# Orsu Metals Corporation Results for the Quarter Ended September 30, 2013 (Unaudited)

13.11.2013 | Marketwired

LONDON, UNITED KINGDOM--(Marketwired - Nov 13, 2013) - Orsu Metals Corp. ("Orsu" or the "Company" or the "Group"), the dual listed (TSX:OSU)(AIM:OSU) London-based base and precious metals exploration and development company today reports its unaudited results for the quarter ended September 30, 2013. A full Management's Discussion and Analysis of the results ("MD&A") and Consolidated Financial Statements for the quarter ended September 30, 2013 ("Financials") will soon be available on the Company's profile on SEDAR (<a href="www.sedar.com">www.sedar.com</a>) or on the Company's website (<a href="www.orsumetals.com">www.orsumetals.com</a>). Copies of the MD&A and Financials can also be obtained upon request from the Company Secretary.

The Financials have been prepared in accordance with applicable International Financial Reporting Standards ("IFRS").

All amounts are reported in United States Dollars (\$) unless otherwise indicated. Canadian Dollars are referred to herein as CAD\$ and British Pounds Sterling are referred to as GBP£.

The following information has been extracted from the MD&A and the Financials. Reference should be made to the complete text of the MD&A and the Financials.

# THIRD QUARTER 2013 HIGHLIGHTS

July 2013 - the Company announced that Gold Fields Exploration B.V., a wholly owned subsidiary of Gold Fields Ltd. ("Gold Fields" or collectively with certain of its subsidiaries, the "Gold Fields Group") completed the subscription for 25 million units of the Company (each a "Unit") at a price of CAD\$0.40 per Unit for gross proceeds of CAD\$10 million (the "Subscription"), with each Unit consisting of one common Share of the Company (a "Common Share") and one half of one common share purchase warrant (each whole warrant, a "Warrant"). Each Warrant will be exercisable for a period of three years from the date of issue to acquire one Common Share at a price of CAD\$0.50. The Company received the formal waiver of the Kazakh Government's pre-emptive right as well as consent from the relevant Kazakh authorities for the issuance and placement of securities pursuant to the Subscription, which satisfied the condition for such completion (the "Kazakh Formal Waiver"). Accordingly, the Company issued to Gold Fields 25,000,000 Common Shares and 12,500,000 Warrants. Following the issuance the Gold Fields Group hold, in aggregate 26,134,919 Common Shares, representing a 14.31% interest in the Company.

September 2013 - the Company announced that following the expiry on September 1, 2013 of an exclusivity agreement with David-Invest LLP previously announced in November 2012, the Company entered into the Akdjol-Tokhtazan Exclusivity Agreement in which David-Invest was granted the exclusive right until December 31, 2013 to acquire the Akdjol-Tokhtazan Project for \$4.5 million in return for funding an exploration programme until such date (see section entitled "Operational Review - Akdjol-Tokhtazan Project, Kyrgyzstan" of the Company's MD&A for full details). Other than the terms described above, there have been no significant changes to the terms of the original exclusivity agreement signed in 2012.

September 2013 - the Company announced that it had entered into the Balkhash Agreement to continue joint exploration work with Asem Tas-N LLC ("Asem Tas") and had agreed to an amended work programme for the remainder of 2013 (the "Amended 2013 Work Programme"). Under the terms of the Balkhash Agreement the Exclusivity Period (as defined in "Operational Review - Balkhash Project, Kazakhstan") ends in March 2014, subject to extension by the mutual agreement of both parties (see "Operational Review - Balkhash Project, Kazakhstan" for full details).

#### **OPERATIONAL REVIEW**

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The Company's principal and most advanced project is the property, within the Republic of Kazakhstan (or "Kazakhstan"), comprising a license area in eastern Kazakhstan containing the Karchiga volcanogenic massive sulphide ("VMS") deposit which is part of the Rudny Altai polymetallic belt (the "Karchiga Project"). In addition the Company continues to seek to acquire new exploration license areas within Kazakhstan. The Company also holds exploration licenses within the Kyrgyz Republic (or "Kyrgyzstan").

During the nine months ended September 30, 2013 the Company continued to jointly explore the Balkhash Project with Asem Tas as well as continuing to seek finance for the Karchiga Project.

The Company has continued to use, and will continue to use, its current working capital resources to satisfy the Company's expenditure obligations in respect of its corporate and administrative expenditures, as well as the obligations under the Balkhash Agreement and the acquisition of any new mineral exploration properties. However, the current working capital resources are not sufficient to meet the financing requirements relating to the construction of mine and processing facilities for the Karchiga Project, for which separate project financing is required as described below.

# Karchiga Copper Project, Kazakhstan

During the nine months ended September 30, 2013 the Company continued to seek finance for and planning for the construction of mine and processing facilities for the Karchiga Project. As part of the process of planning for the construction of the mine and processing facilities for the Karchiga Project, in the first quarter of 2013 the Company obtained the remaining local and regulatory approvals required for the commencement of mining and construction.

In 2012 the Company completed a feasibility study for the Karchiga Project, (the "Karchiga Definitive Feasibility Study") the results of which estimated an initial capital expenditure requirement of \$115 million for the Karchiga Project. To assist the Company in arranging finance for such expenditures, in July 2012, the Company appointed Barclays Bank plc ("Barclays") and UniCredit Bank AG ("UniCredit") (together the "Mandated Lead Arrangers") to use commercially reasonable efforts to secure debt financing of up to \$90 million (subject to commercially acceptable terms for the facility being agreed and the Mandated Lead Arrangers obtaining the necessary internal approvals).

As at the date of this press release the Company continues with its efforts to secure finance for the Karchiga Project. Until such time as it is able to secure the required financing, the Company will not enter into any contracts to place advance orders for mining equipment or construction materials and will be unable to determine the expected timing for the commencement of construction (see the "Liquidity and capital resources" section below and "Risks and uncertainties" section of the Company's MD&A).

#### Balkhash Project, Kazakhstan

In September 2013 the Company announced that it had entered into the Balkhash Agreement. The Balkhash Agreement replaces the initial exclusivity agreement which the Company previously announced in November 2012 and the subsequent successor agreement previously announced on April 22, 2013.

# The Balkhash Agreement

The key terms of the Balkhash Agreement with Asem Tas to jointly explore the Balkhash Project include:

 Orsu has been granted a further exclusive right for a period of 175 days, ending in March 2014 (previously expiring in September 2013 under the April 2013 agreement), subject to extension by mutual agreement of the parties (the "Exclusivity Period") to explore and participate in the Balkhash Project.

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- 2. During the Exclusivity Period:
  - a. Orsu and Asem Tas will continue to jointly explore the Balkhash Project, including geophysical works and verification drilling of exploration targets;
  - b. Orsu will provide funding for exploration works at the Balkhash Project in the amount of approximately \$1.4 million under the Amended 2013 Work Programme (including \$0.9 million already spent in 2013) representing an increase of approximately \$0.5 million over the original work programme; and
  - c. Asem Tas will apply to transfer the exploration license for the Balkhash Project to a newly formed Kazakh legal entity jointly owned by Orsu and Asem Tas (the "Joint Venture Company"), which will be a subsidiary of Orsu, with Orsu holding an effective interest of 55%. A transfer of the exploration license to the Joint Venture Company will be conditional upon obtaining a formal waiver of the Kazakh Government's pre-emptive right.
- 3. Orsu has agreed to pay Asem Tas:
  - a. up to \$1.5 million to compensate Asem Tas for historical exploration costs incurred prior to 2012 (excluding any costs funded by Orsu) on effective transfer of the exploration license;
  - b. \$20 per tonne of economically extractable copper equivalent, up to a maximum of \$10 million, less any amount paid under item 3) a. above, on completion of a positive preliminary economic assessment study; and
  - c. \$20 per additional tonne of economically extractable copper equivalent, up to a maximum of \$15 million, less any amounts paid under 3) a. and 3) b. above, on completion of a positive definitive feasibility study.
- 4. Orsu may terminate its funding at any point before the earlier of the effective transfer of the exploration license or the end of the Exclusivity Period. Where the approval of the relevant authorities for the transfer of the license is not received due to a breach by Asem Tas, or the Kazakh Government exercises its pre-emptive right to acquire the license during the transfer process, Asem Tas is required to refund Orsu for its expenditure in connection with the original agreement signed in November 2012 agreement and the Amended 2013 Work Programme (including the amounts already funded under the April 2013 agreement).
- 5. Orsu will finance the works until completion of the definitive feasibility study, subject to any earlier termination of funding, and Orsu will be responsible for securing debt and financing for the project.
- Under the terms of the Balkhash Agreement, Orsu will have the right to buy-out all or part of the interest of Asem Tas in the Joint Venture Company, for cash or shares, at a price determined by an independent expert.

# FINANCIAL RESULTS FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2013

For the nine months ended September 30, 2013 the Company reported a net loss on continuing operations of \$4.4 million, compared to a net loss of \$0.5 million for the nine months ended September 30, 2012.

In July 2013, following the completion of the Subscription the Company received CAD\$10 million (approximately \$9.6 million) (see "Derivative financial instruments" below).

The net loss of \$2.4 million for the three months ended September 30, 2013 consisted of administrative costs of \$0.8 million, legal and professional costs of \$0.1 million, exploration costs of \$0.7 million and a realized loss of \$1.2 million in relation to the derivative receivable following the completion of the Subscription. These losses partially offset by an unrealized derivative gain in relation to share warrant liabilities of \$0.2 million, a net foreign exchange gain of \$0.1 million and net finance income of \$0.1 million.

As at September 30, 2013 the Company had net assets of \$27.8 million (\$29.8 million as at December 31, 2012) of which \$12.8 million was cash and cash equivalents (\$9.8 million as at December 31, 2012).

In respect of the Company's cash flows, the increase in cash and cash equivalents for the nine months to

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September 30, 2013 was \$3.0 million compared to an increase of \$3.1 million for the nine months to September 30, 2012. The increase of \$3.0 million for the nine months to September 30, 2013 was due primarily to the receipt of CAD\$10 million, realizing \$9.6 million, in relation to the Subscription in July 2013. This was partially offset by corporate and exploration expenditure of \$5.2 million, a further \$1.3 million for expenditure on property, plant and equipment, and deferred finance costs of \$0.1 million in relation to debt finance for the Karchiga Project.

# **Derivative financial instruments**

As at September 30, 2013, the Company's derivative instruments consist of a derivative liability in relation to the Warrants issued to Gold Fields pursuant to the Subscription and previously, prior to the completion of the Subscription, a derivative receivable.

In 2012 the Company sold its 40% interest in a property in northwest Kyrgyzstan (the "Talas Project") to Gold Fields for cash consideration of \$10 million (the "Sale"). At the same time the Gold Fields Group entered into an agreement to subscribe for 25 million Units of the Company, consisting of 25 million Common Shares and 12.5 million Warrants of the Company for gross proceeds of CAD\$10 million. Completion of the Subscription was conditional on the Company obtaining the Kazakh Formal Waiver and the Company considered the Subscription to be a derivative receivable until completion of the Subscription.

# a) Derivative receivable

On July 24, 2013 the Company successfully obtained the Kazakh Formal Waiver satisfying all the conditions of the Subscription. As a result, the Company completed the Subscription and subsequently received the gross cash proceeds of CAD\$10 million, realizing \$9.6 million and a further CAD\$35,446 accumulated interest.

The net loss on the completion of the Subscription as at September 30, 2013 is shown below:

	\$ 000
CAD\$10 million cash proceeds received	9,636
Less:	
Fair value of shares issued (2,431)	
Fair value of warrants issued (440 )	
	(2,872)
Less:	
Fair value of derivative receivable as at December 31, 2012	(7,270)
Net loss on completion of Subscription	 (506)

# b) Derivative warrant liability

The Company's share warrant liability consists of 12.5 million Warrants issued to Gold Fields in July 2013. Each Warrant is exercisable over a period of three years from the date of issue to acquire one Common Share of the Company at a price of CAD\$0.50. All of the Warrants issued to Gold Fields are subject to a hold restriction for 4 months.

The carrying value of the derivative warrant liability as at September 30, 2013 is shown below:

	\$ 000
Fair value of Warrants issued to Gold Fields	(440)
Derivative gain on fair value measurement	249
Derivative warrant liability as at September 30, 2013	(191 )

# Liquidity and capital resources

As at September 30, 2013 the Company's main source of liquidity was unrestricted cash and cash

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equivalents of \$12.8 million, compared with \$9.8 million as at December 31, 2012.

The Company measures its consolidated working capital as comprising free cash, accounts receivable, prepayments and other receivables, less accounts payable and accrued liabilities. As at September 30, 2013 the Company's consolidated working capital was \$13.1 million.

The Company's working capital needs as at September 30, 2013 included the maintenance of funding for its exploration and development activities, including its expenditure obligations under the Balkhash Agreement, the acquisition of new mineral exploration properties, its corporate and administrative expenditure requirements and potential contributions towards project finance, if and when arranged, in relation to the Karchiga Project, as deemed appropriate. The Company expects to fund its working capital requirements for 2013, other than as set out below, and be able to contribute towards the pursuit of future growth opportunities (which may include acquiring one or more additional assets), if and when such opportunities arise, from its unrestricted cash of \$12.8 million as at September 30, 2013 and potential net proceeds, if any, from the sale of the Akdjol-Tokhtazan Project. In the Company's view, the consolidated working capital as at September 30, 2013 is sufficient to satisfy its working capital needs, other than as described below, for at least the next twelve months.

The construction of mining facilities and commencement of mining operations at the Karchiga Project, if any, will require an estimated initial CAPEX of \$115 million (see "Operational review - Karchiga copper project, Kazakhstan" of the Company's MD&A) for which the Company will be required to raise additional financing in the future. If the Company secures the required debt financing on acceptable commercial terms then it may also apply a proportion of the Subscription proceeds towards the project financing requirements as the Company determines necessary. Whilst the Company has been successful in raising debt and other financing in the past, the Company's ability to raise additional debt and other financing may be affected by numerous factors beyond the Company's control, including, but not limited to, adverse market conditions and/or commodity price changes and economic downturn and those other factors that are listed under "Risks and Uncertainties" in the Company's MD&A.

Consolidated statements of net (loss)/ income and comprehensive (loss)/ income (Unaudited) (Prepared in accordance with IFRS)

	Three months ended September 30,			1	Nine months ended September 30,			
		2013 \$000		2012 \$000		2013 \$000		2012 \$000
Operating expenses								
Administration		(809)		(843)		(2,606)		(3,007)
Legal and professional		(104)		(326)		(430)		(787)
Exploration		(706)		(20)		(1,189)		(1,015)
Stock based compensation		(1)		(13)		(6)		(122)
Stock based compensation - non employees		-		-		-		(7)
Unrealized gain on share warrant liability		249		-		249		-
Foreign exchange gains/ (losses)		116		(100)		80		(68)
Company's share of Talas Project losses		<u>-                                    </u>		(216 )				(812 )
		(1,255)		(1,518)		(3,902)		(5,818)
Loss on derivative receivable		(1,202)		(1,254)		(506)		(1,254)
Gain on sale of Talas Project		-		7,867		-		7,867
Net of finance income less finance expense		45		4		51		28
Impairment loss for asset held for sale		<u>-</u>		(1,331)		-		(1,331)
Net (loss)/ income and comprehensive (loss)/ income		(2,412)		3,768		(4,357)		(508)
Net (loss)/ income attributable to:								
Owners of the parent		(2,401)		3,764		(4,313)		(438)
Non-controlling interest		(11)		4		(44 )		(70 <u>)</u>
		(2,412)		3,768		(4,357)		(508)
(Loss)/ earnings per share								
Basic	\$	(0.01)	\$	0.02	\$	(0.03)	\$	0.00
Diluted	\$	(0.01)	\$	0.02	\$	(0.03)	\$	0.00
Weighted average number of common shares (in thousands)		176,174		157,696		163,923		157,696
Consolidated Balance Sheets (Unaudited)								
(Prepared in accordance with IFRS)								

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Assets	September 30 2013 \$000	December 31 2012 \$000		
Current assets	φοσο	Ψ000		
Cash and cash equivalents	12,764	9,771		
Prepaid and receivables	919	870		
Assets of Akdjol-Tokhtazan Project held for sale	4,494	4,508		
Derivative receivable	<u> </u>	7,270		
	18,177	22,419		
Non-current assets				
Deferred finance costs	1,056	939		
Property, plant and equipment	8,340	7,076		
Other assets	1,186	879		
Total accord	10,582	8,894		
Total assets	28,759	31,313		
Liabilities				
Current liabilities				
Accounts payable and accrued liabilities	572	1,360		
Liabilities of Akdjol-Tokhtazan Project held for sale	43	80		
	615	1,440		
Non-current liabilities	191			
Derivative share warrant liability Other liabilities	120	120		
Juliet liabilities	926	1,560		
Equity	020	1,000		
Share capital	382,576	380,145		
Share purchase options	5,713	5,887		
Contributed surplus	28,448	28,268		
Non-controlling interest	(392)	(348 )		
Deficit	(388,512)	(384,199 )		
	27,833	29,753		
Total equity and liabilities	28,759	31,313		
Consolidated Statements of Cash Flows (Unaudited)				
(Prepared in accordance with IFRS)				
	Nine months 2013	Nine months ended September 30, 2013 2012		
		\$000		
	5000			
Cash flows used by operating activities	\$000			
Cash flows used by operating activities  Net loss and comprehensive loss for the period	\$000 (4,357 )	(508		
Net loss and comprehensive loss for the period				
Net loss and comprehensive loss for the period				
Net loss and comprehensive loss for the period tems not affecting cash:	(4,357)	(508		
Net loss and comprehensive loss for the period tems not affecting cash:  Depreciation and amortization  Loss on derivative receivable  Unrealized derivative gain on share warrant liability	(4,357) 92 506 (249)	(508 93 1,254		
Net loss and comprehensive loss for the period tems not affecting cash:  Depreciation and amortization  Loss on derivative receivable  Unrealized derivative gain on share warrant liability  Share-based payments	(4,357) 92 506 (249) 6	(508 93		
Net loss and comprehensive loss for the period tems not affecting cash:  Depreciation and amortization  Loss on derivative receivable  Unrealized derivative gain on share warrant liability  Share-based payments  Fixed asset retirements	(4,357) 92 506 (249)	(508 93 1,254 - 129		
Net loss and comprehensive loss for the period tems not affecting cash:  Depreciation and amortization Loss on derivative receivable Unrealized derivative gain on share warrant liability Share-based payments Fixed asset retirements Foreign exchange losses/ (gains)	(4,357) 92 506 (249) 6	(508 93 1,254 - 129 - (5		
Net loss and comprehensive loss for the period tems not affecting cash:  Depreciation and amortization Loss on derivative receivable Unrealized derivative gain on share warrant liability Share-based payments Fixed asset retirements Foreign exchange losses/ (gains) Company share of Talas Project losses	(4,357) 92 506 (249) 6	(508 93 1,254 - 129 - (5		
Net loss and comprehensive loss for the period tems not affecting cash:  Depreciation and amortization Loss on derivative receivable Unrealized derivative gain on share warrant liability Share-based payments Fixed asset retirements Foreign exchange losses/ (gains) Company share of Talas Project losses Gain on sale of Talas Project	(4,357) 92 506 (249) 6	(508 93 1,254 - 129 - (5 812 (7,867		
Net loss and comprehensive loss for the period tems not affecting cash:  Depreciation and amortization Loss on derivative receivable Unrealized derivative gain on share warrant liability Share-based payments Fixed asset retirements Foreign exchange losses/ (gains) Company share of Talas Project losses	(4,357 )  92 506 (249 ) 6 2	(508 93 1,254 - 129 - (5 812 (7,867 1,331		
Net loss and comprehensive loss for the period tems not affecting cash:  Depreciation and amortization Loss on derivative receivable Unrealized derivative gain on share warrant liability Share-based payments Fixed asset retirements Foreign exchange losses/ (gains) Company share of Talas Project losses Gain on sale of Talas Project Impairment of asset held for sale	(4,357) 92 506 (249) 6	(508 93 1,254 - 129 - (5 812 (7,867		
Net loss and comprehensive loss for the period Items not affecting cash: Depreciation and amortization Loss on derivative receivable Unrealized derivative gain on share warrant liability Share-based payments Fixed asset retirements Foreign exchange losses/ (gains) Company share of Talas Project losses Gain on sale of Talas Project	(4,357 )  92 506 (249 ) 6 2	(508 93 1,254 - 129 - (5 812 (7,867 1,331		
Net loss and comprehensive loss for the period tems not affecting cash:  Depreciation and amortization Loss on derivative receivable Unrealized derivative gain on share warrant liability Share-based payments Fixed asset retirements Foreign exchange losses/ (gains) Company share of Talas Project losses Gain on sale of Talas Project lmpairment of asset held for sale  Changes in non-cash working capital: Accounts receivable and other assets Accounts payable and accrued liabilities	(4,357)  92 506 (249) 6 2 (4,000)	(508 93 1,254 - 129 - (5 812 (7,867 1,331 (4,761 (57 123		
Net loss and comprehensive loss for the period tems not affecting cash:  Depreciation and amortization Loss on derivative receivable Unrealized derivative gain on share warrant liability Share-based payments Fixed asset retirements Foreign exchange losses/ (gains) Company share of Talas Project losses Gain on sale of Talas Project Impairment of asset held for sale  Changes in non-cash working capital: Accounts receivable and other assets Accounts payable and accrued liabilities	(4,357)  92 506 (249) 6 2 (4,000)	(508 93 1,254 - 129 - (5 812 (7,867 1,331 (4,761		
Net loss and comprehensive loss for the period tems not affecting cash:  Depreciation and amortization Loss on derivative receivable Unrealized derivative gain on share warrant liability Share-based payments Fixed asset retirements Foreign exchange losses/ (gains) Company share of Talas Project losses Gain on sale of Talas Project Impairment of asset held for sale Changes in non-cash working capital: Accounts receivable and other assets Accounts payable and accrued liabilities Net cash used by operating activities	(4,357)  92 506 (249) 6 2 (4,000)  (342) (825)	(508 93 1,254 - 129 - (5 812 (7,867 1,331 (4,761 (57 123		
Net loss and comprehensive loss for the period tems not affecting cash:  Depreciation and amortization Loss on derivative receivable Unrealized derivative gain on share warrant liability Share-based payments Fixed asset retirements Foreign exchange losses/ (gains) Company share of Talas Project losses Gain on sale of Talas Project lmpairment of asset held for sale  Changes in non-cash working capital: Accounts receivable and other assets Accounts payable and accrued liabilities Net cash used by operating activities Expenditures on property, plant and equipment	(4,357)  92 506 (249) 6 2 (4,000) (342) (825) (5,167)	(508 93 1,254 - 129 - (5 812 (7,867 1,331 (4,761 (57 123		
Net loss and comprehensive loss for the period tems not affecting cash:  Depreciation and amortization Loss on derivative receivable Unrealized derivative gain on share warrant liability Share-based payments Fixed asset retirements Foreign exchange losses/ (gains) Company share of Talas Project losses Gain on sale of Talas Project Impairment of asset held for sale  Changes in non-cash working capital: Accounts receivable and other assets Accounts payable and accrued liabilities Net cash used by operating activities Expenditures on property, plant and equipment Cash proceeds of CAD\$10 million from Subscription	(4,357)  92 506 (249) 6 2 (4,000)  (342) (825) (5,167)	(508 93 1,254 - 129 - (5 812 (7,867 1,331 (4,761 (57 123 (4,695 (1,315		
Net loss and comprehensive loss for the period tems not affecting cash:  Depreciation and amortization Loss on derivative receivable Unrealized derivative gain on share warrant liability Share-based payments Fixed asset retirements Foreign exchange losses/ (gains) Company share of Talas Project losses Gain on sale of Talas Project Impairment of asset held for sale  Changes in non-cash working capital: Accounts receivable and other assets Accounts payable and accrued liabilities Net cash used by operating activities Expenditures on property, plant and equipment	(4,357)  92 506 (249) 6 2 (4,000) (342) (825) (5,167)	(508 93 1,254 - 129 - (5 812 (7,867 1,331 (4,761 (57 123 (4,695		

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Cash flows used for financing activities		
Deferred finance costs	(117 )	(400)
Net cash used for financing activities	(117 )	(400)
Net increase in cash and cash equivalents	2,994	3,118
Cash and cash equivalents - Beginning of the period	9,771	10,341
Cash and cash equivalents - End of the period	12,765	13,459
Cash and cash equivalents per the consolidated balance sheets	12,764	13,455
Included in the Akdjol-Tokhtazan Project classified held for sale	1	4

# FORWARD-LOOKING INFORMATION

This press release and the Company's MD&A contains or refers to forward-looking information. All information, other than information regarding historical fact that addresses activities, events or developments that the Company believes, expects or anticipates will or may occur in the future is forward-looking information. Such forward-looking information includes, without limitation, statements relating to: development and operational plans and objectives, including the Company's expectations relating to the continued and future maintenance, exploration and development, as applicable, of the Karchiga Project and the Balkhash Project and the timing related thereto and its acquisition and development of new mineral exploration licenses, properties and projects; the Company's ability to satisfy certain future expenditure obligations; mineral resource and mineral reserve estimates; estimated project economics, cash flow, costs, expenditures, revenue, capital payback, performance and economic indicators and sources of funding; the use and sufficiency of the Company's working capital for the next twelve months; the anticipated arranging of a debt facility by the Mandated Lead Arrangers and the potential participation by other debt providers; the Company's expected uses of the proceeds from the Subscription and the proceeds from the Sale; the potential raising of additional funding through the disposition of the Company's Kyrgyz assets and the proposed uses thereof; the estimated mine life, NPV and IRR for, and forecasts relating to tonnages and amounts to be mined from, and processing and expected recoveries and grades at, the Karchiga Project as well as the other forecasts, estimates and expectations relating to the Karchiga Definitive Feasibility Study Report; the expected effect of copper prices on the economic results of the Karchiga Project; the mine design and plan for the Karchiga Project, including mining at, and production from the Karchiga Project; the anticipated sale of the Akdjol-Tokhtazan Project (including the valuation attributed to the expected proceeds thereon); the future political and legal regimes and regulatory environments relating to the mining industry in Kazakhstan and/or Kyrgyzstan; the Company's expectations and beliefs with respect to the waiver of the State's pre-emptive right with respect to the Karchiga Project and the past placements of the Common Shares being covered thereby; the significance of any individual claims by non-Ontario residents with respect to the Claim; and the Company's future growth (including new opportunities and acquisitions) and its ability to raise or secure new funding.

The forward-looking information in this press release and the Company's MD&A reflects the current expectations, assumptions or beliefs of the Company based on information currently available to the Company. With respect to forward-looking information contained in this press release and the Company's MD&A, the Company has made assumptions regarding, among other things, the Company's ability to generate sufficient funds from debt sources and/or capital markets to meet its future expected obligations and planned activities (including the ability of the Mandated Lead Arrangers to secure a project debt finance facility on terms acceptable to the Company), the Company's business (including the continued exploration and development of, as applicable, the Karchiga Project and the Balkhash Project and the timing and methods to be employed with respect to same), the estimation of mineral resources and mineral reserves, the parameters and assumptions employed in the Karchiga Definitive Feasibility Study Report, the economy and the mineral exploration and extraction industry in general, the political environments and the regulatory frameworks in Kazakhstan and Kyrgyzstan with respect to, among other things, the mining industry generally, royalties, taxes, environmental matters and the Company's ability to obtain, maintain, renew and/or extend required permits, licenses, authorisations and/or approvals from the appropriate regulatory authorities, including the previous waiver granted by the Competent Authority covers any pre-emptive right that the Competent Authority or State has in respect of any past placements, future capital, operating and production costs and cash flow discounts, anticipated mining and processing rates, the Company's ability to continue to obtain qualified staff and equipment in a timely and cost-efficient manner, assumptions relating to the Company's critical accounting policies, and has also assumed that no unusual geological or technical problems occur, and that equipment works as anticipated, no material adverse change in the price of copper, gold or molybdenum occurs and no significant events occur outside of the Company's normal course of business.

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Forward-looking information is subject to a number of risks and uncertainties that may cause the actual results of the Company to differ materially from those discussed in the forward-looking information, and even if such actual results are realised or substantially realised, there can be no assurance that they will have the expected consequences to, or effects on, the Company. Factors that could cause actual results or events to differ materially from current expectations include, but are not limited to: risks normally incidental to exploration and development of mineral properties and operating hazards; uncertainties in the interpretation of results from drilling and metallurgical test work; the possibility that future exploration, development or mining results will not be consistent with expectations; uncertainty of mineral resource and mineral reserve estimates; technical and design factors; uncertainty of capital and operating costs, production and economic returns; uncertainties relating to the estimates and assumptions used, and risks in the methodologies employed, in the Karchiga Definitive Feasibility Study Report; adverse changes in commodity prices; the inability of the Company to obtain required financing on favourable terms or at all (including with respect to the debt financing expected to be secured by the Mandated Lead Arrangers) or the disposition of the Akdjol-Tokhtazan Project; the Company's inability to obtain, maintain, renew and/or extend required licenses, permits, authorizations and/or approvals from the appropriate regulatory authorities, including (without limitation) the Company's inability to obtain (or a delay in obtaining) the necessary construction and development permits and other risks relating to the regulatory frameworks in Kazakhstan and Kyrgyzstan; adverse changes in the political environments in Kazakhstan and Kyrgyzstan and the laws governing the Company, its subsidiaries and their respective business activities; inflation; changes in exchange and interest rates; adverse general market conditions; lack of availability, at a reasonable cost or at all, of equipment or labour; the inability to attract and retain key management and personnel; the possibility of non-resident class members commencing individual claims in connection with the Claim; the Company's inability to delineate additional mineral resources and mineral reserves; and future unforeseen liabilities and other factors including, but not limited to, those listed under "Risks and Uncertainties" in the Company's MD&A.

Any mineral resource and mineral reserve figures referred to in this press release and the Company's MD&A are estimates and no assurances can be given that the indicated levels of minerals will be produced. Such estimates are expressions of judgment based on knowledge, mining experience, analysis of drilling results and industry practices. Valid estimates made at a given time may significantly change when new information becomes available. While the Company believes that the mineral resource and mineral reserve estimates in respect of its properties are well established, by their nature mineral resource and mineral reserve estimates are imprecise and depend, to a certain extent, upon statistical inferences which may ultimately prove unreliable. If such mineral resource and mineral reserve estimates are inaccurate or are reduced in the future, this could have a material adverse impact on the Company. Due to the uncertainty that may be attached to inferred mineral resources, it cannot be assumed that all or any part of an inferred mineral resource will be upgraded to an indicated or measured mineral resource as a result of continued exploration. Mineral resources that are not mineral reserves do not have demonstrated economic viability.

Any forward-looking information speaks only as of the date on which it is made and, except as may be required by applicable securities laws, the Company disclaims any intent or obligation to update any forward-looking information, whether as a result of new information, future events or results or otherwise. Although the Company believes that the assumptions inherent in the forward-looking information are reasonable, forward-looking information is not a guarantee of future performance and accordingly undue reliance should not be put on such information due to the inherent uncertainty therein.

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