

**INDEPENDENT OIL & RESOURCES PLC**  
FINANCIAL STATEMENTS  
31 December 2014

# INDEPENDENT OIL & RESOURCES PLC

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## FINANCIAL STATEMENTS

31 December 2014

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# INDEPENDENT OIL & RESOURCES PLC

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## BOARD OF DIRECTORS AND OTHER CORPORATE INFORMATION

**Board of Directors**

Jan Egil Moe (Chairman)  
Anastasia Dimosthenous  
Foula Francis

**Company Secretary**

Fidelius Management Services Limited

**Independent Auditors**

Ernst & Young Cyprus Limited  
Certified Public Accountants and Registered Auditors  
Nicosia Tower Centre  
36 Byron Avenue  
PO Box 21656  
1511 Nicosia, Cyprus

**Registered office**

Christodoulou Chatzipavlou 205  
LOULLOUPIS COURT, 4th Floor, Office 401  
3036, Limassol  
Cyprus

**Bankers**

SpareBank 1 SR- Bank  
DNB  
Bank of Cyprus Public Company Ltd

**Registration number**

HE319278

# INDEPENDENT OIL & RESOURCES PLC

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## REPORT OF THE BOARD OF DIRECTORS

The Board of Directors presents its report and audited financial statements of the Company for the year ended 31 December 2014.

### **Principal activities**

The principal activities of the Company, which are unchanged from last year, are the holding and trading of investments.

Independent Oil & Resources PLC is listed on the OTC list on the Oslo Stock Exchange under the ticker code IOTA. Following the relocation to Cyprus, the Company changed its ISIN no. from NO 001 0248065 to CY 010 4270919.

### **Review of current position, future developments and significant risks**

The Company's development to date, financial results and position as presented in the financial statements are considered satisfactory.

### Redomiciliation

During 2013 the Company relocated from Norway to Cyprus. The relocation process was initiated through a resolution which was passed at the annual general meeting in 2012. On 14 February 2013 the Company obtained a temporary registration in the Cyprus Registrar of Companies (a continuation of Independent Oil & Resources ASA). Furthermore, on 17 April 2013 the Company was registered for dissolution with the Norwegian Register of Business Enterprises. The Company was struck off from the register in Norway on 25 July 2013. Finally, the Company was permanently registered in the Cyprus Registrar of Companies on 12 August 2013.

The main risks and uncertainties faced by the Company and the steps taken to manage these risks, are described in note 20 of the financial statements.

### **Results and Dividends**

The Company's results for the year are set out on page 6. The Board of Directors does not recommend the payment of a dividend and the net profit for the year is retained.

### **Share capital**

#### **Authorised capital**

On 30 April 2014 the authorised share capital of the Company was increased to 1.437.770.800. Subsequent to the Extraordinary General Meeting on 5th November 2014, the authorised share capital is 17.377.632 shares with nominal value of NOK2,50 each share.

#### **Issued capital**

On 12 August 2014, the Company issued 200 million shares with nominal value of NOK0,025 at a price of NOK 0,07 each. Total share premium on 12 August 2014 was NOK 31.423.767.

At an Extraordinary General Meeting on 5th November 2014 it was resolved a capital merge of 100 shares to 1 by altering the shares' nominal value from NOK0,025 to NOK 2,50 each. The issued share capital of 1.158.508.900 shares of NOK0,025 each is reduced to 11.585.089 shares of NOK2,50 each.

On 24 November 2014 the Board of Directors of the Company offered to 149 shareholders up to 5.792.543 new shares, with a subscription price of NOK 4 per share. The said offer was made pursuant to the authority granted to the board of directors by the general meeting.

### **Board of Directors**

The members of the Company's Board of Directors as at 31 December 2014 and at the date of this report are presented on page 1. All of them were members of the Board of Directors throughout the year ended 31 December 2014.

In accordance with the Company's Articles of Association, Foula Francis, presently member of the Board, retires and being eligible offer herself for re-election.

There were no significant changes in the assignment of responsibilities and remuneration of the Board of Directors.

# INDEPENDENT OIL & RESOURCES PLC

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## REPORT OF THE BOARD OF DIRECTORS

### Independent Auditors

The independent auditors, Ernst & Young Cyprus Limited, have signified their willingness to continue in office. A resolution proposing their reappointment and authorising the Directors to set their remuneration will be proposed at the Annual General Meeting of the Company.

By order of the Board of Directors,



M. Kari  
Fidelius Management Services Limited  
Secretary



Limassol, 29 May 2015

## Independent Auditor's Report

### To the Members of Independent Oil & Resources PLC

#### Report on the financial statements

We have audited the accompanying financial statements of parent company Independent Oil & Resources PLC (the "Company"), which comprise the statement of financial position as at 31 December 2014, and the statements of comprehensive income, changes in equity and cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

#### *Board of Directors' responsibility for the financial statements*

The Board of Directors is responsible for the preparation of financial statements that give a true and fair view in accordance with International Financial Reporting Standards as adopted by the European Union and the requirements of the Cyprus Companies Law, Cap. 113, and for such internal control as the Board of Directors determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

#### *Auditor's responsibility*

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of financial statements that give a true and fair view 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 the Board of Directors as well as evaluating the overall presentation of the financial statements.

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

#### *Opinion*

In our opinion, the financial statements give a true and fair view of the financial position of parent company Independent Oil & Resources PLC as at 31 December 2014, and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union and the requirements of the Cyprus Companies Law, Cap. 113.

### **Report on other legal requirements**

Pursuant to the additional requirements of the Auditors and Statutory Audits of Annual and Consolidated Accounts Laws of 2009 and 2013, we report the following:

- We have obtained all the information and explanations we considered necessary for the purposes of our audit.
- In our opinion, proper books of account have been kept by the Company, so far as appears from our examination of these books.
- The Company's financial statements are in agreement with the books of account.
- In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Cyprus Companies Law, Cap. 113, in the manner so required.
- In our opinion, the information given in the report of the Board of Directors is consistent with the financial statements.

### **Other matter**

This report, including the opinion, has been prepared for and only for the Company's members as a body in accordance with Section 34 of the Auditors and Statutory Audits of Annual and Consolidated Accounts Laws of 2009 and 2013 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whose knowledge this report may come to.



Stavros Pantzaris  
Certified Public Accountant and Registered Auditor  
for and on behalf of

**Ernst & Young Cyprus Limited**  
**Certified Public Accountants and Registered Auditors**

Nicosia, 29 May, 2015

# INDEPENDENT OIL & RESOURCES PLC

## STATEMENT OF COMPREHENSIVE INCOME

Year ended 31 December 2014

	Note	2014 NOK	2013 NOK
Dividend income	15	<b>3.473.646</b>	1.516.723
Interest income	15	<b>7.567.400</b>	7.006.000
Other income	5	<b>245.580</b>	-
Net loss from investing activities	6	<b>(5.151.401)</b>	(27.563.404)
Impairment charge on receivables	14	-	(1.067.269)
Administration expenses		<b>(2.534.632)</b>	(3.895.892)
<b>Operating profit/(loss)</b>	7	<b>3.600.593</b>	(24.003.842)
Finance income	9	<b>256.736</b>	443.898
Finance costs	9	<b>(54.865)</b>	(31.634)
Share of results of associates before tax	12	<b>6.919.464</b>	5.872.237
<b>Profit/(loss) before tax</b>		<b>10.721.928</b>	(17.719.341)
Tax	10	<b>(1.225.104)</b>	-
<b>Net profit/(loss) for the year</b>		<b>9.496.824</b>	(17.719.341)
<b>Other comprehensive income</b>			
Share of (losses) / profits from associates	12	<b>(9.783.797)</b>	4.820.701
Currency translation difference of foreign operations	12	<b>3.000.406</b>	2.064.681
<b>Other comprehensive (loss) / income for the year</b>		<b>(6.783.391)</b>	6.885.382
<b>Total comprehensive income / (loss) for the year</b>		<b>2.713.433</b>	(10.833.959)

The notes on pages 10 to 27 form an integral part of these financial statements.

# INDEPENDENT OIL & RESOURCES PLC

## STATEMENT OF FINANCIAL POSITION

31 December 2014

	Note	2014 NOK	2013 NOK
<b>ASSETS</b>			
<b>Non-current assets</b>			
Investment in subsidiary companies	11	<b>2.705.316</b>	14.953.037
Investment in associate companies	12	<b>84.626.504</b>	83.453.434
Available-for-sale financial assets	13	<b>5.801.196</b>	7.218.550
		<b><u>93.133.016</u></b>	<u>105.625.021</u>
<b>Current assets</b>			
Other receivables	14	<b>328.000</b>	7.192
Financial assets at fair value through profit or loss	15	<b>133.051.744</b>	100.666.097
Cash at bank and in hand	16	<b>31.077.575</b>	11.433.884
		<b><u>164.457.319</u></b>	<u>112.107.173</u>
<b>Total assets</b>		<b><u>257.590.335</u></b>	<u>217.732.194</u>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity and reserves</b>			
Share capital	17	<b>43.444.080</b>	23.962.846
Share premium		<b>40.112.581</b>	22.423.767
Treasury shares		<b>(869.716)</b>	(870.429)
Translation reserve		<b>5.065.087</b>	2.064.681
Retained earnings		<b>169.532.031</b>	169.819.004
<b>Total equity</b>		<b><u>257.284.063</u></b>	<u>217.399.869</u>
<b>Current liabilities</b>			
Other payables	18	<b>305.910</b>	332.325
Borrowings		<b>362</b>	-
		<b><u>306.272</u></b>	<u>332.325</u>
<b>Total equity and liabilities</b>		<b><u>257.590.335</u></b>	<u>217.732.194</u>

On 29 May 2015 the Board of Directors of Independent Oil & Resources PLC authorised these financial statements for issue.

  
.....  
Jan Egil Moe  
Chairman

  
.....  
Anastasia Dimosthenous  
Director

  
.....  
Fouta Francis  
Director

The notes on pages 10 to 27 form an integral part of these financial statements.

# INDEPENDENT OIL & RESOURCES PLC

## STATEMENT OF CHANGES IN EQUITY

Year ended 31 December 2014

	Note	Share capital NOK	Share premium NOK	Treasury shares NOK	Translation reserve NOK	Retained earnings NOK	Total NOK
<b>Balance at 1 January 2013</b>		<b>23.962.846</b>	<b>22.423.767</b>	<b>(620.701)</b>	<b>-</b>	<b>182.717.644</b>	<b>228.483.556</b>
<b>Comprehensive income</b>							
Net loss for the year		-	-	-	-	(17.719.341)	(17.719.341)
Other comprehensive income for the year		-	-	-	2.064.681	4.820.701	6.885.382
Buy back of shares	17	-	-	(249.728)	-	-	(249.728)
<b>Balance at 31 December 2013/ 1 January 2014</b>		<b>23.962.846</b>	<b>22.423.767</b>	<b>(870.429)</b>	<b>2.064.681</b>	<b>169.819.004</b>	<b>217.399.869</b>
<b>Comprehensive income</b>							
Net profit for the year		-	-	-	-	9.496.824	9.496.824
Other comprehensive income for the year		-	-	-	3.000.406	(9.783.797)	(6.783.391)
<b>Transactions with owners</b>							
Issue of share capital	17	19.481.234	17.688.814	-	-	-	37.170.048
Capital Merge - redemption of shares		-	-	713	-	-	713
<b>Balance at 31 December 2014</b>		<b>43.444.080</b>	<b>40.112.581</b>	<b>(869.716)</b>	<b>5.065.087</b>	<b>169.532.031</b>	<b>257.284.063</b>

Share premium is not available for distribution.

The number of treasury shares as at 31 December 2014 amounted to 273.030 (2013: 27.325.323 shares) (See also note 17 for additional information on capital merge).

Companies which do not distribute 70% of their profits after tax, as defined by the relevant tax law, within two years after the end of the relevant tax year, will be deemed to have distributed as dividends 70% of these profits. Special contribution for defence at 20% for the tax years 2012 and 2013 and 17% for 2014 and thereafter will be payable on such deemed dividends distribution. Profits and to the extent that these are attributable to shareholders, who are not tax resident of Cyprus and own shares in the Company either directly and/or indirectly at the end of two years from the end of the tax year to which the profits relate, are exempted. The amount of deemed distribution is reduced by any actual dividends paid out of the profits of the relevant year at any time. This special contribution for defence is payable by the Company for the account of the shareholders.

The notes on pages 10 to 27 form an integral part of these financial statements.

# INDEPENDENT OIL & RESOURCES PLC

## CASH FLOW STATEMENT

Year ended 31 December 2014

	Note	2014 NOK	2013 NOK
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
<b>Profit/(loss) before tax</b>		<b>10.721.928</b>	(17.719.341)
Adjustments for:			
Share of profit from associates	12	<b>(6.919.464)</b>	(5.872.237)
Fair value gains on financial assets at fair value through profit or loss	15	<b>(9.030.663)</b>	(4.100.349)
Impairment charge - other receivables	14	-	1.067.269
Impairment charge - available-for-sale financial assets	13	<b>1.417.354</b>	8.528.190
Impairment charge - investments in subsidiaries	11	<b>13.801.707</b>	26.918.395
Reversal of impairment of investments in associates	12	<b>(1.036.997)</b>	(6.761.690)
Dividend income	15	<b>(3.473.646)</b>	(1.516.723)
Interest income	9,15	<b>(7.758.677)</b>	(7.347.136)
Impairment charge - investments in associates	12	-	2.978.857
		<b>(2.278.458)</b>	(3.824.765)
<b>Cash flows used in operations before working capital changes</b>		<b>(2.278.458)</b>	(3.824.765)
(Increase)/decrease in receivables		<b>(320.808)</b>	409.094
Decrease in other payables		<b>(26.415)</b>	(1.419.843)
		<b>(2.625.681)</b>	(4.835.514)
<b>Cash flows used in operations</b>		<b>(2.625.681)</b>	(4.835.514)
Interest received		<b>7.546.016</b>	6.780.000
Dividends received		<b>3.473.646</b>	1.516.723
Tax paid		<b>(1.225.104)</b>	-
		<b>7.168.877</b>	3.461.209
<b>Net cash flows from operating activities</b>		<b>7.168.877</b>	3.461.209
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Payment for purchase of available-for-sale financial assets	13	-	(3.100.000)
Payment for purchase of financial assets at fair value through profit or loss	15	<b>(107.701.451)</b>	(56.508.216)
Payment for purchase of investments in subsidiaries	11	<b>(1.553.986)</b>	(6.023.674)
Proceeds from sale of financial assets at fair value through profit or loss	15	<b>84.367.851</b>	49.954.217
Interest received		<b>191.277</b>	341.136
		<b>(24.696.309)</b>	(15.336.537)
<b>Net cash flows used in investing activities</b>		<b>(24.696.309)</b>	(15.336.537)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Proceeds from issue of share capital		<b>37.170.761</b>	-
Payment for purchase of treasury shares		-	(249.728)
		<b>37.170.761</b>	(249.728)
<b>Net cash flows from/(used in) financing activities</b>		<b>37.170.761</b>	(249.728)
<b>Net increase /(decrease) in cash and cash equivalents</b>		<b>19.643.329</b>	(12.125.056)
Cash and cash equivalents:			
At beginning of the year		<b>11.433.884</b>	23.558.940
<b>At end of the year</b>	16	<b>31.077.213</b>	11.433.884

The notes on pages 10 to 27 form an integral part of these financial statements.

# INDEPENDENT OIL & RESOURCES PLC

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## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2014

### 1. Corporate information

#### Country of incorporation

Independent Oil & Resources PLC (the "Company") was initially incorporated in Norway on 14 October, 1991, and on 14 February, 2013 was redomiciled in Cyprus as a limited liability Company under the Cyprus Companies Law, Cap. 113. The redomiciliation was done as a continuity both in accounting terms and tax terms. Its registered office is at Christodoulou Chatzipavlou 205, LOULLOUPIS COURT, 4th Floor, Office 401, 3036, Limassol, Cyprus. Independent Oil & Resources PLC is listed on the OTC list on the Oslo Stock Exchange under the ticker code IOTA. Following the relocation to Cyprus the Company changed its ISIN no. from NO 001 0248065 to CY 010 4270919.

#### Principal activities

The principal activities of the Company, which are unchanged from last year, are the holding and trading of investments.

#### 2.1 Basis of preparation

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union and the requirements of the Cyprus Companies Law, Cap.113. The financial statements have been prepared under the historical cost convention as modified by the valuation of the investments in financial assets at fair value through profit or loss.

The Company has not prepared consolidated financial statements by utilising the provision of Article 142A(2) of the Cyprus Companies Law, Cap. 113, which allows the exclusion from consolidated financial statements of subsidiary companies, which are immaterial both individually and in aggregate to be exempted thereof for the requirement to prepare consolidated financial statements.

#### 2.2 Changes in accounting policies and disclosures

During the current year the Company adopted all the new and revised IFRSs and International Accounting Standards (IAS), which are relevant to its operations and are effective for accounting periods commencing on 1 January 2014.

The adoption of these Standards did not have a material effect on the financial statements.

#### 2.3 Standards issued but not yet effective

Up to the date of approval of the financial statements, certain new standards, interpretations and amendments to existing standards have been published that are not yet effective for the current reporting period and which the Company has not early adopted, as follows:

*(i) Issued by the IASB and adopted by the European Union*

- *Annual Improvements to IFRSs 2010–2012 Cycle (effective for annual periods beginning on or after 1 January 2015)*
- *Annual Improvements to IFRSs 2011–2013 Cycle (effective for annual periods beginning on or after 1 February 2015)*
- *Amendments to IAS 19 - 'Defined Benefit Plans:Employee contributions' (amendments) (effective for annual periods beginning on or after 1 February 2015).*
- *Amendment to IAS32 "Offsetting Financial Assets and Financial Liabilities" (effective for annual periods beginning on or after 1 January 2014).*
- *IFRS 11 "Joint Arrangements" (effective for annual periods beginning on or after 1 January 2014).*
- *IFRIC Interpretation 21 –Levies (effective for annual periods beginning on or after 17 June 2014)*

# INDEPENDENT OIL & RESOURCES PLC

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## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2014

### Standards issued but not yet effective (continued)

#### *(ii) Issued by the IASB but not yet adopted by the European Union*

- *IFRS 9 Financial Instruments – Classification and Measurement (tentatively effective for annual periods beginning on or after 1 January 2018)*
- *Amendments to IFRS 10 and IAS 28: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture (effective for annual periods beginning on or after 1 January 2016)*
- *Amendments to IAS 27: Equity Method in Separate Financial Statements (effective for annual periods beginning on or after 1 January 2016)*
- *Amendments to IAS 16 and IAS 41: Bearer Plants (effective for annual periods beginning on or after 1 January 2016)*
- *Amendments to IAS 16 and IAS 38: Clarification of Acceptable Methods of Depreciation and Amortisation (effective for annual periods beginning on or after 1 January 2016)*
- *IFRS 14 Regulatory Deferral Accounts (effective for annual periods beginning on or after 1 January 2016)*
- *IFRS 15 Revenue from contracts with customers (effective for annual periods beginning on or after 1 January 2017)*
- *Amendments to IFRS 11: Accounting for Acquisitions of Interests in Joint Operations (effective for annual periods beginning on or after 1 January 2016)*
- *Annual Improvements to IFRSs 2012–2014 Cycle (effective for annual periods beginning on or after 1 January 2016)*
- *Amendments to IFRS 10, IFRS 12 and IAS 28: Investment Entities: Applying the Consolidation Exception (effective for annual periods beginning on or after 1 January 2016)*
- *Amendments to IAS 1: Disclosure Initiative (effective for annual periods beginning on or after 1 January 2016)*

The above are expected to have no significant impact on the Company's financial statements when they become effective.

### 3. Summary of significant accounting policies

The principal accounting policies adopted in the preparation of these financial statements are set out below. These policies have been consistently applied to all years presented in these financial statements unless otherwise stated.

#### **Investment in subsidiary company**

Investment in subsidiary company is stated at cost less provision for impairment in value, which is recognised as an expense in the period in which the impairment is identified.

#### **Investment in associate companies**

Associates are all entities over which the Company has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investments in associates are initially recognised at cost and are accounted for using the equity method of accounting.

#### **Revenue recognition**

Revenues earned by the Company are recognised on the following bases:

##### *Interest income*

Interest income is recognised as it accrues, using the effective interest method.

# INDEPENDENT OIL & RESOURCES PLC

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## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2014

### 3. Summary of significant accounting policies (continued)

#### Revenue recognition (continued)

##### *Dividend income*

Dividend income is recognised when the right to receive payment is established.

#### Debtors and provisions for bad debts

Bad debts are written off to profit or loss and a specific provision is made, where it is considered necessary. No general provision for bad debts is made. Trade debtors are stated after deducting the specific provision for bad and doubtful debts, if any.

#### Finance income

Finance income includes interest income which is recognised based on an accrual basis.

#### Foreign currency translation

**(1) Functional and presentation currency**

Items included in the Company's financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Norwegian Kroner ('NOK'), which is the Company's functional and presentation currency.

**(2) Transactions and balances**

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

#### Tax

Current tax liabilities and assets for the current and prior periods are measured at the amount expected to be paid to or recovered from the taxation authorities, using the tax rates and laws that have been enacted, or substantively enacted, by the reporting date.

#### Financial instruments

Financial assets and financial liabilities are recognised on the Company's statement of financial position when the Company becomes a party to the contractual provisions of the instrument.

##### *Other receivables*

Other receivables are measured at initial recognition at fair value and are subsequently measured at amortised cost using the effective interest rate method. Appropriate allowances for estimated irrecoverable amounts are recognised in profit or loss when there is objective evidence that the asset is impaired. The allowance recognised is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the effective interest rate computed at initial recognition.

# INDEPENDENT OIL & RESOURCES PLC

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## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2014

### 3. Summary of significant accounting policies (continued)

#### Financial instruments (continued)

##### *Loans receivable*

Loans originated by the Company by providing money directly to the borrower are categorised as loans receivable. They are initially measured at the fair value of cash consideration given to originate those loans as is determined by reference to market rates of interest at origination date and are subsequently measured at amortised cost. All loans are recognised when cash is advanced to the borrower.

An allowance for loan impairment is established if there is objective evidence that the Company will not be able to collect all amounts due according to the original contractual terms of loans. The amount of the provision is the difference between the carrying amount and the recoverable amount, being the present value of expected cash flows including amounts recoverable from guarantees and collateral, discounted at the original effective interest rate of loans.

##### *Investments*

The Company classifies its investments in equity and debt securities in the following categories: financial assets at fair value through profit or loss, held-to-maturity investments and available for-sale financial assets. The classification depends on the purpose for which the investments were acquired. Management determines the classification of investments at initial recognition.

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

This category has two sub-categories: financial assets held at fair value through profit or loss and those designated at fair value through profit or loss at inception. A financial asset is classified in the held at fair value through profit or loss category if acquired principally for the purpose of generating a profit from short-term fluctuations in price. Assets in this category are classified as current assets if they are either held at fair value through profit or loss or are expected to be realised within twelve months from the reporting date.

- *Available-for-sale financial assets*

Investments intended to be held for an indefinite period of time, which may be sold in response to needs for liquidity or changes in interest rates, are classified as available-for-sale; these are included in non-current assets unless Management has the express intention of holding the investment for less than 12 months from the reporting date or unless they will need to be sold to raise operating capital, in which case they are included in current assets.

Regular way purchases and sales of investments are recognised on the trade-date which is the date on which the Company commits to purchase or sell the asset. Investments are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Investments are derecognised when the rights to receive cash flows from the investments have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership. Available-for-sale financial assets and financial assets at fair value through profit or loss are subsequently carried at fair value. Loans and receivables are carried at amortised cost using the effective interest method.

Realised and unrealised gains and losses arising from changes in the fair value of financial assets at fair value through profit or loss are included in profit or loss in the period in which they arise. Unrealised gains and losses arising from changes in the fair value of available-for-sale financial assets are recognised in other comprehensive income and then in equity. When available-for-sale financial assets are sold or impaired, the accumulated fair value adjustments are included in profit or loss.

# INDEPENDENT OIL & RESOURCES PLC

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## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2014

### 3. Summary of significant accounting policies (continued)

#### Financial instruments (continued)

##### Investments (continued)

The fair values of quoted investments are based on current bid prices. If the market for a financial asset is not active (and for unlisted securities), the Company establishes fair value by using valuation techniques. These include the use of recent arm's length transactions, reference to other instruments that are substantially the same and discounted cash flow analysis, making maximum use of market inputs and relying as little as possible on entity specific inputs. Equity investments for which fair values cannot be measured reliably are measured at cost less impairment.

The Company assesses at each reporting date whether there is objective evidence that a financial asset or a group of financial assets is impaired. In the case of equity securities classified as available for sale, a significant or prolonged decline in the fair value of the security below its cost is considered as an indicator that the securities are impaired. If any such evidence exists for available-for-sale financial assets the cumulative loss which is measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognised in profit or loss, is removed from equity and recognised in profit or loss.

For financial assets measured at amortised cost, if in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

In respect of available for sale equity securities, impairment losses previously recognised in profit or loss are not reversed through profit or loss. Any increase in fair value subsequent to an impairment loss is recognised in other comprehensive income and accumulated under the heading of investments revaluation reserve. In respect of available for sale debt securities, impairment losses are subsequently reversed through profit or loss if an increase in the fair value of the investment can be objectively related to an event occurring after the recognition of the impairment loss.

##### *Cash and cash equivalents*

For the purpose of the cash flow statement, cash and cash equivalents comprise cash on hand, deposits held at call with banks and bank overdrafts. In the statement of financial position, bank overdrafts are included in borrowings in current liabilities.

##### *Borrowings*

Borrowings are recorded initially at the proceeds received, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption value is recognised in profit or loss over the period of the borrowings using the effective interest method.

##### *Other payables*

Other payables are initially measured at fair value and are subsequently measured at amortised cost, using the effective interest rate method.

# INDEPENDENT OIL & RESOURCES PLC

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## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2014

### 3. Summary of significant accounting policies (continued)

#### Derecognition of financial assets and liabilities

##### *Financial assets*

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

- the rights to receive cash flows from the asset have expired;
- the Company retains the right to receive cash flows from the asset, but has assumed an obligation to pay them in full without material delay to a third party under a 'pass through' arrangement; or
- the Company has transferred its rights to receive cash flows from the asset and either (a) has transferred substantially all the risks and rewards of the asset, or (b) has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

##### *Financial liabilities*

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognised in profit or loss.

#### Impairment of non-financial assets

Assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment. Assets that are subject to depreciation or amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units).

#### Offsetting financial instruments

Financial assets and financial liabilities are offset and the net amount reported in the statement of financial position if, and only if, there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the asset and settle the liability simultaneously. This is not generally the case with master netting agreements, and the related assets and liabilities are presented gross in the statement of financial position.

#### Share capital

Ordinary shares are classified as equity. The difference between the fair value of the consideration received by the Company and the nominal value of the share capital being issued is taken to the share premium account.

#### Treasury shares

Own equity instruments that are reacquired (treasury shares) are recognised at cost and deducted from equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments. Any difference between the carrying amount and the consideration, if reissued, is recognised in share premium. Share options exercised during the reporting period are satisfied with treasury shares.

# INDEPENDENT OIL & RESOURCES PLC

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## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2014

### 4. Critical accounting estimates, judgments and assumptions

The preparation of the Company's financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities, at the reporting date. However, uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amount of the asset or liability affected in the future.

#### *Judgments*

In the process of applying the Company's accounting policies, management has made the following judgments, apart from those involving estimations, which had the most significant effect on the amounts recognised in the financial statements:

- **Income taxes**

Significant judgment is required in determining the provision for income taxes. There are transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Company recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

- **Fair value of financial assets**

The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. The Company uses its judgment to select a variety of methods and make assumptions that are mainly based on market conditions existing at each reporting date. The fair value of the financial assets available for sale has been estimated based on the fair value of these individual assets.

- **Impairment of investments in subsidiary and associate companies**

The Company periodically evaluates the recoverability of investments in subsidiary and associate companies whenever indicators of impairment are present. Indicators of impairment include such items as declines in revenues, earnings or cash flows or material adverse changes in the economic or political stability of a particular country, which may indicate that the carrying amount of an asset is not recoverable. If facts and circumstances indicate that investment in subsidiaries/associates may be impaired, the estimated future discounted cash flows associated with these subsidiaries/associates would be compared to their carrying amounts to determine if a write-down to fair value is necessary.

- **Impairment of available-for-sale financial assets**

The Company follows the guidance of IAS 39 in determining when an investment is other-than-temporarily impaired. This determination requires significant judgment. In making this judgment, the Company evaluates, among other factors, the duration and extent to which the fair value of an investment is less than its cost and the financial health and near-term business outlook for the investee, including factors such as industry and sector performance, changes in technology and operational and financing cash flow.

# INDEPENDENT OIL & RESOURCES PLC

## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2014

### 5. Other income

	<b>2014</b>	2013
	<b>NOK</b>	NOK
Other income	<u>245.580</u>	-
	<u><b>245.580</b></u>	<u>-</u>

The Company has received an amount of NOK245.580 in order to extend the option period (referred to note 12) for selling shares held in Petrolia SE (409.300 options for NOK0,60 per option).

### 6. Net loss from investing activities

	<b>2014</b>	2013
	<b>NOK</b>	NOK
Reversal of impairment of investments in associates	<b>1.036.997</b>	6.761.690
Fair value gains on financial assets at fair value through profit or loss	<b>9.030.663</b>	4.100.349
Impairment charge on available-for-sale financial assets	<b>(1.417.354)</b>	(8.528.190)
Impairment charge - investments in subsidiaries	<b>(13.801.707)</b>	(26.918.396)
Impairment charge - investments in associates	<u>-</u>	<u>(2.978.857)</u>
	<u><b>(5.151.401)</b></u>	<u>(27.563.404)</u>

### 7. Operating profit /(loss)

	<b>2014</b>	2013
	<b>NOK</b>	NOK
Operating profit/(loss) is stated after charging the following items:		
Directors' fees	<b>210.084</b>	510.116
Staff costs (Note 8)	<b>187.615</b>	60.884
Auditors' remuneration - current year	<b>99.345</b>	199.504
Auditors' remuneration - prior years	<u><b>128.502</b></u>	<u>271.250</u>

### 8. Staff costs

	<b>2014</b>	2013
	<b>NOK</b>	NOK
Wages and salaries	<b>167.790</b>	55.146
Social insurance costs and other funds	<b>19.321</b>	5.738
Special contribution	<u><b>504</b></u>	<u>-</u>
	<u><b>187.615</b></u>	<u>60.884</u>

# INDEPENDENT OIL & RESOURCES PLC

## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2014

### 9. Net finance income

	2014 NOK	2013 NOK
Bank interest income	191.277	341.136
Exchange profit	65.459	102.762
<b>Finance income</b>	<b>256.736</b>	<b>443.898</b>
Exchange loss	(41.879)	(19.820)
Sundry finance expenses	(12.986)	(11.814)
<b>Finance costs</b>	<b>(54.865)</b>	<b>(31.634)</b>
<b>Net finance income</b>	<b>201.871</b>	<b>412.264</b>

### 10. Tax

#### Statement of Comprehensive Income

	2014 NOK	2013 NOK
Corporation tax - current year	819.385	-
Corporation tax - prior years	405.719	-
<b>Charge for the year</b>	<b>1.225.104</b>	<b>-</b>

The tax on the Company's profit before tax differs from the theoretical amount that would arise using the applicable tax rates as follows:

	2014 NOK	2013 NOK
Profit/(loss) before tax	10.721.928	(17.719.341)
Tax calculated at the applicable tax rates	1.340.241	(2.214.918)
Tax effect of allowances and income not subject to tax	(520.856)	860.673
Tax effect of tax loss for the year	-	1.354.245
Prior year tax	405.719	-
<b>Tax charge</b>	<b>1.225.104</b>	<b>-</b>

The corporation tax rate in Cyprus is 12,5%.

Under certain conditions interest income may be subject to defence contribution at the rate of 30% . In such cases this interest will be exempt from corporation tax. In certain cases, dividends received from abroad may be subject to defence contribution at the rate of 17%.

# INDEPENDENT OIL & RESOURCES PLC

## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2014

### 11. Investments in subsidiaries

<b>At cost</b>	<b>2014 NOK</b>	2013 NOK
Balance at 1 January	<b>14.953.037</b>	35.847.758
Additions	<b>1.553.986</b>	6.023.674
Impairment charge	<b>(13.801.707)</b>	(26.918.395)
<b>Balance at 31 December</b>	<b><u>2.705.316</u></b>	<u>14.953.037</u>

The details of the subsidiaries are as follows:

<u>Name</u>	<u>Country of incorporation</u>	<u>Principal activities</u>	<b>2014 Holding %</b>	2013 Holding %	<b>2014 NOK</b>	2013 NOK
Heavy Minerals Limited (a)	Isle of Man	Investment in mineral companies (note a1)	<b>80,54</b>	80,50	<b>1</b>	1
Petroresources Ltd (b)	Cyprus	Holding of licences for oil exploration	<b>73,12</b>	73,10	<b><u>2.705.315</u></b>	<u>14.953.036</u>
					<b><u>2.705.316</u></b>	<u>14.953.037</u>

(a) Direct ownership interest 27,6% and indirect ownership interest through Petroresources Ltd 52,94%.

An impairment provision was recognised in prior year amounting to NOK13.190.817. Accumulated impairment as at year end amounted to NOK24.001.718.

(a1) Heavy Minerals Limited holds 100% shares in two Malawian mineral companies, Allied Procurement Agency Ltd ("APA") and Eland Coal Mine Company Ltd ("Eland"). APA was dormant in 2014 and Eland has ceased its operations and the Company is looking for ways to exit from this investment.

(b) Direct ownership interest 49,84% and indirect ownership interest through Petrolia SE 23,28%.

In September, 2014 the Company acquired 588 additional shares in Petroresources Ltd for a consideration of US\$249.900 (NOK 1.553.986). Petroresources Ltd has not generated any income in the year or prior year and as at the year end had no significant assets other than cash at bank.

An impairment provision was recognised for the year amounting to NOK 13.801.707 (2013: NOK13.727.578) by reference to the net assets of the subsidiary company. Accumulated impairment as at year end amounted to NOK 80.607.085.

# INDEPENDENT OIL & RESOURCES PLC

## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2014

### 12. Investment in associate companies

<b>At equity method</b>	<b>2014 NOK</b>	2013 NOK
Balance at 1 January	<b>83.453.434</b>	66.912.982
Reversal of impairment	<b>1.036.997</b>	6.761.690
Impairment charge	-	(2.978.857)
Exchange differences	<b>3.000.406</b>	2.064.681
Other comprehensive (loss) / income	<b>(9.783.797)</b>	4.820.701
Share of results of associates before tax	<b>6.919.464</b>	5.872.237
<b>Balance at 31 December</b>	<b><u>84.626.504</u></b>	<u>83.453.434</u>

The details of the investments are as follows:

<u>Name</u>	<u>Country of incorporation</u>	<u>Principal activities</u>	<b>2014</b> Holding %	2013 Holding %	<b>2014</b> NOK	2013 NOK
Epsis AS	Norway	Computer Software for Collaboration	23,3	23,3	<b>3.433.489</b>	3.297.416
Petrolia SE (i)	Cyprus	Oil & Gas activities	49,1	49,1	<b><u>81.193.015</u></b>	<u>80.156.018</u>
					<b><u>84.626.504</u></b>	<u>83.453.434</u>

(i) On 31 December 2013 previous impairment of NOK6.761.690 was reversed for investment in Petrolia SE. In 2014 the remaining impairment of NOK1.036.997 was reversed.

The Company has granted options to several persons to buy shares in Petrolia SE at a period of time of three years (maturity date 28 October 2017) at an exercise price of NOK 12,60 per share.

## INDEPENDENT OIL & RESOURCES PLC

### NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2014

#### 12. Investment in associate companies (continued)

Significant aggregate amounts in respect of associated undertakings:

	Holding	Total assets	Total liabilities	Revenue	Expenses	Net profit
	<u>%</u>	NOK'000	NOK'000	NOK'000	NOK'000	NOK'000
<b>2014</b>						
Petrolia SE	49.1	1.275.060	(519.968)	693.425	(755.949)	(62.524)
Epsis AS	23.3	18.638	(3.902)	29.875	(23.684)	6.191
		<b><u>1.293.698</u></b>	<b><u>(523.870)</u></b>	<b><u>723.300</u></b>	<b><u>(779.633)</u></b>	<b><u>(56.333)</u></b>
<b>2013</b>						
Petrolia SE	49.1	1.227.222	(603.849)	705.524	(695.442)	10.082
Epsis AS	23.3	18.954	(4.802)	30.649	(26.707)	3.942
		<b><u>1.246.176</u></b>	<b><u>(608.651)</u></b>	<b><u>736.173</u></b>	<b><u>(722.149)</u></b>	<b><u>14.024</u></b>

# INDEPENDENT OIL & RESOURCES PLC

## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2014

### 13. Available-for-sale financial assets

<b>At cost</b>	<b>2014 NOK</b>	2013 NOK
Balance at 1 January	<b>7.218.550</b>	12.646.740
Additions	-	3.100.000
Impairment charge	<b>(1.417.354)</b>	<b>(8.528.190)</b>
<b>Balance at 31 December</b>	<b><u>5.801.196</u></b>	<b><u>7.218.550</u></b>

Available for sale financial assets relate to the investment in Opra Technologies AS. During 2013, the Company acquired 3.100.000 shares of NOK1 each, bringing the total number of shares held by the Company to 12.754.000 shares and shareholding to 10,6%. Impairment charge for the year amounted to NOK 1.417.354 (2013: NOK8.528.190) (accumulated impairment NOK35.226.686).

The impairment charge is made by reference to the net assets of the investments in available-for-sale financial assets at each year end.

### 14. Receivables

	<b>2014 NOK</b>	2013 NOK
Receivables from related companies (Note 19)	<b>1.205</b>	1.199
Other receivables (i)	<b><u>326.795</u></b>	<u>5.993</u>
	<b><u>328.000</u></b>	<u>7.192</u>

(i) A provision for bad debts in 2013 was recognised in respect of receivables from Certified Oilfield Rentals Ltd (COR) for an amount of NOK1.067.269. COR is under bankruptcy and the accumulated impaired receivable of NOK1.266.184 is not expected to be recovered. Other receivables in 2014 relate to amounts received in 2015 regarding sale of shares.

The Company has not recognized any impairment loss for its receivables during the year ended 31 December 2014 (2013: NOK1.067.269).

The fair values of trade and other receivables due within one year approximate to their carrying amounts as presented above.

# INDEPENDENT OIL & RESOURCES PLC

## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2014

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

	<b>2014</b>	2013
	<b>NOK</b>	NOK
<b>At fair value</b>		
Investment in Bonds (i)	<b>63.957.384</b>	53.901.000
Investment in shares (ii)	<b>69.094.360</b>	46.765.097
<b>Balance at 31 December</b>	<b>133.051.744</b>	100.666.097

(i) The Company owns bonds issued by the associated company Petrolia SE which are listed in ABM market of Oslo Stock Exchange. At 31 December 2014 the Company held 66.500.000 (2013:55.500.000) bonds of nominal value 1 NOK and accrued interest of NOK 243.833 (2013: NOK226.000). The interest income for the year amounted to NOK 7.453.877 (2013: NOK7.006.000 ).

During the year, the Company acquired additional bonds amounting to NOK 10.000.000. The fair value of the bonds were decreased by NOK 1.165.000 (2013: NOK1.695.000).

During 2014 the Company acquired bonds in Opra Technologies AS amounting to NOK 1.200.000. Accrued interest at year end amounted to NOK3.551. The interest income for ther year amounted to NOK 113.523.

### (ii) Investment in shares

	<b>2014</b>	2013
	<b>NOK</b>	NOK
Balance at 1 January	<b>46.765.097</b>	34.415.749
Additions	<b>96.501.451</b>	56.508.216
Disposal proceeds	<b>(84.367.851)</b>	(49.954.217)
Change in fair value	<b>10.195.663</b>	5.795.349
<b>Balance at 31 December</b>	<b>69.094.360</b>	46.765.097

The investment in shares relate to marketable securities and are valued at market value at the close of business on 31 December by reference to Oslo Stock Exchange quoted bid prices.

The acquisition cost is NOK44.760.663.

During the year, the Company received dividends from its investments in listed shares totalling to NOK 3.473.646 (2013: NOK 1.516.723 ).

### 16. Cash at bank and in hand

	<b>2014</b>	2013
	<b>NOK</b>	NOK
Cash at bank	<b>31.077.575</b>	11.433.884
Bank overdraft	<b>(362)</b>	-
	<b>31.077.213</b>	11.433.884

# INDEPENDENT OIL & RESOURCES PLC

## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2014

For the purposes of the cash flow statement, the cash and cash equivalents include the following:

	<b>2014 NOK</b>	2013 NOK
Cash at bank and in hand	<b>31.077.575</b>	11.433.884
Bank overdrafts	<b>(362)</b>	-
	<b><u>31.077.213</u></b>	<u>11.433.884</u>

The exposure of the Company to credit risk and impairment losses in relation to cash and cash equivalents is reported in note 20 of the financial statements.

### 17. Share capital

	<b>2014 Number of shares</b>	<b>2014 NOK</b>	2013 Number of shares	2013 NOK
<b>Authorised</b>				
Ordinary shares of NOK2,50 each (2013: NOK0,025)	<b><u>17.377.632</u></b>	<b><u>43.444.080</u></b>	<u>958.508.828</u>	<u>23.962.720</u>
<b>Issued and fully paid</b>				
Balance at 1 January	<b>958.508.828</b>	<b>23.962.846</b>	958.508.828	23.962.846
Issue of shares	<b>200.000.000</b>	<b>5.000.000</b>	-	-
Capital merge	<b>(1.146.923.739)</b>	<b>-</b>	-	-
Issue of shares	<b><u>5.792.543</u></b>	<b><u>14.481.234</u></b>	-	-
<b>Balance at 31 December</b>	<b><u>17.377.632</u></b>	<b><u>43.444.080</u></b>	<u>958.508.828</u>	<u>23.962.846</u>

On 19 February, 2013, the Company's Board of Directors decided to buy back shares from shareholders whose shares had a total value not exceeding NOK500.

The number of shares bought back during the year amounted to 2.497.283. The purchase price was NOK0,10 per share.

#### Authorised capital

On 30 April 2014 the authorised share capital of the Company was increased to 1.437.770.800. Subsequent to the Extraordinary General Meeting on 5th November 2014, the authorised share capital is 17.377.632 shares with nominal value of NOK2,50 each share.

#### Issued capital

On 12 August 2014, the Company issued 200 million shares with nominal value of NOK0,025 at a price of NOK 0,07 each. Total share premium on 12 August 2014 was NOK 31.423.767.

At an Extraordinary General Meeting on 5th November 2014 it was resolved a capital merge of 100 shares to 1 by altering the shares' nominal value from NOK0,025 to NOK 2,50 each. The issued share capital of 1.158.508.900 shares of NOK0,025 each is reduced to 11.585.089 shares of NOK2,50 each.

On 24 November 2014 the Board of Directors of the Company offered to 149 shareholders up to 5.792.543 new shares, with a subscription price of NOK 4 per share. The said offer was made pursuant to the authority granted to the board of directors by the general meeting.

# INDEPENDENT OIL & RESOURCES PLC

## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2014

### 18. Trade and other payables

	2014 NOK	2013 NOK
Social insurance and other taxes	589	364
Accruals	114.958	243.834
Other creditors	190.363	88.127
	<b>305.910</b>	<b>332.325</b>

The fair values of trade and other payables due within one year approximate to their carrying amounts as presented above.

### 19. Related party balances and transactions

List of main shareholders as at 31 December 2014 and 28 May 2015

Shareholders	No of shares 31/12/2014	No of shares 28/05/2015	Shareholding 31/12/2014	Shareholding 28/5/2015
1 INCREASED OIL RECOVERY AS	8.542.640	8.542.640	49,16%	49,16%
2 TWITS AS	1.950.000	1.950.000	11,22%	11,22%
3 NET AS	1.638.928	0	9,43%	0%
4 BERNH LARSEN HOLDING AS	1.363.109	1.363.109	7,84%	7,84%
5 INDEPENDENT OILFIELD RENTALS LTD	1.348.948	0	7,76%	0%
6 EGD CAPITAL AS	317.210	317.210	1,83%	1,83%
7 INDEPENDENT OIL & RESOURCES PLC (note 23)	273.030	3.210.906	1,58%	18,48%
Other shareholders with shareholding under 1%	1.858.276	1.993.767	11,18%	11,47%
Total number of shares	<b>17.377.632</b>	<b>17.377.632</b>	<b>100%</b>	<b>100%</b>

The Chairman of the Company, Jan Egil Moe, holds indirectly 0,39% of the shares of the Company, through the company, Janem SA.

The following transactions were carried out with related parties:

#### 19.1 Directors' remuneration

The remuneration of Directors and other members of key management was as follows:

	2014 NOK	2013 NOK
Directors' fees	210.084	510.116
	<b>210.084</b>	<b>510.116</b>

# INDEPENDENT OIL & RESOURCES PLC

## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2014

### 19. Related party balances and transactions (continued)

#### 19.2 Purchases of services

		<b>2014</b>	2013
		<b>NOK</b>	NOK
	<u>Nature of transactions</u>		
Larsen Oil & Gas As (shareholder)	Administrative services	-	312.500
Janem AS (shareholder)	Professional fees	<b>1.056.000</b>	925.500
		<b>1.056.000</b>	1.238.000

#### 19.3 Receivables from related parties (Note 14)

		<b>2014</b>	2013
		<b>NOK</b>	NOK
	<u>Name</u>		
	<u>Nature of transactions</u>		
Heavy Minerals Limited (subsidiary company)	Financing	<b>596</b>	590
Petroresources Limited (subsidiary company)	Financing	<b>609</b>	609
		<b>1.205</b>	1.199

### 20. Financial risk management objectives and policies

#### Financial risk factors

The Company is exposed to market price risk, currency risk, interest rate risk, credit risk, liquidity risk and capital management risk arising from the financial instruments it holds. The risk management policies employed by the Company to manage these risks are discussed below:

#### 20.1 Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices and that such changes will affect the Company's income or the value of its holdings of financial instruments. As at the year end, the Company holds investments as shown in Note 15, which are affected by market price changes. The Company manages the market risk by holding a diversified portfolio of equity and bond investments in the Oslo Stock exchange.

#### 20.2 Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Company's income and operating cash inflows are substantially independent of changes in market interest rates as the Company holds bonds as stated in Note 15, which carry fixed interest rate. Interest income from cash at bank is not significant.

#### 20.3 Foreign currency risk

Foreign currency risk is the risk that the fair value or cash flows of financial instruments will fluctuate because of changes in foreign exchange rates. Currency risk arises when future commercial transactions and recognised assets and liabilities are denominated in a currency that is not the Company's functional currency.

# INDEPENDENT OIL & RESOURCES PLC

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## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2014

### **20. Financial risk management objectives and policies (continued)**

#### **20.4 Credit risk**

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities - primarily other receivables and from its financing activities, including deposits with banks, foreign exchange transactions and other financial instruments.

Credit risk related to financial instruments and cash deposits: Cash balances are held with reputable financial institutions and the Company has policies to limit the amount of credit exposure to any financial institution.

#### **20.5 Liquidity risk**

Liquidity risk is the risk that the Company will encounter difficulty in meeting its obligations associated with financial liabilities. The Company has established procedures with the objective of maintaining a balance between continuity of funding and flexibility through the use of various investment products.

#### **20.6 Capital management**

Capital includes equity shares and share premium.

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions, in order to ensure that it will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares.

The Company's overall objectives, policies and processes remain unchanged from last year.

### **21. Contingent liabilities**

The Company had no contingent liabilities as at 31 December 2014.

### **22. Commitments**

The Company had no capital or other commitments as at 31 December 2014.

### **23. Events after the reporting period**

On 21 May 2015, the Company bought 2,937,876 own shares at NOK 1 per share. Following the transaction, the Company owns a total of 3,210,906 own shares, which is equivalent to 18,48% of total issued shares.

The Cyprus Companies Law Article 57A does not allow companies to own more than 10% own shares. It is furthermore not in the interest of the Company to own such a substantial share of treasury shares. The Board will propose to the forthcoming General Meeting that the Company's treasury shares be struck off the register by reducing the share capital subsequently.

There were no other material events after the reporting period, which have a bearing on the understanding of the financial statements.

**Independent Auditor's Report on pages 4 and 5**