

**CORPORATE GOVERNANCE AND NOMINATING  
COMMITTEE CHARTER**  
of  
**LIQUIDMETAL TECHNOLOGIES, INC.**

Adopted May 8, 2013

This charter (“Charter”) is adopted as the Charter of the Corporate Governance and Nominating Committee (the “Committee”) of Liquidmetal Technologies, Inc. (the “Company”) by the Board of Directors (the “Board”), on May 8, 2013.

**Committee Membership**

The Committee shall be composed of at least three (3) Directors, each of whom shall be “independent” under the criteria set by the NASDAQ Stock Market (even if the Company’s securities are not listed on such market) and any applicable law, regulation, and/or listing requirement, including those of the SEC. All such independent Directors shall also be “outside directors” within the meaning of Section 162 (m) of the Internal Revenue Code.

The members of the Committee shall be selected by a majority vote of the Board at its annual meeting and shall serve until its next annual meeting or until their successors shall be duly elected and qualified, or their earlier resignation or removal by the Board, with or without cause. The members of the Committee may, if they so desire, elect a Chair, who shall serve at the pleasure of the Committee and the Board.

**Meetings**

The Committee shall meet as needed, and may meet in any manner permitted by law and the Bylaws of the Company (as such may be amended from time to time), including telephonically. A majority of the Committee members shall constitute a quorum, and a majority of the members present shall decide any question brought before the Committee. The Committee shall report to the full Board any actions taken at its meetings at the Board meeting next following each Committee meeting.

**Committee Authority and Responsibilities**

The Committee shall:

*Board Oversight Functions*

1. Recommend to the Board the number of Directors that should comprise the Board and the Committees of the Board.
2. Assist the Board in establishing a “job description” for Board members, setting forth the responsibilities of, and the expected participation from, Directors.
3. Oversee periodic self-evaluations by the Board, its Committees and the individual Directors of their respective performance.

4. Consider the fitness of each incumbent Director to continue to serve as a Director, including in such consideration (a) each such Director's ability and willingness to devote appropriate attention to the Company and its affairs, (b) the role of each such Director and the roles of the various Directors, (c) any actual or potential conflicts of interest, and (d) each such Director's attendance at meetings.
5. Monitor the employment and/or occupational status of Board members, which will be considered by the Committee in evaluating whether to nominate Board members for re-election at the next annual meeting.
6. Oversee the annual evaluation by the Board of the performance of the Chief Executive Officer and management generally.

#### Nominating Functions

7. Recommend to the Board the qualifications for membership on the Board and each Board committee, as well as any recommended term limits
8. Identify, recommend and recruit candidates to be nominated to fill open positions on the Board and to be nominated for election by the stockholders at the annual meetings.
9. Develop, maintain and manage a process to consider Director candidates recommended by stockholders. The Committee will consider and apply the same criteria to any candidates submitted to the Committee by stockholders that the Committee applies to its own candidates.
10. Have sole authority to retain and terminate search firms, as needed, to identify Director candidates, and to approve the fees and terms of retention of any such search firms.

#### Corporate Governance Functions

11. Review and recommend to the Board any proposed changes to the Company's Certificate of Incorporation, Bylaws, Corporate Governance Guidelines and other governance documents, and ensure that the Company remains current in its governance policies.
12. Interpret, if necessary, and confirm compliance with the Company's corporate governance policies and serve as the final arbiter of any questions of interpretation of such policies or of possible conflicts of interest of Board members and of the Company's senior executives.
13. Encourage the Directors to periodically receive continuing education in the areas of corporate governance and function.
14. Develop and manage a program for the orientation of new Directors.
15. Recommend committee composition and assignments for each Board committee and submit such recommendations to the Board for ratification.
16. Assist in creation of and review the succession plan relating to the Company's executive officers and make recommendations to the Board.
17. Form and delegate authority to subcommittees when appropriate, subject to applicable requirements of Delaware law.

