

# **COOL CHIPS**

**PUBLIC LIMITED COMPANY**

**Gibraltar Registered No. 57885**

## **Financial Statements**

**for the year ended 31 March 2009**

# COOL CHIPS PUBLIC LIMITED COMPANY

Gibraltar Registered No. 57885

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## About Cool Chips plc

Cool Chips plc has created "Cool Chips" which use electrons to carry heat from one side of a vacuum diode to the other. The system, currently under development, contains no moving parts or motors and can be miniaturized for use in micro-electronic applications. In almost every electronics cooling application, an active cooling system powered by Cool Chips™ technology will be superior to the more conventional passive solutions.

Cool Chips plc is a majority-owned subsidiary of Borealis Exploration Limited (BOREF OTC), and is publicly traded on the Pink Sheets (COLCF OTC).

## 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.

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# COOL CHIPS PUBLIC LIMITED COMPANY

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## DIRECTORS AND OFFICERS

### Directors

### Appointed

Rodney T. Cox	21 Dec 1999	Director, Chairman of the Board, and Chief Executive Officer
Isaiah W. Cox	21 Dec 1999	Director, President and Chief Operating Officer
Wayne S. Marshall	21 Dec 1999	Director
Peter Vanderwicken	06 Sept 2000	Director
Nechama J. Cox	01 Aug 2001	Director
Giulio Pontecorvo	28 Aug 2003	Director
Stuart Harbron	23 July 2002	Resigned 24 June 2008

### Secretary

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

### Registered Office

Suite 3G, Eurolife Building  
1 Corral Road  
P.O. Box 575  
Gibraltar

### Auditors

Moore Stephens  
Suite 5 Watergardens 4  
Waterport  
Gibraltar

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## DIRECTORS' REPORT

The directors submit their report and the audited financial statements for the year ended 31 March 2009.

### Corporate Profile

The Company was incorporated on 23 April 1996 in Gibraltar. The Company's shares are publicly traded in the United States over-the-counter (OTC) market and quoted as COLCF on the Pink Sheets at [www.pinksheets.com](http://www.pinksheets.com). At 31 March 2009 the last reported trade was at \$0.35 per share, with the yearly high at \$0.80 per share, and the low at \$0.10 per share.

### Activities

The principal activity of the Company is that of researching, developing and building Cool Chips™. We are working on building Cool Chips using several technologies. We now feel that Avto Metals™, which allow us to custom design electron volt work functions (eV), are key to an efficient mass produced build technology. We have exclusive rights to use this technology for Cool Chips. Within a year of Avto Metal commercialization, we can expect our first Cool Chips to be available for testing by a few of our many potential customers.

### Results and Review of Business

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

Borealis Technical Limited ("Technical"), the parent company, has conducted basic industrial research on its Cool Chips technology since 1995, for which it has patents issued and pending. All of the research expenditures to this year have been undertaken by Technical and funded by Borealis Exploration Limited, the ultimate parent of the Company. The Company is now being charged for overheads and for research work carried out.

Cool Chips Military Sales plc was incorporated on 8 February 2005, as a subsidiary of the Company, as it is expected that the first sales of Cool Chips technology will be delivery of products to US military contractors and to the US Department of Defense.

An Intellectual Property Agreement was signed effective 1 January 1999, whereby Technical has granted the Company the exclusive worldwide rights for sublicensing the Cool 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 Cool Chips technology is still under development such that the Company has not made any related sublicense sales.

The Company has been in the development stage since its inception. The Company intends to retain its sublicense 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. During FY2009, the Company was charged Consulting Fees of \$280,000 (\$280,000 – 2008), and Development Expenses of \$57,600 (\$149,716 – 2008). The present circumstances, of a very difficult environment for money raising, raise certain doubts about the ability of the Company to continue as a going concern. The Company is a publicly traded company. We expect to raise money from sale of license agreements, sale of subsidiary company shares and sales of Cool Chips plc shares. We are open to, and willingly explore, creative transactions for funding company operations.

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## DIRECTORS' REPORT (Continued)

Management of the Company has indicated they have no intention to demand repayment of the amounts owing from Technical until the Cool 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 subsidiary companies and issues of further shares. 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 interest of the directors in the shares of the Company in the year were as follows.

	Shares held at 31 March 2009	Shares held at 31 March 2008
Rodney T. Cox	169,000	234,000
Isaiah W. Cox	22,600	22,600
Wayne S. Marshall	64,303	64,303
Peter Vanderwicken	13,259	13,259
Nechama J. Cox	17,275	17,275
Giulio Pontecorvo	6,000	6,000

### Share Options

As of 31 March 2009, there were no share options outstanding.

### 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 judgments 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.coolchips.gi](http://www.coolchips.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 share prices.

If you have a question about Cool Chips, please write to us at [pr@coolchips.gi](mailto:pr@coolchips.gi).

# COOL CHIPS PUBLIC LIMITED COMPANY

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## DIRECTORS' REPORT (Continued)

### Auditor

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

By order of the Board on 22 December 2009.



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Isaiah W. Cox  
Director



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Rodney T. Cox  
Director

# COOL CHIPS PUBLIC LIMITED COMPANY

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## INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF COOL CHIPS PUBLIC LIMITED COMPANY

We have audited the financial statements of Cool Chips plc for the year ended 31 March 2009 set out on pages 8 to 13. These financial statements have been prepared under the Accounting Policies set out on page 10.

This report is made solely to the Company's members as a body, in accordance with the Companies Act 1930. 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.

### **Respective responsibilities of directors and auditors**

As described in the report of the Directors, the Company's Directors are responsible for the preparation of financial statements in accordance with applicable law and Gibraltar Accounting Standards (Gibraltar Generally Accepted Accounting Practice).

Our responsibility is to audit the financial statements in accordance with relevant Gibraltar legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the relevant financial reporting framework and are properly prepared in accordance with Gibraltar Law. We also report to you if, in our opinion, the Directors' Report is not consistent with the financial statements, if the company has not kept proper accounting records, or if we have not received all the information and explanations we require for our audit.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it or material inconsistencies with the financial statements.

### **Basis of opinion**

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland). An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgments made by the directors in the preparation of the financial statements and of whether the accounting policies are appropriate to the Company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

In forming our opinion, we have considered the disclosures made in Note 1 of the financial statements in connection with the application of the going concern basis and the uncertainty with regards to securing continued financial support.

In connection with the other information provided by the Company, we also draw attention to the content of the Forward-Looking Statement on page 1.

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## AUDITORS' REPORT (Continued)

In view of the significance of these matters we consider they should be drawn to your attention but our opinion is not qualified in these respects.

### Opinion

In our opinion the financial statements give a true and fair view of the state of affairs of the Company as at 31 March 2009, and of the loss for the year then ended in accordance with Gibraltar Accounting Standards and have been properly prepared in accordance with Gibraltar Companies Act 1930, the Gibraltar Companies (Accounts) Act 1999, and the Gibraltar Companies (Consolidated Accounts) Act 1999.



Gibraltar  
22 December 2009

**Moore Stephens**  
CHARTERED ACCOUNTANTS

# COOL CHIPS PUBLIC LIMITED COMPANY

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## PROFIT AND LOSS ACCOUNT For the year ended 31 March 2009

	Notes	2009 \$	2008 \$
<b>Expenditure</b>			
Administrative fees	6	(280,000)	(280,000)
Development Expenses	6	<u>(57,600)</u>	<u>(149,716)</u>
<b>Loss for the year</b>		(337,600)	(429,716)
<b>Accumulated loss at 1 April 2008</b>		<u>(1,044,451)</u>	<u>(614,735)</u>
<b>Accumulated loss at 31 March 2009</b>		<u><u>\$(1,382,051)</u></u>	<u><u>\$(1,044,451)</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 13 form part of these Financial Statements.

# COOL CHIPS PUBLIC LIMITED COMPANY

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## BALANCE SHEET as at 31 March 2009

	Notes	2009 \$	2008 \$
<b>Investments</b>	2	69,333	69,333
<b>Current Assets</b>			
Debtors	3	7,333,133	7,670,733
		<hr/>	<hr/>
<b>Net current assets</b>		7,333,133	7,670,733
		<hr/>	<hr/>
<b>Total Net Assets</b>		<u>\$7,402,466</u>	<u>\$7,740,066</u>
 <b>Capital and Reserves</b>			
Called up Share Capital	4,5	126,752	126,752
Share Premium Account	4,5	8,657,765	8,657,765
Accumulated Loss	5	<u>(1,382,051)</u>	<u>(1,044,451)</u>
		<hr/>	<hr/>
<b>Total Shareholders' Funds</b>		<u>\$7,402,466</u>	<u>\$7,740,066</u>

Signed on behalf of the Board of Directors on 22 December 2009



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Isaiah W. Cox  
Director



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Rodney T. Cox  
Director

The notes on pages 10 to 13 form part of these Financial Statements.

# COOL CHIPS PUBLIC LIMITED COMPANY

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## NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 March 2009

### 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**

These financial statements have been 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. 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.

**d. Consolidation**

Consolidated accounts are not presented since the accounts of the company and its subsidiaries are consolidated in the accounts of the ultimate parent company.

**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 3 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 FRS1: Cash Flow Statements, it has not prepared a cash flow statement.

**g. Taxation**

The Company was granted exempt tax status but has allowed this status to lapse, as of 31 March 2009, because the directors do not consider that a tax liability is likely to arise on profits by the date that new tax legislation will apply to the Company in 2010.

**h. Investment**

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.

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## NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 March 2009 (Continued)

### 2. INTERESTS IN GROUP UNDERTAKING

The Company has the principal ownership interests and invested amounts in its subsidiary:

	Ownership Interest		Investments	
	2009	2008	2009	2008
	\$	\$	\$	\$
Cool Chips Military Sales plc	<u>100.00%</u>	<u>100.00%</u>	<u>\$69,333</u>	<u>\$69,333</u>

The investments were acquired at par, representing 6,933,348 shares at \$0.01 each.

### 3. DEBTORS

	2009	2008
	\$	\$
Loan to parent company	6,842,466	7,460,066
Loan to subsidiary company		
Cool Chips Military Sales plc	<u>490,667</u>	<u>210,667</u>
	<u>\$7,333,133</u>	<u>\$7,670,733</u>

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

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## NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 March 2009 (Continued)

### 4. CALLED UP SHARE CAPITAL

	<b>2009</b>	<b>2008</b>
	<b>\$</b>	<b>\$</b>
Authorised share capital 10,000,000 ordinary shares @ £0.01 each	<u>\$160,000</u>	<u>\$160,000</u>

	<b>Number of Shares</b>	<b>Share Capital \$</b>	<b>Share Premium Account \$</b>	<b>Total \$</b>
<b>At 31 March 2007</b>	8,251,947	126,752	8,657,765	8,784,517
Shares issued during the year	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
<b>At 31 March 2008</b>	8,251,947	126,752	8,657,765	8,784,517
Shares issued during the year	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
<b>At 31 March 2009</b>	<u>8,251,947</u>	<u>\$126,752</u>	<u>\$8,657,765</u>	<u>\$8,784,517</u>

The shares issued were partly to raise additional finance (cash received in Technical) and partly to settle amounts owing to creditors by Technical.

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## NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 March 2009 (Continued)

### 5. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS FUNDS

	Share Capital \$	Share Premium Account \$	Profit & Loss Account \$	Total \$
<b>At 31 March 2007</b>	126,752	8,657,765	(614,735)	8,169,782
Share issued during the year	-	-	-	-
Loss for the year	-	-	(429,716)	(429,716)
<b>At 31 March 2008</b>	126,752	8,657,765	(1,044,451)	7,740,066
Shares issued during the year	-	-	-	-
Loss for the year	-	-	(337,600)	(337,600)
<b>At 31 March 2009</b>	<u>\$126,752</u>	<u>\$8,657,765</u>	<u>\$(1,382,051)</u>	<u>\$7,402,466</u>

### 6. RELATED PARTY TRANSACTIONS

In addition to related party transactions disclosed elsewhere in these financial statements, during the year ended 31 March 2009, the Company was charged US\$337,600 (2008 - US\$429,716) in fees for administrative services and development costs provided by Technical.

### 7. ULTIMATE PARENT COMPANY

The ultimate parent company is Borealis Exploration Limited, a company incorporated in Gibraltar whose registered office is at Suite 3G, Eurolife Building, 1 Corral Road, P.O. Box 575, Gibraltar.