

**CHARTER OF THE GOVERNANCE AND NOMINATING COMMITTEE
OF THE BOARD OF DIRECTORS OF
RIOT BLOCKCHAIN, INC.**

This Charter of the Governance and Nominating Committee of the Board of Directors (this “**Charter**”) outlines the purpose, composition and responsibilities of the Governance and Nominating Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Riot Blockchain, Inc., a Nevada corporation (the “**Company**”).

I. PURPOSE

The Committee is responsible for assisting the Board in determining the desired experience, mix of skills and other qualities to provide for appropriate Board composition, taking into account the current Board members and the specific needs of the Company and the Board, as well as assisting the Board with management and development of the Company’s executive employment practices, strategy, and procedures. The Committee shall also be responsible for recommending to the Board and monitoring matters with respect to governance of the Company, including developing and reviewing the Company’s Corporate Governance Guidelines (the “**Corporate Governance Guidelines**”) and other governing policies and documents. The Committee may also perform such other functions as the Board may from time to time assign.

II. COMPOSITION

The Committee shall be composed of at least three members (including a Chairperson), each of whom the Board shall have determined has no material relationship with the Company, and all of whom shall be “independent” as such term is defined for directors in the NASDAQ Stock Market LLC Listing Standards (the “**NASDAQ Listing Standards**”) and the applicable rules of the Securities and Exchange Commission (the “**SEC**”). Additionally, no director may serve on the Committee unless he or she is a “Non-Employee Director” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended.

The members of the Committee and the Chairperson shall be selected annually by the Board upon the recommendation of the Governance and Nominating Committee and shall serve at the pleasure of the Board. A Committee member (including the Chairperson) may be removed at any time, with or without cause, by the Board. The members of the Committee shall serve for such term or terms as the Board may determine, or until such member’s earlier resignation, death or removal, with or without cause, by the Board.

III. MEETING REQUIREMENTS

The Committee shall meet periodically and as necessary upon the request of the Committee chairperson or upon the initiation of a majority of the members of the Committee. The Committee may ask members of management, directors, employees or others whose advice and counsel are relevant to the issues then being considered by the Committee, to attend any meetings and to provide such pertinent information as the Committee may request.

The Chairperson of the Committee shall be responsible for leadership of the Committee, including preparing the agenda, presiding over Committee meetings, making Committee assignments, reporting on the Committee’s activities to the Board and being the lead liaison between the Committee

and the Company's management. The Committee may also exclude from all or a portion of its meetings any person it deems appropriate in order to carry out its responsibilities. The Committee may also meet in sessions at any time without any other persons present.

A majority of the members, but not less than two members, shall constitute a quorum of the Committee. The Committee shall act on the affirmative vote of a majority of the members present at a meeting at which a quorum is present. The Committee may meet by telephone conference call or by any other means permitted by law or the Company's Bylaws. Any Action required or permitted to be taken at a meeting of the Committee may also be taken without a meeting by unanimous written consent of all members.

IV. COMMITTEE RESPONSIBILITIES

In addition to such other duties as the Board may from time to time assign, the Committee shall have the following responsibilities:

A. Board Candidates and Nominees

1. To identify, evaluate, and recommend to the Board for nomination the Company's candidates for election or reelection as directors at the Annual Meeting of Stockholders or by appointment by the Board in the event of a vacancy or newly-created directorship, including consideration of prospective candidates proposed for the Committee's consideration by any stockholder;
2. To review the desired experience, mix of skills and other qualities to provide for appropriate Board composition, taking into account the current Board members, the specific needs of the Company and the Board, the applicable rules and regulations of the SEC and NASDAQ Listing Standards;
3. To conduct or otherwise oversee candidate searches, interview prospective candidates and conduct programs to introduce candidates to the Company, its management and operations, and confirm the appropriate level of interest of such candidates;
4. To have sole authority to retain and terminate any search firm to be used to assist in identifying candidates to serve as a director of the Company, including sole authority to approve the fees payable to any such search firm and any other terms of retention;
5. To conduct appropriate inquiries into the background and qualifications of potential nominees; and
6. To recommend to the Board qualified candidates for the Board who bring the background, knowledge, experience, skill sets and expertise that would strengthen and increase the diversity of the Board.

B. Board of Directors

1. To assess and make recommendations to the Board regarding the size and composition of the Board in light of the operating and regulatory requirements of the Company and a consideration of appropriate areas of expertise to be represented on the Board;
2. To recommend to the Board policies pertaining to the roles, responsibilities, retirement age, tenure and removal of directors;
3. To review the Directors and Officers questionnaires prepared annually by the Company's directors;
4. To assist the Board in assessing whether directors and prospective directors are "independent" within the meaning of the rules and regulations of the SEC and NASDAQ Listing Standards;
5. To review the suitability for continued service as a director of each Board member when he or she has a significant change in status, such as an employment change, and to recommend whether or not such director should be re-nominated;
6. To develop and oversee the operation of an orientation program for new directors and determine whether and what form of continuing education for directors is appropriate; and
7. To periodically review the structure, size, composition, and operation of the Board and each committee thereof and make recommendations to the Board from time to time as to changes that the Committee believes to be desirable for the structure, size, composition and operation of the Board or any committee thereof;
8. In conjunction with the Compensation Committee, to consider the appropriateness of the non-employee director compensation program, and make recommendations to the Board regarding director compensation.

C. Committees of the Board

1. To assess and make recommendations to the Board regarding the size, composition, scope of authority, responsibilities, and reporting obligations of each committee of the Board;
2. To annually propose to the Board directors to serve as chairpersons and members of each committee of the Board, and to review and recommend additional committee members as needed;
3. To coordinate matters between the committees of the Board and review and coordinate proposed revisions to committee charters; and
4. To recommend that the Board establish such special committees as may be necessary or appropriate to address ethical, legal or other matters that may arise.

D. Evaluations and Management Development

1. To oversee the performance of the Board and its Committees;
2. To work with the Company's senior management to consider, adopt and oversee director orientation and continuing education programs;
3. To recommend to the Board candidates for election as corporate officers of the Company as the Committee may from time to time deem appropriate;
4. In conjunction with the Compensation Committee, to conduct an annual review of the performance of the Chief Executive Officer;
5. To periodically review executive officer succession plans, including receiving and considering recommendations from the Company's Chief Executive Officer regarding succession at the Chief Executive Officer and other executive officer levels; and
6. To review the Directors and Officers questionnaires prepared annually by the Company's executive officers.

E. Corporate Governance

1. To develop, evaluate and oversee issues and developments with respect to governance of the Company;
2. To oversee the Company's compliance program, including the Company's Code of Ethics and Business Conduct, Corporate Guidelines and the Company's policies and procedures for monitoring compliance; and to periodically endeavor to meet to review the implementation and effectiveness of the Company's compliance program with the chief compliance officer, if any, who shall have the authority to communicate directly to the Committee, promptly, about actual and alleged violations of law or the Company's codes of conduct, including any matters involving criminal or potential criminal conduct;
3. To periodically review the Company's Corporate Governance Guidelines and recommend changes to the Board as appropriate;
4. To periodically assess the adequacy and performance of the Company's corporate governance policies and procedures, and recommend any changes to the Board for approval, as appropriate;
5. To periodically review the Company's Certificate of Incorporation and Bylaws and recommend changes to the Board for submission to the stockholders for approval, as appropriate; and
6. To periodically review and make recommendations to the Board regarding the appropriateness of the Company's Stockholder Rights Plan, if any, as a whole and its specific terms, and other modifications to the Company's takeover and structural defenses.

F. Miscellaneous

1. To evaluate stockholder proposals submitted for inclusion in the Company's proxy materials and recommend to the Board whether the Company should support or oppose the proposal;
2. To recommend ways to enhance services to and improve communications and relations with the Company's stockholders;
3. To report the Committee's activities to the full Board on a regular basis and make such recommendations with respect to the above and other matters as the Committee may deem necessary or appropriate; and
4. To annually evaluate the adequacy of the Charter.

In carrying out its oversight responsibilities, the Committee's policies and procedures should remain flexible to enable the Committee to react to changes in circumstances.

V. DELEGATION TO SUBCOMMITTEE

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee. The Committee, in its discretion, may also delegate any such extended authority to one or more members of management, acting separately or together as a management committee, subject to such limitations, if any, as set forth in this Charter, the Bylaws, or any applicable governance policies of the Company.

VI. ADVISORS TO THE COMMITTEE

The Committee may retain, at the Company's expense, legal, accounting or other advisors as it deems necessary to carry out its duties, and shall receive appropriate funding, as determined by the Committee, from the Company for payment of compensation to any such advisors. The Committee shall have sole authority to retain and terminate any such advisors, including the sole authority to negotiate and approve reasonable fees and retention terms of such advisors. The Committee shall assess the independence of outside counsel, experts, and other advisors (whether retained by the Committee or management) that provide advice to the Committee, in accordance with NASDAQ Listing Standards and applicable SEC rules. The Committee shall comply with the Company's then-current level review of contracts and budget procedures.

VII. PERFORMANCE EVALUATION

The Committee may prepare and review with the Board an annual performance evaluation of the Committee, which evaluation may include a comparison of the performance of the Committee with the requirements of this Charter. The performance evaluation may also recommend to the Board any changes to the Committee's Charter deemed necessary or desirable by the Committee. Any performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. The report to the Board may take the form of an oral or written report or presentation by the chairperson of the Committee or any other member of the Committee designated by the Committee to make the report.

Approved by the Board, October 24, 2019.