

# 2013

## Koza Altın İşletmeleri A. Ş.

Operational Report & Financials

31 DECEMBER 2013



# Our Strategy

Our goal is to develop our portfolio of existing gold assets and find, develop and selectively acquire gold projects in Turkey to grow our resource base and maximise profitable production.

This goal aims to capitalize on our position as the leading gold producer in Turkey, our hub operating strategy and our track record of successfully growing resources and production.

We also seek to provide leadership in safety, stewardship

of the environment, including responsible rehabilitation of the completed areas, and social responsibility to local communities.

Koza Gold is a leading Turkish gold mining company with a track record of sustained profitability underpinned by low costs. We produced 350 koz of gold in the twelve months of 2013 and generated revenues of TL 929.4 million.



# Our Performance

**2013 Jan-Dec**

**2012 Jan-Dec**

|                   |  |  |
|-------------------|--|--|
| <b>Production</b> | 350 koz of gold<br>(5.27 g/t)<br>179 koz of silver<br>(4.72 g/t) | 338 koz of gold<br>(6.06 g/t)<br>153 koz of silver<br>(4.09 g/t) |
| <b>Cash Costs</b> | \$511/oz   | \$455/oz   |
| <b>Revenue</b>    | TL 929.4 million   | TL 1,043.1 million   |
| <b>EBITDA</b>     | TL 558.2 million   | TL 745.0 million   |
| <b>EBIT</b>       | TL 446.6 million   | TL 677.4 million   |



# About Us

## A leading Turkish Gold producer

We are a leading Turkish gold mining company based on our gold production of approximately 349,900 ounces in the twelve months of 2013. As at 31 December 2013, we had 55 operating licenses and 359 exploration licenses throughout Turkey in the Aegean and Marmara regions, the Black Sea region and Central and Eastern Anatolia.

We currently own six operating mines: an underground mine at Ovacık, a mine at Mastra where we utilise both underground and open pit mining methods, a mine in Çukuralan where we utilise both underground and open pit mining methods, an open pit mine at Kaymaz. Open pit production at Çoraklıktepe mine has started in the first quarter of 2013. After completion of phase 1 leach pad and ADR plant, test production has commenced and first gold was poured on 19th November 2013 at Himmtedede mine. Himmetdede crushing circuit construction is expected to be finished on 2nd quarter 2014.



We have feasibility stage projects, Mollakara, located near Ağrı in the north-east of Turkey and projects in the middle of Turkey. In addition, our properties also include 15 exploration projects in Turkey, ranging from early-stage to advanced exploration prospects with resource estimations completed in 2013. At most of our exploration prospects, mapping and sampling programmes are ongoing or completed and drilling and geophysical surveys have already commenced or are planned for 2013. Additionally, we have identified several target exploration sites where the nature of the mineralised deposits suggests that there is potential for resource development.

# Exposure to the gold price and gold fundamentals

Substantially all of our revenues are generated from the production and sale of gold, and as a result our financial performance is, and will continue to be, influenced by the market price of gold. Between 1 January 2013 and 31 December 2013, the price of gold as quoted on the London Bullion Market ranged between a low of \$1.192,00 and a high of \$1.693,75 per ounce, based on the P.M. fixing price.





# We are a leading Turkish gold mining company

We are a leading Turkish gold mining company producing approximately 349,900 ounces of gold in the twelve months of 2013. Turkey has a rich mining history which dates back thousands of years and today is one of the few underexplored developed countries in the world. According to SRK, as of 2006 Turkey's gold endowment was estimated at 31.5 million ounces of gold contained in 51 deposits. SRK believes that there is promising potential for green field exploration in Turkey because over half of the known gold resources in Turkey are in relatively recent discoveries. "As of 2006, Turkey's gold endowment was estimated at 31.5moz gold contained in 51 deposits ... Since over half of the known gold resources in Turkey are in recent discoveries, there is great potential for greenfield exploration within Turkey." (SRK)

## Sector

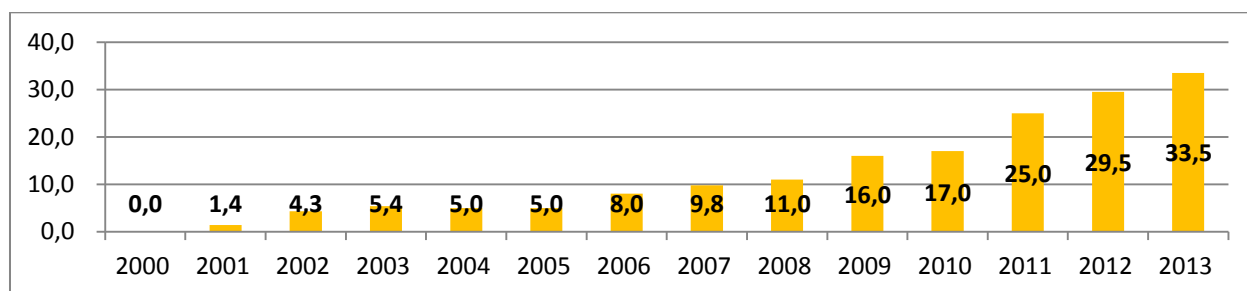
Changes in mining law Turkey, increasing gold price trend and developments in technology have led to the increase in gold potential in Turkey. Studies indicate that there are approximately 6500 tones of gold in Turkey. (Resource: Turkey's Gold Potential and Mining Resources Cutting Methods, Ayhan Erler, METU, Geology Department,1997) Only 10% of this, which is 650 tones, is classified as reserves. Therefore, when market's current situation is examined, it is seen that priority is given to gold exploration. "As per previous procedure, exploration license was to be issued for 3 years and extended for 2 years. It was required that this license was then to be changed to operational license. Under the new legal arrangements, total exploration period has been increased to 7 years. It covers 1 year for pre-exploration, 2 years for general exploration and 4 years for detailed exploration respectively."

With foregoing reasons, the competition in this sector has intensified on exploration activities. Koza Gold has been pursuing these two activities in parallel. In next three years, competition will be from domestic and foreign companies and intensify at West Anatolia. In the production areas, competition is expected to be from Eldorado (Tuprag, which is currently in production and Anatolia minerals (Alacer Gold, Cukurdere), currently in permitting stage. Domestic companies who are involved in exploration activities are thought to be starting production at later stages. Despite 6,500 tonnes of gold potential and 650 tonnes of reserves, Turkey only produces between 10 and 20 tonnes of gold and 250 -300 tonnes of gold need to be imported to meet the demand.

## Company

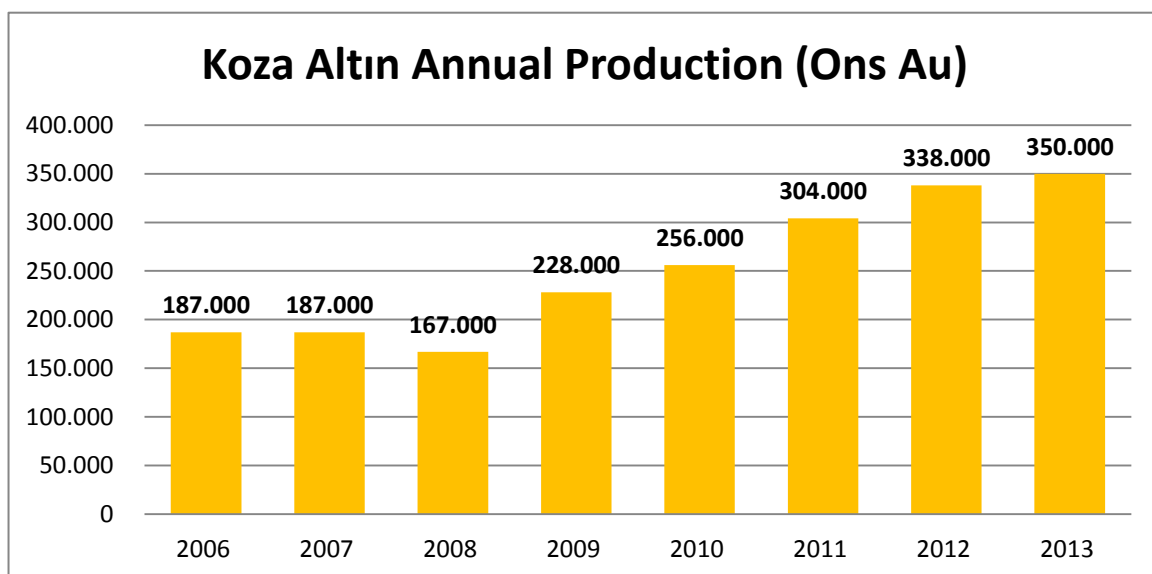
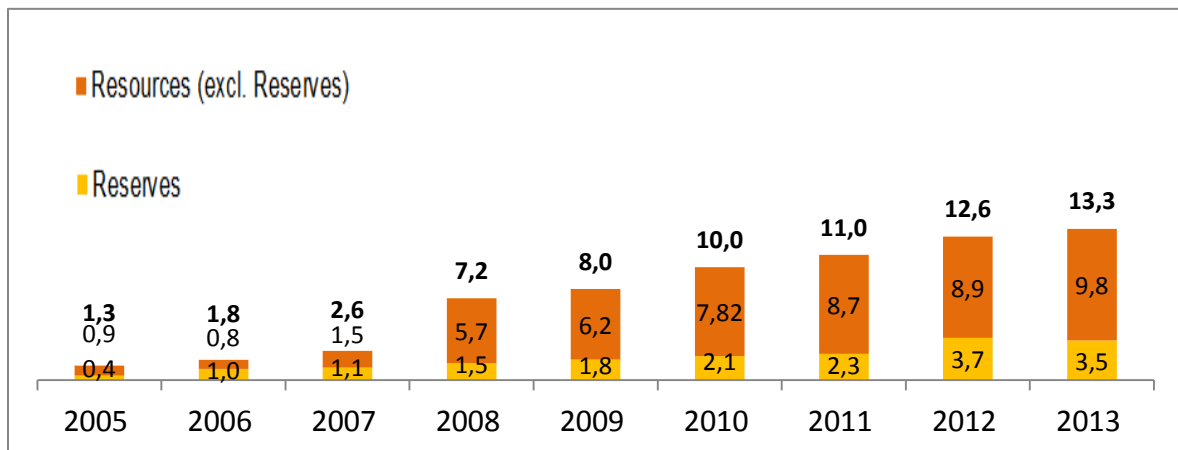
Koza Gold Operations Company is a Turkish company formed by 100% Turkish capital to explore and operate gold mines in our country. ATP Construction and Trade A.Ş. and Koza-Ipek Holding A.Ş. have acquired all the shares of from Normandy Mining A.Ş. and Newmont Mining Corporation Limited in 3 March 2005 thus becoming first Turkish company in the history of Republic of Turkey to realize gold production in this country. Company's Ovacik Gold Mine situated at Bergama, Izmir has been a key factor in turning the country's big gold potential into economical gain and it is the first gold mine operated in the Republic of Turkey.

**TURKEY GOLD PRODUCTION (TONNES)**



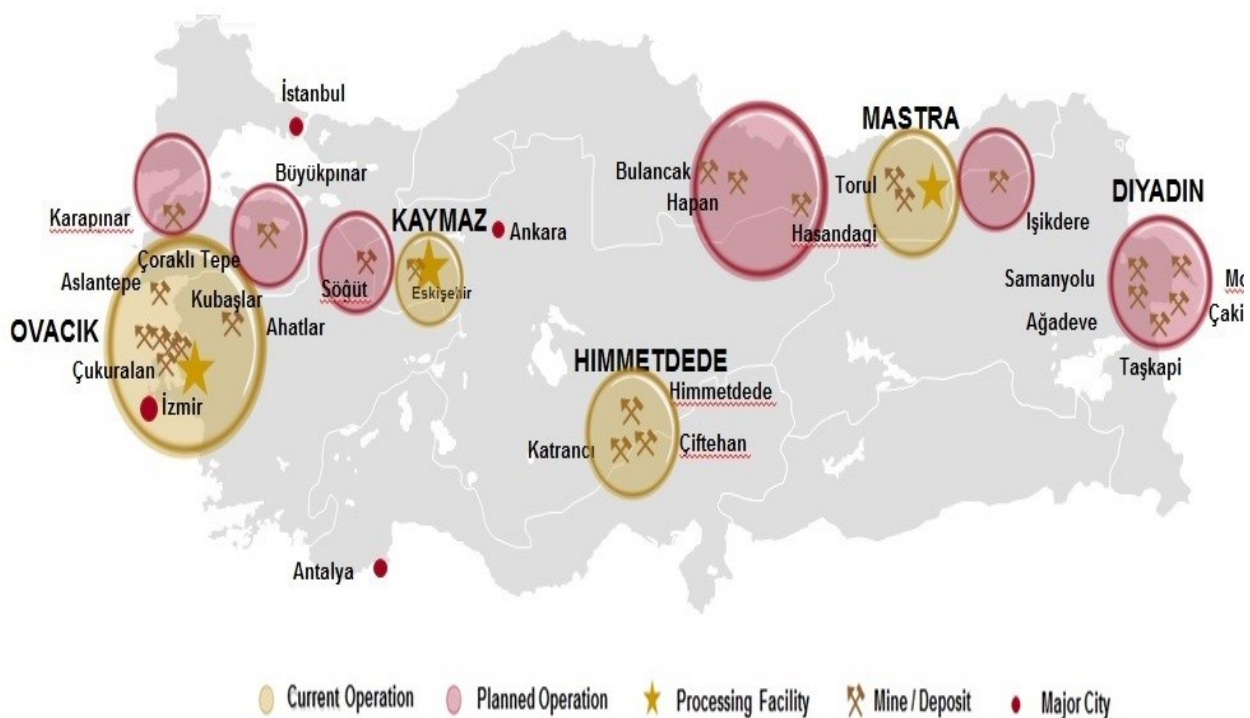
## We have a track record of growing production, reserves and resources

We have demonstrated an overall trend of growing production levels since our inception in 2005, and we believe that our mines, development projects and exploration prospects provide significant potential for continued growth. In 2005, we successfully restarted ore production at the Ovacık mine after acquiring it. We developed and brought into full production the Kucukdere mine in 2006, the Mastra mine in 2008, the Gıcık mine in 2009, Çukuralan mine in 2010 and Kaymaz mine in 2011. Kaymaz open pit facilities, which has 511,000 ounces of gold reserves, commenced the production in March 2011. As shown from the figure below, our gold production came from Ovacık between 2006 and 2008, Ovacık and Mastra between 2009-2010 and Ovacık, Mastra and Kaymaz from 2011 and 2012 and test production has started in November 2013 at Himmetdede. Since March 2005, we have successfully increased both our reserve and resource base as a result of acquisitions, exploration activities and the increase in gold prices. As at 31 December 2012, our total measured, indicated and inferred resource base had increased to 13.3 million ounces of gold from 1.8 million ounces, and our total proven and probable reserve base had increased to 3,5 million ounces of gold from 0,4 million ounces. As of 31 December 2007, 30 September 2009, 31 December 2010, 31 December 2011, 31 December 2012 and 31 December 2013, all of our reserves and resources were audited by SRK. It is planned to have an audit by SRK for the reserves and resources as of 31 December 2014.



# Our business model focuses on a regional hub strategy to maximise profitable production.

We are pursuing a strategy of using our processing facilities as hubs to process ore from regional deposits. We expect that this centralised processing will minimise our capital expenditure requirements, enabling us to develop relatively smaller deposits in each hub area that are high grade but not of sufficiently large scale to justify the construction of dedicated processing facilities. Our first application of this business model has been the development of the Ovacık hub and the Küçükdere deposit, located 80 km by road from the Ovacık processing plant. We plan to replicate this model for other deposits located in the vicinity of Ovacık, such as Çoraklık Tepe. In addition, we established a second processing hub at Mastra in 2009, third processing plant at Kaymaz in 2011. Our fourth process plant construction, Himmetdede, has started in 4<sup>th</sup> quarter of 2012. After completion of phase 1 leach pad and ADR plant, test production has commenced and first gold was poured on 19th November 2013 at Himmetdede mine. Himmetdede crushing circuit construction is expected to be finished on 2nd quarter 2014.





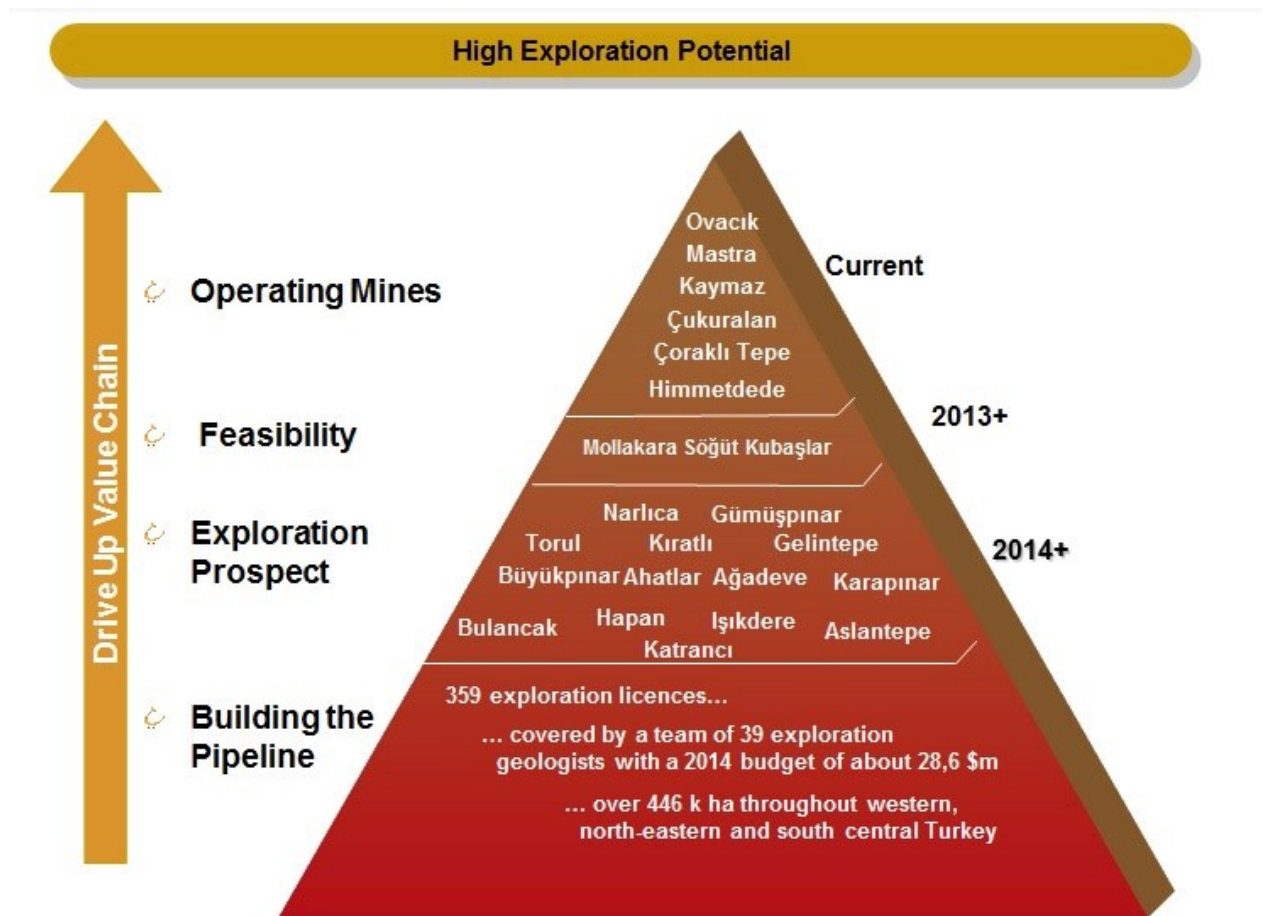
## Cash costs

Our unit cash costs derived from our accounts for the twelve months of 2013 and in the twelve months of 2012 amounted to 973 TL (\$511) and 815 TL (\$455) respectively. Compared to the previous year, the reason of this increase is mainly because of the temporary decrease of the average processed gold grade at Mastra process plant and escalation of the cost elements due to inflation.



# Turkey Highly Prospective: We have a significant pipeline of development and exploration assets in Turkey

We believe that our growth opportunities include the expansion of existing operations through discovery of additional resources adjacent to currently delineated deposits as well as the development of our pipeline of projects and greenfield exploration.



# Health and Safety

We are committed to the highest standards of safety and continuously seek to develop, improve and implement new safety programmes and procedures to protect the safety of our employees. We continuously improve the safety of our working conditions by implementing practices such as monthly workplace inspections and weekly safety committee meetings. We regularly conduct safety audits and assessment programmes to ensure the adequacy of our health and safety policies. We also strive to improve our employees' response to emergencies by maintaining an underground and a mine rescue team for each site. For example, at Ovacık and Çukuralan, we have two emergency response teams comprising of 10 and 12 employees respectively, and a mine rescue team comprising of 16 employees at Ovacık-Çukuralan sites. We believe we are currently in material compliance with all health and safety regulations. We pay specific attention to include in our subcontractor agreements clauses regarding health and safety measures and guidelines that are required to be followed by the contracting parties.



# Environment

Our environmental department is responsible for filing EIA reports with the MEF and ensuring that our operations comply with all applicable environmental laws and regulations.

The MEF considers several categories of environmental factors and compares the projected impact of the proposed mining activities to previously set environmental thresholds.

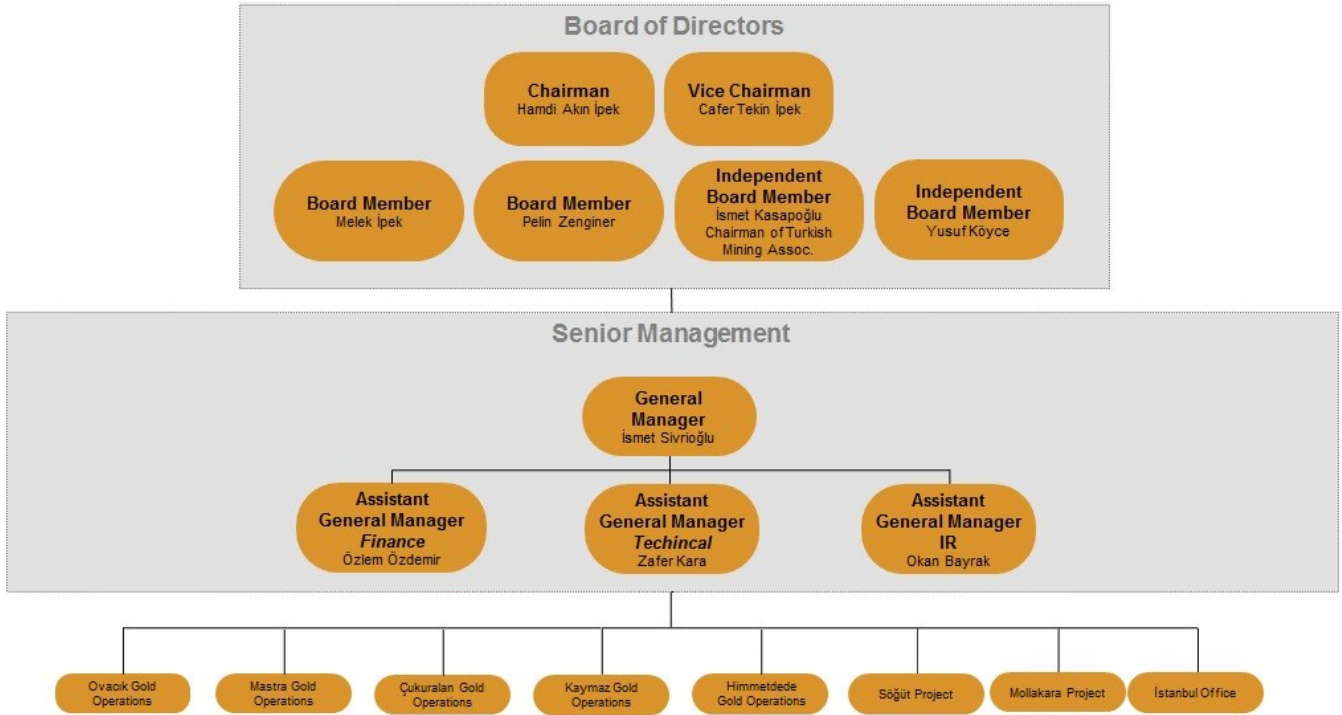
We ensure that our employees and contractors understand and comply with our environmental policies and management plans as well as our high level of commitment to environmental management. Our Environment Department at the same time has been providing training program since March 2007 on environmental awareness to all employees and as well as on environmental policies and implementations for newly recruited personnel at the mine site.

We have timely made all required emissions payments in full and have not faced any fines or penalties.

According to the Competent Person's Report, in the seven years since the mining of ore began at Ovacık, no claims have been made against us by any governmental entity in respect of environmental non-compliances. We believe that we are in material compliance with all relevant environmental laws and regulations.



# Board & Management Structure



## Board of Directors

|                  |                    |
|------------------|--------------------|
| Hamdi Akın İpek  | Chairman           |
| Cafer Tekin İpek | Vice Chairman      |
| Melek İpek       | Board member       |
| Pelin Zenginer   | Board member       |
| İsmet Kasapoğlu  | Independent Member |
| Yusuf Köyce      | Independent Member |

## Independent Auditor

PWC

## Company Management

|                  |  |
|------------------|--|
| İsmet Sivrioğlu  | General Manager                              |
| Zafer Kara       | Assistant General Manager-Technical          |
| Özlem Özdemir    | Assistant General Manager-Finance and        |
| Okan Bayrak      | Assistant General Manager-Investor Relations |
| Cemalettin Çetin | Assistant General Manager-Security           |
| Feridun Akyol    | Operation Manager                            |
| Ahmet Deniz      | Operation Manager                            |
| Deniz Beşir      | Operation Manager                            |
| Süleyman Akşit   | Project Manager                              |



# Management

İsmet Sivrioğlu

*General Manager*

Chemical Engineer with more than 40 years of experience in several production plants and management positions. Between 1970 and 1983, Mr.Sivrioğlu worked at the sulphuric acid, borax, asitboric and perborate plants of Etibank where he held numerous positions, including, as shift engineer, chief engineer and assistant general manager, technical. In 1984, he was appointed the general manager of Kütahya Silver Mine where he worked until 1994, supervising the plant's construction, commissioning and operational stages. He was promoted to Etibank Corporate and served as its assistant general manager between 1994 and 1998. During this time he also served as the chairman of the Board of Directors of Çayeli Copper Operations Inc. He served as the advisor to the Minister of State during 1997 and 1998. He joined Koza Gold in 1999 as the General Manager for community relations and government relations. Since 2005 he served as the General Manager of Koza Gold.

Zafer Kara

*Assistant General Manager, Technical*

He has served as Assistant General Manager responsible for Mining and Geology since march 2007, but has worked for all of our predecessor entities since 1988. He has more than 20 years of mining experience, including from Newmont and Normandy, as a mine and exploration geologist. Additionally, he has been involved in exploration projects in Iran, Kazakhstan, Ghana and Australia. He is a member of Australian Institute of Geoscientists.

Özlem Özdemir

*Assistant General Manager, Finance and Commercial*

She has Bachelor's degree in Business Administration and serves the Company as CFO since 2007. She has worked for all of the predecessor entities since 1996. She served Newmont as the Financial Controller being responsible for the preparation of the budgets, forecasts and financial reports in accordance with US GAAP and Turkish Accounting Standards.

Cemalettin Çetin

*Assistant General Manager, Security*

He serves as the Assistant General Manager in charge of security. He has held various management positions in the public and private sectors. He has held senior management positions at İpek since 2001. He obtained a Bachelor's degree in Mechanics.

Okan Bayrak

*Assistant General Manager, Investor Relations*

Okan Bayrak, an Assistant General Manager in charge of Investor Relations in our Company has graduated from the Department of Economics of Middle East Technical University in 1995. He joined the Capital Market Board as an Expert in the same year. He has held an office as an Expert at CMB Corporate Finance Department in May 1999. Between 2002 - 2003, he has participated in the training programs covering US stock exchange arrangements, financial institutions and capital markets at the Wharton School of the University of Pennsylvania. On December, 2007, he started to work as a Deputy Head at the Department of Capital Market Board.

Okan Bayrak joined Koza Gold Operations as an Assistant General Manager in May 2010.

# Financial Review

- 350 koz of production in the twelve months of 2013 increased by 3.5% when compared to 338 koz in the twelve months of 2012.
- TL 929.4 million of revenue in the twelve months of 2013 lowered by 10.9% when compared to TL 1,043.1 million in the twelve months of 2012.
- TL 558.2 million of EBIT in the twelve months of 2013 lowered by 25.1% when compared to TL 745.0 million in the twelve months of 2012.

## Production

We are a leading Turkish Gold Mining Company based on gold production of approximately 349,900 ounces in the twelve months of 2013. As at December 31, 2013 we had 55 operating licences and 359 exploration licences throughout Turkey.

We currently have four processing plants. Our first processing plant at Ovacık has been operating since 2001. The plant is currently processing 900,000 tpa. In the twelve months of 2013 we produced 156.4 koz of gold and 69 koz of silver from Ovacık processing plant. Our second processing plant at Mastra has been commissioned in 2009 and has been operating since March 2009. It is currently processing around 480,000-540,000 tonnes per year. In the twelve months of 2013 we produced 80.2 koz of gold and 41.2 koz of silver from Mastra processing plant. Our third processing plant, Kaymaz, started production in September 2011. In the twelve months of 2013 we produced 112.2 koz of gold and 68.3 koz of silver from Kaymaz processing plant. Our fourth processing plant Himmetdede started production in 4<sup>th</sup> quarter 2013 and 1.1 koz of gold has been produced. We produced 349,9 koz of gold in total in the twelve months of 2013, 3.5% higher than the 338,2 koz of gold in the twelve months of 2012.

The increase in gold production in 2013 resulted principally from the fact that the average processed gold grade at Ovacık processing plant has risen (2013-12m: 5.80 g/t, 2012-12m: 4.67 g/t) and the tonnes crushed at Kaymaz processing plant (2013-12m: 579,790 t, 2012-12m: 482,558 t) have risen due to capacity increase. Also, Himmetdede process plant has started production in 4Q 2013.

## Revenues

Our revenues for the twelve months of 2013, TL 929.4 million, is 10.9% lower than the TL 1,043.1 million for the twelve months of 2012. We sold 346.132 ounces of gold in the twelve months of 2013 compared to 345.268 ounces of gold in the twelve months of 2012, a 0.3% increase. Revenues have decreased because of the declined gold prices. The average realized price per ounce for gold sold was TL 2,662.74 (\$1,395.00) in the twelve months of 2013 compared to TL 2,990.84 (\$1,668.31) in the twelve months of 2012. Furthermore, there is 3,8 koz of gold available for sale in our stock as of 31 December 2013.

## Cost of sales

Our cost of sales increased by TL 94.61 million or 35.4% to TL 361.69 million from TL 267.08 million in the twelve months of 2013. Royalty costs and state mining rights increased by TL 1.5 million, to TL 18.2 million in the twelve months of 2013 from TL 16.7 million in the twelve months of 2012. The royalty costs increased because of rising production in 2013. Staff costs increased by TL 10.0 million, or 29.1 % to TL 44.5 million in the twelve months of 2013 from TL 34.5 million in the twelve months of 2012. This increase was mainly attributable to additional employees hired by us to Himmetdede which is newly being developed, to additional employees for Çoraklıktepe and Söğüt in connection with the commencement of operations at our open pits, to more workers hired for Kaymaz and Çukuralan mines because of the increased production and to a lesser extent an overall increase in wages which was generally in line with inflation. Direct material costs increased by TL 3.4 million, or 9.1 % to TL 41.5 million in the twelve months of 2013 from TL 38.1 million in the twelve months of 2012. Maintenance costs increased by TL 0.8 million, or 3.5 % to TL 25.2 million in the twelve months of 2013 from TL 24.4 million in the twelve months of 2012. Utilities increased by TL 5.0 million, or 27.6 % to TL 23.2 million in the twelve months of 2013 from TL 18.2 million in the twelve months of 2012. Increases in energy expenditures has been mainly due to the escalating unit prices of energy in 2013. Subcontractor costs increased by 7.8 million TL, or 16.5% to TL 55.2 million in the twelve months of 2013 from TL 47.4 million in the twelve months of 2012.

Cash cost was 973 TL (US \$511) per ounce in the twelve months of 2013, and 815 TL (US \$455) per ounce in the twelve months of 2012. The reason of this increase is mainly because of the rising of cost elements due to inflation and the temporary production decrease according to the lower processed gold grade in Mastra.

## Selling and Marketing Costs

Our selling and marketing costs decreased by TL 0.1 million or 3.0% to TL 2.0 million from TL 2.1 million in the twelve months of 2012.

## General Administrative Expenses

Our general administrative expenses increased by TL 10.4 million, or 17.0% to TL 71.9 million in the twelve months of 2013 from TL 61.5 million in the twelve months of 2012. Our personnel costs increased by TL 5.2 million, or 23.8 % to TL 27.3 million in the twelve months of 2013 from TL 22.1 million in the twelve months of 2012.

These increases are mainly because of the expanding production facilities throughout the Turkey and escalating personnel and other cost elements.

### Exploration Costs

Exploration costs decreased by TL 6.1 million, or 23.1 % to TL 20.4 million in the twelve months of 2013 from TL 26.6 million in the twelve months of 2012.

### Net Profit for the Period

As a result of the foregoing, our net profit for the twelve months of 2013 decreased by TL 120.1 million, or 19.0% to TL 498.0 million from TL 618.1 million in the twelve months of 2012. Our profit margin for the twelve months of 2013 decreased to 53.6% from 59.3% in the twelve months of 2012. This is mainly because of the gold price decrease in 2013. (2013 12m: \$1,395.00/oz –2012 12m: \$1,668.31/oz)

### Capital Expenditures

We primarily incur capital expenditures to build new mines and processing plants, expand, upgrade and improve existing mines, processing plants, and related infrastructure, purchase mining and processing equipment to replace aged, inefficient, or obsolete machines and explore our licence areas for new resources. Furthermore, during 2012 we have performed land acquisitions related to Himmetdede project that we finished construction at 4<sup>th</sup> quarter of 2013. Our mining and non-mining capital expenditures for the twelve months of 2013 are as below with comparison the twelve months of 2012. Because construction works and machine and equipment purchases has started in Himmetdede, there is an overall increase in the capital expenditures in 2013.

| Thousands of TRY | 2013 – 12m     | 2012 – 12m     |
|------------------|----------------|----------------|
| Ovacık           | 9,656          | 11,960         |
| Mastra           | 54,971         | 36,499         |
| Kaymaz           | 41,146         | 8,885          |
| Çukuralan        | 41,870         | 36,920         |
| Himmetdede       | 201,288        | 23,146         |
| Söğüt            | 7,695          | 11,873         |
| Other            | 10,240         | 6,104          |
| <b>Total</b>     | <b>366,866</b> | <b>135,387</b> |

### Cash flow

Net cash generated from operating activities increased by TL 13.2 million or 1.4% to TL 940.7 million for the twelve months ended 31 December 2013 from TL 927.5 million for the twelve months ended 31 December 2012. Earnings before tax decreased by TL 230.1 million mainly because of decreasing gold prices in the twelve month period of 2013. Our corporate tax for the twelve months of 2013 has decreased to 30.4 M TL from 121.6 M TL due to the lower revenue in the twelve months of 2013 and from benefited investment incentives. The decrease resulted from the low level of gold prices. (Average gold price for the twelve months of 2013 was TL 2,662.74 (\$1,395.00); average gold price for the twelve months of 2012 was TL 2,990.84 (\$1,668.31) Currently, we are financing our capital expenditures from cash that we are generating from operations.

| RATIOS                    | 31 December 2013 | 31 December 2012 |
|---------------------------|------------------|------------------|
| Net Sales                 | 929,414          | 1,043,145        |
| EBIT                      | 446,570          | 677,366          |
| EBITDA                    | 558,166          | 745,024          |
| Net profit                | 497,973          | 618,102          |
| EBITDA Margin             | 60.1%            | 71.4%            |
| Liquidity Ratios          |                  |                  |
| Current Ratio             | 12.7             | 11.9             |
| Quick Ratio               | 11.4             | 11.0             |
| Cash ratio                | 10.8             | 10.7             |
| Financial Leverage Ratios |                  |                  |
| Debt Ratio                | 0.1              | 0.1              |
| Debt-to-Equity Ratio      | 0.1              | 0.1              |
| Profitability Ratios      |                  |                  |
| Return On Equity          | 0.3              | 0.5              |
| Return On Assets          | 0.3              | 0.4              |
| EBIT/Sales                | 0.5              | 0.6              |
| Net profit/Sales          | 0.5              | 0.6              |

### Investment Policy

Exploration activities of the Company consist of exploring new gold and silver deposits, calculating resources by sampling and modelling; and directing the pre-production process for the areas that are economically feasible. Company's exploration team is continuously exploring the potential areas. In case of any positive result, the Company applies for an exploration licence, and the exploration team is sampling and modelling the licenced area. All the samples taken are analyzed by the Company and by the international consultants for resource calculation. If any economically feasible resource deposit is explored, the production is planned by a construction of a new process plant or by processing the ore in the nearest hub.



## Dividend Policy

Our company firstly aims to grow in present areas of production and operational facilities, to make strategic investments in new gold fields and to weigh on exploration activities within current exploration licenses. Within this framework, our Company has been targeting to meet all these investments by cash inflow derived from production areas

Within the framework of strategically targets, growth trend, investment policies, profitability and cash status and the provisions of Turkish Trade Act, Capital Market Regulations, Taxation Regulation and relevant clause of our principal contract related to the distribution of profit, Our Company will pay the dividend in the form of cash and/or unpaid shares in minimum proportion of it as basically specified by the Capital Market Board. The dividend, which will be distributed in pursuant to the decision to be taken at General Board meeting may be paid in full or in the form of unpaid shares or be determined to be as partially in cash and unpaid shares.

It is always possible for the Board of Directors to decide proportion of profit distribution to be above the minimum ratio and submit this to the General Board for the approval.

Payments of dividend will be effected within the legal period based on the articles of associations and the decisions taken at the General Board Meeting.

## Financial Risk Management

### Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and cash equivalents, the availability of funding through an adequate amount of committed credit facilities and the ability to close out market positions. Due to the dynamic nature of the underlying businesses, existing and prospective debt requirements, the Group treasury aims to maintain flexibility in funding by keeping committed credit lines available. The ability to fund the existing and prospective debt requirements is managed by maintaining the availability of adequate committed funding lines from high quality lenders.

In addition, the Group's liquidity management policy involves projecting cash flows, considering the level of liquid asset, monitoring balance sheet liquidity ratios against the budgets, maintaining debt financing plans. Cash flow forecasting is performed for each operating mines and aggregated by the Group treasury and finance. Such forecasting takes into consideration the Group's financing plans.

#### Foreign exchange risk

As the Group's trade receivables are mainly denominated in USD, foreign exchange risk arises when future commercial transactions or recognised assets or liabilities are denominated in a currency that is not the Group's functional currency. The price in global gold market predominately is USD which also exposes the Group to the foreign exchange risk. The Group is exposed to foreign exchange risk through the impact of rate changes on translation into TL of foreign currency denominated assets and liabilities. These risks are monitored by analysis of the foreign currency position.

#### Price risk

The main operational risk is derived from gold price risk. Gold price risk arises from the risk of an adverse effect on current or future earnings resulting from fluctuations in the price of gold. The profitability of the Group's operations, and the cash flows generated by those operations, are affected by changes in the market price of gold, such that a fall in the price of gold relative to the Group's operating cost of production for any period may lead to a decrease in operational profitability of the Group. The Group does not anticipate that prices in global gold markets will decrease significantly in the foreseeable future, and therefore, has not entered into derivative or other contracts to manage the risk of a decline in prices in global gold markets. Furthermore, the Group reviews its outlook for the market prices regularly in considering need for active financial risk management. This risk is closely monitored by analysis of the prices in global gold markets.

#### Interest rate risk

Borrowings issued at variable rates and other interest bearing liabilities expose the Group to cash flow interest rate risk which is partially offset by interest bearing assets. The interest rate risk is partially managed through the balancing of assets and liabilities that are responsive to the fluctuations in interest rates.

#### Credit risk

Credit risk arises from cash and cash equivalents, deposits in banks and financial institutions, as well as credit exposures to customers, including outstanding receivables and committed transactions. Risk control assesses the credit quality of the customer, taking into account its financial position, past experience and other factors. As the Group sells the doros to only refineries, one in Turkey other in Europe, with a maturity of less than one month, the credit risk for the Group is very low. The Group management, in line with the past experiences, there were never defaults or delays in payments, thus, believes that the credit risk is well managed and monitored effectively and credit risk is limited to carrying amounts of the financial assets.

## Personnel

Personnel details are below:

| Location                | 2011         | 2012         | 2013         |
|-------------------------|--------------|--------------|--------------|
| Ovacık Exploration      | 46           | 78           | 60           |
| Ovacık Production       | 116          | 106          | 101          |
| Ovacık Other            | 169          | 176          | 184          |
| Head Office             | 106          | 130          | 130          |
| Mastra Mine Geology     | 22           | 25           | 15           |
| Mastra Production       | 136          | 144          | 172          |
| Mastra Other            | 119          | 128          | 105          |
| Kaymaz Mine Geology     | 17           | 16           | 29           |
| Kaymaz Production       | 40           | 50           | 57           |
| Kaymaz Other            | 84           | 110          | 126          |
| Cukuralan Mine Geology  | 18           | 18           | 21           |
| Cukuralan Production    | 79           | 83           | 81           |
| Cukuralan Other         | 72           | 90           | 98           |
| Himmetdede Mine Geology | -            | -            | 15           |
| Himmetdede Production   | -            | -            | 108          |
| Himmetdede Other        | -            | -            | 45           |
| Söğüt                   | -            | -            | 22           |
| Çoraklitepe             | -            | -            | 26           |
| <b>TOTAL</b>            | <b>1.024</b> | <b>1.154</b> | <b>1.395</b> |

## Incentives

The Province of Gumushane where Mastra Gold Mine is situated has been one of the provinces which are covered under Investment and Employment Incentive Act 5084. We also benefit from Employer incentive premium applied within the same Act.

For all our workplaces, we benefit 5% employer premium incentive based on the Act 5510.

Incentive certificates, by which we benefited from reduced corporate tax in the year 2013 are as follows:

At Çukuralan, as 10% of the investment has been completed as at 31.12.2010 for investment granted with Incentive Certificate, contribution rate to investment is 20% and corporate tax reduction rate is 50%. For the first incentive certificate, the investment completion visa was arranged at 12.02.2014 for the purchases that had been made to the date of 27.06.2013.

A new certificate application has been made, which comprises both Ovacık and Çukuralan purchases that will be made beginning from 28.06.2013, and the certificate was granted at 24.07.2013. Because 10% of the certificate has been spent by the end of 2013, application will be made for a visa of start of investment to the Ministry of Economy. Corporate tax reduction rate will be %80 and contribution rate to investment will be 40%.

In relation with the first investment visa at Kaymaz, benefiting from support for employer's share of insurance premium for 168 persons started.

For the second certificate issued as the result of capacity increase at Kaymaz, application has been made, which comprises all investments beginning from 13.08.2012, and certificate was granted at 25.12.2012. Because 10% of investment was spent by the end of 2013, application for a visa of start of investment will be made to the Ministry of Economy. As 10% of the investment has been completed as at 31.12.2013, contribution rate to investment will be 40% and corporate tax reduction rate will be 80%.

For Himmetdede project, Certificate of Incentive has been granted at 17.12.2013, which comprises all investments that have been made beginning from the date of 29.03.2013. Because Himmetdede is being classified as a strategic investment, we will be benefiting from following supports without the need of visa for start of investment as in other certificates. The corporate tax reduction rate will be 90% and contribution rate to investment will be 50%.

In addition to the above mentioned incentive certificates, the Company has been working on the new incentive certificates within "Decree on Investment Grants by State" which came into force on 15 December 2012 by decree of the Cabinet of Ministers no: 2012/3305.

### Events after date of Balance Sheet

The mining activities at the Company's Cukuralan (Izmir) Operations halted on 31 December 2013 by the Special Administration of the Province of Izmir on the grounds of holding no "Environment Permit or Environment Permit and Licence Certificate" have resumed on 10 January 2014 by the decision of Izmir 4th Administrative Court of Izmir, ordering stay of execution.

Company has taken decision on 28 January 2014 to stop activities of Mastra (Gumushane) plant as at the end of February 2014.

### Changes in the Articles of Association

The Company's Board of Directors has taken a decision at their meeting held on 18.03.2013 to make following amendments on the articles of association

- Article 3 titled "Purpose and Scope", Article 4 titled "Head Office and Branches of Company", Article 6 titled "Capital and Type of Shares", Article 7.2 titled "Corporate Management Committee", Article 10 titled "Auditors and Duties thereof", Article 11 titled "General Assembly", Article 12 titled "Attendance of a Government Commissioner at Meeting", Article 13 titled "Announcement", Article 14 titled "Accounting Period", Article 15 titled "Determining and Distributing of Profit", Article 16 titled "Reserve Fund", Article 17 titled "Termination and Dissolution Company"

**BALANCE SHEETS****AT 31 DECEMBER 2013, 2012 and 2011**

(Amounts are expressed in thousands of Turkish Lira ("TL") unless otherwise indicated)

|  | 31 December<br>2013 | Restated (*)<br>31 December<br>2012 | Restated (*)<br>31 December<br>2011 |
|--|---------------------|-------------------------------------|-------------------------------------|
| <b>ASSETS</b>                                |                     |                                     |                                     |
| <b>Current Assets</b>                        | <b>1.111.896</b>    | <b>1.037.849</b>                    | <b>670.280</b>                      |
| Cash and Cash Equivalents                    | 940.727             | 927.526                             | 579.356                             |
| Trade Receivables                            | 306                 | 646                                 | 10.151                              |
| - Trade Receivables From Related Parties     | 63                  | 433                                 | 5.800                               |
| - Trade Receivables From Non-Related Parties | 243                 | 213                                 | 4.351                               |
| Other Receivables                            | 41.660              | 17.375                              | 13.230                              |
| - Other Receivables From Related Parties     | 3                   | -                                   | 77                                  |
| - Other Receivables From Non-Related Parties | 41.657              | 17.375                              | 13.153                              |
| Inventories                                  | 117.403             | 81.970                              | 59.166                              |
| Prepaid Expenses                             | 8.128               | 6.614                               | 5.404                               |
| Other Current Assets                         | 3.672               | 3.718                               | 2.973                               |
| <b>Non-Current Assets</b>                    | <b>741.374</b>      | <b>487.587</b>                      | <b>381.936</b>                      |
| Investment Properties                        | 20.083              | 10.630                              | -                                   |
| Property, Plant and Equipment                | 609.331             | 391.420                             | 350.609                             |
| Intangible Assets                            | 15.390              | 15.417                              | 14.784                              |
| - Goodwill                                   | 14.017              | 14.017                              | 14.017                              |
| - Other Intangible Assets                    | 1.373               | 1.400                               | 767                                 |
| Prepaid Expenses                             | 91.037              | 69.878                              | 3.895                               |
| Deferred Tax Assets                          | 5.039               | -                                   | 12.337                              |
| Other Non-Current Assets                     | 494                 | 242                                 | 311                                 |
| <b>TOTAL ASSETS</b>                          | <b>1.853.270</b>    | <b>1.525.436</b>                    | <b>1.052.216</b>                    |



**BALANCE SHEETS****AT 31 DECEMBER 2013, 2012 and 2011**

(Amounts are expressed in thousands of Turkish Lira ("TL") unless otherwise indicated)

|   | 31 December<br>2013 | Restated (*)<br>31 December<br>2012 | Restated (*)<br>31 December<br>2011 |
|---|---------------------|-------------------------------------|-------------------------------------|
| <b>LIABILITIES</b>  |                     |                                     |                                     |
| <b>Current Liabilities</b>  | <b>87.317</b>       | <b>86.919</b>                       | <b>130.028</b>                      |
| Short term portion of long term financial liabilities                               | 0                   | 6.905                               | 18.143                              |
| Trade Payables  | 46.854              | 33.099                              | 32.220                              |
| - Trade Payables to Related Parties   | 4.591               | 6.648                               | 283                                 |
| - Trade Payables to Other Parties   | 42.263              | 26.451                              | 31.937                              |
| Employee Benefit Obligations  | 2.567               | 2.155                               | 2.968                               |
| Other Payables  | 14.752              | 10                                  | 235                                 |
| - Other Payables to Related Parties   | 14.752              | 10                                  | 235                                 |
| Current Income Tax Liabilities  | -                   | 20.746                              | 39.808                              |
| Provisions  | 19.194              | 20.957                              | 31.949                              |
| - Provisions due to employee benefits   | 2.313               | 1.825                               | 1.721                               |
| - Other provisions  | 16.881              | 19.132                              | 30.228                              |
| Other Current Liabilities   | 3.950               | 3.047                               | 4.705                               |
| <b>Non-Current Liabilities</b>  | <b>72.666</b>       | <b>73.148</b>                       | <b>63.174</b>                       |
| Long-term Liabilities   | -                   | -                                   | 7.265                               |
| Other Payables  | 11.738              | 24.543                              | 25.127                              |
| - Other Payables to Related Parties   | -                   | 14.738                              | 14.738                              |
| - Other Payables to Related Parties   | 11.738              | 9.805                               | 10.389                              |
| Long-term Provisions  | 60.928              | 47.857                              | 30.782                              |
| - Long term provisions for employee benefits  | 2.725               | 2.755                               | 2.370                               |
| - Other provisions  | 58.203              | 45.102                              | 28.412                              |
| Deferred Tax Liability  | -                   | 748                                 | -                                   |
| <b>TOTAL LIABILITIES</b>  | <b>159.983</b>      | <b>160.067</b>                      | <b>193.202</b>                      |
| <b>EQUITY</b>   | <b>1.693.287</b>    | <b>1.365.369</b>                    | <b>859.014</b>                      |
| Paid-in Share capital   | 152.500             | 152.500                             | 152.500                             |
| Inflation Adjustment to Share Capital   | 3.579               | 3.579                               | 3.579                               |
| Other comprehensive income/expense not to be reclassified to profit or loss         | (646)               | (390)                               | (213)                               |
| - Actuarial Loss On Defined Benefit Plans   | (646)               | (390)                               | (213)                               |
| Legal Reserves  | 89.264              | 73.044                              | 57.923                              |
| Effect of gain of shares between the Acquisition of Businesses Under Common Control | -                   | -                                   | (3.647)                             |
| Retained earnings   | 950.617             | 518.534                             | 198.603                             |
| Net Period Income   | 497.973             | 618.102                             | 450.269                             |
| <b>TOTAL LIABILITIES AND EQUITY</b>   | <b>1.853.270</b>    | <b>1.525.436</b>                    | <b>1.052.216</b>                    |

**STATEMENTS OF COMPREHENSIVE INCOME**  
**FOR THE PERIODS ENDED 31 DECEMBER 2013 AND 31 DECEMBER 2012**

(Amounts are expressed in thousands of Turkish Lira ("TL") unless otherwise indicated)

|   | 1 January -<br>31 December 2013 | Restated (*)<br>1 January -<br>31 December 2012 |
|---|---------------------------------|---|
| Revenue   | 929.414                         | 1.043.145                                       |
| Cost of Sales   | (361.688)                       | (267.079)                                       |
| <b>Gross Profit</b>   | <b>567.726</b>                  | <b>776.066</b>                                  |
| General Administrative Expenses   | (71.908)                        | (61.461)  |
| Exploration Costs   | (20.446)                        | (26.582)  |
| Selling and Marketing Costs   | (2.070)                         | (2.134)   |
| Other Operating Income  | 18.798                          | 11.793  |
| Other Operating Expense   | (45.530)                        | (20.316)  |
| <b>Operating Profit</b>   | <b>446.570</b>                  | <b>677.366</b>                                  |
| Income from Investment Activities   | 70.914                          | 74.807  |
| <b>Operating Profit before Financial Income</b>   | <b>517.484</b>                  | <b>752.173</b>                                  |
| Financial Income  | 8.498                           | 15.746  |
| Financial Expenses  | (3.348)                         | (15.164)  |
| <b>Profit Before Taxation On Income from Continuing Operations</b>                                      | <b>522.634</b>                  | <b>752.755</b>                                  |
| Taxation on Income from Continuing Operations   | (24.661)                        | (134.653)                                       |
| - Income Tax Expense  | (30.448)                        | (121.568)                                       |
| - Deferred Tax Income   | 5.787                           | (13.085)  |
| <b>Net Income for the Period From Continuing Operations</b>   | <b>497.973</b>                  | <b>618.102</b>                                  |
| Discontinued Operations   | -                               | -   |
| Net Profit after tax from discontinued operations   |                                 |   |
| <b>Net Income for the Period</b>  | <b>497.973</b>                  | <b>618.102</b>                                  |
| <b>Other Comprehensive Income / (Loss)</b>  |                                 |   |
| <b>Items not to be reclassified to profit or loss in subsequent periods</b>                             | <b>(256)</b>                    | <b>(177)</b>                                    |
| Actuarial Loss On Defined Benefit Plans   | (320)                           | (221)   |
| Tax effect of other comprehensive income not to be reclassified to profit or loss in subsequent periods | 64                              | 44  |
| - Deferred Tax Effect   | 64                              | 44  |
| <b>Other Comprehensive Income / (Loss)</b>  | <b>(256)</b>                    | <b>(177)</b>                                    |
| <b>Total Comprehensive Income</b>   | <b>497.717</b>                  | <b>617.925</b>                                  |
| <b>Earnings Per Share</b>   | <b>3,2654</b>                   | <b>4,0531</b>                                   |

## STATEMENTS OF CASH FLOWS

### FOR THE PERIODS ENDED 31 DECEMBER 2013 AND 31 DECEMBER 2012

(Amounts are expressed in thousands of Turkish Lira ("TL") unless otherwise indicated)

|  |                                 | Restated (*)                    |
|--|---------------------------------|---------------------------------|
|  | 1 January -<br>31 December 2013 | 1 January -<br>31 December 2012 |
| <b>Cash flows from operating activities:</b>   |                                 |                                 |
| Profit for the period  | 497.973                         | 618.102                         |
| <b>Adjustments to reconcile period profit to net cash generated from operating activities:</b>                     |                                 |                                 |
| Depreciation and amortisation  | 139.015                         | 80.695                          |
| Interest and other financial income  | (69.982)                        | (73.589)                        |
| Interest and other financial expenses  | 398                             | 844                             |
| Provision for employee termination benefit   | 889                             | 3.684                           |
| Provision for royalty and state mining right   | 15.293                          | 18.444                          |
| Exploration costs  | 20.446                          | 26.582                          |
| Provision for employment benefits  | 488                             | 104                             |
| Provision for environmental rehabilitation, reclamation of mining areas and mine closure                           | 5.946                           | (2.792)                         |
| Gain from sales of property, plant and equipment and intangible assets - net                                       | (1.215)                         | (1.417)                         |
| Adjustments to tax expense   | 24.661                          | 134.653                         |
| Taxes paid   | (51.193)                        | (140.630)                       |
| Unrealized foreign exchange expenses   | 1.892                           | (2.798)                         |
| <b>Changes in working capital</b>  |                                 |                                 |
| Increase in inventories  | (35.433)                        | (22.804)                        |
| Decrease in due from the related parties- trade receivables  | 370                             | 5.367                           |
| Increase in other receivables, assets and prepaid expenses   | (26.405)                        | (3.968)                         |
| Increase /(decrease) in trade receivables  | (30)                            | 681                             |
| Increase /(decrease) in trade payables   | 17.498                          | (5.484)                         |
| Increase /(decrease) in due to the related parties- trade receivables  | (2.057)                         | 6.365                           |
| Increase in other short and long term liabilities  | (17.801)                        | (19.966)                        |
| Payment for rehabilitation activities  | (1.487)                         | (759)                           |
| Payment for exploration activities   | (22.132)                        | (26.134)                        |
| Employment benefits paid   | (919)                           | (3.299)                         |
| Foreign exchange (losses)/gains on cash and cash equivalents   | 12.663                          | 3.584                           |
| <b>Net cash generated from operating activities</b>  | <b>508.878</b>                  | <b>595.465</b>                  |
| <b>Cash flows from investing activities:</b>   |                                 |                                 |
| Interest received  | 70.635                          | 71.380                          |
| Purchases of property, plant and equipment and order advances given  | (378.150)                       | (192.528)                       |
| Proceeds from sales of property, plant and equipment and intangibles   | 1.605                           | 3.541                           |
| Proceeds from the related parties - non-trade receivables  | -                               | 77                              |
| <b>Net cash used in investing activities</b>   | <b>(305.910)</b>                | <b>(117.530)</b>                |
| <b>Cash flows from financing activities:</b>   |                                 |                                 |
| Redemption of bank borrowings  | (6.859)                         | (13.660)                        |
| Interest paid  | (447)                           | (951)                           |
| Dividends paid   | (169.799)                       | (111.570)                       |
| <b>Net cash used in financing activities</b>   | <b>(177.105)</b>                | <b>(126.181)</b>                |
| <b>Net (decrease)/ increase in cash and cash equivalents before the effect of change in foreign currency rates</b> | <b>25.863</b>                   | <b>351.754</b>                  |
| <b>Effect of change in foreign currency rates on cash and cash equivalents</b>                                     | <b>(12.662)</b>                 | <b>(3.584)</b>                  |
| <b>Net (decrease) / increase in cash and cash equivalents</b>  | <b>13.201</b>                   | <b>348.170</b>                  |
| <b>Cash and cash equivalents at the beginning of the period</b>  | <b>927.526</b>                  | <b>579.356</b>                  |
| <b>Cash and cash equivalents at the end of the period</b>  | <b>940.727</b>                  | <b>927.526</b>                  |

**STATEMENTS OF CHANGES IN EQUITY  
FOR THE PERIODS ENDED 31 DECEMBER 2013 AND 31 DECEMBER 2012**

(Amounts are expressed in thousands of Turkish Lira ("TL") unless otherwise indicated)

|  | Paid-in<br>Share<br>Capital | Adjustment<br>to Share<br>Capital | Other Comprehensive<br>income items not to be<br>reclassified to profit or<br>loss | Effect of sale of<br>shares between the<br>Acquisition of<br>Businesses Under<br>Common Control | Restricted<br>reserves<br>allocated from<br>profits | Retained earnings<br>(Accumulated<br>losses)<br>/Retained<br>earnings | Net Period<br>Income | Total<br>Equity  |
|--|-----------------------------|-----------------------------------|--|---|---|---|----------------------|------------------|
| <b>1 January 2012 - as previously reported</b> | <b>152.500</b>              | <b>3.579</b>                      | -  | (3.647)   | <b>57.923</b>                                       | <b>198.603</b>  | <b>460.494</b>       | <b>869.452</b>   |
| Changes in accounting policies                 | -                           | -                                 | (213)  | -   | -   | -   | (10.225)             | (10.438)         |
| <b>1 January 2012 - as restated</b>            | <b>152.500</b>              | <b>3.579</b>                      | <b>(213)</b>   | <b>(3.647)</b>  | <b>57.923</b>                                       | <b>198.603</b>  | <b>450.269</b>       | <b>859.014</b>   |
| Transfers                                      | -                           | -                                 | -  | -   | -   | 450.269   | (450.269)            | -                |
| Separation of Restricted Legal Reserve         | -                           | -                                 | -  | -   | 15.121  | (15.121)  | -                    | -                |
| Legal Merge                                    | -                           | -                                 | -  | 3.647   | -   | (3.647)   | -                    | -                |
| Dividend Payment                               | -                           | -                                 | -  | -   | -   | (111.570)   | -                    | (111.570)        |
| Total Comprehensive Income                     | -                           | -                                 | (177)  | -   | -   | -   | 618.102              | 617.925          |
| <b>31 December 2012</b>                        | <b>152.500</b>              | <b>3.579</b>                      | <b>(390)</b>   | <b>-</b>  | <b>73.044</b>                                       | <b>518.534</b>  | <b>618.102</b>       | <b>1.365.369</b> |
| <b>1 January 2013 - as previously reported</b> | <b>152.500</b>              | <b>3.579</b>                      | -  | -   | <b>73.044</b>                                       | <b>528.759</b>  | <b>642.124</b>       | <b>1.400.006</b> |
| Changes in accounting policies                 | -                           | -                                 | (390)  | -   | -   | (10.225)  | (24.022)             | (34.637)         |
| <b>1 January 2013</b>                          | <b>152.500</b>              | <b>3.579</b>                      | <b>(390)</b>   | <b>-</b>  | <b>73.044</b>                                       | <b>518.534</b>  | <b>618.102</b>       | <b>1.365.369</b> |
| Transfers                                      | -                           | -                                 | -  | -   | -   | 618.102   | (618.102)            | -                |
| Separation of Restricted Legal Reserve         | -                           | -                                 | -  | -   | 16.220  | (16.220)  | -                    | -                |
| Dividend Payment                               | -                           | -                                 | -  | -   | -   | (169.799)   | -                    | (169.799)        |
| Total Comprehensive Income                     | -                           | -                                 | (256)  | -   | -   | -   | 497.973              | 497.717          |
| <b>31 December 2013</b>                        | <b>152.500</b>              | <b>3.579</b>                      | <b>(646)</b>   | <b>-</b>  | <b>89.264</b>                                       | <b>950.617</b>  | <b>497.973</b>       | <b>1.693.287</b> |

# Operational Review

- 338 koz gold production in the twelve months of 2012, 350 koz gold production in the twelve months of 2013.

We currently own six operating mines: an Underground mine at Ovacık, a mine at Mastra where we utilise both underground and open pit mining methods, a mine at Çukuralan where we utilise both underground and open pit mining methods and an open pit mine in Kaymaz. Open pit production at Söğüt and Çoraklıktepe mines has been started in the first quarter of 2013. The ore from Çoraklıktepe open pit has been transferring to Ovacık and Mastra process plants. The first party of this ore was processed in May 2013 in Ovacık. Himmetdede project construction has started in 4<sup>th</sup> quarter of 2012. After completion of phase 1 leach pad and ADR plant, test production has commenced and first gold was poured on 19th November 2013 at Himmetdede mine. Himmetdede crushing circuit construction is expected to be finished on 2nd quarter 2014. Our mining operations at Küçükdere, an open pit mine located 80 km from the Ovacık Mine, completed in March 2010. Rehabilitation works has been completed and the area has been returned to Ministry of Forestry.

We have feasibility stage projects, Mollakara, located near Ağrı in the north-east of Turkey and projects in the middle of Turkey. In addition to this, and within our own properties, we have 15 projects ranging from early developed to exploration stages with resources estimates have been completed. We are currently focused on developing our resources in the exploration areas at Ovacık, Mastra, Kaymaz, Çukuralan, Himmetdede, Söğüt, and Diyadin.





## Mining Operations

### Ovacık

The Ovacık mine is located near Ovacık village in western Turkey, approximately 100 km north of İzmir. It is an underground complex. Material from the open pit operation was depleted in December 2007. The open pit has been partially backfilled and no further production is currently planned. The current underground ore reserves give operations at Ovacık an expected lifespan through the end of January 2018; however drilling is currently being undertaken with the aim of increasing the ore reserve at depth to extend the mine life.

The table below presents an overview of our mining operations at the Ovacık mine:

|                             | 2013 Jan-Dec | 2012 Jan-Dec |
|-----------------------------|--------------|--------------|
| Ore mined (t)               | 149,025      | 153,139      |
| Underground (t)             | 149,025      | 153,139      |
| Au average head grade (g/t) | 4.62         | 4.58         |
| Ag average head grade (g/t) | 3.90         | 3.82         |

The table below presents an overview of our processing operations at Ovacık (including processing ore from Çukuralan and Çoraklıktepe):

|                     | 2013 Jan – Dec | 2012 Jan – Dec |
|---------------------|----------------|----------------|
| Ore milled (t)      | 879,411        | 876,185        |
| Recovery rate, Au % | 95.35%         | 94.86%         |
| Au Grade (g/t)      | 5.80           | 4.67           |
| Au poured (oz)      | 156,366        | 125,465        |
| Ag poured (oz)      | 69,051         | 51,159         |

The Ovacık processing plant is our regional processing hub for ore located in the Ovacık area. It is currently operating mainly on feed from the Çukuralan ore stockpile along with some materials from the Ovacık underground and Çoraklıktepe open pit. Ore production at Çukuralan project's open pit and underground site commenced in the last quarter of 2010 and in August 2011 respectively. Also, Çoraklıktepe ore has been processed at Ovacık mill since May 2013. As of 31 December 2013, 91,831 tonnes of Çoraklıktepe ore were transported to Ovacık.



## Mastra

Our mining operations at Mastra are located 80 km south of the Black Sea, in northeastern Turkey. Mastra comprises both open pit and underground mining operations. Mining operations at the Mastra main open pit was completed in December 2011. New open pit activities have been started in 2012. In 2012, second underground mining operation started with an underground contractor. As of 31 December 2013, 145,865 tonnes of Çoraklitepe ore were transported to Mastra.

The table below presents an overview of our mining operations at the Mastra mine:

|                             | 2013<br>Jan-Dec | 2012<br>Jan-Dec |
|-----------------------------|-----------------|-----------------|
| Ore mined (t)               | 412,404         | 287,102         |
| Open pit (t)                | 80,585          | 89,003          |
| Underground (t)             | 331,819         | 198,099         |
| Au average head grade (g/t) | 6.13            | 6.77            |
| Ag average head grade (g/t) | 5.78            | 6.55            |

The table below presents an overview of our processing operations at Mastra:

|                     | 2013<br>Jan-Dec | 2012<br>Jan-Dec |
|---------------------|-----------------|-----------------|
| Ore milled (t)      | 512,755         | 519,340         |
| Recovery rate, Au % | 93.39%          | 93.80%          |
| Au Grade (g/t)      | 5.30            | 6.62            |
| Au poured (oz)      | 80,177          | 106,638         |
| Ag poured (oz)      | 41,173          | 28,719          |

Plant throughput is currently around 40,000-45,000 tpm.



## Çukuralan

Çukuralan is in the Ovacık area and is located approximately 40km northwest of the Ovacık mine. This exploration property is low sulfidation, epithermal gold vein system. Since 2005, we performed extensive work on the project, including detailed mapping, stream sediment and soil sampling, resulting in identification of a vein system. Open pit mining ore at Çukuralan started in last quarter of 2010. Underground activities started on February 2011 and ore production began on August 2011. The ore is transported 40 km on trucks to the Ovacık processing plant. The project Environmental Impact Assessment(EIA) report was issued in September 2009 and the relevant EIA affirmative certificate has been granted to begin deforestation of the pit area. We are following the Küçükdere model for grade control, contract mining and stockpile management.

|                             | 2013 Jan-Dec | 2012 Jan-Dec |
|-----------------------------|--------------|--------------|
| Ore mined (t)               | 647,995      | 753,813      |
| Open pit (t)                | 519,283      | 632,714      |
| Underground (t)             | 128,712      | 121,099      |
| Au average head grade (g/t) | 7.04         | 4.92         |
| Ag average head grade (g/t) | 4.23         | 2.71         |

We are transporting high grade and run-of-mine ores to the Ovacık processing plant based on demand and stockpiling surplus low grade material for processing at a later date. The current production schedule is based on a 50,000 tpm total mining rate with a stripping ratio of 13:1 (waste:ore). Also, 16,000 tpm production is planned from underground operations.

## Kaymaz

The Kaymaz project is located in north western Turkey, approximately 150 km from Ankara. The Kaymaz deposits comprise a number of different mineralisation styles, including manto-type mineralisation, quartz stock works, quartz veinlets and episodic brecciation adjacent to the granite dike. Open Pit mining at our Kaymaz Project started in March 2011. Kaymaz operation has 4 different open pit areas, that are Damdamca, Mainzone, Mermerlik and Kızılağıl. We have elected to use a processing plant flowsheet and design almost identical to those installed at Ovacık and Mastra. As of September 2013, capacity increase has been completed at Kaymaz process plant. After commissioning, full capacity production has been achieved end of year. Current capacity is 100 tph and increased from 50 tph. With the capacity increase, it is targeted to keep gold production at same level even if the average feed grade decreases.

The table below presents an overview of our mining operations at the Kaymaz mine:

|                             | 2013 Jan-Dec | 2012 Jan-Dec |
|-----------------------------|--------------|--------------|
| Ore mined (t)               | 668,129      | 521,657      |
| Open pit (t)                | 668,129      | 521,657      |
| Au average head grade (g/t) | 6.47         | 8.06         |
| Ag average head grade (g/t) | 5.81         | 6.58         |

The table below presents an overview of our processing operations at Kaymaz:

|                     | 2013<br>Jan-Dec | 2012<br>Jan-Dec |
|---------------------|-----------------|-----------------|
| Ore milled (t)      | 579,790         | 482,558         |
| Recovery rate, Au % | 84.96%          | 86.70%          |
| Au Grade (g/t)      | 7.14            | 7.99            |
| Au poured (oz)      | 112,189         | 106,078         |
| Ag poured (oz)      | 68,341          | 72,971          |

## Söğüt

About 70,000 tonnes of ore trial pit production will be done in Söğüt project in 2013. According to this plan, open pit trail production has started in March 2013 and completed in July 2013. The ore is being transferred to the Kaymaz site and was started to be processed at Kaymaz mill.

Tests works are ongoing for the main production of the Söğüt project.

The table below presents an overview of our mining operations at the Söğüt mine:

|                             | 2013 Jan-Dec | 2012 Jan-Dec |
|-----------------------------|--------------|--------------|
| Ore mined (t)               | 68,375       | -            |
| Open pit (t)                | 68,375       | -            |
| Au average head grade (g/t) | 5.00         | -            |
| Ag average head grade (g/t) | 1.36         | -            |

## Çoraklıktepe

Çoraklıktepe open pit production has started in March 2013. The ore is being transferred to the Ovacık and Mastra sites and started to be processed at the Ovacık and Mastra mills. As of 31 December 2013, 91,831 tonnes of ore were transported to Ovacık and 145,865 tonnes of ore were transported to the Mastra.

The table below presents an overview of our mining operations at the Çoraklıktepe mine:

|                             | 2013 Jan-Dec | 2012 Jan-Dec |
|-----------------------------|--------------|--------------|
| Ore mined (t)               | 341,176      | -            |
| Open pit (t)                | 341,176      | -            |
| Au average head grade (g/t) | 5.02         | -            |
| Ag average head grade (g/t) | 8.39         | -            |

## Construction Projects

### Himmetdede

The Himmetdede project was discovered by Koza. The property is identified as thrust related low sulfidation epithermal mineralization. Drilling works are underway for testing the proven areas which were found by geophysical methods carried on the region. All of the required technical performances and ensuring the permits have come to an end. Also, open pit production equipments have been ordered.

Operations for possible ore enrichment methods on gold extraction according to the deposit's tenor and mineralogy are still in progress. As in Mollakara project, Himmetdede project will also have a central processing plant to cover nearby deposits. In 2010, first phase operations of the rock mechanics for Himmetdede Project has been completed. Required metallurgical tests and process designing have been completed by McClelland company in USA. The pre-feasibility works of the Heap Leach facility has been completed by SRK, and final phase design studies are in progress. The EIA report has been granted in March 2012 and about 90% of the land acquisitions have been completed. As a result of the detailed prefeasibility performances, which were prepared by Koza and approved by SRK, Himmetdede reserve studies were completed in December 2012.

Process plant and leach pad constructions started in 4<sup>th</sup> quarter of 2012. After completion of phase 1 leach pad and ADR plant, test production has commenced and first gold was poured on 19th November 2013 at Himmetdede mine. Himmetdede crushing circuit construction is expected to be finished on 2nd quarter 2014.

Himmetdede ore deposit offers very suitable conditions in terms of its location, land conditions and logistic capabilities and other mining activities.

## Feasibility Projects

### Mollakara

The Mollakara Project is approximately 55 km southeast of Ağrı adjacent to the village of Mollakara and is located in Diyadin area in Eastern Anatolia. The Mollakara Project was held by Newmont between 2005 and 2008 but now it is fully held by Koza. Mineralisation at Mollakara is both structurally and lithologically controlled. This project is made up of two regions which are oxide and sulfate.

This is currently a focus for our exploration activities at Mollakara because there is a huge amount of expanding and improving potential of this site which is currently constituting most of our reserves. Even with the recent explorations, the ore quantity in the area is still not certain. That basically means the deposit may be suitable for expanding on every side. Exploration at Mollakara will include deeper drilling, additional mapping and resource modeling.

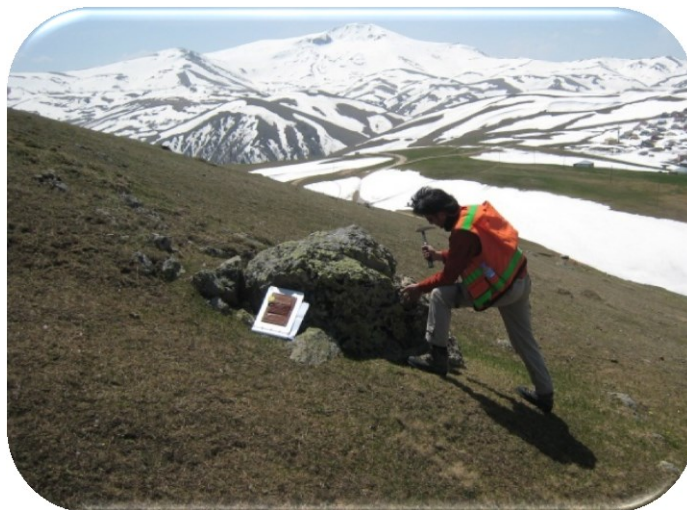
Depending on the grade and mineralogy of the deposit, heap leaching is likely to be used for gold extraction. We plan to set up heap leach facility at Mollakara to serve as a central processing plant for other nearby deposits as well. We have already started the works on Mollakara project including pre-feasibility. The works carried out by SGS and the first stage of rock mechanics were completed.

# Reserves and Resources

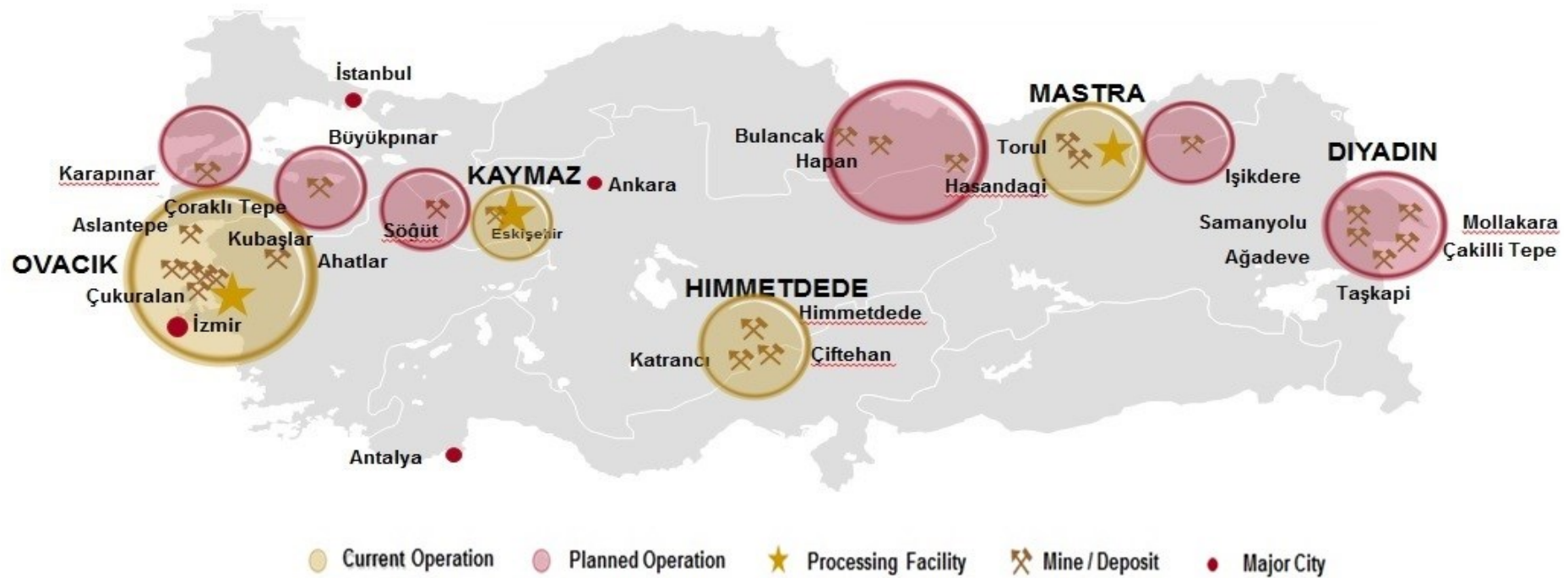
As 31 December 2013, we had 55 operating licences and 359 exploration licences throughout Turkey in the Aegean and Marmara regions, the Black Sea region and Central and Eastern Anatolia.

We have feasibility stage projects, Mollakara, located near Ağrı in the north-east of Turkey and projects in the middle of Turkey. In addition our properties also include 15 exploration projects in Turkey, ranging from early-stage to advanced exploration prospects with resource estimations completed in 2009. At most of our exploration prospects, mapping and sampling programmes are ongoing or completed and drilling and geophysical surveys have already commenced or are planned for 2013. Currently our exploration activities are focused on the expansion of resources surrounding our current and planned mining operations in Ovacık, Mastra and Kaymaz mine areas and in the Diyadin and Himmetdede exploration areas.

As a result of acquisitions and exploration activities, from our inception in March 2005 to 31 December 2013 our total gold resource base increased more than sixfold to 13,3 million ounces from 1,3 million ounces. Over the same period, our total reserve base increased to 3,5 million ounces from 0,4 million ounces, also benefiting from increasing gold prices. Almost half of the resources consist of inferred material. Therefore, Koza is planning to utilize 8 rigs during the year to continue exploration programme and to convert the inferred resources into the higher confidence categories of measured and indicated allowing economic assessments to be made on the resources.







- ☞ A Hub strategy = a central processing plant, surrounded by satellite mining operations
- ☞ A Hub strategy is central to Koza Gold achieving its production and resource objectives
  - Enables profitable acquisition and development of smaller, high-grade deposits, Significantly reduces capital costs
- ☞ Turkey remains largely untapped relative to regions with similar gold resource endowments
  - Combination of high-grade small deposits (e.g. epithermal veins) and lower grade large deposits (e.g. Porphyry)
- ☞ Koza Gold's local operating expertise is a distinct competitive advantage
  - The Ovacik Hub currently has one processing plant with two mining operations.
  - Our second processing plant is in operation at the Mastra Hub.
  - The third processing plant at Kaymaz started production on September 2011.
  - Construction of 4<sup>th</sup> processing plant Himmetdede was started in 4<sup>th</sup> quarter of 2012, and production will be commenced in 4<sup>th</sup> quarter of 2013.
  - 2 other potential areas for hubs have been identified – Diyadin, Hapan.
- ☞ Our current operations are supported by a significant pipeline of development and exploration projects
- ☞ Proven track record of discovering resources, with the intention of continuing to explore our large portfolio and advanced projects

## RESERVES

| 31 December 2013<br>Proven Reserve | Tonnage<br>kt | Grade<br>Au g/t | Ag g/t      | Ounces<br>(Au Toz) | (Ag Toz)   |
|------------------------------------|---------------|-----------------|-------------|--------------------|------------|
| Ovacık Underground                 | 424.9         | 4.64            | 3.04        | 63                 | 41         |
| Çukuralan Underground              | 4,182.2       | 4.73            | 1.56        | 636                | 210        |
| Open Pit                           | 2,336.9       | 4.96            | 1.60        | 373                | 120        |
| Mastra Underground                 | 232.4         | 4.97            | 3.73        | 37                 | 28         |
| Kaymaz                             | 1,005.4       | 3.83            | 4.91        | 124                | 159        |
| Ovacık Rom Stockpile               | 96.7          | 3.98            | 3.46        | 12                 | 11         |
| Kaymaz Rom Stockpile               | 327.1         | 5.07            | 4.65        | 53                 | 49         |
| Mastra Rom Stockpile               | 24.7          | 4.51            | 6.64        | 4                  | 5          |
| Çoraklık Rom Stockpile             | 154.7         | 2.93            | 5.29        | 15                 | 26         |
| Çukuralan Rom Stockpile            | 100.0         | 7.51            | 4.68        | 24                 | 15         |
| Ovacık Mill Emergency Stockpile    | 30.4          | 5.19            | 3.21        | 5                  | 3          |
| Kaymaz Mill Emergency Stockpile    | 21.0          | 7.19            | 2.50        | 5                  | 2          |
| Mastra Mill Emergency Stockpile    | 19.8          | 4.86            | 5.27        | 3                  | 3          |
| Himmetdede                         | 7,239.1       | 0.63            | 0.00        | 146                | 0          |
| Himmetdede Leach Pad               | 373.5         | 1.06            | 0.00        | 13                 | 0          |
| Himmetdede Rom Stockpile           | 21.0          | 1.31            | 0.00        | 1                  | 0          |
| Mollakara                          | 3,528.6       | 0.87            | 0.24        | 99                 | 27         |
| <b>Total Proven Reserve</b>        | <b>20,135</b> | <b>2.50</b>     | <b>1.09</b> | <b>1,616</b>       | <b>702</b> |

| 31 December 2013<br>Probable Reserve | Tonnage<br>kt | Grade<br>Au g/t | Ag g/t      | Ounces<br>(Au Toz) | (Ag Toz)     |
|--------------------------------------|---------------|-----------------|-------------|--------------------|--------------|
| Ovacık Underground                   | 111.7         | 3.23            | 1.47        | 12                 | 5            |
| Çukuralan Underground                | 3,549.3       | 4.31            | 1.06        | 492                | 121          |
| Open Pit                             | 714.7         | 5.44            | 1.69        | 125                | 39           |
| Mastra Underground                   | 138.8         | 4.64            | 4.94        | 21                 | 22           |
| Open Pit                             | 90.6          | 2.26            | 6.97        | 7                  | 20           |
| Kaymaz                               | 2,108.2       | 5.07            | 5.44        | 344                | 369          |
| Çoraklık Tepe                        | 86.4          | 5.59            | 9.40        | 16                 | 26           |
| Ovacık LG Stockpile                  | 149.7         | 1.39            | 1.49        | 7                  | 7            |
| Kaymaz LG Stockpile                  | 585.8         | 0.66            | 2.56        | 12                 | 48           |
| Mastra LG Stockpile                  | 265.8         | 1.14            | 3.12        | 10                 | 27           |
| Küçükdere LG Stockpile               | 389.1         | 1.36            | 6.28        | 17                 | 79           |
| Çukuralan LG Stockpile               | 502.0         | 0.84            | 1.16        | 14                 | 19           |
| Kubaslar                             | 926.8         | 2.31            | 14.53       | 69                 | 433          |
| Sogut                                | 111.2         | 2.29            | 1.11        | 8                  | 4            |
| Himmetdede                           | 18,475.4      | 0.72            | 0.00        | 425                | -            |
| Mollakara                            | 11,387.0      | 0.75            | 0.19        | 275                | 71           |
| Himmetdede North                     | 1,809.5       | 0.75            | 0.00        | 43                 | -            |
| <b>Total Probable Reserve</b>        | <b>41,402</b> | <b>1.42</b>     | <b>0.97</b> | <b>1,895</b>       | <b>1,290</b> |

|  |               |             |             |              |              |
|--|---------------|-------------|-------------|--------------|--------------|
| <b>Total Proven and Probable Reserve</b> | <b>61,537</b> | <b>1.77</b> | <b>1.01</b> | <b>3,511</b> | <b>1,992</b> |
|--|---------------|-------------|-------------|--------------|--------------|

## Mineral Resources (Inclusive of Reserves)

### MINERAL RESOURCES

| 31 December 2013                | Tonnage       | Grade       |            | Ounces       |              |
|---------------------------------|---------------|-------------|------------|--------------|--------------|
| Measured Resources              | kt            | Au g/t      | Ag g/t     | (Au Toz)     | (Ag Toz)     |
| Ovacik                          | 1,600.5       | 5.23        | 3.4        | 269          | 177          |
| Cukurlan Open Pit               | 3,644.0       | 5.61        | 2.0        | 657          | 235          |
| Cukurlan Underground            | 3,863.4       | 5.15        | 1.6        | 640          | 203          |
| Coraklik Tepe                   | 0.0           | 0.00        | 0.0        | 0            | 0            |
| Gelintepe                       | 0.0           | 0           | 0.0        | 0            | 0            |
| Narlica                         | 0.0           | 0           | 0.0        | 0            | 0            |
| Kiratli                         | 0.0           | 0           | 0.0        | 0            | 0            |
| Kaymaz                          | 1,129.6       | 3.73        | 4.9        | 136          | 179          |
| Mastra                          | 472.1         | 6.54        | 6.1        | 99           | 93           |
| Mastra North                    | 0.0           | 0.0         | 0.0        | 0            | 0            |
| Himmetdede Oxide                | 7,160.2       | 0.66        | 0.0        | 153          | 0            |
| Himmetdede Sulfide              | 21.9          | 0.80        | 0.0        | 1            | 0            |
| Mollakara Oxide                 | 2,942.0       | 0.80        | 0.2        | 76           | 20           |
| Mollakara Transition            | 577.3         | 1.25        | 0.4        | 23           | 7            |
| Mollakara Sulfide               | 9,597.0       | 1.10        | 0.2        | 339          | 55           |
| Sogut Akbastepe Open Pit        | 0.0           | 0.0         | 0.0        | 0            | 0            |
| Sogut Akbastepe Underground     | 0.0           | 0.0         | 0.0        | 0            | 0            |
| Sogut Hayriye                   | 0.0           | 0.0         | 0.0        | 0            | 0            |
| Isikdere                        | 0.0           | 0.0         | 0.0        | 0            | 0            |
| Kubaslar                        | 0.0           | 0.0         | 0.0        | 0            | 0            |
| Ovacik Rom                      | 96.7          | 3.98        | 3.5        | 12           | 11           |
| Cukurlan Rom                    | 100.0         | 7.51        | 4.7        | 24           | 15           |
| Coraklik Rom                    | 154.7         | 2.93        | 5.3        | 15           | 26           |
| Mastra Rom                      | 24.7          | 4.51        | 6.6        | 4            | 5            |
| Himmetdede Rom                  | 21.0          | 1.31        | 0.0        | 1            | 0            |
| Kaymaz Rom                      | 327.1         | 5.07        | 4.7        | 53           | 49           |
| Ovacik Mill                     | 30.4          | 5.19        | 3.2        | 5            | 3            |
| Mastra Mill                     | 19.8          | 4.86        | 5.3        | 3            | 3            |
| Kaymaz Mill                     | 21.0          | 7.19        | 5.5        | 5            | 4            |
| Himmetdede Heap Leach           | 373.0         | 1.06        | 0.0        | 13           | 0            |
| Ovacik LG                       | 0.0           | 0.0         | 0.0        | 0            | 0            |
| Cukurlan LG                     | 0.0           | 0.0         | 0.0        | 0            | 0            |
| Kucukdere LG                    | 0.0           | 0.0         | 0.0        | 0            | 0            |
| Mastra LG                       | 0.0           | 0.0         | 0.0        | 0            | 0            |
| Kaymaz LG                       | 0.0           | 0.0         | 0.0        | 0            | 0            |
| <b>Total Measured Resources</b> | <b>32,176</b> | <b>2.44</b> | <b>1.0</b> | <b>2,527</b> | <b>1,085</b> |

## MINERAL RESOURCES

| 31 December 2013<br>Indicated Resources | Tonnage<br>kt  | Grade<br>Au g/t | Ag g/t     | Ounces<br>(Au Toz) | (Ag Toz)     |
|---|----------------|-----------------|------------|--------------------|--------------|
| Ovacik                                  | 822.0          | 3.20            | 1.9        | 85                 | 50           |
| Cukuralan Open Pit                      | 929.7          | 5.25            | 1.6        | 157                | 48           |
| Cukuralan Underground                   | 4,643.4        | 5.12            | 1.4        | 765                | 212          |
| Coraklik Tepe                           | 104.9          | 5.33            | 9.0        | 18                 | 30           |
| Gelintepe                               | 0.0            | 0               | 0.0        | 0                  | 0            |
| Narlica                                 | 376.0          | 2.48            | 10.8       | 30                 | 131          |
| Kiratli                                 | 0.0            | 0               | 0.0        | 0                  | 0            |
| Kaymaz                                  | 2,485.1        | 4.71            | 5.3        | 376                | 421          |
| Mastra                                  | 419.7          | 5.40            | 9.0        | 73                 | 121          |
| Mastra North                            | 290.6          | 2.05            | 5.8        | 19                 | 54           |
| Himmetdede Oxide                        | 35,070.7       | 0.62            | 0.0        | 703                | 0            |
| Himmetdede Sulfide                      | 2,560.9        | 1.32            | 0.0        | 108                | 0            |
| Mollakara Oxide                         | 9,477.6        | 0.73            | 0.2        | 223                | 58           |
| Mollakara Transition                    | 2,658.0        | 0.85            | 0.2        | 72                 | 18           |
| Mollakara Sulfide                       | 34,707.9       | 0.97            | 0.2        | 1,087              | 231          |
| Sogut Akbastepe Open Pit                | 2,514.3        | 12.28           | 1.1        | 993                | 91           |
| Sogut Akbastepe Underground             | 348.0          | 9.99            | 1.0        | 112                | 11           |
| Sogut Hayriye                           | 164.8          | 3.07            | 0.0        | 16                 | 0            |
| Isikdere                                | 91.6           | 1.66            | 9.5        | 5                  | 28           |
| Kubaslar                                | 1,726.5        | 1.91            | 13.6       | 106                | 754          |
| Ovacik Rom                              | 0.00           | 0.0             | 0.0        | 0                  | 0            |
| Cukuralan Rom                           | 0.00           | 0.0             | 0.0        | 0                  | 0            |
| Coraklik Tepe Rom                       | 0.00           | 0.0             | 0.0        | 0                  | 0            |
| Mastra Rom                              | 0.00           | 0.0             | 0.0        | 0                  | 0            |
| Kaymaz Rom                              | 0.00           | 0.0             | 0.0        | 0                  | 0            |
| Ovacik Mill                             | 0.00           | 0.0             | 0.0        | 0                  | 0            |
| Mastra Mill                             | 0.00           | 0.0             | 0.0        | 0                  | 0            |
| Kaymaz Mill                             | 0.00           | 0.0             | 0.0        | 0                  | 0            |
| Ovacik LG                               | 149.7          | 1.39            | 1.5        | 7                  | 7            |
| Cukuralan LG                            | 502.0          | 0.84            | 1.2        | 14                 | 19           |
| Kucukdere LG                            | 389.1          | 1.36            | 6.3        | 17                 | 79           |
| Mastra LG                               | 265.8          | 1.14            | 3.1        | 10                 | 27           |
| Kaymaz LG                               | 585.8          | 0.66            | 2.6        | 12                 | 48           |
| <b>Total Indicated Resources</b>        | <b>101,284</b> | <b>1.54</b>     | <b>0.7</b> | <b>5,006</b>       | <b>2,438</b> |

## MINERAL RESOURCES

| 31 December 2013<br>Inferred Resources | Tonnage<br>kt  | Grade<br>Au g/t | Ag g/t     | Ounces<br>(Au Toz) | (Ag Toz)     |
|--|----------------|-----------------|------------|--------------------|--------------|
| Ovacik                                 | 251.4          | 4.22            | 2.3        | 34                 | 18           |
| Çukuralan Open Pit                     | 56.5           | 4.13            | 1.6        | 7                  | 3            |
| Çukuralan Underground                  | 2,919.2        | 5.37            | 2.1        | 504                | 201          |
| Çoraklik Tepe                          | 340.0          | 4.22            | 8.3        | 46                 | 91           |
| Gelintepe                              | 48.5           | 3.52            | 2.2        | 5                  | 4            |
| Narlica                                | 124.9          | 3.05            | 11.1       | 12                 | 45           |
| Kiratli                                | 1,875.4        | 2.24            | 38.1       | 135                | 2,299        |
| Kaymaz                                 | 1,043.3        | 3.45            | 4.6        | 116                | 153          |
| Mastra                                 | 533.6          | 6.94            | 5.9        | 119                | 100          |
| Mastra North                           | 24.1           | 2.39            | 5.5        | 2                  | 4            |
| Himmetdede Oxide                       | 2,900.3        | 0.44            | 0.0        | 41                 | 0            |
| Himmetdede Sulfide                     | 193.2          | 0.71            | 0.0        | 4                  | 0            |
| Mollakara Oxide                        | 7,591.7        | 0.46            | 0.1        | 113                | 24           |
| Mollakara Transition                   | 4,719.6        | 0.68            | 0.1        | 104                | 19           |
| Mollakara Sulfide                      | 95,937.5       | 0.82            | 0.1        | 2,542              | 443          |
| Sogut Akbastepe Open Pit               | 157.0          | 2.55            | 0.5        | 13                 | 2            |
| Sogut Akbastepe Underground            | 1,890.5        | 9.64            | 0.9        | 586                | 55           |
| Sogut Korudanlik Open Pit              | 2,903.4        | 6.31            | 0.8        | 589                | 77           |
| Sogut Korudanlik Underground           | 3,104.6        | 6.21            | 0.7        | 620                | 74           |
| Sogut Hayriye Open Pit                 | 155.4          | 3.04            | 0.4        | 15                 | 2            |
| Işıkdere                               | 383.7          | 1.68            | 5.5        | 21                 | 68           |
| Kubaslar                               | 204.2          | 2.17            | 12.5       | 14                 | 82           |
| Hasandag                               | 7,799.4        | 0.41            | 0.2        | 102                | 59           |
| Aslantepe                              | 295.4          | 2.45            | 7.7        | 23                 | 73           |
| <b>Total Inferred Resources</b>        | <b>135,452</b> | <b>1.32</b>     | <b>0.9</b> | <b>5,769</b>       | <b>3,896</b> |

# Corporate Governance Report

## Corporate Governance Statement

Our Company in principal adopts “Principles of Corporate Governance” accepted by the resolution 35/385 of Capital Market Board on 04 July 2003. Company is aware that implementation of these principles will derive benefit for our company, stakeholders and ultimately our country. Therefore, our Company has initiated implementation of Corporate Governance principles.

## SECTION I – SHAREHOLDERS

### 1. Relationship Unit with Shareholders

Our Company has set up an investor’s relations unit to reach the investors. This section will be operated under the coordination of Okan Bayrak, Assistant General Manager, Investor Relations. It is full-time position for promoting it to domestic and international corporates and individuals, to inform them accurately, fully and correctly, to answer questions immediately. Interviews conducted for a position to assume responsibilities of this section are underway and appropriate candidate will soon be recruited for related position. This section will be available for individual and corporate investors by telephone, fax, e-mail at all times. Any significant developments in connection with company’s business affairs if required will be shared with the public via press releases. It is planned the copies of press bulletins released and presentations shared by the research experts and all documents not in nature of trade secret of the company’s affairs will be available on the internet. This section can be accessed at [yatirimciiliskileri@kozagold.com](mailto:yatirimciiliskileri@kozagold.com) and telephone no: 0312 587 1000 or fax no: 0312 587 1100

### 2. Right of receiving information of the investors

A section is reserved in the internet website under the heading of “Investors Relations”. Without any prejudice, all information publicly disclosed are available on the website for shareholders who will have easily and equally access to company information. An internal operating system was set up to quickly reply any queries directed to Investors Relations Unit verbally or written within the information disclosed to the public.

### 3. Information on General Board Meeting

Following decisions were taken at the General Assembly held on 10 May 2013;

1. The Activity Report and Auditor’s Report prepared by the Company’s Board of Directors for the year 2012 were presented to the General Assembly and both reports were accepted by the majority of the votes.
2. The Balance of Statement and Profit/Loss accounts prepared by the Company’s Board of Directors for the year 2012 were accepted by the majority of the votes.
3. Each member of the Board of Directors and the auditors were separately acquitted by the majority of the votes.
4. Discussion was held on the distribution of the profits for the year 2012. Following decisions were reached by the majority of votes :

- to pay shareholders first cash dividend gross 131,208,653.84 TL and distribute cash dividend of net 38,590,780.54 TL to the members of the Board of Directors, elected to represent Group A,
- to set aside the amount of 16,217,443.44 TL as 2nd Tranche legal reserve and the amount of 456,107,569.01TL as the extraordinary legal reserve fund and,
- to set the commencement date to be 14.05.2013 for distribution of dividends.

5. It was accepted by the majority of votes that Hamdi Akin İpek, Cafer Tekin İpek, Melek İpek and Pelin Zenginer to hold offices for a period of 3 years and in addition to them, İsmet Kasapoğlu and Yusuf Köyce to be elected as the independent members to the Board of Directors for a period of 1 year and election of İsmail Kökbulut and Enver İman to serve as the members of the Auditing Committee for one year each.

#### 4. Voting Rights

The holders of Group A shares have right of privilege to nominate candidates for the Board of Directors and Auditor.

#### 5. Profit Distribution Policy

Our company firstly aims to grow in present areas of production and operational facilities, to make strategic investments in new gold fields and to weigh on exploration activities within current exploration licenses. Within this framework, our Company has been targeting to meet all these investments by cash inflow derived from production areas

Within the framework of strategically targets, growth trend, investment policies, profitability and cash status and the provisions of Turkish Trade Act, Capital Market Regulations, Taxation Regulation and relevant clause of our principal contract related to the distribution of profit, Our Company will pay the dividend in the form of cash and/or unpaid shares in minimum proportion of it as basically specified by the Capital Market Board. The dividend, which will be distributed in pursuant to the decision to be taken at General Board meeting may be paid in full or in the form of unpaid shares or be determined to be as partially in cash and unpaid shares.

It is always possible for the Board of Directors to decide proportion of profit distribution to be above the minimum ratio and submit this to the General Board for the approval.

Payments of dividend will be distributed within the legal period

Profit distribution policy that presented to our shareholders is as follows;

If net term profit as the result of Company's activities according to financial report prepared by IFRS is,

- under 400 million TL, 2% of net distributable profit;
- between 401 million TL and 450 million TL, 3% of net distributable profit;
- between 451 million TL and 500 million TL, 4% of net distributable profit;
- over 500 million TL, 5% of net distributable profit.

#### 6. Transfer of Shares

Clause 6 of the Company's Articles of Association states: "Transfer of share certificates of the company is allowed provided that the provisions of Turkish Trade Code, Capital Market legislation and these articles of association are reserved".



## SECTION II - PUBLIC DISCLOSURE AND TRANSPARENCY

### 7. Company's Information Policy

Koza Gold will observe and fulfill corporate governance principles mainly Capital Market Act and the arrangements related with this legislation and all kinds financial information and other explanations and announcements and generally accepted accounting principles within frameworks of Turkish Trade Act and its related procedures and follow a detailed Information and Public Disclosure Policy within this scope.

Basic aim of information policy is to ensure shareholders, employees, customers, creditors and stakeholders are disclosed information and explanations, not in the nature of trade secret, through easily accessible at low cost, accurate, complete, comprehensible at equal condition.

In connection with all practices of public informing, it complies with Capital Market procedures and arrangements of ISE and aims to implement most effective communication policy within CMB Corporate Governance Principles.

### 8. Disclosing Significant Events

**KOZA GOLD OPERATIONS INC. / KOZAL, 2013 [KOZAL] 21.01.2013 11:28:49**

**Special Event(s) to be disclosed:**

**DISCLOSURE:**

The results of our total resources and reserves as at 31.12.2012 produced in accordance with International JORC standards and audited by an international institution SRK Consulting USA are disclosed to the investors as follow:

The samples of 130.755 meter core drilling carried out in 2012 and other geological works have been analyzed by the laboratories of an international ALS Chemex (Australian Laboratory Service)

Our Company's reserves and total resources have shown a record increase in 2012.

As at 31.12.2012, our resources have reached 12.6 million ounces and reserves 3.7 million ounces.

At the end of 2011, our resources had been 11million ounces and reserves 2.3 million ounces. Taking into account of production of 338.000 ounces in 2012, our reserves indicate 76% increases. Annual increase in our total resources is 20%.(measured and indicated)

In addition to current resources mentioned, around 50% of potential increase has been reported by SRK.

Information on the resources, reserves and potential increase outlined in the said report is related to 14 licensed areas owned by our Company. The report does not cover more than 400 licensed areas with high gold potential scattered various parts of Turkey.

**KOZA GOLD OPERATIONS INC. / KOZAL, 2013 [KOZAL] 13.03.2013 15:50:11**

**Special Event(s) to be disclosed:**

**DISCLOSURE:**

Financial reports for the period of 31.12.2012 and onward of East Anatolia Mining Exploration and Drilling Inc which were consolidated in our previous finance reports as per decision of Board of Directors on 17.12.2012 will now be arranged in non-consolidation form due to take over by our Company.

Special Event Disclosure (General)

**DISCLOSURE:**

**Special Event(s) to be disclosed:**

The Company's Board of Directors has taken a decision at their meeting held on 18.03.2013 to make following amendments on the articles of association

- Article 3 titled "Purpose and Scope",
- Article 4 titled "Head Office and Branches of Company"
- Article 6 titled "Capital and Type of Shares",
- Article 7.2 titled "Corporate Management Committee",
- Article 10 titled "Auditors and Duties thereof",
- Article 11 titled "General Assembly",
- Article 12 titled "Attendance of a Government Commissioner at Meeting",
- Article 13 titled "Announcement",
- Article 14 titled "Accounting Period",
- Article 15 titled "Determining and Distributing of Profit",
- Article 16 titled "Reserve Fund",
- Article 17 titled "Termination and Dissolution Company"

Application will be submitted to the Capital Market Board and Ministry of Customs and Trade to obtain necessary permissions and upon receiving required permissions, amendments in the Articles of Association will be brought to General Board Meeting for approval.

**Call for a General Meeting**

|                            |   |
|----------------------------|---|
| Decision Date              | 16.04.2013  |
| Type of General Meeting    | Ordinary  |
| Fiscal Period commenced on | 01.01.2012  |
| Fiscal Period ended on     | 31.12.2012  |
| Date and Time              | 10.05.2013 - 14:30  |
| Address                    | RAMADA PLAZA YAŞAM CAD. 4 SOK NO:4 SÖĞÜTÖZÜ   |
| Agenda                     | <p style="text-align: center;">AGENDA OF ORDINARY GENERAL MEETING HELD ON<br/>10.05.2013</p> <p>1.- Opening the meeting and elect the Chairing Committee and Authorizing Chairing Committee to sign general Meeting documents.<br/>2.- Examining and discussing Board of Directors' Activity Report and Auditor's Report for the year 2012 and approve them.<br/>3.- Reading of Auditor's Report related to Fiscal Period of 2012 and summarized Report of Independent Auditor.<br/>4.-Reading, discussing and approving of financial charts related to 2012 accounting year<br/>5.- Taking decision to separately acquite the activity reports of Board and Auditors for the year 2012.<br/>6.-Acquit auditors separately for the Company's activities and accounts for 1 year 2012.<br/>7.- In pursuant to the regulations of Capital Market Board, inform the shareholders about dividend distribution policy.<br/>8.- Accepting, accepting as being amended or rejecting the proposal by the Board for the date of dividend distribution for the year 2012.<br/>9.- Submitting, discussing and approving the draft amendments related to the Articles 3,4,6,7.1,7.2,10,11,12,13,14,15,16 and 17 and 19, which were approved by Capital Market Board on 15.04.2013, for which preliminary permit had been issued by Directorate of Internal Trade of the Ministry of</p> |

|   |  |
|---|--|
|   | <p>Customs and Trade on 15.04.2013,.</p> <p>10.- Naming members of the Board and auditors to hold office and taking decision for issues related to their election and terms</p> <p>11.- As required by Capital Market Board arrangements, inform shareholders about "Remuneration Policy and the payments effected within this policy for the board members and top level officers,</p> <p>12.-Determining monthly salaries for the Board Members,</p> <p>13.- In pursuant to Turkish Trade Act and arrangements by the Capital Market Board, approve Board 's election of Independent Auditing firm,</p> <p>14.- Accepting, accepting as being amended or rejecting Board's proposal of Internal Directive, which contain the rules related to Boards's operations of General Assembly,</p> <p>15.-As required by the arrangements of Capital Market Board, shareholders be notified about " Disclosure Policy",</p> <p>16.- As required by the arrangements of the Capital Market Board, shareholders be informed about donations and aids granted to the foundations and societies within the purpose of Companies social assistance policy and top limits to be determined for the donations to be made in 2013.</p> <p>17.- Permission to be given to shareholders who hold management powers, senior level officers and their spouses and relatives by blood and kinship up to third degree within the frame of Article 395 and 396 of Turkish Trade Act and to inform shareholders about the transactions conducted within this scope in 2012 in line with Corporate Management Principles.</p> <p>18.- Requests and recommendations.</p> |
| Is there an issue amongst the agenda for an amendment in the articles of association concerning Commercial Title ?      | No   |
| Is there an issue amongst the agenda for amendment in the articles of association concerning type of business engaged ? | No   |
| Is there an issue amongst the agenda for amendment in the articles of association concerning Company's Head Office?     | No   |

#### KOZA GOLD OPERATIONS INC. / KOZAL, 2013 [KOZAL] 18.04.2013 09:44:53

##### Decision by the Board of Management to distribute dividend

|                                   |            |
|-----------------------------------|------------|
| Date of Decision by the Board     | 18.04.2013 |
| Date the matter will be discussed | 10.05.2013 |

|  |         |
|--|---------|
| Type of the payment of cash dividend proposed: | in cash |
|--|---------|

| Share Group Information                           | Proposed cash dividend to be paid for nominal value share of 1 TL. (gross TL) | Proposed cash dividend to be paid for nominal value share of 1 TL. ( Net TL) |
|---|---|--|
| <b>B Group, KOZAL(old),TREKOAL00014</b>           | <b>0,8603846</b>  | <b>0,7313269</b>   |
| A Group, not transacted (privileged),TREKOAL00022 | 0,8603846   | 0,7313269  |

| Proposed Date to pay cash dividend share |
|--|
| 14.05.2013                               |

| Share Group Information                          | Cash share amount proposed to be distributed in form of share (TL) | Dividend share proposed to be distributed in form of share (%) |
|--|--|--|
| <b>B Group,KOZAL(Old),TREKOAL00014</b>           | <b>0,000</b>   | <b>0,00000</b>   |
| A Group,not transacted (privileged),TREKOAL00022 | 0,000  | 0,00000  |

#### ADDITIONAL REMARKS

Company's Board of Management has decided to propose to distribute gross 131.208.653,84TL to shareholders of net distributional term dividend included with donations for the year 2012, to Group A Board of Management members net 32.802.163,45 TL and distribution of dividend is to be effective from 14.05.2013.

**KOZA GOLD OPERATIONS INC. / KOZAL [] 18.04.2013 10:18:07**

#### Special Event Disclosure (General)

Special Event(s) to be disclosed:

Enclosed are the disclosing documents prepared in connection with general board meeting as required by the Capital Market Board arrangements and Capital Market Board Corporate Management Principles.

**KOZA GOLD OPERATIONS INC. / KOZAL, 2013 [] 13.05.2013 08:55:22**

#### Result of General Board Meeting

|   |   |
|---|---|
| Type of the General Meeting   | Ordinary  |
| Date and Time   | 10.05.2013 14:30  |
| Fiscal Period commenced on  | 01.01.2012  |
| Fiscal Period ended on  | 31.12.2012  |
| Was General Meeting held  | Yes   |
| Decisions taken   | Board of Management and Auditing Committee have been acquitted Board of Management's proposal for distribution dividend has been accepted as it was.<br>Changes in the Memorandum of Association were approved.<br>Hamdi Akin İpek, Cafer Tekin İpek, Melek İpek, and Pelin Zenginer representing A Group were elected to the Board of Management and İsmet Kasapoğlu and Yusuf Köyce were elected as Independent members.<br><br>Independent auditing firm selected by Board of Management was approved. |
| Is there an issue amongst the agenda for an amendment on the articles of association concerning Commercial Title ?      | No  |
| Is there an issue amongst the agenda for amendment on the articles of association concerning type of business engaged ? | No  |
| Is there an issue amongst the agenda for amendment on the articles of association concerning Company's Head Office?     | No  |

#### Information in relation with the process of matters in agenda

|  |     |
|--|-----|
| Has an issue for distribution of dividend been discussed ? | Yes |
|--|-----|

|  |         |
|--|---------|
| Type of payment of Cash Dividend Share | in cash |
|--|---------|

| Share Group Information                             | Cash Dividend Share to be paid for 1 TL nominal value Share Gross (TL) | Cash Dividend Share to be paid for 1 TL nominal value Share - Net (TL) |
|---|--|--|
| <b>B Group,KOZAL(old),TREKOAL00014</b>              | <b>0,8603846</b>   | <b>0,7313269</b>   |
| A Group, not transacting (privileged), TREKOAL00022 | 0,8603846  | 0,7313269  |

|   |
|---|
| <b>Cash Dividend Share to be paid on:</b> |
| 14.05.2013                                |

|   |    |
|---|----|
| Will dividend be distributed in form of share ? | No |
|---|----|

#### KOZA GOLD OPERATION INC / KOZAL, 2013 [] 13.05.2013 13:47:41

#### Result of General Meeting

Reason for amendment and content of amended information

List of attendance for the general meeting is enclosed

Our notification published by KAP (Public Disclosure Platform) on 13.05.2013 08:55 has been amended as follows:

|   |   |
|---|---|
| Type of the General Meeting   | Ordinary  |
| Date and Time   | 10.05.2013 14:30  |
| Commencement Date of Accounting Period  | 01.01.2012  |
| Ending Date of Accounting Period  | 31.12.2012  |
| Was General Meeting held  | Yes   |
| Decisions taken   | Board of Management and Auditing Committee have been acquitted<br>Board of Management's proposal for profit distribution has been accepted as it was.<br><br>Changes in the Articles of Association were approved.<br>Hamdi Akin İpek, Cafer Tekin İpek, Melek İpek, and Pelin Zenginer representing A Group were elected to the Board of Management and İsmet Kasapoğlu and Yusuf Köyce were elected as Independent members.<br>Independent auditing firm selected by Board of Management was approved |
| Is there an issue amongst the agenda for an amendment on the articles of association concerning Commercial Title ?      | No  |
| Is there an issue amongst the agenda for amendment on the articles of association concerning type of business engaged ? | No  |

|   |    |
|---|----|
| Is there an issue amongst the agenda for amendment on the articles of association concerning Company's Head Office? | No |
|---|----|

#### Information in relation with the process of matters in agenda

|  |     |
|--|-----|
| Has the matter of share profit distribution been discussed ? | Yes |
|--|-----|

|                                      |         |
|--------------------------------------|---------|
| Type of payment of Cash Profit Share | in cash |
|--------------------------------------|---------|

| Share Group Information                            | Cash dividen Share to be paid for 1 TL nominal value Share Gross (TL) | Cash Dividend Share to be paid for 1 TL nominal value Shareı - Net (TL) |
|--|---|---|
| <b>B Group KOZAL(Old), TREKOAL00014</b>            | <b>0,8603846</b>  | <b>0,7313269</b>  |
| A Group not transacting ( privileged) TREKOAL00022 | 0,8603846   | 0,7313269   |

|  |
|--|
| <b>Cash DividendShare to be paid on:</b> |
| 14.05.2013                               |

|   |    |
|---|----|
| Will profit share be distributed in form of share ? | No |
|---|----|

#### KOZA GOLD OPERATIONS INC / KOZAL [] 26.06.2013 17:19:11

##### Special Event Disclosure (General)

##### Special Event(s) to be disclosed:

A letter has been received from Istanbul Stock Exchange dated 26.06.2013 and no:1669-7643 requesting information as in line with the Circular issued by Capital Market Board regarding special events to be disclosed to public ,whether there has been a special event undisclosed to the public in relation with any unusual price and quantity movement of our shares.

In line with the Circular issued by Capital Market Board regarding special events to be disclosed to public, our Company does not have any special event that is undisclosed to public.

#### KOZA GOLD OPERATIONS INC / KOZAL [] 19.11.2013 13:17:27

##### Special Event Disclosure (General)

##### Special Event(s) to be disclosed:

Our Company's Himmetdede Project started its activities as planned and gold production commenced.

**KOZA GOLD OPERATIONS INC / KOZAL [] 02.12.2013 14:52:19**

**Special Event Disclosure (General)**

**Special Event(s) to be disclosed:**

In accordance with the Circular issued by Capital Market Board regarding disclosure of special event to the public, our Company does not have any special event taht was undisclosed to the public.

**KOZA GOLD OPERATIONS INC / KOZAL [] 23.12.2013 10:53:16**

**Special Event Disclosure (General)**

**Special Event(s) to be disclosed:**

As the baseless news and comments have been published in some media organizations, it has become necessary to make an announcement.

Koza Gold Operations is third industrial private enterprise among the 500 largest tax paying companies as listed by ISO (Istanbul Stock Exchange). So far, we have not participated in any government bidding. The most important thing to know about mining sector in Turkey is that there had been no gold or metal mining discovered and transformed into operations in the last ten years.

Most of the mines operated by our Company were discovered approximately fifteen years ago by the foreign companies and those mines have been sold to our company since they were considered to be worthless to set up plants due to low value of the gold at that time.

The reserves of these mines were developed by our Company and turned out to be profitable because of increases in metal prices in the world. Other mines operated by our Company were discovered by our own exploration teams.

Mine exploration licenses are not worth any value unless the reserves are determined by the exploratory drillings. Our company carries out mining activities starting from exploration stage. We only receive exploration permit from the government and strictly comply with all legal regulations. Not even a smallest privilege has been used so far.

In Turkey, chances of finding minerals in gold and precious metal exploration activities are one in three hundred. In other words, For every three hundred drillings conducted, two hundred and ninety nine drillings produce nothing and the exploration period takes eight to ten years.

This is the why number of companies engaged in mining sector starting with exploration is just a few.

Finally, our mining companies conduct business with their own risk capitals having no relations with the government other than legal regulations and holding no privileges other than legal rights.

Our companies do not have any development, which needs to be disclosed to public.



**KOZA GOLD OPERATIONS INC / KOZAL [] 27.12.2013 18:07:19**

**Special Event Disclosure (General)**

**Special Event(s) to be disclosed:**

As a part of our Group's social responsibility, our Company has donated 12 million TL to contribute the education.

**KOZA GOLD OPERATIONS INC / KOZAL [] 31.12.2013 13:18:46**

**Special Event Disclosure (General)**

**Special Event(s) to be disclosed:**

The activities at our Company's Cukuralan Operations were halted by Special Administration of the Province of Izmir on the grounds of holding no " Environment Permit or Environment Permit and Licence Certificate". As specified in the written notice received from the Administration, the existing temporary activity certificate that had been issued by General Directorate of EIA Permitting and Inspection of the Ministry of Environment and Urban Affairs on 20.02.2013 and no: 2896 is valid until 20. February,2014. All required documents and information related to Environment permit and license have been timely submitted to relevant authorities. There are no outstanding information and documents, required to be furnished by the public authorities.

The Environmental Impact Assessment (EIA) affirmative certificate dated 11.03.2011, to which our activities are based, is in force and no problem exists whatsoever. However, the halting process has been implemented.

We have expressed that Our Company is the only Turkish company with 100 % native capital and third biggest taxpaying private enterprise strictly complying with all kinds of legal procedures. As it is known, our operations are being exemplified by European Union Mining Association to the world mining.

So far, our Company has always and diligently fulfilled all the legal requirements in time and and claimed no privileges other than our legal entitlements.

As a company open to public and employing more than two thousand personnel, we will seek our legal rights because of this process.

We respectfully inform public.

Koza Gold Operations Inc.

**9. Company's web site and contents**

Our company's web site is [www.kozaaltin.com.tr](http://www.kozaaltin.com.tr) A section is included for Investor Relations on the web site and preparations are on the way to have dialog box and constant information service to be provided on the web site. Various information is comprehensively placed open the internet website, updated in line with developments. And there is a section "investors relations" which has minimum matters as outlined by CMB.

#### 10. Statement for Real Personalities Final Dominant Shareholder(s)

| December 2010              | Share Group | TL             | %             |
|----------------------------|-------------|----------------|---------------|
| ATP İnşaat ve Ticaret A.Ş. | (A,B)       | 68.636         | 45,01         |
| Koza İpek Holding A.Ş.     | (A,B)       | 38.114         | 24,99         |
| Halka Arz-Other            | (B)         | 45.750         | 30,00         |
| Melek İpek                 | (A)         | -              | Less than 1   |
| Hamdi Akın İpek            | (A)         | -              | Less than 1   |
| Cafer Tekin İpek           | (A)         | -              | Less than 1   |
| Pelin Zenginer             | (A)         | -              | Less than 1   |
| İsmet Kasapoğlu            | (B)         | -              | Less than 1   |
| <b>Total</b>               |             | <b>152.500</b> | <b>100,00</b> |

#### 11. Public Disclosure of Persons who provide information from inside

The persons who can reach to the information, which may be in the nature of effecting the value of company's capital market instruments may be identified in Activity Report as the persons holding offices in Board of Management, Members of Auditing Committee and executives therefore who can be in position to learn from inside. In order to maintain balance between transparency policies and protecting investors' interests with informing public fully and accurately, it should be significantly emphasized that all company employees and directors must comply with legal arrangements in using information obtained from inside. All employees and directors should not directly or indirectly use the company related inside information and they are fully aware of all the limitations to the legal arrangements and the nature of information and they act in accordance with these limitations and prohibitions.

### SECTION III – STAKEHOLDERS

#### 12. Informing the Stakeholders

Koza corporate governance practices secure the stakeholders of the procedures, monthly arrangements and their rights arranged by mutual agreements. Company employees, partners and third person or institutions that have business relations can directly communicate with company directors any proposals or violations on this matter.

Stakeholders are being informed through e-mail or telephone on the matters related to themselves or company-related issues.

#### 13. Stakeholders' Participation in the Management

Employees' participation in the management is realized through the periodic meetings conducted within the Company and target defining and performance assessment meetings held each year.

#### 14. Human Relations Policy

Company's Recruitment policy is defined with priority given to development of local region. There is a recruitment process starting from nearest village neighboring the mine site. When there is need to recruit a personnel, according to the nature of position required, candidates are assessed from the nearest village then to nearest towns and provinces. If no suitable local candidates are selected, nation-wide candidates are sought.

As the gold mining industry is new sector in Turkey, it is sometimes difficult to find qualified personnel. Newly graduated personnel who are possessed with required qualifications are selected and when they are employed, on the job training occupational training have been provided.

As Koza respects the people in gold mining sector, it has been a choice and priority of those who received training in this sector.

Considering the mining industry, the workforce recycle has been on low levels, is a clear indication of employee satisfaction as well as good implementation of company's human resources policy.

#### 15. Information on Customer and Suppliers Relations

As part of our Company's main business activity, doré, which contains gold and silver are produced and sent to refineries to be refined. All marketing and sales works are carried out by the refineries.

#### 16. Social Responsibility

Our Company, while operating, shows great care for the principles of transparency, values its employees and locals and continuously develops itself and follows and implements technological changes. The company has been involved in to concentrate on the problems of local communities and has produced and continues to produce number of projects to assist their economical as well as social developments. As a part of its "Social Responsibility", Koza Altın İşletmeleri A.Ş. has adopted attitude which will provide local region with highest economical and social contribution.

### SECTION IV – BOARD OF DIRECTORS

#### 17. Structure, Formation and Independent Members

Company's Board of Directors consists of 5 members, elected by General Board.

|                  |                    |
|------------------|--------------------|
| Hamdi Akın İpek  | Chairman           |
| Cafer Tekin İpek | Vice Chairman      |
| Melek İpek       | Member             |
| Pelin Zenginer   | Member             |
| İsmet Kasapoğlu  | Independent Member |
| Yusuf Köyce      | Independent Member |

#### 18. Qualifications of Members of Board of Directors

Entire members of the Board of Directors have vast knowledge backed with education and experience and exemplifying professionals in the sector as well in the world of business.

## 19. Company's Mission and Vision and Strategic Goals

### Our Vision

To be the first Turkish international company in gold mining sector.

### Our Mission

To carry out gold mining operations by using best available technology and displaying highest environmental performance and showing respect to local people in a mutual trust.

### Our Strategies

- To be one of the most important international gold producer in world's gold market.
- To further develop current Environment and Job Safety standards.
- To increase annual gold production to 1 million ounces.

## 20. Risk Management and Internal Control Mechanism

An auditing Committee will be formed within the Board of Directors. After formation of Auditing Committee, works will begin on setting up an Internal Auditing Department. In pursuant to the Capital Market Board's Circular and provisions for Determining and Practicing the Principles of Corporate Management, dated 11.10.2011 and serial :IV no: 54, timing will be determined to effectively implement internal auditing and procedures will be prepared and practiced.

## 21. Authorities and Responsibilities of the Board of Directors

Company's management rights and authorities of representation are defined in the Articles of Association.

## 22. Activities of Board of Directors

Our Board of Directors have held number of meetings to discuss several issues and have taken decisions during the twelve months of 2010. All kinds of opinions were raised in those meetings and no different opinions were expressed against the member of the Board of Directors during these meetings in 2010.

## 23. Committees

The amendments about our company's Articles of Association's 7/B titled "Committees attached to Board Management", have been approved by the CMB dated 10.04.2012 with resolution no. B.02.6.SPK.0.13.00-110.03.02-1023-4021. The changes to the article 7/B has also been permitted by the General Directorate of Internal Trade of the Customs and Trade Ministry of Republic of Turkey with their reference letter no. 2592.

## 24. Code of Ethics

Procedure, which contains the code of ethics, has been finalized and is in the process of being used.

## 25. Financial Rights provided to the Board of Directors

Attendance fee to be paid to Company's Board of Directors is determined by General Board. The members of the Board receive attendance fee of net 30.000TL.

Decision was taken at the General board meeting held on 10 May 2013, to include into profit distribution policy, a proposal to be made to general assembly to distribute to the members of the board representing Group A shareholders for the Company's performance, if net term profit as the result of Company's 2012 activities according to financial report prepared by IFRS is,

- under 400 million TL, 2% of net distributable profit;
- between 401 million TL and 450 million TL, 3% of net distributable profit;
- between 451 million TL and 500 million TL, 4% of net distributable profit;
- over 500 million TL, 5% of net distributable profit.