notice at least forty-eight hours prior to the meeting.

The Committee may request any officer or employee of the Company, or the Company's outside counsel, to attend any of its meetings or meet with any of the Committee's members or consultants. Generally, any such independent advice should be sought with the knowledge of the Chief Executive Officer (the "CEO") of the Company. The Committee may retain such independent counsel and/or other advisors as it determines are necessary to carry out its duties. The Company shall provide (and the Board shall approve) such funding as the Committee determines is appropriate in connection with the retention of such independent counsel and/or other advisors, as well as for the ordinary administrative expenses of the Committee in carrying out its duties. Each member of the Committee shall be entitled to rely on (i) the integrity of those persons and organizations within and outside the Company from which it receives information, and (ii) the accuracy of the information provided by such persons or organizations absent actual knowledge to the contrary (which shall be promptly reported to the Board).

II. Process for Identifying Candidates for Director

The Committee shall formulate a process to identify candidates to be recommended to the Board for nomination as directors and, in consultation with the Chairman of the Board, the Lead Director (if any, as may be designated from time to time by the Board) and the CEO, identify candidates qualified to fill vacant Board positions. The process of identifying such director candidates shall at a minimum:

- reflect the minimum qualifications that in the view of the Committee are required for membership on the Board; among other things, candidates for membership on the Board shall be selected for their character, judgment, business experience, time commitment, and acumen;
- reflect any additional qualifications that in the view of the Committee are required of one or more members of the Board;
- provide for the consideration of the qualifications, performance and contributions of incumbent Board members who consent to re-election;
- provide for the identification and evaluation of potential nominees for positions for which the Committee does not select qualified incumbents for re-election; and
- provide for appropriate documentation of the nominations process.

The Committee shall have sole authority to retain (and terminate) any search firm to identify director candidates, including sole authority to approve each such search firm's fees and other retention terms.

The Committee shall select, or recommend that the full Board select, the director nominees for each annual meeting of the Company's stockholders.

The Company is of the view that the continuing service of qualified incumbents promotes stability and continuity in the boardroom, giving the Company the benefit of the familiarity and insight into the Company's affairs that its directors have accumulated during their tenure, while contributing to the Board's ability to work as a collective body. Accordingly, the process of the Committee for identifying nominees shall reflect the Company's practice of re-nominating incumbent directors who continue to satisfy the Committee's criteria for membership on the Board, whom the Committee believes will continue to make important contributions to the Board and who consent to continue their service on the Board.

III. Policy and Procedures Regarding Nominating Recommendations of Stockholders

The Committee shall formulate and recommend for adoption to the full Board a policy regarding consideration of nominees for election to the Board who are recommended by stockholders of the Company.

The policy shall state at a minimum that the Committee will consider candidates nominated by stockholders of the Company.

The policy shall contain any other elements that the Committee deems appropriate. These elements may include requirements relating to minimum share ownership of recommending stockholders; qualifications of recommended candidates; and compliance with procedures for submission of recommendations.

The Committee shall adopt procedures for the submission of nominating recommendations of stockholders to the Committee, consistent with the policy adopted by the Board. These procedures shall at a minimum include requirements and specifications relating to:

- the timing for submission of recommendations;
- the manner of submission of recommendations;
- information required to be provided concerning the recommending stockholder;
- information required to be provided concerning the proposed nominee;
- the consent of the proposed nominee to be contacted and interviewed by the Committee; and
- the consent of the proposed nominee to serve if nominated and elected.

IV. Procedures for Security Holder Communications with the Board

It is the policy of the Company to facilitate stockholder communications to the Board.

The Committee shall formulate procedures for stockholders to send communications to the Board. These procedures shall at a minimum include requirements and specifications relating to:

- the manner in which communications may be sent to the directors;
- any information required to be provided concerning the communicating stockholder or other party;
- the process for collecting and organizing communications; and
- the manner and timing of delivery of communications to the directors.

V. Policy on Director Attendance at Annual Meetings

The Committee shall formulate and recommend to the Board for adoption a policy regarding attendance of directors at annual meetings of the Company's stockholders.

The policy may provide for attendance of directors by appropriate means of electronic

conferencing.

VI. Evaluation Board and Committee Performance

The Committee shall establish performance criteria for itself and for the full Board, and shall evaluate itself, the full Board and individual members of the Board on a regular basis. Board evaluation shall include an assessment of whether the Board has the necessary diversity of skill, background, and experience to meet the Company's ongoing needs. Individual director evaluations shall include high standards for in-person attendance at Board and Board committee meetings and consideration of absences.

The members of the Committee shall conduct annual self-evaluations using the form attached as Exhibit B to the Company's Corporate Governance Guidelines. The Committee shall oversee the self-evaluation process for the Board and for the Committee.

VII. Corporate Governance Matters

The Committee, in consultation with the Chairman of the Board, the Lead Director (if any, as may be designated from time to time by the Board) and the CEO, shall be responsible for the periodic review and interpretation of the Company's corporate governance policies and its Corporate Governance Guidelines, as well as consideration of other corporate governance issues that may, from time to time, merit consideration by the entire Board.

The Committee, in consultation with the Chairman of the Board, the Lead Director (if any, as may be designated from time to time by the Board) and the CEO, shall consider and make recommendations to the Board concerning the appropriate size and needs of the Board.

The Committee shall consider policies relating to the Board and its directors, including the structure and size of each committee of the Board, share ownership, and retirement and resignation matters.