

16 December 2009

No. of Pages Lodged: 9

Company Announcements Office
ASX Limited
4th Floor
20 Bridge Street
SYDNEY NSW 2000

Dear Sir / Madam

ISSUE OF UNLISTED OPTIONS - APPENDIX 3B

The Company advises that the following unlisted options have recently been issued:

1. Director and Employee Options

Following shareholder approval obtained at the Annual General Meeting held on 19 November 2009 and the subsequent offer and acceptance of the options by the relevant Directors, the Company has issued the following options to three Directors and/or their nominees:

Tranche	Number of Options	Exercise Price	Vesting Date	Expiry Date
A	2,166,666	\$0.085	30 November 2010	30 November 2013
B	2,166,666	\$0.10	30 November 2011	30 November 2013
C	2,166,668	\$0.12	30 November 2012	30 November 2013
Total	6,500,000			

2. Employee Options

The Company also wishes to advise that the Board has resolved to issue the following unlisted options in accordance with the Pioneer Resources Limited Directors, Officers, Employees and Other Permitted Persons Option Plan ("the Plan"), to four eligible persons.

Tranche	Number of Options	Exercise Price	Vesting Date	Expiry Date
A	1,199,999	\$0.085	30 November 2010	30 November 2013
B	1,174,999	\$0.10	30 November 2011	30 November 2013
C	1,175,002	\$0.12	30 November 2012	30 November 2013
Total	3,550,000			

The Board acknowledges the contributions and dedication demonstrated by its employees across its exploration activities and the role each can continue to play in furthering enhancing and expanding its existing operations.

None of the above options issued to employees under the Plan were issued to any Directors of the Company.

3. Options issued to Heron Resources Limited

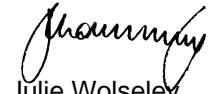
Further to the Company's Announcement dated 10 December 2009, the Company has settled the consideration with respect to the Company increasing its tenement holding at its Lignum Dam Gold Project by acquiring over 250km² of highly prospective tenements at Golden Cities North from Heron Resources Limited.

The consideration comprised \$100,000 cash and the issue of 2,000,000 unlisted options exercisable at 10 cents each expiring on 31 December 2011 and 2,000,000 unlisted options exercisable at 12 cents each expiring on 31 December 2011.

Accordingly please find attached a copy of ASX Appendix 3B.

Yours faithfully

PIONEER RESOURCES LIMITED



Julie Wolseley

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 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003.

Name of entity

PIONEER RESOURCES LIMITED

ABN

44 103 423 981

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 | Unlisted options |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | <ul style="list-style-type: none"> (i) 6,500,000 unlisted options issued to Directors/nominees; (ii) 3,550,000 unlisted options issued to employees; and (iii) 4,000,000 unlisted options issued to Heron Resources Limited |
| 3 | Principal terms of the +securities (eg, 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) | <ul style="list-style-type: none"> (i) 3,366,665 unlisted options exercisable at 8.5 cents each expiring on 30 Nov 2013 (not vested until 30 Nov 2010); (ii) 3,341,665 unlisted options exercisable at 10 cents each expiring on 30 Nov 2013 (not vested until 30 Nov 2011); (iii) 3,341,670 unlisted options exercisable at 12 cents each expiring on 30 Nov 2013 (not vested until 30 Nov 2012); (iv) 2,000,000 unlisted options exercisable at 10 cents each expiring on 31 Dec 2011; and (v) 2,000,000 unlisted options exercisable at 12 cents each expiring on 31 Dec 2011 |

+ See chapter 19 for defined terms.

<p>4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • 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 	<p>Not applicable</p>				
<p>5 Issue price or consideration</p>	<p>No consideration</p>				
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>(i) 6,500,000 unlisted options approved by shareholders at Annual General Meeting held on 19 Nov 2009;</p> <p>(ii) 3,550,000 unlisted options issued under Pioneer Resources Limited Directors, Officers, Employees and Other Permitted Persons Options Plan;</p> <p>(iii) 4,000,000 unlisted options issued as part consideration for acquiring Golden Cities North tenements from Heron Resources Limited.</p>				
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>(i) 10,050,000 unlisted options issued on 9 December 2009; and</p> <p>(ii) 4,000,000 unlisted options issued on 10 December 2009</p>				
<p>8 Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1" style="width: 100%;"> <thead> <tr> <th style="width: 50%;">Number</th> <th style="width: 50%;">+Class</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">279,044,749</td> <td style="text-align: center;">Ordinary shares (“PIO”)</td> </tr> </tbody> </table>	Number	+Class	279,044,749	Ordinary shares (“PIO”)
Number	+Class				
279,044,749	Ordinary shares (“PIO”)				

	Number	+Class	
9	Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)		
		1,000,000 options	Exercisable at 25 cents each by 31/08/11
		2,400,000 options	Exercisable at 20 cents each by 8/9/10
		2,400,000 options	Exercisable at 22 cents each by 8/9/11
		200,000 options	Exercisable at 25 cents each by 31/03/12
		350,000 options	Exercisable at 25 cents each by 30/06/11
		250,000 options	Exercisable at 30 cents each by 30/06/11
		750,000 options	Exercisable at 20 cents each by 30/06/12
		750,000 options	Exercisable at 22 cents each by 30/06/13
		3,366,665 options	Exercisable at 8.5 cents each by 30/11/13 (not vested until 30/11/10)
		3,341,665 options	Exercisable at 10 cents each by 30/11/13 (not vested until 30/11/11)
		3,341,670 options	Exercisable at 12 cents each by 30/11/13 (not vested until 30/11/12)
		2,000,000 options	Exercisable at 10 cents each by 31/12/11
	2,000,000 options	Exercisable at 12 cents each by 31/12/11	

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)

No dividends declared or paid.

Part 2 - Bonus issue or pro rata issue

11 Is security holder approval required?

Not applicable

12 Is the issue renounceable or non-renounceable?

Not applicable

+ See chapter 19 for defined terms.

13	Ratio in which the +securities will be offered	Not applicable
14	+Class of +securities to which the offer relates	Not applicable
15	+Record date to determine entitlements	Not applicable
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Not applicable
17	Policy for deciding entitlements in relation to fractions	Not applicable
18	Names of countries in which the entity has +security holders who will not be sent new issue documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	Not applicable
19	Closing date for receipt of acceptances or renunciations	Not applicable
20	Names of any underwriters	Not applicable
21	Amount of any underwriting fee or commission	Not applicable
22	Names of any brokers to the issue	Not applicable
23	Fee or commission payable to the broker to the issue	Not applicable
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	Not applicable
25	If the issue is contingent on +security holders' approval, the date of the meeting	Not applicable
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	Not applicable

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	Not applicable
28	Date rights trading will begin (if applicable)	Not applicable
29	Date rights trading will end (if applicable)	Not applicable
30	How do +security holders sell their entitlements <i>in full</i> through a broker?	Not applicable
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Not applicable
32	How do +security holders dispose of their entitlements (except by sale through a broker)?	Not applicable
33	+Despatch date	Not applicable

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
- (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

+ See chapter 19 for defined terms.

100,001 and over

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

Entities that have ticked box 34(b)

- 38 Number of securities for which +quotation is sought

- 39 Class of +securities for which quotation is sought

- 40 Do the +securities rank equally in all respects from the date of allotment 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
-

- 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)
-

- | Number | +Class |
|----------------------|----------------------|
| <input type="text"/> | <input type="text"/> |
- 42 Number and +class of all +securities quoted on ASX (including the securities in clause 38)

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.

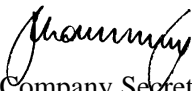
- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) 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.
- We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the +securities to be quoted, it has been provided 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 not available now, 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: **16 December 2009**
Company Secretary
Print name: **JULIE ANNE WOLSELEY**
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+ See chapter 19 for defined terms.