



**KELSO TECHNOLOGIES INC.**

**MANDATE OF THE INDIVIDUAL DIRECTORS**

Adopted by the Board of Directors on March 23, 2015;  
reviewed and ratified by the Board of Directors on June 3, 2025

These terms of reference shall apply to the members of the Board of Directors of Kelso Technologies Inc. (the "Corporation").

Each Director (i) shall act honestly and in good faith in the best interests of the Corporation and its shareholders and (ii) must exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. In addition, each Director shall have the following responsibilities:

**1. Responsibilities of Corporate Stewardship**

Each Director has the responsibility to:

- (a) advance the interests of the Corporation and the effectiveness of the Board by bringing his or her knowledge and experience to bear on the strategic and operational issues facing the Corporation;
- (b) provide constructive counsel to and oversight of management;
- (c) respect the confidentiality of information and matters pertaining to the Corporation;
- (d) maintain his or her independence, generally and as defined under applicable securities laws, and objectivity; and
- (e) be available as a resource to the Board.

**2. Responsibilities of Integrity and Loyalty**

Each Director has the responsibility to:

- (a) comply with the Corporation's Code of Business Conduct and Ethics, and with all applicable laws, regulations and regulatory policies which directly impact the Corporation;
- (b) disclose to the Secretary, prior to the beginning of his or her service on the Board, and thereafter as they arise, all actual and potential conflicts of interest; and
- (c) disclose to the Board or committee, as the case may be, in advance of any Board or committee vote or discussion, if the Board or a committee of the Board will be deliberating on a matter that may affect the Director's interest or relationships outside the Corporation and abstain from discussion and/or voting on such matter as determined appropriate. For the purpose of this clause, a member of the Director's family or a close personal friend whose interest in any matter to be discussed or voted on by the Board or a committee is known to the Director must also be disclosed.

### **3. Responsibilities of Diligence**

Each Director has the responsibility to:

- (a) prepare for each Board and committee meeting by reading the reports, minutes and background materials provided for the meetings;
- (b) make every reasonable effort to attend in person the annual meeting of the Corporation and make every reasonable effort to attend all meetings of the Board and all meetings of committees of the Board of which the Director is a member, in person or by telephone, video conference, or other communications facilities that permit all persons participating in the meeting to communicate with each other; and
- (c) as necessary and appropriate, communicate with the President/CEO between meetings, including to provide advance notice of the Director's intention to introduce significant and previously unknown information at a Board meeting.

### **4. Responsibilities of Effective Communication**

Each Director has the responsibility to:

- (a) participate fully and frankly in the deliberations and discussions of the Board;
- (b) encourage free and open discussion of the Corporation's affairs by the Board;
- (c) establish an effective, independent and respected presence and a collegial relationship with other Directors;
- (d) focus inquiries on issues related to strategy, policy and results; and
- (e) respect the President/CEO's and CFO's roles as the chief spokespersons for the Corporation and participate in external communications only at the request of, with the approval of, and in coordination with, the President/CEO and CFO.

### **5. Responsibilities of Committee Work**

Each Director has the responsibility to:

- (a) participate on committees and become knowledgeable about the purposes and goals of each committee; and
- (b) understand the process of committee work, and the role of management and staff supporting the committee.

### **6. Responsibilities of Knowledge Acquisition**

Each Director has the responsibility to:

- (a) become generally knowledgeable about the Corporation's business and its industry;
- (b) participate in Director orientation and education programs developed by the Corporation from time to time;
- (c) maintain an understanding of the regulatory, legislative, business, social and political environments within which the Corporation operates;
- (d) become acquainted with the senior officers and key management personnel; and
- (e) gain and update his or her knowledge about the Corporations facilities and visit these facilities when appropriate.