

ASX Announcement / Media Release

20 March 2024

Notification to Ineligible Retail Shareholders

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Dear Shareholder

Syrah Resources Limited Entitlement Offer – Notification to ineligible shareholders

On Wednesday, 13 March 2024, Syrah Resources Limited ABN (77 125 242 284) (**ASX: SYR**) (“**Syrah**” or the “**Company**”) announced a fully underwritten pro rata accelerated non-renounceable entitlement offer to eligible shareholders to subscribe for 1 new fully paid ordinary Syrah shares (“**New Shares**”) for every 10.2 existing fully paid ordinary Syrah shares (“**Shares**”) held as at 7:00pm (AEDT) on the record date (being Friday, 15 March 2024) (“**Record Date**”) (“**Entitlement**”) at an issue price of A\$0.55 per New Share (“**Offer Price**”) to raise approximately A\$37 million (“**Entitlement Offer**”). Concurrently with the Entitlement Offer, Syrah also announced a fully underwritten placement to institutional investors at the Offer Price to raise approximately A\$61 million (“**Placement**”, together with the Entitlement Offer, the “**Offer**”).

Details of Entitlement Offer

The Entitlement Offer comprises an institutional component (“**Institutional Entitlement Offer**”) and an offer to Eligible Retail Shareholders (as defined below) to participate on the same terms (“**Retail Entitlement Offer**”).

The Entitlement Offer is being made by Syrah in accordance with section 708AA of the Corporations Act 2001 (“**Corporations Act**”) as modified by the Australian Securities and Investments Commission (“**ASIC**”) Corporations (Non-Traditional Rights Issues) Instrument 2016/84 and ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73, meaning that no prospectus or other disclosure document needs to be prepared.

This letter has been sent to you to inform you about the Entitlement Offer and to explain why you are ineligible to subscribe for New Shares under the Entitlement Offer. This letter is not an offer to issue New Shares to you, nor an invitation for you to apply for New Shares.

You are not required to do anything in response to this letter but there may be financial implications for you as a result of the Offer that you should be aware of.

Details of the Institutional Entitlement Offer

On Friday, 15 March 2024, Syrah announced that it had successfully completed the Institutional Entitlement Offer. Through the Institutional Entitlement Offer and Placement, Syrah raised approximately \$80 million.

Syrah shareholders who were eligible to participate in the Institutional Entitlement Offer (“**Eligible Institutional Shareholder**”) were those:

- to whom ASX Listing Rule 7.7.1(a) did not apply;
- who successfully received an offer under the Institutional Entitlement Offer; and
- who, if they were a nominee, were only an Eligible Institutional Shareholder to the extent that they held Syrah Shares for beneficiaries who would have been Eligible Institutional Shareholders, had they held the Syrah Shares themselves.

Details of the Retail Entitlement Offer

The Retail Entitlement Offer is being made to Eligible Retail Shareholders on the basis of 1 New Share for every 10.2 existing Shares held at the Record Date.

An offer booklet relating to the Retail Entitlement Offer was lodged with the Australian Securities Exchange ("**ASX**") today ("**Offer Booklet**").

Who is eligible for the Retail Entitlement Offer?

Shareholders who are eligible to participate in the Retail Entitlement Offer ("**Eligible Retail Shareholders**") are those shareholders of Syrah who:

- are registered as a holder of Shares as at the Record Date; and
- have a registered address on the Syrah share register in Australia or New Zealand as at the Record Date; and
- are not in the United States and are not acting for the account or benefit of a person in the United States (to the extent you hold Shares for the account or benefit of such person in the United States); and
- did not receive an offer to participate (other than as a nominee) and were not otherwise ineligible to participate under the Institutional Entitlement Offer; and
- are eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer without any requirement for a prospectus or offer document to be lodged or registered.

Shareholders who are not Eligible Retail Shareholders are ineligible retail shareholders and are consequently unable to participate in the Retail Entitlement Offer. Syrah reserves the right to determine whether a shareholder is an Eligible Retail Shareholder or an ineligible retail shareholder.

Why am I not eligible for the Entitlement Offer?

Syrah has determined, pursuant to section 9A(3) of the Corporations Act and ASX Listing Rule 7.7.1(a) that it would be unreasonable to make offers to Syrah shareholders in countries outside Australia and New Zealand in connection with the Retail Entitlement Offer. This is because of the small number of Syrah shareholders outside of Australia and New Zealand, the number and value of Shares those Syrah shareholders hold and the cost of complying with the applicable legal requirements and requirements of regulatory authorities in those countries.

Unfortunately, according to our records, you do not satisfy the eligibility criteria described above. Accordingly, in compliance with section 9A(3) of the Corporations Act and ASX Listing Rule 7.7.1(b), we wish to inform you that the Entitlement Offer will not be extended to you and you will not be able to subscribe for New Shares under the Entitlement Offer. You will not be sent a copy of the Offer Booklet for the Retail Entitlement Offer.

Syrah, its affiliates and related bodies corporate, and each of their respective directors, officers, employees, partners, contractors, consultants, advisers and agents, disclaim any duty or liability (including in negligence) in respect of any determination of eligibility, to the maximum extent permitted by law.

Non-renounceable offer

As the Entitlement Offer is non-renounceable, entitlements in respect of the New Shares you would have been entitled to if you were an Eligible Institutional Shareholder or an Eligible Retail Shareholder will lapse and you will not receive any payment or value for your entitlements in respect of any New Shares that would have been offered to you if you had been eligible.

Further information

If you have any questions in relation to any of the above matters, please contact your professional adviser or call the Syrah's share registry on 1300 850 505 (from within Australia) or +61 3 9415 5000 (from outside Australia) at any time between 8:30 am and 5:00 pm (AEDT) on Monday to Friday.

On behalf of the Board and management of Syrah, thank you for your continued support of our company.

Yours sincerely



Melanie Leydin

Company Secretary

Syrah Resources Limited

This release was authorised on behalf of the Syrah Board by

Shaun Verner, Managing Director

Investor Relations Contact:

Viren Hira

T: +61 3 9670 7264

E: v.hira@syrahresources.com.au

Media Enquiries Contact:

Nathan Ryan

T: +61 420 582 887

E: nathan.ryan@nwrcommunications.com.au