



**ANNUAL REPORT**  
**31 March 2014**



## REVIEW OF OPERATIONS

Champion Iron Limited (formerly Mamba Minerals Limited) is pleased to provide its review of operations for the financial year ending March 31, 2014.

### **Arrangement between Mamba Minerals Limited and Champion Iron Mines Limited**

On March 31, 2014, pursuant to an Arrangement Agreement ("Arrangement"), Mamba Minerals Limited ("Mamba") (a) acquired all of the issued and outstanding common shares of Champion Iron Mines Limited ("Champion") on the basis of an exchange ratio of 0.7333333 Mamba share and/or Exchangeable share (or combination thereof) for each outstanding Champion common share and (b) replaced each outstanding Champion warrant and Champion stock option on the basis that the holder will be entitled to acquire 0.7333333 Mamba share on the same terms and conditions ("Replacement Warrants" and "Replacement Stock Options").

Prior to the closing of the Arrangement, Mamba:

- a) issued 3,200,000 shares in exchange for 32,000,000 Mamba performance shares outstanding.
- b) issued 3,560,448 shares with a fair value of \$1,830,000, based on a price of A\$0.50 per share, to remove provisions from Champion consulting contracts regarding payments on termination in the event of a change of control subsequent to completion of the Arrangement ("Change of Control Payments").
- c) completed a private placement consisting of 20,000,000 shares at a price of A\$0.50 per share for gross proceeds of A\$10,000,000 and paid a financing fee of 5% of the gross proceeds equal to A\$500,000.

Upon completion of the Arrangement, under Corporations Law, Mamba is the acquirer and Champion is the acquiree; however, for accounting purposes, Champion is deemed to be the acquirer and Mamba is deemed to be the acquiree. The consolidated financial statements represent a continuation of the financial statements of Champion. The consolidated financial statements for the year ended March 31, 2014 include the financial results of Champion for the year ended March 31, 2014 and Mamba from March 31, 2014.

Following the closing of the Amalgamation, Mamba changed its name to Champion Iron Limited (the "Company").

The Company's shares are now quoted on the Australian Stock Exchange and the Toronto Stock Exchange under the symbol CIA.

### **Consolidated Fire Lake North Project**

Champion holds 100% of Consolidated Fire Lake North, which is located in Canada's major iron ore producing district in the Labrador Trough in the province of Quebec. Consolidated Fire Lake North is located immediately north of Arcelor Mittal's operating Fire Lake Mine and 60km south of Cliffs Natural Resources Inc's Bloom Lake Mine in northeastern Quebec. Champion completed a Prefeasibility Study (PFS) on Fire Lake in February 2013 which indicates iron ore production of 9.3Mtpa, with a Net Present Value of C\$3.3b with operating costs of C\$44/t. Fire Lake contains a Canadian National Instrument (NI) 43-101 Inferred Resource of 2.8 billion tonnes plus 746 million tonnes in the Measured and Indicated categories that includes 464 million tonnes of Reserves. The ore is metallurgical course-grained hematite which beneficiates easily with an 83% recovery achieved in the PFS to produce a 66% Fe grade.

The proceeds received from the equity financing will be applied to fund a bankable feasibility on the Consolidated Fire Lake North, where additional infill drilling is ongoing. Champion is also progressing discussions with various infrastructure providers, including power, rail and port facilities. It is envisaged that exports of iron ore will be through the Pointe Noire terminal at the Port of Sept Isles in Quebec.

### **Snelgrove Lake Project**

The Company has an option to acquire a 100% interest in 5 licenses covering 106 square kilometres located approximately 55 kilometres southeast of Schefferville, Newfoundland. Snelgrove Lake is encumbered with a 3% gross sales royalty. In order to earn its interest, the Company must issue Performance Shares, grant options, make option payments and incur exploration expenditures, as follows:

	<b>Issue Performance shares</b>	<b>Grant options</b>	<b>Option payments A\$</b>	<b>Option payments \$</b>	<b>Exploration expenditures \$</b>
October 2012 (issued and paid)	32,000,000	17,000,000	425,000	410,000	—
March 11, 2014 (incurred)	—	—	—	—	3,250,000
August 1, 2018	—	—	—	5,750,000	3,250,000
	<b>32,000,000</b>	<b>17,000,000</b>	<b>425,000</b>	<b>6,160,000</b>	<b>6,500,000</b>

Up to March 31, 2014, Mamba has incurred exploration expenditures of approximately \$6,400,000.

An independent exploration report detailing all material work carried out on the Snelgrove Lake Project was commissioned by Champion. This report presents Snelgrove Lake in accordance with National Instrument 43-101 (NI 43-101), the Canadian equivalent to JORC for the public reporting of geological information. The NI 43-101 was released on ASX by the Company on February 13, 2014.

All drilling data and technical reports from Snelgrove Lake were exported to an independent contractor in preparation for integration with the Champion data post-merger. The drill data was subject to an audit with no material issues identified.

The decision to exercise the option will depend on the economic viability of Snelgrove Lake and the capacity to finance its development. Given the advanced stage of Consolidated Fire Lake North and the significant funds that will be required for its development, there is no certainty that the option for Snelgrove Lake Project will be exercised. Accordingly, prior to the completion of the Arrangement, Mamba recorded an impairment loss of \$10,038,754 to write off the balance of Snelgrove Lake.

## DIRECTOR'S REPORT

Your directors present their report on Champion Iron Limited (formerly Mamba Minerals Limited) and its controlled entities (collectively, the "Company") for the financial year ended March 31, 2014.

Accordingly, information set out below has been provided for both Champion and the Company.

### DIRECTORS

The Directors of Champion Iron Mines Limited at any time during or since the end of the year are:

Director	Position	Note
Thomas Larsen	Director and Chief Executive Officer	
Paul Ankorn	Non-executive Director	Appointed on June 24, 2013.
Harry Burgess	Non-executive Director	Appointed on August 7, 2013; resigned on March 31, 2014.
Joseph Chan	Non-executive Director	Resigned on April 2, 2013.
Jean Depatie	Non-executive Director	Resigned on April 2, 2013.
William Harding	Non-executive Director	Resigned on March 31, 2014.
Alexander Horvath	Director and Chief Operating Officer	Resigned as a Director on March 31, 2014
Jean Lafleur	Non-executive Director	Term ended on September 24, 2013.
Ashwath Mehra	Non-executive Director	Resigned on April 2, 2013.
Francis Sauve	Non-executive Director	Resigned on March 31, 2014.
Donald Sheldon	Non-executive Director	
James Wang	Non-executive Director	Appointed on October 14, 2013

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

Director	Position	Note
Michael O'Keeffe	Executive Chairman	Appointed on August 13, 2013
Greg Burns	Non-executive Chairman	Resigned on August 13, 2013
Neville Bassett	Non-executive Director	Resigned on August 13, 2013
Robert Hyndes	Non-executive Director	Resigned on August 13, 2013
Richard Wright	Non-executive Director	Appointed on August 13, 2013; left on April 9, 2014
Niall Lenahan	Director and Company Secretary	Appointed on August 13, 2013; resigned as director on April 9, 2014; resigned as Company Secretary on June 16, 2014
Thomas Larsen	Director and Chief Executive Officer	Appointed on March 31, 2014
Paul Ankorn	Non-executive Director	Appointed on March 31, 2014
James Wang	Non-executive Director	Appointed on March 31, 2014
Donald Sheldon	Non-executive Director	Appointed on March 31, 2014
Gary Lawler	Non-executive Director	Appointed on April 9, 2014
Andrew Love	Non-executive Director	Appointed on April 9, 2014

Qualifications and experience of Directors' are disclosed on page 10.

### PRINCIPAL ACTIVITY

The Company's principal activity is the exploration and development of iron ore properties in Quebec, Canada.

### REVIEW OF OPERATIONS AND RESULTS

For the year ended March 31, 2014, the Company recorded a consolidated loss and comprehensive loss of \$48,592,898 (2013: \$7,904,332). Details of the operations of the Company are set out in the review of operations on page 1.

## **FINANCIAL POSITION**

At March 31, 2014, the Company had net assets totaling \$102,896,980 (2013: \$96,454,114) and \$16,221,821 (2013: \$4,535,089) in cash available, which includes the proceeds of a private placement of A\$10,000,000 which was held in trust at March 31, 2014 and received by the Company on April 2, 2014.

## **DIVIDENDS**

No dividends were paid or recommended for the year ended March 31, 2014 (2013: Nil).

## **SIGNIFICANT CHANGES IN STATE OF AFFAIRS**

On March 31, 2014, pursuant to an Arrangement Agreement ("Arrangement"), Mamba Minerals Limited ("Mamba") (a) acquired all of the issued and outstanding common shares of Champion Iron Mines Limited ("Champion") on the basis of an exchange ratio of 0.7333333 Mamba share and/or Exchangeable share (or combination thereof) for each outstanding Champion common share and (b) replaced each outstanding Champion warrant and Champion stock option on the basis that the holder will be entitled to acquire 0.7333333 Mamba share on the same terms and conditions ("Replacement Warrants" and "Replacement Stock Options").

Prior to the closing of the Arrangement, Mamba:

- a) issued 3,200,000 shares in exchange for 32,000,000 Mamba performance shares outstanding.
- b) issued 3,560,448 shares with a fair value of \$1,830,000, based on a price of A\$0.50 per share, to remove provisions from Champion consulting contracts regarding payments on termination in the event of a change of control subsequent to completion of the Arrangement ("Change of Control Payments").
- c) completed a private placement consisting of 20,000,000 shares at a price of A\$0.50 per share for gross proceeds of A\$10,000,000 and paid a financing fee of 5% of the gross proceeds equal to A\$500,000.

Following the closing of the Amalgamation, Mamba changed its name to Champion Iron Limited.

On July 31, 2013, Mamba exercised its option to acquire 100% of CIP Magnetite Pty Limited (Incorporated in Western Australia) and 100% of CIP Magnetite Limited (Incorporated in Newfoundland and Labrador) and issued 32 million performance shares to the previous CIP Magnetite Limited shareholders. CIP Magnetite Limited is the holder of the option to acquire the Snelgrove Lake Project. Mamba has negotiated a two-year extension to the Snelgrove Lake Project option agreement to September 2017, allowing it more flexibility on its development timetable and the ability to focus on Consolidated Fire Lake North in the near term.

## **MATTERS SUBSEQUENT TO THE END OF THE FINANCIAL YEAR**

Other than those noted below, no matter or circumstance has arisen since March 31, 2014 that has significantly affected, or may significantly affect:

- The Company's operations in the future financial years, or
- The results of those operations in future financial years, or
- The Company's state of affairs in future financial years.

On April 9, 2014, Gary Lawler and Andrew Love were appointed to the Board, replacing Richard Wright and Niall Lenahan who resigned from the Board. Gary Lawler and Andrew Love were each granted 500,000 fully-vested options entitling the holder to purchase one ordinary share for A\$0.50 until April 9, 2017. These options are valued at A\$0.26 per option.

On June 18, 2014, Pradip Devalia was appointed as Company Secretary, replacing Niall Lenahan who resigned. Pradip Devalia was granted 150,000 fully-vested options entitling the holder to purchase one ordinary share for A\$0.50 until June 18, 2017. These options are valued at A\$0.17 per option.

On June 18, 2014, the Company cancelled 500,000 outstanding options granted to each of Richard Wright and Niall Lenahan, entitling the holder to purchase one ordinary share for A\$0.50 until April 9, 2017.

## LIKELY DEVELOPMENTS AND EXPECTED RESULTS OF OPERATIONS

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

## MEETINGS OF DIRECTORS

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

	Directors		Audit Committee		Compensation and Nominating Committee		Special Committee	
	Meetings	Attended	Meetings	Attended	Meetings	Attended	Meetings	Attended
Thomas Larsen	18	17	—	—	—	—	—	—
Paul Ankorn (a)	15	15	4	4	2	2	—	—
Harry Burgess (b)	12	11	2	2	—	—	3	2
Joseph Chan (c)	—	—	—	—	—	—	—	—
Jean Depatie (c)	—	—	—	—	—	—	—	—
William Harding (d)	18	15	—	—	—	—	—	—
Alex Horvath	18	15	—	—	4	4	—	—
Jean Lafleur (e)	8	—	—	—	—	—	—	—
Ashwath Mehra (c)	—	—	—	—	—	—	—	—
Francis Sauve (d)	18	18	4	4	4	4	3	3
Donald Sheldon	18	18	—	—	—	—	3	3
James Wang (f)	8	7	—	—	—	—	—	—

Notes:

- (a) Appointed on June 24, 2013
- (b) Appointed on August 7, 2013 and resigned on March 31, 2014.
- (c) Resigned on April 2, 2013.
- (d) Resigned on March 31, 2014
- (e) Term ended on September 24, 2013.
- (f) Appointed October 14, 2013

## AUDIT AND RISK COMMITTEE

The Company has established an Audit Committee that comprises Andrew Love (Chair), Paul Ankorn and Gary Lawler.

## REMUNERATION AND NOMINATION COMMITTEE

The Company has established a Remuneration and Nomination Committee that comprises Gary Lawler (Chair), Andrew Love and Michael O'Keeffe.

## ENVIRONMENTAL ISSUES

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

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

## OPTIONS

The unissued shares of the Company under option at March 31, 2014 are disclosed in note 13 of the consolidated financial statements.

## REMUNERATION REPORT – AUDITED

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

### Directors' Remuneration Policy

- (a) The policy of the Company is to pay remuneration of KMP in cash and in amounts in line with employment market conditions relevant in the mining industry.
- (b) The Company's performance, and hence that of its KMP, is measured in terms of a combination of Company share price growth, cash raised, exploration carried out and farm in expenditure attracted.

### Remuneration Report

The directors of the Company present the Remuneration Report prepared in Accordance with Section 300A of the *Corporations Act* for the Company for the year ended March 31, 2014.

The following persons had authority and responsibility for planning, directing and controlling the activities of Champion Iron Mines Limited, directly or indirectly, during the financial year:

Person	Position	Note
Thomas Larsen	Director and Chief Executive Officer	
Paul Ankorn	Non-executive Director	Appointed on June 24, 2013.
Harry Burgess	Non-executive Director	Appointed on August 7, 2013; resigned on March 31, 2014.
Joseph Chan	Non-executive Director	Resigned on April 2, 2013.
Jean Depatie	Non-executive Director	Resigned on April 2, 2013.
William Harding	Non-executive Director	Resigned on March 31, 2014.
Alexander Horvath	Director and Chief Operating Officer	
Jean Lafleur	Non-executive Director	Term ended on September 24, 2013.
Ashwath Mehra	Non-executive Director	Resigned on April 2, 2013.
Francis Sauve	Non-executive Director	Resigned on March 31, 2014.
Donald Sheldon	Non-executive Director	
James Wang	Non-executive Director	Appointed on October 14, 2013.
Miles Nagamatsu	Chief Financial Officer	
Jorge Estepa	Vice President, Corporate Secretary Canada	

The following persons had authority and responsibility for planning, directing and controlling the activities of Champion Iron Limited (formerly Mamba Minerals Limited, directly or indirectly, during the financial year:

Person	Position	Note
Michael O'Keeffe	Executive Chairman	Appointed on August 13, 2013
Greg Burns	Non-executive Chairman	Resigned on August 13, 2013
Neville Bassett	Non-executive Director	Resigned on August 13, 2013
Robert Hyndes	Non-executive Director	Resigned on August 13, 2013
Richard Wright	Non-executive Director	Appointed on August 13, 2013; left on April 9, 2014
Niall Lenahan	Director and Company Secretary	Appointed on August 13, 2013; resigned as director on April 9, 2014; resigned as Company Secretary on June 18, 2014
Thomas Larsen	Director and Chief Executive Officer	Appointed on March 31, 2014
Paul Ankorn	Non-executive Director	Appointed on March 31, 2014
James Wang	Non-executive Director	Appointed on March 31, 2014
Donald Sheldon	Non-executive Director	Appointed on March 31, 2014
Miles Nagamatsu	Chief Financial Officer	Appointed on March 31, 2014
Jorge Estepa	Vice President, Corporate Secretary Canada	Appointed on March 31, 2014
Pradip Devalia	Company Secretary	Appointed on June 18, 2014.



## Remuneration of key management personnel

Year ended March 31, 2014	\$ Salary and fees	Short term \$ Bonus	\$ Non- monetary	Consulting fees \$	Post employment \$	Equity settled share based \$	Total \$	Performance related	Consisting of shares and options
<b>Champion</b>									
Thomas Larsen (a)	–	60,000	13,956	465,891	–	600,000	1,139,847	19.8%	52.6%
Paul Ankorn	32,000	–	–	–	(h) 1,496	14,667	48,163	–	31.4%
Harry Burgess	46,645	–	–	–	–	44,000	90,645	–	48.5%
William Harding (b)	78,000	–	–	188,391	(h) 3,352	44,000	313,743	52.9%	14.0%
Alexander Horvath	–	–	–	180,000	–	180,000	360,000	–	–
Francis Sauve	12,000	–	–	–	(h) 558	14,667	27,225	–	55.0%
Donald Sheldon (c)(d)	–	–	–	69,939	–	–	69,939	–	–
James Wang	–	–	–	–	–	44,000	44,000	–	100.0%
Miles Nagamatsu (e)	–	–	13,956	207,648	–	360,000	581,604	4.8%	61.9%
Jorge Estepa (f)	–	–	13,956	207,648	–	360,000	581,604	4.8%	61.9%
<b>Company</b>									
Michael O'Keeffe (g)	65,400	–	38,633	–	(i) 6,049	56,146	166,228	37.8%	37.8%
Richard Wright (g)	39,240	–	–	–	(i) 3,630	28,073	70,943	39.6%	39.6%
Niall Lenahan (g)	39,240	–	–	–	(i) 3,630	56,146	99,016	56.7%	56.7%

### Notes:

- (a) Paid to Gambier Holdings Corp., a company controlled by Thomas Larsen.
- (b) Paid to William Harding or Vanctor Investments Limited, a company controlled by William Harding.
- (c) Paid to Sheldon Executive Services Inc., a company controlled by Donald Sheldon.
- (d) In addition to the remuneration, legal fees of \$499,212 were paid to Sheldon Huxtable Professional Corporation, a corporation controlled by Donald Sheldon.
- (e) Paid to Marlborough Management Limited, a company controlled by Miles Nagamatsu.
- (f) Paid to J. Estepa Consulting Inc., a company controlled by Jorge Estepa.
- (g) Appointed as a director August 13, 2013.
- (h) Amount relates to employer portion of contributions to the Canada Pension Plan.
- (i) Amount relates to superannuation.

## Service agreements

Remuneration and other terms of employment for key management personnel are formalised in service agreements. Each of these agreements has the provision for performance-related cash bonuses, other benefits and participation in Company's long term incentive (LTI) plans. Major provisions of the service agreements relating to remuneration as at March 31, 2014 are set out below.

### Michael O'Keeffe – Director and Executive Chairman

- Base salary and superannuation of A\$109,250 to be reviewed annually, with a 2 year term of agreement.
- Payment of termination benefit by the employer of 3 months annual package or on a change of control event equal to 12 months annual package.

### Thomas Larsen – Director and Chief Executive Officer

- Fees of \$300,000 payable to Gambier Holdings Corp., a company controlled by Thomas Larsen, pursuant to a professional services agreement, which, unless terminated, renews automatically on November 30.
- Payment of termination benefit by the employer of 12 months annual package

*Niall Lenahan – Company Secretary*

- Base salary and superannuation of A\$65,550 to be reviewed annually, with a 2 year term of agreement.
- Payment of termination benefit by the employer of 3 months annual package or on a change of control event equal to 12 months annual package.

*Jorge Estepa – Vice President Corporate Secretary Canada*

- Fees of \$180,000 payable to J. Estepa Consulting Inc., a company controlled by Jorge Estepa, pursuant to a professional services agreement, which, unless terminated, renews automatically on November 30. Payment of termination benefit by the employer of 12 months annual package.

*Alexander Horvath – Chief Operating Officer*

- Fees of \$180,000 pursuant to a professional services agreement, which, unless terminated, renews automatically on November 30.
- Payment of termination benefit by the employer of 12 months annual package.

*Miles Nagamatsu – Chief Financial Officer*

- Fees of \$180,000 payable to Marlborough Management Limited, a company controlled by Miles Nagamatsu, pursuant to a professional services agreement which, unless terminated, renews automatically on November 30.
- Payment of termination benefit by the employer of 12 months annual package.

At the date of this report, the interests of the directors and executives, or their related party entities, in the shares and options of the Company are:

	Ordinary shares	Options/ warrants
Michael O'Keeffe	6,330,279	1,000,000
Gary Lawler	800,000	500,000
Andrew Love	520,000	500,000
Pradip Devalia	–	150,000
Thomas Larsen	3,446,117	1,173,333
Paul Ankcorn	163,533	220,000
Donald Sheldon	544,500	256,667
James Wang	–	220,000
Alexander Horvath	559,208	385,000
Miles Nagamatsu	1,211,916	348,334
Jorge Estepa	1,133,083	458,334

Each option entitles the holder to acquire 1 ordinary share and have been issued for no consideration.

There were no ordinary shares in the Company provided as a result of the exercise of options or warrants during the year ended March 31, 2014 (2013: Nil).

## Option and warrant compensation granted and vested during the year

Year ended March 31, 2014	Exercise price	Number granted & vested	Grant date	Vested in period %	Fair value per option at grant date	Value of options granted	Expiry & last exercise date
Michael O'Keeffe	A\$0.50	1,000,000	Nov 29, 2013	—	A\$0.33	A\$330,000	Nov 29, 2018
Niall Lenahan	A\$0.50	1,000,000	Nov 29, 2013	—	A\$0.33	A\$330,000	Nov 29, 2018
Richard Wright	A\$0.50	500,000	Nov 29, 2013	—	A\$0.33	A\$165,000	Nov 29, 2018
Paul Ankcorn (a)	\$0.5455	73,333	Dec 20, 2013	100%	\$0.20	\$14,667	Dec 20, 2016
Harry Burgess (a)	\$0.5455	220,000	Dec 20, 2013	100%	\$0.20	\$44,000	Dec 20, 2016
William Harding (a)	\$0.5455	220,000	Dec 20, 2013	100%	\$0.20	\$44,000	Dec 20, 2016
Francis Sauve (a)	\$0.5455	73,333	Dec 20, 2013	100%	\$0.20	\$14,667	Dec 20, 2016
James Wang (a)	\$0.5455	220,000	Dec 20, 2013	100%	\$0.20	\$44,000	Dec 20, 2016

### Notes:

(a) Paul Ankcorn, James Wang, Harry Burgess, William Harding and Francis Sauve were granted Champion options which were exchanged for 0.7333333 Mamba options with equivalent terms and conditions.

There were no options forfeited during the year ended March 31, 2014 (2013: Nil).

## INDEMNIFICATION

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

## PROCEEDINGS ON BEHALF OF THE COMPANY

No person has applied for leave of court to bring proceedings on behalf of the Company or 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 any part of those proceedings.

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

## NON-AUDIT SERVICES

During the year Ernst and Young was appointed as the Company's auditor and performed other services in addition to their statutory duties. The details and remuneration for these services is disclosed in Note 21 of the financial statements.

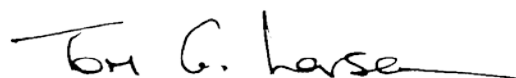
## AUDITORS INDEPENDENCE DECLARATION

The lead auditor's independence declaration for the year ended March 31 2014 has been received and has been included in this report.

Signed in accordance with a resolution of the Directors



Michael O'Keeffe, Executive Chairman



Thomas Larsen - Chief Executive Officer

Sydney, New South Wales  
June 27, 2014

## BOARD OF DIRECTORS IN OFFICE AT THE DATE OF THIS REPORT

### Executive Chairman



#### **Michael O'Keeffe B.App.Sc (Metallurgy)**

Mr O'Keeffe was appointed executive Chairman of Champion Iron Limited on 13 August 2013. Mr O'Keeffe commenced work with MIM Holdings in 1975. He held a series of senior operating positions, rising to Executive Management level in commercial activities. In 1995 he became Managing Director of Glencore Australia (Pty) Limited and held the position until July 2004. Mr O'Keeffe was the founder and Executive Chairman of Riversdale Mining Limited. He has previously held directorships in Anaconda Nickel Limited, Mt Lyell Mining Co Limited and BMA Gold Limited. Mr O'Keeffe is currently the chairman of Riversdale Resources Limited.



### Chief Executive Officer and Director

#### **Thomas Larsen**

Mr. Larsen has held the role of President and CEO of Champion Iron Limited's wholly owned subsidiary Champion Iron Mines Limited from 2006 to 2014. He has over 30 years of experience in the investment industry, specializing in corporate finance and management of junior mining companies, raising in excess of \$100 million. Prior to joining Champion Iron, Mr. Larsen held senior executive positions at a number of junior resource companies, where he was also involved in corporate finance and management activities.



### Non-Executive Director

#### **Donald A. Sheldon, LLB., P. Eng**

Mr. Sheldon was appointed on the Board of Directors of Champion Iron Mines in 2008, bringing with him extensive experience in the areas of corporate finance, mergers and acquisitions, securities law, corporate governance and regulatory compliance. Mr. Sheldon is the Executive Officer of Sheldon Huxtable Professional Corporation, a Toronto-based law firm, and has been advising mining companies for over 30 years. Currently, Mr. Sheldon also serves as a Director of KWG Resources Inc., Carlisle Goldfields Ltd., Fletcher Nickel Inc. and Crown Gold Corporation (all resource exploration corporations). He is the Chief Executive Officer and a Director of Metalcorp Limited (a resource exploration corporation) and as well as an officer and director of several private companies including Secretary of the Temagami Iron Corporation (a resource exploration corporation).



### Non-Executive Director

#### **Paul Ankorn**

Mr. Ankorn is an Executive Officer in the mining business. He was the President and director of the Cartier Iron Corporation from 2012 to 2013, the Chief Financial Officer of Tartisan Resources Corp. and Shield Gold Inc. since 2008, and President of Remington Resources Inc. from 2005 to 2010 (all resource exploration corporations). He is a director of ACME Resources Corp., Shield Gold Inc.; Tartisan Resources Corp. and Fancamp Exploration Ltd. (resource exploration corporations).



### Non-Executive Director

#### **James Wang**

Mr. James Wang moved to Canada in 1996 and assumed a leadership role as Vice President and Marketing Director of a British Columbia based holding company that oversees various business interests. Mr. Wang has been involved in a number of business and trade associations and also earned his MBA degree from the United States in 2006. Mr. Wang has committed himself to strengthening economic relations, promoting trade exchanges and cooperation between Canada and China with his strong connections in both countries. Mr. Wang was selected as one of 100 most influential Chinese-Canadians by the Vancouver Sun in 2006, along with his brother, for their performances and experiences in business activities. Mr. Wang is currently an Advisor and Independent Director of the Canada Export Centre.



### Non-Executive Director

**Gary Lawler BA, LLB, LLM (Hons), ASIA**

Mr Lawler was appointed as a non executive director on 9 April 2014. He is a leading Australian mergers and acquisitions lawyer who has been involved in some of Australia's most notable merger and acquisition transactions. Mr Lawler has over 30 years experience as a practising corporate lawyer and is currently a senior partner of the legal firm Ashurst Australia. Mr Lawler was also previously a director of Riversdale Mining Limited and Dominion Mining Limited. Mr Lawler is currently a director of Riversdale Resources Limited.



### Non-Executive Director

#### **Andrew J. Love, FCA.**

Mr. Love is a Chartered Accountant with more than 30 years of experience in corporate recovery and reconstruction in Australia. He was a senior partner of Australian accounting firm Ferrier Hodgson from 1976 to 2013 and is now a consultant. In that time he advised major local and overseas companies and financial institutions in a broad variety of restructuring and formal insolvency assignments. During this time Mr. Love specialized in the Resources Industry. Mr. Love has been an independent company director of a number of companies over a 25-year period in the Resources, Financial Services and Property Industries. This has involved corporate experience in Asia, Africa, Canada, United Kingdom and United States. Mr. Love's previous recent Board positions have included Chairman of ROC Oil Ltd., Deputy Chairman of Riversdale Mining Ltd., Director of Charter Hall Office Trust and Chairman of Museum of Contemporary Art.

## DIRECTORS' DECLARATION

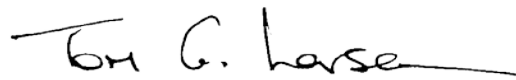
1) In the opinion of the Directors:

- (a) The accompanying financial statements and notes are in accordance with the Corporations Act 2001, including:
- giving a true and fair view of the Group's financial position as at March 31, 2014 and of its performance for the year ended on that date; and
  - complying with Australian Accounting Standards and the Corporations Act 2001.
- (b) there are reasonable grounds to believe that the Group will be able to pay its debts as and when they become due and payable.
- (c) the audited remuneration disclosure set out in the Remuneration Report of the Director's Report for the year ended March 31, 2014 complies with section 300A of the Corporations Act 2001.
- 2) The Directors have been given the declarations required by Section 295A of the Corporations Act 2001 for the financial year ended March 31, 2014.
- 3) The Group has included in the notes to the financial statements a statement of compliance with International Financial Reporting Standards.

Signed in accordance with a resolution of the Directors



**Michael O'Keeffe, Executive Chairman**



**Thomas Larsen - Chief Executive Officer**

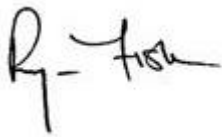
Sydney, New South Wales  
June 27, 2014

## **Auditor's Independence Declaration to the Directors of Champion Iron Limited**

In relation to our audit of the financial report of Champion Iron Limited for the financial year ended 31 March 2014, to the best of my knowledge and belief, there have been no contraventions of the auditor independence requirements of the *Corporations Act 2001* or any applicable code of professional conduct.

A handwritten signature in black ink that reads "Ernst & Young". The signature is written in a cursive, flowing style.

Ernst & Young

A handwritten signature in black ink that reads "R. Fisk". The signature is written in a cursive, flowing style.

Ryan Fisk  
Partner  
Sydney  
27 June 2014

# **Independent auditor's report to the members of Champion Iron Limited**

## **Report on the financial report**

We have audited the accompanying financial report of Champion Iron Limited, which comprises the consolidated statement of financial position as at 31 March 2014, 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 of the consolidated entity comprising 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 controls as the directors determine are necessary to enable the preparation of the financial report that is free from material misstatement, whether due to fraud or error. In Note 1, the directors also state, in accordance with Accounting Standard AASB 101 *Presentation of Financial Statements*, that the financial statements comply with *International Financial Reporting Standards*.

### *Auditor's responsibility*

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on the auditor's judgment, 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 controls relevant to the entity'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 the entity's internal controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial report.

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

### *Independence*

In conducting our audit we have complied with the independence requirements of the *Corporations Act 2001*. We have given to the directors of the company a written Auditor's Independence Declaration, a copy of which is included in the directors' report.



*Opinion*

In our opinion:

- a. the financial report of Champion Iron Limited is in accordance with the *Corporations Act 2001*, including:
  - i giving a true and fair view of the consolidated entity's financial position as at 31 March 2014 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.

**Report on the remuneration report**

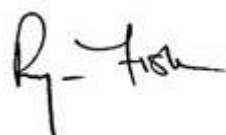
We have audited the Remuneration Report included in pages 6 to 9 of the directors' report for the year ended 31 March 2014. The directors of the company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

*Opinion*

In our opinion, the Remuneration Report of Champion Iron Limited for the year ended 31 March 2014, complies with section 300A of the *Corporations Act 2001*.



Ernst & Young



Ryan Fisk  
Partner  
Sydney  
27 June 2014

To the Shareholders of  
Champion Iron Limited

We have audited the accompanying consolidated financial statements of Champion Iron Limited, which comprise the consolidated statement of financial position as at March 31, 2014, and the consolidated statement of operations, comprehensive income (loss), changes in equity and cash flows for the year ended March 31, 2014, and a summary of significant accounting policies and other explanatory information.

### **Management's Responsibility for the Consolidated Financial Statements**

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

### **Auditors' Responsibility**

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

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

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

### **Opinion**

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of Champion Iron Limited as at March 31, 2014, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards.

**Other matter**

The financial statements of Champion Iron Limited for the year ended March 31, 2013 were audited by another auditor who expressed an unmodified opinion on those statements on July 2, 2013.



Chartered accountants  
Sydney, Australia  
June 27, 2014

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# **Champion Iron Limited**

(formerly Mamba Minerals Limited)  
(ACN: 119 770 142)

## **Consolidated Financial Statements**

**March 31, 2014 and 2013**

**(expressed in Canadian dollars)**

(formerly Mamba Minerals Limited)

## Consolidated Statements of Financial Position

(expressed in Canadian dollars)

			As at March 31,	
			2014	2013
	Notes		\$	\$
<b>Assets</b>				
Current				
Cash and cash equivalents	5	16,221,821	4,535,089	
Short-term investments		66,000	66,000	
Receivables	6	10,183,531	1,849,351	
Prepaid expenses and deposits		151,259	279,229	
		26,622,611	6,729,669	
Non-current				
Due from Cartier Iron Corporation	7	2,086,049	75,000	
Investments	8	4,975,865	2,445,090	
Long-term advance	9	6,000,000	6,000,000	
Property and equipment		85,555	-	
Exploration and evaluation	10	88,049,839	84,125,831	
		127,819,920	99,375,590	
<b>Liabilities</b>				
Current				
Accounts payable and accrued liabilities		5,922,939	2,921,476	
Non-current				
Royalty payable	11	19,000,000	-	
		24,922,939	2,921,476	
<b>Shareholders' equity</b>				
Capital stock	13	171,420,382	122,982,950	
Warrants	13	3,089,520	3,027,187	
Contributed surplus	13	15,282,169	8,746,169	
Deficit		(86,895,091)	(38,302,192)	
		102,896,980	96,454,114	
		127,819,920	99,375,590	

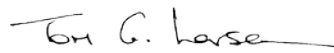
Subsequent events

19

On behalf of the Board:



Director



Director

(formerly Mamba Minerals Limited)

## Consolidated Statements of Loss and Comprehensive Loss

(expressed in Canadian dollars)

		Years ended March 31,	
	Notes	2014 \$	2013 \$
<b>Other income</b>			
Interest		236,425	250,281
Gain on sale of exploration and evaluation	10	553,398	-
Gain on waiver of right of first refusal	10	440,000	-
Other		-	113,328
		1,229,823	363,609
<b>Expenses</b>			
Professional fees		687,749	627,394
Consulting fees		1,689,025	1,326,792
Share-based compensation	13	239,000	-
General and administrative		804,792	1,111,789
Investor relations		1,595,602	1,421,215
Travel		544,633	333,842
Interest		12,263	-
Unrealized loss (gain) on investments	8	(739,524)	3,446,910
Transaction costs		3,811,438	-
Impairment of goodwill	4	41,177,744	-
		49,822,721	8,267,941
<b>Loss and comprehensive loss</b>		(48,592,898)	(7,904,332)
<b>Loss per share - basic and diluted</b>		(0.50)	(0.09)
<b>Weighted average number of shares outstanding - basic and diluted</b>		96,562,150	86,242,783

(formerly Mamba Minerals Limited)

## Consolidated Statements of Changes in Equity

(expressed in Canadian dollars)

	Capital stock \$	Warrants \$	Contributed surplus \$	Deficit \$	Non- controlling interest \$	Total \$
<b>Balance, March 31, 2013</b>	122,982,950	3,027,187	8,746,169	(38,302,192)	-	96,454,114
Total comprehensive loss	-	-	-	(48,592,898)	-	(48,592,898)
Issued for exploration and evaluation	190,000	-	-	-	-	190,000
Conversion of convertible debt	373,175	-	-	-	-	373,175
Conversion of debt	157,500	-	-	-	-	157,500
Private placement	3,000,000	-	-	-	-	3,000,000
Fair value of warrants issued	(1,277,000)	1,277,000	-	-	-	-
Fair value of expired warrants	1,214,667	(1,214,667)	-	-	-	-
Share-based compensation	-	-	239,000	-	-	239,000
Share issue costs	(337,446)	-	-	-	-	(337,446)
Acquisition of Mamba	45,116,536	-	6,297,000	-	-	51,413,536
<b>Balance, March 31, 2014</b>	171,420,382	3,089,520	15,282,169	(86,895,091)	-	102,896,982
<b>Balance, March 31, 2012</b>	106,947,813	3,783,003	8,947,921	(24,005,626)	7,577,940	103,251,051
Total comprehensive loss	-	-	-	(7,904,332)	-	(7,904,332)
Issued for exploration and evaluation	71,850	-	-	-	-	71,850
Acquisition of non-controlling interest	13,020,000	1,780,000	-	(5,922,846)	(8,877,154)	-
Transaction costs on acquisition of non-controlling interest	-	-	-	(469,387)	-	(469,387)
Exercise of stock options	265,500	-	-	-	-	265,500
Fair value of stock options exercised	201,752	-	(201,752)	-	-	-
Exercise of warrants	25,599	-	-	-	-	25,599
Fair value of warrants exercised	15,505	(15,505)	-	-	-	-
Fair value of warrants expired	2,520,311	(2,520,311)	-	-	-	-
Contribution by joint venture partner	-	-	-	-	1,299,214	1,299,214
Share issue costs	(85,380)	-	-	-	-	(85,380)
<b>Balance, March 31, 2013</b>	122,982,950	3,027,187	8,746,169	(38,302,192)	-	96,454,114



<b>Cash provided by (used in)</b>		
<b>Operating activities</b>		
Profit before tax	(48,592,898)	(7,904,332)
Items not affecting cash		
Share-based compensation	239,000	-
Gain on sale of exploration and evaluation	(553,398)	-
Gain on waiver of right of first refusal	(440,000)	-
Unrealized loss on investments	(739,524)	3,446,910
Impairment of goodwill	41,177,744	
Other	-	41,370
Changes in non-cash operating working capital		
Receivables	945,467	2,172,952
Prepaid expenses and deposits	127,970	258,865
Accounts payable and accrued liabilities	2,616,512	(6,042,246)
	<u>(5,219,128)</u>	<u>(8,026,482)</u>
<b>Financing activities</b>		
Repayment of convertible note	(345,000)	-
Exercise of stock options	-	265,500
Exercise of warrants	-	25,599
Issue of common shares	3,000,000	-
Share issue costs	(337,446)	(85,380)
	<u>2,317,554</u>	<u>205,719</u>
<b>Investing activities</b>		
Advances to Cartier Iron Corporation	(2,011,049)	(125,000)
Long-term advances	-	(6,000,000)
Investment in Cartier Iron Corporation	(27,811)	(500,000)
Investment in Fancamp Exploration Ltd.	-	(5,000,000)
Investment in Lamêlée	(200,000)	-
Transaction costs on acquisition of non-controlling interest	-	(469,387)
Option payment received from Cartier Iron Corporation	-	100,000
Proceeds on waiver of royalty	-	2,000,000
Refundable tax credit on exploration expenditures	11,000,000	175,546
Credit for duties refundable on losses	404,424	-
Cash acquired on acquisition of Mamba	12,018,150	-
Exploration and evaluation	(6,595,409)	(19,227,135)
	<u>14,588,305</u>	<u>(29,045,976)</u>
<b>Net increase in cash and cash equivalents</b>	<b>11,686,732</b>	<b>(36,866,739)</b>
<b>Cash and cash equivalents, beginning of year</b>	<b>4,535,089</b>	<b>41,401,828</b>
<b>Cash and cash equivalents, end of year</b>	<b>16,221,821</b>	<b>4,535,089</b>

**Non-cash transactions**

Receipt of common shares of Cartier Iron Corporation

Settlement of debt - 142,000

Option payment - 250,000

Received on sale of exploration and evaluation

Century common shares 930,000 -

Century warrants 193,440 -

Received for waiver of right of first refusal

Fancamp common shares 200,000 -

Lamêlée common shares 240,000 -

Issue of convertible notes to settle accounts payable 718,525 -

Issue of common shares

Exploration and evaluation 190,000 71,850

Conversion of convertible debt 373,175 -

To settle accounts payable 157,500 -

Non-controlling interest - 13,020,000

Issue of warrants for non-controlling interest - 1,780,000

**Supplementary information**

Interest paid 12,263 -

Income taxes paid - -

## **1. 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*, Australian Accounting Standards and other authoritative pronouncements of the Australian Accounting Standards Board. The financial report has also been prepared on a historical cost basis, except for short-term investments and investments, which have been measured at fair value.

On March 31, 2014, pursuant to an Arrangement Agreement ("Arrangement"), Mamba (a) acquired all of the issued and outstanding common shares of Champion Iron Mines Limited ("Champion") on the basis of an exchange ratio of 0.733333 Mamba share and/or Exchangeable share (or combination thereof) for each outstanding Champion common share and (b) replaced each outstanding Champion warrant and Champion stock option on the basis that the holder will be entitled to acquire 0.733333 Mamba share on the same terms and conditions ("Replacement Warrants" and "Replacement Stock Options").

Prior to the closing of the Arrangement, Mamba:

- a) issued 3,200,000 shares in exchange for 32,000,000 Mamba performance shares outstanding.
- b) issued 3,560,448 shares with a fair value of \$1,830,000, based on a price of A\$0.50 per share, to remove provisions from Champion consulting contracts regarding payments on termination in the event of a change of control subsequent to completion of the Arrangement ("Change of Control Payments").
- c) completed a private placement consisting of 20,000,000 shares at a price of A\$0.50 per share for gross proceeds of A\$10,000,000 and paid a financing fee of 5% of the gross proceeds equal to A\$500,000.

Under Corporations Law, Mamba is the parent and Champion is the subsidiary. However, the former shareholders of Champion received 51% of the voting rights in the combined entity and Champion has the ability to appoint a majority of the members of the board of directors of the combined entity. Under the requirements of AASB 3 (IFRS 3) *Business Combinations*, for accounting purposes, Champion is deemed to be the acquirer, Mamba is deemed to be the acquiree and the consideration transferred by Champion is measured at fair value.

The consolidated financial statements represent a continuation of the financial statements of Champion. The consolidated financial statements for the year ended March 31, 2014 include the financial results of Champion for the year ended March 31, 2014 and Mamba from March 31, 2014. The comparative consolidated financial statements are those of Champion.

Following the closing of the Arrangement, Mamba changed its name to Champion Iron Limited.

The consolidated financial statements of Champion Iron Limited (the "Company") and its controlled entities (collectively the "Group") for the year ended March 31, 2014 were approved and authorized for issue by the Board of Directors on June 27, 2014.

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

### **Statement of compliance with IFRS**

The financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board.

### **Functional and presentation currency**

These consolidated financial statements are presented in Canadian dollars, which is the functional currency of the Company.

## **2. Significant accounting policies and future accounting changes**

The accounting policies set out below have been applied consistently to all years presented in these financial statements.

**Basis of consolidation and functional currency**

The consolidated financial statements include the accounts of the Company and its subsidiaries:

<b>Subsidiary</b>	<b>Ownership percentage</b>	<b>Country of incorporation</b>	<b>Functional currency</b>
Champion Iron Mines Limited	100.0%	Canada	Canadian dollars
Champion Exchange Limited	100.0%	Canada	Canadian dollars
Mamba GoldFields Pty Limited	100.0%	Australia	Australian dollars
Mambas Minerais Limitada	97.5%	Mozambique	Australian dollars
CIP Magnetite Pty Limited	100.0%	Australia	Australian dollars
CIP Magnetite Limited	100.0%	Canada	Canadian dollars

During the year, Mamba GoldFields Pty Limited and Mambas Minerais Limitada were placed into liquidation.

Intercompany balances and any unrealized gains and losses or income and expenses arising from intercompany transactions are eliminated on consolidation.

**Financial instruments*****Non-derivative financial assets***

The Company initially recognizes loans and receivables and deposits on the date that they are originated. All other financial assets (including assets designated at fair value through profit or loss) are recognized initially on the trade date, which is the date that the Company becomes a party to the contractual provisions of the instrument.

The Company derecognizes a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred. Any interest in transferred financial assets that is created or retained by the Company is recognized as a separate asset or liability.

Financial assets and liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Company has a legal right to offset the amounts and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

The Company classifies non-derivative financial assets into the following categories: financial assets at fair value through profit or loss, held-to-maturity financial assets, loans and receivables and available-for-sale financial assets.

***Financial assets at fair value through profit or loss***

A financial asset is classified at fair value through profit or loss if it is classified as held for trading or is designated as such upon initial recognition. Financial assets are designated at fair value through profit or loss if the Company manages such investments and makes purchase and sale decisions based on their fair value in accordance with the Company's documented risk management or investment strategy. Attributable transaction costs are recognized in profit or loss as incurred. Financial assets at fair value through profit or loss are measured at fair value (i.e. quoted close price) and changes therein are recognized in profit or loss.

The Company has classified cash and cash equivalents, short-term investments and investments as financial assets at fair value through profit or loss.

#### *Held-to-maturity financial assets*

If the Company has the positive intent and ability to hold debt securities to maturity, then such financial assets are classified as held-to-maturity. Held-to-maturity financial assets are recognized initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition held-to-maturity financial assets are measured at amortized cost using the effective interest method, less any impairment losses. Any sale or reclassification of a more than insignificant amount of held-to-maturity investments not close to their maturity would result in the reclassification of all held-to-maturity investments as available for sale, and prevent the Company from classifying investment securities as held-to-maturity for the current and the following two financial years.

The Company has not classified any financial asset as held-to-maturity.

#### *Loans and receivables*

Loans and receivables are financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are recognized initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, loans and receivables are measured at amortized cost using the effective interest method, less any impairment losses.

The Company has classified receivables and amounts due from Cartier Iron Corporation as loans and receivables.

#### *Available-for-sale financial assets*

Available-for-sale financial assets are non-derivative financial assets that are designated as available for sale or are not classified in any of the above categories of financial assets. Subsequent to initial recognition, they are measured at fair value and changes therein, other than impairment losses and foreign currency differences on available-for-sale debt instruments, are recognized in other comprehensive income and presented in the fair value reserve in equity. When an investment is derecognized, the gain or loss accumulated in equity is reclassified to profit or loss.

The Company has not classified any financial asset as available-for-sale.

#### ***Non-derivative financial liabilities***

The Company initially recognizes debt securities issued and subordinated liabilities on the date that they are originated. All other liabilities (including liabilities designated at fair value through profit or loss) are recognized initially on the trade date, which is the date that the Company becomes a party to the contractual provisions of the instrument.

The Company derecognizes a financial liability when its contractual obligations are discharged, cancelled or expire.

The Company classifies non-derivative financial liabilities into the other financial liabilities category. Such financial liabilities are recognized initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, these financial liabilities are measured at amortized cost using the effective interest method.

The Company has classified accounts payable and accrued liabilities as other financial liabilities.

#### **Impairment of non-derivative financial assets**

A financial asset is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

***Financial assets carried at amortized cost***

An impairment loss in respect of a financial asset measured at amortized cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. The carrying amount of the financial asset is reduced by the amount of the impairment loss and the impairment loss is recognized in profit or loss. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

***Available-for-sale financial assets***

An impairment loss in respect of a financial asset classified as available-for-sale is calculated as the difference between the acquisition cost and the current fair value, less any impairment loss recognized previously in profit or loss. The impairment loss is recognized when there is objective evidence that the impairment is other than temporary by reclassifying the loss from equity to profit or loss. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss, except in the case where the decrease in impairment loss is recognized in other comprehensive income.

***Business combinations***

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value. Acquisition-related costs are expensed as incurred and included in administrative expenses.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration over the net identifiable assets acquired and liabilities assumed. After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Company's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

***Cash and cash equivalents***

Cash and cash equivalents consists of cash in bank, cash held in trust and short-term deposits with a maturity of less than three months.

***Property and equipment***

Property and equipment is recorded at cost less accumulated amortization and provisions for impairment. Cost consists of expenditures directly attributable to the acquisition of the asset. Amortization is provided for on a straight-line basis over the estimated useful lives of the assets at the rate of 20% to 40%. Residual values, useful lives and methods of amortization are reviewed at each year end and adjusted prospectively.

***Exploration and evaluation******Recognition and measurement***

Exploration and evaluation, including the costs of acquiring licenses and directly attributable general and administrative costs, initially are capitalized as exploration and evaluation. The costs are accumulated by property pending the determination of technical feasibility and commercial viability. Pre-license costs are expensed when incurred. Pre-exploration costs are expensed unless it is considered probable that they will generate future economic benefits.

Mining tax credits earned in respect to costs incurred in Quebec are recorded as a reduction to exploration and evaluation assets when there is reasonable assurance that the Company has complied with, and will continue to comply with, all conditions needed to obtain the credits.

The recoverability of amounts shown for exploration and evaluation is dependent upon the ability of the Company to obtain financing to complete the exploration and development of its mineral resource properties, the existence of economically recoverable reserves and future profitable production, or alternatively, upon the Company's ability to recover its costs through a disposition of its mineral resource properties. The amounts shown for exploration and evaluation do not necessarily represent present or future value. Changes in future conditions could require a material change in the amount recorded for exploration and evaluation.

The technical feasibility and commercial viability of extracting a mineral resource from a property is considered to be determinable when proved and/or probable reserves are determined to exist and the necessary permits have been received to commence production. A review of each property is carried out at least annually. Upon determination of technical feasibility and commercial viability, exploration and evaluation is first tested for impairment and then reclassified to property, plant and equipment and/or intangibles or expensed to the statement of loss and comprehensive loss to the extent of any impairment.

#### ***Impairment***

Exploration and evaluation is assessed for impairment if (i) sufficient data exists to determine technical feasibility and commercial viability, and (ii) facts and circumstances suggest that the carrying amount exceeds the recoverable amount. An impairment loss is recognized in the statement of loss and comprehensive loss if the carrying amount of a property exceeds its estimated recoverable amount. The recoverable amount of property used in the assessment of impairment of exploration and evaluation is the greater of its value in use ("VIU") and its fair value less costs of disposal ("FVLCTS"). VIU is determined by estimating the present value of the future net cash flows at a pre-tax discount rate that reflects current market assessment of the time value of money and the risks specific to the property. FVLCTS refers to the price that would be received to sell the property in an orderly transaction between market participants. For a property that does not generate largely independent cash flows, the recoverable amount is determined for the cash-generating unit to which the property belongs. Impairment losses previously recognized are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount only to the extent that the property's carrying amount does not exceed the carrying amount that would have been determined if no impairment loss had been recognized.

#### **Decommissioning liabilities**

The Company's activities give rise to dismantling, decommissioning and site disturbance remediation activities. Provision is made for the estimated cost of site restoration. Decommissioning obligations are measured at the present value of management's best estimate of expenditures required to settle the present obligation at the date of the statement of financial position. The fair value of the estimated obligation is recorded as a liability with a corresponding increase in the carrying amount of the related asset. The obligation is subsequently adjusted at the end of each period to reflect the passage of time and changes in the estimated future cash flows underlying the obligation. The increase in the provision due to the passage of time is recognized as accretion costs whereas increases or decreases due to changes in the estimated future cash flows or changes in the discount rate are capitalized. Actual costs incurred upon settlement of the decommissioning obligations are charged against the provision to the extent the provision was established. As at March 31, 2014 and 2013, the Company had no decommissioning liabilities.

#### **Share capital**

Share capital is classified as equity. Incremental costs directly attributable to the issue of common shares are recognized as a deduction from equity, net of any tax effects.

**Share-based payments**

The Company offers a stock option plan for its officers, directors, employees and consultants. The fair value of stock options for each vesting period is determined using the Black-Scholes option pricing model and is recorded over the vesting period as an increase to stock-based compensation and contributed surplus. A forfeiture rate is estimated on the grant date and is adjusted to reflect the actual number of options that vest. Upon the exercise of stock options, the proceeds received by the Company and the related contributed surplus are recorded as an increase to share capital. In the event that vested stock options expire, previously recognized share-based compensation is not reversed. In the event that stock options are forfeited, previously recognized share-based compensation associated with the unvested portion of the stock options forfeited is reversed.

The fair value of share-based payment transactions to non-employees and other share-based payments including shares issued to acquire exploration and evaluation are based on the fair value of the goods and services received. If the fair value cannot be estimated reliably, the share-based payment transaction is measured at the fair value of the equity instruments granted at the date the Company receives the goods or services.

**Provisions**

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognized as finance cost.

**Provision for royalties payable**

Upon completion of a pre-feasibility study, royalties are recorded at estimated fair value as an acquisition cost of exploration and evaluation and an offsetting royalty payable. Future adjustments of royalties payable will be reflected as an adjustment to exploration and evaluation and an offsetting royalty payable.

**Income tax**

Income tax expense comprises current and deferred taxes. Current tax and deferred tax is recognized in profit or loss except to the extent that it relates to a business combination, or items recognized directly in equity or in other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized for:

- temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss;
- temporary differences related to investments in subsidiaries and jointly controlled entities to the extent that it is probable that they will not reverse in the foreseeable future; and
- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.



A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

### **Loss per share**

The Company presents basic and diluted loss per share data for its ordinary shares. Basic loss per share is calculated by dividing the loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period, adjusted for any of its own shares held. Diluted loss per share is determined by adjusting the loss attributable to shareholders and the weighted average number of ordinary shares outstanding, adjusted for any of its own shares held, for the effects of all dilutive potential ordinary shares, which comprise outstanding warrants and stock options. As at March 31, 2014 and March 31, 2013, outstanding stock options and warrants are anti-dilutive.

### **Changes in accounting standards**

On April 1, 2013, the Group adopted all of the mandatorily applicable new Australian Accounting Standards and International Financial Reporting Standards, amendments to standards and interpretations. The adoption of these accounting standards had no impact on these financial statements.

### **New standards and interpretations not yet adopted**

Australian Accounting Standards and International Financial Reporting Standards that have been issued but are not yet effective have not been adopted by the Group for the year ended March 31, 2014. The Group has not determined the extent of the impact of these standards and does not plan to early adopt these new standards.

### **3. Significant accounting judgments, estimates and assumptions**

The preparation of financial statements in conformity with IFRS requires the Company's management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the year in which the estimates are revised and in any future years affected.

#### ***Estimates***

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment within the next financial year are as follows:

#### ***Fair value of investment in options and warrants***

The Company uses the Black-Scholes option pricing model in determining the fair value of its investment in options and warrants, which requires a number of assumptions to be made, including the risk-free interest rate, expected life, forfeiture rate and expected share price volatility. Consequently, actual fair value of its investments in options and warrants may vary from the amounts estimated. See notes 8 and 10.

#### ***Estimates of mineral resources***

The amounts used in impairment calculations are based on estimates of mineral resources. Resource estimates are based on engineering data, estimated future prices, expected future rates of production and the timing of future capital expenditures, all of which are subject to many uncertainties and interpretations. The Company expects that, over time, its resource estimates will be revised upward or downward based on updated information such as the results of future drilling, testing and production levels, and may be affected by changes in iron ore prices. See note 10.

#### ***Impairment of exploration and evaluation***

Expenditures on exploration and evaluation are initially capitalized with the intent to establish commercially viable reserves. The Company makes estimates and applies judgment about future events and circumstances in determining whether the carrying amount of exploration and evaluation exceeds its recoverable amount. See note 10.

#### *Estimate of royalty payable*

The Company used inputs that are not based on observable market data in determining the fair value of the royalty payable. The Company expects that, over time, royalty payable will be revised upward or downward based on updated information on production levels and changes in iron ore prices. See note 11.

#### *Share-based payments*

The Company uses the Black-Scholes option pricing model in determining share-based payments, which requires a number of assumptions to be made, including the risk-free interest rate, expected life, forfeiture rate and expected share price volatility. Consequently, actual share-based compensation may vary from the amounts estimated. See note 13.

#### **4. Acquisition of Mamba Minerals Limited**

For accounting purposes, Champion is deemed to have (a) acquired all of the issued and outstanding ordinary shares of Mamba on the basis of an exchange ratio of 1.3636 Champion common shares for each Mamba share issued and outstanding and (b) replaced each outstanding Mamba stock option on the basis that the holder will be entitled to acquire, on the same terms and conditions, 1.3636 Mamba shares. The allocation of the purchase price is summarized as follows:

<b>Deemed consideration</b>		<b>\$</b>
Fair value of 132,695,695 Champion common shares		45,116,536
Fair value of 28,362,880 Replacement Stock Options		6,297,000
		<hr/> 51,413,536
<b>Fair value of assets acquired and liabilities assumed</b>		
Cash and cash equivalents		12,018,150
Receivables		57,126
Property, plant and equipment		85,555
Accounts payable and accrued liabilities		(1,925,039)
Net assets acquired		<hr/> 10,235,792
Goodwill		41,177,744
		<hr/> 51,413,536

The fair value of the Champion common shares is based on (a) the number of common shares that Champion would have issued to give Mamba the same percentage in the combined entity that results from the reverse acquisition and (b) the closing market value of \$0.34 per Champion common share on March 31, 2014.

The fair value of the Replacement Stock Options of \$6,297,000 was calculated using the Black-Scholes option pricing model with the following weighted-average assumptions:

Exercise price	\$0.2957
Share price	\$0.5600
Risk-free interest rate	2.5%
Expected volatility based on historical volatility	80%
Expected life of stock options	1.94 years
Expected dividend yield	0%
Forfeiture rate	0%

Goodwill recognized upon acquisition was tested for impairment and determined to be fully impaired as its fair value less costs to sell was estimated to be nil. Accordingly, the Company recorded an impairment of goodwill of \$41,177,744 in the consolidated statement of loss and comprehensive loss.

#### **5. Cash and cash equivalents**

Cash includes the proceeds of a private placement of A\$10,000,000 which was held in trust at March 31, 2014 and received by the Company on April 2, 2014.

## 6. Mining tax credit receivables

The Company files a Québec Corporation Income Tax Return claiming a refundable tax credit on eligible exploration expenditures incurred in Québec ("Refundable Tax Credits") and a Québec Mining Duties Return claiming a credit on duties refundable for losses ("Credit on Duties").

	Years ended March 31,				
	2014	2013	2012	2011	Total
<b>Refundable Tax Credits</b>					
As filed (2014 - to be filed)	1,911,000	7,555,705	9,912,375	3,590,837	22,969,917
As assessed	–	–	9,181,296	3,467,861	12,649,157
Received	–	–	(8,000,000)	(3,000,000)	(11,000,000)
Receivable	1,528,800	6,044,564	1,181,296	467,861	9,222,521
<b>Credit on Duties</b>					
As filed (2014 - to be filed)	284,000	1,122,562	1,403,549	950,061	3,760,172
As assessed	–	–	–	404,424	404,424
Received	–	–	–	(404,424)	(404,424)
Receivable	–	–	–	–	–

It is the Company's policy to record an estimate of amounts to be received for unassessed claims for Refundable Tax Credits and Credits on Duties as a receivable and a reduction to exploration and evaluation assets when there is reasonable assurance that the Company has complied with all conditions needed to obtain the credits. During the year, the Company recorded Refundable Tax Credits of \$11,000,000 that were received and \$9,222,521 that are estimated to be received as a reduction to exploration and evaluation. The amount of the unassessed claims are subject to audit by Revenu Québec and Ressources naturelles et Faune Québec.

## 7. Due from Cartier Iron Corporation (formerly Northfield Metals Inc.)

Of the amount due from Cartier, \$100,000 is unsecured, bears interest at the rate of LIBOR plus 2% and is due on September 13, 2014. The remainder of the amount due is unsecured, non-interest bearing and is due on demand. Two officers of the Company are directors of Cartier. See note 19 for subsequent event.

## 8. Investments

The fair values of the Company's investments are as follows:

	2014	As at March 31,
	\$	2013
		\$
Fancamp Exploration Ltd.		
Common shares	2,200,000	1,798,890
Warrants	74,000	111,000
Cartier Iron Corporation		
Common shares	730,265	535,200
Century Iron Mines Corporation		
Common shares	1,041,600	–
Warrants	161,000	–
Lamêlée Iron Ore Ltd.		
Common shares	680,000	–
Warrants	89,000	–
	4,975,865	2,445,090

During the year ended March 31, 2014, the Company increased its interest in the outstanding common shares of Cartier to 19.9% through the purchase of 275,500 common shares of Cartier in the open market.

Investments in common shares are classified as financial assets at fair value through profit or loss and investment in warrants are classified as derivative financial assets at fair value through profit or loss.

The increase in the fair value of investments of \$739,524, comprised of \$719,964 for investment in common shares and \$19,560 for investments in warrants, has been recorded as an unrealized gain on investments in the consolidated statement of loss and comprehensive loss.

## 9. Long-term advance

### Sept-Îles Port Authority ("Port")

On July 13, 2012, the Company signed an agreement ("Agreement") with the Port to reserve annual loading capacity of 10 million metric tons of iron ore for an initial term of 20 years with options to renew for 4 additional 5-year terms. Pursuant to the Agreement, the Company was to pay \$25,581,000 and take-or-pay payments as an advance on the Company's future shipping, wharfage and equipment fees. The Company provided the Port with irrevocable guarantees in the form of a deed of hypothec regarding its mining rights, title and interest over Moire Lake and Don Lake ("Mining Rights") to secure its obligations under the Agreement.

On June 28, 2013, the Company sent to the Port a notice of termination of the Agreement and requested the repayment of the \$6,000,000 that had already been advanced ("Advances"). The Port registered a notice of hypothecary recourse dated August 22, 2013 ("Notice") that requested the Company to surrender the Mining Rights and advised of its intention to have the Mining Rights sold under judicial authority. The Notice alleges that the Company is in default of a payment of \$19,581,000, accrued interest of \$4,522,182 up to August 22, 2013, and thereafter, *per diem* interest of \$10,729. Since then, the Port has taken no further action.

Based on the advice of its legal counsel, the Company believes that it was entitled to terminate the Agreement, the Company would be entitled to the repayment of the Advances and the Port would not be entitled to any payment under the Agreement or recover the loss of profits. Accordingly, no amount has been recorded as a liability in these consolidated financial statements.

## 10. Exploration and evaluation assets

	March 31, 2013 \$	Acquisition costs (disposition) \$	Exploration expenditures \$	Mining tax credits \$ (note 6)	March 31, 2014 \$
Fermont					
Consolidated Fire Lake North	60,921,905	19,000,000	5,553,225	(17,036,545)	68,438,585
Harvey-Tuttle	8,050,375	—	12,056	(1,488,917)	6,573,514
Moire Lake	4,070,050	—	14,147	(1,038,600)	3,045,597
O'Keefe Purdy	4,151,873	—	24,837	(857,253)	3,319,458
Other	3,863,839	32,382	65,226	(205,630)	3,755,817
	81,058,042	19,032,382	5,669,491	(20,626,945)	85,132,971
Attikamagen	503,948	(505,191)	1,243	—	—
Powderhorn	1,494,505	111,402	24,864	—	1,630,771
Gullbridge	1,069,336	78,598	138,164	—	1,286,098
	84,125,831	18,717,191	5,833,762	(20,626,945)	88,049,840

	March 31, 2012 \$	Acquisition costs \$	Exploration \$	Gain on waiver of royalty \$	March 31, 2013 \$
Fermont					
Consolidated Fire Lake North	38,425,200	1,390	22,833,843	(338,527)	60,921,905
Harvey-Tuttle	8,430,336	–	(27,270)	(352,691)	8,050,375
Moire Lake	4,007,199	–	157,044	(94,193)	4,070,050
O'Keefe Purdy	4,437,515	–	(19,353)	(266,289)	4,151,873
Other	5,192,424	(322,964)	(57,321)	(948,300)	3,863,839
	60,492,673	(321,574)	22,886,943	(2,000,000)	81,058,042
Powderhorn	1,490,405	–	4,100	–	1,494,505
Attikamagen	503,198	–	750	–	503,948
Gullbridge	1,015,862	4,473	49,000	–	1,069,336
	63,502,139	(317,101)	22,940,793	(2,000,000)	84,125,831

Exploration and evaluation is reported net of option payments and mining tax credits received.

#### **Fermont**

The Company owns a 100% interest in Fermont consisting of 14 mineral concessions covering an area of 747 square kilometres situated in northeastern Quebec ("Fermont"). For reporting purposes, Fire Lake North, Oil Can, Bellechasse and Midway properties were consolidated into one property known as Consolidated Fire Lake North.

Other properties include the Hope Lake, Casse Lake, Claire Lake, Audrey-Ernie, Three Big Lakes, Aubertin-Tougaard Lakes, Jeannine Lake, Silicate-Brutus Lakes, Penguin and Black Dan properties.

Fermont is subject to a 3% net smelter return royalty, over which, the Company has a right of first refusal and an option to reduce it to 2.5% by making a payment of \$1,500,000. See note 11.

#### **Acquisition of non-controlling interest in Fermont joint venture**

On May 17, 2012, the Company acquired the remaining 17.5% non-controlling interest in the Fermont joint venture from Fancamp Exploration Ltd. ("Fancamp"). As a result of the acquisition, the Company owns a 100% interest in the Fermont and the joint venture between the Company and Fancamp was terminated; the Company retained its right of refusal over Fancamp's interest in the Lamellee Property; Fancamp retained its 50% interest in the 3% royalty ("Royalty"); the Company retained the right of first refusal on the sale of the Royalty; and the Company sold one-half of the option to reduce the Royalty from 3% to 2% by making a payment of \$3,000,000, thereby retaining the option to reduce the Royalty from 3% to 2.5% by making a payment of \$1,500,000.

#### **Acquisition**

As consideration for the acquisition, the Company issued 14,000,000 common shares and 7,000,000 non-transferable common share purchase warrants entitling the holder to purchase one common share for \$3.00 between November 17, 2014 and May 17, 2015 ("Champion Warrants"). If the weighted-average closing price of the Company's common shares is over \$4.00 per share for 20 consecutive trading days, the Champion Warrants must be exercised within 30 calendar days of the Company providing written notice, or they will be cancelled.

In the absence of a reliable measurement of the property acquired, the transaction has been measured at the fair value of the common shares and common share purchase warrants issued. The fair value of the 7,000,000 common share purchase warrants was calculated using the Black-Scholes option pricing model with the following assumptions:

Share price	\$0.93
Risk-free interest rate	1.26%
Expected volatility based on historical volatility	84%
Expected life of warrants	3 years
Expected dividend yield	Nil
Fair value	\$1,780,000
Fair value per warrant	\$0.25

In the event that Fancamp provides notice, within 10 days of the receipt of the Company's notice, that Fancamp does not have sufficient funds to exercise the Champion Warrants, the Company will advance a loan to Fancamp to enable Fancamp to exercise the Champion Warrants. The loan will have the following terms and conditions:

<b>Interest</b>	Prime rate charged by the Company's bank, calculated and compounded annually, payable by way of set off upon against amounts owed by the Company pursuant to Fancamp's 50% interest in the Royalty.
<b>Security</b>	Assignment of Fancamp's 50% interest in the Royalty and the common shares of the Company issued pursuant to the exercise of the Champion Warrants.
<b>Repayment</b>	Payable by way of set off against amounts owed by the Company pursuant to Fancamp's 50% interest in the Royalty. To the extent that the Company exercises the Fancamp Warrants (as defined below), the exercise price payable by the Company will be settled by way of set off against the loan. To the extent that the loan has not been repaid within 15 years from the date of granting of the loan, the common shares of the Company assigned by Fancamp as security for the loan shall be forfeited by Fancamp to the Company.

In the event that Fancamp is not able to obtain shareholder approval for a change in control in the event that the Company exercises the Fancamp Warrants, Fancamp has agreed that it will only exercise warrants equal to the number of Fancamp Warrants exercisable by the Company divided by 5.

Set out below is a summary of the acquisition:

	<b>Fair value</b>
<b>Consideration</b>	<b>\$</b>
14,000,000 common shares	13,020,000
7,000,000 warrants	1,780,000
	14,800,000
Non-controlling interest on date of acquisition	8,877,154
Excess consideration	5,922,846

A change in the interest of a joint venture that does not result in a loss of control is accounted for as an equity transaction. As a result, the amount of the consideration in excess of the non-controlling interest on the date of acquisition of \$5,922,846 was charged to deficit.

Transaction costs for an equity transaction are accounted for as a deduction from equity. Transaction costs of \$469,387 have been charged to deficit.

#### *Waiver of option rights*

On May 17, 2012, the Company granted a waiver to Fancamp of the Company's option to purchase a 0.5% Royalty interest of Fancamp's 50% interest in the Royalty. As consideration for the waiver, Fancamp made a payment of \$2,000,000 to the Company, which the Company used to acquire 8,000,000 common shares of Fancamp for \$0.25 per share. The receipt of the payment was accounted for as a reduction of exploration and evaluation.

*Private placement for units of Fancamp*

On May 17, 2012, the Company acquired 10,000,000 units of Fancamp for \$0.30 per unit for cash of \$3,000,000. Each unit consisted of one common share and one non-transferable common share purchase warrant entitling the Company to purchase one common share for \$0.60 between November 17, 2014 and May 17, 2015 ("Fancamp Warrants"). Of the acquisition price of the units, \$2,074,610 was allocated to the common shares and \$925,390 was allocated to the common share purchase warrants.

The fair value of the 10,000,000 common share purchase warrants was calculated using the Black-Scholes option pricing model with the following assumptions:

	March 31, 2014	May 17, 2012
Share price	\$0.10	\$0.225
Risk-free interest rate	1.07%	1.21%
Expected volatility based on historical volatility	112%	104%
Expected life of warrants	1.1 years	3 years
Expected dividend yield	Nil	Nil
Fair value	\$74,000	\$925,390
Fair value per warrant	\$0.0074	\$0.0925

As a result of regulatory requirements, subject to the approval of the shareholders of Fancamp, the Company has agreed not to exercise Fancamp Warrants to the extent that the exercise would result in a change of control of Fancamp. If the weighted-average closing price of the common shares of Fancamp is over \$0.80 per share for 20 consecutive trading days, the Fancamp Warrants must be exercised (to the extent that the exercise would not result in a change of control of Fancamp) within 30 calendar days of Fancamp providing written notice, or those Fancamp warrants will be cancelled.

The Company and Fancamp have entered into a reciprocal rights agreement governing certain investor rights and obligations as between them. The Company and Fancamp will each be restricted from transferring securities of the other until May 17, 2018, after which time transfers will be permitted subject to certain restrictions.

***Grant of option for Cluster 3 Properties to Cartier Iron Corporation (formerly Northfield Metals Inc.)***

On September 28, 2012, the Company granted an option to Cartier Iron Corporation ("Cartier") to acquire a 65% interest in Aubertin-Tougard, Audrey-Ernie, Black Dan, Jeannine Lake, Penguin Lake, Silicate-Brutus and Three Big Lakes ("Cluster 3 Properties"). In order to earn its interest, Cartier must make option payments, issue common shares and incur exploration expenditures, as follows:

	Option payments \$	Common shares	Exploration expenditures \$
Upon execution of agreement (received)	—	1,000,000	—
Upon conditional approval from a stock exchange for the listing of the common shares of Cartier (received)	100,000	—	—
December 10, 2013	150,000	500,000	500,000
December 10, 2014	250,000	500,000	750,000
December 10, 2015	250,000	500,000	—
December 10, 2016	250,000	—	4,750,000
	1,000,000	2,500,000	6,000,000

Upon Cartier earning its 65% interest, a joint venture will be formed to incur additional exploration expenditures. If the Company does not fund its proportionate interest in the joint venture, its interest will be diluted and, when its interest is reduced below 10%, its interest would be reduced solely to a 1% royalty. Cartier will have the option to reduce the royalty from 1% to 0.5% by making a payment of \$3,000,000.

In the event that the Company or Cartier proposes to acquire any property within 10 kilometres of the Cluster 3 Properties, the acquirer must offer the property at cost to the other party for inclusion in the Cluster 3 Properties.

Cartier made the required exploration expenditures by December 31, 2013; however, Cartier has not made the option payment or issued common shares due on December 10, 2013. The Company and Cartier are currently in discussions to resolve the matter.

*Private placement for common shares of Cartier*

On December 10, 2012, the Company acquired 2,000,000 common shares of Cartier for \$0.25 per common share for cash of \$500,000.

*Settlement of amount due from Cartier*

On December 10, 2012, the Company accepted 568,000 common shares of Cartier with a fair value of \$142,000 in settlement of amount due from Cartier. Two officers of the Company are directors of Cartier.

***Waiver of right of first refusal on the Lac Lamêlée Property***

The Company had a right of first refusal on any disposition by Fancamp of its interest in the Lac Lamêlée Property consisting of 29 mining claims contiguous with the Company's Consolidated Fire Lake North property.

On December 20, 2013, the Company waived its right of first refusal to allow Fancamp to sell its interest in the Lac Lamêlée Property to Lamêlée Iron Ore Ltd. (formerly Gimus Resources Inc.) ("Lamêlée"). In consideration for the waiver, the Company received 2,000,000 common shares of Lamêlée with a fair value of \$240,000 and 4,000,000 common shares of Fancamp with a fair value of \$200,000 ("Fancamp Shares"). The Fancamp Shares will be subject to the existing reciprocal rights agreement governing certain investor rights and obligations between the Company and Fancamp, including the provision that the Company and Fancamp will each be restricted from transferring securities of the other until May 17, 2018, after which time transfers will be permitted subject to certain restrictions. In addition, the Company subscribed to 2,000,000 units of Lamêlée at a price of \$0.10 per unit. Each unit consisted of one common share and one-half of one common share purchase warrant, with each whole warrant entitling the holder to purchase one common share for \$0.15 until December 20, 2015.

**Attikamagen**

The Company owned a 100% interest in 946 claims covering 310 square kilometres in Labrador and Quebec. The Company originally acquired 4 licences covering 52 claims ("Original Claims") and acquired an additional 894 claims primarily by staking. The Original Claims are encumbered with an aggregate royalty of \$1.50 per tonne of iron content in any and all iron ore, pellets or other products produced from those claims, which royalty may be purchased for \$2,500,000.

On May 12, 2008, the Company granted an option to Labec Century Iron Ore Inc. ("Labec") to earn up to a 60% interest in Attikamagen. On or about May 15, 2012, Labec earned an increase in its interest in Attikamagen from 51% to 56%, and subsequently, gave notice that it had incurred sufficient exploration expenditures to earn an increase in its interest in Attikamagen from 56% to 60% and to further increase its interest and dilute the Company's interest for exploration expenditures that it had incurred without contribution from the Company.

Effective November 29, 2013, the Company sold its remaining interest in Attikamagen to Labec, a subsidiary of Century Iron Mines Corporation ("Century"), for 2,000,000 Century common shares with a fair value of \$1,000,000 and 1,000,000 Century warrants entitling the Company to purchase one common share of Century for:



<b>Exercise price</b>	<b>Exercise period</b>
\$0.75	November 29, 2013 to November 29, 2014
\$1.00	November 30, 2014 to November 29, 2015
\$1.50	November 30, 2015 to November 29, 2016
\$2.00	November 30, 2016 to November 29, 2017
\$2.50	November 30, 2017 to November 29, 2018

The Century shares are subject to a hold period ending on November 29, 2015, after which, in the event that the Company seeks to sell Century shares, Century will have a right of first refusal to arrange sales.

Century assumed the existing royalty on Attikamagen and granted the Company a 1% royalty on the sale of minerals mined from Attikamagen until \$2,500,000 has been paid, and thereafter, a 2% royalty on the sale of minerals mined from Attikamagen.

In connection with the sale, the Company paid a 7% finder's fee consisting of 140,000 Century common shares and 70,000 Century warrants.

The fair value of the Century warrants was calculated using the Black-Scholes option pricing model with the following assumptions:

	<b>March 31, 2014</b>	<b>November 29, 2013</b>
Number of warrants	930,000	1,000,000
Share price	\$0.55	\$0.50
Risk-free interest rate	1.71%	1.73%
Expected volatility based on historical volatility	78%	88%
Expected life of warrants	4.7 years	5 years
Expected dividend yield	0%	0%
Fair value	\$161,000	\$208,000
Fair value per warrant	\$0.17	\$0.21

On the date of the sale, the carrying value of Attikamagen was \$505,191 and the Company recorded a gain of \$553,398.

### **Powderhorn and Gullbridge**

As at March 31, 2013, the Company owned:

- a 70% interest in the Powderhorn Lake Project ("Powderhorn"), which consists of 115 claims covering an area of 29 square kilometres situated in the Buchans-Robert's Arm Belt in Central Newfoundland. Powderhorn is encumbered with a 2.85% net smelter royalty ("NSR"), of which, 1.85% can be purchased by the participants for \$2,300,000 to reduce the NSR to 1%.
- a 51% interest in the Gullbridge Property in the Buchans Mining Camp, Newfoundland.

On July 26, 2013, the Company acquired the remaining 30% interest in Powderhorn and 49% interest in Gullbridge for 1,000,000 common shares with a fair value of \$190,000 and a 1% royalty on Gullbridge, which the Company has the option to acquire for \$1,000,000 or 1,000,000 common shares. The Company also has the right of first refusal on any sale, transfer, mortgage or grant of security interest or any other disposition or encumbrance in the royalty.

### **Snelgrove Lake**

The Company has an option to acquire a 100% interest in 5 licenses covering 106 square kilometres located approximately 55 kilometres southeast of Schefferville, Newfoundland. Snelgrove Lake is encumbered with a 3% gross sales royalty. In order to earn its interest, the Company must issue Performance Shares, grant options, make option payments and incur exploration expenditures, as follows:

	Issue Performance shares	Grant options	Option payments A\$	Option payments \$	Exploration expenditures \$
October 2012 (issued and paid)	32,000,000	17,000,000	425,000	410,000	—
March 11, 2014 (incurred)	—	—	—	—	3,250,000
August 1, 2018	—	—	—	5,750,000	3,250,000
	32,000,000	17,000,000	425,000	6,160,000	6,500,000

Up to March 31, 2014, Mamba has incurred exploration expenditures of approximately \$6,400,000.

The decision to exercise the option will depend on the economic viability of Snelgrove Lake and the capacity to finance its development. Given the advanced stage of Consolidated Fire Lake North and the significant funds that will be required for its development, there is no certainty that the option for Snelgrove Lake Project will be exercised. Accordingly, prior to the completion of the Arrangement, Mamba recorded an impairment loss of \$10,038,754 to write off the balance of Snelgrove Lake.

### 11. Royalty payable

With the completion of the pre-feasibility study for Consolidated Fire Lake North, the Company recorded an estimate of the present value for the 3% net smelter royalty on Fermont as an acquisition cost of exploration and evaluation and an offsetting royalty payable. As the Company granted a waiver to Fancamp of the Company's right to reduce the net smelter royalty by 0.5% for \$2,000,000 and the Company has retained an option to reduce the net smelter royalty by 0.5% by making a payment of \$1,500,000, the fair value of the 3% net smelter royalty has been estimated to be \$19,000,000.

### 12. Convertible notes

On April 30, 2013, in settlement of accounts payable, the Company issued two 12% convertible notes which were repaid during the year.

	\$
Balance, March 31, 2013	—
Issued	718,175
Repaid in cash	(357,263)
Converted to 1,494,143 common shares	(373,175)
Interest	12,263
Balance, March 31, 2014	—

### 13. Capital stock

The Company is authorized to issue ordinary shares, performance Shares, exchangeable shares and special voting shares.

Each Mamba Exchangeable Share will be exchangeable into an Ordinary Share at no cost to the holder from January 1, 2015 or earlier on the occurrence of certain specified events. Upon conversion, application for the quotation of these Ordinary Shares will be made. All Exchangeable Shares in existence on March 31, 2017 will be automatically converted into Ordinary Shares on that date.

The Company has on issued 1 Special Voting Share (SVS) to a trustee which will hold the SVS on behalf of all holders of Exchangeable Shares in order that holders of Exchangeable Shares will be able to vote at Champion Iron shareholder meetings. The SVS will carry as many votes at shareholder meetings of the Company as there are exchangeable shares on issue at the voting eligibility cut-off time of the meeting. The SVS is not transferable, will not be listed and will cease to have any voting rights at meetings of the Company's shareholders once all Exchangeable Shares have been converted to ordinary Shares

## Issued

	Number of shares	\$
<b>Champion common shares</b>		
Balance, March 31, 2012	105,214,205	106,947,813
Issued for exploration and evaluation (note 10)	75,000	71,850
Acquisition of non-controlling interest (note 10)	14,000,000	13,020,000
Exercise of stock options	590,000	265,500
Fair value of stock options exercised	—	201,752
Exercise of warrants	22,260	25,599
Fair value of warrants exercised	—	15,505
Fair value of warrants expired	—	2,520,311
Share issue costs, net of tax	—	(85,380)
Balance, March 31, 2013	119,901,465	122,982,950
Private placement	15,000,000	3,000,000
Fair value of warrants issued	—	(1,277,000)
Fair value of expired warrants	—	1,214,667
Acquisition of exploration and evaluation (note 10)	1,000,000	190,000
Issued to settle accounts payable	500,000	157,500
Conversion of convertible debt (note 12)	1,494,144	373,175
Share issue costs	—	(337,446)
	137,895,609	126,303,846
Adjustment for exchange ratio of 0.7333333 Mamba ordinary share for each outstanding Champion common share	(36,771,791)	—
Exchanged for Mamba exchangeable shares	(1,941,199)	—
	99,182,619	126,303,846
<b>Mamba ordinary shares</b>		
Balance, March 31, 2014	97,310,534	45,116,536
	196,493,153	171,420,382
<b>Mamba exchangeable shares</b>		
Balance March 31, 2014	1,941,199	

On July 31, 2013, Champion completed a private placement of 15,000,000 units at a price of \$0.20 per unit for proceeds of \$3,000,000. Each unit consisted of one common share and one common share purchase warrant entitling the holder to purchase one common share for \$0.25 until July 31, 2015. In connection with the private placement, Champion paid an 8% cash commission.

The fair value of the 15,000,000 common share purchase warrants was calculated using the Black-Scholes option pricing model with the following assumptions:

Share price	\$0.21
Risk-free interest rate	1.15%
Expected volatility based on historical volatility	84%
Expected life of warrants	2 years
Expected dividend yield	Nil
Fair value	\$1,277,000
Fair value per warrant	\$0.0852

The Company and the subscriber have agreements governing certain investor rights and obligations. Until the subscriber holds less than 10% of the outstanding shares of the Company, it will have a pre-emptive right to participate in any financing to maintain its percentage interest in the outstanding ordinary shares of the Company on a non-diluted basis. The subscriber will have the right to participate as the initial subscriber for up to \$4,000,000 in any financing completed by the Company until January 31, 2015. The subscriber will be restricted from transferring securities of the Company until July 31, 2014, subject to certain exceptions and procedures, after which time, transfers will be permitted subject to certain restrictions until July 31, 2015.

On March 31, 2014, pursuant to the Arrangement, Mamba replaced each outstanding Champion warrant on the basis that the holder will be entitled to acquire Mamba shares on the same terms and conditions, as adjusted by the exchange ratio.

#### Issue of common shares to settle accounts payable

On January 6, 2014, Champion issued 500,000 common shares with a fair value of \$157,500 to settle accounts payable for legal fees owed to a company controlled by a director.

#### Warrants

A summary of the Company's warrants is presented below:

	Number of warrants	Weighted- average exercise price \$	Amount \$
Balance, March 31, 2012	5,198,820	1.62	3,783,003
Issued (note 10)	7,000,000	3.00	1,780,000
Exercised	(22,260)	1.15	(15,505)
Expired	(2,954,338)	1.86	(2,520,311)
Balance, March 31, 2013	9,222,222	2.59	3,027,187
Issued	15,000,000	0.25	1,277,000
Expired	(2,222,222)	1.30	(1,214,667)
Adjustment to reflect replacement of outstanding Champion warrants with Replacement Warrants (note 4)	(5,866,667)	—	—
Balance, March 31, 2014	16,133,333	1.53	3,089,520

For the year ended March 31, 2013, the weighted-average share price at the date of exercise of the warrants was \$1.38.

A summary of the Company's warrants outstanding at March 31, 2014 is presented below:

Common share warrant exercise price	Expiry date	Number of warrants
\$4.0909 exercisable between November 17, 2014 and May 17, 2015	May 17, 2015	5,133,333
\$0.3409	July 31, 2015	11,000,000
		16,133,333

If the weighted-average closing price of the Company's common shares is over \$5.4545 for 20 consecutive trading days, the May 17, 2015 warrants must be exercised within 30 calendar days of the Company providing written notice to Fancamp to accelerate the expiry date, or they will be cancelled. In the event that Fancamp provides notice within 10 days of the receipt of the Company's notice that Fancamp does not have sufficient funds to exercise the Champion Warrants, the Company will advance a loan to Fancamp to fund the exercise of such warrants. The loan will be secured by Fancamp's interest in the Royalty on the Fermont Holdings and the shares acquired on exercise of the warrants.

### Stock options

	Number of options	Weighted-average exercise price \$
<b>Champion</b>		
Balance, March 31, 2012	12,020,000	1.04
Exercised	(590,000)	0.45
Expired	(185,000)	0.45
Cancelled	(1,495,000)	1.36
Balance, March 31, 2013	9,750,000	1.03
Granted	1,600,000	0.40
Expired	(280,000)	0.81
Cancelled	(1,600,000)	1.29
Adjustment to reflect replacement of outstanding Champion stock options with Replacement Stock Options (note 4)	(2,525,333)	–
Balance, March 31, 2014	6,944,667	1.21
<b>Mamba</b>		
Balance, March 31, 2014	20,800,000	A\$0.30
	27,744,667	

For the year ended March 31, 2013, the weighted-average share price on the date of exercise of the stock options was \$0.70.

For the year ended March 31, 2014, a summary of the stock options granted and the assumptions for the calculation of the fair value of those stock options using the Black-Scholes option pricing model, is presented below:

<b>Date of grant</b>	<b>December 20, 2013</b>
Options granted	1,600,000
Exercise price	\$0.40
Share price	\$0.31
Risk-free interest rate	1.84%
Expected volatility based on historical volatility	83%
Expected life of stock options	3 years
Expected dividend yield	0%
Forfeiture rate	0%
Fair value	\$239,000
Fair value per stock option	\$0.15

The stock options vested on the date of grant and the fair value of the stock options was recorded as share-based compensation.

A summary of the Company's outstanding and exercisable stock options at March 31, 2014 is presented below:

<b>Exercise price</b>	<b>Expiry date</b>	<b>Options outstanding and exercisable</b>
\$0.4091	September 16, 2014	839,667
\$0.4501	September 24, 2014	111,833
\$0.5523	November 9, 2014	36,667
\$1.0910	January 14, 2015	1,008,333
\$1.1591	February 2, 2015	36,667
\$1.3637	March 2, 2015	256,667
A\$0.25	August 8, 2015	17,000,000
\$1.3637	October 3, 2015	1,466,667
\$1.3637	October 4, 2015	183,333
\$2.0455	October 4, 2015	366,667
\$2.9591	January 10, 2016	73,333
A\$0.50	December 15, 2015	500,000
\$2.0455	September 9, 2016	715,000
\$0.5455	December 20, 2016	1,173,333
\$1.7728	December 23, 2016	676,500
A\$0.50	November 29, 2018	3,300,000
		<b>27,744,667</b>

#### **Share-based compensation**

In the absence of a reliable measurement of the services provided by consultants, the services have been measured at the fair value of the stock options granted.

#### **14. Income taxes**

The Company's effective income tax rate differs from the amount that would be computed by applying the federal and provincial statutory rate of 26.5% (2013 – 26.5%) to the loss for the year. The reasons for the difference are as follows:

	2014 \$	2013 \$
Income tax recovery based on combined statutory rate	(954,985)	2,094,648
Share-based compensation and other non-deductible items	63,335	(37,804)
Share issue costs	(343,965)	22,626
Timing difference on acquisition of non-controlling interest	—	(2,408,441)
Effect of changes in rate on temporary items	(216,154)	161,661
Tax losses not recognized	1,451,770	167,310
	—	—

#### Deferred income tax assets and liabilities

The Company's deferred income tax assets and liabilities are as follows:

	2014	As at March 31, 2013
<b>Deferred tax asset</b>		
Non-capital loss carry-forward and share issue costs	7,277,503	5,824,018
Investments	655,596	913,431
Deferred income taxes not recognized	(3,955,786)	(2,525,543)
	3,977,313	4,211,906
<b>Liability</b>		
Exploration and evaluation assets	(3,977,313)	(4,211,906)
	—	—

#### Losses carried forward

At March 31, 2014, the Company had non-capital loss carryforwards which expire as follows:

	\$
2027	153,000
2028	406,000
2029	1,089,000
2030	1,812,000
2031	4,291,000
2032	5,789,000
2033	5,644,000
2034	6,424,000
	25,608,000

#### Resource deductions

At March 31, 2014, the Company has cumulative Canadian exploration expenses of \$44,398,843 (2013 - \$39,386,039) and cumulative Canadian development expenses of \$6,766,691 (2013 - \$7,874,309) which may be carried forward indefinitely to reduce taxable income in future years.

#### 15. Determination of fair values

A number of the Company's accounting policies and disclosures require the determination of fair value, for both financial and non-financial assets and liabilities. Fair values have been determined for measurement and/or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

*Cash and cash equivalents, short-term investments, receivables, due from Cartier and accounts payable and accrued liabilities*

The fair values of cash and cash equivalents, short-term investments, receivables, due from Cartier and accounts payable and accrued liabilities approximate their carrying value due to their short term to maturity.

*Investments*

The fair values of the investment in common shares of Fancamp, Cartier, Century and Lam     are measured at the bid market price on the measurement date.

The fair value of the investment in warrants of Fancamp, Century and Lam     is measured using a Black-Scholes option pricing model. Measurement inputs include share price on the measurement date, exercise price, expected volatility (based on historical volatility), expected life, expected dividends and the risk-free interest rate (based on government bonds).

*Stock options*

The fair value of stock options is measured using a Black-Scholes option pricing model. Measurement inputs include share price on grant date, exercise price, expected volatility (based on historical volatility or historical volatility of securities of comparable companies), weighted average expected life and forfeiture rate (both based on historical experience and general option holder behaviour), expected dividends, and the risk-free interest rate (based on government bonds).

*Classification of fair value of financial instruments*

The Company classified the fair value of its financial instruments measured at fair value according to the following hierarchy based on the amount of observable inputs used to value the instrument:

- Level 1 - quoted prices in active markets for identical assets and liabilities;
- Level 2 - inputs, other than the quoted prices included in Level 1, that are observable for the asset or liability, either directly or indirectly;
- Level 3 - inputs for the asset or liability that are not based on observable market data.

*As at March 31, 2014*

	Level 1 \$	Level 2 \$	Level 3 \$	Total \$
<b>Financial asset at fair value through profit and loss</b>				
Cash and cash equivalents and short-term investments	16,287,821	–	–	16,287,821
Investments				
Common shares	4,651,865	–	–	4,651,865
Warrants	–	324,000	–	324,000

*As at March 31, 2013*

	Level 1 \$	Level 2 \$	Level 3 \$	Total \$
<b>Financial asset at fair value through profit and loss</b>				
Cash and cash equivalents and short-term investments	4,601,089	–	–	4,601,089
Investments				
Common shares	2,334,090	–	–	1,798,890
Warrants	–	111,000	–	111,000



## **16. Financial risk management**

The Company's activities expose it to a variety of financial risks that arise as a result of its exploration, development and financing activities, including credit risk, liquidity risk and market risk.

This note presents information about the Company's exposure to each of the above risks, the Company's objectives, policies and processes for measuring and managing risk, and the Company's management of capital. Further quantitative disclosures are included throughout these financial statements.

The Board of Directors oversees management's establishment and execution of the Company's risk management framework. Management has implemented and monitors compliance with risk management policies. The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to market conditions and the Company's activities.

### ***Credit risk***

Credit risk is the risk of financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligations. Credit risk arises principally from the Company's cash and cash equivalents, short-term investments and amount due from Cartier. The Company limits its exposure to credit risk on its cash and cash equivalents by holding its cash and cash equivalents and short-term investments in deposits with high credit quality Australian and Canadian chartered banks. The Company is able to limit the credit risk on the amount due from Cartier by settling the amount in common shares of Cartier.

### ***Liquidity risk***

Liquidity risk is the risk that the Company will encounter difficulty in meeting its financial liabilities that are settled in cash or other financial assets. The Company's approach to managing liquidity risk is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities as they come due. The amounts for accounts payable and accrued liabilities are subject to normal trade terms.

### ***Market risk***

Market risk is the risk that changes in market prices, such as equity prices, foreign exchange rates and interest rates will affect the Company's income or the value of its financial instruments. The Company is exposed to equity price risk with respect to investments. The Company estimates that if the fair value of its investment as at March 31, 2014 had changed by 10%, with all other variables held constant, the loss would have decreased or increased by approximately \$497,000.

### ***Interest rate risk***

The Company's exposure to interest rate risk is limited due to the short-term nature of its financial instruments. The Company has no interest-bearing debt.

### ***Capital management***

Capital of the Company consists of capital stock, options, warrants, contributed surplus and deficit. The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern so that it can acquire, explore and develop mineral resource properties for the benefit of its shareholders. The Company manages its capital structure and makes adjustments based on the funds available to the Company in light of changes in economic conditions. The Board of Directors has not established quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain the future development of the Company. In order to facilitate the management of its capital requirements, the Company prepares annual expenditure budgets that consider various factors, including successful capital deployment and general industry conditions. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

The Company's principal source of capital is from the issue of ordinary shares. In order to achieve its objectives, the Company intends to raise additional funds as required.

The Company is not subject to externally imposed capital requirements and there were no changes to the Company's approach to capital management during the year.

## 17. Related party transactions

	Years ended March 31,		Outstanding at March 31,	
	2014	2013	2014	2013
	\$	\$	\$	\$
<b>Exploration and evaluation</b>				
Paid to a company controlled by a director	187,500	227,500	—	16,950
Paid or payable to 2 companies controlled by officers	1,845,758	3,364,605	276,660	146,774
<b>Transaction costs on acquisition of non-controlling interest</b>				
Paid for legal fees to a company controlled by a director	—	205,725	—	—
<b>Transaction costs on Arrangement</b>				
Director's fees paid to a company controlled by a director	69,939	—	79,031	—
<b>Common shares</b>				
Share issue costs for legal fees paid to a company controlled by a director	25,020	—	—	—
Finder's fee paid to a company controlled by a director	60,000	—	—	—
<b>Professional fees</b>				
Paid or payable for legal fees to a company controlled by a director	474,192	438,715	51,372	212,212
<b>Consulting fees</b>				
Paid or payable to a company controlled by a close family member of a director	—	152,450	—	—

See notes 7 and 10 for related party transactions with Cartier.

## Compensation of key management personnel

The Company considers its directors and officers to be key management personnel. Transactions with key management personnel are set out as follows:

	Years ended March 31,	
	2014	2013
	\$	\$
Consulting fees	1,166,520	790,833
Advisory fee	387,078	—
Non-monetary	41,868	—
Change of control	1,500,000	—
Share-based payments, representing share-based compensation	161,334	—
	3,256,800	790,833

## Movement in key management personnel equity holdings:

### Ordinary shares

	Holding at March 31, 2013	Acquired	Sold	Other changes	Holding at March 31, 2014
Michael O'Keeffe	4,128,212	1,802,067	—	400,000 (a)	6,330,279
Richard Wright	631,923	—	—	—	631,923
Niall Lenahan	200,000	800,000	—	—	1,000,000
Thomas Larsen	2,138,758 (b)	110,000 (b)	—	1,167,360 (c)	3,416,118
Paul Ankcorn	141,533 (b)	22,000 (b)	—	—	163,533
Harry Burgess	—	18,333 (b)	—	—	18,333
William Harding	—	—	—	—	—
Francis Sauve	880,000 (b)	73,333 (b)	—	—	953,333
Donald Sheldon	177,833 (b)	366,667 (b)	—	—	544,500
James Wang	—	—	—	—	—
Alexander Horvath	209,000 (b)	—	—	350,208 (c)	559,208
Miles Nagamatsu	511,500 (b)	—	—	700,416 (c)	1,211,916
Jorge Estepa	432,667 (b)	—	—	700,416 (c)	1,133,083

Notes:

(a) Performance shares converted into ordinary shares.

(b) On March 31, 2014, pursuant to the Arrangement, Mamba acquired all of the issued and outstanding common shares of Champion on the basis of an exchange ratio of 0.733333 Mamba share and/or Exchangeable share (or combination thereof) for each outstanding Champion common share. The number of ordinary shares reported for the holding at March 31, 2013 represent the number of Champion common shares, as adjusted for the Exchange Ratio.

(c) On March 31, 2014, Mamba issued shares to remove provisions from Champion consulting contracts regarding payments on termination in the event of a change of control subsequent to completion of the Arrangement.

### Share options and warrants

	Holding at March 31, 2013	Granted	Exercise of options	Other changes	Holding at March 31, 2014	Exercisable at March 31, 2014
Michael O'Keeffe	—	1,000,000	—	—	1,000,000	—
Richard Wright	—	500,000	—	—	500,000	—
Niall Lenahan	—	1,000,000	—	—	1,000,000	—
Thomas Larsen	1,173,333	—	—	—	1,173,333	1,173,333
Paul Ankcorn	146,667	73,333	—	—	220,000	220,000
Harry Burgess	—	220,000	—	—	220,000	220,000
William Harding	—	220,000	—	—	220,000	220,000
Francis Sauve	146,667	73,333	—	—	220,000	220,000
Donald Sheldon	256,666	—	—	—	256,666	256,666
James Wang	—	220,000	—	—	220,000	200,000
Alexander Horvath	385,000	—	—	—	385,000	385,000
Miles Nagamatsu	348,333	—	—	—	348,334	348,334
Jorge Estepa	458,333	—	—	—	458,334	458,334

Note:

- (a) On March 31, 2014, pursuant to the Arrangement, Mamba replaced each outstanding Champion option on the basis that the holder will be entitled to acquire 0.7333333 Mamba share ("Exchange Ratio") on the same terms and condition. The number of options reported for the holding at March 31, 2013 and granted represent the number of Champion options, as adjusted for the Exchange Ratio.

## 18. Commitments and contingencies

Commitments for annual basic premises rent are as follows:

	As at March 31,	
	2014	2013
	\$	\$
Less than 1 year	182,185	145,885
1-5 years	17,087	76,892
More than 5 years	—	—
	199,272	222,777

See note 9 for information regarding the Company's contingent liabilities.

## 19. Subsequent events

Other than those noted below, no matter or circumstance has arisen since March 31, 2014 that has significantly affected, or may significantly affect:

- The Company's operations in the future financial years, or
- The results of those operations in future financial years, or
- The Company's state of affairs in future financial years.

### Changes to the Board and management

On April 9, 2014, Gary Lawler and Andrew Love were appointed to the Board, replacing Richard Wright and Niall Lenahan who resigned from the Board. On the April 9, 2014, Gary Lawler and Andrew Love were each granted 500,000 fully vested options entitling the holder to purchase one ordinary share for A\$0.50 until April 9, 2017. These options are valued at \$0.26 per option.

On June 18, 2014, Pradip Devalia was appointed as Company Secretary, replacing Niall Lenahan who resigned. Pradip Devalia was granted 150,000 fully-vested options entitling the holder to purchase one ordinary share for A\$0.50 until June 18, 2017. These options are valued at A\$0.17 per option.

On June 18, 2014, the Company cancelled 500,000 outstanding options granted to each of Richard Wright and Niall Lenahan, entitling the holder to purchase one ordinary share for A\$0.50 until April 9, 2017.

### Amount due from Cartier

On June 17, 2014, the Company agreed to convert the following amounts due from Cartier into Cartier common shares: (a) \$1,050,000, subject to Cartier closing a private placement in the minimum amount of \$500,000 ("Private Placement") and (b) the amount, by which, proceeds of the Private Placement exceeds \$1,050,000. In both cases, the conversion price will be equal to the lowest subscription price paid for the Private Placement.

Following the closing of the Private Placement, the remainder of the amount due from Cartier will be converted to a demand loan, which is unsecured, bears interest at the rate of LIBOR plus 2% and is due 6 months after the Company demands repayment (the "Demand Loan"). The Company will have the right to convert the Demand Loan plus accrued but unpaid interest into Cartier common shares at a conversion price equal to the lowest subscription price per Cartier

common share paid for the most recent capital raising undertaken by Cartier at the time of the conversion, subject to the minimum pricing rules and stock exchange approval.

## 20. Parent entity information

Information relating to Champion Iron Limited (formerly Mamba Minerals Limited):

	<b>March 31, 2014</b>
	<b>\$</b>
Current assets	11,323,162
Non-current assets	77,545
<b>Total assets</b>	<b>11,400,707</b>
Current liabilities	1,920,859
<b>Total liabilities</b>	<b>1,920,859</b>
<b>Net assets</b>	<b>9,479,848</b>
Issued capital	28,259,111
Reserves	2,766,642
Accumulated losses	(21,545,904)
<b>Total equity</b>	<b>9,479,848</b>
	<b>9 months ended March 31, 2014</b>
Loss of parent entity	(14,117,395)
Total comprehensive loss of the parent entity	(14,117,395)

## 21. Auditors remuneration

Total of all remuneration received or due and receivable by the auditors in connection with:

	<b>2014</b>	<b>2013</b>
	<b>\$</b>	<b>\$</b>
<i>Ernst &amp; Young Australian firm</i>		
Audit and review of the financial report	61,000	—
Investigating accountant's report	55,300	—
<i>Collins Barrow Canadian firm</i>		
Audit and review of the financial report	27,500	45,000
Review of interim financial statements	22,000	22,000
Review of pro-forma consolidated financial statements	12,300	—
Taxation services	13,500	15,500
	<b>191,600</b>	<b>82,500</b>

## **22. Segment information**

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

## STOCK EXCHANGE INFORMATION

The additional information set out below relates to shares and options as at June 19, 2014

### DISTRIBUTION OF EQUITY SECURITY HOLDERS

Size of Holding	Ordinary Shares
1 to 1,000	465,698
1,001 to 5,000	3,887,486
5,001 to 10,000	4,276,561
10,001 to 100,000	25,655,232
100,000 and over	162,208,163
	196,493,140

63 shareholders held less than a marketable parcel of ordinary shares at June 19, 2014

### ORDINARY SHARES

#### SUBSTANTIAL SHAREHOLDERS

Name of shareholder	Number of ordinary shares	% of issued capital
Gavin John Argyle	14,847,227	7.63
Fancamp Exploration Ltd.	11,018,333	5.61
Baotou Chen Hua Investments Limited	11,000,000	5.59

#### VOTING RIGHTS

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

#### TWENTY LARGEST SHAREHOLDERS

	Name of shareholder	Number of ordinary shares	% of issued capital
1	JP Morgan Nom Cust Aust Ltd	13,205,690	6.72
2	Fancamp Exploration Ltd	11,018,333	5.61
3	Baotou Chen Hua Investments Ltd	11,000,000	5.59
4	UBS Wealth Management Aust Nominee	6,108,142	3.11
5	Pershing Aust Nom P/L	6,076,548	3.09
6	Nathanson Hilton Darren	4,288,890	2.18
7	Gavin John Argyle	4,012,364	2.04
8	WMO Welcome P/L	3,500,000	1.78
9	Gambier Holdings Ltd	2,480,751	1.26
10	GAB Super Fund P/L	2,443,334	1.24
11	Fleubaix P/L	1,800,000	0.92
12	David Gilad Hayeem	1,555,554	0.79
13	Quartz Mountain Mining P/L	1,520,000	0.77
14	National Nom Ltd	1,500,000	0.76
15	Charles Bass B + SC	1,480,000	0.75
16	Zero Nom P/L	1,422,223	0.72
17	GAB Super Fund P/L	1,417,823	0.72
18	Prospect Trading P/L	1,280,000	0.65
19	Citicorp Nom P/L	1,265,774	0.64
20	Angela Maree Rowe	1,250,000	0.64

## SCHEDULE OF TENEMENTS

The Company owns a 100% interest in the following:

<b>Property-Québec</b>	<b>SNRC</b>	<b>Claims</b>	<b>Hectares</b>
Consolidated Fire Lake North	23B06; 23B11; 23B12	544	27,462.19
Harvey-Tuttle	23B12; 23B05	186	9,748.46
Moire Lake	23B14	30	1,230.73
O'Keefe-Purdy	23B11; 23B12	215	11,120.56
Cassé Lake	23B05	33	1,736.07
Claire Lake	23B06	33	1,739.67
Hope Lake	23B06	40	2,108.24
Aubertin Tougard	22O13; 23B04	52	2,069.05
Aubrey-Ernie	23B04; 23C01	134	7,084.89
Black Dan	22N16; 23C01	61	3,234.10
Jeannine Lake	22N16	13	691.69
Penguin Lake	23C01	60	3,174.80
Round Lake	23B04; 23C01	264	13,972.07
Silicate-Brutus	22O13	56	2,974.70
Three Big Lakes	23C01	9	476.86
Pointe Noir	22J01; 22J02	56	1,858.99
<b>Property-Newfoundland</b>	<b>Licences</b>		
Powderhorn	11346M, 11367M, 15136M, 15137M, 18969M, 19227M	148	3,700
Gullbridge	11956M, 11960M, 16260M, 16261M	179	4,475

The Company has an option to purchase the following property:

<b>Property</b>	<b>Leases</b>	<b>Holder</b>	<b>Hectares</b>
Snelgrove Lake	017901M, 018328M, 018343M, 018333M, 018334M	CIP Magnetite Limited	10,600



## Mineral Resource Statement

### The Snelgrove Lake Project

The Snelgrove Lake Project is located in western Labrador and is approximately 55 kilometres south east of the community of Schefferville, Quebec and approximately 200 kilometres north of Labrador City, Labrador. The project consists of five contiguous map-staked licences totaling 424 mineral claims of 10,600 hectares. The claims are located on NTS map sheets 23J08, 23J09, 23I15 and 23I12 and overlap UTM zones 19 and 20. The claims are in good standing to 2017 with the majority up to 2024 where more assessment work has been filed

The Company's wholly-owned Canadian subsidiary, CIP Magnetite Ltd., has an option with Altius Minerals Inc. to acquire 100% of the Snelgrove Project for expenditures of \$6.5 million within three years after the initiation of the Option Agreement on May 2012 with a 3% gross revenue royalty afterwards. In July 2013, the Issuer and Altius agreed to a modification of the Option Agreement that extends the final date two years to May 2017. As at 31 March 2014, the Company has incurred expenditure of \$6.4 million.

During the period, the Company completed the second phase of the 2013 drilling program which consisted of an eight hole 814 metre summer diamond drilling program into two prospects in the Bryman and CLC regions. Six drill holes totalling 635 metres of NQ core from the summer program have been added to the original three diamond holes drilled earlier in the CLC region. All six holes successfully targeted and intersected the lower unit of the Sokoman Formation.

The summer drilling campaign confirmed the extension of the CLC hematite mineralisation along strike providing confidence that sufficient potential volume may exist to support an iron ore operation.

The density of drilling is not sufficient to provide a tonnage calculation. However, the drilling has demonstrated that hematite mineralisation is typically more than 100m deep and appears continuous up to 4km. More than 1500m of strike length in the lower iron formation still remains untested.

An independent exploration report detailing all material work carried out on the Snelgrove Lake Project was commissioned by Champion. This report presents the Snelgrove Lake Project in accordance with National Instrument 43-101 (NI 43-101), the Canadian equivalent to JORC for the public reporting of geological information. The NI 43-101 forms part of the documentation included in the Circular for CIM security holders' approval and was released on ASX by the Company on 13 February 2014. The information included in the Circular for CIM security holders' approval continues to apply and has not materially changed.

All drilling data and technical reports from the Snelgrove Lake Project were exported to an independent contractor in preparation for integration with the Champion data post-merger. The drill data was subject to an audit with no material issues identified.

### **The Snelgrove Project does not have any mineral resource or reserves and is at an earlier stage of exploration and development.**

Following completion of the merger with Champion Iron Mines Limited, the Board determined that the Consolidated Fire Lake North project was at a more advanced stage of development and accordingly the Company would focus on the development of that project.

### Fermont Property Holdings

The Company owns a 100% interest in 14 properties (each a "Property"), covering 747 square kilometres (collectively, the "Fermont Holdings") located in the Fermont Iron Ore District of northeastern Quebec, which is 250 km north of the St. Lawrence River port town of Port-Cartier, and ranging from 6 to 80 kilometres southwest of Fermont. The Consolidated Fire Lake North Property ("Consolidated Fire Lake North" or "CFLN") is the Company's flagship project.

The Fermont Holdings are subject to a 3% royalty ("Royalty") payable to two arm's length parties on a 50/50 basis, of which the Company has the option to purchase a 0.5% interest from one of the parties for \$1,500,000, which would reduce the Royalty to 2.5%.

The Fermont Holdings are grouped into three clusters from north to south, termed Clusters 1, 2 and 3. The Fermont Holdings are located in proximity to and locally contiguous to an operating iron mine and a number of former operating iron mines and projects currently being developed for iron mining.

A prefeasibility study was completed by Champion Iron Mines Limited in February 2013 in respect of the Consolidated Fire Lake North Project. Work has commenced to complete a full feasibility study on the project.

**The Consolidated Fire Lake North Project does not have any mineral resource or reserves under JORC code at this stage.**

## **CORPORATE GOVERNANCE STATEMENT**

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

### **Board of Directors**

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

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

The primary responsibilities of the Board include:

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

Due to the minimal nature of the Company operations in the period to 31 March 2014, Champion did not engage full time management personnel for the whole of the period. On 31 March 2014, the Company completed the merger with Champion Iron Mines Limited (CIML) and Mr Tom Larsen was appointed as Chief Executive Officer and Mr Michael O'Keeffe continued in the role of Executive Chairman. The Board of the Company was also expanded to increase the number of non-executive Directors. On 31 March 2014, Mr Paul Ankcorn, Mr Donald Sheldon, and Mr James Wang were appointed as non-executive Directors and on 8 April 2014, Mr Gary Lawler and Mr Andrew Love were also appointed as non-executive Directors. The Company's operational performance is assessed on an ongoing basis by the Board, to ensure that the operation and administration of the Company are being performed in alignment with expectations and risks identified by the Board.

### **Independent Directors**

In accordance to ASX Guidelines it is considered that all of the non-executive Directors of the Company during the year ended 31 March 2014 meet the criteria of an Independent Director. All appointments of non-executive Directors on 31 March 2014 and 8 April 2014 are considered to be Independent Directors.

### **Communication to Market & Shareholders**

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

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

## **Board Composition**

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

## **Terms of Appointment as a Director**

The constitution of the Company provides that a Director must retire each year and is eligible for re-election. All the Directors retire at each Annual General Meeting.

## **Workplace Diversity Policy**

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

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

The Company's strategies may include:

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

## **Board Committee**

During the period, in view of the size of the Company and the nature of its activities, the audit, nomination and remuneration committees comprised all members of the Board as constituted during the period.

Following completion of the merger with CIML, the Company has formed an Audit Committee which comprises of Mr Andrew Love (Chairman), Mr Paul Ankcorn and Mr Gary Lawler all of who are non-executive Directors. The Company has also formed a Remuneration & Nomination Committee which comprises of Mr Gary Lawler (Chairman), Mr Michael O'Keefe and Mr Andrew Love. With the appointment of the Committees, all audit matters, the nomination of new Directors and the setting, or review, of remuneration levels of Directors and senior executives are reviewed by the relevant Committee and approved by resolution of the Board (with abstentions for relevant Directors where there is a conflict of interest). Where the Board considers that particular expertise or information is required, which is not available from within the Board, appropriate external advice may be taken and received prior to a final decision being made by the Board.

## **Remuneration**

The Constitution of the Company provides that the non-executive Directors may collectively be paid as remuneration for their services a fixed sum not exceeding the aggregate maximum sum per annum from time to time determined by the Company in general meeting. The current aggregate maximum is \$500,000. A Director may be paid fees or other

amounts as the Directors may determine where a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a director. A Director may also be reimbursed for out of pocket expenses incurred as a result of their directorship or any special duties.

#### **Independent Professional Advice**

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

#### **Share Trading**

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

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

#### **Code of Conduct**

The Board has adopted a Code of Conduct policy to guide executives, management and employees in carrying out their duties and responsibilities. The policy is available on the Company's website.

**CHAMPION IRON LIMITED**  
**CORPORATE GOVERNANCE STATEMENT**

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

Principal No	Recommendation	Compliance	Reason for Non-compliance
1.1	Establish the functions reserved to the Board and those delegated to senior executives and disclose those functions.	The Board has adopted a formal board charter setting out the responsibilities of the Board.  This charter can be accessed at the Company's website.	Not applicable
1.2	Disclose the process for evaluating the performance of senior executives.	The Board will meet annually to review the performance of executives. The senior executives' performance is assessed against the performance of the Company as a whole. The Board has adopted a board performance evaluation policy which can be accessed at the Company's website.	Not applicable
1.3	Provide the information indicated in the Guide to reporting on Principal 1.	The information will be disclosed in the Annual Report.	Not applicable
2.1	A majority of the Board should be independent Directors.	The Board has considered the guidance to Principle 2: <i>Structure the Board to Add Value</i> and in particular, Box 2.1, which contains a list of "relationships affecting independent status".  With effect from 9 April 2014, the Board comprises of 7 Directors, 5 of who are considered to be Independent in accordance to the relevant ASX Guidelines.  Following the 2014 Annual General Meeting the Board will comprise of 4 Directors, 3 of who are considered to be Independent in accordance to the relevant ASX Guidelines.	Not applicable
2.2	The chair should be an independent Director.	The Company's current Chairman Mr. Michael O'Keeffe is not considered to be an Independent Director.	Mr O'Keeffe has significant experience and knowledge of the mining industry, corporate and operating matters of the Company and the Board therefore believes he is an appropriate Chairman given the size and development of the Company at the present time.
2.3	The roles of Chair and Chief Executive Officer should not be exercised by the same individual.	The Company's Chairman and Chief Executive Officer is not the same person.	Not applicable
2.4	The Board should establish a nomination committee.	The Company has a Remuneration and Nomination Committee. This charter can be assessed at the Company's website.	Not applicable.

Principal No	Recommendation	Compliance	Reason for Non-compliance
2.4 (Cont.)			
2.6	Provide the information indicated in the Guide to reporting on Principle 2.	<p>The skills, experience and expertise relevant to the position held by each Director will be disclosed in the Directors' Report which forms part of the Annual Report. The Directors are entitled to take independent professional advice at the expense of the Company. The period of office held by each Director will be disclosed in the Directors' Report which forms part of the Annual Report.</p> <p>A statement will be included in the Annual Report as to the mix of skills and diversity for which the Board is looking to achieve in membership of the Board.</p>	Not applicable
3.1	<p>Establish a code of conduct and disclose the code for a summary of the code as to:</p> <ul style="list-style-type: none"> <li>the practice necessary to maintain confidence in the Company's integrity;</li> <li>the practices necessary to take into account their legal obligations and the reasonable expectations of their stakeholders;</li> <li>the responsibility and accountability of individuals for reporting and investigating reports of unethical practices.</li> </ul>	The Company has adopted a Code of Conduct, which can be accessed at the Company's website.	Not applicable
3.2	Establish a policy concerning diversity and disclose the policy or a summary of that policy.	The Company has adopted a Diversity Policy, which can be accessed at the Company's website.	Not applicable
3.3	Disclose in each annual report the measurable objectives for achieving gender diversity set by the Board in accordance with the diversity policy and progress towards achieving them.	The information will be disclosed in the Annual Report.	Due to the current size, nature and scale of the Company's activities the Board has not yet developed objectives regarding gender diversity. As the size and scale of the company grows the Board will set and aim to achieve gender diversity objectives as director and senior executive positions become vacant and appropriately qualified candidates become available.

Principal No	Recommendation	Compliance	Reason for Non-compliance
3.4	Companies should disclose in each annual report the proportion of women employees in the whole organization, women in senior executive positions and women on the Board.	The information will be disclosed in the Annual Report.	At the date of this report the Company has 10 male executives, 40% of employees are women and no women are currently represented on the Board.
3.5	Provide the information indicated in the Guide to reporting on Principle.	The information will be disclosed in the Annual Report.	Not applicable
4.1	The Board should establish an audit committee.	The Board has established an audit committee.	Not applicable
4.2	The audit committee should be structured so that it: <ul style="list-style-type: none"> <li>• consists only of Non-Executive Directors;</li> <li>• consists of a majority of independent Directors;</li> <li>• is chaired by an independent chair, who is not chair of the Board;</li> <li>• has at least three members.</li> </ul>	The audit committee fulfils these criteria.	Not applicable.
4.3	The audit committee should have a formal charter.	The formal charter can be accessed at the Company's website.	Not applicable
4.4	Provide the information in the Guide to reporting on Principle 4.	The audit committee will meet at least twice in each year, before sign off of the annual and half year financial statements.	Not applicable
5.1	Establish written policies and procedures designed to ensure compliance with ASX Listing Rule disclosure requirements and to ensure accountability at a senior executive level for that compliance and disclose those policies or a summary of those policies.	The Company has adopted a Continuous Disclosure Policy which can be accessed at the Company's website.	Not applicable
5.2	Provide the information indicated in the Guide to reporting on Principle 5.	The information will be disclosed in the Annual Report.	Not applicable
6.1	Design a communications policy for promoting effective communication with shareholders and encouraging their participation at general meetings and disclose that policy or a summary of that policy.	The Company has adopted a Shareholder Communications Policy which can be accessed at the Company's website.	Not applicable
6.2	Provide the information indicated in the Guide to reporting on Principle	The information will be disclosed in the Annual Report.	Not applicable



Principal No	Recommendation	Compliance	Reason for Non-compliance
7.2	The Board should require management to design and implement the risk management and internal control system to manage the Company's material business risks and report to it on whether those risks are being managed effectively. The Board should disclose that management has reported to it as to the effectiveness of the Company's management of its material business risks.	The technical director reports to the board regularly on the areas he is responsible for, including material business risks and provides an annual written report to the Board summarising the effectiveness of the Company's management of material business risks.	Not applicable
7.3	The Board should disclose whether it has received assurance from the Chief Executive Officer (or equivalent) and the Chief Financial Officer (or equivalent) that the declaration provided in accordance with section 295A of the Corporations Act is founded on a sound system of risk management and internal control and that the system is operating effectively in all material respects in relation to financial reporting risks.	The Board has received appropriate declarations from the Executive Chairman and the Chief Financial Officer.	Not applicable
7.4	Companies should provide the information indicated in the Guide to reporting on Principle 7.	The information will be disclosed in the Annual Report.	Not applicable
8.1	The Board should establish a remuneration committee.	The Company has established a remuneration and nomination committee.	Not applicable.
8.2	The Remuneration Committee should be structured so that it: <ul style="list-style-type: none"> <li>• consists of a majority of independent directors;</li> <li>• is chaired by an independent director; and</li> <li>• has at least three members.</li> </ul>	The remuneration and nomination committee fulfils these criteria.	Not applicable.
8.3	Companies should clearly distinguish the structure of Non-Executive Directors' remuneration from that of Executive Directors and senior executives.	The structure of non-executive Directors' remuneration is clearly distinguished from that of Executive Directors and senior executives, as described in the Directors' Report which forms part of the Company's Annual Report.	Not applicable
8.4	Companies should provide the information indicated in the Guide to reporting on Principle 8.	The information will be disclosed in the Annual Report.	Not applicable

## CORPORATE DIRECTORY

<b>DIRECTORS</b>	Michael O’Keeffe (Chairman) Thomas Larsen (CEO) Gary Lawler (Non-Executive Director) Andrew Love (Non-Executive Director) Paul Ankcorn (Non-Executive Director) Donald Sheldon (Non-Executive Director) James Wang (Non-Executive Director)
<b>SECRETARY</b>	Pradip Devalia - Australia Jorge Estepa – Canada
<b>REGISTERED &amp; PRINCIPAL OFFICE</b>	91 Evans Street Rozelle NSW 2039 Telephone: +61 2 9810 7816 Fax: +61 2 8065 5017 Website: <a href="http://www.championiron.com">www.championiron.com</a> ACN 119 770 142
<b>AUDITORS</b>	Ernst & Young 680 George Street Sydney NSW 2000
<b>SHAREREGISTRY</b>	Security Transfer Registrars Pty Ltd Suite 1, Alexandria House 770 Canning Highway Applecross WA 6153 Telephone: (08) 9315 2333 Fax: (08) 9315 2333  TMX Equity Transfer Services 200 University Avenue, Suite 400 Toronto, ON, Canada M5H 4H1
<b>STOCKEXCHANGE</b>	The Company’s shares are listed on the ASX and TSX
<b>ASX &amp; TSX CODE</b>	CIA (Fully paid Ordinary Shares)



