

As amended July 21, 2016

**U.S. SILICA HOLDINGS, INC.
NOMINATING AND GOVERNANCE COMMITTEE CHARTER**

MEMBERSHIP

The Nominating and Governance Committee (the “Committee”) of U.S. Silica Holdings, Inc. (the “Company”) shall consist of at least three directors from the Company’s board of directors (the “Board”). All Committee members shall meet the applicable independence requirements of the New York Stock Exchange (the “NYSE”); provided however, that the Company may avail itself of any exemption or grace period from such requirement available to it under the rules of the NYSE. Notwithstanding the foregoing membership requirements, no action of the Committee shall be invalid by reason of any such requirement not being met at the time such action is taken. Committee members shall be appointed by the Board and may be removed by the Board at any time for any or no reason.

PURPOSE

The Committee’s primary purposes are to:

- identify and assess persons qualified to become Board members, consistent with the qualification standards and criteria approved by the Board;
- recommend to the Board a slate of director nominees for election or reelection at the annual meeting of stockholders;
- recommend to the Board the structure and membership of Board committees;
- recommend to the Board persons to fill Board and committee vacancies;
- oversee annual evaluations of the Board and committees of the Board; and
- develop and recommend to the Board, and review periodically, the Corporate Governance Guidelines applicable to the Company and amendments thereto and make other recommendations to the Board relative to corporate governance issues.

STRUCTURE AND OPERATIONS

The Board shall designate one of the members of the Committee as chairperson (the “Chair”) of the Committee. The Committee shall meet periodically at such times as it determines to be necessary or appropriate and shall periodically report to the Board regarding any issues, recommendations or findings as it deems appropriate. A majority of the members of the Committee shall constitute a quorum for the transaction of business. The Committee may act only upon approval of a majority of its members. The action of the Committee at a meeting at which a quorum is present shall be the act of the Committee. The Committee may act in writing

by the unanimous consent of its members. The Committee may invite members of management or others to its meetings. The Committee shall have the opportunity at each regularly scheduled meeting to meet in executive session without the presence of management. The Committee may delegate any of its responsibilities to one or more subcommittees as it may deem appropriate to the extent allowed by applicable law and the rules of the NYSE.

AUTHORITY AND RESOURCES

The Committee shall have the authority to (1) select, retain, oversee and terminate any search firm engaged to assist in identifying director candidates and (2) approve the fees and retention terms of such search firms. The Committee may conduct or authorize studies and investigations into any matters within the scope of its responsibilities and may retain outside legal or other advisors to assist in the conduct of any such study or investigation or for any other reason as determined by the Committee. The Company shall pay such third parties retained by the Committee such compensation, including without limitation usual and customary expenses and charges, as shall be determined by the Committee. The Company also shall pay such ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties as shall be determined by the Committee.

RESPONSIBILITIES

The responsibilities of the Committee shall include the following, along with any other matters as the Board may delegate to the Committee from time to time.

1. *Recommend Criteria for Selection of Directors.* The Committee is responsible for developing the criteria for the requisite skills and characteristics of new Board members as well as the composition of the Board as a whole. The Committee shall periodically review and, if desirable, recommend changes to the criteria for the selection of new directors as adopted by the Board from time to time as set forth in the Guidelines.
2. *Recommend Director Candidates.* The Committee shall recommend to the Board a slate of director nominees for election or reelection at each annual meeting of stockholders. The Committee shall identify, recruit and recommend to the Board only those candidates that the Committee believes are qualified to become Board members consistent with the criteria for selection of new directors adopted from time to time by the Board and shall consider the performance of incumbent directors in determining whether to recommend them for reelection. The Committee shall consider director candidates timely submitted by the Company's stockholders in accordance with the notice provisions and procedures set forth in the Company's Bylaws, and shall apply the same criteria to the evaluation of those candidates as the Committee applies to other director candidates.
3. *Recommend Committee Members.* The Committee shall recommend to the Board candidates to serve as members and chairpersons of each of the Board's committees. In recommending a director for committee membership, the Committee shall take into consideration the factors set forth in the charter of the applicable

committee, if any, as well as any other factors it deems appropriate, including without limitation, the Corporate Governance Guidelines, the consistency of the director's experience and qualifications with the goals of the committee and the interplay of the director's experience and qualifications with the qualifications and experience of the other committee members.

4. *Fill Board and Committee Vacancies.* The Committee shall propose to the Board director candidates to fill vacancies on the Board or on Board committees in the event of a director's resignation, death or retirement, a change in Board or committee composition requirements, or the expansion of the Board or committee.

5. *Review Committee Structures.* The Committee shall periodically review and, if desirable, recommend to the Board changes in the number, responsibilities and membership of the Board committees, and recommend that the Board establish any special committees as necessary to properly address ethical, legal or other matters that may arise from time to time.

6. *Review Changed Circumstances of Directors.* The Committee shall review the appropriateness of a director's continued Board and committee membership in light of any change in the director's employment, relationship with the Company or any other changed circumstance that could affect the director's independence, qualifications or availability.

7. *Develop the Guidelines.* The Committee shall develop and recommend to the Board the Corporate Governance Guidelines pursuant to the rules of the NYSE, periodically review and reassess the adequacy of the Corporate Governance Guidelines and recommend to the Board any changes deemed appropriate. The Committee shall stay abreast of developments in the area of corporate governance generally to insure that the Company remains current in its governance policies.

8. *Evaluate Stockholder Proposals.* The Committee shall evaluate and make recommendations to the Board regarding stockholder proposals.

9. *Director Continuing Education.* The Committee shall identify and approve director continuing education programs, conferences and similar presentations and communicate the same to the Board.

10. *Annual Performance Evaluation.* The Committee shall administer annual performance evaluations of the Board and its committees, including a review of this Committee by its members, and present the evaluations to the Board.

11. *Special Matters.* At the Board's request, the Committee shall advise management on special matters, including acquisitions and significant capital expenditures.

12. *Review Committee Charter.* The Committee shall review and reassess the adequacy of this Charter at least once every two years, and recommend any proposed changes to the Board.

While the Committee members have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of the Committee members, except to the extent otherwise provided under applicable federal or state law. Further, nothing in this Charter is intended to preclude or impair the protection provided in Section 141(e) of the Delaware General Corporation Law for good faith reliance by Committee members on reports or other information provided by others.