

PepinNini Lithium Limited

ABN 55 101 714 989

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a GENERAL MEETING of *PepinNini Lithium Limited* will be held at **Unit 6, Level 1, 68 North Terrace, KENT TOWN, South Australia**, on **Thursday 5th September** at **2:30pm (3pm AEST)**

AGENDA

BUSINESS OF THE MEETING

Resolution 1 – Conversion of Director Loan

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

“That, for the purposes of ASX Listing Rule 10.11 and Chapter 2E of the Corporations Act, approval be given for the Company to issue 40,666,667 fully paid ordinary shares to Rebecca Holland-Kennedy or her nominee on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

In accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of this resolution by or on behalf of a person who is to receive securities in relation to the Company (and any associate of such a person) or a person who might obtain a benefit if the resolution is passed, except a benefit solely in the capacity of a holder of ordinary securities.

However, the Company need not disregard a vote if:

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

Further, pursuant to section 224(1) the *Corporations Act 2001* (Cth) (**Corporations Act**) a vote must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the resolution would permit a financial benefit to be given; or an associate of such a related party. Sections 224(1) of the Corporations Act does not prevent the casting of a vote if it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; or if is not cast on behalf of a related party or associate of a kind referred to in subsection (1).

Resolution 2 – Ratification of a previous issue of shares

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, approval is given for the previous issue of 17,833,333 fully paid ordinary shares on 29 October 2018 to sophisticated investors on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

In accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of this resolution by or on behalf of a person (and any associate of such a person) who participated in the issue.

However, the Company need not disregard a vote if:

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

Resolution 3 – Ratification of a previous issue of shares and options

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, approval is given for the previous issue of 34,000,000 fully paid ordinary shares and 17,000,000 Options to sophisticated investors on 18 December 2018 on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

In accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of this resolution by or on behalf of a person (and any associate of such a person) who participated in the issue.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or

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

Resolution 4 – Ratification of a previous issue of shares

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, approval is given for the previous issue of 98,000,000 fully paid ordinary shares to sophisticated investors on 1 March 2019 on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

In accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of this resolution by or on behalf of a person (and any associate of such a person) who participated in the issue.

However, the Company need not disregard a vote if:

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

Resolution 5 – Ratification of a previous issue of shares and options

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, approval is given for the previous issue of 10,000,000 fully paid ordinary shares and 51,000,000 options to RM Corporate Finance Pty Ltd on 6 May 2019 on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

In accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of this resolution by or on behalf of a person (and any associate of such a person) who participated in the issue.

However, the Company need not disregard a vote if:

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

Resolution 6 – Approval of issue of options

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the issue of 24,000,000 options to RM Corporate Finance Pty Ltd on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

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

However, the Company need not disregard a vote if:

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

Resolution 7 – Approval of issue of options

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the issue of 49,000,000 options to sophisticated investors on the terms and conditions set out in the Explanatory Memorandum.”

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Voting Exclusion Statement

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

However, the Company need not disregard a vote if:

- it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or

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

By Order of the Board
Rebecca Holland-Kennedy
Managing Director
27 June 2019



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EXPLANATORY MEMORANDUM

1. INTRODUCTION

This Explanatory Memorandum has been prepared for the information of shareholders of PepinNini Lithium Limited (**Company**) in connection with the business to be conducted at the General Meeting to be held on Thursday 5th September 2019 at 2:30pm (03:00pm AEST) at 6/68 North Terrace, KENT TOWN, South Australia (**General Meeting**).

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

A copy of this Notice of Meeting and the Explanatory Memorandum has been lodged with the Australian Securities & Investments Commission in accordance with Section 218 of the Corporations Act.

2. RESOLUTION 1 – CONVERSION OF DIRECTOR LOAN

In November 2018, Rebecca Holland-Kennedy made an unsecured loan of \$122,000 to the Company (**Loan**). Interest on the Loan is charged annually at 3.5%. The term of the Loan is 9.5 years. The Loan was made to fund ongoing exploration expenses related to the Company's Argentine Lithium Project while other funding options were considered.

The Company has agreed (subject to obtaining the approval of shareholders) to convert the Loan to equity and issue 40,666,667 fully paid ordinary shares to Rebecca Holland-Kennedy at an issue price of \$0.003 (**Conversion Shares**) instead of repaying the Loan in cash. If approval is not received for conversion, the Loan and interest will be repaid in full on 30 September 2019.

As a director of the Company, Rebecca Holland-Kennedy is a related party of the Company for the purpose of s 228(2)(a) of the Corporations Act and ASX Listing Rule 10.11.

Section 229(3)(e) of the Corporations Act defines the 'giving a financial benefit' to include the issuing of securities to a related party.

Rebecca Holland-Kennedy is a director of the Company and if Resolution 1 is passed, will receive a financial benefit by way of an issue of Conversion Shares.

It is the view of the Company that the exceptions set out in sections 210 to 216 of the Corporations Act and ASX Listing Rule 10.12 do not apply in the current circumstances. Accordingly, the Company requires shareholder approval to issue the Conversion Shares to Rebecca Holland-Kennedy.

Listing Rule 10.13

Pursuant to and in accordance with the requirements of ASX Listing Rule 10.13, the following information is provided in relation to the proposed issue of Conversion Shares to Rebecca Holland-Kennedy:

- (a) the Conversion Shares will be issued to Kalinda Outlook Pty Ltd, a Company of which Rebecca Holland-Kennedy is a director;
- (b) the maximum number of securities to be issued to Rebecca Holland-Kennedy is 40,666,667 fully paid ordinary shares;
- (c) Rebecca Holland-Kennedy is a director of the Company;
- (d) the Conversion Shares will be issued no later than 1 month after the date of the General Meeting;
- (e) the Conversion Shares will be issued for an issue price of \$0.003 per Conversion Share;
- (f) a voting exclusion statement has been included in the Notice of Meeting; and
- (g) no funds will be raised as a result of the issue of Conversion Shares to Rebecca Holland-Kennedy.

Section 219 of the Corporations Act

The following information is provided in relation to the proposed issue of Conversion Shares to Kalinda Outlook Pty Ltd (an entity associated with Rebecca Holland-Kennedy), for the purpose of s 219 of the Corporations Act.

Identity of the related party

Rebecca Holland-Kennedy is a director and related party receiving a financial benefit from the Company.

Nature of the financial benefit

The nature of the financial benefit is 40,666,667 fully paid ordinary shares in the Company. The Conversion Shares will be issued on the same terms and conditions as the Company's existing shares and will rank equally in all respects with existing shares. The Company will apply for official quotation of the Conversion Shares on the ASX. Issuing Rebecca Holland-Kennedy's associated entity, Kalinda Outlook Pty Ltd Conversion Shares in lieu of cash is considered by the other directors who do not have a material personal interest in relation to this resolution to be in the best interests of the Company because it will extinguish a non-current liability of the Company and assist to conserve the Company's cash position.

Directors' interests

No other director of the Company has an interest in the outcome of Resolution 1.

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Valuation of financial benefit

The valuation of the shares to be issued under Resolution 1, based on the last trading price of the shares as at the date of this Notice of General Meeting of \$0.002 is \$81,333.

The trading history of the shares of the Company on the ASX in the 12 months before the date of this Notice of Meeting is set out below:

	Price	Date
Highest closing price	\$0.021	13 July 2018
Lowest closing price	\$0.002	4 April 2019 & 20 June 2019
Last closing price	\$0.002	27 June 2019

Existing interest of related party

If shareholders approve Resolution 1, the relevant interests in securities held by Ms Rebecca Holland-Kennedy before and after approval will be as follows.

	Total	Held by Rebecca Holland-Kennedy (and associates)	% Held by Rebecca Holland-Kennedy (and associates)
Shares currently on issue	1,238,011,757	146,599,641	11.84%
Shares on issue following issue of Conversion Shares	1,278,678,424	187,266,308	14.65%
Options currently on issue	290,887,453	28,366,548	9.75%
Total securities (fully diluted)	1,589,899,210	215,632,856	13.56%

Rebecca Holland-Kennedy's voting power in the Company will increase (on a fully diluted basis) from 11.44% to 13.56%.

Dilution

The Company proposes to issue a total of 40,666,667 Shares. This will increase the total number of Shares on issue from 1,238,011,757 to 1,278,678,424 (assuming no Options are exercised) with the effect that the shareholding of existing shareholders would be diluted by an aggregate of 0.10%.

Other information

The Directors who do not have a material personal interest in relation to this resolution do not consider that there are any opportunity costs or taxation consequences for the Company or benefits forgone by the Company in granting the Conversion Shares under Resolution 1.

Neither the Directors nor the Company are aware of any other information that would be reasonably required by shareholders to make a decision in relation to the financial benefits contemplated by Resolution 1.

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

Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue Conversion Shares to Kalinda Outlook Pty Ltd as approval is being obtained under ASX Listing Rule 10.11.

Recommendation

The directors (excluding Rebecca Holland-Kennedy) recommend shareholders of the Company vote in favour of Resolution 1. The directors who do not have a material personal interest in relation to this resolution consider conversion of the Loan to shares as an appropriate mechanism to extinguish an outstanding non-current liability of the Company and allow the Company to preserve its cash resources.

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

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

In October 2018, in a placement to sophisticated and professional investors, the Company issued 17,833,333 fully paid ordinary shares at an issue price of \$0.006 (0.6 of a cent) per share.

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These shares were issued on 29 October 2018 on the same terms and conditions as other existing shares in the Company quoted on the Australian Securities Exchange.

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

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

The issue of the shares detailed in Resolution 2 did not exceed the 15% limit referred to above.

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

Resolution 2 proposes the ratification and approval of the allotment and issue of 17,833,333 shares to sophisticated and professional investors for the purpose of satisfying the requirements of ASX Listing Rule 7.4.

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

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

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

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

In December 2018, in a placement to sophisticated and professional investors, the Company issued 34,000,000 fully paid ordinary shares at an issue price of \$0.005 (0.5 of a cent) per share, together with 1 free option for every 2 shares issued (17,000,000 options in total) exercisable at 1.5c expiring 18 December 2019. The options were issued on the terms and conditions set out in Schedule 1.

The shares were issued on 18 December 2018 on the same terms and conditions as other existing shares in the Company quoted on the Australian Securities Exchange.

The funds raised have been will continue to be used to progress the Company's Argentine Lithium Project and for working capital purposes.

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

The issue of the shares and options detailed in Resolution 3 did not exceed the 15% limit referred to above.

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

Resolution 3 proposes the ratification and approval of the allotment and issue of 34,000,000 shares and 17,000,000 options to sophisticated and professional investors for the purpose of satisfying the requirements of ASX Listing Rule 7.4.

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

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

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

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

In March 2019, in a placement to sophisticated and professional investors, the Company issued 98,000,000 fully paid ordinary shares at an issue price of \$0.003 (0.3 of a cent) per fully paid ordinary share. In addition, the Company agreed to issue 1 free option for every 2 shares issued, (49,000,000 options in total) exercisable at 0.008c (0.8 of a cent) expiring 30 November 2022, subject to obtaining shareholder approval at a general meeting pursuant to Listing Rule 7.1 (this issue of options is the subject of resolution 7).

The shares were issued on 1 March 2019 on the same terms and conditions as other shares in the Company quoted on the Australian Securities Exchange.

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

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

The issue of the shares detailed in Resolution 4 did not exceed the 15% limit referred to above.

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

Resolution 4 proposes the ratification and approval of the allotment and issue of 98,000,000 Shares to sophisticated and professional investors for the purpose of satisfying the requirements of ASX Listing Rule 7.4.

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

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

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

6. RESOLUTION 5 – RATIFICATION OF A PREVIOUS ISSUE OF SHARES AND OPTIONS

The Company entered into an underwriting agreement with RM Corporate Finance Pty Ltd (**RM Capital**) dated 12 March 2019 (**Agreement**).

Under the Agreement, RM Capital are to be paid (amongst other fees) a fee of \$30,000 to be satisfied via the issue of shares at 0.3 of a cent per share (a total of 10,000,000 shares).

In addition to the shares under the Agreement, RM Capital are to be paid 75 million options (issued for nil consideration) exercisable at \$0.008 (0.8 of a cent) until 30 November 2022. The Company issued 51,000,000 of these options without prior shareholder approval under the Company's 15% annual placement capacity under ASX Listing Rule 7.1. Approval is sought to issue the remainder (24,000,000) in Resolution 6. The options were issued on the terms and conditions set out in Schedule 2.

The Company issued the 10,000,000 shares and 51,000,000 of the 75,000,000 options without prior shareholder approval under the Company's 15% annual placement capacity under ASX Listing Rule 7.1.

No funds were raised from this issue as the shares and options were issued as part of the fees payable to the underwriter, RM Capital.

Resolution 5 seeks shareholder ratification pursuant to ASX listing Rule 7.4 and for all other purposes of the issue of 10,000,000 shares and 51,000,000 options.

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

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

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

7. RESOLUTION 6 – APPROVAL OF ISSUE OF OPTIONS

As advised to the market on 12 March 2019 the Company entered into an underwriting agreement with RM Capital (**Agreement**).

Under the Agreement, RM Capital are to be paid (amongst other fees) 75 million options (issued for nil consideration) exercisable at \$0.008 until 30 November 2022, 51,000,000 of which have been issued previously (and the subject of Resolution 5).. Approval to issue the remaining 24,000,000 options not yet issued is sought under this resolution.

Resolution 6 seeks shareholder approval for the issuance of 24,000,000 options in accordance with ASX Listing Rule 7.1.

ASX Listing Rule 7.3 requires the following information to be included in this Notice of General Meeting:

- (a) the maximum number of securities to be issued is 24,000,000 options;
- (b) the options will be issued no later than 3 months after the date of the General Meeting;
- (c) the options were issued for nil consideration. The exercise price of the 24,000,000 options is fixed at \$0.008;
- (d) the name of the entity to whom the securities will be issued is RM Capital Finance Pty Ltd;
- (e) under the underwriting agreement, RM Capital are to be paid 75 million options (issued for nil consideration) exercisable at \$0.008 until 30 November 2022. The options were otherwise issued on the terms and conditions set out in Schedule 2

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- (f) No funds will be raised from the issue of the options (unless exercised). The options are to be issued to satisfy the Company's payment obligations in respect of the Agreement; and
- (g) a voting exclusion statement is included in this Notice of Meeting.

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

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

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

8. RESOLUTION 7 – APPROVAL OF ISSUE OF OPTIONS

In March 2019, in a placement to sophisticated and professional investors, the Company issued 98,000,000 fully paid ordinary shares at an issue price of \$0.003 (0.3 of a cent) per fully paid ordinary share. In addition, the Company agreed to issue 1 free option for every 2 shares issued (49,000,000 options in total) exercisable at 0.008c (0.8 of a cent) expiring 30 November 2022, subject to shareholder approval at a general meeting pursuant to ASX Listing Rule 7.1.

Resolution 7 seeks shareholder approval for the issuance of 49,000,000 options in accordance with ASX Listing Rule 7.1.

ASX Listing Rule 7.3 requires the following information to be included in this Notice of General Meeting:

- (a) the maximum number of securities to be issued is 49,000,000 options;
- (b) the options will be issued no later than 3 months after the date of the General Meeting;
- (c) the options were issued for nil consideration. The exercise price of the options is fixed at \$0.008;
- (d) the options will be issued to various sophisticated and professional investors introduced by RM Capital;
- (e) the options will be issued on the terms and conditions set out in Schedule 3
- (f) no funds will be raised from the issue of the options (unless exercised). If exercised, funds raised will be used to progress the Company's Argentine Lithium Project and for working capital purposes; and
- (g) a voting exclusion statement is included in this Notice of Meeting.

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

The Directors unanimously recommend that Shareholders vote in favour of Resolution 7.

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

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1. VOTING INFORMATION AND NOTES ON VOTING ENTITLEMENT ON A POLL

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

2. PROXIES

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

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

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

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

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

- **ONLINE**

www.linkmarketservices.com.au

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

- **BY MAIL**

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

- **BY FAX**

+61 2 9287 0309

- **BY HAND**

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

Level 12, 680 George Street, Sydney NSW 2000

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

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

Chairman acting as proxy

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

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

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

3. ENTITLEMENT TO VOTE AT THE MEETING

For the purpose of the General Meeting, shares in the Company will be taken to be held by those persons who are registered holders at 7.00 pm (Adelaide time) on Tuesday 3rd September 2019. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the General Meeting.

4. QUORUM

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

5. APPOINTING A CORPORATE REPRESENTATIVE

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

6. APPOINTMENT OF AN ATTORNEY

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

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SCHEDULE 1

Terms and conditions subject of Resolution 3

1. Each Option entitles the holder to subscribe for one fully paid ordinary Share.
2. Each Option is exercisable at any time from the date it is granted (18 December 2018) until 18 December 2019 ("Expiry Date") (inclusive of both dates).
3. Some or all of the Options may be exercised at any one time before the Expiry Date, provided that at least 50,000 options are exercised at any one time.
4. The Exercise Price of each Option is 1.5c (\$0.015).
5. Shares issued pursuant to the exercise of any Option will rank in all respects on equal terms with the existing fully paid ordinary shares in the Company.
6. The number of Shares each Option entitles the holder to will only be adjusted according to paragraph 8 of these terms.
7. An Option will not entitle the holder to participate in any new issue of Shares, unless the Option has been exercised prior to the relevant record date.
8. If there is a pro rata issue, bonus issue, reconstruction or reorganisation (including consolidation, sub-division, reduction or return) of our capital, the rights of the Option holder will be changed to the extent necessary to comply with the applicable Listing Rules at the time of the restructure or reorganisation. Any changes to the terms of the Options will not result in any benefit being conferred on Option holders which is not conferred on our shareholders.
9. The Company will apply to ASX for permission for quotation to be granted in respect of Shares issued upon exercise of any of the Options, in the manner required by the Listing Rules.
10. The Options will be fully transferable in accordance with the Company's constitution and, for such time as the Company is listed on ASX, with the Listing Rules.
11. Shares issued pursuant to the exercise of an Option will be issued on a date which will not be more than 10 days after the receipt of a properly executed notice of exercise of Option and the Exercise Price in respect of the exercise of the Option.

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SCHEDULE 2

Terms and conditions subject of Resolutions 5 and 6

- 1) The options are exercisable wholly or in part by delivering a duly completed form of notice of exercise to the Company, accompanied by payment of the exercise price.
- 2) All shares issued on exercise of the options will rank equally in all respects with the Company's then existing ordinary fully paid shares.
- 3) The options are freely transferable.
- 4) Holders may only participate in a new issue of securities to holders of ordinary shares in the Company if an option has been exercised and shares issued in respect of the option before the record date for determining entitlements to the issue. The Company must give at least 7 business days' notice to holders of any new issue before the record date for determining entitlements to the issue in accordance with the ASX Listing Rules.
- 5) There will be no change to the exercise price of an option or the number of shares over which an option is exercisable in the event of the Company making a pro rata issue of shares or other securities to the holders of ordinary shares in the Company (other than for a bonus issue).
- 6) If there is a bonus issue (**Bonus Issue**) to the holders of ordinary shares in the Company, the number of shares over which an option is exercisable will be increased by the number of shares which the holder would have received if the option had been exercised before the record date for the bonus issue (**Bonus Shares**). The Bonus Shares must be paid up by the Company out of profits or reserves (as the case may be) in the same manner as was applied in the Bonus Issue and upon issue rank equally in all respects with the other shares of that class at the date of issue of the Bonus Shares.
- 7) If, prior to the expiry of any options, there is a reorganisation of the issued capital of the Company, the options shall be recognised in the manner set out in the ASX Listing Rules.
- 8) Each holder of the option agrees to be bound by the provisions in the Company's constitution with respect to the service of notices by the Company on the holder, as if the holder were a Shareholder. For the purposes of these terms and conditions, 'Business Day' has the same meaning as in the Company's constitution.

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SCHEDULE 3

Terms and conditions subject of Resolution 7

1. The Options will expire at 5.00 pm on 30 November 2022 (**Expiry Date**). Any Option which has not been exercised before that date automatically lapses.
2. Each Option is exercisable at an exercise price of \$0.008 per Share at any time before the Expiry Date.
3. Some or all of the New Options may be exercised at any time or times prior to the Expiry Date provided that if the number of Options held is less than 250,000 then all the Options must be exercised at one time and if more than 250,000 New Options are held they must be exercised in parcels of at least 250,000.
4. Options will be fully transferable in accordance with the constitution of the Company and, for such time as the Company is listed, the Listing Rules.
5. Shares issued pursuant to the exercise of any Option will rank in all respects on equal terms with the existing Shares.
6. Share issued pursuant to the exercise of Option will be issued on a date which will not be more than ten business days after the receipt of a properly executed notice of exercise of option and the application moneys in respect of the exercise of the New Option.
7. The Company will not apply for quotation of the Options.
8. Application will be made by the Company to the ASX for permission for quotation to be granted in respect of Shares issued upon exercise of any of the Options in the manner required by the Listing Rules.
9. Holders can exercise Options by completing and submitting a notice of exercise of options (which is set out on the holding statement for the New Options or, if none, such form as the Directors may accept) to the Company's share registry together with the required exercise price.
10. An Option will not entitle the holder to participate in any new issue of Shares by the Company, unless the Option has been duly exercised prior to the relevant record date.
11. If there is a reconstruction or reorganisation (including consolidation, sub-division, reduction or return) of the capital of the Company, the rights of the holder will be changed to the extent necessary to comply with the applicable Listing Rules at the time of the restructure or reorganisation. Any changes to the terms of the Options will not result in any benefit being conferred on the holder which is not conferred on the Shareholders of the Company.
12. If there is a pro-rata issue (except a bonus issue) to the holder of Shares, the exercise price of each Option will be reduced according to the following formula:

$$O' = \frac{O - E[P - (S + D)]}{N + 1}$$

Where

O' = The new exercise price of the Option

O = The old exercise price of the Option

E = The number of Shares into which one Option is exercisable

P = The average market price per Share (weighted by volume) of Shares during the five trading days ending on the day before the ex-rights or ex-entitlements date

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SCHEDULE 3

Terms and conditions subject of Resolution 7

- S = The subscription price for a Share under the pro-rata issue
- D = The dividend due but not yet paid on Shares (except those to be issued under the pro-rata issue)
- N = The number of Shares with rights or entitlements that must be held to receive a right to one new Share
13. If there is a bonus issue to the holders of Shares, the number of Shares over which the Option is exercisable will be increased by the number of Shares which the holder of the Option would have received if the Option had been exercised before the record date for the bonus issue.
14. In the event of a winding up of the Company unexercised Options will have no right to a distribution of surplus assets of the Company.
15. The Listing Rules prevail to the extent of any inconsistency with these terms.
16. These terms are governed by the laws of South Australia and the holder submits to the non-exclusive jurisdiction of South Australian courts and courts of appeal from them.