

GRANITE CITY FOOD & BREWERY LTD.

Compensation Committee Charter

May 3, 2017

1. Purpose. The purpose of the Compensation Committee (the "Committee") of Granite City Food & Brewery Ltd. (the "Company") is to review and make recommendations to the Board of Directors (the "Board") regarding the compensation of the Company's directors and executive officers, and to discharge the Board's responsibilities under the Company's incentive compensation and equity-based plans. The Company's compensation and benefit programs seek to (i) attract and retain qualified executive officers and other employees, (ii) motivate executive officers and other employees to achieve the Company's business objectives, and (iii) align the interests of executive officers and other employees with the long-term interests of the Company's shareholders.

2. Membership. The membership of the Committee consists of at least two directors, all of whom shall (a) meet the independence requirements established by the Board and applicable laws, regulations and listing requirements, (b) be a "non-employee director" within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934 (the "1934 Act"), and (c) be an "outside director" within the meaning of Section 162(m) of the Internal Revenue Code. The Board shall appoint the members of the Committee and the chairperson. The Board may remove any member from the Committee at any time with or without cause.

3. Operations. The Committee shall meet at least twice each year and additional times as its members deem necessary to carry out its responsibilities. Meetings may occur as the Committee or its chair deems advisable. The Committee will cause to be kept adequate minutes of all its proceedings, and will report on its actions and activities at the next meeting of the Board. Committee members will be furnished with copies of the minutes of each meeting and any action taken by unanimous consent. The Committee is governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee is authorized to adopt its own rules of procedure not inconsistent with (a) any provision of this Charter, (b) any provision of the Bylaws of the Company, or (c) the laws of the state of Minnesota. At the invitation of the Committee Chair, the meetings may be attended by the Chair of the Board, the Chief Executive Officer, representatives of any compensation consultant retained by the Committee and/or other persons as are appropriate to matters under consideration.

4. Authority. The Committee will have the resources and authority necessary to discharge its duties and responsibilities. The Committee has sole authority to retain and terminate its outside legal counsel, its outside compensation consultant, or other experts or consultants, as it deems appropriate, including sole authority to approve such firms' fees and other retention terms. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the Committee will take all necessary steps to preserve the privileged nature of those communications.

The Committee may form and delegate authority to subcommittees and may delegate authority to one or more designated members of the Committee.

5. Responsibilities. The principal responsibilities and functions of the Committee are as follows:

(a) Regularly review the philosophy, objectives, structure, cost and administration of the Company's senior management compensation and benefit programs, and whether such programs are appropriate, properly coordinated and achieve their intended purpose(s), and the Committee may recommend to the Board the adoption of new plans or programs.

(b) Regularly review trends in compensation and benefit programs and recommend for the Board's approval, the revision of existing or the development of new senior management compensation and benefit programs.

(c) Annually review and recommend for the Board's approval, for the Company's executive officers, all elements of compensation, including base salary, bonuses and incentive compensation.

(d) Review and recommend to the Board for approval, the entry into or modification of employment agreements between the Company and any executive officer and any severance or termination packages with any executive officer.

(e) Annually review and recommend to the Board the approval of the goals and objectives for the Company's executive officers. Annually evaluate the performance of the executive officers in light of their approved goals and objectives. The results of the annual performance evaluations will be considered by the Committee in recommending base salary and other compensation.

(f) No executive officer may be present during deliberations or voting by the Board or Committee concerning the compensation of executive officers. All references in this Charter to approvals by the Board shall mean approval by the Company's non-employee, independent directors.

(g) Review and discuss with the Board and the executive officers succession plans for the executive officers.

(h) The Committee shall have the exclusive authority to interpret, administer and grant awards under all equity-based compensation plans of the Company, except as otherwise approved or directed from time to time by the Board. The Board may also delegate such authority to an appropriate executive officer (in accordance with applicable stock exchange regulations and law) or as provided in a particular plan.

(i) While it is the responsibility of the Committee to review and make recommendations to the Board of any of the matters or actions described in Subsections (a) through (g) of this Section 5, the Board shall have the authority to delegate to the Committee the determination and approval of any or all of such matters.

(j) Review periodic reports from management on matters relating to the Company's personnel appointments and practices.

(k) Periodically review this Charter and recommend to the Board any appropriate or necessary revisions.

(l) Periodically evaluate the Committee's performance.

(m) Perform any other activities consistent with this Charter, the Company's Bylaws, and governing law, as the Committee or the Board deems necessary or appropriate.