

# **POWER CHIPS**

**PUBLIC LIMITED COMPANY**

**Gibraltar Registered No. 60528**

## **Financial Statements**

**for the year ended 31 March 2010**

# POWER CHIPS PUBLIC LIMITED COMPANY

Gibraltar Registered No. 60528

---

## About Power Chips plc

Power Chips plc has created "Power Chips" which use thermionics to convert heat into electricity. Power Chips plc is a majority-owned subsidiary of Borealis Exploration Limited (BOREF OTC-US), and is publicly traded on the Pink Sheets (PWCHF OTC). The high for the year was

## 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.

## Contents

Directors and Officers	2
Directors' Report	3
Auditors' Report	6
Financial Statements and Notes	8

# POWER CHIPS PUBLIC LIMITED COMPANY

Gibraltar Registered No. 60528

---

## DIRECTORS AND OFFICERS

<b>Directors</b>	<b>Appointed</b>	
Rodney T. Cox	23 Mar 2000	Director, Chairman of the Board and Chief Executive Officer
Isaiah W. Cox	23 Mar 2000	Director, President and Chief Operating Officer
Wayne S. Marshall	23 Mar 2000	Director
Peter Vanderwicken	06 Sept 2000	Director
Nechama J. Cox	01 Aug 2001	Director
Giulio Pontecorvo	28 Aug 2003	Director

## Secretary

STM Fidecs Management Limited  
Montagu Pavilion  
8-10 Queensway  
P.O. Box 575  
Gibraltar

## Registered Office

Suite 2F/2, Eurolife Building  
1 Corral Road  
P.O. Box 575  
Gibraltar

## Auditors

Moore Stephens Limited  
Suite 5 Watergardens 4  
Waterport  
Gibraltar

# POWER CHIPS PUBLIC LIMITED COMPANY

Gibraltar Registered No. 60528

---

## DIRECTORS' REPORT

The directors submit their report and the audited financial statements for the year ended 31 March 2010.

### Corporate Profile

The Company was incorporated on 11 February 1997 in Gibraltar. The Company's shares are publicly traded in the United States over-the-counter (OTC) market and quoted as PWCHF on the Pink Sheets at [www.pinksheets.com](http://www.pinksheets.com).

### Activities

The principal activity of the Company is that of researching, developing and marketing Power Chips™ Technology. Power Chips are devices that absorb heat and use it 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.

### Results and Review of Business

The results for the year are shown in the Profit and Loss Account on page 8.

Power Chips plc lost \$330,000 last year. This compares to our loss of \$280,000 in 2009. Our cumulative loss carry forward is now \$1,638,451 compared to \$1,308,451 in 2009.

Power Chips plc is a member of the Borealis Family of Companies and is a publicly traded indirect majority-owned subsidiary of Borealis Exploration Limited. Borealis Technical Limited, our direct parent company, owns 5,215,983 of our 8,035,118 outstanding shares, or 65% of our shares. Like our parent and most Family companies, Power Chips plc is incorporated in Gibraltar. Power Chips plc owns almost ten million Asamera Limited shares which has the license for stationary power units of over 1 Mega Watt.

Our parent company, Borealis Technical Limited, owes us \$,831,109 compared to \$4,161,109 in the previous year.

Borealis Technical Limited ("Technical"), the parent company, has conducted basic industrial research on its Power Chips technology since 1996, for which it has patents issued and pending. All of the research expenditures to this year that have been undertaken by Technical are funded by Borealis Exploration Limited, the ultimate parent of the Company. Technical had received deposits in the current and prior years on behalf of the Company towards the issue of shares in the Company which deposits were then due back to Power Chips plc. During FY2010, the Company was charged Consulting and Development Fees of \$330,000 (\$280,000 – 2009).

An Intellectual Property Agreement was signed effective 1 January 1999, whereby Technical has granted the Company the exclusive worldwide rights for sublicensing the Power Chips technology. In consideration for the rights granted to the Company, the Company shall pay Technical an 8% royalty based on net sales of licensed products and services sold by the Company and 50% of all sublicense income. To date the Power Chips technology is still under development such that the Company has not made any related sublicense sales.

We are negotiating to sell licenses and product using various corporate structures under favourable terms for all parties involved. Power Chips plc has issued one licence to Asamera Limited. It now appears that selling shares in Asamera Limited and in Power Chips plc will give us the funds to be a manufacturer and supplier of Power Chips to most of our markets including the high value market. Under NDA Business Plans are available.

# POWER CHIPS PUBLIC LIMITED COMPANY

Gibraltar Registered No. 60528

---

## DIRECTORS' REPORT (Continued)

The Company has been in the development stage since its inception. The Company intends to retain its sublicence rights granted by Technical. These financial statements have been prepared in accordance with generally accepted accounting principles with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. From inception to 31 March 2006, the Company lent money raised on its behalf to Technical and Borealis Exploration Limited, who are also in a development stage. Now the Company is being charged for management and project fees, and is also paying its direct costs of research. The economic climate circumstances raise doubts about the ability of the Company to continue as a going concern. The Company is a publicly traded company.

Management of the Company has indicated they have no intention to demand repayment of the amounts owing from Technical until the Power Chips technology is being licensed in the marketplace. The Company and Technical are actively working together to negotiate sales or further sublicensing of its technology to various parties, which is expected to generate profitable operations in the future. To the extent additional funds are required, the Company will attempt to raise these funds through future sales of licences, of products, sale of shares in Asamera Limited and the sale of further shares of the Company. There can be no assurance that the Company will be successful in its actions. The financial statements do not contain any adjustments that might be necessary if the Company is unable to continue as a going concern.

### Dividends

There were no dividends declared during the year.

### Directors and their Interests

The directors who served during the year were as stated on page 2.

The interests of the directors in the shares of the Company at the year end were as follows:

	<b>Shares held at 31 March 2010</b>	<b>Shares held at 31 March 2009</b>
Rodney T. Cox	22,387	114,280
Isaiah W. Cox	25,750	25,600
Wayne S. Marshall	73,164	73,164
Peter Vanderwicken	18,758	18,758
Nechama J. Cox	20,275	20,275
Giulio Pontecorvo	5,000	5,000

### Share Options

As of 31 March 2010, there were no share options outstanding.

# POWER CHIPS PUBLIC LIMITED COMPANY

Gibraltar Registered No. 60528

---

## DIRECTORS' REPORT (Continued)

### Directors' Responsibilities

The directors are responsible for preparing financial statements for each financial year which give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss for that year and which comply with the Gibraltar Companies Act 1930 and the Gibraltar Companies (Accounts) Act 1999. In preparing the financial statements, appropriate accounting policies have been used and applied consistently, reasonable and prudent judgements and estimates have been made, and applicable accounting standards have been followed. The directors are responsible for maintaining adequate accounting records, for safeguarding the assets of the Company, and for preventing and detecting fraud and other irregularities.

### Investor Information

Extensive information for investors can be found on our Website at [www.powerchips.gi](http://www.powerchips.gi). Our annual and quarterly reports for the past several 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 Power Chips, please write to us at [pr@powerchips.gi](mailto:pr@powerchips.gi).

### Auditor

A resolution to reappoint Moore Stephens Limited was passed at the Annual General Meeting.

By order of the Board on 25 August 2010



---

Isaiah W. Cox  
Director



---

Rodney T. Cox  
Director

## **Independent auditors' report to the shareholders of Power Chips Public Limited Company**

We have audited the financial statements of Power Chips plc for the year ended 31 March 2010 which comprise the Profit and Loss Account, the Balance Sheet and the related notes. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with section 182 of the Gibraltar Companies Act. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

### **Directors' responsibilities for the financial statements**

The directors are responsible for the preparation and true and fair representation of these financial statements in accordance with applicable law and Gibraltar Accounting Standards. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation 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.

### **Auditor's 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 about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and 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.

In forming our opinion, we considered the disclosures in Note 1 of the Financial Statements in connection with the application of the going concern basis and the uncertainty with regard to securing continued financial support.

# POWER CHIPS PUBLIC LIMITED COMPANY

Gibraltar Registered No. 60528

---

## AUDITORS' REPORT (Continued)

### Opinion

In our opinion the financial statements give a true and fair view, in accordance with Gibraltar Generally Accepted Accounting Standards, of the state of the company's affairs as at 31 March 2010 and of its loss for the year then ended.

### Report on other legal and regulatory matters

In addition to reporting on the financial statements, Gibraltar legal and regulatory requirements also require us to:

- c. Report to you our opinion as to whether the financial statements have been properly prepared in accordance with the Gibraltar Companies Act 1930, the Gibraltar Companies (Accounts) Act 1999 and other applicable legislation.
- d. State in our report whether in our opinion the information given in the directors' report is consistent with the financial statements.
- e. Report to you if, in our opinion, the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and other transactions is not disclosed.

### Opinion

In our opinion the financial statements have been properly prepared in accordance with the Gibraltar Companies Act 1930, the Gibraltar Companies (Accounts) Act 1999 and other applicable legislation; and the information given in the directors' report is consistent with the financial statements.

We have nothing to report to you in respect of our responsibility set out in (c) above.



---

**Bernard Hazell**

Statutory Auditor

For and on behalf of

**MOORE STEPHENS LIMITED**

Suite 5

Watergardens 4

Waterport

Gibraltar

25 August 2010



# POWER CHIPS PUBLIC LIMITED COMPANY

Gibraltar Registered No. 60528

---

## PROFIT AND LOSS ACCOUNT for the year ended 31 March 2010

	Notes	2010 \$	2009 \$
<b>Expenditure</b>			
Administrative fees	7	(280,000)	(280,000)
Development Expenses		<u>(50,000)</u>	<u>-</u>
<b>Loss for the year</b>		(330,000)	(280,000)
<b>Accumulated loss at 1 April 2009</b>		<u>(1,308,451)</u>	<u>(1,028,451)</u>
<b>Accumulated loss at 31 March 2010</b>		<u><u>\$(1,638,451)</u></u>	<u><u>\$(1,308,451)</u></u>

The Company has had no discontinued activities during the year, accordingly, the above result for the Company relates solely to continuing activities.

No statement of recognised gains and losses has been produced as the only recognised gains and losses occurring in the year are those disclosed in the Profit and Loss Account.

The notes on pages 10 to 12 form part of these Financial Statements.

# POWER CHIPS PUBLIC LIMITED COMPANY

Gibraltar Registered No. 60528

---

## BALANCE SHEET as at 31 March 2010

	Notes	2010 \$	2009 \$
<b>Investments</b>	2	<u>100,000</u>	<u>100,000</u>
<b>Current Assets</b>			
Debtors	3	<u>3,831,109</u>	<u>4,161,109</u>
<b>Current Liabilities</b>			
Creditors	4	<u>(100,000)</u>	<u>(100,000)</u>
<b>Total Current Assets</b>		<u>3,731,109</u>	<u>4,061,109</u>
		<u>                    </u>	<u>                    </u>
<b>Total Net Assets</b>		<u><u>\$3,831,109</u></u>	<u><u>\$4,161,109</u></u>
<b>Capital and Reserves</b>			
Called up Share Capital	5,6	123,781	123,781
Share Premium Account	5,6	5,345,779	5,345,779
Accumulated Loss	6	(1,638,451)	(1,308,451)
<b>Total Shareholders' Funds</b>		<u><u>\$3,831,109</u></u>	<u><u>\$4,161,109</u></u>

Signed on behalf of the Board of Directors on 25 August 2010



---

Isaiah W. Cox  
Director



---

Rodney T. Cox  
Director

The notes on pages 10 to 12 form part of these Financial Statements.

# POWER CHIPS PUBLIC LIMITED COMPANY

Gibraltar Registered No. 60528

---

## NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 March 2010

### 1. PRINCIPAL ACCOUNTING POLICIES

The financial statements have been prepared in accordance with Gibraltar Accounting Standards and the Gibraltar Companies Act 1930 and the Gibraltar (Companies Accounts) Act 1999 (together, 'Gibraltar GAAP').

**a. Basis of accounting**

The financial statements are prepared under the Accounting Policies set out.

**b. Reporting currency**

The Company's financial statements are presented in US dollars, which is the functional currency for operations.

**c. Revenue**

At present the Company is engaged in development of products which have not yet reached the point of generation revenue. Once revenue commences, it will be accounted for on the basis of the accounting period in which the work was carried out or invoiced

**d. Foreign currency translation**

Transactions in foreign currency are recorded at the rate at the date of the transaction. Any monetary assets or liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the balance sheet date.

**e. Going Concern**

These financial statements have been prepared under the going concern concept, which assumes that the Company will continue in operational existence for the foreseeable future having adequate funds to meet their obligations as they fall due. Further information is set out in the Directors' Report on pages 4 to 5.

**f. Cash Flow Statements**

The Company meets the size criteria for a small company set by the Gibraltar (Companies Accounts) Act 1999, and therefore, in accordance with the Gibraltar Financial Reporting Standard 1: Cash Flow Statements, it has not prepared a cash flow statement.

**g. Taxation**

The Company has been granted exempt status under the Gibraltar Companies (Taxation and Concessions) Act. Providing the Company continues to satisfy the criteria for such status, including the payment of an annual government charge of £450 it will not be subject to Gibraltar Corporation Tax until 2010, the date at which the status of all Gibraltar exempt companies will be subject to new legislation.

**h. Investments**

Investments in the shares of subsidiary companies or other group companies are stated at average cost and the profit or loss on disposals is calculated based on this historical average cost of the inventory.

# POWER CHIPS PUBLIC LIMITED COMPANY

Gibraltar Registered No. 60528

## NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 March 2010 (Continued)

### 2. INVESTMENTS

	Ownership Interest		Investments	
	2010	2009	2010	2009
	\$	\$	\$	\$
Asamera Limited	<u>100.00%</u>	<u>100.00%</u>	<u>\$100,000</u>	<u>\$100,000</u>

### 3. DEBTORS

	2010	2009
	\$	\$
Loan to parent company	<u>\$3,831,109</u>	<u>\$4,161,109</u>

Amounts due from the Company's parent company are non-interest bearing, unsecured, and with no fixed terms of repayment.

### 4. CREDITORS

	2010	2009
	\$	\$
Loan from subsidiary company	<u>\$100,000</u>	<u>\$100,000</u>

### 5. CALLED UP SHARE CAPITAL

	Number of Shares	Share Capital	Share Premium Account	Total
		\$	\$	\$
At 31 March 2008	8,035,118	123,781	5,345,779	5,469,560
Shares issued during the year	-	-	-	-
At 31 March 2009	8,035,118	123,781	5,345,779	5,469,560
Shares issued during the year	-	-	-	-
At 31 March 2010	<u>8,035,118</u>	<u>\$123,781</u>	<u>\$5,345,779</u>	<u>\$5,469,560</u>

# POWER CHIPS PUBLIC LIMITED COMPANY

Gibraltar Registered No. 60528

---

## NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 March 2010 (Continued)

### 6. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS FUNDS

	Share Capital \$	Share Premium Account \$	Profit & Loss Account \$	Total \$
<b>At 31 March 2008</b>	123,781	5,345,779	(1,028,451)	4,441,109
Share issued during the year	-	-	-	-
Loss for the year	-	-	(280,000)	(280,000)
<b>At 31 March 2009</b>	123,781	5,345,779	(1,308,451)	4,161,109
Shares issued during the year	-	-	-	-
Loss for the year	-	-	(330,000)	(330,000)
<b>At 31 March 2010</b>	<u>\$123,781</u>	<u>\$5,345,779</u>	<u>\$(1,638,451)</u>	<u>\$3,831,109</u>

### 7. RELATED PARTY TRANSACTIONS

In addition to related party transactions disclosed elsewhere in these financial statements, during the year ended 31 March 2010 the Company was charged US\$330,000 (2009 – US\$280,000) in fees for administrative services and development expenses provided by Technical.

### 8. ULTIMATE PARENT COMPANY

The ultimate Parent Company is Borealis Exploration Limited, a company incorporated in Gibraltar whose registered office is at Suite 2F/2, Eurolife Building, 1 Corral Road, Box 575, Gibraltar.