



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, 21 May 2021

at

Dexus Place Melbourne

Auditorium + Business Lounge

Level 14, 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: Level 28, 360 Collins Street, Melbourne VIC 3000

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, 385 Bourke Street, Melbourne VIC 3000

Date: Friday, 21 May 2021

Time: 10:00am (AEST)

As a result of the expiration of the *Corporations (Coronavirus Economic Response) Determination (No.3) 2020 on 21 March 2021*, from 22 March 2021, companies are required to revert to the pre-COVID-19 position under the Corporations Act. Therefore, general meetings will be required to be held in a physical location. However, considering the space restrictions are still in force and as the Company's constitution allows for a general meeting to be held at two or more venues simultaneously using any technology that gives the shareholders as a whole a reasonable opportunity to participate, Syrah will hold a hybrid meeting, being a physical meeting linked with online facilities that allow remote participation, where shareholders will be able to participate in person or online. However, the Company encourages shareholders to consider attending the meeting online rather than in person. Shareholders should lodge a directed proxy as soon as possible in advance of the meeting even if they are planning on attending the meeting in person.

Shareholders will be able to participate in a live webcast of the meeting online where shareholders will be able to observe, participate, ask questions, make comments or otherwise speak to the extent they are entitled to do so and cast direct votes at the appropriate times whilst the meeting is in progress. Each person entitled to vote will be given the opportunity to participate in the vote in real time (and voting is also available in advance of the meeting by lodging a directed proxy). Voting at the AGM will occur by a poll rather than a show of hands. Instructions will be given in the introduction of the meeting in how to use Lumi AGM app on how to vote, ask questions or make comment if attending online

Shareholders who wish to participate in the AGM online may do so:

- Online at <https://web.lumiagm.com> or
- Using the Lumi AGM App

1. The meeting ID is: 332-230-192
2. Your username, which is your SRN/HIN
3. Your password, which is the postcode registered to your holding if you are an Australian shareholder. Overseas shareholders should refer to the User Guide for their password details.

More information regarding participating in the AGM online, including browser requirements and how to download the App, is detailed in the User Guide available at <http://www.syrahresources.com.au/annual-general-meetings>.

Any shareholders who may still 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 2020.

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 2020 be adopted."

The Remuneration Report is set out on pages 22 – 47 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: Election of Mr John Beevers as a Director of the Company

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

"That Mr John Beevers, having been appointed to the Board since the last Annual General Meeting of the Company, and retiring as a Director of the Company in accordance with the Company's constitution, be elected as a Director of the Company."

Resolution 3: Re-election of Mr James Askew as a Director of the Company

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

"That Mr James Askew, 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 4: Approval to grant 467,727 performance rights to Mr Shaun Verner (or his nominee) as a 2021 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 467,727 Performance Rights to Mr Shaun Verner (or his nominee), a Director of the Company, as Mr Verner's 2021 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 5: Approval to issue 126,813 fully paid ordinary shares to Mr Shaun Verner (or his nominee) as part of his 2020 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 126,813 fully paid ordinary shares to Mr Shaun Verner (or his nominee), a Director of the Company, as Mr Verner's 2020 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 6: Approval to grant 100,000 performance rights to Mr John Beevers (or his nominee) as a 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 100,000 Performance Rights, and issue any Shares on vesting and exercise of those Performance Rights, to Mr John Beevers (or his nominee), a Director of the Company, as Mr Beevers' Long Term Incentive 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 7: Ratification of Prior Issue of 62,228,746 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 16 December 2020 of 62,228,746 fully paid ordinary shares in the Company with an issue price of \$0.90 (90 cents) per share as described in the Explanatory Memorandum."

Resolution 8: Approval of inclusion of Mr John Beevers in the Non-Executive Director Share Plan

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 is given for the Company to include Mr John Beevers in the Non-Executive Director Share Rights Plan and to grant share rights and allocate shares in the Company on vesting of those share rights to Mr Beevers on the terms described in the Explanatory Memorandum."

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

Resolution 9: Refresh of Employee Incentive Plan

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

"That the Company's employee share scheme known as the "Employee Incentive Plan" (EIP), a summary of which is included in the Explanatory Memorandum, be approved for all purposes under the Corporations Act and Listing Rules, including:

- (a) approval of the issue of securities under the EIP for the purposes of Listing Rule 7.2 exception 13(b);*
- (b) approval for the Company to take security over its own shares under the EIP for the purposes of section 259B(2) of the Corporations Act; and*
- (c) approval for the Company or any of its subsidiaries giving financial assistance (as defined in the Corporations Act) under the EIP for the purposes of section 260C(4) of the Corporations Act; and*
- (d) approval for the giving of all benefits to current or future Key Management Personnel of the Company or persons who hold a managerial or executive office in the Company or a related body corporate, in connection with the person ceasing to hold an office or position of employment in the Company or a related body corporate for the purposes of sections 200B and 200E of the Corporations Act,*

as described in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting."

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

Resolution 10: Refresh of approval to issue the Series 3 Convertible Note to AustralianSuper Pty Ltd as trustee for AustralianSuper

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, under and for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of the Series 3 Convertible Note to AustralianSuper Pty Ltd as trustee for AustralianSuper on the terms and conditions set out in the Explanatory Memorandum."

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

By order of the Board



Melanie Leydin
Company Secretary

Dated: 19 April 2021

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 2020.

These reports are set out in the 2020 Annual Report. Shareholders who elected to receive a printed copy of annual reports should have received the 2020 Annual Report with this Notice of Annual General Meeting. In accordance with section 314(1AA)(c) of the Corporations Act, you may access the 2020 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 2020 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 2020.

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 2020 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, in accordance with the direction on the Proxy Form to vote as the proxy decides, including where the Proxy Form provides an express authorisation for the Chairman to exercise the proxy as the Chairman decides even though Resolution 1 is connected directly or indirectly with the remuneration of the Key Management Personnel.*

Resolution 2: Election of Mr John Beevers as a Director of the Company

Background

Mr Beevers was appointed as a Non-Executive Director by the Board on 22 May 2020. The Company's constitution requires that a Director appointed by the Board must retire from office at the next annual general meeting following his or her appointment. Mr Beevers, being eligible for election, offers himself for election as a Director. Mr Beevers is considered by the Board to be an independent Non-Executive Director.

Mr Beevers is a Mining Engineer with over 30 years' experience in the Mining Resources and Services industries. He has broad international experience with extensive functional, operational and leadership experience at both the General Management and Executive Level, especially in building and marketing innovative technology that creates value for customers. He holds a Masters Degree in Business.

Mr Beevers currently serves on the Board of Orica, and amongst others formerly served on the Boards of QUT Bluebox and BIS Industries.

Former Executive roles include Chief Executive Officer for Orica Mining Services and, MD & CEO for GroundProbe.

Mr Beevers is a member of both the Remuneration, Nomination and Governance Committee and Audit and Risk Committee

Board recommendation

The Board (Mr Beevers 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: Re-election of Mr James Askew as a Director of the Company

Background

Mr Askew was appointed as a Non-Executive Director by the Board on 22 October 2014 and is the Chairman of the Board. He was re-elected on 26 May 2016 and was last re-elected by shareholders on 24 May 2019. The constitution requires that at every Annual General Meeting one-third of the Directors retire from office, as well as any other Director who would otherwise have been in office for three or more Annual General Meetings since he or she was last elected to office.

Mr Askew will retire at the conclusion of the Meeting and, being eligible for re-election, offers himself for re-election as a Director.

Mr Askew is a mining engineer with over 45 years international experience, some 35 of them as a Board member and/or Chief Executive Officer for a wide range of Australian and international publicly listed mining, mining finance and other mining related companies. He has had a continuous involvement with the African mining industry since 1985 and joined the Syrah Board as Chair in 2014.

Mr Askew has been a CEO of public mining and resources companies for some 20 years and served on Boards internationally since 1983. Jim currently holds non-executive director positions at Evolution Mining (ASX) and Endeavour Mining (TSX). Other past listed company directorships include Rayrock Limited (TSX), PMI Gold (Chairman), Sino Gold (Chairman), Asian Mineral Resources (Chairman), OceanaGold (Chairman), Eldorado Gold (Non-Executive Director), Yamana Gold (Non-Executive Director), Golden Shamrock Mines and Golden Star. He was awarded the Presidents Medal of the AusIMM for services to the global mining industry in 2018, additional to other industry awards.

Board recommendation

The Board (Mr Askew abstaining) recommends that Shareholders vote in favour of Resolution 3.

Voting intention

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 3.

Resolution 4: Approval to grant 467,727 Performance Rights to Mr Shaun Verner (or his nominee) as part of his 2021 Long Term Incentive

Background

Resolution 4 of this Notice seeks Shareholder approval to grant **467,727** Performance Rights to Mr Shaun Verner (or his nominee) as his 2021 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 **467,727** Performance Rights, which has been determined by dividing Mr Verner's maximum 2021 LTI opportunity, being A\$369,563, by the volume average weighted price (**VWAP**) of the Company's shares on the ASX for the 60 trading days prior to the commencement of the performance period on 1 January 2021 being A\$0.7901, 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 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 2023 until the date that is two years after the vesting date, 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 Resolution 4 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 **467,727** 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 2021 and expiring 31 December 2023.

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 2021, 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 2021 to 31 December 2023.

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 2023) 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 2021, 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 Resolution 4 is passed, the Company will be able to proceed with the issue of the Performance Rights to Mr Verner (or his nominee).

If Resolution 4 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 467,727. 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\$492,750 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\$1,231,875 per annum;
- (e) the total number of securities previously issued to Mr Verner under the EIP are 9,949,042 Performance Rights at nil acquisition price, however from these 217,858 have lapsed and he currently has 4,927,450 Performance Rights and 515,890 fully paid ordinary shares issued from a range from \$1.165 to \$2.23 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 2021 to 31 December 2023. The total value the entity attributes to these securities is A\$369,563. 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 29 May 2021;
- (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 2024 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 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.*

Resolution 5: Approval to issue 126,813 fully paid ordinary shares to Mr Shaun Verner (or his Nominee) as Mr Verner's 2020 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 2020 STI grant.

As disclosed in the 2020 Remuneration Report, the Board awarded Mr Verner 85.45% of his STI opportunity for the year ending 31 December 2020, being A\$315,791, which is to be satisfied by issue of Shares to the value of A\$157,895 and the payment of cash of A\$ 157,896, 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) 126,813 Shares under the EIP.

The number of Shares to be issued was calculated by dividing the dollar value of Mr Verner's 2020 STI grant (being A\$157,895) by the allocation price of A\$1.245 per Share, being the 5-day VWAP of the Company's shares ending on 19 February 2021. This is the same allocation price used for all share-based 2020 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 Resolution 5, the value of Mr Verner's 2020 STI grant, being A\$315,791, 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 Resolution 5 is passed, the Company will be able to proceed with the issue of the Shares to Mr Verner (or his nominee).

If Resolution 5 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 2020 STI grant, being A\$315,791, 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 126,813;
- (d) Mr Verner's current fixed remuneration package amounts to A\$ A\$492,750 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\$1,231,875 per annum;
- (e) the total number of securities previously issued to Mr Verner under the EIP are 9,949,042 Performance Rights at nil acquisition price, however from these 217,858 have lapsed and he currently has 4,927,450 Performance Rights at nil acquisition price and 515,890 fully paid ordinary shares issued from a range from \$1.165 to \$2.23 per Share;
- (f) the Company will issue the Shares on or around 29 May 2021;
- (g) the Shares will be granted to Mr Verner (or his nominee) at issue price of A\$1.245 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 Resolution 5.

Voting intention

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 5.

Voting exclusions

The Company will disregard any votes cast in favour of Resolution 5 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 5 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.*

Resolution 6: Approval to Grant 100,000 Performance Rights to Mr John Beevers (or his nominee) as Mr Beevers' Long-Term Incentive

In accordance with ASX Listing Rule 10.14, the Company is seeking Shareholder approval to grant 100,000 Performance Rights to Mr John Beevers (or his nominee) as his 2021 long term incentive on the terms described below and in accordance with the EIP, as well as approval for the issue of any Shares on vesting and exercise of the Performance Rights. This resolution is conditional upon the Resolution 2 passing in relation to Mr Beevers being elected as a Director of the Company. Should Mr Beevers not be elected by shareholders this resolution will not be considered.

Performance Rights are proposed to be granted to Mr Beevers (or his nominee) to align his interests with the interests of Shareholders.

As the Performance Rights will form part of Mr Beevers' remuneration, they will be granted at no cost and there will be no amount payable on vesting and exercise. The vested Performance Rights will be exercised upon the Company's receipt of a valid exercise notice. The vested Performance Rights will be exercisable from the vesting date until the date that is two years after the vesting date, subject to the Company's securities trading policy. Each Performance Right entitles Mr Beevers to 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 Beevers to any dividends or voting rights.

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 Beevers in line with current market practices, Performance Rights provide an appropriate and meaningful remuneration component that is aligned with Shareholder interests.

Approval is being sought in Resolution 6 in respect of the proposed grant of performance rights to Mr Beevers (or his nominee) under the EIP which Mr Beevers was invited to participate in upon his appointment as Non-Executive Director of the Company.

Terms of the Performance Rights

A total of 100,000 Performance Rights will be granted to Mr Beevers (or his nominee), subject to Shareholder approval. The vesting of the Performance Rights is contingent upon Mr Beevers remaining as a Director of the Company for a period of three years from his appointment date as a Director of the Company.

1. Cessation of employment

Where Mr Beevers ceases to hold office as a director, unvested Performance Rights will immediately lapse and any vested Performance Rights may be exercised within 60 days of ceasing to hold office 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.

However, pursuant to the EIP Rules, the Board retains discretion 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.

2. 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.

3. Clawback

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, a material misstatement in the Company’s financial statements or fraud or misconduct.

4. Restrictions on dealing

Mr Beevers (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 to acquire securities under an employee incentive scheme without Shareholder approval (unless an exception applies). The Board is therefore seeking shareholder approval to grant Performance Rights to Mr Beevers on the terms set out above and under the EIP.

The EIP constitutes an “employee incentive scheme” under the ASX Listing Rules and no relevant exception applies.

If Resolution 6 is passed, the Company will be able to proceed with the issue of the Performance Rights to Mr Beevers (or his nominee).

If Resolution 6 is not passed, the Company will not be able to proceed with the issue of the Performance Rights to Mr Beevers (or his nominee).

Disclosures for the purposes of ASX Listing Rule 10.14

The following disclosures are made for the purposes of ASX Listing Rule 10.15:

- (a) the person is Mr John Beevers (or his nominee);
- (b) approval for Mr Beevers is sought under ASX Listing Rule 10.14.1, being a Director of the Company;
- (c) the maximum number of Performance Rights to be granted is 100,000;
- (d) Mr Beevers total remuneration package amounts to A\$115,000 consisting of a base Non-Executive Director fee of A\$95,000 in addition to A\$20,000 for his roles as member of the Audit and Risk Committee and Remuneration, Nomination and Governance Committee. Committee;
- (e) no securities have previously been granted to Mr Beevers under the plan;
- (f) the Performance Rights will have a three-year vesting period from the date of his appointment being 22 May 2020. The total value the entity attributes to these securities is A\$112,000 based off a 30-day VWAP to 11 April 2021 assuming the maximum number of Performance Rights Vest (30 day VWAP to 11 April 2021 was A\$1.129. Subject to the satisfaction of the vesting and exercise conditions described above and those further to be determined by the Board, Mr Beevers (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 29 May 2021;
- (h) the Performance Rights will be granted to Mr Beevers (or his nominee) at nil issue price;
- (i) the material terms of the plan can be found in Annexure 1 to this Explanatory Memorandum.
- (j) no loan will be made by the Company in relation to the grant of Performance Rights to Mr Beevers (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.

Board recommendation

The Board (Mr Beevers abstaining) recommends that shareholders vote in favour of Resolution 6.

Voting intention

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 6.

Voting exclusions

The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:

- (a) Mr John Beevers 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 6 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 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 7: Ratification of Prior Issue of Shares

Background

The Company is seeking shareholder approval pursuant to ASX Listing Rule 7.4 to ratify the issue on 16 December 2020 of 62,228,746 fully paid ordinary shares (**Shares**), at an issue price of \$0.90 (90 cents) per share, to strategic and institutional investors.

The Shares were issued without shareholder approval from the Company's 15% placement capacity pursuant to ASX Listing Rule 7.1.

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.

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 was within the Company's ASX Listing Rule 7.1 placement capacity 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 Resolution 7 is approved, the prior issue of 62,228,746 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 62,228,746 Shares counting towards the 15% threshold for the purposes of ASX 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 strategic and institutional investors.
- (b) the number and class of securities issued was 62,228,746 fully paid ordinary shares in the Company.
- (c) The Shares were issued at a price of \$0.90 (90 cents) per Share.

- (d) The Shares rank equally in all respects with the existing Shares on issue in the Company.
- (e) The Shares were issued on 16 December 2020; and
- (f) The funds raised from the issue of the Shares will be used to Progress toward an investment decision for construction of a AAM plant at Vidalia, and provide liquidity to manage a Balama restart decision, subject to market demand conditions, as well as providing funds for general corporate purposes.

Board Recommendation

The Board recommends that shareholders vote in favour of this Resolution to ratify the prior issue of 62,228,746 Shares as described above. The Chairman of the meeting intends to vote undirected proxies in favour of this Resolution 7.

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 8: Approval of inclusion of Mr John Beevers in the Non-Executive Director Share Plan

Background

Shareholders approved the grant of share rights (**Rights**) to NEDs under the Company's Non-Executive Director Share Rights Plan (**NEDSP**) in FY2020, FY2021 and FY2022 and for the allocation of Shares on exercise of those share rights in the Company's annual general meeting held on 22 May 2020. Each Right is a right to be allocated (on exercise) one Share, subject to the terms of the grant.

This followed a review by the Company's existing remuneration arrangements for its NEDs, where the Board determined that annual remuneration paid to NEDs may be delivered in cash and/or equity, subject to shareholder approval as required. The NEDSP is intended to support NEDs to develop a meaningful shareholding in the Company and as a means of aligning the interests of NEDs and shareholders generally through the diversion of current and future cash remuneration to equity. In addition, it will assist the Company in implementing its cost reduction strategies and maintain its cash reserves.

There is no current intention to increase the total limit of current director remuneration pool. However, the NEDSP will facilitate delivery of increased remuneration (within the NED remuneration limit) when it becomes justified.

The key element of the NEDSP for current NEDs is that it provides the opportunity for NEDs to sacrifice part or all of their cash fees in favour of Equity Securities under this plan to build their shareholding in the Company. The NEDSP is also intended to remunerate individual NEDs for any material additional efforts that individual NEDs are required to deliver in progressing the Company's goals.

The NEDSP does not attach any performance measures to vesting. This is in line with best practice governance standards which recommend that non-executive directors generally should not receive equity with performance hurdles attached as it may lead to bias in decision-making and compromise their objectivity and in turn their independence.

Mr Beevers was appointed after the approval of the NEDSP and therefore, the Company seeks shareholders' approval to include him in this program.

Why is approval required?

ASX Listing Rules 10.14 requires shareholders to approve any acquisition of securities by a Director under an employee incentive scheme (which is defined by the Listing Rules to include schemes for the benefit of non-executive directors).

At the 2020 annual general meeting, the Company's shareholders approved the acquisition of securities under the NEDSP by each Director of the company at that time. Mr Beevers was not a director at that time. Therefore, approval is sought for the acquisition of securities by Mr Beevers.

Approval would not be required if the Shares to be acquired by Mr Beevers under the NEDSP are purchased on-market. However, the Company intends to issue new Shares to Mr Beevers upon exercise of Rights under the NEDSP to minimize the cash outflows for the Company and therefore seeks Shareholder approval to do so.

ASX Listing Rule 7.1 requires shareholders to approve the issue of securities if the securities will, when aggregated with the securities issued by the entity during the previous 12 months, exceed 15% of the number of securities on issue at the commencement of that 12-month period. However, separate approval is not required under ASX Listing Rule 7.1 if shareholder approval is given under Listing Rule 10.14.

How does the NEDSP operate?

The NEDSP is a salary sacrifice plan pursuant to which participating NEDs may elect to sacrifice up to 100% of their annual NEDs fees to acquire Rights. Each Right is a right to be allocated (on exercise) one fully paid ordinary Share in the Company, subject to the terms of the grant.

Each participating NED, including Mr Beevers, will be provided with the number of Rights in the Company equal to the amount of fees sacrificed by the NED in the relevant financial year, divided by the volume weighted average price of Shares on the ASX for the thirty trading days preceding the grant date.

Rights are issued or granted quarterly and do not carry dividend or voting rights. Rights are not subject to performance conditions, which is consistent with best practice governance standards, which recommend that NEDs should not be granted equity with performance hurdles attached, as it may compromise their independence and lead to bias in their decision making.

Rights are subject to a service condition is attached to the vesting of the Rights with the Rights vesting on the date specified by the Board in the invitation to participate in respect of the particular financial year.

When Rights are exercised, the Company will issue Shares to the NED, which rank equally with other Shares already on issue (including in respect of dividends and voting). The Board has discretion to apply restrictions on dealing in respect of those Shares (including in respect of holding or disposal).

Rights that are not exercised will lapse on the date that is 15 years from the relevant grant date, or any other date determined by the Board.

If at any time the Board determines that the allocation of Rights (or Shares) would result in the Company breaching its Constitution, ASX Listing Rules, the Company's Securities Trading Policy or is otherwise inappropriate, the Board may defer the allocation of Rights or Shares until a more suitable time or pay cash in lieu of the same.

Upon retirement from the Board, NEDs are entitled to retain any vested Rights and they may be exercised for Shares (subject to their terms). Any unvested Rights will lapse.

Who is eligible to participate?

The NEDs currently entitled to participate in the NEDSP are James Askew, Jose Manuel Caldeira, Lisa Bahash and Sara Watts. Approval for these participants was sought and obtained under ASX Listing Rule 10.14.1, each being Directors of the Company, at the Company's annual general meeting on 22 May 2020.

The Company is seeking approval for John Beevers to participate in the NEDSP under ASX Listing Rule 10.14.1, being a Director of the Company.

The Company will seek further approval if it intends for any other NED to participate in the NEDSP.

How many securities will be issued under the NEDSP?

The maximum number of securities to be acquired by current NEDs under the FY2020, FY2021 and FY2022 grants cannot be confirmed at this stage and will depend on the following factors including:

- the Company's share price at the time of each allocation of Share Rights;
- the number of NEDs in office from time to time;
- the portion of fees sacrificed by each NED in relation to each grant; and
- the level of fees paid to NEDs from time to time.

However based on the current factors as outlined above the maximum amount of securities to be issued under the NEDSP is 8,000,000 based on the following calculations:

$$(A/B) \times C$$

Where:

- A** *Total Current Annual NED Fees (including any additional remuneration for NED's that they are entitled to under the Committee remuneration structure)*
- B** *Estimated Floor Price (calculated using a 30 day VWAP at 3 April 2020 being A\$0.267)*
- C** *Three being the Three Year Period of the NEDSP until refreshment is required under the ASX Listing Rules.*

All NEDs in office from time to time may participate in the NEDSP, subject to shareholder approval. No current or future executive Director is eligible to participate.

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 Rights to Mr Beevers falls within ASX Listing Rule 10.14.1, and the Board is therefore seeking Shareholder approval to grant Rights to Mr Beevers on the terms set out above and under the NEDSP.

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

If Resolution 8 is passed, the Company will be able to proceed with the issue of Rights to Mr Beevers.

If Resolution 8 is not passed, the Company will not be able to proceed with the issue of Rights to Mr Beevers and Mr Beevers will receive his director's fees in cash.

Additional information required for Listing Rules 10.14 and 10.15

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

- (a) the person is Mr John Beevers;
- (b) approval for Mr Beevers is sought under ASX Listing Rule 10.14.1, being a Director of the Company;
- (c) details of Mr Beevers' current directors fees are set out below.
- (d) a summary of the material terms of the Rights is as follows:
 - (i) each Right is a right to be allocated (on exercise) one fully paid ordinary share in the Company.
 - (ii) Rights are subject to a service condition and will vest on the date specified in the relevant invitation letter issued by the Board in respect of that financial years' grant of Rights.
 - (iii) Rights do not carry dividend or voting rights.
 - (iv) Shares issued to NEDs on vesting and exercise of Rights will rank equally with other Shares on issue.
 - (v) Rights that do not vest or are not exercised will lapse on the date that is 15 years from the relevant grant date, or as otherwise determined by the Board.
- (e) the Company has determined that Rights are an appropriate type of security to issue under the NEDSP as Rights:
 - (i) support NEDs to develop a meaningful shareholding in the Company;
 - (ii) align the interests of NEDs and shareholders generally through the diversion of current and future cash remuneration to equity; and
 - (iii) assist the Company in implementing its cost reduction strategies and maintain its cash reserves.
- (f) the value the Company attributes to each Right is A\$1.129 based off a 30-day VWAP to 11 April 2021 assuming the satisfaction of the service condition described above and those further to be determined by the Board (if any), and that the Rights are exercised so that one Share in the Company is issued for each Right exercised (30-day VWAP to 11 April 2021 was A\$1.129).
- (g) the date on which Rights will be granted will be no later than 3 years after the date of this Meeting and is expected to occur on a quarterly basis at the end of each quarter, subject to approval of this Resolution.
- (h) Rights will be granted at nil issue price.
- (i) a summary of the other material terms of the NEDSP is as follows:
 - (i) no loans will be made by the Company in relation to the grant of Rights to NEDs.
 - (ii) the Board has discretion to apply restrictions on dealing in respect of those Shares (including in respect of holding or disposal).
 - (iii) if at any time the Board determines that the allocation of Rights (or Shares) would result in the Company breaching its Constitution, ASX Listing Rules, the Company's Securities Trading Policy or is otherwise inappropriate, the Board may defer the allocation of Rights or Shares until a more suitable time or pay cash in lieu of the same.
 - (iv) upon retirement from the Board, NEDs are entitled to retain any vested Rights may be exercised for Shares (subject to their terms). Any unvested Rights will lapse.
- (j) details of any Rights issued under the NEDSP will be published in each annual report of the Company relating to a period in which the Rights have been issued, along with 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 NEDSP 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.

(m) a voting exclusion statement is included below.

Details of the NEDs current remuneration packages, including Mr Beevers, are as follows (all fees below are denoted in AUD):

Non-Executive Directors	Annual NED Fee	Audit & Risk Committee	Sustainability Committee	Remuneration, Nomination and Governance Committee	Total
James Askew	\$160,000	-	\$15,000	\$10,000	\$185,000
Jose Manuel Caldeira	\$95,000	\$10,000	\$10,000	-	\$115,000
Lisa Bahash	\$95,000	-	\$10,000	\$15,000	\$120,000
Sara Watts	\$95,000	\$20,000	-	-	\$115,000
John Beevers	\$95,000	\$10,000		\$10,000	\$115,000

The Directors receive additional remuneration for each committee they are a member of. The remuneration varies depending on the committee and if they are the Chair of the respective committee (details above). The fees for each committee can be seen below.

Sub-committee	Position	Remuneration
Audit & Risk Committee	Chair	20,000
	Member	10,000
Sustainability Committee	Chair	15,000
	Member	10,000
Remuneration, Nomination and Governance Committee	Chair	15,000
	Member	10,000

Board Recommendation

Mr Beevers abstains from providing a recommendation in respect of Resolution 8 because of his interest in the outcome of the Resolution.

Voting intention

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 8.

Voting exclusions

The Company will disregard any votes cast in favour of Resolution 8 by or on behalf of:

- (a) Mr John Beevers and any of his Associates, regardless of the capacity in which the votes are cast;*
- (b) as a proxy, any person who is a Non-Executive Director on the date of the Annual General Meeting or a Closely Related Party of such a person.*

However, this does not apply to a vote cast in favour of Resolution 8 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) by 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 9: Refresh of Employee Incentive Plan

Background

The Company adopted its Employee Incentive Plan (**EIP** or **Employee Incentive Plan**) on 17 May 2018. The Board is committed to incentivising and retaining the Company's Directors and employees in a manner which promotes alignment of their interests with shareholder interests. Additionally, the Board considers equity-based compensation an integral component of the Company's remuneration platform as it allows it to be fiscally prudent by conserving cash resources while still enabling it to offer market-competitive remuneration arrangements.

The EIP is regarded as an employee incentive scheme for the purposes of Exception 13 of Listing Rule 7.2. A copy of the EIP will be provided without charge to Shareholders on request.

The EIP is intended to enable participants to share in any increase in the Company's value (as measured by the share price) beyond the date of allocation of the Options. A summary of the EIP is set out in Annexure 1 of this Explanatory Memorandum.

Shareholder approval of the EIP and any securities to be issued pursuant to the EIP is sought pursuant to Listing Rule 7.2, Exception 13(b). Further details relating to Listing Rules requirements are set out below.

Any issue of Shares under the EIP to Directors, or their associates, will require approval by Shareholders under Listing Rule 10.14.

As at the date of this Notice, the Company will be able to rely on the relief granted by ASIC Class Order [CO 14/1000] (**Class Order**) so that the Company is not required to issue a prospectus or disclosure document in relation to the issue of securities under the EIP. Under ASIC Class Order [CO 14/1000] (**Class Order**), the Company must not make an offer of under the EIP if the total of:

- (a) the number of Shares which are the subject of the offer; and
- (b) the number of underlying Shares issued or that may be issued as a result of any other offers made under the EIP, or similar offers under a predecessor or other employee incentive plan,

made at any time during the previous 3-year period in reliance of Class Order relief granted by ASIC would exceed 5% of the number of Shares on issue in the Company at the time of the relevant offer.

ASX Listing Rules

As stated in Resolution 9, Listing Rule 7.1 provides generally that a company may not issue shares or securities convertible into shares equal to more than 15% of the company's issued share capital in any consecutive 12-month period without obtaining prior shareholder approval, unless the issue fits into one of the exceptions contained in Listing Rule 7.2. Listing Rule 7.2 Exception 13(b) of the Listing Rules effectively provides that securities issued pursuant to an employee incentive scheme are not included in the 15% Placement Capacity provided the employee incentive scheme and the securities to be issued pursuant to the EIP have been approved by members within the previous 3 years.

Accordingly, Shareholder approval is sought pursuant to this Resolution in order for the Company to continue to be able to issue securities pursuant to the EIP and have those securities qualify under Listing Rule 7.2 exception 13(b) for a further 3 years from the date of approval.

The Board intends that the issue of securities under the EIP continues to not be included when undertaking the calculation of the 15% limit pursuant to Listing Rule 7.1. Accordingly, the Company is seeking Shareholder re-approval of the EIP in order that the issue of securities pursuant to the EIP will continue to qualify as an exception to Listing Rule 7.1 under Exception 13(b) to Listing Rule 7.2.

If Resolution 9 is not passed, any issue of securities under the EIP will be included in calculating the Company's 15% Placement Capacity in Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue over any 12-month period without the approval of Shareholders.

Information required for Listing Rule 7.2, Exception 13(b)

Listing Rule 7.2, Exception 13(b) requires the following information to be provided to Shareholders:

Securities already issued under EIP since the Prior Approval

Since the inception of the EIP in May 2018, the Company has issued 8,175,097 Options and 23,501,517 Performance Rights under the EIP. 6,575,097 Options and 5,298,401 Performance Rights issued under the EIP have lapsed since being issued. Currently, there are 1,600,000 Options and 18,203,116 Performance Rights on issue pursuant to the EIP.

Maximum number of Equity Securities to be issued under the EIP

Approval of Shareholders is sought to issue up to 49 million Equity Securities under the EIP (Options or Performance Rights each conditionally entitling the applicable holder to one Share upon exercise or achievement of the applicable vesting conditions). Any additional issues of securities under the EIP above that number would require further Shareholder approval, unless the total number of securities proposed to be issued does not exceed 5% of the then issued Shares of the Company. The proposed issue of up to 49 million Equity Securities under the EIP will not exceed the maximum number of Equity Securities issued under the Company's prospectus for the Company's initial public offering on the ASX.

Summary of Terms and Conditions of the EIP

Refer to Annexure 1 of this Explanatory Memorandum for a summary of the terms and conditions of the EIP.

Corporations Act provisions

Section 260C(4) of the Corporations Act

If the Company elects to offer a participant the ability to participate in the cashless exercise facility (**Facility**) under the EIP, the Company may be considered to be providing financial assistance to the participant as the Company as, under the Facility, the Company may financially assist EIP participants to acquire shares in the Company.

Under section 260A of the Corporations Act, the Company is prohibited from financially assisting in the acquisition of Shares except in certain limited circumstances or if an exemption from this prohibition applies. However, there is an exemption from the prohibition against financial assistance in section 260C(4) of the Corporations Act for financial assistance provided under an employee share scheme, where the employee share scheme has been approved by shareholders in a general meeting.

Accordingly, the Company is also seeking approval of the EIP for the purposes of section 260C(4) of the Corporations Act.

Directors Recommendations

As the Directors of the Company are excluded from voting on this Resolution pursuant to the Listing Rules, they make no recommendation to the Shareholders in respect of the EIP.

Voting exclusions

The Company will disregard any votes cast in favour of this Resolution by a person who is eligible to participate in the Employee Incentive Plan or any associate of that person or those persons.

However, the Company need not disregard a vote cast in favour of this Resolution by:

- a. a person as a proxy or attorney for a person who is entitled to vote on this 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:*
 - i. 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*
 - ii. the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.*

As this Resolution may be considered to relate to the remuneration of a member of the KMP for the Company, the Company will disregard all votes cast on this Resolution by a member of the KMP or a Closely Related Party of a KMP, who has been appointed as a proxy unless:

- a. the proxy is appointed by writing that specifies how the proxy is to vote on that Resolution; or*
- b. if the proxy is the Chair and the appointment of the Chair as a proxy does not specify the way the proxy is to vote on that Resolution but it expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a KMP for the Company or if the Company is party of a consolidated entity, for the entity.*

Given the Directors are eligible to participate in the Employee Incentive Plan, the Directors will not be voting on this Resolution.

Resolution 10: Refresh of approval to issue the Series 3 Convertible Note to AustralianSuper Pty Ltd as trustee for AustralianSuper

Background

On 10 December 2020, the Company announced that it had entered into a Convertible Note Deed with AustralianSuper to raise up to A\$56 million by the issue of up to two convertible notes (A\$28 million each), being securities exercisable into Shares (the **Series 2 Convertible Note** and the **Series 3 Convertible Note**, respectively).

The Series 2 Convertible Note and the Series 3 Convertible Note are on substantially the same terms as the A\$55.8 million convertible note issued in 2019 to AustralianSuper (the **Series 1 Convertible Note**).

On 26 February 2021, the Company's shareholders approved the issue of the Series 2 Convertible Note and the Series 3 Convertible Note to AustralianSuper at the general meeting of shareholders held on that day. Such approval applies so long as the convertible notes are issued within 3 months of the date of such approval. Accordingly such approval only applies up until 25 May 2021.

On 30 March 2021, the Company announced that it:

- had elected not to issue the Series 2 Convertible Note having regard to the Company's strong balance sheet position, ramp-up progress at Balama Graphite Operations following the recommencement of production in March and the strengthening of the natural graphite market; but
- retains the option to issue the Series 3 Convertible Note before 30 June 2021 (subject to a refresh of the Shareholder approval if the issue is after 25 May 2021).

The issue of the Series 3 Convertible Note is subject to Shareholder approval, and a refresh of the Shareholder approval obtained on 26 February 2021 is required if the Series 3 Convertible Note is issued after 25 May 2021 (Resolution 10). If Resolution 10 is approved, the Series 3 Convertible Note may be issued at a price of up to A\$28 million, and otherwise on the terms and conditions set out in the Convertible Note Deed. For completeness, it should be noted that the Company may, at its discretion, decide not to take up the Series 3 Convertible Note and/or reduce the amount and face value of the Series 3 Convertible Note prior to it being issued (subject to payment of a break fee).

If Resolution 10 is not approved, the Company may still issue the Series 3 Convertible Note up to 25 May 2021 in reliance on the Shareholder approval obtained on 26 February 2021, but it will not be able to proceed with the issue after 25 May 2021 (and if the Series 3 Convertible Note is not issued a break fee will be payable by the Company).

Terms of Series 3 Convertible Note

A summary of the key terms of the Convertible Note Deed and the Series 3 Convertible Note proposed to be issued is set out in Annexure 2 of this Explanatory Memorandum (see also Schedule 1 of the explanatory memorandum in the 'Notice of General Meeting and Explanatory Memorandum' lodged with ASX on 25 January).

ASX Listing Rule 7.1

ASX Listing Rule 7.1 provides that a company must not, within a 12 month period, issue or agree to issue equity securities (which includes convertible securities) representing more than 15% of its total fully paid ordinary securities on issue at the commencement of that 12 month period unless a specified exception applies or the issue is made with the prior approval of shareholders.

Given the issue of the Series 3 Convertible Note may result in the Company exceeding this 15% threshold, Shareholder approval is now sought in accordance with ASX Listing Rule 7.1.

After Shareholder approval is obtained, any Shares issued on conversion of the Series 3 Convertible Note will fall under Exception 9 in ASX Listing Rule 7.2.

Specific Information required by ASX Listing Rules 7.1 and 7.3

Pursuant to and in accordance with ASX Listing Rules 7.1 and 7.3, the following additional information is provided in relation to Resolution 10:

- (a) the Company may issue one Convertible Note, being the Series 3 Convertible Note, for an issue price and with a face value of up to A\$28 million, on the terms and conditions contemplated in the Convertible Note Deed. The Series 3 Convertible Note will be convertible into a number of Shares calculated on the basis set out in Annexure 2, below, and based on the principal outstanding under the Series 3 Convertible Note, and the initial conversion price of A\$1.0036 (as adjusted in accordance with the terms of the Convertible Note Deed);
- (b) if issued, the Series 3 Convertible Note will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
- (c) the issue of Shares on conversion of the Series 3 Convertible Note will depend on when and if the Series 3 Convertible Note is converted by the Company or AustralianSuper;
- (d) the amount drawn down by the Company pursuant to the Series 3 Convertible Note is up to A\$28 million;
- (e) if issued, the Series 3 Convertible Note will be issued to AustralianSuper;
- (f) the Series 3 Convertible Note has a maturity date of 28 October 2024 unless previously redeemed or converted. The Series 3 Convertible Note may be converted at AustralianSuper's election at any time later than 28 April 2022 and before the maturity date, and otherwise in accordance with the terms and conditions of the Convertible Note Deed;
- (g) the Series 3 Convertible Note will be issued in accordance with and subject to the terms and conditions set out in the Convertible Note Deed, as summarised in Annexure 2 (see also Schedule 1 of the explanatory memorandum in the 'Notice of General Meeting and Explanatory Memorandum' lodged with ASX on 25 January 2021);
- (h) the purpose of the issue is to raise funds and the Company intends to use the funds raised from the issue of the Series 3 Convertible Note to provide funds for general corporate purposes. Further information on the use of funds from the Series 3 Convertible Note and the placement of Shares undertaken by the Company in December 2020 is set out in the ASX announcement and investor presentation of 10 December 2020; and
- (i) a voting exclusion statement is included below.

Further information on the Series 3 Convertible Note is set out in the ASX announcement and investor presentation of 10 December 2020 and the ASX announcement (including the 'Notice of General Meeting and Explanatory Memorandum') of 25 January 2021.

Board recommendation

The Board of Directors recommend that Shareholders vote in favour of Resolution 10.

Voting intention

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 10.

Voting exclusions

*The Company will disregard any votes cast in favour of this Resolution 10 by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or any associate of those persons, including AustralianSuper Pty Ltd as trustee for AustralianSuper (**AustralianSuper**) or any of its Associates.*

However, the Company need not disregard a vote on this Resolution 10, if:

- (a) it is cast by a person as a proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with the directions on the Proxy Form or given to the proxy or attorney to vote on this Resolution 10 in that way;*
- (b) it is cast by the person chairing the meeting as proxy or attorney for a person who is entitled to vote on this Resolution 10, in accordance with a direction on the Proxy Form or given to the chair to vote on this Resolution 10 as the chair decides; or*
- (c) it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:*
 - (i) 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 this Resolution 10; and*
 - (ii) the holder votes on this Resolution 10 in accordance with directions given by the beneficiary to the holder to vote in that way.*

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 20 May 2020 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, 4, 5, 6, 8 and 9, 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, 4, 5, 6, 8 and 9 even though they are connected with the remuneration of the Company's KMP.
8. Voting exclusions apply to Resolutions 1, 4, 5, 6, 7, 8, 9 and 10. 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, 4, 5, 6, 8 and 9 unless you direct them how to vote. In addition, Mr Verner's associates will not be able to vote your proxy on Resolutions 4, 5 & 8 and Mr Beevers' associates will not be able to vote on resolutions 6 and 8, unless you direct them how to vote. In addition, any person who participated in the issue of the Series 3 Convertible Note and their associates (AustralianSuper and its Associates) will not be able to vote your proxy on Resolution 10, 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, 4, 5, 6, 7, 8, 9 and 10 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, 19 May 2021. 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).
11. Direct voting online during the AGM will be available as follows.
 - Online at <https://web.lumiagm.com> or
 - Using the Lumi AGM App
 1. The meeting ID is: 332-230-192
 2. Your username, which is your SRN/HIN
 3. Your password, which is the postcode registered to your holding if you are an Australian shareholder. Overseas shareholders should refer to the User Guide for their password details.

Attending the meeting online enables shareholders to view the AGM live and to also ask questions, make comments and cast direct votes at the appropriate times whilst the meeting is in progress.

More information regarding participating in the AGM online, including browser requirements and how to download the App, is detailed in the User Guide available at <http://www.syrahresources.com.au/annual-general-meetings>.

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 2020;

“**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 2020;

“**AustralianSuper**” means AustralianSuper Pty Ltd as trustee for AustralianSuper ABN 65 714 394 898;

“**BAM**” means Battery Anode Material;

“**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;

“**Convertible Note**” means a security exercisable for Shares issued by the Company on the terms and conditions set out in the Convertible Note Deed (and in this explanatory memorandum will include a reference to the Series 3 Convertible Note as the context requires);

“**Convertible Note Deed**” means the Series 2 and 3 convertible note deed dated 10 December 2020 between the Company and AustralianSuper;

“**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 2020;

“**Equity Incentive Plan**” or “**EIP**” means the Equity Incentive Plan established and approved by shareholders at the Annual General Meeting on 17 May 2018, and which applies to all shares, performance rights and options offered from 17 May 2018 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 2020;

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

“**Hybrid Meeting**” means a meeting that combines a “live” in-person meeting at a physical location with a “virtual” online component for remote attendees;

“**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;

“**NED**” means a Non-Executive Director of the Company;

“**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;

“Series 1 Convertible Note” has the meaning as defined in the Explanatory Memorandum for Resolution 10;

“Series 2 Convertible Note” has the meaning as defined in the Explanatory Memorandum for Resolution 10;

“Series 3 Convertible Note” has the meaning as defined in the Explanatory Memorandum for Resolution 10;

“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.

Annexure 2

Terms and conditions of the Convertible Note Deed and Series 3 Convertible Note

PART A – Summary of key terms

The following is a summary of the key terms of the Convertible Note Deed executed by the Company on 10 December 2020 and the Series 3 Convertible Note proposed to be issued under it (see also Schedule 1 of the explanatory memorandum in the 'Notice of General Meeting and Explanatory Memorandum' lodged with ASX on 25 January 2021).

Feature	Summary
Face Value	The face value of the Series 3 Convertible Note is A\$28,000,000 (Face Value). The Company may elect (at its sole discretion) to not take up the Series 3 Convertible Note or may elect to reduce the Face Value of the Series 3 Convertible Note (in part or full). If the Series 3 Convertible Note is not taken up or the Face Value is so reduced, the Break Fee (as defined below) may be payable.
Term	<p>The maturity date of the Series 3 Convertible Note is 28 October 2024 (unless redeemed or converted earlier).</p> <p>The Company may give an issue notice in respect of the Series 3 Convertible Note at any time after satisfaction or waiver of the conditions precedent (see below) up to and including 30 June 2021.</p>
Status	<p>Prior to conversion, the Series 3 Convertible Note will rank equally with all other unsecured and unsubordinated debt obligations of the Company and confers rights on AustralianSuper as an unsecured creditor of the Company. However, it does not confer on AustralianSuper rights as a member of the Company or any right to attend or vote at general meetings of the Company.</p> <p>Any Shares issued on conversion of the Series 3 Convertible Note will rank equally with all other fully paid ordinary shares of the Company (see "Conversion" below).</p>
Establishment fee	Upon issue of the Series 3 Convertible Note, an establishment fee equal to 2% of the Face Value of the Series 3 Convertible Note will be capitalised and will accrue to the Principal Outstanding (as defined below) under the Series 3 Convertible Note.
Interest	Interest will accrue from day to day on the Principal Outstanding of the Series 3 Convertible Note, and will be capitalised quarterly and added to the Principal Outstanding under the Series 3 Convertible Note, at a rate of 8% per annum.

	Alternatively, the Company may elect to make interest payments in cash (rather than have them be capitalised and added to the Principal Outstanding), and if so, the relevant interest will be calculated at a rate of 7.5% per annum.
Break Fee	<p>A break fee of (Break Fee) will be payable by the Company to AustralianSuper if the Company:</p> <ul style="list-style-type: none"> • does not deliver an issue notice to AustralianSuper in respect of the Series 3 Convertible Note or defaults on its obligation to issue the Series 3 Convertible Note, in which case the amount of the Break Fee will be A\$280,000 (being 1% of the subscription amount for the Series 3 Convertible Note); or • elects to reduce the Face Value of the Series 3 Convertible Note (in which case the amount of the Break Fee will be calculated by multiplying A\$280,000 by the proportion by which the Face Value of the Convertible Note has been reduced) (unless a Break Fee is paid in accordance with the second bullet point above, in which case no further Break Fee is payable). <p>The Company will not be required to pay Break Fees more than 1% of the aggregate Face Value of the Series 2 Convertible Note and Series 3 Convertible Note not issued.</p>
Conversion	<p>AustralianSuper may elect to convert the Series 3 Convertible Note:</p> <ul style="list-style-type: none"> • at any time after 28 April 2022 and prior to the maturity date; • if a third party makes a takeover offer for all the Shares of the Company, at any time within the first 21 days of the date offers under the takeover are made (subject to a 7 day extension if the offer consideration is varied) and provided that AustralianSuper has also converted the existing convertible note issued to AustralianSuper under the convertible note deed between the Company and AustralianSuper dated 19 June 2019 (Series 1 Convertible Note); • if the Company announces the execution of a scheme implementation agreement in respect of the acquisition of all the Shares of the Company, at any time up to the date on which the scheme of arrangement becomes effective; or • at any time after the occurrence of an Event of Default (as defined below). <p>Unless the relevant conversion notices are given in the one month period prior to the maturity date or as otherwise agreed between AustralianSuper and the Company, AustralianSuper:</p> <ul style="list-style-type: none"> • cannot give a conversion notice in respect of the Series 3 Convertible Note at the same time as it gives a conversion notice in respect of the Series 1 Convertible Note;

- may only give a conversion notice in respect of the Series 3 Convertible Note if it has not given a conversion notice in respect of the Series 1 Convertible Note in the last 6 months; and
- will not give a conversion notice in respect of the Series 1 Convertible Note if a conversion notice has been given in respect of the Series 3 Convertible Note in the last 6 months.

Upon conversion, the number of Shares to be issued to AustralianSuper will be calculated on the following basis:

Principal Outstanding

Conversion Price

The **Principal Outstanding** is the Face Value of the Series 3 Convertible Note, together with the establishment fee and accrued and capitalised interest.

The **Conversion Price** is the initial conversion price of A\$1.0036 as adjusted for certain corporate actions of the Company during the term of the Series 3 Convertible Note in accordance with the Adjustment Rules which were set out in full in the notice of general meeting held on 26 February 2021 (such notice being issued on 25 January 2021) (**Adjustment Rules**). The Company will provide a copy of the Adjustment Rules to anyone who requests a copy prior to the date 7 days before the annual general meeting. The Conversion Price may be adjusted more than once and cannot be adjusted to increase except where permitted by rule 2.1 of the Adjustment Rules. If AustralianSuper determines that the Company has failed to make a required adjustment or disagrees with an adjustment, the Company must refer the matter to an independent financial institution for determination at the Company's cost.

If, upon conversion of the Series 3 Convertible Note and/or the Series 1 Convertible Note, AustralianSuper would have had voting power in the Company of over 20%, then only that proportion of the Principal Outstanding will be converted so that AustralianSuper's shareholding in the Company is 19.9%. In respect of the balance of the Principal Outstanding, the Company may elect to seek Shareholder approval to convert into Shares if it considers that it is in the best interests of the Company to convert the balance. Otherwise the balance of the Principal Outstanding will be redeemed for a cash payment to be calculated on the following basis:

Percentage of the Principal
Outstanding of the Series 3
Convertible Note not converted to X
Shares multiplied by the Principal
Outstanding

The 30 day volume weighted average price of the Company's Shares at the date which is 5
business days before the date of conversion

Conversion Price

	<p>If, following a third party making a takeover offer for all the Shares of the Company, or the Company announcing the execution of a scheme implementation agreement in respect of the acquisition of all the Shares of the Company (or another change of control event occurring), the Series 3 Convertible Note is not elected to be converted by AustralianSuper within the timeframes noted above, then, from the time the relevant transaction becomes unconditional, the Series 3 Convertible Note can no longer be converted and must be redeemed within 60 days in cash, for an amount equal to the then Principal Outstanding.</p> <p>The Company must lodge a “cleansing notice” under sections 708A(5) and 708A(6) of the Corporations Act no later than 5 business days after the date of conversion. However, if the Company (acting reasonably and having regard only to any disclosures which the Company would need to make in order to issue the cleansing notice) is not able or willing to issue the cleansing notice within the required time period, it may elect to defer the date of conversion for up to 30 business days (or such longer period as may be agreed by the parties).</p>
Redemption	<p>If AustralianSuper has not converted (or redeemed) the Series 3 Convertible Note on or before the maturity date of the Series 3 Convertible Note, then on the maturity date the Company must redeem the Series 3 Convertible Note for the Principal Outstanding (plus any accrued interest not yet capitalised or paid).</p> <p>As noted above, the Series 3 Convertible Note must be redeemed after a third party acquires control of the Company. AustralianSuper may also elect to redeem the Series 3 Convertible Note upon the occurrence of an Event of Default.</p>
Event of Default	<p>It is an Event of Default if, at any time:</p> <ul style="list-style-type: none"> the Company fails to pay or repay an amount due, or fails to perform any other material obligation, under the Convertible Note Deed within 20 business days of the date due or notice from AustralianSuper to remedy that failure (as applicable); an insolvency event occurs in relation to the Company, which includes customary events such as appointment of a liquidator, administrator, receiver or controller; the Company commits an event of default under any of its debt financing arrangements for an amount in excess of A\$50 million which is not waived or remedied within 20 business days; any warranty or representation given by the Company under the Convertible Note Deed is or becomes false, misleading or incorrect in any material respect and is not remedied within 20 business days of notice from AustralianSuper; there is a fundamental and material change of the main business undertaking of the Company; the Company becomes liable for an amount of A\$25 million or more in respect of a material decision of any court, quasi-judicial body or governmental agency and that decision is not stayed, discharged, satisfied or appealed within 20 business days; or

	<ul style="list-style-type: none"> the Company ceases to be admitted to the official list of the ASX or its Shares are suspended from trading for more than 5 trading days in any 12 month period (except where the suspension is at the Company's request in certain circumstances). <p>At any time after the occurrence of an Event of Default and while it is continuing, AustralianSuper may by notice to the Company demand immediate payment of the Principal Outstanding on the Series 3 Convertible Note by way of redemption of the Series 3 Convertible Note or elect to convert the Series 3 Convertible Note into Shares in accordance with the terms of the Convertible Note Deed (see "Conversion" above).</p>
Undertakings	<p>The Company must comply with various customary undertakings prior to the maturity date, including in relation to the conduct of its business, non-disposal of material assets, not making material changes to its constitution and compliance with laws.</p> <p>For so long as the Series 3 Convertible Note remains outstanding and prior to the date 5 business days after a change of control event (if any), the Company also undertakes to consult with AustralianSuper prior to issuing any ordinary shares, equity securities or debt securities for the primary purpose of raising capital for the Company or entering into debt financing agreements (other than any senior secured revolving debt / credit facilities), however consent of AustralianSuper is not required for any such transactions or agreements.</p>
Representations and warranties	<p>AustralianSuper and the Company give customary representations and warranties including in relation to registration, power and capacity, solvency, authorisations, compliance with law, ranking, capital structure, accuracy of information and litigation (as applicable).</p>
Assignment	<p>AustralianSuper may assign or transfer the Convertible Note Deed or the Series 3 Convertible Note to any of its related bodies corporate with written notice to the Company provided it is validly transferred, the assignee enters into a deed of assignment and assumption and the assignee remains a related body corporate. Otherwise, the Convertible Note Deed or Series 3 Convertible Note cannot be assigned or transferred without the prior written consent of the other party.</p>



SYRAH RESOURCES

ABN 77 125 242 284

Need assistance?



Phone:

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



Online:

www.investorcentre.com/contact

SYR

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



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00 AM (AEST) on Wednesday, 19 May 2021.**

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 under the help tab, "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.

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

XX

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 Dexus Place Melbourne, Auditorium + Business Lounge, Level 14, 385 Bourke Street, Melbourne VIC 3000 on Friday, 21 May 2021 at 10:00 AM (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, 4, 5, 6, 8 and 9 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 4, 5, 6, 8 and 9 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, 4, 5, 6, 8 and 9 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			For	Against	Abstain
1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7	Ratification of Prior Issue of 62,228,746 Fully Paid Ordinary Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Election of Mr John Beevers as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8	Approval of inclusion of Mr John Beevers in the Non-Executive Director Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Re-election of Mr James Askew as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9	Refresh of Employee Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Approval to grant 467,727 performance rights to Mr Shaun Verner (or his nominee) as a 2021 Long Term Incentive	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10	Refresh of approval to issue the Series 3 Convertible Note to AustralianSuper Pty Ltd as trustee for AustralianSuper	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Approval to issue 126,813 fully paid ordinary shares to Mr Shaun Verner (or his nominee) as part of his 2020 Short Term Incentive	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
6	Approval to grant 100,000 performance rights to Mr John Beevers (or his nominee) as a Long Term Incentive	<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 7 4 8 6 3 A



Computershare

