



2023 Management Information Circular

| April 1, 2024

Notice of Annual General Meeting of Shareholders

Dear shareholders,

We invite you to attend the Annual General Meeting of Shareholders (the “**Meeting**”) of 5N Plus Inc. (“**5N+**” or the “**Corporation**”).

Where

This year again, we will hold our annual meeting in a virtual only format to facilitate shareholder access to the Meeting and maximize shareholder attendance, via a live audio webcast online at <https://meetnow.global/M7PYRGL>. Shareholders will not be able to attend the meeting in person.

When

May 9, 2024 at 10:00 a.m. (Eastern Daylight Time).

Business of the Meeting:

1. Receive and consider the consolidated financial statements of the Corporation for the fiscal year ended December 31, 2023, and the independent auditor’s report thereon;
2. Elect directors of the Corporation who will serve until the next annual meeting of shareholders or until their successors are elected or appointed;
3. Appoint the independent auditor of the Corporation until the end of the next annual meeting of shareholders; and
4. Consider any other business as may properly be brought before the Meeting or any adjournment thereof.

Notice-and-Access

The Corporation is using the notice-and-access procedures permitted by Canadian corporate and securities laws for the delivery of the management information circular dated March 26, 2024, the management’s discussion and analysis, the consolidated financial statements of the Corporation and the auditor’s report for the fiscal year ended December 31, 2023, and other related materials of the Meeting (the “**Meeting Materials**”) to non-registered shareholders. Under the notice-and-access procedures, instead of receiving paper copies of the Meeting Materials, non-registered shareholders receive a copy of this notice of 2023 annual meeting of shareholders and notice of availability of meeting materials (the “**Notice of Meeting**”) (which provides information on how to access copies of the Meeting Materials, how to request a paper copy of the Meeting Materials and details about the Meeting) and a voting instruction form, as applicable. The use of notice-and-access will directly benefit 5N+ by substantially reducing its printing and mailing costs and is more environmentally friendly as it reduces paper use. **These materials are available on our website at www.5nplus.com and on SEDAR+ at www.sedarplus.ca.**

Non-registered shareholders may obtain paper copies of the management information circular free of charge by contacting Broadridge Financial Solutions Inc. at 1-877-907-7643 (toll free from North America) or at 303-562-9305 (outside of North America) or can contact directly by e-mail at noticeandaccess@broadridge.com. Any request for paper copies which are required in advance of the Meeting should be sent so that the request is received by the Corporation by 5:00 p.m. (Eastern Daylight Time) April 25, 2024 in order to allow sufficient time for Non-registered shareholders to receive their paper copies and to return their voting instruction form by its due date. Shareholders who do not have their 16-digit control number, can contact toll free from North America at 1-855-887-2243.

Registered shareholders will continue to receive a paper copy of the Meeting Materials and form of proxy.

Voting Information

The record date for determination of shareholders entitled to receive notice of and to vote at the meeting is March 26, 2024 (the “**Record Date**”). Only shareholders whose names have been entered in the register of shares on the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting. Shareholders who acquire shares after the Record Date will not be entitled to vote such shares at the Meeting.

You can find more information about each item of business at the meeting, including who can vote and how to vote, beginning on page 3 of 5N+’s management information circular dated March 26, 2024.

We encourage you to read the management information circular before voting your shares.

Participating at the Meeting

Registered shareholders and duly appointed proxyholders will have an equal opportunity to attend, participate and vote at the Meeting from any location.

Non-registered shareholders may register to participate as proxy holders and those who have not duly appointed themselves as proxyholders and registered with Computershare, may also attend virtually as guests. Guests will be able to attend virtually and listen to the meeting but will not be able to vote or ask questions during the meeting.

A summary of the information shareholders will need to attend, participate and vote at the Meeting is provided on pages 3 to 6 of 5N+'s management information circular dated March 26, 2024.

Questions

If you have questions about this notice, the notice-and-access procedures or the Meeting, please contact Computershare at 1-866-964-0492 or at www.computershare.com/noticeandaccess.

By order of the Board of Directors

April 1, 2024

(s) Gervais Jacques

Gervais Jacques

President and Chief Executive Officer

Letter to Shareholders

My fellow shareholders:

On behalf of the Board of Directors, I invite you to participate in our 2024 annual general meeting to be held via a live audio webcast on May 9, 2024, at 10:00 a.m. (Eastern Daylight Time). This management information circular, which contains all the instructions you require to vote your shares and participate in the meeting, also outlines our corporate governance and compensation practices, as well as detailed information on the directors proposed for election. We encourage you to review these materials in advance of the meeting and prior to voting.

Each member of the Board takes their duty to the Corporation and shareholders very seriously. That responsibility not only includes providing oversight and guidance on the strategic vision of 5N+, but also ensuring that we maintain high standards of corporate governance and business ethics – all in the optic of creating long-term value for our stakeholders.

The Board is pleased with the progress made by 5N+ in the past year, executing on its growth strategy to provide higher margin, value-added products under both its specialty semiconductor and performance materials segments. Throughout 2023, 5N+ generated strong earnings, while deepening customer relationships and positioning itself well for the year ahead. We are excited by the prospects in many high-growth areas, including terrestrial renewable energy and space solar power sector, among others. As management continues with its commercial excellence program, we believe the right team is in the right place to capitalize on future opportunities.

In terms of board composition, we are committed to maintaining a diverse board composed of strong leaders with relevant experience ensuring a balance of history and fresh perspectives to help meet the needs of the Corporation now and in the future. At this year's meeting we are pleased to nominate Andrée-Lise Méthot as a new director candidate. Ms. Méthot, founder and Managing Partner of Cycle Capital, brings more than 25 years of experience in venture capital, impact investing, management and engineering. I would also like to sincerely thank Nathalie Le Prohon, who is not standing for re-election, for her ten years of service and invaluable contributions during her tenure as a director.

As we look ahead to 2024, I would like to extend the Board's deep appreciation to management and the entire team at 5N+ for their achievements and disciplined execution of our strategy for sustainable growth. I also wish to sincerely thank you, our shareholders, for your ongoing trust and support. Your vote is important, and we look forward to your participation in the meeting.

On behalf of the Board,

(s) Luc Bertrand

Luc Bertrand

Chair of the Board of Directors

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About this Management Information Circular

General Information

In this document, “Circular” means management information circular; “5N+”, “5N Plus”, “the Corporation”, “we”, “us” and “our” mean 5N Plus Inc.; “Board” means Board of Directors of 5N Plus Inc.; “Meeting” means the annual general meeting of shareholders of 5N Plus Inc., “shares” means common shares of 5N Plus Inc.; and “shareholder” and “you” mean a holder of common shares of 5N Plus Inc., unless the context indicates otherwise. All references to “dollars” and the symbol “\$” in this management information circular are to Canadian dollars unless otherwise indicated.

This Circular is provided in connection with the solicitation by the management of 5N+ of proxies to be used at the Annual General Meeting of Shareholders of the Corporation to be held on May 9, 2024 at 10:00 a.m. (Eastern Daylight Time) and for the purposes set forth in the notice of meeting and all adjournments thereof. The solicitation will be made primarily by mail. However, officers and employees of the Corporation may also solicit proxies by other means, such as by phone or internet. The total cost of solicitation of proxies will be borne by the Corporation.

This year again, we will hold our annual meeting in a virtual only format to facilitate shareholder access to the Meeting and maximize shareholder attendance, via a live audio webcast online at <https://meetnow.global/M7PYRGL>. Shareholders will not be able to attend the meeting in person. A summary of the information shareholders will need to attend the online Meeting is provided below.

Except as otherwise stated, the information contained herein is given as of March 26, 2024.

Notice-and-Access

The Corporation is using the notice-and-access procedures permitted by Canadian corporate and securities laws for the delivery of the management information circular dated March 26, 2024, the management’s discussion and analysis, the consolidated financial statements of the Corporation and the auditor’s report for the fiscal year ended December 31, 2023, and other related materials of the Meeting (the “**Meeting Materials**”) to non-registered shareholders. Under the notice-and-access procedures, instead of receiving paper copies of the Meeting Materials, non-registered shareholders receive a copy of the notice of 2023 annual meeting of shareholders and notice of availability of meeting materials (the “**Notice of Meeting**”) (which provides information on how to access copies of the Meeting Materials, how to request a paper copy of the Meeting Materials and details about the Meeting) and a voting instruction form, as applicable. The use of notice-and-access will directly benefit 5N+ by substantially reducing its printing and mailing costs and is more environmentally friendly as it reduces paper use. **These materials are available on our website at www.5nplus.com and on SEDAR+ at www.sedarplus.ca.**

Registered shareholders will continue to receive a paper copy of the Meeting Materials and form of proxy.

How to Request a Paper Copy of the Meeting Materials and of the Financial Statements

Non-registered shareholders may request a paper copy of the Meeting Materials at no cost up to one year from the date the Circular is filed on SEDAR+ as follows:

Before the Meeting

Non-registered shareholders may obtain paper copies of the management information circular free of charge by contacting Broadridge Financial Solutions Inc. at 1-877-907-7643 (toll free from North America) or at 303-562-9305 (outside of North America) or can contact directly by e-mail at noticeandaccess@broadridge.com. Any request for paper copies which are required in advance of the Meeting should be sent so that the request is received by the Corporation by 5:00 p.m. (Eastern Daylight Time) April 25, 2024 in order to allow sufficient time for Non-registered shareholders to receive their paper copies and to return their voting instruction form by its due date. Shareholders who do not have their 16-digit control number, can contact toll free from North America at 1-855-887-2243.

After the Meeting

By telephone at 514-856-0644 or by email at invest@5nplus.com. A copy of the Meeting Materials and the Financial Statements will be sent to you within ten (10) calendar days of receiving your request.

Voting Information

The record date for determination of shareholders entitled to receive notice of and to vote at the meeting is March 26, 2024 (the “**Record Date**”). Only shareholders whose names have been entered in the register of shares on the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting. Shareholders who acquire shares after the Record Date will not be entitled to vote such shares at the Meeting. There were 88,789,889 outstanding shares that were eligible to vote on that date. Each common share entitles the holder thereof to one vote. Pursuant to the by-laws of the Corporation, a quorum of shareholders is present at the Meeting if the holders of not less than 25% of the shares entitled to vote at the Meeting are present or represented by proxy.

The Corporation does not send proxy-related materials directly to Non-registered shareholders. The Corporation intends to pay for proximate intermediaries to send the proxy-related materials to objecting beneficial owners.

Principal Shareholders

As at March 26, 2024, to the best knowledge of the directors and executive officers of the Corporation, the following are the only persons who beneficially owned, directly or indirectly, or exercised control or direction over, 10% or more of the common shares of the Corporation:

Name	Number of common shares held	Percentage of shares outstanding
Caisse de dépôt et placement du Québec	16,157,050	18.2%
Letko, Brosseau & Associates	10,312,515	11.6%

How to Vote?

Shareholders are encouraged to vote in advance of the Meeting as described below. Even if you are planning to participate in the virtual Meeting, you should consider voting your shares by proxy in advance, to ensure your vote is counted if you later decide not to attend the virtual Meeting or in the event that you are unable to attend the Meeting for any reason. How you vote depends on whether you are a **Registered shareholder** or a **Non-registered shareholder**.

You are a “**Registered shareholder**” if your shares are registered in your name. If you are a Registered shareholder, you can vote online at the Meeting or by proxy. Please see the instructions below under “How to vote if I am a Registered shareholder?”

You are a “**Non-registered shareholder**” if your shares are held through an intermediary, such as a broker, trustee, financial institution, nominee or other intermediary. Please see the instructions below under “How to vote if I am a Non-Registered Shareholder?”

To vote online on the matters put forth at the Meeting, you must accept the terms and conditions, thus revoking any and all previously submitted proxies. If you do not wish to revoke all previously submitted proxies, do not accept the terms and conditions once you log in, in which case you will enter the Meeting as a guest and you will not be able to vote online or ask questions at the meeting.

How to Vote if I am a Registered Shareholder?

If you are a Registered shareholder, there are two ways that you can vote your shares:

Voting online at the Meeting: At the Meeting, Registered shareholders may vote by completing a ballot online, as further described below under “Attending the Virtual-Only Meeting”. **If you wish to vote online at the Meeting, you do not need to complete or return the form of proxy.**

Voting by proxy: It is recommended that you vote by telephone or Internet at www.investorvote.com to ensure that your vote is received before the Meeting. To cast your vote by telephone or Internet, please have your form of proxy or voting instruction form in hand and carefully follow the instructions contained therein. You can also return a duly completed and executed form of proxy to our transfer agent, Computershare, by mail in the envelope provided.

You may appoint someone else to vote for you as your proxyholder by using the enclosed form of proxy. The persons named as proxies in such form of proxy are directors or officers of the Corporation. **However, you have the right to appoint any other person (who need not be a shareholder) to attend and act on your behalf at the Meeting. See below under “How to Appoint a Third-Party Proxyholder to Vote at the Meeting”.**

The written notice or a vote over the telephone or Internet must be received before 5:00 p.m. (Eastern Daylight Time) on May 7, 2024.

Change your mind?

A shareholder may revoke any proxy by delivering a written statement signed by the shareholder or by the shareholder's attorney, or if the proxy is given on behalf of a legal person, by anyone authorized to represent it at the Meeting. The revocation of a proxy must be deposited with Computershare Investor Services Inc. (Attention: Proxy Department), 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1 prior to 5:00 p.m. (Eastern Daylight Time) on the last business day preceding the day of the Meeting. In addition, if you have followed the process set out below for attending and voting at the Meeting online, voting at the Meeting online will revoke your previous proxy.

How to Vote if I am a Non-Registered Shareholder?

Non-registered shareholders who have not duly appointed themselves as proxyholder will not be able to vote at the Meeting, but will be able to attend the Meeting as guests.

If you are a Non-registered shareholder, there are two ways that you can vote your shares:

Voting online at the Meeting: If you are a Non-registered shareholder and wish to participate and vote at the Meeting, you **MUST** insert your own name in the space provided on the voting instruction form sent to you by your intermediary, follow all of the applicable instructions provided by your intermediary **AND** register yourself as your proxyholder, as described below under "How to Appoint a Third-Party Proxyholder to Vote at the Meeting". By doing so, you are instructing your intermediary to appoint you as its proxyholder. It is important that you comply with the signature and return instructions provided by your intermediary.

Giving your voting instructions: Applicable securities laws require your intermediary to seek voting instructions from you in advance of the meeting. Accordingly, you will receive or have already received from your intermediary a request for voting instructions for the number of shares you hold. Every intermediary has its own mailing procedures and provides its own signature and return instructions, which should be carefully followed by Non-registered shareholders to ensure that their shares are voted at the meeting. The purpose of these procedures is to permit Non-registered shareholders to direct the voting of the shares that they beneficially own.

Change your mind?

If you have already sent your completed voting instruction form to your intermediary and you change your mind about your voting instructions, please contact your intermediary.

How to Appoint a Third-Party Proxyholder to Vote at the Meeting

Each shareholder is entitled to appoint a person or a company (a "third-party proxyholder"), who need not be a shareholder, to represent him or her at the Meeting other than those whose names are printed on the accompanying form of proxy. Shareholders who wish to appoint a third-party proxyholder to represent them at the Meeting must submit their form of proxy or voting instruction form (as applicable) **PRIOR** to registering their proxyholder. Registering your proxyholder is an **ADDITIONAL STEP** that needs to be completed **AFTER** you have submitted your form of proxy or voting instruction form. **Failure to register the proxyholder will result in the proxyholder not receiving a control number to participate in the Meeting.**

Submit your form of proxy or voting instruction form:

To appoint a third-party proxyholder other than the named proxyholders, insert the name of the person voting for you in the blank space provided on the form of proxy or the voting instruction form and follow the instructions for submitting such form of proxy or voting instruction form. This must be completed before registering such proxyholder, which is an additional step that needs to be completed once you have submitted your form of proxy or voting instruction form.

Register your proxyholder:

To register a third-party proxyholder, including Non-registered shareholders who appoint themselves as a proxyholder, shareholders **MUST** visit www.computershare.com/5NPlus by no later than 5:00 p.m. (Eastern Daylight Time) on May 7, 2024 and provide Computershare with their required proxyholder contact information, so that Computershare may provide the proxyholder with a control number via email. Without a control number, proxyholders will not be able to vote at the Meeting but will be able to participate as a guest. Non-registered shareholders located in the United States may also need to submit a "legal proxy". See "Attending the Virtual-Only Meeting".

Completing the Form of Proxy

You can choose to vote “FOR” or “AGAINST” the election of each of the proposed nominee directors. You can choose to vote “FOR” or “WITHHOLD” with respect to the appointment of the independent auditor of the Corporation.

In the absence of any direction to the contrary, shares represented by properly-executed proxies in favour of the persons designated in the enclosed form of proxy will be voted FOR the: (i) election of directors; and (ii) appointment of the auditor of the Corporation, as stated under such headings in this Circular.

A simple majority (50% plus one) of the votes cast, online at the Meeting or by proxy, will constitute approval of matters voted on at the Meeting, except as otherwise specified. Instructions with respect to voting will be respected by the persons designated in the enclosed form of proxy. Management is not aware of any other matters which will be presented for action at the Meeting. If, however, other matters properly come before the Meeting, the persons designated in the form of proxy or voting instruction form will vote in accordance with their judgment, pursuant to the discretionary authority conferred by the proxy with respect to such matters.

In all cases, Non-registered shareholders should carefully follow the instructions of their intermediary, including those regarding when, where and by what means the voting instruction form or proxy form must be delivered.

Attending the Virtual-Only Meeting

Registered shareholders and duly appointed proxyholders (including Non-registered shareholders who have duly appointed themselves as proxyholder) will be able to participate at the Meeting, ask questions and vote, all in real time. Guests, including Non-registered shareholders who have not duly appointed themselves as proxyholder, can log in to the Meeting as set out below, but will not be able to vote or participate at the Meeting.

- Log in online at <https://meetnow.global/M7PYRGL>;
- Click “Shareholder” and then enter your control number; OR
- Click “Guest” and then complete the online form.

In order to participate online, shareholders must have a valid control number and proxyholders must have received an email from Computershare containing a control number.

Registered Shareholders – the 15-digit control number is located on the form of proxy or in the email notification you received.

Duly appointed proxyholders – Computershare will provide the proxyholder with a control number by email after the proxy voting deadline has passed and the proxyholder has been duly appointed AND registered.

The virtual meeting platform is fully supported across most commonly used web browsers other than Internet Explorer. We encourage you to access the Meeting prior to the start time to, among other things, test your Internet connection and ensure that you are using a supported browser. **It is important that you are connected to the Internet at all times during the Meeting in order to vote when balloting commences.** It is your responsibility to ensure connectivity for the duration of the Meeting.

Please note that Non-registered shareholders located in the United States have to complete an ADDITIONAL STEP to attend and vote at the Meeting. To attend and vote at the virtual meeting, you must **FIRST** obtain a valid legal proxy from your broker, bank or other agent, and then register in advance to attend the Meeting. Follow the instructions from your broker or bank or other agent included with the Meeting Materials or contact your broker or bank or other agent to request a legal proxy form. After first obtaining a valid legal proxy from your broker, bank or other agent, you must submit a copy of your legal proxy form to Computershare.

Requests for registration must be labeled as “Legal Proxy” and should be sent to Computershare either by email at uslegalproxy@computershare.com or by mail at Computershare Investor Services Inc., 100 University Ave, 8th Floor, Toronto, Ontario M5J 2Y1, Canada no later than May 7, 2024 by 5:00 p.m. (Eastern Daylight Time).

Business of the Meeting

Presentation of the Annual Audited Consolidated Financial Statements

The annual audited consolidated financial statements for the fiscal year ended December 31, 2023 and the independent auditor's report thereon, will be presented to shareholders at the Meeting. The annual audited consolidated financial statements are available on our website at www.5nplus.com and on SEDAR+ at www.sedarplus.ca.

Election of Directors

Five directors are to be elected to hold office until the close of the next annual general meeting of shareholders or until their successor is elected or appointed. Each of the persons presented in this Circular is proposed to be nominated as a director of the Corporation and each nominee has agreed to serve as a director if elected. The articles of the Corporation provide that the Board of Directors of the Corporation shall consist of a maximum of fifteen (15) directors.

The Board recommends voting **FOR** each nominee.

Appointment of Auditor

The Board, on the recommendation of the Audit and Risk Management Committee, recommends PricewaterhouseCoopers LLP ("PwC") as the Corporation's auditor until the next annual meeting of shareholders. PwC has served as the auditor of the Corporation since September 3, 2010.

The Board recommends voting **FOR** PwC as the Corporation's auditor.

Fees of the Auditor

The following table lists the fees invoiced by PwC during the twelve-month fiscal year ended December 31, 2023 and the twelve-month fiscal year ended December 31, 2022, in Canadian dollars, for various services rendered to us:

(In Canadian dollars)	Twelve-month fiscal year ended December 31, 2023	Twelve-month fiscal year ended December 31, 2022
Audit fees	\$913,263	\$945,379
Audit-related fees	\$0	\$0
Tax fees	\$42,306	\$42,196
All other fees	\$0	\$0

Shareholder Proposals

The *Canada Business Corporations Act* provides that a registered shareholder or beneficial owner of shares that is entitled to vote at an annual meeting of the Corporation may submit to the Corporation notice of any matter that the person proposes to raise at the Meeting (referred to as a "Proposal") and discuss at the Meeting any matter in respect of which the person would have been entitled to submit a Proposal. The *Canada Business Corporations Act* further provides that the Corporation must set out the Proposal in its Circular along with, if so requested by the person who makes the Proposal, a statement in support of the Proposal by such person. However, the Corporation will not be required to set out the Proposal in its Circular or include a supporting statement if, among other things, the Proposal is not submitted to the Corporation within the 60-day period that begins on the 150th day before the anniversary of the previous annual meeting of shareholders. Shareholder proposals for consideration at the next annual meeting of shareholders of the Corporation must be submitted between December 6, 2023 and February 3, 2024 in order to be included in the Circular for such meeting. The Corporation has not received any shareholder proposals for consideration at this year's Meeting.

Other Matters

Management of the Corporation knows of no other matter to come before the Meeting other than those referred to in the Notice of Meeting. However, if any other matters which are not known to management should properly come before the Meeting, the accompanying form of proxy and voting instruction form, as applicable, confers discretionary authority upon the persons named therein to vote on such matters in accordance with their best judgement.

Nominees for Election of Directors

The Board currently consists of five (5) directors. Each director will hold office until the next annual meeting of shareholders or until the election of his or her successor, unless he or she resigns or his or her office becomes vacant by removal, death or other cause.

In February 2023, we welcomed Ms. Blair Dickerson, an experienced corporate leader with expertise in government regulations, regulatory affairs and public policy leadership, to the Board. With the exception of Andrée-Lise Méthot, all nominees are currently members of the Board. Ms. Le Prohon will not stand for re-election at the Meeting and we thank her ten years of service and invaluable contributions during her tenure as a director.





As part of the Corporation's ongoing Board renewal process, the Corporation is mindful of the interests of its existing shareholders. In that respect, the Corporation has agreed to consider nominees provided by Caisse de dépôt et placement du Québec having the skills and attributes identified as priorities by the Corporation, which include independence, financial experience and the requisite expertise to contribute to the Board. Subject to the Canada Business Corporations Act, applicable securities law and the Corporation's by-laws, and in accordance with the current processes of the Governance and Compensation Committee, the Corporation has agreed to propose one candidate presented to the Board by Caisse de dépôt et placement du Québec for election at any annual shareholder meeting until such time as Caisse de dépôt et placement du Québec ceases to hold at least 10% of the issued and outstanding shares of the Corporation. At this time, Caisse de dépôt et placement du Québec has decided not to exercise its right to propose a candidate for election as director.

The following tables contain information as of March 26, 2024 unless otherwise indicated, regarding the nominees for election as directors. Certain information set out below with respect to nominees was unknown to the Corporation and was provided by each of the respective nominees.

 <p>Luc Bertrand Age: 69 Quebec, Canada Director since 2016 Status: Independent 2023 annual meeting Votes in favour: 96.70%</p>	<table border="1"> <thead> <tr> <th colspan="3">Attendance at Board and Committee Meetings in 2023</th> </tr> </thead> <tbody> <tr> <td>Board (Chair):</td> <td></td> <td>6 of 6</td> </tr> <tr> <td>Audit and Risk Management Committee:</td> <td></td> <td>4 of 4</td> </tr> <tr> <td>Governance and Compensation Committee:</td> <td></td> <td>2 of 2</td> </tr> <tr> <td>Attendance rate:</td> <td></td> <td>100%</td> </tr> <tr> <th colspan="3">Securities held as at December 31, 2023</th> </tr> <tr> <td>Shares:</td> <td>DSUs:</td> <td>Value of at-risk holdings</td> </tr> <tr> <td>2,250,000</td> <td>518,332</td> <td>\$10,464,295</td> </tr> </tbody> </table>	Attendance at Board and Committee Meetings in 2023			Board (Chair):		6 of 6	Audit and Risk Management Committee:		4 of 4	Governance and Compensation Committee:		2 of 2	Attendance rate:		100%	Securities held as at December 31, 2023			Shares:	DSUs:	Value of at-risk holdings	2,250,000	518,332	\$10,464,295
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<p>Luc Bertrand is Chairman of the Board of TMX Group, a position he assumed in May 2023. In past years, he has served as Chairman of the Montreal Canadiens/CH Group, of the BOX Options Exchange and of the Montreal Climate Exchange. Mr. Bertrand has also held various management positions in the financial services industry. From 2000 to 2009, he was President and Chief Executive Officer of the Montreal Exchange Inc. and held the position of Vice-President and Managing Director of the Institutional Equity Sales at National Bank Financial from 1998 to 2000. From 2011 to 2023, he was Vice-Chairman of National Bank of Canada and served concurrently in 2011 and 2012 as Chief Executive Officer of the Maple Acquisition Corporation. Along with professional duties, Mr. Bertrand served, as a director on financial industry Boards, namely, the Canadian Derivatives Clearing Corporation, the Natural Gas Exchange, the Canadian Investor Protection Fund, the Canadian Securities Institute, the Market Regulation Services, the Montreal International Financial Center and the Institut de finance mathématique de Montreal. He was a member of the Federal Minister of Finance Advisory Committee on Canada's economic action plan in 2009. He serves as a trustee of the Jean-Louis Levesque Foundation.</p>																									
 <p>Jean-Marie Bourassa, ASC Age: 73 Quebec, Canada Director since 2007 Status: Independent 2023 annual meeting Votes in favour: 95.47%</p>	<table border="1"> <thead> <tr> <th colspan="3">Attendance at Board and Committee Meetings in 2023</th> </tr> </thead> <tbody> <tr> <td>Board:</td> <td></td> <td>6 of 6</td> </tr> <tr> <td>Audit and Risk Management Committee (Chair):</td> <td></td> <td>4 of 4</td> </tr> <tr> <td>Governance and Compensation Committee:</td> <td></td> <td>-</td> </tr> <tr> <td>Attendance rate:</td> <td></td> <td>100%</td> </tr> <tr> <th colspan="3">Securities held as at December 31, 2023</th> </tr> <tr> <td>Shares:</td> <td>DSUs:</td> <td>Value of at-risk holdings</td> </tr> <tr> <td>1,544,300</td> <td>549,746</td> <td>\$7,915,494</td> </tr> </tbody> </table>	Attendance at Board and Committee Meetings in 2023			Board:		6 of 6	Audit and Risk Management Committee (Chair):		4 of 4	Governance and Compensation Committee:		-	Attendance rate:		100%	Securities held as at December 31, 2023			Shares:	DSUs:	Value of at-risk holdings	1,544,300	549,746	\$7,915,494
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Securities held as at December 31, 2023																									
Shares:	DSUs:	Value of at-risk holdings																							
1,544,300	549,746	\$7,915,494																							
<p>Jean-Marie Bourassa was the founding President and Chief Executive Officer of Bourassa Boyer Inc., an accounting firm, from January 1, 1989 to June 30, 2018 and has served as consulting partner since July 1, 2018. He is a board member, and was until May 22, 2019 the Chief Financial Officer, of Savaria Corporation, a company listed on the Toronto Stock Exchange. Mr. Bourassa is involved with various private companies as a shareholder and a director. He was President of the Palliative Care Residence of Vaudreuil-Soulanges Foundation for many years and is now a board member of the centre d'action bénévole L'Actuel and chairman of the Board of the Summerlea Golf & Country Club. Mr. Bourassa has been a Chartered Accountant since 1976 and attained corporate governance certification at Université Laval in 2009.</p>																									
 <p>Blair Dickerson, MBA Age: 61 Ontario, Canada Director since 2023 Status: Independent 2023 annual meeting Votes in favour: 98.83%</p>	<table border="1"> <thead> <tr> <th colspan="3">Attendance at Board and Committee Meetings in 2023</th> </tr> </thead> <tbody> <tr> <td>Board:</td> <td></td> <td>5 of 6⁽¹⁾</td> </tr> <tr> <td>Audit and Risk Management Committee:</td> <td></td> <td>-</td> </tr> <tr> <td>Governance and Compensation Committee:</td> <td></td> <td>2 of 2</td> </tr> <tr> <td>Attendance rate:</td> <td></td> <td>100%</td> </tr> <tr> <th colspan="3">Securities held as at December 31, 2023</th> </tr> <tr> <td>Shares:</td> <td>DSUs:</td> <td>Value of at-risk holdings</td> </tr> <tr> <td>-</td> <td>30,012</td> <td>\$113,445</td> </tr> </tbody> </table>	Attendance at Board and Committee Meetings in 2023			Board:		5 of 6 ⁽¹⁾	Audit and Risk Management Committee:		-	Governance and Compensation Committee:		2 of 2	Attendance rate:		100%	Securities held as at December 31, 2023			Shares:	DSUs:	Value of at-risk holdings	-	30,012	\$113,445
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<p>Blair Dickerson is the VP, Public Affairs of Paper Excellence Canada Holdings Corporation, a sustainable pulp and paper manufacturer. She has also held leadership roles in the critical minerals and mining sector at Rio Tinto and Vale in the areas of Sustainability, Indigenous and Community Relations and Corporate Affairs. With expertise in government regulations, regulatory affairs and public policy leadership, Ms. Dickerson has created high value partnerships, combining a deep knowledge of government policymaking and regulatory processes with a passion and respect for community values. Throughout her career, she has focused on assignments in highly regulated sectors including the pharmaceutical and alcohol beverage industries as well as in government. At Natural Resources Canada, Ms. Dickerson was Chief of Staff to the Minister, working closely with the forestry, energy and mining sectors. At Rio Tinto, she held the roles of Vice President Canada, Acting Vice President Asia for Corporate Relations, and General Manager for Communities and Communications, Europe, the Middle East and Africa. Prior to Rio Tinto, she worked at Vale as Head of Sustainability, Communications, Indigenous Relations and Corporate Affairs. Ms. Dickerson has served on the Board of the Canadian American Business Council (CABC), the Mining Association of Canada, and the Canadian Chamber of Commerce. She has a degree in political science and economics and a master's degree in business administration from Queen's University.</p>																									

⁽¹⁾ Blair Dickerson was appointed a director on February 23, 2023.

 <p>Andrée-Lise Méthot, Eng. M.Sc. O.Q. Age: 56 Quebec, Canada</p>																									
<p>Andrée-Lise Méthot is the founder and managing partner of Cycle Capital since 2007. Cycle Capital became Canada's largest private investment platform in climate technologies, including the six funds in operation both in North America and Europe. In addition to serving on the portfolio companies' boards of directors, Ms. Méthot is on the Board of directors of the Canadian Infrastructure Bank and the Montreal Heart Institute. She is also a member of the advisory board for Paris Green Fund and the ambassador in clean technologies for Investissement Québec. Ms. Méthot has been named Officière de l'Ordre National du Québec (2018) and received, most recently, the Trailblazer Honor (2023). She received numerous other honors, such as the Grand Prix Excellence from the Ordre des Ingénieurs du Québec (2019), and the "Summa Carrière" prize from the Laval University Faculty of Science and Engineering (2021). She has a master's degree in science from the University of Montreal and a bachelor's degree in Geological Engineering from Laval University. She also studied the physics of the atmosphere and climate science.</p>																									
 <p>Gervais Jacques, Eng. Age: 56 Quebec, Canada Director since 2020 Status: Non independent 2023 annual meeting Votes in favour: 95.46%</p>	<table border="1"> <thead> <tr> <th colspan="3">Attendance at Board and Committee Meetings in 2023</th> </tr> </thead> <tbody> <tr> <td>Board:</td> <td></td> <td>6 of 6</td> </tr> <tr> <td>Audit and Risk Management Committee:</td> <td></td> <td>-</td> </tr> <tr> <td>Governance and Compensation Committee:</td> <td></td> <td>-</td> </tr> <tr> <td>Attendance rate:</td> <td></td> <td>100%</td> </tr> <tr> <th colspan="3">Securities held as at December 31, 2023</th> </tr> <tr> <td>Shares:</td> <td>DSUs:</td> <td>Value of at-risk holdings</td> </tr> <tr> <td>244,750</td> <td>295,485</td> <td>\$2,042,088</td> </tr> </tbody> </table>	Attendance at Board and Committee Meetings in 2023			Board:		6 of 6	Audit and Risk Management Committee:		-	Governance and Compensation Committee:		-	Attendance rate:		100%	Securities held as at December 31, 2023			Shares:	DSUs:	Value of at-risk holdings	244,750	295,485	\$2,042,088
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244,750	295,485	\$2,042,088																							
<p>Gervais Jacques was appointed as President and Chief Executive Officer of 5N Plus Inc., effective March 18, 2022, and was Interim President and CEO since December 1, 2021. He is the former Managing Director of Rio Tinto Aluminium, where he led more than 6,000 employees in five countries. Prior to that, he was Chief Commercial Officer for Rio Tinto Aluminium and was responsible for all commercial and marketing activities worldwide. This included developing long-term relationship with key customers in the automotive and consumer goods markets, with targeted R&D efforts in collaboration with customers. Mr. Jacques served as Chairman of the International Aluminium Institute, of the Canadian Aluminium Association and of Halco Mining. He was Director of the European Aluminium Association and of the American Aluminum Association, Vice-chairman of Compagnie des Bauxites de Guinée, Director of the owner committee of Aluminerie de Bécancour and Director of Elysis. He has a degree in chemical engineering from Université Laval and completed a Leadership and Strategy program at the London Business School in England.</p>																									

Additional information about the directors

As at the date of this Circular, to the Corporation's knowledge and based upon information provided by the proposed director nominees, none of the foregoing nominees for election as director of the Corporation:

- (a) is, or has been, within the ten years before the date hereof, a director, chief executive officer or chief financial officer of any company that:
 - (i) was subject to a cease-trade order, an order similar to a cease-trade order, or an order that denied the relevant company access to any exemption under applicable securities legislation, and which in all cases was in effect for a period of more than 30 consecutive days (an "Order"), which Order was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer of such company; or
 - (ii) was subject to an Order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer of such company; or
- (b) is, or was, within the last ten years, a director or executive officer of any company that, while the proposed director was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets;
- (c) has, within the last ten years, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or become subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold his assets;
- (d) has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (e) has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

Compensation of Directors

In establishing and reviewing the Corporation's director compensation program, the Board has three goals:

- recruit and retain qualified individuals to serve as members of the Board and contribute to the Corporation's overall success;
- align the interests of the Board and shareholders by requiring directors to own at least a minimum number of shares and/or DSUs, and permitting directors to receive up to 100% of their annual retainer in DSUs; and
- pay competitively by positioning director compensation near or at the median of the Comparative Group.

Comparative Group and External Compensation Consultant

In 2021, the Governance and Compensation Committee retained the services of PCI - Perrault Consulting Inc. to provide a benchmarking analysis of the board and provide recommendations, as appropriate. The Corporation's compensation levels and practices were compared to five Canadian companies, six U.S. companies and three European companies (the "**Comparative Group**") as listed in the table below. Companies selected in our Comparative Group had to be publicly-listed with similar commercial and operational complexities as the Corporation, with an international footprint and a comparable EBITDA¹ and market capitalization.

Comparative Group		
Canadian Companies	U.S. Companies	European Companies
Ballard Power Systems Inc.	Applied Optoelectronics, Inc.	Gooch & Housego PLC
Héroux-Devtek Inc.	AXT, Inc.	IQE plc
Neo Performance Materials Inc.	Emcore Corporation	Luxfer Holdings PLC
Sherritt International Corporation	Intevac, Inc.	
Taseko Mines Limited	Materion Corporation	
	Richardson Electronics Ltd.	

Annual retainers are payable in cash and DSUs as set forth in the table above; however, directors can elect to receive their entire annual retainer in DSUs. Directors are also reimbursed for travel and other expenses incurred to attend board, committee and other meetings or business at the request of 5N+. Non-executive directors do not receive stock options.

Mr. Gervais Jacques does not receive compensation for his services as director of the Corporation. His compensation serving as President and CEO is disclosed under the section "Executive Compensation" of this Circular.

The table below list the annual retainers payable to non-executive directors:

Annual board retainers	
Chairman (\$75,000 in DSUs)	\$150,000
All other directors (\$65,000 in DSUs)	\$100,000
Annual committee chair retainers	
Audit and Risk Management	\$25,000
Governance and Compensation	\$18,000
Annual committee members retainers	
Audit and Risk Management	\$7,000
Governance and Compensation	\$6,000

Deferred Share Unit Plan

On May 7, 2014, the Board adopted the Deferred Share Unit Plan (the "**DSU Plan**") to enhance the Corporation's ability to attract and retain individuals with the right combination of skills and experience to serve on the Corporation's Board or as the Corporation's executives.

Each Board director shall have the right to elect twice each calendar year to receive all or part of his or her annual retainers in DSUs and a designated executive may be offered by the Board to convert for a calendar year all or part of his or her bonus amounts in DSUs. DSUs granted to a Board director or designated executive vest immediately upon conversion of his or her annual retainer or bonus amounts respectively into DSUs, unless the Board decides otherwise at its sole discretion.

Each vested DSU is settled in cash upon such participant's Termination of Service, for an amount equivalent to the volume weighted average of the trading price of the common shares of the Corporation on the Toronto Stock Exchange on the twenty (20) trading days immediately preceding the payment date of the DSUs. "**Termination of Service**" means the termination of (i) the mandate and assignment of a director as a member of the Board or (ii) the office or employment of a designated executive with the Corporation, including in the event of a dismissal, a retirement, a long-term disability or the death of a designated executive.

¹ This measure is not a recognized measure under IFRS and does not have standardized meanings prescribed by IFRS and therefore may not be comparable to similar measures presented by other companies. For further details of these non-IFRS measures, including a reconciliation to the most directly comparable IFRS measures, refer to our Management's Discussion and Analysis dated February 27, 2024, available on SEDAR+ at sedarplus.ca.

In the case of a participant's termination by the Corporation for cause or as a result of a voluntary resignation by the designated executive, all DSUs will be cancelled immediately as of the date on which the participant is advised of his termination or resigns.

Summary Table of Directors' Compensation

The following table sets out the compensation paid to or earned by the Corporation's non-executive directors for the financial year ended December 31, 2023:

Name and principal position	In Cash (\$)	In DSU (\$)	Total compensation (\$)
Luc Bertrand Chairman of the Board	—	163,000	163,000
Jean-Marie Bourassa Chairman of the Audit & Risk Management Committee	—	125,000	125,000
Nathalie Le Prohon Chair of the Governance & Compensation Committee	—	125,000	125,000
Blair Dickerson ⁽¹⁾ Member of the Governance & Compensation Committee	27,116	97,788	124,904
Total	27,116	510,788	537,904

⁽¹⁾ Blair Dickerson was appointed a director on February 23, 2023, and received a pro-rated portion of the annual director retainer from February 23, 2023 to May 3, 2023.

Outstanding Share-Based Awards

The following table sets out for each of the non-executive director of the Corporation the share-based awards outstanding as at December 31, 2023. There are no option-based awards for the fees earned for service as a director.

Name	Share-based awards		
	Number of shares or units of shares that have not vested	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed ⁽¹⁾ (\$)
Luc Bertrand Chairman of the Board	—	—	1,959,295
Jean-Marie Bourassa Chairman of the Audit & Risk Management Committee	—	—	2,078,040
Nathalie Le Prohon Chair of the Governance & Compensation Committee	—	—	1,761,363
Blair Dickerson ⁽²⁾ Member of the Governance & Compensation Committee	—	—	113,445

⁽¹⁾ This column sets out the market value of the DSUs as at December 31, 2023, calculated based on the closing price of the common shares on the Toronto Stock Exchange as at December 29, 2023 (\$3.78), the last trading day in the 2023 fiscal year.

⁽²⁾ Blair Dickerson was appointed a director on February 23, 2023 and received a pro-rated portion of the annual director retainer from February 23, 2023 to May 3, 2023.

Incentive Plan Awards - Value Vested or Earned during the Year

The following table sets out for each of the non-executive director of the Corporation, the value of option-based awards and share-based awards which vested during the fiscal year ended December 31, 2023 and the value of non-equity incentive plan compensation earned during the fiscal year ended December 31, 2023

Name	Option-based awards - Value vested during the year (\$)	Share-based awards – Value vested during the year (\$) ⁽¹⁾	Non-equity incentive plan compensation – Value earned during the year (\$) ⁽²⁾
Luc Bertrand	—	163,000	—
Jean-Marie Bourassa	—	125,000	—
Nathalie Le Prohon	—	125,000	—
Blair Dickerson ⁽³⁾	—	97,788	—

⁽¹⁾ This amount is equal to the number of DSUs multiplied by the volume weighted average trading price of the common shares of the Corporation on the Toronto Stock Exchange in the last twenty days immediately prior to the grant.

⁽²⁾ The Corporation does not have any non-equity incentive plan for directors.

⁽³⁾ Blair Dickerson was appointed a director on February 23, 2023 and received a pro-rated portion of the annual director retainer from February 23, 2023 to May 3, 2023.

Corporate Governance Practices

National Policy 58-201 - *Corporate Governance Guidelines* and National Instrument 58-101 - *Disclosure of Corporate Governance Practices* set out a series of guidelines for effective corporate governance. The guidelines address matters such as the composition and independence of corporate boards, the functions to be performed by boards and their committees, and the effectiveness and education of board members. Those documents are available on our website at www.5nplus.com.

Code of Business Conduct

The Board adopted a Code of Business Conduct (the “Code”) which was last amended in December 2021. The Code applies to everyone at 5N+ and its subsidiaries. This includes all employees, officers, directors, agents, consultants, suppliers and partners of the Corporation. The *Code of Business Conduct* is available on our website at www.5nplus.com and on SEDAR+ at www.sedarplus.ca.

The Board expects all employees, officers, directors, agents, consultants, suppliers and partners of the Corporation to conduct themselves in accordance with the highest ethical standards and to adhere to the Code. The directors encourage and promote an overall culture of ethical business conduct by promoting compliance with applicable laws, rules and regulations; providing guidance to consultants, officers and directors to help them recognize and deal with ethical issues; promoting a culture of open communication, honesty and accountability; and ensuring awareness of disciplinary actions for violations of ethical business conduct.

The Code also provides that each director is required to inform the Board of any potential or actual conflict of interest he or she may have with the Corporation. 5N+’ policies on conflicts of interest are reflected in the Code, these guidelines and supplemental guidance provided to the Board. If an actual or potential conflict of interest arises for a director, the director shall promptly inform the Chair of the Board and the Chair of the Governance and Compensation Committee. The director must not receive or review any materials related to the conflict subject area, nor may the director attend any part of a meeting during which the matter is discussed or participate in any vote on the matter, except where the Board or the applicable committee has expressly determined that it is appropriate for him or her to do so. If a significant conflict exists and cannot be resolved, the director shall resign.

The Board shall not permit any waiver of any ethics policy with respect to any director, executive officers or employees. The Board requires all directors, officers and employees to certify annually their compliance with the Code.

Employees, officers, directors and third parties can report, on a confidential and anonymous basis, any allegations of wrongdoing relating to erroneous financial reports, illegal activities or policy violations that may have repercussions on 5N+. Our Whistleblower Policy is available on our website at www.5nplus.com.

Shareholder Engagement

Generally, communications with shareholders and the investment community is the CFO responsibility, who can be contacted by phone at (514) 856-0644, by email at invest@5nplus.com or by mail at:

5N Plus Inc.
4385, Garand Street
Montréal, Quebec, H4R 2B4
Att : Chief Financial Officer

However, if shareholders want to communicate directly with the Board, they can do so at: conseil.administration@5nplus.com or through the Corporation's website.

Our Board of Directors

The Board is responsible for the overall stewardship of 5N+ and overseeing the management of the Corporation's business and affairs in the best interests of the Corporation's shareholders and other stakeholders, as set forth in its charter, (Appendix A of this Circular). The Board established two committees to assist it in fulfilling its oversight responsibilities in particular with regard to corporate social responsibility and compliance with legal and regulatory requirements: the Audit and Risk Management Committee and the Governance and Compensation Committee, both composed of independent directors. Environmental, social and governance (ESG) oversight and responsibility is officially integrated into the Board's Governance and Compensation Committee charter.

Composition of the Board

This year, five nominees are standing for election as directors. This number permits diversity of experience without hindering effective discussion or diminishing individual accountability. The size of the Board is reassessed by the Governance and Compensation Committee to determine if a different number would be more effective and will recommend changes to the Board when appropriate. The articles of the Corporation provide that the Board shall consist of a maximum of 15 directors.

Independence of Directors

The Board shall at all times be comprised of a substantial majority of independent directors who qualify as independent directors. Based on the information provided by each director nominee, all director nominees standing for election to the Board, with the exception of the President and Chief Executive Officer, Gervais Jacques, are independent.

In Camera Meetings of Independent Directors

The Board has determined that directors should have the opportunity to meet *in camera* in conjunction with every regularly scheduled meeting of the Board or Committees to discuss matters of interest independent of management.

During the fiscal year ended December 31, 2023, the independent either met or determined that it was not necessary to hold an *in camera* meeting following each Board, Audit and Risk Management Committee and Governance and Compensation Committee meetings.

During the fiscal year ended December 31, 2023, the independent directors determined that it was necessary to hold three *in camera* sessions at the Board, three *in camera* sessions at the Audit and Risk Management Committee, and two *in camera* sessions at the Governance and Compensation Committee. These meetings were chaired by the Chair of the Board.

Chair of the Board

The Chair of the Board chairs Board meetings and establishes procedures to govern the effective and efficient work of the Board and to support the Board's discharge of its responsibilities. The Chair of the Board's main responsibilities are to: (i) provide effective leadership for the independent directors, (ii) set the agenda for Board meetings; (iii) ensure that the Board and each of its committees can function independently of management by meeting regularly without management as and when required; and (iv) facilitate the effective and transparent interaction of Board members and management.

Chair of each Committee

The Board has approved written position descriptions for the Chair of each committee of the Board. The primary role and responsibility of the chair of each committee of the Board is to: (i) in general, ensure that the committee fulfills its mandate, as determined by the Board; (ii) chair meetings of the committee and report thereon to the Board; (iii) act as liaison between the committee and the Board and, if necessary, management of the Corporation; and (iv) carry out other duties as requested by the Board, depending on needs and circumstances.

President and Chief Executive Officer

The Board has developed a written position description and has set objectives for the President and CEO. As President and CEO, the CEO has full responsibility for the day-to-day operations of the Corporation's business. The President and CEO's objectives constitute a mandate on a year-to-year basis. These objectives include a general mandate to maximize shareholder value. The Board approves the President and CEO's objectives for the Corporation on an annual basis.

Board Committees

The Board has two Board committees: (i) the Audit and Risk Management Committee and (ii) the Governance and Compensation Committee. Each committee shall operate according to a written charter outlining its duties and responsibilities approved by the Board. The Board may, from time to time, establish and maintain additional or different committees as it deems necessary or appropriate.

Committee charters and position description of committee chairs are available on our website at www.5nplus.com. These charters and position description are reviewed annually by the Governance and Compensation Committee and updates are approved by the Board as required.

Audit and Risk Management Committee

The Audit and Risk Management Committee shall be composed entirely of independent directors satisfying applicable legal, regulatory and stock exchange requirements necessary for an assignment to any such committee. In addition, all members of the Audit and Risk Management Committee shall be financially literate as required by NI 52-110. Luc Bertrand, Jean-Marie Bourassa and Nathalie Le Prohon, the three current members of the Audit, and Risk Management Committee have no material relationship with the Corporation and, in the opinion of the Board, are independent within the meaning of NI 52- 110. Ms. Le Prohon and Mr. Bertrand were appointed to the Audit and Risk Management Committee on March 18, 2022. Ms. Le Prohon will not stand for re-election at the Meeting and we intend to appoint Andr ee-Lise M ethot as a member of the Audit and Risk Management Committee. For more information on the composition, purpose and responsibilities of the Audit and Risk Management Committee, we refer you to the section entitled "Information on the Audit Committee" of the Corporation's Annual Information Form for the fiscal year ended December 31, 2023.

Governance and Compensation Committee

Governance and Compensation Committee shall be composed entirely of independent directors. The current members of the Governance and Compensation Committee are Nathalie Le Prohon, Luc Bertrand and Blair Dickerson. The primary role and responsibility of the Governance and Compensation Committee concern human resources and compensation policies and processes. Among the main responsibilities is recommending the compensation of the Corporation's executive officers to the Board. If the Governance and Compensation Committee considers it necessary, it may investigate and review any human resources or compensation matter relating to the Corporation. The Governance and Compensation Committee may, with approval of the Board, retain outside experts and engage special legal counsel, if necessary.

The Board is of the view that the Governance and Compensation Committee collectively has the knowledge, experience and background to fulfill its mandate, and that each of the members of the Governance and Compensation Committee has direct experience relevant to his or her responsibilities regarding executive compensation. Mr. Bertrand and Mrs. Dickerson are both experienced senior executives. Ms. Le Prohon will not stand for re-election at the Meeting and we intend to appoint Andr ee-Lise M ethot as a member of the Governance and Compensation Committee. These collective skills and extensive experience enable the Governance and Compensation Committee to make decision on the suitability of the Corporation's compensation policies and practices. Mr. Bertrand was appointed to the Governance and Compensation Committee on March 18, 2022, and Mrs. Dickerson on February 23, 2023.

Risk Management

The Board is responsible for understanding the principal risks associated with the Corporation's business on an ongoing basis and for ensuring that management has implemented appropriate strategies to manage these risks. It is the responsibility of management to assure that the Board and its committees are kept well informed of these changing risks on a timely basis.

It is important that the Board understands and supports the key risk decisions of management, which includes comprehending the appropriate balance between risks and benefits. The Audit and Risk Management Committee has been delegated the responsibility to monitor, review with management and make recommendations related to the Corporation's programs and policies which relate to management of the key risks of the Corporation and reports on these matters to the Board.

Sustainability and ESG Considerations

At 5N+, sustainable development is at the core of our business strategy and is one of our corporate values. As we continue to pursue our sustainability roadmap, we aim to minimize the environmental footprint and impact of our integrated recycling and refining assets; to maintain sustainable procurement practices and to contribute to the communities in which we are present. We also aim to extend our position in the circular economy, enable innovative technology and be a critical supplier to sectors essential to a sustainable future.

We continue to work diligently on the development of our sustainability roadmap and programs in alignment with recognized ESG standards as well as emerging regulations in the various jurisdictions where we operate. In 2023, the Board, which has ultimate responsibility for ESG matters, officially integrated the oversight of ESG matters to the Board's Governance and Compensation Committee, which is in addition to the Audit and Risk Management Committee's oversight of climate risks, part of the Corporation's enterprise risk management. At the management level, responsibility for developing and implementing our sustainability roadmap falls under the leadership of the Corporate Director EH&S and Product Stewardship and the supervision of the Corporation's Chief Financial Officer, a member of the Executive Committee. In 2023, we published our first comprehensive Sustainability Report, which is available at www.5nplus.com. We intend to keep the market informed of our priorities and progress on an annual basis.

Serving as a Director

The Board should consist of professional and competent members with an appropriate mix of skills and abilities to ensure that the Board carries out its duties and responsibilities in the most effective manner and that the Corporation meets its legal, financial and operational objectives.

Term Limits

The Corporation's by-laws state that directors will not stand for re-election after reaching the age of 75 years. The Corporation has not adopted term limits for the directors on its Board. While term limits could help ensure that there are fresh ideas and viewpoints available to the Board, they hold the disadvantage of losing the contribution of directors who have been able to develop, over a period of time, increasing insight into the Corporation and its operations and, therefore, provide an increasing contribution to the Board as a whole.

As an alternative to term limits, the Governance and Compensation Committee, in conjunction with the Chair of the Board, will formally annually review each director's continuation on the Board.

Board and Committee Meeting Attendance

During the period from January 1, 2023 to December 31, 2023, the Board held 6 meetings, the Audit and Risk Management Committee held 4 meetings and the Governance and Compensation Committee held 2 meetings. Overall, directors attended 100% of the meetings held by the Board and its committees.

The following table presents a detailed record of the number of board meetings and committee meetings attended by each director.

Director	Board of Directors (6 meetings)		Audit & Risk Management Committee (4 meetings)		Governance & Compensation Committee (2 meetings)		Total Attendance
	Number	%	Number	%	Number	%	%
Luc Bertrand	6	100	4	100	2	100	100
Jean-Marie Bourassa	6	100	4	100	-	-	100
Nathalie Le Prohon	6	100	4	100	2	100	100
Gervais Jacques	6	100	-	-	-	-	100
Blair Dickerson ⁽¹⁾	5	100	-	-	2	100	100

⁽¹⁾ Blair Dickerson was appointed a director on February 23, 2023.

Diversity

The Board recognizes the benefits that diversity brings to a board of directors. The Board believes that a board comprised of women and men representing diverse points of view, having regard to ethnicity, gender, age, national origin, Aboriginal status, disability, sexual orientation, cultural background, business experience, professional expertise, personal skills and geographic background, can add greater value than a board comprised of directors with similar perspectives and insights. In particular, the Board regards the involvement of women, Indigenous peoples, persons with disabilities and members of visible minorities (collectively, “Designated Groups”) and their experience and input as constructive to successful decision-making and stewardship.

As at the date of this Circular, the Corporation has not adopted a written policy with respect to the representation of Designated Groups on the Board, though we consider diversity of race, ethnicity, gender, age, cultural background and professional experience in evaluating candidates for board membership. The Board does not foresee the adoption of such a policy in the near future, as it will require time to properly assess its objectives, targets and capabilities in order to identify and attract qualified candidates from Designated Groups to serve on the Board.

As at the date of this Circular, the Board has adopted a target of 30% of individuals from Designated Groups on the Board by 2025. With the appointment of Ms. Dickerson to the Board in February 2023, the Corporation has met this target.

In appointing individuals to executive officer positions, the Corporation will weigh a number of factors, including skills, experience and personal attributes required for the position along with the level of Designated Group representation within its senior management team. As at the date of this Circular, the Corporation has not set specific targets for the representation of Designated Groups in executive officer positions. The Board believes the most effective way to achieve greater diversity in its senior management team is to identify high-potential candidates from Designated Groups within the organization and work with them to ensure they develop the skills, acquire the experience and have the opportunities necessary to eventually occupy executive officer positions. This includes taking action to build a culture of inclusion throughout the organization. The Board will, however, continue to evaluate the appropriateness of adopting targets in the future.

Of the five nominees for election to the Board, and assuming all are elected to the Board at the Meeting, the Board would include two women as directors (40%) and none identify as members of a visible minority, Indigenous peoples or persons with disabilities. As of the date of this Circular, there is no individual (0%) part of a Designated Group occupying an executive officer position within the Corporation.

Serving on Multiple Boards

The Corporation does not have a policy limiting the number of other company boards of directors upon which a director may sit. The Corporation values the experience and perspective that directors bring from their service on other boards, but also recognizes that other board memberships and activities may also limit a director’s time and availability and may present conflicts of interest or legal issues, including independence issues. As a general rule, independent directors of the Corporation may serve as a director on a maximum of four public company boards (including the Board). The President and CEO shall obtain the approval of the Chair of Governance & Compensation Committee before accepting an invitation to serve on the board of any other public company. Furthermore, no director shall serve as a director, officer or employee of a competitor of the Corporation.

The following directors are currently directors of reporting issuers (or the equivalent) in a jurisdiction of Canada or a foreign jurisdiction:

Name of Director	Issuer
Jean-Marie Bourassa	Savaria Corporation
Luc Bertrand	TMX Group
Gervais Jacques	Nemaska Lithium Airex Energy

Primary Employment Status Change

Any independent director who makes a major change in his or her primary employment status after election to the Board shall inform the Chair of the Governance and Compensation Committee. The Governance and Compensation Committee will review with the Board the effects of this change upon the interests of the Corporation and recommend to the Board if the director's resignation is required. When the CEO or any other officer ceases to be an officer, such officer, if a director, shall submit his or her resignation to the Board. Whether that resignation is accepted shall be determined by the Board, taking into account the circumstances existing at that time.

Share Ownership Requirements for Directors

The Board adopted on May 7, 2014 a policy intended to encourage non-executive directors to hold common shares or DSUs (including debentures convertible into common shares) of the Corporation for an amount equivalent to three times the annual retainer received as a director excluding the attendance fees. Directors have a period of three years from the date of their appointment as a director or from the date of an increase in the annual retainer paid to directors to comply with this policy.

The common shares and DSUs are valued at the greater of the market price of the Corporation's common shares on the Toronto Stock Exchange as of December 31 of each year or the weighted average purchase price of the applicable shares. The Board may grant exceptions to this policy where circumstances warrant, including, but not limited to, tax and estate planning considerations. No such exception is currently in place.

The following table shows the number of securities of 5N+ owned by non-executive directors and the market value of such securities as of December 31, 2023.

Director	Annual retainer	Holding requirement	Number of common shares owned	Number of DSUs owned	Total number of common shares and DSUs	Total market value of shares and DSUs ⁽¹⁾	Date by which minimum ownership level must be met	Value Held as Multiple of Board Retainer
Luc Bertrand	\$88,000	\$264,000	2,250,000	518,332	2,768,332	\$10,464,295	January 16, 2019	39.6 times
Jean-Marie Bourassa	\$60,000	\$180,000	1,544,300	549,746	2,094,046	\$7,915,494	May 7, 2017	44.0 times
Blair Dickerson ⁽²⁾	\$41,000	\$123,000	-	30,012	30,012	\$113,445	February 23, 2026	0.9 times
Nathalie Le Prohon	\$60,000	\$180,000	218,800	465,969	684,769	\$2,588,427	May 7, 2017	14.4 times

⁽¹⁾ Greater of market value as at December 31, 2023 (\$3.78) or weighted average purchase price of the applicable common shares or DSUs.

⁽²⁾ Blair Dickerson was appointed a director on February 23, 2023.

Indebtedness of Directors and Executive Officers

As at the date of this Circular, none of our directors, executive officers or nominees for election as directors had any indebtedness to the Corporation or any of its subsidiaries.

Interest of Informed Persons in Material Transactions

For the purposes of this Circular, "informed person" means: (i) a director or executive officer of the Corporation; (ii) a director or executive officer of a person or corporation that is itself an informed person or subsidiary of the Corporation; (iii) any person or corporation who beneficially owns, directly or indirectly, voting securities of the Corporation or who exercises control or direction over voting securities of the Corporation or a combination of both, carrying more than 10% of the voting rights attached to all outstanding voting securities of the Corporation, other than voting securities held by the person or corporation as underwriter in the course of a distribution; and (iv) the Corporation if it has purchased, redeemed or otherwise acquired any of its own securities, for so long as it holds any of its securities.

To the best of the Corporation's knowledge, no informed person of the Corporation, and no associate or affiliate of the foregoing persons, at any time since the beginning of the Corporation's last completed financial year, has or had any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any transaction since the beginning of the Corporation's last completed financial year that has materially affected the Corporation, or in any proposed transaction that could materially affect the Corporation, or in any matter to be acted upon at this Meeting.

Interest of Certain Persons and Companies in Matters to be Acted Upon

No director, proposed director nominee or officer of the Corporation, or any person who has been a director or officer of the Corporation at any time since the beginning of the Corporation's last fiscal year, nor any associate or affiliate of any such person, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting, other than as set forth in this Circular.

Orientation and Continuing Education

The Board considers that orienting and educating new directors is an important element of ensuring responsible governance. New directors are provided with an orientation and education program that includes written information about the duties and obligations of directors, the business and operations of the Corporation, documents from recent board meetings, and opportunities for meetings and discussion with senior management and other directors.

In November 2023, the Board travelled to Germany to visit the AZUR SPACE Solar GmbH and the 5N Plus Lübeck GmbH facilities. The Board met with the local leadership teams and received educational presentations, in addition to participating in meetings relating to the Corporation's strategy in the region.

Each director is expected to participate in continuing educational programs in order to maintain the necessary level of expertise to perform his or her responsibilities as a director. The Board also relies on professional assistance when judged necessary.

Board Membership Criteria

The Governance and Compensation Committee is mandated to review the composition and contribution of the Board and its members and to recommend nominees to the Board. Nominees for directors are selected on the basis of, among other things, broad perspective, integrity, independence of judgment, experience, expertise, diversity, ability to make independent analytical inquiries, understanding of the Corporation's business environment and willingness to devote adequate time and effort to Board responsibilities.

Nomination of Directors

When the Board determines that new candidates for nomination to the Board are advisable, it approves an outline of the skills and background which are desired in a new candidate. Board members or management have an opportunity to suggest candidates for consideration by the Governance and Compensation Committee. Prospective candidates recommended by the Governance and Compensation Committee may be interviewed by the Chair of the Board and other Board members on an ad hoc basis. An invitation to join the Board is then extended only after the Board has reached a consensus on the appropriateness of the candidates.

In addition, a review of potential board candidates includes an assessment of independence under Canadian securities legislation and applicable stock exchange rules.

Assessments

From time to time, the Governance and Compensation Committee will sponsor an assessment of the overall performance and effectiveness of the Board, the committees, the chairpersons and directors, the results of which will be discussed with the full Board and each committee. The assessment will include a review of any areas in which the Board or senior management believes the Board can make a better contribution to the Corporation. The Governance and Compensation Committee will also utilize the results of this self-evaluation process in assessing and determining the characteristics and critical skills required of prospective candidates for election to the Board and making recommendations to the Board with respect to assignments of Board members to various committees.

Compensation

The Governance and Compensation Committee annually reviews both the amount and components of the compensation package for independent directors and for the chairpersons. The Governance and Compensation Committee is mandated to review and recommend to the Board for approval the remuneration of directors. The Governance and Compensation Committee considers time commitment, comparative fees and responsibilities in determining remuneration.

Executive Compensation

Compensation Discussion and Analysis

This section describes our approach to compensation and the policies, practices, programs and awards for our named executive officers (NEOs).

Our 2023 NEOs were:

Name	Position
Gervais Jacques	President and Chief Executive Officer (“CEO”)
Richard Perron	Chief Financial Officer (“CFO”)
Paul Tancell	Executive Vice President, Performance Materials (“EVP-PER”)
Roland Dubois	Executive Vice President, Specialty Semiconductors and Chief Commercial Officer (“EVP-Semi”)
William Alexander	Senior Director Corporate Development & Innovation Management (“SD”)

Compensation Philosophy and Objectives

The general objective of the Corporation’s compensation philosophy is to: (i) produce long-term, positive results for the Corporation’s shareholders; (ii) align executive compensation with corporate performance; (iii) provide market-competitive compensation and benefits that will enable the Corporation to recruit, retain and motivate the executive talent necessary to be successful; and (iv) support the Corporation’s business strategy.

The compensation of the named executive officers is determined by the Board upon recommendations made by the Governance and Compensation Committee. The Corporation’s executive compensation program is generally designed to pay for performance and to be competitive with other companies of comparable size in similar fields. The CEO makes recommendations to the Governance and Compensation Committee as to the compensation of the Corporation’s executive officers, other than himself. The Governance and Compensation Committee makes recommendations to the Board as to the compensation of the CEO and the other named executive officers for approval, in accordance with the same criteria upon which the compensation of all other executive officers is based.

Executive Compensation Policy

The Corporation’s executive compensation program is generally composed of a base salary, an annual bonus opportunity and long-term incentives in the form of stock options granted under the Corporation’s stock option plan (the “**Stock Option Plan**”), SAR plan (the “**SAR Plan**”), new RSU and PSU plan (the “**New RSU & PSU Plan**”) and DSU plan (the “**DSU Plan**”).

The annual bonus provides an opportunity for executives to earn an annual cash incentive based on the degree of achievement of individual, strategic, commercial, operational and financial targets set by the Board. The Stock Option Plan, the SAR Plan, the New RSU & PSU Plan and the DSU Plan are designed to attract and retain the key talent required to drive the Corporation’s long-term success by providing participants with an opportunity to share in the shareholder value to which they contribute. The Governance and Compensation Committee, at its sole discretion, and from time to time, may propose modifications to the executive compensation policy, including the removal or addition of compensation elements and amendments to the Stock Option Plan, the SAR Plan, the New RSU & PSU Plan and the DSU Plan. Any such modifications will be presented to the Board and, when required, to the shareholders, for approval.

Executives’ Involvement in the Determination of Executive Compensation Policy

Certain executives of the Corporation are involved in the process of determining executive compensation, as follows: the CEO works jointly with the Governance and Compensation Committee to define the elements of executive compensation, including eligibility for the annual incentive (bonus) plan and long-term incentive compensation, the size, terms and conditions of bonus opportunities, and long-term incentive grants, based on the Corporation’s pay-for-performance compensation philosophy and target-market positioning. The NEOs and other senior managers are involved in the preparation of the financial budgets which are recommended for approval by the Board and which form the basis for the financial-performance targets on which a portion of the bonuses are based; the CFO oversees the financial, accounting, legal and regulatory aspects of the Stock Option Plan, the SAR Plan, the New RSU & PSU Plan and the DSU Plan, including maintaining a record of options, SARs, RSUs, PSUs and DSUs granted, exercised or paid and cancelled.

Comparative Group and External Compensation Consultant

To ensure the competitiveness of the compensation offered to the NEOs and other senior executives of the Corporation, the Governance and Compensation Committee may retain, from time to time, the services of executive compensation consultants to provide advice on executive compensation. The Corporation did not retain the services of an executive compensation consultant for purposes of determining director and executive officer compensation in 2023.

Although the Governance and Compensation Committee may from time to time rely on information and advice obtained from consultants, all decisions with respect to executive compensation are made by the Board upon recommendation of the Governance and Compensation Committee and may reflect factors and considerations that differ from information and recommendations provided by such consultants, such as merit and the need to retain high-performing executives.

In 2021, the Corporation's compensation levels and practices were compared to five Canadian companies, six U.S. companies and three European companies (the "**Comparative Group**") as listed in the table below. Companies selected in our Comparative Group had to be publicly-listed with similar commercial and operational complexities as the Corporation, with an international footprint and a comparable EBITDA and market capitalization.

Comparative Group		
Canadian Companies	U.S. Companies	European Companies
Ballard Power Systems Inc.	Applied Optoelectronics, Inc.	Gooch & Housego PLC
Héroux-Devtek Inc.	AXT, Inc.	IQE plc
Neo Performance Materials Inc.	Emcore Corporation	Luxfer Holdings PLC
Sherritt International Corporation	Intevac, Inc.	
Taseko Mines Limited	Materion Corporation	
	Richardson Electronics Ltd.	

Compensation Process

The Board, upon recommendation of the Governance and Compensation Committee, ensures that total compensation paid to the NEOs is fair and reasonable and accomplishes the following long-term objectives:

- produce long-term, positive results for the Corporation's shareholders;
- align executive compensation with corporate performance;
- provide market-competitive compensation and benefits that will enable the Corporation to recruit, retain and motivate the executive talent necessary to be successful; and
- support the Corporation's business strategy.

Elements of Executive Compensation

The compensation for the NEOs consists of three main components: base salary, annual bonus, and long-term incentives currently in the form of stock options, SARs, RSUs, PSUs and DSUs. The NEOs also benefit from the Corporation's group insurance plans. The Corporation also contributes up to 3% of the base salary of the NEOs (with the exception of the SD) to the Corporation's Deferred Profit-Sharing Plan through which the Corporation shares a portion of the Corporation's profits with some or all of its employees. The SD is eligible to the 401K program of the Corporation and the Corporation makes a contribution equal to 100% on the first 3% of the eligible earnings that is deferred and an additional 50% on the next 2% of the eligible earnings up to limits defined by the Internal Revenue Service (IRS). Other terms and conditions of employment contracts of the NEOs are described in the section entitled "Termination and Change of Control Benefits" below.

Base Salaries

The base salary component of the compensation for the Corporation's executives aims to reflect the salaries paid by companies in the Comparative Group and companies of a scope comparable with the Corporation for positions involving similar responsibilities, complexity and impact, as well as the competencies and experience of each executive.

Salaries are reviewed annually based on changes in the marketplace, the evolution of the executive's competencies, and his or her individual performance as measured by the achievement of objectives determined annually by the executive together with the CEO and, with respect to the CEO, with the Governance and Compensation Committee.

The Corporation's salary policy is to pay salaries for executive officers between the 25th percentile and the 50th percentile of the Comparative Group which is currently the case for all NEOs. The SD position was not in the Comparative Group analysis.

Annual Incentive (Bonus)

The annual incentive (bonus) plan is intended to encourage and reward each executive for his or her contribution to the Corporation's annual business plan and for the Corporation's financial success. It is the intent of the Corporation that the combination of salary and annual bonus target be between the 25th percentile and the 50th percentile of the Comparative Group which is currently the case for all NEOs. The SD position was not in the Comparative Group analysis.

Individual, strategic, commercial, operational and financial objectives are determined at the beginning of the year by the executive in concert with the CEO and, with respect to the CEO, in concert with the Governance and Compensation Committee. Each year, the Board determines the strategic, commercial, operational and financial performance targets which have to be achieved by the Corporation and its divisions in order for bonuses to be paid, as well as the maximum bonus amount to be paid to each executive should the targets be exceeded. The Board also approves the bonus amount to be paid to each executive based on their actual performance.

For the fiscal year ended December 31, 2023, the target bonus was based on (i) achieving a certain level of Adjusted EBITDA (for the purposes of determining this year's target bonus, the Corporation defines Adjusted EBITDA as operating earnings (loss) as defined before the effect of impairment of inventories, share-based compensation expense (recovery), litigation and restructuring costs (income), impairment of non-current assets, loss on disposal of property, plant and equipment, loss on divestiture of subsidiary, loss on disposal of assets held for sale, and depreciation and amortization), as determined in the budget approved by the Board, and (ii) on each executive's individual performance. 5N+ uses Adjusted EBITDA because it believes it is a meaningful measure of the operating performance of its ongoing business without the effects of certain expenses. The definition of this non-IFRS measure used by the Company may differ from that used by other companies.

The following table presents the bonus payouts, as a percentage of base salary for threshold, target and maximum performance for each NEO:

Position title	Bonus based on the Corporation's and individual's results (as a percentage of base salary)			
	Below threshold bonus	Minimum Threshold bonus	Target bonus	Maximum bonus
CEO	0%	10%	100%	150%
CFO	0%	10%	40%	60%
Other NEOs	0%	10%	30-40%	45-60%

The following table presents the Corporation's Adjusted EBITDA objective for the fiscal year ended December 31, 2023, approved by the Board, and the results achieved by the Corporation:

<i>In thousands of dollars</i>	<u>Target</u>	<u>Results</u>	<u>Evaluation of Performance</u>
Adjusted EBITDA ⁽¹⁾	US\$36,000	US\$38,300	106%

⁽¹⁾ Adjusted EBITDA is not a recognized measure under IFRS, does not have a standardized meaning, may not be comparable to similar measures presented by other entities and should not be considered a substitute for, or superior to, IFRS results. See "Non-IFRS Measures" in our Management's Discussion and Analysis dated February 27, 2024 for more information on Adjusted EBITDA and a reconciliation between Operating (loss) earnings and Adjusted EBITDA.

The target Adjusted EBITDA for 2023 was achieved at 106%. Adjusted EBITDA is not the only objective set for the CEO, the CFO and other NEOs. There are individual (and divisional objectives), and other financial objectives such as commercial performance and debt reduction, which also factor into the bonus calculation, which were variously achieved. Given the Adjusted EBITDA result for the fiscal year ended December 31, 2023, and taking into account the other financial objectives that have been achieved, the board set the evaluation of performance target at 108% for the purpose of determining NEO bonus payments.

Long-Term Incentive Plans (“LTIP”)

Long-term incentives are comprised of stock options, SARs, RSUs, PSUs and DSUs and are intended to align executive compensation with the interests of the Corporation’s shareholders.

Stock Option Plan

Pursuant to the Stock Option Plan, options may be granted by the Board, from time to time, to executives and other key employees. Option-grant guidelines are established pursuant to the Governance & Compensation Committee’s periodic review of the compensation policy, taking into account the competitiveness of total compensation and compensation practices within the Comparative Group, market trends as well as the Corporation’s pay-for-performance philosophy. Option grants are expressed as a percentage of a participant’s salary, which is determined based on the participant’s position and responsibility levels, without taking into account the number of stock options previously granted to and already held by such participant. Options granted to NEOs usually have a six-year term and vest equally over a four-year period at an annual rate of 25% per year. See “Executives’ Involvement in the Determination of Executive Compensation Policy” above for a discussion of the role of executive officers in setting and administering the Stock Option Plan.

On April 11, 2011, the Corporation adopted the Stock Option Plan, replacing the one in place since October 2007. The only change was to the maximum number of options that can be granted, which cannot exceed 5,000,000. In 2012, the Board adopted minor amendments to the Stock Option Plan. In 2022, the Board made amendments to the Stock Option Plan regarding vesting matters in the event of a change of control. The aggregate number of shares which could be issued upon the exercise of options granted under the 2007 plan could not exceed 10% of the issued shares of the Corporation at the time of granting the options. At an annual general and special meeting of shareholders of the Corporation held on October 6, 2011, shareholders approved the 2011 plan which is referred to herein as the Stock Option Plan. The Stock Option Plan is administered by the Board of the Corporation.

The following is a description of certain features of the Stock Option Plan, as required by the Toronto Stock Exchange:

- (a) the maximum number of common shares that can be issued upon the exercise of options granted under the Stock Option Plan is 5,000,000, representing 5.6% of the issued and outstanding shares of the Corporation as of December 31, 2023;
- (b) no option may be granted under the Stock Option Plan to any optionee unless the number of the common shares: (i) issued to “insiders” within any one-year period; and (ii) issuable to “insiders” at any time, under the Stock Option Plan, or when combined with all of the Corporation’s other security-based compensation arrangements, does not exceed 10% of the total number of issued and outstanding common shares of the Corporation. For the purpose of the Stock Option Plan, the term “insiders” means “reporting insiders” as defined in National Instrument 55-104 – *Insider Reporting Requirements and Exemptions*;
- (c) the exercise price of options granted under the Stock Option Plan is set at the time of the grant of the options, but cannot be less than the volume weighted average trading price of the common shares of the Corporation on the Toronto Stock Exchange for the five trading days immediately preceding the day on which an option is granted;
- (d) the maximum period during which an option may be exercised is ten years from the date on which it is granted;
- (e) at the time of granting an option, the Board, at its discretion, may set a “vesting schedule”, that is, one or more dates from which an option may be exercised in whole or in part;
- (f) options granted under the Stock Option Plan are not transferable other than by will or by the laws of succession of the domicile of the deceased optionee;
- (g) if an optionee’s employment or service provider relationship with the Corporation is terminated for cause, options not then exercised terminate immediately;
- (h) if an optionee dies, retires or becomes, in the determination of the Board, permanently disabled, options may be exercised for that number of common shares which the optionee was entitled to acquire at the time of death, retirement or permanent disability, as the case may be, for a period of one year after the date of death, retirement or permanent disability;
- (i) upon an optionee’s employment, office, directorship or service provider relationship with the Corporation terminating or ending other than by reason of death, retirement, permanent disability or termination for cause, options may be exercised for that number of common shares which the optionee was entitled to acquire at the time of such termination, for a period of 30 days after such date;

- (j) the Stock Option Plan does not provide for financial assistance from the Corporation to option holders;
- (k) if the Corporation is required under the *Income Tax Act* (Canada) or any other applicable law to remit to any governmental authority an amount on account of tax on the value of any taxable benefit associated with the exercise of an option by an optionee, then the optionee shall, concurrently with the exercise of the option:
 - (i) pay to the Corporation, in addition to the exercise price for the options, sufficient cash as is determined by the Corporation, in its sole discretion, to be the amount necessary to fund the required tax remittance;
 - (ii) authorize the Corporation, on behalf of the optionee, to sell in the market, on such terms and at such time or times as the Corporation determines, in its sole discretion, such portion of the common shares being issued upon exercise of the option as is required to realize cash proceeds in an amount necessary to fund the required tax remittance; or
 - (iii) make other arrangements acceptable to the Corporation, in its sole discretion, to fund the required tax remittance;
- (l) if a Change of Control Event (as defined below) occurs, all or any portion of the options granted under the Stock Option Plan which are not then vested shall automatically, and without any further action or approval whatsoever, vest in their entirety immediately prior to the realization or consummation of such Change of Control Event, and each optionee holding options under the Stock Option Plan shall be automatically permitted to exercise all such options in accordance with the Stock Option Plan;
- (m) approval by the shareholders of the Corporation is required for the following amendments to the Stock Option Plan:
 - (i) amendments to the number of shares issuable under the Stock Option Plan, including an increase to a maximum percentage or number of shares;
 - (ii) any amendment to the Stock Option Plan that increased the length of the blackout extension period;
 - (iii) any amendment which reduces the exercise price or purchase price of an option;
 - (iv) any amendment extending the term of an option held by an “insider” beyond its original expiry date except as otherwise permitted by the Stock Option Plan; and
 - (v) amendments required to be approved by shareholders under applicable law (including, without limitation, the rules, regulations and policies of the Toronto Stock Exchange); and
- (n) the Board may make the following types of amendments to the Stock Option Plan without seeking approval from the shareholders of the Corporation:
 - (i) amendments of a “housekeeping” or ministerial nature, including any amendment for the purpose of curing any ambiguity, error or omission in the Stock Option Plan or to correct or supplement any provision of the Stock Option Plan that is inconsistent with any other provision of the Stock Option Plan;
 - (ii) amendments necessary to comply with the provisions of applicable law (including, without limitation, the rules, regulations and policies of the Toronto Stock Exchange);
 - (iii) amendments necessary in order for options to qualify for favourable treatment under applicable taxation laws;
 - (iv) amendments respecting administration of the Stock Option Plan;
 - (v) any amendment to the vesting provisions of the Stock Option Plan or any option;
 - (vi) any amendment to the early termination provisions of the Stock Option Plan or any option, whether or not such option is held by an “insider” of the Corporation, provided such amendment does not entail an extension beyond the original expiry date;
 - (vii) the addition of any form of financial assistance by the Corporation for the acquisition by all or certain categories of eligible participants of shares under the Stock Option Plan, and the subsequent amendment of any such provisions;
 - (viii) the addition or modification of a cashless exercise feature, payable in cash or shares of the Corporation;
 - (ix) amendments necessary to suspend or terminate the Stock Option Plan; and
 - (x) any other amendment, whether fundamental or otherwise, not requiring shareholder approval under applicable law.

Under the Corporation’s Stock Option Plan, Stock Appreciation Rights and Restricted Share Unit and Performance Share Unit Plan, a change of control event means either (i) the change in the beneficial ownership of securities representing more than 50% of the combined voting power of the Corporation, (ii) the merger or consolidation of the Corporation with or into any other corporation, (iii) the sale or other disposition of all or substantially all of the Corporation’s assets to another entity, other than a disposition to a wholly owned subsidiary of the Corporation in the course of a reorganization of the assets of the Corporation and its affiliates, or (iv) as a result of or in connection with: (A) a contested election of directors; or (B) a consolidation, merger, amalgamation, arrangement or other reorganization or acquisition involving the Corporation or any of its affiliates and another corporation or other entity, the fact that the nominees named in the most recent management information circular of the Corporation for election to the Board do not constitute a majority of the Board (each event being a “**Change of Control Event**”).

As of December 31, 2023, 1,365,162 options were granted and outstanding under the Stock Option Plan, representing 1.5% of the issued and outstanding common shares as at such date. As of December 31, 2023, 965,534 options remained available for future issuance under the Stock Option Plan, representing 1.1% of the issued and outstanding common shares as at such date.

During the fiscal year ended December 31, 2023, a total of 140,712 options were granted under the Stock Option Plan, representing 0.2% of the issued and outstanding common shares as at December 31, 2023.

In accordance with the requirements of section 613(d)(iii) and 613(p) of the TSX Company Manual, the following table sets out, among other things, the burn rate of the options granted under the Corporation's Stock Option Plan as of the end of the fiscal year ended December 31, 2023, and for the two preceding financial years. The burn rate is calculated by dividing the number of options granted under the Stock Option Plan during the applicable fiscal year by the weighted average number of common shares outstanding for the applicable fiscal year.

	Fiscal year ended December 31, 2023	Fiscal year ended December 31, 2022	Fiscal year ended December 31, 2021
Burn rate	0.2%	0.9%	0.8%

SARs

On June 7, 2010, the Board adopted a Restricted Share Unit for Foreign Employees plan (the "RSUFE Plan") which was slightly amended on November 7, 2012 by the Board to become the SAR Plan which replaced the RSUFE Plan. The SAR Plan enables the Corporation to award eligible participants phantom stock options to foreign directors, officers and employees. SAR-grant guidelines are established pursuant to the Governance & Compensation Committee's periodic review of the compensation policy, taking into account the competitiveness of total compensation and compensation practices within the Comparative Group, market trends as well as the Corporation's pay-for-performance philosophy. SAR grants are expressed as a percentage of a participant's salary, which is determined based on the participant's position and responsibility levels, without taking into account the number of SARs previously granted to and already held by such participant. SARs granted to NEOs usually have a six-year term and vest equally over a four-year period at an annual rate of 25% per year. SARs are settled in cash for an amount equal to the difference between the volume weighted average of the trading price of the common shares of the Corporation on the Toronto Stock Exchange in the last twenty (20) days immediately preceding the exercise date and the grant price of each SAR redeemed. In 2022, the Board made amendments to the SAR Plan regarding vesting matters in the event of a change of control.

Upon a participant's employment with the Corporation being terminated for cause, any SAR not exercised prior to termination shall immediately lapse and become null and void.

If a participant dies, retires from the workforce, or becomes, in the determination of the Board, permanently disabled, while employed by the Corporation, any SAR or unexercised part thereof granted to the participant may be redeemed by the participant or the person to whom the SAR is transferred by will or the laws of succession and distribution only for that number of vested SARs which he or she was entitled to exercise under the SAR Plan at the time of his or her death, retirement or permanent disability, as the case may be. Such SARs are exercisable within one year after the participant's death, retirement or permanent disability, as the case may be, or prior to the end of the SAR expiry date, whichever occurs earlier.

Upon a participant's employment with the Corporation terminating or ending otherwise than by reason of death, retirement, permanent disability, or termination for cause, any SARs or unexercised part thereof granted to such participant may be redeemed by him or her only for that number of vested SARs which he or she was entitled to redeem under the SAR Plan at the time of such termination. A redemption notice must be sent to the Corporation for such SAR within thirty (30) days after such termination or prior to the end of the SAR expiry date or prior to the expiration of the term of the SAR Plan, whichever occurs earlier.

If a Change of Control Event occurs, all or any portion of the SARs granted under the SAR Plan which are not then vested shall automatically, and without any further action or approval whatsoever, vest in their entirety immediately prior to the realization or consummation of such Change of Control Event.

RSUs and PSUs under the New RSU & PSU Plan

On November 4, 2015, the Board adopted the New RSU & PSU Plan to replace the Old RSU Plan, for the purpose of enhancing the Corporation's ability to attract and retain talented individuals to serve as employees, officers and executives of the Corporation and its affiliates and promoting a greater alignment of interests between such employees, officers and executives and the shareholders of the Corporation. RSU and PSU-grant guidelines are established pursuant to the Governance & Compensation Committee's periodic review of the compensation policy, taking into account the competitiveness of total

compensation and compensation practices within the Comparative Group, market trends as well as the Corporation's pay-for-performance philosophy, and without taking into account the number of RSUs and PSUs previously granted to and already held by such participant. The New RSU & PSU Plan enables the Corporation to award to executives and other key employees: (i) phantom RSUs that vest no later than three years following the grant date; and (ii) phantom PSUs that vest after certain periods of time and subject to the achievement of certain performance criteria as determined by the Board. Such plan provides for the settlement of RSUs and PSUs through either cash or the issuance of common shares of the Corporation from treasury, for an amount equivalent to the volume weighted average of the trading price of the common shares of the Corporation on the Toronto Stock Exchange for the five trading days immediately preceding the applicable RSU vesting determination date or PSU vesting determination date. In 2022, the Board made amendments to the New RSU & PSU Plan regarding vesting matters in the event of a change of control.

If a Change of Control Event occurs, all or any portion of the RSUs and PSUs granted under the New RSU & PSU Plan which are not then vested shall automatically, and without any further action or approval whatsoever, vest in their entirety immediately prior to the realization or consummation of such Change of Control Event and become exercisable in accordance with New RSU & PSU Plan.

In the case of a participant's termination by the Corporation for cause or as a result of a voluntary resignation by the participant before the end of a performance cycle, all RSUs and PSUs will be cancelled immediately as of the date on which the participant is advised of his termination or resigns.

In the case of a participant's termination by the Corporation other than for cause, if such participant is deemed to be on long-term disability or if such participant retires before the end of a performance cycle, the number of RSUs which will vest at such event will be pro-rated based on the number of months worked at the end of the performance cycle and all PSUs will be cancelled immediately.

In the case of a participant's death before the end of a performance cycle, the number of RSUs which will vest will be pro-rated based on the number of months worked at the end of the fiscal year preceding the participant's death and all PSUs will be cancelled immediately. RSUs and PSUs issued under the New RSU & PSU Plan may not be transferred or assigned other than by will or the laws of succession.

The maximum number of common shares which may be issued under the New RSU & PSU Plan is 5,000,000 common shares (approximately 5.6% of the outstanding total of common shares as of December 31, 2023) in respect of RSUs or PSUs to be settled through the issuance of common shares but that have been forfeited, cancelled or settled in cash shall be available for RSUs or PSUs to be granted thereafter pursuant to this plan. No RSUs or PSUs to be settled through the issuance of common shares may be granted to any participant unless the number of common shares: (a) issued to "Insiders" within any one-year period; and (b) issuable to "Insiders" at any time, under the plan, or when combined with all of the Corporation's other security-based compensation arrangements, does not exceed 10% of the total number of issued and outstanding common shares, respectively.

Subject to the exceptions set out below, the Board may amend, suspend or terminate the New RSU & PSU Plan, or any portion thereof, at any time, and may do so without shareholder approval, subject to those provisions of applicable law, if any, that require the approval of shareholders or any governmental or regulatory body. Without limiting the generality of the foregoing, the Board may make the following types of amendments to the New RSU & PSU Plan without seeking shareholder approval:

- (i) amendments of a "housekeeping" or ministerial nature including, without limiting the generality of the foregoing, any amendment for the purpose of curing any ambiguity, error or omission in the Plan or to correct or supplement any provision of the New RSU & PSU Plan that is inconsistent with any other provision of the New RSU & PSU Plan;
- (ii) amendments necessary to comply with the provisions of applicable law (including, without limitation, the rules, regulations and policies of the Toronto Stock Exchange);
- (iii) amendments necessary in order for awards to qualify for favourable treatment under applicable taxation laws;
- (iv) amendments respecting administration of the New RSU & PSU Plan;
- (v) any amendment to the vesting provisions of the New RSU & PSU Plan or any award of RSUs or PSUs made thereunder (an "Award"), it being understood that in the event of the amendment to the vesting provisions of an Award, the Board shall not be under any obligation to amend the vesting provisions of any other Award;

- (vi) any amendment to the early termination provisions of the New RSU & PSU Plan or any Award, whether or not such award is held by an Insider, provided such amendment does not entail an extension beyond the original expiry date;
- (vii) amendments necessary to suspend or terminate the New RSU & PSU Plan; and
- (viii) any other amendment, whether fundamental or otherwise, not requiring shareholder approval under applicable law.

Shareholder approval will be required for the following types of amendments:

- (i) amendments to the number of common shares issuable under the New RSU & PSU Plan, including an increase to a maximum percentage or number of common shares;
- (ii) amendments required to be approved by shareholders under applicable law (including, without limitation, the rules, regulations and policies of the Toronto Stock Exchange); and
- (iii) any amendment to the amending provisions of the New RSU & PSU Plan.

As of December 31, 2023, 319,896 RSUs and nil PSUs were issued and outstanding under the New RSU & PSU Plan, together representing 0.4% of the issued and outstanding common shares as at such date. As of December 31, 2023, 4,680,104 RSUs and PSUs therefore remained available for future issuance under the New RSU & PSU Plan, representing 5.3% of the issued and outstanding common shares as at such date.

During the fiscal year ended December 31, 2023, a total of 155,873 RSUs and nil PSUs were granted under the New RSU & PSU Plan, representing 0.2% and 0.0% of the issued and outstanding common shares as at December 31, 2023, respectively, and 0.2% in the aggregate.

In accordance with the requirements of section 613(d)(iii) and 613(p) of the TSX Company Manual, the following table sets out, among other things, the burn rate of the awards granted under the Corporation's New RSU & PSU Plan as of the end of the fiscal year ended December 31, 2023 and for the two preceding financial years. The burn rate is calculated by dividing the number of RSUs and PSUs granted under the New RSU & PSU Plan during the applicable fiscal year by the weighted average number of common shares outstanding for the applicable fiscal year.

	Fiscal year ended December 31, 2023	Fiscal year ended December 31, 2022	Fiscal year ended December 31, 2021
Burn rate	0.2%	0.1%	0.2%

Deferred Share Unit Plan

On May 7, 2014, the Board adopted the Deferred Share Unit Plan (the "DSU Plan") to enhance the Corporation's ability to attract and retain individuals with the right combination of skills and experience to serve on the Corporation's Board or as the Corporation's executives.

Each Board director shall have the right to elect twice each calendar year to receive all or part of his or her annual retainers in DSUs and a designated executive may be offered by the Board to convert for a calendar year all or part of his or her bonus amounts in DSUs. DSUs granted to a Board director or designated executive vest immediately upon conversion of his or her annual retainer or bonus amounts respectively into DSUs, unless the Board decides otherwise at its sole discretion.

Each vested DSU is settled in cash upon such participant's Termination of Service, for an amount equivalent to the volume weighted average of the trading price of the common shares of the Corporation on the Toronto Stock Exchange on the twenty (20) trading days immediately preceding the payment date of the DSUs. "Termination of Service" means the termination of (i) the mandate and assignment of a director as a member of the Board or (ii) the office or employment of a designated executive with the Corporation, including in the event of a dismissal, a retirement, a long-term disability or the death of a designated executive.

In the case of a participant's termination by the Corporation for cause or as a result of a voluntary resignation by the designated executive, all DSUs will be cancelled immediately as of the date on which the participant is advised of his termination or resigns.

The Governance and Compensation Committee believes that the terms and conditions of the Stock Option Plan combined with those of the SAR Plan, the New RSU & PSU Plan and the DSU Plan adequately meet the objectives of attracting and retaining quality executives while promoting long-term profitability and maximizing shareholder value.

It is the intent of the Corporation that the target total direct compensation, which is the aggregate of salary, target annual bonus and estimated value of LTIP be between the 25th percentile and the 50th percentile of the Comparative Group. However, target long-term incentive awards to the CFO are below the 25th percentile. The SD position was not in the Comparative Group analysis.

Securities Authorized for Issuance under Equity Compensation Plans – Equity Compensation Plan Information

The following table sets out certain details as at December 31, 2023 with respect to plans of the Corporation pursuant to which equity securities of the Corporation are authorized for issuance.

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by securityholders	1,685,058	\$2.00	4,280,476
Equity compensation plans not approved by securityholders	–	–	–
Total	1,685,058	\$2.00	4,280,476

Assessment of Risk Associated with the Corporation's Compensation Policies and Practices

The Governance and Compensation Committee has assessed the Corporation's compensation plans and programs for its executive officers to ensure alignment with the Corporation's business plan and to evaluate the potential risks associated with those plans and programs. The Governance and Compensation Committee has concluded that the compensation policies and practices do not create any risks that are reasonably likely to have a material adverse effect on the Corporation.

The Corporation has not adopted a policy restricting its NEOs or directors from purchasing financial instruments that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by its NEOs or directors. To the knowledge of the Corporation, none of the NEOs or directors has purchased such financial instruments.

Summary of the Compensation of the NEOs

The following table provides information for the fiscal years ended December 31, 2023, December 31, 2022 and December 31, 2021 regarding compensation paid to, or earned by, the NEOs in Canadian dollars.

Summary Compensation Table

Name and Principal Position	Year	Salary (\$) ⁽¹⁾	Share-Based Awards (\$) ⁽²⁾	Option-Based Awards (\$) ⁽³⁾	Non-Equity Incentive Plan Compensation		Total Compensation (\$)
					Annual Incentive Plans (\$) ⁽⁴⁾	All other Compensation (\$) ⁽⁵⁾	
Gervais Jacques President and CEO	2023	500,000	125,000	125,000	810,000	–	1,560,000
	2022	554,181	278,000	375,638	500,000	–	1,707,819
	2021	65,000	–	–	–	–	65,000
Richard Perron CFO	2023	358,203	66,075	66,075	232,116	20,746	743,214
	2022	347,770	64,339	64,339	180,840	20,433	677,721
	2021	338,625	63,389	531,181	193,016	20,159	1,146,369
Paul Tancell EVP-PER	2023	348,655	64,316	64,316	150,619	20,802	648,707
	2022	338,500	62,625	62,624	135,400	20,159	619,308
	2021	329,600	60,799	528,593	112,723	19,915	1,051,631
Roland Dubois ⁽⁶⁾ EVP-Semi	2023	338,140	22,372	22,372	179,450	58,800	621,136
	2022	116,610	–	113,574	49,722	21,249	301,165
William Alexander SD	2023	306,896	–	–	97,438	8,768	413,101
	2022	287,273	–	–	67,274	10,607	365,154
	2021	276,720	–	–	79,765	11,069	367,554

(1) This column discloses the actual salary earned during the fiscal year indicated. Mr. Alexander's salary is in U.S. dollars and Mr. Dubois's is in euros. Mr. Alexander's salary was converted to Canadian dollars using the average exchange rate of the Bank of Canada from January 1, to December 31, 2023 of US\$1.00 = Cdn\$1.3497. Mr. Dubois's salary was converted using the average exchange rate of the Bank of Canada from January 1, to December 31, 2023 of 1.00 euro = Cdn\$1.4597. Mr. Jacques was appointed Interim President and CEO on December 1, 2021 and received \$65,000 as monthly consultation fees from December 1, 2021 to March 17, 2022. Mr. Jacques was appointed President and CEO on March 18, 2022.

(2) The amount is equal to the number of RSUs, PSUs and DSUs multiplied by the volume weighted average trading price of the common shares of the Corporation on the Toronto Stock Exchange in the last five days (twenty days in the case of DSUs) immediately prior to the grant. See "Long-Term Incentive Plans — RSUs and PSUs under the New RSU & PSU Plan" and "Long-Term Incentive Plan — DSUs" above. All share-based awards have been reported, even though a number of these awards will only vest upon delivery of specific performance criteria. The granting of RSUs is usually based on the performance of a NEO during the previous fiscal year than the fiscal year indicated, and the actual value received will be different as it will depend on the value of the Corporation shares at the end of a performance cycle. DSUs are to be settled in cash only. RSUs and PSUs granted under the New RSU & PSU Plan are to be settled either in cash or by the issuance of common shares as determined by the Board of Directors on settlement dates.

(3) This column discloses the total value of stock options (or SARs) at the time of grant. It should be noted that the granting of stock options (or SARs) is usually based on the performance of a NEO during the previous fiscal year than the fiscal year indicated. These figures do not reflect the current value of the stock options (or SARs) or the value, if any, that may be realized if and when the stock options (or SARs) are exercised. The value of the stock option (or SAR) awards was calculated using the Black-Scholes option-pricing model (which is the most commonly used model for companies such as the Corporation) using the same assumptions used for determining the equity-based compensation expense in the Corporation's financial statements for the fiscal years ended December 31, 2023, December 31, 2022 and December 31, 2021 in accordance with the International Financial Reporting Standards (IFRS). These assumptions are:

	Feb. 2023	Nov. 2022	May 2022	March 2022	Dec. 2021	May 2021
Risk-free interest rate	3.81%	3.84%	2.7%	1.44%	1.28%	0.7%
Expected life of options	4 years	4 years	4 years	4 years	4 years	4 years
Expected volatility	60%	58%	53%	48%	48%	50%
Dividend rate	0%	0%	0%	0%	0%	0%
Exercise price	\$2.74	\$2.35	\$1.23	\$2.27	\$2.42	\$3.38

(4) See "Annual Incentive (Bonus)" above. In 2022, Mr. Jacques' bonus was calculated based on his full-year annual base salary. Mr. Alexander's bonus was converted using the closing exchange rate of the Bank of Canada for the year of 2023 of US\$1.00 = Cdn\$1.3226. Mr. Dubois's bonus was converted using the closing exchange rate of the Bank of Canada for the year of 2023 of 1.00 euro = Cdn\$1.4626.

(5) This amount includes the Corporation's contribution to the Deferred Profit Sharing Plan or, in the case of Mr. Alexander, to the 401K program. In the case of Messrs. Perron, Tancell this amount includes a car allowance. In the case of Mr. Dubois this amount includes a car allowance and travel accommodation and lodging when traveling to AZUR SPACE Solar GmbH in Heilbronn, Germany.

(6) Mr. Dubois was appointed Executive Vice-President, Specialty Semiconductors and CCO in September 2022.

Incentive Plan Awards

The following table sets out the details of all stock options (or SARs), RSUs, PSUs and DSUs held by the NEOs as at December 31, 2023.

Name	Option-Based Awards				Share-Based Awards ⁽²⁾		
	Number of securities underlying unexercised options	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) ⁽¹⁾	Number of shares or units of shares that have not vested	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Gervais Jacques ⁽³⁾	700,000	1.23	May 20, 2028	1,785,000	245,620	928,444	360,933
	92,052	2.74	February 24, 2029	95,734			
Richard Perron	35,165	2.71	February 23, 2024	37,627	71,212	269,181	–
	30,940	3.43	March 1, 2025	10,829	–	–	–
	12,163	2.10	March 2, 2026	20,434	–	–	–
	48,212	3.38	May 13, 2027	19,285	–	–	–
	250,000	2.42	December 1, 2027	340,000	–	–	–
	72,970	2.27	March 7, 2028	110,185	–	–	–
Roland Dubois ⁽⁴⁾	48,660	2.74	February 24, 2029	50,606	–	–	–
	100,000	2.35	November 4, 2028	143,000	8,165	30,864	–
Paul Tancell	16,476	2.74	February 24, 2029	17,135	–	–	–
	25,822	3.43	March 1, 2025	9,038	69,049	261,005	–
William Alexander	35,542	2.10	March 2, 2026	59,711	–	–	–
	46,244	3.38	May 13, 2027	18,498	–	–	–
	400,000	2.42	December 1, 2027	544,000	–	–	–
	71,025	2.27	March 7, 2028	107,248	–	–	–
	47,363	2.74	February 24, 2029	49,258	–	–	–
William Alexander	–	–	–	–	–	–	–

⁽¹⁾ This column sets out the aggregate value of in-the-money unexercised options (or SARs) as at December 31, 2023, calculated based on the difference between the closing price of the common shares on the Toronto Stock Exchange on December 29, 2023 (\$3.78), the last trading day in the 2023 fiscal year, and the exercise price of the stock options (or SARs).

⁽²⁾ This column sets out the market value of the RSUs, PSUs and DSUs on December 31, 2023, calculated based on the closing price of the common shares on the Toronto Stock Exchange on December 29, 2023 (\$3.78), the last trading day in the 2023 fiscal year. Vesting of these RSUs, PSUs and DSUs is subject to the officer continuing to be employed at the end of a performance cycle.

⁽³⁾ Mr. Jacques was appointed Interim President and CEO on December 1, 2021, and President and CEO on March 18, 2022.

⁽⁴⁾ Mr. Dubois was appointed Executive Vice-President, Specialty Semiconductors and CCO in September 2022.

Incentive Plan Awards - Value Vested or Earned during the Year

The following table sets out, for each NEO, the value of option-based awards and share-based awards which vested during the fiscal year ended December 31, 2023 and the value of non-equity incentive plan compensation earned during the fiscal year ended December 31, 2023.

Name	Option-based awards Value vested during the year (\$) ⁽¹⁾	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$) ⁽²⁾
Gervais Jacques ⁽³⁾	372,750	–	810,000
Richard Perron	136,263	48,698	232,116
Roland Dubois ⁽⁴⁾	27,500	–	179,450
Paul Tancell	133,518	35,574	150,619
William Alexander	–	–	97,438

⁽¹⁾ This amount corresponds to the difference between the closing price of the common shares of the Corporation on the Toronto Stock Exchange on the vesting date or the last day before the vesting date and the exercise price of the stock options (or SARs). The actual gain, if any, will depend on the value of the common shares on the dates on which the options (or SARs) are exercised. See “Long-Term Incentive Plan (Stock Options or SARs)” above.

⁽²⁾ Corresponds to the same amount as disclosed in column “Non-Equity Incentive Plan Compensation — Annual Incentive Plan” of the “Summary Compensation Table” above.

⁽³⁾ Mr. Jacques was appointed Interim President and CEO on December 1, 2021 and as President and CEO on March 18, 2022.

⁽⁴⁾ Mr. Dubois was appointed Executive Vice-President, Specialty Semiconductors and CCO in September 2022.

Pension Plan Benefits

No pension, retirement or deferred compensation plans, including defined contribution plans, have been instituted by the Corporation and none are proposed at this time.

Termination and Change of Control Benefits

The employment agreements entered into by the Corporation with the NEOs contain customary confidentiality provisions as well as non-competition and non-solicitation provisions for periods of two years post-employment (or, in the case of Mr. Alexander, for a period of one year post-employment). Provided a NEO's employment is terminated by the Corporation without cause, such NEO would be entitled to severance payments as detailed in the table below.

The table below sets out the dates, terms and conditions applicable to each NEO, as well as the severance payment that would have been payable had the Corporation terminated their employment without cause on December 29, 2023 (the last business day of 2023).

Name	Original employment date	Severance entitlement (number of months' base salary)		Severance payable as of December 31, 2023	
		Minimum	Maximum	Number of months' salary	Amount
Gervais Jacques	March 18, 2022	12	12	12	\$500,000 ⁽¹⁾
Richard Perron	March 17, 2014	12	12	12	\$358,203 ⁽²⁾
Paul Tancell	February 20, 2017	6	12	12	\$348,655 ⁽³⁾
Roland Dubois	September 1, 2022	6	6	6	\$169,406 ⁽⁴⁾
William Alexander	May 23, 2011	-	-	-	\$0

⁽¹⁾ In addition to the amount disclosed in the above table, Mr. Jacques would have also been entitled to (i) an amount equal to his average annual bonus, calculated on the basis of the average of the annual bonuses received in the last three (3) years (or those completed years) preceding the date of termination of his employment; (ii) a payment equal to the value, as of the date of termination of his employment, of the costs of providing one year coverage under the life insurance policy and under all other health and benefits programs and plans in force immediately prior to the date of termination, excluding any payment for the termination of the short-term and long-term disability plans; (iii) a payment of all amounts and sums to be paid by the Corporation under any retirement plan for a period of twelve (12) months following termination; (iv) \$817,527, being an amount equal to the value of all DSUs and RSUs vested as well as those not yet vested, pro-rated to reflect the period of time into the performance cycle as at December 31, 2023 calculated based on the closing price of the common shares on the Toronto Stock Exchange on December 29, 2023 (\$3.78), the last trading day in the 2023 fiscal year.

⁽²⁾ In addition to the amount disclosed in the above table, Mr. Perron would have also been entitled to \$153,159, being an amount equal to the value of all RSUs vested as well as those not yet vested, pro-rated to reflect the period of time into the performance cycle as at December 31, 2023 calculated based on the closing price of the common shares on the Toronto Stock Exchange on December 29, 2023 (\$3.78), the last trading day in the 2023 fiscal year.

⁽³⁾ In addition to the amount disclosed in the above table, Mr. Tancell would have also been entitled to (i) \$148,195, being an amount equal to the value of all RSUs vested as well as those not yet vested, pro-rated to reflect the period of time into the performance cycle as at December 31, 2023 calculated based on the closing price of the common shares on the Toronto Stock Exchange on December 29, 2023 (\$3.78), the last trading day in the 2023 fiscal year; (ii) \$133,518 being the value of all vested unexercised in-the-money SARs calculated based on the closing price of the common shares on the Toronto Stock Exchange on December 29, 2023 (\$3.78).

⁽⁴⁾ In addition to the amount disclosed in the above table, Mr. Dubois would have also been entitled to (i) a non-solicitation and non-competition payment of 50% of his base salary and last bonus paid for a period of twelve months. The Corporation may waive the non-solicitation and non-competition clause at any time conditional to a payment of twelve months after receipt of the declaration of waiver; (ii) \$8,758, being an amount equal to the value of all RSUs vested as well as those not yet vested, pro-rated to reflect the period of time into the performance cycle as at December 31, 2023 calculated based on the closing price of the common shares on the Toronto Stock Exchange on December 29, 2023 (\$3.78), the last trading day in the 2023 fiscal year; (iii) \$27,500 being the value of all vested unexercised in-the-money SARs calculated based on the closing price of the common shares on the Toronto Stock Exchange on December 29, 2023 (\$3.78).

Had a NEO's employment been terminated without cause on December 31, 2023, any outstanding options previously granted to such NEO and vested on that date and not exercised within a thirty-day period following such termination would have been cancelled. Any outstanding and vested in-the-money SARs previously granted to such NEO would have been paid within a ten-day period following such termination and the remaining outstanding SARs would have been cancelled.

The Corporation also entered into change of control agreements (the “Change of Control Agreements”) with Messrs. Jacques, Perron and Tancell. The purpose of these agreements is to reinforce and encourage each officer’s continued attention and dedication to his or her assigned duties without distraction in the face of solicitations by other employers and the potentially disruptive circumstances arising from the possibility of a change of control of the Corporation. Under the Change of Control Agreements, an officer must be terminated without cause or must resign for good reason within two years of a change of control event in order to receive benefits. The Corporation believes this “double-trigger” practice is in the best interest of shareholders as it does not pay any benefits to an officer unless he or she is negatively impacted by a change of control event that is in the best interest of the Corporation’s shareholders.

The following benefits would be payable to each of Messrs. Jacques, Perron and Tancell following a change of control in circumstances described above:

- (a) an amount equal to twice the officer’s base salary, at the rate in effect at the time of termination of employment; plus
- (b) an amount equal to twice the officer’s average annual bonus, calculated on the basis of the average of the annual bonuses received by the officer in the last three (3) years preceding the date of termination of the officer’s employment; plus
- (c) a payment equal to the value, as of the date of termination of the officer’s employment, of the costs of providing two (2) years coverage (one (1) year with respect to Mr. Tancell) under the life insurance policy and under all other health and benefits programs and plans in force immediately prior to the date of termination, excluding any payment for the termination of the short-term and long-term disability plans; plus
- (d) a payment of all amounts and sums to be paid by the Corporation under any retirement plan applicable to the officer for a period of twenty-four (24) months following termination (twelve (12) months with respect to Mr. Tancell); plus
- (e) a payment equal to all monetary compensation available to the officer under any LTIP or similar plans considering that all stock options (or SARs) and restricted share units previously granted to the officer under the LTIP shall become fully vested and payable on the date the officer’s employment is terminated.

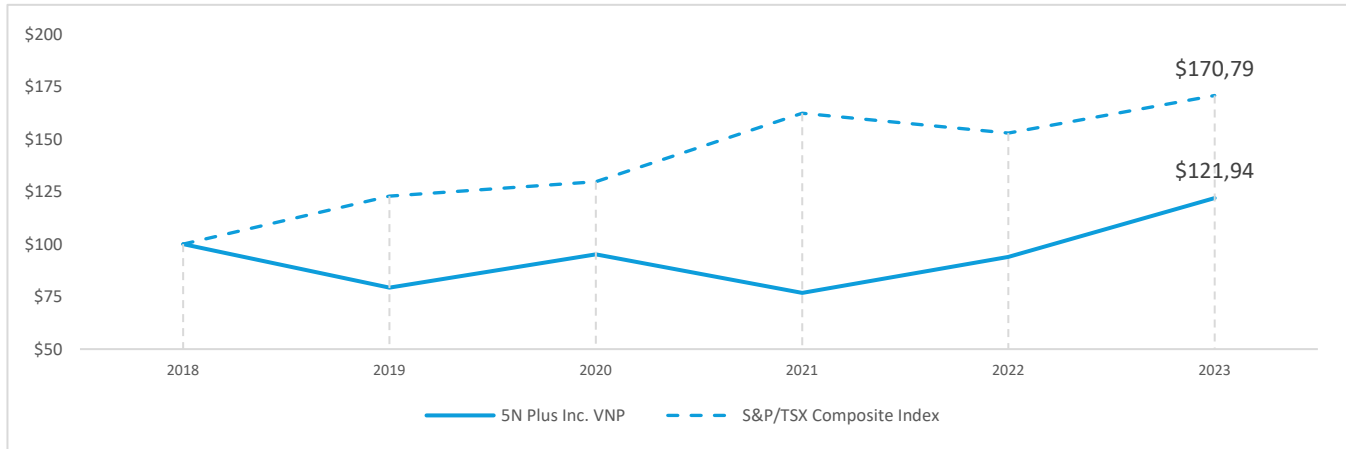
Based on the above terms and conditions, the table below sets out the severance payment applicable to all NEOs, had the NEOs employment been terminated as at December 29, 2023 (the last business day of 2023) following a change of control event.

Severance Entitlement following a Change of Control

Name	Severance Payment	Value of Early Vested Options and Share-Based Awards	Other Benefits	Total
Gervais Jacques	\$2,310,000	\$3,170,111	\$40,000	\$5,520,111
Richard Perron	\$1,120,387	\$858,147	\$30,866	\$2,010,026
Paul Tancell	\$963,138	\$1,048,756	\$20,919	\$2,032,814
Roland Dubois	\$428,317	191,000	\$0	\$619,316
William Alexander	\$0	\$0	\$0	\$0

Performance Graph

The following graph compares the total return of a \$100 investment in the common shares of the Corporation made on December 31, 2018, with the cumulative return of the S&P/TSX Composite Index for the period from December 31, 2018 to December 29, 2023, the last trading day in the 2023 fiscal year.



During this period, salaries of executive officers have been adjusted annually to reflect their respective scope of responsibilities, experience and contribution to the Corporation's success. Annual variable compensation reflects the Corporation's annual operational financial performance during the period as well as each individual's contribution to the Corporation's strategy and growth. The ultimate value of long-term incentives in the form of stock options, SARs, RSUs, PSUs and DSUs granted during the period is linked to the Corporation's share price increase or decrease during and beyond this period.

Additional Information

Financial information relating to 5N+ is available on SEDAR+ at www.sedarplus.ca and on our website at www.5nplus.com, including the annual information form and annual report, which includes our audited consolidated financial statements and management's discussion and analysis for the fiscal year ended December 31, 2023. 5N+'s 2023 annual information form dated February 27, 2024 has the required disclosure relating to the Audit & Risk Management Committee, including the committee mandate.

Shareholders may request a copy at no charge, of our annual information form, our audited consolidated financial statements and management's discussion and analysis for the fiscal year ended December 31, 2023 or this Circular by email at invest@5plus.com, by telephone at (514) 856-0644 or in writing at Investor Relations, 5N Plus Inc., 4385 Garand, Montreal, Québec, H4R 2B4.

Approval of Directors

The contents and the sending of this Circular to the shareholders of 5N Plus Inc. who are entitled to receive notice of, and to vote their shares at, the Meeting, as well as to each director and to the auditors of the Corporation have been approved by the Board of Directors of the Corporation.

April 1, 2024

By order of the Board of Directors

(s) Gervais Jacques

Gervais Jacques

President and Chief Executive Officer

Appendix “A” Charter of the Board of Directors

OBJECTIVES

The Board of Directors (the “**Board**”) is responsible for the overall stewardship of 5N Plus Inc. (the “**Company**”) and overseeing the management of the Company’s business and affairs in the best interests of the Company’s shareholders and other stakeholders. Senior management of the Company is responsible for the day-to-day management of the Company.

The Board may discharge its responsibilities by delegating certain duties to committees of the Board and management. The specific duties delegated to each committee of the Board are outlined in the charter for those committees.

COMPOSITION

The articles of the Company provide that the number of directors to be elected at a meeting of shareholders will be a maximum of 15 directors, a majority of whom are independent directors. The Chief Executive Officer (the “**CEO**”) will be a member of the Board.

The Board will refer to the applicable legal requirements and the rules of any stock exchange on which the Company’s securities are listed to determine whether a director is independent or not.

The Board should consist of professional and competent members with an appropriate mix of skills and abilities to ensure that the Board carries out its duties and responsibilities in the most effective manner and that the Company meets its legal, financial and operational objectives.

SELECTION OR APPOINTMENT OF DIRECTORS

Upon the recommendations of the Governance & Compensation Committee, the Board will review and approve:

- a. list of nominees for independent Directors to the Board for election at the annual meeting of shareholders.
- b. candidates to fill any casual vacancy occurring on the Board.
- c. any change in the principal occupation of a Board member.

CHAIR OF BOARD

The Chair of the Board shall be an independent director. Should the Chair be a non-independent director, the Board shall appoint a lead director from among the independent directors. The Board has approved and shall periodically review the position description for the Chair of the Board.

MEETINGS

The Board will meet at least once each quarter to fulfill its duties, but in any event at least five times per year, with additional meetings if necessary. Meetings shall be at such place as any member of the Board shall determine. The Board may meet by telephone conference or by any other means permitted by law or the Company’s by-laws.

The Chair of the Board shall be responsible for the agenda for each Board meeting. Board members are invited to suggest inclusion of items on the agenda and are free to raise, at any Board meeting, subjects that are not specifically on the agenda for that meeting.

The quorum necessary for the transaction of business of the directors may be set by the Directors to a number not less than 50% of the directors in office, and if not so set, is deemed to be a majority of the Directors in office.

The Chair of the Board (or, in the absence of the Chair of the Board, the acting Chair) of the Board shall appoint a person to act as secretary of meetings of the Board.

Minutes of Board meetings shall be recorded and maintained by the Corporate Secretary, or any other person acting in such capacity, and subsequently presented to the Board for approval.

The Board encourages management to attend Board meetings, where appropriate, to provide additional insight to matters being considered by the Board. Management attendees will be excused for any agenda items which are reserved for discussion among directors only.

The Board should have an *in-camera* session without management present, including any management directors, as a regular feature of each Board meeting.

Each Director is expected to attend all meetings of the Board and be familiar with Board materials provided in sufficient time for review prior to the meeting.

The Board may, at the Company's expense, retain external advisors as it determines necessary or advisable to permit it to carry out its duties and responsibilities.

DUTIES AND RESPONSIBILITIES

As part of its stewardship responsibility, the Board advises management on significant business issues and has the following responsibilities:

1. *Strategy and Budget*

The Board will:

- a. Review and approve at least on an annual basis, a strategic plan that must take into account, among others, the opportunities and risks of the Company's business.
- b. Monitor the execution of the strategic plan by management and corporate performance against the Company's objectives and goals and assess developments which may affect the Company's strategic plan.
- c. Review and approve, following recommendation from the Audit & Risk Management Committee, the Company's annual operating and capital budget.
- d. Consider and approve transactions out of the ordinary course of the Company's business including, without limitation, proposals on mergers, acquisitions or other major investments or divestitures.
- e. Review and approve all material transactions and investments expected to have an impact on the Company's shareholders.

2. *Risk Management and Internal Controls*

Upon the recommendations of the Audit & Risk Management Committee, the Board will:

- a. Periodically review the significant risks and opportunities affecting the Company and its business and oversee the actions, systems and controls in place to manage and monitor risks and opportunities.
- b. Review the integrity of the Company's internal control over financial reporting, management of information systems, disclosure controls and procedures, financial disclosure and the safeguarding of the Company's assets.
- c. Review and approve, the Company's quarterly and annual financial statements and related financial information.
- d. Review and approve the disclosure in documents filed with securities regulators.
- e. Appoint and remove, the Company's auditor, (including mandate, scope and performance), subject to the approval of shareholders.

3. *Governance*

The Board will:

- a. Ensure that the Board may exercise its functions independently from executive management of the Company.
- b. Oversee the development of the Company's approach to corporate governance, including the development by the Governance & Compensation Committee of corporate governance policies, principles and guidelines, and shall approve such policies, principles and guidelines, that are specifically applicable to the Company.
- c. Review and approve the Company's Code of Business Conduct to promote integrity and deter wrongdoing that is applicable to Directors, officers, and employees of the Company. The Board shall also require management to establish processes and procedures to monitor compliance with the Code of Business Conduct.

4. *Environment, Health and Safety*

The Board will ensure through reasonable measures, that the Company has appropriate health, safety and environment policies and procedures and reviews any material issues relating to such matters and management's response thereto.

5. *Communications*

- a. The Board will review annually the Company's Disclosure Policy that addresses how the Company interacts with shareholders, analysts and other stakeholders and contains measures to comply with continuous and timely disclosure obligations of important information and to avoid selective disclosure.
- b. The Board will consider and review the means by which shareholders can communicate, including by email at conseil.administration@5nplus.com or through the Company's website.

6. *Human Resources Management and Compensation*

Upon the recommendations of the Governance & Compensation Committee, the Board will:

- a. Appoint and replace the CEO of the Company and approve the CEO's compensation.
- b. Approve the appointment of all members of executive management and any other appointed officers of the Company.
- c. Review and approve on an annual basis, the succession planning including appointing, training, and monitoring of the executive officers and the CEO in particular.
- d. Review and approve, written position description for the role of the CEO.
- e. Review and approve, the corporate goals and objectives that the CEO and other executive officers are responsible for meeting, relevant to their compensation, and reviewing the performance of these individuals against such corporate goals and objectives.
- f. Review and approve, the Company's overall system of executive compensation and determine all direct, indirect and incentive compensation, benefits and perquisites (cash and non-cash) for the executive officers.
- g. Satisfy itself as to the integrity of the CEO and other executive officers and that the CEO and other executive officers create and maintain a culture of integrity and accountability throughout the Company.

COMMITTEES OF THE BOARD

Subject to applicable law, the Board may, from time to time, establish and maintain additional or different committees other than the Audit & Risk Management Committee and the Governance & Compensation Committee, as it deems necessary or appropriate. Each committee shall be composed of a majority of independent directors and shall operate according to a written charter outlining its duties and responsibilities approved by the Board.

After considering the recommendation of the Governance & Compensation Committee, the Board will:

- a) Review the appropriate structure, size, composition, mandate, and members for each Board committee, and approve any modifications if necessary.
- b) Review, each charter and consider any suggested amendments for approval.

Each committee will report to the Board on its meetings and each member of the Board will have access to minutes of committee meetings, regardless of whether the director is a member of such committee.

BOARD COMPENSATION

The Board will consider and approve any proposed changes in compensation to be paid to independent members of the Board and committees and share ownership requirements on the recommendation of the Governance & Compensation Committee.

BOARD AND COMMITTEES EVALUATION

From time to time, the Board will assess:

The effectiveness and contribution of the Board, the Chair of the Board, each committee of the Board, their respective mandate, Chairperson, and individual directors and consider any recommendation provided by the Governance & Compensation Committee.

ORIENTATION AND CONTINUING EDUCATION

New directors are provided with an orientation and education program that includes written information about the duties and obligations of directors, the business and operations of the Company, documents from recent board meetings, and opportunities for meetings and discussion with senior management and other directors.

Each director is expected to participate in continuing educational programs in order to maintain the necessary level of expertise to perform his or her responsibilities as a director. The Board also relies on professional assistance when judged necessary.

LEGAL REQUIREMENTS

The Board will monitor compliance with all applicable laws and regulations.

ACCESS TO INFORMATION

The Board shall have access to all information, documents and records of the Company that it determines necessary or advisable to permit it to carry out its duties and responsibilities.

REVIEW OF CHARTER

The Board shall periodically review this charter, and approve any modification that it deems appropriate, and be responsible for approving any changes to the committee charters recommended by the relevant committee.

ADDITIONNAL RESPONSABILITIES

The Board shall perform any other function as prescribed by law or as not delegated by the Board to one of the committees of the Board or to management personnel.