Burgemeester de Maniaan 2 4837 BN BREDA

Financial statements 2013

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Financial statements 2013

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1.1 Report of the Board of Directors

We have pleasure in submitting the financial statements of Facor Minerals (Netherlands) B.V. (the Company) for the period commencing from 29th June, 2012, being the date of incorporation of the Company and ending 31 March 2013.

GENERAL

Activities

The main activities of the Company are to trade products and, in particular, Lumpy Chrome Ore, Chrome Ore Concentrate, minerals, metals and rare earth metals and investment in Mining Companies.

Investments

The Company holds 51% of the issued and fully Paid up capital in Facor Turkkrom Mining (Netherlands) B.V., (formerly Dillenberg Bergen NH Realty B.V.), a company registered in Alkmaar, The Netherlands, which is owning 100% issued share capital of Cati Madencilik Ithalat ve Ihracat A.S. a company incorporated and having registered office in Istanbul, Turkey which is owning Chrome Ore mining licences. Aforementioned companies' financial data is consolidated in these financial statements and are referred to in these financial statements as the "Company" or "Group".

Legal structure

The Company is a wholly owned subsidiary of Facor Alloys Ltd, a company incorporated in India and having its registered office at Shreeramnagar-535101, Garividi, Dist. -Vizianagaram in the State of Andhra Pradesh in India

FINANCIAL AND OPERATIONAL INFORMATION

Result for the period

During the first financial year the Company incurred a net loss of USD 583,796. As of 31 March 2013 the Company had an accumulated deficit of USD 581,211.

Acquisition and financing

The Company is a wholly owned subsidiary of Facor Alloya Ltd, a company incorporated in India and having its registered office at Shreeramnagar-535101, Garividi, Dist. -Vizianagaram in the State of Andhra Pradesh in India.

Humau Resources

The average number of employees of the Group for the financial year ended on 31 March 2013 is nil

FUTURE OUTLOOK

Despite the current negative shareholder's equity we are convinced that our shareholders, creditors and related parties will continue to provide adequate facilities and funding and other ongoing support to the Company. We expect that future mining operations in Turkey will benefit Company's current financial position.

Breda,

Board of Directors

Mr A. Saraf

2.1 Consolidated balance sheet as of 31 March 2013

(After result appropriation)

	31 March 2013		
ASSETS	USD	USD	
Fixed assets			
Intangible fixed assets			
Concessions, licenses and intellectual properties	126,972		
Goodwill	9.827.871		
Others	12.813		
		9.967.656	
Current assets			
Receivables			
Taxes receivable	51,901		
Other receivables	27		
Prepayments and accrued income	35.889		
	· · · · · · · · · · · · · · · · · · ·	87.817	
Cush and cash equivalents		2.094.129	
Total assets		12.149.602	

2.1 Consolidated balance sheet as of 31 March 2013 (After result appropriation)

	31 Marc	h 2013
LIABILITIES	USD	USD
Shareholders' equity		
Issued and paid-up capital	23.049	
Statutory reserves	-671	
Other reserves	<u>-581,211</u>	
		-558.833
Minority Interest		73.081
Long-term liabilities		
Debts to credit institutions	10.000.000_	
		10.000.000
Current liabilities		
Trade creditors	170.989	
Debts to participants and companics	1.367.398	
Other debts	1.096.967	
		2.635.354
Total liabilities		12.149.602

2.2 Consolidated profit and loss account 2013

	2013	
	USD	USD
Depreciation intangible fixed assets	82.587	
General expenses	354,425	
Total operating costs		437.012
Operating result	-	-437.012
Interest income and similar revenues	45	
Interest charges and similar costs	-168.242	
Sum of financial income and costs		-168.197
Result on ordinary activities before taxation	-	-605.209
Taxation		344
Result minority interest		15,161
Result on ordinary activities after taxation	-	-589.704
Other profits	5,908	
Other profits		5.908
Result after taxation	- 1	-583,796

2.3 Notes to the consolidated annual report

GENERAL

Facor Minerals (Netherlands) B.V. (the Company) is incorporated on 29 June 2012. The Company's first financial year ends at 31 March 2013.

Activities

The activities of the Company, having its registered office at Burgemeester de Manlaan 2, primarily consist of:

- Mine exploration in Turkey

Consolidation

The consolidated financial statements include the financial data of the Company and its group companies. Group companies are participating interests in which the Company has a direct and indirect controlling interest. When determining whether controlling interest exists, financial instruments containing potential voting rights are included.

In the consolidated accounts the following subsidiaries of the Company are fully consolidated.

- Facor Turkkrom Mining (Netherlands) B.V. (FTM), held by the Company for 51%
- Cati Madencilik Ithalat ve Ihracat A.S., Turkey, held by FTM for 100%

The consolidated annual accounts have been prepared according to the accounting policies for valuation and determining results of the Company.

Going concern

In the year ended 31 March 2013 the Company incurred a net loss of USD 583,796. As of 31 March 2013 the Company had an accumulated deficit of USD 581,211. However the Company's management believes that its shareholders, creditors and related parties will continue to provide adequate facilities and funding and other ongoing support to the Company, and that, accordingly, preparation of the financial statements on a going concern basis is appropriate

Estimates

The preparation of financial statements in conformity with the relevant rules requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. If necessary for the purposes of providing the view required under Section 362(1), Book 2, of the Netherlands Civil Code, the nature of these estimates and judgments, including the related assumptions, is disclosed in the notes to the financial statement items in question.

PRINCIPLES OF VALUATION OF ASSETS AND LIABILITIES

General

The company financial statements have been prepared in accordance with the statutory provisions of Part 9, Book 2, of the Netherlands Civil Code and the firm pronouncements in the Dutch Accounting Standards as issued by the Dutch Accounting Standards Board.

The accounting policies for the company financial statements and the consolidated financial statements are the same. Group companies are stated at net asset value in accordance with Note xx to the consolidated financial statements.

In general, assets and liabilities are stated at the amounts at which they were acquired or incurred, or current value. If not specifically stated otherwise, they are recognised at the amounts at which they were acquired or incurred. The balance sheet, income statement and cash flow statement include references to the notes.

2.3 Notes to the consolidated annual report

Foreign currencies

Functional currency

Items included in the financial statements of group companies are measured using the currency of the primary economic environment in which the respective group company operates (the functional currency). The consolidated financial statements are presented in US Dollar, which is the functional and presentation currency of the Company.

Transactions, receivables and debts

Foreign currency transactions in the reporting period are translated into the functional currency using the exchange rates prevailing at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the rate of exchange prevailing at the balance sheet date. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates are recognised in the income statement, except when deferred in equity as qualifying hedges.

Translation differences on non-monetary assets held at cost are recognised using the exchange rates prevailing at the dates of the transactions (or the approximated rates).

Translation differences on non-monetary assets such as equities held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss.

Translation differences on intragroup long term loans that effectively constitute an increase or decrease in net inveatments in a foreign operation are directly recognised in equity as a component of the legal reserve for translation differences.

Translation differences on foreign-currency loans contracted to finance a net investment in a foreign operation are recognised in the legal reserve for translation differences if and when such loans offectively hedge the exchange rate exposure on that net investment in a foreign operation.

Intangible fixed assets

Intangible assets are stated at historical cost less amortisation. Allowance is made for any impairment losses expected; a loss qualifies as an impairment loss if the carrying amount of the asset (or of the cash-generating unit to which it belongs) exceeds its recoverable amount.

Amortisation percentages:

Concessions, licenses and intellectual properties	10 %
Goodwill	10 %
Others	10 %

Receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost. If payment of the receivable is postponed under an extended payment deadline, fair value is measured on the basis of the discounted value of the expected revenues. Interest gains are recognised using the effective interest method. When a trade receivable is uncollectible, it is written off against the allowance account for trade receivables.

Cash and cash equivalents

Cash and cash equivalents include cash in hand, bank balances and deposits held at call with maturities of less than 12 months. Bank overdrafts are shown within borrowings in current liabilities on the balance sheet. Cash and cash equivalents are stated at face value.

Long-term liabilities

The long-term liabilities concern loans with a duration longer than one year. Loans which are redeemable in the coming financial year, have been accounted for as short-term liabilities.

2.3 Notes to the consolidated annual report

Current liabilities

The short-term liabilities concern the liabilities with a duration shorter than one year. These liabilities are valued at face value unless stated otherwise.

Off-balance sheet rights and obligations

Off balance sheet commitments and contingencies are valued against face value unless sated otherwise.

PRINCIPLES FOR THE DETERMINATION OF THE RESULT

General

Profit or loss is determined as the difference between the realisable value of the goods delivered and services rendered, and the costs and other charges for the year. Revenues on transactions are recognised in the year in which they are realised.

Operating costs

Costs are allocated to the reporting year to which they are related to. Profits are recognised in the year in which goods have been provided or services have been performed. Losses are cut in the year in which these are foreseeable.

Amortization and depreciation

ntangible assets, including goodwill, are amortised and property, plant and equipment depreciated over their estimated useful lives as from the inception of their use. Land and investment property are not depreciated. Future depreciation and amortisation is adjusted if there is a change in estimated future useful life.

Financial income and charges

Interest paid and received is recognised on a time-weighted basis, taking account of the effective interest rate of the assets and liabilities concerned. When recognising interest paid, allowance is made for transaction costs on loans received as part of the calculation of effective interest.

Exchange differences

Exchange differences arising upon the settlement or conversion of monetary items are recognised in the income statement in the period that they arise, unless they are hedged.

Taxation

Taxation is based on the result in the annual accounts, taking into account the permanent differences between the profit calculation according to the annual accounts on the one hand and according to profit calculation for tax purposes on the other hand. The calculation is made at the current tax rate. The difference in the tax due, based on the profit calculation for tax purposes, is reflected in the provision for deferred tax liabilities.

2.4 Notes to the consolidated balance sheet

ASSETS

FIXED ASSETS

Intangible fixed assets

A summary of the movements of intangible fixed assets is given below:

	Concessions, licenses and intellectual properties	Goodwill	Others
	USD	USD	USD
Acquisition value	126.972	9.910.458	12.813
Bookvalue as of 29 June	126,972	9.910.458	12.813
Depreciations	-	-82.587	
Movements 2013		-82.587	
Acquisition value	126.972	9.910.458	12.813
Accumulated depreciations		-82.587	<u> </u>
Bookvalue as of 31 March	126.972	9.827.871	12.813
CURRENT ASSETS Taxes and premiums social insurance Value added tox			31-03-2013 USD 51.901
Other receivables Other receivables			31-03-2013 USD 27
Prepayments and accrued income Prepaid expenses Advances			31-03-2013 USD 31-466 4-423 35.889
Cash and cash equivalents Cash on current accounts			31-03-2013 USD 2.094.129

2.4 Notes to the consolidated balance sheet

LIABILITIES

EQUITY CAPITAL

For an explanation on the company's share in the group equity, refer to the explanatory notes on shareholders' equity in the company's annual accounts.

MINORITY INTEREST

	31-03-2013 USD
Third-party share Facor Turkkrom Mining (Netherlands) B.V.	73.081

LONG-TERM LIABILITIES

	31-03-2013 USD
Debts to credit institutions	
Loan Bank of India	10.000.000

This loan has been supplied for acquisition of 51% of Facor Turkkrom Mining (Netherlands) B.V. The interest percentage amounts to 3-months LIBOR on USD plus mark up of 5.85%.

The loan is to be repaid in 20 equal quarterly installments of USD 500,000 commencing on the date falling nine months after the first utilisation date (with the first installment to be paid on the date falling 12 months after the first utilisation date).

CURRENT LIABILITIES

The 1 - 244	31-03-2013 USD
Trade creditors Creditors	170.989
	31-03-2013 USD
Debts to participants and companies Debt to Facor Alloys Ltd	1.367.398

The amount payable will be converted into share capital during 2013.

2.5 Notes to the consolidated profit and loss account

	2013
	USD
Depreciation intangible fixed assets	
Goodwill	82.587
General costs	
Auditor charges	16,607
Administrative charges	6,522
Consultancy charges	45.071
Legal charges	174.974
Notary charges	29.199
Tax advisory charges	40.534
Management fees	33.180
Postage charges	1.139
Travel expenses	513
Other general expenses	6.686
	354.425
Financial income and costs	
Interest income and similar revenues	
Interest profit currrent account bank	45
Interest charges and similar costs	
Interest Ioan Bank of India	59.676
Credit facility arrangement fee	000,001
Banking fees and provision	3.015
Bank charges	5.551
	168.242
Taxation	
Deferred tax income	-344
Result minority interest	
Facor Turkkrom Mining (Netherlands) B.V.	15.161
Other profits	
Other profits	5,908
Brado	

Breda,

Facor Minerals (Netherlands) B.V.

Mr A Saraf

Victor Netherlands D.V.

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2.6 Balance sheet as at 31 March 2013

(After result appropriation)

	31 March 2013	
ASSETS	USD	USD
Fixed assets		
Intangible fixed assets Goodwill	9.827.871	9.827.871
Financial fixed assets Investment in participations	76.063	76.063
Current assets		
Trade and other receivables		
Receivables from participations	1.021.000	
Taxes receivable	28.774	
Prepayments and accrued income	3.337	
	-	1.053.111
Cash and cash equivalents		101.298
Total assets		11.058.343

2.6 Balance sheet as at 31 March 2013

(After result appropriation)

	31 March 2013	
LIABILITIES	USD	USD
Shareholders' equity		
Issued share capital	23.049	
Reserve for translation differences	-671	
Other reserves	-581.211	
		-558.833
Long-term liabilities		
Debts to credit institutions	10.000,000	
		10,000,000
Current liabilities		
Trade creditors	170,989	
Dehts to participants and companies	1.367.398	
Other debts	78.789	
		1.617.176
Total liabilities		11,058,343

2.7 Profit and loss account 2013

	2013	
	USD	USD
Amortisation intangible fixed assets	82.587	
General expenses	323.565	
Total operating expenses		406.152
Operating result		-406.152
Interest income and similar revenues	4	
Interest charges and similar costs	-161.869	
Sum of the financial income and costs		-161.865
Result on ordinary activities	,	-568.017
Share in result of participations		-15.779
Result		-583.796_

2.8 Notes to the financial statements

GENERAL

Facor Minerals (Netherlands) B.V. (the Company) is incorporated on 29 June 2012. The main activities of the Company, having its statutory seat at Breda are holding and financing. The Company's first financial year ends at 31 March 2013.

PRINCIPLES OF VALUATION OF ASSETS AND LIABILITIES

General

The financial statements of the Company are included in the consolidated financial statements. Group companies are stated at net asset value. Other assets and liabilities are valued according to principles stated in the notes on the consolidated financial statements. This further applies to the principles of the determination of results. Shareholders' equity and net income of the company are the same as those reported in the consolidated financial statements. The company financial statements of the Company are prepared in accordance with the legal requirements of Part 9, Book 2 of the Netherlands Civil Code. The company made use of the possibility based on article 362 paragraph 8, Part 9 Book 2 of the Netherlands Civil Code to prepare company financial statements based on the accounting policies used for the consolidated financial statements.

Financial fixed assets

Investment in participations

Participating interests where substantial influence is exercised over the business and financial policy are valued according to the equity method on the basis of net asset value. The net asset value is calculated on the basis of the accounting principles of the Company. Participating interests where no substantial influence is exercised are stated at fair value.

PRINCIPLES FOR THE DETERMINATION OF THE RESULT

Share in result of participations

Dividends receivable from participations not carried at net asset value and securities are recognised as soon as the Company acquires the right to them.

USD

1.021.000

2.9 Notes to the balance sheet

ASSETS

FIXED ASSETS

Intan	zible	fixed	assets

A summary of the movements of intangible fixed assets is given below:

	Goodwill
	USD
Acquisition value	9,910.458
Accumulated ammortization	82.587_
Bookvalue as of 3! March	9.827.871

Financial fixed assets

Investment in participations

Receivables from participations

The participations of the company in group companies have been divided as follows:

Name	Statutory place of business	Share in capital	Equity in accordance with last annual account
			USD
Facor Turkkrom Mining (Netherlands) B.V.	Alkmaar	100	76.063
Facor Turkkrom Mining (Netherlands) B.V.			
Acquisition participation			89.542
Share in result			-15,77 <u>9</u>
			73.763
Exchange difference			-284
			73.479
Net asset value adjustment			<u>2.584</u>
Value as of 31 March			76,063
CURRENT ASSETS			
Receivables			
			31-03-2013

The amount receivable will be converted into share capital on 4 April 2013.

Receivable from Facor Turkkrom Mining (Netherlands) B.V.

2.9 Notes to the balance sheet

m a secolul	31-03-2013 USD
Taxes receivable Value added tax	28,774
	31-03-2013 USD
Prepayments and accrued income Prepaid management fee	3.337
	31-03-2013
Could and and applications	USD
Cash and cash equivalents ING Bank EUR account	18.037
ING Bank USD account	82.905
Bank of India USD account	356_
	101.298

2.9 Notes to the balance sheet

LIABILITIES

SHAREHOLDERS' EQUITY

	USD
Issued share capital	
Issue shares	23.049
Value as of 31 March	23.049

The authorised share capital amounts to EUR 90,000, divided into 90,000 ordinary shares of EUR 1 each. As per the date of this report 18,000 ordinary shares have been issued.

	2013
-	USD
Reserve for translation differences Translation difference on share capital	-671
Value as of 31 March	-671
	2013
-	USD
Other reserves	
From proposal profit appropriation	-583.796
Net asset value adjustment participation	2.585
Value as of 31 March	-5B1.211
LONG-TERM LIABILITIES	
	31-03-2013 USD
Debts to credit institutions	~~-
Loan Bank of India	10.000.000

This loan has been supplied for acquisition of 51% of Facor Turkkrom Mining (Netherlands) B.V. The interest percentage amounts to 3-months LIBOR on USD plus mark up of 5.85° a.

The loan is to be repaid in 20 equal quarterly installments of USD 500,000 commencing on the date falling nine months after the first utilisation date (with the first installment to be paid on the date falling 12 months after the first utilisation date).

2.9 Notes to the balance sheet

CURRENT LIABILITIES

	31-03-2013 USD
Trade creditors	
Creditors	170.989
	31-03-2013
	USD
Debts to participants and companies	
Debt to Facor Alloys Ltd	1.367.398
The amount payable will be converted into share capital during 2013.	
	<u>31-03-2013</u>
	USD
Other debts .	
Due general expenses	12.390
Due accounting charges	6.723
Due interest loan Bank of India	<u> 59.676</u>

2.10 Notes to the profit and loss account

	2013
	USD
Amortisation intangible fixed assets	
Goodwill	82,587
General expenses	
Auditor charges	6.723
Administrative charges	6,522
Consultancy charges	45.071
Legal charges	174,974
Notary charges	18.138
Tax advisory charges	39,929
Management fees	29.904
Postage charges	1.139
Travel expenses	513
Other general expenses	652
	323.565
Financial income and costs	
I manage in the court and court	
Interest income and similar revenues	
Interest currrent account bank	4
· - · ·	
Interest charges and similar costs	
Interest loan Bank of India	59.676
Credit facility arrangement fee	100.000
Banking fees and provision	1.489
Exchange difference	704
	161.869
Share in result of participations	
Share in result of Facor Turkkrom Mining (Notherlands) B.V.	-15.779

Breds, Facor Minerals (Netherlands) B.V.

Mr A. Saraf

Meyer

3. Other information

3.1 Statutory rules concerning appropriation of result

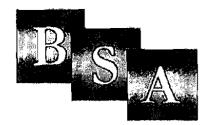
The profit is at free disposal of the General Meeting of Shareholders, as stated in article 20 of the articles of association.

3.2 Proposed appropriation of result for the financial year 2013

The board of directors proposes to the general meeting of shareholders that the result for the 2013 financial year, amounting to USD -583796,, should be transferred fully to other reserves and that no dividend should be paid.

2.3 Auditor's report

With regard to the auditor's report reference is made to the following page



Van den Boogaard & Smulders

accountancy

INDEPENDENT AUDITOR'S REPORT

Facor Minerals (Netherlands) B.V.

Burgemeester de Manlaan 2

4837 BN Breda, The Netherlands

Report on the consolidated financial statements

We have audited the accompanying consolidated financial statements 2013 of Facor Minerals (Netherlands) BV, Breda, which comprise the consolidated balance sheet as at March 31, 2013, the consolidated profit and loss account for the year then ended and the notes, comprising a summary of the accounting policies and other explanatory information.

Management's responsibility

Management is responsible for the preparation and fair presentation of these consolidated financial statements and for the preparation of the annual account, both in accordance with International Financial Reporting Standards as adopted by the European Union and with Part 9 of Book 2 of the Dutch Civil Code. Furthermore management is responsible for such internal control as it determines is necessary to enable the preparation of the consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with Dutch law, including the Dutch Standards on Auditing. This requires that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

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WTA vergionning

Van den Boogaard & Srindders Accountancy is von hundelsmann van Van den Boogaard & Smulders Accountancy LLP