

RESOURCE
CAPITAL FUNDS_®

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To : Company Announcements
Fax No : 1300 135 638
Company : ASX Announcements
Subject : **FORM 603**

From : Michele Connolly
Pages : 5
Date : Tuesday, December 15, 2020
Copy : Group General Counsel
Alex Eastwood Pilbara Minerals
AEastwood@pilbaraminerals.com.au

NOTICE OF INITIAL SUBSTANTIAL HOLDER

Resource Capital Fund VII L.P. lodges the attached Form 603 in relation to Pilbara Minerals Limited

Yours faithfully

Michele Connolly

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Form 603Corporations Act 2001
Section 671B**Notice of initial substantial holder**

To Company Name/Scheme **Pilbara Minerals Limited**

ACN/ARSN **112425788**

1. Details of substantial holder (1)

Name **Resource Capital Fund VII L.P.**

ACN/ARSN (if applicable)

The holder became a substantial holder on **14/12/2020**

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)
Fully Paid Ordinary Shares (ORD)	183,954,633	183,954,633	7.19%

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
Resource Capital Fund VII L.P.	Registered holder of ordinary fully paid shares	168,557,930 ORD
RCF Opportunities Fund L.P. (see Annexure "A")	Registered holder of ordinary fully paid shares	15,396,703 ORD

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
Resource Capital Fund VII L.P.	HSBC Bank Australia Limited as subcustodian on behalf of custodian RBC Investor & Treasury Services	Resource Capital Fund VII L.P.	168,557,930 ORD
RCF Opportunities Fund L.P. (see Annexure "A")	HSBC Bank Australia Limited as subcustodian on behalf of custodian RBC Investor & Treasury Services	RCF Opportunities Fund L.P.	15,396,703 ORD

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	
Resource Capital Fund VII L.P.	14/12/2020	\$0.36 per share under a placement		168,557,930 ORD
RCF Opportunities Fund L.P.	14/12/2020	\$0.36 per share under a placement		1,987,994 ORD

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
RCF Opportunities Fund L.P.	Association by nature of fund structure pursuant to Section 12 of the Corporations Act 2001

7. Addresses

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

Name	Address
Resource Capital Fund VII L.P. (see also Annexure "A")	Suite 200, 1400 Sixteenth Street Denver, Colorado, 80202, USA
RCF Opportunities Fund L.P. (see also Annexure "A")	Suite 200, 1400 Sixteenth Street Denver, Colorado, 80202, USA

Signature

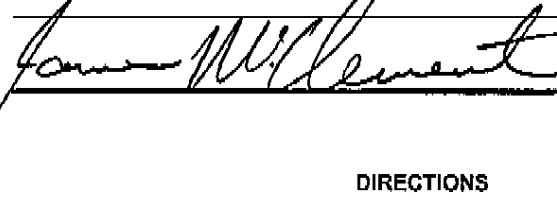
print name

JAMES MCCLEMENT

capacity

MANAGING PARTNER

sign here



date

15 / 12 / 2020

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification

applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

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ANNEXURE "A"**1. SECTIONS 2 – 5: PRE-EXISTING INTEREST IN PLS AS AT THE DATE OF ACQUISITION**

Holder of relevant interest	Date of acquisition	Class and number of securities
RCF Opportunities Fund L.P.	16/07/2020	7,500,000
RCF Opportunities Fund L.P.	17/07/2020	2,193,709
RCF Opportunities Fund L.P.	20/07/2020	3,500,000
RCF Opportunities Fund L.P.	21/07/2020	215,000
TOTAL		13,408,709

2. SECTION 7: ADDRESSES

Name	Address
HSBC Bank Australia Limited as sub-custodian on behalf of custodian RBC Investor & Treasury Services	GPO Box 5302, Sydney NSW 2001, Australia