

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Syrah Resources Limited (Syrah)

ABN

77 125 242 284

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|---|--|
| 1 | +Class of +securities issued or to be issued | 1. Fully paid ordinary shares
2. Unlisted performance rights
3. Unlisted options |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 1. 180,470 Fully paid ordinary shares
2. 217,558 Unlisted performance rights
3. 400,000 Unlisted options |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | 1. Fully paid ordinary shares issued to Mr Shaun Verner's nominee in respect of the Short Term Incentive, as approved by shareholders at the Company's Annual General Meeting on 24 May 2019.
2. Unlisted performance rights to Mr Shaun Verner's nominee, as approved by shareholders at the Company's Annual General Meeting on 24 May 2019, in respect of a vesting period of three years to 1 January 2022 and subject to the vesting conditions set out in the Syrah Resources Equity Incentive Plan (EIP), the corresponding invitation letter, the |

+ See chapter 19 for defined terms.

	ASX Listing Rules and other applicable laws. No amount is payable on the vesting or exercise of the Unlisted Performance Rights if the Board determines the Vesting conditions are satisfied. 3. Unlisted options to Ms Lisa Bahash, as approved by shareholders at the Company’s Annual General Meeting on 24 May 2019, at an exercise price of \$2.89 and an expiry date of 16 July 2021, and subject to the conditions set out in the Syrah Resources Equity Incentive Plan (EIP), the corresponding invitation letter, the ASX Listing Rules and other applicable laws. All shares, rights and options have been issued under the Syrah Resources Limited Equity Incentive Plan Rules approved by Shareholders at the AGM 17 May 2018	
4	Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities? If the additional +securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	1. Yes 2. The shares issued upon exercise of the unlisted performance rights will rank equally with existing quoted Shares. 3. The shares issued upon exercise of the unlisted options will rank equally with existing quoted shares.
5	Issue price or consideration	1. Deemed issue price of \$1.165 2. Nil 3. Nil
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	The issue of shares and rights to Mr Shaun Verner under the EIP in respect of short and long term incentives in accordance with the resolution by shareholders at the Company’s Annual General Meeting on 24 May 2019. The options were issued in accordance with the appointment of Non-Executive Director, Ms Lisa Bahash as announced to ASX on 16 July 2018 and in accordance with the resolution by shareholders at the Company’s Annual General Meeting on 24 May 2019.

6a	Is the entity an ⁺ eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h <i>in relation to the ⁺securities the subject of this Appendix 3B</i> , and comply with section 6i	N/A
6b	The date the security holder resolution under rule 7.1A was passed	N/A
6c	Number of ⁺ securities issued without security holder approval under rule 7.1	N/A
6d	Number of ⁺ securities issued with security holder approval under rule 7.1A	N/A
6e	Number of ⁺ securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A
6f	Number of ⁺ securities issued under an exception in rule 7.2	1. 180,470 fully paid ordinary shares 2. 217,558 unlisted performance rights 3. 400,000 unlisted options
6g	If ⁺ securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the ⁺ issue date and both values. Include the source of the VWAP calculation.	N/A
6h	If ⁺ securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	N/A

⁺ See chapter 19 for defined terms.

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+Issue dates

Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.

Cross reference: item 33 of Appendix 3B.

27 May 2019

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Number and +class of all +securities quoted on ASX (*including* the +securities in section 2 if applicable)

Number	+Class
344,479,690	Fully paid ordinary shares.

9 Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)

Number	+Class
400,000	Options exercisable at \$2.89, expiring 16 July 2021.
600,000	Options exercisable at \$4.37, expiring 25 June 2021.
600,000	Options exercisable at \$4.67, expiring 20 October 2020.
300,000	Options exercisable at \$4.13, expiring 20 October 2020.
600,000	Options exercisable at \$4.11 expiring 1 March 2020
1,000,000	Options exercisable at \$4.30, expiring 26 May 2020
400,000	Options exercisable at \$6.23, expiring 2 October 2019.
i	
1,229,043	Unlisted performance rights vesting on 1 January 2022, subject to satisfaction of vesting conditions
32,485	Unlisted performance rights vesting on 1 January 2021, subject to satisfaction of vesting conditions
366,021	Unlisted performance rights vesting on 1 January 2021, subject to satisfaction of vesting conditions
361,526	Unlisted performance rights vesting on 1 January 2020, subject to satisfaction of vesting conditions
118,663	Unlisted performance rights vested on 1 January 2019, subject to satisfaction of vesting conditions

+ See chapter 19 for defined terms.

	12,240	Unlisted performance rights vesting on 31 December 2018, subject to satisfaction of vesting conditions
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Rank equally with all existing shares from the date of issue.

Part 2 - Pro rata issue

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the ⁺ securities will be offered	N/A
14	⁺ Class of ⁺ securities to which the offer relates	N/A
15	⁺ Record date to determine entitlements	N/A
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A
18	Names of countries in which the entity has security holders who will not be sent new offer documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	N/A
19	Closing date for receipt of acceptances or renunciations	N/A

20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	N/A
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	+Issue date	28 May 2019

+ See chapter 19 for defined terms.

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of ⁺securities
(tick one)

(a) ☒ ⁺Securities described in Part 1

(b) ☐ All other ⁺securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 ☐ If the ⁺securities are ⁺equity securities, the names of the 20 largest holders of the additional ⁺securities, and the number and percentage of additional ⁺securities held by those holders

36 ☐ If the ⁺securities are ⁺equity securities, a distribution schedule of the additional ⁺securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

37 ☐ A copy of any trust deed for the additional ⁺securities

⁺ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

38	Number of +securities for which +quotation is sought	180,470	
39	+Class of +securities for which quotation is sought	Fully paid ordinary shares	
40	Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities? If the additional +securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	Yes	
41	Reason for request for quotation now Example: In the case of restricted securities, end of restriction period (if issued upon conversion of another +security, clearly identify that other +security)	Issue of shares to Mr Shaun Verner’s nominee under the EIP in respect of short term incentive for 2018, as approved by shareholders at the Annual General Meeting on 24 May 2019.	
42	Number and +class of all +securities quoted on ASX (including the +securities in clause 38)	Number	+Class
		344,479,690	Fully paid ordinary shares

+ See chapter 19 for defined terms.

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: *Jennifer Currie* Date: 28 May 2019
(Director/Company secretary)

Print name: Jennifer Currie

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+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Syrah Resources Limited is not an eligible entity under Listing Rule 7.1A and as such has not completed the Annexure.