



---

## NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual Meeting of Shareholders (the "Meeting") of Sherritt International Corporation (the "Corporation") will be held in the North Lobby, Roy Thomson Hall, 60 Simcoe Street, Toronto, Ontario on May 21, 2009 at 10:00 a.m. (Toronto time).

### **Business of the Meeting**

At the Meeting, Shareholders will be asked to:

- (1) elect directors;
- (2) appoint auditors and authorize the directors to fix their remuneration;
- (3) receive the consolidated financial statements of the Corporation for the financial year ended December 31, 2008, together with the report of the auditors thereon; and
- (4) transact such other business, if any, as may properly come before the Meeting.

The accompanying Management Information Circular provides additional information relating to the matters to be dealt with at the Meeting and forms part of this Notice.

If you are not able to be present at the Meeting, please exercise your right to vote by signing and returning the enclosed form of proxy or the voting instruction form in the envelope provided for that purpose. Proxies must be deposited with CIBC Mellon Trust Company, Proxy Department, P.O. Box 721, Agincourt, Ontario M1S 0A1, not later than 5:00 p.m. on May 20, 2009 and voting instruction forms must be received by the appropriate broker prior to the Meeting, in accordance with the instructions set out in such forms.

DATED at Toronto, Ontario, this 20<sup>th</sup> day of April, 2009.

By Order of the Board of Directors

*"David Pathe"*

---

David Pathe  
Vice President,  
General Counsel and Corporate Secretary