



**CHARTER OF THE NOMINATING AND
CORPORATE GOVERNANCE COMMITTEE OF
ZOMEDICA PHARMACEUTICALS CORP.**

November 22, 2016

I. PURPOSE

The purpose of the Nominating and Corporate Governance Committee (the "**Committee**") of the board of directors (the "**Board**") of Zomedica Pharmaceuticals Corp. (the "**Company**") is to carry out the responsibilities delegated by the Board relating to the Company's director nominations process, developing, reviewing and maintaining the Company's corporate governance policies, and any related matters required by U.S. federal securities laws, Canadian securities laws and regulatory policies, or by the applicable listing rules of NYSE MKT LLC ("**NYSE MKT**"), the TSX Venture Exchange ("**TSX-V**") or any other stock exchange or public market upon which the Corporation's shares become listed and/or posted for trading.

II. COMPOSITION

The Committee shall consist of two (2) or more directors. Members shall be appointed by the Board and each shall satisfy the independence standards specified in Section 803A and Rule IOA-3 under the Securities Exchange Act of 1934, as amended and the rules of the NYSE MKT, in addition to the independence definition set forth in National Instrument 52-110 - *Audit Committees* ("**NI 52-110**"). A majority of the members of the Committee shall not be officers or employees of the Company and shall satisfy any other criteria imposed on members of the Committee pursuant to the rules of any provincial securities commission in Canada or the policies of the TSX-V or any other stock exchange or public market upon which the Company's shares are then listed and/or posted for trading. In addition, at least one quarter (1/4) of the members of the Committee shall be Canadian residents. Members shall serve for such term as the Board may determine or until earlier resignation. The Board may remove any member from the Committee at any time with or without cause. The Committee may form and delegate authority to subcommittees when appropriate. The Committee shall be subject to the provisions of the Company's by-laws relating to committees of the Board.

III. RESPONSIBILITIES

Within the scope of the role of the Committee described above, the Committee is charged by the Board with the responsibility to:

- a. To determine the qualifications, qualities, skills, experience and other expertise required to be a director and to develop, and recommend to the Board for its approval, criteria to be considered in selecting nominees for director, having regard to the required competencies and skills of the Board as a whole and the individual competencies and skills of each existing director (the "**Director Criteria**").

- b. To identify and screen individuals qualified to become members of the Board, consistent with the Director Criteria. The Committee shall consider any director candidates recommended by the Company's shareholders pursuant to the procedures established by the Committee and described in the Company's proxy statement.
- c. To make recommendations to the Board regarding the selection and approval of the nominees for director to be submitted to a shareholder vote at the annual meeting of shareholders or to be appointed via a Board resolution in accordance with the Company's Articles and Bylaws.
- d. To develop, subject to approval by the Board, a process for an annual evaluation of the Board and its committees and to oversee the conduct of this annual evaluation.
- e. If a vacancy on the Board and/or any Board committee occurs, to identify and make recommendations to the Board regarding the selection and approval of candidates to fill such vacancy either by election by shareholders or appointment by the Board.
- f. To review and make recommendations to the Board in respect of the Company's management succession plans, management training and development plans, termination policies and termination arrangements and make recommendations to the Board regarding those plans.
- g. To review the Board's committee structure and recommend to the Board for its approval directors to serve as members of each committee. The Committee shall review and recommend committee slates annually and shall recommend additional committee members to fill vacancies as needed.
- h. To review and make recommendations to the Board in respect of the adequacy of the Company's ethics compliance programs, director orientation programs and director continuing education programs (if any).
- 1. To review and make recommendations to the Board in respect of the disposition by the Board of any proposed transaction between the Corporation and any officer, director or affiliate of the Company that would: (a) require a waiver of or deviation from any policy or procedure of the Corporation, including any Code of Conduct adopted by the Company (if applicable); or (b) be required under the rules of the relevant securities regulatory bodies or stock exchanges to be disclosed in the Company's annual proxy statement. Officers and directors shall promptly bring any such proposed transactions to the attention of the Committee.
- J. To review and discuss with management the disclosure regarding the operations of the Committee and director independence, and to recommend that this disclosure be included in the Company's proxy statement or annual report on Form 10-K, as applicable.
- k. Perform such other duties and responsibilities as may be assigned to the Committee by the Board.

IV. AUTHORITY

By adopting this Charter, the Board delegates to the Committee full authority to:

- a. Select, retain and obtain the advice of a director search firm as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall set the compensation, and oversee the work, of the director search firm. The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation, and oversee the work, of its outside counsel and other advisors. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its compensation consultants, outside counsel and any other advisors.
- b. Delegate such of its authority and responsibilities as the Committee deems proper to subcommittees thereof, subject to all applicable laws and regulations (including without limitation the NYSE MKT listing standards, applicable Canadian securities laws and regulatory policies and the rules of the TSX-V).
- c. Appoint a chair of the Committee, unless a chair is designated by the Board.

V. COMMITTEE STRUCTURE AND OPERATIONS

The Committee shall meet in person or telephonically at such times and places as shall be determined by the Committee chairperson. The chairperson, with input from the other members of the Committee and management, shall set the agendas for Committee meetings. A majority of the members of the Committee shall constitute a quorum for purposes of holding a meeting, provided that at least one member in attendance is a Canadian resident, and the Committee may act by a vote of a majority of members present at such meeting. In lieu of a meeting, the Committee may act by unanimous written consent.

The time and place for Committee meetings, the calling and the procedure at such meetings shall be determined by the Committee having regard to the Articles and By-Laws of the Company. To the extent practicable, at least twenty-four hours' notice of each meeting of the Committee shall be given to each member of the Committee. Notice of a meeting of the Committee shall:

- (i) be in writing (which, for greater certainty, shall include any notice provided via e-mail);
- (ii) state the nature of the business to be transacted at the meeting in reasonable detail; and
- (iii) to the extent practicable, be accompanied by copies of documentation to be considered at the meeting.

The Chair shall preside at all meetings of the Committee and shall have a second and

deciding vote in the event of a tie. In the absence of the Chair, the other members of the Committee shall appoint a representative amongst them to act as Chair for that particular meeting.

The Committee shall maintain minutes containing a summary of the actions taken at each Committee meeting and shall make regular reports to the Board with respect to actions taken by the Committee and areas of the Committee's responsibilities.

VI. PERFORMANCE EVALUATION

The Committee shall conduct an annual evaluation of the performance of its duties under this charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.