



## **MAJORITY VOTING POLICY**

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

The following is a description of the majority voting policy of the Board of Directors (the “**Board**”) of Kelso Technologies Inc. (the “**Corporation**”):

Each director of the Corporation must be elected by the vote of a majority (50% +1 vote) of the shares, represented in person or by proxy, at any meeting held for the election of directors. Forms of proxy for the election of directors will permit a shareholder to vote in favour of, or to withhold from voting, separately for each director nominee.

If any nominee for director does not received a majority vote in favour of his or her election from the shares voted at the meeting in person or by proxy, that director must immediately tender his or her resignation.

The Corporate Governance and Nominating Committee of the Corporation will expeditiously consider whether to recommend to the Board whether or not to accept the resignation. In making this recommendation, the Corporate Governance and Nominating Committee of the Corporation may consider such extenuating circumstances as it deems appropriate including, without limitation, circumstances relating to the composition of the Board, the stated reasons why shareholders “withheld” votes from or voted “against” the election of that nominee, the length of service and the qualifications of the Director whose resignation has been tendered, such Director’s contributions to the Corporation and the Corporation’s Corporate Governance Policies or the voting results.

The Board shall determine whether or not to accept the resignation within ninety (90) days of the relevant shareholders’ meeting. The Board shall accept the resignation absent exceptional circumstances. The resignation will be effective when accepted by the Board. A director who tenders a resignation pursuant to this policy will not participate in any meeting of the board or any sub-committee of the Board at which the resignation is considered.

The Corporation shall promptly issue a news release with the Board's decision, a copy of which must be provided to TSX. If the Board determines not to accept a resignation, the news release must fully state the reasons for that decision.

In the event that any Director who does not receive a majority vote does not tender his or her resignation in accordance with this Policy, he or she will not be re-nominated by the Board.