

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 (the "Board") of Midas, Inc. (the "Company"). These include developing and recommending criteria for selecting new directors, identifying individuals qualified to become Board members, and recommending director nominees to the Board. The Committee is also responsible for recommending to the Board individuals qualified to become Chief Executive Officer ("CEO") of the Company and any other senior executive officers the Committee may choose to approve. 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 as well as the Company's Code of Ethics. The Committee's goal is to assure that the composition, practices, and operation of the Board 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 the New York Stock Exchange ("NYSE") listing rules. Committee members shall be appointed and removed by the Board. 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 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. All meetings shall be at the call of the Chairman of the Committee. 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. The Committee shall keep a separate book of minutes of their proceedings and actions and will report to the Board the results of its meetings, and make such recommendations and findings as it deems appropriate. The Committee members shall perform an annual evaluation of the Committee. 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. Evaluate and make recommendations to the Board concerning the number and accountability of Board committees, committee assignments, functions and membership rotation practices.
2. Establish and articulate qualifications, desired background, and selection criteria for members of the Board in accordance with relevant law and NYSE listing rules.
3. Screen and recommend to the Board nominees for election as directors of the Company, including nominees recommended by stockholders of the Company, and consider the performance of incumbent directors and the re-election of existing Board members. The Committee may retain any search firm to be used to identify director candidates. In addition, the Committee may retain any consultants or other experts that it deems necessary or appropriate. The Committee has the sole authority to retain and terminate such search firms, consultants and other experts and to approve their respective fees and other retention terms.
4. On an annual basis, solicit input from the Board members and conduct a review of the effectiveness of the operation of the Board, Board committees and individual Board members, which will include an annual performance review of this Committee by its members.
5. Periodically review succession plans of the CEO of the Company, and screen and recommend to the Board candidates for CEO and such other senior executive officers of the Company as may be determined by the Committee.
6. Regularly review issues and developments relating to corporate governance issues and recommend to the full Board a set of corporate governance guidelines, including an insider trading and reporting policy. Monitor compliance with the guidelines and make recommendations to the Board for modifications as appropriate.
7. Review and recommend to the Board a Code of Ethics for directors, officers and employees and, based on a periodic review, make recommendations for changes as deemed appropriate.
8. Periodically review and make recommendations to the full Board regarding director orientation and continuing education for directors.
9. 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.
10. Evaluate annually its performance in accordance with NYSE listing rules.