

CANTEL MEDICAL CORP.

**CHARTER OF THE AUDIT COMMITTEE
OF THE BOARD OF DIRECTORS**

(Revised as of October 21, 2009)

I. PURPOSE AND FUNCTION

The purposes of the Audit Committee (the “Committee”) are to assist the Board in fulfilling its oversight responsibilities with respect to (1) the quality and integrity of the Company's financial statements, (2) the Company's compliance with legal and regulatory requirements, (3) the independent registered public accounting firm's qualifications and independence, and (4) the performance of the Company's internal audit function and independent registered public accounting firm.

The Committee will assist the Board of Directors in fulfilling said oversight responsibilities by:

1. Appointing, retaining (or terminating) and overseeing the work of the independent registered public accounting firm, including:
 - (a) Approving the compensation of the independent registered public accounting firm;
 - (b) Providing an open avenue of communication between the independent registered public accounting firm and the Board; and
 - (c) Reviewing and appraising with management the performance of the Company's independent registered public accounting firm.
2. Providing direction to the Director of Internal Audit on a regular basis, with the primary finance and accounting executives of the Company providing day to day tactical direction to the Director of Internal Audit, both in line with the purpose and intent of this dual reporting structure.
3. Assessing the quality and integrity of financial reports and other financial and related information released by the Company to the public, or in certain circumstances governmental bodies.
4. Reviewing the Company's accounting and financial reporting processes, including
 - (a) Reviewing the Company's system of internal controls regarding finance and accounting;
 - (b) Reviewing the Company's processes for monitoring business conduct and ethics and legal compliance that management and the Board have established in connection with such matters; and
 - (c) Receiving and investigating notices of financial improprieties.

The Committee has the authority to conduct any investigation appropriate to fulfilling its responsibilities. It shall have direct access to the independent registered public accounting firm as well as anyone in the Company as deemed necessary by the Committee. The Committee has the authority to

retain, at the Company's expense, special legal, accounting, or other experts, consultants and advisors it deems necessary in the performance of its duties.

The Committee should have a clear understanding with the independent registered public accounting firm that they must maintain an open and transparent relationship with the Committee, that the ultimate accountability of the independent registered public accounting firm is to the Committee and that the independent registered public accounting firm must report directly to the Committee. The Committee shall make regular reports to the Board concerning its activities.

The Company shall provide the Committee with appropriate funding, as determined by the Committee, (i) to compensate the independent registered public accounting firm engaged for purposes of rendering an audit report or related work or performing other audit, review or attest services, (ii) to compensate any experts, consultants or advisors engaged by the Committee, and (iii) for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee shall give prompt notice to the Company's Chief Financial Officer of all expenditures by the Committee.

II. COMMITTEE COMPOSITION

The Committee shall be comprised of three or more directors, each of whom shall meet the independence requirements of the Securities and Exchange Commission ("SEC") and the New York Stock Exchange ("NYSE"). No member of the Committee, other than in his capacity as a member of the Board or a committee, shall (i) accept any consulting, advisory or other fee from the Company or any subsidiary of the Company or (ii) be an affiliated person of the Company or any subsidiary of the Company. No Committee member shall serve simultaneously on the audit committees of more than two other public companies without the consent of the Board of Directors. Such consent may be given by the Board only if it determines that such simultaneous service will not impair the ability of such member to effectively serve on the Company's Audit Committee.

All members of the Committee shall meet the expertise requirements of the SEC and the NYSE. All members shall have a basic understanding of finance and accounting and be able to read and understand fundamental financial statements, and at least one member of the Committee shall qualify as an "audit committee financial expert" as defined by SEC rules.

The members of the Committee shall be elected or reappointed by the Board annually for a one year term. A Chairman shall be appointed by the Board.

III. MEETINGS

The Committee will meet with management, the Director of Internal Audit and the independent registered public accounting firm at least quarterly and additionally as members of the Committee determine to be necessary and appropriate. Scheduled meetings of the Committee are (a) to review and approve the scope and fees of the annual audit to be performed by the Company's independent registered public accounting firm; (b) to review and discuss the results of the audit and the Company's 10-K report, prior to its filing; and (c) to meet with the independent registered public accounting firm and senior management periodically to review the Company's financial statements, 10-Q reports and other relevant interim reports before release and/or filing. The Committee shall meet periodically with management, the internal auditors (or other personnel responsible for the internal audit function) and the independent registered public accounting firm in separate executive sessions.

IV. RESPONSIBILITIES AND DUTIES

To fulfill its responsibilities and duties the Committee shall:

Documents/Reports Review

1. Review with financial management and the independent registered public accounting firm, prior to filing, the Company's annual financial statements, quarterly financial statements, the 10-K and 10-Q reports and other reports, earnings releases and other financial and related information released to the public, or in certain circumstances governmental bodies, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" and any certification, report, opinion or review rendered by the independent registered public accounting firm.
2. Review with management and the external auditors the results of the audit, including any difficulties encountered. This review will include any restrictions on the scope of the independent registered public accounting firm's activities or on access to requested information, and any significant disagreements with management.
3. Review with the independent registered public accounting firm and senior management the recommendations of the independent registered public accounting firm included in their management letter, if any, and their informal observations regarding the adequacy of overall financial and accounting procedures of the Company.
4. Review and discuss with management all Section 302 and 906 certifications and Section 404 internal control reports (including the attestation of the independent registered public accounting firm) required by the Sarbanes Oxley Act of 2002.
5. Review disclosures made by the Chief Executive Officer and the Chief Financial Officer during the Forms 10-K and 10-Q certification process about significant deficiencies in the design and operation of internal controls or any fraud that involves management or other employees who have a significant role in the Company.

Independent Registered Public Accounting Firm

6. Appoint, retain (or terminate) and oversee the independent registered public accounting firm. Although the Committee has the sole authority to select the independent registered public accounting firm, the Committee shall recommend that the Board ask the Company's shareholders, at their annual meeting, to ratify the Committee's selection of the independent registered public accounting firm. The Committee shall also approve the compensation of the independent registered public accounting firm.
7. At least annually, obtain and review a formal written statement from the independent registered public accounting firm describing:
 - the firm's internal quality-control procedures; and
 - any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more

independent audits carried out by the firm, and any steps taken to deal with any such issues.

8. In the context of the Audit Committee's evaluation of the independent registered public accounting firm:
 - take into account the opinions of management and the internal auditor;
 - assess the external auditor's independence, including ascertaining any relationships or services that may impair the objectivity and independence of the independent registered public accounting firm;
 - evaluate the lead partner;
 - confirm that no audit partner who provides services to the Company earns or receives compensation from the independent registered public accounting firm based on the audit partner procuring engagements with the Company for services or products other than audit, review or attest services; and
 - present its conclusions with respect to the external auditor to the full Board.
9. Meet with the independent registered public accounting firm prior to the audit to review the planning and staffing of the audit.
10. In addition to approving the engagement of the independent registered public accounting firm to audit the Company's consolidated financial statements, approve all use of the Company's independent registered public accounting firm for non-audit services, other than prohibited non-audit services as specified in Section 10A(g) of the Securities Exchange Act of 1934, as amended. Audit and non-audit services must be approved either (a) explicitly in advance or (b) pursuant to a pre-approval policy established by the Committee that is detailed as to the services that may be pre-approved, does not permit delegation of approval authority to the Company's management, and requires management to inform the Committee of each service approved and performed under the policy.
11. The Committee shall discuss the results of the annual audit with the independent registered public accounting firm. It shall review and discuss with the independent registered public accounting firm reports and analyses from the independent registered public accounting firm concerning: (a) all critical accounting policies and practices used by the Company, (b) significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including all alternative treatments of financial information within generally accepted accounting principles ("GAAP") that have been discussed with management, the ramifications of the use of the alternative disclosures and treatments, and the treatment preferred by the independent registered public accounting firm, (c) significant issues regarding accounting principles and estimates, (d) off-balance sheet items, (e) related party transactions, (f) internal controls over financial reporting and disclosure, (g) any other material written communications between the independent registered public accounting firm and management. In addition, the Committee shall discuss certain matters required to be communicated by the independent registered public accounting firm to the Committee in accordance with generally accepted auditing standards.

12. Ensure that the lead audit partner assigned by the Company's independent registered public accounting firm to the Company, as well as the reviewing or concurring audit partner and the other audit engagement team partners, shall be rotated in accordance with the rules and regulations of the SEC.
13. Annually consult with the independent registered public accounting firm out of the presence of management about the integrity of internal controls, the fullness and accuracy of the Company's financial statements, and such other matters as the Committee deems necessary and appropriate.
14. Establish clear hiring policies for employees and former employees of the independent registered public accounting firm.

Financial Reporting Process

15. Review the integrity of the Company's financial reporting process, both internal and external.
16. Regularly review separately with management and the independent registered public accounting firm any significant audit problems or difficulties encountered during the course of the audit or in connection with the preparation of the financial statements, and management's response, including any restrictions on the scope of work or access to required information, any significant disagreements with management, and a discussion of the responsibilities, budget and staffing of the Company's internal audit function.
17. Review all related party transactions required to be disclosed pursuant to SEC rules.

Internal Audit Process

18. Review the internal audit department's annual audit plan and all major changes to the plan.
19. Review with the Director of Internal Audit the scope, progress and results of executing the internal audit plan.
20. Receive reports on the status of significant findings and recommendations and management's responses to such findings and recommendations.
21. Periodically review the activities, staffing, organizational structure, reporting relationship and credentials of the internal audit department.
22. Review the appointment, compensation, replacement or reassignment of the Director of Internal Audit.
23. Ensure that the Director of Internal Audit has direct and confidential access to the Audit Committee.
24. Ensure that the Director of Internal Audit is involved in reviewing the Company's reports and filings with the SEC.
25. Review the annual performance of the internal audit function.

Ethical and Legal Compliance

26. Review with senior management the Company's overall anti-fraud programs and controls.
27. Review with the Company's counsel legal compliance matters, including the Company's Securities Trading Policy and Code of Business Conduct and Ethics.
28. Review with the Company's counsel any legal matter that could have a significant impact on the Company's financial statements.

Other Committee Responsibilities

29. Regularly report to the Board about Committee activities and issues that arise with respect to quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the company's independent registered public accounting firm, and the performance of the internal audit function.
30. Establish procedures for (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, and auditing matters and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding such matters, consistent with the Company's Code of Business Conduct and Ethics.
31. Annually prepare a report to shareholders as and to the extent required by SEC rules and regulations. The report should be included in the Company's annual proxy statement to the extent required by applicable SEC rules and regulations.
32. Discuss with management the Company's policies and procedures with respect to enterprise risk assessment and risk management.
33. Perform any other activities consistent with this Charter, the Company's by-laws, and governing law, as the Committee or the Board deems necessary or appropriate.
34. Ensure that minutes of each meeting are prepared and distributed to all members of the Board and provide periodic summary reports to the Board. The permanent file of the minutes will be maintained by the Secretary or Assistant Secretary of the Company.
35. Review and update this Charter periodically, as conditions dictate. The Charter should be submitted to the Board for approval and published as required by SEC regulations.
36. Evaluate the Committee's performance at least annually.

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and are in accordance with GAAP. This is the responsibility of management and the independent registered public accounting firm. Nor is it the duty of the Committee to conduct investigations, to resolve disagreements, if any, between management and the independent registered public accounting firm or to assure compliance with laws and regulations.