

# Sherritt Reminds Noteholders and Shareholders of Upcoming Early Consent Date and Voting Deadline in connection with its Previously Announced Transaction

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[Sherritt International Corp.](#) (&ldquo;Sherritt&rdquo; or the &ldquo;Corporation&rdquo;) (TSX:S), a world leader in the mining and refining of nickel and cobalt from lateritic ores, reminds holders (the &ldquo;Noteholders&rdquo;) of the Corporation&rsquo;s outstanding (i) 8.00% senior unsecured debentures due 2021, (ii) 7.50% senior unsecured debentures due 2023, and (iii) 7.875% senior unsecured notes due 2025 (collectively, the &ldquo;Existing Notes&rdquo;) of the previously announced early consent date (the &ldquo;Early Consent Date&rdquo;) of March 27, 2020, in connection with the Corporation&rsquo;s proposed transaction announced on February 26, 2020 (the &ldquo;Transaction&rdquo;) to be implemented pursuant to a corporate plan of arrangement (the &ldquo;Plan of Arrangement&rdquo;) under the Canada Business Corporations Act (the &ldquo;CBCA&rdquo;).

Sherritt also reminds Noteholders and holders of the Corporation&rsquo;s obligations under its Ambatovy Joint Venture partner loans (the &ldquo;CFA Lenders&rdquo;) and together with the Noteholders, the &ldquo;Debtholders&rdquo;) of the voting deadline of April 7, 2020 (the &ldquo;Voting Deadline&rdquo;) in connection with the Transaction.

Holders of the Corporation&rsquo;s common shares (the &ldquo;Shareholders&rdquo;) are reminded of the Voting Deadline in connection with Sherritt&rsquo;s reduction of the stated capital of its common shares (the &ldquo;Stated Capital Reduction&rdquo;), which is a preliminary step to the implementation of the Transaction.

In light of recent and ongoing developments regarding COVID-19, Sherritt strongly encourages all Debtholders and Shareholders to follow the instructions of the Public Health Agency of Canada (<https://www.canada.ca/en/public-health/services/diseases/coronavirus-disease-covid-19.html>) and all additional provincial and local instructions. Sherritt strongly encourages all Debtholders and Shareholders to vote by proxy at the upcoming Meetings (as defined below) by submitting their duly completed proxies or voting instructions prior to the Voting Deadline in accordance with the instructions contained in the applicable proxies, voting forms or voting information and election forms. Sherritt is actively monitoring the continually evolving COVID-19 situation and will provide any further updates relating to the Meetings as applicable and appropriate in the circumstances.

## Early Consent Matters

As previously announced by the Corporation in its February 26, 2020 news release (the &ldquo;Transaction Announcement&rdquo;) and as further described in the Corporation&rsquo;s management information circular dated March 6, 2020 (the &ldquo;Information Circular&rdquo;), in order for a Noteholder to be eligible to receive early consent cash consideration in an amount equal to 3% of the principal amount of the Existing Notes voted in favour of the Plan of Arrangement by the Early Consent Date and held by such Noteholder on the implementation date of the Plan of Arrangement (the &ldquo;Noteholder Early Consent Cash Consideration&rdquo;) as additional consideration for the exchange of its Existing Notes pursuant to the Plan of Arrangement, such Noteholder must vote in favour of the Plan of Arrangement and elect to receive Noteholder Early Consent Cash Consideration by 5:00 p.m. (Toronto time) on the Early Consent Date of March 27, 2020, as such date may be extended by Sherritt, and otherwise comply with the terms of the Plan of Arrangement. Noteholders should review the Information Circular in detail for additional information.

Any Noteholder that does not vote in favour of the Plan of Arrangement and elect to receive Noteholder Early Consent Cash Consideration by 5:00 p.m. (Toronto time) on the Early Consent Date shall not be entitled to receive Noteholder Early Consent Cash Consideration pursuant to the Plan of Arrangement.

#### The Meetings and Voting Deadline

As previously announced by the Corporation in its Transaction Announcement, the meeting of the Debtholders (the “Debtholders’ Meeting”) to consider and vote upon a resolution to approve the Plan of Arrangement to implement the Transaction, and (ii) a meeting of the Shareholders (the “Shareholders’ Meeting”, and together with the Debtholders’ Meeting, the “Meetings”) to consider and vote upon a resolution to approve the Stated Capital Reduction, are scheduled to be held on April 9, 2020 at the offices of Goodmans LLP at 333 Bay Street, Suite 3400, Toronto, Ontario M5H 2S7. The Debtholders’ Meeting is scheduled to begin at 10:00 a.m. (Toronto time) and the Shareholders’ Meeting is scheduled to begin at 10:30 a.m. (Toronto time). As noted above, Sherritt is actively monitoring the COVID-19 situation and will provide any further updates relating to the Meetings as applicable and appropriate in the circumstances.

The Voting Deadline for Debtholders and Shareholders to submit their proxies or voting instructions in order to vote on the items to be considered at the applicable Meeting is 5:00 p.m. (Toronto time) on April 7, 2020. The Noteholders and CFA Lenders will vote together as one class at the Debtholders’ Meeting. CFA Lenders must also submit their election for consideration under the Plan of Arrangement by the Voting Deadline (as described further in the Information Circular).

Shareholders are advised that the Stated Capital Reduction is the only matter that will be considered at the Shareholders’ Meeting. Sherritt will provide further information concerning an upcoming annual general meeting of Shareholders, at which the Shareholders will be asked to consider additional matters.

The board of directors of Sherritt (the “Board of Directors”) has unanimously determined that the Transaction is the best available alternative for and in the best interests of the Corporation and its stakeholders at this time, and recommends that the Debtholders support and vote in favour of the Transaction. The Board of Directors also recommends that Shareholders support and vote in favour of the Stated Capital Reduction.

#### Additional Voting and Election Information

Debtholders and Shareholders should refer to the Information Circular, which has been mailed to Debtholders and Shareholders and is also available on SEDAR ([www.sedar.com](http://www.sedar.com)) and Sherritt’s website ([www.sherritt.com](http://www.sherritt.com)), for additional information and instructions with respect to the process for submitting voting and election instructions and eligibility for Noteholder Early Consent Cash Consideration, as applicable.

Debtholders and Shareholders can vote at the Meetings without attending in person by submitting their duly completed proxies or voting instructions prior to the Voting Deadline in accordance with the instructions contained in the applicable proxies, voting forms or voting information and election forms. Sherritt strongly encourages all Debtholders and Shareholders to vote by proxy at the Meetings in light of the recent and ongoing COVID-19 outbreak.

Banks, brokers or other intermediaries (each an “Intermediary”) that hold Existing Notes or common shares of Sherritt on a securityholder’s behalf may have internal deadlines that require such securityholders to submit their votes by an earlier date in advance of the Early Consent Date and/or the Voting Deadline, as applicable, and may have internal requirements for the submission of voting instructions. Such securityholders are encouraged to contact their Intermediaries directly to confirm any such internal deadlines or voting instruction requirements.

Debtholders and Shareholders with questions about the Transaction, the Stated Capital Reduction, eligibility for Noteholder Early Consent Cash Consideration, or voting at the applicable Meeting may also contact Kingsdale Advisors, the Corporation’s Proxy, Information and Exchange Agent, by telephone at

1-800-749-9197 or 416-867-2272, or by email at [contactus@kingsdaleadvisors.com](mailto:contactus@kingsdaleadvisors.com).

## Court Approval and Implementation

If the Plan of Arrangement is approved by the requisite majority of the Debtholders at the Debtholders' Meeting, the Corporation and its subsidiary, 11722573 Canada Ltd. (collectively, the "Applicants"), will attend a hearing (the "Final Order Hearing") before the Ontario Superior Court of Justice (Commercial List) (the "Court") currently scheduled for April 16, 2020, to seek a Court order approving the Plan of Arrangement. Sherritt will provide any further updates relating to the Final Order Hearing based on the continuing evolving COVID-19 situation as applicable and appropriate in the circumstances.

As part of the Court approval of the Plan of Arrangement, the Applicants will seek a permanent waiver of potential defaults resulting from the commencement of their CBCA proceedings (the "CBCA Proceedings") or the steps or transactions related to the CBCA Proceedings or Transaction, on the terms set forth in the Plan of Arrangement.

Completion of the Transaction pursuant to the Plan of Arrangement will be subject to, among other things, approval of the Plan of Arrangement by the requisite majority of the Debtholders at the Debtholders' Meeting, approval of the Plan of Arrangement by the Court and the satisfaction or waiver of the other applicable conditions precedent to the Plan of Arrangement. If all requisite approvals are obtained and the other conditions to completion of the Transaction are satisfied or waived, it is expected that the Transaction will be completed at the end of April 2020. Upon implementation, the Plan of Arrangement would bind all Debtholders of the Corporation.

The Corporation's legal advisor in connection with the Transaction is Goodmans LLP and its financial advisor is National Bank Financial Inc.

This news release is not an offer of securities for sale in the United States. The securities to be issued pursuant to the Transaction have not been and will not be registered under the U.S. Securities Act of 1933 (the "1933 Act"), or the securities laws of any state of the United States, and may not be offered or sold within the United States except pursuant to an exemption from the registration requirements of the 1933 Act. The securities to be issued pursuant to the Transaction will be issued and distributed in reliance on the exemption from registration set forth in Section 3(a)(10) of the 1933 Act (and similar exemptions under applicable state securities laws).

## About Sherritt

Sherritt is a world leader in the mining and refining of nickel and cobalt from lateritic ores with projects, operations and investments in Canada, Cuba and Madagascar. The Corporation is the largest independent energy producer in Cuba, with extensive oil and power operations across the island. Sherritt licenses its proprietary technologies and provides metallurgical services to mining and refining operations worldwide. The Corporation's common shares are listed on the Toronto Stock Exchange under the symbol "S".

## Forward-Looking Statements

This news release contains certain forward-looking statements. Forward-looking statements can generally be identified by the use of statements that include such words as "believe", "expect", "anticipate", "intend", "plan", "forecast", "likely", "may", "will", "could", "should", "suspect", "outlook", "projected", "continue" or other similar words or phrases. Specifically, forward-looking statements in this document include, but are not limited to, statements set out in this news release relating to: the key terms of the Transaction and the effect of its implementation on the Debtholders, other stakeholders and the Corporation; the anticipated Stated Capital Reduction and the effect thereof; the indenture expected to govern the new second lien notes to be issued as part of the Transaction, the holding and timing of, and matters to be considered at the Meetings as well as with respect to voting at such

Meetings; the deadlines for submitting proxies, voting instructions and elections; the expectation that the Applicants will attend a hearing before, and seek certain relief from, the Court and the expected timing for such hearing, the anticipated timing of the completion of the Transaction subject to the satisfaction or waiver of the applicable conditions, the potential impact of COVID-19 on the Meetings and Final Order Hearing and the Corporation's intention to provide further updates in respect thereof.

Forward-looking statements are not based on historic facts, but rather on current expectations, assumptions and projections about future events, including matters relating to the proposed Transaction; commodity and product prices and demand; the level of liquidity; production results; realized prices for production; earnings and revenues; and certain objectives, goals and plans. By their nature, forward looking statements require the Corporation to make assumptions and are subject to inherent risks and uncertainties. There is significant risk that predictions, forecasts, conclusions or projections will not prove to be accurate, that those assumptions may not be correct and that actual results or payments may differ materially from such predictions, forecasts, conclusions or projections.

The Corporation cautions readers of this news release not to place undue reliance on any forward-looking statement as a number of factors could cause actual future results, conditions, actions or events to differ materially from the targets, expectations, estimates or intentions expressed in the forward-looking statements. These risks, uncertainties and other factors include, but are not limited to, risks associated with the ability of the Corporation to receive all necessary regulatory, court, third party and stakeholder approvals in order to complete the Transaction; the ability of the Corporation to achieve its financial goals; the ability of the Corporation to operate in the ordinary course during the CBCA Proceedings, including with respect to satisfying obligations to service providers, suppliers, contractors and employees; the ability of the Corporation to continue as a going concern; the ability of the Corporation to continue to realize its assets and discharge its liabilities and commitments; the Corporation's future liquidity position, and access to capital, to fund ongoing operations and obligations (including debt obligations); the ability of the Corporation to stabilize its business and financial condition; the ability of the Corporation to implement and successfully achieve its business priorities; the ability of the Corporation to comply with its contractual obligations, including, without limitation, its obligations under debt arrangements; the general regulatory environment in which the Corporation operates; the tax treatment of the Corporation and the materiality of any legal and regulatory proceedings; the general economic, financial, market and political conditions impacting the industry and markets in which the Corporation operates; the ability of the Corporation to sustain or increase profitability, fund its operations with existing capital and/or raise additional capital to fund its operations; the ability of the Corporation to generate sufficient cash flow from operations; the impact of competition; the ability of the Corporation to obtain and retain qualified staff, equipment and services in a timely and efficient manner (particularly in light of the Corporation's efforts to restructure its debt obligations); the ability of the Corporation to retain members of the senior management team, including but not limited to, the officers of the Corporation; and the impacts resulting from the COVID-19 pandemic and the responses of government and the public to the pandemic on business operations of the Corporation, matters relating to the Meetings, including attending such Meetings and the timing thereof, matters relating to attending the Final Order Hearing and the timing thereof, and the implementation of the Transaction and timing thereof. Readers are cautioned that the foregoing list of factors is not exhaustive and should be considered in conjunction with the risk factors described in this news release and in the Corporation's other documents filed with the Canadian securities authorities, including without limitation the Management's Discussion and Analysis of the Corporation for the year ended December 31, 2019, and the Annual Information Form of the Corporation dated February 13, 2019 for the period ending December 31, 2018, which are available on SEDAR at [www.sedar.com](http://www.sedar.com).

The Corporation may, from time to time, make oral forward-looking statements. The Corporation advises that the above paragraph and the risk factors described in this news release and in the Corporation's other documents filed with the Canadian securities authorities should be read for a description of certain factors that could cause the actual results of the Corporation to differ materially from those in the oral forward-looking statements. The forward-looking information and statements contained in this news release are made as of the date hereof and the Corporation undertakes no obligation to update publicly or revise any oral or written forward-looking information or statements, whether as a result of new information, future events or otherwise, except as required by applicable securities laws. The forward-looking information and statements contained herein are expressly qualified in their entirety by this cautionary statement.

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