



ASX ANNOUNCEMENT

25th June 2013

Entitlements Issue – Shareholder Letter

A letter to the shareholders of PepinNini Minerals Limited in relation to the pro-rata non-renounceable entitlement issue of options announced 24th June 2013 is attached. This letter will be mailed to all eligible shareholders of PepinNini Minerals Ltd today.

For further information please contact:

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Dear Shareholder

PEPINNINI MINERALS LIMITED - PRO-RATA NON-RENOUNCEABLE OFFER OF OPTIONS

As announced on 24 June 2013 PepinNini Minerals Limited (ACN (101 714 989)) (**PNN**) is undertaking a two for three pro rata non-renounceable offer of 76,785,329 options (**New Options**) to raise approximately \$767,853 (before costs) (**Rights Issue** or **Offer**). The price of the New Options under the Offer is \$0.01 each (**Issue Price**). Each New Option is able to be exercised at a price of \$0.05 (**Exercise Price**) up to 30 June 2015 to raise approximately \$3,839,266 (before costs). The Company lodged a prospectus for the Offer (**Prospectus**) with ASIC and ASX on 24th June 2013.

The Proceeds of the Offer are planned to be used in accordance with the table set out below:

Item	Proceeds of the Offer
1	Drill testing and vacuum sampling of nickel copper sulphide targets from recently completed geophysical ground EM survey in the Musgrave Province, South Australia
2	Ground geophysical surveys and drill testing of copper/gold targets at the Santa Ines and Chivinar Projects, Salta Province Argentina
3	Drilling DSO Iron Ore targets delineated by field sampling and Braemar Magnetite Iron Ore Formation outcrop delineated by magnetic geophysical survey in the company's Curnamona Joint Venture in South Australia
4	General working capital
5	Expenses of the Offer

The Offer is being made to all shareholders of the Company (**Shareholders**) named on its register of members at 7:00pm (AEST) on 2nd July 2013. No action has been taken to register or qualify the Shares or the Offer, or to otherwise permit a public offering of the New Options in any jurisdiction outside Australia and New Zealand.

It is the responsibility of Shareholders outside Australia and New Zealand to whom offers under the Offer are made to obtain all necessary approvals for the issue of New Options under this Offer. Return of a duly completed Entitlement and Acceptance Form will be taken by the Company to constitute a representation that the taking up of the Offer does not breach regulations in the relevant overseas jurisdiction.

Entitlements cannot be traded on ASX or any other securities exchange or privately transferred.

New Options when exercised will rank equally with all fully paid ordinary shares in the capital of the Company (**Shares**) already on issue.

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Following completion of the Offer and assuming maximum subscription, the Company will have issued approximately 76,785,329 New Options which if exercised will result in total Shares on issue of approximately 191,963,322. A copy of the Prospectus is available on ASX's and PNN's website. Eligible Shareholders will be mailed a Prospectus together with an Entitlement and Acceptance Form no later than 8th July 2013. Your entitlement will be set out on the personalised Entitlement and Acceptance Form accompanying the Prospectus. The Prospectus will contain detailed instructions regarding the actions available and required of Eligible Shareholders.

For the purposes of calculating each Eligible Shareholder's entitlement, fractions of entitlements have been rounded up to the nearest whole number of New Options.

In the event that there is a shortfall in acceptances Eligible Shareholders may subscribe for additional New Options.

Key dates for the Offer

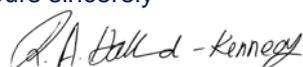
Event	Proposed Date
Prospectus and Appendix 3B lodged with ASX and ASIC	24 June 2013
Notice of Offer sent to security holders	25 June 2013
Shares quoted on an 'ex' basis	26 June 2013
Record date	7:00pm(AEST)2 July 2013
Despatch of Rights Issue Documents to Eligible Shareholders Offer Period Opens	8 July 2013
Offer Period Closes	5.00pm (AEST) on 22 July 2013
Shares quoted on a deferred settlement basis	23 July 2013
Notification of under-subscriptions to ASX (if any)	25 July 2013
New Options entered into Shareholders' security holdings – Allotment date Deferred settlement trading ends	30 July 2013
Trading of New Options on ASX commences	31 July 2013
New Options expiry date	30 Jun 2015

This timetable is indicative only and subject to change. Subject to the ASX Listing Rules, the Directors reserve the right to vary these dates, including the Closing Date, without prior notice. Any extension of the closing date will have a consequential effect on the Allotment date for New Shares.

All directors of the Company will participate in the Rights Issue.

If you have any queries concerning the Rights Issue, or the action you are required to take to subscribe for New Options, please contact your financial adviser or myself, on +61 8 8218 5000. Any queries in regard to your entitlement should be directed to Australian Shareholder Centre on 1800 18 80 82 (within Australia) or www.australianshareholdercentre.com (outside Australia).

Yours sincerely



Rebecca Holland-Kennedy
MANAGING DIRECTOR