

NEO PERFORMANCE MATERIALS INC.

NOTICE AND ACCESS NOTIFICATION TO SHAREHOLDERS

ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON JUNE 20, 2019

You are receiving this notification because Neo Performance Materials Inc. (the “**Corporation**”) has decided to use the notice and access model (“**Notice and Access**”) for the delivery of meeting materials to its shareholders in respect of its annual general meeting of shareholders to be held on Thursday, June 20, 2019 (the “**Meeting**”).

Under Notice and Access, shareholders receive a proxy or voting instruction form (“**VIF**”), as applicable, enabling them to vote at the Meeting. However, instead of receiving paper copies of the Corporation’s notice of annual general meeting of shareholders and management information circular (the “**Meeting Materials**”), shareholders receive this notice with information on how they may access the Meeting Materials electronically. The use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and it will also reduce the Corporation’s printing and mailing costs.

MEETING DATE AND LOCATION

When:	Thursday, June 20, 2019	Where:	The offices of Fogler, Rubinoff LLP 77 King Street West, Suite 3000 Toronto, ON
	4:00 p.m. (Toronto time)		

SHAREHOLDERS WILL BE ASKED TO VOTE ON THE FOLLOWING MATTERS:

- **Election of Directors:** To elect directors of the Corporation for the ensuing year. See the section entitled “**Particulars of Matters to be Acted Upon – Election of Directors**” in the information circular.
- **Appointment of Auditor:** To appoint KPMG LLP, Chartered Accountants, as auditors of the Corporation for the ensuing year and to authorize the directors to fix their remuneration. See the section entitled “**Particulars of Matters to be Acted Upon – Appointment of Auditor**” in the information circular.

SHAREHOLDERS ARE REMINDED TO VIEW THE MEETING MATERIALS PRIOR TO VOTING.

WEBSITES WHERE MEETING MATERIALS ARE POSTED

Meeting Materials can be viewed online under the Corporation’s profile at www.sedar.com or on the Corporation’s website, via the following link: <http://www.neomaterials.com>

HOW TO OBTAIN PAPER COPIES OF THE MEETING MATERIALS

Shareholders may request paper copies of the Meeting Materials be sent to them by postal delivery at no cost to them. Requests may be made for up to one year from the date the Meeting Materials were filed on SEDAR by:

- emailing the Company at inquiries@neomaterials.com
- calling toll-free to the Corporation at 1.800.265.3302 ext. 7345
- mailing a request to:

Corporate Secretary
Neo Performance Materials Inc.
121 King Street West, Suite 1740
Toronto, Ontario M5H 3T9

Requests for paper copies of the Meeting Materials should be received by May 29, 2019 in order to allow sufficient time for shareholders to receive the paper copy and return their proxy or VIF in advance of the proxy deadline.

The Corporation is not using “stratification” and is sending this notice of its intention to employ Notice and Access to ALL shareholders, registered and beneficial shareholders.

VOTING

Registered Holders are asked to return their **proxies** using the following methods by the proxy deposit date noted on the proxy:

Internet: Go to www.investorvote.com and follow the instructions

Mail: Complete the form of proxy, sign it and mail it to the **Proxy Department** at:

Computershare Trust Company of Canada
100 University Avenue, 8th Floor
Toronto, Ontario M5J 2Y1

Beneficial Holders are asked to return their **VIFs** using the following methods at least one business day in advance of the proxy deposit date noted on the VIF:

Internet: See the VIF for details.

Mail or Facsimile: Complete the VIF, sign it and return it to the address provided on the form, or fax it to the number provided on the form.

Shareholders with questions about notice and access can call toll-free to 1.800.265.3302 ext. 7345.