



20 April 2022

SYRAH RESOURCES LIMITED - ANNUAL GENERAL MEETING OF SHAREHOLDERS – 20 MAY 2022

Notice is hereby given that the Annual General Meeting of Shareholders of Syrah Resources Limited (“Syrah” or the “Company”) will be held at 10:00am (AEST) on Friday, 20 May 2022 at Level 14, Auditorium + Business Lounge, 385 Bourke Street Melbourne VIC 3000 (“AGM”). Notice is also given that the Company’s Annual Report for the year ended 31 December 2021 (“Annual Report”) is available.

In accordance with the *Corporations Act 2001* (Cth), the Company will not be dispatching physical copies of the Notice of Meeting. Instead, the Notice of Meeting, accompanying explanatory statement and Annual Report (**Meeting Materials**) are being made available to shareholders electronically. This means that:

- You can access the Meeting Materials online at the Company’s website: <https://www.syrahresources.com.au/> or at the Company’s share registry’s website www.investorvote.com.au.
- A complete copy of the Meeting Materials have been posted to the Company’s ASX Market announcements page at www.asx.com.au under the Company’s ASX code “SYR”.
- If you have provided an email address and have elected to receive electronic communications from the Company, you will have received or will receive an email to your nominated email address with a link to an electronic copy of the Meeting Materials and the voting instruction form.

If you would like to receive electronic communications from the Company in the future, please update your communication election online at <https://www.computershare.com/au>. If you have not yet registered, you will need your shareholder information including SRN/HIN details.

If you are unable to access the Meeting Materials online at the above website links please contact our share registry Computershare Investor Services Pty Limited <https://www.computershare.com/au> to obtain a copy.

Yours sincerely,

Melanie Leydin
Company Secretary
Syrah Resources Limited



SYRAH RESOURCES

Notice of Annual General Meeting and Explanatory Memorandum

The Annual General Meeting of

SYRAH RESOURCES LIMITED

ACN 125 242 284

Will be held at

10.00AM (AEST) on Friday, 20 May 2022

at

*Level 14, Auditorium + Business Lounge, 385 Bourke Street
Melbourne VIC 3000*

This Notice of Annual General Meeting and Explanatory Memorandum should be read in its entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor, or other professional advisor without delay.

SYRAH RESOURCES LIMITED

ACN 125 242 284

Registered Office: c/- Vistra Australia (Melbourne) Pty Ltd Level 4, 96-100 Albert Road,
South Melbourne VIC 3205

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (**AGM**) of shareholders of Syrah Resources Limited (**Syrah** or the **Company**) will be held at:

Venue: Level 14, Auditorium + Business Lounge, 385 Bourke Street, Melbourne VIC 3000

Date: Friday, 20 May 2022

Time: 10:00am (AEST)

Any shareholders who wish to physically attend the AGM should be mindful of new laws, government warnings and recommendations in relation to COVID-19 and monitor Syrah's website and ASX announcements for any updates about the AGM. If it becomes necessary or appropriate to make alternative arrangements for the holding or conducting of the meeting, the Company will make further information available through the ASX website at asx.com.au (stock code: SYR) and on its website at www.syrahresources.com.au.

AGENDA

The Explanatory Memorandum and Proxy Form which accompany and form part of this Notice, describe in more detail the matters to be considered. Please consider this Notice, the Explanatory Memorandum and the Proxy Form in their entirety.

Capitalised terms not otherwise defined in this Notice have the meaning given in the Explanatory Memorandum which accompanies this Notice.

ORDINARY BUSINESS

Receipt and consideration of Accounts and Reports

To receive and consider the Financial Report of the Company, together with the Directors' Report and Auditor's Report as set out in the Company's Annual Report for the year ended 31 December 2021.

Note: Except as set out in Resolution 1, there is no requirement for shareholders to approve these reports. Accordingly, no resolution will be put to shareholders on this item of business.

Resolution 1 Adoption of Remuneration Report

To consider and, if thought fit, pass the following non-binding resolution as an **ordinary resolution**:

"That the Company's Remuneration Report for the financial year ended 31 December 2021 be adopted."

The Remuneration Report is set out on pages 23 – 48 of the Company's Annual Report. Please note that the vote on this resolution is advisory only and does not bind the Directors or the Company.

A voting exclusion applies to this Resolution as outlined in the Explanatory Memorandum.

Resolution 2 Re-election of Lisa Bahash as a Director of the Company

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

"That Ms Lisa Bahash, being a Director of the Company who retires by rotation in accordance with the Company's constitution be re-elected as a Director of the Company."

Resolution 3 Approval to grant 325,013 performance rights to Mr Shaun Verner (or his nominee) as a 2022 Long Term Incentive

To consider and, if thought fit, pass the following resolutions as an **ordinary resolution**:

"That for the purposes of Listing Rule 10.14, sections 200B and 200E of the Corporations Act and for all other purposes, approval be given to grant 325,013 Performance Rights to Mr Shaun Verner (or his nominee), a Director of the Company, as Mr Verner's 2022 Long Term Incentive, and issue any Shares on vesting and exercise of those Performance Rights, under the Equity Incentive Plan and on the terms described in the Explanatory Memorandum."

A voting exclusion applies to this Resolution as outlined in the Explanatory Memorandum.

Resolution 4 Approval to issue 111,287 fully paid ordinary shares to Mr Shaun Verner (or his nominee) as part of his 2021 Short Term Incentive

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

“That, for the purposes of Listing Rule 10.14 and for all other purposes, approval be given to the issue of 111,287 fully paid ordinary shares to Mr Shaun Verner (or his nominee), a Director of the Company, as Mr Verner’s 2021 Short Term Incentive under the Equity Incentive Plan and on terms described in the Explanatory Memorandum.”

A voting exclusion applies to this Resolution as outlined in the Explanatory Memorandum.

Resolution 5 Ratification of Prior Issue of 84,459,460 Fully Paid Ordinary Shares

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders approve, ratify and confirm the allotment and issue on or about 17 February 2022 of 84,459,460 fully paid ordinary shares in the Company with an issue price of \$1.48 per share as described in the Explanatory Memorandum.”

A voting exclusion applies to this Resolution as outlined in the Explanatory Memorandum.

SPECIAL BUSINESS

Resolution 6 Renewal of the proportional takeover provisions in the constitution of the Company

To consider and, if thought fit, pass the following resolution as a special resolution:

“That approval be given for the proportional takeover provisions contained in Rule 14 of the Constitution of the Company to be renewed for a further three years from the date of the 2022 Annual General Meeting, as detailed in the Explanatory Memorandum.”

By order of the Board



Melanie Leydin
Company Secretary

Dated: 20 April 2022

SYRAH RESOURCES LIMITED
ACN 125 242 284
EXPLANATORY MEMORANDUM

Receipt and consideration of Accounts and Reports

Under the Corporations Act, the Directors of the Company must table the Financial Report, the Directors' Report (including the Remuneration Report) and the Auditor's Report for the year ended 31 December 2021.

These reports are set out in the 2021 Annual Report. Shareholders who elected to receive a printed copy of annual reports should have received the 2021 Annual Report with this Notice of Annual General Meeting. In accordance with section 314(1AA)(c) of the Corporations Act, you may access the 2021 Annual Report at the Company's website: www.syrahresources.com.au or via the Company's announcement platform on ASX. Except as set out in Resolution 1 (adoption of the Remuneration Report), no resolution is required on these reports.

Resolution 1 Adoption of Remuneration Report – Non-Binding Resolution

The Directors Report for the period ended 31 December 2021 contains a Remuneration Report which sets out in detail the Company's policy for determining remuneration for Directors and other members of the Company's Key Management Personnel. It includes information on the elements of remuneration that are performance based, the performance conditions that apply and the methodology used to assess the achievement of these performance conditions.

The Company's remuneration strategy is designed to provide a link between the achievement of the Company's strategic objectives and executive rewards. It is designed to reward, motivate and retain the Company's executive team through market competitive remuneration and benefits, to support the continued success of the Company's businesses and ultimately to create shareholder value.

Section 250R(2) of the Corporations Act requires that the Company put to shareholder vote a resolution to adopt the Remuneration Report. The vote is advisory only and does not bind the Directors or the Company. However, a reasonable opportunity for discussion of the Remuneration Report will be provided at the Meeting. The Board will take into account the discussion on this resolution and the outcome of the vote when considering the future remuneration arrangements of the Company.

Shareholders are asked to consider and adopt the Remuneration Report for the year ended 31 December 2021.

Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 1.

Voting intention

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 1.

Voting exclusions

The Company will disregard any votes cast on Resolution 1 by or on behalf of:

- (a) a person who is a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report for the year ended 31 December 2021 or a closely Related Party of such Key Management Personnel (regardless of the capacity in which the vote is cast); and*
- (b) as proxy by a person who is a member of the Key Management Personnel on the date of the Annual General Meeting or a Closely Related Party of such a member.*

However, the Company need not disregard a vote on this Resolution 1 if:

1. *it is cast as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or*
2. *it is cast by the Chairman for a person who is entitled to vote, and the Proxy Form does not specify the way the proxy is to vote on Resolution 1, provided that the Proxy Form includes an express authorisation for the Chairman to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of the Key Management Personnel.*

Resolution 2 Re-election of Lisa Bahash as a Director of the Company

Background

Ms Bahash was appointed as an independent Non-Executive Director in July 2018. Lisa has over 30 year's experience in the automotive OEM, Tier 1 supplier and aftermarket sectors. Her prior roles included Senior Vice President, Automotive and Transportation with Jabil Inc., one of the world's leading electronics manufacturing services company, and Group Vice President and General Manager of Johnson Control's Power Solutions business, one of the world's largest automotive battery manufacturers leading the OEM and technology strategies including advanced energy storage and Lithium-ion technologies.

Board recommendation

The Board (Ms Bahash abstaining) recommends that Shareholders vote in favour of Resolution 2.

Voting intention

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 2.

Resolution 3 Approval to grant 325,013 performance rights to Mr Shaun Verner (or his nominee) as a 2022 Long Term Incentive

Background

This resolution seeks Shareholder approval to grant 325,013 Performance Rights to Mr Shaun Verner (or his nominee) as his 2022 long term incentive on the terms described below and in accordance with the Company's Equity Incentive Plan (**EIP**), as well as approval for the issue of any Shares on vesting and exercise of those Performance Rights.

Performance Rights are proposed to be granted to Mr Verner (or his nominee) to further enhance the alignment of his interests with the interests of Shareholders.

It is proposed that Mr Verner (or his nominee) be granted 325,013 Performance Rights, which has been determined by dividing Mr Verner's maximum 2022 LTI opportunity, being A\$433,228 by the volume average weighted price (**VWAP**) of the Company's shares on the ASX for the 60 trading days (7/10/2021 – 31/12/2021 inclusive) prior to the commencement of the performance period on 1 January 2022 being A\$1.3330, noting that these numbers have been rounded.

As the Performance Rights will form part of Mr Verner's remuneration, they will be granted for no cash payment and there will be no amount payable by him on vesting and exercise.

Vesting is subject to satisfaction of Performance Hurdles (see further below).

The vested Performance Rights will be exercisable from the vesting date on 31 December 2024 until the date that is two years after the vesting date, being 31 December 2026, subject to the Company's securities trading policy. Each vested Performance Right entitles Mr Verner (or his nominee) to be issued one ordinary fully paid share in the Company, or equivalent cash payment, on vesting and exercise. Prior to vesting and exercise, Performance Rights do not entitle Mr Verner to any dividends or voting rights.

Under the terms of the grant, the Performance Rights will only vest upon a significant improvement in the market capitalisation of the Company compared to the performance of companies in the comparator

group detailed below. This will further align Mr Verner's interests with the interests of all Shareholders. It should be recognised that the achievement of these objectives will be to the benefit of all Shareholders, and the vesting of the Performance Rights can only occur if these benefits are realised.

Consistent with the desire to minimise cash expenditures, the Board believes that having regard to the Company's current cash position and in order to compensate Mr Verner in line with current market practices, Performance Rights provide an appropriate and meaningful form of remuneration that aligns with Shareholder interests.

Approval is being sought in this resolution in respect of the proposed grant of Performance Rights to Mr Verner (or his nominee) under the EIP as a component of his overall executive remuneration package as Managing Director & Chief Executive Officer of the Company.

Terms of the Performance Rights

A total of 325,013 Performance Rights will be granted to Mr Verner (or his nominee) under the EIP, subject to Shareholder approval. The vesting of the Performance Rights is contingent on the satisfaction of the Performance Hurdles outlined below over a three-year performance period commencing 1 January 2022 and expiring 31 December 2024.

1. LTI performance hurdles

The Performance Rights are subject to the satisfaction of two Performance Hurdles:

- (a) 50% of the Performance Rights vest based on the satisfaction of a relative total shareholder return (TSR) performance hurdle; and
- (b) 50% of the Performance Rights vest based on the absolute total shareholder return performance of the Company.

Details of the Performance Hurdles are set out below and otherwise in the Company's Remuneration Report.

(a) Relative TSR Performance Hurdle

The portion of the Performance Rights that are subject to the relative TSR performance hurdle will only be eligible to vest and become exercisable into Shares at the end of the performance period if the Company's TSR is at least equal to the median of the comparator group performance (**Relative TSR Performance Hurdle**). The entire annual allocation will vest if the Company's TSR is at the 75th percentile or higher than the comparator group performance. The percentage of Performance Rights subject to the Relative TSR Performance Hurdle that vest will be determined by reference to the following vesting schedule:

- 0% vesting if the Company's relative TSR performance is at or below the median performance of the comparator group;
- 50% to 100% vesting if the Company's relative TSR performance is between the median performance of the comparator group, but below the 75th percentile performance of the comparator group; and
- 100% vesting if the Company's relative TSR performance is at or above the 75th percentile performance of the comparator group.

There will be a straight line pro-rata vesting of Performance Rights where the Company's TSR performance is between the median and 75th percentile performance in accordance with the EIP.

The comparator group is the companies in the S&P/ASX300 Index (XKO) as at 1 January 2022, classified under the "Materials" industry under the GICS classification system, provided that it will not include any company that suffers an insolvency event, undertakes a material merger or acquisition or is delisted from the ASX during the performance period.

(b) Absolute TSR Performance Hurdle

The portion of Performance Rights subject to the absolute TSR Performance Hurdle will only vest and become exercisable into Shares at the end of the performance period if the Company's absolute TSR outcome is above the threshold performance TSR target, being 8.6% of the compound annualised growth rate, as set by the Board for the performance period (**Absolute TSR Performance Hurdle**).

The percentage of Performance Rights subject to the Absolute TSR Performance Hurdle that vest will be determined by reference to the following vesting schedule:

- 0% vesting if the Company's absolute TSR performance is at or below threshold performance;
- 50% to 100% vesting if the Company's absolute TSR performance is between threshold and maximum performance of 18.8% of the compound annualised growth rate; and
- 100% vesting if the Company's absolute TSR performance is at or above maximum performance.

There will be a straight-line pro-rata vesting of Performance Rights where the Company's absolute TSR performance is between threshold and maximum performance in accordance with the EIP.

2. Vesting and testing

The Performance Period will run from 1 January 2022 to 31 December 2024.

The Company's Remuneration, Nomination and Governance Committee will test performance against the Performance Hurdles to determine whether the Performance Rights are eligible to vest shortly after the end of the performance period.

If the Performance Hurdles are not satisfied on the Performance Date, the Performance Rights will lapse unless the Remuneration, Nomination and Governance Committee exercises its discretion to waive the Performance Hurdle in whole or in part.

There is no re-testing of the Performance Hurdles.

The number of Performance Rights which vest is determined by assessing the performance of the Company against the Relative TSR Performance Hurdle and Absolute TSR Performance Hurdle outlined above. The VWAP of the Shares in the 60 trading days prior to the end of the Performance Period (which ends 31 December 2024) compared to the VWAP of the Shares in the 60 trading days prior to the commencement of the Performance Period (which commenced on 1 January 2022, will be used in calculating TSR over the three year Performance Period. The calculation of absolute and relative TSR will incorporate capital returns as well as dividends notionally reinvested and is considered the most appropriate means of measuring the Company's performance.

3. Cessation of employment

Where Mr Verner ceases employment as a 'bad leaver' (which includes by resignation or dismissal for cause or poor performance), unvested Performance Rights will immediately lapse and any vested Performance Rights may be exercised within 60 days of ceasing employment if permitted by the Company's securities dealing policy, or within 60 days of restrictions ceasing to apply under the Company's securities dealing policy. Vested Performance Rights that are not exercised by this time will lapse.

In all other circumstances, a pro rata portion of unvested Performance Rights will remain on foot and will vest and become exercisable in the normal course subject to the original conditions, as though Mr Verner had not ceased employment. The remaining portion of unvested Performance Rights will lapse immediately. Any vested Performance Rights will remain on foot and may be exercised until the expiry date.

However, the Board retains discretion under the EIP to determine to treat any unvested Performance Rights other than in the manner set out above if the Board determines that the relevant circumstances warrant such treatment.

4. Change of control

If a corporate control event is likely to occur, the Board has a discretion to determine that that some or all of the Performance Rights vest and become exercisable or lapse. If a corporate control event occurs prior to the Board exercising its discretion, all unvested Performance Rights granted will automatically vest and become exercisable into Shares, irrespective of whether Performance Hurdles have been achieved and all vested but unexercised Performance Rights will lapse four months after the change of control event if not exercised.

5. Clawback

Under the EIP, the Board has broad "clawback" powers to determine that the Performance Rights lapse or any Shares allocated on vesting are forfeited in certain circumstances, including for example in the

case of a breach of duties to a Group company or fraud or misconduct.

6. Restrictions on dealing

Mr Verner (or his nominee) may not deal with, or enter into any arrangement for the purpose of hedging, Performance Rights prior to vesting and exercise.

Legal Requirements – ASX Listing Rule 10.14

ASX Listing Rule 10.14 requires that the Company not permit a Director or their Associates or a person whose relationship with the Company or the Director or their Associates is such that, in ASX's opinion, the acquisition should be approved by its shareholders, to acquire securities under an "employee incentive scheme" without Shareholder approval (unless an exception applies). The issue of Performance Rights to Mr Verner (or his nominee) falls within ASX Listing Rule 10.14.1 (and/or, to the extent any Performance Rights are issued to his nominee, ASX Listing Rule 10.14.2), and the Board is therefore seeking Shareholder approval to grant Performance Rights to Mr Verner (or his nominee) on the terms set out above and under the EIP.

The EIP constitutes an "employee incentive scheme" under the ASX Listing Rules.

If this resolution is passed, the Company will be able to proceed with the issue of the Performance Rights to Mr Verner (or his nominee).

If this resolution is not passed, the Company will not be able to proceed with the issue of the Performance Rights to Mr Verner (or his nominee).

Disclosures for the purposes of ASX Listing Rules 10.14 and 10.15

The following disclosures are made for the purposes of ASX Listing Rules 10.14 and 10.15:

- (a) the person is Mr Shaun Verner (or his nominee);
- (b) approval for Mr Verner is sought under ASX Listing Rule 10.14.1, being a Director of the Company (and/or, to the extent any Performance Rights are issued to his nominee, under ASX Listing Rule 10.14.2, being an Associate of a Director of the Company);
- (c) the maximum number of Performance Rights to be granted is 325,013. Performance Rights are proposed to be issued to further enhance the alignment of Mr Verner's interests with the interests of Shareholders and as part of his remuneration package (see above);
- (d) Mr Verner's current fixed remuneration package is equal to A\$577,638 per annum. In addition Mr Verner's maximum STI's and LTI's are 75% of his total fixed remuneration package, which is equal to a maximum total current remuneration package of A\$433,228 per annum;
- (e) the total number of securities previously issued to Mr Verner under the EIP are 5,551,177 Performance Rights at nil acquisition price and 593,756 fully paid ordinary shares issued from a range from \$0.432 to \$1.29 per Share;
- (f) a summary of the material terms of the Performance Rights is included above. The Performance Rights will have a three-year performance period from 1 January 2022 to 31 December 2024. The total value the entity attributes to these securities is A\$433,228. Subject to the satisfaction of the vesting and exercise conditions described above, Mr Verner (or his nominee) will receive one Share in the Company for each Performance Right exercised;
- (g) the entity will issue the Performance Rights on or around 30 May 2022;
- (h) the Performance Rights will be granted to Mr Verner (or his nominee) at nil issue price;
- (i) a summary of the material terms of the EIP can be found in Annexure 1 to this Notice of Meeting.
- (j) no loan will be made by the Company in relation to the grant of Performance Rights to Mr Verner (or his nominee);
- (k) details of any Performance Rights issued under the EIP will be published in each Annual Report of the Company relating to a period in which the Performance Rights have been issued in addition to a statement that the securities were issued under ASX Listing Rule 10.14;
- (l) any additional persons referred to in Listing Rule 10.14 who become entitled to participate in the EIP after this Resolution is approved and who were not named in this Notice of Meeting will not participate until approval is obtained under Listing Rule 10.14;

- (m) if approval is given under ASX Listing Rule 10.14, approval will not be sought under ASX Listing Rule 7.1; and
- (n) a voting exclusion statement is included below.

Termination Benefits approval – section 200B and s200E Corporations Act

Sections 200B and 200E of the Corporations Act prohibit the Company from giving a benefit to a person who holds (or has held in the previous three years) a managerial or executive office with the Company or its subsidiaries, if that benefit is given in connection with that person's retirement from office and is in excess of that person's average annual base salary over the relevant period, unless the benefit is approved by Shareholders or an exemption applies.

Approval is therefore sought under section 200E of the Corporations Act to allow for the Board to determine to accelerate vesting of some or all of Mr Verner's (or his nominee's) unvested Performance Rights in the event Mr Verner ceases employment in 'good leaver' circumstances being cessation other than due to resignation or dismissal for cause or poor performance and for the benefit not to be a termination benefit for the purposes of the Corporations Act. Where Mr Verner ceases as a 'bad leaver' (which includes by resignation or dismissal for poor performance), all unvested Performance Rights will lapse, unless the Board determines otherwise.

If Shareholder approval is obtained, the value of the approved benefits will be disregarded when calculating Mr Verner's termination benefits cap for the purpose of subsection 200F(2)(b) or subsection 200G(1)(c) of the Corporations Act. The approval will be effective from the date the resolution is passed until the conclusion of the 2025 Annual General Meeting (that is, for a period of approximately three years).

The value of any benefit relating to the Performance Rights given in connection with Mr Verner ceasing to hold managerial or executive office cannot presently be ascertained. However, matters, events and circumstances that will, or are likely to, affect the calculation of that value are:

- the number of Performance Rights held by Mr Verner (or his nominee) prior to cessation of his employment;
- the date when, and circumstances in which, Mr Verner ceases employment;
- whether performance hurdles are waived or (if not waived) met, and the number of Performance Rights that vest (which could be all of the Performance Rights held by Mr Verner (or his nominee)); and
- the market price of the Company's shares on ASX on the date Shares are provided to Mr Verner (or his nominee) upon vesting of the Performance Rights.

Board recommendation

The Board (Mr Verner abstaining) recommends that Shareholders vote in favour of Resolution 4.

Voting intention

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 4.

Voting exclusions

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- (a) Mr Shaun Verner and any of his Associates, regardless of the capacity in which the votes are cast;*
- (b) as a proxy, any person who is a member of Key Management Personnel on the date of the Annual General Meeting or a Closely Related Party of such a member,*

However, this does not apply to a vote cast in favour of Resolution 3 by:

- (c) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or*

- (d) *the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the “chair to vote on the resolution as the chair decides; or*
- (e) *a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided that the following conditions are met:*
- a. *the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and*
 - b. *the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.*

Furthermore, a vote must not be cast as proxy on Resolution 3 by a member of the Key Management Personnel (as defined by the Corporations Act) or a closely related party of Key Management Personnel.

However, a person described above (a “Restricted Voter”) may cast a vote on Resolution 3 as a proxy if:

- a. *The Restricted Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or*
- b. *The Chairman is the Restricted Voter and the written appointment of the Chairman as proxy does not specify the way the proxy is to vote on the Resolution or expressly authorises the Chairman to exercise the proxy even though the Resolution is or are connected with the remuneration of a member of the Key Management Personnel.*

Resolution 4 Approval to issue 111,287 fully paid ordinary shares to Mr Shaun Verner (or his nominee) as part of his 2021 Short Term Incentive

The Company’s Managing Director and Chief Executive Officer, Mr Shaun Verner, is entitled to receive a Short Term Incentive (STI) award of up to 75% of his total fixed remuneration for his 2021 STI grant.

As disclosed in the 2021 Remuneration Report, the Board awarded Mr Verner 85.5% of his STI opportunity for the year ending 31 December 2021, being A\$317,419, which is to be satisfied by the issue of Shares to the value of A\$158,710 and the payment of cash of A\$158,709, subject to Shareholder approval. The issue of Shares will assist to conserve the Company’s cash position and facilitate a greater level of executive shareholding in the Company, which the Board considers will further align their interests with Shareholders.

ASX Listing Rule 10.14 requires that the Company obtain Shareholder approval prior to the issue of equity securities to a Director of the Company under an “employee incentive scheme”. As Mr Verner is a Director of the Company, Shareholder approval is sought to issue him (or his nominee) 111,287 Shares under the EIP.

The number of Shares to be issued was calculated by dividing the dollar value of Mr Verner’s 2021 STI grant (being A\$158,710) by the allocation price of A\$1.426 per Share, being the 5-day VWAP of the Company’s shares ending on 17 February 2022. This is the same allocation price used for all share-based 2021 STI grants to other executives.

The Shares issued to Mr Verner (or his nominee) will rank equally in all respects with other Shares on issue at that time.

Restrictions on dealing

Mr Verner will be free to deal with the Shares issued to him, subject to the requirements of the Company’s securities trading policy.

Other terms

The Board has broad discretion to forfeit or clawback some or all of the Shares in certain circumstances, including for example in the case of fraud, dishonesty or gross misconduct.

In the event that Shareholder do not approve this resolution, the value of Mr Verner's 2021 STI grant proposed to be paid in shares, being A\$158,710, will be paid in cash rather than Shares.

Legal Requirements – ASX Listing Rule 10.14

ASX Listing Rule 10.14 requires that the Company not permit a Director or their Associates or a person whose relationship with the Company or the Director or their Associates is such that, in ASX's opinion, the acquisition should be approved by its shareholders, to acquire securities under an "employee incentive scheme" without Shareholder approval (unless an exception applies). The issue of Shares to Mr Verner (or his nominee) falls within ASX Listing Rule 10.14.1 (and/or, to the extent any Shares are issued to his nominee, ASX Listing Rule 10.14.2), and the Board is therefore seeking Shareholder approval to issue Shares to Mr Verner (or his nominee) on the terms set out above and under the EIP.

The STI grant under the Equity Incentive Plan constitutes an "employee incentive scheme" under the ASX Listing Rules.

If this resolution is passed, the Company will be able to proceed with the issue of the Shares to Mr Verner (or his nominee).

If this resolution is not passed, the Company will not be able to proceed with the issue of the Shares to Mr Verner (or his nominee), and the value of Mr Verner's 2021 STI grant proposed to be paid in shares, being A\$158,710, will be paid in cash.

Disclosures for the purposes of ASX Listing Rules 10.14 and 10.15

The following disclosures are made for the purposes of ASX Listing Rules 10.14 and 10.15:

- (a) the person is Mr Shaun Verner (or his nominee);
- (b) approval for Mr Verner is sought under ASX Listing Rule 10.14.1, being a Director of the Company (and/or, to the extent any Shares are issued to his nominee, under ASX Listing Rule 10.14.2, being an Associate of a Director of the Company);
- (c) the maximum number of Shares to be granted is 111,287;
- (d) Mr Verner's current fixed remuneration package amounts to A\$577,638, and his 2021 fixed remuneration package amounted to A\$492,750 per annum which was used to calculate his STI shares to be issued if this resolution is passed. In addition, Mr Verner's maximum STI's and LTI's are 75% of his total fixed remuneration package, which is equal to a maximum total current remuneration package of A\$1,444,095 per annum;
- (e) the total number of securities previously issued to Mr Verner under the EIP are 5,551,177 Performance Rights at nil acquisition price and 593,756 fully paid ordinary shares issued from a range from \$0.432 to \$1.29 per Share;
- (f) the Company will issue the Shares on or around 30 May 2022;
- (g) the Shares will be granted to Mr Verner (or his nominee) at a deemed issue price of A\$1.426 per Share;
- (h) a summary of the material terms of the EIP can be found in Annexure 1 to this Notice of Meeting.
- (i) no loan will be made by the Company in relation to the grant of shares to Mr Verner (or his nominee);
- (j) details of any Shares issued under the EIP will be published in each Annual Report of the Company relating to a period in which the Shares have been issued in addition to a statement that the securities were issued under ASX Listing Rule 10.14;
- (k) any additional persons referred to in Listing Rule 10.14 who become entitled to participate in the EIP after this Resolution is approved and who were not named in this Notice of Meeting will not participate until approval is obtained under Listing Rule 10.14;
- (l) if approval is given under ASX Listing Rule 10.14, approval will not be sought under ASX Listing Rule 7.1; and

(m) a voting exclusion statement is included below.

Board recommendation

The Board (Mr Verner abstaining) recommends that Shareholders vote in favour of this resolution.

Voting intention

The Chairman of the Meeting intends to vote undirected proxies in favour of this resolution.

Voting exclusions

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- (a) Mr Shaun Verner and any of his Associates, regardless of the capacity in which the votes are cast;*
- (b) as a proxy, any person who is a member of Key Management Personnel on the date of the Annual General Meeting or a Closely Related Party of such a member,*

However, this does not apply to a vote cast in favour of Resolution 4 by:

- (c) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or*
- (d) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or*
- (e) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided that the following conditions are met:*
 - a. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and*
 - b. the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.*

Furthermore, a vote must not be cast as proxy on Resolution 4 by a member of the Key Management Personnel (as defined by the Corporations Act) or a closely related party of Key Management Personnel.

However, a person described above (a "Restricted Voter") may cast a vote on Resolution 4 as a proxy if:

- a. The Restricted Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or*
- b. The Chairman is the Restricted Voter and the written appointment of the Chairman as proxy does not specify the way the proxy is to vote on the Resolution or expressly authorises the Chairman to exercise the proxy even though the Resolution is or are connected with the remuneration of a member of the Key Management Personnel.*

Resolution 5 Ratification of Prior Issue of 84,459,460 Fully Paid Ordinary Shares

Background

The Company is seeking shareholder approval pursuant to ASX Listing Rule 7.4 to ratify the issue on 17 February 2022 of 84,459,460 fully paid ordinary shares (**Shares**), at an issue price of \$1.48 per share, to institutional investors.

The Shares were issued without shareholder approval from the Company's 15% placement capacity pursuant to ASX Listing Rule 7.1. Syrah was also granted a standard waiver from Listing Rule 7.1 to the extent necessary to permit Syrah to calculate the number of shares that it may issue under the placement without shareholder approval on the basis that variable 'A' of the formula in Listing Rule 7.1 is deemed to include the number of shares that may be issued under the Entitlement Offer (subject to certain customary conditions).

ASX Listing Rules

ASX Listing Rules 7.1 allows the Company to issue new securities up to 15% of the existing capital of the Company in any 12-month period without the prior approval of Shareholders, unless one of the exceptions in ASX Listing Rule 7.2 applies. The issue of the Shares was within the Company's available placement capacity under ASX Listing Rule 7.1, and the waiver from Listing Rule 7.1 granted by ASX.

Under ASX Listing Rule 7.4 an issue of securities will be treated as having been made with the approval of shareholders for the purposes of ASX Listing Rule 7.1 if the issue did not breach ASX Listing Rule 7.1 at the time and shareholders subsequently approve it. The issue of the Shares did not breach ASX Listing Rule 7.1 and the Company now seeks Shareholder ratification of the issue pursuant to ASX Listing Rule 7.4 so as to refresh its capacity to make further issues without shareholder approval under Listing Rule 7.1

If this resolution is approved, the prior issue of 84,459,460 Shares may be treated by the Company as having been made with Shareholder approval under ASX Listing Rule 7.1. The Company will therefore have the flexibility, if required, to issue additional equity securities without the 84,459,460 Shares counting towards the 15% threshold for the purposes of ASX Listing Rule 7.1.

If this resolution is not approved, the prior issue of 84,459,460 Shares will not be treated by the Company as having been made with Shareholder approval under ASX Listing Rule 7.1. The Company will therefore have 84,459,460 Shares remaining as issued from its 15% facility for the purposes of ASX Listing Rule 7.1. This will limit the Company's placement capacity under the Listing Rule 7.1.

ASX Listing Rule 7.5 requires that the following information be provided to Shareholders for the purpose of obtaining Shareholder approval pursuant to ASX Listing Rule 7.4:

- (a) the Shares were issued to clients of Merrill Lynch Equities (Australia) Limited who are institutional investors and also substantial shareholders of the Company, AustralianSuper Pty Ltd and Bruce N Gray.
- (b) the number and class of securities issued was 84,459,460 fully paid ordinary shares in the Company.
- (c) The Shares were issued on 17 February 2022.
- (d) The Shares were issued at a price of \$1.48 per Share.
- (e) The funds raised from the issue of the Shares will be used to fund the remaining US\$165m of estimated installed capital costs of the Vidalia Initial Expansion, Vidalia qualification facility operations & upgrades, BFS study, product development & equipment trials, transaction costs of the Offer, & working capital.

Board Recommendation

The Board recommends that shareholders vote in favour of this Resolution to ratify the prior issue of 84,459,460 Shares as described above. The Chairman of the meeting intends to vote undirected proxies in favour of this resolution.

Voting exclusions

The Company will disregard any votes cast in favour of this resolution by or on behalf of any person who participated in the relevant issue of securities or any associates of that person or those persons.

However, this does not apply to a vote cast in favour of the resolution by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way;*
- or*

(b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- a. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and*
- b. the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.*

Resolution 6 Renewal of the proportional takeover provisions in the constitution of the Company

Background

The Company's Constitution currently contains provisions dealing with proportional takeover bids for the Company's Shares. The provisions, which are contained in Rule 14 of the Constitution, are designed to assist Shareholders to receive proper value for their shares if a proportional takeover bid is made for the Company.

Under the Corporations Act, these provisions must be renewed every three years, or they will cease to have effect. The Constitution (and the proportional takeover provisions in Rule 14) was approved by Shareholders on 26 May 2016, and the proportional takeover provisions in Rule 14 were renewed on 24 May 2019. If renewed again at this year's AGM, the proposed proportional takeover provisions will be in exactly the same terms as the existing provisions and will have effect for a three-year period commencing on the date of the Meeting.

The Corporations Act requires that the following information be provided to Shareholders when they are considering the inclusion of proportional takeover provisions in a constitution.

Effect of the provisions to be included

A proportional takeover bid is one where an offer is made to each shareholder for a proportion of that shareholder's shares. If the proportional takeover provisions in the Constitution are renewed and a proportional takeover bid is made after the date of the Meeting, the Directors must hold a meeting of the Shareholders of the class of Shares being bid for to consider whether or not to approve the bid. The Directors must ensure that a resolution to approve the bid is voted on at least 14 days before the last day of the bid period. The resolution will be passed if more than 50 per cent of eligible votes are cast in favour of the approval. The bidder and its associates are not allowed to vote on the resolution.

If no such resolution is voted on by the above deadline, a resolution approving the bid is taken to have been passed. If a resolution to approve the bid is rejected, binding acceptances are required to be rescinded, and all unaccepted offers and offers failing to result in binding contracts are taken to have been withdrawn. If the bid is approved or taken to have been approved, the transfers resulting from the bid may be registered provided they comply with other provisions of the Corporations Act and the Company's Constitution.

The proportional takeover provisions do not apply to full takeover bids and will only apply for three years after the Meeting, unless again renewed by Shareholders.

Reasons for proposing the resolution

The Directors consider that Shareholders should have the opportunity to vote on any proportional takeover bid for the Company. Without the proportional takeover provisions being included in the Constitution, a proportional takeover bid for the Company may enable control of the Company to be acquired without Shareholders having the opportunity to sell all of their shares to the bidder.

Shareholders may therefore be at risk of passing control to the bidder without payment of an adequate control premium for all their shares whilst leaving themselves as part of a minority interest in the Company.

The proportional takeover approval provisions lessen these risks because they allow Shareholders to decide whether a proportional takeover bid is acceptable and should be permitted to proceed. The benefit of the provision is that Shareholders are able to decide collectively whether the proportional offer is acceptable in principle and it may ensure that any partial offer is appropriately priced.

No knowledge of present acquisitions proposals

As at the date of this notice, no Director of the Company is aware of a proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

Potential advantages and disadvantages for the Directors and shareholders of the Company

The renewal of the proportional takeover provisions will enable the Directors to formally ascertain the views of Shareholders in respect of a proportional takeover bid. Without such provisions, the Directors are dependent upon their perception of the interests and views of Shareholders. Other than this advantage, the Directors consider that the renewal of the proportional takeover provisions has no potential advantages or potential disadvantages for them as they remain free to make a recommendation on whether a proportional takeover offer should be approved.

The potential advantages of the proportional takeover provisions for Shareholders of the Company are:

- all Shareholders are given the opportunity to consider and vote upon a proportional takeover bid;
- Shareholders have the right to determine by majority vote whether a proportional takeover bid should proceed;
- the provisions may assist Shareholders to avoid being locked in as a minority;
- increase in Shareholders' bargaining power which may assist in ensuring that any proportional takeover bid is adequately priced; and
- knowing the view of the majority of Shareholders assists each individual Shareholder in assessing the likely outcome of the proportional takeover bid and whether to accept or reject an offer under the bid.

The potential disadvantages of the proportional takeover provisions for Shareholders include:

- the likelihood of a proportional takeover bid being successful may be reduced and the provisions may discourage the making of a proportional takeover bids in respect of the Company;
- the provisions may reduce the opportunities which Shareholders may have to sell all or some of their Shares at a premium to persons seeking control of the Company and may reduce any takeover speculation element in the Company's share price; and
- the provisions may be considered an additional restriction on the ability of individual Shareholders to deal freely in their Shares.

The Board considers that the potential advantages for members of the proportional takeover approval provisions outweigh the potential disadvantages.

Board Recommendation

The Board recommends that shareholders vote in favour of this resolution.

Voting exclusions

No voting exclusion applies to this resolution.

PROXY AND VOTING INSTRUCTIONS

1. Certain categories of persons (including Directors and the Chairman) are prohibited from voting on resolutions relating to the remuneration of Key Management Personnel, including as a proxy, in some circumstances. If you are appointing a proxy, to ensure that your vote counts, please read the voting exclusion and the instructions on the Proxy Form carefully.
2. In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Board has determined that persons who are registered holders of shares in the Company as at 7.00pm (AEST) on Wednesday 18 May 2022 will be entitled to attend and vote at the Meeting as a Shareholder. Share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.
3. The details of the Resolutions contained in the Explanatory Memorandum accompanying this Notice should be read together with, and form part of, this Notice.
4. On a poll, ordinary Shareholders have one vote for every Share held.
5. A Shareholder entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the Shareholder's voting rights. If the Shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes. A proxy need not be a Shareholder.
6. A proxy may be either an individual or a body corporate. If you wish to appoint a body corporate as your proxy, you must specify on the Proxy Form:
 - the full name of the body corporate appointed as proxy; and
 - the full name or title of the individual representative of the body corporate to attend the Meeting.
7. If you appoint the Chairman as your proxy and do not provide a direction on how to vote, the Chairman may vote as he or she sees fit (subject to any voting exclusions that apply). The Chairman intends to vote all available proxies in favour of each of the Resolutions proposed in this Notice. If you do not mark a box next to Resolutions 1, 3, and 4 then by completing and submitting the Proxy Form, you will be expressly authorising the Chairman to vote as they see fit in respect of Resolutions 1, 3, and 4 even though they are connected with the remuneration of the Company's KMP.
8. Voting exclusions apply to Resolutions 1, 3, 4 and 5. Unless the Chairman of the meeting is your proxy, members of the Company's KMP (which includes each of the Directors) will not be able to vote as proxy on Resolutions 1, 3, and 4 unless you direct them how to vote. In addition, Mr Verner's associates will not be able to vote your proxy on Resolutions 1, 3, and 4. In addition, any person who subscribed to the shares issued by the Company on 17 February 2022, will not be able to vote your proxy on Resolution 5, including the associates of those persons, unless you direct them how to vote. If you intend to appoint such a person as your proxy, you should read the voting exclusions carefully and ensure that you direct them how to vote on Resolutions 1, 3, 4 and 5 by marking either "For", "Against" or "Abstain" on the Proxy Form.
9. Proxy Forms must be signed by a Shareholder or the Shareholder's attorney or, if a corporation, executed under seal or in accordance with section 127 of the Corporations Act, or signed by an authorised officer or agent.
10. A Proxy Form is attached. If required, the Proxy Form should be completed and signed (and if the appointment is signed by the appointer's attorney, the original authority under which the appointment was signed or a certified copy of the authority). Proxy forms must be returned to Computershare Investor Services Pty Limited in accordance with the instructions set out in the Proxy Form by no later than 10:00am (AEST) on Wednesday, 18 May 2022. You may lodge your proxy form:
 - electronically via www.investorvote.com.au; for intermediary online subscribers only (custodians) – please visit www.intermediaryonline.com
 - by hand delivery to Computershare Investor Services Pty Ltd, 452 Johnston Street, Abbotsford, Victoria 3067;
 - by post to Computershare Investor Services Pty Ltd, GPO Box 242, Melbourne, Victoria 3001; or
 - by fax to 1800 783 447 (within Australia), or +61 3 9473 2555 (outside Australia).

GLOSSARY

The following terms have the following meanings in this Explanatory Memorandum:

“**\$**” means Australian Dollars;

“**AEST**” means Australian Eastern Standard Time;

“**Annual Report**” means the Directors’ Report, the Financial Report, and Auditor’s Report, in respect of the year ended 31 December 2021;

“**ASIC**” means the Australian Securities and Investments Commission;

“**Associate**” or “**associate**” has the meaning given to it in the Listing Rules;

“**ASX**” means ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange, as the context requires;

“**Auditor’s Report**” means the auditor’s report on the Financial Report, in respect of the year ended 31 December 2021;

“**Board**” means the Directors acting as the Board of Directors of the Company;

“**Chairman**” means the person appointed to chair the Meeting of the Company convened by the Notice;

“**Closely Related Party**” has the meaning given in section 9 of the Corporations Act;

“**Company**” or “**Syrah**” means Syrah Resources Limited ABN 77 125 242 284;

“**Constitution**” means the constitution of the Company as at the date of the Meeting;

“**Corporations Act**” means the *Corporations Act 2001* (Cth);

“**Director**” means a Director of the Company;

“**Directors’ Report**” means the annual directors’ report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities, in respect of the year ended 31 December 2021;

“**Equity Incentive Plan**” or “**EIP**” means the Equity Incentive Plan which was established and approved by shareholders at the Annual General Meeting on 17 May 2018, and refreshed at the Annual General Meeting on 21 May 2021, and which applies to all shares, performance rights and options offered from 21 May 2021 onwards;

“**Equity Security**” has the same meaning as in the Listing Rules;

“**Explanatory Memorandum**” means the explanatory memorandum which forms part of the Notice;

“**Financial Report**” means the financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities, in respect of the year ended 31 December 2021;

“**Group**” means the Company and its subsidiaries;

“**KMP** or **Key Management Personnel**” means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise);

“**Listing Rules**” or “**ASX Listing Rules**” means the Listing Rules of the ASX;

“**Meeting**” the Annual General Meeting of Shareholders of the Company referred to in the introductory paragraph of the Notice;

“**Notice**” means the Notice of Meeting accompanying this Explanatory Memorandum;

“**Performance Date**” means the final day of the Performance Period;

“**Performance Rights**” means the performance rights issued pursuant to, and in accordance with the terms of, the Equity Incentive Plan;

“**Performance Hurdles**” has the meaning given to it in the Explanatory Memorandum;

“**Proxy Form**” means the proxy form attached to the Notice;

“**Remuneration and Nomination Committee**” means the Remuneration and Nomination Committee of the Company;

“**Remuneration Report**” means the remuneration report, which forms part of the Directors’ Report and which is set out in the Annual Report;

“**Resolution**” means a resolution referred to in the Notice;

“**Section**” means a section of the Explanatory Memorandum;

“**Share**” means a fully paid ordinary share in the capital of the Company;

“**Shareholder**” means a holder of one or more Shares;

“**Trading Day**” means a day determined by ASX to be a trading day in accordance with the Listing Rules; and

“**VWAP**” means the volume weighted average price of the shares in the Company.

Annexure 1

Material Terms of Equity Incentive Plan

Offers under the Equity Incentive Plan and eligibility

Under the Equity Incentive Plan or **EIP**, the Board may invite eligible employees (being an employee of the Group (including a Director employed in an executive capacity)) or any other person who is declared by the Board to be eligible to receive a grant of incentive securities under the EIP) to participate in a grant of incentive securities, which may comprise restricted shares, performance rights and/or options (**Incentive Securities**) and/or Shares. Offers will be made to eligible employees on the terms set out in the EIP and on any additional terms as the Board determines.

Vesting and exercise

Restricted shares, options and/or performance rights granted under the EIP will vest, and in the case of options, become exercisable, where any performance condition and any other relevant conditions advised to the participant by the Board have been satisfied.

On vesting of a performance right or following the exercise of an option (as the case may be), the Board will allocate the number of Shares in respect of which the performance rights have vested, or the options have been exercised. Any Shares issued under the EIP will rank equally in all respects with other Shares on issue at that time (except as regards any rights attaching to such Shares by reference to a record date prior to the date of their issue).

Cessation of employment

Where a participant ceases to be an employee of the Group, the Board may determine (in its absolute discretion) that some or all of a participant's Incentive Securities lapse, vest, are forfeited, are exercisable for a prescribed period (if applicable), or are no longer subject to some of the restrictions that previously applied. Alternatively, the Board may specify in any offer to the participant how the participant's Incentive Securities are to be treated on cessation of employment.

Change of control

In the event of a takeover bid, transaction, event or state of affairs that, in the Board's opinion, is likely to result in a change of control of the Company, the Board may, in its absolute discretion, determine that all or a specified number of a participant's Incentive Securities vest or cease to be subject to restrictions (as applicable).

In the event of an actual change in the control of the Company then, unless the Board determines otherwise, a pro rata portion of all unvested Incentive Securities will immediately vest or cease to be subject to restrictions (as applicable) based on the portion of the vesting period that has elapsed.

Alternatively, the Board may specify in any offer to the participant how the participant's Incentive Securities are to be treated on a change of control of the Company.

Corporate actions/reconstructions

In accordance with the terms of the EIP, prior to the allocation of shares to a participant upon vesting of performance rights or exercise of options (as the case may be), the Board may make any adjustments it considers appropriate to the terms of a performance right and/or option granted to a participant in order to minimise or eliminate any material advantage or disadvantage to a participant resulting from a corporate action or capital reconstruction.

Dealings in Incentive Securities

Subject to the Company's Securities Trading Policy, any dealing in respect of an Incentive Security is prohibited unless the Board determines otherwise or the dealing is required by law.

Clawback

If, in the opinion of the Board, a participant's Incentive Securities vest or may vest as a result of the fraud, dishonesty or breach of duties or obligations of any other person, the Board may determine that Incentive Securities held on behalf of the participant will lapse or be forfeited, and/or that the participant must pay or repay as a debt proceeds from shares allocated to the participant under the EIP.

Administration of the EIP

The EIP is administered by the Board which has the power to determine appropriate procedures for administration of the EIP including to implement an employee share trust for the purposes of delivering and holding shares on behalf of participants upon the grant or exercise of Incentive Securities (as applicable), and may delegate their power arising under the EIP.



SYRAH RESOURCES

ABN 77 125 242 284



SYR

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AEST) on Wednesday, 18 May 2022.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Syrah Resources Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Syrah Resources Limited to be held at Level 14, Auditorium + Business Lounge, 385 Bourke Street, Melbourne, VIC 3000 on Friday, 20 May 2022 at 10:00am (AEST) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1, 3 and 4 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 3 and 4 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1, 3 and 4 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Lisa Bahash as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval to grant 325,013 Performance Rights to Mr Shaun Verner (or his nominee) as a 2022 Long Term Incentive	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval to issue 111,287 fully paid Ordinary Shares to Mr Shaun Verner (or his nominee) as part of his 2021 Short Term Incentive	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Ratification of Prior Issue of 84,459,460 Fully Paid Ordinary Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Renewal of the proportional takeover provisions in the constitution of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

SYR

2 8 7 1 3 4 A



Computershare

