



ANNUAL REPORT 2013

MAMBA MINERALS LTD - ANNUAL REPORT 2013

CORPORATE DIRECTORY

DIRECTORS	Michael O’Keeffe (Chairman) Niall Lenahan (Director) Richard Wright (Non-Executive Director)
SECRETARY	Niall Lenahan
REGISTERED & PRINCIPAL OFFICE	91 Evans Street Rozelle NSW 2039 Telephone: +61 2 9810 7816 Fax: +61 2 8065 5017 Website: www.mamba.com.au ACN 119 770 142
AUDITORS	Somes Cooke 1304 Hay Street West Perth WA 6005
SHARE REGISTRY	Security Transfer Registrars Pty Ltd Suite 1, Alexandria House 770 Canning Highway Applecross WA 6153 Telephone: (08) 9315 2333 Fax: (08) 9315 2333
STOCK EXCHANGE	The Company’s shares are listed on the ASX
ASX CODE	MAB (Fully paid Ordinary Shares)

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REVIEW OF OPERATIONS

Mamba Minerals Limited ("Mamba" or the "Company") is pleased to provide its review of operations for the financial year ending 30 June 2013.

In July 2012 Mamba announced that it had entered into an agreement to acquire the Snelgrove Lake Project, a highly prospective Iron Ore project located in Canada's premier iron ore district, the Labrador Trough in Newfoundland. In August 2012, the Company lodged a Prospectus to raise \$3,150,000 to provide funds towards exploration on the Snelgrove Lake Project. Shareholder approval to the proposed acquisition was received in September 2012. Shareholder approval included a consolidation of capital on a 1 for 5 basis, the issue of 17 million placement options to the Snelgrove vendor, Altius Minerals Corporation, the approval and issue of 32 million performance shares and authority for a capital raising of up to 14 million shares. A further capital raising of \$ 2,137,500 was announced in the December 2012 quarter to finance the drilling programme at Snelgrove.

The Snelgrove Lake Project is located approximately 55 kilometres southeast from Schefferville and approximately 200 kilometres north of Labrador City in Newfoundland, Canada. The Snelgrove Lake Project has an area of 106 square kilometres (10,600 hectares), and is covered by five granted exploration licences consisting of 424 claims. The Project is attractive as it is located in the prospective Labrador Trough in Newfoundland, with access to available rail and port infrastructure and cheap power. Previous exploration has indicated that the Snelgrove Lake Project has a banded iron taconite formation with a prominent ridge of iron formation that occurs over a strike length of approximately 33 kilometres. The Snelgrove Lake Project is hosted within the Sokoman Formation which is the main ore bearing horizon within the Labrador West district where a number of other companies currently operate.

The company commenced a drilling program at Snelgrove in February 2013 and 8 diamond holes were drilled for a total of 1,861 metres. The programme identified hematite mineralisation at the CLC area, with a strike length of approximately 2 kilometres and a true width of 170 metres. The prospect has hematite from between 15 metres and 235 metres below surface and remains open at depth. Assays indicate average Fe of 52%, with grades of up to 63% and 65% encountered. Following these encouraging results, a second drill programme has commenced in September 2013 for approximately 6 weeks. In July 2013, the Company confirmed that it had exercised an option to acquire CIP Magnetite, the holder of the option over the Snelgrove Lake Project, with 32 million performance shares to be issued in August 2013. Completion of acquisition of the Snelgrove Lake Project is contingent upon the Company spending \$6,500,000 on exploration activity on the Project within 3 years from entering into the agreement.

The Company is withdrawing from its involvement in the Ennuin Project in Western Australia and in the Chua concession in Mozambique.

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DIRECTOR'S REPORT

Your directors present their report on Mamba Minerals Ltd ('the Company') and its controlled entities ('Group') for the financial year ended 30 June 2013.

DIRECTORS

The Directors at any time during or since the end of the year are:

Michael O'Keeffe (Chairman, appointed 13 August 2013)

Mr O'Keeffe was on the Board of Riversdale Mining Limited at the time of its inception in 2004 and was appointed Executive Chairman in 2006. He held these positions at the time Rio Tinto completed its acquisition of Riversdale Mining Limited for approximately \$4 billion in 2011. Prior to his involvement with Riversdale Mining Limited, Mr O'Keeffe was Managing Director of Glencore Australia. He is currently Chairman of Riversdale Resources Limited, an emerging coal development company in North America.

Niall Lenahan (Director and Company Secretary, appointed 13 August 2013)

Mr Lenahan has extensive experience in the mining industry across a number of commodities, including gold, base metals, minerals sands and coal. He has served as a CFO and Company Secretary of Riversdale Mining Limited from 2006 – 2011, including a period as Finance Director. Mr Lenahan is currently a non-executive director of Discovery Metals Limited.

Richard Wright (Non-Executive Director, appointed 13 August 2013)

Mr Wright has held various executive and director level roles for both private and publicly listed companies in Australia, Europe and United States. This includes being Project Director of Roy Hill at Hancock Prospecting, Managing Director of Fluor Daniel and Executive Chairman of Adrail and Paladio Ltd. Mr Wright has significant expertise in the development of strategy, implementation and delivery of multi-billion dollar resource projects including iron ore processing.

Greg Burns (Non-Executive Chairman, appointed 21 November 2012 and resigned 13 August 2013)

Mr Burns, a qualified geologist with more 20 years experience in the resources sector, is Director of Mergers and Acquisitions at Capital Investment Partners, an International Investment Banking and Advisory Group with offices in Perth, Hong Kong and Vancouver.

Mr Burns has a successful track record with junior resources companies including White Canyon Uranium Limited (acquired by Denison Mines Corporation in 2011) and Xenolith Resources (Coalspur Mines Limited).

Mr Burns has a Bachelor of Science from the University of Canterbury and is a member of the Australasian Institute of Mining and Metallurgy (AusIMM)

Mr. Burns has held no other directorships in listed entities in the past three years.

Robert Hyndes (Non-Executive Director, appointed 13 August 2010 and resigned 13 August 2013)

Mr Hyndes has a proven track record in leading and managing emerging and growth stage projects, with global experience in Australia, UK, Asia and the US across a range of industries including resources, technology and professional services. He has extensive public market experience including debt and equity capital raising, project acquisition and divestments, business and strategic planning and operational management. Mr Hyndes graduated from the Curtin University of Technology in Western Australia with a Bachelor of Commerce with a double major in Economics and Marketing.

Mr. Hyndes currently is not a Director of any other listed entities. In the past three years he has also been a director of Vector Resources NL, Red Sky Energy Ltd, Palace Resources Ltd, Odin Resources Ltd, Astro Resources NL and Charles Street Capital PLC.

Neville John Bassett (Non-Executive Director, appointed 13 August 2010 and resigned 13 August 2013)

Mr. Bassett is a Chartered Accountant operating his own corporate consulting business, specialising in the area of corporate, financial and management advisory services. He consults to a number of publicly listed companies and

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private company groups in a diversity of industry sectors such as stockbroking, property and resources. He is a Director or Company Secretary for a number of public and private companies.

Mr. Bassett has been involved with numerous public company listings and capital raisings. His involvement in the corporate arena has also taken in mergers and acquisitions, and includes significant knowledge and exposure to the Australian financial Markets. Mr. Bassett has a wealth of experience in matters pertaining to the Corporations Act, ASX Listing requirements, corporate taxation and finance.

Mr Bassett is currently a director of Vector Resources Ltd, Meteoric Resources NL and Ram Resources Ltd. In the past three years he has also been a director of Kairiki Energy Ltd and Neurodiscovery Ltd.

Gary Castledine (Non-Executive Chairman, appointed 13 August 2010 and resigned 21 November 2012)

Mr Castledine has over 14 years experience in stock broking and capital markets. He is founding Director and the head of corporate with Indian Ocean Capital in Perth, Western Australia, a specialist boutique securities dealer and corporate advisory firm.

His wealth of experience has enabled him to gather an extensive suite of clients in a corporate advisory role which has seen him involved in many capital raisings and IPO's across a spectrum of industries. He is currently a Practitioner Member of the Stockbroker Association of Australia (SAA)

Mr. Castledine is currently a non-executive Director of Vector Resources Ltd. In the past three years he has not held directorships in any other listed entities.

DIRECTORS' INTERESTS

As at the date of this report the relevant interest of each Director and former Directors in the shares and options of the Group are:

	Shares		Performance Shares		Options	
	2013	2012 ##	2013	2012	2013	2012 ##
M O'Keeffe #	4,128,212	N/A	4,000,005	N/A	-	N/A
N Lenahan #	200,000	N/A	-	N/A	-	N/A
R Wright #	631,923	N/A	-	N/A	-	N/A
G Burns *^	N/A	N/A	N/A	N/A	N/A	N/A
R Hyndes ^	N/A	900,000	N/A	-	N/A	900,000
N Bassett ^	N/A	3,425,000	N/A	-	N/A	2,030,000
G Castledine **	N/A	6,099,699	N/A	-	N/A	3,705,255

#Mr Michael O'Keeffe, Mr Niall Lenahan and Mr Richard Wright were appointed to the board on 13 August 2013

*Mr Greg Burns was appointed to the board on 21 November 2012

^Mr Greg Burns, Mr Robert Hyndes and Mr Neville Bassett resigned from the board on 13 August 2013

**Mr Gary Castledine resigned from the board on 21 November 2012

Company shares and options were consolidated on a 5 for 1 basis in November 2012. Accordingly, comparative figures are pre-consolidated figures.

PRINCIPAL ACTIVITY

Mamba's principal activity is the discovery and development of mineral deposits.

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DIRECTORS REPORT (Continued)

REVIEW OF OPERATIONS AND RESULTS

The Group made a consolidated loss of \$1,430,685 (2012: \$219,506) for the year ended 30 June 2013.

Details of the operations of the Group are set out in the review of operations on page 1.

FINANCIAL POSITION

The total assets of the Group have increased by \$10,104,345 from 30 June 2012 to \$11,221,198 as at 30 June 2013.

DIVIDENDS

No dividends were paid or recommended for the year ended 30 June 2013 (2012: Nil).

SIGNIFICANT CHANGES IN STATE OF AFFAIRS

During the Full Year, Mamba successfully raised \$5,372,500 (before costs) through the issue of 23,500,000 shares at \$0.225 each, comprising:

- \$3,235,000 in November 2012 in conjunction with the proposed acquisition of the Snelgrove Lake Project and the Company's reinstatement to the ASX;
- \$1,350,000 in December 2012, to a leading European institutional investment group; and
- \$787,500 in January 2013 through the issue of 3,500,000 fully paid ordinary shares at an issue price of \$0.225 to Mr Michael O'Keeffe.

Mamba also raised \$2,914,160 through the exercise of 11,656,638 listed options at \$0.25.

Mamba undertook a significant transformation with the proposed acquisition of the Snelgrove Lake Project, a highly prospective Iron Ore project located in Canada's premier iron ore district, the "Labrador Trough" in Newfoundland.

MATTERS SUBSEQUENT TO THE END OF THE FINANCIAL YEAR

Post financial year ending 30 June 2013, the following events occurred;

- Mamba raised \$1,577,862 from the exercise of 6,311,451 listed options at \$0.25 and a further \$724,648 before costs from the underwriter of the shortfall for the remaining 30 June 2013 listed options at \$0.25.
- Mamba exercised its option to acquire CIP Magnetite Ltd, the holder of an option to acquire the Snelgrove Lake Project. Pursuant to the terms of the exercise, at settlement in August, Mamba issued 32,000,000 Performance Shares to the vendor shareholders. The performance shares to be issued convert to ordinary shares on the satisfaction of various milestones.
- On 13 August 2013, Mr Michael O'Keeffe, Mr Niall Lenahan and Mr Richard Wright were appointed to the board and Mr Greg Burns, Mr Robert Hyndes and Mr Neville Bassett resigned from the board.
- On 13 August 2013, Mr Niall Lenahan was appointed as Company Secretary and Mr Robert Hyndes resigned as Company Secretary.

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DIRECTORS REPORT (Continued)

LIKELY DEVELOPMENTS AND EXPECTED RESULTS OF OPERATIONS

Likely developments in the operations of the Group have been set out in the Review of Operations. Further information on the likely developments and expected results of operations of the Group has not been included in this report because the Directors believe it would be likely to result in unreasonable prejudice to the Group.

MEETINGS OF DIRECTORS

The numbers of meetings of directors (including meetings of committees of directors) held during the year and the number of meetings attended by each director were as follows:

	Number Eligible to Attend	Number Attended
G Burns (appointed 21 November 2012)	2	1
R Hyndes	3	3
N Bassett	3	3
G Castledine (resigned 21 November 2012)	1	0

AUDIT COMMITTEE

The Group has established an Audit Committee that comprises the full Board of the Group and is chaired by N Lenahan. The Committee did not hold any meetings during the year.

REMUNERATION AND NOMINATION COMMITTEE

The Group has established a Remuneration and Nomination Committee that comprises the full Board of the Group and is chaired by R Wright. The Committee did not hold any meetings during the year.

ENVIRONMENTAL ISSUES

The Group's policy is to comply with all relevant legislation and the best practice conventions in respect of its exploration and mining activities on the tenements it holds.

There have been no significant known breaches of the Group's licence conditions or any environmental regulations to which it is subject.

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DIRECTORS REPORT (Continued)

OPTIONS

At the 30 June 2013, the unissued shares of the Company under option were as follows:

Grant Date	Date of Expiry	Exercise Price	Number of Options
19 Jul 2011	30 Jun 2013	\$0.25	9,210,043
07 Nov 2012	31 Aug 2015	\$0.25	17,000,000
30 Nov 2012	15 Dec 2013	\$0.50	500,000

At the date of this report, the unissued shares of the Company under option are as follows:

Grant Date	Date of Expiry	Exercise Price	Number of Options
07 Nov 2012	31 Aug 2015	\$0.25	17,000,000
30 Nov 2012	15 Dec 2013	\$0.50	500,000

REMUNERATION REPORT – AUDITED

This report outlines the remuneration arrangements in place for Key Management Personnel ('KMP') of the Group.

Directors' Remuneration Policy

- (a) The policy of the Group is to pay remuneration of KMP in cash and in amounts in line with employment market conditions relevant in the mining industry. Minor amounts of employee fringe benefits in the form of employee meals and entertainment are provided as part of the executives' way of conducting business.
- (b) The Groups performance, and hence that of its KMP, is measured in terms of a combination of Group share price growth, cash raised, exploration carried out and farm in expenditure attracted.

Details of Remuneration

KMP's remuneration for the year ended 30 June 2013

	SHORT-TERM EMPLOYEE BENEFITS			POST EMPLOYMENT BENEFITS		SHARE BASED	Other Benefits	TOTAL
	Salary & Fees	Other Services	Non-Monetary	Superannuation	Retirement Benefits	Options		\$
Directors								
Greg Burns - Non-Executive Director (appointed 21 November 2012)								
2013	29,167	-	-	2,625	-	-	-	31,792
2012	-	-	-	-	-	-	-	-
Robert Hyndes - Non-Executive Director and Company Secretary								
2013	36,000	-	-	-	-	-	-	36,000
2012	36,000	-	-	-	-	-	-	36,000
Neville Bassett - Non-Executive Director								
2013	36,000	25,000	-	-	-	-	-	61,000
2012	36,000	-	-	-	-	-	-	36,000
Gary Castledine - Chairman & Non-Executive Director (resigned 21 November 2012)								
2013	14,100	-	-	-	-	-	-	14,100
2012	36,000	-	-	-	-	-	-	36,000
Total Remuneration								
2013	115,267	25,000	-	2,625	-	-	-	142,892
2012	108,000	-	-	-	-	-	-	108,000

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DIRECTORS REPORT (Continued)

Mr Hyndes' directors fees and company secretarial fees were paid to Splendour Investments Pty Ltd of which he is the principal.

Mr Bassett's fees were paid to Mandevilla Pty Ltd of which he is the principal.

None of the KMP remuneration for the current and prior financial year was performance related.

There were no contracts in place with respect to services provided by the former directors Mr Robert Hyndes and Mr Neville Bassett.

Mr Greg Burns has a contract in place for \$50,000pa plus statutory superannuation.

Subsequent to year end the Company has entered into service contracts with the new directors, Mr Michael O'Keeffe, Mr Niall Lenahan and Richard Wright.

Options granted to KMP of the Group

No options have been granted over unissued shares of the Company to KMP as part of their remuneration.

Remuneration Consultants

The Group did not use the services of any remuneration consultants during the year ended 30 June 2013.

End of Audited section

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DIRECTORS REPORT (Continued)

INDEMNIFICATION

There are indemnities in place for Directors and insurance policies in regard to their positions.

PROCEEDINGS ON BEHALF OF THE COMPANY

No person has applied for leave of court to bring proceedings on behalf of the Group or intervene in any proceedings to which the Group is a party for the purpose of taking responsibility on behalf of the Group for all or any part of those proceedings.

The Group was not a party to any such proceedings during the year.

NON-AUDIT SERVICES

During the year Somes Cooke, the Group's Auditor, performed other services in addition to their statutory duties. The details and remuneration for these services is disclosed in Note 20 of the financial statements.

AUDITORS INDEPENDENCE DECLARATION

The lead auditor's independence declaration for the year ended 30 June 2013 has been received and can be found on page 10 of the annual report.

Signed in accordance with a resolution of the Directors

A handwritten signature in black ink, appearing to read 'M. O'Keeffe', with a large, loopy initial 'M' and a horizontal line extending to the right.

Michael O'Keeffe, Chairman

Sydney, New South Wales

26 September 2013

DIRECTORS' DECLARATION

- 1) In the opinion of the Directors:
 - (a) The accompanying financial statements and notes are in accordance with the Corporations Act 2001, including:
 - giving a true and fair view of the Group's financial position as at 30 June 2013 and of its performance for the year ended on that date; and
 - complying with Australian Accounting Standards and the Corporations Act 2001.
 - (b) there are reasonable grounds to believe that the Group will be able to pay its debts as and when they become due and payable.
 - (c) the audited remuneration disclosure set out in the Remuneration Report of the Director's Report for the year ended 30 June 2013 complies with section 300A of the Corporations Act 2001.
- 2) The Directors have been given the declarations required by Section 295A of the Corporations Act 2001 for the financial year ended 30 June 2013.
- 3) The Group has included in the notes to the financial statements a statement of compliance with International Financial Reporting Standards.

Signed in accordance with a resolution of the Directors.

A handwritten signature in black ink, appearing to read 'M. O'Keeffe', with a large, loopy initial 'M' and a horizontal line extending to the right.

Michael O'Keeffe, Chairman

Sydney, New South Wales

26 September 2013

AUDITOR'S INDEPENDENCE DECLARATION

To those charged with governance of Mamba Minerals Limited

As auditor for the audit of Mamba Minerals Limited for the year ended 30 June 2013, I declare that, to the best of my knowledge and belief, there have been:

- a) No contraventions of the independence requirements of the *Corporations Act 2001* in relation to the audit; and
- b) No contraventions of any applicable code of professional conduct in relation to the audit.



Somes Cooke



Nicholas Hollens
Perth
26 September 2013

Independent Auditor's Report To the members of Mamba Minerals Limited

Report on the Financial Report

We have audited the accompanying financial report of Mamba Minerals Limited, which comprises the consolidated statement of financial position as at 30 June 2013, the consolidated statement of profit and loss and other comprehensive income, the consolidated statement of changes in equity and consolidated statement of cash flows for the period then ended, notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration of the consolidated entity comprising the company and the entities it controlled at the period's end or from time to time during the financial period.

Directors' Responsibility for the Financial Report

The directors of the company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that is free from material misstatement, whether due to fraud or error. In Note 1, the directors also state, in accordance with Accounting Standard AASB 101 *Presentation of Financial Statements*, that the financial statements comply with *International Financial Reporting Standards*.

Auditor's Responsibility

Our responsibility is to express an opinion on the financial report based on our audit. We conducted our audit in accordance with Australian Auditing Standards. Those standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance about whether the financial report is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of the financial report that gives a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Independence

In conducting our audit, we have complied with the independence requirements of the *Corporations Act 2001*.

Opinion

In our opinion:

- (a) the financial report of Mamba Minerals Limited is in accordance with the *Corporations Act 2001*, including:
 - (i) giving a true and fair view of the consolidated entity's financial position as at 30 June 2013 and of its performance for the period ended on that date; and
 - (ii) complying with Australian Accounting Standards and the *Corporations Regulations 2001*; and
- (b) the financial report also complies with *International Financial Reporting Standards* as disclosed in Note 1.

Report on the Remuneration Report

We have audited the Remuneration Report included in pages 6 to 7 of the directors' report for the period ended 30 June 2013. The directors of the company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit in accordance with Australian Auditing Standards.

Opinion

In our opinion, the Remuneration Report of Mamba Minerals Limited for the period ended 30 June 2013 complies with section 300A of the *Corporations Act 2001*.

Somes Cooke

Somes Cooke

Nicholas Hollens

Nicholas Hollens
26 September 2013
Perth

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**CONSOLIDATED STATEMENT OF PROFIT AND LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE FINANCIAL YEAR ENDED 30 JUNE 2013**

	Note	2013 \$	2012 \$
Interest received		84,721	48,307
Exploration costs written off		(4,157)	(28,583)
Occupancy expenses		(18,000)	(18,000)
Administration expenses	2	(745,797)	(220,330)
Interest paid		(33,140)	-
Acquisition related costs	2	(688,217)	-
Foreign exchange losses		(26,095)	(900)
(Loss) from ordinary activities before related income tax expense		(1,430,685)	(219,506)
Income tax attributable to operating loss	3	-	-
Other comprehensive income		-	-
Total comprehensive income for the year		(1,430,685)	(219,506)
Loss per share			
Basic (cents per share)	16	(3.49)	(0.85)
Diluted (cents per share)	16	(3.49)	(0.85)

The accompanying notes form part of these financial statements

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**CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 30 JUNE 2013**

	Note	2013 \$	2012 \$
Current Assets			
Cash and cash equivalents	4	3,608,834	1,080,208
Trade and other receivables	5	24,608	9,770
Total Current Assets		<u>3,633,442</u>	<u>1,089,978</u>
Non-Current Assets			
Plant and equipment	6	22,727	724
Other receivable	7	218,102	-
Exploration and evaluation	8	7,346,927	26,151
Total Non-Current Assets		<u>7,587,756</u>	<u>26,875</u>
Total Assets		<u>11,221,198</u>	<u>1,116,853</u>
Current Liabilities			
Trade and other payables	9	249,808	41,811
Other liabilities	10	1,017,363	-
Total Current Liabilities		<u>1,267,171</u>	<u>41,811</u>
Total Liabilities		<u>1,267,171</u>	<u>41,811</u>
Net Assets		<u>9,954,027</u>	<u>1,075,042</u>
Equity			
Issued capital	11	14,602,904	6,804,372
Reserves	12	2,611,138	100,000
Accumulated losses	13	(7,260,015)	(5,829,330)
Total Equity		<u>9,954,027</u>	<u>1,075,042</u>

The accompanying notes form part of these financial statements

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CONSOLIDATED STATEMENT OF CASHFLOWS
FOR THE FINANCIAL YEAR ENDED 30 JUNE 2013

	Note	2013 \$	2012 \$
Operating activities			
Interest received		84,721	48,307
Payments to suppliers and employees		(742,450)	(243,494)
Net cash flows (used in) operating activities	14	(657,729)	(195,187)
Investing activities			
Payments for property, plant and equipment		(22,727)	-
Acquisition costs	2	(688,217)	-
Exploration and evaluation costs		(3,921,362)	(13,126)
Loans to other entities		(300,000)	-
Net cash flows (used in) investing activities		(4,932,306)	(13,126)
Financing activities			
Proceeds from issue of shares and options	10,11,12	9,304,023	398,000
Payments for cost of share issue		(458,990)	(7,380)
Loans repaid to other entities		(700,000)	-
Net cash flows from financing activities		8,145,033	390,620
Net increase in cash held		2,554,998	182,307
Effects of exchange rate fluctuations on cash held		(26,372)	-
Cash at beginning of year		1,080,208	897,901
Cash at the end of the year	4	3,608,834	1,080,208

The accompanying notes form part of these financial statements

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**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 30 JUNE 2013**

	Note	Issued Capital	Reserves	Accumulated Losses	Total Equity
		\$	\$	\$	\$
Balance at 1 July 2011		6,336,752	-	(5,609,824)	726,928
Total comprehensive income		-	-	(219,506)	(219,506)
Issue of share capital	11	475,000	-	-	475,000
Issue of options		-	100,000	-	100,000
Capital raising costs	11	(7,380)	-	-	(7,380)
Balance at 30 June 2012		6,804,372	100,000	(5,829,330)	1,075,042
Balance at 1 July 2012		6,804,372	100,000	(5,829,330)	1,075,042
Total comprehensive income		-	-	(1,430,685)	(1,430,685)
Issue of shares and options	11,12	5,287,500	2,567,000	-	7,854,500
Issue of shares through exercise of options	11,12	2,970,022	(55,862)	-	2,914,160
Capital raising costs	11	(458,990)	-	-	(458,990)
Balance at 30 June 2013		14,602,904	2,611,138	(7,260,015)	9,954,027

The accompanying notes form part of these financial statements

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NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2013

CORPORATE INFORMATION

The consolidated financial statements of Mamba Minerals Ltd (or 'the Company') and controlled entities ('the Group') for the year ended 30 June 2013 were approved and authorised for issue in accordance with a resolution of the Directors on 26 September 2013.

The nature of the operations and principal activities of the Group are described in the Directors Report.

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Preparation

The financial report is a general purpose financial report that has been prepared in accordance with Australian Accounting Standards and other authoritative pronouncements of the Australian Accounting Standards Board and the *Corporations Act 2001*. Compliance with Australian Accounting Standards ensures that the financial statements and notes also comply with International Financial Reporting Standards.

The financial report has been prepared on an accruals basis and is based on historical costs.

Material accounting policies adopted in the preparation of this financial report are presented below. They have been consistently applied unless otherwise stated.

Going Concern

The directors have prepared the financial statements of the Group on the going concern basis.

Accounting policies

(a) Basis on Consolidation

The Group financial statements consolidate those of the parent company and all of its subsidiary undertakings drawn up to 30 June 2013. Subsidiaries are all entities over which the Group has the power to control the financial and operating policies. The Group obtains and exercises control through more than half of the voting rights. All subsidiaries have a reporting date of 30 June.

All transactions and balances between Group companies are eliminated on consolidation, including unrealised gains and losses on transactions between Group companies. Where realised losses on intra-group asset sales are reversed on consolidation, the underlying asset is also tested for impairment from a group perspective. Amounts reported in the financial statements of subsidiaries have been adjusted where necessary to ensure consistency with the accounting policies adopted by the Group.

Profit or loss and other comprehensive income of subsidiaries acquired or disposed of during the year are recognised from effective date of acquisition, or up to the effective date of disposal, as applicable.

(b) Income Tax

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the statement of financial position date.

Deferred income tax is provided on all temporary differences at the statement of financial position date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

The carrying amount of deferred income tax assets is reviewed at each statement of financial position date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

Unrecognised deferred income tax assets are reassessed at each statement of financial position date and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax to be recovered.

Deferred tax assets and deferred tax liabilities are offset only if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and liabilities relate to the same taxable entity and the same taxation authority.

(c) Plant and Equipment

Each class of property, plant and equipment is carried at cost less, where applicable, accumulated depreciation and impairment losses.

Plant and equipment

The carrying amount of plant and equipment is reviewed annually by directors to ensure it is not in excess of the recoverable amount from these assets. The recoverable amount is assessed on the basis of the expected net cash flows that will be received from the asset's employment and subsequent disposal. The expected net cash flows have been discounted to their present values in determining recoverable amounts.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the income statement during the financial period in which they are incurred.

Depreciation

The depreciable amount of all fixed assets is depreciated on a straight-line basis over their useful lives to the consolidated group commencing from the time the asset is held ready for use. Leasehold improvements are depreciated over the shorter of either the unexpired period of the lease or the estimated useful lives of the improvements.

The depreciation rates used for each class of depreciable assets are:

Class of Fixed Asset	Depreciation Rate
Plant & Equipment	20 – 40%

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each statement of financial position date.

An assets' carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with the carrying amount. These gains and losses are included in the income statement. When re-valued assets are sold, amounts included in the revaluation reserve relating to that asset are transferred to the retained earnings.

(d) Exploration and evaluation costs

Exploration and evaluation costs in relation to each separate area of interest are recognised as an asset in the year in which they are incurred where the following conditions are satisfied:

- Exploration and evaluation expenditure is expected to be recouped through the successful development and exploration of the area, or alternatively, by its sale; or
- Exploration and evaluation activities in the area of interest have not, at the balance date, reached a stage which permits a reasonable assessment of the existence or otherwise of economically recoverable reserves and, active and significant operations in, or in relation to the area of interest are continuing.

Accumulated costs in relation to an abandoned area are written off in full to the statement of profit and loss and other comprehensive income in the year in which the decision to abandon the area is made.

(e) Foreign Currency Transactions and Balances

Functional and presentation currency

The functional currency of the Group is measured using the currency of the primary economic environment in which that entity operates. The consolidated financial statements are presented in Australian dollars, which is the parent entity's functional and presentation currency.

Transaction and balances

Foreign currency transactions are translated into functional currency using the exchange rates prevailing at the date of the transaction. Foreign currency monetary items are translated at the year-end exchange rate. Non-monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction.

Exchange differences arising on the translation of monetary items are recognised in the income statement, except where deferred in equity as a qualifying cash flow or net investment hedge.

Exchange differences arising on the translation of non-monetary items are recognised directly in equity to the extent that the gain or loss is directly recognised in equity; otherwise the exchange difference is recognised in the income statement.

(f) Employee Benefits

Provision is made for the Group's liability for employee benefits arising from services rendered by employees to balance date. Employee benefits that are expected to be settled within 1 year have been measured at the amounts expected to be paid when the liability is settled, plus related on-costs. Employee benefits payable later than 1 year have been measured at the present value of the estimated future cash outflows to be made for those benefits.

(g) Provisions

Provisions are recognised when the Group has a legal or constructive obligation, as a result of past events, for which it is probable that an outflow of economic benefits will result and that outflow can be reliably measured.

(h) Cash and Cash Equivalents

Cash and cash equivalents include cash on hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of 3 months or less, and bank overdrafts. Bank overdrafts are shown within short-term borrowings in current liabilities in the statement of financial position.

(i) Revenue

Interest revenue is recognised on a proportional basis taking into account the interest rates applicable to the financial assets. All revenue is stated net of the amount of goods and services tax (GST).

(j) Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of assets that necessarily take a substantial period of time to prepare for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised in the statement of profit and loss and other comprehensive income in the period in which they are incurred.

(k) Leases

Lease payments for operating leases, where substantially all the risks and benefits remain with the lessor, are charged as expenses in the periods in which they are incurred.

(l) Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Tax Office. In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense. Receivables and payables in the balance sheet are shown inclusive of GST.

Cash flows are presented in the cash flow statement on a gross basis, except for the GST component of investing and financing activities, which are disclosed as operating cash flows.

(m) Impairment of Assets

At each reporting date the group reviews the carrying values of its tangible assets to determine whether there is any indication that those assets have been impaired. If such an indication exists, the recoverable amount of the asset, being the higher of the asset's fair value less costs to sell and value in use, is compared to the asset's carrying value. Any excess of the asset's carrying value over its recoverable amount is expensed to the income statement.

(n) Segment Reporting

Segments are identified and segment information disclosed on the basis of internal reports that are provided to, or reviewed by, the Company's chief operating decision maker which, for the Company, is the Board of Directors. In this regard, such information is provided using similar measures to those used in preparing the Statement of profit and loss and other comprehensive income and Statement of Financial Position. Reconciliations of such management information to the statutory information contained in this financial report have been included.

(o) Trade and Other Receivables

Trade and other receivables include amounts due from customers for goods sold and services performed in the ordinary course of business. Receivables expected to be collected within 12 months of the end of the reporting period are classified as current assets. All other receivables are classified as non-current assets.

Trade and other receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any provision for impairment.

(p) Trade and Other Payables

Trade and other payables represent the liabilities for goods and services received by the entity that remain unpaid at the end of the reporting period. The balance is recognised as a current liability with the amounts normally paid within 30 days of recognition of the liability.

(q) Share Based Payment Transactions

Under AASB 2 Share Based Payments, the Group must recognise the fair value of options granted for assets or services received as an expense or asset on a pro-rata basis over the vesting period with a corresponding adjustment to equity. Fair value is measured by reference to fair value at the date the options are granted. The fair value is determined using the Black Scholes option pricing model.

(r) Comparative Figures

When required by Accounting Standards, comparative figures have been adjusted to conform to changes in presentation for the current financial year.

(s) Critical Accounting Estimates and Judgements

The directors evaluate estimates and judgements incorporated into the financial report based on historical knowledge and best available current information. Estimates assume a reasonable expectation of future events and are based on current trends and economic data, obtained both externally and within the Group.

Impairment

The Group assesses impairment at the end of each reporting period by evaluating conditions and events specific to the Group that may be indicative of impairment triggers. Recoverable amounts of relevant assets are reassessed using value-in-use calculations which incorporate various key assumptions.

Exploration and Evaluation

The Group capitalises expenditure relating to exploration and evaluation costs where they are considered to be likely to be recoverable or where the activities have not reached a stage which permits a reasonable assessment of the existence of reserves.

The future recoverability of capitalised exploration and evaluation costs are dependent on a number of factors, including whether the Group decides to exploit the related lease itself or, if not, whether it successfully recovers the related exploration and evaluation asset through sale. Factors that could impact the future recoverability include the level of reserves and resources, future technological changes, which could impact the cost of mining, future legal changes (including changes to environmental restoration obligations) and changes to commodity prices.

To the extent that capitalised exploration and evaluation expenditure is determined not to be recoverable in the future, profits and net assets will be reduced in the period in which this determination is made.

Taxation

Balances disclosed in the financial statements and the notes thereto related to taxation are based on the best estimates of directors. These estimates take into account both the financial performance and position of the Group as they pertain to current income taxation legislation, and the directors understanding thereof. No adjustment has been made for pending or future taxation legislation. The current income tax position represents the directors' best estimate, pending an assessment by the Australian Taxation Office.

Share Based Payments

Share-based payment transactions, in the form of options to acquire ordinary shares, are valued using the Black-Scholes option pricing model. This model uses assumptions and estimates as inputs.

(t) New Accounting Standards for Application in Future Periods

Accounting standards issued but not yet effective

Australian Accounting Standards and Interpretations that have been issued or amended but are not yet effective have not been adopted by the Group for the year ended 30 June 2013. At this time the following standards and interpretations may have an impact, but the extent of this has not been determined:

AASB 10 Consolidated Financial Statements effective 1 January 2013 (Mamba 1 July 2013): This standard establishes a new control model and broadens the situations when an entity is considered to be controlled.

AASB 12 Disclosure of Interests in Other Entities effective 1 January 2013 (Mamba 1 July 2013): New disclosures have been introduced about the judgments made by management to determine whether control exists, and to require summarised information about joint arrangements, associates and structured entities and subsidiaries with non-controlling interests.

AASB 13 Fair Value Measurement effective 1 January 2013 (Mamba 1 July 2013): This standard establishes a single source of guidance for determining the fair value of assets and liabilities.

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AASB 119 Employee Benefits effective 1 January 2013 (Mamba 1 July 2013): The revised standard changes the definition of short-term employee benefits.

Annual Improvements to IFRSs 2009–2011 Cycle effective 1 January 2013 (Mamba 1 July 2013)

AASB 2011-4 Amendments to Australian Accounting Standards to Remove Individual - Key Management Personnel Disclosure Requirements effective 1 July 2013 (Mamba 1 July 2013). The revised standard modifies disclosure requirements for Key Management.

AASB 2012-2 Amendments to Australian Accounting Standards – Disclosures – Offsetting Financial Assets and Financial Liabilities effective 1 January 2015 (Mamba 1 July 2015)

AASB 9 Financial Instruments effective 1 January 2015 (Mamba 1 July 2015): This standard includes requirements for the classification and measurement of financial assets.

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	2013 \$	2012 \$
NOTE 2. EXPENSES		
Administration expenses:		
Depreciation	(724)	(8,838)
Directors remuneration (i)	(105,892)	(108,000)
Other administration expenses (i)	(639,181)	(103,492)
Total administration expenses	<u>(745,797)</u>	<u>(220,330)</u>
Acquisition related costs (ii)		
Consulting fees (i)	(450,000)	-
Legal fees	(166,418)	-
Due diligence	(71,799)	-
Total Acquisition Costs	<u>(688,217)</u>	<u>-</u>

(i) Company secretarial fees of \$12,000 and consulting fees of \$25,000 included in the Remuneration Report in the Directors Report are included in 'Other administrative expenses' and 'Consulting fees' respectively.

(ii) Acquisition costs relate to the Snelgrove Lake Project in Canada.

NOTE 3. INCOME TAX EXPENSE

(a) Income tax expense / (benefit)	<u>-</u>	<u>-</u>
(b) Numerical reconciliation between tax-expense and pre-tax net loss		
Loss before income tax benefit	<u>(1,430,685)</u>	<u>(219,506)</u>
Income tax using the Company's domestic tax rate of 30% (2011: 30%)	(429,204)	(65,852)
Deductible exploration expenditure	(1,459,478)	(3,938)
Other non-deductible expenses/(deductible tax adjustments)	63,767	755
Current year losses for which no deferred tax asset was recognised	<u>1,824,915</u>	<u>69,035</u>
Income tax benefit (expense) attributable to entity	<u>-</u>	<u>-</u>
(c) Income tax recognised directly in equity		
Capital raising costs	(32,263)	(6,827)
Current year losses for which no deferred tax asset was recognised	<u>32,263</u>	<u>6,287</u>
Total Income tax recognised directly in equity	<u>-</u>	<u>-</u>

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NOTE 3. INCOME TAX EXPENSE (Continued)

(d) Unrecognised temporary differences

Net deferred tax assets (calculated at 30%) have not been recognised in respect of the following items:

	2013 \$	2012 \$
Deferred Tax Liabilities (at 30%)		
Exploration expenditure	(1,459,478)	(7,845)
Deferred Tax Asset (at 30%)		
Capital raising costs recognised directly in equity	118,577	13,143
Accrued expenses	66,916	3,150
	185,493	16,293
Unrecognised net deferred tax assets / (liabilities) relating to the above temporary differences	(1,273,985)	8,448
(e) Unused tax losses		
Unused tax losses	8,650,897	2,460,301
Potential tax benefit (at 30%)	2,595,269	738,090
Tax losses offset against net deferred tax liabilities	(1,273,985)	-
Unrecognised tax benefit	1,321,284	738,090

Potential future income tax benefits net of deferred tax liabilities attributable to tax losses have not been recognised as a deferred tax asset as the future recovery of these losses is subject to the Group satisfying the requirements imposed by the relevant regulatory authorities in each of the jurisdictions in which the Group operates. The benefit of deferred tax assets not brought to account will only be brought to account if:

- Future assessable income is derived of a nature and of an amount sufficient to enable the benefit to be realised; and
- The conditions for deductibility imposed by the relevant tax legislation continue to be complied with and no changes in tax legislation adversely affect the Company in realising the benefit.

	2013 \$	2012 \$
NOTE 4. CASH AND CASH EQUIVALENTS		
Cash at Bank	3,608,834	1,080,208
	3,608,834	1,080,208
NOTE 5. TRADE AND OTHER RECEIVABLES		
GST Receivable	19,622	5,061
Prepaid Expenses	4,986	4,709
	24,608	9,770

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	2013 \$	2012 \$
NOTE 6. PLANT AND EQUIPMENT		
Plant and equipment	69,074	50,295
Less: accumulated depreciation	(46,347)	(49,571)
	22,727	724
Movements were as follows:		
Opening balance at beginning of financial year	724	9,562
Purchases	22,727	-
Depreciation	(724)	(8,838)
Written down balance at end of financial year	22,727	724

NOTE 7. OTHER RECEIVABLE

Loan receivable (i)	218,102	-
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i) Refer to Note 14 for details.

NOTE 8. EXPLORATION AND EVALUATION

Movements were as follows:

Opening balance at beginning of financial year	26,151	13,025
17 million placement options to Altius Minerals Corporation (Note 12)	2,482,000	-
Other exploration and evaluation costs incurred		
(Canada) **	4,819,119	-
(Australia)	19,657	13,126
(Mozambique)	4,157	-
Written off (Mozambique)	(4,157)	-
Balance at end of financial year	7,346,927	26,151

** Of the \$4,819,119 capitalised in the year to 30 June 2013:

- \$3,897,826 relates to exploration costs invoiced to CIP Magnetite Ltd ('CIP Mag'), but paid by the Company; and
- \$781,898 relates to exploration costs paid by CIP Mag (see Note 14 for details).

As outlined at Note 24, subsequent to year end, the Company exercised its option to acquire CIP Mag, the holder of the option to acquire the Snelgrove Lake Project.

Recoverability of the above carrying amounts is dependent upon the successful development and commercial exploitation, or alternatively, sale of the respective areas of interest.

	2013 \$	2012 \$
NOTE 9. TRADE AND OTHER PAYABLES		
Trade and other payables	25,511	31,311
Accruals	223,066	10,500
PAYG payable	1,231	-
	249,808	41,811

NOTE 10. OTHER LIABILITIES

Application monies to exercise options received in advance	1,017,363	-
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NOTE 11. ISSUED CAPITAL	2013	2012
	\$	\$
Issued Capital		
61,340,043 Fully Paid Ordinary Shares (2012: 130,916,674)	14,602,904	6,804,372
Movements in ordinary share capital	No.	\$
Balance as at 1 July 2011	118,416,674	6,436,752
Issue of ordinary shares at \$0.003 in July 2011	12,500,000	375,000
Less capital raising costs	-	(7,380)
Balance at 1 July 2012	130,916,674	6,804,372
5 for 1 consolidation on 7 November 2012	(104,733,269)	-
Issue of ordinary shares at \$0.225 in November 2012 (i)	14,000,000	3,150,000
Issue of ordinary shares at \$0.225 in November 2012 (ii)	6,000,000	1,350,000
Issue of ordinary shares at \$0.225 in January 2013 (iii)	3,500,000	787,500
Exercise of \$0.25 options expiring 30 June 2013	11,656,638	2,970,022
Less capital raising costs		(458,990)
Balance at 30 June 2013	61,340,043	14,602,904

- (i) In November 2012, the Company issued 14 million fully paid ordinary shares at \$0.225 to professional 708 investors, which raised \$3,150,000.
- (ii) In November 2012, the Company issued 6 million fully paid ordinary shares at \$0.225 with a 1 for 12 free attaching unlisted options exercisable at \$0.50, expiring on 15 December 2013, to professional 708 investors, which raised \$1,350,000.
- (iii) In January 2013, the Company issued 3.5 million fully paid ordinary shares at \$0.225 to professional 708 investors, which raised \$787,500.

NOTE 12. RESERVES	2013	2012
	\$	\$
Options Premium Reserve	129,138	100,000
Share Based Payment Reserve	2,482,000	-
	2,611,138	100,000

Share based payments reserve

The share-based payments reserve represents the fair value of equity instruments issued to employees as compensation and issued to external parties for the receipt of assets and services. This reserve will be reversed against issued capital when the underlying shares are converted.

Option premium reserve

The option premium reserve records amounts paid by shareholders or other external parties in acquiring options over ordinary shares. The balance in the option premium reserve is transferred to issued capital on option conversion.

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NOTE 12. RESERVES (Continued)

Movements in Reserves	No.	Share Based Payments Reserve \$	Options Premium Reserve \$
Opening balance at 1 July 2012	104,333,346		100,000
5 for 1 consolidation of \$0.05 30 June 2013 options on 7 November 2012	(83,466,665)	-	-
Issue of unlisted options for \$0.005 per option, exercisable at \$0.25 expiring 31 August 2015 (i)	17,000,000	2,482,000	85,000
Issue of free attaching options in November 2012 exercisable at \$0.50 expiring 15 December 2015 (ii)	500,000	-	-
Exercise of 11,656,638 \$0.25 options expiring 30 June 2013	(11,656,638)	-	(55,862)
Balance at 30 June 2013	26,710,043	2,482,000	129,138

- (i) 17 million options, expiring on 31 August 2015, issued to Altius Minerals Corporation, as part of the agreement to acquire the Snelgrove Lake Project. The Company received \$0.005 per option issued (\$85,000). The fair value of options issued was estimated at the date of grant using the Black-Scholes option pricing model. The following table sets out the assumptions made in determining the fair value of the options granted.

Effective grant date (date of purchase agreement)	30 July 2012
Dividend yield	0.00%
Expected volatility	80%
Risk-free interest rate	2.43%
Option exercise price (post consolidation basis)	\$0.25
Expected life (years)	2.76
Share price on effective date of grant (post-consolidation basis)	\$0.28

- (ii) In November 2012, the Company issued 6 million fully paid ordinary shares at \$0.225 with a 1 for 12 free attaching unlisted options exercisable at \$0.50, expiring on 15 December 2013, to professional 708 investors, which raised 1,350,000.

At the 30 June 2013, the unissued shares of the Company under option were as follows:

Grant Date	Date of Expiry	Exercise Price	Number of Options
19 Jul 2011	30 Jun 2013 **	\$0.25	9,210,043
07 Nov 2012	31 Aug 2015	\$0.25	17,000,000
30 Nov 2012	15 Dec 2013	\$0.50	500,000

** All of these options were exercised subsequent to year end (Note 24)

	2013 \$	2012 \$
NOTE 13. ACCUMULATED LOSSES		
Accumulated losses at beginning of year	(5,829,330)	(5,609,824)
Total comprehensive income for the year	(1,430,685)	(219,506)
Accumulated losses at end of year	(7,260,015)	(5,829,330)

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NOTE 14: RECONCILIATION OF OPERATING LOSS AFTER INCOME TAX TO NET CASH OUTFLOW FROM OPERATING ACTIVITIES

	2013	2012
	\$	\$
Operating (loss) after tax	(1,430,685)	(219,506)
<i>Non-cash items:</i>		
Depreciation and amortisation	724	8,838
Exploration costs written off	4,157	-
Unrealised FX gain/(loss)	26,095	-
Acquisition related costs	688,217	-
<i>Changes in assets and liabilities:</i>		
Decrease / (increase) in receivables	(14,838)	7,180
Increase in trade and other payables		
relating to operating activities	68,601	8,301
Net cash flows (used in) operating activities	<u>(657,729)</u>	<u>(195,187)</u>

Non-cash Investing and Financing Activities

As outlined at Notes 8 and 12, during the year ended 30 June 2013, 17 million options, expiring on 31 August 2015, were issued to Altius Minerals Corporation, as part of the agreement to acquire the Snelgrove Lake Project ('Project').

Pursuant to the acquisition of the Project, during the year ended 30 June 2013, the Company:

- Assumed the rights and obligations of a \$700,000 loan due to David Argyle** from CIP Magnetite ('CIP Mag'); and
- Lent \$300,000 to CIP Mag Ltd

As at 30 June 2013, CIP Mag had incurred costs of \$781,898 in relation to initial works on the Project. Under the Project acquisition agreements, these costs are deducted from the exploration costs the Company is required to incur in order to acquire the Project. During the financial year, as the costs were incurred by CIP Mag, the Company reduced the loan amount receivable from CIP Mag (Note 7) and charged its deferred exploration and evaluation account (Note 8).

** David Argyle is a related party of Gavin Argyle, who was the sole director of CIP Magnetite Pty Ltd, which controlled CIP Mag prior to the Company's acquisition of CIP Mag subsequent to year end (Note 24).

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NOTE 15. RELATED PARTY DISCLOSURE

(a) Key Management Personnel During the Financial Year:

Greg Burns	Non-Executive Chairman (appointed 21 November 2012, resigned 13 August 2013)
Neville Bassett	Non-Executive Director (resigned 13 August 2013)
Robert Hyndes	Non-Executive Director and Company Secretary (resigned 13 August 2013)
Gary Castledine	Non-Executive Chairman (resigned 21 November 2012)

Summarised Remuneration of Key Management Personnel

Summary of key management personnel remuneration in the following categories are as follows:

	2013 \$	2012 \$
Short-term employee benefits	140,267	108,000
Post employment benefits	2,625	-
	<u>142,892</u>	<u>108,000</u>

Refer to the Remuneration Report in the Director's Report for detailed compensation disclosure on key management personnel.

(b) Key Management Personnel Equity Holdings

<i>Ordinary Shares Held by:</i>	Balance at 30 June 2012	5 for 1 share consolidation	Bal. at date of appointment	Bal. at date of resignation	Balance at 30 June 2013
Greg Burns(i)	N/A	N/A	66,667	N/A	66,667
Neville Bassett	3,425,000	(2,740,000)	N/A	N/A	685,000
Robert Hyndes	900,000	(720,000)	N/A	N/A	180,000
Gary Castledine(ii)	6,099,699	(4,879,758)	N/A	1,219,941	N/A
	<u>10,424,699</u>	<u>(8,339,758)</u>	<u>66,667</u>	<u>1,219,941</u>	<u>931,667</u>

<i>Options Over Ordinary Shares Held by:</i>	Balance at 30 June 2012	5 for 1 option consolidation	Bal. at date of appointment	Bal. at date of resignation	Balance at 30 June 2013
Greg Burns (i)	N/A	N/A	66,667	N/A	66,667
Neville Bassett	2,030,000	(1,622,500)	N/A	N/A	407,500
Robert Hyndes	900,000	(720,000)	N/A	N/A	180,000
Gary Castledine (ii)	3,705,252	(2,964,201)	N/A	741,051	N/A
	<u>6,635,252</u>	<u>(5,306,701)</u>	<u>66,667</u>	<u>741,051</u>	<u>654,167</u>

(i) Greg Burns was appointed on 21 November 2012

(ii) Gary Castledine resigned on 21 November 2012

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<i>Ordinary Shares Held by:</i>	Balance at 30 June 2011	Bal. at date of appointment	Additions	Bal. at date of resignation	Balance at 30 June 2012
Greg Burns	N/A	N/A	N/A	N/A	N/A
Neville Bassett	3,425,000	N/A	-	N/A	3,425,000
Robert Hyndes	900,000	N/A	-	N/A	900,000
Gary Castledine	6,099,699	N/A	-	N/A	6,099,699
	10,424,699	-	-	-	10,424,699

<i>Options Over Ordinary Shares Held by:</i>	Balance at 30 June 2011	Bal. at date of appointment	Additions	Bal. at date of resignation	Balance at 30 June 2012
Greg Burns	N/A	N/A	N/A	N/A	N/A
Neville Bassett	2,030,000	N/A	-	N/A	2,030,000
Robert Hyndes	900,000	N/A	-	N/A	900,000
Gary Castledine	3,705,252	N/A	-	N/A	3,705,252
	6,635,252	-	-	-	6,603,252

(c) Related Party Transactions

During the financial year, fees of \$57,314 (2012: \$25,616) were paid to Atlas Partners Pty Ltd, of which Mr Hyndes is the principal, for accounting, secretarial and tenement administration. Atlas Partners Pty Ltd also received \$18,000 (2012: \$21,000) for rent and office running costs. All transactions were at market rates.

During the financial year, Corporate advisory fees of \$250,000 (2012: Nil) and a placement fee of \$141,075 (2012: Nil) was paid to Capital Investments Partners Pty Ltd of which Greg Burns is a director (and shareholder?).

During the financial year, a corporate advisory fee of \$100,000 (2012: Nil) and a placement fee of \$51,975 (2012: Nil) was paid to Indian Ocean Capital Pty Ltd of which Mr Castledine is a director and shareholder.

Greg Burns, who was non-Executive Chairman of the Company from 21 November 2012 to 13 August 2013, was the sole director of CIP Magnetite Ltd ('CIP Mag') during the year ended 30 June 2013. The Company's transactions with CIP Mag during the year ended 30 June 2013 are outlined at Notes 7, 8, and 14.

	2013	2012
NOTE 16. EARNINGS PER SHARE	No	No
Weighted average number of ordinary shares outstanding during the year used in the calculation of basic earnings per share.	41,021,409	26,066,896 **
Consolidated net loss for the financial year	1,430,685	219,506

As at 30 June 2013, 26,710,043 (2012: 104,333,346 – pre consolidated) options were outstanding. These are not considered to have a dilutive effect on loss from continuing ordinary operations.

** On 7 November 2012, the Company consolidated its share capital on a 5 for 1 basis. The weighted average number of ordinary shares for the prior year has thus been amended so that comparison of loss per share between the current and prior year is more meaningful.

NOTE 17. FINANCIAL RISK MANAGEMENT & INSTRUMENTS

Overview

The Group has an exposure to the following risks from their use of financial instruments:

- credit risk
- liquidity risk
- market risk

This note presents information and quantitative disclosures about the Group exposure to each of the above risks, their objectives, policies and processes for measuring and managing risk, and the management of capital.

The board of directors has overall responsibility for the establishment and oversight of the risk management framework. Risk management policies are established to identify and analyse the risks faced by the Group to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities.

(i) Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's trade and other receivables and cash and cash equivalents. The only significant concentration of credit risk for the Group is the cash and cash equivalents held with financial institutions. All material deposits are held with the major Australian banks for which the Board evaluate credit risk to be minimal.

Exposures to credit risk

The carrying amount of the Group financial assets represents the maximum credit exposure and was as follows at the reporting date:

	2013 \$	2012 \$
Current financial assets		
Cash and cash equivalents	3,608,834	1,080,208
Trade and other receivables	24,608	9,770
Total financial assets	<u>3,633,442</u>	<u>1,089,978</u>

(ii) Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's approach to managing liquidity is to ensure as far as possible it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

The Group manages liquidity risk by maintaining adequate reserves and continuously monitoring forecast and actual cash flows.

The Group ensures that it has sufficient cash on demand to meet expected operational expenses for a period of 60 days, including the servicing of financial obligations; this excludes the potential impact of extreme circumstances that cannot reasonably be predicted, such as natural disasters.

The following are the contractual maturities of financial liabilities, including estimated interest payments and excluding the impact of netting arrangements:

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	Carrying amount \$	Contractual cash flows \$	Within 1 year \$
Consolidated 2013			
Trade and other payables	249,808	249,808	249,808
2012			
Trade and other payables	41,811	41,811	41,811

(iii) Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, equity prices and interest rates will affect the Group's income or the value of its holdings of financial instruments. The objective of the market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

Currency risk

The Group is exposed to currency risk on purchases and bank balances that are denominated in a currency other than the Group's functional currency of Australia dollar (AUD), namely the Canadian dollar (CAD) and US dollar (USD).

The Group has not entered into any derivative financial instruments to hedge such transactions and anticipated future receipts or payments that are denominated in a foreign currency. The Group's investment in its controlled entity is not hedged as this currency position is considered to be long term in nature.

Exposure to currency risk

The Group's exposure to foreign currency risk at balance sheet date was as follows (in AUD).

	USD	CAD
2013		
Cash and cash equivalents	1	474,615
2012		
Cash and cash equivalents	3,070	-

Currency risk sensitivity analysis

A 10.00% strengthening of the AUD against the following currencies at 30 June 2013 would have decreased equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant. The analysis is performed on the same basis for 2012.

	Equity	Profit or loss
2013		
USD	-	-
CAD	47,462	47,426
2012		
USD	307	307
CAD	-	-

A 10.00% weakening of AUD against the above currencies at 30 June 2013 would have had the equal but opposite effect on the above currencies to the amounts shown above, on the basis that all other variables remain constant.

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Interest rate risk

The Group does not have any external borrowings at statement of financial position date. Hence the board is of the opinion that the Group's exposure to interest rate risk is limited.

At the reporting date the interest rate profile of the Group and Company's interest bearing financial instruments was:

	Carrying amount	
	2013	2012
	\$	\$
Fixed rate instruments		
Cash and cash equivalents	-	-
Variable rate instruments		
Cash and cash equivalents **	3,608,834	1,080,208

** Weighted average interest rate as at 30 June 2013 of 2.5%.

Fair value sensitivity analysis for fixed rate instruments

The Group does not account for any fixed rate financial assets at fair value through profit or loss. Therefore a change in interest rates at the reporting date would not affect profit or loss.

Cash flow sensitivity analysis for variable rate instruments

A change of 1.00% in interest rates at the reporting date would have an immaterial impact on the equity and profit or loss of the Group and Company.

Equity price risk

The Group is not exposed to equity price risk as it has had no equity security investments.

(iv) Capital management

The Group's objectives when managing capital are to safeguard its ability to continue as a going concern, so as to maintain a strong capital base sufficient to maintain future exploration and development of its projects. In order to maintain or adjust the capital structure, the Group may issue new shares or sell assets to reduce debt. The Group's focus has been to raise sufficient funds through equity to fund exploration and evaluation activities. The Group monitors capital on the basis of the gearing ratio; however there are no external borrowings as at balance date.

There were no changes in the Group's approach to capital management during the year. Risk management policies and procedures are established with regular monitoring and reporting. The Group is not subject to externally imposed capital requirements.

(v) Fair value

The fair value of financial assets and liabilities equates to the carrying values shown in the Consolidated Statement of Financial Position.

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NOTE 18. SEGMENT INFORMATION

The Group operates in one business segment being mineral exploration. The Group operates in three geographical locations being Australia, Canada and Mozambique. As the Group is focused on exploration, the Board monitors the Group based on actual versus budgeted exploration expenditure incurred by area of interest. The internal reporting framework is the most relevant to assist the Board with making decisions regarding this Group and its ongoing exploration activities, while also taking into consideration the results of exploration work that has been performed to date.

		2013 \$	2012 \$
Reportable segment loss	Mozambique	(4,157)	(28,583)
	Canada	(688,217)	-
		<u>(692,374)</u>	<u>(28,583)</u>
Reconciliation of reportable segment loss to group loss before tax			
Reportable segment loss		(692,374)	(28,583)
Interest		84,721	48,307
Corporate expenses		(823,032)	(239,230)
Loss before tax		<u>(1,430,685)</u>	<u>(219,506)</u>
Reportable segment assets			
	Australia	3,201,211	1,109,074
	Canada	8,019,987	-
	Mozambique	-	7,779
		<u>11,221,198</u>	<u>1,116,853</u>

Basis of accounting for purposes of reporting by operating segments

1. Accounting Policies adopted

Unless otherwise stated, all amounts reported to the Board of Directors, being the chief decision makers with respect to operating segments, are determined in accordance with accounting policies that are consistent to those adopted in the annual financial statements of the Group.

2. Inter-segment transaction

Corporate charges are allocated to reporting segments based on an estimation of likely consumption of certain head office expenditure that should be used in assessing segment performance.

3. Segment Assets

Segment assets are clearly identifiable on the basis of their nature and physical location.

NOTE 19. CONTINGENT LIABILITIES

The Directors are of the opinion that there are no contingent liabilities as at 30 June 2013 (2012: Nil).

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	2013 \$	2012 \$
NOTE 20. AUDITOR'S REMUNERATION		
Audit and review of financial statements	31,500	23,000
Other professional services **	10,800	-
Total Auditor's Remuneration	42,300	23,000

** Relates to the preparation of an Investigating Accountants Report.

NOTE 21. OPERATING COMMITMENTS

Operating lease commitments

The property lease is on a short-term basis, payable monthly in advance with a month term of notice. The lease is reviewed on an annual basis.

NOTE 22. CONTROLLED ENTITIES

Mamba GoldFields Pty Ltd

Country of Incorporation: Australia
Percentage Owned: 100% (2012: 100%)

Mambas Minerais Limitada

Country of Incorporation: Mozambique
Percentage Owned: 97.5% (2012: 97.5%)

The remaining 2.5% is held by Mozambique residents.

	2013 \$	2012 \$
NOTE 23. PARENT ENTITY INFORMATION		
Current assets	3,608,790	1,082,200
Non-current assets	7,587,711	26,153
Total Assets	11,196,501	1,108,353
Current liabilities	1,247,505	41,813
Total liabilities	1,247,505	41,813
Net assets	9,948,996	1,066,540
Issued capital	14,602,904	6,804,372
Reserves	2,611,138	100,000
Accumulated losses	(7,265,046)	(5,837,832)
Total Equity	9,948,996	1,066,540
Loss of parent entity	(1,427,214)	(212,771)
Total comprehensive loss of the parent entity	(1,427,214)	(212,771)

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NOTE 24. EVENTS SUBSEQUENT TO BALANCE DATE

Subsequent to balance date, the following events occurred;

- The Company raised \$1,577,862 from the exercise of 6,311,451 listed options at \$0.25 and a further \$724,648 before costs from the underwriter of the shortfall for the remaining 30 June 2013 listed options at \$0.25.
- The Company exercised its option to acquire CIP Magnetite Ltd, the holder of the option to acquire the Snelgrove Lake Project. Pursuant to the terms of the exercise, at settlement in August, Mamba issued 32,000,000 Performance Shares to the vendor shareholders. The performance shares to be issued convert to ordinary shares on the satisfaction of various milestones.
- On 13 August 2013, Mr Michael O’Keeffe, Mr Niall Lenahan and Mr Richard Wright were appointed to the Board and Mr Greg Burns, Mr Robert Hyndes and Mr Neville Bassett resigned from the Board.
- On 13 August 2013, Mr Niall Lenahan was appointed as Company Secretary and Mr Robert Hyndes resigned as Company Secretary.

Other than the above, there are no other matters or circumstances that have arisen since 30 June 2013 that have or may significantly affect the operations, results, or state of affairs of the Company or Group in future financial years.

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STOCK EXCHANGE INFORMATION

The additional information set out below relates to shares and options as at 20 September 2013

DISTRIBUTION OF EQUITY SECURITY HOLDERS

Size of Holding	Ordinary Shares
1 to 1,000	61
1,001 to 5,000	178
5,001 to 10,000	107
10,001 to 100,000	245
100,000 and over	95
	686

61 shareholders held less than a marketable parcel of ordinary shares at 20 September 2013

ORDINARY SHARES

SUBSTANTIAL SHARE HOLDERS

Name	Ordinary Shares	% of Issued Capital
Gavin John Argyle	7,276,188	12.35%
David Brian Argyle	4,934,129	8.37%
Hilton Darren Nathanson	4,288,890	8.63%
WMO Welcome Pty Limited <O'Keeffe Super>	3,500,000	7.04%

VOTING RIGHTS

All ordinary shares issued by the Company carry one vote per share without restriction.

TWENTY LARGEST SHAREHOLDERS

	Name of Shareholder	No of Shares	%
1.	PERSHING AUST NOM PL BLACKSWAN A/C	4,934,129	6.99
2.	NATHANSON HILTON DARREN	4,288,890	6.08
3.	WMO WELCOME PL O'KEEFFE S/F A/C	3,500,000	4.96
4.	UBS WEALTH MGNT AUST NOM	3,062,835	4.34
5.	ARGYLE GAVIN JOHN GAVIN ARGYLE FAM A	3,013,364	4.27
6.	FLEUBAIX PL S/F A/C	1,800,000	2.55
7.	NATIONAL NOM LTD	1,730,466	2.45
8.	HAYEEM GILAD DAVID	1,555,554	2.20
9.	QUARTZ MOUNTAIN MINING PL BASS FAM A/C	1,505,000	2.13
10.	BASS CHARLES METECH NO2 S/F A/C	1,480,000	2.10
11.	GAB SUPER FUND PL	1,423,334	2.02
12.	ZERO NOM PL	1,422,223	2.02
13.	GAB SUPER FUND PL GAB SUPER A/C	1,417,823	2.01
14.	ROWE ANGELA MAREE ROWE INV A/C	1,250,000	1.77
15.	RESOURCEFUL INV PL	1,165,000	1.65
16.	PATOIR JOSEPHINE K	1,155,000	1.64
17.	MANDEVILLA PL	1,022,500	1.45
18.	FRANCO MICHAEL LMR FRANCO UNIT A/C	1,000,000	1.42
19.	RPM SUPER PL RPM S/F A/C	991,667	1.41
20.	TT NICHOLLS PL NICHOLLS SUPER A/C	978,699	1.39
		38,696,484	54.85%

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SCHEDULE OF TENEMENTS

<i>Lease</i>	<i>Lease Status</i>	<i>Project</i>	<i>Holders</i>
E77/1896	Granted	Ennuin	Mamba Goldfields Pty Ltd
E77/1897	Granted	Ennuin	Mamba Goldfields Pty Ltd
P77/4041	Application	Ennuin	Mamba Goldfields Pty Ltd
P77/4042	Application	Ennuin	Mamba Goldfields Pty Ltd

CORPORATE GOVERNANCE STATEMENT

In recognising the need for the highest standards of corporate behaviour and accountability, the Directors of Mamba have adhered to the principles of corporate governance. A description of the main corporate governance practices is set out below. Unless otherwise stated, the practices were in place for the entire year.

Board of Directors

The Board of Directors of the Company is responsible for the corporate governance of the Company. The Board guides and monitors the business and affairs of the Company on behalf of shareholders by whom they are elected and to whom they are accountable.

As the Board acts on behalf of shareholders, it seeks to identify the expectations of shareholders, as well as other ethical expectations and obligations. In addition, the Board is responsible for identifying areas of significant business risk and ensuring arrangements are in place to adequately manage those risks.

The primary responsibilities of the Board include:

- formulation and approval of strategic direction, objectives and goals of the Company;
- monitoring the financial performance of the Company, including approval of the Company's financial statements;
- ensuring that adequate internal control systems and procedures exist and that compliance with these systems and procedures is maintained;
- the identification of significant business risk and ensuring that such risks are adequately managed;
- the review of performance and remuneration of Executive Directors; and
- the establishment and maintenance of appropriate ethical standards.

Due to the minimal nature of the Company operations, Mamba did not engage full time management personnel during the year ended 30 June 2013 and the role of Chief Executive Officer and the associated responsibilities of the operations and administration of the Company is carried out by the director, Greg Burns at the Direction of the Board. The Company's operational performance is assessed on an ongoing basis by the Board, to ensure that the operation and administration of the Company are being performed in alignment with expectations and risks identified by the Board.

Independent Directors

In accordance to ASX Guidelines it is considered that all of the Directors of the Company during the year ended 30 June 2013 meet the criteria of an Independent Director. On the 13 August 2013 a new Board was appointed, with Mr Niall Lenahan and Richard Wright considered to be Independent Directors.

Communication to Market & Shareholders

The Board aims to ensure that shareholders, on behalf of whom they act, are informed of all information necessary to assess the performance of the Directors and the Company. Information is communicated to shareholders and the market through:

- the Annual Report which is distributed to all shareholders;
- the periodic reports which are lodged with ASX and available for shareholder scrutiny;
- other announcements made in accordance with ASX Listing Rules;
- special purpose information memoranda issued to shareholders as appropriate; and
- the Annual General Meeting ("AGM") and other meetings called to obtain approval for Board action as appropriate.

Board Composition

When the need for a new Director is identified, selection is based on the skills and experience of perspective Directors, having regard to the present and future needs of the Company. Any Director so appointed must then stand for election at the next Annual General Meeting of the Company.

Terms of Appointment as a Director

The constitution of the Company provides that a Director may not retain office for more than three calendar years or beyond the third Annual General Meeting following his or her election, whichever is longer, without submitting for re-election. One third of the Directors must retire each year and are eligible for re-election. The Directors who retire by rotation at each Annual General Meeting are those with the longest length of time in office since their appointment or last election.

Workplace Diversity Policy

Diversity includes, but is not limited to, gender, age, ethnicity and cultural background. The Company is committed to diversity and recognises the benefits arising from employee and board diversity and the importance of benefiting from all available talent. Accordingly, the Company has established a diversity policy which is available on the Company's website.

The Board has a commitment to promoting a corporate culture that is supportive of diversity and encourages the transparency of Board processes, review and appointment of Directors. The Board is responsible for developing policies in relation to the achievement of measurable diversity objectives and the extent to which they will be linked to the Key Performance Indicators for the Board and senior executives.

The Company's strategies may include:

- recruiting from a diverse range of candidates for all positions, including senior executive roles and Board positions;
- reviewing pre-existing succession plans to ensure that there is a focus on diversity;
- encourage female participation across a range of roles across the Company;
- review and report on the relative proportion of women and men in the workforce at all levels of the Company;
- articulate a corporate culture which supports workplace diversity and in particular, recognizes that employees at all levels of the Company may have domestic responsibilities;
- develop programs to encourage a broader pool of skilled and experienced senior management and Board candidates, including, workplace development programs, mentoring programs and targeted training and development; and
- any other strategies that the Board or the Nomination Committee develops from time to time.

Board Committee

In view of the current size of the Company and the nature of its activities, the audit, nomination and remuneration committees currently comprise all members of the Board. Therefore effectively audit matters, the nomination of new Directors and the setting, or review, of remuneration levels of Directors and senior executives are reviewed by the Board as a whole and approved by resolution of the Board (with abstentions for relevant Directors where there is a conflict of interest). Where the Board considers that particular expertise or information is required, which is not available from within the Board, appropriate external advice may be taken and received prior to a final decision being made by the Board.

Remuneration

The Constitution of the Company provides that the non-executive Directors may collectively be paid as remuneration for their services a fixed sum not exceeding the aggregate maximum sum per annum from time to time determined by the Company in general meeting. The current aggregate maximum is \$150,000. A Director may be paid fees or other amounts as the Directors may determine where a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a director. A Director may also be reimbursed for out of pocket expenses incurred as a result of their directorship or any special duties.

Independent Professional Advice

Directors have the right, in connection with their duties and responsibilities as Directors, to seek independent professional advice at the Company's expense. Prior approval of the Chairman is required, which will not be unreasonably withheld.

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Share Trading

The Board has adopted a Securities Trading Policy, which complies with the requirements of Listing Rule 12.12, which regulates dealings by Directors, officers and employees in securities issued by the Company.

The policy, which is available on the Company's website, includes the Company's closed periods, restrictions on trading that apply to the Company's key management personnel, trading that is not subject to the policy, exceptional circumstances in which key management personnel may be permitted to trade during a prohibited period with prior written clearance and the procedure for obtaining written clearance. The policy provides that employees, directors and officers must not enter into transactions or arrangements, which operate to limit the economic risk of their security holding in the Company without first seeking and obtaining written acknowledgement from the Board.

Code of Conduct

In view of the size of the Company and the nature of its activities, the Board has considered that an informal code of conduct is appropriate to guide executives, management and employees in carrying out their duties and responsibilities.

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MAMBA MINERALS LIMITED CORPORATE GOVERNANCE STATEMENT

In fulfilling its obligations and responsibilities to its various stakeholders, the Board of Mamba Minerals Limited ("Company") is a strong advocate of corporate governance. The Board has adopted corporate governance policies and practices consistent with the ASX Corporate Governance Council's "Corporate Governance Principles and Recommendations 2nd edition" (Recommendations) where considered appropriate for a company of the Company's size and nature.

Principal No	Recommendation	Compliance	Reason for Non-compliance
1.1	Establish the functions reserved to the Board and those delegated to senior executives and disclose those functions.	The Board has adopted a formal board charter setting out the responsibilities of the Board. This charter can be accessed at the Company's website.	Not applicable
1.2	Disclose the process for evaluating the performance of senior executives.	The Board will meet annually to review the performance of executives. The senior executives' performance is assessed against the performance of the Company as a whole. The Board has adopted a board performance evaluation policy which can be accessed at the Company's website.	Not applicable
1.3	Provide the information indicated in the Guide to reporting on Principal 1.	The information will be disclosed in the Annual Report.	Not applicable
2.1	A majority of the Board should be independent Directors.	The Board has considered the guidance to Principle 2: <i>Structure the Board to Add Value</i> and in particular, Box 2.1, which contains a list of "relationships affecting independent status". The Board comprises of 3 Directors, 2 of which are considered to be Independent in accordance to the relevant ASX Guidelines.	Not applicable
2.2	The chair should be an independent Director.	The Company's current Chairman Mr. Michael O'Keeffe is not considered to be an Independent Director.	Mr O'Keeffe has significant experience and knowledge of the mining industry, corporate and operating matters of the Company and the Board therefore believes he is an appropriate Chairman given the size and development of the Company at the present time.
2.3	The roles of Chair and Chief Executive Officer should not be exercised by the same individual.	The Company's Chairman and Chief Executive Officer is not the same person.	Not applicable
2.4	The Board should establish a nomination committee.	The Company currently has a Remuneration and Nomination Committee. This charter can be assessed at the Company's website.	Not applicable.

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Principal No	Recommendation	Compliance	Reason for Non-compliance
2.4 (Cont.)			
2.6	Provide the information indicated in the Guide to reporting on Principle 2.	The skills, experience and expertise relevant to the position held by each Director will be disclosed in the Directors' Report which forms part of the Annual Report. The Directors are entitled to take independent professional advice at the expense of the Company. The period of office held by each Director will be disclosed in the Directors' Report which forms part of the Annual Report. A statement will be included in the Annual Report as to the mix of skills and diversity for which the Board is looking to achieve in membership of the Board.	Not applicable
3.1	Establish a code of conduct and disclose the code for a summary of the code as to: - the practice necessary to maintain confidence in the Company's integrity; - the practices necessary to take into account their legal obligations and the reasonable expectations of their stakeholders; - the responsibility and accountability of individuals for reporting and investigating reports of unethical practices.	The Company has adopted a Code of Conduct, which can be accessed at the Company's website.	Not applicable
3.2	Establish a policy concerning diversity and disclose the policy or a summary of that policy.	The Company has adopted a Diversity Policy, which can be accessed at the Company's website.	Not applicable
3.3	Disclose in each annual report the measurable objectives for achieving gender diversity set by the Board in accordance with the diversity policy and progress towards achieving them.	The information will be disclosed in the Annual Report.	Due to the current size, nature and scale of the Company's activities the Board has not yet developed objectives regarding gender diversity. As the size and scale of the company grows the Board will set and aim to achieve gender diversity objectives as director and senior executive positions become vacant and appropriately qualified candidates become available.

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Principal No	Recommendation	Compliance	Reason for Non-compliance
3.4	Companies should disclose in each annual report the proportion of women employees in the whole organization, women in senior executive positions and women on the Board.	The information will be disclosed in the Annual Report.	At the date of this report the Company has 1 male executive, 50% of employees are women and no women are currently represented on the Board.
3.5	Provide the information indicated in the Guide to reporting on Principle.	The information will be disclosed in the Annual Report.	Not applicable
4.1	The Board should establish an audit committee.	The Board has established an audit committee.	Not applicable
4.2	The audit committee should be structured so that it: • consists only of Non-Executive Directors; • consists of a majority of independent Directors; • is chaired by an independent chair, who is not chair of the Board; • has at least three members.	The audit committee fulfils these criteria.	Not applicable.
4.3	The audit committee should have a formal charter.	The formal charter can be accessed at the Company's website.	Not applicable
4.4	Provide the information in the Guide to reporting on Principle 4.	The audit committee will meet twice in each year, before sign off of the annual and half year financial statements.	Not applicable
5.1	Establish written policies and procedures designed to ensure compliance with ASX Listing Rule disclosure requirements and to ensure accountability at a senior executive level for that compliance and disclose those policies or a summary of those policies.	The Company has adopted a Continuous Disclosure Policy which can be accessed at the Company's website.	Not applicable
5.2	Provide the information indicated in the Guide to reporting on Principle 5.	The information will be disclosed in the Annual Report.	Not applicable
6.1	Design a communications policy for promoting effective communication with shareholders and encouraging their participation at general meetings and disclose that policy or a summary of that policy.	The Company has adopted a Shareholder Communications Policy which can be accessed at the Company's website.	Not applicable
6.2	Provide the information indicated in the Guide to reporting on Principle	The information will be disclosed in the Annual Report.	Not applicable

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Principal No	Recommendation	Compliance	Reason for Non-compliance
7.2	The Board should require management to design and implement the risk management and internal control system to manage the Company's material business risks and report to it on whether those risks are being managed effectively. The Board should disclose that management has reported to it as to the effectiveness of the Company's management of its material business risks.	The technical director reports to the board regularly on the areas he is responsible for, including material business risks and provides an annual written report to the Board summarising the effectiveness of the Company's management of material business risks.	Not applicable
7.3	The Board should disclose whether it has received assurance from the Chief Executive Officer (or equivalent) and the Chief Financial Officer (or equivalent) that the declaration provided in accordance with section 295A of the Corporations Act is founded on a sound system of risk management and internal control and that the system is operating effectively in all material respects in relation to financial reporting risks.	The Board will receive assurance in the form of a declaration from the chairman of the audit committee as required by the Corporations Act.	Due to the size of the company and its early stage of development, a chief executive officer and chief financial officer have not been appointed by the directors.
7.4	Companies should provide the information indicated in the Guide to reporting on Principle 7.	The information will be disclosed in the Annual Report.	Not applicable
8.1	The Board should establish a remuneration committee.	The Company has established a remuneration and nomination committee.	Not applicable.
8.2	The Remuneration Committee should be structured so that it: • consists of a majority of independent directors; • is chaired by an independent director; and • has at least three members.	The remuneration and nomination committee fulfils these criteria.	Not applicable.
8.3	Companies should clearly distinguish the structure of Non-Executive Directors' remuneration from that of Executive Directors and senior executives.	The structure of non-executive Directors' remuneration is clearly distinguished from that of Executive Directors and senior executives, as described in the Directors' Report which forms part of the Company's Annual Report.	Not applicable
8.4	Companies should provide the information indicated in the Guide to reporting on Principle 8.	The information will be disclosed in the Annual Report.	Not applicable