

**51-102F3**  
**MATERIAL CHANGE REPORT**

**Item 1 Name and Address of Company**

Kelso Technologies Inc. (the “Company”)  
7773 – 118A Street  
North Delta, BC, V4C 6V1

**Item 2 Date of Material Change**

April 1, 2015

**Item 3 News Release**

A press release announcing the material change referred to in this report was disseminated on April 1, 2015 through Marketwired and filed on SEDAR.

**Item 4 Summary of Material Change**

The Company announced the declaration of an annual cash dividend of US\$0.03 per share.

**Item 5 Full Description of Material Change**

*5.1 Full Description of Material Change:*

The Board of Directors of the Company is pleased to announce that an annual cash dividend of US\$0.03 per share has been declared on the outstanding common shares of the Company. The dividend is payable in cash on April 30, 2015 to shareholders of record at the close of business on April 15, 2015. Dividends paid to shareholders in the United States of America will be subject to a 15% withholding tax. Investors are reminded to allow sufficient time for the settlement of any shares purchased prior to the record date, and are encouraged to contact their investment advisors and/or tax advisors with any questions in this regard.

*5.2 Disclosure for Restructuring Transactions*

Not applicable

**Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102**

Not applicable

**Item 7 Omitted Information**

None

**Item 8 Executive Officer**

James R. Bond, CEO and President, 250-764-3618

**Item 9 Date of Report**

April 1, 2015