Magnum Mining and Exploration Limited

A.B.N. 70 003 170 376

Annual report
Year ended 31 December 2013

Contents

Corporate Directory

Directors
G M Button
D F Lynton-Brown
M McMahon

Company Secretary
G M Button

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Stock exchange listing
Magnum Mining and Exploration Limited shares are listed on the Australian Securities Exchange under the code MGU.

The Company is limited by shares, incorporated and domiciled in Australia.

Website address
www.mmel.com.au

Review of Operations and Activities

Operations

Tantalite Valley Project, Namibia

The Tantalite Valley Tantalum project is located on Mining Licence 77, located near Karasburg and Warmbad, within the magisterial district of Karas in southern Namibia.

Since acquiring the project in 2007, the Company has undertaken various exploration and evaluation activities to increase the understanding of the project, and to plan for development activities.

During the past year, the Company has continued to hold discussions with various parties interested in developing the project but has to date been unable to find a suitable investor.

Option to acquire Brazilian Iron Ore Project

The Company announced on 26 September 2011, that it had entered into an option and exclusivity agreement (**Option Agreement**) pursuant to which OCRA Trustees (Seychelles) Limited (as trustee of Global Trust) granted to Magnum an irrevocable exclusive option to acquire all of the fully paid issued shares in Irongates (Aust) Pty Ltd (**IAPL**).

IAPL holds 100% of the issued capital in Gates Minerals Pty Ltd (**GMPL**). IAPL also holds 99% of Irongates Brasil Recursos Minerais Ltda (a company registered in Sao Paulo) (**IBRML**) and GMPL holds the remaining 1% in IBRML.

IBRML holds contractual rights to acquire Emicon Mineracao Terraplenagem Ltda's (**Emicon**) iron ore project in Brazil (**Brazilian Iron Ore Project**).

On 13 April 2012 the Company exercised its option in accordance with the terms of the Option Agreement. However notwithstanding the exercise of the Option, the acquisition remained subject to Magnum being satisfied (in its sole and absolute discretion) with the results of its due diligence investigations into IAPL, GMPL, IBRML and the Brazilian Iron Ore Project.

On 8 March 2013 the Company announced that it had resolved to terminate negotiations and not to pursue the negotiation of a formal agreement for the acquisition of the shares in IAPL due to the following:

- Magnum had been unable to complete its due diligence investigations into IAPL, GMPL, IBRML and the Brazilian Iron Ore Project due to a dispute between IBRML and Emicon over IBRML's contractual rights to acquire the Brazilian Iron Ore Project; and
- the results of the due diligence investigations into IAPL, GMPL, IBRML and the Brazilian Iron Ore Project that Magnum had completed had not been satisfactory.

Acquisition of the Gravelotte Emerald Project in South Africa

The Company announced on 28 January 2014 that it has signed a binding agreement (**Binding Agreement**) to acquire 100% of the issued shares in GEM Venus Holdings (Pty) Ltd (GEM Venus) for consideration of R8,500,000 ($A equivalent approximately $A860,000 based on the current exchange rate). The vendors of GEM Venus will also be issued, in aggregate, 20 million shares in Magnum (having an aggregate market value of approximately $A260,000 based on current share price) on the earlier of the commencement of economic production at the Gravelotte Project and two years from completion.

Review of Operations and Activities (continued)

Acquisition of the Gravelotte Emerald Project in South Africa (continued)

GEM Venus is the owner of the Gravelotte Project which comprises a mining lease in respect of emeralds and on-site infrastructure. Under the Binding Agreement, the vendors (who also hold legal title to the land underlying the Gravelotte Project) have also agreed to enter into a long term lease agreement with GEM Venus which will provide Magnum with all access and rights required for on-going exploration and development at the Gravelotte Project. The Binding Agreement requires the vendors to assist Magnum in undertaking further due diligence enquiries and the transaction is conditional upon the satisfactory completion of those enquiries, as well as other customary conditions precedent.

Gravelotte Project
The Gravelotte Project is located close to the town of Gravelotte in the Limpopo province of South Africa. The Gravelotte Project shares a boundary with the Consolidated Murchison Mine, the oldest known antimony deposit in the world. Emeralds were discovered in the Gravelotte area in 1927 and since then several companies have mined and explored the area for emeralds. From 1929 to 1982 the total recorded emerald production from the Gravelotte Project and areas surrounding the Gravelotte township was reported as nearly 113 million carats. It is reported that during the 1960s the Gravelotte Project was the largest mine of its type in the world, employing over 400 sorters.

During the period from 1978 to 1982 the following plant throughput, consigned emerald and grades were reported for the plant at the Gravelotte Mine:

Figure 1

Year	Source	Plant Throughput (tonne)	Consigned Emerald (gram)	Grade (gram/tonnes)
1978-1982	Production from primary ore	394,686	3,252,152	8.24
1978-1982	Production from tailings and dumps only	73,798	508,423	6.89
1978-1982	Total Production	468,484	3,760,575	8.03

The host rocks are 3.3 billion year old Archaean greenstone schists enclosed and intruded by younger Archaean granitic rock and late stage albite-quartz pegmatoids. Emerald mineralisation is closely related to the pegmatoids.

The mine area hosts schists that form a star-shaped outcrop pattern defined by two structural trends and northeast-trending and steep-sided granite bodies. The emerald-bearing zones and their sub-divisions are as follows:

- Cobra – comprising Cobra North, Cobra South and Cobra Underground;
- Discovery – comprising Discovery Pit, Discovery East and Discovery South;
- Beryl Kop – comprising Beryl Kop East and Beryl Kop West; and
- Sable Kop.

Subject to completion of the acquisition, the Company intends to conduct exploration activities to produce a JORC compliant resource estimate as soon as possible. The Project also includes several tailings dumps which may provide an early source of revenue.

Review of Operations and Activities (continued)

Corporate

Passing of Non-Executive Chairman

The Board of Directors of the Company announced with great sadness the passing of Mr. Gerard Nealon, Non-Executive Chairman, on Friday 27 September 2013. The Board and employees of the Company would like to extend their condolences to Gerry's family and express their gratitude for the support and advice he has provided to the Company over the past 7 years.

Mr Darryl Lynton-Brown was appointed interim Non-Executive Chairman on 27 September 2013.

Directors' Report

Your directors present their report on the consolidated entity (referred to hereafter, as the "consolidated entity" or "Group") consisting of Magnum Mining and Exploration Limited and the entities it controlled at the end of, or during, the financial year ended 31 December 2013.

Directors

The names of directors who held office during or since the end of the year and up until the date of this report are as follows:

G M Button
D F Lynton-Brown
M McMahon
G A Nealon (Deceased on 27 September 2013)

Principal Activities

The principal activity of the Group during the financial year was investment in mineral exploration.

Dividends

No dividends have been paid or declared since the start of the financial year and the directors do not recommend the payment of a dividend in respect of the financial year.

Review of operations

Information on the operations and activities of the Group is set out in the review of operations and activities on pages 3 and 4 of this annual report.

Operating result for the year

The consolidated net loss of the Group for the year after income tax benefit was $553,705 (2012: $922,875).

Financial position

As at 31 December 2013, the Group had cash reserves of $1,195,704 (2012: $1,507,867).

Significant changes in the state of affairs

There have been no significant changes in the state of affairs of the Group to the date of this report.

Matters subsequent to the end of the financial year

There have not been any matters that have arisen after balance date that have significantly affected, or may significantly affect, the operations and activities of the Group, the results of those operations, or the state of affairs of the Group in future financial periods other than those detailed below:

Acquisition of the Gravelotte Emerald Project in South Africa
On 28 January 2014, the Company announced that it had signed a binding agreement (Binding Agreement) to acquire 100% of the issued shares in GEM Venus Holdings (Pty) Ltd, including acquisition of the surface and mineral rights in respect of emerald mining and extraction at the Gravelotte Emerald Project, South Africa.

For detailed information on the Acquisition of the Gravelotte Emerald Project in South Africa please refer to the review of operations and activities set out on pages 3 and 4 of the report.

Directors' Report (continued)

Likely developments and expected results

Additional comments on expected results of certain operations of the Group are included in the review of operations and activities.

Environmental legislation

The Group is subject to significant environmental legal regulations in respect to its exploration and evaluation activities in Namibia. There have been no known breaches of these regulations and principles.

Information on directors

G M Button B. Bus. (Acc), C.P.A. *Executive Director*

Experience and expertise

G M Button is a qualified accountant and has significant financial and other commercial management and transactional experience. He was appointed as a director in 2006 and was appointed as CEO of the Company on 16 July 2007. He has over 23 years experience at a senior management level in the resources industry. He has acted as an executive director, managing director, finance director, CFO and company secretary for a range of publicly listed companies.

Other current directorships
Executive director of Sylvania Platinum Ltd
Non-executive director of Ferrum Crescent Ltd

Former directorships in the last 3 years
Non-executive Chairman of Mongolian Resource Corporation Limited (Formerly Alamar Resources Limited) – Resigned 11 April 2011
Non-executive Chairman of Realm Resources Limited (Formerly Morningstar Holdings (Australia) Limited) – Resigned 20 October 2011

Special responsibilities
Chief Executive Officer

Interest in shares and options of the Company and related bodies corporate
3,700,000 ordinary shares (which includes 1,500,000 ordinary shares issued under the Company employee share plan that are subject to restrictions)

D F Lynton-Brown. *Non-Executive Chairman*

Experience and expertise

D F Lynton-Brown has been involved within the Mining Industry for over 40 years. He has predominantly been involved with corporate development and promotional activities relating to a large number and range of business ventures, where he has been most instrumental with their initial establishment activities, along with attracting associated institutional investors.

Other current directorships
None

Former directorships in the last 3 years
None

Directors' Report (continued)

Information on directors (continued)

D F Lynton-Brown *Non-Executive Chairman* (continued)

Special responsibilities
Chairman of the Board

Interest in shares and options of the Company and related bodies corporate
920,000 ordinary shares

M McMahon *Non-Executive Director*

Experience and expertise

M McMahon is a successful Sydney businessman. He has not held any other directorships in the last 3 years.

Special responsibilities
None

Interest in shares and options of the Company and related bodies corporate
No ordinary shares in Magnum Mining and Exploration Limited

Company secretary

Mr Grant Button

Please refer to the above Information on Directors section for further details.

Meetings of directors

During the financial year there were four formal directors' meetings. All other matters that required formal Board resolutions were dealt with via written circular resolutions. In addition, the directors met on an informal basis at regular intervals during the year to discuss the Group's affairs.

The number of meetings of the Company's board of directors attended by each director was:

	Directors' meetings held whilst in office	***Directors' meetings attended***
G M Button	4	4
D F Lynton-Brown	4	4
M McMahon	4	4
G A Nealon (Deceased 27 September 2013)	4	4

Directors' Report (continued)

Indemnification

Insurance of officers

During the financial year, the Company paid premiums to insure the directors and secretary of the Company.

The liabilities insured are legal costs that may be incurred in defending civil or criminal proceedings that may be brought against the officers in their capacity as officers of entities in the Group, and any other payments arising from liabilities incurred by the officers in connection with such proceedings. This does not include such liabilities that arise from conduct involving a wilful breach of duty by the officers or the improper use by the officers of their position or of information to gain advantage for themselves or someone else or to cause detriment to the Company. It is not possible to apportion the premium between amounts relating to the insurance against legal costs and those relating to other liabilities.

Proceedings on behalf of the Company

No person has applied to the Court under section 237 of the *Corporations Act 2001* for leave to bring proceedings on behalf of the Company, or to intervene in any proceedings to which the Company is a party, for the purpose of taking responsibility on behalf of the Company for all or part of those proceedings.

No proceedings have been brought or intervened in on behalf of the Company with leave of the Court under section 237 of the *Corporations Act 2001*.

Remuneration report (audited)

This report outlines the remuneration arrangements in place for key management personnel of the Company for the financial year ended 31 December 2013. The information provided in this remuneration report has been audited as required by Section 308(3C) of the Corporations Act 2001.

The remuneration report details remuneration arrangements for key management personnel ("KMP") who are defined as those persons having authority and responsibility for planning, directing and controlling the major activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

The Key Management Personnel of the Company are the Directors.

Directors

Grant Button (Chief Executive Officer and Company Secretary)

Darryl Lynton-Brown (Non-Executive Chairman)

Michael McMahon (Non-Executive Director)

Gerard Nealon (Non-Executive Chairman) (Deceased 27 September 2013)

Directors' Report (continued)

Remuneration report (continued)

Details of key management personnel's remuneration are set out under the following main headings:

A Principles used to determine the nature and amount of remuneration
B Details of remuneration including Share Based Payment compensation
C Employment contracts of directors

The information provided under headings A-C includes remuneration disclosures that are required under Accounting Standard AASB 124 *Related Party Disclosures*. These disclosures have been transferred from the financial report and have been audited.

A. Principles used to determine the nature and amount of remuneration

The objective of the Group's executive reward framework is to ensure reward for performance is competitive and appropriate for the results delivered. The framework aims to align executive reward with the creation of value for shareholders.

The Board ensures that executive reward satisfies the following key criteria for good reward governance practices:

- competitiveness and reasonableness
- acceptability to shareholders
- performance incentives
- transparency
- capital management

The framework provides a mix of fixed fee, consultancy agreement based remuneration, and share based incentives.

The broad remuneration policy for determining the nature and amount of emoluments of Board members and senior executives of the Company is governed by the Board. The Board's aim is to ensure the remuneration packages properly reflect directors' and executives' duties and responsibilities. The Board assesses the appropriateness of the nature and amount of emoluments of such officers on a periodic basis by reference to relevant employment market conditions with the overall objective of ensuring maximum stakeholder benefit from the retention and motivation of a high quality Board and executive team.

The current remuneration policy adopted is that no element of any director/executive package be directly related to the Company's financial performance. Indeed there are no elements of any director or executive remuneration that are dependent upon the satisfaction of any specific condition. The overall remuneration policy framework however is structured in an endeavour to advance/create shareholder wealth. This policy has not changed over the past eleven (11) financial years.

Directors' Report (continued)

Remuneration report (continued)

A. Principles used to determine the nature and amount of remuneration

Below is a table showing the Company's performance and EPS over the last 4 financial years.

	31 December 2010	31 December 2011	31 December 2012	31 December 2013
Financial year loss - $	(662,192)	(683,847)	(922,875)	(553,705)
Loss per share – cents	(0.42)	(0.42)	(0.54)	(0.32)
Share price - cents	12	4	3	1

B. Details of remuneration including Share Based Payment compensation

In accordance with best practice corporate governance, the structure of non-executive director and executive remuneration is separate and distinct.

Non-executive directors' remuneration

Fees and payments to non-executive directors reflect the demands which are made on, and the responsibilities of, the directors. Non-executive directors' fees and payments are reviewed annually by the Board and are intended to be in line with the market. Directors are not present at any discussions relating to determination of their own remuneration.

The maximum aggregate remuneration for the directors was last determined at the Annual General Meeting held on 31 May 2007, when shareholders approved an aggregate remuneration of $150,000 per year. The amount of aggregate remuneration sought to be approved by shareholders and the manner in which it is apportioned amongst directors is reviewed annually. The Board considers advice from external shareholders as well as the fees paid to non-executive directors of comparable companies when undertaking the annual review process.

Employee share plan
Non-executive directors are encouraged by the Board to hold shares in the Company (purchased on market and in accordance with the Company's approved polices to ensure there is no insider trading). It is considered good governance for directors of a company to have a stake in that company. The non-executive directors of the Company may also participate in the share and option plans as described in this report.

The objective of the Magnum Employee Share Plan is to ensure that the Company has appropriate mechanisms in place to continue to attract and retain the services of suitable directors, consultants and employees. The plans provide an incentive for participants to participate in the future growth of the Company and, upon becoming shareholders in the Company, to participate in the Company's profits and development. There are no performance criteria attached to shares given the Company's projects are currently within an exploration phase.

The key features of the scheme are set out in Note 24.

Directors' Report (continued)

Remuneration report (continued)

B. Details of remuneration including Share Based Payment compensation (continued)

Executive director remuneration

The Company aims to reward executives with a level and mix of remuneration commensurate with their position and responsibilities within the Company and so as to:

- Reward executives for Company, business team and individual performance;
- Align the interests of executives with those of shareholders; and
- Ensure total remuneration is competitive by market standards.

The executive pay and reward framework has the following components:

- Base pay and benefits such as superannuation;
- Short-term performance incentives; and
- Long-term incentives through participation in the Directors and Employees Share Plan.

Remuneration consists of fixed annual remuneration and variable remuneration (comprising short-term and long-term incentive schemes).

Fixed annual remuneration

Fixed annual remuneration is reviewed annually by the Board of Directors. The process consists of a review of relevant comparative remuneration in the market and internally and, where appropriate external advice on policies and practices. The Board of Directors has access to external and independent advice where necessary.

Some of the directors perform at least some executive or consultancy services. However, each director receives a separate fixed fee for their services as a director, as the Board considers it important to distinguish between the executive and non-executive roles held by those individuals.

Variable annual remuneration

Short-term incentives

There are no current short term incentive remuneration arrangements.

Long-term incentives

Retirement allowances for directors
Apart from superannuation payments paid on base director fees there are no retirement allowances for directors.

Details of the remuneration of the key management personnel (as defined in AASB 124 *Related Party Disclosures*) of the Company and the Group for the year ended 31 December 2013 and 2012 are set out in tables 1 and 2 in Section C.

Directors' Report (continued)

Remuneration report (continued)

B. Details of remuneration including Share Based Payment compensation (continued)

Employee share plan

To ensure that the Company has appropriate mechanisms in place to continue to attract and retain the services of suitable directors, consultants and employees, the Company has established a Directors' and Employees' Share Plan (the "Plan"), which was approved by the Shareholders on 31 July 2006 at the Company's Annual General Meeting.

The number of Ordinary Shares that may be offered to a Participant is entirely within the discretion of the Board. The Company does not intend to offer more than 10% of the issued share capital of the Company under the current Plan.

The Board's policy is to remunerate directors at market rates for time, commitment and responsibilities. The Board determines payments to the directors and reviews their remuneration annually, based on market practice, duties and accountability. Independent external advice is sought when required. The maximum aggregate amount of directors' fees that can be paid is subject to approval by shareholders in general meeting, from time to time. Fees for non-executive directors are not linked to the performance of the Company. However, to align directors' interests with shareholders' interests, the directors are encouraged to hold securities in the Company.

The Company's aim is to remunerate at a level that will attract and retain high-calibre directors and employees. Company officers and directors are remunerated to a level consistent with the size of the company. All remuneration paid to directors and executives is valued at the cost to the Company and expensed.

Participants of the Plan are determined by the Board and can be employees and directors of, or consultants to, the Company or a controlled entity. The Board considers length of service, seniority, responsibilities, potential contribution and any other relevant matters in determining eligibility of potential participants.

The issue price for the shares issued under the Plan are not less than the weighted average share price for the last five trading days immediately preceding the offer to the participant.

A participant who is invited to subscribe for shares under the Plan may also be invited to apply for a loan up to the amount payable in respect of the shares accepted by the participant. These loans are to be made on the following terms:

- Applied directly against the issue price of the shares to be acquired under the Plan;
- For a term to be determined by the Board;
- Repayable to the extent of the lesser of the issue price of the relevant shares issued, less any cash dividends applied against the outstanding principal; and the last market sale price of the shares on the date of repayment of the loan;
- The loan must be repaid in full prior to expiry of the loan; and
- The Company will have a lien over the shares in respect of which a loan is outstanding.

The market value of the option implicit in the share issued under the Plan (funded by way of a loan on the conditions noted above), measured using the Black and Scholes option pricing model, is recognised in the financial statements as a share-based payment reserve and as employee benefit costs in the period over which the shares vest.

4,200,000 ordinary shares became unrestricted during the year.

Directors' Report (continued)

Remuneration report (continued)

B. Details of remuneration including Share Based Payment compensation (continued)

Details of employee shares affecting remuneration in the current or future reporting periods are as follows:

Issue date	Share price at grant date	Exercise price	Loan Expiry Date*		Share price at Loan Expiry Date	Vesting period
			Recourse loan	Non-recourse loans		
21 July 2010	$0.10	$0.10		30 June 2014	$0.100	50% after 21 July 2011; 50% after 21 July 2012

No new shares have been provided as remuneration to directors in the current or prior year, under the Employee Share Plan.

*Further details of the loan expiry dates are provided in the share plan summaries below.

June 2007 Share Plan

The Company resolved, on 7 July 2010, to authorise full recourse interest bearing loans to the holders of the shares under the 2007 Share Plan. The terms of the loans are as follows:

(i)	Commencement date	1 July 2010
(ii)	Loan term	2 years
(iii)	Principal repayment	Principal repayment due in full on or before 30 June 2012
(iv)	Interest rate	7.50% per annum
(v)	Interest payable	Due 6 monthly in arrears

On 30 June 2012 the loans were due to expire and the principal in respect of the loans remained unpaid. The Company resolved to extend the loan repayment date until 31 December 2012 in accordance with the terms of the original loan agreements.

In December 2012, the Company notified loan holders a default event will occur under the existing loan agreements in relation to all outstanding principal and interest amounts unpaid as at 31 December 2012.

Under the terms of the loan agreements, loan holders had the option to either:

i. Repay the interest and principal in full; or
ii. Agree to the Company arranging for the sale of the loan holder's shares before applying the proceeds from sale to the outstanding loan balance.

Upon either of the above occurring, the existing loan would be satisfied in full.

Directors' Report (continued)

Remuneration report (continued)

B. Details of remuneration including Share Based Payment compensation (continued)

During the year, all participants of the *June 2007 Share Plan* signed a Deed of Acknowledgement whereby the participant acknowledged and agreed for the Company to engage a broker to sell the shares on ASX on behalf of the participant, with any proceeds from the sale of shares to be applied as repayment of the existing loans owed by the participant. No shares have been sold on market as at the date of this report, however the Company will proceed to sell the shares on market as soon as is reasonably practicable.

The Company has fully impaired the loans owing under this plan within the accounts of the Company as at 31 December 2013.

April 2008 and June 2008 Share Plans

Under the terms of the employee share plans the Company provided loans at the date of issue to fund the full share application amount of the plan shares. Details of the loan terms are noted on pages 13 and14.

On 30 June 2012 the loans were due to expire and the principal in respect of the loans remained unpaid. The Company resolved to extend the loan repayment date until 31 December 2012. The last traded price of the shares on 30 June 2012 was $0.032 per share.

In December 2012, the Company notified loan holders a default event will occur in relation to outstanding loans unpaid as at 31 December 2012. In accordance with the Share Plan, the Company offered employees the option to elect by 31 December 2012 to repay the outstanding loan amount on or before 30 June 2013 in which case the shares would become unrestricted. Alternatively, if an employee did not elect to repay the outstanding loan amount the Company would exercise the right to dispose of the shares in accordance with the Share Plan.

During the financial year, three employees elected to repay their share plan loans whereby $134,400 was received by the Company and 4,200,000 employee shares became unrestricted.

The remainder of participants of the *April 2008 and June 2008 Share Plans* that did not accept the Company's offer to repay their share plan loans signed a Letter of Acknowledgment to confirm that they do not wish to participate in the share plans and understand that the Company reserves the right to dispose of the shares in accordance with the share plans and apply the proceeds against the balance of the loans outstanding. No shares have been sold on market as at the date of this report however the Company will proceed to sell the shares on market as soon as is reasonably practicable.

Directors' Report (continued)

Remuneration report (continued)

C. Employment contracts of directors

The employment arrangements of the directors are not formalised in a contract of employment.

Table 1: Directors' remuneration for the year ended 31 December 2013

2013	***Primary benefits***		***Post-employment benefits***	***Share-based payments***	***TOTAL***	***Performance related %***
Name	***Cash salary and consulting fees***	***Directors' fees***	***Superannuation***	***Equity shares***		
	$	***$***	***$***	***$***	***$***	
G M Button	**-**	**25,000**	**2,281**	**-**	**27,281**	**-**
D F Lynton-Brown	**-**	**25,000**	**2,281**	**-**	**27,281**	**-**
M McMahon	**-**	**25,000**	**2,281**	**-**	**27,281**	**-**
G A Nealon	**-**	**18,613**	**1,690**	**-**	**20,303**	**-**
TOTAL	**-**	**93,613**	**8,533**	**-**	**102,146**	

Table 2: Directors' remuneration for the year ended 31 December 2012

2012	*Primary benefits*		*Post-employment benefits*	*Share-based payments*	*TOTAL*	*Performance related %*
Name	*Cash salary and consulting fees*	*Directors' fees*	*Superannuation*	*Equity shares*		
	$	*$*	*$*	*$*	*$*	
G M Button	-	25,000	2,250	-	27,250	-
D F Lynton-Brown	-	25,000	2,250	-	27,250	-
M McMahon	-	25,000	2,250	-	27,250	-
G A Nealon	-	25,000	2,250	-	27,250	-
TOTAL	-	100,000	9,000	-	109,000	-

This is the end of the audited remuneration report.

Auditor independence and non-audit services

Section 307C of the Corporations Act 2001 requires our auditors, HLB Mann Judd, to provide the directors of the Company with an Independence Declaration in relation to the audit of the financial report. This Independence Declaration is set out on page 18 and forms part of this directors' report for the year ended 31 December 2013.

Directors' Report (continued)

Non-audit services

There were no non-audit services provided by the Company's auditors during the financial year ended 31 December 2013.

Signed in accordance with a resolution of the directors.

G. Button.

Grant M Button
Director

Perth, Australia
28 March 2014

HLB Mann Judd

Accountants | Business and Financial Advisers

AUDITOR'S INDEPENDENCE DECLARATION

As lead auditor for the audit of the consolidated financial report of Magnum Mining & Exploration Limited for the year ended 31 December 2013, I declare that to the best of my knowledge and belief, there have been no contraventions of:

a) the auditor independence requirements of the Corporations Act 2001 in relation to the audit; and

b) any applicable code of professional conduct in relation to the audit.

Perth, Western Australia
28 March 2014

L Di Giallonardo
Partner

HLB Mann Judd (WA Partnership) ABN 22 193 232 714
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Liability limited by a scheme approved under Professional Standards Legislation

Corporate Governance Statement

The Board of Directors of the Company are committed to attaining and implementing the highest standards of corporate governance. The Board has reviewed the Company's corporate governance practices in relation to the best practice recommendations released by the Australian Securities Exchange Corporate Governance Council. The Board supports the intent of the best practice recommendations and recognises that given the present size and scope of the Company it is not practical to institute all of the best practice recommendations at present.

The Company reports below on how it has followed (or otherwise departed from) each of the Principles & Recommendations during the year. The Principles and Recommendations were amended in 2010 and these amendments apply to the Company's first financial year commencing on or after 1 January 2011. Accordingly, disclosure against the Principles & Recommendations as amended in 2010 has been made in relation to the Company's financial year ended 31 December 2013. Unless stated otherwise, all of the following practices were in place for the entire year.

Board

Roles and responsibilities of the Board and Senior Executives
(Recommendations: 1.1, 1.3)

The Company considers corporate governance best practice recommendation 1.1 and 1.3 which requires formalisation and disclosure of the functions reserved to the Board and those delegated to management inappropriate given the size of the Company's operations, the number of directors constituting the Board and the fact that the Company has one part time employee. Accordingly, the Board is responsible for the functions typically delegated to management in addition to its usual Board functions.

Skills, experience, expertise and period of office of each Director
(Recommendation: 2.6)

A profile of each Director setting out their skills, experience, expertise and period of office is set out on pages 7 and 8 of the Directors' Report.

Director independence
(Recommendations: 2.1, 2.2, 2.3, 2.6)

The Board of Directors is responsible to the shareholders for the performance of the Company and the implementation of corporate governance policies. The Board operates in accordance with the following principles:

- The Board should comprise between 3 and 12 directors, with a mix of executive and non-executive directors; and
- The Board should comprise directors with a range of skills and experience that are appropriate and assist the directors in performing their duties within the scope of the Company's operations.

Directors are initially appointed by the full Board and are subject to re-election at the annual general meeting by shareholders at three-yearly intervals, or at the next annual general meeting after their initial appointment.

The Chairman of the Board is a non-executive director who is elected by the full Board.

Corporate governance best practice recommendations 2.1 and 2.2, which require the majority of the Board to be independent directors and the Chairman to be an independent director, have not been adopted by the Company.

Corporate Governance Statement (continued)

Director independence (continued)
(Recommendations: 2.1, 2.2, 2.3, 2.6)

The Company has adopted corporate governance best practice recommendation 2.3 by having the roles of Chair and Chief Executive Officer exercised by separate individuals. The Board is of the opinion that the Company is best served by its current Board composition of executive and non-executive directors.

Independent Professional Advice
(Recommendation: 2.6)

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.

Selection and (Re) Appointment of Directors
(Recommendation: 2.6)

In determining candidates for the Board, the Nomination Committee (or equivalent) follows a prescribed process whereby it evaluates the mix of skills, experience, expertise and diversity of the existing Board. In particular, the Nomination Committee (or equivalent) is to identify the particular skills and diversity that will best increase the Board's effectiveness. Consideration is also given to the balance of independent directors. Potential candidates are identified and, if relevant, the Nomination Committee (or equivalent) recommends an appropriate candidate for appointment to the Board. Any appointment made by the Board is subject to ratification by shareholders at the next general meeting.

The Board recognises that Board renewal is critical to performance and the impact of Board tenure on succession planning. Each director other than the Managing Director, must not hold office (without re-election) past the third annual general meeting of the Company following the director's appointment or three years following that director's last election or appointment (whichever is the longer). However, a director appointed to fill a casual vacancy or as an addition to the Board must not hold office (without re-election) past the next annual general meeting of the Company. At each annual general meeting a minimum of one director or one third of the total number of directors must stand for re-election. A director who retires at an annual general meeting is eligible for re-election at that meeting and the re-appointment of directors is not automatic.

Board committees
(Recommendations: 2.4, 2.6, 4.1, 4.2, 4.3, 4.4, 8.1, 8.2, 8.3, 8.4)

The Board has not established separate independent Nomination, Audit or Remuneration Committees. Given the current size and composition of the Board, the Board believes that there would be no efficiencies gained by establishing any of these committees separate from the Board. Accordingly, the Board performs the role of each of the Nomination, Audit and Remuneration Committee. Items that are usually required to be discussed by one of these committees are addressed at separately convened Board meetings when required. The Board deals with any conflicts of interest that may occur when convening in the capacity of one of the committees by ensuring that the director with conflicting interests is not party to the relevant discussions.

Nomination Committee
(Recommendations: 2.4, 2.6)

As noted above, a separate Nomination Committee has not been formed and therefore it is not structured in accordance with Recommendations 2.4 and 2.6.

Corporate Governance Statement (continued)

Audit Committee
(Recommendations: 4.1, 4.2, 4.3, 4.4)

As noted above, the Board has not established a separate Audit Committee and therefore it is not structured in accordance with Recommendation 4.1 and 4.2.

The Company has not established a formal Audit Committee Charter and therefore is not in accordance with Recommendation 4.3. The Board will consider the appointment of a separate Audit Committee as the Company's operations grow.

Remuneration Committee
(Recommendations: 8.1, 8.2, 8.3, 8.4)

As noted above, the Board has not established a separate Remuneration Committee and therefore it is not structured in accordance with Recommendations 8.1 and 8.2.

Details of remuneration, including the Company's policy on remuneration, are contained in the "Remuneration Report" which forms part of the Directors' Report. Non-executive directors are remunerated at a fixed fee for time, commitment and responsibilities. Remuneration for non-executive directors is not linked to individual performance. From time to time the Company may grant shares and/or options to non-executive directors. The grant of options is designed to recognise and reward efforts as well as to provide non-executive directors with additional incentive to participate in the future growth of the Company. The maximum aggregate amount of fees (including superannuation payments) that can be paid to non-executive directors is subject to approval by shareholders at general meeting.

Pay and rewards for executive directors and senior executives consists of a base salary and long term incentives. Long term incentives may include shares and/or options granted at the discretion of the Board and subject to obtaining the relevant approvals. The grant of shares and/or options is designed to recognise and reward efforts as well as to provide additional incentive. Executives are offered a competitive level of base pay at market rates (for comparable companies) and are reviewed annually to ensure market competitiveness. Executives are prohibited from entering into transactions or arrangements which limit the economic risk of participating in unvested entitlements.

There are no termination or retirement benefits for non-executive directors (other than for superannuation).

Performance evaluation

Senior executives
(Recommendations: 1.2, 1.3)

The Chair reviews the performance of senior executives by way of a formal interview with each senior executive.

The Board formally reviews the performance of the Chair at least annually, including evaluating achievement of key operational goals and strategic objectives, compliance with legal and Company policy requirements, and the achievement of key performance indicators. This performance evaluation is undertaken by round table discussion.

During the Reporting Period an evaluation of senior executives and the Chair took place in accordance with the process disclosed above.

Corporate Governance Statement (continued)

Board, its committees and individual directors
(Recommendations: 2.5, 2.6)

The Board undertakes annual self assessment of its collective performance and the performance of the Chairman.

The Board is evaluated annually via round table discussion. The evaluation includes consideration of the following matters: assessment of the performance of the Board over the previous 12 months having regard to the corporate strategies, operating plans and annual budget, review of the level and effectiveness of the Board's interaction with management, review of the content, format and timing of information provided to directors, and review of Board and committee charters to assess if they remain appropriate to the Company's activities. Similar procedures to those for the Board review are applied to evaluate the performance of any Board committees. An assessment will be made of the performance of each committee and areas identified where improvements can be made.

Non-executive directors are evaluated by round table discussion and a meeting with the Chair. Performance evaluations of non-executive directors include consideration of contribution to the Board, degree of independence, availability for and attendance at Board meetings and other relevant events, contribution to Company strategy, membership of and contribution to any Board committees, and suitability to Board and committee structure.

During the year an evaluation of the Board and individual directors took place in accordance with the process disclosed above.

Ethical and responsible decision making

Code of Conduct
(Recommendations: 3.1, 3.5)

The Board expects all directors to perform their duties in a manner which is ethical, honest and objective and at all times endeavour to maintain and improve the performance and reputation of the Company. A code of conduct, as purported in best practice recommendation 3.1, has not been formally established as the Chairman consistently and continuously ensures that all members of the Board have a clear understanding of their duties, responsibilities and their accountability to the Company and its shareholders for their conduct.

The purchase and sale of Company securities by Directors and employees is permitted. However, buying or selling of the Company's shares is not allowed at any time by any person who possesses unpublished information which may affect the price of the Company's shares. The Company announced its policy for trading in company securities on 22 December 2010.

Diversity Policy
(Recommendations: 3.2, 3.3, 3.4, 3.5)

The Company has not established a Diversity policy.

Given the size of the Board, and the Company's limited employees, the Board considers that it is not practical to establish a Diversity policy.

Corporate Governance Statement (continued)

Diversity Policy (continued)

The proportion of women employees in the whole organisation, women in senior executive positions and women on the Board are set out in the following table:

	Proportion of women
Whole organisation (excluding board)	1
Senior executive positions	Nil
Board	Nil

Continuous Disclosure and Shareholder Communication
(Recommendations: 5.1, 5.2, 6.1, 6.2)

The Company aims to provide relevant and timely information to its shareholders and the broader investment community in accordance with its continuous disclosure obligations under the ASX Listing Rules.

The Board has established policies and procedures to ensure compliance with ASX Listing Rules disclosure requirements and accountability at a senior management level for that compliance. However, the Board believes that the formalisation of these policies and procedures in a written form as recommended in best practice recommendations 5.1 and 6.1 is not necessary as the Board is satisfied that all Board members are acutely aware of the importance of making timely and balanced disclosure.

G M Button, Chief Executive Officer, has been nominated as the person responsible for communications with the Australian Securities Exchange (ASX). This role includes responsibility for ensuring compliance with the continuous disclosure requirements in the ASX Listing Rules and overseeing and co-ordinating information disclosure to the ASX, analysts, brokers, shareholders, the media and the public.

Risk Management
(Recommendations: 7.1, 7.2, 7.3, 7.4)

Risk Assessment and Management

The Board is responsible for ensuring there are adequate policies in relation to risk management, compliance and internal control systems.

The assessment of identified and potential significant business risk is monitored by the executive director. The executive director is responsible for the development and implementation of appropriate risk management strategies in order to mitigate such risk. However the Board believes that the formalisation of these policies and procedures in a written form as recommended in best practice recommendation 7.1 is not necessary as the Board is satisfied that all Board members are aware of and mitigate potential risks where required.

The Chair and the Chief Executive Officer have provided a declaration to the Board in accordance with section 295A of the Corporations Act and have assured the Board that such declaration 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.

Statement of Comprehensive Income
for the year ended 31 December 2013

	Notes	Consolidated 2013 $	2012 $
Revenue from continuing operations	3	**29,205**	77,866
Raw materials and consumables used		**(2,387)**	(2,330)
Share-based payment expense		**-**	(7,470)
Depreciation expense		**(7,359)**	(1,138)
Costs associated with the Brazilian Iron Ore Project		**(592)**	(78,147)
Costs associated with Project Morocco		**(41,645)**	(29,826)
Costs associated with Gravelotte Project		**(27,422)**	-
Employee loans impaired	24	**(143,000)**	(355,421)
Other expenses		**(360,505)**	(526,409)
Loss before income tax benefit	5	**(553,705)**	(922,875)
Income tax benefit	5	-	-
Net loss for the year		**(553,705)**	(922,875)
Other comprehensive income			
Items that may be reclassified to profit or loss:			
Exchange differences on translation of foreign operations		**(12,563)**	(15,509)
Other comprehensive (loss) for the year net of tax		**(12,563)**	(15,509)
Total comprehensive (loss) for the year		**(566,268)**	(938,384)
Basic loss per share (cents)	23	**(0.32)**	(0.54)

The above statement of comprehensive income should be read in conjunction with the accompanying notes.

Statement of Financial Position
as at 31 December 2013

	Notes	Consolidated 2013 $	Consolidated 2012 $
ASSETS			
Current Assets			
Cash and cash equivalents	6	**1,195,704**	1,507,867
Trade and other receivables	7	**28,517**	180,034
Total Current Assets		**1,224,221**	1,687,901
Non-Current Assets			
Investments accounted for using the equity method	8	**104,206**	113,829
Plant and equipment	9	**17,781**	6,198
Total Non-Current Assets		**121,987**	120,027
Total Assets		**1,346,208**	1,807,928
LIABILITIES			
Current Liabilities			
Trade and other payables	10	**88,133**	117,940
Total Current Liabilities		**88,133**	117,940
Total Liabilities		**88,133**	117,940
Net Assets		**1,258,075**	1,689,988
EQUITY			
Issued capital	11	**19,182,068**	18,682,792
Reserves	12	**75,248**	452,732
Accumulated losses	12	**(17,999,241)**	(17,445,536)
Total Equity		**1,258,075**	1,689,988

The above statement of financial position should be read in conjunction with the accompanying notes.

Statement of Changes in Equity
for the year ended 31 December 2013

Consolidated	Issued capital $	Accumulated losses $	Reserves $	Total equity $
Balance at 1 January 2012	18,682,792	(16,522,661)	460,771	2,620,902
Loss for the year	-	(922,875)	-	(922,875)
Currency translation differences	-	-	(15,509)	(15,509)
Share based payments	-	-	7,470	7,470
Balance at 31 December 2012	18,682,792	(17,445,536)	452,732	1,689,988
Balance at 1 January 2013	**18,682,792**	**(17,445,536)**	**452,732**	**1,689,988**
Loss for the year	**-**	**(553,705)**	**-**	**(553,705)**
Share subscriptions received on repayment of employee loans	**134,400**	**-**	**-**	**134,400**
Share based payments reserve transferred to issued capital	**364,921**	**-**	**(364,921)**	**-**
Shares issue costs	**(45)**	**-**	**-**	**(45)**
Currency translation differences	**-**	**-**	**(12,563)**	**(12,563)**
Balance at 31 December 2013	**19,182,068**	**(17,999,241)**	**75,248**	**1,258,075**

The above statement of changes in equity should be read in conjunction with the accompanying notes.

Statement of Cash Flows
for the year ended 31 December 2013

	Notes	Consolidated 2013 $	2012 $
Cash flows from operating activities			
Interest received		**15,706**	61,250
GST		**27,727**	33,236
Other		**16,218**	430
Exploration expenditure		**(125,861)**	(272,629)
Payments to suppliers and employees		**(361,366)**	(371,377)
Net cash outflow from operating activities	22	**(427,576)**	(549,090)
Cash flows from investing activities			
Acquisitions of property, plant and equipment		**(18,942)**	-
Net cash outflow from investing activities		**(18,942)**	-
Cash flows from financing activities			
Proceeds from repayment of employee loans		**134,400**	-
Share issue costs		**(45)**	-
Net cash inflow from financing activities		**134,355**	-
Net decrease in cash and cash equivalents		**(312,163)**	(549,090)
Cash and cash equivalents at the beginning of the year		**1,507,867**	2,056,957
Cash and cash equivalents at the end of the year	6	**1,195,704**	1,507,867

The above statement of cash flows should be read in conjunction with the accompanying notes.

Notes to the Financial Statements

For the Year Ended 31 December 2013

Note 1: Statement of Significant Accounting Policies

(a) Basis of Preparation

The financial report is a general purpose financial report, which has been prepared in accordance with the requirements of the Corporations Act 2001, Accounting Standards and Interpretations and complies with other requirements of the law.

The accounting policies detailed below have been consistently applied to all of the years presented unless otherwise stated. The financial statements are for the consolidated entity consisting of Magnum Mining and Exploration Limited and its subsidiaries.

The financial report has also been prepared on a historical cost basis. Cost is based on the fair values of the consideration given in exchange for assets.

The financial report is presented in Australian dollars.

The Company is a listed public company, incorporated in Australia and operating in Namibia and South Africa. The Group's principal activity is the investment in mineral exploration.

Where appropriate, prior year disclosures have been reclassified for consistency with current year classifications. Any reclassifications do not impact the net result for the prior year.

(b) Statement of Compliance

The financial report was authorised for issue in accordance with a resolution of the Directors on 28 March 2014.

The financial report complies with Australian Accounting Standards, which include Australian equivalents to International Financial Reporting Standards (AIFRS). Compliance with AIFRS ensures that the financial report, comprising the financial statements and notes thereto, complies with International Financial Reporting Standards (IFRS).

(c) Adoption of new and revised standards

New accounting standards and interpretations

In the year ended 31 December 2013, the Directors have reviewed the new and revised Standards and Interpretations issued by the AASB that are relevant to the Group's operations and effective for the current annual reporting period.

It has been determined by the Directors that there is no impact, material or otherwise, of the new and revised Standards and Interpretations on the Group's business and, therefore, no material change is necessary to the Group's accounting policies.

(d) Accounting Standards and Interpretations issued but not yet effected

Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet effective, have not been adopted by the Group for the year ended 31 December 2013. Relevant Standards and Interpretations are outlined in the table below.

Notes to the Financial Statements

For the Year Ended 31 December 2013

Note 1: Statement of Significant Accounting Policies (continued)

(d) Accounting Standards and Interpretations issued but not yet effected (continued)

New or revised requirement	Application date of standard	Application date for Group
AASB 2012-3 Amendments to Australian Accounting Standards – Offsetting Financial Assets and Financial Liabilities (Amendments to AASB 132) Address inconsistencies in current practice when applying the offsetting criteria in AASB 132 Financial Instruments: Presentation. Clarifies the meaning of 'currently has a legally enforceable right of set-off' and 'simultaneous realisation and settlement'. *Note: Entities early adopting this standard must also adopt 'Amendments to Australian Accounting Standards – Disclosures-Offsetting Financial Assets and Financial Liabilities' (Amendments to AASB 7).*	1 January 2014	1 January 2014
AASB 9 Financial Instruments (December 2009), AASB 2009-11 Amendments to Australian Accounting Standards arising from AASB 9, AASB 2012-6 Amendments to Australian Accounting Standards – Mandatory Effective Date of AASB 9 and Transition Disclosures AASB 9 introduces new requirements for classifying and measuring financial assets, as follows: • Debt instruments meeting both a 'business model' test and a 'cash flow characteristics' test are measured at amortised cost (the use of fair value is optional in some limited circumstances) • Investments in equity instruments can be designated as 'fair value through other comprehensive income' with only dividends being recognised in profit or loss • All other instruments (including all derivatives) are measured at fair value with changes recognised in the profit or loss • The concept of 'embedded derivatives' does not apply to financial assets within the scope of the Standard and the entire instrument must be classified and measured in accordance with the above guidelines.	1 January 2015	1 January 2015

Notes to the Financial Statements

For the Year Ended 31 December 2013

Note 1: Statement of Significant Accounting Policies (continued)

(d) Accounting Standards and Interpretations issued but not yet effected (continued)

New or revised requirement	Application date of standard	Application date for Group
AASB 9 Financial Instruments (December 2009), AASB 2009-11 Amendments to Australian Accounting Standards arising from AASB 9, AASB 2012-6 Amendments to Australian Accounting Standards – Mandatory Effective Date of AASB 9 and Transition Disclosures 9 (continued) *Note: In October 2010, the IASB reissued IFRS 9 'Financial Instruments', including revised requirements for financial liabilities and carrying over the existing derecognition requirements from IAS 39 'Financial Instruments: Recognition and Measurement'. On 15 December 2010, the AASB publicly released AASB 9 'Financial Instruments' (December 2010) and AASB 2010-7 'Amendments to Australian Accounting Standards arising from AASB 9 (December 2010)', which supersedes AASB 9 (December 2009). However, for annual reporting periods beginning before 1 January 2013, an entity may early adopt AASB 9 (December 2009) instead of AASB 9 (December 2010).* *AASB 2012-6 amended AASB 9 to defer the mandatory effective date to annual periods beginning on or after 1 January 2015.*		
AASB 9 Financial Instruments (December 2010), AASB 2010-7 Amendments to Australian Accounting Standards arising from AASB 9 (December 2010), AASB 2012-6 Amendments to Australian Accounting Standards – Mandatory Effective Date of AASB 9 and Transition Disclosures A revised version of AASB 9 incorporating revised requirements for the classification and measurement of financial liabilities, and carrying over of the existing derecognition requirements from AASB 139 *Financial Instruments: Recognition and Measurement*. The revised financial liability provisions maintain the existing amortised cost measurement basis for most liabilities. New requirements apply where an entity chooses to measure a liability at fair value through profit or loss – in these cases, the portion of the change in fair value related to changes in the entity's own credit risk is presented in other comprehensive income rather than within profit or loss. *This Standard supersedes AASB 9 (December 2009). However, for annual reporting periods beginning before 1 January 2013, an entity may early adopt AASB 9 (December 2009) instead of applying this Standard.* *AASB 2012-6 amended AASB 9 to defer the mandatory effective date to annual periods beginning on or after 1 January 2015.*	1 January 2015	1 January 2015

Notes to the Financial Statements

For the Year Ended 31 December 2013

Note 1: Statement of Significant Accounting Policies (continued)

(e) Basis of Consolidation

The consolidated financial statements comprise the financial statements of Magnum Mining and Exploration Limited and its subsidiaries as at 31 December each year (the Group). The financial statements of the subsidiaries are prepared for the same reporting period as the parent Company, using consistent accounting policies.

In preparing the consolidated financial statements, all intercompany balances and transactions, income and expenses and profit and losses resulting from intra-group transactions have been eliminated in full.

Subsidiaries are fully consolidated from the date on which control is transferred to the Group and cease to be consolidated from the date on which control is transferred out of the Group. Control exists where the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing when the Group controls another entity.

The acquisition of subsidiaries has been accounted for using the purchase method of accounting. The purchase method of accounting involves allocating the cost of the business combination to the fair value of the assets acquired and the liabilities and contingent liabilities assumed at the date of acquisition. Accordingly, the consolidated financial statements include the results of subsidiaries for the period from their acquisition.

When applicable, non-controlling interests represent the portion of profit or loss and net assets in subsidiaries not held by the Group and are presented separately in the consolidated statement of comprehensive income and within equity in the consolidated statement of financial position.

Investment in associated entities
The Group’s investment in its associate is accounted for using the equity method of accounting in the consolidated financial statements. The associate is an entity in which the Group has significant influence and which is neither a subsidiary nor a joint venture.

Under the equity method, the investment in the associate is carried in the statement of financial position at cost plus post-acquisition changes in the Group's share of net assets of the associate. Goodwill relating to an associate is included in the carrying amount of the investment and is not amortised. After application of the equity method, the Group determines whether it is necessary to recognise any additional impairment loss with respect to the Group’s net investment in the associate. The consolidated statement of comprehensive income reflects the Group's share of the results of operations of the associate, and its share of post-acquisition movements in reserves is recognised in reserves.

When the Group’s share of losses in an associate equals or exceeds its interest in the associate, including any unsecured long-term receivable and loans, the Group does not recognise further losses unless it has incurred an obligation or made payments on behalf of the associate.

The reporting dates of the associate and the Group are identical and the associate's accounting policies conform to those used by the Group for like transactions and events in similar circumstances.

Notes to the Financial Statements

For the Year Ended 31 December 2013

Note 1: Statement of Significant Accounting Policies (continued)

(f) Critical accounting judgements and key sources of estimation uncertainty

The application of accounting policies requires the use of judgements, estimates and assumptions about carrying values of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions are recognised in the period in which the estimate is revised if it affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

Impairment of exploration and evaluation expenditure and investments accounted for using the equity method

The Group determines whether exploration and evaluation expenditure and investments accounted for using the equity method are impaired at least on an annual basis. This requires an estimation of the recoverable amount of the assets. The recoupment of costs carried forward is dependent on the successful exploration, development and commercial exploitation or sale of respective areas of interest. There are currently no carried forward balances relating to exploration and evaluation expenditure.

Share-based payment transactions:

The Group measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by using a Black and Scholes model, using the assumptions, as discussed in Note 24.

The Group measures the cost of cash-settled share-based payments at fair value at the grant date using the Black and Scholes model taking into account the terms and conditions upon which the instruments were granted, as discussed in Note 24.

Going concern

The Group has a cash balance of $1,195,704 at balance date and experienced outflows from operating and investing activities of $446,518 for the year. As set out in Note 21, the Company announced subsequent to balance date that it had signed a binding agreement to acquire 100% of the issued shares in GEM Venus Holdings (Pty) Ltd, the owner of the Gravelotte Project in South Africa. The consideration for this acquisition includes the payment by the Company of R8,500,000 ($A equivalent approximately $A860,000 based on the current exchange rate) to the vendors.

The ability of the Group to continue as a going concern is principally dependent upon raising sufficient additional capital to fund the payment to the vendors noted above and ongoing working capital. The Directors are satisfied that the Company will be successful in raising sufficient additional capital to ensure that the Group remains a going concern for at least the period of 12 months from the signing of this report. The financial report has therefore been prepared on the going concern basis, which assumes continuity of normal business activities and the realisation of assets and the settlement of liabilities in the ordinary course of business.

Should the Company be unable to raise sufficient additional capital, there is a material uncertainty that may cast significant doubt on the ability of the Group to continue as a going concern and therefore, whether it will be able to realise its assets and extinguish its liabilities in the normal course of business.

Notes to the Financial Statements

For the Year Ended 31 December 2013

Note 1: Statement of Significant Accounting Policies (continued)

(g) Comparatives

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

(h) Segment reporting

Operating segments are reported in a manner that is consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker has been identified as the Board of Directors of Magnum Mining and Exploration Limited.

(i) Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. Amounts disclosed as revenue are net of returns, trade allowances and duties and taxes paid.

Interest income is recognised on a time proportion basis using the effective interest method.

(j) Cash and cash equivalents

Cash comprises cash at bank and in hand. Cash equivalents are short term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. Bank overdrafts are shown within borrowings in current liabilities in the statement of financial position.

For the purposes of the statement of cash flows, cash and cash equivalents consist of cash and cash equivalents as defined above, net of outstanding bank overdrafts.

(k) Trade and other receivables

Trade receivables are measured on initial recognition at fair value and are subsequently measured at amortised cost using the effective interest rate method, less allowance for impairment. Trade receivables are generally due for settlement within periods ranging from 15 days to 30 days.

Impairment of trade receivables is continually reviewed and those that are considered to be uncollectible are written off by reducing the carrying amount directly. An allowance account is used when there is objective evidence that the Group will not be able to collect all amounts due according to the original contractual terms. Factors considered by the Group in making this determination include known significant financial difficulties of the debtor, review of financial information and significant delinquency in making contractual payments to the Group. The impairment allowance is set equal to the difference between the carrying amount of the receivable and the present value of estimated future cash flows, discounted at the original effective interest rate. Where receivables are short-term discounting is not applied in determining the allowance.

The amount of the impairment loss is recognised in the statement of comprehensive income within other expenses. When a trade receivable for which an impairment allowance had been recognised becomes uncollectible in a subsequent period, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against other expenses in the statement of comprehensive income.

Notes to the Financial Statements

For the Year Ended 31 December 2013

Note 1: Statement of Significant Accounting Policies (continued)

(l) Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The consolidated financial statements are presented in Australian dollars, which is the Company's functional and presentation currency.

(ii)Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the statement of comprehensive income, except when deferred in equity as qualifying cash flow hedges and qualifying net investment hedges.

(iii) Group companies

The results and financial position of all the Group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- income and expenses for each statement of comprehensive income are translated at average exchange rates (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and
- all resulting exchange differences are recognised as a separate component of equity.

On consolidation, exchange differences arising from the translation of any net investment in foreign entities, and of borrowings and other currency instruments designated as hedges of such investments, are taken to shareholders' equity. When a foreign operation is sold or borrowings repaid a proportionate share of such exchange differences is recognised in the statement of comprehensive income as part of the gain or loss on sale.

(m) Income Tax

The income tax expense or benefit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences between the tax bases of assets and liabilities and their carrying amounts in the financial statements, and to unused tax losses.

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to apply when the assets are recovered or liabilities are settled, based on those tax rates which are enacted or substantively enacted for each jurisdiction. The relevant tax rates are applied to the cumulative amounts of deductible and taxable temporary differences to measure the deferred tax asset or liability.

Notes to the Financial Statements

For the Year Ended 31 December 2013

Note 1: Statement of Significant Accounting Policies (continued)

(m) Income tax (continued)

An exception is made for certain temporary differences arising from the initial recognition of an asset or a liability. No deferred tax asset or liability is recognised in relation to these temporary differences if they arose in a transaction, other than a business combination, that at the time of the transaction did not affect either accounting profit or taxable profit or loss.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in controlled entities where the parent entity is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Current and deferred tax balances attributable to amounts recognised directly in equity are also recognised directly in equity.

As the Company has no wholly-owned Australian controlled entities it has not implemented the tax consolidation legislation.

(n) Other taxes

Revenues, expenses and assets are recognised net of the amount of GST except:

- when the GST incurred on a purchase of goods and services is not recoverable from the taxation authority, in which case the GST is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable; and
- receivables and payables, which are stated with the amount of GST included.

The net amount of GST recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the statement of financial position.

Cash flows are included in the statement of cash flows on a gross basis and the GST component of cash flows arising from investing and financing activities, which is recoverable from, or payable to, the taxation authority, are classified as operating cash flows.

Commitments and contingencies are disclosed net of the amount of GST recoverable from, or payable to, the taxation authority.

(o) Property, plant and equipment

Plant and equipment is stated at cost less accumulated depreciation and any accumulated impairment losses. Such cost includes the cost of replacing parts that are eligible for capitalisation when the cost of replacing the parts is incurred. Similarly, when each major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement only if it is eligible for capitalisation.

Land and buildings are measured at fair value less accumulated depreciation on buildings and less any impairment losses recognised after the date of the revaluation.

Notes to the Financial Statements

For the Year Ended 31 December 2013

Note 1: Statement of Significant Accounting Policies (continued)

(o) Property, plant and equipment (continued)

Depreciation is calculated on a straight-line and diminishing value basis over the estimated useful life of the assets as follows:

Buildings – over 40 years
Plant and equipment – over 3 to 15 years

The assets' residual values, useful lives and amortisation methods are reviewed, and adjusted if appropriate, at each financial year end.

(i) Impairment
The carrying values of plant and equipment are reviewed for impairment at each reporting date, with recoverable amount being estimated when events or changes in circumstances indicate that the carrying value may be impaired. The recoverable amount of plant and equipment is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

For an asset that does not generate largely independent cash inflows, recoverable amount is determined for the cash-generating unit to which the asset belongs, unless the asset's value in use can be estimated to be close to its fair value. An impairment exists when the carrying value of an asset or cash-generating units exceeds its estimated recoverable amount. The asset or cash-generating unit is then written down to its recoverable amount.

For plant and equipment, impairment losses are recognised in the statement of comprehensive income in the cost of sales line item. However, because land and buildings are measured at fair value, impairment losses on land and buildings are treated as a revaluation decrement, to the extent of any previous revaluation increments.

(ii) De-recognition and disposal
An item of property, plant and equipment is derecognised upon disposal or when no further future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the year the asset is derecognised.

(p) Financial assets

Financial assets in the scope of AASB 139 *Financial Instruments: Recognition and Measurement* are classified as either financial assets at fair value through profit or loss, loans and receivables, held-to-maturity investments, or available-for-sale investments, as appropriate. When financial assets are recognised initially, they are measured at fair value, plus, in the case of investments not at fair value through profit or loss, directly attributable transaction costs. The Group determines the classification of its financial assets after initial recognition and, when allowed and appropriate, re-evaluates this designation at each financial year-end.

All regular way purchases and sales of financial assets are recognised on the trade date i.e. the date that the Group commits to purchase the asset. Regular way purchases or sales are purchases or sales of financial assets under contracts that require delivery of the assets within the period established generally by regulation or convention in the marketplace.

Notes to the Financial Statements

For the Year Ended 31 December 2013

Note 1: Statement of Significant Accounting Policies (continued)

(p) Financial assets (continued)

(i) Financial assets at fair value through profit or loss

Financial assets classified as held for trading are included in the category 'financial assets at fair value through profit or loss'. Financial assets are classified as held for trading if they are acquired for the purpose of selling in the near term. Derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on investments held for trading are recognised in profit or loss.

(ii) Held-to-maturity investments

Non-derivative financial assets with fixed or determinable payments and fixed maturity are classified as held-to-maturity when the Group has the positive intention and ability to hold to maturity. Investments intended to be held for an undefined period are not included in this classification. Investments that are intended to be held-to-maturity, such as bonds, are subsequently measured at amortised cost. This cost is computed as the amount initially recognised minus principal repayments, plus or minus the cumulative amortisation using the effective interest method of any difference between the initially recognised amount and the maturity amount. This calculation includes all fees and points paid or received between parties to the contract that are an integral part of the effective interest rate, transaction costs and all other premiums and discounts. For investments carried at amortised cost, gains and losses are recognised in profit or loss when the investments are derecognised or impaired, as well as through the amortisation process.

(iii) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are carried at amortised cost using the effective interest method. Gains and losses are recognised in profit or loss when the loans and receivables are derecognised or impaired, as well as through the amortisation process.

(iv) Available-for-sale investments

Available-for-sale investments are those non-derivative financial assets that are designated as available-for-sale or are not classified as any of the three preceding categories. After initial recognition available-for sale investments are measured at fair value with gains or losses being recognised as a separate component of equity until the investment is derecognised or until the investment is determined to be impaired, at which time the cumulative gain or loss previously reported in equity is recognised in profit or loss.

The fair value of investments that are actively traded in organised financial markets is determined by reference to quoted market bid prices at the close of business on the statement of financial position date. For investments with no active market, fair value is determined using valuation techniques. Such techniques include using recent arm's length market transactions; reference to the current market value of another instrument that is substantially the same; discounted cash flow analysis and option pricing models.

Notes to the Financial Statements

For the Year Ended 31 December 2013

Note 1: Statement of Significant Accounting Policies (continued)

(q) Impairment of financial assets

The Group assesses at each statement of financial position date whether a financial asset or group of financial assets is impaired.

(i) Financial assets carried at amortised cost
If there is objective evidence that an impairment loss on loans and receivables carried at amortised cost has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition). The carrying amount of the asset is reduced either directly or through use of an allowance account. The amount of the loss is recognised in profit or loss.

The Group first assesses whether objective evidence of impairment exists individually for financial assets that are individually significant, and individually or collectively for financial assets that are not individually significant. If it is determined that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, the asset is included in a group of financial assets with similar credit risk characteristics and that group of financial assets is collectively assessed for impairment. Assets that are individually assessed for impairment and for which an impairment loss is or continues to be recognised are not included in a collective assessment of impairment.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed. Any subsequent reversal of an impairment loss is recognised in profit or loss, to the extent that the carrying value of the asset does not exceed its amortised cost at the reversal date.

(ii) Financial assets carried at cost
If there is objective evidence that an impairment loss has been incurred on an unquoted equity instrument that is not carried at fair value (because its fair value cannot be reliably measured), or on a derivative asset that is linked to and must be settled by delivery of such an unquoted equity instrument, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the current market rate of return for a similar financial asset.

(iii) Available-for-sale investments
If there is objective evidence that an available-for-sale investment is impaired, an amount comprising the difference between its cost (net of any principal repayment and amortisation) and its current fair value, less any impairment loss previously recognised in profit or loss, is transferred from equity to the statement of comprehensive income. Reversals of impairment losses for equity instruments classified as available-for-sale are not recognised in profit.

Reversals of impairment losses for debt instruments are reversed through profit or loss if the increase in an instrument's fair value can be objectively related to an event occurring after the impairment loss was recognised in profit or loss.

Notes to the Financial Statements

For the Year Ended 31 December 2013

Note 1: Statement of Significant Accounting Policies (continued)

(r) Impairment of assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Group makes an estimate of the asset's recoverable amount. An asset's recoverable amount is the higher of its fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets and the asset's value in use cannot be estimated to be close to its fair value. In such cases the asset is tested for impairment as part of the cash-generating unit to which it belongs. When the carrying amount of an asset or cash-generating unit exceeds its recoverable amount, the asset or cash-generating unit is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Impairment losses relating to continuing operations are recognised in those expense categories consistent with the function of the impaired asset unless the asset is carried at revalued amount (in which case the impairment loss is treated as a revaluation decrease).

An assessment is also made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated. A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. If that is the case the carrying amount of the asset is increased to its recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in profit or loss unless the asset is carried at revalued amount, in which case the reversal is treated as a revaluation increase. After such a reversal the depreciation charge is adjusted in future periods to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining useful life.

(s) Trade and other payables

Trade payables and other payables are carried at amortised costs and represent liabilities for goods and services provided to the Group prior to the end of the financial year that are unpaid and arise when the Group becomes obliged to make future payments in respect of the purchase of these goods and services.

(t) Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

When the Group expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the statement of comprehensive income net of any reimbursement.

Notes to the Financial Statements

For the Year Ended 31 December 2013

Note 1: Statement of Significant Accounting Policies (continued)

(t) Provisions

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects the risks specific to the liability.

When discounting is used, the increase in the provision due to the passage of time is recognised as a borrowing cost.

(u) Employee leave benefits

(i) Wages, salaries, annual leave and sick leave

Liabilities for wages and salaries, including non-monetary benefits, annual leave and accumulating sick leave expected to be settled within 12 months of the reporting date are recognised in other payables in respect of employees' services up to the reporting date. They are measured at the amounts expected to be paid when the liabilities are settled. Liabilities for non-accumulating sick leave are recognised when the leave is taken and are measured at the rates paid or payable.

(ii) Long service leave

The liability for long service leave is recognised in the provision for employee benefits and measured as the present value of expected future payments to be made in respect of services provided by employees up to the reporting date. Consideration is given to expect future wage and salary levels, experience of employee departures, and period of service. Expected future payments are discounted using market yields at the reporting date on national government bonds with terms to maturity and currencies that match, as closely as possible, the estimated future cash outflows.

(v) Share-based payment transactions

Equity settled transactions:

The Group provides benefits to employees and consultants (including senior executives) of the Group in the form of share-based payments, whereby employees render services in exchange for shares or rights over shares (equity-settled transactions).

The cost of these equity-settled transactions with employees and consultants is measured by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by using the Black and Scholes model. In valuing equity-settled transactions, no account is taken of any performance conditions, other than conditions linked to the price of the shares of the Company (market conditions) if applicable.

The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award (the vesting period).

The cumulative expense recognised for equity-settled transactions at each reporting date until vesting date reflects (i) the extent to which the vesting period has expired and (ii) the Group's best estimate of the number of equity instruments that will ultimately vest.

Notes to the Financial Statements

For the Year Ended 31 December 2013

Note 1: Statement of Significant Accounting Policies (continued)

(v) Share-based payment transactions (continued)

No adjustment is made for the likelihood of market performance conditions being met as the effect of these conditions is included in the determination of fair value at grant date. The statement of financial position charge or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period. No expense is recognised for awards that do not ultimately vest, except for awards where vesting is only conditional upon a market condition.

If the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payment arrangement, or is otherwise beneficial to the employee, as measured at the date of modification.

If an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. However, if a new award is substituted for the cancelled award and designated as a replacement award on the date that it is granted, the cancelled and new award are treated as if they were a modification of the original award, as described in the previous paragraph. The dilutive effect of outstanding shares and options issued is reflected as additional share dilution in the computation of earnings per share.

(w) Issued Capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

(x) Earnings per share

Basic earnings per share are calculated as net result attributable to members of the parent, adjusted to exclude any costs of servicing equity (other than dividends) and preference share dividends, divided by the weighted average number of ordinary shares, adjusted for any bonus element.

Diluted earnings per share are calculated as net result attributable to members of the parent, adjusted for:

- costs of servicing equity (other than dividends) and preference share dividends;
- the after tax effect of dividends and interest associated with dilutive potential ordinary shares that have been recognised as expenses; and
- other non-discretionary changes in revenues or expenses during the period that would result from the dilution of potential ordinary shares; divided by the weighted average number of ordinary shares and dilutive potential ordinary shares, adjusted for any bonus element.

Notes to the Financial Statements

For the Year Ended 31 December 2013

Note 1: Statement of Significant Accounting Policies (continued)

(y) Exploration and evaluation

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

(i) the rights to tenure of the area of interest are current; and

(ii) at least one of the following conditions is also met:

(a) the exploration and evaluation expenditures are expected to be recouped through successful development and exploration of the area of interest, or alternatively, by its sale; or

(b) exploration and evaluation activities in the area of interest have not at the reporting 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 areas of interest are continuing.

Exploration and evaluation assets are initially measured at cost and include acquisition of rights to explore, studies, exploratory drilling, trenching and sampling and associated activities and an allocation of depreciation and amortisation of assets used in exploration and evaluation activities. General and administrative costs are only included in the measurement of exploration and evaluation costs where they are related directly to operational activities in a particular area of interest.

Exploration and evaluation asset are assessed for impairment when facts and circumstances suggest that the carrying amount of exploration and evaluation asset may exceed its recoverable amount. The recoverable amount of the exploration and evaluation asset (for the cash generating unit(s) to which it has been allocated being no larger than the relevant area of interest) is estimated to determine the extent of the impairment loss (if any). Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but only to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in previous years.

Where a decision has been made to proceed with development in respect of a particular area of interest, the relevant exploration and evaluation asset is tested for impairment and the balance is then reclassified to development.

Notes to the Financial Statements

For the Year Ended 31 December 2013

Note 2: Financial reporting by segments

For management purposes the chief operating decision maker, being the Board of Directors of Magnum Mining and Exploration Limited, reports its results per geographical segment.

The following table presents the financial information regarding these segments provided to the Board of Directors for the years ended 31 December 2013 and 31 December 2012.

	Australia $	Namibia $	South Africa $	Consolidated $
31 December 2013				
Segment revenue	**29,201**	**1**	**3**	**29,205**
Segment (loss)	**(525,541)**	**(25,409)**	**(2,755)**	**(553,705)**
Segment assets	**1,336,847**	**637**	**8,724**	**1,346,208**
Segment liabilities	**81,869**	**5,958**	**306**	**88,133**
Included within segment results:				
Depreciation	**7,359**	**-**	**-**	**7,359**
Share of loss from investment in equity method associates	**-**	**1,104**	**-**	**1,104**
Interest revenue	**12,983**	**1**	**3**	**12,987**
31 December 2012				
Segment revenue	77,432	430	4	77,866
Segment (loss)	(888,216)	(31,447)	(3,212)	(922,875)
Segment assets	1,799,738	1,571	6,619	1,807,928
Segment liabilities	110,068	7,548	324	117,940
Included within segment results:				
Depreciation	1,138	-	-	1,138
Share of loss from investment in equity method associates	-	710	-	710
Interest revenue	77,432	-	4	77,436
Share based payments	7,470	-	-	7,470

Notes to the Financial Statements

For the Year Ended 31 December 2013

	Consolidated	
	2013	2012
	$	$
Note 3: Revenue		
From continuing operations		
Other revenue		
Interest received	**12,987**	77,436
Insurance claim proceeds	**16,218**	-
Other	**-**	430
	29,205	77,866
Note 4: Expenses		
Loss before income tax includes the following specific expenses:		
Depreciation	**7,359**	1,138
Share-based payment expense	**-**	7,470
Superannuation contributions	**9,629**	10,080
Foreign exchange loss	**810**	387
Share of loss from investment accounted for using the equity method	**1,104**	710
Costs associated with Brazilian Iron Ore Project	**592**	78,147
Costs associated with Project Morocco	**41,645**	29,826
Costs associated with Gravelotte Project	**27,422**	-
Employee loans impaired (Note 24)	**143,000**	355,421

Other than directors, the Company has 1 employee (2012: 1).

Note 5: Income tax benefit

(a) Numerical reconciliation of income tax benefit to prima facie tax payable

	2013 $	2012 $
Loss before income tax expense	**(553,705)**	(922,875)
Tax at the Australian rate of 30% (2012: 30%)	**166,112**	276,862
Tax effect of amounts which are not deductible (taxable) in calculating taxable income	**(65,283)**	(234,371)
Deferred tax asset not brought to account	**(100,829)**	(42,491)
Income tax benefit	**-**	-

(b) Tax losses

	2013 $	2012 $
Unused tax losses for which no deferred tax asset has been recognised	**5,617,132**	5,281,036
Potential tax benefit @ 30%	**1,685,140**	1,584,311

Notes to the Financial Statements

For the Year Ended 31 December 2013

	Consolidated 2013 $	2012 $
Note 6: Cash and cash equivalents		
Cash at bank and on hand	**1,195,704**	1,507,867
	1,195,704	1,507,867

(a) Cash at bank and on hand

Cash at bank balances are subject to interest at variable rates and the average rate for the year was 0.4% (2012: 2.57%).

(b) Deposits at call

As at reporting date, the Company does not hold any funds on deposits at call.

Note 7: Trade and other receivables

	2013 $	2012 $
Sundry debtors	**2,636**	1,947
Other debtors	**8,509**	10,903
Accrued interest	**-**	2,719
Prepayments	**17,372**	21,465
Loans due from employees	**-**	143,000
	28,517	180,034

The carrying value of receivables approximates their fair value. Loans due from employees have been impaired to market value in line with Company expectations on recoverability, refer to Note 24.

Note 8: Investments accounted for using the equity method

	2013 $	2012 $
Shares in associate (Note 20)	**104,206**	113,829
	104,206	113,829

Shares in associate

Investments in associates are accounted for in the consolidated financial statements using the equity method of accounting and are carried at cost by the parent entity.

Notes to the Financial Statements

For the Year Ended 31 December 2013

Note 9: Plant and equipment

Consolidated	Plant and equipment $	Furniture, fixtures and fittings $	Total $
At 1 January 2012			
Cost	17,494	32,067	49,561
Accumulated depreciation	(15,458)	(26,767)	(42,225)
Net book amount	2,036	5,300	7,336
Year ended 31 December 2012			
Opening net book amount	2,036	5,300	7,336
Depreciation charge	(597)	(541)	(1,138)
Closing net book amount	1,439	4,759	6,198
At 31 December 2012			
Cost	17,494	32,067	49,561
Accumulated depreciation	(16,055)	(27,308)	(43,363)
Net book amount	1,439	4,759	6,198
At 1 January 2013			
Cost	**17,494**	**32,067**	**49,561**
Accumulated depreciation	**(16,055)**	**(27,308)**	**(43,363)**
Net book amount	**1,439**	**4,759**	**6,198**
Year ended 31 December 2013			
Opening net book amount	**1,439**	**4,759**	**6,198**
Acquisition of assets	**18,942**	**-**	**18,942**
Depreciation charge	**(6,818)**	**(541)**	**(7,359)**
Closing net book amount	**13,563**	**4,218**	**17,781**
At 31 December 2013			
Cost	**32,165**	**32,067**	**64,232**
Accumulated depreciation	**(18,602)**	**(27,849)**	**(46,451)**
Net book amount	**13,563**	**4,218**	**17,781**

Notes to the Financial Statements

For the Year Ended 31 December 2013

Note 10: Trade and other payables

	Consolidated 2013 $	Consolidated 2012 $
Trade payables	**19,680**	16,929
Other creditors and accruals	**68,453**	101,011
	88,133	117,940

Note 11: Issued capital

Share capital

		Consolidated		Consolidated	
(a) Share Capital		**2013 Shares**	2012 Shares	**2013 $**	2012 $
Ordinary shares					
Ordinary shares fully paid	**(a)**	**159,865,612**	155,665,612	**18,280,710**	17,781,434
Employee share plan shares that are subject to restrictions	**(b)**	**11,450,000**	15,650,000	**901,358**	901,358
At reporting date		**171,315,612**	171,315,612	**19,182,068**	18,682,792

Ordinary shares entitle the holder to participate in dividends and the proceeds on winding up of the Company in proportion to the number of and amounts paid on the shares held.

On a show of hands every holder of ordinary shares present at a meeting in person or by proxy, is entitled to one vote, and upon a poll each share is entitled to one vote.

At 31 December 2013 there were 171,315,612 ordinary shares fully paid on issue.

(a) Ordinary shares issued

	Consolidated		Consolidated	
Movements in ordinary share capital	**2013 Number**	**2013 $**	2012 Number	2012 $
Balance at the beginning of the year	**155,665,612**	**17,781,434**	155,665,612	17,781,434
Share subscriptions received - employee share plan loans repaid and unrestricted	**4,200,000**	**134,400**	-	-
Share based payment associated with repayment of loans transferred from share-based payment reserve	**-**	**364,921**		
Less: Transaction costs arising on employee share plan shares	**-**	**(45)**	-	-
Balance at end of the year	**159,865,612**	**18,280,710**	155,665,612	17,781,434

Notes to the Financial Statements

For the Year Ended 31 December 2013

Note 11: Issued capital (continued)

(b) Shares issued under the employee share plan shares

	Consolidated		Consolidated	
Movements in employee share plan shares	**2013 Number**	**2013 $**	2012 Number	2012 $
Balance at the beginning of the year	**15,650,000**	**901,358**	15,650,000	901,358
Employee share plan shares with restrictions lifted				
(i) April 2008 Share Plan	**(1,800,000)**	**-**	-	-
(ii) June 2008 Share Plan	**(2,400,000)**	**-**	-	-
Balance at end of the year	**11,450,000**	**901,358**	15,650,000	901,358

Note 12: Reserves and accumulated losses

Accumulated losses	**Consolidated 2013 $**	Consolidated 2012 $
Movements in accumulated losses were as follows:		
Balance at beginning of financial year	**(17,445,536)**	(16,522,661)
Net loss for the year	**(553,705)**	(922,875)
Balance at end of financial year	**(17,999,241)**	(17,445,536)

Reserves

(a) Movements in reserves were as follows:

	Share-based payment reserve $	**Foreign currency translation reserve $**	**Total $**
Consolidated			
At 1 January 2013	**813,058**	**(360,326)**	**452,732**
Share based payment associated with repayment of loans transferred to issued capital	**(364,921)**	**-**	**(364,921)**
Foreign currency translation	**-**	**(12,563)**	**(12,563)**
At 31 December 2013	**448,137**	**(372,889)**	**75,248**

Notes to the Financial Statements

For the Year Ended 31 December 2013

Note 12: Reserves and accumulated losses (continued)

Reserves (continued)

	Share-based payment reserve $	**Foreign currency translation reserve $**	**Total $**
Consolidated			
At 1 January 2012	805,588	(344,817)	460,771
Employees share plan expense	7,470	-	7,470
Foreign currency translation	-	(15,509)	(15,509)
At 31 December 2012	813,058	(360,326)	452,732

(b) Nature and purpose of reserves

(i) Share-based payment reserve

The share-based payment reserve is used to recognise:

- the fair value of options issued to employees but not exercised; and
- the fair value of shares issued to employees.

(ii) Foreign currency translation reserve

Exchange differences arising on translation of the foreign controlled entities are taken to the foreign currency translation reserve. The reserve is recognised in the statement of comprehensive income when the net investment is disposed of. The reserve also includes the Group's share of the post-acquisition movements in the associated Company's foreign currency translation reserve, refer to Note 20(b).

Note 13: Parent Entity Disclosures

	2013 $	2012 $
Assets		
Current assets	**1,214,860**	1,679,711
Non-current assets	**121,987**	120,027
Total assets	**1,336,847**	1,799,738
Liabilities		
Current liabilities	**81,905**	110,104
Total liabilities	**81,905**	110,104
Equity		
Issued capital	**19,182,068**	18,682,792
Accumulated losses	**(18,375,263)**	(17,814,734)
Shares based payment reserve	**448,137**	821,576
Total equity	**1,254,942**	1,689,634

Notes to the Financial Statements

For the Year Ended 31 December 2013

Note 13: Parent Entity Disclosures (continued)

Financial performance

	2013 **$**	2012 $
Loss for the year	**(560,529)**	(932,303)
Total comprehensive loss	**(560,529)**	(932,303)

Guarantees entered into by the parent entity in relation to the debts of its subsidiaries

Subordination agreement with Tameka Shelf Company Four (Pty) Ltd	**61,044**	61,044
Subordination agreement with Magnum Tantalite (Pty) Ltd	**600,843**	566,959

The Parent is a substantial lender to the subsidiaries listed above and has agreed to assist the subsidiaries by subordinating, subject to certain terms and conditions, its claim against the subsidiaries in favour of and for the benefit of other creditors of the subsidiaries.

The subordination referred to above shall remain in force and effect for so long as the liabilities of the subsidiaries exceed their assets, fairly valued, and shall lapse immediately upon the date that the assets of the subsidiaries exceed their liabilities.

Note 14: Key management personnel disclosures

(a) Directors

The following persons were directors of the Company during the financial year:

(i) Chairman – Non-executive
D F Lynton Brown (Appointed Chairman 27 September 2013)
G A Nealon (Deceased 27 September 2013)

(ii) Executive director
G M Button

(iii) Non- executive directors
M McMahon

No other key management personnel were identified during the period.

(b) Key management personnel compensation

	Consolidated	
	2013 **$**	2012 $
Short-term employee benefits	**93,613**	100,000
Post-employment benefits	**8,533**	9,000
Total compensation	**102,146**	109,000

Notes to the Financial Statements

For the Year Ended 31 December 2013

Note 14: Key management personnel disclosures (continued)

(b) Key management personnel compensation (continued)

The Company has taken advantage of the relief provided by the *Corporations Regulations* 2M.6.04 and has transferred the detailed remuneration disclosures to the directors' report. The relevant information can be found in sections A-C of the remuneration report.

(c) Shareholdings

The numbers of shares in the Company held during the financial year by each director of the Company, including their personally related entities, is set out below. Where shares are held by the individual director or executive and any entity under the joint or several control of the individual director or executive they are shown as 'beneficially held'. Shares held by those who are defined by AASB 124 *Related Party Disclosures* as close members of the family of the individual director or executive are shown as 'non-beneficially held'.

2013 **Name**	**Type of holding**	**Balance at the start of the year**	**Received under the Employee Share Plan**	**Other changes during the year**	**Balance at the end of the year**
G M Button	**Beneficially held**	**3,700,000[1]**	**-**	**-**	**3,700,000[1]**
D F Lynton Brown	**Beneficially held**	**920,000[2]**	**-**	**-**	**920,000**
M McMahon	**Beneficially held**	**-**	**-**	**-**	**-**
Estate of G A Nealon	**Beneficially held**	**3,000,000[3]**	**-**	**-**	**3,000,000[3]**
2012					
G M Button	Beneficially held	3,700,000[1]	-	-	3,700,000[1]
D F Lynton Brown	Beneficially held	920,000[2]	-	-	920,000[2]
M McMahon	Beneficially held	-	-	-	-
G A Nealon	Beneficially held	3,000,000[3]	-	-	3,000,000[3]

[1]Includes 1,500,000 of ordinary shares issued under the employee share plan that are subject to restrictions.
[2]Includes 900,000 of ordinary shares issued under the employee share plan that are subject to restrictions.
[3]Includes 1,500,000 of ordinary shares issued under the employee share plan that are subject to restrictions.
The directors have no option holdings in the Company.

Notes to the Financial Statements

For the Year Ended 31 December 2013

Note 14: Key management personnel disclosures (continued)

(d) Loans to directors and executives

Full recourse loans under 2007 Share Plan

Details of the directors with loans under the plan are as follows:

2013	**Balance at beginning of year $**	**Principal drawn $**	**Interest charged $**	**Impairment $**	**Balance at end of year $**
G M Button	**39,000**	**-**	**-**	**(39,000)**	**-**
Estate of G A Nealon	**39,000**	**-**	**-**	**(39,000)**	**-**
	78,000	**-**	**-**	**(78,000)**	**-**

2012	**Balance at beginning of year $**	**Principal drawn $**	**Interest charged $**	**Impaired $**	**Balance at end of year $**
G M Button	127,649	-	4,747	(93,396)	39,000
G A Nealon	132,337	-	4,922	(98,259)	39,000
	259,986	-	9,669	(191,655)	78,000

Refer to Note 24 for full details of loans to key management personnel.

(e) Other transactions with directors and executives

There were no other transactions with directors and executives.

Note 15: Remuneration of auditors

	Consolidated 2013 $	Consolidated 2012 $
(a) Audit services		
Audit and review services		
Auditors of parent entity (HLB Mann Judd)		
Audit and review of financial reports under the *Corporations Act 2001*	**22,500**	21,500
Non-HLB Mann Judd audit firms for the audit or review of financial reports of any entity in the Group	**3,126**	4,837
Total remuneration for audit services	**25,626**	26,337

Notes to the Financial Statements

For the Year Ended 31 December 2013

Note 15: Remuneration of auditors (continued)

(b) Non-audit services

During the year ended 31 December 2013, the auditors did not provide any non-audit services.

It is the Group's policy to employ HLB Mann Judd on assignments additional to their statutory audit duties where HLB Mann Judd's expertise and experience with the Group are important. It is Group policy to seek competitive tenders for all major consulting projects.

Note 16: Contingencies

(a) Contingent liabilities

As at the reporting date the Company had no contingent liabilities.

(b) Contingent assets

As at reporting date the Company had no contingent assets.

Note 17: Commitments

There were no commitments to external parties during the year.

Note 18: Related party transactions

(a) Parent entity
The ultimate parent entity within the Group is Magnum Mining and Exploration Limited.

(b) Subsidiaries
Interests in subsidiaries are set out in Note 19.

(c) Key management personnel
Disclosures relating to key management personnel are set out in Note 14.

Note 19: Subsidiaries

The consolidated financial statements incorporate the assets, liabilities and results of the following subsidiaries in accordance with the accounting policy described in Note 1 (e):

			Equity holding	
Name of entity	**Country of incorporation**	**Class of shares**	**2013 %**	2012 %
Tameka Shelf Company Four (Pty) Ltd	Namibia	Ordinary	**100**	100
Namibian Tantalite Investment (Pty) Ltd	Namibia	Ordinary	**100**	100
Magnum Tantalite (Pty) Ltd	South Africa	Ordinary	**100**	100

Notes to the Financial Statements

For the Year Ended 31 December 2013

Note 20: Investments in associates

Tantalite Valley Estates (Pty) Ltd

(a) Carrying amounts

Name of Entity	Ownership interest 2013 %	Ownership interest 2012 %	Consolidated 2013 $	Consolidated 2012 $
Tantalite Valley Estates (Pty) Ltd	**49**	49	**104,206**	113,829

(b) Movement in carrying amounts	Consolidated 2013 $	Consolidated 2012 $
Carrying amount at the beginning of the year	**113,829**	124,711
Share of (loss) before income tax	**(1,104)**	(710)
Share of foreign currency translation reserve	**(8,519)**	(10,172)
Carrying amount at the end of the year	**104,206**	113,829

(c) Summarised financial information of associates

	Group's share of: Assets $	Liabilities $	Revenues $	Profit / (Losses) $
2013				
Tantalite Valley Estates (Pty) Ltd	**149,261**	**5,021**	**-**	**(1,104)**
2012				
Tantalite Valley Estates (Pty) Ltd	158,094	4,231	-	(710)_

Note 21: Events occurring after the reporting date

There have not been any matters that have arisen after balance date that have significantly affected, or may significantly affect, the operations and activities of the Group, the results of those operations, or the state of affairs of the Group in future financial periods other than those detailed below:

Acquisition of the Gravelotte Emerald Project in South Africa
The Company announced on 28 January 2014 that it has signed a binding agreement (**Binding Agreement**) to acquire 100% of the issued shares in GEM Venus Holdings (Pty) Ltd (GEM Venus) for consideration of R8,500,000 ($A equivalent approximately $A860,000 based on the current exchange rate). The vendors of GEM Venus will also be issued, in aggregate, 20 million shares in Magnum (having an aggregate market value of approximately $A260,000 based on current share price) on the earlier of the commencement of economic production at the Gravelotte Project and two years from completion.

Notes to the Financial Statements

For the Year Ended 31 December 2013

Note 21: Events occurring after the reporting date (continued)

GEM Venus is the owner of the Gravelotte Project which comprises a mining lease in respect of emeralds and on-site infrastructure. Under the Binding Agreement, the vendors (who also hold legal title to the land underlying the Gravelotte Project) have also agreed to enter into a long term lease agreement with GEM Venus which will provide Magnum with all access and rights required for on-going exploration and development at the Gravelotte Project. The Binding Agreement requires the vendors to assist Magnum in undertaking further due diligence enquiries and the transaction is conditional upon the satisfactory completion of those enquiries, as well as other customary conditions precedent.

Note 22: Reconciliation of loss after income tax to net cash outflow from operating activities

	Consolidated	
	2013	2012
	$	$
Loss for the year	**(553,705)**	(922,875)
Depreciation	**7,359**	1,138
Share of loss on equity investment	**1,104**	710
Share-based payment expense	**-**	7,470
Employee loans impaired	**143,000**	355,421
Foreign exchange loss	**810**	387
Change in operating assets and liabilities:		
(Increase) / decrease in trade receivables	**8,517**	(1,637)
Increase / (decrease) in trade payables	**(34,661)**	10,296
Net cash outflow from operating activities	**(427,576)**	(549,090)

Note 23: Loss per share

	Consolidated	
	2013	2012
	Cents	Cents
Basic loss per share	**(0.32)**	(0.54)
Weighted average number of ordinary shares used as the denominator in calculating basic earnings per share	**171,315,612**	171,315,612
	$	$
Loss attributable to ordinary equity holders of the Group used in calculating basic loss and diluted loss per share	**(553,705)**	(922,875)

The Company's potential ordinary shares, being its share plan shares, are not considered dilutive as the conversion of these share plan shares would result in a decreased loss per share.

Notes to the Financial Statements

For the Year Ended 31 December 2013

Note 24: Share-based payments

(a) Employee Share Plan

Schemes under which shares may be issued by the Company to directors, consultants or employees for no cash consideration were approved by shareholders at the 2006 and 2008 Annual General Meetings.

Participants of the Plan are determined by the Board and can be directors, consultants or employees to the Company or a subsidiary. The Board considers length of service, seniority, responsibilities, potential contribution and any other relevant matters in determining eligibility of potential participants.

The issue price for the shares issued under the Plan is not less than the weighted average share price for the last five trading days immediately preceding the offer to the participant. The market value of shares issued under the scheme, measured as the weighted average market price on the day of issue of the shares, is recognised in the statement of financial position as share capital and as part of employee benefit costs in the period the shares are vested.

A participant who is invited to subscribe for shares under the Plan may also be invited to apply for a loan up to the amount payable in respect of the shares accepted by the participant. These loans are to be made on the following terms:

- Interest free;
- Applied directly against the issue price of the shares to be acquired under the Plan;
- For a term to be determined by the Board;
- Repayable to the extent of the lesser of the issue price of the relevant shares issued, less any cash dividends applied against the outstanding principal; and the last market sale price of the shares on the date of repayment of the loan;
- The loan must be repaid in full prior to expiry of the loan;
- The Company will have a lien over the shares in respect of which a loan is outstanding;
- Shares issued under the Plan are not transferable while a loan amount in respect of those shares remains payable; and
- Shares issued under the Plan will not be quoted on a publicly traded stock market while a loan amount in respect of those shares remains payable.

All shares issued under the Plan with non-recourse loans are considered to be equivalent in nature to options. Therefore, the fair value of shares issued under the Plan is determined in the same way as options would be.

The fair value at grant date of the director shares is independently determined using a Black and Scholes option pricing model that takes into account the exercise price, the term of the option, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option.

No new shares have been issued under the plans during the current or prior financial year.

Notes to the Financial Statements

For the Year Ended 31 December 2013

Note 24: Share-based payments (continued)

(a) Employee Share Plan (continued)

June 2007 Share Plan

The Company resolved, on 7 July 2010, to authorise full recourse interest bearing loans to the holders of the shares under the 2007 Share Plan. The terms of the loans are as follows:

(i)	Commencement date	1 July 2010
(ii)	Loan term	2 years
(iii)	Principal repayment	Principal repayment due in full on or before 30 June 2012
(iv)	Interest rate	7.50% per annum
(v)	Interest payable	Due 6 monthly in arrears

On 30 June 2012 the loans were due to expire and the principal in respect of the loans remained unpaid. The Company resolved to extend the loan repayment date until 31 December 2012 in accordance with the terms of the original loan agreements.

In December 2012, the Company notified loan holders a default event will occur, under the existing loan agreements, in relation to all outstanding principal and interest amounts unpaid as at 31 December 2012.

Under the terms of the loan agreements, loan holders had the option to either:

i. Repay the interest and principal in full; or
ii. Agree to the Company arranging for the sale of the loan holder's shares before applying the proceeds from sale to the outstanding loan balance.

Upon either of the above occurring, the existing loan would be satisfied in full.

During the year, all participants of the *June 2007 Share Plan* signed a Deed of Acknowledgement whereby the participant acknowledged and agreed for the Company to engage a broker to sell the shares on ASX on behalf of the participant, with any proceeds from the sale of shares to be applied as repayment of the existing loans owed by the participant. No shares have been sold on market as at the date of this report, however the Company will proceed to sell the shares on market as soon as is reasonably practicable.

The Company has fully impaired the loans owing under this plan within the accounts of the Company as at 31 December 2013.

April 2008 and June 2008 Share Plans

Under the terms of the employee share plans the Company provided loans at the date of issue to fund the full share application amount of the plan shares. Details of the loan terms are noted on pages 13-14.

On 30 June 2012 the loans were due to expire and the principal in respect of the loans remained unpaid. The Company resolved to extend the loan repayment date until 31 December 2012. The last traded price of the shares on 30 June 2012 was $0.032 per share.

Notes to the Financial Statements

For the Year Ended 31 December 2013

Note 24: Share-based payments (continued)

(a) Employee Share Plan (continued)

In December 2012, the Company notified loan holders a default event will occur in relation to outstanding loans unpaid as at 31 December 2012. In accordance with the Share Plan, the Company offered employees the option to elect by 31 December 2012 to repay the outstanding loan amount on or before 30 June 2013 in which case the shares would become unrestricted. Alternatively, if an employee did not elect to repay the outstanding loan amount the Company would exercise the right to dispose of the shares in accordance with the Share Plan.

Share Plan	Shares Issued under the Plan No.	Share Price at Loan Expiry Date $	Balance of Loans 31 December 2012 $	Balance of Loans 31 December 2013 $
April 2008 Share Plan	5,250,000	0.0320	168,000	110,400
June 2008 Share Plan	3,900,000	0.0320	124,800	48,000

During the financial year, three employees elected to repay their share plan loans whereby $134,400 was received by the Company and 4,200,000 employee shares became unrestricted.

The remainder of participants of the *April 2008 and June 2008 Share Plans* that did not accept the Company's offer to repay their share plan loans signed a Letter of Acknowledgment to confirm that they do not wish to participate in the share plans and understand that the Company reserves the right to dispose of the shares in accordance with the share plans and apply the proceeds against the balance of the loans outstanding. No shares have been sold on market as at the date of this report however the Company will proceed to sell the shares on market as soon as is reasonably practicable.

(b) Expenses relating to share based payment transactions

Total expenses arising from share-based payment transactions recognised during the period as part of employee benefit expense were as follows:

	Consolidated	
	2013	2012
	$	$
Shares issued under the Plan	**-**	7,470

Note 25: Financial Instruments

(a) Capital risk management

The Group does not have any debt facilities outside of normal creditor trading terms and thus does not deem it necessary for a formal capital risk management charter.

The Group manages its capital to ensure that companies within the Group will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance.

The Group's overall strategy remains unchanged from 2012.

Notes to the Financial Statements

For the Year Ended 31 December 2013

Note 25: Financial Instruments (continued)

The capital structure of the Group consists of cash and cash equivalents and equity attributable to equity holders of the parent comprising issued capital, reserves and retained earnings.

None of the Group's companies are subject to externally imposed capital requirements.

(a) Capital risk management (continued)

Operating cash flows are used to maintain and expand operations, as well as to make routine expenditures such as general administrative outgoings.

(b) Categories of financial instruments

	Consolidated	
	2013	2012
	$	$
Financial assets		
Loans & receivables	**28,517**	180,034
Cash and cash equivalents	**1,195,704**	1,507,867
	1,224,221	1,687,901
Financial liabilities		
Financial liabilities	**88,133**	117,940
	88,133	117,940

(c) Financial risk management objectives

The Group does not speculate in the trading of derivatives. The Group is exposed to market risk (including currency risk, fair value interest rate risk and other price risk), credit risk, liquidity risk and cash flow interest rate risk.

(d) Market risk

The Group's activities expose it primarily to the financial risks of foreign currency exchange rates. There has been no change at the reporting date to the Group's exposure to market risks or the manner in which it manages and measures the risk from the previous period.

(i) Foreign exchange risk

Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the entity's functional currency and net investments in foreign operations.

(ii) Price risk

Given the current level of operations, the Group is not exposed to price risk.

Notes to the Financial Statements

For the Year Ended 31 December 2013

Note 25: Financial Instruments (continued)

(d) Market risk (continued)

(iii) Interest rate risk

The Company has exposure to the risks of changes in market interest rates relating to its cash and cash equivalents. All other financial assets and liabilities in the form of receivables and payables are non-interest bearing. The Company had no external borrowings or loans as at 31st December 2013, except loans to employees.

	31 December 2013		31 December 2012	
	Weighted average interest rate %	**Balance $**	Weighted average interest rate %	Balance $
Cash balances	**0.4%**	**1,195,704**	2.57%	1,507,867

(e) Foreign currency risk management

The Group undertakes certain transactions denominated in foreign currencies, hence exposure to exchange rate fluctuations arise. The Group has not formalised a foreign currency risk management policy however, it monitors its foreign currency exposure in light of exchange rate movements.

The carrying amount of the Group's foreign currency denominated monetary assets and monetary liabilities at the reporting date is as follows:

	Liabilities		**Assets**	
	2013 $	2012 $	**2013 $**	2012 $
South African Rand (ZAR)	**(306)**	(324)	**8,724**	6,619
Namibian dollar	**(5,958)**	(7,548)	**637**	1,571

(f) Foreign currency sensitivity analysis

The Group has no material exposure to foreign currency fluctuations.

(g) Interest rate risk management

The Group and parent entity are exposed to interest rate risk as entities in the Group maintain funds at both fixed and floating interest rates. The risk is managed by the Group by maintaining an appropriate mix between fixed and floating rate liquid funds.

The Group and parent entity's exposure to interest rates on financial assets and financial liabilities are detailed in the liquidity risk management section of this note.

Notes to the Financial Statements

For the Year Ended 31 December 2013

Note 25: Financial Instruments (continued)

(g) Interest rate risk management (continued)

During the year ended 31 December 2013, if interest rates had been 50 basis points higher or lower than the prevailing rates realised, with all other variables held constant, there would have been an immaterial change in the post tax loss for the year. The impact on equity would have been the same.

(h) Credit risk

Credit risk refers to the risk that a counter party will default on its contractual obligations resulting in financial loss to the Group. The Group has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral where appropriate, as a means of mitigating the risk of financial loss from defaults. The Group measures credit risk on a fair value basis.

The Group does not have any significant credit risk exposure to any single counterparty or any group of counterparties having similar characteristics. The credit risk on liquid funds is limited because the counterparties are banks with high credit ratings assigned by international credit rating agencies.

The maximum exposure to credit risk at balance date is the carrying amount (net of provision for impairment) of those assets as disclosed in the statement of financial position and notes to the financial statements.

(i) Liquidity risk management

The Group manages liquidity risk by continuously monitoring forecast and actual cash flows and ensuring sufficient cash and marketable securities are available to meet the current and future commitments of the Group. Due to the nature of the Group’s activities, being mineral exploration, the Group does not have ready access to credit facilities, with primary source of funding being equity raisings. The Board of Directors constantly monitor the state of equity markets in conjunction with the Group’s current and future funding requirements, with a view to initiating appropriate capital raisings as required.

The financial liabilities of the Group are confined to trade and other payables as disclosed in the statement of financial position. All trade and other payables are non-interest bearing and due within 12 months of the reporting date.

Notes to the Financial Statements

For the Year Ended 31 December 2013

Note 25: Financial Instruments (continued)

(i) Liquidity risk management (continued)

Liquidity and interest rate risk tables

Consolidated

	Weighted average effective interest rates %	Less than 1 month $	1 – 3 months $	3 months – 1 year $	1 – 5 years $	5 + years $
2013						
Non-interest bearing	**-**	**-**	**88,133**	**-**	**-**	**-**
Variable interest rate instruments	**-**	**-**	**-**	**-**	**-**	**-**
Fixed interest rate instruments	**-**	**-**	**-**	**-**	**-**	**-**
2012						
Non-interest bearing	-	-	117,940	-	-	-
Variable interest rate instruments	-	-	-	-	-	-
Fixed interest rate instruments	-	-	-	-	-	-

The above table details the Group's contractual maturity for its financial liabilities. These are based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows.

(j) Fair value of financial instruments

For financial assets and liabilities, the net fair value approximates the carrying value. No financial assets and financial liabilities are readily traded on organised markets in standardised form, other than listed investments. The Group has no financial assets where carrying amount exceeds net fair value at reporting date.

Directors' Declaration

1. In the opinion of the directors of Magnum Mining and Exploration Limited (the 'Company'):
   a. the accompanying financial statements, notes and the additional disclosures are in accordance with the Corporations Act 2001 including:
      i. giving a true and fair view of the consolidated entity's financial position as at 31 December 2013 and of its performance for the year then ended; and
      ii. complying with Australian Accounting Standards (including the Australian Accounting Interpretations) and the Corporations Regulations 2001;
   b. there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable; and
   c. the financial statements and notes thereto are in accordance with International Financial Reporting Standards issued by the International Accounting Standards Board.
2. This declaration has been made after receiving the declarations required to be made to the directors in accordance with Section 295A of the Corporations Act 2001 for the financial year ended 31 December 2013.

This declaration is signed in accordance with a resolution of the Board of Directors.

G. Button.

G M Button
Director
28 March 2014

HLB Mann Judd

Accountants | Business and Financial Advisers

INDEPENDENT AUDITOR'S REPORT

To the members of Magnum Mining & Exploration Limited

Report on the Financial Report

We have audited the accompanying financial report of Magnum Mining & Exploration Limited ("the company"), which comprises the consolidated statement of financial position as at 31 December 2013, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration for the Group. The Group comprises the company and the entities it controlled at the year's end or from time to time during the financial year.

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(b), the directors also state, in accordance with Accounting Standard AASB 101: *Presentation of Financial Statements*, that the financial report complies 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 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 Group's preparation and fair presentation of the financial report 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 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.

Our audit did not involve an analysis of the prudence of business decisions made by directors or management.

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*.

HLB Mann Judd (WA Partnership) ABN 22 193 232 714
Level 4, 130 Stirling Street Perth WA 6000. PO Box 8124 Perth BC 6849 Telephone +61 (08) 9227 7500. Fax +61 (08) 9227 7533.
Email: hlb@hlbwa.com.au. Website: http://www.hlb.com.au

HLB Mann Judd

Accountants | Business and Financial Advisers

Auditor's opinion

In our opinion:

(a) the financial report of Magnum Mining & Exploration Limited is in accordance with the *Corporations Act 2001*, including:

   (i) giving a true and fair view of the Group's financial position as at 31 December 2013 and of its performance for the year 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(b).

Emphasis of matter

Without modifying our opinion, we draw attention to Note 1(f) to the financial report which indicates that the ability of the Group to continue as a going concern is principally dependent upon raising sufficient additional capital to fund the payment to the vendors as described in Note 1(f) and ongoing working capital. Should the Company be unable to raise sufficient additional capital, there is a material uncertainty that may cast significant doubt about the ability of the Group to continue as a going concern and, therefore, whether it will be able to realise its assets and extinguish its liabilities in the normal course of business.

Report on the Remuneration Report

We have audited the remuneration report included in the directors' report for the year ended 31 December 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 conducted in accordance with Australian Auditing Standards.

Auditor's opinion

In our opinion the remuneration report of Magnum Mining & Exploration Limited for the year ended 31 December 2013 complies with section 300A of the *Corporations Act 2001*.

HLB Mann Judd

HLB Mann Judd
Chartered Accountants

L Di Giallonardo
Partner

Perth, Western Australia
28 March 2014

Shareholder Information

The shareholder information set out below was applicable as at 24 March 2014.

1. Substantial Holders

Substantial holders in the Company are set out below:

Ordinary Shares

	Fully Paid Shares	%
Sunshore Holdings Pty Ltd	9,293,500	5.42

2. Voting Rights

The voting rights attaching to the shares are, on a show of hands every member present in person or by proxy shall have one vote and upon a poll, each share shall have one vote.

3. On-Market Buy-Back

There is no current on-market buy-back.

4. Distribution of Shareholders

(i) Analysis of numbers of shareholders by size of holding:

No. of Shares	No. of Shareholders
1 – 1,000	137
1,001 – 5,000	330
5,001 – 10,000	141
10,001 – 100,000	335
100,001 and over	195
	1,138

(ii) There were 785 holders of less than a marketable parcel of shares.

Shareholder Information (continued)

5. Twenty Largest Shareholders

Name of Shareholder:	Number Held:	Percentage of Issued Shares:
1. Sunshore Holdings Pty Ltd	9,293,500	5.42
2. Aero Agencies International	6,860,763	4.00
3. McLaren Investments Ltd	6,400,000	3.74
4. JP Morgan Nominees Australia Ltd <Cash Income A/C>	6,004,601	3.50
5. Sorrel Enterprises Ltd	6,000,000	3.50
6. Rogue Investments Pty Ltd	5,634,200	3.29
7. Stately Glory Limited	5,000,000	2.92
8. HSBC Custody Nominees (Australia) Limited	3,898,483	2.28
9. Dr Salim Cassim	3,700,000	2.16
10. Ruby Hall Pty Ltd	3,023,238	1.76
11. Mr Grant Button	3,000,000	1.75
12. Mr Gerry Nealon	3,000,000	1.75
13. Cintra Holdings Pty Ltd <Account Cintra Family>	2,656,833	1.55
14. Mr Ed Nealon	2,600,000	1.52
15. Platinum Investment Corporation Pty Ltd	2,600,000	1.52
16. Houtbay International Ltd	2,500,000	1.46
17. Australian Sport & Recreation Link Pty Ltd	2,000,000	1.17
18. Peter Bowman Nominees Pty Ltd <Peter Bowman Family A/C>	2,000,000	1.17
19. Sunshore Holdings Pty Ltd	2,000,000	1.17
20. Citi Corp Nominees Pty Ltd	1,980,310	1.16
Top 20 holders of Ordinary Shares (Total)	80,151,928	46.79

6. Schedule of Tenements

Project	Tenement reference	Tenement Status	Percentage Interest
Namibia	Mining License Number 77	Granted	100%

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