



15 December 2011

Company Announcements Office  
Australian Stock Exchange Limited  
Level 4  
Stock Exchange Centre  
20 Bridge Street  
SYDNEY NSW 2000

### **TERMS OF MANAGING DIRECTOR'S CONTRACT**

The Directors of Syrah Resources Limited (the "Company") are pleased to announce the appointment of Mr Paul Kehoe as Managing Director of the Company, effective immediately, following approval by the Company's shareholders at yesterday's Annual General Meeting. On Mr Kehoe's appointment, Mr Alistair Campbell ceases as Managing Director and continues as a non-executive director of the Company.

The key terms of Mr Kehoe's Employment Agreement are as follows:

#### **Remuneration**

A\$200,000 per annum (plus superannuation of 10% to a superannuation fund nominated by the employee).

Options will be granted to Mr Kehoe from time to time at the discretion and unanimous approval of the Board of Directors and approval of the Company's shareholders.

#### **Termination**

The Employment Agreement may be terminated in circumstances described below with the remuneration consequences as noted to the extent permitted by the Corporations Act and ASX Listing Rules:

1. Resignation period of Managing Director is three (3) months' notice.
2. Termination by the Company giving six (6) months' notice in writing or payment in lieu thereof, or a combination of notice and payment in lieu.
3. The Company can immediately terminate Mr Kehoe's employment with cause in a number of circumstances including where there is a breach of the Employment Agreement, serious misconduct, bankruptcy or conviction of any criminal offence.

Notwithstanding any provision of the Employment Agreement, the maximum amount payable by the Company to Mr Kehoe in connection with his employment ceasing is limited to the maximum amount permitted to be paid under section 200F of the Corporations Act.

Yours sincerely  
**SYRAH RESOURCES LIMITED**

A handwritten signature in black ink, appearing to read "Melanie Leydin".

**MELANIE LEYDIN**  
Company Secretary