

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme **Syrah Resources Limited**

ACN/ARSN **125 242 284**

1. Details of substantial holder (1)

Name **Mr Paul Brendan Kehoe**
Basapa Pty Ltd <Paul Kehoe Family A/C>
Pabasa Pty Ltd <Kehoe Family Superannuation A/C>

ACN/ARSN (if applicable)

There was a change in the interests of the substantial holder on **22 December 2011**

The previous notice was given to the company on **21 December 2011**

The previous notice was dated **21 December 2011**

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		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary	20,135,000	19.99%	20,135,000	17.60%

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
22 December 2011	Mr Paul Brendan Kehoe	Decrease in voting power as a result of a further issue of shares	-	3,248,010 FPO Shares	Decrease from 3.23% to 2.84%
22 December 2011	Basapa Pty Ltd <Paul Kehoe Family A/C>	Decrease in voting power as a result of a further issue of shares	-	14,109,212 FPO Shares	Decrease from 14% to 12.33%
22 December 2011	Pabasa Pty Ltd <Kehoe Family Superannuation A/C>	Decrease in voting power as a result of a further issue of shares	-	2,777,778 FPO Shares	Decrease from 2.76% to 2.43%

4. Present relevant interests

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

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Mr Paul Brendan Kehoe	Mr Paul Brendan Kehoe	Mr Paul Brendan Kehoe	FPO Shares	3,248,010 FPO Shares	2.84%
Basapa Pty Ltd <Paul Kehoe Family A/C>	Basapa Pty Ltd <Paul Kehoe Family A/C>	Basapa Pty Ltd <Paul Kehoe Family A/C>	FPO Shares	14,109,212 FPO Shares	12.33%

Pabasa Pty Ltd <Kehoe Family Superannuation A/C>	Pabasa Pty Ltd <Kehoe Family Superannuation A/C>	Pabasa Pty Ltd <Kehoe Family Superannuation A/C>	FPO Shares	2,777,778 FPO Shares	2.43%
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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
Basapa Pty Ltd <Paul Kehoe Family A/C>	Closely related party
Pabasa Pty Ltd <Kehoe Family Superannuation A/C>	Closely related party

6. Addresses

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

Name	Address
Mr Paul Brendan Kehoe	Unit 10, 91-101 Leveson Street, North Melbourne, VIC, 3051
Basapa Pty Ltd <Paul Kehoe Family A/C>	C/O DKP & Co Chartered Accountants, Level 3, 454 Collins Street, Melbourne, VIC, 3000
Pabasa Pty Ltd <Kehoe Family Superannuation A/C>	C/O DKP & Co Chartered Accountants, Level 3, 454 Collins Street, Melbourne, VIC, 3000

Signature

print name Paul Brendan Kehoe capacity Director

sign here



date 23/12/11

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the

acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.