



18 May 2018

Market Announcements Office
ASX Limited
20 Bridge Street
Sydney NSW 2000

CLEANSING NOTICE

On 18 May 2018, Pilbara Minerals Limited (ASX: PLS) (**Company**) undertook the issue of 10,483,304 fully paid ordinary shares (**Securities**).

In accordance with s708A(5)(e) of the *Corporations Act 2001 (Act)*, the Company provides notice to ASX that:

- (a) the Company issued the Securities without disclosures to investors under Part 6D.2 of the Act;
- (b) as at the date of this notice, the Company has complied with the provisions of Chapter 2M of the Act, as they apply to the Company and section 674 of the Act; and
- (c) as at the date of this notice, there is no information:
 - (i) that has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules; and
 - (ii) that investors and their professional advisors would reasonably require for the purpose of making an informed assessment of:
 - (A) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; or
 - (B) the rights and liabilities attaching to the Securities.

For an on behalf of Pilbara Minerals Limited



Alex Eastwood
Company Secretary

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Pilbara Minerals Limited

ABN

95 112 425 788

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|---|--|
| 1 | +Class of +securities issued or to be issued | (a) – (f) Ordinary fully paid shares (g) Performance rights issued pursuant to the Company's Employee Award Plan |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | (a) 2,750,000 (b) 3,000,000 (c) 564,080 (d) 169,224 (e) 2,000,000 (f) 2,000,000 (g) 451,826 |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | (a) – (f) Ordinary fully paid shares (g) Performance Rights are issued pursuant to the terms of the Company's Employee Award Plan and Remuneration Framework FY2017-18. |

Performance Rights will vest subject to vesting conditions being satisfied during a 2-year vesting period ending on 30 June 2019.

Each vested Performance Right entitles the holder to one (1) fully paid ordinary share and will be automatically exercised on vesting.

No amount is payable upon the issue, vesting, or exercise of Performance Rights.

If the relevant vesting conditions are not satisfied, the unvested Performance Rights will expire and automatically lapse.

- 4 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?

If the additional +securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

(a) – (f) Yes.

(g) No – Performance Rights do not confer the right to vote or participate in dividends or contributions.

However, on the automatic exercise of vested Performance Rights, the shares allotted and issued will rank equally with the Company's existing fully paid ordinary shares.

- 5 Issue price or consideration

Exercise of the following unlisted options (with an exercise price of \$0.40 and expiry date of 16 May 2018):

(a) 2,750,000 options for \$1,100,000;

(b) 3,000,000 options for \$1,200,000;

(c) 1,000,000 options for \$nil pursuant to a cashless exercise facility under the Company's Employee Award Plan resulting in the issue of 564,080 shares; and

(d) 300,000 options for \$nil pursuant to a cashless exercise facility under the Company's Employee Award Plan resulting in the issue of 169,224 shares.

(e) Exercise of 2,000,000 unlisted options (with an exercise price of \$0.40 and

+ See chapter 19 for defined terms.

| | |
|----|---|
| | <p>expiry date of 16 May 2019) for \$800,000.</p> <p>(f) Exercise of 2,000,000 unlisted options (with an exercise price of \$0.65 and expiry date of 16 May 2018) for \$1,300,000.</p> <p>(g) Nil.</p> |
| 6 | <p>Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p> <p>(a) Exercise of unlisted options which were approved by shareholders in the Company's general meeting on 18 April 2016.</p> <p>(b) – (e) Exercise of unlisted options issued pursuant to the Company's Employee Award Plan, which was approved by shareholders in the Company's general meeting originally on 18 April 2016 and then was re-approved on 25 January 2017.</p> <p>(f) Exercise of unlisted options which were approved by shareholders in the Company's annual general meeting on 24 November 2016.</p> <p>(g) Issue of Performance Rights to senior management pursuant to the Company's Employee Award Plan and the Remuneration Plan FY2017-18.</p> |
| 6a | <p>Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>No</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p> |
| 6b | <p>The date the security holder resolution under rule 7.1A was passed</p> <p>N/A</p> |
| 6c | <p>Number of +securities issued without security holder approval under rule 7.1</p> <p>N/A</p> |
| 6d | <p>Number of +securities issued with security holder approval under rule 7.1A</p> <p>N/A</p> |
| 6e | <p>Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)</p> <p>N/A</p> |

| 6f | Number of +securities issued under an exception in rule 7.2 | <ul style="list-style-type: none"> (a) 2,750,000 ordinary shares (b) 3,000,000 ordinary shares (c) 564,080 ordinary shares (d) 169,224 ordinary shares (e) 2,000,000 ordinary shares (f) 2,000,000 ordinary shares (g) 451,826 performance rights | | | | |
|---------------|--|--|--------|--------|---------------|----------------------------|
| 6g | If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation. | N/A | | | | |
| 6h | If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements | N/A | | | | |
| 6i | Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements | 93,606,869 | | | | |
| 7 | <p>+Issue dates</p> <p>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.</p> <p>Cross reference: item 33 of Appendix 3B.</p> | 18 May 2018 | | | | |
| 8 | Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable) | <table border="1"> <thead> <tr> <th data-bbox="782 1400 1005 1444">Number</th> <th data-bbox="1005 1400 1299 1444">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="782 1444 1005 1639">1,744,513,405</td> <td data-bbox="1005 1444 1299 1639">Ordinary Fully Paid Shares</td> </tr> </tbody> </table> | Number | +Class | 1,744,513,405 | Ordinary Fully Paid Shares |
| Number | +Class | | | | | |
| 1,744,513,405 | Ordinary Fully Paid Shares | | | | | |

+ See chapter 19 for defined terms.

| | Number | +Class |
|----|--|---|
| 9 | | Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable) |
| | 27,000,000 | Options with an exercise price of \$0.40 and expiry date of 16 May 2019 |
| | 13,000,000 | Options with an exercise price of \$0.626 and expiry date of 8 September 2019 |
| | 500,000 | Options with an exercise price of \$0.547 and expiry date of 7 November 2019 |
| | 500,000 | Options with an exercise price of \$0.547 and expiry date of 17 November 2019 |
| | 9,333,334 | Options with an exercise price of \$0.626 and expiry date of 12 December 2019 |
| | 2,750,000 | Options with an exercise price of \$0.45 and expiry date of 31 August 2020 |
| | 2,000,000 | Options with an exercise price of \$0.90 and expiry date of 8 December 2020 |
| | 768,748 | FY2017-18 Performance Rights (unvested) |
| 10 | Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests) | N/A |

Part 2 - Pro rata issue

| | | |
|----|--|-----|
| 11 | Is security holder approval required? | N/A |
| 12 | Is the issue renounceable or non-renounceable? | N/A |
| 13 | Ratio in which the +securities will be offered | N/A |
| 14 | +Class of +securities to which the offer relates | N/A |
| 15 | +Record date to determine entitlements | N/A |
| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements? | N/A |
| 17 | Policy for deciding entitlements in relation to fractions | N/A |
| 18 | Names of countries in which the entity has security holders who will not be sent new offer documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small> | N/A |
| 19 | Closing date for receipt of acceptances or renunciations | N/A |
| 20 | Names of any underwriters | N/A |
| 21 | Amount of any underwriting fee or commission | N/A |
| 22 | Names of any brokers to the issue | N/A |
| 23 | Fee or commission payable to the broker to the issue | N/A |

+ See chapter 19 for defined terms.

| | | |
|----|---|-----|
| 24 | Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders | N/A |
| 25 | If the issue is contingent on security holders' approval, the date of the meeting | N/A |
| 26 | Date entitlement and acceptance form and offer documents will be sent to persons entitled | N/A |
| 27 | If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders | N/A |
| 28 | Date rights trading will begin (if applicable) | N/A |
| 29 | Date rights trading will end (if applicable) | N/A |
| 30 | How do security holders sell their entitlements <i>in full</i> through a broker? | N/A |
| 31 | How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance? | N/A |
| 32 | How do security holders dispose of their entitlements (except by sale through a broker)? | N/A |
| 33 | +Issue date | N/A |

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of +securities
(tick one)

(a) +Securities described in Part 1 (Ordinary Securities Only)

(b) All other +securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36 If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

37 A copy of any trust deed for the additional +securities

+ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

38 Number of +securities for which +quotation is sought

| |
|-----|
| N/A |
|-----|

39 +Class of +securities for which quotation is sought

| |
|-----|
| N/A |
|-----|

40 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?

If the additional +securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

| |
|-----|
| N/A |
|-----|

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another +security, clearly identify that other +security)

| |
|-----|
| N/A |
|-----|

42 Number and +class of all +securities quoted on ASX (including the +securities in clause 38)

| Number | +Class |
|--------|--------|
| N/A | N/A |

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here: Date: 18 May 2018
(Company Secretary)

Print name: Alex Eastwood

+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

| Rule 7.1 – Issues exceeding 15% of capital | |
|---|---------------|
| <i>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</i> | |
| <i>Insert</i> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue | 1,276,638,342 |
| <i>Add</i> the following: <ul style="list-style-type: none"> • Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 • Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval • Number of partly paid +ordinary securities that became fully paid in that 12 month period <i>Note:</i> <ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> | 321,727,114 |
| <i>Subtract</i> the number of fully paid +ordinary securities cancelled during that 12 month period | Nil |
| “A” | 1,598,365,456 |

+ See chapter 19 for defined terms.

| | |
|---|--|
| Step 2: Calculate 15% of “A” | |
| “B” <i>Multiply “A” by 0.15</i> | 239,754,818 |
| Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used | |
| <i>Insert</i> number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued: <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <i>Note:</i> <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> | 15 August 2017 – 7,577,671 fully paid ordinary shares 30 October 2017 – 56,000,000 fully paid ordinary shares 29 March 2018 – 82,065,000 fully paid ordinary shares 4 April 2018 – 505,278 fully paid ordinary shares |
| “C” | 146,147,949 |
| Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1 | |
| “A” x 0.15 <i>Note: number must be same as shown in Step 2</i> | 239,754,818 |
| Subtract “C” <i>Note: number must be same as shown in Step 3</i> | 146,147,949 |
| Total [“A” x 0.15] – “C” | 93,606,869 |

+ See chapter 19 for defined terms.

Part 2

| Rule 7.1A – Additional placement capacity for eligible entities | |
|--|--|
| Step 1: Calculate “A”, the base figure from which the placement capacity is calculated | |
| “A” <i>Note: number must be same as shown in Step 1 of Part 1</i> | N/A |
| Step 2: Calculate 10% of “A” | |
| “D” | N/A <i>Note: this value cannot be changed</i> |
| Multiply “A” by 0.10 | N/A |
| Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used | |
| Insert number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A Notes: <ul style="list-style-type: none"> • <i>This applies to equity securities – not just ordinary securities</i> • <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> | N/A |
| “E” | N/A |

+ See chapter 19 for defined terms.

| | |
|--|--|
| Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A | |
| “A” x 0.10 <i>Note: number must be same as shown in Step 2</i> | N/A |
| Subtract “E” <i>Note: number must be same as shown in Step 3</i> | N/A |
| Total [“A” x 0.10] – “E” | N/A <i>Note: this is the remaining placement capacity under rule 7.1A</i> |

+ See chapter 19 for defined terms.