

ROCKY MOUNTAIN CHOCOLATE FACTORY, INC.
NOMINATING COMMITTEE CHARTER

General

The Nominating Committee (the "**Committee**") shall be appointed by the Board of Directors (the "**Board**") of Rocky Mountain Chocolate Factory, Inc. (the "**Company**"). The primary function of the Committee is to (i) identify individuals qualified to become members of the Board, and (ii) approve and recommend to the Board director candidates. The Committee shall have all authority necessary to fulfill the duties and responsibilities assigned to the Committee in this Charter or otherwise assigned to it by the Board.

Composition and Delegation

The Committee shall be comprised of not less than three (3) independent directors. Each member of the Committee shall meet the independence standards required by the Board and applicable laws, regulations and listing requirements, unless otherwise provided by the Board or applicable laws, regulations or listing requirements. The members of the Committee shall be appointed annually by the Board at its annual meeting or as otherwise necessary to fill vacancies. The Board shall designate one of the Committee members as Chairperson. The Board may remove any member from the Committee at any time with or without cause. The Committee, when appropriate, may form and delegate authority to subcommittees and may, to the extent permitted by applicable laws, regulations and listing requirements, delegate authority to one or more designated members of the Committee, the Board or Company officers.

The Committee shall have the authority to retain and terminate any search firm that is used to identify director candidates and the authority to approve fees and other retention terms. As the Committee deems appropriate, it may also retain independent counsel and other consultants to assist the Committee without seeking further Board approval with respect to the selection, fees or retention terms for any such advisers.

Duties and Responsibilities

The Committee shall:

Director Selection

- Review, approve and recommend for Board consideration director candidates based on relevant factors, including, but not limited to, an individual's independence, knowledge, skill, training, experience, and willingness to serve on the Board.
- Determine procedures for the review, approval and recommendation of director candidates, as appropriate.

Meetings

In accordance with the applicable provisions of the Company's bylaws, as amended from time to time, the Committee shall meet at such times and places, and with such persons present, as the members deem advisable, and shall make such recommendations to the Board as the Committee considers appropriate.

Minutes

Minutes of each meeting shall be prepared by the Committee Chairperson or by his/her designee and sent to the Committee members. Following an initial review by the Committee members, the Committee will provide the minutes to the Board. The Secretary of the Company shall archive the approved minutes. The Committee will also report to the Board on any significant matters arising from the Committee's work.

Selection Procedures

Potential director candidates should be referred to the Chairperson of the Committee for consideration by the Committee and possible recommendation to the Board, if deemed appropriate. The Committee may maintain a list of director candidates to consider and propose to the Board, as required. If necessary or desirable in the opinion of the Committee, the Committee will determine appropriate means for seeking additional director candidates, including engagement of any outside consultant to assist the Committee in the identification of director candidates.

The Committee will consider candidates recommended by shareholders when such recommendation is made in writing (i) delivered pursuant to the Company's Policy on Shareholder Communications with the Board of Directors; (ii) received by a date no later than the 120th calendar day before the date of the Company's proxy statement released to shareholders in connection with the previous year's annual meeting; and (iii) signed by one or more shareholders that beneficially owned five percent (5%) or more of the Company's voting common stock for a at least one (1) year as of the date the recommendation is made.

The Committee will decide on the appropriate means for the review and approval of individual director candidates, including current directors, and the recommendation of director candidates to the Board. In the event of a vacancy on the Board, the Chairperson of the Committee will initiate the effort to identify appropriate director candidates unless the vacancy is eliminated by action of the Board or shareholders.

Evaluation

The Committee shall review and reassess this Charter at least annually and, if appropriate, propose changes to the Board.