

**CHARTER FOR THE CORPORATE GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS OF
HESKA CORPORATION**

PURPOSES:

The purposes of the Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Heska Corporation (the “Corporation”) are to:

- Assist the Board by identifying prospective director nominees and to recommend to the Board the director nominees for each annual meeting of stockholders;
- Lead the Board in its annual review of the Board’s performance;
- Recommend to the Board director nominees for each Board Committee and the Chair of such committees; and
- Develop and recommend to the Board the governance principles applicable to the Corporation.

In addition, the Committee shall undertake those specific duties and responsibilities listed below and such other duties as the Board may from time to time prescribe.

NOMINATION/APPOINTMENT POLICY:

The Board believes that it is the best interests of the Corporation and its stockholders to obtain highly qualified candidates for the Board. The Committee will seek for nomination and appointment candidates with excellent decision-making ability, business experience, relevant expertise, personal integrity and reputation. The Committee will evaluate candidates identified on its own initiative as well as candidates referred to it by other members of the Board, by the Corporation’s management, or by external sources.

MEMBERSHIP:

The Committee shall be comprised of no fewer than three members, each of whom shall be an “independent director” within the meaning of the rules of the Nasdaq Stock Market. The members of the Committee shall be appointed by the Board on the recommendation of the Committee. Committee members will serve at the discretion of the Board. The Board shall designate the Chair of the Committee.

MEETINGS:

The Committee shall meet at least twice a year and at such other times as it deems necessary to carry out its responsibilities. The Chair of the Committee and/or the Board may call such meetings.

RESPONSIBILITIES:

The responsibilities of the Committee shall include the following:

- Evaluate the current composition, organization and governance of the Board and its committees, determine future requirements and make recommendations to the Board for approval.
- Determine desired Board member skills and attributes and conduct searches for prospective directors whose skills and attributes reflect those desired. Evaluate and propose nominees for election to the Board, including conducting the appropriate and necessary inquiries into the backgrounds and qualifications of potential nominees.
- Review director candidates recommended by stockholders, provided that all stockholder recommendations are (i) submitted in writing to the Secretary of the Corporation, (ii) include, among other things, the recommended candidate's name, biographical data and qualifications, and (iii) otherwise made in compliance with the Corporation's bylaws and its stockholder nominations and recommendations policy.
- Oversee and administer an annual Board performance evaluation process including conducting surveys of director observations, suggestions and preferences.
- Evaluate and make recommendations to the Board concerning the appointment of directors to Board committees and the selection of Board committee chairs.
- Monitor and recommend the functions of the various committees of the Board.
- Evaluate and recommend termination of membership of individual directors in accordance with the Board's governance principles, for cause or for other appropriate reasons.
- Consider matters of corporate governance and to review periodically the Corporation's (1) corporate governance guidelines, (2) Code of Business Conduct and (3) Code of Ethics for Senior Executives and Financial Officers, and to recommend any proposed changes to the Board for approval.
- Consider questions of possible conflicts of interest of Board members and of our senior executives and to review and approve in advance any proposed related party transactions with directors and executive officers and as otherwise required by the rules of the Nasdaq Stock Market.

- Conduct reviews periodically on succession planning, make recommendations to the Board, and work with the Board in evaluating potential successors to executive management positions.
- Review and advise the Board on director compensation matters.
- Make recommendations on the structure of Board meetings.
- Recommend matters for consideration by the Board.
- Form and delegate authority to subcommittees when appropriate.
- Make regular reports to the Board.
- Review and reassess the adequacy of this Charter periodically and recommend any proposed changes to the Board for approval.
- Annually evaluate its own performance.

In performing its responsibilities, the Committee shall have the authority to obtain advice, reports or opinions from internal or external counsel and expert advisors. In conducting prospective director searches, the Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates.

Amended and Restated May 7, 2012