

# Appendix 3Y

## Change of Director's Interest Notice

***Correction of Appendix 3Y Notice lodged on 28 November 2017. Shares were allocated to Spilsbury Family A/C but have now been correctly allocated to Geoduck Pty Ltd.***

*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 30/09/01 Amended 01/01/11

<b>Name of entity</b>	<b>PIONEER RESOURCES LIMITED</b>
<b>ABN</b>	<b>44 103 423 981</b>

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	<b>Mr Thomas Wayne Spilsbury</b>
<b>Date of last notice</b>	<b>23 October 2017</b>

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Direct or indirect interest</b>	Indirect
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	i) Thomas Wayne Spilsbury & Marcey Eva Spilsbury <Spilsbury Family A/C> (trustee and beneficiary) ii) Geoduck Pty Ltd (director and shareholder of company)
<b>Date of change</b>	5 December 2017

---

+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

<b>No. of securities held prior to change</b>	<b>Thomas Wayne Spilsbury &amp; Marcey Eva Spilsbury &lt;Spilsbury Family A/C&gt; (trustee and beneficiary)</b> <ul style="list-style-type: none"> <li>• 3,392,855 fully paid ordinary shares (PIO).</li> <li>• 500,000 options exercisable at 5c each on or before 30/4/18.</li> <li>• 500,000 options exercisable at 7.5c each on or before 30/4/18.</li> </ul> <b>Geoduck Pty Ltd (director and shareholder of company)</b> <ul style="list-style-type: none"> <li>• 3,188,094 fully paid ordinary shares (PIO).</li> <li>• 138,888 quoted options (PIOO) exercisable at 6c each on or before 31/7/18.</li> <li>• 1,000,000 options exercisable at 6c each on or before 31/7/18.</li> </ul>
<b>Class</b>	Quoted ordinary shares (PIO).
<b>Number acquired</b>	10,714,285
<b>Number disposed</b>	Nil.
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	\$150,000
<b>No. of securities held after change</b>	<b>Thomas Wayne Spilsbury &amp; Marcey Eva Spilsbury &lt;Spilsbury Family A/C&gt; (trustee and beneficiary)</b> <ul style="list-style-type: none"> <li>• 3,392,855 fully paid ordinary shares (PIO).</li> <li>• 500,000 options exercisable at 5c each on or before 30/4/18.</li> <li>• 500,000 options exercisable at 7.5c each on or before 30/4/18.</li> </ul> <b>Geoduck Pty Ltd (director and shareholder of company)</b> <ul style="list-style-type: none"> <li>• 13,902,379 fully paid ordinary shares (PIO).</li> <li>• 138,888 quoted options (PIOO) exercisable at 6c each on or before 31/7/18.</li> <li>• 1,000,000 options exercisable at 6c each on or before 31/7/18.</li> </ul>
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Participation in the Placement announced on 14 September 2017 and as approved by shareholders at the Annual General Meeting held on 21 November 2017.

+ See chapter 19 for defined terms.

## Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Detail of contract</b>	Not Applicable
<b>Nature of interest</b>	Not Applicable
<b>Name of registered holder (if issued securities)</b>	Not Applicable
<b>Date of change</b>	Not Applicable
<b>No. and class of securities to which interest related prior to change</b> <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	Not Applicable
<b>Interest acquired</b>	Not Applicable
<b>Interest disposed</b>	Not Applicable
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	Not Applicable
<b>Interest after change</b>	Not Applicable

## Part 3 – <sup>+</sup>Closed period

<b>Were the interests in the securities or contracts detailed above traded during a <sup>+</sup>closed period where prior written clearance was required?</b>	No
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	Not required
<b>If prior written clearance was provided, on what date was this provided?</b>	Not required

---

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