

SHERRITT INTERNATIONAL CORPORATION

PROXY

Annual Meeting of the Shareholders of

to be held on May 21, 2009 at 10:00 a.m. (Toronto time)

THIS PROXY IS SOLICITED ON BEHALF OF MANAGEMENT OF SHERRITT INTERNATIONAL CORPORATION

The undersigned shareholder of Sherritt International Corporation (the "Corporation") hereby appoints Ian W. Delaney, or failing him, Dean R. Chambers, or failing him, David Pathe, all being officers of the Corporation, or instead of any of the foregoing, _____, as proxy of the undersigned, with full power of substitution, to attend, vote and act for and on behalf of the undersigned **at the annual meeting of shareholders of the Corporation (the "Meeting") to be held on May 21, 2009 at 10:00 a.m. (Toronto time) and at all adjournments thereof**, in the same manner, to the same extent and with the same powers as if the undersigned were present at the Meeting, and without limiting the general authorization given by this proxy, the persons above-named are specifically directed to vote the common shares represented by this proxy upon the following matters:

Where no choice is specified, the proxyholders designated by management intend to vote FOR each of the directors listed in item 1 and FOR item 2.

1. with respect to the election of directors:

		FOR	WITHHOLD
01	Ian W. Delaney	<input type="checkbox"/>	<input type="checkbox"/>
02	Michael F. Garvey	<input type="checkbox"/>	<input type="checkbox"/>
03	The Honourable Marc Lalonde	<input type="checkbox"/>	<input type="checkbox"/>
04	Edythe A. (Dee) Marcoux	<input type="checkbox"/>	<input type="checkbox"/>
05	Bernard Michel	<input type="checkbox"/>	<input type="checkbox"/>
06	Daniel P. Owen	<input type="checkbox"/>	<input type="checkbox"/>
07	Sir Patrick Sheehy	<input type="checkbox"/>	<input type="checkbox"/>
08	Jowdat Waheed	<input type="checkbox"/>	<input type="checkbox"/>

2. with respect to the reappointment of Deloitte & Touch LLP as auditors and the authorization of the directors to fix their remuneration:

FOR	WITHHOLD
<input type="checkbox"/>	<input type="checkbox"/>

This proxy revokes and supersedes any proxy previously given.

Executed on _____, 2009.

Number of Common Shares

Signature of Shareholder

Name of Shareholder (please print clearly)

NOTES:

- (1) This proxy confers discretionary authority on the proxy named herein to vote in respect of any amendments or variations to the matters identified in the notice of meeting or any other matter which may properly come before the meeting in such manner as such proxy in his or her judgment may determine. **A shareholder has the right to appoint a person to represent him or her at the Meeting other than the management representatives designated in this proxy.** Such right may be exercised by inserting in the space provided the name of the other person the shareholder wishes to appoint. Such other person need not be a shareholder.
- (2) This proxy must be signed by the shareholder or his or her attorney duly authorized in writing. Such signature should agree with the name on this proxy. If the shareholder is a corporation, this proxy should be executed under its corporate seal or by an officer or attorney thereof duly authorized. Executors, administrators, trustees, etc., should so indicate when signing. Where shares are held jointly, each owner must sign. If your address as shown is incorrect, please give your correct address when returning this proxy.
- (3) If this proxy is not dated in the space provided, it is deemed to bear the date on which it is mailed by or on behalf of management of the Corporation.