

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 14th November, 2013* at *2.30pm (3pm AESST)*.

AGENDA

ORDINARY BUSINESS

To receive and consider the financial statements and reports of the Company for the year ended 30 June 2013, together with the reports by the Directors and Auditors therein.

Resolution 1 – Adoption of the Remuneration Report for the year ended 30 June, 2013

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

“That the Remuneration Report as contained in the Directors’ Report of the Company, for the year ended 30 June, 2013 be adopted.”

Voting Exclusion Statement

The Corporations Act prohibits any votes being cast on resolution 1 by or on behalf of a person who is disclosed in the Remuneration Report as a member of the key management personnel (KMP) of the Company (*including the Directors*) or a closely related party of that KMP. However, such a person may cast a vote on Resolution 1 as a proxy for a person who is permitted to vote if:

- the appointment of the proxy specifies the way in which the proxy is to vote on the resolution; or
- such a person is the Chairman of the meeting, and the appointment of the proxy expressly authorises the Chairman of the meeting to exercise the undirected proxies even if the resolution is connected with the remuneration of a member of the KMP.

Resolution 2 – Re-Election of Mr Robert WeiSun

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

“That Mr Robert Wei Sun, 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.”

Details of the qualifications and experience of Mr Wei Sun and the recommendation of the Board in relation to his re-election are set out in the Explanatory Memorandum.

Resolution 3 – Election of Mr Philip R Clifford

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

“That Mr Philip Clifford, 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.”

Details of the qualifications and experience of Mr Clifford and the recommendation of the Board in relation to his election are set out in the Explanatory Memorandum.

By Order of the Board



Justin Nelson

Company Secretary

Date Monday, 14th October, 2013

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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 14th November, 2013 at 2.30pm (3pm AESST) 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 2013

Under section 300A (1) of the Corporations Act, the Directors Report must now include a separately identified Remuneration Report. The remuneration report is included with the Annual Financial Report for 30 June 2013 issued on 20 September 2013 and available on the company's website www.pepinnini.com.au. Listed entities are further required to submit the Remuneration Report for adoption at the Company's Annual General Meeting. Shareholders will have an opportunity to ask questions and comment on the Remuneration Report at the Meeting.

The vote on this resolution is advisory only and does not bind the Directors of the Company. Nevertheless the Board will take into account the outcome of the vote when considering future remuneration arrangements of the Company.

Shareholders should also note that, if 25% or more of the votes cast are against the Remuneration Report, the first element in the Board spill provisions contained in the Corporations Act (*i.e. the two strikes rule*) will be triggered. While this will not impact on the current year's Annual General Meeting, it will affect next year's Annual General Meeting.

The Board recommends that shareholders vote in favour of the adopting the Remuneration Report.

The Corporations Act prohibits certain persons from voting on this item of business. The voting exclusion statement relating to this item of business is set out on page 1 of this notice.

The Chairman intends to vote all available proxies in favour of the resolution.

4. RESOLUTION 2 – RE-ELECTION OF MR ROBERT WEI SUN

Mr Robert Wei Sun was appointed a director of the Company on December 2011. He is a resource investment analyst with over 10 years experience in international trade and the resource industries of China, Canada and Australia. He has held positions as a business manager, resource and project analyst with major Chinese and Australian companies. Robert has exceptional communication skills being able to communicate on a corporate and technical level in Chinese and English. He has maintained a close association with major Chinese companies involved in Mineral Resources and has established contacts within the Asian investment sector.

The Board (*with Mr Wei Sun absent*) concluded that Mr Wei Sun should be proposed for re-election and accordingly recommends that shareholders vote in favour of his re-election.

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

5. RESOLUTION 3 – ELECTION OF MR PHILIP R CLIFFORD

Mr Clifford has been Exploration Manager for Pepinini Minerals Limited since 2004 in charge of the South Australian Musgrave and Curnamona Projects and the company's West Australian iron ore joint venture project at Robinson Range. Before joining Pepinini Minerals Limited he was a project geologist and team leader with CRA Exploration and Rio Tinto Exploration for 15 years in projects exploring for magmatic nickel sulphide, PGE's, gold, diamonds, base metals, uranium and coal.

Mr Clifford joined the board of Company in April 2013 and since that time has contributed significantly to the company's operational management and technical direction. The Board feel Mr Clifford will provide a significant contribution to the Board and the Company's operations.

The Board (*with Mr Clifford absent*) concluded that Mr Clifford should be proposed for election and accordingly recommends that shareholders vote in favour of his election.

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

Shareholders are reminded the 2013 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 14th November 2013** or at any adjournment or postponement of that meeting.

signed this.....day of.....2013

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 or she will vote all undirected proxies 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. Re-election of Mr Robert WeiSun as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Election of Mr Philip Clifford as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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 Justin Nelson on (08) 8210 2223 during business hours.

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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.

5. 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 AESST (*2.30pm Adelaide*) on 14 November 2013. 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*) – PepinNini Minerals Limited, GPO Box 403, ADELAIDE, SA 5001

BY FAX – +61 (0)8 8212 5717