Form 51 – 102F3

Material Change Report

1. **Name and Address of Company**

5N Plus Inc.
4385 Garand Street
Montreal, Québec
H4R 2B4

2. **Date of Material Change**

May 16, 2012.

3. **News Release**

5N Plus Inc. ("**5N Plus**") issued a press release with respect to the material change described below on May 16, 2012 via Marketwire.

4. **Summary of Material Change**

5N Plus has entered into agreements regarding an equity financing of an aggregate of 12,903,613 units at a price of $3.10 per unit, for aggregate gross proceeds of $40 million.

5. **Full Description of Material Change**

5.1. **Full Description of Material Change**

5N Plus has entered into agreements regarding an equity financing of an aggregate of 12,903,613 units at a price of $3.10 per unit, for aggregate gross proceeds of $40 million. 5N Plus intends to use the net proceeds from the financing to reduce its indebtedness under its revolving credit facility and for general corporate purposes.

Each unit will be comprised of one common share and one-half of a common share purchase warrant. Each full warrant will entitle its holder to acquire one additional common share of 5N Plus at a price of $5.00 for 24 months.

In connection with the financing, 5N Plus entered into an agreement with a syndicate of underwriters led by National Bank Financial Inc. pursuant to which the underwriters have agreed to purchase, on a bought-deal basis, 6,452,000 units of 5N Plus at a price of $3.10 per unit, for gross proceeds to 5N Plus of $20 million. The units will be offered by way of short form prospectus in each of the provinces of Canada, as well as in the United States under applicable registration statement exemptions. 5N Plus granted an over-allotment option to the underwriters of the offering, entitling them to purchase, for a period of 30 days from the closing of the offering, up to 967,800 additional units at a price of $3.10 per unit, for additional gross proceeds to 5N Plus of $3 million, to cover over-allotments, if any.

5N Plus also entered into an agreement with Investissement Québec pursuant to which Investissement Québec agreed to purchase, by way of concurrent private placement, 6,451,613 units of 5N Plus at a price of $3.10 per unit, for aggregate gross proceeds to 5N Plus of

$20 million. The common shares and warrants issued under the private placement will be subject to a statutory four-month hold period.

In connection with the public bought-deal offering, 5N Plus will file a preliminary short form prospectus in all provinces of Canada by May 23, 2012. The prospectus offering and concurrent private placement are subject to all standard regulatory approvals, including that of the Toronto Stock Exchange, and are expected to close on or about June 6, 2012.

The public bought-deal offering and the concurrent private placement are subject to customary closing conditions.

5.2. Disclosure for Restructuring Transactions

Not applicable.

6. Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

7. Omitted Information

Not applicable.

8. Executive Officer

The senior officer who can answer questions regarding this report is Mr. Jacques L'Écuyer, President and Chief Executive Officer of 5N Plus. Mr. L'Écuyer can be reached at (514) 856-0644.

9. Date of Report

May 17, 2012.