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Syrah Resources Limited

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Equity Capital Raising Presentation
August 2015





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IMPORTANT: You must read the following before continuing.

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Cautionary Statement – Spherical Graphite Internal Economic Assessment

The stated production target is based on the Company's current expectations of future results or events and should not be solely relied upon by investors when making investment decisions. Further evaluation work and appropriate studies are required to establish sufficient confidence that this target will be met. Further, the Company cautions that there is no certainty that the forecast financial information derived from production targets will be realised.

The information about the Spherical Graphite project included in this presentation is based on an internal economic assessment, which is a high-level study based on limited information, prepared by the Company in order to assist it to decide whether to undertake more detailed studies. The Company will not be able to determine the viability of this project, make an investment decision or obtain financing for this project without undertaking further studies, and those further studies, if undertaken, may lead to materially different results to those reflected in the internal economic assessment. Accordingly, investors are cautioned not to place undue weight on the results of the internal economic assessment presented in this presentation.

Cautionary Statement – Balama Vanadium Scoping Study

The Vanadium Scoping Study results and production targets reflected in this announcement are based on low-level technical and economic assessments and Measured and Indicated Resources. It is insufficient to support estimation of Proven or Probable Reserves or to provide assurance of an economic development case at this stage, or to provide certainty that the conclusions of the Vanadium Scoping Study will be realised. Although the Company is confident that these will be converted into Proven and Probable Reserves in due course, there is no certainty that all or any part of the inventory the subject of the Vanadium Scoping Study will be converted into Proven or Probable Reserves. Until such time, the results of the Vanadium Scoping Study should be considered as preliminary in nature. The stated production target is based on the Company's current expectations of future results or events and should not be solely relied upon by investors when making investment decisions. Further evaluation work and appropriate studies are required to establish sufficient confidence that this target will be met. Further, Syrah cautions that there is no certainty that the forecast financial information derived from production targets will be realised.

Readers should note that the information in this presentation relating to the vanadium resource at the Balama Project was prepared and first disclosed under the JORC Code 2004. This information has not been updated since to comply with the JORC Code 2012 on the basis that the information has not materially changed since it was last reported.



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This presentation does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States. The New Shares to be offered and sold in the Offer have not been, and none of them will be, registered under the U.S. Securities Act or the securities laws of any state or other jurisdiction of the United States. The New Shares to be offered and sold in the Offer may not be offered and sold to, directly or indirectly, any person in the United States or any person that is, or is acting for the account or benefit of, any person in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. This presentation may not be distributed or released in the United States. The distribution of this presentation in other jurisdictions outside Australia may also be restricted by law and any such restrictions should be observed. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

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Acceptance

By attending an investor presentation or briefing, or accepting, accessing or reviewing this presentation you acknowledge and agree to the terms set out in the important notice and disclaimer.



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1. Offer Details



Offer overview

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Offer size and structure	<ul style="list-style-type: none"> ❑ Equity raising of approximately A\$211 million via: <ul style="list-style-type: none"> – A 4 for 19 fully underwritten accelerated pro-rata renounceable Entitlement Offer of New Shares to raise approximately A\$113 million – An A\$98 million fully underwritten placement to cornerstone institutional investors at A\$3.25 per New Share ❑ Approximately 64.8 million New Shares to be issued (equivalent to approximately 39% of currently issued ordinary shares)
Offer price	<ul style="list-style-type: none"> ❑ A\$3.25 per New Share, representing a discount of: <ul style="list-style-type: none"> – 11.7% to the closing price of Syrah’s shares on 30 July 2015, being A\$3.68 per share – 8.7% to TERP⁽¹⁾ based on the last closing price, being A\$3.56 per share; and – 8.3% to TERP based on the 10-day VWAP, being A\$3.54 per share
Entitlement Offer	<ul style="list-style-type: none"> ❑ Eligible institutional shareholders can take up their entitlements in an accelerated Institutional Offer ❑ Eligible retail shareholders in Australia and New Zealand will be sent the offer materials and can take up their entitlements in a separate Retail Offer ❑ Lapsed or ineligible entitlements will be placed into two separate bookbuilds:⁽²⁾ <ul style="list-style-type: none"> – Institutional bookbuild – Retail bookbuild
Use of proceeds	<ul style="list-style-type: none"> ❑ The proceeds of the Offer will be used to fund the development of the Balama Graphite Project in Mozambique, as well as general and administrative costs, working capital and studies relating to potential future projects (Spherical Graphite Facility, Recarburiser Products and the Vanadium Project)
Ranking	<ul style="list-style-type: none"> ❑ New Shares will rank equally with existing shares

(1) TERP is the theoretical price at which the Company shares should trade immediately after the ex-date for the Entitlement Offer. TERP is a theoretical calculation only and the actual price at which the Company shares trade immediately after the ex-date for the Entitlement Offer will depend on many factors and may not be equal to TERP. TERP is calculated by reference to the Company’s closing price of A\$3.68 on 30 July 2015.

(2) Institutional shareholders and retail shareholders who renounce their entitlements or who are ineligible will receive any premium over the Offer price achieved in the Institutional Bookbuild and Retail Bookbuilds respectively (less any applicable withholding tax).



Sources and uses of proceeds

Sources	US\$m	A\$m
Syrah cash at bank at 30 June 2015	7	9
Net proceeds of Offer	148	203
Total sources	155	212

Estimated uses to 30 June 2017	US\$m	A\$m
Balama Graphite Project development	144 ⁽¹⁾	198
Total development costs	144	198
General and Administration costs	18	24
Net working capital	30	41
Studies relating to future potential projects:		
- Spherical Graphite Facility		
- Recarburiser Products	5	7
- Vanadium Project		
Total uses	197	270

- ❑ The proceeds of the Offer will be predominantly used to fund the development of the Balama Graphite Project, as well as general and administrative costs and studies relating to future potential projects
- ❑ Syrah has a range of alternatives to fund its residual requirements (including working capital) that it will progress in due course
- ❑ Syrah is taking steps to manage foreign exchange exposure including entering into a forward contract to allow for conversion of Offer proceeds into the underlying currencies in which development expenditure will be incurred

Note: Currency converted at an AUD:USD exchange rate of 0.73.

(1) CPC Engineering Pty Ltd ("CPC Engineering") has completed a Front End Engineering Design ("FEED") for the processing plant and provided an updated capital cost estimate for the development of the Balama Graphite Project of US\$144m (including a 10% contingency). Refer to page 20 of this presentation for further details.



Offer timetable

Event	Date
Announcement of Capital Raising	Monday, 3 August 2015
Placement	Monday, 3 August 2015
Institutional Entitlement Offer	Monday, 3 August 2015 to Tuesday, 4 August 2015
Institutional Bookbuild	Wednesday, 5 August 2015
Trading halt lifted and Shares recommence trading on an “ex-entitlement” basis	Thursday, 6 August 2015
Record Date under Entitlement Offer	7.00pm (AEST) on Thursday, 6 August 2015
Retail Entitlement Offer opens	Monday, 10 August 2015
Despatch of Retail Offer booklet	Tuesday, 11 August 2015
Settlement of Placement, Institutional Entitlement Offer and Institutional Bookbuild	Wednesday, 12 August 2015
Issue and commencement of trading of new Shares under Placement, Institutional Entitlement Offer and Institutional Bookbuild	Thursday, 13 August 2015
Retail Entitlement Offer closes	5.00pm (AEST) on Friday, 21 August 2015
Retail Bookbuild	Wednesday, 26 August 2015
Settlement of Retail Entitlement Offer and Retail Bookbuild	Tuesday, 1 September 2015
Issue and commencement of trading of new Shares under Retail Entitlement Offer and Retail Bookbuild	Wednesday, 2 September 2015

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2. Investment Highlights



Investment Highlights

Exposure to world class Balama Graphite Project

- ❑ 2015 Feasibility Study completed by Snowden Mining Consultants Pty Ltd (“Snowden”) confirms the potential of the Balama Graphite Project:⁽¹⁾
 - High grade and low strip ratio, with an estimated IRR of 71% and an estimated post-tax NPV₁₀ of US\$1.1bn
 - JORC Code (2012) Compliant Graphite Reserve⁽²⁾ would support over 40 years of production at projected production rates
- ❑ Key approvals are in place, including Mining Concession, Environmental License, Water License and Land Access (DUAT) License
- ❑ Pre-construction works substantially complete to enable construction to commence
- ❑ Balama graphite products can be used in traditional market uses and high growth battery applications
- ❑ Offtake agreement in place with China Aluminium International and Engineering Corporation (“Chalieco”)
- ❑ CPC Engineering has completed a FEED for the processing plant
 - Updated capital cost estimate for the development of the Balama Graphite Project is within 5% of the Feasibility Study estimates and processing plant operating cost estimates are consistent with the Feasibility Study estimates

Experienced board and management team in place to deliver Balama

- ❑ Board and management team with significant mining and African experience expected to lead the Company through construction and production milestones

Significant additional future potential through the Spherical Graphite Facility, Recarburiser Products and Vanadium Project

- ❑ Use of Balama graphite as an input into the manufacture of coated spherical graphite, which is expected to target the high value Li-ion battery segment, with recarburisers produced as a by-product
 - Internal Economic Assessment in relation to Coated Spherical Graphite Facility completed⁽³⁾
- ❑ The Balama ore-body also contains a JORC Code (2004) Compliant Vanadium Resource of 1.15Bt at 0.24% V₂O₅⁽²⁾
 - Vanadium scoping study completed by Chalieco supports the viability of vanadium extraction at Balama⁽⁴⁾

(1) Refer to “Syrah finalises Balama Graphite study and declares maiden ore Reserve” as announced to ASX on 29 May 2015 for relevant assumptions and qualifications to the conclusions of this study.

(2) Refer to Appendix C for details of the Company’s JORC Compliant Reserves and Resources and Competent Person Statements.

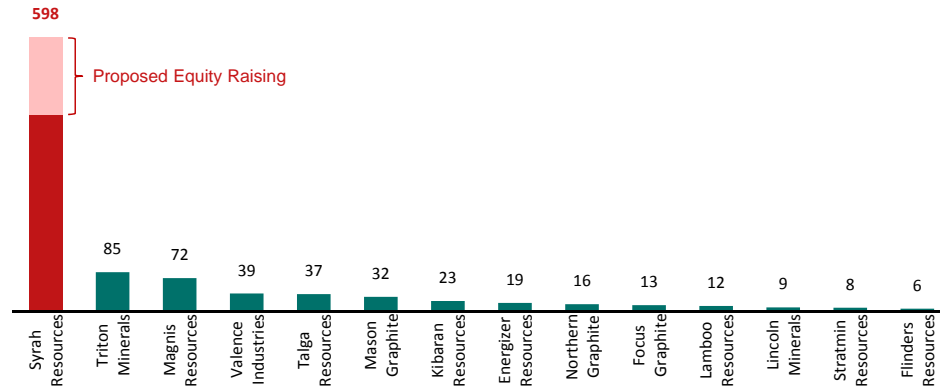
(3) Refer to “Syrah announces Internal Economic Assessment for Coated Spherical Graphite” as announced to ASX on 18 June 2015 for relevant assumptions and qualifications to the conclusions of this assessment. Refer to “Cautionary Statement – Spherical Graphite Internal Economic Assessment” on page 3 of this presentation.

(4) Refer to “2014 Vanadium Scoping Study” as announced to ASX on 30 July 2014 for relevant assumptions and qualifications to the conclusions of this study. Refer to “Cautionary Statement – Balama Vanadium Scoping Study” on page 3 of this presentation.

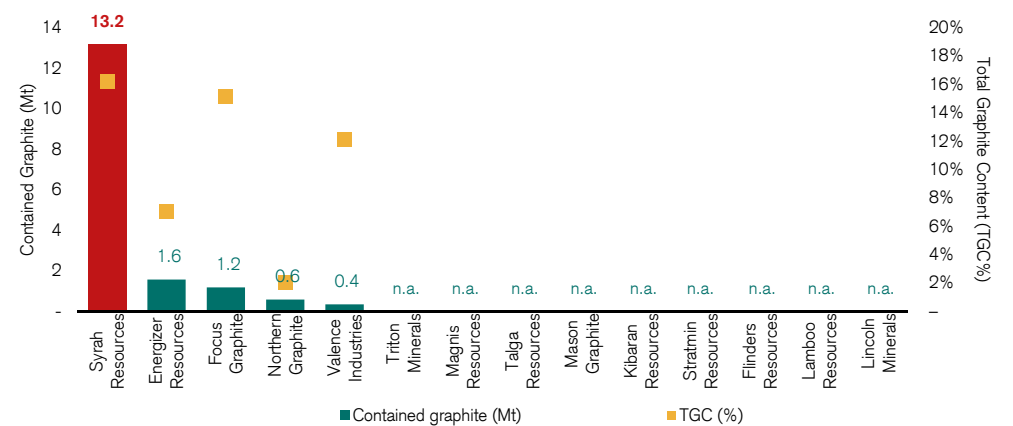


Balama is a unique, world class graphite project

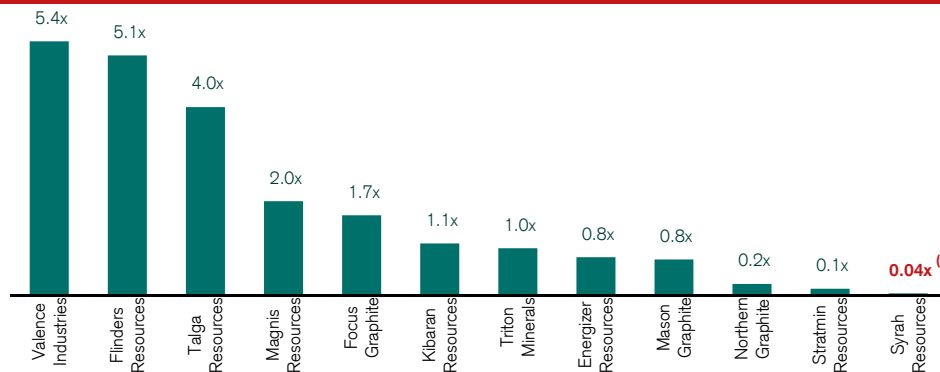
Equity market capitalisation (US\$m)⁽¹⁾



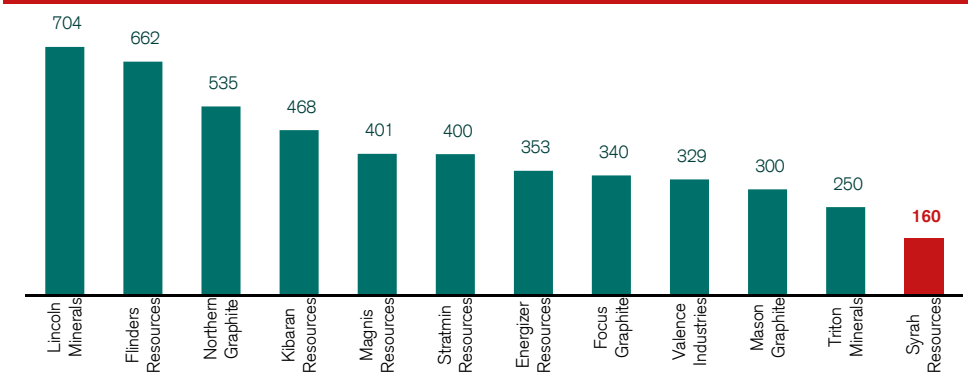
Reserves⁽²⁾



Strip ratio⁽²⁾



Mine gate costs (US\$/t)⁽²⁾⁽⁴⁾



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Source: Company filings, Factset.
 Note: Market data as at 30 July 2015. AUD market prices converted at an AUD:USD exchange rate of 0.73. CAD market prices converted at a CAD:USD exchange rate of 0.77. GBP market prices converted at a GBP:USD exchange rate of 1.56. Charts based on a selected peer group and reflect available public information for each project parameter. Assumes that Northern Graphite does not pursue the development scenario in its Preliminary Economic Assessment update, as indicated in its 16 June 2015 announcement.

- (1) Market capitalisation based on undiluted shares outstanding as at 30 July 2015. Market capitalisation is pro-forma for intended share issuance under the Offer and calculated at TERP of A\$3.56.
- (2) Metrics shown relate to companies' respective flagship project only. Metrics are per the most recent applicable company disclosure and are presented on a life of mine ("LOM") basis.
- (3) Inclusive of economic low grade ore ranging from >2% to <9% TGC which will be stockpiled for processing in the future.

- (4) Costs disclosed in Australian dollars converted to US dollars at an AUD:USD exchange rate of 0.73. Costs disclosed in Canadian dollars converted to US dollars at a CAD:USD exchange rate of 0.77. Mine gate costs have been calculated to include mining, processing and general administration costs and are on a LOM basis except as noted below:
 - Lincoln Minerals disclose operating costs but do not provide a detailed breakdown of costs.
 - Northern Graphite costs disclosed in Canadian dollars.
 - Magnis Resources product logistic cost are assumed to remain fixed over the life of the mine.
 - Stratmin disclose operating costs but do not provide a detailed breakdown of costs. Cost shown in chart represents the lower bound of published FY15 guidance.
 - Focus Graphite costs disclosed in Canadian dollars.
 - Valence Resources based on mid-point of disclosed mine gate cost range of A\$400/t – A\$500/t. Disclosed in Australian dollars.
 - Mason Graphite costs disclosed in Canadian dollars.
 - Talga Resources is excluded as costs are reported per feed tonne.
 These companies do not report mine gate costs on this basis.



Experienced Board of Directors with an extensive track record

Jim Askew

**Non-Executive
Chairman**

- ❑ Over 40 years of international experience as a Director and/or Chief Executive Officer for a wide range of Australian and international publicly listed mining, mining finance and other mining related companies
- ❑ Continuous involvement with the African Mining Industry since 1985
- ❑ Served as a Board member of over 30 publicly listed resource companies, including currently OceanaGold, Nevada Copper Corporation, Evolution Mining and Asian Mineral Resources

Tolga Kumova

Managing Director

- ❑ Co-founder of Jacana Resources (which was subsequently vended into Syrah Resources Limited)
- ❑ 15 years experience in stockbroking, corporate finance and corporate restructuring
- ❑ Specialised in Initial Public Offerings and capital requirements of mining focused companies

Sam Riggall

**Non-Executive
Director**

- ❑ Almost 20 years of experience in mining project generation and evaluation, business development and capital market transactions
- ❑ Previously held various executive roles at Rio Tinto and Ivanhoe Mines including Chief Negotiator for Rio Tinto in relation to the Investment Agreement for the US\$8 billion Oyu Tolgoi Project in Mongolia
- ❑ Currently Chairman and Chief Executive Officer of Clean TeQ Holdings Limited

Rhett Brans

**Non-Executive
Director**

- ❑ Operated a consultancy providing project management services to the mining industry for the past 20 years
- ❑ Over 40 years experience in the design and construction of mineral processing facilities
- ❑ Extensive African experience (with Perseus Mining and Tiger Resources)

José Caldeira

**Non-Executive
Director**

- ❑ Pre-eminent legal and regulatory professional in Mozambique with over 25 years experience
- ❑ Currently a senior partner at Sal & Caldeira Advogados, Lda, a leading legal firm in Mozambique
- ❑ Extensive experience in supplying legal and regulatory consulting services in natural resources, foreign investment, infrastructure, civil, administrative, commercial and labour law, as well as litigation



Strong management and technical team to deliver Balama

Darrin Strange
Chief Operating Officer

- ❑ Previously a General Manager for Rio Tinto managing the West Angelas and Robe River iron ore operations
- ❑ 25 years of experience in mining, manufacturing and engineering firms in Australia and internationally

David Corr
Chief Financial Officer

- ❑ Previously Chief Financial Officer of Grange Resources Limited
- ❑ 11 years of experience with PricewaterhouseCoopers managing a portfolio of resource clients in Australia and internationally

Kevin Horsley
**Project Manager –
Balama**

- ❑ Previously held senior management roles with the owners teams on copper and gold projects
- ❑ 40 years of experience in engineering and construction projects in Australia and internationally

Michael Chan
**General Manager –
Project Development**

- ❑ Previously held senior management roles at Kimberly Rare Earths, Arafura Resources and Lynas Corporation
- ❑ 35 years industry experience in senior operations, project development and commercial roles
- ❑ 10 years of extensive rare earth project experience including complex metallurgical flow sheet development

Dinis Napido
**Country Manager –
Mozambique**

- ❑ Experienced mining and exploration geologist
- ❑ 22 years of experience in the mining industry in Mozambique and southern Africa



Future potential projects

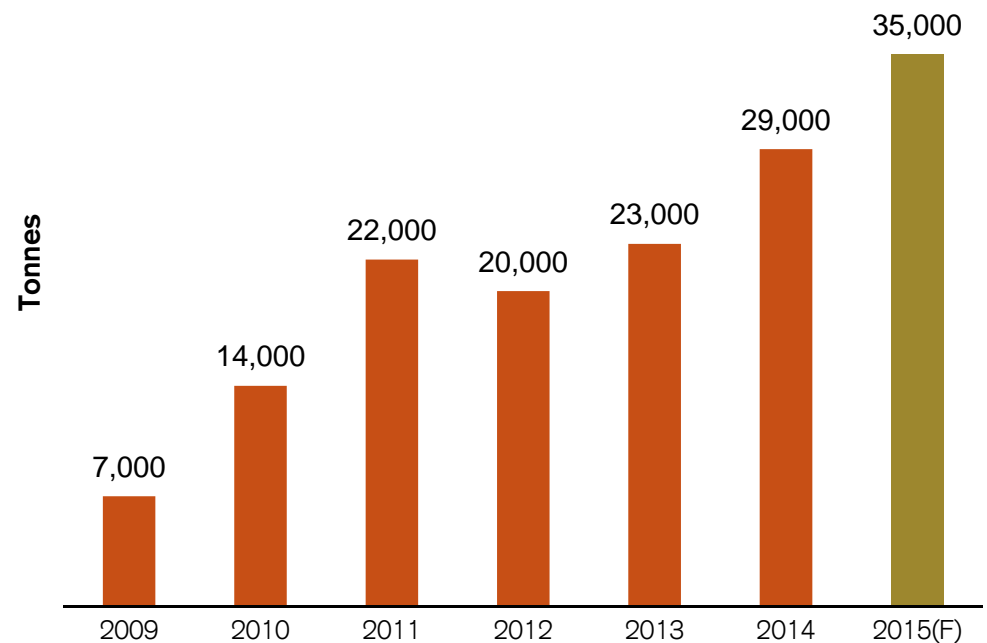
Spherical Graphite Facility⁽¹⁾

- ❑ Internal Economic Assessment (“IEA”) for a Coated Spherical Graphite facility in the United States was completed and released in June 2015
- ❑ The IEA is an internally generated, preliminary assessment that is subject to further feasibility studies
- ❑ Coated Spherical Graphite production provides a potential future downstream option for direct exposure to the growing lithium-ion (“Li-ion”) battery industry
- ❑ Potential for Recarburer Products to be produced as a by-product of the spherical graphite manufacturing process
- ❑ Technical work and regulatory approvals due diligence is underway to position Syrah to pursue this opportunity

Vanadium Project⁽²⁾

- ❑ Scoping Study completed by Chalico supports viability of vanadium at Balama, subject to future successful feasibility study work
- ❑ Metallurgical testwork successfully produced a 99.9% V₂O₅ powder
- ❑ Pilot plant work is ongoing in preparation of future feasibility studies
- ❑ Expected to position Syrah as a potential supplier to the steel and vanadium redox battery storage markets
- ❑ Vanadium Project expected to be progressed once the Balama Graphite Project has been successfully delivered

Spherical Graphite Exports from China⁽³⁾



(1) Refer to “Syrah announces Internal Economic Assessment for Coated Spherical Graphite” as announced to ASX on 18 June 2015 for relevant assumptions and qualifications to the conclusions of this assessment. Refer to “Cautionary Statement – Spherical Graphite Internal Economic Assessment” on page 3 of this presentation.

(2) Refer to “2014 Vanadium Scoping Study” as announced to ASX on 30 July 2014 for relevant assumptions and qualifications to the conclusions of this study. Refer to “Cautionary Statement – Balama Vanadium Scoping Study” on page 3 of this presentation.

(3) Source: Benchmark Minerals.



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3. Balama Graphite Project



Balama Highlights

✓ 2015 Feasibility Study delivered by Snowden, highlights include⁽¹⁾:

- JORC Code (2012) Compliant Graphite Ore Reserves⁽²⁾ would support over 40 years of operations at estimated full production rates
- Simple open pit mining operation with a low strip ratio; operations will commence as free-dig mining using conventional truck and shovel methods
- Conventional processing via crushing, grinding, flotation, filtration, drying, screening and bagging
- Estimated average head grade of approximately 19% total graphitic carbon (“TGC”) during the first 10 years of operations (16.2% TGC for LOM)
- Estimated process recovery of approximately 92.5% with an average final concentrate grade of approximately 95% TGC
- Estimated average production during the first 10 years of operations of approximately 356,000 tonnes graphite concentrate per annum
- Low estimated average mine-gate costs of approximately US\$160 per tonne⁽³⁾⁽⁴⁾ and estimated average cash operating costs of approximately US\$286 per tonne⁽³⁾ FOB from Port of Nacala over life of mine
- Estimated internal rate of return of 71%, post-tax NPV₁₀ of US\$1.1 billion

✓ CPC Engineering has completed a FEED for the processing plant and provided updated estimates of capital and operating costs for Balama

- Updated capital cost estimate of US\$144 million including a 10% contingency
- Estimated processing plant operating costs are consistent with the Feasibility Study estimates

(1) Refer to “Syrah finalises Balama Graphite study and declares maiden ore Reserve” as announced to ASX on 29 May 2015 for relevant assumptions and qualifications to the conclusions of this study.
 (2) Refer to Appendix C for details of the Company’s JORC Compliant Reserves and Resources and Competent Persons Statement.
 (3) Excludes royalties and taxes. Please refer to Appendix D for discussion of risks relating to these items.
 (4) Excludes product handling and logistic costs to the Port of Nacala.



Balama Highlights (cont'd)

- ✓ **Key regulatory approvals in place, including Mining Concession, Environmental Licence, Water Licence and Land Access (DUAT) Licence**
 - Mining concession covers a 25 year period and is renewable for a further 25 years
- ✓ **Offtake Agreement in place with Chalieco (up to 80ktpa)⁽¹⁾**
- ✓ **Experienced management and operating team in place to lead Syrah through construction and into production**
- ✓ **Strong support from key local stakeholders, community and government, with employment for over 500 people**

(1) Refer to Appendix D and discussion of counterparty risk relating to this item.



Snowden Feasibility Study estimates

Operational metrics

Operational period	years	42
Plant feed rate	tpa	2,000,000
Average strip ratio (life of mine)	ratio	0.04 ⁽¹⁾
Average head grade (life of mine)	%	16.2
Average recovery (life of mine)	%	92.5
Average production (life of mine) - 95% TGC	tpa	313,000

Financial metrics

Total initial capex (including 10% contingency)	US\$m	138 ⁽²⁾
Assumed weighted average basket price (LOM)	US\$/t (FOB) ⁽³⁾	1,000 ⁽⁴⁾
Average operating cash costs over life of mine ⁽⁵⁾	US\$/t product (FOB) ⁽³⁾	286
Post-tax NPV (10% discount rate)	US\$m	1,125
Internal rate of return (IRR)	%	70.7
Payback period from commencement of production	years	< 2

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Feasibility Study outcomes confirm Balama expected to be a long life, high quality project with attractive financial returns

Note: Refer to "Balama Feasibility Study and Corporate Presentation" as announced to ASX on 29 May 2015 for relevant assumptions and qualifications to the conclusions of the Snowden Feasibility Study.

(1) Inclusive of economic low grade ore ranging from >2% to <9% which will be stockpiled for processing in the future.

(2) CPC Engineering FEED study has subsequently provided an updated initial capital expenditure estimate of US\$144 million – refer to following page.

(3) FOB from Port of Nacala.

(4) The assumed weighted average basket price (LOM) of US\$1,000/t used in the Feasibility Study is based on the three year historical weighted average basket market price of natural graphite from 2012-2014 as sourced from Industrial Minerals and Benchmark Minerals. It is estimated that a US\$100/t change in realised price over the LOM would impact the Feasibility Study post-tax NPV by approximately US\$190m.

(5) Excluding royalties and taxes. Please refer to page 26 and Appendix D for discussion of risks relating to these items.



CPC Engineering Front End Engineering Design (FEED)

Discussion

- ❑ CPC Engineering has completed a FEED basis of estimate for the processing plant at Balama
- ❑ The objective of the FEED was to further optimise and de-risk parts of the development plan, as well as bringing greater certainty in relation to procurement of key items of capital equipment
- ❑ FEED estimates initial capital costs for the Balama Graphite Project to be within 5% of the Feasibility Study estimates, and processing plant operating costs to be consistent with the Feasibility Study estimates
 - Updated capital cost estimate is US\$144 million including a 10% contingency⁽¹⁾

Initial capital expenditure estimate (US\$m)

Process plant	63
Site infrastructure	37
Owner's costs	20
Other ⁽²⁾	11
Subtotal	131
Contingency – 10%	13
Total	144

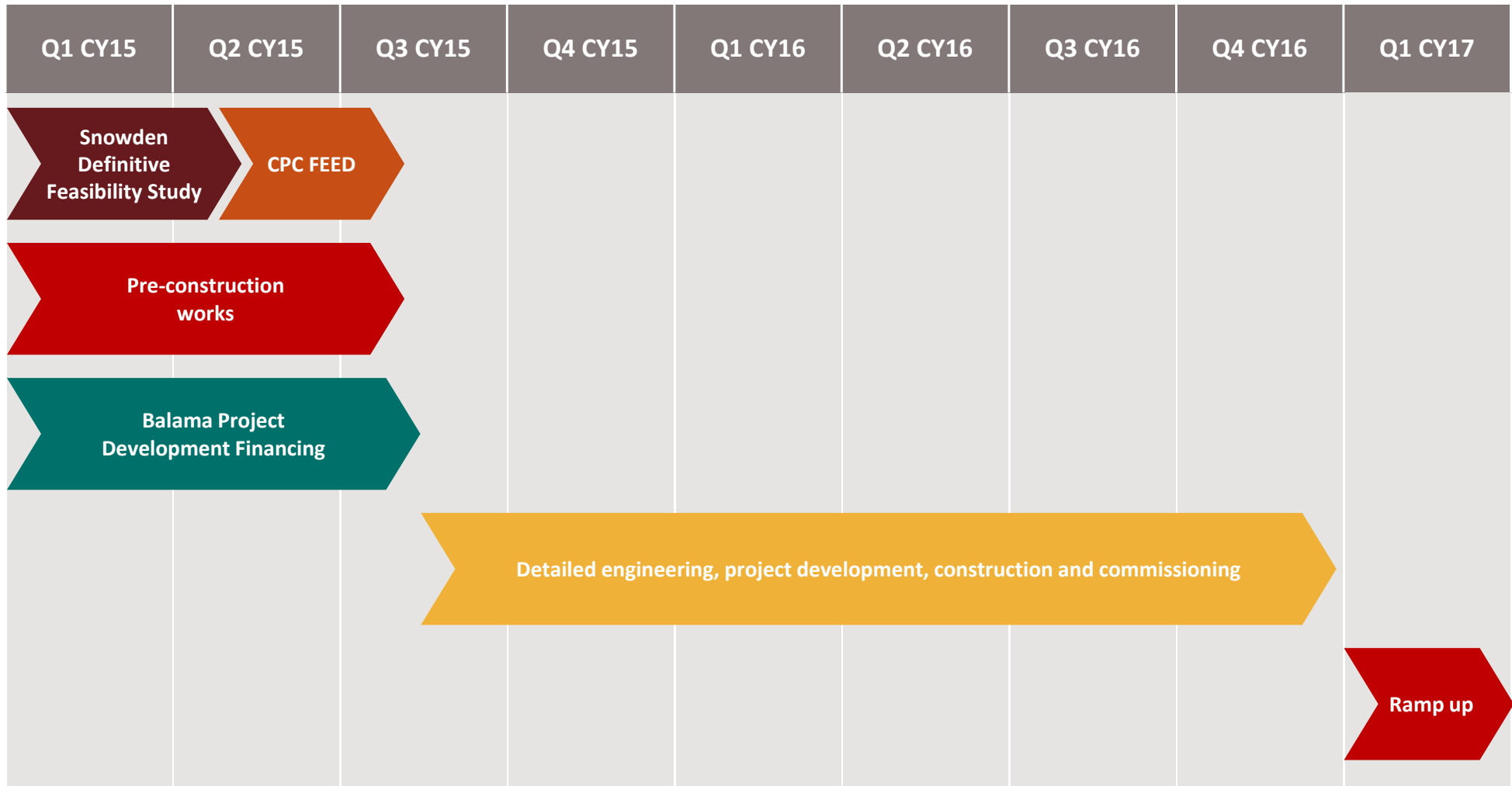
(1) As compared to Snowden Feasibility Study estimate of US\$138m (including a 10% contingency).

(2) Includes Mining, Site Support Temporary Services and Indirect Costs.



Indicative timeline to production

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Products and marketing: natural graphite overview

Natural graphite industry overview

- ❑ The natural graphite market in 2014 was approximately 645kt
- ❑ Major applications in 2014 were brake linings, foundry operations, batteries, lubricants, refractory applications, and steelmaking
- ❑ In 2014 China produced approximately 71% of the world's graphite and consumed approximately 35%. China holds approximately 50% of the world's current graphite reserves
 - Trends for Chinese production include declining ore quality, rising labour costs and standards and political pressure to curb environmentally-damaging mining activities

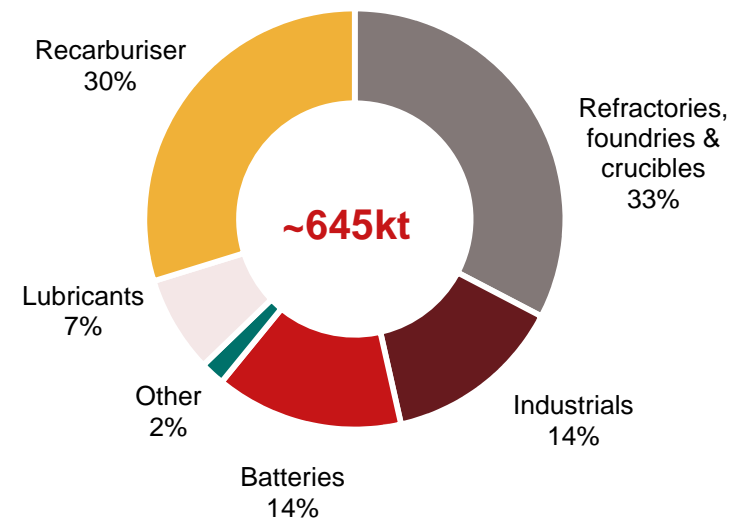
Supply

- ❑ Continued reduction in Chinese flake graphite supply to the international market is expected from 2014-2019
- ❑ Continued upward price pressure is expected for spherical graphite driven by battery applications

Demand

- ❑ Largest source of demand growth is likely to be the Li-ion battery market
- ❑ Other sectors of demand include refractory products and the substitution of synthetic graphite with natural graphite alternatives

Total natural graphite demand by market 2014⁽¹⁾





Products and marketing: Syrah's product mix

- ❑ The final graphite concentrate product will be classified into particle size classes as requested by potential customers and under the Offtake Agreement with Chalieco
- ❑ The processing plant has been designed with sufficient flexibility to ensure market demand for different particle sizes can be met
- ❑ Product mix weighted towards -100 US mesh product consistent with Syrah's strategy of targeting the high growth Li-ion battery segment
- ❑ Positions Syrah for direct exposure to this market segment via a potential Spherical Graphite Project

Balama Project flake graphite products

Balama Profile				Market Outline
US Mesh	µm	Average Size Distribution (%) ⁽¹⁾	Expected Production (Kta) ⁽²⁾	Applications
+50	>300	8.5%	30	Traditional uses (e.g. Steelmaking, iron castings, foundries, automotive parts, lubricants etc.)
+80	<300 to >180	12.0%	43	
+100	<180 to >150	11.5%	41	
-100	<150 to >106	68.0%	241	Spherical graphite (i.e. Li-ion batteries) Recarburiser products

(1) Average estimated size distribution over the LOM based on Snowden Feasibility Study. Refer to "Balama Feasibility Study and Corporate Presentation" as announced to ASX on 29 May 2015 for relevant assumptions and qualifications to the conclusions of this study.

(2) Average estimated production over the first 10 years of the project based on Snowden Feasibility Study. Refer to "Balama Feasibility Study and Corporate Presentation" as announced to ASX on 29 May 2015 for relevant assumptions and qualifications to the conclusions of this study.



Products and marketing: Syrah targeting high growth markets

Li-ion batteries

- Syrah will target the rising demand for graphite within Li-ion battery applications
 - Electric vehicles and energy storage applications are expected to be the key drivers of graphite demand growth
 - Approximately 68% of Syrah’s estimated production is targeted to be -100 US mesh or smaller (the graphite used to produce Li-ion batteries)
 - Initial test work by a leading anode producer has shown that Balama natural graphite anodes demonstrate superior characteristics to Chinese natural graphite anodes and a leading synthetic anode
 - Syrah has commenced technical studies in relation to the use of its high quality graphite as an input into the production of coated spherical graphite⁽¹⁾
- Synthetic graphite has traditionally been the major anode material (55%) for Li-ion batteries (natural graphite (45%)) – opportunity exists for Balama coated spherical graphite to displace synthetic graphite in the Li-ion market for projects without an established supply chain
 - The use of natural graphite is increasing due to:
 - Quality improvements (orientation properties and tap density)
 - Lower costs relative to synthetic substitutes



Tesla Powerwall Unit



Tesla Model S



Trial Balama graphite recarburiser briquettes

Recarburisers

- Recarburiser products are traditionally sold to steelmaking and iron casting industries
- Opportunity to displace lower quality recarburisers (e.g. petroleum coke based) with a natural graphite recarburiser produced from the Balama Project
 - High carbon content and low impurities
 - High carbon recovery and solubility in molten metal
 - Potential to be a long term, consistent source of supply
- Potential Spherical Graphite Facility⁽¹⁾ would produce natural graphite recarburisers as a by-product of spherical graphite production

(1) Refer to page 32.



Offtake Agreement



- ❑ Chalieco is an affiliate company of Chinalco, which is one of the largest aluminum producers in the world
- ❑ Syrah has secured a three year Offtake Agreement with Chalieco
- ❑ Key indicative terms of the Offtake Agreement include⁽¹⁾:
 - Syrah to supply 80,000 tonnes ($\pm 10\%$) of graphite per annum at various size fractions (+50, +80, +100 and +150 US mesh)
 - Prices will be negotiated quarterly based on market prices⁽²⁾
 - Exclusive distribution rights in China and Hong Kong only
 - Chalieco will source product exclusively from Syrah for distribution within China and Hong Kong only

Advanced discussions & Memoranda of Understanding⁽³⁾



Major European graphite trader

- ❑ Status: Advanced Discussions
- ❑ Exclusive 3 year, marketing and offtake agreement for ~30,000 tpa in UK and Continental Europe
- ❑ +50, +80, +100 and -100 US mesh material requested at 75% to 99.7% TGC
- ❑ Commission calculated as a % of selling price and pricing negotiated quarterly



- ❑ Status: MOU
- ❑ Global supplier of metallurgical consumables to the steel and iron foundry industries
- ❑ MOU for 100,000 to 150,000 tpa of graphite fines for recarburisers
- ❑ Price of US\$1,000/t over an initial 5 year period
- ❑ 2–3 tonne bulk sample currently being prepared for testing



- ❑ Status: MOU
- ❑ One of Japan's major integrated trading and investment conglomerates
- ❑ Pre-marketing of graphite samples for industrial and battery applications to customers in Korea and Japan
- ❑ Close relationships with major Li-ion battery producers

(1) Commencement of the key provisions is subject to a condition that Syrah gives notice of the intended commercial production and the parties execute a written agreement in respect of matters arising after the date of the agreement which the parties consider necessary to give effect to the terms and principles set out in the agreement. Refer to Counterparty Risk in Appendix D of this presentation.
 (2) Refer to Commodity Price Risk in Appendix D of this presentation.
 (3) Refer to Counterparty Risk in Appendix D of this presentation.



Mozambique regulatory regime

- ❑ Balama Project is subject to the laws of Mozambique
- ❑ Revenue generated from the Balama Project will be subject to certain royalty payments, taxes and levies including:
 - A royalty rate, currently set at 3.0% applying to gross revenue derived from the Balama Project
 - A corporate tax rate of 32% applying to profits from the Balama Project
- ❑ Additionally, large mining projects in Mozambique may be required to make available for sale, via the Mozambique stock market, an interest in the project of between 5% and 20% (each inclusive) for the benefit of the Mozambique public
 - The legislation provides that any such sale would be on commercial market terms
- ❑ The regulations also provide for certain potential benefits in favour of the State, including the right to negotiate a participating interest, free of charge, of at least 5% in large mining projects
- ❑ Refer to “Regulatory risks” and “Government actions” in Appendix D for further information



Infrastructure and Logistics

Roads

- ❑ Main bitumen road connects Balama to Nacala port

Port of Nacala

- ❑ Nacala is a major port in Mozambique and the deepest port in southern Africa
- ❑ Ample capacity with a 600m bulk berth and a 395m container berth
- ❑ Handled 55,000 twenty-foot equivalent unit containers in 2014
- ❑ Serviced by major shipping lines with regular passages

Power

- ❑ Snowden Feasibility Study⁽¹⁾ assumes diesel power for the first five years of production followed by connection to main grid power for remaining life of mine

Water

- ❑ Water will be supplied from the Chipembe Dam under a granted, renewable 5 year water licence



Road map from Balama to Port of Nacala



50 kVA transformer



Bitumen road

(1) Refer to "Syrah finalises Balama Graphite study and declares maiden ore Reserve" as announced to ASX on 29 May 2015 for relevant assumptions and qualifications relating to the conclusions of this study.



Community and social development

- ❑ Syrah was awarded the 2014 Best Social Corporate Responsibility company for its community development activities by the Provincial Government of Cabo Delgado
- ❑ Initiatives that have been carried out to date include:
 - Fencing of the Balama District Hospital and Doctors residential area
 - Opening of water boreholes in several villages
 - Establishment of solar panels in schools in several villages
 - Establishment of a solar panel water pump at a maternity hospital
 - Provision of employment opportunities for local people
 - Assisted a Women’s Farming Association
- ❑ Future initiatives include:
 - Opening more water boreholes
 - Establishing more solar panels to power water pumps
 - Establishing English language classes for the local community
 - Construction of a local community soccer pitch



2014 Best Social Corporate Responsibility Award



Country Manager Dinis Napido with the award



Next steps

Pre-construction works substantially completed

- ❑ Pre-construction works substantially completed to facilitate commencement of mine construction
 - Phase I and II of the farmland relocation plan and land clearing of the processing plant site for the Balama Graphite Project is complete
 - Increase in existing camp capacity from 25 to 70 people completed
 - Installation of power lines and transformers for the construction camp completed
 - Construction of a light vehicle workshop and fuel station completed
 - Mobile equipment for early earth works purchased and delivered to site



Mobile equipment



Balama camp accommodation

Upcoming development activities

- ❑ Commence detailed engineering design
- ❑ Procure long lead items of capital equipment
- ❑ Commence earthworks and civil works
- ❑ Establish long term service contracts
- ❑ Further recruitment of key construction and operational personnel



4. Future Potential Projects: Spherical Graphite Facility, Recarburiser Products and Vanadium Project



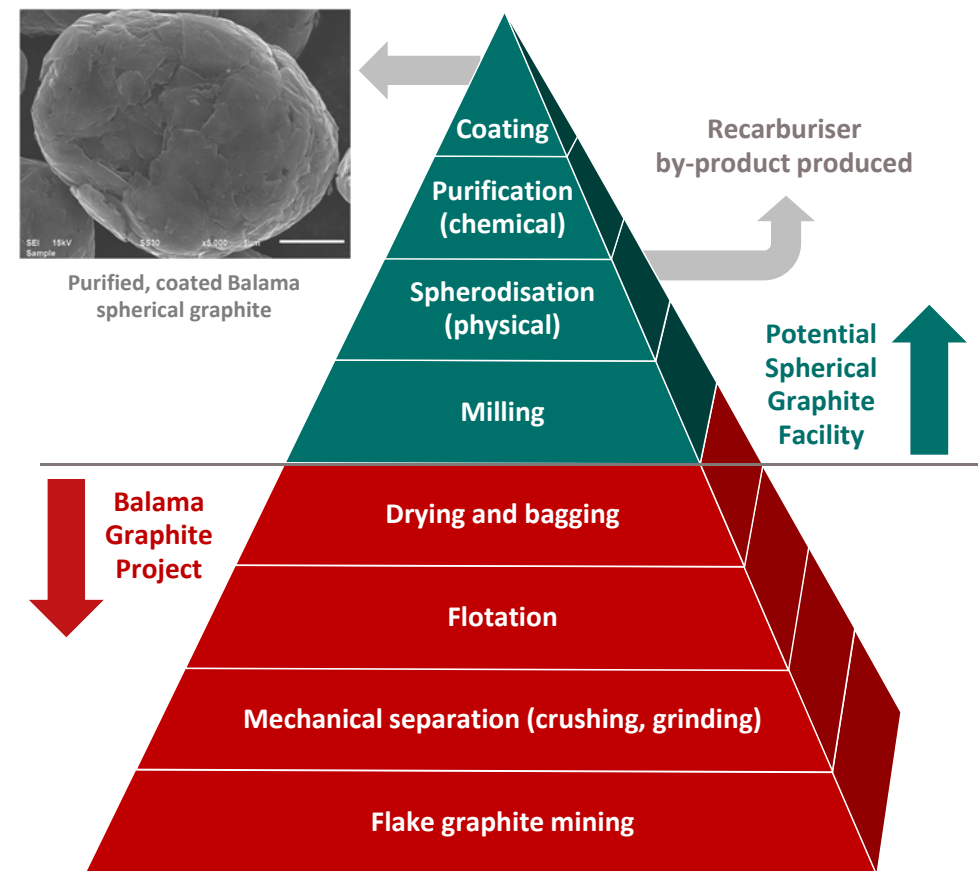
Spherical Graphite Overview

Spherical graphite properties

- ❑ Spherical graphite is a physically and chemically altered form of natural graphite and is the optimum product for use in anodes for Li-ion battery applications
 - The spherical shape creates a lower specific surface area, which helps reduce the irreversible charge loss that occurs during the first charge cycle
 - Well-rounded spherules allow for more efficient packaging and increases the tap density and overall volumetric energy capacity of the anode
 - Well-rounded spherules can also be coated more evenly which adds to the efficiency of the battery anode
- ❑ Coated spherical graphite demand is predicted to increase significantly as the energy storage and electric vehicle markets grow
- ❑ Successful production of Li-ion battery grade spherical graphite at Syrah’s pilot plant using -100 mesh Balama graphite in November 2014⁽¹⁾
- ❑ Anode producer successfully coated Balama spherical graphite in January 2015⁽²⁾

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Coated spherical graphite process flowchart



(1) Refer to “Syrah produces lithium ion battery grade spherical graphite” as announced to ASX on 20 November 2014.
 (2) Refer to “Battery anode produced from coated Balama spherical graphite” as announced to ASX on 14 January 2015.



Potential Spherical Graphite Facility⁽¹⁾

Potential Spherical Graphite Facility Overview

Coated Spherical Graphite production provides a potential future downstream option for direct exposure to the growing Li-ion industry

- ❑ Following the successful production of coated Balama spherical graphite, an Internal Economic Assessment (IEA) for a Coated Spherical Graphite facility in the United States was conducted and released in June 2015
 - The IEA is an internally generated, preliminary assessment which is subject to further feasibility studies
 - Spherical Graphite Facility would use Balama -100 US mesh graphite output as raw material feed
 - Targeted annual production of 25,000 tonnes of coated spherical graphite and 25,000 tonnes of recarburiser by-product
 - Initial estimated capital expenditure of approximately US\$80m
- ❑ Syrah has appointed a Chief Technology Advisor in a consultancy role to assist with the implementation of a strategy to produce coated spherical graphite for Li-ion battery applications
- ❑ Technical work and regulatory approvals due diligence are underway to position Syrah to pursue this opportunity

Preliminary operational metrics

Raw material (-100 US mesh graphite)		
23 micron spherical graphite	tpa	25,000
16 & 10 micron spherical graphite	tpa	25,000
Recovery		
23 micron spherical graphite (99.95% C)	%	50.0%
16 micron spherical graphite (99.95% C)	%	37.5%
10 micron spherical graphite (99.95% C)	%	12.5%
Coated spherical graphite product		
23 micron spherical graphite (99.95% C)	tpa	12,500
16 micron spherical graphite (99.95% C)	tpa	9,375
10 micron spherical graphite (99.95% C)	tpa	3,125
95% TGC recarburiser by-product	tpa	25,000

Preliminary financial metrics

Total initial capital expenditure ⁽²⁾		
23, 16 & 10 micron coated spherical graphite	US\$m	73
95% TGC recarburiser by-product	US\$m	7
		80
Operating cash costs ⁽³⁾		
23, 16 & 10 micron coated spherical graphite	US\$/t product (FOB)	3,200
By-product credits - 95% TGC recarburiser ⁽⁴⁾	US\$/t product (FOB)	(465)
		2,735

(1) Refer to "Syrah announces Internal Economic Assessment for Coated Spherical Graphite" as announced to ASX on 18 June 2015 for relevant assumptions and qualifications to the conclusions of this assessment. Refer to "Cautionary Statement – Spherical Graphite Internal Economic Assessment" on page 3 of this presentation.

(2) Includes a 10% contingency.

(3) Includes raw material (-100 US mesh graphite) input costs at an assumed market price of US\$800/t (FOB Port of Nacala) from the Balama Project.

(4) A selling price of US\$1,000/t FOB has been assumed for 95% TGC recarburiser based on comparable selling prices of high quality recarburisers from a leading Brazilian producer.



Vanadium industry overview

Overview

- ❑ Major uses of vanadium in 2014 were the production of carbon, full-alloy, and high-strength low-alloy steels
- ❑ Other vanadium applications:
 - Various construction applications (e.g. rebar, pipelines, bridges, tunnels etc.)
 - Aviation, aerospace and marine alloys
 - Power lines and pylons
 - Chemical plants, oil refineries, offshore platforms
 - High strength tools, dies, equipment, machinery
- ❑ Vanadium’s ability to take on four oxidation states makes it integral to the creation of vanadium reduction-oxidation (“redox”) batteries
 - Key advantages include: easy scalability, long life, rapid charge and discharge, operational stability and low maintenance costs

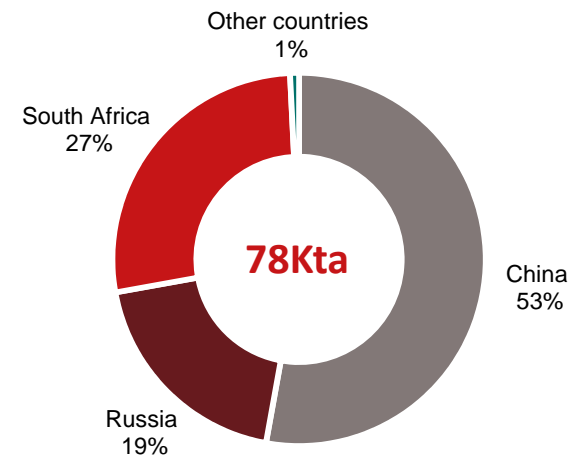
Supply

- ❑ China is currently the world’s largest producer, and accounts for over half of the world’s supply. Other major producing countries are South Africa and Russia

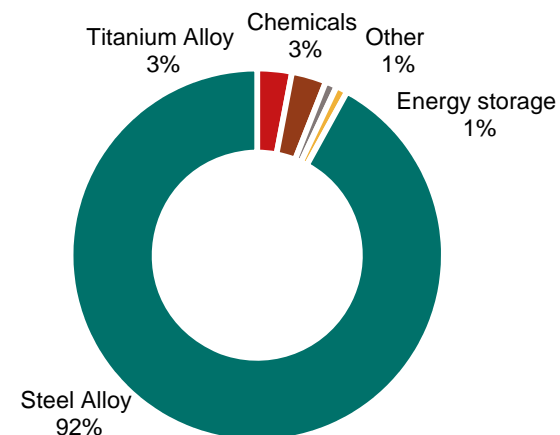
Demand

- ❑ Demand growth over the past 10 years has been mainly driven by Asia, particularly China
- ❑ Steel alloys have historically represented the major source of demand for vanadium

Vanadium production by region (2014)⁽¹⁾



Vanadium demand by market (2012)⁽²⁾





Balama Vanadium Scoping Study⁽¹⁾

- ❑ Balama also contains a JORC Code (2004) Compliant Vanadium Resource comprising 1.15Bt Resources at 0.24% V₂O₅ for 2.7Mt of contained vanadium⁽²⁾

Scoping Study completed by Chalico supports viability of vanadium at Balama, subject to future successful feasibility study work

- ❑ Metallurgical testwork successfully produced a 99.9% V₂O₅ powder
- ❑ Positions Syrah as a potential supplier to vanadium redox battery storage market and steel industry
- ❑ Pilot plant work ongoing in preparation for future feasibility studies
- ❑ Feasibility studies on vanadium will commence after successful commissioning of the Balama Graphite Project

Key Vanadium Scoping Study outcomes

Mine life	20 years
Concentrate throughput (2.5% V ₂ O ₅)	255Ktpa
Recovery	
Min. 98% V ₂ O ₅	58.5%
99.9% V ₂ O ₅	19.5%
Product	
Min. 98% V ₂ O ₅	3,804tpa
99.9% V ₂ O ₅	1,245tpa
Development capital	US\$80m
Total operating costs ⁽³⁾	US\$8,250/t

(1) Refer to "2014 Vanadium Scoping Study" as announced to ASX on 30 July 2014 for relevant assumptions and qualifications relating to the conclusions of this study.

Also refer to "Cautionary Statement – Balama Vanadium Scoping Study" on page 3 of this presentation.

(2) Refer to Appendix C for details of the Company's JORC Compliant Reserves and Resources and Competent Person Statements.

(3) Per tonne of product (including both Min. 98% and 99.9% V₂O₅).



5. Appendices

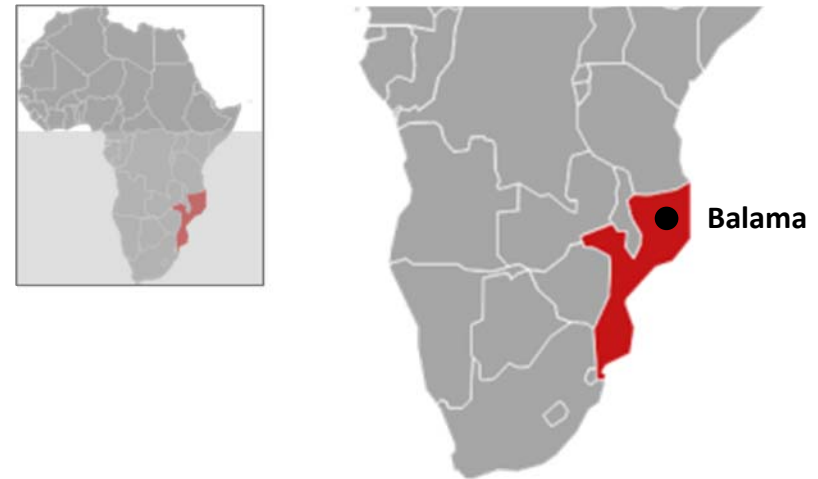


A. Company overview

Key details⁽¹⁾

Shares on issue (as at 30 July 15)	165.2m
Options on issue (as at 30 July 15)	6.6m
Undiluted market capitalisation (Share price of A\$3.68 as at 30 July 15)	A\$608.0m
Cash as at (30 June 2015)	A\$8.9m
Enterprise value	A\$599.1m

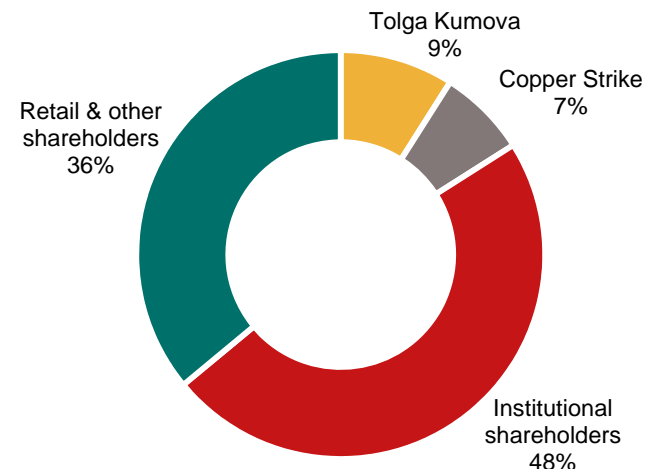
Balama project location



Share price and volume



Shareholders



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Source: Company filings, Factset, Orient Capital.

Note: Market data as at 30 July 2015.

(1) Not pro-forma for Offer. Syrah has a contingent obligation to issue up to US\$2.0 million of shares to a third party under an agreement pursuant to which Syrah has agreed to acquire a tenement in Balama. The precise number of shares to be issued, if the relevant conditions are satisfied, will depend on the market price of Syrah shares at the relevant time.



B. Overview of Mozambique

Key facts

Population	26.4 million
Official language	Portuguese
Estimated GDP (2014)	US\$16.4bn
Estimated GDP growth rate (2014)	7.4%
Credit rating (Fitch)	B+; outlook stable
Corporate tax rate	32.0%

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Selected resources investments in Mozambique

	Owner/Operator	Commodity	Status
Mining Projects			
Mozal aluminium smelter		Aluminium	Operating
Moma Mine		Titanium & Zircon	Operating
Moatize		Coal	Operating
Chirodzi		Coal	Operating
Ncondezi		Coal	Development
Revuboe		Coal	Development
Oil & Gas Projects			
Pande-Temane PSA			Operating
Pande-Temane PPA			Development
Sofala			Development
Area 1			Development
Rovuma Onshore			Development
Area 4			Development
Area 3 & 6			Development
Area A			Development



C. JORC Mineral Resources & Ore Reserves

Balama Graphite (JORC Code 2012)

Mineral Resources⁽¹⁾

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

Ore Reserves⁽¹⁾

Classification	Mt	TGC (%)	Contained Graphite (Mt)
Balama West			
Proven	20.0	19.2	3.8
Probable	2.6	17.5	0.4
Subtotal	22.5	19.0	4.3
Balama East			
Proven	–	–	–
Probable	58.8	15.1	8.9
Subtotal	58.8	15.1	8.9
Total			
Proven	20.0	19.2	3.8
Probable	61.4	15.2	9.3

Balama Vanadium (JORC Code 2004)

Mineral Resources⁽²⁾

Classification	Mt	V ₂ O ₅ (%)	Contained V ₂ O ₅ (Mt)
Balama West			
Inferred	568	0.21	1.17
Balama East			
Inferred	579	0.26	1.49
Total			
Inferred	1,150	0.24	2.70

(1) Ore Reserves estimate is as at November 2014 at a 9% TGC cut-off; Mineral Resource estimate at a 3% TGC cut-off grade (constrained within a US\$1,200 pit shell). Refer to “Syrah finalises Balama Graphite study and declares maiden ore Reserve” as announced to the ASX on 29 May 2015. Refer to page 39 of this announcement for Competent Persons statement.

(2) Balama East mineral resources estimate is as at May 2013 at a 5% TGC cut-off and Balama West mineral resources estimate is as at January 2013 at a 5% TGC cut-off. Refer to “Maiden Balama West Mineral Resource” as announced to the ASX on 23 January 2013 and “Maiden Balama East Resource” as announced to the ASX on 27 May 2013 and the “Cautionary Statement – Balama Vanadium Scoping Study” on page 3 of this presentation. Refer to page 39 of this presentation for Competent Persons statement.



Competent person statement – Balama Graphite

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

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

Full details are contained in the ASX release dated 29 May 2015 “Syrah finalises Balama Graphite study and declares maiden ore reserve” available at www.syrahresources.com.au.

Competent person statement – Balama Vanadium

The information in this presentation as it relates to geological, geochemical and geophysical exploration results was compiled by Mr Grant McLatchie MAIG, who is a Competent Person pursuant to the requirements of ASX Listing Rules and the JORC Code (2012) and a Member of the Australian Institute of Geoscientists. Mr McLatchie has more than 20 years of experience in the activities being reported on and has sufficient expertise which is relevant to the style of mineralisation and type of deposit under consideration. He consents to the inclusion of this information and context in which it appears in this presentation.

The information in this report as it relates to mineral processing and metallurgical testing was compiled by Mr Michael T.N. Chan, MAusIMM, who is a Competent Person and General Manager of Project Development at Syrah Resources Ltd and a Member of the Australian Institute of Mining and Metallurgy. Mr Chan has more than 20 years of experience in the activities being reported on and has sufficient expertise which is relevant to the style of mineralisation and type of deposit under consideration and to the activity being undertaken to qualify as a Competent Person as defined in the 2012 Edition of the ‘Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves’. Mr Chan consents to the inclusion of this information in the form and context in which it appears in this presentation.



D. Key risks

This section discusses some of the risks associated with an investment in Syrah. Syrah's business is subject to a number of risk factors both specific to its business and of a general nature which may impact its future performance and forecasts. Before subscribing for New Shares, prospective investors should carefully consider and evaluate Syrah and its business and whether New Shares are suitable to acquire having regard to their own investment objectives and financial circumstances and taking into consideration the material risk factors, as set out below. The risk factors set out below are not exhaustive, and many of them are outside the control of Syrah and its directors. Prospective investors should consider publicly available information on Syrah, examine the full content of this presentation and consult their financial, tax and other professional advisers before making an investment decision.

Commodity price risk

The demand for, and the price of, commodities are highly dependent on a variety of factors, including international supply and demand, the price and availability of substitutes, actions taken by governments and global economic and political developments. Given the significance of the Balama Project for Syrah, which primarily involves exploration for and potentially the production of graphite and vanadium, Syrah's operational and financial performance, as well as the economic viability of these projects, is heavily reliant on the prevailing global price of these minerals, among other things. Volatility in commodity markets may therefore materially affect the profitability and financial performance of Syrah and the price of its shares.

In addition, any sustained low global price for graphite or vanadium (as well as other related commodities) may adversely affect Syrah's business and financial results, and its ability to finance, and the financing arrangements for, its exploration activities (such as those which are and are proposed to be conducted in connection with the Balama Project) or its planned capital expenditure commitments (in the ordinary course of Syrah's operations).

The factors which affect the prices for graphite and vanadium, as well as other related commodities (which are largely outside the control of Syrah and its directors) include, among many other factors, manufacturing and construction activities; the quantity of global supply in each of these respective commodities as a result of the commissioning of new mines and the decommissioning of others; political developments in countries which produce material quantities of these named commodities; the weather in these same countries; the price and availability of appropriate substitutes; advancements in technologies and the uses and potential uses of graphite and vanadium, and the demand for the applications for which these commodities may be used; and sentiment or conditions in the countries and sectors in which Syrah or its future business/commercial partners will potentially sell their products. Given the complex array of factors which contribute to the prevailing global price of these commodities, it is particularly difficult for Syrah to predict with any certainty the prevailing price for these commodities and accordingly, investors are cautioned not to place undue reliance on any price or demand forecasts provided by Syrah or by external analysts.



Key risks (cont'd)

Mineral Resources and Ore Reserves

Mineral Resources and Ore Reserves are estimates of mineralisation that have reasonable prospects for eventual economical extraction in the future, as defined by the 2012 Edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (“JORC Code”). JORC Code compliant statements relating to Syrah’s Ore Reserves and Mineral Resources are estimates only. An estimate is an expression of judgement based on knowledge, experience and industry practice. Estimates which were valid when originally calculated may alter significantly when new information or techniques become available. In addition, by their very nature, resource estimates are imprecise and depend to some extent on interpretations, which may prove to be inaccurate. As further information becomes available through additional fieldwork and analysis, the estimates are likely to change. This may result in alterations to development and mining plans or changes to the quality or quantity of Syrah’s Ore Reserves and Mineral Resources which may, in turn, adversely affect Syrah’s operations.

Readers should note that the information in this presentation relating to the vanadium resource at the Balama Project was prepared and first disclosed under the JORC Code 2004 (rather than the JORC Code 2012). Refer to the “Cautionary Statement – Balama Vanadium Scoping Study” on page 3 of this presentation.

Funding risk

Syrah's continued ability to operate its business and effectively implement its business plan over time will depend in part on its ability to raise funds for operations and development activities and to service, repay and refinance debts as they fall due. Existing funds (including the funds raised under the Offer) may not be sufficient for expenditure that might be required for acquisitions, new or existing projects, and further exploration and feasibility studies.

In addition to the general funding risk described above, Syrah is expected to require additional financing, in addition to money raised under the Offer, to meet its project development and working capital requirements, general and administrative expenditure and studies relating to future potential projects. This additional financing is expected to be required prior to completion of the construction of the Balama Project. While the directors of Syrah believe the Company has a number of alternatives to raise the necessary funding (which may include both debt and equity sources of funding), there can be no guarantee that Syrah will be able to raise sufficient funding on acceptable terms or at all. An inability to obtain finance on acceptable terms or at all may cause substantial delays in, or prevent, the construction and development of the Balama Project and/or the pursuit of future potential projects.

To the extent that Syrah does raise financing for its future capital needs, the availability and terms of such finance are uncertain and may be less favourable to Syrah than anticipated, which may negatively impact Syrah’s future profitability and financial flexibility.



Key risks (cont'd)

Counter party risk

The ability of Syrah to achieve its stated objectives will depend on the performance of the counterparties under the various agreements it has. While the Balama licence is held by a 100% owned subsidiary of the Company, there is an exploration licence held in the name of a third party. The transfer of that licence will be dependent on (among other things) receiving the requisite approvals to the change in title by the Mozambique regulatory authorities. There can be no assurance that this will occur.

Syrah has entered into an offtake agreement with Chalieco under which Chalieco's payment obligations are subject to the satisfaction of certain conditions precedent requiring Syrah to give a notice of intended commercial production and requiring the parties to execute a written agreement in respect of any matters arising after the date of the agreement which the parties consider necessary to give effect to the terms and principles set out in the agreement. Syrah is also in discussions with a number of parties in relation to additional offtake agreements for the Balama Project. While some of these discussions are well progressed and taking place under non-binding memoranda of understanding, there is no guarantee that they will result in the execution of formal offtake agreements on acceptable terms or at all, and there is also no guarantee that the conditions precedent under the offtake agreement with Chalieco will be satisfied. Failure to achieve any of these outcomes would adversely impact Syrah's revenue and profitability. Syrah also intends to enter into various supply agreements for the Balama Project (including the supply of equipment, construction services, diesel fuel supply, electricity generation, contract mining and product handling and logistics). Should Syrah encounter difficulties in entering into such supply agreements on acceptable terms or at all, this may have a negative impact on the construction, development and/or operation of the Balama Project, and in turn on the financial performance of Syrah. If any of Syrah's counterparties default on the performance of their respective obligations, for example if the titles to relevant licences are prevented from being transferred to Syrah, or if an offtake counterparty defaults on payment or a supplier defaults on delivery, it may be necessary to approach a Mozambique or other international court to seek enforcement or some other legal remedy, if no alternative settlement can be reached.

Legal action can be uncertain and costly. There is a risk that Syrah may not be able to seek the legal redress that it could expect under Australian law against a defaulting counterparty, or that a legal remedy will not be granted on satisfactory terms.



Key risks (cont'd)

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Development of Balama Project and construction risk

Syrah is in the development stage of the Balama Project. The development of any resources project comes with inherent risks, such as the risks associated with construction of a mine processing plant and associated infrastructure, the processing and separation of heavy mineral concentrate and other construction and production related activities. There is no guarantee that anticipated or forecast timeframes or the anticipated production profile of the Balama Project will be met. The construction of the Balama Project may be impacted by risks associated with the performance of a large-scale construction project, including but not limited to weather, availability of materials, availability of skilled and experienced workers and contractors, industrial and environmental accidents, industrial disputes and unexpected shortages or increases in the costs of labour, consumables, spare parts, plant and equipment.

Exploration risks

Mineral exploration and production involves risks, which even a combination of experience, knowledge and careful evaluation may not be able to adequately mitigate. Syrah's mining and exploration operations are subject to hazards normally encountered with exploration and production enterprises and include, but are not limited to: unexpected or disappointing geological conditions or exploration results, hazards to employees, incidents which could result in damage to plant or equipment or personal injuries, in each case which may cause a material adverse impact on Syrah's operations and financial results. No assurance can be given that the anticipated tonnages or grade of minerals will be achieved during exploration or production or that the indicated level of recovery rates will be realised. Additionally, material price fluctuations, as well as increased anticipated production costs or reduced anticipated recovery rates, may render any potential mineral resources or reserves containing relatively lower grades uneconomic and may ultimately result in a restatement of such resource or reserve. Moreover, short-term operating factors relating to such potential mineral resources or reserves, such as the need for sequential development of mineral bodies and the processing of new or different mineral types or grades may cause a mining operation to be unprofitable in any particular accounting period. In any of these events, a loss of revenue may be caused due to the lower than expected production or on-going unplanned capital expenditure in order to meet production targets.

Geological and geotechnical risks

There is a risk that unforeseen geological or geotechnical issues may be encountered when developing and mining Ore Reserves, such as unusual or unexpected geological conditions, pit wall failures, rock bursts, seismicity and cave-ins. In any of these events, a loss of revenue may be caused due to the lower than expected production and/or higher than anticipated operation and maintenance costs and/or on-going unplanned capital expenditure in order to meet production targets.

Operational risks

During the operational phase of the Balama Project, there is a risk that difficulties may arise as part of the processing and production of minerals, including difficulty in obtaining and importing equipment, failures in plant and equipment and difficulties with product separation, screening and drying. Any of these events are likely to negatively impact production and, in turn, profitability.



Key risks (cont'd)

Cost inflation

Higher than expected inflation rates generally, or specific to the mining industry in particular, could be expected to increase operating and development costs and potentially reduce the value of future project developments. While, in some cases, such cost increases might be offset by increased selling prices, there is no assurance that this would be possible.

Health and safety

Health and safety regulation affects Syrah's activities. Exploration and mining are potentially hazardous activities. If any injuries or accidents occur in a mine for example, this could have financial implications for Syrah including potential delays or stoppages in construction or mining activities.

Remote operating environment

Due to the remoteness of the Balama Project, Syrah is subject to an increased number of risks, which include a lack of access to key infrastructure, unexpected transportation and fuel costs, unexpected delays and accidents that could, singly or collectively, materially negatively impact upon Syrah's financial performance and position. Any prolonged interruption to access to key infrastructure could have significant adverse effects on the Company's ability to sell product and therefore generate revenue. Further, as Syrah's primary assets are located in remote locations in Africa it is susceptible to limitations in infrastructure, transportation services and costs associated with transportation due to among other things, rises in the price of fuel and also makes it susceptible to the availability of personnel, specialist services, parts, equipment and supplies on a timely basis.

Water sources

Any restrictions on Syrah's ability to access water may adversely impact the costs, production levels and financial performance of its operations. There is no guarantee that there will be sufficient future rainfall to support Syrah's future water demands in relation to its sites and operations or that access to water will otherwise remain uninterrupted. Any interruption to water access could adversely affect production and Syrah's ability to develop or expand projects and operations in the future. In addition, there can be no assurance that Syrah will be able to obtain alternative water sources on commercially reasonable terms or at all in the event of prolonged drought conditions or other interruptions to existing water access arrangements.

Syrah currently holds a renewable 5 year water licence for the Balama Project, under which water will be supplied from the Chipembe Dam.



Key risks (cont'd)

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Environmental regulation

Environmental regulation in the jurisdictions in which Syrah has operations impose significant obligations on companies that conduct the exploration for and mining of commodities. These regulations also cover the processing of ores into concentrate and subsequent transportation of those produced minerals as well as the possible effects of such activities upon the environment and local communities. Syrah must comply with all known standards, existing laws, and regulations in each case which may entail greater or lesser costs and delays depending on the nature of the activity to be permitted and how vigorously and consistently the regulations are administered by the local authorities. There are inherent environmental risks in conducting mining and exploration activities, giving rise to potentially substantial costs for environmental rehabilitation, damage control and losses.

In addition, changes in environmental laws and regulations or their interpretation or enforcement may adversely affect Syrah's operations, including the potential profitability of its operations. Further, environmental legislation is evolving in a manner which may require stricter standards and enforcement and expose relevant operators to the risk of increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect Syrah's operations.

Syrah currently holds a 5 year renewable environmental licence for the Balama Project.

Key personnel and labour market risk

Syrah has a number of key management personnel on whom it depends to run its business. In addition, Syrah, from time to time, will require additional key personnel or operational staff as the development of the Balama Project progresses. The loss of any key personnel, coupled with any inability to attract suitably qualified replacement personnel, or the inability to attract suitably qualified additional personnel could have a material adverse effect on Syrah's financial performance. Syrah may also face difficulty attracting such personnel in certain cases, given the remoteness of its projects, the lack of infrastructure in the nearby surrounding areas, and the shortage of readily available skilled labour. A limited supply of skilled workers could lead to an increase in labour costs and Syrah being ultimately unable to attract and retain the employees it needs. When new workers are hired, it may also take a considerable period of training and time before they are equipped with the requisite skills to work effectively and safely.

Currency and exchange rate risk

As Syrah's activities may potentially produce revenues and does incur expenses in a variety of different currencies, its financial performance and position are impacted by fluctuations in exchange rates. Accordingly, Syrah is exposed to exchange rate risk which may materially affect its financial performance and position. Syrah does not currently have any hedging or foreign exchange risk mitigation strategies in place, but intends to put in place short term hedging arrangements in connection with the Offer.



Key risks (cont'd)

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Competition

Competition from Australian, Canadian, Chinese, Indian, Brazilian and other international graphite producers and explorers may affect the potential future cash flow and earnings which Syrah may realise from its operations. For example, the introduction of new mining and processing facilities and any increase in competition and supply in the global graphite and vanadium markets could lower the price of these commodities. Syrah may also encounter competition from other mining and exploration companies for the acquisition of new projects required to sustain or increase its potential future production levels.

Government actions

Syrah's operations could be adversely affected by government actions in Mozambique or other countries or jurisdictions in which it has operational exposures or investment or exploration interests. These actions include, but are not limited to, the introduction of or amendment to or changes in the interpretation of, legislation, guidelines and regulations in relation to mining and resources exploration and production, taxation, the environment, carbon emissions, competition policy, native title, cultural heritage and so on. Such actions could impact upon land access, the granting of licences and permits, the approval of project developments and ancillary infrastructure requirements and the cost of compliance. The possible extent of the introduction of additional legislation, regulations, guidelines or amendments to existing legislation that might affect Syrah is difficult to predict. Any such government action may require increased capital commitments in order to ensure compliance or could delay or even prevent certain operation/activities of Syrah. Such actions could therefore have a material adverse effect on Syrah's financial condition.

Political risk, war and terrorism, force majeure and sovereign risk

Syrah's operations could be affected by political instability in Australia, Mozambique or other countries or jurisdictions in which it has operations, investment interests, or conducts exploration activities. Syrah is therefore subject to the risk that it may not be able to carry out its operations as it intends or to ensure the security of its assets (particularly those located outside of Australia). Given its geographic footprint, Syrah is subject to the risk of, among other things, loss of revenue, property and equipment as a result of expropriation, war, insurrection, civil disturbance, acts of terrorism and geopolitical uncertainty. The effect of these risks is difficult to predict and any combination of one or other of the above may have a material adverse effect on Syrah. Syrah has a limited ability to insure against some of these risks and other 'force majeure' risks (such as natural disasters).

Syrah's primary asset is located in Mozambique and so it is subject to risks associated with operating in that country. Risks of operations in Mozambique may include economic, social or political instability or change, hyperinflation, widespread health emergencies or pandemics, currency non-convertibility or collapse of the country's financial system, difficulty in engaging with the local community, instability and changes of law affecting foreign ownership, government participation, taxation, working conditions, rates of exchange, exchange control, exploration licensing, export duties, repatriation of income or return of capital, environmental protection, mine safety, labour relations as well as government control over mineral properties or government regulations that require the employment of local staff or contractors or require other benefits to be provided to local residents. The occurrence of these various factors and uncertainties cannot be accurately predicted and could have an adverse effect on the operations or profitability of Syrah.



Key risks (cont'd)

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Tax risk

Syrah is subject to taxation and other imposts in Australia, Mozambique and other jurisdictions in which Syrah has activities, investments and exploration interests. Future changes in taxation laws in those countries, including changes in the interpretation or application of existing laws by the courts or applicable revenue authorities in those jurisdictions, may affect the taxation treatment of Syrah's business activities thereby potentially impacting on Syrah's financial condition. In addition to the normal level of income tax imposed on companies in all industries, companies in the resources sector are usually required to pay government royalties, indirect taxes and other levies. The revenue generated from the Balama Project may be deemed to be, or become, subject to such royalty payments, taxes and levies (the amount of which may increase from time to time). The profitability of Syrah may be adversely affected by the imposition of such royalty payments, taxes and levies or by changes in government taxation and royalty policies or in the interpretation or application of such policies.

Regulatory risk

Syrah's businesses are subject, in each of the countries in which it operates, to various national and local laws and regulations relating to, among other things, construction and mining exploration activities. A change in the laws which apply to Company's businesses or the way in which they are regulated could have a material adverse effect on the carrying value of material assets or otherwise have a material adverse effect on Syrah's businesses and financial condition.

The Balama Project is subject to the laws of Mozambique. Under those laws, certain rights are granted in favour of the Mozambique Government and certain obligations imposed on Syrah. Some of these laws have been the subject of recent change or were recently enacted, and, in certain respects, their operation and application to Syrah is unclear and subject to the outcome of future discussions/negotiations with the Mozambique Government. One such law is the "Mega-Projects Law" (Law No. 15/2012 of 10 August) under which a framework is outlined for an interest in certain projects (which may include the Balama Project) of between 5% and 20% (each inclusive) to be reserved for sale to the Mozambique public via the Mozambique stock market. Such a sale of an interest in the Balama Project would dilute Syrah's interest in the project. The Mega-Projects Law provides that any such sale must be on commercial market terms. While Syrah will endeavour to achieve a sale on terms that adequately reflect the value of the interest being sold and that are otherwise satisfactory from Syrah's perspective, there is no guarantee that it will be successful in achieving this outcome. Additionally, the regulations in respect of the Mega-Projects Law provide for certain potential benefits in favour of the State, including the right to negotiate a participating interest, free of charge, of at least 5% in projects covered by the law (which, as noted above, may include the Balama Project). As at the date of this presentation, Syrah has not been notified that the State wishes to exercise this right to negotiate, but this may happen in the future.

Security of tenure

The maintaining of tenements, obtaining renewals, or getting tenements or permits granted (including for both construction and mining operations) depends on Syrah being successful in obtaining statutory approvals for its proposed activities. While Syrah anticipates that all regulatory approvals will be given as and when sought, there can be no assurance that such renewals or approvals will be given as a matter of course and there is no assurance that new conditions or unexpected conditions will not be imposed.



Key risks (cont'd)

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Insurance risk	Syrah maintains insurance coverage as determined appropriate by its board and management, but no assurance can be given that Syrah will continue to be able to obtain such insurance coverage at reasonable rates (or at all), or that any coverage it obtains will be adequate and available to cover all claims.
Litigation	Syrah is not currently involved in any litigation or disputes. However, Syrah may become involved in unforeseen litigation and disputes which could have a material adverse effect on Syrah, its operations and its financial performance.
Global economic conditions	Economic conditions, both domestic and global, may affect the performance of Syrah. Adverse changes in macroeconomic conditions, including global and country-specific growth rates, the cost and availability of credit, the rate of inflation, interest rates, exchange rates, government policy and regulations, general consumption and consumer spending, input costs, employment rates and industrial disruptions, among others, are variables which while generally outside the control of Syrah and its directors, may result in material adverse impacts on Syrah's businesses, financial position and operating results.
Underwriting risk	<p>Syrah has entered into an underwriting agreement with an underwriter who has agreed to manage and fully underwrite the Entitlement Offer, subject to certain terms and conditions. If certain conditions are not satisfied or certain events occur, the underwriter may terminate the underwriting agreement.</p> <p>If the underwriting agreement is terminated, Syrah would need to find alternative financing to meet its future funding requirements (including for the Balama Project). There is no guarantee that alternative funding could be sourced, either at all or on satisfactory terms and conditions. Termination of the underwriting agreement could materially adversely affect Syrah's business, cash flow, financial condition and results of operations.</p>
Renouncement risk	<p>Eligible shareholders who renounce their entitlement under the Entitlement Offer are not guaranteed to receive any value for their renounced entitlement through the bookbuild process.</p> <p>The ability to sell new shares under the bookbuilds and the ability to obtain any premium will be dependent upon various factors, including market conditions.</p> <p>To the maximum extent permitted by law, Syrah, the underwriter and the respective related bodies corporate, affiliates or the directors, officers, employees or advisors of any of them, will not be liable, including for negligence, for any failure to procure applications under the bookbuilds at a price in excess of the offer price.</p> <p>Eligible shareholders who do not take up all of their entitlement will have their percentage security holding in Syrah diluted by not participating to the full extent in the Entitlement Offer.</p>



Key risks (cont'd)

Dividends

Any future determination as to the payment of dividends by Syrah will be at the discretion of the Directors and will depend on the financial condition of Syrah, future capital requirements and general business and other factors considered relevant by the Directors. No assurance in relation to the continued or future payment of dividends or franking credits attaching to dividends can be given by Syrah.

Share price fluctuations

The market price of the Company's shares will fluctuate due to various factors, many of which are non-specific to Syrah, including recommendations by brokers and analysts, Australian and international general economic conditions, inflation rates, interest rates, changes in government, fiscal, monetary and regulatory policies, global geo-political events and hostilities and acts of terrorism, and investor perceptions. Fluctuations such as these may adversely affect the market price of the Company's shares. Neither Syrah nor the Directors warrant the future performance of Syrah or any return on an investment in Syrah.



E. Foreign Selling Restrictions

Foreign Selling Restrictions

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

Canada (British Columbia, Ontario and Quebec provinces)

This document constitutes an offering of Entitlements and New Shares only in the Provinces of British Columbia, Ontario and Quebec (the "Provinces") and to those persons to whom they may be lawfully distributed in the Provinces, and only by persons permitted to sell such securities. This document is not, and under no circumstances is to be construed as, an advertisement or a public offering of securities in the Provinces. This document may only be distributed in the Provinces to persons that are "accredited investors" within the meaning of NI 45-106 – *Prospectus and Registration Exemptions*, of the Canadian Securities Administrators.

No securities commission or similar authority in the Provinces has reviewed or in any way passed upon this document, the merits of the Entitlements or the New Shares or the offering of such securities and any representation to the contrary is an offence.

No prospectus has been, or will be, filed in the Provinces with respect to the offering of Entitlements or New Shares or the resale of such securities. Any person in the Provinces lawfully participating in the offer will not receive the information, legal rights or protections that would be afforded had a prospectus been filed and receipted by the securities regulator in the applicable Province.

Furthermore, any resale of the Entitlements or the New Shares in the Provinces must be made in accordance with applicable Canadian securities laws which may require resales to be made in accordance with exemptions from dealer registration and prospectus requirements.

The Company, and the directors and officers of the Company, may be located outside Canada, and as a result, it may not be possible for Canadian purchasers to effect service of process within Canada upon the Company or its directors or officers. All or a substantial portion of the assets of the Company and such persons may be located outside Canada, and as a result, it may not be possible to satisfy a judgment against the Company or such persons in Canada or to enforce a judgment obtained in Canadian courts against the Company or such persons outside Canada.

Any financial information contained in this document has been prepared in accordance with Australian Accounting Standards and also comply with International Financial Reporting Standards and interpretations issued by the International Accounting Standards Board.

Unless stated otherwise, all dollar amounts contained in this document are in Australian dollars.



Foreign Selling Restrictions (cont'd)

Statutory rights of action for damages and rescission

Securities legislation in certain of the Provinces may provide purchasers with, in addition to any other rights they may have at law, rights of rescission or to damages, or both, when an offering memorandum that is delivered to purchasers contains a misrepresentation. These rights and remedies must be exercised within prescribed time limits and are subject to the defenses contained in applicable securities legislation. Prospective purchasers should refer to the applicable provisions of the securities legislation of their respective Province for the particulars of these rights or consult with a legal adviser.

The following is a summary of the statutory rights of rescission or to damages, or both, available to purchasers in Ontario. In Ontario, every purchaser of the Entitlements or the New Shares purchased pursuant to this document (other than (a) a "Canadian financial institution" or a "Schedule III bank" (each as defined in NI 45-106), (b) the Business Development Bank of Canada or (c) a subsidiary of any person referred to in (a) or (b) above, if the person owns all the voting securities of the subsidiary, except the voting securities required by law to be owned by the directors of that subsidiary) shall have a statutory right of action for damages and/or rescission against the Company if this document or any amendment thereto contains a misrepresentation. If a purchaser elects to exercise the right of action for rescission, the purchaser will have no right of action for damages against the Company. This right of action for rescission or damages is in addition to and without derogation from any other right the purchaser may have at law. In particular, Section 130.1 of the *Securities Act* (Ontario) provides that, if this document contains a misrepresentation, a purchaser who purchases the Entitlements and the New Shares during the period of distribution shall be deemed to have relied on the misrepresentation if it was a misrepresentation at the time of purchase and has a right of action for damages or, alternatively, may elect to exercise a right of rescission against the Company, provided that (a) the Company will not be liable if it proves that the purchaser purchased such securities with knowledge of the misrepresentation; (b) in an action for damages, the Company is not liable for all or any portion of the damages that the Company proves does not represent the depreciation in value of such securities as a result of the misrepresentation relied upon; and (c) in no case shall the amount recoverable exceed the price at which such securities were offered.

Section 138 of the *Securities Act* (Ontario) provides that no action shall be commenced to enforce these rights more than (a) in the case of any action for rescission, 180 days after the date of the transaction that gave rise to the cause of action; or (b) in the case of any action, other than an action for rescission, the earlier of (i) 180 days after the purchaser first had knowledge of the fact giving rise to the cause of action or (ii) three years after the date of the transaction that gave rise to the cause of action. These rights are in addition to and not in derogation from any other right the purchaser may have.

Certain Canadian income tax considerations. Prospective purchasers of the Entitlements and the New Shares should consult their own tax adviser with respect to any taxes payable in connection with the acquisition, holding or disposition of such securities as any discussion of taxation related matters in this document is not a comprehensive description and there are a number of substantive Canadian tax compliance requirements for investors in the Provinces.

Language of documents in Canada. Upon receipt of this document, each investor in Canada hereby confirms that it has expressly requested that all documents evidencing or relating in any way to the sale of the New Shares (including for greater certainty any purchase confirmation or any notice) be drawn up in the English language only. *Par la réception de ce document, chaque investisseur canadien confirme par les présentes qu'il a expressément exigé que tous les documents faisant foi ou se rapportant de quelque manière que ce soit à la vente des valeurs mobilières décrites aux présentes (incluant, pour plus de certitude, toute confirmation d'achat ou tout avis) soient rédigés en anglais seulement.*



Foreign Selling Restrictions (cont'd)

European Economic Area – Germany

The information in this document has been prepared on the basis that all offers of Entitlements and New Shares will be made pursuant to an exemption under the Directive 2003/71/EC ("Prospectus Directive"), as amended and implemented in Member States of the European Economic Area (each, a "Relevant Member State"), from the requirement to produce a prospectus for offers of securities.

An offer to the public of Entitlements and New Shares has not been made, and may not be made, in a Relevant Member State except pursuant to one of the following exemptions under the Prospectus Directive as implemented in the Relevant Member State:

- to any legal entity that is authorized or regulated to operate in the financial markets or whose main business is to invest in financial instruments;
- to any legal entity that satisfies two of the following three criteria: (i) balance sheet total of at least €20,000,000; (ii) annual net turnover of at least €40,000,000 and (iii) own funds of at least €2,000,000 (as shown on its last annual unconsolidated or consolidated financial statements);
- to any person or entity who has requested to be treated as a professional client in accordance with the EU Markets in Financial Instruments Directive (Directive 2004/39/EC, "MiFID"); or
- to any person or entity who is recognised as an eligible counterparty in accordance with Article 24 of the MiFID.

France

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

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

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

Hong Kong

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Foreign Selling Restrictions (cont'd)

New Zealand

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

The Entitlements and the New Shares in the entitlement offer are not being offered to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the transitional provisions of the FMC Act and the Securities Act (Overseas Companies) Exemption Notice 2013.

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

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

Norway

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

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

Singapore

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

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

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



Foreign Selling Restrictions (cont'd)

Switzerland

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

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United Kingdom

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