



Li-Cycle

LI-CYCLE HOLDINGS CORP.
POST OFFICE BOX 9112
FARMINGDALE, NY 11735-9544



**SCAN TO
VIEW MATERIALS & VOTE**



VOTE BY INTERNET

Before The Meeting - Go to www.proxyvote.com or scan the QR Barcode above

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 8:30 a.m. EDT on May 21, 2024. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

During The Meeting - Go to www.virtualshareholdermeeting.com/LICY2024

You may attend the meeting via the Internet and vote during the meeting. Have the information that is printed in the box marked by the arrow available and follow the instructions.

VOTE BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions up until 8:30 a.m. EDT on May 21, 2024. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

V39342-P06720

KEEP THIS PORTION FOR YOUR RECORDS
DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

LI-CYCLE HOLDINGS CORP.

The Board of Directors and management of Li-Cycle Holdings Corp. recommend you vote FOR proposals 1, 2, 3 and 4.

1. The election of nine (9) directors of Li-Cycle Holdings Corp. who will serve until the end of the next annual meeting of Shareholders or until their successors are elected or appointed.

Nominees:

- 1a. Susan Alban
- 1b. Tim Johnston
- 1c. Ajay Kochhar
- 1d. Diane Pearse
- 1e. Scott Prochazka
- 1f. Kunal Sinha
- 1g. Anthony Tse
- 1h. Mark Wellings
- 1i. Jacqueline A. Dedo

For

Withhold

<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>
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<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>

2. The appointment of Li-Cycle Holdings Corp.'s independent registered public accounting firm to serve as independent auditor for the fiscal year ending December 31, 2024 and to authorize the Board of Directors to fix their remuneration.

For

Withhold

<input type="checkbox"/>	<input type="checkbox"/>
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3. Approve a special resolution authorizing an amendment to Li-Cycle Holdings Corp.'s articles to implement a consolidation of the company's issued and outstanding common shares on the basis of a consolidation ratio within a range between 2 pre-consolidation common shares for 1 post-consolidation common share and 8 pre-consolidation common shares for 1 post-consolidation common share, with the ratio to be selected and implemented by the Board of Directors in its sole discretion, if at all, at any time prior to the next annual meeting of the Shareholders.

For

Against

Abstain

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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4. Approve, on an advisory basis, the compensation of Li-Cycle Holdings Corp.'s named executive officers.

The Board of Directors and management of Li-Cycle Holdings Corp. recommend you vote 1 YEAR on proposal 5.

1 Year

2 Years

3 Years

Abstain

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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5. Vote, on an advisory basis, in respect of the frequency of future advisory votes on the compensation of Li-Cycle Holdings Corp.'s named executive officers.

The Board of Directors and management of Li-Cycle Holdings Corp. recommend you vote FOR proposal 6.

For

Against

Abstain

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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6. Approve any adjournment of the annual general and special meeting.

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

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Signature [PLEASE SIGN WITHIN BOX]

Date

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Signature (Joint Owners)

Date

Important Notice Regarding the Availability of Proxy Materials for the Annual and Special Meeting:
The Notice and Proxy Statement and Annual Report are available at www.proxyvote.com.

V39343-P06720

**LI-CYCLE HOLDINGS CORP.
ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS
MAY 23, 2024 8:30 A.M. EDT**

THIS PROXY IS SOLICITED BY THE MANAGEMENT OF LI-CYCLE HOLDINGS CORP.

Appointment of Proxyholder:

I/We being holder(s) of Li-Cycle Holdings Corp. hereby appoint:
Ajay Kochhar and Tim Johnston, or either of them,

OR

**Print the name of the person you are appointing
if this person is someone other than the
management nominees.**

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the shareholder in accordance with the following directions (or if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the Annual and Special Meeting of Shareholders of Li-Cycle Holdings Corp. to be held at www.virtualshareholdermeeting.com/LICY2024 on May 23, 2024, at 8:30 A.M. EDT and at any adjournment or postponement thereof. **Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the Management nominees whose names are printed herein, please insert the name of your chosen proxyholder in the space provided above.**

INSTRUCTIONS:

- This Form of Proxy is solicited by and on behalf of the Management of Li-Cycle Holdings Corp.**
- This Form of Proxy confers discretionary authority to vote on amendments or variations to the matters identified in the notice of the Meeting and with respect to other matters that may properly be brought before the Meeting or any adjournment or postponement thereof. This Form of Proxy will not be valid and not be acted upon or voted unless it is completed and delivered as outlined herein.
- If the shares are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this Form of Proxy. If you are voting on behalf of a corporation or another individual, documentation evidencing your power to sign this Form of Proxy with signing capacity stated may be required.
- In order to expedite your vote, you may use the Internet or a touch-tone telephone, and entering the control number noted above. The Internet or telephone voting service is not available on the day of the Meeting. The telephone system cannot be used if you designate another person to attend on your behalf. **If you vote by Internet or telephone, do not mail back this Form of Proxy.**
- If the Form of Proxy is not dated, it will be deemed to bear the date on which it was mailed to the shareholder.
- This Form of Proxy will be voted as directed by the shareholder. If no voting preferences are indicated on the reverse, this Form of Proxy will be voted as recommended on the reverse of this form or as stated in the Proxy Statement, except in the case of your appointment of an Appointee.**
- Unless prohibited by law or you instruct otherwise, your Appointee(s) will have full authority to attend and otherwise act at, and present matters to the Meeting and any adjournment or postponement thereof, and vote on all matters that are brought before the Meeting or any adjournment or postponement thereof, even if these matters are not set out in this form or in the Proxy Statement.
- If these voting instructions are given on behalf of a body corporate, set out the full legal name of the body corporate, and the name and position of the person giving voting instructions on behalf of the body corporate.
- If the items listed in the Proxy Statement are different from the items listed on the other side of this form, the Proxy Statement will be considered correct.
- This Form of Proxy should be read in conjunction with the accompanying Proxy Statement.

This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made, this proxy will be voted in accordance with the recommendations of the Board of Directors and the management of Li-Cycle Holdings Corp.

Continued and to be signed on reverse side