

MIDAS, INC.
BOARD OF DIRECTORS
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

- I. PURPOSE: The primary purpose of the Committee is to provide oversight on the broad range of issues surrounding the composition and operation of the Board of Directors of Midas, Inc. (the "Company"), including identifying individuals qualified to become Board members, recommending to the Board director nominees and recommending to the Board a set of corporate governance principles applicable to the Company. The Committee also provides assistance to the Board in the areas of committee selection and rotation practices, evaluation of the overall effectiveness of the Board and management, and review and consideration of developments in corporate governance practices. The Committee's goal is to assure that the composition, practices, and operation of the Board of Directors and its committees contribute to value creation and effective representation of the Company's shareholders, and to ensure the Board's compliance with all regulatory requirements.
- II. COMMITTEE MEMBERS: The Committee shall consist of at least three directors. Committee members shall be "independent directors" as that term is defined by NYSE listing rules and appointed and removed by the Board of Directors. Committee members shall hold their offices until their successors are elected and qualified, or until their earlier resignation or removal. All Committee vacancies shall be filled by the Board. The Board of Directors shall designate one of the Committee members as Chairman of the Committee.
- III. COMMITTEE MEETINGS: The Committee will meet at least two times a year, with authority to convene additional meetings as circumstances require. The Committee will invite members of management and others to attend meetings and provide pertinent information, as necessary and appropriate. Meeting agendas will be prepared and provided in advance to members, along with appropriate briefing materials. A majority of the members of the Committee shall constitute a quorum for the transaction of business. Minutes will be prepared and the Committee will report to the Board the results of its meetings. The Committee may form one or more subcommittees each of which may take such actions as may be delegated by the Committee.
- IV. DUTIES AND RESPONSIBILITIES: The Committee has the following specific duties and responsibilities, in addition to any additional similar matters which may be referred to the Committee from time to time by the full Board:
 1. Based upon general principles established by the Committee, review and recommend to the Board the compensation and benefits for directors of the Company.
 2. Evaluate and make recommendations to the full Board of Directors concerning the number and accountability of Board committees, committee assignments and committee membership rotation practices.

3. Establish and articulate qualifications, desired background, and selection criteria for members of the Board of Directors in accordance with relevant law and NYSE listing rules.
4. Make recommendations to the full Board of Directors concerning all nominees for Board membership, including the re-election of existing Board members. The Committee may retain any reputable search firm to be used to identify director candidates. The Committee has the sole authority to retain and terminate search firms and approve the search firm's fees and other retention terms.
5. On an annual basis, solicit input from the full Board of Directors and conduct a review of the effectiveness of the operation of the Board, Board committees and individual Board members, including reviewing and monitoring compliance with governance and operating practices and the Corporate Governance Guidelines for Operation of the Board of Directors.
6. Regularly review issues and developments relating to corporate governance issues and make recommendations to the full Board of Directors.
7. Periodically review and make recommendations to the full Board of Directors regarding director orientation, compensation and continuing education.
8. Ensure that the Board is operating in accordance with the Company's Certificate of Incorporation and By-Laws and the applicable regulatory and oversight agencies.
9. Evaluate annually its performance in accordance with NYSE listing rules.