



**KELSO TECHNOLOGIES INC.
(the “Corporation”)**

Mandate of the Chairman of the Board/and or Lead Director

Where the Corporation has not yet appointed a Chair of the Board or the Chair of the Board is not an independent director and/or upon recommendation of the Corporate Governance and Nominating Committee, the Board may appoint from among the independent directors, a Lead Director to serve as such until the earlier of (a) the next meeting of shareholders where directors are elected; (b) the resignation of the Lead Director; or (c) the date the Lead Director is replaced by resolution of the Board of Directors.

The Chair of the Board or the Lead Director is responsible to:

1. act as the effective leader of the Board and ensure that the Board’s agenda will enable it to successfully carry out its duties;
2. provide leadership for the Board’s independent directors;
3. organize the Board to function independently of management, and ensure that the responsibilities of the Board are well understood by both the Board and management and that the boundaries between the Board and management responsibilities are clearly understood and respected;
4. ensure that the Board has an opportunity to meet without members of management, regularly, and without non-independent directors at least once per year;
5. determine, in consultation with the Board and management, the time and places of the meetings of the Board;
 - a) manage the affairs of the Board, including ensuring that the Board is organized properly, functions effectively and meets its obligations and responsibilities and mandates, where appropriate, through its duly appointed committees, including:
 - i. ensuring that the Board works as a cohesive team and providing the leadership essential for this purpose;
 - ii. ensuring that the resources available to the Board (in particular timely and relevant information) are adequate to support its work;
 - iii. ensuring that a process is in place by which the effectiveness of the Board and its committees is assessed on a regular basis;
 - iv. ensuring that a process is in place by which the contribution of individual directors to the effectiveness of the board and committees is assessed on a regular basis; and
 - v. ensuring that, where functions are delegated to appropriate committees, the functions are carried out and results are reported to the Board.
 - b) ensure that the Board has a succession planning process is in place to appoint the Chief Executive Officer and other members of management when necessary;

6. co-ordinate with management and the Corporate Secretary or Assistant Corporate Secretary to ensure that matters to be considered by the Board are properly presented and given the appropriate opportunity for discussion;
7. preside as chair of each meeting of the Board;
8. communicate with all members of the Board to co-ordinate their input, ensure their accountability and provide for the effectiveness of the Board; and
9. act as liaison between the Board and management to ensure that relationships between the Board and management are conducted in a professional and constructive manner, which will involve working with the Chief Executive Officer to ensure that the conduct of Board meetings provides adequate time for serious discussion of relevant issues and that the Corporation is building a healthy governance culture.

The Chair of the Board or the Lead Director may, as the case may be, delegate or share, where appropriate, certain of these responsibilities to or with any committee or member of the Board.

Adopted by the Board of Directors on March 23, 2015.