



ASX ANNOUNCEMENT

28th June, 2012

Entitlement Issue Announcement

PepinNini Minerals Limited (Company) is pleased to announce it will be inviting all eligible shareholders to participate in a pro rata non-renounceable entitlement issue to raise up to \$1,913,653 through an offer of up to a maximum of 59,801,666 shares (**Entitlement Issue or Offer**).

The funds raised by the Entitlement Issue will be utilised for:

- Drill testing of priority nickel copper sulphide targets identified from the recently completed SkyTEM survey at the Musgrave Province Project, South Australia
- Ground geophysical surveys and drill testing of copper/gold targets at the Santa Ines and Chivinar Projects, Salta Province Argentina
- Reconnaissance mapping, surface sampling and drilling of the Queensland tenements.
- General working capital
- Expenses of the Offer

The Entitlement Issue is being offered on the basis of two ordinary fully paid shares (**New Shares**) for every three ordinary fully paid shares (**Shares**) held in the Company on 9th July 2012 (Record Date) at an issue price of 3.2 cents per New Share.

The Offer provides eligible shareholders with the opportunity to increase their investment in the Company at an attractive price and demonstrate their commitment to the next phase of evaluation and development of the Company's projects. The issue price represents a 18% discount to the volume weighted average market price of the Company's Shares for the five (5) trading days to close of the trade on 25th June 2012 (being the last trading day prior to announcement of the rights issue) of 3.9 cents per Share.

Eligible shareholders may also apply for additional Shares in excess of their Entitlement at the same issue price of 3.2 cents per Share. This is an opportunity for eligible shareholders to apply for additional Shares in order to top up their holdings at the issue price.

Full details of the Entitlements Issue will be set out in a prospectus that will be lodged by the Company with ASIC and ASX later today. The New Shares issued under the Entitlements Issue will rank equally with existing Shares on issue.

The proposed timetable for the Rights Issue is as follows:

Event	Date
Announcement of Offer	28 June 2012
Lodgement of Prospectus with the ASIC	28 June 2012
Lodgement of Prospectus & Appendix 3B with ASX	28 June 2012
Notice sent to Shareholders	2 July 2012
“Ex” date - the date on which Shares commence trading without the entitlement to participate in the Offer	3 July 2012
Record Date for determining Entitlements	9 July 2012
Prospectus and Entitlement and Acceptance Form dispatched to Shareholders and Company announces the despatch has been completed	12 July 2012
Closing Date	5.00pm (AEST) 26 July 2012
Shares quoted on a deferred settlement basis	27 July 2012
Notification of under subscriptions to ASX (if any)	31 July 2012
Allotment of New Shares Deferred settlement trading ends,	3 August 2012
Quotation of New Shares issued under the Offer	7 August 2012

Subject to the ASX Listing Rules, the Directors reserve the right to extend the Closing Date for the offer at their discretion. Should this occur, the extension will have a consequential effect on the anticipated date of issue for the New Shares. These dates are indicative only.

The entitlement offer will not constitute a public offer in any jurisdiction outside Australia and New Zealand. It is the responsibility of Shareholders outside Australia and New Zealand to obtain all necessary approvals for the issue of Shares under this Offer.

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

The Offer is partially underwritten by Patersons Securities Limited (Underwriter) who is also the Lead Manager to the issue.

If after the Closing Date, the maximum number of shares have not been subscribed for by eligible shareholders, the Board of the Company together with the Underwriter intends to seek bids from shareholders, institutions and other prospective investors for the Shares comprising

the shortfall. The Directors reserve the right to place the remaining shortfall at their discretion within three months after the close of the offer.

The Directors consider that the Company has a positive future and recommend this Offer to all shareholders as an opportunity to participate in the future growth of the Company. As an endorsement of their commitment to the Company all Directors intend to take up their respective entitlements in full.

For further information please contact:

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Note: Additional information on PepinNini Minerals Limited can be found on the website:

www.pepinnini.com.au