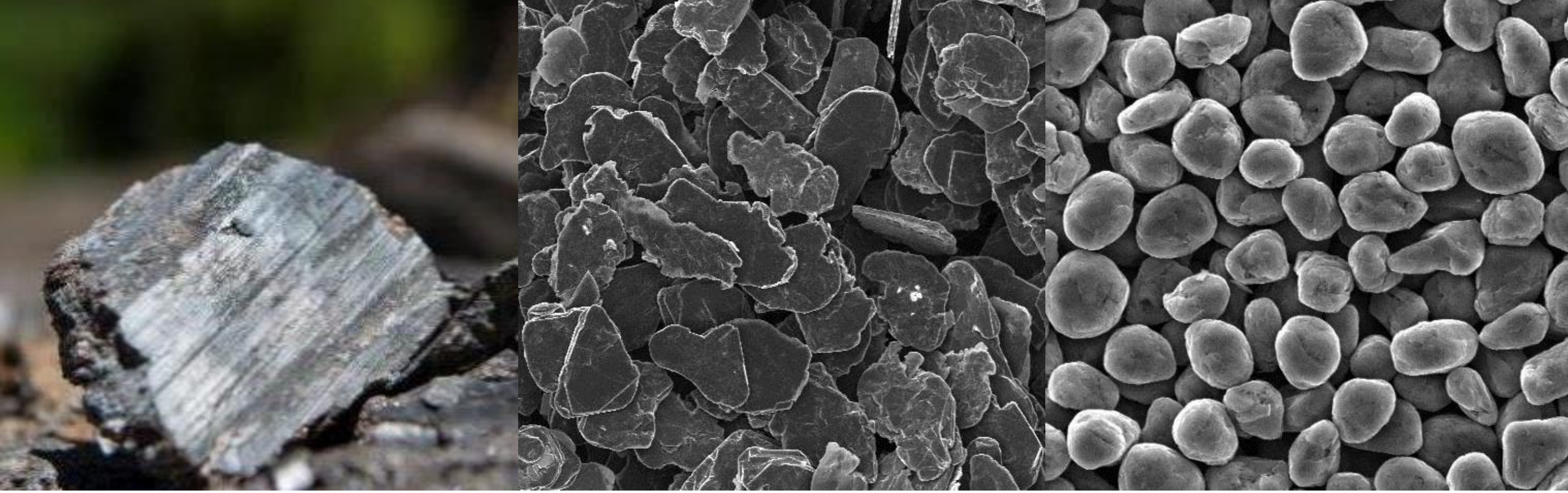

Equity Capital Raising Presentation

September 2017

SYRAH RESOURCES

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Company update

Balama Graphite Project update	- Currently on track for first production in late October 2017 - First ore through primary crushing circuit achieved during September 2017 - Commissioning underway and progressing to plan(1) - Total estimated project development capital cost of US$205m, subject to successful commissioning of all plant items(2) - Negotiation of a Mining Agreement has been finalised with the Ministry of Mineral Resources and Energy in Mozambique - Mining Agreement will now be gazetted, signed and then presented to the Administrative Court in Mozambique for sanctioning, after which it will become binding and enforceable
Battery Anode Material (BAM) Strategy update	- Ongoing engagement with potential customers and technology / commercial assessment has identified optimisation opportunity for qualification plant - Planned milling and purification capacity of 10kt per annum(3) - Targeting production of Battery Anode Material (BAM) during Q2 2018, initial focus on BAM product qualification - Targeting commercial scale production and sales of BAM and other value added products during Q4 2018
Syrah's funding requirement	- As of 31 August 2017, Syrah's total estimated funding requirements were US$162m, consisting of: - US$31m to complete the construction of the Balama Project - US$70m to fund the Balama Project working capital requirements and production ramp up costs to positive cashflows - US$40m to fund the commercial acceleration of Syrah's BAM strategy(4) - US$21m to fund Syrah's corporate, general and administrative costs - As of 31 August 2017, Syrah's cash balance was US$77m - As of 31 August 2017, Syrah's implied net funding requirements was US$85m(5)
Proposed equity raising	- Syrah's Board has decided that equity is the preferred source of funding at this time following an extensive review of potential debt financing options, having regard to the cost of debt funding and preference to maintain overall flexibility in progressing Syrah's strategic plan - Syrah announces a fully underwritten equity raising to raise net proceeds of A$106m (US$85m)(6) to meet the Company's net funding requirements

(1) Syrah note however that commissioning is an inherently uncertain process and that potential exists for changes to schedule due to unforeseen events.
(2) Refer to page 16 for summary of progress on plant commissioning.
(3) Initially planned milling and purification capacity of 10kt per annum. Option to expand milling capacity to 16kt per annum.
(4) US$40m of cash on hand post this equity capital raising will be used for construction of a BAM production facility with planned milling and purification capacity of 10kt per annum in Louisiana and ongoing Syrah BAM product research testing and development in partnership with Cadenza Innovation.
(5) Syrah's total funding requirement as of 31 August 2017 (US$162m less Syrah's cash balance of US$77m as of 31 August 2017).
(6) A$ proceeds converted into US$ based on the AUD/USD exchange rate of 0.80 as of 15 September 2017.

SYRAH RESOURCES

Offer Details

Offer overview

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Offer size and structure	- Equity raising of approximately A$110 million via:
	    - 1 for 10.5 fully underwritten pro-rata accelerated non-renounceable Entitlement Offer at A$3.38 per New Share to raise approximately A$85 million before costs; and
	    - A$25 million fully underwritten placement to certain eligible institutional investors at A$3.38 per New Share
	- Approximately 33 million New Shares to be issued (equivalent to approximately 12.3% of currently issued ordinary shares)

Offer price	- A$3.38 per New Share, representing a discount of:
	    - 10.2% to TERP(1), being A$3.76 per share; and
	    - 11.1% to the closing price of Syrah's shares on 18 September 2017, being A$3.80 per share

Entitlement Offer	- Eligible institutional shareholders will be invited to take up their entitlements in an accelerated Institutional Offer - Eligible retail shareholders in Australia and New Zealand will be sent the offer materials and can take up their entitlements in a separate Retail Offer

Use of proceeds	The proceeds of the Offer will be used to fund:
	    - Working capital requirements and costs associated with the ramp up of production of the Balama Graphite Project to positive cashflows;
	    - Project development and other costs associated with the commercial acceleration of the Syrah's Battery Anode Material (BAM) strategy; and
	    - Other corporate, general and administrative costs

Ranking	- New shares will have the same ranking as existing shares
Underwriting	- The Offer is fully underwritten

(1) TERP is the theoretical price at which New Shares should trade immediately after the ex-date for the Entitlement Offer. TERP is a theoretical calculation only and the actual price at which New Shares trade immediately after the ex-date for the Entitlement Offer will depend on many factors and may not equal TERP. TERP is calculated by reference to Syrah's closing price of A$3.80 on Monday, 18 September 2017 and does not include the impact of the Placement.

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Sources and uses of proceeds

Sources	US\$m(1)	A\$m
Syrah cash at bank at 31 August 2017	77	96
Net proceeds of Offer	85	106
Total Sources	**162**	**202**

Estimated uses	US\$m(1)	A\$m
Balama Project development(2)	31	39
Balama Project working capital and production ramp up costs(2)	70	87
Total Balama Project Costs	**101**	**126**
Battery Anode Material (BAM) commercial acceleration	40	50
Corporate, general and administrative costs	21	26
Total Uses	**162**	**202**

- The proceeds of the Offer will be predominantly used to fund working capital and costs associated with the ramp up of production of the Balama Graphite Project to positive cashflows, project development and other costs associated with the commercial acceleration of Syrah's BAM strategy as well as corporate, general and administrative costs
- Syrah's Board has decided that equity is the preferred source of funding at this time following an extensive review of potential debt financing options, having regard to:
  - Cost of debt funding;
  - Potential restrictions proposed by debt financiers on Syrah's operations and progressing Syrah's strategic plan;
  - Restrictions on use and timing of funds that would have applied in connection with such financing; and
  - Benefit in remaining flexible and unencumbered to progress quickly as possible to meet continuing growth in Electric Vehicles (EVs) and batteries
- Syrah will continue to assess its debt funding options in the future as it ramps up production of the Balama Graphite Project and further develops its BAM strategy

(1) Currency converted at an AUD/USD exchange rate of 0.80 as of 15 September 2017. The net proceeds of the Offer are expected to be converted into US\$ upon receipt (representing the underlying currency in which the majority of the expenditure will be incurred).
(2) Amounts are inclusive of Value Added Taxes (VAT) in Mozambique.

SYRAH RESOURCES

Offer timetable

Event	Date
Trading Halt and Announcement of Capital Raising	Tuesday, 19 September 2017 (Pre-market open)
Placement and Institutional Entitlement Offer Opens	Tuesday, 19 September 2017
Placement and Institutional Entitlement Offer Closes	Wednesday, 20 September 2017
Trading Halt lifted and Shares recommence trading	Thursday, 21 September 2017
Record Date under Entitlement Offer	Thursday, 21 September 2017, 7.00PM
Retail Entitlement Offer opens and Retail Offer Booklet and Application and Entitlement Forms despatched to Eligible Retail Shareholders	Monday, 25 September 2017
Settlement of New Shares issued under the Placement and Institutional Entitlement Offer	Thursday, 28 September 2017
Allotment and commencement of trading of New Shares issued under the Placement and Institutional Entitlement Offer	Friday, 29 September 2017
Retail Entitlement Offer closes	Thursday, 5 October 2017, 5.00PM
Notification of any Shortfall of Retail Entitlement Offer	Tuesday, 10 October 2017
Settlement of New Shares issued under the Retail Entitlement Offer	Thursday, 12 October 2017
Allotment of New Shares under Retail Entitlement Offer	Friday, 13 October 2017
Commencement of trading of New Shares issued under Retail Entitlement Offer	Monday, 16 October 2017
Holdings statements sent to Retail Shareholders	Tuesday, 17 October 2017

Note: Timetable is indicative only. All times refer to the time in Sydney, Australia and subject to change.

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Investment highlights

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First mover advantage	- Balama is expected to be the largest natural graphite mine globally as measured by annual flake concentrate production from 2018 - Syrah is the only listed company with a major graphite project currently under construction - Expected to commence production in late October 2017[(1)]
Tier 1 asset	- Long life asset, with over 50 years of mine life[(2)] and 350kt per year of graphite concentrate production capability - Targeting first quartile cash cost within the first year of production[(3)] - High grade concentrate provides a competitive differentiator relative to current industry standards - Scale of resource provides Syrah optionality to substantially expand production in the future
Exposure to high growth markets	- Graphite a key component of lithium-ion batteries used in electric vehicles and energy storage, both rapidly growing markets - Balama graphite product mix and specifications are suited for use in these markets
Value accretive BAM strategy	- Opportunity to capture additional cash margin and establish core position in the battery supply chain through value-added processing - Balama's scale, quality and low production costs are key competitive advantage enablers in the delivery of this strategy
Strong global customer base	- Sales agreements signed with traditional and battery market customers for both flake concentrate and BAM in key geographic markets

(1) Currently on track for first production in late October 2017, subject to successful commissioning of all plant items, refer to page 16 for summary of progress on plant commissioning.
(2) Life of mine based on current 114.5Mt graphite ore reserves being depleted at 2Mt of mill throughput per annum.
(3) 12 month period commencing August 2017.

Balama Graphite Project Overview

Balama Graphite Project – a Tier 1 asset

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Reserves and Resources	- Reserves[(1)]: 114.5Mt at 16.6% Total Graphitic Carbon (TGC) - 18.9Mt of contained graphite - Resources[(1)]: 1,191Mt at 11.0% TGC - 128.5Mt of contained graphite
Mining	- Simple, open pit mining operation with extremely low stripping ratio
Processing method	- Conventional process that includes crushing, grinding, flotation, filtration, drying, screening and bagging
Processing plant capacity	- 2 million tonnes ore per annum
Product	- 95% to >98%[(2)] TGC concentrate to be produced across a range of flake sizes
Transport and Distribution	- Distribution and logistics contract awarded to JSE listed Grindrod Limited and expected to have a lower operating cost than the Balama Feasibility Study estimate of US$125.70 per product tonne[(3)]
Production	- Production capability of 350kt of graphite concentrate per year - Expected year 1 production of 140kt to 160kt[(4)] - Ramp up profile to be optimised to meet market demand over time[(5)]
Cash operating cost	- Targeting a cash operating cost[(6)] of <US$400 per tonne in the first year[(4)]; expected to reduce to <US$300 per tonne as the plant is optimised and ramps up to full capacity
Life of mine	- Over 50 years[(7)]
Option value	- Balama's large reserve and resource allows for potential plant expansion (flake or fines circuit), representing a low capital intensity option to meet incremental future graphite demand - Vanadium, a by-product which is liberated during the graphite production process, could potentially be refined into a saleable product (V_2O_5)[(8)]

(1) Refer to ASX announcements dated 29 May 2015, 29 November 2016 and page 31.
(2) Dependent upon operating attrition cells. Refer to ASX announcements dated 29 September 2016 and 26 October 2016.
(3) Refer to ASX announcements dated 24 April 2017 and 29 May 2015.
(4) 12 month period commencing August 2017.
(5) Estimated global demand to support between 250kt and 300kt of production in year 2.
(6) Free on Board (FOB), Port of Nacala, excluding government royalties and taxes.
(7) Life of mine based on current 114.5Mt graphite ore reserves being depleted at 2Mt of mill throughput per annum.
(8) Scoping study on potential to refine vanadium as per the ASX announcement dated 30 July 2014.

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Syrah's Balama deposit has the largest defined graphite reserve and is the only major listed graphite project in construction

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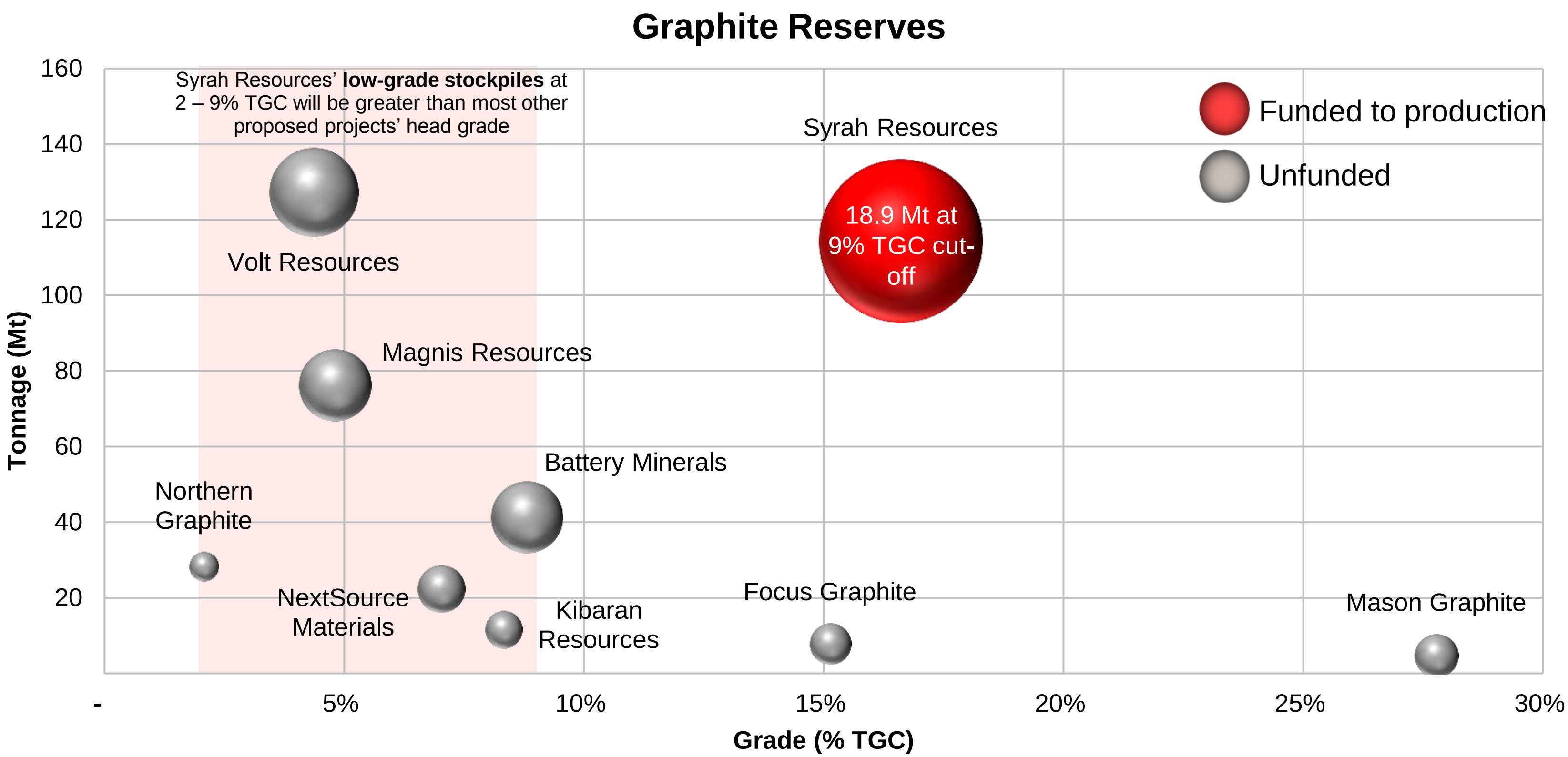

Source: Company filings.

Notes: Selected ASX and TSX listed graphite projects only and excludes Chinese producers. TGC = Total graphitic carbon.
Bubble size is representative of latest reported contained graphite reserves.
Cut-off grade for Northern Graphite (Ontario, Canada) is 0.96% TGC.
Cut-off grade for Volt Resources (Tanzania) is 1.29% to 1.76% TGC.
Cut-off grade for Magnis Resources (Tanzania) that aims for a 98% Cg concentrate grade at a production level of 240ktpa from a 5Mtpa concentrator.
Cut-off grade for NextSource Materials (Madagascar) is 4.5% TGC.
Cut-off grade for Battery Minerals (Mozambique) is 4% TGC.
Cut-off grade for Kibaran Resources (Tanzania) is 5% TGC.
Cut-off grade for Focus Graphite (Quebec, Canada) is 3.1% TGC.
Cut-off grade for Mason Graphite (Quebec, Canada) is 6% TGC.

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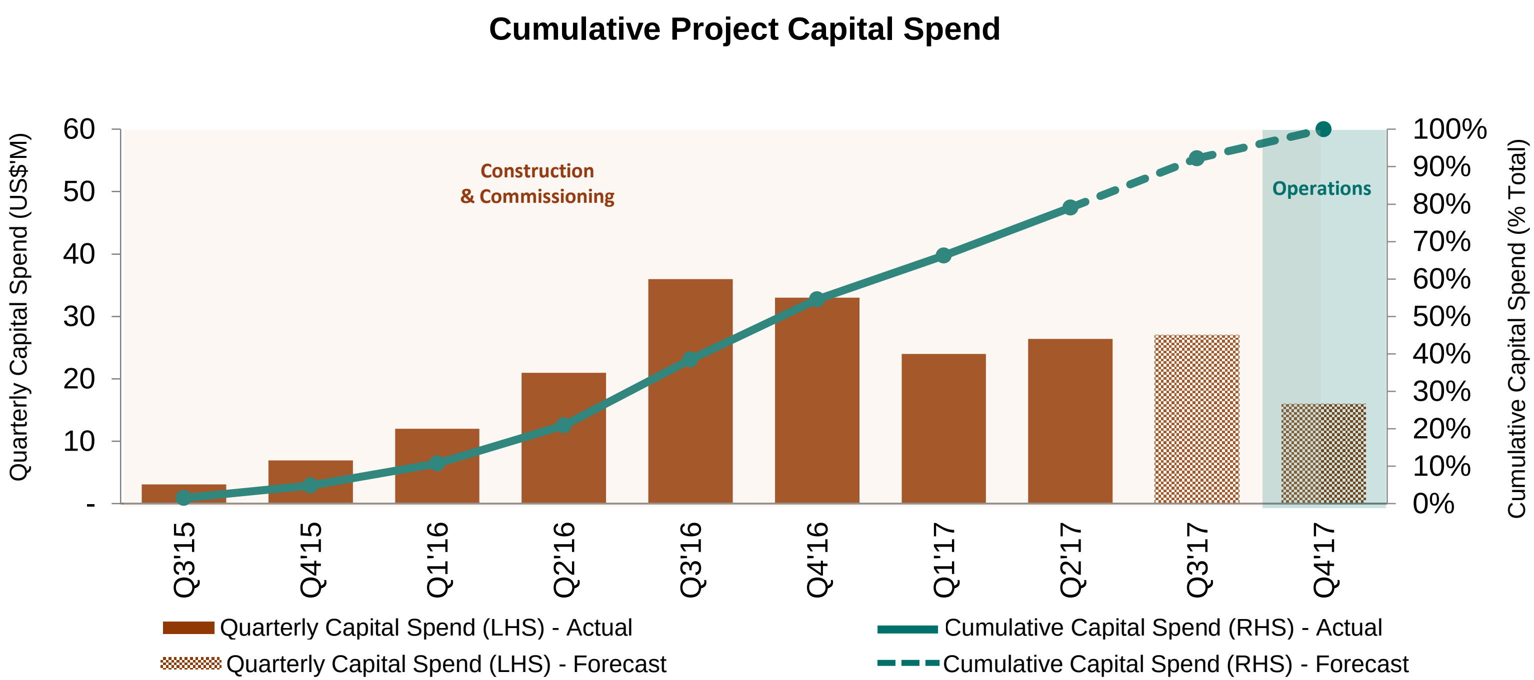
Balama Graphite Project is significantly de-risked, with construction nearing completion

- Project construction is materially complete and plant commissioning currently underway
- Currently on track for first production in late October 2017 and total project development capital cost of US$205m, subject to successful commissioning of all plant items as per current schedule[(1)]
- Remaining works for completion of project construction primarily relate to piping, electrical and instrumentation installation
- Construction completion and commissioning progressing concurrently



Note: "LHS" means Left Hand Side with reference to the chart y-axis. "RHS" means Right Hand Side with reference to the chart y-axis.
(1) Refer to page 16 for a summary of progress on plant commissioning.

SYRAH RESOURCES

Project construction and commissioning update

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- Commissioning underway
- First ore through primary crushing circuit achieved during September 2017
- First production forecast for late October 2017 (flake graphite) and November 2017 (fines graphite)(1)

Crushing & Milling	- Mechanical construction complete - Piping, electrical and equipment installation complete - Dry commissioning complete - Ore commissioning commenced
Flotation	- All major mechanical construction complete - Piping, electrical and equipment installation nearing completion - Dry/Wet commissioning to commence shortly
Filtering & Drying	- All major mechanical construction complete - Piping, electrical and equipment installation nearing completion - Dry commissioning to commence shortly
Screening & Bagging	- All major mechanical construction complete - Piping, electrical and equipment installation nearing completion - Dry commissioning to commence shortly

Mining	- Balama West pit developed, ore on ROM pad and mine production is available for commissioning and production ramp-up
Tailings Storage	- Cell 1A complete and provides sufficient tailings capacity for Year 1 of production(2) - Cell 1B under construction and will be complete before it is required
Power & Water	- Power station fully commissioned and operational - Water pipeline construction expected to be completed in October 2017 - Raw and process water pond construction complete and operational
Support	- Fully functional support infrastructure in place including: fuel storage; site administration; main product storage building; fixed plant and mobile fleet workshops; laboratory; reagents warehouse; medical centre; site accommodation; and canteen.

(1) Syrah note however that commissioning is an inherently uncertain process and that potential exists for changes to schedule due to unforeseen events.
(2) 12 month period commencing August 2017.

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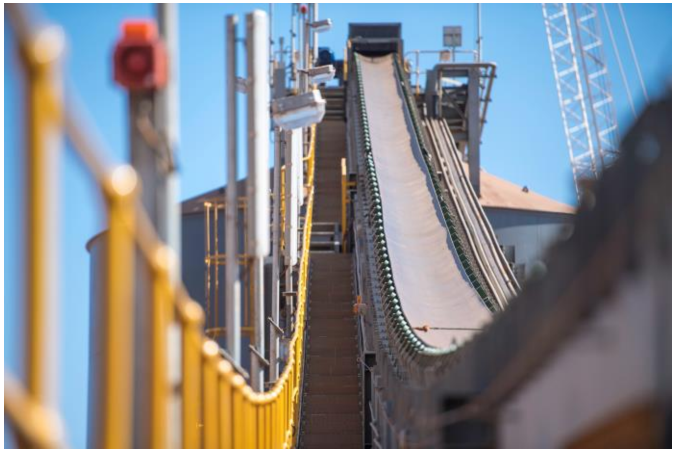
Project construction and commissioning update (cont.)



Clockwise from top left: Primary crusher; Flotation; Ore bin conveyer; Power station.

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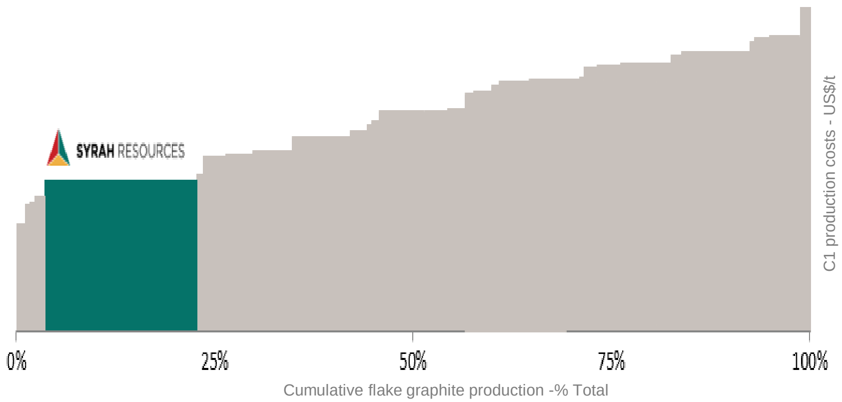
Syrah expects to be a first quartile cash cost producer

Flake Graphite Cost Curve(1)



Syrah's Flake Graphite Product Mix

Product	Proportion of SYR Production(5)	Target Market
- 100 Fines	68%	Battery & Traditional(6)
+100 Medium	12%	
+80 Large	12%	Traditional
+50 Jumbo	8%	

Syrah expects to be in the first quartile of the global cost curve

- Cash operating cost(2) target of <US$400 per tonne in Year 1(3) with expected later progression to <US$300 per tonne as the processing plant is optimised and ramps up to full capacity

Syrah expects to be the largest producer in the world

- Production capability of 350kt of graphite concentrate per year
- Expected year 1 production of 140kt to 160kt(3)
- Ramp up profile to be optimised to meet market demand over time(4)

Ready for the battery market

- Product mix provides opportunity to benefit from higher priced coarse flake and high volume potential from the fast growing battery market

Reasonable ramp up assumptions

- Sufficient working capital allocated to support the ramp up of production under a range of reasonable operating (costs and volume) and market (volume and price) scenarios (including downside scenarios)

(1) Cost curve has been developed by Syrah Resources and includes current operating graphite mines that accounted for ~95% of global production in 2016. Syrah Resources shown based on 150kt production and cash operating costs of US$400/t. Cost curve is not adjusted for variations in TGC.
(2) Free on Board (FOB), Port of Nacala, excluding government royalties and taxes.
(3) 12 month period commencing August 2017.
(4) Estimated global demand to support between 250kt and 300kt of production in year 2.
(5) Product split as per the May 2015 Feasibility Study (refer to ASX announcement dated 29 May 2015).
(6) "Traditional" markets include refractories, crucibles, moulds, castings, expandable, brakes, flame retardants, nuclear reactors, pencils, lubricants and paints.

Balama – Mining Agreement

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Mining Agreement approved	- Negotiation of a Mining Agreement has been finalised with the Ministry of Mineral Resources and Energy of the Republic of Mozambique following its approval at the Council of Ministers weekly ordinary session meeting held on 29 August 2017 - The main legal terms of the Mining Agreement will now be gazetted and the Agreement then signed by Twigg(1) and the Minister of Mineral Resources and Energy (on behalf of the Government of the Republic of Mozambique). It will then be presented to the Administrative Court in Mozambique for sanctioning, after which it will become binding and enforceable

Key commercial terms	- Mining Agreement covers the mining of both graphite and vanadium and will be valid until 2038
	- The mining rights for the Balama Project will be grandfathered under the provisions of the Mining and Taxation Laws in force in 2013 when the Mining Concession was issued
	- Fiscal Regime:
	    - 3% production tax (ie sales royalty) payable quarterly based on the value of sales product(2)
	    - 32% corporate tax rate, assessed annually with three advance payments on account (based on 80% of the prior year corporate income tax liability) due in May, July and September of the respective tax year
	- Application of Mega Projects Law:
	    - 5% non-diluting free carried equity interest in Twigg(1) to be made available to a Mozambique Government entity
	    - One off obligation to offer at market value up to 10% of the equity of Twigg(1) to investors on the Mozambique stock exchange within 5 years from the commencement of commercial production
	    - Sharing of extraordinary direct benefits where the Balama Project generates annually, for three consecutive years, after-tax free cashflows exceeding 2.54 times the cumulative historic capital employed on the Project with half of any benefit above the baseline return shared with the Mozambique Government and the other half retained by the Company for investment in Mozambique

Other terms	- Commitment to spend US$15 million over the term of the Mining Concession (due to expire on 6 December 2038) on community development initiatives, with US$4 million to be spent in the first 5 years from signing the Community Development Agreement (signed on 6 June 2017) - Commitment to progressively increase the percentage of Mozambican nationals employed by the project over a 5 year period. Over 85% of current workforce are Mozambican citizens which exceeds the local employment obligations under the Mining Agreement - Commitment to give preference to Mozambique enterprises for all construction, supply or service contracts, and to also give preference to the purchase of goods and materials available in Mozambique, in each subject to such enterprises, goods or materials meeting certain standards including comparable international quality standards, competitive prices, sufficient quantities and comparable delivery schedules and performance guarantees - The Mining Agreement provides legal protection of the acquired rights for the Balama Project over the term of the Agreement - Washington DC is the venue for hearing in the event of unresolved disputes requiring International Arbitration

(1) Twigg refers to Twigg Exploration and Mining Limitada, Syrah's wholly owned subsidiary and holder of the Balama Graphite Project in Mozambique.

(2) Calculated as the FOB Mozambique price less any impurity discount and transport and handling from the mine to the first of the point of sale or port of export.

SYRAH RESOURCES

As the battery market grows Syrah will seek to balance its sales book towards the battery market

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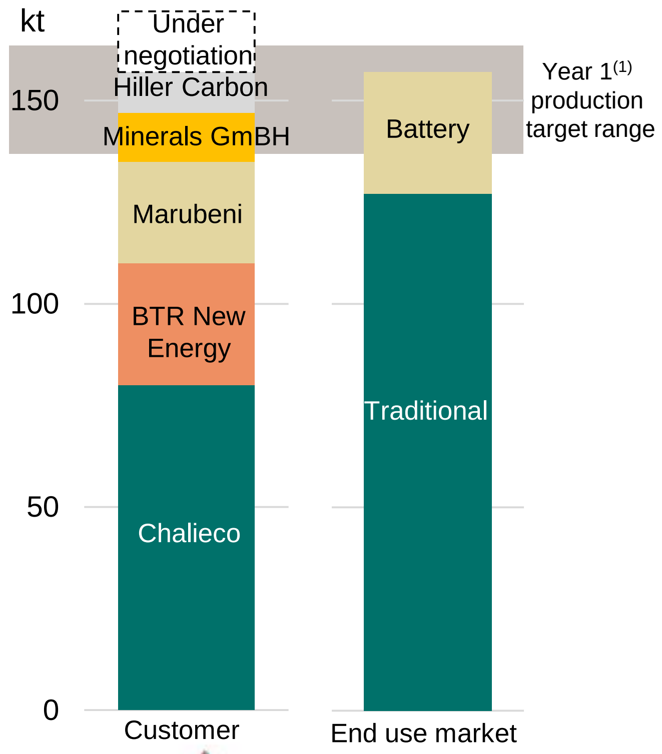
Existing contractual arrangements provide sufficient flexibility to cover Year 1 production(1)

Customer	Territory	Product	Volume per Annum(2)	Term of Contract	Sector
BTR New Energy Materials	China	Flake graphite	30,000	1 year	Battery
Chalieco	China	Flake graphite	80,000	3 years	Traditional
Marubeni	Japan & Korea	Flake graphite	25,000 to 30,000	5 years	Traditional
Hiller Carbon	North America	Recarburiser	10,000 to 50,000	5 years	Traditional
Minerals GmBH	Europe	Flake graphite	12,000 to 25,000	5 years	Traditional
Syrah is currently negotiating several additional sales agreements in both the traditional and battery sectors					

Flake Graphite Sales Book – Year 1(1,2)



(1) 12 month period commencing August 2017.
(2) The relevant contracts are subject to certain conditions precedent and other terms as described in the 'counterparty risk' on page 35.

SYRAH RESOURCES

Battery Anode Material (BAM)

- *Strategy*
- *Commercialisation of Qualification Plant*

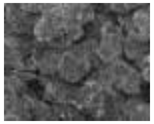
Lithium-ion battery supply chain

- Opportunity for Syrah to capture additional margin in the battery value chain through BAM production

Balama Flake Graphite Production

1 Flake Graphite Ore

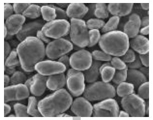
2 Graphite Concentrate



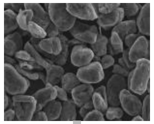
BAM Production(1)

3 Milling

4 Purifying(2)



5 Coating



6 Anode

7 Battery

8 Applications

(1) Plant in Louisiana will initially have 10kt per annum of milling and purification capability with optionality to later add coating capability.
(2) Purifying can be achieved chemically or thermally. Plan for Syrah BAM plant to be capable of chemical purification.

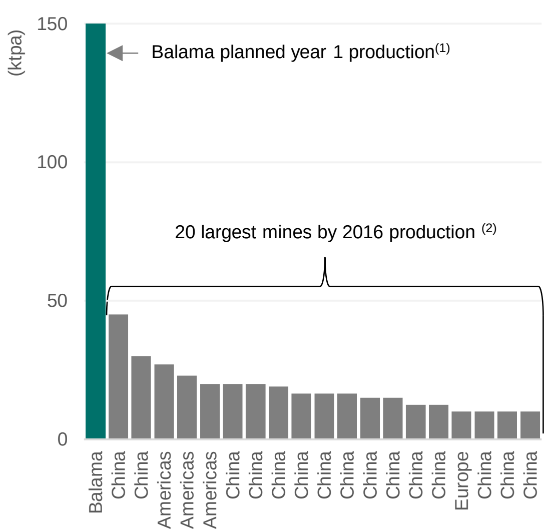
SYRAH RESOURCES

Scale, quality and production cost are expected to enable Syrah's BAM strategy and establish a first mover advantage

Battery Anode Material: competitive advantage enablers

1 Unprecedented capacity

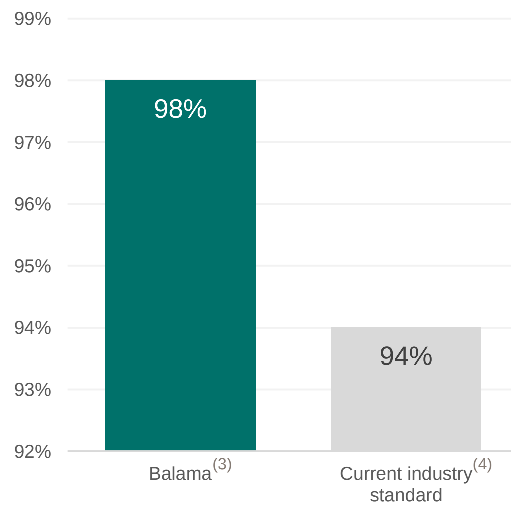
Annual Production



Balama provides long term supply of graphite to the BAM facility

2 High grade concentrate

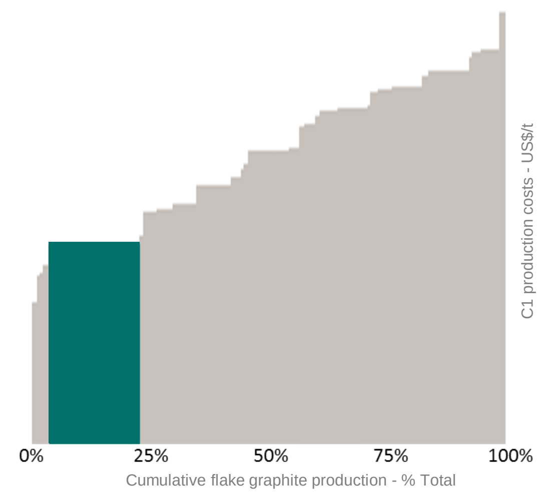
Concentrate grade



Balama provides the BAM facility with high grade input material

3 Low cost

Flake Graphite Cost Curve(5)



Balama provides significant advantage as a low cost source of material

- Syrah plans to be an early mover into expanding battery production markets
- Syrah has natural advantage extended by its scale, product quality and production costs

(1) 150kt taken as the mid-point of planned year 1 production of 140kt to 160kt of flake graphite concentrate production.
(2) Source: Roskill.
(3) Dependent upon operating attrition cells. Refer to ASX announcements dated 29 September 2016 and 26 October 2016.
(4) Source: Asian Metals.
(5) Cost curve has been developed by Syrah Resources and includes current operating graphite mines that accounted for ~95% of global production in 2016. Syrah Resources shown based on 150kt production and cash operating costs of US$400/t. Cost curve is not adjusted for variations in TGC.

SYRAH RESOURCES

Syrah is pursuing a BAM strategy to establish a first mover advantage & maximise value

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Market

Outlook for new demand from electric vehicles is strong

1. **Electric Vehicles**
   In 2016, electric car sales were 750,000. 40% annual growth from 2015[1]
2. **Energy Storage**
   Used to integrate renewable energy into grid systems
3. **Consumer Electronics**
   Continued use of light weight and portable electronic devices
4. **Other Markets**
   Steel and other traditional markets remain key to providing baseload of demand

Strategy

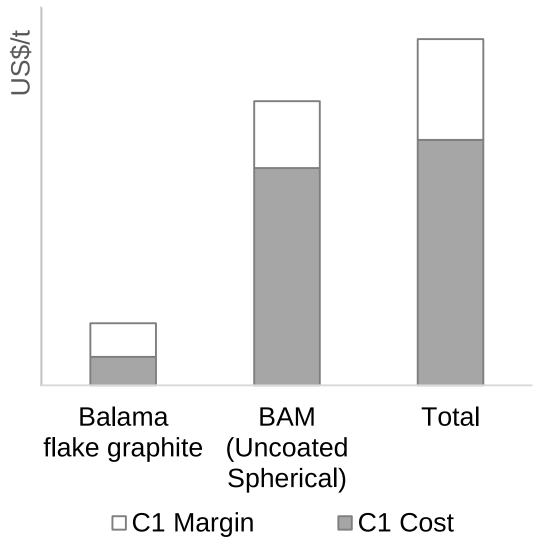
Develop BAM that optimises value, products and positioning

- ✔ **High quality and large volume**
- ✔ **Testing and development** to optimise product
- ✔ **Higher $ margins** than concentrate
- ✔ **Early mover** into expanding battery production regions
- ✔ Become the **base-load of supply**

Value

Higher margins increase our value proposition

Potential C1 Margin Capture[2]



(1) International Energy Agency: Global EV Outlook 2017.
(2) Analysis assumes:
- C1 cash operating costs (FOB Nacala, excluding government royalties and taxes) of US$300/t. Based on expectation that Balama Graphite Project C1 cash operating costs will reduce to <US$300 per tonne as the plant is optimised and ramps up to full capacity.
- Balama flake graphite sale price of US$657/t FOB Nacala. Based on Benchmark Minerals Intelligence data (CIF Europe). Prices are for flake graphite 95% Total Graphitic Carbon (TGC%) weighted for Syrah product size mix as per the May 2015 Feasibility Study (refer to ASX announcement dated 29 May 2015).
- BAM (Uncoated spherical) C1 cash cost of US$2,300/t based on Syrah's market inquires.
- BAM (Uncoated spherical, 99.95% C, 15 micron, FOB China) sale price of US$3,008/t based on the average monthly mid-prices for the 12 month period of May-16 to Apr-17 as quoted by Benchmark Minerals Intelligence.

SYRAH RESOURCES

BAM project

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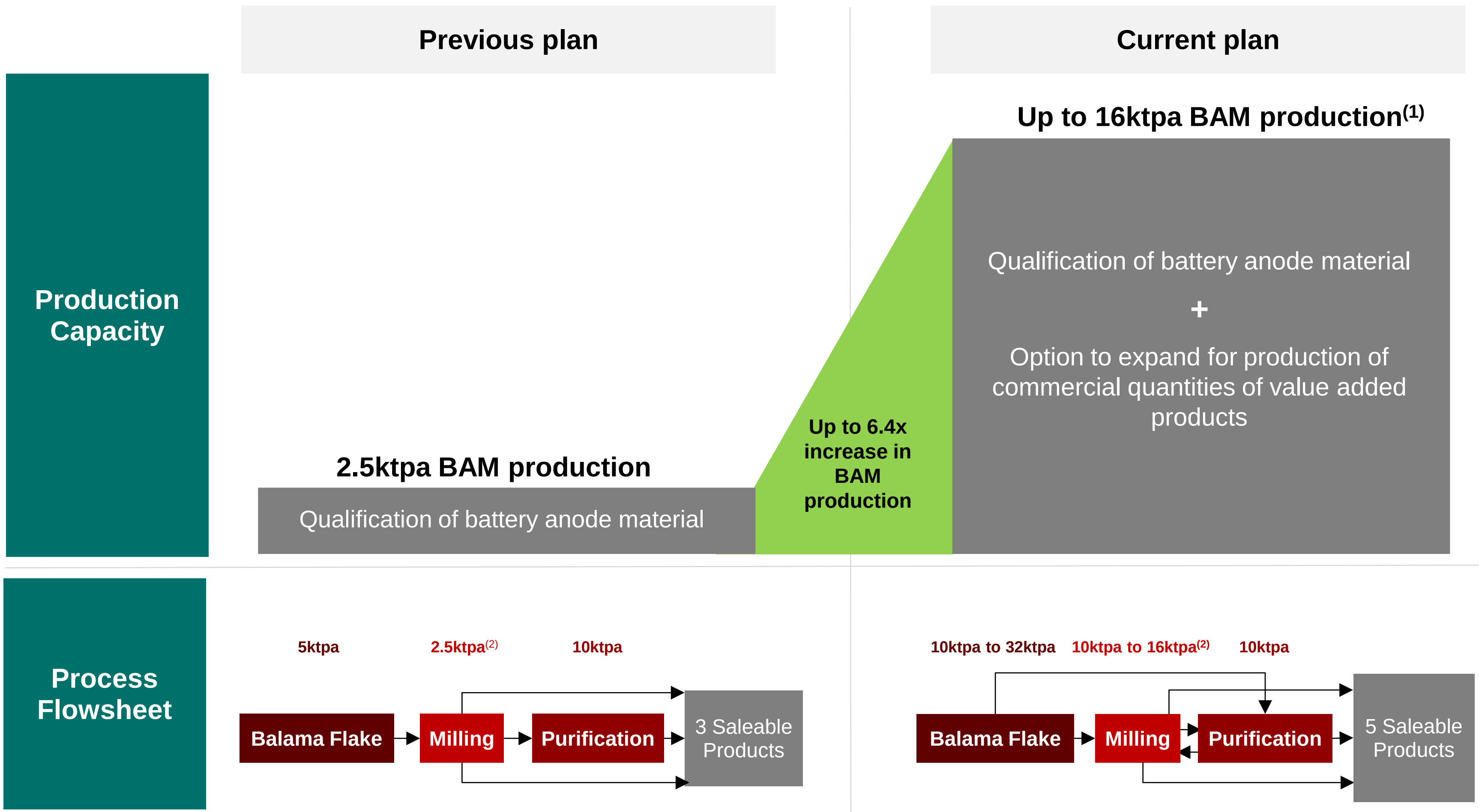
Feedstock	- High purity flake graphite concentrate from Balama (-100 mesh size material)
Processing capacity and product mix	- Planned milling and purification capacity of 10kt per annum(1) - Optionality to produce variety of saleable material to diversify customer and sales base
Location	- Louisiana provides easily available access to primary processing consumables and low cost power - Strategically located to service the fast growing United States lithium-ion battery industry, with sea freight access to export markets
Funding and Timing	- US$40m of cash on hand post this equity capital raising will be used for construction of a BAM production facility in Louisiana and ongoing Syrah BAM product research testing and development in partnership with Cadenza Innovation (described further below) - Targeting production of BAM during Q2 2018, initial focus on BAM product qualification - Targeting commercial scale production and sales of value added products during Q4 2018
Research and development	- Testing and development agreement with Cadenza Innovation to benchmark the electrochemical properties of Syrah BAM and to develop a product range that is optimised based on Syrah BAM electrochemical properties

Sales and marketing agreements(2)	- Sales and marketing agreements announced to date:
	    - Marubeni Sales Agreement for 50kt per annum of uncoated spherical graphite to Japan and Korea over 5 years
	    - Morgan Hairong Sales Agreement for 2kt per annum of uncoated spherical graphite to China over 3 years
	    - Morgan Hairong Marketing Agreement for 7kt per annum of uncoated spherical graphite to China over 3 years
	- Other negotiations are ongoing with potential battery market participants

(1) Initially planned milling and purification capacity of 10kt per annum. Option to expand milling capacity to 16kt per annum.
(2) The relevant contracts are subject to certain conditions precedent and other terms as described in the 'counterparty risk' on page 35.

SYRAH RESOURCES

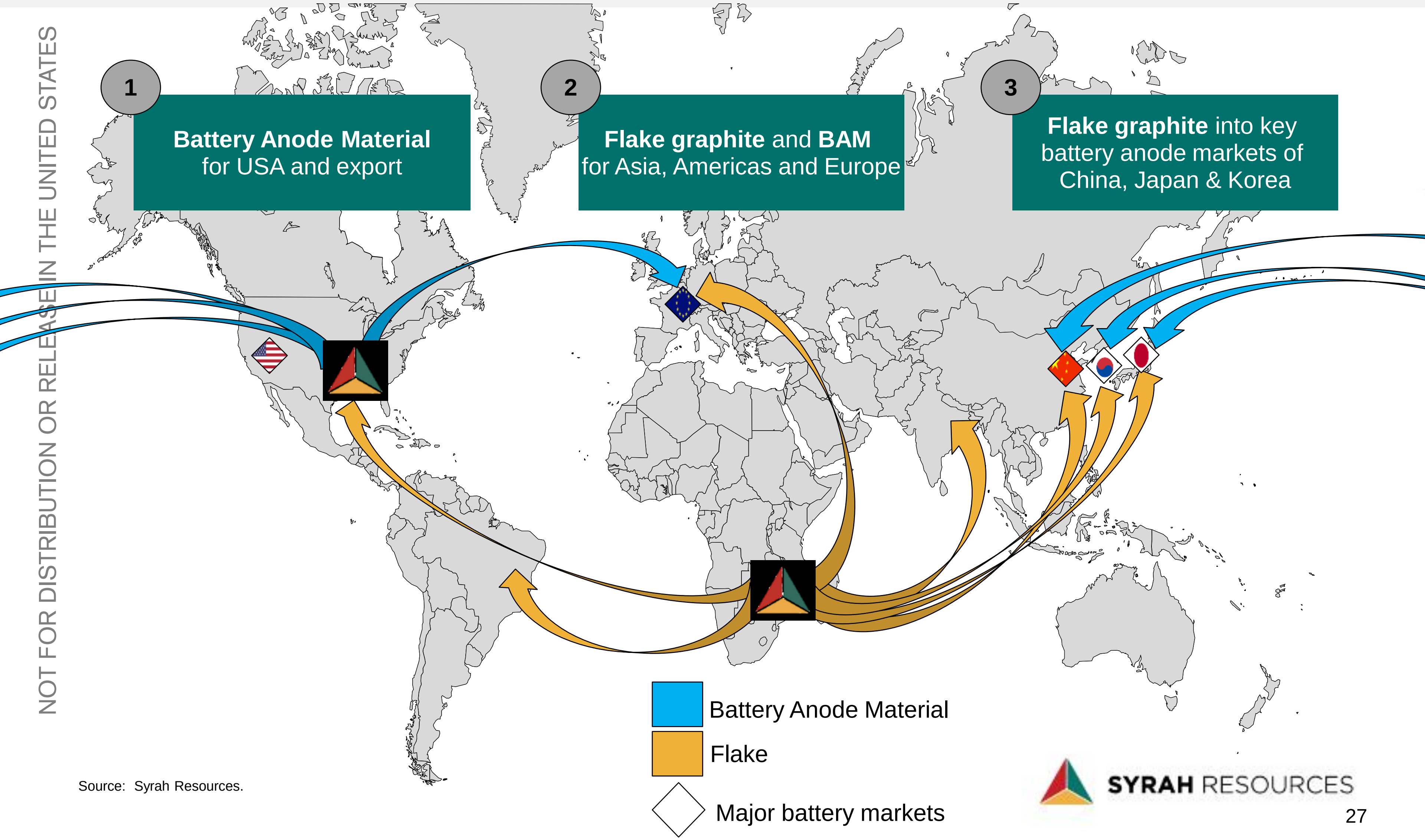
Incremental BAM investment accelerates commercial production and is expected to enhance product options



(1) Initially planned milling and purification capacity of 10kt per annum. Option to expand milling capacity to 16kt per annum.
(2) Milling capacity refers to milling output assuming a 50% yield from flake mill feedstock.

SYRAH RESOURCES

Expected to provide global baseload of supply of flake graphite and expected to service all key battery markets

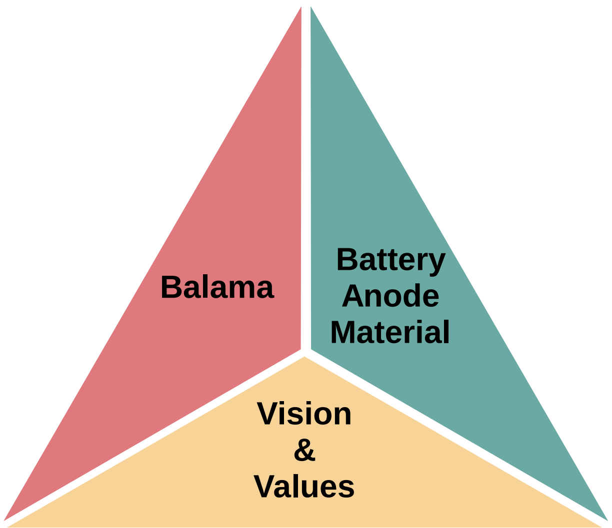


Source: Syrah Resources.

SYRAH RESOURCES

Appendices

Syrah Resources' Vision and Values



Vision & Values

Syrah's vision is to be the leading supplier of superior quality graphite products, working closely with our customers and supply chain to innovate and bring enhanced value to industrial and emerging technology markets globally.

Syrah is committed to:

- **WORKING SAFELY** at all times
- **PARTNERING WITH STAKEHOLDERS** for community and environmental sustainability
- **INTEGRITY** and **FAIRNESS** in all our business dealings
- Being **ACCOUNTABLE** for all our decisions and actions
- **SETTING GOALS** and supporting people to achieve them

We will work as a team and act as owners.

Source: Syrah Resources.

Board of directors and executive management team

Board

Jim Askew
Non-Executive Chairman
Over 40 years of experience as a Director / CEO of mining companies

Shaun Verner
Managing Director & CEO
Over 20 years experience as a senior sales and marketing executive at BHP

Sam Riggall
Non-Executive Director
Over 20 years of mining industry experience

Dr. Christina Lampe-Onnerud
Non-Executive Director
Over 20 years of battery industry experience

Rhett Brans
Non-Executive Director
Over 40 years experience in the design and construction of processing facilities

José Caldeira
Non-Executive Director
Over 25 years experience as the pre-eminent legal professional in Mozambique

Executive Management

Rob Schaefer
Chief Commercial Officer
Over 15 years of marketing and finance experience in the resources industry

David Corr
Chief Financial Officer
Over 15 years of experience in the finance and resources industry in Australia and internationally

Darrin Strange
Chief Operating Officer - Balama
25 years of experience in mining, manufacturing and engineering

Jordan Morrissey
Chief People Officer
Over 10 years of experience in the resources industry in Australia and internationally

Paul Jahn
Chief Operating Officer - BAM
Over twenty years of process industry experience

SYRAH RESOURCES

JORC Mineral Resources and Ore Reserves

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Balama Graphite (JORC Code 2012) – as at 15 November 2016

Mineral Resources

Classification	Mt	TGC (%)	Contained Graphite (Mt)
Balama West			
Measured	75.0	11.0	8.4
Indicated	110.0	8.1	9.1
Inferred	460.0	11.0	51.0
Balama East			
Indicated	76.0	14.0	11.0
Inferred	470.0	10.0	49.0
Total			
Measured	75.0	11.0	8.4
Indicated	186.0	11.0	20.1
Inferred	930.0	11.0	100.0

Ore Reserves

Classification	Mt	TGC (%)	Contained Graphite (Mt)
Balama West			
Proven	20.0	19.2	3.8
Probable	35.7	17.5	6.2
Balama East			
Proven	–	–	–
Probable	58.8	15.1	8.9
Balama West & East			
Proven	20.0	19.2	3.8
Probable	94.5	16.0	15.1
Total	114.5	16.6	18.9

Competent person statement – Balama Graphite

The information in this report that relates to Mineral Resources and Ore Reserves is extracted from the reports titled “Syrah finalises Balama Graphite study and declares maiden ore reserve” released to the ASX on 29 May 2015 and “Syrah increases Balama Ore Reserves and awards Laboratory Contract” released to the ASX on 15 November 2016 and available to view at www.syrahresources.com.au and for which Competent Person’s consents were obtained. The Competent Person’s consents remain in place for subsequent releases by the Company of the same information in the same form and context, until the consent is withdrawn or replaced by a subsequent report and accompanying consent.

The Company confirms that it is not aware of any new information or data that materially affects the information included in the original ASX announcements released on 29 May 2015 and 15 November 2016, and in the case of estimates of Mineral Resources and Ore Reserves, that all material assumptions and technical parameters underpinning the estimates in the original ASX announcement continue to apply and have not materially changed. The Company confirms that the form and context in which the Competent Person’s findings are presented have not been materially modified from the original ASX announcement.

Full details are contained in the ASX releases dated 29 May 2015 “Syrah finalises Balama Graphite study and declares maiden ore reserve” and “Syrah increases Balama Ore Reserves and awards Laboratory Contract” released to the ASX on 15 November 2016, available at www.syrahresources.com.au

SYRAH RESOURCES

Key Risks

Key Risks

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The below table sets out key risks to be considered in relation to investment in Syrah. References below to “Syrah” or “the Company” include Syrah Resources Limited and its subsidiaries (unless the context requires otherwise).

Commodity price risk	The demand for, and the price of, commodities is highly dependent on a variety of factors, including international supply and demand, the price and availability of substitutes, actions taken by governments and global economic and political developments. Syrah’s operational and financial performance, as well as the economic viability of this project, is heavily reliant on the price of graphite, among other things. In this respect, prospective investors should note that, at present, there is no transparent market for graphite; rather, prices are negotiated and therefore subject to factors including those set out below as well as the preferences and requirements of customers. Failure by Syrah to negotiate favourable pricing terms (which terms may provide for fixed or market-based pricing) may materially affect the profitability and financial performance of Syrah and the price of its shares. Any sustained low price for graphite may adversely affect Syrah’s business and financial results, and its ability to finance, and the financing arrangements for, its future activities or its planned capital expenditure commitments. The factors which affect the price for graphite (many of which are outside the control of Syrah and its directors) include, among many other factors, manufacturing and construction activities; the quantity of global supply in graphite as a result of the commissioning of new mines and the decommissioning of others; political developments in countries which produce and consume material quantities of graphite; the weather in these same countries; the price and availability of appropriate substitutes; advancements in technologies and the uses and potential uses of graphite, and the demand for the applications for which graphite may be used; the grade and quality of graphite produced; and sentiment or conditions in the countries and sectors in which Syrah and its business/commercial partners sell or intend to sell their products. Given the range of factors which contribute to the price of graphite, and the fact that pricing is subject to negotiation, it is particularly difficult for Syrah to predict with any certainty the prices at which Syrah will sell its product and accordingly, investors are cautioned not to place undue reliance on any price or demand forecasts provided by Syrah or by external analysts.

Key Risks

Mineral Resources and Ore Reserves	Mineral Resources and Ore Reserves are estimates of mineralisation that have reasonable prospects for eventual economical extraction in the future, as defined by the 2012 Edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (**JORC Code**). JORC Code compliant statements relating to Syrah's Ore Reserves and Mineral Resources are estimates only. An estimate is an expression of judgement based on knowledge, experience and industry practice. Estimates which were valid when originally calculated may alter significantly when new information or techniques become available. In addition, by their very nature, resource estimates are imprecise and depend to some extent on interpretations, which may prove to be inaccurate. As further information becomes available through additional fieldwork and analysis, the estimates are likely to change. This may result in alterations to mining plans or changes to the quality or quantity of Syrah's Ore Reserves and Mineral Resources which may, in turn, adversely affect Syrah's operations.
Funding risk	Syrah's continued ability to operate its business and effectively implement its business plan over time will depend in part on its ability to raise funds for operations and growth activities and to service, repay and refinance debts as they fall due. Existing funds (including the funds raised under the Offer) may not be sufficient for expenditure that might be required for acquisitions and new or existing projects. This includes Syrah's BAM strategy, for which Syrah will likely require additional funding in the future to execute on that strategy. While the directors of Syrah believe the Company has a number of alternatives to raise funding (which may include both debt and equity sources of funding), there can be no guarantee that Syrah will be able to raise sufficient funding on acceptable terms or at all. An inability to obtain finance on acceptable terms or at all may cause, among other things, substantial delays in, or prevent, the operation of the Balama Project and/or the development of its BAM strategy. To the extent that Syrah does require funding for its future capital needs, the availability and terms of such funding are uncertain and may be less favourable to Syrah than anticipated, which may negatively impact Syrah's future profitability and financial flexibility. Funding terms may also place restrictions on the manner in which Syrah conducts its business and impose limitations on Syrah's ability to execute on its business plan and growth strategies (including its BAM strategy).

Key Risks

Counterparty risk (including risks related to qualification of product)	The ability of Syrah to achieve its stated objectives will depend on the performance of contractual counterparties. Syrah has entered into certain offtake and other sale, marketing or distribution agreements for the Balama Project and its BAM strategy. The obligations of the counterparties under some of these agreements are subject to certain conditions precedent, including Syrah achieving specified commercial production rates by a specified date and/or subsequent agreements being entered into to reflect matters arising after the original execution of the agreement. There is no guarantee that these conditions precedent will be satisfied. Failure to satisfy these conditions precedent may result in the termination of the relevant agreements, which may in turn adversely impact Syrah's revenue and profitability. Syrah has entered into various agreements for the construction, development and operation of the Balama Project (including the supply of equipment, construction services, diesel fuel supply, contract mining and product handling and logistics). Risks associated with such agreements, some of which have arisen, include rising contract prices as well as disputes regarding variations, extensions of time and costs, all of which may give rise to delays and/or increased costs. The risk of variations in contract prices is a function of the inclusion of certain 'rise and fall' provisions in some of Syrah's operational agreements. Such provisions provide a mechanism by which prices charged for certain inputs are periodically adjusted based on movements in certain indices. Should any of these risks materialise, this could have a material adverse impact on Syrah's profitability and financial performance. If Syrah's counterparties default on the performance of their respective obligations, for example if an offtake counterparty defaults on payment or a supplier defaults on delivery, it may be necessary to approach a Mozambique or other international court to seek enforcement or some other legal remedy, if no alternative settlement can be reached. Such legal action can be uncertain, lengthy and costly. There is a risk that Syrah may not be able to seek the legal redress that it could expect under Australian law against a defaulting counterparty, or that a legal remedy will not be granted on satisfactory terms. In addition, the sale of graphite by Syrah is subject to commercial verification and qualification processes to ensure any produced graphite (including BAM graphite product) meets the specifications for industrial supply required by customers (including in both the industrial graphite markets and the battery sector) under offtake and supply agreements. The qualification process may require approval from multiple parties in the supply chain and not just those parties with whom Syrah has contractual arrangements. Failure to have Syrah's graphite qualified, or any unanticipated delay in qualifying Syrah's graphite, may adversely impact Syrah's financial performance and position (including by resulting in Syrah generating less revenue or profit than anticipated and/or incurring higher costs than anticipated).

Key Risks

Construction and commissioning risk	Construction of the Balama Project is materially complete and commissioning in process. The final stages of construction and the commissioning process (including, for example, the commissioning of the Power Plant and energisation of the primary processing plant sub-station) may be impacted by risks including but not limited to weather, availability of materials, availability and productivity of skilled and experienced workers and contractors, industrial and environmental accidents, industrial disputes and unexpected shortages or increases in the costs of labour, consumables, spare parts, plant and equipment. The commissioning process may uncover failures or deficiencies in processes, systems, plant and equipment required for the Balama Project, and addressing such failures or deficiencies may result in Syrah incurring unexpected costs and production commencing later than anticipated. Any of these outcomes could have a material adverse impact on Syrah's results of operation and financial performance.
BAM strategy	Relative to the Balama Project, Syrah's BAM strategy is at an early stage. Accordingly it is subject to a range of risks and variables which may impact upon Syrah's ability to execute that strategy. These risks and variables include securing a site for the BAM Plant, obtaining all necessary permits, authorisations and approvals, design and construction risks, and commissioning and operational risks. If any of these risks or variables were to materialise, or if there is lower than expected demand for Syrah's BAM, then Syrah's BAM-related activities may take longer or cost more than anticipated and/or not generate the expected levels of revenue or profit.
Operational risks	Mineral production involves risks, which even a combination of experience, knowledge and careful evaluation may not be able to adequately mitigate. Syrah's mining operations are subject to hazards normally encountered with production enterprises and include hazards to employees, incidents which could result in damage to plant or equipment or personal injuries, in each case which may cause a material adverse impact on Syrah's operations and financial results. No assurance can be given that the anticipated tonnages or grade of minerals will be achieved during production or that the indicated level of recovery rates will be realised. Additionally, material price fluctuations, as well as increased anticipated production and operating costs or reduced anticipated recovery rates, may render any potential mineral resources or reserves containing relatively lower grades uneconomic or less economic than anticipated, and may ultimately result in a restatement of such resource or reserve. Moreover, short-term operating factors relating to such potential mineral resources or reserves, such as the need for sequential development of mineral bodies and the processing of new or different mineral types or grades, may cause a mining operation to be unprofitable in any particular accounting period. In any of these events, a loss of revenue or profit may be caused due to the lower than expected production or ongoing unplanned capital expenditure in order to meet production targets, or the higher than expected operating costs. During the operational phase of the Balama Project, there is a risk that difficulties may arise as part of the processing and production of minerals, including difficulty in obtaining and importing equipment, failures in plant and equipment and difficulties with product separation, screening, drying and bagging. Any of these events are likely to negatively impact production and, in turn, profitability.

Key Risks

Geological and geotechnical risks	There is a risk that unforeseen geological or geotechnical issues may be encountered when developing and mining Ore Reserves, such as unusual or unexpected geological conditions, pit wall failures, tailings storage facility failures, rock bursts, seismicity and cave-ins. In any of these events, a loss of revenue may be caused due to the lower than expected production and/or higher than anticipated operation and maintenance costs and/or ongoing unplanned capital expenditure in order to meet production targets.
Cost inflation	Higher than expected inflation rates generally, or specific to the mining industry in particular, could be expected to increase operating and development costs and potentially reduce the value of future project developments. While, in some cases, such cost increases might be offset by increased selling prices, there is no assurance that this would be possible. To the extent that such offset is not possible, this could adversely impact Syrah's financial performance.
Remote operating environment	Due to the remoteness of the Balama Project, Syrah is subject to an increased number of risks including a lack of access to key infrastructure, unexpected transportation and fuel costs, unexpected delays and accidents that could, singularly or collectively, materially negatively impact upon Syrah's financial performance and position. Any prolonged interruption to access to key infrastructure could have significant adverse effects on the Company's ability to produce and sell product and therefore generate revenue. Further, as Syrah's primary asset is located in a remote part of Africa, it is susceptible to limitations in infrastructure, transportation services and costs associated with transportation due to, among other things, rises in the price of fuel. This also makes Syrah particularly susceptible to the availability of personnel, specialist services, parts, equipment and supplies on a timely basis.
Water sources	Any restrictions on Syrah's ability to access water may adversely impact the costs, production levels and financial performance of its operations. There is no guarantee that there will be sufficient future rainfall, or that the water level at the Chipembe Dam will be sufficient, to support Syrah's water demands in relation to its sites and operations or that access to water will otherwise remain uninterrupted. Any interruption to water access could adversely affect production and Syrah's ability to develop or expand projects and operations in the future. In addition, there can be no assurance that Syrah will be able to obtain alternative water sources on commercially reasonable terms or at all in the event of prolonged drought conditions or other interruptions to existing water access arrangements.

Key Risks

Environmental regulation	Environmental regulation in the jurisdictions in which Syrah has operations impose significant obligations on companies that conduct the exploration for and mining of commodities. These regulations also cover the processing of ores into concentrate and subsequent transportation of those produced minerals as well as the possible effects of such activities upon the environment and local communities. Syrah must comply with all known standards, existing laws, and regulations in each case which may entail greater or lesser costs and delays depending on the nature of the activity to be permitted and how vigorously and consistently the regulations are administered by the local authorities. There are inherent environmental risks in conducting exploration and mining activities, giving rise to potentially substantial costs for environmental rehabilitation, damage control and losses. Changes in environmental laws and regulations or their interpretation or enforcement may adversely affect Syrah's operations, including the potential profitability of its operations. Further, environmental legislation is evolving in a manner which may require stricter standards and enforcement and expose relevant operators to the risk of increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect Syrah's operations. Syrah currently holds an environmental licence for the Balama Project (due to expire in 23 April 2020). Renewal of the licence is conditional on the update of the environmental management plan and submission of the original environmental permit activity. In response to such risks, Syrah has developed an extensive environmental management program, undertakes annual external audits and periodic reporting, and is seeking to achieve ISO14001 certification for environmental management following the commencement of operations. However, these programs are no guarantee that other environmental issues or concerns will not arise. If such issues or concerns were to arise, this may have an adverse effect on Syrah's ability to operate, reputation and relationships with key stakeholders, which may in turn negatively impact its financial and operational performance.
Key personnel and labour market risk	Syrah has a number of key management personnel on whom it depends to run its business. In addition, Syrah, from time to time, will require additional key personnel or operational staff. The loss of any key personnel, coupled with any inability to attract suitably qualified replacement personnel, or the inability to attract suitably qualified additional personnel, could have a material adverse effect on Syrah's operational and financial performance. Syrah may also face difficulty attracting and retaining such personnel in certain cases, given the remoteness of its Balama Project, the lack of infrastructure in the nearby surrounding areas, and the shortage of local readily available skilled labour. A limited supply of skilled workers could lead to an increase in labour costs and Syrah being ultimately unable to attract and retain the employees it needs. When new workers are hired, it may also take a considerable period of training and time before they are equipped with the requisite skills to work effectively and safely.

Key Risks

Community relations	Syrah's mining activities may cause issues or concerns with the local community in connection with, among other things, the potential effect on the environment as well as other social impacts relating to employment, use of infrastructure and community development. In response to such risks, Syrah has signed a Community Development Agreement with local key stakeholders to establish ongoing engagement and management programs focused on optimising positive impacts and minimising the risk of negative impacts on the community. However, these programs are no guarantee that other issues or concerns will not arise with the local community. If such issues or concerns were to arise, this may have an adverse effect on Syrah's reputation and relationships with key stakeholders, which may in turn negatively impact its financial and operational performance.
Currency and exchange rate risk	Syrah's activities may generate revenues, and Syrah may incur expenses, in a variety of different currencies, meaning its financial performance and position are impacted by fluctuations in the value of relevant currencies and exchange rates. In particular, it is anticipated that Syrah will be required to make certain payments under contracts for the Balama Project in the local Mozambique currency, and in addition will be required to convert 50% of export revenues earned in Mozambique (net of debt repayments either domestically or abroad) into such currency. Accordingly, a lack of liquidity or depreciation in the value of the local Mozambique currency, or the failure of or difficulties in implementing exchange control mechanisms in Mozambique, could adversely impact the financial position and performance of Syrah, including by making it more difficult or costly to convert the local currency or transfer it out of Mozambique. Accordingly, Syrah is exposed to exchange rate risk which may materially affect its financial performance and position.
Competition	Competition from Australian, Canadian, Chinese, Indian, Brazilian and other international graphite producers and explorers may affect the potential future cash flow and earnings which Syrah may realise from its operations. This includes competition from new entrants into the market. The introduction of new mining and processing facilities and any increase in competition and supply in the global graphite market could lower the price of this commodity. Syrah may also encounter competition from other mining and exploration companies for the acquisition of new projects required to sustain or increase its potential future production levels. Syrah's downstream BAM strategy may also be impacted by new entrants to the market, or existing graphite producers, pursuing a similar strategy aimed at qualifying spherical graphite or other BAM products for battery purposes.

Key Risks

Government actions	Syrah's operations could be adversely affected by government actions in Mozambique or other countries or jurisdictions in which it has operational exposures or investment or exploration interests. These actions include, but are not limited to, the introduction of or amendment to or changes in the interpretation of legislation, guidelines and regulations in relation to mining and resources exploration and production, taxation, the environment, carbon emissions, competition policy and so on. Such actions could impact upon land access, the granting of licences and permits, the approval of project developments and ancillary infrastructure requirements and the cost of compliance. The possible extent of the introduction of additional legislation, regulations, guidelines or amendments to existing legislation that might affect Syrah is difficult to predict. Any such government action may require increased capital commitments in order to ensure compliance or could delay or even prevent certain operation/activities of Syrah. Such actions could therefore have a material adverse effect on Syrah's financial condition. Syrah's business could be affected by new or evolving trade regulations and international standards, such as controls on exports, prices and sanctions restricting or regulating trading with, or the sale or purchase of goods or products to or from, entities in Mozambique, UAE, the United States or other jurisdictions relevant to Syrah's business, any of which could adversely impact Syrah's sales and profitability.
Political risk, war and terrorism, force majeure and sovereign risk	Syrah's operations could be affected by political instability in Australia, Mozambique or other countries or jurisdictions in which it has operations, investment interests, or conducts exploration activities. Syrah is therefore subject to the risk that it may not be able to carry out its operations as it intends or to ensure the security of its assets and its people (particularly those located outside of Australia). Given its geographic footprint, Syrah is subject to the risk of, among other things, loss of revenue, property and equipment as a result of expropriation, war, insurrection, civil disturbance, acts of terrorism and geopolitical uncertainty. The effect of these risks is difficult to predict and any combination of one or other of the above may have a material adverse effect on Syrah. Syrah has a limited ability to insure against some of these risks and other 'force majeure' risks (such as natural disasters). Syrah's primary asset is located in Mozambique and so it is subject to risks associated with operating in that country. Risks of operations in Mozambique may include economic, social or political instability or change, hyperinflation, widespread health emergencies or pandemics, reduced convertibility of local currency, sovereign loan default or collapse of the country's financial system, difficulty in engaging with the local community, instability and changes of law affecting foreign ownership, government participation, taxation, working conditions, rates of exchange, exchange control, exploration licensing, export duties, repatriation of income or return of capital, environmental protection, mine safety, labour relations as well as government control over mineral properties or government regulations that require the employment of local staff or contractors or require other benefits to be provided to local residents. The occurrence of these various factors and uncertainties cannot be accurately predicted and could have an adverse effect on the operations or profitability of Syrah.

Key Risks

Tax and customs risk	Syrah is subject to taxation and other imposts in Australia, Mozambique, the USA and the UAE, as well as other jurisdictions in which Syrah has activities and investments. Changes in taxation laws (including transfer pricing), or changes in the interpretation or application of existing laws by courts or applicable revenue authorities, may affect the taxation or customs treatment of Syrah's business activities and adversely affect Syrah's financial condition. Further, there may be delays in processing, tax or duty rebates or refunds for which Syrah has applied. Should it become unlikely that Syrah will recover such rebates or refunds, this could also adversely affect Syrah's financial condition and require a reclassification of assets or recognition of expenses in the Company's accounts. The revenue and profit from the Balama Project will be subject to certain payments to the Mozambique Government (including in the form of taxes and royalties) as provided for in the proposed form of Mining Agreement (see summary of terms on page 19).
Regulatory risk	Syrah's businesses are subject, in each of the countries in which it operates, to various national and local laws and regulations relating to, among other things, construction and exploration and mining activities. A change in the laws which apply to Syrah's businesses or the way in which they are regulated could have a material adverse effect on the carrying value of material assets or otherwise have a material adverse effect on Syrah's businesses and financial condition. The Balama Project is subject to the laws of Mozambique. Under those laws, certain rights are granted in favour of the Mozambique Government and certain obligations imposed on Syrah. The nature and extent of application of relevant Mozambique law (including the "Mega-Projects Law" (Law No. 15/2012 of 10 August) has been clarified in the agreed form of the Mining Agreement (see summary of terms on page 19). Syrah's operations could be adversely affected by government actions in Mozambique which alter the terms or operation of the Mining Agreement in respect of the Balama Project or otherwise impact upon the manner in which Syrah conducts its operations and/or Syrah's relationship with, and obligations to, the Mozambique Government. Such government action could adversely impact Syrah's financial and operational performance and its financial position, in particular if it results in an increase in royalty payments, taxes or similar payments that Syrah is required to make or if it otherwise reduces the proportion of revenues or profits derived from the Balama Project which Syrah is entitled to retain. While the proposed form of the Mining Agreement has been approved by the Council of Ministers, it still requires gazettal and sanctioning by the Administrative Court before it becomes binding and enforceable under Mozambique law. Accordingly, there is no guarantee at this stage that it will become binding and enforceable.

Key Risks

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Security of tenure	The maintaining of tenements, obtaining renewals, and grant of tenements or permits (including for both construction and mining operations) depends on Syrah being successful in obtaining statutory approvals for its proposed activities. There can be no assurance that such approvals will be obtained and there is no assurance that new conditions or unexpected conditions will not be imposed. If such approval or not obtained or new or unexpected conditions are imposed, this could have a material adverse impact on Syrah's operational and financial performance.
Insurance risk	Syrah maintains insurance coverage as determined appropriate by its board and management, but no assurance can be given that Syrah will continue to be able to obtain such insurance coverage at reasonable rates (or at all) for certain events, or that any coverage it obtains will be adequate and available to cover all claims.
Litigation	Syrah may be involved in litigation and disputes from time to time with its contractors, sub-contractors and other parties. Litigation and disputes can be costly, including amounts payable in respect of judgments and settlements made against, or agreed to by, Syrah. They can also take up significant time and attention from management and the Board. Accordingly, Syrah's involvement in litigation and disputes could have an adverse impact on its financial position and performance.
Global economic conditions	Economic conditions, both domestic and global, may affect the performance of Syrah. Adverse changes in macroeconomic conditions, including global and country-specific growth rates, the cost and availability of credit, the rate of inflation, interest rates, exchange rates, government policy and regulations, general consumption and consumer spending, input costs, employment rates and industrial disruptions, among others, are variables which while generally outside the control of Syrah and its Directors, may result in material adverse impacts on Syrah's businesses and its operational and financial performance.
Underwriting risk	Syrah has entered into an underwriting agreement with the underwriters, who have agreed to manage and fully underwrite the Entitlement Offer, subject to certain terms and conditions. If certain conditions are not satisfied or certain events occur, the underwriters may terminate the underwriting agreement. Termination of the underwriting agreement could result in the Offer not proceeding or not raising the anticipated amount of proceeds, and accordingly materially adversely affect Syrah's business, cash flow, financial condition and results of operations (including its capacity to ramp up production of the Balama Project and execute its BAM strategy). In this event, Syrah may be required to source funding by alternative means, which may result in additional costs (for example, by way of interest payments on debt) and/or restrictions being imposed on the manner in which Syrah may conduct its business and deal with its assets (for example, by way of restrictive covenants binding upon Syrah).

SYRAH RESOURCES

Key Risks

Risk of dilution	Investors should note that if they do not take up all of their entitlement under the Entitlement Offer, then their percentage shareholding in Syrah will be diluted to a greater extent than would be the case if they take up their entitlement in full (noting that further dilution will be caused by the Placement). Eligible retail shareholders that take up their entitlement in full may apply for additional New Shares up to 50% of their entitlement under a 'top-up' facility. The allocation of such additional New Shares (which is subject to the extent of any shortfall under the Retail Entitlement Offer and the discretion of Syrah) would reduce the dilutive effect of the Placement on eligible retail shareholders participating in the 'top-up' facility. As the Entitlement Offer is non-renounceable, investors who do not take up all or part of their entitlement will not receive any value for the part not taken up.
Dividends	Any future determination as to the payment of dividends by Syrah will be at the discretion of the Directors and will depend on the financial condition of Syrah, future capital requirements and general business and other factors considered relevant by the Directors. No assurance in relation to the continued or future payment of dividends or franking credits attaching to dividends can be given by Syrah.
Share price fluctuations	The market price of the Company's shares will fluctuate due to various factors, many of which are non-specific to Syrah, including recommendations by brokers and analysts, Australian and international general economic conditions, inflation rates, interest rates, changes in government, fiscal, monetary and regulatory policies, global geo-political events and hostilities and acts of terrorism, and investor perceptions. Fluctuations such as these may adversely affect the market price of the Company's shares. Neither Syrah nor the Directors warrant the future performance of Syrah or any return on an investment in Syrah.

International Selling Restrictions

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International Selling Restrictions

This document does not constitute an offer of new ordinary shares ("New Shares") of the Company in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person, and the New Shares may not be offered or sold, in any country outside Australia except to the extent permitted below.

France

This document is not being distributed in the context of a public offering of financial securities (offre au public de titres financiers) in France within the meaning of Article L.411-1 of the French Monetary and Financial Code (Code monétaire et financier) and Articles 211-1 *et seq.* of the General Regulation of the French Autorité des marchés financiers ("AMF"). The New Shares have not been offered or sold and will not be offered or sold, directly or indirectly, to the public in France.

This document and any other offering material relating to the New Shares have not been, and will not be, submitted to the AMF for approval in France and, accordingly, may not be distributed (directly or indirectly) to the public in France. Such offers, sales and distributions have been and shall only be made in France to qualified investors (investisseurs qualifiés) acting for their own account, as defined in and in accordance with Articles L.411-2-II-2, D.411-1, L.533-16, L.533-20, D.533-11, D.533-13, D.744-1, D.754-1 and D.764-1 of the French Monetary and Financial Code and any implementing regulation.

Pursuant to Article 211-3 of the General Regulation of the AMF, investors in France are informed that the New Shares cannot be distributed (directly or indirectly) to the public by the investors otherwise than in accordance with Articles L.411-1, L.411-2, L.412-1 and L.621-8 to L.621-8-3 of the French Monetary and Financial Code.

Hong Kong

WARNING: This document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the "SFO"). No action has been taken in Hong Kong to authorise or register this document or to permit the distribution of this document or any documents issued in connection with it. Accordingly, the New Shares have not been and will not be offered or sold in Hong Kong other than to "professional investors" (as defined in the SFO).

No advertisement, invitation or document relating to the New Shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to New Shares that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors (as defined in the SFO and any rules made under that ordinance). No person allotted New Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

International Selling Restrictions

New Zealand

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (the "FMC Act").

The New Shares are not being offered to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the FMC Act and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016.

Other than in the entitlement offer, the New Shares may only be offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) to a person who:

- is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
- meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
- is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
- is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
- is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

Norway

This document has not been approved by, or registered with, any Norwegian securities regulator under the Norwegian Securities Trading Act of 29 June 2007. Accordingly, this document shall not be deemed to constitute an offer to the public in Norway within the meaning of the Norwegian Securities Trading Act of 2007.

The New Shares may not be offered or sold, directly or indirectly, in Norway except to "professional clients" (as defined in Norwegian Securities Regulation of 29 June 2007 no. 876 and including non-professional clients having met the criteria for being deemed to be professional and for which an investment firm has waived the protection as non-professional in accordance with the procedures in this regulation).

Singapore

This document and any other materials relating to the New Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of New Shares, may not be issued, circulated or distributed, nor may the New Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part XIII of the Securities and Futures Act, Chapter 289 of Singapore (the "SFA"), or as otherwise pursuant to, and in accordance with the conditions of any other applicable provisions of the SFA.

This document has been given to you on the basis that you are (i) an existing holder of the Company's shares, (ii) an "institutional investor" (as defined in the SFA) or (iii) a "relevant person" (as defined in section 275(2) of the SFA). In the event that you are not an investor falling within any of the categories set out above, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the New Shares being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire New Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

International Selling Restrictions

Switzerland

The New Shares may not be publicly offered in Switzerland and will not be listed on the SIX Swiss Exchange ("SIX") or on any other stock exchange or regulated trading facility in Switzerland. This document has been prepared without regard to the disclosure standards for issuance prospectuses under art. 652a or art. 1156 of the Swiss Code of Obligations or the disclosure standards for listing prospectuses under the SIX Listing Rules or the listing rules of any other stock exchange or regulated trading facility in Switzerland. Neither this document nor any other offering or marketing material relating to the New Shares may be publicly distributed or otherwise made publicly available in Switzerland. The New Shares will only be offered to regulated financial intermediaries such as banks, securities dealers, insurance institutions and fund management companies as well as institutional investors with professional treasury operations.

Neither this document nor any other offering or marketing material relating to the New Shares have been or will be filed with or approved by any Swiss regulatory authority. In particular, this document will not be filed with, and the offer of New Shares will not be supervised by, the Swiss Financial Market Supervisory Authority (FINMA).

This document is personal to the recipient only and not for general circulation in Switzerland.

United Kingdom

Neither this document nor any other document relating to the offer has been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended ("FSMA")) has been published or is intended to be published in respect of the New Shares.

This document is issued on a confidential basis to "qualified investors" (within the meaning of section 86(7) of the FSMA) in the United Kingdom, and the New Shares may not be offered or sold in the United Kingdom by means of this document, any accompanying letter or any other document, except in circumstances which do not require the publication of a prospectus pursuant to section 86(1) of the FSMA. This document should not be distributed, published or reproduced, in whole or in part, nor may its contents be disclosed by recipients to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received in connection with the issue or sale of the New Shares has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of the FSMA does not apply to the Company.

In the United Kingdom, this document is being distributed only to, and is directed at, persons (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 ("FPO"), (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO or (iii) to whom it may otherwise be lawfully communicated (together "relevant persons"). The investments to which this document relates are available only to, and any offer or agreement to purchase will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.

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