



Monday, 15 April 2019

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

Attention - Company Announcements Officer

CHANGE OF DIRECTORS' INTEREST NOTICE

The company wish to advise receipt of the following notifications from Directors of the Company:

- Appendix 3Y – Rebecca Holland-Kennedy
- Appendix 3Y – Sarah Clifton Brown
- Form 604 – Notice of Change of Interests of Substantial Holder – Rebecca Holland-Kennedy

Yours sincerely

Justin Nelson
Company Secretary
PepinNini Lithium Limited,

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

Name of entity	PepinNini Lithium Limited
	ABN 55 101 714 989

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Rebecca Holland-Kennedy
Date of last notice	24 October 2018

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	(a) (c) Indirect
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	(a) (c) and (d) Kalinda Outlook Pty Ltd as trustee of the Kalinda Trust (b) And (e) George Holland P/L
Date of change	12 April 2019
No. of securities held prior to change	(a) 84,000,000 (b) 13,733,094 (c) 500,000 (d) 0 (e) 0
Class	(a) and (b) Ordinary shares (c) Unquoted options exercisable at \$0.04 per option from 10 November 2017 to 9 November 2020 (d) and (e) unquoted options exercisable at \$0.008 per option to 30 November 2022
Number acquired	(a) 42,000,000 (b) 6,866,547 (c) 0 (d) 21,000,000 (e) 3,433,274
Number disposed	

+ See chapter 19 for defined terms.

Appendix 3Y Change of Director's Interest Notice

Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	(a) 0.3cent per share (b) 0.3cent per share (c) N/A (d) Nil (e) Nil
No. of securities held after change	(a) 126,000,000 (b) 20,599,641 (c) 500,000 (d) 21,000,000 (e) 3,433,274
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Issue of shares and options following participation in entitlements issue

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
Date of change	N/A
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	N/A
Interest after change	N/A

+ See chapter 19 for defined terms.

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺ closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

⁺ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

Name of entity	PepinNini Minerals Limited
	ABN 55 101 714 989

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Sarah Clifton-Brown
Date of last notice	10 November 2017

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	n/a
Date of change	12 April 2019
No. of securities held prior to change	(a) 312,000 (b) 200,000 (c) 1,500,000 (d) 0
Class	(a) Ordinary shares (b) Unquoted options exercisable at \$0.10 from 10 November 2016 to 9 November 2019 (c) Unquoted options exercisable at \$0.04 per option from 10 November 2017 to 9 November 2020 (d) Unquoted options exercisable at \$0.008 per option to 30 November 2022
Number acquired	(a)100,000 (d) 50,000
Number disposed	

+ See chapter 19 for defined terms.

Appendix 3Y Change of Director's Interest Notice

Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	(a) 0.3cent per share
No. of securities held after change	(a) 412,000 (b) 200,000 (c) 1,500,000 (d) 50,000
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Issue of shares and options following participation in entitlements issue

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
Date of change	N/A
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	N/A
Interest after change	N/A

Part 3 – +Closed period

Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

+ See chapter 19 for defined terms.

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme PepinNini Lithium Ltd

ACN/ARSN 101 714 989

1. Details of substantial holder (1)

Name Rebecca Holland-Kennedy

ACN/ARSN (if applicable) _____

There was a change in the interests of the substantial holder on 12/April/2019

The previous notice was given to the company on 9/July/2018

The previous notice was dated 9/July/2018

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
ordinary	96,733,094	17.58%	146,599,641	15.17%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
12/04/2019	Kalinda Outlook Pty Ltd<Kalinda a/c>	dilution due to entitlement issue	42,000,000 Ordinary shares	126,000,000 Ordinary Shares	126,000,000
12/04/2019	George Holland Pty Ltd	dilution due to entitlement issue	6,866,547 ordinary shares	20,599,641 ordinary shares	20,599,641

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Kalinda Outlook Pty Ltd<Kalinda a/c>	Kalinda Outlook Pty Ltd<Kalinda a/c>	Kalinda Outlook Pty Ltd<Kalinda a/c>	Shareholder	126,000,000 ordinary shares	126,000,000
George Holland Pty	George Holland Pty	George Holland Pty Ltd	Shareholder	20,599,641 ordinary	20,599,641

Ltd -	Ltd			shares	

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Kalinda Outlook Pty Ltd	96 Babbage Road Roseville Chase NSW 2069
George Holland Pty Ltd	96 Babbage Road Roseville Chase NSW 2069

Signature

print name **Rebecca Holland-Kennedy** capacity **Director**

sign here  date **12/April/2019**

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".

- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.