



MFC INDUSTRIAL LTD.

- 1984 The group was started by the takeover of a small non-quoted public real estate company.
- 1992 Our former parent, Mercer International Ltd., acquired the pulp and paper industry in the former East Germany from the Treuhand.
- 1996 Our financial and pulp and paper assets were spun off as dividends in a company named MFC Bancorp Ltd. to our shareholders.
- 2005 MFC Bancorp Ltd. was renamed KHD Humboldt Wedag International Ltd.
- 2006 In January, the majority of our financial assets were transferred to a subsidiary, Mass Financial Corp. ("Mass"), and then spun-off as a dividend to our shareholders.
- 2010 Reorganization and focus on resources business, name changed to Terra Nova Royalty Corporation. Separation of our industrial services into KHD Humboldt International AG (KHD).
KHD shares distributed to shareholders as dividends.
KHD common shares listed on regulated market of the Frankfurt Stock Exchange.
Acquired Mass by way of a tender offer on the basis of one Terra Nova share for each Mass share.
- 2011 New financial platform created and MFC Industrial Ltd. was listed on the New York Stock Exchange.



MFC BANCORP FINANCIAL HISTORY

Thousands US\$ except per share data	Start Year									
	1984	1996	1997	1998	1999	2000	2001	2002	2003	2004
Revenues	354	55,324	62,155	83,121	84,490	104,133	134,526	180,006	316,863	579,731
Net Income	-115	10,258	17,058	20,381	24,452	26,105	28,437	32,129	38,004	30,701
Total Assets	4,409	117,090	158,765	163,203	187,145	221,346	247,796	282,712	313,043	501,579
Shareholders' Equity	1,560	66,819	84,078	100,878	118,348	142,070	154,462	180,608	169,024	223,849
Weighted Average # of Shares	1,410	9,131	12,246	13,706	13,422	13,438	14,002	14,170	14,129	13,818
Earning Per Share	-0.08	1.12	1.44	1.55	1.90	2.02	2.10	2.35	2.78	2.24
Return on Equity	n/a	27.3%	25.5%	24.2%	24.2%	22.1%	20.0%	20.8%	21.0%	18.2%
Net Book Value per Share	1.49	6.41	6.82	8.37	9.83	11.75	11.72	14.07	13.30	16.49
Tax Paid Retained Earnings	-237	18,424	33,832	51,104	75,940	99,165	103,524	124,264	134,381	174,444

- Name changed from MFC Bancorp Ltd. to KHD Humboldt Wedag International Ltd. (“KHD”) in November 2005, from KHD to Terra Nova Royalty Corporation (“TTT”) in March 2010 and from TTT to MFC Industrial Ltd. in August 2011.
- From June 1996 the above table reflects the results of MFC Bancorp after it was spun-off by Mercer as a dividend.
- MFC Bancorp’s 2001, 2002 and 2003 Net Book Value and Retained Earnings reflect dividends of \$18.3 million, \$12.3 million and \$55.5 million respectively.
- 1984 – June of 1996 amounts reflect those of Mercer, our former parent.



MASS FINANCIAL CORP. FINANCIAL HISTORY

Thousands US\$ except per share data	2005	2006	2007	2008	2009	2010 ⁽⁵⁾	2011 ⁽⁵⁾
Cash	26,185	99,078	183,903	201,622	329,554	397,697	387,052
Securities	2,880	36,787	45,984	4,493	17,196	27,894	13,062
Current Assets	82,599	195,462	315,256	296,461	437,267	560,471	564,191
Total Assets	109,255	230,437	355,576	369,915	512,331	854,256	858,957
Current Liabilities	39,421	91,280	143,324	117,763	204,693	148,551	202,968
Working Capital	43,178	104,182	171,932	178,698	232,574	411,920	361,223
Long-Term Debt (less current portion)	869	4,710	28,068	52,634	58,097	48,604	20,150
Debt-Preferred Shares	(2) 67,058	77,976	91,956	71,506	-	-	-
Total Liabilities	107,348	183,491	272,859	252,381	301,015	301,816	309,810
Shareholders' Equity	1 ⁽³⁾	45,131	81,583	116,010	210,320	547,756	546,623
Equity Per Common Share	- ⁽⁴⁾	2.43	4.39	5.71	9.72	8.76 ⁽⁶⁾	8.74 ⁽⁷⁾

1. Mass was acquired in fourth quarter of 2010. Reflects Mass' stand-alone audited consolidated results for the years prior to acquisition. Due to reorganization, Mass was merged to Terra Nova Royalty Corporation in November 2010.
2. Preferred shares were denominated in Canadian dollars and their change was attributable to the appreciation/depreciation of the Canadian dollar versus the US dollar.
3. An independent valuation of the common shares at the time of the spin-off in 2005 was in the range of \$0.50 to \$0.76 per common share; approximately \$9 million. The valuation looked at the common shares as a warrant value on the capital that may be made on the preferred shares in the future in excess of the stated dividend.
4. Not applicable.
5. 2010 and 2011 amounts reflect those of MFC Industrial Ltd.
6. 2010 number reflects new basis after dividend of KHD Humboldt International AG in the amount of \$161.3 million.
7. After cash dividends of \$0.20 per common share.



WE OPERATE IN TWO PRIMARY SEGMENTS

COMMODITIES AND RESOURCES

Our operations are principally for our own account. To a much lesser extent, we also act as an agent for clients. We conduct our global commodity supply chain activities primarily through our subsidiaries based in Vienna, Austria. These activities allow us to be in contact with wide geographic range of producers and consumers, thus potentially creating more opportunities than the simple merchandising of goods.

Our financial strength enables us to arrange credit. As a consequence, we are able to facilitate commodities transactions with secured and effective execution. Commodity producers and end customers often work with us to better manage their internal supply, distribution risk and capital requirements.

MERCHANT BANKING

We commit our own capital to promising enterprises, and invest as well as trade to capture investment opportunities for our own account. We seek to invest in business or assets whose intrinsic value is not properly reflected in their share price valuation. Our investments are generally not passive. We seek investments where our management and financial expertise can be used actively to add or unlock value.



LIQUIDITY

We maintain adequate liquidity and satisfactory financial ratios. As at December 31, 2011, we had working capital of \$361.2 million, total assets of \$859.0 million and a long-term debt to shareholders' equity ratio of 0.04. Our cash and cash equivalents (including short-term cash deposits) was \$387.2 million and we also had credit facilities in the amount of \$366.3 million.

HISTORY

We have almost 30 years of experience, which enables us to find and acquire undervalued companies and this has created and continues to generate value for our shareholders. Our commodities, resources and other businesses provide us with a sound basis from which to operate.

INCOME TAX

Some of our operating subsidiaries are organized under the laws of Barbados and have licensed "international business company" status under the Barbados International Business Act, 1991 (as amended). Their income tax is at regressive rates ranging from 2.5% to 1%.

(all amounts within this presentation are in US dollars)