

**A-MARK PRECIOUS METALS, INC.**

**COMPENSATION COMMITTEE CHARTER**

**(As Amended on December 12, 2014)**

This Charter (this “Charter”) of the Compensation 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. Each Committee member shall also meet the independence and experience requirements for serving on compensation committees of the Securities and Exchange Commission and the listing standards of the Nasdaq Global Select Market. In addition, each member of the Committee shall be literate in compensation and benefit-related matters, and shall have experience in general management, law and finance, and shall have knowledge of the Company. No action of the Committee shall be deemed to be invalid or beyond the authority of the Committee because of the failure of any member to meet the requirements of this paragraph.

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. The Committee may, in its sole discretion, retain or obtain the advice of such legal counsel, compensation consultants and/or other advisors (“Advisors”) as it determines are necessary or appropriate to carry out its duties, and the Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Advisor retained by the Committee. The Committee may select an Advisor (other than in-house legal counsel) only after

taking into consideration all factors relevant to that Advisor's independence, including the factors identified in NASDAQ Marketplace Rule 5605(d)(3)(D), and subject to the provisions of that Rule. The Company shall provide (and the Board shall approve) such funding as the Committee determines is appropriate to pay the reasonable compensation of any such Advisor, 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. Authority**

The Committee will have the resources and authority necessary to discharge its duties and responsibilities, including the authority to retain outside counsel or other experts or consultants, as it deems appropriate. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the Committee will take all necessary steps to preserve the privileged nature of those communications.

## **III. Responsibilities**

The principal responsibilities and functions of the Committee are as follows:

1. Review the competitiveness of the Company's executive compensation programs to ensure (a) the attraction and retention of corporate officers, (b) the motivation of corporate officers to achieve the Company's business objectives, and (c) the alignment of the interests of key leadership with the long-term interests of the Company's stockholders.
2. Ensure that the following compensation policies remain in effect:
  - a. compensation arrangements shall emphasize pay for performance and encourage retention of those employees who enhance the Company's performance;
  - b. compensation arrangements shall maintain an appropriate balance between the relevant employee's salary and his or her annual and long-term incentive compensation;
  - c. in evaluating and approving compensation for an executive, the recent compensation history of the executive, including special or unusual compensation payments, shall be taken into consideration; and
  - d. cash incentive compensation plans for senior executives, if and to the extent applicable, shall link pay to achievement of financial goals set in advance by the Committee.
3. Review trends in management compensation, oversee the development of new compensation plans and, when necessary, approve the revision of existing plans.

4. Review the performance of executive management.
5. Review and recommend for review and approval by the Board annual and long-term performance goals and objectives for the Company's Chief Executive Officer (the "CEO"), evaluate the CEO's performance against such goals and objectives, and other relevant factors (such as the performance of the Company's peer companies), and recommend to the Board for approval CEO compensation levels based on the foregoing. When deliberating and voting on the compensation of the CEO, the Committee shall meet in executive session outside of the presence of the CEO.
6. Recommend to the Board for approval the salaries, bonus and other compensation of all executive officers of the Company (including the CEO and new executive officers).
7. Recommend to the Board for approval severance arrangements for executive officers (including the CEO), including change-in-control and similar provisions.
8. Review and approve the awards made under any executive officer bonus plan, and provide an appropriate report to the Board.
9. Develop and oversee an overall evaluation process and compensation structure for the Company at large with respect to senior officers; oversee management's implementation of such process.
10. Review and discuss with the Board and executive officers plans for officer development and corporate succession plans for the CEO and other executive officers.
11. Produce an annual report on Executive Compensation for inclusion in the Company's annual proxy statement, in compliance with applicable Securities and Exchange Commission rules, regulations and relevant listing authority.
12. Review and make recommendations concerning long-term incentive compensation plans, including the use of stock options and other equity-based plans for all directors and executive officers. The Committee will act on behalf of the Board as the "Committee" established to administer equity-based and employee benefit plans to directors and executive officers, and as such will discharge any responsibilities imposed on the Committee under those plans, including making and authorizing grants, in accordance with the terms of those plans (it being understood that the "Stock Option Committee" will serve such function with respect to all other employees of and consultants to the Company).
13. On an annual basis, (a) evaluate the Committee's performance and (b) evaluate, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
14. Review the compensation of directors annually and propose, as appropriate, revisions to the directors' compensation policy.