

## **HESKA CORPORATION AUDIT COMMITTEE CHARTER**

### **Purpose**

The Audit Committee is appointed by the Board of Directors (the "Board") of Heska Corporation (the "Company") to oversee (1) the integrity of the financial statements of the Company, (2) the qualifications, independence and performance of the Company's independent auditors, and (3) the Company's internal accounting and financial controls.

In addition, the Audit Committee shall prepare the audit committee report required by the rules of the Securities and Exchange Commission (the "Commission") to be included in the Company's annual proxy statement.

### **Membership**

The Audit Committee shall consist of at least three members. The members of the Audit Committee shall meet the independence and experience requirements of Section 10A(m)(3) of the Securities Exchange Act of 1934 (the "Exchange Act"), the rules and regulations of the Commission and the Nasdaq Stock Market LLC (or any other exchange upon which the Company's stock becomes listed). No member of the Audit Committee shall have participated in the preparation of the Company's or any of its subsidiaries' financial statements at any time during the past three years. Each member of the Audit Committee shall be able to read and understand fundamental financial statements, including the Company's balance sheet, income statement and cash flow statement. At least one member of the Audit Committee shall have past employment experience in finance or accounting, requisite professional certification in accounting or other comparable experience or background that leads to financial sophistication. At least one member of the Audit Committee shall be an "audit committee financial expert" as that term is defined by the Commission. Audit Committee members shall not simultaneously serve on the audit committees of more than two other public companies.

The members of the Audit Committee shall be appointed by the Board on the recommendation of the Corporate Governance Committee. Audit Committee members may be replaced by the Board. The Board shall designate the Chair of the Audit Committee.

### **Meetings**

The Audit Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this charter, but not less frequently than quarterly. The Chair of the Audit Committee, in consultation with the other committee members, shall determine the frequency and length of the committee meetings and shall set meeting agendas consistent with this charter.

The Audit Committee shall meet periodically, with management and with the independent auditors in separate executive sessions. The Audit Committee may request any officer or employee of the Company or the Company's outside counsel or independent auditor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

### **Authority and Responsibilities**

The Audit Committee shall have the sole authority to appoint or replace the independent auditor (subject, if applicable, to shareholder ratification), which firm shall be a "registered public accounting firm" as defined in Section 3(a)(59) of the Exchange Act and in good standing with the Public Company Accounting Oversight Board ("PCAOB"). The Audit Committee shall be directly responsible for the compensation and oversight of the work of the independent auditor (including resolution of disagreements between management and the independent auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or related work. The independent auditor shall report directly to the Audit Committee.

The Audit Committee shall have the sole authority to select, retain, compensate, oversee and terminate, if necessary, any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attestation services for the Company.

The Audit Committee shall pre-approve all auditing services, tax services and permitted non-audit services (including the fees and terms thereof) to be performed for the Company by its independent auditor, subject to the de minimis exceptions for non-audit services described in Section 10A(i)(1)(B) of the Exchange Act which are approved by the Audit Committee prior to the completion of the audit. The Audit Committee shall acknowledge and agree to the terms of such services as described in the independent auditor's engagement letter.

The Audit Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate, including the authority to grant pre-approvals of audit and permitted non-audit services, provided that the decisions of such subcommittee to grant pre-approvals shall be presented to the full Audit Committee at its next scheduled meeting.

The Audit Committee is authorized (without seeking board approval) to retain special legal, accounting, or other advisors. The Company shall provide for appropriate funding, as determined by the Audit Committee, for payment of compensation to the independent auditor for the purposes of rendering or issuing an audit report and to any advisors engaged by the Audit Committee.

The Audit Committee shall make regular reports to the Board. The Audit Committee shall at least annually review and assess the adequacy of this charter and recommend any proposed changes to the Board for approval. The Audit Committee shall at least biennially evaluate its own performance and report to the Board on such evaluation.

The Audit Committee, to the extent it deems necessary or appropriate, shall:

#### Financial Reporting Matters

1. Review and discuss with management and the independent auditor the Company's annual audited financial statements, including disclosures made in management's discussion and analysis, and recommend to the Board whether the audited financial statements should be included in the Company's Form 10-K.
2. Review and discuss with management and the independent auditor the Company's quarterly financial statements, including disclosures made in management's discussion and analysis, prior to the filing of its Form 10-Q, including the results of the independent auditor's review of the quarterly financial statements.
3. Review and discuss with management the Company's quarterly earnings press releases prior to their release.
4. Discuss with management and the independent auditor significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including any significant changes in the Company's selection or application of accounting principles, any major issues as to the adequacy of the Company's internal controls and any special steps adopted in light of material control deficiencies.
5. Receive reports from management regarding, and review and discuss the adequacy and effectiveness of, the Company's disclosure controls and procedures.
6. Review and discuss quarterly reports from the independent auditors on:
  - a. All critical accounting policies and practices to be used.
  - b. All alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor.
  - c. Other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences.
7. Discuss with management and the independent auditor the effect of regulatory and accounting initiatives as well as any potential off-balance sheet structures on the Company's financial statements.

8. Discuss with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies.
9. Discuss with the independent auditor the matters required to be discussed by PCAOB Auditing Standard No. 1301, *Communications with Audit Committees*, relating to the conduct of the audit, including, without limitation, the independent auditor's evaluation of the quality of the Company's financial reporting, information relating to significant unusual transactions and the business rationale for such transactions, the independent auditor's evaluation of the Company's ability to continue as a going concern, any difficulties encountered in the course of the audit work, any restrictions on the scope of activities or access to requested information, and any significant disagreements with management.
10. Review disclosures made to the Audit Committee by the Company's CEO and CFO during their certification process for the Form 10-K and Form 10-Q about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company's internal controls, and review the independent auditor's attestation on internal control over financial reporting.
11. Ensure that the independent auditor is informed of the Audit Committee's understanding of the Company's relationships and transactions with related parties that are significant to the Company; review and discuss with the independent auditor the auditor's evaluation of the Company's identification of, accounting for, and disclosure of its relationships and transactions with related parties, including any significant matters arising from the audit regarding the Company's relationships and transactions with related parties.
12. Oversee relevant related party transactions governed by applicable accounting standards (other than those addressed by the Corporate Governance Committee).

#### Oversight of the Company's Relationship with the Independent Auditor

13. Review and evaluate the senior members of the independent auditor team, particularly the lead audit and reviewing partners.
14. Obtain and review a report from the independent auditor at least annually regarding (a) the independent auditor's internal quality-control procedures, (b) any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the firm, (c) any steps taken to deal with any such issues, and (d) all relationships between the independent auditor and the Company, and discuss with the independent auditor this report and any relationships or services that may impact the objectivity and independence of the independent auditor. At least annually, evaluate the qualifications, performance and independence of the independent auditor, including considering whether the auditor's quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining the auditor's independence, and taking into account the opinions of management and internal auditors. The Audit Committee shall present its conclusions with respect to the independent auditor to the Board.
15. Ensure the rotation of the lead (or coordinating) audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit as required by law. Consider whether the independent auditors should be rotated, so as to assure continuing auditor independence.
16. Recommend to the Board policies for the Company's hiring of current or former employees of the independent auditor.
17. Meet with the independent auditor prior to the audit to discuss the planning and staffing of the audit.

#### Compliance Oversight Responsibilities

18. Obtain from the independent auditor assurance that Section 10A(b) of the Exchange Act has not been implicated.
19. Oversee the Company's compliance program with respect to legal and regulatory requirements, including the Company's codes of conduct and the Company's policies and procedures for monitoring compliance.
20. Establish procedures for the receipt, retention and treatment of reports of potential misconduct, including: (1) violations of law or the Company's codes of conduct; (2) complaints regarding accounting, internal accounting controls, auditing and federal securities law matters; and (3) the confidential, anonymous submission of concerns by employees regarding accounting, internal accounting controls, auditing and federal securities law matters. Review any significant reports received pursuant to such procedures.
21. Discuss with management and the independent auditor any correspondence with regulators or governmental agencies and any published reports that raise material issues regarding the Company's financial statement or accounting policies.

*Amended and Restated February 17, 20*

