

5N PLUS INC.
MATERIAL CHANGE REPORT
FORM 51-102F3

Item 1. Name and Address of Company

5N Plus Inc.
4385 Garand Street
Montreal, Quebec
H4R 2B4
(the “**Corporation**”)

Item 2. Date of Material Change

June 18, 2013

Item 3. News Release

The Corporation issued a press release with respect to the material changes described below on June 18, 2013 via CNW Telbec

Item 4. .Summary of Material Change

The Corporation entered into a full and final settlement in connection with the claims resulting from the purchase of MCP Group SA (“**MCP**”) in April 2011.

Item 5. Full Description of Material Change

5.1 Full description of Material Change

The Corporation entered into a full and final settlement agreement with Florinvest SA, Heresford Ltd., Metals Corp SCRL and S.R.I.W. SA (the “**Vendors**”), which are all former shareholders of MCP, in relation with the dispute previously announced by the Corporation on December 21, 2012.

The Corporation acquired MCP from the Vendors on April 11, 2011, from which remained a balance of the purchase price and accrued interest of approximately 54 million Euros. The Corporation filed a counterclaim in arbitration proceedings against the Vendors as it estimated that the Vendors had breached the representations and warranties of the Acquisition Agreement. Since then, other civil proceedings were commenced by the Corporation and the Vendors.

This full and final settlement entails: (a) a final adjustment to the purchase price through the final payment by the Corporation of an all-inclusive lump sum amount of 17.5 million Euros to the Vendors (from which 15 million Euros was paid at closing with the balance to be paid on April 9, 2014); (b) the withdrawal

and cancellation of all arbitration and civil proceedings; and (c) the granting of mutual releases and discharges.

5.2 Disclosure of Restructuring Transaction

Not applicable

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

Not applicable

Item 7. Omitted Information

Not applicable

Item 8. Executive Officer

The senior officer who can answer questions regarding this report is Mr. Jean Mayer, Vice-President, Legal Affairs and Corporate Secretary of the Corporation. Mr. Mayer can be reached at (514) 856-0644 extension 6178.

Item 9. Date of Report

June 18, 2013

5N Plus enters into complete settlement with Vendors of MCP Group SA

MONTREAL, June 18, 2013 /CNW Telbec/ - 5N Plus Inc. (TSX: VNP), the leading producer of specialty metal and chemical products, announces that it has entered into a full and final settlement agreement with Florinvest SA, Heresford Ltd., Metals Corp SCRL and S.R.I.W. SA (the "**Vendors**"), which are all former shareholders of MCP Group SA ("**MCP**"), in relation with the dispute previously announced by the Corporation on December 21, 2012.

5N Plus acquired MCP from the Vendors on April 11, 2011, from which remained a balance of the purchase price and accrued interest of approximately 54 million Euros. The Corporation filed a counterclaim in arbitration proceedings against the Vendors as it estimated that the Vendors had breached the representations and warranties of the Acquisition Agreement. Since then, other civil proceedings were commenced by the Corporation and the Vendors.

This full and final settlement entails: (a) a final adjustment to the purchase price through the final payment by the Corporation of an all-inclusive lump sum amount of 17,5 million Euros to the Vendors (from which 15 million Euros was paid at closing with the balance to be paid on April 9, 2014); (b) the withdrawal and cancellation of all arbitration and civil proceedings; and (c) the granting of mutual releases and discharges.

"We are pleased with the outcome and the complete settlement of this dispute as it will allow our management to solely focus on the Corporation's main objective of increasing shareholder value" said Mr. Jacques L'Ecuyer, President and Chief Executive Officer of 5N Plus.

About 5N Plus Inc.

5N Plus is the leading producer of specialty metal and chemical products. Fully integrated with closed-loop recycling facilities, the Corporation is headquartered in Montreal, Quebec, Canada and operates manufacturing facilities and sales offices in several locations in Europe, the Americas and Asia. 5N Plus deploys a range of proprietary and proven technologies to produce products which are used in a number of advanced pharmaceutical, electronic and industrial applications. Typical products include purified metals such as bismuth, gallium, germanium, indium, selenium and tellurium, inorganic chemicals based on such metals and compound semiconductor wafers. Many of these are critical precursors and key enablers in markets such as solar, light-emitting diodes and eco-friendly materials.

Forward-Looking Statements and Disclaimer

This press release may contain forward-looking information within the meaning of applicable securities laws. All information and statements other than statements of historical facts contained in this press release are forward-looking information. Such statements and information may be identified by words such as "about", "approximately", "may", "believes", "expects", "will", "intends", "should", "plans", "predicts", "potential", "projects", "anticipates", "estimates", "continues" or similar words or the negative thereof or other comparable terminology. Forward-looking statements are based on the best estimates available to 5N Plus at this time and involve known and unknown risks, uncertainties and other factors that may cause 5N Plus' actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. A description of the risks affecting 5N Plus' business and activities appears under the heading "Risk and Uncertainties" of 5N Plus' 2012 MD&A dated March 28, 2013 and Note 13 of the unaudited interim condensed consolidated financial statements for three-month periods ended March 31, 2013 and 2012 available on SEDAR at www.sedar.com. No assurance can be given that any events anticipated by the forward-looking information in this press release will transpire or occur, or if any of them do so, what benefits that 5N Plus will derive therefrom. In particular, no assurance can be given as to the future financial performance of 5N Plus. The forward-looking information contained in this press release is made as of the date hereof and 5N Plus undertakes no obligation to publicly update such forward-looking

information to reflect new information, subsequent or otherwise, unless required by applicable securities laws. The reader is warned against placing undue reliance on these forward-looking statements.

SOURCE: 5n Plus Inc.

For further information:

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