

FLEXIBLE SOLUTIONS INTERNATIONAL INC  
Form DEF 14A  
August 06, 2014

SCHEDULE 14A

SCHEDULE 14A INFORMATION  
Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934

Filed by the Registrant  [X]

Filed by Party other than the Registrant  [ ]

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to ss.240.14a-11(c) or ss.240.14a-12

FLEXIBLE SOLUTIONS INTERNATIONAL, INC.

-----  
(Name of Registrant as Specified In Its Charter)

William T. Hart - Attorney for Registrant

-----  
(Name of Person(s) Filing Proxy Statement)

Payment of Filing Fee (Check the appropriate box):

- \$500 per each party to the controversy pursuant to Exchange Act Rule 14a-6(i)(3)
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11:

Flexible Solutions International, Inc.  
#206 - 920 Hillside Ave.  
Victoria, BC  
Canada V8T 1Z8

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS  
TO BE HELD OCTOBER 2, 2014

To the Shareholders:

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Notice is hereby given that the annual meeting of the shareholders of Flexible Solutions International, Inc. ("Flexible Solutions") will be held at the offices of the Company, located at #206 - 920 Hillside Ave., Victoria, BC V8T 1Z8 on October 2, 2014, at 6:00 p.m. Pacific Time, for the following purposes:

(1) to elect the directors who shall constitute the Company's Board of Directors for the ensuing year;

(2) to approve the adoption of the Company's Non-Qualified Stock Option Plan which provides that up to 1,500,000 shares of common stock can be issued upon the exercise of options granted pursuant to the Non-Qualified Stock Option Plan;

(3) to approve on an advisory basis, compensation of the Company's executive officers;

(4) to ratify appointment of Meyers, Norris, Penny, LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2014; and

to transact such other business as may properly come before the meeting.

August 4, 2014 is the record date for the determination of shareholders entitled to notice of and to vote at such meeting. Shareholders are entitled to one vote for each share held. As of August 4, 2014 there were 13,169,991 issued and outstanding shares of the Company's common stock.

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FLEXIBLE SOLUTIONS INTERNATIONAL, INC.

August 4, 2014

Daniel B. O'Brien, President

PLEASE INDICATE YOUR VOTING INSTRUCTIONS ON THE ATTACHED PROXY CARD,  
AND SIGN, DATE AND RETURN THE PROXY CARD  
TO SAVE THE COST OF FURTHER SOLICITATION,  
PLEASE VOTE PROMPTLY

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FLEXIBLE SOLUTIONS INTERNATIONAL, INC.  
#206 - 920 Hillside Ave.  
Victoria, BC  
Canada V8T 1Z8  
(250) 477-9969

## PROXY STATEMENT

The accompanying proxy is solicited by the Company's directors for voting at the annual meeting of shareholders to be held on October 2, 2014, at 6:00 p.m. Pacific Time, and at any and all adjournments of such meeting. If the proxy is executed and returned, it will be voted at the meeting in accordance with any instructions, and if no specification is made, the proxy will be voted for the proposals set forth in the accompanying notice of the annual meeting of shareholders. Shareholders who execute proxies may revoke them at any time before they are voted, either by writing to the Company at the address shown above or in person at the time of the meeting. Additionally, any later dated proxy will revoke a previous proxy from the same shareholder. This proxy statement was posted on the Company's website on August 4, 2014.

There is one class of capital stock outstanding. Provided a quorum consisting of one-third of the shares entitled to vote is present at the meeting, the affirmative vote of a majority of the shares of common stock voting in person or represented by proxy is required to elect directors and to adopt the other proposals to come before the meeting. Cumulative voting in the election of directors is not permitted.

Shares of the Company's common stock represented by properly executed proxies that reflect abstentions or "broker non-votes" will be counted as present for purposes of determining the presence of a quorum at the annual meeting. "Broker non-votes" represent shares held by brokerage firms in "street-name" with respect to which the broker has not received instructions from the customer or otherwise does not have discretionary voting authority. Abstentions and broker non-votes will not be counted as having voted against the proposals to be considered at the meeting.

## PRINCIPAL SHAREHOLDERS

The following table lists, as of August 4, 2014, the shareholdings of (i) each person owning beneficially 5% or more of the Company's common stock (ii) each officer of the Company, (iii) each person nominated to be a director, and (iv) all officers and nominees to the Board of Directors as a group. Unless otherwise indicated, each owner has sole voting and investment powers over his shares of common stock.

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| Name and Address<br>-----  | Number of Shares (1)<br>----- | Percent of Class<br>----- |
|--|-------------------------------|---------------------------|
| Daniel B. O'Brien<br>2614 Queenswood Dr.<br>Victoria, BC V8N 1X5 | 4,521,900                     | 34.3%                     |
| Dr. Robert N. O'Brien<br>2614 Queenswood Dr.                     | 1,805,000                     | 13.7%                     |

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Victoria, BC  
Canada V8N 1X5

|  |        |      |
|--|--------|------|
| John Bientjes<br>#1-230 West 13th Street,<br>North Vancouver, B.C.<br>Canada V7M 1N7 | 35,000 | 0.3% |
|--|--------|------|

|   |        |      |
|---|--------|------|
| Dale Friend<br>3009 E. Kent Ave.<br>Vancouver, BC<br>Canada V5S 4P6 | 20,000 | 0.2% |
|---|--------|------|

|  |        |      |
|--|--------|------|
| Robert Helina<br>Suite 262 505 - 8840 210th St.<br>Langley, BC<br>Canada V1M 2Y2 | 15,000 | 0.1% |
|--|--------|------|

|  |        |      |
|--|--------|------|
| Dr. Thomas Fyles<br>Box 3065<br>Victoria, BC<br>Canada V8W 3V6 | 10,000 | 0.1% |
|--|--------|------|

|  |           |       |
|--|-----------|-------|
| All Officers and Directors<br>as a Group (6 persons) | 6,406,900 | 48.7% |
|--|-----------|-------|

(1) Includes shares which may be acquired on the exercise of the stock options listed below, all of which were exercisable as of August 4, 2014.

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| Name<br>----       | Shares Issuable Upon<br>the Exercise of<br>Options<br>----- | Exercise<br>Price<br>----- | Expiration Date<br>----- |
|--------------------|---|----------------------------|--------------------------|
| Dr. Robert O'Brien | 30,000  | \$1.50                     | January 1, 2016          |
| John Bientjes      | 5,000   | \$1.50                     | December 31, 2014        |
|                    | 5,000   | \$1.50                     | January 1, 2016          |
|                    | 5,000   | \$2.22                     | January 1, 2017          |
|                    | 5,000   | \$1.21                     | December 31, 2017        |
| Dale Friend        | 5,000   | \$1.50                     | December 31, 2014        |
|                    | 5,000   | \$1.50                     | January 1, 2016          |
|                    | 5,000   | \$2.22                     | January 1, 2017          |
|                    | 5,000   | \$1.21                     | December 31, 2017        |
| Robert Helina      | 5,000   | \$2.45                     | September 22, 2016       |
|                    | 5,000   | \$2.22                     | January 1, 2017          |
|                    | 5,000   | \$1.21                     | December 31, 2017        |
| Dr. Thomas Fyles   | 5,000   | \$2.00                     | August 8, 2017           |
|                    | 5,000   | \$1.21                     | December 31, 2017        |

### ELECTION OF DIRECTORS

Unless the proxy contains contrary instructions, it is intended that the proxies will be voted for the election of the persons listed below to serve as

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members of the board of directors until the next annual meeting of shareholders and until their successors shall be elected and shall qualify.

All nominees to the Board of Directors have consented to stand for re-election. In case any nominee shall be unable or shall fail to act as a director by virtue of an unexpected occurrence, the proxies may be voted for such other person or persons as shall be determined by the persons acting under the proxies in their discretion.

Daniel O'Brien, Dr. Robert O'Brien, John Bientjes and Dale Friend have served as directors for a significant period of time and each of those directors' long-standing experience with the Company benefits both the Company and its shareholders. Dale Friend has accounting experience which benefits both the Company and its shareholders. Robert Helina is qualified to act as a director due to his longstanding financial experience. Dr. Fyles is qualified to act as a director due to his experience in chemistry.

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Information concerning the nominees to the Company's Board of Directors follows:

| Name                  | Age | Position            |
|-----------------------|-----|---------------------|
| ----                  | --- | -----               |
| Daniel B. O'Brien     | 58  | President, Director |
| Dr. Robert N. O'Brien | 92  | Director            |
| John H. Bientjes      | 61  | Director            |
| Dale Friend           | 59  | Director            |
| Robert Helina         | 48  | Director            |
| Thomas Fyles          | 62  | Director            |

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.

Daniel B. O'Brien has served as the Company's President and Chief Executive Officer, as well as a director of the Company since June 1998. He has been involved in the swimming pool industry since 1990, when he founded the Company's 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.

Dr. Robert N. O'Brien has been a director of the Company since June 1998. Dr. O'Brien was a Professor of Chemistry at the University of Victoria from 1968 until 1986 at which time he was given the designation of Professor Emeritus. He held various academic positions since 1957 at the University of Alberta, the University of California at Berkley, and the University of Victoria. While teaching, Dr. O'Brien acted as a consultant and served on the British Columbia Research Council from 1968 to 1990. In 1987, Dr. O'Brien founded the Vancouver Island Advanced Technology and Research Association. Dr. O'Brien received his Bachelor of Applied Science in Chemical Engineering from the University of British Columbia in 1951; his Masters of Applied Science in Metallurgical Engineering from the University of British Columbia in 1952; his Ph.D. in Metallurgy from the University of Manchester in 1955; and was a Post Doctoral Fellow in Pure Chemistry at the University of Ottawa from 1955 through 1957. Dr. O'Brien is the father of Daniel B. O'Brien.

John H. Bientjes has been a director of the Company since February 2000. Since 1984, Mr. Bientjes has served as the manager of the Commercial Aquatic

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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 graduated in 1976 from Simon Fraser University in Vancouver, British Columbia with a Bachelor of Arts Degree in Economics and Commerce.

Dale Friend has been a director since December 2002. She has a diversified background in the area of accounting and her experience has been primarily in business, offering a wide range of accounting knowledge. Ms. Friend has worked for a number of companies in their accounting departments, including Telus, Novas Capital Corp. and DB Perks & Associates. She is currently working as contract accountant for Delcor Holdings which is a privately held investment company.

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Robert T. Helina has been a director since October 2011. Mr. Helina has been involved in the business financial services industry for over 20 years which has given him extensive knowledge in business economics and finance. He currently serves as the Executive Chairman on the Board of Directors for SunCentro Corporation, providing corporate governance and guidance. Mr. Helina is also the CFO and director of Metron Captial Corp., which is a publically traded company. Mr. Helina holds a Bachelor of Arts degree from Trinity Western University.

Thomas M. Fyles has been a director of the Company since August 2012. Since 1979 Dr. Fyles has been a chemistry professor at the University of Victoria (Assistant Professor 1979-1984/Associate Professor 1984-1992/and Professor with Tenure since 1992) Dr. Fyles received his Bachelor of Science degree (with honors) from the University of Victoria in 1974 and his Ph.D. in chemistry from York University in 1977. Dr. Fyles was a postdoctoral fellow with Prof. J.M. Lehn, Institut Le Bel, Universite Louis Pasteur, Strasbourg, France, between September 1977 and July 1979.

Daniel B. O'Brien devotes substantially all of his time to the Company's business.

The Company's Board of Directors met on four occasions during the year ended December 31, 2013. All of the Directors, attended each of these meetings either in person, by telephone conference call or email.

The Company's Board of Directors does not have a "leadership structure", as such, since each director is entitled to introduce resolutions to be considered by the Board and each director is entitled to one vote on any resolution considered by the Board. The Company's Chief Executive Officer is not the Chairman of the Company's Board of Directors.

The Company's Board of Directors has the ultimate responsibility to evaluate and respond to risks facing the Company. The Company's Board of Directors fulfills its obligations in this regard by meeting on a regular basis and communicating, when necessary, with the Company's officers.

John Bientjes, Dale Friend, Robert Helina and Dr. Thomas Fyles are independent directors as that term is defined in section 803 of the listing standards of the NYSE MKT.

For purposes of electing directors at its annual meeting the Company does not have a nominating committee or a committee performing similar functions. The Company's board of directors does not believe a nominating committee is necessary since the Company's board of directors is small and the board of directors as a whole performs this function. The current nominees to the Board

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of Directors were selected by a majority vote of the Company's independent directors.

The Company does not have any policy regarding the consideration of director candidates recommended by shareholders since a shareholder has never recommended a nominee to the board of directors. However, the Company's board of directors will consider candidates recommended by shareholders. To submit a

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candidate for the board of directors the shareholder should send the name, address and telephone number of the candidate, together with any relevant background or biographical information, to the Company's Chief Executive Officer, at the address shown on the cover page of this proxy statement. The board has not established any specific qualifications or skills a nominee must meet to serve as a director. Although the board does not have any process for identifying and evaluating director nominees, the board does not believe there would be any differences in the manner in which the board evaluates nominees submitted by shareholders as opposed to nominees submitted by any other person. There have been no material changes to the procedures by which securityholders may recommend nominees to the Company's board of directors during the past three years.

The Company does not have a policy with regard to board member's attendance at annual meetings. All board members, with the exception of Thomas Fyles who had a prior engagement, attended via phone or in person, the last annual shareholder's meeting held on August 29, 2013.

Holders of the Company's common stock can send written communications to the Company's entire board of directors, or to one or more board members, by addressing the communication to "the Board of Directors" or to one or more directors, specifying the director or directors by name, and sending the communication to the Company's offices in Victoria, British Columbia. Communications addressed to the Board of Directors as whole will be delivered to each board member. Communications addressed to a specific director (or directors) will be delivered to the director (or directors) specified.

Security holder communications not sent to the board of directors as a whole or to specified board members are not relayed to board members.

The Company has adopted a Code of Ethics that applies to the its Principal Financial and Accounting Officer, as well as the other company employees. The Code of Ethics is available at the Company's website at [www.flexiblesolutions.com](http://www.flexiblesolutions.com).

If a violation of the code of ethics act is discovered or suspected, an officer of the Company must (anonymously, if desired) send a detailed note, with relevant documents, to the Company's Audit Committee, c/o John Bientjes, #1-230 West 13th St., North Vancouver, B.C., Canada V7M 1N7.

### Executive Compensation

The following table shows in summary form the compensation earned by (i) the Company's Principal Executive and Financial Officer and (ii) by each other executive officer of the Company who earned in excess of \$100,000 during the fiscal years ended December 31, 2013 and 2012:

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| Name and Principal Position                          | Fiscal Year | Salary (1) | Bonus (2) | Restricted Stock Awards (3) | Options Awards (4) | All Other Annual Compensation (5) | T  |
|--|-------------|------------|-----------|-----------------------------|--------------------|-----------------------------------|----|
| Daniel B. O'Brien                                    | 2013        | \$ 625,468 | --        | --                          | \$ 11,046          | --                                | \$ |
| President, Principal Executive and Financial Officer | 2012        | \$ 612,184 | --        | --                          | \$ 17,742          | --                                | \$ |

- (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 fair value of stock issued for services computed in accordance with ASC 718 on the date of grant.
- (4) During the periods covered by the table the fair value of options granted computed in accordance with ASC 718 on the date of grant. In June 2012, at the request of Mr. O'Brien, all options held by Mr. O'Brien were cancelled.
- (5) All other compensation received that could not properly be reported in any other column of the table.

Stock Option Program

The Company's Stock Option Program involved the issuance of options, from time to time, to the Company's employees, directors, officers, consultants and advisors. Options were granted by means of individual option agreements. Each option agreement specified the shares issuable upon the exercise of the option, the exercise price, the expiration date and other terms and conditions of the option.

If the option holder is an employee, and if he or she ceases to be employed by the Company, the option holder may, during the 30-day period following termination of employment, exercise the option to the extent the option was exercisable on the date of termination. In the case of death or disability, the option holder (or his or her administrator) has twelve months from the date of death or disability to exercise the option to the extent the option was exercisable on the date of death or disability.

The options are subject to adjustment by reason of a recapitalization, reclassification, stock split, combination of shares, dividend or other distribution payable in capital stock. Upon a merger, liquidation, dissolution or other consolidation, the Company will provide each option holder with one-months' prior written notice informing the option holder that he or she may exercise the option in full (to the extent it has not been previously exercised) within the one-month period. Following the expiration of the one month period, the options will terminate.

The options may not be transferred, assigned, pledged or hypothecated in



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any way (except by will or the laws of descent) and are not subject to execution, attachment or similar process.

All of the options granted have terms of between one and five years after the date of grant and reflect exercise prices equal to the fair market value of a share of the Company's common stock, as determined by the Company's board of directors on the date of grant. All of the options contain vesting provisions pursuant to which the options are fully exercisable within a fixed number of months after the date of grant.

The following table shows the weighted average exercise price of the outstanding options granted pursuant to the Company's Stock Option Program as of December 31, 2013:

| Plan Category        | Number of<br>Securities to<br>be Issued Upon<br>Exercise of<br>Outstanding<br>Options,<br>Warrants and<br>Rights | Weighted-Average<br>Exercise Price of<br>Outstanding<br>Options,<br>Warrants and<br>Rights | Number of<br>Securities<br>Remaining<br>Available for<br>Future Issuance<br>Under<br>Equity Compensation<br>Plans (Excluding<br>Securities<br>Reflected<br>in Column (a)) |
|----------------------|--|--|---|
|                      | (a)  | (b)  | (c)   |
| Stock Option Program | 1,154,000  | \$1.73   | Not Applicable  |
| Total                | 1,154,000  | \$1.73   |   |

As of August 4, 2014 options to purchase 1,263,000 shares of the Company's common stock were outstanding under the Stock Option Program. The exercise price of these options varies between \$1.00 and \$2.45 per share. The options expire at various dates between December 31, 2014 and December 31, 2018.

If the Company's Non-Qualified Option Plan is approved at the annual meeting, all future options will be granted pursuant to the Non-Qualified Option Plan. See "Proposal to Approve Adoption of Non-Qualified Stock Option Plan" below

### Director Compensation

The Company reimburses directors for any expenses incurred in attending board meetings. Except for Daniel B. O'Brien and Robert N. O'Brien, the Company compensates directors \$2,000 annually and at times grants directors other than Daniel B. O'Brien options to purchase shares of common stock each year that they serve.

The Company's directors received the following compensation during the year ended December 31, 2013:

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| Name              | Paid in Cash | Stock Awards (1) | Option Awards (2) |
|-------------------|--------------|------------------|-------------------|
| ----              | -----        | -----            | -----             |
| Robert N. O'Brien | --           | --               | \$1,545           |
| John H. Bientjes  | \$2,000      | --               | \$1,511           |
| Dale Friend       | \$2,000      | --               | \$1,511           |
| Robert Helina     | \$2,000      | --               | \$1,511           |
| Dr. Thomas Fyles  | \$2,000      | --               | \$1,511           |

(1) The fair value of stock issued for services computed on the date of grant.

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

The terms of outstanding options held by the Company's directors as of August 4, 2014 are shown below.

| Name               | Option Price | No. of Options | Expiration Date    |
|--------------------|--------------|----------------|--------------------|
| ----               | -----        | -----          | -----              |
| Dr. Robert O'Brien | \$1.50       | 30,000         | January 1, 2016    |
| John H. Bientjes   | \$1.50       | 5,000          | December 31, 2014  |
| John H. Bientjes   | \$1.50       | 5,000          | January 1, 2016    |
| John H. Bientjes   | \$2.22       | 5,000          | January 1, 2017    |
| John H. Bientjes   | \$1.21       | 5,000          | December 31, 2017  |
| Dale Friend        | \$1.50       | 5,000          | December 31, 2014  |
| Dale Friend        | \$1.50       | 5,000          | January 1, 2016    |
| Dale Friend        | \$2.22       | 5,000          | January 1, 2017    |
| Dale Friend        | \$1.21       | 5,000          | December 31, 2017  |
| Robert Helina      | \$2.45       | 5,000          | September 22, 2016 |
| Robert Helina      | \$2.22       | 5,000          | January 1, 2017    |
| Robert Helina      | \$1.21       | 5,000          | December 31, 2017  |
| Dr. Thomas Fyles   | \$2.00       | 5,000          | August 8, 2017     |
| Dr. Thomas Fyles   | \$1.21       | 5,000          | December 31, 2017  |

Compensation Committee

The Company's Compensation Committee consists of John Bientjes, Dale Friend and Robert Helina, all of whom are independent as that term is defined in Section 803 of the listing standards of the NYSE MKT.

The Compensation Committee is empowered to review and approve the annual compensation and compensation procedures for the Company's officers and determines the total compensation level for the Company's Chief Executive Officer. The total proposed compensation of the Company's Chief Executive Officer is formulated and evaluated by its Chief Executive Officer and submitted to the Company's Compensation Committee for consideration.

During the year ended December 31, 2013 the Compensation Committee met once. All members of the Compensation Committee attended this meeting.

During the year ended December 31, 2013, Daniel B. O'Brien, the Company's only executive officer, did not participate in deliberations of the Company's Compensation Committee concerning executive officer compensation.

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During the year ended December 31, 2013, no director of the Company was also an executive officer of another entity, which had an executive officer of the Company serving as a director of such entity or as a member of the Compensation Committee of such entity.

The following is the report of the Compensation Committee:

The key components of the Company's executive compensation program include annual base salaries and long-term incentive compensation consisting of stock options. It is the Company's policy to target compensation (i.e., base salary, stock option grants and other benefits) at approximately the median of comparable companies in the industries in which the Company competes. Accordingly, data on compensation practices followed by other companies in the industries in which the Company competes is considered.

The Company's long-term incentive program consists exclusively of periodic grants of stock options with an exercise price equal to the fair market value of the Company's common stock on the date of grant. To encourage retention, the ability to exercise options granted under the program may be subject to vesting restrictions. Decisions made regarding the timing and size of option grants take into account the performance of both the Company and the employee, "competitive market" practices, and the size of the option grants made in prior years. The weighting of these factors varies and is subjective. Current option holdings are not considered when granting options.

### Audit Committee

The Company's Audit Committee consists of John Bientjes, Dale Friend and Robert Helina, all of whom have strong financial backgrounds. The purpose of the Audit Committee is to review and approve the selection of the Company's auditors and review the Company's financial statements with the Company's independent registered public accounting firm. The Audit Committee also serves as an independent and objective party to monitor the Company's financial reporting process and internal control systems. The Audit Committee meets periodically with management and the Company's independent auditors. Dale Friend is the audit committee's financial expert.

During the fiscal year ended December 31, 2013, the Audit Committee met four times. All members of the Audit Committee attended these meetings.

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The following is the report of the Audit Committee:

- (1) The Audit Committee reviewed and discussed the Company's audited financial statements for the year ended December 31, 2013 with the Company's management.
- (2) The Audit Committee discussed with the Company's independent registered public accounting firm the matters required to be discussed by Statement on Accounting Standards (SAS) No. 61 "Communications with Audit Committee" as amended by SASs 89 and 90.
- (3) The Audit Committee has received the written disclosures and the letter from the Company's independent registered public accounting firm required by PCAOB (Public Company Accounting Oversight Board) standards, and had discussed with the Company's independent registered public accounting firm the independent registered public accounting firm's independence; and
- (4) Based on the review and discussions referred to above, the Audit

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Committee recommended to the Board of Directors that the audited financial statements be included in the Company's Annual Report on Form 10-K for the year ended December 31, 2013 for filing with the Securities and Exchange Commission.

- (5) During the year ended December 31, 2013 the Company paid Meyers Norris Penny LLP, the Company's independent registered public accounting firm, audit and audit related fees of \$74,767 for professional services rendered for the audit of the Company's annual financial statements and the reviews of the financial statements included in the Company's 10-Q reports for the fiscal year and all regulatory filings. The Audit Committee is of the opinion that these fees are consistent with maintaining its independence from the Company.

The foregoing report has been approved by the members of the Audit Committee:

John Bientjes  
Dale Friend  
Robert Helina

The Company's Board of Directors has adopted a written charter for the Audit Committee, a copy of which is available on the Company's website: [www.flexiblesolutions.com](http://www.flexiblesolutions.com).

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### PROPOSAL TO APPROVE ADOPTION OF NON-QUALIFIED STOCK OPTION PLAN

Shareholders are being requested to vote to approve to the adoption of the Company's Non-Qualified Stock Option Plan. The Company's employees, directors and officers, and consultants or advisors to the Company would be eligible to be granted options pursuant to the Non-Qualified Plan as may be determined by the Company's Board of Directors, specifically its Compensation Committee, provided however that bona fide services must be rendered by such consultants or advisors and such services must not be in connection with the offer or sale of securities in a capital-raising transaction.

The Non-Qualified Plan was adopted by the Company's directors on August 4, 2014 and authorizes the issuance of up to 1,500,000 shares of the Company's common stock to persons that exercise options granted pursuant to the Plan. As of August 4, 2014, the Company had not granted options to purchase any shares of common stock under the Non-Qualified Plan. Any options granted pursuant to the Plan may not be exercised until shareholders approve the adoption of the Plan.

The Plan would be administered by the Company's Compensation Committee ("the Committee"), each member of which is a director of the Company. The members of the Committee were selected by the Company's Board of Directors and serve for a one-year tenure and until their successors are elected. A member of the Committee may be removed at any time by action of the Board of Directors. Any vacancies which may occur on the Committee will be filled by the Board of Directors. The Committee is vested with the authority to interpret the provisions of the Plan and supervise the administration of the Plan. In addition, the Committee is empowered to select those persons to whom shares or options are to be granted, to determine the number of shares subject to each grant of a stock bonus or an option and to determine when, and upon what conditions, shares or options granted under the Plan will vest or otherwise be subject to forfeiture and cancellation.

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In the discretion of the Committee, any option granted pursuant to the Plan may include installment exercise terms such that the option becomes fully exercisable in a series of cumulating portions. The Committee may also accelerate the date upon which any option (or any part of any options) is first exercisable. Any shares issued pursuant to the Plan will be forfeited if the "vesting" schedule established by the Committee administering the Plan at the time of the grant is not met. For this purpose, vesting means the period during which the employee must remain an employee of the Company or the period of time a non-employee must provide services to the Company. At the time an employee ceases working for the Company (or at the time a non-employee ceases to perform services for the Company), any shares or options not fully vested will be forfeited and cancelled. At the discretion of the Committee payment for the shares of common stock underlying options may be paid through the delivery of shares of the Company's common stock having an aggregate fair market value equal to the option price, provided such shares have been owned by the option holder for at least one year prior to such exercise. A combination of cash and shares of common stock may also be permitted at the discretion of the Committee.

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Options are generally non-transferable except upon death of the option holder.

### ADVISORY VOTE ON EXECUTIVE COMPENSATION

The recently enacted Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, or the Dodd-Frank Act, enables the Company's shareholders to vote to approve, on a nonbinding advisory basis, the compensation of the Company's executive officers.

Accordingly, the Company will ask shareholders to vote for the following resolution at the annual meeting:

"RESOLVED, that the Company's shareholders approve, on a nonbinding advisory basis, the compensation of the Company's executive officers, as disclosed in the Company's Proxy Statement for the 2014 Annual Meeting of Shareholders pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the Summary Compensation Table and the other related tables and narrative disclosure in the Company's proxy statement."

To the extent there is any significant vote against the named executive officer compensation as disclosed in this proxy statement, the Company's Board of Directors and its Compensation Committee will consider shareholders' concerns and the Compensation Committee will evaluate whether any actions are necessary to address those concerns.

The Board of Directors recommends that the shareholders approve on a nonbinding advisory basis the resolution approving the compensation of the Company's executive officers set forth in this proxy statement.

### INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors has selected Meyers, Norris, Penny, LLP, an independent registered public accounting firm, to audit the books and records of the Company for the fiscal year ending December 31, 2014. Meyers, Norris, Penny served as the Company's independent registered public accounting firm for the fiscal years ended December 31, 2013 and 2012. A representative of Meyers, Norris, Penny, is expected to be present at the shareholders' meeting.

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The following table shows the aggregate fees billed to the Company during the years ended December 31, 2013 and 2012 by Meyers Norris Penny LLP:

|                    | Year     | Ended December 31, |
|--------------------|----------|--------------------|
|                    | 2013     | 2012               |
|                    | ----     | ----               |
| Audit Fees         | \$74,767 | \$72,022           |
| Audit-Related Fees | --       | --                 |
| Tax Fees           | \$ 2,573 | \$ 17,005          |
| All Other Fees     | --       | --                 |

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Audit fees represent amounts billed for professional services rendered for the audit of the Company's annual financial statements and the reviews of the financial statements included in the Company's 10-Q reports for the fiscal year and all regulatory filings. Audit-related fees represent amounts billed for reviewing amendments to the Company's 10-K and 10-Q reports. Before Meyers Norris Penny was engaged by the Company to render audit or non-audit services, the engagement was approved by the Company's audit committee. The Company's Board of Directors is of the opinion that the audit fees charged by Meyers Norris Penny are consistent with that firm maintaining its independence from the Company.

### AVAILABILITY OF ANNUAL REPORT ON FORM 10-K

The Company's Annual Report on Form 10-K for the year ending December 31, 2013 will be sent to any shareholder of the Company upon request. Requests for a copy of this report should be addressed to the Company's Secretary at the address provided on the first page of this proxy statement.

### SHAREHOLDER PROPOSALS

Any shareholder proposal which may properly be included in the proxy solicitation material for the annual meeting of shareholders following the Company's year ending December 31, 2014 must be received by the Company's Secretary no later than March 31, 2015.

### GENERAL

The cost of preparing, printing and mailing the enclosed proxy, accompanying notice and proxy statement, and all other costs in connection with solicitation of proxies will be paid by the Company including any additional solicitation made by letter, telephone or email. Failure of a quorum to be present at the meeting will necessitate adjournment and will subject the Company to additional expense. The Company's annual report, including financial statements for the 2013 fiscal year, is available at the Company's website: [www.flexiblesolutions.com](http://www.flexiblesolutions.com).

The Company's Board of Directors does not intend to present and does not have reason to believe that others will present any other items of business at the annual meeting. However, if other matters are properly presented to the meeting for a vote, the proxies will be voted upon such matters in accordance with the judgment of the persons acting under the proxies.

Please complete, sign and return the attached proxy promptly.

PROXY CARD  
FLEXIBLE SOLUTIONS INTERNATIONAL, INC.  
This Proxy is solicited by the Company's Board of Directors

The undersigned stockholder of Flexible Solutions International, Inc. acknowledges receipt of the Notice of the Annual Meeting of Stockholders to be held October 2, 2014, at 6:00 p.m. local time, at the Company's offices located at # 206 - 920 Hillside Ave., Victoria BC, V8T 1Z8 and hereby appoints Daniel O'Brien with the power of substitution, as Attorney and Proxy to vote all the shares of the undersigned at said annual meeting of stockholders and at all adjournments thereof, hereby ratifying and confirming all that said Attorney and Proxy may do or cause to be done by virtue hereof. The above named Attorney and Proxy is instructed to vote all of the undersigned's shares as follows:

(1) To elect the persons who shall constitute the Company's Board of Directors for the ensuing year.

FOR all nominees listed below (except as marked to the contrary below)

WITHHOLD AUTHORITY to vote for all nominees listed below

(INSTRUCTION: TO WITHHOLD AUTHORITY TO VOTE FOR ANY INDIVIDUAL NOMINEE, STRIKE A LINE THROUGH THE NOMINEE'S NAME IN THE LIST BELOW)

Nominees: Daniel B. O'Brien Dr. Robert N. O'Brien John H. Bientjes  
Dale Friend Robert Helina Thomas Fyles

(2) to approve the adoption of the Company's Non-Qualified Stock Option Plan which provides that up to 1,500,000 shares of common stock can be issued upon the exercise of options granted pursuant to the Non-Qualified Stock Option Plan;

FOR  AGAINST  ABSTAIN

(3) To approve on an advisory basis, the compensation of the Company's executive officers.

FOR  AGAINST  ABSTAIN

(4) To ratify the appointment of Meyers, Norris, Penny, LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2014.

FOR  AGAINST  ABSTAIN

To transact such other business as may properly come before the meeting.

THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED AS DIRECTED HEREIN BY THE UNDERSIGNED STOCKHOLDER. IF NO DISCRETION IS INDICATED, THIS PROXY WILL BE VOTED IN FAVOR OF ALL DIRECTORS AND ITEMS 2 THROUGH 4.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2014.

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(Signature)

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(Signature)

Please sign your name exactly as it appears on your stock certificate. If shares are held jointly, each holder should sign. Executors, trustees, and other fiduciaries should so indicate when signing.

Please Sign, Date and Return this Proxy so that your shares may be voted at the meeting.

Send the proxy statement by regular mail, email, or fax to:  
Flexible Solutions International, Inc.  
Attn: Daniel B. O'Brien  
#206 - 920 Hillside Ave.  
Victoria, BC V8T 1Z8  
Phone: 250 477 9969  
Fax: 250 477 9912  
Email: damera@flexiblesolutions.com

FLEXIBLE SOLUTIONS INTERNATIONAL, INC.  
NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIALS

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on October 2, 2014.

1. This notice is not a form for voting.
2. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.
3. The Proxy Statement, Information Statement, Annual Report to Shareholders is available at [www.flexiblesolutions.com/investor/proxy.shtml](http://www.flexiblesolutions.com/investor/proxy.shtml)
4. If you want to receive a paper or email copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed below on or before August 30, 2014 to facilitate timely delivery.

The 2014 annual meeting of the Company's shareholders will be held at the Company's offices located at #206 - 920 Hillside Ave., Victoria, BC V8T 1Z8 on October 2, 2014, at 6:00 p.m. Pacific Time, for the following purposes:

- (1) to elect the directors who shall constitute the Company's Board of Directors for the ensuing year;
- (2) to approve the adoption of the Company's Non-Qualified Stock Option Plan which provides that up to 1,500,000 shares of common stock can be issued upon the exercise of options granted pursuant to the Non-Qualified Stock Option Plan;
- (3) to approve on an advisory basis, compensation of the Company's executive officers;
- (4) to ratify appointment of Meyers, Norris, Penny, LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2014; and

to transact such other business as may properly come before the meeting.



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The Board of Directors recommends that shareholders vote FOR all directors and proposals 2-4.

August 4, 2014 is the record date for the determination of shareholders entitled to notice of and to vote at such meeting. Shareholders may cast one vote for each share held.

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Shareholders may access the following documents at [www.flexiblesolutions.com/investor/proxy.html](http://www.flexiblesolutions.com/investor/proxy.html):

- o Notice of the 2014 Annual Meeting of Shareholders
- o Company's 2014 Proxy Statement;
- o Company's Annual Report on form 10-K for the year ended December 31, 2013
- o Proxy Card

Shareholders may request a paper copy of the Proxy Materials and Proxy Card by calling 1-800-661-3560, by emailing the Company at [www.flexiblesolutions.com/investor/proxy.shtml](http://www.flexiblesolutions.com/investor/proxy.shtml), or by visiting [www.flexiblesolutions.com/investor/proxy.shtml](http://www.flexiblesolutions.com/investor/proxy.shtml) and indicating if you want a paper copy of the proxy materials and proxy card:

- o for this meeting only, or
- o for this meeting and all other meetings.

If you have a stock certificate registered in your name, or if you have a proxy from a shareholder of record on August 4, 2014, you can, if desired, attend the Annual Meeting and vote in person. Shareholders can obtain directions to the 2014 annual shareholders' meeting at [www.flexiblesolutions.com/investor/proxy.shtml](http://www.flexiblesolutions.com/investor/proxy.shtml).

Please visit [www.flexiblesolutions.com](http://www.flexiblesolutions.com) to print and fill out the Proxy Card. Complete and sign the proxy card and mail the Proxy Card to:

Flexible Solutions International, Inc.  
#206 - 920 Hillside Ave.  
Victoria, British Columbia,  
Canada V8T 1Z8