

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-Q

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended December 31, 2014

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 001-33034

**BMB MUNAI, INC.**

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of  
incorporation or organization)

30-0233726

(I.R.S. Employer  
Identification No.)

**324 South 400 West, Suite 250**

**Salt Lake City, Utah**

(Address of principal executive offices)

**84101**

(Zip Code)

**(801) 355-2227**

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
(Do not check if a smaller reporting company)			

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act.)

Yes ☒ No ☐

As of February 13, 2015, the registrant had 55,787,554 shares of common stock, par value \$0.001, issued and outstanding.

---

**BMB MUNAI, INC.**  
**FORM 10-Q**  
**TABLE OF CONTENTS**

PART I — FINANCIAL INFORMATION	<u>Page</u>
Item 1. Unaudited Condensed Financial Statements	
Condensed Balance Sheets as of December 31, 2014 and March 31, 2014	3
Condensed Statements of Operations for the Three and Nine Months Ended December 31, 2014 and 2013	4
Condensed Statements of Cash Flows for the Nine Months Ended December 31, 2014 and 2013	5
Notes to Condensed Financial Statements	6
Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations	10
Item 3. Qualitative and Quantitative Disclosures About Market Risk	15
Item 4. Controls and Procedures	15
PART II — OTHER INFORMATION	
Item 1A. Risk Factors	15
Item 6. Exhibits	15
Signatures	17

## PART I — FINANCIAL INFORMATION

Item 1 – Unaudited Condensed Financial Statements

**BMB MUNAI, INC.**

### CONDENSED BALANCE SHEETS

	Notes	December 31, 2014	March 31, 2014
<b>ASSETS</b>			
<b>CURRENT ASSETS</b>			
Cash and cash equivalents	3	\$ 8,638,978	\$ 8,587,245
Total current assets		<u>8,638,978</u>	<u>8,587,245</u>
<b>TOTAL ASSETS</b>		<b><u>\$ 8,638,978</u></b>	<b><u>\$ 8,587,245</u></b>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>			
<b>CURRENT LIABILITIES</b>			
Accounts payable		\$ 121,622	\$ 66,177
Deferred distribution payments	4	8,537,905	8,540,365
Total current liabilities		<u>8,659,527</u>	<u>8,606,542</u>
<b>SHAREHOLDERS' EQUITY</b>			
Preferred stock - \$0.001 par value; 20,000,000 shares authorized; no shares issued or outstanding		-	-
Common stock - \$0.001 par value; 500,000,000 shares authorized; 55,787,554 and 55,787,554 shares outstanding, respectively		55,788	55,788
Additional paid in capital		89,363,319	89,363,319
Accumulated deficit		(89,439,656)	(89,438,404)
Total shareholders' equity		<u>(20,549)</u>	<u>(19,297)</u>
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>		<b><u>\$ 8,638,978</u></b>	<b><u>\$ 8,587,245</u></b>

The accompanying notes are an integral part of these unaudited condensed financial statements.

**BMB MUNAI, INC.****CONDENSED STATEMENTS OF OPERATIONS**

		Three months ended December 31,		Nine months ended December 31,	
	Notes	2014 (unaudited)	2013 (unaudited)	2014 (unaudited)	2013 (unaudited)
REVENUES		\$ -	\$ -	\$ -	\$ -
COSTS AND OPERATING EXPENSES					
General and administrative		14,767	360,596	60,948	1,450,665
Amortization and depreciation		-	28,982	-	86,946
Total costs and operating expenses		14,767	389,578	60,948	1,537,611
LOSS FROM OPERATIONS		(14,767)	(389,578)	(60,948)	(1,537,611)
OTHER INCOME					
Interest income, net		1,620	58	4,892	878
Total other income		1,620	58	4,892	878
LOSS BEFORE INCOME TAXES		(13,147)	(389,520)	(56,056)	(1,536,733)
INCOME TAX BENEFIT	5	54,804	-	54,804	-
NET INCOME / (LOSS)		\$ 41,657	\$ (389,520)	\$ (1,252)	\$ (1,536,733)
BASIC AND DILUTED NET LOSS PER COMMON SHARE	6	\$ (0.00)	\$ (0.01)	\$ (0.00)	\$ (0.03)

The accompanying notes are an integral part of these unaudited condensed financial statements.

# BMB MUNAI, INC.

## CONDENSED STATEMENTS OF CASH FLOWS

		Nine months ended December 31,	
		2014	2013
	Notes	(unaudited)	(unaudited)
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>			
Net loss		\$ (1,252)	\$ (1,536,733)
Adjustments to reconcile net income to net cash used in operating activities:			
Depreciation and amortization		-	86,946
Changes in operating assets and liabilities:			
Increase/ (decrease) in accounts payable		55,445	(319,740)
Decrease in taxes payables and accrued liabilities		-	(22,568)
Net cash provided by (used in) operating activities		<u>54,193</u>	<u>(1,792,095)</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>			
Net cash provided by investing activities		<u>-</u>	<u>-</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>			
Deferred distribution payment	4	(2,460)	(6,300)
Net cash used in financing activities		<u>(2,460)</u>	<u>(6,300)</u>
<b>NET CHANGE IN CASH AND CASH EQUIVALENTS</b>		<u>51,733</u>	<u>(1,798,395)</u>
<b>CASH AND CASH EQUIVALENTS at beginning of period</b>		<u>8,587,245</u>	<u>10,463,531</u>
<b>CASH AND CASH EQUIVALENTS at end of period</b>		<u><u>\$ 8,638,978</u></u>	<u><u>\$ 8,665,136</u></u>

The accompanying notes are an integral part of these unaudited condensed financial statements.

# **BMB MUNAI, INC.**

## **NOTES TO THE UNAUDITED CONDENSED FINANCIAL STATEMENTS DECEMBER 31, 2014**

### **NOTE 1 – DESCRIPTION OF BUSINESS**

BMB Munai, Inc. (the “Company” or “BMB Munai”) is a Nevada corporation that originally incorporated in the State of Utah in 1981. From 2003 to 2011 the Company’s business activities focused on oil and natural gas exploration and production in the Republic of Kazakhstan through its then wholly-owned subsidiary Emir Oil LLP.

On September 19, 2011 the Company completed the sale of all of its interests in Emir Oil (the “Sale”).

Since September 2011 the Company’s principal business operations have been focused on satisfying its post-closing undertakings in connection with the Sale, which were completed in September 2012, winding down its operations in Kazakhstan and exploring opportunities to exploit the expertise of the Company’s management staff and return value to the Company’s stockholders.

The Company does not anticipate generating revenue unless it is able to identify and exploit a new business opportunity. No assurance can be given that the Company will be able to identify or exploit a new business opportunity. Further, no assurance can be given that the Company will have the funds available to it that would enable it to take advantage of such opportunity should one be identified. These factors, coupled with the fact that the Company’s current liabilities exceed its current assets, raise substantial doubt about the Company’s ability to continue as a going concern.

### **NOTE 2 – SIGNIFICANT ACCOUNTING POLICIES**

#### ***Going concern***

As a result of the Sale, the Company has no subsidiaries and no continuing operations that generate positive cash flow and the Company’s current liabilities exceed its current assets, these factors raise substantial doubt about the Company’s ability to continue as a going concern. The Company plans to continue its efforts to reduce expenses to preserve the minimal funds it has available for as long as possible.

#### ***Subsequent event***

The Company’s management has evaluated subsequent events through the date the financial statements were issued and has found no subsequent events to report.

# **BMB MUNAI, INC.**

## **NOTES TO THE UNAUDITED CONDENSED FINANCIAL STATEMENTS DECEMBER 31, 2014**

### ***Use of estimates***

The preparation of unaudited condensed financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect certain reported amounts of assets and liabilities and the disclosures of contingent assets and liabilities at the date of the unaudited financial statements and revenues and expenses during the reporting period. Accordingly, actual results could differ from those estimates and affect the results reported in these unaudited financial statements.

### ***Concentration of credit risk***

Financial instruments that potentially subject the Company to a concentration of credit risk consist principally of cash. The Company places its cash with high credit quality financial institutions.

### ***Functional currency***

The Company makes its principal investing and financing transactions in U.S. Dollars and the U.S. Dollar is therefore its functional currency.

### ***Income taxes***

Provisions for income taxes are based on taxes payable or refundable for the current year and deferred taxes. Deferred taxes are provided on differences between the tax bases of assets and liabilities and their reported amounts in the financial statements, and tax carryforwards. Deferred tax assets and liabilities are included in the financial statements at currently enacted income tax rates applicable to the period in which the deferred tax assets and liabilities are expected to be realized or settled. As changes in tax laws or rates are enacted, deferred tax assets and liabilities are adjusted through the provision for income taxes.

### ***Cash and cash equivalents***

The Company considers all demand deposits, money market accounts and marketable securities purchased with an original maturity of three months or less to be cash and cash equivalents. The fair value of cash and cash equivalents approximates their carrying amounts due to their short-term maturity.

### ***Other fixed assets***

Other fixed assets are valued at historical cost adjusted for impairment loss less accumulated depreciation. Historical cost includes all direct costs associated with the acquisition of the fixed assets.

# BMB MUNAI, INC.

## NOTES TO THE UNAUDITED CONDENSED FINANCIAL STATEMENTS DECEMBER 31, 2014

Depreciation of other fixed assets is calculated using the straight-line method based upon the following estimated useful lives:

Vehicles	3-5 years
Office equipment	3-5 years
Software	3-4 years
Furniture and fixtures	2-7 years

Maintenance and repairs are charged to expense as incurred. Renewals and betterments are capitalized as leasehold improvements, which are amortized on a straight-line basis over the shorter of their estimated useful lives or the term of the lease.

Other fixed assets of the Company are evaluated annually for impairment. If the sum of expected undiscounted cash flows is less than net book value, unamortized costs of other fixed assets will be reduced to a fair value. Based on the Company's analysis at December 31, 2014 no impairment of other assets is necessary.

### *Income (Loss) per common share*

Basic income (loss) per common share is computed by dividing net income (loss) by the weighted-average number of common shares outstanding during the period. Diluted income (loss) per share reflects the potential dilution that could occur if all contracts to issue common stock were converted into common stock, except for those that are anti-dilutive.

### *Recent accounting pronouncements*

In August 2014, the FASB issued ASU No. 2014-15, *Presentation of Financial Statements-Going Concern (Subtopic 205-40), Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern*. This standard sets forth management's responsibility to evaluate, each reporting period, whether there is substantial doubt about our ability to continue as a going concern, and if so, to provide related footnote disclosures. The standard is effective for annual reporting periods ending after December 15, 2016 and interim periods within annual periods beginning after December 15, 2016. We are currently evaluating this new standard and after adoption, we will incorporate this guidance in our assessment of going concern.

## NOTE 3 – CASH AND CASH EQUIVALENTS

As of December 31, 2014 and March 31, 2014 cash and cash equivalents included deposits in U.S. banks in the amount of \$8,638,978 and \$8,587,245, respectively. The Company's deposits in U.S. banks are in non-FDIC insured accounts which means they are not insured to the \$250,000 FDIC insurance limit.



# BMB MUNAI, INC.

## NOTES TO THE UNAUDITED CONDENSED FINANCIAL STATEMENTS DECEMBER 31, 2014

### NOTE 4 – SHAREHOLDERS' EQUITY

#### *Shareholder distributions*

On October 24, 2011 the Company made an initial cash distribution of \$1.04 per share to common stockholders of record on October 10, 2011 from the proceeds of the Sale. The total amount calculated for this distribution to common stockholders was \$58,019,056.

Following the completion of its post-closing obligations in connection with the Sale, on October 30, 2012 the Company declared and made a second cash distribution of \$0.30 per share to common stockholders of record on October 15, 2012. The total amount calculated for this distribution to common stockholders was \$16,736,266.

As of December 31, 2014 the amount paid from the first distribution was \$51,398,433 with \$6,620,623 payable, and the amount paid from the second distribution was \$14,818,983 with \$1,917,282 payable. These payables have been accrued and included in deferred distribution payments on the balance sheet.

### NOTE 5 – INCOME TAXES

During the quarter ended December 31, 2014 the Company received tax refunds of previously overpaid estimated tax payments in amount of \$54,804.

### NOTE 6 – EARNINGS PER SHARE INFORMATION

The calculation of basic earnings per share is based on the following data:

	<b>Three months ended</b>		<b>Nine months ended</b>	
	<b>December 31, 2014</b>	<b>December 31, 2013</b>	<b>December 31, 2014</b>	<b>December 31, 2013</b>
Net income/(loss)	\$ 41,657	\$ (389,520)	\$ (1,252)	\$ (1,536,733)
Basic weighted-average common shares outstanding	55,787,554	55,787,554	55,787,554	55,787,554
Basic loss per common share	\$ (0.00)	\$ (0.01)	\$ (0.00)	\$ (0.03)

As of December 31, 2014 and 2013 there were no options, warrants, or restricted stock grants outstanding.

## **Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

The following discussion is intended to assist you in understanding our results of operations and our present financial condition. Our unaudited condensed financial statements and the accompanying notes included in this quarterly report on Form 10-Q contain additional information that should be referred to when reviewing this material and this document should be read in conjunction with our annual report on Form 10-K for the year ended March 31, 2014.

### **Cautionary Note Regarding Forward-Looking Statements**

This quarterly report on Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, (the "Securities Act") and Section 21E of the Securities Exchange Act of 1934, as amended, (the "Exchange Act") that are based on management's beliefs and assumptions and on information currently available to management. For this purpose any statement contained in this report that is not a statement of historical fact may be deemed to be forward-looking, including, but not limited to, our ability to identify or pursue other opportunities to exploit the expertise of the Company's management staff and return value to the Company's stockholders, our results of operations, cash flows, capital resources and liquidity, and future actions, intentions, plans, strategies and objectives. Without limiting the foregoing, words such as "expect," "project," "estimate," "believe," "anticipate," "intend," "budget," "plan," "forecast," "predict," "may," "should," "could," "will" or comparable terminology are intended to identify forward-looking statements. These statements by their nature involve known and unknown risks and uncertainties and other factors that may cause actual results and outcomes to differ materially depending on a variety of factors, many of which are not within our control. These factors include, but are not limited to, our ability to identify and exploit a new business opportunity, having sufficient funds then available to us to take advantage of any such opportunity, satisfaction of outstanding obligations, costs and expenses, economic conditions, competition, legislative requirements, sufficiency of working capital, capital resources and liquidity and other factors detailed herein and in our other Securities and Exchange Commission filings. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual outcomes may vary materially from those indicated.

Forward-looking statements are predictions and not guarantees of future performance or events. Forward-looking statements are based on current financial and economic information, which we have assessed but which by its nature is dynamic and subject to rapid and possibly abrupt changes. Our actual results could differ materially from those stated or implied by such forward-looking statements. We hereby qualify all our forward-looking statements by these cautionary statements.

These forward-looking statements speak only as of their dates and should not be unduly relied upon. We undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

Throughout this report, unless otherwise indicated by the context, references herein to the “Company”, “BMB”, “we”, “our” or “us” means BMB Munai, Inc., a Nevada corporation, and any corporate subsidiaries and predecessors. Throughout this Management’s Discussion and Analysis of Financial Condition and Results of Operations all references to dollar amounts (\$) refers to U.S. Dollars unless otherwise indicated.

The following discussion should be read in conjunction with our financial statements and the related notes contained elsewhere in this report and in our other filings with the Securities and Exchange Commission.

## Overview

As discussed in Note 1 – *Description of Business* of the notes to our unaudited condensed financial statements accompanying this report, on September 19, 2011 we sold all our interest in our oil and natural gas exploration and production assets with the sale of our wholly-owned subsidiary Emir Oil LLP (the “Sale”). Since September 2011 we have been working to complete the Sale, wind down our operations in Kazakhstan, and identify new business opportunities that will allow us to take advantage of the expertise of our management staff and return additional value to our stockholders.

This discussion summarizes the significant factors affecting our results of operations, financial condition, and liquidity and capital resources during the periods ended December 31, 2014 and 2013. This discussion should be read in conjunction with the unaudited condensed financial statements and notes to the unaudited condensed financial statements accompanying this report.

## Results of Operations

*Three months ended December 31, 2014 compared to the three months ended December 31, 2013.*

### Revenue

We did not generate any revenue during the three months ended December 31, 2014 and 2013.

### Expenses

The following table presents details of our expenses for the three months ended December 31, 2014 and 2013:

	For the three months ended December 31, 2014	For the three months ended December 31, 2013
Costs and Operating Expenses:		
General and administrative	\$ 14,767	\$ 360,596
Amortization and depreciation	-	28,982
<b>Total</b>	<b>\$ 14,767</b>	<b>\$ 389,578</b>

*General and Administrative Expenses.* General and administrative expenses during the three months ended December 31, 2014 were \$14,767 compared to \$360,596 during the three months ended December 31, 2013. General and administrative expenses were lower during the quarter ended December 31, 2014 because the level of management services we required was lower than during the quarter ended December 31, 2013.

*Amortization and Depreciation.* Amortization and depreciation expense for the three months ended December 31, 2014 decreased to zero because our fixed assets were fully amortized as of December 31, 2014.

*Loss from Operations.* During the three months ended December 31, 2014 we recognized a loss from operations of \$14,767 compared to a loss from operations of \$389,578 during the three months ended December 31, 2013. This decrease in loss from operations during the three months ended December 31, 2014 is the result of the 96% decrease in general and administrative expenses.

*Total Other Income.* During the three months ended December 31, 2014 we recognized total other income of \$1,620 compared to total other income of \$58 during the three months ended December 31, 2013. The increase resulted from higher interest income on our cash balances.

*Income Tax Benefit.* During the three months ended December 31, 2014 we were refunded previously overpaid estimated tax payments totaling \$54,804. We realized no income tax benefit or expense during the three months ended December 31, 2013.

*Net Income/Loss.* For the reasons discussed above, during the three months ended December 31, 2014 we realized net income of \$41,657 compared to a net loss of \$389,520 for the three months ended December 31, 2013. Because we have no revenue, we expect to continue to realize net losses in upcoming fiscal periods unless our level of activity increases.

### **Results of Operations**

*Nine months ended December 31, 2014 compared to the nine months ended December 31, 2013.*

#### ***Revenue***

We did not generate any revenue during the nine months ended December 31, 2014 and 2013.

#### ***Expenses***

The following table presents details of our expenses for the nine months ended December 31, 2014 and 2013:

	For the nine months ended December 31, 2014	For the nine months ended December 31, 2013
Costs and Operating Expenses:		
General and administrative	\$ 60,948	\$ 1,450,665
Amortization and depreciation	-	86,946
<b>Total</b>	<b>\$ 60,948</b>	<b>\$ 1,537,611</b>

*General and Administrative Expenses.* General and administrative expenses during the nine months ended December 31, 2014 were \$60,948 compared to \$1,450,665 during the nine months ended December 31, 2013. General and administrative expenses were lower during the nine months ended December 31, 2014 because, with the winding down of our operations, we required a lower level of management services than during the nine months ended December 31, 2013.

*Amortization and Depreciation.* Amortization and depreciation expense for the nine months ended December 31, 2014 decreased to zero because our fixed assets were fully amortized as of December 31, 2014.

*Loss from Operations.* During the nine months ended December 31, 2014 we recognized a loss from operations of \$60,948 compared to a loss from operations of \$1,537,611 during the nine months ended December 31, 2013. This decrease in loss from operations during nine months ended December 31, 2014 is the result of the 96% decrease in general and administrative expenses.

*Total Other Income.* During the nine months ended December 31, 2014 we recognized total other income of \$4,892 compared to total other income of \$878 during the nine months ended December 31, 2013. The increase resulted from higher interest income on our cash balances during the nine-month period ended December 31, 2014.

*Income Tax Benefit.* During the nine months ended December 31, 2014 we were refunded previously overpaid estimated tax payments totaling \$54,804. We realized no income tax benefit or expense during the nine months ended December 31, 2013.

*Net Loss.* For the reasons discussed above, during the nine months ended December 31, 2014 our net loss decreased to \$1,252 from a net loss of \$1,536,733 for the nine months ended December 31, 2013. We expect to continue to realize net losses in upcoming fiscal periods, unless we are able to identify a new business opportunity to generate revenue and increase our level of activity.

## **Liquidity and Capital Resources**

As noted throughout this report, in September 2011 we completed the sale of our oil and natural gas exploration and production assets. In September 2012 we completed our post-closing obligations in connection with the Sale. We continue our efforts to identify new business opportunities that will allow us to capitalize on the expertise of the Company's management staff and return additional value to our stockholders, but we have limited funds remaining to continue such efforts. There is no assurance that we will be able to continue such efforts or that, at some point, our board of directors will not determine that it is in the best interest of the Company and its stockholders to dissolve the Company.

We do not currently generate revenue and do not anticipate generating revenue until such time as we are able to identify and exploit a new business opportunity. No assurance can be given that we will be successful in identifying and exploiting any new business opportunity, or that we will have the funds then available to us to take advantage of any such opportunity. These factors raise substantial doubt about our ability to continue as a going concern or to return any additional value to our stockholders.

#### Cash Flows

During the nine months ended December 31, 2014 cash was primarily used to pay for current expenses. See below for additional discussion and analysis of cash flow.

	<b>Nine months ended December 31, 2014</b>		<b>Nine months ended December 31, 2013</b>	
Net cash provided by (used in) operating activities	\$	54,193	\$	(1,792,095)
Net cash provided by investing activities	\$	-	\$	-
Net cash used in financing activities	\$	(2,460)	\$	(6,300)
<b>NET CHANGE IN CASH AND CASH EQUIVALENTS</b>		<b>\$ 51,733</b>		<b>\$ (1,798,395)</b>

Our principal source of liquidity during the nine months ended December 31, 2014 was cash and cash equivalents. At March 31, 2014 cash and cash equivalents totaled \$8,587,245. At December 31, 2014 cash and cash equivalents totaled \$8,638,978. Of this amount \$8,537,905 is held for distribution to shareholders who have not yet claimed their distributions pursuant to the first and/or second stockholder distributions as reflected in the table of *Contractual Obligations and Contingencies* below.

#### Contractual Obligations and Contingencies

The following table lists our significant commitments at December 31, 2014, excluding current liabilities as listed on our condensed balance sheet:

<b>Contractual obligations</b>	<b>Payments Due By Period</b>				
	<b>Total</b>	<b>Less than 1 year</b>	<b>2-3 years</b>	<b>4-5 years</b>	<b>After 5 years</b>
Initial cash distribution payable <sup>(1)</sup>	\$ 6,620,623	\$ 6,620,623	\$ -	\$ -	\$ -
Second cash distribution payable <sup>(1)</sup>	1,917,282	1,917,282	-	-	-
<b>TOTAL</b>	<b>\$ 8,537,905</b>	<b>\$ 8,537,905</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>

<sup>(1)</sup> See Note 4 – *Shareholders' Equity* for additional information regarding the initial cash distribution payable and the second cash distribution payable.

#### Off-Balance Sheet Financing Arrangements

As of December 31, 2014 we had no off-balance sheet financing arrangements.

#### Inflation

As we have no operations, we believe inflation does not currently impact us significantly.

### **Item 3. Qualitative and Quantitative Disclosures about Market Risk**

Because we are a smaller reporting company we are not required to provide the information required by this Item.

### **Item 4. Controls and Procedures**

#### *Evaluation of Disclosure Controls and Procedures*

Our management, under the supervision and with the participation of our principal executive officer and principal financial officer, evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) or 15d-15(e) under the Exchange Act) as of the end of the period covered by this report. Based on this evaluation, our principal executive officer and principal financial officer concluded that as of December 31, 2014 our disclosure controls and procedures were effective in ensuring that information required to be disclosed by us in the reports filed or submitted by us under the Exchange Act is (i) recorded, processed, summarized and reported, within the time periods specified in the Commission's rules and forms and (ii) accumulated and communicated to our management, including our principal executive and financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

#### *Changes in Internal Control over Financial Reporting*

There were no changes in our internal control over financial reporting during the quarter ended December 31, 2014 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## **PART II — OTHER INFORMATION**

### **Item 1A. Risk Factors**

We believe there are no additions to the risk factors disclosed in our annual report on Form 10-K for the year ended March 31, 2014.

### **Item 6. Exhibits**

Exhibits. The following exhibits are filed or furnished, as applicable, as part of this report:

Exhibit No.	Description of Exhibit
Exhibit 31.1	Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
Exhibit 31.2	Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
Exhibit 32	Certification pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
Exhibit 101	The following BMB Munai, Inc. financial information for the periods ended December 31, 2014, formatted in XBRL (eXtensive Business Reporting Language): (i) the Condensed Balance Sheets, (ii) the Condensed Statements of Operations, (iii) the Condensed Statements of Cash Flows, and (iv) the Notes to the Unaudited Condensed Financial Statements.



## SIGNATURES

In accordance with Section 12 of the Securities Exchange Act of 1934, the registrant caused this Report to be signed on its behalf, thereunto duly authorized.

### **BMB MUNAI, INC.**

Date: February 13, 2015

/s/ Askar Tashtitov  
Askar Tashtitov  
President

Date: February 13, 2015

/s/ Evgeniy Ler  
Evgeniy Ler  
Chief Financial Officer

**EXHIBIT 31.1**

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER  
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Askar Tashtitov, certify that:

1. I have reviewed this quarterly report on Form 10-Q of BMB Munai, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent quarter (the registrant's fourth quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 13, 2015

/s/ Askar Tashtitov

Askar Tashtitov

President

**EXHIBIT 31.2**

**CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER  
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Evgeniy Ler, certify that:

1. I have reviewed this quarterly report on Form 10-Q of BMB Munai, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent quarter (the registrant's fourth quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 13, 2015

/s/ Evgeniy Ler  
Evgeniy Ler  
Chief Financial Officer

**EXHIBIT 32**

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT BY  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with this quarterly report of BMB Munai, Inc. (the “Company”) on Form 10-Q for the periods ended December 31, 2014, as filed with the Securities and Exchange Commission on the date hereof (the “*Report*”), the undersigned Askar Tashtitov, President of the Company and Evgeniy Ler, Chief Financial Officer of the Company, each certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of his knowledge:

- (1) The Report fully complies with the requirements of section 13 (a) or 15 (d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Date: February 13, 2015

/s/ Askar Tashtitov

Askar Tashtitov  
President

Date: February 13, 2015

/s/ Evgeniy Ler

Evgeniy Ler  
Chief Financial Officer