

PepinNini Lithium Limited

ABN 55 101 714 989

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an EXTRAORDINARY GENERAL MEETING of **PepinNini Lithium Limited** will be held at **Unit 6, Level 1, 68 North Terrace, ADELAIDE, South Australia**, on **Monday 2nd July 2018** at **11.00am (11:30am AEST)**.

AGENDA

BUSINESS OF THE MEETING

Resolution 1 – Ratification of a previous issue of shares

To consider and if thought fit, pass the following resolution as an ordinary resolution:

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, approval is given for the previous issue of 26,000,000 fully paid ordinary shares at \$0.058 per fully paid ordinary share on 15 January 2018 on the terms and conditions and in the manner set out in the Explanatory Memorandum.”

Resolution 2 – Ratification of a previous issue of shares

To consider and if thought fit, pass the following resolution as an ordinary resolution:

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, approval is given for the previous issue of 6,072,727 fully paid ordinary shares on 14 May 2018 on the terms and conditions and in the manner set out in the Explanatory Memorandum.”

Resolution 3 – Ratification of a previous issue of shares

To consider and if thought fit, pass the following resolution as an ordinary resolution:

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, approval is given for the previous issue of 17,000,000 shares to Acuity Capital Investment Management Pty Ltd ATF Acuity capital holdings Trust on the terms and conditions and in the manner set out in the Explanatory Memorandum.”

Resolution 4 – Ratification of a previous issue of options

To consider and if thought fit, pass the following resolution as an ordinary resolution:

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, approval is given for the previous issue of 4,800,000 options to Bergen Global Opportunity Fund II, LLC on 14 May 2018, on the terms and conditions and in the manner set out in the Explanatory Memorandum.”

Resolution 5 – Ratification of a previous issue of convertible securities

To consider and if thought fit, pass the following resolution as an ordinary resolution:

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, approval is given for the previous issue of 426,000 convertible securities to Bergen Global Opportunity Fund II, LLC on 14 May 2018, on the terms and conditions and in the manner set out in the Explanatory Memorandum”

Resolution 6 – Approval of convertible securities

“That for the purposes of ASX Listing Rule 7.1, and for all other purposes, approval is given for the issue of up to \$1,609,174 aggregate principal amount of convertible securities to Bergen Global Opportunity Fund II, LLC and the issue of ordinary shares on conversion of the convertible securities, on the terms and conditions and in the manner set out in the Explanatory Memorandum.”

Voting Exclusion Statement

In accordance with the ASX Listing Rules, the Company will disregard any votes cast in relation to any resolutions by a person (and any associate of such a person) who participated in the issue (or in the case of Resolution 6, is expected to participate in the issue or who will obtain a material benefit as a result of, the proposed issue, except a benefit solely by reason of being a holder of ordinary securities in the Company).

However, the Company need not disregard a vote if:

- it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form;
- it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.



By Order of the Board, Monday 4th June 2018

PepinNini Lithium Limited

ABN 55 101 714 989

EXPLANATORY MEMORANDUM

1. INTRODUCTION

This Explanatory Memorandum has been prepared for the information of shareholders of PepinNini Lithium Limited (*the "Company"*) in connection with the business to be conducted at the Extraordinary General Meeting to be held on Monday 2nd July 2018 at 11.00am (11:30am AEST) at 6/68 North Terrace, KENT TOWN, South Australia.

This Explanatory Memorandum should be read in conjunction with the accompanying Notice of Meeting.

2. RESOLUTION 1 – RATIFICATION OF A PREVIOUS ISSUE OF SHARES

In January 2018, in a placement to sophisticated and professional investors, the Company issued 26,000,000 fully paid ordinary shares at an issue price of \$0.058 (5.8 cents) per fully paid ordinary share.

These shares were issued on 15 January 2018 on the same terms and conditions as other existing ordinary shares in the Company quoted on the Australian Securities Exchange.

The funds raised by the placement have been and will be used to progress the Company's Argentine Lithium Project.

ASX Listing Rule 7.1 provides that, except in limited circumstances, prior approval of shareholders is required for an issue of securities if the securities will, when aggregated with securities issued by the company during the previous 12 months, exceed 15% of the number of shares on issue at the commencement of that 12 month period.

The issue of the shares detailed in Resolution 1 did exceed the 15% limit referred to above.

ASX Listing Rule 7.4 provides that where a company ratifies an issue of securities, the issue will be treated as having been made with approval for the purpose of *ASX Listing Rule 7.1*, thereby refreshing the company's 15% capacity and enabling it to issue further securities up to that limit.

Resolution 1 proposes the ratification and approval of the allotment and issue of 26,000,000 shares to sophisticated and professional investors for the purpose of satisfying the requirements of *ASX Listing Rule 7.4*.

ASX Listing Rule 14.9 requires the approval be given by an ordinary resolution at a general meeting of holders of ordinary securities.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 1.

The Chairman intends to vote all undirected proxies in favour of the resolution

3. RESOLUTION 2 – RATIFICATION OF A PREVIOUS ISSUE OF SHARES

On 14 May 2018, the Company notified ASX of a Convertible Securities Subscription Agreement between the Company and Bergen Global Opportunity Fund II, LLC for the issue of convertible securities up to \$2million. The issue of 6,072,727 ordinary shares was agreed pursuant to the agreement.

Resolution 2 seeks shareholder ratification and approval under ASX Listing Rule 7.4 and for all other purposes the issue of 6,072,727 ordinary shares.

ASX Listing Rule 7.5 requires the following information to be included in this Notice in respect of Resolution 2:

Number of securities issued	6,072,727 ordinary shares.
Issue price	2,272,727 ordinary shares – A\$50,000 3,800,000 ordinary shares issued for nil consideration.
Date of issue	14 May 2018
Terms of the securities	Fully paid and rank equally in all respects with the Company's existing ordinary shares on issue.
Name of person to whom securities were issued	Bergen Global Opportunity Fund II, LLC
Use or intended use of funds	The ordinary shares were issued to secure the Convertible Securities Subscription Agreement, details of which were announced to the market on 14 May 2018
Voting exclusion statement	A voting exclusion statement relating to Resolution 2 is included in the Notice.

ASX Listing Rule 14.9 requires the approval be given by an ordinary resolution at a general meeting of holders of ordinary securities.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 2.

The Chairman intends to vote all undirected proxies in favour of the resolution

4. RESOLUTION 3 – RATIFICATION OF A PREVIOUS ISSUE OF SHARES

As advised to the market on 1 February 2018, the Company entered into a Controlled Placement Agreement (CPA) with Acuity

Pepinini lithium limited

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Capital Investments Pty LTD ATF Acuity Capital Holidays Trust (Acuity Capital).

The following paragraph provides a summary of the key terms of the CPA. Shareholders should note that the CPA will not be exercised during the term of the Convertible Securities Subscription Agreement between the Company and Bergen Global Opportunity Fund II, LLC. (The Convertible Securities Subscription Agreement and resolutions relating to it, are the subject of resolutions 2, 4, 5 and 6 in this Notice).

The CPA provides PNN with up to \$5 million of standby equity capital over the coming 23 months period. Importantly, PNN retains full control of all aspects of the placement process: having sole discretion as to whether or not to utilize the CPA, the quantum of issued shares, the minimum issue price of shares and the timing of each placement tranche (if any). There are no requirements on PNN to utilize the CPA and PNN can terminate at any time without cost or penalty. Acuity Capital and the CPA do not place any restrictions at any time on PNN raising capital through other methods. If PNN does decide to utilize the CPA, PNN is able to set a floor price (at its sole discretion) and the final issue price will be calculated as the greater of the floor price set by PNN and a 10% discount to a Value Weighted Average Price (VWAP) over a period of PNN's choosing.

As collateral for the CPA, PNN has agreed to place 17,000,000 shares from its listing Rule 7.1 capacity, at nil consideration to Acuity Capital (Collateral Shares) but may, at any time, cancel the CPA and buy back the Collateral Shares for nil consideration (subject to Shareholder approval).

The Company issued the 17,000,000 shares without prior shareholder approval under the company's 15% annual placement capacity under ASX listing Rule 7.1.

Resolution 3 seeks shareholder ratification pursuant to *ASX listing Rule 7.4* and for all other purposes of the issue of those shares.

ASX Listing Rule 14.9 requires the approval be given by an ordinary resolution at a general meeting of holders of ordinary securities.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 3.

The Chairman intends to vote all undirected proxies in favour of the resolution

5. RESOLUTION 4 – RATIFICATION OF ISSUE OF OPTIONS

On 14 May 2018, the Company notified ASX of a Convertible Securities Subscription Agreement between the Company and Bergen Global Opportunity Fund II, LLC for the issue of convertible securities up to \$2million. The issue of 4,800,000 unlisted options over ordinary shares with an exercise price of A\$0.0377 and expiry 3 years from date of issue was agreed as part of the fee for the issue of the convertible securities.

Resolution 4 seeks shareholder ratification and approval under ASX Listing Rule 7.4 and for all other purposes for the issue of those unlisted options over ordinary shares.

ASX Listing Rule 7.5 requires the following information to be included in this Notice in respect of Resolution 4:

Number of securities issued	4,800,000 unlisted options
Issue price	Nil consideration.
Date of issue	14 May 2018
Terms of the securities	Exercise price of A\$0.0377 and expiry 3 years from date of issue
Name of person to whom securities were issued	Bergen Global Opportunity Fund II, LLC
Use or intended use of funds	The options were issued to secure the Convertible Securities Subscription Agreement, details of which were announced to the market on 14 May 2018
Voting exclusion statement	A voting exclusion statement relating to Resolution 4 is included in the Notice.

ASX Listing Rule 14.9 requires the approval be given by an ordinary resolution at a general meeting of holders of ordinary securities.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 4.

The Chairman intends to vote all undirected proxies in favour of the resolution

6. RESOLUTION 5 – RATIFICATION OF ISSUE OF CONVERTIBLE SECURITIES

On 14 May 2018, the Company notified ASX of a Convertible Securities Subscription Agreement between the Company and Bergen Global Opportunity Fund II, LLC for the issue of convertible securities up to \$2million. 426,000 interest-free unsecured convertible securities were issued on execution of the agreement

Resolution 5 seeks shareholder ratification and approval under ASX Listing Rule 7.4 and for all other purposes for the issue of those convertible securities.

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ASX Listing Rule 7.5 requires the following information to be included in this Notice in respect of Resolution 5:

Number of securities issued	426,000 Convertible Securities
Issue price	A\$390,826
Date of issue	14 May 2018
Terms of the securities	<ul style="list-style-type: none">• The face value of each Convertible Security is A\$1.00 and the aggregate face value of all the Convertible Securities is A\$426,000 (the Principal Amount).• The Convertible Securities do not bear interest.• The Convertible Securities shall be convertible into new ordinary shares of the Company determined by dividing the Principal Amount by, at the election of the Holder:<ul style="list-style-type: none">(a) 90% of the average of five daily VWAPs for the shares during a specified period prior to the conversion date of the Convertible Security; or(b) 140% of the average of the daily VWAPs for the shares during the 20 trading days prior to 11 May 2018.• The ordinary shares issued upon conversion of the Convertible Securities will rank pari passu with existing ordinary shares.• Unless converted, the Convertible Securities do not carry any voting rights at meetings of shareholders of the Company, rights to receive dividends or rights to participate in any issue of securities undertaken by the Company.
Name of person to whom securities were issued	Bergen Global Opportunity Fund II, LLC
Use or intended use of funds	The purpose of the issue is to raise capital to fund the drilling of a pumping well able to be converted to a production well on the Rincon Project and to complete resource estimates for the Rincon project.
Voting exclusion statement	A voting exclusion statement relating to Resolution 5 is included in the Notice.

ASX Listing Rule 14.9 requires the approval be given by an ordinary resolution at a general meeting of holders of ordinary securities.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 5.

The Chairman intends to vote all undirected proxies in favour of the resolution

7. RESOLUTION 6 – APPROVAL OF ISSUE OF CONVERTIBLE SECURITIES

On 14 May 2018, the Company notified ASX of a Convertible Securities Subscription Agreement between the Company and Bergen Global Opportunity Fund II, LLC for the issue of convertible securities up to \$2million. A\$390,826 was invested on 14 May 2018 by way of issuance of 426,000 convertible securities and up to a further A\$1,609,174 may, by mutual consent, be invested pursuant to the agreement by way of issuance of convertible securities.

Resolution 6 seeks Shareholder approval for the issuance of up to A\$1,609,174 of convertible securities and the ordinary shares to be issued on conversion of the convertible securities in accordance with ASX Listing Rule 7.1.

ASX Listing Rule 7.3 requires the following information to be included in this Notice in respect of Resolution 6:

Maximum number of securities to be issued	A maximum of 1,609,174 convertible securities will be issued and allotted.
Date by which the entity will issue the securities (which must be no later than three months after the date of the meeting)	Convertible securities will be issued no later than three months after the date on which the Shareholder approval is obtained.

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Issue price	A\$1 per convertible security.
Name of person to whom securities will be issued	Bergen Global Opportunity Fund II, LLC
The terms of the securities	<ul style="list-style-type: none">• The face value of each Convertible• Security is A\$1.00.• The Convertible Securities do not bear interest.• The Convertible Securities shall be convertible into new ordinary shares of the Company determined by dividing the outstanding amount by, at the election of the Holder:<ul style="list-style-type: none">(a) 90% of the average of five daily VWAPs for the shares during a specified period prior to the conversion date of the Convertible Security; or(b) 140% of the average of the daily VWAPs for the shares during the 20 trading days prior to 11 May 2018.• The ordinary shares issued upon conversion of the Convertible Securities will rank pari passu with existing ordinary shares.• Unless converted, the Convertible Securities do not carry any voting rights at meetings of shareholders of the Company, rights to receive dividends or rights to participate in any issue of securities undertaken by the Company.
Intended use of funds	The purpose of the issue is to raise capital to fund the drilling of a pumping well able to be converted to a production well on the Rincon Project and to complete resource estimates for the Rincon project.
The issue date or a statement that allotment will occur progressively	Refer above to proposed date of issue.
Voting exclusion statement	A voting exclusion statement relating to Resolution 6 is included in the Notice.

ASX Listing Rule 14.9 requires the approval be given by an ordinary resolution at a general meeting of holders of ordinary securities.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 6.

The Chairman intends to vote all undirected proxies in favour of the resolution

VOTING INFORMATION AND NOTES

1. VOTING ENTITLEMENT ON A POLL

On a poll, each shareholder present (in person, by proxy, attorney or representative) has one vote for each fully paid share they hold.

2. PROXIES

A shareholder entitled to attend and vote at this Meeting is entitled to appoint a proxy to attend and vote on the shareholder's behalf. If the shareholder is entitled to cast two or more votes at the Meeting, the shareholder may appoint up to two proxies to attend and vote on the shareholder's behalf.

If a shareholder appoints two proxies, each proxy must be appointed to represent a specified proportion or number of the shareholder's votes. Absent this specification, on a poll, each proxy may exercise half the votes.

A proxy can be either an individual or a body corporate and need not be a shareholder of the Company. If a shareholder appoints a body corporate as proxy, the body corporate will need to appoint an individual as its corporate representative and provide satisfactory evidence of this appointment.

If a shareholder's instruction is to abstain from voting for a particular item of business, the shareholders' votes will not be counted in computing the required majority on a poll.

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To appoint a proxy, a proxy form must be signed by the shareholder or the shareholder's attorney duly authorised in writing. If the shareholder is a corporation, the proxy form must be signed in accordance with section 127 of the Corporations Act. To be effective, a proxy form (and, if it is signed by an attorney, the authority under which it is signed or a certified copy of the authority) must be received by the Company not later than 48 hours prior to the commencement of the Meeting. Proxy form and authorities may be lodged:

- **ONLINE**

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).

- **BY MAIL**

PepinNini Lithium Limited,
C/- Link Market Services Limited
Locked Bag A14,
Sydney South, NSW 1235
Australia,

- **BY FAX**

+61 2 9287 0309

- **BY HAND**

delivering it to Link Market Services Limited*
1A Homebush Bay Drive, Rhodes NSW 2138
or
Level 12, 680 George Street, Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm)

Shareholders who forward their proxy forms by fax must make available the original executed form of the proxy for production at the Meeting, if called upon to do so.

Chairman acting as proxy

Shareholders may appoint the Chairman of the Meeting as their proxy.

Where the Chairman is appointed as a proxy by a shareholder entitled to cast a vote on a particular resolution and the proxy form specifies how the Chairman is to vote on the resolution (that is, a directed proxy), the Chairman must vote in accordance with that direction.

In respect of proxies where no voting direction has been given (undirected proxies), the Chairman intends to vote all available proxies in favour of each resolution. Please read the directions on the proxy form carefully, especially if you intend to appoint the Chairman of the Meeting as your proxy.

3. ENTITLEMENT TO VOTE AT THE MEETING

For the purpose of the Meeting, shares in the Company will be taken to be held by those persons who are registered holders at 7.00 pm (Adelaide time) on Saturday 30th June 2018. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

4. QUORUM

The Constitution of the Company provides that two shareholders present shall be a quorum for a general meeting of the Company.

5. APPOINTING A CORPORATE REPRESENTATIVE

Corporate representatives are requested to bring appropriate evidence of appointments as a representative. Proof of identity will be required for corporate representatives.

6. APPOINTMENT OF AN ATTORNEY

Attorneys are requested to bring a power of attorney pursuant to which they are appointed. Proof of identity will also be required for attorneys.

LODGE YOUR VOTE

 **ONLINE**
www.linkmarketservices.com.au

 **BY MAIL**
Pepinnini Lithium Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

 **BY FAX**
+61 2 9287 0309

 **BY HAND**
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138; or
Level 12, 680 George Street, Sydney NSW 2000

 **ALL ENQUIRIES TO**
Telephone: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of Pepinnini Lithium Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

STEP 1

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Extraordinary General Meeting of the Company to be held at **11.00am (11.30am AEST) on Monday, 2 July 2018 at 6/68 North Terrace, Kent Town, South Australia** (the **Meeting**) and at any postponement or adjournment of the Meeting.

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Ratification of a previous issue of shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Ratification of a previous issue of convertible securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Ratification of a previous issue of shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Approval of convertible securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Ratification of a previous issue of shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 Ratification of a previous issue of options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

 * If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

STEP 3



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11.00am (11.30am AEST) on Saturday, 30 June 2018**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

Pepinnini Lithium Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

or

Level 12
680 George Street
Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**