## **FORM OF PROXY**

## Annual Meeting of Shareholders to be held on June 24, 2019 at 10:00 a.m. (Toronto time)

### THIS FORM OF PROXY IS SOLICITED ON BEHALF OF MANAGEMENT OF SHERRITT INTERNATIONAL CORPORATION

Cor	poration, or instead of any of	f the foregoing,		, as p	by appoints David Pathe, or failing him, Andrew Snowden, each being an officer of the proxyholders of the undersigned, with full power of substitution, to attend, vote and
<b>tim</b>	e) and at all adjournments or	r postponements thereo authorization given by the	<b>f</b> , in the same r	manner, to the sar	ne Corporation (the "Meeting") to be held on June 24, 2019 at 10:00 a.m. (Toronto ne extent and with the same powers as if the undersigned were present at the Meeting, ersons above-named are specifically directed to vote the common shares represented
In the absence of any instructions in respect of any matter, the proxyholder designated in this Proxy is hereby instructed by the undersigned to vote FOR items 1 and 2 and the election of each of the Sherritt Nominees in item 3. Reference should be made to the accompanying Notice of Annual Meeting of Shareholders (the "Notice") and the Management Information Circular dated May 24, 2019 (the "Circular"). See instructions on reverse for additional information on completing this Proxy.					
MANAGEMENT'S VOTE RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT AND BOXES					
1.	APPOINTMENT OF AUDITOR		FOR	WITHHOLD	Executed on, 2019 (Month)
2.	SAY-ON- PAY RESOLUTION		FOR	AGAINST	Signature of Shareholder
3. ELECTION OF DIRECTORS You may vote "FOR" up to seven (7) nominees in total.					
	SHERRITT NOMINEES		FOR	WITHHOLD	Name of Shareholder (Print)
	01	Timothy Baker			
	02	Maryse Bélanger			
	03	Sir Richard Lapthorne			Phone number
	04	Adrian Loader			
	05	Lisa Pankratz			
	06	David Pathe			
	07	John Warwick			



# SHERRITT INTERNATIONAL CORPORATION FORM OF PROXY

#### **INSTRUCTIONS:**

- (1) **PLEASE REFER TO THE REVERSE SIDE OF THIS FORM TO VOTE YOUR PROXY.** Shareholders should refer to the accompanying Notice and Circular for further information regarding completion and use of this Proxy and other information pertaining to the Meeting. This Proxy revokes and supersedes any proxy previously given.
- (2) This Proxy confers discretionary authority on the proxyholders named herein to vote in respect of any amendments or variations to the matters identified in the Notice or any other matter which may properly come before the Meeting in such manner as such proxyholder in his or her judgment may determine. A shareholder has the right to appoint a person to represent him or her at the Meeting other than the management representatives designated in this Proxy. Such right may be exercised by inserting in the space provided the name of the other person or entity the shareholder wishes to Appoint. Such other person or entity need not be a shareholder of the Corporation.
- (3) This Proxy must be signed by the shareholder or his or her attorney duly authorized in writing. Such signature should agree with the name on this Proxy.
  - If the shareholder is a corporation, this Proxy should be executed under its corporate seal or by an officer or attorney thereof duly authorized.
  - If the shares are registered in the name of an executor, administrator or trustee, please sign exactly as the shares are registered. If the shares are registered in the name of a deceased shareholder, the shareholder's name must be printed in the space provided, the proxy must be signed by the legal representative with his name printed below his signature and evidence of authority to sign on behalf of the shareholder must be attached. Where shares are held jointly, each owner must sign. If your address as shown is incorrect, please give your correct address when returning this Proxy.
  - In many cases, shares beneficially owned by a holder (a "Non-Registered Shareholder") are registered in the name of a securities dealer or broker or other intermediary or a clearing agency. Non-Registered Shareholders should, in particular, review the section entitled "Appointment of Proxies and Voting Instructions Beneficial (Non-registered) Owners" in the Circular.
- (4) If this Proxy is not dated in the space provided, it is deemed to bear the date of the proxy cut-off.
- (5) To be valid, this Proxy must be signed and returned to the Corporation's transfer agent, AST Trust Company (Canada), Attention: Proxy Department, P.O. Box 721, Agincourt, Ontario, M1S 0A1, by 10:00 a.m. (Toronto time) on Thursday, June 20, 2019, or if the Meeting is adjourned or postponed, no later than 10:00 a.m. on the date (excluding Saturdays, Sundays and holidays) preceding the date of the adjourned or postponed Meeting. Late proxies may be accepted or rejected by the Chair of the Meeting at his discretion and the Chair of the Meeting is under no obligation to accept or reject any particular late proxy. You may also vote by telephone at 1-888-489-7352 or by fax or email by signing and sending this Proxy to AST Trust Company (Canada) at (416) 368-2502 or 1-866-781-3111 or astvotemyproxy@astfinancial.com. The Chair of the Meeting may waive or extend the proxy cut-off time without notice.