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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 10-K**

- ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Fiscal Year Ended December 31, 2023

OR

- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission File No. 001-31540

**FLEXIBLE SOLUTIONS INTERNATIONAL, INC.**

(Exact name of registrant as specified in its charter)

Alberta	71-1630889
(State or other jurisdiction of incorporation or organization)	(Employer Identification No.)
6001 54 Ave. Taber, Alberta, Canada	T1G 1X4
(Address of Principal Executive Office)	Zip Code

Registrant's telephone number, including Area Code: (403) 223-2995

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, \$0.001 par value	FSI	NYSE American

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  
Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.  
Yes  No

Indicate by check mark whether the registrant (1) has filed all reports to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer", "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act by the registered public accounting firm that prepared or issued its audit report.  Yes  No

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act):  Yes  No

As of June 30, 2023 the aggregate market value of the Company's common stock held by non-affiliates was \$19,343,103 based on the closing price for shares of the Company's common stock on the NYSE American for that date.

As of March 29, 2024, the Company had 12,450,532 issued and outstanding shares of common stock.

Documents incorporated by reference: None

The terms "Flexible", "Company", "we", "us", and "our" are used to refer to Flexible Solutions International, Inc. and its subsidiaries, unless the context otherwise requires.

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**CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS**

This Annual Report on Form 10-K for the year ended December 31, 2023 (“Annual Report”), including the Audited Consolidated Financial Statements, contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements include, without limitation, those statements relating to development of new products, our financial condition and our ability to increase distribution of our products. Forward-looking statements can be identified by the use of forward-looking terminology, such as “may,” “will,” “should,” “expect,” “anticipate,” “estimate,” “continue,” “plans,” “intends,” or other similar terminology. These forward-looking statements are not guarantees of future performance and involve risks, uncertainties and assumptions that are difficult to predict. Therefore, actual outcomes and results may differ materially from what is anticipated or forecasted in these forward-looking statements due to numerous factors, including, but not limited to, our ability to generate or obtain sufficient working capital to continue our operations, changes in demand for our products, the timing of customer orders and deliveries and the impact of competitive products and pricing. In addition, such statements could be affected by general industry and market conditions and growth rates, and general domestic and international economic conditions.

Although we believe that the expectations reflected in these forward-looking statements are reasonable and achievable, such statements involve risks and uncertainties and no assurance can be given that our actual results will be consistent with these forward-looking statements. Except as otherwise required by applicable securities laws, we undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events, changed circumstances or any other reason, after the date this Annual Report is filed with the Securities and Exchange Commission.

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## PART I

### Item 1. Description of Business

We were incorporated as Flexible Solutions Ltd., a British Columbia corporation on January 26, 1991. On May 12, 1998, we merged Flexible Solutions Ltd. into Flexible Solutions International, Inc., a Nevada corporation. In connection with this merger, we issued 7,000,000 shares of common stock to the former shareholders of Flexible Solutions Ltd. in exchange for all of the outstanding shares of Flexible Solutions Ltd.

In June 2004 we purchased 52 U.S. and 139 International Patents (“IP”), as well as a 56,780 sq. ft. manufacturing plant near Chicago, Illinois from the bankruptcy estate of Donlar Corporation (“Donlar”) for \$6.15 million. The IP we acquired from Donlar relates to water-soluble chemicals (“TPAs”) which prevent corrosion and scaling in water pipes used in the petroleum, chemical, utility and mining industries. TPAs are also used to enhance fertilizers and improve crop yields and as additives for household laundry detergents, consumer care products and pesticides. These assets are held in our wholly owned subsidiary, NanoChem Solutions Inc. (“NanoChem”), which has become our largest revenue generator.

In October 2018, we purchased 65% of ENP Investments, LLC, a manufacturing and distribution company active in the areas of golf, turf and ornamental agriculture products.

In January 2019, we purchased 50% of a Florida based limited liability company engaged in international sales of fertilizer additives. This purchase is accounted for as an equity accounted investment.

In 2019, we changed our corporate domicile from Nevada to Alberta, Canada.

In January 2020, ENP Realty, LLC became a wholly owned subsidiary of ENP Investments, LLC and was renamed to ENP Mendota, LLC. ENP Mendota owns a building that the Company occupies.

In June 2022, ENP Peru Investments, LLC became a wholly owned subsidiary with NanoChem owning 91.67% and ENP Investments, LLC owning 8.33%. of ENP Peru. In 2023, NanoChem purchased the remaining 8.33% of shares to become sole owner. ENP Peru was previously accounted for under the equity method however, from 2022

it is consolidated into the financial statements from the date control was obtained. ENP Peru owns a building the Company occupies.

In June 2023, 317 Mendota LLC (“317 Mendota”) was created to purchase real estate and the Company has 80% ownership with an unrelated party (NCI) owning the remaining 20%. The Company occupies part of the building currently owned by 317 Mendota and intends to rent out the remaining portion of the building. For financial reporting purposes, the assets, liabilities and earnings of 317 Mendota are consolidated into these financial statements. The NCI’s ownership interest in 317 Mendota is recorded in non-controlling interests in these consolidated financial statements.

We operate through a number of wholly-owned subsidiaries which are further discussed in Note 1 to the consolidated financial statements included as part of this report. Unless otherwise indicated, all references to our business include the operations of these subsidiaries.

Our website is [www.flexiblesolutions.com](http://www.flexiblesolutions.com)

## **Our Products**

### *Thermal Polyaspartates (“TPAs”)*

We manufacture TPAs in our Peru, Illinois plant using a thermal polymerizing process. The multiple variants produced are optimized for individual market verticals and sold for end use or through distribution.

TPAs for Oilfields. TPAs are used to reduce scale and corrosion in various “topside” water systems. They are used in place of traditional phosphonate and other products when biodegradability is required by environmental regulations. We have the ability to custom manufacture TPAs depending on the specific water conditions associated with any oil well. TPAs are also used in fracking fluids to reduce the toxicity while maintaining equal function.

TPAs for the Agricultural Industry. TPAs have the ability to reduce fertilizer crystallization before, during and after application and can also delay crystal formation between fertilizer and minerals present in the soil. Once crystallized, fertilizer and soil minerals are not able to provide plant nourishment. As a result, in select conditions the use of TPAs either blended with fertilizer or applied directly to crops can increase yields significantly. TPAs are designated for crop nutrient management programs and should not be confused with crop protection and pesticides or other agricultural chemical applications. Depending on the application, TPA products are marketed under a variety of brands including EX-10TM, AmisorbTM, LYNXTM, MAGNETTM, AmGroTM and VOLT™. Markets of significance include corn, wheat, soybeans, rice, potatoes, sugar beets, cotton, tomatoes, almonds and other high value per acre crops.

TPAs for Irrigation. The crystallization prevention ability of TPAs can also be useful in select irrigation conditions. By reducing calcium carbonate scale propagation, TPAs can prevent early plugging of drip irrigation ports, reduce maintenance costs and lengthen the life of equipment. TPAs compete with acid type scale removers, but have the advantage of a positive yield effect on the plant, as well as an easier deployment formulation with liquid fertilizers when used as part of a “fertigation” program. Our TPAs for drip irrigation scale prevention are marketed and sold through the same channels as TPAs used by the agricultural industry.

TPAs in Cleaning Products. TPA can replace polyacrylates in cleaning products which is valuable because TPA is biodegradable while polyacrylates are not. In a cleaning product formulation, TPA prevents the re-deposition of dirt onto the surfaces to be cleaned allowing dirt to be rinsed away.

Nitrogen Conservation Products for Agriculture. We manufacture and sell two conservation products and mixtures used for slowing nitrogen loss from fields. One significant loss route for nitrogen fertilizer is enzymatic degradation by bacteria naturally present in soil. Our product, SUN 27™ inhibits the bacterial action and keeps the nitrogen fertilizer available for plant growth. The second significant nitrogen loss mechanism is de-nitrification. This

is also caused by bacterial activity in soil resulting in oxygen being stripped from the fertilizer leaving nitrogen gas. The gas can't be used by the plants and escapes into the atmosphere. Our N Savr 30TM product uses the most effective active ingredients available to combat this cause of fertilizer loss. We sell SUN 27TM and N Savr 30TM through distributors in North and South America under our trade names and under private labels.

### *Food and Nutritional Materials*

We have installed custom equipment used to produce food and nutritional materials. All the ingredients we produce are custom products for specific clients and are confidential. We anticipate that this market vertical will grow over time.

#### *HEATSAVR®*

Our studies indicate that approximately 70% of the energy lost from a swimming pool occurs through water evaporation. HEATSAVR® is a chemical product for use in swimming pools and spas that forms a thin, transparent layer on the water's surface. The transparent layer slows the evaporation of water, allowing the water to retain a higher temperature for a longer period of time and thereby reducing the energy required to maintain the desired temperature of the water. We have received reports from our commercial customers documenting energy savings of between \$2,400 and \$6,000 per year when using HEATSAVR®.

In outdoor pools, the HEATSAVR® also provides convenience compared to pool blankets. It is often inconvenient to use conventional pool blankets since a pool blanket must be removed and stored before the pool can be used. Pool blankets do not provide any energy savings when not on the pool. Conversely, HEATSAVR® eliminates the need to install, remove and store the blanket and works 24 hours a day. In addition, the use of HEATSAVR® in an indoor pool results in even greater energy savings since indoor pool locations use energy not only to heat the pool water, but also to air condition the pool environment. By slowing the transfer of heat and water vapor from the pool to the atmosphere of the pool enclosure, less energy is required to maintain a pool at the desired temperature and there is a reduced load on the air-conditioning system. We also manufacture and sell products which automatically dispense HEATSAVR® into commercial size swimming pools or spas at the rate of one ounce per 400 sq. ft. of water surface per day.

#### *WATERSAVR®*

This product utilizes a patented variation of our HEATSAVR technology to reduce water evaporation in reservoirs, potable water storage tanks, livestock watering ponds, aqueducts, canals and irrigation ditches. WATERSAVR may also be used for lawn and turf care and potted and bedding plants.

WATERSAVR® is sold in granulated form and can be applied by hand, by fully automated scheduled metering, or by an automatic dispenser.

Tests have indicated that WATERSAVR®:

- Reduces daily water evaporation as much as 54%;
- Reduces monthly water evaporation as much as 37%;
- Is odorless;
- Has no effect on invertebrates or vertebrates;
- Has no anticipated effect on any current drinking water treatment processes; and
- Is biodegradable.

We have one part-time employee involved in the sales and marketing of WATERSAVR®.

### **Principal Customers**

The table below presents our revenue resulting from purchases by our major customers for the periods presented.

	Year Ended December 31,	
	2023	2022
Company A	\$ 6,811,083	\$ 6,677,815
Company B	\$ 10,260,870	\$ 12,938,735
Company C	\$ 3,410,845	\$ 8,159,066

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Customers with balances greater than 10% of our receivable balances as of each of the fiscal year ends presented are shown in the following table:

	Year Ended December 31,	
	2023	2022
Company A	\$ 4,225,028	\$ 3,634,083
Company B	\$ 2,073,813	2,423,285

## Competition

*TPAs:* Our TPA products have direct competition with Lanxess AG (spun out of Bayer AG) (“Lanxess”), a German manufacturer of TPAs, which uses a patented process different from ours. We have cross-licensed each other’s processes and either company can use either process for the term of the patents involved. We believe that Lanxess has approximately the same production capacity and product costs as we do. We believe that we can compete effectively with Lanxess by offering excellent customer service in oilfield sales, superior distributor support in the agricultural marketplace and flexibility due to our relative size. In addition, we intend to continue to seek market niches that are not the primary targets of Lanxess. There are other competitors based in Asia.

Our TPA products face indirect competition from other chemicals in every market in which we are active. For purposes of oilfield scale prevention, phosphonates, phosphates and molybdenates provide the same effect. For crop enhancement, increased fertilizer levels can serve as a substitute for TPAs. In irrigation scale control, acid washes are our prime competitor. Notwithstanding the above, we believe our competitive advantages include:

- Biodegradability compared to competing oil field chemicals;
- Cost-effectiveness for crop enhancement compared to increased fertilizer use; and
- Environmental considerations, ease of formulation and increased crop yield opportunities in irrigation scale markets.

*HEATSAVR®:* Although we are aware of two other companies that manufacture products that compete with HEATSAVR®, we believe our products are more effective and safer. We maintain fair pricing equal to or lower than our competitors and protect our intellectual property carefully. Our products are expected to maintain market share in the competitive pool market. HEATSAVR® also competes with plastic pool blanket products. However, we believe that HEATSAVR® is more effective and convenient than pool blankets.

*WATERSAVR®:* WATERSAVR® competes with solid and floating covers. We believe our WATERSAVR® product is superior for the following reasons: it is less expensive, requires little capital expenditure to deploy and can be started and stopped as water scarcity escalates or declines. As water conservation is an important priority throughout the world, numerous researchers are working to develop solutions that may compete with, or be superior to, WATERSAVR.

## Manufacturing

Our 56,780 sq. ft. facility in Peru, Illinois manufactures our TPA products. Raw materials for TPA production are sourced from various manufacturers throughout the world and we believe they are available in sufficient quantities for any increase in sales. Raw materials are, however, derived from crude oil and are subject to price fluctuations related to world oil prices.

Our HEATSAVR® products and dispensers are made from chemicals, plastics and other materials and parts that are readily available from multiple suppliers. We have never experienced any shortage in the availability of raw materials and parts for these products and we do not have any long term supply contracts for any of these items. We have these products made by outside parties without long term contracts.

Our WATERSAVR® products are manufactured by a third party. We are not required to purchase any minimum quantity of this product.

In January 2020, ENP Investments, LLC acquired a 100% interest in ENP Realty, LLC and the 14,000 sq. ft. manufacturing facility in Mendota, Illinois owned by this entity.

### **Government Regulations**

*TPAs:* In the industrial oil field and agricultural markets, we have received government approval for all TPAs currently sold.

*Nitrogen Conservation Products:* We have obtained all government approvals for the markets in which we sell these products.

*HEATSAVR®:* Chemical products for use in swimming pools are covered by a variety of governmental regulations in all countries where we sell these products. These regulations cover packaging, labeling, and product safety. We believe our products are in compliance with these regulations.

*WATERSAVR®:* Our WATERSAVR® product is subject to regulation in most countries, particularly for agricultural and drinking water uses. We do not anticipate that governmental regulations will be an impediment to marketing WATERSAVR® because the components in WATERSAVR® have historically been used in agriculture for many years for other purposes. Nevertheless, we may require county or state approval on a case by case basis to sell WATERSAVR® in the United States for agricultural and drinking water uses. We have received National Sanitation Foundation approval for the use of WATERSAVR® in drinking water in the United States.

### **Proprietary Rights**

Our success is dependent, in part, upon our proprietary technology. We rely on a combination of patent, copyright, trademarks, trade secrets and nondisclosure agreements to protect our proprietary technology. We hold several US patents with various expiry dates. We have applied for additional patents in new areas of invention and may extend these patents, if granted to other jurisdictions. There can be no assurance that our patent applications will be granted or that any issued patent will be upheld as valid or prevent the development of competitive products, which may be equivalent to or superior to our products. We have not received any claims alleging infringement of the intellectual property rights of others, but there can be no assurance that we may not be subject to such claims in the future.

### **Research and Development**

We spent \$158,246 during the year ended December 31, 2023 and \$99,275 during year ended December 31, 2022 on research and development. This work relates primarily to the development of our water and energy conservation products, as well as new research in connection with our TPA products.

## Employees

As of December 31, 2023, we had 46 employees, including one officer, 15 sales and customer support personnel, and 30 manufacturing personnel. None of our employees are represented by a labor union and we have not experienced any work stoppages to date.

### Item 1A. Risk Factors

This Form 10-K contains forward-looking information based on our current expectations. Because our actual results may differ materially from any forward-looking statements made by us, this section includes a discussion of important factors that could affect our future operations and result in a decline in the market price of our common stock.

***We have in the past incurred significant operating losses and may not sustain profitability in the future.***

We have in the past experienced operating losses and negative cash flow from operations. If our revenues decline, our results of operations and liquidity may be materially and adversely affected. If we experience slower than anticipated revenue growth or if our operating expenses exceed our expectations, we may not be profitable. We may not remain profitable in future periods.

***Fluctuations in our operating results may cause our stock price to decline.***

Given the nature of the markets in which we operate, we cannot reliably predict future revenues and profitability. Changes in competitive, market and economic conditions may cause us to adjust our operations. A high proportion of our costs are fixed, due in part to our sales, research and development and manufacturing costs. Thus, small declines in revenue could disproportionately affect our operating results. Factors that may affect our operating results and the market price of our common stock include:

- Demand for and market acceptance of our products;
- Competitive pressures resulting in lower selling prices;
- Adverse changes in the level of economic activity in regions in which we do business;
- Adverse changes in the oil and gas industry on which we are particularly dependent;
- Changes in the portions of our revenue represented by various products and customers;
- Delays or problems in the introduction of new products;
- The announcement or introduction of new products, services or technological innovations by our competitors;
- Variations in our product mix;
- The timing and amount of our expenditures in anticipation of future sales;
- Increased costs of raw materials or supplies; and
- Changes in the volume or timing of product orders.

***Our operations are subject to seasonal fluctuation.***



Our TPA business is the least seasonal, however there is a small increase in the spring related to inventory building for the crop season in the United States and a small slowdown in December as oilfield customers run down stock in advance of year end, but otherwise, there is little seasonal variation. We believe we are able to adequately respond to these seasonal fluctuations by reducing or increasing production as needed. The foregoing is equally true of our nitrogen conservation products. The use of our swimming pool products increases in summer months in most markets and results in our sales from January to June being greater than in July through December. Markets for our WATERSAVR® product are also seasonal, depending on the wet versus dry seasons in particular countries. We attempt to sell into a variety of countries with different seasons on both sides of the equator in order to minimize seasonality.

***Interruptions in our ability to purchase raw materials and components may adversely affect our profitability.***

We purchase certain raw materials and components from third parties pursuant to purchase orders placed from time to time. Because we do not have guaranteed long-term supply arrangements with our suppliers, any material interruption in our ability to purchase necessary raw materials or components could have a material adverse effect on our business, financial condition and results of operations.

***Our WATERSAVR® product has not proven to be a revenue producing product and we may never recoup the cost associated with its development.***

The marketing efforts of our WATERSAVR® product may result in continued losses. We introduced our WATERSAVR® product in June 2002 and, to date, we have delivered quantities for testing by potential customers, but only a few customers have ordered the product for commercial use. This product can achieve success only if it is ordered in substantial quantities by commercial customers who have determined that the water saving benefits of the product exceed the costs of purchase and deployment of the product. We can offer no assurance that we will receive sufficient orders of this product to achieve profits or cover the expenses incurred to manufacture and market this product. We have received National Sanitation Foundation approval for the use of WATERSAVR® in drinking water in the United States. Nevertheless, we may require county or state approval on a case by case basis. We expect to spend \$50,000 on the marketing and production of our WATERSAVR® product in fiscal 2024.

***If we do not introduce new products in a timely manner, our products could become obsolete and our operating results would suffer.***

Without the timely introduction of new products and enhancements, our products could become obsolete over time, in which case our revenue and operating results would suffer. The success of our new product offerings will depend upon several factors, including our ability to:

- Accurately anticipate customer needs;
- Innovate and develop new products and applications;
- Successfully commercialize new products in a timely manner;
- Price our products competitively and manufacture and deliver our products in sufficient volumes and on time; and
- Differentiate our products from our competitors' products.

In developing any new product, we may be required to make a substantial investment before we can determine the commercial viability of the new product. If we fail to accurately foresee our customers' needs and future activities, we may invest heavily in research and development of products that do not lead to significant revenues.

***We are dependent upon certain customers.***

Among our current customers, we have identified three that are sizable enough that the loss of any one would be significant. Any loss of one or more of these customers could result in a substantial reduction in our revenues. See “Principal Customers” in Item 1 of this report for further details.

***Economic, political and other risks associated with international sales and operations could adversely affect our sales.***

Revenues from shipments made outside of the United States accounted for approximately 21% of our revenues in the year ended December 31, 2023, 20% in the year ended December 31, 2022 and 32% in the year ended December 31, 2021. Since we sell our products worldwide, our business is subject to risks associated with doing business internationally. We anticipate that revenues from international operations will continue to represent a sizable portion of our total revenue. Accordingly, our future results could be harmed by a variety of factors, including:

- Changes in foreign currency exchange rates;

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- Changes in a country’s or region’s political or economic conditions, particularly in developing or emerging markets;
- Longer payment cycles of foreign customers and difficulty of collecting receivables in foreign jurisdictions;
- Trade protection measures and import or export licensing requirements;
- Differing tax laws and changes in those laws;
- Difficulty in staffing and managing widespread operations;
- Differing laws regarding protection of intellectual property; and
- Differing regulatory requirements and changes in those requirements.

***We are subject to credit risk and may be subject to substantial write-offs if one or more of our significant customers default on their payment obligations to us.***

We currently allow our major customers between 30 and 90 days to pay for each sale. This practice, while customary, presents an accounts receivable write-off risk if one or more of our significant customers defaulted on their payment obligations to us. Any such write-off, if substantial, would have a material adverse effect on our business and results of operations. See above principal customer information.

***Our products can be hazardous if not handled, stored and used properly; litigation related to the handling, storage and safety of our products would have a material adverse effect on our business and results of operations.***

Some of our products are flammable and must be stored properly to avoid fire risk. Additionally, some of our products may cause irritation to a person’s eyes if they are exposed to the concentrated product. Although we label our products to warn of such risks, our sales could be reduced if our products were considered dangerous to use or if they are implicated in causing personal injury or property damage. We are not currently aware of any circumstances in which our products have caused harm or property damage to consumers. Nevertheless, litigation regarding the handling, storage and safety of our products would have a material adverse effect on our business and results of operations.

***Our failure to comply with environmental regulations may create significant environmental liabilities and force us to modify our manufacturing processes.***

We are subject to various federal, state and local environmental laws, ordinances and regulations relating to the use, storage, handling and disposal of chemicals. Under such laws, we may become liable for the costs of removal or remediation of these substances that have been used by our consumers or in our operations. Such laws may impose liability without regard to whether we knew of, or caused, the release of such substances. Any failure by us to comply with present or future regulations could subject us to substantial fines, suspension of production, alteration of manufacturing processes or cessation of operations, any of which could have a material adverse effect on our business, financial condition and results of operations.

***Our failure to protect our intellectual property could impair our competitive position.***

While we own certain patents and trademarks, some aspects of our business cannot be protected by patents or trademarks. Accordingly, in these areas there are few legal barriers that prevent potential competitors from copying certain of our products, processes and technologies or from otherwise entering into operations in direct competition with us..

***Our products may infringe on the intellectual property rights of others, and resulting claims against us could be costly and prevent us from making or selling certain products.***

Third parties may seek to claim that our products and operations infringe on their patents or other intellectual property rights. We may incur significant expense in any legal proceedings to protect our proprietary rights or to defend infringement claims by third parties. In addition, claims of third parties against us could result in awards of substantial damages or court orders that could effectively prevent us from making, using or selling our products in the United States or internationally.

***A product liability claim for damages could materially and adversely affect our financial condition and results of operations.***

Our business exposes us to potential product liability risks. There are many factors beyond our control that could lead to liability claims, including the failure of our products to work properly and the chance that consumers will use our products incorrectly or for purposes for which they were not intended. There can be no assurance that the amount of product liability insurance that we carry will be sufficient to protect us from product liability claims. A product liability claim in excess of the amount of insurance we carry could have a material adverse effect on our business, financial condition and results of operations.

***Our ongoing success is dependent upon the continued availability of certain key employees.***

Our business would be adversely affected if the services of Daniel B. O'Brien ceased to be available to us since we currently do not have any other employee with an equivalent level of expertise in and knowledge of our industry. If Mr. O'Brien no longer served as our President and Chief Executive Officer, we would have to recruit one or more new executives, with no real assurance that we would be able to engage a replacement executive with the required skills on satisfactory terms. The market for skilled employees is highly competitive, especially for employees in the fields in which we operate. While our compensation programs are intended to attract and retain qualified employees, there can be no assurance that we will be able to retain the services of all our key employees or a sufficient number to execute our plans, nor can there be any assurances that we will be able to continue to attract new employees as required.

**Item 1B. Unresolved Staff Comments.**

Not applicable.

**Item 1C. Cybersecurity.**

Companies such as ours face a variety of risks, including financial reporting, legal, credit, liquidity, operational, health, safety and cybersecurity risks. The Board believes an effective risk management system will (1) identify the material risks that we face in a timely manner, (2) communicate necessary information with respect to material risks to senior executives and, as appropriate, to our directors (3) implement or oversee implementation of appropriate and responsive risk management and mitigation strategies consistent with our risk profile, and (4) integrate risk management into our decision-making.

Our Board oversees risk management after receiving briefings from advisors and also based on its own analysis and conclusions regarding the adequacy of our risk management processes. The Board continuously evaluates and manages material risks including geopolitical and enterprise risks, financial risks, environmental risks, health and safety risks and cybersecurity risks.

George Murray, our Operations Manager, is responsible for assessing and managing cybersecurity risks. Mr. Murray is experienced in assessing and managing cybersecurity risks due to his direct oversight of our internet and digital communications contractors.

To date we have not experienced any cybersecurity threats and any risks from cybersecurity threats have not materially affected, and are not reasonably likely to materially affect, our business strategy, results of operations, or financial condition.

**Item 2. Properties.**

We lease a 6,400 sq. ft. facility in Naperville, Illinois which we use for offices and laboratories at a cost of \$5,670 per month with a lease effective to December 2025. We also lease a 1,300 sq. ft. facility in Mendota, Illinois used for offices at a cost of \$880 per month on a month by month basis. We own a 61,200 sq. ft. facility and a 56,780 sq. ft. facility in Peru, Illinois along with a 14,000 sq. ft facility in Mendota, Illinois which is used to manufacture our TPA line of products. In 2017, we purchased a 3,000 sq ft building on 1 acre of land in Taber, Alberta. In 2023, the Company purchased an 80% share in 317 Mendota, a real estate company that was set up to purchase a manufacturing building in Mendota, IL. ENP Investments now occupies part of this space.

**Item 3. Legal Proceedings.**

None.

**Item 4. Mine Safety Disclosures.**

Not applicable.

**PART II****Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchase of Equity Securities.**

Our common stock is traded on the NYSE American under the symbol “FSI”. The following is the range of high and low closing prices for our common stock for the periods indicated:

	<u>High</u>	<u>Low</u>
<b><u>Year Ended December 31, 2023</u></b>		
First Quarter	\$ 3.35	\$ 2.86
Second Quarter	3.32	2.60

Third Quarter		2.96		3.51
Fourth Quarter		2.69		1.37
		<u>High</u>		<u>Low</u>
<b><u>Year Ended December 31, 2022</u></b>				
First Quarter	\$	4.44	\$	3.01
Second Quarter		3.96		2.23
Third Quarter		2.68		1.56
Fourth Quarter		3.24		2.38

As of March 29, 2024, we had approximately 3,400 shareholders.

The Company declared a special dividend of \$0.05 per share on April 14, 2023, paid on May 16, 2023 to shareholders of record on April 28, 2023.

None of our officers or directors, nor any of our principal shareholders purchased, on our behalf, any shares of our common stock from third parties either in a private transaction or as a result of purchases in the open market during the years ended December 31, 2023 and 2022.

As of March 29, 2024, we had 12,450,532 outstanding shares of common stock. The following table lists additional shares of our common stock, including shares issuable upon the exercise of options which have not yet vested, which may be issued as of March 29, 2024:

	<u>Number Of Shares</u>	<u>Note Reference</u>
Shares issuable upon exercise of options granted to our officers, directors, employees, consultants, and third parties	1,649,000	A

A. Options are exercisable at prices ranging from \$1.75 to \$3.61 per share. See Item 11 of this report for more information concerning these options.

#### **Item 6. Selected Financial Data.**

Not applicable.

#### **Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operation.**

##### **Results of Operations**

We have three product lines.

The first is a chemical (“EWCP”) used in swimming pools and spas. The product forms a thin, transparent layer on the water’s surface. The transparent layer slows the evaporation of water, allowing the water to retain a higher temperature for a longer period of time thereby reducing the energy required to maintain the desired temperature of the water. A modified version of EWCP can also be used in reservoirs, potable water storage tanks, livestock watering pods, canals, and irrigation ditches for the purpose of reducing evaporation.

The second product, biodegradable polymers (“TPAs”), is used by the petroleum, chemical, utility and mining industries to prevent corrosion and scaling in water piping. TPAs can also be used to increase biodegradability in detergents and in the agriculture industry to increase crop yields by enhancing fertilizer uptake.

The third product line is nitrogen conservation products used for the agriculture industry. These products decrease the loss of nitrogen fertilizer after initial application and allows less fertilizer to be used. These products are made and sold by the Company's TPA division.

Material changes in the line items in our Statement of Income and Comprehensive Income for the year ended December 31, 2023 as compared to the same period last year, are discussed below:

Item	Increase (I) or Decrease (D)	Reason
Sales		
TPA products	D	Decreased customer orders along with decrease in pricing.
Cost of goods sold, as a percentage of sales	I	Increased raw material costs and increased wages to add and retain manufacturing employees along with added costs associated with obtaining new certifications.
Wages	I	Increased wages for employee retention.
Administrative salaries	I	Increased wages for employee retention.
Insurance	I	Prior year increase in assets and in sales resulted in higher insurance costs.
Interest expense	I	Increased debt resulted in increased interest expense.
Office and miscellaneous	I	Increase in property tax associated with more properties along with various other one time costs.
Travel	I	Travel has resumed as COVID-19 has become an endemic.
Professional fees	D	Decreased due to one time costs associated with the planned merger with Lygos in 2022.
Lease expense	D	Purchases of ENP Mendota and ENP Peru, the businesses we were renting from, reduced our lease expense.

The factors that will most significantly affect future operating results will be:

- The sale price of crude oil which is used in the manufacture of aspartic acid we import from China. Aspartic acid is a key ingredient in our TPA product. If tariffs increase and if relief is not available, some customers may experience price increases;
- Activity in the oil and gas industry, as we sell our TPA product to oil and gas companies; and
- Drought conditions, since we also sell our TPA product to farmers.

Other than the foregoing we do not know of any trends, events or uncertainties that have had, or are reasonably expected to have, a material impact on our revenues or expenses.

## Capital Resources and Liquidity

Our sources and (uses) of cash for the years ended December 31, 2023 and 2022 are shown below:

	2023	2022
Cash provided by operations	\$ 6,989,966	\$ 1,476,903
Purchase of investments	(470,000)	-
Redemption of investments	200,000	-
Distributions from equity investments	201,034	265,001
Acquisition of ENP Peru, LLC	-	(499,329)
Non-Controlling Interest of 317 Mendota LLC	200,000	-
Long-term deposits	815,714	-
Sale of property and equipment	5,411	-
Purchases of property and equipment	(4,990,675)	(1,981,307)
Advances (repayment) of short term line of credit	(1,008,112)	517,772
Repayment of long term debt	(725,824)	(2,292,819)
Proceeds of long term debt	2,686,682	3,230,798
Dividends paid	(626,777)	-
Lease payments	(58,080)	(58,611)
Distributions to non-controlling interests	(719,439)	(689,434)
Sale of common stock	13,600	140,620
Impact of foreign exchange rates	10,653	(30,069)

We have sufficient cash resources to meet our future commitments and cash flow requirements for the coming year. As of December 31, 2023, our working capital was \$20,172,833 (2022 - \$20,692,527) and we have no substantial commitments or capital requirements that require significant outlays of cash over the coming fiscal year.

We are committed to minimum rental payments for property and premises aggregating approximately \$142,380 over the term of two leases, the last expiring on December 31, 2025.

Commitments for rent in the next two years are as follows:

2024	\$ 70,440
2025	\$ 71,940

Other than as disclosed above, we do not know of any trends, demands, commitments, events or uncertainties that will result in, or that are reasonable likely to result in, our liquidity increasing or decreasing in any material way.

Other than as disclosed above, we do not know of any significant changes in our expected sources and uses of cash.

We do not have any commitments or arrangements from any person to provide us with any equity capital.

## Critical Accounting Policies and Estimates

*Allowances for Product Returns.* We grant certain of our customers the right to return product which they are unable to sell. Upon sale, we evaluate the need to record a provision for product returns based on our historical experience, economic trends and changes in customer demand.

*Allowances for Doubtful Accounts Receivable.* We evaluate our accounts receivable to determine if they will ultimately be collected. This evaluation includes significant judgments and estimates, including an analysis of receivables aging and a review of large accounts. If, for example, the financial condition of a customer deteriorates resulting in an impairment of its ability to pay or a pattern of late payment develops, an allowance may be required.

*Provisions for Inventory Obsolescence.* We may need to record a provision for estimated obsolescence and shrinkage of inventory. Our estimates consider the cost of inventory, the estimated market value, the shelf life of the inventory and our historical experience. If there are changes to these estimates, provisions for inventory obsolescence may be necessary.

*Valuation of Goodwill and Intangible Assets.* We review goodwill and intangible assets to determine if there are qualitative factors which exist which may indicate that the carrying value exceeds the fair value. Our estimates are based upon an assessment of market conditions and expected future cash flows to be generated by the reporting units and related assets. If factors exist which indicate that the carrying value exceeds the fair value, an impairment charge against the goodwill and intangible assets could be required.

*Useful Lives of Property, Equipment and Leaseholds and Intangible Assets.* We amortize and depreciate our property, equipment and leaseholds and intangible assets based on their estimated useful lives. We estimate the expected useful lives based on the expected term over which the asset is expected to continue to generate economic benefit for our company. If there are differences between the expected useful lives and the actual useful lives of the asset, impairment of property, equipment and leaseholds or intangible assets could be necessary.

*Revenue Recognition.* We follow a five-step model for revenue recognition. The five steps are: (1) identification of the contract(s) with the customer, (2) identification of the performance obligation(s) in the contract(s), (3) determination of the transaction price, (4) allocation of the transaction price to the performance obligation, and (5) recognition of revenue when (or as) the performance obligation is satisfied. We fulfill our performance obligations when control of product transfers to the customer, which is generally at the time the product is shipped since risk of loss is transferred to the purchaser upon delivery to the carrier. For shipments which are F.O.B. shipping point, we have elected to account for shipping and handling activities as a fulfillment cost rather than as an additional promised service and performance obligation.

*Stock Based Compensation* The fair value of share-based payments are subject to the limitations of the Black-Scholes option pricing model that incorporates market data and involves uncertainty in estimates used by management in the assumptions. Because the Black-Scholes option pricing model requires the inputs of highly subjective assumptions, including the volatility of share prices, changes in subjective input assumptions can materially affect the estimate.

*Income Taxes* Tax interpretations, regulations and legislation in the various jurisdictions in which the Company operates are subject to change and interpretation. As such, income taxes are subject to measurement uncertainty. Assessing the recoverability of deferred tax assets requires the Company to make estimates related to the expectations of future taxable income and the application of existing tax laws. To the extent that future taxable income differs significantly from estimates, the ability of the Company to realize deferred tax assets could be impacted.

*Privately Held Equity Investments* The recoverability of privately held equity investments requires management to make certain assumptions and estimates. Changes in these assumptions and estimates could result in materially different results.

See Note 2 to the consolidated financial statements included as part of this report for a description of our significant accounting policies.

### **Recent Accounting Pronouncements**

We have evaluated recent accounting pronouncements issued since January 1, 2023 and determined that the adoption of these recent accounting pronouncements will not have a material effect on our consolidated financial statements.

### **Item 7A. Quantitative and Qualitative Disclosures About Market Risk.**



Not applicable.

**Item 8. Financial Statements and Supplementary Data.**

**FLEXIBLE SOLUTIONS INTERNATIONAL, INC. AND SUBSIDIARIES  
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**Report of Independent Registered Public Accounting Firm**



To the Stockholders and the Board of Directors of Flexible Solutions International, Inc.

**Opinion on the Consolidated Financial Statements**

We have audited the accompanying consolidated financial statements of Flexible Solutions International, Inc. and its subsidiaries (the “Company”) which comprise the consolidated balance sheets as of December 31, 2023 and 2022, and the related consolidated statements of income and comprehensive income, cash flows and stockholders’ equity for the years then ended, and the related notes (collectively referred to as the “consolidated financial statements”).

In our opinion, the consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as of December 31, 2023 and 2022, and the consolidated results of its operations and its consolidated cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

**Basis for Opinion**

These consolidated financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (“PCAOB”) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of

material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

### **Critical Audit Matter**

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the consolidated financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of this critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

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#### *Valuation of inventory*

At December 31, 2023, the Company's inventory balance was \$11,134,889. As discussed in Note 2 to the consolidated financial statements, the Company records inventory at the lower of cost on a first-in, first-out or weighted average basis and net realizable value. To determine inventory valuation, management conducts regular reviews of overhead costs and the calculation to allocate these expenditures to inventory cost.

We identified the assessment of valuation of inventory as a critical audit matter. Auditing management's inventory valuation involved significant judgment because the estimates are based on several factors. In particular, in estimating inventory cost inputs, management developed assumptions such as the allocation of overhead expenditures to inventory cost.

The primary procedures we performed to address this critical audit matter included:

- Obtained an understanding and reviewed the appropriateness of the Company's costing methodology of inventory, including the allocation of overhead costs to inventory.
- Performed substantive procedures over the inputs of costing of inventory, including overhead costs by agreeing inputs to third party source documentation.
- Tested management's allocation of overhead costs between inventory products by assessing the appropriateness of the allocation method and recalculated the formula used to determine computational accuracy.
- Tested the reliability of reports used by management in inventory costing by agreeing the report inputs to underlying records.
- Performed observations of inventory held at year-end for any signs of obsolescence and held discussions with management and operational personnel to identify any slow-moving inventory.

Chartered Professional Accountants

Vancouver, Canada  
April 1, 2024

We have served as the Company's auditor since 2019.

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**FLEXIBLE SOLUTIONS INTERNATIONAL, INC.**

**Consolidated Balance Sheets**

**As at December 31**

**(U.S. Dollars)**

	<b>December 31, 2023</b>	<b>December 31, 2022</b>
<b>Assets</b>		
<b>Current</b>		
Cash	\$ 5,017,583	\$ 6,115,099
Term deposits (Note 2)	2,690,241	700,000
Accounts receivable, net (Note 4)	9,843,056	9,449,857
Inventories (Note 5)	11,134,889	14,419,430
Prepaid expenses and deposits	1,540,923	310,297
<b>Total current assets</b>	<b>30,226,692</b>	<b>30,994,683</b>
<b>Property, equipment and leaseholds, net (Note 6)</b>	<b>13,171,787</b>	<b>9,709,288</b>
<b>Right of use assets (Note 3)</b>	<b>115,293</b>	<b>167,222</b>
<b>Intangible assets (Note 8)</b>	<b>2,280,000</b>	<b>2,440,000</b>
<b>Long term deposits (Note 9)</b>	<b>824,254</b>	<b>8,540</b>
<b>Investments (Note 10)</b>	<b>6,033,960</b>	<b>5,458,895</b>
<b>Goodwill (Note 8)</b>	<b>2,534,275</b>	<b>2,534,275</b>
<b>Deferred tax asset (Note 13)</b>	<b>284,794</b>	<b>274,289</b>
<b>Total Assets</b>	<b>\$ 55,471,055</b>	<b>\$ 51,587,192</b>
<b>Liabilities</b>		
<b>Current</b>		
Accounts payable	\$ 1,984,592	\$ 873,904
Accrued liabilities	284,131	959,856
Deferred revenue	148,292	387,763
Income taxes payable	4,485,213	4,486,350
Short term line of credit (Note 11)	1,810,479	2,818,591
Current portion of lease liability (Note 3)	59,520	58,080
Current portion of long term debt (Note 12)	1,281,632	717,612
<b>Total current liabilities</b>	<b>10,053,859</b>	<b>10,302,156</b>
<b>Lease liability (Note 3)</b>	<b>55,773</b>	<b>109,142</b>
<b>Deferred income tax liability (Note 13)</b>	<b>260,047</b>	<b>500,459</b>
<b>Long term debt (Note 12)</b>	<b>6,833,304</b>	<b>5,436,465</b>
<b>Total Liabilities</b>	<b>17,202,983</b>	<b>16,348,222</b>
<b>Stockholders' Equity</b>		
<b>Capital stock (Note 16)</b>		

Authorized: 50,000,000 common shares with a par value of \$0.001 each; 1,000,000 preferred shares with a par value of \$0.01 each

Issued and outstanding:

12,435,532 (December 31, 2022: 12,426,260) common shares	12,436	12,426
<b>Capital in excess of par value</b>	17,932,015	17,523,345
<b>Other comprehensive loss</b>	(795,146)	(805,799)
<b>Accumulated earnings</b>	18,053,051	15,903,964
<b>Total stockholders' equity – controlling interest</b>	35,202,356	32,633,936
<b>Non-controlling interests (Note 17)</b>	3,065,716	2,605,034
<b>Total Stockholders' Equity</b>	38,268,072	35,238,970
<b>Total Liabilities and Stockholders' Equity</b>	\$ 55,471,055	\$ 51,587,192

See Notes to Consolidated Financial Statements.

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**FLEXIBLE SOLUTIONS INTERNATIONAL, INC.**  
**Consolidated Statements of Income and Comprehensive Income**  
**For the Years Ended December 31**  
**(U.S. Dollars)**

	<b>2023</b>	<b>2022</b>
<b>Sales</b>	\$ 38,324,806	\$ 45,840,469
<b>Cost of sales (Note 6, 7 &amp; 8)</b>	27,987,451	31,971,596
<b>Gross profit</b>	10,337,355	13,868,873
<b>Operating expenses</b>		
Wages	2,659,654	2,537,783
Administrative salaries and benefits	1,205,007	1,032,394
Insurance	861,501	683,272
Office and miscellaneous	508,376	350,126
Interest expense	498,666	292,949
Consulting	324,327	312,171
Travel	264,563	171,369
Professional fees	238,466	660,821
Investor relations and transfer agent fee	222,650	179,505
Advertising and promotion	194,308	182,609
Research	158,246	99,275
Lease expense	97,806	149,446
Telecommunications	55,093	42,098
Commissions	35,623	30,732
Utilities	26,854	29,517
Shipping	24,060	23,469
Currency exchange	(37,632)	23,091
Bad debt expense	-	17,869
<b>Total operating expenses</b>	7,337,568	6,818,496
<b>Operating income</b>	2,999,787	7,050,377
<b>Gain on sale of asset (Note 6)</b>	4,589	-
<b>Gain on investments (Note 10)</b>	505,065	341,424
<b>Gain on previously held equity interest (Note 10)</b>	-	335,051
<b>Interest income</b>	113,809	132,233

<b>Income before income tax</b>	3,623,250	7,859,085
<b>Income taxes (Note 13)</b>		
Deferred income tax recovery	250,917	71,295
Current income tax expense	(118,182)	(217,151)
<b>Net income for the year</b>	<u>3,755,985</u>	<u>7,713,229</u>
<b>Net income attributable to non-controlling interests</b>	<u>(980,121)</u>	<u>(691,625)</u>
<b>Net income attributable to controlling interest</b>	<u>\$ 2,775,864</u>	<u>\$ 7,021,604</u>
<b>Income per share (basic) (Note 14)</b>	\$ 0.22	\$ 0.57
<b>Income per share (diluted) (Note 14)</b>	\$ 0.22	\$ 0.56
<b>Weighted average number of common shares (basic)</b>	12,434,886	12,379,316
<b>Weighted average number of common shares (diluted)</b>	12,489,467	12,466,415
<b>Other comprehensive income:</b>		
<b>Net income</b>	\$ 3,755,985	\$ 7,713,229
<b>Unrealized gain (loss) on foreign currency transactions</b>	10,653	(30,069)
<b>Total comprehensive income</b>	<u>3,766,638</u>	<u>7,683,160</u>
<b>Comprehensive income – non-controlling interest</b>	<u>(980,121)</u>	<u>(691,625)</u>
<b>Comprehensive income attributable to controlling interests</b>	<u>\$ 2,786,517</u>	<u>\$ 6,991,535</u>

See Notes to Consolidated Financial Statements.

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**FLEXIBLE SOLUTIONS INTERNATIONAL, INC.**  
**Consolidated Statements of Cash Flows**  
**For Years Ended December 31**  
**(U.S. Dollars)**

	<u>2023</u>	<u>2022</u>
<b>Operating activities</b>		
Net income for the year	\$ 3,755,985	\$ 7,713,229
Adjustments to reconcile net income to net cash:		
Stock based compensation	395,080	399,148
Depreciation and amortization	1,686,319	1,277,431
Lease right of use financing	6,151	8,566
Lease right of use amortization	51,929	50,045
Gain on investments	(505,065)	(341,424)
Gain on sale of asset	(4,589)	-
Bad debt expense	-	17,869
Deferred income tax recovery	(250,917)	(71,295)
Gain on acquisition of ENP Peru, LLC	-	(335,051)
Changes in non-cash working capital items:		
Increase in accounts receivable	(393,199)	(2,338,397)
Decrease (increase) in inventories	3,284,541	(4,124,022)
Decrease (increase) in prepaid expenses and deposits	(1,230,626)	131,864
Increase (decrease) in accounts payable and accrued liabilities	434,964	(700,191)
Decrease in income taxes payable	(1,137)	(249,628)
(Decrease) increase in deferred revenue	(239,471)	38,759
<b>Cash provided by operating activities</b>	<u>6,989,965</u>	<u>1,476,903</u>
<b>Investing activities</b>		
Purchase of investments	(470,000)	-

Redemption of investments	200,000	-
Distributions received from equity investments	201,034	265,001
Non-controlling interest of 317 Mendota	200,000	-
Long term deposits	(815,714)	-
Proceeds from sale of asset	5,411	-
Purchase of property and equipment	(4,990,675)	(1,981,307)
Acquisition of ENP Peru, LLC	-	(499,329)
<b>Cash used in investing activities</b>	<b>(5,669,944)</b>	<b>(2,215,635)</b>
<b>Financing activities</b>		
(Repayment) advance of short term line of credit	(1,008,112)	517,772
Repayment of long term debt	(725,823)	(2,292,819)
Proceeds of long term debt	2,686,682	3,230,798
Lease payments	(58,080)	(58,611)
Dividends paid	(626,777)	-
Distribution to non-controlling interest	(719,439)	(689,434)
Common stock issued	13,600	140,620
<b>Cash provided by (used in) financing activities</b>	<b>(437,949)</b>	<b>848,326</b>
Effect of exchange rate changes on cash	10,653	(30,069)
<b>Inflow of cash</b>	<b>892,725</b>	<b>79,525</b>
Cash resources, beginning	6,815,099	6,735,574
<b>Cash resources, ending</b>	<b>\$ 7,707,824</b>	<b>\$ 6,815,099</b>
<b>Cash resources are comprised of:</b>		
Cash	\$ 5,017,583	\$ 6,115,099
Term deposits	2,690,241	700,000
	<b>\$ 7,707,824</b>	<b>\$ 6,815,099</b>
<b>Supplemental disclosure of cash flow information:</b>		
Income taxes paid	\$ 119,319	\$ 158,966
Interest paid	498,666	292,949

See Notes to Consolidated Financial Statements.

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**FLEXIBLE SOLUTIONS INTERNATIONAL, INC.**  
**Consolidated Statements of Stockholders' Equity**  
**For the Years Ended December 31, 2023 and 2022**  
**(U.S. Dollars)**

	<u>Shares</u>	<u>Par Value</u>	<u>Capital in Excess of Par Value</u>	<u>Accumulated Earnings</u>	<u>Other Comprehensive Income</u>	<u>Total</u>	<u>Non-Controlling Interests</u>	<u>Total Stockholders' Equity</u>
<b>Balance</b>								
<b>December 31, 2021</b>	12,355,246	\$ 12,355	\$ 16,983,648	\$ 8,882,360	\$ (775,730)	\$ 25,102,633	\$ 2,602,843	\$ 27,705,476
Translation adjustment	—	—	—	—	(30,069)	(30,069)	—	(30,069)
Net income	—	—	—	7,021,604	—	7,021,604	691,625	7,713,229

Common stock issued	71,014	71	140,549	—	—	140,620	—	140,620
Distributions to noncontrolling interests	—	—	—	—	—	—	(689,434)	(689,434)
Stock-based compensation	—	—	399,148	—	—	399,148	—	399,148
<b>Balance</b>								
<b>December 31, 2022</b>	<b>12,426,260</b>	<b>12,426</b>	<b>17,523,345</b>	<b>15,903,964</b>	<b>(805,799)</b>	<b>32,633,936</b>	<b>2,605,034</b>	<b>35,238,970</b>
Translation adjustment	—	—	—	—	10,653	10,653	—	10,653
Dividends paid	—	—	—	(626,777)	—	(626,777)	—	(626,777)
Non-controlling interest of 317 Mendota LLC	—	—	—	—	—	—	200,000	200,000
Net income	—	—	—	2,775,864	—	2,775,864	980,121	3,755,985
Common stock issued	9,272	10	13,590	—	—	13,600	—	13,600
Distributions to noncontrolling interests	—	—	—	—	—	—	(719,439)	(719,439)
Stock-based compensation	—	—	395,080	—	—	395,080	—	395,080
<b>Balance</b>								
<b>December 31, 2023</b>	<b>12,435,532</b>	<b>12,436</b>	<b>17,932,015</b>	<b>18,053,051</b>	<b>(795,146)</b>	<b>35,202,356</b>	<b>3,065,716</b>	<b>38,268,072</b>

See Notes to Consolidated Financial Statements.

**FLEXIBLE SOLUTIONS INTERNATIONAL, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**December 31, 2023 and 2022**  
**(U.S. Dollars)**

**1. BASIS OF PRESENTATION**

These consolidated financial statements (“consolidated financial statements”) include the accounts of Flexible Solutions International, Inc. (the “Company”), its wholly-owned subsidiaries Flexible Fermentation Ltd., NanoChem Solutions Inc. (“NanoChem”), Flexible Solutions Ltd., Flexible Biomass LP, FS Biomass Inc., NCS Deferred Corp., Natural Chem SEZC Ltd., InnFlex Holdings Inc., ENP Peru Investments LLC (“ENP Peru”), its 80% controlling interest in 317 Mendota LLC (“317 Mendota”), and its 65% controlling interest in ENP Investments, LLC (“ENP Investments”) and ENP Mendota, LLC (“ENP Mendota”). All inter-company balances and transactions have been eliminated upon consolidation. The Company was incorporated on May 12, 1998 in the State of Nevada and in 2019, the Company redomiciled into Alberta, Canada.

In 2022, NanoChem purchased an additional 50% in ENP Peru, increasing its share to 91.67%. ENP Investments owns the remaining 8.33%, of which the Company has a 65% interest. In 2023, NanoChem purchased the remaining 8.33% of shares to become sole owner. ENP Peru was previously accounted for under the equity method however, it is now consolidated into the financial statements from the date control was obtained.

In 2023, the Company purchased an 80% interest in 317 Mendota, a newly incorporated company established to purchase a large manufacturing building. ENP Investments will occupy part of this building, freeing up more space in the building owned by ENP Peru for NanoChem. The Company intends to rent the remainder of the space to suitable tenants. The remaining 20% non-controlling interest is held by unrelated parties.

The Company and its subsidiaries develop, manufacture and market specialty chemicals which slow the evaporation of water. One product, HEATSAVR®, is marketed for use in swimming pools and spas where its use, by slowing the evaporation of water, allows the water to retain a higher temperature for a longer period of time and thereby reduces the energy required to maintain the desired temperature of the water in the pool. Another product, WATERSAVR®, is marketed for water conservation in irrigation canals, aquaculture, and reservoirs where its use slows water loss due to evaporation. In addition to the water conservation products, the Company also manufactures and markets water-soluble chemicals utilizing thermal polyaspartate biopolymers (hereinafter referred to as “TPAs”), which are beta-proteins manufactured from the common biological amino acid, L-aspartic. TPAs can be formulated to prevent corrosion and scaling in water piping within the petroleum, chemical, utility and mining industries. TPAs are also used as proteins to enhance fertilizers in improving crop yields and can be used as additives for household laundry detergents, consumer care products and pesticides. The TPA division also manufactures two nitrogen conservation products for agriculture that slows nitrogen loss from fields.

## 2. SIGNIFICANT ACCOUNTING POLICIES

These consolidated financial statements have been prepared on a historical cost basis, except where otherwise noted, in accordance with accounting principles generally accepted in the United States applicable to a going concern and reflect the policies outlined below.

### (a) *Cash and Cash Equivalents.*

The Company considers all highly liquid investments purchased with an original or remaining maturity of less than three months at the date of purchase to be cash equivalents. Cash and cash equivalents are maintained with several financial institutions.

### (b) *Term Deposits.*

The Company has four term deposits that are maintained by commercial banks. The first term deposit is for \$680,000 and matures in January 2024. This deposit pays 5.0% interest and if withdrawn before maturity, the greater of the loss of accrued interest or \$150, plus 1% of the principal shall be levied. The second term deposit is for \$300,000 and matures in February 2024. Paying 1.3% interest, it can be withdrawn by the Company at any point without prior notice or penalty. The third term deposit is for \$710,241, matures in May 2024 and pays interest at a rate of 3.00%. If withdrawn before maturity, the greater of the loss of accrued interest or \$150, plus 1% of the principal shall be levied. The fourth term deposit is for \$1,000,000 and matures in May 2024. This deposit pays 3.85% and if withdrawn before maturity, the greater of the loss of accrued interest or \$150, plus 1% of the principal shall be levied.

### (c) *Inventories and Cost of Sales.*

The Company has three major classes of inventory: completed goods, work in progress and raw materials and supplies. In all classes inventories are stated at the lower of cost and net realizable value. Cost is determined on a first-in, first-out basis or weighted average cost formula to inventories in different subsidiaries. Cost of sales includes all expenditures incurred in bringing the goods to the point of sale. Inventory costs and costs of sales include direct



costs of the raw material, inbound freight charges, warehousing costs, handling costs (receiving and purchasing) and utilities and overhead expenses related to the Company's manufacturing and processing facilities. Shipping and handling charges billed to customers are included in revenue (2023 - \$522,033; 2022 - \$433,015). Shipping and handling costs incurred are included in cost of goods sold (2023 - \$944,811; 2022 - \$913,890).

(d) *Allowance for Doubtful Accounts.*

The Company provides an allowance for doubtful accounts when management estimates collectability to be uncertain. Accounts receivable are continually reviewed to determine which, if any, accounts are doubtful of collection. In making the determination of the appropriate allowance amount, the Company considers current economic and industry conditions, relationships with each significant customer, overall customer credit-worthiness and historical experience.

(e) *Property, Equipment, Leaseholds and Intangible Assets.*

The following assets are recorded at cost and depreciated using the methods and annual rates shown below:

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Computer hardware	30% Declining balance
Manufacturing equipment	20% Declining balance
Office equipment	20% Declining balance
Boat	20% Declining balance
Building and improvements	10% Declining balance
Trailer	30% Declining balance
Automobiles	Straight-line over 5 years
Patents	Straight-line over 17 years
Technology	Straight-line over 10 years
Leasehold improvements	Straight-line over lease term
Customer relationships	Straight-line over 15 years
Software	Straight-line over 3 years

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(f) *Impairment of Long-Lived Assets.*

In accordance with FASB Codification Topic 360, *Property, Plant and Equipment* (ASC 360), the Company reviews long-lived assets, including, but not limited to, property, equipment and leaseholds, patents and other assets, for impairment annually or whenever events or changes in circumstances indicate the carrying amounts of assets may not be recoverable. The carrying value of long-lived assets is assessed for impairment by evaluating operating performance and future undiscounted cash flows of the underlying assets. If the expected future cash flows of an asset is less than its carrying value, an impairment measurement is indicated. Impairment charges are recorded to the extent that an asset's carrying value exceeds its fair value. Accordingly, actual results could vary significantly from such estimates. There were no impairment charges during the periods presented.

(g) *Foreign Currency.*

The functional currency of the Company is the U.S. dollar. The functional currency of three of the Company's subsidiaries is the Canadian dollar. The translation of the Canadian dollar to the reporting currency of the Company, the U.S. dollar, is performed for assets and liabilities using exchange rates in effect at the balance sheet date. Revenue and expense transactions are translated using average exchange rates prevailing during the year. Translation adjustments arising on conversion of the Company's financial statements from the subsidiary's functional currency, Canadian dollars, into the reporting currency, U.S. dollars, are excluded from the determination of income (loss) and are disclosed as other comprehensive income in the consolidated statements of income and comprehensive income.

Foreign exchange gains and losses relating to transactions not denominated in the applicable local currency are included in operating income (loss) if realized during the year and in comprehensive income (loss) if they remain unrealized at the end of the year.

*(h) Revenue Recognition.*

The Company generates revenue primarily from energy and water conservation products and biodegradable polymers, as further discussed in Note 18.

The Company follows a five-step model for revenue recognition. The five steps are: (1) identification of the contract(s) with the customer, (2) identification of the performance obligation(s) in the contract(s), (3) determination of the transaction price, (4) allocation of the transaction price to the performance obligation, and (5) recognition of revenue when (or as) the performance obligation is satisfied. The Company has fulfilled its performance obligations when control transfers to the customer, which is generally at the time the product is shipped since risk of loss is transferred to the purchaser upon delivery to the carrier. For shipments which are free-on-board shipping point, the Company has elected to account for shipping and handling activities as a fulfillment cost rather than as an additional promised service and performance obligation.

Since the Company's inception, product returns have been insignificant; therefore, no provision has been established for estimated product returns.

Deferred revenues consist of products sold to distributors with payment terms greater than the Company's customary business terms due to lack of credit history or operating in a new market in which the Company has no prior experience. The Company defers the recognition of revenue until the criteria for revenue recognition has been met and payments become due or cash is received from these distributors.

*(i) Stock Issued in Exchange for Services.*

The Company's common stock issued in exchange for services is valued at estimated fair market value based upon trading prices of the Company's common stock on the dates of the stock transactions. The corresponding expense of the services rendered is recognized over the period that the services are performed.

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*(j) Stock-based Compensation.*

The Company recognizes compensation expense for all share-based payments in accordance with FASB Codification Topic 718, *Compensation — Stock Compensation* (ASC 718). Under the fair value recognition provisions of ASC 718, the Company recognizes share-based compensation expense, net of an estimated forfeiture rate, over the requisite service period of the award.

The fair value at grant date of stock options is estimated using the Black-Scholes option-pricing model. Compensation expense is recognized on a straight-line basis over the stock option vesting period based on the estimated number of stock options that are expected to vest. Shares are issued from treasury upon exercise of stock options.

*(k) Other Comprehensive Income.*

Other comprehensive income refers to revenues, expenses, gains and losses that under generally accepted accounting principles are included in comprehensive income, but are excluded from net income as these amounts are recorded directly as an adjustment to stockholders' equity. The Company's other comprehensive income is comprised only of unrealized foreign exchange gains and losses related to the translation of subsidiaries' functional currency into the reporting currency.

(l) *Income Per Share.*

Basic earnings per share is computed by dividing income available to common stockholders by the weighted average number of common shares outstanding in the period. Diluted earnings per share are calculated giving effect to the potential dilution of the exercise of options and warrants. Common equivalent shares, composed of incremental common shares issuable upon the exercise of stock options and warrants are included in diluted net income per share to the extent that these shares are dilutive. Common equivalent shares that have an anti-dilutive effect on net income (loss) per share have been excluded from the calculation of diluted weighted average shares outstanding for the years ended December 31, 2023 and 2022.

(m) *Use of Estimates.*

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates and would impact the results of operations and cash flows.

Estimates and underlying assumptions are reviewed at each period end. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Significant areas requiring the use of management estimates include assumptions and estimates relating to the valuation of goodwill and intangible assets, valuation of assets acquired at fair value, asset impairment analysis, share-based payments, valuation allowances for deferred income tax assets, determination of useful lives of property, equipment and leaseholds and intangible assets, recoverability of accounts receivable, recoverability of investments, discount rates for right of use assets and the costing and recoverable value of inventory.

(n) *Fair Value of Financial Instruments.*

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs. The standard describes a fair value hierarchy based on three levels of inputs described below, of which the first two are considered observable and the last unobservable, that may be used to measure fair value.

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- Level 1 – Quoted prices in active markets for identical assets or liabilities.
- Level 2 – Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.
- Level 3 — Unobservable inputs that are supported by little or no market activity which is significant to the fair value of the assets or liabilities.

The fair values of cash, term deposits, accounts receivable, accounts payable, accrued liabilities and the short term line of credit for all periods presented approximate their respective carrying amounts due to the short term nature of these financial instruments.

The fair value of the long term debt and lease liabilities for all periods presented approximate their respective carrying amounts due to these financial instruments being at market rates.

(o) *Contingencies.*

Certain conditions may exist as of the date the consolidated financial statements are issued which may result in a loss to the Company but which will only be resolved when one or more future events occur or fail to occur. The Company's management and its legal counsel assess such contingent liabilities, and such assessment inherently involves an exercise of judgment. In assessing loss contingencies related to legal proceedings that are pending against the Company or unasserted claims that may result in such proceedings, the Company's legal counsel evaluates the perceived merits of any legal proceedings or unasserted claims as well as the perceived merits of the amount of relief sought or expected to be sought therein.

If the assessment of a contingency indicates that it is probable that a material loss has been incurred and the amount of the liability can be estimated, the estimated liability would be accrued in the Company's consolidated financial statements. If the assessment indicates that a potential material loss contingency is not probable, but is reasonably possible, or is probable but cannot be estimated, then the nature of the contingent liability, together with an estimate of the range of possible loss if determinable and material, would be disclosed.

Loss contingencies considered remote are generally not disclosed unless they involve guarantees, in which case the guarantees would be disclosed. Legal fees associated with loss contingencies are expensed as incurred. The Company is not aware of any contingencies at the date of these consolidated financial statements.

(p) *Income Taxes.*

Income taxes are computed by multiplying the Company's taxable net income by the Company's effective tax rates. Deferred income tax assets and liabilities are recognized for the future tax consequences attributable to differences between the consolidated financial statement carrying amounts of existing assets and liabilities and their respective tax bases, and operating loss carry-forwards, if any. Deferred income tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred income tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. A valuation allowance is provided to reduce the carrying amount of deferred income tax assets if it is considered more likely than not that some portion, or all, of the deferred income tax assets will not be realized.

In accordance with FASB Codification Topic 740, *Income taxes* (ASC 740) under the liability method, it is the Company's policy to provide for uncertain tax positions and the related interest and penalties based upon management's assessment of whether a tax benefit is more likely than not to be sustained upon examination by tax authorities. At December 31, 2023, the Company believes it has appropriately accounted for any unrecognized tax benefits. To the extent the Company prevails in matters for which a liability for an unrecognized benefit is established or is required to pay amounts in excess of the liability, the Company's effective tax rate in a given financial statement period may be affected. Interest and penalties associated with the Company's tax positions are recorded as interest expense in the consolidated statements of income and comprehensive income.

(q) *Risk Management.*

The Company's credit risk is primarily attributable to its accounts receivable. The amounts presented in the accompanying consolidated balance sheets are net of allowances for doubtful accounts, estimated by the Company's management based on prior experience and the current economic environment. The Company is exposed to credit-related losses in the event of non-payment by customers. Credit exposure is minimized by dealing with only credit worthy counterparties. Revenue for the Company's three primary customers totaled \$20,482,798 (53%) for the year ended December 31, 2023 (2022 - \$27,775,616 or 61%). Accounts receivable for the Company's three primary customers totaled \$6,561,164 (67%) at December 31, 2023 (2022 - \$6,124,424 or 65%).

The credit risk on cash is limited because the Company limits its exposure to credit loss by placing its cash with major financial institutions. The Company maintains cash balances at financial institutions which at times exceed federally insured amounts. The Company has not experienced any losses in such accounts.

The Company is exposed to foreign risk to the extent that market value rate fluctuations materially differ for financial assets and liabilities denominated in foreign currencies.

In order to manage its exposure to foreign exchange risks, the Company is closely monitoring the fluctuations in the foreign currency exchange rates and the impact on the value of cash, accounts receivable, and accounts payable and accrued liabilities. The Company has not hedged its exposure to currency fluctuations.

The Company is exposed to interest rate risk to the extent that the fair value or future cash flows for financial liabilities will fluctuate as a result of changes in market interest rates. The Company is exposed to interest rate risk on its long-term debt subject to fixed long-term interest rates.

In order to manage its exposure to interest rate risk, the Company is closely monitoring fluctuations in market interest risks and will refinance its long-term debt where possible to obtain more favourable rates.

*(r) Equity Method Investment.*

The Company accounts for investments using the equity method of accounting if the investment provides the Company the ability to exercise significant influence, but not control, over the investee. Significant influence is generally deemed to exist if the Company's ownership interest in the voting stock of the investee ranges between 20% and 50%, although other factors, such as representation on the investee's board of directors, are considered in determining whether the equity method of accounting is appropriate. Under the equity method of accounting, the investment is initially recorded at cost in the consolidated balance sheets under other assets and adjusted for dividends received and the Company's share of the investee's earnings or losses together with other-than-temporary impairments which are recorded through other income (loss), net in the consolidated statements of operations and comprehensive income (loss).

*(s) Goodwill and Intangible Assets.*

Goodwill represents the excess of the purchase price of an acquired entity over the amounts assigned to the assets acquired and liabilities assumed. Goodwill is not amortized, but is reviewed for impairment annually or more frequently if certain impairment conditions arise. The Company performs an annual goodwill impairment review in the fourth quarter of each year at the reporting unit level. The evaluation begins with a qualitative assessment of the factors that could impact the significant inputs used to estimate fair value. If after performing the qualitative assessment, it is determined that it is more likely than not that the fair value of a reporting unit is greater than its carrying amount, including goodwill, then no further analysis is necessary. However, if the results of the qualitative test are unclear, the Company performs a quantitative test, which involves comparing the fair value of a reporting unit with its carrying amount, including goodwill. The Company uses an income-based valuation method, determining the present value of future cash flows, to estimate the fair value of a reporting unit. If the fair value of a reporting unit exceeds its carrying amount, goodwill of the reporting unit is considered not impaired, and no further analysis is necessary. If the fair value of the reporting unit is less than its carrying amount, goodwill impairment would be recognized equal to the amount of the carrying value in excess of the reporting unit's fair value, limited to the total amount of goodwill allocated to the reporting unit.

Intangible assets primarily include trademarks and trade secrets with indefinite lives and customer-relationships with finite lives. Intangible assets with indefinite lives are not amortized but are tested for impairment on an annual basis, or more frequently if indicators of impairment are present. Indefinite lived intangible assets are assessed using either a qualitative or a quantitative approach. The qualitative assessment evaluates factors including macro-economic conditions, industry and company-specific factors, legal and regulatory environments, and historical company performance in assessing fair value. If it is determined that it is more likely than not that the fair value of the intangible asset is less than its carrying value, a quantitative test is then performed. Otherwise, no further testing is required. When using a quantitative approach, the Company compares the fair value of the intangible asset to its carrying amount. If the estimated fair value of the intangible asset is less than the carrying amount of the intangible asset, impairment is indicated, requiring recognition of an impairment charge for the differential.

In accordance with FASB Codification Topic 350, *Intangibles – Goodwill and Other*, (ASC 350), qualitative assessments of goodwill and indefinite-lived intangible assets were performed in 2023 and 2022. Based on the results of the assessment, it was determined that it is more likely than not the reporting unit, customer lists and trademarks had a fair value in excess of their carrying amounts. Accordingly, no further impairment testing was completed and no impairment charges related to goodwill or indefinite-lived intangibles were recognized during the year ended December 31, 2023.

Finite-lived intangible assets are amortized on a straight-line basis over their estimated useful lives. The Company reviews for impairment indicators of finite-lived intangibles and other long-lived assets as described in the “Impairment of Long Lived Assets” significant accounting policy.

(t) *Recent Accounting Pronouncements.*

The Company has implemented all applicable new accounting pronouncements that are in effect. Those pronouncements did not have any material impact on the consolidated financial statements unless otherwise disclosed, and the Company does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

### 3. LEASES

Leases are evaluated and classified as either operating or finance leases by the lessee and as either operating, sales-type or direct financing leases by the lessor. For leases with terms greater than 12 months, the Company records the related right-of-use (“ROU”) asset and lease obligation at the present value of lease payments over the term. Leases may include fixed rental escalation clauses, renewal options and / or termination options that are factored into the determination of lease payments when appropriate. The Company’s operating leases are included in ROU assets, lease liabilities-current portion and lease liability-long term portion in the accompanying consolidated balance sheets. ROU assets represent the Company’s right to use an underlying asset for the lease term, and lease liabilities represent the obligation to make lease payments arising from the lease. The Company’s leases do not usually provide a readily determinable implicit rate; therefore, an estimate of the Company’s incremental borrowing rate is used to discount the lease payments based on information available at the lease commencement date. The discount rate used was 5.5%.

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The table below summarizes the right-of-use asset and lease liability for the years ended December 31, 2023 and 2022:

<b><u>Right of Use Assets</u></b>	
Balance at December 31, 2021	\$ 217,267
Depreciation	<u>(50,045)</u>
Balance at December 31, 2022	\$ 167,222
Depreciation	<u>(51,929)</u>
Balance at December 31, 2023	<u>\$ 115,293</u>
<b><u>Lease Liability</u></b>	
Balance at December 31, 2021	\$ 217,267
Lease interest expense	8,566
Payments	<u>(58,611)</u>
Balance at December 31, 2022	\$ 167,222
Lease interest expense	6,151
Payments	<u>(58,080)</u>
Balance at December 31, 2023	<u>\$ 115,293</u>
Short-term portion	\$ 59,520

Long-term portion	55,773
Total	<u>\$ 115,293</u>

Undiscounted rent payments are as follows:

2024	59,520
2025	61,020
Total	<u>\$ 120,540</u>
Impact of discounting	<u>(5,247)</u>
Lease liability, December 31, 2023	<u>\$ 115,293</u>

#### 4. ACCOUNTS RECEIVABLE

	<u>2023</u>	<u>2022</u>
Accounts receivable	\$ 10,133,249	\$ 9,739,150
Allowances for doubtful accounts	(290,193)	(289,293)
	<u>\$ 9,843,056</u>	<u>\$ 9,449,857</u>

#### 5. INVENTORIES

	<u>2023</u>	<u>2022</u>
Completed goods	\$ 2,682,158	\$ 3,806,646
Raw materials and supplies	8,452,731	10,612,784
	<u>\$ 11,134,889</u>	<u>\$ 14,419,430</u>

#### 6. PROPERTY, EQUIPMENT AND LEASEHOLDS

	<u>2023</u> Cost	Accumulated <u>Depreciation</u>	<u>2023</u> Net
Buildings and improvements	\$ 12,341,605	\$ 3,896,887	\$ 8,444,718
Automobiles	196,255	140,040	56,215
Computer hardware	43,493	43,123	370
Office equipment	134,130	121,925	12,205
Manufacturing equipment	10,008,395	5,791,615	4,216,780
Trailers	9,071	8,164	907
Land	440,592	—	440,592
Leasehold improvements	88,872	88,872	—
Technology	103,292	103,292	—
	<u>\$ 23,365,705</u>	<u>\$ 10,193,918</u>	<u>\$ 13,171,787</u>

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	<u>2022</u> Cost	Accumulated <u>Depreciation</u>	<u>2022</u> Net
Buildings and improvements	\$ 8,775,629	\$ 3,310,920	\$ 5,464,709
Automobiles	196,255	107,055	89,200
Computer hardware	43,432	42,663	769
Office equipment	133,280	112,782	20,498
Manufacturing equipment	8,634,063	4,891,736	3,742,327
Trailers	8,857	7,592	1,265
Boat	34,400	27,907	6,493

Leasehold improvements	88,872	88,872	—
Technology	100,860	100,860	—
Land	384,027	—	384,027
	<u>\$ 18,399,675</u>	<u>\$ 8,690,387</u>	<u>\$ 9,709,288</u>

Amount of depreciation expense for 2023 was: \$1,526,319 (2022 - \$1,103,732) and is included in cost of sales in the consolidated statements of income and comprehensive income.

In 2023, the Company sold the boat and \$4,589 was recognized as a gain on sales of asset in the consolidated statements of income and comprehensive income.

## 7. PATENTS

	2023 Cost	Accumulated Amortization	2023 Net
Patents	<u>\$ 200,444</u>	<u>\$ 200,444</u>	<u>\$ -</u>

  

	2022 Cost	Accumulated Amortization	2022 Net
Patents	<u>\$ 195,725</u>	<u>\$ 195,725</u>	<u>\$ -</u>

The amount of amortization for 2023 was \$nil (2022 - \$13,699) and was included in cost of sales in the consolidated statements of income and comprehensive income. The movement in cost relates solely to foreign exchange differences.

## 8. GOODWILL AND INTANGIBLE ASSETS

Goodwill	
Balance as of December 31, 2022 and 2023	<u>\$ 2,534,275</u>
Indefinite Lived Intangible Assets	
Balance as of December 31, 2022 and 2023	<u>\$ 770,000</u>

Goodwill relates to the acquisition of ENP Investments. Indefinite lived intangible assets consist of trade secrets and trademarks related to the acquisition of ENP Investments.

Definite Life Intangible Assets	
Balance as of December 31, 2021	\$ 1,830,000
Amortization	<u>(160,000)</u>
Balance as of December 31, 2022	1,670,000
Amortization	<u>(160,000)</u>
Balances as of December 31, 2023	<u>\$ 1,510,000</u>

The amount of amortization for 2023 was \$160,000 (2022 - \$160,000) and was included in cost of sales in the consolidated statements of income and comprehensive income.

Definite lived intangible assets consist of customer relationships and software related to the acquisition of ENP Investments.

Estimated amortization expense over the next five years is as follows:



2024	\$	160,000
2025		160,000
2026		160,000
2027		160,000
2028		<u>160,000</u>

## 9. LONG TERM DEPOSITS

The Company has security deposits that are long term in nature which consist of damage deposits held by landlords and deposits held by various vendors for equipment purchases.

	<u>2023</u>	<u>2022</u>
Long term deposits	<u>\$ 824,254</u>	<u>\$ 8,540</u>

## 10. INVESTMENTS

(a) The Company previously held a 50% ownership interest in ENP Peru, split between NanoChem (41.67%) and ENP Investments (8.33%), which was acquired in fiscal 2016. ENP Peru is located in Illinois and leases warehouse space to other entities in the Company. In June 2022, NanoChem acquired an additional 50% ownership interest at a cost of \$506,659 paid through a new \$259,000 mortgage and cash on hand. The 35% non-controlling interest of the 8.33% owned by ENP Investments is included in non-controlling interest in these consolidated financial statements. The Company's investment in ENP Peru was previously accounted for using the equity method, however, it is now consolidated into the consolidated financial statements from the date control was obtained. In June 2023, NanoChem purchased the remaining 8.33% of ENP Peru from ENP Investments to become full owner.

It was determined that ENP Peru did not meet the definition of a business in accordance with FASB Codification Topic 805, *Business Combinations* (ASC 805), and the acquisition was accounted for as an asset acquisition. The following table summarizes the final purchase price allocation of the consideration paid to the respective fair values of the assets acquired and liabilities assumed in ENP Peru as of the acquisition date. The gain on acquisition of ENP Peru represents a gain on remeasurement of the Company's equity method investment immediately prior to the acquisition date.

Purchase consideration	<u>\$ 506,659</u>
Assets acquired:	
Cash	7,330
Building	3,750,000
Land	150,000
Liabilities assumed:	
Deferred tax liability	(174,582)
Long term debt	<u>(2,849,500)</u>
Total identifiable net assets:	<u>883,248</u>
Excess of assets acquired over consideration	376,589
Less investment eliminated upon consolidation	(41,538)
Gain on acquisition of ENP Peru	<u>\$ 335,051</u>

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A summary of the Company's investment follows:

Balance, December 31, 2021	\$ 3,822
Return of equity	(3,822)

Gain in equity method investment	22,642
Balance, December 31, 2022	22,642
Return of equity	(8,750)
Gain in equity method investment	27,646
Investment eliminated upon consolidation	(41,538)
Balance, June 30 and December 31, 2023	\$ -

(b) In December 2018, the Company invested \$200,000 in Applied Holding Corp. (“Applied”). Applied is a captive insurance company and the Company received a non-convertible promissory note for its investment which becomes due in 2021 but may be extended with notice for a maximum of two years. During the year ended December 31, 2021, the Company entered an agreement with Applied to extend the maturity date of this promissory note to December 2023. In October 2023, the Company received the payment of \$200,000 to settle the promissory note and the balance of this investment at December 31, 2023 is \$nil (2022 - \$200,000). In accordance with FASB Codification Topic 321, *Investments – Equity Securities* (ASC 321), the Company has elected to account for this investment at cost.

(c) In December 2018, the Company invested \$500,000 in Trio Opportunity Corp. (“Trio”), a privately held entity and a further \$470,000 was invested in April 2023. Trio is a real estate investment vehicle and the Company received 97,000 non-voting Class B shares at \$10.00/share. In accordance with ASC 321, the Company has elected to account for this investment at cost.

(d) In January 2019, the Company invested in a Florida based LLC that is engaged in international sales of fertilizer additives. The Company accounts for this investment using the equity method of accounting. According to the operating agreement, the Company has a 50% interest in the profit and loss of the Florida based LLC but does not have control. A summary of the Company’s investment follows:

Balance, December 31, 2021	\$ 3,701,368
Gain in equity method investment	307,527
Return of equity	(250,000)
Balance, December 31, 2022	3,758,895
Gain in equity method investment	505,065
Return of equity	(200,000)
Balance, December 31, 2023	\$ 4,063,960

Summarized profit and loss information related to the equity accounted investment is as follows:

	2023	2022
Net sales	\$ 16,043,468	\$ 18,103,070
Gross profit	4,668,177	4,204,311
Net income	\$ 1,010,128	\$ 615,055

During the year ended December 31, 2023, the Company had sales of \$10,260,870 (2022 - \$12,938,735) to the Florida Based LLC, of which \$2,073,813 is included within Accounts Receivable as at December 31, 2023 (2022 - \$2,423,285).

(e) In December 2020, the Company invested \$500,000 in Lygos Inc. (“Lygos”), a privately held entity, under a Simple Agreement for Future Equity (“SAFE”) agreement. Lygos is a company developing a sustainable aspartic acid microbe strain. In 2021, the Company made a second SAFE investment of \$500,000 for a total of \$1,000,000. In accordance with ASC 321, the Company has elected to account for this investment at cost.

## 11. SHORT-TERM LINE OF CREDIT

(a) In June 2023, ENP Investments renewed the line of credit with Stock Yards Bank and Trust (“Stock Yards”), increasing the limit by \$500,000 from the previous line of credit. The revolving line of credit is for an aggregate amount of up to the lesser of (i) \$4,500,000, or (ii) 50-80% of eligible domestic accounts receivable plus 50% of inventory, capped at \$2,000,000. Interest on the unpaid principal balance of this loan will be calculated using the greater of prime or 8.25%. The interest rate at December 31, 2023 is 8.5% (December 31, 2022 - 7.5%).

The revolving line of credit contains customary affirmative and negative covenants, including the following: compliance with laws, provisions of financial statements and periodic reports, payment of taxes, maintenance of inventory and insurance, maintenance of operating accounts at Stock Yards, Stock Yard’s access to collateral, formation or acquisition of subsidiaries, incurrence of indebtedness, dispositions of assets, granting liens, changes in business, ownership or business locations, engaging in mergers and acquisitions, making investments or distributions and affiliate transactions. NanoChem is a guarantor of 65% of all the principal and other loan costs not to exceed \$2,925,000. The non-controlling interest is the guarantor of the remaining 35% of all the principal and other loan costs not to exceed \$1,575,000. As of December 31, 2023, ENP Investments was in compliance with all loan covenants.

To secure the repayment of any amounts borrowed under the revolving line of credit, the Company granted Stock Yards a security interest in substantially all of the assets of ENP Investments, exclusive of intellectual property assets.

Short-term borrowings outstanding under the revolving line as of December 31, 2023 were \$1,810,479 (2022 - \$2,477,794).

(b) In June 2023, the Company renewed the line of credit with Stock Yards Bank and Trust (“Stock Yards”). The revolving line of credit is for an aggregate amount of up to the lesser of (i) \$4,000,000, or (ii) 80% of eligible domestic accounts receivable and certain foreign accounts receivable plus 50% of inventory, capped at \$2,000,000. Interest on the unpaid principal balance of this loan will be calculated using the greater of prime or 8.25%. The prime interest rate at December 31, 2023 was 8.5% (2022 - 7.5%).

The revolving line of credit contains customary affirmative and negative covenants, including the following: compliance with laws, provision of financial statements and periodic reports, payment of taxes, maintenance of inventory and insurance, maintenance of operating accounts at Stock Yards, Stock Yards access to collateral, formation or acquisition of subsidiaries, incurrence of indebtedness, dispositions of assets, granting liens, changes in business, ownership or business locations, engaging in mergers and acquisitions, making investments or distributions and affiliate transactions. The covenants also require that the Company maintain a minimum ratio of qualifying financial assets to the sum of qualifying financial obligations. As of December 31, 2023, the Company was in compliance with all loan covenants.

To secure repayment of any amounts borrowed under the revolving line of credit, the Company granted Stock Yards a security interest in substantially all of the assets of NanoChem, exclusive of intellectual property assets.

Short-term borrowings outstanding under the revolving line as of December 31, 2023 were \$nil (2022 - \$340,797). This amount was repaid in full during the year ended December 31, 2023.

## 12. LONG TERM DEBT

(a) In October 2020, NanoChem signed a loan for \$1,980,947 with Midland States Bank (“Midland”) with a rate of 3.85% to be repaid over 5 years with equal monthly payments including interest. The money was used to retire the debt at BMO Harris Bank (“Harris”) related to the loan to purchase a 65% interest in ENP Investments. In June 2022, the loan was paid in full with funds from Stock Yards. Interest expense for the year ended December 31, 2023 was \$nil (2022 - \$30,334). The balance owing at December 31, 2023 was \$nil (2022 - \$nil).

(b) In October 2020, NanoChem signed a loan for \$894,253 with Midland with an interest rate 3.85% to be repaid over two years with equal monthly payments including interest. The funds were used to replace the loan at Harris for the purchase of new manufacturing equipment. In June 2022, the loan was paid in full with funds from Stock Yards. Interest expense for the year ended December 31, 2023 was \$nil (2022 - \$5,816). The balance owing at December 31, 2023 was \$nil (2022 - \$nil)

(c) In January 2020, ENP Mendota refinanced its mortgage and signed a loan for \$450,000 with Stock Yards to be repaid over 10 years with monthly installments plus interest. Interest for the first five years is at 4.35% and it will be adjusted for the last five years to the Cincinnati Federal Home Bank Loan 5 year fixed index plus 4.5%. Interest expense for the year ended December 31, 2023 was \$17,911 (2022 - \$17,107). The balance owing at December 31, 2023 was \$399,269 (2022 - \$415,430).

To secure repayment of any amounts borrowed under the mortgage, the Company granted Stock Yards a security interest in real property under the mortgage and all rents on said property.

(d) In June 2022, NanoChem signed a loan for \$1,935,000 with Stock Yards with an interest rate of 4.90% to be repaid over three years with equal monthly payments including interest. The funds were used to replace the loans at Midland for the purchase of the 65% interest in ENP Investments and the new manufacturing equipment. Interest expense for the year ended December 31, 2023 was \$66,957 (2022 - \$45,113). The balance owing at December 31, 2023 was \$1,004,747 (2022 - \$1,632,672).

(e) In January 2020 ENP Peru signed a \$3,000,000 loan with an interest rate 4.35% to be repaid over ten years with equal monthly payments including interest. Upon the purchase of the remainder of ENP Peru in June 2022, the Company assumed the first mortgage at Stock Yards with a balance of \$2,849,500. Interest expense for the year ended December 31, 2023 was \$122,544 (2022 - \$62,679). The balance owing at December 31, 2023 was \$2,737,232 (2022 - \$2,813,015).

(f) In June 2022, ENP Peru obtained a second mortgage for \$259,000 with Stock Yards to be repaid over 10 years with monthly installments plus interest with an interest rate of 5.4%. Interest expense for the year ended December 31, 2023 was \$13,877 (2022 - \$7,077). The balance owing at December 31, 2023 was \$250,207 (2022 - \$256,162).

(g) In December 2022, NanoChem signed a three year loan for up to \$2,000,000 with Stock Yards with an interest rate of 6.5%. Interest only payments are required for the first 18 months with interest and principal being paid in the last 18 months. The funds are being used to purchase new manufacturing equipment. Interest expense for the year ended December 31, 2023 was \$67,397 (2022 - \$23,632). The balance owing at December 31, 2023 was \$1,475,188 (2022 - \$1,036,798).

(h) In June 2023, 317 Mendota signed a five year loan for up to \$3,240,000 with Stock Yards to purchase a building and any necessary renovations. Interest only payments are required for the first 12 months with interest and principal being paid the remaining four years and a lump sum due in June 2028. Interest expense for the year ended December 31, 2023 was \$95,396 (2022 - \$nil). The balance owing at December 31, 2023 was \$2,248,292 (2022 - \$nil).

As of December 31, 2023, Company was in compliance with all loan covenants.

<b>Continuity</b>	<b>December 31, 2023</b>	<b>December 31, 2022</b>
Balance, January 1	\$ 6,154,077	\$ 2,366,598
Plus: Proceeds from loans	2,686,682	3,230,798
Plus: Loan acquired with acquisition of ENP Peru	-	2,849,500
Less: Payments on loan	(725,823)	(2,292,819)
Balance, end of period	<u>\$ 8,114,936</u>	<u>\$ 6,154,077</u>

<b>Outstanding balance at December 31,</b>	<b>December 31, 2023</b>	<b>December 31, 2022</b>
a) Long term debt – Midland States Bank	\$ -	\$ -
b) Long term debt – Midland States Bank	-	-

c) Long term debt – Stock Yards Bank & Trust	399,269	415,430
d) Long term debt – Stock Yards Bank & Trust	1,004,748	1,632,672
e) Long term debt – Stock Yards Bank & Trust	2,737,232	2,813,015
f) Long term debt – Stock Yards Bank & Trust	250,207	256,162
g) Long term debt – Stock Yards Bank & Trust	1,475,188	1,036,798
h) Long term debt – Stock Yards Bank & Trust	2,248,292	—
Long-term debt	8,114,936	6,154,077
Less: current portion	(1,281,632)	(717,612)
	<u>\$ 6,833,304</u>	<u>\$ 5,436,465</u>

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### 13. INCOME TAXES

The provision for income tax expense (benefit) is comprised of the following:

	2023	2022
Current tax, federal	\$ 753,683	\$ 1,017,059
Current tax, state	340,952	460,098
Current tax, foreign	151,236	216,082
Current tax	1,245,871	1,693,239
Income tax recovery	(1,127,689)	(1,476,088)
Current tax, total	118,182	217,151
Deferred income tax, federal	(172,763)	(49,088)
Deferred income tax, state	(78,154)	(22,207)
Deferred income tax, foreign	-	-
Deferred income tax, total	(250,917)	(71,295)
Total	<u>\$ (132,735)</u>	<u>\$ 145,856</u>

The following table reconciles the income tax expense at the U.S. Federal statutory rate to income tax expense at the Company's effective tax rates.

	2023	2022
Income before tax	\$ 3,623,250	\$ 7,859,085
US statutory tax rates	30.50%	30.50%
Expected income tax	1,105,091	2,397,021
Non-deductible items	362,554	(243,167)
Change in estimates and other	(1,585,427)	(2,004,041)
Foreign tax rate difference	(92,379)	(226,611)
Change in valuation allowance	77,426	(222,654)
Total income taxes	<u>(132,735)</u>	<u>145,856</u>
Current income tax expense	118,182	217,151
Deferred tax recovery	(250,917)	(71,295)
Total income tax expense (recovery)	<u>\$ (132,735)</u>	<u>\$ 145,856</u>

Included in current income tax expense for the year ended December 31, 2023 is a recovery of \$1,127,689 (2022 - \$1,476,088) for a revision of estimated current taxes payable for previous years.

Deferred taxes reflect the tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes. Deferred tax assets (liabilities) at December 31, 2023 and 2022 are comprised of the following:

	2023	2022
<b>Canada</b>		
Non capital loss carryforwards	\$ 855,176	\$ 891,954
Intangible assets	-	-
Property, equipment and leaseholds	30,916	47,279
	886,092	939,233
Valuation allowance	(886,092)	(939,233)
Net deferred tax asset	\$ -	\$ -
<b>US</b>		
	2023	2022
Net operating loss carryforwards	\$ -	\$ -
Intangible assets	(11,346)	(6,070)
Investments	-	(7,676)
Property, equipment and leaseholds	(248,701)	(486,713)
Property, equipment and leaseholds	284,794	274,289
Financial instruments	-	-
Deferred tax asset not recognized	-	-
Net deferred tax asset (liability)	\$ 24,747	\$ (226,170)

The Company has non-capital loss carryforwards of approximately \$3,718,155 (2022 - \$3,878,060) which may be carried forward to apply against future year income tax for Canadian income tax purposes, subject to the final determination by taxation authorities, expiring in the following years:

	Loss
2030	407,947
2031	941,856
2032	615,878
2037	1,692,555
2039	48,048
2040	11,871
<b>Total</b>	<b>3,718,155</b>

As at December 31, 2023, the Company has no net operating loss carryforwards available for US tax purposes.

#### Accounting for Uncertainty for Income Tax

As at December 31, 2023 and 2022, the Company's consolidated balance sheets did not reflect an asset for uncertain tax positions but did account for accrued penalties or interest associated with income taxes not yet filed. The Company has no income tax examinations in progress.

## 14. INCOME PER SHARE

The Company presents both basic and diluted income per share on the face of its consolidated statements of income. Basic and diluted income per share are calculated as follows:

2023	2022
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Net income attributable to controlling interest	\$	2,775,864	\$	7,021,604
Weighted average common shares outstanding:				
Basic		12,434,886		12,379,316
Diluted		12,489,467		12,466,415
Net income per common share attributable to controlling interest:				
Basic	\$	0.22	\$	0.57
Diluted	\$	<u>0.22</u>	\$	<u>0.56</u>

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Certain stock options whose terms and conditions are described in Note 15, “Stock Options” could potentially dilute basic EPS in the future, but were not included in the computation of diluted EPS because to do so would have been anti-dilutive. Those anti-dilutive options are as follows.

	<u>2023</u>	<u>2022</u>
Anti-dilutive options	<u>740,000</u>	<u>1,304,000</u>

There were no preferred shares issued and outstanding during the years ended December 31, 2023 and 2022.

## 15. STOCK OPTIONS

The Company has a stock option plan (“Plan”). The purpose of this Plan is to provide additional incentives to key employees, officers, directors and consultants of the Company and its subsidiaries in order to help attract and retain the best available personnel for positions of responsibility and otherwise promote the success of the Company’s business. It is intended that options issued under this Plan constitute non-qualified stock options. The general terms of awards under the option plan are that 100% of the options granted will vest the year following the grant unless a executive employee is granted a multi-year stock option grant where an equal amount vests over the next 5 years. The maximum term of options granted is 5 years and the exercise price for all options are issued for not less than fair market value at the date of the grant.

The following table summarizes the Company’s stock option activities for the years ended December 31, 2023 and 2022:

	<u>Number of shares</u>	<u>Exercise price per share</u>	<u>Weighted average exercise price</u>
Balance, December 31, 2021	789,500	\$ 1.42 – 4.13	\$ 2.78
Granted	981,000	\$ 3.55 – 3.61	\$ 3.55
Cancelled or expired	(13,486)	\$ 1.70 – 3.61	\$ 2.32
Exercised	(71,014)	\$ 1.42 – 2.44	\$ 1.98
Balance, December 31, 2022	<u>1,686,000</u>	<u>\$ 1.70 – 4.13</u>	<u>\$ 3.26</u>
Cancelled or expired	(564,000)	\$ 3.46 – 4.13	\$ 3.55
Exercised	(8,000)	\$ 1.70	\$ 1.70
Balance, December 31, 2023	<u>1,114,000</u>	<u>\$ 1.75 – 3.61</u>	<u>\$ 3.13</u>
Exercisable, December 31, 2023	<u>754,000</u>	<u>\$ 1.75 – 3.61</u>	<u>\$ 2.93</u>

The weighted-average remaining contractual life of outstanding options is 2.90 years.

The fair value of each option grant is calculated using the following weighted average assumptions:

	2022
Expected life – years	3.0
Interest rate	1.76 – 3.64%
Volatility	66.01 - 69.66%
Weighted average fair value of options granted	\$ 1.46 – 1.65

During the year ended December 31, 2023, the Company granted nil (2022 – 46,000) stock options to consultants and has applied ASC 718 using the Black-Scholes option-pricing model, which resulted in expenses of \$nil (2022 - \$14,850). Options granted in other years resulted in additional expenses of \$62,241 (2022 – \$62,187). During the year ended December 31, 2023, employees were granted nil (2022 – 935,000) stock options, which resulted in expenses of \$nil (2022 – \$172,731). Options granted in other years resulted in additional expenses in the amount of \$328,769 for employees during the year ended December 31, 2023 (2022 - \$149,380). There were 8,000 employee and nil consultant stock options exercised during the year ended December 31, 2023 (2022 – 54,500 employee; 16,514 consultant).

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As of December 31, 2023, there was approximately \$375,351 of compensation expense related to non-vested awards. This expense is expected to be recognized over a weighted average period of 2.5 years.

The aggregate intrinsic value of vested options outstanding at December 31, 2023 is \$nil (2022 – \$69,190). The intrinsic value of options exercised during the year ended December 31, 2023 was \$11,520 (2022 - \$96,989).

## 16. CAPITAL STOCK

During the year ended December 31, 2023, 8,000 shares were issued upon the exercise of employee stock options (2022 – 54,500) and nil shares were issued upon the exercise of consultant stock options (2022 – 16,514).

During the year ended December 31, 2023, the Company issued 1,272 shares to a consultant for services rendered, resulting in an expense of \$4,070 on the consolidated statements of income and comprehensive income for the year ended December 31, 2023 (2022 - \$nil).

In the year ended December 31, 2023, the Company announced a special dividend of \$0.05 per share that was paid on May 16, 2023 to shareholders (2022 - \$nil).

## 17. NON-CONTROLLING INTERESTS

(a) ENP Investments is a limited liability corporation (“LLC”) that manufactures and distributes golf, turf and ornamental agriculture products in Mendota, Illinois. The Company owns a 65% interest in ENP Investments through its wholly-owned subsidiary NanoChem. An unrelated party (“NCI”) owns the remaining 35% interest in ENP Investments. ENP Mendota is a wholly owned subsidiary of ENP Investments. ENP Mendota is a LLC that leases warehouse space. For financial reporting purposes, the assets, liabilities and earnings of both of the LLC’s are consolidated into these financial statements. The NCI’s ownership interest in ENP Investments is recorded in non-controlling interests in these consolidated financial statements. The non-controlling interest represents NCI’s interest in the earnings and equity of ENP Investments. ENP Investments is allocated to the TPA segment.

ENP Investments makes cash distributions to its equity owners based on formulas defined within its Ownership Interest Purchase Agreement dated October 1, 2018. Distributions are defined in the Ownership Interest Purchase Agreement as cash on hand to the extent it exceeds current and anticipated long-term and short-term needs, including, without limitation, needs for operating expenses, debt service, acquisitions, reserves, and mandatory distributions, if any.



From the effective date of acquisition onward, the minimum distributions requirements under the Ownership Interest Purchase Agreement were satisfied. The total distribution from the effective date of acquisition onward was \$3,225,957.

Balance, December 31, 2021	\$ 2,602,843
Distribution	(689,434)
Non-controlling interest share of income	<u>691,625</u>
Balance, December 31, 2022	2,605,034
Distribution	(719,439)
Non-controlling interest share of income	<u>1,015,604</u>
Balance, December 31, 2023	<u>\$ 2,901,199</u>

During the year ended December 31, 2023, the Company had sales of \$6,811,083 (2022 - \$6,667,815) to the NCI, of which \$4,225,028 is included within Accounts Receivable as of December 31, 2023 (2022 - \$3,634,083).

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**b)** 317 Mendota is a LLC that owns real estate that the Company intends to occupy part of while renting out the excess. The Company owns a 80% interest in 317 Mendota and an unrelated party (“317 NCI”) owns the remaining 20% interest in 317 Mendota. For financial reporting purposes, the assets, liabilities and earnings of 317 Mendota are consolidated into these financial statements. The 317 NCI’s ownership interest in 317 Mendota is recorded in non-controlling interests in these consolidated financial statements. The non-controlling interest represents 317 NCI’s interest in the earnings and equity of 317 Mendota. 317 Mendota is allocated to the TPA segment as that is the intended use of the building.

Balance, December 31, 2022	\$ -
Acquisition	200,000
Non-controlling interest share of loss	<u>(35,483)</u>
Balance, December 31, 2023	\$ 164,517

## 18. SEGMENTED, SIGNIFICANT CUSTOMER INFORMATION AND ECONOMIC DEPENDENCY

The Company operates in two segments:

**(a)** Energy and water conservation products (as shown under the column heading “EWCP” below), which consists of a (i) liquid swimming pool blankets which save energy and water by inhibiting evaporation from the pool surface, and (ii) food-safe powdered form of the active ingredient within the liquid blankets and which are designed to be used in still or slow moving drinking water sources.

**(b)** Biodegradable polymers, also known as TPA’s (as shown under the column heading “BCPA” below), used by the petroleum, chemical, utility and mining industries to prevent corrosion and scaling in water piping. This product can also be used in detergents to increase biodegradability and in agriculture to increase crop yields by enhancing fertilizer uptake.

The third product line is nitrogen conservation products used for the agriculture industry. These products decrease the loss of nitrogen fertilizer after initial application and allows less fertilizer to be used. These products are made and sold by the Company’s TPA division.

The accounting policies of the segments are the same as those described in Note 2, *Significant Accounting Policies*. The Company evaluates performance based on profit or loss from operations before income taxes, not including nonrecurring gains and losses and foreign exchange gains and losses

The Company's reportable segments are strategic business units that offer different, but synergistic products and services. They are managed separately because each business requires different technology and marketing strategies.

Year ended December 31, 2023:

	<u>EWCP</u>	<u>BCPA</u>	<u>Consolidated</u>
Sales	\$ 572,845	\$ 37,751,961	\$ 38,324,806
Interest expense	387	498,279	498,666
Depreciation	17,411	1,668,908	1,686,319
Current and deferred income tax recovery (expense)	(35,341)	168,076	132,735
Segment profit	(256,390)	3,032,254	2,775,864
Segment assets	4,843,123	50,627,932	55,471,055
Expenditures for segment assets	-	4,990,675	4,990,675

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Year ended December 31, 2022:

	<u>EWCP</u>	<u>BCPA</u>	<u>Consolidated</u>
Sales	\$ 528,462	\$ 45,312,007	\$ 45,840,469
Interest expense	-	292,949	292,949
Depreciation	33,876	1,243,555	1,277,431
Current and deferred income tax expense	18,898	126,958	145,856
Segment profit	(334,525)	8,047,754	7,713,229
Segment assets	2,810,091	48,777,101	51,587,192
Expenditures for segment assets	-	1,981,307	1,981,307

Sales by territory are shown below:

	<u>2023</u>	<u>2022</u>
Canada	\$ 755,844	\$ 552,123
United States and abroad	37,568,962	45,288,346
Total	<u>\$ 38,324,806</u>	<u>\$ 45,840,469</u>

The Company's long-lived assets (property, equipment, leaseholds, right of use assets, intangibles, and goodwill) are located in Canada and the United States as follows:

	<u>2023</u>	<u>2022</u>
Canada	\$ 142,577	\$ 150,890
United States	17,958,778	14,699,896
Total	<u>\$ 18,101,355</u>	<u>\$ 14,850,786</u>

Three customers accounted for \$20,482,798 (53%) of sales made in 2023 (2022 - \$27,775,616 or 61%).

## 19. SUBSEQUENT EVENTS

In January 2024, the Company issued 15,000 shares upon the exercise of consultant stock options.

In January 2024, the Company granted 494,000 stock options to employees and 56,000 stock options to consultants.

In March 2024, the Company terminated its lease in Naperville, IL. All operations are now consolidated in the Peru, IL locations.

**Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.**

None.

**Item 9A. Controls and Procedures.**

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our periodic reports to the SEC is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and regulations, and that such information is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure. Our disclosure controls and procedures are designed to provide a reasonable level of assurance of reaching our desired disclosure control objectives.

As of the end of the period covered by this Annual Report on Form 10-K for the year ended December 31, 2023 we carried out an evaluation, under the supervision and with the participation of management, including our principal executive officer and principal financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined under Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended). Based upon that evaluation, our principal executive officer and principal financial officer concluded that our disclosure controls and procedures are effective.

**Management's Report on Internal Control Over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting and for the assessment of the effectiveness of internal control over financial reporting. As defined by the Securities and Exchange Commission, internal control over financial reporting is a process designed by, or under the supervision of our principal executive officer and principal financial officer and implemented by our Board of Directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of our financial statements in accordance with U.S. generally accepted accounting principles.

Our internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect our transactions and dispositions of our assets; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of our financial statements in accordance with U.S. generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with authorizations of our management and directors; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In connection with the preparation of our annual financial statements, management has undertaken an assessment of the effectiveness of our internal control over financial reporting as of December 31, 2023, based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations

of the Treadway Commission, or the 2013 COSO Framework. Management's assessment included an evaluation of the design of our internal control over financial reporting and testing of the operational effectiveness of those controls.

Based on this evaluation, management has concluded that our internal control over financial reporting was effective as of December 31, 2023.

There was no change in our internal control over financial reporting that occurred during the period covered by this report that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

**Item 9B. Other Information.**

None of our directors or officers adopted or terminated a Rule 10b5-1 trading arrangement or a non-Rule 10b5-1 trading arrangement (as defined in Item 408(c) of Regulation S-K) during the quarterly period ending December 31, 2023.

**Item 9C. Disclosures Regarding Foreign Jurisdictions That Prevent Inspections.**

Not applicable.

**Item 10. Directors, Executive Officers and Corporate Governance.**

<u>Name</u>	<u>Age</u>	<u>Position</u>
Daniel B. O'Brien	67	President, Chief Executive Officer, Principal Financial and Accounting Officer and a Director
John H. Bientjes	71	Director
Robert Helina	58	Director
Tom Fyles	72	Director
Ben Seaman	43	Director
David Fynn	66	Director

Daniel B. O'Brien has served as our President, Chief Executive Officer and Principal Financial and Accounting Officer, as well as a director since June 1998. He has been involved in the swimming pool industry since 1990, when he founded our subsidiary, Flexible Solutions Ltd. From 1990 to 1998 Mr. O'Brien was also a teacher at Brentwood College where he was in charge of outdoor education.

John H. Bientjes has been a director since 2000. From 1984 to 2018, Mr. Bientjes served as the manager of the Commercial Aquatic Supplies Division of D.B. Perks & Associates, Ltd., located in Vancouver, British Columbia, a company that markets supplies and equipment to commercial swimming pools which are primarily owned by municipalities. Mr. Bientjes retired in 2018. Mr. Bientjes graduated in 1976 from Simon Fraser University in Vancouver, British Columbia with a Bachelor of Arts Degree in Economics and Commerce.

Robert T. Helina has been a director since 2011. Mr. Helina has been involved in the financial services industry for over 30 years which has given him extensive knowledge in business, economics and finance. His specialty is in Corporate Finance and Capital Markets. Mr. Helina holds a Bachelor of Arts degree from Trinity Western University.

Thomas M. Fyles has been a director since 2012. Dr. Fyles holds chemistry degrees from the University of Victoria (B.Sc. 1974) and York University (Ph.D. 1977). Following postdoctoral work in France, he joined the Chemistry Department at the University of Victoria in 1979 where he progressed through the academic ranks to Professor (1992), Chair (2001 – 2006; 2008), and, on his retirement, Professor Emeritus (2017). His research program

spanned analytical, synthetic, and physical chemistry with an emphasis on sensors, membranes, and water treatment processes.

Ben Seaman has been a director since 2016. Mr. Seaman has been the CEO of Eartheasy.com Sustainable Living Ltd since 2007, growing the company from \$50K to over \$25M in annual revenue. His company has contributed over \$1M towards clean water projects in Kenya since 2013, and has been recognized internationally by the Stockholm Challenge Award and the Outdoor Industry Inspiration Award in 2016. Prior to 2007, he worked in sales and investor relations at Flexible Solutions. Mr. Seaman graduated from the University of Victoria with a Bachelor of Science degree in 2004. He has significant experience in launching new products, marketing, distribution and e-commerce in both the US and Canada. He's a strong believer in the triple bottom line approach to business, giving consideration to social and environmental issues in addition to financial performance.

David Fynn has been a director since 2016. Mr. David Fynn is a Canadian Chartered Professional Accountant and services individuals/companies in many sectors including mining and commodities in his private practice. Mr. Fynn worked as a senior manager with KPMG in Canada and Ernst & Young in the United Kingdom and Saudi Arabia. Since 1996 he has been the principal of D.A. Fynn & Associates Inc., an accounting firm.

Directors are elected annually and hold office until the next annual meeting of our stockholders and until their successors are elected and qualified. All executive offices are chosen by the board of directors and serve at the board's discretion.

John Bientjes, Thomas Fyles, Ben Seaman and David Fynn are independent directors as that term is defined in section 803 of the listing standards of the NYSE American.

Our Audit Committee, consisting of John Bientjes, Ben Seaman and David Fynn all of whom have strong financial backgrounds, facilitates and maintains open communications with our board of directors, senior management and our independent auditors. Our Audit Committee also serves as an independent and objective party which monitors our financial reporting process and internal control system. In addition, our Audit Committee reviews and appraises the efforts of our independent auditors. Our Audit Committee meets periodically with management and our independent auditors. John Bientjes and David Fynn meet the SEC's definition of an audit committee financial expert. Each member of the Audit Committee is "independent" as that term is defined in Section 803 of the listing standards of the NYSE American.

Our Compensation Committee, consisting of John Bientjes, Ben Seaman and David Fynn, establishes salary, incentive and other forms of compensation for our Chief Executive Officer and administers our Stock Option Plan. None of our officers participated in deliberations of the compensation committee concerning executive officer compensation. During the year ended December 31, 2023 none of our executive officers served as a member of the compensation committee or as a director of another entity, one of whose executive officers served on our compensation committee or as one of our directors.

We have adopted a Code of Ethics that applies to our Chief Executive Officer, our Chief Financial Officer and our Principal Accounting Officer, as well as our other senior management and financial staff. Interested persons may obtain a copy of our Code of Ethics from our website at [www.flexiblesolutions.com](http://www.flexiblesolutions.com).

We believe our directors benefit us for the following reasons:

<u>Name</u>	<u>Reason</u>
Daniel B. O'Brien	Long standing relationship with us.
John J. Bientjes	Long standing relationship with us.
Robert Helina	Corporate finance experience.
Dr. Thomas Fyles	Scientific expertise.

Ben Seaman	Younger generation businessman increases our awareness of internet sales and adds value to our audit and compensation committees
David Fynn	Experienced accountant adds value to our audit and compensation committees

**Item 11. Executive Compensation.**

**Summary Compensation Table**

The following table shows in summary form the compensation earned by (i) our Chief Executive Officer and (ii) by each other executive officer who earned in excess of \$100,000 during the two fiscal years ended December 31, 2023.

<u>Name and Principal Position</u>	<u>Fiscal Year</u>	<u>Salary (1)</u>	<u>Bonus (2)</u>	<u>Restricted Stock Awards (3)</u>	<u>Options Awards (4)</u>	<u>All Other Annual Compensation (5)</u>	<u>Total</u>
Daniel B. O'Brien	2023	\$785,368	—	—	\$(660,000)	—	\$ 125,368
President, Chief Executive Financial and Accounting Officer	2022	\$769,293	—	—	\$ 660,000	—	\$1,429,293

- (1) The dollar value of base salary (cash and non-cash) earned.
- (2) The dollar value of bonus (cash and non-cash) earned.
- (3) During the periods covered by the table, the value of the shares of restricted stock issued as compensation for services to the persons listed in the table.
- (4) The value of all stock options granted during the periods covered by the table. The options granted to Daniel O'Brien in 2022 were cancelled in 2023.
- (5) All other compensation received that we could not properly report in any other column of the table.

During the year ended December 31, 2012, the Company determined that Daniel B. O'Brien, the Company's President and Chief Executive Officer, was underpaid. Accordingly, the Company increased Mr. O'Brien's annual salary to twice that which was paid to the highest paid employee of the Company. Mr. O'Brien requested his salary be dropped by \$100,000/year during 2019 and the Compensation committee agreed. The Company expects that Mr. O'Brien's salary for the year ending December 31, 2023 will again be twice the annual salary, less \$100,000, paid to the Company's highest paid employee, excluding Mr. O'Brien.

In the fall of 2023, Daniel O'Brien, CEO, relocated to Grand Cayman in order to help with international sales. He requested that his salary be reduced to a flat \$600,000 per year with annual increases at the same rate as other employees receive. The compensation committee agreed and granted Mr. O'Brien's request.

**Non-Qualified Stock Option Plan**

In August 2014 we adopted a Non-Qualified Stock Option Plan which authorizes the issuance of up to 1,500,000 shares of our common stock to persons that exercise options granted pursuant to the Plan. Our employees, directors and officers, and consultants or advisors are eligible to be granted options pursuant to the Non-Qualified Plan.

The Plan is administered by our Compensation Committee. The Committee is vested with the authority to determine the number of shares issuable upon the exercise of the options, the exercise price and expiration date of the options, and when, and upon what conditions options granted under the Plan will vest or otherwise be subject to forfeiture and cancellation.

During the fiscal year ended December 31, 2023 we issued nil options pursuant to the Non-Qualified Plan (2022 – 5,000).

As of December 31, 2023, options to purchase 542,000 shares of our common stock were outstanding under our Non-Qualified Stock Option Plan. The exercise price of these options varies between \$1.75 and \$3.61 per share and the options expire at various dates between on January 31, 2024 and December 31, 2026.

### **Stock Option Plans**

In 2022 we adopted a Stock Incentive Plan which authorizes the issuance of up to 1,500,000 shares of our common stock to persons that exercise options granted pursuant to the Plan. Our employees, directors and officers, and consultants or advisors are eligible to be granted options pursuant to the Stock Incentive Plan.

The Plan is administered by our Compensation Committee. The Committee is vested with the authority to determine the number of shares issuable upon the exercise of the options, the exercise price and expiration date of the options, and when, and upon what conditions options granted under the Plan will vest or otherwise be subject to forfeiture and cancellation.

During the fiscal year ended December 31, 2023 we issued nil options pursuant to the Stock Incentive Plan (2022 – 976,000).

As of December 31, 2023, options to purchase 572,000 shares of our common stock were outstanding under our Stock Incentive Plan. The exercise price of these options are \$3.55 per share and the options expire on December 31, 2027.

### **Summary**

The following table shows the weighted average exercise price of the outstanding options granted pursuant to both our Non-Qualified Stock Option Plan and Stock Incentive Plan as of December 31, 2023, our most recently completed fiscal year.

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a))
	(a)	(b)	(c)
Non-Qualified Stock Option Plan	542,000	\$ 2.40	57,000
Stock Incentive Plan	572,000	\$ 3.55	524,000

Both our Non-Qualified Stock Option Plan and Stock Incentive Plan have been approved by our shareholders.

No options were exercised by our executive officers during the fiscal year ended December 31, 2023.

### Director Compensation

We reimburse directors for any expenses incurred in attending board meetings. We also compensate directors \$6,000 annually for each year that they serve with an additional \$4,000 paid to the head of the Audit Committee -

Our directors received the following compensation in 2023:

Name	Paid in Cash	Stock Awards (1)	Option Awards (2)
John H. Bientjes	\$ 10,000	—	—
Robert Helina	\$ 6,000	—	—
Tom Fyles	\$ 6,000	—	—
Ben Seaman	\$ 6,000	—	—
David Fynn	\$ 6,000	—	—

(1) The fair value of stock issued for services computed in accordance with ASC 718 on the date of grant.

(2) The fair value of options granted computed in accordance with ASC 718 on the date of grant.

Daniel B. O'Brien was not compensated for serving as a director during 2023.

### Insider Trading Arrangements and Policies

We are committed to promoting high standards of ethical business conduct and compliance with applicable laws, rules and regulations. As part of this commitment, we have adopted our Insider Trading Policy governing the purchase, sale, and/or other dispositions of our securities by our directors, officers, employees and others that we believe is reasonably designed to promote compliance with insider trading laws, rules and regulations. A copy of our Insider Trading Policy is filed as Exhibit 19 to this Annual Report on Form 10-K.

### Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

The following table shows the beneficial ownership of our common stock as of March 30, 2023 by (i) each stockholder who is known by us to own beneficially more than five percent of our outstanding common stock, (ii) each of our officers and directors, and (iii) by all of our executive officers and directors as a group.

	Shares (1)	Percentage Ownership
Daniel B. O'Brien 6001 54 Ave. Taber, AB Canada T1G 1X4	4,270,156	34.3%
John Bientjes 46081 Greenwood Dr. Chilliwack, BC Canada V2R 4C9	0	0%



Robert Helina 6001 54 Ave. Taber, AB Canada T1G 1X4	25,000	0.2%
Dr. Thomas Fyles Box 3065 Victoria, BC Canada V8W 3V6	20,000	0.2%
Ben Seaman Unit 605 5 E. Cordova St. Vancouver BC Canada V6A 0A5	0	0%
David Fynn 202-2526 Yale Court, Abbotsford, BC Canada V2S 8G9	0	0%
All officers and directors as a group (6 persons)	<u>4,315,156</u>	<u>34.7%</u>
<u>Other Principal Shareholders</u>		
Comprehensive Financial Planning, Inc.	1,351,221	10.9%

(1) Includes shares which may be acquired on the exercise of the stock options, all of which were exercisable as of March 29, 2023, listed below.

<u>Name</u>	<u>No. of Options</u>	<u>Exercise Price</u>	<u>Expiration Date</u>
Robert Helina	5,000	\$ 2.44	December 31, 2024
	5,000	\$ 2.44	December 31, 2025
	5,000	\$ 3.61	December 31, 2026
	5,000	\$ 3.55	December 31, 2027

**Item 13. Certain Relationships and Related Transactions, Director Independence.**

Not applicable.

**Item 14. Principal Accountant Fees and Services.**

Smythe LLP examined our consolidated financial statements for the years ended December 31, 2023 and 2022.

Audit Fees

Smythe LLP was paid \$127,487 in the fiscal year ended December 31, 2023 for professional services rendered in the audit of our annual financial statements and for the reviews of the condensed interim financial statements included in our quarterly reports on Form 10-Q during that fiscal year. Smythe LLP was paid \$128,456 for professional services rendered in the audit of our annual financial statements and for the reviews of the condensed interim financial statements included in our quarterly reports on Form 10-Q during fiscal 2022.

### Tax Fees

Smythe LLP has been retained to file our taxes for the fiscal years ended December 31, 2018 and onwards. Smythe LLP was paid \$14,079 in the fiscal year ended December 31, 2023 for professional services rendered in preparing our taxes.

### All Other Fees

Smythe LLP was not paid any other fees for professional services during the fiscal years ended December 31, 2023 and 2022.

### Audit Committee Pre-Approval Policies

Rules adopted by the SEC in order to implement requirements of the Sarbanes-Oxley Act of 2002 require public company audit committees to pre-approve audit and non-audit services. Our Audit Committee has adopted a policy for the pre-approval of all audit, audit-related and tax services, and permissible non-audit services provided by our independent auditors. The policy provides for an annual review of an audit plan and budget for the upcoming annual financial statement audit, and entering into an engagement letter with the independent auditors covering the scope of the audit and the fees to be paid. Our Audit Committee may also from time-to-time review and approve in advance other specific audit, audit-related, tax or permissible non-audit services. In addition, our Audit Committee may from time-to-time give pre-approval for audit services, audit-related services, tax services or other non-audit services by setting forth such pre-approved services on a schedule containing a description of, budget for, and time period for such pre-approved services. The policy requires our Audit Committee to be informed of each service and the policies do not include any delegation of our Audit Committee's responsibilities to management. Our Audit Committee may delegate pre-approval authority to one or more of its members. The member to whom such authority is delegated will report any pre-approval decisions to our Audit Committee at its next scheduled meeting.

During the year ended December 31, 2023 our Audit Committee approved all of the fees paid to Smythe LLP. Our Audit Committee has determined that the rendering of all non-audit services by Smythe LLP is compatible with maintaining its independence.

### **Item 15. Exhibits, Financial Statement Schedules.**

<u>Number</u>	<u>Description</u>
3.1	<a href="#">Articles of Incorporation of the Registrant. (1)</a>
3.2	<a href="#">Bylaws of the Registrant. (1)</a>
19	<a href="#">Insider Trading Policy and Procedures</a>
21.1	<a href="#">Subsidiaries. (2)</a>
23.1	<a href="#">Consent of Independent Accountants.</a>
31.1	<a href="#">Certification of Principal Executive Officer Pursuant to §302 of the Sarbanes-Oxley Act of 2002.</a>
31.2	<a href="#">Certification of Principal Financial Officer Pursuant to §302 of the Sarbanes-Oxley Act of 2002.</a>
32.1	<a href="#">Certification of Principal Executive and Financial Officer Pursuant to 18 U.S.C. §1350 and §906 of the Sarbanes-Oxley Act of 2002.</a>
101.INS	Inline XBRL Instance Document
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

(1) Previously filed as an exhibit to our Registration Statement on Form 10-SB filed with the Commission on February 22, 2000, and incorporated herein by reference.

- (2) Previously filed as an exhibit to our Registration Statement on Form SB-2 filed with the Commission on January 22, 2003, and incorporated herein by reference.

### SIGNATURES

In accordance with the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

March 29, 2024

**FLEXIBLE SOLUTIONS INTERNATIONAL, INC.**

By: /s/ Daniel B. O'Brien

Name: Daniel B. O'Brien

Title: President and Chief Executive Officer

In accordance with the Exchange Act, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Daniel B. O'Brien</u> Daniel B. O'Brien	President, Principal Executive Officer, Principal Financial and Accounting Officer and a Director	March 29, 2024
<u>/s/ John H. Bientjes</u> John H. Bientjes	Director	March 29, 2024
<u>/s/ Robert T. Helina</u> Robert T. Helina	Director	March 29, 2024
<u>/s/ Thomas Fyles</u> Thomas Fyles	Director	March 29, 2024
<u>/s/ Ben Seaman</u> Ben Seaman	Director	March 29, 2024
<u>/s/ David Fynn</u> David Fynn	Director	March 29, 2024

### EXHIBIT 19

#### Flexible Solutions International, Inc. Insider Trading Policy

#### I. PURPOSE

Flexible Solutions International, Inc. (the "Company") has adopted this Insider Trading Policy (this "Policy") to help its directors, officers and employees comply with insider trading laws, to prevent even the appearance

of improper insider trading and to promote compliance with the Company's obligation under Item 408 of Regulation S-K to publicly disclose information related to its insider trading policies and practices and the use of certain trading arrangements by Company insiders.

## II. SCOPE

- A. This Policy applies to all directors and officers of the Company, the Company's Comptroller and Operations Director and their respective family members and others in their households (collectively referred to as "Insiders"), and any other individuals the Compliance Officer (defined below) may designate as Insiders because they have access to material nonpublic information concerning the Company.
- B. Except as set forth explicitly below, this Policy applies to any and all transactions in the Company's securities, including transactions in common stock, options, preferred stock, restricted stock, restricted stock units, and any other type of securities that the Company may issue. This Policy applies to such securities regardless of whether they are held in a brokerage account, a 401(k) or similar account, through an employee stock purchase plan or otherwise.

## III. SPECIFIC GUIDANCE

- A. Generally Prohibited Activities. The prohibitions below apply to actions an Insider may take directly or indirectly through family members or other persons or entities.
  - 1. Trading in Company Securities.
    - a. No Insider may buy, sell, donate or otherwise transact in Company securities while aware of material nonpublic information concerning the Company.
    - b. No Insider may buy, sell, donate or otherwise transact in Company securities during any special trading blackout 2 period applicable to such Insider as designated by the Compliance Officer.
  - 2. Tipping. Providing material nonpublic information to another person who may trade or advise others to trade on the basis of that information is known as "tipping" and is illegal. Therefore, no Insider may "tip" or provide material nonpublic information concerning the Company to any person other than a director, officer or employee of the Company, unless required as part of that Insider's regular duties for the Company and authorized by the Compliance Officer.
  - 3. Giving Trading Advice. No Insider may give trading advice of any kind about the Company to anyone, whether or not such Insider is aware of material nonpublic information about the Company, except that Insiders should advise other Insiders not to trade if such trading might violate the law or this Policy.
  - 4. Engaging in Short Sales. No Insider may engage in short sales of Company securities. A short sale is the sale of a security that the seller does not own at the time of the trade.

- 5. Engaging in Derivative Transactions. No Insider may engage in transactions in puts, calls or other derivative instruments that relate to or involve Company securities. Such transactions are, in effect, bets on short-term movements in the Company's stock price and therefore create the appearance that the transaction is based on nonpublic information.

6. Hedging. No Insider may engage in hedging transactions involving Company securities, including forward sale or purchase contracts, equity swaps, collars or exchange funds. Such transactions are speculative in nature and therefore create the appearance that the transaction is based on nonpublic information.
7. Trading on Margin or Pledging. No Insider may place the Company's securities as security for a margin account or pledge (or hypothecate) Company securities as collateral for a loan. Margin sales or foreclosure sales may occur at a time when the Insider is aware of material nonpublic information or otherwise is not permitted to trade in Company securities.
8. Trading in Securities of Other Companies. No Insider may, while in possession of material nonpublic information about any other public company gained in the course of employment with the Company, (a) buy, sell, donate or otherwise transact in the securities of the other public company, (b) "tip" or disclose such material nonpublic information concerning that company to anyone, or (c) give trading advice of any kind to anyone concerning the other public company.

**B. Additional Restrictions Applicable to Insiders, Section 16 Individuals and Key Employees.**

1. No Insider, Section 16 Individual or Key Employee (each as defined below) may buy, sell, donate or otherwise transact in Company securities outside of the Company trading window described in Section V.B below.
2. No Insider, Section 16 Individual or Key Employee may trade in Company securities unless the trade(s) have been approved by the Compliance Officer in accordance with the procedures set forth in Section V.C.1 below.

**C. Exceptions.**

The prohibited activities above do not apply to:

1. Exercises of stock options or similar equity awards or the surrender of shares to the Company in payment of the stock option exercise price or in satisfaction of any tax withholding obligations, provided that any securities acquired pursuant to such exercise may not be sold, including as part of a broker-assisted cashless exercise, while the Insider is in possession of material nonpublic information or subject to a special trading blackout or, with respect to Section 16 Individuals and Key Employees, while the Company's trading window is closed.
2. The vesting of restricted stock, or the exercise of a tax withhold right pursuant to which an Insider elects to have the Company withhold shares of stock to satisfy tax withholding requirements upon the vesting of any restricted stock, provided that any securities acquired pursuant to such vesting may not be sold while the Insider is in possession of material nonpublic information or subject to a special trading blackout or, with respect to Section 16 Individuals and Key Employees, while the Company's trading window is closed.
3. Acquisitions or dispositions of Company securities under the Company's Equity Incentive Plan or any other individual account that are made pursuant to standing instructions entered into while the Insider is not in possession of material nonpublic information or otherwise subject to a special trading blackout and, with respect to Section 16 Individuals and Key Employees, while the Company's trading window is open.

4. Other purchases of securities from the Company or sales of securities to the Company that do not involve a market transaction.
5. Purchases, sales or donations made pursuant to a Rule 10b5-1 plan that is adopted and operated in compliance with the terms of this Policy (see Section VII).

#### **IV. DETERMINING WHETHER INFORMATION IS MATERIAL AND NONPUBLIC**

##### **A. Definition of “Material” Information.**

1. There is no bright line test for determining whether particular information is material. Such a determination depends on the facts and circumstances unique to each situation and cannot be made solely based on the potential financial impact of the information.
2. In general, information about the Company should be considered “material” if:
  - A reasonable investor would consider the information significant when deciding whether to buy or sell Company securities; or
  - The information, if disclosed, could be viewed by a reasonable investor as having significantly altered the total mix of information available in the marketplace about the Company.

Put simply, if the information could reasonably be expected to affect the price of the Company’s stock, it should be considered material.

3. It is important to remember that whether information is material will be viewed by enforcement authorities with the benefit of hindsight. In other words, if the price of the Company’s stock changed as a result of the information having been made public, it will likely be considered material by enforcement authorities.
4. While it is not possible to identify every type of information that could be deemed “material,” the following matters ordinarily should be considered material:
  - Projections of future earnings or losses, or other earnings guidance, or changes in projections or guidance.
  - Financial performance, especially quarterly and year-end earnings or significant changes in financial performance or liquidity.
  - Potential significant mergers and acquisitions or the sale of significant assets or subsidiaries.
  - New major contracts, orders, suppliers, customers, or finance sources, or the loss thereof.
  - Major discoveries or significant changes or developments in products or product lines, research or technologies.
  - Significant changes or developments in supplies or inventory, including significant product defects, recalls or product returns.
  - Stock splits, public or private securities/debt offerings, or changes in dividend policies or amounts.
  - Significant changes in senior management.

- Actual or threatened major litigation, or the resolution of such litigation.
- An imminent change in the Company's credit rating by a rating agency.
- The contents of forthcoming publications that may affect the market price of Company securities.
- Significant breaches of information technology systems or other events impacting cybersecurity.

**B. Definition of "Nonpublic" Information.**

Information is "nonpublic" if it has not been disseminated to investors through a widely circulated news or wire service (such as Dow Jones, Bloomberg, PR Newswire, etc.) or through a public filing with the Securities and Exchange Commission (the "SEC"). For the purposes of this Policy, information will be not considered public until after the close of trading on the first full trading day following the Company's widespread public release of the information.

**C. Consult the Compliance Officer for Guidance.**

Any Insider who is unsure whether the information that he or she possesses is material or nonpublic should consult the Compliance Officer for guidance before trading in any Company securities.

**V. ADDITIONAL PROVISIONS FOR SECTION 16 INDIVIDUALS AND KEY EMPLOYEES**

**A. Definitions of Section 16 Individuals and Key Employees.**

1. "Section 16 Individual" – Each member of the Company's Board of Directors ("Board"), those officers of the Company designated by the Board as "Section 16 officers" of the Company, and their respective family members and others in their households.
2. "Key Employees" – Persons designated from time to time by the Compliance Officer or the Board as a Key Employee.

Employees and other individuals who are recipients of stock option and/or restricted stock unit awards from the Committee that are broad-based or special awards from the CEO or other authorized officer under a pool of stock options or restricted stock units established by the Committee shall not be considered Key Employees unless they also meet one or more of the conditions set forth in the preceding two bullets.

**B. The Trading Window.**

1. Trading Only While Trading Window is Open. Insiders, Section 16 Individuals and Key Employees may buy, sell, donate or otherwise transact in Company securities only while the Company's trading window is open. In general, the Company's trading window opens after the close of trading on the first full trading day following the Company's public announcement of annual or quarterly earnings, and remains open until fifteen trading days prior to the Company's planned public announcement of annual or quarterly earnings.
2. No Trading While Aware of Material Nonpublic Information. Notwithstanding the provisions of the immediately preceding section, any Insiders, Section 16 Individual or Key Employee who is in possession of material nonpublic information regarding the Company may not trade

in Company securities during an open trading window until the close of trading on the first full trading day following the Company's widespread public release of such information.

3. Exceptions for Hardship Cases. The Compliance Officer may, on a case-by-case basis, authorize trading in Company securities outside of the applicable trading windows (but not during special trading blackout periods) due to financial hardship or other hardships, but only in accordance with the procedures set forth in Section V.C.2 below; provided that no hardship exceptions may be authorized with respect to the cooling-off periods set forth in Section VII.B.5.

**C. Procedures for approving trades by Insiders, Section 16 Individuals and Key Employees and Hardship Cases.**

1. Insiders, Section 16 Individuals and Key Employee Trades. No Insider, Section 16 Individual or Key Employee may trade in Company securities until:
  - a. the individual has notified the Compliance Officer in writing of the amount and nature of the proposed trade(s);
  - b. the individual has certified to the Compliance Officer in writing, no more than three business days prior to the proposed trade(s), that he or she is not aware of material nonpublic information regarding the Company; and
  - c. the Compliance Officer has approved the proposed trade(s).

The notice and certification required by this Section V.C.1, and the Compliance Officer's approval thereof, shall be given using the form attached hereto as Exhibit A. During the approval period identified in the notice and certification, provided that the facts referred to in Section V.C.1.b remain correct, the Section 16 Individual may execute the trade set forth in such notice and certification. Once the approval period identified in the notice and certification has expired, a new notice and certification pursuant to this Section V.C.1 must be given in order for the Section 16 Individual to trade in Company securities.

2. Hardship Trades. The Compliance Officer may, on a case-by-case basis, authorize trading in Company securities outside of an applicable trading window due to financial hardship or other hardships only after:
  - a. the person trading has notified the Compliance Officer in writing of the circumstances of the hardship and the amount and nature of the proposed trade(s), and
  - b. the person trading has certified to the Compliance Officer in writing no earlier than two business days prior to the proposed trade(s) that he or she is not aware of material nonpublic information concerning the Company.
3. Compliance Officer Trades. If the Compliance Officer desires to complete any trades involving Company securities, he or she must first obtain the approval of the Chief Executive Officer or the Chief Financial Officer of the Company.
4. No Obligation to Approve Trades. The existence of the foregoing approval procedures does not in any way obligate the Compliance Officer (or, in the case of any trade by the Compliance Officer, the Chief Executive Officer or the Chief Financial Officer of the Company) to approve any trades requested by Section 16 Individuals, hardship applicants or the Compliance Officer.



## VI. COMPLIANCE OFFICER

The Company has designated Daniel O'Brien as the individual responsible for administration of this Policy (the "Compliance Officer"). The duties of the Compliance Officer include the following:

A. Administering this Policy and monitoring and enforcing compliance with this Policy.

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B. Reviewing and either approving or denying all proposed trades by Section 16 Individuals in accordance with the procedures set forth in Section V.C.1 above.

C. After discussing with the blackout assessment team, designating and announcing special trading blackout periods during which certain Insiders may not trade in Company securities.

D. Providing copies of this Policy to all new Section 16 Individuals, Key Employees and Insider.

The Compliance Officer may designate one or more individuals who may perform the Compliance Officer's duties in the event that the Compliance Officer is unable or unavailable to perform such duties.

## VII. RULE 10b5-1 TRADING PLANS

### A. General Information.

Under Rule 10b5-1 of the Securities Exchange Act of 1934, as amended, an individual has an affirmative defense against an allegation of insider trading if he or she demonstrates that the purchase, sale or trade in question took place pursuant to a binding contract, specific instruction or written plan that was put into place before he or she became aware of material nonpublic information. Such contracts, irrevocable instructions and plans are commonly referred to as Rule 10b5-1 plans and must satisfy several conditions set forth in Rule 10b5-1.

Rule 10b5-1 plans have the obvious advantage of protecting against insider trading liability. However, they also require advance commitments regarding the amounts, prices and timing of purchases or sales of Company securities and thus limit flexibility and discretion. In addition, once a Rule 10b5-1 plan has been adopted, it is generally not permissible to amend or modify such plan without complying with new conditions and timing limitations set forth in Rule 10b5-1. Accordingly, while some individuals may find Rule 10b5-1 plans attractive, they may not be suitable for all Insiders.

### B. Specific Requirements.

1. Pre-Approval. For a Rule 10b5-1 plan to serve as an adequate defense against an allegation of insider trading, a number of legal requirements must be satisfied. Accordingly, anyone wishing to establish a Rule 10b5-1 plan must first receive approval from the Compliance Officer or his or her designee. Section 16 Individuals wanting to establish a Rule 10b5-1 plan must also satisfy the notification and certification requirements set forth in Section V.C.1 above.

2. Material Nonpublic Information and Special Blackouts. An individual desiring to enter into a Rule 10b5-1 plan must enter into the plan at a time when he or she is not aware of any material nonpublic information about the Company or otherwise subject to a special trading blackout

3. Trading Window. Section 16 Individuals and Key Employees may establish a Rule 10b5-1 plan only when the Company's trading window is open.

4. Limitations on Number of Rule 10b5-1 Plans. An individual may not establish overlapping Rule 10b5-1 plans and must limit the use of single-trade plans (i.e., a plan covering a single trading event) to one 10 during any consecutive 12-month period, in each case subject to the accommodations set forth in Rule 10b5-1.
5. Cooling-Off Periods.
  - a. Section 16 Individuals must observe a cooling-off period between the date a Rule 10b5-1 plan is adopted or modified and the date of the first transaction under the plan following such adoption or modification equal to the later of (i) 90 days and (ii) 2 business days following the disclosure in Forms 10-K or 10-Q of the Company's financial results for the fiscal quarter in which the plan was adopted or modified (but not to exceed 120 days following plan adoption or modification).

- b. All other employees who are not subject to Section VII.B.5.a must observe a cooling-off period between the date a Rule 10b5-1 plan is adopted or modified and the date of the first transaction under the plan following such adoption or modification equal to at least 30 days.

## **VIII. POST-TERMINATION TRANSACTIONS**

This Policy continues to apply to transactions in the Company's securities after termination of service to the Company. If an individual is in possession of material nonpublic information when his or her service terminates, or if the Company's trading window is closed at the time of termination, that individual may not trade in the Company's securities until any such material nonpublic information has become public or is no longer material and/or the Company's trading window has opened. The pre-clearance procedures specified in Section V.C.1 above, however, will cease to apply to transactions in the Company's securities upon the opening of the Company's trading window and/or expiration of any special trading blackout period, at which point the provisions set forth in Section V.B.1 above shall no longer apply. The Compliance Officer and the Company will not be held responsible for actions taken by a terminated employee after termination has occurred.

## **IX. POTENTIAL PENALTIES AND DISCIPLINARY SANCTIONS**

### **A. Civil and Criminal Penalties.**

The consequences of prohibited insider trading or tipping can be severe. Persons violating insider trading or tipping rules may be required to disgorge the profit made or the loss avoided by the trading, pay the loss suffered by the person who purchased securities from or sold securities to the Insider or tippee, pay significant civil and/or criminal penalties, and serve a lengthy jail term. The Company in such circumstances may also be required to pay major civil or criminal penalties.

### **B. Company Discipline.**

Violation of this Policy or federal or state insider trading or tipping laws by any Insider may, in the case of a director, subject the director to dismissal proceedings and, in the case of an officer or employee, subject the officer or employee to disciplinary action by the Company up to and including termination for cause.

### **C. Reporting of Violations.**

Any Insider who violates this Policy or any federal or state law governing insider trading or tipping, or knows of any such violation by any other Insider, must report the violation immediately to the

Compliance Officer. Upon determining that any such violation has occurred, the Compliance Officer, in consultation with the Company's Board of Directors, will determine whether the Company should release any material nonpublic information, and, when required by applicable law, shall cause the Company to report the violation to the SEC or other appropriate governmental authority.

**X. MISCELLANEOUS**

This Policy will be delivered to all Section 16 Individuals, Key Employees and Insiders upon its adoption by the Company and to all Section 16 Individuals, Key Employees and Insiders at the start of their employment or relationship with the Company. Upon first receiving a copy of this Policy or any revised versions, each Section 16 Individual, Key Employee and Insider must sign an acknowledgment that he or she has received a copy of this Policy and agrees to comply with its terms.

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**Receipt and Acknowledgment**

Upon first receiving a copy of the Insider Trading Policy of Flexible Solutions International, Inc. or any revised version thereof, each member of the Board of Directors, each officer designated under the Policy as a "Section 16 Individual" and each individual meeting the definition of a "Key Employee" must sign and return to the Company's Compliance Officer the following receipt and acknowledgement.

I, \_\_\_\_\_, hereby acknowledge that I have received and read a copy of the Insider Trading Policy of Flexible Solutions International, Inc. and agree to comply with its terms. I understand that violation of insider trading or tipping laws or regulations may subject me to severe civil and/or criminal penalties, and that violation of the terms of the above-titled policy may subject me to discipline by the Company up to and including termination for cause.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

\_\_\_\_\_  
(Print Name)

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**EXHIBIT A  
FLEXIBLE SOLUTIONS INTERNATIONAL, INC.  
INSIDER TRADING POLICY**

Notice and Certification for Insiders, Section 16 Individuals and Key Employees

To the Compliance Officer:

I hereby notify you of my intent to trade in securities of Flexible Solutions International, Inc. (the "Company"). The amount and nature of the proposed trade is as follows:

- Exercise \_\_\_\_\_ non-qualified stock options granted under the Company's Equity Incentive Plan on \_\_\_\_\_;
- Sell in the open market shares of Company Common Stock currently held at (example: Fidelity; another broker; in certificated form);

- Purchase in the open market \_\_\_\_ shares of Company Common Stock;
- Gift shares of Company Common Stock to \_\_\_\_\_;
- Adopt a Rule 10b5-1 plan to sell shares granted on \_\_\_\_\_;
- Other (explain) \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

I understand that I am not authorized to trade in Company securities or adopt a Rule 10b5-1 plan in reliance upon this Notice and Certification until the same is approved by the Compliance Officer or his/her designee. I further understand that I am only authorized to complete my proposed trade or adopt my Rule 10b5-1 plan during the authorization period set forth in the approval below, and that if I have not completed my proposed trade or adopted my Rule 10b5-1 plan by the last date of the authorization period set forth below, I must submit a new Notice and Certification in order to trade in Company securities or adopt a plan.

I agree to notify the Compliance Officer within 24 hours after the execution of any cleared trade in Company securities so that the Company can provide reasonable assistance, as requested, in connection with the timely filing (if required) of forms required under Section 16 of the Exchange Act. The ultimate responsibility and liability for timely, complete and accurate filing of such forms, however, remains with the undersigned Section 16 Individual.

I hereby certify that I am not aware of material nonpublic information concerning the Company. I hereby certify that I am adopting a Rule 10b5-1 plan to sell [\_\_\_\_\_] shares in good faith and not as part of a plan or scheme to evade the prohibitions of Rule 10b5-1, and that if I adopt a Rule 10b5-1 plan, I will do so during the authorization period and such plan will comply with the conditions set forth in Rule 10b5-1 of the Securities Exchange Act of 1934, as amended.

Date: \_\_\_\_\_ Signature: \_\_\_\_\_  
Print Name: \_\_\_\_\_

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To be completed by Compliance Officer or his/her Designee

Approved by: \_\_\_\_\_

Date: \_\_\_\_\_ Authorization Period Begins: \_\_\_\_\_  
Authorization Period Ends: \_\_\_\_\_  
(up to 45 business days after period begins)

**EXHIBIT 23.1**

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We have issued our Independent Auditors' Report, dated April 1, 2024, relating to the consolidated financial statements of Flexible Solutions International, Inc. (the "Company") for the years ended December 31, 2023 and 2022 appearing in the Company's Annual Report on Form 10-K for the year ended December 31, 2023. We hereby consent

to the incorporation by reference of such report in the Company's registration statements on Form S-8 (File No's. 333-270291, 333-205566 and 333-205375).

Smythe LLP  
Chartered Professional Accountants

Vancouver, Canada  
April 1, 2024

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## EXHIBIT 31.1

### CERTIFICATIONS

I, Daniel B. O'Brien, certify that:

1. I have reviewed this annual report on Form 10-K of Flexible Solutions International, Inc.;
2. Based on my knowledge, this report, does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by the report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

- a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
- b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 29, 2024

*/s/ Daniel B. O'Brien*

Daniel B. O'Brien  
Principal Executive Officer

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## EXHIBIT 31.2

### CERTIFICATIONS

I, Daniel B. O'Brien, certify that:

1. I have reviewed this annual report on Form 10-K of Flexible Solutions International, Inc.;
2. Based on my knowledge, this report, does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by the report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
- a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 29, 2024

*/s/ Daniel B. O'Brien*

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Daniel B. O'Brien  
Principal Financial Officer

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**EXHIBIT 32.1**

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER  
PURSUANT TO 18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO SECTION 906 OF  
THE SARBANES-OXLEY ACT OF 2002**

Solely for the purposes of complying with 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, I, the undersigned Principal Executive and Financial Officer of Flexible Solutions International, Inc. (the "Company"), hereby certify that, to the best of my knowledge, the Annual Report on Form 10-K of the Company for the year ended December 31, 2023 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: March 29, 2024

*/s/ Daniel B. O'Brien*

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Daniel B. O'Brien  
Principal Executive and Principal Financial Officer

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