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.

 $Introduced \ oi/o7/96 \ \ Origin: Appendix \ 5 \ \ Amended \ oi/o7/98, \ oi/o9/99, \ oi/o7/00, \ 30/09/01, \ 11/03/02, \ oi/o1/03, \ 24/10/05, \ oi/o8/12, \ o4/03/13 \ \ oi/o8/12, \ oi$

Name o	fentity	
Pilba	ra Minerals Limited	
ABN		
95 112	2 425 788	
Ne (tł	ne entity) give ASX the following inform	mation.
	1 - All issues st complete the relevant sections (attach sheets	if there is not enough space).
1	⁺ Class of ⁺ securities issued or to be issued	Ordinary fully paid shares
2	Number of *securities issued or to be issued (if known) or maximum number which may be issued	(a) 66,666,836 (b) 116,666,667
3	Principal terms of the *securities (e.g. 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 fully paid shares

4	Do the *securities rank equally in all respects from the *issue date 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	Yes
5	Issue price or consideration	\$0.30
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	 (a) Issue of shares pursuant to share purchase plan as per an equity raising announced by the Company on 4 September 2019, and the Share Purchase Plan Offer Booklet dated 13 September 2019. (b) Issue to Contemporary Amperex Technology (Hong Kong) Limited in accordance with a Subscription Agreement dated 3 September 2019, and as per equity raising announced by the Company on 4 September 2019.
6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h <i>in relation to the +securities the subject of this Appendix</i> 3 <i>B</i> , and comply with section 6i	No
6b	The date the security holder resolution under rule 7.1A was passed	N/A
6c	Number of *securities issued without security holder approval under rule 7.1	N/A

⁺ See chapter 19 for defined terms.

6d	Number of *securities issued with security holder approval under rule 7.1A	N/A
6e	Number of *securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	(a) N/A (b) 116,666,667 (as approved by shareholders in general meeting on 16 October 2019)
6f	Number of *securities issued under an exception in rule 7.2	(a) 66,666,836 (b) N/A
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.	N/A
<i>c</i> 1		
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	N/A
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	244,242,194
-	+Issue dates	
7	Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.	21 October 2019
	Cross reference: item 33 of Appendix 3B.	
		N
Q	Number and *class of all *securities	Number +Class
8	quoted on ASX (including the +securities in section 2 if applicable)	2,223,704,308 Ordinary fully paid shares
		<u> </u>

9 Number and *class of all *securities not quoted on ASX (*including* the *securities in section 2 if applicable)

Number	+Class
500,000	Options with an exercise price of \$0.547 and expiry date of 7 November 2019
500,000	Options with an exercise price of \$0.547 and expiry date of 17 November 2019
9,333,334	Options with an exercise price of \$0.626 and expiry date of 12 December 2019
2,750,000	Options with an exercise price of \$0.45 and expiry date of 31 August 2020
2,000,000	Options with an exercise price of \$0.90 and expiry date of 8 December 2020
3,104,585	FY2019 options with an exercise price of \$0.884 and expiry date of 31 December 2021
1,040,699	FY2019 performance rights
2,000,000	Options with an exercise price of \$0.93 and expiry date of 21 December 2021

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

N/A			

⁺ See chapter 19 for defined terms.

Part 2 - Pro rata issue

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the *securities will be offered	N/A
14	*Class of *securities to which the offer relates	N/A
	+D 1 1 1	
15	*Record date to determine entitlements	N/A
	1.00	
16	Will holdings on different registers (or subregisters) be	N/A
	aggregated for calculating entitlements?	
17	Policy for deciding entitlements in relation to fractions	N/A
18	Names of countries in which the entity has security holders who	N/A
	will not be sent new offer 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	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A

24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	N/A
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	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	⁺ Issue date	N/A

⁺ See chapter 19 for defined terms.

Part 3 - Quotation of securitiesYou need only complete this section if you are applying for quotation of securities

34	Type (tick o	of ⁺ securities one)
(a)		⁺ Securities described in Part 1 (Ordinary Securities Only)
(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	s that	have ticked box 34(a)
Additi	onal s	ecurities forming a new class of securities
Tick to docume		e you are providing the information or
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

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	N/A	
39	⁺ Class of ⁺ securities for which quotation is sought	N/A	
40	Do the *securities rank equally in all respects from the *issue date 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	N/A	
	 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	N/A	
	(if issued upon conversion of another *security, clearly identify that other *security)		
42	Number and +class of all +securities quoted on ASX (including the +securities in clause 38)	Number N/A	⁺ Class N/A

⁺ See chapter 19 for defined terms.

Quotation agreement

- ⁺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.
- 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 is not available now, we 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: 21 October 2019

(Company Secretary)

Print name: Alex Eastwood

⁺ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital		
Step 1: Calculate "A", the base figur is calculated	e from which the placement capacity	
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	1,744,513,405	
 Add the following: Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval Number of partly paid +ordinary securities that became fully paid in that 12 month period Note: Include only ordinary securities here – other classes of equity securities cannot be added Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed It may be useful to set out issues of 	401,527,032	
securities on different dates as separate line items Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	Nil	
"A"	2,146,040,437	

⁺ See chapter 19 for defined terms.

Step 2: Calculate 15% of "A"	
"B"	321,906,065
Multiply "A" by 0.15	
Step 3: Calculate "C", the amount of path that has already been used	placement capacity under rule 7.1
Insert number of *equity securities issued or agreed to be issued in that 12 month period not counting those issued:	26 March 2019 – 77,663,871 fully paid ordinary shares
Under an exception in rule 7.2	
Under rule 7.1A	
 With security holder approval under rule 7.1 or rule 7.4 	
 Note: This applies to equity securities, unless specifically excluded – not just ordinary securities Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed It may be useful to set out issues of securities on different dates as separate line items 	
"C"	77,663,871
Step 4: Subtract "C" from ["A" x "B"] capacity under rule 7.1	to calculate remaining placement
"A" x 0.15	321,906,065
Note: number must be same as shown in Step 2	
Subtract "C"	77,663,871
Note: number must be same as shown in Step 3	
<i>Total</i> ["A" x 0.15] – "C"	244,242,194

⁺ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities		
Step 1: Calculate "A", the base figure from which the placement capacity is calculated		
"A" Note: number must be same as shown in	N/A	
Step 1 of Part 1		
Step 2: Calculate 10% of "A"		
"D"	N/A	
	Note: this value cannot be changed	
Multiply "A" by 0.10	N/A	
Step 3: Calculate "E", the amount of that has already been used Insert number of *equity securities issued or	placement capacity under rule 7.1A	
agreed to be issued in that 12 month period under rule 7.1A		
 Notes: This applies to equity securities – not just ordinary securities Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed 		
 Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained It may be useful to set out issues of securities on different dates as separate line items 		

⁺ See chapter 19 for defined terms.

Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A	
"A" x 0.10	N/A
Note: number must be same as shown in Step 2	
Subtract "E"	N/A
Note: number must be same as shown in Step 3	
<i>Total</i> ["A" x 0.10] – "E"	N/A
	Note: this is the remaining placement capacity under rule 7.1A

⁺ See chapter 19 for defined terms.



21 October 2019

Market Announcements Office ASX Limited 20 Bridge Street Sydney NSW 2000

NOTICE UNDER SECTION 708A OF THE CORPORATIONS ACT 2001 (CTH) (ACT)

Pilbara Minerals Limited ACN 112 425 788 (ASX:PLS) (**Pilbara Minerals**) has today issued 66,666,836 ordinary shares in the capital of Pilbara Minerals (**Shares**) pursuant to the Company's share purchase plan dated 13 September 2019, and 116,666,667 Shares to Contemporary Amperex Technology (Hong Kong) Limited in accordance with a Subscription Agreement dated 3 September 2019.

Pilbara Minerals gives notice under section 708A(5)(e) of the Act that:

- (a) the Shares were issued without disclosure to investors under Part 6D.2 of the Act;
- (b) as a disclosing entity, Pilbara Minerals is subject to regular reporting and disclosure obligations;
- (c) as at the date of this notice, Pilbara Minerals has complied with:
 - (i) the provisions of Chapter 2M of the Act as they apply to Pilbara Minerals; and
 - (ii) section 674 of the Act, as it applies to Pilbara Minerals; and
- (d) as at the date of this notice, there is no excluded information of the type referred to in sections 708A(7) or 708A(8) of the Act that is required to be set out in this notice under section 708A(6)(e) of the Act.

For an on behalf of Pilbara Minerals Limited

Alex Eastwood

Company Secretary