

3 July 2014

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

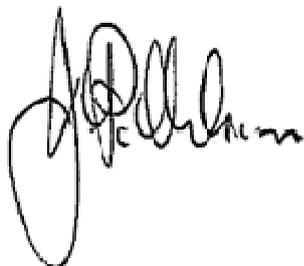
Attention - Company Announcements Officer

**CHANGE OF DIRECTORS' INTEREST NOTICE**

The company wish to advise that shares held by Managing Director Rebecca Holland-Kennedy and the estate of the late Norman Kennedy have been transferred to the Kalinda Trust according to the attached notice:

- Appendix 3Y – Rebecca Holland-Kennedy

Yours sincerely



Justin Nelson  
Company Secretary  
PepinNini Minerals Ltd

# 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

|                       |                                   |
|-----------------------|-----------------------------------|
| <b>Name of entity</b> | <b>PepinNini Minerals Limited</b> |
|                       | <b>ABN 55 101 714 989</b>         |

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.

|                            |                                |
|----------------------------|--------------------------------|
| <b>Name of Director</b>    | <b>Rebecca Holland-Kennedy</b> |
| <b>Date of last notice</b> | <b>4 June 2014</b>             |

### 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.

|   |  |
|---|--|
| <b>Direct or indirect interest</b>  | (a) – (b) Direct<br>(c) - (e) Indirect   |
| <b>Nature of indirect interest (including registered holder)</b><br><small>Note: Provide details of the circumstances giving rise to the relevant interest.</small> | (a) – (b) Rebecca Holland-Kennedy<br>(c) - George Holland P/L<br>(d) - Rebecca Holland-Kennedy and Estate of Norman Kennedy<br>(e) – Kalinda Outlook Pty Ltd as trustee of the Kalinda Trust |
| <b>Date of change</b>   | 26 June 2014   |
| <b>No. of securities held prior to change</b>   | (a) 49, 895,708<br>(b) 18,923,549<br>(c) 5,321,890<br>(d) 138,890<br>(e) Nil   |
| <b>Class</b>  | (a), (c), (d) and (e) Ordinary shares<br>(b) Quoted options exercisable at \$0.05 each expiring 30 June 2015   |
| <b>Number acquired</b>  | (e) 50,034,598   |

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+ See chapter 19 for defined terms.

Appendix 3Y  
Change of Director's Interest Notice

|   |  |
|---|--|
| <b>Number disposed</b>  | (a) 49,895,708<br>(d) 138,890  |
| <b>Value/Consideration</b><br>Note: If consideration is non-cash, provide details and estimated valuation   | \$0.019 per share  |
| <b>No. of securities held after change</b>  | (a) Nil<br>(b) 18,923,549<br>(c) 5,321,890<br>(d) Nil<br>(e) 50,034,598  |
| <b>Nature of change</b><br>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | Off-market transfer to Kalinda Outlook Pty Ltd, as trustee for the Kalinda Trust, an entity related to Rebecca Holland-Kennedy |

**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.

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

+ See chapter 19 for defined terms.

**Part 3 – + Closed period**

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

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