

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, 04/03/13

Name of entity

Pioneer Resources Limited

ABN

44 103 423 981

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 | (i) Listed options (PIOO)
(ii) and (iii) Fully paid ordinary shares (PIO). |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | (i) 14,058,215 options exercisable at 6 cents each by 31 July 2018 (pursuant to Prospectus dated 23 Sept 16) and as approved at the General Meeting held on 13 Sept 16.
(iii) 731,750 fully paid ordinary shares (First Earn-In Consideration issued to International Lithium Corp ("ILC")) under the Raleigh Lake Lithium Project Joint Venture Agreement.
(iii) 2,133,409 fully paid ordinary shares issued to Milford Resources Pty Ltd as approved at the General Meeting held on 13 Sept 16. |

+ See chapter 19 for defined terms.

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)	(i) Listed options exercisable at 6 cents each by 31 July 2018 (per Prospectus dated 23 Sept 16) and as approved at the General meeting held on 13 Sept 16. (ii) Fully paid ordinary shares issued to ILC at a deemed issue price of 3.4 cents each as part consideration totaling A\$24,880 (C\$25,000) for the First Earn-In Consideration pursuant to the Raleigh Lake Lithium Project Joint Venture Agreement. (iii) Fully paid ordinary shares issued to Milford Resources Pty Ltd at a deemed issue price of 4.18 cents each as approved at the General Meeting held on 13 Sept 16.
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	(i) Yes – listed options (PIOO) (ii) and (iii) Yes - fully paid ordinary shares (PIO).
5 Issue price or consideration	(i) Nil consideration – pursuant to Prospectus dated 23 Sept 16 offering one free attaching option for every three shares subscribed for under the Company's share purchase plan dated 27 June 2016. (ii) 3.4 cents per share for the fully paid ordinary shares issued to ILC based on the 10 day VWAP to 25 July 2016. (iii) 4.18 cents per share for the fully paid ordinary shares issued to Milford Resources Pty Ltd.

6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	(i) Pursuant to the Prospectus dated 23 Sept 16 offering to eligible applicants one free attaching option for every three shares subscribed for under the Company's share purchase plan dated 27 June 2016. (ii) Pursuant to the Raleigh Lake Lithium Project Joint Venture Heads of Agreement with International Lithium Corp. the Company was required to issue 731,750 Shares at a deemed issue price of 3.4 cents per share as first earn in consideration for the Raleigh Lake Lithium Project (valued at \$24,880). (iii) As approved by Shareholders at the General Meeting held on 13 Sept 16, the Company to issue 2,133,409 ordinary shares to Milford Resources Pty Ltd at a deemed issue price of 4.18 cents per share equating to a total of \$89,283. The share issue relates to tenements applied for by Milford Resources Pty Ltd and offered to the Company.
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	Yes
6b	The date the security holder resolution under rule 7.1A was passed	17 November 2015/13 June 2016/13 September 2016
6c	Number of +securities issued without security holder approval under rule 7.1	(ii) 731,750 fully paid ordinary shares (to ILC)
6d	Number of +securities issued with security holder approval under rule 7.1A	Nil

+ 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)	(i) 14,058,215 options exercisable at 6 cents each by 31 July 2018 approved at a General Meeting held on 13 September 2016. (iii) 2,133,409 fully paid ordinary shares approved at a General Meeting held on 13 September 2016	
6f	Number of +securities issued under an exception in rule 7.2	Nil.	
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.	Not Applicable	
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	Not Applicable	
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	ASX Listing Rule 7.1 – 151,547,936 ASX Listing Rule 7.1A – 103,700,057	
7	+Issue dates 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. Cross reference: item 33 of Appendix 3B.	(i) as per the Prospectus dated 23 Sept 16 offer opens on 23 Sept 16 and closes on 7 Oct 16. (ii) and (ii) 23 Sept 16	
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	Number	+Class
		1,037,732,328	Fully paid ordinary shares (PIO)
		44,339,669	Options exercisable at 6 cents each by 31 July 2018 (PIOO)

9	Number and ⁺ class of all ⁺ securities not quoted on ASX (<i>including</i> the ⁺ securities in section 2 if applicable)	<table><tr><th>Number</th><th>⁺Class</th></tr><tr><td>30,000,000</td><td>Options exercisable at 30c each on or before 15/10/17.</td></tr><tr><td>5,000,002</td><td>Options exercisable at 2.6c each on or before 30/4/18.</td></tr><tr><td>5,500,001</td><td>Options exercisable at 5c each on or before 30/4/18.</td></tr><tr><td>5,499,997</td><td>Options exercisable at 7.5c each on or before 30/4/18.</td></tr><tr><td>3,270,400</td><td>Options exercisable at 5.4c each on or before 4/9/18.</td></tr></table>	Number	⁺ Class	30,000,000	Options exercisable at 30c each on or before 15/10/17.	5,000,002	Options exercisable at 2.6c each on or before 30/4/18.	5,500,001	Options exercisable at 5c each on or before 30/4/18.	5,499,997	Options exercisable at 7.5c each on or before 30/4/18.	3,270,400	Options exercisable at 5.4c each on or before 4/9/18.
Number	⁺ Class													
30,000,000	Options exercisable at 30c each on or before 15/10/17.													
5,000,002	Options exercisable at 2.6c each on or before 30/4/18.													
5,500,001	Options exercisable at 5c each on or before 30/4/18.													
5,499,997	Options exercisable at 7.5c each on or before 30/4/18.													
3,270,400	Options exercisable at 5.4c each on or before 4/9/18.													
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	No dividends declared or paid.												

Part 2 - Pro rata issue

11	Is security holder approval required?	N/A
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?	

⁺ See chapter 19 for defined terms.

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 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	
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	
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 offer documents 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	+Issue date	

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

+ See chapter 19 for defined terms.

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

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- 39 +Class of +securities for which quotation is sought

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- 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 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

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.

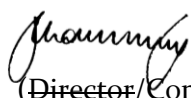
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- 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 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:



(~~Director~~/Company secretary)

Date: 23 September 2016

Print name: JULIE ANNE WOLSELEY

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+ 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 figure from which the placement capacity is calculated	
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	678,685,274
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 securities on different dates as separate line items	28/10/15 – 30,916,666 fully paid ordinary shares (approved by shareholders on 17/12/15). 6/11/15 - 6,700,000 fully paid ordinary shares (approved by shareholders on 17/12/15). 22/12/15 – 4,083,333 fully paid ordinary shares (approved by shareholders on 17/12/15). 24/3/16 – 161,000,000 fully paid ordinary shares (approved by shareholders on 13/6/16) 2/5/16 - 19,096,318 fully paid ordinary shares (approved by shareholders on 13/6/16) 31/5/16 – 500,000 fully paid ordinary shares (approved by shareholders on 1/4/2015) 30/6/16 – 866,175 fully paid ordinary shares (approved by shareholders on 13/9/16) 1/7/16 – 90,844,441 fully paid ordinary shares (approved by shareholders on 13/6/16 (25,000,000 fully paid ordinary shares approved on 13/6/16 and 65,844,441 fully paid ordinary shares approved on 13/9/16) 21/7/16 – 42,174,962 fully paid ordinary shares – Share Purchase Plan (exception 15 to ASX LR 7.2) 23/9/16 – 2,133,409 fully paid ordinary shares (approved by shareholders on 13/9/16) and the subject of this Appendix 3B

Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	Nil.
“A”	1,037,000,578
Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	155,550,086
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued: - Under an exception in rule 7.2 - Under rule 7.1A - With security holder approval under rule 7.1 or rule 7.4 Note: <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> <i>It may be useful to set out issues of securities on different dates as separate line items</i>	5/9/16 - 3,270,400 unlisted options exercisable at 5.4 cents each by 4/9/18 23/9/16 – 731,750 fully paid ordinary shares and the subject of this Appendix 3B
“C”	4,002,150
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	155,550,086
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	4,002,150
Total [“A” x 0.15] – “C”	151,547,936 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ 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” <i>Note: number must be same as shown in Step 1 of Part 1</i>	1,037,000,578
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	103,700,057
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of +equity securities issued or 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	
“E”	-

Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	103,700,057
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	-
Total [“A” x 0.10] – “E”	103,700,057 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.