



## **KELSO TECHNOLOGIES INC.**

### **MANDATE OF THE BOARD OF DIRECTORS**

Adopted by the Board of Directors on March 23, 2015;  
reviewed and ratified by the Board of Directors on May 20, 2026

The Board of Directors (the “Board”) of Kelso Technologies Inc. (the “Corporation”) are elected by the shareholders and are responsible for the stewardship of the business and affairs of the Corporation. The Board seeks to discharge this responsibility by reviewing, discussing and approving the Corporation's strategic planning and organizational structure; by supervising management to oversee the long-term operational and financial goals and organizational structure; and supervising management to enhance and preserve the business of the Corporation and the underlying value of the Corporation.

### **DUTIES OF DIRECTORS**

The Board discharges its responsibility for overseeing the management of the Corporation's business by delegating to the Corporation's senior officers the responsibility for day-to-day management of the Corporation. The Board discharges its responsibilities both directly and through its standing committees; namely, the Audit Committee, the Corporate Governance and Nominating Committee and the Compensation Committee. In addition to these regular committees, the Board may appoint ad hoc committees periodically to address issues of a more short-term nature. The Board's primary roles are overseeing corporate performance and providing quality, depth and continuity of management to meet the Corporation's strategic objectives. Other principal duties include, but are not limited to, the following categories:

#### **Appointment of Management**

1. The Board is responsible for approving the appointment of the Chair, the Chief Executive Officer and other senior officers of the Corporation, and to satisfy itself as to the integrity of these officers. The Compensation Committee is responsible for approving the compensation of the Chief Executive Officer and the other executive officers, senior management and key personnel of the Corporation.
2. The Board from time to time delegates to senior management the authority to enter into transactions, such as financial transactions, subject to specified limits. Investments and other expenditures above the specified limits, and material transactions outside the ordinary course of business are reviewed by and are subject to the prior approval of the Board.
3. The Board oversees that succession planning programs are in place, including the appointment and monitoring of senior management. The Board is responsible for approving succession plans for the Chief Executive Officer and the other senior officers of the Corporation.

## **Board Organization**

1. The Board will respond to recommendations received from the Corporate Governance and Nominating Committee, but retains responsibility for managing its own affairs by giving its approval for its composition and size, the selection of the Chair of the Board, candidates nominated for election to the Board, committee appointments and committee mandates.
2. The Board may delegate to Board committees matters the Board is responsible for, including the approval of compensation matters relating to the Board, the conduct of performance evaluations and oversight of internal controls systems, but the Board retains its oversight function and ultimate responsibility for these matters and all other delegated responsibilities.

## **Strategic Planning**

1. The Board has oversight responsibility to participate directly, and through its committees, in developing, reviewing and approving the business objectives and goals of the Corporation.
2. The Board is responsible for reviewing the business, financial and strategic plans by which it is proposed that the Corporation may reach those goals.
3. The Board is responsible for providing input to management on emerging trends and issues and on strategic plans, objectives and goals that management develops.
4. The Board will consider alternate strategies in response to possible change of control transactions or take-over bids with a view to maximizing value for shareholders.

## **Monitoring of Financial Performance and Other Financial Reporting Matters**

1. The Board is responsible for enhancing congruence between shareholder expectations, corporate objectives and management performance.
2. The Board is responsible for:
  - (a) monitoring the Corporation's progress toward its strategic and operational goals, and to revise its direction to management in light of changing circumstances affecting the Corporation; and
  - (b) taking action as appropriate when Corporation performance falls short of its goals, or when other special circumstances warrant.
3. The Board is responsible for reviewing and approving the annual consolidated audited financial statements, the interim consolidated financial statements, and the notes and Management's Discussion and Analysis accompanying such financial statements, as well as the Corporation's Annual Information Form and Management Information Circular.
4. The Board is responsible for reviewing and approving material transactions outside the ordinary course of business and those matters which the Board is required to approve under the Corporation's governing statute, including the payment of dividends, the issuance, purchase and redemption of securities, acquisitions and dispositions of material assets and material expenditures.

## **Risk Management**

1. The Board is responsible for the identification of the principal risks of the Corporation's business and ensuring the implementation of appropriate internal control and management information systems to effectively monitor and manage those risks with a view to the long-term viability of the Corporation and achieving a proper balance between the risks incurred and the potential return to the Corporation's shareholders.

## **Policies and Procedures**

1. The Board is responsible for:
  - (a) approving and monitoring compliance with all significant policies and procedures by which the Corporation is operated;
  - (b) adopting a Corporate Disclosure Policy and a Code of Business Conduct and Ethics for the Corporation; and
  - (c) approving other policies and procedures designed to ensure that the Corporation operates at all times within applicable laws and regulations and in accordance with ethical and moral standards.
2. The Board shall enforce its policy respecting confidential treatment of the Corporation's proprietary information and the confidentiality of Board deliberations.

## **Communications and Reporting**

1. The Board will review from time to time as circumstances warrant the Corporation's corporate disclosure procedures to address communications with shareholders, employees, financial analysts, governments and regulatory authorities, the media and the communities in which the business of the Corporation is conducted. The Board will establish a process to permit stakeholders to provide feedback to the Corporation, and if thought appropriate by the Board, to directly contact the independent directors.
2. The Board is responsible for:
  - (a) overseeing the accurate reporting of the financial performance of the Corporation to shareholders, other security holders and regulators on a timely and regular basis;
  - (b) overseeing that the financial results are reported fairly and in accordance with generally accepted accounting standards and related legal disclosure requirements;
  - (c) taking steps to enhance the timely disclosure of any other developments that have a significant and material impact on the Corporation;
  - (d) reporting annually to shareholders on its stewardship for the preceding year; and
  - (e) overseeing the Corporation's implementation of systems to accommodate feedback from shareholders.