

Report for the Quarter Ending 31st March, 2008

30th April, 2008

Highlights

- A total of 1,106 metres of drilling competed in three fully cored boreholes at the Harcus and Moulden nickel copper sulphide targets located in the Musgrave Province of South Australia.
- Drilling at the northern extent of the Harcus Intrusion intersected massive sulphides within Giles Complex mafic intrusive rocks (gabbronorite). The intersection of massive sulphides is encouraging and confirms the potential for concentrated accumulations of mineralisation.
- Mt Caroline EL4048 covering approximately 1,916 km² of the Musgrave Province prospective for nickel copper sulphides was granted on 25th February, 2008. A Work Program Clearance conducted by the traditional owners and representatives of APY on 14th April, 2008 approved exploration activities including ground geophysical surveys, surface sampling, shallow vacuum drilling, prospect exploration drilling, geological mapping and airborne surveys.
- During the quarter PepinNini Minerals was awarded a \$100,000 grant as part of the South Australian Government's 'Plan for Accelerated Exploration' (PACE) Initiative. The grant has been approved for funding of a drilling program of at least six boreholes comprising more than 1,500 metres of core drilling within the Mt Caroline tenement EL 4048.
- Work program clearance conducted by the traditional owners and APY representatives on 5th and 6th March approved exploration activities to commence within the Pine Ridge tenement EL 3536 located in the east Musgrave Province
- During the quarter the Company purchased a vacuum drilling rig to undertake extensive roadside bedrock drilling programs in Pine Ridge and Mt Caroline tenements.
- Sinosteel PepinNini Curnamona Management Pty Limited as manager of the Joint Venture Alliance commenced drilling operations during the quarter to verify and upgrade sufficiently the currently defined JORC compliant uranium resource from an Inferred category to an Indicated and Measured category to allow for a Definitive Feasibility Study to be completed for the development of the Crocker Well Uranium Deposit. Environmental baseline studies including flora, fauna and radiation monitoring have also commenced and hydrogeological and geotechnical investigations are being undertaken in conjunction with the drilling program.

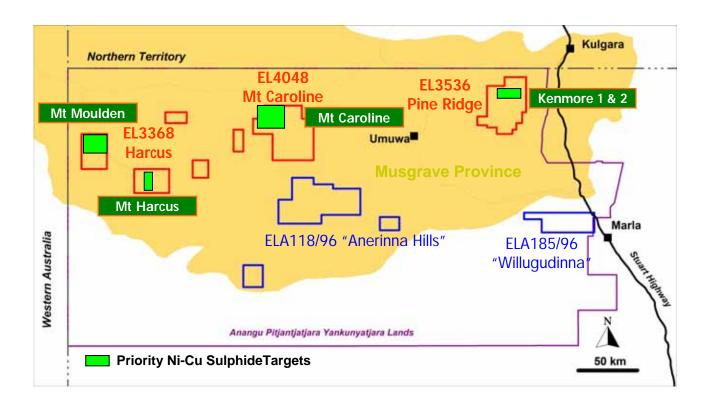
- Initial results of metallurgical tests of bulk samples of Crocker Well ore being undertaken by Amdel Laboratories and ANSTO are encouraging and show a clear ability to beneficiate the Crocker Well uranium ore based on specific gravity (SG).
- Acquisition of 11 tenements with identified uranium, phosphate and gold prospects in North Queensland.
- An 18 month Business Plan, Cashflow Forecast and Budget has been developed outlining the strategy adopted by Eagle Gold Mines Limited (51% PepinNini Minerals) to develop a profitable mining operation in the Peak Hill Goldfields of Western Australia through re-commissioning the Fortnum gold processing facility and infrastructure and maintaining gold production of 70,000 75,000 ounces per year for a minimum initial period of three years.
- Resource estimation and pit optimization studies have commenced at the Peak Hill Gold project prior to commencement of a drilling program to upgrade sufficient resource to reserve status to maintain the proposed 75,000 ounces per year production.
- Identification of approximately 40kms strike length of the Robinson Range Banded Iron Formation within JV tenements located in the Robinson Range region of Midwest WA. The Formation is known to host significant iron enrichment with sampling by previous workers highlighting elevated surface iron values in excess of 60% with low phosphorous contents suitable for exploitation as Direct Shipping Ore (DSO).
- Acquisition and cancellation of 1,500,000 shares through implementation of an on market share buy back scheme aimed at acquiring up to 4.9 million shares in the Company.
- At the end of the quarter the Company held \$22.6 million in cash.



SOUTH AUSTRALIA

Musgrave Province Project

PepinNini Minerals is currently undertaking exploration programs designed to target Nickel Copper Sulphide mineralisation in three granted exploration licences covering approximately 4,905 sq. kms of the Musgrave Province of South Australia.



Exploration Licence EL3368 - Mt Harcus

Drilling operations recommenced at the Harcus Intrusion on 8th February targeting Voisey's Bay style magmatic nickel-copper sulphide mineralisation. Borehole DD07HAR008 has been extended to a depth of 410metres and borehole DD08HAR009 located at the northern extremity of the 7 kilometre long intrusion has been completed to a depth of 420 metres. The Company owned diamond drill rig has been moved to the Moulden NE Prospect where it is testing three gravity targets that were identified by surveying in May 2007.

Borehole DD07HAR008 intersected variable quantities of massive and disseminated sulphide mineralisation with the most concentrated sulphide intervals occurring between the depths of 211 metres and 225metres. The intersection of massive sulphides is encouraging and confirms the potential for concentrated accumulations of mineralisation. The composition of the mineralisation is dominated by pyrrhotite (iron sulphide) accompanied by chalcopyrite (copper sulphide) and pentlandite (nickel sulphide). The best intersections from DD07HAR008 include:

- 211.9-212.0m 0.11% Co, 0.29% Cu, 0.31% Ni
- 212.0-212.5m 0.03% Co, 0.56% Cu, 0.07% Ni
- 224.5-225.4m 0.03% Co, 0.74% Cu, 0.08% Ni



Borehole DD07HAR008: 211.9 – 212.0m. Massive sulphide mineralisation consisting primarily of pyrrhotite with accessory chalcopyrite and pentlandite. Assays: 0.29% Cu and 0.31% Ni



Borehole DD07HAR008: 224.5 – 225.4m. Disseminated and massive sulphide mineralisation consisting primarily of pyrrhotite and accessory chalcopyrite and pentlandite. Assays: 0.74% Cu and 0.01% Ni

Down-hole electromagnetic (EM) surveys of six of the drill holes in the Harcus Intrusion were conducted in the third quarter. No moderate to strong EM anomalies were defined for these holes and minor anomalies observed are not consistent with the presence of conductive sources that would be of significant interest for follow-up drill testing.

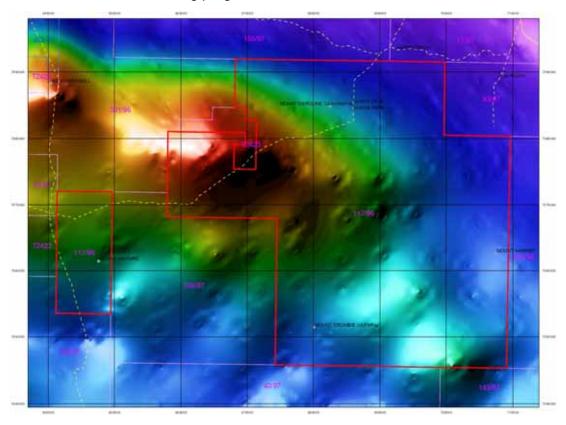
Drilling at the NE Moulden Block has intersected mafic intrusive rocks (gabbronorite, anorthosite) of the Giles Complex. The rocks encountered in drilling at NE Moulden are part of a more substantial intrusive body (Purananja Intrusion). Drilling did not intersect any significant quantities of sulphide although minor quantities of disseminated sulphide were intersected confirming sulphur saturation has occurred in the magma. This provides encouragement for drilling that is targeting other parts of the Purananja Intrusion nearby in the NE Moulden Block.

Exploration Licence EL4048 – Mt Caroline

EL4048 covering approximately 1,916 km² was granted to PepinNini Minerals on 25th February, 2008. The Caroline Intrusion is a large layered mafic/ultramafic intrusion belonging to the Giles Complex with potential for significant nickel copper sulphide mineralisation and platinum group metals similar to the Voisey's Bay and Platreef styles of mineralisation and will be the initial target investigated by the Company within the Mt Caroline tenement.

Airborne EM (Tempest) covering part of the Caroline Intrusion reveals shallow bedrock conductors possibly representing sulphide mineralisation in the ultrabasic Giles Complex. Four discrete magnetic targets interpreted to represent concealed mafic-ultramafic bodies and one magnetic ring feature interpreted to represent a possible kimberlite target are also proposed to be investigated by drilling.

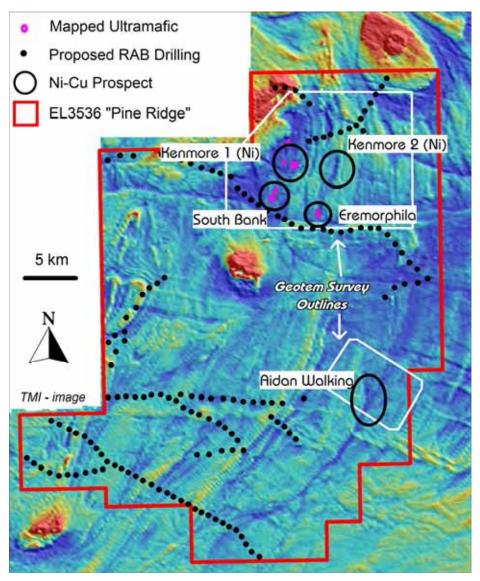
A Work Program Clearance conducted by APY representatives and traditional owners of the area on 14th April, 2008 approved exploration activities including ground geophysical surveys, surface sampling, shallow vacuum drilling, prospect exploration drilling, geological mapping and airborne surveys. At least six boreholes comprising more than 1,500 metres of core drilling designed to provide stratigraphic information from concealed basement rocks and to investigate magnetic, electro-magnetic and gravity features associated with the Caroline Intrusion will be undertaken as part of a collaborative PACE funding program with the South Australian Government.



EL 4048 Mt Caroline – Gravity Data (courtesy PIRSA)

Exploration Licence EL3536 - Pine Ridge

A reconnaissance and mapping survey including geochemical sampling of significant parts of the Pine Ridge tenement as well as an extensive program of shallow drill holes primarily undertaken along existing tracks and fences has been approved by a Work Program Clearance conducted by traditional owners and APY representatives on 5th and 6th March, 2008. The project will also include reassessment followed by investigation by drilling of five nickel copper prospects "Kenmore 1", "Kenmore 2", "South Bank", "Eremorphila" and "Aidan Walking".previously identified by Department of Mines and Rio Tinto.



Curnamona Province Project

PepinNini Minerals Limited has a 40% interest in four granted exploration licences and one exploration licence application covering approximately 3,778 sq. kms. of the Curnamona Province of South Australia. A Joint Venture Alliance has been established with Sinosteel Corporation to manage and operate the development of the Crocker Well and Mt Victoria Uranium Deposits and explore for other commodities within the Joint Venture tenements. Under the Joint Venture Agreement Sinosteel Corporation will contribute \$11million exploration expenditure over a 2 year period to June 2009.

In accordance with its strategy to be in production in 2010 Sinosteel PepinNini Curnamona Management Pty Limited as manager of the Joint Venture Alliance has commenced drilling operations to verify and upgrade sufficiently the currently defined JORC compliant uranium resource from an Inferred category to an Indicated and Measured category to allow for a Bankable Feasibility Study to be completed for the development of the Crocker Well Uranium Deposit. A drilling rig has arrived onsite and a program of approximately 130 reverse circulation holes and 16 diamond holes has commenced. The resource verification drilling program is scheduled to be completed by the end of July, 2008. A field camp has been delivered and set up at the site about 1km south of the uranium deposits to facilitate the accommodation of the various consultants and contractors employed on the project. Environmental baseline studies including flora, fauna and radiation monitoring have commenced and hydrogeological and geotechnical investigations are being undertaken in conjunction with the drilling program.



Examining Core - Crocker Well Field Camp, April 2008

Initial results of metallurgical tests of bulk samples of Crocker Well ore being undertaken by Amdel Laboratories and ANSTO have been received. The Heavy Liquid Separation (HLS) results are particularly encouraging and show a clear ability to beneficiate the Crocker Well uranium ore based on specific gravity (SG). Preliminary tests indicate that 65% of the ore has an SG of less than 2.7. However, this fraction of the ore only holds 1.5% of the uranium. This suggests a HLS technique could be used to reject 65% of the ore prior to processing with only a 1.5% loss in uranium. In addition an increase in the uranium grade from 828ppm for the ore to 2,356ppm for the HLS concentrate was achieved. This has significant advantages to processing and plant costs in regard to plant size, amount of reagents used, recoveries and tailings dam size. Additional testing to determine optimum conditions and technique for beneficiation is currently underway.

Size distribution tests indicate that beneficiation could also be achieved via a simple crushing and sieving exercise. After a -2mm crush over 95% of the uranium will be retained in fractions that are

less than 0.5mm. In fact, over 50% of the uranium will be retained in fractions that are sized between 0.25mm and 0.5mm.

Preliminary results also indicate that heating the leaching circuit could substantially improve process recoveries. Initial leach tests indicate leach recoveries of up to 93% can be achieved by heating the leachant. The current test work program will identify the optimal leach conditions. Higher leach recoveries will significantly improve the cost of processing as well as increase the amount of uranium recovered.



Drill Rig at Crocker Well Uranium Deposit, April 2008

WESTERN AUSTRALIA

Peak Hill Gold Project and Robinson Range Iron Ore Project

On December 20th the Company announced it had acquired substantial gold mine assets in the Peak Hill Gold Field of Western Australia through the purchase of 51% of the issued capital of Eagle Gold Mines Limited. Eagle Gold owns the Fortnum Gold Mine processing plant and a JORC compliant Indicated (670,000 ozs) and Measured (1,900 ozs) Resource of gold with an additional 335,000 ozs classified as Inferred. PepinNini Minerals has also entered into a Farm-In Agreement to explore for iron ore in seven tenements held by Eagle Gold in the Robinson Range area of Mid West, WA.

The Peak Hill Gold Project

The Project is centred on the Fortnum gold mine and processing plant located in the Peak Hill Gold Field, approximately 850 kms north of Perth in Western Australia. The project consists of:

- A substantial package of granted mining tenements with high exploration potential covering an area of approximately 2,500 km², representing approximately 40% of the "Peak Hill Gold Field".
- Refurbished 1.2 Mtpa gold processing plant and infrastructure, including 100 person accommodation village, power, water and airstrip, all on care and maintenance ready for immediate re-commissioning.
- Established gold inventories in Measured (1,900 ozs), Indicated (670,000 ozs) and Inferred (335,000 ozs) resources of 12.8 million tonnes at 2.5 g/t Au, representing over 1 million ounces, most of which are within 30 kms of the Fortnum gold processing plant.
- Extensive data base of mining information including a new geological model from which over 100 targets have been identified with priority targets ready for drilling.

During the quarter an 18 month Business Plan, Cash Flow Forecast and Budget has been developed outlining the strategy to be adopted by Eagle Gold Mines Limited to develop a profitable mining operation in the Peak Hill Goldfields of Western Australia through re-commissioning the Fortnum gold processing facility and infrastructure and maintaining gold production of 70,000 – 75,000 ounces per year for a minimum initial period of three years.

Resource estimation and pit optimization studies have commenced prior to commencement of a drilling program to upgrade sufficient resource to reserve status to maintain the proposed 75,000 ounces per year production. An exploration program has also been designed to investigate some of the 100 priority targets identified as prospective for gold mineralisation.



PepinNini Directors visit Fortnum Gold Processing, March 2008

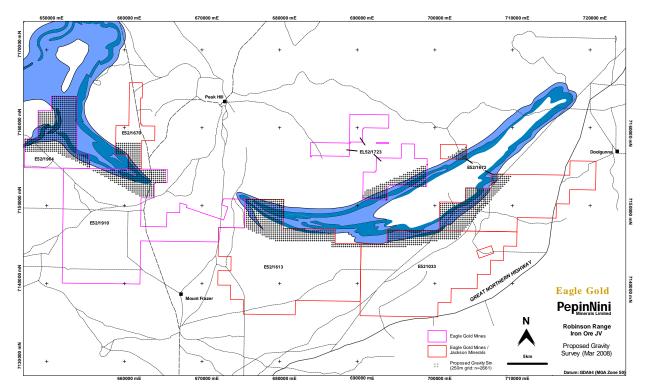
Robinson Range Iron Ore Project

PepinNini Minerals has entered a Farm-In Agreement with Eagle Gold whereby it can earn 50% of the Robinson Range Iron Ore Project through the expenditure of \$500,000 on exploration over the next two years. The Eagle Gold tenement holding in the Peak Hill Mineral Field covers part of the Robinson Range, an area considered to hold potential for the discovery of iron-ore deposits. It is located in the Mid West Region which is rapidly emerging as Western Australia's second major iron ore province behind the Pilbara. Midwest Corporation Limited, Murchison Metals Limited and Mt Gibson Iron Limited have all recently started mining iron ore in the region. The Robinson Range Iron Ore Project tenements are contiguous with tenements held by Midwest Corporation and contain known iron ore prospects.

Iron deposits occur within the Robinson Range Formation, which comprises a sequence of Banded Iron Formation (BIF), siltstone and shale, with irregular lenses of Granular Iron Formation. The Robinson Range Formation is overlain by the Millidie Creek Formation, consisting of metamorphosed iron-rich shale and siltstone, BIF, dolomitic sandstone and ferruginous quartz wacke. The deposit styles comprise hematite, hematite-goethite, and goethite types, and their formation is attributed to supergene enrichment of iron, derived from the Proterozoic banded iron formations.

The Robinson Range Iron Ore project is located in the southern part of the Peak Hill Mineral Field, within the Lower Proterozoic Bryah-Padbury Basin. The seven tenements subject to the Farm-In Agreement contain a significant portion of the area within the Bryah-Padbury Basin deemed prospective for Iron Ore. The potential Iron Ore deposits have grades of up to 65% Fe with low phosphorous content suitable for exploitation as Direct Shipping Ore (DSO). The prospects have never been drilled, and exploration for iron ore has not been conducted over this ground since 1974.

PepinNini Minerals has identified approximately 40 kms strike length of the Robinson Range Formation within the JV tenements and has commissioned a detailed 250m grid gravity survey with the intention of identifying priority drill targets for a resource definition drilling operation to commence as soon as possible.



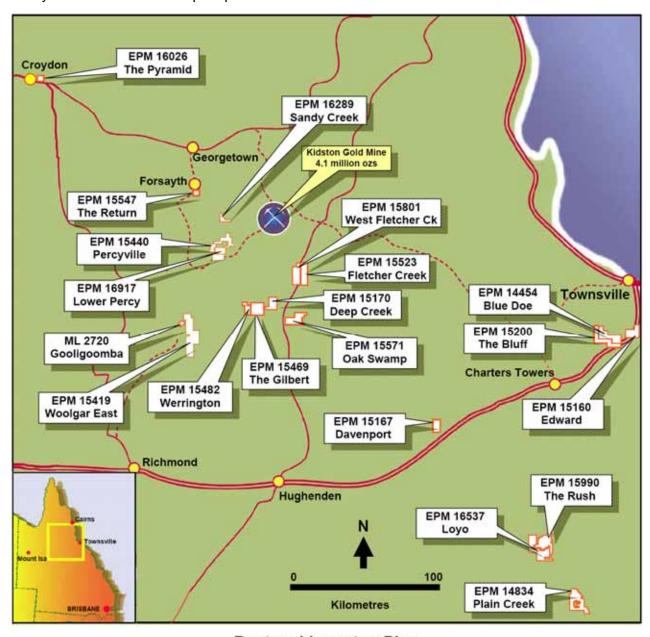
NORTH QUEENSLAND

Georgetown Inlier/Woolgar Goldfield Project

During the quarter the Company completed due diligence and progressed the acquisition of eleven tenements in North Queensland from Australian Gold Holdings Limited (AGH) and its subsidiaries Uranium Capital Limited and Goldrox Limited. Nine of the tenements have now been transferred to PepinNini Minerals and the remaining two are pending transfer. The acquisition has significantly increase the area currently held under exploration tenure by PepinNini in North Queensland and is consistent with the Company's strategy to target uranium, phosphate, gold and base metal mineralisation in the region.

Following completion of the transaction PepinNini Minerals will have established a significant presence in North Queensland with 19 exploration tenements and 1 mining lease covering approximately 2,007 sq kms.

Initial priority exploration targets have been identified as gold and base metals in EPM 15440 Percyville and uranium and phosphate in EPM 14834 Plain Creek.



Regional Location Plan

PURCHASE OF VACUUM DRILLING RIG

To facilitate extensive programs of regional shallow bedrock drilling in the Musgrave Province tenements the Company has acquired a vacuum drilling rig which has been assessed as appropriate for the proposed programs. The rig will be maintained and operated by Full Bore Drilling Services under the same arrangement as for our diamond drilling rig. Following minor modifications in Adelaide the rig will be mobilized to commence operation initially in EL 4048 Mt Caroline and then EL 3436 Pine Ridge.



Company owned Vacuum Drilling Rig

CORPORATE

During the quarter the Company acquired and cancelled 1,500,000 shares through implementation of an on market share buy back scheme announced on 20th August, 2007 aimed at acquiring up to 4.9 million shares in the Company.

The information in this report that relates to Exploration Results and Mineral Resources is based on information compiled by Norman Kennedy BSc MAusIMM. Norman Kennedy is the Chairman and Managing Director of PepinNini Minerals Limited and has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration to qualify as a Competent Person as defined in the 2004 edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves". Norman Kennedy consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

For further information please contact:

Mr Norman Kennedy

Chairman and Managing Director, PepinNini Minerals Limited

Phone: (02) 9417 6212

Note: Additional information on PepinNini Minerals Limited can be found on the website: www.pepinnini.com.au

Rule 5.3

Appendix 5B

Mining exploration entity quarterly report

Introduced 1/7/96. Origin: Appendix 8. Amended 1/7/97, 1/7/98, 30/9/2001.

Name	αf	entity
Ttanne	OI	CHILITY

PepinNini Minerals Limited

ABN Quarter ended ("current quarter")

55 101 714 989

March 2008

Consolidated statement of cash flows

Cash f	lows related to operating activities	Current quarter \$A'000	Year to date (9. months)
1.1	Receipts from product sales and related debtors		\$A'000
1.1	Receipts from product sales and related debtors		
1.2	Payments for (a) exploration and evaluation (b) development (c) production	(592)	(1,730)
	(d) administration	(69)	(631)
1.3	Dividends received		
1.4	Interest and other items of a similar nature received	210	1,099
1.5	Interest and other costs of finance paid		
1.6	Income taxes paid		
1.7	Other - Drilling Services receipts		36
	Net Operating Cash Flows	(451)	(1,226)
1.8	Cash flows related to investing activities Payment for purchases of: (a)prospects	(42)	(150) (5,512) (143)
1.10	(c)other fixed assets Loans to other entities		
1.11	Loans repaid by other entities		
1.12	Other (provide details if material) –		
	Net investing cash flows	(42)	(5,805)
1.13	Total operating and investing cash flows (carried forward)	(493)	(7,031)

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⁺ See chapter 19 for defined terms.

1.13	Total operating and investing cash flows	(493)	(7,031)
	(brought forward)		
	Cash flows related to financing activities		
1.14	Proceeds from issues of shares, options, etc.		1,265
1.15	Proceeds from sale of forfeited shares		
1.16	Proceeds from borrowings		
1.17	Repayment of borrowings		
1.18	Dividends paid		(3,460)
1.19	Other – On market Share Buy-back	(1,373)	(1,373)
	Net financing cash flows	(1,373)	(3,568)
	Net increase (decrease) in cash held	(1,866)	(10,599)
1.20 1.21	Cash at beginning of quarter/year to date	24,512	33,245
1.21	Exchange rate adjustments to item 1.20		
1.22	Cash at end of quarter	22,646	24,512

Payments to directors of the entity and associates of the directors Payments to related entities of the entity and associates of the related entities

		Current quarter \$A'000
1.23	Aggregate amount of payments to the parties included in item 1.2	114
1.24	Aggregate amount of loans to the parties included in item 1.10	

1.25	Explanation necessar	v for an	understanding	of the	transactions

Within Item 1.2

1. Managing Director, Administration Director and non-executive directors' remuneration & expenses \$114,166.66

Non-cash financing and investing activities

2.1	Details of financing and investing transactions which have had a material effect on consolidated	
ı	assets and liabilities but did not involve cash flows	

2.2 Details of outlays made by other entities to establish or increase their share in projects in which the reporting entity has an interest

Financing facilities available

Add notes as necessary for an understanding of the position.

		Amount available \$A'000	Amount used \$A'000
3.1	Loan facilities		
3.2	Credit standby arrangements		

Estimated cash outflows for next quarter

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⁺ See chapter 19 for defined terms.

4.1 Exploration and evaluation 600 4.2 Development		Total	600
4.1 Exploration and evaluation	4.2	Development	
\$A 000	4.1	Exploration and evaluation	600
¢ A 2000			\$A'000

Reconciliation of cash

Reconciliation of cash at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts is as follows.		Current quarter \$A'000	Previous quarter \$A'000
5.1	Cash on hand and at bank	12,646	130
5.2	Deposits at call	10,000	24,382
5.3	Bank overdraft		
5.4	Other (provide details)		
	Total: cash at end of quarter (item 1.22)	22,646	24,512

Changes in interests in mining tenements

Tenement

reference

EL 4048

			of quarter	quarter
Interests in mining tenements relinquished, reduced or lapsed				
Interests in mining tenements acquired or increased	EPM14454 EPM14834 EPM15160 EPM15167 EPM15170 EPM15469 EPM15547 EPM15990 EPM16026	Purchase of tenement	0 0 0 0 0 0 0	100% 100% 100% 100% 100% 100% 100% 100%

Nature of interest

(note (2))

Application granted

Interest at

beginning

0

Interest at

100%

end of

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⁺ See chapter 19 for defined terms.

Issued and quoted securities at end of current quarterDescription includes rate of interest and any redemption or conversion rights together with prices and dates.

		Total number	Number quoted	Issue price per	Amount paid up per
				security (see note 3)	security (see note 3)
				(cents)	(cents)
7.1	Preference				
	+securities				
7.2	(description)				
1.2	Changes during quarter				
	(a) Increases				
	through issues				
	(b) Decreases				
	through returns of				
	capital, buy-backs, redemptions				
7.3	+Ordinary				
7.5	securities	67,707,499	67,707,499	N/A	N/A
7.4	Changes during				
	quarter				
	(a) Increases				
	through issues				
	(b) Decreases	1,500,000	1,500,000		
	through returns	1,300,000	1,500,000		
	of capital, buy-				
	backs				
7.5	+Convertible				
	debt securities				
7.6	(description)				
7.6	Changes during quarter				
	(a) Increases				
	through issues				
	(b) Decreases				
	through				
	securities				
	matured,				
	converted				
7.7	Options			Exercise price	Expiry date
	(description and	500,000		138cents	30 Nov 2010
	conversion				
	factor)				
7.8	Issued during				
7.0	quarter				
7.9	Exercised during				
7.10	quarter Expired during				
7.10	quarter				
7.11	Debentures				<u>I</u>
	(totals only)				
7.12	Unsecured				
	notes (totals				
	only)				

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⁺ See chapter 19 for defined terms.

Compliance statement

- This statement has been prepared under accounting policies which comply with accounting standards as defined in the Corporations Act or other standards acceptable to ASX (see note 4).
- 2 This statement does give a true and fair view of the matters disclosed.

Sign here:	A. Helld - Kennegy	Date 30th April 2008. .
Print name:	Rebecca Holland-Kenn	edy

Notes

- The quarterly report provides a basis for informing the market how the entity's activities have been financed for the past quarter and the effect on its cash position.

 An entity wanting to disclose additional information is encouraged to do so, in a note or notes attached to this report.
- The "Nature of interest" (items 6.1 and 6.2) includes options in respect of interests in mining tenements acquired, exercised or lapsed during the reporting period. If the entity is involved in a joint venture agreement and there are conditions precedent which will change its percentage interest in a mining tenement, it should disclose the change of percentage interest and conditions precedent in the list required for items 6.1 and 6.2.
- 3 **Issued and quoted securities** The issue price and amount paid up is not required in items 7.1 and 7.3 for fully paid securities.
- 4 The definitions in, and provisions of, AASB 1022: Accounting for Extractive Industries and AASB 1026: Statement of Cash Flows apply to this report.
- Accounting Standards ASX will accept, for example, the use of International Accounting Standards for foreign entities. If the standards used do not address a topic, the Australian standard on that topic (if any) must be complied with.

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⁺ See chapter 19 for defined terms.