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Partner Tony Stumm
 Writer Katie Farrow
 Direct line 07 3233 8607
 Email kfarrow@mccullough.com.au
 Our reference KMF:AES:122172-00016

Lawyers | **McCullough
 Robertson**

18 February 2008

Fax transmission

Rebecca Holland Kennedy
 Company Secretary
 PepinNini Minerals Limited
 96 Babbage Road
 ROSEVILLE CHASE NSW 2069

Fax 02 9417 3043

Dear Ms Kennedy

Notification of change in substantial shareholder

Please find **attached** an executed copy of both form 603 and form 605 notifying of the change in substantial shareholder, from WHL Resources Pty Ltd ACN 112 087 733 as trustee for Murphy Resources Trust to LHW Resources Pty Ltd ACN 121 236 100 as trustee for Murphy Resources Trust.

Please note that we lodged both these forms with ASIC today, however kindly request that you notify ASX of the change and update your company records accordingly. Please note that ABM Amro Morgans, the broker for this transaction, has confirmed that they will attend to notifying the share registry of the change.

Please let us know if you have any questions.

Yours faithfully

Tony Stumm
 Partner

attachment
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Level 57 MLC Centre 19-29 Martin Place Sydney NSW 2000 GPO Box 1055 Brisbane QLD 4001 Australia

Telephone 02 9238 2309 Fax 02 9235 3535 Ausdoc DX 158 Brisbane

Email info@mccullough.com.au Web www.mccullough.com.au ABN 42 721 345 951

Partners
 Brett Heading
 Tim Whibney
 Peter McKnoulty
 Michael Wynter
 Guy Mumble
 James Peterson
 Peter Kennedy
 Rodney Bell
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Form 603
Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme PepinNini Minerals Limited

ACN/ARSN 101 714 988

1. Details of substantial holder (1)

Name LHW Resources Pty Ltd as trustee for Murphy Resources Trust

ACN/ARSN (if applicable) 121 236 100

The holder became a substantial holder on 15/02/2008

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)
Ordinary	4,951,684	4,951,684	7.48

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
LHW Resources Pty Ltd	Holder of securities	4,951,684

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
LHW Resources Pty Ltd	LHW Resources Pty Ltd	LHW Resources Pty Ltd	4,951,684 ordinary shares

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	
LHW Resources Pty Ltd as new Trustee	23/08/2006 acquired from WHL Resources Pty Ltd as Trustee	Nil, no change in beneficial ownership		4,951,684

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Bill Murphy

44 (020) 7930 1094

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6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARBN (if applicable)	Nature of association

7. Addresses

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

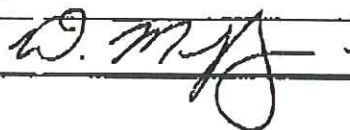
Name	Address
LHW Resources Pty Ltd	93A Reeve Street, Clayfield, Queensland

Signature

print name William Murphy

capacity Sole director of LHW Resources Pty Ltd

sign here



date 15 '2' 08

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, moneys 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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Bill Murphy

44 (020) 7930 1094

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Form 605
Corporations Act 2001
Section 671B

Notice of ceasing to be a substantial holder

To Company Name/Scheme PepinNini Minerals Limited

ACN/ARSN 101 714 889

1. Details of substantial holder (1)

Name WHL Resources Pty Ltd as trustee for Murphy Resources Trust
ACN/ARSN (if applicable) 112 087 733

The holder ceased to be a substantial holder on 18/02/2008
The previous notice was given to the company on 1 / 1
The previous notice was dated 1 / 1

2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (4)	Consideration given in relation to change (5)	Class (6) and number of securities affected	Person's votes affected
	WHL Resources Pty Ltd	Transfer of securities to new trustee company		4,951,684 ordinary securities	4,951,684

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Not applicable	

4. Addresses

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

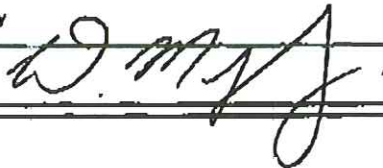
Name	Address
WHL Resources Pty Ltd	33A Reeve Street, Clayfield, Queensland

Signature

print name William Murphy

capacity Sole director of WHL Resources Pty Ltd

sign here



date 15/2/08

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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 4 of the form.
- (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (4) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. 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.
- (5) Details of the consideration must include any and all benefits, moneys 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.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.