

Crystallex International Corporation

Consolidated Financial Statements

March 31, 2009

(Unaudited)

Crystallex International Corporation
Consolidated Balance Sheets - Unaudited
(In thousands of United States dollars)

	March 31 2009	December 31 2008
Assets		
Current		
Cash and cash equivalents (Note 8)	\$ 21,578	\$ 34,520
Accounts receivable	184	172
Prepaid expenses, deposits and other assets	2,260	1,145
Discontinued operations (Note 4)	1,407	1,689
	25,429	37,526
Property, plant and equipment (Note 5)	347,997	343,652
Other	1,244	1,286
	\$ 374,670	\$ 382,464
Liabilities		
Current		
Accounts payable and accrued liabilities	\$ 5,936	\$ 7,767
Discontinued operations (Note 4)	3,400	3,494
	9,336	11,261
Notes payable (Note 6)	87,690	86,746
Future income taxes	14,946	16,661
	111,972	114,668
Shareholders' equity		
Share capital (Note 7)	561,751	561,751
Contributed surplus	34,081	33,971
Accumulated other comprehensive income	11,959	11,959
Deficit	(345,093)	(339,885)
	262,698	267,796
	\$ 374,670	\$ 382,464

Nature of operations and going concern (Note 1)

Commitments and contingencies (Note 10)

Approved on behalf of the Board of Directors

"Robert Fung", Director

"Johan van't Hof", Director

The accompanying notes are an integral part of the consolidated financial statements.

Crystallex International Corporation**Consolidated Statements of Operations, Comprehensive Loss and Deficit - Unaudited
(In thousands of United States dollars except for share and per share amounts)**

	Three months ended March 31	
	2009	2008
(Expenses) income		
General and administrative	\$ (2,255)	\$ (3,357)
Litigation	(1,224)	-
Interest on debt	(3,288)	(3,182)
Foreign exchange gain (loss)	1,929	(7,094)
Amortization of property, plant and equipment	-	(22)
Interest and other income	4	214
Loss from continuing operations	(4,834)	(13,441)
(Loss) income from discontinued operations	(374)	2,239
Net loss and comprehensive loss for the period	(5,208)	(11,202)
Deficit, beginning of period	(339,885)	(314,165)
Deficit, end of period	\$ (345,093)	\$ (325,367)
Loss per share from continuing operations		
– Basic and diluted	\$ (0.02)	\$ (0.05)
Loss per share		
– Basic and diluted	\$ (0.02)	\$ (0.04)
Weighted average number of shares outstanding	294,817,719	279,481,885

The accompanying notes are an integral part of the consolidated financial statements.

Crystallex International Corporation
Consolidated Statements of Cash Flows - Unaudited
(In thousands of United States dollars)

	Three months ended March 31	
	2009	2008
Cash flows from (used in) operating activities		
Loss from continuing operations for the period	\$ (4,834)	\$ (13,441)
Items not affecting cash:		
Amortization	-	22
Interest accretion on debt	944	839
Stock-based compensation	105	373
Directors' fees paid in shares	-	112
Unrealized loss (gain) loss on translation of future income taxes	(2,209)	6,139
Unrealized foreign exchange gain	(134)	(771)
Changes in operating assets and liabilities:		
Decrease in accounts receivable	(47)	(25)
Increase in prepaid expenses, deposits and other assets	(1,115)	(264)
Decrease in accounts payable and accrued liabilities	(1,722)	(4,004)
	(9,012)	(11,020)
Cash flows used in investing activities		
Investment in property, plant and equipment	(3,798)	(5,471)
Cash flows from financing activities		
Issuance of common shares	-	64,306
Decrease in cash and cash equivalents from continuing operations	(12,810)	47,815
Decrease in cash and cash equivalents from discontinued operations	(186)	2,847
Effects of exchange rate fluctuations on cash	54	478
Cash and cash equivalents, beginning of period	34,520	16,065
Cash and cash equivalents, end of period	\$ 21,578	\$ 67,205

Supplemental disclosures with respect to cash flows (Note 8)

The accompanying notes are an integral part of the consolidated financial statements.

Crystallex International Corporation

Consolidated Statements of Shareholders' Equity - Unaudited (In thousands of United States dollars)

	Number of common shares (thousands)	Amount	Number of warrants (thousands)	Contributed surplus	Accumulated other comprehensive income	Deficit	Total
Balance at December 31, 2007	261,659	\$ 503,489	18,186	\$ 27,124	\$ 11,959	\$ (314,165)	\$ 228,407
Shares issued							
Public offering	32,890	57,730	16,445	6,414	-	-	64,144
Exercise of options	96	278	-	(96)	-	-	182
Directors' fees	173	254	-	-	-	-	254
Warrants expired	-	-	(5,936)	-	-	-	-
Stock-based compensation	-	-	-	529	-	-	529
Loss for the year	-	-	-	-	-	(25,720)	(25,720)
Balance at December 31, 2008	294,818	\$ 561,751	28,695	\$ 33,971	\$ 11,959	\$ (339,885) ⁽¹⁾	\$ 267,796
Stock-based compensation	-	-	-	110	-	-	110
Loss for the period	-	-	-	-	-	(5,208)	(5,208)
Balance at March 31, 2009	294,818	\$ 561,751	28,695	\$ 34,081	\$ 11,959	\$ (345,093) ⁽¹⁾	\$ 262,698

⁽¹⁾ Includes total comprehensive deficit for the three months ended March 31, 2009 of \$(333,134) (March 31, 2008 - \$(313,408)).

The accompanying notes are an integral part of the consolidated financial statements.

Crystallex International Corporation

Notes to the Consolidated Financial Statements - Unaudited

March 31, 2009

(In thousands of United States dollars)

1. Nature of operations and going concern

Crystallex International Corporation (“Crystallex” or the “Company”) is engaged in the development of gold properties in Venezuela.

(a) Background

The Company’s principal asset is the Las Cristinas project, currently under pre-development in Venezuela. On September 17, 2002, the Company entered into a non-assignable Mine Operating Contract (the “Mine Operating Contract”) with the Corporación Venezolana de Guayana (“CVG”), acting under the authority of the Ministry of Energy and Mines of Venezuela, pursuant to Venezuelan mining law, under which the Company was granted the exclusive right to explore, develop and exploit the Las Cristinas 4, 5, 6 and 7 properties including the processing of gold for its subsequent commercialization and sale.

The Company is currently awaiting the decision of the Venezuelan Ministry of the Environment and Natural Resources (“MinAmb”) for the issuance of the Authorization to Affect Natural Resources (the “Permit”) to commence construction at Las Cristinas.

The construction and ultimate commencement of commercial production at Las Cristinas are dependent upon receipt of the Permit which will allow management to proceed to put in place financing to fund construction. In addition, the Las Cristinas project is subject to sovereign risk, including political and economic instability, changes in existing government regulations, government regulations relating to mining which may withhold the receipt of required permits, as well as currency fluctuations and local inflation. The April 2008 communication from the Director General of Permits at MinAmb and subsequent denial of the Company’s appeal, followed by an appeal to the Minister of MinAmb in June 2008 with no decision being received to date, demonstrate the significant risks that the Las Cristinas project faces. The Company, nonetheless, has made specific decisions to continue to meet its obligations under the Mine Operating Contract and in March 2009 received confirmation from the CVG that the Mine Operating Contract remains in full force and effect which provides the Company with continued control over the Las Cristinas project. These risks may adversely affect the investment and may result in the impairment or loss of all or part of the Company’s investment which could be material.

(b) Basis of presentation and going concern

These unaudited interim consolidated financial statements have been prepared in accordance with Canadian generally accepted accounting principles (“GAAP”) using the going concern basis of accounting which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. Management has considered all available information in assessing the Company’s ability to continue as a going concern and satisfy its obligations as they fall due in the normal course of business, which is at least, but is not limited to, having sufficient cash resources to fund twelve months of operations from the balance sheet date.

Crystallex International Corporation

Notes to the Consolidated Financial Statements - Unaudited

March 31, 2009

(In thousands of United States dollars)

1. Nature of operations and going concern (continued)

As at March 31, 2009, the Company has positive working capital of \$16,093 including cash and cash equivalents of \$21,578. Management estimates that these funds will be sufficient to meet the Company's obligations and budgeted expenditures at least until December 31, 2009, but may not be sufficient to cover its obligations falling due in January 2010. This uncertainty raises substantial doubt as to the validity of the going concern basis of accounting.

The anticipated funding shortfall may be met in the future in a number of ways including a future liquidity event. Accordingly, the Company has a number of financing options available to generate sufficient cash to fund ongoing operations and service its debt requirements as they come due in order to meet such a test in the future including, but not limited to, the following:

- (a) sale of equity securities
- (b) further expenditure reductions
- (c) introduction of joint venture partners
- (d) negotiated settlement with its note holders to reduce, eliminate or otherwise decrease its obligations, particularly interest costs.

There is, however, no assurance that these sources of funding or initiatives will be available to the Company, or that they will be available on terms which are acceptable to the Company. Accordingly, these financial statements do not reflect the adjustments to the carrying values of assets and liabilities, the reported expenses and the balance sheet classifications used, that would be necessary should the Company be unable to continue as a going concern in the normal course of operations. Such adjustments could be material.

2. Significant accounting policies

These unaudited interim consolidated financial statements of the Company have been prepared in accordance with Canadian generally accepted accounting principles. These unaudited interim consolidated financial statements do not contain all of the disclosures required by Canadian generally accepted accounting principles and therefore should be read together with the most recent audited annual consolidated financial statements and the accompanying notes thereto.

The preparation of these consolidated financial statements is based on the accounting policies and practices consistent with those used in the preparation of the Company's annual consolidated financial statements as at December 31, 2008 and for the year then ended except for certain new accounting pronouncements which have been adopted effective January 1, 2009 as described in Note 3.

Certain comparative amounts have been reclassified to conform to the current period's presentation.

Crystallex International Corporation**Notes to the Consolidated Financial Statements - Unaudited****March 31, 2009****(In thousands of United States dollars)****3. Changes in accounting policies**

The CICA has issued new accounting standards which are effective for the Company's interim and annual consolidated financial statements effective January 1, 2009.

Section 3064 "Goodwill and Intangible Assets" establishes revised standards for recognition, measurement, presentation and disclosure of goodwill and intangible assets. Concurrent with the introduction of this standard, the CICA withdrew EIC 27, "Revenues and Expenses during the Pre-Operating Period".

EIC-173 "Credit Risk and the Fair Value of Financial Assets and Financial Liabilities" requires an entity to take into account the credit risk of the entity and the counterparty in determining the fair value of financial assets and financial liabilities.

There was no material impact to the Company's consolidated financial statements upon adoption of these new accounting standards.

4. Discontinued operations

Assets and liabilities on the consolidated balance sheets include the following amounts for discontinued operations at El Callao, Venezuela.

	March 31 2009	December 31 2008
Current assets		
Accounts receivable	\$ 27	\$ 28
Prepaid expenses and other assets	1,380	1,661
	\$ 1,407	\$ 1,689
Current liabilities		
Accounts payable and accrued liabilities	\$ 1,057	\$ 1,151
Asset retirement obligations	2,343	2,343
	\$ 3,400	\$ 3,494

5. Property, plant and equipment

	March 31, 2009		
	Cost	Accumulated amortization	Net book value
Plant and equipment	\$ 112,264	\$ 430	\$ 111,834
Mineral properties	236,163	-	236,163
	\$ 348,427	\$ 430	\$ 347,997
	December 31, 2008		
	Cost	Accumulated amortization	Net book value
Plant and equipment	\$ 111,800	\$ 430	\$ 111,370
Mineral properties	232,282	-	232,282
	\$ 344,082	\$ 430	\$ 343,652

Crystallex International Corporation
Notes to the Consolidated Financial Statements - Unaudited
March 31, 2009
(In thousands of United States dollars)

5. Property, plant and equipment (continued)

The aggregate expenditures incurred on Las Cristinas by the Company to March 31, 2009 are summarized as follows:

	Cash	Non-cash	Total
Plant and equipment	\$ 111,834	\$ -	\$ 111,834
Exploration, development and related expenses	156,974	5,732	162,706
Property payment and finders' fees	24,978	11,192	36,170
Future income taxes	-	35,724	35,724
Stock-based compensation	-	1,563	1,563
	\$ 293,786	\$ 54,211	\$ 347,997

6. Notes payable

In conjunction with a unit offering on December 23, 2004, the Company issued \$100,000 principal amount senior unsecured notes (the "Notes") with a coupon rate of 9.375%, due on December 23, 2011 for net proceeds of \$75,015 after expenses and equity allocation. Interest is payable semi-annually on January 15 and July 15 of each year, beginning July 15, 2005. The Company may redeem the Notes, in whole or in part, at any time after December 31, 2008 at a redemption price of between 100% and 102% of the principal amounts of the Notes, depending on the redemption date, plus accrued and unpaid interest and additional interest, if any, to the date of the redemption. In addition, the Company may be required to redeem the Notes for cash under certain circumstances, such as a change in control in the Company where the acquiror's debt rating is below the debt rating of the Company before or after the change in control, or where the Company ceases to beneficially own, directly or indirectly, at least a majority interest in the Las Cristinas Project. The Company may also redeem the Notes, in whole but not in part, for cash at its option under certain circumstances, such as a change in the applicable Canadian withholding tax legislation.

As described in Note 10, the trustee for the Noteholders has commenced an action that, if successful, could result in Crystallex having to redeem all of the outstanding Notes of each Noteholder who has so requested at a price equal to 102% of the principal amount of the notes, together with accrued and unpaid interest to the date of purchase. The Company believes this action, excluding the derivative action which was dismissed with prejudice on May 4, 2009, is without merit and will vigorously defend against this action. On this basis, the Notes continue to be classified as a long term obligation of the Company.

The initial carrying value of the Notes was derived from a unit structure that contained both a Note and a share component. As a result, the share component was allocated based on the fair value of the shares issued with the Unit offering, calculated at \$21,450 with \$78,550 being the discounted fair value of the Notes. The discounted fair value of the Notes, net of expenses, is accreted up to the face value of the Notes using the effective interest rate method over its seven year term, with the resulting charge recorded to interest expense. Interest accretion of \$944 (2008 - \$839) on the Notes was expensed during the three month period ended March 31, 2009 as a component of interest expense.

Fair value of debt

The fair value of the debt is approximately \$30,000 (2008 - \$30,000), calculated using a discounted cash flow methodology. The methodology uses the risk-free interest rate and the Company's credit spread as inputs. As the Company's credit spread is an unobservable input due to limited trading of the Company's debt in the market, the Company has estimated its credit spread by reference to current yields to maturity for debt with similar terms and risks and also by reference to the yield to maturity implicit in the prices obtained from the limited trading of the Company's debt.

Crystallex International Corporation

Notes to the Consolidated Financial Statements - Unaudited

March 31, 2009

(In thousands of United States dollars)

7. Share capital

	March 31 2009	December 31 2008
Authorized		
Unlimited common shares, without par value		
Unlimited Class "A" preference shares, no par value		
Unlimited Class "B" preference shares, no par value		
Issued		
294,817,719 common shares (2009 and 2008)	\$ 561,751	\$ 561,751

Warrants

As at March 31, 2009 common share purchase warrants were outstanding enabling the holders to acquire common shares as follows:

Exercise Price	Number of warrants (thousands)
\$2.45 (CDN \$3.00)	16,445 ¹
\$4.25	12,250 ²
	28,695

1. These warrants expire on the later of: (i) August 11, 2009; and (ii) six months following the date which is 45 days following the receipt of the Permit for the Company's Las Cristinas project.
2. These warrants become exercisable for an eighteen month period commencing on the date which is 45 days following the receipt of the Permit for the Company's Las Cristinas project.

As at March 31, 2009 stock options were outstanding enabling the holders to acquire common shares as follows:

Range of exercise price (CDN\$)	Number of options (thousands)	<u>Outstanding options</u>		<u>Exercisable options</u>	
		Weighted average remaining contractual life (years)	Weighted average exercise price (CDN\$)	Number exercisable (thousands)	Weighted average exercise price (CDN\$)
\$1.00 to \$1.50	240	0.73	\$ 1.41	240	\$ 1.41
\$1.75 to \$2.60	3,829	2.44	2.23	3,778	2.23
\$2.65 to \$3.60	3,114	4.59	3.12	3,101	3.12
\$4.00 to \$4.87	3,183	3.93	4.34	2,798	4.29
	10,366	3.50	\$ 3.13	9,917	\$ 3.07

Crystallex International Corporation**Notes to the Consolidated Financial Statements - Unaudited****March 31, 2009****(In thousands of United States dollars)**

7. Share capital (continued)*Shareholder Rights Plan*

On October 30, 2006 the shareholders of the Company voted to ratify, confirm and approve a new shareholder Rights Plan (the "Rights plan") which was originally approved by the Board of Directors of the Company on June 22, 2006. The rights issued under the Rights plan are subject to reconfirmation at every third annual meeting of shareholders and will expire at the close of the Company's annual meeting in 2016 (the "Expiration Time").

Pursuant to the Rights plan, the Board of Directors declared a distribution of one right (a "Right") for each outstanding Common Share of the Company to shareholders of record at the close of business on the Record Date and authorized the issuance of one Right for each Common Share issued after the Record Date and prior to the Separation Time (described below) and the Expiration Time. The Rights will separate from the Common Shares at the time (the "Separation Time") which is the close of business on the eighth trading day (or such later day as determined by the Board of Directors) after the public announcement of the acquisition of, or intention to acquire, beneficial ownership of 20% of the Common Shares of the Company by any person other than in accordance with the terms of the Rights plan.

In order to constitute a "Permitted Bid", an offer must be made in compliance with the Rights plan and must be made to all shareholders (other than the offeror), must be open for at least 60 days and be accepted by shareholders holding more than 50% of the outstanding voting shares and, if so accepted, must be extended for a further 10 business day period.

8. Supplemental disclosures with respect to cash flows

	March 31	December 31
	2009	2008
Cash and cash equivalents consist of:		
Cash	\$ 1,716	\$ 1,600
Canadian Treasury Bills with interest rate of 0.1% (2008: 0.05%)	3,964	32,920
US Treasury Bills with interest rate of 0.02%	15,898	-
	\$ 21,578	\$ 34,520

Cash paid during the three month periods ended March 31

	2009	2008
For interest	\$ 4,688	\$ 4,688
For income taxes	\$ -	\$ 55

Crystallex International Corporation**Notes to the Consolidated Financial Statements - Unaudited****March 31, 2009****(In thousands of United States dollars)****8. Supplemental disclosures with respect to cash flows (continued)***Investment in property, plant and equipment for the three month periods ended March 31*

	2009	2008
Net book value of property, plant and equipment January 1	\$ 343,652	\$ 317,179
Net book value of property, plant and equipment March 31	347,997	323,899
Net increase in property, plant and equipment	(4,345)	(6,720)
Capitalization of stock compensation	5	33
Future income taxes	494	1,160
Amortization	-	(22)
Net increase before working capital items	(3,846)	(5,549)
Changes in working capital related to property, plant and equipment acquisitions	48	78
Cash investment in property, plant and equipment	\$ (3,798)	\$ (5,471)

Issuance of common shares for cash for the three month periods ended March 31

	2009	2008
Cash received from:		
Public offering	\$ -	\$ 64,144
Exercise of options	-	182
	\$ -	\$ 64,326

9. Segmented information

The Company has one operating segment which is the development of mining properties with Las Cristinas as its principal asset.

Property, plant and equipment capitalized costs all relate to Las Cristinas and include long-lead time equipment required for the development of Las Cristinas, of which significant amounts are located temporarily in the U.S.A. and various other countries.

10. Commitments and contingencies*Las Cristinas*

Under the terms of the Las Cristinas Mine Operation Contract with the CVG, the Company has undertaken to make all investments necessary to develop and exploit the Las Cristinas deposits.

The capital cost of the project was revised to \$356,000 in November 2007 (previous estimate August 2005 \$293,000), of which \$102,000 has been spent to date. The capital cost estimate is subject to revision due to changing construction and equipment costs.

The Company is committed to spend approximately \$1,200 to complete certain social projects at Las Cristinas.

10. Commitments and contingencies (continued)

Claim by an individual

On May 23, 2006, the Company and certain directors and officers were served with a Statement of Claim by an individual alleging misrepresentation, conspiracy and breach of contract, and claiming damages of approximately CDN\$1.75 million. The Company has filed its Statement of Defence and believes that there is little likelihood of any ultimate liability. However, as the outcome of this matter cannot be determined at this time, the Company has made no provision for this contingency as at March 31, 2009.

Action by Noteholders

In December 2008, the Company was served with a Notice of Application (the "Application") by the trustee for the holders (the "Noteholders") of the \$100,000 senior unsecured notes described in Note 6. The trustee, on behalf of certain Noteholders, is, among other things, seeking a declaration from the Court that there has been a project change of control (a "Project Change of Control") event as defined in the First Supplemental Indenture made as of December 23, 2004 thereby requiring Crystallex to accelerate payment and purchase all of the notes of each Noteholder who has so requested at a price equal to 102% of the principal amount of the notes, together with accrued and unpaid interest to the date of purchase.

A Project Change of Control is defined as "the occurrence of any transaction as a result of which Crystallex ceases to beneficially own, directly or indirectly, at least a majority interest in the Las Cristinas project asset".

In the alternative, the trustee sought permission from the Court to commence a derivative action in the name of and on behalf of Crystallex against its entire Board of Directors.

On May 4, 2009, the Noteholders agreed to have the derivative action dismissed with prejudice. The claims for oppression relief under the Application, except for the derivative action, will be held in abeyance until the end of July 2009, at which time the parties will appear before the Court to set a schedule for the continuation of the Application.

The Company has strong defences to this action and will vigorously defend against the Application. In particular, the Company believes that the Noteholders' allegation that there has been a Project Change of Control has no merit. At this stage in the process, the Company cannot provide an assignment of losses, if any, it may suffer as a result of this proceeding.

Proposed Class Action

The Company and certain officers and directors have been named as defendants in a putative securities fraud class action commenced on December 8, 2008, in the United States District Court for the Southern District of New York. The plaintiffs in the lawsuit are described as investors who acquired the Company's common stock during the period of July 28, 2005 and April 30, 2008, inclusive (the "Proposed Class Period"). The complaint alleges that the defendants made several statements during the Proposed Class Period about the Company's Las Cristinas Project located in Sifontes, Venezuela, and that the issuance of the required Venezuelan government permit in connection with that project was imminent and guaranteed to be issued to the Company. The complaint asserts that the defendants "did not have, during the Class Period, a reasonable expectation that the Company would receive the required permit," and that on April 30, 2008, the Permit was, in fact, denied. The proposed class action seeks compensatory damages plus costs and fees, alleging violations of Section 10(b) of the Securities Exchange Act of 1934 (the "Exchange Act") and Rule 10b-5 promulgated thereunder by each of the defendants and violations of Section 20(a) of the Exchange Act by the individual defendants.

Crystallex International Corporation

Notes to the Consolidated Financial Statements - Unaudited

March 31, 2009

(In thousands of United States dollars)

10. Commitments and contingencies (continued)

Proposed Class Action (continued)

In a court Order dated April 7, 2009, the lead plaintiffs were appointed and have until May 29, 2009 to file an amended complaint. The defendants have until July 31, 2009 to file a motion to dismiss. The lead plaintiffs can file an opposition to the motion to dismiss by August 28, 2009 and the defendants have until September 15, 2009 to file any reply thereto.

Crystallex believes that the complaint is without merit and intends to vigorously defend itself against the action. However, because the action is in preliminary stages, the Company cannot provide assurances as to the outcome of the action, nor can the range of losses, if any, be estimated. Accordingly, no losses have been accrued.

Advisory services

The Company has engaged a financial advisor to assist the Company in assessing options to settle the Noteholders' claim and if appropriate assist in negotiating, structuring and executing the selected option. The Company has agreed to grant to such advisor 3,000,000 warrants to acquire common shares of the Company at CDN\$0.30 per common share with an expiry date of April 23, 2012. In addition, the Company has agreed to pay a success fee of CDN\$1 million to such advisor.

11. Related party transactions

During the three month period ended March 31, 2009, the Company entered into the following transactions with related and other parties:

- a) Paid underwriting fees of \$nil (2007 - \$2,279) to a company which retains the Chairman of the Company as an employee.
- b) Paid head office rent of \$30 (2008 - \$nil) to a company which retains the Chairman of the Company as a director.

The amounts charged to the Company for the services provided have been determined by negotiation among the parties. These transactions were in the normal course of operations and were measured at the exchange value which represented the amount of consideration established and agreed to by the related parties.