



**UNICORN MINERAL  
RESOURCES LIMITED**



# CONTENTS

	<b>Page</b>
Directors and Other Information	1
Chairman's Statement	2
Chief Executive's Statement	3
Review of Operations	4 - 10
<b>Extracts from the Annual Accounts</b>	
Directors' Report	11 - 12
Independent Auditor's Report	13 - 14
Profit and Loss Account	15
Balance Sheet	16



## Directors and Other Information

**Directors**

John O'Connor  
Richard O'Shea  
Paul Smithwick

**Company Secretary**

John O'Connor

**Company Number**

482509

**Registered Office and Business Address**

36 Dame Street  
Dublin 2

**Auditors**

MFOR Audit Services Limited t/a  
Brophy Gillespie  
St. Gall's House  
St. Gall Gardens South  
Milltown  
Dublin 14

**Bankers**

National Irish Bank  
Rose Inn Street  
Kilkenny  
Co. Kilkenny



## Chairman's Statement

Unicorn Mineral Resources is a new young and exciting Irish mineral exploration company that I am pleased to be associated with and happy to renew with the team of Richard O'Shea, CEO, and John O'Connor, CFO, whom I worked with previously on the board of AIM listed Ovoca Resources. We also have a very experienced Geologist and COO in Dave Blaney, who is recognized worldwide as one of the top experts on exploration in Ireland and has given many presentations on the subject including at the PDAC in Canada which is the leading mining conference in the world.

Unicorn's strategic focus is the exploration for economic deposits of "Irish Type" carbonate hosted Copper/ Lead/ Zinc and Silver mineral deposits in the Irish Midlands Orefield. We have acquired a high class land package using the latest geological, structural and mineralogical models to drive the target generation programme. Unicorn has in house experience and expertise to run exploration programmes and aggressively explore sole venture licences. Unicorn is dedicated to creating shareholder value and will assess all exploration and / or development opportunities going forward including potential joint venture partners.

Unicorn, under the guidance of our CEO Richard O Shea and COO Dave Blaney, has focused on exploration projects in the Irish Midlands Orebody exploring for Copper, Lead, Zinc and Silver. We have acquired some very exciting Exploration Licences in this highly rated producing area which hosts the Galmoy and Lisheen mines along with the newly prospective potential mines being developed by Xstrata at Pallasgreen in Limerick and by Lundin at Kilbricken in Clare.

With the future for Zinc prices looking positive from 2015 onwards due to the closure of some existing major mining operations including Lisheen and Galmoy in Ireland, I look forward as we develop Unicorn into a major player in the mining and exploration sector over the next few years.

Paul Smithwick.

*Chairman*





## Chief Executive's Statement

During the last two years Unicorn, through its acquisition of Prospecting Licences in the Irish Midlands Orefield, has strategically positioned itself to benefit from what is now recognised as the foremost Zn / Pb province in Europe. There is good potential for further World class mineral deposit discoveries following on from the Galmoy and Lisheen mines.

Unicorn has some highly prospective exploration licences which are set out in detail in our Review of Operations outlined below. We have continued to acquire strategic ground and added to our portfolio, which now stands at fifteen licence areas. Other companies have started to take licences out on what has become known as the “Midlands Orefield” following recent discoveries by Xstrata/Minco at Pallasgreen in Limerick and Lundin/Belmore at Kilbricken in Clare.

This last discovery at Kilbricken in Clare, which is adjacent to Unicorn's Gort licence block, is of particular interest to Unicorn. Drilling there has produced grades as high as 11% Zinc, 4.8% Lead and 94.4g/t silver over a 21.2 metre thick intercept in one hole. In addition to this mineralisation, Lundin have announced a new zone located within 5km of Unicorn's Gort licence area that has returned drilling results of 6.8% Copper over a 3 metre intercept. This is in an area that Lundin are now calling the “Copper Zone”.

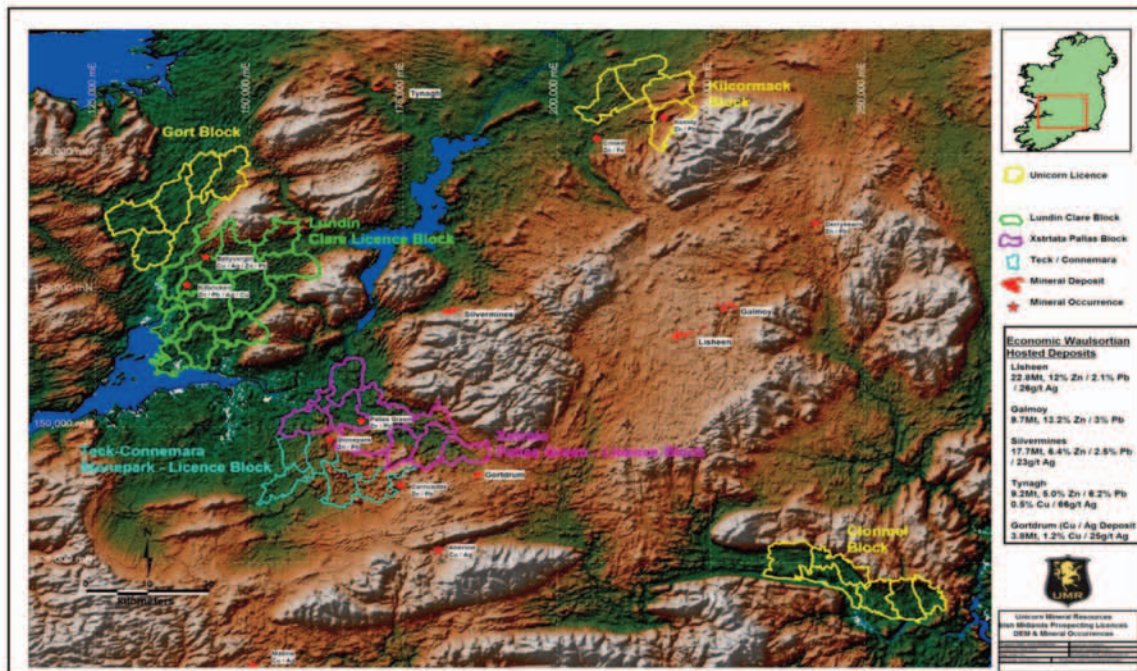
Unicorn's geologist and COO Dave Blaney and his team have recently carried out a reconnaissance programme of mapping, sampling, geochemical and geophysical exploration on our Gort licence area to identify suitable areas for drilling. Following on from this Dave has developed a new geological model for the area and has narrowed down three areas of interest which we hope to drill over the coming months.

Unicorn is looking forward to what we hope will be a successful drilling programme over the coming months and for a small exploration company like Unicorn, this could bring huge rewards to our shareholders to whom we are trying to bring shareholder value at all times. Unicorn has also set up a new website at <http://unicornmineralresources.com/> which will be updated on a regular basis to keep our shareholders as well informed as possible.

Richard O'Shea  
*Chief Executive*



## REVIEW OF OPERATIONS



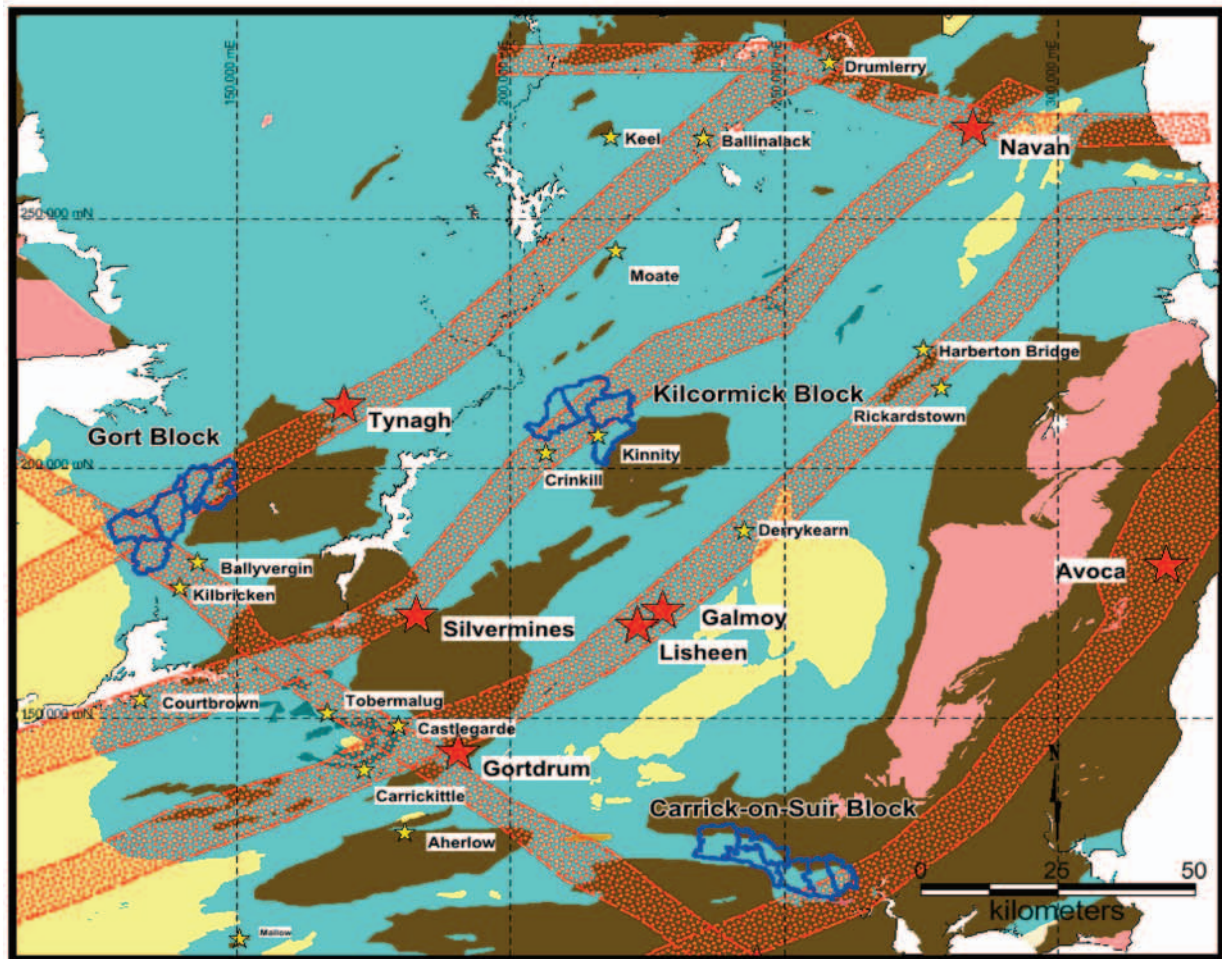
*Map showing the location of Unicorn's licence areas in the Irish Midlands Orefield*

Exploration for the 2012/2013 season has been focused on the “Irish Midlands Orefield” where Unicorn has three licence areas: A. **Clonmel** B. **Gort** C. **Kilcormick**. Unicorn is primarily exploring for Zinc, Lead, Copper and Silver. The strategic advantage of exploring in Ireland can be summarised as follows:

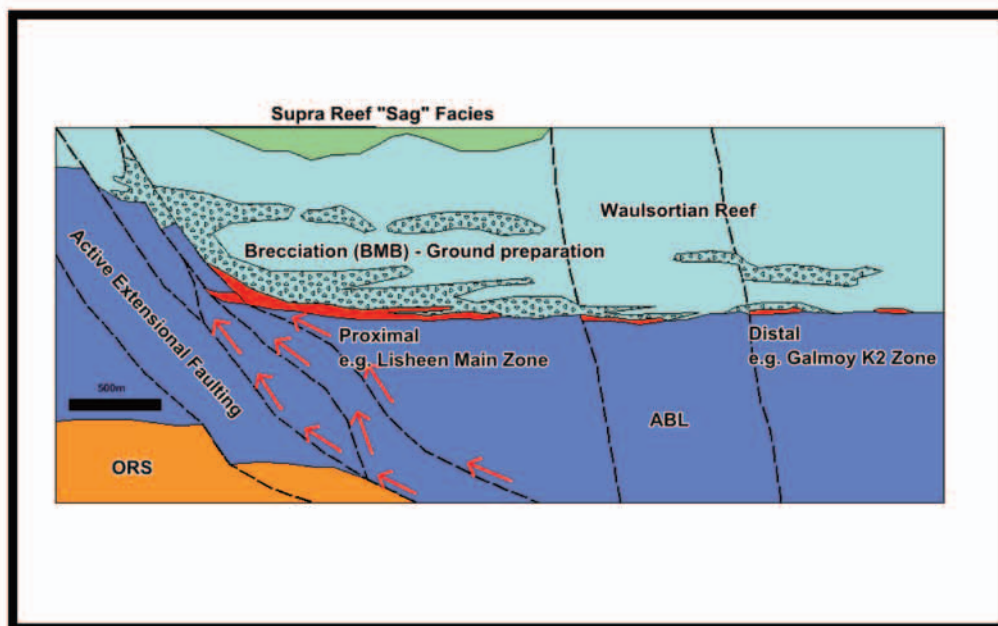
- Ireland is a politically stable country with a well established mining law.
- The Irish Midlands Orefield is rated as the most successful part of the world for zinc discoveries/ km<sup>2</sup> (ref. EMD 2009).
- “Ireland is the largest producer of zinc in Europe, and the tenth largest producer of zinc in the world” - DCMNR, 2012
- “Irish Type” Carbonate Hosted, Zn / Pb deposits are renown for producing “clean” concentrates (i.e. low concentrations of smelter penalty elements such as As, Se or Hg). As such, in an increasingly environmentally sensitive world they are highly sought after and command premium prices.
- “Irish Type” Carbonate Hosted, Zn / Pb deposits tend to be relatively large and relatively high grade.
- Irish Carbonate Hosted Zn-Pb Deposits are a recognised “World Class” exploration play



## MAIN MINERAL TRENDS IN IRISH MIDLANDS OREFIELD

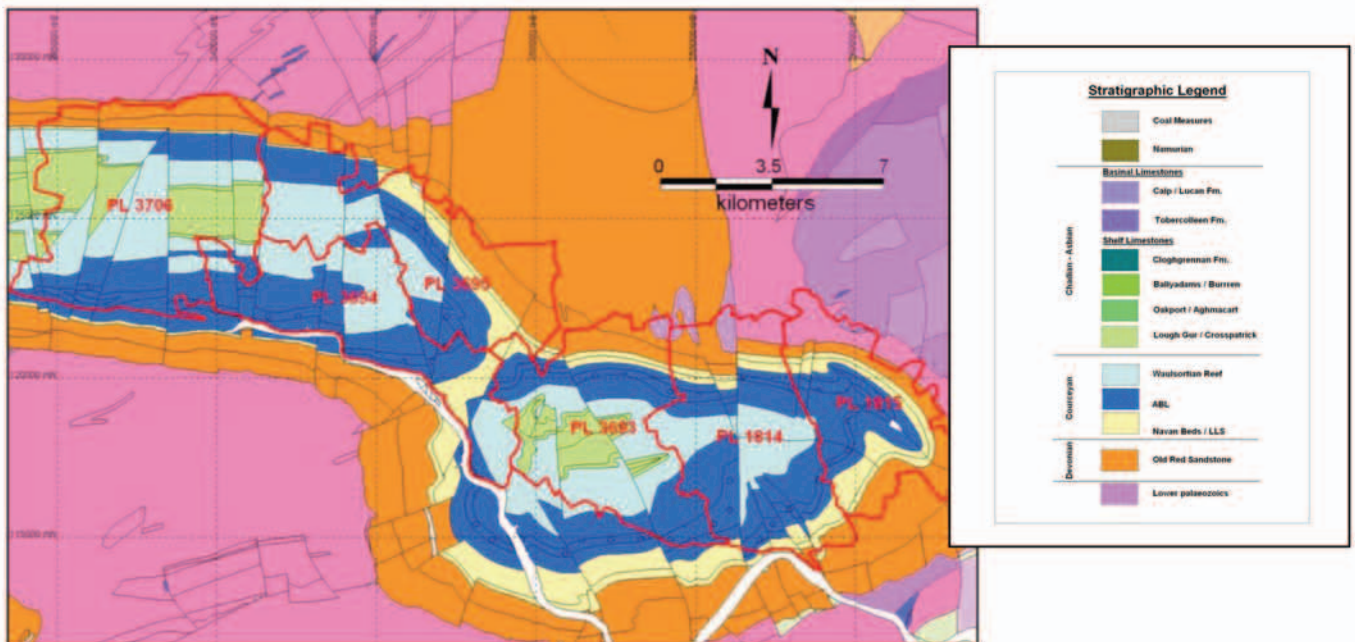


Unicorn Licences highlighted in Blue and showing their position relative to known mineral trends



Irish Type - Waulsortian Reef Hosted Deposit Target Model

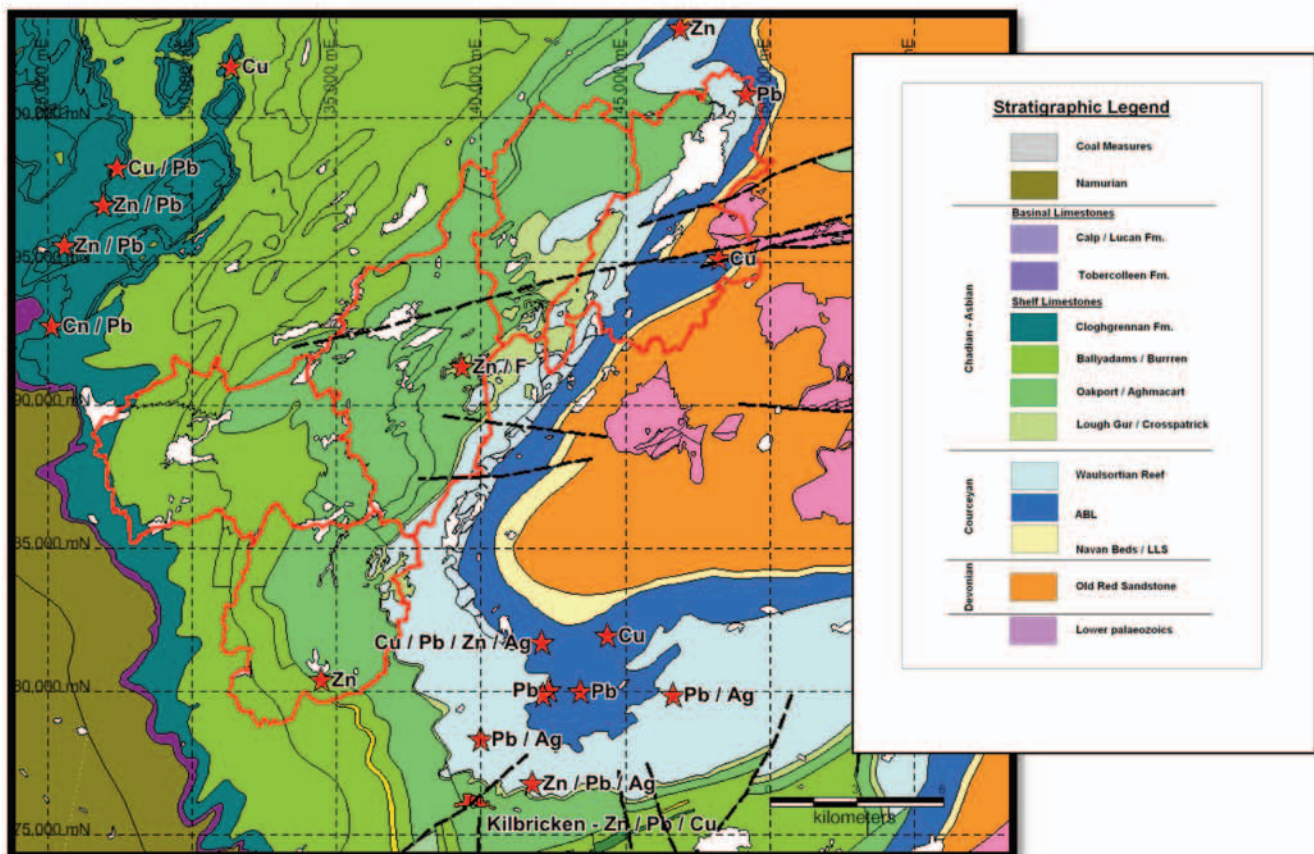
## UNICORN'S CLONMEL LICENCE AREA



- **Target** – Lisheen / Pallas Green Style basal Waulsortian Reef hosted massive sulphide mineralization.
- **Geology** – Extensive sub-cropping Waulsortian Reef, poorly explored.
- **Structure** - dominated by a set of NNW striking faults with indirect evidence for E-W and NE-SW striking faults.
- On Licence Areas 3694/3695 Geochemical results show a strong anomaly mainly for zinc. The anomaly is over 30m wide with zinc values frequently greater than 10,000 ppm to a maximum of 16,000 ppm.
- Copper values, also anomalous, are commonly in excess of 100 ppm, with a maximum of 2,280 ppm.
- This zinc anomaly is controlled by a NNW trending fault. The fault offsets the ABL against the Waulsortian Reef and is represented by a significant topographic feature.
- Significant geochemical signatures have also been discovered by soil and deep overburden sampling at Dunkitt on PL 1814. This area is underlain by the Middle ABL Oolite Fm., which is be considered to be a second order target horizon on the block after the Waulsortian Reef.
- Reconnaissance geological mapping and prospecting will be quickly carried out to ascertain the veracity of the current geological / structural models.



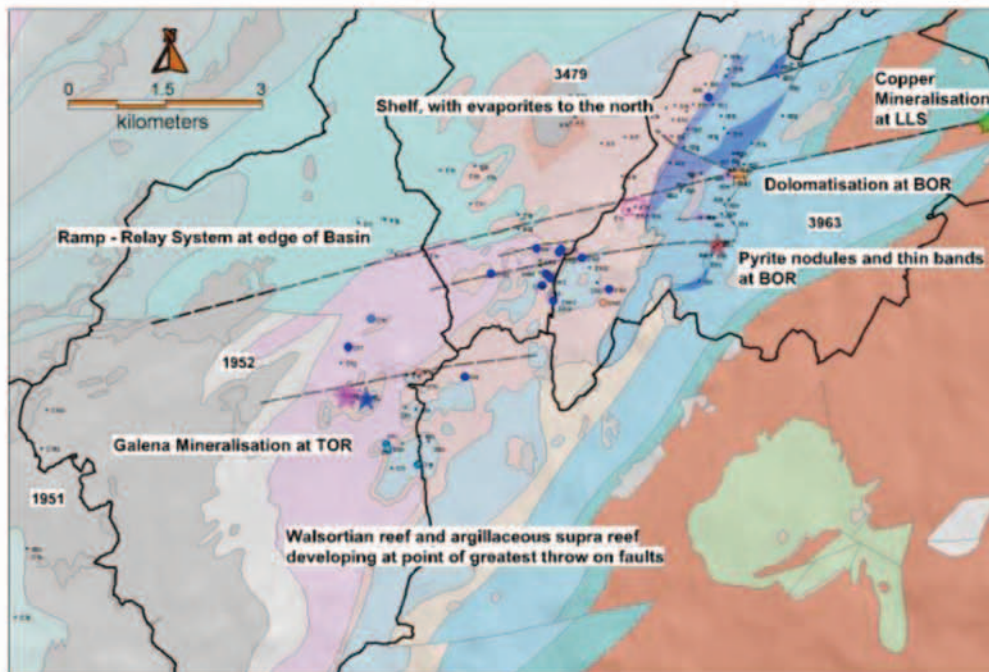
## UNICORNS GORT LICENCE AREA



- Located along the Tynagh – Ballinalack Mineralising Trend
- Extensive development of well developed Waulsortian Reef
- Located just 5km along strike from the significant Zn / Pb / Cu deposit recently discovered by Lundin at Kilbricken. (Strong analogies to Tynagh)
- Clear evidence of active faulting controlling local subsidence and basin development.
- Relatively unexplored - Historical focus in the Irish Midlands Orefield has been the central parts of the basin. Margins were generally considered less prospective, recent successes (Pallas Green, Stone Park, Kilbricken and Lakelands) have disproven this hypothesis.
- Mineral occurrences of Zn / Pb in the Supra Reef throughout the region and evidence of Cu mineralisation in sub Reef faulting.



### UNICORNS GORT LICENCE AREA (cont)



*Unicorn Target Area for Drilling on Gort Licence Area*

Unicorn's geologist and COO Dave Blaney and his team have recently carried out a reconnaissance programme of mapping, sampling, geochemical and geophysical exploration on our Gort licence area to identify suitable areas for drilling. Following on from this Dave has developed a new geological model for the area and has narrowed down three areas of interest which we hope to drill over the coming months.



*Lundin Mining Licence Area Adjacent to Unicorn Gort Licence*

LUNDIN MINING (lun.to) has successfully identified a high-grade zinc-lead-silver-copper deposit at Kilbricken 5 km south east of Unicorn's licences. Some of the higher grade drill intercepts at Kilbricken included

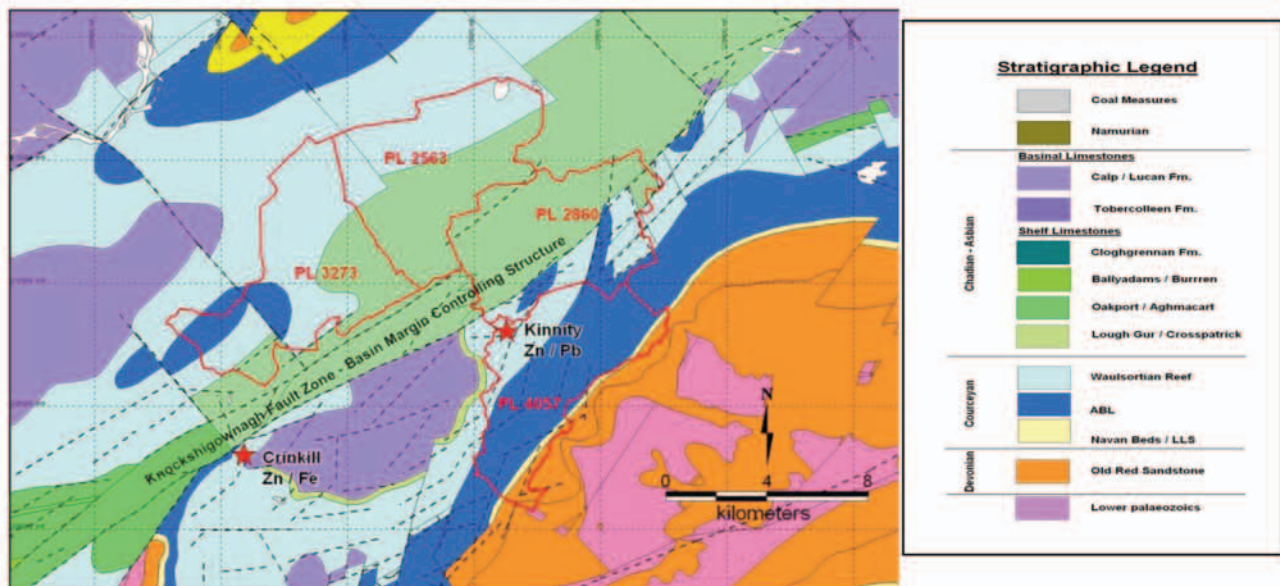
21.2 metres at 11.0% zinc, 4.8% lead, 94.4 g/t silver in hole 09-3679-06

20.5 metres at 7.5% zinc, 9.9% lead, 74.6 g/t silver in hole 10-3679-46

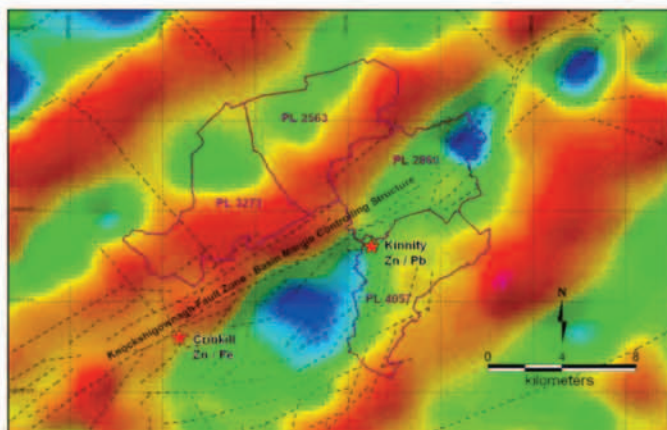
Recent drilling has also shown 6.8% copper over a 3 metre intercept in hole 11-3679-153 in what is now known as the "Copper Zone".



## KILCORMICK LICENCE AREA

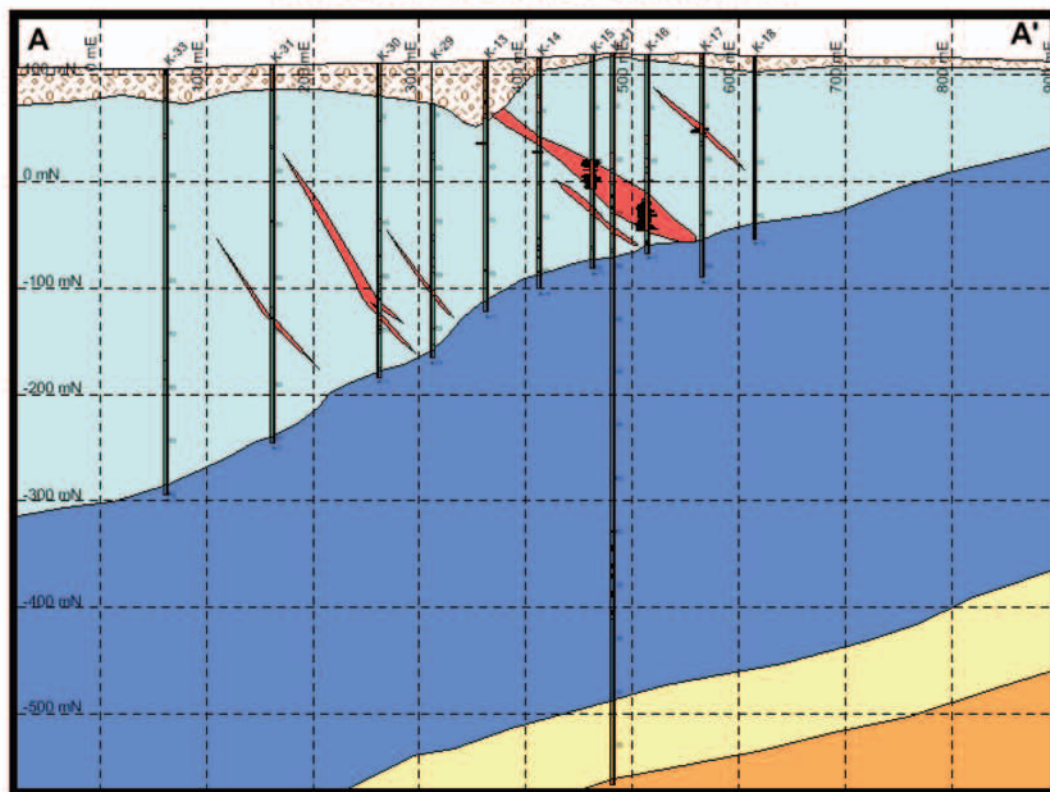


- Located along the Navan – Silvermines Mineralising Trend
- Extensive development of well developed Waulsortian Reef
- The Kinnity Zn / Pb deposit is located on this licence block. High grade breccias hosted massive sulphide mineralisation discovered in the 1990's by Arcon & Noranda. The best intersection was from hole K21 which returned a composite of 10.12m grading 9.45% Zn / 1.12% Pb.
- Located just 5km along strike from the significant Iron Formation discovered by Billiton at Crinkill. (Strong analogies to Tynagh / Silvermines)
- Clear evidence of large scale active faulting controlling regional subsidence and basin development.
- Mineral occurrences of Zn / Pb and Massive Pyrite hosted by the Waulsortian Reef.



Residual gravity demonstrating the strong NE – SW striking, Caledonian grain running through the block. This feature is part of the basement derived structural architecture that controls the Navan and Silvermines deposits.

### KILCORMICK LICENCE AREA (cont)



*Drill Intersections at Kinnity on Kilmormick Licence Area*

NW-SE geological section through the Kinnity deposit. Strata dip to the NW at c. 30°. Breccia hosted mineralised bodies of massive pyrite, marcasite, sphalerite and galena dip to the SE at c. 45°. Best intersection to date in drillhole K21 gave a composite of 10.12m grading 9.45% Zn / 1.12% Pb.



*Recent major operating mines in Ireland. Galmoy, Lisheen and Tara.*





## DIRECTORS' REPORT

for the year ended 31 March 2013

The directors present their report and the audited financial statements for the year ended 31 March 2013.

### Principal Activity and Review of the Business

The principal activity of the company during the period was the exploration for minerals and precious metals. There has been no significant change in these activities during the year ended 31 March 2013.

### Principal Risks and Uncertainties

The directors are responsible for the company's system of internal control and for reviewing its effectiveness. The internal control system is designed to manage, rather than eliminate the risk of failure to achieve the company's business objectives and can only provide reasonable and not absolute assurance against material misstatement or loss.

The directors are not aware of any specific risks or uncertainties which would have an impact on the company.

### Results and Dividends

The loss for the year amounted to €(13,241) (2012 - €(15,506)).

The directors do not recommend payment of a dividend.

### Directors

The current directors are as set out on page 3.

### Future Developments

The company plans to continue its present activities and current trading levels.

### Auditors

The auditors, MFOR Audit Services Limited t/a Brophy Gillespie, have indicated their willingness to continue in office in accordance with the provisions of Section 160(2) of the Companies Act, 1963.

### Interests of directors and company secretary

The directors' and the secretary's interests in the shares of the company are as follows:-

Name	Class of Shares	Number of Shares Held At		Number of Options Held At	
		31/03/13	01/04/12	31/03/13	01/04/12
Richard O'Shea	Ordinary	500,000	500,000	100,000	200,000
Paul Smithwick	Ordinary	500,000	500,000	100,000	50,000
John O'Connor	Ordinary	*366,667	*333,334	50,000	50,000
		<b>1,366,667</b>	<b>1,333,334</b>	<b>250,000</b>	<b>300,000</b>

\* Note: These holdings are held by minor children of director John O'Connor at the year end date.



## **DIRECTORS' REPORT (cont.)**

for the year ended 31 March 2013

### **Share Options**

On 26 March 2010, 500,000 Ordinary shares options were granted at an exercise price of €0.05 per share.

On 11 January 2013, 300,000 Ordinary shares options were granted at an exercise price of €0.08 per share.

On 31 December 2012, John O'Connor exercised 50,000 share options (at an exercise price of €0.05 per share) and Richard O'Shea exercised 200,000 share options (at an exercise price of €0.05 per share).

At the balance sheet date of 31 March 2013 there remained a total number of 550,000 Ordinary shares outstanding in unexercised share options.

The interests of the directors in these share options were as follows:

Richard O'Shea 100,000 (at exercise price of €0.08 per share)

John O'Connor 50,000 (at an exercise price of €0.08 per share)

Paul Smithwick 100,000 (50,000 at an exercise price of €0.05 per share and 50,000 at an exercise price of €0.08 per share)

### **Books of Account**

To ensure that proper books and accounting records are kept in accordance with Section 202 Companies Act, 1990, the directors have established appropriate books to adequately record the transactions of the company. The directors also ensure that the company retains the source documentation for these transactions. The books of account are maintained at the company's office at 36 Dame Street, Dublin 2.

### **On behalf of the board**

**John O'Connor**

**Director**

**10 September 2013**

**Richard O'Shea**

**Director**

**10 September 2013**





## **INDEPENDENT AUDITOR'S REPORT**

### **to the Shareholders of Unicorn Mineral Resources Limited**

We have audited the financial statements of Unicorn Mineral Resources Limited for the year ended 31 March 2013 which comprise the Profit and Loss Account, the Balance Sheet, the Cash Flow Statement, the Accounting Policies and the related notes. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with section 193 of the Companies Act 1990. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

#### **Respective responsibilities of directors and auditors**

As described in the Statement of Directors' Responsibilities, the company's directors are responsible for the preparation of the financial statements in accordance with applicable law and the accounting standards issued by the Accounting Standards Board (Generally Accepted Accounting Practice in Ireland).

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

We report to you our opinion as to whether the financial statements give a true and fair view, in accordance with Generally Accepted Accounting Practice in Ireland, and are properly prepared in accordance with the Companies Acts 1963 to 2012. We state whether we have obtained all the information and explanations we consider necessary for the purposes of our audit and whether the financial statements are in agreement with the books of account. We also report to you our opinion as to:-

- whether the company has kept proper books of account;
- whether the Directors' Report is consistent with the financial statements; and
- whether at the Balance Sheet date, there exists a financial situation requiring the convening of an extraordinary general meeting of the company.

We report to the shareholders if, in our opinion, any information specified by law regarding directors' remuneration and directors' transactions is not given and, where practicable, include such information in our report.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatement within it.

#### **Basis of opinion**

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.





## **INDEPENDENT AUDITOR'S REPORT to the Shareholders of Unicorn Mineral Resources Limited**

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error.

In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

We have undertaken the audit in accordance with the requirements of the APB Ethical Standards including the APB Ethical Standard, Provisions Available for Small Entities (Revised), in the circumstances set out in Note 1 to the financial statements.

### **Opinion**

In our opinion the financial statements:

- give a true and fair view, in accordance with Generally Accepted Accounting Practice in Ireland, of the state of affairs of the company as at 31 March 2013 and of its for the year then ended; and
- have been properly prepared in accordance with the requirements of the Companies Acts 1963 to 2012.

We have obtained all the information and explanations that we consider necessary for the purposes of our audit. In our opinion proper books of account have been kept by the company. The financial statements are in agreement with the books of account.

In our opinion the information given in the Directors' Report is consistent with the financial statements.

The net assets of the company, as stated in the balance sheet, are more than half of the amount of its called-up share capital and, in our opinion, on that basis there did not exist at 31 March 2013 a financial situation which under Section 40(1) of the Companies (Amendment) Act, 1983 would require the convening of an extraordinary general meeting of the company.

---

**Aidan Brophy**

**for and on behalf of**

**MFOR AUDIT SERVICES LIMITED T/A BROPHY GILLESPIE**

St. Gall's House

St. Gall Gardens South

Milltown

Dublin 14

**10 September 2013**





## PROFIT AND LOSS ACCOUNT

for the year ended 31 March 2013

	2013 €	2012 €
Administrative expenses	(13,556)	(15,858)
<b>Operating loss</b>	<b>(13,556)</b>	<b>(15,858)</b>
Interest receivable and similar income	315	352
<b>Loss on ordinary activities before taxation</b>	<b>(13,241)</b>	<b>(15,506)</b>
Tax on loss on ordinary activities	-	-
<b>Loss for the year</b>	<b>(13,241)</b>	<b>(15,506)</b>
Loss per Share – Shares in issue	0.36c	0.44c
Loss per Share – Fully Diluted	0.31c	0.39c
Shares in Issue	3,750,000	3,500,000
Fully Diluted	4,300,000	4,000,000

The company has no recognised gains or losses other than the results for the year. The results for the year have been calculated on the historical cost basis. The company's turnover and expenses all relate to continuing operations.

Approved by the board on 10 September 2013 and signed on its behalf by

**John O'Connor**  
Director

**Richard O'Shea**  
Director



## BALANCE SHEET

as at 31 March 2013

	2013 €	2012 €
<b>Fixed Assets</b>		
Intangible assets	19,461	5,830
<b>Current Assets</b>		
Debtors	2,933	95
Cash at bank and in hand	29,267	48,243
	32,200	48,338
<b>Creditors: Amounts falling due within one year</b>	(796)	(2,562)
<b>Net Current Assets</b>	31,404	45,776
<b>Total Assets less Current Liabilities</b>	50,865	51,606
<b>Capital and Reserves</b>		
Called up share capital	37,500	35,000
Share premium account	59,000	49,000
Profit and loss account	(45,635)	(32,394)
<b>Shareholders' Funds</b>	50,865	51,606

Approved by the board on 10 September 2013 and signed on its behalf by

**John O'Connor**  
Director

**Richard O'Shea**  
Director