

Appendix 3Y

Change of Director's Interest Notice

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 30/09/01 Amended 01/01/11

Name of entity PILBARA MINERALS LIMITED
ABN 95 112 425 788

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Anthony William Kiernan
Date of last notice	8 March 2021

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	(a) Indirect (b) Direct
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	(a) Central Manhattan Pty Ltd <AW Kiernan Super Fund A/C> (b) Mr Anthony Kiernan
Date of change	1 June 2021
No. of securities held prior to change	(a) 482,465 ordinary shares (b) 88,468 share rights vesting and automatically exercising in quarterly tranches on the following dates – Tranche 2 – Vesting date 30 May 2021 Tranche 3 – Vesting date 31 August 2021 Tranche 4 – Vesting date 30 November 2021 in each case subject to a service-based vesting condition, and issued pursuant to the Company's shareholder approved Award Plan and 2020 Non-Executive Director Fee Sacrifice Scheme. (b) 29,489 ordinary shares
Class	Ordinary shares and share rights
Number acquired	(b) 29,489 ordinary shares

+ See chapter 19 for defined terms.

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Number disposed	(b) 29,489 share rights
<p>Value/Consideration</p> <p>Note: If consideration is non-cash, provide details and estimated valuation</p>	<p>As detailed in the Company's Appendix 3G lodged on 17 December 2020, Mr Kiernan was issued share rights in lieu of 40% of his pre-tax Director's fees for the 12 month period from 1 December 2020 to 30 November 2021. Tranche 2, being the conversion of 29,489 share rights into 29,489 ordinary shares, represented fee sacrifice contributions for the three month period from 1 March 2021 to 31 May 2021.</p>
No. of securities held after change	<p>(a) 482,465 ordinary shares</p> <p>(b) 58,979 share rights vesting and automatically exercising in two remaining quarterly tranches on the following dates –</p> <p>Tranche 3 – Vesting date 31 August 2021</p> <p>Tranche 4 – Vesting date 30 November 2021</p> <p>in each case subject to a service-based vesting condition, and issued pursuant to the Company's shareholder approved Award Plan and 2020 Non-Executive Director Fee Sacrifice Scheme.</p> <p>(b) 58,978 ordinary shares</p>
<p>Nature of change</p> <p>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p>Share rights were granted to Non-Executive Directors on 16 December 2020 pursuant to the Company's Award Plan and the 2020 Non-Executive Director Fee Sacrifice Scheme (Scheme), as approved by Shareholders at the Company's Annual General Meeting on 17 November 2020.</p> <p>Details of the Scheme and issue of share rights to Non-Executive Directors were disclosed in Appendix 3G dated 17 December 2020.</p> <p>The Tranche 2 issue of ordinary shares under the Scheme to Mr Kiernan represents the second quarterly vesting of 29,489 share rights on 30 May 2021. These share rights automatically converted into an equal number of ordinary shares which were issued on 1 June 2021.</p> <p>As disclosed in section 4.3 of the Appendix 3G dated 17 December 2021, shares issued under the Scheme are subject to a disposal Restriction Period equal to the earlier of 18 months from the date of issue and the date Mr Kiernan ceases to be a director of the Company. Accordingly, the shares issued in Tranche 2 have been placed in escrow until 1 December 2022 (or such earlier date as required).</p>

+ See chapter 19 for defined terms.

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	N/A
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	
Interest acquired	
Interest disposed	
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	
Interest after change	

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺ closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

⁺ See chapter 19 for defined terms.