



Health, Safety and Environment Committee

I. Purpose and Authority

The primary function of the Health, Safety and Environment 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 the establishment of appropriate health, safety and environment policies and procedures and compliance with applicable legal obligations in these areas.

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. A majority of the 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. 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:

- (a) review internal control systems for health, safety and the environment and recommend to the Board for approval fundamental policies pertaining to health, safety and environment that have the potential to impact the Company’s activities and strategies;
- (b) monitor the Company’s existing health, safety and environmental practices and procedures for compliance with applicable laws and industry standards, and report to the Board on applicable laws, regulations, emerging trends and issues relevant to health, safety and environmental matters for the Company;
- (c) review management’s assessment of the Company’s cyber risk and the cybersecurity measures implemented by the Company in response to those risks;
- (d) investigate any activity that the Committee deems appropriate, and if appropriate, report thereon to the Board;
- (e) review, and investigate as appropriate, the findings of any significant report by regulatory agencies, external health, safety and environmental consultants or auditors about Company performance in health, safety and environment;



- (f) review and report to the Board on the Company's performance with respect to health, safety and environmental matters;
- (g) receive regular reports from the management of the Company regarding health, safety and environment matters;
- (h) receive presentations from time to time from various management personnel within the Company's operations, regarding health, safety and environment issues and safety performance;
- (i) 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;
- (j) perform other activities related to this Charter as requested by the Board; and
- (k) 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 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 and, if applicable, non-independent directors, present.

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