

29 September 2010

ASX/Media Announcement

Pioneer Completes \$2.5 million Share Purchase Plan

The Board of Pioneer Resources Limited (**ASX: PIO**) is pleased to announce the completion of its Share Purchase Plan ("SPP") which raised over \$2.5 million.

As announced on 23 September 2010, the offer was significantly oversubscribed with applications received for over \$3.4 million.

Pioneer's Managing Director David Crook thanked Shareholders for demonstrating their ongoing support for the Company by participating so strongly in the SPP. "When combined with the recent placement to sophisticated investors the Company has raised over \$3.6 million which is already being applied to drilling programs" he said.

A 30,000m drilling program at the Company's highly prospective Mt Jewell Gold Project commenced earlier this month.

As stated in the conditions of the Share Purchase Plan the Directors in their absolute discretion could determine the final number of shares to be issued subject to the ASX Listing Rules.

The ASX Listing Rules restrict the number of shares that may be issued under an SPP to 30% of the Company's issued capital. Accordingly, in the Company's case a maximum of 83,713,424 could be issued.

Due to the very strong interest shown by eligible Shareholders, the Board has decided to accept the maximum number of subscriptions permitted under the ASX Listing Rules, and therefore has accepted applications for \$2,511,403 at the issue offer price of 3 cents per share.

Applications have now been reviewed and in accordance with the terms and conditions of the SPP, applications were accepted and shares allocated at the absolute discretion of the Directors, but acceptances favoured applications received in date order, as announced on 26 August 2010 and advised to Shareholders on 1 September 2010.

The new shares under the SPP were allotted and issued by the Company's share registry on Tuesday 28 September 2010. Dispatch of holding statements and refunds for unfilled applications will occur on or around Friday 1 October 2010, with trading on the ASX expected to commence on or around Monday 4 October 2010.

Following the completion of the SPP the Company has 400,614,885 ordinary shares on issue. An Appendix 3B is attached.

Yours faithfully



Managing Director



Released by :

Paul Armstrong
Read Corporate
Telephone: (+61-8) 9388 1474

Further information:

Mr David Crook
Pioneer Resources Limited
Telephone: (+61-8) 9322 6974

About Pioneer Resources Limited

Pioneer Resources Limited (ASX: PIO) is a specialist exploration company searching for gold and base metals in the Kalgoorlie and Ravensthorpe Districts of Western Australia. The Company strives to create shareholder value by combining work on advanced projects with active project generation from within the Company's 100%-owned and joint venture tenement portfolio.

A summary of the Company's activities is presented in a fact sheet and other reports available from the Company's web site at www.PIOresources.com.au.

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 | Ordinary shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 83,713,424 ordinary shares issued under the Company's Share Purchase Plan announced on 26 August 2010 |
| 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) | Ordinary shares will rank pari passu with the existing ordinary shares on issue |

+ 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>Yes</p>					
<p>5 Issue price or consideration</p>	<p>3 cents per share</p>					
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Proceeds from the issue totalling \$2.511 million (before issue costs) to be applied to advancing the Company's exploration activities including the Mt Jewell Gold Project as well as to augment working capital</p>					
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>28 September 2010</p>					
<p>8 Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="695 1160 995 1193">Number</th> <th data-bbox="995 1160 1291 1193">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="695 1193 995 1317">400,614,885</td> <td data-bbox="995 1193 1291 1317">Ordinary shares ("PIO")</td> </tr> </tbody> </table>	Number	+Class	400,614,885	Ordinary shares ("PIO")	
Number	+Class					
400,614,885	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 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
		433,333	Exercisable at 8.5 cents each by 31/12/13 (not vested until 31/12/10)
		433,333	Exercisable at 10 cents each by 31/12/13 (not vested until 31/12/11)
	433,334	Exercisable at 12 cents each by 31/12/13 (not vested until 31/12/12)	
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	No dividends declared or paid.	

+ See chapter 19 for defined terms.

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 |
| 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

<small>Note: Security holders must be told how their entitlements are to be dealt with.
Cross reference: rule 7.7.</small> | 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

+ See chapter 19 for defined terms.

- 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

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)
-

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

Number	+Class

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.

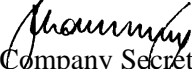
- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) 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: **29 September 2010**
 Company Secretary
 Print name: **JULIE ANNE WOLSELEY**

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+ See chapter 19 for defined terms.