

**SCHMITT INDUSTRIES, INC.**

**NOMINATING COMMITTEE CHARTER**

1. *Mandate.* The primary focus of the Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) is on the broad range of issues surrounding the composition of the Board and membership selection.
2. *Membership.* The Committee shall be composed of at least two independent directors.
3. *Responsibilities.* The responsibilities of the Committee shall be to: (i) develop a Board, which is diverse in nature and provides management with experienced and seasoned advisors in fields related to current or future business directions of the Company; (ii) make recommendation to the Board regarding all nominees for Board membership, whether for the slate of director nominees to be proposed by the Board to the shareholders or any director nominees to be elected by the Board to fill interim director vacancies; and (iii) review director candidates submitted by shareholders.
4. *Meetings.* The Committee will meet at least once per year and more frequently as circumstances require.

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