



Corporate Governance and Compensation Committee

I. Purpose and Authority

The primary function of the Corporate Governance and Compensation Committee (the “**Committee**”) of FLINT Corp. (the “**Company**”) is to assist the board of directors of the Company (the “**Board**”) in fulfilling its oversight responsibilities relating to: (i) the Company’s overall approach to corporate governance, including corporate governance policies and practices and identifying candidates for election as directors; and (ii) the Company’s compensation strategy, policies and programs.

The Committee will primarily fulfill its responsibilities by carrying out the activities outlined in this Charter. The Committee is given full access to management of the Company and its records as necessary to carry out these responsibilities.

The Committee may, with the approval of the Board, retain independent counsel and/or other advisors to assist in fulfilling its responsibilities, at the expense of the Company.

II. Composition and Qualification

The Committee will be comprised of three (3) or more directors as designated by the Board from time to time. All members of the Committee shall be “independent” directors, as determined by the Board in accordance with applicable securities laws and stock exchange rules.

Each member of the Committee will serve only at the pleasure of the Board and, in any event, only so long as they shall be an independent director. The Board may fill vacancies in the Committee by appointment, and if and whenever a vacancy shall exist in the Committee, the remaining members may exercise all of its powers so long as a quorum remains in office.

III. Responsibilities and Duties

The Committee shall have the following responsibilities and duties:

Corporate Governance Matters

- (a) develop the Company’s approach to corporate governance and keep abreast of developments in corporate governance and advise the Board and the committees of the Board on corporate governance issues;
- (b) review and recommend to the Board the Statement of Corporate Governance Practices (or similarly captioned) section of the Company’s management information circular and any other disclosure required under applicable law with respect to matters that are within its responsibilities before the Company publicly discloses this information;
- (c) make recommendations to the Board with respect to the appropriate size and composition of the Board;



- (d) recommend to the Board, as required, candidates suitable for election to the Board based on the Board's determination of the competencies, skills and personal qualities desired in new Board members;
- (e) monitor annually the implementation of the Board diversity policy, assess the effectiveness of the director nomination process in achieving the policy's objectives, measure the diversity of the Board, and report to the Board with respect to the Company's annual and cumulative progress in achieving the policy's objectives;
- (f) make recommendations to the Board with respect to the appointment of directors to Board committees and the selection of a chair of each Board committee;
- (g) monitor the appropriateness of, and implement structures from time to time, to facilitate the independence of the Board and the directors to function independently of management;
- (h) respond to, and if appropriate, authorize requests by individual directors to engage outside advisors at the expense of the Company;
- (i) oversee the Company's code of conduct and ethics policy, disclosure policy and whistleblower policy (collectively, the "**Governance Policies**"), and review and recommend to the Board for approval, any applicable changes in or additions to the Governance Policies in the context of competitive, legal and operational considerations;
- (j) receive reports on the nature and extent of compliance or any non-compliance with the Governance Policies and applicable legislation, and plans to correct deficiencies, if any, and report to the Board on the status of such matters;
- (k) approve all transactions involving any "related party", as that term is defined in Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (collectively, "**Related Party Transactions**"), that are not required to be dealt with by an independent committee of the Board and monitor any Related Party Transactions and report to the Board on a regular basis regarding the nature and extent of the Related Party Transactions;

Compensation Matters

- (l) review and approve corporate goals and objectives relevant to the compensation of the Chief Executive Officer (the "**CEO**"), evaluate the CEO's performance in light of those corporate goals and objectives, and make recommendations to the Board with respect to the CEO's compensation level based on this evaluation;
- (m) make recommendations to the Board with respect to non-CEO officer and director compensation;
- (n) make recommendations to the Board with respect to the establishment of any incentive compensation plans and equity-based compensation plans established for directors, officers and employees of the Company, and oversee the administration of such plans;
- (o) review and recommend to the Board the Compensation Discussion and Analysis, Statement of Executive Compensation and Directors' Compensation (or similarly captioned) sections of the



Company's management information circular and any other disclosure required under applicable law with respect to matters that are within its responsibilities before the Company publicly discloses this information;

Other Matters

- (p) adopt a process to identify the principal risks to the Company's business and ensure that appropriate systems are in place to effectively monitor and manage such risks, and periodically evaluate the appropriateness of such systems;
- (q) review and assess the adequacy of this Charter from time to time based on its assessment of the Company's needs, legal and regulatory developments and applicable best practices and, where appropriate, request Board approval for any proposed changes;
- (r) perform other activities related to this Charter as requested by the Board; and
- (s) report on its activities to the Board regularly.

IV. Meetings

A quorum for the transaction of business of the Committee shall consist of a majority of the members of the Committee. No business may be transacted by the Committee except at a meeting at which a quorum is present. Alternatively, business may be transacted by the Committee by a resolution in writing signed by all members of the Committee who would have been entitled to vote on that resolution at a meeting of the Committee.

The time and place for meetings of the Committee and procedures at such meetings shall be determined from time to time by the Committee. The Secretary of the Company shall, upon the request of the Chair of the Committee, any member of the Committee or the Chief Executive Officer of the Company, call a meeting of the Committee by giving at least 48 hours' advance notice to each member; provided that no notice of a meeting shall be necessary if all of the members are present either in person or by means of conference telephone or other communication equipment or if those absent have waived notice or otherwise signified their consent to the holding of such meeting. The Committee expects that written materials will be received from management in advance of meeting dates. Unless the Committee otherwise decides, information distributed to the Committee members will be made available to all directors.

Any member of the Committee may participate in a meeting of the Committee by means of a conference telephone or other communication equipment, and the member participating in a meeting in such manner shall be deemed, for purposes hereof, to be present in person at the meeting.

The Committee shall keep minutes of its meetings which shall be submitted to the Board.

One of the members of the Committee shall be elected as its Chair by the Committee or the Board and the Committee may, from time to time, appoint any person who need not be a member, to act as a secretary at any meeting.



The Committee may invite such officers and employees of the Company as it may see fit, from time to time, to attend meetings of the Committee.

At each meeting of the Committee, an opportunity will be provided for the Committee to meet without management present.

This Charter was approved by the Board of Directors on December 1, 2022.