

**SYRAH RESOURCES LIMITED**

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19 June 2019

The Manager  
Market Announcements Office  
ASX Limited  
Level 4, North Tower, Rialto  
525 Collins Street  
MELBOURNE VIC 3000

Dear Sir/Madam,

**Notice under section 708AA(2)(f) of the Corporations Act 2001 (Cth)**

This notice is given by Syrah Resources Limited ACN 125 242 284 (**Syrah**) under section 708AA(2)(f) of the *Corporations Act 2001 (Cth)* (**Corporations Act**) as modified by the Australian Securities and Investments Commission Instrument 2016/84.

Syrah announced today a fully underwritten pro rata accelerated non-renounceable entitlement offer (**Entitlement Offer**) of 1 new fully paid ordinary share in Syrah (**New Share**) for every 5 fully paid ordinary shares in Syrah held by eligible Syrah shareholders as at 7.00pm (Melbourne time) on Friday, 21 June 2019.

Syrah advises that:

- (a) the New Shares will be offered for issue without disclosure to investors under Part 6D.2 of the Corporations Act;
- (b) as at the date of this notice, Syrah has complied with:
  - (i) the provisions of Chapter 2M of the Corporations Act as they apply to Syrah; and
  - (ii) section 674 of the Corporations Act;
- (c) as at the date of this notice, there is no "excluded information" of the type referred to in sections 708AA(8) and 708AA(9) of the Corporations Act; and
- (d) the potential effect that the Entitlement Offer will have on the control of Syrah, and the consequences of that effect, will depend on a number of factors, including investor demand and the extent to which eligible shareholders take up their entitlements. However, given the structure of the Entitlement Offer as a pro rata issue, the Entitlement Offer is not expected to have a material effect or consequence on the control of Syrah.

Yours sincerely,

Jennifer Currie  
General Counsel and Company Secretary  
Syrah Resources Limited