



**IchorCoal** is an international mining company with a focus on thermal coal production in South Africa. Incorporated in the Netherlands, **IchorCoal** is listed on the German stock exchange with a market capitalisation of €238 million as at 31 December 2014.

The Mbuyelo Group is IchorCoal's strategic partner in South Africa as well as the majority shareholder in Mbuyelo Coal. The advantages of the partnership are mutual: Mbuyelo Coal acquired access to much-needed capital and IchorCoal partnered with a prominent black-owned coal mining company with superior resources and untapped potential.

**ICHORCOAL**  
MINING THE FUTURE

**Annual Report 2014**

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# KEY FIGURES

## GROUP PERFORMANCE INDICATORS

### Income statement figures from continued operations

	<b>2014</b> EUR thousand	2013 EUR thousand
Revenue	<b>48 630</b>	24 565
EBITDA	<b>7 266</b>	1 208
EBIT	<b>(108)</b>	(3 953)
Profit or loss for the year	<b>(15 386)</b>	(10 272)

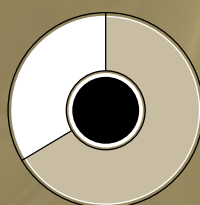
### Balance sheet figures

	<b>31 Dec 2014</b> EUR thousand	31 Dec 2013 EUR thousand
Total assets	<b>176 628</b>	153 071
Non-current assets	<b>150 432</b>	123 998
Current assets	<b>26 196</b>	29 073
Total equity	<b>64 236</b>	17 182
Non-current liabilities	<b>103 199</b>	130 101
Current liabilities	<b>9 193</b>	5 788

### Cash flow figures

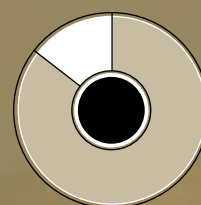
	<b>31 Dec 2014</b> EUR thousand	31 Dec 2013 EUR thousand
Cash flow from operating activities	<b>9 906</b>	(6 328)
Cash flow from investing activities	<b>(18 280)</b>	(50 938)
Cash flow from financing activities	<b>18 178</b>	53 136
Cash and cash equivalents at the end of the period	<b>19 140</b>	9 335

Revenue  
(EUR thousand)



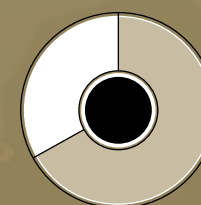
○ 2014 **48 630**  
● 2013 **24 565**

EBITDA  
(EUR thousand)

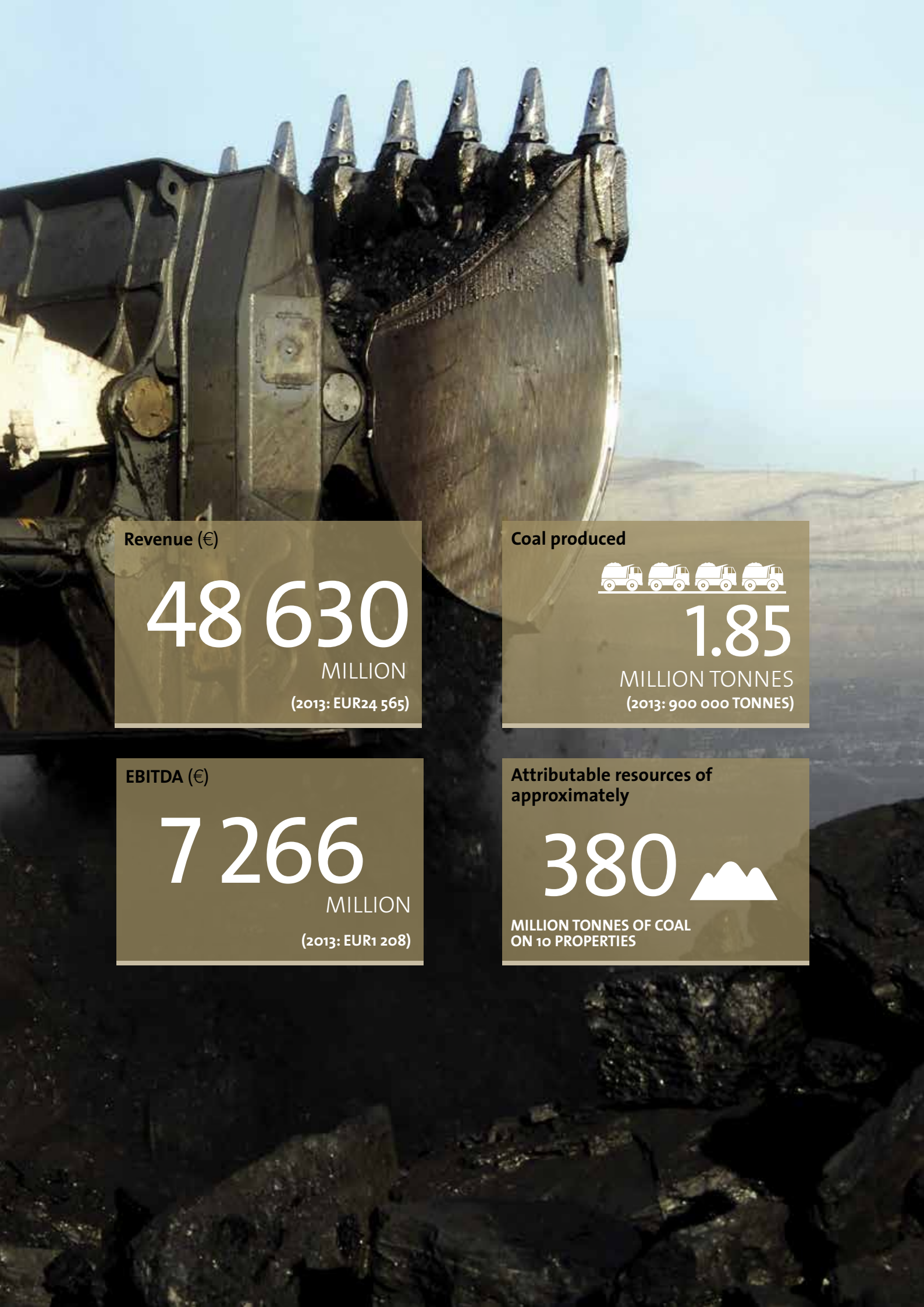


○ 2014 **7 266**  
● 2013 **1 208**

Cash and cash equivalents at the  
end of the period (EUR thousand)



○ 2014 **19 140**  
● 2013 **9 335**



Revenue (€)

48 630  
MILLION

(2013: EUR24 565)

Coal produced



1.85

MILLION TONNES

(2013: 900 000 TONNES)

EBITDA (€)

7 266  
MILLION

(2013: EUR1 208)

Attributable resources of  
approximately

380 

MILLION TONNES OF COAL  
ON 10 PROPERTIES

# CHIEF EXECUTIVE OFFICER'S REPORT

NONKULULEKO NYEMBEZI-HEITA



Dear shareholder

Two years ago we embarked on a new strategic direction for IchorCoal. Our historical business model of being an integrated coal producer, processor and trader evolved into a new model, that of a “pure play” mining company focusing exclusively on coal production in South Africa

In 2014 we devoted ourselves to execution against our new business model. Performance during the year demonstrated that our business model works and that we possess the skills and the assets to realise our strategic objectives.

We aim to achieve our objectives on two fronts, namely: developing existing assets and pursuing value-enhancing acquisitions. This year we made very substantial, even breakthrough, progress on both fronts. Owing to the achievements of 2014, we are now well on our way towards reaching our mid-term objective of positioning IchorCoal as not only a successful mid-tier producer but as South Africa's pre-eminent medium-sized coal miner.

## COAL PRICE WEAKNESS

Our progress was achieved against the backdrop of depressed commodity prices, coal chief among them. During the year international coal price weakness not only continued but deepened, average prices declining by some 25 percent. This reality has presented considerable challenges for the sector. It is well to bear in mind that coal markets have always been extremely cyclical and no doubt in time, the current depressed price environment will come to be seen as another temporary downturn. On the global demand side, weakness in Chinese thermal coal consumption is clearly a matter of considerable concern. Therefore, it is understandable that the prevailing state of global markets might give investors in coal stocks cause for disquiet. What needs to be appreciated, however, is the anticipated rise in Indian coal off-take together with robust demand in South Africa.

# IchorCoal will become a world-class player

## SOUTH AFRICAN COAL'S COMPELLING VALUE PROPOSITION

South Africa's coal resources are abundant and the geology favourable for the large-scale, cost-effective extraction of quality coal. Moreover, the country's infrastructure is reasonable to ensure the efficient and reliable transport of coal from colliery to both domestic and export customers. Despite these favourable conditions, since 2000 the rate of growth in South Africa's total coal production has lagged far behind the global average at just over 1 percent compound annual growth rate in the past decade and a half. This is a state of affairs that is now changing dramatically, the primary reason being a national energy deficit that is not just imminent but that has already had a profound, even severe, impact on the country.

IchorCoal's producing and near-production assets are all located in the South African province of Mpumalanga, all in close proximity to coal-burning power stations operated by the state owned electricity utility, Eskom. Our 74 percent-owned Vunene mine supplies directly to Eskom's Camden Power Station, located a mere 5km from the mine.

In recent years Eskom has failed to meet rising South African electricity demand, leading the utility to implement power rationing (known locally as "load shedding"), and to invest billions of rands in some 9 600MW of new coal-fired generating capacity.

At the same time that Eskom is coming under unprecedented pressure to "keep the lights on" by reconditioning existing generating infrastructure and creating new capacity, it is facing the equally ominous prospect of a severe shortage of contracted thermal coal. This so-called supply cliff is generally estimated at approximately 60 million tonnes per annum (mtpa) – and it is due to become a reality in the very near future.

More than 90 percent of Eskom's coal requirement is met by just five major suppliers. However, many of these suppliers' collieries are coming close to the end of their economic lives, with the result that Eskom has had to look elsewhere to ensure the security of supply that will keep its power stations – including the new Medupi and Kusile stations – operating.

Inevitably, the looming supply shortfall has prompted investment in new coalfields by over 120 junior miners, IchorCoal among them. Yet many – if not most – of the new junior miners that have recently started mining in the expectation of supplying Eskom lack the expertise to operate sustainably and they all lack the scale that is necessary to achieve the levels of operational efficiency at which they can fund their own growth.

The conundrum that junior miners face is that they are simply unable to access the funding required to achieve economies of scale. Investors, banks and other lenders appear to be taking the view that small, mostly new operators pose unacceptably high levels of risk.

## ICHORCOAL'S COMPELLING VALUE PROPOSITION

It is precisely this situation that makes the IchorCoal value proposition so compelling – and why execution on our business model in 2014 was of such cardinal importance. In the race to consolidate the multitude of small producers – many of which have high-quality assets but little or no access to capital for their development – IchorCoal ended 2014 extremely well placed to emerge as this country's first true mid-cap coal miner.

Both of the producing assets in which IchorCoal has sizeable interests – Vunene and Kangala – have coal supply agreements with Eskom that guarantee these operations will be able to operate sustainably over the medium to long term. The third property – Manungu mine within the Mbuyelo Coal stable – is scheduled to produce its first coal in June this year. The mine concluded a coal supply agreement with Eskom in the latter part of last year and obtained all requisite regulatory approvals in early 2015. The mine will initially supply 1.6mtpa to Eskom, ramping up to 3mtpa from the fourth year onwards.

## CHIEF EXECUTIVE OFFICER'S REPORT (continued)

While supply agreements with Eskom provide a strong underpin to our operations, we are mindful that international thermal coal prices will inevitably strengthen. Thus, we continuously monitor international markets with a view to resuming export sales in a more meaningful way as and when market conditions improve.

As at end 2014, IchorCoal had attributable mineable resources amounting to 380 million tonnes, up 238mtpa from prior year. This is expected to increase to just shy of 400mtpa by the end of the first half of 2015. Thus, the company is well positioned to deliver on its goal to lift annual production to 15mtpa by 2017.

### DELIVERING ON STRATEGY

The successes of 2014 were achieved through solid operational performance. As the chief operating officer's report makes clear in greater detail, this year our Vunene mine doubled production at operating costs that were well within budget and compare extremely favourably with mines of similar size and geology. Most importantly, Vunene's opencast operations ramped up rapidly and successfully to full production while maintaining safety standards that compare with the best in the world. Meanwhile, we continued to make excellent progress on preparing for the start of underground mining operations in 2016, development again being well within projected timelines and budget.

### UNIVERSAL INVESTMENT A LANDMARK DEAL

While cementing our relationship with our strategic partner, the Mbuyelo Group, this year we made further strides on implementing our strategy of concluding value accretive acquisitions. In October 2014 we completed the purchase of a 29.99 percent stake in Universal Coal Plc for an amount of US\$24.5 million. The premium paid for this acquisition relative to the Universal share price was entirely appropriate given prevailing market sentiment towards the coal sector, the quality of the asset and the strength of Universal's management team. This landmark acquisition was completed following extensive investigations undertaken by management and a multidisciplinary, highly skilled team of experts who were convinced that the net asset value represented by the share acquired was well in excess of the price paid.

Universal will use the transaction proceeds to complete its acquisition of the New Clydesdale Colliery (NCC) near Emalahleni, a property which is immediately adjacent to its Roodekop mine. Development activities have commenced at the NCC Roodekop complex which is on track to start production in the second half of 2015. Not only does the transaction give IchorCoal access to a developed, well-managed mine, NCC also has an installed processing plant with a capacity of 2mtpa, providing optionality for other near-term value accretive opportunities.

The Kangala mine reached steady-state operation in the second half of 2014 and is expected to produce 2.4m tonnes run-of-mine in the 2015 calendar year. Furthermore, our investment in Universal exposes IchorCoal to large and highly prospective coking coal assets in the Tuli and Soutpansberg coalfields.

Our active participation at board level of our minority holdings has confirmed our initial conviction regarding the attractiveness of the assets. We remain extremely satisfied with the management of both our partners' operations, the very strength of their leadership being key reasons for our investments into, respectively, Mbuyelo and Universal. Moreover, both have excellent growth prospects for the longer term.

This year the IchorCoal management team were delighted not only with the success of the Universal transaction and the value this will unlock but also with the overwhelmingly positive support by our shareholders as evidenced by the corporate bond conversion in July and subsequent share placement which funded the investment. Prior to the Universal purchase, the company issued 5.4 million new shares with a nominal value of €0.10, representing 8.6 percent of IchorCoal's existing issued ordinary share capital. The proceeds of this issue were deployed in the acquisition of Universal shares which will in turn use the funds to complete the NCC acquisition and bring the mine to production.

### SOLID FINANCIAL PERFORMANCE

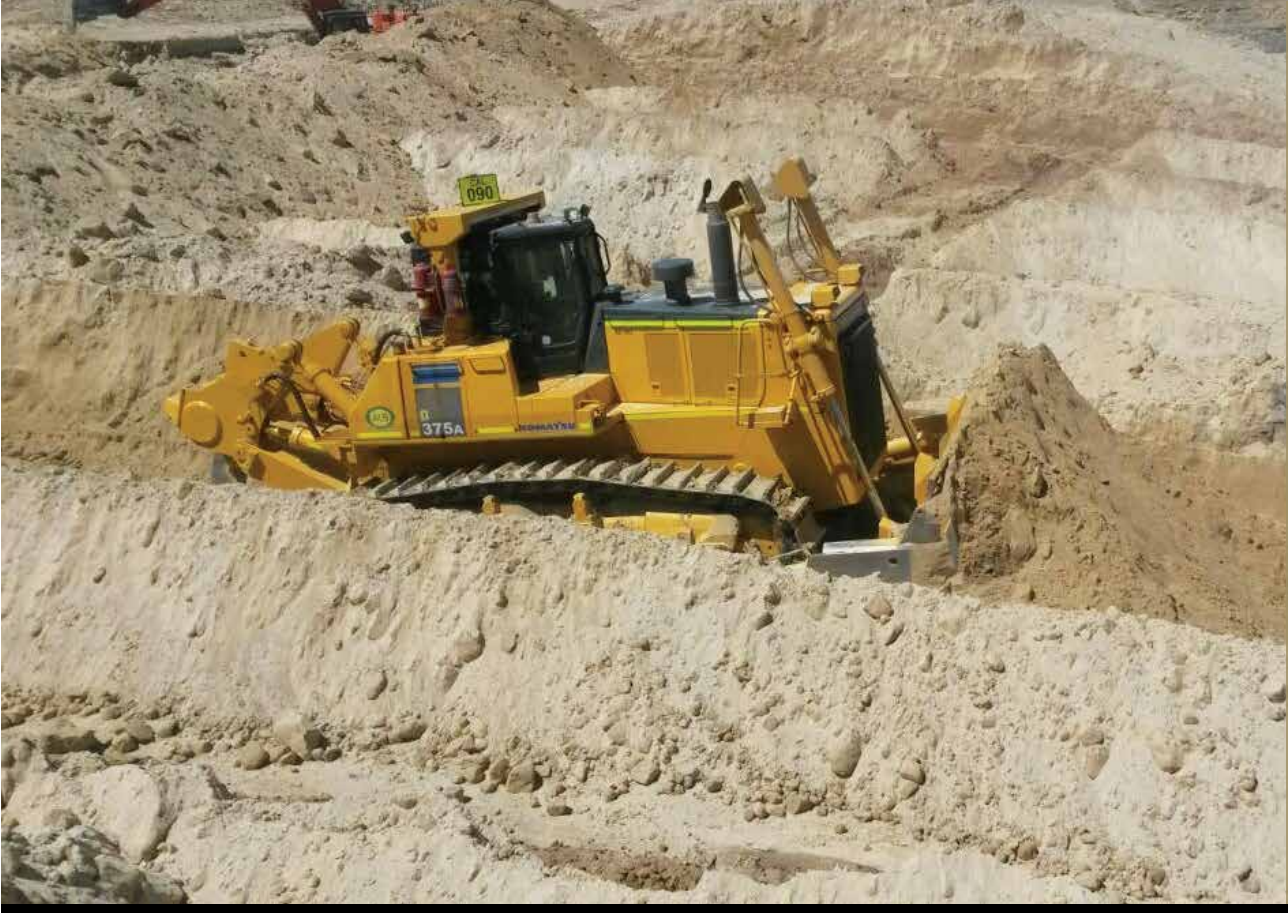
IchorCoal reported a substantial increase in EBITDA, from €1.2 million in 2013 to €7.26 in 2014. The primary drivers were a significant rise in production output and tight control on operating costs. Revenue was double that of prior year, from €24.5 million to €49 million.

The company signed an agreement with the holders of a total of €33 million of outstanding corporate bonds to exchange their respective bonds for ordinary shares in the company's share capital, effective as of 31 July 2014. The fact that bond holders had the confidence to convert their bonds to equity speaks volumes about the positivity in the market relating to IchorCoal, its management team and its future prospects.

Due to the bond conversions and capital increase, there was a marked improvement in the group's equity position – from €17.2 million in 2013 to €64.2 million in 2014. That, together with the reduction in the associated bond liabilities, has resulted in the company ending the financial year with a much healthier capital structure. Our debt-to-equity ratio improved from 7.91 in 2013 to 1.75 in 2014. This dramatic improvement in our balance sheet will afford the company more flexibility as it contemplates further expansion plans.

### REACHING OUT TO STAKEHOLDERS

As much as management focused their attention on growing the business organically and through carefully targeted acquisitions, a great deal of effort was spent on managing stakeholder relationships. Underpinning our success in 2014 were the constructive relationships with key stakeholders including various levels of government, regulators, employees, organised labour, business partners, Eskom, suppliers, contractors and local communities.



Retaining the support of these various stakeholders is essential to retain our licence to operate. We remain committed not only to retaining their goodwill by always meeting our obligations, but to keep earning that support.

## OUTLOOK

The consensus view seems to be that there will likely be some recovery in global coal market conditions towards the end of 2015. Much depends on the off-take from China remaining at current levels and India starting to take up the slack. Supply-demand conditions in the domestic market should continue to favour the supply side through the short to medium term.

We expect to make steady progress with re-establishing underground mining operations at Vunene and reiterate first quarter 2016 as the target completion date. The project is progressing well and negotiations with Eskom to conclude an off-take agreement have begun.

We are working on further strengthening our relationships with our strategic partners. Universal Coal is poised to start delivering strong cash flows in the year ahead on the back of Kangala's solid operational performance. NCC is focusing on overcoming the last two outstanding milestones, namely: obtaining regulatory approval for the transfer of the mine from the seller and concluding a coal supply agreement with Eskom. On the Mbuyelo Coal side, the business plan foresees the multi-product Welgemeend mine starting to produce saleable product during 2015 for Eskom and non-Eskom domestic users.

Most of our operations supplying Eskom are appropriately empowered in terms of the utility's relatively recent broad-based black economic empowerment (B-BBEE) ownership requirements. The notable exception is Vunene mine in which BEE accounts for 26 percent in accordance with South Africa's mining legislation. It is management's intention to reach a satisfactory resolution of the issue during 2016. However, this will not detract from our strong focus on performance to ensure that we achieve our strategic objectives. Nor do we anticipate that ongoing discussions around South Africa's overarching mining policy environment will impact materially on the realisation of our ambitions.

In closing I thank all stakeholders, including my management team, employees, contractors, suppliers, customers and investors for their unstinting support in 2014. In particular, our employees' hard work has been pivotal in making 2014 a year of very profound achievement for IchorCoal.

**Nonkululeko Nyembezi-Heita**  
Chief executive officer

# CHIEF OPERATING OFFICER'S MESSAGE

ANDRIES ENGELBRECHT



Dear shareholder

All operations and mining developments meeting targets and, in most cases, exceeding them

Vunene Mining's Usutu Colliery (in which the company has a 74 percent interest) doubled production from the previous year to 1.85 million tonnes. The increase in production was in line with projections, output in 2013 having been limited by delays in obtaining an integrated water use licence. This year, production at the two new pits, Block D and 9B proceeded as planned, the on-site contractors, Liviero, successfully mining the C lower, C upper and B seams and overcoming difficulties previously encountered in accessing the C lower seam.

Geological conditions dictated that, as foreseen, the overall strip ratio increased in the second half of the year, translating into an unavoidably higher mining cost for the year. This was counteracted by a number of decisive interventions. Early in the year, IchorCoal's on-site management was refreshed with the appointment of a new general manager and various other heads of department. Most significantly, our contractual arrangement with the mining contractor was changed, from a minimum-hours basis, to one in which the

contractor's performance is measured by units of production. This had an immediate and very positive impact on the cost per strip ratio which declined from a high of R63.10/strip ratio to a low of R40, achieved post-year end, in February 2015.

Following the change in contractual terms, bulk cubic meters mined rose some 65 percent, from 850 000 cubic metres to 1.4 million cubic metres per month. The colliery's EBITDA improved from R26 million in 2013 to R149 million and the gross profit margin rose from 6 percent to 26 percent. Average monthly ROM production for the year stood at 154 000 tonnes in 2014 with a monthly average of 160 000 tonnes projected for 2015.

This year, Usutu achieved considerable success on export sales, realised export prices averaging \$62/tonne. From 2015, however, production from the opencast operation will be devoted exclusively to Eskom's neighbouring Camden Power Station.



# IchorCoal operational performance in 2014 was outstanding

## UNDERGROUND PREPARATIONS ON TRACK

While the opencast mine successfully ramped up to full production this year, similar solid progress was made on preparing Usutu for underground operations which will have a LOM of 20+ years. Final production from the opencast operation is scheduled for the third quarter in 2016 with underground mining commencing in Q1 2016.

Historically, Usutu was operated as an underground mine from the 1960s until the early 1990s when it was placed on care and maintenance. Preparations for restarting underground operations were completed in 2014. These preparations included finalising mine planning and awarding tenders with the appointed contractors coming on site in December 2014. Returning the underground workings to service will entail completely re-supporting the roof, replacement and refurbishment of the entire conveyor belt system as well as the electrical system. Capital expenditure on preparing Usutu for underground mining in 2015 (Phase 1) is budgeted at R169 million and Phase 2 (2016/2017) at some R246 million.

Steady-state underground output is projected at circa 1.8mtpa. The quality of Usutu underground product (with an average energy yield in excess of 24MJ/kg) is exceptional, allowing for coal to be sold to Eskom, for domestic low phosphorous metallurgical use and, especially for export. Costs over the underground operation's LOM will be similar to those currently achieved in the opencast operations.

## MINING SAFELY AND RESPONSIBLY

Vunene Mining did not record any fatal accidents for the year although the lost time injury frequency rate increased to just over 1 from 0.82 recorded the year before. This year, a comprehensive baseline risk assessment for Usutu was undertaken by third-party experts, the findings of which will be used to inform improved risk-based safety-management policies and procedures.

In December 2014, a new five-year Social and Labour Plan (SLP) was being finalised for submission to the relevant authorities. The new SLP (see page 20) will, it is envisaged, have a significant and lasting positive impact on our employees and those of our contractors as well as on the communities affected by our mining operations.

At year end 560 people were employed at Vunene. Of these employees 80 are employed by Vunene and the balance by the contractors.

## MBUYELO PROJECTS PERFORM WELL

While not involved in the day-to-day management of the operations owned by our strategic partner, Mbuyelo Coal (see page 10), our management board was regularly consulted and informed about the development of the strategically important Manungu asset in the Delmas coalfield. Manungu has in place coal supply agreement with Eskom for 40.8mt. Phase one of the agreement calls for a supply averaging 1.6mtpa to the nearby Kendal Power Station, and 3mtpa from 2018 onwards to the Kusile Power Station currently being developed. In February 2015, Manungu's water use licence was granted paving the way for full scale production. First shipments to Eskom are scheduled to begin in June 2015.

This year, another extremely promising Mbuyelo-managed project, Welgemeend near Ermelo, was preparing to begin first production, of some 1.2mtpa, by Q2 2015. In November 2014, a joint venture agreement (in terms of which Mbuyelo Coal owns 50.1 percent of the new entity) was signed with Muhanga Mines doubling resources and giving Mbuyelo access to Muhanga's adjacent beneficiation plant as well as a 200 000-tonne annual export allocation. As is the case with Usutu, Welgemeend's resource (estimated at 7.8mt opencast and 5.2mt underground before the joint venture agreement came into force) possesses excellent market optionality.

## CHIEF OPERATING OFFICER'S MESSAGE (continued)

The Vlakvarkfontein colliery, which is in close proximity to the Kendal Power Station, for which it has a coal supply agreement with Eskom, produced according to schedule this year, delivering some 100 000 tpm to the power utility. Mbuyelo owns 50 percent of Vlakvarkfontein with co-owner Continental Coal enjoying a 60 percent economic interest and IchorCoal holding an effective 14.8 percent interest. Continental Coal manages Vlakvarkfontein which is cash-flow positive and has a four-year LOM.

The Welstand Colliery, which was previously owned by BHP Billiton and is today 100 percent owned by Mbuyelo Coal, is currently under care and maintenance with predominantly exploration work taking place. Welstand, whose mineable resources are estimated at 45mt is currently scheduled to commence production in 2017.

### NEW PARTNER UNIVERSAL ACHIEVES PLEASING RESULTS

Co-operation and information sharing with our new strategic partner, Universal Coal, has been excellent since our investment into that miner in October 2014. Universal and its various

operations and developments have extremely high-calibre management teams in place and we are most satisfied with their achievements to date.

The performance of Universal's Kangala Colliery during the year was similarly satisfactory. Kangala has an eight-year LOM and an annual production of circa 2.1mtpa tonnes of saleable coal from a ROM production rate of 2.4mtpa.

Good progress was made this year on readying Universal's NCC Roodekop (see page 16) for initial production in Q3 2015.

At year-end all indications were that, excluding any corporate activity, by December 2015 attributable run-of-mine tonnes would reach circa 3.5 million, an increase of 95 percent on the previous year.



**Andries Engelbrecht**  
*Chief operating officer*





More than 90% of South Africa's electricity generated by coal



9 600MW of new coal fired power stations being built



60mtpa deficit forecasted



Plans to mine 15mtpa by 2017

# MBUYELO GROUP – STRATEGIC PARTNER OF ICHORCOAL



In 2012 and 2013 IchorCoal bought a 45 percent interest in Mbuyelo Coal, which owns the majority of the mining interests of the Mbuyelo Group

The Mbuyelo Group was founded in 2006 by entrepreneur Rirhandzu Owner Siweya who, with various partners, had previously acquired a number of prospecting and mining rights. These rights were the basis on which Siweya and his partners established a group of companies operating primarily in the resources and property sectors. Today, the Mbuyelo Group retains a 49 percent shareholding in Mbuyelo Coal with the remaining 6 percent belonging to external shareholders.

Mbuyelo Coal owns a suite of extremely attractive resources and reserves amounting more than 600 million tonnes (mt) of coal.

## **MANUNGU COLLIERY**

The Manungu colliery, located 100 km east of Johannesburg, has reserves and resources of approximately 410mt. Opencast activities commenced in early 2014 with first coal production expected in June 2015. From June 2015 Manungu will supply approximately 1.6mtpa to Eskom's Kendal Power Station. In terms of the second phase of the coal supply agreement, Manungu will deliver 3mtpa to the Kusile Power Station which is currently being constructed. Life-of-mine is projected at 30 years.

Manungu colliery – Reserves and resources

410<sub>mt</sub>

Welgemeend colliery – ROM Reserves

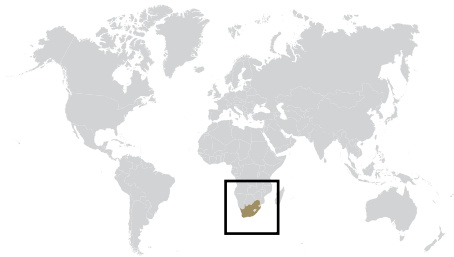
27<sub>mt</sub>

Vlakovarkfontein – ROM Reserves

6.8<sub>mt</sub>

Welstand colliery – Reserves and resources

45<sub>mt</sub>



## Manungu

Resources and reserves:

410<sub>mt</sub>

Life-of-mine:

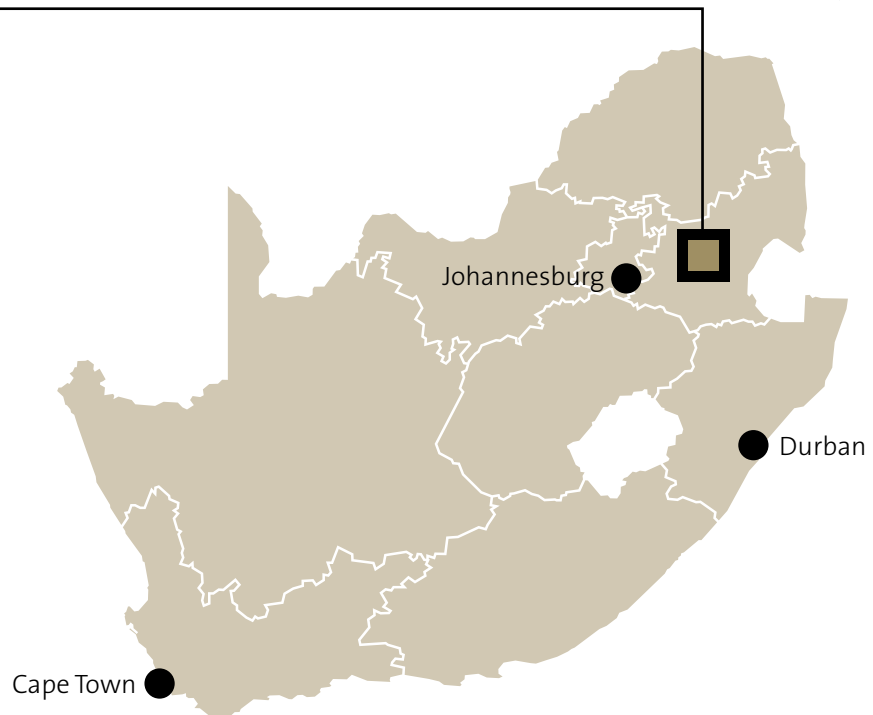
30 years

Mining method:

Opencast

Status:

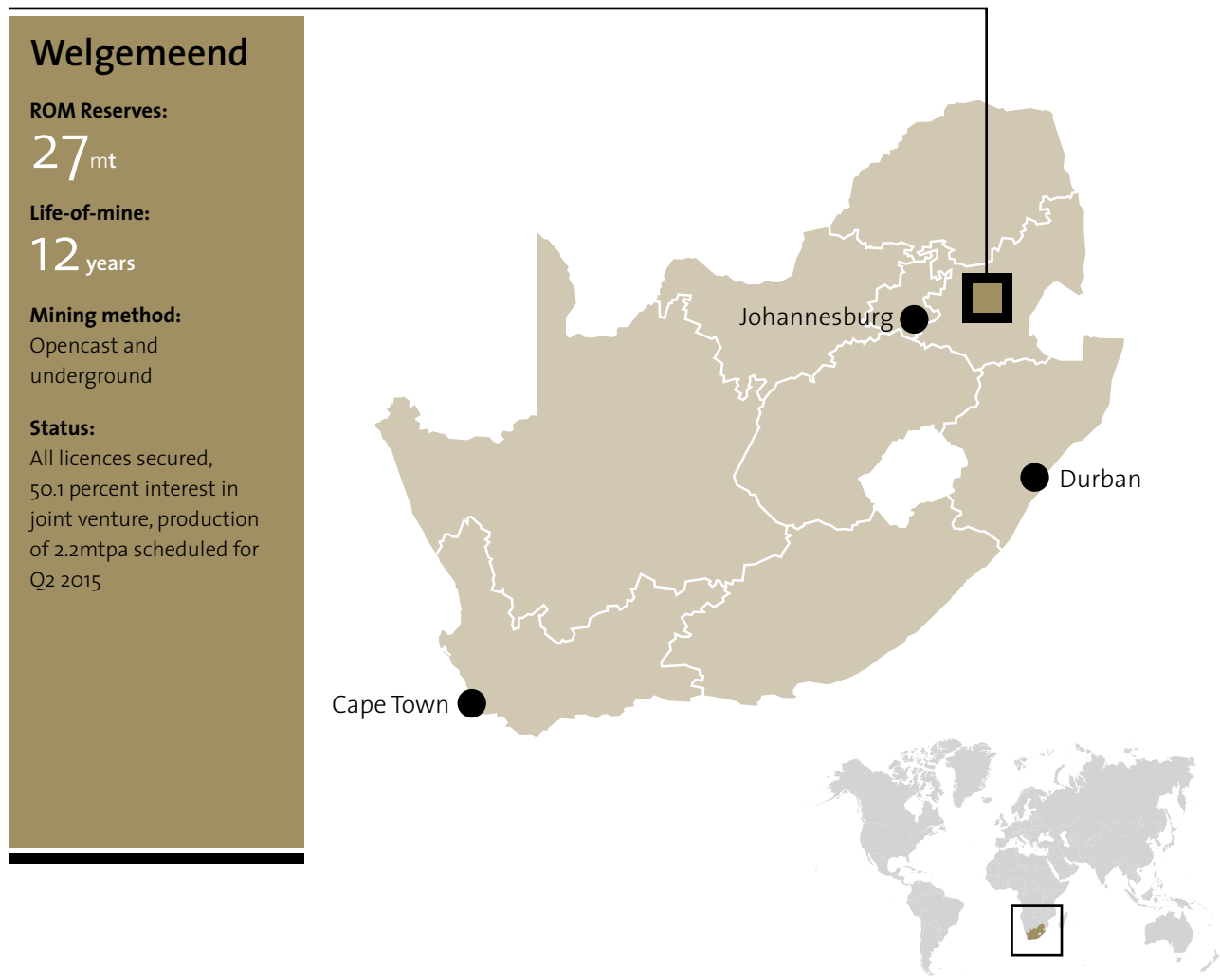
Producing,  
CSA with  
Eskom for  
40.8 million tonnes



**WELGEMEEND COLLIERY**

Located near the town of Hendrina, southeast of Johannesburg, Welgemeend has access to a run-of-mine reserve of some 27mt following the completion of a joint venture (in which Mbuyelo Coal owns 50.1 percent) with Muhanga Mines owners of a contiguous asset and a functioning processing plant.

Welgemeend is scheduled to commence producing some 2.2mtpa in Q2 2015. Welgemeend’s coal quality is such that it provides flexibility in terms of the marketing mix with domestic thermal, domestic metallurgical and export thermal coal being produced.



**VLAKVARKFONTEIN COLLIERY**

Mbuyelo Coal owns 50 percent of Vlakvarkfontein which, like Manungu, is located near the Kendal Power Station for which it has supplied 1.3mtpa since 2010. Continental Coal has a 60 percent economic interest in the four-year life-of-mine Vlakvarkfontein, which it manages.

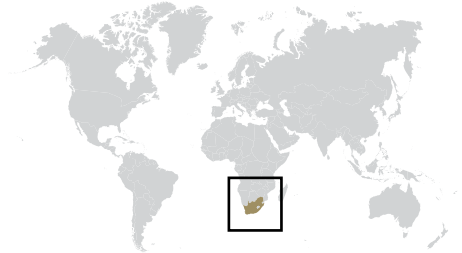
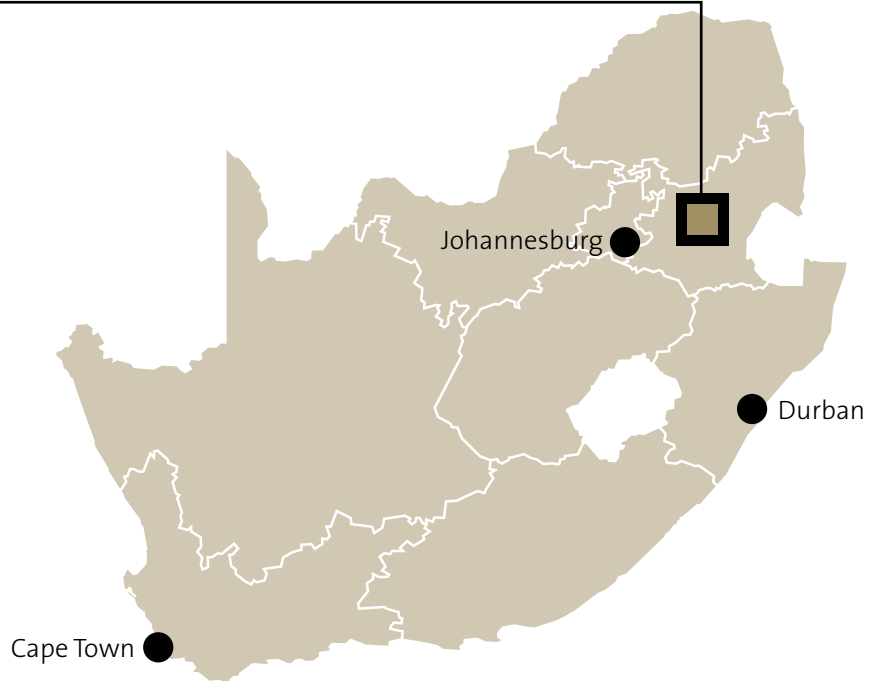
**Vlakvarkfontein**

**Reserves and resources:**  
6.8 mt

**Life-of-mine:**  
4 years

**Mining method:**  
Opencast truck and shovel

**Status:**  
Operating, 1.3mtpa supplying to the domestic market



**WELSTAND COLLIERY**

Previously owned and operated by BHP, Welstand has a remaining resource of some 45mt. Production will initially be from an opencast operation with a likely expansion into underground mining. Although Mbuyelo has executed its mining right to Welstand, planning at present does not include production until early 2017.

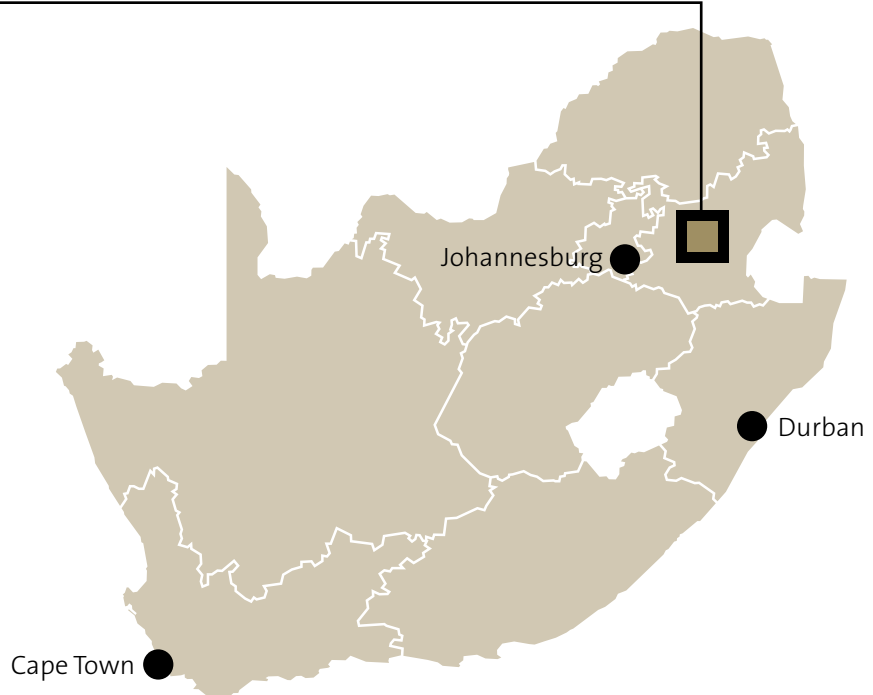
**Welstand**

**Resources and reserves:**  
45 mt

**Life-of-mine:**  
>15 years

**Mining method:**  
Opencast, possibly later underground

**Status:**  
Care and maintenance, mining right executed



# UNIVERSAL COAL – STRATEGIC PARTNER OF ICHORCOAL



Australian Stock Exchange-listed Universal Coal Plc, in which Ichor Coal bought a 29.9 percent stake in October 2014, is a junior coal miner with extensive thermal and coking coal assets in South Africa

Universal has rights to more than 2 billion tonnes of JORC-compliant coal resources. Its first operation, Kangala Mine, which has a production capacity of 2.4mtpa of saleable coal, was successfully commissioned in March 2014.

The company is headed by chief executive and co-founder Tony Weber who has extensive experience in mining operations and project development.

## **KANGALA**

Kangala, located approximately 65km east of Johannesburg in the Delmas coalfields of South Africa's Mpumalanga province, has a 146.1mt resource base with proven reserves of 22.3mt.

This low-cost opencast mine is producing 2.1mtpa of coal saleable from a 2.4mtpa mine output. An eight-year coal supply agreement with Eskom is in place. A 100 000tpa life-of-mine off-take agreement for export product is also in place.

Universal Coal owns 70 percent of Kangala and is responsible for mine management.



Kangala – Reserves and resources

146<sub>mt</sub>

NCC Roodekop – Reserves and resources

165.4<sub>mt</sub>

Brakfontein – Reserves and resources

39.1<sub>mt</sub>

Berenice/Cygnus – Reserves and resources

1.25 billion tonnes

Somerville – Reserves and resources

274<sub>mt</sub>



## Kangala (thermal)

**Resources and reserves:**

146<sub>mt</sub>

**Life-of-mine:**

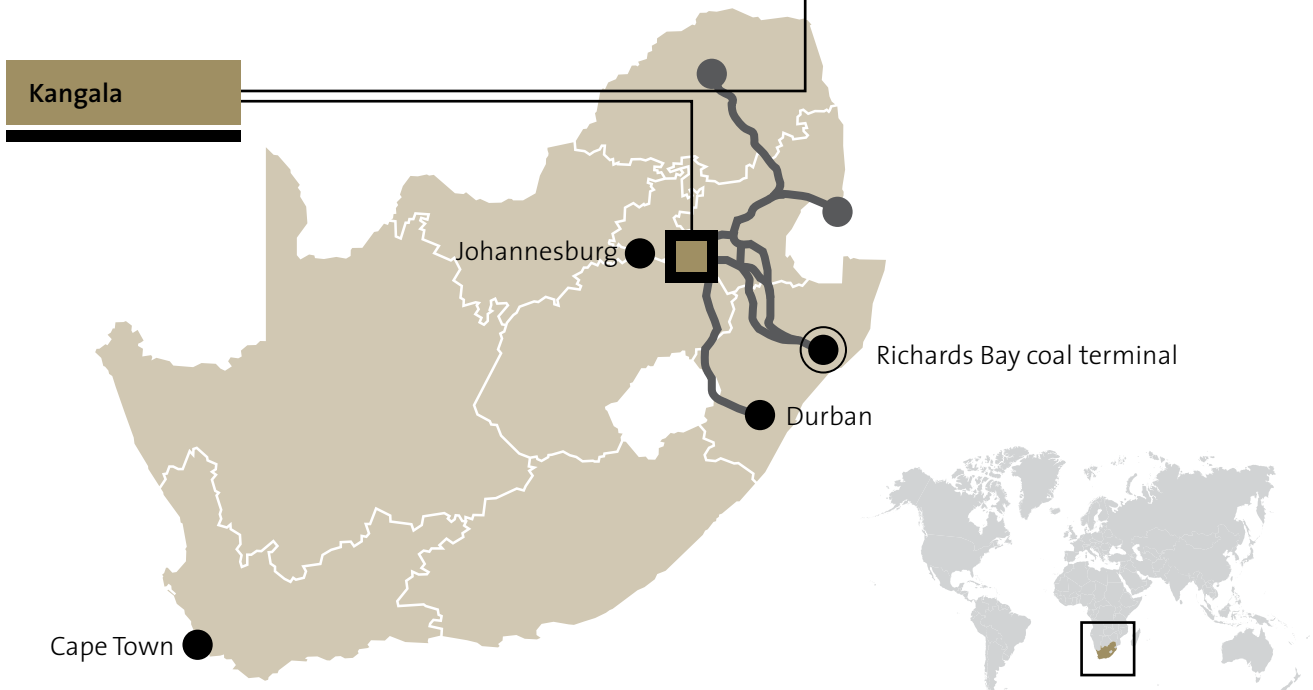
>20 years including the contiguous Middelbult and Modderfontein properties (eight-and-a-half years for the Wolvenfontein resource)

**Mining method:**

Opencast

**Status:**

Kangala producing at a projected four-year payback period with Eskom CSA in place; Middelbult and Modderfontein to be developed

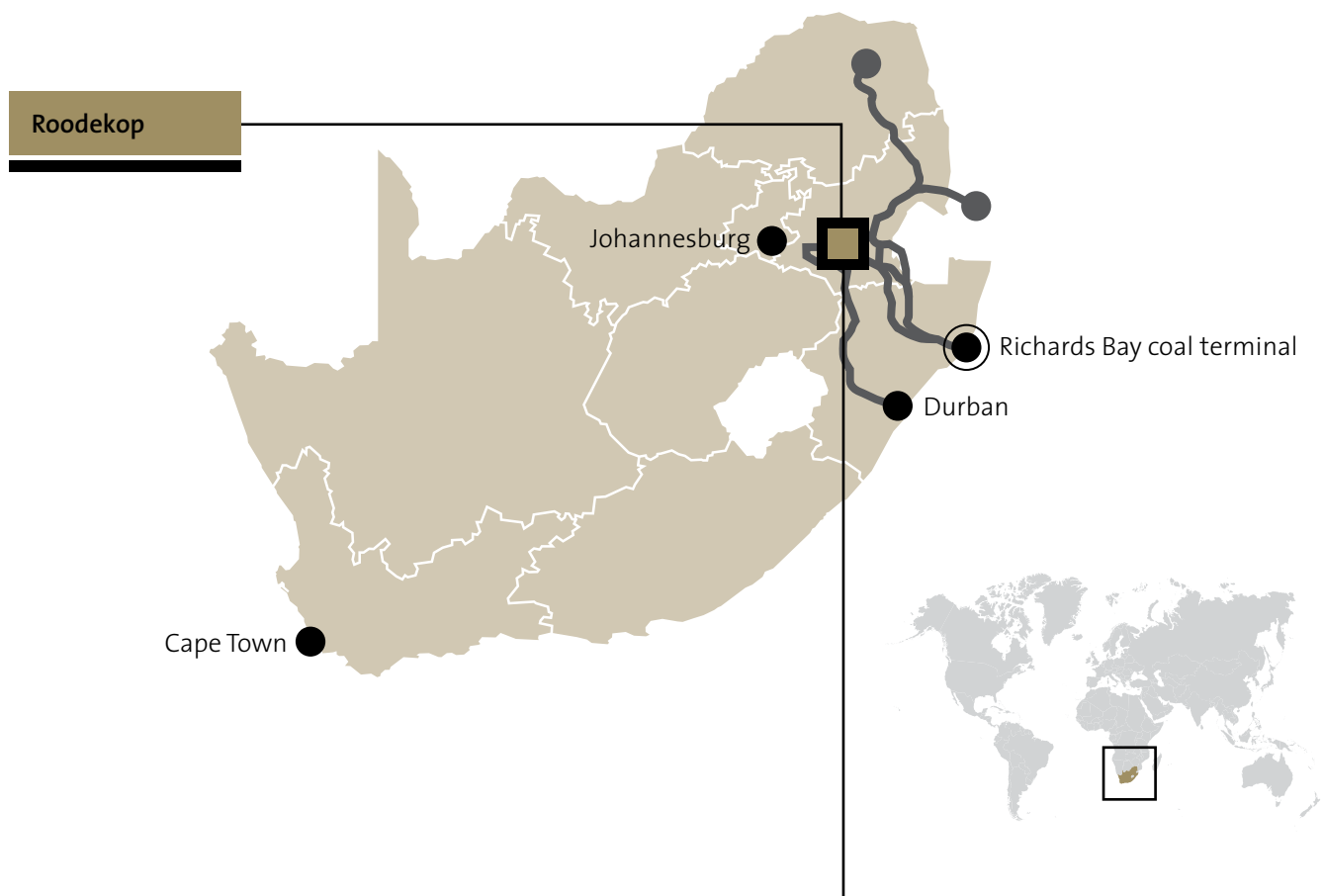


## UNIVERSAL COAL – STRATEGIC PARTNER OF ICHORCOAL (continued)

### NCC ROODEKOP

Located 35km south of the town of Emalahleni (Witbank) in the Kriel district, NCC Roodekop has a JORC-compliant resource of 165,4mt of which 145mt are measured. Proven reserves are 40.75mt.

Roodekop has obtained all required licences and production (at steady state, of some 2mtpa of multi-product coal) is scheduled to commence in Q3 2015. Ownership of the adjacent New Clydesdale Colliery (NCC), including its 2.2mtpa fully equipped processing plant) was recently acquired from Exxaro Coal. At the end of March 2015 the transaction to acquire NCC was subject only to a Section 11 transfer, issuance of which was imminent. Universal will own 70.5 percent of the combined NCC Roodekop complex.



### NCC Roodekop (thermal)

Resources and reserves:

165.4 mt

Life-of-mine:

30 years

Mining method:

Opencast and underground

Status:

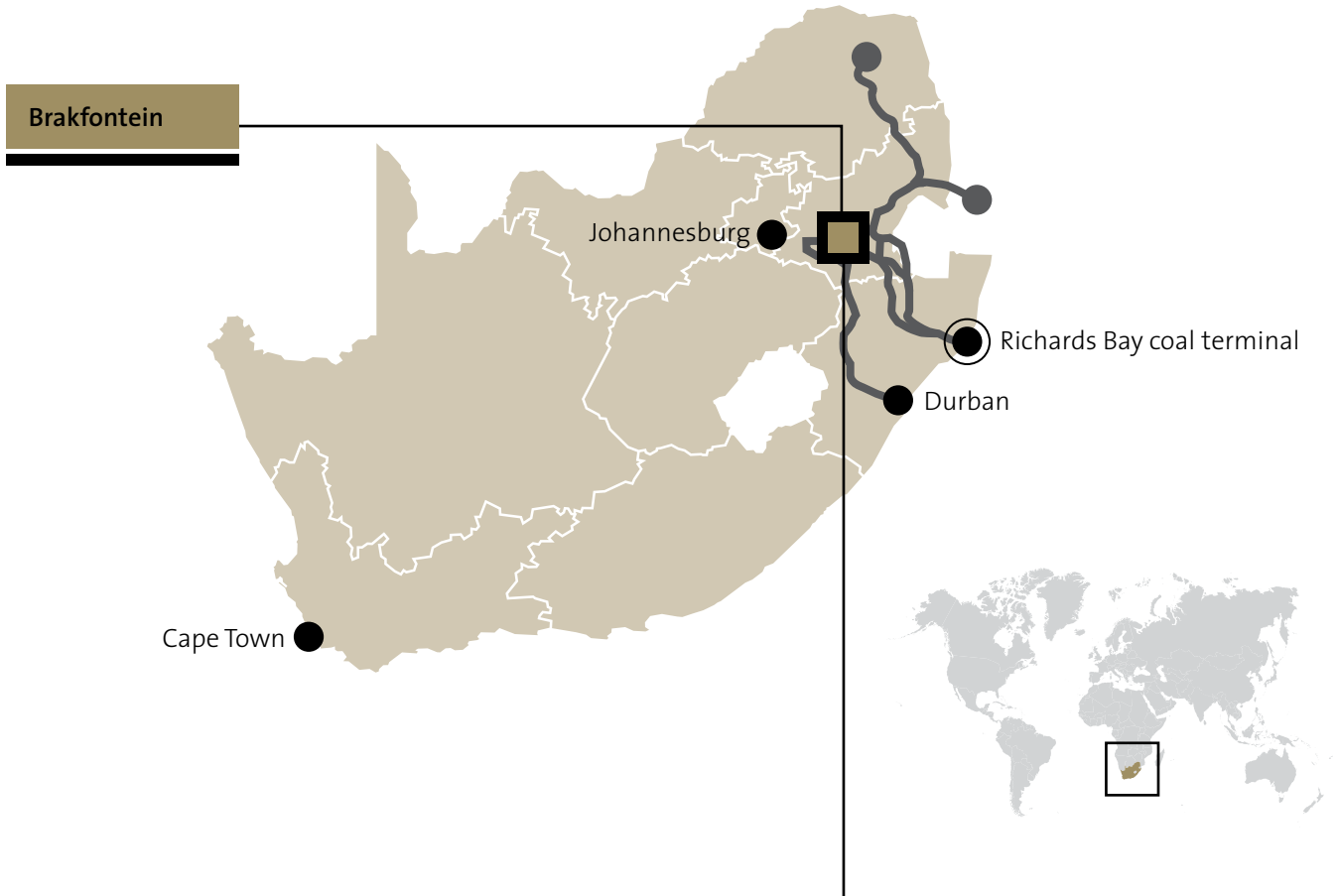
Project development

**BRAKFORTEIN**

The Brakfontein coal project, in the Delmas coalfield 20km south of the Kangala Mine, consists of a JORC compliant coal resource of 39.1 mt mineable tonnes *in situ* at a measured category.

A 110-hole drilling campaign was undertaken in 2012 and a pre-feasibility study for the development of Brakfontein completed in Q4 2014. The mining right and NEMA authorisation are in place while a water-use licence application was lodged in November 2012. Universal has a 50.29 percent interest in Brakfontein with the option to acquire 74 percent.

Brakfontein’s location holds the potential to share processing infrastructure with Kangala. First production is targeted for 2016.



**Brakfontein (thermal)**

**Resources and reserves:**

39.1<sub>mt</sub>

**Life-of-mine:**

In excess of

10<sub>years</sub>

**Mining method:**

Opencast

**Status:**

Under development

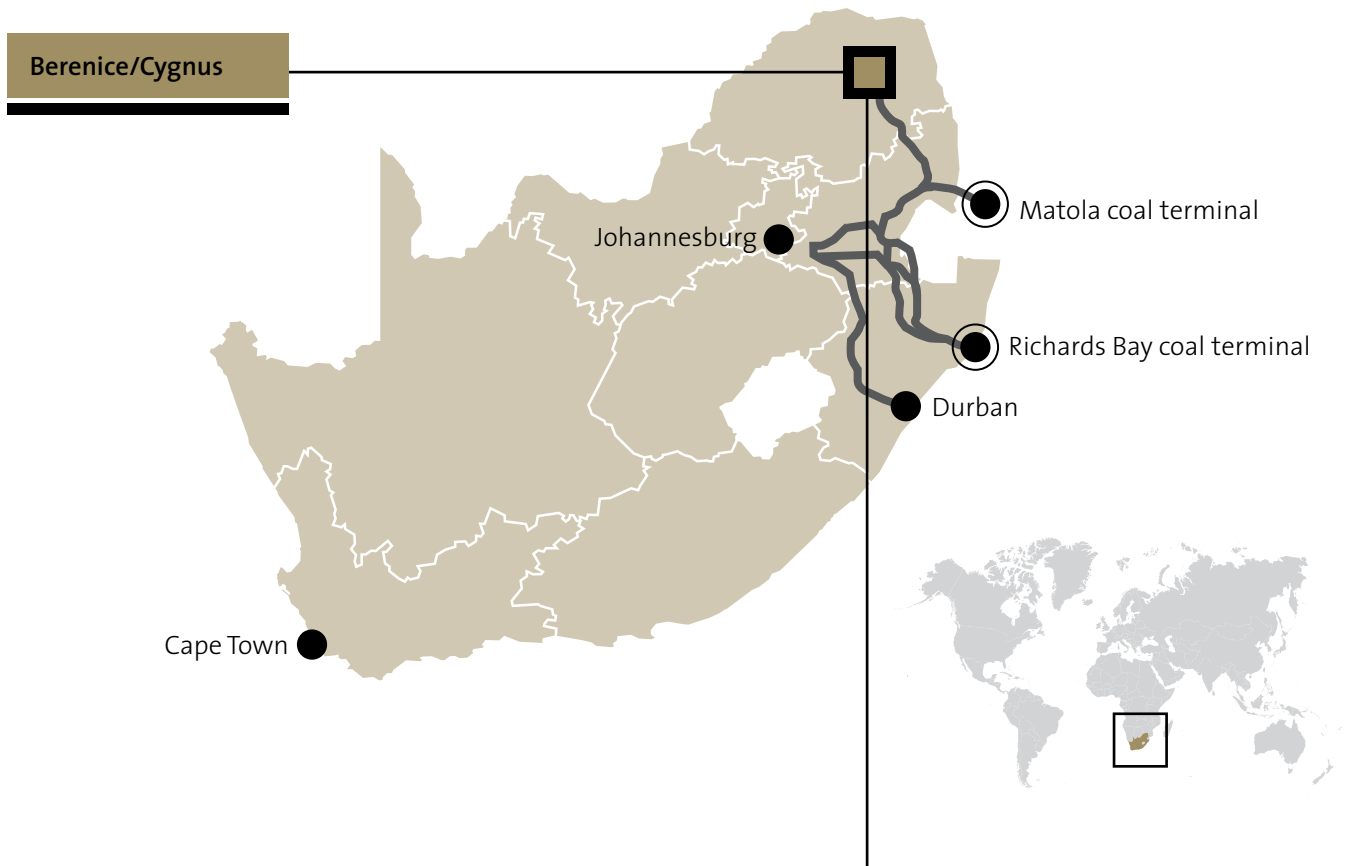
## UNIVERSAL COAL – STRATEGIC PARTNER OF ICHORCOAL (continued)

### BERENICE/CYGNUS

Berenice/Cygnus is a 1.25 billion tonnes shallow, consistently developed soft coking (primary) and thermal coal (secondary) resource in the Soutpansberg coalfield 90km southwest of Musina and 20km from export railway lines.

The Berenice prospecting right was renewed in April 2014, an environmental risk assessment, geotechnical study and hydro census as well as beneficiation test work having been previously completed ahead of a pre-feasibility study scheduled for H1 2015. An independent concept study has confirmed that the project could support a 10mtpa (ROM) operation with an life-of-mine well in excess of 25 years.

Universal owns 50 percent of both Berenice and Cygnus, in both cases with the potential to increase this to 74 percent.



### Berenice/Cygnus (coking and thermal)

**Resources and reserves:**

1.25 billion tonnes

**Life-of-mine:**

>25 years

**Mining method:**

Opencast

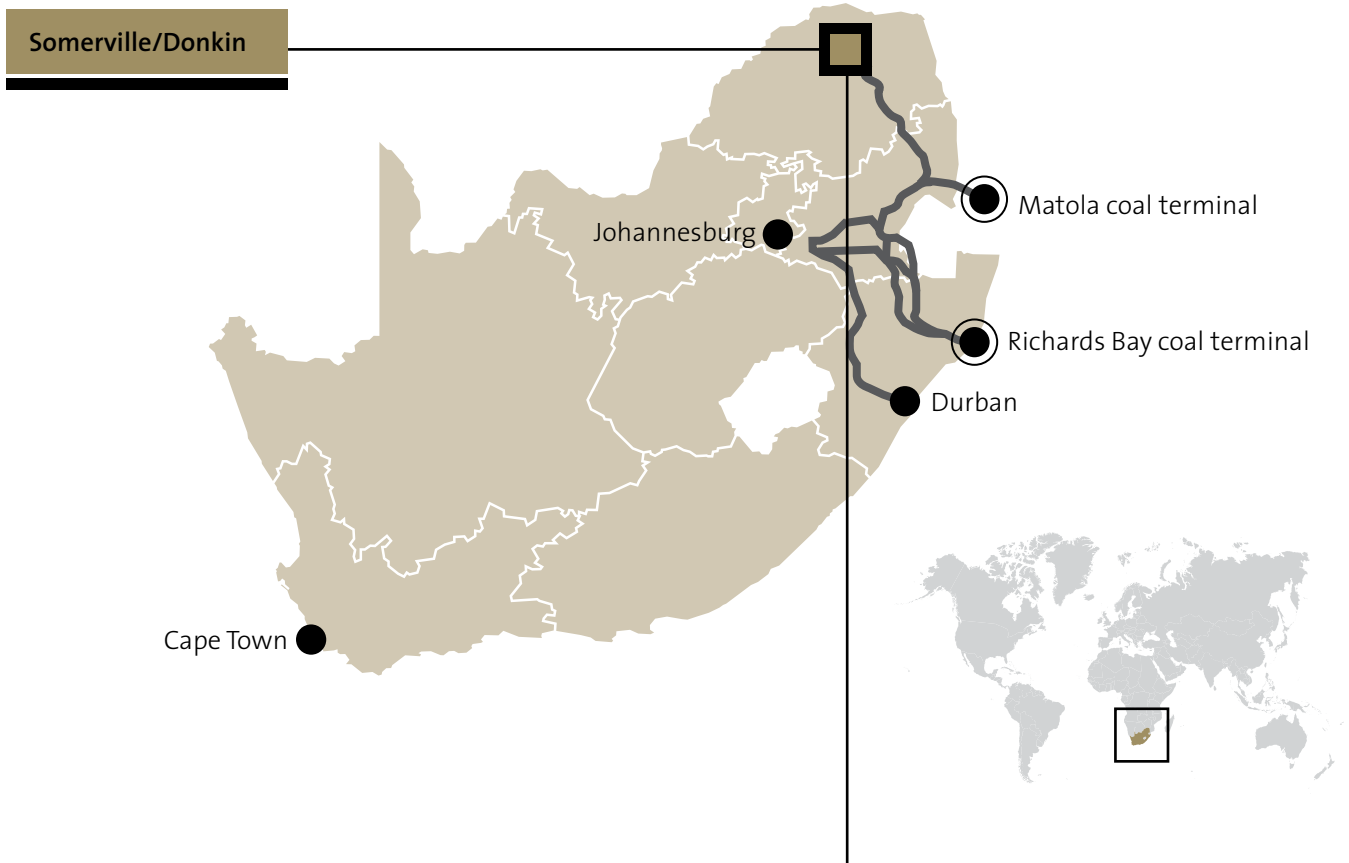
**Status:**

Prospecting

**SOMERVILLE**

Located in the Tuli coalfield southwest of Musina, Somerville consists of a 274.2mt JORC-compliant inferred coal resource to be accessed largely by underground operations.

Prospecting licences cover some 15 000 hectares, historical drilling having confirmed the location’s coking coal potential.



**Somerville (coking)**

**Resources and reserves:**  
274,2 mt

**Life-of-mine:**  
>20 years

**Mining method:**  
Underground with some opencast

**Status:**  
Prospecting

## MORE THAN JUST MINING

Vunene Mining's Usutu Colliery has a significant, positive, impact on the communities around it – and it has allocated millions of rands each year to ensure that impact is a sustainable lasting one extending way beyond the life of the mine. Vunene's SLP is not merely about compliance but at the heart is the development and empowerment of some of South Africa's poorest of the poor

More than three-quarters of the people employed by Vunene come from the Msukaligwa local municipality, of which Ermelo is the largest town. Msukaligwa in turn forms part of the Gert Sibande district, a sprawling area of the Mpumalanga province that is home to a million people.

Poverty is rife throughout Gert Sibande and job opportunities are few and far between; over 35 percent of the district's population of employable age are officially described as being "economically inactive" and 56 percent live in poverty. In the face of such daunting need, Vunene's social and labour plan (SLP) aims to make a difference, to empower and improve the lives of hundreds of local families.

The SLP is a condition of Vunene's mining licence and it sets out, in detail, how the company plans to have a positive impact on its employees, its contractors' employees and on communities surrounding the colliery. Vunene compiled a new five-year SLP

in 2014 and submitted to the Department of Mineral Resources (DMR) in 2015. In addition to spending millions on up-skilling and empowering employees, Vunene will implement various Local Economic Development (LED) initiatives to assist in poverty eradication and income creation in the surrounding communities.

The LED projects envisaged in the SLP were not drawn up in a vacuum. Instead they were compiled by external experts and company management after closely consulting the district municipality's integrated development plan and undertaking a socio-economic assessment of community needs. The IDP and socio-economic assessment revealed that the surrounding communities are plagued by poverty and a lack of broad-based income opportunities. Therefore, the Vunene SLP sets out a detailed programme of action for the area's medium-term development, concentrating mostly on poverty eradication through broad-based livelihood and income creation.



While the district badly needs investment in infrastructure, its people need jobs. In a nutshell, the Vunene SLP commits the miner to fund and manage four projects that have realistic, achievable outcomes. These projects are:

- Broad-Based Agricultural Livelihood and Enterprise Development;
- Livestock Improvement and Livelihood Programme;
- A library and resource development centre; and
- Household Poultry Egg Production and Livelihood Development.

The first project, Agricultural Livelihood and Enterprise Development, aims to empower families to grow crops, fruit and vegetables at/around their homes, firstly to address their food security and secondly to enable them to enter the mainstream economy by selling surplus produce and expanding such activities into profitable enterprises.

At the outset, poor households in two of Msukaligwa's wards will be trained in starting and running their own small-scale farming operations. Those who commit to the project will be given help with infrastructure such as greenhouse tunnels, rainwater harvesting systems, and ongoing training, mentorship and access to markets. In addition to crops it is planned that fruit trees will be planted as part of developing healthy nutrition programmes for families in the target communities. Over five years R6.2 million will be committed to the Agricultural Livelihood and Enterprise Development project.

While many households in the largely rural district own cattle and goats, livestock farming is unsophisticated and little attention is paid to pressing issues such as parasite control, overgrazing and access to water. The Community Livestock Improvement and Livelihood project aims to work with local small-scale cattle farmers to identify areas in which they need help and investment to become commercially sustainable. This will include improving animal health, improving breeding stock, improving grazing conditions, developing solutions to livestock loss, growing the economic asset value of livestock, improved environmental management, enterprise development and sustainable access to markets. The SLP budget for this project is R5 million.

People living in rural Ermelo (Ward 16) lack many of the basic necessities-including access to knowledge. The area has no library and so the Department of Mineral Resources requested Vunene to fund the construction of a quality library and resource centre that will serve local adults and children. Vunene will build a library-equip it with books, computers and other infrastructure by 2016. For the remainder of the initial SLP period the company

will pay for maintenance and the training of staff, eventually handing the library over to the local municipality. The budget for the Ward 16 library and resource centre is R4 million.

The fourth leg of the Vunene SLP's LED commitment involves facilitating the production, by individual households and enterprises, of eggs. Producing eggs sustainably holds the potential not only to feed producing families but, with the right assistance, for them to earn an income through supplying a significant need in the region.

The household egg production project seeks to reduce the loss of hens and chicks, to source good and affordable feed and to train participants in operating sustainable small enterprises. Vunene Mining will source experts to train households and to provide them with affordable materials. As with the other economic development projects, those who demonstrate commitment and achieve a measure of success will be mentored and helped to market their surpluses. An amount of R2.8 million has been budgeted for the egg project.

Many poor households in the Vunene communities are spending all their disposable income on barely surviving. The Vunene LED projects aim to develop hundreds of households and enterprises at a broad-based level in the local communities to generate significant income streams through supplying organic produce and products to the local and surrounding economies. Vunene aims to use its SLP as a catalyst to generate "wild fire" LED, which is once "blazing", is non-dependent on Vunene, but continues to grow in magnitude and impact in empowering people out of poverty. Such development requires new thinking which is not based on conventional LED but based on innovatively equipping and mobilising the masses living in poverty at grass roots. The Vunene SLP has applied such thinking.

Operating in a sea of poverty and underdevelopment, Vunene is proud to be making a difference. Our performance on the new SLP will be closely monitored and, while local economic development is normally not without its challenges and setbacks, we look forward to reporting, in future annual reports, on progress achieved – and on the impacts our investments have had on the lives of some of South Africa's neediest people.

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# REPORT OF THE SUPERVISORY BOARD

Dear shareholders

2014 was a pivotal year for IchorCoal. This year our company completed the transformation initiated the previous year, having successfully transferred its headquarters from Berlin to Rosebank, Johannesburg

This year IchorCoal also took its next important step towards becoming the leading South African mid-cap pure-play coal miner under the leadership of chief executive officer Nonkululeko Nyembezi-Heita and chief operating officer Andries Engelbrecht by acquiring a 29.9 percent stake in Universal Coal.

Universal Coal focuses exclusively on the development and operation of coal mines in South Africa and its projects contain over 2 billion tonnes (gross *in situ* before losses) of JORC-compliant coal resources. The funds accruing to Universal Coal from our investment were used to complete the financing of that company's acquisition of the New Clydesdale Colliery from Exxaro Coal Mpumalanga and to part-fund the development of the combined New Clydesdale/Roodekop complex.

To strengthen its equity base, IchorCoal this year raised its share capital by 12.9 percent by issuing 7.1 million new shares against the contribution of €33 million of the €35 million nominal corporate bonds issued in June and October 2013. In addition to this capital increase, we financed the investment in Universal Coal through raising the share capital of our company by 8.6 percent by issuing 5.4 million new shares with a nominal value of €0.1 for €4.65 per share.

## COOPERATION WITH THE MANAGEMENT BOARD

During the period under review, the supervisory board performed all of its obligations required by law and the company's articles of association. The management board informed us regularly, promptly and comprehensively about business policy and other fundamental issues related to corporate management and planning. Moreover, the supervisory board was kept informed about the financial position and development of the company as well as transactions and events of significance. We have advised the management board and monitored its management of the business – in particular the acquisition made this year and the refinancing undertaken through the corporate bond conversion and equity capital increase.

Important subjects and pending decisions were discussed at regular board meetings.

Furthermore, the supervisory board had insight into the assets, earnings and financial position of the company at all times. Proposals and reports of the management board were carefully reviewed, discussed in detail and approved insofar as this is required by law and the company's articles of association. Between meetings, the management board kept the supervisory board informed by written or verbal reports about ongoing business developments, projects, and the assets, earnings and financial position of the company.

## ANNUAL AUDIT AND CONSOLIDATED FINANCIAL STATEMENTS

The auditing company selected by shareholders at the annual general meeting was Ernst & Young, as was the case the previous year. Ernst & Young has audited the annual financial statements and management report prepared by the management board of IchorCoal as at 31 December 2014 and has issued an unqualified audit certificate. The annual financial statements of IchorCoal and the audit reports from the auditors were submitted upon completion to the supervisory board. These were discussed extensively at the supervisory board meeting held on 21 April 2015. After careful review, no objections were raised and the supervisory board approved the annual financial statements of IchorCoal for the year ended 31 December 2014.

## CHANGES IN THE MANAGEMENT BOARD

The reappointment of Sebastian Giese, chief financial officer of IchorCoal, as a member of the management board on 17 December 2013, expired on 31 December 2014. Reinhardt van Wyk took over Sebastian's duties with effect from 1 January 2015. Reinhardt has had a successful career as a chartered accountant and auditor and has been with the company since September 2014. Suitable arrangements have been made to ensure a smooth transition.

On 31 May 2011 the Dutch Parliament adopted new legislation to amend the Dutch Civil Code in connection with the rules on management and supervision within public limited liability companies (N.V.). The Act on Management and Supervision came into force on 1 January 2013. In 2014 IchorCoal's supervisory board did not meet the new guidelines in terms of gender diversity but it commits itself to striving to achieve adequate and balanced board composition when making future appointments. This will be done taking into account all relevant selection criteria, including but not limited to gender balance and executive experience.

On behalf of the supervisory board of IchorCoal, I thank all of you for your continuing support. I am confident that the operational and financial performance of the company will continue to improve significantly in 2015.

For the supervisory board

**Lars Windhorst**

21 April 2015  
London



Revenue up by

**100%**



Operating profit up 36  
times on 2013

# REPORT OF THE MANAGEMENT BOARD

IchorCoal N.V. (IchorCoal) is a limited liability company incorporated in Amsterdam, Netherlands with its shares admitted for trading on the High Risk Market of the Hamburg Stock Exchange and the Entry Standard of the Frankfurt Stock Exchange. In 2014 IchorCoal moved its head office to South Africa; the new address of the registered office is 30 Jellicoe Avenue, Rosebank, Johannesburg, 2196, South Africa.

## GROUP STRUCTURE AND ACTIVITIES

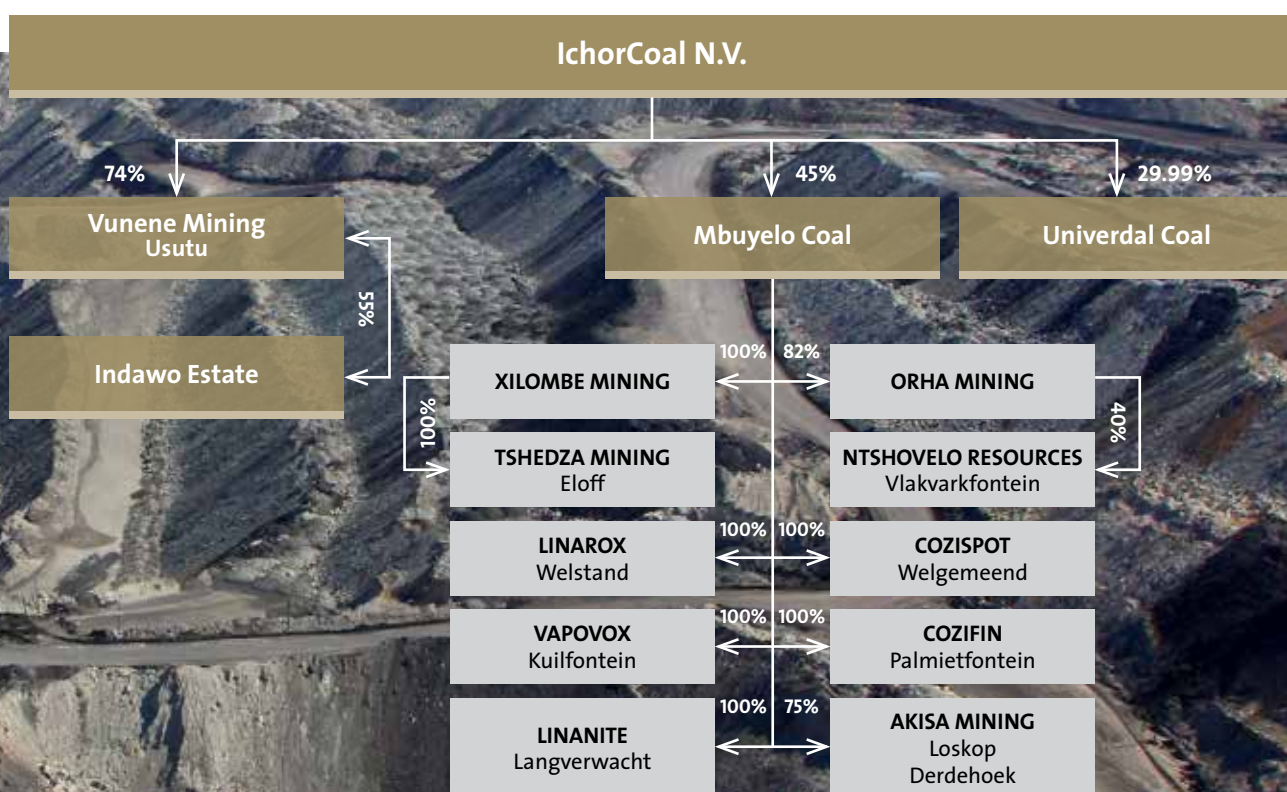
IchorCoal and its subsidiaries (IchorCoal Group) focus on thermal coal production in South Africa. With attributable mineable resources of approximately 380 million metric tonnes of coal on 16 properties, IchorCoal has a stated long-term ambition to increase its attributable output of around 2.1 million tonnes per annum to 15 million tonnes per annum by 2017 through both organic and acquisitive growth.

IchorCoal Group have strong existing relationships with Eskom and all relevant authorities and institutions in the South African market. The group has enviable access to experienced and capable management and operational teams and an unwavering commitment to achieving best-in-class safety, health, environmental and social development standards.

During the year, IchorCoal acquired a 29.99 percent stake in Universal Coal Plc, a United Kingdom registered company listed in Australia with operating coal mines in South Africa.

During the 2014 financial year, IchorCoal N.V. issued 12 919 963 new shares with a nominal value of €0.10 each which qualify for dividends from 1 January 2014. As of 31 December 2014, the issued and paid up capital therefore amounted to €6 792 thousand compared to €5 500 thousand as at 31 December 2013. Consequently, the number of issued shares increased to 67 919 963 ordinary shares. The authorised capital amounted to €25 000 000 divided into 250 000 000 shares with a nominal value of €0.10 each.

As of year-end 2014, Ichor Coal N.V. held interest in following active entities:



**FINANCIAL REVIEW**

Analysis of consolidated statement of comprehensive income



**Revenues**

The revenues of IchorCoal Group reached €48 630 thousand in the year ended 31 December 2014 (2013: €24 565 thousand). The significant change in revenues is the result of an increase in production and sales at Vunene mine. Production almost doubled in comparison with 2013 from 973 to 1 846 thousand tonnes of coal. Coal sales increased from 893 to a level of 1 864 thousand tonnes.

**Cost of sales**

Purchased goods and services amounted to €36 520 thousand (2013: €19 890 thousand). Similar to revenues, the increase is a result of the significant rise in production from 973 to 1 846 thousand tonnes of coal.

**Other income**

Other income mainly consists of foreign currency exchange gains. On 1 July 2014 the Group's functional currency changed from EUR to ZAR.

**Depreciation, amortisation and impairments**

Depreciation and impairment charges amounted to €7 374 thousand (2013: €5 160 thousand) and mainly include depreciation of equipment and mineral assets of Vunene Mining.

**Operating expenses**

Mainly due to the positive result of foreign currency translations other operating expenses decreased from €4 724 thousand to €2 777 thousand.

**General and administrative expenses**

General and administrative expenses increased from €2 656 thousand to €4 110 thousand which is mainly due to costs related to the restructure of IchorCoal N.V. and the move of the company's head office to South Africa.

**EBIT and EBITDA for the year**

During the year, the group reported an EBIT of (€108) thousand and an EBITDA of €7 266 thousand.

**Financial result**

Finance income decreased significantly compared to the prior year as in 2013 there was a revaluation gain on the conversion component of the convertible bonds of €4 941 thousand.

Finance expense mainly consists of interest on convertible and corporate bonds as well as a revaluation loss on the conversion component of €1 341 thousand. During the 2014 financial year €2.0 million of convertible bonds and €33.0 million corporate bonds were converted into the ordinary shares of IchorCoal N.V.

**Income taxes**

Income tax benefit for the period of €1 306 thousand (2013: benefit of €375 thousand) is a result of deferred income taxes.

**Result for the year**

The group reported a loss after tax of €15 386 thousand for the year ended 31 December 2014 (2013: (€10 272) thousand including the results from the discontinued operations).

## REPORT OF THE MANAGEMENT BOARD (continued)

### Analysis of consolidated balance sheet statement

#### Intangible assets

Customer relationship which had been recognised in the course of the acquisition of Vunene Mining has been further materialised in the 2014 financial year and as such depreciated by €701 thousand. The remaining book value as of year-end amounts to €1 766 thousand.

#### Property, plant and equipment

Property, plant and equipment increased during the year by €7 537 thousand, mainly as a result of the production ramp-up at Vunene Mining. Especially the opening of further open cast pits resulted in significant additions to the mining assets of €11 067 thousand. The mining assets were depreciated by €6 093 thousand, based on the ongoing operations.

#### Non-current financial assets

In October 2014, IchorCoal N.V. acquired a 29.99 percent stake in Universal Coal Plc for €17.5 million.

#### Net working capital

The following net working capital definition is used within the group: total current assets, excluding cash and cash equivalents, less total current liabilities excluding interest-bearing loans and borrowings.

The group's net working capital as of 31 December 2014 amounted to €247 thousand.

The change can be analysed as follows:

	31 Dec 2014 EUR k	31 Dec 2013 EUR k	Change EUR k
Inventories	866	1 848	(982)
Trade and other receivables	4 324	4 260	64
Other current financial assets	1 360	13 095	(11 735)
Other assets	506	535	(29)
Other provisions	(1 350)	(1 035)	(315)
Other current financial liabilities	(292)	(306)	14
Trade and other payables	(4 127)	(1 810)	(2 317)
Liabilities from income taxes	(19)	(245)	226
Other non-financial liabilities	(1 021)	(1 467)	446
	247	14 875	(14 628)

More detailed information on the individual items of net working capital is set out in the notes to the consolidated financial statements.

#### Shareholder Equity

During 2014, IchorCoal N.V. has issued 12 919 963 new shares with a nominal value of €0.10 via a number of different transactions. Majority of the share issue relates to the conversion of convertible bonds and corporate bonds into the company's ordinary shares. A detailed analysis of movements in equity during the year is presented in the "consolidated statement of changes in equity" in the group financial statements.

Shareholder's equity attributable to the owners of the parent as of 31 December 2014 amounts to €52 891 thousand (2013: €6 232 thousand). A detailed analysis of movements in equity during the year is presented in the "consolidated statement of changes in equity" in the group financial statements.

The stand-alone financial statements as at 31 December 2014 report a positive net equity of €63 208 thousand (2013: €17 007 thousand) and a loss for the financial year of €16 487 thousand (2013: loss of €10 627 thousand).

#### Financing and liquidity

In addition to the share capital increase, during the 2014 financial year, the future liquidity and financial flexibility of the group is provided through a combination of operational cash flows, its own current liquidity as well as access to financing facilities provided by financial institutions.

#### Financial risk management policy

The group is exposed to various financial risks which arise out of its business activities. These risks include investment risks, financial market risks such as currency and interest rate risks, liquidity risks, credit risks and commodity price risks.

The group manages these risks in accordance with its risk strategy to mitigate any material negative effects on the financial performance of IchorCoal Group. A detailed description of the group's financial risk management is disclosed in the notes to the consolidated financial statements.

**Future research and development activities**

The group has not carried out any research and development activities during the year and does not expect, due to the nature of the business, any research and development activities in 2015.

**Subsequent events**

No events with significant influence to the financial position of which arose subsequent to the financial statement date, came to our attention.

**OUTLOOK**

IchorCoal N.V. was founded in 2011, with the intention to develop and participate in the value chain from coal production and logistics to national and international markets. Although this has proved to be a successful strategy, it also turned out that the specific demands on a coal mining operation are far different from those of a coal marketing business. We have therefore realigned our strategy and are now focusing on coal mining in South Africa entirely. Going forward, IchorCoal N.V. will be concentrating exclusively on the expansion of coal production. This emphasis will ensure a greater focus on cost-efficient production and consistent development and growth of our current assets to generate attractive returns on our investments.

For our existing participations, we continue to review the performance against set targets to ensure the strategic development of the group.

Even further, IchorCoal N.V. will continue to actively look for new prospective resource assets in South Africa to expand our project portfolio. Of particular interest will be projects that are near or already in production and provide opportunities for production increases. New investment opportunities are constantly evaluated against our strict investment criteria, which promise significant return rates.

In 2015, we will continue the implementation of our strategy and we believe that the conditions to achieve our goals are positive. We expect that during the year, we will not only continue the integration and development of our assets, but that the basis of our future growth, the resources and reserves that are accessible by IchorCoal N.V. will continue to increase both in size and classification through our geological and engineering activities. As such, we expect significant value creation from mining and selling these resources.

**Dutch Act on Management and Supervision**

On 31 May 2011 the Dutch Parliament adopted a new legislation to amend Book 2 of the Dutch Civil Code in connection with the rules on management and supervision within public limited liability companies (N.V.). The Act on Management and Supervision came into force on 1 January 2013.

The Dutch Act on Management and Supervision provides a guideline for gender diversity with no sanctions imposed for non-compliance with the guideline. The Act indicates target figures for a balanced gender distribution on boards with at least 30 percent occupied by women and at least 30 percent by men.

After the shareholders meeting on 27 March 2014 IchorCoal N.V. complied with the guidelines of the Act.

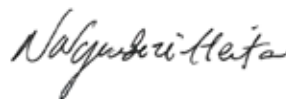
**Compliance statement**

The board of management hereby declares that, to the best of its knowledge, the financial statements for the year ended 31 December 2014 give a true and fair view of the assets, liabilities, financial position and profits or losses of IchorCoal N.V., that this report gives a true and fair view of the position as per the reporting date as well as of the development and performance of the company during the 2014 financial year and that the principal risks facing the company have been described herein.

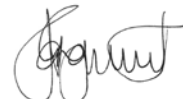
**FORWARD-LOOKING STATEMENTS**

This management board report includes forward-looking statements that reflect the current opinion of management with regard to future events. Any statement contained in this report reflecting or building upon intentions, assumptions, expectations, forecasts and underlying assumptions is a forward-looking statement. These statements are based upon plans, estimates and forecasts that are currently available to management. They therefore only refer to the point in time at which they were made. Forward-looking statements are naturally subject to risks and uncertainties, which could result in actual developments differing significantly from these forward-looking statements or events implied or expressed therein.

Management does not assume any responsibility for such statements and does not intend to update such statements in view of new information or future events.



**Nonkululeko Nyembezi-Heita**  
Chief executive officer



**Andries Engelbrecht**  
Chief operating officer

Johannesburg, 26 March 2015

# INDEPENDENT AUDITOR'S REPORT

To: the shareholders of IchorCoal N.V.

## REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements 2014 of IchorCoal N.V., Amsterdam, which comprise the consolidated and company statement of financial position as at 31 December, 2014, the consolidated and company statements of comprehensive income, changes in equity and cash flows for the year then ended and notes, comprising a summary of the significant accounting policies and other explanatory information.

## MANAGEMENT'S RESPONSIBILITY

Management is responsible for the preparation and fair presentation of these financial statements 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 and for the preparation of the report of the management board in accordance 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 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 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 financial statements are free from material misstatement.

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

In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness

of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

## OPINION WITH RESPECT TO THE FINANCIAL STATEMENTS

In our opinion, the financial statements give a true and fair view of the financial position of IchorCoal N.V. as at December 31, 2014 and of its result and its cash flows for the year then ended 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.

## REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

Pursuant to the legal requirement under Section 2:393 sub 5 at e and t of the Dutch Civil Code, we have no deficiencies to report as a result of our examination whether the report of the management board, to the extent we can assess, has been prepared in accordance with Part 9 of Book 2 of this Code and whether the information as required under Section 2:392 sub 1 at b-h has been annexed. Further we report that the report of the management board, to the extent we can assess, is consistent with the financial statements as required by Section 2:39 1 sub 4 of the Dutch Civil Code.

**Ernst & Young Accountants LLP**

**Signed by J J Vernooij**

Amsterdam, March 26, 2015





# STATEMENT OF FINANCIAL POSITION

for the year ended 31 December 2014

	Note	31 Dec 2014 EUR k	Restated 31 Dec 2013 EUR k
<b>ASSETS</b>			
<b>Non-current assets</b>			
Intangible assets	6.1	2 166	2 776
Property, plant and equipment	6.2	74 826	67 289
Investments accounted for using the equity method	6.3	72 347	53 733
Other financial assets		94	–
Deferred tax	6.4	999	200
		<b>150 432</b>	123 998
<b>Current assets</b>			
Inventories	6.5	866	1 848
Trade and other receivables	6.6	4 324	4 260
Other financial assets	6.7	1 360	13 095
Other assets	6.8	506	535
Cash and cash equivalents	6.9	19 140	9 335
		<b>26 196</b>	29 073
<b>Total assets</b>		<b>176 629</b>	153 071
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Issued capital	6.10	6 792	5 500
Capital reserves	6.10	87 562	27 156
Share-based payment reserve	6.10	216	–
Accumulated retained earnings	6.10	(13 352)	(4 083)
Profit or loss for the year		(15 784)	(9 269)
Other reserves	6.10	(12 543)	(13 072)
<b>Equity attributable to owners of the parent</b>		<b>52 892</b>	6 232
Non-controlling interest	6.10	11 345	10 950
		<b>64 236</b>	17 182
<b>Non-current liabilities</b>			
Other provisions	6.11	6 909	3 640
Interest-bearing loans and borrowings	6.12	80 545	110 246
Other financial liabilities	6.13	956	1 251
Deferred tax	6.4	14 789	14 964
		<b>103 199</b>	130 101
<b>Current liabilities</b>			
Other provisions	6.11	1 350	1 035
Interest-bearing loans and borrowings	6.12	2 384	925
Other financial liabilities	6.13	292	306
Trade and other payables	6.14	4 127	1 810
Liabilities from income taxes		19	245
Other liabilities	6.15	1 021	1 467
		<b>9 193</b>	5 788
<b>Total liabilities</b>		<b>112 392</b>	135 889
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>176 629</b>	153 071

The accompanying notes form part of these financial statements.

The comparative information for the period 1 January until 31 December 2013 reflects restatements made in connection with the retrospective application of functional currency adjustments related to assets acquired in a business combination. See note 1.2 for further explanations.

# STATEMENT OF COMPREHENSIVE INCOME

for the year ended 31 December 2014

	Note	1 Jan 31 Dec 2014 EUR k	Restated 1 Jan 31 Dec 2013 EUR k
Revenue	7.1	48 630	24 565
Cost of sales	7.2	(36 520)	(19 890)
<b>Gross profit</b>		<b>12 110</b>	4 674
Income from investments	7.3	(246)	801
Other income	7.4	2 369	3 254
Depreciation, amortisation and impairments	7.5	(7 374)	(5 160)
Selling and distribution expenses		(81)	(142)
Other operating expenses	7.6	(2 777)	(4 724)
General and administrative expenses	7.7	(4 110)	(2 656)
<b>Operating profit</b>		<b>(108)</b>	(3 952)
Finance revenue	7.8	394	5 145
Finance costs	7.8	(16 978)	(12 516)
<b>Profit or loss before income taxes</b>		<b>(16 693)</b>	(11 324)
Income taxes	7.9	1 306	375
<b>Profit or loss from continuing operations</b>		<b>(15 386)</b>	(10 949)
Profit or loss after tax from discontinued operations		-	677
<b>Profit or loss for the year</b>		<b>(15 386)</b>	(10 272)
<b>OTHER COMPREHENSIVE INCOME</b>			
<b>ITEMS THAT CAN BE RECLASSIFIED TO PROFIT OR LOSS</b>			
Differences from currency translation		526	(12 154)
<b>Other comprehensive income from continuing operations</b>		<b>526</b>	(12 154)
Other comprehensive income from discontinued operations		-	922
<b>Other comprehensive income after income taxes</b>		<b>526</b>	(11 232)
<b>Total comprehensive income</b>		<b>(14 860)</b>	(21 504)
<b>PROFIT OR LOSS ATTRIBUTABLE TO:</b>			
Owners of the parent		(15 784)	(9 269)
Non-controlling interest		397	(1 003)
		<b>(15 386)</b>	(10 272)
<b>TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO:</b>			
Owners of the parent		(15 255)	(17 362)
Non-controlling interest		395	(4 142)
		<b>(14 860)</b>	(21 504)
<b>BASIC EARNINGS/DILUTED EARNINGS PER SHARE FROM CONTINUING OPERATIONS IN EUR</b>			
	7.10	<b>(0.27)</b>	(0.23)
<b>BASIC EARNINGS/DILUTED EARNINGS PER SHARE FROM TOTAL OPERATIONS IN EUR</b>			
	7.10	<b>(0.27)</b>	(0.09)

The accompanying notes form part of these financial statements.

The comparative information for the period 1 January until 31 December 2013 reflects restatements made in connection with the retrospective application of functional currency adjustments related to assets acquired in a business combination. See note 1.2 for further explanations.

# STATEMENT OF CHANGES IN EQUITY

for the year ended 31 December 2014

	Note	Equity attributable to owners of the parent				
		Issued capital		Accumulated retained earnings EUR k	Profit or loss for the period	
		Ordinary share EUR k	Capital reserves EUR k		Continuing operation EUR k	Discontinued operation EUR k
<b>1 Jan 2014 restated</b>		<b>5 500</b>	<b>27 156</b>	<b>(4 083)</b>	<b>(10 162)</b>	<b>893</b>
Appropriation of prior year results	6.10	–	–	(9 269)	10 162	(893)
		5 500	27 156	(13 352)	–	–
Profit or loss for the period	6.10	–	–	–	(15 784)	–
Other comprehensive income	6.10	–	–	–	–	–
<b>Total comprehensive income</b>		<b>–</b>	<b>–</b>	<b>–</b>	<b>(15 784)</b>	<b>–</b>
Conversion of IchorCoal N.V. bonds	6.10	754	36 226	–	–	–
Share capital increase		538	24 180	–	–	–
Share-based payment		–	–	–	–	–
		1 292	60 406	–	–	–
<b>31 Dec 2014</b>	<b>6.10</b>	<b>6 792</b>	<b>87 562</b>	<b>(13 352)</b>	<b>(15 784)</b>	<b>–</b>

The accompanying notes form part of these financial statements.

The comparative information for the period 1 January until 31 December 2013 reflects restatements made in connection with the retrospective application of functional currency adjustments related to assets acquired in a business combination. See note 1.2 for further explanations.

	Note	Equity attributable to owners of the parent				
		Issued capital		Accumulated retained earnings EUR k	Profit or loss for the period	
		Ordinary share EUR k	Capital reserves EUR k		Continuing operation EUR k	Discontinued operation EUR k
<b>1 Jan 2013</b>	<b>6.10</b>	<b>5 000</b>	<b>8 675</b>	<b>(451)</b>	<b>(1 127)</b>	<b>(2 505)</b>
<b>1 Jan 2013 restated</b>		<b>5 000</b>	<b>8 675</b>	<b>(451)</b>	<b>(1 127)</b>	<b>(2 505)</b>
Appropriation of prior year results	6.10	–	–	(3 632)	1 127	2 505
		5 000	8 675	(4 083)	–	–
Profit or loss for the period	6.10	–	–	–	(10 162)	893
Other comprehensive income (restated)	6.10	–	–	–	–	–
<b>Total comprehensive income</b>		<b>–</b>	<b>–</b>	<b>–</b>	<b>(10 162)</b>	<b>893</b>
Share capital increase	6.10	500	18 849	–	–	–
Purchase of shares in subsidiaries		–	(368)	–	–	–
Disposal of shares in HMS AG and HMS Niwka		–	–	–	–	–
		500	18 481	–	–	–
<b>31 Dec 2013</b>	<b>6.10</b>	<b>5 500</b>	<b>27 156</b>	<b>(4 083)</b>	<b>(10 162)</b>	<b>893</b>

The accompanying notes form part of these financial statements.

The comparative information for the period 1 January until 31 December 2013 reflects restatements made in connection with the retrospective application of functional currency adjustments related to assets acquired in a business combination. See note 1.2 for further explanations.

Equity attributable to owners of the parent							Total equity EUR k
Other reserve			Share-based payment reserve	Total EUR k	Non-controlling interest		
Continuing operation EUR k	Discontinued operation EUR k				Continuing operation EUR k	Discontinued operation EUR k	
<b>(13 072)</b>	–	–	<b>6 232</b>	<b>10 950</b>	–	<b>17 182</b>	
–	–	–	–	–	–	–	
(13 072)	–	–	6 232	10 950	–	17 182	
–	–	–	(15 784)	397	–	(15 386)	
529	–	–	529	(3)	–	526	
<b>529</b>	–	–	<b>(15 255)</b>	<b>395</b>	–	<b>(14 860)</b>	
–	–	–	36 980	–	–	36 980	
–	–	–	24 718	–	–	24 718	
–	–	216	216	–	–	216	
–	–	216	61 914	–	–	61 914	
<b>(12 543)</b>	–	<b>216</b>	<b>52 891</b>	<b>11 345</b>	–	<b>64 236</b>	

Equity attributable to owners of the parent							Total equity EUR k
Other reserve			Share-based payment reserve	Total EUR k	Non-controlling interest		
Continuing operation EUR k	Discontinued operation EUR k				Continuing operation EUR k	Discontinued operation EUR k	
(608)	(1 027)	–	7 957	16 119	339	24 415	
(4 080)	(1 027)	–	4 485	14 899	339	19 723	
–	–	–	–	–	–	–	
(4 080)	(1 027)	–	4 485	14 899	339	19 723	
–	–	–	(9 269)	(787)	(216)	(10 272)	
(8 992)	899	–	(8 093)	(3 162)	23	(11 232)	
(8 992)	899	–	(17 362)	(3 949)	(193)	(21 504)	
–	–	–	19 349	–	–	19 349	
–	–	–	(368)	–	(176)	(544)	
–	128	–	128	–	30	158	
–	128	–	19 109	–	(146)	18 963	
(13 072)	–	–	6 232	10 950	–	17 182	

# STATEMENT OF CASH FLOW

for the year ended 31 December 2014

	Note(s)	31 Dec 2014 EUR k	31 Dec 2013 EUR k
<b>Profit or loss for the period</b>		<b>(15 386)</b>	(10 272)
<i>from continuing operations</i>		<b>(15 386)</b>	(10 949)
<i>from discontinued operations</i>		–	677
<b>RECONCILIATION OF PROFIT OR LOSS TO THE CASH FLOW FROM OPERATING ACTIVITIES:</b>			
Depreciation, amortisation and impairments	7.5	<b>7 374</b>	6 423
Profit or loss from investments in associates	7.3	<b>(256)</b>	(77)
Gain on disposal of consolidated subsidiaries	5	–	(7 122)
Loss/gain on conversion component of convertible bonds	7.8	<b>1 341</b>	(4 941)
Effective interest on bonds	7.8	<b>13 032</b>	4 502
Other interest on debts and borrowings		<b>2 605</b>	–
Interest income		<b>(394)</b>	–
Changes due to foreign currency changes		<b>(2 630)</b>	(100)
Other non-cash items		–	(1 356)
Changes in deferred taxes	6.4	<b>(624)</b>	858
Changes in inventories	6.5	<b>982</b>	(1 674)
Changes in trade and other receivables	6.6	<b>(64)</b>	(3 056)
Changes in trade and other payables	6.14	<b>2 317</b>	1 177
Changes in provisions	6.11	<b>3 584</b>	2 994
Changes in other working capital items		<b>(1 975)</b>	6 316
<b>Cash flow from operating activities</b>		<b>9 906</b>	(6 328)
Proceeds from disposals of intangible assets and property, plant and equipment	6.1/6.2	<b>98</b>	3 943
Cash flow from disposals of consolidated subsidiaries	5	<b>12 072</b>	(562)
Purchases of intangible assets and property, plant and equipment	6.1/6.2	<b>(12 684)</b>	(16 443)
Purchase of shares in consolidated subsidiaries, less cash acquired		–	(2 038)
Exploration expenditure and mining activities		–	(85)
Purchases of investments in associates and other non-current financial assets	6.3	<b>(17 766)</b>	(35 753)
<b>Cash flow from investing activities</b>		<b>(18 280)</b>	(50 938)
Proceeds from share capital increased	6.10	<b>25 000</b>	20 000
Transaction cost of share capital increase		–	(900)
Proceeds from interest-bearing loans and borrowings received		–	2 770
Repayment of interest-bearing loans and borrowings received		–	(2 424)
Cash inflow from interest-bearing loans and borrowings given		<b>202</b>	4 190
Cash outflow from interest-bearing loans and borrowings given		<b>(7 024)</b>	(4 100)
Proceeds from bond issuance		–	35 000
Transaction cost bond issuance		–	(1 400)
<b>Cash flow from financing activities</b>		<b>18 178</b>	53 136
<b>Cash flow – related changes in cash and cash equivalents</b>		<b>9 804</b>	(4 130)
Changes in cash and cash equivalents due to exchange rates		–	(120)
Changes in cash and cash equivalents due to changes in companies included in consolidation		–	(3 580)
Cash and cash equivalents at beginning of period	6.9	<b>9 335</b>	17 165
<b>CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD</b>	6.9	<b>19 140</b>	9 335
<b>CASH FLOWS CONTAINED IN THE CASH FLOW FROM OPERATING ACTIVITIES:</b>			
Interest paid		<b>7 024</b>	3 208
Interest received		<b>202</b>	56
Income taxes paid		–	4

The accompanying notes form part of these financial statements.

The comparative information for the period 1 January until 31 December 2013 reflects restatements made in connection with the retrospective application of functional currency adjustments related to assets acquired in a business combination. See note 1.2 for further explanations.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 1. GENERAL INFORMATION

### 1.1 Corporate Information

IchorCoal N.V. is a limited liability company incorporated in Amsterdam, Netherlands. The shares of IchorCoal N.V. are admitted for trading on the High Risk Market of the Hamburg Stock Exchange and the Entry Standard of the Frankfurt Stock Exchange. In 2014 IchorCoal N.V. moved its head office to South Africa. The new address of the Registered office is 30 Jellicoe Avenue, Rosebank 2196, South Africa.

IchorCoal N.V. (“the company”) and its subsidiaries (“IchorCoal group” or the “group”) is an internationally operating mineral resource company specialising in investments in coal resources. The company has secured its own coal resources in South Africa and currently holds three participations in South African mining companies. The group continues to invest in coal resources in southern Africa to further secure own coal resources and remains with a domestic and international sales focus.

### 1.2 Basis of preparation

This section provides additional information about the overall basis of preparation that the directors consider is useful to be relevant in understanding these financial statements.

#### Overview

The consolidated financial statements were prepared in accordance with the International Financial Reporting Standards (IFRS) of the International Accounting Standards Board (IASB), the interpretations of the IFRS Interpretations Committee (IFRS IC) approved by the IASB, in effect and recognised by the European Union (EU) at the balance sheet date as well as with the provisions of Part 9, Book 2, of the Netherlands Civil Code.

The financial year of the Group and all subsidiary companies included in the consolidated financial statements corresponds to the calendar year, i.e. from 1 January to 31 December, except for the financial year of the associates Mbuyelo Coal and Universal Coal, which have February and June year ends respectively. The consolidated financial statements comprise the period from 1 January 2014 until 31 December 2014. The comparative figures have been restated due to the foreign currency calculation correction. The current consolidated financial statements include the at-equity results of Mbuyelo Coal for the entire financial year and Universal Coal for two and a half months, following the acquisition of the participation in October 2014. Due to the sale of all shares in HMS Bergbau AG in late December 2013, HMS Bergbau AG and its subsidiaries remain fully consolidated for the period from 1 January 2013 until 27 December 2013 and are presented in results from discontinued operations in the comparative figures.

The group’s consolidated financial statements are presented in Euro. The functional currency of the group is South African rand. All figures are stated in thousands of EUR (EUR thousand or EUR k) unless otherwise indicated. Amounts are rounded to the nearest thousand EUR which may cause rounding differences.

The consolidated statement of comprehensive income is classified using the function of expense method.

#### Accounting Policies

The accounting policies applied by the group in these consolidated financial statements are the same as those applied by the group in its annual financial statements as at 31 December 2013, except for the following aspects.

Standards and interpretations effective as of 1 January 2014 were applied accordingly and may represent a change to the standards and interpretations applied in the group’s annual financial statements as at 31 December 2013.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

### 1. GENERAL INFORMATION (CONTINUED)

#### 1.2 Basis of preparation (continued)

##### ***Changes of functional currency and classification of expenses recognised in profit or loss, and restatement of previously reported statement of financial position***

The primary economic environment in which the company operates has been changed to South Africa in the first half of 2014. The new management board members, who joined the company during the first six months of 2014, are South African citizens and run the operations from the new head office in Rosebank, South Africa. The sale of the investment in HMS Bergbau AG, the group's previous globally operating marketing division, and the shifted focus to South African coal mining investments have transformed IchorCoal into a dedicated South African mining company. Therefore the functional currency of the company and as such of the reporting entity has changed to South African rand (ZAR) as of 30 June 2014.

To ensure optimal comparability, the group's consolidated financial statements as at 31 December 2014 continue to use the presentation currency euro (EUR).

Following the realignment of the IchorCoal strategy and the focus on coal production in South Africa, the components of IchorCoal's financial performance now significantly differ, compared to previous years, in terms of frequency, potential for gain and loss and predictability. In order to provide more reliable and relevant information to the reader, which better represent industry factors, the presentation of the profit and loss accounts has been changed to the expense by function classification. The presentation of the statement of comprehensive income for the period 1 January until 31 December 2013 has been represented in these consolidated financial statements to provide for enhanced disclosure of the effects of the change of expense classification. Major changes in the statement of comprehensive income for the period 1 January until 31 December 2013 include reclassification of changes in inventory of €1 623 thousand into cost of goods sold. Furthermore, production related personnel expenses of €999 thousand were allocated to cost of goods sold and administration related personnel expenses of €1 798 thousand were allocated to general and administrative expenses. Furthermore, all selling and distribution expenses of €142 thousand previously shown in cost of goods sold and other operating expenses are now presented separately.

During the acquisition of the majority of the shares in Vunene Mining in 2012, the group recognised certain mining-related non-current assets. These non-current assets had been translated each year at the ZAR-EUR exchange rate at the acquisition date. However, according to IFRS, the non-current assets should have been translated at the ZAR-EUR exchange rate at the balance sheet date. The retrospective restatement to this has the following impact on the 2013 balance sheet. The adjustments do not have any impact on the expectations with regards to future cash flows and neither represent a write-off nor an impairment. As such they have no impact on the profit and loss and are recorded directly in the other comprehensive income in the group's equity.

The reconciliation to the previously reported consolidated statement of financial position as at 1 January 2013 and 31 December 2013 is as follows:

	1 Jan 2013 EUR k	Restatement EUR k	Restated 1 Jan 2013 EUR k
Intangible assets	17 356	(402)	16 954
Property, plant and equipment	77 737	(6 113)	71 624
Other reserves	(1 635)	(3 472)	(5 107)
Non-controlling interest	16 458	(1 220)	15 238
Deferred tax liabilities	21 830	(1 823)	20 007

	31 Dec 2013 EUR k	Restatement EUR k	Restated 31 Dec 2013 EUR k
Intangible assets	3 988	(1 212)	2 776
Property, plant and equipment	87 950	(20 661)	67 289
Other reserves	(1 414)	(11 658)	(13 072)
Non-controlling interest	15 046	(4 096)	10 950
Deferred tax liabilities	21 083	(6 119)	14 964



The reconciliation of the previously reported other comprehensive income and the adjusted other comprehensive income for the year ended 31 December 2013 is as follows:

	1 Jan – 31 Dec 2013 EUR k	<i>Restatement</i> <i>EUR k</i>	Restated 1 Jan – 31 Dec 2013 EUR k
<b>OTHER COMPREHENSIVE INCOME</b>			
Differences from currency translation			
<b>TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO:</b>	(1 092)	(11 062)	(12 154)
Owners of the parent	(9 176)	(8 186)	(17 362)
Non-controlling interest	(1 266)	(2 876)	(4 142)
	(10 442)	(11 062)	(21 504)

### 1.3 Basis of consolidation

The consolidated financial statements comprise IchorCoal N.V. and its subsidiaries and associates as at 31 December 2014.

The annual financial statements of the consolidated subsidiaries were prepared on 31 December 2014, the same balance sheet date as the parent company. Mbuyelo Coal has a 28 February year end and Universal Coal a 30 June year end. Disclosures of financial information and the group's share in profits has been derived from interim financial statements ending 31 December. The annual financial statements of the subsidiary and associates were prepared in accordance with the applicable laws of the corresponding country. Where necessary, the statutory financial statements of the subsidiary and associates were adjusted to bring their accounting policies and financial reporting standards in line with the group accounting policies and financial reporting standards. The consolidated financial statements were prepared on the balance sheet date of the parent company.

#### Subsidiaries

Subsidiaries are entities in which the company is able to control. Control is achieved when the group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the group controls an investee if, and only if, the group has all of the following:

- Power over the investee (i.e., existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee
- The ability to use its power over the investee to affect its returns

When the group has less than a majority of the voting, or similar, rights of an investee, it considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- the contractual arrangement(s) with the other vote holders of the investee;
- rights arising from other contractual arrangements; and
- the group's voting rights and potential voting rights.

The group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the group obtains control over the subsidiary and ceases when the group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the group gains control until the date the group ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the group's accounting policies. All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the group are eliminated in full on consolidation.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

### 1. GENERAL INFORMATION (CONTINUED)

#### 1.3 Basis of consolidation (continued)

##### Associates

An associate is an entity over which the company has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies. Investments in associates are accounted for using the equity method of accounting. Under this method, the investment is initially recorded at cost, including any goodwill, and is subsequently adjusted by the group's pro rata share of the associates profit or loss and other comprehensive income, post-transaction date.

##### Changes in ownership

Changes in the ownership interest of subsidiaries, without a loss of control, are accounted for as equity transactions. The carrying amounts of the group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the parent.

When changes in the ownership interest of subsidiaries result in a loss of control, the group derecognises the assets and liabilities, the carrying amount of any non-controlling interest and the cumulative translation differences recorded in equity of the subsidiary. The group further recognises the fair value of the consideration received, the fair value of any investment retained and recognises any surplus or deficit in profit or loss.

All intra-group balances, transactions, profits and losses are eliminated by consolidation.

#### 1.4 Companies included in the consolidated financial statements

The scope of consolidation, including IchorCoal N.V. as parent company, comprises the following consolidated companies.

Company	Country of incorporation	31 December 2014 Shareholding in %	31 December 2013 Shareholding in %
IchorCoal N.V.	Netherlands		
<b>SUBSIDIARIES</b>			
Vunene Mining	South Africa	74.00	74.00
Buena Vista Trade 69	South Africa	74.00	74.00
Indawo Estates	South Africa	40.70	40.70
<b>ASSOCIATES</b>			
Mbuyelo Coal	South Africa	45.16	45.16
Akisa Mining Resources	South Africa	33.87	33.87
Xilombe Mining	South Africa	45.16	45.16
Thsedza Mining	South Africa	45.16	45.16
Orha Mining Resources	South Africa	37.03	37.03
Ntshovelo Resources	South Africa	14.81	14.81
Linanite	South Africa	45.16	45.16
Cozifin	South Africa	45.16	45.16
Vapovox	South Africa	45.16	45.16
Cozispot	South Africa	45.16	45.16
Linarox	South Africa	45.16	45.16
Universal Coal Plc	United Kingdom	29.99	–

### 2. ACCOUNTING POLICIES

#### 2.1 Foreign currency translation

##### Transactions in foreign currencies

Purchases and sales in foreign currencies are translated at the exchange rate on the date of the transaction. Assets and liabilities in foreign currencies are translated into the functional currency at the exchange rate on the balance sheet date. Any foreign exchange gains or losses resulting from such translations are recognised in the statement of comprehensive income.

##### Translation of separate financial statements denominated in foreign currency

Assets and liabilities of entities for which the functional currency is not the rand are translated at the exchange rate prevailing at the balance sheet date.

Income and expenses of these entities are translated into rand at the average exchange rate for the year. Equity components are translated at the historical exchange rate at the date of origination. Foreign exchange differences resulting from the translation are charged or credited directly to equity, i.e. to other comprehensive income.

The exchange rates of foreign currencies to rand, that are relevant for the group, were subject to following changes:

	Average exchange rate 2014	Exchange rate at balance sheet date 31 Dec 2014	Exchange rate at balance sheet date 31 Dec 2013
US Dollar	0.10	0.09	0.10
Euro	0.08	0.07	0.07

## 2.2 Business combinations and goodwill

Business combinations are accounted for using the acquisition method as of the date on which the company became a subsidiary or an associate. The date of acquisition is the date when the ability to control the acquired entity or business passes to the group. The cost of an acquisition is measured as the aggregate of the consideration transferred, measured at acquisition date fair value and the amount of any non-controlling interest, valued at fair value or at the proportionate share of the acquiree’s identifiable net assets, in the acquiree. Acquisition-related costs are expensed as incurred and included in administrative expenses.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. Mineral reserves, resources and exploration potential that are able to be reliably valued are recognised in the assessment of fair values on acquisition.

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss.

Any contingent consideration to be transferred by the acquirer will be recognised at fair value at the acquisition date. Subsequent changes in the contingent consideration are recognised in profit or loss. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for any existing ownership of the company over the fair value of the identifiable net assets acquired and liabilities assumed. If the fair value of the identifiable net assets acquired is in excess of the aggregate consideration transferred, the gain is recognised in profit or loss.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of annual impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the group’s cash-generating units (CGUs) that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

## 2.3 Exploration and evaluation assets

Exploration and evaluation activity involves the search for mineral resources, the determination of technical feasibility and the assessment of commercial viability of an identified resource. Exploration and evaluation activity include researching and analysing historical exploration data, gathering exploration data through geophysical studies, exploratory drilling and sampling, determining and examining the volume and grade of resources, surveying transportation and infrastructure requirements, conducting market and finance studies and borrowing cost.

Exploration and evaluation expenditure for each area of interest, other than that acquired from the purchase of another company, is capitalised and carried forward as an asset if:

- such costs are expected to be recouped in full through successful development and exploration of the area of interest or alternatively, by its sale; or
- it is planned to continue with active and significant operations in relation to the area, or at the reporting period end, the activity has not reached a stage which permits a reasonable assessment of the existence of commercially recoverable reserves.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

### 2. ACCOUNTING POLICIES (CONTINUED)

#### 2.3 Exploration and evaluation assets (continued)

Purchased exploration and evaluation assets are recognised as assets at cost of acquisition or at fair value if purchased as part of a business combination. Capitalised exploration and evaluation expenditure is recorded as a component of intangible assets. No amortisation is charged during the exploration and evaluation phase.

All capitalised exploration and evaluation expenditure is monitored for indications of impairment. Where a potential impairment is indicated by the carrying amount of the assets potentially exceeding their recoverable amounts, an assessment is performed for each area of interest or at the cash-generating unit level. To the extent that capitalised expenditure is not expected to be recovered it is charged against profit or loss.

Exploration and evaluation assets are transferred to “mine development assets” once the technical feasibility and commercial viability of extracting the mineral resource supports the future development of the property and such development has been appropriately approved.

#### 2.4 Mine development assets

Upon transfer of “exploration and evaluation assets” to “mine development assets”, all subsequent expenditure on the construction, installation or completion of infrastructure facilities is capitalised. Development expenditure is net of proceeds from all but the incidental sale of coal extracted during the development phase.

Stripping costs incurred in the development phase of a mine before production commences are capitalised, where they give rise to future benefits, as part of the cost of constructing the mine and subsequently amortised over the life of the mine on a units of production basis.

All capitalised mine development expenditure is monitored for indications of impairment. Where a potential impairment is indicated by the carrying amount of the assets potentially exceeding their recoverable amounts, an assessment is performed for each area of interest or at the cash-generating unit level. To the extent that capitalised expenditure is not expected to be recovered it is charged against profit or loss.

When a mine construction project moves into the production stage, the capitalisation of certain mine construction costs ceases and costs are either regarded as part of the cost of inventory or expensed.

After production starts, all assets included in “mine development assets” are transferred to “mine assets”.

#### 2.5 Mine assets

Mine assets including capitalised exploration and evaluation expenditures and capitalised mine development expenditure are stated at cost less accumulated depreciation and less accumulated impairment losses. Upon commencement of production, the mine assets are depreciated using a unit of production method based on the estimated economically recoverable reserves to which they relate or are written off if the property is abandoned. The net carrying amounts of capitalised exploration and evaluation expenditures and capitalised mine development expenditure at each mine property are reviewed for impairment either individually or at the cash-generating unit level when events and changes in circumstances indicate that the carrying amount of the assets potentially exceed their recoverable amounts. To the extent that these values exceed their recoverable amounts, that excess is fully charged against profit or loss in the financial year in which this is determined.

#### 2.6 Property, plant and equipment

Items of property, plant and equipment are stated at cost, less accumulated depreciation and accumulated impairment losses. The initial cost of an asset comprises its purchase price or construction cost, any costs directly attributable to bringing the asset into operation, and for qualifying assets (where relevant), borrowing costs. The purchase price or construction cost is the aggregate amount paid and the fair value of any other consideration given to acquire the asset.

Property, plant, and equipment is depreciated on a straight-line basis over the estimated useful life. Where parts of an asset have different useful lives, depreciation is calculated on each separate part. The asset’s residual values, useful lives and methods of depreciation/amortisation are reviewed at each reporting period, and adjusted prospectively if appropriate. For purposes of depreciation, the following useful lives are applied:

	Useful life in years	Depreciation method used
Leasehold improvements	6 – 15	straight-line
Technical equipment and machinery	4 – 15	straight-line
Other operational and office equipment	3 – 20	straight-line

An item of property, plant and equipment and any significant part initially recognised is de-recognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss when the asset is de-recognised.

Expenditure on major maintenance refits or repairs comprises the cost of replacement assets or parts of assets and overhaul costs. Where an asset or part of an asset that was separately depreciated and is now written off is replaced, and it is probable that future economic benefits associated with the item will flow to the group through an extended life, the expenditure is capitalised.

Where part of the asset was not separately considered as a component, the replacement value is used to estimate the carrying amount of the replaced asset(s) which is immediately written off. All other day-to-day maintenance and repairs costs are expensed as incurred.

## 2.7 Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost including expenses incidental to the acquisition. The cost of intangible assets acquired in a business combination is their fair value as at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any. Internally generated intangible assets, excluding capitalised development costs, are not capitalised and expenditure is reflected in profit or loss in the year in which the expenditure is incurred.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortised over the estimated useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. Estimated useful economic lives are determined as the period over which the group expects to use the asset or the number of production (or similar) units expected to be obtained from the asset by the group and for which the group retains control of access to those benefits. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period.

Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are accounted for by changing the amortisation period or method, as appropriate, and are treated as changes in accounting estimates.

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually and whenever events or circumstances indicate that the carrying amount may not be recoverable, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

An intangible asset is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in profit or loss when the asset is derecognised.

## 2.8 Impairment of non-financial assets

At each reporting date the Group assesses whether there is an indication that an asset (or cash-generating unit (CGU)) may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's or CGU's recoverable amount. Recoverable amount is the higher of an asset's or CGU's fair value less costs of disposal and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case, the asset is tested as part of a larger CGU. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset/CGU is considered impaired and is written down to its recoverable amount. In calculating value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset/CGU. In determining fair value less costs of disposal, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded subsidiaries or other available fair value indicators.

The group bases its impairment calculation on detailed budgets and forecasts which are prepared separately for each of the group's CGUs to which the individual assets are allocated. These budgets and forecasts generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

### 2. ACCOUNTING POLICIES (CONTINUED)

#### 2.8 Impairment of non-financial assets (continued)

Impairment losses of continuing operations, including impairment of inventories, are recognised in profit or loss, except for a property previously revalued where the revaluation was taken to other comprehensive income. In this case, the impairment is also recognised in other comprehensive income up to the amount of any previous revaluation.

For assets excluding goodwill, an assessment is made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the Group estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount or the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such a reversal is recognised in profit or loss unless the asset is carried at a revalued amount, in which case the reversal is treated as a revaluation increase and is recognised through other comprehensive income.

#### 2.9 Financial assets

##### Initial recognition and measurement

Financial assets are classified as financial assets at fair value through profit or loss, loans and receivables, held-to-maturity investments, available-for-sale financial assets, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. The group determines the classification of its financial assets at initial recognition.

All financial assets are recognised initially at fair value plus transaction costs, except in the case of financial assets recorded at fair value through profit or loss.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the group commits to purchase or sell the asset.

The group's financial assets include cash and short-term deposits, long-term restricted deposits, trade and other receivables and loans, quoted and unquoted financial instruments and derivative financial instruments.

##### Subsequent measurement

###### *Financial assets at fair value through profit or loss*

Financial assets at fair value through profit or loss include financial assets held for trading and financial assets designated upon initial recognition at fair value through profit or loss. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments, as defined by IAS 39.

Financial assets at fair value through profit and loss are carried at fair value with net changes in fair value presented as finance costs (negative net changes in fair value) or finance revenue (positive net changes in fair value) in the statement of profit or loss and other comprehensive income. The Group has not designated any financial assets at fair value through profit or loss.

Derivatives embedded in host contracts are accounted for as separate derivatives and recorded at fair value if their economic characteristics and risks are not closely related to those of the host contracts and the host contracts are not held for trading or designated at fair value through profit or loss. These embedded derivatives are measured at fair value, with changes in fair value recognised in profit or loss. Reassessment occurs only if there is a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or there is a reclassification of a financial asset out of the fair value through profit or loss category.

###### *Loans and receivables*

This category is the most relevant to the group. Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method, less impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the statement of profit or loss and other comprehensive income. The losses arising from impairment are recognised in the statement of profit or loss and other comprehensive income in finance costs for loans and in cost of sales or other operating expenses for receivables. This category generally applies to trade and other receivables. For more information on receivables, refer to note 6.6.

**Derecognition**

A financial asset (or, when applicable, a part of a financial asset or part of a group of similar financial assets) is derecognised when either:

The rights to receive cash flows from the asset have expired or the group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a “pass-through” arrangement and either: (a) the group has transferred substantially all the risks and rewards of the asset; or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the group continues to recognise the transferred asset to the extent of the group’s continuing involvement. In that case, the group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the group has retained.

**Impairment of financial assets**

The group assesses at each reporting date whether there is objective evidence that a financial asset or a group of financial assets is impaired. An impairment exists if one or more events that has occurred since the initial recognition of the asset (an incurred “loss event”) has an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated. Evidence of impairment may include: indications that the debtor, or a group of debtors, is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation, and observable data indicating that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

*Financial assets carried at amortised cost*

For financial assets carried at amortised cost, the group first assesses whether impairment exists individually for financial assets that are individually significant or collectively for financial assets that are not individually significant. If the group determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be, recognised are not included in a collective assessment of impairment. The amount of any impairment loss identified is measured as the difference between the asset’s carrying amount and the present value of estimated future cash flows (excluding future expected credit losses that have not yet been incurred). The present value of the estimated future cash flows is discounted at the financial asset’s original EIR.

The carrying amount of the asset is reduced through the use of an allowance account, and the loss is recognised in the statement of profit or loss and other comprehensive income. Interest income (recorded as finance income in the statement of profit or loss and other comprehensive income) continues to be accrued on the reduced carrying amount and is accrued using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. Loans together with the associated allowance are written off when there is no realistic prospect of future recovery and all collateral has been realised or has been transferred to the group. If, in a subsequent year, the amount of the estimated impairment loss increases or decreases because of an event occurring after the impairment was recognised, the previously recognised impairment loss is increased or reduced by adjusting the allowance account. If a write-off is later recovered, the recovery is credited to finance costs in the statement of profit or loss and other comprehensive income.

**2.10 Financial liabilities****Initial recognition and measurement**

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. All financial liabilities are recognised initially at fair value and, in the case of interest-bearing loans and borrowings and payables, net of directly attributable transaction costs. The group’s financial liabilities include trade and other payables, interest-bearing loans and borrowings including bank overdrafts and derivative financial instruments.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

### 2. ACCOUNTING POLICIES (CONTINUED)

#### 2.10 Financial liabilities (continued)

##### Subsequent measurement

The measurement of financial liabilities depends on their classification as described below.

##### *Financial liabilities at fair value through profit or loss*

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. The group has not designated any financial liability as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are acquired for the purpose of selling in the near term. This category includes derivative financial instruments entered into by the group that are not designated as hedging instruments in hedge relationships as defined by IAS 39. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the statement of profit or loss and other comprehensive income.

##### *Loans and borrowings*

This is the category most relevant to the Group. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in the statement of profit or loss and other comprehensive income when the liabilities are derecognised, as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit or loss and other comprehensive income.

This category generally applies to interest-bearing loans and borrowings.

##### Derecognition

A financial liability is derecognised when the associated obligation is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in profit or loss and other comprehensive income.

#### 2.11 Derivative financial instruments

The group uses derivative financial instruments, such as forward commodity contracts, to hedge its commodity price risks. However, such contracts are not accounted for as designated hedges under IAS 39. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Any gains or losses arising from changes in the fair value of derivatives are taken directly to the statement of profit or loss and other comprehensive income.

Commodity contracts that were entered into and continue to be held for the purpose of the receipt or delivery of a non-financial item in accordance with the group's expected purchase, sale or usage requirements fall within the exemption from IAS 32 and IAS 39, which is known as the "normal purchase or sale exemption".

For these contracts and the host part of the contracts containing embedded derivatives, they are accounted for as executory contracts. The group recognises such contracts in its statement of financial position only when one of the parties meets its obligation under the contract to deliver either cash or a non-financial asset.

#### 2.12 Inventories

Inventories are physically measured or estimated and valued at the lower of cost and net realisable value. Net realisable value is the estimated future sales price of the product the entity expects to realise in the ordinary course of the business when the product is processed and sold, less the estimated cost of completion and the estimated cost necessary to make the sale. Where the time value of money is material, these future prices and costs to complete are discounted. The cost is determined on the basis of weighted average production cost and comprises direct raw material cost, direct labour cost, an allocation of production overhead, depreciation and amortisation of mining property, plant and equipment if it was incurred for bringing each product to its present location and condition.



The determination of whether an arrangement is, or contains, a lease is based on the substance of the arrangement at the date of inception. The arrangement is assessed to determine whether fulfilment is dependent on the use of a specific asset (or assets) and the arrangement conveys a right to use the asset (or assets), even if that right is not explicitly specified in an arrangement. The group is not a lessor in any transactions, it is only a lessee.

Finance leases, which transfer substantially all of the risks and benefits incidental to ownership of the leased item to the group, are capitalised at the commencement of the lease at the fair value of the leased property or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between finance charges and reduction of the lease liability to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised in finance costs in the statement of profit or loss and other comprehensive income.

A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the group will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

Operating lease payments are recognised as an operating expense in the statement of profit or loss and other comprehensive income on a straight-line basis over the lease term.

#### **Embedded leases**

All take-or-pay contracts are reviewed at inception to determine whether they contain any embedded leases. If there are any embedded leases, they are assessed as either finance or operating leases and accounted for accordingly.

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

Cash and cash equivalents in the statement of financial position comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, but exclude any restricted cash. Restricted cash is not available for use by the group and therefore is not considered highly liquid – for example, cash set aside to cover rehabilitation obligations. For the purpose of the consolidated statement of cash flows, cash and cash equivalents consist of cash and short-term deposits as defined above, net of outstanding bank overdrafts.

### **2.14 Share capital**

Ordinary shares issued by the company are classified as equity and recorded at the net proceeds received, which is the fair value of the consideration received less incremental cost directly attributable to the issuance of new shares. The nominal par value of the issued shares is taken to the share capital account and any excess is recorded in the capital reserves account, including the costs that were incurred with the share issue.

### **2.15 Convertible bonds**

Convertible bonds are separated into a host and a conversion component based on the terms of the contract.

On issuance of the convertible bonds, the fair value of the conversion component is determined using a option price model. This amount is classified as a financial liability measured at fair value. The carrying amount of the conversion component is remeasured in subsequent years and recorded at fair value through profit and loss until it is extinguished on conversion or redemption.

The remainder of the proceeds is allocated to the host component that is classified as a financial liability.

Transaction costs are apportioned between the host and the conversion component of the convertible bond based on the allocation of proceeds to the components when the instruments are initially recognised. Transaction costs are deducted from the host component. Transaction cost associated with the conversion component are recorded to profit and loss.

### **2.16 Provisions**

#### **Rehabilitation provisions**

The group records the present value of estimated costs of legal and constructive obligations required to restore mining and other operations in the period in which the obligation is incurred. The nature of these restoration activities includes dismantling and removing structures, rehabilitating mines and tailings dams, dismantling operating facilities, closure of plant and waste sites, and restoration, reclamation and revegetation of affected areas. The obligation generally arises when the “Mine development asset” is installed or the ground/environment is disturbed at the mining production location.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

### 2. ACCOUNTING POLICIES (CONTINUED)

#### 2.17 Provisions (continued)

The provision is discounted using a current market-based pre-tax discount rate. Over time, the discounted liability is increased for the change in present value based on the discount rates and the unwinding of the discount is included in interest expense. The provision is reviewed on an annual basis for changes to obligations, legislation or discount rates that impact estimated costs or lives of operations.

At the time of establishing the provision, a corresponding asset is capitalised by increasing the carrying amount of the related mine assets. The cost of the related asset is adjusted for changes in the provision resulting from changes in the estimated cash flows or discount rate and the adjusted cost of the asset is depreciated prospectively.

Additional disturbances or changes in rehabilitation costs are recognised as additions to the corresponding mine assets and rehabilitation liability when they occur. Any reduction in the rehabilitation liability and, therefore, any deduction from the asset to which it relates, may not exceed the carrying amount of that asset. If it does, any excess over the carrying value is taken immediately to profit or loss. If the change in estimate results in an increase in the rehabilitation liability and, therefore, an addition to the carrying value of the asset, the Group considers whether this is an indication of impairment of the asset as a whole, and if so, tests for impairment. If, for mature mines, the revised mine assets net of rehabilitation provisions exceeds the recoverable value, that portion of the increase is charged directly to expense.

Any rehabilitation obligations arising through the production of inventory are expensed as incurred. Costs related to restoration of site damage (subsequent to start of commercial production) which is created on an ongoing basis during production are provided for at their net present values and recognised in profit or loss as extraction progresses.

For closed sites, changes to estimated costs are recognised immediately in profit or loss.

#### Other provisions

Provisions are recognised when there is a present obligation (legal or constructive), as a result of past events, and it is probable that an outflow of resources will be required to settle the obligation and that amount can be reliably estimated. Where the effect is material, the provision is discounted to net present value using an appropriate current market-based pre-tax discount rate. Over time, the discounted liability is increased for the change in present value based on the discount rates and the unwinding of the discount is included in interest expense.

#### 2.17 Taxes

##### Current taxes

Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax legislation used to compute the tax obligation are those that are enacted at the reporting date in the countries where the group operates and generates taxable income.

##### Deferred taxes

Deferred income tax is provided using the balance sheet method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred income tax liabilities are recognised for all taxable temporary differences, except:

- where the deferred income tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit; and
- in respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, where the timing of the reversal of the temporary differences can be controlled by the parent, investor or joint venturer and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred income tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- where the deferred income tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

- in respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred income tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred income tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised. Unrecognised deferred income tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that future taxable profit will be available to allow the deferred income tax asset to be recovered.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred income tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities, and the deferred income taxes relate to the same taxable entity and the same taxation authority.

Current and deferred tax relating to items recognised directly in equity is recognised in equity and not in the income statement.

#### 2.18 Revenue recognition

Revenue is recognised to the extent it is probable that the economic benefits will flow to the group and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received, excluding discounts, rebates and sales taxes or duty. The group assesses its revenue arrangements against specific criteria in order to determine if it is acting as principal or agent.

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership have been transferred, which is considered to occur when title or economic interest passes to the customer. At this point the Group retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the commodities and the costs incurred, or to be incurred, in respect of the sale can be reliably measured. Service revenues are generated on a monthly basis on a care and maintenance service agreement upon the performance of the agreed service activities.

#### 2.19 Stripping cost

As part of its mining operations, the group incurs stripping (waste removal) costs both during the development phase and production phase of its operations. Stripping costs incurred in the development phase of a mine are capitalised as set out in Section 2.4 Mine Development Assets. For the accounting of stripping cost during the production phase of a mine, the Interpretations Committee issued IFRIC 20 Stripping Costs in the Production Phase of a Surface Mine (IFRIC 20), effective 1 January 2013. This interpretation focuses on how to account for the costs of waste removal activity that are incurred in the production phase of a surface mine and addresses the accounting for the benefit from the stripping activity. It is effective for fiscal years beginning on or after 1 January 2013.

Prior to the issuance of IFRIC 20, the accounting for production stripping costs had been based on general IFRS principles and the Framework, as IFRS had no specific guidance. Where there were fluctuations in stripping ratios over the life of the mine, the group's accounting policy was to capitalise production stripping costs for those operations where this was considered to be the most appropriate basis for matching the cost against the related economic benefits and the effect was material.

With the issuance of IFRIC 20, the accounting policy of the group for such cost has been specified as follows: Stripping costs incurred during the production phase are generally considered to create two benefits, being either the production of inventory or improved access to the coal to be mined in the future. Where the benefits are realised in the form of inventory produced in the period, the production stripping costs are accounted for as part of the cost of producing those inventories. Where the benefits are realised in the form of improved access to coal to be mined in the future, the costs are recognised as a non-current asset, referred to as a "stripping activity asset", if the following criteria are met:

- Future economic benefits (being improved access to the coal body) are probable
- The component of the coal body for which access will be improved can be accurately identified
- The costs associated with the improved access can be reliably measured

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

### 2. ACCOUNTING POLICIES (CONTINUED)

#### 2.20 Stripping cost (continued)

If one of the criteria is not met, the production stripping costs are charged to the statement of profit or loss as operating costs as they are incurred.

The stripping activity asset is initially measured at cost, which is the accumulation of costs directly incurred to perform the stripping activity that improves access to the identified component of coal, plus an allocation of directly attributable overhead costs.

If the costs of the inventory produced and the stripping activity asset are not separately identifiable, a relevant production measure is used to allocate the production stripping costs between the inventory produced and the stripping activity asset. This production measure is calculated for the identified component of the coal body and is used as a benchmark to identify the extent to which the additional activity of creating a future benefit has taken place. The stripping activity asset is accounted for as an addition to, or an enhancement of, an existing asset, being the “mine asset” in the statement of financial position.

The stripping activity asset is subsequently depreciated using the units of production method over the life of the identified component of the coal body that became more accessible as a result of the stripping activity. The stripping activity asset is then carried at cost less depreciation and any impairment losses.

#### 2.20 Borrowing cost

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale (a qualifying asset) are capitalised up to the date when the qualifying asset is ready for its intended use as part of the cost of the respective asset and amortised over the useful life of the asset. Borrowing costs consist of interest and other costs that the Group incurs in connection with the borrowing of funds.

Where funds are borrowed specifically to finance a project, the amount capitalised represents the actual borrowing costs incurred. Where surplus funds are available for a short term from funds borrowed specifically to finance a project, the income generated from the temporary investment of such amounts is also capitalised and deducted from the total capitalised borrowing cost. Where the funds used to finance a project form part of general borrowings, the amount capitalised is calculated using a weighted average of rates applicable to relevant general borrowings of the Group during the period.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

### 3. ACCOUNTING ESTIMATES AND ASSUMPTIONS

The preparation of the consolidated financial statements requires management to make estimates and assumptions that affect the presentation of assets and liabilities, the disclosure of contingent liabilities at the balance sheet date, and the presentation of income and expenses. The group based its assumptions and estimates on parameters available when the consolidated financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the group. Actual results may differ from these estimates under different assumptions and conditions.

#### 3.1 Coal resource estimates

For accounting purposes, the group estimates its South African coal reserves and resources in line with the “South African Code for the reporting of exploration results, mineral resources and mineral reserves” (SAMREC Code), which is prepared by the South African Mineral Resource Committee. The SAMREC Code requires the use of information, compiled by appropriately qualified persons, relating to the geological and technical data on the size, depth, shape and grade of the coal body and suitable production techniques and recovery rates. Further, the SAMREC Code requires estimates of foreign exchange rates, commodity prices, future capital requirements and production costs. Due to the change of such information over time as well as additional data are collected, estimates of reserves and resources may change and may subsequently affect the financial results and positions of the group, including:

- The carrying value of exploration and evaluation assets, mine properties, property, plant and equipment, and goodwill may be affected due to changes in estimated future cash flows
- Depreciation and amortisation charges in profit or loss may change where such charges are determined using the units of production method, or where the useful life of the related assets change
- Provisions for rehabilitation and environmental provisions may change where changes to the reserve estimates affect expectations about when such activities will occur and the associated cost of these activities
- Contingent liabilities may change where the level of future obligations and economic outflows are based on reserve estimates

### 3.2 Exploration and evaluation expenditures

The application of the group's accounting policy for exploration and evaluation expenditure requires estimates and assumptions to determine whether future commercial exploitation or sale are likely. This requires management to make certain estimates and assumptions about future events or circumstances, in particular, whether an economically viable extraction operation can be established. Estimates and assumptions may change if new information becomes available.

### 3.3 Units of production depreciation

Estimated economically recoverable reserves are used in determining the depreciation of mine specific assets proportional to the depletion of the anticipated remaining life-of-mine production. Each item's life, which is assessed annually, has limitations resulting from either its physical life and the present assessment of economically recoverable reserves to which the asset is related. This requires the use of estimates and assumptions, including the amount of recoverable reserves and estimates of future capital expenditure.

### 3.4 Mine rehabilitation provision

The group assesses its mine rehabilitation provision at each reporting date. Significant estimates and assumptions are made including the extent and costs of rehabilitation activities, technological changes, regulatory changes, cost increases as compared to the inflation rates and discount rates. Estimates and assumptions may change if new information becomes available, which could have a material effect on the carrying value of the mine rehabilitation provision and the related mineral asset.

### 3.5 Impairment of assets

The group assesses each asset or cash-generating unit (CGU) in each reporting period to determine whether any indication of impairment exists. These assessments require the use of estimates and assumptions such as commodity prices, discount rates, operating costs, future capital requirements, closure and rehabilitation costs, exploration potential, reserves and resources and operating performance. These estimates and assumptions are subject to risk and uncertainty. Therefore, there is a possibility that changes in circumstances will impact these projections, which may impact the recoverable amount of assets and/or CGUs.

### 3.6 Recovery of deferred tax assets

Deferred tax assets require management to assess the likelihood that the group will generate sufficient taxable earnings in future periods, in order to utilise recognised deferred tax assets. This requires estimates of future taxable income based on forecasted cash flows as well as judgement about the application of existing tax legislation in each jurisdiction. To the extent that future cash flows and taxable income differ significantly from estimates, the ability of the group to realise the net deferred tax assets recorded at the reporting date could be adversely impacted.

### 3.7 Inventories

Inventory stockpiles are measured by appropriately qualified persons, applying surveying methodologies, which consider the size and grade of the coal stockpile. The estimated recovery percentage is based on the expected processing method. In addition, net realisable value tests are performed at each reporting date and represent the estimated future sales price of the run-of-mine (ROM) coal the entity expects to realise when the ROM coal is processed and sold, less estimated costs to bring the ROM coal to sale.

### 3.8 Fair value measurement

If the fair value of financial assets and financial liabilities recorded in the statement of financial position cannot be derived from active markets, then fair value is determined using valuation techniques such as discounted cash flow or option price models. This may require judgements regarding inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

### 3.9 Contingencies

Management assesses the existence and the economic effects of contingencies at each reporting date. The estimate of the economic effect is based on the outcome and the possibly resulting obligation and outflow of economic benefits.

### 3.10 Share-based payment reserve

The company issued stock options to the managing directors of the company as a long-term incentive scheme. The option agreements have a term of 10 years from the date of the agreement and vest over a period of three years in three equal instalments at the end of each calendar year from the agreements. The options may be exercised at any time during the term. At the end of the term the options expire.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

### 3. ACCOUNTING ESTIMATES AND ASSUMPTIONS (CONTINUED)

#### 3.10 Share-based payment reserve (continued)

In transactions with employees and others providing similar services the entity shall measure the fair value of the services received by reference to the fair value of the equity instruments granted, because typically it is not possible to estimate reliably the fair value of the services received. The term “employees and others providing similar services” is defined as follows: Individuals who render personal services to the entity and either (a) the individuals are regarded as employees for legal or tax purposes, (b) the individuals work for the entity under its direction in the same way as individuals who are regarded as employees for legal or tax purposes, or (c) the services rendered are similar to those rendered by employees.

In this case, the beneficiaries are managing directors of the company and therefore providing services as defined above. Therefore the service is measured at the fair value of the options granted.

For transactions measured by reference to the fair value of the equity instruments granted, an entity shall measure the fair value of equity instruments granted at the measurement date, based on market prices if available, taking into account the terms and conditions upon which those equity instruments were granted.

If market prices are not available, the entity shall estimate the fair value of the equity instruments granted using a valuation technique to estimate what the price of those equity instruments would have been on the measurement date in an arm's length transaction between knowledgeable, willing parties.

Employee options with long lives are usually exercisable during the period between vesting date and the end of the options' life, and are often exercised early. These factors should be considered when estimating the grant date fair value of the options. This might preclude the use of the Black-Scholes-Merton formula, which does not allow for the possibility of exercise before the end of the option's life and may not adequately reflect the effects of expected early exercise, which applies. Therefore the binomial model is chosen which is usually applied to American style options which allow for exercise over a period of time.

### 4. NEW AND AMENDED STANDARDS AND INTERPRETATIONS

#### 4.1 Changes in accounting policies and interpretations

The group applied, for the first time in 2014, certain standards and amendments. The standard and interpretations have no impact on the group's disclosures, financial position or financial performance.

##### IFRS 10 Consolidated Financial Statements

IFRS 10 establishes a single control model that applies to all entities including special purpose entities. IFRS 10 replaces the portion of IAS 27 “Consolidated and Separate Financial Statements” that addresses the accounting for consolidated financial statements. It also includes the issues raised in SIC-12 “Consolidation – Special Purpose Entities”. IFRS 10 changes the definition of control such that an investor controls an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. The standard became effective for financial years beginning on or after 1 January 2014.

##### IFRS 12 Disclosure of Interests in Other Entities

IFRS 12 sets out the requirements for disclosures relating to an entity's interests in subsidiaries, joint arrangements, associates and structured entities. The requirements in IFRS 12 are more comprehensive than the previous existing disclosure requirements for subsidiaries. The standard became effective for financial years beginning on or after 1 January 2014.

##### IFRS 10-12 Transition Guidance

The amendments clarify the transition guidance in IFRS 10 “Consolidated Financial Statements” and also provide additional transition relief in IFRS 10, IFRS 11 “Joint Arrangements” and IFRS 12 “Disclosure of Interests in Other Entities”. The transition guidance became effective for financial years beginning on or after 1 January 2014.

##### IAS 27 Separate Financial Statements (as revised in 2011)

As a consequence of the new IFRS 10 and IFRS 12, what remains of IAS 27 is limited to accounting for subsidiaries, jointly controlled entities, and associates in separate financial statements. The revised standard became effective for financial years beginning on or after 1 January 2014.

##### IAS 28 Investments in Associates and Joint Ventures (as revised in 2011)

As a consequence of the new IFRS 11 and IFRS 12, IAS 28 has been renamed IAS 28 Investments in Associates and Joint Ventures, and describes the application of the equity method to investments in joint ventures in addition to associates. The revised standard became effective for financial years beginning on or after 1 January 2014.

**IAS 32 Financial Instruments: Presentation – Offsetting Financial Assets and Financial Liabilities**

The amendments clarify the meaning of “currently has a legally enforceable right to set-off” and the criteria for non-simultaneous settlement mechanisms of clearing houses to qualify for offsetting. As the group is not setting off financial instruments in accordance with IAS 32 and does not have relevant offsetting arrangements, the amendment will not have an impact on the presentation of the financial assets and financial liabilities of the group. The amendments became effective for financial years beginning on or after 1 January 2014.

**IAS 39 Novation of Derivatives and Continuation of Hedge Accounting – Amendments to IAS 39**

These amendments provide relief from discontinuing hedge accounting when novation of a derivative designated as a hedging instrument meets certain criteria. These amendments are effective for annual periods beginning on or after 1 January 2014. The group has not novated its derivatives during the current period. However, these amendments would be considered for future novations.

**4.2 Standards and interpretations issued but not yet effective**

Standards and interpretations issued but not yet effective up to the date of issuance of the group’s financial statements are listed below. This listing of standards and interpretations issued are those that the group reasonably expects will have an impact on disclosures, financial position or performance when applied at a future date. The group intends to adopt these standards and interpretations when they become effective.

**IFRS 9 Financial Instruments**

IFRS 9 as issued reflects the first and the third phase of the IASB’s work on the replacement of IAS 39 and applies to classification and measurement of financial assets and liabilities as defined in IAS 39 (first phase) and hedge accounting (third phase). In subsequent phases, the IASB is addressing impairment of financial assets. The group will quantify the effect in conjunction with the other phases, when the final standard including all phases is issued. The standard becomes effective for financial years beginning on or after 1 January 2018.

**IFRS 15 Revenue from Contracts with Customers**

IFRS 15, as issued in May 2014, establishes a new five-step model that will apply to revenue earned from a contract with a customer, regardless of the type of revenue or industry. The principles in IFRS 15 provides a more structured approach to measuring and recognising revenue and will be applied using the following five steps:

1. Identify the contract(s) with a customer
2. Identify the performance obligations in the contract
3. Determine the transaction price
4. Allocate the transaction price to the performance obligations in the contract
5. Recognise revenue when (or as) the entity satisfies a performance obligation

This new revenue standard, which has been jointly issued by the IASB and the US Financial Accounting Standards Board (FASB), is applicable to all entities and will supersede the current revenue recognition requirements under IFRS. Either a full or modified retrospective application is required for annual periods beginning on or after 1 January 2017, but early adoption is permitted under IFRS. As the standard was recently issued, the group is still currently assessing the impact on the entities within the group.

**Improvements to IFRSs 2010-2012 Cycle (issued December 2013)**

The IASB issued the 2010-2012 cycle improvements to its standards and interpretations, primarily with a view to removing inconsistencies and clarifying wording.

- IFRS 2 Share-based Payment: The performance condition and service condition definitions were clarified to address several issues.
- IFRS 3 Business Combinations: It was clarified that contingent consideration in a business combination that is not classified as equity is subsequently measured at fair value through profit or loss whether or not it falls within the scope of IFRS 9 “Financial Instruments”.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

### 4. NEW AND AMENDED STANDARDS AND INTERPRETATIONS (CONTINUED)

#### 4.2 Standards and interpretations issued but not yet effective (continued)

- IFRS 8 Operating Segments:
  - It was clarified that if operating segments are combined, the economic characteristics used to assess whether the segments are similar must be disclosed.
  - It was clarified that the reconciliation of segment assets to total assets is only required to be disclosed if this reconciliation is reported to the chief operating decisions maker, similar to the required disclosure for segment liabilities.
- IFRS 13 Fair Value Measurement: It was clarified in the basis for conclusions that short-term receivables and payables with no stated interest can be held at invoice amounts when the effect of discounting is immaterial.
- IAS 16 Property, Plant and Equipment and IAS 38 Intangible Assets: The revaluation method was clarified: accumulated depreciation or amortisation is eliminated so that the gross carrying amount and carrying amount equal the market value.
- IAS 24 Related Party Disclosures: It was clarified that a management entity – an entity that provides key management personnel services – is a related party subject to related party disclosure requirements. An entity that uses a management entity is required to disclose the expenses incurred for management services.

The improvements became effective for financial years beginning on or after 1 July 2014.

#### Improvements to IFRSs 2011-2013 Cycle (issued December 2013)

The IASB issued the 2011-2013 cycle improvements to its standards and interpretations, primarily with a view to removing inconsistencies and clarifying wording.

- IFRS 3 Business Combinations: It was clarified that joint arrangements, and not only joint ventures, are outside the scope of IFRS 3. It was further clarified that the scope exemption only applies to the accounting in the financial statements of the joint arrangement itself.
- IFRS 13 Fair Value measurement: It was clarified that the portfolio exception can be applied to financial assets, financial liabilities and other contracts.
- IAS 40 Investment Property: The interrelationship between IFRS 3 and IAS 40 was clarified. The description of ancillary services in IAS 40 differentiates between investment property and owner-occupied property. IFRS 3 is used to determine if the transaction is the purchase of an asset or a business combination.

The improvements become effective for financial years beginning on or after 1 July 2014.

### 5. BUSINESS COMBINATIONS

On 27 December 2013, the company fully disposed of its investments in HMS Bergbau AG and HMS Niwka Coal Production Company Sp. z o.o. and Pszczyna Coal Production Company Sp. z o.o. The disposal of HMS Bergbau AG, IchorCoal's trading segment, came as a result of a strategic realignment and the future focus of the company on coal production in southern Africa and is presented as a discontinued operation under IFRS 5 in the 2013 financial results.



**6. NOTES TO THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION**

**6.1 Intangible assets**

The changes in intangible assets were as follows:

	Purchased rights EUR k	Goodwill EUR k	Exploration and evaluation asset EUR k	Marketing agreements EUR k	Customer relationship EUR k	Brand name EUR k	Total EUR k
<b>ACQUISITION OR PRODUCTION COST</b>							
1 Jan 2014	315	–	154	–	3 449	–	3 918
Additions	102	–	109	–	–	–	211
Disposals	(16)	–	–	–	–	–	(16)
Currency effects	9	–	5	–	60	–	74
<b>31 Dec 2014</b>	<b>410</b>	<b>–</b>	<b>268</b>	<b>–</b>	<b>3 509</b>	<b>–</b>	<b>4 187</b>
Amortisation and impairments							
1 Jan 2014	108	–	–	–	1 034	–	1 142
Additions	166	–	–	–	701	–	867
Currency effects	4	–	–	–	7	–	12
<b>31 Dec 2014</b>	<b>278</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>1 743</b>	<b>–</b>	<b>2 021</b>
<b>CARRYING AMOUNTS</b>							
<b>31 Dec 2014</b>	<b>132</b>	<b>–</b>	<b>268</b>	<b>–</b>	<b>1 766</b>	<b>–</b>	<b>2 166</b>
1 Jan 2014 restated	207	–	154	–	2 415	–	2 776
1 Jan 2014	207	–	154	–	3 627	–	3 988

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

### 6. NOTES TO THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

#### 6.1 Intangible assets (continued)

	Purchased rights EUR k	Goodwill EUR k	Exploration and evaluation asset EUR k	Marketing agreements EUR k	Customer relationship EUR k	Brand name EUR k	Total EUR k
<b>ACQUISITION OR PRODUCTION COST</b>							
1 Jan 2013	4 876	6 416	1 023	1 148	5 002	1 162	19 627
Additions due to consolidation	22	–	–	–	–	–	22
Additions	276	–	85	–	–	–	361
Disposals	(3 682)	–	–	–	–	–	(3 682)
Transfers	–	–	(804)	–	–	–	(804)
Disposal due to deconsolidation	(31)	(6 416)	–	(1 148)	(138)	(1 162)	(8 895)
Restated	–	–	–	–	(1 415)	–	(1 415)
Currency effects	(1 146)	–	-150	–	–	–	(1 296)
<b>31 Dec 2013</b>	<b>315</b>	<b>–</b>	<b>154</b>	<b>–</b>	<b>3 449</b>	<b>–</b>	<b>3 918</b>
<b>Amortisation and impairments</b>							
1 Jan 2013	651	–	–	1 021	599	–	2 271
Additions	148	–	–	–	776	–	924
Impairment charges	696	–	–	–	–	–	696
Disposals	(568)	–	–	–	–	–	(568)
Disposal due to deconsolidation	(15)	–	–	(1 021)	(138)	–	(1 174)
Restated	–	–	–	–	(203)	–	(203)
Currency effects	(804)	–	–	–	–	–	(804)
<b>31 Dec 2013</b>	<b>108</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>1 034</b>	<b>–</b>	<b>1 142</b>
<b>CARRYING AMOUNTS</b>							
<b>31 Dec 2013 restated</b>	<b>207</b>	<b>–</b>	<b>154</b>	<b>–</b>	<b>2 415</b>	<b>–</b>	<b>2 776</b>
1 Jan 2013	4 225	6 416	1 023	127	4 403	1 162	17 356

#### Purchased rights

The purchased rights in 2014 relate to accounting software used by the parent company and the subsidiary for its daily accounting and office functions. In 2013 the purchased rights were mainly related to a right for the use of a port operation in Kintap, South Kalimantan, Indonesia. By way of an asset deal, the port operations were sold effective 17 June 2013.

#### Goodwill and brand name

The goodwill and brand name arose from the contribution of HMS Bergbau AG into the company in 2011 and have been disposed of as part of the investment in HMS Bergbau AG in 2013 financial year.

#### Exploration and evaluation asset

The exploration and evaluation asset results from the current exploration activities at Vunene Mining. Management determines on an annual basis, whether the exploration and evaluation asset is impaired by assessing whether indicators exist that would affect the carrying value. No indications of impairment have been identified and activities to recoup the current costs through successful development of the pits continue.

#### Marketing agreements

The marketing agreements arose from the contribution of HMS Bergbau AG into the company and have been disposed of as part of the investment in HMS Bergbau AG in 2013 financial year.

#### Customer relationship

The purchased customer relationship represents non-contracted interactions with a South African utility company. The amortisation of the customer relationship is based on future deliveries, while the expected remaining amortisation period for customer relationship is based on the projected contract period at the time of the acquisition. During the year, the customer relationship has been further depreciated by €701 thousand.

6.2 Property, plant and equipment

The following table shows the development of property, plant and equipment:

	Mine assets EUR k	Land and buildings EUR k	Technical equipment and machinery EUR k	Other equipment, operational and office equipment EUR k	Advance payments EUR k	Total EUR k
<b>ACQUISITION OR PRODUCTION COST</b>						
1 Jan 2014	88 163	2 309	1 761	690	–	92 923
1 Jan 2014 restated	67 469	2 309	1 761	690	–	72 229
Additions	11 067	1 015	103	–	–	12 185
Borrowing costs	389	–	–	–	–	389
Transfers	–	–	15	530	–	545
Disposal due to deconsolidation	–	–	–	(2)	–	(2)
Other disposals	(624)	–	–	(101)	–	(726)
Effect of translation to presentation currency	1 754	66	45	19	–	1 884
<b>31 Dec 2014</b>	<b>80 055</b>	<b>3 391</b>	<b>1 923</b>	<b>1 136</b>	<b>–</b>	<b>86 505</b>
<b>DEPRECIATION AND IMPAIRMENTS</b>						
1 Jan 2014	4 437	3	186	347	–	4 973
1 Jan 2014 restated	4 404	3	186	347	–	4 940
Additions	6 093	13	275	179	–	6 560
Effect of translation to presentation currency	160	–	7	11	–	179
<b>31 Dec 2014</b>	<b>10 657</b>	<b>16</b>	<b>468</b>	<b>537</b>	<b>–</b>	<b>11 679</b>
<b>CARRYING AMOUNTS</b>						
<b>31 Dec 2014</b>	<b>69 398</b>	<b>3 374</b>	<b>1 455</b>	<b>599</b>	<b>–</b>	<b>74 826</b>
1 Jan 2014 restated	63 065	2 306	1 575	343	–	67 289
1 Jan 2014	88 163	2 309	1 761	690	–	92 923

	Mine assets EUR k	Land and buildings EUR k	Technical equipment and machinery EUR k	Other equipment, operational and office equipment EUR k	Total EUR k
<b>ACQUISITION OR PRODUCTION COST</b>					
1 Jan 2013		73 092	2 579	2 816	78 944
Additions due to consolidation		–	–	59	59
Additions		14 258	679	815	16 167
Disposals		–	–	(1 250)	(1 312)
Transfers		804	–	–	804
Disposal due to deconsolidation		–	(469)	–	(959)
Restated		(20 694)	–	–	–
Currency effects		9	(480)	(620)	(780)
<b>31 Dec 2013</b>		<b>67 469</b>	<b>2 309</b>	<b>1 761</b>	<b>72 229</b>
<b>DEPRECIATION AND IMPAIRMENTS</b>					
1 Jan 2013		648	–	478	1 207
Additions		3 917	4	254	4 423
Impairment charges		–	–	380	380
Disposals		–	–	(430)	(484)
Disposal due to deconsolidation		–	–	–	(283)
Restated		(33)	–	–	(33)
Currency effects		(128)	(1)	(496)	(705)
		<b>4 404</b>	<b>3</b>	<b>186</b>	<b>4 940</b>
<b>CARRYING AMOUNTS</b>					
<b>31 Dec 2013 restated</b>		<b>63 065</b>	<b>2 306</b>	<b>1 575</b>	<b>67 289</b>
1 Jan 2013		72 444	2 579	2 338	77 737

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

### 6. NOTES TO THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

#### 6.2 Property, plant and equipment (continued)

##### Mine assets

The current production ramp up at the Vunene Mining operations and the opening of three further pits during 2013 has resulted in further capital expenditure on mine assets in 2014 financial year. The depreciation of mine assets is based on a unit of production method.

##### Land and buildings

The land and buildings relate to Indawo Estate and secure continued access to infrastructure for future mining activities.

##### Technical equipment and machinery

The technical equipment and machinery includes the machinery of Vunene Mining purchased for its open cast mining activities. Due to the sale of the port operations in Kintap, South Kalimantan, Indonesia, HMS Bergbau Group recognised an impairment charge of €380 thousand on technical equipment and machinery prior to disposal in 2013. This impairment charge is presented in discontinued operations.

#### 6.3 Investments accounted for using the equity method

In October 2014, the company acquired a 29.99 percent stake in Universal Coal, which is a UK company listed in Australia and operating coal mines in South Africa. Under the terms of the transaction, the company paid a total consideration of A\$ 24.5 million. The transaction has completed at 16 October 2014.

Universal issued the following instruments to IchorCoal N.V.:

- 80 440 000 ordinary shares at a purchase price of AU\$0.145 per share, in total AU\$11 663 800.
- 71 220 000 non-voting, non-cumulative convertible preferred shares at a price of AU\$0.18 per share.
- 71 220 000 warrants to receive ordinary shares, exercisable for a period of 18 months at a strike price of AU\$0.36 per share.
- The value at initial acquisition amounted to €16 868 thousands including acquisition costs of €457 thousand which were capitalised. As of 31 December 2014, the carrying amount of the investment in Universal Coal Plc is €17 236 thousand (2013: €nil). The group's share of realised losses of Universal Coal Plc for the period between 16 October 2014 and 31 December 2014 is €89 thousand. No dividend has been received by the Company from Universal Coal Plc in 2014.

Summarised 31 December 2014 financial statement information of Universal Coal Plc, which is not adjusted for the percentage of ownership held by the company, is disclosed below:

	31 Dec 2014 in ZAR	31 Dec 14 EUR k
Current assets	311 578	22 098
Non-current assets	1 147 209	81 364
<b>Total assets</b>	<b>1 458 787</b>	<b>103 462</b>
Current liabilities	52 110	3 696
Non-current liabilities	485 414	34 427
<b>Total liabilities</b>	<b>537 524</b>	<b>38 123</b>
<b>EQUITY</b>	<b>921 263</b>	<b>65 339</b>
Revenue	260 944 281	18 117
Loss after tax	39 552	2 780
Other comprehensive income	40 136 993	2 787
<b>Total comprehensive income</b>	<b>332 762</b>	<b>23</b>

On 30 November 2012, the company concluded the purchase of 30 percent of the shares from a capital increase in Mbuyelo Coal, a South African holding company, which in turn owns stakes in a group of coal mining companies operating in varying stages from green field projects to producing mines. In 2013, the shareholding in Mbuyelo Coal has been increased via a share capital increase that was fully subscribed by IchorCoal N.V. and meanwhile raising the shareholding to 38 percent. In addition, various share purchase transactions have been concluded to acquire shares in Mbuyelo during 2013, which resulted in shareholding in Mbuyelo Coal of approximately 45 percent as at 2014.

The group's share of realised losses of Mbuyelo Coal for the period between 1 January 2014 until 31 December 2014 was €157 thousand.

As of 31 December 2014, the carrying amount of the investment in Mbuyelo Coal is €55 111 thousand (2013: €53 733). No dividend has been received by the Company from Mbuyelo Coal in 2013 and 2014.

Summarised 31 December 2014 financial statement information of Mbuyelo Coal, which is not adjusted for the percentage of ownership held by the company, is disclosed below:

	31 Dec 2014 EUR k	31 Dec 2013 EUR k
Current assets	12 732	17 564
Non-current assets	50 811	44 932
<b>Total assets</b>	<b>63 543</b>	62 496
Current liabilities	250	162
Non-current liabilities	–	3
<b>Total liabilities</b>	<b>250</b>	164
<b>EQUITY</b>	<b>63 293</b>	62 332
Revenue	358	–
Share of profit or loss of investments	516	911
Loss after tax	347	171
Other comprehensive income	–	–
<b>Total comprehensive loss</b>	<b>347</b>	171

The financial year of Mbuyelo Coal ends on 28 February. Disclosures of financial information and the group's share in profits has been derived from interim financial statements ending 31 December 2014.

#### 6.4 Deferred tax

The group's net deferred tax asset and liability recognised in the balance sheet are as follows:

	31 Dec 2014			31 Dec 2013 restated deferred tax liabilities EUR k
	Deferred tax assets EUR k	Deferred tax liabilities EUR k	Deferred tax assets EUR k	
Property, plant and equipment	25	14 789	24	14 964
Non-current financial assets	72	–	64	34
Other provisions	110	–	99	–
Other liabilities	792	–	43	1 434
<b>Temporary differences</b>	<b>999</b>	<b>14 789</b>	<b>230</b>	16 432
Tax loss carry-forwards	–	–	1 438	–
<b>Total</b>	<b>999</b>	<b>14 789</b>	<b>1 668</b>	16 432
Offsetting	–	–	(1 468)	(1 468)
<b>Amounts as per balance sheet</b>	<b>999</b>	<b>14 789</b>	<b>200</b>	14 964

IchorCoal Group management assesses the future utilisation of the tax loss carry-forwards as given, based on the current Group forecasts of revenues and expenditures.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

### 6. NOTES TO THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

#### 6.4 Deferred tax (continued)

The group's deferred tax balances were subject to following changes during the financial year:

	2014 EUR k	Restated 2013 EUR k
Deferred tax assets at the beginning of the period	200	2 319
Deferred tax liabilities at the beginning of the period	(14 964)	(15 711)
<b>Net deferred tax position at the beginning of the period</b>	<b>(14 764)</b>	<b>(13 392)</b>
Deferred tax benefit/(expense) of current year	985	(889)
Foreign exchange difference	(344)	–
OCI	–	(15)
Changes to deferred tax due to group consolidation	334	(468)
<b>Net deferred tax position as of 31 December</b>	<b>(13 790)</b>	<b>(14 764)</b>
Deferred tax assets at the end of the period	999	200
Deferred tax liabilities at the end of the period	(14 789)	(14 964)

#### 6.5 Inventories

Inventories of €866 thousand (2013: €1 848 thousand) consist solely of coal stockpiles of Vunene Mining.

#### 6.6 Trade and other receivables

Trade and other receivables as at 31 December 2014 amounted to €4 324 thousand (2013: €4 260 thousand). Trade receivables are mainly related to a major South African utility company. There are no valuation allowances recorded for doubtful trade receivables in the 2014 and 2013.

As at 31 December 2014 receivables of €277 thousand were up to 90 days past their due date. There were no indications at the balance sheet date that would suggest that the customers would not fulfill their payment obligations. Trade receivables are mainly related to a major South African utility company as well as HMS Bergbau AG, previous member of the group.

The past-due trade receivables at the balance sheet date for which no valuation allowance has been charged are presented in the table below:

	31 Dec 2014 EUR k	31 Dec 2013 EUR k
Up to 30 days	735	791
31 to 90 days	22	–
91 to 180 days	277	–
181 days and longer	–	–
<b>Total trade receivables past due</b>	<b>1 034</b>	<b>791</b>

#### 6.7 Other current financial assets

Other current financial assets are composed as follows:

	31 Dec 2014 EUR k	31 Dec 2013 EUR k
Receivable from the disposal of investments	–	12 073
Rehabilitation Investment Fund	1 085	746
Miscellaneous	275	276
<b>Other current financial assets</b>	<b>1 360</b>	<b>13 095</b>

The receivable from the disposal of investments in 2013 represents the remaining balance of the sale of the investment in HMS Bergbau AG. The amount was fully received in 2014.

The rehabilitation investment funds are held by Vunene Mining in relation to the funding of future environmental rehabilitation requirements, as guaranteed to the South African Department of Mineral Resources.

## 6.8 Other assets

The following table summarises the components of other assets:

	31 Dec 2014 EUR k	31 Dec 2013 EUR k
Receivables from value added tax	451	294
Advance payments	–	144
Miscellaneous	55	97
<b>Other non-financial assets</b>	<b>506</b>	535

The advance payments made in the previous years to coal suppliers were fully realised.

## 6.9 Cash and cash equivalents

As at 31 December 2014, IchorCoal Group's cash and cash equivalents are made up as follows:

	31 Dec 2014 EUR k	31 Dec 2013 EUR k
Cash at banks	19 140	9 335
Cash on hand	–	–
<b>Cash and cash equivalents</b>	<b>19 140</b>	9 335

Included in cash at banks is a balance of €128 thousand held by Vunene Mining which is only available for specified purposes in relation to infrastructure care and maintenance purposes.

## 6.10 Equity

The components and changes in consolidated equity are summarised in the consolidated statement of changes in equity.

### Issued capital

The issued capital of €6 792 thousand is divided into 67 919 963 (2013: 55 000 000) common shares, with a nominal value of €0.10 each.

During 2014, the company issued 12 919 963 new shares with a nominal value of €0.10. The new share issue is composed as follows:

	Number of shares	EUR per share
Conversion of convertible bonds (23 January 2014)	44 444	5,13
Exchange of corporate bonds (29 July 2014)	7 121 400	4,68
Conversion of convertible bonds (10 December 2014)	377 774	4,92
Share issue (2 October 2014)	5 376 345	4,65
<b>Total shares issued</b>	<b>12 919 963</b>	

On 23 January 2014, the company issued 44 444 new shares with a nominal value of €0.10 for a consideration of €4.50 per share (conversion price). The new shares were issued upon the execution of the conversion option of two Convertible Bonds.

On 29 July 2014, the company signed an exchange agreement with the holders of a total amount of €33 000 thousand of outstanding principal amount of corporate bonds to exchange their respective Bonds for ordinary shares in the company's share capital, effective as of 31 July 2014. The company has therefore issued 7 121 400 new shares with a nominal value of €0.10 at an issue price of €4.68 per share. The total fair value of the contribution received for the share capital increase, above the nominal value of the shares and after issuance cost, has been recorded to capital reserves thereby increasing IchorCoal's equity attributable to the owners of the parent by €34 185 thousand.

On 2 October 2014, the company issued 5 376 345 new shares with a nominal value of €0.10 for a consideration of €4.65 per share.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

### 6. NOTES TO THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

#### 6.10 Equity (continued)

On 10 December 2014, the company issued 377,774 new shares with a nominal value of €0.10 for a consideration of €4.50 per share (conversion price). The new shares were issued upon the execution of the conversion option of 17 convertible bonds.

The issued capital as of 31 December 2014 consisted entirely of fully paid-up ordinary shares. Each fully paid ordinary share carries the right to dividends as declared and carries the right to one vote at a shareholders' meeting.

The authorised capital amounts to €25.0 million (2013: €25.0 million) and is divided into 250 000 000 (2013: 250 000 000) shares, with a nominal value of €0.10 each.

#### Capital reserves

The capital reserve comprises the consideration beyond the nominal value of the shares of €60 406 thousand, which has been received for the share capital increase and after issuance cost has been recorded to capital reserves.

Capital reserves are not distributable to equity holders of the parent.

#### Accumulated retained earnings

The accumulated retained earnings, including the net loss of prior years, is attributable to the owners of the parent company.

#### Other reserves

The other reserves reflect differences from currency translation.

#### Share-based payment reserve

The company issued equity-settled instruments to certain qualifying employees under an employee share option scheme to purchase shares in the company's authorised but unissued ordinary shares. Equity share-based payments are measured at the fair value of the equity instrument at the date of the grant, which was €216 thousand. Deferred share-based compensation is expensed over the vesting period, based on the company's estimate of the shares that are expected to eventually vest.

Employee options with long lives are usually exercisable during the period between vesting date and the end of the options' life, and are often exercised early. These factors should be considered when estimating the grant date fair value of the options.

All option pricing models take into account, as a minimum, the following factors:

- (a) the exercise price of the option; -> €4.8
- (b) the life of the option; -> 10 years maximum
- (c) the current price of the underlying shares -> IchorCoal is listed, therefore price is available
- (d) the expected volatility of the share price -> to be derived from historical prices over a period of similar length as the options
- (e) the dividends expected on the shares (if appropriate) -> to be derived from Ichor's financial forecasts and dividend history; and
- (f) the risk-free interest rate for the life of the option -> German bond yield

As the option has no fixed term, a potential early exercise needs to be estimated. Factors to consider in estimating early exercise include:

- (a) the length of the vesting period, because the share option typically cannot be exercised until the end of the vesting period hence, determining the valuation implications of expected early exercise is based on the assumption that the options will vest;
- (b) the average length of time similar options have remained outstanding in the past. Since there is no history, empirical data was used;
- (c) the employee's level within the organisation. Beneficiaries are managing directors; and
- (d) expected volatility of the underlying shares.

This needs to be assessed on the basis of the stock price movements.



**Non-controlling interest**

As at 31 December 2014 the following entities were consolidated in the group's consolidated financial statements whereas non-controlling interest stakes were held by third parties:

	31 Dec 2014 EUR k	Restated 31 Dec 2013 EUR k
Vunene Mining (Pty) Ltd, South Africa	11 344	10 942
Indawo Estate (Pty) Ltd, South Africa	12	8
Foreign currency loss	(11)	–
<b>Non-controlling interest</b>	<b>11 345</b>	<b>10 950</b>

**6.11 Other provisions**

The environmental rehabilitation provisions relates to the mining activities of Vunene Mining. As per South African legal requirements, mining companies are required to provide for rehabilitation work as part of their ongoing operations. An annual estimate of the closure activities and associated costs is made by management, which are expected to meet the mine's Environmental management programme obligation. The total provision varies, depending on the development and depletion stage of open cast pits of Vunene Mining.

As at 31 December 2014, €8 259 thousand (2013: €4 675 thousand) total cost – discounted at prime rate of 8.5 percent (2013: 9.5 percent) – were provided for restoration and rehabilitation relating to past and current mining operations. Out of the total provision, €1 094 thousand are expected to be paid within the next 12 months and are therefore included in the current provisions.

Current provisions are composed as follows:

	31 Dec 2014 EUR k	31 Dec 2013 EUR k
Environmental rehabilitation current operations	1 094	785
Environmental rehabilitation past operations	256	250
<b>Current other provisions</b>	<b>1 350</b>	<b>1 035</b>

The provision for environmental rehabilitation on past operations relates to Vunene Mining's previous mining activities and is expected to be fully utilised in 2015.

The non-current provisions of €6 909 thousand (2013: €3 640 thousand) solely represents the non-current portion of the rehabilitation provision for current mining operations.

During the current financial year, €3 599 thousand have been additionally provisioned for and €559 thousand were charged against the environmental rehabilitation provisions based on the progress of ongoing rehabilitation activities.

**6.12 Interest-bearing loans and borrowings**

Financing of the IchorCoal Group is mainly obtained by the parent company IchorCoal N.V. Direct external financing to the subsidiaries of the company is obtained in form of trade or project finance facilities provided it is advantageous to the group.

As at 31 December 2014, current interest-bearing loans and borrowings are composed as follows:

	31 Dec 2014 EUR k	31 Dec 2013 EUR k
IchorCoal N.V. convertible bonds	399	409
IchorCoal N.V. corporate bonds	1 985	158
Miscellaneous	–	358
<b>Current loans and borrowings</b>	<b>2 384</b>	<b>925</b>

The current portion of the company convertible bonds as well as of the corporate bonds originates from accrued interest expenses to be paid at the next quarterly interest day. The settlement date of the corporate bonds is June 2015. The short-term portion represents interest and the principle portion of €2.0 million.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

### 6. NOTES TO THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

#### 6.12 Interest-bearing loans and borrowings (continued)

As per 31 December 2014, non-current interest-bearing loans and borrowings are composed as follows:

	31 Dec 2014 EUR k	31 Dec 2013 EUR k
IchorCoal N.V. convertible bonds	80 545	76 309
IchorCoal N.V. corporate bonds	–	33 937
<b>Non-current loans and borrowings</b>	<b>80 545</b>	<b>110 246</b>

#### Convertible bonds

In 2012, the company issued €80.0 million convertible bonds at par, which – subject to early prepayment or conversion – mature in June 2017. The convertible bonds carry a fixed interest rate of 8 percent per annum, to be paid quarterly in arrears. Under certain conditions, such as the issuance of new shares or payments of dividends in the form of ordinary shares, standard adjustment mechanisms would apply to the conversion share price or the company would obtain the right to pay back all – but not part – of the outstanding notes including the accrued interest. Furthermore, there were conversion of 19 bonds during 2014. (Refer to note 6.10).

The bonds have a nominal value of €100 000 and an initial conversion price of €4.50, which entitles each bond holder to convert into 22 222 new ordinary bearer shares of the company.

If at any point the outstanding principal falls under 20 percent of the principal amount or if at any time after 7 June 2014, the 10 consecutive days average opening price of the ordinary shares of the issuer amounts to 140 percent of the conversion price on each such day, the company has the right to pay back all – but not part – of the outstanding notes including the accrued interest as of the day on which such clean-up option is exercised.

The interest rate of the convertible bond is fixed until the maturity date.

As at 31 December 2014, no events occurred which would have triggered an adjustment to the conversion share price or a clean-up option.

At issuance in 2012, management determined that the convertible bonds is a combined financial instrument, which contains two components: the bond liability (host component) and a conversion option (conversion component).

Based on accounting standards, the conversion component was classified as a financial instrument at fair value through profit or loss and was initially recognised as a liability at the fair value of €25 100 thousand. The group used a binomial options pricing model for the initial and subsequent determination of the fair value. Significant input factors for the model are the company's share price, the volatility of the share price and the remaining time to expiry. Although the company share price had an increasing effect, the fair value of the conversion component as of 31 December 2014 has been increased due to the reduced remaining time to expiry as well as a lower volatility. At 31 December 2014, the fair value of the conversion component was €19 625 thousand (2013: €18 284 thousand). The resulting loss of €1 341 thousand (2013: gain of €4 941 thousand) has been recognised in the statement of comprehensive income.

The fair value of the host component of €52 155 thousand at inception date has been derived as the residual amount of the issue price less the conversion component and pro rata transaction cost. Transaction costs of 2.5 percent of the convertible bonds face value have been apportioned between the host and the conversion component based on the allocation of proceeds to the components. The host component is subsequently carried at the amortised cost using the effective interest method. As of 31 December 2014, the total carrying value of the host component was €61 319 thousand (2013: €58 434 thousand), including accrued interest.

	31 Dec 2014 EUR k	31 Dec 2013 EUR k
Host instrument opening balance	58 434	54 268
Conversion component opening balance	18 284	23 225
	<b>76 718</b>	77 493
Cash-effective movements		
Interest for the period	6 374	6 400
Interest payments during the period	(6 374)	(6 400)
Non-cash-effective movements		
Fair value movement of conversion component	1 34	(4 941)
Accrued effective interest portion	4 970	4 166
Conversion of 19 bonds into equity	(2 085)	–
<b>IchorCoal N.V. convertible bonds</b>	<b>80 944</b>	76 718

#### Corporate bonds

In June 2013, the company issued €25.0 million of up to €40.0 million unsecured and unsubordinated corporate bonds. A further €10.0 million was issued in October 2013. The bonds were issued at par and will – subject to early prepayment – mature in June 2015. The bonds have a nominal value of €100 000 and carry a fixed interest rate of 6.5 percent per annum until the maturity date, to be paid quarterly in arrears.

If at any point the outstanding principal falls under 20 percent of the principal amount, the company has the right to pay back all – but not part – of the outstanding notes including the accrued interest as of the day on which such clean-up option is exercised.

The carrying value of the corporate bonds of €33.6 million at inception date has been derived as the residual amount of the issue price less transaction cost of 4.0 percent of the corporate bond's face value. The corporate bonds are subsequently carried at amortised cost using the effective interest method. During 2014 €33.0 million corporate bonds were converted into the ordinary shares of the company (refer to note 6.10).

As at 31 December 2014, the carrying value of the corporate bonds was €2.0 million, including accrued interest.

The movement of the convertible bonds during the year was as follows:

	31 Dec 2014 EUR k	31 Dec 2013 EUR k
Opening balance	34 095	33 600
Conversion of corporate bonds	(32 677)	
Cash-effective movements		
Interest for the period	1 352	1 133
Interest payments during the period	(1 207)	(975)
Non-cash-effective movements		
Accrued effective interest portion	423	337
<b>IchorCoal N.V. corporate bonds</b>	<b>1 985</b>	34 095

#### 6.13 Other financial liabilities

Other non-current financial liabilities of €638 thousand (2013: €623 thousand) represent liabilities due to the minority shareholder of Indawo Estate. The remaining €318 thousand (2013: €628 thousand) pertain to outstanding access fees for mining activities on farmland.

The other current financial liabilities of €292 thousand (2013: €306 thousand) also pertain to outstanding access fees.

#### 6.14 Trade and other payables

The trade and other payables of €4 127 thousand (2013: €1 810 thousand) mainly relate to payables to mining contractors.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

### 6. NOTES TO THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

#### 6.15 Other liabilities

The other liabilities are composed as follows:

	31 Dec 2014 EUR k	31 Dec 2013 EUR k
Accrued liabilities	988	1 260
Accrued income	–	152
Liabilities from other taxes	–	43
Miscellaneous	33	12
<b>Other non-financial liabilities</b>	<b>1 021</b>	1 467

The accrued liabilities mainly arise from mining contractor services obtained in December, which have not been invoiced before year end.

#### 6.16 Maturity analysis of financial and non-financial liabilities

The contractually agreed (undiscounted) payment terms relating to financial and non-financial liabilities, excluding interest payments, are presented in the following table:

	Carrying amount 31 Dec 14 EUR k	Undiscounted cash outflows		
		2015 EUR k	2016 – 2019 EUR k	2020 ff. EUR k
Non-current loans and borrowings	80 545	–	78 100	–
Current loans and borrowings	2 384	2 000	–	–
Trade and other payables	4 127	4 127	–	–
Other non-current financial liabilities	956	–	956	–
Other current financial liabilities	292	292	–	–
Other liabilities and liabilities from income taxes	1 040	1 040	–	–

	Carrying amount 31 Dec 13 EUR k	Undiscounted cash outflows		
		2014 EUR k	2015 – 2018 EUR k	2019 ff. EUR k
Non-current loans and borrowings	110 246	–	115 000	–
Current loans and borrowings	925	925	–	–
Trade and other payables	1 810	1 810	–	–
Other non-current financial liabilities	1 251	–	1 309	–
Other current financial liabilities	306	374	–	–
Other liabilities and liabilities from income taxes	1 712	1 712	–	–

### 7. NOTES TO THE CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

#### 7.1 Revenue

The following table provides information regarding the split up of revenue:

	1 Jan 31 Dec 2014 EUR k	1 Jan 31 Dec 2013 EUR k
Mining revenues	47 524	23 378
Care and maintenance services	1 104	1 184
Other services	2	2
<b>Revenue</b>	<b>48 630</b>	24 565

Revenue from mining was generated from the group's mining activities and the sale of the run-of-mine coal to national and international customers. Service revenues are generated on a care and maintenance agreement to maintain the Vunene Mining underground mine infrastructure on behalf of a third party.

7.2 Cost of sales

The following table provides information regarding the split up of purchased goods and services:

	2014 EUR k	2013 EUR k
Equipment rental	16 573	9 862
Consumables	7 834	4 707
Labour	1 416	999
Outsourced mining services	4 924	3 165
Change in coal at stock	978	(1 624)
Other services	4 004	2 001
Cost of rendering care and maintenance services	790	779
<b>Cost of sales</b>	<b>36 520</b>	<b>19 891</b>

Purchased service costs from mining were incurred by the mining activities of the group and relate to contractors as well as operating supplies and consumables. Other service costs are incurred on the care and maintenance of the Vunene Mining underground mine infrastructure on behalf of a third party.

Furthermore, a change in inventory of €978 thousand has been realised, based on a reduction of coal stock piles.

7.3 Income from investments

Total income from investments contains the group's share of losses of Mbyuelo Coal for the period between 1 January 2014 until 31 December 2014 (€157 thousand) and its share of losses of Universal Coal for the period between 16 October 2014 and 31 December 2014 (€89 thousand).

7.4 Other income

The following table provides an overview of the material items of other operating income:

	2014 EUR k	Restated 2013 EUR k
Gain on contingent liability adjustment	–	1 639
Foreign exchange gain	2 114	934
Miscellaneous	256	681
<b>Other income</b>	<b>2 369</b>	<b>3 254</b>

The gain on the release of contingent liability, relating to payment obligations from the acquisition of shares in Vunene Mining has been recorded as a result of the settlement of the obligation €1 639 thousand below book value.

7.5 Depreciation, amortisation and impairments

Depreciation, amortisation and impairments are composed as follows:

	2014 EUR k	Restated 2013 EUR k
Depreciation of property, plant and equipment	6 481	4 936
Amortisation of intangible assets	852	223
Impairment	42	
<b>Depreciation, amortisation and impairments</b>	<b>7 374</b>	<b>5 159</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

### 7. NOTES TO THE CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME (CONTINUED)

#### 7.6 Other operating expenses

The following table provides an overview of the material items of other operating expenses:

	2014 EUR k	Restated 2013 EUR k
Consulting and legal expenses	1 191	1 667
Royalty tax	777	–
Audit and accounting service expenses	199	259
Other professional services	186	523
Foreign exchange losses	170	(522)
Insurance contributions	51	78
Loss from disposal of shares in affiliates	16	1 371
Advertising expenses	9	79
Write-off of loans to affiliates	–	1 089
Miscellaneous	179	180
<b>Other operating expenses</b>	<b>2 777</b>	<b>4 724</b>

#### 7.7 General and administrative expenses

General and administrative expenses are composed as follows:

	1 Jan 31 Dec 2014 EUR k	1 Jan 31 Dec 2013 EUR k
Salaries	3 252	1 598
IT and Communication	59	53
Head office expenses	799	1 004
<b>General and administrative expenses</b>	<b>4 110</b>	<b>2 656</b>

General and admin expenses increased from €2 656 thousand to €4 110 thousand which is mainly due to costs related to the restructuring of the company and the move of the company's head office to South Africa.

#### 7.8 Financial result

Financing revenue and cost split down as follows:

	1 Jan 31 Dec 2014 EUR k	1 Jan 31 Dec 2013 EUR k
Interest income from bank accounts	348	88
Interest on other loans and borrowings	–	116
<b>Interest income</b>	<b>348</b>	<b>204</b>
Gain on option adjustment	46	–
Gain on conversion component convertible bonds	–	4 941
<b>Finance revenue</b>	<b>394</b>	<b>5 145</b>
	1 Jan 31 Dec 2014 EUR k	1 Jan 31 Dec 2013 EUR k
Effective interest on convertible bonds	11 235	10 566
Effective interest on corporate bonds	1 797	1 256
Interest on debts and borrowings	2 333	228
Interest on rehabilitation provision	426	200
Other	(154)	266
<b>Interest and similar expenses</b>	<b>15 637</b>	<b>12 516</b>
Loss on conversion component of convertible bonds	1 341	–
<b>Finance costs</b>	<b>16 978</b>	<b>12 516</b>

During the 2013, Vunene Mining significantly increased its mining operations by the development of three further open cast pits. Until the respective pits commenced their production phase, the borrowing cost that are directly attributable to the activities of the box cut openings have been capitalised and as such added to the mining asset. During the year borrowing cost of €389 thousand was incurred.

## 7.9 Income tax

The factors affecting income tax expense for the period are listed below:

	2014 EUR k	2013 EUR k
Income before income taxes	(16 922)	(9 367)
Tax rate	28%	30%
<b>Expected tax (expense)/benefit</b>	<b>4 738</b>	2 827
Differing tax rate	71	(220)
Permanent differences	(3 679)	3 261
Adjustments to carrying amounts of deferred taxes	785	(528)
Current income taxes for prior years	–	(2)
Deferred income taxes for prior years	–	(10)
Unrecognised tax losses and interest carry-forwards	(2 675)	(6 236)
Trade tax	2 090	–
Other effects/change in tax rate	(23)	3
<b>Income taxes</b>	<b>1 306</b>	(905)
Effective tax rate	(8)%	10%

Based on the management seat of the company in Johannesburg, South Africa, the enacted tax rate of 28 percent is applicable for the Company taxation in 2014. Based on the management seat of IchorCoal N.V. in Berlin, Germany in 2013, the enacted tax rate of 30.18 percent was applicable for the company's taxation in Germany.

Total taxation benefit/(expense) can be broken down as follows:

	2014 EUR k	2013 EUR k
Current taxes	–	(4)
Deferred taxes	1 306	379
<b>Income taxes from continued operations</b>	<b>1 306</b>	375
Current taxes	–	(11)
Deferred taxes	–	(1 269)
<b>Income taxes from discontinued operations</b>	<b>–</b>	(1 280)
<b>Income tax for the year</b>	<b>1 306</b>	(905)

## 7.10 Earnings per share

### Basic earnings per share

The basic earnings per share for the continued operations for the 2014 amount to a-0.27 (2013: a-0.23). The basic earnings per share calculation is based on the profit and loss of the continued operations attributable to the owners of the parent and the number of shares outstanding during the period. The basic earnings per share for the continued operations for the comparative period has been additionally adjusted by the weighted average number of own treasury shares held by the group during that period. The profit and loss for the continued operations attributable to the owners of the parent and the weighted average number of shares outstanding has been calculated as follows:

Profit and loss from continued operations attributable to the owners of the parent (in EUR thousand)

	2014	2013
Profit or loss	(15 386)	(10 949)
Non-controlling interest	397	(1 003)
	(15 784)	(11 952)
<b>Basic earnings per share</b>	<b>(0.27)</b>	(0.23)

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

### 7. NOTES TO THE CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME (CONTINUED)

#### 7.10 Earnings per share (continued)

Weighted average number of shares outstanding (in 000s)

	2014	2013
Shares issued and fully paid as of 1 January	55 000	50 000
Effect of share capital increase	4 413	1 822
Effect of own treasury shares held during the period	–	–
Weighted average number of shares outstanding	59 413	51 822

The basic earnings per share for the discontinued operations, including the gain on sale of the HMS Bergbau AG investment of €6 398 thousand, for the 2013 amount to €0.02 (2012: a-0.05).

#### Diluted earnings per share

During 2012, the company issued a convertible bond of €80.0 million, which resulted in an adjustment to the weighted average shares outstanding of 17 714 thousand (2013: 17 778 thousand). Those shares, as well as any income or loss adjustment in relation to those shares, were excluded from the computation of diluted earnings per share as their effect is anti-dilutive.

#### 7.11 Other comprehensive income

The other comprehensive income relates solely to currency translation differences.

### 8. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOW

The cash flow statement was prepared using the indirect method.

IchorCoal Group's cash and cash equivalents as at 31 December 2014, which was unencumbered, amounted to €19 140 thousand.

The group's cash flows from operating activities was mainly influenced by the Vunene Mining operations. The investment cash flows were mainly driven by the receipt of the proceeds from disposal of shares in affiliates (HMS Bergbau AG investment) as well as the acquisition of 29.99 percent of stake in Universal Coal Plc. The cash flow from financing activities was driven by the proceeds from the company's share capital increase in October 2014.

### 9. NOTES TO THE CONSOLIDATED SEGMENT REPORT

#### 9.1 Basic principles of segment reporting

IchorCoal N.V. is the parent company of IchorCoal Group, being responsible for all investments in coal resources as well as all central control functions such as strategy, finance, accounting/controllers. In 2013, mining activities were performed by Vunene Mining, whereas all major trade activities were conducted via HMS Bergbau AG. Up until disposal of the investment in HMS Bergbau AG, the IchorCoal Group activities were organised in segments, which in turn were managed by segment management functions. Financial performance, operating activities and budgets and forecasts were compiled for both segments and reviewed by the IchorCoal management board on a regular basis.

Following the strategic realignment of IchorCoal N.V. and the disposal of the investment in HMS Bergbau AG, the group's coal trading division, the core business of the IchorCoal Group is the investment in coal resources in South Africa. Subsequent to the disposal, the group is organised into one reporting segment being coal production in South Africa. Going forward, the group focuses on the acquisition and subsequent development of coal resources in southern Africa.

The Group's mining activities, included in the continued operations, generated €30 633 thousand of its sales with Eskom, a South African utility company. Furthermore, €17 222 thousand of sales have been mainly generated on a coal supply agreement with a subsidiary of the former group's trading division HMS Bergbau AG. The coal supply agreement had a duration until October 2014 and continued to be in force subsequently to the disposal of the investment in HMS Bergbau AG. All intra-group sales had been concluded on transfer prices adhering to the arms length principle. In order to present a true and fair view on the group's continued and discontinued results margins generated by the group on sales to HMS Bergbau AG in 2013 are presented in continued operations, while the margin generated by HMS Bergbau AG on the external sales is presented in discontinued operations in comparative figures. Being aware of the requirements of IFRS 5, this treatment however ensures comparability of revenues as well as gross margins to previous and future periods and avoids misleading information in the group's statement of comprehensive income.



# OTHER DISCLOSURES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 10. OTHER DISCLOSURES

### 10.1 Capital management

To provide the financial stakeholders of the group with satisfactory returns, group management aims on owning and operating medium-sized coal assets which are expandable and promise upstream development potential. Vunene Mining still represents the group's major mining asset as at 31 December 2014.

Throughout the year, group management continually reviews existing assets to identify whether they remain within set financial limits. It also continues to review further assets, mainly in South Africa, which potentially fit the strategy and only invest capital in those who are in accordance to certain financial criteria. The group's requirements for investments are projects that carry sufficient rates of return, generate consistent cash flows and have potential for future value creation to ultimately allow the group to return excess capital to its shareholders.

To ensure consistent and secured funding for the development of its projects, group management monitors capital in the light of economic changes and significant transactions. Capital requirements are assessed and evaluated in conjunction with the supervisory board and any additional debt or equity issuance to meet those requirements is assessed for the impacts on the capital structure of the group. As at 31 December 2014, the group has issued €6 792 thousand in share capital, €81.0 million in convertible bonds and €2.0 million in corporate bonds.

IchorCoal Group monitors capital using a gearing ratio, which is net debt – including interest-bearing loans and borrowings, trade and other payables, less cash and short-term deposits – divided by equity plus net debt. Notwithstanding the significant changes of the capital structure throughout the year, it remains management's focus to maintain the gearing ratio constant.

	31 Dec 14 EUR k	Restated 31 Dec 2013 EUR k
Interest-bearing loans and borrowings	<b>82 929</b>	111 171
Accounts payable and accrued liabilities	<b>5 148</b>	3 125
Less cash and cash equivalents	<b>(19 140)</b>	(9 335)
<b>Net debt</b>	<b>68 937</b>	104 961
Equity	<b>64 236</b>	17 182
Equity and net debt	<b>133 172</b>	122 143
<b>Gearing ratio</b>	<b>52%</b>	86%

## OTHER DISCLOSURES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

### 10. OTHER DISCLOSURES (CONTINUED)

#### 10.2 Financial assets and liabilities

##### Presentation by categories

The balance sheet items as at 31 December 2014, comprising financial assets and liabilities, can be attributed to the measurement categories according to IAS 39 as follows:

	31 Dec 2014			
	Carrying amount EUR k	Loans and receivables EUR k	Financial instruments measured at amortised cost EUR k	Financial instruments at fair value through profit or loss EUR k
<b>ASSETS</b>				
Trade and other receivables	4 324	4 324	–	–
Other current financial assets	1 360	1 360	–	–
Cash and cash equivalents	19 140	19 140	–	–
<b>LIABILITIES</b>				
Interest-bearing loans and borrowings	82 929	–	63 304	19 625
Other non-current financial liabilities	956	–	956	–
Trade and other payables	4 127	–	4 127	–
Other current financial liabilities	292	–	292	–

	31 Dec 2013			
	Carrying amount EUR k	Loans and receivables EUR k	Financial instruments measured at amortised cost EUR k	Financial instruments at fair value through profit or loss EUR k
<b>ASSETS</b>				
Trade and other receivables	4 260	4 260	–	–
Other current financial assets	13 095	12 978	–	117
Cash and cash equivalents	9 335	9 335	–	–
<b>LIABILITIES</b>				
Interest-bearing loans and borrowings	111 171	–	92 887	18 284
Other non-current financial liabilities	1 251	–	1 251	–
Trade and other payables	1 810	–	1 810	–
Other current financial liabilities	306	–	306	–

As at 31 December 2014, the financial assets and liabilities measured at fair value are categorised in the following classes:

##### Fair value hierarchy

The group uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities

Level 2: other techniques for which all inputs that have a significant effect on the recorded fair value are observable, either directly or indirectly

Level 3: techniques that use inputs that have a significant effect on the recorded fair value that are not based on observable market data

10. As at 31 December 2014, the group held the conversion component of the convertible bond at fair value through profit or loss in the statement of financial position. The conversion component has been valued using a binomial option price model, with share volatility and share price and time to maturity being significant input factors, and as such is classified as a Level 3. At inception the conversion option has been valued at €25 100 thousand. As of year-end, a loss of €1 341 thousand (2013: gain of €4 941 thousand) has been recognised and recorded in profit and loss. For purposes of the conversion option valuation, management also took into account any adjustment necessary to measure the Company's default risk on its derivative liability. Consequently, the credit risk of the company is incorporated into the fair value of the conversion option liability.

The gain on conversion would have increased by approximately €0.5 million if the volatility decreased by 1 percentage point and would have decreased by €0.5 million if the volatility increased by 1 percent point. Similarly, the gain would have increased by approximately €1.0 million if the share price would be €0.10 lower and would have decreased by approximately €1.0 million if the share price would be €0.10 higher. The group furthermore held a coal commodity derivative, at fair value through profit or loss, to mitigate price risks from fluctuations in the underlying coal price induce. The derivative is traded at a commodity derivative exchange and has been classified as Level 1.

	31 Dec 2014	
	Carrying amount EUR k	Fair Values EUR k
<b>ASSETS</b>		
Trade and other receivables	4 324	4 324
Other current financial assets	1 360	1 360
Cash and cash equivalents	19 140	19 140
<b>LIABILITIES</b>		
Interest-bearing loans and borrowings	82 929	77 657
Other current financial liabilities	956	956
Trade and other payables	4 127	4 127
Other current financial liabilities	292	292

Except for the convertible bond and the corporate bond, the financial assets and liabilities have mainly short terms to maturity. Therefore, carrying amounts at the reporting date approximate the fair value. The convertible bond matures in 2017 and is derived of a host component and a conversion component. The above fair value disclosure is based on the market value of the convertible and corporate bonds as of 31 December 2014. However, for purposes of these financial statements, the carrying amount of the host component represents the discounted nominal amount and the carrying amount of the conversion component represents the fair value of the conversion option as of 31 December 2014. The corporate bond matures in 2015 and is recorded at the discounted nominal amount.

	31 Dec 2014			
	Carrying amount EUR k	Level 1 EUR k	Level 2 EUR k	Level 3 EUR k
<b>LIABILITIES</b>				
Interest-bearing loans and borrowings	82 929	77 657	–	–
Other current financial liabilities	956	–	–	–
Trade and other payables	4 127	–	–	–
Other current financial liabilities	292	–	–	–

#### Other disclosures for financial assets and liabilities

The results from the various categories of financial assets and liabilities are composed as follows. Net loss on financial liabilities at fair value through profit and loss were €1 341 thousand. Total interest income and total interest expense for financial assets and liabilities that are not at fair value through profit or loss were €394 thousand (2013: €204 thousand) and €16 978 thousand (2013: €12 516 thousand), respectively.

## OTHER DISCLOSURES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

### 10. OTHER DISCLOSURES (CONTINUED)

#### 10.3 Group financial risk management

The group is exposed to various financial risks which arise out of its business activities. In response, the group has implemented risk management processes across all entities to identify risk exposures and to mitigate material negative effects on the financial performance or to secure achievement of group objectives. In order to steer the group's approach to risk mitigation from the top, an annual assessments of risk acceptance levels is performed by the management board and reviewed by the supervisory board. The risk management system of the group is an integrated approach, segregated to fit its diverse operations, being coal mining and trading, beyond any investment activities that the group constantly endeavours. In addition, the risk management system is two tier organised into an internal review process as well as a controlling activity scheme.

The risk management associated with the IchorCoal Group's coal mining and trading activities involves the identification, classification, evaluation, controlling and monitoring of risks inherent to coal mining and trading in a South African environment. Major trading activities with potential material effects to the financial performance are presented and discussed with supervisory board. It is the group's policy to only accept risks if they are associated with significant earnings potential. Where possible, risks are minimised or transferred to third parties.

The group's investment activities and associated risk management involves various activities such as careful review and analysis of investment opportunities. Here again, associated risks are identified, classified, evaluated, controlled and monitored by management and presented to the supervisory board as part of the investment decision process. Each identified risk is quantified to assess the magnitude of its financial impact and if necessary to implement mitigating measures.

Main exposures identified include investment risks, financial market risks such as currency and interest rate risks, liquidity risks, credit risks and commodity price risks. The following sections describe those risks and opportunities that could have a significant impact on the group's net assets, financial position and results of operations:

#### Investment risks

IchorCoal Group is exposed to investment risks, which originate in the selection of investment projects. Investments may not meet expected return rates in the future, which would have a negative impact on the group's financial results. IchorCoal Group's management board in conjunction with the supervisory board, mitigates such risks by employing a thorough assessment and approval process, which is supported by detailed financial, technical, geological and legal due diligence reports which examine for instance the size of the deposit, logistics infrastructure, financial situation, legal requirements, management and political situation. Final investment decisions above certain thresholds require the approval of the Company supervisory board. Furthermore, significant cost and timeline overruns in asset development activities subsequent to an acquisition also pose risks to IchorCoal Group. These risks are mitigated by IchorCoal Group management via experienced in-house project controlling supported by professional local advisors.

Because of its international activities the group is exposed to a variety of financial market risks. For instance, foreign exchange and interest rate fluctuations may have unwanted effects on the financial position of IchorCoal Group.

IchorCoal group is exposed to unwanted effects of foreign exchange transactions and translation. The financial asset or liability, which is denominated in a currency other than the functional currency, is periodically restated. Any associated gain or loss is taken to the income statement but not hedged in general. Some of the transactions are foreign currency transactions and therefore the group is exposed to currency fluctuation risks. IchorCoal Group management would enter into forward exchange contracts should the circumstances require and allow securitisation of revenue or expenditure streams subject to unwanted currency fluctuation. In such instances, forward transactions are presented to and approved by the supervisory board of the company. As of 31 December 2014, the group has no foreign exchange derivatives.

In 2014, the group realised net profit of €2 114 thousand from currency translation differences. The group's exposure to the volatility of the ZAR currency at year end is maximal. If the ZAR weakened by 10 percent, the group's net currency loss would have increased by €6 877 thousand. If the ZAR strengthened by 10 percent, the net currency loss would have decreased by €6 877 thousand. The above fluctuations are mainly the result of the following:

- In the current economic conditions the ZAR continues to strengthened against the Euro
- The group has convertible and corporate bond liabilities denominated in Euro and on which the foreign exchange loss/gain are recognised as at the year end

**10. OTHER DISCLOSURES (CONTINUED)**

**10.3 Group financial risk management (continued)**

The group’s current finance facilities are provided on a fixed interest rate basis, which vary from facility to facility. Interest price risks may originate from finance facilities at fixed interest rates. Interest cash flow risks may originate from finance facilities at variable interest rates on the group’s possible future borrowings for investments. Any such risk is evaluated within the group and may be mitigated by interest derivatives, if deemed necessary. As of 31 December 2014, the Group has no interest derivatives.

**Liquidity risk**

The group’s liquidity risk arises from the possibility that it may not be able to meet its financial obligations as they fall due. Mitigating activities include forecasting and monitoring of operational and capital cash requirements. The main sources of liquidity come from the operating business and external borrowings. Management continually monitors the availability of financial resources to fund the group’s operating activities as well as its growth and development aspirations. This monitoring also contains an analysis of the due dates of the group’s financial obligations. The group did not default on payment obligations during the financial period. The group’s future significant payment obligations result from the corporate bonds and convertible bonds. The interest payment obligations, of the corporate bonds of €2.0 million, until maturity in 2015 amount to €65 thousand in 2015. The interest payment obligations, of the convertible bonds of €81. million, until maturity in 2017 amount to €6.2 million in 2015 and 2016 and to €3.2 million in 2017, subject to conversion exercise.

**Credit risk**

Credit risks arise from business relationships with customers and suppliers. Financial assets may be impaired if business partners do not adhere to their payment obligations.

The maximum exposure losses on financial assets, which are fundamentally subject to credit risk, is limited to the total carrying value of relevant financial assets, as presented below.

	EUR k
Trade and other receivables	4 324
Other current financial assets	1 360
Other assets	506
Cash and cash equivalents	19 140

To reduce the credit risk on cash and cash equivalents, management carefully pre-evaluates and selects bank institutes before depositing cash. To reduce the credit risk on revenues, the group’s management pre-evaluates and monitors counterparties. Group management further aims to utilise secured payment mechanisms or other risk mitigation instruments. In addition, risks from performance failures or poor performance of deliveries may arise. Management mitigates these risks appropriately by selecting creditworthy parties and by assessing individual conditions and structuring contracts accordingly. Prior to business relationships, management evaluates its potential customers using available financial information or its own trading records. During 2014, the group generated the majority of its sales with Eskom, a South African utility company which has not defaulted in 2014.

**Commodity price risk**

IchorCoal Group’s commodity price risk exposure arises from transactions on the world coal market. Sale of coal transactions are either on a fixed price basis or index-based. Cash flow risks may originate from sales agreements at fixed rates. Price risks may originate from index based sales agreements. Price risks arising of fluctuations of applicable indices are mitigated by exchange traded commodity derivatives, if deemed necessary. Price escalation clauses are negotiated for fixed sales price agreements, to mitigate adverse input pricing developments. Group management evaluates such risks on a continuous basis as part of the risk management system and may be mitigated by hedging instruments, if deemed necessary. As of 31 December 2014, the group has no hedging instruments.

## OTHER DISCLOSURES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

### 10. OTHER DISCLOSURES (CONTINUED)

#### 10.4 Relationships with related parties

Related parties are defined as those persons and companies that control IchorCoal Group, or that are controlled or subject to significant influence by IchorCoal Group. Key management personnel of the company and, up until disposal, HMS Bergbau AG as well as close family members of key management, are also related parties.

#### Transactions with subsidiaries and associates

Intercompany transactions within IchorCoal Group have been eliminated in the consolidated financial statements. During the year, the company entered into various loan agreements with Vunene Mining for mine development purposes on a basis equal to third party agreements. At year end, €15 165 thousand (2013: €14 030 thousand), including accrued interest of €1 845 thousand (2013: €525 thousand), are outstanding. Furthermore, the company performed certain group functions, which have been reimbursed by Vunene Mining via a management fee of €312 thousand (2013: €307 thousand).

#### Transactions with key management personnel

During the year, Nonkululeko Nyembezi-Heita, Andries Engelbrecht and Sebastian Giese held director positions in the company. The directors received the following compensation during 2014:

EUR thousand	Short-term compensation	Share-based payments	Total
Nonkululeko Nyembezi-Heita	935	128	1 063
Andries Engelbrecht	405	88	493
Sebastian Giese	602	–	602
<b>Total</b>	<b>1 942</b>	<b>216</b>	<b>2 158</b>

The supervisory board of the company consisted during the year of four individuals. The annual compensation for the supervisory board chairman, Lars Windhorst is €10 thousand. The vice chairman receives a compensation of €8 thousand and the compensation for the other supervisory board members is €5 thousand.

#### 10.5 Contingent liabilities and commitments.

As of 31 December 2014, the group's purchase obligations from contract mining companies amounts to €32 175 thousand. Further payment obligations for 2015 amount to approximately €38 thousand.

The maturity of other financial obligations resulting from rental and lease agreements split up as follows:

	31 Dec 2014 EUR k	31 Dec 2013 EUR k
Due within one year	195	55
Due in one to five years	682	–
Due in more than five years	–	–
<b>Total</b>	<b>877</b>	<b>55</b>

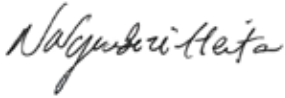
The group is currently not involved as a defendant in any litigations. The group has no contingent liabilities.

10.6 Audit fees

The total audit fees of €162 thousand have been incurred from Ernst & Young, Europe (€86 thousand), KPMG, South Africa (€23 thousand) and Sizwe, South Africa (€53 thousand).

10.7 Events after the balance sheet date

No events with significant influence to the financial position of the company, which arose subsequent to the financial statement date, came to our attention.



**Nonkululeko Nyembezi-Heita**  
*Chief executive officer*



**Andries Engelbrecht**  
*Chief operating officer*

Johannesburg, 26 March 2015

# STAND-ALONE STATEMENT OF FINANCIAL POSITION

for the year ended 31 December 2014

	Note	31 Dec 2014 EUR k	31 Dec 2013 EUR k
<b>ASSETS</b>			
<b>Non-current assets</b>			
Intangible assets	3.1	9	23
Property, plant and equipment	3.2	192	4
Shares in affiliates	3.3	41 296	40 300
Investments in associates	3.4	72 563	53 703
Other non-current financial assets	3.5	8 890	7 775
Deferred tax	3.6	792	–
		<b>123 742</b>	101 805
<b>Current assets</b>			
Trade and other receivables	3.7	555	400
Other current financial assets	3.8	5 823	18 351
Other assets	3.9	129	97
Cash and cash equivalents	3.10	17 294	7 867
		<b>23 801</b>	26 715
<b>Total assets</b>		<b>147 543</b>	128 520
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Issued capital	3.11	6 792	5 500
Capital reserves	3.11	89 291	28 886
Share-based payment reserve	3.11	216	–
Accumulated retained earnings	3.11	(17 379)	(6 752)
Profit or loss for the year		(16 487)	(10 627)
Other reserves	3.11	774	–
<b>Total equity</b>		<b>63 208</b>	17 007
<b>Non-current liabilities</b>			
Interest-bearing loans and borrowings	3.12	80 545	110 246
<b>Current liabilities</b>			
Interest-bearing loans and borrowings	3.12	2 384	567
Trade and other payables	3.13	385	300
Other liabilities	3.14	1 021	400
		<b>3 790</b>	1 267
<b>Total liabilities</b>		<b>84 335</b>	111 513
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>147 543</b>	128 520

The accompanying notes form part of these financial statements.



# STAND-ALONE STATEMENT OF COMPREHENSIVE INCOME

for the year ended 31 December 2014

	Note	2014 EUR k	2013 EUR k
Other income	4.1	2 659	3 588
General and administrative expenses	4.2	(3 181)	(1 660)
Depreciation and impairment		(32)	(10)
Write-off of current assets		(42)	–
Other operating expenses	4.3	(1 301)	(6 215)
Finance costs	4.4	1 776	5 635
Finance income	4.4	(17 150)	(11 965)
<b>Loss before income taxes</b>		<b>(17 272)</b>	<b>(10 627)</b>
Income taxes	4.5	785	–
<b>Loss for the year</b>		<b>(16 487)</b>	<b>(10 627)</b>
<b>OTHER COMPREHENSIVE INCOME</b>			
<b>ITEMS THAT CAN BE RECLASSIFIED TO PROFIT OR LOSS</b>			
Differences from currency translation		774	–
<b>Other comprehensive income after income taxes</b>		<b>774</b>	<b>–</b>
<b>Total comprehensive income</b>		<b>(15 713)</b>	<b>(10 627)</b>

The accompanying notes form part of these financial statements.

# STAND-ALONE STATEMENTS OF CHANGES IN EQUITY

for the year ended 31 December 2014

	Note	Ordinary shares EUR k	Capital reserves EUR k	Accumulated retained earnings EUR k	Profit or loss for the year EUR k	Other reserves EUR k	Share-based payment reserve EUR k	Total EUR k
<b>1 Jan 2014</b>	3.11	<b>5 500</b>	<b>28 886</b>	<b>(6 752)</b>	<b>(10 627)</b>	–	–	<b>17 007</b>
Appropriation of prior year results		–	–	(10 627)	10 627	–	–	–
Profit or loss for the year		–	–	–	(16 487)	–	–	(16 487)
Other comprehensive income	3.11	–	–	–	–	774	–	774
<b>Total comprehensive income</b>		<b>–</b>	<b>–</b>	<b>–</b>	<b>(16 487)</b>	<b>774</b>	<b>–</b>	<b>(15 713)</b>
Share capital increases	3.11	1 292	60 405	–	–	–	–	61 697
		1 292	60 405	–	–	–	–	61 697
Share-based payment	3.11	–	–	–	–	–	216	216
		–	–	–	–	–	216	216
<b>31 Dec 2014</b>		<b>6 792</b>	<b>89 291</b>	<b>(17 379)</b>	<b>(16 487)</b>	<b>774</b>	<b>216</b>	<b>63 208</b>

The accompanying notes form part of these financial statements.

	Note	Ordinary shares EUR k	Capital reserves EUR k	Accumulated retained earnings EUR k	Profit or loss for the year EUR k	Other reserves EUR k	Share-based payment reserve EUR k	Total EUR k
<b>1 Jan 2013</b>	3.11	<b>5 000</b>	<b>10 037</b>	<b>(346)</b>	<b>(6 406)</b>	–	–	<b>8 285</b>
Appropriation of prior year results		–	–	(6 406)	6 406	–	–	–
Profit or loss for the year		–	–	–	(10 627)	–	–	(10 627)
Other comprehensive income		–	–	–	–	–	–	–
<b>Total comprehensive income</b>		<b>–</b>	<b>–</b>	<b>–</b>	<b>(10 627)</b>	<b>–</b>	<b>–</b>	<b>(10 627)</b>
Share capital increase	3.11	500	18 849	–	–	–	–	19 349
		500	18 849	–	–	–	–	19 349
<b>31 Dec 2013</b>		<b>5 500</b>	<b>28 886</b>	<b>(6 752)</b>	<b>(10 627)</b>	<b>–</b>	<b>–</b>	<b>17 007</b>

The accompanying notes form part of these financial statements.

# STAND-ALONE STATEMENT OF CASH FLOW

for the year ended 31 December 2014

	Note(s)	31 Dec 2014 EUR k	31 Dec 2013 EUR k
<b>Profit or loss</b>		<b>(16 487)</b>	(10 627)
<b>RECONCILIATION OF PROFIT OR LOSS TO THE CASH FLOW FROM OPERATING ACTIVITIES:</b>			
Depreciation and amortisation and impairment of fixed assets		32	10
Write off of current assets		42	1 089
Loss/gain on conversion component of convertible bonds	4.4	1 341	(4 941)
Effective interest on bonds	4.4	13 291	4 502
Other interest on debts and borrowings		2 518	–
Interest income		(1 776)	–
Changes due to foreign currency changes		(2 448)	(658)
Changes in share-based payment	3.11	216	–
Loss from disposal of shares in affiliates		–	1 371
Other non-cash items		–	(1 390)
Changes in deferred taxes		(792)	–
Changes in trade and other receivables	3.7	(155)	(291)
Changes in trade and other payables	3.13	85	(448)
Changes in other working capital items		(1 012)	(101)
<b>Cash flow from operating activities</b>		<b>(5 144)</b>	(11 484)
Proceeds from disposal of intangible assets and property, plant and equipment	3.1/3.2	17	365
Proceeds from disposal of shares in affiliates	3.8	12 073	3 018
Purchases of intangible assets and property, plant and equipment	3.1/3.2	(224)	(35)
Purchases of investments in affiliates, associates and other non-current financial assets	3.4	(17 532)	(38 335)
<b>Cash flow from investing activities</b>		<b>(5 666)</b>	(34 987)
Proceeds from share capital increase	3.11	25 104	20 000
Purchase of treasury shares		–	(900)
Proceeds from interest-bearing loans and borrowings received		–	1 477
Repayments of interest-bearing loans and borrowings received		–	(1 477)
Cash-outflow from interest-bearing loans and borrowings given	3.12	(7 740)	(17 704)
Cash-inflow from interest-bearing loans and borrowings given	3.8	2 873	6 806
Proceeds from bond issuance		–	35 000
Transaction cost of bond issuance		–	(1 400)
<b>Cash flow from financing activities</b>		<b>20 237</b>	41 802
<b>Cash flow-related changes in cash and cash equivalents</b>		<b>9 427</b>	(4 669)
Changes in cash and cash equivalents due to exchange rates		–	(119)
Cash and cash equivalents at the beginning of the period		7 867	12 655
<b>CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD</b>	3.10	<b>17 294</b>	7 867
<b>CASH FLOWS CONTAINED IN THE CASH FLOW FROM OPERATING ACTIVITIES:</b>			
Interest paid		7 740	7 305
Interest received		2 873	116

The accompanying notes form part of these financial statements.

# RECONCILIATION OF CONSOLIDATED AND STAND-ALONE EQUITY

for the year ended 31 December 2014

The consolidated financial statements as at 31 December 2014 report a positive equity position of €64 237 thousand; the stand-alone financial statements as at 31 December 2014 report a positive net equity of €63 208 thousand.

	Note(s)	31 Dec 2014 EUR k	31 Dec 2013 EUR k
Total consolidated equity		<b>64 237</b>	17 182
Difference in accumulated retained earnings			
Individual retained earnings	(1)	<b>(17 379)</b>	(6 752)
Consolidated retained earnings	(1)	<b>13 352</b>	4 083
Difference in net result			
Individual result	(1)	<b>(16 487)</b>	(10 627)
Consolidated result attributable to the shareholders	(1)	<b>15 784</b>	9 269
Non-controlling interest in the group due to the contribution of HMS Bergbau AG shares	(2)	–	(605)
Changes in non-controlling interest in the group due to changes in HMS Group	(2)	–	54
Acquisition of HMS Bergbau AG shares	(3)	<b>1 730</b>	1 730
Changes in non-controlling interest in the group due to acquisition of HMS Bergbau AG shares	(3)	–	483
Changes in non-controlling interest in the group due to the disposal of HMS Group	(4)	–	111
Non-controlling interest in the group due to the acquisition of Vunene Mining Group	(5)	<b>(15 737)</b>	(15 737)
Non-controlling interest in the group due to the annual result and comprehensive income	(6)	<b>4 392</b>	4 744
Accumulated other comprehensive income	(7)	<b>13 317</b>	13 072
<b>Total stand-alone equity</b>		<b>63 208</b>	17 007

- (1) IchorCoal N.V.'s investments in its subsidiaries and associates are accounted for using the cost method in the stand-alone financial statements. The consolidated statement of comprehensive income reflects the share of the results of operations of the subsidiaries and associates. The difference in accounting policies applied causes a difference between the consolidated and stand-alone results.
- (2) The non-controlling interest of €605 thousand in the group are due to the contribution of the shares in HMS Bergbau AG into IchorCoal N.V. and the subsequent first time consolidation. In 2012, the investment of HMS Bergbau AG in HMS Oil & Gas Division, consisting of 51 percent of the shares, was sold, decreasing the non-controlling interest.
- (3) In 2012 IchorCoal N.V. purchased a further 289 957 shares in HMS Bergbau AG for a total consideration of €1 669 thousand, resulting in a relative adjustment of non-controlling interest of €307 thousand and capital reserves of €1 362 thousand. In 2013 IchorCoal N.V. purchased further 111 515 shares in HMS Bergbau AG for a total consideration of €544 thousand, resulting in a relative adjustment of non-controlling interest of €176 thousand and capital reserves of €368 thousand.
- (4) On 27 December 2013, IchorCoal N.V. sold its investment in HMS Bergbau AG, resulting in the disposal of all non-controlling interest related to HMS Bergbau AG.
- (5) The non-controlling interest of €15 737 thousand in the group are due to the acquisition of shares in Vunene Mining (Pty) Ltd by IchorCoal N.V. and the subsequent first-time consolidation of Vunene Mining Group.
- (6) The non-controlling interest in the group due to the annual result and comprehensive income represent the share of those items attributable to the minority shareholder.
- (7) The comprehensive income results from translation.

# NOTES TO THE STAND-ALONE FINANCIAL STATEMENTS

for the year ended 31 December 2014

## 1. GENERAL INFORMATION

### 1.1 Corporate information

IchorCoal N.V. is a limited liability company incorporated in Amsterdam, Netherlands. The shares of IchorCoal N.V. are admitted for trading on the high risk market of the Hamburg Stock Exchange and the entry standard of the Frankfurt Stock Exchange. In 2014, IchorCoal N.V. moved its head office to South Africa. The new address of the registered office is 30 Jellicoe Avenue, Rosebank 2196, South Africa.

IchorCoal N.V. (“the company”) and its subsidiaries (“IchorCoal Group” or the “group”) is an internationally operating mineral resource Group specialising in investments in coal resources. The company has secured its own coal-resources in South Africa and currently holds three participations in South African mining companies. The group continues to invest in coal resources in Southern Africa to further secure own coal resources and remains with a domestic and international sales focus.

The financial statements were approved by the supervisory board on 27 March 2014.

### 1.2 Basis of preparation

#### Overview

The financial statements of the company have been prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB) and as adopted by the EU and the provisions to of Part 9, Book 2 of the Netherlands Civil Code. The financial statements have been prepared on the historical cost basis. The financial statements are presented in EURO, and all values are rounded to the nearest thousand (EUR thousand or EUR k), except where otherwise indicated.

The same basis of preparation applies as described in the notes to the consolidated accounts. We refer to note 1.2. Basis of preparation of the consolidated financial statements.

#### Foreign currencies

The primary economic environment in which the company operates changed to South Africa in the first half of 2014. The new management board members, who joined the company during the first six months of 2014, are South African citizens and run the operations from the new head office in Rosebank, South Africa. The sale of the investment in HMS Bergbau AG, the group’s previous globally operating marketing division, and the shifted focus to South African coal mining investments have transformed IchorCoal into a dedicated South African mining company. Therefore the functional currency of the company and as such of the reporting entity has changed to South African Rand (ZAR) as of 30 June 2014.

The financial statements are presented in Euro, which is the entity’s presentation currency. The company has an investment in a foreign operation. Transactions in foreign currencies are initially recorded in the functional currency at the rate of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated to the spot rate of exchange ruling at the reporting date. All differences are taken to the statement of profit or loss and other comprehensive income. Non-monetary items that are measured at historical cost in a foreign currency are translated using the exchange rates at the date of the initial transaction. Non-monetary items measured at a revalued amount in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

## 2. SIGNIFICANT ACCOUNTING POLICIES AND VALUATION METHODS

The same accounting and valuation methods apply as described in the notes to the consolidated accounts. We therefore refer to note 2 Accounting policies of the consolidated financial statements. Participating interests, over which significant influence (including control) is exercised, are stated applying the cost method.

## NOTES TO THE STAND-ALONE FINANCIAL STATEMENTS (continued)

### 3. NOTES TO THE STAND-ALONE STATEMENT OF FINANCIAL POSITION

#### 3.1 Intangible assets

The changes in intangible assets were as follows:

	Purchased rights EUR k	Exploration and evaluation asset EUR k	Total EUR k
<b>ACQUISITION OR PRODUCTION COST</b>			
1 Jan 2014	27	–	27
Additions	12	–	12
Disposals	(27)	–	(27)
<b>31 Dec 2014</b>	<b>12</b>	<b>–</b>	<b>12</b>
<b>DEPRECIATION AND IMPAIRMENTS</b>			
1 Jan 2014	4	–	4
Additions	11	–	11
Disposals	(12)	–	(12)
<b>31 Dec 2014</b>	<b>3</b>	<b>–</b>	<b>3</b>
<b>CARRYING AMOUNTS</b>			
<b>31 Dec 2014</b>	<b>9</b>	<b>–</b>	<b>9</b>
1 Jan 2014	23	–	23
<b>ACQUISITION OR PRODUCTION COST</b>			
1 Jan 2013	2	357	359
Additions	26	–	26
Disposals	(2)	(357)	(359)
<b>31 Dec 2013</b>	<b>26</b>	<b>–</b>	<b>26</b>
<b>DEPRECIATION AND IMPAIRMENTS</b>			
1 Jan 2013	–	–	–
Additions	4	–	4
Disposals	(1)	–	(1)
<b>31 Dec 2013</b>	<b>3</b>	<b>–</b>	<b>3</b>
<b>CARRYING AMOUNTS</b>			
<b>31 Dec 2013</b>	<b>23</b>	<b>–</b>	<b>23</b>
1 Jan 2013	2	357	359

The exploration and evaluation asset represents the recognised cost for a drilling programme related to the mining right of Vunene Mining. In 2013 the asset was sold to Vunene Mining.

### 3.2 Property, plant and equipment

The changes in property, plant and equipment were as follows:

	Office equipment EUR k	Computer equipment EUR k	Furniture EUR k	Total EUR k
<b>ACQUISITION OR PRODUCTION COST</b>				
1 Jan 2014	4	–	–	4
Additions	27	40	144	211
Disposals	(1)	–	–	(1)
<b>31 Dec 2014</b>	<b>30</b>	<b>40</b>	<b>144</b>	<b>214</b>
<b>DEPRECIATION AND IMPAIRMENTS</b>				
1 Jan 2014	1	–	–	1
Additions	9	2	10	21
Disposals	–	–	–	–
<b>31 Dec 2014</b>	<b>10</b>	<b>2</b>	<b>10</b>	<b>23</b>
<b>CARRYING AMOUNTS</b>				
<b>31 Dec 2014</b>	<b>20</b>	<b>38</b>	<b>133</b>	<b>192</b>
1 Jan 2014	4	–	–	4
	Office equipment EUR k	Computer equipment EUR k	Furniture EUR k	Total EUR k
<b>ACQUISITION OR PRODUCTION COST</b>				
1 Jan 2013	16	–	–	16
Additions	9	–	–	9
Disposals	(14)	–	–	(14)
<b>31 Dec 2013</b>	<b>11</b>	<b>–</b>	<b>–</b>	<b>11</b>
<b>DEPRECIATION AND IMPAIRMENTS</b>				
1 Jan 2013	8	–	–	8
Additions	6	–	–	6
Disposals	(7)	–	–	(7)
<b>31 Dec 2013</b>	<b>7</b>	<b>–</b>	<b>–</b>	<b>7</b>
<b>CARRYING AMOUNTS</b>				
<b>31 Dec 2013</b>	<b>4</b>	<b>–</b>	<b>–</b>	<b>4</b>
1 Jan 2013	8	–	–	8

### 3.3 Shares in affiliates

Shares in affiliates are composed as follows:

	31 Dec 2014 EUR k	31 Dec 2013 EUR k
Shares in Vunene Mining	41 296	40 300
<b>Shares in affiliates</b>	<b>41 296</b>	<b>40 300</b>

The difference in the cost of the investment in Vunene Mining is due to the foreign currency exchange difference as a result of the change in the functional currency of the company on 1 July 2014 from euro to rand and further translation of the balance of the investment into the presentation currency (euro) at the reporting rate as at 31 December 2014.

## NOTES TO THE STAND-ALONE FINANCIAL STATEMENTS (continued)

### 3. NOTES TO THE STAND-ALONE STATEMENT OF FINANCIAL POSITION (CONTINUED)

#### 3.4 Investments in associates

Investments in associates are composed as follows:

	31 Dec 2014 EUR k	31 Dec 2013 EUR k
Shares in Mbuyelo Coal	55 031	53 703
Shares in Universal Coal Plc	17 531	–
<b>Investments in associates</b>	<b>72 563</b>	53 703

In October 2014, the company acquired a 29.99 percent stake in Universal Coal which is a UK company listed in Australia and operating coal mines in South Africa. The transaction has completed at 16 October 2014.

For a further discussion on the increase in the balance of the investments in associates refer to note 6.3 Investments accounted for using the equity method, of the consolidated financial statements.

#### 3.5 Other non-current financial assets

	31 Dec 2014 EUR k	31 Dec 2013 EUR k
Loans to affiliates	8 796	7 775
Restricted reserve	94	–
<b>Other non-current financial assets</b>	<b>8 890</b>	7 775

During the 2013 financial year, Vunene Mining significantly increased its mining operations by the development of three further opencast pits. The financing for the increase has been obtained through intercompany loans in the prior and the current financial years. In the current financial year the intercompany loan amounts to €14 612 thousand, including accrued interest, out of which €8 702 thousand are shown as non-current and €5 910 thousand as current financial assets.

The company has a deposit account in the amount of €94 thousand held at a local bank. It is currently used to back up a guarantee issued by the bank in relation with lease agreement for the head office premises.

#### 3.6 Deferred tax

The company's net deferred tax asset and liability recognised in the statement of financial position are as follows:

	31 Dec 2014		31 Dec 2013	
	Deferred tax assets EUR k	Deferred tax liabilities EUR k	Deferred tax assets EUR k	Deferred tax liabilities EUR k
Non-current financial assets	–	–	64	34
Other liabilities	792	–	–	1 435
Temporary differences	792	–	64	1 469
Tax loss carry-forwards	–	–	1 405	–
<b>Total</b>	<b>792</b>	<b>–</b>	<b>1 469</b>	<b>1 469</b>
Offsetting	–	–	(1 469)	(1 469)
<b>Amounts as per balance sheet</b>	<b>792</b>	<b>–</b>	<b>–</b>	<b>–</b>



The company's deferred tax balances were subject to following changes during the financial year:

	31 Dec 2014 EUR k	31 Dec 2013 EUR k
Deferred tax assets at the beginning of the period	–	–
Deferred tax liabilities at the beginning of the period	–	–
<b>Net tax position at the beginning of the period</b>	–	–
Deferred tax benefit/(expense) of current year	<b>785</b>	–
<b>Net tax position as of 31 December</b>	<b>785</b>	–
Deferred tax assets at the end of the period	<b>792</b>	–
Deferred tax liabilities at the end of the period	–	–
FX changes	<b>(7)</b>	–

The company did not recognise deferred tax assets of €1 698 thousand in respect of losses amounting to €6 063 thousand that can be carried forward against future taxable income.

### 3.7 Trade and other receivables

	31 Dec 2014 EUR k	31 Dec 2013 EUR k
Receivable due from Vunene Mining	<b>486</b>	400
Trade receivables	<b>69</b>	–
<b>Trade and other receivables</b>	<b>555</b>	400

### 3.8 Other current financial assets

Other current financial assets are composed as follows:

	31 Dec 2014 EUR k	31 Dec 2013 EUR k
Receivable from the disposal of investments	–	12 073
Loan to Vunene Mining	<b>5 816</b>	6 251
Miscellaneous	<b>7</b>	27
<b>Other current financial assets</b>	<b>5 823</b>	18 351

The receivable from the disposal of investments represents the remaining balance of the sale of the investment in HMS Bergbau AG in 2013 financial year was fully received in 2014.

The loans to the company's subsidiary Vunene Mining have been increased due to the significant ramp up of the mining activities and the related capital expenditures.

### 3.9 Other assets

	31 Dec 2014 EUR k	31 Dec 2013 EUR k
Indemnification asset	–	97
Receivables from other taxes	<b>115</b>	–
Prepayments	<b>14</b>	–
<b>Other non-financial assets</b>	<b>129</b>	97

Receivables from other taxes mainly consist of VAT. Other assets of €97 thousand in 2013 financial year related to an indemnification asset resulting from the acquisition of shares in Vunene Mining against one of the former shareholders.

### 3.10 Cash and cash equivalents

As of 31 December 2014, the company's cash and cash equivalents of €17 294 thousand solely represent cash at banks.

## NOTES TO THE STAND-ALONE FINANCIAL STATEMENTS (continued)

### 3. NOTES TO THE STAND-ALONE STATEMENT OF FINANCIAL POSITION (CONTINUED)

#### 3.11 Equity

The issued capital of €6 792 thousand is divided into 67 919 963 (2013: 55 000 000) common shares, with a nominal value of €0.10 each.

During 2014 financial year, the company issued 12 919 963 new shares with a nominal value of €0.10. The new share issue is composed as follows:

	Number of shares	EUR per share
Conversion of convertible bonds (23 January 2014)	44 444	5.13
Exchange of corporate bonds (29 July 2014)	7 121 400	4.68
Conversion of convertible bonds (10 December 2014)	377 774	4.92
Share issue (2 October 2014)	5 376 345	4.65
<b>Total shares issued</b>	<b>12 919 963</b>	

On 23 January 2014, the company issued 44 444 new shares with a nominal value of €0.10 for a consideration of €5.13 per share. The new shares were issued upon the execution of the conversion option of two convertible bonds.

On 29 July 2014, the Company signed an exchange agreement with the holders of a total amount of €33 000 thousand of outstanding principal amount of corporate bonds to exchange their respective Bonds for ordinary shares in the company's share capital, effective as of 31 July 2014. The company has therefore issued 7 121 400 new shares with a nominal value of €0.10 at an issue price of €4.68 per share. The total fair value of the contribution received for the share capital increase, above the nominal value of the shares and after issuance cost, has been recorded to capital reserves, thereby increasing IchorCoal's equity attributable to the owners of the parent by €34 185 thousand.

On 2 October 2014, the company issued 5 376 345 new shares with a nominal value of €0.10 for a consideration of €4.65 per share.

On 10 December 2014, the company issued 377 774 new shares with a nominal value of €0.10 for a consideration of €4.92 per share. The new shares were issued upon the execution of the conversion option of 17 convertible bonds.

The issued capital as of 31 December 2014 consisted entirely of fully paid-up ordinary shares. Each fully paid ordinary share carries the right to dividends as declared and carries the right to one vote at a shareholders meeting.

The authorised capital amounts to €25.0 million (2013: €25.0 million) and is divided into 250 000 000 (2013: 250 000 000) shares, with a nominal value of €0.10 each.

The Capital reserve comprises the consideration beyond the nominal value of the shares of €60 406 thousand, which has been received for the share capital increase and after issuance cost has been recorded to capital reserves.

Capital reserves are not distributable to equity holders of the company.

The accumulated retained earnings including the net loss of prior years.

The company issued equity-settled instruments to certain qualifying employees under an employee share option scheme to purchase shares in the company's authorised but unissued ordinary shares. Equity share-based payments are measured at the fair value of the equity instrument at the date of the grant, which was €216 thousand. Deferred share-based compensation is expensed over the vesting period, based on the company's estimate of the shares that are expected to eventually vest.

The foreign currency translation reserve arose from the conversion of the entity's financial results from the functional currency, South African rand, to Euro.

## 3.12 Interest-bearing loans and borrowings

	31 Dec 2014 EUR k	31 Dec 2013 EUR k
Long-term portion	80 545	110 246
Short-term portion	2 384	567
<b>Interest-bearing loans and borrowings</b>	<b>82 929</b>	110 813

Interest-bearing loans relate to €81.0 million convertible bonds that were issued by the company in 2012 as well €2.0 million corporate bonds that were issued in the 2013 financial year. We refer to note 6.12 interest-bearing loans and borrowings of the consolidated financial statements for further details.

## 3.13 Trade and other payables

Trade and other payables of €385 thousand solely relate to trade payables.

## 3.14 Other liabilities

Other liabilities are composed as follows:

	31 Dec 2014 EUR k	31 Dec 2013 EUR k
Accrued liabilities	988	355
Liabilities from other taxes	–	43
Miscellaneous	33	2
<b>Other non-financial liabilities</b>	<b>1 021</b>	400

Accrued liabilities mainly comprise liabilities resulting from audit and accounting as well as other consulting services.

## 3.15 Maturity analysis of financial liabilities

The contractually agreed (undiscounted) payments relating to financial and non-financial liabilities are presented in the following table:

	Carrying amount 31 Dec 2014 EUR k	Undiscounted cash outflows		
		2015 EUR k	2016 – 2019 EUR k	2020 ff. EUR k
Interest-bearing loans and borrowings	82 929	2 384	80 545	–
Trade and other payables	385	385	–	–

	Carrying amount 31 Dec 2013 EUR k	Undiscounted cash outflows		
		2014 EUR k	2015 – 2018 EUR k	2019 ff. EUR k
Interest-bearing loans and borrowings	110 813	567	110 246	–
Trade and other payables	300	300	–	–

## NOTES TO THE STAND-ALONE FINANCIAL STATEMENTS (continued)

### 4. NOTES TO THE STAND-ALONE STATEMENT OF COMPREHENSIVE INCOME

#### 4.1 Other income

Other income is composed as follows:

	2014 EUR k	2013 EUR k
Gain on contingent liability adjustment	–	1 639
Foreign exchange gains	2 114	1 268
Management fees	336	644
Reversal of provisions	128	–
Cost reimbursements	–	33
Others	81	4
<b>Other operating income</b>	<b>2 659</b>	<b>3 588</b>

The gain resulting from the release of a contingent liability in 2013 relates to a payment obligations from the acquisition of shares in Vunene Mining in 2012 and has been recorded as a result of the settlement.

Management fees are now presented as other income.

#### 4.2 General and administrative expenses

General and administrative expenses are composed as follows:

	2014 EUR k	2013 EUR k
Wages and salaries	1 368	1 117
Social security	106	110
Share-based payment expense	216	–
Other expenses	1 491	433
<b>General and administrative expenses</b>	<b>3 181</b>	<b>1 660</b>

#### 4.3 Other operating expenses

Other operating expenses are composed as follows:

	2014 EUR k	2013 EUR k
Foreign exchange losses	–	1 729
Loss from disposal of shares in affiliates	16	1 371
Write-off of loans to affiliates	–	1 089
Legal and consulting costs	891	1 164
Audit and accounting services	145	237
Advertising expenses	2	71
Transaction cost share capital increase	89	325
Listing fees	5	98
Miscellaneous	153	131
<b>Other operating expenses</b>	<b>1 301</b>	<b>6 215</b>

#### 4.4 Financial result

The company's financial income mainly results from accrued interest on loans provided to its subsidiary Vunene Mining.

The financial income is composed as follows:

	2014 EUR k	2013 EUR k
Interest on other loans and borrowings	1 574	694
<b>Total interest income</b>	<b>1 574</b>	694
Gain on conversion of convertible bonds	–	4 941
Other interest income	202	–
<b>Total finance income</b>	<b>1 776</b>	5 635

The financial expense is composed as follows:

	2014 EUR k	2013 EUR k
Effective interest on convertible bonds	11 494	10 566
Effective interest on corporate bonds	1 797	1 396
Interest on debts and borrowings	2 332	3
Other	186	–
<b>Total interest and similar expenses</b>	<b>15 809</b>	11 965
Loss on conversion option of convertible bonds	1 341	–
<b>Total finance costs</b>	<b>17 150</b>	11 965

#### 4.5 Income taxes

The factors affecting income tax expense for the period were as listed below:

	2014 EUR k	2013 EUR k
Income before income taxes	(17 272)	(10 627)
Tax rate	28,0%	30,18%
<b>Expected tax (expense)/benefit</b>	<b>4 836</b>	3 207
Permanent differences	(2 231)	1 082
Adjustments to carrying amounts of deferred taxes	785	(197)
Unrecognised tax losses and interest carry-forwards	(2 675)	(4 092)
Other effects/change in tax rate	71	–
<b>Income taxes</b>	<b>785</b>	–

Based on the management seat of the company in Johannesburg, South Africa, the enacted tax rate of 28 percent is applicable for the company taxation in 2014. Based on the management seat of IchorCoal N.V. in Berlin, Germany in 2013, the enacted tax rate of 30.18 percent was applicable for the company's taxation in Germany.

Total taxation benefit/(expense) can be broken down as follows:

	2014 EUR k	2013 EUR k
Current taxes	–	–
Deferred taxes	785	–
<b>Income taxes for the year</b>	<b>785</b>	–

## NOTES TO THE STAND-ALONE FINANCIAL STATEMENTS (continued)

### 4. NOTES TO THE STAND-ALONE STATEMENT OF COMPREHENSIVE INCOME (CONTINUED)

#### 4.6 Earnings per share

##### Basic earnings per share

The basic earnings per share for the financial year 2014 amounted to (€0.30) (2013: (€0.21)). The basic earnings per share calculation is based on the profit or loss attributable to the shareholders of the company and the number of shares outstanding during the period, adjusted by the weighted average number of own treasury shares held by the group during the period.

The weighted average number of shares outstanding was calculated as follows:

		2014	2013
Shares issued and fully paid as of 1 January	000s	55 00	50 000
Effect of share capital increase	000s	413	1 822
<b>Weighted average number of shares outstanding at 31 December</b>	000s	<b>55 413</b>	51 822

The basic earnings per share were calculated as follows:

		2014	2013
Profit or loss attributable to shareholders of IchorCoal N.V.	EUR k	(16 487)	(10 627)
Weighted average shares outstanding (000s)	000s	55 413	51 822
<b>Basic earnings per share</b>	EUR	<b>(0.30)</b>	(0.21)

##### Diluted earnings per share

During 2012, the company issued convertible bonds of €80.0 million, which resulted in an adjustment to weighted average shares outstanding of 6 961 thousand. Those shares, as well as any income or loss adjustment in relation to those shares, were excluded from the computation of diluted earnings per share as their effect is anti-dilutive.

#### 4.7 Basic principles of segment reporting and segment information

For a further discussion on segment reporting and segment information, refer to note 9.1 Basic principles of segment reporting of the consolidated financial statements.

# OTHER DISCLOSURES

## 5. OTHER DISCLOSURES

### 5.1 Capital management

For a further analysis and discussion on capital management, refer to note 10.1 Capital management of the consolidated financial statements.

### 5.2 Financial risk management

For a further analysis and discussion on financial risk management, refer to note 10.3 Financial risk management of the consolidated financial statements.

### 5.3 Relationships with related parties

Related parties are defined as those persons and companies that control the company or that are controlled or subject to significant influence by the company key management. Personnel of the company as well as close family members of key management are also related parties.

#### Transactions with subsidiaries and associates

During the year, the company entered into various loan agreements with Vunene Mining for mine development purposes on a basis equal to third party agreements. At year end, €15 165 thousand (2013: €14 030 thousand), including accrued interest of €1 845 thousand (2013: €525 thousand), are outstanding. Furthermore, the company performed certain group functions, which have been reimbursed by Vunene Mining via a management fee of €312 thousand (2013: €307 thousand).

#### Transactions with key management personnel

Key management personnel comprise the directors of the company. During the year, the company issued equity-settled share instruments to certain qualifying employees. We refer to note 3.11 Equity of this document for further details.

### 5.4 Other financial commitments

The maturity of other financial obligations resulting from rental and lease agreements split up as follows:

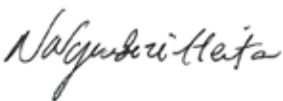
	31 Dec 2014 EUR k	31 Dec 2013 EUR k
Due within one year	195	42
Due in one to five years	682	–
Due in more than five years	–	–
<b>Total</b>	<b>277</b>	<b>42</b>

The company is currently not involved as a defendant in any litigations. The company has no contingent liabilities.

### 5.5 Events after the balance sheet date

In 2015 the company provided its subsidiary Vunene Mining with further loans in the amount of ZAR14.0 million (€1 065 thousand). The proceeds will be mainly used to further develop the reopening of the underground operations.

No other events with significant influence to the financial position of the company, which arose subsequent to the financial statement date, came to our attention.



**Nonkululeko Nyembezi-Heita**  
Chief executive officer



**Andries Engelbrecht**  
Chief operating officer

Johannesburg, 26 March 2015

# OTHER INFORMATION

## **APPROPRIATION OF RESULT**

Subject to the provisions under Dutch law that no dividends can be declared until all losses have been recovered, other reserves and unappropriated results are at the disposal of the shareholder in accordance with the company's articles of association. Furthermore, Dutch law prescribes that any profit distribution may only be made to the extent that the shareholder's equity exceeds the amount of the issued capital and the legal and/or statutory reserves.

The management proposes to the supervisory board to add the result for the year to the retained earnings. This proposal has been reflected in the stand-alone financial statements and consolidated financial statements.

## **EVENTS AFTER THE BALANCE SHEET DATE**

No events with significant influence to the financial position of the company, which arose subsequent to the financial statement date, came to our attention.









