

APPENDIX C TO NATIONAL INSTRUMENT 44-101
GENERAL PROSPECTUS REQUIREMENTS

**NON-ISSUER FORM OF SUBMISSION TO JURISDICTION
AND APPOINTMENT OF AGENT FOR SERVICE OF PROCESS**

1. Name of issuer (the “Issuer”):
Neo Performance Materials Inc.

2. Jurisdiction of incorporation, or equivalent, of Issuer:
Ontario

3. Address of principal place of business of Issuer:
#1740 - 121 King Street West, Toronto, Ontario, M5H 3T9

4. Description of securities (the “Securities”):
Common Shares

5. Date of the prospectus (the “Prospectus”) under which the Securities are offered:
November 30, 2017

6. Name of person filing this form (the “Filing Person”):
Brook Hinchman

7. Filing Person’s relationship to Issuer:
Director of the Issuer and Senior Vice President of the Promoter to the Issuer

8. Jurisdiction of incorporation, or equivalent, of Filing Person, if applicable, or jurisdiction of residence of Filing Person:
Santa Monica, California, U.S.A.

9. Address of principal place of business of Filing Person:
Oaktree Capital Management LP, 333 S. Grand Ave., Los Angeles, CA, 90071, USA

10. Name of agent for service of process (the “Agent”):
Fogler, Rubinoff LLP, legal counsel to the Issuer, attention Karen A. Murray, Partner

11. Address for service of process of Agent in Canada (which address may be anywhere in Canada):

#3000 – 77 King Street West, Toronto, Ontario M5K 1G8

12. The Filing Person designates and appoints the Agent at the address of the Agent stated above as its agent upon whom may be served any notice, pleading, subpoena, summons or other process in any action, investigation or administrative, criminal, quasi-criminal, penal or other proceeding (the “Proceeding”) arising out of, relating to or concerning the distribution of the Securities made or purported to be made under the Prospectus, and irrevocably waives any right to raise as a defence in any such Proceeding any alleged lack of jurisdiction to bring the Proceeding.
13. The Filing Person irrevocably and unconditionally submits to the non-exclusive jurisdiction of
- (a) the judicial, quasi-judicial and administrative tribunals of each of the provinces [and territories] of Canada and territories in which the securities are distributed under the Prospectus; and
 - (b) any administrative proceeding in any such province or territory,
- in any Proceeding arising out of or related to or concerning the distribution of the Securities made or purported to be made under the Prospectus.
14. Until six years after completion of the distribution of the Securities made under the Prospectus, the Filing Person shall file a new submission to jurisdiction and appointment of agent for service of process at least 30 days before termination of this submission to jurisdiction and appointment of agent for service of process.
15. Until six years after completion of the distribution of the Securities under the Prospectus, the Filing Person shall file an amended submission to jurisdiction and appointment of agent for service of process at least 30 days before a change in the name or above address of the Agent.
16. This submission to jurisdiction and appointment of agent for service of process shall be governed by and construed in accordance with the laws of the Province of Ontario.

Dated: November 30, 2017.

/s/ Brook Hinchman

Filing Person: **Brook Hinchman**

AGENT

The undersigned accepts the appointment as agent for service of process of **Brook Hinchman** under the terms and conditions of the appointment of agent for service of process stated above.

Dated: November 30, 2017.

/s/ Karen Murray

Agent: **Karen A. Murray**

on behalf of Fogler, Rubinoff LLP, Lawyers

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1. Name of issuer (the “Issuer”):
Neo Performance Materials Inc.

2. Jurisdiction of incorporation, or equivalent, of Issuer:
Ontario

3. Address of principal place of business of Issuer:
#1740 - 121 King Street West, Toronto, Ontario, M5H 3T9

4. Description of securities (the “Securities”):
Common Shares

5. Date of the prospectus (the “Prospectus”) under which the Securities are offered:
November 30, 2017

6. Name of person filing this form (the “Filing Person”):
Edgar Lee

7. Filing Person’s relationship to Issuer:
Director

8. Jurisdiction of incorporation, or equivalent, of Filing Person, if applicable, or jurisdiction of residence of Filing Person:
Santa Monica, California, U.S.A.

9. Address of principal place of business of Filing Person:
Oaktree Capital Management LP, 333 S. Grand Ave., Los Angeles, CA, 90071, U.S.A

10. Name of agent for service of process (the “Agent”):
Fogler, Rubinoff LLP, legal counsel to the Issuer, attention Karen A. Murray, Partner

11. Address for service of process of Agent in Canada (which address may be anywhere in Canada):

#3000 – 77 King Street West, Toronto, Ontario M5K 1G8

12. The Filing Person designates and appoints the Agent at the address of the Agent stated above as its agent upon whom may be served any notice, pleading, subpoena, summons or other process in any action, investigation or administrative, criminal, quasi-criminal, penal or other proceeding (the “Proceeding”) arising out of, relating to or concerning the distribution of the Securities made or purported to be made under the Prospectus, and irrevocably waives any right to raise as a defence in any such Proceeding any alleged lack of jurisdiction to bring the Proceeding.

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(a) the judicial, quasi-judicial and administrative tribunals of each of the provinces [and territories] of Canada and territories in which the securities are distributed under the Prospectus; and

(b) any administrative proceeding in any such province or territory, in any Proceeding arising out of or related to or concerning the distribution of the Securities made or purported to be made under the Prospectus.

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15. Until six years after completion of the distribution of the Securities under the Prospectus, the Filing Person shall file an amended submission to jurisdiction and appointment of agent for service of process at least 30 days before a change in the name or above address of the Agent.

16. This submission to jurisdiction and appointment of agent for service of process shall be governed by and construed in accordance with the laws of the Province of Ontario.

Dated: November 30, 2017.

/s/ Edgar Lee

Filing Person: **Edgar Lee**

AGENT

The undersigned accepts the appointment as agent for service of process of **Edgar Lee** under the terms and conditions of the appointment of agent for service of process stated above.

Dated: November 30, 2017.

/s/ Karen Murray

Agent: **Karen A. Murray**

on behalf of Fogler, Rubinoff LLP, Lawyers

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1. Name of issuer (the “Issuer”):
Neo Performance Materials Inc.

2. Jurisdiction of incorporation, or equivalent, of Issuer:
Ontario

3. Address of principal place of business of Issuer:
#1740 - 121 King Street West, Toronto, Ontario, M5H 3T9

4. Description of securities (the “Securities”):
Common Shares

5. Date of the prospectus (the “Prospectus”) under which the Securities are offered:
November 30, 2017

6. Name of person filing this form (the “Filing Person”):
Emily Stephens

7. Filing Person’s relationship to Issuer:
Director of the Issuer Director of the Promoter to the Issuer

8. Jurisdiction of incorporation, or equivalent, of Filing Person, if applicable, or jurisdiction of residence of Filing Person:
San Marino, California, U.S.A.

9. Address of principal place of business of Filing Person:
Oaktree Capital Management LP, 333 S. Grand Ave., Los Angeles, CA, 90071, USA

10. Name of agent for service of process (the “Agent”):
Fogler, Rubinoff LLP, legal counsel to the Issuer, attention Karen A. Murray, Partner

11. Address for service of process of Agent in Canada (which address may be anywhere in Canada):

#3000 – 77 King Street West, Toronto, Ontario M5K 1G8

12. The Filing Person designates and appoints the Agent at the address of the Agent stated above as its agent upon whom may be served any notice, pleading, subpoena, summons or other process in any action, investigation or administrative, criminal, quasi-criminal, penal or other proceeding (the “Proceeding”) arising out of, relating to or concerning the distribution of the Securities made or purported to be made under the Prospectus, and irrevocably waives any right to raise as a defence in any such Proceeding any alleged lack of jurisdiction to bring the Proceeding.
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- (a) the judicial, quasi-judicial and administrative tribunals of each of the provinces [and territories] of Canada and territories in which the securities are distributed under the Prospectus; and
 - (b) any administrative proceeding in any such province or territory,
- in any Proceeding arising out of or related to or concerning the distribution of the Securities made or purported to be made under the Prospectus.
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15. Until six years after completion of the distribution of the Securities under the Prospectus, the Filing Person shall file an amended submission to jurisdiction and appointment of agent for service of process at least 30 days before a change in the name or above address of the Agent.
16. This submission to jurisdiction and appointment of agent for service of process shall be governed by and construed in accordance with the laws of the Province of Ontario.

Dated: November 30, 2017.

/s/ Emily Stephens

Filing Person: **Emily Stephens**

AGENT

The undersigned accepts the appointment as agent for service of process of **Emily Stephens** under the terms and conditions of the appointment of agent for service of process stated above.

Dated: November 30, 2017.

/s/ Karen Murray

Agent: **Karen A. Murray**

on behalf of Fogler, Rubinoff LLP, Lawyers

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1. Name of issuer (the “Issuer”):
Neo Performance Materials Inc.

2. Jurisdiction of incorporation, or equivalent, of Issuer:
Ontario

3. Address of principal place of business of Issuer:
#1740 - 121 King Street West, Toronto, Ontario, M5H 3T9

4. Description of securities (the “Securities”):
Common Shares

5. Date of the prospectus (the “Prospectus”) under which the Securities are offered:
November 30, 2017

6. Name of person filing this form (the “Filing Person”):
Eric Noyrez

7. Filing Person’s relationship to Issuer:
Director

8. Jurisdiction of incorporation, or equivalent, of Filing Person, if applicable, or jurisdiction of residence of Filing Person:
Bidart, France

9. Address of principal place of business of Filing Person:
Nova Subsea, 12 rue Vivienne, 75002, Paris, France

10. Name of agent for service of process (the “Agent”):
Fogler, Rubinoff LLP, legal counsel to the Issuer, attention Karen A. Murray, Partner

11. Address for service of process of Agent in Canada (which address may be anywhere in Canada):

#3000 – 77 King Street West, Toronto, Ontario M5K 1G8

12. The Filing Person designates and appoints the Agent at the address of the Agent stated above as its agent upon whom may be served any notice, pleading, subpoena, summons or other process in any action, investigation or administrative, criminal, quasi-criminal, penal or other proceeding (the “Proceeding”) arising out of, relating to or concerning the distribution of the Securities made or purported to be made under the Prospectus, and irrevocably waives any right to raise as a defence in any such Proceeding any alleged lack of jurisdiction to bring the Proceeding.
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- (a) the judicial, quasi-judicial and administrative tribunals of each of the provinces [and territories] of Canada and territories in which the securities are distributed under the Prospectus; and
 - (b) any administrative proceeding in any such province or territory, in any Proceeding arising out of or related to or concerning the distribution of the Securities made or purported to be made under the Prospectus.
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16. This submission to jurisdiction and appointment of agent for service of process shall be governed by and construed in accordance with the laws of the Province of Ontario.

Dated: November 30, 2017.

/s/ Eric Noyrez

Filing Person: **Eric Noyrez**

AGENT

The undersigned accepts the appointment as agent for service of process of **Eric Noyrez** under the terms and conditions of the appointment of agent for service of process stated above.

Dated: November 30, 2017.

/s/ Karen Murray

Agent: **Karen A. Murray**

on behalf of Fogler, Rubinoff LLP, Lawyers

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1. Name of issuer (the “Issuer”):
Neo Performance Materials Inc.

2. Jurisdiction of incorporation, or equivalent, of Issuer:
Ontario

3. Address of principal place of business of Issuer:
#1740 - 121 King Street West, Toronto, Ontario, M5H 3T9

4. Description of securities (the “Securities”):
Common Shares

5. Date of the prospectus (the “Prospectus”) under which the Securities are offered:
November 30 , 2017

6. Name of person filing this form (the “Filing Person”):
Aman Kumar

7. Filing Person’s relationship to Issuer:
Director of the Issuer and Vice President of the Promoter to the Issuer

8. Jurisdiction of incorporation, or equivalent, of Filing Person, if applicable, or jurisdiction of residence of Filing Person:
Berkshire, United Kingdom

9. Address of principal place of business of Filing Person:
Oaktree Capital Management LLP, Verde, 10 Bressenden Pl, London, UK SW1E 5DH

10. Name of agent for service of process (the “Agent”):
Fogler, Rubinoff LLP, legal counsel to the Issuer, attention Karen A. Murray, Partner

11. Address for service of process of Agent in Canada (which address may be anywhere in Canada):

#3000 – 77 King Street West, Toronto, Ontario M5K 1G8

12. The Filing Person designates and appoints the Agent at the address of the Agent stated above as its agent upon whom may be served any notice, pleading, subpoena, summons or other process in any action, investigation or administrative, criminal, quasi-criminal, penal or other proceeding (the “Proceeding”) arising out of, relating to or concerning the distribution of the Securities made or purported to be made under the Prospectus, and irrevocably waives any right to raise as a defence in any such Proceeding any alleged lack of jurisdiction to bring the Proceeding.
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- (a) the judicial, quasi-judicial and administrative tribunals of each of the provinces [and territories] of Canada and territories in which the securities are distributed under the Prospectus; and
 - (b) any administrative proceeding in any such province or territory, in any Proceeding arising out of or related to or concerning the distribution of the Securities made or purported to be made under the Prospectus.
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16. This submission to jurisdiction and appointment of agent for service of process shall be governed by and construed in accordance with the laws of the Province of Ontario.

Dated: November 30, 2017.

/s/ Aman Kumar

Filing Person: **Aman Kumar**

AGENT

The undersigned accepts the appointment as agent for service of process of **Aman Kumar** under the terms and conditions of the appointment of agent for service of process stated above.

Dated: November 30, 2017.

/s/ Karen Murray

Agent: **Karen A. Murray**

on behalf of Fogler, Rubinoff LLP, Lawyers

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1. Name of issuer (the “Issuer”):
Neo Performance Materials Inc.

2. Jurisdiction of incorporation, or equivalent, of Issuer:
Ontario

3. Address of principal place of business of Issuer:
#1740 - 121 King Street West, Toronto, Ontario, M5H 3T9

4. Description of securities (the “Securities”):
Common Shares

5. Date of the prospectus (the “Prospectus”) under which the Securities are offered:
November 30, 2017

6. Name of person filing this form (the “Filing Person”):
Nicholas Basso

7. Filing Person’s relationship to Issuer:
Director of the Issuer and Director of the Promoter to the Issuer

8. Jurisdiction of incorporation, or equivalent, of Filing Person, if applicable, or jurisdiction of residence of Filing Person:
Venice, California, U.S.A.

9. Address of principal place of business of Filing Person:
Oaktree Capital Management LP, 333 S. Grand Ave., Los Angeles, CA, 90071, USA

10. Name of agent for service of process (the “Agent”):
Fogler, Rubinoff LLP, legal counsel to the Issuer, attention Karen A. Murray, Partner

11. Address for service of process of Agent in Canada (which address may be anywhere in Canada):

#3000 – 77 King Street West, Toronto, Ontario M5K 1G8

12. The Filing Person designates and appoints the Agent at the address of the Agent stated above as its agent upon whom may be served any notice, pleading, subpoena, summons or other process in any action, investigation or administrative, criminal, quasi-criminal, penal or other proceeding (the “Proceeding”) arising out of, relating to or concerning the distribution of the Securities made or purported to be made under the Prospectus, and irrevocably waives any right to raise as a defence in any such Proceeding any alleged lack of jurisdiction to bring the Proceeding.
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- (a) the judicial, quasi-judicial and administrative tribunals of each of the provinces [and territories] of Canada and territories in which the securities are distributed under the Prospectus; and
 - (b) any administrative proceeding in any such province or territory, in any Proceeding arising out of or related to or concerning the distribution of the Securities made or purported to be made under the Prospectus.
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16. This submission to jurisdiction and appointment of agent for service of process shall be governed by and construed in accordance with the laws of the Province of Ontario.

Dated: November 30, 2017.

/s/ Nicholas Basso

Filing Person: **Nicholas Basso**

AGENT

The undersigned accepts the appointment as agent for service of process of **Nicholas Basso** under the terms and conditions of the appointment of agent for service of process stated above.

Dated: November 30, 2017.

/s/ Karen Murray

Agent: **Karen A. Murray**

on behalf of Fogler, Rubinoff LLP, Lawyers

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1. Name of issuer (the “Issuer”):
Neo Performance Materials Inc.

2. Jurisdiction of incorporation, or equivalent, of Issuer:
Ontario

3. Address of principal place of business of Issuer:
#1740 - 121 King Street West, Toronto, Ontario, M5H 3T9

4. Description of securities (the “Securities”):
Common Shares

5. Date of the prospectus (the “Prospectus”) under which the Securities are offered:
November 30, 2017

6. Name of person filing this form (the “Filing Person”):
OCM Neo Holdings (Cayman), L.P., by: OCM Neo Holdings (Cayman) GP Ltd., its General Partner, by: Emily Stephens, Director and Nicholas Basso, Director

7. Filing Person’s relationship to Issuer:
Promoter and Selling Shareholder of the Issuer

8. Jurisdiction of incorporation, or equivalent, of Filing Person, if applicable, or jurisdiction of residence of Filing Person:
San Marino, California, U.S.A.

9. Address of principal place of business of Filing Person:
Oaktree Capital Management LP, 333 S. Grand Ave., Los Angeles, CA, 90071, USA

10. Name of agent for service of process (the “Agent”):
Fogler, Rubinoff LLP, legal counsel to the Issuer, attention Karen A. Murray, Partner

11. Address for service of process of Agent in Canada (which address may be anywhere in Canada):

#3000 – 77 King Street West, Toronto, Ontario M5K 1G8

12. The Filing Person designates and appoints the Agent at the address of the Agent stated above as its agent upon whom may be served any notice, pleading, subpoena, summons or other process in any action, investigation or administrative, criminal, quasi-criminal, penal or other proceeding (the “Proceeding”) arising out of, relating to or concerning the distribution of the Securities made or purported to be made under the Prospectus, and irrevocably waives any right to raise as a defence in any such Proceeding any alleged lack of jurisdiction to bring the Proceeding.
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- (a) the judicial, quasi-judicial and administrative tribunals of each of the provinces [and territories] of Canada and territories in which the securities are distributed under the Prospectus; and
 - (b) any administrative proceeding in any such province or territory, in any Proceeding arising out of or related to or concerning the distribution of the Securities made or purported to be made under the Prospectus.
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16. This submission to jurisdiction and appointment of agent for service of process shall be governed by and construed in accordance with the laws of the Province of Ontario.

Dated: November 30, 2017.

OCM Neo Holdings (Cayman), L.P., by: OCM Neo Holdings (Cayman) GP Ltd., its
General Partner

/s/ Emily Stephens

Filing Person: **Emily Stephens, Director**

OCM Neo Holdings (Cayman), L.P., by: OCM Neo Holdings (Cayman) GP Ltd., its
General Partner

/s/ Nicholas Basso

Filing Person: **Nicholas Basso, Director**

AGENT

The undersigned accepts the appointment as agent for service of process of **OCM Neo Holdings (Cayman), L.P. by: OCM Neo Holdings (Cayman) GP Ltd., its General Partner** under the terms and conditions of the appointment of agent for service of process stated above.

Dated: November 30, 2017.

/s/ Karen Murray

Agent: **Karen A. Murray**

on behalf of Fogler, Rubinoff LLP, Lawyers