

12 December 2016

# Issue of Shares and Notice pursuant to section 708A(5)(e) of the Corporations Act 2001 (Cth) (Act)

We refer to the issue on 12 December 2016 of 32,461,096 ordinary shares following the exercise of employee performance rights.

In accordance with section 708A(6) of the Act, Lynas Corporation Limited (Lynas) confirms that:

- (1) The shares were issued without disclosure to investors under Part 6D.2 of the Act.
- (2) This notice is being given under section 708A(5)(e) of the Act.
- (3) As at the date of this notice, Lynas has complied with:
  - (a) the provisions of Chapter 2M as they apply to Lynas; and
  - (b) section 674 of the Act as it applies to Lynas.
- (4) As at the date of this notice, there is no information that is excluded information as defined in sections 708A(7) and 708A(8) of the Act.

Al Am So

Andrew Arnold Company Secretary





Rule 2.7, 3.10.3, 3.10.4, 3.10.5

# **Appendix 3B**

## New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12

Name of entity

#### LYNAS CORPORATION LTD

ABN

27 009 066 648

We (the entity) give ASX the following information.

### Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

Class of +securities issued or to be issued

Ordinary Shares

- 2 Number of \*securities issued or to be issued (if known) or maximum number which may be issued
- Principal of the terms 3 +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)

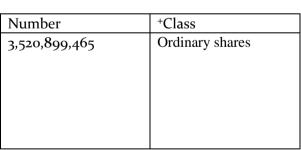
32,461,096

Ordinary Shares

4	<ul> <li>Do the *securities rank equally in all respects from the date of allotment with an existing *class of quoted *securities?</li> <li>If the additional securities do not rank equally, please state: <ul> <li>the date from which they do</li> <li>the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul> </li> </ul>	Rank equally with existing Ordinary Shares
5	Issue price or consideration	Nil
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Issued on the exercise of 32,461,096 unlisted employee performance rights
6a	Is the entity an <sup>+</sup> eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h <i>in relation to the <sup>+</sup>securities the</i> <i>subject of this Appendix 3B</i> , and comply with section 6i	No
6b	The date the security holder resolution under rule 7.1A was passed	
6с	Number of <sup>+</sup> securities issued without security holder approval under rule 7.1	
6d	Number of <sup>+</sup> securities issued with security holder approval under rule 7.1A	

<sup>+</sup> See chapter 19 for defined terms.

- 6e Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)
- Number of securities issued 6f under an exception in rule 7.2
- If securities issued under rule 6g 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the issue date and both values. Include the source of the VWAP calculation.
- If securities were issued under 6h 7.1A rule for non-cash consideration, state date on which valuation of consideration was released to **ASX Market Announcements**
- 6i Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements
- Dates of entering <sup>+</sup>securities 7 into uncertificated holdings or despatch of certificates
- 8 Number and +class of all +securities quoted on ASX (including the securities in section 2 if applicable)





12 December 2016

		Number	<sup>+</sup> Class
of all +s quoted (includin	-	9,443,395	Class 2 Employee Performance Rights exercisable for no further consideration on or before 23 September 2019
*securit section applicat	2 if	6,226,416	LTI Performance Rights exercisable for no further consideration on or before 23 September 2019
		47,709,315	LTI Performance Rights exercisable for no further consideration on or before 18 September 2020
		10,743,941	STI Performance Rights exercisable for no further consideration in the first employee trading window after 30 August 2017
		23,716,708	LTI Performance Rights exercisable for no further consideration on or before 30 August 2021
		225,000,000	2.75% Convertible Bonds due 30 September 2018
		174,365,466	Warrants exercisable at \$0.038 on or before 30 September 2018
		348,843,836	Warrants exercisable at \$0.05 on or before 30 September 2020

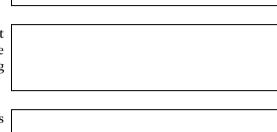
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)

N/A

# Part 2 - Bonus issue or pro rata issue

- 11 Is security holder approval required?
- 12 Is the issue renounceable or nonrenounceable?

13	Ratio in which the <sup>+</sup> securities will be offered
14	<sup>+</sup> Class of <sup>+</sup> securities to which the offer relates
15	<sup>+</sup> Record date to determine entitlements
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?
17	Policy for deciding entitlements in relation to fractions
18	Names of countries in which the
10	entity has *security holders who
	will not be sent new issue
	documents
	Note: Security holders must be told how their entitlements are to be dealt with.
	Cross reference: rule 7.7.
19	Closing date for receipt of acceptances or renunciations
20	Names of any underwriters
21	Amount of any underwriting fee
	or commission
22	Names of any brokers to the
22	issue
22	Foo or commission payable to
23	Fee or commission payable to the broker to the issue
	Amount of any hardling for
24	Amount of any handling fee
	payable to brokers who lodge
	acceptances or renunciations on
	behalf of +security holders
25	If the issue is contingent on
	*security holders' approval, the
	date of the meeting

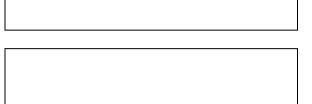


- 26 Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled
- 27 If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders
- 28 Date rights trading will begin (if applicable)
- 29 Date rights trading will end (if applicable)
- 30 How do <sup>+</sup>security holders sell their entitlements *in full* through a broker?
- 31 How do <sup>+</sup>security holders sell part of their entitlements through a broker and accept for the balance?
- 32 How do <sup>+</sup>security holders dispose of their entitlements (except by sale through a broker)?
- 33 <sup>+</sup>Despatch date

## Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of sec (tick one)			
(a)		Securities described in Part 1	
(b)		All other securities Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities	



<sup>+</sup> See chapter 19 for defined terms.

## Entities that have ticked box 34(a)

#### Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35	If the *securities are *equity securities, the names of the 20 largest holders of the additional *securities, and the number and percentage of additional *securities held by those holders
36	If the *securities are *equity securities, a distribution schedule of the additional *securities setting out the number of holders in the categories 1 - 1,000 1,001 - 5,000 5,001 - 10,000 10,001 - 100,000 100,001 and over
37	A copy of any trust deed for the additional <sup>+</sup> securities

### Entities that have ticked box 34(b)

38	Number of securities for which <sup>+</sup> quotation is sought	
39	Class of <sup>+</sup> securities for which quotation is sought	

40 Do the <sup>+</sup>securities rank equally in all respects from the date of allotment with an existing <sup>+</sup>class of quoted <sup>+</sup>securities?

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

42 Number and <sup>+</sup>class of all <sup>+</sup>securities quoted on ASX (*including* the securities in clause 38)

	Number	+Class
1		
K		
e		

<sup>+</sup> See chapter 19 for defined terms.

#### **Quotation agreement**

- <sup>1</sup> <sup>+</sup>Quotation of our additional <sup>+</sup>securities is in ASX's absolute discretion. ASX may quote the <sup>+</sup>securities on any conditions it decides.
- 2 We warrant the following to ASX.
  - The issue of the *+*securities to be quoted complies with the law and is not for an illegal purpose.
  - There is no reason why those \*securities should not be granted \*quotation.
  - An offer of the <sup>+</sup>securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any \*securities to be quoted and that no-one has any right to return any \*securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the \*securities be quoted.
- If we are a trust, we warrant that no person has the right to return the <sup>+</sup>securities to be quoted under section 1019B of the Corporations Act at the time that we request that the <sup>+</sup>securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before 'quotation of the 'securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

BIAnd

Sign here:

Date: 12 December 2016

Company Secretary)

ANDREW ARNOLD

Print name:

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<sup>+</sup> See chapter 19 for defined terms.