

NEO PERFORMANCE MATERIALS INC.

QUALIFICATION CERTIFICATE

TO: Ontario Securities Commission (*Principal Regulator*)
Alberta Securities Commission
British Columbia Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
The Manitoba Securities Commission
New Brunswick Securities Commission
Nova Scotia Securities Commission
Prince Edward Island Office of the Superintendent of Securities Office
Newfoundland and Labrador Securities Commission
(the "**Offering Jurisdictions**")

RE: **NEO PERFORMANCE MATERIALS INC.**
Preliminary Short Form Prospectus dated October 29, 2021
SEDAR PROJECT NO. 03291373

This certificate is made and delivered pursuant to paragraph 4.1(1)(a)(ii) of National Instrument 44-101 – *Short Form Prospectus Distributions* ("**NI 44-101**") in connection with filing a prospectus.

Neo Performance Materials Inc. (the "**Corporation**") is relying on section 2.2 of NI 44-101 to qualify to file a prospectus in the form of a short form prospectus dated the date hereof (the "**Prospectus**") in the Offering Jurisdictions.

THE UNDERSIGNED, Rahim Suleman, Executive Vice President and Chief Financial Officer of the Corporation, hereby certifies for and on behalf of the Corporation and not in his personal capacity that:

1. the Corporation is qualified to file a preliminary short form prospectus as it satisfies all of the criteria set forth in section 2.2 of NI 44-101 in order to be qualified to file a prospectus in the form of a short form prospectus, in that:
 - (a) the Corporation is an electronic filer under National Instrument 13-101 – *System for Electronic Document Analysis and Retrieval (SEDAR)*;
 - (b) the Corporation is a reporting issuer in at least one jurisdiction of Canada;
 - (c) the Corporation has filed with the securities regulatory authority in each jurisdiction in which it is a reporting issuer all periodic and timely disclosure documents that it is required to have filed in that jurisdiction: (i) under applicable securities legislation; (ii) pursuant to an order issued by the securities regulatory authority; or (iii) pursuant to an undertaking to the securities regulatory authority;
 - (d) the Corporation has, in at least one jurisdiction in which it is a reporting issuer: (i) current annual financial statements; and (ii) a current AIF; and

- (e) the Corporation's equity securities are listed and posted for trading on a short form eligible exchange and the Corporation is not an issuer: (i) whose operations have ceased; or (ii) whose principal asset is cash, cash equivalents, or its exchange listing; and
- 2. all of the material incorporated by reference in the Prospectus and not previously filed are being filed with the Prospectus.

DATED this 29th day of October, 2021.

NEO PERFORMANCE MATERIALS INC.

Per: /s/ "Rahim Suleman"
Rahim Suleman
Executive Vice President and Chief Financial
Officer