



ASX ANNOUNCEMENT

24th June, 2013

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 of options (**New Options**) to raise up to \$767,853 through an offer of up to a maximum of 76,785,329 New Options and up to \$3,839,266 following exercise of New Options. (**Entitlement Issue** or **Offer**)

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

- Drill testing and vacuum sampling of nickel copper sulphide targets from recently completed geophysical ground EM survey in the Musgrave Province, South Australia
- Ground geophysical surveys and drill testing of copper/gold targets at the Santa Ines and Chivinar Projects, Salta Province Argentina
- 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
- General working capital
- Expenses of the Offer

The Entitlement Issue is being offered on the basis of two New Options for every three ordinary fully paid shares (**Shares**) held in the Company on 2nd July 2013 (Record Date) at an issue price of 1 cent per New Option. The New Options are exercisable from 31st July 2013 (Quotation Date) until the Expiry Date of 30 June 2015 at a price of \$0.05 per option to convert into fully paid ordinary shares (**New Shares**).

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.

Eligible shareholders may also apply for additional New Options in excess of their Entitlement at the same issue price of 1 cent per New Option. This is an opportunity for eligible shareholders to apply for additional New Options 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 Options issued will form a new class of equity under the Entitlements Issue and the New Shares from exercise of New Options will rank equally with existing Shares on issue.

The proposed timetable for the Rights Issue is as follows:

EVENT	DATE
Prospectus lodged with ASIC and ASX	24 June 2013
"Ex" date	26 June 2013
Record date to identify shareholders entitled to participate in the Offer	2 July 2013
Prospectus and serially numbered entitlement and acceptance forms dispatched to shareholders.	8 July 2013
Closing date for acceptances	22 July 2013
Shares quoted on a deferred settlement basis	23 July 2013
Notification to ASX of under subscriptions	25 July 2013
Issue date for options issued under the Offer. Deferred settlement trading ends.	30 July 2013
Despatch of holding statements for New Options	31 July 2013
Trading of New Options on ASX commences and New Options able to be exercised	31 July 2013
Expiry date for exercise of options	30 June 2015

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 Options. 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 New Options under this Offer.

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

If after the Closing Date, the maximum number of New Options have not been subscribed for by eligible shareholders, the Board of the Company intends to seek bids from shareholders, institutions and other prospective investors for the New Options 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 participate in the Offer.

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