

Form 603Corporations Act 2001
Section 671B**Notice of initial substantial holder**To Company Name/Scheme PILBARA MINERALS LIMITED (PLS)ACN/ARSN 112 425 788**1. Details of substantial holder (1)**Name REGAL FUNDS MANAGEMENT PTY LIMITED ('RFM')ACN/ARSN (if applicable) 107 576 821The holder became a substantial holder on 30/08/2016**2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

| Class of securities (4) | Number of securities | Person's votes (5) | Voting power (6) |
|-------------------------|----------------------|--------------------|------------------|
| ORDINARY | 57,820,952 | 57,820,952 | 5.03% |
| | | | |

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

| Holder of relevant interest | Nature of relevant interest (7) | Class and number of securities |
|------------------------------------|--|--------------------------------|
| REGAL FUNDS MANAGEMENT PTY LIMITED | REGAL FUNDS MANAGEMENT PTY LIMITED HAS A RELEVANT INTEREST IN ITS CAPACITY AS INVESTMENT MANAGER AND/OR RESPONSIBLE ENTITY | 57,820,952 ORDINARY |

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

| Holder of relevant interest | Registered holder of securities | Person entitled to be registered as holder (8) | Class and number of securities |
|-------------------------------------|---|--|--------------------------------|
| UBS AG, AUSTRALIA BRANCH | UBS NOMINEES PTY LTD | UBS AG, AUSTRALIA BRANCH | 37,681,636 ORDINARY |
| CREDIT SUISSE SECURITIES EUROPE LTD | CREDIT SUISSE SECURITIES EUROPE LTD | CREDIT SUISSE SECURITIES EUROPE LTD | 10,450,920 ORDINARY |
| MERRILL LYNCH INTERNATIONAL LIMITED | MERRILL LYNCH (AUSTRALIA) NOMINEES PTY LIMITED | MERRILL LYNCH INTERNATIONAL LIMITED | 6,929,234 ORDINARY |
| MORGAN STANLEY & CO INTL PLC | HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED A/C 2 | MORGAN STANLEY & CO INTL PLC | 2,759,162 ORDINARY |

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

| Holder of relevant interest | Date of acquisition | Consideration (9) | | Class and number of securities |
|------------------------------------|-------------------------|-------------------------|----------|--------------------------------|
| | | Cash | Non-cash | |
| REGAL FUNDS MANAGEMENT PTY LIMITED | 02/05/2016 – 30/08/2016 | BETWEEN \$0.38 - \$0.73 | | 40,852,546 ORDINARY |

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

| Name and ACN/ARSN (if applicable) | Nature of association |
|-----------------------------------|-----------------------|
| NOT APPLICABLE | |
| | |

7. Addresses

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

| Name | Address |
|-------------|--|
| PHILIP KING | LEVEL 47 GATEWAY 1 MACQUARIE PLACE SYDNEY NSW 2000 |
| | |

Signature

| | | | |
|------------|--------------|----------|-------------------|
| print name | KENNY HO | capacity | Company Secretary |
| sign here | <i>Kenny</i> | date | 11/9/2016 |