

Pepinini
Lithium Limited

Annual Report | 2019



A DIVERSIFIED AUSTRALIAN MINERAL EXPLORATION COMPANY



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Chairman's Report

Dear Shareholder,

This last year PepinNini Lithium Limited (PepinNini, The Company, PNN) has continued exploration in Argentina on our Lithium Brine Project. We have restated the JORC 2012 compliant lithium carbonate(LCE) resource on our Pular Project and now for the Pular and Rincon Projects combined we have a quarter of a million tonnes of which 63% is contained within the Measured and Indicated categories.

A geophysical TEM survey was carried out on Incahuasi Salar indicating two distinct lithium brine aquifers.

PepinNini carried out during the year a study of the brine from the Rincon, Pular and Incahuasi projects in which brine evaporation pathways were computer simulated to determine the concentrated brine composition which would be the result of traditional evaporation and concentration methodology. The results were astounding; brines from Rincon and Incahuasi with a unique chemistry combined to reduce contaminants and create an enriched brine of 2.24% Lithium or 22,400ppm Lithium with a very low Magnesium:Lithium Ratio of 1.02:1.

The price of Nickel has risen dramatically this year, to five year highs, and our Musgrave Project now held under wholly owned subsidiary NiCul Minerals Ltd(NiCul) targets Nickel, Copper, Cobalt and PGE minerals(platinum-group metals: ruthenium, rhodium, palladium, osmium, iridium, and platinum). A number of targets were defined from an aerial electromagnetic survey in 2016-2017 which we are eager to test and we have continued to negotiate with traditional owners to allow access to test these targets. Also, in the Musgrave province the renegotiated Farm-in Joint Venture with Rio Tinto with the exciting Pink Slipper target has continued to progress with the traditional owners the Anangu Pitjantjatjara Yankunytjatjara towards the granting of an exploration licence.

Fundraising has been necessary this year to progress exploration and for that I would like to thank shareholders for the ongoing support. A total of \$2.4m was raised in the year and directed to the maximum possible to exploration.

In July, James Allchurch joined the board as a Non-executive Director. He is a geologist with experience in project generation.

The Company has continued to maintain community involvement in all project areas and this is also the case in Argentina where it is important to explore and interact with the communities in a responsible and respectful manner.

On behalf of the Directors of PepinNini I would like to thank management and all PepinNini staff for their support, dedication and assistance during the year. I also extend our thanks to all our shareholders for their continued support and loyalty during the past year especially during the recent Requisitionists challenge. We look forward to a rewarding year ahead in 2020 and bringing the Lithium Brine project a step closer to production and finally testing the Pink Slipper target.



Rebecca Holland-Kennedy
Chairman and Managing Director
PepinNini Lithium Limited



Highlights | 2019

- 1** Restated JORC 2012 compliant Resources announced for the Pular project of 91,000 tonnes Lithium Carbonate (LCE) Measured and 82,000 tonnes Inferred and 1.6million tonnes Inferred Potash (KCl).
- 2** Total LCE resource a quarter of a million tonnes with 63% in the Measured and Indicated categories
- 3** Geophysical TEM survey on Incahuasi Salar indicates two distinct conductive zones with both zones potentially lithium brine bearing to greater than 200metres
- 4** Lithium Brine tenure in Argentina consolidated to 9 mining leases over 20,840 ha or 208km²
- 5** Evaporation simulation studies of a blended brine product of Rincon and Incahuasi projects indicates an enriched brine concentrate of 2.24% Lithium(22,400 parts per million(ppm)).
- 6** Negotiations have commenced to access highly prospective Nickel targets Musgrave Project, South Australia
- 7** Successfully completed fund raising for a total of \$2.4m

The Company's primary business objectives are to:

- Progress a lithium brine project to Lithium Carbonate(LCE) production
- Define, quantify and develop the mineral potential of exploration interests held by the Company; and
- Conduct exploration and corporate activities in a responsible and professional manner in accordance with industry standards whilst observing statutory requirements;

The Lithium Brine Project in Argentina.

- Establish and maintain equitable and respectful relationships with the traditional owners and community members of tenement areas held by the Company.

During the year the Company's exploration activities were focussed on:



And within Australia the company holds:

Musgrave Province Project (Nickel-Copper-Cobalt and Platinum Group Elements)



The Company is committed to building a strong social and environmental licence with the communities and traditional owners of its projects in Australia and Argentina.

Photo 1: Anangu Pitjantjatjara Yankunytjatjara Community Engagement



Photo 2 - Olacapato, Salta Province, Community Engagement



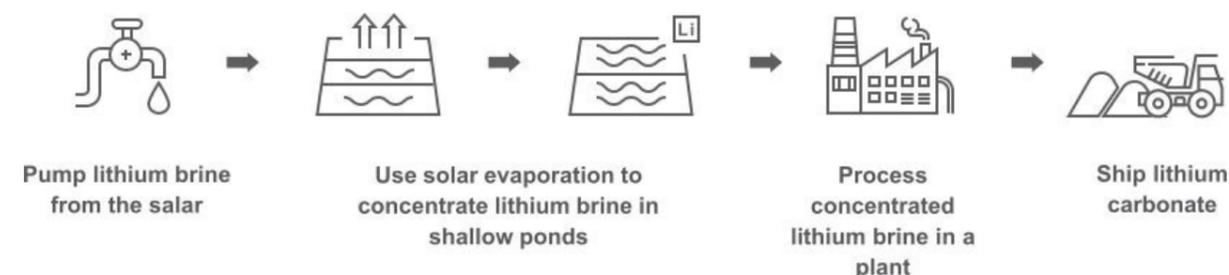
Argentina

PepinNini subsidiary PepinNini SA hold five projects(Figure 2) in Salta Province, Argentina. The overall Project area is within the South American Lithium triangle of Argentina, Bolivia and Chile. This is an elevated area of the Andes Mountains in which evaporation rate is high, precipitation low and which is geothermally active. These three factors combine to concentrate and enrich lithium as lithium salt in the elevated dry salt lakes(salares) of this Puna region of the Lithium triangle.

Lithium, is the lightest of the metals, is highly reactive and occurs in most rocks around the world however this unique combination of natural elements gives rise to the deposits found. Lithium carbonate is produced from the lithium salt bearing brines as this compound is more stable and able to be safely transported. There are a number of companies in production in the Triangle on Atacama Salar in Chile, on Olaroz Salar and Salar del Hombre Muerto in Argentina. The production process

involves evaporation of the brine which is pumped from beneath the surface of the salar and concentrated on the salar then processed in a plant designed for the geochemistry of the deposit.

Figure 5 - Lithium Carbonate (LCE) Production Steps



During the year a study was completed of the brine from the Rincon, Pular and Incahuasi projects in which brine evaporation pathways were computer simulated to determine the concentrated brine composition which would be the result of the evaporation and concentration methodology outlined in Figure 5.

The study indicated and actual sample results confirm that Incahuasi brine has

the highest calcium concentration and Rincon brine has the highest sulphate concentration. A mix of Incahuasi and Rincon brines was simulated resulting in precipitation of calcium sulphate(Ca₂SO₄) or gypsum. The simulation indicating that contaminants reduced in this way would create an enriched brine of 2.24% Lithium or 22,400ppm Lithium with a very low Magnesium:Lithium Ratio of 1.02:1.

Figure 6 - Concentrated Brine mix pathway

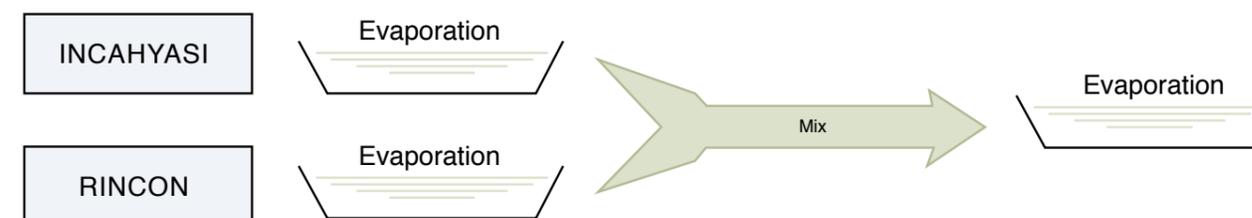


Table 1 - Final Brine Composition – Rincon Incahuasi Blend

	H ₂ O Water %	Li Lithium %	Na Sodium %	K Potassium %	Ca Calcium %	Mg Magnesium %	Cl Chloride %	SO ₄ Sulphate %	BO ₂ Borate %
Final Brine	52.09	2.24	0.09	0.21	8.87	2.28	33.79	0.05	0.34

The study was prepared using brine sample results from the Company's drilling programs from which lithium carbonate resources were estimated in accordance with the JORC Code (2012 Edition) (ASX:27 June 2018, 23 January 2019) and shallow pit brine samples from Incahuasi Salar were taken by previous explorer Latin American Minerals Inc (TSX-V:LAT13 Nov 2008 - Canadian

National Instrument 43-101⁽¹⁾ and Lithea Inc reported by Ekeko August 2011⁽²⁾.

The study commenced with evaporation pathway testing by computer simulation for each salar project using the Company's brine sample results and environmental data from the geographic area. Next three cases of different brine proportion mixes were undertaken. Case

1 brine blend of the most compatible brines from Rincon and Incahuasi Salares (Figure 6) was simulated resulting in a dramatic increase in the Lithium recovery due to the respective brine chemistry. Brine from the Pular project was not considered to have a suitable chemistry for blending. The comparison results are tabulated below:

Table 2 – Brine Composition Case 1 and Individual Salar Comparison Results

Brine	Li Lithium %	Na Sodium %	K Potassium %	Ca Calcium %	Mg Magnesium %	Cl Chloride %	SO ₄ Sulphate %	BO ₂ Borate %	Mg:Li
Rincon	0.82	1.94	3.81	<0.01	2.44	3.78	29.79	3.16	8:1
Incahuasi	0.60	<0.10	2.17	12.00	2.80	30.00	-	1.10	5:1
Blend – Case 1	2.24	0.09	0.21	8.87	2.28	33.79	0.05	0.34	1.02:1

The study was carried out by International Expert Engineers Ad-Infinitum who have contributed amongst others to the Feasibility Study

by Galaxy for the Sal de Vida project, Salar del Hombre Muerto(ASX:GXY 15 May 2018) and Scoping Study for Salt Lake Potash(ASX:SO₄, 28 August 2016).

Figure 7 - Examples of Evaporation Ponds and Harvesting of Concentrate



Footnote References
 (1)TSX-V:LAT 13 Nov 2008 - Latin American Minerals Inc. acquires Lithium project in Argentina following positive initial sampling program - Sampling and Analytical Protocols: Sampling and analytical protocols were implemented and supervised by or under the direction of Dr. Waldo Perez, the Corporation's internal Qualified Person as defined by National Instrument 43-101. All of the lithochemical samples were collected by geologists taking into account the nature of the material being sampled. The crust sample was collected with a hammer from surface, weighted between 2 to 4 kilograms and was collected in a plastic bag, tagged with a pre-numbered ticket and tightly closed with plastic tape. The brines samples were collected in a brand new plastic bottle filled atop containing 1 litre of brine and tightly closed. All samples were tagged with a prenumbered ticket and stored in a secured location at the base camp for no more than 10 days. The brines were stored in a dark room. The samples were shipped by courier to Alex Stewart Assayers Argentina S.A. ("ASAA") laboratories in Mendoza (Argentina). ASAA is an ISO 9001-2000-certified laboratory with headquarters in England. The crust samples were grinded to #200 mesh, then split and dissolved in hot water. A total of 500 ml of sample have been separated for ICP analysis. The brine samples were filtered and read directly by ICP analysis. All samples were assayed for 13 elements by ICP. Accuracy and precision of results is tested through the systematic inclusion of blanks and duplicates.

(2)Technical Report Salar de Incahuasi, Salta Argentina, Dr Ricardo N Alonso MAusIMM, Walter R Rojas, August 2011 - Lithea Inc.

Incahuasi Project

A geophysical Time Domain Electromagnetic (TEM) survey was carried out by Quantec Geoscience on the Company's Incahuasi Project. (Figure 8)

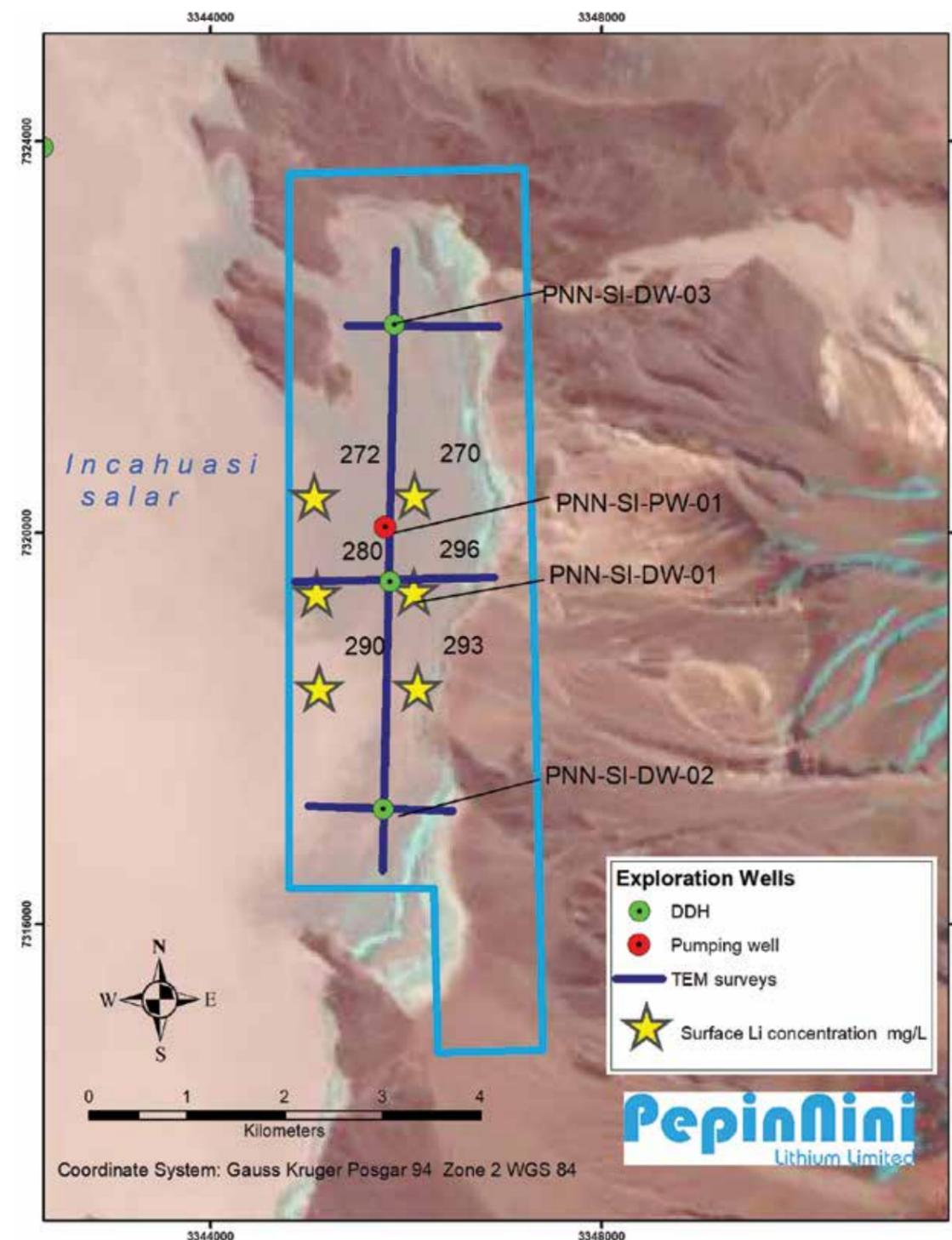
The survey indicated two distinct zones; firstly a halite surface layer (yellow to red Figure 9) with a conductive potential brine bearing layer below and

a saturated conductive zone (crimson to purple Figure 9) from the surface and potentially brine bearing. The survey penetrated to 200m in depth with the interpreted brine bearing zone continuing beyond 200m.

Quantec's experience in this type of exploration environments indicates that high resistivity values in the surface are

due to halite materials in salar surface, and the more conductive materials below it matches brines that may be rich in lithium. (TEM Survey Report Sisifo, Incahuasi, Quantec Geoscience 19 Dec 18).

Figure 8 - TEM Survey Traverse Locations Mina Sisifo, Salar de Incahuasi



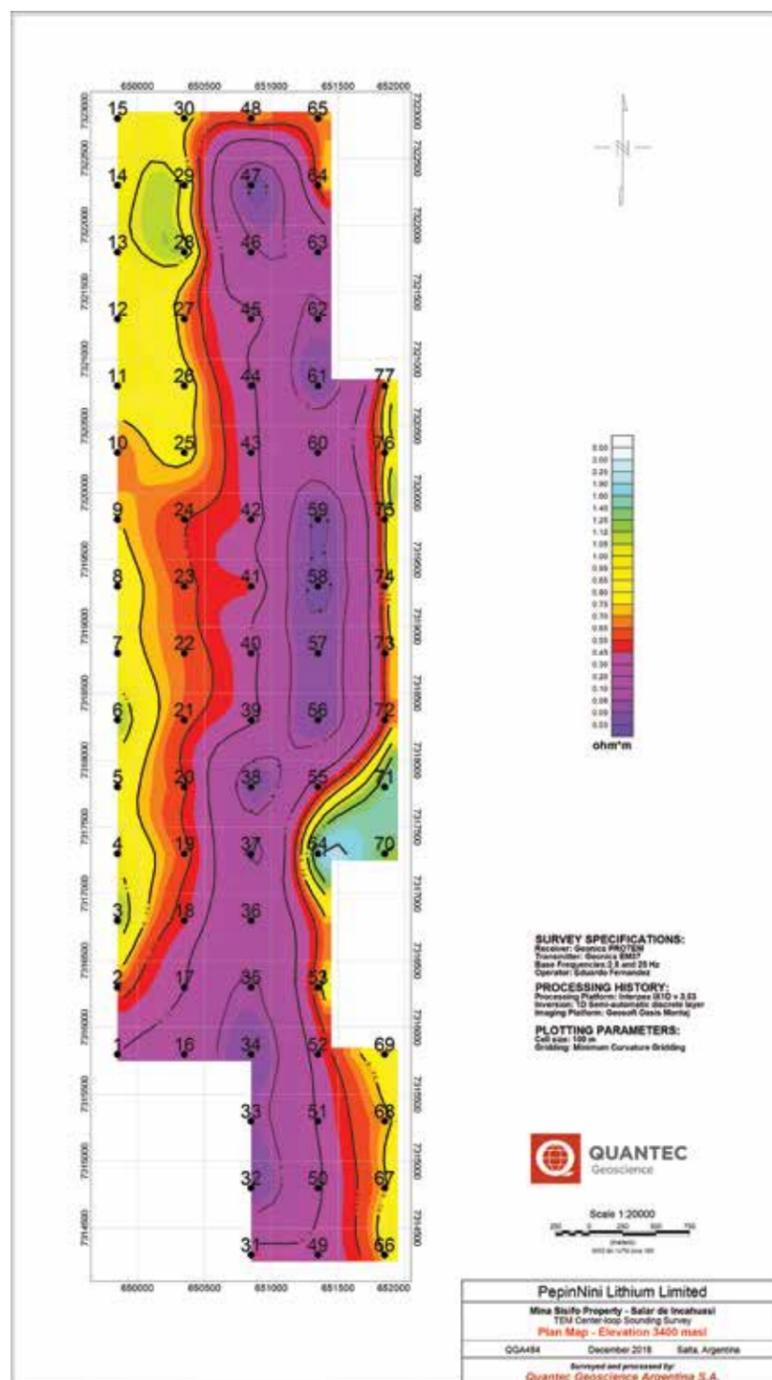


Figure 9 - Plan View at 3,400m elevation of TEM Survey Results, Mina Sisifo, Incahuasi Salar, Salta, Argentina Dec 2018

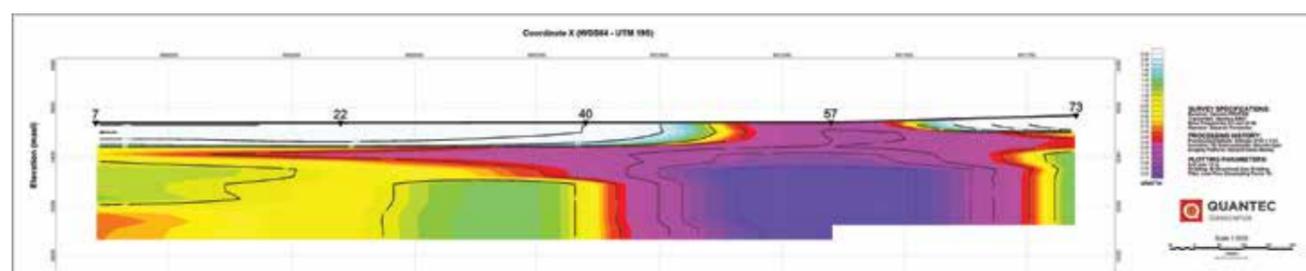


Figure 10 - Cross section from surface of TEM Survey Results Mina Sisifo, Incahuasi Salar, Salta, Argentina, Dec 2018.

Pular Project

The lithium carbonate resource was re-stated for the Pular Project following the discontinuation of the exploration purchase option covering Patilla Mina on Salar de Pular. The resource restatement covers brine within the Company's 100% owned Sulfa 1 Mina including

exploration activities carried out by PNN during 2018 of the exploration option for Patilla Mina. The JORC 2012 Resource tabulated in Table 3 below is of Lithium Carbonate(LCE) Measured 91,000 tonnes and Inferred 82,000 tonnes and includes a potash(KCL) resource.

Table 3 Updated Resource Estimate, Pular Project

Resource Category	Brine Volume (m ³)	Avg. Li (mg/L)	In situ Li (tonnes)	Li ₂ CO ₃ Equivalent (tonnes) LCE	Avg. K (mg/L)	In situ K (tonnes)	KCl Equivalent (tonnes)
Measured	2.0 x 10 ⁸	87	17,100	91,000	4,510	888,700	1,695,000
Inferred	2.0 x 10 ⁸	77	15,400	82,000	4,280	853,400	1,627,000

The resource estimate was prepared in accordance with The JORC Code 2012 and uses best practice methods specific to brine resources, including a reliance on core drilling and sampling methods that yield depth-specific chemistry

and effective (drainable) porosity measurements. The resource estimation was completed by independent competent person Mr. Michael Rosko, M.Sc., C.P.G. of the international hydrogeology firm E.L. Montgomery

& Associates (M&A). Figure 11 below shows the updated polygon blocks (red) used for the re-stated LCE resource.

Figure 11 - Updated Polygon Blocks Sulfa Mina, Salar de Pular

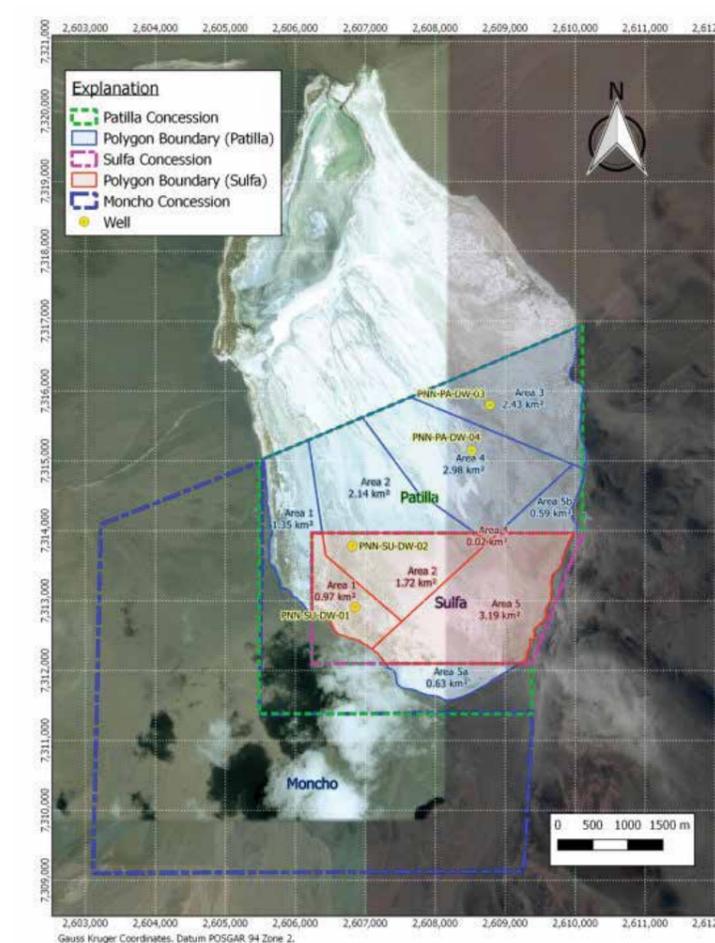


Photo 3 Drilling Salar de Pular

Rincon Project

Brine levels were monitored and resampled during the year for the Rincon Salar. Results were consistent with the JORC 2012 resource stated (ASX:27 June 2018). (Table 4 below)

Table 4 - Rincon Project Brine Resource Statement

Resource Category	Brine Volume (m ³)	Avg. Li (mg/L)	In situ Li (tonnes)	Li ₂ CO ₃ Equivalent (tonnes) LCE	Avg. K (mg/L)	In situ K (tonnes)	KCl Equivalent (tonnes)
Measured	2.7 x 10⁷	252	7,000	36,000	6,040	161,000	307,000
Indicated	1.9 x 10 ⁷	233	5,000	24,000	5,512	109,000	208,000
M+I	4.6 x 10⁷	244	12,000	60,000	5,815	270,000	515,000
Inferred	3.7 x 10 ⁶	288	1,000	6,000	7,001	26,000	49,000

No cut-off grade was applied; lowest grade brine observed was 197 mg/L
The reader is cautioned that mineral resources are not mineral reserves and do not have demonstrated economic viability



Photo 4 - Monitoring Brine Level - Salar del Rincon

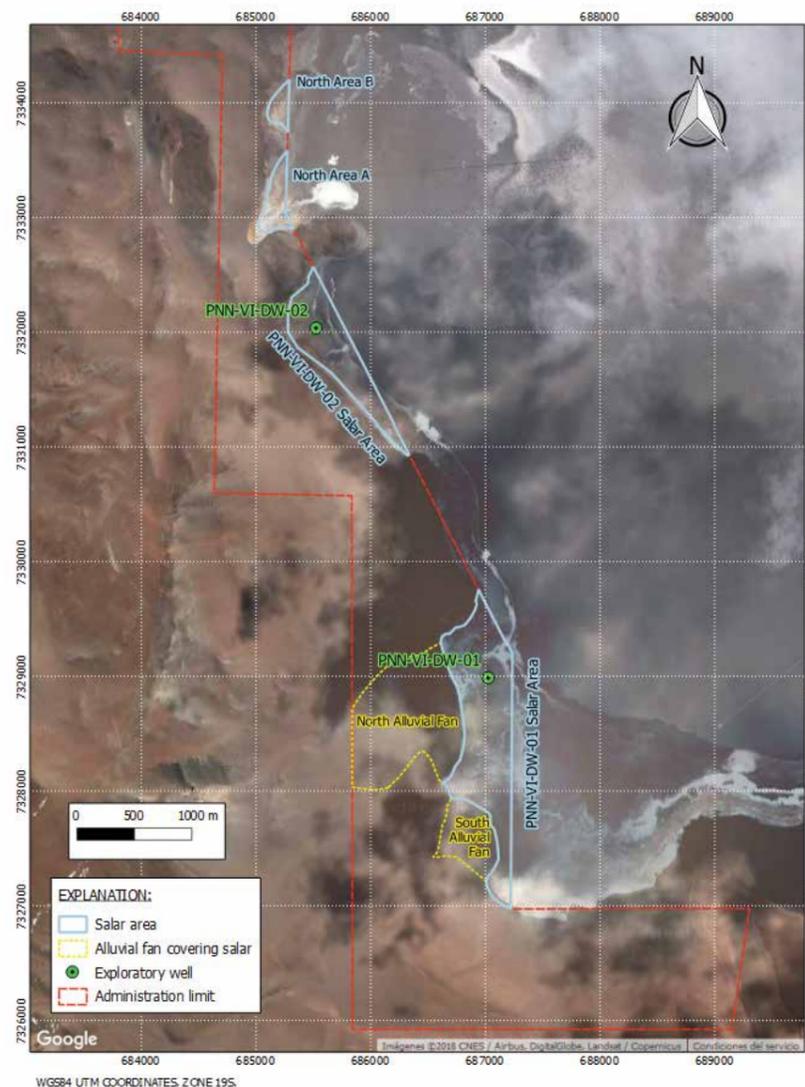


Figure 12 - Borehole Locations and Polygons used for Resource Calculations (June 2018) Salar del Rincon

Musgrave Province

OVERVIEW

No exploration activity has been undertaken in the Musgrave Province during the year due to continued focus on the Company's Lithium Brine Project in Argentina. Efforts to negotiate with Anangu Pitjantjatjara Yankunytjatjara (APY) to advance land access to the Musgrave Projects have been maintained. The project is held by the entity NiCuL Minerals Ltd, which is 100% owned by parent company PepinNini. Negotiations have involved continued dialogue and discussion with the APY in an attempt to undertake community engagement seeking the consent and granting of exploration licence applications and Heritage Clearances for future exploration programs. The exploration proposals by the Company involve ground based geophysics, surface and sub surface geochemistry sampling, geological interpretation and mapping, and basement target drill testing.

The Musgrave Province is a large Proterozoic crustal block in the far north-west corner of South Australia and extending across into the Northern Territory and Western Australia (Figure 13). The province remains the

most unexplored region in Australia and hosts a variety of prospective geological environments for mineral exploration. Similar age rocks in Australia are known to host significant mineral systems which contain a number of large mineral deposits including:

- Olympic Dam (Cu, Au, U)
- Broken Hill (Pb, Zn, Ag)
- Mt Isa (Cu, Pb, Zn, Ag)
- Hilton (Pb, Zn, Ag)
- Cannington (Pb, Zn, Ag)
- Century (Zn, Pb, Ag)
- Telfer (Au)
- Alligator River Field (U, Au, PGE)
- Hamersley Basin (Fe)
- Nova-Bollinger (Ni-Cu)
- Nebo Babel (Ni-Cu-PGE)
- McArthur River/HYC (Pb, Zn, Ag)

Elsewhere in Australia's other Proterozoic mineral provinces, for example; the Mt Isa Inlier and the Broken Hill Block, have generally been intensively explored, however the Musgrave Province is an exception to this. It remains relatively unexplored as was the Frazer Range prior to the

discovery of Nova-Bollinger Ni-Cu deposit. The sparse exploration across the region due to the historical land access restrictions continues to provide the unique opportunity for discovery of large deposits or new mineral districts within the Province.

NiCuL is primarily targeting the Province for substantial magmatic Ni-Cu-Co sulphide deposits similar to Voisey's Bay (Canada), Nova-Bollinger or Nebo-Babel (Western Australia) and platinum group element (PGE) sulphide deposits (Platreef, Merensky and UG-2 Reefs) of the Bushveld Complex in South Africa. The multi commodity exploration strategy also recognises that the Birksgate Complex metasediments which form the bulk of the Musgrave crustal block are equally prospective for Broken Hill style base metal (Pb-Zn-Ag) deposits and Mt Isa/Century style (SEDEX) base metal deposits.

The two projects that currently make up the exploration portfolio within the Musgrave Province are:

- Musgrave Project (100%);
- Rio Tinto (Pink Slipper) Farm-In Joint Venture Project.

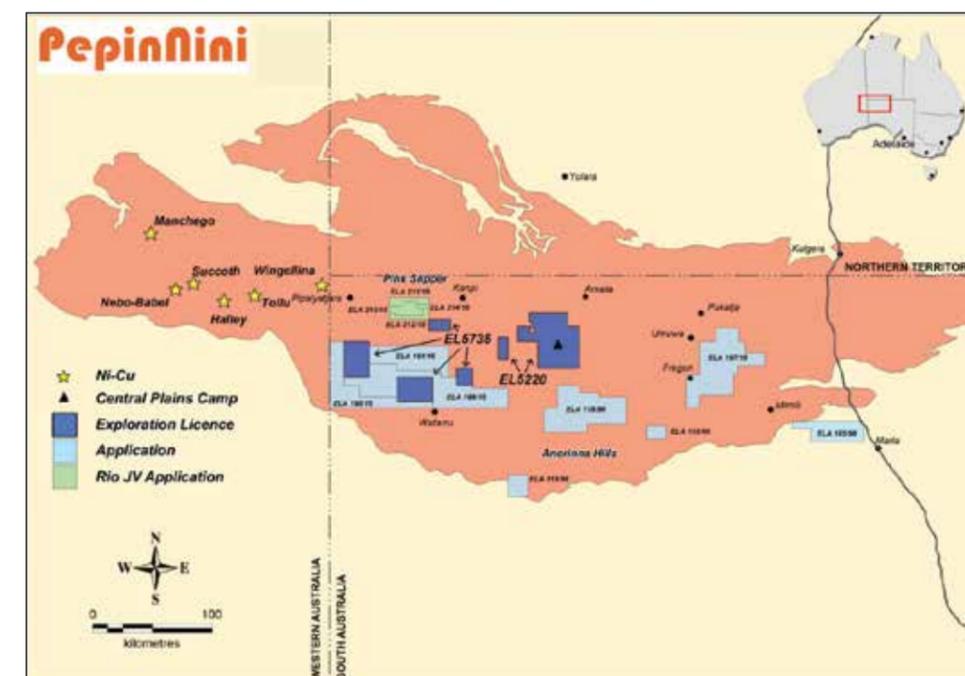


Figure 13: Musgrave Province - Project Location Plan

Musgrave Project

The Musgrave Project consist of two granted exploration licences EL6148 and EL5735 and eight exploration licence applications ELA118/96, ELA185/96, ELA367/09, ELA368/09, ELA189/15, ELA190/15, ELA191/15 and ELA197/15 which cover 14,003km². The licences are all held by NiCul Minerals Ltd(NiCul) (PepinNini subsidiary -100%).

NiCul has a number of exploration programs across the South Australian portion of the Musgrave Province where it is primarily focused on discovering nickel-copper sulphides contained within the layered mafic-ultramafic Giles Complex rocks (Figure 12). The Giles Complex is considered to be highly prospective for Ni-Cu-Co sulphides and PGE mineralisation following the discovery of the Nebo-Babel deposit in Western Australia by WMC in 2000 which is now held by Cassini Resources Ltd (ASX:CZI) in Joint Venture with Oz Minerals Ltd (ASX:OZL). In April 2019 Oz Minerals released an updated mineral resource estimate for the Nebo-Babel deposit of 238Mt @ 0.35%Ni, 0.3%Cu (+minor Au,Co,Pd&Pt).

Several priority nickel-copper sulphide targets are contained within the Company's project areas which are associated with encouraging structural settings of the basement architecture are identified from modelling of regional magnetic, gravity and electromagnetic data. These targets are interpreted to represent mafic feeder dyke systems analogous to the geological setting of the Nebo-Babel deposits in the west Musgrave. These targets have been identified for further investigated using ground electromagnetic surveys, vacuum regolith geochemical drilling and mapping, and diamond core bedrock drill testing.

In late 2016 a collaborative regional Airborne Electromagnetic (AEM) survey was flown across 31,000km² (approximately 16,000 line km) of the central and eastern Musgrave Province (Figure 14). In a Research and Development (R&D) collaboration with the Commonwealth Science and Industry

Research Organisation (CSIRO), the Company acquired geophysical data and undertook technical interpretations covering Caroline EL6148, the Mt Tietkins portion of EL5765, Annerinna Hills ELA118/96, Katalina ELA2015/189 and Ironwood Bore ELA2015/197 target areas. The project was expanded to include co-funding with the South Australian Department of Premier and Cabinet (DPC), the Goyder Institute for Water Research (GI) and Geoscience Australia (GA). Some ground access delays have been precipitated by APYs desire to allow the search for water resources by the Goyder Institute to take preference over mineral exploration activities.

The regional fixed wing aeroplane and helicopter mounted AEM surveys covered a combined total of approximately 20% (4,200 km²) of the

company's tenure. NiCul undertook infill AEM surveys across a number of areas of that it identified from the regional data.

Fourteen target areas were covered with additional AEM data acquisition with three 'exciting' priority targets being identified; Fowler (EL6148), Wintinginna Shear Zone (ELA2015/00197), and Ironwood Bore (ELA2015/00197). These localities have the potential for structurally controlled mineralization associated with mafic magmatism channelled laterally into the Wintinginna Shear Zone

NiCul has demonstrated in past years that it can conduct efficient and cost effective exploration using the Company owned and operated drilling equipment and field camp.



Photo 5 - PepinNini Diamond Core Drilling Rig



Photo 6 - PepinNini Field Camp and helicopter for SkyTEM516 system

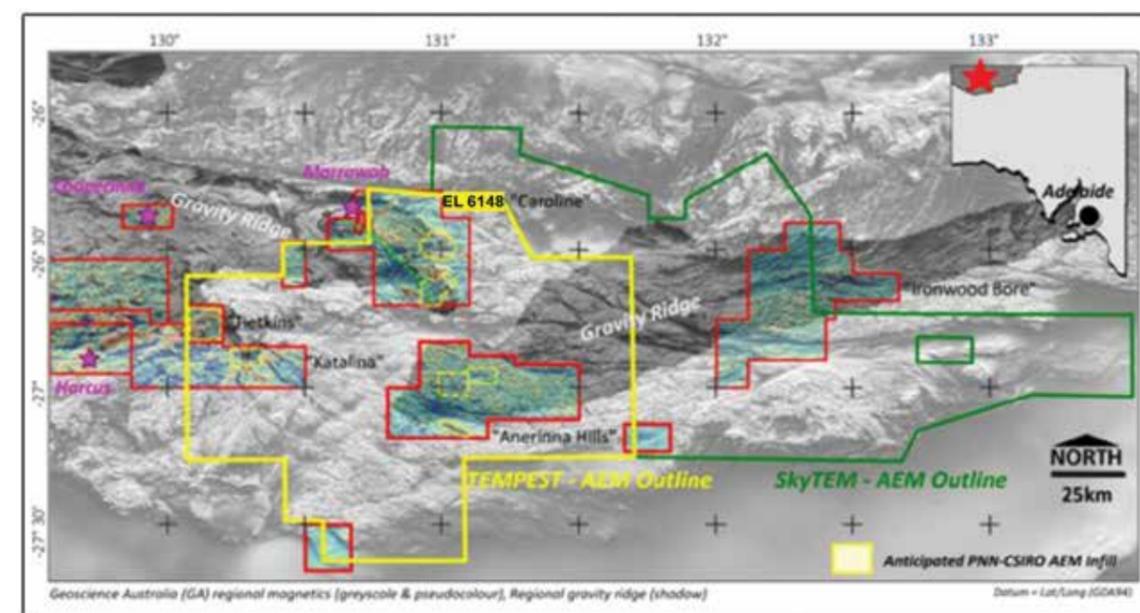


Figure 14: Regional AEM Survey

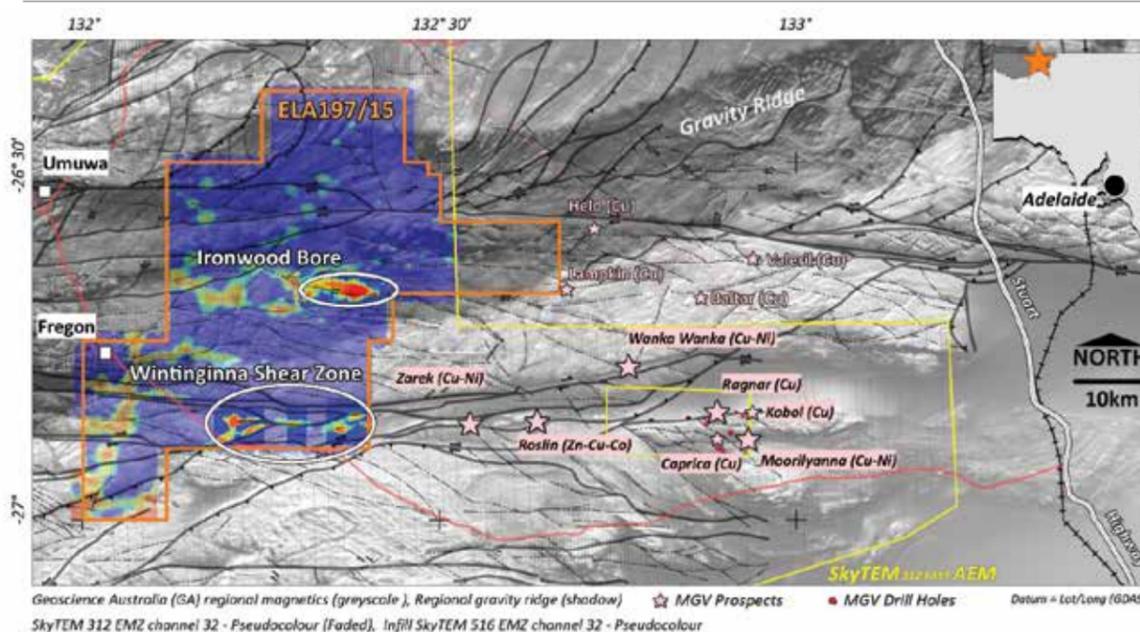


Figure 15: Ironwood Bore AEM anomalies

Rio Tinto - Farm-In Joint Venture

The RIO Farm-in Joint Venture commenced in June 2009, and was extended through to December 2015. This has now been extended with a restructured agreement to enable the ongoing partnership between the two companies. The new agreement includes four redesigned exploration licence areas covering 614 km² over the Pink Slipper Target (Figure X). Under the agreement NiCul will earn 51%.

The redesigned blocks (ELAs 211-214/15) were configured to better accommodate indigenous heritage issues with the aim to improve land access negotiation with Traditional Owners. Some delays have

been encountered as a consequence of APY Mining Liaison & Anthropology staffing vacancy issues. Local APY governance issues has also relegated the advance of mineral exploration access priorities.

Initial ground exploration activities over the Pink Slipper target following up on previously defined high priority airborne geophysical features, will advance rapidly once land access and Heritage Clearance Approvals currently under discussion with APY are secured.

Project Generation

The Company has remained focussed throughout the year on the Lithium Brine Project in Argentina. Efforts to develop new opportunities through Project Generation have been limited but have included ongoing monitoring of commodity trends, mineral discovery activities, and new exploration opportunities as they arise.

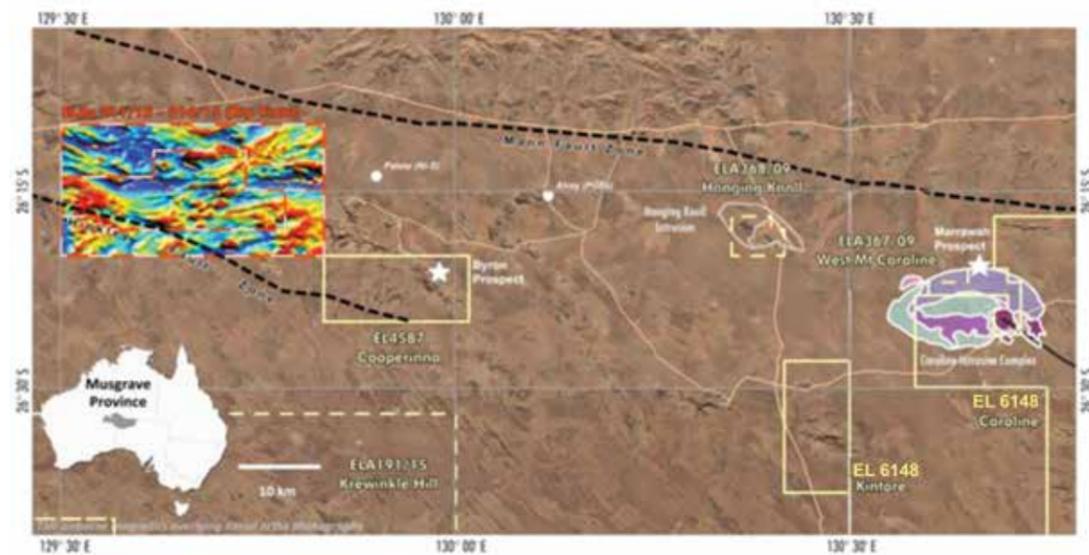


Figure 16: Rio Joint Venture Tenure showing Pink Slipper Project

Tenement Schedule

AUSTRALIA TENEMENTS

Tenement	Tenement Name	Area Km ²	JV	PepinNini Interest	Grant Date
SOUTH AUSTRALIA					
EL 5735	Mt Marcus	1,607		100%	25/10/10
EL 6148	Mt Caroline	1,918		100%	25/2/13
ELA 118/96	Anerinna Hills	2,415		100%	application
ELA 185/96	Willugudinna	823		100%	application
ELA 367/09	Mt Caroline West	46		100%	application
ELA 368/09	Hanging Knoll	34		100%	application
ELA 189/15	Katalina	2,360		100%	application
ELA 190/15	Mt Agnes	1,342		100%	application
ELA 191/15	Krewinkel Hill	1,256		100%	application
ELA 197/15	Ironwood Bore	2,202		100%	application
ELA 211/15 - formerly EX491	Tjintalka	184	JV02	Earning 51% *	application
ELA 212/15 - formerly EX491	Kapura	160	JV02	Earning 51% *	application
ELA 213/15 - formerly EX278	Jalukana	234	JV02	Earning 51% *	application
ELA 214/15 - formerly EX278	Tjalukana	37	JV02	Earning 51% *	application
Total NiCul 100%		14,003			
JV earning NCL & Rio Tinto		615			
Total		14,618			

ARGENTINE TENEMENTS

	Tenement	File #	Type	Project	Application	Granted	Applied Area Hectares	Title Holder
Cu-Au	Mina Santa Ines	1201	Mina	Santa Ines	27-Sep-10	20-Sep-11	18	PNN SA 100%
Cu-Au	Santa Ines VIII	22074	Mina	Santa Ines	18-Jul-13	28-Aug-14	3,000	PNN SA 100%
Cu-Au	Santa Ines XII	22373	Mina	Santa Ines	11-Oct-14	30-Nov-15	2,609	PNN SA 100%
Cu-Au	Santa Ines XIII	22372	Mina	Santa Ines	11-Oct-14	19-Sep-15	511	PNN SA 100%
Total Copper Gold Project							6,138	
Li Brine	Sulfa 1	19188	Mina	Salar de Pular	2-Jun-16	22-Feb-17	657	PNN SA 100%
Li Brine	Luxemburgo	18548	Mina	Salinas Grandes	2-Jun-16	22-Jun-16	2,495	PNN SA 100%
Li Brine	Ariza Sur 1	21391	Mina	Salar de Arizaro	2-Jun-16	22-Jun-16	3,004	PNN SA 100%
Li Brine	Villanovena 1	19565	Mina	Salina del Rincon	2-Jun-16	22-Jun-16	1,586	PNN SA 100%
Li Brine	Tabapocitos 02	20017	Mina	Salar Pocitos	2-Jun-16	22-Jun-16	2,970	PNN SA 100%
Li Brine	Pocitos 11	22741	Mina	Salar Pocitos	17-Aug-16	19-Sept-16	3,000	PNN SA 100%
Li Brine	La Maderita	19607	Mina	Lithium	4-Aug-17	17 Oct 17	3,000	PNN SA 100%
Li Brine	Sisifo	20545	Mina	Lithium	22-Feb-18	22 Feb 18	2,000	PNN SA100%
Li Brine	Moncho	23491	Mina	Lithium	05-Dec-17	08-Feb-18	2,128	PNN SA100%
Total Lithium Brine Project							20,840	
Total all projects							26,978	

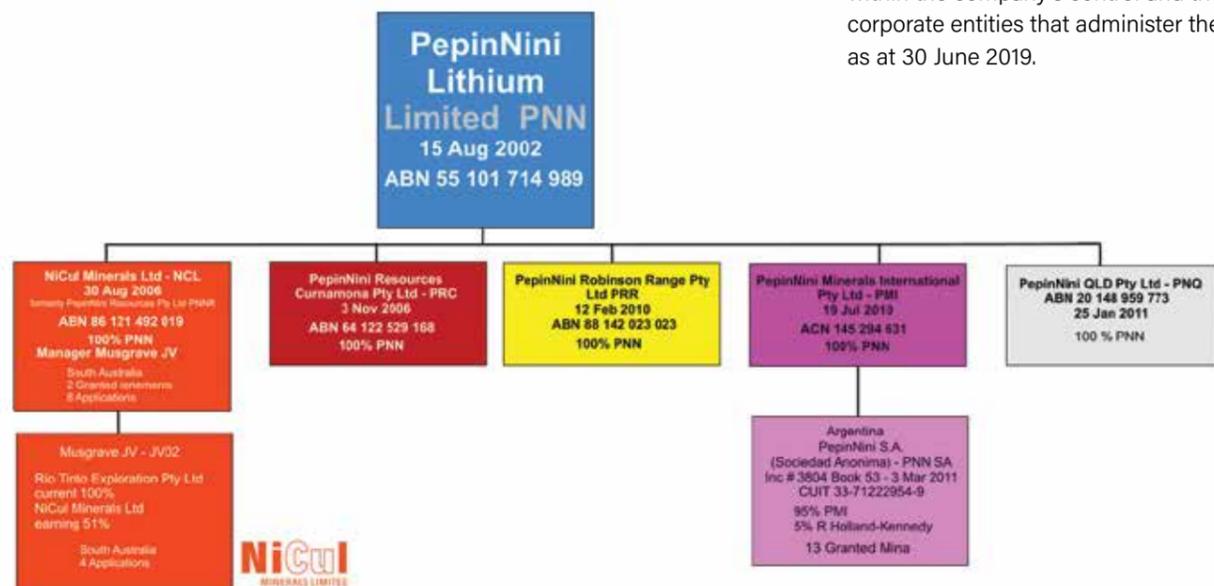
Financial and Corporate Strategy

PepinNini Lithium Limited is a mineral exploration company focussed on defining and developing a Lithium Brine project to produce battery grade Lithium Carbonate(LCE) in Salta Province, north west Argentina. PepinNini subsidiary NiCul Minerals Ltd is targeting the discovery of a major Nickel-Copper-Cobalt deposit in the Musgrave Province of South Australia.

Our mission is to:

- focus on Lithium, Nickel, Copper and Cobalt as commodities with potential for market share
- explore with a high degree of integrity
- respect family, the land and the culture of the indigenous peoples wherever they are
- explore with inclusiveness/equality/ fairness
- care for all who come into contact with PepinNini
- have meaningful community engagement and seek community participation
- bring value to shareholders

The chart below shows the projects within the company's control and the corporate entities that administer them as at 30 June 2019.



The corporate strategy to achieve our mission has been to, where possible, realise value within the holdings of the company and to fund effective exploration activities within key priority project areas for key commodities to maximise the potential of a commercially viable mineral discovery. The Company's current priority is Argentina where the main focus is on efficient, responsible exploration to test and prove Lithium Carbonate resources and develop into the production of battery-grade Lithium Carbonate in the most cost effective way possible.

Strategic equity raisings of capital have been and will be undertaken to ensure adequate funding for worthy ongoing

activities and divestment of non-core assets to minimise depletion of cash reserves will continue.

Financially efficient and regulation compliant company and project administration is fundamental to the corporate strategy.

The annual financial report for the year ended 30 June 2019 is included within the annual report.

At 30 June 2019, the company had cash of \$915,655, and debt of \$1.1m and a Director loan of \$122,000. Private placements during the year raised \$1.3m, an entitlements issue raised \$1.1m and conversion of Director's options raised \$40,000.

Expenditure of \$733,028 on exploration activities throughout the year was capitalised.

PepinNini Directors consider the lithium brine project to have the potential for development and production of battery grade Lithium Carbonate in the future and other Nickel-Copper-PGE target exploration projects in Australia to have the potential for discovery.

PepinNini has proven in the past to be able to release the value in Company assets and will continue to ensure that our shareholders receive the maximum possible returns and enjoy the ride.

Financial Report

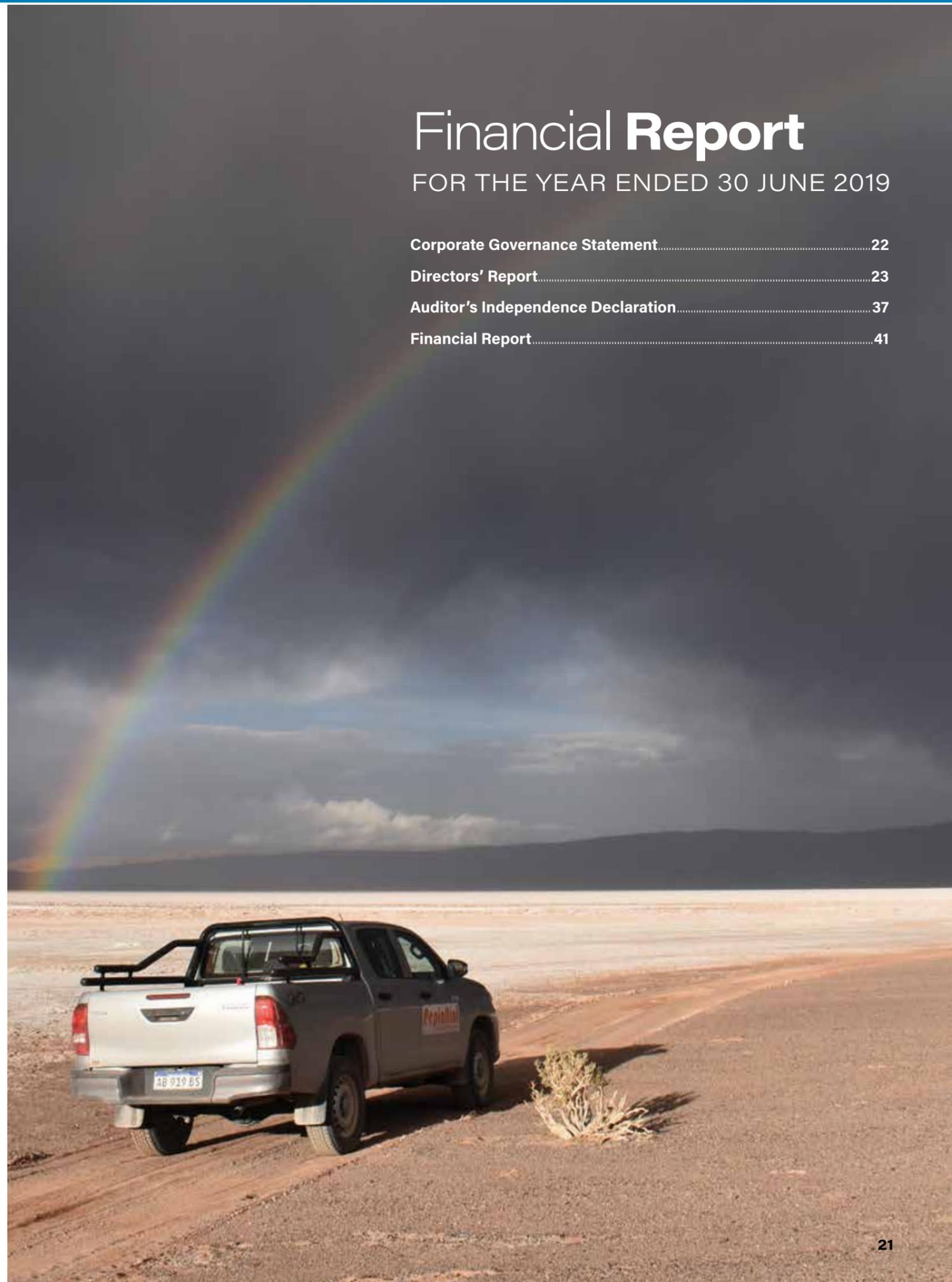
FOR THE YEAR ENDED 30 JUNE 2019

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Corporate Governance Statement

PepinNini Lithium 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 2019 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 Lithium Limited ("PepinNini" or the "Company") submit herewith the annual financial report of the consolidated group consisting of PepinNini Lithium Limited and the entities it controlled (the Group) at the end of, or during, the year ended 30 June 2019. 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 Lithium Limited during the whole of the financial year and up to the date of this report, except as otherwise noted:

- Rebecca Holland-Kennedy
- Phil Clifford
- Sarah Clifton-Brown
- James Allchurch
(Appointed 1 July 2019)

PRINCIPAL ACTIVITIES

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

- Lithium
- Copper
- Nickel
- Gold

DIVIDENDS

No dividends have been paid for the year ended 30 June 2019 or 30 June 2018.

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

REVIEW OF OPERATIONS

During the year the Company progressed the Lithium Brine Project in Argentina with the target of lithium carbonate production by 2021-2022. Also in Argentina the Copper Gold Project

at Santa Ines was maintained and in Australia the Nickel Copper Project was continued by subsidiary company NiCul Minerals Ltd.

1. ARGENTINA - SALTA PROJECT

Salta Lithium Brine Projects

The project consists of nine mining leases (mina) totalling 20,840 hectares prospective for lithium brine aquifers associated with drilled salt lakes (salares), in the western part of Salta Province, NW Argentina, Table 1.

This is a reduction since June 2018 of one mina as the Company discontinued the exploration purchase option covering Patilla Mina on Salar de Pular entered into with Lithea Inc, wholly owned subsidiary of Lithium S(TSX-V:LSC) announced as Transaction 1; ASX:22 Feb 2018. The Company withdrew from

Table 1: PepinNini SA Lithium Project Mining Leases (Mina)

Salar	Mina	Area
Salar de Pular	Sulfa 1	657
Salar de Pular	Moncho	2,128
Salinas Grandes	Luxemburgo	2,495
Salar de Arizaro	Ariza Sur 1	3,004
Salar del Rincon	Villanovena 1	W,586
Salar Pocitos	Tabapocitos 02	2,970
Salar Pocitos	Pocitos II	3,000
Salar de Arizaro	La Maderita	3,000
Salar de Incahuasi	Sisifo	2,000
Total		20,840

* 100 hectares = 1 square kilometre

the option agreement after undertaking appropriate investigations across Patilla Mina in conjunction with its broader exploration activities across its 100% owned Sulfa 1 and Moncho Minas. The lithium brine resource for this project stated ASX:27 July 2018 was re-calculated by independent competent person Mr. Michael Rosko, M.Sc., C.P.G. of the international hydrogeology firm E.L. Montgomery & Associates (M&A). The resource estimate was prepared in accordance with The JORC Code 2012 and released 23 January 2019.

During the year exploration was carried out on the other mining lease obtained by Transaction 2 (ASX:22 Feb 2018)

Sisifo Mina on Salar de Incahuasi. The Company undertook a geophysical TEM survey over the mina. The survey indicated two distinct zones; firstly a halite surface layer with a conductive potential brine bearing layer below and a saturated conductive zone from the surface and potentially brine bearing. The survey penetrated to 200m in depth with the interpreted brine bearing zone continuing beyond 200m.

On the Rincon mining lease for which a lithium brine resource was stated (ASX:27 June 2018), brine was re-sampled and analysed to provide data for computer simulations of the evaporation and concentration process

which would lead to the production of lithium carbonate. The simulations were carried out for all three projects; Rincon, Pular and Incahuasi and indicated that Incahuasi brine has the highest calcium concentration and Rincon brine has the highest sulphate concentration. A mix of Incahuasi and Rincon brines was simulated resulting in precipitation of calcium sulphate (CaSO₄) or gypsum. The simulation indicates that contaminates reduced in this way would create an enriched brine of 2.24% Lithium (22,400ppm lithium) with a very low magnesium:lithium ratio of 1.02:1.

Table 2 Updated Resource Estimate, Pular Project

Resource Category	Brine Volume (m ³)	Avg. Li (mg/L)	In situ Li (tonnes)	Li ₂ CO ₃ Equivalent (tonnes) LCE	Avg. K (mg/L)	In situ K (tonnes)	KCl Equivalent (tonnes)
Measured	2.0 x 10 ⁸	87	17,100	91,000	4,510	888,700	1,695,000
Inferred	2.0 x 10 ⁸	77	15,400	82,000	4,280	853,400	1,627,000

Table 3 - Final Brine Composition – Rincon Incahuasi Blend

	H ₂ O Water %	Li Lithium %	Na Sodium %	K Potassium %	Ca Calcium %	Mg Magnesium %	Cl Chloride %	SO ₄ Sulphate %	BO ₂ Borate %
Final Brine	52.09	2.24	0.09	0.21	8.87	2.28	33.79	0.05	0.34

Salta Copper-Gold Project

The project is comprised of four mining leases (mina) of 6,138 hectares and is located in NW Salta province close to the border with Chile. During the year no exploration was carried out on the leases. Statutory reporting and mining

lease payments were maintained to keep the leases in good standing. The project is located 80km from the large Escondida Copper Gold project in Chile owned by BHP and RioTinto.

2. 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. NiCul Minerals Ltd (NCL) a wholly owned subsidiary of PNN is targeting Nickel-Copper-Cobalt minerals. The project comprises two sub-projects:

- Tenure of 14,003km² 100% owned by NiCul Minerals Ltd a subsidiary of PepinNini covering 2 granted exploration leases (EL's) and 8 exploration lease applications (ELA's)
- Tenure of 615km² over 4 ELA's of a Farm-in Joint Venture with RioTinto in which NiCul is earning 51%

During the year the Company continued to negotiate with the traditional owners the Anangu Pitjantjatjara Yankunytjatjara for access and application granting for both projects.

In relation to (b) NCL as operator on behalf of the project participants, NiCul and RioTinto have been informed by the Anangu Pitjantjatjara Yankunytjatjara (APY) Lands Executive Board that they have approved progressing exploration licence application ELA2015/00214 to facilitate the granting of an exploration deed with the traditional owners. This ELA covers 37km² and includes the Pink Slipper geophysical target. Subject to certain conditions, an extension to the farm-in period to 31 December 2020 has been agreed with Rio Tinto to provide additional time for the agreement of the exploration deed and to drill test the Pink Slipper geophysical target.

In relation to (a) no progress has been made with the traditional owners, Anangu Pitjantjatjara Yankunytjatjara to test a number of targets that have been generated from an airborne electromagnetic (EM) survey flown in a collaboration with CSIRO and Geoscience Australia in 2016. Consequently, no field work was carried out during the year on NCL 100% tenements.

Project Generation

Project Generation throughout the year has focussed on the Lithium Brine Project in Salta Province, Argentina. The Company continue to evaluate new projects with a view to expanding the Company's pipeline of projects.

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

There has been no other matter or circumstance that has arisen since 30 June 2019 that has significantly affected, or may significantly affect:

- the Group's operations in future financial years, or
- the results of those operations in future financial years, or
- the Group's state of affairs in future financial years.

Likely developments in future financial years and expected results of operations

The Group intends to continue actively exploring and developing its tenements in the Salta Province, Argentina Project for lithium brine. During the coming year the Company will aim for resource declarations on leases currently without resources, further analytical testing of brine blend products to progress to lithium brine production and production parameter testing on all leases leading to feasibility studies for production.

For the Musgrave project the Group plan to continue actively pursuing tenement granting and exploration of ELAs targeting Nickel-Copper-Cobalt.

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:



Rebecca Holland-Kennedy

Executive Director - Managing Director

Qualifications: BSc(Geology), MAusIMM, BArts(Humanities), GAICD

Experience: Rebecca Holland-Kennedy was a founding Director of PepinNini Lithium Limited and has been a board member since 2002. She also held the position of Company Secretary from 2002 to 6 May 2013. She has more than 30 years' experience in 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 Meekatharra Mineral Limited. She is a Director of NiCul Minerals Ltd, PepinNini Robinson Range Pty Ltd, PepinNini QLD Pty Ltd, PepinNini Lithium International Pty Ltd and PepinNini Resources Curnamona Pty Ltd.



Sarah Clifton-Brown

Executive Director - Finance Director

Qualifications: BArts(Hon) Accountancy, FCCA, GAICD

Experience: Ms Clifton-Brown was appointed a Director of the Company on 11 December 2014. She is a Fellow of the Association of Chartered Certified Accountants, a graduate member of the Australian Institute of Company Directors and has worked with the Company since May 2013. With over 13 years' experience in Australia and the United Kingdom, she brings to PepinNini Lithium Limited considerable knowledge and expertise in financial reporting, compliance and company management. She is a Director of PepinNini Resources Curnamona Pty Ltd, PepinNini Lithium International Pty Ltd and NiCul Minerals Ltd.



Phil Clifford

**Non-Executive Director
(Changed from Executive to Non-Executive Director on 1 October 2017)**

Qualifications: BSc(Geology), MAusImm

Experience: Phil Clifford was appointed a Director of the company on 9 April 2013. Phil Clifford has been Exploration Manager for PepinNini Lithium Limited since 2004 in charge of the South Australian Musgrave and Curnamona Projects and the Company's West Australian iron ore joint venture project at Robinson Range. Before joining PepinNini Lithium Limited he was a project geologist and team leader with CRA Exploration and Rio Tinto Exploration for 15 years in projects exploring for magmatic nickel sulphide, PGE's, gold, diamonds, base metals, uranium and coal. He is a Director of NiCul Minerals Ltd, PepinNini QLD Pty Ltd and PepinNini Robinson Range Pty Ltd.



James Allchurch

Non-Executive Director (Appointed 1 July 2019)

Qualifications: BSc Hons (Geography) Member of AIG

Experience: Mr Allchurch, is a geologist, with experience and expertise in mineral exploration, resource project generation and evaluation and mining and exploration project development in Australia and overseas. He was formerly Managing Director of Monto Minerals Ltd(ASX:MOO) from 2012 to 2016 and a Non-executive Director of Bligh Resources (ASX:BGH) from 2016 to 2017. He is currently MD of Mandrake Resources Ltd(ASX:MAN)

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 Code
Phil Clifford	-	-	-
Rebecca Holland-Kennedy	-	-	-
Sarah Clifton-Brown	-	-	-
James Allchurch	Monto Minerals Ltd	2012-2016	MOO
	Bligh Resources Ltd	2016-2017	BGH
	Mandrake Resources Ltd	2019	MAN

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 Lithium Limited Directors	Fully paid ordinary shares (Number)	Share options (Number)
Rebecca Holland-Kennedy	146,599,641	24,933,274
Phil Clifford	600,000	1,500,000
Sarah Clifton-Brown	412,000	1,700,000
James Allchurch	19,997,500	53,748,750

SHARE OPTIONS GRANTED TO DIRECTORS AND SENIOR MANAGEMENT

During the financial year no share options were granted to Directors.

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 Lithium Limited	200,000	Ordinary	10cps	9 November 2019
PepinNini Lithium Limited	100,000	Ordinary	6cps	31 January 2020
PepinNini Lithium Limited	100,000	Ordinary	10cps	31 January 2021
PepinNini Lithium Limited	4,250,000	Ordinary	4cps	9 November 2020
PepinNini Lithium Limited	1,050,000	Ordinary	5cps	16 March 2021
PepinNini Lithium Limited	300,000	Ordinary	7cps	16 March 2022
PepinNini Lithium Limited	300,000	Ordinary	9cps	16 March 2023
PepinNini Lithium Limited	4,800,000	Ordinary	3.77cps	11 May 2021
PepinNini Lithium Limited	7,218,750	Ordinary	2.7cps	11 May 2021
PepinNini Lithium Limited	17,000,000	Ordinary	1.5cps	18 Dec 2019
PepinNini Lithium Limited	304,668,703	Ordinary	0.8cps	30 Nov 2022
Total	339,987,453			

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.

There were 1,000,000 shares or interests issued during or since the end of the financial year as a result of exercise of an option. These options were exercised for 4 cents per share.

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 23 to 35.

COMPANY SECRETARY

Justin Nelson was appointed Company Secretary 6 May 2013.

Qualifications and experience of Justin Nelson are detailed below.

Mr Nelson was formerly ASX's State Manager, SA and Manager, Listings (Adelaide). He holds a Bachelor of Laws, Bachelor of Arts (Jurisprudence), a Graduate Diploma of Applied Corporate Governance and is Special Counsel with DMAW Lawyers.

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).

Directors	Board of Directors			Corporate Governance Committee			Audit Committee			Remuneration Committee		
	Held	Board Member	Attended	Held	Committee Member	Attended	Held	Committee Member	Attended	Held	Committee Member	Attended
Rebecca Holland-Kennedy	12	12	12	12	y	1	1	y	2	2	y	1
Phil Clifford	12	12	12	12	y	1	1	y	1	2	y	1
SarahClifton-Brown	12	12	12	12	y	1	1	y	2	2	y	1

SUMMARY OF FINANCIAL POSITION

	2019	2018
Total Current Assets	\$1,247,314	\$723,105
Total Non-Current Assets	\$17,628,997	\$17,392,909
Total Current Liabilities	\$410,793	\$634,475
Total Non-Current Liabilities	\$8,283	\$390,826
Net Assets	\$18,457,235	\$17,090,713
Equity	\$18,457,235	\$17,090,713

The increase in Current Assets is a result of increased cash due to fundraising during the year.

The increase in Non-current assets is a result of exploration spend during the year.

The decrease in Current Liabilities relates primarily to the decrease in Trade and Other Payables, resulting from ongoing Exploration and Evaluation activities during the year.

The Non-Current liability is a loan from a related party.

SUMMARY OF FINANCIAL PERFORMANCE

Revenue received of \$1,325 in the year was interest income.

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, office rental, and share registry and investor relations expenses. The increase in these expenses is due to an impairment of E&E assets recognised in the year ended 30 June 2019, as well as bank charges, losses on foreign currency receivables, airfares, and exploration administration costs in Argentina, expenses relating to share registry and the grant of options during the year. There has been no significant change in salaries and Director's fees for the year ended 30 June 2019.

REMUNERATION REPORT – AUDITED

Fees and payments to non-executive Directors reflect the demands which are made on, and the responsibilities of, the Directors. Remuneration report – audited

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

Role of Remuneration committee

The Remuneration committee is a committee of the board. It is primarily responsible for making recommendations to the board on:

- non-executive Director fees
- executive remuneration (Directors and other executives) and
- the 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 2018 Annual General Meeting
- (E) Performance of PepinNini Lithium 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 which are made on, and the responsibilities of, the 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. It 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. No share options were awarded to non-executive Directors during 2019 (2018: 2,250,000). 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. James Allchurch was appointed as non executive Director from 1 July 2019.

(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.

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 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 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 both personal 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.

There are no guaranteed pay increases included in any executives' contracts.

Executives do not receive any benefits.

(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 have an STI opportunity of 5% of TEC. 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 Lithium Limited Employee Share Option Plan which was approved by shareholders at the 2011 Annual General Meeting.

The PepinNini Lithium 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 all shareholders on 29 December 2010.

(C) Use of remuneration consultants

No remuneration consultants have been used to review existing remuneration policies.

(D) Voting and comments made at the company's 2018 Annual General Meeting

PepinNini Lithium Limited received 79% of "yes" votes on its remuneration report for the 2018 financial year. The Company did not receive any specific feedback at the Annual General Meeting of shareholders of the Company or throughout the year on its remuneration practices.

(E) Performance of PepinNini Lithium Limited

The tables below set out summary information about the Group's earnings and movements in shareholder wealth for the five years to June 2019:

	30 June 2019 \$'000	30 June 2018 \$'000	30 June 2017 \$'000	30 June 2016 \$'000	30 June 2015 \$'000
Revenue	1	35	17	57	225
Net (loss) / profit before tax	(1,306)	(1,313)	(859)	(2,479)	(6,044)
Net (loss) / profit after tax	(1,374)	(1,329)	(954)	(2,502)	(6,045)
Attributable to members of PepinNini Lithium Limited	(1,374)	(1,329)	(954)	(2,502)	(6,045)
Share price at start of year	\$0.019	\$0.016	\$0.031	\$0.017	\$0.012
Share price at end of year	\$0.003	\$0.019	\$0.016	\$0.031	\$0.017
Interim dividend	-	-	-	-	-

REMUNERATION REPORT (CONTINUED)

	30 June 2019	30 June 2018	30 June 2017	30 June 2016	30 June 2015
Final dividend	-	-	-	-	-
Basic (loss) / earnings per share	(0.2) cps	(0.3) cps	(0.3) cps	(1.1) cps	(3.5) cps
Diluted (loss) earnings per share	(0.2) cps	(0.3) cps	(0.3) cps	(1.1) cps	(3.5) cps
Short term incentive (% of maximum)	0.00%	0.00%	0.00%	0.00%	0.00%

The Performance Incentive Program for the 2018/19 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 Lithium Limited and the PepinNini Lithium Limited Group are set out in the following tables. The key management personnel of the Group are the Directors of PepinNini Lithium Limited (see page 26 above).

Key management personnel of the Group

Name	2019 Short term employee benefits				Post employment benefit	Long term benefits	Termination benefits	Equity-settled Share based payments	Total
	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	178,996				17,005				196,001
Sarah Clifton-Brown – Finance Director	101,920				9,682				111,602
Non-Executive Directors									
Phil Clifford	36,697				3,486				40,183
Total Key Management Personnel Compensation (Group)	317,613				30,173				347,786
Name	2018 Short term employee benefits				Post employment benefit	Long term benefits	Termination benefits	Equity-settled Share based payments	Total
	Cash salary and fees	Cash bonus	Non monetary benefits	Other	Superannuation	Long service leave	Termination benefits	Options	Total
	\$	\$	\$	\$	\$	\$	\$	\$	\$
Executive Directors									
Rebecca Holland-Kennedy	181,096				17,005			45,224	243,325
Sarah Clifton-Brown	102,200				9,682			45,224	157,106
Non-Executive Directors									
Robert (Wei) Sun (Resigned 7 May 2018)	19,456				1,848			22,612	43,916
Phil Clifford	51,950			21,025	4,935	28,853		45,224	151,987
Key Management Personnel Compensation (Group)	354,702			21,025	33,470	28,853		158,284	596,334

¹As Non-Executive Directors do not receive any benefits; Phil Clifford's annual leave and long service leave were paid out when he changed to a Non-Executive Director on 1 October 2017.

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	
	2019	2018	2019	2018	2019	2018
Directors of PepinNini Lithium Limited						
Rebecca Holland-Kennedy	95%	95%	5%	5%	-	-
Robert (Wei) Sun (Resigned 7th May 2018)	-	100%	-	-	-	-
Phil Clifford (changed from Executive to Non-Executive Director 1 Oct 2017)	100%	100%	-	-	-	-
Sarah Clifton-Brown	95%	95%	5%	5%	-	-

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.

Rebecca Holland-Kennedy has elected to reduce contracted salary, her salary under this arrangement is set at \$182,000 including superannuation.

Sarah Clifton-Brown (Executive Director - Finance Director) has a contract for service, details of which are outlined as follows:

- She is required to work three and a half days a week;
- Her current salary inclusive of superannuation is \$111,000 per year;
- Her contract commenced on 11 December 2014;
- Termination may be made by either party on providing three months' notice;
- Termination benefits payable upon termination to Mrs Clifton-Brown are three months' pay.

(H) Share based compensation

Options

An employee share option scheme has been established whereby PepinNini Lithium Limited may, at the discretion of management, grant options over the ordinary shares of PepinNini Lithium 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.

The terms and conditions of each grant of options affecting remuneration in the previous, this or future reporting periods are as follows:

REMUNERATION REPORT (CONTINUED)

Grant date	Date vested and exercisable	Expiry date	Exercise price	Value per option at grant date	Number of Options at Grant Date
(1) 10 November 2014	10 November 2016	09 November 2018	\$0.10	\$0.0050	200,000
(2) 10 November 2014	10 November 2016	09 November 2019	\$0.10	\$0.0050	200,000
(3) 10 November 2017	10 November 2017	09 November 2020	\$0.04	\$0.0301	1,500,000
(4) 10 November 2017	10 November 2017	09 November 2020	\$0.04	\$0.0301	1,500,000
(5) 10 November 2017	10 November 2017	09 November 2020	\$0.04	\$0.0301	1,500,000
(6) 10 November 2017	10 November 2017	09 November 2020	\$0.04	\$0.0301	750,000

Options granted under the plan carry no dividend or voting rights.

Each option is convertible into one ordinary share on exercise. Options may be exercised at any time from the date of vesting to the date of their expiry.

Details of options over ordinary shares in the Group provided as remuneration to each Director of PepinNini Lithium Limited and each of the key management personnel of the Group are set out below. Further information on the options is set out in note 14 to the financial statements.

Options numbered (2) in the table above are entitled to beneficial interest at vesting date only if the recipient continue to be employed by the Company at that date. Options numbered (3)-(6) have no requirement for the Director to remain employed and continue until Expiry. (6) Related to a past Director, however the options are valid until expiry.

Holders of the options granted are as follows, options (1)-(3) Sarah Clifton-Brown, (4) Rebecca Holland-Kennedy, (5) Philip Clifford, (6) Robert Wei Sun – Previous Director. No options were granted during the year.

No options were granted to directors as remuneration in 2019. The weighted average fair value of options granted during 2018 was \$0.03. These values were calculated using the Black-Scholes option pricing model.

Dividend yield and weighted average share price have also been used as inputs into the Black Scholes Valuation model in order to determine the fair value of share options granted.

2019 Name	Balance at start of the year (number)	Granted as compensation (number)	Exercised (number)	Other changes (number)	Balance at end of the year (number)	Vested and exercisable (number)	Unvested (number)
Directors of PepinNini Lithium Limited							
Options							
Rebecca Holland-Kennedy	1,500,000		(1,000,000)		500,000	500,000	
Phil Clifford	1,500,000				1,500,000	1,500,000	
Sarah Clifton-Brown	1,900,000			(200,000)	1,700,000	1,700,000	
Other key management personnel of the Group							

No options were granted to Directors of PepinNini Lithium Limited during the year ended 30 June 2019 (2018: 5,250,000).

There were 3,700,000 unissued ordinary shares held by Directors of PepinNini lithium Limited and other key management personnel of the group under option at the end of the year.

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

1,000,000 ordinary shares in the Company were issued as a result of the exercise of remuneration options by Directors of PepinNini Lithium Limited and other key management personnel of the Group for the 30 June 2019 financial year, no shares issued for the 30 June 2018 financial year. 200,000 options expired 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 Lithium 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.

2019 Name	Balance at the start of the year #	Received during the year on the exercise of options #	Other changes during the year #	Balance at the end of the year #
Directors of PepinNini Lithium Limited				
Ordinary shares				
Rebecca Holland-Kennedy	93,986,475	1,000,000	51,613,166	146,599,641
Phil Clifford	600,000			600,000
Sarah Clifton-Brown	312,000		100,000	412,000
Other key management personnel of the Group				
Ordinary shares				
None				

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

Kalinda Outlook Pty Ltd, a company of which Rebecca Holland-Kennedy is a director, advanced a loan during the financial year to the company in the amount of \$122,000. The loan is unsecured with an initial term of 9 years and 6 months from the date of receipt of the funds. Interest is payable at 3.5%. The loan is expected to be settled within 12 months of the end of the financial year, so is classified as Borrowings under current liabilities in the Financial Report.

END OF AUDITED REMUNERATION REPORT

PepinNini Lithium Limited
Directors' report
30 June 2019



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AUSTRALIA

Indemnification of officers and auditors

PepinNini Lithium 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 13 October 2018 to 1 July 2019 to insure the Directors and officers of the Company, and a new premium covering to 1 July 2020 has been paid in July 2019. 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 2019.

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 17 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

Rebecca Holland Kennedy
Managing Director
Adelaide,
13 September 2019

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

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of PepinNini Lithium Limited (the Company) and its subsidiaries (the Group), which comprises the consolidated statement of financial position as at 30 June 2019, 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 2019 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* (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.

Material uncertainty related to going concern

We draw attention to Note 2(iv) in the financial report which describes the events and/or conditions which give rise to the existence of a material uncertainty that may cast significant doubt about the group's ability to continue as a going concern and therefore the group may be unable to realise its assets and discharge its liabilities in the normal course of business. Our opinion is not modified in respect of this matter.



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. In addition to the matter described in the *Material uncertainty related to going concern* section, we have determined the matters described below to be the key audit matters to be communicated in our report.

Recoverability of exploration and evaluation assets

Key audit matter	How the matter was addressed in our audit
<p>As at 30 June 2019 the carrying value of Exploration and Evaluation Assets was \$17,620,973 as disclosed in note 4.</p> <p>The recoverability of the exploration and evaluation assets was considered a key audit matter due to:</p> <ul style="list-style-type: none"> ▶ 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. 	<p>Our procedures included, but were not limited to:</p> <ul style="list-style-type: none"> ▶ 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; <p>We also assessed the adequacy of the related disclosures in note 4 to the Financial Statements.</p>

Other information

The directors are responsible for the other information. The other information comprises the information contained in the annual report for the year ended 30 June 2019, 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 Letter to Shareholders, 2019 Highlights, Tenement Schedule and Financial and 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 Letter to Shareholders, 2019 Highlights, Tenement Schedule and Financial and 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: http://www.auasb.gov.au/auditors_responsibilities/ar1.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 23 to 35 of the directors' report for the year ended 30 June 2019.

In our opinion, the Remuneration Report of Pepinnini Lithium Limited, for the year ended 30 June 2019, 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 Audit (SA) Pty Ltd

Andrew Tickle
Director

Adelaide, 13 September 2019

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Consolidated statement of financial position

as at 30 June 2019

	NOTE	Consolidated	
		2019 \$	2018 \$
Revenue from Continuing Operations	7	1,325	25,949
Other Income	7		8,636
Expenses			
Depreciation expense	6	(2,502)	(3,185)
Salary & employment costs	8	(330,687)	(522,439)
Operating expenses		(195,509)	(266,860)
Operating lease rental expense		(14,008)	(16,842)
Share Registry		(68,991)	(99,735)
Airfares		(19,817)	(68,670)
Professional fees		(35,893)	(68,000)
Currency Loss		(89,562)	(111,709)
Insurance		(33,413)	(36,546)
Bank Charges and State Taxes		(17,818)	(64,505)
Legal fees		(4,423)	(7,709)
Impairment of exploration asset		(494,383)	(81,058)
Total expenses		(1,307,006)	(1,347,258)
Loss before tax		(1,305,681)	(1,312,673)
Income tax benefit/(expense)	10	(68,215)	(16,477)
Loss for the year		(1,373,896)	(1,329,149)
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		(1,373,896)	(1,329,149)
Attributable to:			
Members of PepinNini Lithium Limited		(1,373,896)	(1,329,149)
Earnings per share for loss attributable to the ordinary equity holders of the company:		(1,373,896)	(1,329,149)
Basic loss (cents per share)	12	(0.2)	(0.3)
Diluted loss (cents per share)	12	(0.2)	(0.3)

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

Consolidated statement of financial position

as at 30 June 2019

	NOTE	Consolidated	
		2019 \$	2018 \$
Current assets			
Cash and cash equivalents	3	915,655	352,079
Trade and other receivables	9	327,616	355,697
Prepayments		4,043	15,329
Total current assets		1,247,314	723,105
Non-current assets			
Exploration and evaluation expenditure	4	17,620,973	17,382,328
Exploration bonds		3,990	3,990
Property, plant and equipment	6	4,034	6,591
Total non-current assets		17,628,997	17,392,909
Total assets		18,876,311	18,116,014
Current liabilities			
Trade and other payables		123,029	472,651
Annual and long service leave		165,764	161,824
Borrowing Related Party		122,000	-
Total current liabilities		410,793	634,475
Non-Current liabilities			
Convertible Notes	13	-	390,826
Provisions		8,283	-
Total Non-current liabilities		8,283	390,826
Total liabilities		419,076	1,025,301
Net assets		18,457,235	17,090,713
Equity			
Issued capital	11	31,105,226	28,174,241
Reserves	11	707,116	897,683
Retained earnings	11	(13,355,107)	(11,981,211)
Total Equity attributable to equity holders of the Company		18,457,235	17,090,713

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

Consolidated statement of changes in equity

for the financial year ended 30 June 2019

Consolidated	Issued Capital Note 11(a)		Reserves Note 11(b)			Retained Earnings Note 11(b)	
	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 2017	26,141,625	553,623		404,150	-	(10,652,062)	16,447,336
Loss for the year	-	-	-	-	-	(1,329,149)	(1,329,149)
Other comprehensive income	-	-	-	-	-	-	-
Total comprehensive (loss)/income	-	-	-	-	-	(1,329,149)	(1,329,149)
Issue of shares, net of transactions costs and tax (note 11(a))	1,478,993	-	303,239	-	-	-	1,782,232
Employee share options	-	-	-	190,294	-	-	190,294
Balance at 30 June 2018	27,620,618	553,623	303,239	594,444	-	(11,981,211)	17,090,713
Balance at 1 July 2018	27,620,618	553,623	303,239	594,444	-	(11,981,211)	17,090,713
Loss for the year	-	-	-	-	-	(1,373,896)	(1,373,896)
Other comprehensive income	-	-	-	-	-	-	-
Total comprehensive (loss)/income	-	-	-	-	-	(1,373,896)	(1,373,896)
Issue of shares, net of transaction costs and tax (note 11(a))	2,930,985	-	(303,239)	-	112,672	-	2,740,418
Balance at 30 June 2019	30,551,603	553,623	-	594,444	112,672	(13,355,107)	18,457,235

Consolidated statement of cash flows

for the financial year ended 30 June 2019

	NOTE	Consolidated	
		2019 \$	2018 \$
Cash flows from operating activities			
Payments to suppliers and employees (inclusive of GST)		(1,107,960)	(1,515,562)
Receipts in the course of business (inclusive of GST)		-	2,129
Net cash (used in) operating activities	3	(1,107,960)	(1,513,433)
Cash flows from investing activities			
Interest received		1,324	25,949
Research & Development tax incentive received		-	197,204
Payments for exploration and evaluation activities		(733,028)	(3,580,659)
Payments for property, plant and equipment		(275)	(3,627)
Proceeds from disposal of property, plant and equipment		-	44,287
Net cash provided by/ (used in) investing activities		(731,979)	(3,316,846)
Cash flows from financing activities			
Proceeds from issues of equity securities		2,241,377	1,782,232
Loan from Director		122,000	-
Proceeds from issue of convertible notes		40,000	390,826
Net cash provided by financing activities		2,403,377	2,173,058
Net increase / (decrease) in cash and cash equivalents		563,438	(2,657,221)
Cash and cash equivalents at the beginning of the financial year		352,079	3,011,200
Net foreign exchange differences on foreign cash balances		138	1,900
Cash and cash equivalents at the end of the financial year	3	915,655	352,079

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

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. Exploration and evaluation expenditure
5. Business and geographical segments
6. Property, plant and equipment
7. Revenue and other income
8. Compensation
9. Trade and other receivables
10. Taxation

Capital

11. Equity
12. Earnings per share
13. Convertible note
14. Share based payments

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

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

Exploration Office SA:

22a Charlotte Street
Smithfield SA 5114
Ph: +61 (0)8 8254 2044
Fax: +61 (0)8 8254 2033

Principal Office:

6/68 North Terrace
Kent Town SA 5067
Ph: +61 (0)8 8218 5000
Fax: +61 (0)8 8212 5717

Pepinnini Lithium 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 13 september 2018. 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 lithium 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.

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 4)
- (b) Deferred tax assets (note 10)

(iv) Reclassification

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

(v) 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 \$17,620,973 (30 June 2018: \$17,382,328).

The Group has incurred a loss after tax for the year of \$1,373,896 (2018: \$1,329,149) and operations were funded by a net cash outflow of \$1,107,960 (2018: \$1,513,433).

The consolidated entity's ability to continue as a going concern is contingent on raising additional capital and/or the successful exploration and subsequent exploitation of its areas of interest through sale or development. The matters set out above indicate the existence of a material uncertainty that may cast significant doubt about the entity's ability to continue as a going concern and therefore the entity may be unable to realise its assets and discharge its liabilities in the normal course of business.

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 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 that are not yet effective and that are expected to have a material impact on the entity in the current or future reporting periods and 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 Lithium Limited's functional and presentation currency.

(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 2019 was \$915,655 (2018: \$352,079).

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

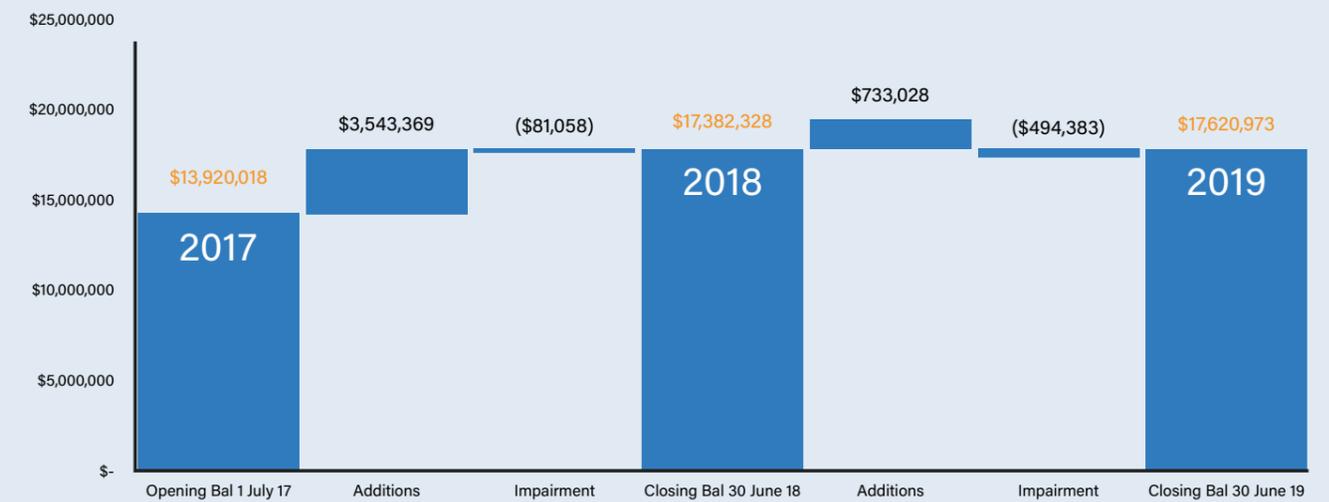
To manage exposure to credit risk, cash and cash equivalents must have a minimum credit rating of "A".

The Group's weighted average interest rate is between 0.50% - 1.73% (2018: 0.50% - 1.85%).

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

Consolidated		
	2019 \$	2018 \$
Loss for the year after tax	(1,373,896)	(1,329,149)
Non-cash items		
Depreciation expensed	2,502	3,185
(Gain)/loss on disposal of PPE	-	(8,636)
Impairment of exploration assets	494,383	81,058
Options expense	-	190,294
Foreign Exchange	138	1,900
Items not classified as operating		
Interest income	(1,323)	(25,949)
Income tax expense	68,215	16,477
Changes in net assets and liabilities		
(Increase) / decrease in assets:		
Trade and other receivables	39,420	(296,306)
Increase / (decrease) in liabilities:		
Trade and other payables	(349,622)	(109,101)
Provisions	12,223	(55,744)
Net cash outflow from operating activities	(1,107,960)	(1,513,433)

Note 4 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 a relinquishment of Toondulya Bluff a South Australian Tenement that was felt no further work would be justified and three mining leases in Argentina, two were relinquished with small balances against them and the third was an impairment due to the tenement swap made with LSC where the main project costs were transferred to the ongoing project but costs specific to that Tenement impaired.

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.

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 20 details the statutory expenditure commitments for granted exploration tenements. Critical accounting estimates and judgements: Impairment of E&E

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 2019 of \$494,383 (2018: \$81,058).

Note 5 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.

	2019 \$	2018 \$
Non-current operating assets		
Australia	11,869,671	11,724,476
Argentina	5,759,326	5,668,433
Total	17,628,997	17,392,909

Note 6 Property, plant and equipment

	Total \$
Year ended 30 June 2018	
Opening net book amount	6,982
Additions	3,627
Disposals	-
Depreciation charge	(4,018)
Closing net book amount	6,591
At 30 June 2018	
Cost	1,410,849
Accumulated depreciation	(1,404,258)
Net book amount	6,591
Year ended 30 June 2019	
Opening net book amount	6,591
Additions	-
Disposals	-
Depreciation charge (a)	(2,557)
Closing net book amount	4,034
At 30 June 2019	
Cost	1,410,849
Accumulated depreciation	(1,406,815)
Net book amount	4,034

Plant and equipment is stated at historical cost less depreciation. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to the statement of profit or loss and other comprehensive income during the reporting period in which they are incurred.

Assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each reporting date.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. Additionally, if an asset's written down value reduces below \$500, it is written off through the statement of profit or loss and other comprehensive income. Gains and losses on disposals are determined by comparing proceeds with carrying amount and included in profit or loss.

Depreciation expense

Depreciation on assets is calculated using the diminishing value method to allocate their cost or revalued amounts, net of their residual values, over their estimated useful lives, as follows:

- Plant & equipment – 3 to 4 years or 25% to 33%

	Consolidated	
	2019 \$	2018 \$
Total depreciation expensed	2,502	3,185
Depreciation capitalised	55	494
Total depreciation	2,557	4,018

Note 7 Revenue and other income

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

	Consolidated	
	2019 \$	2018 \$
Interest revenue:		
Bank deposits	1,325	25,949
	1,325	25,949
Other income:		
Gain on sale of assets	-	8,636

Interest income

Interest income is recognised using the effective interest method.

Note 8 Compensation**(a) Key management personnel compensation**

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

- Rebecca Holland-Kennedy – Managing Director
- Phil Clifford – Non-Executive Director
- Sarah Clifton-Brown – Finance 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	
	2019 \$	2018 \$
Short term employee benefits	317,613	375,727
Long-term benefits	-	28,853
Post employment benefits	30,173	33,470
Share based payments – equity settled	-	158,284
	347,786	596,334

Detailed remuneration disclosures are provided in the remuneration report on pages 9 to 15.

(b) Total salary & employment costs

	Consolidated	
	2019 \$	2018 \$
Salaries & wages	443,644	572,751
Employee options expense	-	190,294
Defined contribution superannuation expense	39,981	48,441
Salary Cost capitalised to Exploration and Evaluation Asset	(152,938)	(289,047)
	330,687	522,439

(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 4. 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.

(iv) Employee Share Option Scheme

PepinNini Lithium 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 9 Trade and Other Receivables

	Consolidated	
	2019 \$	2018 \$
Current		
GST/VAT receivable	327,616	355,697
Trade and other receivables	327,616	355,697

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, \$327,616 matures in less than 12 months (2018: \$355,697).

Note 10 Taxation

PepinNini Lithium 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 \$68,215 for the year ended 30 June 2019 (2018: \$16,477) 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	
	2019 \$	2018 \$
Current		
(a) Income tax expense / (benefit)		
Deferred tax (benefit) / expense	68,215	16,477
	68,215	16,477
Deferred income tax expense included in income tax expense comprises:		
Decrease (increase) in deferred tax assets	133,842	(968,173)
(Decrease) increase in deferred tax liabilities	(65,627)	951,696
	68,215	16,477
(b) Numerical reconciliation of income tax expense to prima facie tax payable		
Loss from continuing operations before income tax expense	(1,305,681)	(1,312,673)
Tax at the Australian tax rate of 27.5% (2018 27.5%)	(359,062)	(360,985)
Tax effect of amounts which are not deductible (taxable) in calculating taxable income:		
Stock compensation	-	52,331
R&D Non-assessable income		
Deferred tax assets not recognised as not probable	427,277	325,131
Income tax (benefit) / expense	68,215	16,477
(c) Amounts recognised directly in equity		
Net deferred tax – credited directly to equity	68,215	16,477
(d) Tax losses		
Unused tax losses for which no deferred tax asset has been recognised:		
Revenue losses	13,565,368	13,178,826
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	
	2019 \$	2018 \$
The net deferred tax asset comprises temporary differences attributable to:		
Deferred tax assets:		
Fundraising costs	103,512	74,051
Provisions and accruals	47,864	44,502
Tax losses	8,426,531	8,713,187
Deferred tax assets not recognised for unused tax losses	(3,305,344)	(3,624,177)
Deferred tax assets:	5,272,563	5,207,563
Deferred tax liabilities		
Exploration expenditure	(5,270,900)	(5,205,273)
Other	(1,663)	(2,290)
	(5,272,563)	(5,207,563)
Total net deferred tax assets	-	-

(a) 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 2019 is \$0 (2018: \$0).

Capital

Note 11 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.

	2019		2018	
	No.	\$	No.	\$
Fully paid ordinary shares and fully paid options				
Balance at beginning of financial year	533,241,416	28,174,241	483,968,689	26,695,248
Issue of shares#	703,770,341	3,183,496	49,072,727	1,518,431
Share issue costs		(360,726)		(59,914)
Tax effect on issue costs		68,215		16,476
Options exercised	1,000,000	40,000	200,000	4,000
Balance at end of financial year	1,238,011,757	31,105,226	533,241,416	28,174,241

In September 2018 a further \$100,000 was received from Bergan Global Opportunity Fund as a Convertible note, the final \$60,000 was repaid to Bergan and the agreement ended in December 2018. During the year Bergan converted the 2018 year end balance and the \$40,000 investment during the current year into shares, these were converted in a number of tranches.

In July 2018 a Private placement was offered to sophisticated investors, this raised \$464,800.

In September and October 2018 a Private placement was offered to sophisticated investors, this raised \$219,825. Further small placements occurred in December 2018 and February 2019 to raise a further \$464,000.

In April 2019 a rights issue was offered to existing shareholders, the rights issue was fully underwritten by RM Capital and raised \$1,258,012 for the company.

Director options were exercised in October 2018 at a price of \$0.04 to raise \$40,000.

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 on page 21. 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 12 Earnings per share

Basic earnings per share is calculated by dividing:

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

- the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares, and
- the weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares.

	Consolidated	
	2019 cents	2018 cents
Total basic loss per share attributable to the ordinary equity holders of the company	(0.2)	(0.3)
Total diluted loss per share attributable to the ordinary equity holders of the company	(0.2)	(0.3)
Loss attributable to the ordinary equity holders of the company used in calculating basic earnings per share	(1,373,896)	(1,329,149)

Weighted average number of shares used as the denominator for both basic and diluted loss per share is 784,567,544 (2018: 502,564,343). A total of 339,987,453 options (2018: 12,400,000) have not been included in the calculation of diluted loss per share as they are anti-dilutive.

Note 13 Convertible Note

The agreement with Began Global Opportunity Fund was ended during the year, the balance held at June 2018 was fully converted to shares and a further \$40,000 received during the year was also fully converted. The balance at the end of the 2019 financial year was zero.

Note 14 Share-based payments

Employee Share Option Scheme

PepinNini Lithium Limited has an employee share option scheme. At the discretion of management options are granted over the ordinary shares of PepinNini Lithium 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 this does not apply to Directors where the option only lapses at the expiry date regardless of continued service.

Each employee share option converts into one ordinary share of PepinNini Lithium 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 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.

1,000,000 options were exercised during the year ended 30 June 2019.

Weighted average share price on the date of exercise of options during 2019 was 0.55c (2018: none exercised).

The weighted average remaining contractual life of share options under the Employee Share Option Scheme outstanding at the end of the period was 19 months (2018:18 months).

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 – 2019										
10 Nov 14	10 Nov 15	9 Nov 18	6.0	200,000				200,000	-	-
10 Nov 14	10 Nov 16	9 Nov 19	10.0	200,000					200,000	200,000
21 Jan 16	21 Jan 16	31 Jan 19	3.0	100,000				100,000	-	-
21 Jan 16	21 Jan 17	31 Jan 20	6.0	100,000					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	5,250,000			1,000,000		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	-
TOTAL				7,600,000			1,000,000	300,000	6,300,000	6,000,000
	Weighted average exercise price of options			4.4c			4c	5c	4.9c	4.5c
Consolidated and company – 2018										
10 Nov 14	10 Nov 14	9 Nov 17	3.0	200,000				200,000	-	-
10 Nov 14	10 Nov 15	9 Nov 18	6.0	200,000					200,000	200,000
10 Nov 14	10 Nov 16	9 Nov 19	10.0	200,000					200,000	200,000
21 Jan 16	21 Jan 16	31 Jan 19	3.0	100,000					100,000	100,000
21 Jan 16	21 Jan 17	31 Jan 20	6.0	100,000					100,000	100,000
21 Jan 16	21 Jan 18	31 Jan 21	10.0	100,000					100,000	100,000
29 Apr 16	29 Apr 16	30 Apr 18	2.0	200,000		200,000			-	-
29 Apr 16	29 Apr 17	30 Apr 19	5.0	200,000		200,000			-	-
29 Apr 16	29 Apr 18	30 Apr 20	8.0	200,000		200,000			-	-
10 Nov 17	10 Nov 17	09 Nov 20	4.0	-	5,250,000				5,250,000	5,250,000
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	-
16 Mar 18	16 Mar 20	16 Mar 23	9.0	-	300,000				300,000	-
TOTAL				1,500,000	6,900,000	600,000	-	200,000	7,600,000	7,000,000
	Weighted average exercise price of options at end of the year			5.8c	3c	5c	-	3c	4.4c	4.2c

Other Share Based Payments

Options were issued during the year for payment of services relating to capital raising. The total amount for the period arising from transactions accounted for as equity-settled share-based payment transactions was \$112,672 (2018: \$0).

The weighted average remaining contractual life of share options for Other Share Based Payments outstanding at the end of the period was 41 months (2018: n/a).

Fair value of options granted

51,000,000 were granted in the 2019 financial year (2018:0). The weighted average fair value of options granted during the year was \$0.0022 per option (2018: n/a).

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

The options granted during the year were calculated using the Black-Scholes option pricing model applying the following inputs:

Weighted average exercise price:	\$0.008
Weighted average life of the option:	4 years
Expected share price volatility:	145%
Risk-free interest rate:	0.71%
Dividend Yield:	-

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 – 2019										
6 May 19	6 May 19	30 Nov 22	0.8	-	51,000,000	-	-	-	51,000,000	51,000,000
TOTAL				-	51,000,000	-	-	-	51,000,000	51,000,000
	Weighted average exercise price of options			0.8c					0.8c	0.8c
Consolidated and company – 2018										
-	-	-	-	-	-	-	-	-	-	-
TOTAL				-	-	-	-	-	-	-

Structure

	Consolidated	
	2019 \$	2018 \$
Statement of Financial Position		
Current assets	916,040	353,226
Total assets	13,674,769	17,452,685
Current liabilities	(220,157)	(216,817)
Total liabilities	(343,634)	(607,643)
Shareholders' equity		
Issued capital	31,105,226	28,174,242
Prepaid share reserve	-	303,239
Equity settled employee benefits reserve	707,116	594,444
Retained earnings	(18,481,207)	(12,226,883)
Total shareholders' equity	13,331,135	16,845,042
Profit or loss for the year	(6,366,998)	(1,021,019)
Total comprehensive income	(6,366,998)	(1,021,019)

Note 15 Parent entity information

The financial information for the parent entity, PepinNini Lithium 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 Lithium Limited.

(ii) Tax consolidation legislation

Details of tax consolidation treatment are disclosed in note 10.

The Company has not provided any financial guarantees as at 30 June 2019 and has no contingent liabilities as at 30 June 2019 (2018: 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 2019 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 Lithium Ltd 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	
		2019 %	2018 %
NiCul Minerals Ltd ^{^*}	Australia	100	100
PepinNini Resources Curnamona Pty Ltd*	Australia	100	100
PepinNini Robinson Range Pty Ltd*	Australia	100	100
PepinNini Lithium International Pty Ltd*	Australia	100	100
PepinNini QLD Pty Ltd*	Australia	100	100
PepinNini Sociedad Anonima	Argentine Republic	100	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 Lithium 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 8.

(c) Transactions with related parties

As at 30 June 2019, George Holland Pty Ltd, a company of which Rebecca Holland-Kennedy is a Director held 20,599,641 shares, (2018: 10,986,475).

As at 30 June 2019 Kalinda Outlook Pty Ltd, a company of which Rebecca Holland-Kennedy is a Director held 126,000,000 shares (2018: 83,000,000), and is the counterparty to PepinNini borrowings of \$122,000.

(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.

Outstanding borrowings balances are unsecured and are repayable in cash.

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	2019 \$	2018 \$
Financial assets at amortised cost			
Cash and cash equivalents	3	915,655	352,079
Trade and other receivables	9	327,616	355,697
		1,243,271	707,776
Financial liabilities at amortised cost			
Trade and other payables	*	(123,029)	(472,651)
Borrowing related party		(122,000)	
Convertible note		-	(390,826)
		(245,029)	(863,477)

*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.

The convertible note was classified as a non-current liability, as there was no requirement to repay within 12 months. The convertible notes were all converted during the year, and no carrying value remains at reporting date.

(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 2019 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 2019 and 2018, 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 9). The Group's maximum exposure to credit risk at the reporting date was \$1,243,271 (2018: \$707,776).

(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	123,029	-	123,029
Related party Loan	122,000	-	122,000
	245,029	-	245,029

(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 20 Commitments for expenditure

	Consolidated	
	2019 \$	2018 \$
Capital expenditure commitments		
Granted exploration tenement statutory expenditure commitments, payable:		
Not longer than 1 year	746,059	31,685
Longer than 1 year and not longer than 5 years	-	900,000
	746,059	931,685
Operating lease commitments:		
Not longer than 1 year	38,966	38,346
Longer than 1 year and not longer than 5 years	4,166	8,333
	43,132	46,679

Note 21 Subsequent events

There has been no other matter or circumstance that has arisen since 30 June 2019 that has significantly affected, or may significantly affect:

- the Group's operations in future financial years, or
- the results of those operations in future financial years, or
- the Group's state of affairs in future financial years.

Note 22 Remuneration of auditors

	Consolidated	
	2019 \$	2018 \$
Auditor of the parent entity		
BDO Audit (SA) Pty Ltd audit and review of the financial reports	33,200	32,800
BDO Audit (SA) Pty Ltd non-assurance services	-	-
	33,200	32,800

PepinNini Lithium Limited
Directors' Declaration
30 June 2019

Directors' declaration

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

- In the opinion of the Directors:
 - The financial statements and notes of PepinNini Lithium Limited for the financial year ended 30 June 2019 are in accordance with the Corporations Act 2001, including:
 - Giving a true and fair view of the consolidated entity's financial position as at 30 June 2019 and of its performance for the year ended on that date; and
 - Complying with Accounting Standards (including the Australian Accounting Interpretations) and the Corporations Regulations 2001.
 - The financial statements and notes also comply with International Financial Reporting Standards as disclosed in Note 2.
 - There are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.
- 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 2019.

On behalf of the Board



Rebecca Holland-Kennedy
Managing Director
Adelaide, 13 September 2019

Additional securities exchange information

The shareholder information set out below was applicable as at 30 August 2019.

As at 30 August 2019 there were 1,238,011,757 fully paid ordinary shares PNN held by 3,066 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	274	109,226
1,001 – 5,000	399	1,171,376
5,001 – 10,000	265	2,124,187
10,001 – 100,000	1,302	56,573,234
100,001 and over	826	1,178,033,734
	3,066	1,238,011,757
Holding less than a marketable parcel	2,432	85,866,509

B. Substantial shareholders

Ordinary shareholders	Fully paid ordinary shares	
	Percentage	Number
Kalinda Outlook Pty Ltd	10.18%	126,000,000
Total	10.18%	126,000,000

C. Twenty largest holders of quoted equity securities

Ordinary shareholders	Fully paid ordinary shares	
	Number	Percentage
Kalinda Outlook Pty Ltd	126,000,000	10.18%
Mr Suneel Bommireddy	61,000,000	4.93%
Mr Sai Manoj Namburu	61,000,000	4.93%
Cuprum Holdings Ltd	49,666,501	4.01%
Querion Pty Ltd	40,655,455	3.28%
Mr Jai Shankar Krishnan	33,000,000	2.67%
Ms Spero John Tsapaliaris	25,500,000	2.06%
George Holland Pty Limited	20,599,641	1.66%
Jorgenson-Watts Pty Ltd	20,500,000	1.66%
Eshan Pty Ltd	19,000,000	1.53%
Acuity Capital Investment Management Pty Ltd	18,822,184	1.52%
Ms Keng Yoke Lee	18,000,000	1.45%
Strategic Energy Resources Limited	16,666,667	1.35%
Mr James Peter Allchurch	15,833,333	1.28%
Mr Martin John Boyd	15,000,000	1.21%
JP Morgan Nominees Australia Pty Limited	14,849,596	1.20%
Mr Andrew Damian Baines	13,256,430	1.07%
Mrs Huanhao Lin	13,000,000	1.05%
Mr Nai Pei Li	13,000,000	1.05%
Coral Brook Pty Ltd	12,400,000	1.00%
Total	607,749,807	49.09%

D. Top holders of unquoted securities

Employee Option Holder	Employee unquoted options	
	Number	Percentage
Sarah Clifton-Brown	1,700,000	30.01%
Philip Clifford	1,500,000	26.55%
Robert Wei-Sun	750,000	13.28%
Rebecca Holland-Kennedy	500,000	8.89%
Simon Perez Alsina	450,000	7.97%
Marcela Casini	450,000	7.97%
Leanne Tuite	300,000	5.33%
Total	5,650,000	100.00%



Pepinnini

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