STOCK EXCHANGE ANNOUNCEMENT

10 February 2014

FINANCIAL STATEMENTS AND MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE PERIOD ENDED 31 DECEMBER 2013

Bannerman Resources Limited (ASX: BMN, TSX: BAN, NSX: BMN) attaches its consolidated Financial Statements and Management's Discussion and Analysis for the period ended 31 December 2013.

Both of the above documents are also filed with the relevant regulatory authorities in Canada.

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About Bannerman *- Bannerman Resources Limited is an exploration and development company with uranium interests in Namibia, a southern African country which is a premier uranium mining jurisdiction. Bannerman's principal asset is its 80%-owned Etango Project situated southwest of Rio Tinto's Rössing uranium mine and CGNPC's Husab Project currently under construction and to the west of Paladin Energy's Langer-Heinrich mine. Etango is one of the world's largest undeveloped uranium deposits. Bannerman is focused on the development of a large open pit uranium operation at Etango. More information is available on Bannerman's website at www.bannermanresources.com.*

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BANNERMAN RESOURCES LIMITED AND CONTROLLED ENTITIES

FINANCIAL REPORT
FOR THE QUARTER AND HALF YEAR ENDED
31 DECEMBER 2013

www.bannermanresources.com

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FINANCIAL REPORT

FOR THE QUARTER AND HALF YEAR PERIOD ENDED 31 DECEMBER 2013

Corporate Directory 1

Directors' Report 2

Auditor's Independence Declaration 6

Consolidated Statement of Comprehensive Income 7

Consolidated Statement of Financial Position 8

Consolidated Cash Flow Statement 9

Consolidated Statement of Changes in Equity 10

Notes to the Financial Statements 11

Directors' Declaration 23

Auditor's Review Statement 24

CORPORATE DIRECTORY

NON-EXECUTIVE CHAIRMAN
Ronnie Beevor

CHIEF EXECUTIVE OFFICER & MANAGING DIRECTOR
Len Jubber

NON-EXECUTIVE DIRECTORS
Ian Burvill
Clive Jones
David Tucker

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STOCK EXCHANGE LISTINGS
Australian Securities Exchange (ASX Code: BMN)
Toronto Stock Exchange (TSX Code: BAN)
Namibian Stock Exchange (NSX Code: BMN)

DIRECTORS' REPORT

FOR THE HALF YEAR ENDED 31 DECEMBER 2013

The directors submit the consolidated financial report of Bannerman Resources Limited ("**Bannerman**" or the "**Company**") and its controlled entities (the "**Group**") for the half year ended 31 December 2013.

Amounts are expressed in Australian dollars unless otherwise noted.

DIRECTORS

The names of the Company's directors in office during the half year and until the date of this report are set out below. Directors were in office for this entire period unless otherwise stated.

Ronnie Beevor	Non-Executive Chairman
Len Jubber	Chief Executive Officer and Managing Director
Ian Burvill	Non-Executive Director
Clive Jones	Non-Executive Director
David Tucker	Non-Executive Director

COMPANY SECRETARY

Leigh-Ayn Absolom

REVIEW AND RESULTS OF OPERATIONS

Operating Result

The principal activities of the Group during the period comprised the exploration for and feasibility assessment of uranium projects, primarily the Group's 80%-owned Etango Uranium Project in Namibia.

The Group's net loss of A$1,779,000 for the half-year ended 31 December 2013 (December 2012: A$3,672,000) was attributable primarily to corporate and administrative expenses, borrowing costs and non-cash share-based compensation expenses.

Interest income for the half year was A$46,000 (December 2012: A$125,000).

Cash Position

Cash and cash equivalents were A$2,590,000 as at 31 December 2013 compared with A$3,816,000 as at 30 June 2013.

OVERVIEW

Bannerman Resources Limited is an exploration and development company with uranium interests in Namibia, a southern African country which is a premier uranium mining jurisdiction. Bannerman's principal asset is its 80%-owned Etango Project situated southwest of Rio Tinto's Rössing uranium mine and CGNPC's Husab Project currently under construction and to the west of Paladin Energy's Langer-Heinrich mine. Etango is one of the world's largest undeveloped uranium deposits. Bannerman is focused on the development of a large open pit uranium operation at Etango.

CORPORATE

Issued Securities

At the date of this report, Bannerman has 322,885,298 ordinary shares on issue.

At 31 December 2013, Bannerman had on issue 16,142,055 performance share rights issued under the shareholder-approved Employee Incentive Plan ("EIP") and Non-Executive Director Share Incentive Plan, and 8,701,700 unlisted options. The EIP performance rights are subject to various performance targets and continuous employment periods.

Convertible Note

Bannerman has a convertible note facility on issue to Resource Capital Fund IV L.P. ("**RCF**") with a face value of A$8 million, expiring 31 March 2014, a conversion price of A$0.28125 and paying a coupon rate of 8% per annum (interest payable in Bannerman shares or cash in certain circumstances).

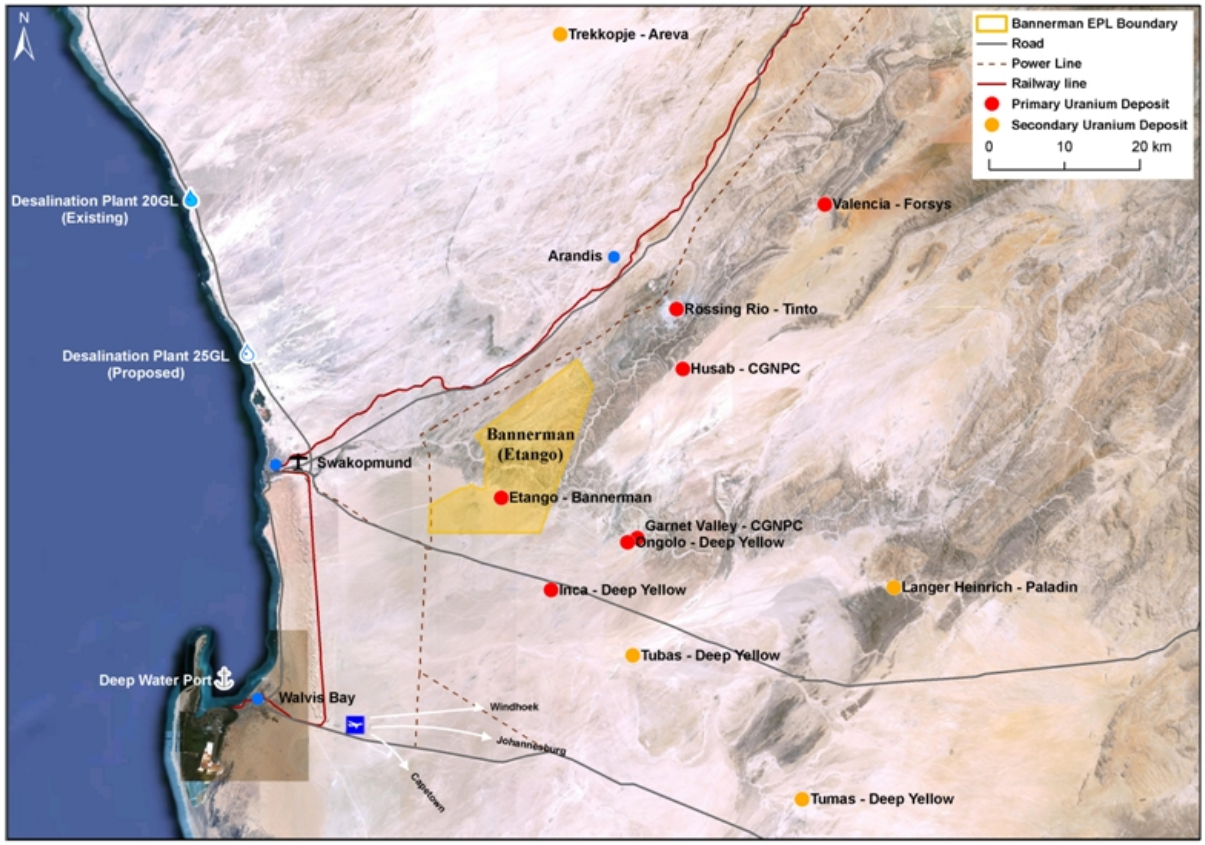
On 6 September 2013, Bannerman announced that it had reached agreement with RCF for the extension of the convertible note from its maturity date of 31 March 2014 to 30 September 2016. The key terms of the new note are:

- a conversion price of A$ 0.095 per share which equates to a 50% premium to the prior 20 day VWAP (subject to adjustment for certain transactions that have a dilution impact on the conversion price), and
- an unchanged coupon interest rate of 8% per annum with interest payable quarterly through the issue of new Bannerman shares at a price equal to the 5-day VWAP of Bannerman's shares prior to the date of issue or cash in certain circumstances.

The amendments to the convertible note were approved by Bannerman shareholders at the Annual General Meeting held on the 22 November 2013. The amended terms of the convertible note will come into effect on the 1 April 2014.

ETANGO URANIUM PROJECT (BANNERMAN 80%)

The Etango Project is one of the world's largest undeveloped uranium deposits, located in the Erongo uranium mining region of Namibia which hosts the Rössing and Langer-Heinrich mines and the Husab Project which is currently being developed by Chinese state owned enterprise, China General Nuclear Power Company (CGNPC). Etango is 73km by road from Walvis Bay, one of southern Africa's busiest deep-water ports through which uranium has been exported for over 35 years. Road, rail, electricity and water networks are all located nearby.



Definitive Feasibility Study

Key outcomes from the DFS, as announced to the market on 10 April 2012, are as follows:

- JORC and NI 43-101 compliant Ore Reserves totalling 279.6 million tonnes at an average grade of 194ppm U_3O_8 for 119.3 Mlbs of contained U_3O_8;

Etango Ore Reserve Estimate (100ppm cutoff)	Tonnes (Mt)	Grade (ppm)	Cont. U_3O_8 (Mlb)
Proved	64.2	194	**27.5**
Probable	215.3	193	**91.8**
Total	279.6	194	**119.3**

- Production of 7-9 Mlbs U_3O_8 per year for the first five years and 6-8 Mlbs U_3O_8 per year thereafter, based on an average processing throughput of 20Mt per annum and an average recovery rate of 86.9%, which would rank Etango as a global top 10 uranium only mine;
- Cash operating costs of US$41/lb U_3O_8 in the first 5 years and US$46/lb U_3O_8 over the life of mine;
- At a uranium price of US$75/lb U_3O_8, the Etango Project generates operating cashflow of US$2.7 billion before capital and tax, and free cashflow of US$923 million after capital and tax, based on 104Mlbs U_3O_8 life of mine production;
- Pre-production capital cost of US$870 million; and
- Minimum mine life of 16 years, with further extensions possible through the inclusion of measured and indicated resources below the designed pit, and the conversion of existing inferred resources.

All material assumptions detailed above and underpinning the production target and forecast financial information in the DFS continue to apply and have not materially changed.

Project Licencing

The Ministry of Environment and Tourism granted formal environmental approval for development of the Etango Project to Bannerman in the September 2012 quarter. Bannerman also lodged the DFS with the Ministry of Mines and Energy in the same quarter, in support of the existing Etango Mining Licence application.

SUBSEQUENT EVENTS

There are no matters or circumstances that have arisen since the end of the period which significantly affected or may significantly affect the operations of the Group, the results of those operations or the state of affairs of the Group.

AUDITOR'S INDEPENDENCE DECLARATION

Section 307C of the Corporations Act 2001 requires the Company's auditors to provide the directors of Bannerman with an Independence Declaration in relation to the half year ended 31 December 2013. The Independence Declaration is attached to and forms part of this Directors' Report.

ROUNDING

Amounts in this report and the accompanying financial report have been rounded to the nearest thousand dollars (A$'000) unless otherwise stated under the option available to the Company under ASIC Class Order 98/0100. The Company is an entity to which the class order applies.

Signed in accordance with a resolution of the Board of Directors.



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Len Jubber
Chief Executive Officer
Perth
10 February 2014

Technical and Cautionary Disclosures

Certain disclosures in this report, including management's assessment of Bannerman's plans and projects, constitute forward looking statements that are subject to numerous risks, uncertainties and other factors relating to Bannerman's operation as a mineral development company that may cause future results to differ materially from those expressed or implied in such forward-looking statements. Full descriptions of these risks can be found in Bannerman's various statutory reports, including its Annual Information Form available on the SEDAR website, sedar.com. Readers are cautioned not to place undue reliance on forward-looking statements. Bannerman expressly disclaims any intention or obligation to update or revise any forward-looking statements whether as a result of new information, future events or otherwise.

Mineral Resources which are not Ore Reserves do not have demonstrated economic viability.

The information in this report relating to the Ore Reserves of the Etango Project is based on information compiled or reviewed by Mr Harry Warries, a full time employee of Coffey Mining Pty Ltd. Mr Warries is a Fellow of The Australasian Institute of Mining and Metallurgy and has sufficient experience relevant to the style of mineralisation and types of deposits under consideration and to the activity which is being undertaken 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", and is an independent consultant to Bannerman and a Qualified Person as defined by Canadian National Instrument 43-101. Mr Warries consents, and provides corporate consent for Coffey Mining Pty Ltd, to the inclusion in this report of the matters based on his information in the form and context in which it appears

The information in this report was prepared and first disclosed under the 2004 JORC Code. It has not been updated since to comply with the 2012 JORC Code on the basis that the information has not materially changed since it was last reported.

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Auditor's Independence Declaration to the Directors of Bannerman Resources Limited

In relation to our review of the financial report of Bannerman Resources Limited for the half-year ended 31 December 2013, 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.

Ernst & Young

Robert Kirkby
Partner
Perth
10 February 2014

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

FOR THE HALF YEAR ENDED 31 DECEMBER 2013

(EXPRESSED IN AUSTRALIAN DOLLARS)

	Note	3 Months Ended 31 December 2013 $'000	3 Months Ended 31 December 2012 $'000	6 Months Ended 31 December 2013 $'000	6 Months Ended 31 December 2012 $'000
Other revenue	2	24	55	46	125
Other income	3	6	-	54	-
Employee benefits	4(a)	(439)	(726)	(871)	(1,709)
Borrowing costs	4(b)	(723)	(342)	(1,089)	(680)
Compliance and regulatory expenses		(101)	(58)	(189)	(196)
Depreciation expense		(29)	(44)	(61)	(91)
Other expenses	4(c)	(313)	(566)	(623)	(1,481)
Loss before income tax		**(1,575)**	**(1,681)**	**(2,733)**	**(4,032)**
Income tax benefit	5	954	-	954	360
Net loss for the period		**(621)**	**(1,681)**	**(1,779)**	**(3,672)**
Other comprehensive income/(loss)					
Items that may be reclassified subsequently to profit or loss					
Foreign currency translation	12(b)	382	(2,454)	(1,804)	(1,585)
Other comprehensive (loss)/income for the period (net of tax)		**382**	**(2,454)**	**(1,804)**	**(1,585)**
Total comprehensive loss		**(239)**	**(4,135)**	**(3,583)**	**(5,257)**
Net loss is attributable to:					
Equity holders of Bannerman Resources Limited		(598)	(1,659)	(1,737)	(3,616)
Non-controlling interest		(23)	(22)	(42)	(56)
		(621)	**(1,681)**	**(1,779)**	**(3,672)**
Total comprehensive loss is attributable to:					
Equity holders of Bannerman Resources Limited		(219)	(4,093)	(3,526)	(5,188)
Non-controlling interest		(20)	(42)	(57)	(69)
		(239)	**(4,135)**	**(3,583)**	**(5,257)**
Weighted average number of shares ('000)		**316,666**	**304,145**	**314,550**	**303,045**
Basic and diluted loss per share to the ordinary equity holders of the Company (cents per share)		**(0.19)**	**(0.55)**	**(0.55)**	**(1.19)**

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

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2013
(EXPRESSED IN AUSTRALIAN DOLLARS)

	Note	31 December 2013 $'000	30 June 2013 $'000
CURRENT ASSETS			
Cash and cash equivalents	6	2,590	3,816
Other receivables	7	45	134
Other		78	47
TOTAL CURRENT ASSETS		2,713	3,997
NON-CURRENT ASSETS			
Other receivables	7	27	27
Property, plant and equipment	8	856	950
Exploration and evaluation expenditure	9	58,257	59,713
TOTAL NON-CURRENT ASSETS		59,140	60,690
TOTAL ASSETS		**61,853**	**64,687**
CURRENT LIABILITIES			
Trade and other payables		289	401
Interest bearing liabilities	10	-	7,415
Provisions		162	186
TOTAL CURRENT LIABILITIES		451	8,002
NON CURRENT LIABILITIES			
Interest bearing liabilities	10	6,198	-
TOTAL NON CURRENT LIABILITIES		6,198	-
TOTAL LIABILITES		**6,649**	**8,002**
NET ASSETS		**55,204**	**56,685**
EQUITY			
Contributed equity	11	116,290	115,810
Reserves	12	35,989	36,156
Accumulated losses		(96,191)	(94,454)
TOTAL PARENT ENTITY INTEREST		**56,088**	**57,512**
Non-controlling interest		(884)	(827)
TOTAL EQUITY		**55,204**	**56,685**

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

CONSOLIDATED CASH FLOW STATEMENT

FOR THE HALF YEAR ENDED 31 DECEMBER 2013

(EXPRESSED IN AUSTRALIAN DOLLARS)

	Note	3 Months Ended 31 December 2013 $'000	3 Months Ended 31 December 2012 $'000	6 Months Ended 31 December 2013 $'000	6 Months Ended 31 December 2012 $'000
CASHFLOWS FROM OPERATING ACTIVITIES					
Payments to suppliers and employees		(785)	(1,139)	(1,403)	(3,280)
Interest received		23	47	46	115
Other – R&D refund		416	-	416	360
Net cash utilised in operating activities		(346)	(1,092)	(941)	(2,805)
CASHFLOWS FROM INVESTING ACTIVITIES					
Payments for exploration and evaluation		(171)	(374)	(313)	(929)
Purchase of plant and equipment		(3)	(7)	(3)	(7)
Proceeds from disposal of plant and equipment		5	-	37	-
Net cash utilised in investing activities		(169)	(381)	(279)	(936)
Net decrease in cash and cash equivalents		(515)	(1,473)	(1,220)	(3,741)
Cash and cash equivalents at beginning of period		3,106	7,350	3,816	9,613
Effects of exchange rate changes on the balance of cash held in foreign currencies		(1)	(12)	(6)	(7)
Cash and cash equivalents at end of period	6	**2,590**	**5,865**	**2,590**	**5,865**

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

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE HALF YEAR ENDED 31 DECEMBER 2013

(EXPRESSED IN AUSTRALIAN DOLLARS)

	Issued Capital	Accumulated Losses	Foreign Currency Reserve	Share Based Payment Reserve	Convertible Note Reserve	Asset Revaluation Reserve	Non-controlling Interest	Total
	$'000	$'000	$'000	$'000	$'000	$'000	$'000	$'000
Balance at 1 July 2013	**115,810**	**(94,454)**	**(20,149)**	**54,115**	**2,112**	**78**	**(827)**	**56,685**
Loss for the period	-	(1,737)	-	-	-	-	(42)	(1,779)
Other comprehensive loss	-	-	(1,789)	-	-	-	(15)	(1,804)
Total comprehensive loss for the period	-	(1,737)	(1,789)	-	-	-	(57)	(3,583)
Equity component of convertible note	-	-	-	-	1,793	-	-	1,793
Deferred tax on convertible note	-	-	-	-	(538)	-	-	(538)
Shares issued during the period	480	-	-	-	-	-	-	480
Share-based payments	-	-	-	367	-	-	-	367
Total Equity at 31 December 2013	**116,290**	**(96,191)**	**(21,938)**	**54,482**	**3,367**	**78**	**(884)**	**55,204**

	Issued Capital	Accumulated Losses	Foreign Currency Reserve	Share Based Payment Reserve	Convertible Note Reserve	Asset Revaluation Reserve	Non-controlling Interest	Total
	$'000	$'000	$'000	$'000	$'000	$'000	$'000	$'000
Balance at 1 July 2012	**115,170**	**(88,911)**	**(17,096)**	**53,757**	**2,112**	**78**	**(657)**	**64,453**
Loss for the period	-	(3,616)	-	-	-	-	(56)	(3,672)
Other comprehensive loss	-	-	(1,572)	-	-	-	(13)	(1,585)
Total comprehensive loss for the period	-	(3,616)	(1,572)	-	-	-	(69)	(5,257)
Shares issued during the period	321	-	-	-	-	-	-	321
Share-based payments	-	-	-	644	-	-	-	644
Total Equity at 31 December 2012	**115,491**	**(92,527)**	**(18,668)**	**54,401**	**2,112**	**78**	**(726)**	**60,161**

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

1. BASIS OF PREPARATION AND ACCOUNTING POLICIES

Corporate Information

Bannerman is a company incorporated in Australia and limited by shares. Bannerman's shares are publicly traded on the Australian Securities Exchange ("**ASX**") with additional listings on the Toronto Stock Exchange and the Namibian Stock Exchange.

Basis of Preparation

This general purpose condensed financial report for the three months and half year ended 31 December 2013 has been prepared in accordance with AASB 134 *Interim Financial Reporting* and the *Corporations Act 2001.*

The financial report does not include all notes of the type normally included within the annual financial report and therefore cannot be expected to provide as full an understanding of the financial performance, financial position and financing and investing activities of Bannerman and its controlled entities (the "**Group**") as the annual financial report.

It is recommended that this interim financial report be read in conjunction with the annual report for the year ended 30 June 2013 and considered together with any public announcements made by Bannerman since that time in accordance with the continuous disclosure obligations of the ASX Listing Rules.

The financial report is presented in Australian dollars and, unless otherwise stated, all values are rounded to the nearest thousand dollars (A$1,000) in accordance with the option available to the Company under Australian Securities and Investments Commission (ASIC) Class Order 98/0100. The Company is an entity to which the class orders applies.

Changes in Accounting Policies

From 1 July 2013, the Group has adopted all the Standards and Interpretations mandatory for annual periods beginning on 1 July 2013. Adoption of these Standards and Interpretations did not have any effect on the financial position or performance of the Group.

The Group has not elected to early adopt any new Standards or Interpretations.

Going Concern

The Group's consolidated financial statements have been prepared on a going concern basis which contemplates the continuity of normal business activities and the realisation of assets and the settlement of liabilities in the ordinary course of business. The Group's cash flow forecast reflects that additional working capital will need to be raised within the coming financial year to enable the Group to continue its planned business activities and expenditure levels.

At the date of this financial report, the directors are satisfied there are reasonable grounds to believe that, having regard to the Group's position and its available financing options, the Group will be able to raise additional capital to enable it to meet its obligations as and when they fall due.

Should the Group not achieve the matters set out above, there would be uncertainty whether the Group would continue as a going concern and therefore whether it would realise its assets and extinguish its liabilities in the normal course of business and at the amounts stated in this financial report. This financial report does not include any adjustment relating to the recoverability or classification of recorded asset amounts or to the amounts or classification of liabilities that might be necessary should the Group not be able to continue as a going concern.

	3 Months Ended 31 December		6 Months Ended 31 December	
	2013 $'000	2012 $'000	2013 $'000	2012 $'000

2. OTHER REVENUE

Interest income	24	55	46	125

3. OTHER INCOME

Profit on disposal of plant and equipment	1	-	25	-
Other	5	-	29	-
	6	-	54	-

4. EXPENSES

(a) Employee benefits

Salaries and wages	165	365	364	797
Superannuation	14	27	28	86
Employee share-based payment expense	173	181	307	449
Other	3	11	6	21
Directors' fees	53	68	105	176
Directors' share-based payment expense	31	74	61	180
	439	726	871	1,709

(b) Borrowing costs

Interest accreted or payable	343	342	709	680
Convertible note extension fee (Note 10)	160	-	160	-
Loss on extinguishment of convertible note	220	-	220	-
	723	342	1,089	680

(c) Other expenses

Corporate and overheads	37	108	95	205
Consulting - fees	114	185	217	532
Consulting - share based payment expense	(2)	8	(1)	15
Legal	91	23	138	130
Travel	6	58	38	188
Employer related taxes	-	34	-	77
Recruitment	-	50	-	125
Occupancy	55	79	108	164
Insurance	12	21	28	45
	313	566	623	1,481

	3 Months Ended 31 December		6 Months Ended 31 December	
	2013 $'000	2012 $'000	2013 $'000	2012 $'000

5. INCOME TAX

Current income tax benefit	416	-	416	360
Deferred income tax benefit	538	-	538	-
	954	-	954	360

Current income tax benefit comprises the receipt of research and development incentive refunds from government authorities and the deferred income tax benefit comprises the recognition of a deferred tax asset, to the extent of the deferred tax liability arising on the recognition of the equity component of the new convertible note.

6. CASH & CASH EQUIVALENTS

	31 December 2013 $'000	30 June 2013 $'000
Cash on hand	1	2
Cash at bank and on call (interest bearing)	494	719
Short term cash deposits (interest bearing)	2,095	3,095
	2,590	3,816

Under the terms of the existing Convertible Note (Note 10), the Company must, unless otherwise approved, maintain a minimum cash and cash equivalents balance of not less than A$1,250,000.

7. OTHER RECEIVABLES

Current		
GST/VAT receivable	39	125
Other receivables	6	9
	45	134
Non Current		
Restricted cash	27	27
	27	27

Restricted cash reflects collateral for a third party bank guarantee for the occupancy of office premises.

8. PROPERTY, PLANT & EQUIPMENT

	Cost $'000	Accumulated Depreciation $'000	Net Book Value $'000
31 December 2013			
Land and buildings	594	(33)	561
Vehicles	236	(193)	43
Plant and equipment	866	(648)	218
Office furniture and equipment	137	(103)	34
	1,833	(977)	856
30 June 2013			
Land and buildings	610	(32)	578
Vehicles	304	(241)	63
Plant and equipment	140	(99)	41
Office furniture and equipment	895	(627)	268

1,949	(999)	950

9. EXPLORATION & EVALUATION EXPENDITURE

	Six months ended 31 December 2013 $'000	Year ended 30 June 2013 $'000
Opening balance	59,713	61,181
Expenditure incurred during the period	313	1,624
Foreign currency translation movements	(1,769)	(3,015)
Write downs	-	(77)
	58,257	59,713

Expenditure incurred during the period comprises expenditure on drilling, geological, feasibility and associated activities.

The value of the Company's interest in exploration and evaluation expenditure is dependent upon:

- the continuance of the Company's rights to tenure of the areas of interest;
- the results of future exploration; and
- the recoupment of costs through successful development and exploitation of the areas of interest, or alternatively, by their sale.

Canadian securities law requires the following description of the Group's interests in mineral property tenements:

Etango Uranium Project – Bannerman 80%

The Etango Uranium Project is situated southwest of Rio Tinto's Rössing uranium mine and CGNPC's Husab Project currently under construction and to the west of Paladin Energy's Langer-Heinrich mine. The Etango Project comprises one Exclusive Prospecting Licence (EPL3345) which has been renewed to 26 April 2015. Bannerman recently completed a DFS on a 7-9 million pounds U_3O_8 per annum open pit mining and processing operation at Etango.

Exploration & Evaluation Expenditure for the Etango Project

	Six months ended 31 December 2013 $'000	Year ended 30 June 2013 $'000
Opening balance	**59,713**	**61,181**
Drilling and consumables	-	-
Assays and freight	-	17
Geophysics & downhole surveys	-	4
Salaries and wages	247	1,101
Consultants and contractors	7	307
Travel and accommodation	-	42
Other	59	153
Total expenditure for the period	**313**	**1,624**
FX adjustments	(1,769)	(3,015)
Exploration expenditure written off	-	(77)
Closing balance	**58,257**	**59,713**

10. INTEREST BEARING LIABILITIES

	31 December 2013 $'000	30 June 2013 $'000
Current liabilities		
Secured convertible note	-	7,415
Non Current liabilities		
Secured convertible note	6,198	-

Secured convertible note

In November 2008, Bannerman entered into a financing agreement with RCF for A$20 million through a convertible note facility comprising an initial tranche of A$10 million ("**First Tranche**") and a standby tranche of A$10 million ("**Standby Tranche**") available within 6 months from drawdown of the First Tranche. The First Tranche had a three year term and was drawn down on 16 December 2008.

On 14 December 2011, the face value of the note was reduced to A$8 million through the issue of A$2 million in new Bannerman shares as part of an institutional share placement, and a longer term refinancing and extension of the note from its maturity date of 31 March 2012 to 31 March 2014. The issue of shares and the reduction in the face value of the note was a non-cash transaction.

The key terms of the note are a conversion price of A$0.28125 per share (subject to adjustment for certain transactions that have a dilution impact on the conversion price), an unchanged coupon interest rate of 8% per annum with interest payable quarterly through the issue of new Bannerman shares at a price equal to the 5-day VWAP of Bannerman's shares prior to the date of issue or cash in certain circumstances.

On 6 September 2013, the Group reached agreement with RCF for an extension and refinancing of the note from its maturity date of 31 March 2014 to 30 September 2016. The key terms of the new note are a conversion price of $0.095 per share (subject to adjustment for certain transactions that have a dilution impact on the conversion price), an unchanged coupon interest rate of 8% per annum with interest payable quarterly through the issue of new Bannerman shares at a price equal to the 5-day VWAP of Bannerman's shares prior to the date of issue or cash in certain circumstances, and an extension fee of $160,000 payable through the issue of 2,539,683 new Bannerman shares. The new convertible note was approved by the Bannerman shareholders at the Annual General Meeting on 22 November 2013. The amendments are effective from 31 March 2013. At 31 December 2013, the extension fee has been expensed and was satisfied through the issue of shares.

At the refinancing date of 22 November 2013, the old convertible note was derecognised and the new convertible note was recognised for accounting purposes. At the date of recognition of the new note, the debt and equity components of the new convertible note were separated according to their fair values. Total proceeds of the issue were allocated to the respective fair values of the equity and debt components with the effect that the discount on the debt component is being amortised into earnings as interest expense. Accordingly, over the term of the convertible note, the debt component will increase to the face value of A$8 million at the maturity date of 30 September 2016. The interest expense recorded on the convertible note reflects an effective interest rate of approximately 20% over the life of the note. Included in trade and other payables is an amount of A$161,000 for accrued 8% coupon interest on the convertible note to 31 December 2013 (June 2013: $160,000).

The convertible note is secured by a fixed and floating charge over the Company's assets and a share mortgage over the Company's shares in its subsidiary entities holding indirect and direct interest in the Etango Project.

Under the terms of the convertible note, the Company must, unless otherwise approved, maintain a minimum cash and cash equivalents balance of not less than A$1,250,000.

In accordance with the terms of the convertible note, a review event arises upon a change in control of the Company, defined to be where a third party acquires a relevant interest in 50% or more of the securities in the Company. In this circumstance, RCF may decide at its absolute discretion to require the Company to repay the convertible note (including all accrued interest thereon) or to convert the convertible note (including all accrued interest thereon) to shares in Bannerman.

11. CONTRIBUTED EQUITY

(a) Issued and outstanding:

	December 2013	December 2012	December 2013	December 2012
	Number of Shares		Amount	
	'000	'000	$'000	$'000
Ordinary shares				
Issued and fully paid	319,659	305,334	116,290	115,491

Movements in ordinary shares on issue	No. of Shares '000	Amount $'000
Balance 1 July 2012	299,538	115,170
- Issue of shares (i)	2,853	-
- Issue of shares (ii)	2,943	321
Balance 31 December 2012	**305,334**	**115,491**
Balance 1 July 2013	309,393	115,810
- Issue of shares (iii)	1,840	-
- Issue of shares (iv)	5,886	320
- Issue of shares (v)	2,540	160
Balance 31 December 2013	**319,659**	**116,290**

(i) The following shares were issued upon vesting of performance rights:
   a. On 5 July 2012, 1,131,925 ordinary shares were issued upon vesting of performance rights.
   b. On 1 August 2012, 69,192 ordinary shares were issued upon vesting of performance rights.
   c. On 1 November 2012, 255,262 ordinary shares were issued upon vesting of performance rights.
   d. On 19 November 2012, 1,056,500 ordinary shares were issued upon vesting of performance rights.
   e. On 28 November 2012, 339,700 ordinary shares were issued upon vesting of performance rights.

(ii) The following shares were issued in satisfaction of the interest payable on the convertible note in accordance with the convertible note terms:
   a. On 9 July 2012, 1,329,680 shares were issued in satisfaction of the $159,562 interest payable on the convertible note for the period 1 April 2012 to 30 June 2012.
   b. On 16 October 2012, 1,613,151 shares were issued in satisfaction of the $161,315 interest payable on the convertible note for the period 1 July 2012 to 30 September 2012.

(iii) The following shares were issued upon vesting of performance rights:
   a. On 1 July 2013, 441,548 ordinary shares were issued upon vesting of performance rights.
   b. On 3 September 2013, 87,440 ordinary shares were issued upon vesting of performance rights.
   c. On 21 November 2013, 1,038,312 ordinary shares were issued upon vesting of performance rights.
   d. On 25 November 2013, 272,592 ordinary shares were issued upon vesting of performance rights.

(iv) The following shares were issued in satisfaction of the interest payable on the convertible note in accordance with the convertible note terms:
   a. On 4 July 2013, 2,659,361 shares were issued in satisfaction of the A$159,562 interest payable on the convertible note for the period 1 April 2013 to 30 June 2013.
   b. On 22 October 2013, 3,226,301 shares were issued in satisfaction of the A$161,315 interest payable on the convertible note for the period 1 July 2013 to 30 September 2013.

(v) On 25 November 2013, 2,539,683 shares were issued in satisfaction of the $160,000 extension fee for the extension of the convertible note from 31 March 2014 to 30 September 2016.

(b) Options on issue:

The movements in share options during the period were as follows:

Expiry Dates	Exercise Price	Balance 1 Jul 13	Granted	Exercised	Expired / Cancelled	Balance 31 Dec 13	Vested 31 Dec 13
November 17, 2013	A$0.543	1,500,000	-	-	(1,500,000)	-	-
November 22, 2013	A$0.77	641,250	-	-	(641,250)	-	-
November 22, 2013	A$0.77	43,000	-	-	(43,000)	-	-
June 24, 2014	A$0.40	250,000	-	-	(250,000)	-	-
November 17, 2014	A$0.678	1,500,000	-	-	-	1,500,000	-
November 17, 2014	A$0.36	114,500	-	-	-	114,500	114,500
November 17, 2014	A$0.36	788,000	-	-	-	788,000	788,000
June 24, 2015	A$0.50	250,000	-	-	(250,000)	-	-
November 21, 2015	A$0.12	427,600	-	-	-	427,600	427,600
November 21, 2015	A$0.12	1,367,600	-	-	-	1,367,600	1,367,600
June 24, 2016	A$0.62	250,000	-	-	(250,000)	-	-
November 22, 2016	A$0.072	-	4,504,000	-	-	4,504,000	-
		7,131,950	4,504,000	-	(2,934,250)	8,701,700	2,697,700
Weighted average exercise price ($)		0.46	0.07	-	0.59	0.22	0.20
Average life to expiry at date of issue		-	-	-	-	-	-
Average life to expiry (years)		1.2	3.0	-	-	1.8	1.4

Certain of the share options above have performance hurdles linked to business targets and minimum service periods.

Directors held 8,159,600 share options as at 31 December 2013 with an average exercise price of A$0.22 per share and an average life to expiry of 1.9 years.

(c) Performance share rights on issue

The performance share rights on issue as at 31 December 2013 were as follows:

Vesting Dates	Balance 1 Jul 13	Granted	Vested	Cancelled	Balance 31 Dec 2013
November 17, 2013	669,100	-	(408,400)	(260,700)	-
November 21, 2013	824,100	-	(824,100)	-	-
November 23, 2013	850,242	-	(272,592)	(577,650)	-
January 31, 2014	-	500,000	-	-	500,000
July 31, 2014	-	750,000	-	-	750,000
November 17, 2014	1,631,722	-	-	-	1,631,722
November 21, 2014	1,455,400	-	(334,800)	(158,741)	961,859
November 22, 2014	-	682,000	-	-	682,000
January 31, 2015	-	1,000,000	-	-	1,000,000
November 21, 2015	3,860,700	-	-	(358,026)	3,502,674
November 22, 2015	-	1,476,500	-	-	1,476,500
November 22, 2016	-	5,637,300	-	-	5,637,300
	9,291,264	10,045,800	(1,839,892)	(1,355,117)	16,142,055
Average life to vesting (years)	1.1	1.1	-	-	1.2

Note: Performance share rights have no exercise price.

The performance share rights have been issued in accordance with the shareholder approved EIP and NEDSIP, and vest into shares for no consideration on the completion of minimum service periods and, in certain cases, the achievement of specified vesting hurdles related to the Company's relative share price performance, internal business targets and/or personal performance.

Directors held 8,483,136 performance rights as at 31 December 2013 with an average life to vesting of 1.6 years.

Terms of Ordinary Shares

Ordinary shares participate in dividends and the proceeds on winding up of the Company in proportion to the number of shares held. At shareholders' meetings, each ordinary share is entitled to one vote in proportion to the paid up amount of the share when a poll is called, otherwise each shareholder has one vote on a show of hands.

12. RESERVES

		31 December 2013 $'000	30 June 2013 $'000
Share-based payment reserve	(a)	54,482	54,115
Foreign currency translation reserve	(b)	(21,938)	(20,149)
Asset revaluation reserve	(c)	78	78
Convertible note reserve	(d)	3,367	2,112
TOTAL RESERVES		**35,989**	**36,156**

	Six months ended 31 December 2013 $'000	Year ended 30 June 2013 $'000
(a) Share-based payment reserve		
Balance at the beginning of the reporting period	**54,115**	**53,757**
Share-based payment vesting expense during the period	367	358
Balance at the end of the reporting period	**54,482**	**54,115**

The share-based payment reserve is used to recognise the value of equity-settled share-based payment transactions for the acquisition of project interests and the provision of share-based incentives to directors, employees and consultants.

(b) Foreign currency translation reserve

Reserves at the beginning of the reporting period	**(20,149)**	**(17,096)**
Currency translation differences arising during the period	(1,789)	(3,053)
Balance at the end of the reporting period	**(21,938)**	**(20,149)**

The foreign currency translation reserve is used to record exchange differences arising on translation of the Group entities that do not have a functional currency of Australian dollars and have been translated into Australian dollars for presentation purposes.

Over the period ended 31 December 2013, the Australian dollar strengthened against the Namibian dollar, with a movement of approximately 3% from the rate as at 30 June 2013 (A$1.00 : N$9.02) to the rate as at 31 December 2013 (A$1.00 : N$9.31). As per the Statement of Comprehensive Income, the consequential foreign currency translation difference arising for the period ended 31 December 2013 amounted to $1,804,000, allocated between non-controlling interests ($15,000) and the Group ($1,789,000).

Over the quarter ended 31 December 2013, the Australian dollar weakened by approximately 1% against the Namibian dollar from the rate as at 30 September 2013 (A$1.00 : N$9.37) to 31 December 2013 (A$1.00 : N$9.31). This resulted in a foreign currency translation income of A$382,000 for the quarter as recognised in the Statement of Comprehensive Income.

	Six months ended 31 December 2013 $'000	Year ended 30 June 2013 $'000
(c) Asset revaluation reserve		
Reserves at the beginning of the reporting period	**78**	**78**
Revaluation of land and buildings during the year	-	-
Balance at the end of the reporting period	**78**	**78**

The asset revaluation reserve is used to record increases and decreases (to the extent that such decrease relates to an increase on the same asset previously recognised in equity) in the fair value of land and buildings.

(d) Convertible note reserve

Balance at the beginning of the reporting period	**2,112**	**2,112**
Equity portion of the convertible note	1,793	-
Deferred tax on the convertible note	(538)	-
Balance at the end of the reporting period	**3,367**	**2,112**

The convertible note reserve records the equity portion of the convertible note issued on 16 December 2008, refinanced on 31 March 2012 and 22 November 2013, as described in Note 10. The movement in the reserve represents the equity component, net of tax, of the new convertible note approved by shareholders on 22 November 2013.

13. SUBSEQUENT EVENTS

There are no matters or circumstances that have arisen since the end of the period which significantly affected or may significantly affect the operations of the Group, the results of those operations or the state of affairs of the Group.

14. CONTINGENCIES

On 17 December 2008, the Company entered into a settlement agreement with Savanna Marble CC ("**Savanna**") relating to Savanna's legal challenge to the Company's rights to the Etango Project Exclusive Prospecting Licence. Under the terms of the Savanna settlement agreement, in consideration for the termination of proceedings, Savanna was entitled to receive A$3.5 million cash and 9.5 million fully paid ordinary shares in Bannerman. The first tranche payment of A$3.0 million and 5.5 million shares was made in early 2009. The second and final tranche payment of A$500,000 and 4.0 million ordinary shares is due to Savanna upon receipt of the Etango Project mining licence. The mining licence application was lodged in December 2009, and further supplementary information has since been lodged in support of the application. As at 31 December 2013, the probability and timing of the grant of the mining licence is uncertain. Due to this uncertainty, the second tranche payment has been disclosed as a contingent liability and not as a provision as at 31 December 2013.

15. COMMITMENTS

(a) Exploration and evaluation expenditure

Statutory two-year renewal of the Etango (EPL 3345) Exclusive Prospecting Licence has been received to 26 April 2015. Further extensions may be applied for under applicable Namibian minerals legislation.

In order to maintain current rights of tenure to mineral licences, the Group has exploration and evaluation expenditure obligations up until the expiry of those licences. The following stated obligations, which are subject to renegotiation upon expiry of the current licences, are not provided for in the financial statements and represent a commitment of the Group:

	31 December 2013 $'000	30 June 2013 $'000
Not longer than one year	444	483
Longer than one year, but not longer than five years	145	386
Longer than five years	-	-
	589	869

If the Group decides to relinquish certain mineral licences and/or does not meet these minimum expenditure obligations or obtain appropriate waivers, assets recognised in the Statement of Financial Position may require review to determine the appropriateness of carrying values. The sale, transfer or farm-out of exploration rights to third parties will reduce or extinguish these obligations.

(b) Operating lease commitments

The Group has entered into leases for office premises and photocopier. These leases have an initial term of 3 years:

	31 December 2013 $'000	30 June 2013 $'000
Not longer than one year	71	213
Longer than one year, but not longer than five years	14	43
Longer than five years	-	-
	85	256

16. SEGMENT INFORMATION

The Group has identified its operating segments based on the internal reports that are reviewed and used by the CEO and the management team in assessing performance and in determining the allocation of resources.

The Group is undertaking development studies and exploring for uranium resources in southern Africa, and hence the operations of the Group represent one operating segment.

The accounting policies applied for internal reporting purposes are consistent with those applied in the preparation of the financial statements.

17. RELATED PARTY INFORMATION

Subsidiaries

The consolidated financial statements include the financial statements of Bannerman Resources Limited and the subsidiaries listed in the following table:

Name	Country of incorporation	% Equity Interest	
		31 December 2013	30 June 2013
Elfort Nominees Pty Ltd	Australia	100	100
Bannerman Mining Resources (Namibia) (Pty) Ltd	Namibia	80	80
Bannerman Resources Nominees (UK) Limited	United Kingdom	100	100

Ultimate Parent

Bannerman Resources Limited is the ultimate Australian parent entity and the ultimate parent of the Group.

Transactions with related entities:

Transactions between related parties are on commercial terms and conditions, no more favourable than those available to other parties unless otherwise stated.

Under the terms of the Share Sale Agreement dated May 12, 2005, by which Bannerman acquired its 80% interest in Bannerman Mining Resources (Namibia) (Pty) Ltd ("**BMRN**"), the 20% non-controlling interest is sole funded by Bannerman to completion of a bankable feasibility study on one of BMRN's projects. After this time, should the 20% shareholder elect not to contribute the 20% share of post-bankable feasibility study expenditure but instead elect to dilute the interest in accordance with the Share Sale Agreement then, upon the interest being diluted to less than a 5% shareholding, it automatically converts into a 2% net revenue royalty on future production from the Etango Project. The registered holder of the 20% non-controlling interest in BMRN is Mr Jones, a director of Bannerman, who holds this interest for his associates and business partner.

Non-Executive Director Ian Burvill is a senior vice president of Resource Capital Funds Management Pty Ltd ("**RCF**"). Resource Capital Fund IV L.P., which has a management agreement with RCF's parent company, holds a convertible note with a face value of A$8 million together with 43,971,084 Bannerman shares representing 13.6% of the voting capital in Bannerman as at the date of this report.

These transactions were made on commercial terms and conditions and at market rates.

18. FINANCIAL INSTRUMENTS

Set out below is an overview of financial instruments, other than cash and short-term deposits, held by the Group as at 31 December 2013.

	31 December 2013 $'000 Loans and receivables	30 June 2013 $'000 Loans and receivables
Financial assets		
Trade and other receivables	27	27
Total non-current	**27**	**27**
Trade and other receivables	45	134
Total current	**45**	**134**
Total	**72**	**161**
Financial liabilities		
Interest bearing liabilities	6,198	-
Total non-current	**6,198**	**-**
Trade and other payables	289	401
Interest bearing liabilities	-	7,415
Total current	**289**	**7,816**
Total	**6,487**	**7,816**

Foreign Currency Risk

Foreign exchange risk arises from future commitments, assets and liabilities that are denominated in a currency that is not the functional currency of the relevant Group company.

The Group's deposits are largely denominated in Australian dollars. Currently there are no foreign exchange hedge programs in place. The Group manages the purchase of foreign currency to meet operational requirements.

The impact of reasonably possible changes in foreign exchange rates for the Group is not material.

Net Fair Values

The carrying value and net fair values of financial assets and liabilities at balance date are:

	31 December 2013		30 June 2013	
	Carrying Amount $'000	Net fair Value $'000	Carrying Amount $'000	Net fair Value $'000
Financial assets				
Trade and other receivables	27	27	27	27
Total non-current	**27**	**27**	**27**	**27**
Trade and other receivables	45	45	134	134
Total current	**45**	**45**	**134**	**134**
Total	**72**	**72**	**161**	**161**
Financial liabilities				
Interest bearing liabilities	6,198	6,198	-	-
Total non-current	**6,198**	**6,198**	**-**	**-**
Trade and other payables	289	289	401	401
Interest bearing liabilities	-	-	7,415	7,415
Total current	**289**	**289**	**7,816**	**7,816**
Total	**6,487**	**6,487**	**7,816**	**7,816**

DIRECTORS' DECLARATION

FOR THE HALF YEAR ENDED 31 DECEMBER 2013

In accordance with a resolution of the Directors of Bannerman Resources Limited, I state that:

In the opinion of the directors:

(a) the financial statements and notes of the Group are in accordance with the Corporations Act 2001, including:

(i) giving a true and fair view of the financial position as at 31 December 2013 and the performance for the half year ended on that date of the Group; and

(ii) complying with Accounting Standard AASB 134 Interim Financial Reporting and the Corporations Regulations 2001; and

(b) at the date of this declaration, subject to the disclosure in Note 1 "Going Concern", there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

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



_____

Len Jubber
Chief Executive Officer

PERTH
10 February 2014

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Report on the Half-Year Financial Report

We have reviewed the accompanying quarter ended and half-year financial report of Bannerman Resources Limited, which comprises the statement of financial position as at 31 December 2013, statement of comprehensive income and cash flow statement for the quarter ended and half-year ended on that date and the statement of changes in equity for the half-year ended on that date and other explanatory information and the directors' declaration of the consolidated entity comprising the company and the entities it controlled at the half-year end or from time to time during the half-year.

Directors' Responsibility for the Half-Year Financial Report

The directors of the company are responsible for the preparation of the quarter ended and half-year 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 quarter ended and half-year financial report that is free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express a conclusion on the half-year financial report based on our review. We conducted our review in accordance with Auditing Standard on Review Engagements ASRE 2410 *Review of Interim and Other Financial Reports Performed by the Independent Auditor of the Entity*, in order to state whether, on the basis of the procedures described, we have become aware of any matter that makes us believe that the financial report is not in accordance with the *Corporations Act 2001* including: giving a true and fair view of the consolidated entity's financial position as at 31 December 2013 and its performance for the second quarter and half-year ended on that date; and complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*. As the auditor of Bannerman Resources Limited and the entities it controlled during the half-year, ASRE 2410 requires that we comply with the ethical requirements relevant to the audit of the annual financial report.

A review of an interim financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Independence

In conducting our review, 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.

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Conclusion

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the quarter ended and half-year financial report of Bannerman Resources Limited is not in accordance with the *Corporations Act 2001*, including:

i) giving a true and fair view of the consolidated entity's financial position as at 31 December 2013 and of its performance for the quarter and half-year ended on that date; and

ii) complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

Emphasis of Matter

Without qualifying our conclusion, we draw attention to Note 1. The matters as set forth in Note 1 indicates the existence of a material uncertainty that may cast significant doubt about the consolidated entity's ability to continue as a going concern and therefore, the consolidated entity may be unable to realise its assets and discharge its liabilities in the normal course of business.

Ernst & Young

Robert Kirkby
Partner
Perth
10 February 2014

MANAGEMENT'S DISCUSSION & ANALYSIS

FOR THE QUARTER ENDED DECEMBER 31, 2013

This Management's Discussion and Analysis ("**MD&A**") of Bannerman Resources Limited ("**Bannerman**" or the "**Company**") is dated February 10, 2014 and provides an analysis of the Company's performance and financial position for the three months ended December 31, 2013 (the "**Quarter**"). This MD&A should be read in conjunction with the Company's June 31, 2013 audited annual financial statements and notes thereto and the reviewed December 31, 2013 half year financial statements and notes thereto. The financial statements (and the financial information contained in this MD&A) comply with Australian Accounting Standards as issued by the Australian Accounting Standards Board and International Financial Reporting Standards ("**IFRS**") as issued by the International Accounting Standards Board. These documents, along with others published by the Company, including the Company's Annual Information Form ("**AIF**"), are available on the Canadian System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com.

This MD&A may contain forward-looking statements that are based on the Company's expectations, estimates and projections regarding its business and the economic environment in which it operates. These statements speak only as of the date on which they are made, are not guarantees of future performance and involve risks and uncertainties that are difficult to control or predict. Examples of some of the specific risks associated with the operations of the Company are set out in this MD&A under "*Risk Factors*". Actual outcomes and results may differ materially from those expressed in these forward-looking statements and readers should not place undue reliance on such statements. Readers are also referred to the "*Cautionary Note Regarding Forward Looking Statements*" in this MD&A.

References to "A$", "C$" and "US$" are to Australian, Canadian and United States dollars.

OVERVIEW

Bannerman is a uranium mine development company listed on the Australian, Toronto and Namibian stock exchanges. Bannerman's principal focus is the exploration and development of uranium projects in Namibia, southern Africa. The primary and most significant asset is the 80%-owned Etango Uranium Project ("**Etango Project**") in Namibia. Bannerman is focused on the development of a large open pit uranium mining and processing operation at Etango, one of the world's largest undeveloped uranium deposits.

The Etango Project is located in the Erongo uranium mining region of Namibia which hosts the Rössing and Langer-Heinrich mines and the Husab project which is currently under construction by Chinese state-owned nuclear power entity China General Nuclear Power Company ("**CGNPC**"). Etango is 73km by road from one of the region's busiest deep-water ports through which uranium has been exported for over 35 years. Road, rail, electricity and water networks are all located nearby.

The Etango Project area forms part of Exclusive Prospecting Licence ("**EPL**") 3345 which was granted to Bannerman's 80% subsidiary, Bannerman Mining Resources (Namibia) (Pty) Ltd, on April 27, 2006 to explore for nuclear fuels, including uranium, expressed as uranium oxide (U_3O_8). The title was renewed for a two year period from April 26, 2013 to April 26, 2015.

Bannerman completed a Definitive Feasibility Study ("**DFS**") on the Etango Project in April 2012.

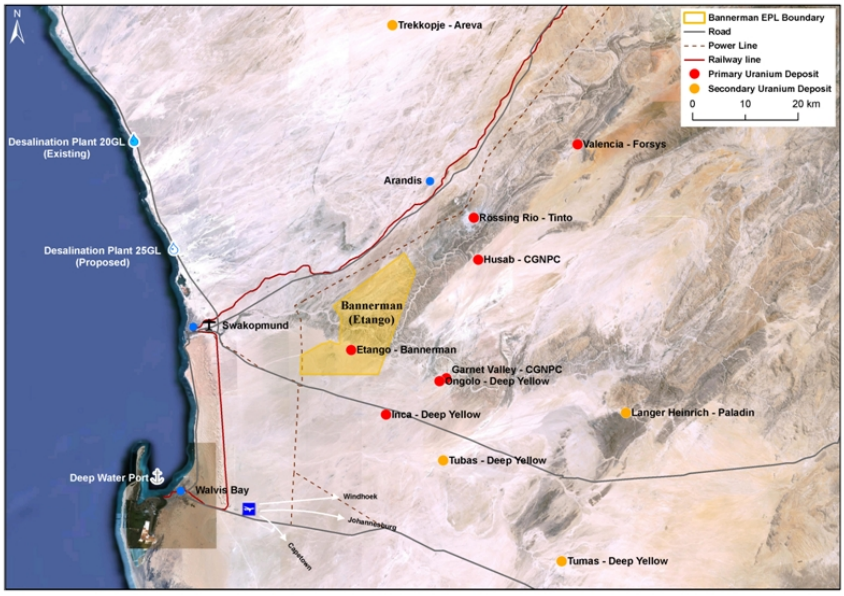
HIGHLIGHTS OF THE QUARTER

- Shareholders approved the agreement reached with major shareholder Resource Capital Fund IV LP ("RCF") to extend the maturity of the existing A$8 million convertible note from March 31, 2014 to September 30, 2016.
- Environmental permitting of the pilot plant program has been reinitiated.
- Consensus amongst specialist uranium industry analysts regarding looming supply shortfall and that a uranium price of at least US$70/lb required to incentivise new supply.
- Cash outflow for the quarter was A$517,000.
- The cash balance was A$2.6 million as at 31 December 2013.

ETANGO PROJECT (BANNERMAN 80%)

BACKGROUND

The Etango Project is one of the world's largest undeveloped uranium deposits, located in the Erongo uranium mining region of Namibia which hosts the Rössing and Langer-Heinrich mines and the Husab Project which is currently under construction by the Chinese state owned enterprise, China General Nuclear Power Company (CGNPC). Etango is 73km by road from Walvis Bay, one of southern Africa's busiest deep-water ports through which uranium has been exported for over 35 years. Road, rail, electricity and water networks are all located nearby.



Etango Ore Reserve Estimate (100ppm cutoff)	Tonnes (Mt)	Grade (ppm)	Cont. U_3O_8 (Mlb)
Proved	64.2	194	**27.5**
Probable	215.3	193	**91.8**
Total	279.6	194	**119.3**

DEFINITIVE FEASIBILITY STUDY

Key outcomes from the DFS, as announced to the market on 10 April 2012, are as follows:

- JORC and NI 43-101 compliant Ore Reserves totalling 279.6 million tonnes at an average grade of 194ppm U_3O_8 for 119.3 Mlbs of contained U_3O_8;
- Production of 7-9 Mlbs U_3O_8 per year for the first five years and 6-8 Mlbs U_3O_8 per year thereafter, based on an average processing throughput of 20Mt per annum and an average recovery rate of 86.9%, which would rank Etango as a global top 10 uranium only mine;
- Cash operating costs of US$41/lb U_3O_8 in the first 5 years and US$46/lb U_3O_8 over the life of mine;
- At a uranium price of US$75/lb U_3O_8, the Etango Project generates operating cashflow of US$2.7 billion before capital and tax, and free cashflow of US$923 million after capital and tax, based on 104Mlbs U_3O_8 life of mine production;
- Pre-production capital cost of US$870 million; and
- Minimum mine life of 16 years, with further extensions possible through the inclusion of measured and indicated resources below the designed pit, and the conversion of existing inferred resources.

All material assumptions detailed above and underpinning the production target and forecast financial information in the DFS continue to apply and have not materially changed.

PROJECT LICENCING

The Ministry of Environment and Tourism granted formal environmental approval for development of the Etango Project to Bannerman in the September 2012 quarter. Bannerman also lodged the DFS with the Ministry of Mines and Energy in the same quarter, in support of the existing Etango Mining Licence application.

STRATEGY

SUSTAINABILITY

Bannerman has over the past 12 months been successful in aligning its overhead cost base with the hiatus in the development of the Etango Project. The significantly reduced monthly overhead expenditure and the extension of the convertible note maturity date to September 2016, coupled with the existing cash in hand have positioned Bannerman well to preserve shareholder value in the current adverse capital market environment.

PROJECT DEVELOPMENT

Bannerman continues to investigate a financing model that will enable fast tracking a commitment to the project development in a rising uranium price environment. The financing of projects typically requires the completion of a pilot testing program to confirm the scale up of the laboratory level testing completed in a DFS.

The opportunity to progress the pilot plant program, stemming from prior completion of the DFS, is a potential competitive advantage with respect to favourably positioning the Etango project. The pilot plant will serve to both demonstrate the process flow sheet to potential financiers as well as generate the data to enable the detailed design phase of the future development, which will follow a Board commitment to develop the project.

To that end Bannerman has reinitiated the process to gain the requisite environmental clearance for the pilot plant program. It is anticipated that an application will be lodged with the Ministry of Environment and Tourism ("**MET**") during February 2014.

PROJECT OPTIMISATION

The internal review of the geological and resource models is near complete. Work to date has highlighted the potential to increase the ore feed grade to the processing plant. The project optimisation work will in the March quarter progress on to a review of the mine planning aspects of the DFS, including taking into consideration the potential to increase the ore feed grade. A decision on updating the mineral resource and ore reserve models will be deferred to post completion of this work.

CORPORATE

CONVERTIBLE NOTE

Bannerman has a convertible note facility on issue to Resource Capital Fund IV L.P. ("**RCF**") with a face value of A$8 million, expiring March 31, 2014, a conversion price of A$0.28125 and paying a coupon rate of 8% per annum (interest payable in Bannerman shares or cash in certain circumstances).

On September 6, 2013, Bannerman announced that it had reached agreement with RCF for the extension of the convertible note from its maturity date of March 31, 2014 to September 30, 2016. The key terms of the new note are:

- a conversion price of A$ 0.095 per share which equates to a 50% premium to the prior 20 day VWAP (subject to adjustment for certain transactions that have a dilution impact on the conversion price), and
- an unchanged coupon interest rate of 8% per annum with interest payable quarterly through the issue of new Bannerman shares at a price equal to the 5-day VWAP of Bannerman's shares prior to the date of issue or cash in certain circumstances.

The amendments to the convertible note were approved by Bannerman shareholders at the Annual General Meeting held on the November 22, 2013. The amended terms of the convertible note will come into effect on the March 31, 2014.

ANNUAL GENERAL MEETING

The Annual General Meeting of shareholders was held on November 22, 2013 at the Company's Perth office located at 513 Hay Street, Subiaco.

KEY ECONOMIC TRENDS IN THE URANIUM INDUSTRY

The uranium market continues to be characterized by limited longer term transactions and hence the Ux term price remained flat at US$50/lb U_3O_8 whilst the Ux spot price ranged between US$34.50/lb U_3O_8 and US$36.25/lb U_3O_8 during the December quarter.

Globally, there are currently 438 nuclear reactors operable and 71 under construction. This equates to nine more reactors under construction than in the period immediately prior to the Fukushima accident in March 2011.

In China, 21 reactors are currently in operation and the construction of 28 reactors continues with numerous construction progress reports released during the quarter.

RESULTS OF OPERATIONS

The Company incurred a net loss of A$0.6 million for the Quarter compared with the net loss of A$1.7 million for the prior corresponding quarter ended December 31, 2012. The result for the Quarter was attributable primarily to administrative and corporate expenses, employee costs, borrowing costs and non-cash share-based compensation expenses.

Operating expenses for the Quarter totalled A$1.6 million versus A$1.7 million for the prior corresponding period, with the key items including administrative costs of A$0.3 million (A$0.6 million in the prior period), employee costs of A$0.2 million (A$0.4 million) and interest expenses of A$0.7 million (A$0.3 million).

Interest income for the Quarter was A$0.02 million, versus A$0.06 million in the prior corresponding period.

Total capitalised exploration and evaluation expenditure for the Quarter increased by A$0.5 million compared to the prior Quarter, reflecting costs of A$0.2 million related to assays, feasibility study activities and project personnel costs, and foreign exchange translation movements of A$0.4 million.

SUMMARY OF QUARTERLY RESULTS

	Dec 2013	Sept 2013	Jun 2013	Mar 2013	Dec 2012	Sept 2012	Jun 2012	Mar 2012
Interest income (A$'000)	24	22	65	37	55	70	121	140
Net loss (A$'000)	(621)	(1,158)	(640)	(1,376)	(1,681)	(1,991)	(1,991)	(2,692)
Basic/Diluted loss per share (A$)	(0.01)	(0.01)	(0.01)	(0.01)	(0.01)	(0.01)	(0.01)	(0.01)
Cash and cash equivalents (A$'000)	2,590	3,106	3,816	4,759	5,865	7,350	9,613	13,203
Total assets (A$'000)	61,853	61,857	64,687	63,231	67,863	71,565	72,630	78,663
Total liabilities (A$'000)	6,649	8,192	8,002	7,728	7,702	7,693	8,177	8,491
Net assets (A$'000)	55,204	53,665	56,685	55,503	60,161	63,872	64,453	70,172

The changes in net assets across the last eight quarters reflect various activities of the Company, including:

- the Company's activities in exploring and evaluating its properties, in particular, the feasibility and drilling activities undertaken on the Etango Project in Namibia;
- A$1.8 million equity capital raising and A$4.0 million Share Purchase Plan completed in the March 2012 Quarter;
- the impact of foreign currency fluctuations and the strengthening of the A$ to the N$; and
- administrative and corporate expenses incurred by the Company and recognised through the income statement.

The loss incurred in each quarter reflects the general and administrative costs of the Company and, in particular, non-cash stock-based compensation expenses.

Cash balances reflect the movements related to expenditure and the various capital raising programs undertaken by the Company.

Discussion of Quarterly Cash Flows

Cash Flows A$'000	December Quarter 2013	December Quarter 2012	December YTD (six months) 2013	December YTD (six months) 2013
Operating activities	(346)	(1,092)	(941)	(2,805)
Investing activities	(169)	(381)	(279)	(936)
Financing activities	-	-	-	-

Cash outflow from operating activities during the Quarter was A$0.3 million compared with A$1.1 million for the prior corresponding period.

Cash outflow from investing activities during the Quarter was A$0.2 million compared with A$0.4 million in the prior corresponding period. The outflow related to exploration and feasibility study activities.

Cash outflow from financing activities for the Quarter was A$nil. Interest in the current Quarter was settled through an issue of shares and therefore had no cash flow impact.

Discussion of Financial Position

Cash and Cash Equivalents

Cash and cash equivalents totalled A$2.6 million as at December 31, 2013 versus A$3.8 million as at June 30, 2013. The decrease reflects the expenditure incurred on exploration, feasibility and corporate activities.

Trade and Other Receivables

Trade and other receivables were A$0.05 million as at December 31, 2013 (June 30, 2013: A$0.1 million) with the balance primarily reflecting GST and VAT receivables.

Property, Plant and Equipment

Property, plant and equipment was A$0.8 million as at December 31, 2013 (June 30, 2013: A$0.9 million) reflecting the depreciated book value of various site and office equipment, including vehicles.

Exploration and Evaluation Expenditure

Capitalised exploration and evaluation expenditure was A$58.3 million as at December 31, 2013 (June 30, 2013: A$59.7 million) reflecting the capitalisation of costs relating to the Etango Project feasibility study, resource definition drilling and assaying, and other exploration costs, net of foreign currency translation movements. Significant items for the Quarter included salaries and wages (A$0.2 million) and feasibility study contractors and other consultants (A$0.07 million). A foreign exchange translation adjustment of A$1.8 million resulting in a reduction in carrying value, was also recorded for the Quarter. This adjustment reflects the strengthening of the A$ against the N$ over the period.

TRADE AND OTHER PAYABLES

Trade and other payables were A$0.3 million as at December 2013, 2013 (June 30, 2013: A$0.4 million).

INTEREST-BEARING LIABILITIES

Interest-bearing liabilities as at December 31, 2013 totalled A$6.2 million (June 30, 2013: A$7.4 million) primarily attributable to the convertible note.

In March 2012, the Company's shareholders approved the extension of the existing A$8 million convertible note from its current maturity date of March 31, 2012 to March 31, 2014. The conversion price is A$0.28125 per share and the 8% coupon interest is payable quarterly through the issue of new Bannerman shares or in cash in certain circumstances.

On September 6, 2013, the Group reached agreement with RCF for an extension and refinancing of the note from its maturity date of March 31, 2014 to September 30, 2016. The key terms of the new note are a conversion price of $0.095 per share (subject to adjustment for certain transactions that have a dilution impact on the conversion price), an unchanged coupon interest rate of 8% per annum with interest payable quarterly through the issue of new Bannerman shares at a price equal to the 5-day VWAP of Bannerman's shares prior to the date of issue or cash in certain circumstances, and an extension fee of $160,000 payable through the issue of 2,539,683 new Bannerman shares. The new convertible note was approved by the Bannerman shareholders at the Annual General Meeting on 22 November 2013. The amendments are effective from March 31, 2013. At December 31, 2013, the extension fee has been expensed and was satisfied through the issue of shares.

At the refinancing date of November 22, 2013, the old convertible note was derecognised and the new convertible note was recognised for accounting purposes. At the date of recognition of the new note, the debt and equity components of the new convertible note were separated according to their fair values. Total proceeds of the issue were allocated to the respective fair values of the equity and debt components with the effect that the discount on the debt component is being amortised into earnings as interest expense. Accordingly, over the term of the convertible note, the debt component will increase to the face value of A$8 million at the maturity date of September 30, 2016. The interest expense recorded on the convertible note reflects an effective interest rate of approximately 20% over the life of the note. Included in trade and other payables is an amount of A$161,000 for accrued 8% coupon interest on the convertible note to December 31, 2013 (June 2013: $160,000).

EQUITY

Issued capital was A$116.3 million as at December 31, 2013 (June 30, 2013: A$115.8 million). The increase reflects the following transactions:

- The issue of 2,659,361 ordinary shares as satisfaction of the A$159,562 interest payable on the convertible note for the period April 1, 2013 to June 30, 2013 in accordance with the convertible note terms.
- The issue of 3,226,301 ordinary shares as satisfaction of the A$161,315 interest payable on the convertible note for the period July 1, 2013 to September 30, 2013 in accordance with the convertible note terms.
- The issue of 2,539,683 ordinary shares as satisfaction of the A$160,000 extension fee for the extension of the convertible note from March 31, 2014 to September 30, 2016.

LIQUIDITY AND CAPITAL RESOURCES

The Company's cash reserves as at December 31, 2013 totalled A$2.6 million.

The Group's consolidated financial statements have been prepared on a going concern basis which contemplates the continuity of normal business activities and the realisation of assets and the settlement of liabilities in the ordinary course of business. The Group's cash flow forecast reflects that additional working capital will need to be raised within the coming financial year to enable the Group to continue its planned business activities and expenditure levels.

At the date of this financial report, the directors are satisfied there are reasonable grounds to believe that, having regard to the Group's position and its available financing options, the Group will be able to raise additional capital to enable it to meet its obligations as and when they fall due.

Assuming Bannerman commits to the development of the Etango Project, funding will comprise a combination of equity and debt. The Company is presently seeking to secure a development partner to provide financial support for future debt and equity requirements. Key matters which will require funding include the purchase of equipment, the construction of plant and other infrastructure, mining pre-stripping and working capital. The success and pricing of any such capital raising and debt financing will be dependent upon the prevailing market conditions.

The Company has development capital requirements in excess of its currently available capital resources. To date, the Company has been successful in raising its required funds through the exercise of outstanding share options and from equity and debt offerings. However, there can be no assurance that the Company will have sufficient funds to meet its future capital requirements or that additional financing will be available on terms acceptable to the Company in the future.

FINANCIAL INSTRUMENTS AND RELATED RISKS

The Company is exposed to commodity price risk and foreign exchange risk in the normal course of its business operations. The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework and approach.

(a) Fair Value

The fair value of financial instruments represents the amounts that would have been received from or paid to counterparties to settle these instruments. The carrying amounts of all financial instruments (except the convertible note) classified as current approximates their fair values because of the short term maturities and normal trade term of these instruments. With regards to the convertible note, at the date of issue, the debt and equity components were separated according to their fair values. The discount on the debt component is being amortised progressively into earnings as interest expense over the life of the convertible note, such that the debt component will increase to the face value of A$8 million at maturity.

(b) Liquidity Risk

The Company has in place a planning process to help determine the funds required to support the Company's normal operating requirements on an ongoing basis. The Company ensures that there are sufficient funds to meet its short term business requirements taking into account the anticipated cash inflows and its holding of cash and cash equivalents.

In the normal course of business, the Company enters into contracts that give rise to commitments for future minimum payments. The following table provides a summary of the type and maturities of the Company's contractual liabilities as at December 31, 2013:

Contractual Obligations	Total A$'000	Less than 1 Year A$'000	1-3 Years A$'000	4-5 Years A$'000	After 5 Years A$'000
Debt (convertible)	8,000	-	8,000	-	-
Debt interest *	1,920	640	1,280	-	-
Litigation settlement**	700	700	-	-	-
Tenement expenditure	589	444	145	-	-
Operating and office leases	85	71	14	-	-
Total Contractual Obligations	11,294	1,855	9,439	-	-

* The Company must settle the interest obligation via the issue of new shares, or in cash in certain limited circumstances.

** Upon receipt of the Etango mining licence, the Company is obligated to pay A$0.5 million cash and issue 4.0 million shares (calculated for the purposes of the above table at a notional price of A$0.05 per share, being the Company's last traded share price on the ASX at the end of the Quarter).

Debt comprises the A$8 million convertible note which, unless converted into shares, will be repayable by the Company to the holder on September 30, 2016. On September 6, 2013, the Group announced that it had reached agreement (subject to the approval of Bannerman shareholders) with RCF for an extension of the maturity date of the note from March 31, 2014 to September 30, 2016.

The convertible note accrues interest at a coupon rate of 8.0%pa and is payable quarterly in arrears in shares, or in cash in certain limited circumstances. The holder of the convertible note is entitled at any time prior to maturity to convert the principal and any accrued interest into Bannerman ordinary shares at a conversion price of A$0.28125 per share up to March 31, 2014 and subsequently at a conversion price of A$0.095 per share up to September 30, 2016.

The litigation settlement relates to the settlement with Savanna Marble CC ("**Savanna**") in December 2008. The Company has already paid the first tranche of the settlement payment and is obligated to pay the second tranche upon receipt of a mining licence for the Etango Project. The Company applied for the Etango Project mining licence in December 2009 and, for illustration purposes, receipt of the mining licence is assumed in the table above to occur within 12 months of balance date. The second tranche payment comprises A$0.5 million in cash and 4.0 million Bannerman shares.

Tenement expenditure represents the minimum stated expenditure covenants on the Company's exploration licences in Namibia. Other contractual obligations represent operating and office leases.

(c) Foreign Exchange Risk

The Company undertakes transactions in foreign currencies and reports the results of its operations in Australian dollars, its functional currency. It is therefore exposed to foreign exchange risk arising from transactions denominated in a foreign currency and the translation of foreign currency balances to Australian dollars. The Company conducts its exploration and development activities in Namibia and thereby a substantial portion of the Company's assets, liabilities and expenses are denominated in Namibian dollars which is currently pegged on a 1:1 basis to the South African Rand.

The Company does not currently engage in foreign currency hedging, and the exposure of the Company's financial assets and liabilities to foreign exchange risk is minimal. As at December 31, 2013, approximately 6.2% of Bannerman's cash reserves were held in Namibian dollars.

(d) Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company's cash equivalents are highly liquid and earn interest at market rates in short term fixed and variable term deposits. Due to the short term nature of these financial instruments, fluctuations in market interest rates do not have a significant impact on the fair values of the financial instruments as at December 31, 2013.

(e) Credit Risk

The Company is exposed to credit risk primarily associated with GST/VAT receivables from governments and with cash and cash equivalents. The carrying amount of assets included on the balance sheet represents the maximum credit exposure.

OFF-BALANCE SHEET ARRANGEMENTS

There were no off-balance sheet arrangements as at December 31, 2013.

RELATED PARTY TRANSACTIONS

Transactions between related parties are on commercial terms and conditions, no more favourable than those available to other parties unless otherwise stated.

Remuneration (including fees and the issue of share options) was paid or is payable to the directors of the Company in the normal course of business. The Company pays its non-executive personnel consulting fees for extra services, if any, performed outside of normally expected non-executive duties.

Under the terms of the Share Sale Agreement dated May 12, 2005, by which Bannerman acquired its 80% interest in Bannerman Mining Resources (Namibia) (Pty) Ltd ("BMRN"), the 20% non-controlling interest is sole funded by Bannerman to completion of a bankable feasibility study on one of BMRN's projects. After this time, should the 20% shareholder elect not to contribute the 20% share of post-bankable feasibility study expenditure but instead elect to dilute the interest in accordance with the Share Sale Agreement then, upon the interest being diluted to less than a 5% shareholding, it automatically converts into a 2% net revenue royalty on future production from the Etango Project. The registered holder of the 20% non-controlling interest in BMRN is Mr Jones, a director of Bannerman, who holds this interest for his associates and business partner.

Non-executive director Ian Burvill is a senior vice president of Resource Capital Funds Management Pty Ltd ("RCF"). Resource Capital Fund IV L.P., which has a management agreement with RCF's parent company, holds a convertible note with a face value of A$8 million together with 43,971,084 Bannerman shares representing 13.6% of the voting capital in Bannerman as at the date of this report.

These transactions were made on commercial terms and conditions and at market rates.

CRITICAL ACCOUNTING ESTIMATES

The preparation of the financial statements requires management to make estimates and assumptions that affect reported amounts in the financial statements. Management continually evaluates its estimates and assumptions in relation to the Company's assets, liabilities, contingent liabilities, revenue and expenses. Management bases its estimates and assumptions on historical experience and on other various factors it believes to be reasonable under the circumstances. Actual results may differ from these estimates and assumptions, and may materially affect the Company's financial results or financial position in future periods.

Management has identified the following matters for discussion in this MD&A. Further details of the nature of these estimates and assumptions can be found in the relevant notes to the financial statements.

Valuation and impairment of exploration and evaluation expenditure

When funds are expended for exploration on the Company's mineral properties, the Company makes a determination as to the likelihood that the activities conducted will result in the eventual discovery of a mineable deposit. Where the determination is made that the potential for a future mineable deposit exists, from which the future cash flows are expected to exceed the amount expended, the Company capitalises the expenditures to the value of the property. Once in production, the capitalised costs will be amortised on a units of production basis over the property's expected economic life.

The future recoverability of capitalised exploration and evaluation expenditure is dependent on a number of factors, including whether the Company decides to exploit the related project itself or, if not, whether it successfully recovers the related exploration and evaluation asset through sale. Factors which could impact the future recoverability include the amount and quality of mineral resources and reserves, future technological changes which could impact the cost of mining, future legal changes (including changes to environmental restoration obligations), political stability, changes to commodity prices, the issue of a mining licence and availability and pricing of project funding. To the extent that capitalised exploration and evaluation expenditure is determined not to be recoverable in the future, this will reduce profits and net assets in the period in which this determination is made.

The Company reviews the carrying value of each property that is in the exploration/development stage by reference to the work programs and the exploration results experienced by the Company and others, and to estimated project economics arising from any feasibility assessment activities.

Share-based payment transactions

The Company measures the cost of equity-settled transactions with directors, employees and contractors by reference to the fair value of the equity instruments at the date at which they are granted and taking into consideration the likelihood of non-market-based conditions occurring. The Company measures the cost of option-based payments at fair value at the grant date using the market price and/or the Black-Scholes or other appropriate option pricing models, and taking into account the terms and conditions upon which the instruments were granted. Differences in estimated future stock price volatility, interest rates and other factors can have a material effect on the calculation of stock-based compensation expense. As such, the values derived may change significantly from period to period and

are subject to significant uncertainty. The Company recorded a total stock based compensation expense of A$0.4 million for the quarter (December 2012 quarter: A$0.3 million).

Income taxes

The determination of the ability of the Company to utilise tax loss carry-forwards to offset future income tax payable requires management to exercise judgment and make certain assumptions about the future performance of the Company. Management is required to assess whether it is probable that the Company would benefit from these prior losses and other future tax assets. Changes in economic conditions, metal prices and other factors could result in revisions to the estimates of the benefits to be realised or the timing of utilising the losses. Currently the Company has not recognized any tax losses in excess of any deferred tax liabilities. When amounts that are considered not likely to be utilised to reduce future tax payable are determined to be likely to be utilised in the future, the valuation allowances against these losses would be removed by recording a future income tax recovery in the income statement.

NEW ACCOUNTING STANDARDS

From July 1, 2013 the Company has adopted all standards and Interpretations mandatory for annual periods beginning on July 1, 2013. Adoption of these Standards and Interpretations did not have any effect on the financial position or performance of the Company. The Company has not elected to early adopt any new Standards or Interpretations.

RISK FACTORS

The Company's operations and results are subject to a number of different risks at any given time. A comprehensive summary of these risk factors is included in the section titled "Risk Factors" in the Company's Annual Information Form for the year ended June 30, 2013, available on the Bannerman website at www.bannermanresources.com or on SEDAR at www.sedar.com.

OUTSTANDING SECURITIES DATA

The Company has on issue ordinary shares, stock options, share rights and a convertible note. The following is a summary of the Company's capital structure as at the date of this MD&A:

	Number of Securities
Ordinary Shares on issue	322,885,298
Options on issue over Unissued Shares	8,701,700
Performance Rights on issue over Unissued Shares	16,142,055
Re-financed Convertible Note (if converted) [1]	84,210,526
Contingent – Shares	4,000,000
Total Fully Diluted	**435,939,579**

Note 1: Up until 31 March 2014, the Convertible Note (if converted) converts into 28,444,444 ordinary shares.

The contingent amount comprises 4.0 million shares issuable to Savanna upon receipt of the Etango Project mining licence (refer earlier discussion under *Financial Instruments and Related Risks* above).

OPTIONS

The details of the share options on issue as at the date of this MD&A are tabulated below:

Expiry Dates	Exercise Price	Balance	Vested
November 17, 2014	A$0.678	1,500,000	-
November 17, 2014	A$0.36	902,500	902,500
November 21, 2015	A$0.12	1,795,200	1,795,200
November 22, 2016	A$0.072	4,504,000	-

Expiry Dates	Exercise Price	Balance	Vested
		8,701,700	2,697,700
Weighted average exercise price (A$)		0.22	0.20
Average life to expiry (years)		1.7	1.3

Certain of the above share options have performance hurdles linked to business targets and minimum service periods.

As at the date of this MD&A, the Directors hold 8,159,600 options with an average exercise price of A$0.22 per share and an average life to expiry of approximately 1.8 years.

PERFORMANCE SHARE RIGHTS

The details of the performance share rights on issue as at the date of this MD&A are tabulated below:

Vesting Dates	Balance	Vested
January 31, 2014	500,000	
July 31, 2014	750,000	-
November 17, 2014	1,631,722	-
November 21, 2014	961,859	-
November 22, 2014	682,000	-
January 31, 2015	1,000,000	
November 21, 2015	3,502,674	
November 22, 2015	1,476,500	
November 22, 2016	5,637,300	
	16,142,055	-
Average life to vesting	1.08	-

The performance share rights have been issued in accordance with the shareholder-approved Employee Incentive Plan and Non-Executive Share Incentive Plan and vest into shares for no consideration on the achievement of specified vesting hurdles related to the Company's relative share price performance, internal business targets, personal performance and minimum service periods.

As at the date of this MD&A, the Directors hold 8,483,136 performance share rights with an average life to vesting of approximately 1.5 years.

DISCLOSURE CONTROLS AND PROCEDURES AND INTERNAL CONTROLS OVER FINANCIAL REPORTING

The Company maintains appropriate information systems, procedures and controls to ensure that information used internally and disclosed externally is complete and reliable. The Company is continuing to review and develop appropriate disclosure controls and procedures and internal controls over financial reporting for the nature and size of the Company's business.

Disclosure Controls and Procedures

The Company's disclosure controls and procedures ("**DCP**") are designed to provide reasonable assurance that all relevant information is communicated to the Company's senior management to allow timely decisions regarding disclosure. Access to material information regarding the Company is facilitated by the small size of the Company's senior management team and workforce. The Company is continuing to develop appropriate DCP for the nature and size of the Company's business.

Internal Controls over Financial Reporting

Internal controls over financial reporting ("**ICFR**") are designed to provide reasonable assurance regarding the reliability of the Company's financial reporting and the preparation of financial statements in compliance with IFRS. The Board is responsible for ensuring that management fulfils its responsibilities in this regard. The Audit Committee fulfills its role of ensuring the integrity of the reported information through its review of the interim and annual financial statements. As at December 31, 2013, the Chief Executive Officer and the Group Financial Controller in the capacity of the Chief Financial Officer, with participation of the Company's management, concluded that there were no material weaknesses at the end of the Quarter or changes to the Company's internal controls during the Quarter which have materially affected, or are considered to be reasonably likely to materially affect, the Company's ICFR.

Limitations of Controls and Procedures

The Company's management, including the Chief Executive Officer and the Group Financial Controller in the capacity of the Chief Financial Officer, believe that any DCP or ICFR, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, they cannot provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been prevented or detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by unauthorised override of the control. The design of any systems of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Accordingly, because of the inherent limitations in a cost effective control system, misstatements due to error or fraud may occur and not be detected.

CAUTIONARY NOTE REGARDING FORWARD LOOKING STATEMENTS

Certain information contained in this MD&A constitutes "forward-looking information", which may include, but is not limited to, statements or information regarding possible events, conditions or results of operations that is based upon assumptions about future economic conditions and courses of action. All information other than matters of historical fact may be forward-looking information. In some cases, forward-looking information can be identified by the use of words such as "seeks", "expects", "is expected", "anticipates", "budget", "plans", "estimates", "continues", "forecast", "projects", "intends", "believes", "predicts", "scheduled", "potential", "targets", "may", "could", "would", "might", "will" and similar words or phrases (including negative variations) suggesting future outcomes or statements regarding an outlook.

By its nature, forward-looking information involves known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements, or industry results, to differ materially from those expressed or implied by such forward-looking information. Some of the risks and other factors that could cause actual results to differ materially from those expressed in the forward-looking information contained in this MD&A include, but are not limited to:

- risks and uncertainties relating to the interpretation of drill results, the geology, grade and continuity of mineral deposits and conclusions of economic evaluations;
- results of initial feasibility, pre-feasibility and feasibility studies, and the possibility that future exploration, development or mining results will not be consistent with the Company's expectations;
- risks relating to possible variations in resources, grade, planned mining dilution and ore loss, or recovery rates and changes in project parameters as plans continue to be refined;
- mining and development risks, including risks related to accidents, equipment breakdowns, labour disputes (including work stoppages and strikes) or other unanticipated difficulties with or interruptions in exploration and development;
- the potential for delays in exploration or development activities or the completion of feasibility studies;
- risks related to the inherent uncertainty of production and operating and capital cost estimates and the potential for unexpected costs and expenses;

- risks related to commodity price and foreign exchange rate fluctuations;
- the uncertainty of profitability based upon the cyclical nature of the industry in which the Company operates;
- risks related to failure to obtain adequate financing on a timely basis and on acceptable terms or delays in obtaining governmental approvals or in the completion of development or construction activities;
- risks related to environmental regulation and liability;
- political, fiscal and regulatory risks associated with mining and exploration; and
- other risks and uncertainties related to the Company's prospects, properties and business strategy.

A discussion of these and other factors that may affect the Company's actual results, performance, achievements or financial position is contained in "*Risk Factors*" elsewhere in this MD&A, and in the Company's AIF. Although the Company has attempted to identify important factors that could cause actual results or events to differ materially from those described in the forward-looking information, readers are cautioned that this list is not exhaustive and there may be other factors that we have not identified. Readers are also cautioned not to place undue reliance on forward-looking information contained in this MD&A. Forward-looking information is based upon management's beliefs, estimates and opinions as at the date of this MD&A, and no assurance can be given that these will prove to be correct. Furthermore, the Company undertakes no obligation to update or revise forward-looking information if these beliefs, estimates and opinions or other circumstances should change, except as otherwise required by applicable law.

TECHNICAL DISCLOSURES

Certain disclosures in this report, including management's assessment of Bannerman's plans and projects, constitute forward looking statements that are subject to numerous risks, uncertainties and other factors relating to Bannerman's operation as a mineral development company that may cause future results to differ materially from those expressed or implied in such forward-looking statements. Full descriptions of these risks can be found in Bannerman's various statutory reports, including its Annual Information Form available on the SEDAR website, sedar.com. Readers are cautioned not to place undue reliance on forward-looking statements. Bannerman expressly disclaims any intention or obligation to update or revise any forward-looking statements whether as a result of new information, future events or otherwise.

Mineral Resources that are not Ore Reserves do not have demonstrated economic viability.

Bannerman Resources Limited ("Bannerman") manages its drilling and assaying activities in accordance with industry standard quality assurance/quality control (QA/QC) procedures. Samples are collected by Bannerman personnel and prepared in accordance with specified procedures at the relevant assay laboratories. Drill samples were analysed for uranium by the Bureau Veritas Laboratory in Swakopmund, Namibia. Bureau Veritas is an International Laboratory Group with operations in 140 countries, including Ultratrace and Amdel in Australia. Assay QA/QC involves the use of assay standards (sourced from African Mineral Standards (AMIS) in Johannesburg, made from Bannerman pulp rejects and cross-checked through umpire laboratories for which the round robin reports are available), field duplicates, blanks and barren quartz flushes. A third party "umpire" laboratory (Genalysis in Perth) is used to cross-check and validate approximately 5% of the assay results in accordance with standard procedures. Sample coarse rejects are retained and approximately 5% of samples are re-submitted for further assay verification. All sample pulps, half-core and rock-chip samples are retained at Bannerman's Goanikontes Warehouse Facility (GWS) on site.

The information in this report relating to the Ore Reserves of the Etango Project is based on information compiled or reviewed by Mr Harry Warries, a full time employee of Coffey Mining Pty Ltd. Mr Warries is a Fellow of The Australasian Institute of Mining and Metallurgy and has sufficient experience relevant to the style of mineralisation and types of deposits under consideration and to the activity which is being undertaken 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", and is an independent consultant to Bannerman and a Qualified Person as defined by Canadian National Instrument 43-101. Mr Warries consents, and provides corporate consent for Coffey Mining Pty Ltd, to the inclusion in this report of the matters based on his information in the form and context in which it appears.

The information in this report was prepared and first disclosed under the 2004 JORC Code. It has not been updated since to comply with 2012 JORC Code on the basis that the information has not materially changed since it was last reported.