



96 Babbage Road
Roseville Chase
NSW 2069

Tel: +61 (0)2 9417 6212
Fax: +61 (0)2 9417 3043
Email: admin@pepinini.com.au

4 June 2014

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

Attention - Company Announcements Officer

NOTICE OF CHANGE OF INTEREST OF A SUBSTANTIAL HOLDER

The company wish to advise that following the company's Entitlement Issue by Directors of the company the following notification:

- 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

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme PepinNini Minerals LtdACN/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

29 / May / 2014

The previous notice was given to the company on

23 / October / 2013

The previous notice was dated

25 / October / 2013**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)
ordinary	41,532,940	34.49%	55,356,488	38.51%
%				

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
29/05/2014	Rebecca Holland-Kennedy	Entitlement issue of ordinary shares	\$221,145.49	11,639,236 ordinary shares	11,639,236
29/05/2014	Rebecca Holland-Kennedy and Estate of Norman Kennedy	Entitlement issue of ordinary shares	\$1,055.57	55,556 ordinary shares	55,556
29/05/2014	George Holland Pty Ltd	Entitlement issue of ordinary shares	\$40,446.37	2,128,756 ordinary shares	2,128,756

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 interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes

Rebecca Holland-Kennedy	Rebecca Holland-Kennedy	Rebecca Holland-Kennedy	Shareholder	49,895,708 ordinary shares	49,895,708
George Holland Pty Ltd - Director	George Holland Pty Ltd	George Holland Pty Ltd	Shareholder	5,321,890 ordinary shares	5,321,890
Rebecca Holland-Kennedy and Estate of Norman Kennedy	Rebecca Holland-Kennedy	Rebecca Holland-Kennedy	Shareholder	138,890 ordinary shares	138,890

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 4/June/2014

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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