PepinNini Minerals Limited
ABN 55 101 714 989

Report for the Quarter Ending 31st March, 2012

30th April, 2012

Highlights

- An additional thirty five boreholes for a total 2,446m were completed during the quarter at the Robinson Range Project located in the Midwest region of WA. Encouraging Hematite and Hematite-Goethite iron enrichment continues to be intersected at PNN Area C. Results received from an initial batch of samples include;
  - 17 metres @ 55% Fe in borehole RC12RR066 from a depth of 8 metres, (intersection includes an interval of 10 metres @ 58.8% Fe from 8 metres and 2 metres @ 56.4% from 22 metres),
  - 4 metres @ 55.4% Fe from a depth of 4 metres and 6 metres @ 56.4% Fe from a depth of 17 metres in borehole RC12RR067,
  - 2 metres @ 55.1% Fe from a depth of 4 metres, 14 metres @ 55.4% Fe from a depth of 10 metres and 38 metres @ 55% Fe from a depth of 28 metres in borehole RC12RR068 (intersection includes an interval of 20 metres @ 60.2% Fe from a depth of 36 metres),
  - 8 metres @ 55.6% Fe from a depth of 43 metres and 2 metres @ 55.7% Fe from a depth of 53 metres in borehole RC12RR070.
- Drilling continued during the quarter on the Braemar Iron Formation Project located within EL 4375 in the Curnamona Province of South Australia. Ten RC percussion drillholes for a total of 1,533m have now been completed at the Macdonald Corridor Magnetite Prospect. Initial results confirm the potential for a very large magnetite iron ore resource which could be beneficiated to a high grade blast furnace feed product. Preliminary DTR results produced a sample concentrate with low impurities (SiO2 < 5%), relatively high mass recovery (average 20%) and high Fe content (average 68% Fe).
- A SkyTEM airborne electromagnetic survey (AEM) of approximately 1,300 line kms was completed during the quarter over the Caroline Intrusion, the Hanging Knoll Area and the Cooperinna Block located within tenements held by PepinNini Minerals in the Musgrave Province of South Australia. A number of strong features which could represent massive sulphide mineralisation are identifiable in preliminary conductivity images. The data is currently being processed and assessed to identify priority drill targets.
- At the end of the quarter the Company held $2.3 million in cash.

Project Locations

WESTERN AUSTRALIA

Robinson Range Iron Ore Project

The Robinson Range Project comprises seven tenements that cover approximately 700km^2. PepinNini has a 50% interest in the iron ore contained within three tenements and a 40% interest in the iron ore contained within the other four tenements and manages exploration on behalf of the Joint Venture partners.

Drilling operations began on 20th February, 2012 to recommence the drill program suspended in October 2011 due to contractor equipment failure. The work undertaken completes the initial planned borehole coverage of PNN Area C (to potentially extend the current iron ore resource), and to investigate a further three iron ore prospects. The drilling program was successfully completed on 4th March with thirty five boreholes drilled for a total of 2,446m.

Encouraging Hematite and Hematite-Goethite iron enrichment continues to be intersected at PNN Area C.

All samples have been dispatched to the laboratory for analysis. The first batch of sample results have been received and are summarised in Table 1;

Table 1. Robinson Range Project –
Summary of initial batch of Samples from RC Drilling (>55% Fe)

.

Hole No.	East	North	**RL (m)**	Dip / Az	TD	**From (m)**	**To (m)**	**Thick (m)**	**Fe%**
PNN Area G (E52/1613)									
RC12RR064	683190	7146605	577	60°/020	118m	Nil > 55% Fe			
PNN Area C (E51/1033)									
RC12RR066	699893	7146598	571	Vertical	75	8	25	17	55.0
					incl.	*8*	*18*	*10*	*55.8*
					incl.	*22*	*24*	*2*	*56.4*
RC12RR067	699898	7146547	565	Vertical	75	4	8	4	55.4
						17	23	6	56.4
RC12RR068	699804	7146601	571	Vertical	80	4	6	2	55.1
						10	24	14	55.4
						28	66	38	55.0
					incl.	*36*	*56*	***20***	***60.2***
RC12RR069	699800	7146496	569	Vertical	80	Nil > 55% Fe			
RC12RR070	699895	7146499	562	Vertical	80	43	51	8	55.6
						53	55	2	55.7
RC12RR071	699896	7146448	560	Vertical	80	34	36	2	55.3
						39	40	1	59.8

Note: All metreages quoted are down-hole depths

Following receipt of all data from the recently completed drilling it is intended to upgrade the maiden Mineral Resource Estimate reported to JORC standards on 28th December, 2011.

Drilling Robinson Range Iron Ore Project – February, 2012

SOUTH AUSTRALIA

Musgrave Province Project

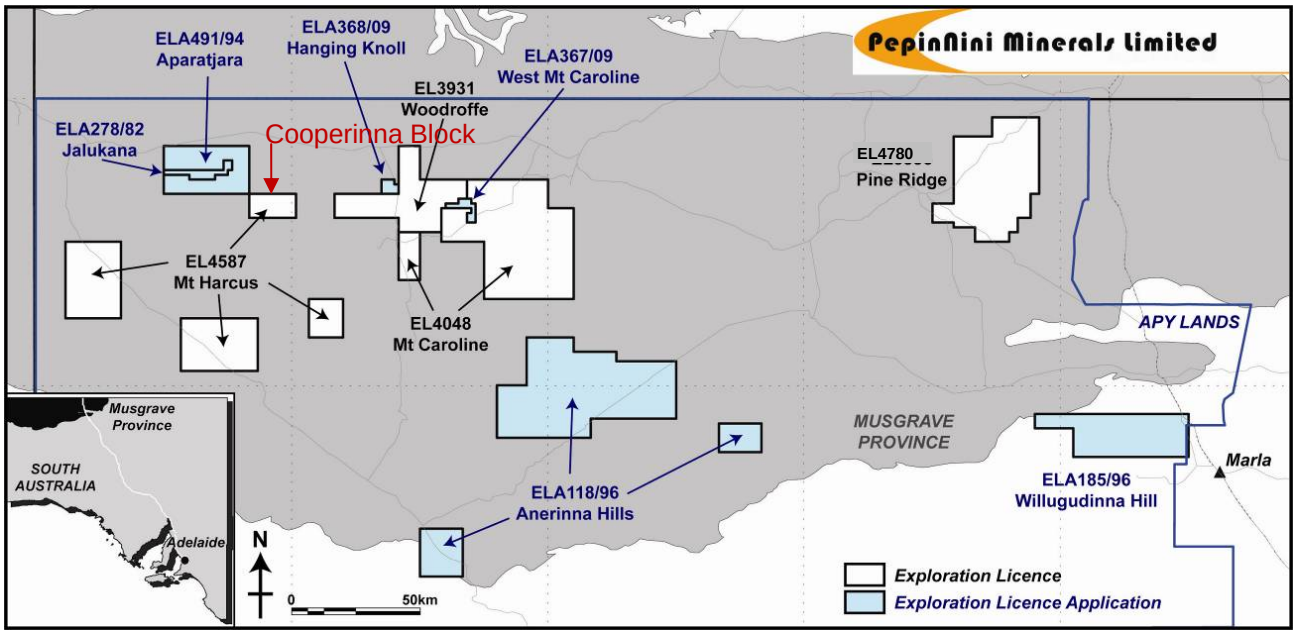
The Musgrave Project is currently targeting nickel-copper sulphide mineralisation and base metal mineralisation in the Musgrave Province of South Australia. PepinNini has four granted exploration licences (EL3931, EL4048, EL4587, EL4780) covering ~5,669 km^2 and six exploration licence applications (ELA118/96, ELA185/96, ELA278/82, ELA491/94, ELA367/09, ELA368/09) covering ~3,932 km^2. PepinNini subsidiary NiCul Minerals Limited (formerly PepinNini Resources Pty Limited) is earning a 51% interest in EL3931 and ELA278/82 and ELA491/94 under a Farm-in and Joint Venture Agreement with Rio Tinto Ltd subsidiary Rio Tinto Exploration Pty Limited.

Vacuum drilling and diamond drilling continued during the quarter within the Cooperinna block of EL 4587 with 220 vacuum boreholes for 1,453 metres and 6 diamond holes for 1,426.5 metres being completed. The Company owned diamond rig, vacuum rig and field camp facilities are currently contracted out to undertake work for another explorer in the region and will resume work on PepinNini tenements following the completion of the contract work.

A SkyTEM airborne electromagnetic survey (AEM) of approximately 1,300 line kms was successfully completed during the quarter over the Caroline Intrusion, the Hanging Knoll Area and the Cooperinna Block located within tenements held by PepinNini Minerals.

A number of strong features which could represent massive sulphide mineralization are identifiable in preliminary conductivity images. The data is currently being processed and assessed to identify priority drill targets.

The survey was undertaken as part of a collaborative funding program with the South Australian Government. PepinNini Minerals has been awarded a $75,000 grant for the program as part of the South Australian Government's 'Plan for Accelerated Exploration 2020' (PACE 2020) Initiative.



PepinNini Minerals Limited tenement location in the Musgrave Province, SA.

Drilling and SkyTEM Survey in Progress on Cooperinna Block EL 4587 – March, 2012

Curnamona Province Project

Exploration within the Curnamona Province Project area, which includes the Crocker Well Uranium Deposit, is being managed by Sinosteel PepinNini Curnamona Management Pty Ltd (SPCM) on behalf of the Joint Venture partners Sinosteel Corporation (60%) and PepinNini Minerals (40%). The Joint Venture has prioritized the investigation of the iron ore potential of the Braemar Iron Formation.

Braemar Iron Formation

Drilling continued during the quarter at the Macdonald Corridor Magnetite Prospect located within EL 4375. A total of 10 RC percussion drillholes, for a total of 1,533m, have now been completed along 2 drill traverses across interpreted magnetic Braemar Iron Formation. Drillhole locations were based on geophysical interpretation and modeling of aeromagnetic data.

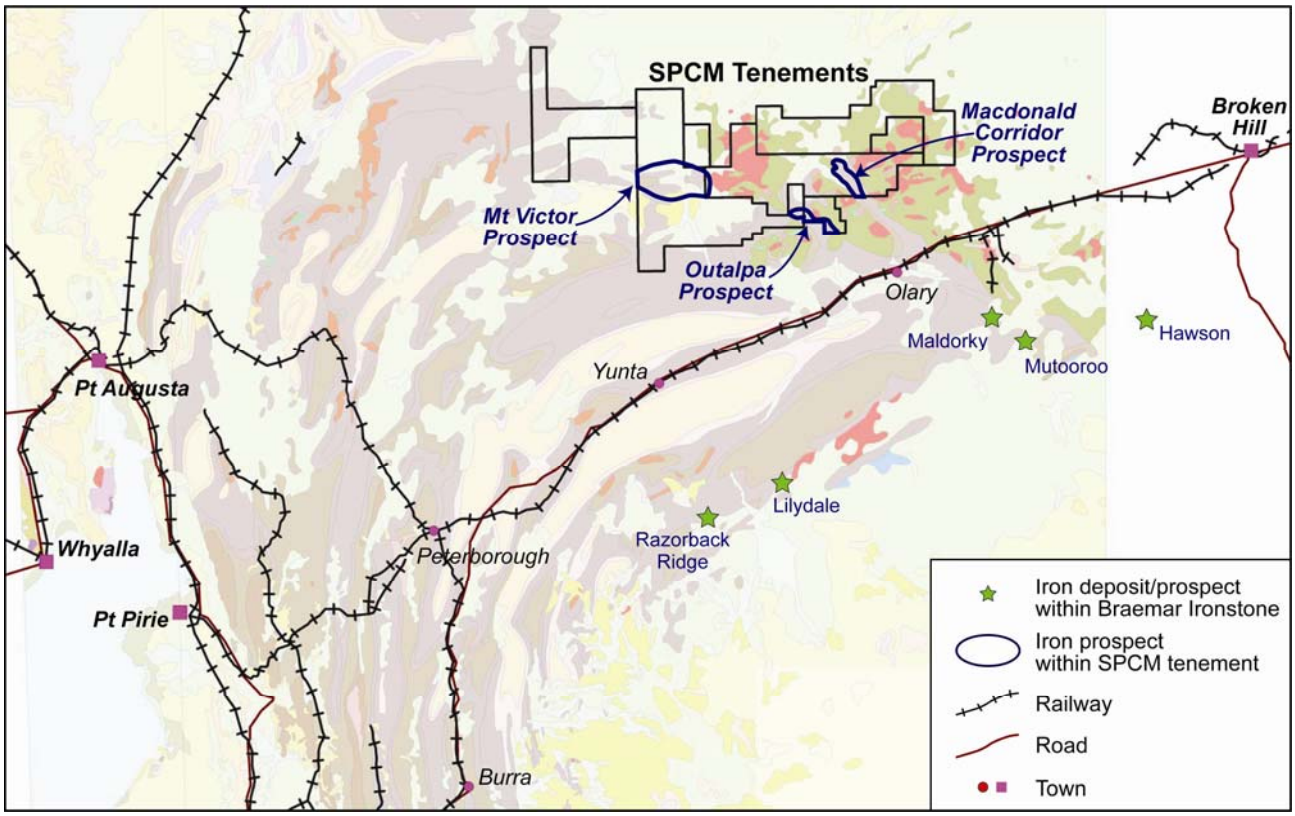
Drilling intersected variably magnetic well bedded/laminated fine to very fine-grained silty sandstone and siltstone. A total of 256 five metre composite samples were submitted for multi-element analysis and subsequently a total of 183 samples were then submitted for DTR (Davis Tube Recovery) analysis. Magnetite intersections are summarised in the following table.

Hole_Number	Location (GDA94_54)	From(m)	To(m)	Length(m)	Fe %
RC11BIM001	424844mE, 6452027mN	29	124	95	17.1
RC11BIM002	424964mE, 6452016mN	23	82(EOH)	59	20.9
RC11BIM003	425069mE, 6452016mN	50	118(EOH)	68	17.4
RC11BIM004	425199mE, 6452049mN	15	55	40	14.7
RC11BIM005	425284mE, 6452107mN	103	105(EOH)	2	20.2
RC12BIM001	421112mE, 6457632mN	48	68	20	22.9
RC12BIM002	421070mE, 6457530mN	20	90	70	22. 6
		165	180	15	19.7
		190	199(EOH)	9	18.2
RC12BIM003	421032mE, 6457438mN	20	199(EOH)	179	21.0
RC12BIM004	420990mE, 6457350mN	26	211	185	19.0
RC12BIM005	420945mE, 6457258mN	32	157	125	21.7

Note: All holes were angled at 60^0, All metreages quoted are down-hole depths

Preliminary DTR results from 5 samples submitted to determine initial optimum recovery parameters produced a DTR sample concentrate with low impurities (SiO2 < 5%), relatively high mass recovery (average 20%, min 15.72%, max 26.9%) and high Fe content (average 68%, min 66.1% Fe, max 69.9%Fe). DTR results are awaited for a further 183 samples.

Initial results for the drilling program at the Macdonald Corridor Prospect confirm the potential for a very large magnetite iron ore resource which could be beneficiated to a high grade blast furnace feed product.



Location Plan: Regional Braemar Ironstone magnetite prospects (green stars) and prospective Braemar Ironstone prospect regions in relation to Sinosteel PepinNini Joint Venture tenements (black polygons

Regional Drilling Project

Six RC percussion drillholes, for a total of 912m, were completed to follow up on previously intersected anomalous aircore results at the T3, T8 and Dayanna Prospects

At the T3 Project a single inclined RC percussion drillhole was completed to a depth of 145m to test beneath an iron (Fe) rich unit (11m@ 44.19%Fe) intersected in a previously reported aircore drillhole (AC10KAL028). The hole (RC12T3A001) drilled at a 60^0 angle was located at 433854mE, 6477180mN and intersected 31m @ 36.4%Fe from 5m depth (downhole) within highly weathered basement lithologies. Both iron rich intersections occur as goethite/limonite.

At the Dayanna Project two inclined RC percussion holes (RC12DAY001 and RC12DAY002) were completed for a total of 248m. The holes were designed to further test highly anomalous Zn values intersected in previously reported aircore drilling (AC11KAL032: 25m @ 0.51% Zn; AC11KAL041: 13m @ 0.21%Zn; AC11KAL051: 11m @ 0.52%Zn; AC11KAL094: 24m @ 0.24%Zn). Significant results from the two RC percussion holes are tabulated below.

Hole_Number	Location (GDA94_54)	From(m)	To(m)	Length(m)	Zn%
RC12DAY001	418691mE, 6471189mN	81	90	9	0.64
RC12 DAY002	419710mE, 6470975mN	3	16	13	0.31
		24	36	12	0.19

Note: All holes were angled at 60^0, All metreages quoted are down-hole depths

At the T8 Project three inclined RC percussion drillholes for a total of 519m were completed to test anomalous units defined by previous aircore drilling (AC11KAL203: 24m @ 0.158%Cu). Significant results are tabulated below.

Hole_Number	Location (GDA94_54)	From(m)	To(m)	Length(m)	Cu %
RC12T8A002	451009mE, 6475626mN	101	121	20	0.17
RC12T8A003	450939mE, 6475763mN	83	90	7	0.89
incl		83	87	4	1.36
		97	109	12	0.15
		121	127	6	0.18
		132	150	18	0.33

Note: All holes were angled at 60^0, All metreages quoted are down-hole depths

Anomalous cobalt (max. 723ppm), arsenic (max. 9170ppm) and molybdenum (max. 231ppm) was also intersected in drilling of the prospect area.

NORTH QUEENSLAND

PepinNini is currently reviewing all available data to identify priority targets for follow-up exploration in 2012. The North Queensland Project comprises 14 tenements covering approximately 1,086 km^2 prospective for high grade gold and silver, copper, base metals, uranium, phosphate and potash.

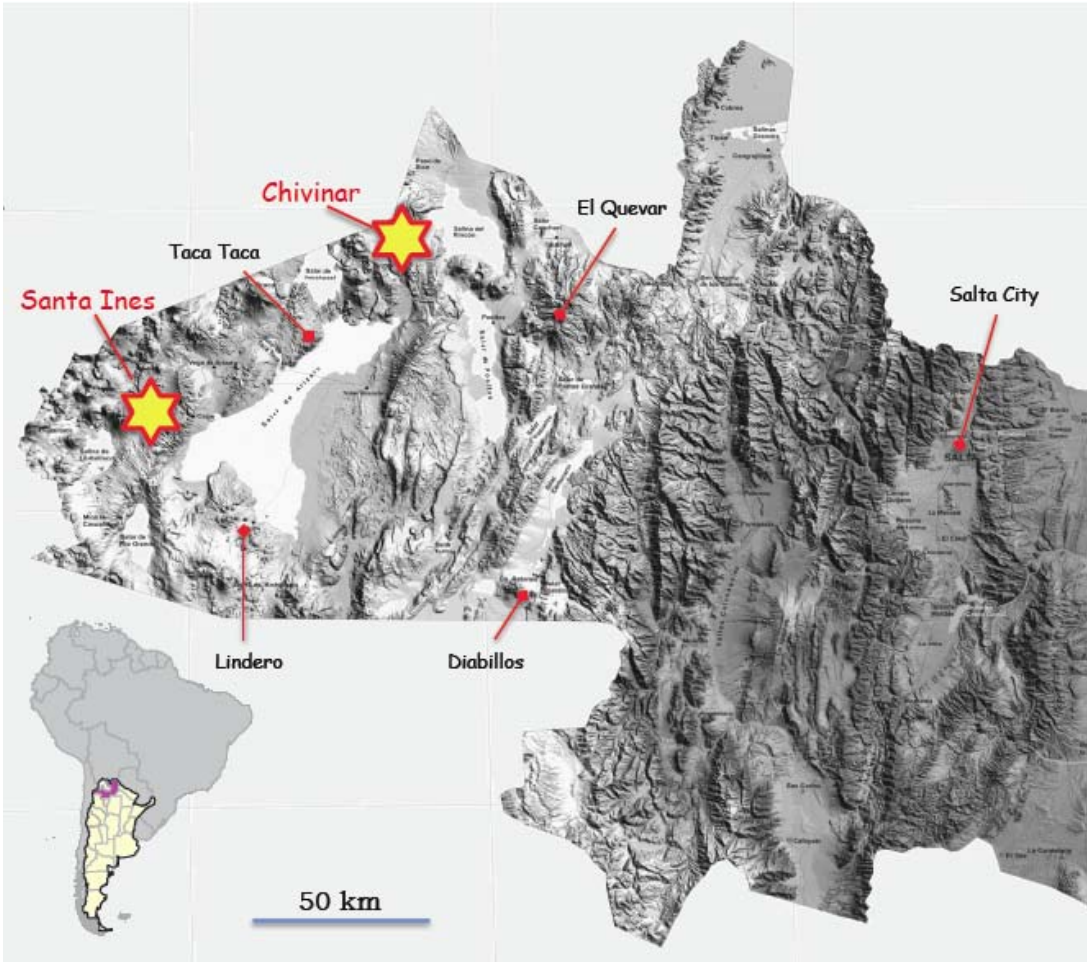
ARGENTINA

Salta Project

PepinNini have three granted cateos, two granted minas and applications for a cateo and a mina covering approximately 300 sq kms in the Argentine province of Salta. The Salta Project comprises two separate areas designated as Santa Ines and Chivinar.

Salta Province is recognised as one of the most mining friendly provinces in Argentina and is a province where mining rights are well regulated. The geology is prospective for copper-gold

porphyries, precious and base-metal epithermal systems and breccia-complexes associated with the Andean volcanic belt. Several significant copper-gold porphyry and epithermal silver deposits are currently being progressed by other companies to development in the area.



Location Map (digital terrain) showing PepinNini Project Areas and significant recent discoveries

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: (08) 8218 5000

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 01/07/96 Origin Appendix 8 Amended 01/07/97, 01/07/98, 30/09/01, 01/06/10, 17/12/10

Name of entity

PepinNini Minerals Limited

ABN

55 101 714 989

Quarter ended ("current quarter")

March 2012

Consolidated statement of cash flows

		Current quarter $A'000	Year to date (9 months) $A'000
Cash flows related to operating activities			
1.1	Receipts from product sales and related debtors	**54**	381
1.2	Payments for (a) exploration & evaluation	**(758)**	(2,039)
	(b) development		
	(c) production		
	(d) administration	**(185)**	(874)
1.3	Dividends received		
1.4	Interest and other items of a similar nature received	**34**	163
1.5	Interest and other costs of finance paid		
1.6	Income taxes paid		
1.7	Other (provide details if material)	**10**	76
	Net Operating Cash Flows	**(845)**	(2,293)
	Cash flows related to investing activities		
1.8	Payment for purchases of: (a) prospects		
	(b) equity investments		
	(c) other fixed assets		
1.9	Proceeds from sale of:		
	(a) prospects		
	(b) equity investments		
	(c) other fixed assets		
1.10	Loans to other entities		
1.11	Loans repaid by other entities		
1.12	Other (provide details if material)		
	Net investing cash flows		
1.13	Total operating and investing cash flows (carried forward)	**(845)**	(2,293)

+ See chapter 19 for defined terms.

1.13	Total operating and investing cash flows (brought forward)	**(845)**	(2,293)
	Cash flows related to financing activities		
1.14	Proceeds from issues of shares, options, etc.		
1.15	Proceeds from sale of forfeited shares		
1.16	Proceeds from borrowings		
1.17	Repayment of borrowings		
1.18	Dividends paid		
1.19	Other (provide details if material)		
	Net financing cash flows		
	Net increase (decrease) in cash held	**(845)**	(2,293)
1.20	Cash at beginning of quarter/year to date	**3,166**	4,614
1.21	Exchange rate adjustments to item 1.20		
1.22	**Cash at end of quarter**	**2,321**	2,321

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	**115**
1.24	Aggregate amount of loans to the parties included in item 1.10	

1.25 Explanation necessary for an understanding of the transactions

1. Managing Director, Administration Director and non-executive directors' Remuneration……..$105,958
2. Managing Director, Administration Director and non-executive directors' Superannuation……. $9,039

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	
4.3	Production	
4.4	Administration	150
	Total	**750**

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	**821**	666
5.2	Deposits at call	**1,500**	2,500
5.3	Bank overdraft		
5.4	Other (provide details)		
	Total: cash at end of quarter (item 1.22)	**2,321**	3,166

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	20440 Salta, Argentina EPM 15547,QLD EPM 15469,QLD	Expired Exploration Tenement 100% Expired Exploration Tenement 100% Expired Exploration Tenement 100%	1,098ha 5 sub-blocks 4 Sub-blocks	0 0 0
6.2	Interests in mining tenements acquired or increased	21497 Salta, Argentina	Granted Mining Lease 100%	0	3,949

+ 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 +securities** *(description)*				
7.2	Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs, redemptions				
7.3	**+Ordinary securities**	**89,702,499**	**89,702,499**	**N/A**	**N/A**
7.4	Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs				
7.5	**+Convertible debt securities** (*description)*				
7.6	Changes during quarter (a) Increases through issues (b) Decreases through securities matured, converted				
7.7	**Options** *(description and conversion factor)*			*Exercise price*	*Expiry date*
7.8	Issued during quarter				
7.9	Exercised during quarter				
7.10	Expired during quarter				
7.11	**Debentures** *(totals only)*				
7.12	**Unsecured notes** *(totals only)*				

+ 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.

2 This statement does give a true and fair view of the matters disclosed.

Sign here: ..... Date: ...Monday, 30th April 2012..
(Director/Company secretary)

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 6: Exploration for and Evaluation of Mineral Resources* and *AASB 107: Statement of Cash Flows* apply to this report.

== == == == ==

+ See chapter 19 for defined terms.