



**CORPORATE DISCLOSURE POLICY**  
**(Adopted by the Board of Directors on March 23, 2015;**  
**amended on March 19, 2019;**  
**reviewed and approved by the Board on June 3, 2025)**

# Kelso Technologies Inc.

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## CORPORATE DISCLOSURE POLICY

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## **POLICY STATEMENT**

The objective of this disclosure policy is to ensure that communications to the investing public about Kelso Technologies Inc. and its subsidiaries (“KLS” or the “Corporation”) are:

- timely, factual and accurate;
- broadly disseminated in accordance with all applicable legal and regulatory requirements; and
- effective in increasing understanding of the Corporation’s business and enhance its corporate image by encouraging practices that reflect openness, accessibility and co-operation.

This disclosure policy outlines the Corporation’s approach towards the determination and dissemination of material information, the circumstances under and methods through which the confidentiality of information will be maintained, and restrictions on the trading of the Corporation’s securities. It also provides guidelines designed to achieve consistent disclosure practices across the Corporation.

## **APPLICATION AND ADMINISTRATION**

This disclosure policy extends to all directors, officers and employees of the Corporation, and those authorized or designated to speak on its behalf, including employees of management service providers (collectively, referred to as “Employees”). It covers all methods of communication by the Corporation with the public, including disclosures in documents filed with securities regulators, written statements made in the Corporation’s annual and quarterly reports, news releases, letters to shareholders, presentations by senior management and information contained on the Corporation’s web site and other electronic communications. It extends to oral statements made in meetings and telephone conversations with analysts and investors, interviews with the media as well as speeches, press conferences and conference calls.

This disclosure policy shall be administered and interpreted by the Chief Executive Officer or President and the Chief Financial Officer (together referred to hereafter as the “Executive Officer”). The Executive Officer is the corporate officer primarily responsible for corporate disclosure. The Executive Officer may at anytime, request the assistance or advice of other officers of the Corporation or third parties in the administration and interpretation of this policy. No material information will be released, whether by news release or otherwise, without the explicit consent of the Executive Officer or the most senior officer of the Corporation in the Executive Officer’s absence. To the greatest extent practical, the Board of Directors of the Corporation (the “Board”) will be apprised of material developments prior to their public announcement by the Corporation. The Executive Officer will decide when developments are material and justify release to the public with input from legal counsel where warranted.

The Chief Financial Officer (“CFO”) is the corporate officer responsible for overseeing the financial review of all disclosure documents to ensure they fairly present financial information.

This disclosure policy will be provided to all Employees of the Corporation and its subsidiaries and those authorized to speak on behalf of the Corporation. A revised version of this policy will be circulated to all such persons whenever changes are made. This policy must be strictly complied with. It is the responsibility of all directors, officers, employees and consultants of the Corporation to comply with this policy. Adherence to and respect for the rules and procedures outlined in this policy is fundamental to the reputation and continued success of the Corporation. Violations of this policy may be grounds for disciplinary action, including dismissal, and may also constitute violations of securities laws.

## **AUTHORIZED SPOKESPERSONS**

The Corporation designates a limited number of spokespersons responsible for communication with the investment community, regulators or the media. The Executive Officer will be the primary and official spokesperson for the Corporation. The Executive Officer may, from time to time, designate others within the

Corporation to speak on behalf of the Corporation or to respond to specific inquiries. There could be blanket delegation on routine matters.

Directors, officers or employees who have not been designated by the Executive Officer must **not** respond under any circumstances to inquiries from the investment community, the media or others. All such inquiries should be referred to the Executive Officer or to those persons designated by the Executive Officer, from time to time.

## **ANNUAL POLICY REVIEW**

The Executive Officer will review this disclosure policy on an annual basis and recommend to the Board updating this policy, if necessary. Any material changes proposed to this disclosure policy will be subject to the approval of the Board upon the recommendation of the audit committee of the Corporation.

## **MAINTAINING CONFIDENTIALITY**

Any Employee privy to confidential corporate information is prohibited from communicating such information to anyone else, unless it is necessary to do so in the course of business. Efforts will be made to limit access to such confidential information to only those who need to know the information.

Outside parties privy to undisclosed material information concerning the Corporation will be told that they must not divulge such information to anyone else, and that they may not trade in the Corporation's securities until the information is publicly disclosed. Such outside parties may be requested to confirm their commitment to non-disclosure under a written confidentiality agreement of the Corporation as and when determined by the Corporation.

In order to prevent the misuse or inadvertent disclosure of material information, the following procedures should be observed at all times:

- Documents and files containing confidential information should be kept in a safe place to which access is restricted to individuals who "need to know" that information in the necessary course of business and code names should be used if necessary.
- Confidential matters should not be discussed in places where the discussion may be overheard, including but not limited to, elevators, hallways, restaurants, bars, airplanes or taxis.

## **DISCLOSURE CONTROLS AND PROCEDURES**

### **A. MATERIAL INFORMATION RELEASE**

#### **(i) Material Information Release Guidelines**

Material information is generally considered to be any information relating to the business and affairs of the Corporation that results in, or would reasonably be expected to result in a significant change in the market price or value of the Corporation's securities or that would reasonably be expected to have a significant influence on a reasonable investor's investment decisions. The decision as to what constitutes material information is a question of business judgment.

In complying with the requirement to disclose all material information under applicable laws and stock exchange rules in a timely manner, the Corporation will adhere to the following basic disclosure principles:

- Subject to the terms of this policy, material information will be publicly disclosed immediately via news release and be widely distributed.
- Material information may be kept confidential temporarily if the immediate release of the information would be unduly detrimental to the interests of the Corporation. In such cases, the information will be kept confidential until the Executive Officer determines it is appropriate to

publicly disclose or that the Corporation has a legal obligation to do so. In certain circumstances, the Executive Officer may cause a confidential material change report to be filed with the applicable securities regulators, and will periodically (at least every 10 days) review its decision to keep the information confidential.

- Disclosure must be factual and non-speculative and must include any information the omission of which would make the rest of the disclosure misleading.
- Unfavourable material information must be disclosed as promptly and completely as favourable information.
- If previously undisclosed material information has been inadvertently disclosed, such information must be broadly disclosed immediately via news release. In certain circumstances, applicable securities laws allow for selective disclosure where doing so is in the necessary course of business. Selective disclosure of material information under this exception should generally be reviewed and confirmed with the Corporation's legal counsel.
- Disclosure on the Corporation's web site alone does not constitute adequate disclosure of material information.
- Disclosure must be corrected immediately if the Corporation subsequently learns that earlier disclosure by the Corporation contained a material error at the time it was originally distributed.
- The Corporation does not comment on rumours. This also applies to rumours on the Internet. The Corporation's authorized spokespersons or designates will respond consistently to those rumours, saying, "It is our policy not to comment on market rumours or speculation."

## **(ii) News Release Guidelines and Regulatory Filings**

News releases must contain sufficient detail in plain language to enable investors and media personnel to understand the true substance, importance and relevance of the information so that investors and other important stakeholders may make informed investment decisions.

Once the Executive Officer determines that a development is material and must be disclosed, he will authorize the issuance of a news release. News releases must:

- be circulated for input to the Executive Officer and other individuals as may be designated by the Executive Officer, including the CFO if the release contains financial information;
- approved by the Executive Officer or a designate;
- be checked for content keeping in mind confidentiality and approval obligations contained in partnership and joint venture agreements
- be issued in accordance with the requirements of the Toronto Stock Exchange and such other exchanges on which the Corporation's common shares are listed for trading as applicable to the Corporation; and
- include the name and contact numbers (phone, e-mail and fax) of at least one Corporation spokesperson who has been designated by the Executive Officer to communicate with the investment community and/or the news media.

News releases of a material nature must be disseminated through an approved news wire service that provides simultaneous national and/or international distribution and filed electronically with the Canadian securities regulatory authorities and, as applicable, with securities regulatory authorities in the United States.

News releases will be posted immediately upon issue on the Corporation's web site at [www.kelsotech.com](http://www.kelsotech.com). The news release page of the web site shall include a notice that advises the reader that the information posted was accurate at the time of posting, but may be superseded by subsequent news releases.

**(iii) Trading Restrictions and Blackout Periods**

It is illegal for anyone to purchase or sell securities of any public Corporation with knowledge of material information affecting that Corporation that has not been publicly disclosed. Except in the necessary course of business, it is also illegal for anyone to inform any other person of material non-public information.

Employees with knowledge of confidential or material information about the Corporation or counter-parties in negotiations of material potential transactions are prohibited from trading shares in the Corporation or any counter-party until the information has been fully disclosed and a reasonable period of time has passed for the information to be widely disseminated.

For more specific details of the Corporation's trading restrictions and blackout periods Employees should refer to the Corporation's **Blackout Period Policy** adopted by the Board on March 19, 2019, ratified by the Board on April 16, 2025.

**(iv) Forward-Looking Information**

It is the Corporation's policy to provide forward-looking information only in a highly qualified manner, in accordance with applicable securities law requirements. Generally, the Corporation only discusses general trends, events, commitments and uncertainties that are reasonably expected based on historical and currently known data.

**B. NON-MATERIAL INFORMATION RELEASE**

**(i) Non-Material Information Release Guidelines**

The Corporation interacts with the investment community through various forums including industry presentations, private meetings, and telephone and conference calls. In these situations, information which the Corporation provides to investors, analysts and the media in any forum must not include undisclosed, material information. The information should generally provide background or details on previously disclosed corporate initiatives or may simply be more comprehensive information about the business of the Corporation.

**(ii) Conference Calls/ Webcasts and Industry Conferences**

The Corporation may hold conference calls with the investment community to report financial results and major corporate developments. Advance public notice of the date and time of the call, the subject matter of the call and the means for accessing it will be provided by way of news release. Interested parties will be allowed to listen in by way of telephone or through a webcast. The Corporation will keep detailed records and/or transcripts of any conference calls or industry conferences in which it presents information about its affairs. If during the conference call or webcast there is inadvertent selective disclosure of previously undisclosed material information, the Corporation will immediately disclose such information broadly via news release. Copies of presentations made during industry conferences will be made available on the Corporation's website until the material information in the presentation becomes superseded by a more recent event or until the Corporation determines that the information in the presentation is no longer material or may be misleading.

**(iii) Contact with Analysts, Investors and the Media**

Authorized spokespeople may meet with analysts, institutional investors and other market professionals on an individual or small group basis as needed and will initiate contacts or respond to their calls in a timely, consistent and accurate fashion in accordance with this disclosure policy.

Such meetings should focus on non-material information and on generally disclosed information and items described in the Corporation's financial statements and other publicly filed documents and previously issued press releases. These meetings will not include discussion of material information that has not been generally disclosed

to the public. If any such material information is disclosed, then such information will be immediately disseminated to the public via a news release in accordance with this policy.

The Corporation will provide the same non-material information which has been given to financial analysts or institutional investors to individual investors or reporters when requested.

**(iv) Analyst Reports**

The Corporation may be requested to review draft analysts' reports from time to time. Only authorized spokespeople will comment on analysts' reports, and such comments will be limited to identifying publicly disclosed factual information that could affect the analyst's model and to pointing out inaccuracies or omissions with reference to publicly available information.

The Corporation will not attempt to influence an analyst's conclusions. To avoid appearing to endorse an analyst's report or model, the Corporation will provide comments orally or will attach a disclaimer to written comments to indicate the report was reviewed only for factual accuracy.

**(v) Presentations and Meetings with Third Parties**

Before making presentations to third parties, including issuing handout materials, it is important to consider whether the contents of such presentations, handouts and the related speaking notes contain material information that has not yet been disclosed.

The Corporation's investor relations staff should provide an advance copy of all presentation materials to the Executive Officer or his designate who will coordinate a review of the presentation material, handouts and speaking notes for accuracy and consistency with other public disclosures. The Executive Officer or his designate will confirm with the investor relations staff whether the contents or remarks are acceptable from a disclosure perspective.

**(vi) Corporate Website**

Disclosure of information on the Corporation's corporate website does not in and of itself constitute adequate public disclosure of such information. Accordingly, material information which has not otherwise been disclosed in accordance with this policy will not be posted on the Corporation's corporate website.

All KLS's publicly disclosed material information, and presentations to analysts and conferences will be made available through the corporate website for a reasonable period of time. All documents filed by the Corporation on SEDAR and EDGAR will be concurrently posted to the corporate website. Investor relations personnel are responsible to ensure that the Corporation's website will be kept up-to-date with the Corporation's latest disclosures.

All links posted on the Corporation's website must be approved by the Executive Officer and all links must include a notice that advised the reader that he or she is leaving the Corporation's website and that the Corporation is not responsible for the contents of the other website.

To reduce the risk that no material, non-public information is inadvertently disclosed, Employees are prohibited from participating in Internet chat rooms or newsgroup discussions on matters pertaining to the Corporation's activities or its securities. Specific individuals may, from time to time, be authorized by the Board to communicate with the public on various social media platforms in accordance with the Corporation's policies and guidelines and in accordance with applicable securities laws, but no material non-public information may be disclosed.

## DISCLOSURE RECORD

The investor and media relations department will maintain a file containing all public information about the Corporation (other than information that is already filed electronically with the Canadian securities regulators via SEDAR and the United States Securities and Exchange Commission via EDGAR), including all news releases, analysts' reports commented on, transcripts or tape recordings of conference calls, investor presentations, executive speeches, and as much as practicable, significant media articles on the Corporation.

*This Corporate Disclosure Policy is a statement of broad policies and is intended as a component of the flexible governance framework within which the committees of the Board assist the Board in directing the affairs of the Corporation. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Corporation's articles, it is not intended to establish any legally binding obligations.*