

Pepinini Minerals Limited

ABN 55 101 714 989

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the ANNUAL GENERAL MEETING of **Pepinini Minerals Limited** will be held at **Level 1, 76 Waymouth Street, ADELAIDE, South Australia**, on **Thursday 22nd November, 2012** at **2.30pm**.

AGENDA

ORDINARY BUSINESS

To receive and consider the financial statements and reports of the Company for the year ended 30 June 2012, together with the reports by the Directors and Auditors therein.

Resolution 1 – Adoption of the Remuneration Report for the year ended 30 June, 2012

To consider and if thought fit, pass the following as an ordinary resolution:

“That the Directors’ Remuneration Report required by Section 250R2 of the Corporations Act, as contained in the Directors’ Report of the Company, for the year ended 30 June, 2012 be adopted.”

Resolution 2 – Amendment to the Constitution of Pepinini Minerals Limited

To consider and if thought fit, pass the following as an ordinary resolution:

“That the shareholders approve and ratify the addition of Item 29 to the Constitution of Pepinini Minerals Limited as follows:

Item 29 DIRECTOR ACTIONS – WHOLLY OWNED SUBSIDIARY

Subject to the Corporations Act 2001(Cth)(Act) at any time when the Company is a wholly owned subsidiary of another body corporate, a Director may act in the best interests of the Company’s holding company, as that term is defined in the Act.”

Resolution 3 – Re-Election of Director

To consider and if thought fit, pass the following as an ordinary resolution:

“That Christopher Lambert, being a Director of the Company, retiring by rotation in accordance with the Company’s Constitution, being eligible and offering himself for re-election, be appointed a Director of the Company.”

Resolution 4 – Re-Election of Director

To consider and if thought fit, pass the following as an ordinary resolution:

“That Robert Wei Sun, having been appointed by the Board since the last General Meeting of the Company, given his consent and being eligible, offers himself for election, be elected as a Director of the Company.”

Voting Exclusion Statement

The Company will disregard any votes cast on resolution 1 by or on behalf of any of the Company’s key management personnel or by or on behalf of a closely related party of a member of the key management personnel. The Company’s key management personnel are those personnel, including the Directors, whose remuneration details appear in the Remuneration Report. A closely related party of a member of the key management personnel of the Company is a spouse or child of the member; a child of the member’s spouse; a dependant of the member or of the member’s spouse; anyone else who is one of the member’s family and may be expected to influence the member or be influenced by the member, in the member’s dealings with the Company; or a company the member controls. However, the Company need not disregard a vote in relation to Resolution 1 if it is cast by a person (including the chair) as a proxy appointed that specifies how the proxy is to vote on Resolution 1 and the vote is not cast on behalf of a member of key management personnel or a closely related party of such a member.

By Order of the Board

Rebecca Holland-Kennedy

Secretary

Date

Wednesday, 17th October, 2012



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EXPLANATORY MEMORANDUM

1. INTRODUCTION

This Explanatory Memorandum has been prepared for the information of shareholders of Pepinini Minerals Limited (the "Company") in connection with the business to be conducted at the Annual General Meeting to be held on Thursday 22nd November, 2012 at 2.30pm at Level 1, 76 Waymouth Street, ADELAIDE, South Australia.

This Explanatory Memorandum should be read in conjunction with the accompanying Notice of Meeting.

2. FINANCIAL REPORTS

Whilst the Corporations Act requires the financial reports, the Directors' Report and the Auditors' Reports of Pepinini Minerals Limited for the year to be laid before the Annual General Meeting, neither that Act nor the Company's Constitution requires shareholders to vote on, approve or adopt those reports.

Shareholders will, however, have ample opportunity at the Annual General Meeting to raise questions on these reports.

3. RESOLUTION 1 – ADOPTION OF THE REMUNERATION REPORT FOR THE YEAR ENDED 30 JUNE 2012

Under section 250R2 of the Corporations Act, the Directors Report must now include a separately identified Remuneration Report. Listed entities are further required to submit the Remuneration Report for adoption at the Company's Annual General Meeting. However the vote on the resolution is advisory only and does not bind the Directors of the Company. Notwithstanding the current 'advisory' status of the vote on the remuneration report the Directors have decided they will take into account the outcome of the vote when reviewing the remuneration policy.

Amendments to the Corporations Act 2001 provide that if the Company's Remuneration Report receives a 'no' vote of 25 per cent or more at two consecutive annual general meetings, a resolution must then be put to shareholders at the second annual general meeting as to whether another meeting should be held (within 90 days) at which all Directors (excluding the Managing Director) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

The Board recommends that shareholders vote in favour of the Company's Remuneration Report as set out in the Directors Report of the Company's Annual Report. The Chairman intends to vote all available proxies in favour of the resolution.

4. RESOLUTION 2 – AMENDMENT TO THE CONSTITUTION OF PEPINNINI MINERALS LIMITED

The proposed amendment does not replace an existing item and is proposed to allow for the directors of Pepinini Minerals Limited who are also the directors of the wholly owned subsidiary entities of the Company to act in the best interests of Pepinini Minerals Limited. Currently directors of Pepinini Minerals Limited are directors of the wholly owned subsidiary companies Pepinini Resources Curnamona Pty Ltd, NiCul Minerals Limited, Pepinini Robinson Range Pty Ltd, Pepinini Minerals International Pty Ltd and Pepinini QLD Pty Ltd.

The Directors recommend shareholders vote in favour of the resolution. The Chairman intends to vote undirected proxies in favour of the resolution.

5. RESOLUTION 3 – RE-ELECTION OF CHRISTOPHER LAMBERT AS A DIRECTOR

The Company's Constitution requires that one third of the directors retire from office at the Annual General Meeting and if they so desire offer themselves for re-election. The Director to retire from office is that person other than the Managing Director who has been longest in office since last re-elected. Accordingly Mr Christopher Lambert is required to retire in accordance with the Constitution and therefore needs to seek re-election at this Annual General Meeting.

Shareholders are referred to page 29 of the 2012 Annual Report where details of Mr Lambert can be obtained.

6. RESOLUTION 4 – ELECTION OF ROBERT WEI SUN AS A DIRECTOR

The Company's Constitution requires that a director who is appointed by the Board must retire at the next Annual General Meeting and is then eligible for election at that meeting. Accordingly Mr Robert Wei Sun seeks re-election at this Annual General Meeting.

Shareholders are referred to page 29 of the 2012 Annual Report where details of Mr Wei Sun can be obtained.

Shareholders are reminded the 2012 Annual Report for Pepinini Minerals Limited is available from the Company website www.pepinnini.com.au and can be viewed or downloaded from the site.

PepinNini Minerals Limited

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PROXY FORM

Registered Office: **96 Babbage Road, Roseville Chase, NSW 2069**

I/We
of

being a member/members of **PepinNini Minerals Limited** hereby appoint

.....
of

or in his/her absence,

of

or in his/her absence, the Chairman of the Meeting as my/our general/special proxy to vote on my/our behalf at the Annual General Meeting of the company to be held **Thursday 22nd November 2012** or at any adjournment of that meeting.

signed this.....day of.....2012

Individuals:

Signature of Shareholder/Shareholders.....

Companies:

Signature of DirectorSignature of Director/Secretary.....

Unless otherwise instructed or provided in this form, the proxy will vote as he or she thinks fit, or abstain from voting. If the Chairman is appointed proxy, he will vote all undirected proxies (other than on Resolution 1) in favour of all resolutions.

Voting Direction for Resolution 1

The Chairman and any other member of key management personnel, the details of whose remuneration are included in the Remuneration Report, or a closely related party of such a member cannot vote undirected proxies on Resolution 1. If you have appointed the Chairman or other member of key management personnel or their closely related parties as your proxy, or in the case of the Chairman, he is appointed your proxy by default, your votes will not be counted towards Resolution 1 unless you specifically direct the proxy how to vote. You can do this by marking either the "For", "Against" or "Abstain" box adjacent Resolution 1 below, or in the case of appointment of the Chairman as proxy by directing the Chairman to vote in accordance with his stated voting intentions for this resolution (as noted below), by marking the box below.

The Chairman intends to vote all available proxies in favour of Resolution 1.

I/We direct the Chairman to vote in accordance with the Chairman's voting intentions on Resolution 1 and acknowledge that the Chairman may exercise my/our proxy even though Resolution 1 relates to the remuneration of Key Management Personnel, including the Chairman.

Should the member wish to direct the proxy how to vote, the following should be completed.

Resolution No.:	FOR	AGAINST	ABSTAIN
1. Remuneration Report – non binding vote	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Amendment of the Constitution of PepinNini Minerals Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Re-election of Christopher Lambert as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Re-election of Robert Wei Sun as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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PROXIES

A member entitled to attend and vote is entitled to appoint a proxy to attend and vote in his/her stead. That person need not be a member of the Company, but should be a natural person over the age of 18 years. A member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

A corporation may elect to appoint in accordance with the *Corporations Act 2001*, in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the meeting.

If you wish to appoint a proxy and are entitled to do so, then complete and return the attached proxy form. Proxy forms must be lodged at the registered office of the company not less than 48 hours before the timing of the meeting. If you have any queries on how to cast your votes then call Rebecca Holland-Kennedy on (08) 8218 5000 during business hours.

HOW TO COMPLETE THE PROXY FORM

1. Your Address

This is your address as it appears on the company's share register.

2. Appointment of a Proxy

If you wish to appoint an individual or body corporate as your proxy please write the full name of that individual or body corporate in the space provided. You may nominate the Chairman of the Meeting or any Director as your proxy. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered security holder in the space.

3. Votes on Items of Business

You may direct your proxy how to vote by placing a mark in one of the three boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses other than by members of key management personnel and their closely related parties who are prohibited from voting on undirected proxies on a resolution connected directly or indirectly with the remuneration of a member of key management personnel (including the remuneration report). If you mark more than one box on an item your vote on that item will be invalid.

4. Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, all of the security holders should sign.

Power of Attorney: to sign under Power of Attorney, you must have already lodged this document with the Company. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

If a representative of a corporate Security holder or proxy is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company.

Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address given below no later than 48 hours before the commencement of the meeting at 3pm AEST (2.30pm Adelaide) on 22nd November 2012. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents may be lodged:

BY MAIL (in reply paid envelope provided) – Pepinini Minerals Limited, GPO Box 403, ADELAIDE, SA 5001

BY FAX – 61 (0)8 8212 5717