

30 October 2018

EXERCISE OF PERFORMANCE RIGHTS

Lynas Corporation Ltd (ASX:LYC, OTC:LYSDY) attaches documentation concerning the exercise of the following employee Performance Rights:

1. 746,284 STI Performance Rights that had been awarded in 2017 for satisfaction of performance hurdles relating to FY17. The performance hurdles that were satisfied in FY17 related to cashflow, NdPr production volume, cost targets and team / individual performance. Further details regarding those performance hurdles were set out in the Lynas FY17 financial report.
2. 1,191,738 LTI Performance Rights that had been awarded in 2015 and that were subject to an NdPr production condition that was measured over period 1 July 2015 to 31 December 2017 in accordance with the following table:

Minimum NdPr Production from PF: July 1, 2015 to December 31, 2017	Number of LTI Performance Rights to Vest
a) 10,440 tonnes	1,075,143
b) 11,391 tonnes	2,150,285
c) 12,530 tonnes	2,580,342

The actual NdPr production from Product Finishing in the period 1 July 2015 to 31 December 2017 was 11,814 tonnes, which falls between band (b) and band (c). Accordingly, of the 2,580,342 Performance Rights with an NdPr production condition that were available for vesting, using a pro-rata calculation, 2,310,006 Performance Rights are vesting and 270,336 are cancelled. From the vested performance rights, 1,191,738 are now being exercised.

3. 867,534 LTI Performance Rights that had been awarded in 2015 and that were subject to a Total Shareholder Return (TSR) condition that was measured over the 3 year period expiring 18 September 2018. If the Lynas TSR was at the 51st percentile of ASX 200 companies, then 50% of the TSR-related performance rights would vest. If the Lynas TSR was at the 76th percentile or above of ASX 200 companies, then 100% of the TSR-related performance rights would vest. A sliding scale applied for TSR performance between those two levels. The Lynas TSR was at the 99th percentile (Lynas was ranked third overall) compared to ASX 200 companies over the three year period expiring on 18 September 2018, and accordingly 100% of the total number of 1,908,481 TSR-related performance rights are vesting. From the vested performance rights, 867,534 are now being exercised.

Attached are the following documents concerning the exercise of Performance Rights:

1. Notice pursuant to section 708A(5)(e) of the Corporations Act 2001 (Cth)
2. Appendix 3B.

For all media enquiries please contact Jennifer Parker or Lauren Stutchbury from Cannings Corporate Communications on +61 2 8284 9990.

Andrew Arnold
Company Secretary

30 October 2018

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

We refer to the issue on 30 October 2018 of 2,805,556 ordinary shares, following an 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.

Andrew Arnold
Company Secretary

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).

- | | | |
|---|--|-----------------|
| 1 | +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 | 2,805,556 |
| 3 | Principal terms of the +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) | Ordinary Shares |

4	Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?	Rank equally with existing Ordinary Shares .
	<p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • 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 	
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 2,805,556 unlisted employee performance rights
6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i	No
6b	The date the security holder resolution under rule 7.1A was passed	
6c	Number of +securities issued without security holder approval under rule 7.1	
6d	Number of +securities issued with security holder approval under rule 7.1A	

+ 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)

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6f Number of securities issued under an exception in rule 7.2

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6g If securities issued under rule 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.

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6h If securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements

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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

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7 Dates of entering +securities into uncertificated holdings or despatch of certificates

30 October 2018

8 Number and +class of all +securities quoted on ASX (including the securities in section 2 if applicable)

	Number	+Class
	665,352,692	Ordinary shares

9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	Number	+Class
		2,159,215	LTI Performance Rights exercisable for no further consideration, subject to vesting conditions, in the period 18 September 2018 to 18 September 2020
		2,218,578	LTI Performance Rights exercisable for no further consideration, subject to vesting conditions, in the period 30 August 2019 to 30 August 2021
		2,932,923	Strategic Performance Rights exercisable for no further consideration, subject to vesting conditions, in the first employee trading window after 28 August 2019
		900,336	LTI Performance Rights exercisable for no further consideration, subject to vesting conditions, in the period 28 August 2020 to 28 August 2022
		351,928	STI Performance Rights exercisable for no further consideration in the first employee trading window after 31 August 2019
		365,651	LTI Performance Rights exercisable for no further consideration, subject to vesting conditions, in the period 31 August 2021 to 31 August 2023
		15,242,003.79	US\$15,242,003.79 of Convertible Bonds at 1.875% p.a. maturing 30 September 2020, convertible at A\$1.00 per share based on an exchange rate of A\$1.00 = US\$0.75. Fractions of a share are rounded down on conversion.
		23,256,258	Warrants exercisable at \$0.50 on or before 30 September 2020

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A
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+ See chapter 19 for defined terms.

Part 2 - Bonus issue or pro rata issue

- 11 Is security holder approval required?
- 12 Is the issue renounceable or non-renounceable?
- 13 Ratio in which the +securities will be offered
- 14 +Class of +securities to which the offer relates
- 15 +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 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 issue
- 23 Fee or commission payable to the broker to the issue

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|----|---|--|
| 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 +security holders sell their entitlements <i>in full</i> through a broker? | |
| 31 | How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance? | |
| 32 | How do +security holders dispose of their entitlements (except by sale through a broker)? | |
| 33 | +Despatch date | |

+ See chapter 19 for defined terms.

Part 3 - Quotation of securities

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

34 Type of securities
(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

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 +securities

Entities that have ticked box 34(b)

38 Number of securities for which +quotation is sought

39 Class of +securities for which quotation is sought

40 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +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

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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)

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42 Number and +class of all +securities quoted on ASX (including the securities in clause 38)

Number	+Class

+ See chapter 19 for defined terms.

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +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 +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 +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +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.

4 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.



Sign here:

Date: 30 October 2018

Company Secretary)

Print name: ANDREW ARNOLD

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+ See chapter 19 for defined terms.