



**PRESS RELEASE**  
FOR IMMEDIATE RELEASE

## **5N Plus Inc. Completes the Acquisition of MCP Group SA and a \$125 Million Equity Financing**

- *5N Plus acquires 100% of MCP Group SA, the world's leading producer and distributor of bismuth and bismuth chemicals and an important player in other specialty metals*
- *Issues 13,590,000 shares at \$9.20 per share in "bought-deal" public offering*

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**Montreal, Québec, April 11, 2011** – 5N Plus Inc. (TSX:VNP) today completed its previously-announced acquisition of MCP Group SA and "bought deal" public offering of 13,590,000 common shares at a price of \$9.20 per share, for total proceeds to 5N Plus of \$125 million.

*"We are delighted to have completed the acquisition of MCP", said Jacques L'Écuyer, President and Chief Executive Officer of 5N Plus. "We look forward to working with MCP in order to expand 5N Plus' product offering and establish a worldwide manufacturing and distribution platform."*

MCP, headquartered in Tilly, Belgium, is the world's leading producer and distributor of bismuth and bismuth chemicals, with a market share that MCP estimates to be more than 50%, and an important player in other specialty metals, including gallium, indium, selenium and tellurium. MCP's products are used in a variety of products, mainly related to industrial and electronic applications. MCP employs approximately 400 people in its nine production sites and 15 commercial offices across Europe, Asia and the United States.

In connection with the acquisition, Frank Fache, co-Chief Executive Officer of MCP, will be appointed to the Board of Directors of 5N Plus, which will be comprised of six directors. Laurent Raskin, also co-Chief Executive Officer of MCP, is expected to join 5N Plus' Board of Directors at the next annual meeting of shareholders. Messrs. Fache and Raskin will be appointed Executive Vice-Presidents of 5N Plus, and will report directly to Jacques L'Écuyer, President and Chief Executive Officer of 5N Plus.

At the closing of the acquisition, 5N Plus acquired all of the issued and outstanding shares of MCP for: (i) a cash consideration of €105,793,548 (equal to approximately CDN\$142.8 million as of February 25, 2011, the last business day before the date of the Acquisition Agreement among 5N Plus and MCP and its shareholders); (ii) promissory notes to the selling shareholders of MCP in an aggregate amount of €46,908,459 (equal to approximately CDN\$63.3 million as of February 25, 2011); and (iii) 11,377,797 common shares of 5N Plus issued to the selling shareholders. The purchase price also includes a cash "holdback" in an amount of €14,970,785 (equal to approximately CDN\$20.2 million as of February 25, 2011).

Using the closing price of 5N Plus' shares on the Toronto Stock Exchange on Friday, February 25, 2011 (\$8.00) and the Euro to Canadian noon dollar exchange rate of 1.3494 on that date, the total consideration for the acquisition of MCP is approximately €235.2 million or CDN\$317.3 million. In addition, 5N Plus assumed the net debt of MCP, which represented €65.6 million as at December 31, 2010, most of which is comprised of short-term debt used to fund MCP's working-capital requirements.

The promissory notes in the amount of €46.9 million issued by 5N Plus to the selling shareholders are payable over a three-year period after closing of the acquisition and the cash "holdback" of €14.9 million is payable by 5N Plus three years after closing of the acquisition. The 11,377,797 shares issued by 5N Plus to the selling shareholders are subject to lock-up provisions lasting up to 18 months.

In light of today's closing of the acquisition of MCP, investors in the "bought deal" public offering received common shares in lieu of subscription receipts. The 13,590,000 common shares issued by 5N Plus were sold to a syndicate of underwriters led by National Bank Financial Inc. and including GMP Securities L.P., CIBC World Markets Inc., TD Securities Inc., Versant Partners Inc., Cormark Securities Inc., HSBC Securities (Canada) Inc., M Partners Inc. and Stonecap Securities Inc. The public offering was made by way of short-form prospectus filed with the securities commissions of each of the provinces of Canada, as well as in the United States under applicable registration statement exemptions. The shares will start trading today on the Toronto Stock Exchange.

The net proceeds from the "bought-deal" public offering were used by 5N Plus to fund part of the cash portion of the MCP purchase price. 5N Plus paid the balance of the cash portion of the purchase price from its cash on hand.

Following the closing of the acquisition of MCP and the "bought-deal" public offering, there are 70,864,207 common shares of 5N Plus issued and outstanding.

This press release is not an offer to sell, or a solicitation of an offer to buy, any securities. The securities referred to in this press release have not been and will not be registered under the U.S. Securities Act of 1933, as amended and may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act of 1933.

#### **About 5N Plus Inc.**

5N Plus is the leading producer of specialty metal and chemical products. Fully integrated with closed-loop recycling facilities, the company is headquartered in Montreal, Quebec, Canada and operates manufacturing facilities and sales offices in several locations including Europe, North America and Asia. 5N Plus deploys a range of proprietary and proven technologies to produce products which are used in a number of 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**

Certain statements in this press release may be forward-looking. Forward-looking statements are based on the best estimates available to 5N Plus at the 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 "Risks and Uncertainties" in Management's Discussion and Analysis on pages 27 to 29 of 5N Plus' 2010 Annual Report, and in the section entitled "Risk Factors" in 5N Plus' short-form prospectus dated April 1, 2011, both of which are available on SEDAR at [www.sedar.com](http://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 or MCP Group SA. 5N Plus disclaims any intention or obligation to update or revise any forward-looking statements in order to account for any new information or any other event. The reader is warned against undue reliance on these forward-looking statements.

Additional information about 5N Plus is available on its Web site at [www.5nplus.com](http://www.5nplus.com).

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