



11 January 2018

Ms Madeleine Green
Adviser, Listings (Perth)
ASX Compliance Pty Limited
168 St Georges Terrace
PERTH WA 6000

Dear Ms Green

APPENDIX 3Y – CHANGE OF DIRECTOR’S INTEREST NOTICE

We refer to your letter dated 9 January 2017 concerning the Appendix 3Y – Director’s Interest Notice for Mr Nicholas Cernotta that was lodged by Pilbara Minerals Limited (ASX:PLS) (“Company”) with the Australian Securities Exchange (“ASX”) on 22 December 2017.

1. Please explain why the Appendix 3Y was lodged late.

The Appendix 3Y was lodged late in respect of the issue of unlisted options (as approved by shareholders at the Company’s Annual General Meeting on 23 November 2017) due to an administrative oversight by the Company.

We note that the market was fully informed at all relevant times with respect to Mr Cernotta’s interest in the Company’s securities pursuant to the Notice of Annual General Meeting, Results of Annual General Meeting and Appendix 3B lodged with ASX on 19 October, 23 November and 22 December 2017 respectively. Notwithstanding, the Company is aware of its obligations and committed to compliance with the ASX Listing Rules, including Listing Rules 3.19A and 3.19B.

2. What arrangements does the Entity have in place under listing rule 3.19B with its directors to ensure that it is able to meet its disclosure obligations under listing rule 3.19A?

The Company and its Directors are aware of their responsibilities under listing rules 3.19A and 3.19B. These responsibilities are also set out in the appointment letters for each Director and in the Company’s securities trading policy, which requires that all trades are reported to the Company Secretary as soon as possible. Further, all Directors’ interests are recorded in a register of interests that is a standing agenda item and included as part of the papers for every Board meeting.

3. If the current arrangements are inadequate or not being enforced, what additional steps does the Entity intend to take to ensure compliance with listing rule 3.19B?

The Company confirms that its current practices are adequate and ordinarily effective to ensure compliance with Listing Rules 3.19A and 3.19B. The late lodgement of the Appendix 3Y in question was an unfortunate oversight on the part of the Company and does not reflect a deficiency in the internal procedures between the Company and its Directors.

We trust the responses given address your queries.

Yours sincerely



Alex Eastwood
Company Secretary
Pilbara Minerals Limited



9 January 2018

Mr Alex Eastwood
Pilbara Minerals Limited
Level 2, 88 Colin Street
WEST PERTH WA 6005

By email:

Dear Alex Eastwood

Pilbara Minerals Limited Appendix 3Y – Change of Director’s Interest Notice

We refer to the following;

1. The Appendix 3Y lodged by the Entity with ASX on 22 December 2017 for Nicholas Luigi Cernotta (the “Director Notice”);
2. Listing rule 3.19A which requires an entity to tell ASX the following:
 - 3.19A.1 The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the following times.
 - On the date that the entity is admitted to the official list.
 - On the date that a director is appointed.The entity must complete Appendix 3X and give it to ASX no more than 5 business days after the entity’s admission or a director’s appointment.
 - 3.19A.2 A change to a notifiable interest of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) including whether the change occurred during a closed period where prior written clearance was required and, if so, whether prior written clearance was provided. The entity must complete Appendix 3Y and give it to ASX no more than 5 business days after the change occurs
 - 3.19A.3 The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the date that the director ceases to be a director. The entity must complete Appendix 3Z and give it to ASX no more than 5 business days after the director ceases to be a director.
3. Listing rule 3.19B which states as follows.



An entity must make such arrangements as are necessary with a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) to ensure that the director discloses to the entity all the information required by the entity to give ASX completed Appendices 3X, 3Y and 3Z within the time period allowed by listing rule 3.19.A. The entity must enforce the arrangements with the director.

The Appendix 3Y indicates that a change in Director's notifiable interest occurred on 8 December 2017. It appears that the Director's Notice should have been lodged with ASX by 15 December 2017. Consequently, the Entity may be in breach of listing rules 3.19A and/or 3.19B.

Please note that ASX is required to record details of breaches of the listing rules by listed entities for its reporting requirements.

ASX reminds the Entity of its contract with ASX to comply with the listing rules. In the circumstances ASX considers that it is appropriate that the Entity make necessary arrangements to ensure there is not a reoccurrence of a breach of the listing rules.

Having regard to listing rules 3.19A and 3.19B and Guidance Note 22: *Director Disclosure of Interests and Transactions in Securities - Obligations of Listed Entities*, under listing rule 18.7 we ask that you answer each of the following questions.

1. Please explain why the Appendix 3Y was lodged late.
2. What arrangements does the Entity have in place under listing rule 3.19B with its directors to ensure that it is able to meet its disclosure obligations under listing rule 3.19A?
3. If the current arrangements are inadequate or not being enforced, what additional steps does the Entity intend to take to ensure compliance with listing rule 3.19B?

Your response should be sent to me by e-mail at Madeleine.Green@asx.com.au or TradingHaltsPerth@asx.com.au. It should not be sent to the ASX Market Announcements Office.

A response is requested as soon as possible and, in any event, not later than half an hour before the start of trading (ie before 9.30 a.m. A.E.S.T.) on Monday, 15 January 2018.

Under listing rule 18.7A, a copy of this letter and your response will be released to the market, so your response should be in a form suitable for release and must separately address each of the questions asked.

If you have any queries or concerns about any of the above, please contact me immediately.

Yours sincerely

[Sent electronically without signature]

Madeleine Green
Adviser, Listings (Perth)