Board of Directors

Board Charter

I. Purpose and Authority

The Board of Directors (the "**Board**") of FLINT Corp. (the "**Company**") is responsible for the overall stewardship of the Company and any subsidiary entities of the Company. The role of the Board is one of supervision, leadership and oversight. The primary functions of the Board are to: (i) adopt a strategic planning process designed to achieve the Company's principal objectives; (ii) supervise the management of the business and affairs of the Company with the goal of achieving the Company's principal objectives; and (iii) discharge the duties of the Board imposed by applicable laws.

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

The Board has the authority, at the Company's expense, to retain, instruct, compensate and terminate independent counsel and/or other advisors as it determines necessary to carry out its duties.

II. Composition and Qualification

The Board will be comprised of three (3) or more directors, a majority of whom shall be "independent" directors, as determined by the Board in accordance with applicable securities laws and stock exchange rules.

The shareholders of the Company are entitled to nominate for election all of the members of the Board, to hold office until the close of the next annual meeting, by a vote at a meeting of shareholders. The Board may fill vacancies in the Board by appointment, and if and whenever a vacancy shall exist in the Board, the remaining members may exercise all of its powers so long as a quorum remains in office.

III. Responsibilities and Duties

The Board shall have the following responsibilities and duties:

Strategic Plans and Oversight

(a) Adopt a strategic planning process, approve a strategic plan for achieving the Company's principal objectives, and approve capital and operating plans to implement the strategic plan.

(b) Monitor the Company's performance against its strategic plan, conduct periodic reviews of the Company's resources, risks, regulatory constraints and opportunities to facilitate the strategic plan, and, if the Board deems necessary, adjust the strategic plan for changing circumstances.

(c) Approve in advance significant acquisitions, capital expenditures, dispositions, investments and other financial commitments that exceed authorized expenditure limits established by the Board.

(d) Monitor the Company's capital structure and approve significant changes thereto.

(e) Approve dividends and distributions, significant financings and transactions affecting the debt capitalization and authorized capital of the Company, including the issue and repurchase of shares and debt securities**.**

Controls and Finances

(f) 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.

(g) Ensure that appropriate systems are in place for the implementation and maintenance of the integrity of the Company's disclosure controls and procedures, internal controls and information systems, including maintenance of all required records and documentation.

(h) Review periodically management's assessment of the Company's cyber risk, artificial intelligence and emerging technology risk and the measures implemented by the Company to manage and mitigate those risks.

(i) Adopt a disclosure policy that provides for the Company's disclosure and communications practices.

(j) Ensure that the financial performance of the Company is properly reported to shareholders, other security holders and regulators on a timely and regular basis and in accordance with applicable laws.

(k) Approve a code of conduct and ethics policy that establishes ethical standards to be observed by all officers, employees and Company personnel and ensure that a process is in place to monitor compliance therewith.

Supervision of Management

(l) Establish limits of authority delegated to management.

(m) Select and appoint the Chief Executive Officer, determine the goals and objectives for the Chief Executive Officer, and evaluate the Chief Executive Officer's performance in relation to such goals and objectives.

(n) In consultation with the Chief Executive Officer, appoint all executive officers, approve their goals and objectives, and monitor their performance.

(o) Review matters of succession and succession planning for both directors and officers, including appointment, training and monitoring.

Compensation

(p) Establish an overall compensation strategy for the Company and monitor its implementation with special attention devoted to the executive officers. Review the compensation strategy annually to ensure that it continues to be appropriate.

(q) Review annually the adequacy and form of the compensation of directors.

Health, Safety and Environment

(r) Ensure that the Company has in place appropriate health, safety and environmental policies, having regard to legal, industry and community standards, and ensure implementation of management systems to monitor the effectiveness of those policies.

*Environment, Social and Governance ("**ESG**")*

(s) Providing stewardship and oversight of the Company's ESG strategy and ensuring that management has effective policies and procedures in place to identify, measure, manage and mitigate ESG risks.

(t) Reviewing the Company's ESG reporting.

Governance

(u) Establish an appropriate system of corporate governance, including practices to ensure that the Board functions independently of management.

(v) Review annually the composition of the Board and its committees.

(w) Select nominees for election to the Board.

(x) Ensure that all new directors receive a comprehensive orientation in order to fully understand the role of the Board and its committees, as well as the contribution individual directors are expected to make, including the commitment of time and resources.

(y) Appoint from amongst the directors an audit committee and such other committees of the Board as the Board deems appropriate, appoint a chair of each committee, and establish a charter for each committee of the Board that outlines its purpose and authority, composition and qualification, and responsibilities and duties. Any responsibility not delegated to management or a committee of the Board remains with the Board.

(z) Facilitate the continuity, effectiveness and independence of the Board by, amongst other things: (i) ensuring that processes are in place and are utilized to assess the effectiveness of the Chairman of the Board, the Board as a whole, each committee of the Board, and each director; and (ii) establishing a system to enable any director, the Board and any committees of the Board to engage independent counsel and/or other advisors to assist in fulfilling their respective responsibilities, at the expense of the Company.

(aa) Develop measures for receiving shareholder feedback, including establishing a process for direct communication between shareholders and the independent directors.

(bb) Review and assess the adequacy of this Charter and the charter of each committee of the Board from time to time based on its assessment of the Company's needs, legal and regulatory developments and applicable best practices and, where appropriate, approve revisions thereto.

IV. Meetings

The Board will meet on at least a quarterly basis and will hold special meetings if circumstances require. The time and place for meetings of the Board and procedures at such meetings shall be determined from time to time by the Board.

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

The Secretary of the Company shall, upon the request of the Chairman of the Board, any member of the Board or the Chief Executive Officer of the Company, call a meeting of the Board 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 Board expects that written materials will be received from management in advance of meeting dates.

Any member of the Board may participate in a meeting of the Board 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 Board shall keep minutes of its meetings.

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

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

At each meeting of the Board, an opportunity will be provided for the directors to meet without management, non-independent directors or both present. The Board may also hold meetings without management, non-independent directors or both present.

This Charter was approved by the Board of Directors on September 23, 2026.