PepinNini Minerals Limited
ABN 55 101 714 989

FINANCIAL REPORT FOR THE HALF YEAR ENDED 30 June 2021

Contents

Corporate governance statement

PepinNini Minerals Limited (the Company) and the Board are committed to achieving and demonstrating the highest standards of corporate governance. The Board continues to review the framework and practices to ensure they meet the interests of shareholders. The Company and its controlled entities together are referred to as the Group in this statement.

The relationship between the Board and senior management is critical to the Group's long-term success. The Directors are responsible to the shareholders for the performance of the Company in both the short and the longer term and seek to balance sometimes competing objectives in the best interests of the Group as a whole. Their focus is to enhance the interests of shareholders and other key stakeholders and to ensure the Group is properly managed.

A description of the Company's main corporate governance practices is set out in the Corporate Governance Statement which is available on the company's website at http://www.pepinnini.com.au/about-us/corporate-governance/. The corporate governance statement is current as at 30 June 2021 and has been approved by the Board. All of these practices, unless otherwise stated, were in place for the entire year.

Directors' report

The Directors of PepinNini Minerals Limited (PepinNini, PNN or the Company) submit herewith the annual financial report of the consolidated group consisting of PepinNini Minerals Limited and the entities it controlled (the Group) at the end of, or during, the year ended 30 June 2021. In order to comply with the provisions of the *Corporations Act 2001*, the Directors' report as follows:

Directors

The following persons were Directors of PepinNini Minerals Limited during the whole of the financial year and up to the date of this report, except as otherwise noted:

- Rebecca Holland-Kennedy
- Mr Andre Wessels (Resigned 25 November 2020)
- George Cumplido (Resigned 7 August 2020)
- Luis Kennedy (Appointed 7 August 2020)
- Mr Robert (Wei) Sun (Appointed 26 November 2020 and resigned 8 July 2021)
- Mr James Moses (Appointed 5 May 2021)
- Mr David Turvey (Appointed 7 July 2021)
- Mr Mena Habib (Appointed 9 July 2021)
- Mr Stephen Ross (Appointed 9 July 2021)

Principal activities

During the year the principal continuing activities of the Group consisted of exploration for

- Lithium
- Copper
- Nickel
- Gold
- Kaolin

Dividends

No dividends have been paid for the year ended 30 June 2021 or 30 June 2020.

No further dividends have been declared up to the date of this report.

Review of operations

During the year the Company maintained focus on its Nickel Copper Project in Australia and its Lithium Brine Project in Argentina. The Company also holds a Copper-Gold Project in Argentina and plans for drilling were undertaken during the year. The COVID-19 Pandemic affected all exploration activities and restricted field access. The Company acquired an entity holding two exploration licence applications (ELA's) on the Eyre Peninsula in South Australia with known occurrences of kaolin clay with the possibility of halloysite, an industrial mineral similar to kaolinite.

Australia

Musgrave Province Nickel/Copper/Cobalt Project

The Musgrave project located in the far north west of South Australia comprises exploration for Nickel-Copper-Cobalt minerals. The project is held through NiCul Minerals Ltd (NCL), a wholly owned subsidiary of PNN, and comprises two sub-projects:

a) Tenure of 14,003km^2 comprising 2 granted Exploration Licences (EL's)and 8 Exploration Licence Applications (ELA's) that are 100% owned by NCL; and

b) Tenure of 615km^2 comprising 4 ELA's in which NCL is earning a 51% interest pursuant to a Farm-in and Joint Venture agreement with Rio Tinto Exploration Pty Ltd (Rio)

During the year the Company continued to negotiate with the traditional owners the Anangu Pitjantjatjara Yankunytjatjara (APY) for access and application granting for both projects. An Exploration Deed for the granting of one of the ELAs forming part of the Rio Farm-in and Joint Venture has reached the stage of Community Consultation, which is intended to be carried out when COVID-19 restrictions are lifted. The Company plans to drill test this ELA once access and the tenure is granted, and COVID-19 travel restrictions are lifted. This ELA covers 37km^2 and includes the Pink Slipper geophysical anomaly target.

Eyre Peninsula Kaolin Project

In April 2021, PepinNini acquired Hillside Minerals Pty Ltd which holds two ELA's(ELA 2020/210 and ELA 2020/175) covering 1,129 km^2 on the Eyre Peninsula in South Australia. The project is located between the towns of Port Lincoln and Streaky Bay. PepinNini expanded the Project area via a third exploration license application, ELA 2020/229, which increases the total Project area to 1,413km^2. The granting of the tenement applications is in the last stage.

The Company conducted , a series of activities in preparation for a first phase of exploration. , A community engagement plan was completed, followed by meetings with regional leadership Dion Dorward, CEO of Regional Development Australia Eyre Peninsula; Peter Scott, Executive Director for the Eyre Peninsula Local Government Authority; and Delfina Lanzilli, the CEO of the District Council of the Lower Eyre Peninsula.

In May, PepinNini completed a field reconnaissance trip and sample collection. A total of three samples were collected along public roads and track including the Coulta quarry. Subsequently a review of historical drillholes from the South Australian Geological Survey (ASX 28 July 2021) identified a kaolin intersection from RC drilling. The samples were submitted to XRF (X-Ray Fluorescence) and XRD (X-Ray diffraction) analysis at the Bureau Veritas Laboratory in Adelaide. The results indicate the presence of kaolin and the preliminary identification of halloysite by XRD in the RC drilling sample. This sample has been submitted for SEM (Scanning Electron Microscopy) analysis to confirm the presence of halloysite.

Remote sensing interpretation using ASTER images covering ELA 2020/210 was completed and initial results indicated an area of interest for potential kaolin mineralisation. The area covered by the ELA has no historical known mineralisation and additional follow up will be conducted to refine the area of interest. A review of all historical drilling in the area of the ELA's is underway to refine priority drill targets and identify new targets ahead of a proposed maiden drilling program (once access is possible with granted exploration licences. In the meantime, the Company will focus on its engagement with landowners and local communities to obtain access to conduct reconnaissance and low impact exploration when tenements are granted. Drilling permits will be obtained once targets are refined, environmental risks assessment and community approval for access granted.

Argentina - Salta Project

Salta Lithium Brine Projects

The project consists of seven mining leases(mina) totalling 14,707 hectares prospective for lithium brine aquifers associated with dry salt lakes(salares), in the western part of Salta Province, NW Argentina. The tenure is held by PepinNini subsidiary PepinNini SA (PNN SA).

A JORC 2012 compliant lithium brine resource (Lithium Carbonate Equivalent LCE) was defined from two minas in 2018-2019; (ASX:27 July 2018 and 23 January 2019).

Following a successful first stage of test work involving computer simulation analysis of blended brines in 2019-2020 and evaporation and concentration during the year(ASX:13 July 2021) a second stage of test work was undertaken and remains ongoing(ASX:21 January and 27 April 2021. 4,000 litres of brine in total have been collected from each of Rincon and Incahuasi Salares and transported to Chile for testing in scaled down evaporation ponds. Results to date have confirmed blending geochemistry resulting in impurity precipitation, lithium concentration results are awaited with final results to be reported by a competent person. The testing to date has been highly encouraging for the blending process.

Salta Copper-Gold Projects

The project comprises four mining leases(mina) over a total of 6,138 hectares and is located in north west Salta province of Argentina close to the border with Chile. During the year statutory reporting and mining lease payments were maintained to keep the leases in good standing PepinNini submitted a drilling permit application to conduct a two-borehole drilling program to test two priority targets generated by exploration carried out by the Company in 2013-14. This included ground geophysics and field sampling. Target 1 is the historic Santa Ines Mine copper-iron-gold workings at depth and Target 2 is a significant magnetic anomaly 300 metres south of the Santa Ines Mine. Due to COVID-19 restrictions the drilling permits were not issued during the reporting year. Drilling is now planned for 2022, COVID-19 dependent. The project is located 80km from the large Escondida Copper Gold project in Chile owned by BHP and RIO and only 10kms from the Lindero gold mine in Argentina.

Project Generation

Project Generation activities throughout the year has focussed on the acquisition of the Eyre Peninsula Kaolin Project which comprises three exploration licence applications of 1,413km^2, the tenements have the potential for kaolin and halloysite discovery.

Further information relating to the Group's projects and future directions have been made publicly available on the Company's website at www.pepinnini.com.au

Changes in state of affairs

There was no significant change in the state of affairs of the Group during the financial year, other than what has been reported in other parts of this report.

Matters subsequent to the end of the financial year

Matters subsequent to the end of the financial year are disclosed in note 21 to the financial statements.

Likely developments in future financial years and expected results of operations

The Group intends to continue to advance its portfolio of existing projects, including:

- actively exploring and progressing any discovery on the Musgrave Project tenements towards development; and
- in particular, drill testing the Pink Slipper geophysical anomaly pursuant to the farm-in and joint venture with Rio.
- Maintain the lithium brine projects in Salta Province, Argentina and continue to explore suitable methodology for LCE production from the resources reported from the Company's Projects.
- Complete the planned drilling for the Santa Ines Copper Gold Project in Salta Province, Argentina

During the coming year the Company will focus on the recently acquired Eyre Peninsula Kaolin Project and as soon as the ELA's are granted and access is agreed with landowners , commence field exploration activities.

Environmental regulations

The mining tenure granted to the Group pursuant to the various Mining Acts is granted subject to conditions which include standard environmental requirements. The Group adheres to these conditions and the Directors are not aware of any contraventions of these regulations.

Information on Directors

The particulars of the Directors of the Company during or since the end of the financial year are:

Name	Particulars
David Turvey	BSc Hons (Geology), MAusIMM, Dip. Gem, Dip. M M, FSEG
Non-Executive Director Chairman (Appointed 7 July 2021)	David Turvey is a geologist with more than 35 years' experience in the Australian and Asian mining industries in exploration, business development and corporate M&A activities in industrial minerals, precious-base-specialty metals and bulk commodities. He has worked for major corporations such as Normandy Mining Limited, Chevron Corporation and CSR Limited, and held executive management positions in mid-small public and private companies. David was Managing Director of FerrAus Limited (ASX:FRS) from 2005-2009, Kogi Iron Limited(ASX:KFE) for 1.5 years until 2020 and for ten years a NED with Southern Gold Ltd(ASX:SAU). David holds a Bachelor of Science (Geology) and Diplomas in Gemmology and Marketing Management. He is a Member of the Australasian Institute of Mining and Metallurgy and a Fellow of the Society of Economic Geologists.
Rebecca Holland-Kennedy	BSc(Geology), MAusIMM, BArts(Humanities), GAICD
Executive Director - Managing Director	Rebecca Holland-Kennedy is a Geologist and was a founding Director of PepinNini Minerals Limited and has been a board member since 2002. She has more than 30 years' experience in mineral exploration, exploration company administration and data management. She has held positions with Robertson Research, Macquarie University, NSW Department of Mines and Energy as well as acting as exploration and data management consultant to AGL, Amax, BHP, AGIP, Shell, CRA, Caltex and Meekatharrra Mineral Limited. She is a Director of NiCul Minerals Ltd, PepinNini Resources Curnamona Pty Ltd, PepinNini Minerals International Pty Ltd, PepinNini Robinson Range Pty Ltd, PepinNini QLD Pty Ltd and PepinNini Kaolin Pty Ltd. Rebecca holds a Bachelor of Science in Geology, a Bachelor of Arts in Humanities, is a member of the Australasian Institute of Mining and Metallurgy, a Graduate of the Australian Institute of Company Directors and was awarded the most valuable Women in Mining Award in South Australia in 2014 and was the South Australian finalist in the Exceptional Women category for the Inaugural National Women in Resources Award 2014.
Luis Kennedy	Qualifications: B.Commerce, B.LLB, CA, Cert T & R
Non-Executive Director (Appointed 7 August 2020)	Luis Kennedy is a qualified Chartered Accountant and Lawyer and is the son of founding Director Norman Kennedy and currently an Associate Director within, Mergers and Acquisitions offering at Deloitte Australia. Luis has been with Deloitte for over eight years and has had a wide range of experience including Merger and Acquisitions transactions (pre-deal due diligence, separation, carve-outs, post-merger integration), business reviews (independent, pre-lend and debt advisory for Financiers and Private sector clients, funding and financial viability for Public sector clients), and management support and implementation (turnaround, restructuring and project management). He is a Director of NiCul Minerals Ltd, PepinNini Resources Curnamona Pty Ltd, PepinNini Robinson Range Pty Ltd, PepinNini QLD Pty Ltd and PepinNini Kaolin Pty Ltd. Luis holds a Bachelor of Commerce, a Degree of Laws, is a Chartered Accountant and Lawyer, he holds a Certificate in Turnaround Restructuring.
Robert (Wei) Sun	M Economics, M E-Commerce

Name	Particulars
Non-Executive Director (Appointed 26 November 2020 and resigned 8 July 2021)	Robert (Wei) Sun was a non-executive Director in PepinNini from 2011 to 2018 and a senior executive in the Company from 2009 to 2010. Robert is the Managing Director of Yara group Pty Ltd, who hold three alluvial gold projects in Papua New Guinea. Prior to this role Mr Sun was Managing Director of Living Cities Development Group Ltd (formerly known as Ferrowest Ltd) from 2015 - 2016. He was also Joint Venture Director of Outback Iron Pty Ltd, a JV between TFA International Pty Ltd and IMX, from 2012 – 2015, and was responsible for the management of the Cairn Hill iron-copper mine in South Australia. He was until his resignation a Director of NiCul Minerals Ltd and PepinNini Minerals International Pty Ltd.
George Cumplido	B.App.Sc(Hons)App.Geology, Cert.Finance, MAusIMM
Non-Executive Director (Appointed 23 June 2020 and resigned 7 August 2020)	George Cumplido is a geologist with more than 25 years' experience in the global resources industry, which includes roles with major mining houses and junior resource companies across a diverse range of commodities. He was formerly Senior Commercial Manager with Rio Tinto Exploration (RTX) for a period of six years. This included Rio's project area in the Musgrave district in South Australia, which is subject of the Musgrave Farm-in Joint Venture Agreement between PepinNini and RTX.
James Moses	B Bus, Grad Dip Com
Non-Executive Director (Appointed 5 May 2021)	James Moses has an extensive background in investment markets and the media in a career spanning 30 years. He is the founder and managing director of Mandate Corporate, a leading Australian bespoke investor relations and corporate communications practice for public companies. Prior to this, he was Investor Relations Manager for a major national public relations firm. He has also previously worked as a business and finance journalist, and was editor of Australia's leading resource sector investor publication. His career began in the investment market, where he held a number business development roles with leading global fund managers over a period of 15 years, and was also a private client adviser for a high net worth investment advisory firm. James holds a Bachelor of Business and a Graduate Diploma in Communications-Journalism.
Mena Habib	Dip. Financial Planning :
Non-Executive Director (Appointed 9 July 2021)	Mena Habib has extensive experience in sales, marketing and management. He has worked in global companies in sales in pharmaceuticals. He is also a non-executive Director of Equinox Resources Ltd who are looking to list on the ASX. Mr Habib has a Diploma of Financial Planning and was twice awarded National Sales Champion in the pharmaceuticals industry awards
Stephen Ross	BSc(Geology), Dip AFI, FFINSIA, MAusIMM
Non-Executive Director (Appointed 9 July 2021)	Stephen Ross is a geologist and public company director who has been involved in the international minerals industry in technical, business development and ASX corporate positions for 30 years. He was recently Managing Director and CEO of Capital Metals PLC (LON:CMET) developing a mineral sands project in Sri Lanka. He has been a non-executive director Aguia Resources Ltd (AGR) He is currently a non-executive director of East Energy Resources Limited(ASX:EER). Stephen Ross holds a Bachelor of Science in Geology, holds a Graduate Diploma in Applied Finance & Investment, is a Fellow of the Financial Services Institute of Australasia and a Member of the Australasian Institute of Mining and Metallurgy

Directorships of other listed companies

Directorships of other listed companies held by Directors in the 3 years immediately before the end of the financial year are as follows:

Name	Company	Period of Directorship	Stock Exchange
David Turvey	Southern Gold Limited	2010 – 2020	ASX:SAU
	Kogi Iron Limited	2019 – 2020	ASX:KFE
Rebecca Holland-Kennedy	-	-	-
Luis Kennedy	-	-	-
Robert Wei Sun	-	-	-
James Moses	-	-	-
George Cumplido	-	-	-
Mena Habib	-	-	-
Andre Wessels	Meridian Mining SE	2018	TSX-V:MNO
Stephen Ross	Aguia Resources Ltd	2019-2020	ASX:AGR
	East Energy Resources Limited	2021	ASX:EER

Directors' shareholdings

The following table sets out each Director's relevant interest in shares, and rights or options in shares of the Group as at the date of this report.

PepinNini Minerals Limited Directors	Fully paid ordinary shares (Number)	Share options (Number)
Rebecca Holland-Kennedy	2,933,525	924,389
Robert Wei Sun (appointed 26 November 20 resigned 8 July 21)	1,742	-
Luis Kennedy (appointed 7 August 2020)	28,179	7,000
James Moses (appointed 5 May 2021)	-	-
Andre Wessels(resigned 25 November 2020)	-	-
George Cumplido(resigned 7 August 2020)	-	-
David Turvey(appointed 8 July 2021)	-	-
Mena Habib(appointed 9 July 2021)	335,321	81,895
Stephen Ross(appointed 9 July 2021)	-	-

Share options granted to Directors and senior management

During the financial year 200,000 (post consolidation) share options exercisable at $0.50 issued to Andre Wessels 17 March 2020 were cancelled 25 November 2020 and 200,000 (Post consolidation) share options exercisable at $0.005 issued to George Cumplido 24 June 2020 were cancelled 7 August 2020.

Shares under option or issued on exercise of options

Details of unissued shares or interests under option as at the date of this report are:

Issuing entity	Number of shares under option	Class of shares	Exercise price of option	Expiry date of options
PepinNini Minerals Limited	3,286,820	Ordinary	80cps	30 Nov 2022
PepinNini Minerals Limited	9,186,907	Ordinary	25cps	31 Dec 2023
PepinNini Minerals Limited	2,640,805	Ordinary	35cps	31 Dec 2023
Total	**15,114,532**			

The holders of these options do not have the right, by virtue of the option, to participate in any share issue or interest issue of the Company or of any other body corporate or registered scheme.

Remuneration of Directors and senior management

Information about the remuneration of Directors and senior management is set out in the remuneration report of this Directors' report, on pages 11 to 17

Company secretary

Dom Francese was appointed as the Company Secretary on the 1 January 2020 and resigned 31 December 2020

Pamela Sayers was appointed as the Company Secretary on the 31 December 2020

Pamela is a geologist with over 27 year's experience in the tourism, transport and mineral industries in project management, administration and compliance. She holds an MSc (Qual) a BSc,(Ed) Geology, is a Graduate of the Australian Institute of Company Directors, a Member of the Australian Shareholders Association and a Graduate of the Governance Institute of Australia. She is the Company Secretary of NiCul Minerals Ltd, PepinNini Robinson Range Pty Ltd, PepinNini Queensland Pty Ltd, PepinNini Minerals International Pty Ltd, PepinNini Resources Curnamona Pty Ltd and PepinNini Kaolin Pty Ltd.

Directors' meetings

The following table sets out the number of Directors' meetings (including meetings of committees of Directors) held during the financial year and the number of meetings attended by each Director (while they were a Director or committee member).

	Board of Directors			Corporate governance committee			Audit committee			Remuneration Committee		
Directors	**Held**	Board Member	Attended	Held	Committee Member	Attended	Held	Committee Member	Attended	Held	Committee Member	Attended
Rebecca Holland-Kennedy	12	12	12	1	1	1	2	2	2	1	1	1
Luis Kennedy	12	11	11	1	1	1	2	2	2	1	1	1
Andre Wessels	12	5	5	1	-	-	2	-	-	1	-	-
Robert Wei Sun	12	7	7	1	1	1	2	1	1	1	1	1
George Cumplido	12	1	1	1	-	-	2	-	-	1	-	-
James Moses	12	2	2	1	-	-	2	-	-	1	-	-

Summary of Financial Position

	2021	2020
Total Current Assets	$3,153,023	$354,225
Total Non-Current Assets	$20,873,408	$18,080,140
Total Current Liabilities	$397,416	$399,998
Total Non-Current Liabilities	$0	$0
Net Assets	$23,629,015	$18,034,367
Equity	$23,629,015	$18,034,367

The Increase in Current Assets is a result of increased cash due to successful capital raising during the year.

The increase in Non-current assets is a result of exploration spend during the year and the acquisition of intangible assets (being the ELAs classified as Intangible assets as 30 June).

Summary of Financial Performance

Revenue received was mainly a result of Government payments for COVID-19.

Expenses incurred comprise salaries, operational expenditure, and impairment of assets, which do not meet the definition of exploration and evaluation expenditure, and include such expenses as accounting and legal, taxes and charges, depreciation on equipment and right of use assets, and share registry and investor relations expenses. The increase in these expenses is mainly due to additional costs in the year evaluating new projects. The most significant cost are the shares issued for the Eyre Peninsula Kaolin Project Acquisition rather than cash payments. There has been no significant change in salaries and Director's fees for the year ended 30 June 2021.

Remuneration report – audited

This remuneration report sets out remuneration information for PepinNini Minerals Limited's Directors and other key management personnel of the Group.

Role of Remuneration Committee

The Remuneration Committee is a committee of the Board and is primarily responsible for making recommendations to the board on:

- Non-Executive Director fees
- Executive remuneration (Directors and other executives) and
- Overarching executive remuneration framework and incentive plan.

Their objective is to ensure that remuneration policies and structures are fair and competitive and aligned with the long-term interests of the Company. In doing this, the Remuneration Committee seeks advice as required from independent remuneration consultants.

The corporate governance statement provides further information on the role of this Committee.

The remuneration report is set out under the following main headings:

(A) Principles used to determine the nature and amount of remuneration

(B) Executive remuneration policy and framework

(C) Use of remuneration consultants

(D) Voting and comments made at the company's 2020 Annual General Meeting

(E) Performance of PepinNini Minerals Limited

(F) Details of remuneration

(G) Service agreements

(H) Share based compensation

(I) Shareholdings of Directors and other key management personnel

The information provided in this remuneration report has been audited as required by section 308(3C) of the *Corporations Act 2001.*

(A) Principles used to determine the nature and amount of remuneration

The objective of the Group's executive reward framework is to ensure reward for performance is competitive and appropriate for the results delivered. The framework aligns executive reward with achievement of strategic objectives and the creation of value for shareholders, and conforms with market practice for delivery of reward. The board ensures that executive reward satisfies the following key criteria for good reward governance practices;

- Competitiveness and reasonableness
- Acceptability to shareholders
- Performance linkage/alignment of executive compensation
- Transparency
- Capital management

The framework provides a mix of fixed and variable pay, and a blend of short and long-term incentives.

The Board has established a Remuneration committee which provides advice on remuneration and incentive policies and specific recommendations on remuneration packages and other terms of employment for executive Directors, other senior executives and Non-Executive Directors. The Corporate Governance Statement provides further information on the role of this Committee.

Remuneration report (continued)

Non-executive Directors

Fees and payments to Non-Executive Directors reflect the demands made on, the responsibilities of, and inherent risk to Directors. Non-Executive Directors' fees and payments are reviewed annually by the Board and Non-Executive Directors are remunerated for their services as Directors by a fixed sum and not a commission on a percentage of profits or operating revenue. The total approved remuneration pool from which non-executive remuneration is paid may not be increased except at a general meeting in which particulars of the proposed increase have been provided in the notice convening the meeting to Shareholders. Directors are also entitled to reasonable travel, accommodation and other expenses incurred in attending Company or Board meetings, or meetings of any Committee engaged in the Group's business.

(A) Principles used to determine the nature and amount of remuneration (continued)

Directors' fees

The Company's constitution states that Directors are to be paid out of Company funds as remuneration for their services. At the Annual General Meeting of the company in 2004, it was resolved to fix the annual aggregate amount of fees payable to its Directors for Director's duties at $125,000. Due to the July 2021 increase in the size of the board an increase to the pool will be proposed at the next meeting of shareholders.

Directors' retirement benefits

Any Director may be paid a retirement benefit as determined by the Board, consistent with the Corporations Act and the Listing Rules.

Directors' Voting Obligations

A Director is disallowed from voting on any contract or arrangement in which he or she has directly or indirectly any material interest, if it will be contrary to the Corporations Act. If such a Director does vote, his or her vote will be not be counted, nor will his or her attendance be counted in the quorum present at the meeting. Either or both of these prohibitions may be relaxed or suspended to any extent by ordinary resolution passed at a General Meeting if permitted by the Corporations Act.

(B) Executive remuneration policy and framework

In determining executive remuneration, the board aims to ensure that remuneration practices are:

- Competitive and reasonable, enabling the Company to attract and retain key talent
- Aligned to the Company's strategic and business objectives and the creation of shareholder value
- Transparent, and
- Acceptable to shareholders.

The executive remuneration framework has three components:

- Base pay and benefits, including superannuation,
- Short-term performance incentives, and
- Long-term incentives through participation in the PepinNini Employee Share Option Plan.

Executive remuneration mix

In accordance with the Company's objective to ensure that executive remuneration is aligned to Company performance, a percentage (5%) of the employee's base pay is available as a bonus based on achieving agreed (both individual and Company) key performance indicators. These indicators are decided upon at the beginning of the financial year and assessed at the end of the financial year. The Company indicator is a share price target and the executive indicators relate to leadership, teamwork, competency and proficiency.

Base pay and benefits

Executives receive their base pay and benefits structured as a total employment cost (TEC) package which may be delivered as a combination of cash and prescribed non-financial benefits at the executives' discretion.

Executives are offered a competitive base pay that comprises the fixed component of pay and rewards. Base pay for executives is reviewed annually to ensure the executive's pay is competitive with the market. An executive's pay is also reviewed on promotion or change in role.

There are no guaranteed pay increases included in any executives' contracts. Executives do not receive any benefits.

Remuneration report (continued)

(B) Executive remuneration policy and framework (continued)

Superannuation

Employees receive Superannuation Guarantee payments based on the statutory percentage of base salary. No other retirement benefits are provided directly by the Group unless approved by shareholders.

Short-term incentives

Executives have the opportunity to earn an annual short term incentive (STI) if predefined targets are achieved. The executive team has an STI opportunity of 5% of TEC, although further amounts can be decided by the remuneration committee for outstanding performance. The Company target is share price for the Company and is reviewed annually. The executive targets relate to leadership, teamwork, competency and proficiency.

The Remuneration Committee is responsible for assessing whether KPIs are met. The Committee has the discretion to adjust short-term incentives downwards in light of unexpected or unintended circumstances.

Long-term incentives

Long-term incentives are provided to certain employees via the PepinNini Minerals Limited Employee Share Option Plan which was approved by shareholders at the 2011 Annual General Meeting.

The PepinNini Minerals Limited Employee Share Option Plan is designed to provide long-term incentives for executives to deliver long-term shareholder returns. Under the plan, participants are granted options which only vest if the employees are still employed by the Company at the end of the vesting period. Participation in the plan is at the Board's discretion and no individual has a contractual right to participate in the plan or to receive any guaranteed benefits.

The vesting conditions are determined by the Board as a long term employment performance incentive specific to the employee and executive. Once vested, the options are exercisable at points over a period of years determined by the Board. Options are granted under the plan for no consideration.

Share trading policy

The trading of shares issued to participants under any of the Company's employee equity plans is subject to, and conditional upon, compliance with the Company's employee share trading policy. The policy was issued to the ASX and made available to all shareholders on 29 December 2010.

(C) Use of remuneration consultants

No remuneration consultants have been used during the financial year to review existing remuneration policies.

(D) Voting and comments made at the company's 2020 Annual General Meeting

PepinNini Minerals Limited received 50.66% of votes Against the Resolution on its Remuneration Report for the 2019 financial year, as this was more than 25% of the votes it constituted a first strike for the purpose of the *Corporations Act, 2001.* In 2020 the Company received 24.06% of votes Against the Resolution on its Remuneration Report and as this was less than 25%of the votes the Resolution was carried.

(E) Performance of PepinNini Minerals Limited

The tables below set out summary information about the Group's earnings and movements in shareholder wealth for the five years to June 2021:

	30 June 2021 $'000	30 June 2020 $'000	30 June 2019 $'000	30 June 2018 $'000	30 June 2017 $'000
Revenue	99	55	1	35	17
Net (loss) / profit before tax	(1,040)	(974)	(1,306)	(1,313)	(859)
Net (loss) / profit after tax	(1,103)	(985)	(1,374)	(1,329)	(954)
Attributable to members of PepinNini Minerals Limited	(1,103)	(985)	(1,374)	(1,329)	(954)
Share price at start of year	$0.001	$0.003	$0.019	$0.016	$0.031
Share price at end of year	$0.265	$0.001	$0.003	$0.019	$0.016

Remuneration Report(continued)

	30 June 2021	30 June 2020	30 June 2019	30 June 2018	30 June 2017
Interim dividend	**-**	**-**	**-**	**-**	**-**
Final dividend	-	-	-	-	-
Basic (loss) / earnings per share	(3.4) cps	(0.1) cps	(0.2) cps	(0.3) cps	(0.3) cps
Diluted (loss) / earnings per share	(3.4) cps	(0.1) cps	(0.2) cps	(0.3) cps	(0.3) cps
Short term incentive (% of maximum)	**0.00%**	**0.00%**	**0.00%**	**0.00%**	**0.00%**

The Performance Incentive Program for the 2020/21 year was based on the achievement of Corporate Objectives as well as Individual Objectives. The Corporate objectives include QHSE (quality, health, safety and environmental) targets. The performance measures do not take into account the performance of the Company over more than the current year. The payment of the short term incentive is at the discretion of the Board. The short-term incentive (Cash Bonus) as a percentage of the maximum available and the earnings per share for the current year and the previous four years are set out in the table above.

(F) Details of remuneration

Amounts of remuneration

Details of the remuneration of the Directors, the key management personnel of the Group (as defined in AASB 124 *Related Party Disclosures)* and specified executives of PepinNini Minerals Limited and the PepinNini Minerals Limited Group are set out in the following tables. The key management personnel of the Group are the Directors of PepinNini Minerals Limited (see page 7 above).

Key management personnel of the Group

	2021 Short-term employee benefits				**Post-employment benefit**	**Long-term benefits**	**Termination benefits**	**Equity-settled Share-based payments**	**Total**
Name	Cash salary and fees	Cash bonus	Non-monetary benefits	Other	Superannuation	Long service leave	Termination benefits	Options	**Total**
	$	$	$	$	$	$	$	$	**$**
Executive Directors									
Rebecca Holland-Kennedy – Managing Director	184,523				17,530	6,797			**208,850**
Non-Executive Directors									
Andre Wessels (resigned 25 November 20)	16,110								16,110
George Cumplido (resigned 7 August 20)	3,333								3,333
Luis Kennedy (Appointed 7 August 20)	32,896				3,125				36,021
Robert (Wei) Sun (Appointed 25 November 20 and resigned 8 July 21)	21,918				2,082				24,000
James Moses (Appointed 5 May 21)	6,667								6,667
Total Key Management Personnel Compensation (Group)	**265,447**	**0**	**0**	**0**	**22,737**	**6,797**	**0**	**0**	**294,981**

Remuneration report (continued)

2020 Short-term employee benefits					Post-employment benefit	Long-term benefits	Termination benefits	Equity-settled Share-based payments	Total
Name	Cash salary and fees	Cash bonus	Non-monetary benefits	Other	Super-annuation	Long service leave	Termination benefits	Options	**Total**
	$	$	$	$	$	$	$	$	**$**
Executive Directors									
Rebecca Holland-Kennedy – Managing Director	174,846				15,038	5,966			**195,850**
Non-Executive Directors									
Sarah Clifton-Brown (Finance Director, NED from 1 Nov 19 resigned 5 Mar 20)	44,460[1]				4,436	(8,286)[1]			**40,610**
Phil Clifford (resigned 30 Jun 20)	36,697				3,486				**40,183**
James Allchurch (appointed 1 Jul 19 resigned 11 Nov 19)	14,118				1,341				**15,459**
Andre Wessels (appointed 9 Mar 20)	18,022							31,572	**49,594**
George Cumplido (appointed 23 Jun 20)	769							29,606	**30,375**
Total Key Management Personnel Compensation (Group)	**288,912**				**24,301**	**(2,320)**		**61,178**	**372,071**

James Allchurch was issued options valued at $32,915 during the financial year. These were not exercised and subsequently forfeited on his resignation as a director, therefore receiving no financial benefit during the financial year.

[1]As Non-Executive Directors do not receive any benefits; Sarah Clifton-Brown's annual leave was paid out when she changed to a Non-Executive Director on 1 November 2019. Long service leave did not vest, and was not paid out, as the required period of service was not completed.

The relative proportions of remuneration paid/payable that are linked to performance and those that are fixed are as follows:

Name	Fixed remuneration		At risk - STI		At risk - LTI	
	2021	2020	2021	2020	2021	2020
Directors of PepinNini Minerals Limited						
Rebecca Holland-Kennedy	**100%**	**100%**	**-**	**-**	**-**	**-**
Andre Wessels	**100%**	**100%**	**-**	**-**	**-**	**-**
George Cumplido	**100%**	**100%**	**-**	**-**	**-**	**-**
James Allchurch	**-**	**100%**	**-**	**-**	**-**	**-**
Robert Wei Sun	**100%**	**-**				
Luis Kennedy	**100%**	**-**	**-**	**-**	**-**	**-**
James Moses	**100%**	**-**	**-**	**-**	**-**	**-**

No Director or member of senior management appointed during the period received any payments during the year other than those detailed above.

(G) Service agreements

Rebecca Holland-Kennedy (Executive Director - Managing Director) has a contract for service, details of which are outlined as follows:

- She is required to work five days a week;
- Her current salary inclusive of superannuation is $200,000 per year;
- Her contract commenced on 9 April 2013;
- Termination may be made by either party on providing six months' notice;
- Termination benefits payable upon termination to Mrs Holland-Kennedy are six months' pay.

(H) Share based compensation

Options

An employee share option scheme has been established whereby PepinNini Minerals Limited may, at the discretion of management, grant options over the ordinary shares of PepinNini Minerals Limited to Directors and executives as part of a remuneration package offered for employment. The options so issued are for nil consideration and have variable exercise prices and expiry dates, i.e. last date to exercise the options.

During the financial year 200,000(post consolidation) share options exercisable at $0.50 issued to Andre Wessels 17 March 2020 were cancelled 25 November 2020 and 20,000,000 share options exercisable at $0.005 issued to George Cumplido 24 June 2020 were cancelled 7 August 2020.

The number of options over ordinary shares in the company held during the financial year by each director, and other members of key management personnel of the consolidated entity, including their personally related parties, is set out below:

2021 Name	Balance at start of the year or date of appointment (number)	Granted as compensation (number)	Exercised (number)	Other changes (number)(1)	Balance at end of the year or date of resignation (number)	Vested and exercisable (number)	Unvested (number)
Directors of PepinNini Minerals Limited							
Options							
Rebecca Holland-Kennedy	24,933,274	-	(200,000)	(23,808,885)	924,389	924,389	-
Andre Wessels (Resigned 25 Nov 20)	20,000,000	-	-	(20,000,000)	-	-	-
George Cumplido (Resigned 7 Aug 20)	20,000,000	-	-	(20,000,000)	-	-	-
Robert Wei Sun (appointed 25 Nov 20)	-	-	-	-	-	-	-
Luis Kennedy (appointed 7 Aug 20)	700,000		(15,096)	(677,904)	7,000	7,000	
James Moses (appointed 5 May 21)	-	-	-	-	-	-	-
David Turvey (appointed 8 July 2021)	-	-	-	-	-	-	-
Mena Habib (appointed 9 July 2021)	81,895	-	-	-	81,895	81,895	-
Stephen Ross (appointed 9 July 2021)	-	-	-	-	-	-	-
Other key management personnel of the Group							

There were 1,013,284 unissued ordinary shares held by Directors of PepinNini Minerals Limited and other key management personnel of the group under option at reporting date.

No option holder has any right under the options to participate in any other share issue of the Group.

No ordinary shares in the Company were issued as a result of the exercise of remuneration options by Directors of PepinNini Minerals Limited and other key management personnel of the Group for the 30 June 2021 financial year, no shares issued for the 30 June 2020 financial year.

(1)Other changes primarily relates to share consolidation (100 to 1 ratio) completed during the year.

(I) Shareholdings of Directors and other key management personnel

The number of shares in the company held during the financial year by each Director of PepinNini Minerals Limited and other key management personnel of the Group, including their personally related parties, are set out below. There were no shares granted during the reporting period as compensation.

Remuneration report (continued)

2021 Name	Balance at the start of the year or date of appointment **#**	Received during the year on the exercise of options **#**	Other changes during the year **#**	Balance at the end of the year or date of resignation **#**
Directors of PepinNini Minerals Limited				
Ordinary shares				
Rebecca Holland Kennedy	176,011,406	200,000	(173,277,881)	2,933,525
Andre Wessels (resigned 25 Nov 20)	-	-	-	-
George Cumplido (resigned 7 Aug 20)	-	-	-	-
Luis Kennedy (appointed 7 Aug 20)	1,000,000	15,096	(986,917)	28,179
Robert Wei Sun (appointed 26 Nov 20 resigned 8 Jul 21)	1,742	-	-	1,742
James Moses (appointed 5 May 2021)	-	-	-	-
David Turvey (appointed 8 July 2021)	-	-	-	-
Mena Habib (appointed 9 July 2021)	335,321	-	-	335,321
Stephen Ross (appointed 9 July 2021)	-	-	-	-
Other key management personnel of the Group				
Ordinary shares				
None				

(J) Other Transactions with Directors and other key management personnel

George Holland Pty Ltd, a company of which Rebecca Holland-Kennedy is a director, advanced a loan during the 19/20 financial year for $50,000, the loan was repaid during the 20/21 financial year. The loan was unsecured with an initial term 12 months from the date of receipt of the funds. Interest was payable at 3%.

End of Audited Remuneration Report

Indemnification of officers and auditors

PepinNini Minerals Limited has entered into standard deeds of indemnity and access with each of the Directors. By these deeds, the Company has undertaken, consistent with the Corporations Act 2001, to indemnify each Director in certain circumstances and to maintain Directors' and officers' insurance cover in favour of the Director for seven years after the Director has ceased to be a Director. The Company has paid a premium for the period 1 July 2020 to 1 July 2021 to insure the Directors and officers of the Company, and a new premium covering to 1 July 2022 has been paid in July 2021. In accordance with the terms and conditions of the insurance policy, the amount of the premium paid has not been disclosed on the basis of confidentiality, which is permitted under section 300(9) of the Corporations Act 2001.

No indemnity was given in respect of the auditor, and no insurance premium was paid for such an indemnification.

Proceedings on behalf of the Company

There are no proceedings on behalf of the Company at the date of this report.

No person has applied to the Court under section 237 of the *Corporations Act 2001* for leave to bring proceedings on behalf of the Company, or to intervene in any proceedings to which the Company is a party, for the purpose of taking responsibility on behalf of the Company for all or part of those proceedings.

No proceedings have been brought or intervened in on behalf of the Company with leave of the Court under section 237 of the *Corporations Act 2001.*

Non-assurance services

BDO Audit (SA) Pty Ltd did not provide any non-assurance services during the year ended 30 June 2021.

Details of amounts paid or payable to the auditor BDO Audit (SA) Pty Ltd for assurance services provided during the year by the auditor are outlined in Note 22 to the Financial Statements.

Auditor

BDO Audit (SA) Pty Ltd were appointed auditors on 15th January 2016.

Auditor's independence declaration

The auditor's independence declaration is included on page 19 of the annual financial report.

Resolution of Directors

This Directors' report is signed in accordance with a resolution of Directors made pursuant to s.298(2) of the Corporations Act 2001.

On behalf of the Directors

R. A. Holland-Kennedy

Rebecca Holland Kennedy
Managing Director
Sydney
16 September 2021

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420 King William Street
Adelaide SA 5000
GPO Box 2018, Adelaide SA 5001
AUSTRALIA

DECLARATION OF INDEPENDENCE
BY PAUL GOSNOLD
TO THE DIRECTORS OF PEPINNINI MINERALS LIMITED

As lead auditor of PepinNini Minerals Limited for the year ended 30 June 2021, I declare that, to the best of my knowledge and belief, there have been:

1. No contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
2. No contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of PepinNini Minerals Limited and the entities it controlled during the period.

Paul Gosnold

Paul Gosnold
Director

BDO Audit (SA) Pty Ltd

Adelaide, 16 September 2021

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Financial Report

Consolidated statement of profit or loss and other comprehensive income for the financial year ended 30 June 2021

	Note	Consolidated 2021 $	Consolidated 2020 $
Revenue from Continuing Operations	8	**923**	**1,941**
Other Income	8	**97,634**	**52,959**
Expenses			
Depreciation expense		(778)	(1,260)
Salary & employment costs	9	(292,397)	(407,420)
Operating expenses		(221,465)	(159,728)
Share Registry		(79,015)	(61,369)
Airfares		(14,406)	(15,120)
Professional fees		(138,668)	(134,452)
Currency Loss		(36,949)	(126,539)
Computer Expenses		(46,171)	(14,357)
Insurance		(29,946)	(21,585)
Bank Charges and State Taxes		(3,828)	(7,538)
Legal fees		(235,837)	(39,842)
Impairment of exploration asset		(39,172)	(39,881)
Total expenses		**(1,138,632)**	**(1,029,091)**
Loss before tax		**(1,040,075)**	**(974,191)**
Income tax benefit/(expense)	11	(63,168)	(10,540)
Loss for the year		**(1,103,243)**	**(984,731)**
Other comprehensive income			
Items that may be reclassified to profit or loss		-	-
Items that will not be reclassified to profit or loss		-	-
Total comprehensive Loss for the year		(1,103,243)	(984,731)
Attributable to:			
Members of PepinNini Minerals Limited		(1,103,243)	(984,731)
		(1,103,243)	**(984,731)**
Earnings per share for loss attributable to the ordinary equity holders of the company:			
Basic loss (cents per share)	13	(3.4)	(0.1)
Diluted loss (cents per share)	13	(3.4)	(0.1)

The above consolidated statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes.

Consolidated statement of financial position as at 30 June 2021

	Note	Consolidated 2021 $	Consolidated 2020 $
Current assets			
Cash and cash equivalents	3	2,979,869	148,034
Trade and other receivables	10	136,171	201,310
Prepayments		3,368	66
Total current assets		**3,119,408**	**349,410**
Non-current assets			
Exploration and evaluation expenditure	5	18,577,983	18,077,365
Intangible Assets	7	2,293,428	-
Right of Use asset		33,615	4,816
Property, plant and equipment		1,997	2,774
Total non-current assets		**20,907,023**	**18,084,955**
Total assets		**24,026,431**	**18,434,365**
Current liabilities			
Trade and other payables		188,511	142,581
Lease Liability		24,970	8,278
Annual and long service leave		175,337	199,139
Borrowing Related Party		-	50,000
Total current liabilities		**388,818**	**399,998**
Non-Current liabilities			
Lease Liability		8,598	-
Provisions		-	-
Total Non-current liabilities		**8,598**	**-**
Total liabilities		**397,416**	**399,998**
Net assets		**23,629,015**	**18,034,367**
Equity			
Issued capital	12	35,779,326	31,553,476
Reserves	12	3,292,770	820,729
Retained earnings	12	(15,443,081)	(14,339,838)
Total Equity attributable to equity holders of the Company		**23,629,015**	**18,034,367**

The above consolidated statement of financial position should be read in conjunction with the accompanying notes.

Consolidated statement of changes in equity for the financial year ended 30 June 2021

	Issued Capital Note 12(a)			Reserves Note 12a)		Retained Earnings Note (12a)	
Consolidated	**Fully paid ordinary shares $**	**Fully paid options $**	**Prepaid share reserve $**	**Equity settled employee benefits reserve $**	**Share Based Payments Reserve $**	**Retained earnings $**	**Total attributable to equity holders of the Company $**
Balance at 1 July 2019	**30,551,603**	**553,623**	**-**	**594,444**	**112,672**	**(13,355,107)**	**18,457,235**
Loss for the year	-	-	-	-	-	(984,731)	(984,731)
Other comprehensive income	-	-	-	-	-	-	-
Total comprehensive (loss)/income	**-**	**-**	**-**	**-**	**-**	**(984,731)**	**(984,731)**
Issue of shares, net of transaction costs and tax	448,250	-	-	-	-	-	448,250
Employee share options	-	-	-	-	113,613	-	113,613
Balance at 30 June 2020	**30,999,853**	**553,623**	**-**	**594,444**	**226,285**	**(14,339,838)**	**18,034,367**
Balance at 1 July 2020	**30,999,853**	**553,623**	**-**	**594,444**	**226,285**	**(14,339,838)**	**18,034,367**
Loss for the year	-	-	-	-	-	(1,103,243)	(1,103,243)
Other comprehensive income	-	-	-	-	-	-	-
Total comprehensive (loss)/income	**-**	**-**	**-**	**-**	**-**	**(1,103,243)**	**(1,103,243)**
Issue of shares, net of transaction costs and tax	2,684,908	989,692		-	-	-	3,674,600
Capital received in advance of shares issued	-	-	306,000	-	-	-	306,000
Share based payments	551,250	-	-	-	2,166,041	-	2,717,291
Balance at 30 June 2021	**34,236,011**	**1,543,315**	**306,000**	**594,444**	**2,392,326**	**(15,443,081)**	**23,629,015**

The above consolidated statements of changes in equity should be read in conjunction with the accompanying notes

Consolidated statement of cash flows
for the financial year ended 30 June 2021

	Note	Consolidated 2021 $	Consolidated 2020 $
Cash flows from operating activities			
Payments to suppliers and employees (inclusive of GST)		(1,073,235)	(735,377)
Receipts in the course of business (inclusive of GST)		72,161	-
Covid 19 Government funding		96,634	40,432
Net cash (used in) operating activities	3	**(904,440)**	**(694,945)**
Cash flows from investing activities			
Interest received		923	1,941
Payments for exploration and evaluation activities		(539,790)	(480,019)
Payments for property, plant and equipment		-	
Proceeds from disposal of property, plant and equipment		-	12,527
Net cash provided by / (used in) investing activities		**(538,867)**	**(465,551)**
Cash flows from financing activities			
Proceeds from issues of equity securities		4,570,998	528,470
Costs of issuing shares		(229,703)	(38,325)
Proceeds from Director Loans		-	50,000
Repayment of Director Loans		(50,000)	(122,000)
Repayment of lease liabilities		(14,036)	(24,380)
Payment of interest on lease liabilities		(2,117)	890
Proceeds from issue of convertible notes		-	-
Net cash provided by financing activities		**4,275,142**	**392,875**
Net increase / (decrease) in cash and cash equivalents		**2,831,835**	**(767,621)**
Cash and cash equivalents at the beginning of the financial year		**148,034**	**915,655**
Net foreign exchange differences on foreign cash balances			
Cash and cash equivalents at the end of the financial year	3	**2,979,869**	**148,034**

The above consolidated statement of cash flows should be read in conjunction with the accompanying notes.

Notes to the Financial Statements

Structure of Notes and materiality

Note disclosures are split into five sections shown below to enable a better understanding of how the Group performed.

General information

1. General information
2. Significant accounting policies

The business' performance

3. Cash
4. Leases and right of use assets
5. Exploration and evaluation expenditure
6. Business and geographical segments
7. Intangible Assets
8. Revenue and other income
9. Compensation
10. Trade and other receivables
11. Taxation

Capital

12. Equity
13. Earnings per share
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Structures

15. Parent entity information
16. Consolidation
17. Investment in subsidiaries

Unrecognised items and additional information

18. Related party transactions
19. Financial risk management
20. Commitments for expenditure
21. Subsequent events
22. Remuneration of auditors
23. Options on issue

Accounting policies and critical accounting judgements applied to the preparation of financial statements have been moved to the relevant section.

Information is only being included in the Notes to the extent that it has been considered material and relevant to the understanding of the financial statements.

Note 1 General information

This financial report covers the consolidated financial statements for the consolidated entity consisting of PepinNini Minerals Limited (the "Company" or "Parent") and its controlled entities (the "Group" or the "consolidated entity").

The Company's registered office and its principal place of business are as follows:

Registered office:

96 Babbage Road

ROSEVILLE CHASE NSW 2069

☎: +61 (0)2 9417 6212

🖷: +61 (0)2 9417 3043

Email: admin@pepinnini.com.au

Exploration office SA:

22A Charlotte Street

SMITHFIELD SA 5114

☎: +61 (0)8 8254 2044

🖷: +61 (0)8 8254 2033

Principal office:

Level 1, 6/68 North Terrace

KENT TOWN SA 5067

☎: +61 (0)8 8218 5000

🖷: +61 (0)8 8212 5717

Email: admin@pepinnini.com.au

PepinNini Minerals Limited was incorporated in Australia and is domiciled in Australia.

A description of the nature of the consolidated entity's operations and its principal activities is included in the review of operations and activities in the Directors' report, which is not part of this financial report.

The financial report was authorised for issue by the Directors on 16 September 2021. The Group has the power to amend and reissue the financial report.

Note 2 Significant accounting policies

The principal accounting policies adopted in the preparation of the financial report are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

(a) Basis of preparation

The general purpose financial report has been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board and the *Corporations Act 2001*. PepinNini Minerals Limited is a for-profit entity for the purpose of preparing the financial statements.

(i) Compliance with IFRS

The financial report complies with Australian Accounting Standards and International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board.

(ii) Historical cost convention

These financial statements have been prepared under the historical cost convention.

(iii) Critical accounting estimates

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that may have a financial impact on the entity and that are believed to be reasonable under the circumstances.

Note 2 Significant accounting policies (continued)

The Group makes estimates and assumptions concerning the future, the results of which, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed in the respective notes:

(a) Reserves and resources (note 5)

(b) Deferred tax assets (note 11)

(c) Share Based Payments/Intangible assets (note 14)

(iii) Reclassification

When the presentation or classification of items in the financial report is amended, comparative amounts are reclassified to ensure comparability.

(iv) Going concern

The financial statements have been prepared on a going concern basis which contemplates the continuity of normal business activities and the realisation of assets and discharge of liabilities in the ordinary course of business. This includes the realisation of capitalised exploration expenditure of $18,577,983(30 June 2020: $18,077,365).

The Group has incurred a loss after tax for the year of $1,103,243 (2020: $984,731) and operations were funded by a net cash inflow of $904,440 (2020 Outflow: $649,945).

The financial statements do not include any adjustments that may be necessary if the consolidated entity is unable to continue as a going concern.

(b) Adoption of new and revised Accounting Standards

In the current year, the Group has adopted all of the new and revised Standards and Interpretations issued by the Australian Accounting Standards Board (the AASB) that are relevant to its operations and effective for the current annual reporting period. Details of the impact of the adoption of these new accounting standards are set out in the individual accounting policy notes set out below. The adoption of these standards did not have any material impact on the current period or any prior period and is not likely to affect future periods.

(c) New accounting standards and interpretations

There are no standards issued but not yet effective that are expected to have a material impact on the entity in future reporting periods or on foreseeable future transactions.

(d) Goods and services tax

Revenues, expenses and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the taxation authority. In this case it is recognised as part of the cost of acquisition of the asset or as part of the expense.

Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the taxation authority is included within other receivables or payables in the statement of financial position.

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to, the taxation authority, are presented as operating cash flows.

(e) Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The consolidated financial statements are presented in Australian dollars, which is PepinNini Minerals Limited's functional and presentation currency.

Note 2 Significant accounting policies (continued)

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Gains and losses resulting from the settlement of such transactions and from the translation at year end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the statement of profit or loss and other comprehensive income, except when they are deferred in equity as qualifying cash flow hedges and qualifying net investment hedges or are attributable to part of the net investment in a foreign operation.

Translation differences on financial assets and liabilities carried at fair value are reported as part of the fair value gain or loss.

The business performance

Note 3 Cash

Cash and cash equivalents at 30 June 2021 was $2,979,869 (2020: $148,034).

Cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

To manage exposure to credit risk, cash and cash equivalents must have a minimum credit rating of “A”.

The Group’s weighted average interest rate is 0.05% (2020: 0.05%).

(a) Reconciliation of loss after income tax to net cash outflow from operating activities, and non-cash activities

	Consolidated	
	2021	**2020**
		$
Loss for the year after tax	(1,103,243)	(984,731)
Non-cash items		
Depreciation expensed	778	17,728
(Gain)/loss on disposal of PPE	-	(12,527)
Impairment of exploration assets	39,172	39,881
Options expense	-	61,178
Depreciation & interest expense on leases	12,644	-
Items not classified as operating		
Interest income	(923)	(1,941)
Income tax expense	63,168	10,540
Changes in net assets and liabilities		
(Increase) / decrease in assets:		
Trade and other receivables	61,837	130,283
Increase / (decrease) in liabilities:		
Trade and other payables	22,127	19,552
Provisions	-	25,092
Net cash outflow from operating activities	**(904,440)**	**(694,945)**

Note 4 Leases and right-of-use assets

A right-of-use asset is recognised at the commencement date of a lease. The right-of-use asset is measured at cost, which comprises the initial amount of the lease liability, adjusted for, as applicable, any lease payments made at or before the commencement date net of any lease incentives received, any initial direct costs incurred, and, except where included in the cost of inventories, an estimate of costs expected to be incurred for dismantling and removing the underlying asset, and restoring the site or asset.

Right-of-use assets are depreciated on a straight-line basis over the unexpired period of the lease or the estimated useful life of the asset, whichever is the shorter. Where the consolidated entity expects to obtain ownership of the leased asset at the end of the lease term, the depreciation is over its estimated useful life. Right-of use assets are subject to impairment or adjusted for any remeasurement of lease liabilities

Note 5 Exploration and evaluation expenditure (E&E)

The Group capitalises and carries forward E&E incurred (e.g. payments for tenement acquisition and maintenance, analytical, geological, geophysical, exploration related personnel, drilling and results analysis, and an allocation of exploration overhead) where the rights of tenure of the area of interest are current and expenditures are expected to be recouped through:

I. successful development and commercial exploitation of the area of interest;

II. or by its sale or exploration;

III. or evaluation activities in the area of interest have not, at the reporting date, reached a stage which permits an assessment of the existence or otherwise of economically recoverable reserves, and active and significant operations in, or in relation to, the area of interest are continuing.

Exploration and evaluation assets are initially measured at cost, and have an indefinite life (the useful life ends at an indeterminate time when future decisions are made to sell, transfer, develop and exploit, or discontinue the use of these assets).

The Impairment expense during the year relates to areas of interest in Argentina that will not be progressed any further.

Note 20 details the statutory expenditure commitments for granted exploration tenements.

The Group's accounting policy requires management to make certain assumptions as to future events and circumstances. Exploration costs are carried forward based on the accounting policy set out above. Exploration and evaluation assets are assessed for impairment when facts and circumstances suggest that the carrying amount may exceed recoverable amount. Where required, impairment is recorded as impairment of exploration asset in the statement of profit or loss and other comprehensive income.

The Group has recognised impairment losses in the year ended 30 June 2021 of $39,172 (2020: $39,881).

Critical accounting estimates and judgements: Impairment of E&E

Note 6 Business and geographical segments

The Group has applied AASB 8 *Operating Segments* from 1 July 2009. AASB 8 requires a 'management approach' under which segment information is presented on the same basis as that used for internal reporting purposes. The chief operating decision-makers have been identified as the board of Directors consisting of executive and non-executive Directors.

The operating segments are identified by management based on the nature of the commodity to be sold. Discrete financial information about operating businesses is reported to the executive management (executive Directors) on at least a monthly basis. The Group operates in one segment, being mineral exploration and development.

	2021	2020
Non-current operating assets	**$**	**$**
Australia	12,437,807	12,119,562
Argentina	6,140,176	5,957,803
Total	**18,577,983**	**18,077,365**

Note 7 Intangible assets

	2021	2020
Intangible asset	**$**	**$**
Licence Applications	2,293,428	-
Total	**2,293,428**	**-**

The value was not capitalised to E&E because an active right to tenure is not currently present.

Rather, it has been capitalised as an Intangible Asset at this stage because it meets the recognition requirements per AASB 138.21&25 and will either:

- Be reclassified to E&E should the exploration license application be successful and a right to tenure be established; or
- Be expensed in future periods should the application be unsuccessful.

The value was calculated using the share price on closing on the day of completion and issue of the shares as consideration for the acquisition of the Eyre Peninsula Kaolin Project (6 April 2021)

Note 8 Revenue and other income

The Group's revenue for the year is as follows:

	Consolidated	
	2021 $	**2020 $**
Interest revenue:		
Bank deposits	923	1,941
	923	**1,941**
Other income:		
Gain on sale of assets	-	12,527
Administrative services income	1,000	-
Government Covid Subsidies	96,634	40,432
	97,634	**52,959**

Interest income

Interest income is recognised using the effective interest method.

Government grants

Government grants include government assistance where there are no conditions specifically relating to the operating activities of the Group other than the requirement to operate in certain regions or industry sectors. Grants are recognised at their fair value where there is reasonable assurance that the grant will be received and the Group will comply with all attached conditions.

During the year COVID-19 resulted in various benefits being available to support business, PepinNini received the Cash Flow Boost which reimbursed PAYG and also Job Keeper payment to support the cost of maintaining the workforce.

Grants for exploration drilling activity within an exploration tenement which has not yet reached a stage which permits reasonable assessment of the existence of economically recoverable reserves, is offset against costs capitalised and where objective evidence of impairment exists, is written off along with the associated costs.

Note 9 Compensation

(a) Key management personnel compensation

The following persons were Directors of PepinNini Minerals Limited during the financial year:

- Rebecca Holland-Kennedy – Managing Director
- Luis Kennedy – Non-Executive Director
- Robert Wei Sun – Non-Executive Director
- Andre Wessels- Non-Executive Director
- George Cumplido – Non-Executive Director
- James Moses – Non-Executive Director

Other than the Directors, there are no employees directing and controlling the activities of the Group, directly or indirectly, during the financial year that would be considered key management personnel.

Compensation for key management personnel during the year was:

	Consolidated	
	2021	2020 $
Short-term employee benefits	265,447	288,912
Long-term benefits	6,797	(2,320)
Post-employment benefits	22,737	24,301
Share-based payments – equity settled	-	61,178
	294,981	**372,071**

Detailed remuneration disclosures are provided in the remuneration report on pages 11 to 17

(b) Total salary & employment costs

Salaries & wages	406,028	417,636
Employee options expense	-	61,178
Defined contribution superannuation expense	36,192	37,236
Salary Cost capitalised to Exploration and Evaluation Asset	(149,823)	(108,630)
	292,397	**407,420**

(i) Wages and salaries, annual leave, long service and sick leave

Liabilities for wages and salaries, including non-monetary benefits, annual leave, and accumulating sick leave expected to be settled within 12 months of the reporting date are recognised when it is probable that settlement will be required and they are capable of being measured reliably. Amounts recognised are in respect of employees' services up to the reporting date and are measured at the amounts expected to be paid when the liabilities are settled. Expected future payments are discounted using market yields at the reporting date on corporate bonds with terms to maturity and currency that match, as closely as possible, the estimated future cash outflows.

(ii) Defined contribution plans

Contributions to defined contribution superannuation plans in respect of administrative employees are expensed as they become payable. Prepaid contributions are recognised as an asset to the extent that a cash refund or reduction in the future payments is available. Where an employee is involved in exploration activities, the contributions form part of the exploration and evaluation expenditure capitalised for the period during which the expenditure was occurred.

(iii) Compensation qualifying as exploration and evaluation expenditure

The Group's policy on the treatment of Exploration and Evaluation Expenditure is detailed at note 5. For employees involved in exploration activities, the expenditure on employee compensation is capitalised as part of the cost of an Exploration and Evaluation Asset when that expenditure meets the definition of Exploration and Evaluation Expenditure.

Note 9 Compensation (continued)

(iv) Employee Share Option Scheme

PepinNini Minerals Ltd has an employee share option scheme as part of its overall compensation arrangement with employees. Details of the scheme are shown at note 14 Share Based Payments.

Note 10 Trade and Other Receivables

	Consolidated	
	2021 $	**2020 $**
Current		
GST/VAT receivable	136,171	201,310
Trade and other receivables	**136,171**	**201,310**

The consolidated entity recognises a loss allowance for expected credit losses on financial assets which are measured at amortised cost. Where there has not been a significant increase in exposure to credit risk since initial recognition, a 12-month expected credit loss allowance is estimated. Where a financial asset has become credit impaired or where it is determined that credit risk has increased significantly, the loss allowance is based on the asset's lifetime expected credit losses

The trade and other receivables do not have an external credit rating.

(a) Maturities of trade and other receivables

Of the total trade and other receivables balance, $136,171 is expected to mature in less than 12 months (2020: $201,310).

Note 11 Taxation

PepinNini Minerals Limited and its wholly-owned Australian controlled entities have implemented the tax consolidation legislation. As a consequence, these entities are taxed as a single entity and the deferred tax assets and liabilities of these entities are set off in the consolidated financial statements.

This note provides an analysis of the Group's income tax expense, amounts recognised and deferred tax assets and liabilities. The income tax expense of $63,168 for the year ended 30 June 2021 (2020: $10,540) represents the tax relating to share issue costs.

Deferred income tax is determined using a tax rate applicable at the end of the reporting period and expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

	Consolidated	
	2021	**2020**
	$	**$**
(a) Income tax expense / (benefit)		
Deferred tax (benefit) / expense	63,168	10,540
	63,168	**10,540**
Deferred income tax expense included in income tax expense comprises:		
Decrease (increase) in deferred tax assets	200,838	136,048
(Decrease) increase in deferred tax liabilities	(137,670)	(125,508)
	63,168	**10,540**
(b) Numerical reconciliation of income tax expense to prima facie tax payable		
Loss from continuing operations before income tax expense	**(1,040,075)**	**(974,191)**
Tax at the Australian tax rate of 27.5% (2020- 27.5%)	(286,021)	(267,903)
Tax effect of amounts which are not deductible (taxable) in calculating taxable income:		
Stock compensation	-	16,824
Non-assessable income	15,098	30,432
Deferred tax assets not recognised as not probable	207,755	231,187
Income tax (benefit) / expense	**63,168**	**10,540**
(c) Amounts recognised directly in equity		
Net deferred tax – credited directly to equity	**63,168**	**10,540**

Note 11 Taxation (continued)

	Consolidated 2021 $	Consolidated 2020 $
(d) Tax losses		
Unused tax losses for which no deferred tax asset has been recognised:		
Revenue losses	15,153,684	14,482,089
Capital losses	5,840,532	5,840,532

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses. Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously. Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, tax is also recognised in other comprehensive income or directly in equity.

	Consolidated 2021 $	Consolidated 2020 $
The net deferred tax asset comprises temporary differences attributable to:		
Deferred tax assets:		
Fundraising costs	80,594	73,398
Provisions and accruals	48,218	54,763
Tax losses	9,128,036	7,268,099
Deferred tax assets not recognised for unused tax losses	(3,722,018)	(1,998,623)
Deferred tax assets:	**5,534,830**	**5,397,637**
Deferred tax liabilities		
Exploration expenditure	(5,534,078)	(5,396,408)
Other	(752)	(1,229)
	(5,534,830)	**(5,397,637)**
Total net deferred tax assets	-	-

Critical accounting estimates and judgements

Deferred tax assets are only recognised for deductible temporary differences and unused tax losses if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

The carrying amount of net deferred taxes at 30 June 2021 is $0 (2020: $0).

Capital

Note 12 Equity

(a) Share capital

Ordinary shares entitle the holder to participate in dividends and to share in the proceeds of winding up of the Group in proportion to the number of and amounts paid on the shares held. Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds. Ordinary shares have no par value and the company does not have a limited amount of authorised capital. All issued ordinary shares carry one vote per share.

A share consolidation of 100:1 was completed during the year. All comparative ordinary share and share option numbers are pre 100:1 consolidation, unless otherwise disclosed

	2021		2020	
	No.	$	No.	$
Fully paid ordinary shares and fully paid options				
Balance at beginning of financial year	**1,626,651,402**	**31,553,476**	**1,238,011,757**	**31,105,226**
Issue of shares prior to share consolidation	205,000,000	205,000	388,639,645	588,470
Share consolidation (100 to 1)	(1,813,334,888)	-		
Issue of shares post share consolidation	22,664,578	3,621,556	-	-
Share issue costs (Share based payments)	-	(423,863)		
Share issue costs (other)	-	(229,703)		(150,760)
Tax effect on issue costs	-	63,168		10,540
Options exercised (issued as part of capital raise)	3,844,113	989,692		
Balance at end of financial year	**44,825,205**	**35,779,326**	**1,626,651,402**	**31,553,476**

On 24 August 2020 a private placement was completed to raise $205,000 and on 30 October 2020 an entitlement issue raised $1,587,619. Three further private placements in October and December raised $943,619. In January 2021 Acuity Capital under the Controlled Placement signed in 2018 raised $306,000. On 20 May 2021 a private placement raised $322,000. The exercise of options during the year raised $989,692. Total share capital raised during the year, excluding share issuing costs, was $4,611,248.

Funds raised have been directed to the Musgrave Project, the Lithium Brine Project in Argentina, the Santa Ines Copper Gold Project in Argentina, acquisition costs for the Eyre Peninsula Kaolin Project and for general working capital.

Reserves and retained earnings

(i) Equity Settled Employee Benefits Reserve

The equity-settled employee benefits reserve is used to recognise the fair value at grant date of share options granted to executives and senior employees. The fair value is then expensed over the vesting period of the share options. Amounts are transferred out of the reserve and into issued capital when the options are exercised.

(ii) Prepaid Share Reserve

The prepaid share reserve shows cash received for share placement where the shares are not issued before the end of the reporting period.

(iii) Retained Earnings

Retained earnings is a category of reserves which shows the accumulated undistributed profits or losses of the group since its inception.

(b) Capital risk management

The Group considers its capital to comprise its ordinary share capital and accumulated losses as shown in the Consolidated statement of changes in equity. The Group's objectives when managing capital is to safeguard its ability to continue as a going concern. To ensure this the group may adjust dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

There were no changes to the Group's approach to capital management during the year; the group monitor capital to ensure the company has appropriate cash and cash equivalents to meet needs. The Group is not subject to externally imposed capital requirements.

Note 13 Earnings per share

Basic earnings per share is calculated by dividing:

i) the profit attributable to equity holders of the company, excluding any costs of servicing equity other than ordinary shares, and

ii) the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the year.

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

i) the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares, and

ii) the weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares.

	Consolidated	
	2021 Cents	**2020 Cents**
Total basic loss per share attributable to the ordinary equity holders of the company	**(3.4)**	**(6.1)**
Total diluted loss per share attributable to the ordinary equity holders of the company	**(3.4)**	**(6.1)**
Loss attributable to the ordinary equity holders of the company used in calculating basic earnings per share	**(1,103,243)**	**(984,731)**

Weighted average number of shares used as the denominator for both basic and diluted loss per share is 33,443,011 (2020: 1,626,651,402). A total of 9,546,255 options (2020: 386,687,453) have not been included in the calculation of diluted loss per share as they are anti-dilutive.

2020 comparison has been restated as a post share consolidation value.

Note 14 Share-based payments

The total amount for the period arising from transactions accounted for as equity-settled share-based payment transactions was $2,717,291 (2020: $113,613). $423,863 (2020: $52,435) was debited directly to issued capital as costs of raising share capital. $Nil (2020: $61,178) was included in Salary and Employment Costs in the Statement of Profit or Loss and Other Comprehensive Income.

(a) Employee Share Option Scheme

PepinNini Minerals Limited has an employee share option scheme. At the discretion of management options are granted over the ordinary shares of PepinNini Minerals Limited to Directors and executives as part of a remuneration package offered for employment. The options so issued are for nil consideration and have variable exercise prices and maturity dates, i.e. last date to exercise the options. Employees must still be employed or engaged by the company on the vesting date, else the option lapses. Director's options if granted on joining the company have the same terms as employee options and continued service is required to hold them. Where director options are granted as a reward for service and shareholder approval received these do not lapse on no longer holding the position.

Note 14 Share-based payments (continued)

Each employee share option converts into one ordinary share of PepinNini Minerals Limited on exercise. No amounts are paid or payable by the recipient on receipt of the option. The options carry neither rights to dividends nor voting rights. Options may be exercised at any time from the date of vesting to the date of their expiry. The fair value of share-based compensation granted is recognised as an expense or asset as appropriate, with a corresponding increase in equity. The fair value is measured at grant date and is recognised over the period during which the employees or third party become unconditionally entitled to the stock compensation (the vesting period).

The fair value at grant date is determined using market prices for shares and using a Black-Scholes option pricing model for options. The fair value of the options granted is adjusted to reflect market vesting conditions, but excludes the impact of any non-market vesting conditions (for example, profitability and sales growth targets). Non-market vesting conditions are included in assumptions about the number of options that are expected to become exercisable. At each reporting date, the entity revises its estimate of the number of options that are expected to become exercisable.

The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome.

No share based payment options were exercised during the year ended 30 June 2021 (2020: 0)

The weighted average remaining contractual life of share options under the Employee Share Option Scheme outstanding at the end of the period was 0 months (2020:19 months).

Note 14 Share-based payments (continued)

Set out below is a summary of options under the Employee Share Option Scheme:

Grant Date	Vesting Date	Expiry Date	Exercise price	Balance at start of the year	Granted during the year	Forfeited during the year	Exercised during the year	Expired during the year	Balance at end of the year	Vested and exercisable at end of the year
			Cents	Number	Number	Number	Number	Number	Number	Number
					Consolidated and company – 2021					
21 Jan 16	21 Jan 18	31 Jan 21	10.0	100,000				100,000	-	-
10 Nov 17	10 Nov 17	09 Nov 20	4.0	4,250,000				4,250,000	-	-
16 Mar 18	16 Mar 18	16 Mar 21	5.0	1,050,000				1,050,000	-	-
16 Mar 18	16 Mar 19	16 Mar 22	7.0	300,000		(300,000)			-	-
16 Mar 18	16 Mar 20	16 Mar 23	9.0	300,000		(300,000)			-	-
09 Mar 20	09 Mar 20	09 Mar 23	0.5	20,000,000		(20,000,000)			-	-
22 Jun 20	22 Jun 20	22 Jun 23	0.5	20,000,000		(20,000,000)			-	-
TOTAL				46,000,000		(40,600,000)		5,400,000	-	-
		Weighted average exercise price of options		1.0c	-	0.6c		4.3c	-	-
					Consolidated and company – 2020					
10 Nov 14	10 Nov 16	9 Nov 19	10.0	200,000				200,000	-	-
21 Jan 16	21 Jan 17	31Jan 20	6.0	100,000				100,000	-	-
21 Jan 16	21 Jan 18	31 Jan 21	10.0	100,000					100,000	100,000
10 Nov 17	10 Nov 17	09 Nov 20	4.0	4,250,000					4,250,000	4,250,000
16 Mar 18	16 Mar 18	16 Mar 21	5.0	1,050,000					1,050,000	1,050,000
16 Mar 18	16 Mar 19	16 Mar 22	7.0	300,000					300,000	300,000
16 Mar 18	16 Mar 20	16 Mar 23	9.0	300,000					300,000	300,000
01 Jul 19	01 Jul 19	30 Jun 23	0.5	-	15,000,000	(15,000,000)			-	-
09 Mar 20	09 Mar 20	09 Mar 23	0.5	-	20,000,000				20,000,000	20,000,000
22 Jun 20	22 Jun 20	22 Jun 23	0.5	-	20,000,000				20,000,000	20,000,000
TOTAL				6,300,000	55,000,000	(15,000,000)		300,000	46,000,000	46,000,000
		Weighted average exercise price of options		4.8c	0.5c	0.5c		8c	1.0c	1.0c

(b) Hillside Acquisition share based payment

1,200,000 options were granted during the year for acquisition of an asset (2020:0)

For these options granted during the current financial year, the valuation model inputs used to determine the fair value at the grant date, are as follows:

Grant Date	Vesting Date	Expiry Date	Share price at grant date	Exercise price	Expected volatility	Dividend yield	Risk-free interest rate	Fair value at grant date
			Cents	Cents	%	%	%	Cents
7 Apr 21	TBD	31 Dec 23	31.5	35	181%	0%	0.33%	27.06

Fair value of options granted

The fair value of the options was calculated as $324,677.

1,750,000 shares were issued during the year for payment of asset acquisition (2020: 0). The shares were issued at a price of $0.315 which represented the price on the day of issue. 4,500,000 shares were also granted at the same price but will not be issued until the licences are granted as are the terms of the agreement.

Together these 3 values total $2,293,428, this is the value of the intangible asset detailed in note 7.

(a) Other Share Based Payments

2,500,000 options were issued during the year for payment of services (2020: 24,000,000).

The weighted average remaining contractual life of share options for Other Share Based Payments outstanding at the end of the period was 22 months (2020: 31 Months).

No shares were issued during the year for payment for services (2020: 19,115,687).

Fair value of options granted

2,500,000 options were granted in the 2021 financial year (2020:24,000,000). The weighted average fair value of options granted during the year was $0.25 per option (2020:$0.0022).

For options granted during the current financial year, the valuation model inputs used to determine the fair value at the grant date, are as follows:

Grant Date	Vesting Date	Expiry Date	Share price at grant date	Exercise price	Expected volatility	Dividend yield	Risk-free interest rate	Fair value at grant date
			Cents	Cents	%	%	%	Cents
26 Nov 20	26 Nov 20	31 Dec 23	17	25	348%	0%	0.38%	16.95

Below is a summary of options for Other Share Based Payments:

Grant Date	Vesting Date	Expiry date	Exercise price	Balance at start of the year	Granted during the year	Share Consolidation	Exercised during the year	Expired during the year	Balance at end of the year	Vested and exercisable at end of the year
			Cents	Number	Number	Number	Number	Number	Number	Number
			Consolidated and company – 2021							
6 May 19	6 May 19	30 Nov 22	80	51,000,000	-	50,490,000	-	-	510,000	510,000
27 Sep 19	27 Sep 19	30 Nov 22	80	24,000,000	-	23,760,000	-	-	240,000	240,000
26 Nov 20	26 Nov 20	31 Dec 23	25	-	2,500,000	-	-	-	2,500,000	2,500,000
07 Apr 21	TBD	31 Dec 23	35	-	1,200,000	-	-	-	1,200,000	-
TOTAL				75,000,000	3,700,000	-	-	-	4,450,000	3,250,000
			Weighted average exercise price of options	0.8c	28c				37c	38c

Consolidated and company – 2020

6 May 19	6 May 19	30 Nov 22	0.8	51,000,000	-	-	-	-	51,000,000	51,000,000
27 Sep 19	27 Sep 19	30 Nov 22	0.8	-	24,000,000	-	-	-	24,000,000	24,000,000
TOTAL				51,000,000	24,000,000	-	-	-	75,000,000	75,000,000

Structure

Note 15 Parent entity information

	Parent	
	2021	2020
Statement of Financial Position	**$**	**$**
Current assets	2,901,008	146,857
Total assets	**18,311,820**	**12,241,987**
Current liabilities	(259,931)	(285,012)
Total liabilities	**(253,121)**	**(328,202)**
Shareholders' equity		
Issued capital	35,779,327	31,553,477
Prepaid share reserve	306,000	-
Share Based Payment Reserve	1,742,178	-
Equity settled employee benefits reserve	1,244,591	820,728
Retained earnings	(21,013,398)	(20,460,420)
Total shareholders' equity	**18,058,698**	**11,913,785**
Profit or loss for the year	**(552,978)**	**(1,979,213)**
Total comprehensive income	**(552,978)**	**(1,979,213)**

The financial information for the parent entity, PepinNini Minerals Limited, disclosed above have been prepared on the same basis as the consolidated financial statements, except as set out below:

(i) Investments in subsidiaries

Investments in subsidiaries are accounted for at fair value in the financial statements of PepinNini Minerals Limited.

(ii) Tax consolidation legislation

Details of tax consolidation treatment are disclosed in note 11.

The Company has not provided any financial guarantees as at 30 June 2021 and has no contingent liabilities as at 30 June 2021 (2020: none).

Note 16 Principles of consolidation

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of the Company and the results of all subsidiaries as at 30 June 2021 and the results for all subsidiaries for the year then ended.

Subsidiaries are all those entities (including special purpose entities) over which the Group has control. Control is achieved when the group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

Intercompany transactions and balances between Group companies are eliminated in full. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

There are no significant restrictions on the ability of PepinNini Minerals Limited to access or use assets, and settle liabilities of any of the controlled entities.

Note 17 Investments in subsidiaries

Name of subsidiary	Country of incorporation	Ownership interest	
		2021 %	2020 %
NiCul Minerals Ltd^*	Australia	100	100
PepinNini Resources Curnamona Pty Ltd*	Australia	100	100
PepinNini Robinson Range Pty Ltd*	Australia	100	100
PepinNini Minerals International Pty Ltd*	Australia	100	100
PepinNini QLD Pty Ltd*	Australia	100	100
PepinNini Sociedad Anonima	Argentine Republic	100	100
PepinNini Kaolin Pty Ltd	Australia	100	-

The proportion of ownership interest is equal to the proportion of voting power held.

* These companies are members of the tax-consolidated group. PepinNini Minerals Limited is the head entity within the tax consolidated group.

^Name change 26 July 2011 from PepinNini Resources Pty Ltd

Unrecognised items and additional information

Note 18 Related party transactions

(a) Subsidiaries

Interests in subsidiaries are set out in note 17.

(b) Key management personnel

Disclosures relating to key management personnel are set out in note 9.

(c) Transactions with related parties

As at 30 June 2021, George Holland Pty Ltd, a company of which Rebecca Holland-Kennedy is a Director held 637,445 shares, (2020: 38,246,700). As at 30 June 2021 Kalinda Outlook Pty Ltd, a company of which Rebecca Holland-Kennedy is a Director held 2,296,080 shares (2020: 137,764,706), and is the counterparty to PepinNini borrowings of $0 (2020: $50,000).

(d) Terms and conditions

Transactions relating to dividends and subscriptions for new ordinary shares were on the same terms and conditions that applied to other shareholders.

Note 19 Financial risk management

The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Group. The Group uses different methods to measure different types of risk to which it is exposed. These methods include sensitivity analysis of interest rate, foreign exchange and other price risks.

Risk management is carried out by the board of Directors who provide principles for overall risk management.

The Group holds the following financial instruments:

		Consolidated	
	Note	2021	2020
		$	$
Financial assets at amortised cost			
Cash and cash equivalents	3	2,979,869	148,034
Trade and other receivables	10	136,171	201,310
		3,116,040	**349,344**
Financial liabilities at amortised cost			
Trade and other payables	*	(188,510)	(142,581)
Lease Liability		(33,568)	(8,278)
Borrowing related party		-	(50,000)
		(222,078)	**(200,859)**

*Trade and other payables amounts represent liabilities for goods and services provided to the Group prior to the end of the financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months from the reporting date. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

Most of the Group's financial liabilities are due to be settled within 6 months. Consequently, no discounting has been applied for the time value of money, and the total contractual cash flows are equal to the carrying amounts of trade and other payables.

Note 19 Financial risk management(continued)

(a) Market risk

(i) Commodity price risk

Changes in commodity prices may impact the Group's projected cash flows in future years and may impact the assessment of the carrying value of its assets. However, given the Company is not yet in production, changes in commodity prices do not currently impact the Group's profit or loss or its cash flows.

(ii) Interest rate risk

Exposure arises from assets bearing variable interest rates. With consideration of the cash balance at 30 June 2021 and the Group's intention to hold fixed rate assets to maturity, the impact of interest rate risk is considered to be immaterial.

(iii) Currency risk

The group operates internationally and is exposed to foreign exchange risk arising from fluctuations in the United States Dollar and Argentine Peso.

Foreign exchange risk arises from future commercial transactions and recognised financial assets and liabilities denominated in a currency that is not the entity's functional currency. The risk is measured using sensitivity analysis and cash flow forecasting.

As at 30 June 2021 and 2020, the Group had immaterial exposure to foreign currency. As a result financial assets and financial liabilities outstanding as at balance date are not sensitive to changes in exchange rates.

(b) Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial asset fails to meet its contractual obligations and arises principally from the Group's receivables, cash and cash equivalents and bank term deposits. The maximum exposure to credit risk at the end of the reporting period is the carrying amount of each class of cash and cash equivalents (note 3) and trade and other receivables (note 10).

(c) Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation. The Group manages liquidity risk by maintaining adequate reserves and continuously monitoring forecast and actual cash flows. Typically, the Group ensures that it has sufficient cash on demand to meet expected operational expenses for a period of 60 days, including the servicing of financial obligations. This excludes the potential impact of extreme circumstances that cannot reasonably be predicted, such as natural disasters.

		Consolidated	
	< 1year $	**>1-<5 years $**	**Total $**
Financial Liabilities			
Trade and Other Payables	188,510	-	188,510
Lease Liabilities	33,568	-	33,568
Related party Loan	-	-	-
	222,078	**-**	**222,078**

(d) Fair value estimation

The carrying value of trade receivables and trade payables are assumed to approximate their fair values due to their short term nature. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Group for similar financial instruments.

Note 19 Financial risk management(continued)

(e) Lease liabilities

A lease liability is recognised at the commencement date of a lease. The lease liability is initially recognised at the present value of the lease payments to be made over the term of the lease, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the consolidated entity's incremental borrowing rate. Lease payments comprise of fixed payments less any lease incentives receivable, variable lease payments that depend on an index or a rate, amounts expected to be paid under residual value guarantees, exercise price of a purchase option when the exercise of the option is reasonably certain to occur, and any anticipated termination penalties. The variable lease payments that do not depend on an index or a rate are expensed in the period in which they are incurred.

Lease liabilities are measured at amortised cost using the effective interest method. The carrying amounts are remeasured if there is a change in the following: future lease payments arising from a change in an index or a rate used; residual guarantee; lease term; certainty of a purchase option and termination penalties. When a lease liability is remeasured, an adjustment is made to the corresponding right-of use asset, or to profit or loss if the carrying amount of the right-of-use asset is fully written down.

Note 20 Commitments for expenditure

	Consolidated	
	2021 **$**	**2020** **$**
Capital expenditure commitments		
Granted exploration tenement statutory expenditure commitments, payable:		
Not longer than 1 year	300,000	174,718
Longer than 1 year and not longer than 5 years	750,000	174,718
Longer than 5 years	150,000	-
	1,200,000	**349,436**

Note 21 Subsequent events

There has been no other matter or circumstance that has arisen since 30 June 2021 that has significantly affected, or may significantly affect:

a) the Group's operations in future financial years, or

b) the results of those operations in future financial years, or

c) the Group's state of affairs in future financial years.

Note 22 Remuneration of auditors

	Consolidated	
	2021 $	**2020 $**
Auditor of the parent entity		
BDO Audit (SA) Pty Ltd audit and review of the financial reports	29,000	29,911
BDO Audit (SA) Pty Ltd non-assurance services	-	-
	29,000	**29,911**

Note 23 Options on issue

As at 30 June 2021, details of unissued shares or interests under option as at the date of this report are :

Issuing entity	Number of shares under option	Class of shares	Exercise price of option	Expiry date of options
PepinNini Minerals Limited	3,286,820	Ordinary	80cps	30 Nov 2022
PepinNini Minerals Limited	9,186,907	Ordinary	25cps	31 Dec 2023
PepinNini Minerals Limited	2,640,805	Ordinary	35cps	31 Dec 2023
Total	**15,114,532**			

The holders of these options do not have the right, by virtue of the option, to participate in any share issue or interest issue of the Company or of any other body corporate or registered scheme.

During the year, 3,844,113 were exercised (2020: 0), 11,971,825 were issued (2020:0) and 12,018,750 (2020:0) expired. These were in relation to options issued with share placements.

Movement in options related to share based payments are disclosed in Note 14.

Directors' declaration

In accordance with a resolution of the Directors of PepinNini Minerals Limited, I state that:

1. In the opinion of the Directors:

    a. The financial statements and notes of PepinNini Minerals Limited for the financial year ended 30 June 2021 are in accordance with the Corporations Act 2001, including:

        i. Giving a true and fair view of the consolidated entity's financial position as at 30 June 2021 and of its performance for the year ended on that date; and

        ii. Complying with Accounting Standards (including the Australian Accounting Interpretations) and the Corporations Regulations 2001.

    b. The financial statements and notes also comply with International Financial Reporting Standards as disclosed in Note 2.

    c. There are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

2. This declaration has been made after receiving the declarations required to be made to the Directors in accordance with section 295A of the Corporations Act 2001 for the financial year ended 30 June 2021.

On behalf of the Board

Rebecca Holland-Kennedy
Managing Director
Sydney, 16 September 2021

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INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF PEPINNINI MINERALS LIMITED

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of PepinNini Minerals Limited (the Company) and its subsidiaries (the Group), which comprises the consolidated statement of financial position as at 30 June 2021, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial report, including a summary of significant accounting policies and the directors' declaration.

In our opinion the accompanying financial report of the Group, is in accordance with the *Corporations Act 2001*, including:

(i) Giving a true and fair view of the Group's financial position as at 30 June 2021 and of its financial performance for the year ended on that date; and

(ii) Complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the Financial Report* section of our report. We are independent of the Group in accordance with the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of the Company, would be in the same terms if given to the directors as at the time of this auditor's report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report of the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Recoverability of exploration and evaluation assets

KEY AUDIT MATTER	HOW THE MATTER WAS ADDRESSED IN OUR AUDIT
As at 30 June 2021 the carrying value of Exploration and Evaluation Assets was $18,577,983 as disclosed in note 5. The recoverability of the exploration and evaluation assets was considered a key audit matter due to: • The carrying value of exploration and evaluation expenditure represents a significant asset of the Group, we considered it necessary to assess whether the facts and circumstances existed to suggest that the carrying amount of this asset may exceed the recoverable amount; and • Determining whether impairment indicators exist involves significant judgement by management.	Our procedures included, but were not limited to: • Obtaining a schedule of the areas of interest held by the Group and assessing whether the right to tenure of those areas of interest remain current and in good standing at reporting date; • Ensuring the right to tenure of the areas of interest was current through confirmation with the relevant government departments or external legal counsel; • Reviewing budgets and assessing assumptions made by the Group to ensure that substantive expenditure on further exploration for and evaluation of the mineral resources in the areas of interest were planned; • Reviewing ASX announcements and minutes of directors meetings to ensure that the Group had not decided to discontinue activities in any of its areas of interest; and • Considering whether any facts or circumstances existed to suggest impairment testing was required; We also assessed the adequacy of the related disclosures in note 5 to the Financial Statements.

Share based payments

KEY AUDIT MATTER	HOW THE MATTER WAS ADDRESSED IN OUR AUDIT
During the year ended 30 June 2021, the group undertook two transactions that were accounted for as share based payments under AASB 2: *Share Based Payments*. These being; • Acquisition of 100% share capital in Hillside Minerals Pty Ltd ('Hillside') in exchange for the issue of ordinary shares and options; and • Options issued as payment for share issue underwriting fee. Share-based payments are a complex accounting area including assumptions utilised in the fair value calculations and judgments regarding the shares and options issued during the year. There is a risk in the financial report that amounts are incorrectly recognised and/or inappropriately disclosed.	Our audit procedures included but were not limited to: • Evaluating management's assessment of the valuation and recognition of ordinary shares and options. • Obtaining an understanding of the key terms and conditions of the ordinary shares and options by inspecting relevant agreements. • Holding discussions with management to understand the share based payment arrangements in place and evaluating management's assessment of the likelihood of meeting any condition attached to the ordinary shares and options. • Assessing the fair value of ordinary shares and options. This included assessing the reasonableness of the key inputs used in the valuation model and valuation methodology.

KEY AUDIT MATTER	HOW THE MATTER WAS ADDRESSED IN OUR AUDIT
Refer to Note 14 of the financial report for a description of the accounting policy and significant estimates and judgements applied to these transactions.	• Reviewing the adequacy of the Group's disclosures in respect of the accounting treatment of share-based payments in the financial statements, including the significant judgments involved, and the accounting policy adopted.

Other information

The directors are responsible for the other information. The other information comprises the information contained in annual report for the year ended 30 June 2021, but does not include the financial report and our auditor's report thereon, which we obtained prior to the date of this auditor's report, and the Chairman's Report, 2021 Highlights, Review of Operations, Tenement Schedule and Financial & Corporate Strategy, which is expected to be made available to us after that date.

Our opinion on the financial report does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

When we read the Chairman's Report, 2021 Highlights, Review of Operations, Tenement Schedule and Financial & Corporate Strategy, if we conclude that there is a material misstatement therein, we are required to communicate the matter to the directors and will request that it is corrected. If it is not corrected, we will seek to have the matter appropriately brought to the attention of users for whom our report is prepared.

Responsibilities of the directors for the Financial Report

The directors of the Company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the ability of the group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the Financial Report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website (http://www.auasb.gov.au/Home.aspx) at: https://www.auasb.gov.au/admin/file/content102/c3/ar1_2020.pdf

This description forms part of our auditor's report.

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in pages 11 to 17 of the directors' report for the year ended 30 June 2021.

In our opinion, the Remuneration Report of PepinNini Minerals Limited, for the year ended 30 June 2021, complies with section 300A of the *Corporations Act 2001*.

Responsibilities

The directors of the Company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

BDO

BDO Audit (SA) Pty Ltd

Paul Gosnold

Paul Gosnold
Director

Adelaide, 16 September 2021

Additional securities exchange information

As at 31 August 2021 there were **45,158,303** fully paid ordinary shares **PNN** held by **3,407** individual shareholders.

All issued ordinary shares carry one vote per share.

There is no current on-market buy-back.

A. Distribution of equity securities

	Number of holders	Number of shares
1 – 1,000	1,863	449,439
1,001 – 5,000	743	1,940,648
5,001 – 10,000	286	2,229,126
10,001 – 100,000	438	13,072,063
100,001 and over	77	27,467,027
	3,407	**45,158,303**
Holding less than a marketable parcel	2,076	741,418

B. Substantial shareholders

	Fully paid ordinary shares	
Ordinary shareholders	**Percentage**	**Number**
Ms Chunyan Niu	5.69%	2,571,008
Mr Peter Andrew Proksa	5.16%	2,332,320
Kalinda Outlook Pty Ltd	5.08%	2,296,080
Total	**15.94%**	**7,199,408**

C. Twenty largest holders of quoted equity securities

Ordinary Shareholders	Number	Percentage
MS CHUNYAN NIU	2,571,008	5.69%
KALINDA OUTLOOK PTY LTD	2,296,080	5.08%
MR PETER ANDREW PROKSA	1,250,000	5.16%
CITICORP NOMINEES PTY LIMITED	779,648	1.73%
SABA NOMINEES PTY LTD	757,274	1.68%
BNP PARIBAS NOMINEES PTY LTD ACF CLEARSTREAM	649,553	1.44%
GEORGE HOLLAND PTY LIMITED	637,445	1.41%
MR GREGORY JOHN MUNYARD & MRS MARIA ANN MUNYARD & MISS CARMEN HELENE MUNYARD	620,300	1.37%
SEATTLE CAPITAL PTY LTD	583,334	1.29%
BR1 HOLDINGS PTY LTD (ACN 147 267 114)	583,333	1.29%
DR BORIS ERKES	566,500	1.25%
M & E EARTHMOVING PTY LTD	550,000	1.22%
MR CON CARYDIAS	528,000	1.17%
MR ROBERT CAMERON GALBRAITH	500,000	1.11%
MR AZZAM ELASMAR	485,000	1.07%
MR TAL ERKES	473,000	1.05%
QUERION PTY LTD	406,555	0.90%
MR FRANK MUSIC & MRS ANNA MUSIC	376,104	0.83%
MR RONALD EDWARD ROBERTSON	373,805	0.83%
MR TUAN QUANG HOANG	332,735	0.74%
Total	**16,069,259**	**36.32%**