



MANILA MINING CORPORATION

(A corporation organized and existing under Philippine Laws)

One (1) Share Of Common Stock For Every 3.56 Shares Held

Prospectus relating to the stock rights offering, with Record Date of May 22, 2014, covering 56,926,927,347 common shares at P0.012 per share from the Company's unissued capital stock with an aggregate value of P683,123,128.16, consisting of 34,165,808,415 "A" shares and 22,761,118,932 "B" shares, the initial 50% of which is payable upon subscription and the 50% balance payable not later than July 15, 2014. The Offer Period is from June 16 to 20, 2014. Pursuant to the Offering, outstanding options under the Company's 8th Stock Option Award will increase by 44,494,382 "A" shares and 29,662,921 "B" shares.

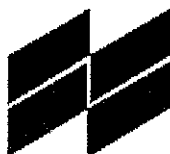
The subject shares will be listed with the Philippine Stock Exchange. The Company has engaged the services of an underwriter, the Multinational Investment Bancorporation, for the sale or distribution of the Offer Shares.

PROSPECTUS

May 8, 2014

THE SECURITIES AND EXCHANGE COMMISSION HAS NOT APPROVED THESE SECURITIES OR DETERMINED IF THIS PROSPECTUS IS ACCURATE OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE AND SHOULD BE REPORTED IMMEDIATELY TO THE SECURITIES AND EXCHANGE COMMISSION.

20th Floor, Lepanto Building, Paseo de Roxas, Makati City, Philippines
Telephone No. 8159447; Fax No. 8105583 / 8120451



MANILA MINING CORPORATION

(A corporation organized and existing under Philippine Laws)

20th Floor, Lepanto Building, Paseo de Roxas, Makati City, Philippines
Telephone No. 8159447; Fax No. 8105583 / 8120451

Prospectus relating to the Pre-emptive Rights Offering with a par value of ₱0.010 per share at an exercise price of ₱0.012 per share.

Manila Mining is offering to its shareholders the right to subscribe to One (1) share for every 3.56 shares held as of Record Date.

In Resolutions dated April 10, 2014, 2014 and April 29, 2014, the Securities and Exchange Commission has confirmed that the issuance of the Rights Shares is an exempt transaction under Section 10.1(e) of the Securities Regulation Code.

The shares to be offered and resulting shares outstanding after the offering is as follows:

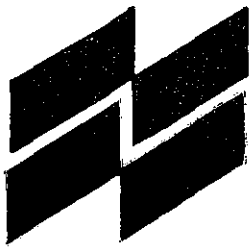
		No. of Shares	Value
			Par:
Issued, outstanding and Subscribed shares as of February 28, 2014	"A"	121,630,277,957	₱1,216,302,779.57
	"B"	<u>81,029,583,399</u>	<u>810,295,833.99</u>
	Total	<u>202,659,861,356</u>	<u>₱2,026,598,613.56</u>
			Offer price:
Shares to be offered	"A"	34,165,808,415	₱409,989,700.98
	"B"	<u>22,761,118,932</u>	<u>273,133,427.18</u>
	Total	<u>56,926,927,347</u>	<u>₱683,123,128.16</u>
			Par:
Issued, outstanding and subscribed after the Offering	"A"	155,796,086,372	₱1,557,960,863.72
	"B"	<u>103,790,702,331</u>	<u>1,037,907,023.31</u>
	Total	<u>259,586,788,703</u>	<u>₱2,595,867,887.03</u>

Multinational Investment Bancorporation ("MIB") will act as Underwriter of the Offer but no underwriting fees will be collected with respect to the Offer. The principal stockholder F. Yap Securities, Inc., has a firm commitment to subscribe not just to its entitlement of Rights Shares but also to any rights shares that will not otherwise be taken up by other qualified stockholders. In the event that F.Yap Securities, Inc. fails to subscribe to the unsubscribed portion of the SRO, the Underwriter will fully take up all the unsubscribed shares.

The PSE assumes no responsibility for the correctness of any of the statements, opinions and reports made or expressed in this Prospectus. The application to cover the listing of the Offer Shares was approved by the PSE Board of Directors on April 30, 2014.

USE OF PROCEEDS: Fund a drilling program for the period 2014-2015, settlement of debts to suppliers, service providers, and the Company's working capital. For details please see page 14.

DIVIDEND POLICY: Apart from compliance with Sec. 43 of the Corporation Code, the Company has no dividend policy.



Manila Mining Corporation

20th Floor, BA-Lepanto Bldg., 8749 Paseo de Roxas

Makati, Metro Manila, Philippines

P.O. Box 299, Makati • Telephone: 87-20-61

Telex: RCA 7222255, ITT 7425124, EPTI 64204 • Cable: Cobre Manila

Stock Rights Offering

One (1) Share of Common Stock
For Every Three and 56/100 (3.56) Shares Held
At a Price of ₱0.012 Per Share

This Prospectus relates to the offering for subscription (the "Offer") of 56,926,927,347 Common Shares consisting of 34,165,808,415 "A" and 22,761,118,932 "B" shares (the "Rights Shares" or "Offer Shares") with a par value of ₱0.01 per share of Manila Mining Corporation ("MMC") by way of a pre-emptive rights offering to eligible existing common shareholders of MMC at the proportion of one (1) Rights Share for every three and 56/100 (3.56) Common Shares held as of Record Date at an offer price of ₱0.012 per share.

The authorized capital stock of the Company is ₱2,600,000,000 consisting of 156,000,000,000 "A" and 104,000,000,000 "B" Common Shares with a par value of ₱0.01 per share. As of the date of this Prospectus, 121,630,277,957 "A" and 81,029,583,399 "B" shares, or a total of 202,659,861,356 Common Shares are issued and outstanding. After the completion of the Offer, there will be 155,796,086,372 "A" and 103,790,702,331 "B" common shares issued and outstanding.

All Common Shares of the Company to be issued pursuant to the Offer will have identical rights and privileges. The Philippine Constitution and laws limit foreign ownership in the company to a maximum of 40% of its issued and outstanding capital stock entitled to vote. To ensure compliance with the legal limits, the Company's "A" Common Shares, constituting 60%, at any one time of the issued and outstanding shares, are available only to Filipino citizens. The "B" shares are available to persons of any nationality.

The Company is allowed to declare dividends from its surplus profits at such times and in such percentage as the Board of Directors may deem proper.

The Company expects to raise approximately ₱683.12 million from the Offer. The net proceeds from the Offer, after costs and fees of about ₱4.9 million, will be used by the Company to fund further exploration and working capital and settle accounts with suppliers, service providers and other debts.

The information contained in this Prospectus is publicly available and has been supplied by the Company solely for the purpose of the Offering. The Board of Directors and Officers of the Company accept full responsibility for the accuracy and completeness of the information contained herein, including all the documents submitted to the Exchange in connection in the listing application. The Company confirms that, after having made all reasonable inquiries, and to the best of its knowledge and belief, there are no material facts, the omission of which would make any statement in this Prospectus misleading in any material respect. Neither the delivery of this Prospectus nor any sale made hereunder shall, under any circumstance, create any implication that the information contained herein is correct as of any time subsequent to the date hereof.

Multinational Investment Bancorporation (MIB) will act as Underwriter of the Offer. Any unsold Rights Shares will be taken up and distributed by MIB. F. Yap Securities, Inc., a principal shareholder of the Company, has firmly committed to subscribe not just to its entitlement of Rights Shares but

also to any rights shares that will not otherwise be taken up by other qualified shareholders. In the event that the F.Yap Securities, Inc. should fail to subscribe to the unsubscribed portion of the SRO, the Underwriter will fully take up all the unsubscribed shares.

Prospective investors to the Offer Shares must conduct their own evaluation of the Company and the terms and conditions of the Offer, including the merits and risks involved. Please refer to Risk on Investing and Risk Factors discussed on pages 10 to 12 of this Prospectus. The readers of this Prospectus are further enjoined to consult their financial advisers, tax consultants, and other professional advisers with respect to the acquisition, holding, or disposal of the Offer Shares described herein.

The Company's Common Shares are listed on the Philippine Stock Exchange, Inc. ("PSE") under the symbols "MA and MAB". On May 6, 2014, MA and MAB closed at ₱0.020 and ₱0.022 per share, respectively.

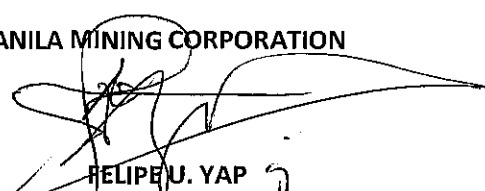
In resolutions dated April 10, 2014 and April 29, 2014, the Securities and Exchange Commission has confirmed that the issuance of the Rights Shares is an exempt transaction under Section 10.1(e) of the Securities Regulation Code.

The PSE assumes no responsibility for the correctness of any of the statements, opinions, and reports made or expressed in this Prospectus. The listing of the Rights Shares was approved by PSE Board of Directors on April 30, 2014. Such approval for listing, however, is permissive only and does not constitute a recommendation or endorsement of the Offer Shares by the PSE.

This Prospectus shall not constitute an offer to sell or the solicitation of an offer to buy any securities other than those described herein, nor does it constitute an offer to sell or a solicitation of an offer to buy the shares described herein in any jurisdiction in which such offer or solicitation or sale is not authorized, or to any person to whom it is unlawful to make such offer or solicitation or sale. No dealer, salesperson, or other person has been authorized to give information or make any representation not contained in this Prospectus, and if given or made, may not be relied upon as having been authorized by the Company.

MANILA MINING CORPORATION

By:



FELIPE U. YAP

Chairman and Chief Executive Officer

MAKATI CITY

MAY 08 2014

Subscribed and sworn to before me this ____ day of May 2014 at Makati City, affiant exhibiting his SSS No. 06-0091101-0.

Doc. No. 7 :
Page No. 1 :
Book No. 1 :
Series of 2014

ATTY. GERVASIO B. ORTIZ JR.
NOTARY PUB. **MAKATI CITY**
UNTIL DECEMBER 31, 2014
PTR NO. 3664330/01-02-2013 MAKATI
IBP NO. 656155 - LIFE TIME MEMBER
ADPT. M-199/2014 ROLL NO. 40091

TABLE OF CONTENTS

Description	Page
Glossary of Terms	1-2
Business	3
Marketability of Products	3
History	4
Mining Tenements	4-5
Recent Developments	6-12
Risks Factors	12-14
Use of Proceeds	14
Cost of Offering	15
Determination of the Offer Price	15
Plan of Distribution	15
Relationship to Issuer	16
Terms and Conditions of the Offer	17-19
Securities, Shareholders, Operational Information	20-24
Corporate Governance	24
Financial Information and MDA	24-26
Independent Public Accountant	27
Control Information	27-29
Certain Relationships and Related Transactions	29-31
Summary Compensation Table	31-32
Voting Trust and Change in Control	32
Warrants Options, Compensation Plans, Issuance or Modification of Securities	32

.....	33
Security Ownership	34-35
Legal Framework for Mining in the Philippines: The Philippine Mining Act	35
Philippine Stock Market	36
Settlement	37-38
Scripless Trading	39
Amended Rule on Lodgment of Securities	40
Taxation and Foreign Exchange	41
Philippine Foreign Investment, Exchange Controls and Foreign Ownership	42
Audited Financial Statements	
Certification from the Mines and Geosciences Bureau that the Mine Lease Contracts and MPSA are still valid and existing	Annex "A"
Certification of Mr. Tomas D. Malihan	Annex "B"
Certification and Consent of Mr. Tomas D. Malihan	Annex "B-1"
Report and Certification and Consent of Mr. Froilan C. Conde	Annex "C"

GLOSSARY OF TERMS

Additional Shares	-	The shares granted to Applicants on top of the Rights Shares
Additional Subscription	-	The shares over and above the shares a stockholder is entitled to under the Offer which he indicates as such in the Subscription Agreement and for which the corresponding 50% downpayment is made to the Company within the Offer Period
Applicant	-	A shareholder entitled to subscribe to the Offer who applies for an Additional Subscription
APSA	-	Application for an MPSA
Assay	-	the chemical analysis of an ore, mineral, concentrate of metal to determine the amount of valuable species. Precious metals are usually given in ounces per short ton or grams per metric ton, while base metals are given in percentage
Available Shares	-	such of the Offer Shares as will not be subscribed by the concerned Eligible shareholder within the Offer Period, which may therefore be distributed among the applicants in the Second Round.
CIL	-	Carbon – in – Leach process
CIP	-	Carbon – in – Pulp process
Copper Flotation	-	is the process of separating copper minerals from the ore using chemical reagents, air and mechanical agitation. The mineral particles are separated from the host rock and float to the surface on air bubbles forming a froth, which is skimmed off, filtered and dried
Copper concentrate	-	the resulting copper product of the process of separating mill head grade ore or metal from its containing rock.
DDCP	-	Diamond Drilling Corporation of the Philippines
Eligible Shareholder	-	a shareholder of the Company as of the Record Date, thus entitled to subscribe to the Offer Shares
EMB – CARAGA	-	Environmental Management Bureau Region XIII.
Group	-	Refers to MMC and/or KCGRI

KCGRI	-	Kalayaan Copper-Gold resources, Inc, a wholly-owned subsidiary of the Company
LCMC / Lepanto	-	Lepanto Consolidated Mining Company
MPSA	-	Mineral Production Sharing Agreement
Manila Mining; MMC/ /Company	-	Manila Mining Corporation
MIB/Underwriter	-	Multinational Investment Bancorporation
Mill head grade	-	the content of precious metal in the ore as it enters the mill.
Offer/ Rights Offer	-	The 1:3.56 Stock Rights Offering of the Company
Offer Period	-	The period commencing on June 16, 2014 and ending on June 20, 2014
Offer Shares	-	The shares subject of the Offer, totaling 56,926,927,347
Parent Company	-	MMC
PDTC	-	Philippine Depository and Trust Corporation
PSE	-	Philippine Stock Exchange
Record Date	-	May 22, 2014
Rights Shares	-	The shares to which shareholder of the Company is entitled to subscribe, on the basis of his shareholdings as of the Record Date
SCCP	-	Securities Clearing Corporation of the Philippines
SEC	-	Securities and Exchange Commission
Second Round	-	The distribution of the unsubscribed Offer Shares to Applicants in proportion to their shareholdings as of the Record Date
TPD	-	Tonnes per day

Business and General Information

Business

MMC was incorporated in 1949 to engage in the mining and exploration of metals. It is an affiliate of Lepanto Consolidated Mining Company, which, directly and through its wholly-owned subsidiaries, Lepanto Investment and Development Corporation and Shipside, Incorporated, owns 19.61 % of MMC's outstanding capital.

MMC started mining operations in Placer, Surigao del Norte in 1981. From 1982 to 2001 when it suspended mining operations, MMC produced a total of 761,835 ounces gold and 261,720 ounces silver. During its 4 years of copper operations from 1997-2001, MMC produced a total of 19,810,616 lbs. copper.

MMC has no parent company. It has a subsidiary, the Kalayaan Copper-Gold Resources, Inc. ("KCGRI"). Below is the Capital Structure of the Company and its sole Subsidiary:

Company	Date of Incorporation	Authorized Capital Stock	Subscribed Capital Stock	Ownership of the Company
MMC	June 3, 1949	₱2.6 Billion	₱2.027 Billion	4,381 Stockholders
KSGRI	May 31, 2007	₱10 Million	₱2.500 million	95% owned by MMC; 5% by Philex Mining Corporation

With a view to resuming mining operation, the Company started a drilling program in 2007 which continues to-date.

Marketability of Products

There is virtually no market competition among metals producers. Whatever is produced may be shipped out immediately. There is always a ready market, in fact, an increasing demand, for the Company's products, i.e., gold, copper and silver. MMC used to sell its gold to the Bangko Sentral ng Pilipinas and foreign metals traders, such as Johnson Matthey, without difficulty. The copper concentrate was sold to the Philippine Associated Smelter and Refinery (PASAR) and foreign metals traders without difficulty. Prices of the Company's products are dictated by the world market. The Company is not bound under any contract to sell exclusively to any one party.

The Company has no new products or services. As stated above, the Company stopped its mining and milling operations in 2001 and has been doing exploration work since 2007, the details of which are discussed under Recent Developments on pages 6 to 9.

History

MMC started work at the Placer Project in the mid 1970's after taking over the former grounds of East Mindanao Mining Company (EMMC), Mapaso Goldfields and Surigao Suyoc Mines. EMMC started mining the property in 1936 with a 100-tpd straight cyanidization mill capacity, which increased to 200 tpd just prior to the outbreak of World War II. Operations ceased soon after. MMC took over in the early 1970's, producing, until 1982, a total of 82,683 tonnes of ore averaging 7.46 g/t gold. Mining method switched from underground to open-pit mining by late 1982.

The Placer Project is located in the municipality of Placer, Province of Surigao del Norte, and lies at the center of the well-known Surigao Mineral District. The area may be reached from both Surigao City and Butuan City via some 32 and 102 km of concrete roads, respectively. Daily commercial flights to and from Manila is being serviced by the Philippine Airlines and Cebu Pacific using the Butuan airport.

Both underground and open pit ores were initially treated in the mill employing the Carbon-In- Pulp (CIP) process at 250 tpd. This gradually increased to a maximum of 1500 tpd. Heap leaching was later adapted to process the lower grade ore in 1989. The original mill ceased commercial operation in early 1995 as operating costs increased, and a new mill was commissioned, designed for a 3000-tpd operation. The new mill reached a peak capacity of 10,000 tpd using CIP/CIL process to extract the gold. At this time, the major source of gold ore was the Heine pit supplemented by ore from the Ntina, Suyoc, Reno-Emma and other minor areas. Heine was a comparatively easy to extract open pit operation and the ore is metallurgically clean and ideal for the Carbon in Pulp (CIP) gold recovery process.

MMC has contributed significant revenues to the national and local governments in the form of taxes, fees and duties

On 25 July 2001, MMC shut down its Placer Project due to the expiration of the Temporary Authority to construct and operate Tailings Pond No.7 (TP-7) issued by the EMB-CARAGA. This has caused a reduction of manpower to less than a fifth of the total workforce of more than 500. Thereafter, activities have been limited to exploration and securing the Company's assets.

Mining Tenements

The MMC Tenements consist of groups of claims totaling 5,070.6604 hectares of mineral land located in the Municipalities of Placer, Tagana-an, Sison, Tubod and Claver. These are covered by mining lease contracts that have been converted into applications for MPSAs, an MPSA, and exploration permits.

Permit	Date of Grant/Date Filed	Date of Expiry	Status	Area	Location
MPSA No. 253-2007-XIII	July 28, 2007 (renewable for another 25 years)	July 28, 2032	Exploration	211.5000 has.	Placer, Surigao del Norte
EP No. XIII-014A	April 28, 2010 (renewable for another 25 years)	Pending renewal	Pending renewal	3,203.98 has.	Placer, Surigao del Norte
EP No. XIII-014B	April 28, 2010 (renewable for another 25 years)	Pending renewal	Pending renewal	286.6342 has.	Placer, Surigao del Norte

As mandated by the Philippine Mining Act of 1995, mining claims previously covered by Mining Lease Contract No. V-1128, including the Ntina Gold-Copper project, are now covered by MPSA No. 253-2007-XIII, valid until 2032 and renewable thereafter under existing law; those covered by lease contracts nos. MRD- 322, MRD- 323 and MRD-324 have been converted to APSA No. 000107-XIII. The lease contracts nos. MRD-480 and MRD-67 have been converted to APSA No. 000083-XIII.

The Suyoc Kinto-Limbo deposits are covered by Mining Lease Contract MRD-322 and Parcel IV of EPA-XIII-014A. The Ntina-Mindoro deposits are covered by Mining Lease Contract MRD-67 which was converted to APSA-00083-XIII.

The Company has a Mineral Production Sharing Agreement over a 211.5 ha. area located in Placer, Surigao del Norte, referred to as MPSA No. 253-2007-XIII. It has an Exploration Permit (EP) covering 2,462.91 hectares in Placer, Surigao del Norte. A portion of the area covered by the said EP, known as Parcel VI, has been assigned to a 95%-owned subsidiary, Kalayaan Copper-Gold Resources, Inc. ("Kalayaan"). Thus, there are now two EPs, EP No. XIII-014A in the name of MMC covering 2,176.28 hectares and EP No. XIII-014B covering 286.63 hectares in the name of Kalayaan, both subject of applications for third renewal.

The Company has three (3) other MPSA applications, namely, APSA No. 000006-X in Surigao del Norte; APSA No. 000007-X covering 4,793.85 has. and APSA No. 000047-X covering 1,539 has., all located in Agusan del Norte. Data compilation study are on-going in the areas covered by APSA No. 00006-X, APSA 00007-X and APSA No. 000047-X. A portion of the area covered by APSA No. 00006X, consisting of 2,462.9 has., is now covered by Exploration Permit No. XIII-014A.

A copy of the certification of the MGB as to the mining tenements of MMC as of February 5, 2014 is attached hereto as Annex "A" hereof.

Recent Developments

MMC Tenements:

In January 2010, the Company engaged the services of Mr. Tomas D. Malihan, a Competent Person accredited under the PMRC, to review the results of the **2007-2008 Revival Exploration Program** of the Company. His Comments and Recommendations are as follows:

COMMENTS AND RECOMMENDATIONS

a) *The recent estimate of the MMC Resource made by the MMC Revival Exploration Staff and the Resource Evaluation Team shows a large percentage of the deposit in the Inferred category. Inferred Resource, following the guidelines set up by the Philippine Mineral Reporting Code (PMRC), could not be given any weight for mine planning purposes as only resources in the Measured and Indicated classes may be converted into reserve and only if it could satisfy certain economic parameters to allow them to be used in mine planning. Thus, MMC might have to consider the 2007-2008 drilling campaign as Phase 1 or preliminary and may have to design a follow up drilling program to drill more holes, i.e., fill in holes to upgrade more of the Inferred resources that could be usable to the Mine planners.*

b) *In the MMC Revival Exploration Program, it was stated that the primary objective of the exploration drilling campaign was to block additional open-pit table, epithermal Cu-Au deposits within and around the vicinity of the old pits that could justify the revival of the mining operation in MMC's mineral properties in Placer. MMC therefore, is targeting shallow-seated 'ore-grade' mineralization similar to that the company mined in the '80 and the 90's*

During the visit at the Placer mine sites, it was noted that north wall of the abandoned Heine Pit was a alive high-grading activities with numerous adits dotting the now vegetated slope. It would only indicate that substantial resource was left there by MMC when it was mining the Heine deposit which was considered the richest among the various deposits exploited by the company in the '80s and '90s. We are informed that, in the 2007-2008 Revival Exploration Program, Heine had been given low priority as the plan was to utilize the Heine Pit as possible tailings pond in case the mining operation is revived. We suggest that MMC Management reconsider this option is alternative tailings ponds could be found. Heine possibly still contain substantial gold resource left from the previous operation that should be systematically and exhaustively explored considering that it was the number one producer during the time and its gold ore was considered 'clean ore' (with minor Cu content compared to the other deposits) when MMC was mining the deposits.

d.) *The occurrence of the Heine deposit appears to be associated with a diatreme where the deposit is localized along the diatreme's margin. If MMC has not done it yet, it is suggested that the Company have the margin of the diatreme traced and explored for possible "GW-type breccias deposits" that are in big numbers along the margin of the Balatoc Plug, also a diatreme, found in Acupan*

Mine in Benguet. The GWs were great ore contributors to the Acupan Mine production during its heyday.

e.) The geological sections presented by the MMC minesite geological staff which are also part of the 2007-2008 Revival Exploration Program Report dated January 30, 2010 that are the subject of this review, shows that most of the drill holes were sunk well below the old pits' bottoms and below what might be considered 'economical' pit limits. This is, however, understandable as drilling depths given their extraordinary nature. Limiting the depths to the upper horizon during this initial phase of the program might lead to opportunities missed in case there are higher grade deposits that lie just below the surface-mineable horizon. The drilling of a few deep holes to test the conjectured porphyry system down below the epithermal system is also justified. The results, although largely inconclusive, give hints that a potential porphyry copper systems or systems might below the epithermal horizon and, therefore, could guide future exploratory drilling programs should MMC opts to pursue deep drilling mineralization, its geologists could be guided by the results of the few deep holes that were sunk to probe its existence. Based from initial results of these drill holes, the porphyry system, if it exists, probably lies below 800 meters from surface. If initial drilling results indicate lower grade mineralization that may not support the cost of underground mining, the deep drilling program should be re-evaluated if it's worth continuing.

f.) A closer examination of the drill cores from selected holes produced from the 2007-2008 drilling campaign showed most of the observed copper and gold mineralization difficult to reconcile with the assay records. Quartz veinlets and quartz-lined fractures that are observed to contain chalcopyrite are generally few and far between to account for elevated Cu values in many cases. Also, the 'ore grade' Au values when checked against the cores, usually manifest only as stronger oxidation in the cores with no clearly defined structures much less, quartz veins to account for the high Au values. This might require further checking in the Assay laboratory and maybe, some research works in ore microscopy. Furthermore, the train of elevated or 'ore' grade values that could be used to define 'ore blocks' are generally discontinuous and erratic. The GEMCOM generated resource noted that skewness of the value plots to the right indicating a generally few extremely high values and abundance of low values. In this type of mineralization, closer-spaced drilling could minimize uncertainties in ore block projections.

g) In summary, the results of the 2007-2008 resource evaluation campaign conducted by MMC in its Placer mineral property in Surigao are far from being conclusive to justify reactivating the mining operations. The combined percentage of Measured and Indicated resources comprise only 19.6% of the delimited Resource with the bulk (81.4%) in the Inferred category. For mine planning purposes, only 19.6% of the 76.7 Mmt of the Global resource blocked by the diamond drills could qualify for categorizing as reserve. But even then, not all of this 19.6% may pass as reserve or mineable if open pittable resource is the target as spelled out in MMC's objective in the Revival Exploration Program.

h) It might be prudent for MMC to pursue a Phase 2 or follow-up drilling program using the results from the 2007-2008 drilling campaign in locating fill-in holes. The drilling should, as much as possible, limit the depth to shallow horizon if it aims to block only open pittable resources unless there are compelling reasons to deepen the hole or the assay shows that the hole is still in 'ore' and should not be terminated. Limiting the drilling depths would maximize intersections of 'ore' materials that could pass as mineable if mining option would have to be limited to open pit. Defining mineralized zones in the deeper levels can only be justified if the grade of mineralization and potential tonnage could support the more expensive underground development. A deposit in the "Boyongan Class" should be the target, otherwise, investing in deep drilling could be an exercise in futility.

Following is Mr. Malihan's conclusion:

"The Revival Drilling Program results as collated and synthesized by the MMC Exploration Group, blocked an estimated 76.7Mmt of copper-gold resource with an average grade of 1.07 g/t Au Equivalent using a 0.61 g/t Au Equivalent cut-off. Of the blocked resource, 5.24Mmt @ 1.12 g/t Au Equivalent was categorized as Measured, 6.92Mmt @1.04g/t Au Equivalent, Indicated, while the bulk, 62.5 Mmt @1.06g/t Au Equivalent grade falls under Inferred category. In the computation of the Au Equivalent for the Cu contents, the Group used conservative figures of USD850/Oz and USD2.00/lb for Cu.

"MMC has observed the industry accepted procedures and guidelines in the management of its exploration data during the execution of the drilling program and employed the latest resource estimation tools in its processing of the data stored in its database. The resources estimated by the Exploration Group from the drilling results, however, appear inadequate to help the MMC management decide whether the revival of the mining operation could be justified or not. If MMC limits its option to open-pittable resource, then, it needs to upgrade more of the blocked resource from Inferred to Measured and Indicated. MMC may have to pursue a Phase 2 Drilling Program based on the results of Phase I and design more fill-in holes for closer-spaced drilling. This program should also limit the drilling depths within the open-pittable horizon to maximize the meterage that really counts in the resource blocking.

"In summary, the Manila Mining Corporation Revival Exploration Program Report prepared by the MMC Exploration Group is a well-written report and was based on the exploration data diligently gathered, collated, processed and interpreted by the Group. The Group also applied all the required safeguards to protect the integrity and validity of the data stored in the database used in the report preparation. However, the resource estimated is deemed inadequate to help the MMC Management decide to go ahead with the revival of the mining operation in the subject tenement that was mothballed in 2001. Additional drilling is suggested to upgrade more resources to higher categories that can be useful for the mine planners."

The full report and certifications of Mr. Malihan, dated February 8, 2010, are attached to this Prospectus as Annexes "B" and "B-1".

As suggested in the report of Mr. Malihan, additional drilling was made in the same areas, consisting of 476 diamond drill holes having a total meterage of 80, 112.21, and 293 reverse circulation drill holes aggregating 17, 865.3 meters. MMC engaged the services of Commission Mining Associates Pty Ltd (MA), a geological and mining consultancy in Brisbane, Australia, to conduct mineral resource estimation for the Ntina and Suyoc deposits of MMC. The drilling results and the report of Mining Associates Pty Ltd were reviewed by Mr. Froilan C. Conde, a Competent Person accredited as such under the PMRC. His full report entitled **"A FOLLOW-UP REVIEW OF MANILA MINING CORPORATIONS'S REVIVAL EXPLORATION PROGRAM RESULTS AS OF JULY 2012"** with certification and consent is attached hereto as Annex "C". Following are excerpts from the said report:

EXECUTIVE SUMMARY

In the early part of 2012, Manila Mining Corporation (MMC) Commission Mining Associates Pty Ltd (MA), a geological and mining consultancy in Brisbane, Australia, to conduct mineral resource estimation for the Ntina and Suyoc deposits of the MMC Placer Mine in Surigao del Norte, Mindanao, as a follow-up to MMC's Continuing "Revival Exploration Program".

On July 20, 2012, MA submitted the results of its mineral resource estimation in a report authored by Ian Taylor. MA declared a Global Resource of 78.5 M tonnes at 0.19 % Cu and 0.53 g/t Au for the Ntina and Suyoc deposits.

This Global Resource is broken down into:

Measured:	9.2 M tonnes at 0.23 % Cu and 0.54 g/t Au,
Indicated:	29.9 M tonnes at 0.21 % Cu and 0.52 g/t Au, and
Inferred:	39.4 M tonnes at 0.18 % Cu and 0.53 g/t Au.

The reported resources were based on 476 diamond drill holes having a total meterage of 80, 112.21, and 293 reverse circulation drill holes aggregating 17, 865.3 meters. Both DDH and RC data were used in the interpolation of geological and mineralization domains. However, only the DDH data were utilized in grade estimation due to the non-reliability of RC sample assays.

MA's reported resources are summarized in the tables below:

I. Measured Resource

Deposit	Cut Off Grade	Tonnes (000)	Cu Eq. (%)	Au Eq. (g/t)	% Cu	g/t Au	Lb Cu (000)	Oz Au (000)
Ntina Porphyry Suyoc	0.28%	5,700	0.50	-	0.23	0.54	28,930	98
	Cu Eq.	2,100	0.54	-	0.34	0.39	16,085	27
Ntina Epithermal	0.55 g/t Au Eq.	1,400	-	0.93	0.07	0.79	2,128	34
TOTAL/AVERAGE	-	9,200	-	-	0.23	0.54	47,143	159

II. Indicated Resource

Deposit	Cut Off Grade	Tonnes (000)	Cu Eq. (%)	Au Eq. (g/t)	% Cu	g/t Au	Lb Cu (000)	Oz Au (000)
Ntina Porphyry Suyoc	0.28%	20,800	0.22	-	0.22	0.49	99,202	361
	Cu Eq.	4,200	0.46	-	0.30	0.32	27,933	43
Ntina Epithermal	0.55 g/t Au Eq.	4,900	-	0.90	0.08	0.84	8,205	132
TOTAL/AVERAGE	-	29,900	-	-	0.21	0.52	135,340	536

III. Inferred Resource

Deposit	Cut Off	Tonnes	Cu Eq.	Au Eq.	% Cu	g/t Au	Lb Cu	Oz Au
Ntina Porphyry Suyoc	0.28%	28,300	0.22	-	0.22	0.45	136,067	428
	Cu Eq.	500	0.37	-	0.26	0.22	3,060	4
Ntina Epithermal	0.55 g/t Au Eq.	10,600	-	0.90	0.06	0.77	15,102	262
TOTAL/AVERAGE	-	39,400	-	-	0.18	0.53	154,229	694

IV. Global Resource

Deposit	Cut Off Grade	Tonnes (000)	Cu Eq. (%)	Au Eq. (g/t)	% Cu	g/t Au	Lb Cu (000)	Oz Au (000)
Ntina Porphyry Suyoc Ntina Epithermal	As per above	78,500	-	-	0.19	0.53	336,712	1,389

Following are Mr. Conde's Conclusion and Recommendations:

INTERPRETATION AND CONCLUSION

In MMC's initial resource estimation in November, 2009 that was based on results from what was termed as "Revival Exploration Program", and which was reviewed and certified by Mr. Tomas D. Malihan in a CP report dated February 8, 2010, the combined Measured and Indicated Resources comprised merely 19% of the Global Resource, while a large portion (81%) consisted of Inferred Resource.

In comparison, MA's resource estimation on July 20, 2012 which is the subject of this follow-up review has shown that the Measured and Inferred Resources have substantially increased through additional diamond drilling to 50% of the Global Resource.

However, the other 50% of the Global Resource remains in the Inferred category which could be upgraded to the Measured and Indicated categories by additional fill-in drill holes.

RECOMMENDATIONS

Taking into consideration the fact that to date, a considerable number of fill-in drill holes has already been completed by MMC the database of which has not been included in MA's resource estimation, it behooves MMC to commission another resource estimation run to determine whether there are sufficient resources (Measured and Indicated) that can be converted to reserves, which in turn, could justify a mining feasibility study.

Kalayaan Project

In May 2011, MMC and Philex Mining Corporation ("Philex") executed a Farm-In Agreement for the exploration and joint development of the Kalayaan Project ("Project") located in Placer, Surigao del Norte. The project is covered by EP No. XIII-014B in the name of KCGRI, currently pending renewal. Pursuant to their agreement:

1. MMC sold to Philex for US\$25 million a total of 125,000 shares of stock of Kalayaan, representing a 5% interest in Kalayaan.
2. Philex shall earn a further 55% interest in Kalayaan, for a total of 60%, by sole-funding all predevelopment expenses including a final feasibility study for the Project. The development of the Project shall be undertaken jointly by Philex and MMC.

Philex implemented an extensive exploration program aimed to define and elevate the mineral resources of Kalayaan into measured and indicated categories. Outside of the definition drilling targets, scout holes tested the periphery of the porphyry deposit. By September 2013, the almost two years of exploration of the Bayugo deposit through closely spaced drilling was completed, with a total of 124 holes drilled with an aggregate length of 73,520.20 meters. Resource estimates are currently being compiled by Philex. The Exploration Team was able to define a bigger footprint of the deposit than previously known.

Simultaneously, scout drilling to explore the rest of tenement EP-14B was also conducted. The scout drilling did not show indications of mineralization away from Bayugo. The expanded exploration database of geologic information for Kalayaan is now under review in preparation for updating the mineral resource estimate and subsequent pre-feasibility studies.

Risk Factors

Prospective investors should carefully consider the risk factors discussed below in addition to the other information contained in this Prospectus, including the Company's financial statements and notes relating thereto, before making any investment decision relating to the Offer. This section does not purport to disclose all the risks and other significant aspects of investing in the Offer. The occurrence of any of the events discussed below and any additional risks and uncertainties not presently known to the Company or are currently considered Company's business, financial condition and prospects affecting the market price of the Company's shares

a) Marketability of Shares

The Rights Shares will be listed on the PSE. Trading volumes in the Philippines have historically been significantly smaller than those in securities markets in more developed countries and have also been highly volatile. There is no assurance that an active market for the Rights Shares will develop following the Offer or if developed, that such market will be sustained. The price at which the shares offered will be traded on the PSE after the Offer may vary from the Rights Offer Price.

b) Further Net Losses Projected

There can be no assurance as to when MMC will resume its mining operations. This will depend largely on the results of the further exploration work to be undertaken this year. As

reflected in the projected financial statements, no revenues are projected in 2014. Thus, all expenses related to administrative matters and depreciation/depletion will be booked as losses.

c) Additional Capital May be Needed for Mine Development

Should exploration results and market conditions warrant the re-opening of its mines, MMC may need additional financing for mine development and purchase of equipment. Its ability to raise funds will depend on various factors, including the state of financial markets, general condition of the Philippine economy, public perception of the Company's health and other factors which are beyond the Company's control.

d) Revival of Mining Operations

As stated in the report of Mr. Conde (Please see Annex "C"), *it behooves MMC to commission another resource estimation run to determine whether there are sufficient resources (Measured and Indicated) that can be converted to reserves, which in turn, could justify a mining feasibility study.*

After completion of additional drilling, the Company's Mineral Resource will be converted to Ore Reserve and a Final Feasibility Study will be completed detailing the mining method, equipment, metallurgical process and facilities to be used, including tailings improvement, among others. This will be followed by the development phase, including rehabilitation of equipment and facilities and/or purchase of new ones, and then the mine operations phase. For all these, more funding will be needed by the Company, the amount of which will depend on the exploration results, cost of materials and metal prices at that time.

e) Geology Risks

Resource estimates may materially vary from actual ore reserves. Until the ore is actually mined and processed, the tonnage and grade of mineral resources and reserves may only be considered as estimates. Thus, the actual mine life of a project may vary from initial estimates. The exploration of mineral properties is based on samples. The sampling is exposed to several risks such as the inaccuracy and unreliability of the laboratory sampling methods and practices. The Company however employs and/or consults with highly knowledgeable and experienced geologists and metallurgists who are familiar with the style of mineralization and type of deposit of MMC's properties. As observed by Mr. Malihan, (Please see Annexes "B" and "B-1"), MMC has observed the industry accepted procedures and guidelines in the management of its exploration data during the execution of the drilling program and employed the latest resource estimation tools in its processing of the data stored in its database.

f) Risks Relating to Mining Tenements

MMC and KCGRI have pending applications for the renewal of their respective Exploration Permit (EP No. XIII-014 and XIII-014B, respectively) which approval is outside of MMC control. MMC and KCGRI however are compliant with the requirements for such approvals.

MMC has pending applications for MPSAs (APSA nos. 000006-X; 000007-X; and 000047-X; XIII-083; 000078-XIII) the approval of which is outside of MMC control. MMC diligently prosecutes these applications and is compliant with the DENR's requirements for the approval of the same.

The areas that MMC intends to mine in the medium-term, if warranted by exploration results, are covered by an approved MPSA (MPSA No. 253-2007-XIII) and MPSA applications.

g) Metal Prices

Gold, silver and copper prices have generally been decreasing since 2012. Such prices could fall below, or rise higher, than the prices upon which future feasibility studies may be based.

h) Risk on Environmental Legislation

Mining activities in the Philippines are monitored and highly regulated by the DENR. Non-compliance or failure to comply with government regulations may delay mining

operations. New government regulations affecting the Company's exploration or mining activities will have to be complied with and could entail additional costs.

i) Environmental Risk Hazards

Mining is a highly-regulated industry and the Company complies with all environmental and mining laws and regulations. Environmental protection is a priority of the Company. MMC has adopted an Environmental Policy that integrates safety, health and environmental concerns in all phases of its operations.

Risk hazards include exposure of workers and other stakeholders to possible occurrence of accidents in the exploration sites and eventually operations site. Also, pollutants may be generated from mining and milling operations, thus the need for strict compliance with health, safety and environmental standards.

Use of Proceeds

	Amount (₱)
Drilling Program	190,000,000.00
Accounts Payable Trade and accruals	234,000,000.00
Contractors	178,000,000.00
Payable to the government: withholding taxes, SSS, etc.	1,800,000.00
Cost of SRO	4,980,665.97
Care and Maintenance/Adm. Expenses	74,342,462.19
Total:	683,123,128.16

All the accounts shown above will be paid within the period 2014-2015.

The foregoing discussion represents a best estimate of the use of proceeds of the Offer based on the Company's current plans and anticipated expenditures. In the event that there is any change in the Company's development plan, including *force majeure* and circumstances such as failure to obtain requisite approvals, changes in government policies that would render any of the above plans not viable, the Company may reallocate the proceeds to other purposes taking into consideration the prevailing business climate and the interests of the Company and the shareholders taken as a whole. In the event of any significant deviation, material adjustment or reallocation in the planned use of proceeds, the Company will secure the approval of its Board of Directors for such deviation, adjustment or reallocation and promptly make the appropriate disclosures to the SEC and the PSE. The Company shall regularly disclose to the PSE, through the PSE Electronic Disclosure Generation Technology ("PSE EDGE"), any disbursements from the proceeds generated from the Offer.

Cost of Offering

The Expenses that this exercise will entail are estimated at PhP4,980,665.97, broken down as follows:

PSE processing fee	P	11,200.00
PSE Listing fee		765,097.90
SEC Confirmation as exempt Transaction-filing fee		688,021.70
DST		2,846,346.37
Transfer Agent's Fees		75,000.00
PDTC's Fee		50,000.00
Administrative- printing of notices, mailing, etc.		545,000.00
TOTAL	P	4,980,665.97

Determination of Offering Price

The shares will be offered to all eligible MMC shareholders at the exercise price of P0.012 per share of either class or a discount of about 33% to the closing price of MMC Class "A" and "B" shares on March 10, 2014 the day of the MMC Board's approval and announcement of the offering. The discount is being given to encourage participation in the offering. The exercise price is 1.2x the par value of P0.01 per share. Under the existing PSE rules, the Rights Offer Price should not be lower than the share's par value.

Plan of Distribution

The Rights Shares shall be offered on a pre-emptive rights basis to existing shareholders of the Company as of the Record Date. The Offer shall be in the proportion of one (1) share for every 3.56 shares of the same class held as of the Record Date at a Rights Offer Price of P0.012 per Rights Share. The Available Shares shall be granted to those shareholders who had exercised their rights and had applied for Additional Shares. These shall be distributed by the underwriter Multinational Investment Bancorporation ("MIB") on a pro-rata basis, to be determined after all the subscription agreements with the required payments shall have been received by the Company. The principal stockholder, F. Yap Securities, Inc., has firmly committed to subscribe not just to its entitlement of Rights Shares, but also to any rights shares that will not otherwise be taken up by other qualified shareholders. In the event that F.Yap Securities, Inc. should fail to subscribe to the unsubscribed portion of the SRO, the Underwriter will fully take up all the unsubscribed shares.

Holdings of existing shares in certificated and in scripless form will be treated as separate holdings for the purpose of calculating entitlements under the Offer. Fractions of the Rights Shares will not be allotted to existing shareholders and fractional entitlement will be rounded down to the nearest whole number of the Rights Shares.

MIB will act as Underwriter of the Offer but no underwriting fees will be collected with respect to the Offer.

Notices of the Offer with the subscription agreements will be issued by the Office of the Corporate Secretary and payments will be received by the Office of the Chief Accountant.

Relationship with the Issuer

No relationship exists between the Underwriter and the Company, other than as stated in the Underwriting Agreement entered into by both parties.

TERMS AND CONDITIONS OF THE OFFER

ISSUER:	Manila Mining Corporation
RATIO:	one (1) new common share for every 3.56 common shares held
ELIGIBLE SHAREHOLDER	a shareholder of at least four (4) shares of stock of the Company as of the Record Date
OFFER SHARES:	Common Shares of the Company with par value of P0.01 per share consisting of 34,165,808,415 class "A" shares and 22,761,118,932 class "B" shares or a total of 56,926,927,347 shares. The Offer Shares shall be considered issued and shall rank equally in all respects with the existing shares after a valid subscription agreement is perfected between MMC and the subscriber as evidenced by the written acceptance by MMC of the application to subscribe and issuance of an official receipt covering the payment of at least 50% of the Subscription Price
OFFER PRICE:	P0.012 per share
PAR VALUE:	P0.01 per share
RECORD DATE:	May 22, 2014
EX-DATE:	May 19, 2014
OFFER PERIOD:	June 16-20, 2014
MINIMUM SUBSCRIPTION	1 share
TREATMENT OF FRACTIONAL SHARES	Fractional Shares will be dropped
PAYMENT TERMS:	50% due within the Offer Period; balance due on July 15, 2014. Full Payment is acceptable and will be duly receipted but such full payment does not guarantee the Company's approval of the Additional Subscription, as the Available Shares, to be determined only after

the Offer Period, will be distributed to the Applicants in proportion to their original shareholdings as of the Record Date.

**ADDITIONAL DOCUMENTS
NEEDED:**

If the Subscriber is a partnership, corporation or trust account, the Subscription Agreement must be accompanied by a Secretary's Certificate embodying the resolution authorizing the subscription to the Rights Offer and designating the authorized signatory for the transaction;

Individual subscribers must submit a copy of a valid ID together with the Subscription Agreement.

SECOND ROUND:

To be considered for the Second Round, Additional Subscriptions must be indicated in the Subscription Agreement and submitted within the Offer Period with the corresponding 50% payment. In the event that the SRO is not fully taken up on the First Round, shareholders who have applied for Additional Subscriptions ("Applicant") will automatically qualify for the Second Round of the rights offering; the Available Shares shall be distributed to the Applicants in proportion to their original shareholdings as of the Record Date. To ensure that all validly mailed-in subscriptions are taken into account, the Second Round shall not commence until five (5) days from the end of the Offer Period

REFUND:

The initial subscription payment of each Applicant shall be applied first to the approved Additional Subscription; then to the payment of the balance of the entire subscription. Any further balance shall be refunded via check not later than five (5) banking days after the end of the Offer Period. Such refund check shall be mailed to the Applicant's address as indicated in the Subscription Agreement

UNDERWRITER:

Multinational Investment Bancorporation

STOCK TRANSFER AGENT:

STOCK TRANSFER SERVICE, INC.

RECEIVING AGENT

Office of the Chief Accountant
20/F Lepanto Building, 8747 Paseo de Roxas
Makati City

USE OF PROCEEDS:	To fund exploration projects and working capital and settle debts
ISSUANCE TAX/ DOCUMENTARY STAMP TAX	All documentary stamp taxes applicable to the issuance of the Offer Shares shall be for the account of MMC
LISTING DATE:	The shares offered will be listed about two weeks from the end of the Offer Period or on or around July 4, 2014, subject to compliance with the post-approval requirements of the PSE
TRADING DATE:	The shares will be tradable upon full payment by the shareholder concerned of the subscribed shares and MMC's compliance with the post-listing requirements of the PSE .
REGISTRATION AND LODGMENT OF SHARES WITH PDTC	All Offer Shares shall be lodged with the PDTC but no stock certificates shall be issued corresponding to fully-paid subscriptions. Instead a Registry Confirmation Advice will be issued by the Transfer Agent to the Depository Participants or brokers designated by the subscriber; if the Subscriber does not indicate any broker's name, then the Company will designate F. Yap Securities, Inc. on the Subscriber's behalf.
FOREIGN OWNERSHIP RESTRICTION	Common "A" Shares, constituting 60% of the capital stock of the Company, are available only to Filipino Shareholders. This is a built-in mechanism to ensure that at any one time, foreign ownership in the Company does not exceed 40% of the outstanding capital.
ACCEPTANCE / REJECTION OF APPLICATIONS	The Company has full discretion to accept or reject all or a portion of any subscription under the terms and conditions of the Offer. The actual number of Rights Shares to which any subscriber may be entitled is subject to the confirmation of the Company. Subscriptions where checks are dishonored upon first presentment or which do not comply with the terms of the Offer shall be rejected. Moreover, payment received upon submission of a subscription does not constitute approval or acceptance by the Company of the same.

SECURITIES

Market for Registrant's Common Equity and Related Matters

MMC's shares of stock are listed in the Philippine Stock Exchange. Following are the quarterly prices of MMC securities since 2011:

MMC "A" (P/share)

	1Q11	2Q11	3Q11	4Q11	1Q12	2Q12	3Q12	4Q12	1Q13	2Q13	3Q13	4Q13
Low	0.022	0.032	0.045	0.043	0.069	0.069	0.053	0.029	0.057	0.029	0.024	0.012
High	0.036	0.053	0.080	0.067	0.076	0.070	0.057	0.033	0.058	0.033	0.026	0.013

Manila Mining "B"

	1Q11	2Q11	3Q11	4Q11	1Q12	2Q12	3Q12	4Q12	1Q13	2Q13	3Q13	4Q13
Low	0.023	0.032	0.042	0.042	0.076	0.071	0.053	0.059	0.059	0.030	0.026	0.014
High	0.037	0.053	0.080	0.068	0.078	0.072	0.057	0.062	0.059	0.035	0.027	0.014

Securities and Shareholders

As of March 31, 2014, there were a total of 4,389 shareholders 3,167 shareholders holding Common "A" shares, or 60% of total shareholders; and 1,222 shareholders with Common "B" shares, or 40% of total.

Top 20 Stockholders of the Company (as of March 31, 2014)

<u>Name of Stockholder</u>	<u>Class "A"</u>	<u>Class "B"</u>	<u>Total</u>	<u>%</u>
1 PCD Nominee Corp (Fil)	59,454,489,278	23,446,081,957	82,900,571,235	40.91
2 Lepanto Cons. Mining Co.	20,479,027,104	12,045,531,915	32,524,559,019	16.05
3 F. Yap Securities, Inc.	12,226,686,096	13,277,721,842	25,504,407,938	12.58
4 F. Yap Securities, Inc.	3,455,548,391	9,495,835,411	12,951,383,802	6.39
5 Lepanto Inv't & Dev't Corp.	1,390,313,541	5,037,619,533	6,427,933,074	3.17
6 PCD Nominee Corp (Non-Fil)		3,520,937,766	3,520,937,766	1.74
7 Bryan Yap	1,945,977,139	1,124,317,007	3,070,294,146	1.51
8 Christine Yap	1,861,557,111	461,919,918	2,323,477,029	1.15
9 Paulino Yap	1,064,905,731	1,019,720,824	2,084,626,555	1.03
10 Coronet Property Holdings Corp.	833,093,546	851,662,573	1,684,756,119	0.83
11 Paulino Yap	890,763,764	787,396,304	1,678,160,068	0.83
12 Christine Karen Yap	886,334,939	492,917,544	1,379,252,483	0.68
13 Emma Yap	799,516,109	529,116,591	1,328,632,700	0.66
14 Patrick Resources Corp.	1,301,152,163		1,301,152,163	0.64
15 Pacita Yap	351,786,420	824,539,227	1,176,325,647	0.58
16 Emma Yap	678,551,292	433,448,272	1,111,999,564	0.55
17 David Go Securities Corp.	438,090,034	590,574,844	1,028,664,878	0.51
18 Cresencio Yap		950,612,016	950,612,016	0.47
19 Paul Yap Jr.	580,769,812	226,723,229	807,493,041	0.40
20 A/C - CKY FYSI	754,994,507		754,994,507	0.37

Recent Sales of Unregistered or Exempt Securities

The Company had a rights offering of one share for every eight shares held by shareholders of record as of March 10, 2010 at the price of P0.015. The Offer covered 13,429,141,954 "A" and 8,946,398,197 "B" shares and raised a total of P335 million during the period April-May 2010, and was confirmed by the Securities and Exchange Commission as an exempt transaction in an Order dated February 5, 2010.

A total of 384 million "A" shares and 256 million "B" shares were exercised by optionees under the Company's 8th Stock Option Awards in 2011; 75 million "A" and 50 million "B" shares in 2012; and 309 million "A" shares and 206 "B" shares in 2013. Please refer to the discussion of stock options on page 32 hereof.

Dividends Policy

Dividends may be declared out of the unrestricted retained earnings of the Company, which may be in the form of cash or stock to all stockholders on the basis of outstanding shares held by them as of the record date fixed by the Company in accordance with existing laws and rules. Any cash dividends due on delinquent stock shall first be applied to the unpaid balance on the subscription plus costs and expenses, while stock dividends shall be withheld from the delinquent stockholder until his unpaid subscription is fully paid: Provided, That no stock dividends shall be issued without the approval of stockholders representing not less than two-thirds (2/3) of the outstanding capital stock at a regular or special meeting duly called for the purpose. (Section 43, Corporation Code).

Properties

Mining Properties

The Company has a Mineral Production Sharing Agreement over a 211.5 ha. area located in Placer, Surigao del Norte, referred to as MPSA No. 253-2007-XIII. It has an Exploration Permit (EP) covering 2,462.91 hectares in Placer, Surigao del Norte. MMC has EP No. XIII-014A covering 2,176.28 hectares and EP No. XIII-014B covering 286.63 hectares in the name of Kalayaan, both subject of applications for third renewal.

MMC had two (2) Mining Lease Contracts with the Government covering a total of 484.4 has. located in Placer, Surigao del Norte. The first, MLC MRD No. 324, expired in 2011 and the second, MLC MRD No. 480, expired in 2012. Both are now covered by APSA no. 0083-XIII which is being evaluated by the MGB.

The Company has three (3) other MPSA applications, namely, APSA No. 000006-X in Surigao del Norte; APSA No. 000007-X covering 4,793.85 has. and APSA No. 000047-X covering 1,539 has., all located in Agusan del Norte. Data compilation study are on-going in the areas covered by APSA No. 00006-X, APSA 00007-X and APSA No. 000047-X. A portion of the area covered by APSA No. 00006X, consisting of 2,462.9 has. is now covered by Exploration Permit No. XIII-014A.

MMC has existing Operating Agreements ("OA") with holders of Mining Lease Contract or application for an MPSA with the Government. The MLC MRD No. 67, covering 198 has. expired on April 16, 2003 and is now also covered by APSA No. XIII-083 in Placer, Surigao del Norte. MMC has an existing OA with NORSUMICO covering three (3) mining lease contracts of the latter, covering a total of 495 hectares in Placer, Surigao del Norte. The first MLC No. V-1128 expired last September 23, 2000 and is now covered by MPSA No. 253-2007-XIII while the other two namely, MLC No. MRD-322 and MRD-323 expired in 2011 but have been covered by APSA no. 000107-XIII.

Description of Properties

The Company is the registered owner of a total of 1,165 has. of land in Surigao del Norte. It also has personal properties (mostly equipment) in the minesite in Surigao del Norte, as follows:

Property, Plant and Equipment	Location
Mine and Mining Properties	Placer, Surigao del Norte
Buildings and Improvements	Placer, Surigao del Norte
Leasehold Improvements	Makati City
Mill Machinery and Equipment	Placer, Surigao del Norte
Powerhouse Equipment	Placer, Surigao del Norte
Heavy Equipment	Placer, Surigao del Norte
Transportation Equipment	Placer, Surigao del Norte
Transportation Equipment	Makati City
Furniture and Office Equipment	Placer, Surigao del Norte
Furniture and Office Equipment	Makati City

The land referred to above houses the offices and living quarters of employees in Surigao del Norte. The rest were acquired by the Company for its tailings pond and for other mining purposes.

Although not in use, the plant and machineries of the Company are continually checked for maintenance purposes.

The Company leases for P50,000 per year an 11-hectare land where its various mining equipment are located. The lease will expire in 2014 and is subject to renewal.

The Company has no plans of acquiring additional real properties in the next 12 months.

Legal Proceedings

There is no material pending legal proceeding against the Company.

Summary of Material Contracts

Aside from the Company's Transfer Agency Agreement with the STOCK TRANSFER SERVICE, INC. which is renewable every year, following are the Material Contracts of the Company:

1. MPSA NO. 253-2007-XIII

Date granted	-	July 28, 2007
Expiry date	-	June 4, 2032
Term	-	25 years
Names of claims	-	LLC No. V-1128 (II-a) "JESS", "EDY", etc.
Area	-	211.5000 has.

4. EXPLORATION PERMIT NO. XIII-00014 AMD. A (pending 3rd renewal)

Name of Permittee -	Manila Mining Corp.
Date granted	- April 28, 2010
Expiry date	- April 28, 2012
Term	- 2 years
Area	- 2,176.2810 has.

Note: Pending Renewal

5. EXPLORATION PERMIT NO. XIII-00014 AMD. B (pending 3rd renewal)

Name of Permittee -	Kalayaan Copper-Gold Res. Corp.
Date granted	- April 28, 2010
Expiry date	- April 28, 2012
Term	- 2 years
Area	- 286.6342 has.
Location	- Placer, Surigao del Norte

NOTE: Pending Renewal

6. OPERATING AGREEMENT WITH NORSUMICO

Date granted (renewed)	- Dec. 28, 1997
Expiry date	- Dec. 28, 2022
Term	- 25 years
Area	- 270 has.
Location	- Placer, Surigao del Norte

Employees

MMC had a total of 113 active employees as of March 31, 2014. The Company may hire additional employees in the next 12 months in connection with the conversion of its ore resource to reserve. In the meantime, no supplemental benefits or incentive arrangements are given to the employees apart from the Stock Options discussed on page 29.

Investor Relations

All queries and matters relating to Shareholders and Investors including requests for status, sale of shares, replacement of certificates and transfer of shares are directed to the Office of the Assistant Corporate Secretary, Atty. Odette A. Javier. Her office directly deals with investors and shareholders or otherwise refers the matter to the Department or Officer concerned. The Assistant Corporate Secretary holds office at the 21st Floor, Lepanto Building, 8747 Paseo de Roxas, Makati City and may be reached through: Tel nos. 815-9447; odette.javier@lepantomining.com

Corporate Governance

MMC adopted a Manual on Corporate Governance to institutionalize the principles of good governance in the entire organization. MMC adopted the SEC's Revised Manual in 2011. Pursuant to the said Manual, the Company's Board of Directors have constituted the following committees: Audit Committee; Compensation and Remuneration Committee; Nomination Committee; Stock Option Committee.

Financial Information

Manila Mining Corporation Summary Financial Data

	Manila Mining Corporation Summary Financial Data			
(in Pesos)	(Unaudited) 1Q 2014	For the Year ended December 31, 2013 (Unaudited)	For the Year Ended December 31, 2012 (Audited)	For the Year Ended December 31, 2011 (Audited)
Income Statement				
Revenue				
Operating Income (loss)	(3,342,567.00)	(13,696,740.52)	(12,947,828.90)	(19,159,381.00)
Net Income (loss)	(3,331,929.00)	(12,303,888.00)	(8,671,462.00)	4,910,965.00
Assets				
Current Assets	164,694,394.00	143,281,781.00	253,049,268.00	609,011,955.00
Non-Current Assets	2,777,483,487.00	2,760,621,453.00	2,535,781,676.00	2,160,090,186.00
Total Assets	2,942,177,881.00	2,903,903,234.00	2,788,830,944.00	2,769,102,141.00
Liabilities				
Current Liabilities	430,586,077.00	388,979,498.00	230,600,462.00	167,726,165.00
Non-Current Liabilities	78,954,816.00	78,954,816.00	80,682,862.00	80,224,816.00
Stockholders' Equity		2,435,968,920.00	2,477,547,620.00	2,521,151,160.00
Earnings Per Share (P)	(0.00002)	(0.00006)	(0.00004)	(0.00002)

Management's Discussions and Analysis of Financial Conditions for 2013, 2012 and 2011

2013

Total income amounted to P0.71 million compared with P3.99 million in 2012, both of which were earned from deposits and money market placements. Administration, depreciation and finance costs totaled P13.70 million compared with P12.95 million last year. Net loss for the year amounted to P12.30 million, compared with P8.67 million for 2012.

Cash and Cash Equivalents amounted to P6.57 million, 95.53% lower than 2012 due to the continuing exploration activities. Receivables increased to P12.78 million from P1.51 million consisting mainly of stock option receivables in relation to the 8th stock options awards. Prepayments increased by 23.30% to P97.09 million from P78.74 million on account of the recognition of input VAT for all purchases during the year. Property and equipment increased to P2,721.15 million from P2,450.64 million as a result of the continuing exploration activities. Available for sale investments decreased by 61.95% to P27.92 million from P73.37 million mainly due to a decrease in the fair value of quoted securities.

Accounts payables and accruals increased by 68.35% to P387.25 million from P230.03 million representing contractors' and suppliers' accounts. Nontrade payables increased to P1.73 million from P0.57 million due to unpaid charges of an affiliate. Pension liability decreased by 15.82% to P13.13 million from P15.60 million in compliance with actuarial assumptions.

2012

For the year 2012, total income amounted to P3.99 million, which was purely interest income earned from money market placements. Income last year amounted to P21.34 million, consisting of interest income of P12.42 million and forex gains amounting to P8.90 million. Administration and Depreciation costs totaled P13.49 million compared with P19.72 million last year. Net loss for the year amounted to P9.05 million compared with the net income of P4.52 million in 2011. The income in 2011 was on account of the sale by MMC to Philex Mining Corporation of 5% of MMC's interest in Kalayaan Copper Gold Resources, Inc (KCGRI), for which MMC was paid \$25 million. The gain from the sale was recorded as revenue in MMC's income statements but was reflected in the equity section of the consolidated financial statements.

Cash and Cash Equivalents amounted to P147.06 million, 72.11% lower than 2011 due to the continuing exploration activities. Receivables decreased by 74.29% to P1.51 million from P5.86 million last year mainly due to liquidation of receivables and collection of payments in relation to the 8th stock options awards. Materials and supplies increased by 13.07% to P25.74 million from P22.76 million due to acquisition of materials for exploration and assaying activities. Prepayments increased by 48.36% to P78.74 million from P53.08 million on account of the recognition of input VAT for all purchases during the year. Property and equipment increased to P2,450.64 million from P2,038.98 million as a result of the continuing exploration activities. Available for sale investments decreased by 33.06% to P73.37 million from P109.60 million mainly due to decrease in the fair value of quoted securities.

Accounts payables and accruals increased by 38.92% to P230.03 million from P165.58 million representing contractors' and suppliers' accounts. Nontrade payables decreased by 70.97% to P0.57 million from P1.96 million due to payment. Pension liability increased by 26.98% to P12.13 million from P9.55 million in compliance with actuarial assumptions.

2011

For the year 2011, the company focused on exploration and updating of the assay laboratory geared at enhancing the value of the Company's mineral resource/reserve preparatory to the development of the Placer mine as soon as possible.

Interest and other income increased to P1.082 billion vs. P0.65 million in 2010 representing the proceeds of the sale by the company of 5% of its interest in Kalayaan Copper-Gold Resources, Inc. ("Kalayaan Shares") to Philex Mining Corporation for the sum of \$25 million. In the consolidated financial statements, this gain is reflected in the equity section rather than as revenue in compliance with accounting regulations (**IAS 27 par. 30-31**). This is shown however as revenue in the parent company's (Manila Mining Corporation) income statements. Net income for the year was P4.521 million compared with a net loss of P8.479 million in 2010.

Interest income from bank deposits, money market placements and dollar to peso conversion amounted to P12.4 million, compared with P0.65 million in 2010. Total expenses amounted to P19.72 million consisting of Administration, Depreciation and Provision for Impairment of inventories against P9.5 million last year. The significant increase was due to the increase by P7.5 million of the provision for impairment of inventories.

Cash and cash equivalents increased to P527.31 million as against P7.15 million in 2010 as a result of the sale of the Kalayaan Shares to Philex. This year's Receivables also increased to P5.86 million compared with last year's P0.49 million representing the receivables from employees in connection with the 8th stock option award. Materials and Supplies decreased by 19% to P22.76 million due to usage by the exploration and assay departments. Prepayments increased to 53.08 million from P34.18 million due to recognition of Input VAT. Property plant and equipment increased to P2.04 billion from P1.68 billion representing the cost of exploration. The increase in Other Assets to P8.84 million represents contributions to the mine rehabilitation fund in compliance with law. Investment in Available for Sale Securities increased to P67.54 million on account of the purchase of PSE-listed shares of stock. As of year-end, the value of the said investments stood at P109.60 million. Accounts Payable and Accruals decreased to P165.58 million from P179.46 million due to partial payment of accounts. Non-trade Payables increased to P1.96 million from P1.18 million due to services extended by an affiliate. The retirement benefit obligation increased by 34% to P9.5 million.

Capital Stock and Share Premium accordingly increased to P2.019 billion and P502.0 million, respectively.

Key performance indicators, contingent obligations and known trends

There were no material off-balance sheet transactions, arrangements or obligations, including contingent obligations with unconsolidated entities of other persons created during the period.

Since the company has no mining operations and revenues, there are no key performance indicators applicable.

Independent Public Accountant

Sycip Gorres Velayo & Co. has been MMC's independent public accountant since 2006. There has not been any disagreement between the Company and said accounting firm with regard to any matter relating to accounting principles or practices, financial statement disclosure or auditing scope or procedure. Since 2012, SGV's certifying partner has been Ms. Eleanore A. Layug.

SGV's principal office is at SGV I Building, 6760 Ayala Avenue, Makati City.

The following table indicates the fees billed by SGV for professional services rendered to the Company as external auditors:

Years Ended December 31			
	2011	2012	2013
Audit and Audit Related Fees	P300,000.00	P330,000.00	P330,000.00
Others	-	-	-

Directors and Executive Officers of the Company

<u>Directors</u> (each with term of office of 1 year)	<u>Age</u>	<u>Citizenship</u>	<u>Period Served</u>
FELIPE U. YAP	76	Filipino	Since 1976
EDUARDO A. BANGAYAN (Independent)	62	-do-	Since 1989
ETHELWOLDO E. FERNANDEZ	85	-do-	Since 2001
DOUGLAS JOHN KIRWIN	64	Australian	Since April 2014
RODOLFO S. MIRANDA (Independent)	71	-do-	Since 2009
BRYAN U. YAP	41	-do-	Since 1994
RENE F. CHANYUNGCO	62	-do-	Since 2004
PATRICK K. YAP	35	-do-	Since 2005
STEPHEN Y. YAP	45	-do-	Since 2013

<u>Executive Officers:</u>	<u>Position</u>
FELIPE U. YAP	- Chairman of the Board and Chief Executive Officer
BRYAN U. YAP	- President and Chief Operating Officer
RENE F. CHANYUNGO	- Senior Vice President and Treasurer
PATRICK K. YAP	- Senior Vice President
ETHELWOLDO E. FERNANDEZ	- Corporate Secretary
PABLO AYSON, JR.	- Vice President
TEODORO ABLANG, JR.	- Vice President and Resident Manager
KNESTOR JOSE Y. GODINO	- Asst. Vice President for Human Resource
MA. LOURDES B. TUASON	- Asst. Treasurer
ODETTE A. JAVIER	- Asst. Corporate Secretary

Business Experience in the Last Five (5) Years

Mr. **Felipe U. Yap** became the Chairman of the Company in 1992. He is also the Chairman and Chief Executive Officer of Lepanto Consolidated Mining Company and Far Southeast Gold Resources, Inc. ("FSGRI"). He is the Chairman of the Board of Prime Orion Philippines, Inc. and Zeus Holdings, Inc. and a Director of, among others, Manila Peninsula Hotel, Inc., Cyber Bay Corporation and Philippine Associated Smelting and Refining Corp. (PASAR). He was the Chairman of the Board of Governors of the Philippine Stock Exchange from March 2000 to March 2002.

Mr. **Bryan U. Yap** has been the President and Chief Operating Officer of Lepanto Consolidated Mining Company since 2003. He has been a Director of Lepanto Consolidated Mining Company and of Far Southeast Gold Resources, Inc. (FSGRI) since 1994. In February 2011, he was elected President of Manila Mining Corporation. He is also the President of Lepanto Investment and Development Corporation (LIDC), Shipperside, Inc. and Diamant Trading and Manufacturing Corporation. (DMTC)

Mr. **Eduardo A. Bangayan** has been involved in real estate and coconut oil/copra production for the past five (5) years. He is currently the President of the Summit World Group of Companies.

Atty. **Ethelwoldo E. Fernandez** rejoined the Company as Corporate Secretary and Director in 2001, the same year he was reappointed Corporate Secretary of Lepanto Consolidated Mining Company (Lepanto). He was, from 1993 to 2003, Of Counsel to the law firm Sycip Salazar Hernandez & Gatmaitan, which is the principal retained counsel of the Company. He was elected to the Board of Lepanto in 2007. He is also a member of the Board of FSGRI. Atty. Fernandez is the Senior Vice President-Legal and Corporate Secretary of Oriental Petroleum & Mineral Resources Corporation.

Mr. **Douglas John Kirwin** was the Exploration Manager of Ivanhoe Mines from 1995 (when it was known as Indochina Goldfields Ltd) until 2012. He was the Vice President of the Society of Economic Geology from 2009 to 2011, where he continues to serve as an honorary lecturer. He is now semi-retired with a part time consulting business.

Mr. **Rene F. Chanyungco** joined the Company in 1977 as Executive Assistant to the President. He eventually became Asst. Treasurer, then Vice President-Treasurer, until his promotion in 1997 as Senior Vice President-Treasurer. He was the Chief Finance Officer of

Lepanto Consolidated Mining Company from 2004 to March 2008. He is a member of the Board of Directors of FSGRI.

Mr. **Patrick K. Yap** was President of the Philippine Fire and Marine Insurance Corporation from 2008 to 2013. He is a Vice President of Alliance Textile Mills, Inc.

Mr. **Rodolfo S. Miranda** is a Certified Public Accountant. He retired in 2002 as Vice President-Controller of Lepanto Consolidated Mining Company and Controller of Manila Mining Corporation.

Mr. **Stephen Y. Yap** since 2002 has been the vice president for operations of Tutuban Properties, Inc.

Atty. **Pablo Ayson, Jr.** was appointed Vice President in November 2006. He is also a Vice President of Lepanto Consolidated Mining Company.

Ms. **Ma. Lourdes B. Tuason** is the Vice President and Treasurer of Lepanto Consolidated Mining Company; Treasurer of Far Southeast Gold Resources, Inc., Philippine Fire and Marine Insurance Corporation, Shipside, Inc., Diamond Drilling Corporation of the Philippines and Lepanto Investment and Development Corporation; Vice President of Diamant Boart Philippines, Inc.

Atty. **Odette A. Javier** has been the Company's Assistant Corporate Secretary since 1993. She is the Vice President-Assistant Corporate Secretary of Lepanto Consolidated Mining Company. She is a Director of Lepanto Investment and Development Corporation.

Mr. **Teodoro Ablang, Jr.** was appointed as Vice President and Resident Manager in May 2012. Prior to his stint in MMC, he was the Vice President for Operations of Century Peak Metals Holdings Corporation from February 2008 to February 2009 and Anseca Development Corporation from March 2009 to August 2009.

Mr. **Knestor Jose Y. Godino** joined the company as Asst. Vice President for Human Resource in January 2013. He has been with Lepanto Consolidated Mining Company since 2006.

Significant Employees

There are no significant employees expected to contribute significantly to the business other than the executive officers.

Family Relationships

Mr. Bryan U. Yap, Director and Vice President, is the son of the Chairman and Chief Executive Officer, Mr. Felipe U. Yap. Messrs. Patrick K. Yap and Stephen Y. Yap are nephews of the Chairman.

Significant Employees

There are no significant employees expected to contribute significantly to the business other than the executive officers.

Family Relationships

Mr. Bryan U. Yap, Director and Vice President, is the son of the Chairman and Chief Executive Officer, Mr. Felipe U. Yap. Messrs. Patrick K. Yap and Stephen Y. Yap are nephews of the Chairman.

Involvement of the Company or its Directors and Officers in Certain Legal Proceedings

The Company is not aware of any bankruptcy proceeding against any of its directors and officers during the past five (5) years. Neither is the Company aware of any conviction by final judgment in any criminal proceeding, or the involvement, of any of its directors or officers, in any case where such officer or director has been subject to any order, judgment or decree of competent jurisdiction, permanently or temporarily enjoining, barring, suspending, or otherwise limiting his involvement in any type of business, securities, commodities or banking activities, or found to have violated a securities or commodities law.

Certain Relationships and Related Transactions

Related parties are those with the ability to control, directly, or indirectly, through one or more intermediaries, the Group or exercise significant influence over the Group in making financial and operating decisions. Related party relationships also exist between and/or among entities, which are under common control with the reporting enterprises and its key management personnel, directors, or its shareholders.

Intercompany transactions are eliminated in the consolidated financial statements. The Group's related party transactions, which are under terms that are no less favorable than those arranged with third parties, are as follows:

		2013			
	Relationship	Amount/ Volume	Outstanding Balance	Terms	Conditions
Receivables: increase (decrease)					
KCGRI	Subsidiary	₱82,883	₱875,887	Non-interest bearing	Unsecured, no impairment
		2012			
	Relationship	Amount/ Volume	Outstanding Balance	Terms	Conditions
Receivables: increase (decrease)					
KCGRI	Subsidiary	₱66,409	₱793,004	Non-interest bearing	Unsecured, no impairment

The Parent Company, in the normal course of business, enters into transactions with related parties.

The consolidated statements of financial position include the following liabilities resulting from the above transactions with related parties:

2013				
	Amount/ Volume	Outstanding Balance	Terms	Conditions
<i>Amounts owed to related parties</i>				
LCMC; Parent Company	1,160,479	1,730,577	On demand; non-interest bearing	Unsecured, no impairment
DDCP; Under common control	1,652,006	35,585,716	On demand; non-interest bearing	Unsecured, no impairment
		₱37,316,293		
2012				
	Amount/ Volume	Outstanding Balance	Terms	Conditions
<i>Amounts owed to related parties</i>				
LCMC; Parent Company	(1,393,993)	570,098	On demand; non-interest bearing	Unsecured, no impairment
DDCP; Under common control	23,537,833	33,933,710	On demand; non-interest bearing	Unsecured, no impairment
		₱34,503,808		

- ⑦ LCMC, holds a 19.60% equity interest in the Parent Company. It provided cash advances and paid expenses on behalf of the Parent Company. In 2013 and 2012, the Parent Company partially paid these advances to LCMC. The outstanding balance of ₱1,730,577 and ₱570,098 as at December 31, 2013 and 2012, respectively, is due and demandable.
- ⑦ In the normal course of business, DDCP, a wholly-owned subsidiary of LCMC, provides various drilling and hauling services to the Parent Company.

Total compensation of the Group's key management personnel in 2013, 2012 and 2011, which pertains to short-term benefits, amounted to ₱2,446,950, ₱2,432,450 and ₱468,950, respectively. There were no post-employment benefits for the Group's key management personnel in 2013, 2012 and 2011.

Summary Compensation Table

	2011 Total (All Cash)	Basic Salary	Bonus (13th month In the case of executive officers)	Others (Per Diem of Directors)
Felipe U. Yap, Chairman) Bryan U. Yap, President) Rene F. Chanyungco,) Sr. Vice Pres./Treasurer) Patrick K. Yap, SVP) Pablo Ayson, Jr. Vice Pres.)	P468,950	P421,800	P35,150	P12,000
All officers and directors	P468,950	P421,800		P12,000
2012 (Total)				
Felipe U. Yap, Chairman)	P2,432,450	P2,221,800	P185,150	P25,500

Bryan U. Yap, President) Rene F. Chanyungco,) Sr. Vice Pres./Treasurer) Patrick K. Yap, SVP) Teodoro Ablang, Jr. Vice Pres./Resident Manager)				
All officers and directors	P2,467,950	P2,221,800	P185,150	P61,000
	2013 (Total)			
Felipe U. Yap, Chairman) Bryan U. Yap, President) Rene F. Chanyungco,) Sr. Vice Pres./Treasurer) Patrick K. Yap, SVP) Teodoro Ablang, Jr. Vice Pres./Resident Manager)	P2,446,950	P2,446,950	P185,150	P40,000
All officers and directors	P2,472,950	P2,472,950	P185,150	P66,000

* The Chairman, Mr. Felipe U. Yap, and Senior Vice President, Patrick K. Yap, do not receive salaries from the Company.

There are no arrangements with any officer or director for payment of any amount or bonus other than the regular salary or per diem for attendance of board meetings. There is no existing consultancy or employment contract between the Company and any director or officer. Neither was there any compensatory plan or arrangement concerning or resulting from the termination of employment of any officer.

Compensation of Directors/Committee Members

Directors are paid a per diem of P500.00 each for attendance of every regular or special meeting. For each Committee meeting attended, member-directors are also paid a per diem of P500.00 each.

Voting Trusts and Change in Control

There are no voting trusts involving the Company's shares nor has there been any change in the control of the Company in the last five (5) years.

Warrants, Options, Compensation Plans, Issuance or Modification of Securities

On November 10, 2009, the Board of Directors approved the grant of the 8th Stock Option Awards ("Grant") to selected directors, officers and employees of the Company and of its affiliates, covering a total 1.6 billion common shares from unissued capital stock. The option is exercisable within 5 years, to the extent of 20% of the Grant every year, from the SEC approval of the Grant. The price of the option is 80% of the average of the closing prices of MMC "A" and "B" shares for the ten trading days preceding the Board's approval of the Grant, i.e., October 26 to November 9, 2009, which is P0.02 per share. The Grant constitutes 0.8%, more or less, of the outstanding capital stock of the Company.

A total of 56 million shares pertaining to year 5 of the grant, otherwise exercisable in July 2014, will be cancelled, consisting of 33.6 million "A" and 22.4 million "B" shares. The holders of the said options are no longer connected with the Company.

*Security Ownership

Security Ownership of Certain Record and Beneficial Owners

Owners of more than 5% of the Company's securities, as of December 31, 2013, were as follows:

Title of Class	Name/Address of Record Owner**	Relationship to Issuer	Name of Beneficial Owner	Citizenship	A Shareholdings	%	B Shareholdings	%
A & B	Lepanto Cons. Mining Co. 21/F Lepanto Bldg., Paseo de Roxas, Makati City	Principal Stockholder	same	-do-	20,479,027,104	16.88	12,045,531,915	14.91
A & B	F. Yap Securities, Inc. Unit 2301/2302 Tektite Tower I, Exchange Rd., Ortigas Center, Pasig City	Principal Stockholder	same	Filipino	13,526,686,096	11.15	13,577,721,842	16.80
A & B	*Lepanto Investment & Development Corporation 21/F Lepanto Bldg., Paseo de Roxas, Makati City	Subsidiary of Principal Stockholder	same	-do-	1,390,313,541	1.15	5,037,619,533	6.23

The Boards of Directors of Lepanto and LIDC have the power to dispose of these corporations' shares. As to F. Yap Securities, Ms. Pacita K. Yap has such power. All three companies have proxies in favor of Mr. Felipe U. Yap.

* - 100% owned subsidiary of Lepanto Consolidated Mining Company

**Security Ownership of Management

Title of Class	Beneficial Owner	Position	Amount and Nature of Beneficial Ownership (Class A / Class B)	Citizenship	Percentage of Shares (Class A/ Class B)
A & B	Felipe U. Yap	Chairman of the Board	207,374,041 / 174,235,172	Filipino	0.171 / 0.216
A & B	Bryan U. Yap	Director/President	2,296,606,784 / 1,304,345,400	-do-	1.893 / 1.614
A & B	Ethelwoldo E. Fernandez	Director/Corp. Sec.	14,400,000 / 14,400,001	-do-	0.012 / 0.018
A & B	Rene F. Chanyungco	Director/SVP/Treasurer	33,600,000 / 25,429,063	-do-	0.028 / 0.032
B	Rodolfo S. Miranda***	Director	- / 3,000,000	-do-	nil / 0.004
A & B	Eduardo A. Bangayan***	Director	5,907,551 / 27,669,589	-do-	0.005 / 0.034
A & B	Patrick K. Yap	Director/SVP	47,272,998 / 25,600,000	-do-	0.039 / 0.032
A & B	Douglas John Kirwin	Director	1	Australian	nil
A & B	Stephen Y. Yap	Director	1,000,000 / -	-do-	nil
A & B	Pablo T. Ayson, Jr.	Vice President	14,379,956 / 12,210,000	-do-	0.012 / 0.015
A & B	Ma. Lourdes B. Tuason	Asst. Treasurer	30,092,277 / 27,345,667	-do-	0.025 / 0.034
A & B	Odette A. Javier	Asst. Corp. Sec.	21,000,000 / 12,100,000	-do-	0.011 / 0.009

** - All of record and directly owned.

Legal Framework for Mining in the Philippines: The Philippine Mining Act

The 1987 Constitution provides that:

“All lands of the public domain, waters, minerals, coal, petroleum and other mineral oils, all forces of potential energy, fisheries, forests or timber, wildlife, flora and fauna, and other natural resources are owned by the State. With the exception of agricultural lands, all other natural resources shall not be alienated. The exploration, development and utilization of natural resources shall be under the full control and supervision of the State. The State may directly undertake such activities, or it may enter into co-production, joint venture, or production sharing agreements with Filipino citizens, or corporations or associations at least sixty per centum of whose capital is owned by such citizens. Such agreements may be for a period not exceeding twenty-five years, renewable for not more than twenty-five years, and under such terms and conditions as may be provided by law. XXX. *Section 2, Article XII, Philippine Constitution.*

Pursuant to the foregoing Constitutional provision, Republic Act No. 7942, otherwise known as the Philippine Mining Act, was enacted in 1995 under which rights to explore, develop and utilize minerals may be obtained through:

1. Exploration Permits- Valid for a period of two years, subject to annual review and relinquishment or renewal upon the recommendation of the Director of the Mines and Geosciences Bureau; An exploration permit shall grant to the permittee, his heirs or successors-in-interest, the right to enter, occupy and explore the area.
2. Mineral Agreements- shall grant to the contractor the exclusive right to conduct mining operations and to extract all mineral resources found in the contract area. In addition, the contractor may be allowed to convert his agreement into any of the modes of mineral agreements or financial or technical assistance agreement covering the remaining period of the original agreement subject to the approval of the Secretary of the DENR. Mineral Agreements may take any of the following forms:
 - a. Mineral Production Sharing Agreement (MPSA)- an agreement where the government grants to the contractor the exclusive right to conduct mining operations within a contract area and shares in the gross output. The contractor shall provide the financing, technology, management and personnel necessary for the implementation of this agreement;
 - b. Co-production Agreement- is an agreement between the Government and the contractor wherein the Government shall provide inputs to the mining operations other than the mineral resource.
 - c. Joint Venture Agreement- an agreement where a joint venture company is organized by the Government and contractor with both parties having equity shares. Aside from earnings in equity, the Government shall be entitled to a share in the gross output.
3. Financial or Technical Assistance Agreement- Any qualified person with technical and financial capability to undertake large-scale exploration, development and utilization of mineral resources in the Philippines may enter into a financial or technical assistance agreement directly with the Government through the DENR.

The information in the following sections has been extracted from publicly available documents which have not been prepared or independently verified by the Company or any of their respective affiliates or advisors in connection with sale of the Subject Shares.

PHILIPPINE STOCK MARKET

BRIEF HISTORY

The Philippines initially had two stock exchanges, the Manila Stock Exchange, which was organized in 1927, and the Makati Stock Exchange, which began operations in 1963. Each exchange was self-regulating, governed by its respective Board of Directors elected annually by its members.

Several steps initiated by the Government have resulted in the unification of the two bourses into the PSE. The PSE was incorporated in 1992 by officers of both the Makati and the Manila Stock Exchanges. In March 1994, the licenses of the two exchanges were revoked. While the PSE maintains two trading floors, one in Makati City and the other in Pasig City, these floors are linked by an automated trading system which integrates all bid and ask quotations from the bourses.

In June 1998, the Philippine SEC granted the PSE a Self-Regulatory Organization ("SRO") status, allowing it to impose rules as well as implement penalties on erring trading participants and listed companies. On August 8, 2001, PSE completed its demutualization, converting from a non-stock member-governed institution into a stock corporation in compliance with the requirements of the SRC.

Classified into financial, industrial, holding firms, property, services, mining and oil sectors, companies are listed either on the Exchange's First Board, Second Board or the newly created Small and Medium Enterprises Board. Each index represents the numerical average of the prices of component stocks. The PSE has an index, referred to as the PHISIX, which as at the date hereof reflects the price movements of 34 selected stocks listed on the PSE, based on traded prices of stocks from the various sectors. The PSE shifted from full market capitalization to free float market capitalization effective April 3, 2006 simultaneous with the migration to the free float index and the naming of the PHISIX to PSEI. The new PSEI includes 30 selected stocks listed on the PSE.

With the increasing calls for good corporate governance, PSE has adopted an online daily disclosure system to improve the transparency of listed companies and to protect the investing public.

The PSE is a double auction market. Buyers and sellers are each presented by stockbrokers. To trade, bids or ask prices are posted on the PSE's electronic trading system. A buy (or sell) order that matches the lowest asked (or highest bid) price is automatically executed. Buy and sell orders received by one broker at the same price are crossed at the PSE at the indicated price. Payment of purchases of listed securities must be made by the buyer on or before the third trading day (the settlement date) after the trade.

Trading on the PSE starts at 9:30 a.m. and ends at 12:00 p.m., where there will be a one and a half hour recess. In the afternoon, trading resumes at 1:30 p.m. and ends at 3:30 p.m., including a 10-minute market run-off from 3:20 p.m. to 3:30 p.m. during which transactions may be conducted, provided that they are executed at the last traded price set prior to the market run-off and are only for the purpose of completing unfinished orders. Trading days are Monday to Friday, except legal holidays and days when the BSP clearing house is closed.

Minimum trading lots range from 5 to 1,000,000 shares depending on the price range and nature of the security traded. Odd-sized lots are traded by brokers on a board specifically designed for odd-lot trading.

To maintain stability in the stock market, daily price swings are monitored and regulated. Under current PSE regulations, when the price of a listed security moves up by 50% or down by 40% in one day (based on the previous closing price or last posted bid price, whichever is higher), the price of that security is automatically frozen by the PSE, unless there is an official statement from the company or a government agency, justifying such price fluctuation, in which case the affected security can still be traded but only at the frozen price. If a company fails to submit such explanation a trading halt is imposed by the PSE on the listed security the following day. Resumption of trading shall be allowed only when the disclosure of the company is disseminated, subject again to the trading ban.

NON-RESIDENT'S TRANSACTIONS

When the purchase/sale of Philippine shares of stock involves a non-resident, whether the transaction is effected in the domestic or foreign market, it will be the responsibility of the securities dealer/broker to register the transaction with the BSP. The local securities dealer/broker shall file with the BSP, within three business days from the transaction date, an application in the prescribed registration form. After compliance with other required undertakings, the BSP shall issue a Certificate of Registration. Under BSP Rules, all registered foreign investments in Philippine securities including profits and dividends, net of taxes and charges, may be repatriated.

SETTLEMENT

The Securities Clearing Corporation of the Philippines (SCCP) is a wholly-owned subsidiary of the Philippine Stock Exchange, Inc. and was organized primarily as a clearance and settlement agency for SCCP-eligible trades executed through the facilities of the PSE. It is responsible for (a) synchronizing the settlement of transactions of funds and the transfer of securities through Delivery versus Payment (DVP) clearing and settlement of transactions of

Clearing Members, who are also Trading Participants of the Philippine SEC; (b) guaranteeing the settlement of trades in the event of a Trading Participants default through the implementation of its Fails Management System and administration of the Clearing and trade Guaranty Fund (CTGF), and; (c) performance of Risk Management and Monitoring to ensure final and irrevocable settlement.

SCCP settles PSE trades on a 3-day rolling settlement environment, which means that settlement of trades takes place three (3) business days after transaction date (T+3). The deadline for settlement of trades is 12:00 noon of T+3. Securities sold should be in scripless form and lodged under PDTC's book entry system. Each Trading Participants maintains a Cash Settlement Account with one of the two existing Settlement Banks of SCCP which are Banco de Oro Unibank, Inc., Rizal Commercial Banking Corporation, Metropolitan Bank & Trust Company, and Union Bank of the Philippines. Payment for securities bought should be in good, cleared funds and should be final and irrevocable. Settlement is presently on a broker level.

SCCP implemented its new clearing and settlement system called Central Clearing and Central Settlement (CCCS) on May 29, 2006, CCCS employs multilateral netting whereby the system automatically offsets "buy" and "sell" transactions on a per issue and a per flag basis to arrive at a net receipt or a net delivery security position for each Clearing Member. All cash debits and credits are also netted into a single net cash position for each Clearing Member. Novation of the original PSE trade contract occurs, and SCCP stands between the original trading parties and becomes the Central Counterparty to each PSE-Eligible trade cleared through it.

SCRIPTLESS TRADING

In 1995, PDTC (formerly the Philippine Central Depository, Inc.) was organized to establish a central depository in the Philippines and introduce scripless or book-entry trading in the Philippines. On December 16, 1996, the PDTC was granted a provisional license by the SEC to act as a central securities depository. All listed securities at the PSE have been converted into book-entry settlement in the PDTC. The depository service of the PDTC provides the infrastructure for lodgment and upliftment of securities, pledge of securities, securities lending and borrowing and corporate action including shareholders' meetings, dividend declarations and rights offerings. The PDTC also provides depository and settlement services for non-PSE trades of listed equity securities. For transactions on the PSE, the security element of the trade will be settled through the book-entry system, while the cash element will be settled through the current banks, Rizal Commercial Banking Corporation and Banco de Oro, Unibank Inc.

In order to benefit from the book-entry system, securities must be immobilized into the PDTC system through a process called lodgment. Lodgment is the process by which shareholders transfer legal title (but not beneficial title) over their shares of stock in favor of PCD Nominee Corporation ("PCD Nominee"), a corporation wholly owned by the PDTC whose sole purpose is to act as nominee and legal title holder of shares of stock lodged into the PDTC. "Immobilization" is the process by which the warrant or share certificates of lodging holders are cancelled by the transfer agent and a new warrant or stock certificate ("Jumbo Certificate") covering all the warrants or shares lodged is issued in the name of the PCD Nominee. This trust agreement between the participants and PDTC through the PCD Nominee is established by and explained in the PDTC Rules and Operating Procedures approved by the Philippine SEC. No

consideration is paid for the transfer of legal title to PCD Nominee. Once lodged, transfers of legal title of the securities are accomplished via book-entry settlement. Under the current PDTC system, only participants (e.g., brokers and custodians) will be recognized by the PDTC as

the beneficial owners of the lodged equity securities. All lodgments, trades and uplifts on these shares will have to be coursed through a participant. Ownership and transfers of beneficial interests in the shares will be reflected with respect to the participant's aggregate holdings, in the PDTC system, and with respect to each beneficial owner's holdings, in the records of the participants. Beneficial owners are thus advised that in order to exercise their rights as beneficial owners of the lodged shares, they must rely on their participant-brokers and/or participant-custodian.

Any beneficial owner of shares who wishes to trade his interests in the shares must course the trade through a participant. The participant can execute PSE trades and non-PSE trades of lodged equity securities through the PDTC system. All matched transactions in the PSE trading system will be fed through the SCCP find into the PDTC system. Once it is determined on settlement date (trading date plus three trading days) that there are adequate securities in the securities settlement account of the participant-seller and adequate cash or an appropriate bank limit in the system cash account of the participant-buyer, the PSE trades are automatically settled in the PDTC system, in accordance with the PDTC Rules and Operating Procedures. Once settled, the beneficial ownership of the securities is transferred from the participant-seller to the participant-buyer without the physical transfer of stock certificates covering the traded securities.

If a shareholder wishes to withdraw his stockholdings from the PDTC system, the PDTC has a procedure of upliftment under which PCD Nominee will transfer back to the shareholder the legal title to the shares lodged by surrendering the jumbo certificate of PCD Nominee to a transfer agent which then issues a new stock certificate in the name of the shareholders and a new jumbo certificate of PCD Nominee for the balance of the lodged shares. The expenses for upliftment are on the account of the uplifting shareholder.

The difference between the depository and the registry would be on the recording of ownership of the shares in the issuing corporations' books. In the depository set-up, shares are simply immobilized, wherein customers' certificates are cancelled and a new Jumbo Certificate is issued in the name of PCD Nominee. Transfers among /between broker and/or custodian accounts, as the case may be, will only be made within the book-entry system of PDTC. However, as far as the issuing corporation is concerned, the underlying certificates are in the nominee's name. In the registry set-up, settlement recording of ownership of traded securities will already be directly made in the corresponding issuing company's transfer agents' books or system. Likewise, recording will already be at the beneficiary level (whether it be a client or a registered custodian holding securities for its clients), thereby removing from the broker its current. "de facto" custodianship role.

AMENDED RULE ON LODGMENT OF SECURITIES

On June 24, 2009, the PSE issued Memorandum No. 2009-0320 amending the rule on lodgment of securities as follows:

Section 16. Lodgment of Securities – As a condition for the listing and trading of the securities of an applicant company, the applicant company shall electronically lodge its registered securities with the Philippine Depository and Trust Corporation (PDTC), or any other entity duly authorized by the Commission, without any jumbo or mother certificate in

compliance with the requirements of Section 43 of the Securities Regulation Code. In compliance with the foregoing requirement, actual listing and trading of securities on the scheduled listing date shall take effect only after submission by the applicant company of the following:

- (a) Sworn corporate secretary's certificate stating that all the securities have been issued in uncertified form in accordance with the requirements of Section 43 of the Securities Regulation Code and electronically lodged with the PDTC or any other authorized entity without any jumbo or mother certificate; and
- (b) Written confirmation issued by the transfer agent confirming that it has the capability and capacity to handle the issuance and transfer of uncertificated securities; and
- (c) Written confirmation issued by PDTC or any other authorized entity confirming the electronic lodgment of the applicant's securities.

The above requirements shall also apply to follow-on offerings and additional listing applications.

Pursuant to the said amendment, the PDTC issued an implementing procedure in support thereof to wit:

For new companies to be listed at the PSE as of July 1, 2009 the usual procedure will be observed but the Transfer Agent on the companies shall no longer issue a certificate to PCD Nominee Corp but shall issue a Registry Confirmation Advice, which shall be the basis for the PDTC to credit the holdings of the Depository Participants on listing date.

On the other hand, for existing listed companies, the PDTC shall wait for the advice of the Transfer Agents that it is ready to accept surrender of PCNC jumbo certificates and upon such advice the PDTC shall surrender all PNC jumbo certificates to the Transfer Agents for cancellation. The Transfer Agents shall issue a Registry Confirmation Advice to PCNC evidencing the total number of shares registered in the name of PCNC in the Issuer's registry as of confirmation date.

ISSUANCE OF STOCK CERTIFICATES FOR CERTIFICATED SHARES

On or after the listing of the shares on the PSE, any beneficial owner of the shares may apply with PDTC through his broker or custodian-participant for a withdrawal from the book-entry system and return to the conventional paper-based settlement. If a shareholder wishes to withdraw his stockholdings from the PDTC system, the PDTC has a procedure of upliftment under which PCD Nominee will transfer back to the shareholder the legal title to the shares lodged. The uplifting shareholder shall follow the Rules and Operating Procedures of the PDTC for the uplifting of the shares lodged under the name of the PCD Nominee. The transfer agent shall prepare and send a Registry Confirmation Advice to the PDTC covering the new number of shares lodged under PCD Nominee. The expenses for upliftment are on the account of the uplifting shareholder. Upon the issuance of stock certificates for the shares in the name of the person applying for upliftment, such shares shall be deemed to be withdrawn from the PDTC book-entry settlement system, and trading on such shares will follow the normal process for

settlement of certificated securities. The expenses for upliftment of the shares into certificated securities will be charged to the person applying for upliftment. Pending completion of the upliftment process, the beneficial interest in the shares covered by the application for upliftment is frozen and no trading and book-entry settlement will be permitted until the relevant stock certificates in the name of the person applying for upliftment shall have been issued by the relevant company's transfer agent.

TAXATION AND FOREIGN EXCHANGE

Effective January 1, 2009, the corporation income tax rate was reduced to 30% from 35% of taxable net income pursuant to Republic Act 9337. Gross interest income from the Philippine currency bank deposits and yield from deposit substitutes, trust fund and similar arrangements as well as royalties from sources within the Philippines are subject to a final withholding tax of twenty per cent of the gross amount of such income.

Tax on Dividends

Cash and property dividends received from a domestic corporation by individual stockholders who are either citizens or residents of the Philippines are subject to tax of ten per cent. Cash and property dividends received by domestic corporations or resident foreign corporations are not subject to tax. Cash and property dividends received from a domestic corporation by a non-resident foreign corporation not engaged in trade or business in the Philippines are generally subject to tax at the rate of 30% effective January 1, 2009.

Subject to applicable preferential tax rates under relevant treaties, cash and/or property dividends received from a domestic corporation by a non-resident corporation are subject to final withholding tax at the rate of 15 per cent; provided that the country in which the non-resident foreign corporation is domiciled (i) imposes no taxes on foreign sources dividends or (ii) allows a credit against the tax due from the non-resident foreign corporation taxes deemed to have been paid in the Philippines equivalent to the difference between the regular income tax on corporations and the 15 per cent tax on dividends.

Cash and property dividends received by non-resident alien individuals engaged in trade or business in the Philippines from a domestic corporation are subject to a twenty percent (20%) tax on the gross amount thereof, while cash and property dividends received by non-resident alien individuals not engaged in trade or business in the Philippines from a domestic corporation are subject to tax at twenty five percent (25%) of the gross amount, subject, however, to the applicable preferential tax rates under tax treaties executed between the Philippines and the country of residence or domicile of such non-resident foreign individuals.

SALE, EXCHANGE OR DISPOSITION OF SHARES

Taxes on Capital Gains

Net capital gains realized by a resident or non-resident other than a dealer in securities during each taxable year from the sale, exchange or disposition of shares outside the facilities

of the PSE, unless exempt under an applicable treaty, are subject to tax as follows; (a) five (5) per cent on gains not exceeding Php100,000; and (b) 10 percent on gains over Php100,000.

Taxes on Transfer of Shares Listed and Traded Through the PSE

A sale or other disposition of shares of stock listed and traded through the facilities of the Exchange by a resident or a non-resident holder, other than a dealer in securities, is generally subject to a stock transaction tax at the rate of one-half of one-percent (1/2% of 1%) of the gross selling price or gross value in money of the shares of stock sold or otherwise disposed which shall be paid by the seller or transferor. In addition, a value-added tax ("VAT") of 12 per cent is imposed on the commission earned by the Philippine Stock Exchange registered broker which is generally passed on to the client.

Documentary Stamp Tax

The original issue of shares is subject to documentary stamp tax of Php1.00 for each Php200.00, or fractional part thereof, of the par value of the shares issued. The transfer of shares is subject to a documentary stamp tax of Php0.75 for each Php200.00, or a fractional part thereof of the par value of the shares transferred. However, the sale, barter or exchange of shares of stock listed and traded through the local stock exchange shall not be subject to documentary stamp tax pursuant to Republic Act No. 9243 dated February 17, 2004 and Republic Act 9648 dated June 30, 2009.

PHILIPPINE FOREIGN INVESTMENT, EXCHANGE CONTROLS AND FOREIGN OWNERSHIP

Under the BSP regulations, a foreign investment in listed Philippine securities must be registered with the BSP if the foreign exchange needed to service the repatriation of capital and the remittance of dividends, profits and earnings which accrue thereon will be sources from the banking system.

The registration with the BSP of all foreign investments in the Subject Shares shall be the responsibility of the foreign investor. The application for registration must be filed by a stockbroker/dealer or an underwriter directly with the BSP or with a custodian bank designated by the investor.

It should be noted that Manila Mining Corporation was an exporter of metals and will export metals if/when it resumes production, so it will be able to generate its own foreign exchange.

Foreign Ownership of Shares in the Company, pursuant to the Philippine Constitution, is limited to 40%. As a built-in mechanism to ensure compliance with such a limitation, the Company has two classes of common shares, "A" and "B", and the "A" shares constituting 60% at any one time of the outstanding capital of the Company, is available only to Filipino citizens or corporations.

INDEPENDENT AUDITORS' REPORT

The Stockholders and the Board of Directors
Manila Mining Corporation and Subsidiary
20th Floor, Lepanto Building
8747 Paseo de Roxas, Makati City

We have audited the accompanying consolidated financial statements of Manila Mining Corporation and Subsidiary (the Group) which comprise the consolidated statements of financial position as at December 31, 2013 and 2012, and the consolidated statements of comprehensive income, consolidated statements of changes in equity and consolidated statements of cash flows for each of the three years in the period ended December 31, 2013, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with accounting principles generally accepted in the Philippines as described in Note 2 to the financial statements and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with Philippine Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Group's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.



Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of Manila Mining Corporation and Subsidiary as at December 31, 2013 and 2012, and their financial performance and their cash flows for each of the three years in the period ended December 31, 2013 in accordance with accounting principles generally accepted in the Philippines as described in Note 2 to the financial statements.

SYCIP GORRES VELAYO & CO.

Eleanore A. Layug
Eleanore A. Layug
Partner

CPA Certificate No. 0100794

SEC Accreditation No. 1250-A (Group A),

August 9, 2012, valid until August 8, 2015

Tax Identification No. 163-069-453

BIR Accreditation No. 08-001998-97-2012,

January 11, 2012, valid until January 10, 2015

PTR No. 4225180, January 2, 2014, Makati City

March 17, 2014



MANILA MINING CORPORATION AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

	December 31, 2013	December 31, 2012 (As restated, Note 2)	December 31, 2011 (As restated, Note 2)
ASSETS			
Current Assets			
Cash and cash equivalents (Note 4)	₱6,571,015	₱147,056,636	₱527,306,881
Receivables (Note 5)	12,783,507	1,507,699	5,864,957
Inventories (Note 6)	26,834,212	25,741,306	22,764,840
Prepayments and other current assets (Note 7)	97,093,047	78,743,627	53,075,277
Total Current Assets	143,281,781	253,049,268	609,011,955
Noncurrent Assets			
Available-for-sale (AFS) financial assets (Note 8)	27,919,700	73,370,000	109,598,500
Property and equipment (Note 9)	2,721,146,833	2,450,640,251	2,038,984,644
Mine exploration costs (Note 10)	2,664,201	2,664,201	2,664,201
Other noncurrent assets (Note 11)	8,890,719	9,107,224	8,842,841
Total Noncurrent Assets	2,760,621,453	2,535,781,676	2,160,090,186
TOTAL ASSETS	₱2,903,903,234	₱2,788,830,944	₱2,769,102,141
LIABILITIES AND EQUITY			
Current Liabilities			
Accounts payable and accrued expenses (Note 12)	₱387,248,921	₱230,030,364	₱165,583,713
Nontrade payables (Note 13)	1,730,577	570,098	1,964,091
Amounts owed to a stockholder	-	-	178,361
Total Current Liabilities	388,979,498	230,600,462	167,726,165
Noncurrent Liabilities			
Deferred income tax liabilities - net (Note 17)	65,822,880	65,082,289	64,807,904
Retirement benefit obligation (Note 16)	13,131,936	15,600,573	15,416,912
Total Noncurrent Liabilities	78,954,816	80,682,862	80,224,816
Equity Attributable to Equity Holders of the Parent Company (Note 18)			
Capital stock	2,026,232,209	2,019,822,582	2,019,832,208
Additional paid-in capital	508,636,853	502,183,353	502,173,727
Deficit	(1,014,125,610)	(1,001,826,006)	(993,158,223)
Effect of transaction with non-controlling interests (NCI) (Note 1)	954,621,275	954,621,275	954,621,275
Cumulative changes in fair values of AFS financial assets	(39,622,292)	5,828,008	42,056,508
Re-measurement gain (loss) on retirement obligation (Note 2)	111,724	(3,200,637)	(4,497,059)
	2,435,854,159	2,477,428,575	2,521,028,436
Equity Attributable to non-controlling interest	114,761	119,045	122,724
Total Equity	2,435,968,920	2,477,547,620	2,521,151,160
TOTAL LIABILITIES AND EQUITY	₱2,903,903,234	₱2,788,830,944	₱2,769,102,141

See accompanying Notes to Consolidated Financial Statements.



MANILA MINING CORPORATION AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	Years Ended December 31		
	2013	2012 (As restated, Note 2)	2011 (As restated, Note 2)
REVENUE			
Interest income (Note 4)	₱713,863	₱3,995,144	₱12,420,870
Foreign exchange gains - net	—	—	8,942,750
	713,863	3,995,144	21,363,620
ADMINISTRATION AND OVERHEAD COSTS (Note 14)	(12,823,111)	(11,961,148)	(17,974,639)
FINANCE COSTS (Note 16)	(873,632)	(986,682)	(1,184,742)
OTHER INCOME	—	—	350
INCOME (LOSS) BEFORE INCOME TAX	(12,982,880)	(8,952,686)	2,204,589
PROVISION FOR (BENEFIT FROM) INCOME TAX (Note 17)			
Current	—	—	178,361
Deferred	(678,992)	(281,224)	(2,884,737)
	(678,992)	(281,224)	(2,706,376)
NET INCOME (LOSS)	(₱12,303,888)	(₱8,671,462)	₱4,910,965
Net income (loss) attributable to:			
Equity holders of the Parent Company	(₱12,299,604)	(₱8,667,783)	₱4,913,241
Non-controlling interest	(4,284)	(3,679)	(2,276)
	(₱12,303,888)	(₱8,671,462)	₱4,910,965
OTHER COMPREHENSIVE INCOME (LOSS)			
<i>Item that may be reclassified subsequently to consolidated statements of comprehensive income:</i>			
Changes in fair values of AFS financial assets (Note 8)	(45,450,300)	(36,228,500)	42,056,508
<i>Items that will not be reclassified to consolidated statements of comprehensive income:</i>			
Re-measurement gain (loss) on retirement plan, net of tax (Note 2)	3,312,361	1,296,422	(1,927,311)
TOTAL COMPREHENSIVE INCOME (LOSS)	(₱42,137,939)	(₱34,932,078)	₱40,129,197
Total comprehensive income (loss) attributable to:			
Equity holders of the Parent Company	(₱42,133,655)	(₱34,928,399)	₱40,131,473
Non-controlling interest	(4,284)	(3,679)	(2,276)
	(₱42,137,939)	(₱34,932,078)	₱40,129,197
EARNINGS (LOSS) PER SHARE (Note 19)			
Basic and diluted earnings (loss) per share	(₱0.00006)	(₱0.00004)	₱0.00002

See accompanying Notes to Consolidated Financial Statements.



MANILA MINING CORPORATION AND SUBSIDIARY

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY FOR THE YEARS ENDED DECEMBER 31, 2013, 2012 AND 2011

	Attributable to Equity Holders of the Parent Company									
	Capital Stock (Note 18)		Subscription Receivable	Additional Paid-in Capital	Re-measurement Gain (Loss) on Retirement Liability (Note 2)	Effect of transaction with Non-controlling Interests (Note 2)	Cumulative Changes in Fair Values of AFS Investments (Note 8)	Deficit	Non-controlling Interests	Total
	Issued	Subscribed								
balances at January 1, 2013, as previously reported	P2,019,451,162	P737,825	(P366,405)	P502,183,353	P-	P954,621,275	P5,828,008	(P1,002,594,469)	P119,045	P2,479,979,794
Effect of adoption of Revised PAS 19 (Notes 2 and 15)	-	-	-	-	(3,200,637)	-	-	768,463	-	(2,432,174)
balances at January 1, 2013, as restated	2,019,451,162	737,825	(366,405)	502,183,353	(3,200,637)	954,621,275	5,828,008	(1,001,826,006)	119,045	2,477,547,620
issuance and subscription of shares (Note 18)	1,760,000	4,649,627	-	6,453,500	-	-	-	-	-	12,863,127
Net loss	-	-	-	-	-	-	-	(12,299,604)	(4,284)	(12,303,888)
Other comprehensive income (loss), net of tax	-	-	-	-	3,312,361	-	(45,450,300)	-	-	(42,137,939)
Total comprehensive income (loss)	-	-	-	-	3,312,361	-	(45,450,300)	(12,299,604)	(4,284)	(41,578,700)
balances at December 31, 2013	P2,021,211,162	P5,387,452	(P366,405)	P508,636,853	P111,724	P954,621,275	(P39,622,292)	(P1,014,125,610)	P114,761	P2,435,968,920
balances at January 1, 2012, as previously reported	P2,017,181,162	P3,017,451	(P366,405)	P502,173,727	P-	P954,621,275	P42,056,508	(P993,548,198)	P122,724	P2,525,258,244
Effect of adoption of Revised PAS 19 (Notes 2 and 15)	-	-	-	-	(4,497,059)	-	-	389,975	-	(4,107,084)
balances at January 1, 2012, as restated	2,017,181,162	3,017,451	(366,405)	502,173,727	(4,497,059)	954,621,275	42,056,508	(993,158,223)	122,724	2,521,151,160
issuance and subscription of shares (Note 18)	2,270,000	(2,279,626)	-	9,626	-	-	-	-	-	-
Net loss	-	-	-	-	-	-	-	(8,667,783)	(3,679)	(8,671,462)
Other comprehensive income (loss), net of tax	-	-	-	-	1,296,422	-	(36,228,500)	-	-	(34,932,078)
Total comprehensive loss	-	-	-	-	1,296,422	-	(36,228,500)	(8,667,783)	(3,679)	(43,603,540)
balances at December 31, 2012, as restated	P2,019,451,162	P737,825	(P366,405)	P502,183,353	(P3,200,637)	P954,621,275	P5,828,008	(P1,001,826,006)	P119,045	P2,477,547,620



Attributable to Equity Holders of the Parent Company										
	Capital Stock (Note 18)		Subscription Receivable	Additional Paid-in Capital	Re-measurement Gain (Loss) on Retirement Liability (Note 2)	Effect of transaction with Non-controlling Interests (Note 2)	Cumulative Changes in Fair Values of AFS Investments (Note 8)	Deficit	Non-controlling Interests	Total
	Issued	Subscribed								
balances at January 1, 2011, as previously reported	₱2,013,210,865	₱587,749	(₱369,473)	₱495,773,727	₱-	₱-	₱-	(₱998,071,464)	₱-	₱1,511,131,404
Effect of adoption of Revised PAS 19 (Notes 2 and 15)	-	-	-	-	-	-	-	-	-	-
balances at January 1, 2011, as restated	2,013,210,865	737,825	(366,405)	502,183,353	-	-	-	(998,071,464)	-	1,511,131,404
Issuance and subscription of shares	3,970,297	2,429,702	3,068	6,400,000	-	-	-	-	-	12,803,067
Effect of transaction with non-controlling interests (Note 2)	-	-	-	-	-	954,621,275	-	-	125,000	954,746,275
Net income (loss)	-	-	-	-	-	-	-	4,523,266	(2,276)	4,520,990
Other comprehensive income (loss), net of tax	-	-	-	-	-	-	42,056,508	-	-	42,056,508
Total comprehensive income (loss)	-	-	-	-	-	-	42,056,508	4,523,266	(2,276)	46,577,498
balances at December 31, 2011	₱2,017,181,162	₱3,017,451	(₱366,405)	₱502,173,727	-	₱954,621,275	₱42,056,508	(₱993,548,198)	₱122,724	₱2,525,258,244

See accompanying Notes to Consolidated Financial Statements.



MANILA MINING CORPORATION AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF CASH FLOWS

	Years Ended December 31		
	2013	2012 (As restated, Note 2)	2011 (As restated, Note 2)
CASH FLOWS FROM OPERATING ACTIVITIES			
Income (loss) before income tax	(P12,982,880)	(P8,952,686)	P2,204,589
Adjustments for:			
Depreciation (Notes 9 and 14)	4,244,955	4,219,646	4,252,849
Movement in retirement benefit obligation (Note 15)	2,263,307	2,035,692	1,312,841
Interest income (Note 4)	(713,863)	(3,995,144)	(12,420,870)
Unrealized foreign exchange gain	—	—	(24,711)
Operating loss before working capital changes	(7,188,481)	(6,692,492)	(4,675,302)
Decrease (increase) in:			
Receivables	(1,335,808)	4,357,258	(539,270)
Inventories	(1,092,906)	(2,976,465)	5,400,554
Prepayments and other current assets	(18,349,420)	(25,668,350)	(20,580,129)
Increase (decrease) in accounts payable and accrued expenses	157,218,557	64,446,651	(13,852,987)
Net cash generated (used in) from operations	129,251,942	33,466,602	(34,247,134)
Interest received	713,863	3,995,144	12,420,870
Income taxes paid	—	(178,361)	—
Net cash from (used in) operating activities	129,965,805	37,283,385	(21,826,264)
CASH FLOWS FROM INVESTING ACTIVITIES			
Additions to property and equipment (Note 9)	(274,751,537)	(415,875,253)	(361,192,151)
Decrease (increase) in other noncurrent assets	216,505	(264,383)	(270,880)
Acquisitions of AFS financial assets (Note 8)	—	—	(60,041,992)
Net cash used in investing activities	(274,535,032)	(416,139,636)	(421,505,023)
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from issuance of shares (Note 18)	2,923,127	—	783,443
Receipts (payments) of nontrade payables	1,160,479	(1,393,994)	7,963,067
Effect of transaction with NCI	—	—	954,746,275
Net cash from (used in) financing activities	4,083,606	(1,393,994)	963,492,785
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(140,485,621)	(380,250,245)	520,161,498
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	147,056,636	527,306,881	7,145,383
CASH AND CASH EQUIVALENTS AT END OF YEAR (Note 4)	P6,571,015	P147,056,636	P527,306,881

See accompanying Notes to Consolidated Financial Statements.



MANILA MINING CORPORATION AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. General Information and Status of Operations

Manila Mining Corporation

Manila Mining Corporation (the Parent Company) was incorporated in the Philippines and registered with the Securities and Exchange Commission (SEC) on May 20, 1949, primarily to carry on the business of mining, milling, concentrating, converting, smelting, treating, preparing for market, manufacturing, buying, selling, exchanging and otherwise producing and dealing in precious and semi-precious metals, ores, minerals and their by-products. The Parent Company's shares are listed and traded on the Philippine Stock Exchange (PSE). On April 16, 1999, the SEC approved the extension of the Parent Company's corporate term for another fifty (50) years upon expiration of its original term on May 30, 1999. Lepanto Consolidated Mining Company (LCMC), a publicly listed Company, and its subsidiaries, has 19.60% equity interest in the Parent Company.

The principal office of the Parent Company is located at the 20th Floor, Lepanto Building, 8747 Paseo de Roxas, 1226 Makati City.

Kalayaan Copper-Gold Resources, Inc. (KCGRI)

Kalayaan Copper-Gold Resources, Inc. (the Subsidiary), a 95%-owned subsidiary, was incorporated with the SEC on December 19, 2006, primarily to carry on the business of exploration, mining, development and utilization of all mineral resources, milling, concentrating, converting, smelting, treating, preparing for market, manufacturing, buying, selling, exchanging and otherwise producing and dealing in all other kinds of ores, metals and minerals, hydrocarbons acids, and chemicals, and in the products and by-products of every kind and description.

The principal office of KCGRI is located at the 21st Floor Lepanto Building, Paseo de Roxas, Makati City.

Status of Operations

On May 22, 1996, the Parent Company's Board of Directors (BOD) approved the expansion of its current mill capacity from 8,000 tonnes per day (TPD) to 10,000 TPD, designed to consolidate the installation of the second semi-autogenous grinding mill unit with the original 48-inch pit conveyor project. The expansion was registered with the Board of Investments (BOI) under Executive Order (E.O.) No. 226 on October 6, 1996.

On November 5, 1997, the BOI approved the Parent Company's application for registration of its copper flotation project under E.O. No. 226 on a non-pioneer status. On June 9, 2000, the BOI likewise approved the Parent Company's application for the modernization program of the copper flotation project under a preferred non-pioneer status. As a registered enterprise, the Parent Company is entitled to certain incentives and tax benefits which include, among others, income tax holiday for a period of 4 years from February 23, 1998, the actual start of commercial operations.

The two (2) BOI certificates of registration are currently suspended in view of the suspension of the Parent Company's operations.

On November 30, 2000, the Parent Company's gold mining and milling operations were temporarily shutdown due to the landslide that occurred in one of its open pits.

On December 20, 2000, the Parent Company temporarily shut down its milling operations pending its receipt of a permit to further raise its tailing pond.



On January 29, 2001, after obtaining the necessary permit to increase the height of the tailing pond to the 65 meter limit set by the Department of Environment and Natural Resources (DENR), the Parent Company resumed its milling operations.

On July 26, 2001, the Parent Company's BOD resolved to shutdown the Parent Company's mining operations due to the expiration of its temporary authority to construct and operate its tailings dam issued by the DENR. In view of the suspension of the Parent Company's mining operations, the registration of the Parent Company's copper flotation project was suspended by the BOI on August 23, 2005.

In 2005, several companies have expressed interest in the area that lies between the Kalaya-an district at the extreme southwest end of the Parent Company's tenement holdings and immediately north of the Philex Boyongan discovery and the historical operations. This area has been named the "Corridor" as it covers important geology and structures that connect two significantly mineralized areas. The Corridor also hosts several small gold deposits that are not currently economic to develop and operate. However, with additional investment and operations, it is expected that the reserves would grow significantly.

The investment and mining climate have improved since 2001 as a result of the 2004 Supreme Court ruling upholding the validity of the Philippine Mining Act of 1995. The Parent Company holds excellent properties and should be able to realize significant benefits over the long term. The Parent Company's Kalaya-an Project is among the mineral exploration projects under the Ten Point Legacy of the President of the Philippines for the years 2004 - 2010.

Exploration drilling activities on the Kalaya-an project started in 2007. On January 22, 2007, the Parent Company has initiated mining activities through an exploration program adopted during the last quarter of 2006.

On April 2010, the Parent Company offered to its shareholders as of record date of March 10, 2010, the right to subscribe to one (1) share for every eight (8) shares held, at an offer price of ₱0.015 per share, covering 22,375,540,151 common shares consisting of 13,429,141,954 Class "A" shares and 8,946,398,197 Class "B" shares. Total capital stock issued and subscribed from the stock rights offering amounted to ₱330,659,280, net of transaction costs. Proceeds from the issuance of stock rights were used to settle debts and fund exploration projects.

On June 8, 2010, the SEC approved the increase in authorized capital stock to 260 billion shares at par value of ₱0.01 per share divided into 156 billion Class "A" and 104 billion Class "B" shares (see Note 18).

On May 11, 2011, the Parent Company, KCGRI and Philex Mining Corporation (Philex), finalized an agreement for the exploration and joint development of the Kalaya-an Project located in Placer, Surigao del Norte.

The Kalaya-an Project, which is registered under KCGRI, is covered by EP No. XIII-014B.

Prior to the expiration of EP-XIII-014-B, an application for another renewal was filed by KCGRI on 18 April 2012 for the purpose of conducting a more in-depth and detailed exploration in the area and to complete the feasibility study.

On the other hand, MMC is a holder of a valid and existing MPSA No. 253-2007-XIII granted on 10 August 2007 for a period of 25 years from issuance thereof or until 10 August 2032, consisting of 211.5000 hectares located in Placer, Surigao del Norte.



In addition, MMC also filed applications for MPSA, designated as Application for Production Sharing Agreement (APSA) No. 0006-X (AMD.) filed on 14 September 1992 consisting of 1,580 has.; and APSA No. 0007(X) filed on 26 November 1992, consisting of 4,793.8500 has., located in Cabadbaran City, Agusan del Norte; and applications for conversion covering its mining lease contracts granted under the old mining law namely, APSA No. XIII-083 filed on 21 February 2003 consisting of 530 has.; APSA No. 000107-XIII filed 17 February 2011, consisting of 265.5000 has., all situated in Placer, Surigao del Norte. All these applications were already endorsed by the Mine and Geosciences Bureau (MGB) Regional Office in Surigao City to Director of MGB, for final evaluation and approval by the DENR Secretary.

The second renewal of EP No.XIII-014-A under the name of MMC was granted on 28 April 2010 valid until 28 April 2012. Prior to its expiration, an application for another renewal was filed by MMC on 25 April 2012 for the purpose of completing the feasibility study, consisting of 2,176.2810 hectares also in Placer, Surigao del Norte and is awaiting approval by the Director of MGB.

EO No. 79

On July 12, 2012, EO No. 79 was released to lay out the framework for the implementation of mining reforms in the Philippines. The policy highlights several issues that includes area of coverage of mining, small-scale mining, creation of a council, transparency and accountability and reconciling the roles of the national government and local government units. Management believes that EO No. 79 has no major impact on its current operations since the mine is covered by an existing MPSA with the government. Section 1 of EO No. 79, provides that mining contracts approved before the effectivity of the EO shall continue to be valid, binding, and enforceable so long as they strictly comply with existing laws, rules and regulations and the terms and conditions of their grant. The EO could, however, delay or adversely affect the conversion of the Company's mineral properties covered by EPs or Exploration Permit Applications (EPAs) or APSAs given the provision of the EO on the moratorium on the granting of new mineral agreements by the government until a legislation rationalizing existing revenue sharing schemes and mechanisms shall have taken effect.

The accompanying consolidated financial statements of Manila Mining Corporation and Subsidiary (the Group) as at December 31, 2013 and 2012 and for each of the three years in the period ended December 31, 2012, were authorized for issue by the Audit Committee on March 17, 2014 in accordance with a resolution by the BOD.

2. Basis of Preparation, Statement of Compliance and Summary of Significant Accounting Policies

Basis of Preparation

The consolidated financial statements have been prepared under the historical cost basis, except for AFS investments that have been measured at fair value. The consolidated financial statements are presented in Philippine peso, the Parent Company's and the Subsidiary's functional and presentation currency. All amounts are rounded to the nearest peso, except when otherwise indicated.

The consolidated financial statements provide comparative information in respect of the previous period. In addition, the parent company presents an additional consolidated statement of financial position at the beginning of the earliest period presented when there is a retrospective application of an accounting policy, a retrospective restatement, or a reclassification of items in the consolidated financial statements. An additional consolidated statement of financial position as at



January 1, 2012 is presented in these consolidated financial statements due to retrospective application of certain accounting policies (refer to notes below under Philippine Accounting Standards (PAS) 19 Revised).

The specific accounting policies followed by the Group are disclosed in the following section.

Statement of Compliance

The consolidated financial statements of the Group have been prepared in accordance with Philippine Financial Reporting Standards (PFRS).

Basis of Consolidation

The consolidated financial statements include the accounts of the Parent Company and KCGRI. The financial statements of the subsidiary are prepared for the same reporting year as the Parent Company, using uniform accounting policies for like transactions and other events in similar circumstances.

Control is achieved when the Parent Company is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. The Parent Company controls an investee if and only if the Parent Company has all of the following:

- Power over the investee;
- Exposure, or rights, to variable returns from its involvement with the investee; and
- The ability to use its power over the investee to affect the amount of the Parent Company's returns.

Subsidiaries are deconsolidated from the date on which control ceases.

Subsidiaries

Subsidiaries are entities over which the parent company has control.

All intra-group balances, transactions, income and expenses and profit and losses resulting from intra-group transactions are eliminated in full.

Sale of NCI of KCGRI

The Parent Company sold to Philex a total of 125,000 shares of stock of KCGRI, representing a 5% interest in KCGRI, for a consideration of US\$25 million.

The sale brought down the total number of shares owned and controlled by the Parent Company as at December 31, 2011 to 95%. The net proceeds was accounted for as an equity transaction and resulted to an increase in equity amounting to ₱954,621,275 recognized as "Effect of transaction with non-controlling interests" in the equity section of the consolidated statement of financial position.

NCI

Non-controlling interests represent the interests in the subsidiary not held by the Parent Company and are presented separately in the consolidated statement of comprehensive income and within equity in the consolidated statement of financial position, separately from the equity attributable to equity holders of the parent. Where the ownership of a subsidiary is less than 100%, and therefore a NCI exists, any losses of that subsidiary are attributed to the NCI even if that results in a deficit balance.



A change in the ownership interest of a subsidiary, without loss of control, is accounted for as an equity transaction. If the Parent Company loses control over a subsidiary, it:

- Derecognizes the assets (including goodwill) and liabilities of the subsidiary
- Derecognizes the carrying amount of any non-controlling interest
- Derecognizes the cumulative translation differences, recognized in equity
- Recognizes the fair value of the consideration received
- Recognizes the fair value of any investment retained
- Recognizes any surplus or deficit in profit or loss
- Reclassifies the parent's share of components previously recognized in other comprehensive income to profit or loss or retained earnings, as appropriate.

Changes in Accounting Policies and Disclosures

The Company applied, for the first time, certain standards and amendments that require restatement of previous financial statements. These include PAS 19, *Employee Benefits* (Revised 2011), PFRS 13, *Fair Value Measurement* and amendments to PAS 1, *Presentation of Financial Statements*.

Several other amendments apply for the first time in 2013. However, they do not impact the annual financial statements of the Group.

The nature and the impact of each new standard and amendment are described below:

- *PFRS 7, Financial instruments: Disclosures - Offsetting Financial Assets and Financial Liabilities* (Amendments)
These amendments require an entity to disclose information about rights of set-off and related arrangements (such as collateral agreements). The new disclosures are required for all recognized financial instruments that are set off in accordance with PAS 32. These disclosures also apply to recognized financial instruments that are subject to an enforceable master netting arrangement or "similar agreement", irrespective of whether they are set-off in accordance with PAS 32. The amendments require entities to disclose, in a tabular format, unless another format is more appropriate, the following minimum quantitative information. This is presented separately for financial assets and financial liabilities recognized at the end of the reporting period:
 - a) The gross amounts of those recognized financial assets and recognized financial liabilities;
 - b) The amounts that are set off in accordance with the criteria in PAS 32 when determining the net amounts presented in the statement of financial position;
 - c) The net amounts presented in the statement of financial position;
 - d) The amounts subject to an enforceable master netting arrangement or similar agreement that are not otherwise included in (b) above, including:
 - i. Amounts related to recognized financial instruments that do not meet some or all of the offsetting criteria in PAS 32; and
 - ii. Amounts related to financial collateral (including cash collateral); and
 - e) The net amount after deducting the amounts in (d) from the amounts in (c) above.

The amendments affect disclosures only and have no impact on the Group's financial position or performance. As the Group is not setting off financial instruments in accordance with PAS 32 and does not have relevant offsetting arrangements, the amendment does not have an impact on the Group.



- *PFRS 10, Consolidated Financial Statements*
The Company adopted PFRS 10 in the current year. PFRS 10 replaced the portion of PAS 27, *Consolidated and Separate Financial Statements*, that addressed the accounting for consolidated financial statements. It also included the issues raised in Standing Interpretations Committee (SIC) 12, *Consolidation - Special Purpose Entities*. PFRS 10 established a single control model that applied to all entities including special purpose entities. The changes introduced by PFRS 10 require management to exercise significant judgment to determine which entities are controlled, and therefore, are required to be consolidated by a parent, compared with the requirements that were in PAS 27. The adaptation of the standard does not have a significant impact on the groups' statement of financial position and performance.
- *PFRS 11, Joint Arrangements*
PFRS 11 replaced PAS 31, *Interests in Joint Ventures*, and SIC 13, *Jointly Controlled Entities - Non-Monetary Contributions by Venturers*. PFRS 11 removed the option to account for jointly controlled entities using proportionate consolidation. Instead, jointly controlled entities that meet the definition of a joint venture must be accounted for using the equity method. The amendment does not have an impact on the Company since the Company has no related joint venture arrangement.
- *PFRS 12, Disclosure of Interests in Other Entities*
PFRS 12 sets out the requirements for disclosures relating to an entity's interests in subsidiaries, joint arrangements, associates and structured entities. The requirements in PFRS 12 are more comprehensive than the previously existing disclosure requirements for subsidiaries (for example, where a subsidiary is controlled with less than a majority of voting rights). The adaptation of the standard does not have a significant impact on the groups' statement of financial position and performance since the Group has no unconsolidated structured entities.
- *PFRS 13, Fair Value Measurement*
PFRS 13 establishes a single source of guidance under PFRSs for all fair value measurements. PFRS 13 does not change when an entity is required to use fair value, but rather provides guidance on how to measure fair value under PFRS. PFRS 13 defines fair value as an exit price. PFRS 13 also requires additional disclosures.

As a result of the guidance in PFRS 13, the Group re-assessed its policies for measuring fair values, in particular, its valuation inputs such as non-performance risk for fair value measurement of liabilities. The Group has assessed that the application of PFRS 13 has not materially impacted the fair value measurements of the Group. Additional disclosures, where required, are provided in the individual notes relating to the assets and liabilities whose fair values were determined.

- *PAS 1, Presentation of Financial Statements - Presentation of Items of Other Comprehensive Income (OCI) (Amendments)*
The amendments to PAS 1 introduced a grouping of items presented in OCI. Items that will be reclassified (or "recycled") to profit or loss at a future point in time (for example, upon derecognition or settlement) will be presented separately from items that will never be recycled. The amendments affect presentation only and have no impact on the Group's financial position or performance.



- PAS 19, *Employee Benefits* (Revised)

On January 1, 2013, the Group adopted the Revised PAS 19, *Employee Benefits*.

For defined benefit plans, the Revised PAS 19 requires all actuarial gains and losses to be recognized in OCI and unvested past service costs previously recognized over the average vesting period to be recognized immediately in profit or loss when incurred.

Prior to adoption of the Revised PAS 19, the Group recognized actuarial gains and losses as income or expense when the net cumulative unrecognized gains and losses at the end of the previous period exceeded ten percent (10%) of the higher of the defined benefit obligation and the fair value of the plan assets and recognized unvested past service costs as an expense on a straight-line basis over the average vesting period until the benefits become vested. Upon adoption of the Revised PAS 19, the Group changed its accounting policy to recognize all actuarial gains and losses in OCI and all past service costs in profit or loss in the period they occur.

The Revised PAS 19 replaced the interest cost and expected return on plan assets with the concept of net interest on defined benefit liability or asset which is calculated by multiplying the net defined benefit liability or asset by the discount rate used to measure the employee benefit obligation, each as at the beginning of the annual period.

The Revised PAS 19 also amended the definition of short-term employee benefits and requires employee benefits to be classified as short-term based on expected timing of settlement rather than the employee's entitlement to the benefits. In addition, the Revised PAS 19 modifies the timing of recognition for termination benefits. The modification requires the termination benefits to be recognized at the earlier of when the offer cannot be withdrawn or when the related restructuring costs are recognized.

Changes to definition of short-term employee benefits and timing of recognition for termination benefits do not have any impact on the Group's financial position and financial performance.

The changes in accounting policies have been applied retrospectively. The effects of adoption on the consolidated financial statements are as follows:

	As at December 31, 2013		
	As previously reported	Increase (decrease)	As restated
Consolidated statements of financial position:			
Retirement benefits liability	₱10,813,399	₱2,318,537	₱13,131,936
Deferred tax assets	3,244,020	695,561	3,939,581
Re-measurement loss on retirement plan (net of deferred tax assets)	—	111,724	111,724
Retained earnings	1,013,324,338	801,272	(1,014,125,610)



	As at December 31, 2012		
	As previously reported	Increase (decrease)	As restated
<u>Consolidated statements of financial position:</u>			
Retirement benefits liability	₱12,126,038	₱3,474,535	₱15,600,573
Deferred tax assets	3,637,812	1,042,361	4,680,173
Re-measurement loss on retirement plan (net of deferred tax assets)	—	3,200,637	3,200,637
Deficit	(1,002,594,469)	768,463	(1,001,826,006)
	As at January 1, 2012		
	As previously reported	Increase (decrease)	As restated
<u>Consolidated statements of financial position:</u>			
Retirement benefits liability	₱9,549,649	₱5,867,263	₱15,416,912
Deferred tax assets	2,864,894	1,760,179	4,625,073
Re-measurement loss on retirement plan (net of deferred tax assets)	—	4,497,059	4,497,059
Deficit	(993,548,198)	389,975	(993,158,223)
	For the years ended December 31		
	2012	2011	
<u>Consolidated Statements of comprehensive income:</u>			
Increase (decrease):			
Net retirement benefits costs		(₱540,696)	(₱557,107)
Provision for income tax		162,209	167,132
Net income		(378,487)	(389,975)
Re-measurements of gain (loss) on retirement benefits liability		1,852,032	—
Income tax effects		(555,610)	—
Other comprehensive loss		1,296,422	—

The Revised PAS 19 has been applied retrospectively from January 1, 2012, in accordance with its transitional provisions. Consequently, the Group has restated its reported results throughout the comparative periods presented and reported the cumulative effect as at January 1, 2012 as adjustment to opening balances.

The adoption did not have a material effect on the consolidated statement of cash flows. The effect on the earnings per share and disclosures on segment information for the years ended December 31, 2013, 2012 and 2011 is significant to the group.

- PAS 27, Separate Financial Statements (as revised in 2011)
As a consequence of the issuance of the new PFRS 10, Consolidated Financial Statements, and PFRS 12, Disclosure of Interests in Other Entities, what remains of PAS 27 is limited to accounting for subsidiaries, jointly controlled entities, and associates in the separate financial statements. The amendment does not have an impact on the Group.
- PAS 28, Investments in Associates and Joint Ventures (as revised in 2011)
As a consequence of the issuance of the new PFRS 11, Joint Arrangements, and PFRS 12, Disclosure of Interests in Other Entities, PAS 28 has been renamed PAS 28, Investments in Associates and Joint Ventures, and describes the application of the equity method to investments in joint ventures in addition to associates. This amendment has no impact on the Group's financial position or performance as it currently accounts for its investments in associates, if any, using equity accounting method.



- **Philippine Interpretation International Financial Reporting Interpretations Committee (IFRIC) 20, *Stripping Costs in the Production Phase of a Surface Mine***
This interpretation applies to waste removal costs ("stripping costs") that are incurred in surface mining activity during the production phase of the mine ("production stripping costs"). If the benefit from the stripping activity will be realized in the current period, an entity is required to account for the stripping activity costs as part of the cost of inventory. When the benefit is the improved access to ore, the entity should recognize these costs as a noncurrent asset, only if certain criteria are met ("stripping activity asset"). The stripping activity asset is accounted for as an addition to, or as an enhancement of, an existing asset. After initial recognition, the stripping activity asset is carried at its cost or revalued amount less depreciation or amortization and less impairment losses, in the same way as the existing asset of which it is a part. The adoption has no significant effect on disclosures and no impact on the financial position or performance.
- **PFRS 1, First-time Adoption of International Financial Reporting Standards - *Government Loans* (Amendments)**
The amendments to PFRS 1 require first-time adopters to apply the requirements of PAS 20, *Accounting for Government Grants and Disclosure of Government Assistance*, prospectively to government loans existing at the date of transition to PFRS. However, entities may choose to apply the requirements of PAS 39, and PAS 20 to government loans retrospectively if the information needed to do so had been obtained at the time of initially accounting for those loans. These amendments are not relevant to the Group.

Annual Improvements to PFRSs (2009-2011 cycle)

The Annual Improvements to PFRSs (2009-2011 cycle) contain non-urgent but necessary amendments to PFRSs. The Group adopted these amendments for the current year.

- **PFRS 1, *First-time Adoption of PFRS - Borrowing Costs***
The amendment clarifies that, upon adoption of PFRS, an entity that capitalized borrowing costs in accordance with its previous generally accepted accounting principles, may carry forward, without any adjustment, the amount previously capitalized in its opening statement of financial position at the date of transition. Subsequent to the adoption of PFRS, borrowing costs are recognized in accordance with PAS 23, *Borrowing Costs*. The amendment does not apply to the Group as it is not a first-time adopter of PFRS.
- **PAS 1, *Presentation of Financial Statements - Clarification of the Requirements for Comparative Information***
These amendments clarify the requirements for comparative information that are disclosed voluntarily and those that are mandatory due to retrospective application of an accounting policy, or retrospective restatement or reclassification of items in the financial statements. An entity must include comparative information in the related notes to the financial statements when it voluntarily provides comparative information beyond the minimum required comparative period. The additional comparative period does not need to contain a complete set of financial statements. On the other hand, supporting notes for the third balance sheet (mandatory when there is a retrospective application of an accounting policy, or retrospective restatement or reclassification of items in the financial statements) are not required. The amendments affect disclosures only and have no impact on the Group's financial position or performance.



- *PAS 16, Property, Plant and Equipment - Classification of Servicing Equipment*
The amendment clarifies that spare parts, stand-by equipment and servicing equipment should be recognized as property, plant and equipment when they meet the definition of property, plant and equipment and should be recognized as inventory if otherwise. The amendment does not have any significant impact on the Group's financial position or performance.
- *PAS 32, Financial Instruments: Presentation - Tax Effect of Distribution to Holders of Equity Instruments*
The amendment clarifies that income taxes relating to distributions to equity holders and to transaction costs of an equity transaction are accounted for in accordance with PAS 12, *Income Taxes*. The amendment does not have any significant impact on the Group's financial position or performance.
- *PAS 34, Interim Financial Reporting - Interim Financial Reporting and Segment Information for Total Assets and Liabilities*
The amendment clarifies that the total assets and liabilities for a particular reportable segment need to be disclosed only when the amounts are regularly provided to the chief operating decision maker and there has been a material change from the amount disclosed in the entity's previous annual financial statements for that reportable segment. The amendment affects disclosures only and has no impact on the Group's financial position or performance.

Standards and Interpretation Issued but not yet Effective

- *PAS 36, Impairment of Assets - Recoverable Amount Disclosures for Non-Financial Assets (Amendments)*
These amendments remove the unintended consequences of PFRS 13 on the disclosures required under PAS 36. In addition, these amendments require disclosure of the recoverable amounts for the assets or CGUs for which impairment loss has been recognized or reversed during the period. These amendments are effective retrospectively for annual periods beginning on or after January 1, 2014 with earlier application permitted, provided PFRS 13 is also applied. The amendments affect disclosures only and have no impact on the Group's financial position or performance.
- *Investment Entities (Amendments to PFRS 10, PFRS 12 and PAS 27)*
These amendments are effective for annual periods beginning on or after January 1, 2014. They provide an exception to the consolidation requirement for entities that meet the definition of an investment entity under PFRS 10. The exception to consolidation requires investment entities to account for subsidiaries at fair value through profit or loss (FVPL). This amendment is not relevant to the Group.
- *Philippine Interpretation IFRIC 21, Levies*
IFRIC 21 clarifies that an entity recognizes a liability for a levy when the activity that triggers payment, as identified by the relevant legislation, occurs. For a levy that is triggered upon reaching a minimum threshold, the interpretation clarifies that no liability should be anticipated before the specified minimum threshold is reached. IFRIC 21 is effective for annual periods beginning on or after January 1, 2014. The Group does not expect that IFRIC 21 will have material financial impact in future consolidated financial statements.



- *PAS 39, Financial Instruments: Recognition and Measurement - Novation of Derivatives and Continuation of Hedge Accounting (Amendments)*
These amendments provide relief from discontinuing hedge accounting when novation of a derivative designated as a hedging instrument meets certain criteria. These amendments are effective for annual periods beginning on or after January 1, 2014. The Group has not novated its derivatives during the current period. However, these amendments would be considered for future novations.
- *PAS 32, Financial Instruments: Presentation - Offsetting Financial Assets and Financial Liabilities (Amendments)*
The amendments clarify the meaning of "currently has a legally enforceable right to set-off" and also clarify the application of the PAS 32 offsetting criteria to settlement systems (such as central clearing house systems) which apply gross settlement mechanisms that are not simultaneous. The amendments affect presentation only and have no impact on the Group's financial position or performance.

The amendments to PAS 32 are to be retrospectively applied for annual periods beginning on or after January 1, 2014.

- *PAS 19, Employee Benefits - Defined Benefit Plans: Employee Contributions (Amendments)*
The amendments apply to contributions from employees or third parties to defined benefit plans. Contributions that are set out in the formal terms of the plan shall be accounted for as reductions to current service costs if they are linked to service or as part of the re-measurements of the net defined benefit asset or liability if they are not linked to service. Contributions that are discretionary shall be accounted for as reductions of current service cost upon payment of these contributions to the plans. The amendments to PAS 19 are to be retrospectively applied for annual periods beginning on or after July 1, 2014. The amendment is not relevant to the Group.

Annual Improvements to PFRSs (2010-2012 cycle)

The Annual Improvements to PFRSs (2010-2012 cycle) contain non-urgent but necessary amendments to the following standards:

- *PFRS 2, Share-based Payment - Definition of Vesting Condition*
The amendment revised the definitions of vesting condition and market condition and added the definitions of performance condition and service condition to clarify various issues. This amendment shall be prospectively applied to share-based payment transactions for which the grant date is on or after July 1, 2014. This amendment has no impact to the Group.
- *PFRS 3, Business Combinations - Accounting for Contingent Consideration in a Business Combination*
The amendment clarifies that a contingent consideration that meets the definition of a financial instrument should be classified as a financial liability or as equity in accordance with PAS 32. Contingent consideration that is not classified as equity is subsequently measured at FVPL whether or not it falls within the scope of PFRS 9 (or PAS 39, if PFRS 9 is not yet adopted). The amendment shall be prospectively applied to business combinations for which the acquisition date is on or after July 1, 2014. The Group shall consider this amendment for future business combinations.



- *PFRS 8, Operating Segments - Aggregation of Operating Segments and Reconciliation of the Total of the Reportable Segments' Assets to the Entity's Assets*

The amendments require entities to disclose the judgment made by management in aggregating two or more operating segments. This disclosure should include a brief description of the operating segments that have been aggregated in this way and the economic indicators that have been assessed in determining that the aggregated operating segments share similar economic characteristics. The amendments also clarify that an entity shall provide reconciliations of the total of the reportable segments' assets to the entity's assets if such amounts are regularly provided to the chief operating decision maker. These amendments are effective for annual periods beginning on or after July 1, 2014 and are applied retrospectively. The amendments affect disclosures only and have no impact on the Group's financial position or performance.

- *PFRS 13, Fair Value Measurement - Short-term Receivables and Payables*

The amendment clarifies that short-term receivables and payables with no stated interest rates can be held at invoice amounts when the effect of discounting is immaterial.

- *PAS 16, Property, Plant and Equipment - Revaluation Method - Proportionate Restatement of Accumulated Depreciation*

The amendment clarifies that, upon revaluation of an item of property, plant and equipment, the carrying amount of the asset shall be adjusted to the revalued amount, and the asset shall be treated in one of the following ways:

- a. The gross carrying amount is adjusted in a manner that is consistent with the revaluation of the carrying amount of the asset. The accumulated depreciation at the date of revaluation is adjusted to equal the difference between the gross carrying amount and the carrying amount of the asset after taking into account any accumulated impairment losses.
- b. The accumulated depreciation is eliminated against the gross carrying amount of the asset.

The amendment is effective for annual periods beginning on or after July 1, 2014. The amendment shall apply to all revaluations recognized in annual periods beginning on or after the date of initial application of this amendment and in the immediately preceding annual period. The amendment has no impact on the Group's financial position or performance.

- *PAS 24, Related Party Disclosures - Key Management Personnel*

The amendments clarify that an entity is a related party of the reporting entity if the said entity, or any member of a group for which it is a part of, provides key management personnel services to the reporting entity or to the parent company of the reporting entity. The amendments also clarify that a reporting entity that obtains management personnel services from another entity (also referred to as management entity) is not required to disclose the compensation paid or payable by the management entity to its employees or directors. The reporting entity is required to disclose the amounts incurred for the key management personnel services provided by a separate management entity. The amendments are effective for annual periods beginning on or after July 1, 2014 and are applied retrospectively. The amendments affect disclosures only and have no impact on the Group's financial position or performance.



- *PAS 38, Intangible Assets - Revaluation Method - Proportionate Restatement of Accumulated Amortization*

The amendments clarify that, upon revaluation of an intangible asset, the carrying amount of the asset shall be adjusted to the revalued amount, and the asset shall be treated in one of the following ways:

- a. The gross carrying amount is adjusted in a manner that is consistent with the revaluation of the carrying amount of the asset. The accumulated amortization at the date of revaluation is adjusted to equal the difference between the gross carrying amount and the carrying amount of the asset after taking into account any accumulated impairment losses.
- b. The accumulated amortization is eliminated against the gross carrying amount of the asset.

The amendments also clarify that the amount of the adjustment of the accumulated amortization should form part of the increase or decrease in the carrying amount accounted for in accordance with the standard.

The amendments are effective for annual periods beginning on or after July 1, 2014. The amendments shall apply to all revaluations recognized in annual periods beginning on or after the date of initial application of this amendment and in the immediately preceding annual period. The amendments have no impact on the Group's financial position or performance.

Annual Improvements to PFRSs (2011-2013 cycle)

The Annual Improvements to PFRSs (2011-2013 cycle) contain non-urgent but necessary amendments to the following standards:

- *PFRS 1, First-time Adoption of Philippine Financial Reporting Standards - Meaning of "Effective PFRSs"*

The amendment clarifies that an entity may choose to apply either a current standard or a new standard that is not yet mandatory, but that permits early application, provided either standard is applied consistently throughout the periods presented in the entity's first PFRS financial statements. This amendment is not applicable to the Group as it is not a first-time adopter of PFRS.

- *PFRS 3, Business Combinations - Scope Exceptions for Joint Arrangements*

The amendment clarifies that PFRS 3 does not apply to the accounting for the formation of a joint arrangement in the consolidated financial statements of the joint arrangement itself. The amendment is effective for annual periods beginning on or after July 1, 2014 and is applied prospectively.

- *PFRS 13, Fair Value Measurement - Portfolio Exception*

The amendment clarifies that the portfolio exception in PFRS 13 can be applied to financial assets, financial liabilities and other contracts. The amendment is effective for annual periods beginning on or after July 1, 2014 and is applied prospectively. The amendment has no impact on the Group's financial position or performance.

- *PAS 40, Investment Property*

The amendment clarifies the interrelationship between PFRS 3 and PAS 40 when classifying property as investment property or owner-occupied property. The amendment stated that judgment is needed when determining whether the acquisition of investment property is the acquisition of an asset or a group of assets or a business combination within the scope of PFRS 3. This judgment is based on the guidance of PFRS 3. This amendment is effective for



annual periods beginning on or after July 1, 2014 and is applied prospectively. The amendment has no significant impact on the Group's financial position or performance.

- *PFRS 9, Financial Instruments*

PFRS 9, as issued, reflects the first and third phases of the project to replace PAS 39 and applies to the classification and measurement of financial assets and liabilities and hedge accounting, respectively. Work on the second phase, which relate to impairment of financial instruments, and the limited amendments to the classification and measurement model is still ongoing, with a view to replace PAS 39 in its entirety. PFRS 9 requires all financial assets to be measured at fair value at initial recognition. A debt financial asset may, if the fair value option (FVO) is not invoked, be subsequently measured at amortized cost if it is held within a business model that has the objective to hold the assets to collect the contractual cash flows and its contractual terms give rise, on specified dates, to cash flows that are solely payments of principal and interest on the principal outstanding. All other debt instruments are subsequently measured at FVPL. All equity financial assets are measured at fair value either through OCI or profit or loss. Equity financial assets held for trading must be measured at FVPL. For liabilities designated as at FVPL using the FVO, the amount of change in the fair value of a liability that is attributable to changes in credit risk must be presented in OCI. The remainder of the change in fair value is presented in profit or loss, unless presentation of the fair value change relating to the entity's own credit risk in OCI would create or enlarge an accounting mismatch in profit or loss. All other PAS 39 classification and measurement requirements for financial liabilities have been carried forward to PFRS 9, including the embedded derivative bifurcation rules and the criteria for using the FVO. The adoption of the first phase of PFRS 9 will have an effect on the classification and measurement of the Group's financial assets, but will potentially have no impact on the classification and measurement of financial liabilities.

On hedge accounting, PFRS 9 replaces the rules-based hedge accounting model of PAS 39 with a more principles-based approach. Changes include replacing the rules-based hedge effectiveness test with an objectives-based test that focuses on the economic relationship between the hedged item and the hedging instrument, and the effect of credit risk on that economic relationship; allowing risk components to be designated as the hedged item, not only for financial items, but also for non-financial items, provided that the risk component is separately identifiable and reliably measurable; and allowing the time value of an option, the forward element of a forward contract and any foreign currency basis spread to be excluded from the designation of a financial instrument as the hedging instrument and accounted for as costs of hedging. PFRS 9 also requires more extensive disclosures for hedge accounting.

PFRS 9 currently has no mandatory effective date. PFRS 9 may be applied before the completion of the limited amendments to the classification and measurement model and impairment methodology. The Group will not adopt the standard before the completion of the limited amendments and the second phase of the project.

- *Philippine Interpretation IFRIC 15, Agreements for the Construction of Real Estate*

This interpretation covers accounting for revenue and associated expenses by entities that undertake the construction of real estate directly or through subcontractors. The SEC and the Financial Reporting Standards Council have deferred the effectivity of this interpretation until the final Revenue standard is issued by the International Accounting Standards Board and an evaluation of the requirements of the final Revenue standard against the practices of the Philippine real estate industry is completed. Adoption of the interpretation when it becomes effective will not have any impact on the consolidated financial statements of the Group.



Summary of Significant Accounting Policies

Presentation of Consolidated Financial Statements

The Group has elected to present all items of recognized income and expense in one single consolidated statement of comprehensive income.

Cash and Cash Equivalents

Cash includes cash on hand and with banks. Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash with original maturities of three (3) months or less from the date of acquisition and that are subject to an insignificant risk of change in value.

Financial Instruments

Date of Recognition

Financial instruments are recognized in the consolidated statements of financial position when the Group becomes a party to the contractual provisions of the instrument. Purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace are recognized on the settlement date.

Initial Recognition and Classification of Financial Instruments

Financial instruments are recognized initially at fair value of the consideration given (in the case of an asset) or received (in the case of a liability). Except for financial assets at fair value through profit or loss (FVPL), the initial measurement of financial assets includes transaction costs. Financial assets under PAS 39 are classified as either financial assets at FVPL, loans and receivables, held-to-maturity (HTM) investments or AFS financial assets. The Group's financial assets are in the nature of loans and receivables and AFS financial assets. Also under PAS 39, financial liabilities are classified as either at FVPL, loans and borrowings, or as derivatives. The Group's financial liabilities are in the nature of loans and borrowings.

As at December 31, 2013 and 2012, the Group does not have financial instruments at FVPL and HTM investments.

Subsequent Measurement

The subsequent measurement of financial instruments depends on their classification as follows:

Loans and Receivables

Loans and receivables are nonderivative financial assets with fixed or determinable payments that are not quoted in an active market. They are not entered into with the intention of immediate or short-term resale and are not classified as financial assets held for trading designated as AFS investments or designated as at FVPL. This accounting policy relates to the consolidated statements of financial position captions "Cash and Cash Equivalents" and "Receivables", which arise primarily from sale and other types of receivables. Loans and receivables are classified as current when these are expected to be realized within one (1) year, after the end of the reporting period or within the Group's normal operating cycle, whichever is longer. All others are classified as noncurrent. Receivables are recognized initially at fair value, which normally pertains to the billable amount. After initial measurement, receivables are subsequently measured at amortized cost using the effective interest rate (EIR) method, less allowance for impairment losses. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees that are an integral part of the EIR. The amortization, if any, is included in "Finance costs" caption in the consolidated statements of comprehensive income. The losses arising from impairment of receivables are recognized in "Provision for impairment losses on receivables" account on "Administration and overhead costs" caption in the consolidated statements of



comprehensive income. The level of allowance for impairment losses is evaluated by management on the basis of factors that affect the collectability of accounts (see accounting policy on Impairment of Financial Assets).

AFS Financial Assets

AFS investments are nonderivative financial assets that are either designated in this category or not classified in any of the other categories. AFS financial assets are those purchased and held indefinitely and may be sold as the need arises. They are included in noncurrent assets unless management intends to dispose of the investment within one (1) year from the end of the reporting period. Included in this category are equity investments in quoted instruments and private companies other than associates, which is shown as a separate line item in the consolidated statements of financial position.

After initial measurement, AFS financial assets are subsequently measured at fair value. The unrealized gains and losses arising from the fair valuation of AFS financial assets are reported as "Cumulative changes in fair values of AFS financial assets" account in the equity section of the consolidated statements of financial position.

When the security is disposed of, the cumulative gain or loss previously recognized in equity is recognized in the consolidated statements of comprehensive income. Where the Group holds more than one investment in the same security, these are deemed to be disposed of on a first-in first-out basis. Any interest earned on holding AFS financial assets are reported as interest income using the EIR. Any dividends earned on holding AFS financial assets are recognized in the consolidated statements of comprehensive income when the right of payment has been established. Any losses arising from impairment of such investments are recognized in the consolidated statements of comprehensive income.

Loans and Borrowings

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in the statement of comprehensive income when the liabilities are derecognized as well as through the EIR method amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization shall be included in finance costs in the consolidated statements of comprehensive income.

This accounting policy applies primarily to the Group's accounts payable and accrued expenses and nontrade payables that meet the above definition (other than liabilities covered by other accounting standards, such as income tax payable).

Financial instruments are classified as liabilities or equity in accordance with the substance of the contractual arrangement. Interest, dividends, gains and losses relating to a financial instrument or a component that is a financial liability, are reported as expense or income. Distributions to holders of financial instruments classified as equity are charged directly to equity, net of any related income tax benefits.

Fair Value Measurement

The Group measures financial instruments at each end of the reporting period. Also, fair values of financial instruments measured at amortized cost are disclosed in Note 32.



Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible to by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statement are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognized in the consolidated financial statements on a recurring basis, the Group determines whether transfers have occurred between Levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at each end of the reporting period.

The fair value of financial instruments that are actively traded in organized financial markets is determined by reference to quoted market close prices at the close of business on the end of the reporting period.

For financial instruments where there is no active market, fair value is determined using valuation techniques. Such techniques include comparison to similar investments for which market observable prices exist and discounted cash flow analysis or other valuation models.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

Offsetting Financial Instruments

Financial assets and financial liabilities are offset and the net amount reported in the consolidated statement of financial position if, and only if, there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, or to realize the asset and settle the liability simultaneously. This is not generally the case with master netting agreements, and the related assets and liabilities are presented gross in the consolidated statement of financial position.



Impairment of Financial Assets

The Group assesses at the end of the reporting period whether a financial asset or group of financial assets is impaired.

Assets Carried at Amortized Cost

The Group first assesses whether objective evidence of impairment, such as age analysis and status of counterparty, exists individually for financial assets that are individually significant, and individually or collectively for financial assets that are not individually significant. If it is determined that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, the asset is included in a group of financial asset with similar credit risk characteristics and that group of financial assets is collectively assessed for impairment. Assets that are individually assessed for impairment and for which an impairment loss is or continues to be recognized are not included in a collective assessment of impairment. The factors in determining whether objective evidence of impairment exist, include, but are not limited to, the length of the Group's relationship with the debtors, their payment behavior and known market factors. Evidence of impairment may include indications that the borrower or a group of borrowers is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganization and where observable data indicate that there is measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

If there is objective evidence that an impairment loss on financial assets carried at amortized cost (e.g., receivables) has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the asset's original EIR. Time value is generally not considered when the effect of discounting is not material. The carrying amount of the asset shall be reduced through use of an allowance account. The amount of the loss shall be recognized in the consolidated statements of comprehensive income. Receivables together with the associated allowance are written-off when there is no realistic prospect of future recovery. If a future write-off is later recovered, the recovery is recognized in the consolidated statements of comprehensive income.

Impairment losses are estimated by taking into consideration the following information: current economic conditions, the approximate delay between the time a loss is likely to have been incurred and the time it will be identified as requiring an individually assessed impairment allowance, and expected receipts and recoveries once impaired. Management is responsible for deciding the length of this period.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed. Any subsequent reversal of an impairment loss is recognized in the consolidated statements of comprehensive income, to the extent that the carrying value of the asset does not exceed its amortized cost at the reversal date.

AFS Financial Assets Carried at Fair Value

For AFS financial assets, the Group assesses at each reporting date whether there is objective evidence that a financial asset or group of financial assets is impaired. In the case of equity investments classified as AFS financial assets, this would include a significant or prolonged decline in the fair value of the investments below its cost. "Significant" is to be evaluated against the original cost of the investment and "prolonged" against the period in which the fair value has been below its original cost. Where there is evidence of impairment, the cumulative loss, measured as the difference between the acquisition cost and the current fair value, less any



impairment loss on that financial asset previously recognized in the consolidated statement of comprehensive income is removed from "Other comprehensive income" and recognized in the consolidated statement of income. Impairment losses on equity investments are not reversed through the consolidated statement of income. Increases in fair value after impairment are recognized directly in "Other comprehensive income".

Derecognition of Financial Instruments

Financial Asset

A financial asset (or, where applicable a part of a financial asset or part of a group of financial assets) is derecognized when:

- the rights to receive cash flows from the asset have expired;
- the Group retains the right to receive cash flows from the asset, but has assumed an obligation to pay them in full without material delay to a third party under a "pass-through" arrangement; or
- the Group has transferred its rights to receive cash flows from the asset and either (a) has transferred substantially all the risks and rewards of the asset, or (b) has neither transferred nor retained the risk and rewards of the asset but has transferred the control of the asset.

Where the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement and has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the asset is recognized to the extent of the Group's continuing involvement in the asset. Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

In that case, the Group also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Financial Liability

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognized in the consolidated statement of comprehensive income.

Capital Stock

Common shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in the consolidated statements of changes in equity as a deduction from proceeds. The excess of proceeds from issuance of shares over the par value of shares are credited to additional paid-in capital.

Where the Group purchases its own shares (treasury shares), the consideration paid including any directly attributable incremental costs is deducted from equity attributable to the Parent Company's stockholders until the shares are cancelled, reissued or disposed of. Where such shares are subsequently sold or reissued, any consideration received, net of any directly attributable incremental transaction costs and the related income tax effects, is included in equity attributable to the Parent Company's stockholders.



Other comprehensive income

Other comprehensive income comprises items of income and expense (including items previously presented under the consolidated statement of changes in equity) that are not recognized in the profit or loss for the year in accordance with PFRS.

Retained Earnings

The amount included in retained earnings includes profit (loss) attributable to the parent company's equity holders and reduced by dividends on capital stock. Dividends on capital stock are recognized as a liability and deducted from equity when they are approved by the Parent Company's stockholders. Interim dividends, if any, are deducted from equity when they are paid. Dividends for the year that are approved after the end of the reporting period are dealt with as an event after the end of the reporting period.

Retained earnings may also include effect of changes in accounting policy as may be required by the standard's transitional provisions. Retained earnings may be appropriated for any plant expansion, investments and funding of certain reserve accounts to be established pursuant to the requirements of the lenders in accordance with the agreement. When appropriation is no longer needed, it is reversed.

Earnings (Loss) Per Share

Basic earnings (loss) per share amounts are calculated by dividing the net income (loss) attributable to ordinary equity holders of the Parent Company by the weighted average number of ordinary shares outstanding, adjusted for any stock dividends declared during the year.

Diluted earnings (loss) per share amounts are calculated by dividing the net income (loss) attributable to ordinary equity holders of the Parent Company by the weighted average number of ordinary shares outstanding, adjusted for any stock dividends declared during the year plus weighted average number of ordinary shares that would be issued on the conversion of all the dilutive ordinary shares into ordinary shares.

Dividend Distribution

Dividend distribution to the Parent Company's stockholders is recognized as a liability in the consolidated financial statements in the period in which the dividends are approved or declared by the BOD.

When retained earnings account has a debit balance, it is called "Deficit". A deficit is not an asset but a deduction from equity.

Inventories

Parts and supplies are stated at the lower of cost or NRV. Cost of parts and supplies on hand are determined at moving average. Parts and supplies in-transit are valued at invoice cost. NRV is the replacement cost. In determining the NRV, the Group considers any adjustments necessary for obsolescence.

Prepayments and Other Current Assets and Noncurrent Assets

The Company's prepayments and other current assets include miscellaneous deposits, excess creditable input Value-Added Tax (VAT) and prepaid royalties. These are classified as current since the Company expects to realize or consume the assets within twelve (12) months after the end of the reporting period. Otherwise, these are classified as noncurrent assets.



Input VAT

Input VAT represents VAT imposed on the Company by its suppliers for the acquisition of goods and services as required by Philippine taxation laws and regulations. Deferred input VAT represents input VAT on purchase of capital goods exceeding one million pesos. The related input VAT is recognized over 5 years or the useful life of the capital goods, whichever is shorter. Input VAT is stated at its estimated NRV.

Property and Equipment

Property and equipment, except land, are carried at cost less accumulated depletion and depreciation and impairment in value, if any.

The initial cost of property and equipment comprises its purchase price, including import duties and nonrefundable purchase taxes and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Such cost includes the cost of replacing part of such property and equipment when that cost is incurred if the recognition criteria are met. Expenditures incurred after the property and equipment have been put into operations, such as repairs and maintenance, are normally charged to the consolidated statement of comprehensive income in the period when the costs are incurred.

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset. All other borrowing costs are expensed in the period they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing funds.

When a mine construction project moves into production stage, the capitalization of certain mine construction costs ceases and costs are either regarded as inventory or expensed, except for costs which qualify for capitalization relating to mine site additions or improvements, underground mine development or mineable reserve development.

In situations where it can be clearly demonstrated that the expenditures have resulted in an increase in the future economic benefits expected to be obtained from the use of an item of property and equipment beyond its originally assessed standard of performance, the expenditures are capitalized as additional costs of property and equipment. Major maintenance and major overhaul costs that are capitalized as part of property and equipment are depreciated on a straight-line basis over the shorter of their estimated useful lives, typically the period until the next major maintenance or inspection or the estimated useful life of the related property and equipment.

Land is recorded at cost less any impairment in value.

Depletion of mine and mining properties is computed based on ore extraction over the estimated volume of proved and probable ore reserves as estimated by the Group's geologist and certified by an independent geologist.

Depreciation is calculated using the straight-line method to allocate the cost of each asset less its residual value, if any, over its estimated useful life.

Type of Asset	Estimated Useful Life in Years
Machinery and equipment	5-20
Building and improvements	20
Furniture, office and other equipment	5



The assets' residual values, if any, and useful lives and methods of depletion and depreciation are reviewed and adjusted, if appropriate, at the reporting date. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount and are included in the consolidated statement of comprehensive income.

Construction in-progress represents work under construction and is stated at cost. Construction in-progress is not depreciated until such time that the relevant assets are completed and available for use.

Mine Exploration Costs

Pre-license costs are expensed in the period in which they are incurred. Once the legal right to explore has been acquired, exploration and evaluation expenditure is deferred as asset when future economic benefit is more likely than not be realized. These costs include materials and fuels used, surveying costs, drilling costs and payments made to contractors. The Group capitalizes any further evaluation costs incurred to exploration and evaluation assets up to the point when a commercial reserve is established.

In evaluating if expenditures meet the criteria to be capitalized, several different sources of information are utilized. The information that is used to determine the probability of future benefits depends on the extent of exploration and evaluation that has been performed.

Once commercial reserves are established, exploration and evaluation assets are tested for impairment and transferred to mine and mining properties. No amortization is charged during the exploration and evaluation phase. If the area is found to contain no commercial reserves, the accumulated costs are expensed.

Impairment of Nonfinancial Assets

Nonfinancial Receivables, Prepayments and Other Current Assets and Noncurrent Assets

The Company provides allowance for impairment losses on nonfinancial receivables, prepayments and current assets and other noncurrent assets when they can no longer be realized. The amounts and timing of recorded expenses for any period would differ if the Company made different judgments or utilized different estimates. An increase in allowance for impairment losses would increase recorded expenses and decrease the nonfinancial assets.

Property and Equipment

Property and Equipment are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. If any such indication exists and where the carrying amount of an asset exceeds its recoverable amount, the asset or cash-generating unit (CGU) is written down to its recoverable amount. The estimated recoverable amount is the higher of an asset's fair value less costs to sell and value in use. The fair value less costs to sell is the amount obtainable from the sale of an asset in an arm's-length transaction less the costs of disposal while value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the CGU to which the asset belongs. Impairment losses are recognized in the consolidated statement of comprehensive income.



Recovery of impairment losses recognized in prior years is recorded when there is an indication that the impairment losses recognized for the asset no longer exist or have decreased. The recovery is recorded in the consolidated statement of comprehensive income. However, the increased carrying amount of an asset due to a recovery of an impairment loss is recognized to the extent that does not exceed the carrying amount that would have been determined (net of depletion and depreciation) had no impairment loss been recognized for that asset in prior years.

Mine Exploration Costs

An impairment review is performed, either individually or at the CGU level, when there are indicators that the carrying amount of the assets may exceed their recoverable amounts. To the extent that this occurs, the excess is fully provided against, in the reporting period in which this is determined. Exploration assets are reassessed on a regular basis and these costs are carried forward provided that at least one of the following conditions is met:

- such costs are expected to be recouped in full through successful development and exploration of the area of interest or alternatively, by its sale; or
- exploration and evaluation activities in the area of interest have not yet reached a stage which permits a reasonable assessment of the existence or otherwise of economically recoverable reserves, and active and significant operations in relation to the area are continuing, or planned for the future.

Provisions

General

Provisions are recognized when (a) the Group has a present obligation (legal and constructive) as a result of a past event; (b) it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and (c) a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are made by discounting the expected future cash flows at a pre-tax rate that reflects current market assessment of the time value of money and, where appropriate, the risks specific to the liability.

Where discounting is used, the increase in the provision due to the passage of time is recognized as finance cost.

Where the Group expects a provision to be reimbursed, the reimbursement is recognized as a separate asset but only when the receipt of the reimbursement is virtually certain. The expense relating to any provision is presented in the consolidated statement of comprehensive income, net of any reimbursement.

Liability for Mine Rehabilitation Cost

The Group records the present value of estimated costs of legal and constructive obligations required to restore operating locations in the period in which the obligation is incurred. The nature of these restoration activities includes dismantling and removing structures, rehabilitating mines and tailings dams, dismantling operating facilities, closure of waste sites, and restoration, reclamation and re-vegetation of affected areas. The obligation generally arises when the asset is installed or the ground/environment is disturbed at the production location. When the liability is initially recognized, the present value of the estimated cost is capitalized by increasing the carrying amount of the related mining assets. Over time, the discounted liability is increased for the change in present value based on the discount rates that reflect current market assessments and the risks specific to the liability. The periodic unwinding of the discount is recognized in the consolidated statement of comprehensive income under "Finance charges". Additional disturbances or changes in rehabilitation costs will be recognized as additions or charges to the corresponding assets and liability for mine rehabilitation cost, respectively, when they occur.



The liability is reviewed on an annual basis for changes to obligations or legislation or discount rates that affect change in cost estimates or life of operations. The cost of the related asset is adjusted for changes in the liability resulting from changes in the estimated cash flows or discount rate, and the adjusted cost of the asset is depleted prospectively.

When rehabilitation is conducted progressively over the life of the operation, rather than at the time of closure, liability is made for the estimated outstanding continuous rehabilitation work at each end of the reporting period and the cost is charged to the consolidated statement of comprehensive income.

The ultimate cost of mine rehabilitation is uncertain and cost estimates can vary in response to many factors including changes to the relevant legal requirements, the emergence of new restoration techniques or experience. The expected timing of expenditure can also change, for example in response to changes in ore reserves or production rates. As a result, there could be significant adjustments to the liability for mine rehabilitation cost, which would affect future financial results.

Rehabilitation trust funds committed for use in satisfying environmental obligations are included within "Other noncurrent assets" in the consolidated statements of financial position. The rehabilitation fund was deposited on trust accounts with banks and earns interest at the respective bank rates. This was established to comply with the requirements of the Philippine Mining Act of 1995 and shall be used for physical and social rehabilitation of areas and communities affected by mining activities and for research on the social, technical and preventive aspects of rehabilitation.

Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits associated with the transaction will flow to the Group and the amount of revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized:

Interest Income

Interest income is recognized as it accrues using EIR method.

Other Income

Other income is recognized when earned.

Costs and Expenses

Cost and expenses are decreases in economic benefits during the accounting period in the form of outflows or decrease of assets or incurrence of liabilities that result in decreases in equity, other than those relating to distributions to equity participants. Administrative and overhead costs are generally recognized when the service is used or the expense arises.

Retirement Benefit Obligations

The net defined retirement benefits liability or asset is the aggregate of the present value of the defined benefit obligation at the end of the reporting period reduced by the fair value of plan assets (if any), adjusted for any effect of limiting a net defined benefit asset to the asset ceiling. The asset ceiling is the present value of any economic benefits available in the form of refunds from the plan or reductions in future contributions to the plan.

The cost of providing benefits under the defined benefit plans is actuarially determined using the projected unit credit method.



Defined benefit costs comprise the following:

- Service cost
- Net interest on the net defined retirement benefits liability or asset
- Re-measurements of net defined retirement benefits liability or asset

Service costs which include current service costs, past service costs and gains or losses on non-routine settlements are recognized as expense in profit or loss. Past service costs are recognized when plan amendment or curtailment occurs. These amounts are calculated periodically by independent qualified actuaries.

Net interest on the net defined retirement benefits liability or asset is the change during the period in the net defined retirement benefits liability or asset that arises from the passage of time which is determined by applying the discount rate based on government bonds to the net defined retirement benefits liability or asset. Net interest on the net defined retirement benefits liability or asset is recognized as expense or income in profit or loss.

Re-measurements comprising actuarial gains and losses, return on plan assets and any change in the effect of the asset ceiling (excluding net interest on defined retirement benefits liability) are recognized immediately in OCI in the period in which they arise. Re-measurements are not reclassified to profit or loss in subsequent periods. Re-measurements recognized in OCI after the initial adoption of Revised PAS 19 are not closed to any other equity account.

Plan assets are assets that are held by a long-term employee benefit fund or qualifying insurance policies. Plan assets are not available to the creditors of the Group, nor can they be paid directly to the Group. Fair value of plan assets is based on market price information. When no market price is available, the fair value of plan assets is estimated by discounting expected future cash flows using a discount rate that reflects both the risk associated with the plan assets and the maturity or expected disposal date of those assets (or, if they have no maturity, the expected period until the settlement of the related obligations). If the fair value of the plan assets is higher than the present value of the defined retirement benefits liability, the measurement of the resulting defined benefit asset is limited to the present value of economic benefits available in the form of refunds from the plan or reductions in future contributions to the plan.

The Group's right to be reimbursed of some or all of the expenditure required to settle a defined retirement benefits liability is recognized as a separate asset at fair value when and only when reimbursement is virtually certain.

Termination Benefit

Termination benefits are employee benefits provided in exchange for the termination of an employee's employment as a result of either an entity's decision to terminate an employee's employment before the normal retirement date or an employee's decision to accept an offer of benefits in exchange for the termination of employment.

A liability and expense for a termination benefit is recognized at the earlier of when the entity can no longer withdraw the offer of those benefits and when the entity recognizes related restructuring costs. Initial recognition and subsequent changes to termination benefits are measured in accordance with the nature of the employee benefit, as either post-employment benefits, short-term employee benefits, or other long-term employee benefits.



Share-based Payment Transactions

The officers and employees of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments (equity-settled transactions).

The cost of equity-settled transactions is recognized, together with a corresponding increase in equity, over the period in which the service conditions are fulfilled ending on the date on which the relevant employees become fully entitled to the award ("the vesting date"). The cumulative expense recognized for equity-settled transactions at each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Parent Company's best estimate of the number of equity instruments that will ultimately vest.

No expense is recognized for awards that do not ultimately vest.

Where the terms of an equity-settled transaction award are modified, the minimum expense recognized is the expense as if the terms had not been modified, if the original terms of the award are met. An additional expense is recognized for any modification that increases the total fair value of the share-based payment transaction, or is otherwise beneficial to the employee as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it vested on the date of cancellation, and any expense not yet recognized for the award is recognized immediately. However, if a new award is substituted for the cancelled award, and designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

Foreign Currency Transactions

Transactions in foreign currencies are recorded using the exchange rate at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are restated using the closing rate at the reporting date. Foreign exchange differences between rate at transaction date and rate at settlement date or at each reporting date are credited to or charged against current operations.

Income Taxes

Current Income Tax

Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authority. The tax rates and tax laws used to compute the amount are those that have been enacted or substantively enacted as at reporting date.

Deferred Income Tax

Deferred income tax is provided, using the liability method, on all temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred income tax liabilities are recognized for all taxable temporary differences, except:

- where the deferred income tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting income nor taxable income or loss; and
- in respect of taxable temporary differences associated with investments in foreign subsidiaries and interests in joint ventures, where the timing of the reversal of the temporary differences



can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred income tax assets are recognized for all deductible temporary differences, carryforward benefits of unused tax credits and unused net operating loss carryover (NOLCO) to the extent that it is probable that taxable income will be available against which the deductible temporary differences and carryforward benefits of unused tax credits and unused NOLCO can be utilized except:

- where the deferred income tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting income nor taxable income or loss; and
- in respect of deductible temporary differences associated with investments in foreign subsidiaries and interests in joint ventures, deferred income tax assets are recognized only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and sufficient taxable income will be available against which the temporary differences can be utilized.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable income will be available to allow all or part of the deferred income tax asset to be utilized. Unrecognized deferred income tax assets are reassessed at reporting date and are recognized to the extent that it has become probable that future taxable income will allow the deferred income tax asset to be recovered.

Deferred income tax assets and liabilities are measured at the tax rate that is expected to apply to the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred income tax, relating to items outside the consolidated statement of comprehensive income, are recognized in correlation to the underlying transaction, either in other comprehensive income or directly in equity.

Deferred income tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxable authority.

Segment Reporting

A business segment is a group of assets and operations engaged in providing products or services that are subject to risks and returns that are different from those of other business segments. A geographical segment is engaged in providing products or services within a particular economic environment that is subject to risks and returns that are different from those of segments operating in other economic environments. The Group has only one business and geographical segment.

Contingencies

Contingent liabilities are not recognized in the consolidated financial statements. These are disclosed unless the possibility of an outflow of resources embodying economic benefits is remote. Contingent assets are not recognized in the consolidated financial statements but disclosed when an inflow of economic benefits is probable.



Events After the End of the Reporting Period

Events after the end of the reporting period that provide additional information about the Group's position at the end of the reporting period (adjusting events) are reflected in the consolidated financial statements. Events after the end of the reporting period that are not adjusting events are disclosed in the notes to consolidated financial statements when material.

3. Summary of Significant Accounting Judgments, Estimates and Assumptions

The preparation of the consolidated financial statements in accordance with PFRS requires management to make judgments, estimates and assumptions that affect amounts reported in the consolidated financial statements and related notes. The estimates and assumptions used in the consolidated financial statements are based upon management's evaluation of relevant facts and circumstances as at the date of the consolidated financial statements. Future events may occur which will cause the assumptions used in arriving at the estimates to change. The effects of any change in estimates are reflected in the consolidated financial statements as they become reasonably determinable. Actual results could differ from such estimates.

Judgments

In the process of applying the Group's accounting policies, management has made the following judgments, apart from those involving estimations, which have the most significant effect on the amounts recognized in the consolidated financial statements. However, uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future periods.

Determining Functional Currency

Based on the economic substance of the underlying circumstances relevant to the Group, the functional currency of the Parent Company and the Subsidiary has been determined to be the Philippine peso. The Philippine peso is the currency of the primary economic environment in which the Parent Company and the Subsidiary operate. It is the currency that mainly influences the revenues and expenses of the Parent Company and the Subsidiary.

The functional currency of the Group has been determined by the management based on the currency that most faithfully represents the primary economic environment in which the individual company operates and it is the currency that mainly influences the underlying transactions, events and conditions relevant to the individual companies within the Group.

Classification of Financial Instruments

The Group classifies a financial instrument, or its component parts, on initial recognition as a financial asset, a financial liability or an equity instrument in accordance with the substance of the contractual agreement and the definitions of a financial asset, a financial liability or an equity instrument. The substance of the financial instrument, rather than its legal form, governs its classification in the statements of financial position.

The Group classified its equity investments as AFS, since it were purchased not for the purpose of selling and repurchasing in the near term. These are held indefinitely and may be sold in response to liquidity requirements or changes in market conditions. The Group does not intend to dispose the investments within twelve (12) months from the reporting date.



Estimates and Assumptions

The key estimates and assumptions concerning the future and other key sources of estimation uncertainty as at the reporting date, that have the most significant risk of causing a material adjustment to the carrying amounts of assets within the next financial year are as follows:

Estimating Allowances for Impairment Losses on Receivables

The provision for impairment losses on receivables is based on the Group's assessment of the collectibility of payments from employees and other third parties. This assessment requires judgment regarding the outcome of disputes and the ability of each of the debtors to pay the amounts owed to the Group. The Group assesses individually the receivable based on factors that affect the collectibility of the receivables, such as the length of the relationship of the Group with the debtor, the historical payment behavior, a review of the age and status of its receivable, the probability of insolvency of the counterparty, as well as its significant financial difficulties.

In addition to specific allowance against individually significant loans and receivables, the Group also makes a collective impairment allowance against exposures which, although not specifically identified as requiring a specific allowance, have a greater risk of default than when originally granted. This collective allowance is based on any deterioration in the Group's assessment of the accounts since their inception.

The Group assessments take into consideration factors such as any deterioration in country risk, industry, and technological obsolescence, as well as identified structural weaknesses or deterioration in cash flows. In 2013 and 2012, the Group used specific impairment on its loans and receivables. The Group did not assess its loans and receivables for collective impairment due to the few counterparties which can be specifically identified.

As at December 31, 2013 and 2012, the Group has receivables of ₦12,783,507 and ₦1,507,699, respectively, net of allowance for impairment losses of ₦573,897 as at December 31, 2013 and 2012, respectively. (see Note 5).

Estimating Allowance for Inventory Obsolescence

Mill materials, hardware and other supplies, which are used in the Group's operations, are stated at the lower of cost or NRV. Allowance due to obsolescence is established when there are evidences that the equipment where the parts and supplies originally purchased is no longer in service. Inventories which are nonmoving or have become unusable are priced at their recoverable amount.

Inventories, at lower of cost or NRV, amounted to ₦26,834,212 and ₦25,741,306 as at December 31, 2013 and 2012, respectively, net of allowance for inventory obsolescence of ₦48,829,958 and ₦48,856,467 as at December 31, 2013 and 2012, respectively (see Note 6).

Estimating Impairment of AFS Financial Assets

The Group treats AFS financial assets as impaired when there has been a significant or prolonged decline in the fair value below its cost or where other objective evidence of impairment exists. The determination of what is "significant" or "prolonged" requires judgment. In addition, the Group evaluates other factors, including normal volatility in share price for quoted equities and the future cash flows and the discount factors for unquoted equities. 'Significant' is evaluated against the original cost of the investment and 'prolonged' against the period in which the fair value has been below its original cost.



The carrying amounts of AFS financial assets amounted to ₱27,919,700 and ₱73,370,000 as at December 31, 2013 and 2012, respectively (see Note 8). The change in the fair value of AFS financial assets is recognized in other comprehensive income and is accumulated in the equity section of the consolidated statements of financial position under "Cumulative changes in fair values of AFS financial assets". As at December 31, 2013 and 2012, the cumulative changes in fair values of AFS financial assets amounted to ₱39,622,292 and ₱5,828,008, respectively.

Estimating Impairment Losses on Nonfinancial Receivables, Prepayments and Other Current and Other Noncurrent Assets

Assets are reviewed and tested whenever there is an indication of impairment and are reassessed at least each reporting date. Factors such as significant underperformance of an asset relative to expected historical or projected future operating results, significant changes in the manner of use of the acquired assets, or significant negative industry or economic trends are considered by the Group in assessing whether there is an indication that an asset's carrying amount may exceed its recoverable amount. There were no provision for impairment losses recognized in 2013 and 2012. As at December 31, 2013 and 2012, the Group has nonfinancial receivables, prepayments and other current assets and other noncurrent assets amounting to ₱119,445,093 and ₱98,529,839, net of allowance of ₱4,391 as of those dates.

Estimating Useful Lives of Property and Equipment

Estimated useful lives of the property and equipment are determined based on the assessment by the end user and the parameters of usage indicated in the Group's manual. The Group estimates the useful lives of property and equipment based on the period over which assets are expected to be available for use. The estimated useful lives of property and equipment are reviewed periodically and are updated if expectations differ from previous estimates due to physical wear and tear, technical or commercial obsolescence and legal or other limits on the use of the assets. In addition, the estimation of the useful lives of property and equipment is based on collective assessment of internal technical evaluation and experience with similar assets. It is possible, however, that future results of operations could be materially affected by changes in estimates brought about by changes in factors mentioned above. The amounts and timing of recorded expenses for any period would be affected by changes in these factors and circumstances.

As at December 31, 2013 and 2012, the net book values of the property and equipment, except land and construction in progress, amounted to ₱2,608,829,433 and ₱2,327,856,650, respectively (see Note 9).

Estimating Impairment of Property and Equipment

The Group assesses impairment on property and equipment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. The factors that the Group considers important which could trigger an impairment review include the following:

- Significant underperformance relative to expected historical or projected future operating results;
- Significant changes in the manner of use of the acquired assets or the strategy for overall business; and
- Significant negative industry or economic trends.



In determining the present value of estimated future cash flows expected to be generated from the continued use of the assets, the Group is required to make estimates and assumptions that can materially affect the consolidated financial statements. These assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss would be recognized whenever evidence exists that the carrying value is not recoverable. For purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows.

An impairment loss is recognized and charged to the consolidated statement of comprehensive income if the recoverable amount is less than the carrying amount. The estimated recoverable amount of the asset is the higher of an asset's fair value less costs to sell and value in use. Fair value less costs to sell is determined as the amount that would be obtained from the sale of the asset in an arm's-length transaction less the costs of disposal while value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life.

The aggregate net book values of property and equipment amounted to ₦2,721,146,833 and ₦2,450,640,251 as at December 31, 2013 and 2012, respectively, net of allowance for impairment losses of ₦143,272,443 (see Note 9). No provision for impairment loss was recognized in 2013, 2012, and 2011.

Estimating Recoverability of Mine Exploration Costs

Mineral property acquisition costs are capitalized until the viability of the mineral interest is determined. Exploration, evaluation and pre-feasibility costs are charged to operations until such time as it has been determined that a property has economically recoverable reserves, in which case subsequent exploration costs and the costs incurred to develop a property are capitalized. The Group reviews the carrying values of its mineral property interests whenever events or changes in circumstances indicate that their carrying values may exceed their estimated net recoverable amounts. Mine exploration costs amounted to ₦2,664,201, net of allowance for impairment loss of ₦92,028,090 as at December 31, 2013 and 2012 (see Note 10).

Estimating Mineral Reserves and Resources

Mineral reserves and resources estimates for development projects are, to a large extent, based on the interpretation of geological data obtained from drill holes and other sampling techniques and feasibility studies which derive estimates of costs based upon anticipated tonnage and grades of ores to be mined and processed, the configuration of the ore body, expected recovery rates from the ore, estimated operating costs, estimated climatic conditions and other factors. Proven reserves estimates are attributed to future development projects only where there is a significant commitment to project funding and extraction and for which applicable governmental and regulatory approvals have been secured or are reasonably certain to be secured. All proven reserve estimates are subject to revision either upward or downward, based on new information, such as from block grading and production activities or from changes in economic factors including product prices, contract terms or development plans.

Estimates of reserves for undeveloped or partially developed areas are subject to greater uncertainty over their future life than estimates of reserves for areas that are substantially developed and depleted. As an area goes into production, the amount of proven reserves will be subject to future revision once additional information becomes available. As those areas are further developed, new information may lead to revisions.



The estimated recoverable reserves are used in the calculation of depreciation, amortization and testing for impairment, the assessment of life of mine, stripping ratios and forecasting the timing of the payment of provision for mine rehabilitation and decommissioning.

As at December 31, 2013 and 2012, mine and mining properties included in property and equipment account amounted to ₦2,545,093,465 and ₦2,277,049,572, respectively (see Note 9).

Estimating Realizability of Deferred Income Tax Assets

The Group reviews the carrying amounts of deferred income tax assets at the reporting date and reduces the amounts to the extent that it is no longer probable that sufficient taxable income will be available to allow all or part of the deferred income tax assets to be utilized.

The Group has recognized deferred income tax assets amounting to ₦60,042,644 and ₦64,783,237 (as restated) as at December 31, 2013 and 2012, respectively. No deferred income tax assets were recognized for temporary differences amounting to ₦114,734,614 and ₦111,643,401 as at December 31, 2013 and 2012, respectively, since management believes that there is no assurance that the Group will generate sufficient taxable income to allow all or part of its deferred income tax assets to be utilized (see Note 17).

Estimating Provision for Mine Rehabilitation and Decommissioning

The ultimate cost of mine rehabilitation and decommissioning is uncertain and cost estimates can vary in response to many factors including changes to the relevant legal requirements, the emergence of new restoration techniques or experience. The expected timing of expenditure can also change, for example in response to changes in ore reserves or production rates. As a result, there could be significant adjustments to the provision for mine rehabilitation and decommissioning, which would affect future financial results.

The provision for mine rehabilitation and decommissioning costs is based on estimated future costs using information available at the reporting date. To the extent the actual costs differ from these estimates, adjustments will be recorded and the parent company statement of comprehensive income may be impacted. As at December 31, 2013 and 2012, the Parent Company is in the process of evaluating, as such, no provision for mine rehabilitation and decommissioning was recorded (see Note 15).

Determining Retirement Benefit Obligation

The determination of the Group's obligation and cost for retirement and other retirement benefits is dependent on the selection of certain assumptions used by actuaries in calculating such amounts. These assumptions are described in Note 16 to the consolidated financial statements.

Retirement benefit obligation amounted to ₦13,131,936 and ₦15,600,573 (as restated) as at December 31, 2013 and 2012, respectively (see Note 16).

Estimating Fair Values of Financial Assets and Liabilities

PFRS requires that certain financial assets and liabilities be carried at fair value, which requires the use of accounting judgment and estimates. While significant components of fair value measurement are determined using verifiable objective evidence (e.g. foreign exchange rates, interest rates, volatility rates), the timing and amount of changes in fair value would differ with the valuation methodology used. Any change in the fair value of these financial assets and liabilities would directly affect the consolidated statement of comprehensive income.



Estimating Contingencies

The Group evaluates legal and administrative proceedings to which it is involved based on analysis of potential results. Management and its legal counsels do not believe that any current proceedings will have material adverse effects on its financial position and results of operations. It is possible, however, that future results of operations could be materially affected by changes in the estimates or in the effectiveness of strategies relating to these proceedings (see Note 21).

4. Cash and Cash Equivalents

	2013	2012
Cash on hand	₱110,000	₱110,000
Cash with banks	6,461,015	12,440,422
Short-term deposits	–	134,506,214
	₱6,571,015	₱147,056,636

Cash with banks earn interest at the respective bank deposit rates. Short-term deposits, are made for varying periods up to three (3) months or less depending on the immediate cash requirements of the Group.

Interest income amounted to ₱713,863, ₱3,995,144 and ₱12,420,870 in 2013, 2012 and 2011, respectively.

The Parent has US dollar (US\$)-denominated cash with banks amounting to US\$3,815 and US\$4,550 as at December 31, 2013 and 2012, respectively.

5. Receivables

	2013	2012
Stock options receivable (Note 20)	₱9,940,000	₱568,000
Nontrade	3,298,080	1,143,374
Advances to officers and employees	119,324	370,222
	13,357,404	2,081,596
Less allowance for impairment losses	573,897	573,897
	₱12,783,507	₱1,507,699

Stock options receivables are noninterest bearing receivables from employees in respect of stock options exercise under a share-based plan (see Note 20).

Nontrade receivables comprise mainly of receivables from contractors and suppliers while advances to officers pertain to cash advances made by employees for the operations of the Group.

Nontrade and stock options receivables are noninterest bearing and are generally collectible on demand. Advances to officers and employees are generally subject to liquidation.

Based on the assessment done by the management, the Group recognized an allowance for specifically identified accounts amounting to ₱573,897 as at December 31, 2013 and 2012. Receivables which were not individually significant and individually significant receivables for which no specific impairment were recognized were assessed and subjected to collective assessment. Based on assessment done, the Group has not recognized any provision for receivables which were



assessed collectively. Allowance for impairment losses on nontrade receivables and advances to officers and employees amounted to ₱569,506 and ₱4,391, respectively, for both years.

The following table shows the aging of receivables that are past due as at December 31, 2013 and 2012 but are not considered impaired:

2013	Total	Past due but not impaired			
		Less than 30 days	30 to 60 days	61 to 90 days	Over 90 days
Nontrade	₱2,728,574	₱970,756	₱1,749,318	₱-	₱8,500
Advances to officers and employees	114,933	114,933	-	-	-
	₱2,843,507	₱1,085,689	₱1,749,318	₱-	₱8,500

2012	Total	Past due but not impaired			
		Less than 30 days	30 to 60 days	61 to 90 days	Over 90 days
Nontrade	₱573,868	₱192,609	₱-	₱381,259	₱-
Advances to officers and employees	365,831	219,155	101,313	4,400	40,963
	₱939,699	₱411,764	₱101,313	₱385,659	₱40,963

6. Inventories

	2013	2012
At NRV:		
Mill materials, hardware and other supplies	₱7,228,936	₱6,174,950
At cost:		
Machinery and automotive parts	19,375,804	19,408,423
Fuel, oil and lubricants	229,472	157,933
	19,605,276	19,566,356
	₱26,834,212	₱25,741,306

Cost of mill materials, hardware and other supplies amounted to ₱52,181,243 and ₱55,031,417 as at December 31, 2013 and 2012, respectively.

Movements in allowance for inventory obsolescence in 2013 and 2012 are as follows:

	2013	2012
Balances at beginning of year	₱48,856,467	₱49,111,896
Reversal	(26,509)	(255,429)
Balances at end of year	₱48,829,958	₱48,856,467

There were no inventories charged to expenses as at December 31, 2013 and 2012.



7. Prepayments and Other Current Assets

	2013	2012
Prepaid royalties	₱4,461,899	₱4,376,619
Input VAT	92,269,583	74,083,148
Miscellaneous deposits	361,565	283,860
	₱97,093,047	₱78,743,627

Prepaid royalties are advance payments to landowners while miscellaneous deposits are advance payments made to suppliers of services. Input VAT represents VAT paid on purchases of goods and services which can be recovered as tax credit against future tax liability of the Parent Company upon approval by the Philippine Bureau of Internal Revenue (BIR).

In June 2012, the Company applied for tax refund on input VAT amounting to ₱55,171,276 which covered input taxes incurred in 2011 and 2010.

8. AFS Financial Assets

	2013	2012
Quoted instruments	₱20,419,700	₱65,870,000
Unquoted instruments	7,500,000	7,500,000
	₱27,919,700	₱73,370,000

Quoted AFS financial assets pertain to investment on common shares of various local public companies. The fair value on the quoted instrument is based on the exit market price as at December 31, 2013 and 2012, respectively.

Unquoted AFS financial assets pertain to investment in private company, have no fixed maturity date or coupon rate and are carried at cost since fair values of these investments cannot be reliably determined as they have no available bid price.

As at December 31, 2013, the Group has no intention to dispose its quoted and unquoted equity shares within next year.

Movement of AFS financial assets are as follows:

	2013	2012
Balance at beginning of year	₱73,370,000	₱109,598,500
Change in fair value of AFS financial assets	(45,450,300)	(36,228,500)
Balance at end of year	₱27,919,700	₱73,370,000



9. Property and Equipment

	2013						Total
	Mine and Mining Properties	Machinery and Equipment	Building and Improvements	Furniture, Office and Other Equipment	Land	Construction In-progress	
Cost:							
Balances at beginning of year	₱3,342,373,894	₱796,397,856	₱108,582,418	₱96,740,782	₱7,270,713	₱115,512,888	₱4,466,878,551
Additions	268,043,893	1,373,643	—	8,959,372	—	11,194,940	289,571,848
Transfers	—	19,399,963	1,937,984	323,194	—	(21,661,141)	—
Balances at end of year	3,610,417,787	817,171,462	110,520,402	106,023,348	7,270,713	105,046,687	4,756,450,399
Accumulated depreciation, and amortization:							
Balances at beginning of year	1,065,324,322	651,834,875	77,776,513	78,030,147	—	—	1,872,965,857
Depreciation (see Note 14)	—	9,227,173	3,010,653	6,827,440	—	—	19,065,266
Balances at end of year	1,065,324,322	661,062,048	80,787,166	84,857,587	—	—	1,892,031,123
Allowance for impairment losses	—	125,501,962	17,706,056	64,425	—	—	143,272,443
Net book values	₱2,545,093,465	₱30,607,452	₱12,027,180	₱21,101,336	₱7,270,713	₱105,046,687	₱2,721,146,833

	2012						Total
	Mine and Mining Properties	Machinery and Equipment	Building and Improvements	Furniture, Office and Other Equipment	Land	Construction In-progress	
Cost:							
Balances at beginning of year	₱3,010,889,218	₱794,331,631	₱104,494,501	₱85,648,531	₱7,270,713	₱38,648,571	₱4,041,283,165
Additions	331,484,676	2,066,225	4,087,917	11,092,251	—	76,864,317	425,595,386
Balances at end of year	3,342,373,894	796,397,856	108,582,418	96,740,782	7,270,713	115,512,888	4,466,878,551
Accumulated depreciation, and amortization:							
Balances at beginning of year	1,065,324,322	645,504,591	74,585,715	73,611,450	—	—	1,859,026,078
Depreciation	—	6,330,284	3,190,798	4,418,697	—	—	13,939,779
Balances at end of year	1,065,324,322	651,834,875	77,776,513	78,030,147	—	—	1,872,965,857
Allowance for impairment losses	—	125,501,962	17,706,056	64,425	—	—	143,272,443
Net book values	₱2,277,049,572	₱19,061,019	₱13,099,849	₱18,646,210	₱7,270,713	₱115,512,888	₱2,450,640,251

Total depreciation of property and equipment and certain idle assets charged to operations amounted to ₱4,244,955, ₱4,219,646 and ₱4,252,849 in 2013, 2012 and 2011, respectively (see Note 14). Depreciation amounting to ₱14,820,311, ₱9,720,133 and ₱6,794,949 were capitalized in 2013, 2012 and 2011, respectively, as part of mine and mining properties.



10. Mine Exploration Cost

Mine exploration costs amounted to ₱2,664,201, net of allowance for impairment losses amounting to ₱92,028,090 as at December 31, 2013 and 2012. No movement was recognized in the account in 2013 and 2012.

11. Other Noncurrent Assets

	2013	2012
Mine rehabilitation funds	₱5,374,195	₱5,530,900
Miscellaneous deposits	1,682,066	1,682,066
Advances to landowners	1,508,341	1,568,141
Idle and other assets, net of accumulated amortization of ₱32,413,431 and allowance for impairment losses of ₱7,640,740, as at December 31, 2013 and 2012	326,117	326,117
	₱8,890,719	₱9,107,224

On November 13, 1998, the Parent Company entered into a separate Memorandum of Agreement with the Office of Municipal Mayor and Sangguniang Bayan of Placer, Surigao del Norte, DENR and Mines and Geosciences Bureau (MGB). Under the agreement, the Parent Company is mandated to establish and maintain a Monitoring Trust Fund and MRF amounting to ₱5,150,000. The funds are to be used for physical and social rehabilitation, reforestation and restoration of areas and communities affected by mining activities, for pollution control, slope stabilization and integrated community development. The environmental fund to be maintained by the Group in a mutually acceptable bank is subject to annual review of the MRF committee. The funds earn interest based on the prevailing market rate.

Miscellaneous deposits pertain to advances made to local government agencies for pending project agreements. Advances to landowners pertain to advances made to certain landowners for future purchases of parcels of land. The same will be deducted from the total acquisition cost of parcels of land purchased in the future.

12. Accounts Payable and Accrued Expenses

	2013	2012
Accounts payable	₱329,337,094	₱168,482,508
Due to related parties (see Note 13)	35,585,717	33,933,710
Accrued expenses	19,285,628	19,369,034
Unclaimed dividends	573,097	573,097
Other liabilities	2,467,385	7,672,015
	₱387,248,921	₱230,030,364

Terms and conditions of the aforementioned liabilities are as follows:

- Accounts payable includes local purchases of equipment, inventories and various parts. Normally settled on thirty (30) days' terms.
- Due to related parties, consist of short-term borrowings from related parties. Normally settled on thirty (30) days' terms.



- Accrued payroll are normally payable within five (5) - ten (10) days.
- Other liabilities are noninterest bearing and have an average term of one (1) - three (3) months.
- Other liabilities pertain to the Group's payable to various regulatory agencies.

13. Related Party Disclosures

Related party relationships exist when one party has the ability to control, directly or indirectly through one or more intermediaries, the other party or exercise significant influence over the other party in making financial and operating decisions. Such relationships also exist between and/or among entities which are under common control with the reporting enterprise, or between and/or among the reporting enterprise and their key management personnel, directors, or its stockholders.

Intercompany transactions are eliminated in the consolidated financial statements. The Group's related party transactions, which are under terms that are no less favorable than those arranged with third parties, are as follows:

2013				
	Amount/ Volume	Outstanding Balance	Terms	Conditions
<i>Payables</i>				
KCGRI; <i>Subsidiary</i>	₱82,883	₱875,887	On demand; non-interest bearing	Unsecured, no impairment

2012				
	Amount/ Volume	Outstanding Balance	Terms	Conditions
<i>Payables</i>				
KCGRI; <i>Subsidiary</i>	₱66,409	₱793,004	On demand; non-interest bearing	Unsecured, no impairment

The Parent Company, in the normal course of business, enters into transactions with related parties.

The consolidated statements of financial position include the following liabilities resulting from the above transactions with related parties:

2013				
	Amount/ Volume	Outstanding Balance	Terms	Conditions
<i>Amounts owed to related parties</i>				
LCMC; <i>Under common control</i>	₱1,160,479	₱1,730,577	On demand; non-interest bearing	Unsecured, no guarantee
DDCP; <i>Under common control</i>	53,178,203	35,585,717	On demand; non-interest bearing	Unsecured, no guarantee
		₱37,316,294		



		2012		
	Amount/ Volume	Outstanding Balance	Terms	Conditions
<i>Amounts owed to related parties</i>				
LCMC; <i>Parent Company</i>	(₱1,393,993)	₱570,098	On demand; non interest-bearing	Unsecured, no impairment
DDCP; <i>Under common control</i>	23,537,833	33,933,710	On demand; non interest-bearing	Unsecured, no impairment
		₱34,503,808		

- LCMC, holds a 19.60% equity interest in the Parent Company. It provided cash advances and paid expenses on behalf of the Parent Company.

Total compensation of the Group's key management personnel in 2013, 2012 and 2011, which pertains to short-term benefits, amounted to ₱2,446,950, ₱2,432,450 and ₱468,950, respectively. There were no post-employment benefits for the Group's key management personnel in 2013, 2012 and 2011.

14. Administration and Overhead Costs

	2013	2012 (As restated)	2011 (As restated)
Depreciation (see Note 9)	₱4,244,955	₱4,219,646	₱4,252,849
Salaries, allowances and other benefits	2,043,944	1,903,911	1,411,711
Retirement benefits cost (see Note 16)	1,389,675	1,049,011	872,091
Listing fees	1,228,158	1,202,576	463,524
Outside services	747,566	270,583	589,656
Representation and entertainment	467,958	372,759	103,050
Membership fees and dues	454,000	542,000	638,000
Transportation and travel	441,402	386,904	453,702
Maintenance supplies	326,143	163,366	148,895
Communication, postage and telephone	203,668	299,258	106,147
Insurance	78,486	69,666	—
Supplies	68,635	250,372	—
Annual stockholders' expenses	52,760	400,486	238,880
Medical reimbursements	47,262	194,791	208,258
Taxes and licenses	46,304	31,654	62,192
Provision for inventory obsolescence	—	—	7,591,885
Other charges	982,196	604,165	833,799
	₱12,823,112	₱11,961,148	₱17,974,639



15. Provision for Mine Rehabilitation and Decommissioning

Department of Environment and Natural Resources (DENR) Administrative Order (DAO) No. 2007-26, which was published in the Philippine Star on August 9, 2007 and took effect 15 days thereafter, was released by the DENR, amending Section 2 of DAO 2005-7 and requires Contractors with approved Environmental Protection and Enhancement Programs to submit the Final Mine Rehabilitation and Decommissioning Plan (FMR/DP) for review by the MRF Committee and approval by the Contingent Liability and Rehabilitation Fund Steering Committee before December 31, 2007.

As at December 31, 2013, the Group is still in the process of evaluating the timing and amount of estimated cash flows relating to the mine rehabilitation and decommissioning costs. Once the Group has been able to complete and submit to MGB its FMR/DP, it will provide the necessary accrual for mine rehabilitation and decommissioning.

16. Retirement Benefit Obligation

The Parent Company has an unfunded defined retirement benefit plan covering substantially all regular employees. Benefits are dependent on the years of service and the respective employee's compensation. The defined unfunded retirement benefit plan obligation is determined using the projected unit credit method. There was no planned termination, curtailment or settlement in 2013, 2012 and 2011.

The amounts of retirement benefit costs recognized in the consolidated statements of comprehensive income under administration and overhead costs are determined as follows:

	2013	2012	2011
Current service costs (see Note 14)	₱1,389,675	₱1,049,011	₱872,091
Interest costs	873,632	986,682	1,184,742
	₱2,263,307	₱2,035,693	₱2,056,833

Changes in the present value of the unfunded retirement benefit obligation are determined as follows:

	2013	2012	2011
Balances at beginning of year	₱15,600,573	₱15,416,912	₱14,104,071
Interest costs	873,632	986,682	1,184,742
Current service cost	1,389,675	1,049,011	872,091
Benefits paid	—	—	(743,992)
Re-measurement of actuarial loss (gains)	(4,731,944)	(1,852,032)	—
Balances at end of year	₱13,131,936	₱15,600,573	₱15,416,912



The principal assumptions used in determining retirement benefit plan obligations are as follows:

	2013	2012	2011
Discount rate	4.70%	5.60%	6.40%
Salary increase rate	5.00%	10.00%	10.00%
Expected remaining working lives of employees	9 years	8 years	9 years

The sensitivity analysis below has been determined based on reasonably possible changes of each significant assumption on the defined retirement benefits liability as at the end of the reporting period, assuming all other assumptions were held constant

	Increase (decrease)	2013
Discount rates	+0.50%	(P416,046)
	-0.50%	441,165
Salary increase rate	+0.50%	P386,187
	-0.50%	(368,882)

Retirement costs for 2012 and 2011 are restated under Revised PAS 19 and do not correspond to the figures in 2012 and 2011 consolidated financial statements.

Shown below is the maturity analysis of the undiscounted benefit payments as at December 31, 2013:

Less than one (1) year	P3,319,516
More than one (1) year to five (5) years	4,631,513
More than five (5) years to ten (10) years	12,155,570

17. Income Taxes

A reconciliation of income tax applicable to income loss before income tax at the statutory income tax rates to (benefit from) or provision for income tax shown in the consolidated statements of comprehensive income follows:

	2013	2012 (As restated)	2011 (As restated)
Income tax at statutory tax rates	(P3,894,864)	(P2,685,806)	P661,377
Additions to (reductions in) income tax resulting from:			
Expired NOLCO	2,449,159	1,983,664	—
Change in unrecognized deferred income taxes	980,872	1,170,736	330,698
Interest income subjected to final tax	(214,159)	(1,198,543)	(3,726,261)
Nondeductible expenses	—	111,828	30,915
Dividend exempt from income tax	—	—	(105)
Others	—	336,897	—
	(P678,992)	(P281,224)	(P2,703,376)



The components of the net deferred tax liability as at December 31 are as follows:

	2013	2012 (As restated)
Deferred tax assets:		
Allowance for:		
Impairment losses on property and equipment and idle assets	₱45,273,955	₱45,273,955
Inventory obsolescence	14,656,940	14,656,940
Impairment losses on receivables	172,169	172,169
Retirement benefit obligation	3,939,581	4,680,173
	64,042,645	64,783,237
Deferred tax liability:		
Excess of allowable depletion over depletion per books	129,865,526	129,865,526
Deferred liability - net	₱65,822,880	₱65,082,289

Deferred tax liability is mainly provided on taxable temporary differences arising on the difference between allowed depletion under Presidential Decree 1353 and normal depletion.

The following are the movements in the Group's NOLCO for the years ended December 31:

	2013	2012
Balances at beginning of year	₱19,436,950	₱15,534,498
Additions	11,433,436	10,514,667
Expirations	(8,163,862)	(6,612,215)
Balances at end of year	₱22,706,524	₱19,436,950

As at December 31, 2013, the Group has NOLCO that can be claimed as deduction from future taxable income as follows:

Year Incurred	Year of Expiry	Amount	Tax Effect
2009	2014	₱189,356	₱56,807
2010	2015	71,275	21,383
2011	2016	78,361	23,508
2012	2017	73,775	22,133
2013	2018	85,681	25,704
2011	2014	419,429	125,829
2012	2015	10,440,892	3,132,268
2013	2016	11,347,755	3,512,321
		₱22,706,524	₱6,919,953

As at December 31, 2013 and 2012, the Group has an excess MCIT that can be claimed as tax credit amounting to ₱178,361. The excess MCIT will expire in 2014.



No deferred income tax assets were recognized for the following temporary differences since management expects that it is not probable that sufficient taxable income will be available to allow all or part of these deferred income tax assets to be utilized.

	2013	2012
Allowance for impairment losses on mine exploration costs	₱92,028,090	₱92,028,090
NOLCO	22,706,524	19,436,950
MCIT	178,361	178,361
	<u>₱114,912,975</u>	<u>₱111,643,401</u>

18. Capital Stock

On August 2, 2006, the Parent Company's BOD approved the offer of 35,811,045,334 Class "A" shares and 23,857,061,734 Class "B" shares, or one (1) share for every two (2) shares held by shareholders as of August 30, 2006 at the offer price of ₱0.015 per share to support the increase in the authorized capital stock from ₱1.2 billion to ₱1.8 billion.

On November 10, 2009, the Parent Company's BOD approved the offer of 13,429,141,954 "A" shares and 8,946,398,197 "B" shares, or 1 share for every 8 shares held by shareholders as of March 10, 2010 at the offer price of ₱0.015 per share to support the increase in the parent company's authorized capital stock from ₱1.8 billion to ₱2.6 billion. The offer was approved and confirmed by the SEC as an exempt transaction on March 4, 2010.

The offer period was from April 7, 2010 to April 14, 2010. As at April 14, 2010, all shares of stock offered were fully subscribed and/or issued.

The BOD approved the grant of the 8th Stock Option Awards (Awards) to selected directors, officers and employees of the Parent Company and of its subsidiary, covering 1.6 billion common shares consisting of 960 million Class "A" shares and 640 million Class "B" shares. The option is exercisable within five (5) years, to the extent of 20% of the Awards every year, from the SEC approval of the Awards. The SEC approved the awards on July 9, 2010. The Awards constitutes 0.8%, more or less, of the outstanding capital stock of the Parent Company (see Note 20).

On June 8, 2010, the SEC approved the increase in authorized capital stock to 260 billion shares at par value of ₱0.01 per share divided into 156 billion Class "A" shares and 104 billion Class "B" shares.



Only Philippine nationals are qualified to acquire, own or hold Class "A" common shares of stock of the Parent Company. The total number of Class "B" common shares of stock subscribed, issued or outstanding at any given time shall in no case exceed two-thirds (2/3) of the number of Class "A" common shares of stock or forty percent (40%) of the aggregate number of Class "A" and Class "B" common shares of stock then subscribed, issued or outstanding. Each common share entitles the holder to one (1) vote, enjoys full dividend and pre-emptive rights.

	2013		2012	
	No. of shares	Amount	No. of shares	Amount
Issued and outstanding				
Class "A"	121,309,336,313	₱1,213,093,363	121,203,736,313	₱1,212,037,363
Class "B"	80,811,779,944	808,117,799	80,741,379,944	807,413,799
	202,121,116,257	2,021,211,162	201,945,116,257	2,019,451,162
Subscribed				
Class "A"	320,941,644	3,209,417	44,269,466	442,695
Class "B"	217,803,455	2,178,035	29,512,978	295,130
	538,745,099	5,387,452	73,782,444	737,825
Total shares issued and subscribed	202,659,861,356	2,026,598,614	202,018,898,701	2,020,188,987
Less subscriptions receivable		366,405		366,405
	202,659,861,356	₱2,026,232,209	202,018,898,701	₱2,019,822,582

As at December 31, 2013 and 2012, authorized capital stock of the Subsidiary includes 200 convertible preferred shares with par value of ₱15,000 each. The convertible preferred shares are non-voting, non-cumulative, and shall be convertible to common shares at the option of the shareholder subscribing to the convertible preferred shares under terms and conditions as may be agreed upon between the Subsidiary and the Subsidiary's shareholders.

In April 2010, the Parent Company offered to its shareholders as of record date of March 10, 2010, the right to subscribe to one (1) share for every eight (8) shares held covering 22,375,540,151 common shares consisting of 13,429,141,954 Class "A" shares and 8,946,398,197 Class "B" shares.

The offer period was from April 7, 2010 to April 14, 2010. As at April 14, 2010, all shares of stocks offered were fully subscribed and/or issued.

As at December 31, 2013, 2012 and 2011, the Parent Company has 3,800, 3,950 and 3,950 stockholders, respectively.

19. Earnings (Loss) Per Share

Basic earnings per common share based on net income were computed as follows: Basic earnings per share is calculated by dividing the profit attributable to equity holders of the parent company by the weighted average number of common shares in issue during the period, excluding any ordinary shares purchased by the parent company and held as treasury shares.



In computing for the diluted earnings per share, the parent company considered the effect of its potentially dilutive stock options outstanding as at December 31, 2013 and 2012. There were no outstanding stock options as of December 31, 2013 and 2012.

	2013	2012 (As restated)	2012 (As restated)
Net income (loss) attributable to equity holders of the parent company	(P12,299,604)	(P8,667,783)	P4,913,241
Weighted average number of common shares for basic earnings (loss) per share	201,121,116,257	201,982,489	201,699,861
Adjusted weighted average number of common shares for diluted earnings per share	(11,599,013)	(8,667,783)	4,913,241
Basic earnings (loss) per share	(P0.00006)	(P0.00004)	(P0.00002)
Diluted earnings (loss) per share	(P0.00006)	(P0.00004)	(P0.00002)

The Parent Company considered the effect of its potentially dilutive stock options outstanding as at December 31, 2011. The assumed exercise of these stock options would have resulted in additional 960,000,000 shares in 2011 (see Note 20).

20. Share-based Plan

Under the share-based plan, the Parent Company's officers and employees and those of its subsidiary may be granted options to purchase shares of stock of the Parent Company. The aggregate number of shares to be granted under the plan should not exceed five percent (5%) of the total number of shares of the Parent Company's outstanding capital stock.

An individual may be granted an option to purchase not more than five percent (5%) of the total number of shares set aside at the date of the grant and may exercise the option up to a maximum of twenty percent (20%) of the total number of option shares granted per year. Options are valid for five (5) years and are exercisable from the date of the approval of the grant by the SEC.

On November 10, 2009, the BOD approved the grant of the 8th Stock Option Awards (Awards) to selected employees, directors and officers of the Group in accordance with the board-approved Revised Stock Option Plan ("RSOP"). The Awards cover a total of 1,600,000,000 common shares consisting of 960,000,000 class "A" and 640,000,000 class "B" shares from the Parent Company's unissued capital stock, exercisable at the price of P0.02 per share, within 5 years from the date of SEC approval of the same. The option price of P0.02 per share was computed based on a new formula in the RSOP, that is, "the amount equivalent to 80% of the average closing price of the stock for the ten (10) trading days immediately preceding the date of the approval of the Grant by the BOD as determined from quotations in the PSE.

The SEC approved the Awards and the RSOP on July 9, 2010; the pertinent listing application was approved by the PSE on October 20, 2010.



The following table illustrates the number of and movement in stock options:

	2013		2012	
	Class A	Class B	Class A	Class B
Outstanding at beginning of year	501,000,000	334,000,000	576,000,000	384,000,000
Exercised during the year	(309,000,000)	(206,000,000)	(75,000,000)	(50,000,000)
Outstanding at end of year	192,000,000	128,000,000	501,000,000	334,000,000

21. Commitments and Contingent Liabilities

- On May 11, 2011, the Parent Company, KCGRI and Philex entered into a Farm-in agreement (Agreement) for the exploration and joint development of the Kalaya-an Project located in Placer, Surigao del Norte. The pre-feasibility study of the project may be completed by Philex within the three (3) year earn-in period.

Pursuant to the agreement, the Parent Company sold to Philex a total of 125,000 shares of stock of KCGRI, representing a 5% interest in KCGRI, for a consideration of US\$25 million. Philex shall earn an additional 55% interest in KCGRI by sole-funding all pre-development expenses including a final feasibility study for the Project.

- The Parent Company is either a defendant or co-defendant in certain civil and administrative cases which are now pending before the courts and other governmental bodies. In the opinion of management and the parent company's legal counsel, any adverse decision on these cases would not materially affect the consolidated financial position and results of operations as at and for the years ended December 31, 2013, 2012 and 2011.

22. Financial Risk Management Objectives and Policies

The Group's principal financial instruments comprise cash and cash equivalents and accounts payable and accrued expenses. The main purpose of the financial instruments is to fund the Group's operations. The Group has other financial instruments such as receivables, AFS financial assets and nontrade payables which arise directly from operations. The main risks arising from the use of financial instruments are credit risk, market risk and liquidity risk. The Group's BOD reviews and approves the policies for managing each of these risks and they are summarized below.

Credit Risk

Credit risk represents the loss that the Group would incur if a counterparty failed to perform its contractual obligations. The Group trades only with recognized and creditworthy third parties. It is the Group's policy that all credit is subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis.

The credit risk arising from these financial assets arises from default of the counterparty, with maximum exposure equal to the carrying amount of these instruments. The Group's gross maximum exposure to credit risk is equivalent to the carrying values since there are no collateral agreements for these financial assets.



The table below shows the gross maximum exposure to credit risk without consideration to collateral or other credit enhancements for the components of the consolidated statements of financial position as at December 31, 2013 and 2012.

	2013	2012
Cash with banks and cash equivalents	₱6,461,015	₱145,901,666
Nontrade receivables	2,724,184	573,868
AFS financial assets		
Quoted	20,419,700	65,870,000
Unquoted	7,500,000	7,500,000
Total credit risk exposure	₱37,104,899	₱219,845,534

The tables below summarize the aging analysis of the Group's financial assets as at December 31, 2013 and 2012:

2013	Neither past due nor impaired	Past due but not impaired				Total
		Less than 30 days	30 to 60 days	61 to 90 days	Over 90 days	
Cash with banks	₱6,461,015	₱-	₱-	₱-	₱-	₱6,461,015
Cash equivalents	-	-	-	-	-	-
Nontrade receivables	2,724,184	-	-	-	-	2,724,184
Miscellaneous deposits	361,565	-	-	-	1,682,066	2,043,631
AFS financial assets	27,919,700	-	-	-	-	27,919,700
	₱37,466,464	₱-	₱-	₱-	₱1,682,066	₱39,148,530

2012	Neither past due nor impaired	Past due but not impaired				Total
		Less than 30 days	30 to 60 days	61 to 90 days	Over 90 days	
Cash with banks	₱11,395,452	₱-	₱-	₱-	₱-	₱11,395,452
Cash equivalents	134,506,214	-	-	-	-	134,506,214
Nontrade receivables	-	191,135	-	378,342	-	569,477
Miscellaneous deposits	283,861	-	-	-	1,682,066	1,965,927
AFS financial assets	73,370,000	-	-	-	-	73,370,000
	₱219,555,527	₱191,135	₱-	₱378,342	₱1,682,066	₱221,807,070

The Group has assessed the credit quality of the following financial assets:

- Cash with banks and cash equivalents are assessed as high grade since these are deposited in reputable banks in the country as approved by the BOD and which have a low probability of insolvency.
- Quoted and unquoted equity instruments are assessed as high grade since it can be traded and are from companies with good financial capacity. The unquoted equity instruments are from one of the reputable hotels in the country.

There are no significant concentrations of credit risk within the Group.

Market Risk

Market risk is the risk of loss to future earnings, to fair values or to future cash flows that may result from changes in the price of a financial instrument. The value of a financial instrument may change as a result of changes in interest rates, foreign currency exchanges rates, commodity prices, equity prices and other market changes. The Group's market risk originates from its holdings of equity instruments as well as foreign currency-denominated financial instruments.



Foreign Currency Risk

Foreign exchange risk is the risk to earnings or capital arising from changes in foreign exchange rates. The Group takes on exposure to effects of fluctuations in the prevailing foreign currency exchange rates on its consolidated financial statements and consolidated statements of cash flows. The Group follows a policy to manage its currency risk by closely monitoring its cash flow position and by providing forecast on all other exposures in non-Philippine peso currencies.

The Group uses the Philippine peso as its functional currency and is therefore exposed to foreign exchange movements, primarily in US dollar currency. The Group follows a policy to manage its currency risk by closely monitoring its cash flow position and by providing forecast on all other exposures in non-Philippine peso currencies.

The following table sets forth the Group's foreign currency-denominated monetary assets as at December 31, 2013 and 2012:

	2013		2012	
	United States Dollar	Peso Equivalent	United States Dollar	Peso Equivalent
Cash	\$5,570	₱273,341	\$4,550	₱186,778

The exchange rate of the Philippine peso to the US dollar is ₱44.40 and ₱41.05 as at December 31, 2013 and 2012.

Based on the historical movement of the US Dollar and the Philippine peso, management believes that the estimated reasonably possible change in the next twelve (12) months would be a strengthening of ₱0.66 and ₱0.72 and weakening of ₱0.70 and ₱0.42 for 2013 and 2012 against the US\$. Sensitivity of the Company's 2013 and 2012, respectively, pre-tax income to foreign currency risks are as follows:

- An increase of ₱3,899 in the pre-tax income if peso weakens by ₱0.70. A decrease of ₱3,676 in the pre-tax income if the peso strengthens by ₱0.66 against the US\$.
- An increase of ₱1,911 in the pre-tax income if peso weakens by ₱0.42. A decrease of ₱3,276 in the pre-tax income if the peso strengthens by ₱0.72 against the US\$.

There is no other impact on the Company's equity other than those already affecting the profit or loss.

The reasonable possible change in exchange rates in the next twelve (12) months were determined based on the historical movement of the US\$ and Philippine peso.

There is no other impact on the Group's equity other than those already affecting the consolidated profit or loss.

Equity Price Risk

Equity price risk is the risk that the fair values of equity securities will fluctuate because of changes in the level of indices and the value of individual stocks. The Group is exposed to equity securities price risk because of investments held by the Group, which are classified in the consolidated statements of financial position as AFS investments. The Group's exposure to equity price risk relates primarily to its AFS investment in LCMC.



The Group's policy is to maintain the risk to an acceptable level. Movement of share price is monitored regularly to determine its impact on the consolidated statement of financial position.

Based on the historical movement of the stock exchange index, management's assessment of reasonable possible change was determined to be an increase (decrease) of 4.61% and 2.56% in 2013 and 2012 resulting to a possible effect in the equity of increase (decrease) of ₱1,287,098 and ₱2,215,174 in 2013 and 2012, respectively.

Liquidity Risk

Liquidity risk arises when there is a shortage of funds and the Group, as a consequence, could not meet its maturing obligations. The Group seeks to manage its liquid funds through cash planning on a monthly basis. The Group uses historical figures and experiences and forecasts from its collection and disbursement.

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of advances from related parties. The Group considers its available funds and its liquidity in managing its long-term financial requirements. For its short-term funding, the Group's policy is to ensure that there are sufficient capital inflows to match repayments of short-term debt.

As part of its liquidity risk management, the Group regularly evaluates its projected and actual cash flows. It also continuously assesses conditions in the financial markets for opportunities to pursue fund raising activities, in case any requirements arise. Fund raising activities may include bank loans and capital market issues. Accordingly, its loan maturity profile is regularly reviewed to ensure availability of funding through an adequate amount of credit facilities with financial institutions. Also, the Group only places funds in money markets which are exceeding the Group's requirements. Placements are strictly made based on cash planning assumptions and covers only a short period of time.

The tables below summarize the aging analysis of the Group's financial assets as at December 31, 2013 and 2012 that are used to manage the liquidity risk of the Group:

2013	On demand	Less than 3 months	Total
Cash on hand and with banks	₱6,571,015	₱—	₱6,571,015
Short-term deposits	—	—	—
Nontrade receivables	2,724,184	—	3,298,081
AFS financial asset	27,919,700	—	27,919,700
Total	₱37,214,899	₱—	₱37,214,899

2012	On demand	Less than 3 months	Total
Cash on hand and with banks	₱12,440,422	₱—	₱12,440,422
Cash equivalents	—	134,506,214	134,506,214
Nontrade receivables	573,868	—	573,868
AFS financial asset	73,370,000	—	73,370,000
Total	₱86,384,290	₱134,506,214	₱220,890,504



The tables below summarize the maturity profile of the Group's financial liabilities as at December 31, 2013 and 2012 based on contractual undiscounted payments.

2013	On demand	Less than 3 months	Total
Accounts payable and accrued expenses*	₱384,208,438	₱—	₱384,208,438
Nontrade payables	573,096	—	573,096
Total	₱384,781,534	₱—	₱384,781,534

*Excluding government payables

2012	On demand	Less than 3 months	Total
Accounts payable and accrued expenses*	₱205,750,149	₱22,576,040	₱228,326,189
Nontrade payables	—	570,098	570,098
Total	₱205,750,149	₱23,146,138	₱228,896,287

*Excluding government payables

Fair Values

The following methods and assumptions were used to estimate the fair value of each class of financial instruments for which it is practicable to estimate such value:

Cash and Cash Equivalents, Nontrade Receivables, Accounts Payable and Accrued Expenses and Nontrade Payables

The carrying amounts of cash and cash equivalents, nontrade receivables, accounts payable and accrued expenses and nontrade payables, which are all subject to normal trade credit terms and are short-term in nature, approximate their fair values.

AFS Financial Assets

Fair values of investments are estimated by reference to their quoted market price at the reporting date. For unquoted shares classified as AFS, these are carried at cost, since fair value of these AFS investments cannot be reliably determined as these securities have no available bid price.

As at December 31, 2013 and 2012, the following table presents the level of hierarchy of the Group's AFS financial assets:

	2013		2012	
	Level 1	Level 3	Level 1	Level 3
AFS financial assets				
Equity securities	₱20,419,700	₱7,500,000	₱65,870,000	₱7,500,000

There were no transfers between level 1 and level 2 fair value measurements, and no transfers into and out of level 3 fair value measurements as at December 31, 2013 and 2012, respectively.

There were no purchases, sales, issues and settlements of Level 3 AFS investments in 2013 and 2012.



23. Capital Management

The primary objective of the Group's capital management is to ensure that the Group has sufficient funds in order to support their business, pay existing obligations and maximize shareholder value.

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may obtain additional advances from stockholders or issue new shares. No changes were made in the objectives, policies or processes in 2013. The Group is not exposed to externally imposed capital requirements. As at December 31, 2013 and 2012, the Group's capital is composed of common shares amounting to ₱2,026,232,209 and ₱2,019,822,582 and additional paid-in capital amounting to ₱508,636,853 and ₱502,183,353, respectively.

24. Supplemental Disclosure to Statement of Cash Flows

In 2013 and 2012 non-cash investing activities pertain to additions to mine and mining properties from adjustment for capitalized depreciation and amortization.

	2013	2012
Increase in mine and mining properties	₱14,830,312	₱9,720,133
Adjustment for depreciation and amortization	(14,830,312)	(9,720,133)

25. Segment Reporting

As discussed in Note 1, the Parent Company and its ninety five percent (95%) owned subsidiary is engaged in the business of mine operations. Accordingly, the Group operates mainly in one reportable business and geographical segment which is the Philippines. No entity-wide disclosures pertaining to revenues are provided as the Group has not earned revenue. Noncurrent assets of the Group are located in the Philippines.

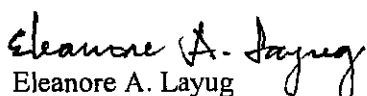


INDEPENDENT AUDITORS' REPORT ON SUPPLEMENTARY SCHEDULES

The Stockholders and the Board of Directors
Manila Mining Corporation and Subsidiary
20th Floor, Lepanto Building
8747 Paseo de Roxas, Makati City

We have audited in accordance with Philippines Standards on Auditing, the consolidated financial statements of Manila Mining Corporation and Subsidiary (the Group) as at December 31, 2013 and 2012 and for each of the three years in the period ended December 31, 2013, included in this Form 17-A, and have issued our report thereon dated March 17, 2014. Our audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The schedules listed in the Index to the Consolidated Financial Statements and Supplementary Schedules are the responsibility of the Company's management. These schedules are presented for purposes of complying with Securities Regulation Code Rule 68, As Amended (2011) and are not part of the basic financial statements. These schedules have been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, fairly state, in all material respects, the information required to be set forth therein in relation to the basic financial statements taken as a whole.

SYCIP GORRES VELAYO & CO.


Eleanore A. Layug

Partner

CPA Certificate No. 0100794

SEC Accreditation No. 1250-A (Group A),

August 9, 2012, valid until August 8, 2015

Tax Identification No. 163-069-453

BIR Accreditation No. 08-001998-97-2012,

January 11, 2012, valid until January 10, 2015

PTR No. 4225180, January 2, 2014, Makati City

March 17, 2014



**MANILA MINING COMPANY AND SUBSIDIARY
INDEX TO THE CONSOLIDATED FINANCIAL STATEMENTS
AND SUPPLEMENTARY SCHEDULES
DECEMBER 31, 2013**

Page

Financial Statements:

Statement of Management Responsibility	
Independent Auditors' Report	
Consolidated Statements of Financial Position	
Consolidated Statements of Comprehensive Income	
Consolidated Statements of Cash Flows	
Consolidated Statements of Changes in Equity	
Notes to Consolidated Financial Statements	

Supplementary Schedules:

Independent Auditors' Report on Supplementary Schedules	
Schedule I - Reconciliation of Retained Earnings Available for Declaration	53
Schedule II - Schedule Showing Financial Soundness	54
Schedule III - A Map Showing the Relationship between the Parent Company and its Subsidiary	55
Schedule IV - Schedule of Effective Standards and Interpretations under PFRS	56
Schedule V - Supplementary Schedules Required under Annex 68-E	
Schedule A: Financial Assets	61
Schedule B: Amounts Receivable from Directors, Officers, Employees, Related Parties and Principal Stockholders (Other than Related Parties)	62
Schedule C: Amounts Receivable from Related Parties which are Eliminated during the Consolidation of Financial Statements	63
Schedule D: Intangible Assets - Other Assets	64
Schedule E: Long-term debt	65
Schedule F: Indebtedness to Related Parties (Long-Term Loans from Related Companies)	66
Schedule G: Guarantees of Securities of Other Issuers	67
Schedule H: Capital Stock	68



SCHEDULE I
RECONCILIATION OF RETAINED EARNINGS
AVAILABLE FOR DIVIDEND DECLARATION
As of December 31, 2013

MANILA MINING CORPORATION AND SUBSIDIARY
20th Floor, Lepanto Building, 8747 Paseo de Roxas, Makati City

Unappropriated Retained Earnings, as adjusted to available for dividend distribution, beginning	₱45,392,521
Add: Net loss actually incurred during the period	
Net loss during the period closed to Retained Earnings	<u>₱12,218,207</u>
Less: Non-actual/unrealized income net of tax	—
Equity in net income of associate/joint venture	—
Unrealized foreign exchange gain-net (except those attributable to Cash and Cash Equivalents)	—
Unrealized actuarial gain	—
Fair value adjustment (M2M gains)	—
Fair value adjustment of Investment Property resulting to gain	—
Adjustment due to deviation from PFRS/GAAP-gain	—
Other unrealized gains or adjustments to the retained earnings as a result of certain transactions accounted for under the PFRS	—
Subtotal	<u>—</u>
Add: Non-actual losses	—
Depreciation on revaluation increment (after tax)	—
Adjustment due to deviation from PFRS/GAAP-loss	—
Loss on fair value adjustment of investment property	—
Subtotal	<u>—</u>
Net loss actually incurred during the period	<u>12,218,207</u>
Add (Less):	
Dividend declarations during the period	—
Appropriations of retained earnings	—
Reversals of appropriations	—
Effects of prior period adjustments	—
Treasury shares	—
Subtotal	<u>—</u>
TOTAL RETAINED EARNINGS, END AVAILABLE FOR DIVIDEND	<u>₱33,174,314</u>

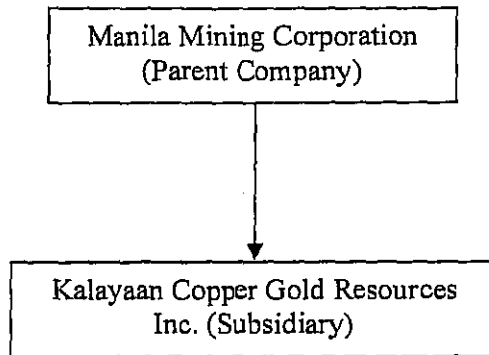


SCHEDULE II
MANILA MINING CORPORATION AND SUBSIDIARY
SCHEDULE SHOWING FINANCIAL SOUNDNESS
PURSUANT TO SRC RULE 68, AS AMENDED
DECEMBER 31, 2013

	2013	2012 (As restated)
Profitability ratios:		
Return on assets	-0.31%	-0.43%
Return on equity	-0.50%	-0.53%
Net profit margin	N/A	N/A
Solvency and liquidity ratios:		
Current ratio	0.37:1	1.10:1
Debt to equity ratio	0.19:1	0.12:1
Quick ratio	0.02:1	0.63:1
Financial leverage ratio:		
Asset to equity ratio	1.19:1	1.13:1
Debt to asset ratio	0.16:1	0.11:1
Interest rate coverage ratio		N/A



SCHEDULE III
MANILA MINING CORPORATION AND SUBSIDIARY
A MAP SHOWING THE RELATIONSHIP BETWEEN THE PARENT COMPANY
AND ITS SUBSIDIARY
PURSUANT TO SRC RULE 68, AS AMENDED
DECEMBER 31, 2013



SCHEDULE IV
MANILA MINING CORPORATION AND SUBSIDIARY
TABULAR SCHEDULE OF EFFECTIVE STANDARDS
AND INTERPRETATIONS UNDER THE PFRS
PURSUANT TO SRC RULE 68, AS AMENDED
DECEMBER 31, 2013

I. List of Philippine Financial Reporting Standards (PFRSs) [which consist of PFRSs, Philippine Accounting Standards (PASs) and Philippine Interpretations] effective as at December 31, 2013:

PHILIPPINE FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS Effective as at January 1, 2013		Adopted	Not Adopted	Not Applicable
Framework for the Preparation and Presentation of Financial Statements Conceptual Framework Phase A: Objectives and qualitative characteristics				
PFRSs Practice Statement Management Commentary				
Philippine Financial Reporting Standards				
PFRS 1 (Revised)	First-time Adoption of Philippine Financial Reporting Standards			✓
	Amendments to PFRS 1 and PAS 27: Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate			✓
	Amendments to PFRS 1: Additional Exemptions for First-time Adopters			✓
	Amendment to PFRS 1: Limited Exemption from Comparative PFRS 7 Disclosures for First-time Adopters			✓
	Amendments to PFRS 1: Severe Hyperinflation and Removal of Fixed Date for First-time Adopters			✓
	Amendments to PFRS 1: Government Loans			✓
PFRS 2	Share-based Payment	✓		
	Amendments to PFRS 2: Vesting Conditions and Cancellations	✓		
	Amendments to PFRS 2: Group Cash-settled Share-based Payment Transactions			✓
PFRS 3 (Revised)	Business Combinations			✓
PFRS 4	Insurance Contracts			✓
	Amendments to PAS 39 and PFRS 4: Financial Guarantee Contracts			✓
PFRS 5	Noncurrent Assets Held for Sale and Discontinued Operations			✓
PFRS 6	Exploration for and Evaluation of Mineral Resources	✓		



PHILIPPINE FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS Effective as of January 1, 2013		Adopted	No Adopted	Not Applicable
PFRS 7	Financial Instruments: Disclosures	✓		
	Amendments to PAS 39 and PFRS 7: Reclassification of Financial Assets	✓		
	Amendments to PAS 39 and PFRS 7: Reclassification of Financial Assets - Effective Date and Transition			✓
	Amendments to PFRS 7: Improving Disclosures about Financial Instruments	✓		
	Amendments to PFRS 7: Disclosures - Transfers of Financial Assets	✓		
	Amendments to PFRS 7: Disclosures - Offsetting Financial Assets and Financial Liabilities			✓
	Amendments to PFRS 7: Mandatory Effective Date of PFRS 9 and Transition Disclosures			✓
PFRS 8	Operating Segments	✓		
PFRS 9	Financial Instruments	Not early adopted		
	Amendments to PFRS 9: Mandatory Effective Date of PFRS 9 and Transition Disclosures	Not early adopted		
PFRS 10	Consolidated Financial Statements	✓		
PFRS 11	Joint Arrangements			✓
PFRS 12	Disclosure of Interests in Other Entities	✓		
PFRS 13	Fair Value Measurement	✓		
Philippine Accounting Standards				
PAS 1 (Revised)	Presentation of Financial Statements	✓		
	Amendment to PAS 1: Capital Disclosures	✓		
	Amendments to PAS 32 and PAS 1: Puttable Financial Instruments and Obligations Arising on Liquidation			✓
	Amendments to PAS 1: Presentation of Items of Other Comprehensive Income	✓		
PAS 2	Inventories	✓		
PAS 7	Statement of Cash Flows	✓		
PAS 8	Accounting Policies, Changes in Accounting Estimates and Errors	✓		
PAS 10	Events after the Balance Sheet Date	✓		
PAS 11	Construction Contracts			✓
PAS 12	Income Taxes	✓		
	Amendment to PAS 12 - Deferred Tax: Recovery of Underlying Assets	✓		



PUBLISHED FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS Effective as of January 1, 2012		Adopted	Not Adopted	No Applicable
PAS 16	Property, Plant and Equipment	✓		
PAS 17	Leases	✓		
PAS 18	Revenue	✓		
PAS 19	Employee Benefits	✓		
	Amendments to PAS 19: Actuarial Gains and Losses, Group Plans and Disclosures			✓
PAS 19 (Amended)	Employee Benefits	✓		
PAS 20	Accounting for Government Grants and Disclosure of Government Assistance			✓
PAS 21	The Effects of Changes in Foreign Exchange Rates	✓		
	Amendment: Net Investment in a Foreign Operation			✓
PAS 23 (Revised)	Borrowing Costs			✓
PAS 24 (Revised)	Related Party Disclosures	✓		
PAS 26	Accounting and Reporting by Retirement Benefit Plans			✓
PAS 27	Consolidated and Separate Financial Statements	✓		
PAS 27 (Amended)	Separate Financial Statements	✓		
PAS 28	Investments in Associates			✓
PAS 28 (Amended)	Investments in Associates and Joint Ventures			✓
PAS 29	Financial Reporting in Hyperinflationary Economies			✓
PAS 31	Interests in Joint Ventures			✓
PAS 32	Financial Instruments: Disclosure and Presentation	✓		
	Amendments to PAS 32 and PAS 1: Puttable Financial Instruments and Obligations Arising on Liquidation			✓
	Amendment to PAS 32: Classification of Rights Issues			✓
	Amendments to PAS 32: Offsetting Financial Assets and Financial Liabilities			✓
PAS 33	Earnings per Share	✓		
PAS 34	Interim Financial Reporting			✓
PAS 36	Impairment of Assets	✓		
PAS 37	Provisions, Contingent Liabilities and Contingent Assets	✓		
PAS 38	Intangible Assets			✓
PAS 39	Financial Instruments: Recognition and Measurement	✓		
	Amendments to PAS 39: Transition and Initial	✓		



PHILIPPINE FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS Effective as of January 1, 2013		Adopted	Not Adopted	Not Applicable
	Recognition of Financial Assets and Financial Liabilities			
	Amendments to PAS 39: Cash Flow Hedge Accounting of Forecast Intragroup Transactions			✓
	Amendments to PAS 39: The Fair Value Option			✓
	Amendments to PAS 39 and PFRS 4: Financial Guarantee Contracts			✓
	Amendments to PAS 39 and PFRS 7: Reclassification of Financial Assets	✓		
	Amendments to PAS 39 and PFRS 7: Reclassification of Financial Assets – Effective Date and Transition			✓
	Amendments to Philippine Interpretation IFRIC-9 and PAS 39: Embedded Derivatives	✓		
	Amendment to PAS 39: Eligible Hedged Items			✓
PAS 40	Investment Property	✓		
PAS 41	Agriculture			✓
Philippine Interpretations				
IFRIC 1	Changes in Existing Decommissioning, Restoration and Similar Liabilities	✓		
IFRIC 2	Members' Share in Co-operative Entities and Similar Instruments			✓
IFRIC 4	<i>Determining Whether an Arrangement Contains a Lease</i>	✓		
IFRIC 5	Rights to Interests arising from Decommissioning, Restoration and Environmental Rehabilitation Funds	✓		
IFRIC 6	<i>Liabilities arising from Participating in a Specific Market - Waste Electrical and Electronic Equipment</i>			✓
IFRIC 7	<i>Applying the Restatement Approach under PAS 29 Financial Reporting in Hyperinflationary Economies</i>			✓
IFRIC 8	<i>Scope of PFRS 2</i>			✓
IFRIC 9	Reassessment of Embedded Derivatives			✓
	Amendments to Philippine Interpretation IFRIC-9 and PAS 39: Embedded Derivatives			✓
IFRIC 10	<i>Interim Financial Reporting and Impairment</i>			✓
IFRIC 11	PFRS 2- Group and Treasury Share Transactions			✓
IFRIC 12	Service Concession Arrangements			✓
IFRIC 13	Customer Loyalty Programmes			✓
IFRIC 14	The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction			✓
	Amendments to Philippine Interpretations IFRIC- 14, Prepayments of a Minimum Funding Requirement			✓



PHILIPPINE FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS Effective as of January 1, 2013		Adopted	Not Adopted	Not Applicable
IFRIC 16	Hedges of a Net Investment in a Foreign Operation			✓
IFRIC 17	Distributions of Non-cash Assets to Owners			✓
IFRIC 18	Transfers of Assets from Customers			✓
IFRIC 19	Extinguishing Financial Liabilities with Equity Instruments			✓
IFRIC 20	Stripping Costs in the Production Phase of a Surface Mine	✓		
SIC-7	Introduction of the Euro			✓
SIC-10	Government Assistance - No Specific Relation to Operating Activities			✓
SIC-12	Consolidation - Special Purpose Entities			✓
	Amendment to SIC - 12: Scope of SIC 12			✓
SIC-13	Jointly Controlled Entities - Non-Monetary Contributions by Venturers			✓
SIC-15	Operating Leases - Incentives			✓
SIC-25	Income Taxes - Changes in the Tax Status of an Entity or its Shareholders	✓		
SIC-27	Evaluating the Substance of Transactions Involving the Legal Form of a Lease	✓		
SIC-29	Service Concession Arrangements: Disclosures.			✓
SIC-31	Revenue - Barter Transactions Involving Advertising Services			✓
SIC-32	Intangible Assets - Web Site Costs			✓



SCHEDULE V
MANILA MINING CORPORATION AND SUBSIDIARY
SUPPLEMENTARY SCHEDULES UNDER ANNEX 68-E
PURSUANT TO SRC RULE 68, AS AMENDED

Financial Assets
December 31, 2013

SCHEDULE A

Name of issuing entity and association of each issue	Number of shares or principal amount of bonds and notes	Amount shown in the statement of financial position	Income received and accrued
AFS Financial Statement:			
Lepanto Consolidated Mining Corporation	65,870,000	₱20,419,700	—
Manila Peninsula	750,000	7,500,000	—
Total		₱27,919,700	—



MANILA MINING CORPORATION AND SUBSIDIARY
Amounts Receivable from Directors, Officers, Employees, Related Parties and Principal Stockholders (Other than Related Parties)
December 31, 2013

SCHEDULE B

Name and designation of debtor	Balance at beginning of period	Additions	Amounts collected	Amounts written off	Current	Not current	Balance at end of period
--------------------------------------	-----------------------------------	-----------	-------------------	------------------------	---------	-------------	--------------------------------

NOT APPLICABLE



MANILA MINING CORPORATION AND SUBSIDIARY
Amounts Receivable from Related Parties which are Eliminated during the Consolidation of Financial Statements
December 31, 2013

SCHEDULE C

Name and designation of debtor	Balance at beginning of period	Additions	Amounts collected	Amounts written off	Current	Not current	Balance at end of period
Kalayaan Copper-Gold Resources Inc., Subsidiary	P793,004	P82,883	P-	P-	P875,887	P-	P875,887



MANILA MINING CORPORATION AND SUBSIDIARY
Intangible Assets – Other Assets
December 31, 2013

SCHEDULE D

Description	Beginning balance	Additions at cost	Charged to cost and expenses	Charged to other accounts	Other charges additions (deductions)	Ending balance
-------------	----------------------	----------------------	------------------------------------	------------------------------	--	-------------------

NOT APPLICABLE



MANILA MINING CORPORATION AND SUBSIDIARY
Long-Term Debt
December 31, 2013

SCHEDULE E

Title of issue and type of obligation	Amount authorized by indenture	Amount shown under caption "Current portion of long term debt" in related balance sheet	Amount shown under caption "Long-Term Debt" in related balance sheet
---------------------------------------	--------------------------------	---	--

NOT APPLICABLE



MANILA MINING CORPORATION AND SUBSIDIARY
Indebtedness to Related Parties (Long-Term Loans from Related Companies)
December 31, 2013

SCHEDULE F

Name of related party	Balance at beginning of period	Balance at end of period
-----------------------	--------------------------------	--------------------------

NOT APPLICABLE



MANILA MINING CORPORATION AND SUBSIDIARY
Guarantees of Securities of Other Issuers
December 31, 2013

SCHEDULE G

Name of issuing entity of securities guaranteed by the company for which this statement is filed	Title of issue of each class of securities guaranteed	Total amount guaranteed and outstanding	Amount owned by a person for which statement is filed	Nature of guarantee
--	---	--	--	---------------------

NOT APPLICABLE



MANILA MINING CORPORATION AND SUBSIDIARY
Capital Stock
December 31, 2013

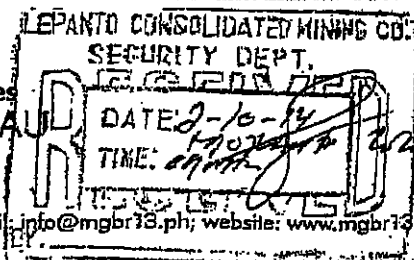
SCHEDULE H

Title of issue	Number of shares authorized	Total number of shares subscribed, issued and outstanding as shown under related balance sheet caption	Number of shares reserved for option warrants, conversions and other rights	Number of shares held by affiliates	Directors, officers and employees	Others
Common Stock						
Class "A"	156,000,000,000	121,281,301,045	—	22,321,084,966	2,518,591,957	96,441,624,122
Class "B"	104,000,000,000	80,737,597,656	—	17,316,045,445	1,549,394,893	61,872,157,318





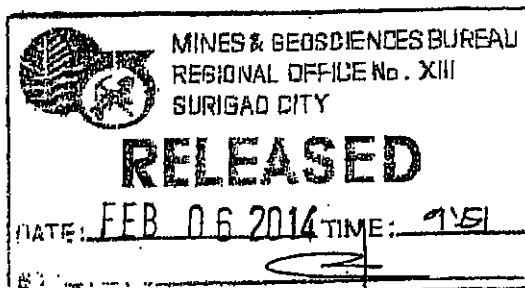
Republic of the Philippines
Department of Environment and Natural Resources
MINES AND GEOSCIENCES BUREAU
Regional Office No. XIII
Km. 2 National Highway, Surigao City
Tel No. (+63 86) 826-5256; Fax No. (+63 86) 826-1058; E-mail: info@mgbr13.ph; website: www.mgbr13.ph



MMD-MTS 14-02-012

February 5, 2014

ATTY. PABLO T. AYSON, JR.
Vice-President –Mining Claims
Manila Mining Corporation
20th Floor, BA –Lepanto
8747 Paseo de Roxas
Makati, Metro Manila



ANNEX "A"

Sir:

This has reference to your letter dated 03 February 2014 requesting for a certification relative to the mining claims of Manila Mining Corporation covered by Mining Lease Contract, Mineral Production Sharing Agreement and Exploration Permit within the Province of Surigao del Norte.

Please be informed that as of todate the aforesaid corporation has an existing MPSA, EP and APSA application, to wit:

Appl. No.	Location	Hectares	Commodity	Date Granted	Expiry Date	Remarks
Mining Lease Contract Nos. MRD-322, 323, and 324	Sitio Tinabingan, Bo. Mapaso, Mun. of Placer	438.7500 more or less	Gold, etc.	June 4, 1986	June 3, 2011	converted to an MPSA application denominated as APSA-000107-XIII. The subject application was forwarded to MGB Central Office on 3-30-12
Mining Lease Contract No. MRD-480	Bo. Magsaysay, Mun. of Placer	162.6473	Gold, etc.	June 4, 1986	June 3, 2011	Converted to an MPSA application denominated as APSA-000083-XII. The subject application was forwarded to MGB Central Office on 3-05-07



Department of Environment and Natural Resources
MINES AND GEOSCIENCES BUREAU
Regional Office No. XI, Surigao City



VP-MMC

22-140205-00058

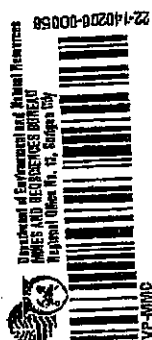
MPSA Contract No. 253-2007-XIII	Mun. of Placer, Province of Surigao del Norte	211.50	Gold, etc.	July 28, 2007	July 27, 2032	Valid and Existing
EP-No. XIII- 014-A (Amended)	Municipalities of Mainit, Placer and Sison, all in the Province of Surigao del Norte	2,178.28 10	Gold, etc.	April 28, 2010	April 28, 2012	With pending application for renewal filed on April 20, 2012 at MGB Central Office.

Furthermore, the aforesaid approved mining properties are being explored and developed according to its approved work programs.

Hoping we have satisfactorily answered your request. This letter therefore serves as **Certification** of your letter-request dated 03 February 2014 in compliance to the directives of the Philippine Stock Exchange & the Securities and Exchange Commission.

Very truly yours,

By Authority of the Regional Director



[Signature]
NOLI N. ARREZA
 OIC, Mine Management Division
 Officer-in-Charge

"MINING SHALL BE PRO-PEOPLE AND PRO-ENVIRONMENT
 IN SUSTAINING WEALTH CREATION AND IMPROVED QUALITY OF LIFE."

TOMAS D.MALIHAN

410 Lower Pias, Camp 7, Kennon Road, Baguio City
+639213772371; +639088814399 email:

tom.malihan@yahoo.com

ANNEX "B"

CERTIFICATION

08 February 2010

Review of the MMC Revival Exploration Program Results

The undersigned was engaged by Mr. Froilan C. Conde, Exploration Manager of Lepanto Consolidated Mining Company, to review the results of the **2007-2008 Revival Exploration Program of Manila Mining Company**, in his capacity as a Philippine Mineral Reporting Code (PMRC) - accredited Competent Person (CP). MMC, which owns the subject mining tenements in Placer, Surigao del Norte, is an affiliate of LCMC. It is understood that the purpose of this review is to obtain certification on the validity and soundness of the exploration results contained in the Revival Exploration Program Report prepared by the MMC Exploration Group which the Company intends to submit to the Philippine Stock Exchange as part of the disclosure on the exploration results obtained in the exploration program.

Findings and Recommendations

MMC's so-called 2007-2008 Revival Exploration Program was initiated by Manila Mining Corporation (MMC) in its tenement holdings in Placer, Surigao del Norte. The program utilized diamond drilling in an effort to define shallow-seated mineral resources within and around the abandoned mining pits from its operations in the '80s and '90s that could justify reviving the mining operation in the light of the prevailing favourable metal markets. The program also targeted deeper-seated porphyry copper gold systems that are conjectured to lie below the known epithermal copper-gold horizon. The program recorded a total of 23,878.65 meters of drilling advance made over a two year period.

The Revival Drilling Program results as collated and synthesized by the MMC Exploration Group, blocked an estimated **76.7Mmt** of copper-gold resource with

The Revival Drilling Program results as collated and synthesized by the MMC Exploration Group, blocked an estimated **76.7Mmt** of copper-gold resource with an average grade of **1.07g/t Au Equivalent** using **0.61g/t Au Equivalent cut-off**. Of this blocked resource, **5.24Mmt @ 1.12g/t Au Equivalent** was categorized as **Measured**, **6.92Mmt @ 1.04g/t Au Equivalent**, **Indicated**, while the bulk, **62.5Mmt @ 1.06g/t Au Equivalent** grade falls under the **Inferred** category. In the computation of the Au Equivalent for the Cu contents, the Group used conservative figures of **USD850/Oz for Au** and **USD2.00/lb for Cu**.

MMC has observed the industry accepted procedures and guidelines in the management of its exploration data during the execution of the drilling program and employed the latest resource estimation tools in its processing of the data stored in its database. The resources estimated by the Exploration Group from the drilling results, however, appear inadequate to help the MMC management decide whether the revival of the mining operation could be justified or not. If MMC limits its option to open-pittable resource, then, it needs to upgrade more of the blocked resource from Inferred to Measured and Indicated. MMC may have to pursue a Phase 2 Drilling Program based on the results of Phase 1 and design more fill in holes for closer-spaced drilling. The program should also limit the drilling depths within the open-pittable horizon to maximize the meterage that really counts in the resource blocking.

In summary, the Manila Mining Corporation Revival Exploration Program Report prepared by the MMC Exploration Group is a well written report and was based on the exploration data diligently gathered, collated, processed and interpreted by the Group. The Group also applied all the required safeguards to protect the integrity and validity of the data stored in the database used in the report preparation. However, the Resource estimated is deemed inadequate to help the MMC Management to decide to go ahead with the revival of the mining operation in the subject tenement that was mothballed in 2001. Additional drilling is suggested to upgrade more resources to higher categories that can be useful for the mine planners.


TOMAS D. MALIHAN

BS Geology, Porphyry Copper Gold and Epithermal Gold Mining and Exploration
Registered Geologist License No. 0387
CP- Exploration Results and Mineral Resource Estimation, PMRC/GSP
CP Registration No. 07-08-06

CERTIFICATION AND CONSENT

1. I, **Tomas D. Malihan**, do hereby certify:
 - That I am a Professional Geologist registered with the Professional Regulation Commission of the Republic of the Philippines
 - That I am presently connected with Benguet Corporation with office address at Universal Re Bldg, 106 Paseo de Roxas, 1226 Makati City, Philippines, holding the position of Vice President for Exploration, Research and Development & concurrent Chief Geologist
2. I graduated and hold the following degrees:
 - BSc in Geology 1971– University of the Philippines. Diliman, Quezon City, Philippines
 - Completed the Management Development Program (MDP) 1987 at the Asian Institute of Management (AIM), Makati City
3. I hold the following Professional Qualifications and has been in good standing with the following professional organizations:
 - Member, Geological Society of the Philippines
 - Member, Association of Filipinos for the Advancement of Geological Sciences, Inc.
 - Accredited Competent Person (CP) Philippine Mineral Reporting Code (PMRC)
4. I have worked as an exploration and mining geologist and, occasionally, as part time consultant for a total of 39 years since graduation from college. I have extensive experience and knowhow in the evaluation of mining properties, in particular, exploration, evaluation and exploitation of porphyry copper-gold and epithermal gold vein deposits.
5. I am aware of the definition of 'Competent Person' as defined in the Philippine Mineral Reporting Code (PMRC) and certify that by virtue of my education, Training, related work experience as well as affiliations with

mining professional organizations, that I fulfil the requirements for a 'Competent Person' set out by the Philippine Mineral Reporting Code.

6. I am responsible for the content of the Technical report titled "A Review of the Manila Mining Corporation's Revival Exploration Results" dated February 8, 2010.
7. I have no prior involvement with Manila Mining Corporation who engaged me to review the exploration results of the MMC Revival Exploration Program. That I have no vested interest in Manila Mining Corporation, whatsoever.
8. For this Technical Report, I am an independent reviewer and resource estimator applying all of the necessary guidelines set out in the Philippine Mineral Reporting Code in the conduct of the review and evaluation.
9. I have read the guidelines spelled out in the Philippine Mineral Reporting Code and this review/technical report has been prepared in accordance with the Code.
10. I consent to the filing of the technical report with the Philippine Stock Exchange and other regulatory authorities and any publication by them for regulatory and disclosure purposes, including electronic publication in the public company files on their websites accessible by the public, of the Technical Report.
11. Copies of this report are submitted both in hard copies and as digital file in pdf format to the Manila Mining Corporation management.

Dated at Baguio City, Philippines, 08 February 2010


Tomas D. Malihan

Registered Geologist, Registration No 387

Professional Regulation Commission

Competent Person, Registration No. 07-08-06

Philippine Mineral Reporting Code

ACKNOWLEDGMENT

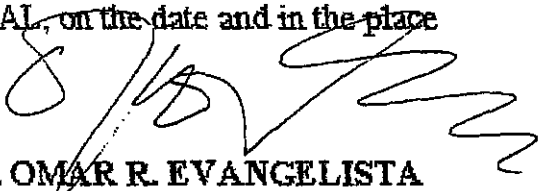
REPUBLIC OF THE PHILIPPINES)
D O N E : In the City of Baguio) S.S.

BEFORE ME, a Notary Public for and in the City of Baguio, Philippines, this 8th of February, 2010, personally appeared the above person, with Community Tax Certificate bearing No. 23447172, issued on January 23, 2009, in the City of Baguio, who presented to me an integrally complete instrument, known to me and to me known to be the same person or identified by me through competent evidence of identity, who executed the foregoing instrument/document, and who represented to me that his signature appearing on the foregoing instrument/document was voluntarily affixed by him in my presence and that he has declared the same to be his free and voluntary act and deed.

This instrument, consisting of sixteen (16) pages, has been signed by the above-named person in my presence on each and every page hereof.

WITNESS MY HAND AND SEAL, on the date and in the place
above written.

Doc. No. 427;
Page No. 86;
Book No.: LI;
Series of 2010.


ATTY. OMAR R. EVANGELISTA
Notary Public
Until December 31, 2010
PTR NO. 2654500/January 4, 2010/Baguio City
Roll of Attorneys No. 40195/May 3, 1995
IBP O.R. NO. 777427/Nov. 11, 2009
Baguio-Benguet Chapter
Room C-306 Lopez Bldg. C, Session Road Baguio City
N.A. NO. 91-NC-09-R

ANNEX "C"

A FOLLOW-UP REVIEW OF MANILA MINING CORPORATIONS's REVIVAL EXPLORATION PROGRAM RESULTS AS OF JULY, 2012

PLACER, SURIGAO DEL NORTE, NORTHERN MINDANAO, PHILIPPINES

BY : FROILAN C. CONDE

Exploration and Mine Geology Manager

Lepanto Mine Division, Mankayan, Benguet

Registered Geologist, PRC Lic. No. 283

PTR No. BGT 3253446

CP Exploration Results & Mineral Resource Estimation, PMRC/GSP

CP Reg. No. 10-09-01

May 01, 2014


2.0 CERTIFICATION and CONSENT OF CP

1. I, FROILAN C.CONDE, do hereby certify:
 - That I am a Professional Geologist registered with the Professional Regulation Commission of the Republic of the Philippines
 - That I am a full-time employee of Lepanto Consolidated Mining Company holding the position of Exploration and Mine Geology Manager
2. I graduated from College with the following degrees :
 - BSc in Geology 1964 – University of the Philippines, Diliman, Quezon City
 - Post-graduate Course : Management Development Program 1982 – Asian Institute of Management, Makati City, Philippines
3. I hold Professional Qualifications being in good standing with the following professional organizations :
 - Member, Geological Society of the Philippines
 - Accredited Competent Person (CP), Philippine Mineral Reporting Code (PMRC)
4. I have extensively worked for 42 years as Exploration and Mine Geologist in three (3) major gold and copper mines in the Philippines, and thus have sufficient experience in the evaluation, exploration, development, and mining of mineral deposits such as epithermal gold, porphyry copper-gold, chromite, and coal.
5. I am aware of the definition of "Competent Person" within the context of the Philippine Mineral Reporting Code and certify that by virtue of my education, training, related work experience and affiliation with the professional organizations, I qualify and fulfill the requirements of such definition.
6. I am responsible for the contents of this technical report titled "A Follow-up Review of Manila Mining Corporation's revival Exploration Program Results as of July, 2012" dated May 01, 2014.

Republic of the Philippines)
City of Baguio) S.C.

SUBSCRIBED AND SWORN to before me this 5th day of May 2014
at the City of Baguio. Affiant, Froilan C. Conde exhibiting to me a valid
identification card, as described below his name and signature, as
competent proof of his identity.

Doc. No. 16;
Page No. 4;
Book No. LXII;
Series of 2014


OMAR R. EVANGELISTA

Notary Public
Until December 31, 2014
PTR NO.1576147; 01-03-2014
IBP NO.937819; 01-02-2014
ROLL NO.40195; 05-03-95
MCLE Compliance No. IV-006975; 07-17-2012

3.0 EXECUTIVE SUMMARY

In the early part of 2012, Manila Mining Corporation (MMC) Commissioned Mining Associates Pty Ltd (MA), a geological and mining consultancy in Brisbane, Australia, to conduct mineral resource estimation for the Ntina and Suyoc deposits of the MMC Placer Mine in Surigao del Norte, Mindanao, as a follow-up to MMC's Continuing "Revival Exploration Program".

On July 20, 2012, MA submitted the results of its mineral resource estimation in a report authored by Ian Taylor. MA declared a **Global Resource** (sum of Measured, Indicated and Inferred resource) of **78.5 M tonnes at 0.19 % Cu and 0.53 g/t Au** for the Ntina and Suyoc deposits.

This Global Resource is broken down into:

Measured: 9.2 M tonnes at 0.23 % Cu and 0.54 g/t Au,
Indicated: 29.9 M tonnes at 0.21 % Cu and 0.52 g/t Au, and
Inferred: 39.4 M tonnes at 0.18 % Cu and 0.53 g/t Au.

The reported resources were based on 476 diamond drill holes having a total meterage of 80, 112.21, and 293 reverse circulation drill holes aggregating 17, 865.3 meters. Both DDH and RC data were used in the interpolation of geological and mineralization domains. However, only the DDH data were utilized in grade estimation due to the non-reliability of RC sample assays.

MA's reported resources are summarized in the tables below:

I. Measured Resource

Deposit	Cut Off Grade	Tonnes (000)	Cu Eq. (%)	Au Eq. (g/t)	% Cu	g/t Au	Lb Cu (000)	Oz Au (000)
Ntina Porphyry	0.28%	5,700	0.50	-	0.23	0.54	28,930	98
Suyoc	Cu Eq.	2,100	0.54	-	0.34	0.39	16,085	27
Ntina Epithermal	0.55 g/t Au Eq.	1,400	-	0.93	0.07	0.79	2,128	34
TOTAL / AVERAGE	-	9,200	-	-	0.23	0.54	47,143	159

II. Indicated Resource

Deposit	Cut Off Grade	Tonnes (000)	Cu Eq. (%)	Au Eq. (g/t)	% Cu	g/t Au	Lb Cu (000)	Oz Au (000)
Ntina Porphyry	0.28%	20,800	0.22	-	0.22	0.49	99,202	361
Suyoc	Cu Eq.	4,200	0.46	-	0.30	0.32	27,933	43
Ntina Epithermal	0.55 g/t Au Eq.	4,900	-	0.90	0.08	0.84	8,205	132
TOTAL / AVERAGE	-	29,900	-	-	0.21	0.52	135,340	536

III. Inferred Resource

Deposit	Cut Off Grade	Tonnes (000)	Cu Eq. (%)	Au Eq. (g/t)	% Cu	g/t Au	Lb Cu (000)	Oz Au (000)
Ntina Porphyry	0.28%	28,300	0.22	-	0.22	0.45	136,067	428
Suyoc	Cu Eq.	500	0.37	-	0.26	0.22	3,060	4
Ntina Epithermal	0.55 g/t Au Eq.	10,600	-	0.90	0.06	0.77	15,102	262
TOTAL / AVERAGE	-	39,400	-	-	0.18	0.53	154,229	694

IV. Global Resource

Deposit	Cut Off Grade	Tonnes (000)	Cu Eq. (%)	Au Eq. (g/t)	% Cu	g/t Au	Lb Cu (000)	Oz Au (000)
Ntina Porphyry Suyoc Ntina Epithermal	As per above	78,500	-	-	0.19	0.53	336,712	1,389

In MMC's initial resource estimation in November, 2009 that was based on results from what was termed as "Revival Exploration Program", and which was reviewed and certified by Mr. Tomas D. Malihan in a CP report dated February 8, 2010, the combined Measured and Indicated Resources comprised merely 19% of the Global Resource, while a large portion (81%) consisted of Inferred Resource.

In comparison, MA's resource estimation on July 20, 2012 which is the subject of this follow-up review has shown that the Measured and Inferred Resources have substantially increased through additional diamond drilling to 50% of the Global Resource.

However, the other 50% of the Global Resource remains in the Inferred category which could be upgraded to the Measured and Indicated categories by additional fill-in drill holes.

Taking into consideration the fact that to date, a considerable number of fill-in drill holes has already been completed by MMC the database of which has not been included in MA's resource estimation, it behooves MMC to commission another resource estimation run to determine whether there are sufficient resources (Measured and Indicated) that can be converted to reserves, which in turn, could justify a mining feasibility study.

4.0 TABLE OF CONTENTS

• Certification and Consent of CP	2
• Executive Summary	5
• Table of Contents	8
• Introduction	10
• Reliance on Other Experts or CPs	10
• Tenement and Mineral Rights	11
○ Description of Mineral Rights	
• Geographic Features	12
○ Location and Accessibility	
○ Topography, Physiography, Drainage and Vegetation	
○ Climate and Population	
○ Land Use	
○ Socio-Economic Environment	
○ Environmental Features	
• Previous Work	13
• History of Production	15
• Regional and District Geology	16
○ Regional Geologic Setting	
○ Stratigraphy	
○ Structural Geology	
○ Mineralization Locations and General Description	
• Mineral Property Geology	17
○ Geological Work Undertaken by MMC	
○ Rock Types	
○ Geological Structures	

• Mineralization in the Mineral Property	19
o Overview of the Mineralization	
o Type and Style of Mineralization	
o Wall Rock Alteration	
o Geologic Structures / Localization of the Deposits	
o Mineralization at Ntina Pit	
o Mineralization at Suyoc Pit	
o Element Grade Levels and Patterns	
• Exploration	21
o Geological Work by MMC	
o Surface Sampling	
o Drilling and Sampling	
o Exploration Geochemistry	
o Applied Geophysics	
o Sample Preparation, Analyses and Security	
o Quality Assurance / Quality Control	
o Certification on the Quality of Data Used	
• Mineral Resource Estimate	24
o Database Used in Resource Estimation	
o Integrity of Database	
o Data Verification and Validation	
o Cut-off Grades and Bulk Density Used	
o Mineral Resource Estimation Method Used	
o Mineral Resource Categories Used	
o Mineral Resource Estimates	
• Interpretation and Conclusion	28
• Recommendations	28
• References	29
• Appendices	30

5.0 INTRODUCTION

The writer was commissioned by MMC to review, in his capacity as a PMRC-accredited Competent Person, the continuing results of MMC's "Revival Exploration Program" in Placer, Surigao del Norte. The writer visited the exploration site at least four times during the period 2010-2013, each time taking 5 to 6 days. Reports and samples were also reviewed by this writer off-site, which took approximately 3 weeks during the same period.

During those visits and in the preparation of this report, the writer was assisted by Mr. Roberto A. Mabini, MMC's Exploration Geologist; Ms. Arlene A. Morales, former MMC Project Geologist; and Ms. Roma Gonzales, Geologist of Lepanto Consolidated Mining Company.

The purpose of the review is to obtain certification on the validity and soundness of an updated mineral resource estimation based on additional diamond drilling that was prepared by Mr. Ian Taylor, a Mining Associates Pty Ltd Consultant which MMC intends to submit to the Philippine Stock Exchange as part of a disclosure on the exploration results obtained in the exploration program. During his several familiarization visits to the mine site, Mr. Taylor was assisted by the undersigned and the MMC exploration team.

6.0 RELIANCE ON OTHER EXPERTS OR CPs

This report is based on a review of an updated mineral resource estimation report titled "Mineral Resource Estimate for Ntina and Suyoc Deposits, Placer Project, Mindanao, Philippines" prepared by Mining Associates Pty Ltd for MMC on July 20, 2012.

The writer also used as a reference material the CP report of Mr. Tomas D. Malihan titled "A Review of the 2007-2008 Manila Mining Corporation's Revival Exploration Program Results, Placer, Surigao del Norte, Northern Mindanao, Philippines".

7.0 TENEMENT AND MINERAL RIGHTS

7.1 Description of Mineral Rights

The tenement of MMC comprises six (6) groups of mining claims aggregating 5,050 hectares of mineral land that are spread out into separate parcels within the municipalities of Placer, Tagana-an, Sison, Tubod, and Claver in the Province of Surigao del Norte at the northern tip of Mindanao Island. (Appendix 1)

The mining claims are bounded by coordinates: UTM 1,062,000 N (lat.9°35'73.5") to UTM 1,075,000 N (lat.9°42'55.93") and UTM 776,000 E (long.125°30'52.31") to UTM 787,000 E (long.125°36'56.10").

The type and coverage of mining rights granted to MMC for its tenement are summarized as follows:

1. MPSA No. 253-2007-XIII	211.5000	Has.
2. APSA No. 00006-X	1,580.0409	Has.
3. EP No. XIII-014-A	2,176.2810	Has.
4. APSA No. 0000107-XIII	265.5000	Has.
5. APSA No. 00083-XIII	530.1473	Has.
6. EP No. XIII-014-B	286.6342	Has.
(under operating contract with Philex Mining)		
TOTAL	5,050.1034	Has.

Please refer to Appendix 2 (A & B) for additional details on the mining rights.

8.0 GEOGRAPHIC FEATURES

8.1 Location and Accessibility

The MMC mine site is located approximately 2 aerial kilometers north of the municipality of Placer, in the Province of Surigao del Norte, very close to the northeastern tip of Mindanao Island. (Appendix 3)

During good weather, it is ideally accessed from Surigao City through a 32-kilometer concrete highway. However, during inclement weather where flight cancellations are frequent, it is best approached from Butuan City, although via a longer, 102-kilometer route. The two cities are linked to Manila either by commercial flights or ships. A third travel option is by land along the Pan Philippine Highway supplemented by ferry crossings between islands.

8.2 Topography, Physiography, Drainage, and Vegetation

Low relief, rolling terrain, and tapered valleys divided by extended ridges characterize the general topography of the area. Hills and ridges in the vicinity of the old mine site rise to a maximum elevation of only 202 meters above sea level. Small creeks and tributaries flow eastward and drain into Placer Bay.

Vegetation consists of secondary growths such as coconuts, wild bananas, and other tree species like falcata and g-melina. Cogon and other endemic grasses and shrubs are common.

8.3 Climate and Population

Climate is Type II with no pronounced dry season. Rainfall is heaviest between November and January, and averages 380 cm per year. Temperature ranges from 26°C to 31°C.

Population in Placer is approximately 25,000.

8.4 Land Use

The main industry in Placer is mining which was started by the East Mindoro Mining Company (EMMC) in 1936 and continued by MMC in 1979 until its closure in 2001. As such, mine infrastructure like the mill, tailings pond, and various office buildings still occupy the old mine site.

Land away from the mine site is utilized for agricultural purposes such as coconut and rice production. Smaller areas are cultivated and planted with root crops like sweet potato, cassava, and vegetables.

8.5 Socio-Economic Environment

Notwithstanding the closure of MMC in 2001, Placer has managed to retain its status as one of the leading municipalities of Surigao del Norte. Assuming MMC resumes its mining operations, economic development and progress in Placer will recommence to make the 4th Class Municipality the Mecca of the working class that it used to be.

8.6 Environmental Features

Placer, where MMC is located, is a coastal 4th Class Municipality with a land area of 8,989 hectares and a population of 25,000. It is politically subdivided into 20 barangays.

9.0 PREVIOUS WORK

9.1 History of Previous Work

MMC launched what was labeled as the "2007-2008 Revival Exploration Program" which was aimed at delineating sufficient shallow gold-copper resources that could warrant the re-opening of the open pit mine that ceased operations in 2001. The exploration diamond

drilling targets selected were the remaining lateral and vertical extensions of the Ntina, Suyoc, Mindoro, and Nellie deposits.

9.2 Work done by Previous Workers

The results of the diamond drilling campaign was summarized in a report prepared by the MMC exploration team in November, 2009 wherein a Global Resource of 76.7 M mt @ 1.07 g/t Au Eq. was declared for the Ntina, Suyoc, and Kinto Limbo deposits. This Global Resource consisted of: Measured – 5.64 M mt @ 1.12 g/t Au Eq.; Indicated – 8.58 M mt @ 1.06 g/t Au Eq.; and Inferred – 62.49 M mt @ 1.06 g/t Au Eq.

9.3 Conclusions of Previous Workers

On February 8, 2010, Mr. Tomas D. Malihan was commissioned by MMC through this writer, to certify the validity and soundness of the initial MMC resource estimation. In his CP report, Mr. Malihan concluded that “the results of the 2007-2008 resource evaluation campaign conducted by MMC in its Placer mineral property in Surigao are far from being conclusive to justify reactivating the mining operations. The combined percentage of Measured and Indicated resources comprise only 19.6% of the delimited Resource with the bulk (81.4%) in the Inferred category. For mine planning purposes, only 19.6% of the 76.7 Mmt of the Global resource blocked by the diamond drills could qualify for categorizing as reserve. But even then, not all of this 19.6% may pass as reserve or mineable if open pittable resource is the target as spelled out in MMC's objective in the Revival Exploration Program.” Mr. Malihan thus recommended additional diamond drilling to upgrade the huge Inferred Resource into the measured and Indicated categories.

10.0 HISTORY OF PRODUCTION

10.1 Production History of District and Area

Mining operations in Placer first started in 1936 when the East Mindanao Mining Company (EMMC) constructed a 100 tpd straight cyanidation plant that was later upgraded to 200 tpd. Mining operation ceased due to the outbreak of World War II. In the mid-seventies, MMC took control of the mining claims previously owned by EMMC.

In its 23 years of mining operations, MMC's total production amounted to 20.5 million tonnes of ore with an average grade of 1.61 g/t Au. From 1982 to 2001 when it suspended mining operations, MMC produced a total of 761,835 ounces gold and 261,720 ounces silver. During its 4 years of copper operations from 1997-2001, MMC produced a total of 19,810,616 lbs. copper.

10.2 Areas Previously Mined

The major source of ore was the Heine Pit, with additional ore coming from Ntina, Suyoc, Reno, and Emma pits. Mining operations were suspended in 2001.

10.3 General Description of Mining, Ore Beneficiation and Product Market

Upon completion of exploration and development work, MMC re-started underground mining in 1979, and then shifted to open-cut mining in 1982.

Both underground and open pit ores were initially treated in the mill employing the Carbon-In-Pulp (CIP) process at 250 tpd. This gradually increased to a maximum of 1500 tpd. Heap leaching was later adapted to process the lower grade ore in 1989. The original mill ceased commercial operation in early 1995 as operating costs increased, and a new mill was commissioned, designed for a 3000-tpd operation. The new mill reached a peak capacity of 10,000 tpd using CIP/CIL process to extract the gold. At this time, the major source of gold ore was the Heine pit supplemented by ore from the Ntina, Suyoc, Reno-Emma and other minor areas. Heine was a comparatively easy to extract open pit operation and the ore is metallurgically clean and ideal for the Carbon in Pulp (CIP) gold recovery process.

MMC used to sell its gold to the Bangko Sentral ng Pilipinas and foreign metals traders, such as Johnson Matthey. The copper concentrate was sold to the Philippine Associated Smelter and Refinery (PASAR) and foreign metals traders.

11.0 REGIONAL AND DISTRICT GEOLOGY

11.1 Regional Geologic Setting

The MMC tenements, spanning 5,050 hectares and covered by six (6) groups of mining claims, lie in an area that constitutes a part of Late Miocene and older rocks that make up the "East Mindanao Ridge" (EMR). The EMR was interpreted by Hamilton in 1978, as an inactive west-facing arc related to an eastward subduction zone located west of the Agusan-Davao Trough during the Mio-Pliocene. (Appendix 4)

11.2 Stratigraphy

The EMR is composed of a basement Pre-Cretaceous schist overthrust by Cretaceous ultramafics belonging to the Dinagat Ophiolite Complex (Korean Proj, 2000). Overlying the basement are Upper Eocene conglomerates of the Mandalay Formation, followed by Oligocene to Early Miocene volcanic and sedimentary rocks belonging to the Bacuag Formation, and finally, Miocene turbidites of the Motherlode Formation.

Unconformably overlying these older rocks of the EMR are the Pliocene Mabuhay Volcanics which consist of andesite stocks and domes, and diatremes. The Mabuhay Volcanics constitute the main host of epithermal mineralization in the MMC Placer Mine.

In turn, the Mabuhay Volcanics are unconformably overlain by Upper Miocene andesites (Paco, Ipil, and Tugunan). The youngest rock in the area is the Timamana Limestone of Upper Pliocene to Pleistocene age. (Appendix 5)

11.3 Structural Geology

Two cross-cutting sets of nearly perpendicular linear structures have been recognized in the District. One set has a general strike of N47°W while the other set strikes N50°E. Breccia pipes and andesitic domes are postulated to have formed along faults that follow the trend of the District's structural fabric. (Appendix 6)

11.4 Mineralization Locations and General Description

The so-called "Kalayaan Corridor" is an 8-kilometer wide belt of hydrothermally altered and mineralized volcanoclastics and breccias formed by a series of at least four NE-trending dextral faults that cuts northeasterly across the district from the Philippine Fault up to the island of Masapelid. MMC's ore sources such as the Heine, Ntina, Suyoc, Mindoro, Emma, and Nellie deposits are localized in diatreme breccias and volcanic domes within this structural belt particularly where prominent faults intersect.

12.0 MINERAL PROPERTY GEOLOGY

12.1 Geological Work Undertaken by MMC

This report was prepared to formally disclose the results of a mineral resource estimation conducted by Mining Associates Pty Ltd (MA) of Australia for MMC on the Ntina and Suyoc deposits of the MMC Placer Mine in Surigao del Norte.

MA summarized the results of the mineral resource estimation in a report which it submitted to MMC on July 20, 2012, and which in turn was reviewed by the writer for CP certification.

12.2 Rock Types

The mineralization at the MMC Placer Mine is hosted in diatreme breccias, andesite volcanic domes and microdiorites belonging to the Mabuhay Volcanics of Pliocene age. The diatremes and dome complex intrude older Miocene to Oligocene units such as limestones, marls, mudstones and siltstones that make up the Motherlode Formation (Middle-Upper Miocene); and basalts, conglomerates, siltstones, greywackes and limestones that comprise the Bacuag Formation (Oligocene to Lower Miocene).

12.3 Geological Structures

The MMC Placer Mine is interpreted to be composed of three or more overlapping diatreme vents that occur along a northeast-trending structural corridor. Locally, ring faults have developed around the margin of the diatremes. The intersection of ring faults and northeast structures appears to have largely contributed to the localization of mineralization.

13.0 MINERALIZATION IN THE MINERAL PROPERTY

13.1 Overview of the Mineralization

Mineralization in the MMC Placer Mine occurs in the known deposits of Heine, Ntina, Suyoc, Mindoro, Emma, and Nellie. (Appendix 7)

The Ntina, Mindoro, and Nellie deposits were mined underground between 1979 and 1982, whereas the Heine, Ntina, Suyoc, and Emma deposits were bulk-mined open pit from 1983 until the mine's closure in 2001.

13.2 Type and Style of Mineralization

There are two distinct styles of mineralization in the MMC Placer Mine. These are: 1) shallow Low-Sulfidation Epithermal Au Mineralization, and 2) deep-seated Porphyry Cu-Au Mineralization.

In the low-sulfidation epithermal type mineralization, chalcedonic to comb-quartz is the main gangue mineral. Ore minerals comprise pyrite, chalcopryrite, bornite, chalcocite, galena, sphalerite, and free gold.

In the porphyry type mineralization, the gangue minerals are quartz and anhydrite in the form of stockwork veins, Ore minerals are pyrite, chalcopryrite, bornite, chalcocite, and hematite.

13.3 Wall Rock Alteration

Alteration minerals in the low-sulfidation epithermal type mineralization consist of silica, clay, and chlorite.

In the porphyry type mineralization, alteration is zoned from a central potassic zone consisting of biotite-K feldspar-magnetite, to a sericite-chlorite-clay zone, and outward to a propylitic (chlorite) zone.

13.4 Geologic Structures / Localization of the Deposits

The Heine, Ntina, Suyoc, Mindoro, Emma, and Nellie deposits are localized in an area occupied by three or more overlapping diatreme vents that have been collectively termed in the geologic literature as the "Placer Bulge" (Appendix 8). Ring faults have developed around the rim of the diatremes. The intersection of these ring faults and northeast-trending dextral faults that define the Kalayaan Corridor is believed to have structurally localized the major deposits in the MMC Placer Mine.

13.5 Mineralization at Ntina Pit

The Ntina Pit represents a near surface epithermal gold-copper deposit that was previously mined by MMC between 1995 and 2001. (Appendix 8)

Mineralization at the pit is hosted by a pipe-like diatreme breccia that has assimilated huge megaclasts of altered, mineralized porphyry-related microdiorites, tuff, mudstone, andesite

porphyry and volcanoclastics. It appears likely that the source of copper mineralization in the pit are mainly the porphyry-related microdiorite megacrysts which may have been plucked at depth from the deep-seated porphyry Cu-Au deposit and brought up near surface by pulses of diatreme activity.

The epithermal style mineralization near surface at the Ntina Pit, which is characterized by pervasive argillic alteration, transitions at depth into porphyry style mineralization marked by strong biotite-magnetite alteration and the occurrence of such ore minerals as chalcopyrite, chalcocite, bornite, and pyrite in a potassic-altered diorite intrusive.

Based on alteration and color, three mineralization styles occur at the Ntina Pit, namely epithermal, porphyry and overprint. The epithermal mineralization style exhibits light yellow to buff color, intense argillization, moderate to strong pyritization and weak chloritization. The porphyry mineralization is marked by green or brown color, strong silica and moderate biotite alteration, and presence of quartz-pyrite-chalcopyrite-bornite-magnetite stockworks. Finally, the overprint mineralization style is characterized by porphyry-style biotite-magnetite alteration and cross-cutting vuggy epithermal quartz-chalcopyrite-galena veinlets.

13.7 Mineralization at Suyoc Pit

The Suyoc deposit is a northeast-trending body that dips moderately northwest. It measures approximately 450 meters long, 100 meters wide, and is localized along the contact zone between a microdiorite porphyry and a strongly altered diatreme breccia. Mineralization is very similar to the Ntina deposit, and consists of epithermal, porphyry, and overprint styles of mineralization.

13.7 Element Grade Levels and Patterns

High-grade ore averaging 7.46 g/t Au and aggregating 82,682 tonnes was produced by the MMC Placer Mine from underground operations between 1979 and 1982, from the Ntina, Mindoro, and Nellie deposits. Grade gradually decreased from 4.79 to 1.27 g/t Au and 0.71 to 0.14 % Cu, but tonnage dramatically increased to as much as 10,000 tpd, when the mine shifted to open-cut bulk mining from 1983 to its closure in 2001.

14.0 EXPLORATION

14.1 Geological Work by MMC

The mineral resource estimation for the Ntina and Suyoc deposits which is the subject of this report was commissioned by MMC to Mining Associates Pty Ltd (MA) of Australia in the early part of 2012. The ensuing resource estimation report submitted by MA on July 20, 2012 was based on drill hole database provided by MMC and validated by MA using Surpac.

14.2 Surface Sampling

Limited surface sampling was carried out by MMC during the period in review. The exploration interest is centered on old mine pits with a wealth of sampling data that have been collected and preserved over their past production years.

14.3 Drilling and Sampling

The database provided by MMC to MA for the resource estimation was mainly derived from past reverse circulation and diamond drilling data. On the Ntina deposit, the drilling database was obtained from 293 RC holes with a total depth of 17,865.3 meters, and 476 DDH aggregating 80,112.21 meters. On the Suyoc deposit, the drilling database was taken from 6 RC holes and 169 DDH with total depths of 554 meters and 22,759.75 meters, respectively.

Drill hole spacing on the Ntina deposit varied from 30 to 60 meters at NW-SE and N-S orientations. On the Suyoc deposit, the drilling grid was 20-25 meters at NW-SE orientation.

Average core recovery was approximately 90 %.

Drill holes were geologically and geotechnically logged. The parameters used in core logging were rock type, color, texture, alteration, structure, mineralization, and rock quality description.

Altered and mineralized cores were split lengthwise by diamond saw. One half was retained for storage. The other half was taken as sample at two-meter interval, placed in a plastic bag with a sample number, and delivered to the MMC assay laboratory.

Blanks and certified reference materials were inserted in each batch of 30 samples to comply with QA/QC protocol.

As a matter of policy, a photograph of each core box was taken for storage in the project database.

14.4 Exploration Geochemistry

No geochemical survey was undertaken.

14.5 Applied Geophysics

No geophysical survey was conducted.

14.6 Sample Preparation, Analyses, and Security

Core samples from the completed diamond drilling program were delivered to MMC's in-house assay laboratory at the mine site for sample preparation. Sample preparation involved oven drying at 110°C for 8 to 12 hours followed by a four-stage crushing to reduce the sample to 2 mm. The 2 mm sample was then passed through a Jones splitter to recover coarse particles, and then pulverized in a ring mill to obtain the final pulp, which was finally quartered. A quarter of the pulp along with others similarly prepared was shipped to the Intertek-McPhar laboratory in Manila for gold, copper and multi-element analysis. The remaining pulp was stored in-house for periodic cross-check analysis and archiving.

The analytical method used for gold was fire assaying using one assay-tonne charge. Copper was analyzed by atomic absorption spectrometer (AAS).

14.7 Quality Assurance / Quality Control

Measures were undertaken to safeguard the integrity and reliability of the drilling database provided by MMC to MA for resource estimation, such as close supervision of core handling, logging, and sampling. Pulp samples from drill cores were shipped to a reputable assay laboratory in Manila (Intertek-McPhar) for analyses. Moreover, Quality Assurance and Quality Control (QA/QC) procedures were implemented on drill core samples. Blanks and standard reference materials were inserted in each batch of 30 samples before delivery to the assay laboratory in order to monitor contamination, accuracy, and precision in the assay results.

14.8 Certification on the Quality of Data Used

The MMC geologists have diligently followed the industry's prescribed procedures and guidelines in the management of exploration data obtained from diamond drilling on the

Ntina and Suyoc deposits. They have ably implemented all the necessary safeguards to protect the integrity and validity of the drill hole database used by MA in the mineral resource estimation for the Ntina and Suyoc deposits.

In turn, MA carried out rudimentary validation in Surpac, of the drill hole database provided by MMC, checking for duplicate sample intervals, overlapping samples, and ensuring that there were no erroneous collar coordinates.

15.0 MINERAL RESOURCE ESTIMATE

15.1 Database Used in Resource Estimation

The database used by MA in the estimation of mineral resource for the Ntina and Suyoc deposits was furnished by MMC and was derived from past reverse circulation and diamond drill holes. On the Ntina deposit, the database was sourced from 293 drill holes with a total depth of 17,865.3 meters and 476 DDH aggregating 80,112.21 meters. On the Suyoc deposit, the database was obtained from 6 RC holes and 169 DDH with total depths of 554 meters and 22,759.75 meters, respectively.

Although RC and DDH data were used in the interpretation of geological and mineralization domains, only the DDH data were utilized in grade estimation owing to the low confidence level ascribed to the RC data.

15.2 Integrity of Database

The MMC exploration team implemented Quality Assurance / Quality Control (QA/QC) measures to protect the integrity and validity of the drill hole database that was furnished to MA for resource estimation. Core handling, logging, and sampling were closely supervised or conducted by MMC geologists. Blank and certified reference materials were inserted in each batch of 30 samples prior to dispatch to the assay laboratory. Moreover, samples from drill core were analyzed by a reputable assay laboratory in Manila.

On the other hand, the mineral resource of MA was prepared under the direction of a Competent Person (Ian Taylor) using accepted industry practice.

15.3 Data Verification and Validation

MA carried out basic validation runs in Surpac on the drill hole database provided by MMC, checking for duplicate sample intervals, overlapping samples and ensuring that there were no erroneous collar coordinates.

15.4 Cut-off Grades and Bulk Density Used

Geological domains were established based on similar mineralization styles for the Ntina and Suyoc deposits. These are the epithermal, porphyry and overprint domains.

The cut-off grade applied on the epithermal domain was 0.55 g/t Au Eq. On the other hand, the cut-off grade applied on either the porphyry or overprint domain was 0.28% Cu Eq.

The gold equivalent and copper equivalent were provided by MMC. The gold equivalent is based on $\text{Cu \%} \times 2 + \text{Au g/t}$. The copper equivalent is based on $\text{Au g/t} \times 0.5 + \text{Cu \%}$.

The average bulk density used was 2.5 t/m^3 . The fresh andesite in Suyoc was assigned a bulk density of 2.6 t/m^3 . Other bulk densities applied were 2.5 t/m^3 for the mineralized breccia, 2.0 t/m^3 for strongly weathered material, 2.3 t/m^3 for moderately weathered material and 2.4 t/m^3 for weakly weathered material.

15.5 Mineral Resource Estimation Method Used

MA conducted the mineral resource estimation using Surpac software. Resource estimation consisted of analysis of all drill data, wireframing in section, confirmation and review, grouping the wireframes into sub-domains of similar orientation and grade ranges, tagging and statistical analysis of the drill intercepts by domain, variography, analyzing associated metals within the copper domains, estimation using Ordinary Kriging of copper and gold into

a block model, and analysis and validation guided by geology and alteration, informing data, statistical measures and check reporting.

15.5 Mineral Resource Categories Used

The mineral resource estimate of MA has been prepared under the direction of this writer using accepted industry practice and the guidelines under Table 1 of the PMRC, and has been classified and reported in accordance with the three categories prescribed by the Philippine Mineral Reporting Code (PMRC) as follows:

1. **Measured Mineral Resource** is that part of a Mineral Resource for which tonnage, densities, shape, physical characteristics, grade and mineral content can be estimated with a high level of confidence. It is based on detailed and reliable exploration, sampling, and testing information garnered through appropriate techniques from locations such as outcrops, trenches, pits, workings, and drill holes. The locations are spaced closely enough to confirm geological and grade continuity.
2. **Indicated Mineral Resource** is that part of a Mineral Resource for which tonnage, densities, shape, physical characteristics, grade and mineral content can be estimated with a reasonable level of confidence. It is based on exploration, sampling, and testing information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings, and drill holes. The locations are too widely spaced to confirm geological and/or grade continuity but are spaced closely enough for continuity to be assumed.
3. **Inferred Mineral Resource** is that part of a Mineral Resource for which tonnage, grade and mineral content can be estimated with a low level of confidence. It is inferred from geological evidence, sampling, and assumed but not verified geological and/or grade continuity. It is based on information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings, and drill holes which may be limited or of uncertain quality and reliability.

15.6 Mineral Resource Estimates

MA's mineral resource estimates are summarized in the following tables.

I. Measured Resource

Deposit	Cut Off Grade	Tonnes (000)	Cu Eq. (%)	Au Eq. (g/t)	% Cu	g/t Au	Lb Cu (000)	Oz Au (000)
Ntina Porphyry	0.28%	5,700	0.50	-	0.23	0.54	28,930	98
Suyoc	Cu Eq.	2,100	0.54	-	0.34	0.39	16,085	27
Ntina Epithermal	0.55 g/t Au Eq.	1,400	-	0.93	0.07	0.79	2,128	34
TOTAL / AVERAGE	-	9,200	-	-	0.23	0.54	47,143	159

II. Indicated Resource

Deposit	Cut Off Grade	Tonnes (000)	Cu Eq. (%)	Au Eq. (g/t)	% Cu	g/t Au	Lb Cu (000)	Oz Au (000)
Ntina Porphyry	0.28%	20,800	0.22	-	0.22	0.49	99,202	361
Suyoc	Cu Eq.	4,200	0.46	-	0.30	0.32	27,933	43
Ntina Epithermal	0.55 g/t Au Eq.	4,900	-	0.90	0.08	0.84	8,205	132
TOTAL / AVERAGE	-	29,900	-	-	0.21	0.52	135,340	536

III. Inferred Resource

Deposit	Cut Off Grade	Tonnes (000)	Cu Eq. (%)	Au Eq. (g/t)	% Cu	g/t Au	Lb Cu (000)	Oz Au (000)
Ntina Porphyry	0.28%	28,300	0.22	-	0.22	0.45	136,067	428
Suyoc	Cu Eq.	500	0.37	-	0.26	0.22	3,060	4
Ntina Epithermal	0.55 g/t Au Eq.	10,600	-	0.90	0.06	0.77	15,102	262
TOTAL / AVERAGE	-	39,400	-	-	0.18	0.53	154,229	694

IV. Global Resource

Deposit	Cut Off Grade	Tonnes (000)	Cu Eq. (%)	Au Eq. (g/t)	% Cu	g/t Au	Lb Cu (000)	Oz Au (000)
Ntina Porphyry Suyoc Ntina Epithermal	As per above	78,500	-	-	0.19	0.53	336,712	1,389

16.0 INTERPRETATION AND CONCLUSION

In MMC's initial resource estimation in November, 2009 that was based on results from what was termed as "Revival Exploration Program", and which was reviewed and certified by Mr. Tomas D. Malihan in a CP report dated February 8, 2010, the combined Measured and Indicated Resources comprised merely 19% of the Global Resource, while a large portion (81%) consisted of Inferred Resource.

In comparison, MA's resource estimation on July 20, 2012 which is the subject of this follow-up review has shown that the Measured and Inferred Resources have substantially increased through additional diamond drilling to 50% of the Global Resource.

However, the other 50% of the Global Resource remains in the Inferred category which could be upgraded to the Measured and Indicated categories by additional fill-in drill holes.

17.0 RECOMMENDATIONS

Taking into consideration the fact that to date, a considerable number of fill-in drill holes has already been completed by MMC the database of which has not been included in MA's resource estimation, it behooves MMC to commission another resource estimation run to determine whether there are sufficient resources (Measured and Indicated) that can be converted to reserves, which in turn, could justify a mining feasibility study.

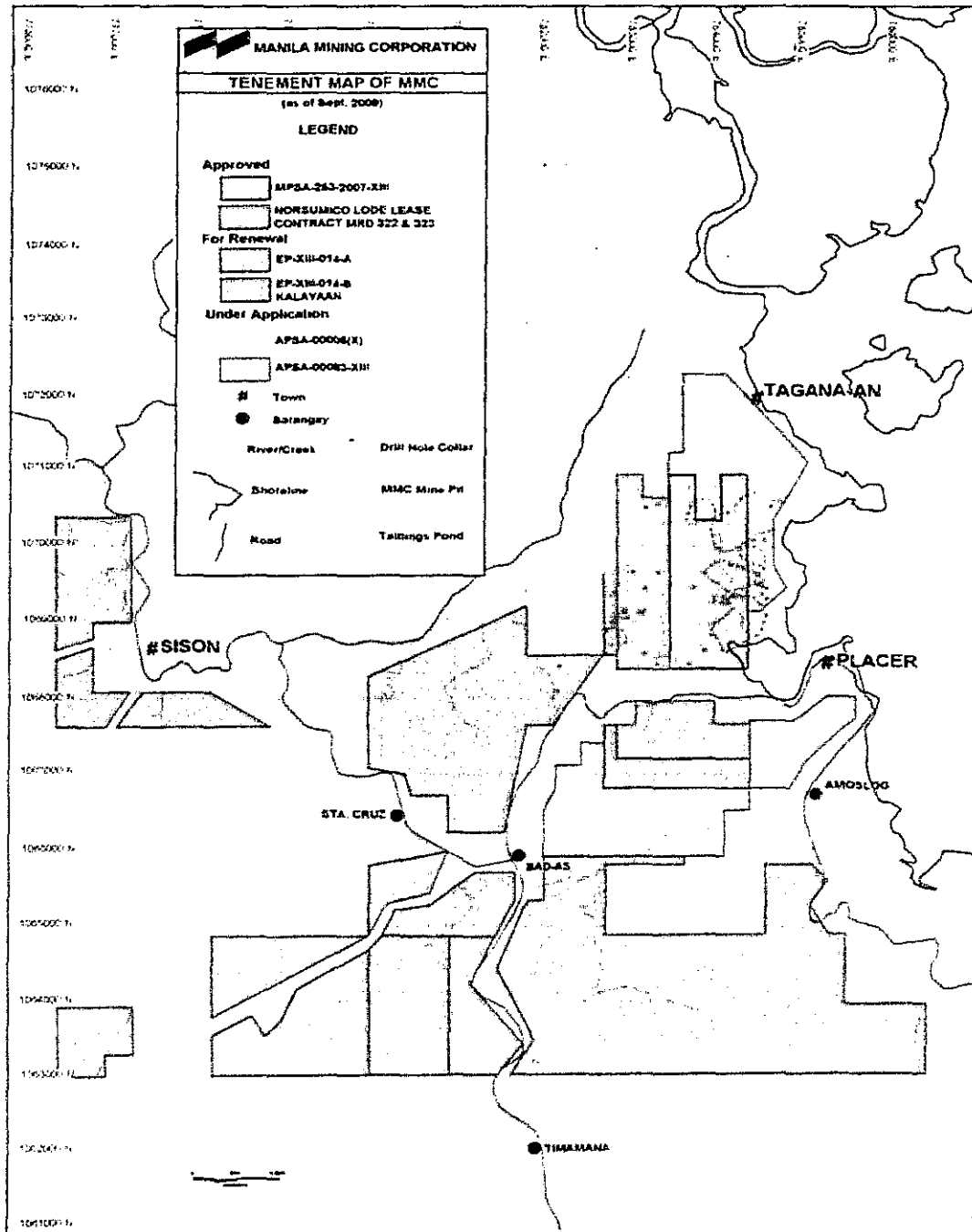
18.0 REFERENCES

18.1 List of References Used

- The Philippine Mineral Reporting Code (The PMRC 2007 Edition)
- A Report on the 2007-2008 MMC Revival Exploration Program, MMC Exploration Group, November 2009
- A Review of the 2007-2008 Manila Mining Corporation's Revival exploration Program Results, Placer, Surigao del Norte, Northern Mindanao, Philippines, Tomas D. Malihan, February 2010
- Review of the Exploration Potential of the Placer Mine Area, Surigao del Norte, Mindanao, Philippines, Max E. Baker, August 2000
- Mineral Resource Estimate for Ntina and Suyoc Deposits, Placer Project, Mindanao, Philippines, Ian Taylor, July 2012

19.0 APPENDICES

- Appendix 1 : Tenement Map of MMC
- Appendix 2 : Consolidated List of MMC Tenements
- Appendix 3 : Location Map of Manila Mining Corporation's Placer Mine
- Appendix 4 : Geologic Map of Caraga Region XIII
- Appendix 5 : Stratigraphic Column of Surigao District
- Appendix 6 : Geologic Map of Surigao Del Norte
- Appendix 7 : Geologic Map of Ntina Pit, Suyoc Pit and Vicinity
- Appendix 8 : Geologic Map of Kalayaan Corridor



Appendix 1:
Tenement map of MMC

Appendix 2 A:

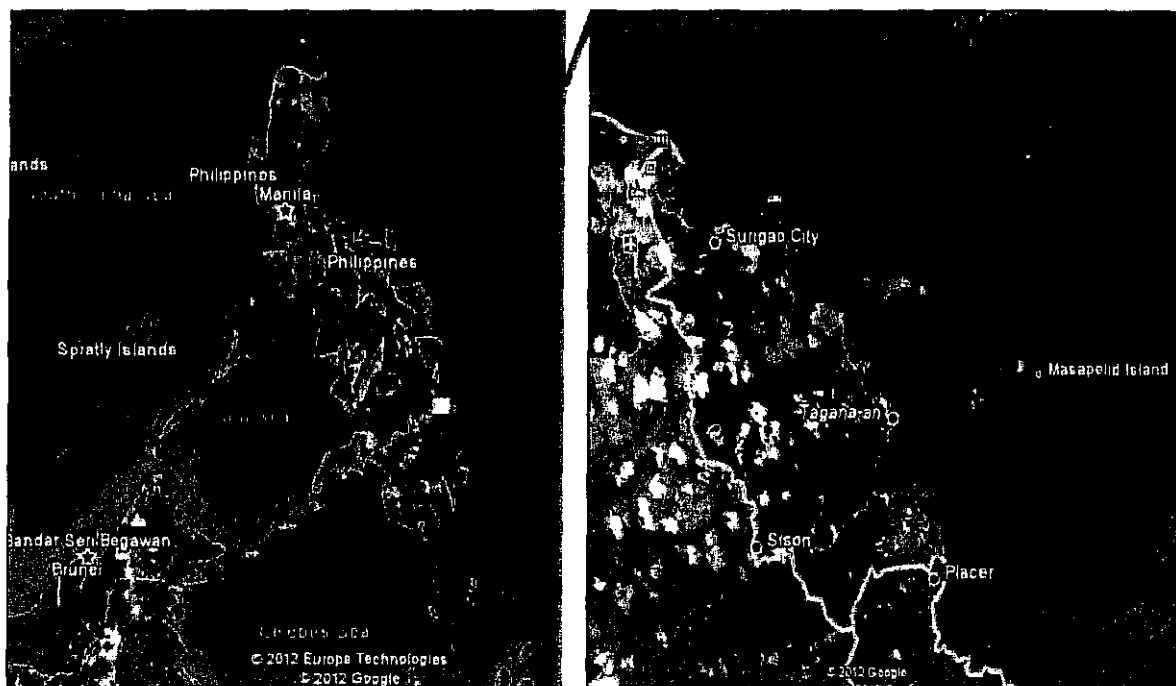
CONSOLIDATED LIST MMC TENEMENTS

**Placer, Surigao del Norte
(as of February 2012)**

ORIGINAL CLAIMS	CONVERSION/ RENEWAL
<p>Lode Lease Contract No. V -1128 (NORSUMICO) ("TANY", "ENCAR", etc. min ing claims) Area = 211.5000 has. Date granted - Sept. 24, 1975 Exp. date - Sept. 24, 2000 NOTE: Under Operating Agreement with MMC Total - 211.5000 has.</p>	<p>APSA NO. 00078XIII A = 211.5000 ha. MPSA NO. 253 -2007- XIII DATE GRANTED – JULY 28, 2007 EXPIRY DATE - JULY 28, 2032 Note: Operating Agreement was renewed for another 25 yrs. Total - 211.5000 has.</p>
<p>Application for Production Sharing Agreement No. 00006-X Filed – Sept. 14, 1992 Orig. Area – 4,850.0000 has.</p>	<p>Application for Production Sharing Agreement No. 00006-X (new), Due for endorsement to DENR Secretary by MBG Central Office.</p> <p>Amended area : 1,580.0409 has.(AMD)</p> <p>Note: Area was reduced due to the conversion of a portion into now EP-XIII-014A of MMC and EP-XIII-014B of Kalayaan.</p>
	<p>Expl. Permit No. EP-XIII-014A MMC Granted - Jan. 26, 2007 Expiry date – Jan. 26, 2009 Area - 2,176.2810 (Parcels I to V)</p> <p>Expl. Permit No. EP-XIII-014B KALAYAAN (with Farm-In Agreement with Philex Mining) Granted - Jan. 26, 2007 Expiry date - Jan. 26, 2009 Area - 286.6342 has. (Parcel VI)</p> <p>2nd Renewal Filed – Jan. 22, 2009 Granted: April 28, 2010 Expiry Date: April 28, 2012 Total - 2,462.9152 has.</p>

Appendix 2 B:

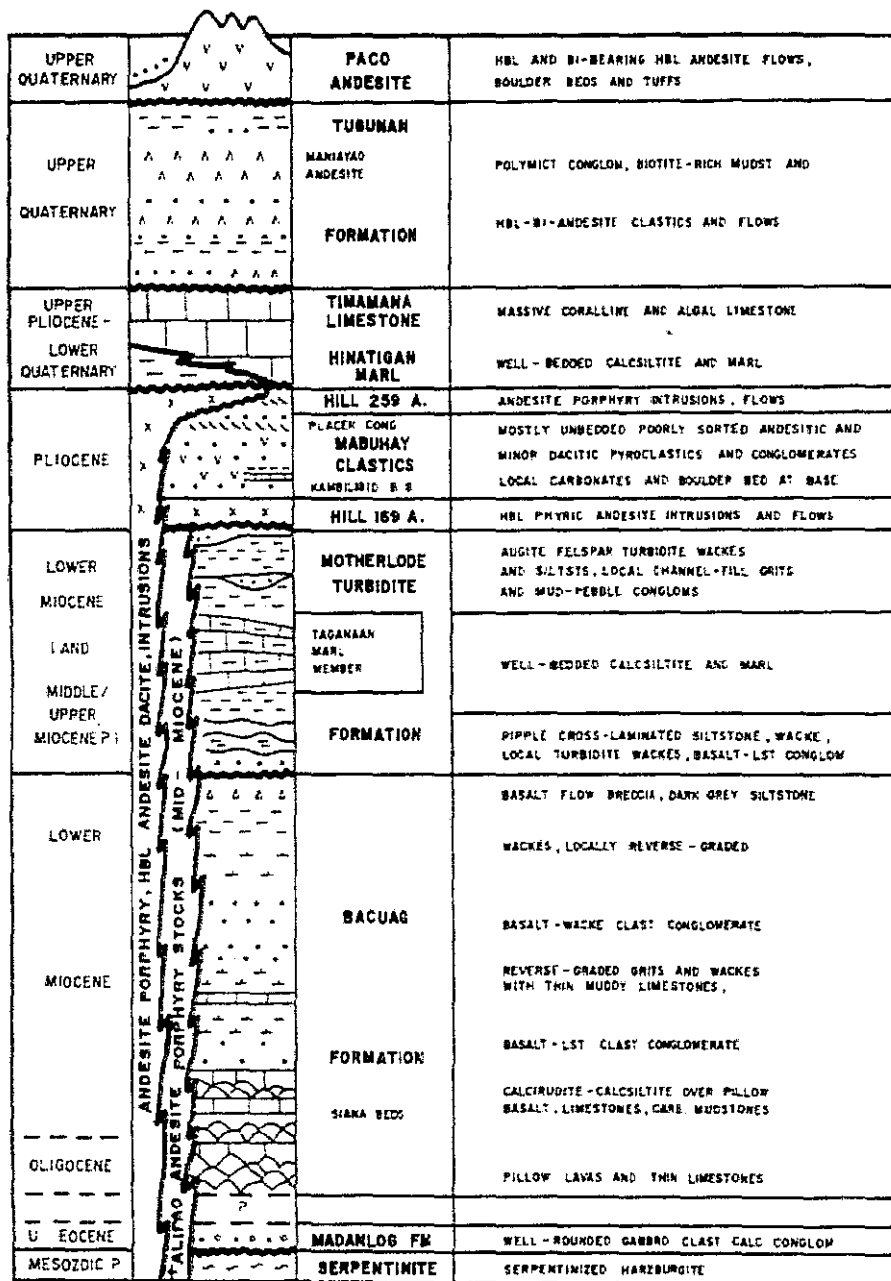
<p>Mining Lease Contract No. MRD – 322 (NORSUMICO) (BIMBO", BAMBI", etc. mining claims)</p> <p align="center">Area – 153.0000 has. Date granted - June 4, 1986 Expiry date - June 4, 2011</p> <p>Mining Lease Contract No. MRD – 323 (NORSUMICO) ("LA LMC", "DEK", etc. mining claims)</p> <p align="center">Area – 117.0000 has. Date granted - June 4, 1986 Expiry date - June 4, 2011</p> <p>NOTE: Under Operating Agreement with MMC Total – 270 has.</p>	<p>APSA 107 covering MRD-322 and MRD-323 filed February 17,2011 covering 265.50 Has. Still Pending at MGB-13, needs endorsement from LGU.</p> <p align="center">NOTE: Operating Agreement was renewed for another 25 yrs.</p> <p align="right">Total- 265.50 has</p>
<p>Mining Lease Contract No. MRD - 67 (WILFREDO RAFOLS)("Gambang" claims) Date granted - April 17, 1978 Expiry date - April 17, 2003 Area - 198.0000 has Note: Under Operating Agreement with MMC</p> <hr/> <p>-----Mining Lease Contract No. MRD - 324 (MMC) (Magsaysay" claims) Date granted - June 3, 1986 Expiry date - June 3, 2011 Area - 321.7500 has.</p> <hr/> <p>----- Mining Lease Contract No. MRD - 480 (MMC) (AIMEE, MALOU, FR., ETC. Mining claims)</p> <p align="center">Date granted - June 3, 1986 Expiry date - Oct. 9, 2011 Area - 162.6473 has. Total - 682.3973 has.</p>	<p align="center">Application for Production Sharing Agreement No. 00083-XIII covering MLC Nos. MRD-67, MRD-324, and MRD-480 filed on February 21, 2003.</p> <p align="center">Note: The reduction of the area was the result of the exclusion of the swamps, mangrove and the 200-meter buffer zone from the shoreline.</p> <p align="center">Due for endorsement to DENR Secretary by MGB Central Office.</p> <p align="right">Area - 530.1473 has.</p>
<p align="right">GRAND TOTAL 6,013.8973 has.</p>	<p align="right">GRAND TOTAL 5,050.1031 has.</p>



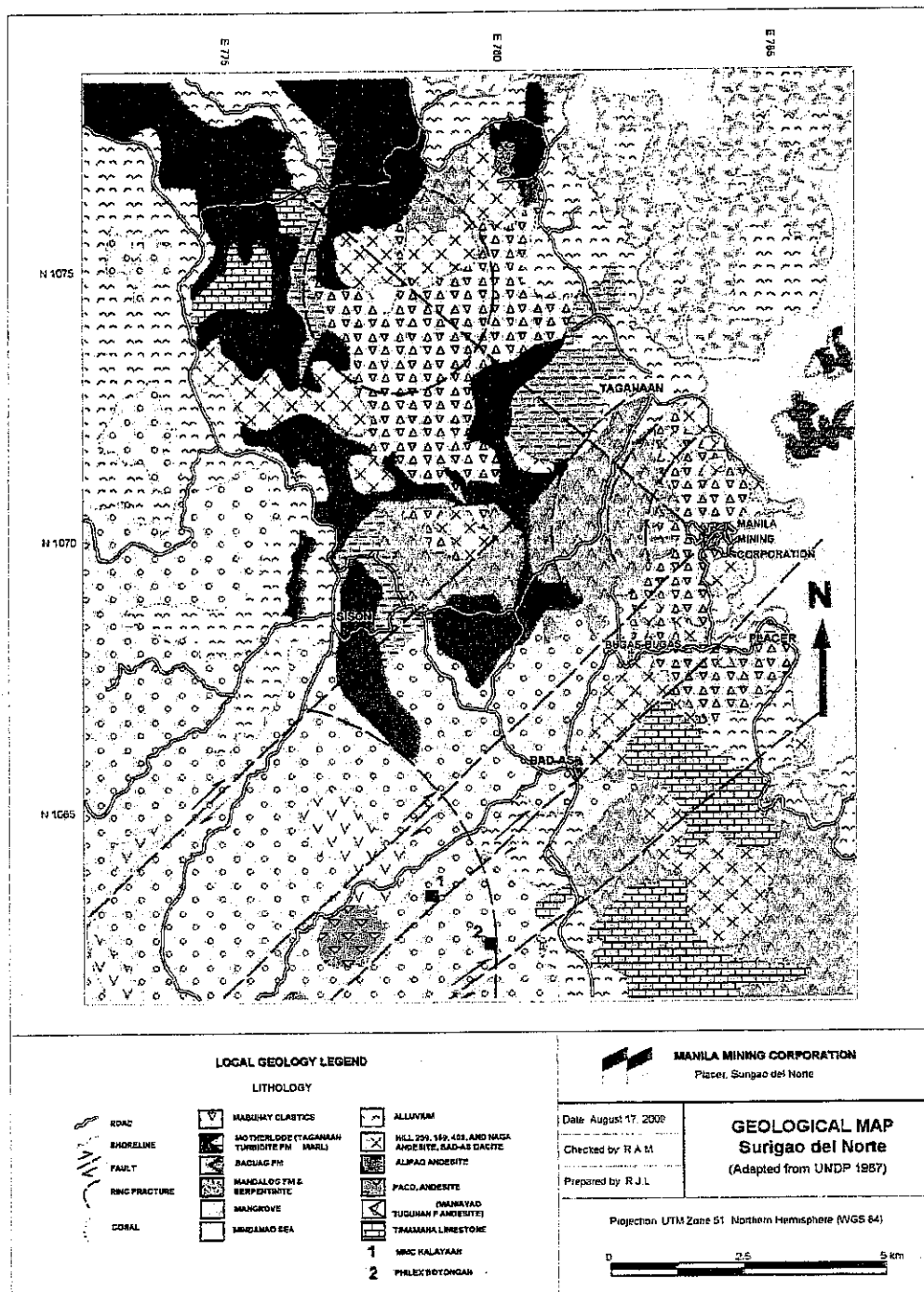
Appendix 3:
Location Map of Manila Mining Corporation's Placer Mine



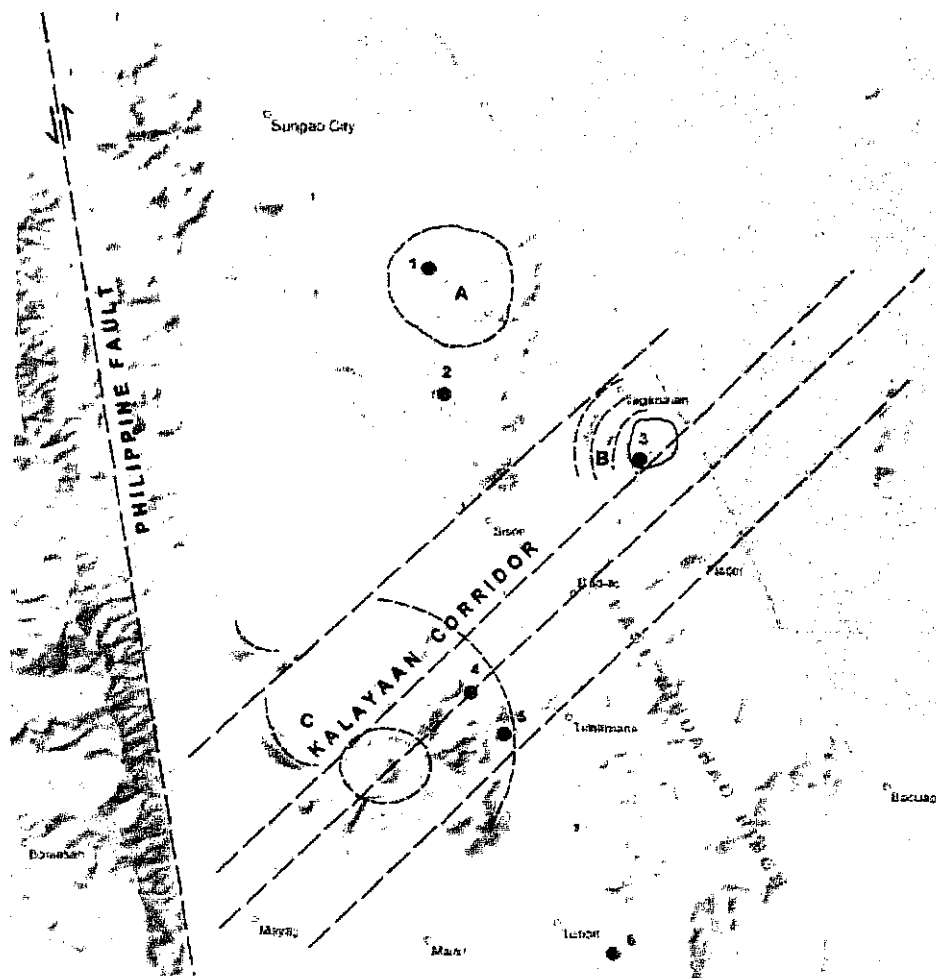
35



Appendix 5:
Stratigraphic Column of Surigao District



Appendix 6:
Geologic Map of Surigao Del Norte



Mineral Deposits

- 1 Mapawa Au
- 2 Mindanao Motherlode Au-Cu
- 3 MMC Placer Mine
- 4 MMC Kalayaan Cu-Au
- 5 Philex Boyongan Cu-Au
- 6 Siana Au-Cu

Circular Features

- A - Mapawa Bulge
- B - Placer Bulge
- C - Paco Volcano

Appendix 8:
Geologic Map of Kalayaan Corridor showing Circular features and mineral deposits
(Image sourced and modified from Google Terrain Map)