NOTICE OF OUR 2025 ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

Please join us at our 2025 annual and special meeting

Where	**When**
Torys LLP Toronto Dominion Centre 79 Wellington St. W., #3300 Toronto, Ontario M5K 1N2	Tuesday, June 10, 2025 10:00 a.m. (Eastern Time)

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

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

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

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).