

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-Q

QUARTERLY REPORT PURSUANT TO SECTION 17 OF THE SECURITIES  
REGULATION CODE AND SRC RULE 17(2)(b) THEREUNDER

1. For the quarterly period ended: **June 30, 2017**
2. Commission identification number: **4429**      3. BIR Tax Identification No.: **000-164-442**
4. Exact name of issuer as specified in its charter:

**MANILA MINING CORPORATION**

5. Province, country or other jurisdiction of incorporation or organization:  
**Makati City, Philippines**

6. Industry Classification Code:  (SEC Use Only)

7. Address of issuer's principal office:

**20<sup>th</sup> Floor, Lepanto Building  
8747 Paseo de Roxas, Makati City, Philippines**

8. Issuer's telephone number, including area code:

**(632) – 815-9447**

9. Former name, former address and former fiscal year, if changed since last report: **N/A**

10. Securities registered pursuant to Sections 8 and 12 of the Code, or Sections 4 and 8 of the RSA

Title of each Class

Number of shares of common  
stock outstanding:

**Class "A"  
Class "B"**

**155,796,086,372  
103,790,702,331**

Amount of Debt Outstanding: **Please refer to the attached Balance Sheet (Annex "B")**

11. Are any or all of the securities listed on a Stock Exchange?

Yes ☒

No ☐

If yes, state the name of such Stock Exchange and the class/es of securities listed therein.

**Philippine Stock Exchange**

**Classes "A" and "B"**

12. Indicate by check mark whether the registrant:

- (a) has filed all reports required to be filed by Section 17 of the Code and SRC Rule 17 thereunder or Sections 11 of the RSA and RSA Rule 11(a)-1 thereunder, and Sections 26 and 141 of the Corporation Code of the Philippines, during the preceding twelve (12) months (or for such shorter period the registrant was required to file such reports)

Yes ☒ No ☐

- (b) has been subject to such filing requirements for the past ninety (90) days.

Yes ☐ No ☒



## PART 1- FINANCIAL INFORMATION

- Item 1. Financial Statements:** *Income Statement* - Annex "A"  
*Balance Sheet* - Annex "B"  
*Statement of Cash Flow* - Annex "C"  
*Stockholders' Equity* - Annex "D"  
*Notes to Financial Statements* - Annex "E"  
*Aging of Accounts Receivable-Trade* - Annex "F"
- Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations** - Annex "G"
- Item 3. Impact of Current Global Financial Condition** - Annex "H"
- Item 4. Financial Ratios** - Annex "I"

## PART II- OTHER INFORMATION (None)

### SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Issuer	:	<b>Manila Mining Corporation</b>
Signature	:	 <b>RENE F. CHANYUNGCO</b>
Title	:	Senior Vice President-Treasurer
Date	:	August 14, 2017
Signature	:	 <b>ODETTE A. JAVIER</b>
Title	:	Assistant Corporate Secretary
Date	:	August 14, 2017

MANILA MINING CORPORATION  
CONSOLIDATED QUARTERLY INCOME STATEMENT  
FOR THE SECOND QUARTER OF 2017  
(WITH COMPARATIVE FIGURES FOR THE SECOND QUARTER OF 2016)

ANNEX "A"

	SECOND QUARTER OF 2017		SECOND QUARTER OF 2016		FOR THE SIX MONTHS ENDED 2017		2016	
<b>REVENUE</b>								
Copper	P	-	P	-	P	-	P	-
Gold		-		-		-		-
Silver		-		-		-		-
Interest and Other income		12,165		11,755		24,018		22,936
		<u>12,165</u>		<u>11,755</u>		<u>24,018</u>		<u>22,936</u>
<b>COST AND EXPENSES</b>								
Mining, milling, refining and other related charges and administrative expenses including depreciation, depletion and amortizations		1,325,254		1,508,274		3,770,002		3,296,768
		<u>1,325,254</u>		<u>1,508,274</u>		<u>3,770,002</u>		<u>3,296,768</u>
<b>NET INCOME BEFORE INCOME TAX</b>		<u>(1,313,088)</u>		<u>(1,496,519)</u>		<u>(3,745,984)</u>		<u>(3,273,832)</u>
<b>PROVISION FOR INCOME TAX</b>								
Current								
Deferred								
<b>NET INCOME (LOSS) FOR THE PERIOD</b>	P	<u><u>(1,313,088)</u></u>	P	<u><u>(1,496,519)</u></u>	P	<u><u>(3,745,984)</u></u>	P	<u><u>(3,273,832)</u></u>
<b>EARNINGS (LOSS) PER SHARE</b>	P	<u><u>(0.000005)</u></u>	P	<u><u>(0.000006)</u></u>	P	<u><u>(0.000014)</u></u>	P	<u><u>(0.000013)</u></u>
Formula:								
Net Loss		(1,313,088)		(1,496,519)		(3,745,984)		(3,273,832)
divided by: Total shares subscribed, issued and outstanding		259,056,043.604		259,056,043.604		259,056,043.604		259,056,043.604
		<u><u>(0.000005)</u></u>		<u><u>(0.000006)</u></u>		<u><u>(0.000014)</u></u>		<u><u>(0.000013)</u></u>

**MANILA MINING CORPORATION**  
**CONSOLIDATED BALANCE SHEET**  
As of June 30, 2017  
(With Comparative Figure for December 31, 2016)

**ANNEX "B"**

A S S E T S				LIABILITIES AND STOCKHOLDERS' EQUITY			
		**June 2017	*December 2016			**June 2017	*December 2016
<b>CURRENT ASSETS</b>				<b>CURRENT LIABILITIES</b>			
Cash	P	13,129,634	P 9,829,749	Accounts payable and accrued expenses	P	172,713,099	P 135,714,478
Short-term investments		-	-	Dividends payable		573,097	573,097
Receivables		-	-	Non-trade payables		2,071,478	2,239,674
Trade		-	-	Notes Payable		-	-
Non-trade ( net )		160,873	174,133			175,357,674	138,527,249
Subscription Receivables		9,780,000	9,780,000				
Inventories		-	-	<b>NON-CURRENT LIABILITIES</b>			
Bullion		-	-	Notes Payable		-	-
Copper concentrate		-	-	Deferred Tax Liability		55,592,940	55,592,940
Gold in process - CIP		-	-	Pension Liability		13,310,840	13,310,840
Ore		-	-	Provision for mine rehabilitation & decommissioning		-	-
Materials and supplies (net)		6,396,042	6,726,715				
Prepayments		221,236,226	220,615,354			68,903,780	68,903,780
		250,702,775	247,125,951				
<b>NON-CURRENT ASSETS</b>				<b>STOCKHOLDERS' EQUITY</b>			
Property, Plant and Equipment (net)		2,940,556,420	2,911,027,525	Capital Stock			
Other Assets (net)		8,920,104	8,941,385	Authorized - 260,000,000,000 shares divided into 156,000,000,000 shares of Class "A" and 104,000,000,000 shares of Class "B" at P0.01 par value each - P2,600,000,000			
Available For Sale Financial Assets		22,757,887	22,757,887	Issued and outstanding-259,056,043,604 shares			
Investment in Subs. & Affiliates		-	-	- December 2016-259,056,043,604 shares		2,590,560,436	2,590,560,436
		2,972,234,412	2,942,726,797	Subscribed capital stock - 530,745,099 shares			
				- December 2016- 530,745,099)			
				subscriptions receivable of P365,632		4,941,819	4,941,819
				Share Premium		617,625,955	617,625,955
				Deposit for future subscriptions			
						3,213,128,210	3,213,128,210
				Fair Value Reserve		(47,179,378)	(47,179,377)
				Retained earnings, beginning		(1,139,970,882)	(1,105,522,316)
				Add: Net income (loss) for the period		(3,745,984)	(34,448,566)
				Retained earnings, end		(1,143,716,866)	(1,139,970,882)
				Gain/Loss on RBO Remeasurement		1,718,033	1,718,033
				Effects of changes with non-controlling interest		954,621,275	954,621,275
				Equity Attributable to NCI		104,459	104,460
				Net stockholders' equity		2,978,675,733	2,982,421,719
<b>TOTAL ASSETS</b>	<b>P</b>	<b>3,222,937,186</b>	<b>P 3,189,852,748</b>	<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b>P</b>	<b>3,222,937,186</b>	<b>P 3,189,852,748</b>

**\*\* - UNAUDITED**

**\* - AUDITED**

**MANILA MINING CORPORATION**  
**CONSOLIDATED STATEMENT OF CASH FLOWS**  
**FOR THE SIX MONTHS ENDED JUNE 30, 2017**  
**(WITH COMPARATIVE FIGURES FOR THE SECOND QUARTER ENDED JUNE 30, 2016)**

**ANNEX "C"**

	<b>June 30</b>	
	<b>2017</b>	<b>2016</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net income/(loss) for the period	(3,745,984)	(3,273,832)
Add/(deduct) year-to-date adjustments	-	-
	<u>(3,745,984)</u>	<u>(3,273,832)</u>
<b>Adjustment to reconcile net income to net cash provided by operating activities:</b>		
Depreciation	852,762	522,977
Impairment loss	-	-
	<u>(2,893,222)</u>	<u>(2,750,854)</u>
<b>Changes in assets and liabilities</b>		
(Increase) decrease in receivables	13,260	349,127
(Increase) decrease in inventories	330,674	(84,229)
(Increase) decrease in prepayments	(620,872)	(4,547,559)
Increase (decrease) in accounts payable & accruals	36,998,619	38,053,320
Increase (decrease) in notes payable/dividends payable	-	-
Net cash provided by operating activities	<u>33,828,459</u>	<u>31,019,805</u>
<b>CASH USED IN INVESTING ACTIVITIES:</b>		
(Increase) decrease of property, plant and eqpt	(30,381,659)	(35,223,359)
(Increase) decrease in investments available for sale	-	-
(Increase) decrease in other assets	21,280	(61,463)
Net cash used in investing activities	<u>(30,360,379)</u>	<u>(35,284,822)</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Increase (decrease) in subscribed capital stock	-	-
Increase (decrease) in Share Premium	-	-
Increase (decrease) in Deposit for Future Subscription	-	-
Increase (decrease) in Fair Value Reserve	-	-
Receipts from ( payment to ) related parties	(168,195.80)	325,622
Increase (decrease) in deferred tax liability	-	-
Increase (decrease) gain/loss on Rbo remeasurement	-	-
Net cash provided by (used in) financing activities	<u>(168,196)</u>	<u>325,622</u>
<b>NET INCREASE (DECREASE) IN CASH FOR THE YEAR</b>	<b>3,299,884</b>	<b>(3,939,395)</b>
<b>CASH</b>		
Beginning of the period	<u>9,829,749</u>	<u>17,876,188</u>
End of the period	<u><b>13,129,634</b></u>	<u><b>13,936,793</b></u>

MANILA MINING CORPORATION  
CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDER'S EQUITY  
FOR THE PERIOD ENDED JUNE 30, 2017  
(WITH COMPARATIVE FIGURES FOR THE SECOND QUARTER ENDED JUNE 30, 2016)

ANNEX "D"

	JUNE 30	
	2017	2016
<b>STOCKHOLDERS' EQUITY</b>		
Capital Stock		
Authorized - 260B shares @ P.01 par value each (P 2,600,000,000)		
Issued and outstanding	2,590,560,436	2,590,560,436
Subscribed capital stock (net of subscriptions receivable)	4,941,819	4,941,819
Share premium	617,625,955	617,625,955
Deficit		
Operations		
Beginning balance	(1,139,970,882)	(1,105,526,971)
Net income (loss) for the period	(3,745,984)	(3,273,832)
	(1,143,716,866)	(1,108,800,802)
Fair Value Reserve	(47,179,378)	(48,891,998)
Gain/Loss on RBO Remeasurement	1,718,033	1,545,787
Effects of changes with non-controlling interest	954,621,275	954,621,275
Equity Attributable to NCI	104,459	109,116
<b>TOTAL STOCKHOLDERS' EQUITY</b>	<b>P 2,978,675,733</b>	<b>P 3,011,711,587</b>

**MANILA MINING CORPORATION**  
**NOTES TO FINANCIAL STATEMENTS**

**Note 1 - Operations; registration with the Board of Investments (BOI)**

Manila Mining Corporation (the Parent Company; the Company) was incorporated in the Philippines and registered with the Securities and Exchange Commission (SEC) on June 3, 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 20% equity interest in the Company.

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

The parent company had a total of Seventy (70) regular employees as of 30 June 2017.

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.

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.

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 development of the Project shall be undertaken jointly by the Parent Company and Philex.

**Note 2 – Basis of Preparation, Statement of Compliance and Summary of Significant Accounting Policies**

The financial statements of the Company have been prepared under the historical cost basis, except for AFS financial assets that have been measured at fair value and presented in Philippine Peso.

The financial statements have been prepared in accordance with Philippine Financial Reporting Standards (PFRS). PFRS requires the use of certain critical accounting estimates. It also requires management to exercise judgment in the process of applying the Company's accounting policies. The areas involving higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed properly.

The accounting policies adopted in the preparation of the financial statements are consistent with the most recent annual financial statements.

### **Changes in Accounting Policies**

The Group adopted the following new accounting pronouncements starting January 1, 2016. This adoption of these pronouncements did not have significant impact on the financial position or performance unless otherwise indicated.

- Amendments to PFRS 10, *Consolidated Financial Statements*, PFRS 12, *Disclosure of Interests in Other Entities*, and PAS 28, *Investments in Associates and Joint Ventures- Investment Entities: Applying the consolidation Exception*.
- Amendments to PFRS 11, *Joint Arrangements-Accounting for acquisitions of Interests in Joint Operations*.
- PFRS 14, *Regulatory Deferral Accounts*
- Amendments to PAS1, *Presentation of Financial Statements- Disclosure Initiative*
- Amendments to PAS 16, *Property, Plant and Equipment* and PAS 38, *Intangible Assets- Clarification of Acceptable Methods of Depreciation and Amortization*
- Amendments to PAS 16, and PAS 41, *Agriculture- Agriculture: Bearer Plants*
- Amendments to PAS 27, *Separate Financial Statements- Equity Method in Separate Statements*
- Annual Improvements to PFRSs 2012 – 2014 Cycle
  - Amendments to PFRS 5, *Noncurrent Assets held for sale and discontinued Operations – changes in Methods of Disposal*
  - Amendments to PFRS 7, *Financial Instruments: Disclosures - Servicing Contracts*
  - Amendments to PFRS 7, *Applicability of the Amendments to PFRS 7 to Condensed Interim Financial Statements*
  - Amendments to PAS 19, *Employee Benefits – Discount Rate: Regional Market Issue*
  - Amendments to PAS 34, *Interim Financial Reporting – Disclosure of Information Elsewhere in the Interim Financial Report*

### **Note 3– Cash**

This includes cash on hand and cash with banks. Cash with banks earn interest at the respective bank deposit rates.

### **Note 4– Receivables**

This account consists of other nontrade receivables which is non-interest bearing comprise mainly of receivables from sub-contractors and third parties.

### **Note 5– Pre-payments**

This account represents contract deposits, prepaid royalties & miscellaneous deposit.

Contract deposits pertain to deposits made for future drilling services.

Prepaid royalties are advance payments to claim owner while miscellaneous deposits are advance payments made to suppliers of services.



#### **Note 6– Property, Plant and Equipment**

Property, plant and equipment, except land, are carried at cost less accumulated depletion, depreciation and impairment, if any. This includes exploration costs which are materials and fuels used, surveying costs, drilling costs and payments made to contractors. Exploration costs are capitalized up to the point when a commercial reserve is established and are assessed for impairment.

#### **Note 7 – Other Assets**

This account consists mainly of Mine rehabilitation fund (MRF), Advances to landowners and miscellaneous deposit.

MRF is 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.

Advances to landowners pertain to advances made to certain landowners for future purchases of parcels of lands.

Miscellaneous deposits pertain to advances made to local government agencies for pending project agreements.

#### **Note 8 – Available for Sale (AFS) Financial Assets**

These include quoted and unquoted equity instruments.

Quoted AFS financial assets pertain to investment on common shares of various local public companies and are carried at fair value on the exit market price. Unquoted AFS financial assets pertain to investment in private company which have no fixed maturity date or coupon rate and are carried at cost.

Movement in the Cumulative changes in fair values of AFS financial assets presented as separate component of equity amounted to P47.18 Million.

#### **Note 9– Accounts Payable and Accrued Expenses**

These represent Trade payable and accrued expenses. Trade payable include local purchases of equipment, inventories and various parts while accrued expenses includes accrued payroll which are normally payable within five (5) to ten (10) days.

#### **Note 10 – Non-trade Payables**

This account represents payables to affiliates.

#### **Note 11 – Retirement Benefits Obligation**

Under the existing regulatory framework, Republic Act 7641 requires a provision for retirement pay to qualified private sector employees in the absence of any retirement plan in the entity, provided however that the employee's retirement benefits under any collective bargaining and other agreements shall not be less than those provided under the law. The law does not require minimum

funding of the plan.

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
- Remeasurements 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 consolidated statement of comprehensive income. 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 statement of comprehensive income.

Remeasurements, comprising actuarial gains and losses, are recognized immediately in OCI in the period in which they arise. Remeasurements are not reclassified to statement of comprehensive income in subsequent periods.

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.

#### **Note 12 - Earnings (loss) per share**

Following are the basis for the computation of earnings (loss) per share:

	2nd qtr 2017	2nd qtr 2016
Numerator:		
Net (loss) income for The quarter	P(1,313,088)	P(1,496,519)
Denominator:		
Weighted average Total shares subscribed, issued and outstanding	259,056,043,604	259,056,043,604

**ANNEX “F”**

**MANILA MINING CORPORATION**

**AGING OF ACCOUNTS RECEIVABLE TRADE**

As of June 30, 2017

NONE

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## **Management's Discussion and Analysis of Financial Condition and Results of Operations**

**As of June 30, 2017**

For the 2<sup>nd</sup> quarter of 2017, interest earned amounted to P12,165.00 compared with P11,755.00 in 2<sup>nd</sup> quarter of 2016. Second quarter expenses, consisting of depreciation and administration costs, amounted to P1.325 Million and P1.508 Million for 2017 and 2016, respectively. Net loss for this quarter amounted to P1.3 Million compared to P1.5 Million in previous year.

For the six months ended June 30, 2017, interest earned amounted to P24,018 compared with P22,936.00 in the same period of last year. Depreciation and administrative costs amounted to P3,770,002 compared with P3,296,768 in 2016. Net loss for the period amounted to P3,745,984 compared with P3,273,832 in 2016, higher by 14.4% (P472,152) due to additional expenses related to the Company's environmental program.

Cash and Cash Equivalents amounted to P13.1 Million, 34% higher than 2016 year-end balance of P9.8 Million. Materials and inventories decreased by 5% due to continuous usage for exploration development and other activities.

Accounts payable and accruals increased by 27% from P135.7 Million to P172.7 Million on account of continuing exploration activities while non-trade payables decreased by 8% due to charges to affiliates.

**Manila Mining Company**  
Impact of Current Global Financial Condition

**Credit Risk**

Not applicable

**Market Risk**

The value of financial instruments may change as a result of changes in interest rates, foreign currency exchange rates and equity prices. The Company has 'Available For Sale Financial Assets' in the amount of P22.76 Million which is subject to fluctuations in market prices.

**Foreign Exchange Risk**

Not applicable

**Interest Rate Risk**

Not applicable as the Company has no interest-bearing payables.

**Liquidity Risk**

Not applicable

**Fair Values**

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

*Cash, Receivables, Trade Payables and Accrued Expenses*

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

*AFS Investments*

Fair values of investments are estimated by reference to their quoted market values made during the balance sheet date as of the end of last year. Unquoted equity securities are carried at cost net of impairment in value, since fair value of these AFS securities cannot be reliably determined as these securities are not listed and have no available bid price. The Company has no investments in foreign securities.

*Loans Payable and Borrowings*

Not applicable

**MANILA MINING CORPORATION AND SUBSIDIARY**  
**FINANCIAL RATIOS**  
**PURSUANT TO SRC RULE 68, AS AMENDED**  
(With Comparative Annual Figures for 2016)

**ANNEX "I"**

	<b>2nd QUARTER</b> June 2016	<b>YEAR END</b> December 2016
<b>Profitability Ratios:</b>		
Return on assets	-0.12%	-1.08%
Return on equity	-0.13%	-1.15%
Net Profit Margin	N/A	N/A
<b>Solvency and liquidity ratios:</b>		
Current Ratio	1.43	1.78
Debt to equity	0.08	0.07
Quick Ratio	0.13	0.14
<b>Financial Leverage ratio:</b>		
Asset to equity	1.08	1.07
Debt to Asset ratio	0.08	0.07
Interest rate coverage ratio	N/A	N/A