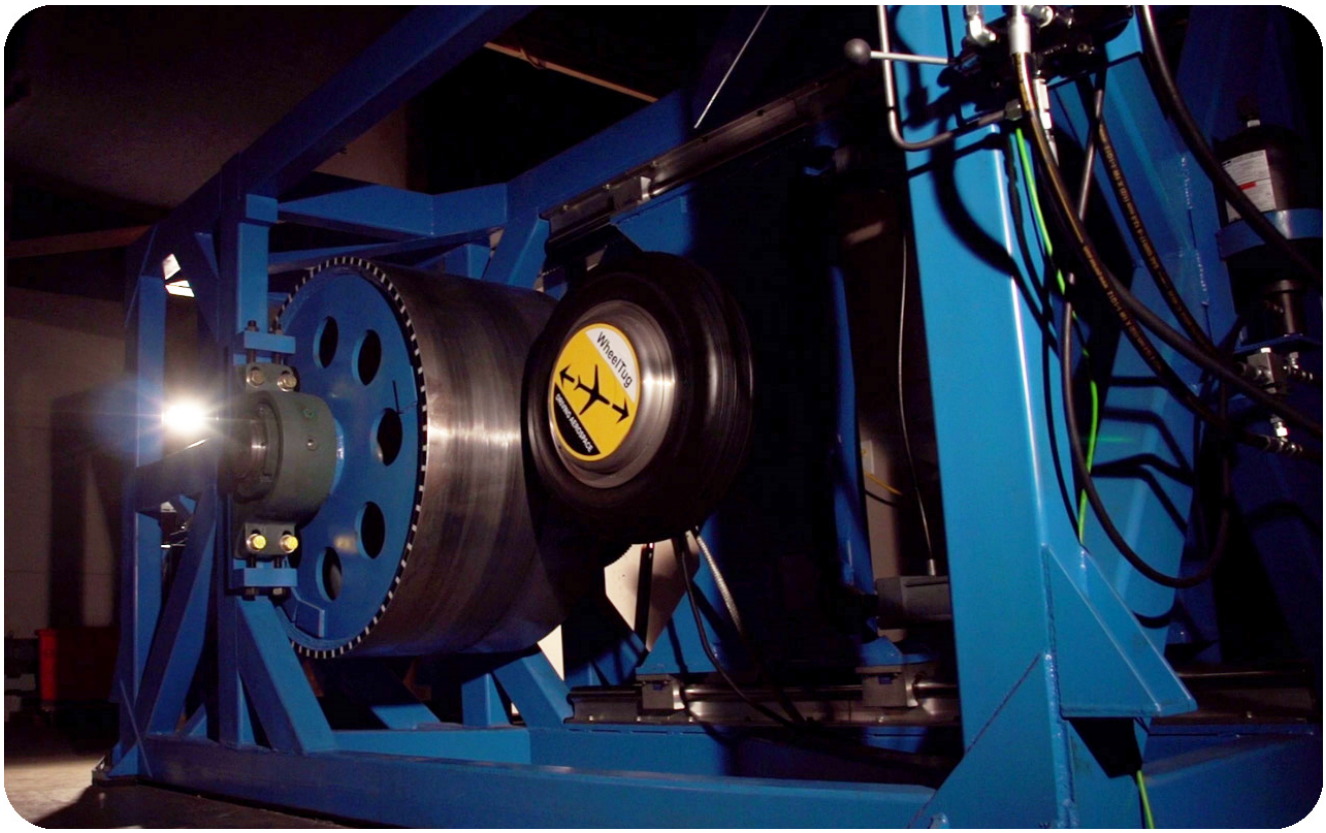
BOREALIS

Borealis Exploration Limited

2014 Annual Report



About Borealis

Borealis Exploration Limited is a technology development company. Borealis invents, patents, develops and acquires new technologies that we consider major technological innovations and which, we believe, have high probabilities of generating proprietary products that Borealis can own and exploit for the benefit of both their users and our shareholders. The Borealis technologies include new materials and technologies for more efficient and lower-cost generation of electrical power, more powerful and effective electric motors, and silent, non-polluting cooling and refrigeration systems. The first of these technologies to come to market is the WheelTug® aircraft electric drive system, which will provide major economic and environmental benefits to both airlines and airports. Shown on the cover is the WheelTug "Lolly Dyno" - a dynamometer and test platform used to evaluate the WheelTug's performance under a wide range of conditions. All of our technologies should fundamentally change basic industries and introduce the Borealis Industrial Revolution. We anticipate that some of our patented and proprietary industrial advances will enable entirely new industries and open new fields for scientific exploration and commercial development for many decades to come.

In addition, Borealis owns significant interests in large undeveloped deposits of iron ore at Roche Bay and Fraser Bay, and in polymetallic deposits at Freuchen Bay, all located in on Melville Peninsula, Nunavut, Canada.

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On the Cover

The first of our technologies to come to market is the WheelTug® aircraft electric drive system, which will provide major economic and environmental benefits to both airlines and airports. Shown on the cover is the WheelTug "Lolly Dyno" - a dynamometer and test platform used to evaluate the WheelTug's performance under a wide range of conditions.

Chairman's Letter to Members

10 July 2014

To Members of Borealis and Friends of the Borealis Family:

Our intense focus continues: To complete the work necessary to bring to market WheelTug, our revolutionary application of our proprietary Chorus Motors technology, that makes possible a goal that has eluded the aerospace industry for 100 years, enabling airplanes to drive themselves on the ground. We now have 985 Letters of Intent for delivery positions from more than 15 airlines with many thousands of additional airplanes and dozens of airline companies in active negotiations for delivery priority.

Proving to electric motor engineers that two small motors embedded in an airplane wheel can generate the tremendous torque needed to move a 300,000-pound airplane might encourage them to ask us about other, easier, applications for the Chorus Motor. As the unprecedented capabilities of Chorus become evident with WheelTug, we expect that engineers will imagine further uses for this wonderful technology, and that Chorus will start to produce revenues and income from additional applications of its technology. Remember, WheelTug was a technology looking for a "killer application" which The Boeing Company led us to and supported and helped our first demonstration in 2005.

And we are making progress with the technology we call AMPCC: Avto Metals, Power Chips, and Cool Chips, three related technologies based on a new discovery in quantum mechanics (we describe it briefly later in this report). For about two years, we have been working with nanoelectronic and nanophysics experts at a major university laboratory to learn how to optimize the performance of and efficiently build these devices, and we are making good progress. We can now build the structures needed for the devices which is a major advance. With some luck, we could have demonstration, working Power Chips within a year or so. Then we could begin to show potential licensees and customers in multiple industries how they can use our technology to transform many products and services, from transistors and electronic equipment to power generation in fossil or nuclear power stations.

None of our technologies is yet generating revenue, or profits. But WheelTug, Chorus, and AMPCC all have a high potential for becoming multi-billion-dollar businesses, and we are working hard to make that happen. We thank all our shareholders for your support and help, assistance and counsel through the decades.

This report provides shareholders with an overview of our activities and operations, but those interested can find more information about the operations of each of our subsidiaries, including their annual reports, on each subsidiary's website.

With warmest personal regards,

Borealis Exploration Limited
and the Borealis Family of Companies

Signed
Rodney T. Cox, Ph.D

Chairman and Chief Executive Officer

Signed
Isaiah W. Cox, A.B.

President

Directors' Report

The directors of Borealis Exploration Limited present their report for the year ended 31 March 2014 together with the financial statements of the company and the auditors' report to the members.

1. RESULTS

The results for the year ended 31 March 2014 are shown on page 20. The profit for the period has been carried forward. No dividends have been proposed for the period.

2. PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The Company was incorporated on 26 August 1968 by Canadian Dominion Charter. On 19 October 1998 the Company changed its domicile to Gibraltar. The Company holds a number of undeveloped mining resources and is involved in the development of various innovative technologies.

3. DIRECTORS

The Directors who served during the year were as follows:

Rodney T. Cox, PhD	Appointed 27 December 1978
Wayne S. Marshall, PhD	Appointed 11 September 1985
Isaiah W. Cox A.B.	Appointed 15 February 1994
David M. Goldenberg LLB	Appointed 11 September 1996
Nechama J. Cox PhD	Appointed 1 August 2001
Ing. Jan Váňa	Appointed 1 January 2013

4. BUSINESS REVIEW

Borealis was a Canadian mineral exploration company until 1992, when we established a subsidiary, Borealis Technical Limited, to develop and improve existing technologies. At that time, we felt that, no matter how valuable our Canadian mining assets were and would be over time, the potential of the technologies to be developed by Technical, which are described in more detail below, would be likely to produce sustained long-term profits sooner than the exploration and development of our mineral holdings. The development times for both classes of assets have proven to be decades. From where we sit now the dedication and hard work by our extensive staff world wide looks soon, at least with regards to the technology companies, to allow us to look forward, in around 3 years to be cash flow positive and profitable. Our various projects should be coming on line over the next decades. We expect to have basic, serious impacts in many major industries, where if we are smart and careful, we will become serious and hopefully dominant players worldwide.

Borealis Technical is now the parent holding company for all of the Borealis scientific research and technology development programs. Technical develops and owns technologies that are designed to fundamentally change basic industries. Borealis has invested heavily for over two decades now in basic scientific research in many fields,
developing new solutions that are patented and proprietary to Borealis and are intended to provide significant technological, economic and environmental advantages over existing competitive products and technologies.

All our technology investment decisions are driven by the concept of present discounted expected value. This is standard Columbia Business School thinking, circa 1960, where several of our current and past directors and advisors either taught, were deans or graduated.

Borealis continually investigates business opportunities in fields that our management estimates have the potential to produce substantial profits. We are especially interested in "mature" markets that have had generally no fundamental scientific advances in decades.

A good example is over 20 years ago, our Chief Scientist, Jonathan S. Edelson, claimed he could build a better electric motor than then-existing technology and made a simple demonstration of the power of a multiphase motor. We then started Chorus Motors plc, which has developed that multiphase motor technology to where it is now a key enabling technology for the WheelTug system.

WheelTug

WheelTug is the most advanced among Borealis' technology development programs. Work began in 2004, when The Boeing Company proposed a joint test project to determine whether something the aerospace industry had never before been able to achieve was possible: whether an electric motor, designed to fit within the small nosegear wheels of an aircraft, could produce sufficient torque to drive an airplane, and thus enable forward and backward mobility at airports, without using either jet engines or a tow tug. The tests, conducted on a Boeing 767 in the summer of 2005 in Marana, Arizona with Chorus Motors plc, were successful, and we then launched a multiyear effort to develop, certify, and market the WheelTug aircraft electric drive system.

WheelTug is the first technology that enables most commercial and military aircraft to taxi around airports without using their main engines and without the assistance of tow tugs. This technology is owned by WheelTug plc, a majority-owned subsidiary of Chorus Motors plc, which in turn is a majority-owned subsidiary of Borealis.

The WheelTug system operates using highly-efficient, environmentally friendly, ultra-high-torque Chorus electrical motors. As a result, airlines (and other aircraft operators) will enjoy reduced fuel consumption, reduced engine damage, reduced maintenance costs and improved ground operations with improved schedule efficiencies. A WheelTug installation is comprised of two electric motors installed in the nosegear wheels of an aircraft, a motor drive electronics package and cockpit controls. WheelTug is powered by the aircraft's auxiliary power unit ("APU"). WheelTug can be fitted onto existing and new commercial airplanes, private executive jets, and helicopters, as well as onto military aircraft. WheelTug can also be easily installed and uninstalled on aircraft, which provides flexibility to airlines and aircraft leasing companies.

Commercial airlines currently rely on tow tugs for pushback from terminal gates and on jet engines for ground taxiing. WheelTug eliminates the need for a tug and leaves the engines off until the pilot is at the runway and ready for takeoff. Turnaround time will be reduced by replacing the tow tugs with WheelTug, using the aircraft's onboard electricity from the auxiliary power unit to drive the aircraft on the ramp, tarmac and taxiways to and from the gate. After landing, main engines can be turned off and WheelTug can then drive the aircraft from the runway directly to the gate. Actual tests show that WheelTug works in rain, on snow, and in hot, desert-like conditions. WheelTug Twist™, or using the system to turn an aircraft 90^{o} at the gate and thus enabling parallel parking, makes for even greater airport efficiencies than originally envisioned.

For a typical Boeing 737NG aircraft or Airbus A320 aircraft, WheelTug is expected to initially deliver agreed-upon operating cost reductions and other economic benefits of at least $1 million per airplane per year, and possibly significantly more than that, subject to its degree of utilization by the particular airline and agreements on savings items. Along with such financial benefits, there are expected to be sharp reductions in greenhouse gas emissions, engine noise and safety risks in terminal areas. WheelTug, with the WheelTug Twist, is expected to provide the most extensive efficiency improvements in ground handling of aircraft in decades. WheelTug plc's business model is based on leasing the WheelTug system to airlines and to aircraft leasing companies. WheelTug expects to initially lease each system to airlines for approximately 50% of the agreed monthly savings of the airlines using WheelTug.

WheelTug now has letters of intent to lease the systems from more than 15 airlines, representing more than 985 aircraft, including several national "flag carrier" airlines such as Alitalia, KLM Royal Dutch Airlines, and El Al Israel Airlines. WheelTug plc projects being cash flow positive in the current fiscal year 2015, during which we expect to complete specifications for WheelTug for the 737-800 or the Airbus A320, and we will make the filings necessary to achieve Federal Aviation Administration ("FAA") certification. WheelTug expects to be profitable within 6-9 months after FAA certification. Going cash flow positive will result from the sale of production slots, a long used revenue generator in aerospace. We are also now selling Flight Royalties™ which looks to be a major source of operating funds and in which there is intense industry interest. Profitability is expected to occur after actual deliveries begin and we are generating monthly lease revenue.

We estimate that, together with its risk-sharing partners, WheelTug plc will have invested approximately $100,000,000 in developing WheelTug by the time the first WheelTug system is installed on a commercial aircraft.

We believe that achieving a net income of several billion dollars per year within three years after WheelTug obtains regulatory certification and enters service is an attainable goal. Aviation industry analysts project there will be over 20,000 commercial aircraft that need or will benefit from WheelTug flying by the year 2020. Boeing has recently forecast that some 37,000 new aircraft will be needed over the next 20 years. We are dealing with a huge market here and the numbers are truly significant.

Chorus Motors

The Chorus Motors technology is designed to enable extremely high-torque, high-efficiency AC induction motors especially suitable for traction applications, such as WheelTug, but also including cars, trucks, trains and ships. Borealis formally introduced the Chorus Motor to market in September 1999. Because of the tremendous need and demand for WheelTug by airlines, we have decided to focus a disproportionate amount of our internal resources on WheelTug until such time as it has been commercialized, which is expected to be no later than 2016; we will then focus more sharply on some of the many other applications for the Chorus motor technology.

The Chorus technology is very different from the universally-used three-phase motor technology and, as a result, only the elite electrical engineers seem to understand our Chorus Technology. The Chorus Motor's patented employment of electrical drive harmonics unlocks a power-to-weight ratio of almost 10:1 over conventional AC induction motors. This incredible power density, and the use of patented control logic, allows the motor to function efficiently in both low-speed/high-torque and high-speed/low-torque configurations. In other words Chorus handles very fast starts and "power jumps" as well as smooth, continuous high-speed operation with equal elegance.

Chorus has multiple other applications that will emerge when more motor application engineers eventually understand its benefits. For example, farm implements: typically needing high traction at low speeds, agricultural vehicles are excellent candidates for a Chorus drivetrain solution. Able to deliver exactly as much or as little traction and acceleration as needed, a Chorus drivetrain can eliminate the inefficient, low-RPM operation of traditional agricultural engines. Instead locomotion is provided by a Chorus motor, with electricity supplied from a battery and/or provided by an efficient onboard generator. Combines, tractors, mowers and other agricultural machines gain the benefit of near-continuous speed operation without requiring complex CVTs or large, inefficient engines.

Chorus is an ideal motor for driving electric or hybrid automobiles and trucks. Chorus can improve dual hybrid vehicles in several ways. We can provide an electric motor that can propel the car across the entire operating profile. Chorus can also simplify the system by removing the need for specialized cooling solutions. In pure electric cars, Chorus cannot solve the battery problems with these vehicles, but Chorus Meshcon offers significant power density and efficiency improvements over the three-phase motors currently in use. Permanent magnet machines are not viable for pure electric cars because of the cooling problems. In addition, Chorus Meshcon offers high efficiencies at low torques -- increasing the range and/or reducing the battery-size requirements of existing solutions.

The Chorus technology also is applicable for generators, such as those used by wind turbines, and for use in challenging applications, such as mining or remote petroleum production operations. In such challenging environments, harsh conditions and high-value applications users need to know that their electric motor will do the job without complaints and without stopping. Chorus Motors provide the highest AC induction torque density in the smallest footprint, and does it without the temperature sensitivity or exotic materials of permanent magnet-based machines.

Avto Metals, Power Chips, and Cool Chips

Borealis is also currently developing several other new concepts invented or discovered by our scientists. Among these are new technologies using quantum interference effects in devices for the efficient and clean generation of electric power and for environmentally benign cooling and refrigeration. These devices, called Power Chips™ and Cool Chips™, are small, lightweight, durable, versatile, silent and non-polluting without moving parts. Power Chips are expected to make possible the generation of electricity anywhere there is a source of heat, while Cool Chips are an entirely new system for cooling, refrigeration and climate control. Because of their innovative design, these technologies are projected to be more efficient than any competing technology. Avto Metals™, which allows for the custom design of electron volt work functions, we believe makes these projects both realistic and price competitive and includes many other areas of work, such as the Avto Quantum Transistor™ and multiple applications in medicine, pesticides and catalysts.

Avto Metals

Avto Metals plc aims to develop, commercialize, and licence the Avto Metals technology, a revolutionary new technology for changing the fundamental physical properties of materials. The science of Avto Metals is still very young, and most of its potential applications are not yet known, while some will not be discovered for decades. Products fabricated using the Avto Metals technology are likely to drive the next phase of evolution in electronic devices of all kinds, as well as make possible far-reaching transformations in the products of many other industries.

Avto Metals are new materials that can be custom-designed to achieve desired electrical or physical properties. They use a new method of changing the distribution of electrons within a material, thus changing the electrical properties of that material. All materials thus can now be made electrically conducting.

Avto Metals are a result of the discovery of a new quantum interference effect, which we have called the Avto Effect. The Avto Effect will enable the transformation of existing materials into new materials with precisely-defined properties for almost any electronic application. These new materials will give scientists, engineers, and product designers an entirely new range of options in creating new technologies and products. In effect, they form entirely new materials with variable electrical properties.

While the full range of applications will not be known for decades, as scientists and engineers find new ways to use them, initial applications will be simpler and cheaper diodes and transistors, which are the basic building blocks for all microelectronic devices—such as computers, cellphones, and multifunction digital tools—and for flat-panel displays. Future applications will include new technologies for efficient electrical power generation (such as Power Chips), and cooling and refrigeration (such as Cool Chips).

Because the Avto Effect is a new scientific discovery, and Avto Metals an entirely new form of materials, few academics or scientists yet understand what they are or how they work. Broadly, Avto Metals are materials designed so that their electron emission can be regulated and their electrical properties thereby changed as desired. The scientific principle is similar to that used in theatres and concert halls to reduce echo effects.

Echo effects are caused by the reflection of sound waves from the theatre's walls. In modern theatres and concert halls, patterns are built into the walls to reduce echoes. By modifying the shape of the walls, the reflection of the sound waves can be changed and echoes can be reduced or eliminated.

The Avto Effect is the same principle, in this case altering the reflection of electrons from the surface of a material using the wave properties of the electrons. Until now, scientists have not exploited the wave properties of electrons because those properties become useful only when the dimensions of a structure are reduced to nanoscales.

It is well known in quantum mechanics that electrons have wave properties. But this knowledge has had no practical application in microelectronics because until now the dimensions of microelectronic components were too large to exploit electron wave properties. With today's achievements in nanoelectronics it becomes possible to fabricate objects having dimensions small enough to exploit the wave properties of electrons.

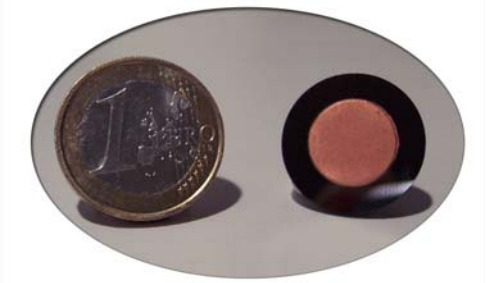
Using the wave properties of electrons to alter the characteristics of a material makes it possible to fabricate new classes of devices. For example, smaller, cooler-operating, more-effective and less expensive diodes, transistors, and flat-panel displays can be built. In addition, more-powerful semiconductor lasers and more-sensitive infrared detectors will be possible. And there are many more potential applications.

In all these devices, the work function of the material—the energy required to remove an electron from a solid material—defines its quality and complexity of production. The Avto Effect allows us to regulate precisely the work function of a material without changing its chemical composition. For example, the work function of a material such as silicon can be easily varied. The Avto Effect operates by modifying the geometry of the surface of the material in such a way that the wave properties of electrons become considerable. The end result of the ability to regulate electron wave properties is that the work function of a material can be changed and thus—for the first time—the electrical characteristics of the material can be changed at will.

Power Chips and Cool Chips

Borealis has also developed two technologies based on our research into thermionics—the emission of excited electrons from an electrode. Both technologies have been made possible only in recent years by advances in semiconductor manufacturing capability and by new understanding of both quantum physics and nanotechnology. Both will be among the first practical benefits from the emerging nanotechnology revolution.

The first is Power Chips, which produce electricity directly from heat, with high efficiency. Power Chips are small, lightweight, durable, versatile, silent, nonpolluting, and can operate without any moving parts. They will make it possible to generate electricity anywhere there is a source of heat.



Prototype Chip shown with a 1-Euro coin for size comparison

Major potential applications include power generation in electric or hybrid-electric vehicles, reclaiming and converting waste heat in conventional power plants, and stand-alone power generation systems for individual buildings, thus avoiding all the problems of infrastructure cost and potential brownouts associated with area grid-based power systems. For these and many other applications we expect Power Chips to be superior not only to all established technologies, but also to emerging technologies such as fuel cells. The worldwide market for electric power exceeds $1 trillion a year, and we expect that Power Chips will over the next few decades replace many existing means for generating electricity and capture much of this market, while also creating new markets by making electricity almost universally available at a lower cost.

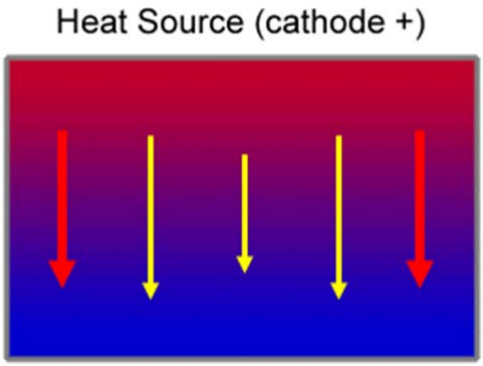
Alternatively, the chips can be operated as Cool Chips to pump heat to provide cooling, refrigeration, and climate control. Because of the inherent advantages in cooling across a nanometer-scale gap between two electrodes, Cool Chips are projected to attain efficiencies higher than those previously available in cooling systems, and far greater cooling performance than compressors of the same size and weight. The devices are small, silent, lightweight diodes that are scalable in arrays to meet any thermal management need from cooling a single microprocessor to air-conditioning a factory or home. They can produce cooling for any heat load from hundreds of degrees to below freezing temperatures, at projected efficiencies of 55% (conventional compressor systems operate at 40-50% efficiencies).

Cool Chips will have thousands of applications, from refrigerating cargo ships and air-conditioning cars to cooling X-ray machines, desktop and laptop computers, containers for land and sea and telecommunications equipment. We expect that our first sales will be for military use, for cooling a wide range of equipment, devices, and sensors.

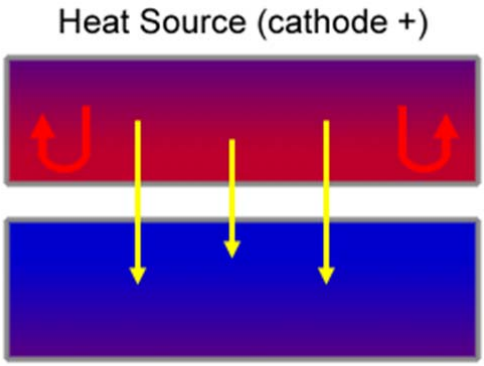
Cool Chips offer a unique cooling solution and the first viable replacement option for the century-old compressor technology that is now dominant in nearly all forms of thermal management, including air conditioning, refrigeration, chilling, freezing, and cooling. Their potential market is huge. Cool Chips offer a number of benefits over traditional systems that will give them a significant competitive advantage in capturing this large and mature market. In addition to their size, weight, and efficiency advantages, Cool Chips have no moving parts, operate silently, require little or no maintenance, and use no environmentally harmful refrigerants.

How can the same effect of quantum physics produce both electric power and cooling? The heart of a Power Chip or Cool Chip is an electrode capable of emitting electrons very freely. This can be triggered either by applying heat, or by applying an electric current.

If heat is applied, the resulting electron flow forms an electric current.



Conventional thermoelectrics allow conducted heat to spread throughout the device, greatly reducing the potential of electron migration.



By introducing a gap the return path for conducted heat (red arrows) is eliminated, making Power Chips extremely efficient.

If electricity is applied, the electrons carry heat with them as they move. By ensuring that the electrons are passing across a tiny vacuum gap, the direction of heat flow is predominantly one-way, and thus one side of the chip becomes cooler while the other side becomes warmer.

In both forms, the chips can operate within all normal ambient temperatures, and, we expect, from cryogenic temperatures up to the temperature of typical engine exhaust gases (900º Celsius). Thus they have a wide range of potential applications both in day-to-day life and in many industrial processes.

We expect that initial production Power Chips will generate 10 to 100 Watts per square centimeter, depending upon the operating regime, while Cool Chips will produce 3 to 5 Watts (equivalent to 10 to 17 BTUs) per square centimeter of cooling. Both these outputs are far higher, and are projected to be produced at higher efficiencies, than those possible with any existing technology for power generation or cooling. Further development should substantially increase the chips' respective power generation or cooling capacities.

The demand for these devices is intense, from dozens of industries and for thousands of applications. As a result, we anticipate that Cool Chips plc and Power Chips plc, our majority-owned subsidiaries developing and licensing these technologies, will experience perhaps the fastest demand-growth curves in industrial history. The largest constraint to growth will be manufacturing capacity. We plan to complete the first 18 months of production solely out of our own facilities; additional capacity will then be provided by additional facilities or by manufacturing partner licensees. Much more information is available on both these technologies and companies on their respective Websites at www.coolchips.gi and www.powerchips.gi.

Mineral Properties: Roche Bay and Faraway

We have developed certain of our Roche Bay iron ore mining properties to the point where we have transferred direct management and operations thereof to third parties: (i) in 2007 to Advanced Explorations Limited (AXI) with respect to the eastern Roche Bay iron ore deposits and (ii) in 2012 to West Melville Metals Inc. with respect to part of the Fraser Bay iron property. It is expected that the next step in respect of the property being developed by AXI will be the continuation of mineral exploration work in respect of adjacent zones of mineral deposits and in respect of the property being developed by West Melville will be commencement of further exploration work with a view toward completing a feasibility study. Roche Bay plc is cooperating with its third party venturers, in each case, to facilitate the taking of such steps in the nearest practicable future. Very recent news on the Roche Bay properties is available at http://web.tmxmoney.com/article.php?newsid=68941905&qm_symbol=AXI. We are the underlying property owner and we are very pleased with developments.

We believe that our Faraway property sits on an intracratonic rift of which there are nine such known intracratonic rifts in the world, eight of which (i.e. all intracratonic rifts other than the one owned by Faraway at Freuchen Bay, Canada) are producing polymetallics (e.g., gold, platinum, copper, nickel, tungsten, iron, zinc, and other minerals), in some cases, for over 100 years, we intend to raise at least C$10,000,000 to conduct a feasibility study. If the results are satisfactory, we intend to use internally generated funds or raise outside funds to develop this property. If the work does not show the potential mineral deposits we expect, we will abandon this project.

The Borealis Industrial Revolution

Many of the core technologies that provide the foundations for modern industrial economies were invented in the last half of the 19th Century. These include steelmaking, electric motors, electrical power generation, internal-combustion automobile engines, and refrigeration and air conditioning. While all these first-generation technologies have been significantly improved over the past century, none has been fundamentally changed or replaced by a better technology. Yet in the past century there have been enormous advances in basic sciences, in engineering, and in manufacturing capabilities. These scientific and technological advances have been applied to invent new products and create new industries, but none of those advances has significantly changed the core industrial technologies.

Borealis has re-examined the core technologies of basic industries—all of which have worldwide sales of hundreds of billions of dollars annually—and applied the 20th Century's scientific and technical discoveries—notably recent advances in microengineering and nanotechnology—to re-invent these 19th Century technologies. The result is a number of entirely new technologies for basic industries that will advance them into the 21st Century and launch a decades-long wave of renewal, regeneration, and economic growth worldwide—what we call the Borealis Industrial Revolution.

These renewed fundamental technologies, in our patented proprietary packages, will be smaller, simpler, more efficient, and much less expensive. They will permit the benefits of modern technology to be spread much more widely around the world and spark economic growth everywhere. They will also respond to 21st Century concern about the Earth's environment by sharply reducing the need to burn fossil fuels and by greatly reducing or even eliminating air pollution caused by many industrial processes and consumer products.

These new Borealis technologies will provide profound benefits for the entire world, and they will produce far-reaching changes in many industries and in regional and national economies with the products that will be developed. Everybody should benefit, notably including our shareholders.

The widest-ranging of these, Avto Metals, represents a fundamental change in all solid-state physics. The Avto Metals technology will enable scientists and engineers to change at will the electrical and some physical properties of all metals and some other materials, such as silicon. It enables any metal, for example, to be made electrically conducting to the extent desired.

The full impact of Avto Metals will not be known for decades, as scientists and engineers learn how to use it and apply the Avto Effect to invent new materials, technologies, and products. Among the first applications will be improved diodes and transistors, the basic building blocks of electronics. Better flat-panel displays, lasers, and sensors will be other early applications. Avto Metals will also be the core technology underlying two other Borealis inventions, Power Chips and Cool Chips.

Power Chips should revolutionize electrical power generation across virtually all applications. In present large generating stations, adding Power Chips to capture heat that is now wasted will enable power plants to produce at least 20% more power with no increase in fuel consumption or emissions. In automobiles and other vehicles, Power Chips initially are likely to replace the starter-alternator, using waste heat from the radiator and exhaust and greatly increasing the efficiency of the internal combustion engine. Eventually, vehicles driven by electricity produced onboard will become feasible, with power generated by Power Chips—burning gasoline, natural gas, methane or hydrogen as fuel to produce heat—and driving a super-efficient Chorus Motor. Such an automobile would achieve far higher fuel efficiency than current models and produce a fraction of the emissions.

Power Chips will make it possible to efficiently generate power in a wide range of portable devices, thus increasing their utility. They will make it possible to bring plentiful electric power to regions of the world whose peoples and economies now suffer from inadequate electric power, at a fraction of the cost to do so using current generating technologies. Power Chips will be among the first economically and environmentally transformative fruits of the emerging nanotechnology revolution.

Cool Chips will also produce wide-ranging benefits for many industries and people worldwide. They will sharply reduce the costs of cooling, refrigeration, and air conditioning, thus making these amenities available to more of the world's people. Just as the southern United States began a decades-long surge of economic growth when air conditioning became widely available, so Cool Chips will enable economic development in all the world's tropical regions, at a much lower cost than current compressor-based air conditioning. Because Cool Chips use no compressors or gases, they produce no emissions, and thus will reduce any threat posed by global warming.

They will also make possible a vast array of new products in many industries, from non-melting picnic coolers to quieter, less expensive air conditioning to Cool Chips built into clothing to provide personal climate control. Because Cool Chips will make possible precise temperature control in small areas, they will enable refrigerators to keep each food at its optimal storage temperature, thus keeping foods fresh longer. In a car, they will allow each passenger to be as warm or as cool as he chooses.

And the Chorus Motor will enable many products, from large industrial machines to tiny servomotors, to be smaller, lighter, more efficient, more powerful, and less expensive. It will open the path to a multitude of new products, and enable manufacturers in many industries to redesign existing products to reduce their size and weight and improve their performance, efficiency, and appearance. The first such application is Chorus WheelTug, which will increase the efficiency and reduce the operating costs of commercial airplanes.

Combined with Power Chips to produce electricity, the Chorus Motor will make possible more efficient and non-polluting automobiles and other vehicles, from trucks to trains to ships. A Chorus Motor used to drive an automobile, for example, will be smaller, lighter weight, virtually silent, and less expensive to build and operate than an internal-combustion engine, while producing as much or greater torque for startup and acceleration. And Avto Metals creates an entirely new class of materials, making possible new technologies and products as yet unknown.

Together, these technologies have the potential to reinvigorate and transform some of the world's largest and oldest industries, giving their engineers new design options and making their products more useful, less expensive, and more environmentally friendly. This transformation process will, we expect, drive worldwide economic growth for several decades and will, we believe, become the Borealis Industrial Revolution.

Borealis Patents and Intellectual Property

All of these technologies, and others, are currently in active development. Our technologies are protected by numerous patents issued and pending and by proprietary knowledge of the fields of study. In furtherance of its strategy to develop and own technologies that are designed to fundamentally change basic industries, Borealis now has well over a hundred patents either issued, approved for issue or pending covering wide ranging scientific endeavors. These patents provide our legal framework for our sales of our proprietary patented proprietary products, beginning with WheelTug.

Many of our patents, in the opinion of our technical staff, are what the courts label "pioneer" patents, reflecting the fact that they are the first patents to be issued in an entirely new field of technology, or represent a technical revolution in a previously-defined field. Pioneer patents are those to which most later patents in a field make reference, or on which later patents build by adding new improvements to the field. Because pioneer patents represent the result of groundbreaking scientific discoveries or development, the courts have found that they merit a wide breadth of protection in construing their claims and specifications.

Our patents generally fall into three main categories. The first category of issued patents includes Chorus Motors plc and WheelTug plc patents. Such patents give us exclusivity over the high-phase-order motor world with the first application being the use of WheelTug for aircraft worldwide. The second category of patents covers patents with applications in physics, relating mostly to thermionics and the custom design of eV (electron volt work functions), which we believe will make thermionic devices economically viable, for example, in production of electrical power. The third category includes basic operational patents on items like generators and gen-sets and how to operate them efficiently. We are working on patenting a wide range of other items that are still under development all of which should provide proprietary and patent-protected products.

Because our scientific discoveries and technical advances are the core of our business, we are very careful about protecting these assets. Patenting and otherwise protecting our technologies is an important activity at Borealis and consumes a considerable portion of our resources. We have developed an extensive library of intellectual property and families of patented proprietary products and we intend to protect all of them vigorously. Patented proprietary products are the key to long-term economic health.

In fiscal 2014 we were issued three new U.S. patents (identified on the Technology pages of our website), and now hold nearly 100 issued U.S. patents. We also filed applications in the U.S. and internationally for several additional patents, and now have a considerable number of applied-for, in-process, and pending patent applications. Many of our recent applications have covered improvements to or additional claims for the technologies we have already announced, but some were provisional or initial patent applications for new technologies that we have not yet disclosed. Our scientific teams build what they invent and patent and stay at their basic scientific work year in and year out without researchers' usual grant proposal problems.

We are always examining, under our present discounted expected value metric, our scientists' ideas for wholly new or radically improved technologies, and we are always working on the development of some of these ideas. But because many of these ideas are "game changers"—either a fundamental advance in what is generally presumed to be a mature technology or an altogether undeveloped field—we keep our work confidential until after the primary patents on a technology have issued. We have several projects that appear to be just these sort of "game changers" that may or may not ending up being of value.

Borealis Properties and Operations

Principal Technologies

Avto Metals: www.avtometals.gi

Avto Metals plc was incorporated on 6 October 2004. Avto Metals technology apparently provides the necessary means to custom-design electron-volt work functions in metals and other materials. Avto Metals plc is continuing to research new applications and technologies in related scientific fields. This science should find applications in many areas.

Chorus Meshcon & WheelTug: www.chorusmotors.gi

The Chorus Meshcon technology is a novel electric motor/drive combination that uses electromagnetic harmonics to greatly increase the motor's torque. A Chorus system is smaller, lighter, and is expected to sell for a premium over a conventional motor with the same output. It is ideal for traction applications such as electric cars and trains.

WheelTug plc was incorporated on 9 February 2005, as a subsidiary of Chorus Motors plc, and is the assignee of the WheelTug programme announced with Boeing Phantom Works on 8 November 2004. The WheelTug technology will be the first of our technologies brought to market.

Cool Chips: www.coolchips.gi

Cool Chips are solid-state devices based on thermionics that pump heat to produce cooling, refrigeration, or air conditioning. They are small, lightweight, non-polluting and non-corrosive, and are projected to be more efficient than any existing thermal management technology. Cool Chips plc continues to drive towards production, and is negotiating for the acquisition of fabricating facilities.

Cool Chips Military Sales plc was incorporated on 8 February 2005, as a subsidiary of Cool Chips plc, as it is expected that our first sales of Cool Chips technology will be delivery of products to U.S. military contractors.

Power Chips: www.powerchips.gi

Power Chips are devices that absorb heat to produce electrical power. They are silent, non-polluting, scalable, portable, and can operate anywhere there is a source of heat. We expect them to replace many existing technologies for generating electricity. Power Chips devices are being developed in parallel with Cool Chips.

Mining Properties

Roche Bay: www.rochebay.com

A subsidiary company, Roche Bay plc, owns interests varying from 25% to 100% in several iron ore deposits located on the Melville Peninsula, Nunavut, Canada, which contain one of the world's largest undeveloped resources of magnetite iron ore (Fe_3O_4. Significant work is currently underway in an attempt to bring some of these properties into production.

Freuchen Bay Intracratonic Rift Project: www.faraway.gi

Faraway plc, a subsidiary company, owns 100% of 10,350 acres of Government of Canada long term renewable leases near Freuchen Bay, Melville Peninsula, Nunavut, Canada. These leases cover a series of geophysical/geochemical anomalies that our consultants tell us sit astride an intracratonic rift.

Organizational Structure

Borealis Exploration Limited, the parent of the Borealis Family of Companies, is a holding company and owns indirectly a majority of all our operating subsidiaries. Borealis owns 98% of Borealis Technical Limited, which conducts all our research and itself owns a majority interest in each of the operating companies. Borealis Technical owns all our patents and has licenced all rights to them to the respective operating subsidiaries. Borealis Technical receives 50% of all sublicence revenue and 8% of all other revenue from its operating subsidiaries.

In addition, we see the additional following benefits for our corporate structure.

The plc's have provided a vehicle for raising capital during our development phase. Second, each of our technologies appeals to different markets, and having each managed separately makes possible greater focus. And third, many investors may prefer investing in a company concentrating on a specific technology. As additional technologies are disclosed, we will establish new companies to operate these in the same manner. Borealis and all of our operating plc companies are incorporated in Gibraltar.

Borealis Exploration Limited has 5,000,000 shares authorized and outstanding. Each operating subsidiary has 10,000,000 shares authorized, of which Borealis Technical owns at least 5,200,000 shares. We do not intend to propose that shareholders authorize any additional shares in Borealis or any subsidiary. Given the strict limits on share issuance contained in our Memorandums and Articles of Association (which may be found in the Corporate Information sections of our websites), our shares will not be increased from the present authorized levels without enormous difficulty. We have issued no additional Borealis Exploration Limited shares since before our move to Gibraltar in 1998. This shows the commitment of management to make Borealis Exploration Limited shares valuable and shows the determined restraint of management in not issuing new shares. Virtually all public companies issue new shares all the time. Your company is one of the few exceptions to this rule.

The following table shows the shares owned by Borealis in each major subsidiary, the total shares outstanding in each company, and the proportion of the total owned by Borealis, at fiscal year-end.

Ownership of Borealis Publicly Traded Subsidiaries

Company	Borealis shares	Total shares outstanding	% Borealis
Avto Metals plc	5,200,003	5,377,115	97%
Chorus Motors plc	5,214,075	6,689,965	78%
Cool Chips plc	5,223,377	8,251,947	63%
Faraway plc	5,200,004	6,312,874	82%
Power Chips plc	5,222,583	8,035,118	65%
Roche Bay plc	5,223,000	7,373,953	71%

Initially, it appears that most of our income will derive from the manufacture and sale of high-value products from Gibraltar. We expect this to continue for at least several years. This will mean that we will do our best to become manufacturers of high-value products in Gibraltar in order to make sure that we are always current with our science and technologies and manufacturing processes.

Our headquarters and legal domicile are in Gibraltar. Borealis operates as a virtual company, and the Internet plays a dominant role in our day-to-day work. It is the means by which we manage our businesses, discuss new ideas, and promote ourselves to the outside world. Modern communications technology has allowed us to circumvent the traditional problems associated with working on four continents and twenty time zones. Because of this, we have access to facilities and personnel about which a company of our size would normally only be able to dream.

Borealis has consultants around the world, all of whom work over e-mail. Management and technical discussions take place over the Net. Borealis runs a continual Board of Directors meeting 24 x 365, with an annual traffic of over 10,000 messages to each board member and members of management. Borealis has intense direct participatory management, and many consultants to the Company sit in on the board meetings and provide input although they are not voting members.

Our Website, www.borealis.gi, makes information about our technology available, and informs shareholders, other companies, and the general public about Borealis. The Website is always being updated, and our major disclosed technologies are described on the site in detail. As patent offices issue more patents to Borealis, a more complete picture of our extensive research efforts will become publicly available on the Website. Additionally, Borealis historically has sent out a weekly update but now is being partially supplanted by daily updates to consultants and shareholders. We continue to send out daily share trades with prices to shareholders. Through this we are able to keep people better informed than through traditional channels. Your management uses this technology to maintain a close relationship with our shareholders.

This virtual company structure is great to work with and allows us to have many people directly involved in the decision-making processes at Borealis. This approach may not be conventional, but the results to date have validated the business structure.

Investor Information

Extensive information for investors can be found on our Website at http://www.borealis.gi. Our annual and quarterly reports for more than the past five years are posted there, as well as full information about the Company and our technologies. The site also has links to quotation systems that report our current stock prices.

If you have a question about Borealis, please write to us at pr@borealis.gi.

Forward Looking Statement

The discussion of the Company's business and operations in this report includes in several instances forward-looking statements, which are based upon management's good faith assumptions relating to the financial, market, operating and other relevant environments that will exist and affect the Company's business and operations in the future. All technical, scientific, and commercial statements regarding technologies and their impacts are based on the educated judgment of the Company's technical and scientific staff. No assurance can be made that the assumptions upon which management based its forward-looking statements will prove to be correct, or that the Company's business and operations will not be affected in any substantial manner by other factors not currently foreseeable by management or beyond the Company's control.

All forward-looking statements involve risks and uncertainty. The Company undertakes no obligation to publicly release the result of any revisions to these forward-looking statements that might be made to reflect the events or circumstances after the date hereof, or to reflect the occurrence of unanticipated events; including those described in this report, and such statements shall be deemed in the future to be modified in their entirety by the Company's public pronouncements, including those contained in all future reports and other documents filed by the Company with the relevant Securities Commissions.

Corporate Information - Gibraltar Registered Number 66632

Corporate Headquarters

Suite 1
43 Main Street
Gibraltar

Auditors

Moore Stephens
Suite 5 Watergardens 4
Waterport
Gibraltar

Company Secretary

Mark Radom
Suite 2
Nachal Maor 1
Ramat Bet Shemesh
Israel 99623

Stock Trading Information

Borealis Exploration Limited common shares are traded on the Prague Stock Exchange under the symbol **BOREY.** The shares' ISIN Number is GI000A1J9JJ0.
Borealis shares are also quoted in the United States over-the-counter market on the Pink Sheets, at www.pinksheets.com under the symbol **BOREF**. CUSIP # X6919W 10 0.

Registrar and Transfer Agent

OTR, Inc.
Securities Transfer Agent & Registrar
1000 SW Broadway, Suite 920
Portland, Oregon 97205-3061, USA
Tel: +1.503.225.0375
Fax: +1.503.273.9168

5. STATEMENT OF DIRECTORS' RESPONSIBILITIES

Company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company for that period. In preparing those financial statements, the directors are required to:

a) select suitable accounting policies and then apply them consistently
b) make judgments and estimates that are reasonable and prudent
c) state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements
d) prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Gibraltar Companies Act and the Gibraltar Companies (Accounts) Act 1999. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

6. AUDITORS

Moore Stephens Limited have expressed their willingness to continue in office. A resolution for their reappointment will be proposed at the next annual general meeting.

By order of the Board 22 July 2014

/--Signed--/

Rodney T. Cox
Director

/--Signed--/

Wayne S. Marshall
Director

Independent auditor's report to the shareholders of Borealis Exploration Limited

Report on the financial statements

We have audited the consolidated and company financial statements of Borealis Exploration Limited for the year ended 31st March 2014 which comprise the consolidated statement of income and comprehensive income, the consolidated and company statement of financial position, the consolidated and company statement of changes in equity, the consolidated statement of cashflows and the related notes. These financial statements have been prepared under the accounting policies set out therein.

This report, including the opinion, has been prepared for and only for the company's members as a body in accordance with Section 182 of the Companies Act and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Directors' responsibilities for the financial statements

The directors are responsible for the preparation and true and fair presentation of these financial statements in accordance with applicable law in Gibraltar and International Financial Reporting Standards as adopted by the EU. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Auditors' responsibilities

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance 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 auditors' judgement, 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 true 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.

Independent auditor's report to the members of shareholders of Borealis Exploration Limited - continued

Opinion

In our opinion, the financial statements:

- give a true and fair view, in accordance with International Financial Reporting Standards of the state of the group's and the company's affairs as at 31st March 2014 and of the group's and company's results for the year then ended; and

- have been properly prepared in accordance with the Companies Act and the Companies (Accounts) Act 1999.

Emphasis of matter

Without modifying our opinion, we draw attention to note 3 in the consolidated financial statements which highlights the existence of a material uncertainty relating to conditions that may cast doubt about the group's and company's ability to continue as a going concern.

Opinion on other matter prescribed by the Companies Act

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act requires us to report to you if, in our opinion:

- the company has not kept proper accounting records; or

- if information specified by law regarding directors' remuneration and other transactions is not disclosed; or

- we have not received all the information and explanations we require for our audit.

/--Signed--/

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Kieran Power
Statutory Auditor
For and on behalf of
Moore Stephens Limited

Suite 5
Watergardens 4
Gibraltar

Date: 22 July 2014

BOREALIS EXPLORATION LIMITED

Consolidated Statement of Loss and Comprehensive Income
Year ended 31 March 2014

	Note	31 March 2014 $	31 March 2013 $
Revenue		-	-
Expenditure		(3,222,440)	(3,614,917)
Operating loss	5	(3,222,440)	(3,614,917)
Other gains and losses			
Loss on disposal of financial assets		(40,192)	(26,160)
Fair value loss on financial assets		(148,714)	(985,342)
Net foreign exchange loss		(54,241)	(792)
Finance cost			
Financing loss		(961,421)	(1,336,342)
Interest received		22	37
Interest paid		(5,908)	(3,393)
Loss before income tax		(4,432,894)	(5,966,909)
Income tax expense		-	-
Loss for the year		(4,432,894)	(5,966,909)
Other comprehensive income:			
Profit on sale of shares in subsidiary companies		4,903,610	8,415,955
Gain on buy-out option	14	487,528	275,000
Gain/(loss) on change in stake in business	10	50,040	(28,974)
Other comprehensive income for the year after tax		5,441,178	8,661,981
Total comprehensive income for the year		$ 1,008,284	$ 2,695,072
Total comprehensive income for the year attributable to:			
Owners of the Parent		735,832	2,095,866
Non-controlling interests		272,452	599,206
Earnings per share from continuing operations attribtuable to the equity holders of the company during the year			
Basic earnings per share	11	$ 0.20	$ 0.54

The Borealis Family of Companies has had no discontinued activities during the year, accordingly, the above result relates solely to continuing activities.

The notes on pages 27 to 55 form an integral part of these consolidated financial statements.

BOREALIS EXPLORATION LIMITED

Registered number: 66632

Consolidated Statement of Financial Position

31 March 2014

	Notes	31 March 2014 $	31 March 2013 $
Assets			
Non-current assets			
Property, plant and equipment	13	16,184	20,730
Intangible assets	12	11,261,226	9,356,165
Mineral resources	14	1,993,535	1,985,729
Total non-current assets		13,270,945	11,362,624
Current assets			
Other receivables	16	367,351	-
Financial assets at fair value through the profit or loss	15	406,136	396,577
Cash and cash equivalents		93,722	287,740
Total current assets		867,209	684,317
Total assets		$ 14,138,154	$ 12,046,941
Equity and liabilities			
Capital and reserves attributable to owners of the company			
Ordinary shares	19	50,000	50,000
Share premium		24,241,030	24,241,030
Retained earnings		(28,366,476)	(29,102,309)
Equity attributable to owners of the company		(4,075,446)	(4,811,279)
Non-controlling interest		9,429,462	9,157,010
Total equity		5,354,015	4,345,731
Liabilities			
Non-current liabilities			
Other financial liabilities	18	2,720,169	1,784,948
Current liabilities			
Trade and other payables	17	6,063,970	5,916,262
Total liabilities		8,784,139	7,701,210
Total equity and liabilities		$ 14,138,154	$ 12,046,941

Approved and authorised for issue by the board of directors on: 22 July 2014

/--Signed--/ /--Signed--/

…… ……

Rodney T. Cox Wayne S. Marshall

Director *Director*

The notes on pages 27 to 55 form an integral part of these consolidated financial statements.

BOREALIS EXPLORATION LIMITED

Registered number: 66632

Company Statement of Financial Position

31 March 2014

	Notes	31 March 2014 $	31 March 2013 $
Assets			
Non-current assets			
Property, plant and machinery	13	16,184	20,730
Intangible assets	12	758,291	705,775
Investments in subsidiaries	10	83,950	83,950
Total non-current assets		858,425	810,455
Current assets			
Trade and other receivables	16	2,084,926	1,527,796
Cash and cash equivalents		39,023	108,326
Total current assets		2,123,949	1,636,122
Total assets		$ 2,982,374	$ 2,446,577
Equity and liabilities			
Capital and reserves attributable to owners of the company			
Ordinary shares		50,000	50,000
Share premium		24,241,030	24,241,030
Retained earnings		(57,471,068)	(56,457,647)
Total equity		(33,180,038)	(32,166,617)
Liabilities			
Non-current liabilities			
Other financial liabilities	18	2,720,169	1,784,948
Current liabilities			
Trade and other payables	17	33,442,243	32,828,246
Total liabilities		36,162,412	34,613,194
Total equity and liabilities		$ 2,982,374	$ 2,446,577

Approved and authorised for issue by the board of directors on: 22 July 2014.

/--Signed--/
……
Rodney T. Cox
Director

/--Signed--/
……
Wayne S. Marshall
Director

The notes on pages 27 to 55 form an integral part of these consolidated financial statements.

BOREALIS EXPLORATION LIMITED

Consolidated Statements of Changes in Equity
Year ended 31 March 2014

	Called up Share Capital	Share Premium Account	Other reserves	Retained earnings	Non-controlling interest	Total equity
	$	$	$	$	$	$
Balance at 1 April 2012	50,000	24,241,030	-	(31,198,175)	8,557,804	1,650,659
Comprehensive income for the year	-	-	-	2,695,072	-	2,695,072
Change in ownership interest of subsidiaries	-	-	-	(599,206)	599,206	-
Balance at 1 April 2013 (Restated)	$50,000	$24,241,030	-	$(29,102,309)	$9,157,010	$4,345,731
Comprehensive income for the year	-	-	-	1,008,284	-	1,008,284
Change in ownership interest of subsidiaries	-	-	-	(272,452)	272,452	-
Balance at 31 March 2014	$50,000	$24,241,030	-	$(28,366,476)	$9,429,462	$5,354,015

The notes on pages 27 to 55 form an integral part of these consolidated financial statements.

BOREALIS EXPLORATION LIMITED

COMPANY STATEMENT OF CHANGES IN EQUITY
Year ended 31 March 2014

	Called up Share Capital $	Share Premium Account $	Retained earnings $	Total $
Balance at 1 April 2012	50,000	24,241,030	(55,107,263)	(30,816,233)
Total comprehensive income for the year	-	-	(1,350,384)	(1,350,384)
Balance at 1 April 2013	$50,000	$24,241,030	$(56,457,647)	$(32,166,617)
Total comprehensive income for the period	-	-	(1,013,421)	(1,013,421)
Balance at 31 March 2014	$50,000	$24,241,030	$(57,471,068)	$(33,180,038)

The notes on pages 27 to 55 form an integral part of these consolidated financial statements.

BOREALIS EXPLORATION LIMITED

Consolidated Statement of Cash Flows
Year ended 31 March 2014

	31 March 2014 $	Restated 31 March 2013 $
Cash flows from operating activities		
Cash generated from operations	(533,905)	4,128,965
Interest paid	(5,908)	(3,393)
Net cash generated from operating activities	(539,813)	4,125,572
Cash flows from investing activities		
Mineral resources expenditures	(19,518)	(41,741)
Proceeds from disposal of marketable securities	70,541	148,417
Purchases of intangible assets	(1,963,214)	(6,229,167)
Purchases of financial assets	-	(44,258)
Recovery of mineral resources	-	75,000
Interest received	22	(37)
Net cash used in investing activities	(1,912,169)	(6,091,786)
Cash flows from financing activities		
Proceeds from sale of subsidiaries shares	2,284,164	2,548,488
Repayments of borrowings	(26,200)	(768,245)
Net cash used in financing activities	2,257,964	1,780,243
Net (decrease) in cash, cash equivalents and bank overdrafts	(194,018)	(185,971)
Cash and cash equivalents at beginning of the year	287,740	473,711
Cash and cash equivalents at end of year	$ 93,722	$ 287,740

The notes on pages 27 to 55 form an integral part of these consolidated financial statements.

BOREALIS EXPLORATION LIMITED

Consolidated Statement of Cash Flows (continued)
Year ended 31 March 2014

	31 March 2014 $	Restated 31 March 2013 $
Cash generated from operations		
Total comprehensive income for the year	1,008,284	2,695,072
Adjustments for	-	-
Depreciation	4,546	5,183
Amortisation	58,152	42,094
Share-based payments – equity settled	2,605,493	5,847,725
Fair value (gains)/losses on at fair value through profit or loss	148,714	985,342
Finance costs	5,886	3,356
Share of loss of investment in subsidiary	52,000	-
Foreign exchange losses/(gains) on operating activities	54,241	(792)
Loss on sale of marketable securities	40,192	26,160
Gain on contingencies	-	(32,000)
Non cash proceeds from buy out options	(299,541)	-
Non cash financing loss	961,421	1,336,342
Profit on sale of shares in subsidiary companies	(4,903,610)	(8,415,955)
Gain/(loss) on change in stake in business	(50,040)	28,974
Changes in working capital		
Trade and other receivables	(367,351)	342,523
Trade and other payables	147,708	1,264,941
Cash generated from operations	$ (533,905)	$ 4,128,965

The notes on pages 27 to 55 form an integral part of these consolidated financial statements.

Notes to the Consolidated Financial Statements
Year ended 31 March 2014

1. Significant Accounting Policies

These financial statements have been prepared in accordance with International Financial Reporting Standards, International Accounting Standards and Interpretations (collectively IFRSs) issued by the International Accounting Standards Board (IASB) as adopted by the European Union ("adopted IFRSs"), the Gibraltar Companies Act, the Gibraltar (Companies Accounts) Act 1999 and the Gibraltar Companies (Consolidated Accounts) Act 1999.

a. Basis of accounting

The principal accounting policies adopted in the preparation of the financial statements are set out below. The policies have been consistently applied, unless otherwise stated.

The preparation of financial statements in compliance with adopted IFRS requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the accounting policies to the family, hereafter after referred to as the 'Family'. The areas where significant judgments and estimates have been made in preparing the financial statements and their effect are disclosed in note 4.

These consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments, which are measured at fair value.

b. Basis of consolidation

From 1 January 2010, the total comprehensive income of non-wholly owned subsidiaries is attributed to owners of the parent and to the non-controlling interests in proportion to their relative ownership interests. Before this date, unfunded losses in such subsidiaries were attributed entirely to the Family. In accordance with the transitional requirements of IAS 27 (2008), the carrying value of non-controlling interests at the effective date of the amendment has not been restated.

The acquisition method of accounting is used by the Family when it undertakes a business combination. The fair value of consideration transferred at the acquisition date includes the fair value of assets transferred, liabilities incurred by the owners and equity instruments issued by the Family. Consideration can include cash, contingent consideration and options. Acquisition related costs are expensed as incurred unless they relate to the issue of financial instruments in which case they are accounted for in accordance with accounting policies relating to that specific type of financial instrument. The fair value of assets acquired and liabilities assumed are recognised at the acquisition date. At the acquisition date any equity interest held prior to the acquisition date is recognised at fair value with a resulting gain or loss recognised in profit or loss. The family has an option on a combination by combination basis on how to recognise non-controlling interest at the acquisition date either at fair value or proportionate share of net assets.

Goodwill is measured as the excess of the consideration transferred, plus any non-controlling interest and the fair value of any previously held interest in the acquiree over the fair value of assets acquired and liabilities assumed. If the goodwill is negative (bargain purchase) this is recognised immediately in the income statement. Any changes in contingent consideration after the measurement period are recognised in profit or loss.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated statement of comprehensive income from the effective date of acquisition, or up to the effective date of disposal, as appropriate. Entities which are acquired and are controlled, but which will be held for a period less than twelve months, are recorded as assets held for sale.

b. Basis of consolidation (continued)

The consolidated financial statements are based on the financial statements of the individual companies drawn up using the standard Family accounting policies. Accounting policies applied by individual subsidiaries have been revised where necessary to ensure consistency with Family policies for consolidation purposes. All companies in the Family have the same reporting date of 31 March.

All significant transactions and balances between Family entities are eliminated on consolidation. The Family applies a policy of treating transactions with a non-controlling interest as transactions with equity holders when control is not lost of the subsidiary, and therefore recognised in equity.

c. Segment information

The Borealis Family of Companies has two reportable operating segments. The Family's mining exploration operations are conducted on properties in Canada. The only assets utilised in this business segment are the mining and other equipment. All other assets relate to the Family's other reportable operating segment, which is the business of conducting basic industrial research with the intent to commercialise these technologies. While the technical rights and/or patents are owned by a company registered in Gibraltar, the research activities are currently mainly carried out outside Gibraltar.

d. Foreign currency translation

The Family has determined the USD $ as its functional currency, as this is the currency of the economic environment in which the operations of the family predominantly operates.

Transactions in currencies other than USD $ are recorded at the rates of exchange prevailing on the dates of the transactions. At each reporting date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the reporting date. Non-monetary assets and liabilities carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. Gains and losses arising on exchange are included in profit or loss. No Family entity has an operational currency of a hyper-inflationary economy.

Foreign currency differences arising on retranslation are recognised in profit or loss, except for differences arising on the retranslation of available-for-sale equity instruments, financial liabilities that are designated as hedges of the net investment in a foreign operation and qualifying cash flow hedges, each of which are recognised directly in equity within the translation reserve.

In the case of foreign entities the financial statements of the Family's overseas operations are translated as follows on consolidation: assets and liabilities, at exchange rates ruling on the reporting date, income and expense items at the average rate of exchange for the period and equity at exchange rates ruling on the dates of the transactions. Exchange differences arising are classified as equity and transferred to a separate translation reserve. Such translation differences are recognised in the statement of comprehensive income in the period in which the operation is disposed of. Foreign exchange gains and losses arising from monetary item receivable from or payable to a foreign operation, the settlement of which is neither planned nor likely within the foreseeable future, are considered to form part of a net investment in a foreign operation and are recognised directly in equity.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. Foreign currency gains and losses are reported on a net basis.

e. Non-controlling interests

For business combinations completed on or after 1 January 2010 the Family has the choice, on a business combination by business combination basis, to initially recognise any non-controlling interest in the acquiree at either acquisition date fair value or, as was required prior to 1 January 2010, at the non-controlling interest's proportionate share of the acquiree's net assets. The family has not elected to take the option to use fair value in acquisitions completed to date.

From 1 January 2010, the total comprehensive income of non-wholly owned subsidiaries is attributed to owners of the parent and to the non-controlling interests in proportion to their relative ownership interests. Before this date, unfunded losses in such subsidiaries were attributed entirely to the family. In accordance with the transitional requirements of IAS 27 (2008), the carrying value of non-controlling interests at the effective date of the amendment has not been restated.

f. Property, plant and equipment

Fixtures and equipment are stated at cost less accumulated depreciation and any recognised impairment loss. The residual values and useful lives of property, plant and equipment are reviewed, and adjusted if appropriate, at the end of each reporting period. The carrying amount of an asset is written down immediately to its recoverable amount if the asset's carrying amount is assessed as greater than its estimated recoverable amount.

Depreciation is charged on other assets so as to write off the cost or valuation of assets, over their estimated useful lives, less estimated residual value, using the straight-line method on the following bases:

Mining and geological equipment	30%
Motor Vehicles	over 6 years
Other equipment	20%

The gain or loss arising on the disposal or retirement of an asset is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the income statement.

g. Intangible assets - Research and development expenditure

Research costs are expensed in the year in which they are incurred. Development costs are reviewed annually and are expensed if they do not qualify for capitalisation. Development costs that are directly attributable to the design and testing of identifiable and unique products controlled by the Family are capitalised as intangible assets only when the following criteria are met:

(i) it is technically feasible to complete the product so that it will be available for use;

(ii) management intends to complete the product and use or sell it;

(iii) there is an ability to use or sell the product;

(iv) it can be demonstrated how the product will generate probable future economic benefits;

(v) adequate technical, financial and other resources to complete the development and to use or sell the product are available; and

(vi) the expenditure attributable to the product during its development can be measured reliably.

The depreciable amount of an intangible asset with a finite useful life, will be distributed on a systematic basis over its useful life. Capitalised development costs are amortised on a straight line basis over their twenty year useful estimated life once the asset is available for use.

Patents are accounted for on the basis of the costs of registering the worldwide rights. All costs for legal works of the products have been written off in the year incurred. These patents are depreciated on the straight-line method over their twenty year useful estimated life. This is a revision of the estimated useful life from twenty five years to bring in line with the life of the patent.

h. Mineral resources

Mineral resources are recognised at the cost of acquiring licences, including the costs associated with exploration and evaluation activity, and the fair value (at acquisition date) of exploration and evaluation assets acquired in a business combination. All costs are capitalised once the company has obtained the legal right to explore. Mineral resources are amortised when technical feasibility and commercial viability of the property can be demonstrated.

i. Impairment of non-financial assets

At each reporting date, the Family reviews the carrying amounts of its tangible and intangible assets, to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Family estimates the recoverable amount of the cash-generating unit to which the asset belongs.

i. Impairment of non-financial assets (continued)

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease. Where an impairment loss subsequently reverses (except for goodwill), the carrying amount of the asset (cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (cash-generating unit) in prior years. A reversal of an impairment loss is recognised as income immediately, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

j. Taxation

Income tax expense represents the sum of the current tax and deferred tax.
The charge for current tax is based on the result for the year adjusted for items which are non-assessable or disallowed. It is calculated using tax rates that have been enacted or substantively enacted by the reporting date.
Current and deferred tax is recognised in the income statement unless the item to which the tax relates was recognised outside the income statement being other comprehensive income or equity. The tax associated with such an item is also recognised in other comprehensive income or equity respectively.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the liability method.

Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries, associates, and interests in joint ventures, except where the Family is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

The carrying amounts of deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the assets to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset realised. For land and revalued investment property deferred tax is calculated on the presumption that recovery is through sale. Deferred tax is charged or credited to profit or loss, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity.

j. Taxation (continued)

A change in deferred tax assets and liabilities as a result of a change in the tax rates or laws are recognised in profit and loss or other comprehensive income to the extent that it relates to items previously recognised in other comprehensive income.

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the Family intends to settle its current tax assets and liabilities on a net basis.

k. Cash and cash equivalents

Cash and cash equivalents consist of cash on hand and balances with banks, and investments in money market instruments which are readily convertible, being those with original maturities of three months or less. Cash and cash equivalents are measured at fair value, based on the relevant exchange rates at the reporting date.

l. Trade payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade payables are recognised initially at fair value and subsequently measured at amortised cost.

m. Provisions

Provisions are recognised when the Family has a present legal or constructive obligation, as a result of past events, for which it is probable that an outflow of economic benefits will be required to settle the obligation, and a reliable estimate can be made of the obligation.

Provisions are measured at the present value of the expenditure expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation.

n. Share-based payments

Equity instruments granted for services received

When the Family issues equity instruments for goods or services received, the fair value of the goods or services received is recognised as the cost of the goods or services received with a corresponding increase in equity. However, if the fair value of the equity instrument granted is greater than the fair value of the goods or services received the difference is recognised in the income statement as unidentified consideration.

o. Financial instruments

Financial instruments, other than derivative financial instruments, are recognised on the Family's statement of financial position when the Family becomes a party to the contractual provisions of the instrument. Financial instruments are initially measured at fair value, which generally equates to acquisition cost, which includes transaction costs for financial instruments not subsequently measured at fair value. Subsequent to initial recognition, they are measured as set out below.

(i) Loans and receivables
Loans and receivables are financial assets with fixed or determinable payments that are not quoted in an active market. Loans and receivables comprise trade and other receivables and are recognised initially at fair value and subsequently at amortised cost. Generally, this results in their recognition at nominal value less any allowance for any doubtful debts.

(ii) Financial assets at fair value through profit or loss ('FVTPL')
If a financial asset is held for trading, or is designated as such on initial recognition, it is classified as held at fair value through profit or loss. Assets other than held for trading are designated at fair value through profit and loss when the Family manages the holdings and makes purchase and sale decisions based on fair value assessments and documented risk management and investment strategies. Attributable transaction costs and changes in fair value are recognised in profit or loss. The company has designated its marketable securities as FVTPL financial assets.

(iii) Other financial liabilities
Other financial liabilities include trade payables, related party loans and other short-term monetary liabilities, which are initially recognised at fair value and subsequently carried at amortised cost.

The Company's subsidiaries are listed in note 10 to the consolidated financial statements and are held at cost less provision for any impairment.

Financial hierarchy
Financial instruments recorded at fair value on the consolidated statements of financial position are classified using the fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

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

Level 2: valuation techniques based on inputs other than quoted prices included in level 1 that are observable for the asset or liability, either directly (i.e as prices) or indirectly (i.e derived from prices); and

Level 3: valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

p. Share capital
Ordinary shares are classified as equity. Costs directly attributable to the issue of the shares are recognised as a deduction from the proceeds.

q. Going concern

These financial statements have been prepared under the going concern concept that assumes that the Family of Companies will continue in operational existence for the foreseeable future having adequate funds to meet its obligations as they fall due. Further information is set out in the Directors' Report on pages 4 to 17 and within Note 3.

r. *Reclassification*

Certain comparative figures have been reclassified to conform with the current period financial statement presentation. There is no impact to accumulated deficit or net loss and comprehensive loss.

2. Adoption of new and revised International Financial Reporting Standards

New and amended standards adopted by the Family

The Family has adopted the following new and amended IFRSs as of 1 April 2013. There are other amendments to standards not listed in this note as they do not have a material effect on the Family.

- IFRS 7 (amendment), 'Disclosures – Offsetting Financial Assets and Financial Liabilities' and IAS 32 'Offsetting Financial Assets and Financial Liabilities'.
- IFRS 11, 'Joint Arrangements', The standard applies to all entities that are a party to a joint arrangement and has replaced IAS 31, 'Interest in Joint Ventures'
- IFRS 12, 'Disclosures of Interests in Other Entities', The standard requires disclosure of information on the nature of, and risks associated with, interests in other entities; and the effects of those interests on the primary financial statements
- IFRS 13, 'Fair Value Measurement'. This new standard sets out the principles to be applied when measuring fair value and related fair value disclosures.
- IAS 1 (amendment), 'Presentation of Items of Other Comprehensive Income'. The amendment requires items of other comprehensive income to be split between those that have the potential to be recycled to profit or loss and those that do not.
- IAS 16 (amendment), 'Property, Plant and Equipment', is effective for accounting periods beginning on or after 1 January 2013.

Standards, amendments and interpretations to existing standards that are not yet effective and have not been adopted early by the Family

The following standards and amendments to existing standards have been published and are mandatory for accounting periods of the Family beginning after 1 January 2014, but which have not been adopted early by the Family:

- IFRS 9, 'Financial Instruments', is effective for accounting periods beginning on or after 1 January 2015.
- IFRS 10, 'Consolidated Financial Statements', is effective for accounting periods beginning on or after 1 January 2014 (as adopted by the EU)
- IAS 32 (amendment), 'Offsetting Financial Assets and Financial Liabilities'. The IAS 32 amendment clarifies the existing offsetting requirements and therefore is unlikely to have any impact on the Family. The amendment is effective for annual periods beginning on or after 1 January 2014.

3. Going Concern

The continued operation of the Borealis Family of Companies is dependent on its ability to receive continued financial support from its shareholders and creditors, to obtain sufficient equity financing or generate sufficient profits in the future. The directors are confident that sufficient support will be secured and accordingly the going concern basis of preparation of the financial statements is appropriate. In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but not limited to, twelve months from the end of the reporting period.

The Company's shareholdings in its subsidiary companies, both direct and indirect, are carried at nominal value, and not at market value. Six of those companies are publicly traded in the United States over-the-counter (OTC) market and quoted on the Pink Sheets at www.pinksheets.com. However, there can be no assurance that the Company or its Subsidiaries' efforts to generate further financing, profitable operations, asset sales, or product sales will be successful. The financial statements do not contain any adjustments to the carrying values of assets and liabilities that would be necessary if the Borealis Family of Companies is unable to achieve profitable operations or secure continued financing.

4. Critical accounting estimates and judgements

In preparing the financial statements, management is required to make estimates and assumptions which affect reported income, expenses, assets, liabilities and disclosure of contingent assets and liabilities. Use of available information and application of judgement are inherent in the formation of estimates, together with past experience and expectations of future events that are believed to be reasonable under the circumstances. Actual results in the future could differ from such estimates.

The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed as follows:

i) ***Mineral resources***

The recoverabilty of the capitalised mineral resources are subject to significant assumptions about the future made by management at the end of the year. The recoverability is dependent upon the existence of economically recoverable reserves, securing and maintaining title and beneficial interest in mineral resources, the ability of the Family to secure continued financial support to develop its mineral resources, and upon future profitable production.

ii) ***Intangible Assets***

The recoverabilty of the capitalised technology development costs are subject to significant assumptions about the future made by management at the end of the year. The recoverability is dependent upon the successful development of a commercially viable product, securing and maintaining patents in relation to these, the ability of the Family to secure continued financial support to develop, and upon future profitable production.

Notes to the Financial Statements (Continued)
Year ended 31 March 2014

4. Critical accounting estimates and judgements (continued)

iii) ***Fair value of derivatives and other financial instruments***
The fair value of financial instruments that are not traded in an active market (e.g. unquoted debt instrument) is determined by using valuation techniques. Family management uses its judgement to select a variety of methods, and make assumptions that are mainly based on market conditions existing at the end of each reporting period.

5. Operating loss

Operating loss is stated after charging	31 March 2014 $	31 March 2013 $
Depreciation	4,546	5,183
Amortisation	58,152	42,094
Family audit fees	114,611	118,310

6. Directors' emoluments

The total amount of emoluments paid to directors, who are also the key management personnel, during the year was $1,676,100 (2013 - $2,041,500).

In addition, rent totalling approximately $181,200 (2013 - $100,800) has been charged to the Family of Companies by certain directors, for the provision of office space.

7. Employee information

The Company employed a number of clerical staff during the current period. All other services to the Company are provided by way of consultancy agreements.

8. Results of the holding company

Included in the profits for the financial year is a loss of $1,013,421 (2012 - $1,350,384) which is dealt with in the financial statements of the parent company. The directors have taken advantage of the exemption available under section 10 of the Gibraltar Companies (Consolidated Accounts) Act 1999 and not presented a profit and loss account for the Company alone.

9. Taxation

The company was granted exempt status under the Gibraltar Companies (Taxation and Concessions) Act. Under such status, save for the payment of an annual government charge of £450, it was not be subject to Gibraltar Corporation Tax. From January 2011, the status of all Gibraltar exempt companies is subject to the Gibraltar Tax Act which requires companies with businesses managed and controlled in Gibraltar, to pay 10% Gibraltar Corporation Tax on profits. No provision has however been made for this tax, nor for deferred tax, as no taxable revenue was earned by the Family

10. Investments in subsidiaries undertakings

The Company has the following principal ownership interests and invested amounts in its subsidiaries, all of which (other than Borealis Exploration Incorporated, which is registered in Oregon, USA) are registered in Gibraltar:

Directly held by the Company	*Ownership Interest*		*Investments*	
	2014	2013	2014	2013
	%	%	$	$
Borealis Technical Limited	98%	98%	158	158
Borealis Exploration Incorporated	100%	100%	100	100
Credits Holdings Limited	100%	100%	160	160
Faraway Public Limited Company	82%	82%	83,372	83,372
Roche Bay Holdings Limited	100%	100%	160	160
Total investments			**83,950**	**83,950**

Indirectly held by the Company	*Ownership Interest*	
	2014	2013
	%	%
Avto Metals Public Limited Company	96.81%	96.81%
Chorus Motors Public Limited Company	77.94%	77.95%
Cool Chips Public Limited Company	63.30%	63.04%
Photon Power Public Limited Company	99.59%	99.59%
Power Chips Public Limited Company	64.97%	64.86%
Roche Bay Public Limited Company	70.83%	71.13%
Borealis Roche Bay Limited	100.00%	99.00%
Wheeltug Public Limited Company	64.55%	65.09%
Cool Chips Military Sales Public Limited Company	63.30%	63.06%
Asamera Limited	64.97%	64.86%
Roche Bay East Limited	70.83%	71.13%
Fraser Bay Public Limited Company	70.83%	71.13%
Wheeltug Sales Limited	64.55%	64.55%

WheelTug plc is 82.77% owned by Chorus Motors plc, which is 77.94% owned by Borealis Exploration Limited. Cool Chips Military Sales plc is owned 100% by Cool Chips plc which is 63.30% owned by Borealis Exploration Limited. Roche Bay East Ltd and Fraser Bay plc are both 100% owned by Roche Bay plc, which is 70.83% owned by Borealis Exploration Limited. Asamera Ltd is 100% owned by Power Chips plc which is 64.97% owned by Borealis Exploration Limited.

Of the above companies, shares of Avto Metals plc, Cool Chips plc, Chorus Motors plc, Faraway plc, Power Chips plc and Roche Bay plc are publicly traded in the United States over-the-counter (OTC) market and quoted on the Pink Sheets at www.pinksheets.com.

The investment in quoted subsidiary undertakings has been valued at historical cost taking no account of unrealised gains based on market value.

10. Investments in subsidiaries undertakings (continued)

The Family of Companies has in the past 10 years principally funded itself with the proceeds of the issue of shares in its subsidiaries, which has resulted in the dilution of the Company's holdings in these subsidiaries though the transactions were anti-dilutative in absolute terms. The issue of these shares is either for a cash consideration or payment for goods and services received by agreement with the creditor.

Equity attributable to non-controlling interest of $9,429,462 (2013 - $9,157,010) is presented on the statement of financial position at March 31, 2014. The increase of $272,452 is due to a higher percentage of the net assets of the subsidiaries being attributable to outside shareholders as a result of the increase in non-controlling interests. The equity of the Borealis Family of Companies in the share premiums paid by third parties during the year of $50,040 (2013 - $(28,974)) is shown as a gain in the statement of comprehensive income.

11. Earnings per share

Losses per share is calculated by dividing the losses attributable to ordinary shareholders by the weighted average number of ordinary shares in issue during the year.

Basic EPS	Earnings / (loss) $	Weighted average number of shares	Per share amount $
Profit attributable to ordinary shareholders 2014	1,008,284	5,000,000	0.20
Profit attributable to ordinary shareholders 2013	2,695,072	5,000,000	0.54

12. Intangible assets

Family & Company

	Patents	Development costs	Total
	$	$	$
Cost			
At 1 April 2013	1,052,375	8,650,390	9,702,765
Additions	110,668	1,852,545	1,963,213
At 31 March 2014	1,163,043	10,502,935	11,665,978
Depreciation			
At 1 April 2013	346,600	-	346,600
Charge for the year	58,152		58,152
At 31 March 2014	404,752	-	404,752
Net book value			
31 March 2014	758,291	10,502,935	11,261,226
31 March 2013	705,775	8,650,390	9,356,165

Family & Company

	Patents	Development costs	Total
	$	$	$
Cost			
At 1 April 2012	908,434	2,565,164	3,473,598
Additions	143,941	6,085,226	6,229,167
At 31 March 2013	1,052,375	8,650,390	9,702,765
Depreciation			
At 1 April 2012	304,506	-	304,506
Charge for the year	42,094	-	42,094
At 31 March 2013	346,600	-	346,600
Net book value			
31 March 2013	705,775	8,650,390	9,356,165

13. Property, plant and equipment

Family & Company	Mining, drilling and camp $	Moveable non-current assets $	Total $
Cost			
At 1 April 2013	655,808	143,042	798,850
Additions	-	-	-
At 31 March 2014	655,808	143,042	798,850
Depreciation			
At 1 April 2013	655,808	122,312	778,120
Charge for the year	-	4,546	4,546
At 31 March 2014	655,808	126,858	782,666
Net book value			
31 March 2014	-	16,184	16,184
31 March 2013	-	20,730	20,730

Family & Company	Mining, drilling and camp $	Moveable non-current assets $	Total $
Cost			
At 1 April 2012	655,808	143,042	798,850
Additions	-	-	-
At 31 March 2013	655,808	143,042	798,850
Depreciation			
At 1 April 2012	655,808	117,129	772,937
Charge for the year	-	5,183	5,183
At 31 March 2013	655,808	122,312	778,120
Net book value			
31 March 2013	-	20,730	20,730

14. Mineral resources

	31 March 2014 $	31 March 2013 $
Roche Bay plc Government of Canada		
21 Year renewal mining leases		
Acquisition costs	2,375,434	2,375,434
Development costs	89,890	89,890
Lease payments	89,586	79,433
Recovery	(774,597)	(762,885)
	1,780,313	1,781,872
Faraway plc Government of Canada		
21 Year renewal mining leases	153,326	153,326
Lease payments	59,897	50,531
	213,222	203,857
Total Government of Canada		
21 Year renewal mining leases	$ 1,993,535	$ 1,985,729

Roche Bay plc

Included in Mining resources is Roche Bay plc's ownership of Fraser Bay 1-5. The Roche Bay Magnetite Project is no longer being held on our books as mining resources. The valuation of $1,780,313 is based on historical value at the transfer from Borealis to Roche Bay plc. This value is annually adjusted by development costs, lease payments, and recoveries from third party ventures.

Eastern project

Roche Bay plc has entered into an Option and Farm-Out Agreement ("Option Agreement") and various amending agreements with Advanced Explorations Inc. ("AXI"), under which AXI has the right to acquire a 100% interest in Roche Bay's Magnetite Project on the Eastern Melville Peninsula, Nunavut Territory (the "Eastern Project"). Under the Option Agreement and the various amendments, AXI has attained a 75% interest in the property and the Roche Bay retains 25%.

The agreement entered into on March 23, 2009 amended the terms of the original Option Agreement containing certain provisions with respect to royalties (the "Royalty Payments") should AXI not exercise its buy-out options.

14. Mineral resources (continued)

Eastern project (continued)

On December 15, 2013 Roche Bay entered into an Amending Agreement ("Amending Agreement") which amends the Royalty Agreements. Under the Amending Agreement, Roche Bay agreed to accept the following consideration in satisfaction of the cash payment of the $1,000,000 that was due on December 15, 2013:

(a) $50,000 cash payment on December 31, 2013 (received)
(b) $100,000 cash payment on January 31, 2014 (received)
(c) $50,000 cash payment on or before March 15, 2013 (received)
(d) $50,000 cash payment on or before June 15, 2014 (note 25)
(e) $50,000 cash payment on or before September 15, 2014
(f) 5,500,000 common shares of AXI on TSX approval of the amending agreement (received - see note 15)
(g) On September 15, 2014, AXI share issue Roche Bay common share with a value of $350,000 at a price per share equal to the volume weighted average price for the 30 days period prior to the date of issuance, subject to a minimum of $0.05 per common share.

The Amending Agreement further provides that until December 15, 2020 AXI shall have the right to exercise a royalty repurchase option to reduce the royalty rates under the Royalty Agreement, as follows:

1. In respect of the royalty on any mineral product such as iron concentrate and iron ore pellets being under 90% iron by weight, AXI shall have the option to reduce the royalty down to as low as 2% upon payment of $12,000,000 for every 1% of the royalty; and
2. In respect of the royalty on any mineral product such as iron concentrate and iron nuggets being over 90% iron by weight, AXI shall have the option to reduce the royalty down to as low as 2% upon payment of $12,000,000 for every 0.5% of the royalty.
3. In respect of special metals, a royaly of 10% is still applicable.

The Amending Agreement further provides that AXI may earn a 100% interest in the Eastern Property, until December 15, 2015, by making a one-time payment of $9,000,000 to Roche Bay.

As a result of the previously received payments and consideration, the carrying value of the Eastern Project is $nil (2013 - $nil). Therefore, any additional payments and consideration received are recognised in other income on the consolidated statement of loss and comprehensive loss.

14. Mineral resources (continued)

Western project
On May 4, 2011 Roche Bay entered into an Option Agreement with principals of the Discovery Group, a Canadian mining development group, through West Melville Mining Company Ltd ("WMM"), for the development of lease number 2826 (the "WMM Option Agreement"). According to the terms of the WMM Option Agreement, WMM can earn up to a 70% interest in the lease through the exercise of successive options subject to fulfilling certain drilling and development milestones.

The requirements to render the first option exercisable were not achieved by WMM within the contracted deadline of 10 months from the date of the agreement, or approximately March 4, 2012, and consequently Roche Bay entered into an amendment dated December 29, 2011 that extended this deadline to 13 months, or approximately June 4, 2012.

On May 31, 2012 Roche Bay agreed to another amendment extending the deadline of the first option to September 30, 2012 and the second option to December 31, 2015. As well, the amendment modified the terms of the consideration to be received. On October 3, 2012 Roche Bay agreed to extend the amendment to October 31, 2012 in exchange for $75,000 CDN in cash and the share payment due on the first option was reduced by 150,000 common shares.

On October 31, 2012 WMM issued to Roche Bay 1,563,374 common shares as part of the first option, which was 5% of WMM's issued and outstanding common shares less 150,000 common shares. To complete the first option and acquire a 30% interest in the lease, as of March 31, 2013, WMM was required to issue another 5% of their issued and outstanding common shares to Roche Bay and incur an aggregate of $2,500,000 in exploration expenditures on or before September 30, 2013. The required aggregate exploration expenditures was met by WMM.

On May 10, 2013, Roche Bay and WMM have agreed to another amendment to the WMM Option Agreement to extend the dates by which the first and second options must be exercised from September 30, 2013 to December 1, 2014 for the first option and from December 31, 2015 to April 15, 2017 for the second option. For consideration of the extensions, WMM issued 200,000 common shares to Roche Bay (Note 15). The fair value of the WMM shares received has been included as a recovery in the mineral property.

Faraway plc
The investment in the Mining Properties, located near Freuchen Bay, Melville Peninsula, Nunavut, Canada, related to leases granted by the Government of Canada for the exploitation of these sites with regard to their mineral reserves. To date, costs for the maintenance of these leases, along with costs in preliminary studies of the properties have been capitalised. Once a mineral resource has been established on the properties, it is the company’s intention to begin the necessary and time consuming task to start the work to place the property into production.

15. Financial assets at fair value through the profit or loss

	31 March 2014	31 March 2013
Family	$	$
Assets carried at fair value through profit or loss:		
Common Shares Advanced Explorations Inc. (AXI)	331,667	135,071
Common Shares West Melville Metals Inc. (WMM)	74,469	261,506
	$ 406,136	$ 396,577

During the year ended March 31, 2014 Roche Bay received 5,500,000 AXI common shares under the terms of its agreements with AXI (note 14). The number of AXI shares held at March 31, 2014 was 6,058,500 (2013 - 1,500,787).

During the year ended March 31, 2014 Roche Bay received 200,000 WMM common shares under the terms of its agreements with WMM (note 14). Under the terms of the original Option Agreement dated May 6, 2011, Roche Bay received 1,743,374 WMM common shares (note 14). The number of WMM shares held at March 31, 2014 was 1,896,724 (2013 - 1,743,374).

These financial assets are classified within level 1 of the fair value hierarchy.

16. Other receivables

Family	31 March 2014 $	31 March 2013 $
Advances to suppliers and consultants	367,351	-
	$ 367,351	$ -

Company	31 March 2014 $	31 March 2013 $
Advances to suppliers and consultants	367,351	-
Amounts due from family undertakings	1,717,575	1,527,796
	$ 2,084,926	$ 1,527,796

Amounts due to Family undertakings are unsecured, interest free and repayable on demand.

Included in other receivable balances at the year end were $272,625 (2013 - $nil) of shares taken in advance of services being provided by two of the directors. These balances have since been cleared and this has not recurred.

17. Trade and other payables

Family	31 March 2014 $	31 March 2013 $
Trade and other payables	6,063,970	5,916,262
	$ 6,063,970	$ 5,916,262

Amounts due to Family undertakings are unsecured, interest free and repayable on demand. Of the amount included under trade creditors, there are outstanding trade balances with directors and related parties of $1,741,518 (2013 $1,659,671)

Company	31 March 2014 $	31 March 2013 $
Trade creditors	5,060,483	1,784,948
Amounts due to Family undertakings	28,381,760	31,043,298
	$ 33,442,243	$ 32,828,246

Amounts due to company undertakings are unsecured, interest free and repayable on demand. Of the amount included under trade creditors, there are outstanding trade balances with directors and related parties of $405,973 (2013 $541,852)

Notes to the Financial Statements (Continued)
Year ended 31 March 2014

18. Non current liabilities

Family & company	31 March 2014 $	31 March 2013 $
Other payables	2,720,169	1,784,948
	$ 2,720,169	$ 1,784,948

Non current payables represent loans made to the Company by certain directors with regards to helping to finance the operations of the Company in previous years. In order to be in a position to make these loans the directors sold on the market (net of returns to date) 201,494 shares (2013 - 203,994) of Borealis Exploration Limited. The Directors have agreed not be seek repayment on these for the next 12 months and thereafter only when the Family is in a position to do so. The amount repayable will be sufficient funds to allow the directors to re-purchase the shares on the open market. The amount due to directors are revalued at each year-end.

These financial liabilities are classified within level 2 of the fair value hierarchy.

19. Called up share capital

	31 March 2014 $	31 March 2013 $
Authorised share capital		
5,000,000 ordinary shares @ $0.01 each	$ 50,000	$ 50,000
Called up share capital		
5,000,000 ordinary shares @ $0.01 each	$ 50,000	$ 50,000

20. Share Options

During the year ended 31 March 2011, certain Family companies issued a total of 22,000 share options. Conversion prices of these options are $5 for 11,000 and $10 for the remaining 11,000. These options were not exercised and expired on 1 June 2013.

21. Share based payments

The Company issued shares in consideration for services received in the period. The fair value of shares issued in such circumstances is determined by reference to the market value of the relevant services provided.

	31 March 2014 $	31 March 2013 $
Value of consideration	$ 2,605,493	$ 5,847,725

22. Management of capital

The Family considers its capital structure to consist of shareholders' equity. The Family's objective in managing capital is to maintain adequate levels of funding to support organisational functions and obtain sufficient funding to the identification and development of mining and technology development programmes. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

The technology development programmes are various stages of development and the mining properties the Family currently has interest in are in the exploration stage; as such the Family is dependent on external financing to fund its activities. In order to continue with development and carry out the planned exploration and pay for administrative costs, the Family will spend its existing working capital and raise additional amounts as needed.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Family, is reasonable. There has been no changes in the Family's approach to capital management during the past few years.

22. Management of capital (continued)

The principal financial instruments used by the Family, from which financial instrument risk arises, are as follows:

- Financial assets at fair value through profit and loss
- Trade and other receivables
- Cash and cash equivalents
- Trade and other payables
- Other financial liabilities

A summary of the financial instruments held by category is provided below:

	31 March 2014 $	31 March 2013 $
Financial assets		
Trade and other receivables	367,351	-
Financial assets at fair value through profit and loss	406,136	396,577
Cash and cash equivalents	93,722	287,740
	$ 867,209	$ 684,317
Financial liabilities		
Trade and other payables	6,063,970	5,916,262
Other financial liabilities	2,720,169	1,784,948
	$ 8,784,139	$ 7,701,210

23. Financial risk analysis

The Family has exposure to the following risks from its use of financial instruments:

- Liquidity risk
- Foreign currency risk
- Credit risk
- Market risk
- Price risk

This note presents information about the Family's exposure to each of the above risks, the Family's objectives, policies and processes for measuring and managing risk, and the Family's management of capital. Further quantitative disclosures are included throughout these consolidated financial statements.

The board of directors has overall responsibility for the establishment and oversight of the Family's risk management framework. The Family's risk management policies are established to identify and analyse the risks faced by the Family to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market condition and the Family's activities. The Family through its training and management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Group's financial instruments consist mainly of deposits with banks, short term investments, accounts receivable and payable and loans from directors.

a) Liquidity risk

Liquidity risk is the risk that the Family will not be able to meet its financial obligations as they fall due. The Family's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions.

The Family manages liquidity risk by monitoring forecast cash flows and ensuring that adequate unutilised borrowing facilities are maintained.

23. Financial risk analysis (continued)

The Family has not made any significant guarantees of third party or related party actual or potential obligations. The following are the undiscounted contractual maturities of financial liabilities, including estimated interest payments and excluding the impact of netting agreements:

2014	Carrying	Up to three	One to two
Trade and other payable	6,063,970	6,063,970	
Other financial liabilities	2,720,169		2,720,169
	8,784,139	6,063,970	2,720,169
2013			
Trade and other payable	5,916,262	5,916,262	
Other financial liabilities	1,784,948		1,784,948
	7,701,210	5,916,262	1,784,948

b) Foreign currency risk

The Family does not have any material loans designated in foreign currencies that are covered under forward exchange contracts.

The Family's policy is to cover forward all trade commitments. Each subsidiary manages its own trade exposure by reference to its functional currency.

The Family's financial risk arising from exchange rate fluctuations is mainly attributed to the fact that some receipts are received in other currencies such as Euro (EUR) and Canadian Dollar (USD) and Sterling (GBP).

The Family continually monitors the foreign currency risk and takes steps, where practical, to ensure that the net exposure is kept to an acceptable level.
The Family's significant exposures to foreign currency risk at the reporting date stated at currency amounts were as follows:

	31 March 2014 $	31 March 2013 $
Cash and cash receivables		
Canadian Dollar (CAD)	46,059	1,154
Euro (EUR)	5,209	1,696
Sterling (GBP)	973	438
Czech Koruna (CZK)	940	-
	53,181	3,288

A 1% change in the exchange rates of the USD with the currencies stated above would result in a foreign exchange gain or loss of approximately $530 based on the cash balances held in foreign currencies as stated above, at March 31, 2014.

23. Financial risk analysis (continued)

c) Credit risk

Credit risk is the risk of financial loss to the Family if a customer or counterparty to a financial instrument fails to meet its contractual obligations.
The carrying amount of financial instruments represents the maximum credit exposure. The Family's maximum exposure to credit risk at the reporting date was:

	31 March 2014 $	31 March 2013 $
Trade and other receivables	367,351	-
Cash and cash equivalents	93,722	287,740
	$ 461,073	$ 287,740

Trade and other receivables
The Family's exposure to credit risk is influenced mainly by the individual characteristics of each client. The demographics of the Family's client base, including the default risk of the country in which the clients operate, has less of an influence on credit risk. There is no one client to which a significant percentage of the Family's revenue can be attributed.

Cash and cash equivalents
The majority of the Family's cash is held with major financial institutions in USA, Canada and Czech Republic. Management believes the exposure to credit risk with such institutions is not significant. Those financial assets that potentially subject the Family to credit risk are the cash held in trust by securities brokers by Roche Bay. The Family considers the risk of material loss to be significantly mitigated due to the financial strenght of the major financial institutions where the cash is held and the securities brokers they use.

The Family has no significant concentration of credit risk, with exposure spread over a large number of counterparties and customers. It is Family policy to deposit short term cash investments with major institutions.

d) Price risk

The Family is exposed to equity securities price risk in respect of investments held by the group and classified in the consolidated statement of financial position at fair value through profit or loss. The potential impact is not material to the affairs of the Family.

Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. As the Family is not producing the commodity price risk is remote.

24. *Related party transactions and balances*

Company	31 March 2014	31 March 2013
Directors	$	$
Fees paid during the year	$ 1,120,200	$ 1,485,600
Balance at year end	$ 91,284	$ 525,199

Amounts due to Directors are included in the trade and other payables. These balances are non-interest bearing with no fixed terms of repayment.

Family	31 March 2014	31 March 2013
Directors	$	$
Fees paid during the year	$ 1,676,100	$ 2,041,500
Balance at year end	$ 1,374,040	$ 1,587,568

Amounts due to Directors are included in the trade and other payables. These balances are non-interest bearing with no fixed terms of repayment.

The Parmenides Group received fees of $432,000 for management services per annum, including compensation to key members of the executive team, as well as general office services. This amount is included in the directors details above.

The Parmenides Group is owned by Shiloh Limited International, Inc., ('Shiloh'), of which three of its Directors, Rodney T. Cox, Isaiah W. Cox and Wayne S. Marshall, are also directors of the Company. Shiloh is owned by The Jeremiah Toyam Cox Foundation Limited, ('Foundation'), whose Council Members include Rodney T. Cox, Isaiah W. Cox and Nechama J. Cox, who are also directors of the Company. The Council Members have no direct or indirect beneficial interest in the Foundation.

Iris Cox, wife of Benjamin Cox (director of Roche Bay plc) provided legal services to Roche Bay PLC and received fees of $18,000 (2013 - $18,000). The balance due to Mrs Cox at 31 March 2014 is $30,000 (2013 - $30,000) included in trade and other payables related to these services.

24. ***Related party transactions and balances (continued)***

Oren Inc, a company controlled by Benjamin Cox (director of Roche Bay plc) provided administrative services to Roche Bay PLC for a fee of $60,000 (2013 - $60,000). There was a $nil balance (2013 - $339) owing to Oren Inc. included in trade and other payables at the year end.

Joseph Cox, the son of Rodney Cox provides consultancy services in relation to the WheelTug project for a fee of $155,311 (2013 - $91,564) during the year. Included in trade and other payables is $64,514 (2013 - $39,103) owing to him at the year end.

Chana Cox, wife of Rodney Cox (director of Borealis Exploration Ltd and some of the subsidiaries) provides administrative services to Borealis Exploration Limited and received fees of $nil (2013 - $21,600). There were no balances due to Mrs Cox at 31 March 2014 or 31 March 2013.

25. ***Subsequent events***

Roche Bay has not yet received the $50,000 cash payment as required under the Amending Agreement with AXI dated December 15, 2013 (note 14). Roche Bay is exploring the options available to them under the terms of the Amending Agreement.