



## NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the “**Meeting**”) of holders (“**Shareholders**”) of common shares of Kelso Technologies Inc. (“**Kelso**” or the “**Corporation**”) will be held at the Fairmont Pacific Rim Hotel, 1038 Canada Place, Vancouver, BC, Canada V6C 0B9, Thursday, June 25, 2020, at the hour of 10:00 a.m. (PDT) for the following purposes:

1. To receive the audited consolidated financial statements of the Corporation for the financial year ended December 31, 2019 and accompanying report of the auditor, and the management’s discussion and analysis of the Corporation for the year ended December 31, 2019;
2. to appoint Smythe LLP, Chartered Professional Accountants, as the auditors of the Corporation for the ensuing year at a remuneration to be fixed by the directors of the Corporation;
3. To set the number of directors of the Corporation at seven;
4. To elect the seven nominees of the Corporation standing for election as directors of the Corporation to hold office until the next annual meeting of Shareholders or until his or her successor is duly elected or appointed;
5. to approve the unallocated stock options issuable pursuant to the 2014 Option Plan of the Corporation, as more particularly described in the Management Proxy Circular; and
6. to transact such other business as may properly come before the meeting or any postponement or adjournment thereof.

The details of all matters proposed to be put before Shareholders at the Meeting are set forth in the Management Proxy Circular accompanying this Notice of Meeting. At the Meeting, Shareholders will be asked to approve each of the foregoing items.

**Out of necessary caution, to proactively deal with the unprecedented public health impact of COVID-19, and to mitigate risks to the health and safety of our communities, shareholders, directors, employees and other stakeholders, Management encourages shareholders and others to vote by proxy in order to avoid physical attendance. .**

**Given the need for risk management in respect of COVID-19, the Corporation asks that anyone planning to attend the Meeting in person advise the Corporate Secretary of the Corporation at [klove@kelsotech.com](mailto:klove@kelsotech.com). To ensure the health and safety of all attendees, the Corporation reserves the right to take any additional cautionary measure deemed to be appropriate, necessary or advisable in relation to the Meeting in response to further developments in the COVID-19 pandemic, including limiting the number of persons who may be allowed in a single room for the Meeting to allow for required social distancing, or any other measures that may be recommended by public health authorities in connection with gatherings of persons.**

**Shareholders are encouraged to vote by proxy, by mail, by telephone or on the Internet, in advance of the deadline set forth in the Proxy Circular. See “Proxies and Voting Rights – How to Vote”. The Corporation is not aware of any items of business to be brought before the Meeting other than those described in the Proxy Circular.**

The directors of the Corporation have fixed April 27, 2020 as the record date for the Meeting (the “**Record Date**”). Only Shareholders of record at the close of business on the Record Date are entitled to vote at the Meeting or any adjournment thereof.

If you are a registered Shareholder and unable to attend the Meeting in person, please exercise your right to vote by completing and returning the accompanying form of proxy and deposit it with Computershare Investor Services Inc., Proxy Department, at 100 University Avenue, 8th Floor, Toronto, Ontario, Canada M5J 2Y1 by 10:00 a.m. (Pacific time) on Tuesday, June 23, 2020 or at least 48 hours (excluding Saturdays, Sundays and holidays) before the time that the Meeting is to be reconvened after any adjournment of the Meeting. The deadline for the deposit of proxies may be waived or extended by the Chair of the Meeting at the Chair's discretion without notice.

If you are a non-registered Shareholder and received this Notice of Meeting and accompanying materials through an intermediary, such as an investment dealer, brokerage firm, bank, trust company, trustee, custodian, administrator or other nominee, or a clearing agency in which the intermediary participates (each, an "**Intermediary**"), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

If you have any questions about the procedures required to qualify to vote at the Meeting or about obtaining and depositing the required form of proxy, you should contact Computershare Investor Services Inc. by telephone at 1-800-564-6253 (toll free in North America), by fax at 1-866-249-7775 or by e-mail at [service@computershare.com](mailto:service@computershare.com).

DATED at Vancouver, British Columbia as of the 30<sup>th</sup> day of April 2020.

**BY ORDER OF THE BOARD OF DIRECTORS  
KELSO TECHNOLOGIES INC.**

*"James R. Bond"*

**James R. Bond  
President, Chief Executive Officer and Director**