2025 Management information circular

Notice of 2025 annual and special meeting of shareholders

Sherritt International Corporation
April 29, 2025

KINGSDALE Advisors

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NOTICE OF OUR 2025 ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

Please join us at our 2025 annual and special meeting

Where
Torys LLP
Toronto Dominion Centre
79 Wellington St. W., #3300
Toronto, Ontario
M5K 1N2

When
Tuesday, June 10, 2025
10:00 a.m. (Eastern Time)

Business of the meeting

1. Receiving our 2024 financial statements
2. Re-appointing our auditor and authorizing the directors to set their compensation
3. Amendment to the Stock Option Plan
4. Voting on our approach to executive compensation
5. Electing our directors
6. Considering any other business properly brought before the meeting

Your vote is important

You can vote at the meeting if you owned Sherritt common shares at the close of business on April 30, 2025 (the record date of the meeting). Please read the voting section starting on page 11 of the attached management information circular for details, including proxy deadlines.

By order of the Board,

Sir Richard Lapthorne
Chairman, Board of Directors

Toronto, Ontario
April 29, 2025

Questions about voting?

Contact our strategic advisor, Kingsdale Advisors (Kingsdale):

By telephone
- 1-866-229-8263 (toll-free in North America)
- 1-437-561-5030 (text and call enabled outside of North America)

By email
contactus@kingsdalesadvisors.com

Dear fellow shareholders

It has been four years since the current management team set out with a clear vision – to build a resilient and adaptive business capable of expanding its position as a leading critical minerals producer, strengthening its balance sheet and creating long-term value for all stakeholders. During this time, we've successfully navigated both opportunities and challenges, emerging stronger and committed to delivering sustainable growth.

As we reflect on 2024, we recognize the significant progress Sherritt has made in advancing this vision. We have witnessed the promise of increasing demand for critical minerals, driven by the global transition to an electric future. At the same time, we have faced headwinds, including unrelenting supply pressures from competitors in China and Indonesia, as well as extraordinary external events, including natural disasters and nationwide power outages in Cuba, and both rail and port strikes in Canada. Despite these challenges, Sherritt has not only maintained its operations, but has reinforced its position as a viable and reliable supply alternative for markets aiming to reduce reliance on supply sources currently influenced and dominated by adversaries.

Management of significant issues

Since 2011, when I joined the Board of Sherritt, the company has lived through a period when it has received little sustaining help from the market prices of nickel and cobalt and that poor pricing environment persists today with both commodities at multi-year lows concurrently. Nonetheless, during this period Sherritt has determined and successfully managed successful paths for dealing with two substantial long-term issues. The first was an operational one which required an affordable route to providing a substantial increase in the tailings management capacity at Moa. Over the past four years management has applied a disciplined and creative approach towards providing a long-term world-class tailings management facility which would meet Moa's needs throughout the recently extended life of mine. Sherritt is now proceeding on this multi-year project adapted to the favourable topography of the Moa site to create that sustainable world class tailings capability for the entire life of mine.

The Board has always been mindful of the need to balance the interests of all stakeholders whilst never compromising its duty to always act in the best interests of the company. The second substantial long-term issue relates to the company's financial position. In 2013, driven primarily by its investment in the Ambatovy project, Sherritt's share of debt including debt related to the Ambatovy Joint Venture, peaked at $3.2 billion. This created more than a decade of austerity for the company, which continues today, and during which a delicate balance between liquidity requirements and operational requirements had to be maintained. By 2020, the Company had reduced this to $433 million. Since then, the current executive team has continued to build on this progress further reducing note obligations by $184 million to a more manageable $249 million. The company's 2020 debt refinancing was a non-dilutive transaction for shareholders whilst the recently completed restructuring has removed the risk of an impending debt wall in 2026, with only a modest 19.9% equity exchange at a premium to market for debt at par. These efforts underscore the commitment to strengthening the company's financial position while safeguarding shareholder interests.

Sherritt's ability to address complex challenges while remaining focused on its strategic priorities is a testament to the strength of its leadership and the dedication of its team. As the company continues to adapt to an evolving operating environment, it remains well-positioned to seize opportunities and deliver enduring value for all stakeholders.

Building a foundation for long-term growth

Over the past four years, management and the Board have worked to establish a stable financial foundation for Sherritt. This has included significant debt reduction initiatives, which were hindered at times by volatile nickel and cobalt prices. Nonetheless, we made substantial progress, culminating in the transformative transactions announced this past March and concluded in April. These actions reduced our debt obligations by approximately $68 million, consolidated debt into one class, extended maturities to November 2031, and reduced our annual interest expense. These measures have strengthened our capital structure and positioned Sherritt for long-term growth.

Sherritt's operational success in 2024 underscores the effectiveness of our strategy. We increased nickel production and reduced net direct cash costs by 18%, despite a 41% decrease in cobalt by-product credits. We advanced our low-capital-intensity Moa JV expansion program, which will yield benefits over the long life of the mine. Additionally, our cost optimization initiatives resulted in $17 million in annual corporate and operating cost savings.

In our Power division, our multi-year optimization efforts are delivering results, including the addition of three new gas wells over the last two years and improved equipment reliability. Dividends from this segment increased to $13 million in 2024, up from $1.4 million in 2023, and we expect this to double in 2025.

Under tough market conditions, we received approximately $30 million of distributions under our Cobalt Swap agreement. We continue to focus on maximizing our cash flow under the Cobalt Swap while maintaining sufficient capital in the Moa JV to drive expanded production and sales.

Governance and strategic oversight

Effective governance is critical in navigating today's complex and dynamic environment. Over the past four years we have selected directors who bring specific expertise to the Board's deliberations. Amongst others, these skills include international experience in leading mining and metals enterprises, diplomatic experience in managing geo-political issues, experience in environmental supervisory roles, wide experience in business leadership and accounting roles, varied experience in restructuring roles and in the formation of long-term strategic outcomes.

The Sherritt Board currently comprises seven directors. Steven Goldman will not be seeking re-election at the upcoming annual shareholder meeting in June. I would like to thank him for all the hard work over the past year and for his extraordinary effort to understand the financial and geopolitical complexities of the business during that time. With Steven's departure, we welcome Richard Moat as a new director nominee, and look forward to his contributions.

The Board remains committed to ensuring that all decisions are made in the best interests of Sherritt and of its stakeholders. This includes maintaining rigorous governance standards and ensuring transparency in all commercial relationships and partnerships. As a company, we recognise the importance of aligning our actions with both our strategic objectives and the reasonable expectations of our stakeholders.

Maintaining stability through market cycles

Resilience and adaptability remain essential for securing Sherritt's future and, in achieving the success we had and challenges we had to overcome in 2024, these characteristics served us well. Our focus on operational and financial stability, coupled with our ability to thrive through market cycles and disruptions, positions us well for continued success.

As a Board, we often reflect on how Sherritt's strength lies not just in its assets but also in the potential of our people to grow in expertise and in professionalism through acquiring new skills to adapt to the everchanging circumstances within which we must operate. The dedication I have witnessed across all levels of the organisation gives me confidence in our future.

I have now been on the Board for 14 years, much longer than I would have expected. My background is in corporate restructurings with particular emphases on rebuilding balance sheets. Taking this approach to Sherritt has taken an enormous length of time. The sheer size of the Ambatovy-created debt relative to underlying operational cash flow combined with the company's exposure to commodity market prices and its lack of full operational freedom in managing all its assets severely limited the number of effective levers to pull. Over the five years since I became Chairman, Sherritt completed the major debt restructuring in 2020 and over the past four years the current management team has demonstrated remarkable agility and innovation, not only in reducing the publicly traded debt further but also in crafting an expertly designed tailings solution, expanding Moa operations and its life of mine and restoring the Power business to positive cashflows. As I look ahead to retiring at the 2026 AGM, I am confident that Sherritt is in capable hands, supported by a talented and diverse Board and an exceptional executive team poised to drive continued success. On behalf of the Board, I want to thank you for your ongoing support.

Sincerely,

Richard Lapthorne

Sir Richard Lapthorne
Chairman, Board of Directors

OVERVIEW OF THE 2025 MANAGEMENT INFORMATION CIRCULAR

Sherritt is a world leader in using hydrometallurgical processes to mine and refine nickel and cobalt – metals deemed critical for the energy transition. Sherritt's Moa Joint Venture has a current estimated mine life of approximately 25 years and is advancing an expansion program focused on increasing annual mixed sulphide precipitate production by 20% of contained nickel and cobalt (100% basis). The Corporation's Power division, through its ownership in Energas S.A., is the largest independent energy producer in Cuba with installed electrical generating capacity of 506 MW, representing approximately 10% of the national electrical generating capacity in Cuba. The Energas S.A. facilities are comprised of two combined cycle plants that produce low-cost electricity from one of the lowest carbon emitting sources of power in Cuba. Sherritt's common shares are listed on the Toronto Stock Exchange under the symbol "S".

Our 2025 management information circular provides necessary information and details for voting at the annual and special meeting of shareholders. This overview highlights some key information, including our governance and compensation practices. Please read the entire document before you vote your shares.

What's inside

10 About the meeting
11 Voting
15 Business of the meeting
18 About the nominated directors

23 Governance
24 About the Board
26 The role of the Board
29 Board committees
32 Board composition
36 What we expect of directors
38 Director compensation

40 How we pay our executives
41 Letter from the Chair of the Human Resources Committee
44 Compensation discussion and analysis
- 44 Overview
- 46 Compensation governance
- 47 Managing compensation risk
- 48 Equity ownership
- 49 Compensation benchmarking
- 52 Compensation process
- 55 Compensation components
- 56 2024 Executive compensation decisions
- 70 Share performance and executive compensation

72 Compensation details
- 72 Summary compensation table
- 74 Equity compensation
- 78 Retirement savings
- 79 Termination and change of control benefits

82 Other information
83 Appendix A: Mandate of the Board of Directors
87 Appendix B: Chair's terms of reference

GOVERNANCE

At Sherritt, we believe that sound corporate governance is critical to earning and retaining the trust of our stakeholders. Our governance practices reflect the goals and priorities that we promote as a company and support ethical behaviour and high-performance standards throughout the organization – all critical elements for improving overall company performance.

Sound governance

Sherritt's Board of Directors (Board) is responsible for overseeing the management of the business and our affairs. The Board promotes fair reporting, including financial reporting, to shareholders and other stakeholders as well as ethical and legal corporate conduct through an appropriate system of corporate governance, internal controls and disclosure controls. We comply with the rules and regulations that apply to us as a Canadian public company including National Instrument 58-101 – *Disclosure of Corporate Governance Practices* and National Policy 58-201 – *Corporate Governance Guidelines*.

Qualified and experienced Board

We have a strong, independent Board. Six of this year's seven nominated directors (86%) are independent, including the Chair. The only non-independent director nominee is Leon Binedell, who also serves as our President and Chief Executive Officer.

	Age	Director since	Independent	2024 meeting attendance	2024 voting result
Leon Binedell (President & Chief Executive Officer)	51	June 2021	no	100%	95.05% *for*
Louise Blais	58	March 2024	yes	94%	96.65% *for*
Shelley Brown[1]	68	August 2024	yes	100%	N/A
Dr. Peter Hancock	61	November 2021	yes	100%	85.80% *for*
Sir Richard Lapthorne (Chairman)	81	September 2011	yes	100%	74.48% *for*
Chih-Ting Lo	44	March 2022	yes	100%	87.01% *for*
Richard Moat[2]	70	April 2025	yes	N/A	N/A

[1] Shelley Brown joined Sherritt in August 2024, following our 2024 shareholder meeting. She attended all Board and committee meetings from August 2024 onward.

[2] Richard Moat joined Sherritt in April 2025.

Appropriate compensation

Directors receive fixed compensation only, paid in cash and deferred share units (DSUs) that cannot be redeemed until they leave the Board.

Regular shareholder communications

We continued our regular shareholder engagement program in 2024, inviting shareholders representing approximately 20% of Sherritt's issued and outstanding shares at the time, to meet with Sherritt's Chair of the Board and the Chair of the Human Resources Committee. Sherritt extended its shareholder engagement program into 2025 in advance of its 2025 annual and special meeting. See page 28 for more information about these meetings.

You can read more about this year's nominated directors beginning on page 18, governance at Sherritt beginning on page 23 and executive pay beginning on page 40.

Qualified and experienced nominees

100%

Experience in mining/ resource industry, international business or capital projects

86%

Experience in risk management and evaluation

57%

Financially literate or have experience in financial reporting, finance or mergers and acquisitions

86%

Experience in human resources or executive compensation

HOW WE PAY OUR EXECUTIVES

Executive pay at Sherritt supports our strategy, motivates our executives to achieve our strategic and annual operating objectives without encouraging our business leaders to take undue risks, and aligns their interests with the long-term interests of our shareholders. It is an important tool to attract and retain a strong, focused, and resilient executive team to lead the company through all phases of the commodity cycle.

Strategic design

Our executive compensation program is based on our guiding principles that drive how we attract, retain and pay our executive team, motivate them to achieve our strategy and deliver value to shareholders.

Evolving program

Our compensation program has evolved over the last few years, to improve the link between pay and performance aligned with our annual operating and strategic priorities, enhance our oversight of compensation risk and other appropriate refinements:

Key changes in 2022	Adjusted the weighting of the Performance Share Units (PSU) relative Total Shareholder Return (TSR) comparator indices to better reflect the company's evolving business mix. Introduced an internal performance measure tied to expansion of the Metals business
Key changes in 2023	Re-introduced stock options for senior executives. Adjusted the PSU performance measure to focus entirely on relative TSR
Key changes in 2024	Introduced a limit on annual stock option grants of 1% of outstanding shares to limit dilution impact during lower share prices
Plans for 2025	Introducing a cap on the PSU vesting value, limiting it to 400% of grant value at the end of the 3-year performance period; revising Restricted Share Units (RSUs) to vest 1/3rd each year over the vesting period. Also, removing Technologies as a separate divisional score for STI, to better reflect its integrated role within the Metals division.

Compensation approach

Strategic

Strategically aligned with performance, does not encourage undue risk taking, executives aligned with shareholders

Appropriate and fair

Aligned with our organizational structure and the scope of the role

Internally equitable and benchmarked to the market

Competitive

Attracts strong, focused and resilient executive team to lead us through all phases of the commodity cycle

Snapshot of 2024 compensation decisions

Total compensation paid to the named executives in 2024 is summarized below:

- **Salaries** – salary for the newly appointed Chief Operating Officer (COO) was increased. Chief Executive Officer (CEO) and other named executive salaries were unchanged from their salaries in 2023.
- **Short-term incentives** – awards were between 89.6% and 97.9% of target, based on corporate, operational and individual performance, which you can read about beginning on page 56.
- **Equity incentives** – awarded at target and allocated 25% to RSUs, 64% to PSUs and 11% to stock options.

Payout of 2021 mid-term awards – paid out at 34% of the grant value because of the performance vesting with 39% of PSUs vested and a decrease from $0.55 per share on average at grant to $0.27 per share on average at vesting, aligning executive compensation outcomes with the experience of our shareholders.

2024 Total direct compensation (see page 56)

	Salary	Short-term incentive	Equity incentives[1]	2024 compensation	**Pay tied to performance (at risk)**	Compared to target	Compared to 2023[2]
Leon Binedell	$695,000	$622,720	$1,390,000	$2,707,720	**74%**	-2.6%	22.5%
Yasmin Gabriel	$380,000	$223,212	$475,000	$1,078,212	**65%**	-0.4%	10.6%
Greg Honig	$350,000	$196,140	$350,000	$896,140	**61%**	-1.5%	10.5%
Elvin Saruk	$418,487	$273,607	$500,000	$1,192,094	**65%**	-1.6%	8.2%
Ward Sellers	$375,000	$183,563	$500,000	$1,058,563	**65%**	-0.4%	7.8%

1 The actual future value received for these awards will depend on our future share price and, for PSUs, our relative performance (see page 61).
2 Aligned with pay for performance, 2023 short-term incentive performance was lower and the primary driver of year over year change.

2024 HIGHLIGHTS

- Maintained available liquidity in Canada supported by strong Fort Site operating cash flow, Cobalt Swap distributions and Power dividends, reducing operating costs and limiting capital spend
- Full year nickel sales increased 22% while NDCC[1] decreased 18% on 15% lower MPR/lb[2]
- Phase two of Moa JV expansion to increase mixed sulphide precipitate (MSP) production by 20% is advancing for ramp up in 2025
- Electricity production achieved 6-year high despite nationwide power outages in Cuba and frequency control at Varadero in Q4. Dividends in Canada from Energas S.A. (Energas) significantly increased

In 2024, Sherritt delivered strong performance, with Metals production, Power production, and net direct cash costs all falling within the company's guidance ranges set at the beginning of the year, despite significant external challenges . These included port and rail disruptions in Canada and natural disasters and power infrastructure challenges in Cuba. Strategic adjustments, such as optimizing our maintenance schedule and building feed inventory, ensured operational continuity at the refinery. Sherritt's comprehensive risk management protocols proved highly effective, preventing any health, safety, or environmental incidents during the natural disasters in Cuba. These results reflect Sherritt's disciplined approach to mitigating risks and maintaining operational stability.

Total available liquidity in Canada was $62.4 million as at December 31, 2024, consistent with the prior year despite challenging market conditions. This was achieved during the period when the average-reference prices for nickel and cobalt both declined by 22% year-over-year. Sherritt's focused efforts to prudently manage and maximize its cash flows in the Moa JV led to $30 million in distributions under the Cobalt Swap agreement. Additionally, the company benefitted from $13 million of dividends in Canada from Energas and strong cash flows from the Fort Site, driven by significantly higher fertilizer sales during the year. These outcomes underscore the company's ability to adapt to market conditions while maintaining financial discipline and ensuring liquidity in a volatile environment.

At the Moa Joint Venture, MSP production increased year-over-year, supported by improved feed to the processing plant following the completion of phase one of the expansion program, the Slurry Preparation Plant. This milestone also contributed to higher production of nickel, cobalt, and fertilizer. Nickel sales increased by 22%, reflecting Sherritt's focused effort to expand market opportunities and deliver on its strategic priorities.

Phase two of the low cost, low capital intensity Moa JV expansion program was advanced during the year. In response to lower nickel and cobalt prices, Sherritt exercised prudent capital preservation measures, rescheduling certain expenditures to complete construction by Q1 2025. Following this, Sherritt plans to advance the ramp-up of phase two and implement measures to address minor processing bottlenecks, supporting the expected 20% increase in annual MSP production. These decisions reflect Sherritt's commitment to balancing long-term growth opportunities with responsible capital management.

In the Power division, Sherritt achieved a 10% increase in electricity production, driven by its multiyear optimization efforts. These included bringing new gas wells into production, improving equipment availability, and increasing utilization rates. This growth was achieved despite lower production from Varadero due to planned grid frequency control measures aimed at stabilizing the Cuban national grid following nationwide power outages, highlighting the division's critical role in supporting Cuba's energy infrastructure.

Sherritt also made significant progress on several environmental, social and governance (ESG) initiatives in 2024. The company completed baseline energy and greenhouse gas emissions assessments at the Moa JV mine site and Fort Site, as well as a climate risk and opportunity assessment for Energas operations. Following two fatalities in 2023, Sherritt conducted a comprehensive root cause analysis and began implementing the resulting Fatality Prevention Action Plan at the Moa JV mine site. This included conducting comprehensive safety strategy sessions across all operations, hiring additional health and safety personnel, and refocusing efforts on felt leadership, supervisor competencies, and contractor safety. In 2024, Sherritt had zero work-related fatalities across all Sherritt sites.

1 Net direct cash cost (NDCC), a non-GAAP financial measure. For additional information see *Non-GAAP and other financial measures*.
2 Mining processing and refining (MPR) costs per pound of nickel sold (MPR/lb).

2025 MANAGEMENT INFORMATION CIRCULAR

You have received this management information circular because you owned common shares of Sherritt International Corporation as of the close of business on April 30, 2025 and are entitled to receive notice of our 2025 annual and special meeting of shareholders and to vote your shares.

This year, Sherritt is mailing out this circular in a notice package to both our registered and non-registered shareholders. As a part of the notice package, you will receive a form of proxy or a voting instruction form so you can vote your shares.

This management information circular provides important information about the business of the meeting, the voting process, governance at Sherritt and how we pay our directors and executives.

The Board has approved the contents of this circular and has authorized us to send it to our shareholders of record, each director and the external auditor.

By order of the Board,

Leon Binedell
President and Chief Executive Officer

Toronto, Ontario
April 29, 2025

In this document:
- *we*, *us*, *our*, *company, corporation* and *Sherritt* mean Sherritt International Corporation
- *you*, *your* and *shareholder* mean holders of Sherritt common shares
- information is in Canadian dollars, unless indicated otherwise
- information is as of April 29, 2025, unless indicated otherwise

Record date
April 30, 2025

Registered office
Sherritt International Corporation
Bay Adelaide Centre, East Tower
22 Adelaide Street West, Suite 4220
Toronto, ON M5H 4E3

ABOUT THE MEETING

If you held Sherritt common shares at the close of business on April 30, 2025, you are eligible to vote at our 2025 annual and special shareholder meeting. Each share is entitled to one vote on each item of business to be voted on. Your vote is important to us, and we encourage you to cast your vote. This section of our circular tells you about the meeting – where and when to vote, what you will be voting on, and where to find more information.

If you have any questions, Shareholders may contact Kingsdale, Sherritt's strategic advisor by telephone at 1-866-229-8263 (toll-free in North America) or 1-437-561-5030 (text and call enabled outside North America), or by email at contactus@kingsdaleadvisors.com.

Please join us at our 2025 annual and special meeting

Where
Torys LLP
Toronto Dominion Centre
79 Wellington St. W., #3300
Toronto, Ontario
M5K 1N2

When
Tuesday, June 10, 2025
10:00 a.m. (Eastern Time)

Where to find it

11 Voting
15 Business of the meeting
18 About the nominated directors

VOTING

Who can vote

If you held Sherritt common shares at the close of business on April 30, 2025, you are eligible to vote at our 2025 annual and special shareholder meeting. Each share is entitled to one vote on each item of business to be voted on.

Our authorized capital consists of an unlimited number of common shares. We had 496,288,680 shares outstanding as of the date of this circular. Persons or entities who own more than 10% of our total shares outstanding according to public records include Kyma Capital Limited, who owns or exercises control over 67,000,000 common shares (13.5%) of our total shares outstanding, and Ewing Morris & Co. Investment Partners Ltd. and SC2 Inc. as joint actors, who own or exercise control over 59,047,570 common shares (11.9%) of our total shares outstanding. Our directors and executive officers are not aware of any other person or entity who beneficially owns or exercises direction or control over, directly or indirectly, more than 10% of our total shares outstanding.

The Board and management are soliciting your proxy for the meeting. Solicitation is mostly by mail, but you may also be contacted by a Sherritt director, officer or employee to encourage you to vote Sherritt has retained Kingsdale Advisors to provide a broad array of strategic advisory, governance, strategic communications, digital and investor campaign services on a global retainer basis in addition to certain fees accrued during the life of the engagement upon the discretion and direction of Sherritt.

Counting the votes
Votes will be counted and tabulated by our transfer agent, TSX Trust Company, to keep individual shareholder votes confidential. Proxies are kept confidential unless it is clear that a shareholder has a message for management, the validity of the proxy is in question or it is required by law.

How to vote

Registered shareholders

You are a registered shareholder if you hold a share certificate. Your meeting materials package includes a proxy form.

Vote in person

If you would like to vote in person, do not complete your proxy form because your vote will be taken and counted at the meeting. Bring the proxy form and your photo ID with you, and check in with a representative of our transfer agent, TSX Trust Company, when you arrive at the meeting.

Vote by proxy

Voting by proxy is the easiest way to vote. It means you appoint another person (your proxyholder) to attend the meeting for you and vote your shares according to your instructions. A shareholder has the right to appoint a person or entity (who need not be a shareholder) to attend and act for them on their behalf at the meeting other than the persons named in the enclosed instrument of Proxy.

You can appoint the Sherritt representatives named in the proxy form to act as your proxyholder, or you can appoint someone else. If you appoint the Sherritt representatives, you can simply vote using the methods below. Your proxyholder does not need to be a Sherritt shareholder. If you would like to appoint another person, print that person or entity's name in the space provided in the form. Make sure they know that you have appointed them as your proxyholder and that they must attend the meeting on your behalf and vote your shares according to your instructions. If you appoint a proxyholder, your shares represented by the proxy will be voted or withheld from voting in accordance with your instructions on any ballot that may be called for and, if you specify a choice with respect to any matter to be acted upon, your shares will be voted accordingly.

REGISTERED SHAREHOLDERS

(YOU HOLD A SHARE CERTIFICATE OR A DRS STATEMENT REGISTERED IN YOUR NAME)

VOTING BY INTERNET

Go to www.meeting-vote.com and follow the voting instructions. You will require a 13-digit control number (located on the front of your proxy form) to identify yourself.
Votes can be forwarded by e-mail to TSX Trust at: proxyvote.com

VOTING BY PHONE

To vote by phone should call 1.888.489.7352. You will require your 13-digit control number (located on the front of your proxy) form to identify yourself.

VOTING BY MAIL OR DELIVERY

Complete, sign, and date your proxy form and return it to:

TSX Trust Company (Canada), Attention: Proxy Department, P.O. Box 721, Agincourt, Ontario M1S 0A1

VOTING BY FAX

Complete, sign, and date your form of proxy form and return it by fax to 1.416.595.9593.
On the fax please write:
To the Toronto Office of TSX Trust (Proxy Department)

TSX Trust Company must receive your voting instructions by 10:00 a.m. (Eastern Time) on June 6, 2025 and, if the meeting is adjourned or postponed, no later than 48 hours (excluding Saturdays, Sundays and holidays) the date preceding the adjourned or postponed meeting.

The Chair of the meeting can accept or reject late proxies, and waive or extend the deadline for receiving proxies at his discretion and without notice.

If you appointed the Sherritt representatives named in the proxy form to be your proxyholder and do not specify your voting instructions, your shares will be voted:

- FOR the reappointment of Deloitte LLP as our auditor and to authorize the directors to set their compensation
- FOR the amendment of the stock option plan
- FOR our approach to say on executive pay
- FOR each of the nominated directors.

Only registered shareholders or duly appointed proxyholders are permitted to vote at the meeting.

Non-registered shareholders

You are a non-registered shareholder if your shares are registered under the name of an intermediary (your securities dealer, brokerage firm, bank, trust company, administrator of a registered plan (like an RRSP, RRIF or RESP) or other financial institution, or held in the name of a clearing agency (such as the Canadian Depository for Securities (CDS)) that your intermediary deals with. You are the beneficial owner of the shares and you have the right to instruct your intermediary how to vote your shares. Your notice-and-access letter includes a voting instruction form or proxy form provided by your intermediary if you have requested your intermediary to appoint you as a proxyholder (the voting document).

Vote in person

Print your name in the space provided in your voting document or write to them to ask that you be appointed proxyholder. Then follow your intermediary's instructions for returning the form. Each intermediary has its own procedures so please follow the instructions provided by them.

Bring your photo ID and check in with a TSX Trust Company representative when you arrive at the meeting.

Vote by proxy

Voting by proxy is the easiest way to vote. It means you appoint another person (your proxyholder) to attend the meeting for you and vote your shares according to your instructions.

You can appoint the Sherritt representatives named in the proxy form to act as your proxyholder, or you can appoint someone else. If you appoint the Sherritt representatives, you can simply vote using the methods below. Your proxyholder does not need to be a Sherritt shareholder. If you would like to appoint another person, print that person or entity's name in the space provided in the Voting Instruction Form. Make sure they know that you have appointed them as your proxyholder and that they must attend the meeting on your behalf and vote your shares according to your instructions. If you appoint a proxyholder, your shares represented by the proxy will be voted or withheld from voting in accordance with your instructions on any ballot that may be called for and, if you specify a choice with respect to any matter to be acted upon, your shares will be voted accordingly.

How to submit your voting instructions

NON-REGISTERED SHAREHOLDERS

(YOU HOLD SHARES THROUGH A CANADIAN BANK, BROKER OR OTHER INTERMEDIARY)

VOTING BY INTERNET

Go to www.proxyvote.com and follow the voting instructions on the screen. You will require a 16-digit control number (located on the front of your voting information form (VIF) to identify yourself.

VOTING BY PHONE

To vote by phone should call 1.800.474.7493 (English) or 1.800.474.7501 (French). You will require a 16-digit control number (located on the front of your VIF) to identify yourself.

VOTING BY MAIL OR DELIVERY

Complete, sign, and date your VIF and return it in the postage prepaid envelope.

VOTING BY FAX

Complete, sign, and date your VIF and return it by fax to 905.507.7793 or 1.866.623.5305.

We also use the Broadridge QuickVote™ service to help non-registered shareholders vote their shares over the phone. Non-registered shareholders may be contacted by Kingsdale to help them with this service. Broadridge tabulates the results of all the voting instructions received and provides the appropriate instructions for those shares at the meeting.

Submit your voting instructions right away to allow enough time for your intermediary to process your voting instructions. TSX Trust Company must receive your voting instructions from your intermediary by 10:00 a.m. (Eastern Time) on June 6, 2025 and, if the meeting is adjourned or postponed, no later than 48 hours (excluding Saturdays, Sundays and holidays) preceding the adjourned or postponed meeting.

Shares will be voted or withheld from voting according to shareholder's instructions on any ballot that may be called for.

Questions about voting?
Contact our strategic shareholder advisor and proxy solicitation agent,

Kingsdale:

By telephone
- 1-866-229-8263 (toll-free in North America)
- (437) 561-5030 (call collect outside North America)

By email
contactus@kingsdalesadvisors.com

The Chair of the meeting can waive or extend the deadline for receiving proxies at his discretion and without notice.

If you appointed the Sherritt representatives named in the voting document to be your proxyholder and do not specify your voting instructions, your shares will be voted:

- FOR the reappointment of Deloitte LLP as our auditor and to authorize the directors to set their compensation
- FOR the amendment of the stock option plan
- FOR our approach to say on executive pay
- FOR each of the nominated directors.

Changing your vote

You can revoke your voting instructions if you change your mind:

Registered shareholders

- Go online and submit a new proxy form.
- Submit another voting document and send it by mail or fax to TSX Trust Company. A properly completed proxy form with a later date automatically revokes a previously submitted proxy form.
- Send a written statement to TSX Trust Company indicating your wish to have your proxy form revoked.

Send your new proxy form or written statement to TSX Trust Company, Attention: Proxy Department, P.O. Box 721, Agincourt, Ontario, M1S 0A1. They must receive it before 10:00 a.m. (Eastern Time) on June 6, 2025 or 48 hours (excluding Saturdays, Sundays and holidays) preceding the date of an adjourned or postponed meeting.

Non-registered shareholders

- Go online and submit new voting instructions.
- Complete another voting document and follow the instructions for returning the form provided by your intermediary. A properly completed voting document with a later date automatically revokes a previously submitted form.
- Send a written statement to your intermediary indicating that you wish to have your voting document revoked.

Send your new form or written statement to your intermediary right away because they must forward it to TSX Trust Company. TSX Trust Company must receive the new form or statement before 10:00 a.m. (Eastern Time) on the last business day before the meeting (or reconvened meeting if the meeting is postponed or adjourned).

Regardless of whether you are a registered or non-registered shareholder, you can also give your notice to the Chair of the meeting before the start of the meeting (or reconvened meeting if the meeting is postponed or adjourned), or send new instructions in any other manner permitted by law.

Electronic delivery

Non-registered shareholders are asked to consider signing up for electronic delivery (e-delivery) of the meeting materials.

E-delivery has become a convenient way to make distribution of materials more efficient and is an environmentally responsible alternative by eliminating the use of printed paper and the carbon footprint of the associated mail delivery process. Signing up is quick and easy, go to www.proxyvote.com and sign in with your control number, vote for the resolutions at the meeting and following your vote confirmation, you will be able to select the electronic delivery box and provide an email address. Having registered for electronic delivery, going forward you will receive your meeting materials by email and will be able to vote on your device by simply following a link in the email sent by your financial intermediary, provided your intermediary supports this service.

BUSINESS OF THE MEETING

We must have quorum for the shareholder meeting to proceed and to transact business. Quorum is two or more persons present in person or by proxy, representing at least 25% of the votes entitled to be cast at the meeting.

There are five items of business to be covered at the meeting. We require a simple majority of votes cast for an item to be approved by shareholders. Voting results for our 2025 annual and special meeting will be posted on our website and SEDAR+.

We are not aware of any director or executive officer at any time in 2025, or a director nominee or an associate or affiliate, having a material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any item of business.

1. Receiving our 2024 financial statements

If you asked us to send you our annual financial statements for the year ended December 31, 2024, you should have already received a copy in a separate mailing. If you haven't received it, you can find a copy of our Management's Discussion and Analysis (MD&A) and Audited Consolidated Financial Statements in our 2024 Annual Report on our website and SEDAR+.

2. Re-appointing our auditor and approving their compensation

You will vote on re-appointing Deloitte LLP, Chartered Professional Accountants, Licensed Public Accountants (Deloitte LLP) as our external auditor for the 2025 financial year and authorize the directors to set the auditor's compensation. Deloitte LLP has served as our auditor since November 1995.

Deloitte LLP is independent of Sherritt and our subsidiaries within the meaning of the Rules of Professional Conduct of the Chartered Professional Accountants of Ontario.

The Board recommends that shareholders vote FOR the reappointment of Deloitte LLP to serve as external auditor of Sherritt for 2025 and to authorize the Board to set the auditor's compensation.

The table below shows the fees paid to the external auditor for 2023 and 2024.

	2023	2024
Audit fees For the audit of our annual consolidated financial statements and review of our quarterly consolidated financial statements and services normally provided for statutory and regulatory filings or engagements such as research of accounting and audit related issues and assurance audits	$2,665,000	$2,167,000
Audit-related fees For assurance and related services that are reasonably related to the performance of the audit or review of our consolidated financial statements and are not reported as audit fees	$254,000	$110,000
Tax-related fees For assistance and advice relating to the preparation of corporate income tax returns and expatriate services, other tax compliance and advisory services	$139,000	$114,000
Total	$3,058,000	$2,391,000

3. Stock option plan amendment

Based on shareholder feedback and compensation reviews by independent advisors, in 2023 Sherritt re-introduced stock options as a form of executive compensation. However there was insufficient inventory to issue additional options for 2025 compensation. The stock option inventory was last approved and updated in 2010 and set at 17.5 million options available for grant of which 6.4 million have been exercised between 2010 and 2017, 7.9 million are issued and outstanding, leaving an inventory at April 29, 2025 of 3.2 million.

The Board believes that the proposed amendment is in the best interests of the Corporation and recommends that shareholders vote FOR the resolution amending the stock option plan.

As outlined on page 77, the total annual stock options available for grant are limited to 1% of outstanding shares to restrict dilution during periods of low share prices. As such, Sherritt is requesting inventory for a 3-year forward looking period, which amounts to 15 million options to be granted at a maximum of approximately 5 million per annum (1% of outstanding shares).

At the shareholder meeting, shareholders will be asked to ratify, confirm and approve, with or without variation, an amendment to the stock option plan of the Corporation. The amendment will set the maximum number of shares that can be issued under the stock option plan to 15,000,000 shares. All other terms and conditions of the plan will remain unchanged.

A majority of the votes cast by shareholders at the meeting is required to approve the amendment to the stock option plan. The management representatives designated in the enclosed form of proxy intend to vote FOR the ratification, confirmation and approval of the amendment to the stock option plan.

As of April 29, 2025, there were 496,288,680 shares issued and outstanding, with 7,873,956 shares issuable upon the exercise of outstanding options and 3,217,248 shares available for new option grants, representing approximately 1.6% and 0.6% of the Corporation's issued and outstanding shares, respectively. All of the outstanding options were out of the money as at April 29, 2025. For a complete breakdown of outstanding options, please refer to our 2024 Annual Financial Statements available on our website and SEDAR+.

In 2024, the option grant burn rate was 0.95%, calculated by dividing the 3,758,381 options issued during the period by the 397,288,680 shares outstanding at the beginning of the period. The Human Resources Committee and the Board of Directors believe that the current number of available shares under the stock option plan is insufficient to allow the Corporation to allocate 25% of executive equity incentive compensation to stock options which minimized cash expense to the company, continues to align executive compensation with shareholders and allows the company to attract and retain talented individuals on a going forward basis in a competitive landscape.

Stock options align with shareholder interests, reward for contributions by recognizing the achievement of long-term corporate and strategic goals and support retention through deferred vesting and settlement. Upon approval of the amendment, a maximum of 15,000,000 shares will be available for new option grants, representing approximately 3.0% of the Corporations' issued and outstanding shares, and together with the 7,873,956 shares issuable upon the exercise of outstanding options, the aggregate total number of shares issuable under the stock option plan represents approximately 5.0% of the Corporation's issued and outstanding shares.

The terms and conditions of the stock option plan are summarized on page 77.

RESOLVED THAT:
The stock option plan of the Corporation be amended to increase the maximum number of common shares of the Corporation that can be issued under the stock option plan to 15,000,000 Shares.

4. Voting on our approach to executive compensation

Our executive compensation program is designed to pay for performance and align the interests of our executive team with the long-term interests of our shareholders.

The Board recommends that shareholders vote FOR our approach to executive compensation.

Please take some time to read about our executive compensation program and 2024 pay decisions starting on page 56 before you vote your shares.

We hold an annual advisory vote on "say on pay" to support good governance and to give shareholders the opportunity to approve our approach to executive compensation as described in this circular. Last year we received support for our approach to executive compensation with 64% of the votes cast in favour.

In 2024, Sherritt continued its shareholder outreach efforts, engaging with holders representing approximately 20% of the company's issued and outstanding shares. Discussions focused on Sherritt's strategy, operational performance, market outlook, and executive compensation. Feedback from these engagements informed the development of this year's circular and provided valuable insights that enhanced the transparency and clarity of Sherritt's disclosure materials. This input was also considered by the Human Resources Committee and the Board in their review of relevant policies and practices. See page 28 for more information about these meetings.

Sherritt's Board, along with independent external advisors, in 2024, completed an accelerated review of executive compensation and corporate costs to take into account feedback from shareholders. Consistent with its review in 2022, executive compensation was assessed relative to peers to ensure it is aligned with the current size, scope and complexity of Sherritt as well as ensure that it is strategic, fair, appropriate and competitive, and aligns with shareholder experience.
The review determined executive compensation to be in line with benchmarks and that any potential changes would be reflected in 2025.

You can read more about this year's nominated directors beginning on page 18, governance at Sherritt beginning on page 23 and executive pay beginning on page 40.

This year you will vote on the following resolution:

RESOLVED THAT:
on an advisory basis and not to diminish the role and responsibilities of the Board of Directors, that the shareholders accept the approach to executive compensation disclosed in Sherritt's management information circular delivered in connection with the 2025 annual and special meeting of shareholders.

While this vote is non-binding on the Board, following the shareholder meeting, the Board will review the vote results on the Say-on-Pay resolution, engage with shareholders and consider changes to the executive compensation program based on shareholder feedback.

5. Electing our directors

The Board has determined that seven directors will be elected to the Board this year to serve a term of one year until the end of our 2026 annual meeting, unless a director resigns or otherwise leaves office.

You will be asked to elect the following nominees as directors. Each of them currently serves on our Board, is qualified and experienced, and has expressed his or her willingness to serve another term.

> The Board recommends that shareholders vote FOR each of the nominated directors.
> You can read about the nominated directors beginning on page 18.

You can vote for or against each director nominee:

1. Leon Binedell
2. Louise Blais
3. Shelley Brown
4. Dr. Peter Hancock
5. Sir Richard Lapthorne
6. Chih-Ting Lo
7. Richard Moat

Management does not contemplate that any of the nominees will be unable, or for any reason become unwilling, to serve as a director. If for any reason this happens before the meeting, the persons named in your proxy form or voting instruction form have the right to vote for another nominee, at their discretion, unless you have specified in your proxy form or voting instruction form that your shares are to be withheld from voting in the election of any of the directors.

6. Considering any other business properly brought before the meeting

As of the date of this circular, the directors and management are not aware of any amendments, variations or other matters that may be brought before the meeting (or any adjournment or postponement).

If this happens, your proxyholder has discretionary authority to vote on the matters as they see fit.

Shareholder proposals for next year's annual meeting
The CBCA allows eligible shareholders to submit shareholder proposals to us. In accordance with amendments to the CBCA that came into effect August 2022, we must receive shareholder proposals for our 2026 annual meeting by **March 12, 2026, being the end of the 60-day period in which shareholder proposals must be submitted which begins on January 11, 2026** to consider including them in next year's management information circular.

ABOUT THE NOMINATED DIRECTORS

We have a strong, independent Board. Six of the seven nominated directors (86%) are independent, including our Board Chair. Leon Binedell is not independent because he also serves as our President and Chief Executive Officer.

All seven nominated directors have committed to serving on the Board for a one-year term, and all these directors currently serve on our Board. Each is qualified and experienced and brings a strong mix of skills and experience across disciplines and industry sectors.

INDEPENDENCE	GENDER DIVERSITY	GEOGRAPHIC DIVERSITY
86% are independent	**43%** are women	**71%** Canada
AVERAGE AGE	**AVERAGE TENURE**	
62 years	**3** years	**29%** International

2024 attendance

The table below is a summary of the Board and committee meetings held in 2024 and the attendance of the nominated directors. You can read about each director's attendance record on page 36.

	Number of meetings	Overall meeting attendance
Board of directors	10	98%
Audit Committee	6	100%
Human Resources Committee	5	100%
Nominating and Corporate Governance Committee	4	100%
Reserves, Operations and Capital Committee	5	100%

You can read more about the nominated directors in the profiles that follow, including their background and experience, 2024 meeting attendance, compensation and voting results as well as their equity ownership and other directorships.

Information about the Sherritt equity each nominee owns beneficially, or exercises control or direction over, has been provided by each nominee. Non-executive directors receive an equity retainer in deferred share units (DSUs), which are notional units that track the value of Sherritt common shares and earn dividend equivalents at the same rate as dividends paid on our common shares. The value shown in each director profile is calculated by multiplying the number of units/shares held by the director by the higher of the grant/purchase price or the closing price of our common shares on the TSX on December 31, 2024 ($0.16).

Qualified and experienced nominees

100%

Experience in mining/ resource industry, international business or capital projects

86%

Experience in risk management and evaluation

57%

Financially literate or have experience in financial reporting, finance or mergers and acquisitions

86%

Experience in human resources or executive compensation

LEON BINEDELL

President and Chief Executive Officer,
Sherritt International Corporation
Not independent

Residence: Ontario, Canada
Age: 51
Director since: June 1, 2021
2024 meeting attendance: 100%
2024 vote: 95.05% *for*

Areas of expertise

- Mining/resource industry
- International business
- Government relations
- Capital projects
- Enterprise management
- Financial literacy/reporting
- Corporate governance
- Operations
- Human Resources/executive compensation
- Environment, health, safety and sustainability
- Risk management/evaluation
- Finance/M&A
- Board leadership

Business experience

Leon Binedell has served as President and Chief Executive Officer since June 2021. Prior to Sherritt, Mr. Binedell served as Chief Financial Officer of Guyana Goldfields Inc. from August 2019 to August 2020 on the successful sale of the company.
Mr. Binedell has over 25 years of industry experience in leading international operations, companies and joint ventures. His international career has taken him to five countries with experience across the mining sector in bulk mining, base metals and precious metals, including complex operating environments and joint ventures.

His career included an operating executive role in private equity overseeing a large portfolio of mining and mining innovation companies across the globe spanning the commodities spectrum, as well as consulting and advisory roles where he led PricewaterhouseCoopers LLP's Mining & Energy Financial consulting group.

Other public company boards in the past five years

None

Other boards

None

Public board interlocks

None

Education

- Chartered Professional Accountant

Equity ownership

Shares: 525,523
Performance share units: 5,496,798
Restricted share units: 2,905,067
Stock options: 2,988,577
Total value: $3,720,304

Meets his equity ownership requirement (see page 48).

LOUISE BLAIS

Corporate Director
Independent

Residence: Québec, Canada
Age: 58
Director since: March 21, 2024
2024 meeting attendance: 94%
2024 vote: 96.65

Areas of expertise

- Mining/resource industry
- International business
- Government relations
- Human resources/ executive compensation
- Environment, health, safety and sustainability
- Board leadership

Business experience

Louise Blais has served as a director of Sherritt since March 2024. Ms. Blais was Canada's Ambassador and Deputy Permanent Representative to the United Nations in New York from 2017 to 2021. As a senior diplomat, brings deep experience navigating global markets and governments, having worked closely with Canadian companies in foreign markets, specializing in trade policy, investment attraction and export promotion. Currently, she is an Associate at the Atlanta-based Pendleton Group and Senior Advisor to the Business Council of Canada. Having begun her career at Interpol, Ms. Blais joined the Department of Foreign Affairs in 1996. As a senior diplomat, she served abroad in Washington, Tokyo and as Minister-Counsellor in Paris. She was Consul General in Atlanta, representing Canada in six U.S. states (North Carolina, South Carolina, Tennessee, Georgia, Alabama and Mississippi), before being named Ambassador to the UN in 2017. In 2023, she was appointed to the national Board of Invest in Canada. Ms. Blais holds a Bachelor of Arts from McGill University, is a John Robson Lecturer at Emory University, an Expert-in-Residence at Laval University and a Non-resident lecturer at the Sam Nunn School of International Affairs at Georgia Tech.

Other public company boards in the past five years

None

Other boards

- Advisory Council of ADC Technology

Public board interlocks

None

Education and distinctions

- Bachelor of Arts (McGill University)
- John Robson Lecturer at Emory University
- Diplomat-in-Residence at Laval University
- Diplomat-in-Residence at the Sam Nunn School of International Affairs at Georgia Tech

Equity ownership

Shares: 0
Deferred share units: 306,053
Total value: $68,500

As she was appointed March 21, 2024, she has until March 21, 2029 to meet her equity ownership requirement (see page 37).

SHELLEY BROWN

Corporate Director
Independent

Residence: Saskatchewan, Canada
Age: 68
Director since: August 6, 2024
2024 meeting attendance: 100%
2024 vote: N/A

Areas of expertise

- Mining/resource industry
- International business
- Capital projects
- Reserve evaluation
- Enterprise management
- Financial literacy/reporting
- Corporate governance
- Operations
- Human resources/ executive compensation
- Risk management/evaluation
- Finance/M&A
- Board leadership

Business experience

Shelley Brown has served as a director of Sherritt since August 2024. As a Senior Audit Partner with Deloitte LLP, she worked with a number of the firm's major audit clients including multi-national mining and oil and gas companies listed in both Canada and the U.S. During her time in public practice, she served as the Director for Audit Services in Saskatchewan and also as Regional Managing Partner in Saskatchewan. Ms. Brown has over 30 years of board experience including serving on the boards of Stantec Incorporated and Inter Pipeline Limited. She previously served as the Chair of the Canadian Institute of Chartered Accountants. In 2013, she was appointed as the first Chair of CPA Canada. Ms. Brown is the recipient of numerous awards recognizing her accomplished career including receiving Lifetime Achievement Awards from the CPA Institutes of British Columbia and Saskatchewan and in 2018, she was named as a member of the Order of Canada for her contributions to her profession and her community. Ms. Brown holds a Bachelor of Commerce from the University of Saskatchewan, is a Fellow of Chartered Professional Accountants of British Columbia, Alberta, Saskatchewan and Ontario and holds the Canadian Institute of Corporate Directors designation (ICD.D).

Other public company boards in the past five years

- Stantec Inc.

Other boards

- Inter Pipeline Ltd.

Public board interlocks

None

Education and distinctions

- ICD Rotman Directors Education Program, Institute of Corporate Directors, ICD.D
- A Fellow of Chartered Professional Accountant (CPA, CMA), The Society of Management Accountants of Ontario/British Columbia / Saskatchewan
- Bachelor of Commerce, University of Saskatchewan

Equity ownership

Shares: 0
Deferred share units: 103,669
Total value: $19,697

As she was appointed August 6, 2024, she has until August 2029 to meet her equity ownership requirement (see page 37).

DR. PETER HANCOCK

Corporate Director
Independent

Residence: Nova Scotia, Canada
Age: 61
Director since: November 10, 2021
2024 meeting attendance: 100%
2024 vote: 85.80% *for*

Areas of expertise

- Mining/resource industry
- International business
- Government relations
- Capital projects
- Reserve evaluation
- Enterprise management
- Corporate governance
- Operations
- Human resources/ executive compensation
- Environment, health, safety, and sustainability
- Risk management/evaluation
- Board leadership

Business experience

Dr. Peter Hancock has served as a director of Sherritt since November 2021. Dr. Hancock is a mining industry executive with more than 30 years of experience with Glencore plc overseeing nickel mining operations, developing and commercializing process technologies, and ramping up nickel projects. As vice president of Glencore's Nickel assets in Western Australia, Dr. Hancock oversaw the Murrin Nickel-Cobalt mining operations. In his time as president of Koniambo Nickel SAS in New Caledonia from 2011 to 2016, Dr. Hancock led the completion, commissioning, and ramp-up of a US$7 billion greenfield Nickel Mine project. He previously led the Brunswick Smelter and also led Technology and Business Development for Noranda Zinc. Earlier in his career, he contributed to significant advancements in his field as a program leader and research engineer at the Noranda Technology Center. More recently, he was appointed as a director of Sibanye Stillwater Ltd. in 2024, serves as an advisor to IXM S.A., and has also served as strategic advisor to Nemaska Lithium Inc. Dr. Hancock holds a Ph.D in Metallurgical Engineering from McGill University and both a Master of Applied Science and a Bachelor of Engineering from Technical University of Nova Scotia.

Other public company boards in the past five years

- Sibanye-Stillwater

Other boards

None

Public board interlocks

None

Education and distinctions

- Ph. D in Metallurgical Engineering, McGill University
- Master of Applied Science, Technical University of Nova Scotia
- Bachelor of Engineering, Technical University of Nova Scotia (Dalhousie University)

Equity ownership

Shares: 100,000
Deferred share units: 852,046
Total value: $339,677

Has until November 2026 to meet his equity ownership requirement (see page 37).

SIR RICHARD LAPTHORNE

Chairman
Corporate Director
Independent

Residence: Buckinghamshire, UK
Age: 81
Director since: September 14, 2011
2024 meeting attendance: 100%
2024 vote: 74.48% *for*

Areas of expertise

- Mining/resource industry
- International business
- Government relations
- Capital projects
- Enterprise management
- Financial literacy/ reporting
- Corporate governance
- Operations
- Human resources/ executive compensation
- Risk management/evaluation
- Finance/M&A
- Board leadership

Business experience

Sir Richard Lapthorne has served as Chair of Sherritt's Board of Directors since June 2019 and as a director since September 2011. An experienced executive with deep knowledge of enterprise management, he served as a Finance Director or as Chairman of various FTSE 100 and non-quoted companies in the United Kingdom since 1986. He was Finance Director of Courtaulds plc from 1986 until 1992 as well as Finance Director of British Aerospace plc from 1992 and Vice Chairman from 1998 until his retirement in 1999. From 1996 to 2003 he was Chairman of Amersham plc (now GE Healthcare Technologies Inc.) having joined its board as a non-executive director in 1989. After he floated Orange plc for British Aerospace plc in 1996 he was appointed a non-executive director until it was sold to Mannesmann AG in 1999. He was the Chairman of Cable & Wireless Communications plc and Cable & Wireless plc from 2003 until 2016. He served as Chairman of CPP Group plc until 2021 and has received approval by the United Kingdom's regulatory Financial Conduct Authority under their designation of Chief Executive Function (CF3). His non-quoted appointments have included Chairman of PWC's Public Interest Body, the McLaren Group and New Look plc, and positions with Fleming Holdings Ltd. and JP Morgan. He is also a fellow of each of the Chartered Institute of Management Accountants, Chartered Institute of Certified Accountants and the Institute of Corporate Treasurers in the United Kingdom and holds a Bachelor of Commerce degree from The University of Liverpool.

Other public company boards in the past five years

- CPP Group Plc.

Other boards

- Outland Estates Limited
- Albert Square Estates Limited
- Verdi Estates Limited

Public board interlocks

None

Education and distinctions

- Fellow, Chartered Institute of Management Accountants (UK)
- Fellow, Chartered Association of Certificated Accountants (UK)
- Bachelor of Commerce, Liverpool University, England
- Knighthood for services to the telecommunications industry

Equity ownership

Shares: 290,500
Deferred share units: 1,676,461
Total value: $1,411,449

Meets his equity ownership requirement (see page 37).

CHIH-TING LO

Corporate Director
Independent

Residence: British Columbia, Canada
Age: 44
Director since: March 1, 2022
2024 meeting attendance: 100%
2024 vote: 87.01% *for*

Areas of expertise

- Mining/resource industry
- International business
- Capital projects
- Reserve evaluation
- Enterprise management
- Corporate governance
- Operations
- Environment, health, safety and sustainability
- Risk management/evaluation

Business experience

Chih-Ting Lo has served as a director of Sherritt since March 2022. She is the founder and President of EELO Solutions, a management consulting firm specializing in the development of strategic plans and technical solutions focused on reducing net greenhouse gas emissions for the industrial sector. Over the past 20 years, she has advised mining companies, public utilities, and governments globally to innovate and to improve their carbon footprint and sustainability practices. She is currently Board Vice Chair at the Metro Vancouver Zero Emissions Innovation Centre, a federally seeded impact investment fund to catalyze, accelerate and scale climate action innovation. She also serves on the board of directors and board of advisors of several climate tech companies in minerals and mining space. Ms. Lo holds a Professional Engineer designation from Engineers and Geoscientists BC, a Masters of Science, Chemical Engineering degree from Queen's University, and a Bachelor of Applied Science, Chemical Engineering from the University of British Columbia. Ms. Lo also holds the Canadian Institute of Corporate Directors designation (ICD.D).

Other public company boards in the past five years

None

Other boards

- Metro Vancouver Zero Emissions Innovation Centre (vice chair)
- Minviro Ltd. (compensation committee)

Public board interlocks

None

Education and distinctions

- Professional Engineering designation from Engineers and Geoscientists, BC
- Master of Science, Chemical Engineering, Queen's University
- Bachelor of Applied Science, Chemical Engineering, University of British Columbia
- ICD Rotman Directors Education Program, Institute of Corporate Directors of Canada, ICD.D

Equity ownership

Shares: 89,000
Deferred share units: 860,564
Total value: $346,442

Has until March 2027 to meet her equity ownership requirement (see page 37).

RICHARD MOAT

Corporate Director
Independent

Residence: Birmingham, UK
Age: 70
Director since: April 29, 2025
2024 meeting attendance: N/A
2024 vote: N/A

Areas of expertise

- International business
- Government relations
- Capital projects
- Enterprise management
- Financial literacy/ reporting
- Corporate governance
- Human resources/ executive compensation
- Risk management/evaluation
- Finance/M&A
- Board leadership

Business experience

Richard Moat has a strong track record successfully leading business transformations. Mr. Moat was the Chairperson of the Board for VANTIVA SA serving until 2024. Prior to that, he was the CEO of Eir Limited, where he successfully led a turnaround that generated shareholder value in excess of €1 billion. Joining Eir as CFO in 2012, he took the helm as CEO in 2014 through 2018. Mr. Moat holds a Diploma in Corporate Finance and Accounting from London Business School and has a master's degree in Law from St Catharine's College, Cambridge.

Other public company boards in the past five years

- Vantiva S.A.

Other boards

- Eir Limited

Public board interlocks

None

Education and distinctions

- Fellow, Chartered Association of Certificated Accountants (UK)
- Diploma in Corporate Finance and Accounting, London Business School
- Master's of Art (Law), Cambridge University

Equity ownership

Shares: 0
Deferred share units: 0
Total value: $0

As he was appointed April 29, 2025, he has until April 2030 to meet his equity ownership requirement (see page 37).

GOVERNANCE

At Sherritt, we believe that sound corporate governance is critical to earning and retaining the trust of our shareholders, and other stakeholders.

Our governance practices reflect the vision and priorities that we promote as a company and support ethical behaviour and high-performance standards throughout the organization – all critical elements for improving overall company performance.

Where to find it

24 About the Board
26 The role of the Board
29 Board committees
32 Board composition
36 What we expect of directors
38 Director compensation

ABOUT THE BOARD

Board structure

Shareholders	Elect the Board for a term of one year.
Board of directors	Responsible for governance and stewardship of the company, and accountable to Sherritt shareholders. You can find a copy of the Board's mandate in Appendix A and on our website (www.sherritt.com).
Board Committees	Established by the Board to help carry out its responsibilities: • Audit Committee • Human Resources Committee • Nominating and Corporate Governance Committee • Reserves, Operations and Capital Committee The Committees provide expertise and resources in specific areas, enhance the quality of discussion at board meetings and facilitate decision-making. All four Committees are made up of independent directors. The Board and its committees each meet in camera (without management present) at every quarterly meeting. In 2024, there were four in-camera meetings of the Board, five of the Human Resources Committee, four of the Nominating and Corporate Governance Committee, six of the Audit Committee, and five of the Reserves, Operations and Capital Committee. Each committee meets and operates independently of management. Membership is reviewed annually and members are selected by the Board on the recommendation of the Nominating and Corporate Governance Committee. You can read about each committee beginning on page 29. Committee mandates are reviewed annually and approved by the Board, and are posted on our website (www.sherritt.com).

The Board is responsible for overseeing the management of the business and our affairs. Our articles stipulate that our Board must have three to 15 directors. The Board is authorized to set the number of directors from time to time in accordance with our by-laws and a special resolution of shareholders.

This year the Board will consist of seven members and each director is qualified and experienced in business and sound corporate governance practices. The Board has a written mandate that sets out its purpose, responsibilities and composition. A copy of the mandate is in Appendix A starting on page 83.

The Board has delegated certain responsibilities to its four standing committees to help it fulfill its responsibilities. The Nominating and Corporate Governance Committee is responsible for making recommendations to the Board about our approach to corporate governance including the annual review of our governance policy.

Independence

The majority of our Board is composed of independent directors, with the sole exception of Leon Binedell, who also serves as our President and Chief Executive Officer.

We determine independence of our directors using the definition set out in National Instrument 58-101 – *Disclosure of Corporate Governance Practices* (NI 58-101). A material relationship exists if the Board believes that a relationship could be reasonably expected to interfere with the director's independent judgment and is deemed to exist under certain prescribed circumstances set out in NI 58-101.

About conflicts of interest
A director who has a real or perceived conflict of interest about a matter under consideration is required to recuse him or herself from all Board deliberations or discussions on the matter.

Meeting in camera

The independent directors meet in camera without management present at every quarterly meeting of the Board and at other times as necessary. The Board Chair presides over these meetings.

Our board committees are composed entirely of independent directors and hold in camera sessions during each quarterly committee meeting, as well as additional sessions as needed. Committees operate independently of management, ensuring they fulfil their mandates and provide well-informed recommendations to the Board.

The Audit Committee holds separate in camera sessions with both the external and internal auditors at least once per quarter, without management present, to review financial matters and discuss conclusions from internal audits.

If action is required, Committee Chairs provide management with updates on the key outcomes of in camera sessions.

Position descriptions

We have formal position descriptions for key leadership roles including the Board Chair, Committee Chairs and the President and Chief Executive Officer.

Where to find the position descriptions
You can find a copy of the position description for the Board Chair in Appendix B on page 87. The position descriptions for the Chairs of each of the Board's four standing committees and the President and Chief Executive Officer are available on our website (www.sherritt.com).

Board Chair

The Board Chair provides leadership to the Board and is responsible for effectively managing the affairs of the Board and ensuring that it functions efficiently. The Board Chair, since independent, also advises the President and Chief Executive Officer on all matters concerning the interests of Sherritt, the Board and the relationships between management and the Board.

Committee Chairs

The Chair of each Board Committee is responsible for leading their Committee in fulfilling its duties and responsibilities as set out in the Committee's mandate. The Committee Chair reports to the Board at its next meeting, updating the Board on any decisions or recommendations reached by the Committee and its considerations in the process.

President and Chief Executive Officer

The President and Chief Executive Officer has primary responsibility for the management of the business and our affairs in accordance with our corporate strategy and objectives approved by the Board and within the limitations of authority determined by the Board.

THE ROLE OF THE BOARD

The Board is responsible for overseeing the management of Sherritt's business and affairs.

Corporate governance

Sound corporate governance is the foundation of Sherritt's success and is essential to promoting and protecting the interests of our shareholders. The Board oversees Sherritt's governance framework, with support from the Nominating and Corporate Governance Committee, to ensure transparency, accountability, and adherence to the highest ethical standards.

The Board is committed to fair and accurate reporting, including financial reporting, to shareholders and other stakeholders. It also promotes ethical and legal corporate conduct through a robust system of governance, internal controls and disclosure practices. The Board believes that Sherritt is best served by a governance model that ensures directors are informed, engaged, and independent from management.

As a Canadian public company, Sherritt complies with all applicable rules and regulations, including National Instrument 58-101 − Disclosure of Corporate Governance Practices and National Policy 58-201 – Corporate Governance Guidelines.

Strategic direction

The Board, with the assistance of its committees, is responsible for reviewing, assessing and approving Sherritt's strategic plan and the annual business plans as developed by management. The Board also provides guidance on strategic opportunities, risk management, and operational priorities. Each year, the Board participates in a dedicated strategy session with senior management to provide input into the strategic direction of the company and to assess relevant strategic risks.

The Board also approves key policies governing Sherritt's approach to capital expenditures, acquisitions and dispositions, disclosure and communications, finance and investment, risk management, and human resources. It also reviews our processes to assess and manage risk and discusses this with management. Management provides regular updates on the company's principal risks at each scheduled Board meeting, ensuring that the Board remains informed and engaged in overseeing risk mitigation efforts.

Risk oversight

The Board is responsible for overseeing how management identifies, assesses and manages risk. This includes ensuring that appropriate systems are in place to address principal risks.

The Audit Committee ensures management's approach to identifying, monitoring and disclosing risks that could impact financial results and reporting.

The Human Resources Committee assists the Board in overseeing risks related to compensation practices.

The Reserves, Operations and Capital Committee assists the Board in oversight of operating and capital expenditures and monitors risks related to environmental, health and safety, security, and sustainability.

Our principal risks range from market conditions, including commodity risks and securities market fluctuations and price volatility, liquidity and access to capital, jurisdictional and political risks, including without limitation operations in Cuba and related U.S. Government policy towards Cuba, restrictions in debt instruments including debt covenants and mandatory repayments, environmental risks and liabilities, labour relations and environment, health and safety, climate change and greenhouse gas emissions, risks in relation to information technologies systems and cybersecurity, identification and management of growth opportunities, depletion of reserves, risks associated with our joint venture, mining, processing and refining risks, operating risks, project operations generally, capital and operating cost estimates, equipment failure and other unexpected failures, among other things, together with risks associated with sourcing and supply. You can read more about our risk factors in our 2024 Annual Information Form and our MD&A for the year ended December 31, 2024 on our website and SEDAR+.

Sherritt's divisions each compile a risk register based on a common matrix, which is reviewed by the senior management of the division. The risk registers form the basis of the Enterprise Risk Management (ERM) report which is presented quarterly to the senior executive team by Finance. Finance also reviews external publications on risks and emerging risks related to the mining industry.

The ERM report contains information about the *top known risks* (those that could have an impact on our financial strength, strategic position or reputation) and *other risks being monitored*, as identified in the risk register and by Finance. The final ERM report is presented twice a year to the Board and includes a description of each top known risk, a discussion of the context of the risk, an action plan to manage the risk, board accountability and an update on the steps management has taken to address the risk. The significant known risks are listed for the purpose of discussion. As part of its annual risk assessment, Finance also reviews the top known risks and significant known risks against the Internal Audit plan.

Management succession planning

The Human Resources Committee is responsible for succession planning and uses a multi-year, talent management framework.

The Human Resources Committee reviews the succession plan for the CEO position annually and discusses its review and recommendations with the Board without the CEO present. The Human Resources Committee meets annually with the Chief Human Resources Officer to review other key management positions leadership development initiatives.

The succession process includes reviewing Sherritt's talent pool based on criteria such as performance, diversity, tenure, and leadership competencies. The CEO provides input on the succession plans for positions reporting directly to the CEO role.

Leadership diversity

Sherritt is committed to fostering diversity and across all levels of the organization. Our Diversity and Inclusion Policy ensures that diversity is a key consideration in evaluating candidates for all positions.

In 2019, Sherritt launched a five-year global diversity and inclusion framework, which includes site-specific implementation plans. While the initial focus was on gender diversity, the framework has evolved to address broader systemic issues and promote an inclusive and respectful workplace.

Sherritt has set a target to double the percentage of women in the organization from 18% to 36% by 2030. In 2024, Sherritt continued its multi-year efforts to enhance diversity literacy, align business processes and policies to be more inclusive, and develop a metrics framework to track and improve performance in this area.

Sherritt is a member of Catalyst, an organization working to help accelerate progress for women in the workplace.

Currently, three of the independent directors (50%), one of our executive officers (20%) and three vice presidents (50%) are women and/or self-identify as a member of a visible minority. We disclose these metrics to provide comparable information to other organisations. At Sherritt we strive to be inclusive of all forms of diversity and do not only pursue diversity around gender and identifiable visible minorities.

Although the Board has not set targets for the number of women, visible minorities, persons with disabilities, or persons with Aboriginal status in senior management positions, we remain committed to monitoring diversity levels and may consider formal targets in the future if necessary. The United States embargo on Cuba presents challenges in attracting and retaining highly qualified individuals, requiring flexibility in our recruitment process.

Disclosure and communications

Sherritt is committed to transparent, timely, and accurate communication with shareholders and the public, in full compliance with legal and regulatory requirements, including continuous disclosure obligations under securities laws.

Disclosure policy

Sherritt's disclosure policies ensure the safeguarding of confidential information, and the timely, consistent, and accurate dissemination of material information. Our Timely Disclosure and Confidentiality policy applies to all methods and forms of communication.

Disclosure committee

Our Disclosure Committee, chaired by the Chief Financial Officer, reviews and approves all public disclosures, including news releases, securities filings and other external communications. The committee includes the Chief Commercial Officer, Associate General Counsel and Director of Investor Relations and Corporate Affairs.

Each board committee reviews the public disclosure relevant to its mandate, before submission to the full Board for approval. For example, the Audit Committee reviews all financial disclosure, including the annual and interim financial statements and MD&A.

To ensure transparency and accountability, Sherritt routinely evaluates the design and effectiveness of its disclosure controls.

Shareholder engagement

Sherritt values open and ongoing communication with its shareholders. We engage with shareholders through various channels, including our website, disclosure documents, and quarterly conference calls, which are accessible to the public. Specific shareholder inquiries are handled by our Investor Relations group. Management also interacts with investors through conferences held by various dealers as well through non-deal roadshow meetings.

In addition, Sherritt's outreach program facilitates direct engagement between shareholders and the Board. Initiated in 2016, this program allows the Chair of the Board and a Committee Chair to meet with shareholders to discuss strategy, governance, and compensation matters.

In 2024, Sherritt continued its outreach efforts, engaging with shareholders representing approximately 20% of the company's issued and outstanding shares. Discussions covered topics such as Sherritt's strategy, operational performance, market outlook, and executive compensation. Feedback from these meetings informed the preparation this year's circular and provided valuable insights for the Human Resources Committee and the Board when reviewing policies and practices. This feedback helps improve the transparency and clarity of Sherritt's disclosure materials.

Communicating with the Board

The Board welcomes input from shareholders. Shareholders wishing to contact the Board or any of its committees may do so by writing to the Associate General Counsel & Assistant Corporate Secretary:

Board of Directors of Sherritt International Corporation
c/o Associate General Counsel & Assistant Corporate Secretary
Sherritt International Corporation
Bay Adelaide Centre, East Tower
22 Adelaide Street West, Suite 4220 Toronto, ON M5H 4E3

BOARD COMMITTEES

The Board has four standing committees, each composed entirely of independent directors. These committees operate autonomously from management and are guided by specific mandates that outline their duties and responsibilities. Each committee is led by its Chair, who is responsible for ensuring the committee effectively fulfills its mandate. The mandates for all Board committees are publicly available on our website (www.sherritt.com).

To support their work, Board committees have the authority to retain external counsel or consultants, with fees up to $150,000. Any fees exceeding this threshold require approval from the Board.

The reflected committee memberships below assume that the proposed Director nominees will be elected.

Audit Committee

Independent: 100%	Members:
Meetings in 2024: 6	Shelley Brown (Chair effective August 6, 2024) Richard Moat and Sir Richard Lapthorne

The Audit Committee is responsible for ensuring the integrity and accuracy of Sherritt's financial and ESG reporting and disclosure controls and procedures. This includes reviewing our financial and related disclosure and overseeing compliance with legal and regulatory requirements relating to financial reporting, the external auditor's qualifications and independence, and the performance of the internal and external auditors.

The Audit Committee also oversees management of our principal financial and business risks, our internal controls, our tax status, the adequacy of our insurance coverage, among other things. It also approves the external audit plan, and the nature and fees of non-audit services and recommends the external auditors to the Board.

Additionally, the Audit Committee is responsible for overseeing cybersecurity risk, information security, and technology risk as well as management actions to identify, assess, mitigate and remediate material issues. The Audit Committee receives regular quarterly reports from Internal audit and at least annually, the Board reviews and discusses the company's Cyber Security Program.

Each member is financially literate within the meaning of National Instrument 52-110 – *Audit Committees*.

Some members of the Audit Committee are also members of the Human Resources Committee to ensure alignment of discussions and decisions.

You can find more information about the Audit Committee in our 2024 Annual Information Form on our website and SEDAR+.

Human Resources Committee

Independent: 100%	Members:
Meetings in 2024: 5	Louise Blais (Chair since October 30, 2024)
	Chih-Ting Lo and Richard Moat

The Human Resources Committee oversees our director and executive compensation, in addition to the human resources strategic plan, incentive compensation plans, performance assessment of the executive team, retirement benefits and succession planning. It also establishes our compensation policies and oversees executive compensation risk.

The Committee reviews director compensation to ensure that it continues to be appropriate for the duties, responsibilities and risks of being a director and stays competitive with the market and makes recommendations to the Board as appropriate.

The Committee also makes recommendations to the Board about executive compensation including the program structure, balance of fixed and variable elements of compensation, terms and conditions of employment, incentive plan design, performance evaluations for our senior executive officers, compensation decisions and management succession planning. It oversees our retirement plans through the work of the Management Retirement Committee.

The Human Resources Committee meets with its independent advisor without management present and the external advisor attends all regular committee meetings to provide advice and counsel. Management is invited to attend committee meetings to present recommendations and updates.

Some of the members of the Human Resources Committee are also members of the Audit Committee and the Reserves, Operations and Capital Committee to ensure alignment of discussions and decisions.

Nominating and Corporate Governance Committee

Independent: 100%	Members:
Meetings in 2024: 4	Sir Richard Lapthorne (Chairman since May 23, 2013)
	Louise Blais, Shelley Brown, Peter Hancock, Chih-Ting Lo and Richard Moat

The Nominating and Corporate Governance Committee oversees all governance matters and establishes our corporate governance policies and practices. It is also responsible for identifying new candidates for nomination or appointment to the Board.

The Nominating and Corporate Governance Committee makes recommendations to the Board about the size, composition and mandates of the Board and committees, the qualifications of director candidates and nominees, board succession, the board assessment process and position descriptions or terms of reference for the President and Chief Executive Officer, Board Chair and Chair of each Board committee.

The Nominating and Corporate Governance Committee also oversees director orientation and continuing education, all proposed related party transactions and situations for potential conflicts of interest, and it reviews our code of business conduct and ethics.

Reserves, Operations and Capital Committee

Independent: 100%	Members:
Meetings in 2024: 5	Peter Hancock (Chair since March 1, 2022)
	Shelley Brown and Chih-Ting Lo

The Reserves, Operations and Capital Committee is responsible for reviewing our mineral reserves (including oil and gas reserves) and those of affiliated and related entities. It also oversees the availability, maintenance, growth and integrity of our reported reserve base, including any additional potential reserves.

The Reserves, Operations and Capital Committee reviews the selection criteria and appointment of our designated qualified persons, the report of the qualified persons and the disclosure of our annual reserves and resources information, the annual reconciliation of reserves to mine production, our internal controls and disclosure controls and procedures relating to reserves and resources estimation.

The Reserves, Operations and Capital Committee receives reports from management on all material matters related to reserves and resources estimation, industry standards and regulations about the estimation and publication of reserves and resources and developments and monitors steps by management to manage our risk exposures. It also reviews our procedures relating to the disclosure of information on oil and gas activities, the selection of the qualified reserves evaluators or auditors selected to report to the Board on our oil and gas reserves and resource data, and our annual reserves and resource estimates prior to disclosing publicly.

With respect to its responsibility for overseeing production and related activities, the Committee reviews, monitors and oversees our ongoing production and related operations to enhance alignment with Sherritt's strategic objectives and initiatives and annual plans.

The Committee Is also responsible for reviewing, monitoring and overseeing the management of our major capital projects and expenditures on a worldwide basis which have or may have a material impact on Sherritt. The Committee also oversees our environment, health and safety, security and other sustainability management systems, policies, programs and targets.

The Committee makes recommendations to the Board about the scope of environment, health and safety, security and sustainability risks to our operations and future growth, voluntary commitments we have made in this area, and compliance with legal and regulatory requirements. It also monitors legislative trends, domestic and international norms, stakeholder expectations and industry best practices and reviews sustainability information and performance data, corporate-level audits and management response and plans, our crisis management plan and our annual sustainability report.

The Committee ensures its assessment of controls to manage environment, health and safety, security and sustainability risks aligns with the Audit Committee's oversight of internal controls.

Although overall responsibility for Sherritt's ESG strategy and initiatives rests with our Board, the Committee assists the Board to carry out these responsibilities.

A member of the Reserves, Operations and Capital Committee is a member of each of the Human Resources Committee and Audit Committee to ensure alignment of discussions and decisions.

BOARD COMPOSITION

Our goal is to assemble a high performing board with a diversity of skills, background and experience to ensure that the Board can carry out its responsibilities effectively. Our directors are strong leaders in their field (ideally from an industrial background with experience in mining, energy, operations or large capital-intensive industry), have strong experience in either corporate strategy, operations or geopolitical risk, can engender trust and respect in the boardroom, and bring diversity to the Board.

The individual skills, knowledge and experience of individual directors complement those of their colleagues on the Board. This provides diversity, balance of views and perspectives, ensures well informed oversight and thoughtful exchange with management.

Diversity

We recognize the value of diversity and inclusion and believe that we benefit from the insight, innovation and good judgment that comes from including a variety of perspectives in the decision-making and strategic planning process. Our diversity and inclusion policy makes diversity of the Board one of the criteria that the Nominating and Corporate Governance Committee considers in recruiting and selecting director candidates.

We have revised our diversity and inclusion policy to formally acknowledge the designated groups specifically identified under recent amendments to the *Canada Business Corporations Act*, including women, Aboriginal peoples, persons with disabilities and members of visible minorities. The amended and expanded diversity and inclusion policy reflects our commitment to promoting a diverse and inclusive work environment. The Nominating and Corporate Governance Committee audits compliance with the diversity and inclusion policy as it relates to the recruitment and selection of potential directors, tracks the progress the company has made in achieving the objectives of the policy, and periodically provides reports to the Board. The Nominating and Corporate Governance Committee also recommends amendments to the diversity and inclusion policy when necessary.

The Nominating & Corporate Governance Committee is aware of the work that needs to be done to create a more diverse leadership team for companies in Canada. As part of its recruitment and selection process, the Nominating and Corporate Governance Committee considers the level of representation of designated groups on the Board. Sherritt has reached its previous goal of having at least 30% female independent directors on its Board by its 2022 annual meeting, as we have three female independent directors, representing 43% of the Board and 50% of the independent directors.

The Board has not otherwise adopted targets for representation on the board of Aboriginal peoples, visible minorities, or persons with disabilities. Currently, one of our six independent directors self-identifies as a member of a visible minority. As with executive roles, the United States' embargo on Cuba has made it difficult for us to attract and retain highly qualified individuals to serve on the Board, so we must maintain flexibility in our recruitment process. However, we have attained a suitable level of diversity and will seek to maintain and further enhance the diversity of the board as circumstances require or allow.

Skills matrix

The Board maintains a skills matrix to evaluate the competencies and skills of the Board based on the background and experience of each director.

The skills matrix is updated every year using a self-assessment completed by each director, and used to identify gaps or areas for strengthening the Board when recruiting new director candidates to fill board vacancies. It is also taken into account when determining the composition of our board committees and choosing committee chairs.

	Leon Binedell	Louise Blais	Shelley Brown	Peter Hancock	Sir Richard Lapthorne	Chih-Ting Lo	Richard Moat	Total
Appointed	June 2021	March 2024	August 2024	November 2021	September 2011	March 2022	April 2025	
Mining/resource industry	✓	✓	✓	✓	✓	✓		6
International business	✓	✓	✓	✓	✓	✓	✓	7
Government relations	✓	✓		✓	✓		✓	5
Capital projects	✓		✓	✓	✓	✓	✓	6
Reserve evaluation			✓	✓		✓		3
Enterprise management	✓		✓	✓	✓	✓	✓	6
Financial literacy/reporting	✓		✓		✓		✓	4
Corporate governance	✓		✓	✓	✓	✓	✓	6
Operations	✓		✓	✓	✓	✓		5
Human resources/ executive compensation	✓	✓	✓	✓	✓		✓	6
Environment, health, safety and sustainability	✓	✓		✓		✓		4
Risk management/evaluation	✓		✓	✓	✓	✓	✓	6
Finance/M&A	✓		✓		✓		✓	4
Board leadership	✓	✓	✓	✓	✓		✓	5
Language skills		French		French	French	Chinese (Mandarin)		

Our working language across the organization is English, but the official language of Cuba, the main jurisdiction of our foreign operations, is Spanish. Where specific language capabilities do not exist, translators are used to ensure effective engagement that allows directors to interact more effectively with local stakeholders, including government officials and employees.

Orientation

The Nominating and Corporate Governance Committee is responsible for making sure new directors receive a proper orientation to Sherritt and their duties and responsibilities as directors.

The orientation program focuses on new directors having a clear understanding of their responsibilities, developing a good working relationship with the other members of the Board, and becoming familiar with our operations and management team so they can actively participate in meetings from the outset.

The program has several components and covers the director's first year on the Board:

- Site visits – new directors have an opportunity to visit our business units and major projects (physically, or when not so permitted, virtually).
- Interaction with management – new directors meet with key members of the management team.
- Legal obligations – new directors attend a session with our outside counsel so they have a full understanding of their legal obligations as a director.
- Committee orientation – committee Chairs, together with appropriate management representatives, provide orientation on the committees the new director will be joining. New directors also attend meetings of other committees as an observer.

New directors also receive a package of reference materials including a handbook with relevant corporate and business information (articles, by-laws, organization and corporate charts, board mandate, committee mandates, etc.), annual strategic landscape, risk and strategic project materials, current continuous disclosure documents, and board presentations from the previous year.

Continuing education

We expect directors to keep abreast of issues affecting our business.

We organize continuing education sessions that include meetings with management, and outside experts as appropriate, to discuss regulatory changes, corporate governance developments, developments in the mining and oil and gas industries and market conditions, among other things.

Directors complete continuing education sessions and attend briefings on various topics relating to the jurisdictions where our subsidiaries and joint venture operate, including the various political, regulatory and economic environments.

We provide directors with quarterly updates on our foreign operations, which includes updates on political, economic and social developments in Cuba. We also retain the services of consultants with knowledge of the political and economic situation in those countries to advise on current developments from time to time. Directors also participate in scheduled trips to our operations in Canada and Cuba, where they meet with the senior executives responsible for local operations, participate in site visits, meet with government officials, local leaders and stakeholders, and learn about the local business culture and practices.

The table below is a summary of the continuing education sessions attended in 2024 by nominees who were directors in that year. We reimburse directors for any out-of-pocket expenses.

Mining industry	Presented/hosted by	Attendees
Energas Site Visit	Energas JV	Shelley Brown Peter Hancock Chih-Ting Lo
Fort Site Visit	Sherritt	Leon Binedell Louise Blais Steven Goldman Peter Hancock Sir Richard Lapthorne Chih-Ting Lo
Accounting/audit/finance/ Technology		
Economic Updates	Deloitte Podium Director Education	Shelley Brown
Impacts of Tariffs	Deloitte Podium Director Education	Shelley Brown
AI and Cybersecurity	Deloitte Podium Director Education	Shelley Brown
Human resources		
Managing Organizational Change	Deloitte Podium Director Education	Shelley Brown
Directors Education Program	Institute of Corporate Directors of Canada	Shelley Brown Chih-Ting Lo

Assessment

Our Board assessment process includes an annual director self-assessment and peer evaluation and, at the discretion of the Nominating and Corporate Governance Committee, a periodic Board assessment conducted by an independent third party. An independent assessment was most recently conducted in 2022. The evaluation process considers the skills and expertise of each director as well as their individual contributions to the Board and committees and also assesses overall Board and committee effectiveness.

The Board Chair, or a director acting on his or her behalf, is responsible for administering the annual Board assessment process. The Board Chair or his nominee solicits feedback from each of the director's peers on the particular director's performance over the course of the past year, on overall Board and committee effectiveness and on potential opportunities to enhance Board effectiveness, while the Chair of the Nominating and Corporate Governance Committee (or designate) solicits feedback on the Board Chair. The Board Chair or Chair of the Nominating and Corporate Governance Committee discusses the feedback with each director as part of their annual performance review.

Board succession and renewal

We monitor board renewal to ensure a reasonable turnover, an orderly succession of directors, and a diverse, dynamic, and highly qualified board. We achieve board renewal through a skills gap assessment by the Nominating and Corporate Governance Committee, the board assessment process and ordinary attrition as directors decide not to stand for re-election. If there is not sufficient renewal through our normal process, the Nominating and Corporate Governance Committee will take appropriate incremental steps to ensure reasonable renewal. There is no expectation that a director will remain on the Board for any particular “term” or period of time, and renewal processes apply equally to newer and longer serving directors.

The Nominating and Corporate Governance Committee is responsible for recommending desirable competencies to the Board and for identifying new candidates for nomination or appointment to the Board. The Nominating and Corporate Governance Committee is comprised solely of independent directors, however, also seeks input from the President and CEO.

The Nominating and Corporate Governance Committee considers several factors in the search process including the necessary competencies and skills for serving on our Board, the existing skillset of the Board and any desirable skills and competencies. The Nominating and Corporate Governance Committee also considers the candidate’s background and experience, personal attributes and their ability to devote sufficient time and resources to serving as a member of our Board.

Candidates meet with the Chair, Chair of the Nominating and Corporate Governance Committee (or designate), the Chair of the Human Resources Committee and the President and Chief Executive Officer to discuss their background and experience in more detail and our expectations of directors. Candidates also receive an overview of the business in these meetings. Three new independent directors have joined the Board in 2024, one in 2023 and one in 2022. Our average Board tenure is 3 and a half years.

Retirement and term limits

We do not have a mandatory retirement policy or term limit for directors. The Board believes that mandatory retirement and term limits may result in the loss of effective directors with deep knowledge of Sherritt. The Board also believes these limits are too restrictive – our directors face increased potential liabilities and restrictions arising from Title IV of the Helms-Burton Act, which introduces additional complications into the recruitment processes for new directors. Instead, we follow our director assessment process every year to make sure director effectiveness and board renewal are considered together.

WHAT WE EXPECT OF DIRECTORS

We expect our directors to demonstrate sound judgment and to act in our best interests.

Integrity and ethical conduct

Our business ethics policy sets out the rules and guidelines for ethical behaviour at Sherritt and is based on our values and the laws, regulations and rules that apply to our business. The policy applies to Sherritt directors, officers and employees and all new directors and employees must read the policy when hired and acknowledge that they will abide by the policy. The Board has never waived any aspect of the business ethics policy.

Our whistleblower policy allows employees and others to report any violations or concerns regarding the policy confidentially and without fear of reprisal for anyone acting in good faith. Concerns can be reported anonymously to the internal auditor, who will bring the reports to the attention of the Audit Committee for investigation and response, or through our independent whistleblower hotline (online or by phone) which is managed by a third party and forwards any reports to the internal auditor for follow-up.

Our commitment to integrity and ethical conduct extends to all aspects of our business. We have separate policies and procedures that address specific areas of business ethics including anti-corruption, timely disclosure and confidentiality, reportable concerns and insider trading, among others. You can read more about our corporate governance practices on our website (www.sherritt.com). If you would like a copy of any of the policies mentioned above, please contact us at info@sherritt.com.

Anti-corruption policy
Our anti-corruption policy, adopted in 2012 and most recently amended in 2021, sets out standards of conduct and practices which must be followed by Sherritt employees and representatives in dealing with public officials in order to comply with Canada's Corruption of Foreign Public Officials Act and other applicable anti-corruption laws.

The policy applies to our directors, officers, employees and agents and we have conducted training sessions across the organization to make sure our people, particularly those who have significant interactions with governments and third parties, understand the policy and how it applies to them.

Meeting attendance

Regular Board and committee meetings are set at least a year in advance, with special meetings scheduled as required. Directors are expected to attend all board meetings and all of their committee meetings unless there are exceptional circumstances that preclude attendance and to come fully prepared and remain in attendance for the duration of the meetings. Directors are invited to all committee meetings regardless of whether they are a member of that committee.

The table below shows the 2024 director attendance record for meetings of committees they were a member of.

	Board		Audit		Human Resources		Nominating and Corporate Governance		Reserves, Operations and Capital	
Leon Binedell	11 of 11	100%								
Louise Blais[1]	9 of 10	90%			2 of 2	100%	2 of 2	100%		
Shelley Brown[2]	3 of 3	100%	2 of 2	100%			1 of 1	100%	1 of 1	100%
Peter Hancock	11 of 11	100%			5 of 5	100%	4 of 4	100%	5 of 5	100%
Sir Richard Lapthorne	11 of 11	100%	6 of 6	100%			4 of 4	100%		
Chih-Ting Lo	11 of 11	100%			5 of 5	100%	4 of 4	100%	7 of 7	100%

1 Louise Blais joined Sherritt as a director in March 2024, after the March Board or Committee meetings. Louise Blais' attendance reflects all Board or Committee meetings in May 2024 and onward.

2 Shelley Brown joined Sherritt as a director in August 2024. She did not attend any Board or Committee meetings in February, May and July 2024 as a director.

Equity ownership

We require directors to own Sherritt equity to align their interests with those of our shareholders. Directors are required to hold five times their annual cash retainer in shares and/or DSUs, and they have five years from the date they joined the Board to meet the requirement.

We calculate the value of each director's Sherritt equity by multiplying the number of their units/shares by the grant/purchase price or the closing price of our shares, whichever is higher, on the TSX on December 31 ($0.16 for 2024).

The table below shows director share ownership as at December 31, 2024[1]:

	Required equity ownership			Actual equity ownership as of December 31, 2024				
	Retainer	Multiple of cash retainer	Amount	Shares	DSUs	Total	Multiple of cash retainer	Status
Louise Blais[2]	$90,000	5.0x	$450,000	$0	$68,500	$68,500	0.8x	below requirement
Shelley Brown[3]	$90,000	5.0x	$450,000	$0	$19,697	$19,697	0.2x	below requirement
Peter Hancock[4]	$90,000	5.0x	$450,000	$38,500	$301,177	$339,677	3.8x	below requirement
Sir Richard Lapthorne	$90,000	5.0x	$450,000	$353,263	$1,058,186	$1,411,449	15.7x	meets requirement
Chih-Ting Lo[5]	$90,000	5.0x	$450,000	$43,940	$302,502	$346,442	3.8x	below requirement

1 Leon Binedell does not appear in this table because he is an executive director and a named executive officer and does not receive any compensation for serving as a director of the Board. Please see page 65 for information about his compensation and page 48 for information about his equity ownership requirements.
2 Louise Blais was appointed to the Board on March 21, 2024 and has until March 21, 2029 to meet the share ownership requirement.
3 Shelley Brown was appointed to the Board on August 6, 2024 and has until August 6, 2029 to meet the share ownership requirement.
4 Peter Hancock was appointed to the Board on November 10, 2021 and has until November 10, 2026 to meet the share ownership requirement.
5 Chih-Ting Lo was appointed to the Board on March 1, 2022 and has until March 1, 2027 to meet the share ownership requirement.

DIRECTOR COMPENSATION

Director compensation is reviewed regularly so we can continue to attract and retain qualified directors to the Board. Compensation is benchmarked against the same comparator group used to benchmark executive compensation so we stay competitive with the market.

Directors receive an annual retainer that is split between cash and equity to align with shareholder interests and recognize directors for their time and commitment to carrying out their Board and committee duties and responsibilities. The equity component is paid in DSUs. DSUs are phantom share units that track the value of Sherritt common shares. These must be retained until the director retires or otherwise leaves the Board. DSUs vest immediately upon grant, earn dividend equivalents as additional units at the same rate as dividends (if any) paid on our common shares, and are redeemed for cash after a director leaves the Board. We use the volume-weighted average trading price of our shares on the TSX for the five days immediately before the redemption date to value the DSU payout. The Board can amend the DSU plan at any time as long as the changes do not materially affect the right of the director participating in the plan. The Board can also approve any variations to the terms of DSUs that have been granted, with the consent of the participant.

2024 Director fee schedule

The table shows the director annual fee schedule for 2024. Compensation is paid in equal instalments following the end of each quarter.

The Board approves our director compensation based on the recommendations of the Human Resources Committee. Director fees are benchmarked relative to our comparator group (see page 49).

	2024 Cash	2024 Equity
Annual retainer		
Director	$90,000	$130,000
Additional retainers		
Board Chair[1]	$130,000	
Deputy Chair	$20,000	
All Committee Chairs	$25,000	

1 The Board Chair does not receive Committee Chair fees.

Director compensation table

The table below shows the total aggregate compensation paid to all directors for 2024 was $1,556,288.

	Cash retainer	Board/ committee chair fees	Total fees earned	DSU awards	Option-based awards	Non-equity incentive compensation	All other compensation	Total compensation
Maryse Bélanger[1]	$20,423	$4,538	$24,962	$29,500	–	–	–	$54,462
Louise Blais[2]	$69,923	$4,167	$74,090	$101,000	–	–	–	$175,090
Shelley Brown[3]	$36,136	$10,038	$46,174	$52,197	–	–	–	$98,371
Steven Goldman[4]	$69,923	$0	$69,923	$101,000	–	–	–	$170,923
Peter Hancock	$90,000	$45,833	$135,833	$130,000	–	–	–	$265,833
Anna Ladd-Kruger[5]	$52,500	$5,641	$58,141	$75,833	–	–	–	$133,974
Sir Richard Lapthorne	$90,000	$130,000	$220,000	$130,000	–	–	–	$350,000
Chih-Ting Lo	$90,000	$0	$90,000	$130,000	–	–	–	$220,000
John Warwick[6]	$32,192	$8,942	$41,135	$46,500	–	–	–	$87,635

1 Maryse Bélanger stepped down as Director on March 21, 2024.
2 Louse Blais was appointed to the Board on March 21, 2024.
3 Shelley Brown was appointed to the Board on August 6, 2024.
4 Steven Goldman will be stepping down as Director on June 10, 2025.
5 Anna Ladd-Kruger stepped down as Director on July 30, 2024.
6 John Warwick stepped down as Director on May 8, 2024.

DSU awards: Director compensation is awarded following the end of each quarter. We calculated the number of DSUs granted to each director by dividing the dollar amount of the award by the volume-weighted average trading price of our common shares on the TSX for the five trading days immediately before each grant date: $0.35 (April 15, 2024), $0.26 (July 15, 2024), $0.19 (October 15, 2024) and $0.16 (January 15, 2025). The number of units granted has been rounded up to the nearest whole unit.

Value of DSU awards vested or earned during the year

The table shows the total dollar value that would have been realized by each director if the DSUs that vested in 2024 had been paid out on the vesting date. The value vested during the year is calculated by multiplying the number of DSUs granted to each director in the calendar year by the volume-weighted average trading price of our common shares on the TSX for the five trading days immediately before the grant/vesting date: $0.31 (January 15, 2024), $0.35 (April 15, 2024), $0.26 (July 15, 2024) and $0.19 (October 15, 2024). As payments are paid in arrears, this table captures awards made in 2024. The payment for the 4th quarter of 2024 is made in January 2025.

	DSU awards
Maryse Belanger	$62,000
Louise Blais	$68,500
Shelley Brown	$19,697
Steven Goldman	$68,500
Peter Hancock	$130,000
Anna Ladd-Kruger	$108,333
Sir Richard Lapthorne	$130,000
Chih-Ting Lo	$130,000
John Warwick	$79,000

Outstanding DSU awards

The table shows the market or payout value of vested DSUs not paid out or distributed as of December 31, 2024. Directors do not receive other share-based awards or option grants. The value is based on the number of DSUs held by the director at year-end, multiplied by the closing price of our shares on the TSX on December 31, 2024 ($0.16).

	Market or payout value of vested DSUs not paid out or distributed
Maryse Belanger	$277,918
Louise Blais	$48,968
Shelley Brown	$16,587
Steven Goldman	$48,968
Peter Hancock	$136,327
Anna Ladd-Kruger	$60,754
Sir Richard Lapthorne	$268,234
Chih-Ting Lo	$137,690
John Warwick	$295,173

HOW WE PAY OUR EXECUTIVES

Executive pay at Sherritt supports our strategy, motivates our executives to achieve our strategic and annual objectives without encouraging them to take undue risks and aligns their interests with the long-term interests of our shareholders. It is an important tool to attract and retain a strong, focused and resilient executive team to lead the company through all phases of the commodity cycle.

This section of our circular describes how we compensated our 2024 named executive officers:

- Leon Binedell, President and Chief Executive Officer (CEO)
- Yasmin Gabriel, Chief Financial Officer (CFO)
- Elvin Saruk, Chief Operating Officer[1] (COO)
- Greg Honig, Chief Commercial Officer (CCO)
- Ward Sellers, Senior Vice President, General Counsel and Corporate Secretary (SVP, Legal)

Note:
1 Elvin Saruk was promoted to COO January 15, 2024.

Where to find it

41 Letter from the Chair of the Human Resources Committee

44 Compensation discussion and analysis
- 44 Overview
- 46 Compensation governance
- 47 Managing compensation risk
- 48 Equity ownership
- 49 Compensation benchmarking
- 52 Compensation process
- 55 Compensation components
- 56 2023 Executive compensation decisions
- 70 Share performance and executive compensation

72 Compensation details
- 72 Summary compensation table
- 74 Equity compensation
- 78 Retirement savings
- 79 Termination and change of control benefits

Letter from the Chair of the Human Resources Committee

Dear fellow shareholders,

In 2024, Sherritt's executive team adeptly navigated extremely challenging market conditions. While many western mining companies were forced to place their nickel mines on care and maintenance, divest assets, or declare insolvency, Sherritt continued to build on its efforts to grow the business. By identifying and advancing opportunities that deliver value to our stakeholders, the team demonstrated resilience, strategic foresight, and operational excellence.

The executive team maintained a sharp focus on identifying growth opportunities while strengthening the company's balance sheet. In the face of a significant downturn in the nickel and cobalt markets that began in 2023, the team preserved liquidity by lowering costs, enhancing production capabilities, and effectively managing cash flow.

Throughout the year, the team achieved several key milestones, positioning the organization for long-term success and maintaining financial health in a volatile market. Notable accomplishments included:

- Delivered year-over-year improvements in our Metals division with finished nickel and cobalt production and net direct cash costs all within guidance ranges. Achieving guidance on net direct cash costs was particularly notable given the significantly lower cobalt by-product credits.
- Achieved a 22% year-over-year increase in finished nickel sales by expanding market opportunities, which contributed to stronger cash flows.
- Undertook a detailed and proactive review of strategic options to address the upcoming maturity of the Senior Secured Notes that were maturing on November 30, 2026, culminating in the CBCA transaction completed in April 2025 that extends the maturity of Sherritt's debt obligations to late 2031, lowers annual interest expense and significantly improves the company's capital structure.
- Developed a long-term tailings management plan aligned with international best practices and secured a US $60 million (100% basis) equivalent loan in Cuban pesos through the Moa JV to support critical tailings management spending.
- Skillfully managed port and rail disruptions in Canada by adjusting maintenance activities to mitigate production impacts.
- Effectively managed response to natural disasters and power infrastructure challenges in Cuba through comprehensive risk management protocols, preventing any health, safety, or environmental incidents.
- Advanced phase two of the Moa JV expansion program to increase annual MSP production by 20% of contained nickel and cobalt.
- In our Power division, reached a six-year high in electricity production by optimizing equipment availability, increasing utilization rates, and bringing an additional gas well online - the third in two years.
- Implemented organizational restructuring and cost reduction initiatives, expected to yield annualized savings of approximately $17 million.
- Strategically purchased nickel put options, delivering a net positive cash impact of $6 million completed a debt refinancing process, including the successful amendment of the syndicated revolving-term credit facility to extend its maturity to April 30, 2026, securing key covenant relief, and finalizing a recapitalization transaction in April 2025.
- Successfully amended the syndicated revolving-term credit facility to extend its maturity to April 30, 2026, and obtained secured key covenant relief to ensure continued compliance.
- Continued to progress toward our ESG goals and maintained our standing as a preferred supplier of responsibly produced critical minerals.

The market challenges that arose in the latter half of 2023 persisted through 2024. Early in the year, management responded effectively with a company-wide headcount reduction, successfully implemented while maintaining the highest safety standards and achieving improved production results. Throughout 2024, efforts to optimize costs and achieve efficiencies in every area of the business were aligned with Sherritt's long-term focus on building balance sheet strength, efficiently managing safe operations, and creating value for our investors.

Building on the strong performance in 2024, the executive team has a clear direction and focus on performance moving forward. I have great confidence that Sherritt will successfully execute its key initiatives, further expanding the Metals division and delivering significant value growth to the organization in the coming years.

Executive compensation overview

The primary focus of the Human Resources Committee is to maintain an executive compensation program that appropriately rewards the achievement of organizational objectives while aligning with shareholder interests.

Short-term incentives are largely determined by the company's financial performance and the achievement of specific operating targets. In 2024:

- Corporate financial performance resulted in a weighted factor of 57%, based on EBITDA performance relative to target.
- Business unit performance factors ranged from 84% to 103% of the target.
- Management applied a qualitative overlay for strategic objectives and safety performance, determining that no adjustments were necessary.

The Human Resources Committee considered management's recommendations after the above review and took into account the following factors:

- Safety performance, which included exceeding leading safety indicator targets across operations, with some areas of underperformance on lagging indicators.
- Responsiveness to the rapid downturn in the nickel and cobalt market and the related impact on 2024 financial performance.
- Continued investment in team member capabilities to maintain a high-performing culture focused on delivering positive outcomes for the organization and shareholders.

After a thorough review of all relevant factors, including the appropriateness of safety scores for our divisions, the Committee determined that the proposed compensation fairly reflected company performance and that no additional adjustments should be made. The factors that supported our 2024 short-term incentive determination can be found on page 57. Mid-term incentives granted in 2021, which vested and were paid in 2024, underperformed target and were well below the reported target values at the time of grant, aligning with the intended correlation between payout structure and the investor experience with realized values in 2024 being 34% of granted value in 2021. See page 63 for more details on mid-term incentives.

More broadly, the Human Resources Committee is responsible for overseeing an executive compensation program that is strategic, fair, appropriate, and competitive, and aligns with the objectives to create long-term value for our investors. See page 44 for more details on these objectives. We regularly review our alignment with our peer group to ensure that our executive compensation offering aligns with the current size, scope, and complexity of Sherritt, while appreciating that the peer group is limited in that no peers are challenged in attracting and retaining an executive team that is personally impacted by US Helms Burton legislation. See page 49 for more details on our peer group. Executive and director compensation are regularly benchmarked to the peer group and market surveys to ensure that target compensation remains market-appropriate, with the last bi-annual review taking place in 2024, which confirmed the appropriateness of our director and executive compensation for both structure and value.

In 2024, the Board considered feedback from shareholders and undertook a separate review of executive compensation and engaged an independent third party to assess the appropriateness of Sherritt's executive compensation given the size and complexity of the organization. Hugessen Consulting was engaged to complete an in-depth review and provide recommendations to the Board. The findings of the review concluded that Sherritt's executive pay program is market competitive in having appropriate structures and metrics in place for both short-term and long-term incentive, with opportunities to improve the market competitiveness of the pay levels currently in place. The review identified a retention risk for the executive team related to the value of outstanding equity given the current share prices being lower than historical prices at the grant dates of outstanding awards. Finally, Hugessen recommended that a rolling three-year inventory be maintained for stock options as an effective tool to motivate and retain the executive team and an inventory request is being put forward to shareholders at the 2025 annual and special meeting. You can find details of this request on page 15.

Between the findings of the review performed for the Board and the regular semi-annual review completed by the HR Committee's independent advisors, the Committee is confident that our overall compensation structure is well aligned with the pay practices of companies in the comparator group and appropriate for Sherritt despite the low market capitalization of the company, which does not reflect the size and complexity of the business, but rather reflect market sentiment and the legacy over-levered debt levels.

With respect to equity compensation, the Committee maintained the structure from 2023, which is designed to have 25% of equity compensation allocated to restricted share units (RSUs), 50% to performance share units (PSUs) and 25% to stock options. However, the current valuation of Sherritt's common shares warranted special consideration for grants taking place in low share price environments and the Committee introduced a cap on stock options to limit dilution by ensuring the total number of options granted annually would not exceed 1% of the total number of outstanding shares on the market. In cases where the cap is met, the balance of equity compensation would be issued in performance share units. For 2024 the cap limit was reached and the executive team received equity compensation grant distribution of 25% RSUs, 64% PSUs, and 11% stock options.

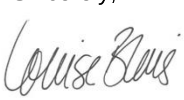
Consistent with the organization's overall approach to managing risk in a low share price environment while also appropriately incentivizing performance and retaining a strong management team, including consideration of feedback received from shareholders, changes to incentive compensation were introduced in 2025. These changes include placing a cap on performance share units that the realized value will not exceed 400% of the grant value and moving from a 3-year cliff vesting of restricted share units to an annual vesting which will spread the payments out over three years and reduce the exposure to share price volatility that could exist with a single vesting date.

Prior to the 2024 annual meeting, we continued the practice of soliciting feedback from our shareholders and from proxy advisors to guide us in refining and aligning our compensation programs with stakeholder input. Outreach efforts were extended to our largest shareholders to discuss compensation, strategy and governance. Individual meetings were held with approximately 20% of the shareholders by our Chair of the Board, Sir Richard Lapthorne, and then Chair of the Human Resource Committee, Peter Hancock in early 2024. Since we value shareholder input, which is considered in compensation program reviews, I would encourage any shareholder who would like to discuss these programs to reach out by email to the Director of Investor Relations and Corporate Affairs, Tom Halton at Tom.Halton@sherritt.com.

The Human Resources Committee and the Board encourage you to have a say on pay at the upcoming annual meeting. As you consider your vote, we ask you to reflect on Sherritt's achievements in 2024, the steps taken to align compensation with organizational complexity, and the ongoing efforts to deliver long-term shareholder value.

Thank you for your continued support. The executive team's outstanding efforts in 2024 and the dedication of all team members positioned Sherritt to navigate a challenging commodities market and achieve both its operational objectives and growth strategy.

Sincerely,



Louise Blais
Chair of the Human Resources Committee

OVERVIEW

Executive pay at Sherritt supports our strategy, motivates our executives to achieve our strategic and annual objectives without encouraging them to take undue risks, and aligns their interests with the long-term interests of our shareholders. It is an important tool to attract and retain a strong, focused and resilient executive team, to lead the company through all phases of the commodity cycle.

Compensation approach

We approach executive compensation keeping the following guiding principles in mind:

Strategic	Appropriate, fair and reflective of performance		Competitive
Pay is strategically aligned with performance and shareholder experience	Pay is aligned with our organizational structure and the scope of the role Internally equitable and benchmarked to the market		Pay is externally competitive
Most of what our executives earn is variable and based on performance. Performance metrics, goals and weightings are defined every year based on our strategic plan and annual business plan and are impacted by share price performance.	The pay mix for more senior executives is more heavily weighted to pay tied to performance, as they have more influence on organizational performance over the long term.	Job evaluation is used to determine the scope of each position. Compensation targets and awards are fair and in line with what others in the company are earning.	We benchmark executive compensation to provide market context and make sure the design of our incentive plans, mix of components and target compensation are competitive with the market.

How we link executive pay to our corporate strategy

Sherritt's goal is to be a leader in the low-cost production of finished nickel and cobalt that creates sustainable prosperity for our investors, employees and communities. Protecting the health and safety of our employees, contractors and communities is an equal priority. The table below (and continued on the next page) shows you our 2024 strategic priorities, and how they are linked to our 2024 compensation program.

2024 Strategic priorities	How they are linked to our 2024 compensation program
ACHIEVE BALANCE SHEET STRENGTH • Effectively leverage collections on the Cobalt Swap agreement • Maximize available liquidity to support growth strategy	Financial metrics make up 100% of the corporate score for the short-term incentive plan: • Adjusted EBITDA[1] is used as our key financial metric to support our goal of preserving liquidity, building balance sheet strength and maximizing free cash flow
ESTABLISH SHERRITT AS A LEADER IN CRITICAL MINERALS PRODUCTION • Execute on plans to expand Moa JV MSP production to 40 ktpa • Rank in lowest quartile of HPAL nickel producers for NDCC[1]	Safety and environment in our Metals business are included as performance metrics in short-term incentive: • 25% of the Metals operational score Production and cost of production in our Metals business are key performance metrics in the short-term incentive plan: • 55% of the Metals operational score Strategic goals focused on organizational effectiveness are included as performance metrics in the short-term incentive plan: • 20% of the Metals operational score

2024 Strategic priorities	How they are linked to our 2024 compensation program
ENABLE GROWTH THROUGH INNOVATION AND TECHNICAL CAPABILITY • Support Moa JV expansion, operational improvements, ECOG[2] implementation and life of mine extension, and marketing initiatives • Advance Technologies solutions toward commercialization with external partnerships and funding	Safety and environment in our Technologies business are included as performance metrics in the short-term incentive: • 15% of the Technologies operational score Strategic goals for our Technologies business are key performance metrics in the short-term incentive plan: • 75% of the Technologies operational score Developing the pipeline of technology projects is included as a performance metric in the short-term incentive plan: • 10% of the Technologies operational score
MAXIMIZE VALUE FROM CUBAN ENERGY BUSINESSES • Access additional gas supply to increase electrical power generation	Safety and environment in our OGP division are included as performance metrics in the short-term incentive: • 25% of the OGP operational score Production and cost of production in our Cuban energy business are key performance metrics in the short-term incentive plan: • 45% of the OGP operational score Strategic goals focused on increasing Power production and sustainability are included as performance metrics in the short-term incentive plan: • 30% of the OGP operational score
	For our executives, the weighted average of the divisional scores is used to link their compensation to the annual goals of the businesses. For 2024 the weighting was: Metals 75%, OGP 15% and Technologies 10%.

1 Non-GAAP financial measure. For additional information, see the Non-GAAP and other financial measures section.

2 ECOG = Economic cut off grade.

Context for the execution of Sherritt's strategic priorities

U.S. foreign policy has a unique impact on our business because of our operations in Cuba.

After a brief period of progress and improved economic relations with Cuba, the first administration of President Trump reinforced a policy of sanctions and economic isolation related to its Cuba dealings, adversely impacting Cuba, its economy and its ability to conduct international trade. Among other things, in May 2019 the United States for the first time ever decided to cease the suspension of Title III of the Cuban Liberty and Democratic Solidarity (LIBERTAD) Act of 1996 (commonly known as the Helms-Burton Act), which authorizes United States nationals to commence actions in U.S. courts against individuals or entities that traffic in Cuban property confiscated by the Cuban government and for which the United States nationals own the claim to such property. On January 14, 2025, President Biden issued a six-month suspension of Title III prior to leaving office, however, President Trump then revoked that suspension before it took effect, allowing Title III to remain in force.

The foregoing is in addition to Title IV, which may restrict Sherritt's officers, their spouses and dependent children, from travelling to the U.S. These measures have a significant impact on Sherritt's operations and can have a significant personal impact on our officers and our ability to attract and retain a strong and resilient leadership team.

American sanctions against Cuba and its trading partners also have an impact on Cuban liquidity, and that has affected our ability to get paid, the processing of payments, accessing suppliers of products and technology, and the cost of those goods. It has also limited banking relationships, increased the cost of capital and restricted our access to capital.

COMPENSATION GOVERNANCE

The Human Resources Committee assists the Board in fulfilling its governance responsibilities for all matters relating to executive compensation. This includes the human resources strategic plan, incentive compensation plans, performance assessment, retirement benefits and succession planning. It also establishes our human resources and compensation policies and oversees compensation risk.

The Human Resources Committee is 100% independent and has three qualified members who have experience in executive management, human resources, executive compensation, corporate governance and risk management. It makes recommendations to the Board about executive compensation, including the program structure, and the balance of fixed and variable elements of compensation. It also recommends terms and conditions of employment, incentive plan design, performance evaluations for our senior executive officers, compensation decisions and management succession planning. The Committee also oversees our retirement plans through the work of the Management Retirement Committee.

The Human Resources Committee establishes an annual work plan at the beginning of every year, which typically includes:

- recommending performance goals, salaries, target incentive awards for the senior executives
- considering the total inventory of share-based compensation awards available for grant
- reviewing:
  - say on pay results
  - management training and development and succession plans
  - relative corporate performance
  - governance trends
  - share ownership requirements
  - director compensation.

Regularly scheduled meetings include a review of the year-to-date organizational performance, equity-compensation report, human resources strategic initiatives report and the Management Retirement Committee report. Some of the members of the Human Resources Committee are also members of the Audit Committee, and the Reserves, Operations and Capital Committee to ensure that discussions and decisions benefit from that expertise.

Independent advice

The Human Resources Committee meets with its independent advisor without management present and the independent advisor attends all regular committee meetings to provide advice and counsel. The Human Resources Committee has retained Meridian Compensation Partners as its independent advisor since 2011. Meridian does not provide services to management.

Meridian attends all regularly scheduled Human Resources Committee meetings and provides the following services:

- advising on the compensation comparator group
- benchmarking executive and director compensation
- reviewing incentive plan design and performance measures
- assessing compensation risk and compensation governance
- providing reports on trends and regulatory updates.

Fees paid to Meridian	2023	2024
Executive compensation-related fees	$83,480	$220,917[1]
All other fees	–	–
Total	$83,480	$220,917

1 Includes compensation benchmarking work conducted bi-annually.

Management is invited to attend Committee meetings to present recommendations and updates. You can read more about the Human Resources Committee on page 30.

MANAGING COMPENSATION RISK

The Human Resources Committee is responsible for evaluating compensation risk. It reviews the relationship between risk management policies, corporate strategy and executive compensation every year, and ensures that our executive compensation program is aligned with the risk assessment approved by the Board. See page 26 for more information about the Board's oversight of risk.

Based on its review of enterprise risks, incentive plans and the total reward program, the Committee, supported by its independent advisor, has concluded that Sherritt's compensation programs and policies are aligned with the company's risk profile and risk management objectives and do not encourage inappropriate risk-taking.

Risk management is integrated into three aspects of compensation at Sherritt:

Culture and process

- Our strong governance culture ensures effective oversight of compensation design, risk and rewards.
- The Board has final decision-making authority on all executive compensation matters including recommendations by the Human Resources Committee.

Policies

- Equity ownership – directors and executives are required to meet equity ownership requirements to align their interests with those of our shareholders. Officers must maintain equity ownership requirements for at least one year after retirement.
- Anti-hedging – our insider trading policy prohibits directors, officers and other employees from buying financial instruments designed to hedge or offset a decrease in the market value of our shares and restricts the pledging of shares.
- Clawbacks – our recoupment policy allows us to claw back short-term and equity incentive awards if there is a material restatement of our financials that results in an overpayment of incentive compensation whether there was any misconduct.

Plan design

- We use a balanced set of qualitative and quantitative measures to determine short-term incentive awards, based on executive level and line-of-sight and functional accountabilities.
- Equity incentives vest over time, to keep management exposed to the long-term consequences of their decisions.
- Equity incentives incorporate both time and performance vesting.
- The Board can use its discretion to adjust the calculated awards up or down based on its overall assessment of performance and any extenuating circumstances or factors outside of management's control, guided by a set of core principles. See page 52 for more about our decision-making process.

EQUITY OWNERSHIP

We introduced equity ownership requirements for executives in 2009. The requirement varies by level.

Executives have five years from the day they are appointed to a position with a new equity ownership level, to meet the requirement. PSUs, RSUs and shares, including shares acquired through the employee share ownership plan are counted towards the equity ownership requirement. Executive Officers must maintain their equity ownership requirement for at least one year after they retire.

The table below shows each executive's equity holdings as of December 31, 2024. All named executives meet their equity ownership requirement. The named executives have purchased their shares either through our employee share ownership plan (see below), or through their own broker using their own after-tax money**.** The company reintroduced stock options in 2023 to assist with actual share ownership.

	Required equity ownership			Actual equity ownership as of December 31, 2024				
	Salary	Multiple	Amount	Shares	RSUs/PSUs	Total	Multiple	Status
Leon Binedell	$695,000	3.0x	$2,085,000	$230,703	$3,489,601	$3,720,304	5.4x	meets requirement
Yasmin Gabriel	$380,000	1.0x	$380,000	$120,696	$1,129,001	$1,249,697	3.3x	meets requirement
Greg Honig	$350,000	1.0x	$350,000	$161,187	$899,001	$1,060,188	3.0x	meets requirement
Elvin Saruk	$420,000	1.0x	$420,000	$698,085	$1,293,751	$1,991,837	4.7x	meets requirement
Ward Sellers[1]	$375,000	1.0x	$375,000	$151,960	$1,320,002	$1,471,962	3.9x	meets requirement

1 Ward Sellers' outstanding options and share-based awards were forfeited following his resignation from the Corporation April 16, 2025.

The value of shares is calculated using either the acquisition price or the closing price, whichever is higher, of our shares on the TSX on December 31, 2024 ($0.16).

The value of RSUs and PSUs is calculated by multiplying our assumption for the number of units that vest by the grant price or by $0.16 (whichever is higher). Vesting assumptions are as follows:
- RSUs granted in 2022, 2023 and 2024: assumes 100% of the units vest.
- PSUs granted in 2022, 2023 and 2024: assumes a performance factor of 100% (target) and that all of the units vest.

Employee share ownership plan

To encourage employee share ownership, we introduced a voluntary employee share ownership plan in 2014 with the following key features:
- Employees, including the named executives, can direct up to 10% of their base salary to purchase shares by payroll deduction.
- We match 50% of employee contributions, up to $2,500 company match per employee, per year.
- Shares are bought on the open market at the time the contribution is made.
- Employees must hold shares purchased with Sherritt contributions until they have participated in the plan for at least 24 consecutive months.

COMPENSATION BENCHMARKING

We benchmark executive compensation to provide market context and to make sure the design of our incentive plans, mix of components and target compensation are competitive with the market.

The Human Resources Committee uses two sources of data for benchmarking:
- proxy data from the comparator group below.
- the Korn Ferry Mining Compensation Review, Global Executive Report, which provides a broader view of the market and more specific analysis for certain executive roles. The report includes pay data by function, size of role and geographical location, covering 75 global mining organizations.

The Committee considers the median as a point of reference, but does not set pay at a specific percentile. Senior executive compensation is determined based on several factors including market data, the scope of the role, the executive's experience in the role, sustained executive performance, and internal equity and retention risk. The independent advisor also provides market insight on senior executive compensation and market context to the Committee.

2024 comparator group review

Annually the Committee reviews the comparator group for continued relevance. Following the 2024 review, two comparators that had been acquired and taken private were removed.

How we choose a comparator group

It is difficult to find companies that are similar to Sherritt because of the diverse nature and the complexity of our business:
- we have operating assets in nickel, cobalt, oil & gas and power generation.
- we have operations, projects and investments in Canada and Cuba.
- a significant portion of our business is conducted through complex joint ventures.

As there are very few public nickel companies and no operating nickel companies listed in Canada, we compete with mining companies of other commodities for talent. We also have a unique combination of challenges not faced by any other company:
- companies with similar levels of market capitalization are not as complex because they do not have multiple assets, producing multiple products, in multiple jurisdictions.
- Sherritt is Cuba's largest foreign investor, and no other public company has such exposure to Cuba and the challenges in the United States from this investment.
- Helms-Burton risk was amplified in 2019 with Title III under that Act becoming effective, giving U.S. nationals the right to sue those who allegedly traffic in confiscated Cuban property.
- our inability to access capital markets in the U.S. or banks with significant U.S. operations limits our access to credit and makes managing liquidity more difficult.
- procurement and logistics challenges associated with operating in Cuba.

With the input of its independent advisor, the Committee reviewed the comparator group for continued relevance in 2024. As part of this review, we continued to apply a multi-dimensional approach, using the following criteria:

	What we considered	Why we included it
Financial	Total revenue: 0.3 to 3x Sherritt's total revenue	This range of total revenue, including 50% of the Moa joint venture revenue, recognizes the organizational complexity of the joint venture (see IFRS reporting requirements, below)
	Total assets: 0.2 to 4x Sherritt's total assets	This range of total assets, which represents the Moa joint venture assets on a 50% basis, captures Sherritt's operating assets of approximately $1.6 billion
	Total enterprise value: 0.3 to 3x Sherritt's total enterprise value	Joint venture accounting rules, which require equity accounting, result in an understatement of revenue (see IFRS reporting requirements, below)
Industry	Nickel producers, to the extent feasible	Comparable sensitivity to nickel price in their performance results
Operational	Geographic scope Challenging jurisdictions Number of business units/metal mix	A proxy for the complexities of our business
External	Included in relevant comparator groups	"Peer of peer", peers considered by proxy advisors
Stock listing	Publicly traded on a North American stock exchange, with a focus on Canadian-listed companies	Operating in the same regulatory context provides consistency in disclosure

IFRS reporting requirements

We conduct much of our business, including all of our nickel and cobalt business, through joint ventures. IFRS® Accounting Standards as issued by the International Accounting Standards Board (IFRS) requires us to report our financial results in a way that does not fully reflect the complexity of our company and the accountabilities of management due to IFRS treatment of our nickel and cobalt joint venture as an Associate. This makes it challenging to rely on financial metrics to assess an appropriate compensation comparator group.

The IFRS joint venture accounting rules require us to understate the financial metrics we use to determine a comparator group:

- **reported revenue**: IFRS does not permit us to include all revenue generated by the Moa Joint Venture on our income statement.
- **total assets**: IFRS requires us to understate our proportionate share of the assets of the Moa Joint Ventures by netting out the liabilities of Moa within the Investment in Joint Venture and Investment in Associate line items on our balance sheet.

2024 comparator group

The analysis of the comparator group resulted in:

- retaining 18 companies from the former comparator group that continue to meet the evaluation criteria
- removing 2 comparators that were acquired and taken private

The table on the next page shows the 18 companies in the final 2024 comparator group, their key financial metrics and Sherritt's percentile ranking for assets, revenue and enterprise value as reported in our financial statements under IFRS.

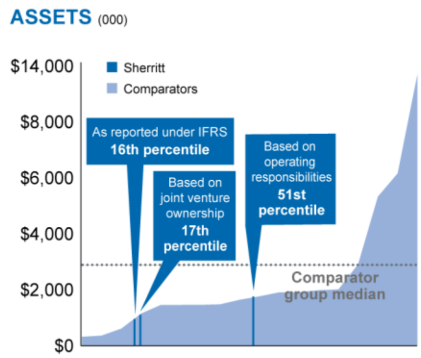
It also includes the following information that the Committee believes is relevant context for interpreting the comparator group data:

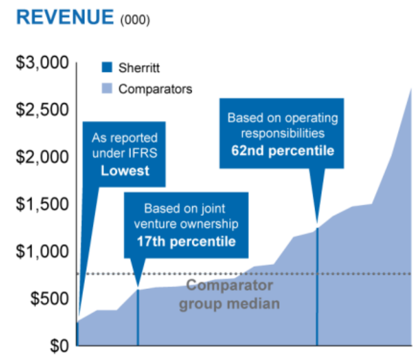
1. Assets and revenue adjusted to include the revenue and assets of Moa based on our 50% joint venture ownership interest.
2. Assets and revenue adjusted to reflect management's operating responsibilities at Moa (on a 50% basis).

A significant portion of our business is conducted through joint ventures

We look at our assets and revenue against our comparators in three ways:

1. As required by IFRS
2. Based on our joint venture ownership (50% Moa)
3. Based on our operating responsibilities (100% Moa)





All financial data is sourced from S&P Capital IQ, as reported by each company as of December 31, 2024, and is shown in Canadian dollars. Assets represent the last quarterly disclosure, revenue reflects the trailing twelve months, and enterprise value is measured as at December 31, 2024 or the latest 2024 results publicly available at the time of printing of this Management Information Circular.

($millions)	Assets	Revenue	Enterprise value
5N Plus Inc.	$514	$383	$826
Arcadium Lithium plc	$13,516	$1,217	$10,068
Aris Mining Corp.	$2,471	$655	$1,636
Calibre Mining Corp.	$2,300	$722	$2,170
Capstone Copper Corp.	$8,596	$2,035	$9,072
Dundee Precious Metals Inc.	$2,045	$873	$1,463
Ero Copper Corp.	$2,043	$627	$2,737
First Majestic Silver Corp.	$2,671	$710	$2,405
Fortuna Mining Corp.	$2,815	$1,385	$2,023
Frontera Energy Corp.	$4,073	$1,517	$1,151
Gran Tierra Energy Inc.	$2,072	$850	$1,065
Hudbay Minerals Inc.	$7,441	$2,754	$5,744
Neo Performance Materials Inc.	$864	$634	$318
New Gold Inc.	$2,679	$1,164	$3,257
Sierra Metals Inc.	$457	$341	$330
Silvercorp Metals Inc.	$1,609	$383	$823
Taseko Mines Ltd.	$2,047	$594	$1,385
Torex Gold Resources Inc.	$2,777	$1,490	$2,452
Peer group median	**$2,385**	**$786**	**$1,830**
Sherritt International Corp			
As reported under IFRS	**$1,383**	**$159**	**$298**
	16th percentile	Lowest	Lowest
Based on ownership interest in the Moa Joint Venture (on a 50% basis)	**$1,566**	**$578**	
	17th percentile	17th percentile	
Based on our operating responsibilities	**$2,414**	**$1,028**	
	51st percentile	62nd percentile	

COMPENSATION PROCESS

Compensation decisions are supported by a strategic, vertically aligned goal setting and performance management process.

1	2	3	4	5
Review compensation program	Set target compensation, and performance measures and goals	Conduct an ongoing review of the market and performance	Assess corporate, divisional and individual performance	Award compensation

1. Review compensation program

The Human Resources Committee:

- reviews the strategic plan and annual business plan
- reviews our executive compensation programs and processes, including salaries, incentive plans, benefits, retirement plan and perquisites, in the context of market competitiveness and our business goals, with input from the independent advisor
- reviews director compensation against a market compensation study (see page 38 for more about director compensation)
- reviews the comparator group and an analysis of the principle criteria used to determine the comparator group.

The table below describes how the compensation program has evolved over the last few years.

Key changes in 2022	Key changes for 2023	Key changes for 2024	Plans for 2025
Implemented changes to the short-term and long-term incentive awards to reflect a strategic shift toward growth of our Metals business • Adjusted the measures of the 2022 short-term incentive awards to align with the 2022 business plan including adding specific Metals expansion project measurements. • Adjusted the internal performance criteria for payouts of PSUs awarded in 2022, to reflect Metals expansion project measurements. • Adjusted the external performance criteria for valuation of PSUs awarded in 2022, to increase the weighting on the metals and mining index and eliminate the weighting of the energy index. • Consolidated short-term incentive performance measures for Oil & Gas and Power into one division.	**Implemented changes to the short-term and long-term incentive awards to reflect a strategic shift toward growth of our Metals business and growth of shareholder value** • Adjusted the measures of the 2023 short-term incentive awards to align with the 2023 business plan and placed more weighting on production and cost metrics. • Removed the internal performance criteria for payouts of PSUs awarded in 2023 to now be based 100% on relative total shareholder return. • Re-introduced stock options for the senior executive team. 2023 equity grants granted as 50% PSUs, 25% RSUs and 25% stock options.	**Implemented a limit on annual stock option grants** • Will be limited to 1% of outstanding shares to limit dilution impact during lower priced periods with the balance, if any, allocated to PSUs. • One year post-retirement holding period will apply to all executives.	**Introduce changes to the short-term incentive awards to reflect strategic shift to an integrated Metals and Technologies business, and to our long-term incentive awards to maintain a balanced approach to managing potential fluctuations in the value of vested units in a lower share price environment** • Remove Technologies as a separate scorecard for short-term incentive performance and consolidate Technologies safety and strategic goals within the Metals scorecard. • The total value of the PSUs vested shall not exceed 400% of the value of the total PSUs awarded at grant. • RSU awards will vest over a three-year period, with one-third (1/3) of the RSU grant vesting each year.

2. Set target compensation, and performance measures and goals

Target compensation is set relative to the market and to comparable internal positions, based on each executive position's scope and accountabilities.

Performance goals are defined from the strategic plan and the annual business plan and cascaded to the senior executive team and their teams.

Corporate performance focuses on annual goals aligned with our strategic priorities. Corporate financial targets, and operational/divisional safety and sustainability operational targets are established at the beginning of the year. These provide a balanced view of performance and reinforce our view that financial and production goals must be achieved safely, reliably and in a sustainable way. The measures are both quantitative and qualitative and are assessed at the corporate or divisional level, as appropriate.

3. Conduct an ongoing review of market and performance

The Board and the Committee monitor corporate performance against the targets as a regular item on their quarterly meeting agendas. This includes a review of quantitative performance results that compare the quarterly results to target, any variance and management's qualitative commentary. This process provides the opportunity for feedback and to make course corrections, as required, to ensure that performance expectations remain aligned with organizational goals.

4. Assess corporate, divisional and individual performance

Corporate performance

The Committee reviews full year performance results and performance scores in the context of the overall market, the experience of shareholders during the fiscal year and global economic conditions. It looks at the company's response and risk mitigation and considers factors beyond management's control and how they were managed.

Individual performance

CEO

At the end of the fiscal year, the CEO prepares his self-assessment of his achievements against his goals and reviews them with the Board and HR Committee chairs. The Chair discusses the CEO's individual performance with each independent director and the Board determines the CEO's performance rating. The performance rating and the qualitative feedback provide input for the Committee and Board to consider when making decisions about the CEO's compensation.

Other senior executive officers, including the named executives

At the end of the fiscal year, all senior executive officers prepare self-assessments of their achievements measured against their individual goals for review with the CEO. Individual performance is assessed by the CEO and a performance rating recommended to the Committee. Performance is measured against both the annual goals that are set at the beginning of the year, the day-to-day execution of the position and the consistent demonstration of leadership capabilities, including focus on safety, operational excellence, operational effectiveness, leadership and tone from the top.

5. Award compensation

The Human Resources Committee recommends to the Board the CEO's salary, short-term and equity incentives for approval based on its assessment of organizational and individual performance, and its discussions with the CEO.

The CEO recommends salary, and short-term and equity incentive awards for the senior executive officers, taking into consideration the growth of individual capabilities, and organizational and individual performance. The CEO makes recommendations to the Committee and the Board for approval.

Compensation is approved at the February committee and board meetings, including:
- organizational performance scores for the short-term incentive plan
- achievement of individual performance goals
- short-term incentives for the previous year
- salaries for the current year
- equity incentives for the current year.

The Committee and the Board make their final determinations by applying sound business judgment considering input from management and the independent advisor. The Board has discretion to adjust awards up or down based on this qualitative overlay, and may make adjustments guided by a set of four core principles:
1. To avoid rewarding or penalizing management for unexpected events that are not within their primary area of accountability.
2. To keep incentives aligned with Sherritt's long-term business strategy and the best interests of shareholders.
3. To provide flexibility to deal with unexpected events, so targets can be set rigorously.
4. To make sure incentive payouts make sense taking into account Sherritt's overall performance.

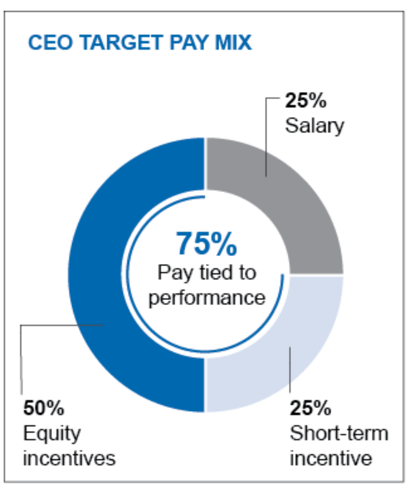
COMPENSATION COMPONENTS

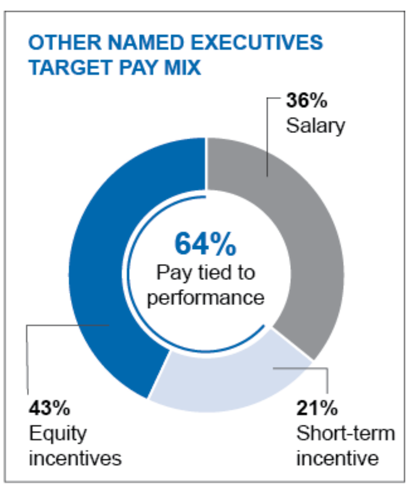
We offer a competitive total rewards program: fixed pay, incentive pay based on performance, and benefits including retirement, health and well-being and other benefits.

Fixed pay	**Salary** See page 56	Cash	Salary is based on the executive's role, skills and capabilities, and reviewed every year
Pay tied to performance	**Short-term Incentive** See page 57	Cash	Annual cash bonus depends on corporate, divisional and individual performance
	Equity incentives See page 61	Restricted share units (RSUs)	Three-year vesting. Payout depends on our share price at the time of vesting.
		Performance share units (PSUs)	Three-year vesting. Payout depends on relative shareholder return and company performance over the vesting period, and our share price at the time of vesting.
		Stock options	10-year term for outstanding options granted prior to December 31, 2022, 7-year term for any new options granted after 2022. Vests over three years starting on the first anniversary of the grant.
Benefits	**Retirement savings** See page 78	Group retirement savings plan	We contribute a fixed percentage of the executive's salary to a retirement savings program, in line with market practice
	Employee share ownership plan See page 48	Voluntary share ownership plan	Encourages employee share ownership by matching 50% of employee contributions, up to $2,500 of Sherritt contributions per employee, per year.
	Other benefits and perquisites See page 73	Perquisite allowance	Medical and dental benefits, disability coverage, life and accident insurance, and other benefits, in line with market practice

The mix of components is well balanced, rewarding short-, mid- and long-term performance through a mix of cash and equity. The more senior the executive, the more pay is tied to performance because we believe they have more influence on organizational performance over the long-term.

The graphs below show the 2024 target total direct compensation mix (based on target performance). The 2024 equity incentive as designed is 50% PSUs, 25% RSUs and 25% stock options for all named executives.





2024 EXECUTIVE COMPENSATION DECISIONS

Salary

Salaries are reviewed at the beginning of every year and are only adjusted to reflect an executive's consistent demonstration of increased capabilities, expertise and leadership in performing his or her role, or based on changes in the scope of the role or the market. The amounts below reflect annual salaries for each named officer.

	2023	2024
Leon Binedell	$695,000	$695,000
Yasmin Gabriel	$380,000	$380,000
Greg Honig	$350,000	$350,000
Elvin Saruk[1]	$380,000	$418,487
Ward Sellers	$375,000	$375,000

1 Elvin Saruk was promoted to COO January 15, 2024.

Short-term incentive

Form and timeframe

Cash bonus based on corporate, operational and individual performance against pre-determined goals and paid early in the following year once the year-end results are finalized. See page 52 for more about our decision-making process.

Target incentive

Each executive's target award is based on market level and internal equity.
Target awards are calculated as a percentage of salary (see the table on the next page). The CEO's target percentage has not changed since his appointment.

How we calculate the award

The amount of the award depends on the executive's short-term incentive score, which is calculated based on corporate, operational and individual performance against goals aligned with our strategic and annual priorities. Goals are set at the beginning of the year and are both quantitative and qualitative.

Managing compensation risk
The short-term incentive can be clawed back if there is a material restatement of our financials that results in an overpayment of incentive compensation. See page 47 for more information about managing compensation risk.

The award is forfeited if the executive resigns or is terminated for cause (see page 79 for more information about termination).

Weightings vary by executive level, line-of-sight and functional accountabilities:

- **Corporate performance** focuses on corporate financial performance.
- **Operational performance** focuses on operational safety and sustainability, production volume, unit cost of production and strategic goals at each of our operations.
- **Individual performance** is measured against the annual goals set at the beginning of the year, day-to-day performance in their role and consistent demonstration of leadership capabilities, including focus on safety, operational excellence, operational effectiveness, leadership and tone from the top. The score for individual performance ranges from 80 to 120 percent for performance that meets expectations and is capped at 200 percent for those who exceed expectations. See the profiles of our named executives beginning on page 65 for information about their individual performance this year.

The Board can use its discretion to adjust the calculated awards up or down based on its overall assessment and any extenuating circumstances or factors outside of management's control, guided by a set of four principles. See page 52 for more about our decision-making process.

2024 short-term incentive awards

The table below shows the 2024 short-term incentive award for each named executive. Payouts ranged from 89.6% to 97.9% of target based on each executive's short-term incentive score. Corporate, operational and individual weightings were based on the level of executive. After discussion, the Board determined there was no reason to apply any discretion to adjust the awards from the calculated amounts as the outcomes aligned with the achievements of 2024 (see below).

	Salary	x	Short-term incentive target	x	2024 short-term incentive score Organizational scores 0 – 200 Corporate (page 57)		Operational (page 58)		Individual (page 65)	=		=	2024 short-term incentive award
Leon Binedell	$695,000	x	100%	x	[**57** x 30%	+	**89** x 50%	+	**140** x 20%]	=	**89.6%**	=	$622,720
Yasmin Gabriel	$380,000	x	60%	x	[**57** x 20%	+	**89** x 50%	+	**140** x 30%]	=	**97.9%**	=	$223,212
Greg Honig	$350,000	x	60%	x	[**57** x 20%	+	**89** x 50%	+	**125** x 30%]	=	**93.4%**	=	$196,140
Elvin Saruk	$418,487	x	70%	x	[**57** x 20%	+	**89** x 50%	+	**125** x 30%]	=	**93.4%**	=	$273,607
Ward Sellers	$375,000	x	50%	x	[**57** x 20%	+	**89** x 50%	+	**140** x 30%]	=	**97.9%**	=	$183,563

2024 short-term incentive performance and pay relationship

The relationship between performance and pay is consistent for each short-term incentive measure. Performance is measured as a percentage of target, and there are threshold and maximum performance levels for each measure. At threshold performance, the minimum level of performance that will generate a payout, the performance score is 50. At target performance, the expected level of performance, the performance score is 100. At maximum performance, the performance score is capped at 200. This approach aligns with our pay for performance philosophy, in that performance that exceeds target delivers increased short-term incentive awards.

2024 corporate performance score

Corporate performance in 2024 was measured against one financial metric linked to our strategy. The score for performance between threshold and target, and target and maximum, are calculated on a straight-line basis. The performance score is capped at 200%. Performance below threshold receives a score of zero.

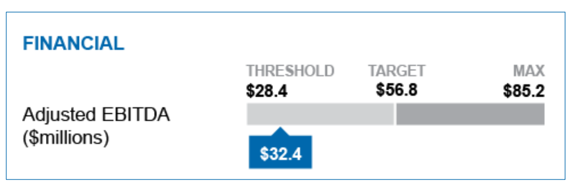
Adjusted EBITDA

2024 adjusted EBITDA was $32.4 million, below the target of $56.8 million, resulting in a score of 57.

Corporate performance
Target = 100
Threshold: 50
Maximum = 200

Link to strategy:
- Preserve liquidity and build balance sheet strength

Adjusted EBITDA (100%) A proxy for cash generated by our operating activities (on an accrual basis), a standard industry metric	=	**Corporate score** **57**



2024 operational performance scores

Operational performance in 2024 was measured in two categories:

1. an operational score for executives who have direct responsibility for a division – they are compensated based on safety, environment, production and cost performance and on the achievement of strategic milestones of that division.
2. an operational score for corporate-level executives (the named executives) – the weighted average of each of the divisional scores.

Safety and sustainability	Production and costs	Strategic goals
Threshold = 50 Target = 100 Maximum = 200 Link to strategy: • Achieve peer-leading performance in safety and sustainability. Environmental health performance acts as an overall modifier to the safety scores	Threshold: 50 Target = 100 Maximum = 200 Link to strategy: • Optimize metals businesses to maintain a leadership position as a low-cost producer of finished nickel and cobalt while maximizing free cash flow • Further reduce net direct cash costs[1] towards the goal of being consistently in the lowest cost quartile • Optimize opportunities in our Cuban energy business	Threshold: 50 Target = 100 Maximum = 200 Link to strategy: • Key 2024 milestones necessary for the achievement of the strategic plan

1. Divisional operational scores for executives who manage a division

The weighting of the three divisional scores varies by executive based on their accountabilities

	Safety Safety plan completion (leading measure) Weighting: • Metals, Oil & Gas and Power: 25% • Technologies (leading measure only): 15%	x	**Environment** High severity safety and environmental incidents Impact: • Overall modifier of safety scores	+	**Production** Annual production volume/ production GWh Weighting: • Metals (Nickel production volume) 30% • OGP (production GWh) 25%	+	**Cost/expense measures** Weighting: • Metals: unit cost of production[1] 25% • Oil & Gas and Power: operating cost ($/MWh) 20%	+	**Strategic goals** Our performance in executing the 2024 plans aligned with our strategy Weighting: • Metals 20% • Oil & Gas and Power: 30% • Technologies: 85% (incl. Solution Development)	=	**Divisional operational scores**
Metals	**90** x 25% = 22.5	x	no significant incidents	+	**62** x 30% = 18.5	+	**68** x 25% = 17	+	**130** x 20% = 26	=	**84**
Oil & Gas and Power	**73** x 25% = 18.25	x	no significant incidents	+	**200** x 25% = 50	+	**0** x 20% = 0	+	**115** x 30% = 34.5	=	**103**
Technologies	**108** x 15% = 16	x	no significant incidents	+	Solution development:		**105** x 10% = 10.5	+	**99** x 75% = 74.25	=	**101**

1 Non-GAAP financial measure. Non-GAAP measures are incorporated by reference. For additional information see the Non-GAAP and other financial measures section of this management information circular.

See page 59 for details about each division's performance

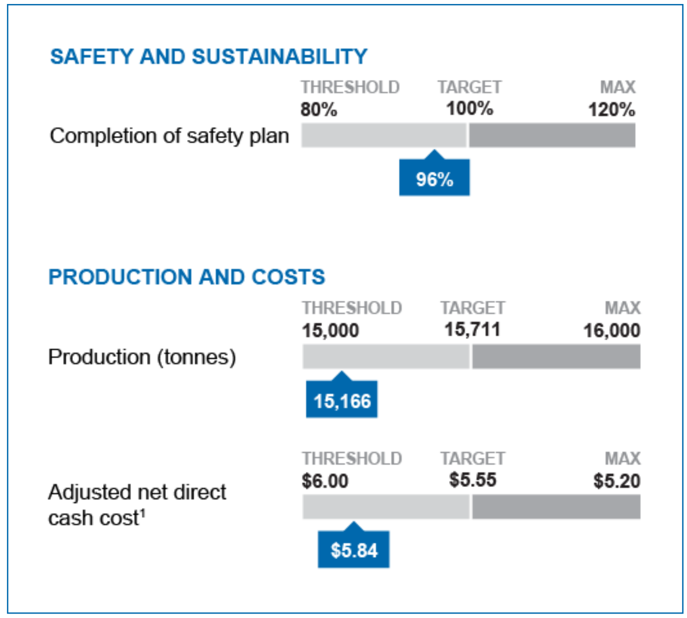
- Scores for performance between threshold and target and target and maximum are calculated on a straight-line basis.
- Performance scores are capped at 200%. Performance below threshold receives a score of zero.
- We combine the results from Oil & Gas and Power for compensation purposes, because the two operations are integral parts of our Cuban energy business and share a common infrastructure and leader.

2. Operational score for corporate executives

This operational score was applied all of the 2024 named executives:

			Operational score for corporate executives
Metals	84 x 75% = 63		
Oil & Gas and Power	103 x 15% = 15		
Technologies	101 x 10% = 10		
Combined		=	**89**

Metals (operational score 84)



Safety is measured by leading indicators (completion of safety plan), which was below target, resulting in a score of 90. The Committee determined there were no significant lost time or severe environmental incidents.

Production levels were below target, due primarily to low onsite Moa mixed sulphide feed availability, partly offset by unbudgeted third-party feed purchases This resulted in a score of 62.

Unit cost of production[1] was below target due primarily to higher MPR costs, higher third-party feed consumption, combined with lower cobalt credits, partly offset by higher nickel realization rate and higher fertilizer by-product credits. This resulted in a score of 68.

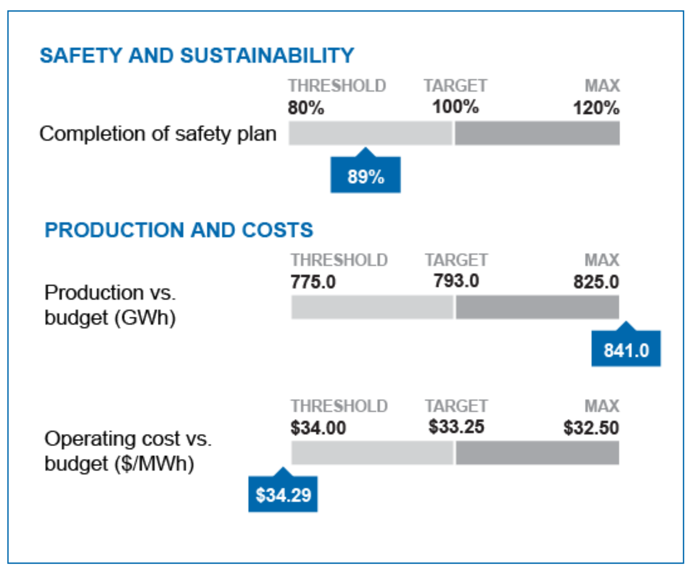
There were five qualitative strategic goals for 2024, all aligned with key milestones of the strategic plan with specific focus on organizational effectiveness.

These were averaged, for a combined score of 130:

- Risk Mitigation & Financial Performance– targets exceeded, scored 200.
- Product Marketability – timeline extended into 2025 from original plan, scored 0.
- Fort Site Readiness – targets exceeded, scored 200.
- Maintenance Workflow Process – targets exceeded, scored 200.
- ISO 55000 Asset Management Strategy – reprioritized due to reorganization, scored 0.

1 Adjusted net direct cash cost uses budgeted commodity prices to exclude the impact of commodity price fluctuations outside of management's control, as a more accurate measure of cost efficiency.

Oil & Gas and Power (operational score 103)



Safety is measured by leading indicators (completion of safety plan), which was below target for the year, resulting in a safety score of 73. The Committee determined there were no significant lost time or severe environmental incidents.

Production (GWh) exceeded target, resulting in a score of 200.

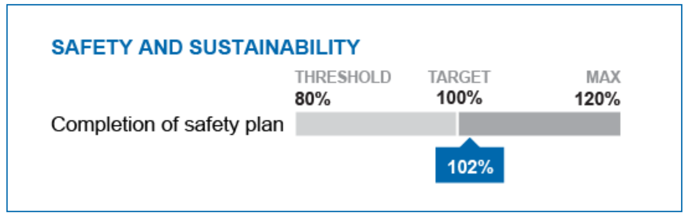
Operating cost ($/MWh) was below threshold, resulting in a score of 0.

There were two qualitative strategic goals for 2024, aligned with key milestones of the strategic plan. These were averaged, for a combined score of 115:

- Execute PE Gas Project – achieved targets, scored 100.
- Execute year 5 of the 5-year sustainability plan – project objectives were achieved ahead of schedule – scored 145.

Technologies (operational score 101)

Safety is measured by the leading indicator of developing and implementing a site-wide safety plan. Above-target performance on the implementation of the safety plan resulted in a score of 108. While there is not a specific measure for the environment, due to the nature of Technologies (research, laboratory work), the Committee retains discretion should there be an environmental incident.



There were two qualitative solution development strategic goals for 2024, aligned with key milestones of the strategic plan.

- Stage 1 submissions – exceeded targets, scored 107.
- Stage 3/4 completions – refocused on key projects due to limited resources, scored 90.

There were five qualitative strategic goals for 2024, aligned with key milestones of the strategic plan:

- Support Moa operations – achieved targets, scored 100.
- Support Fort Site operations – achieved targets, scored 100.
- Support JV marketing initiatives – scope narrowed from original plan – scored 90.
- Advance Technology Solutions – achieved targets, scored 102.
- Value proposition plan – reprioritized in favour of internal projects, scored 95.

Equity incentives

Why we use them

- To align with shareholder interests through equity-based awards.
- To reward for contributions by recognizing the achievement of mid- and long-term corporate and strategic goals.
- To support retention through deferred vesting and settlement.

How we set the compensation target

Each executive's target award is based on the market, internal equity, experience in the role, performance and anticipated contributions to our future performance and growth and set within a range for the position.

Form of the award

Awarded early in the year as an incentive for future performance. See page 52 for more about our decision-making process. Equity incentives are allocated to PSUs, RSUs and, for the first time since 2018, stock options. PSUs and RSUs are issued under our executive share unit plan, and stock options are issued under our executive stock option plan.

The 2024 equity awards were allocated 64% to performance share units, 25% to restricted share units and 11% to stock options.

Managing compensation risk

Equity incentives (unvested RSUs and PSUs, issued options) can be clawed back if there is a material restatement of our financials that results in an overpayment of incentive compensation. See page 47 for more information about managing compensation risk.

RSUs, PSUs and options are forfeited if the executive resigns or is terminated for cause (see page 79 for more information about termination).

PSUs

PSUs are notional shares that vest at the end of three years and pay out in cash based on performance and on the price of our shares at the time of vesting.

PSUs earn dividend equivalents at the same rate as dividends paid on our common shares, if any. The additional units are reinvested as additional PSUs, which vest at the same time and with the same performance conditions as the initial award. PSUs cannot be assigned.

The number of PSUs that vests depends on our performance. See below for the performance conditions attached to the 2024 PSU awards.

The amount the executive receives on payout is calculated by multiplying the number of units that vest by the volume-weighted average price of our shares on the TSX for the five trading days immediately before the vesting date.

RSUs

RSUs are notional shares that vest at the end of three years and pay out in cash based on the price of our shares at the time of vesting.

RSUs also earn dividend equivalents at the same rate as dividends paid on our common shares, if any. The additional units are reinvested as additional RSUs, which vest at the same time as the initial award.

RSUs cannot be assigned. The amount the executive receives is calculated by multiplying the number of units that vest by the volume- weighted average price of our shares on the TSX for the five trading days immediately before the vesting date.

Stock options

Stock options provide holders the right to buy Sherritt common shares at some future date at a set price (exercise price).

Options are granted based on the closing price of Sherritt's common shares on the TSX based on the five-day volume weighted average price before the date of the grant and their fair value factor.

Options granted in 2024 vest 1/3 per year for the first three years after grant and expire at the end of seven years.

The value of an option when exercised is based on the difference between its exercise price and the market price of Sherritt common shares on the day the option is exercised.

The Board can make changes to the executive share unit plan and the stock option plan subject to any required regulatory or shareholder approvals, although previously granted awards cannot be negatively affected without the participant's consent. See page 77 for more information about making changes to the stock option plan.

2024 equity incentive awards

The table below shows the 2024 equity incentive awards for each named executive, and how they were allocated.

We calculated the number of RSUs and PSUs awarded by dividing the dollar amount of the award by the volume-weighted average trading price of our shares on the TSX for the five trading days immediately before the grant date (rounded up to the nearest whole unit). We calculated the number of stock options awarded by dividing the dollar amount of the award by the volume-weighted average trading price of our shares on the TSX for the five trading days immediately before the grant date multiplied by the Black Scholes value (rounded to the nearest whole unit).

	2024 equity incentive awards	Allocation					
		RSUs (25%)		PSUs (64%)		Stock options (11%)	
Leon Binedell	$1,390,000	$347,500	1,241,072 units	$889,600	3,177,143 units	$152,900	1,508,562 options
Yasmin Gabriel	$475,000	$118,750	424,108 units	$304,000	1,085,715 units	$52,250	515,516 options
Greg Honig	$350,000	$87,500	312,500 units	$224,000	800,000 units	$38,500	379,854 options
Elvin Saruk	$500,000	$125,000	446,429 units	$320,000	1,142,858 units	$55,000	542,648 options
Ward Sellers[1]	$500,000	$125,000	446,429 units	$320,000	1,142,858 units	$55,000	542,648 options

1 Ward Sellers' outstanding options and share-based awards were forfeited following his resignation from the Corporation April 16, 2025.

Performance conditions for the 2024 PSU awards

The 2024 PSU awards are scheduled to vest in 2027. The number of units that vest will depend on the PSU performance factor, which will be calculated using one metric – an external measure: TSR relative to our industries.

Relative total shareholder return (100%) Link to strategy: • Align executive performance with shareholder interests	=	PSU performance factor

Relative total shareholder return (100%)

For 2024, the index used is the metals and mining index (S&P/TSX Metals and Mining Industry Index (Bloomberg: STMETLR).

RTSR performance will be measured by Sherritt's total shareholder return relative to the individual company constituents in the index on a disaggregated basis. In the event Sherritt's total shareholder return is negative over the vesting period, the vesting percentage is capped and cannot exceed 100% .Performance will be assessed using the following performance scale. Values between threshold and maximum will be calculated on a straight-line basis.

	Minimum	Threshold	Target	Maximum
If our relative total shareholder return is:	P25 vs. companies in the Index	25 percentage points below the index	P50 vs. companies in the Index	P75 or greater vs. companies in the Index
The performance score will be:	0	50	100	200

Payout of the 2021 mid-term incentive awards

The 2021 mid-term incentives vested at various dates in 2024 and were paid out in cash. The mid-term incentive awards for the named executive officers consisted of 50% performance-based awards (PSUs) and 50% time vested awards (RSUs). 39% of the PSUs vested because of the performance factor (see below) and 100% of the RSUs vested because they were time-vested only.

The mid-term incentive paid out at 34% for the named executive officers based on the number of PSUs and RSUs vesting and our share price at the time of vesting (the volume-weighted average price of our shares on the TSX for the five trading days immediately before the redemption date).

	2021 mid-term incentive grant	Share price on the grant date	Number of vested units	x	Share price on vesting	=	Payout	As a percentage of the grant value
Leon Binedell[1]	$670,833	$0.54	863,387	x	$0.32	=	$276,284	41%
Yasmin Gabriel[2]	$25,000	$0.65	26,731	x	$0.27	=	$7,217	29%
	$127,084	$0.42	210,293	x	$0.21	=	$44,162	35%
Total:	$152,084		237,024				$51,379	34%
Greg Honig[3]	$325,000	$0.41	550,915	x	$0.21	=	$115,692	36%
Elvin Saruk[4]	$485,000	$0.65	518,577	x	$0.27	=	$140,016	29%
Ward Sellers[4]	$500,001	$0.65	534,616	x	$0.27	=	$144,346	29%

1 Mr. Binedell's equity award was granted June 8, 2021, commensurate with his hire and appointment as CEO.
2 Ms. Gabriel was awarded $25,000 in mid-term incentives February 23, 2021, as a VP Finance, and $127,084 August 12, 2021, when she was appointed CFO.
3 Mr. Honig's equity award was granted August 16, 2021, commensurate with his hire and appointment as CCO.
4 Messrs. Saruk and Sellers' equity awards were granted February 23, 2021.

2021 Performance share unit performance factor

The percentage of 2021 performance share units that vested is calculated by equally weighting the performance factors for each of the performance measures as shown in the table below. 39% of the 2021 PSUs vested and were paid out.

Relative total shareholder return (50%)		Operational measure (50%)		PSU performance factor
Score: 0	+	Score: 78	=	39

How we calculated the performance factor

Relative total shareholder return (50%)

The table to the right shows the weighted average TSR for our industries from February 23, 2021 to February 23, 2024, resulting in a combined weighted index of 111. The table below shows our TSR over the same period against the industries' performance. Our performance of 45 was more than 50 percentage points lower than the combined weighted index, resulting in a score of 0 for this measure.

S&P/TSX Metals and Mining Industry Index (Bloomberg: STMETL)		**S&P/TSX Oil & Gas, Exploration & Production Industry Index** (Bloomberg: STOILP)		**Combined weighted index**
94 x 90%	+	**259** x 10%	=	**111**

	Minimum (score: 0) More than 40 percentage points below the combined weighted index	Threshold (score: 50) 25 percentage points below the combined weighted index	Target (score: 100) The same as the combined weighted index	Maximum (score: 200) 50 percentage points or more above the combined weighted index
Combined weighted TSR index	<71	86	111	161
Sherritt TSR	**45**			
Score	**0**			

Operational measures – cost/strategic goals (50%)

The table to the right shows actual cost of production (Metals & OGP) and strategic goal (Technologies) performance indexed to target (100%) for each division and each of the three years of vesting. Performance produced an overall index to target of 91. This resulted in a performance score of 78 for this measure.

	Performance indexed to target		
	2022	2023	2024
Metals	99	90	69
Technologies	105	101	107
OGP	106	100	103
Overall index to target			**91**

	Minimum (score: 0) More than 20% unfavourable to budget	Threshold (score: 50) 20% unfavourable to budget	Target (score: 100) At budget	Maximum (score: 200) More than 20% favourable to budget
Sherritt weighted operational measure indexed to target			**91**	
Score			**78**	

LEON BINEDELL

President & Chief Executive Officer

Leon Binedell is accountable for developing and implementing Sherritt's company-wide strategy, making major corporate decisions and managing our growth, operations and overall performance.

2024 Key results

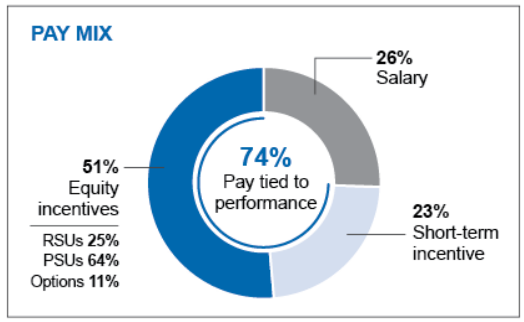
- Led the development of various strategic opportunities for long-term growth in the critical minerals space.
- Oversaw operational recovery and prioritization of capital to balance operational risk with liquidity constraints.
- Ensured leadership team took a balanced approach to cost reduction and cashflow improvement measures that allowed for appropriate financial achievement in 2024 that did not sacrifice key long-term priorities such as tailings management.
- Advanced government relations on various fronts to mitigate geopolitical risk.
- Expansion projects in Metals business on schedule and under budget and continued to increase power production.
- Strengthened and expanded our relationship with senior Cuban leadership to continue exploring strategic options and advancing key strategic priorities.

2024 Compensation review

Leon was successful in delivering on his goals and the compensation decisions considered his achievements in 2024. The Human Resources Committee did not make any adjustments to the calculated short-term incentive formula. Equity incentives were awarded at target.

		2023 Actual	2024 Target	2024 Actual
Salary (paid)	Cash	$672,500	$695,000	$695,000
Short-term incentive (paid)	Cash	$147,950	$695,000	$622,720
Equity incentives (awarded)[1]	RSUs	$347,500	$347,500	$347,500
	PSUs	$695,000	$695,000	$889,600
	Options	$347,500	$347,500	$152,900
Total direct compensation		$2,210,450	$2,780,000	$2,707,720
Compared to target				-2.6%
Compared to 2023				22.5%

1 The amount he will actually receive will depend on our future share price and, for PSUs, our relative performance (see page 61).



Short-term incentive (see page 57)

Leon's 2024 short-term incentive award was approved in February 2025. It paid out at 89.6% of his target, based on corporate, operational and individual performance:

- Corporate financial score: 57 – because we were below target, performance for adjusted EBITDA (see page 57).
- Operational score: 89 – a blend of results from Metals, Oil & Gas and Power and Technologies (see page 58).
- Individual score: 140 – based on his individual achievements in 2024.

Equity incentives (see page 62)

Leon's 2024 equity incentive award was allocated 25% to RSUs, 64% to PSUs and 11% to stock options.

YASMIN GABRIEL

Chief Financial Officer

Yasmin Gabriel is accountable for the strategic coordination of all financial matters and current and long-term effectiveness of all financial functions, Investor Relations and Information Technology. She serves as a member of the Board of Directors and Chair of the Audit Committee for the Moa Joint Venture. She contributes to Sherritt's overall success through active participation in strategic planning and other key corporate processes.

2024 Key results

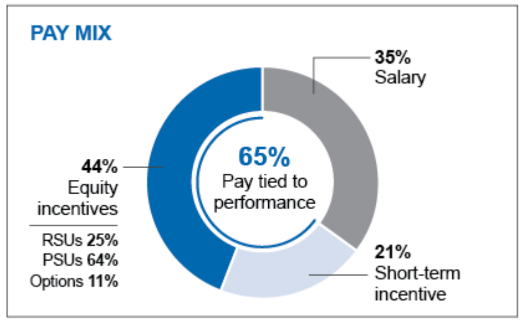
- Directed liquidity management initiatives to achieve liquidity levels exceeding targets while maintaining full compliance with covenants, despite significant external challenges.
- Executed strategic purchases of nickel put options, delivering a net positive cash impact of $6 million.
- Secured a total of US$70 million in CUP financing to support critical 2025/2026 tailings management projects and working capital.
- Successfully negotiated an amendment to the credit facility, extending its maturity to April 30, 2026, and obtaining key covenant relief to ensure continued compliance.
- Led discussions with legal and financial advisors, as well as significant noteholders, to advance debt restructuring efforts.
- Played a pivotal role in evaluating strategic options, leading all economic, financial reporting, and tax assessments.

2024 Compensation review

Yasmin was successful in delivering on her goals and the compensation decisions considered her achievements in 2024. The Human Resources Committee did not make any adjustments to the calculated short-term incentive formula. Equity incentives were awarded at target.

		2023 Actual	2024 Target	2024 Actual
Salary (paid)	Cash	$372,500	$380,000	$380,000
Short-term incentive (paid)	Cash	$127,395	$228,000	$223,212
Equity incentives (awarded)[1]	RSUs	$118,750	$118,750	$118,750
	PSUs	$237,500	$237,500	$304,000
	Options	$118,750	$118,750	$52,250
Total direct compensation		$974,895	$1,083,000	$1,078,212
Compared to target				-0.4%
Compared to 2023				10.6%

1 The amount she will actually receive will depend on our future share price and, for PSUs, our relative performance (see page 61).



Short-term incentive (see page 57)

Yasmin's 2024 short-term incentive award was approved in February 2025. It paid out at 97.9% of her combined target, based on corporate, operational and individual performance:

- Corporate financial score: 57 – because we were below target, performance for adjusted EBITDA (see page 57).
- Operational score: 89 – a blend of results from Metals, Oil & Gas and Power and Technologies (see page 58).
- Individual score: 140 – based on her individual achievements in 2024.

Equity incentives (see page 62)

Yasmin's 2024 equity incentive award was allocated 25% to RSUs, 64% to PSUs and 11% to stock options.

GREG HONIG

Chief Commercial Officer

Greg Honig is accountable for corporate strategy and corporate development, as well as overseeing Marketing, Technologies, and Sustainability. He contributes to Sherritt's overall success through active participation in strategic planning and other key corporate processes and serves as a member of the Board of Directors for the Moa Joint Venture.

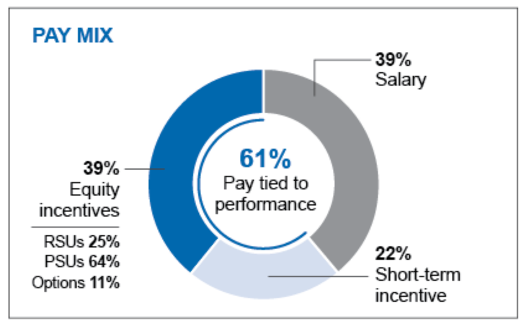
2024 Key results

- Leadership and coordination of corporate strategic planning.
- Led business development activities including continued assessment of M&A and partnership opportunities aligned with midstream refining and other growth focuses.
- Oversaw marketing efforts to reduce finished product inventories as well as expand commercial opportunities.
- Led Technologies' efforts to provide operational support including various growth opportunities and talent alignment initiative.
- Oversaw sustainability efforts to maintain strong ESG credentials that are essential for customers and key stakeholders.
- Key member of senior management team and contributor to successful delivery of 2024 strategic priorities.

2024 Compensation review

Greg was successful in delivering on his goals and the compensation decisions considered his achievements in 2024. The Human Resources Committee did not make any adjustments to the calculated short-term incentive formula. Equity incentives were awarded at target.

		2023 Actual	2024 Target	2024 Actual
Salary (paid)	Cash	$343,750	$350,000	$350,000
Short-term incentive (paid)	Cash	$117,563	$210,000	$196,140
Equity incentives (awarded)[1]	RSUs	$87,500	$87,500	$87,500
	PSUs	$175,000	$175,000	$224,000
	Options	$87,500	$87,500	$38,500
Total direct compensation		$811,313	$910,000	$896,140
Compared to target				-1.5%
Compared to 2023				10.5%



1 The amount he will actually receive will depend on our future share price and, for PSUs, our relative performance (see page 61).

Short-term incentive (see page 57)

Greg's 2024 short-term incentive award was approved in February 2025. It paid out at 93.4% of his target, based on corporate, operational and individual performance:

- Corporate financial score: 57 – because we were below target, performance for adjusted EBITDA (see page 57).
- Operational score: 89 – a blend of results from Metals, Oil & Gas and Power and Technologies (see page 58).
- Individual score: 125 – based on his individual achievements in 2024.

Equity incentives (see page 62)

Greg's 2024 equity incentive award was allocated 25% to RSUs, 64% to PSUs and 11% to stock options.

ELVIN SARUK

Chief Operating Officer

Elvin Saruk is responsible for safe, cost-effective leadership of Sherritt's Metals, Power and Oil and Gas divisions. He plays a key role in driving operational excellence and strategy, contributing to our overall success through active participation in strategic planning and other key corporate processes and serves as a member of the Board of Directors for the Moa Joint Venture.

2024 Key results

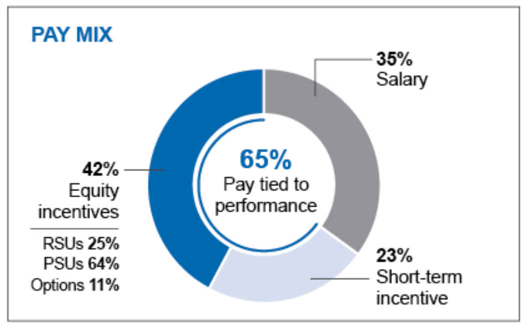
- Developed a Tailings Continuity Plan to ensure readiness for implementation at Moa and provide a long-term tailings solution.
- Successfully completed gas well and expanded gas processing to 2.5 million cubic meters leading to ensure full utilization of installed capacity at the Boca/Puerto Escondido Power Generation Facilities.
- Oversaw the successful acceleration of major turnaround in response to potential rail strike, avoiding impact to production.
- Introduced organizational structural changes in Fort Site senior management team to streamline decision making, align accountabilities more effectively, and lower cost.
- Oversaw three refinery tests under different conditions to confirm refinery capacity and ability to benefit from Moa expansion.

2024 Compensation review

Elvin was successful in delivering on his goals and the compensation decisions considered his achievements in 2024. The Human Resources Committee did not make any adjustments to the calculated short-term incentive formula. Equity incentives were awarded at target.

		2023 Actual	2024 Target	2024 Actual
Salary (paid)	Cash	$380,000	$418,487	$418,487
Short-term incentive (paid)	Cash	$237,120	$292,941	$273,607
Equity incentives (awarded)[1]	RSUs	$121,250	$125,000	$125,000
	PSUs	$242,500	$250,000	$320,000
	Options	$121,250	$125,000	$55,000
Total direct compensation		$1,102,120	$1,211,428	$1,192,094
Compared to target				-1.6%
Compared to 2023				8.2%

1 The amount he will actually receive will depend on our future share price and, for PSUs, our relative performance (see page 61).



Short-term incentive (see page 57)

Elvin's 2024 short-term incentive award was approved and paid in February 2025. It paid out at 93.4% of his target, based on corporate, divisional and individual performance:

- Corporate financial score: 57 – because we were below target, performance for adjusted EBITDA (see page 57).
- Divisional score: 89 – a blend of results from Metals, Oil & Gas and Power and Technologies (see page 58).
- Individual score: 125 – based on his individual achievements in 2024.

Equity incentives (see page 62)

Elvin's 2024 equity incentive award was allocated 25% to RSUs, 64% to PSUs and 11% to stock options.

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WARD SELLERS

SVP, General Counsel and Corporate Secretary

Ward Sellers is accountable for the leadership and management of the overall legal affairs of the corporation and the corporate secretarial function. In addition, he oversees Sherritt's anti-bribery and corruption program and contributes to our overall success through active participation in strategic planning and other key corporate processes.

2024 Key results

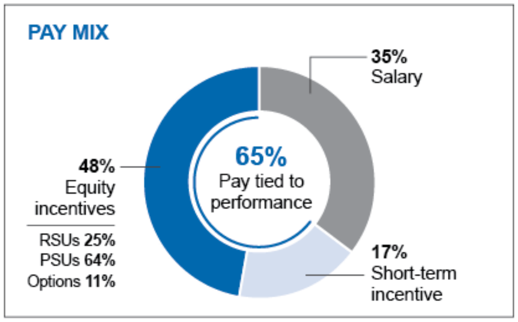
- Integral leadership role in the execution of key strategic corporate initiatives.
- Continued pro-active strategic management of ongoing Helms-Burton and embargo risks.
- Contributed to efforts to strengthen and expand relationships with senior Cuban leadership to continue exploring strategic options and advancing key strategic priorities.
- Supported the advancement of debt restructuring efforts.
- Integral leadership role in execution of Sherritt public company compliance, including the Annual Information Form and the Management Information Circular and Board succession efforts.

2024 Compensation review

Ward was successful in delivering on his goals and the compensation decisions considered his achievements in 2024. The Human Resources Committee did not make any adjustments to the calculated short-term incentive formula. Equity incentives were awarded at target.

		2023 Actual	2024 Target	2024 Actual
Salary (paid)	Cash	$375,000	$375,000	$375,000
Short-term incentive (paid)	Cash	$106,875	$187,500	$183,563
Equity incentives (awarded)[1]	RSUs	$125,000	$125,000	$125,000
	PSUs	$250,000	$250,000	$320,000
	Options	$125,000	$125,000	$55,000
Total direct compensation		$981,875	$1,062,500	$1,058,563
Compared to target				-0.4%
Compared to 2023				7.8%

1 Ward Sellers' outstanding options and share-based awards were forfeited following his resignation from the Corporation April 16, 2025.



Short-term incentive (see page 57)

Ward's 2024 short-term incentive award was approved February 2025. It paid out at 97.9% of his target, based on corporate, operational and individual performance:

- Corporate financial score: 57 – because we were below target, performance for adjusted EBITDA (see page 57).
- Operational score: 89 – a blend of results from Metals, Oil & Gas and Power and Technologies (see page 58).
- Individual score: 140 – based on his individual achievements in 2024.

Equity incentives (see page 62)

Ward's 2024 equity incentive award was allocated 25% to RSUs, 64% to PSUs and 11% to stock options.

SHARE PERFORMANCE AND EXECUTIVE COMPENSATION

Understanding the impact of metal prices

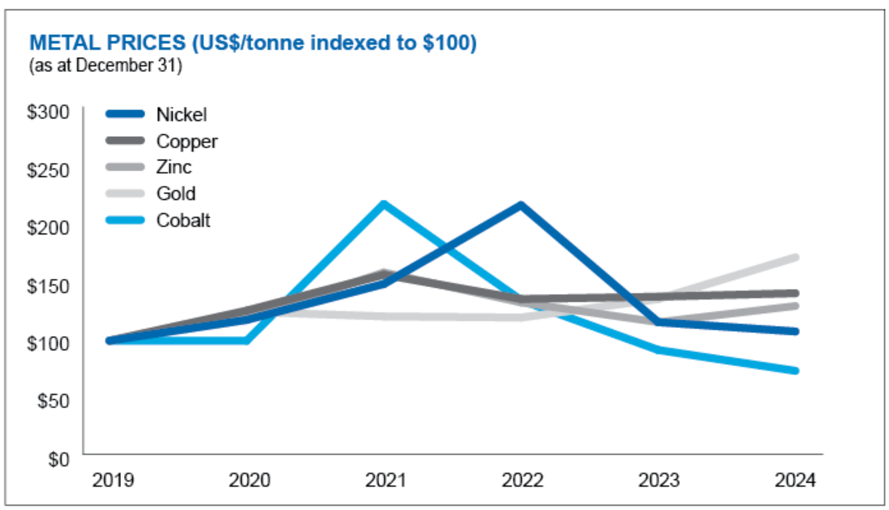
For Sherritt, the increasing production of nickel and cobalt from Indonesia and the Democratic Republic of the Congo (DRC) have led to oversupplied markets for both metals and impacted metal pricing. Market expectations related to global economic growth and the implementation of climate change strategies, including the adoption rate of electric vehicles, have also contributed to additional volatility in share prices.

The graph below shows year-end metal prices over the last five years in US$/tonne indexed to $100 to provide a meaningful comparison. The metals below are those produced by the companies in Sherritt's comparator group. The volatility of nickel and cobalt prices compared to the metals produced by the companies in the comparator group, provides context for Sherritt's share performance. Understanding nickel and cobalt prices over the preceding five-year period as detailed below, provides further background for Sherritt's share performance over the period.

Throughout the five-year period ending December 31, 2024, nickel prices ranged from a low of US$5.01/lb[1] in March 2020 to a high of US$15.47/lb in April 2022, excluding March 2022 when the price of nickel on the LME increased on short selling related activity resulting in an unprecedented price spike. During the same period, cobalt prices ranged from a low of US$11.50/lb[2] in September and December 2024 to a high of US$39.90/lb in May 2022. Over the five-year period from January 1, 2020 to December 31, 2024, nickel price increased 8% from US$6.35/lb to US$6.85/lb. Over the same period, cobalt price decreased 19% from US$15.53/lb to US$11.50/lb.

During 2024, nickel prices were impacted by global macroeconomic factors, including energy-related challenges in Europe, lower growth expectations in China, and interest rate policies impacting the U.S. dollar. Furthermore, a significant increase in production of nickel-matte, intermediate products, and chemicals by Chinese influenced producers operating in Indonesia, contributed to a near to mid-term supply surplus putting continued pressure on prices, despite the reduction in supply as higher cost producers exited the market. As a result, over the course of 2024, nickel prices declined 7%, from US$7.39/lb to US$6.85/lb. The average reference price for nickel in 2024 was US$7.63/lb compared to US$9.74/lb in 2023.

Cobalt prices in 2024 declined as supply continued to outpace demand. Copper and nickel producers in the DRC and Indonesia that produce cobalt as by-product continued to keep the market oversupplied. The release of stockpiled cobalt-hydroxide inventory from recently increased exports from the DRC, contributed to the current supply surplus. As a result, over the course of 2024, cobalt prices declined 26%, from US$14.25/lb to US$11.50/lb. The average reference price for cobalt in 2024 was US$12.77/lb compared to US$16.30/lb in 2023.



	2019	2020	2021	2022	2023	2024
Nickel	$100	$118	$149	$217	$116	$108
Copper	$100	$126	$157	$136	$138	$141
Zinc	$100	$119	$159	$133	$116	$130
Gold	$100	$125	$121	$120	$136	$172
Cobalt	$100	$100	$218	$135	$92	$74

1 All nickel prices based on ending settlement prices quoted on the LME.
2 Cobalt prices based on average daily prices on Fastmarkets MB (to 2021); thereafter, the average standard-grade cobalt published price per Argus Metals.

Share performance analysis

Beyond metal prices, Sherritt and other critical minerals producers experience share price fluctuations due to investor sentiment regarding the electric energy transition including electrification targets and evolving battery chemistries. In addition, investor sentiment concerning national security and the availability of critical mineral supply also plays a significant role. Inflationary pressures, interest rate expectations, currency fluctuations and electric vehicle EV demand, have been additional factors impacting share prices.

For Sherritt, in the years leading up to 2021, the volatility of nickel and cobalt prices and the ongoing funding requirements for the Ambatovy JV required a focus on preserving liquidity and building balance sheet strength. In the third quarter of 2020, without dilution to shareholders, Sherritt successfully restructured and reduced its debt by approximately $300 million, including extinguishing the cross-default risks of the Ambatovy partner agreements and exited the Ambatovy JV. The uncertainty of success of the debt restructuring ahead of completion of the transaction acted as a catalyst for considerable share price volatility in 2020 with Sherritt reaching a low of $0.08 in March 2020. With the successful completion of the balance sheet initiative in August 2020, Sherritt's share price ended the year at $0.42. Starting early 2021, the increased focus on green metals, including nickel and cobalt, to service the burgeoning EV market, brought increased demand for battery metals as manufacturers looked to secure supply to meet their EV targets. With a new senior management team at Sherritt, a stronger balance sheet, and a significantly longer debt maturity profile than in the past, Sherritt share price was supported during 2021 with prices ranging from $0.36 to $0.70 and closed the year at $0.40.

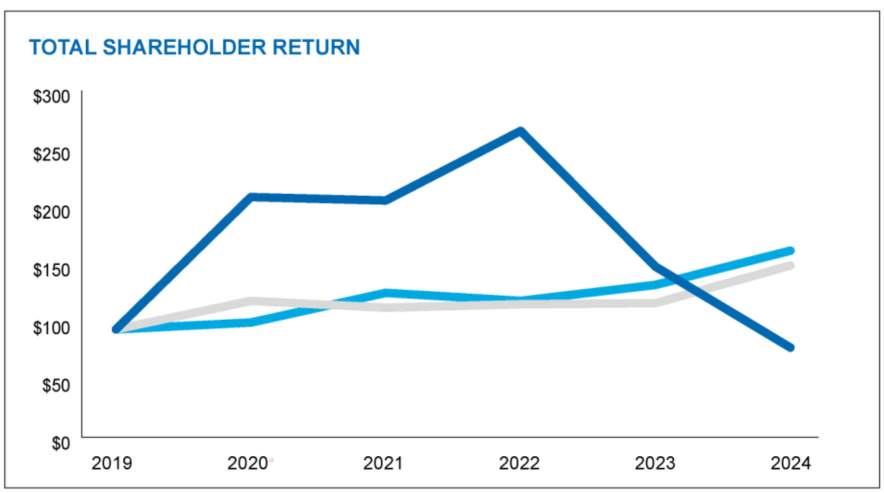
In 2022, management maintained its focus on balancing priorities of strengthening the balance sheet with expanding metal production. As such, Sherritt repurchased approximately $150 million in principal (35% of outstanding principal) of its secured second lien and junior notes at a discount. Additionally, Sherritt finalized an agreement with its Cuban partners to recover $368 million of legacy Cuban receivables over five years beginning January 1, 2023 (the Cobalt Swap). The Moa JV also embarked on a low capital intensity expansion program at the mine to increase annual MSP production of contained nickel and cobalt when completed in 2024. With these positive drivers, Sherritt ended 2022 with a share price of $0.52.

In 2023, with the challenging market environment for nickel and cobalt prices which declined 48% and 32%, respectively and a number of operational setbacks that occurred, Sherritt's share price decreased from $0.52 at the start of the year to $0.30 at the end of the year. This was despite Sherritt successfully completing the first year of the Cobalt Swap, delivering a National Instrument 43-101 Technical Report for the Moa JV which outlined an extension of the mine life to 2048 based on current mineral reserves and strong results in Power driven by additional gas from two gas wells that went into production during the second quarter of 2023 and improved equipment availability.

In 2024, nickel and cobalt prices continued to fall from their respective highs in 2022 and 2021. This was primarily due to the increased output from Indonesia and the DRC which continued to result in oversupplied markets. Additionally, the more tapered adoption of electric vehicles reduced expectations for near-term demand and decreased investor sentiment.

Further, receipts below the annual maximum amount from the Cobalt Swap and the November 30, 2026, maturity of Sherritt's Senior Second Lien Secured Notes have overshadowed the strong operating results from Sherritt's Metals and Power divisions which included the benefits of the completion of phase one of the Moa JV expansion and the additional gas from a new gas well in the fourth quarter of 2024 in Power.

As a result, Sherritt's share price decreased from $0.30 at the start of the year to $0.15 at the end of the year.



	2019	2020	2021	2022	2023	2024
Sherritt	$100	$216	$213	$274	$155	$84
S&P/TSX Metals and Mining Index	$100	$125	$119	$122	$123	$156
S&P/TSX Composite Index	$100	$106	$132	$125	$139	$169

SUMMARY COMPENSATION TABLE

The table below shows the total compensation awarded to the named executives for the last three years ended December 31.

		Salary	Share-based awards	Option-based awards	Annual incentive	Pension value	All other compensation	Total compensation
Leon Binedell CEO	2024	$695,000	$1,237,100	$152,900	$622,720	n/a	$199,377	$2,907,097
	2023	$672,500	$1,042,500	$347,500	$147,950	n/a	$128,719	$2,339,169
	2022	$597,500	$1,210,000	n/a	$842,475	n/a	$171,232	$2,821,207
Yasmin Gabriel CFO	2024	$380,000	$422,750	$52,250	$223,212	n/a	$133,345	$1,211,557
	2023	$372,500	$356,250	$118,750	$127,395	n/a	$93,872	$1,068,767
	2022	$345,000	$350,000	n/a	$285,660	n/a	$116,063	$1,096,723
Greg Honig CCO	2024	$350,000	$311,500	$38,500	$196,140	n/a	$126,132	$1,022,273
	2023	$343,750	$262,500	$87,500	$117,563	n/a	$90,369	$901,682
	2022	$325,000	$325,000	n/a	$248,625	n/a	$111,559	$1,010,184
Elvin Saruk COO	2024	$418,487	$445,000	$55,000	$273,607	n/a	$199,316	$1,391,410
	2023	$380,000	$363,750	$121,250	$237,120	n/a	$187,805	$1,289,925
	2022	$380,000	$485,000	n/a	$302,100	n/a	$185,465	$1,352,565
Ward Sellers SVP, Legal	2024	$375,000	$445,000	$55,000	$183,563	n/a	$188,421	$1,246,984
	2023	$375,000	$375,000	$125,000	$106,875	n/a	$188,228	$1,170,103
	2022	$375,000	$500,000	n/a	$241,875	n/a	$187,640	$1,304,515

Share-based awards
The value of RSUs and PSUs awarded as equity incentives (see page 62) at grant date value. There is no discount applied for the risk associated with the PSUs. We calculated the number of units awarded by dividing the dollar amount of the award by $0.28 (2024), $0.53 (2023), and $0.60 (2022), which represent the volume-weighted average trading price of our shares on the TSX for the five trading days immediately before each grant date (rounded up to the nearest whole unit). The actual future value received for these awards will depend on our future share price and, for PSUs, our relative performance (see page 61).

Option-based awards
The granting of options was discontinued in 2019 and reintroduced in 2023. For options awarded (see page 62), we calculate the number of options by dividing the grant date fair value of the award by the market price of our shares on the date of the grant multiplied by each year's Black Scholes value (rounded up to the nearest whole unit).

Annual incentive
The cash bonus awarded as an annual cash incentive (see page 57).

Pension value
Employer contributions to the executive supplementary pension plan. The plan was closed to contributions on January 1, 2018 and is being phased out (see page 78).

Leon Binedell
Mr. Binedell irrevocably and unconditionally forfeited his entitlement to 10% of his 2022 short-term incentive. This forfeited bonus was allocated to the Indigenous and Women in Technology and Business scholarship programs that Sherritt has in place with the Northern Alberta Institute of Technology.

Elvin Saruk
Mr. Saruk was appointed Chief Operating Officer effective January 15, 2024. His 2023 salary and short-term incentive award reflects his tenure as SVP, OGP & Head of Growth Projects. His 2024 salary and short-term incentive award reflects his tenure as prorated from his appointment date to December 31, 2024, as well as compensation earned and awarded for his time in his previous role as SVP, OGP & Head of Growth Project.

All other compensation

All other benefits and compensation in 2024. These amounts are fully taxable and not grossed up for tax purposes.

	Leon Binedell	Yasmin Gabriel	Greg Honig	Elvin Saruk	Ward Sellers
Retirement benefits (see page 78)	**$83,400**	**$45,600**	**$42,000**	**$50,218**	**$45,000**
Employee share ownership plan (see page 48)	**$2,500**	**$2,500**	**$2,500**	**$0**	**$2,500**
Other benefits and perquisites (see page 55)	**$113,477**	**$85,245**	**$81,632**	**$149,098**	**$140,921**
– Health benefits	$14,899	$12,395	$12,008	$5,552	$13,093
– Perquisite allowance	$32,000	$32,000	$32,000	$32,000	$32,000
– Helm-Burton allowance	$64,500	$40,850	$37,625	$104,615	$93,750
– Other (parking, executive medicals and other taxable benefits)	$2,078	$0	$0	$6,930	$2,078
Total	**$199,377**	**$133,345**	**$126,132**	**$199,316**	**$188,421**

Helms Burton allowance

All named executives are listed under Title IV of the *Helms-Burton Act,* and advised by the United States Department of State that they, their spouse and minor children are inadmissible for entry into the United States. In recognition of the hardship, loss of opportunity and emotional distress suffered by the named executives and their families, the named executives receive a Helms-Burton allowance. These allowances are not considered compensation, but have been included in the table in the interest of providing full disclosure. Helms-Burton allowances are fully taxable and not grossed-up for tax purposes.

EQUITY COMPENSATION

Outstanding option-based and share-based awards

The table below shows all outstanding option-based awards and unvested share-based awards as of December 31, 2024. See page 61 for more information about equity incentives.

The value of unexercised in-the-money options is the difference between the option's exercise price and $0.16 (the closing price of our shares on the TSX on December 31, 2024). None of the options were in-the-money on December 31, 2024, so no value is reported.

We calculated the value of RSUs and PSUs by multiplying our assumption for the number of units that would vest by $0.16 (the closing price of our shares on the TSX on December 31, 2024). Vesting assumptions:

- RSUs granted in 2022, 2023 and 2024: assumes 100% of the units vest
- PSUs granted in 2022, 2023 and 2024: assumes a performance factor of 100% and all of the units vest.

		Option-based awards				Share-based awards		
		Number of securities underlying unexercised options	Options exercise price	Option expiration date	Value of unexercised in-the-money options	Type of award	Number of units that have not vested	Market or payout value of unvested unit awards not paid out or distributed
Leon Binedell	2022	-	-	-	-	RSUs	1,008,334	$161,333
		-	-	-	-	PSUs	1,008,334	$161,333
	2023	1,480,015	$0.53	February 21, 2030	$0	RSUs	655,661	$104,906
		-	-	-	-	PSUs	1,311,321	$209,811
	2024	1,508,562	$0.28	February 20, 2031	$0	RSUs	1,241,072	$198,572
		-	-	-	-	PSUs	3,177,143	$508,343
	Total	**2,988,577**			**$0**		**8,401,865**	**$1,344,298**
Yasmin Gabriel	2022	-	-	-	-	RSUs	291,667	$46,667
		-	-	-	-	PSUs	291,667	$46,667
	2023	505,761	$0.53	February 21, 2030	$0	RSUs	224,057	$35,849
		-	-	-	-	PSUs	448,114	$71,698
	2024	515,516	$0.28	February 20, 2031	$0	RSUs	424,108	$67,857
		-	-	-	-	PSUs	1,085,715	$173,714
	Total	**1,021,276**			**$0**		**2,765,328**	**$442,452**
Gregory Honig	2022	-	-	-	-	RSUs	270,834	$43,333
		-	-	-	-	PSUs	270,834	$43,333
	2023	372,666	$0.53	February 21, 2030	$0	RSUs	165,095	$26,415
		-	-	-	-	PSUs	330,189	$52,830
	2024	379,854	$0.28	February 20, 2031	$0	RSUs	312,500	$50,000
		-	-	-	-	PSUs	800,000	$128,000
	Total	**752,519**			**$0**		**2,149,452**	**$343,912**
Elvin Saruk	2016	314,000	$0.68	February 23, 2026	$0	-	-	-
	2017	151,563	$1.20	February 28, 2027	$0	-	-	-
	2018	112,791	$1.25	February 22, 2028	$0	-	-	-
	2022	-	-	-	-	RSUs	404,167	$64,667
		-	-	-	-	PSUs	404,167	$64,667
	2023	516,408	$0.53	February 21, 2030	$0	RSUs	228,774	$36,604
		-	-	-	-	PSUs	457,548	$73,208
	2024	542,648	$0.28	February 20, 2031	$0	RSUs	446,429	$71,429
		-	-	-	-	PSUs	1,142,858	$182,857
	Total	**1,637,410**			**$0**		**3,083,943**	**$493,432**

		Option-based awards				Share-based awards		
		Number of securities underlying unexercised options	Options exercise price	Option expiration date	Value of unexercised in-the-money options	Type of award	Number of units that have not vested	Market or payout value of unvested unit awards not paid out or distributed
Ward Sellers[1]	2016	348,800	$0.68	February 23, 2026	$0	-	-	-
	2017	156,250	$1.20	February 28, 2027	$0	-	-	-
	2018	116,279	$1.25	February 22, 2028	$0	-	-	-
	2022	-	-	-	-	RSUs	416,667	$66,667
		-	-	-	-	PSUs	416,667	$66,667
	2023	532,380	$0.53	February 21, 2030	-	RSUs	235,850	$37,736
		-	-	-	-	PSUs	471,699	$75,472
	2024	542,648	$0.28	February 20, 2031	$0	RSUs	446,429	$71,429
		-	-	-	-	PSUs	1,142,858	$182,857
	Total	**1,696,357**			**$0**		**3,130,170**	**$500,828**

1 Ward Sellers' outstanding options and share-based awards were forfeited following his resignation from the Corporation April 16, 2025.

Value vested or earned during the year

The table below shows:

- **Option-based awards**: Although a portion of the stock options granted in 2023 vested in 2024, the vested value of these options was not in-the-money, and thus zero. See page 77 for information about the stock option plan.
- **Share-based awards**: The payout value of the 2021 mid-term incentives that vested in 2024 – see page 63 for information about how we calculated the payout value.
- **Non-equity incentive plan compensation**: The value of the 2024 short-term incentive – see page 57 for details.

	Option-based awards Value vested during the year	Share-based awards Value vested during the year	Non-equity incentive plan compensation Value earned during the year
Leon Binedell	$0	$276,284	$622,720
Yasmin Gabriel	$0	$51,379	$223,212
Greg Honig	$0	$115,692	$196,140
Elvin Saruk	$0	$140,016	$273,607
Ward Sellers	$0	$144,346	$183,563

Securities authorized for issuance under equity compensation plans

The table below shows the total number of securities to be issued and available future issuance under our stock option plan (the plan) as at December 31, 2024. We are authorized to issue up to 17,500,000 shares (4.4% of the issued and outstanding shares as at December 31, 2024) under the plan. The number of shares available for future issuance includes shares that have not previously been reserved for an option grant and shares underlying unexercised options that have expired or were terminated.

	Securities to be issued upon exercise of outstanding options		Weighted-average exercise price of outstanding options	Securities remaining available for future issuance		Total securities issuable under option plan	
	Number	% of shares outstanding		Number	% of shares outstanding	Number	% of shares outstanding
Stock option plan approved by securityholders	3,649,405	0.92%	$0.94	1,235,891	0.31%	4,885,296	1.23%

Stock option plan

The plan was established in 1995, after the company was formed but before shares were distributed to the public. It was amended in 2005, 2007, 2010, 2014 and 2023. Under the plan, stock options can be issued to employees.

Burn rates as of December 31

Calculated as the total number of options issued each year divided by the weighted average number of shares outstanding at the end of the year:

	2022	2023	2024
Total number of options issued	-	3,982,732	3,758,381
Weighted average number of shares outstanding on December 31	397,288,680	397,288,680	397,288,680
Burn rate	**0.00%**	**1.00%**	**0.95%**

Limits

- Total number of shares that can be issued to one person (together with all other security-based compensation arrangements): no more than 5% of our issued and outstanding securities.
- Total number of shares that can be issued to insiders within a one-year period, or that can be issuable to insiders at any time under the plan (together with all other security-based compensation arrangements): 10% of our issued and outstanding securities.
- The exercise price of an option cannot be lower than the market price of the shares at the date of grant.
- Exercising options is subject to our insider trading policy (see page 47).

Making changes to the plan

The Board or the Human Resources Committee can change the terms of an option in compliance with the shareholder approved Stock Option Plan. The Board can make changes to the plan with required regulatory and shareholder approval, although a participant's previously granted options cannot be negatively affected without the participant's consent.

Changes that do not require shareholder approval include (among others):

- administrative changes
- changes to the vesting provisions of the stock option plan or any option
- changes to the stock option plan to comply with tax laws
- changes to termination provisions not providing an extension beyond the original expiry date, or a date beyond a permitted automatic extension in the case of an option expiring during a blackout period
- adding, changing or removing a cashless exercise feature, payable in cash or shares and providing for a full deduction of underlying shares from the option reserve.

Changes to the plan that require shareholder approval:

- changing the number of shares issuable under the plan
- reducing the exercise price or purchase price of an option
- changing termination provisions to provide an extension beyond the original expiry date (or the permitted automatic extension for options expiring in a blackout period)
- changing eligibility requirements that could increase insider participation
- allowing options to be transferable or assignable other than for normal estate settlement purposes.

Grants under the stock option plan have been reintroduced in 2023 and no changes were made to the plan that required shareholder approval.

Stock option plan details

The following table provides the details of the Stock Option Plan, which authorizes the granting of stock options with or without tandem stock appreciation rights (TSARS).

	Stock options	Stock option with TSARs
Securities	A stock option (an Option) entitles a holder to purchase, in the future, a Share at a price (the exercise price) set at the time of grant.	An Option granted with a TSAR entitles the holder to a cash payment equal to the difference between the exercise price and the purchase price.
Eligibility	Senior Vice President level and above are eligible to participate.	
Awards	The number of Options granted to participants is calculated by dividing the compensation value of the award by the product of the market price on the date of grant and the Black Scholes value. The calculated number of Options and TSARs is rounded to the nearest 100.	
Term	The term cannot exceed 10 years. The term of options granted up to 2022 is 10 years. The term of options granted in 2023 is seven years (except where the Option with or without TSAR expires during a restricted trading period, in which case, the expiry date is extended to ten days following the end of the restricted trading period).	
Vesting	One-third vest and become exercisable on each of the first three anniversaries of the grant date.	
Exercise	The exercise price is determined using the volume weighted average trading price of a Share on the TSX for the five trading days immediately preceding the grant date. Upon exercise, a Share is issued from treasury.	The value of the TSAR is the difference between the exercise price and the volume weighted average trading price of a Share on the TSX for the five trading days immediately preceding the exercise date. Upon exercise, the related Option is cancelled and the Share underlying the cancelled Option is no longer available for issuance.
Cessation of employment	**Death or Disability**. Options vest as at the date of death or disability and may be exercised within the earlier of 180 days of such date and the original expiry date. **Resignation and Termination without Cause**. Vested Options and those that vest within 90 days of the termination date may be exercised. Unvested Options and vested Options that have not been exercised are cancelled 90 days from the date of termination. **Retirement**. Options continue to vest as of the date of retirement and may be exercised within the earlier of 5 years from the date of retirement and the original expiry date. **Termination with Cause**. Vested and unvested Options are cancelled on the date of termination.	
Change of control	In the case of a change of control event where a survivor (which includes the Corporation), successor or acquiring entity (a Successor) exists, such Successor shall retain or assume the outstanding options or substitute similar awards. If, within 24 months following the termination of the change of control event, an optionee's employment is terminated for a reason other than for just cause or resignation (other than resignation which constitutes constructive dismissal), all options held by the optionee will vest immediately upon the termination. If the Successor does not retain, assume or substitute all of the outstanding options, such options will be deemed to vest immediately prior to the change of control event. In the case where only part of the Corporation is subject to the change of control event, the Change of Control provisions of the Stock Option Plan will only apply to optionees employed in the affected part of the business.	
Recoupment	Options granted can be recouped if there is a restatement of financials which resulted from executive misconduct which resulted in an over payment of incentive compensation.	
Assignability	Options are not assignable.	
Limitations	The Stock Option Plan places certain limitations on grants and terms of Options with or without TSARs These include: • The exercise price must not be lower than the market price of the Shares at the date of grant; • The total number of Shares issued or issuable to any one person under the Stock Option Plan, together with all other security-based compensation arrangements of the Corporation, shall not exceed 5% of the Corporation's issued and outstanding securities; • The total number of Shares (a) issued to insiders of the Corporation within a one year period; and (b) issuable to insiders of the Corporation at any time under the Stock Option Plan, together with all other security based compensation arrangements of the Corporation, shall not exceed 10% of the Corporation's issued and outstanding securities; and • The exercise of Options with or without TSARs is subject to the Corporation's Insider Trading Policy.	
Amendments and variations	The Board or the Human Resources Committee may amend the terms of an Option in compliance with the Stock Option Plan. The Board may amend the Stock Option Plan subject to required regulatory or Shareholder approvals; provided a participant's previously granted options cannot be negatively affected without the participant's consent.[1,2]	

Notes

1 The Human Resources Committee may make certain types of amendments to the Stock Option Plan without seeking Shareholder approval, including amongst other things; (i) amendments of an administrative nature; (ii) amendments to the vesting provisions of the Stock Option Plan or any Option; (iii) amendments to the Stock Option Plan to comply with tax laws; (iv) amendments to termination provisions not providing an extension beyond the original expiry date, or a date beyond a permitted automatic extension in the case of an Option expiring during a blackout period; and (v) amendments providing for or modifying or deleting a cashless exercise feature, payable in cash or Shares and providing for a full deduction of underlying Shares from the Stock Option reserve.

2 Shareholder approval is required for the following types of amendments to the Stock Option Plan, including amongst other things: (i) amendments to the number of Shares issuable under the Stock Option Plan; (ii) amendments reducing the exercise price or purchase price of an Option; (iii) amendments to termination provisions providing an extension beyond the original expiry date, or a date beyond a permitted automatic extension in the case of an Option expiring during a blackout period; (iv) amendments to the eligibility requirements which could increase insider participation; and (v) amendments to permit options to be transferable or assignable other than for normal estate settlement purposes.

RETIREMENT SAVINGS

Sherritt offers a Group retirement savings plan and an executive supplementary pension plan that is being phased out.

Group retirement savings plan (Group RSP)

Eligibility	All Canadian-based employees, including the named executives
Description	Contributions are made on behalf of the employee to the employee's individual account under a Group RSP
Contributions	An amount equal to a fixed percentage of base salary is invested, as directed by the employee, into investment funds that they select from an approved list established by Sherritt's Management Retirement Committee We currently contribute 12% of each named executive's base salary to the group RSP. These amounts are reported under *All other* compensation in the summary compensation table (see page 72)
Withdrawal	Funds can be withdrawn at any time

Before 2018, senior executives who were subject to Canadian tax rules, and whose Group RSP contributions exceeded the limits prescribed by the *Income Tax Act* (Canada), were also able to participate in a supplementary pension plan. The plan was closed to contributions on January 1, 2018, and is being phased out.

The table below shows the value of the supplementary plans for the two executives who qualified to participate in the plan. No contributions were made to the named executives' supplementary plan accounts in 2024. The accumulated value of their accounts (less withholdings) will be paid out to them when their employment with Sherritt ends.

	Accumulated value at start of the year	Accumulated value at the end of the year
Elvin Saruk	$854,810	$1,038,451
Ward Sellers	$124,875	$143,032

TERMINATION AND CHANGE OF CONTROL BENEFITS

Employment agreements

The table below shows the termination arrangements in the employment agreements we have with the named executives.

	Binedell, Saruk & Sellers	Gabriel, Honig[1]
Salary	24 months	18 months
Short-term incentive	• 2x the annual short-term incentive target value, plus • a pro-rata annual incentive for the year of termination	• 1.5 x the average short-term incentive of the two previous years, plus • a pro-rata annual incentive for the year of termination
Equity incentives	According to the terms of the plans for awards previously received	According to the terms of the plans for awards previously received
Benefits and perquisites	24 months	18 months

1 Aligns with policy adopted for all new senior executives hired or appointed after August 1, 2021.

Termination arrangements

The table below describes how PSUs, RSUs and options are treated under different termination scenarios.

	Death or disability	Retirement	Resignation	Termination with cause	Termination without cause
RSUs and PSUs	Vest immediately The PSU performance factor will be assumed to be at target (100%)	Vest following the normal vesting schedule	Forfeited	Forfeited	Vest following the normal vesting schedule
Options	Vest on the date of death or disability and may be exercised within 180 days or the original expiry date, whichever is earlier	Continue to vest and may be exercised within five years of the retirement date or the original expiry date, whichever is earlier	Vested options and options that vest within 90 days of the date of resignation may be exercised prior to the original expiry date Unvested options and vested options that have not been exercised after 90 days are cancelled	Vested and unvested options are cancelled	Vested options and options that vest within 90 days of the termination date may be exercised prior to the original expiry date Unvested options and vested options that have not been exercised after 90 days are cancelled

Change of control

Change of control provisions are included in the employment agreements of the named executives. Under the terms of these agreements, if an executive's employment is terminated without cause or if they resign for good reason (as defined in the respective agreements) within 24 months of a change of control or before a change of control at the request of an acquirer, the executive is entitled to certain benefits.

Change of control is defined as:

1) the acquisition (directly or indirectly) by any person or a combination of persons acting jointly or in concert (other than an entity or entities that were, immediately prior to such acquisition, affiliates of the company) of more than 50% of the voting securities of the company;
2) fifty percent or more of the issued and outstanding voting securities of the Corporation become subject to a voting trust other than a voting trust controlled by any entity or entities that were, immediately prior to such disposition, affiliates of the company;
3) a majority of the directors of the company are removed from office or fail to be re-elected at any annual or special meeting of Shareholders, or a majority of the directors resign from office over a period of 60 days or less, and the vacancies created thereby are not filled by appointments made by the remaining members of the Board;
4) the disposition of all or substantially all of the assets of the company other than to an entity or entities that were, immediately prior to such disposition, affiliates of the company;
5) where applicable, the disposition of all or substantially all of the assets of a division of the company in which the executive is employed other than to an entity or entities that were, immediately prior to such disposition, affiliates of the company;

6) any resolution is passed or any action or proceeding is taken with respect to the liquidation, dissolution or winding-up of the company;
7) the company amalgamates with one or more entities other than any entity or entities that were, immediately prior to such amalgamation, affiliates of the company, if the result of such amalgamation is that persons who were formerly shareholders of the company immediately prior to such amalgamation hold less than a majority of the voting securities of the amalgamated entity;
8) the company enters into any transaction or arrangement which would have the same or similar effect as any of the transactions referred to in the foregoing paragraphs; or
9) any person (other than the executive or any of his associates) makes a bona fide take-over bid for the shares of the company that, if successful, would result in a change of control of the company as defined in paragraph 1 above.

The treatment of share-based compensation awards upon a change of control is governed by:

- the terms of our compensation plans for a change of control without a termination, and
- and the terms of the respective employment agreements for each of the other named executives, for change of control with a termination.

The table below describes what the named executives are entitled to if there is a change of control with and without termination.

	Change of control without termination	Double trigger change of control: change of control *and* termination without cause or resignation with good reason within 24 months	
Severance	None	Lump sum payment equal to the sum of: • 1.5x (CFO, CCO), 2x (other named executives) base salary at date of termination • 1.5x (CFO, CCO) 2-year average incentive, 2x (other named executives) annual incentive at target • 18 months (CFO, CCO), 24 months (other named executives) of retirement savings contributions • 18 months (CFO, CCO), 24 months (other named executives) of perquisite allowance • 18 months (CFO, CCO), 24 months (other named executives) of benefit premiums.	
Helms Burton allowance	Continues	Continues until the executive is removed from the Title IV list. Named executives are expected to take necessary action to be removed from the Title IV list and will be provided with reasonable assistance as necessary.	
RSUs, PSUs and options		*If Sherritt or the surviving or acquiring entity retains or assumes all of the outstanding RSUs, PSUs or options, or substitutes similar awards*	*If Sherritt or the surviving or acquiring entity does not retain, assume or substitute all of the outstanding RSUs, PSUs or options*
• RSUs and PSUs	Continue to vest following the normal vesting schedule	Outstanding RSUs and PSUs vest on termination (at target performance) if the units are not assumed or if employment is terminated without cause within 24 months of the change of control.	Outstanding RSUs and PSUs vest immediately before the change of control (at target performance). If only part of Sherritt is subject to the only part of Sherritt is subject to the change of control, these provisions will apply only to executives employed in the affected part of the business.
• Options	Options continue to vest and become exercisable according to the normal schedule	Outstanding options vest immediately and become exercisable in the 12 months following the termination date (subject to their original expiry date) if employment is terminated without cause within 24 months of the change of control.	Outstanding options vest immediately the change of control. If only part of Sherritt is subject to the change of control, these provisions will apply only to executives employed in the affected part of the business.

Incremental payments

The incremental amounts payable to each named executive under various termination scenarios are set out in the table below. The estimated amounts in the table below include the amounts described in the table above, as well as other amounts payable based on the terms of our incentive plans.

We made the following assumptions to calculate the incremental benefit for each named executive:

- termination date of December 31, 2024
- closing share price as at December 31, 2024, of $0.16
- for retirement, termination without cause and change of control with termination, without cause or resignation with good reason, three months of Helms-Burton allowance for those identified under Title IV
- the incremental amounts for named executive officers for a termination without cause are based on the terms of their employment agreements.

	Leon Binedell	Yasmin Gabriel	Greg Honig	Elvin Saruk	Ward Sellers
Resignation	$0	$0	$0	$0	$0
Retirement	$37,500	$23,750	$21,875	$26,250	$23,438
Termination with cause	$0	$0	$0	$0	$0
Termination without cause	$3,103,097	$1,088,560	$935,234	$1,654,791	$1,353,623
Change of control without termination	$0	$0	$0	$0	$0
Double trigger: change of control and termination without cause or resignation with good reason within 24 months of the change of control	$4,447,396	$1,531,013	$1,279,147	$2,148,222	$1,854,450

OTHER INFORMATION

Loans to directors and executive officers

None of our current or former directors, executive officers have had any loans outstanding to Sherritt or any of our subsidiaries at any time since the beginning of 2024 other than for routine indebtedness.

Interest of informed persons in material transactions

We are not aware of an informed person, proposed director, or any of their associates or affiliates, having a material interest, direct or indirect, in any transaction since the beginning of 2024 or in any proposed transaction which has materially affected or would materially affect Sherritt or our subsidiaries.

Non-GAAP and financial measures

This management information circular includes references to the following non-GAAP financial measures: combined revenue, adjusted earnings before interest, taxes, depreciation and amortization (Adjusted EBITDA), unit operating cost/net direct cash cost (NDCC), average-realized price and combined free cash flow.

Management uses these measures to monitor the financial performance of the corporation and its operating divisions and believes these measures enable investors and analysts to compare the corporation's financial performance with its competitors and/or evaluate the results of its underlying business. These measures are intended to provide additional information, not to replace International Financial Reporting Standards (IFRS) measures, and do not have a standard definition under IFRS and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS. As these measures do not have a standardized meaning, they may not be comparable to similar measures provided by other companies.

These measures are incorporated by reference to Sherritt's Management Discussion and Analysis (MD&A) for the three months and year ended December 31, 2024, dated February 5, 2024, which are included in Sherritt's *2024 Financial Report* which is available on the Sherritt's website and SEDAR+.

The measures referenced in this Management Information Circular and their reconciliation to the most directly comparable IFRS measures are in the Non-GAAP and other financial measures section of the MD&A on the following pages:

- Average-realized price: page 57.
- Unit operating cost/net direct cash cost (NDCC): page 59.
- Spending on capital: page 62.

For more information

Financial information for the year ended December 31, 2024, is provided in our 2024 Audited Consolidated Financial Statements and MD&A. Please contact us at if you would like to be added to the list to receive copies in the future. Write to the Corporate Secretary, Sherritt International Corporation, Bay Adelaide Centre, East Tower, 22 Adelaide Street West, Suite 4220, Toronto, ON M5H 4E3.

Copies of our 2024 Annual Information Form, together with one copy of any document, or the pertinent pages of any document, incorporated by reference, our most recently filed comparative annual financial statements, together with the auditor's report, and our interim financial statements that have been filed for any period after the end of our most recently completed financial year, and this circular are available free of charge, upon request, from the Corporate Secretary. Copies are also available on our website and SEDAR+.

APPENDIX A
SHERRITT INTERNATIONAL CORPORATION
MANDATE OF THE BOARD OF DIRECTORS

1. GENERAL

The Board of Directors (the "Board") is responsible for overseeing the management of the business and affairs of Sherritt International Corporation (the "Corporation") according to lawful and ethical standards and in accordance with the Corporation's viability as a going concern.

The Board has the power to delegate its authority and duties to committees of the Board as it determines appropriate, as permitted by applicable law. Board committees are accountable to the Board, which at all times retains its oversight function and ultimate responsibility for all delegated responsibilities.

2. BOARD DUTIES AND RESPONSIBILITIES

Directors and Senior Management

- Appoint the Chair, the Lead Director (in cases where the Chair is not independent), the President and CEO and other senior
- officers and, as permitted by applicable law, delegate to senior management responsibility for the Corporation's day-to-day operations.
- With the assistance of the Nominating and Corporate Governance Committee, evaluate the performance of the Chair against the position description developed by the Board.
- With the assistance of the Human Resources Committee, evaluate the performance of the President and CEO against the position description developed by the Board. In cases where the role of Chair and President and CEO is combined, the Chair shall be excluded from this evaluation.
- With the assistance of the Nominating and Corporate Governance Committee, ensure that management maintains a process that adequately provides for succession planning of senior management.

Ethical Leadership

- Foster an ethical corporate environment and ensure that the President and CEO and other senior officers manage the business and affairs of the Corporation in an ethical and legal manner and exhibit ethical leadership throughout the Corporation.

Strategic Direction and Risk Assessment

- With the assistance of the applicable Board committee, assess and approve management's strategic plan and review and approve annual business plans developed and proposed by management. The Board will:
  - provide advice and input regarding strategic opportunities, issues and circumstances which could threaten the Corporation's viability as a going concern;
  - approve business and operational policies within which management will operate in relation to capital expenditures, acquisitions and dispositions, disclosure and communications, finance and investment, risk management and human resources;
  - set annual corporate and management performance targets consistent with the Corporation's strategic plan;
  - review and discuss with management the process used by management to assess and manage risk, including the identification by management of the principal risks of the Corporation's business and the implementation by management of appropriate systems to deal with such risks; and
  - confirm that processes are in place to address and comply with applicable legal, regulatory, corporate, securities and other compliance matters.

Financial Reporting and Management

- The Board will review and approve annual operating and capital budgets.
- With the assistance of the Audit Committee, the Board will:
  - review and oversee the integrity of the Corporation with respect to its compliance with applicable audit, accounting and financial reporting requirements;
  - oversee the integrity of the Corporation's disclosure controls and procedures and internal controls over financial reporting, and management information systems;
  - review operating and financial performance results relative to established strategies, plans, budgets and objectives; and
  - approve the Corporation's annual financial statements and related management's discussion and analysis and earnings press releases.

Disclosure, Communications and Insider Trading

- With the assistance of the Nominating and Corporate Governance Committee, satisfy itself that appropriate policies and procedures are in place regarding public disclosure, communications and restricted trading by insiders.

Corporate Governance

- With the assistance of the Nominating and Corporate Governance Committee, the Board will:
  - ensure that there exists an appropriate system of corporate governance, including practices to facilitate the Board's independence;
  - ensure that the necessary Board committees are in place and approve: (i) any changes to their respective mandates; (ii) the mandate of any new committee; and (iii) the authority delegated to each committee;
  - ensure that there exists appropriate processes for the annual evaluation of Board and committee effectiveness and the contributions of individual directors; and
  - approve the nomination of directors.

Environment, Social & Governance (ESG)

- Oversee and monitor the Company's ESG and corporate social responsibility initiatives.
- Oversee the Corporation's general strategy and direction with respect to ESG Matters, including the identification, assessment and prioritization of material and strategically significant ESG Matters.

Independence

In cases where the Chair is not independent, a Lead Director shall be appointed annually from among the independent directors by a majority of the independent directors and shall be recommended by the Nominating and Corporate Governance Committee. The Lead Director may also be removed by a majority of independent directors.

The principal role of the Lead Director is to facilitate the functioning of the Board independent of management and the Chair and serve as an independent leadership contact for the directors and senior executives. The Lead Director shall consult with the Chair and approve the agendas, board materials and schedules for board meetings, preside over in camera sessions of independent directors, call, if necessary, the holding of special meetings of the Board or independent directors and oversee the annual Board and individual director evaluation process (including providing the Chair with an annual performance evaluation). The Lead Director shall also be available for consultation and direct communication with shareholders and other key stakeholders, from time to time.

Compensation of Senior Officers and Directors

With the assistance of the Human Resources Committee, the Board will:

- approve the compensation of the President and CEO and senior management reporting directly to the President and CEO, as well as compensation policies for the President and CEO and other senior officers;
- approve the compensation of directors, including the Chair; and
- approve any equity-based compensation plans for eligible directors, officers and other employees of the Corporation.

Environment, Health, Safety and Sustainability

- With the assistance of the Reserves, Operations and Capital Committee, the Board will:
  - monitor the scope of environment, health and safety, security and sustainability risks to the Corporation's operations and future growth and ensure the adequacy and effectiveness of the Corporation's management systems and controls to mitigate these risks and attendant liabilities;
  - ensure compliance with legal and regulatory requirements and any voluntary commitments the Corporation has made related to environment, health and safety, security and sustainability with a focus on continuous improvement and ensuring consistent practice across the Corporation and its divisions;

3. DIRECTOR DUTIES AND RESPONSIBILITIES

- Each director must act honestly and in good faith with a view to the best interests of the Corporation and its shareholders by exercising the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. In order to fulfill this responsibility, each director is expected to:
  - participate with management in assessing strategic and business plans;
  - develop and maintain a thorough understanding of the Corporation's operational and financial objectives, financial position and performance and the performance of the Corporation relative to its principal competitors;
  - participate in each meeting, including seeking clarification from management and outside advisors where necessary to fully understand the issues under consideration;
  - disclose any personal interests that conflict with, or may appear to conflict with, the interests of the Corporation; and
  - engage in continuing education programs for directors, as appropriate.

4. BOARD COMPOSITION

- With the assistance of the Nominating and Corporate Governance Committee, determine the size and composition of the Board, Board member qualifications and Board member independence to ensure that a majority of directors qualify as independent directors as determined under applicable Canadian securities laws.

5. CHAIR OF THE BOARD

In cases where the Chair is an independent director, the Chair is responsible for ensuring that the Board operates independently of management and that directors have an independent leadership contact.

Specific Roles and Responsibilities

- The Chair will:
  - chair meetings of the directors and assume such other responsibilities which the directors as a whole may designate from time to time;
  - ensure that directors have adequate opportunities to meet without management present;
  - communicate to senior management as appropriate the results of private discussions among directors;
  - monitor compliance with the Corporation's governance policies; and
  - meet annually with each director to obtain insight as to areas where the Board and its committees could be operating more effectively**.**

  In cases where the Chair is not an independent director, the Lead Director will chair all in-camera meetings of the independent directors and ensure that such directors have adequate opportunities to meet without management, as well as informing the Chair of the results of private discussion among the independent directors.

  Please refer to the Corporation's document entitled "Chair's Terms of Reference", attached as Appendix "B" for additional responsibilities of the Chair.

6. BOARD MEETINGS

- Board meetings are scheduled in advance and are held not less than quarterly.
- In addition to regularly scheduled Board meetings, additional Board meetings may be called upon proper notice at any time to address specific needs of the Corporation.
- An in-camera session will be held at each regularly scheduled Board meeting.
- The Board may also take action from time to time by unanimous written consent.
- A Board meeting may be called by the Chair, the Lead Director (if applicable) or any director.

APPENDIX B
CHAIR'S TERMS OF REFERENCE

The principal role of the Chair of the Board of Directors ("Board") of Sherritt International Corporation (the "Corporation") is to provide leadership to the Board. The Chair is responsible for effectively managing the affairs of the Board and ensuring that the Board is properly organized and that it functions efficiently and independent of management. The Chair also advises the President and Chief Executive Officer in all matters concerning the interests of the Corporation, the Board and the relationships between management and the Board.

More specifically, the Chair shall:

A. Strategy

1. Provide leadership to enable the Board to act effectively in carrying out its duties and responsibilities as described in the Mandate of the Board and as otherwise may be appropriate.
2. Work with the Board, the President and Chief Executive Officer and other management to monitor progress on the Corporation's business plans, annual budgets, policy implementation and succession planning.
3. Assist the President and Chief Executive Officer in presenting the corporate vision and strategies to the Board, large shareholders, partners and the outside world.

B. Advisor to President and Chief Executive Officer

4.
   a. Provide advice, counsel and mentorship to the incumbent President and Chief Executive Officer; and
   b. In consultation with the President and Chief Executive Officer, ensure that there is an effective relationship between management personnel and the members of the Board.

C. Board Structure and Management

5. Preside over Board meetings and annual and special meetings of shareholders.
6. Provide advice, counsel and mentorship to fellow members of the Board.
7. Execute the responsibilities of a company director according to the lawful and ethical standards and in accordance with the Corporation's policies.
8. Take a leading role in determining the composition of the Board and its committees to achieve maximum effectiveness.
9. In consultation with the President and Chief Executive Officer, the Corporate Secretary and the chairs of the Board committees, as appropriate, determine the frequency, dates and locations of meetings of the Board, of Board committees and of the shareholders.
10. In consultation with the President and Chief Executive Officer, Corporate Secretary, review the annual work plan and the meeting agendas to ensure all required business is brought before the Board to enable it to efficiently carry out its duties and responsibilities.
11. Ensure the proper flow of information to the Board and review, with the President and Chief Executive Officer, Corporate Secretary and the Lead Director, the adequacy and timing of materials in support of management personnel's proposals.

D. Compensation Matters and Succession Planning

In conjunction with the Human Resources Committee**:**

12. Recommend compensation awards for President and Chief Executive Officer and be available to advise the Board on general compensation matters.
13. Advise the Board on performance of the President and Chief Executive Officer and succession planning of the President and Chief Executive Officer.

Questions?
Need help voting?

Please contact our strategic advisor,
Kingsdale Advisors

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1-866-229-8263

E-mail: contactus@kingsdaleadvisors.com

Fax: (416) 867-2271

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Outside North America,
banks and brokers call collect:
1-437-561-5030

KINGSDALE Advisors

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