



KELSO TECHNOLOGIES INC.

Charter of the Corporate Governance and Nominating Committee

Amended and Restated by the Board of Directors on August 10, 2022;
reviewed and ratified by the Board of Directors on June 3, 2025

The overall purpose of the Corporate Governance and Nominating Committee (the “**CGN Committee**”) is to:

- provide a focus on corporate governance that will enhance corporate performance, and to ensure on behalf of the Board and shareholders of Kelso Technologies Inc. (the “Corporation”) that the Corporation’s corporate governance system is effective in guiding the administration and operation of the Corporation; and
- provide oversight to the Corporation’s environmental, social and governance policies, systems and personnel to maintain high standards of practice and performance in the conduct of the Corporation’s activities.

DUTIES AND RESPONSIBILITIES

The CGN Committee has the responsibility in general for developing and monitoring the Corporation’s approach to corporate governance issues and safe and sustainable business practices, and without limiting the generality of the foregoing, shall be responsible for the following specific matters:

- (i) the Corporation’s response to applicable rules, policies and guidelines respecting corporate governance matters;
- (ii) assessing the effectiveness of the Board as a whole, the CGN Committee and the contribution of individual directors on a periodic basis, which will include monitoring the quality of the relationship between management and the Board and recommending any improvements, if necessary. This assessment will consider, in the case of the Board or a committee of the Board, its mandate or charter and, in the case of individual directors, the applicable position description as well as the competencies and skills each individual director is expected to bring to the Board;
- (iii) ensuring that, where necessary, appropriate structures and procedures are in place to ensure that the Board can function independently of management and to facilitate open and candid discussion among its independent directors, including, without limitation, that a lead director is appointed if the CGN Committee determines that such appointment would facilitate the independent function of the Board;
- (iv) ensuring compliance with the Corporation’s Guidelines for the Composition of the Board of Directors;
- (v) preparing or reviewing any disclosure that must be made or approved by the Board that relates to corporate governance matters;
- (vi) periodically examining the size of the Board, with a view to determining the impact of the number of directors upon effectiveness, and making recommendations where appropriate to the Board as to any programs the CGN Committee determines to be

- appropriate to reduce or increase the number of directors to a number which facilitates more effective decision making;
- (vii) identifying individuals qualified to become new Board members and recommending to the Board the director nominees for the next annual meeting of shareholders;
 - (viii) assessing directors on an ongoing basis;
 - (ix) developing, with the assistance of management, an orientation and education program for new recruits to the Board, where necessary;
 - (x) considering questions as to the appropriateness of a director engaging an outside advisor at the expense of the Corporation in the circumstances required by applicable policies of the Board;
 - (xi) Annually, in conjunction with the Chief Executive Officer, evaluate the performance of the Company's management (other than the Chief Executive Officer). Conduct an annual review of succession planning and report its findings and recommendations to the Board;
 - (xii) Evaluate and lead the Board's annual review of the Chief Executive Officer's performance;
 - (xiii) reviewing and assessing the effectiveness of the Corporation's programs, policies and standards related to worker health and safety; environmental matters; emergency response plans; emissions and climate change; community and Indigenous People's engagement; diversity and human rights and related matters (collectively "**Sustainability Matters**");
 - (xiv) reviewing the Corporation's performance and monitoring compliance of safety and Sustainability Matters; and
 - (xv) reviewing Management's assessment of emerging trends and regulations related to safety and Sustainability Matters and their impact on the Corporation.

COMPOSITION

1. The Corporate Governance Committee will be comprised of at least three directors, all of whom will be "independent directors" in accordance with applicable legal requirements, including currently the requirements published by the Canadian Securities Administrators under NP 58-201 "Corporate Governance Guidelines" and the applicable SEC registered issuer rules. Each member will have skills and/or experience which are relevant to the mandate of the Committee.
2. The Committee members will be appointed annually at the first meeting of the Board following the annual general shareholders meeting.
3. The Board may remove a member of the Committee at any time in its sole discretion by resolution of the Board. Unless a Chair is appointed by the Board, the members of the Committee may designate a Chair by majority vote of the Committee.
4. Any Chair, either appointed by the Board or designated by a majority of the Committee, shall not serve in such capacity for more than three (3) consecutive terms, unless the Board, in its sole discretion, determines to extend the term of any Chair for one (1) additional year.
5. Each member shall hold office until the close of the next Annual General Meeting of the Company or until the member resigns or is replaced, whichever first occurs.
6. The Chief Financial Officer shall act as management advisor to the Committee.

Nominations

1. Annually, in consultation with the Chair of the Board and the Chief Executive Officer, present to the Board a list of individuals recommended for election to the Board at the annual meeting of shareholders.
2. Before recommending an incumbent, replacement or additional director, review his or her qualifications, availability to serve, conflicts of interest and other relevant factors.
3. Review, monitor and make recommendations regarding new director orientation and the ongoing development of existing Board members.

ACCOUNTABILITY

1. The Committee shall report to the Board at its next meeting of deliberations and actions it has taken since the previous report.
2. The minutes of all meetings of the Committee will be made available for review by any member of the Board or request to the Chair of the Committee.

MEETINGS

1. The Committee shall meet as frequently as necessary in order to fulfill the mandate/responsibilities described herein and in any event at least once annually and shall provide a report of the meeting to the Board at the next Board meeting. Additional meetings may be held as deemed necessary by the Committee Chair or as requested by any two members.
2. These meetings may be with representative or appropriate members of management, all either individually or collectively as may be required by the Chair of the Committee.