



Supplementary Prospectus

Pioneer Lithium Limited
(ACN 663 888 891)

Important Information

This is a supplementary prospectus (**Supplementary Prospectus**) which supplements and is intended to be read with the prospectus dated 3 August 2023 (**Prospectus**) issued by Pioneer Lithium Limited (ACN 663 888 891) (**Company**).

This Supplementary Prospectus is dated 14 September 2023 and was lodged with ASIC on that date.

ASIC, the ASX and their respective officers take no responsibility for the contents of this Supplementary Prospectus.

This Supplementary Prospectus should be read together with the Prospectus. Other than as set out below, all details in relation to the Prospectus remain unchanged. Terms and abbreviations defined in the Prospectus have the same meaning in this Supplementary Prospectus. If there is any conflict between the Prospectus and this Supplementary Prospectus, this Supplementary Prospectus will prevail.

This Supplementary Prospectus will be issued with the Prospectus as an electronic prospectus, copies of which can be downloaded from www.pioneerlithium.com.au.

This is an important document and should be read in its entirety. If you do not understand it, you should consult your professional advisers without delay.

1. Purpose of this Supplementary Prospectus

The purpose of this Supplementary Prospectus is to provide additional information to investors as set out in Section 2 below.

2. Additional information

The following additional information is provided with respect to the 1,660,000 CEO Performance Rights to be issued to the Company's proposed CEO, Mr Clinton Booth (or his nominees).

This Supplementary Prospectus dated 14 September 2023 is intended to be read with the Prospectus issued by Pioneer Lithium Limited (ACN 663 888 891) dated 3 August 2023.

3. Additional information

- (a) Mr Booth will have an integral role in meeting the performance milestones attaching to the CEO Performance Rights, by virtue of his position as CEO. In particular, Mr Booth will be responsible for implementing the business strategy of the Company with a view to sustained growth in Shareholder value and actively managing the Company's assets, its interests in its projects and exploration strategy.
- (b) The Company considered it necessary and appropriate to remunerate Mr Booth by issuing the CEO Performance Rights in order to:
 - (i) attract a high calibre executive with considerable industry experience to the role of CEO of a junior exploration entity;
 - (ii) link the rewarding of the CEO to the creation of Shareholder value by providing the CEO with the opportunity to share in any future growth in value of the Company and aligning the interests of the CEO more closely with the interests of Shareholders;
 - (iii) provide greater incentive for the CEO to focus on the Company's longer-term goals; and
 - (iv) preserve available cash reserves by providing a cost-effective remuneration structure and enabling the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Mr Booth.
- (c) The CEO Performance Rights represent approximately:
 - (i) 3.55% of the Company's issued share capital at Admission on an undiluted basis; and
 - (ii) 2.33% of the Company's issued share capital at Admission on a fully diluted basis.

The Company considered determined the number of CEO Performance Rights based upon a consideration of:

- (i) current market standards and/or practices of other ASX listed companies of a similar size and stage of development to the Company;
- (ii) the total remuneration package of Mr Booth; and
- (iii) the strategic objectives for the Company which will be achieved upon satisfaction of the milestones attaching to the CEO Performance Rights, and the fact that value of the CEO Performance Rights will only be realised upon satisfaction of these substantial performance milestones.

4. Consents

The Company confirms that as at the date of this Supplementary Prospectus, each of the parties that have been named as having consented to being named in the Prospectus have not withdrawn that consent.

5. Authorisation

This Supplementary Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Supplementary Prospectus with ASIC and has not withdrawn that consent.

This Supplementary Prospectus is signed for and on behalf of the Company by:

A handwritten signature in black ink, appearing to read 'Robert Martin', is displayed within a light grey rectangular box.

Robert Martin
Executive Chairperson

Dated: 14 September 2023