

SCHMITT INDUSTRIES, INC.

NOMINATING COMMITTEE CHARTER

PURPOSE

The Nominating Committee (the "Committee") of the Board of Directors ("the Board") of Schmitt Industries, Inc. (the "Company") will have broad oversight surrounding the composition of the Board and membership selection.

COMPOSITION AND DELEGATION

The Committee will be comprised of at least two independent directors. The Board will appoint the members of the Committee and may designate or remove members at its discretion. Each member will serve until such member's successor is duly appointed or until such member's earlier resignation or removal. The Board will designate one of the members of the Committee as Committee Chair. The independent members of the Committee will meet the independence and experience requirements prescribed by The Nasdaq Stock Market LLC ("NASDAQ") and the Securities and Exchange Commission (the "SEC").

MEETINGS OF THE COMMITTEE

The Committee is to meet at least once per year and more frequently as circumstances require.

DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

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.