

30<sup>th</sup> April 2014

ASX Market Announcements  
Australian Securities Exchange Limited  
Level 4, Exchange Centre  
20 Bridge St  
Sydney NSW 2000

### **March 2014 Quarterly Activities Report**

#### **Merger with Champion Iron Mines Limited of Canada completed**

- **Merger between Mamba Minerals Limited and Champion Iron Mines Limited of Canada was completed on 31 March 2014 following shareholder and Court approvals**
- **Change of name approved by shareholders from Mamba Minerals Limited to Champion Iron Limited effective 31 March 2014**
- **Capital raising of A\$10 million successfully completed**
- **Feasibility study is in progress on the Consolidated Fire Lake North Project**
- **Mineralogical examination continues on the Snelgrove Lake Project**
- **Champion Iron Limited has A\$15.5m cash on hand at 31 March 2014**

#### **MERGER WITH CHAMPION IRON MINES LIMITED OF CANADA**

The major focus of activity by Mamba Minerals Limited ("Mamba") during the quarter was the merger with Champion Iron Mines Limited ("CIM") of Canada.

Mamba convened an Extraordinary General Meeting of shareholders on 20 March in Perth. The resolutions put to the meeting related to approval for a share placement, conversion of Performance Shares, a name change and new Constitution. The resolutions were approved unanimously by shareholders.

A Circular was issued by CIM on 10 February in connection with the proposed Arrangement with Mamba. A special meeting of CIM shareholders and option holders to approve the Arrangement was held in Toronto, Ontario on 27 March 2014 and was overwhelmingly approved. Final approval of the Ontario Superior Court of Justice

(Commercial List) was obtained on 28 March and the Arrangement became effective on 31 March 2014.

Following CIM security holders' approval and final Court approval in Toronto, Mamba changed its name to Champion Iron Limited ("Champion") on 31 March 2014 and the new Constitution became effective. A share placement to raise A\$10 million at A\$0.50 per share was also successfully completed on 31 March 2014.

### **CONSOLIDATED FIRE LAKE NORTH PROJECT**

Champion's 100% owned major asset, the Consolidated Fire Lake North Project, has a prefeasibility study which was completed in February 2013. Work has commenced to complete a full Feasibility Study on the project.

### **SNELGROVE LAKE PROJECT**

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.

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.

### **BOARD AND MANAGEMENT CHANGES**

A number of board and management changes were made in early April as a consequence of the merger being completed. The board is now comprised of Michael O'Keeffe as Executive Chairman, Thomas Larsen as Chief Executive Officer and five non-executive directors, being Donald A. Sheldon, Paul Ankorn, James Wang, Gary Lawler and Andrew Love. The Chief Operating Officer is Alexander S. Horvath and Chief Financial Officer is Miles Nagamatsu. The company Secretary in Australia is Niall Lenahan and in Canada is Jorge Estepa.

### **FINANCIAL YEAR END**

Champion has adopted a financial year end of 31 March effective from the date of the Arrangement. The first Annual Report will be for the year ended 31 March 2014 and the reporting currency will be in Canadian dollars.

### **CASH POSITION**

As at 31 March 2014, Champion had A\$15.5 million cash in hand, including the capital raising of A\$10 million and A\$3.7 million acquired as part of the Arrangement. During the

quarter ended 31 March 2014, \$0.52 million was spent on exploration and administration activities. Further detail is provided in the attached Appendix 5B.

## **About Champion**

Champion is an iron exploration and development company with offices in Montreal, Toronto and Australia, and is focused on developing its significant iron resources in the Labrador Trough in the province of Québec. Champion holds a 100% interest in the Fermont Iron Holdings, including its flagship Consolidated Fire Lake North Project, that is located in Canada's major iron ore producing district, in close proximity to producing iron mines, existing transportation and power infrastructure.

Consolidated Fire Lake North is located immediately north of Arcelor Mittal's operating Fire Lake Mine and 60 km south of Cliffs Natural Resources Inc.'s Bloom Lake Mine in northeastern Québec. Champion's management and board includes mining and exploration professionals with the mine development and operations experience to build, commission and operate the future Consolidated Fire Lake North mine.

Champion also holds an option to earn into 100% of the Snelgrove Lake Project, a highly prospective iron ore project located in the Labrador Trough in Newfoundland and Labrador. The Snelgrove Lake Project has excellent access to infrastructure, with potential for both a hematite and multi-billion tonne magnetite project.

For further information please contact:

Michael O'Keeffe, Chairman on +612 9810 7816

Thomas G. Larsen, President and CEO, and Jorge Estepa, Vice-President at Tel: (416) 866-2200.

*For additional information on Champion, please visit our website at [www.championiron.com](http://www.championiron.com).*

This news release includes certain information that may constitute "forward-looking information" under applicable Australian and Canadian securities legislation. Forward-looking information includes, but is not limited to, statements about planned operations at the Company's projects, including its joint venture projects. Forward-looking information is necessarily based upon a number of estimates and assumptions that, while considered reasonable, are subject to known and unknown risks, uncertainties, and other factors which may cause the actual results and future events to differ materially from those expressed or implied by such forward-looking information, including the risks identified in Champion's annual information forms, management discussion and analysis and other securities regulatory filings by Champion on ASX and SEDAR (including under the heading "Risk Factors" therein). There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such forward-looking information. Accordingly, readers should not place undue reliance on forward-looking information. All of Champion's forward-looking information contained in this press release is given as of the date hereof and is based upon the opinions and estimates of Champion's management and information available to management as at the date hereof. Champion disclaims any intention or obligation to update or revise any of its forward-looking information, whether as a result of new information, future events or otherwise, except as required by law.

This press release has been prepared by Champion and no regulatory authority has approved or disapproved the information contained herein.

*The information in this announcement that relates to Exploration Results is based on information compiled by Mr Barry Knight, a Competent Person who is a Member of the Australian Institute of Mining and Metallurgy. Mr Barry Knight is a full-time employee of the company. Mr Barry Knight has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity he is undertaking to qualify as a Competent Person as defined in the 2012 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves". Mr Barry Knight consents to inclusion in this announcement of the matters based on his information in the form and context in which it appears.*

## Appendix 5B

### Mining exploration entity quarterly report

Introduced 01/07/96 Origin Appendix 8 Amended 01/07/97, 01/07/98, 30/09/01, 01/06/10, 17/12/10

Name of entity

**Champion Iron Limited (Formally Mamba Minerals Limited)**

ABN

34 119 770 142

Quarter ended ("current quarter")

31 March 2014

#### Consolidated statement of cash flows

		Current quarter	Year to date (9 months)
		\$A'000	\$A'000
<b>Cash flows related to operating activities</b>			
1.1	Receipts from product sales and related debtors	1	33
1.2	Payments for (a) exploration & evaluation	(50)	(2,293)
	(b) development	-	-
	(c) production	-	-
	(d) administration	(466)	(1,580)
1.3	Dividends received	-	-
1.4	Interest and other items of a similar nature received	1	21
1.5	Interest and other costs of finance paid	-	-
1.6	Income taxes paid	-	-
1.7	Other (Canada GST receipt)	483	483
1.8	Other (Government exploration grant Canada)	127	127
<b>Net Operating Cash Flows</b>		96	(3,209)
<b>Cash flows related to investing activities</b>			
1.8	Payment for purchases of: (a) prospects	-	-
	(b) equity investments	-	-
	(c) other fixed assets	(1)	(88)
1.9	Proceeds from sale of: (a) prospects	-	-
	(b) equity investments	-	-
	(c) other fixed assets	-	-
1.10	Loans to other entities	-	-
1.11	Loans repaid by other entities	-	-
1.12	Other (Cash received on CIP Magnetite acquisition)	-	211
1.13	Other (Champion Mines cash acquired as part of merger effective 31 March 2014)	3,742	3,742
<b>Net investing cash flows</b>		3,741	3,865
1.13	Total operating and investing cash flows (carried forward)	3,837	656

+ See chapter 19 for defined terms.

Appendix 5B  
Mining exploration entity quarterly report

1.13	Total operating and investing cash flows (brought forward)	3,837	656
	<b>Cash flows related to financing activities</b>		
1.14	Proceeds from issues of shares, options, etc.	10,000	11,237
1.15	Proceeds from sale of forfeited shares	-	-
1.16	Proceeds from borrowings	-	-
1.17	Repayment of borrowings	-	-
1.18	Dividends paid	-	-
1.19	Other (provide details if material)	-	-
	<b>Net financing cash flows</b>	10,000	11,237
	<b>Net increase (decrease) in cash held</b>	13,837	11,893
1.20	Cash at beginning of quarter/year to date	1,834	3,609
1.21	Exchange rate adjustments to item 1.20	(175)	(6)
1.22	<b>Cash at end of quarter</b>	15,496	15,496

**Payments to directors of the entity and associates of the directors**

**Payments to related entities of the entity and associates of the related entities**

	Current quarter \$A'000
1.23 Aggregate amount of payments to the parties included in item 1.2	70
1.24 Aggregate amount of loans to the parties included in item 1.10	-
1.25 Explanation necessary for an understanding of the transactions	

Includes payments for office rent, director fees, consulting and administration fees.

**Non-cash financing and investing activities**

- 2.1 Details of financing and investing transactions which have had a material effect on consolidated assets and liabilities but did not involve cash flows

The Company completed a definitive Arrangement agreement on the 31 March 2014 to effect a merger with Canadian Iron ore developer Champion Iron Mines Limited (TSX:CHM), whereby Champion Iron Mines shareholders received 11 Mamba shares for every 15 shares they held. The Arrangement also provided for the issuance of replacement stock options and amendment of warrants to holders of outstanding Champion Iron Mines options and warrants on similar terms as adjusted by the 11 to 15 exchange ratio. The Company's existing 32 million performance shares converted into ordinary shares at a rate of 1 share to 10 performance shares. One Special Voting Share was issued to enable Exchangeable Share holders to vote at meetings of shareholders. A number of Champion Mines executives received Ordinary Shares in lieu of them forgoing certain change of control payments.

- 2.2 Details of outlays made by other entities to establish or increase their share in projects in which the reporting entity has an interest

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+ See chapter 19 for defined terms.

### Financing facilities available

Add notes as necessary for an understanding of the position.

	Amount available \$A'000	Amount used \$A'000
3.1 Loan facilities	-	-
3.2 Credit standby arrangements	-	-

### Estimated cash outflows for next quarter

	\$A'000
4.1 Exploration and evaluation	1,990
4.2 Development	1,840
4.3 Production	-
4.4 Administration (Including merger transaction costs)	5,882
<b>Total</b>	<b>9,712</b>

### Reconciliation of cash

Reconciliation of cash at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts is as follows.

	Current quarter \$A'000	Previous quarter \$A'000
5.1 Cash on hand and at bank	15,486	1,824
5.2 Deposits at call	10	10
5.3 Bank overdraft	-	-
5.4 Other (provide details)	-	-
<b>Total: cash at end of quarter (item 1.22)</b>	<b>15,496</b>	<b>1,834</b>

### Changes in interests in mining tenements

	Tenement reference	Nature of interest (note (2))	Interest at beginning of quarter	Interest at end of quarter
6.1 Interests in mining tenements relinquished, reduced or lapsed	-	-	-	-
6.2 Interests in mining tenements acquired or increased	Consolidated Fire Lake North Project, Moire Lake Project, Harvey-Tuttle Project	Acquired as part of the merger with Champion Mines	-	100%

+ See chapter 19 for defined terms.

### Issued and quoted securities at end of current quarter

*Description includes rate of interest and any redemption or conversion rights together with prices and dates.*

	Total number	Number quoted	Issue price per security (see note 3) (cents)	Amount paid up per security (see note 3) (cents)
7.1 <b>Preference<sup>+</sup> securities</b> <i>(description)</i>	-	-	-	-
7.2 Changes during quarter				
(a) Increases through issues	-	-	-	-
(b) Decreases through returns of capital, buy-backs, redemptions	-	-	-	-
7.3 <b>+Ordinary securities</b>	196,493,153	196,493,153	-	Fully Paid
7.4 Changes during quarter				
(a) Increases through issues				
(i) Placement	20,000,000	20,000,000	50 Cents	50 Cents
(ii) Conversion of performance shares at a ratio of 1 to 10	3,200,000	3,200,000	50 Cents	50 Cents
(iii) Acquisition of Champion Mines	99,182,619	99,182,619	Issued as consideration for acquisition of Champion Mines Securities on a ratio of 11 to 15	50 Cents
(iv) Executives of Champion Mines	3,560,448	3,560,448	Issued as consideration for executives forgoing change of control entitlements	50 Cents
(b) Decreases through returns of capital, buy-backs	-	-	-	-
7.5 <b>+Convertible debt securities</b> <i>(description)</i>	-	-	-	-
7.6 Changes during quarter				
(a) Increases through issues	-	-	-	-
(b) Decreases through securities matured, converted	-	-	-	-
7.7 <b>Options</b> <i>(description and conversion factor)</i>	<i>Total number</i>		<i>Exercise price</i>	<i>Expiry date</i>
	17,000,000	-	25 Cents	31/08/2015
	500,000	-	50 Cents	15/12/2015
	3,300,000	-	50 Cents	29/11/2018
	6,944,667	-	Various – see below	Various – see below

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7.8	Issued during quarter	<i>Total number</i>		<i>Exercise Price</i>	<i>Expiry Date</i>
		839,667	-	C\$0.4091	16/9/2014
		111,833	-	C\$0.4500	24/9/2014
		36,667	-	C\$0.5523	9/11/2014
		1,008,333	-	C\$1.0909	14/1/2015
		36,667	-	C\$1.1591	2/2/2015
		256,667	-	C\$1.3636	2/3/2015
		1,466,667	-	C\$1.3636	3/10/2015
		183,333	-	C\$1.3636	4/10/2015
		366,667	-	C\$2.0455	4/10/2015
		73,333	-	C\$2.9591	10/1/2016
		751,667	-	C\$2.0455	9/9/2016
		676,500	-	C\$1.7727	23/12/2016
		1,173,333	-	C\$0.5455	20/12/2016
7.9	Exercised during quarter	-	-	-	-
7.10	Expired during quarter	-	-	-	-
7.11	<b>Performance Shares</b> Replaced during quarter Converted to shares during quarter at a ratio of 1 to 10	<i>Total number</i> 32,000,000	<i>Number quoted</i> -	<i>Issue Price</i> -	<i>Amount paid up</i> -
7.12	<b>Exchangeable Shares</b> Issued during quarter	<i>Total number</i> 1,941,199 1,941,199	<i>Number quoted</i> - -	<i>Issue Price</i> Issued as consideration for acquisition of Champion Mines Securities on a ratio of 11 to 15	<i>Amount paid up</i> 50 Cents
7.13	<b>Special Voting Share</b> Issued during quarter	<i>Total number</i> 1 1	<i>Number quoted</i> - -	<i>Issue Price</i> Share issued to enable holders of Exchangeable Shares to vote at meetings of shareholders	<i>Amount paid up</i> -
7.14	<b>Champion Mines Warrants</b> Issued during quarter as part of Arrangement	<i>Total number</i> 5,133,333 11,000,000	<i>Number quoted</i> - -	<i>Exercise Price</i> C\$4.0909 C\$0.4091	<i>Expiry Date</i> 17/5/2015 31/7/2015
7.15	<b>Unsecured notes (totals only)</b>	-	-	-	-

+ See chapter 19 for defined terms.



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## Compliance statement

1 This statement has been prepared under accounting policies which comply with accounting standards as defined in the Corporations Act or other standards acceptable to ASX (see note 5).

2 This statement does give a true and fair view of the matters disclosed.

Sign here: Niall F. Lenahan Date: 30 April 2014  
(Company Secretary)

Print name: Niall Lenahan

## Notes

1 The quarterly report provides a basis for informing the market how the entity's activities have been financed for the past quarter and the effect on its cash position. An entity wanting to disclose additional information is encouraged to do so, in a note or notes attached to this report.

2 The "Nature of interest" (items 6.1 and 6.2) includes options in respect of interests in mining tenements acquired, exercised or lapsed during the reporting period. If the entity is involved in a joint venture agreement and there are conditions precedent which will change its percentage interest in a mining tenement, it should disclose the change of percentage interest and conditions precedent in the list required for items 6.1 and 6.2.

3 **Issued and quoted securities** The issue price and amount paid up is not required in items 7.1 and 7.3 for fully paid securities.

4 The definitions in, and provisions of, *AASB 6: Exploration for and Evaluation of Mineral Resources* and *AASB 107: Statement of Cash Flows* apply to this report.

5 **Accounting Standards** ASX will accept, for example, the use of International Financial Reporting Standards for foreign entities. If the standards used do not address a topic, the Australian standard on that topic (if any) must be complied with.

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