

OIL-DRI CORPORATION OF AMERICA AUDIT COMMITTEE CHARTER

PURPOSE

The Audit Committee is appointed by the Board of Directors (the “Board”) of Oil-Dri Corporation of America to assist the Board in monitoring (1) the accounting and financial reporting processes underlying, and the integrity of, the financial statements of Oil-Dri Corporation of America and its subsidiaries (collectively, “Oil-Dri” or the “Company”), (2) the compliance by Oil-Dri with legal and regulatory requirements and Oil-Dri policies, (3) the qualifications and independence of Oil-Dri’s independent auditor and (4) the performance of Oil-Dri’s internal audit function and independent auditor. The Audit Committee shall prepare the disclosure required by Item 407(d)(3)(i) of Regulation S-K.

ORGANIZATION

The Audit Committee shall be comprised of no fewer than three members of the Board. The members of the Audit Committee shall meet the independence and experience requirements of the Securities and Exchange Commission and the New York Stock Exchange. No director may serve as a member of the Audit Committee if such director serves on the audit committees of more than two other public companies unless the Board of Directors determines that such simultaneous service would not impair the ability of such director to effectively serve on the Audit Committee, and discloses that determination in the Company’s annual proxy statement. The members of the Audit Committee shall be appointed by the Board and may be removed by the Board. The Board shall designate one member as Chairman of the Audit Committee. The Board of Directors shall determine whether at least one member of the Audit Committee qualifies as an “audit committee financial expert,” as defined by the Securities and Exchange Commission. The Audit Committee shall meet when called by the Chairman, but at least four times a year.

COMMITTEE AUTHORITY AND RESPONSIBILITIES

The primary function of the Audit Committee is oversight. While the Audit Committee has the authority and responsibilities set forth in this Audit Committee Charter, it is not the duty of the Audit Committee to plan or conduct audits or to determine that Oil-Dri’s financial statements are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. This is the responsibility of management and the independent auditor. Nor is it the duty of the Audit Committee to conduct investigations (unless otherwise authorized to do so by the Board), or to assure compliance with laws and regulations and Oil-Dri’s policies.

The Audit Committee has the sole authority and responsibility to select, appoint, evaluate and, where appropriate, replace the independent auditor. 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 Board, upon the recommendation of the Audit Committee may nominate the independent auditor for stockholder approval, or may submit the appointment of the independent auditor for stockholder ratification, in any proxy statement. The independent auditor shall report directly to the Audit Committee.

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

General Responsibilities

- Make regular reports to the Board with such recommendations as the Audit Committee may deem appropriate.
- Prepare the disclosure required by Item 407(d)(3)(i) of Regulation S-K.

- Review and reassess the adequacy of this Charter at least annually and recommend any desired changes to the Board for approval.
- Meet at least quarterly with the Chief Financial Officer, the Principal Accounting Officer, representatives of Oil-Dri's internal audit function and the independent auditor, and periodically with each in separate executive sessions.
- Assist the Board in satisfying its responsibilities to the stockholders with respect to matters relating to Oil-Dri's accounting, financial reporting, internal audit function, independent auditor, legal compliance and internal control over financial reporting.
- Annually evaluate its own performance.

Oversight of the Company's Internal Control Over Financial Reporting

- Review any disclosures made to the Audit Committee by the Company's Chief Executive Officer and Chief Financial Officer during their certification process about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees that have a significant role in the Company's internal controls.
- Review with management and the independent auditor the quality and adequacy of the Company's internal control over financial reporting, any significant remedial actions taken with respect to any identified material control deficiencies, and the adequacy of disclosures about changes in internal control over financial reporting, and report the results of the review to the Board.
- Review with management (including the senior internal audit function representative) and the independent auditor the Company's internal controls report and the independent auditor's attestation of the report prior to the filing of the Company's Form 10-K.
- Review, and advise the Board with respect to, Oil-Dri's policies and procedures regarding compliance with applicable laws and regulations and with the Company's Code of Ethics and Business Conduct.

Financial Reporting Process

- Meet to review the annual audited financial statements and unaudited quarterly financial statements with management and the independent auditor, including the specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," management's conclusions regarding its assessment of the effectiveness of the Company's disclosure controls and procedures and, in the case of an annual report, management's conclusions regarding its assessment of the Company's internal control over financial reporting, and any certification, report, opinion or review rendered by the independent auditor.
- Review with management and the independent auditor any major issues regarding accounting and auditing principles and practices and any audit problems or difficulties.
- Review with management and the independent auditor significant financial reporting issues and judgments made in connection with the preparation of Oil-Dri's financial statements.
- Discuss with management and the independent auditor Oil-Dri's earnings press releases, including the use of "pro forma" or non-GAAP financial information, prior to release, as well as financial information and earnings guidance provided to analysts and ratings agencies. Such discussion may be done generally (consisting of discussing the types of information to be disclosed and the types of presentations to be made).
- Review with management and the independent auditor the effect of any regulatory and accounting initiatives and any off-balance sheet structures on the Company's financial statements.

- Discuss with management and the independent auditor any material issues on which the national office of the independent auditor was consulted by the Company's audit team.
- Discuss with management and the independent auditor Oil-Dri's risk assessment and risk management policies, as well as Oil-Dri's major financial risk exposures and the steps management has taken to monitor and control such exposures.
- Review major changes to Oil-Dri's accounting principles and practices as suggested by the independent auditor, internal audit function or management.

Oversight of Process for Company Compliance with Laws, Regulations and Policies

- Review with Oil-Dri's General Counsel, at least quarterly, legal matters that may have a material impact on the financial statements, Oil-Dri's compliance policies and any material reports or inquiries received from regulators or governmental agencies.
- Receive from the Company's Chief Executive Officer and Chief Financial Officer the quarterly certifications of financial statements and their certification of their report on their evaluation of internal control over financial reporting.
- Obtain from the independent auditor assurance that Section 10A(b) of the Securities Exchange Act of 1934 has not been implicated.
- Obtain reports from management and the independent auditor that the Company's subsidiary/foreign affiliated entities are in conformity with legal requirements and the Company's Code of Ethics and Business Conduct.
- Obtain reports from management and the independent auditor with regard to any transactions with Oil-Dri insiders or affiliates.
- Establish procedures by which the Audit Committee can receive confidentially and address complaints regarding accounting, internal control over financial reporting or auditing issues.
- Review with management and the independent auditor any correspondence with regulators or governmental agencies, any employee complaint, or any published report, that raises any material issue regarding the Company's financial statements or accounting policies.

Oversight of the Company's Relationship with the Independent Auditor

- Obtain and review at least annually a report by the independent auditor describing (i) the firm's internal quality-control procedures; (ii) 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, (iii) any steps taken to deal with any such issues, and (iv) all relationships between the independent auditor and Oil-Dri (consistent with all applicable rules of the Public Company Accounting Oversight Board, as those rules may be modified or supplemented from time to time). Discuss such reports with the independent auditor, including discussion of any disclosed relationships or non-audit services that may impact the objectivity and independence of the auditor, and take appropriate action to satisfy itself of the independence of the auditor.
- Review and evaluate the experience and qualifications of the senior members of the independent auditor team.
- Ensure the regular rotation of the lead audit partner as required by law. Consider whether, in order to assure continuing auditor independence, it there should be regular rotation of the audit firm serving as the Company's independent auditor.

- Set clear policies for Oil-Dri's hiring of employees or former employees of the independent auditor.
- Appoint the independent auditor, which firm is ultimately accountable to the Audit Committee.
- Approve, specifically and in advance or pursuant to written pre-approval policies and procedures established by the Audit Committee, all auditing and (except as exempted by law or regulation) any permitted non-auditing services, including tax services, for which the independent auditor or other registered public accounting firm is engaged.
- Review with management and the independent auditor, prior to the commencement of the audit, proposed planning, staffing and budget for the audit.
- Discuss with the independent auditor the matters required to be discussed by applicable Statements on Auditing Standards relating to the review of the Company's quarterly financial statements and the audit of the Company's annual financial statements.
- Discuss with the independent auditor all critical accounting policies and practices to be used; all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management officials of the Company, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor; and other material written communications between the independent auditor and the management of the Company, such as any management letter or schedule of unadjusted differences.
- Review with the independent auditor any problems or difficulties encountered in the course of the audit work, including any restrictions on the scope of activities or access to required information, any significant disagreement with management, and any management letter provided by the auditor and Oil-Dri's response to that letter.
- Evaluate the performance of the independent auditor and, if replacement is decided, replace.
- Observe and implement all other requirements concerning the independence, internal quality control procedures and peer review of the independent auditor that may be established from time to time by the Securities and Exchange Commission, the New York Stock Exchange or applicable law.

ADDITIONAL AUTHORITY

The Audit Committee shall have the authority to retain special legal, accounting or other consultants or experts to advise the Audit Committee. The Audit Committee shall determine the appropriate amount of funding for payment of compensation to any such advisors that the Audit Committee chooses to engage. The Company shall provide appropriate funding, as determined by the Audit Committee, for such compensation and for the ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties. The Audit Committee may request any officer or employee of Oil-Dri or Oil-Dri's outside counsel or independent auditor to attend a meeting of the Committee or to meet with any members of, or consultants to or experts retained by, the Audit Committee.