

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	Sally-Anne Layman
Date of last notice	25 January 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	Indirect
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	(a) BNP Paribas Securities Services <Envision Capital Management Pty Ltd as trustee for ET Trust> (b) Envision Capital Management Pty Ltd as trustee for ET Trust
Date of change	3 March 2021
No. of securities held prior to change	(a) 100,257 ordinary shares (b) 2,000,000 unlisted options at \$0.8785 expiring 21 December 2021 (b) 71,395 share rights vesting and automatically exercising in quarterly tranches on the following dates – Tranche 1 – Vesting date 28 February 2021 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.
Class	Ordinary shares and share rights
Number acquired	(b) 17,849 ordinary shares
Number disposed	(b) 17,849 share rights

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

<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, Ms Layman was issued share rights in lieu of 40% of her pre-tax Director's fees for the 12 month period from 1 December 2020 to 30 November 2021. Tranche 1, being the conversion of 17,849 share rights into 17,849 ordinary shares, represented fee sacrifice contributions for the three month period from 1 December 2020 to 28 February 2021.</p>
<p>No. of securities held after change</p>	<p>(a) 100,257 ordinary shares</p> <p>(b) 2,000,000 unlisted options at \$0.8785 expiring 21 December 2021</p> <p>(b) 53,546 share rights vesting and automatically exercising in three remaining quarterly tranches on the following dates –</p> <p>Tranche 2 – Vesting date 30 May 2021</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) 17,849 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 1 issue of ordinary shares under the Scheme to Ms Layman represents the first quarterly vesting of 17,849 share rights on 28 February 2021. These share rights automatically converted into an equal number of ordinary shares which were issued on 3 March 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 Ms Layman ceases to be a director of the Company. Accordingly, the shares issued in Tranche 1 have been placed in escrow until 3 September 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.