Rule 2.7, 3.10.3, 3.10.4, 3.10.5

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

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 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Peppermint Innovation Limited

ABN

56 125 931 964

We (the entity) give ASX the following information.

#### Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

1	<sup>+</sup> Class of <sup>+</sup> securities issued or to be issued	1.	Convertible notes
		2.	Options
2	Number of <sup>+</sup> securities issued or to	1.	Convertible notes - \$487,500
	be issued (if known) or maximum number which may be issued	2.	Options – 9,750,000

<sup>+</sup> See chapter 19 for defined terms.

3	Principal terms of the <sup>+</sup> securities (e.g. if options, exercise price and expiry date; if partly paid <sup>+</sup> securities, the amount outstanding and due dates for payment; if <sup>+</sup> convertible securities, the conversion price and dates for conversion)	1. Convertible notes - \$487,500 Convertible notes maturing on 30 April 2020, or as the parties otherwise agree in writing, bearing 12% interest per annum from the date of receipt of funds unless redeemed or converted earlier, and convertible into fully paid ordinary shares at 2.5 cps (\$0.025).
		<ul> <li>The Convertible Notes are secured by the Company's 100% owned subsidiary Zambian Copper Pty Ltd, which holds the Company's mineral exploration project in Zambia.</li> <li>2. Options</li> <li>Unlisted Options, \$0.014 Exercise, 20 May 2021</li> </ul>
		Expiry

The Options were issued as part of the consideration of convertible notes with a face value of \$487,500.

<sup>+</sup> See chapter 19 for defined terms.

4	<ul> <li>Do the <sup>+</sup>securities rank equally in all respects from the <sup>+</sup>issue date with an existing <sup>+</sup>class of quoted <sup>+</sup>securities?</li> <li>If the additional <sup>+</sup>securities do not rank equally, please state: <ul> <li>the date from which they do</li> <li>the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>the extent to which they do not rank equally, other than in relation to the next dividend,</li> </ul> </li> </ul>	No, unless converted at which time they will rank equally with fully paid ordinary shares.
	distribution or interest payment	
5	Issue price or consideration	1. Convertible Notes - \$487,500
		2. Options - nil
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Working capital
ба	Is the entity an <sup>+</sup> eligible entity that has obtained security holder approval under rule 7.1A?	No
	If Yes, complete sections 6b – 6h <i>in</i> relation to the <sup>+</sup> securities the subject of this Appendix 3B, and comply with section 6i	
6b	The date the security holder resolution under rule 7.1A was passed	N/A
бс	Number of <sup>+</sup> securities issued without security holder approval under rule 7.1	<ol> <li>Convertible notes - Nil, unless converted in which case 19,500,000 ordinary shares will be issued (calculated using the \$0.025 per share exercise price)</li> <li>Options - 9,750,000</li> </ol>

<sup>+</sup> See chapter 19 for defined terms.

- 6d Number of <sup>+</sup>securities issued with N security holder approval under rule 7.1A
- Number of <sup>+</sup>securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)
- 6f Number of +securities issued under A an exception in rule 7.2
- 6g If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.
- 6h If <sup>+</sup>securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements
- 6i Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements
- 7 <sup>+</sup>Issue dates

Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.

Cross reference: item 33 of Appendix 3B.

8 Number and <sup>+</sup>class of all <sup>+</sup>securities quoted on ASX (*including* the <sup>+</sup>securities in section 2 if applicable)

N/A			

N/A

N/A

N/A

\_\_\_\_\_

7.1 - 41,537,369

7.1A - N/A

17 October 2019

Number+Class987,582,463Fully paid ordinary<br/>shares

<sup>+</sup> See chapter 19 for defined terms.

	Number	+Class
Number and <sup>+</sup> class of all <sup>+</sup> securities not quoted on ASX ( <i>including</i> the <sup>+</sup> securities in section 2 if applicable)	100,000,000	Performance shares subject to the terms and conditions as set out in the Notice of General Meeting held on 2 Oct 2015.
	10,000,000	Options to acquire fully paid ordinary shares at 3 cents each expiring on 27 August 2020, exercisable after the 30 day volume weighted average price of fully paid ordinary shares is 5 cents or more;
	10,000,000	Options to acquire fully paid ordinary shares at 3 cents each, expiring on 27 August 2020, exercisable after the 30 day volume weighted average price of fully paid ordinary shares is 10 cents or more;
	10,000,000	Options to acquire fully paid ordinary shares at 5 cents each, expiring on 27 August 2020, exercisable after the 30 day volume weighted average price of fully paid ordinary shares share price is 15 cents or more; and
	not quoted on ASX ( <i>including</i> the <sup>+</sup> securities in section 2 if	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)       100,000,000         10,000,000       10,000,000         10,000,000       10,000,000

<sup>+</sup> See chapter 19 for defined terms.

10,000,000	Options to acquire fully paid ordinary shares at 5 cents each, expiring on 27 August 2020, exercisable after the 30 day volume weighted average price of fully paid ordinary shares share price is 20 cents or more.
Equivalent to 15,000,000 ordinary shares	Convertible notes maturing on 26 November 2019 bearing 12% interest per annum, from the date of receipt of funds, with quarterly interest payable unless the parties agree otherwise and unless redeemed or converted earlier, and convertible into fully paid ordinary shares at the lower of 1 cent (\$0.01) per share and an amount equal to a 20% discount on the VWAP per share for the 10 days immediately preceding the date of the Conversion Notice.

<sup>+</sup> See chapter 19 for defined terms.

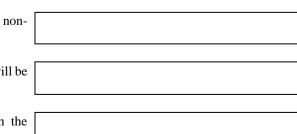
Equivalent 60,00,000 shares	to ordinary	Convertible notes maturing on 30 April 2020 bearing 12% interest per annum, from the date of receipt of funds, with quarterly interest payable unless the parties agree otherwise and unless redeemed or converted earlier, and convertible into fully paid ordinary shares at \$0.025 or as the parties otherwise agree in writing.
		The Convertible Notes are secured by the Company's 100% owned subsidiary Zambian Copper Pty Ltd, which holds the Company's mineral exploration project in Zambia.
30,000,000		Unlisted Options, \$0.014 Exercise, 20 May 2021 Expiry

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)

N/A

# Part 2 - Pro rata issue

- 11 Is security holder approval required?
- 12 Is the issue renounceable or non-renounceable?
- 13 Ratio in which the <sup>+</sup>securities will be offered
- 14 <sup>+</sup>Class of <sup>+</sup>securities to which the offer relates
- 15 <sup>+</sup>Record date to determine entitlements



<sup>+</sup> See chapter 19 for defined terms.

- 16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?
- 17 Policy for deciding entitlements in relation to fractions
- 18 Names of countries in which the entity has security holders who will not be sent new offer documents

Note: Security holders must be told how their entitlements are to be dealt with.

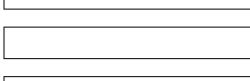
Cross reference: rule 7.7.

19 Closing date for receipt of acceptances or renunciations

receipt of tions

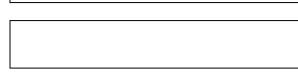
<sup>+</sup> See chapter 19 for defined terms.

- 20 Names of any underwriters
- 21 Amount of any underwriting fee or commission
- 22 Names of any brokers to the issue
- 23 Fee or commission payable to the broker to the issue
- 24 Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders
- 25 If the issue is contingent on security holders' approval, the date of the meeting
- 26 Date entitlement and acceptance form and offer documents will be sent to persons entitled
- 27 If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders
- 28 Date rights trading will begin (if applicable)
- 29 Date rights trading will end (if applicable)
- 30 How do security holders sell their entitlements *in full* through a broker?
- 31 How do security holders sell *part* of their entitlements through a broker and accept for the balance?



+ See chapter 19 for defined terms.

- 32 How do security holders dispose of their entitlements (except by sale through a broker)?
- 33 <sup>+</sup>Issue date



### Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34	Type of (tick of	of <sup>+</sup> securities <i>ne</i> )
(a)		<sup>+</sup> Securities described in Part 1
(b)		All other *securities Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

#### Entities that have ticked box 34(a)

#### Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35	If the <sup>+</sup> securities are <sup>+</sup> equity securities, the names of the 20 largest holders of the additional <sup>+</sup> securities, and the number and percentage of additional <sup>+</sup> securities held by those holders
36	If the <sup>+</sup> securities are <sup>+</sup> equity securities, a distribution schedule of the additional <sup>+</sup> securities setting out the number of holders in the categories 1 - 1,000 1,001 - 5,000 5,001 - 10,000 10,001 - 100,000 100,001 and over
37	A copy of any trust deed for the additional +securities

<sup>+</sup> See chapter 19 for defined terms.

#### Entities that have ticked box 34(b)

- 38 ich
- 39 quotation is sought
- 40 Do the <sup>+</sup>securities rank equally in all respects from the <sup>+</sup>issue date with an existing <sup>+</sup>class of quoted <sup>+</sup>securities?

If the additional +securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not • rank equally, other than in relation to the next dividend, distribution or interest payment
- 41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another +security, clearly identify that other +security)

42 Number and +class of all +securities quoted on ASX (including the +securities in clause 38)

Number	+Class

3	Number	of	+securities	for	wh
	+quotatio	n is	sought		

+Class of +securities for which

+ See chapter 19 for defined terms.

#### **Quotation agreement**

- <sup>1</sup> <sup>+</sup>Quotation of our additional <sup>+</sup>securities is in ASX's absolute discretion. ASX may quote the <sup>+</sup>securities on any conditions it decides.
- 2 We warrant the following to ASX.
  - The issue of the <sup>+</sup>securities to be quoted complies with the law and is not for an illegal purpose.
  - There is no reason why those +securities should not be granted +quotation.
  - An offer of the <sup>+</sup>securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any \*securities to be quoted and that no-one has any right to return any \*securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the \*securities be quoted.
- If we are a trust, we warrant that no person has the right to return the <sup>+</sup>securities to be quoted under section 1019B of the Corporations Act at the time that we request that the <sup>+</sup>securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before <sup>+</sup>quotation of the <sup>+</sup>securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

== == == == ==

Intr. K

Date: 17/10/2019

Sign here:

(Executive Director/Company secretary)

Print name: Anthony Kain

+ See chapter 19 for defined terms.

# Appendix 3B – Annexure 1

# Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

# Part 1

Rule 7.1 – Issues exc	eeding 15% of capital	
Step 1: Calculate "A", the base figure from which the placement capacity is calculated         Insert number of fully paid <sup>+</sup> ordinary securities on issue 12 months before the <sup>+</sup> issue date or date of agreement to issue       983,582,463		
<i>Subtract</i> the number of fully paid <sup>+</sup> ordinary securities cancelled during that 12 month period	Nil	
" <b>A</b> "	983,582,463	

<sup>+</sup> See chapter 19 for defined terms.

Step 2: Calculate 15% of "A"		
"B"	0.15 [Note: this value cannot be changed]	
<i>Multiply</i> "A" by 0.15	147,537,369	
Step 3: Calculate "C", the amount of placement capacity under rule 7.1 that has already been used		
<i>Insert</i> number of <sup>+</sup> equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:	4,000,000 (under the placement which is the subject of the Appendix 3B dated 19 November 2018)	
<ul><li>Under an exception in rule 7.2</li><li>Under rule 7.1A</li></ul>	15,000,000 (under the issue of convertible notes in which is the subject of item 1 of the Appendix 3B dated 28 February 2019)	
<ul> <li>With security holder approval under rule 7.1 or rule 7.4</li> <li>Note:</li> <li>This applies to equity securities, unless specifically excluded – not just ordinary securities</li> <li>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</li> <li>It may be useful to set out issues of securities on different dates as separate line items</li> </ul>	15,200,000 (under the issue of convertible notes in which is the subject of item 1 of this Appendix 3B dated 30 May 2019)	
	7,600,000 (under the issue of options in which is the subject of item 2 of this Appendix 3B dated 30 May 2019)	
	7,200,000 (under the issue of convertible notes in which is the subject of item 1 of this Appendix 3B dated 17 June 2019)	
	3,600,000 (under the issue of options in which is the subject of item 2 of this Appendix 3B dated 17 June 2019)	
	3,500,000 (under the issue of convertible notes in which is the subject of item 1 of this Appendix 3B dated 26 June 2019)	
	1,750,000 (under the issue of options in which is the subject of item 2 of this Appendix 3B dated 26 June 2019)	
	7,200,000 (under the issue of convertible notes in which is the subject of item 1 of the Appendix 3B dated 31 July 2019)	
	3,600,000 (under the issue of options in which is the subject of item 2 of the Appendix 3B dated 31 July 2019)	
	7,400,000 (under the issue of convertible notes in which is the subject of item 1 of the Appendix 3B dated 30 August 2019)	
	3,700,000 (under the issue of options in which is the subject of item 2 of the Appendix 3B dated 30 August 2019)	
	19,500,000 (under the issue of convertible notes in which is the subject of item 1 of this Appendix 3B dated 17 October 2019)	

<sup>+</sup> See chapter 19 for defined terms.

	9,750,000 (under the issue of options in which is the subject of item 2 of this Appendix 3B dated 17 October 2019)	
"C"	106,000,000	
Step 4: Subtract "C" from ["A" x "B"] to calculate remaining placement capacity under rule 7.1		
"A" x 0.15 Note: number must be same as shown in Step 2	147,537,369	
<i>Subtract</i> "C" Note: number must be same as shown in Step 3	106,000,000	
<i>Total</i> ["A" x 0.15] – "C"	41,537,369 [Note: this is the remaining placement capacity under rule 7.1]	

<sup>+</sup> See chapter 19 for defined terms.

## Part 2

Rule 7.1A – Additional placement capacity for eligible entities Step 1: Calculate "A", the base figure from which the placement capacity is calculated		
Note: number must be same as shown in Step 1 of Part 1		
Step 2: Calculate 10% of "A"		
"D"	0.10	
	Note: this value cannot be changed	
<i>Multiply</i> "A" by 0.10		
Step 3: Calculate "E", the amount of placement capacity under rule 7.1A that has already been used		
<i>Insert</i> number of <sup>+</sup> equity securities issued or agreed to be issued in that 12 month period under rule 7.1A		
Notes: <ul> <li>This applies to equity securities – not</li> </ul>		
<ul> <li>just ordinary securities</li> <li>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</li> </ul>		
• Do not include equity securities issued under rule 7.1 (they must be dealt with		
in Part 1), or for which specific security holder approval has been obtained		
<ul> <li>It may be useful to set out issues of securities on different dates as separate line items</li> </ul>		
"E"		

<sup>+</sup> See chapter 19 for defined terms.

Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A	
"A" x 0.10 Note: number must be same as shown in Step 2	
<i>Subtract</i> "E" <i>Note: number must be same as shown in</i> <i>Step 3</i>	
<i>Total</i> ["A" x 0.10] – "E"	Note: this is the remaining placement capacity under rule 7.1A

<sup>+</sup> See chapter 19 for defined terms.