

Report for the Quarter Ending 31st December, 2007

31st January, 2008

Highlights

- Inaugral fully franked special dividend of 5 cents per share distributed to all shareholders of the Company.
- Acquisition of 51% of Eagle Gold Mines Limited and its extensive gold mining assets in the Peak Hill Goldfield of Western Australia including the 1.2Mtpa Fortnum Gold Mine processing plant and associated infrastructure. Eagle Gold has an extensive package of mining and exploration tenements covering approximately 2,500 sq. kms. and 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.
- Negotiation of a Farm-In Agreement to explore for iron ore in seven tenements held by Eagle Gold in the Robinson Range area of the Mid West Region which is rapidly emerging as Western Australia's second major iron ore province behind the Pilbara.
- Heads of Agreement signed to acquire four uranium tenements and seven gold and base metal tenements in North Queensland.
- Widespread copper, gold, silver and lead mineralization identified in rock chip samples collected during an initial regional reconnaissance survey of EPM 15440 North Queensland. Some of the more significant assays include:
 - 65.1g/t gold, 435g/t silver, 9.98% copper
 - 3.6g/t gold, 653g/t silver, **20.30% copper**
 - 5.65g/t gold, 42g/t silver, 5.72% copper
 - 0.7g/t gold, 22g/t silver, 16.90% copper
 - 3.72g/t gold, 732g/t silver, 13.8% copper, 1.07% lead
 - 0.6g/t gold, 637g/t silver, 11.25% copper, 3.4% lead
 - 0.27g/t gold, 165g/t silver, 10.8% lead
 - 1.63g/t gold, 957g/t silver, 64.7% lead

- Continued intersections of elevated copper and nickel grades of up to 0.39% copper and 473ppm nickel at the Harcus Intrusion, Musgrave Province, South Australia
- 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 \$24.5 million in cash.



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.

It is the intention of Eagle Gold to restart profitable mining and gold production at Fortnum by recommissioning the 1.2 Mtpa plant to produce 70,000 ozs of gold annually from the existing stockpiles and current Measured and Indicated Resource by mid 2009. An active exploration program is also planned to investigate some of the 100 priority targets identified as prospective for gold mineralisation.

Administration, exploration and key operational personnel with a thorough understanding of the operation and maintenance of the gold plant and process facilities have been retained and a financial facility is in place to bring the project into production.

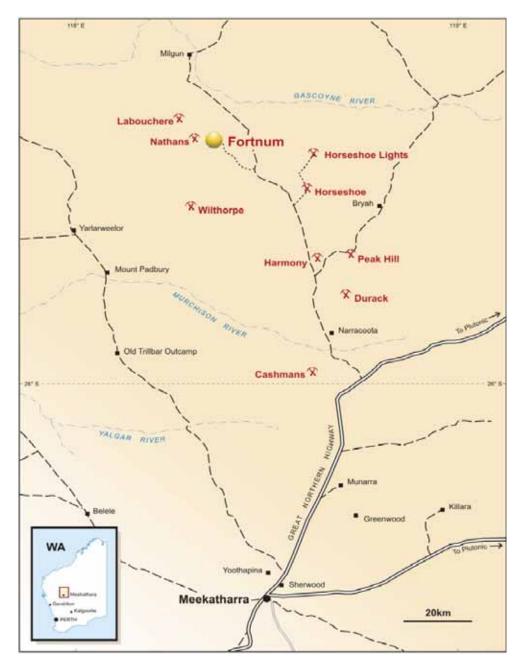
Robinson Range Iron Ore Project

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.

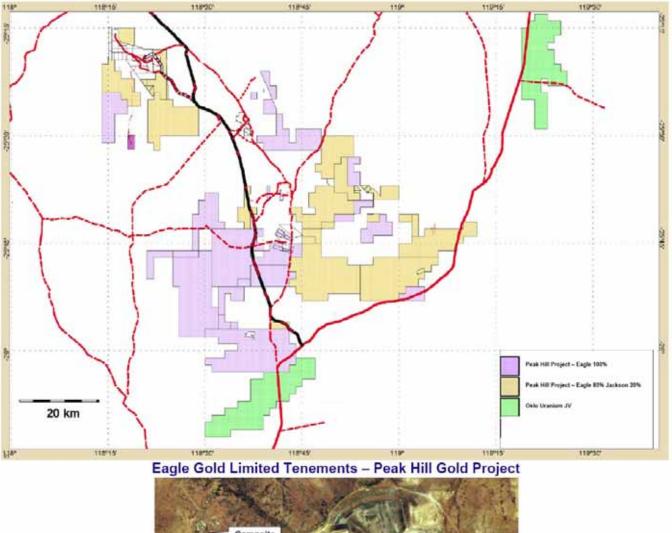
Iron deposits occur within the Robinson Range Formation, which comprises a sequence of Banded Iron Formation (BIF), siltstone and shale, with irregular lenses of Granular Iron Formation. The Robinson Range Formation is overlain by the Millidie Creek Formation, consisting of metamorphosed iron-rich shale 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. The prospects have never been drilled, and exploration for iron ore has not been conducted over this ground since 1974.

PepinNini Minerals will commence field reconnaissance programs of known iron ore prospects early in 2008 with the intention of commencing a resource definition drilling operation as soon as possible.

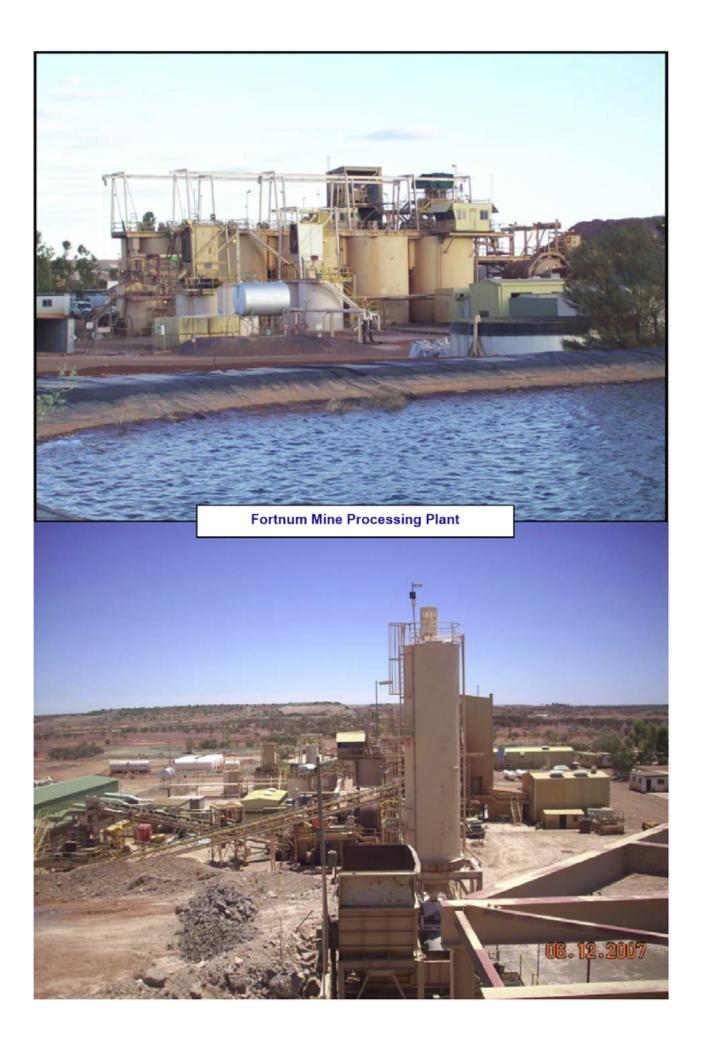


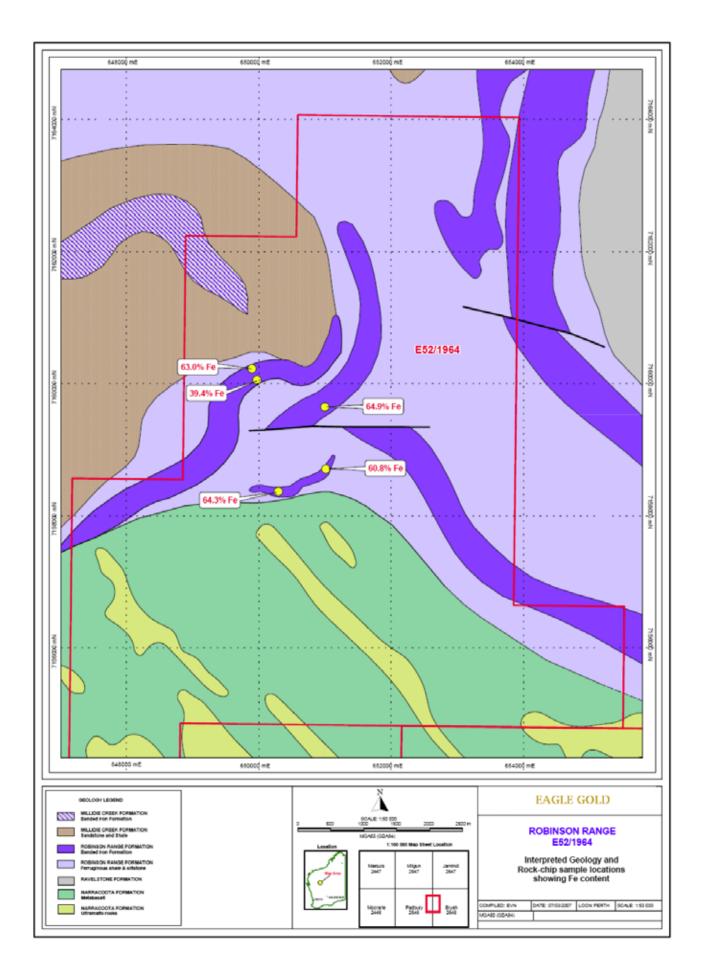
Location Plan





Fortnum Area - Infrastructure and Resource Locations





SOUTH AUSTRALIA

Musgrave Province Project

The current drilling program within EL3368 is targeting Voisey's Bay style magmatic nickel-copper sulphide mineralisation in the Mt Harcus and Mt Moulden Prospect areas. The Company owned diamond drill rig has completed eight cored boreholes and a ninth is currently underway. A total of 3,188.5 metres of drilling has been completed to date.

Five holes have been completed (with a sixth currently underway) to test a variety of targets along the 7km strike length of the Harcus Intrusion. Two holes have been completed to test coincident electromagnetic, magnetic and gravity anomalies at the Harcus North West Prospect. A single stratigraphic hole was drilled at the Moulden Prospect to investigate the large regional scale magnetic anomaly.

Three of the drill holes (2 at Harcus and 1 at Moulden) were completed as part of a collaborative PACE funding program with the South Australian Government.

Drilling at the Harcus and Harcus North West Prospects intersected variable quantities of disseminated sulphide within the mafic intrusive rocks. The most abundant sulphide intersections have been observed in holes DD07HAR001 and DD07HAR007 (Harcus Prospect). These intersections occur as fine to coarse primary disseminations within gabbroic rocks of the Giles Complex. The sulphide mineralisation is dominated by pyrrhotite (iron sulphide) accompanied by accessory chalcopyrite (copper sulphide) and pentlandite (nickel sulphide).



Disseminated sulphides DD07HAR007 (482.5-483.5m)

The stratigraphic hole drilled at Moulden intersected a flat lying sequence of granulite gneiss in a location central to a 10x15km anomalous magnetic feature that has previously been regarded as a large mafic – ultramafic intrusion. The stratigraphic knowledge gained from the drilling of this borehole gives better definition for the distribution of mafic rocks in outcrop across the north east portion of the Moulden Block and will assist in a better understanding of the magnetic signatures of bedrock lithologies across the region.

Geochemical results confirm the presence of elevated copper and nickel in holes DD007HAR001 and DD07HAR007. The best intercepts include;

• DD07HAR001 (42-43m): 1m @ 0.2% Cu, 254 ppm Ni

• DD07HAR001 (88-93m):

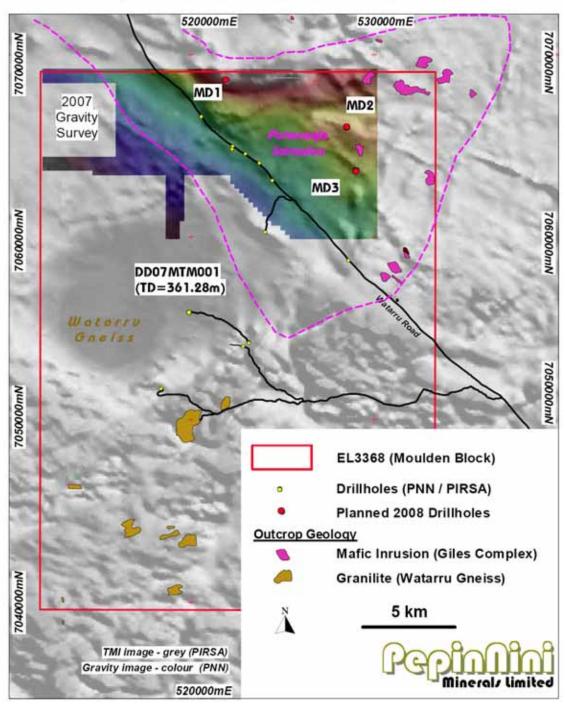
5m @ 0.13% Cu, 158 ppm Ni

• DD07HAR007 (482.1-484.5m): 2.4m @ 0.31% Cu, 318 ppm Ni

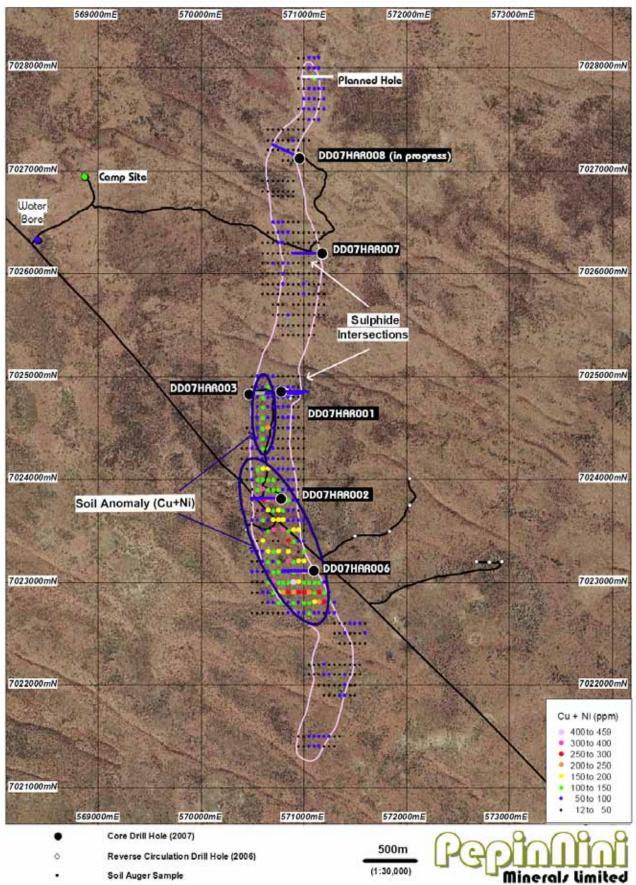
Zones of elevated chrome and nickel have also been noted associated with cross cutting mafic dykes that are significantly younger than the prospective Giles Complex rocks. The geochemical results do not indicate any platinum group elements (PGE's) associated with the intrusive bodies.

Drilling activities are scheduled to recommence during the first week of February with drilling at the Harcus Prospect to be completed. The drill rig will then be moved to the Moulden NE Prospect to test a number of gravity targets that were identified by surveying in May 2007.

Down-hole electro magnetic surveys of the sulphide bearing drill holes at the Harcus Prospect are also scheduled to be undertaken.



EL3368(Moulden Block): Drilling Program Status (January 2008)



EL3368 (Harcus): Drilling Program Status (January 2008)

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 the next 2 years to the project.

Office premises have been established in Adelaide for the Joint Venture Management Company which will undertake further exploration with a priority objective of preparing a Bankable Feasibility Study for the development of the Crocker Well Uranium Deposit to produce at least 600 tonnes of U_3O_8 per year for at least 10 years.

Two drilling rigs have been secured to undertake a drilling program of at least 87 resource definition boreholes at Crocker Well. Other prospects within the vicinity of Crocker Well will also be investigated by drilling.

Discussions have been held with consultant groups and South Australian Government Departments to establish guidelines and a timeframe for the development of the Crocker Well Uranium Deposit. Current strategy is aimed at being in production by 2010.

Metallurgical tests aimed at improving the previously reported recoveries for processing the Crocker Well uranium ore are currently being undertaken by ANSTO and Amdel Laboratories.

Independent resource consultants Hellman & Schofield have been commissioned to upgrade sufficient current JORC compliant uranium resource at Crocker Well from an Inferred category to an Indicated and Measured category to allow for a Definitive Feasibility Study to be undertaken for the development of the project.

Bateman Engineering have been appointed to undertake the Definitive Feasibility Study (DFS).

URS Australia have been appointed to undertake the Regulatory Approvals and Baseline Studies using Kellogg Brown & Root (KBR) as sub consultants.

NORTH QUEENSLAND

Georgetown Inlier/Woolgar Goldfield Project

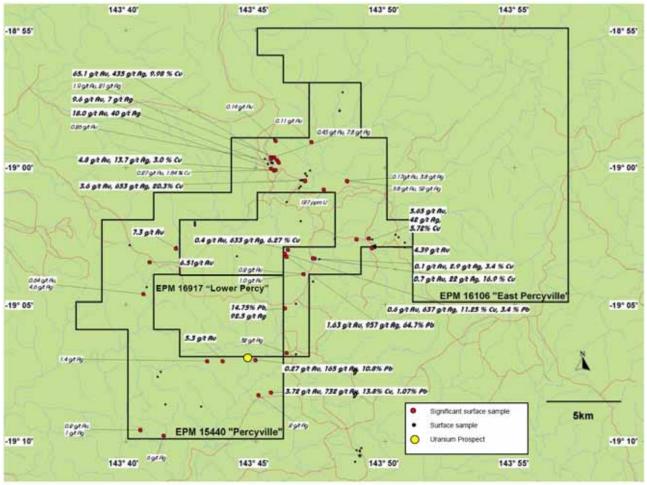
On 8th November, 2007 the Company announced widespread copper, gold, silver and lead mineralization had been identified in rock chip samples collected during an initial regional reconnaissance survey of EPM 15440. Some of the more significant assays include:

- 65.1g/t gold, 435g/t silver, 9.98% copper
- 3.6g/t gold, 653g/t silver, **20.30% copper**
- 5.65g/t gold, 42g/t silver, 5.72% copper
- 0.7g/t gold, 22g/t silver, 16.90% copper
- 3.72g/t gold, 732g/t silver, 13.8% copper, 1.07% lead
- 0.6g/t gold, 637g/t silver, 11.25% copper, 3.4% lead

- 0.27g/t gold, 165g/t silver, 10.8% lead
- 1.63g/t gold, **957g/t silver, 64.7% lead**

EPM 15440 is located in the Percyville area approximately 50kms south of Forsayth. The 4.1Moz Kidston Gold Mine is located approximately 30kms to the northeast of the area.

The Company intends to conduct surface geophysical surveys prior to commencing a drilling program early in 2008 to further investigate the previously identified uranium occurrences as well as the surface mineralisation identified as a result of the regional reconnaissance survey.



Regional surface sampling program – EPM 15440 Percyville

During December the Company entered into a heads of agreement with Australian Gold Holdings Limited (AGH) and its subsidiaries Uranium Capital Limited and Goldrox Limited to acquire eleven tenements in north Queensland. Subject to due diligence on the tenements PepinNini will pay AGH \$150,000 and issue 900,000 shares in PepinNini Minerals Limited for the tenements. The acquisition will 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, gold and base metal mineralisation in the region.

The tenements subject to the Agreement are:

Tenements with Uranium Potential

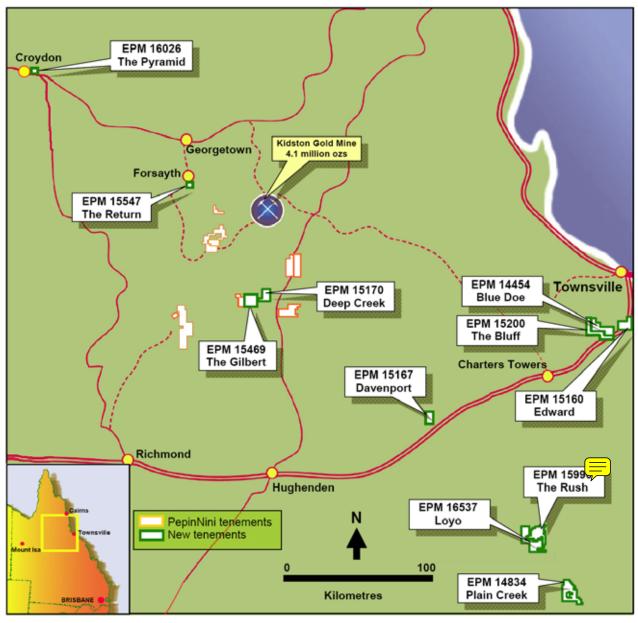
Plain Creek EPM 14834 (259 sq kms) – extensive uranium mineralisation associated with a phosphate rich horizon in the upper part of the Drummond Basin sediments has been identified by previous explorers. Uranium grades of up to 0.42% U₃O₈ have been reported from rock chip samples.

- Gilberton EPM 15469 (81 sq kms) adjacent to PepinNini EPM 15482 Werrington. Uranium mineralisation associated with zones of shearing and fracturing along the contact between a graphitic and non-graphitic schist has been identified by previous explorers. The strongest anomalies are located over ferruginous schist breccias. Grab samples of breccia have assayed up to 0.2% U₃O₈. The tenement also contains a number of gold, copper, bismuth and tungsten historic workings.
- The Rush EPM 15990 (235 sq kms) and Loyo EPM 16537 (256 sq kms) Adjoining tenements. More than 40 radiometric anomalies have been identified by explorers during the 1970's.

Tenements with Gold and Base Metals Potential

- Blue Doe EPM 14454 (49.2 sq kms) part of the Ravenswood Batholith which is the host to gold mineralization at Charters Towers. Numerous prospects have been identified. Significant rock chip assays reported by previous explorers include gold of up to 33.8g/t, silver of up to 90.7g/t and lead 21.1%.
- Edward EPM 15160 (41.4 sq kms) Eastern fringe of the Ravenswood Batholith. Significant rock chip assays reported by previous explorers include silver of up to 130g/t and copper of up to 7.36%.
- The Bluff EPM 15200 (25.9 sq kms) Within the Ravenswood Batholith. Significant rock chip assays reported by previous explorers include silver of up to 44.3g/t and copper of up to 15.4%.
- The Davenport EPM 15167 (15.5 sq kms) Many historical workings with 3,000oz of alluvial gold being produced from one prospect. Gold assays have been reported of up to 282g/t.
- The Return EPM 15547 (13.0 sq kms) Located 5kms south of Forsayth in the south east part of the Etheridge Gold Field. A number of historical workings have produced significant amounts of gold, silver, lead and copper including Big Reef production 26,386 tonnes yielding gold (841.42kgs), silver (32.28kgs), lead (1 tonne), Iron Bark production 1,009 tonnes yielding gold (31.37kgs), silver (9.78kgs), lead (0.23 tonne), copper (0.70 tonne) and Canadian Group production 4,469 tonnes yielding gold (99kgs)
- Deep Creek EPM 15170 (33.7 sq kms) 240km north west of Charters Towers. Seven base metal anomalies have been identified.
- The Pyramid EPM 16026 (13.0 sq kms) located 9 km east of Croydon. Six historic gold workings located within the tenement.

Following completion of the transaction PepinNini Minerals will have established a significant presence in North Queensland with 20 exploration tenements and 1 mining lease covering approximately 2,273 sq kms.



Regional Location Plan

CORPORATE

At the Annual General meeting held in the Company office at Level 1, 117 King William St, Adelaide on 30th November it was announced that a fully franked special dividend of five cents per share would be distributed to all shareholders of the Company. In accordance with Company policy to reward shareholders for their investment in PepinNini Minerals Limited the Directors believe shareholders should share directly in the financial success of the Company over the preceeding year. The record date to determine dividend entitlements was 10th December, 2007 and the dividend was paid on 17th December, 2007.

The recent market reaction to global financial conditions produced a share price for PepinNini Minerals Limited that the Directors believe does not reflect the value or potential of the Company. It has highlighted an opportunity to maximize benefits to shareholders through effective management of our share capital given our current surplus cash position. To ensure that the Company can take advantage of the situation in the event that it continues and any similar situations occurring in the future the Directors have decided to instigate an on market share buy back scheme 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: <u>www.pepinnini.com.au</u>

Appendix 5B

Rule 5.3

Mining exploration entity quarterly report

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

Name of entity

PepinNini Minerals Limited

ABN

55 101 714 989

Quarter ended ("current quarter")

Current quarter

December 2007

Year to date

Consolidated statement of cash flows

Cash flows related to operating activities

Cash f	lows related to operating activities	\$A'000	(6. months)
1.1	Receipts from product sales and related debtors		\$A'000
1.2	Payments for (a) exploration and evaluation (b) development (c) production	(596)	(1,138)
	(d) administration	(181)	(562)
1.3	Dividends received		
1.4	Interest and other items of a similar nature received	533	889
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	(244)	(775)
1.8 1.9 1.10 1.11 1.12	Cash flows related to investing activities Payment for purchases of: (a)prospects (b)equity investments (c)other fixed assets Proceeds from sale of: (a)prospects (b)equity investments (c)other fixed assets Loans to other entities Loans repaid by other entities Other (provide details if material) –	(150) (5,512) (90)	(150) (5,512) (101)
	Net investing cash flows	(5,752)	(5,763)
1.13	Total operating and investing cash flows (carried forward)	(5,996)	(6,538)

⁺ See chapter 19 for defined terms.

1.13	Total operating and investing cash flows (brought forward)	(5,996)	(6,538)
1.14 1.15	Cash flows related to financing activities Proceeds from issues of shares, options, etc. Proceeds from sale of forfeited shares	1,015	1,265
1.16 1.17 1.18 1.19	Proceeds from borrowings Repayment of borrowings Dividends paid Other (provide details if material) – issue expenses paid	(3,460)	(3,460)
	Net financing cash flows	(2,445)	(2,195)
	Net increase (decrease) in cash held	(8,441)	(8,733)
1.20 1.21	Cash at beginning of quarter/year to date Exchange rate adjustments to item 1.20	32,953	33,245
1.22	Cash at end of quarter	24,512	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	128
1.24	Aggregate amount of loans to the parties included in item 1.10	

1.25 Explanation necessary for an understanding of the transactions

W	ithin Item 1.2	
1.	Managing Director and non-executive directors' remuneration & expenses	\$76,405
2.	Office, accounting & secretarial services & exploration expenses paid to an entity related to Directors	\$ 51,836

Non-cash financing and investing activities

- 2.1 Details of financing and investing transactions which have had a material effect on consolidated 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		

⁺ See chapter 19 for defined terms.

Estimated cash outflows for next quarter

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

Reconciliation of cash

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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	130	92
5.2	Deposits at call	24,382	32,861
5.3	Bank overdraft		
5.4	Other (provide details)		
	Total: cash at end of quarter (item 1.22)	24,512	32,953

Changes in interests in mining tenements

		Tenement reference	Nature of interest (note (2))	Interest at beginning of quarter	Interest at end of quarter
6.1	Interests in mining tenements relinquished, reduced or lapsed				
6.2	Interests in mining tenements acquired or increased				

⁺ See chapter 19 for defined terms.

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

		Total number	Number quoted	Issue price per security (see note 3) (cents)	Amount paid up per security (see note 3) (cents)
7.1	Preference			(((((((((((((((((((((((((((((((((((((((
/.1	+securities				
	(description)				
7.2	Changes during				
	quarter				
	(a) Increases				
	through issues				
	(b) Decreases				
	through returns of				
	capital, buy-backs,				
72	redemptions				
7.3	+Ordinary securities	69,207,499	69,207,499	N/A	N/A
7 4					
7.4	Changes during				
	quarter				
	(a) Increases through issues	-	-		
	(b) Decreases				
	through returns				
	of capital, buy-				
	backs				
7.5	+Convertible				
1.5	debt securities				
	(description)				
7.6	Changes during				
7.0	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	500,000		138cents	nil
	quarter				
7.9	Exercised during			00	
	quarter	5,075,000		20cents	20cents
7.10	Expired during				
,0	quarter				
7.11	Debentures				1
	(totals only)			_	
7.12	Unsecured				
	notes (totals				
	only)	1	1		

⁺ See chapter 19 for defined terms.

Compliance statement

- 1 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.

d. A. ball d - Kennegy

Sign here:

Date 31st January 2008.

Print name:

......Rebecca Holland-Kennedy...

Notes

- 1 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.
- 2 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.
- 5 **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.