



PILBARA MINERALS
LIMITED

PILBARA MINERALS LIMITED
ACN 112 425 788

NOTICE OF GENERAL MEETING

A General Meeting of the Company will be held at Seminar Room 2, University Club of Western Australia, Hackett Drive, Crawley, WA, 6009 on Wednesday, 26 July 2017 at 10:00am (WST).

This Notice of General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Should you wish to discuss any matter please do not hesitate to contact the Company Secretary by telephone on +61 8 6266 6266.

PILBARA MINERALS LIMITED

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NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting of shareholders of Pilbara Minerals Limited (**Company**) will be held at Seminar Room 2, University Club of Western Australia, Hackett Drive, Crawley, WA, 6009 on Wednesday, 26 July 2017 at 10:00am (WST) (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of this Notice.

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders of the Company on Monday, 24 July 2017 at 10:00am (WST).

Terms and abbreviations used in this Notice and the Explanatory Memorandum are defined in Schedule 1.

AGENDA

1. Resolution 1 – Ratification of the Tranche 1 Issue

To consider and, if thought fit, to pass with or without amendment, the following resolution as an ordinary resolution:

*“That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 189,900,000 Shares (**Tranche 1 Placement Shares**) at an issue price of \$0.35 per Share on the terms and conditions in the Explanatory Memorandum.”*

Voting Exclusion

The Company will disregard any votes cast on this Resolution by a person who participated in the Tranche 1 Issue and any associate of those persons.

The Company will not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the Chairperson as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

2. Resolution 2 – Approval of the Tranche 2 Issue

To consider and, if thought fit, to pass with or without amendment, the following resolution as an ordinary resolution:

*“That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 38,671,430 Shares (**Tranche 2 Placement Shares**) at an issue price of \$0.35 per Share on the terms and conditions in the Explanatory Memorandum.”*

Voting Exclusion

The Company will disregard any votes cast on this Resolution by a person who may participate in the Tranche 2 Issue and any associate of those persons.

The Company will not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the Chairperson as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

3. Resolution 3 – Approval for Placement of Shortfall under the Share Purchase Plan

To consider and, if thought fit, to pass with or without amendment, the following resolution as an ordinary resolution:

“That, for the purpose of Listing Rule 7.1 and for all other purposes, approval is given for the Directors to allot and issue up to 42,857,143 Shares at an issue price of \$0.35 each in the event of any Shortfall under the Share Purchase Plan in the manner detailed in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and any person associated with those persons.

The Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the Chairperson as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

4. Resolution 4 – Approval for Anthony Kiernan Participation in the Tranche 2 Issue

To consider and, if thought fit, to pass with or without amendment, the following resolution as an ordinary resolution:

“That, subject to Resolution 2 being passed, pursuant to and in accordance with Listing Rule 10.11, and for all other purposes, Shareholders approve the issue of up to 171,430 Shares to Mr Anthony William Kiernan (or his nominees) on the terms and conditions in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast on this Resolution by Mr Anthony William Kiernan and any of his associates.

The Company will not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the Chairperson as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

5. Resolution 5 – Approval for Stephen Scudamore Participation in the Tranche 2 Issue

To consider and, if thought fit, to pass with or without amendment, the following resolution as an ordinary resolution:

“That, subject to Resolution 2 being passed, pursuant to and in accordance with Listing Rule 10.11, and for all other purposes, Shareholders approve the issue of up to 142,860 Shares to Mr Stephen John Scudamore (or his nominees) on the terms and conditions in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast on this Resolution by Mr Stephen John Scudamore and any of his associates.

The Company will not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the Chairperson as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

6. Resolution 6 – Approval for Nicholas Cernotta Participation in the Tranche 2 Issue

To consider and, if thought fit, to pass with or without amendment, the following resolution as an ordinary resolution:

“That, subject to Resolution 2 being passed, pursuant to and in accordance with Listing Rule 10.11, and for all other purposes, Shareholders approve the issue of up to 228,570 Shares to Mr Nicholas Luigi Cernotta (or his nominees) on the terms and conditions in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast on this Resolution by Mr Nicholas Luigi Cernotta and any of his associates.

The Company will not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the Chairperson as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

BY ORDER OF THE BOARD



Alex Eastwood
Company Secretary
Dated: 26 June 2017

PILBARA MINERALS LIMITED

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EXPLANATORY MEMORANDUM

1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting.

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions.

This Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2: Action to be taken by Shareholders

Section 3: Background

Section 4: Resolution 1 – Ratification of the Tranche 1 Issue

Section 5: Resolution 2 – Approval of the Tranche 2 Issue

Section 6: Resolution 3 – Approval for Placement of Shortfall under the Share Purchase Plan

Section 7: Resolutions 4 to 6 (inclusive) – Approval for Director Participation in Tranche 2 Issue

Schedule 1: Definitions

A Proxy Form is located at the end of this Explanatory Memorandum.

2. Action to be taken by Shareholders

Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

2.1 Proxies

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (**Proxy**) to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. Where the proportion or number is not specified, each proxy may exercise half of the votes.

Proxy Forms must be received by the Company no later than 10:00am (WST) on Monday, 24 July 2017, being at least 48 hours before the Meeting.

The Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

3. Background

As detailed in the Company's ASX announcements of 15 and 19 June 2017, the Company is undertaking a placement of 228,571,430 Shares at an issue price of \$0.35 per Share to qualified institutional, professional and sophisticated investors in Australia and selected foreign jurisdictions (**Placement**).

The Placement is being conducted in two tranches:

- (a) Tranche 1 - unconditional placement of 189,900,000 Shares issued under the Company's existing placement capacity in accordance with Listing Rule 7.1 to raise \$66,465,000 (before associated costs) (**Tranche 1 Issue**); and
- (b) Tranche 2 - conditional placement of up to 38,671,430 Shares to raise up to \$13,535,000.50 (before associated costs) (**Tranche 2 Issue**).

The Tranche 1 Issue was completed on 26 June 2017 and it is envisaged that, subject to Shareholder approval (refer to Resolution 2), the Tranche 2 Issue will complete on or around 2 August 2017.

In addition, the Company intends to undertake a share purchase plan offer pursuant to which Shareholders (as at 14 June 2017) will each be offered the opportunity to subscribe for up to \$15,000 worth of Shares, at the same price as the Placement, to raise up to \$15,000,000 (before associated costs) (**Share Purchase Plan**). The Company will issue a maximum of 42,857,143 Shares under the Share Purchase Plan, which is approximately 3.36% of the Company's total issued share capital. The Company reserves the right to accept oversubscriptions or reject and scale back applications under the Share Purchase Plan at its absolute discretion.

4. Resolution 1 – Ratification of the Tranche 1 Issue

4.1 General

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

Listing Rule 7.4 provides that where a company in general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) those securities will be deemed to have been made with Shareholder approval for the purpose of Listing Rule 7.1.

The effect of passing Resolution 1 will be to allow the Company to issue securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1, without obtaining prior Shareholder approval.

Resolution 1 is an ordinary resolution.

The Chairperson intends to exercise all available proxies in favour of Resolution 1.

4.2 Specific information required by Listing Rule 7.5

In accordance with Listing Rule 7.5, the following information is provided in relation to the Tranche 1 Issue:

- (a) 189,900,000 Shares were issued to institutional, professional and sophisticated investors on 26 June 2017 who are not related parties of the Company.
- (b) The Shares were issued for \$0.35 per Share for a total consideration of \$66,465,000.
- (c) The Shares issued pursuant to the Tranche 1 Issue were fully paid ordinary shares in the capital of the Company and rank equally in all respects with the existing Shares on issue and were issued on the same terms and conditions as existing Shares.
- (d) The funds raised from the Tranche 1 Issue are being used for the following:
 - (i) fund the development of the Pilgangoora Lithium-Tantalum Project;
 - (ii) corporate and exploration costs;
 - (iii) interest costs;
 - (iv) management and liquidity reserves; and
 - (v) general working capital.
- (e) A voting exclusion statement is included in the Notice for Resolution 1.

4.3 Director Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 1.

5. Resolution 2 – Approval of the Tranche 2 Issue

5.1 General

Resolution 2 seeks Shareholder approval pursuant to Listing Rule 7.1 for the Tranche 2 Issue.

5.2 Listing Rule 7.1

As the Tranche 1 Issue utilised all of the Company's existing Listing Rule 7.1 placement capacity and none of the exceptions in Listing Rule 7.2 apply, Shareholder approval is required for the Tranche 2 Issue.

Listing Rule 7.1 requires Shareholder approval for the proposed Tranche 2 Issue. A summary of Listing Rule 7.1 is detailed in Section 4.1 above.

Resolution 2 is an ordinary resolution.

The Chairperson intends to exercise all available proxies in favour of Resolution 2.

5.3 Specific Information Required by Listing Rule 7.3

In accordance with Listing Rule 7.3, the following information is provided in relation to the Tranche 2 Issue:

- (a) The maximum number of Shares to be issued by the Company pursuant to the Tranche 2 Issue is 38,671,430 Shares.
- (b) The Shares to be issued pursuant to the Tranche 2 Issue will be issued following the receipt of Shareholder approval for this Resolution and, in any event, no later than three months following the date of the Meeting.

- (c) The issue price for each Share to be issued pursuant to the Tranche 2 Issue is \$0.35.
- (d) The allottees in respect of Resolution 2 will be institutional, professional and sophisticated investors as determined by the Board in its absolute discretion. No subscriber, either individually or in association with any related entity, will be allotted Shares, which would, if added to existing holdings, result in the holder and their related entities holding in excess of 19.9% of the issued capital of the Company.
- (e) The Shares issued pursuant to the Tranche 2 Issue will be fully paid ordinary shares in the capital of the Company and rank equally in all respects with the existing Shares on issue and will be issued on the same terms and conditions as existing Shares.
- (f) The funds raised from the Tranche 2 Issue are being used for the following:
 - (i) fund the development of the Pilgangoora Lithium-Tantalum Project;
 - (ii) corporate and exploration costs;
 - (iii) interest costs;
 - (iv) management and liquidity reserves; and
 - (v) general working capital.
- (g) Subject to receiving Shareholder approval, it is expected that the Shares to be issued pursuant to Tranche 2 will be issued on or about 26 July 2017.
- (h) A voting exclusion statement is included in the Notice for Resolution 2.

5.4 Director Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 2.

6. Resolution 3 – Approval for Placement of Shortfall under the Share Purchase Plan

6.1 General

On 27 June 2017, the Company sent a letter to Shareholders setting out the terms of the Share Purchase Plan. Under the terms of the Share Purchase Plan:

- (a) the anticipated maximum number of Shares to be issued by the Company is 42,857,143 Shares at an issue price of \$0.35 each to raise up to \$15,000,000; and
- (b) eligible Shareholders (being those Shareholders who are registered holders of Shares as at 5.00pm WST on 14 June 2017 with a registered address in Australia or New Zealand, and not resident or located in any jurisdiction in or into which an offer of Shares would be unlawful, who meet certain other conditions as expressly prescribed in the terms and conditions of the Share Purchase Plan) will each be offered the opportunity to subscribe for a maximum of 42,857 Shares at \$0.35 per Share (\$15,000).

It is possible that applications from eligible Shareholders may amount to less than the maximum permitted. To provide certainty as to the funds raised under the Share Purchase Plan, the Company has entered into an underwriting agreement with Hartleys Limited (**Hartleys**) and UBS AG Australia Branch (**UBS**) to underwrite the Share Purchase Plan in the event of any shortfall. UBS and Hartleys must, or arrange for nominated sub-underwriters (who are institutional, professional and sophisticated investors) to, subject to approval being sought, subscribe for any balance of the Shares not subscribed for by eligible Shareholders under the Share Purchase Plan (the **Shortfall**).

The underwriting agreement contains a number of customary conditions, warranties and undertakings and is subject to market termination events that upon the occurrence of which, enable UBS and/or Hartleys to terminate the underwriting arrangements, including in the event that the sub-underwriting arrangements are terminated or the sub-underwriters fail to perform their obligations.

If the underwriting arrangements are terminated, the Company wishes to retain the ability to offer the Shortfall to institutional, professional and sophisticated investors (both in Australia and selected foreign jurisdictions) at the discretion of the Board.

The Company is seeking Shareholder approval for the issue of any potential Shortfall to investors as otherwise the issue of those Shares will reduce the existing Listing Rule 7.1 placement capacity.

A summary of Listing Rule 7.1 is detailed in Section 4.1 above.

The effect of Resolution 3 will be to allow the Directors to issue any Shares pursuant to any Shortfall during the three months after the Meeting (or longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

As the actual number of Shares which will be available to be issued to investors as a result of any Shortfall is not yet known, the Company is seeking approval for the maximum anticipated number of Shares which could be issued under any Shortfall (which assumes that no Shareholders subscribe for Shares pursuant to the Share Purchase Plan).

Resolution 3 is an ordinary resolution.

The Chairperson intends to exercise all available proxies in favour of Resolution 3.

6.2 Specific Information Required by Listing Rule 7.3

In accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 3:

- (a) The maximum number of Shares to be issued under Resolution 3 is 42,857,143 Shares.
- (b) Any Shortfall Shares will be issued no later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
- (c) The issue price of the Shares that will be issued pursuant to the placement of the Shortfall will be \$0.35 per Share.
- (d) Any allottees in respect of Resolution 3 will be institutional, professional and sophisticated investors as nominated by Hartleys and UBS or at the discretion of the Board - in the event that the underwriting arrangements are terminated. None of the allottees will be related parties of the Company. No subscriber, either individually or in association with any related entity, will be allotted Shares, which would, if added to existing holdings, result in the holder and their related entities holding in excess of 19.9% of the issued capital of the Company.
- (e) Any Shares issued pursuant to the placement of the Shortfall will be fully paid ordinary shares in the capital of the Company and rank equally in all respects with the existing Shares on issue and will be issued on the same terms and conditions as existing Shares.
- (f) The Company would use the funds raised for the following:
 - (i) fund the development of the Pilgangoora Lithium-Tantalum Project;

- (ii) corporate and exploration costs;
- (iii) interest costs;
- (iv) management and liquidity reserves; and
- (v) general working capital.

6.3 Director Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 3.

7. Resolutions 4 to 6 (inclusive) – Approval for Director Participation in the Tranche 2 Issue

7.1 General

Resolutions 4 to 6 (inclusive) seek the approval of Shareholders pursuant to Listing Rule 10.11 to enable Messrs Kiernan, Scudamore and Cernotta respectively (or their nominees) to participate in the Tranche 2 Issue on the same terms and conditions as offered to the other subscribers for the Tranche 2 Issue. Each of Messrs Kiernan, Scudamore and Cernotta are non-executive directors of the Company.

Tranche 2 Shares will be issued at \$0.35 to Messrs Kiernan, Scudamore and Cernotta (or their nominees) as follows:

- (a) 171,430 Tranche 2 Shares to be issued to Mr Kiernan (or his nominees), subject to Resolution 4 being passed;
- (b) 142,860 Tranche 2 Shares to be issued to Mr Scudamore (or his nominees), subject to Resolution 5 being passed; and
- (c) 228,570 Tranche 2 Shares to be issued to Mr Cernotta (or his nominees), subject to Resolution 6 being passed.

Each of Resolutions 4 to 6 (inclusive) are also subject to the Shareholder approval of Resolution 2.

If Shareholders do not approve Resolutions 4 to 6 (inclusive), the Company will not issue the Tranche 2 Shares to Messrs Kiernan, Scudamore and Cernotta respectively.

Resolutions 4 to 6 (inclusive) are ordinary resolutions.

The Chairperson intends to exercise all available proxies in favour of Resolutions 4 to 6 (inclusive).

7.2 Section 208 of Corporations Act

In accordance with section 208 of the Corporations Act, to give a financial benefit to a related party, the Company must obtain Shareholder approval unless the giving of the financial benefit falls within an exception in sections 210 to 216 of the Corporations Act.

Messrs Kiernan, Scudamore and Cernotta are related parties of the Company as they are Directors.

The Board, except Messrs Kiernan, Scudamore and Cernotta, have determined that Shareholder approval under section 208 of the Corporations Act is not required as the exception in section 210 of the Corporations Act applies. The Shares will be issued to the Directors on the same terms as non-related party participants in the Placement and as such the giving of the financial benefit to the Directors will be on arm's length terms.

7.3 Listing Rule 10.11

In accordance with Listing Rule 10.11, the Company must not issue securities to a related party of the Company unless it obtains Shareholder approval.

Pursuant to Listing Rule 7.2, exception 14, the effect of passing Resolutions 4 to 6 (inclusive) will be to allow the Company to issue up to 542,860 Shares to Messrs Kiernan, Scudamore and Cernotta (or their nominees) without using up the Company's 15% placement capacity under Listing Rule 7.1.

As approval of Shareholders is being sought pursuant to Listing Rule 10.11, Shareholder approval under Listing Rule 7.1 is not required, in accordance with Exception 14 of Listing Rule 7.2.

7.4 Specific information required by Listing Rule 10.13

In accordance with Listing Rule 10.13, the following information is provided in relation to the Director participation in the issue of the Tranche 2 Placement Shares:

- (a) The Shares will be issued to Messrs Kiernan, Scudamore and Cernotta (or their nominees).
- (b) The maximum number of Tranche 2 Shares to be issued to Directors (or their nominees) is as follows:

Director	No. of Tranche 2 Shares
Mr Anthony William Kiernan	171,430 Shares
Mr Stephen John Scudamore	142,860 Shares
Mr Nicholas Luigi Cernotta	228,570 Shares
Total	542,860 Shares

- (c) Subject to receiving Shareholder approval, the Company will issue the Shares no later than one month after the date of the Meeting (or such longer period of time as ASX may in its discretion allow).
- (d) The issue price for each Share to be issued to a Director is \$0.35.
- (e) The Shares issued pursuant to the Tranche 2 Issue will be fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue and will be issued on the same terms and conditions as existing Shares.
- (f) The funds raised from the issue of the Tranche 2 Issue will be used for the following:
 - (i) fund the development of the Pilgangoora Lithium-Tantalum Project;
 - (ii) corporate and exploration costs;
 - (iii) interest costs;
 - (iv) management and liquidity reserves; and
 - (v) general working capital.
- (g) A voting exclusion statement is included in the Notice for Resolutions 4 to 6 (inclusive).

Schedule 1 – Definitions

In the Notice and this Explanatory Memorandum:

\$ means Australian dollars.

ASX means ASX Limited (ABN 98 008 624 691) or the Australian Securities Exchange operated by ASX Limited (as the context requires).

Board means the board of Directors.

Chairperson means the person appointed to chair the Meeting or any part of the Meeting.

Company or **Pilbara** means Pilbara Minerals Limited ACN 112 425 788.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors mean the directors of the Company.

Explanatory Memorandum means this explanatory memorandum.

Listing Rules means the listing rules of ASX.

Meeting has the meaning given in the introductory paragraph of the Notice.

Notice means the notice of general meeting which this Explanatory Memorandum accompanies.

Placement has the meaning given in Section 3.

Proxy Form means the proxy form attached to the Notice.

Resolution means a resolution referred to in the Notice.

Schedule means a schedule to this Explanatory Memorandum.

Section means a section of this Explanatory Memorandum.

Share means a fully paid ordinary share in the capital of the Company.

Share Purchase Plan has the meaning given in Section 3.

Shareholder means a holder of a Share.

Shortfall has the meaning given to it in section 6.1.

Tranche 1 Placement Shares has the meaning given in Resolution 1.

Tranche 1 Issue has the meaning given in Section 3(a).

Tranche 2 Placement Shares has the meaning given in Resolution 2.

Tranche 2 Issue has the meaning given in Section 3(b).

WST means Western Standard Time, being the time in Perth, Western Australia.

In the Notice and this Explanatory Memorandum, words importing the singular include the plural.

Lodge your vote:

✉ **By Mail:**
Advanced Share Registry Limited
PO Box 1156, Nedlands 6909
Western Australia

By Facsimile:
+61 8 9262 3723

By Email:
admin@advancedshare.com.au

For all enquiries call:
Telephone: +61 8 9389 8033
Email: admin@advancedshare.com.au

Proxy Form

🔔 Instructions

A Shareholder entitled to attend and vote at the Meeting may appoint a natural person as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting. If the Shareholder is entitled to cast 2 or more votes at the Meeting the Shareholder may appoint not more than 2 proxies. Where the Shareholder appoints more than one proxy the Shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the Shareholder's votes. A proxy may, but need not be, a Shareholder of the Company.

If a Shareholder appoints a body corporate as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting, the representative of the body corporate to attend the Meeting must produce the Certificate of Appointment of Representative prior to admission. A form of the certificate may be obtained from the Company's share registry.

You must sign this form as follows in the spaces provided:

Joint Holding: where the holding is in more than one name all of the holders must sign.

Power of Attorney: if signed under a Power of Attorney, you must have already lodged it with the registry, or alternatively, attach a certified photocopy of the Power of Attorney to this Proxy Form when you return it.

Companies: a Director can sign jointly with another Director or a Company Secretary. A sole Director who is also a sole Company Secretary can also sign. Please indicate the office held by signing in the appropriate space.

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's Share Registry.

Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be deposited at or received by the Company (C/- Advanced Share Registry Limited PO Box 1156 Nedlands WA 6909, by facsimile (+61 8 9262 3723) or by email (admin@advancedshare.com.au) not less than 48 hours prior to the time of commencement of the Meeting.

Turn over to complete the form →



CHECK OUT OUR WEBSITE at
www.advancedshare.com.au

- Check all holdings by using HIN/SRN
- Update your holding details
- Reprint various documents online



PILBARA MINERALS LIMITED

Full Name(s) of Registered Holding & Address

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Please mark to indicate your directions

Proxy appointments will only be valid and accepted by the Company if they are made and received no later than 48 hours before the meeting.

Proxy Form

STEP 1 Appoint a Proxy to Vote on Your Behalf

PLEASE NOTE: This proxy is solicited on behalf of the management of Pilbara Minerals Limited ACN 112 425 788 (the "Company") for use at the meeting of the shareholders of the Company to be held at Seminar Room 2, University Club of Western Australia, Hackett Drive, Crawley, WA, 6009 on 26 July 2017 at 10:00am (WST) or any adjournment thereof (the "Meeting").

I/We being a member/s of Pilbara Minerals Limited hereby appoint

the Chairman of the meeting **OR**

PLEASE NOTE: If you leave the section blank, the Chairman of the Meeting will be your proxy.

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions at the Meeting and at any adjournment of that meeting.

If you have not appointed the Chairman of the Meeting as your proxy and you are appointing a second proxy please complete the following: Proxy 1 is appointed to represent _____ % of my voting right and Proxy 2 is appointed to represent _____ % of my total votes. My total voting right is _____ shares.
PLEASE NOTE: If the appointment does not specify the proportion or number of votes that the proxy may exercise, each proxy may exercise half the votes.

Important – If the Chairperson is your proxy or is appointed your proxy by default

The Chairperson intends to vote all available and undirected proxies in favour of all Resolutions. If the Chairperson is your proxy or is appointed your proxy by default, unless you indicate otherwise by ticking either the 'for', 'against' or 'abstain' box in relation to a Resolution, you will be expressly authorising the Chairperson to vote in accordance with the Chairperson's voting intentions on all Resolutions.

STEP 2 Items of Business

PLEASE NOTE: If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and your votes will not be counted in computing the required majority on that item.

If you wish to indicate how your proxy is to vote, please tick the appropriate places below.

		FOR	AGAINST	ABSTAIN
Resolution 1	Ratification of the Tranche 1 Issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval of the Tranche 2 Issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval for Placement of Shortfall under the Share Purchase Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval for Anthony Kiernan Participation in the Tranche 2 Issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval for Stephen Scudamore Participation in the Tranche 2 Issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval for Nicholas Cernotta Participation in the Tranche 2 Issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* If you mark the Abstain box, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

The Chairperson intends to vote all available and undirected proxies in favour of each Resolution.

SIGN Signing by member

This section must be signed in accordance with the instructions below to enable your voting instructions to be implemented.

<input type="text"/>	<input type="text"/>	<input type="text"/>	/	/
Sole Director and Sole Secretary	Director/ Company Secretary	Director		Date