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ASX ANNOUNCEMENT

24 April 2018

Manager Companies
Company Announcement Office
Australian Stock Exchange Limited

Via electronic lodgement (ASX Code: SYR)

Waiver from Listing Rule 14.7

Syrah Resources Limited (ASX: SYR) (**Syrah** or the **Company**): Syrah has today obtained a waiver from ASX Listing Rule 14.7 in relation to the Company's upcoming Annual General Meeting.

This waiver allows Syrah not to disregard votes on Resolution 4: Ratification of Prior Issue of Shares, which are cast by Nominee Holders on behalf of beneficiaries who did not participate in the placement to institutional and sophisticated investors in September 2017.

Nominee Holders are those holders acting solely in a fiduciary, nominee or custodial capacity on behalf of their beneficiaries.

Syrah applied for this waiver to ensure that beneficial shareholders who did not participate in the placement were not inadvertently unable to vote on the resolution due to their Nominee Holder also holding shares on behalf of another beneficiary who did participate in the placement.

The waiver is subject to the following conditions:

- The beneficiaries provide written confirmation to the Nominee Holders that they did not participate in the issue, nor are they an associate of a person who participated in the issue;
- The beneficiaries direct the Nominee Holders how to vote on the resolution;
- The Nominee Holders do not exercise discretion in casting a vote on behalf of the beneficiaries; and
- The terms of the waiver are immediately released to the market.

This is a standard waiver in accordance with ASX Listing Rules - Guidance Note 17.

Yours sincerely

Jennifer Currie
Company Secretary
Syrah Resources Limited

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