

**Form 604
Corporations Act 2001
Section 671B**

Notice of Change of Interests of Substantial Holder

To: **LYNAS CORPORATION LIMITED**

ACN/ARSN:

1. Details of substantial holder (1)

Name: FIL Limited and the entities listed in Annexure A ("FIL")

ACN/ARSN (if applicable)

There was a change in the interests of the substantial holder on

11 June 2019

The previous notice was given to the company on

16 April 2019

The previous notice was dated

16 April 2019

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

| Class of Securities (4) | Previous Notice Person's votes | Previous Notice Voting Power (5) | Present Notice Person's votes | Present Notice Voting Power (5) |
|--------------------------------|---------------------------------------|---|--------------------------------------|--|
| COMMON STOCK | 48,581,532 | 7.30% | 41,737,267 | 6.25% |

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

| Date of Change | Person whose relevant interest changed | Nature of change (6) | Consideration given in relation to change (7) | Class and number of securities affected | Person's votes affected |
|-----------------------|---|-----------------------------|--|--|--------------------------------|
| | | | AUD | Common stock | Common stock |
| 15-Apr-19 | FIL | SELL | 1.9997 | 6,743 | 6,743 |
| 15-Apr-19 | FIL | SELL | 1.9997 | 97,628 | 97,628 |
| 15-Apr-19 | FIL | SELL | 1.9997 | 139,017 | 139,017 |
| 30-Apr-19 | FIL | SELL | 1.9718 | 11,546 | 11,546 |
| 7-May-19 | FIL | SELL | 1.8777 | 36,047 | 36,047 |
| 10-May-19 | FIL | TRANSITION IN | 1.8850 | 896,950 | 896,950 |
| 10-May-19 | FIL | TRANSITION IN | 1.8850 | 2,683,082 | 2,683,082 |
| 14-May-19 | FIL | BUY | 1.9050 | 144,893 | 144,893 |

| | | | | | |
|-----------|-----|------|--------|-----------|-----------|
| 17-May-19 | FIL | SELL | 2.0061 | 78,134 | 78,134 |
| 17-May-19 | FIL | SELL | 2.0500 | 600,000 | 600,000 |
| 20-May-19 | FIL | SELL | 2.0042 | 1,000,000 | 1,000,000 |
| 21-May-19 | FIL | BUY | 2.1400 | 23,865 | 23,865 |
| 21-May-19 | FIL | BUY | 2.1400 | 431,845 | 431,845 |
| 21-May-19 | FIL | SELL | 2.1400 | 23,865 | 23,865 |
| 21-May-19 | FIL | SELL | 2.1400 | 431,845 | 431,845 |
| 21-May-19 | FIL | SELL | 2.2078 | 879,291 | 879,291 |
| 22-May-19 | FIL | SELL | 2.4221 | 958 | 958 |
| 22-May-19 | FIL | SELL | 2.4221 | 15,862 | 15,862 |
| 22-May-19 | FIL | SELL | 2.4221 | 34,081 | 34,081 |
| 22-May-19 | FIL | SELL | 2.4000 | 97,948 | 97,948 |
| 27-May-19 | FIL | SELL | 2.3743 | 8,072 | 8,072 |
| 27-May-19 | FIL | SELL | 2.3743 | 95,110 | 95,110 |
| 30-May-19 | FIL | SELL | 2.8004 | 13,334 | 13,334 |
| 30-May-19 | FIL | SELL | 2.8004 | 33,641 | 33,641 |
| 30-May-19 | FIL | SELL | 2.8004 | 41,224 | 41,224 |
| 30-May-19 | FIL | SELL | 2.8004 | 81,141 | 81,141 |
| 30-May-19 | FIL | SELL | 2.8004 | 112,324 | 112,324 |
| 30-May-19 | FIL | SELL | 2.8004 | 179,048 | 179,048 |
| 30-May-19 | FIL | SELL | 2.8004 | 209,596 | 209,596 |
| 30-May-19 | FIL | SELL | 2.8004 | 565,071 | 565,071 |
| 31-May-19 | FIL | SELL | 3.0621 | 15,918 | 15,918 |
| 31-May-19 | FIL | SELL | 3.0621 | 39,556 | 39,556 |
| 31-May-19 | FIL | SELL | 3.0621 | 48,971 | 48,971 |
| 31-May-19 | FIL | SELL | 3.0621 | 99,169 | 99,169 |
| 31-May-19 | FIL | SELL | 3.0621 | 181,165 | 181,165 |
| 31-May-19 | FIL | SELL | 3.0621 | 213,403 | 213,403 |
| 31-May-19 | FIL | SELL | 3.0621 | 226,072 | 226,072 |
| 31-May-19 | FIL | SELL | 3.0621 | 607,299 | 607,299 |
| 3-Jun-19 | FIL | SELL | 2.8736 | 1,427 | 1,427 |
| 3-Jun-19 | FIL | SELL | 3.0293 | 2,382 | 2,382 |
| 3-Jun-19 | FIL | SELL | 3.0293 | 3,049 | 3,049 |
| 3-Jun-19 | FIL | SELL | 3.0293 | 3,775 | 3,775 |
| 3-Jun-19 | FIL | SELL | 3.0293 | 7,645 | 7,645 |
| 3-Jun-19 | FIL | SELL | 3.0293 | 13,965 | 13,965 |
| 3-Jun-19 | FIL | SELL | 3.0293 | 16,451 | 16,451 |
| 3-Jun-19 | FIL | SELL | 3.0293 | 17,428 | 17,428 |
| 3-Jun-19 | FIL | SELL | 2.8736 | 23,705 | 23,705 |
| 3-Jun-19 | FIL | SELL | 2.8736 | 28,042 | 28,042 |
| 3-Jun-19 | FIL | SELL | 2.8736 | 29,791 | 29,791 |
| 3-Jun-19 | FIL | SELL | 3.0293 | 46,815 | 46,815 |
| 3-Jun-19 | FIL | SELL | 2.8736 | 47,640 | 47,640 |

| | | | | | |
|-----------|-----|-------------------|--------------------------------|---------------------|---------------------|
| 3-Jun-19 | FIL | SELL | 2.8736 | 71,606 | 71,606 |
| 3-Jun-19 | FIL | SELL | 2.8736 | 88,578 | 88,578 |
| 3-Jun-19 | FIL | SELL | 2.8736 | 127,976 | 127,976 |
| 3-Jun-19 | FIL | SELL | 2.8736 | 182,338 | 182,338 |
| 3-Jun-19 | FIL | SELL | 2.8736 | 342,480 | 342,480 |
| 3-Jun-19 | FIL | SELL | 2.8736 | 392,900 | 392,900 |
| 4-Jun-19 | FIL | SELL | 2.7300 | 2,487 | 2,487 |
| 4-Jun-19 | FIL | SELL | 2.6178 | 105,427 | 105,427 |
| 4-Jun-19 | FIL | SELL | 2.6178 | 153,819 | 153,819 |
| 4-Jun-19 | FIL | SELL | 2.6178 | 274,244 | 274,244 |
| 4-Jun-19 | FIL | SELL | 2.6178 | 610,495 | 610,495 |
| 5-Jun-19 | FIL | BUY | 2.6600 | 9,366 | 9,366 |
| 6-Jun-19 | FIL | TRANSITION OUT | 2.7300 | 377,540 | 377,540 |
| 7-Jun-19 | FIL | SELL | 2.8150 | 2,546 | 2,546 |
| 7-Jun-19 | FIL | SELL | 2.8150 | 2,546 | 2,546 |
| 7-Jun-19 | FIL | SELL | 2.8150 | 2,546 | 2,546 |
| 7-Jun-19 | FIL | SELL | 2.8126 | 7,526 | 7,526 |
| 7-Jun-19 | FIL | SELL | 2.8150 | 10,072 | 10,072 |
| 7-Jun-19 | FIL | SELL | 2.8126 | 12,900 | 12,900 |
| 7-Jun-19 | FIL | SELL | 2.8126 | 16,067 | 16,067 |
| 7-Jun-19 | FIL | SELL | 2.8126 | 33,615 | 33,615 |
| 7-Jun-19 | FIL | SELL | 2.8126 | 56,744 | 56,744 |
| 7-Jun-19 | FIL | SELL | 2.8126 | 70,416 | 70,416 |
| 7-Jun-19 | FIL | SELL | 2.8126 | 88,185 | 88,185 |
| 7-Jun-19 | FIL | SELL | 2.8126 | 374,667 | 374,667 |
| 11-Jun-19 | FIL | SELL | 2.7550 | 1,314 | 1,314 |
| 11-Jun-19 | FIL | SELL | 2.7550 | 6,569 | 6,569 |
| 11-Jun-19 | FIL | SELL | 2.7550 | 7,839 | 7,839 |
| 11-Jun-19 | FIL | SELL | 2.7550 | 18,183 | 18,183 |
| 11-Jun-19 | FIL | SELL | 2.7550 | 20,720 | 20,720 |
| 11-Jun-19 | FIL | SELL | 2.7550 | 21,774 | 21,774 |
| 11-Jun-19 | FIL | SELL | 2.7550 | 25,807 | 25,807 |
| 11-Jun-19 | FIL | SELL | 2.7550 | 29,057 | 29,057 |
| 11-Jun-19 | FIL | SELL | 2.7550 | 53,992 | 53,992 |
| 11-Jun-19 | FIL | SELL | 2.7550 | 95,229 | 95,229 |
| 11-Jun-19 | FIL | SELL | 2.7550 | 117,188 | 117,188 |
| 11-Jun-19 | FIL | SELL | 2.7550 | 145,728 | 145,728 |
| 11-Jun-19 | FIL | SELL | 2.7550 | 617,952 | 617,952 |
| | | | Total Buys | 609,969 | 609,969 |
| | | | Total Sells | (10,656,726) | (10,656,726) |
| | | | Total Transition In | 3,580,032 | 3,580,032 |
| | | | Total | (377,540) | (377,540) |

| | | | | | |
|--|--|--|-----------------------|--------------------|--------------------|
| | | | Transition Out | | |
| | | | Total Movement | (6,844,265) | (6,844,265) |

4. Present Relevant Interest

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Refer to Annexure A

5. Changes in Association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

| Name and ACN/ARSN (if applicable) | Nature of association |
|-----------------------------------|-----------------------|
| N/A | |

6. Addresses

The addresses of persons named in this form are as follows:

Refer to Annexure A



Sign Here _____

Dated: 13 June 2019

Jen Li

Head of Regulatory Reporting, Asia Pacific

Duly authorized under Powers of Attorney by and on behalf of FIL Limited

Annexure A

| Investment Manager | Address | Custodian | Nature of Relevant Interest | Sum of Numerator Shares |
|---|---|--------------------------------|--------------------------------------|-------------------------|
| FIL INVESTMENT MANAGEMENT (AUSTRALIA) LIMITED | Level 11, 167 Macquarie Street, Sydney, NSW 2000, Australia | JP MORGAN, BOURNEMOUTH (C) | Investment Discretion / Voting Power | 2,935,785 |
| | | JPMORGAN CHASE BANK NA LDN | | 3,224,437 |
| | | NATIONAL ASTL BK MELBOURNE (S) | | 740,105 |
| | | NORTHERN TRUST LONDON (C) | | 240,048 |
| | | STATE STREET BANK AND TR CO | | 1,497,834 |
| FIL INVESTMENT MANAGEMENT | Level 21, Two Pacific Place, 88 Queensway, | BROWN BROS HARRIMN LTD LUX (C) | | 12,189,055 |

| | | | | |
|--|---|--------------------------------------|--|-------------------|
| (HONG KONG) LIMITED | Admiralty, Hong Kong | LANDESBANK BADEN-WUERTTEMBER G | | 1,198,644 |
| FIL INVESTMENT MANAGEMENT (SINGAPORE) LIMITED | 8 Marina View, #35-06, Asia Square Tower 1, 018960, Singapore | BROWN BROS HARRIMN LTD LUX (C) | | 2,429,539 |
| | | JP MORGAN, BOURNEMOUTH (C) | | 996,746 |
| | | MASTER TRUST BANK OF JAPAN (C) | | 3,686 |
| | | NOMURA TRUST AND BANKING (C) | | 61,024 |
| FIL INVESTMENTS INTERNATIONAL | Oakhill House, 130 Tonbridge Road, Hildenborough, Tonbridge, Kent, TN11 9DZ, United Kingdom | BROWN BROS HARRIMN LTD LUX (C) | | 1,251,520 |
| | | CHASE MANHATTAN BK ASTL SYD(S) | | 7,645 |
| | | HSBC TRINKAUS UND BURKH 1 (S) | | 242,229 |
| | | STATE STREET BANK AND TR CO | | 487,432 |
| FIL LIMITED | Pembroke Hall, 42 Crow Lane, Pembroke, Bermuda | BROWN BROS HARRIMN LTD LUX (C) | | 5,022 |
| | | HSBC BANK PLC (C) | | 9,813,514 |
| FIL PENSIONS MANAGEMENT | Oakhill House, 130 Tonbridge Road, Hildenborough, Kent, England TN119DZ | BNP PARIBAS SEC SRVS ITALY | | 363,696 |
| | | CLEARSTREAM BANKING SA LUX (C) | | 728,102 |
| | | HSBC BANK PLC (C) | | 3,088,019 |
| | | STATE STR BK AND TR CO LNDN (C) | | 233,185 |
| Grand Total | | | | 41,737,267 |