



## NOTICE OF 2021 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 20, 2021 at 10:00 a.m. (Eastern Time). In order to mitigate the risks posed by COVID-19 to the health and safety of our communities, shareholders, employees and other stakeholders, we will hold the meeting in a virtual only format, which will be conducted via live audio webcast at <https://web.lumiagm.com/416715960>. It is anticipated that registered shareholders and proxyholders (including non-registered shareholders who have appointed themselves as proxyholders) will have substantially the same opportunity to ask questions on matters of business before the meeting as in past years when the annual shareholders meeting was held in person.

### **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 2020 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 8 of the circular for more information.

## Where you can access the circular

Sherritt website:

<https://www.sherritt.com/English/Investor-Relations/Annual-Meeting-Material/default.aspx>

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 AST Trust Company (Canada) at the specified address by 10:00 a.m. (Eastern Time) on May 18, 2021, 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.

*Voting Online at the Meeting:* Only registered shareholders and duly appointed proxyholders will be entitled to vote at the meeting. Shareholders who wish to appoint a third party as their proxyholder (i.e persons other than the persons designated by Sherritt on the form of proxy or identified on the voting instruction form (including a non-registered shareholder who wishes to appoint themselves)) to represent them at the meeting must carefully follow the instructions in the circular and on their form of proxy or voting instruction form. These instructions include the additional step of registering such proxyholder with our transfer agent, AST Trust Company (Canada) by calling 1 (866) 751-6315 (toll-free within Canada and the U.S.) or 1 (212) 235-5754 (outside Canada and the U.S.), or online at <https://lp.astfinancial.com/controlnumber> after submitting their form of proxy or voting instruction form, and by no later than 10:00 a.m. (Eastern Time) on May 18, 2021. Failure to register the proxyholder will result in the proxyholder not receiving a control number that will act as their online sign-in credential and is required for them to vote at the meeting and, consequently only being able to attend the meeting online as a guest. Non-registered shareholders located in the United States must also provide AST Trust Company (Canada) with a duly completed legal proxy if they wish to vote at the meeting or appoint a third party as their proxyholder and follow the additional step of registering such proxyholder with our transfer agent, AST Trust Company (Canada) by calling 1 (866) 751-6315 (toll-free within Canada and the U.S.) or 1 (212) 235-5754 (outside Canada and the U.S.), or online at <https://lp.astfinancial.com/controlnumber>.

*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, AST Trust Company (Canada) via their email at [fulfilment@astfinancial.com](mailto:fulfilment@astfinancial.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 20, 2021 (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 May 10, 2021.

#### After the meeting

You may contact our transfer agent, AST Trust Company (Canada) via their email at [fulfilment@astfinancial.com](mailto:fulfilment@astfinancial.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 on or after May 20, 2021, 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,



Ward Sellers  
Senior Vice President, General Counsel & Corporate Secretary

Toronto, Ontario  
March 31, 2021