



14 March 2019

Dear Shareholder

As announced on 13 March 2019 PepinNini Lithium Limited (ACN 101 714 989) (**PNN**) is undertaking a one for two pro rata non-renounceable offer of 409,337,218 shares (**New Shares**) to raise approximately \$1,228,012 (before costs) (**Rights Issue** or **Offer**). The price of the New Shares under the Offer is \$0.003 each (**Issue Price**). The Offer includes one (1) free accompanying option for every two (2) New Shares subscribed for (**New Options**). The New Options will be exercisable at 0.008 (0.8 of a cent) on or before 30 November 2022. The Company will not apply for quotation of the New Options. The Offer is fully underwritten by RM Corporate Finance Pty Ltd.

The Company lodged a prospectus for the Offer (**Prospectus**) with ASIC and ASX on 13 March 2019.

The Proceeds of the Offer and Placement completed 1 March 2019 are planned to be used on our Lithium Brine Project in Salta, Argentina in accordance with the table set out below:

Table 1 - Use of Funds	Amount
1. Re-sampling of monitoring boreholes for brine grade and geochemistry	\$28,030
2. Drilling boreholes (up to 2) for aquifer testing, brine grades and resource statement	\$575,968
3. Analysis of samples (up to 250)	\$29,568
4. Pumping, hydraulic testing and sampling	\$381,551
5. Environmental monitoring and rehabilitation	\$63,000
6. Resource modelling and estimation	\$59,220
7. General working capital (6 months costs) for office rental \$21,124, electricity \$1,000, communications \$5,850, office staff salaries \$130,800 field staff salaries \$91,944 and office consumables \$3,826.	\$254,544
8. Expenses of the Offer for ASIC filing fees \$3,206, legal fees \$14,000, share registry \$12,692, printing, mail out \$2,776, ASX quotation fees \$6,136 and broker/underwriting fees of \$91,321.	\$130,131
Total	\$1,522,012

The Offer is being made to all Eligible Shareholders of the Company (**Shareholders**) named on its register of members at 7pm(AEDT) on 18 March 2019. Eligible Shareholders are those with registered addresses in Australia and New Zealand.

Entitlements cannot be traded on ASX or any other securities exchange or privately transferred.

New Shares when issued will rank equally with all fully paid ordinary shares in the capital of the Company (**Shares**) already on issue.

Following completion of the Offer and assuming maximum subscription, the Company will have on issue approximately 1,228,011,654 Shares. A copy of the Prospectus is available on ASX's and PNN's website. Eligible Shareholders will be mailed a Prospectus together with an Entitlement and Acceptance Form no later than 21 March 2019. Your entitlement will be set out on the personalised Entitlement and Acceptance Form accompanying the Prospectus. The Prospectus will contain detailed instructions regarding the actions available and required of Eligible Shareholders.

For the purposes of calculating each Eligible Shareholder's entitlement, fractions of entitlements have been rounded up to the nearest whole number of New Shares.

Eligible Shareholders may apply for additional New Shares which are not taken up by other shareholders. The number of additional New Shares available will depend on the level of acceptance of Entitlements by Eligible Shareholders and whether the Directors decide to issue any shortfall.

Key dates for the Offer

EVENT	DATE
Issue of Placement Shares	1 March 2019
Prospectus lodged with ASIC and ASX Company applies for quotation of New Shares (Appendix 3B)	13 March 2019
Company sends notice to shareholders containing the information required by Appendix 3B	14 March 2019
"Ex" Date	15 March 2019
Record Date to identify Shareholders entitled to participate in the Offer	18 March 2019, 7pm (AEDT)
Prospectus and Entitlement and Acceptance Forms dispatched to Shareholders, Offer period opens	21 March 2019
Last date to extend the offer closing date	27 March 2019
Closing date for acceptances	5pm (AEDT) 2 April 2019
Shares quoted on a deferred settlement basis	3 April 2019
Notification to ASX of under subscriptions	5 April 2019
Issue date for New Shares and New Options issued under the Offer. Deferred settlement trading ends Updated Appendix 3B (if required)	9 April 2019
Normal Trading of New Shares on ASX commences	10 April 2019

This timetable is indicative only and subject to change. Subject to the ASX Listing Rules, the Directors reserve the right to vary these dates, including the closing date, without prior notice. Any extension of the closing date will have a consequential effect on the allotment date for New Shares and New Options.

If you have any queries concerning the Rights Issue, or the action you are required to take to subscribe for New Shares, please contact your financial adviser or myself, on +61 8 8218 5000. Any queries in regard to your entitlement should be directed to 02 94176212 (within Australia) or www.australianshareholdercentre.com (outside Australia).

Yours sincerely



Rebecca Holland-Kennedy
Managing Director