

25 October 2013

The Company Announcements Office  
Level 10 Exchange Centre  
20 Bond Street  
SYDNEY NSW 2000

Attention - Company Announcements Officer

### CHANGE OF DIRECTOR'S INTEREST NOTICE

The company wish to advise that options have been exercised under the company's Entitlement Issue by Directors of the company as per the following notifications:

- Appendix 3Y – Rebecca Holland-Kennedy
- Form 604 – Notice of change of interests of substantial holder – Rebecca Holland-Kennedy

Yours sincerely

A handwritten signature in black ink, appearing to read "Justin Nelson".

Justin Nelson  
Company Secretary/Director  
PepinNini Minerals Ltd

# 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

<b>Name of entity</b>	<b>PepinNini Minerals Limited</b>
	<b>ABN 55 101 714 989</b>

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.

<b>Name of Director</b>	<b>Rebecca Holland-Kennedy</b>
<b>Date of last notice</b>	<b>5 August 2013</b>

### 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.

<b>Direct or indirect interest</b>	(a) - (b) Direct (c) - (f) Indirect
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	(a) (b) Rebecca Holland-Kennedy (c) - (d) George Holland P/L (e) - (f) Rebecca Holland-Kennedy and Estate of Norman Kennedy
<b>Date of change</b>	23 October 2013
<b>No. of securities held prior to change</b>	(a) 34,308,012 (b) 22,872,009 (c) 1,915,880 (d) 1,277,254 (e) 50,000 (f) 33,334
<b>Class</b>	(a), (c) (e) Ordinary shares (b), (d), (f) Options
<b>Number acquired</b>	(a) 3,948,460 (c) 1,277,254 (f) 33,334

+ See chapter 19 for defined terms.

Appendix 3Y  
Change of Director's Interest Notice

<b>Number disposed</b>	(b) 3,948,460 (d) 1,277,254 (f) 33,334
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	\$0.05 per option
<b>No. of securities held after change</b>	(a) 38,256,472 (b) 18,923,549 (c) 3,193,134 (d) Nil (e) 83,334 (f) nil
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Exercise of options

## 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.

<b>Detail of contract</b>	N/A
<b>Nature of interest</b>	N/A
<b>Name of registered holder (if issued securities)</b>	N/A
<b>Date of change</b>	N/A
<b>No. and class of securities to which interest related prior to change</b> Note: Details are only required for a contract in relation to which the interest has changed	N/A
<b>Interest acquired</b>	N/A
<b>Interest disposed</b>	N/A
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	N/A
<b>Interest after change</b>	N/A

+ See chapter 19 for defined terms.

**Form 604**Corporations Act 2001  
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme **PepinNini Minerals Ltd**ACN/ARSN **101 714 989****1. Details of substantial holder (1)**Name **Rebecca Holland-Kennedy**

ACN/ARSN (if applicable)

There was a change in the interests of the substantial holder on

23/October/2013

The previous notice was given to the company on

03/August/2012

The previous notice was dated

07/August/2012**2. Previous and present 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 when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
<b>ordinary</b>	<b>36,243,892</b>	<b>31.47%</b>	<b>41,532,940</b>	<b>34.49%</b>
<b>%</b>				

**3. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate 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 (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
13/03/2013	Rebecca Holland-Kennedy	Executor of Estate of Norman Kennedy	nil	17,164,010 ordinary shares	17,164,010
23/10/2013	Rebecca Holland-Kennedy	Exercise of options	\$197,422.99	3,948,460 ordinary shares	3,948,460
23/10/2013	George Holland Pty Ltd	Exercise of options	\$63,862.72	1,277,254 ordinary shares	1,277,254
23/10/2013	Rebecca Holland-Kennedy and Estate of Norman Kennedy	Exercise of options	\$1,666.72	33,334 ordinary shares	33,334

**4. Present relevant interests**

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant	Registered holder of securities	Person entitled to be registered as holder	Nature of relevant interest (6)	Class and number of securities	Person's votes
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interest		(8)			
Rebecca Holland-Kennedy	Rebecca Holland-Kennedy	Rebecca Holland-Kennedy	Shareholder	38,256,472 ordinary shares	38,256,472
George Holland Pty Ltd - Director	George Holland Pty Ltd	George Holland Pty Ltd	Shareholder	3,193,134 ordinary shares	3,193,134
Rebecca Holland-Kennedy and Estate of Norman Kennedy	Rebecca Holland-Kennedy	Rebecca Holland-Kennedy	Shareholder	83,334 ordinary shares	83,334

## 5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) 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

## 6. Addresses

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

Name	Address
Rebecca Holland-Kennedy	96 Babbage Road Roseville Chase NSW 2069
George Holland Pty Ltd	96 Babbage Road Roseville Chase NSW 2069

## Signature

print name Rebecca Holland-Kennedy

capacity Director

sign here



date 24/October /2013

## 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 6 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 person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) 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.

- (7) 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.
  - (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) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.
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**Part 3 – + Closed period**

<b>Were the interests in the securities or contracts detailed above traded during a + closed period where prior written clearance was required?</b>	No
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	N/A
<b>If prior written clearance was provided, on what date was this provided?</b>	N/A

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