



29 November 2018

ASX Market Announcements
ASX
20 Bridge Street
Sydney NSW 2000
AUSTRALIA

Electronic Lodgement

RESULTS OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

In accordance with Listing Rule 3.13.2 and section 251AA of the Corporations Act 2001 the following information is provided:

The Directors of PepinNini Minerals Limited wish to advise that all the resolutions as per the Notice of Meeting were passed on a show of hands at the Annual General Meeting of shareholders held today.

Resolution 1 – Adoption of the Remuneration Report for the year ended 30 June 2018

“That the Remuneration Report as contained in the Directors’ Report of the Company, for the year ended 30 June, 2018 be adopted.”

Valid proxy votes received in relation to Ordinary Resolution 1 were:

1. 114,692,518 available proxy votes received
2. 78,632,350 votes in favour of the resolution
3. 24,001,480 votes against the resolution representing 20.93% of valid votes received
4. 101,362,159 abstentions
5. 12,058,688 at the discretion of the proxy holder

The resolution was carried and the remuneration report for the year ended 30 June 2018 was adopted.

Resolution 2 – Re-Election of Mr Philip Clifford

“That Mr Philip Clifford, being a Director of the Company, who retires by rotation in accordance with the Company’s Constitution, and being eligible, is re-elected as a Director of the Company.”

Valid proxy votes received in relation to Ordinary Resolution 2 were:

1. 214,731,849 available proxy votes received
2. 180,936,435 votes in favour of the resolution
3. 21,728,726 votes against the resolution
4. 1,322,828 abstentions
5. 12,066,688 at the discretion of the proxy holder

The resolution was carried and Mr Philip Clifford was re-elected a Director of the Company.

Resolution 3 – Approval of a 10% placement facility

“That for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given to issue Equity Securities (as defined in the ASX Listing Rules) up to an additional 10% of the number of ordinary securities on issue calculated in accordance with the formula in ASX Listing Rule 7.1A.2 and on the terms and conditions described in the Explanatory Memorandum.”

Valid proxy votes received in relation to Ordinary Resolution 3 were:

1. 215,904,499 available proxy votes received
2. 184,109,344 votes in favour of the resolution
3. 19,756,967 votes against the resolution
4. 150,178 abstentions
5. 12,038,188 at the discretion of the proxy holder

The resolution was carried and the placement facility made available to the Company.

Resolution 4 – Ratification of issue of shares

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, approval is given for the issue of 24,586,667 fully paid ordinary shares at \$0.015 per fully paid ordinary share in July 2018.”

Valid proxy votes received in relation to Ordinary Resolution 4 were:

1. 214,759,431 available proxy votes received
2. 184,917,378 votes in favour of the resolution
3. 17,803,865 votes against the resolution
4. 2,298,132 abstentions
5. 12,038,188 at the discretion of the proxy holder

The resolution was carried and the issue of placement shares to sophisticated and professional investors was ratified.

Resolution 5 – Ratification of issue of shares and options

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, approval is given for the issue of 14,437,500 fully paid ordinary shares at \$0.008 per fully paid ordinary share and 7,218,750 options on 20 September 2018.”

Valid proxy votes received in relation to Ordinary Resolution 5 were:

- 1 213,756,545 available proxy votes received
- 2 183,961,395 votes in favour of the resolution
- 3 17,692,359 votes against the resolution
- 4 1,295,246 abstentions
- 5 12,102,791 at the discretion of the proxy holder

The resolution was carried and the shares and options was ratified.

Resolution 6 –Approval of Convertible Securities

“That for the purposes of ASX Listing Rule 7.1, and for all other purposes, approval is given for the issue of up to \$1,509,174 aggregate principal amount of convertible securities to Bergen Global Opportunity Fund II, LLC and the issue of ordinary shares on conversion of the convertible securities is approved.”

Valid proxy votes received in relation to Ordinary Resolution 6 were:

1. 212,640,821 available proxy votes received
2. 181,843,796 votes in favour of the resolution
3. 18,693,734 votes against the resolution
4. 3,413,856 abstentions
5. 12,103,291 at the discretion of the proxy holder

The resolution was carried and the issue of Convertible Securities was ratified.

Resolution 7 – Ratification of issue of Shares

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, approval is given for the issue of 16,000,000 fully paid ordinary shares at \$0.006 per fully paid ordinary share in October 2018.”

Valid proxy votes received in relation to Ordinary Resolution 7 were:

1. 215,640,672 available proxy votes received
2. 184,011,411 votes in favour of the resolution
3. 19,525,970 votes against the resolution
4. 414,005 abstentions
5. 12,103,291 at the discretion of the proxy holder

The resolution was carried and the issue of shares was ratified.

A handwritten signature in black ink, appearing to read 'Justin Nelson', with a large, stylized initial 'J' and 'N'.

Justin Nelson
Company Secretary