

# Sherritt Comments on Clarke Inc.'s Latest Press Release

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TORONTO, ONTARIO -- (Marketwired - April 28, 2014) - [Sherritt International Corporation](#) ("Sherritt" or "the Corporation") (TSX:S) commented on dissident shareholder Clarke Inc.'s disclosure that it sent a letter to the Ontario Securities Commission (the "OSC") today regarding the Corporation's Annual and Special Meeting of Shareholders.

Clarke Inc.'s letter to the OSC is wholly without merit and is a transparent attempt to somehow revive a sputtering dissident campaign by unfairly and inappropriately trying to cast a negative light on the Corporation. Sherritt has acted appropriately and in strict compliance with all legal requirements at all times and it will continue to do so.

The Corporation has received support from leading independent proxy advisory firms Institutional Shareholder Services and Glass, Lewis & Co. They both carefully reviewed all public disclosure and made recommendations to vote FOR Sherritt's director nominees on the BLUE proxy on the basis of what is in the best interests of all shareholders. Both proxy advisors also recommended that shareholders withhold from voting with respect to all of Clarke's nominees.

Sherritt notes that the dissident sent its letter to the OSC almost a month after Sherritt distributed its circular and after the independent proxy advisors' recommendations supporting Sherritt. The late timing suggests this letter is a last-ditch attempt by the dissident to distract shareholders from the real issues just prior to the voting deadline.

This is yet another example of erratic behaviour by Clarke Inc. and dissident nominee George Armoyan and provides a further glimpse into what shareholders should expect if Mr. Armoyan or his two associates are elected to Sherritt's Board of Directors.

## Proxy Voting Instructions

Regardless of how many Sherritt shares you own, it is important you vote your BLUE proxy. Even if you have already voted using the Green Dissident form of proxy, you can still change your vote by voting the BLUE proxy, as only the latest dated proxy will be counted at the meeting.

We encourage shareholders to vote the control number found on your BLUE proxy FOR Sherritt's nominees, no later than 5:00 p.m. (Toronto time) on Friday, May 2, 2014.

For more information or assistance in voting your BLUE proxy, please contact Kingsdale Shareholder Services at 1-800-749-9197 (toll-free), 416-867-2272 (outside North America), or by email at [contactus@kingsdaleshareholder.com](mailto:contactus@kingsdaleshareholder.com) or go to [www.sherritt.com](http://www.sherritt.com).

## About Sherritt

Sherritt is a world leader in the mining and refining of nickel from lateritic ores with operations in Canada, Cuba and Madagascar. The Corporation is the largest independent energy producer in Cuba, with extensive oil and power operations across the island. Sherritt licenses its proprietary technologies and provides metallurgical services to commercial metals operations worldwide. The Corporation's common shares are listed on the Toronto Stock Exchange under the symbol "S". Further information on Sherritt can be found on the Corporation's website: [www.sherritt.com](http://www.sherritt.com).

## Forward-Looking Statements

*This press release contains certain forward-looking statements. Forward-looking statements can generally*

*be identified by the use of statements that include such words as "believe", "expect", "anticipate", "intend", "plan", "forecast", "likely", "may", "will", "could", "should", "suspect", "outlook", "projected", "continue" or other similar words or phrases. Forward-looking statements in this document include, but are not limited to, statements regarding operating performance, production, commodity prices, priorities and plans, anticipated financial performance, business prospects, and certain corporate objectives, goals and plans.*

*Forward-looking statements are not based on historic facts, but rather on current expectations, assumptions and projections about future events. They are based on information available to management and/or assumptions management believes are reasonable. Many factors could cause results to differ materially from the results discussed in the forward-looking statements. Although the forward-looking statements are based on what management believes to be reasonable assumptions, Sherritt cannot assure investors that actual results will be consistent with such forward-looking statements and such forward-looking statements should not be unduly relied upon. All forward-looking statements in this press release are made as of the date of this press release. Except as required by applicable securities laws, Sherritt does not intend and does not assume any obligations to update or revise the forward-looking statements. The Corporation's risk factors are discussed in disclosure documents filed by Sherritt with Canadian securities regulators. Reference should be made to the management discussion and analysis in Sherritt's annual and interim financial statements and its annual information form for the year ended December 31, 2013 and dated March 26, 2014, all of which are available on SEDAR at [www.sedar.com](http://www.sedar.com).*

## CONTACT INFORMATION

Investor inquiries:  
Kingsdale Shareholder Services  
North American Toll-Free: 1-800-749-9197  
International Collect Calls: 416-867-2272  
[contactus@kingsdaleshareholder.com](mailto:contactus@kingsdaleshareholder.com)

### [Sherritt International Corporation](#)

416-935-2451  
Toll-free: 1-800-704-6698  
[investor@sherritt.com](mailto:investor@sherritt.com)  
[www.sherritt.com](http://www.sherritt.com)

Media inquiries:  
Longview Communications  
Joel Shaffer: 416-649-8006  
Alan Bayless: 604-694-6035

Sherritt International Corporation  
416-935-2421  
Toll-free: 1-888-625-3448  
[communications@sherritt.com](mailto:communications@sherritt.com)

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