



FLINT Announces Transformational Recapitalization

Calgary, Alberta, August 7, 2025 – FLINT Corp. ("**FLINT**" or the "**Company**") (TSX: FLNT) is pleased to announce a proposed recapitalization transaction (the "**Recapitalization**") that will significantly reduce the Company's debt and annual interest costs, simplify its capital structure and improve liquidity. The Recapitalization is the result of an extensive review process conducted by the Company's board of directors (the "**Board**"), which culminated in FLINT entering into a definitive recapitalization support agreement (the "**Support Agreement**") with its largest shareholder and primary lender, Canso Investment Counsel Ltd., in its capacity as portfolio manager for and on behalf of certain accounts that it manages ("**Canso**"). The Recapitalization is intended to preserve value for the Company's shareholders and better position FLINT to execute on future growth opportunities.

Barry Card, Chief Executive Officer of FLINT, commented: "This Recapitalization marks a pivotal milestone in FLINT's evolution. With the continued support of Canso and our other stakeholders, we are well-positioned to accelerate our strategic objectives. The Recapitalization enhances our ability to deliver our comprehensive service offerings, broaden our geographic reach, and further diversify our end markets. We are energized by the opportunities ahead and remain committed to creating long-term value for our shareholders and all stakeholders."

Key Terms of the Recapitalization

The proposed Recapitalization will be implemented by way of a plan of arrangement ("**Plan of Arrangement**") under the *Business Corporations Act* (Alberta) (the "**ABCA**") and includes the following key elements:

- all of the Company's 8.00% senior secured debentures of the Company due October 14, 2027 (the "**Senior Secured Notes**"), in the aggregate principal amount of \$135,335,053, together with all interest accrued from and after June 30, 2025, will be exchanged for the issuance of new common shares in the capital of the Company (the "**Common Shares**") representing approximately 90% of the total number of Common Shares issued and outstanding upon completion of the Recapitalization;
- all entitlements to accrued and unpaid dividends under the Company's issued and outstanding series 1 cumulative redeemable convertible preferred shares of the Company (the "**Series 1 Preferred Shares**") and the series 2 cumulative redeemable convertible preferred shares of the Company (the "**Series 2 Preferred Shares**", and collectively with the Series 1 Preferred Shares, the "**Preferred Shares**"), will be extinguished;
- all of the issued and outstanding Preferred Shares will be exchanged for the issuance of new Common Shares representing approximately 7.5% of the total number of Common Shares issued and outstanding upon completion of the Recapitalization;
- the Common Shares will be consolidated (the "**Share Consolidation**") on a basis of one post-consolidation Common Share for every 40 pre-consolidated Common Shares;
- upon completion of the Recapitalization, existing holders of Common Shares ("**Common Shareholders**") will retain their existing Common Shares, subject to the Share Consolidation, such that the Common Shareholders will own approximately 2.5% of the total number of Common Shares issued and outstanding upon completion of the Recapitalization;
- in connection with the Recapitalization, the Company has agreed to enter into a registration rights agreement with Canso prior to closing of the Recapitalization, which shall grant Canso certain

registration rights in respect of future sales of Common Shares for so long as it beneficially controls at least 10% of the Common Shares;

- total debt will be reduced by approximately C\$135,335,053 and annual cash interest expense reduced by approximately C\$10,826,804;
- obligations to employees, customers and suppliers will not be affected by the Recapitalization and will continue to be satisfied in the ordinary course; and
- the Company's other existing credit facilities will be unaffected by the Recapitalization.

Under the terms of the Support Agreement, Canso has agreed to vote the following securities it controls or manages in favour of the Recapitalization:

- 97% of the outstanding Senior Secured Notes;
- 99% of the outstanding Preferred Shares; and
- 10% of the outstanding Common Shares.

In addition, all of the directors of FLINT that hold Common Shares and / or Preferred Shares have entered into separate voting support agreements pursuant to which they have agreed to vote all of their Common Shares, representing approximately 6.9% of the issued and outstanding Common Shares and 0.057% of the issued and outstanding Preferred Shares, in favour of the Recapitalization.

The Recapitalization, will, among other things proactively address the maturity and interest obligations under the Senior Secured Notes, the accrued and unpaid dividends on the Preferred Shares and simplify the Company's capital structure through the elimination of the Senior Secured Notes and the outstanding Preferred Shares. It is also anticipated that the Recapitalization will allow FLINT to pursue its strategic initiatives and growth plans to the benefit of all its shareholders.

The aggregate number of Common Shares expected to be issued pursuant to the Recapitalization (on a post-Share Consolidation basis) is 107,251,209, representing approximately 97.5% of the total issued and outstanding Common Shares on a pre-closing non-diluted basis. The exchange of Senior Secured Notes and Preferred Shares for the issuance of Common Shares shall constitute the full and complete satisfaction and extinguishment of any claims under or in respect of the Senior Secured Notes and Preferred Shares, including claims in respect of principal and accrued and unpaid interest on the Senior Secured Notes and principal and accrued and unpaid dividends on the Preferred Shares.

Additional Information about the Recapitalization

The Recapitalization is the result of an arm's length process undertaken by the Company, with the assistance of its legal and financial advisors and in consultation with key stakeholders, to review potential financing and strategic alternatives to address the pending maturity of the Senior Secured Notes, the Company's restrictive capital structure and to strengthen the overall financial position of the Company. Given Canso's status as a related party of the Company, the review and negotiation of the Recapitalization and financing alternatives was supervised by an independent special committee (the **"Independent Committee"**) of the Board formed to oversee these initiatives. In connection with the Recapitalization, the Company has carefully reviewed and considered, among other things, its overall capital structure and financial condition, the interest obligations and maturity obligations under the Senior Secured Notes, the Company's liquidity requirements and all other alternatives to the Recapitalization reasonably available to the Company, including the status quo.

ATB Securities Inc. (**"ATB Capital Markets"**) has been engaged as financial advisor to the Company and determined that, based on its extensive market analysis, and given Canso's unique position as a holder of significant debt and equity, the Recapitalization represents the most viable alternative to the Company for purposes of reducing its debt profile and positioning FLINT to execute on growth opportunities.

Origin Merchant Partners ("**Origin**") has been engaged as independent financial advisor to the Independent Committee and the Board and provided an opinion to the Independent Committee and the Board that, subject to the scope of review, assumptions and limitations set forth in its opinions, the Recapitalization, if implemented, is fair, from a financial point of view, to the holders of Common Shares and Preferred Shares. Under the terms of its engagement, Origin will be providing a formal valuation report pursuant to Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"), which will be included in the materials delivered to securityholders in connection with the Meetings (as defined below).

Following the Company's review and consultation process outlined above and after careful consideration, based on a number of factors, including, among other things: (i) the opinion and formal valuation of Origin and financial advice received by the Company from ATB; and (ii) advice from the external legal counsel of the Independent Committee, the Independent Committee has determined that the Recapitalization is in the best interests of the Company and unanimously recommended to the Board that the Recapitalization be approved.

Based on the recommendation of the Independent Committee and the factors considered by the Independent Committee, the Board unanimously approved the transactions constituting the Recapitalization and recommends that holders of the Preferred Shares and the Common Shares support the Recapitalization.

Required Approvals and Implementation of the Recapitalization

The Recapitalization will be implemented through the Plan of Arrangement under the provisions of the ABCA. To proceed by way of a plan of arrangement, FLINT will bring an application before the Court of King's Bench of Alberta (the "**Court**") for an interim order authorizing the Company to hold separate meetings of: (i) holders of the Senior Secured Notes; (ii) holders of the Preferred Shares, voting together as a single class; and (iii) the Common Shareholders (collectively, the "**Meetings**") to vote on the Plan of Arrangement giving effect to the Recapitalization, which shall be subject to approval of at least two-thirds of the votes cast by such securityholders at each of the Meetings.

As Canso, in its capacity as portfolio manager for and on behalf of certain accounts that it manages, owns, controls or directs more than 10% of the issued and outstanding Common Shares, it is considered an "insider" and "related party" of the Company for the purposes of the rules of the TSX and the MI 61-101. As a result, the Recapitalization will also require approval of a simple majority of the votes cast by Common Shareholders at the applicable Meeting, excluding votes cast by Canso and any of its related parties and joint actors.

In addition to the foregoing securityholder approvals, the Recapitalization is subject to regulatory approvals, including the approval of the TSX, as well as the approval of the Court. Details of the Recapitalization and the required securityholder approvals will be included in a management information circular to be mailed by the Company to its securityholders. The Meetings are expected to be held in late September 2025 and the Recapitalization is expected to close by the end of September 2025, subject to the satisfaction or waiver of customary closing conditions. If all requisite approvals are obtained the Plan of Arrangement will bind all holders of Senior Secured Notes, Preferred Shares and Common Shares of the Company.

Advisors

Blake, Cassels & Graydon LLP is acting as legal counsel to FLINT in respect of the Recapitalization and ATB Capital Markets is acting as financial advisor to the Company. Osler, Hoskin & Harcourt LLP is acting as legal counsel to the Independent Committee and Origin is acting as financial advisor to the Independent Committee. Carson Proxy Advisors is acting as strategic shareholder communications advisor to FLINT.

Bennett Jones LLP is acting as legal counsel to Canso in respect of the Recapitalization.

About FLINT Corp.

With a legacy of excellence and experience stretching back more than 100 years, FLINT provides

solutions for the Energy and Industrial markets including: Oil & Gas (upstream, midstream and downstream), Petrochemical, Mining, Power, Agriculture, Forestry, Infrastructure and Water Treatment. With offices strategically located across Canada and a dedicated workforce, we provide maintenance, turnaround, construction, wear technology and environmental services that help our clients bring their resources to our world. For more information about FLINT, please visit www.flintcorp.com or contact:

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Advisory Regarding Forward-Looking Information

Certain information included in this press release may constitute "forward-looking information" within the meaning of Canadian securities laws. In some cases, forward-looking information can be identified by terminology such as "may", "will", "should", "expect", "plan", "anticipate", "believe", "estimate", "predict", "potential", "continue" or the negative of these terms or other similar expressions concerning matters that are not historical facts. Specifically, this press release contains forward-looking information relating to: the Recapitalization, including the structure, terms, timing and implementation thereof; the post-Recapitalization holdings of the Company, including on a post-Consolidation basis; the anticipated benefits of the Recapitalization to our shareholders and all other stakeholders of the Company; and the anticipated timing of the Meetings and the mailing of the management information circular to securityholders.

Such forward-looking information is based on certain assumptions that the Company has made in respect thereof as at the date of this press release regarding, among other things: the ability of the parties to satisfy the conditions to closing of the Recapitalization in a timely manner and substantially on the terms described in this press release; that favourable circumstances continue to exist in respect of current operations and current and future growth projects; that the Company's future results of operations will be consistent with past performance and management expectations in relation thereto; prevailing regulatory, tax and environmental laws and regulations; that all required regulatory approvals can be obtained on the necessary terms in a timely manner; that counterparties will comply with contracts in a timely manner; and that there are no unforeseen events preventing the performance of contracts.

Forward-looking information involves significant risks and uncertainties. A number of factors could cause actual events or results to differ materially from the events and results discussed in the forward-looking information including, but not limited to: the ability of the parties to receive, in a timely manner, the necessary regulatory, court, securityholder, stock exchange and other third-party approvals; the ability of the parties to satisfy, in a timely manner, the other conditions to the closing of the Recapitalization; compliance with debt covenants; access to credit facilities and other sources of capital for working capital requirements and capital expenditure needs; availability of labour; dependence on key personnel; economic conditions; commodity prices; interest rates; regulatory change; weather; and risks related to the integration of acquired businesses. These factors should not be considered exhaustive. Risks and uncertainties about FLINT's business are

more fully discussed in FLINT's disclosure materials, including its annual information form and management's discussion and analysis of the operating and financial results, filed with the securities regulatory authorities in Canada and available on SEDAR+ at www.sedarplus.ca. In formulating the forward-looking information, management has assumed that business and economic conditions affecting FLINT will continue substantially in the ordinary course, including, without limitation, with respect to general levels of economic activity, regulations, taxes and interest rates. Although the forward-looking information is based on what management of FLINT consider to be reasonable assumptions based on information currently available to it, there can be no assurance that actual events or results will be consistent with this forward-looking information, and management's assumptions may prove to be incorrect.

This forward-looking information is made as of the date of this press release, and FLINT does not assume any obligation to update or revise it to reflect new events or circumstances except as required by law. Undue reliance should not be placed on forward-looking information. Forward-looking information is provided for the purpose of providing information about management's current expectations and plans relating to the future. Readers are cautioned that such information may not be appropriate for other purposes. The forward-looking information contained in this press release is expressly qualified by this cautionary statement.