



## NOTICE OF 2023 ANNUAL MEETING OF SHAREHOLDERS AND NOTICE OF AVAILABILITY OF PROXY MATERIALS

### **Notice of Meeting**

Sherritt International Corporation (“Sherritt”) will be holding its annual meeting of shareholders (the “meeting”) on Thursday, May 11, 2023 at 11:00 a.m. (Eastern Time). We will be holding the annual meeting at the following location: Torys LLP, Toronto Dominion Centre, 79 Wellington St, W., #3300, Toronto, Ontario M5K 1N2. The meeting will permit shareholders and duly appointed proxyholders (including non-registered shareholders who have appointed themselves as proxyholders) to participate or at a reconvened meeting if the meeting is postponed or adjourned. It is anticipated that registered shareholders and proxyholders (including non-registered shareholders who have appointed themselves as proxyholders) attending will have the opportunity to ask questions on matters of business before the meeting.

### **Notice-and-access**

This year, as permitted by Canadian securities regulators, Sherritt is using “notice-and-access” to deliver the management information circular (the “circular”) for its annual shareholder meeting to both registered and non-registered shareholders. This means that the circular is being posted online for you to access, rather than being mailed out. This notice includes information on how to access the circular online and how to request a paper copy. Notice-and-access gives shareholders more choice, substantially reduces our printing and mailing costs, and is environmentally friendly as it reduces paper and energy consumption.

You will find enclosed with this notice a form of proxy or a voting instruction form that you can use to vote your shares.

*It is very important that you read the circular carefully before voting your shares.*

### **Business of the meeting**

1. Receiving our 2022 financial statements
2. Re-appointing our auditor and authorizing the directors to set their compensation
3. Voting on our approach to executive compensation
4. Electing our directors
5. Considering any other business properly brought before the meeting

Please refer to page 16 of the circular for more information.

## **Where you can access the circular**

Sherritt website:

[www.sherritt.com/English/Investor-Relations/Annual-Meeting-Material](http://www.sherritt.com/English/Investor-Relations/Annual-Meeting-Material)

SEDAR Website:

[www.sedar.com](http://www.sedar.com)

## **Voting**

*You must vote using the methods reflected on your enclosed form of proxy or voting instruction form.*

*Registered Shareholders:* You may vote in the manner indicated in the enclosed form of proxy, which includes voting using the internet, telephone, email, fax or by completing and returning the enclosed form of proxy to TSX Trust Company at the specified address by 11:00 a.m. (Eastern Time) on May 9, 2023, or if the meeting is adjourned or postponed, no later than 48 hours (excluded Saturdays, Sundays and holidays) preceding the adjourned or postponed meeting.

*Non-Registered Shareholders:* Non-registered (beneficial) shareholders should follow the instructions in the voting instruction form or other form of proxy provided by their intermediaries with respect to the procedures to be followed for voting, including the voting deadline specified.

*Please review the circular prior to voting.*

## **How to request a paper copy of the circular**

Upon request, Sherritt will provide a paper copy of the circular to any shareholder, free of charge, for a period of one year from the date the circular is filed on SEDAR. Here is how you can request a paper copy:

### **Before the meeting**

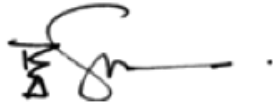
You may contact our transfer agent, TSX Trust Company via their email at [tsxt-fulfilment@tmx.com](mailto:tsxt-fulfilment@tmx.com) or by phone at 1-888-433-6443 (toll-free within Canada and the U.S.) or 416-682-3801 (outside Canada and the U.S.). If your request is made before May 11, 2023 (the date of the meeting), the circular will be sent to you within three business days of receipt of your request. To ensure receipt of the paper copy in advance of the proxy deadline and meeting date, we estimate that your request must be received by no later than 5:00 p.m. (Eastern Time) on April 27, 2023.

After the meeting

You may contact our transfer agent, TSX Trust Company via their email at [tsxt-shareholderenquiries@tmx.com](mailto:tsxt-shareholderenquiries@tmx.com) or by phone at 1-800-387-0825 (toll-free within Canada and the U.S.) or 416-682-3860 (outside Canada and the U.S.). If your request is made on or after May 11, 2023, the circular will be sent to you within ten calendar days of receiving your request.

If you have any questions regarding this notice, the meeting, or how to vote, please contact our strategic shareholder advisor and proxy solicitation agent, Kingsdale Advisors at 1-800-749-9197 (toll free within North America) or 1-416-867-2272 (collect from outside North America), or by email at [contactus@kingsdaleadvisors.com](mailto:contactus@kingsdaleadvisors.com).

By order of the Board,

A handwritten signature in black ink, appearing to be "E.A. Sellers", with a horizontal line extending to the right.

E.A. (Ward) Sellers  
Senior Vice President, General Counsel & Corporate Secretary

Toronto, Ontario  
March 23, 2023