



PROJECTS- AUSTRALIA



ABOUT

PepinNini Minerals Limited is a diversified ASX listed Exploration Company focused on developing and discovering major new mineral deposits. The Company has secured strategically located exploration tenements in the Musgrave Province of South and Western Australia, and the Georgetown Inlier of North Queensland.. A portfolio of prospective exploration tenements has recently been established in Argentina.

DIRECTORS

Rebecca Holland-Kennedy
Managing Director
Philip Clifford
Technical Director
Robert WeiSun
Non-Executive Director
Sarah Clifton-Brown
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Justin Nelson
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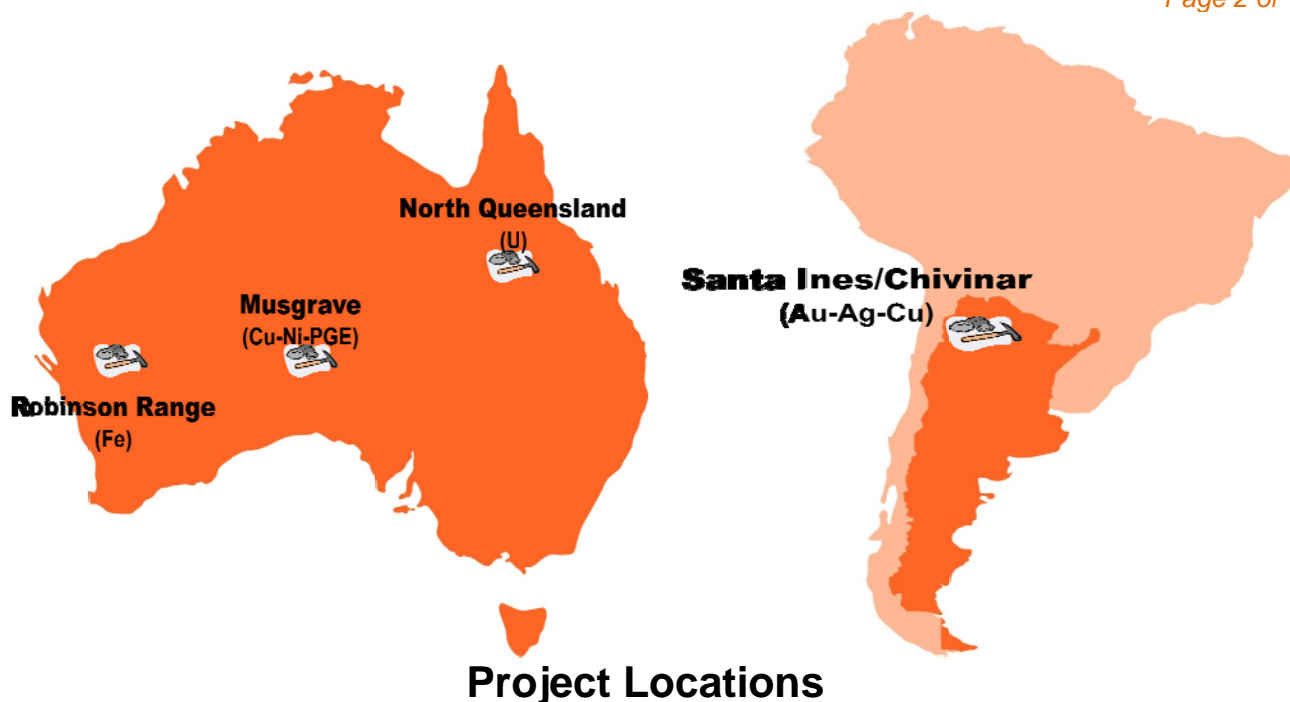
FURTHER INFORMATION

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QUARTERLY ACTIVITIES AND CASH FLOW REPORT SEPTEMBER 2015

- ◆ **Caroline Project (Central Musgrave)** - The PNN/CSIRO/SA DSD airborne electromagnetic survey collaboration is advancing with Request for Quotation documentation having been submitted to potential contractors by the project manager CSIRO
- ◆ **Spinifex Range Project (West Musgrave)** - Vacuum soil geochemical drill sampling returned anomalous copper-nickel and PGE assay results from the PGE Recon and Canaan East Prospect areas. Planning for follow-up diamond drill testing is progressing
- ◆ **Iron Ore JV Termination** - PepinNini has elected to withdraw from the Robinson Range and Jackson Iron Ore Joint Ventures in WA. A Gross Iron Ore Royalty has been retained.
- ◆ At the end of the quarter the Company held \$695k in cash



Musgrave Province Projects

Caroline Project (South Australia)

PNN's Musgrave Project comprises 2 exploration licences and 4 exploration licence applications (100% PNN) covering 6,843 km², and three Joint Venture tenements with Rio Tinto Exploration covering 1,378 km² (PNN earning 51%) (see Figure 1).

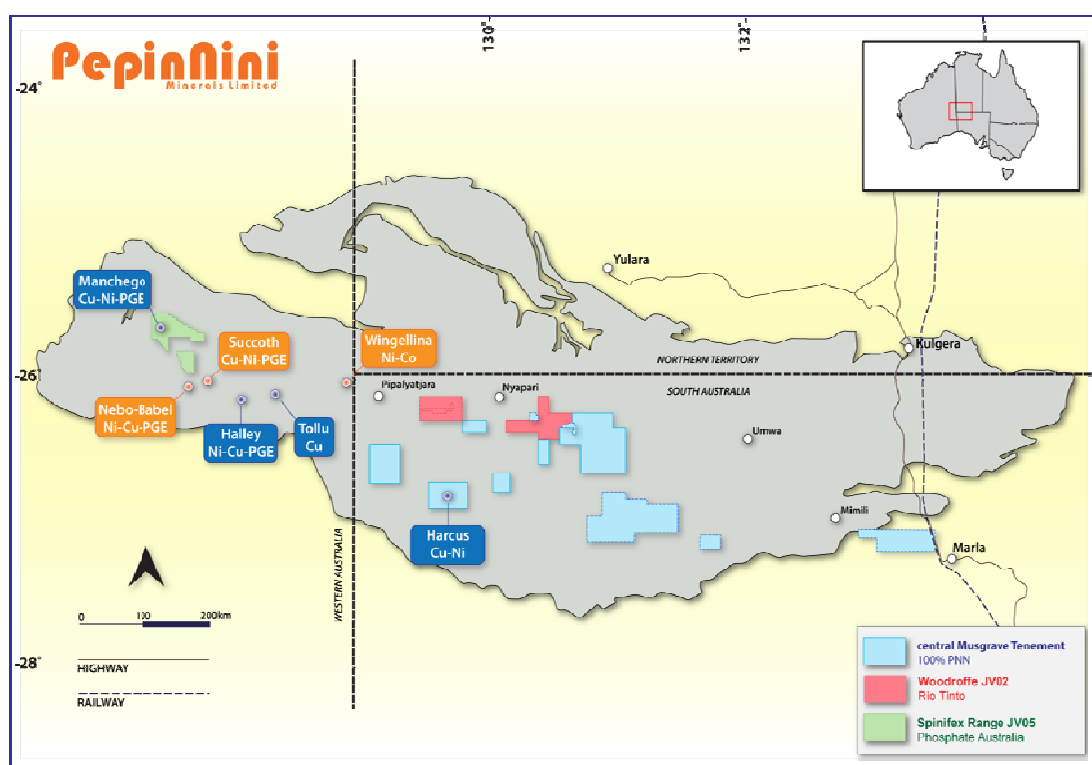


Figure 1 :PNN's Musgrave Project locations, South Australia and Western Australia



The research and development (R&D) collaboration with the Minerals Down Under (MDU) division of the Commonwealth Scientific & Industry Research Organisation (CSIRO), Geoscience Australia (GA) and the South Australian Department of State Development (SA DSD) administrative delays were resolved during the quarter and it is understood that the project is set to regain momentum. The collaboration will involve the collection and interpretation of airborne electromagnetic datasets across the central Musgrave Region. MDU, as managers of the collaboration, have reported that a request for quotation document has been prepared and supplied to potential airborne survey contractors with tenders due for return by the 30 October 2015. The project aims to conduct regional electromagnetic data acquisition with the opportunity for PepinNini to undertake detailed infill surveying in a staged approach to assist targeting of nickel-copper sulphide mineralisation across prospect areas within the Company's 100% owned Caroline and Anerinna Hills Project Areas (figure 2). No detailed high density surveys of this type have been carried out over the areas to be surveyed for PNN.

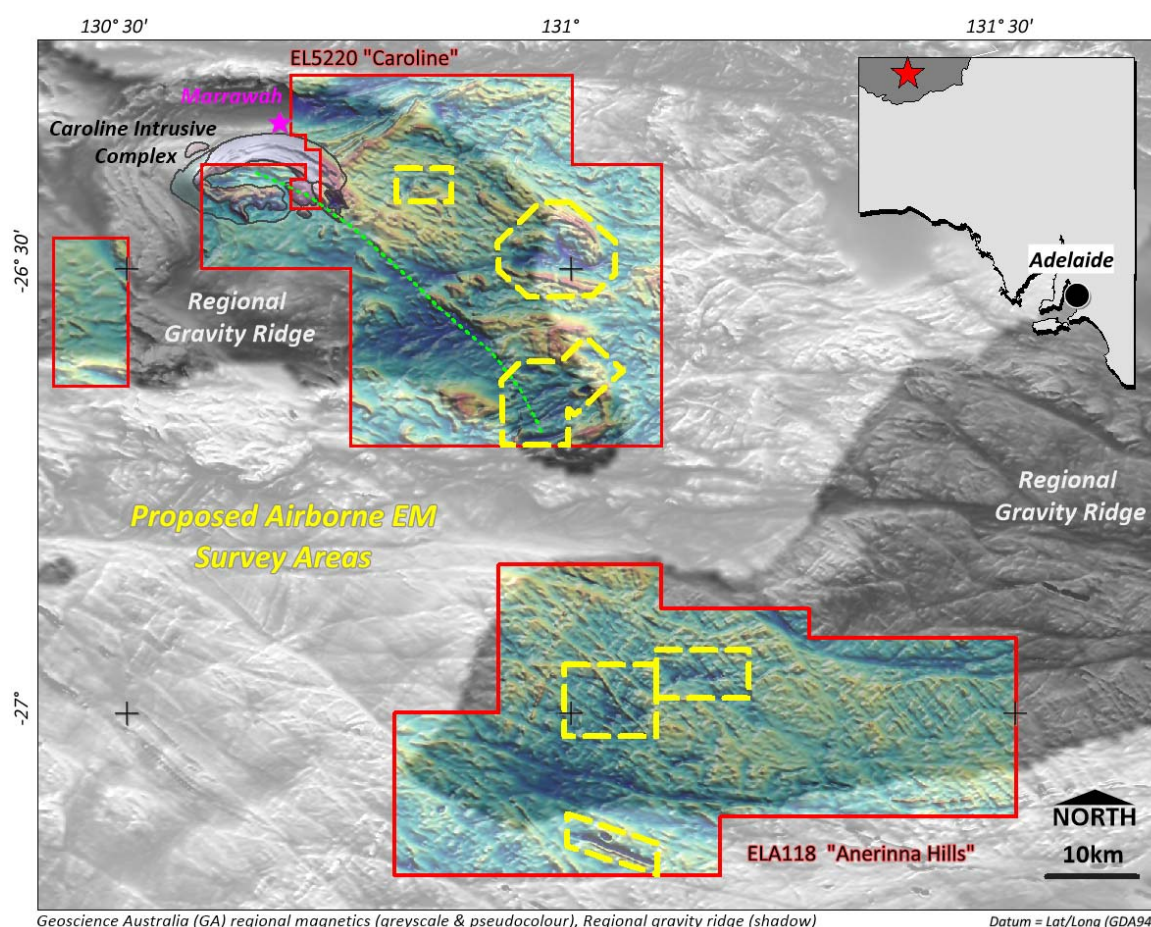


Figure 2 : Proposed Infill Airborne Electromagnetic Survey Areas - Caroline and Anerinna Hills Projects, central Musgrave Region South Australia



Woodroffe Joint Venture (South Australia)

The Woodroffe Joint Venture Project consists of a single granted exploration licence EL5185 and two exploration licence applications ELA278/82 and ELA491/94, which collectively cover 1,379km². Pepinini's earning a 51% interest in the project under a farm-in and joint venture agreement with Rio Tinto Exploration Pty Limited.

The granted licence (EL5185) covers the northern and western portions of the Caroline Intrusive complex and the eastern margins of the Hanging Knoll mafic intrusion. The company has extensively explored the Caroline Intrusion with airborne geophysics, ground geophysics, surface geochemical sampling, vacuum regolith drilling and diamond core drilling (Figure 3). At the Marrawah Prospect, on the northern margin of the Caroline Intrusion, massive sulphide accumulations containing abundant pyrrhotite (iron sulphide) with accessory pyrite (iron sulphide) and chalcopyrite (copper sulphide) were discovered during FY14, in association with intrusive mafic lithologies including pyroxenite and gabbro. The discovery of the sulphide accumulations at Marrawah reinforce the reliability of innovative high-moment airborne electromagnetic surveying techniques as a valuable exploration targeting tool in this region.

The two exploration licence applications ELA 278/82 and ELA 491/94 within the joint venture project are located within what are considered to be favourable geological locations prospective for nickel-copper-sulphide mineralisation. The company is seeking to advance the access status of the application areas but while some Traditional Owners have conveyed their desire to permit exploration, the governance process and operational workings of the Anangu Pitjantjatjara Yankunytjatjara organisation in the past 12 months have prevented meaningful progress on access and ELA granting. The farm-in and joint venture agreement will expire in December 2015 without Pepinini earning an interest due these delays in granting the ELAs. During the quarter negotiations to extend the agreement have taken place.

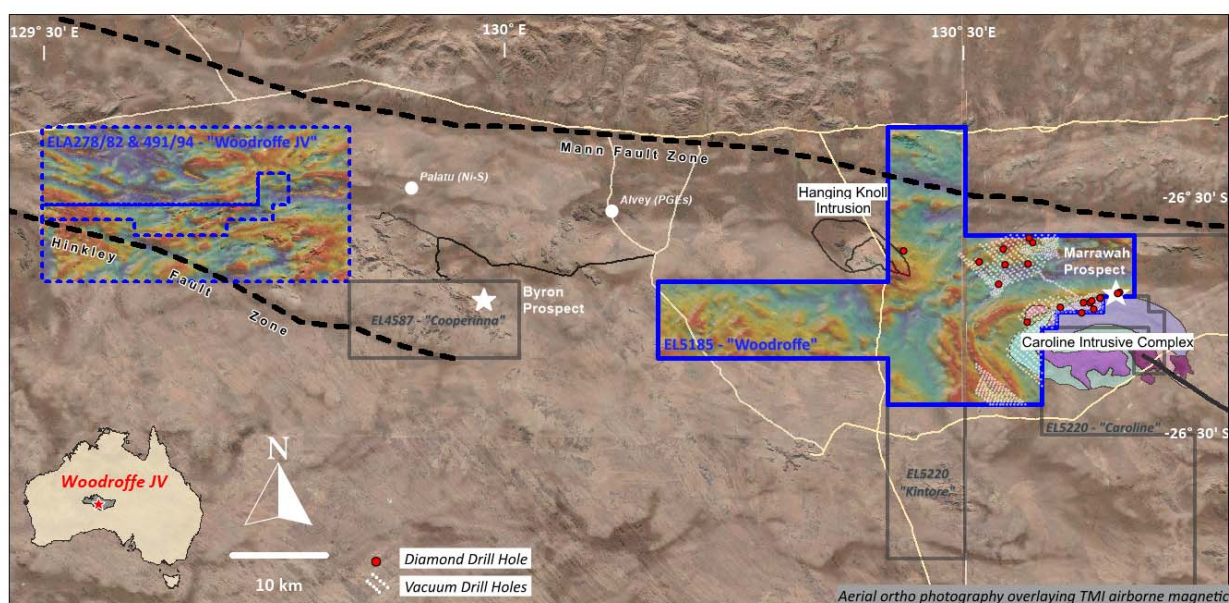


Figure 3 - Woodroffe Joint Venture Project Tenement



Spinifex Range Project (Western Australia)

Exploration activities continued during the quarter testing potential nickel-copper sulphide (Ni-CuS) and PGE mineralisation at the Spinifex Range Project in the West Musgrave Province, Western Australia. The Project is under an option agreement with Phosphate Australia Ltd (ASX:POZ) which secures a two year period for the Company to investigate and potentially acquire an 80% share of exploration licenses E69/2864 and E69/3191 which cover an area totalling 785.7km² (Figure 4). POZ currently hold 100% of the tenements. Should PNN choose to complete the purchase an 80:20 joint venture would be established between PNN and POZ to develop the project.

The tenements are strategically located within geological formations that have an established endowment of Ni-Cu-PGE mineralisation, the most significant of these being the Nebo-Babel nickel-copper deposit (31Mt @ 0.7% Ni and 0.6% Cu - as announced by CZI on 21/2/15) located 14km to the south of tenement E69/3191.

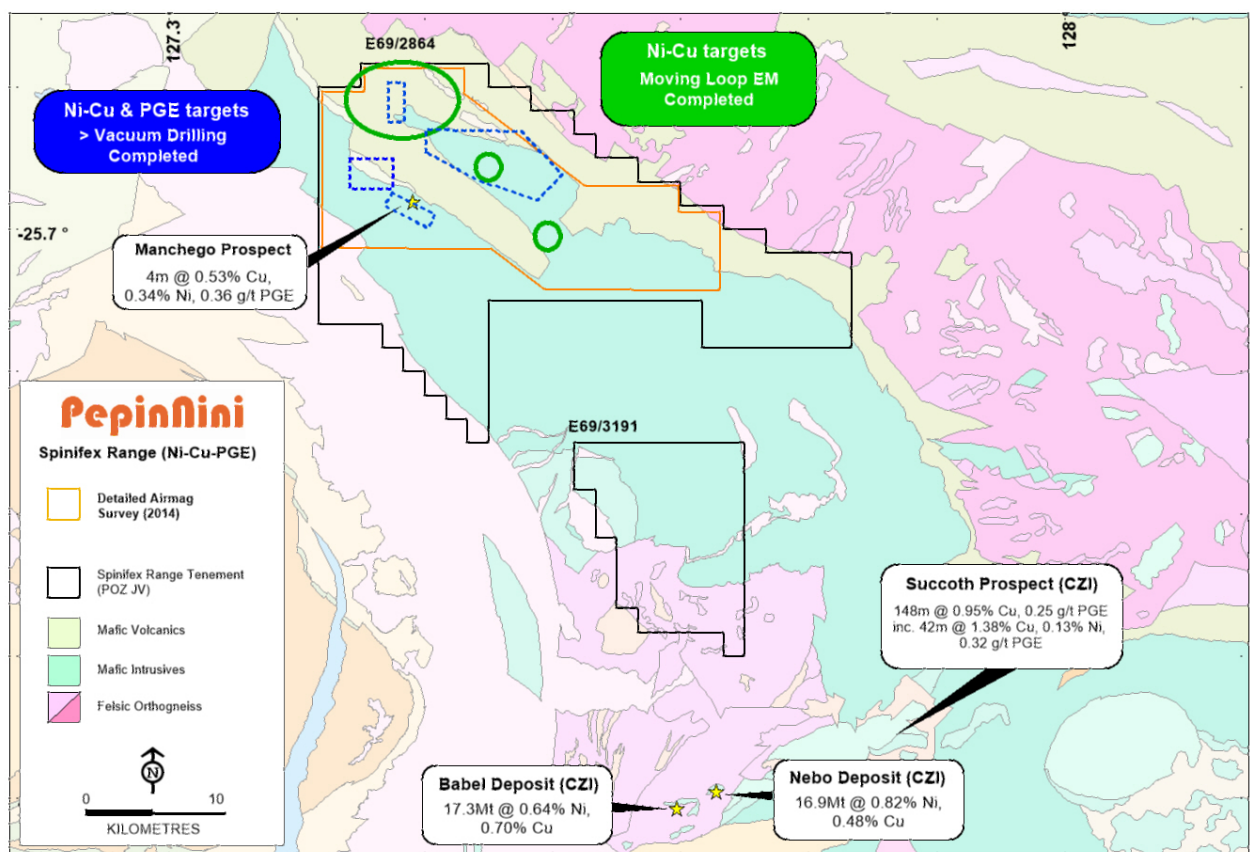


Figure 4 : Schematic regional geology of Spinifex Range Project (E69/2864)

The investigation of targets at the Spinifex Range Project (E69/2864) using sub-surface soil geochemical vacuum drilling across potential Ni-Cu-PGE targets across the northern part of the E69/2864 is now complete (as announced on 18 September 2015). The activities were undertaken to examine geochemical distributions within soils across a number of prospect areas where interpretation of the 2014 detailed airborne magnetic and proximal historic exploration results suggested the untested potential for nickel - copper sulphide or PGE mineralisation within the north west extension of the Jameson Intrusion. A total of six hundred and twenty two (622) vertical holes were completed using the company's vacuum drill rig to an average depth of 5.1m for a combined total of 3,170m.



Soil cuttings collected from bottom of hole (BOH) were submitted for multi-element geochemical analyses. Five of the prospect areas covered (Canaan Ni-Cu Trend, Canaan East, Sword Blade, West Lirra Rd and PGE Reconn Area - see Figure 5) returned anomalous geochemical results with maximum values as follows;

- **Canaan East Prospect:** Maximum results include 685ppm Ni, 1020ppm Cu, 241 ppb (Pt+Pd+Au)
- **Sword blade Prospect:** Maximum results include 599ppm Ni, 721ppm Cu, 54 ppb (Pt+Pd+Au)
- **Canaan Cu-Ni Trend :** Maximum results include 531ppm Ni, 721ppm Cu, 143 ppb (Pt+Pd+Au)
- **West Lirra Rd Prospect :** Maximum results include 284ppm Ni, 561ppm Cu, 163 ppb (Pt+Pd+Au)
- **PGE Reconn Prospect:** Maximum results include 1,140ppm Ni, 3,040ppm Cu, 294 ppb (Pt+Pd+Au)

(Refer to Table 1 of PNN:ASX announcement dated 18 September 2015 for complete table of anomalous results)

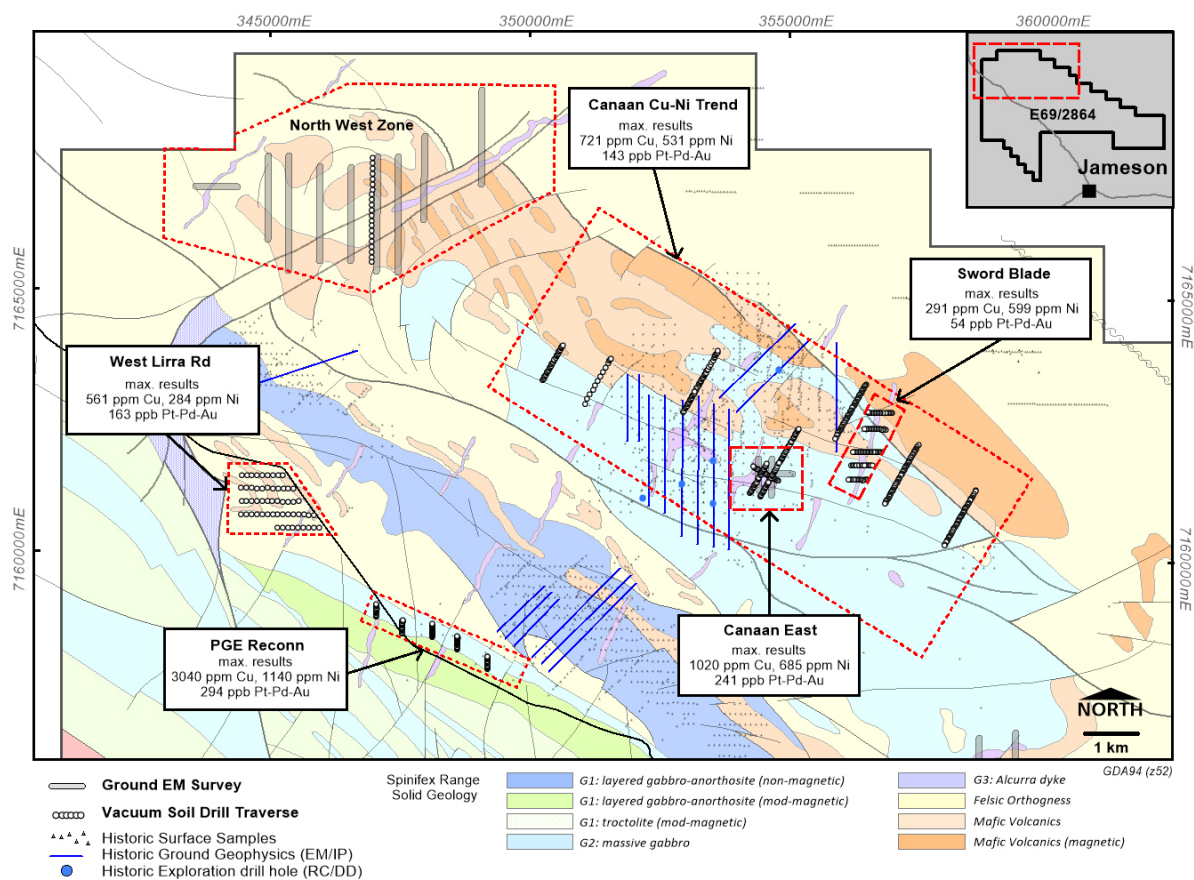


Figure 5: Location of vacuum regolith soil drilling areas within E69/2864 "Spinifex Range".

The most encouraging Ni-Cu and PGE results were returned from the PGE Reconn Prospect where five traverses of close spaced holes were completed along a 2.5 kilometre section of airborne magnetic ridge interpreted to represent enriched basal PGE-magnetite mineralisation within the bedrock sequence (Figure 6). The variable results up to 140ppb Platinum(Pt), 151ppb Palladium(Pd), 107ppb Gold(Au), 0.11% Ni and 0.3% Cu confirm the potential of the interpreted geological setting of this feature.

Diamond drilling to test the mineralised units within fresh bedrock is currently being planned. Heritage clearance surveys have been conducted and access has been approved by the Traditional Owners. Statutory environmental and Program of Work applications have also been submitted with approval yet to be granted.

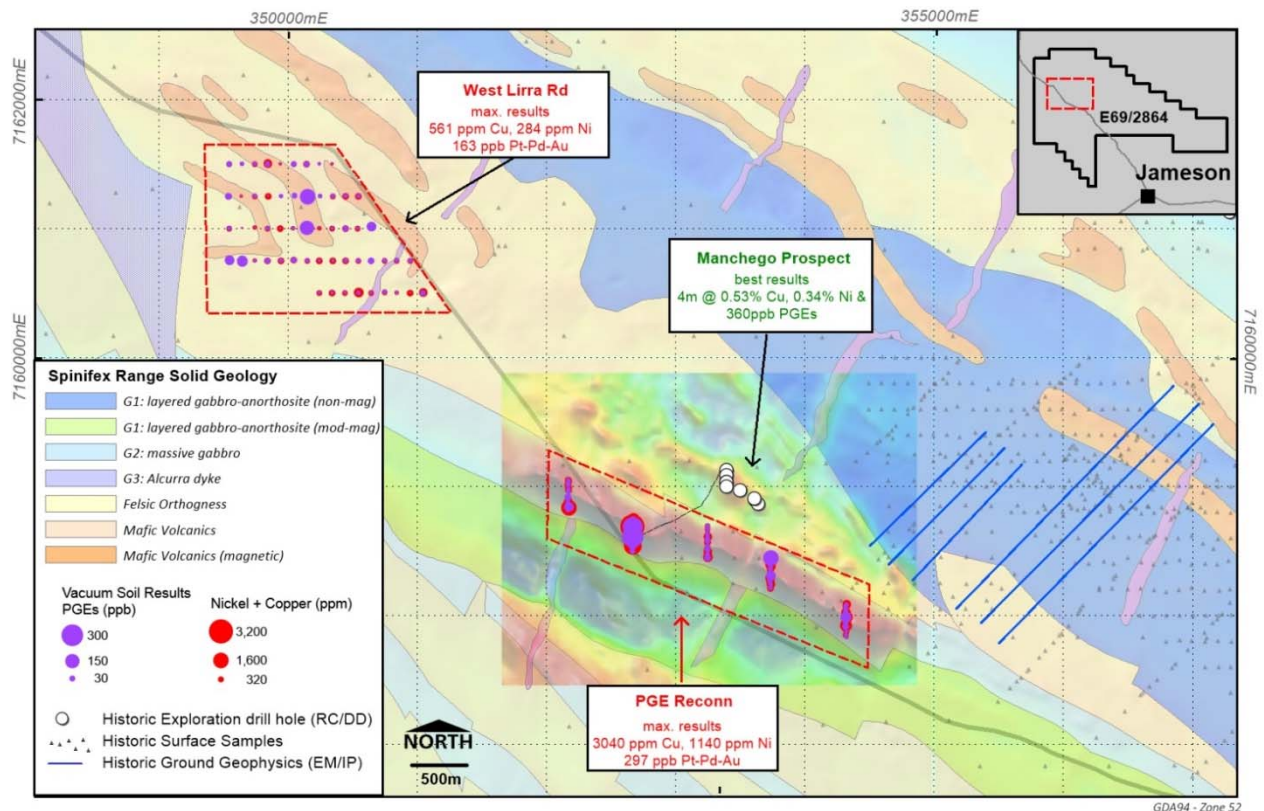


Figure 6: Vacuum regolith soil drilling - West Lirra Rd - PGE Recon Prospects

The "Canaan East" prospect also returned encouraging soil geochemistry up to 685ppm Ni, 1020ppm Cu, 109 ppb Pt, 101 ppb Pd and 35 ppb Au across a discrete magnetic feature interpreted to represent a small intrusive "feeder" structure (Figure 7). Trace sulphides were observed in some vacuum samples across this target. These variable results from the closely spaced samples suggest that the bedrock sequence does likely contain Ni-Cu, Pt-Pd and Au mineralisation albeit at a small scale. However, the results of earlier ground electromagnetic surveying (EM) undertaken by PepinNini across the prospect, along with results of historic sampling, geophysics (EM and Induced Polarisation (IP)) and drilling by Western Mining Corporation(WMC) across the adjoining stratigraphy between 1998 - 2004 do not support a strong potential for significant massive or disseminated magmatic sulphide system in the prospect area. Evaluation of the data is continuing.

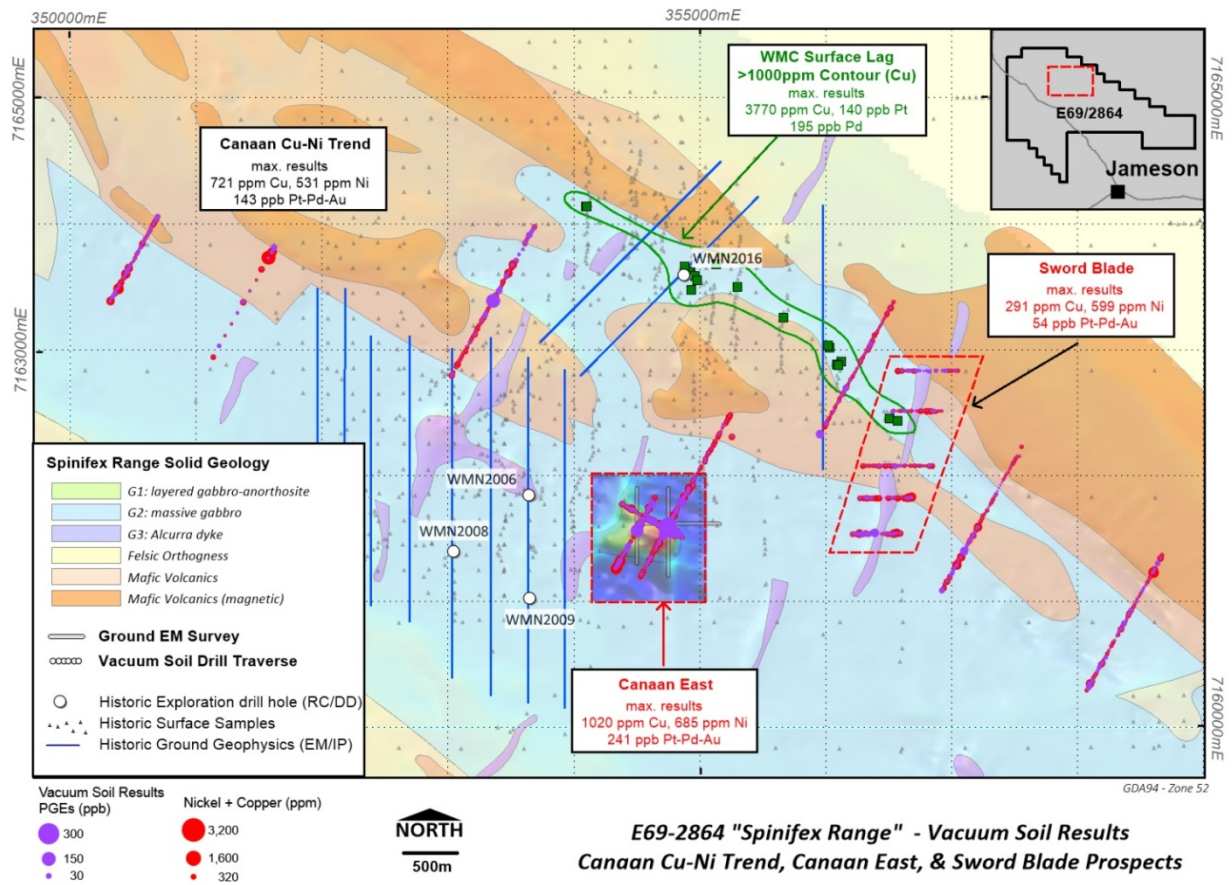


Figure 7: Vacuum regolith soil drilling - Canaan Cu-Ni Trend, Canaan East & Sword Blade Prospects



Argentina Salta Projects

Pepinini (PNN) has nine granted mining leases (mina) and four applications for mining leases (mina) covering approximately 294 kms² in the Argentine province of Salta. The Salta Projects comprise two separate areas designated as Santa Ines and Chivinar and the Santa Ines Project comprises two granted mining leases and two mining lease applications covering approximately 68 km². The Chivinar Project comprises seven granted mining leases and two mining lease applications and covers 226 kms² (see location Figure 8).

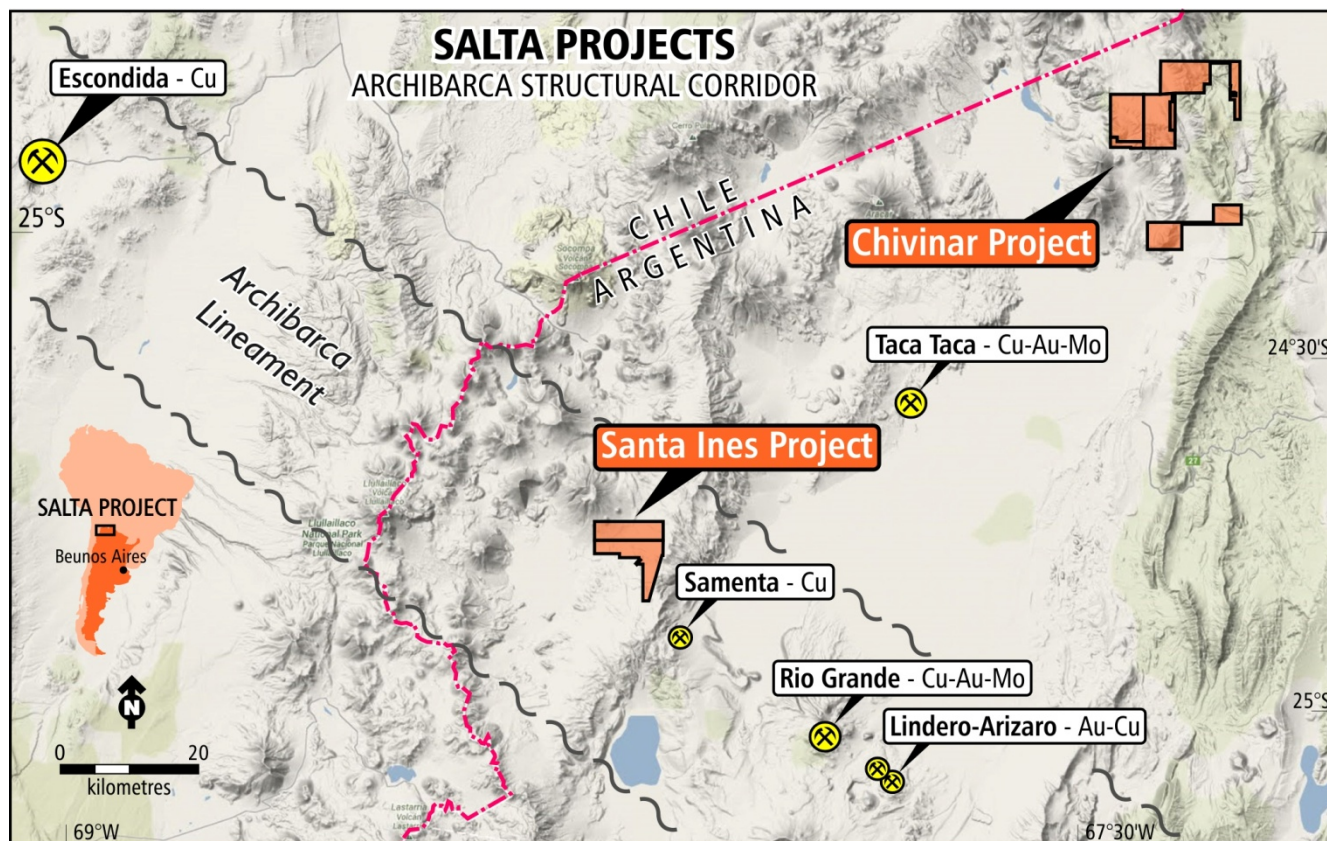


Figure 8: Location of PNN's Santa Ines and Chivinar Projects

No field work was carried out at either of the project areas during the quarter. The Company is continuing to assess available target opportunities for further exploration work within the tenement holdings and is actively seeking new project areas within Argentina.



Robinson Range Iron Ore Project (Western Australia)

PepinNini announced on 14 September 2015 that it had negotiated a withdrawal from the Robinson Range and Jackson Iron Ore joint venture projects located in the Midwest region of Western Australia. The collapse of iron ore prices and the forward projections of the iron ore commodity market in part due to the increased mine supply by major global producers has compelled PepinNini over the past two years to re-assess the value of the Robinson Range Iron Ore Project and has ultimately prompted the decision by Directors to withdraw from the joint ventures after attempts to on-sell the project failed. The company has now negotiated terms of the withdrawal and will retain a Gross Iron Ore Royalty from the project.

Formal documents giving effect to the termination of the joint ventures, the establishment of the retained Gross Iron Ore Royalties and transfer of ownership have been prepared and are awaiting final ratification by all parties involved. A further announcement will be made once all documents have been signed and transfers are complete.



Queensland Uranium and Gold Projects

PNN holds three remaining tenements in North Queensland which are considered prospective for uranium and gold and cover 375km² (Figure 9).

Pepinini intends to participate in a Uranium Leach Research Project being initiated by CSIRO and co-funded by Mineral Institute of Western Australia (MRIWA). Historic drill samples from the Oasis Uranium Deposit situated within EPM18978 (Oasis) are being sourced by Pepinini for contribution to the leach testing research.

Statutory land access approvals have been sought to enable field reconnaissance activities and surface sampling to commence across the Oasis, Clarke River and Keppel Creek exploration permits during the December quarter.

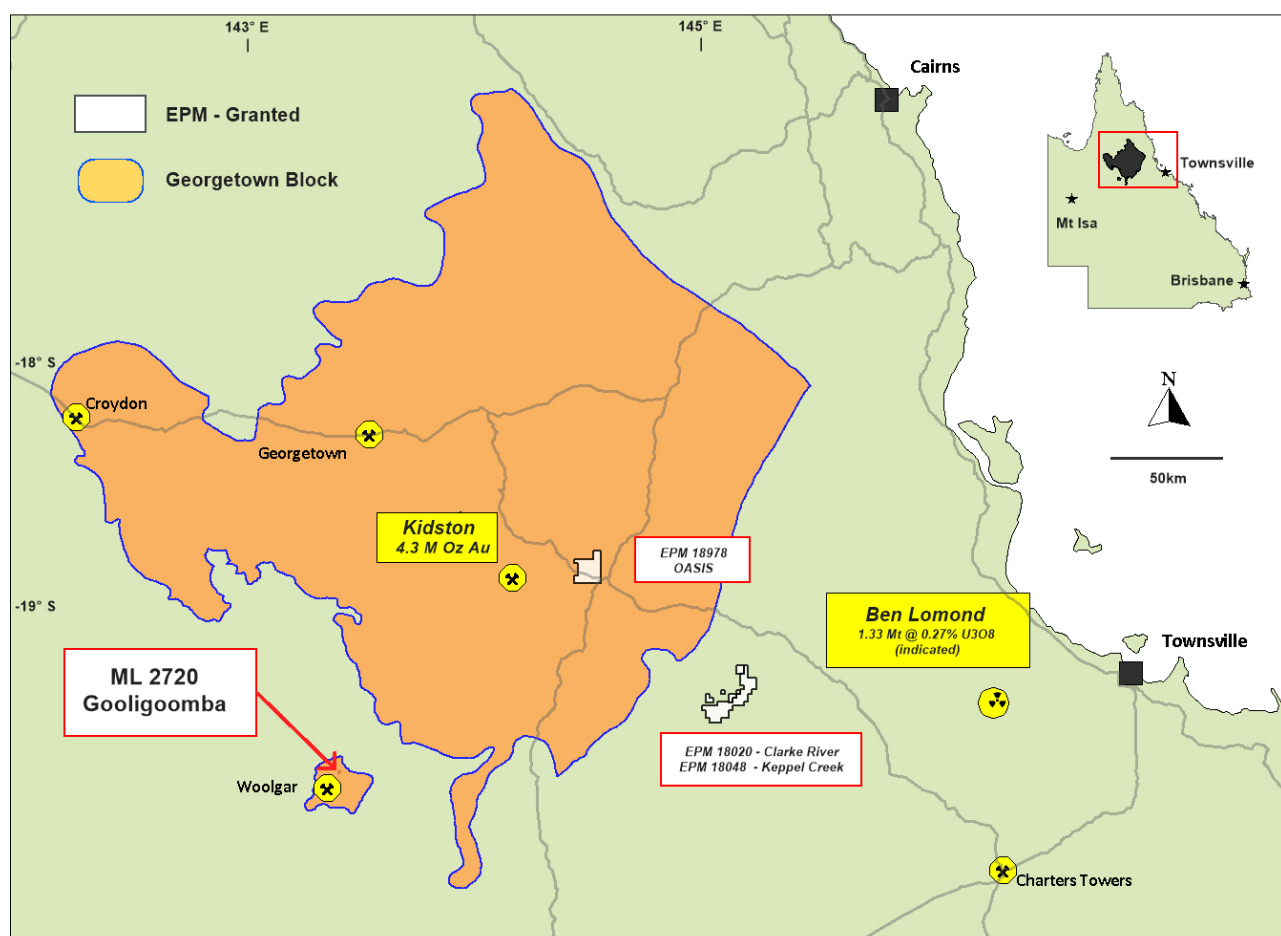


Figure 9 : Queensland Tenement Regional Location Plan



Project Generation

PNN continues to actively seek and assess a variety of gold, precious metal and base metal projects that may present a value adding opportunity to the project portfolio of the company.

TENEMENT SCHEDULE

Australia

Tenement	Tenement Name	Area Km ²	Pepinini Interest	Grant Date
South Australia				
EL 4587	Mt Harcus	1,607	100%	25/10/10
EL 5220	Mt Caroline	1,918	100%	25/2/13
EL 5185	Woodroffe	764	Earning 51%	24/9/12
ELA 278/82	Jalakana	77	Earning 51%	application
ELA 491/94	Aparatjara	537	Earning 51%	application
ELA 118/96	Anerinna Hills	2,415	100%	application
ELA 185/96	Willugudinna	823	100%	application
ELA 367/09	Mt Caroline West	46	100%	application
ELA 368/09	Hanging Knoll	34	100%	application
Queensland				
EPM 18020	Clarke River	187	100%	4/2/13
EPM 18048	Keppel Creek	41	100%	31/3/11
EPM 18979	Oasis	147	100%	17/8/12
Western Australia				
E51/1033		161	40% (withdrawing)	22/9/05
E52/1613		91	40% (withdrawing)	29/3/06
E52/1670		27	40% (withdrawing)	23/11/04
E52/1672		106	40% (withdrawing)	22/9/05
E52/1723		61	50% (withdrawing)	1/12/04
E52/1910		200	50% (withdrawing)	10/8/06
E52/1964		34	Surrendered	1/11/07
E69/2864		619	Earning 80%	7/3/12
E69/3191		167	Earning 80%	13/10/14
Total - 20		10,028		

Argentina

Tenement	Type	Province	Application	Granted	Applied Area Ha	Title Holder
Santa Ines II	Mina	Salta	05-Jul-13	27-Jun-13	3,892	PNN SA 100%
Santa Ines X	Mina	Salta	08-Nov-13	Not yet	379	PNN SA 100%
Santa Ines VII	Mina	Salta	15-Apr-13	28-Nov-13	3,500	PNN SA 100%
Santa Ines XI	Mina	Salta	12-Mar-14	Not yet	525.6	PNN SA 100%
Santa Ines IV	Mina	Salta	25-Jun-12	10-Sep-13	3,598	PNN SA 100%
Santa Ines III	Mina	Salta	15-Mar-12	7-Nov-13	1,055	PNN SA 100%
Santa Ines V	Mina	Salta	25-Jun-12	10-Sep-14	2,643	PNN SA 100%
Santa Ines VI	Mina	Salta	26-Jun-12	21-Nov-13	3,500	PNN SA 100%
Santa Ines IX	Mina	Salta	30-Jul-13	20-Aug-14	3,417	PNN SA 100%
Mina Santa Ines	Mina	Salta	27-Sep-10	20-Sep-11	18	PNN SA 100%
Santa Ines VIII	Mina	Salta	18-Jul-13	28-Aug-14	3,000	PNN SA 100%
Santa Ines XII	Mina	Salta	11-Oct-14	Not yet	511	PNN SA 100%
Santa Ines XIII	Mina	Salta	11-Oct-14	Not yet	3,311	PNN SA 100%
Total 13					29,349.6	



The information in this report that relates to Exploration Results and Mineral Resources is based on information compiled by Phil Clifford BSc MAusIMM. Phil Clifford is the Technical 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 2012 edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves". Phil Clifford 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:

Rebecca Holland-Kennedy

Managing Director, PepinNini Minerals Limited

Phone: (08) 8218 5000

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

Appendix 5B

Mining exploration entity and oil and gas 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, 01/05/2013

Name of entity

PepinNini Minerals Limited

ABN

55 101 714 989

Quarter ended ("current quarter")

Sep 2015

Consolidated statement of cash flows

Cash flows related to operating activities		Current quarter \$A'000	Year to date (3months) \$A'000
1.1	Receipts from product sales and related debtors	23	23
1.2	Payments for (a) exploration & evaluation (b) development (c) production (d) administration	(422) (160)	(422) (160)
1.3	Dividends received	6	6
1.4	Interest and other items of a similar nature received	0	0
1.5	Interest and other costs of finance paid	0	0
1.6	Income taxes paid/refund	0	0
1.7	Other (provide details if material)	0	0
Net Operating Cash Flows		(553)	(553)
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)	(553)	(553)

+ See chapter 19 for defined terms.

Appendix 5B

Mining exploration entity and oil and gas exploration entity quarterly report

1.13	Total operating and investing cash flows (brought forward)	(553)	(553)
	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	(553)	(553)
1.20	Cash at beginning of quarter/year to date	1,248	1,248
1.21	Exchange rate adjustments to item 1.20		
1.22	Cash at end of quarter	695	695

Payments to directors of the entity, associates of the directors, 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
	<ol style="list-style-type: none"> Chairman, Managing Director, Administration Director and non-executive directors' Remuneration\$104,618 Chairman, Managing Director, Administration Director and non-executive directors' Superannuation \$10,020

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

+ See chapter 19 for defined terms.

Appendix 5B

Mining exploration entity and oil and gas exploration entity quarterly report

- 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

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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

	\$A'000
4.1 Exploration and evaluation	300
4.2 Development	
4.3 Production	
4.4 Administration	100
Total	400

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	86	114
5.2 Deposits at call	609	1,134
5.3 Bank overdraft		
5.4 Other (provide details)		
Total: cash at end of quarter (item 1.22)	695	1,248

+ See chapter 19 for defined terms.

Changes in interests in mining tenements and petroleum tenements

	Tenement reference and location	Nature of interest (note (2))	Interest at beginning of quarter	Interest at end of quarter
6.1 Interests in mining tenements and petroleum tenements relinquished, reduced or lapsed	E52/1964	Tenement surrendered	50%	Nil
6.2 Interests in mining tenements and petroleum tenements acquired or increased	Nil	Nil	Nil	Nil

+ See chapter 19 for defined terms.

Issued and quoted securities at end of current quarter

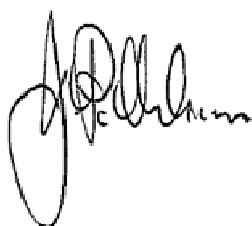
Description includes rate of interest and any redemption or conversion rights together with prices and dates.

		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	195,091,948	195,091,948	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)	2,500,000	0 (employee)	<i>Exercise price</i>	<i>Expiry date</i>
		2,500,000	0 (employee)	4c	1 Jun 16
		1,600,000	0 (employee)	6c	1 Jun 16
		500,000	0 (employee)	12.5c	1 Jun 16
		500,000	0 (employee)	3c	9 Nov 17
		500,000	0 (employee)	6c	9 Nov 18
		500,000	0 (employee)	10c	9 Nov 19
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 or other standards acceptable to ASX (see note 5).
- 2 This statement does give a true and fair view of the matters disclosed.



Sign here: Date: Wednesday 28 October 2015
(Director/Company secretary)

Print name: Justin Nelson.....

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 and petroleum 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 or petroleum 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.
- 5 **Accounting Standards** ASX will accept, for example, the use of International Financial Reporting 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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