

Sherritt Announces Amendment to its Previously Announced CBCA Transaction and Extension to Early Consent Deadline

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[Sherritt International Corp.](#) ("Sherritt" or the "Corporation") (TSX:S) announced today that it has made an amendment to its previously announced transaction to extend the maturities of the Corporation's note obligations and strengthen the Corporation's capital structure (the "CBCA Transaction") to be implemented pursuant to a corporate plan of arrangement (the "CBCA Plan") under the Canada Business Corporations Act, following discussions with certain holders of the Corporation's Existing Notes (as defined below) that entered into confidentiality agreements with the Corporation. Sherritt has amended the CBCA Transaction to increase the Junior Notes Exchange Ratio (as defined in the Corporation's management information circular dated March 4, 2025 (the "Circular")) under the CBCA Plan from 0.50 to 0.60 (the "CBCA Transaction Amendment").

The CBCA Transaction is described in the Circular and the Corporation's news release issued on March 4, 2025 (the "March 4 News Release").

Sherritt is also extending the early consent deadline (the "Early Consent Deadline") by which holders of the Corporation's outstanding (i) 8.50% senior second lien secured notes due November 30, 2026 (the "Senior Secured Notes"); and (ii) 10.75% unsecured PIK option notes due August 31, 2029 (the "Junior Notes", and together with the Senior Secured Notes, the "Existing Notes") must vote in favour of the CBCA Plan in order to be eligible to receive early consent consideration pursuant to the terms of the CBCA Plan to March 28, 2025 at 5:00 p.m. (Toronto time).

As further described in the Circular and the March 4 News Release:

in order for holders of Senior Secured Notes ("Senior Secured Noteholders") that are not Initial Consenting Noteholders (as defined below) to be eligible to receive a cash payment in an amount equal to 3% of the principal amount of the Senior Secured Notes voted in favour of the CBCA Plan by the Early Consent (a) Deadline and held by such Senior Secured Noteholder on the implementation date of the CBCA Plan (the "Senior Secured Noteholder Early Consent Consideration"), such Senior Secured Noteholder must vote in favour of the CBCA Plan and elect to receive Senior Secured Noteholder Early Consent Consideration by the Early Consent Deadline and otherwise comply with the terms of the CBCA Plan; and

in order for holders of Junior Notes ("Junior Noteholders" and together with the Senior Secured Noteholders, "Noteholders") to be eligible to receive additional amended 9.25% senior second lien secured notes due November 30, 2031 (the "Amended Senior Secured Notes") in an amount equal to 5% of the principal amount of the Junior Notes voted in favour of the CBCA Plan by the Early Consent Deadline and held by (b) such Junior Noteholder on the implementation date of the CBCA Plan (the "Junior Noteholder Early Consent Consideration") as additional consideration for the exchange of its Junior Notes pursuant to the CBCA Plan, such Junior Noteholder must vote in favour of the CBCA Plan and elect to receive Junior Noteholder Early Consent Consideration by the Early Consent Deadline and otherwise comply with the terms of the CBCA Plan.

Noteholders should review the Circular in detail for additional information.

As disclosed in the March 4 News Release, in connection with the CBCA Transaction, the Corporation and certain holders of Existing Notes holding, in aggregate, approximately 42% of the outstanding Senior Secured Notes (the "Initial Consenting Noteholders"), have entered into a consent and support agreement

pursuant to which and subject to its terms, the Initial Consenting Noteholders have agreed to, among other things, support the CBCA Transaction and vote in favour of the CBCA Plan. The Initial Consenting Noteholders have also agreed to the CBCA Transaction Amendment.

Any Noteholder that does not vote in favour of the CBCA Plan and elect to receive Senior Secured Noteholder Early Consent Consideration or the Junior Noteholder Early Consent Consideration, as applicable, by the extended Early Consent Deadline of March 28, 2025 at 5:00 p.m. (Toronto time) shall not be entitled to receive their applicable early consent consideration pursuant to the CBCA Plan.

Sherritt also reminds Noteholders of the voting deadline of 5:00 p.m. (Toronto time) on April 2, 2025 (the "Voting Deadline") in connection with the CBCA Transaction.

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

As also announced by the Corporation in its March 4 News Release, the meeting of the Senior Secured Noteholders (the "Senior Secured Noteholders' Meeting") and the meeting of the Junior Noteholders (the "Junior Noteholders' Meeting", and together with the Senior Secured Noteholders' Meeting, the "Noteholders' Meetings"), each to consider and vote upon resolutions to approve the CBCA Plan to implement the CBCA Transaction, are scheduled to be held on April 4, 2025. The Senior Secured Noteholders' Meeting and the Junior Noteholders' Meeting are scheduled to begin at 10:00 a.m. and 10:30 a.m. (Toronto time), respectively, at the offices of Goodmans LLP at the Bay Adelaide Centre - West Tower, 333 Bay Street, Suite 3400, Toronto, Ontario M5H 2S7.

Sherritt strongly encourages all Noteholders to vote at the upcoming Noteholders' Meetings by submitting their duly completed voting instructions prior to the Voting Deadline in accordance with the instructions contained in the applicable voting information and election forms. Noteholders who have already cast their votes do not need to re-submit their votes, unless they wish to change their votes. Noteholders may wish to confirm with their respective Intermediaries that their previously submitted voting instructions have been properly recorded by their Intermediaries.

Additional information relating to voting in advance of or at the Noteholders' Meetings is set out in detail in the March 4 News Release.

As disclosed in the Circular and the March 4 News Release, the Corporation and the Majority Initial Consenting Noteholders (as defined in the Circular) have the right to amend the CBCA Plan to remove the Junior Notes Exchange (as defined in the Circular) from the CBCA Plan. Junior Noteholders will have the option to notify Sherritt if they would like to proceed with an exchange of their Junior Notes outside of the CBCA Plan, on the same terms as contemplated pursuant to the CBCA Plan, in the event that the Junior Notes Exchange is removed from the CBCA Plan. The maximum principal amount of Amended Senior Secured Notes that can be issued in exchange for Junior Notes outside of the CBCA Plan remains unchanged at \$40 million (as set forth in the Description of Notes in the Circular). Junior Noteholders who are interested in participating in the Junior Notes Exchange, in either circumstance, are encouraged to contact Kingsdale Advisors at the contact information provided below.

Additional information and materials in respect of the CBCA Transaction are available on Sherritt's profile on SEDAR+ (www.sedarplus.ca) and its CBCA Transaction website (<https://www.sherrittnotes.com>). The amended version of the Corporation's CBCA Plan reflecting the CBCA Transaction Amendment will also be made available on Sherritt's profile on SEDAR+ (www.sedarplus.ca) and its CBCA Transaction website (<https://www.sherrittnotes.com>) today.

Noteholders with any questions or requests for further information regarding the CBCA Transaction, voting at the Noteholders' Meetings or eligibility for early consent consideration may also contact Kingsdale Advisors, the Corporation's Proxy Solicitation, Paying, Information and Exchange Agent, at 1-855-476-7987 (toll-free in North America) or 1-437-561-5039 (text and call enabled outside North America), or by email at contactus@kingsdaleadvisors.com.

This news release is not an offer of securities for sale in the United States. The securities to be issued pursuant to the CBCA 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 CBCA 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 using hydrometallurgical processes to mine and refine nickel and cobalt - metals deemed critical for the energy transition. Sherritt's Moa Joint Venture has an estimated mine life of approximately 25 years and is advancing an expansion program focused on increasing annual MSP production by 20% of contained nickel and cobalt. The Corporation's Power division, through its ownership in Energas, 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 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".

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: certain key terms of the CBCA Transaction (including the CBCA Transaction Amendment), and the effect of the implementation thereof on the Noteholders, other stakeholders and the Corporation; the holding and timing of, and matters to be considered at the Noteholders' Meetings as well as with respect to voting at such Noteholders' Meetings; the Corporation's intent to extend debt maturities and reduce its debt and annual interest payments through the implementation of the CBCA Transaction; the capital structure of the Corporation following the implementation of the CBCA Transaction; the expected process for and timing of implementing the CBCA Transaction; and the effect of the CBCA Transaction.

Forward-looking statements are not based on historical facts, but rather on current expectations, assumptions and projections about future events, including matters relating to the CBCA Transaction (including the CBCA Transaction Amendment), commodity and product prices and demand; the level of liquidity and access to funding; share price volatility; production results; realized prices for production, earnings and revenues; global demand for electric vehicles and the anticipated corresponding demand for cobalt and nickel; the commercialization of certain proprietary technologies and services; advancements in environmental and Green House Gas ("GHG") reduction technology; GHG emissions reduction goals and the anticipated timing of achieving such goals, if at all; statistics and metrics relating to environmental, social and governance ("ESG") matters which are based on assumptions or developing standards; environmental rehabilitation provisions; environmental risks and liabilities; compliance with applicable environmental laws and regulations; risks related to the U.S. government policy toward Cuba; current and future economic conditions in Cuba; the level of liquidity and access to funding; Sherritt share price volatility; and certain corporate objectives, goals and plans for 2025. 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 the assumptions may not be correct and that actual results 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 CBCA Transaction and the Subsequent Exchange Transaction (as defined in the Circular); failure to timely satisfy the conditions of the CBCA Transaction or to otherwise complete the CBCA

Transaction; the Corporation's ability to reduce its debt and annual interest payments through the implementation of the CBCA Transaction and the Subsequent Exchange Transaction; the ability of the Corporation to operate in the ordinary course during the CBCA Proceedings (as defined in the Circular), including with respect to satisfying obligations to service providers, suppliers, contractors and employees; dilution arising from the Subsequent Exchange Transaction; commodity risks related to the production and sale of nickel cobalt and fertilizers; security market fluctuations and price volatility; level of liquidity of Sherritt, including access to capital and financing; the ability of the Moa Joint Venture to pay dividends; the risk to Sherritt's entitlements to future distributions (including pursuant to the Cobalt Swap) from the Moa Joint Venture; risks related to Sherritt's operations in Cuba; risks related to the U.S. government policy toward Cuba, including the U.S. embargo on Cuba and the Helms-Burton legislation; political, economic and other risks of foreign operations, including the impact of geopolitical events on global prices for nickel, cobalt, fertilizers, or certain other commodities; uncertainty in the ability of the Corporation to enforce legal rights in foreign jurisdictions; uncertainty regarding the interpretation and/or application of the applicable laws in foreign jurisdictions; risk of future non-compliance with debt restrictions and covenants; risks related to environmental liabilities including liability for reclamation costs, tailings facility failures and toxic gas releases; compliance with applicable environment, health and safety legislation and other associated matters; risks associated with governmental regulations regarding climate change and greenhouse gas emissions; risks relating to community relations; maintaining social license to grow and operate; uncertainty about the pace of technological advancements required in relation to achieving ESG targets; risks to information technologies systems and cybersecurity; risks associated with the operation of large projects generally; risks related to the accuracy of capital and operating cost estimates; the possibility of equipment and other failure; potential interruptions in transportation; identification and management of growth opportunities; the ability to replace depleted mineral reserves; risks associated with the Corporation's joint venture partners; variability in production at Sherritt's operations in Cuba; risks associated with mining, processing and refining activities; risks associated with the operation of large projects generally; risks related to the accuracy of capital and operating cost estimates; the possibility of equipment and other failures; uncertainty of gas supply for electrical generation; reliance on key personnel and skilled workers; growth opportunity risks; uncertainty of resources and reserve estimates; the potential for shortages of equipment and supplies, including diesel; supplies quality issues; risks related to the Corporation's corporate structure; foreign exchange and pricing risks; credit risks; competition in product markets; future market access; interest rate changes; risks in obtaining insurance; uncertainties in labour relations; legal contingencies; risks related to the Corporation's accounting policies; uncertainty in the ability of the Corporation to obtain government permits; failure to comply with, or changes to, applicable government regulations; bribery and corruption risks, including failure to comply with the Corruption of Foreign Public Officials Act or applicable local anti-corruption law; the ability to accomplish corporate objectives, goals and plans for 2025; and the ability to meet other factors listed from time to time in the Corporation's continuous disclosure documents.

Readers are cautioned that the foregoing list of factors is not exhaustive and should be considered in conjunction with the risk factors described in the Corporation's other documents filed with the Canadian securities authorities, including without limitation the "Managing Risk" section of the Management's Discussion and Analysis for the three months and year ended December 31, 2024 and the Annual Information Form of the Corporation dated March 21, 2024 for the period ending December 31, 2023, which are available on SEDAR+ at www.sedarplus.ca.

The Corporation may, from time to time, make oral forward-looking statements. The Corporation advises that the above paragraphs 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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