

**Form 604**Corporations Act 2001  
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme **PILBARA MINERALS LIMITED**ACN/ARSN **112 425 788****1. Details of substantial holder(1)**Name **MINERAL RESOURCES LIMITED**ACN/ARSN (if applicable) **118 549 910**There was a change in the interests of the  
substantial holder on **10 /09 /2020**The previous notice was given to the company on **02 /11 /2016**The previous notice was dated **02 /11 /2016****2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
<b>Ordinary fully paid</b>	<b>104,166,667</b>	<b>8.3%</b>	<b>137,980,413</b>	<b>6.2%</b>

**3. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
<b>Refer Annexure A: 3 - change in relevant interests</b>					

**4. Present relevant interests**

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
<b>Mineral Resources Limited</b>	<b>Mineral Resources Limited</b>	<b>Mineral Resources Limited</b>	<b>Fully paid ordinary shares</b>	<b>137,980,413</b>	<b>6.2%</b>
				<b>Fully paid ordinary shares</b>	

## 5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Refer Annexure A: 5 - changes in association	

## 6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Refer Annexure A : 6 - Addresses	

## Signature

print name      Derek Oelofse      capacity Company Secretary

sign here            date      14 / 09      2020

## DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

THIS IS ANNEXURE 'A' OF 4 PAGES REFERRED TO IN FORM 604 'NOTICE OF CHANGE  
OF INTERESTS OF SUBSTANTIAL HOLDER' LODGED BY MINERAL RESOURCES  
LIMITED IN RELATION TO PILBARA MINERALS LIMITED (ACN 112 425 788)

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Print Name          Derek Oelofse

Capacity: Company Secretary

Sign Here



Date          14/09/2020

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**3. Changes in relevant interests**

Date	MRL shareholding	Total shares on issue	MRL shareholding %	% Movement	Consideration
2/11/2016	104,166,667	1,259,530,010	8.27%	8.27%	\$ 50,000,000
18/05/2018	126,313,746	1,744,513,405	7.24%	-0.04%	nil
26/03/2019	126,313,746	1,822,177,276	6.93%	-0.31%	nil
29/03/2019	126,313,746	1,840,177,276	6.86%	-0.07%	nil
1/04/2019	126,313,746	1,841,677,276	6.86%	-0.01%	nil
2/04/2019	126,313,746	1,842,677,276	6.85%	0.00%	nil
4/04/2019	126,313,746	1,845,677,276	6.84%	-0.01%	nil
5/04/2019	126,313,747	1,848,419,276	6.83%	-0.01%	nil
7/05/2019	126,313,748	1,848,919,276	6.83%	0.00%	nil
17/05/2019	126,313,749	1,849,194,866	6.83%	0.00%	nil
24/05/2019	126,313,750	1,851,420,399	6.82%	-0.01%	nil
21/08/2019	126,313,751	1,851,971,197	6.82%	0.00%	nil
10/09/2019	137,980,413	1,973,704,138	6.99%	0.17%	\$ 3,500,000
11/10/2019	137,980,413	2,040,370,805	6.76%	-0.23%	nil
21/10/2019	137,980,413	2,223,704,308	6.20%	-0.56%	nil
19/06/2020	137,980,413	2,224,737,480	6.20%	0.00%	nil

**5. Changes in association**

*The associates of the substantial holder at the time of purchase of shares and since are as listed below:*

Name and ACN/ABN (if applicable)	Nature of association	Date of Change
Crushing Services International Pty Ltd ( ACN 069 303 377)	Related Body Corporate	
P.I.H.A. Pty Ltd (ACN 061 356 812)	Related Body Corporate	
Process Minerals International Pty Ltd (ACN 063 988 894)	Related Body Corporate	
Polaris Metals Pty Ltd (ACN 085 223 570)	Related Body Corporate	
Eclipse Minerals Pty Ltd (ACN 097 974 813)	Related Body Corporate	
Mesa Minerals Limited (CACN 009 113 160)	Related Body Corporate	
Hitec Energy Pty Ltd (ACN 140 725 962)	Related Body Corporate	
Auvex Resources Pty Ltd (ACN 129 087 832)	Related Body Corporate	
Mineral Resources (Equipment) Pty Ltd (ACN 162 993 080)	Related Body Corporate	
PIHA (Water) Pty Ltd (ACN 162 627 358)	Related Body Corporate	
Steelpile Pty Ltd (ACN 169 849 987)	Related Body Corporate	
Kumina Iron Pty Ltd (ACN 169 725 973)	Related Body Corporate	
MRL Asset Management Pty Ltd (ACN 169 725 964)	Related Body Corporate	
Vigor Materials Handling Pty Ltd (ACN 602 182 463)	Related Body Corporate	
MRL Rail Pty Ltd (ACN 169 516 296)	Related Body Corporate	

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MIS. Carbonart Pty Ltd (ACN 160 456 922)	Related Body Corporate	
Flotar Pty Ltd (ACN 608 310 014)	Related Body Corporate	
ACN 611 495 268 Pty Ltd	Related Body Corporate	
ACN 611 494 912 Pty Ltd	Related Body Corporate	
Wodgina Lithium Pty Ltd (ACN 611 488 932)	Related Body Corporate	
Mineral Resources Transport Pty Ltd (ACN 158 718 195)	Related Body Corporate	
Reed Industrial Minerals Pty Ltd (ACN 138 805 722)	Related Body Corporate	3/6/2016
Reed Advanced Minerals Pty Ltd (ACN 142 876 211)	Related Body Corporate	16/10/2015
ACN 616 667 442 Pty Ltd	Related Body Corporate	4/1/2017
ACN 616 677 797 Pty Ltd	Related Body Corporate	5/1/2017
ACN 616 678 249 Pty Ltd	Related Body Corporate	5/1/2017
ACN 612 668 201 Pty Ltd	Related Body Corporate	6/12/2018
Bulk Ore Shuttle Systems Pty Ltd (ACN 621 413 803)	Related Body Corporate	27/9/2017
Cattamarra Farms Pty Ltd (ACN 158 097 431)	Related Body Corporate	8/11/2017
Energy Resources Limited (ARBN 009 475 423)	Related Body Corporate	8/11/2017
ACN 623 115 088 Pty Ltd (ACN 623 115 088)	Related Body Corporate	28/11/2017
ACN 625 973 006 Pty Ltd	Related Body Corporate	4/5/2018
Yilgarn Iron Pty Ltd (ACN 626 035 078)	Related Body Corporate	8/5/2018
Iron Resources Pty Ltd (ACN 626 063 796)	Related Body Corporate	9/5/2018
Graphite Resources Pty Ltd (ACN 627 948 332)	Related Body Corporate	3/8/2018
Magnetite Mineral Resources Pty Ltd (ACN 627 948 832)	Related Body Corporate	3/8/2018
Lithium Mineral Resources Pty Ltd (ACN 627 949 535)	Related Body Corporate	3/8/2018
Bauxite Mineral Resources Pty Ltd (ACN 627 949 544)	Related Body Corporate	3/8/2018
Wonmuna Iron Ore Pty Ltd (ACN 169 151 777)	Related Body Corporate	7/9/2020
ACN 629 927 911 Pty Ltd	Related Body Corporate	9/11/2018
MinRes Health Pty Ltd (ACN 629 928 150)	Related Body Corporate	9/11/2018
ACN 629 923 753 Pty Ltd	Related Body Corporate	9/11/2018
ACN 632 334 037 Pty Ltd	Related Body Corporate	18/3/2019
ACN 632 334 671 Pty Ltd	Related Body Corporate	18/3/2019
ACN 632 334 975 Pty Ltd	Related Body Corporate	18/3/2019
ACN 634 817 244 Pty Ltd	Related Body Corporate	11/7/2019
ACN 634 841 811 Pty Ltd	Related Body Corporate	12/7/2019
MARBL Lithium Operations Pty Ltd (ACN 637 077 608)	Related Body Corporate	1/11/2019
Mineral Marine Pty Ltd (ACN 638 643 919)	Related Body Corporate	22/1/2020
Mineral Resources Rail Pty Ltd (ACN 638 631 259)	Related Body Corporate	22/1/2020
MinRes Properties Pty Ltd (ACN 638 657 486)	Related Body Corporate	23/1/2020
Buckland Minerals Transport Pty Ltd (ACN 152 574 082)	Related Body Corporate	3/4/2020
Bungaroo South Pty Ltd (ACN 152 574 528)	Related Body Corporate	3/4/2020
Cape Preston Logistics Pty Ltd (ACN 152 574 233)	Related Body Corporate	3/4/2020
ACN 641 843 987 Pty Ltd	Related Body Corporate	18/6/2020
Resource Development Group Limited (ACN 149 028 142)	Related Body Corporate	17/6/2020
Central Systems Pty Ltd (ACN 107 284 319)	Related Body Corporate	17/6/2020
Mineral Solutions Australia Pty Ltd (ACN 626 914 458)	Related Body Corporate	17/6/2020
Comcen Pty Ltd (ACN 161 487 930)	Related Body Corporate	17/6/2020
Crushing Solutions Pty Ltd (ACN 151 387 709)	Related Body Corporate	17/6/2020
Aggregate Crushing Australia Pty Ltd (ACN 147 325 228)	Related Body Corporate	17/6/2020
Ore Sorting Australia Pty Ltd (ACN 608 847 445)	Related Body Corporate	17/6/2020

## 6. Addresses

Name	Address
Crushing Services International Pty Ltd	1 Sleat Road, Applecross WA 6153
P.I.H.A. Pty Ltd	1 Sleat Road, Applecross WA 6153
Process Minerals International Pty Ltd	1 Sleat Road, Applecross WA 6153
Polaris Metals Pty Ltd	1 Sleat Road, Applecross WA 6153
Eclipse Minerals Pty Ltd	1 Sleat Road, Applecross WA 6153
Mesa Minerals Limited	1 Sleat Road, Applecross WA 6153
Hitec Energy Pty Ltd	1 Sleat Road, Applecross WA 6153

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Auvex Resources Pty Ltd	1 Sleat Road, Applecross WA 6153
Mineral Resources (Equipment) Pty Ltd	1 Sleat Road, Applecross WA 6153
PIHA (Water) Pty Ltd	1 Sleat Road, Applecross WA 6153
Steelpile Pty Ltd	1 Sleat Road, Applecross WA 6153
Kumina Iron Pty Ltd	1 Sleat Road, Applecross WA 6153
MRL Asset Management Pty Ltd	1 Sleat Road, Applecross WA 6153
Vigor Materials Handling Pty Ltd	1 Sleat Road, Applecross WA 6153
MRL Rail Pty Ltd	1 Sleat Road, Applecross WA 6153
MIS. Carbonart Pty Ltd	1 Sleat Road, Applecross WA 6153
Flotar Pty Ltd	1 Sleat Road, Applecross WA 6153
ACN 611 495 268 Pty Ltd	1 Sleat Road, Applecross WA 6153
ACN 611 494 912 Pty Ltd	1 Sleat Road, Applecross WA 6153
Wodgina Lithium Pty Ltd	1 Sleat Road, Applecross WA 6153
Mineral Resources Transport Pty Ltd	1 Sleat Road, Applecross WA 6153
ACN 616 667 442 Pty Ltd	1 Sleat Road, Applecross WA 6153
ACN 616 677 797 Pty Ltd	1 Sleat Road, Applecross WA 6153
ACN 616 678 249 Pty Ltd	1 Sleat Road, Applecross WA 6153
Reed Industrial Minerals Pty Ltd	1 Sleat Road, Applecross WA 6153
Reed Advanced Minerals Pty Ltd	1292 Hay Street, West Perth WA 6005
ACN 612 668 201 Pty Ltd	1 Sleat Road, Applecross WA 6153
Bulk Ore Shuttle Systems Pty Ltd	1 Sleat Road, Applecross WA 6153
Cattamarra Farms Pty Ltd	1 Sleat Road, Applecross WA 6153
Energy Resources Limited	1 Sleat Road, Applecross WA 6153
ACN 623 115 088 Pty Ltd	1 Sleat Road, Applecross WA 6153
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Iron Resources Pty Ltd	1 Sleat Road, Applecross WA 6153
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Magnetite Mineral Resources Pty Ltd	1 Sleat Road, Applecross WA 6153
Lithium Mineral Resources Pty Ltd	1 Sleat Road, Applecross WA 6153
Bauxite Mineral Resources Pty Ltd	1 Sleat Road, Applecross WA 6153
Wonmurna Iron Ore Pty Ltd (ACN 169 151 777)	1 Sleat Road, Applecross WA 6153
ACN 629 927 911 Pty Ltd	1 Sleat Road, Applecross WA 6153
MinRes Health Pty Ltd (ACN 629 928 150)	1 Sleat Road, Applecross WA 6153
ACN 629 923 753 Pty Ltd	1 Sleat Road, Applecross WA 6153
ACN 632 334 037 Pty Ltd	1 Sleat Road, Applecross WA 6153
ACN 632 334 671 Pty Ltd	1 Sleat Road, Applecross WA 6153
ACN 632 334 975 Pty Ltd	1 Sleat Road, Applecross WA 6153
ACN 634 817 244 Pty Ltd	1 Sleat Road, Applecross WA 6153
ACN 634 841 811 Pty Ltd	1 Sleat Road, Applecross WA 6153
MARBL Lithium Operations Pty Ltd	1 Sleat Road, Applecross WA 6153
Mineral Marine Pty Ltd (ACN 638 643 919)	1 Sleat Road, Applecross WA 6153
Mineral Resources Rail Pty Ltd (ACN 638 631 259)	1 Sleat Road, Applecross WA 6153
MinRes Properties Pty Ltd (ACN 638 657 486)	1 Sleat Road, Applecross WA 6153
Buckland Minerals Transport Pty Ltd (ACN 152 574 082)	1 Sleat Road, Applecross WA 6153
Bungaroo South Pty Ltd (ACN 152 574 528)	1 Sleat Road, Applecross WA 6153
Cape Preston Logistics Pty Ltd (ACN 152 574 233)	1 Sleat Road, Applecross WA 6153
ACN 641 843 987 Pty Ltd	1 Sleat Road, Applecross WA 6153
Resource Development Group Limited (ACN 149 028 142)	Level 1, 46 Edward Street, Osborne Park WA 6017
Central Systems Pty Ltd (ACN 107 284 319)	Level 1, 46 Edward Street, Osborne Park WA 6017
Mineral Solutions Australia Pty Ltd (ACN 626 914 458)	Level 1, 46 Edward Street, Osborne Park WA 6017
Comcen Pty Ltd (ACN 161 487 930)	Level 1, 46 Edward Street, Osborne Park WA 6017
Crushing Solutions Pty Ltd (ACN 151 387 709)	Level 1, 46 Edward Street, Osborne Park WA 6017
Aggregate Crushing Australia Pty Ltd (ACN 147 325 228)	Level 1, 46 Edward Street, Osborne Park WA 6017
Ore Sorting Australia Pty Ltd (ACN 608 847 445)	Level 1, 46 Edward Street, Osborne Park WA 6017