

COVER SHEET

for
AUDITED FINANCIAL STATEMENTS

SEC Registration Number

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Company Name

A	T	L	A	S		C	O	N	S	O	L	I	D	A	T	E	D		M	I	N	I	N	G		A	N	D
D	E	V	E	L	O	P	M	E	N	T		C	O	R	P	O	R	A	T	I	O	N						

Principal Office (No./Street/Barangay/City/Town/Province)

F	I	V	E	E	-	C	O	M		C	E	N	T	E	R	,		P	A	L	M		C	O	A	S	T
C	O	R	N	E	R		P	A	C	I	F	I	C		D	R	I	V	E	,		M	A	L	L	O	F
A	S	I	A		C	O	M	P	L	E	X	,		P	A	S	A	Y		C	I	T	Y	,			
M	E	T	R	O		M	A	N	I	L	A																

Form Type

1	7	-	A
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Department requiring the report

S	E	C
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Secondary License Type, If Applicable

N	/	A
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COMPANY INFORMATION

Company's Email Address

ir@atlasmining.com.ph

Company's Telephone Number/s

(632) 8318000 loc. 25001

Mobile Number

N/A

No. of Stockholders

20,918

Annual Meeting
Month/Day

04/29

Fiscal Year
Month/Day

12/31

CONTACT PERSON INFORMATION

The designated contact person ***MUST*** be an Officer of the Corporation

Name of Contact Person

Mr. Fernando A. Rimando

Email Address

ir@atlasmining.com.ph

Telephone Number/s

(632) 8318000 loc. 25001

Mobile Number

N/A

Contact Person's Address

FiveE-com Center, Palm Coast corner Pacific Drive, Mall of Asia Complex Pasay City, Metro Manila

Note: In case of death, resignation or cessation of office of the officer designated as contact person, such incident shall be reported to the Commission within thirty (30) calendar days from the occurrence thereof with information and complete contact details of the new contact person designated.

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17 – A

**ANNUAL REPORT PURSUANT TO SECTION 17 OF THE SECURITIES
REGULATION CODE AND SECTION 141 OF THE
CORPORATION CODE OF THE PHILIPPINES**

1. For the fiscal year ended DECEMBER 31, 2016
2. SEC Identification Number PW0000115A
3. BIR Tax Identification No. 000-154-572
4. ATLAS CONSOLIDATED MINING AND DEVELOPMENT CORPORATION
Exact name of issuer as specified in its charter
5. PHILIPPINES
Province, country or other jurisdiction of Incorporation or organization
6. (SEC Use Only)
Industry Classification Code
7. FIVEE-COM CENTER, PALM COAST CORNER PACIFIC DRIVE, MALL OF ASIA
COMPLEX, PASAY CITY, METRO MANILA 1300
Address of principal office Postal Code
8. (632) 8318000 local 25001
Issuer's telephone number, including area code
9. N. A.
Former name, former address, and former fiscal year, if changed since last report
10. Securities registered pursuant to Sections 8 and 12 of the SRC, or Sections 4 and 8 of RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
COMMON STOCK, PHP1.00 PAR VALUE	2,087,032,774 (as of December 31, 2016)

11. Are any or all of these securities listed on a Stock Exchange?
Yes No
- If yes, state the name of such stock exchange and the classes of securities listed therein:
- Philippine Stock Exchange - Common Stock

12. Check whether the issuer:

(a) has filed all reports required to be filed by Section 17 of the SRC and SRC Rule 17.1 thereunder or section 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 that the registrant was required to file such reports):

Yes No

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

Yes No

13. Aggregate market value of the voting stock held by non-affiliates
(as of December 31, 2016):

Php4,394,951,606.75

TABLE OF CONTENTS

	<u>Page No.</u>
PART 1 – BUSINESS AND GENERAL INFORMATION	
Item 1. Business	1
Item 2. Properties	5
Item 3. Legal Proceedings	10
Item 4. Submission of Matters to a Vote of Security Holders	10
PART II – OPERATIONAL AND FINANCIAL INFORMATION	
Item 5. Market for Issuer’s Common Equity And Related Stockholders Matters	10
Item 6. Management’s Discussion and Analysis of Financial Condition and Results of Operation	12
Item 7. Financial Statements	28
Item 8. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure	28
PART III – CONTROL AND COMPENSATION INFORMATION	
Item 9. Directors and Executive Officers of the Issuer	29
Item 10. Executive Compensation	35
Item 11. Security Ownership of Certain Beneficial Owners and Management	36
Item 12. Certain Relationships and Related Transactions	38
PART IV – CORPORATE GOVERNANCE	
Item 13. Corporate Governance	38
PART V – EXHIBITS AND SCHEDULES	
Item 14. A. Exhibits	38
B. Reports on SEC Form 17-C (Current Report)	39
SIGNATURES	41

PART I – BUSINESS AND GENERAL INFORMATION

ITEM 1. BUSINESS

(A) Description of Business.

(1) Business Development

Atlas Consolidated Mining & Development Corporation (“AT” or “Atlas” or the “Parent Company”) was incorporated in accordance with Philippine law on 9 March 1935, initially under the name *Masbate Consolidated Mining Company, Inc.* as a result of the merger of the assets and equities of three pre-war mining companies, namely: Masbate Consolidated Mining Company Inc., Antamok Goldfields Mining Company, and IXL Mining Company. Its Articles of Incorporation were subsequently amended to reflect its present corporate name.

AT has never been involved in a bankruptcy, receivership, or any similar proceeding. During the past three (3) years, AT did not engage in (i) any transaction involving a material reclassification or reorganization, or (ii) any purchase or sale of a significant amount of assets not in the ordinary course of business, except for its acquisition of an additional 45.54% equity interest in its subsidiary Carmen Copper Corporation (“CCC” or “Carmen Copper”).

CCC is the only significant subsidiary¹ of AT.

CCC was incorporated under Philippine law on 16 September 2004. CCC has never been involved in a bankruptcy, receivership, or any similar proceeding. During the past three (3) years, CCC did not engage in (i) any transaction involving a material reclassification or reorganization, or (ii) any purchase or sale of a significant amount of assets not in the ordinary course of business.

Atlas owns one hundred percent (100%) of the outstanding capital stock of CCC.

(2) Business of AT and CCC

AT, through CCC as operating subsidiary, is engaged in metallic mining and mineral exploration and development. CCC, as the operator of AT’s copper mines in the City of Toledo, Province of Cebu (the “Carmen Copper Mine”), primarily produces and exports copper metal in concentrate and the principal by-products of copper mining and processing: gold and silver. It is also pursuing the development and commercial production of other marketable by-products such as pyrite, magnetite, and molybdenum.

¹Under Part I, 1(B) of Rule 68 of the Amended Rules and Regulations implementing the Securities Regulation Code, “Significant Subsidiary” means a subsidiary, including its subsidiaries, which meet any of the following conditions:

- (a) The corporation’s and its other subsidiaries’ investments in and advances to the subsidiary exceed 10% of the total assets of the corporation and its subsidiaries as of the end of the most recently completed fiscal year; or
- (b) The corporation’s and its other subsidiaries’ proportionate share of the total assets (after inter-company eliminations) of the subsidiary exceeds ten per cent (10%) of the total assets of the corporation and its subsidiaries as of the end of the most recently completed fiscal year; or
- (c) The corporation’s and its other subsidiaries’ equity in the income from continuing operations before income taxes exceeds ten per cent (10%) of such income of the corporation and its subsidiaries consolidated for the most recently completed fiscal year.

CCC exports one hundred percent (100%) of its copper production. Since the resumption of commercial mining operations at the Carmen Copper Mine in 2008, CCC has been shipping its copper concentrate output to smelters in China and South Korea pursuant to offtake agreements with MRI Trading AG (“MRI”). In 2013, it began delivering copper concentrate to the plant of the Philippine Associated Smelting and Refining Corporation (“PASAR”) in Isabel, Leyte, Ocean Partners UK Ltd. and to smelters in Japan by virtue of an offtake contract with Mitsui & Co. Ltd.

While a substantial portion of CCC’s copper production in 2014 were covered by offtake contracts entered into with MRI on account of MRI’s ability to provide the most favorable terms and facilities, CCC is not dependent upon a single counterparty.

CCC has an existing long-term electrical power purchase agreement with Toledo Power Company (“TPC”) which is the principal supplier of the electrical power required for CCC’s mining operations. The fuel requirements of CCC are principally provided by Pilipinas Shell Petroleum Corporation under the terms of a supply agreement.

The related-party transactions of AT and CCC are limited to advances to and from affiliates mainly for the funding of working capital requirements.

CCC is not dependent upon the registration of, or any agreement respecting intellectual property rights for the conduct of its operations.

Except to the extent that CCC is required to obtain an ore transport permit (“OTP”) from the Mines and Geosciences Bureau (“MGB”) for the shipment of its copper concentrate, CCC’s products are not subject to any government examination prior to sale.

The extent of competition in the mining industry is largely defined by economic forces prevailing in the world market. These factors determine the cost and pricing structures of mining companies and give rise to price risks.

To manage commodity price risks, CCC enters into price fixing arrangements with offtakers that are covered by the terms of the offtake agreements respecting CCC’s sale of copper, and gold and silver by-products. Under such arrangements, the selling price is to be computed based on the average of the agreed market price quotes over the stipulated quotational period, unless CCC exercises its option to fix the price in advance of such quotational period. CCC likewise hedges price risk through put option facilities covering its copper production.

CCC’s operating rights with respect to the Carmen Copper Mine are derived from and are governed by its 5 May 2006 Operating Agreement with AT. The underlying mining rights pertaining to the areas spanned by the Carmen Copper Mine, on the other hand, are covered by valid and existing Mineral Production and Sharing Agreements (“MPSAs”) between AT and the government of the Philippines, or by pending MPSA applications in the name of AT and/or individual claim owners having effective and enforceable operating agreements with AT.

While the government is considering the adoption of certain fiscal policies that may result in an increase in the rate of its share in mining revenues, no definitive legislation, regulation, or order has been promulgated in pursuit of such end. An escalation in the rate of taxes due on CCC’s mining operations will naturally raise the cost of production. To address the risk of higher operating costs, CCC is aggressively pursuing plans to improve production efficiency.

CCC has 2,545 employees as of 31 December 2016, of whom 46 are senior executive officers, 476 are junior/mid-level managers, 2,023 are rank and file. Around 1,495 (74%) of these rank-and-file employees are members of the Bargaining Unit with an existing Collective Bargaining Agreement (the “CBA”) with CCC.

On 30 January 2015 a new CBA was executed by CCC and its rank-and-file union (the “2015 CBA”). The 2015 CBA is valid for five (5) years as to the representation aspect while the economic provisions shall be subject to re-negotiation before the end of the third (3rd) anniversary of its execution or in 2018.

With the union’s full cooperation and support, management initiatives and programs have taken off to greater heights. The relationship between the union and management has never been as harmonious. There has not been any labor dispute in the last three (3) years.

CCC continues to ensure compliance with the applicable environmental laws, regulations, and orders. CCC is committed to protect and enhance the environment, reduce ecological footprint of its activities and maintain an excellent track record in responsible mining.

In November 2015, it secured the ISO 14001:2004 certification of its Integrated Management System (“IMS”), compliant to the Department of Environment and Natural Resources (“DENR”) Administrative Order (“DAO”) No. 2015-07 mandating large-scale mining companies to secure ISO 14001 Certification. This certification is valid up to 2018.

For seven (7) years in a row, CCC consistently bagged the Best Mining Forest Award for Metallic Category conferred by the DENR and the Philippine Mine Safety and Environment Association (“PMSEA”). For 2016, CCC garnered 2nd runner up.

In 2016, a total of 25.20 hectares of waste dump areas were reforested with a total of 44,508 seedlings while CCC donated 49,398 seedlings to various government agencies and private entities in support of their respective reforestation activities.

CCC spent more than Php411 million for its Environmental Protection and Enhancement Program (“EPEP”), approximately seventy six percent (76%) of which went to the various environmental maintenance activities while twenty four percent (24%) was spent for climate change mitigation programs, capital expense projects and research development programs.

To promote biodiversity, CCC continues to enrich sparsely vegetated areas and maintains 85.5 hectares of plantation including the plant arboretum that houses 2,264 seedlings of 20 native species such as *narra*, *molave*, *lauans*, *kamagong*, *akle*, *ipil*, *tindalo*, *gisok* and *kaningag*.

To accelerate rehabilitation of disturbed lands, CCC conducted a study to determine the tree species that can survive in mined-out areas. The Mine Rehabilitation and Enhanced Watershed Research and Development Project, the first study of its kind in the country, was conducted in coordination with the Ecosystems Research and Development Bureau (“ERDB”) of the DENR. The study was successfully completed and the final report was turned-over to the Mine Rehabilitation Fund Committee (“MRFC”) in March 2016. Result of the study was incorporated in CCC’s mine revegetation planning.

To manage and conserve water resources, recycled water is used for milling use. Water conservation measures are also initiated by maximizing the use of recycled water over fresh

water, replacing dilapidated pumps, eliminating tank overflows and immediately repairing pipeline leaks.

To further reduce carbon footprint, CCC heightened its reforestation activities and implemented various climate change mitigation activities such as regular preventive maintenance servicing of all company vehicles, with the aim to reduce carbon emissions.

In preparation for mine closure at the end of its operational lifespan, CCC deposited more than Php49 million for the Final Mine Rehabilitation and Decommissioning Fund (“FMRDF”) in a trust fund with a government bank.

➤ *Sustainable Communities*

CCC adopted the Social Investigation and Participatory Situation Analysis approach to realize its commitment to build responsible, self-reliant and sustainable communities. It is a community-driven development (“CDD”) approach, wherein communities take an active part in decision-making processes relative to projects identification, prioritization and planning.

The Company allotted one and one-half percent (1.5%) of its operating cost, to implement the Social Management and Development Program (“SDMP”) in four (4) host and fourteen (14) neighboring barangays. CCC supports programs that promote enterprise development, provide assistance to infrastructure and education, give access to health services, protect socio-cultural values, allow the use of camp facilities and services, develop mining technology, and intensifies its Information, Education and Communication (“IEC”) Program.

In the area of enterprise development, CCC implemented projects that are geared towards the development and promotion of economically viable community enterprises by providing members of the community access to capital that will enhance and stimulate existing livelihood industries and other income generating activities, help create new ones, and develop market diversification.

Projects include, but not limited to, animal husbandry, provision of farm implements and small/micro-businesses such as household-based food processing, horticulture and agronomy, traditional handicrafts, support to small local businesses through preferential procurement of goods and services from local sources, as well as cooperative development, market linkaging and networking, among others. In 2016 alone, CCC implemented 19 various livelihood projects in its host and neighboring communities.

To stimulate and facilitate other forms of economic activity, CCC funded various infrastructure developments that include the construction, improvement, and/or maintenance of farm-to-market roads, water systems, post-harvest facilities and bridges, among others. From January to December 2016, CCC implemented 29 various infrastructure projects costing millions of SDMP fund.

In the area of education, CCC continues to provide educational opportunities to underprivileged children in the community in the form of scholarships from primary to tertiary education and technical/vocational education. CCC also helps improve the quality of education in Toledo City by building and repairing more classrooms conducive for learning and by constructing other related facilities.

ITEM 2. PROPERTIES

The AT Group owns and/or holds operating rights to several mining claims. These mining rights are covered by Mineral Production Sharing Agreements (“MPSA”), Applications for MPSA (“APSA”), or Exploration Permit Applications (“EPA”).

- *Land, Machineries and Equipment.* AT has a total landholding of 3,468.4438 hectares in Toledo City. Of this, 563.8738 hectares are registered in the name of AT, while the remaining 2,904.5700 hectares are covered by lease agreements with several individuals and corporate landowners.

The tables below show the details of AT-owned and managed parcels of land:

1. AT-owned parcels of land

	<u>No. of Lots</u>	<u>Area (Has.)</u>
1.1 Titled Lands	21	98.0485
1.2 Lands with Tax Declarations	63	465.8253
Total	84	563.8738

2. AT-managed parcels of land

2.1 Titled Lands	1	7.5982
2.2 Lands with Tax Declarations	288	2,896.9718
Total	289	2,904.5700
Grand Total	373	3,468.4438

- *Mineral Properties.* AT is the registered owner of several mineral properties and it also operates several mining claims by virtue of existing operating agreements with claim owners. These mineral properties are covered by existing MPSAs, EPAs and APSAs. The tables below present the relevant details pertaining to the mining rights of the AT Group.

- CEBU

i) APPROVED MPSAs

MPSA NUMBER	Location	Mortgage, Lien or Encumbrance	AREA COVERED (in hectares)			DATE OF APPROVAL	WORK PERFORMED
			Owned by AT	Under Operating Agreement	Total Area		
1. MPSA-210-2005-VII	Toledo City, Cebu	None	119.1663	115.1212	234.2875	April 28, 2005	Covers the Carmen ore body where open pit mining operations are ongoing
2. MPSA-264-2008-VII	Toledo City, Cebu	None	546.2330	101.7829	648.0159	July 9, 2008	Covers the Lutopan ore body where open mining operations are ongoing.

3. MPSA-307-2009-VII	Toledo City, Cebu and City of Naga, Cebu	None	1,274.1270	0	1,274.1270	December 23, 2009	Exploration activities in the area covered by this MPSA are in progress
Sub-total =			1,939.5263	216.9041	2,156.4304		

ii) PENDING MPSA APPLICATIONS

MPSA APPLICATION NUMBER	Location	Mortgage, Lien or Encumbrance	AREA (in hectares)			STATUS OF APPLICATION	WORK PERFORMED
			Owned by AT	Under Operating Agreement	Total Area		
1. APSA-000013VII	Toledo City, Cebu	none	287.6172	-	287.6172	Application documents are under evaluation by the MGB Central Office	None. For exploration upon approval of APSA
2. APSA-000042VII	Pinamungajan, Cebu	none	252.3926	-	252.3926	Application documents are under evaluation by the MGB Central Office	-do-
3. APSA-000044VII	Toledo City, Cebu	none	275.2029	256.7019	531.9048	Application documents are under evaluation by the MGB Central Office	-do-
4. APSA-000045VII	Toledo City, Cebu, and Balamban, Cebu	none	-	2,552.0993	2,552.0993	Application documents are under evaluation by the MGB Central Office	-do-
5. APSA-000046VII	Toledo City, Cebu, and Cebu City, Cebu	none	1,286.8032	406.0730	1,692.8762	Application documents are under evaluation by the MGB Central Office	-do-
6. APSA-000196VII	Toledo City, Cebu	none	570.4192	194.3474	764.7666	Application documents are under evaluation by the MGB Central Office	-do-
Sub-total =			2,672.4351	3,409.2216	6,081.6567		

iii) EXPLORATION PERMIT APPLICATION

EXPLORATION PERMIT APPLICATION NUMBER	Location	Mortgage, Lien or Encumbrance	AREA (in hectares)			STATUS OF APPLICATION	WORK PERFORMED
			Owned by AT	Under Operating Agreement	Total Area		
1. EXPA-000083-VII	Toledo City,	None	323.5254	-	323.5254	Application documents are	For exploration upon approval

	Cebu					under evaluation by the MGB Central Office	of EPA
Sub-total =			323.5254	-	323.5254		
TOTAL CEBU =			4,935.4868	3,626.1257	8,561.6125		

- SURIGAO DEL SUR

EXPLORATION PERMIT APPLICATION NUMBER	Location	Mortgage, Lien or Encumbrance	AREA (in hectares)			STATUS OF APPLICATION	WORK PERFORMED
			Owned by AT	Under Operating Agreement	Total Area		
1. EPA-000073-XIII (02-02-05)	Surigao del Sur	None	3,658.1616	210.6984	3,868.8600	Application documents are under evaluation by the MGB Regional Office	None. For exploration upon approval of EPA
TOTAL SURIGAO DEL SUR =			3,658.1616	210.6984	3,868.8600		

- PALAWAN

- i) *APPROVED MPSA*

MPSA NUMBER	Location	Mortgage, Lien or Encumbrance	AREA (in hectares)			DATE OF APPROVAL	WORK PERFORMED
			Owned by AT	Under Operating Agreement	Total Area		
1. MPSA-235-2007-IVB	Palawan	None	-	288.0000	288.0000	June 8, 2007	Commercial mining activities are on-going
Sub-total =			-	288.0000	288.0000		

- ii) *MPSA APPLICATION*

MPSA APPLICATION NUMBER	Location	Mortgage, Lien or Encumbrance	AREA (in hectares)			STATUS	WORK PERFORMED
			Owned by AT	Under Operating Agreement	Total Area		
1. AMA-IVB-038(Amd) (APSA00369 IV)	Palawan	none	-	1,062.0000	1,062.0000	Application documents are under evaluation by the MGB Regional Office	None. For exploration upon approval of AMA
3. AMA-IVB-147(Amd)	Palawan	none	-	2,493.0000	2,493.0000	Application documents are under evaluation by the MGB Regional Office	-do-
Sub-total =			-	3,555.0000	3,555.0000		

- iii) *EXPLORATION PERMIT APPLICATION*

EXPLORATION PERMIT APPLICATION	Location	Mortgage, Lien or Encumbrance	AREA (in hectares)			STATUS	WORK PERFORMED
			Owned by AT	Under Operating	Total Area		

NUMBER				Agreement			
1. EPA-IVB-011	Palawan	None	-	16,130.4400	16,130.4400	Application documents are under evaluation by the MGB Regional Office	None. For exploration upon approval of EPA
2. EPA-IVB-058	Palawan	None	970.0000	-	970.0000	Application documents are under evaluation by the MGB Regional Office	None. For exploration upon approval of EPA
3. EPA-IVB-060	Palawan	None	540.0000	5,466.2352	6,006.2352	Application documents are under evaluation by the MGB Regional Office	None. For exploration upon approval of EPA
4. EPA-IVB-061	Palawan	None	810.0000	-	810.0000	Application documents are under evaluation by the MGB Regional Office	None. For exploration upon approval of EPA
Sub-total =			2,320.0000	21,596.6752	23,916.6752		
TOTAL PALAWAN =			2,320.0000	25,439.6752	27,759.6752		

TOTAL PHILIPPINES =	10,913.6484	29,276.1257	40,190.1477
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- *Operating Statistics*

The following table details CCC's operating statistics related to copper production, shipment and summary of costs for the year ended 31 December 2015 and 2016:

CCC SUMMARY OF OPERATIONS			
Year-on-Year	2015	2016	Change
Production			
Milling Tonnage ('000 dmt)	17,960	16,718	-7%
Daily Milling Average (dmt per day)	49,205	45,678	-7%
Ore Grade	0.300%	0.321%	+7%
Copper Concentrate ('000 dmt)	173	176	+2%
Copper Metal Gross (in million lbs)	101.7	102.9	+1%
Gold (ounces)	29,886	33,958	+14%
Shipment			
Number of Shipments	35.0	36.0	+3%
Copper Concentrate ('000 dmt)	169	176	+4%
Copper Metal Gross (in million lbs)	98.9	102.4	+4%
Gold (payable ounces)	27,333	32,211	+18%

CCC SUMMARY OF COSTS

Year-on-Year (US\$/lb Cu)	2015	2016	Change
C1	1.71	1.39	-19%
C2	2.26	1.90	-16%
C3	2.65	2.28	-14%

C1 = Production cost, G&A, smelting and related charges less by-product credits, C2 = C1 + depreciation and depletion costs, C3 = C2 + mine product tax and royalties, financing charges net of interest income, hedging cost and other charges

METAL PRICES (AVERAGE INVOICED PRICE)

Year-on-Year	2015	2016	Change
Copper (US\$/lb)	2.46	2.21	-10%
Gold (US\$/ounce)	1,152	1,241	+8%

- *Proven and Probable Reserves*

Copper Ore Reserves at December 31, 2016 using 0.20% Cu Cut-off										
	Proven Reserves			Probable Reserves			Proven and Probable Reserves			Metallurgical Recovery
	Tonnage ⁽²⁾ 000	Grade (Cu %)	Pounds ⁽³⁾ (millions)	Tonnage ⁽²⁾ 000	Grade (Cu %)	Pounds ⁽³⁾ (millions)	Tonnage ⁽²⁾ 000	Grade (Cu %)	Pounds ⁽³⁾ (millions)	
Lutopan Pit	93,900	0.32%	661	86,200	0.31%	588	180,100	0.32%	1,268	88%
Carmen Pit	129,400	0.38%	1,082	69,400	0.30%	458	198,800	0.35%	1,531	89%
Total Copper	223,300	0.35%	1,743	155,600	0.31%	1,046	378,900	0.34%	2,799	88%

Copper Mineral Resource at December 31, 2016 using 0.20% Cu Cut-off								
	Measured Resource		Indicated Resource		Inferred Resource		Total Mineral Resource	
	Tonnage ⁽²⁾ 000	Grade (Cu %)	Tonnage ⁽²⁾ 000	Grade (Cu %)	Tonnage ⁽²⁾ 000	Grade (Cu %)	Tonnage ⁽²⁾ 000	Grade (Cu %)
Lutopan Pit	541,100	0.34%	13,900	0.29%	16,500	0.23%	571,500	0.34%
Carmen Pit	259,600	0.36%	63,700	0.36%	37,000	0.36%	360,400	0.36%
Total Copper	800,700	0.35%	77,600	0.35%	53,500	0.32%	931,900	0.35%

Item 3. LEGAL PROCEEDINGS

“Commissioner of Internal Revenue (“CIR”) vs. AT”, Supreme Court G.R. No. 222801 [CTA EB No. 1101]

Upon AT’s request, the BIR issued a Ruling confirming that the period to collect deficiency excise taxes upon the Parent Company’s mining operations from July 1991 to August 1994 (the “Masbate Taxes”) had prescribed. The CIR subsequently revoked the Ruling, which was circularized on 10 August 2010 through Revenue Memorandum Circular No. 67-2010. In a demand letter dated 11 August 2010, payment for alleged deficiency excise taxes was demanded by the BIR, which also served as a Formal Notice of Warrant of Distrain and/or Levy and Garnishment (“WDL”) with Notices of Tax Lien on all the properties of AT in the event of non-payment.

Hence, AT instituted a Petition before the CTA seeking the reversal of the revocation of the Ruling, cancellation, and setting aside of the assessments for alleged deficiency excise taxes, and suspension of any collection action on the assessments and the implementation of the WDL. On 14 October 2010, the CTA 2nd Division (the “Court in Division”) issued a Resolution granting AT’s Motion for Suspension of collection and ordered respondents to hold in abeyance the collection of the alleged deficiency excise tax assessed of PhP197,595,159.

After trial on the merits, the *Court in Division* rendered its *Decision* dated 1 October 2013 granting AT’s Petition and cancelled and withdrew the assessment notices issued against it. The foregoing ruling was affirmed by the *Court in Division*. The CIR elevated the aforesaid Decision and Resolution to the CTA *En Banc in a Petition* for Review which, again was denied by the CTA *En Banc* in its Decision in favor of AT. This was affirmed in a Resolution dated 29 January 2016 when the CTA *En Banc* denied the CIR’s Motion for Reconsideration (MR) for lack of merit.

Not satisfied with the adverse decisions, the CIR subsequently filed a *Petition for Review* on Certiorari with the Supreme Court (SC). On 7 December 2016, the SC issued a Resolution denying the CIR’s Petition for Review and affirmed *in toto* the *Decision and Resolution* of the CTA *En Banc*.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

No matter was submitted during the fourth quarter of the fiscal year covered by this report to a vote of security holders, through the solicitation of proxies or otherwise.

PART II – OPERATIONAL AND FINANCIAL INFORMATION

ITEM 5. MARKET FOR ISSUER’S COMMON EQUITY AND RELATED STOCKHOLDERS MATTERS

(A) Market Price of and Dividends on AT’s common equity and Related Stockholder Matters
(1) Market Information

AT’s common shares of stock are traded on the Philippine Stock Exchange (PSE). The table below provides the details on the trading price range of AT shares of stock (*in Php per share*):

	2014		2015		2016	
	High	Low	High	Low	High	Low
1Q	16.68	13.70	10.22	8.84	4.22	4.19
2Q	16.02	13.40	8.75	6.48	4.45	4.36
3Q	16.98	14.18	6.49	4.23	4.27	4.27
4Q	14.90	10.16	6.11	4.02	5.08	4.96

Closing price of AT shares of stock as of the latest practicable trading date, 12 April 2017, as quoted by the PSE is Php5.20 per share.

(2) Holders

As of 31 March 2017, (i) there were a total of 20,811 individuals/entities holding AT shares of stock, and (ii) 4.70% of the total issued and outstanding AT shares of stock were held by foreigners.

Top 20 stockholders of Atlas as of 31 March 2017:

No.	Name	No. of Shares Held	% of Ownership
1	PCD Nominee Corporation	1,706,505,905	81.77%
2	Anglo Philippine Holdings Corporation	121,000,000	5.80%
3	Alakor Corporation	110,000,000	5.27%
4	PCD Nominee Corporation (Non-Filipino)	73,285,169	3.51%
5	National Book Store Inc.	9,203,407	0.44%
6	SM Investments Corporation	9,190,000	0.44%
7	The Bank of Nova Scotia	4,425,254	0.21%
8	Bank of Nova Scotia	2,950,169	0.14%
9	Tytana Corporation	2,562,439	0.12%
10	Merril Lynch, Pierce Fenner & Smith	2,138,244	0.10%
11	Globalfund Holdings, Inc.	1,787,000	0.09%
12	Metropolitan Bank and Trust Company	1,701,281	0.08%
13	Mitsubishi Metal Corporation	1,680,000	0.08%
14	William T. Enrile &/or William R. Enrile II	1,500,000	0.07%
15	National Financial Services LLC	1,474,233	0.07%
16	Tan Hua	1,400,000	0.07%
17	Lucio W. Yan &/or Clara Yan	1,100,000	0.05%
18	Toledo City Government	1,000,000	0.05%
19	Eric U. Lim or Christine Yao Lim	1,000,000	0.05%
20	Asian Oceanic Holdings Phils., Inc.	972,501	0.05%

(3) Dividends

Upon the approval granted by its BOD on April 29, 2014 and March 8, 2013, AT declared cash dividends in the amount of PhP0.15 per share and PhP0.25 per share of its capital stock in 2014 and 2013, respectively. The dividends were paid to all stockholders of record as at May 19, 2014 and March 22, 2013, respectively.

(4) Recent Sales of Unregistered Securities, including recent issuance of securities constituting an exempt transaction

Details of the issuances of AT shares of stock during the last three (3) fiscal years:

<u>Purchaser</u>	<u>Number of Shares Purchased</u>	<u>Date/s of Issuance of Shares</u>	<u>Consideration /Price per share</u>	<u>Basis of Exemption under the Securities Regulation Code</u>
2015 None				
2014 Optionees under the Comprehensive Stock Option Plan	1,183,604	Various dates	Cash/PhP10.00	Exempted from registration by SEC
BDO Unibank, Inc.	9,728,000	November 2014	Cash/PhP10.00	Section 10.1 (I) (sale of securities to a qualified buyer)
2013 Optionees under the Comprehensive Stock Option Plan	1,754,190	Various dates	Cash/PhP10.00	Exempted from registration by SEC

ITEM 6. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

(1) As of 31 December 2016

Results of operations of the AT Group over the last three fiscal years ('000):

	<u>2016</u>	<u>Δ%</u>	<u>2015</u>	<u>Δ%</u>	<u>2014</u>	<u>Δ%</u>
Consolidated net income/(loss)	(879,496)	8%	(814,439)	(305%)	397,080	(79%)
Consolidated gross revenues	12,079,853	7%	11,342,317	(30%)	16,181,061	12%
Costs and operating expenses	10,385,324	(3%)	10,741,405	(14%)	12,548,952	24%

AT registered a *consolidated net loss* of Php879 million, an 8% increase from last year, a 7% increase in revenues and a 3% decline in operating costs. The following are key factors:

- Higher copper metal content of shipments: Copper metal content increased by 3% from 95 million lbs. to 99 million lbs. as production was affected by higher copper grade which increased by 7% from 0.300% to 0.321%.
- Lower copper prices: Average copper prices dropped by 10% to USD2.21 per pound *vis-à-vis* last year's USD2.47/lb.
- Higher revenue from gold and magnetite: Gold revenue increased by 34% as volume shipped increased by 4.9Kozs and gold average price increased from USD1,154/oz. in 2015 to USD1,241/oz. this year. Revenue from magnetite has been realized with a shipment of 25k dmt in 2016 while none in 2015.
- Lower Operating expenses: Operating expenses decreased by 3% from last year brought about by lower waste charged to operation, lower energy and materials and supplies costs as input prices remained low and operational efficiencies were attained. The decrease in operating expenses was further attributed to lower labor cost as a result of right sizing program implemented and lower smelting charges as market rates decreased during the current year.
- Decrease in Equity in net earnings of associates: Revenue from nickel corporations declined by 75% from Php244m to Php62m as a result of operational suspension during the latter part of 2016.
- Loss on disputed input tax of Php456 million representing credits disallowed under the revised rules of the Bureau of Internal Revenue and is the subject of a motion for reconsideration (MR) still pending with the Supreme Court.

Gross revenue for the year reached Php12 billion which is 7% higher year-on-year due to increase in volume shipped and higher gold revenues that offset the impact of lower copper prices. Copper revenues improved by 2% year-on-year and registered revenue of Php10.2 billion in 2016.

- Average copper prices during the period slid by 10% to USD2.21/lb. while average gold prices increased by 8% to USD1,241/oz.
- CCC's average daily milling rate declined by 7% in 2016, from 49,205 dmt to 45,678 dmt but the realized copper grade has improved by 7% from 0.300% to 0.321% in 2016. Relatively, the copper concentrates produced in 2016 improved by 1% to 175,700 dmt from prior year. Gold yield improved by 14% to 33,958 ounces as compared to prior year's production volume. Additional revenue was gained from the production of magnetite this year is 17,959 dmt against NIL in 2015.
- CCC shipped 176,130 dmt and 169,304 dmt of copper concentrates in 2016 and 2015, respectively. Copper metal content is 102 million lbs. while gold is 32,211 oz., representing an increase of 3% and 18% respectively, *vis-à-vis* last year.

Cost and operating expenses (86% of gross revenues) were lower by 3% due to lower costs incurred for waste stripping, materials and supplies, fuel, power, labor and smelting charges.

Finance charges (16% of gross revenue) increased by 18% due to additional loans availed for working capital requirements.

Other income (charges) increased by 129% due to significant impact on the loss on disputed input tax recognized in 2016 amounting to Php495 million and decline in the share in net earnings of associates by Php182 million.

USD:Php Exchange rate closed at USD1.00:Php49.72 as at 31 December 2016 against USD1.00:Php47.06 as at 31 December 2015. This triggered the recognition of net unrealized foreign exchange gain of Php158 million primarily from the restatement of Philippine Peso denominated loans and other payables as CCC has adopted the US dollar as its functional currency.

The *Net Gain (loss) on fair value changes on derivatives* are attributable to two derivative transactions: (a) recognition of derivative assets and liabilities from provisional pricing contracts still outstanding at the end of the year for copper concentrate shipments and (b) Commodity Swap Transaction as at 31 December 2016. CCC entered into a Copper Asian Swap with Standard Chartered Bank (SCB) on 15 November 2016. Net unrealized loss on provisional pricing of Php23 million was mitigated by the unrealized gain on commodity swap of Php7m.

Benefit from (provision for) income tax decreased in 2016 as compared to 2015 mainly due to the decrease in expenses which are not deductible in the current year but deductible in future years.

Changes in Financial Position

Highlights in the financial position of the AT Group over the last three fiscal years ('000):

	2016	2015	2014
Assets	73,899,134	70,846,552	65,915,281
Liabilities	37,229,042	34,366,324	29,516,491
Retained Earnings	17,960,856	18,840,352	19,654,791

The discussion below pertains to the audited consolidated financial condition of the Group as of 31 December 2016 vis-à-vis that as of 31 December 2015:

Cash and cash equivalents significantly increased by Php1.9 billion due to additional advances from shareholders during 2016 and collection of receivables towards year-end.

Receivables decreased by 0.20% due to collection of trade receivables and reclassification of related party accounts.

Inventories decreased by 24% due to sale of product inventory and consumption of material and supplies.

Other Current Assets declined due to the increase in prepaid fees and taxes mitigated by the decrease in advance payment to suppliers.

Property, plant and equipment (49% of total assets) increased by 4% due to acquisition of fixed assets used in operation and mine development costs. Movement in *Mining Rights* (11% of total assets) was mainly due to production-driven depletion during the year. *Goodwill* (26% of total assets) pertain to allocated provisional fair values of identifiable assets and liabilities of CCC.

Investment in Associate pertains to AT's ownership over BNC, TMMI, URHI, UNC and NRHI, respectively. The Group assessed that it has significant influence over these entities and are accounted for as investments in associates. *Deferred tax assets* (3% of total assets) increased by 69% due to the effects of the increase in NOLCO, unrealized foreign exchange losses, provision for impairment losses and the excess of MCIT over RCIT. *Other Noncurrent Assets* (3% of total assets) decreased by 11% due to provision for input VAT written off during the year.

Accounts payable and accrued liabilities (7% of total liabilities) decreased by 53% due to payment of trade creditors and lower accruals on contracted services. *Current and noncurrent portions of long-term debts* (48% and 28% of total liabilities) increased by 476% and decreased by 48% respectively due to the reclassification of bond payable to current which will be due on March 2017. This was a net effect of the payment of maturing debts and the availment of long-term loans for working capital requirements.

Derivative liabilities increased by Php29 million during the year due to the recognition of embedded derivative liability on provisional pricing. *Income tax payable* pertains to the income tax liability for the year.

Retirement benefits liability decreased by 15% due to the payment of pension cost and actuarial valuation adjustments.

Liability for mine rehabilitation cost increased by 11% due to accretion of asset retirement obligation. *Deferred tax liabilities* increased by 1% mainly due to increase in unrealized foreign exchange gains and remeasurement gain on retirement liabilities.

Nickel Corporations

On 19 June 2014, Toledo Mining Corporation (TMC) gained Board and Management control over the Nickel Corporations by having its nominees elected (i) to fill 71% or 60% (as applicable) of the Board seats of the Nickel Corporations, and (ii) to serve as principal officers of the Nickel Corporations. As a result, the Nickel Corporations are no longer controlled by AT. TMC is owned and controlled by DMCI Mining Corporation.

AT however has retained its authority to participate in the financial and operating policy decisions of the Nickel Corporations. Thus, the related investments of AT in the Nickel Corporations were reclassified from investments in subsidiaries to investments in associates starting 2014.

The 2016 results of the Nickel Corporations were reported as *Equity in the net income of an associate* which amounted to Php62 million.

Key Performance Indicators

Key performance indicators of the AT Group:

Particulars	Consolidated		
	2016	2015	2014
Current ratio	0.25:1	0.42:1	0.60:1

Debt to equity	1.06:1	0.91:1	0.82:1
Return on equity	-2.47%	-2.00%	0.34%
Return on assets	-1.22%	-1.20%	0.19%
Net profit margin	-8.05%	-7.18%	0.76%

- Current Ratio = Current Assets / Current Liabilities
- Debt-to-Equity = Total Liabilities / Total Shareholders' Equity Attributable to Equity Holders of Parent Company
- Return on Equity = Net Income Attributable to Equity Holders of Parent Company / Average Total Shareholders' Equity Attributable to Equity Holders of Parent Company
- Return on Assets = Net Income Attributable to Equity Holders of Parent Company / Average Total Assets
- Return on Sales = Net Income Attributable to Equity Holders of Parent Total Company / Total Consolidated Net Revenues

Liquidity and Capital Resources

Below is a summary of the Group's audited consolidated cash flow as of 31 December 2016:

<u>Particulars (in Php million)</u>	<u>Amount</u>
Net cash flow used in operating activities	(1,041)
Net cash flows used in investing activities	(1,963)
Net cash flows provided by financing activities	5,303
Net increase in cash and cash equivalents	1,907

Cash from operating activities was mainly driven by decrease in accounts payables and accrued liabilities including interest payments on loans.

Net cash used in investing activities was a result of the increased acquisition of property, plant and equipment.

Net cash from financing activities increased mainly due to availment of additional loans for working capital requirements.

Material Plans, Trends, Events or Uncertainties

- Increase in Authorized Capital Stock

On February 21, 2017 AT held a Special Shareholders' Meeting (SSM) and the Shareholders approved the: (i) Increase of the authorized capital stock (ACS) and consequent amendment to the article VII of Atlas' Articles of Incorporation (AOI), (ii) Issuance of primary shares out of the increase in ACS, and (iii) Issuance of Warrants and the underlying common shares as a result of the exercise of the Warrants to major Shareholders. The ACS increased from Php6billion to Php8.5billion divided into 8.5billion common shares with a par value of Php1.00 per share.

- Promissory Notes from SMIC

In January, February, March and September 2016, AT availed from SMIC senior unsecured loan facilities covering the aggregate amounts of Php705,375,000, Php1,346,268,000, Php2,236,560,000 and Php1,660,925.00 respectively, to raise additional working capital. The

loans are payable within 5 years from the dates of availment, accrued interest at the rate of 5% per annum subject to repricing at prevailing market rate and with prepayment option of all or part of the loan prior to maturity.

- Infusion of Additional Equity Capital by AT to CCC

In February 2016, AT and CCC executed 2 Subscription Agreements for the equity capital infusion of AT into CCC in the amounts of Php705,375,000 and Php1,146,268,000 respectively at the subscription price of Php10.00 per share for a total of 70,537,500 common shares and 114,626,800 common shares. In June and December 2016 AT subscribed to 19,103,950 and 14,000,000 common shares out of the unissued capital stock of CCC at the subscription price of Php100.00 per share for a total subscription price of Php1,910,395,000 and Php1,400,000,000.

- Change in the Par Value of the Common Shares

On 22 February 2016, the AT BOD approved the change in the Par Value of the common shares of AT from Php8.00 per share, with capital stock of Php24billion divided into 3billion common shares to Php1.00 per share, with capital stock of Php3billion divided into 3 billion common shares, which was approved by the Shareholders of AT on 29 April 2016.

The reduction in par value is to effect a reduction in the unit price of the shares of stock, to widen the corporate base and to improve the marketability of primary share issuance. The lower par value of Php1.00 per share would allow the Parent Company to raise fresh funds through primary shares issuance if needed. The decrease in capital stock and par value reduction resulted in *Additional Paid-In Capital* (APIC) of Php14,609,229,418. The SEC approved the reduction in par value and capital stock on 29 June 2016.

The AT BOD in February 2016 and the Shareholders in April 2016 likewise approved the increase in the ACS of AT by Php3billion, from Php3billion to Php6billion divided into 6billion common shares at Php1.00 par value. As of December 2016, AT has not issued any share out of the increase in ACS.

- Change in Functional Currency of CCC

The functional currency of CCC has changed from the Philippine Peso to US Dollar starting year 2015. Management established that US Dollar is the currency of the primary economic environment in which CCC operates. On the other hand, the Philippine peso is the currency of the primary economic environment in which the Group, except for CCC, operates. The change in functional currency was approved by the SEC on February 16, 2016.

- Reduction in mill throughput at the Carmen Copper Mine

On 6 April 2016, the BODs of AT and its subsidiary CCC, approved and authorized the implementation of a comprehensive plan to reduce the mill throughput at the Carmen Copper Mine in Cebu, from its name plate capacity of 60,000 tonnes per day (“tpd”) throughput to 40,000 tpd. Impact of the plan is estimated to reduce 2016 and 2017 copper production by 33% after implementation. The revised milling and mining plan is in response to the recent decline in copper prices. LME copper prices averaged US\$3.11/lb in 2014, \$2.49/lb in 2015, \$2.11/lb in Q1 2016, \$2.15/lb in Q2 2016, \$2.17/lb in Q3 2016 and \$2.40/lb in Q4 2016.

AT reduced its capital expenditures to \$27 million from the original planned spending of \$104 million as it lowers the throughput of its mine in Cebu. The planned capital spending is 74% lower than last year’s capex. AT would continue to trim its capex to \$12 million next year.

On 5 May 2016, CCC notified its employees of the implementation to streamline operations, which is part of a broad restructuring it is undertaking to ensure its long term viability amid current market conditions. The comprehensive plan for the restructuring involved: (i) Production levels being scaled back to 40ktpd; (ii) Mine site pre-stripping being reduced for 2016 and 2017; (iii) Capex levels reduced to focus on keeping the mine going; and (iv) reduction in all operating costs which will affect 551 workers, equivalent to 15% of the workforce.

(2) As of 31 December 2015

Results of operations of the Atlas Group over the last three fiscal years ('000):

	<u>2015</u>	$\Delta\%$	<u>2014</u>	$\Delta\%$	<u>2013</u>	$\Delta\%$
Consolidated net income/(loss)	(814,439)	(305%)	397,080	(79%)	1,895,956	(45%)
Consolidated gross revenues	11,342,317	(30%)	16,181,061	12%	14,450,749	(7%)
Costs and operating expenses	10,741,405	(14%)	12,548,952	24%	10,113,355	(6%)

AT Group registered a *consolidated net loss* of Php814 million representing -7% of gross revenues and a 305% decline from prior year's operational results. The following are the key factors:

- Low copper prices - Average copper prices dropped by 21% to USD2.47 per pound vis-à-vis last year's USD3.12 because of the commodity slump in the global market.
- Lower Copper metal content of shipments - Copper metal content decreased by 5% from 100 million lbs to 95 million lbs as production was affected by lower copper grade which decreased by 4% from 0.314% to 0.300%.
- Lower Operating expenses – the combined effect of cost containment initiatives, improvement in operational efficiencies and lower prices of key input costs contributed to the reduction of operating expenses by 13%.
- Increase in Equity in net earnings of associates – strong performance of the Nickel Corporations resulted to increase from Php30 million in 2014 to Php244 million in 2015.

Gross revenues for the year reached Php11.34 billion, 30% lower year-on-year due mainly to lower average metal price and lower head grade. Copper revenues slid by 28% and registered at Php9.92 billion.

- Average copper prices during the period slid by 21% to USD2.47 per pound, while average gold prices also dropped by 10% to USD1,152 per ounce.
- CCC maintained the same level of average daily milling rate at 49,205 dmt per day vis-à-vis prior year's 49,225 dmt per day. However, the realized copper grade was lower by 4% from 0.314% to 0.300%. Consequently, it produced a total of 173,297 dmt of copper concentrate for the year, realizing a 3% decrease in production output from prior year. Gold yield rose by 14% to 29,886 ounces.
- CCC shipped 169,304 dmt and 175,966 dmt of copper concentrates in 2015 and 2014, respectively. Copper metal content is 95 million lbs. and gold is 27,333 Ozs., representing a decrease of 5% and an increase of 14%, respectively, vis-a vis last year.

Costs and operating expenses (95% of gross revenues) were lower by 14% due to cost containment initiatives, the improvement in operating efficiencies and the decline in prices of key input costs which resulted in lower costs of fuel, power, explosives, equipment rental, reagents and materials and spares.

On 19 June 2014, TMC gained Board and Management control over Ulugan Resources Holding, Inc. (URHI), TMM Management, Inc. (TMMI), Ulugan Nickel Corporation (UNC), Nickeline Resources Holdings, Inc. (NRHI), and BNC (the “Nickel Corporations”) by having its nominees elected (i) to fill 71% or 60% (as applicable) of the Board seats of the Nickel Corporations, and (ii) to serve as principal officers of the Nickel Corporations. As a result, the Nickel Corporations are no longer controlled by Atlas. TMC is owned and controlled by DMCI Mining Corporation. AT retained significant influence on the Nickel Corporations as at December 31, 2015.

AT however has sustained the power to participate in the financial and operating policy decisions of the Nickel Corporations. Thus, related investments of AT in the Nickel Corporations were reclassified from investments in subsidiaries to investments in associates effective July 2014. AT recognized the fair value of the investments retained in the aforementioned nickel corporations and recognized a *Gain associated with loss of control of subsidiaries* amounting to Php44.62million in 2014. Atlas also recognized *Equity in the net earnings of an associate* of Php30.08m representing the second semester results of the nickel corporations for 2014. This year, AT recognized full year share in net earnings of Php244m, a 710% increase from 2014.

Based on the economic substance of the underlying circumstances relevant to the Group, the functional currency of the Parent Company has been determined to be the Philippine peso. Each entity in the Group determined its own functional currency and items included in the consolidated financial statements of each entity are measured using that functional currency. The functional currency of CCC has been changed from the Philippine Peso to US Dollar starting 2015 since management had determined that US\$ is the currency of the primary economic environment in which the CCC operates. The Philippine peso is the currency of the primary economic environment in which the Group except for CCC operates.

USD:Php Exchange rate closed at USD1.00:Php47.06 as at 31 December 2015 versus USD1.00:Php44.720 as at 31 December 2014. With the change in the functional currency of CCC from Philippine peso to US\$, the devaluation of the Peso has not materially impacted the results of operation resulting instead to a *Net foreign exchange gain* of Php138 million. A net foreign exchange loss of Php165 million was recognized during the same period in the previous year arising mainly from the restatement of US dollar-denominated loans and payables.

Greater portion of Short-term placements was utilized for operational expenditures during the year. Hence, *Interest income* slid by 34% to Php37million compared with Php57m of last year.

Finance charges (14% of gross revenues) increased by 14% due to additional loans availed for working capital requirements.

The 110% slump in Other Income (charges) – net was largely due to one-time service income recognized last year.

The *Unrealized gains or losses on derivatives and Realized gains or losses on derivatives* are attributable to the recognition of derivative assets and liabilities from provisional pricing contracts still outstanding at the end of the year for copper concentrate shipments. AT

registered a 99% decrease in Unrealized Losses on derivatives from Php290 million in 2014 due mainly to lower number of shipments with outstanding provisional pricing as of end of 2015. Realized gains on derivatives increased by 1554% to Php295million as losses in 2014 reversed in 2015.

Benefit from (provision for) income tax increased because of additional deferred income tax arising from the Net Operating Loss Carry Over (NOLCO) and the Minimum Corporate Income Tax (MCIT).

Changes in Financial Position

Highlights in the financial position of the AT Group over the last three fiscal years ('000):

	<u>2015</u>	<u>2014</u>	<u>2013</u>
Assets	69,575,967	65,915,281	63,205,327
Liabilities	33,095,739	29,516,491	26,353,582
Retained Earnings	18,840,352	19,654,791	19,842,996

The discussion below pertains to the consolidated financial condition of the Group as of 31 December 2015 vis-à-vis that as of 31 December 2014:

Short-term investments decreased by 19% due to pre-termination of short-term deposit placements. *Receivables* decreased by 25% due to decrease in revenues and collection of trade credits at year end. *Inventories* increased by 57% due to stockpiling and decrease in issuance of materials and supplies during the year. *Other current assets* decreased by 23% due to lower balances of deposits to suppliers, prepaid insurance and deferred cost of consumables.

Property, plant and equipment (50% of total assets) increased by 12% at cost due to continued capital acquisitions and development costs in CCC. Revaluation of AT's land properties resulted to increase of 36% from prior year. Movement in *Mining Rights* (12% of total assets) was mainly due to production-driven amortization during the year. *Goodwill* (27% of total assets) mainly pertains to the allocated provisional fair values of identifiable assets and liabilities of Carmen Copper. *Investment in associate* pertains to Atlas' ownership over BNC, TMMI, URHI, UNC and NRHI, respectively. The Group assessed that it has significant influence over these entities and are accounted for as investments in associates. The 32% decrease was due to the net effect of equity in net earnings and dividend income for the year. *Other noncurrent assets* increased by 11% due to input value-added tax credits from trade purchases and impairment adjustments made during the year.

Accounts payable and accrued liabilities (8% of total assets) increased by 12% due to additional trade credits and accruals. *Current and noncurrent portions of long-term debt* (8% and 29% of total assets) increased by 88% and 9%, respectively. This was a net effect of availment of loans for working capital requirements. On 4 June 2015, the BOD authorized the availment of the senior unsecured convertible loan from its principal shareholders, particularly, Alakor Corporation ("Alakor"), Anglo Philippine Holdings Corporation ("Anglo"), and the SM Group ("SM"). On 17 September 2015, AT availed Php981 million unsecured loan from the SM Group. Proceeds from both loans were utilized for working capital and to infuse funds in CCC. *Derivative liabilities* slid by 99% because of the exercise and delivery of commodity forwards on copper concentrate within this year.

Retirement benefits liability decreased by 46% due to payment of pension costs and actual valuation adjustments. *Liability for mine rehabilitation* increased by 7% mainly because of additional provision for accretion of interest and share in cumulative translation adjustment of Carmen Copper. *Deferred tax liabilities* decreased by 29% which was mainly due to net operating loss carryover (“NOLCO”) recognized by CCC.

There were no additional issuances in *Capital stock* (24% of total assets) during the year, *Additional paid-in capital* increased by Php49 million or 169% as a result of the equity conversion option from the Php1.8 billion Convertible Loan availed from SM, Alakor and Anglo. *Revaluation increment on land* increased by Php80.3 million or 37% due to appraisal of land properties during the year. *Re-measurement gain on retirement plan* was realized because of the recognition of actuarial valuation results an increase by 171% from last year’s loss of Php183 million. *Net unrealized gains on AFS investment* decreased by 20% due to impairment adjustments at year end. *Cumulative translation adjustments* of Php456 million was recognized this year due to change in CCC’s functional currency from Philippine Peso to US Dollar.

Upon the approval granted by its BOD on 29 April 2014, AT declared cash dividends in the amount of Php0.15 per share of its outstanding capital stock. The dividends were paid on 9 June 2014 to all stockholders of record as of 14 May 2014.

AT has issued a total of 1,183,603 of its shares of stock (the “Option Shares”) as a result of the exercise of stock subscription rights granted under the existing stock option plan covering directors, officers, and employees of AT and CCC (the “Stock Option Plan”). The Option Shares were issued at the price of Php10.00 per share. In 2013, 1,754,190 option shares were issued at the same exercise price. On 28 November 2014, BDO Unibank Inc. exercised its subscription rights under stock warrants respecting a total of 18,728,000 of the authorized and unissued shares of stock. The exercise covered 9,728,000 shares which represented the balance of the shares underlying the warrants after the initial subscription to 9,000,000 shares in 2010.

Performance Indicators

The following table shows the key performance indicators of AT Group:

Particulars	Consolidated		
	2015	2014	2013
Current ratio	0.42:1	0.60:1	0.77:1
Debt to equity	0.91:1	0.82:1	0.73:1
Return on equity	-2.24%	0.34%	5.34%
Return on assets	-1.20%	0.19%	3.15%
Net profit margin	-7.18%	0.76%	13.25%

The abovementioned ratios were computed as follows:

- Current Ratio = Current Assets / Current Liabilities
- Debt-to-Equity = Total Liabilities / Total Stockholders’ Equity Attributable to Equity Holders of Parent Company
- Return on Equity = Net Income Attributable to Equity Holders of Parent

- Return on Assets = $\frac{\text{Company / Average Total Stockholders' Equity Attributable to Equity Holders of Parent Company}}{\text{Net Income Attributable to Equity Holders of Parent Company / Average Fixed Assets-Net}}$
- Return on Sales = $\frac{\text{Net Income Attributable to Equity Holders of Parent Company}}{\text{Company / Total Consolidated Gross Revenues}}$

Liquidity and Capital Resources

Below is a summary of the consolidated cash flow of the Atlas Group ('000):

• Net cash flow from operating activities	-	Php	520,424
• Net cash flows used in investing activities	-	Php	(4,753,168)
• Net cash flows from financing activities	-	Php	4,222,980
• Net decrease in cash and cash equivalents	-	Php	(439,321)

Cash from operating activities declined due to lower copper price.

Net cash used in investing activities was a result of the increased acquisition of property, plant and equipment. Net cash from financing activities increased chiefly from availment of additional loans for working capital and lower amounts of loan maturities and payments in 2015. Net increase in cash and cash equivalents was largely due to availment of loans.

Material Plans, Trends, Events or Uncertainties

- Promissory Notes from SMIC

In January and February 2016, AT availed from SMIC senior unsecured loan facilities covering the aggregate amount of Php705,375,000 and Php1,346,268,000 respectively to raise additional working capital. The loans are payable within 5 years from the dates of availment, accrue interest at the rate of 5% per annum subject to repricing at prevailing market rate and with prepayment option of all or part of the loan prior to maturity.

- Infusion of Additional Equity Capital by AT to CCC

In February 2016, AT and CCC executed 2 Subscription Agreements for the equity capital infusion of AT into CCC in the amounts of Php705,375,000 and Php1,146,268,000 respectively through subscription to CCC's unissued common shares at the subscription price of 10.00 per share. Upon full payment of the subscription price CCC issued to AT 70,537,500 common shares and 114,626,800 common shares of the authorized capital stock of CCC.

- Change in the Par Value of the Common Shares

On February 22, 2016, the BOD approved the change in the Par Value of the common shares from Php8 per share, with capital stock of Php24 billion to Php1 per share, with capital stock of Php3 billion divided into 3 billion common shares and subsequently increasing the authorized capital stock to Php6 billion divided into 6 billion common shares. The proposed reduction in par value is to effect a reduction in the unit price of the shares of stock, to widen the corporate base and to improve the marketability of primary share issuance. Lower par value of Php1.00 per share would allow AT to raise fresh funds through primary shares issuance if needed.

- **Change in Functional Currency of CCC**

The functional currency of CCC has changed from the Philippine Peso to US Dollar starting 2015 since management determined that US Dollar is the currency of the primary economic environment in which the CCC operates. The Philippine Peso is the currency of the primary economic environment in which the Group except for CCC operates. The change in functional currency was approved by the SEC on February 16, 2016.

- **Others**

As at 31 December 2015, (i) there was no known trend or contingent event that may have a material effect on the liquidity of AT or CCC, or on the marketability of CCC's products, other than commodity price volatility in the world market, (ii) there were no material off-balance sheet transactions, arrangements, or obligations involving CCC, (iii) there were no material firm commitments for new capital expenditures, and (iv) there was no significant element of income or loss from continuing operations, other than commodity price volatility in the world market.

CCC was unable to maintain certain financial ratios under its long-term loan agreements which compliance was duly waived by all the lenders. CCC settled the principal amounts and interests of the aforementioned long-term loans on a timely basis.

The Management of AT is constantly assessing options to optimize operations and investors and lenders will be tapped for additional support when necessary. There is (i) no product research and development for the term of the plan of operation, (ii) no expected purchase or sale of plant and significant equipment, and lastly (iii) no expected significant changes in the number of employees.

(3) As of 31 December 2014

Results of operations of the AT Group over the last three fiscal years ('000):

	<u>2014</u>	<u>Δ%</u>	<u>2013</u>	<u>Δ%</u>	<u>2012</u> <i>(Audited and Restated)</i>
Consolidated Net Income	397,080	(79%)	1,895,956	(45%)	3,438,501
Consolidated Gross Revenues	16,181,061	12%	14,450,749	(7%)	15,539,963
Costs and operating expenses	12,150,780	24%	9,766,643	(7%)	10,446,727

The 79% decline in the consolidated net income (25% of gross revenues) was driven by the following factors:

- Low copper prices - Average copper prices dropped by 6% to USD3.12 per pound vis-à-vis last year's USD3.30 because of the commodity slump in the global market.
- Increase in depreciation charges – This is primarily attributable to the capital equipment acquired during the expansion phase of CCC.
- Increase in finance charges – Financing costs were fully charged to operations and additional loans were availed for working capital requirements.
- Increase in income taxes – Due to the full year effect of the expiration of CCC's Income Tax Holiday incentive.

Gross revenues for the year reached Php16.181 billion, 12% higher year-on-year due mainly to increased shipment of payable metals. Copper revenues hiked by 10% and registered at Php13.730 billion.

- Average copper prices during the period slid by 6% to USD3.12 per pound, while average gold prices also dropped by 9% to USD1,265 per ounce.
- CCC reached an average daily milling rate of 49,225 dmt per day which is 14% higher year-on-year on account of process improvements and completion of the plant expansion. It produced a total of 177,876 dmt of copper concentrate for the period, thus realizing a 14% increase in output based on production for a similar period last year. Gold yield also went up by 23% to 26,310 ounces.
- CCC shipped 175,966 dmt and 154,378 dmt of copper concentrates in 2014 and 2013, respectively. Copper metal content is 100,145,961 lbs. and gold is 24,071 Ozs., representing increases of 15% and 23% vis-a vis last year.
- Although higher production was achieved and more shipments were made during the year as compared with the previous year, lower average copper prices reduced the positive impact of the increase in productivity on the company's performance.

On 19 June 2014, TMC gained Board and Management control over Ulugan Resources Holding, Inc. (URHI), TMM Management, Inc. (TMMI), Ulugan Nickel Corporation (UNC), Nickeline Resources Holdings, Inc. (NRHI), and BNC (the "Nickel Corporations") by having its nominees elected (i) to fill 71% or 60% (as applicable) of the Board seats of the Nickel Corporations, and (ii) to serve as principal officers of the Nickel Corporations. As a result, the Nickel Corporations are no longer controlled by Atlas. TMC is owned and controlled by DMCI Mining Corporation. AT retained significant influence on the Nickel Corporations as at December 31, 2014.

AT however has sustained the power to participate in the financial and operating policy decisions of the Nickel Corporations. Thus, the related investments of AT in the Nickel Corporations were reclassified from investments in subsidiaries to investments in associates in 2014. AT recognized the fair value of the investments retained in the aforementioned nickel corporations and recognized a *Gain associated with loss of control of subsidiaries* amounting to Php44.62 million in 2014. AT also recognized the 2nd semester results of the nickel corporations as *Equity in the net earnings of an associate* which amounted to Php30.08 million.

Costs and operating expenses (75% of gross revenues) were higher by 24% due to the increase in depreciation charges and higher production and shipment levels. Higher milling tonnage demanded higher power and fuel consumption, additional equipment rental costs, more reagents, materials and spares utilized to support 49,225 dmt per day compared with 42.682 dmt last year. Furthermore, increase in shipment volume called for higher smelting charges. Depreciation charges increased because of the capital equipment acquired during the expansion phase of CCC.

Finance charges (9% of gross revenues) increased due to the full charging of financing costs to operations and availment of additional loans for working capital requirements.

USD:Php Exchange rate closed at USD1.00:Php44.720 as at 31 December 2014 versus USD1.00:Php44.395 as at 31 December 2013. The appreciation of the Peso against the US dollar triggered the recognition of *Net unrealized foreign exchange loss* of Php165 million primarily from the restatement of US dollar-denominated loans and payables. A net unrealized

foreign exchange loss of Php1.02 billion was recognized during the same period in the previous year. Carmen Copper's debt obligations are mostly US dollar-denominated to match US dollar revenues. This establishes a natural hedge against foreign exchange fluctuations. As such, there will be no actual or real foreign exchange effect as the US dollar-denominated debts are settled using US dollar revenue receipts.

The *Net unrealized mark-to-market loss* of Php310 million was attributable to the recognition of derivative assets and liabilities from provisional pricing contracts for copper concentrate shipments.

Interest income earned from short-term deposit placements decreased by 64%. The 753% rise in Other Income (charges) – net was caused by increase in revenues earned from rent and scrap materials.

Depletion of mining rights was up by 15% because of higher production level.

CCC's Income Tax Holiday incentive expired on 31 October 2013. Thus, AT incurred aggregate *Net current income tax* amounting to Php239 million during the year.

Changes in Financial Position

Highlights in the financial position of the AT Group over the last three fiscal years ('000):

	2014	2013	2012 (Audited and Restated)
Assets	65,915,281	63,205,327	57,953,182
Liabilities	29,516,491	26,353,582	22,485,691
Retained Earnings	19,654,791	19,842,996	18,447,515

Upon the approval granted by its BOD on 29 April 2014, AT declared cash dividends in the amount of Php0.15 per share of its outstanding capital stock. Dividends were paid on 9 June 2014 to all stockholders of record as of 14 May 2014.

AT has issued a total of 1,183,603 of its shares of stock (the "Option Shares") as a result of the exercise of stock subscription rights granted under the existing stock option plan covering directors, officers, and employees of AT and CCC (the "Stock Option Plan"). Option Shares were issued at the price of Php10.00 per share. For the same period last year, 1,754,190 option shares were issued at the same exercise price. On 28 November 2014, BDO Unibank Inc. exercised its subscription rights under stock warrants respecting a total of 18,728,000 of the authorized and unissued shares of stock. The exercise covered 9,728,000 of the issuer's shares which represented the balance of the shares underlying the warrants after the initial subscription to 9,000,000 shares in 2010.

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

On 6 July 2012, the SEC approved AT's application for equity restructuring through application of its additional paid-in capital to wipe out its accumulated deficit as of 31 December 2011.

The discussion below pertains to the consolidated financial condition of the Group as of 31 December 2014 vis-à-vis that as of 31 December 2013:

Short-term investments decreased by 52% due to pre-termination of short-term deposit placements. *Receivables* decreased by 15% due to collection of trade credits at year end. There were no outstanding put options at year end, hence, *Derivative Assets* was nil. *Inventories* decreased by 15% due to increase in issuance of materials and supplies during the year. *Other current assets* increased by 3% due to deposits to suppliers, prepaid insurance and deferred cost of consumables.

Goodwill (29% of total assets) mainly pertains to the allocated provisional fair values of identifiable assets and liabilities of Carmen Copper. *Property, plant and equipment* (47% of total assets) increased by 16% due to continued capital acquisitions in Carmen Copper. Movement in *Mining Rights* (13% of total assets) was mainly due to production-driven amortization during the year. *Investment in associate* pertains to Atlas Mining's ownership over BNC, TMMI, URHI, UNC and NRHI, respectively. The Group assessed that it has significant influence over these entities and are accounted for as investments in associates. *Available-for-sale (AFS) financial assets* decreased due to impairment adjustments.

Accounts payable and accrued liabilities (7% of total assets) increased by 42% due to additional trade credits and accruals. *Current and noncurrent portions of long-term debt* (4% and 28% of total assets) decreased by 29% and increased by 20%, respectively. This was a net effect of avilment of long-term loans for working capital requirements and foreign exchange translation adjustment on US dollar-denominated loans. As a part of DMCI's acquisition, *Payable to related parties* changed due to settlement of liability relating to TMC. *Derivative liabilities* pertain to the exercise and delivery of commodity forwards on copper concentrate within this year. *Income tax payable* pertains to the accrual of income tax liability for the fourth quarter of this year. *Retirement benefits liability* increased by 54% due to accrual of pension costs and actual valuation adjustments.

Capital stock (25% of total assets) and *Additional paid-in capital* increased due to the issuance of shares pursuant to Atlas Mining's stock option plan and exercise of stock warrants by BDO Unibank, Inc. *Remeasurement loss on retirement plan* increased by 89% because of the recognition of actuarial valuation results. *Net unrealized gains on AFS investment* decreased due to impairment adjustments at year end. *Non-controlling interest* was derecognized as a result of the change in accounting treatment for investments in BNC, TMMI, URHI, UNC and NRHI.

Performance Indicators

The following table shows the key performance indicators of Atlas Group:

<u>Particulars</u>	<u>Consolidated</u>		
	<u>12/31/2014</u>	<u>12/31/2013</u>	<u>12/31/2012</u> <i>(Audited and Restated)</i>
Current ratio	0.60:1	0.77:1	2.03:1
Debt to equity	0.82:1	0.73:1	0.63:1

Return on equity	0.34%	5.34%	10.70%
Return on assets	0.19%	3.15%	6.16%
Net profit margin	0.76%	13.25%	21.14%

The abovementioned ratios were computed as follows:

- Current Ratio = Current Assets / Current Liabilities
- Debt-to-Equity = Total Liabilities / Total Stockholders' Equity Attributable to Equity Holders of Parent Company
- Return on Equity = Net Income Attributable to Equity Holders of Parent Company / Average Total Stockholders' Equity Attributable to Equity Holders of Parent Company
- Return on Assets = Net Income Attributable to Equity Holders of Parent Company / Average Fixed Assets-Net
- Return on Sales = Net Income Attributable to Equity Holders of Parent Company / Total Consolidated Revenues

Liquidity and Capital Resources

Below is a summary of the consolidated cash flow of the Atlas Group ('000):

• Net cash flow from operating activities	-	Php	5,116
• Net cash flows used in investing activities	-	Php	(6,387)
• Net cash flows from financing activities	-	Php	1,747
• Net increase in cash and cash equivalents	-	Php	496

Cash from operating activities slightly as advance payments from customers augmented the dip in operating income. Net cash used in investing activities was a result of the increased acquisition of property, plant and equipment. Net cash from financing activities was chiefly from avilment of additional loans for working capital. Net increase in cash and cash equivalents was largely due to avilment of loans.

Material Plans, Trends, Events or Uncertainties

- In the first quarter of 2014, CCC completed and commissioned its expanded ore processing plant which increased the nameplate capacity by 50% to 60,000 tpd throughput.
- Copper concentrate revenues are based on international commodity quotations over which Atlas has no significant influence or control. This exposes the results of operations to commodity price volatilities that may significantly impact its cash inflows.
- As at 31 December 2014, (i) there was no known trend or contingent event that may have a material effect on the liquidity of AT or CCC, or on the marketability of CCC's products, other than commodity price volatility in the world market, (ii) there were no material off-balance sheet transactions, arrangements, or obligations involving CCC, (iii) there were no material firm commitments for new capital expenditures, and (iv) there was no significant element of income or loss from continuing operations, other than commodity price volatility in the world market.

ITEM 7. FINANCIAL STATEMENTS

The 2016 Audited Financial Statements of AT are incorporated herein by reference.

ITEM 8. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

Sycip Gorres Velayo & Company (“SGV”), with business address at 6760 Ayala Avenue, Makati City, is the external auditor for the current year.

AT engaged Ms. Eleanore A. Layug of SGV for the examination of the Corporation’s financial statements from 2013 to 2016. Previously, Mr. John C. Ong and Mr. Martin C. Guantes of SGV were engaged by the Corporation for the examination of the Corporation’s financial statements from 2009 to 2013 and 2009, respectively. AT has always faithfully complied with the five-year rotation requirement with respect to its external auditor’s certifying partner.

SGV has been the Corporation’s independent accountant since 1958. No independent accountant engaged by the Corporation has resigned, or has declined to stand for re-election, or was dismissed, and the Corporation has engaged no new independent accountant.

AT has not had any disagreement on accounting and financial disclosures with its current independent accountant/external auditor for the same periods or any subsequent interim period.

The table below shows the aggregate fees of SGV for the years ended 31 December 2016 and 2015 for (i) audit of the AT Group’s annual financial statements, (ii) services pertaining to the conduct of review with respect to CCC’s tax compliance, and (iii) other related services involving the examination of AT’s or CCC’s books of account. There were no other professional services rendered by SGV during the period.

<i>Particulars</i>		<i>2016</i>		<i>2015</i>		<i>2014</i>
Audit	Php	3,800,000	Php	3,600,000	Php	4,223,087
Interim Review		775,000		879,878		878,966
Performance of agreed-upon procedures		-		-		-
TOTAL	Php	<u>4,575,000</u>	Php	<u>4,479,878</u>	Php	<u>5,102,053</u>

The Corporation did not engage any other firm for tax accounting, compliance, advice, planning and any form of tax services covering the years 2016 and 2015.

PART III – CONTROL AND COMPENSATION INFORMATION

ITEM 9. DIRECTORS AND EXECUTIVE OFFICERS OF THE ISSUER

(A) Information on:

(1) Directors and Executive Officers

The Corporation's Board of Directors ("BOD") is composed of eleven (11) members, elected by the Shareholders at the Annual General Meeting (AGM) to hold office until removed or replaced by a duly-elected and qualified candidates. Directors of AT elected on 29 April 2016 are:

Alfredo C. Ramos	Frederic C. DyBuncio
Adrian Paulino S. Ramos	Martin C. Buckingham
Gerard Anton S. Ramos	Isidro A. Consunji
Jose T. Sio	Fulgencio S. Factoran Jr.
Richard J. Gordon ²	Alfredo R. Rosal, Jr.
Laurito E. Serrano	

Mr. Jay Y. Yuvallos replaced Senator Gordon and assumed office as Independent Director on 9 August 2016.

Principal officers of AT are appointed/elected annually by the BOD during its organizational meeting following the AGM, each to hold office until removed or replaced by a duly-elected/appointed and qualified candidate. The incumbent principal officers are:

Alfredo C. Ramos	-	Chairman
Frederic C. DyBuncio	-	Vice Chairman
Adrian Paulino S. Ramos	-	President
Martin C. Buckingham	-	Executive Vice President
Roderico V. Puno	-	Corporate Secretary
Leila Marie P. Cabañes	-	Treasurer
Fernando A. Rimando	-	Vice President/Chief Financial Officer
Maria Eleonor A. Santiago	-	Asst. Corporate Secretary/ Compliance Officer/ Head, Corporate Legal Affairs and Corporate Governance

- (2) Significant Employee. The Corporation has no significant employees.
- (3) Family Relationships. Other than those between Mr. Alfredo C. Ramos and his sons, Messrs. Adrian Paulino S. Ramos and Gerard Anton S. Ramos, there are no immediate family relationships among the directors and officers.
- (4) Involvement in Certain Legal Proceedings. AT is not aware of any legal proceeding of the nature required to be disclosed under Part IV, Paragraph (A), (4) of Annex C, Securities Regulation Code ("SRC") Rule 12, with respect to directors and executive officers of AT during the past five (5) years up to the date of this report that are material to an evaluation of the ability or integrity of any director or executive officer.

² Richard J. Gordon resigned as director effective 1 July 2016 after he was elected Senator of the Republic of the Philippines; Mr. Jay Y. Yuvallos replaced Senator Gordon and assumed office on 9 August 2016.

The Corporation believes that the incumbent Independent Directors, Atty. Fulgencio S. Factoran Jr., Messrs. Jay Y. Yuvallos and Laurito E. Serrano continue to qualify as such pursuant to SRC Rule 38. To the best of the Corporation's knowledge, the current and nominees for Independent Directors have always possessed the qualifications and none of the disqualifications for the position of independent director.

No independent director has exceeded the term limit as stated in SEC Memorandum Circular No. 9 Series of 2011 re: Term limits of Independent Director.

No director has resigned or declined to stand for re-election to the Board of Directors since the date of the last AGM because of a disagreement with the Corporation on any matter relating to the Corporation's operations, policies or practices. Details of the directors and/or officers of AT:

<i>Office/s</i>	<i>Name of Nominee</i>	<i>Citizenship</i>	<i>Age</i>	<i>Footnote Legends</i>
Chairman of the Board of Directors	Alfredo C. Ramos	Filipino	73	(a)
Vice Chairman of the Board of Directors	Frederic C. DyBuncio	Filipino	57	(b)
Director/ President	Adrian Paulino S. Ramos	Filipino	38	(c)
Director/Executive Vice President	Martin C. Buckingham	British	64	(d)
Director	Isidro A. Consunji	Filipino	68	(e)
Director	Gerard Anton S. Ramos	Filipino	42	(f)
Director	Jose T. Sio	Filipino	77	(g)
Independent Director	Fulgencio S. Factoran Jr.	Filipino	73	(h)
Independent Director	Emilio S. de Quiros, Jr.	Filipino	69	(i)
Independent Director	Laurito E. Serrano	Filipino	56	(j)
Independent Director	Jay Y. Yuvallos	Filipino	50	(k)
Corporate Secretary	Roderico V. Puno	Filipino	54	
Vice-President-Chief Financial Officer	Fernando A. Rimando	Filipino	50	
Compliance Officer/Assistant Corporate Secretary/ Head, Legal Affairs	Maria Eleonor A. Santiago	Filipino	50	
Treasurer	Leila Marie P. Cabañes	Filipino	38	

- (a) Elected as Chairman of the BOD and President on 24 April 2013; Retired as President of the Corporation effective 1 April 2015; nominee of Alakor Corporation ("Alakor")
- (b) Elected as Director on 12 August 2011; nominee of SM Investments Corporation ("SMIC")
- (c) Elected as Director and Vice-President on 24 April 2013; Appointed as President effective on 1 April 2015; nominee of Alakor
- (d) Elected as Director and Executive Vice-President on 24 April 2013; nominee of Alakor
- (e) Elected as Director on 12 April 2012; nominee of SMIC
- (f) Elected as Director on 18 July 2007; nominee of Alakor
- (g) Elected as Director on 12 August 2011; nominee of SMIC
- (h) Elected as Independent Director on 24 April 2013; nominee of Alakor and SMIC
- (i) Nominated as Independent Director for the 2017 May AGM; nominee of SMIC
- (j) Elected as Independent Director on 24 April 2013; Nominee of SMIC
- (k) Elected as Independent Director on 9 August 2016

A brief write-up on the business experience of the incumbent Directors, the new nominee for Independent Director as well as the Executive Officers of the Corporation:

Board of Directors

Alfredo C. Ramos

Mr. Alfredo C. Ramos, 73 years old, Filipino, has been a member of the Board of Directors (“BOD”) since 1989, and has served as its Chairman and President since 2 April 2013 until his resignation from the latter’s post last 1 April 2015. He is concurrently the incumbent (i) Chairman of the BOD of Carmen Copper Corporation (“CCC”), Anglo Philippine Holdings Corporation (“Anglo”), Anvil Publishing, Inc., NBS Express, Inc. and The Philodrill Corporation; (ii) Vice-Chairman of the Boards of Directors of MRT Development Corporation, Shang Properties, Inc. and Toledo Mining Corporation; (iii) Chairman and President of Alakor Corporation (“Alakor”), National Book Store, Inc., NBS Subic, Inc., Vulcan Industrial and Mining Corporation, and United Paragon Mining Corporation; (iv) President of Abacus Book & Card Corporation, Crossings Department Store Corporation, MRT Holdings Corporation, Power Books, Inc., TMM Management, Inc., and Zenith Holdings Corporation; (v) Treasurer and Trustee of Studium Theologiae Foundation, Inc.; and (vi) Director of the Chamber of Mines of the Philippines (“COMP”). He has held these positions over the last five years. Mr. Ramos obtained his bachelor’s degree from the Ateneo de Manila University.

Frederic C. DyBuncio

Mr. Frederic C. DyBuncio, 57 years old, Filipino, has been a member of the BOD since 12 August 2011, and has served as its Vice-Chairman since 22 August 2012. He is concurrently the (i) President, Chief Executive Officer and Director of Belle Corporation and its subsidiary Premium Leisure Corp.; (ii) Vice Chairman of the Board of Directors of CCC; and (iii) Executive Vice President of SM Investments Corporation. Prior to holding the post, he was a career banker who spent over 20 years with JPMorgan Chase and its predecessor institutions. He graduated from Ateneo de Manila University with a Bachelor of Science Degree in Business Management and finished a Master’s Degree in Business Administration program from the Asian Institute of Management.

Adrian Paulino S. Ramos

Mr. Adrian Paulino S. Ramos, 38 years old, Filipino, has been a member of the BOD since 18 July 2007, and has served as its President since 1 April 2015. He is concurrently the (i) Executive Vice-President/CFO and Director of Anglo; (ii) Vice-President and Director of Alakor; (iii) Vice President/CFO of National Bookstore, Inc.; (iv) Corporate Secretary/Director of Alakor Securities Corporation and Trafalgar Investment Corp.; (v) Director of CCC, The Philodrill Corporation, Vulcan Industrial & Mining Corporation, United Paragon Mining Corporation and Zenith Holdings Corporation. He graduated from Ateneo de Manila University with a Bachelor of Science Degree in Business Management (Honors Program, Cum Laude) and finished a Master’s Degree in Business Administration (with Distinction) from the Kellogg School of Management, Northwestern University, Majors in Decision Sciences, Analytical Consulting and Accounting Information and Management.

Martin C. Buckingham

Mr. Martin C. Buckingham, 64 years old, British, has been a member of the BOD since 4 December 1996, and has served as its Executive Vice-President since 22 July 2002. He is concurrently a director and Executive Vice-President of CCC and has held this position over the last five years. He obtained his law degree from Cambridge University (United Kingdom).

Isidro A. Consunji

Mr. Isidro A. Consunji, 67 years old, Filipino and has been a member of the BOD since 22 April 2012. He is concurrently the Chief Executive Officer (CEO) of Semirara Mining Corporation and President and CEO of DMCI Holdings, Inc. He is also a director of CCC. He has held these positions over the last five years. He obtained his

undergraduate degree in Civil Engineering from the University of the Philippines, and his Master's Degree in Business Administration from the Asian Institute of Management (AIM).

Gerard Anton S. Ramos

Mr. Gerard .Anton .S. Ramos, 42 years old, Filipino and has been a member of the BOD since 18 July 2007. He is concurrently holding the positions of (i) Director/Vice-President of Alakor Corporation and United Paragon (which he has held over the last five years); (ii) Director/Vice-President/Corporate Secretary of National Bookstore, Inc.; (iii) Director/Executive Vice-President/Investments of Anglo; (iv) Director/General Manager of Tipo Valley Realty Inc.; (v) Director/Vice-President/Treasurer of Alakor Securities Corporation; and (vi) Director of the Philodrill Corporation. He obtained his Bachelor's Degree in Business Management from the Ateneo de Manila University.

Jose T. Sio

Mr. Jose T. Sio, 77 years old, Filipino and has been a member of the BOD of AT since 12 August 2011. Mr. Sio is a Certified Public Accountant and holds a Bachelor of Science Degree in Commerce (major in Accounting) from the University of San Agustin. He obtained his Master's in Business Administration from New York University, USA. He is a Director, Executive Vice-President and Chief Financial Officer (CFO) of SMIC. Likewise, he is a member of the BOD of the following companies listed in the Philippine Stock Exchange ("PSE") (i) China Banking Corporation; (ii) Belle Corporation and Adviser to the BOD of BDO Unibank, Inc., and Premium Leisure Corporation, as Adviser to the BOD. Mr. Sio also serves as Director of the following companies not listed in the PSE: (i) OCLP (Ortigas) Holdings, Inc., (ii) CCC, (iii) Manila North Tollways Corporation, (iv) CityMall Commercial Centers Inc., and (v) First Asia Realty Development Corporation.

Mr. Sio was a senior partner of SGV from 1977 to 1990. He was voted as CFO of the year in 2009 by the Financial Executives of the Philippines (FINEX). He was also awarded as Best CFO (Philippines) in various years by HongKong-based publications such as Alpha Southeast Asia, Corporate Governance Asia, Finance Asia, and The Asset.

Fulgencio S. Factoran, Jr.

Atty. Fulgencio S. Factoran, Jr., 73 years old, Filipino, and has been an Independent Director since 28 February 2012 and member of the Compensation and Remuneration Committee of the BOD. His business affiliations are the following: (i) Chairman /member of the BOD of the AGILITY Group of Companies (Agility Logistics Holding, Inc., Agility Holding Company, Inc., Agility Logistics Distribution, Inc., Agility International Logistics, Inc., Agility Solutions, Inc. and Agility Subic, Inc.). He is the Principal Partner of Factoran and Associates Law Offices since 1996 until present. He is a Trustee of Philippine Educational Theater Association (PETA) and a Co-founder and past President of Movement of Attorneys for Brotherhood, Integrity, and Nationalism Inc. (MABINI).

He held several government positions under the Corazon Aquino administration such as Deputy Executive Secretary at the Office of the President of the Philippines, Secretary of the Department of Environment and Natural Resources (DENR), Chairman of the Board of Trustees of the National Electrification Administration (NEA); Chairman of the Board of Directors of the Philippines Charity Sweepstakes Office (PCSO); Member, Board of Trustees of the Development Academy of the Philippines (DAP). He also served as a member of the Board of Trustees of Government Service Insurance System (GSIS) from 1998 to 2004. He received his Bachelor of Arts in Humanities and Bachelor of Laws degrees, the latter as Valedictorian, from the University of the Philippines and his Master of Laws degree from the Harvard Law School (Harvard University, Cambridge, Massachusetts). The law office of Factoran and Associates does not act as legal counsel of AT.

Laurito E. Serrano

Mr. Laurito E. Serrano, 56 years old, Filipino, and has served as an Independent Director of AT since 22 August 2012. He concurrently sits as a member of the BOD of Philippine Veterans Bank, Pacific Online Systems, Inc., MRT Development Corporation and APC Group, Inc. He is also an Independent Director of CCC, Resorts World Manila and MIC Investments Corporation. His professional experience which span over 28 years cover, among others, financial advisory, project development engagements, transaction structuring, public debt/equity offerings, asset securitization and monetization, business acquisitions, investment promotion, audit services and other similar financial advisory services. He started his career at SGV & Co. as member of the Audit and Business Advisory Group and later rose to the rank of a Partner under the Corporate Finance Consulting Group of the same company. He is a Certified Public Accountant (Top 12) with a Master's Degree in Business Administration from the Harvard Graduate School of Business (Boston, Massachusetts, U.S.A.); and a Bachelor of Science in Commerce degree (Cum Laude) from the Polytechnic University of the Philippines.

Jay Y. Yuvallos

Mr. Jay Y. Yuvallos, 50 years old, Filipino and has served as Independent Director since 9 August 2016. He is currently a Director of Sun Energy Developers Asia Inc. He likewise serves as President of Interior Basics Export Corporation and YZ Global Resources, Inc. and at the same time as Treasurer of Medgruppe Polyclinics & Diagnostic Center. To date, he occupies directorship posts in several government corporate institutions, both as representative of the ABAC CME Working Group to ASEAN Business Advisory Council and E-commerce Working Group to the East Asia Business Council. He juggles the positions in the former as Chairman, Co-Chairman and Treasurer while in the latter as Chairman and Co-Chairman. He has served and worked in various private institutions ranging from difference capacities as Chairman, President and Vice-President. He obtained his undergraduate degree of Bachelor of Science in Commerce-Accounting from the University of San Jose-Recoletos.

Emilio S. de Quiros, Jr.

Mr. Emilio S.de Quiros, Jr., 69, is currently the Chairman of Belle Corporation. He has served as the President and CEO of the Social Security System ("SSS") and a Director of Union Bank of the Philippines, Philex Mining Corporation and Philhealth Insurance Corporation. Prior to his appointment as President and CEO of SSS, he served as Executive Vice President of Bank of the Philippine Islands and President of Ayala Life Insurance Inc. Mr. De Quiros graduated from Ateneo de Naga with a Bachelor of Arts in Economics degree (Cum Laude), and holds a Master of Arts in Economics degree from University of the Philippines.

Officers

Roderico V. Puno

Atty. Roderico V. Puno, 53 years old, Filipino, and has served as the Corporate Secretary of AT since 15 September 2006. He is the Managing Partner of Puno and Puno Law Offices. He is concurrently the Corporate Secretary of CCC and First Philippine Industrial Park. Likewise, he sits as one of the members of the BOD of GT Capital Holdings. His expertise extends not only in the practice of energy, corporate, banking and finance arbitration laws but also in real estate, utilities regulation, securities, infrastructure and other similar commercial transactions. His esteemed stint in the practice of Philippine energy laws propelled him to be one of the drafters and implementers of the Electric Power Industry Reform Act. He obtained his Bachelor of Arts in Political Law and Bachelor of Laws degrees from the Ateneo de Manila University and his Masters of Law (with Honors) from Northwestern University in Chicago. He is recognized by the Chambers Global and International Financial Law Review as one of the leading Philippine Lawyers in Business Law

Fernando A. Rimando

Mr. Fernando A. Rimando, 50 years old, Filipino, and has served as the CFO and Vice-President- Finance of AT since 12 September 2012. Mr. Rimando is concurrently the CFO and Vice President for Finance of CCC. He has more than 28 years of experience in the fields of audit and finance and has held executive positions in the mining, energy and telecommunication industries. He is a Certified Public Accountant with a Bachelor of Commerce in Accountancy Degree obtained from Saint Louis University.

Maria Eleonor A. Santiago

Atty. Maria Eleonor A. Santiago, 50 years old, Filipino, has served as Assistant Corporate Secretary/Compliance Officer/Head, Legal Affairs and Corporate Governance of AT since 1 September 2015. She is concurrently the Asst. Corp. Sec./Compliance Officer and Head, Legal Affairs of CCC. Prior to joining AT, she was in the mining, real estate and information technology industries, both in private and publicly listed companies. She obtained her Bachelor of Arts in Political Science from the University of the Philippines and Bachelor of Laws Degree from the San Beda College of Law. She also finished the Strategic and Business Economics Program at the University of Asia and the Pacific.

Leila Marie P. Cabañes

Ms. Leila Marie P. Cabañes, 38 years old, Filipino, and has served as the Treasurer of AT since 24 April 2015. She has more than a decade of experience in the local banking industry where she specialized in trust banking and fund management. Prior to joining AT, she spent 14 years of her career in several financial institutions such as Metrobank, Land Bank of the Philippines and the United Coconut Planters Bank. She obtained her Bachelor of Commerce in Applied Economics and her Master in Business Administration-Finance (with honors/distinction) degrees from the De La Salle University.

➤ Representations regarding the nominees

- The above nominees were selected through the nomination process determined and implemented by ATs Nomination Committee pursuant to the Corporation's By-Laws and Manual of Corporate Governance, and in accordance with applicable laws and regulations. Incumbent members of the Nomination Committee are Mr. Alfredo C. Ramos (Chairman), Mr. Frederic C. DyBuncio, and Atty. Alfredo R. Rosal Jr.
- The nominees for election to the seats reserved for independent directors were nominated by the following shareholders:

<i>Name of Nominee</i>	<i>Nominating Shareholder</i>
Atty. Fulgencio S. Factoran Jr.	Alakor and SMIC
Atty. Richard J. Gordon	Alakor
Atty. Alfredo R. Rosal Jr.	Alakor
Mr. Laurito E. Serrano	SMIC

Attys. Factoran Jr, Gordon and Rosal Jr., and Mr. Serrano have no existing relationship or affiliation with the Corporation other than that created by virtue of their election as the Corporation's independent directors.

Attys. Factoran Jr, Gordon, and Rosal Jr., and Mr. Serrano have no existing relationship or affiliation with Alakor or SMIC.

ITEM 10. EXECUTIVE COMPENSATION

- (1) *General.* Please see below
- (2) *Summary Compensation Table*

Aggregate cash compensation paid during the last three (3) fiscal years ending 31 December 2016 and estimated to be paid during the fiscal year to the five (5) most highly compensated officers and to all other officers as a group.

Name and Position

Alfredo C. Ramos, President* (until March 2015)
 Adrian Paulino S. Ramos, President (since April 2015; previously EVP until March 2015)
 Martin C. Buckingham, Executive Vice-President*
 Fernando A. Rimando, Chief Financial Officer, VP-Finance*
 Feliciano B. Alvarez, Chief Audit Executive, AVP- Internal Audit*
 Leila Marie P. Cabañes, Treasurer, Manager-Treasury & Commercial Development*

<i>Summary Compensation Table</i>	<i>Aggregate annual cash compensation (Php)</i>		
	Salaries	Other compensation	Bonuses
CEO & four (4) Most Highly Compensated Officers*	2017 (estimate)	22,055,669	-0-
	2016	22,055,669	-0-
	2015	21,106,167	1,763,567
	2014	24,963,812	4,160,635
All other officers as a group	2017 (estimate)	-0-	-0-
	2016	-0-	-0-
	2015	15,152,400	1,262,700
	2014	14,455,480	2,377,415

- (3) *Compensation of Directors.* AT Group compensates its Directors with a per diem of Php10,000 and remuneration as well. As of 31 December 2016, the amount received by the Directors as a group is Php2.9m. There are no other arrangements pursuant to which any Director of AT was compensated, or is to be compensated, directly or indirectly, during the Corporation’s last completed fiscal year and the ensuing year, for any service provided as a director.
- (4) *Employment Contracts, Termination of Employment and Change-in-Control Arrangements.* No other changes in employment and control arrangements as of 31 March 2017.

There is no compensatory plan or arrangement, including payments to be received from AT, with respect to any of a named executive officer, if such plan or arrangement results or will result from the resignation, retirement or any other termination of such executive officer’s employment with the Corporation and its subsidiaries or from a change-in-control of the Corporation or a change in the named executive officer’s responsibilities following a change-in-control.

(5) *Stock Options.* On 18 July 2007, AT's Stockholders approved a Comprehensive Stock Option Plan ("CSOP") covering directors, officers, managers and key consultants of the company and its significant subsidiaries. Salient terms and features of the CSOP:

- i. *Number of underlying shares:* 50,000,000 common shares to be taken out of the unissued portion of the Corporation's authorized capital stock; 25,000,000 shares earmarked for the first-tranche optionees.
- ii. *Option Period:* 3 years from date the stock option is awarded to optionees, 14 July 2011
- iii. *Vesting Period:* Subscription rights covering 1/3 of the shares of stock underlying the stock option award will vest during each year of the three-year option period
- iv. *Exercise Price:* PhP10.00 per share

The following table shows the extent of the stock option award under the CSOP to the three (3) most highly compensated officers of the Corporation and to all other directors and officers of the Company collectively:

<u>Name</u>	<u>Position</u>	<u>No. of Shares</u>
Alfredo C. Ramos	Chairman & previous President	4,385,970
Martin C. Buckingham	Executive Vice-President and Director	3,508,770
Adrian Paulino S. Ramos	President	2,631,570
Other officers and directors as a group		<u>3,491,236</u>
TOTAL		<u><u>14,017,546</u></u>

Qualified employees who were previously granted stock option awards exercised their subscription rights with respect to shares of stock of the Corporation. Details are as follows:

	<i>2014</i>	<i>2013</i>	<i>2012</i>
Number of shares	1,183,604	1,754,190	2,215,788
Total subscription price	PhP11,836,040	PhP17,541,900.00	PhP22,157,880

For the last completed fiscal year, AT did not adjust or amend the exercise price of stock options previously awarded to any of the officers and directors covered, whether through amendment, cancellation or replacement grants, or any other means.

ITEM 11. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

(1) *Security Ownership of Certain Record and Beneficial Owners of more than 5% of AT as of 28 Feb. 2017*

Title or Class	Name & Address of Record Owner &	Name of Beneficial Owner & Relationship with Record	Citizenship	Holdings ³	Percent of Class (%)
<hr/>					

³ *The listed beneficial or record owner has no right to acquire within 30 days, from options, warrants, rights, privileges or similar obligations or otherwise coming from AT.*

of Shares	Relationship with Issuer	Owner			
Common	SM Investments Corporation (“SMIC”) ⁴ 10 th Floor, One E-Com Center, Mall of Asia Complex, Pasay City (Shareholder)	SMIC	Filipino	612,191,435	29.33%
Common	Alakor Corporation (“Alakor”) ⁵ Quad Alpha Centrum, 125 Pioneer St., Mandaluyong City (Shareholder)	Alakor	Filipino	453,963,461	21.75%
Common	Anglo Philippine Holdings Corporation (“Anglo”) ⁶ Quad Alpha Centrum, 125 Pioneer St., Mandaluyong City (Shareholder)	Beneficial and Record Owner	Filipino	174,570,500	8.36%
Common	PCD Nominee Corp. ⁷ (Filipino)	Clients of PCD Nominee Corp. ⁸	Filipino	1,692,030,770	81.07%

(2) Security ownership of Directors and Executive Officers of AT as of 28 February 2017

Title of Class	Name of Directors / Officers and Position	No. of Shares Held ⁹	Citizenship	Percent (%)	Nature of Ownership
Common	Alfredo C. Ramos Director/Chairman of the Board	464,196,895	Filipino	22.24	Record & Beneficial Owner
Common	Frederic C. DyBuncio Director/Vice-Chairman	1,001	Filipino	0.00	Beneficial Owner
Common	Martin C. Buckingham Director/Executive Vice-President	18,675,800	British	0.89	Beneficial Owner
Common	Isidro A. Consunji Director	95,991,305	Filipino	4.60	Beneficial Owner
Common	Adrian Paulino S. Ramos Director/President	5,773,010	Filipino	0.28	Beneficial Owner
Common	Gerard Anton S. Ramos Director	6,271,000	Filipino	0.30	Beneficial Owner
Common	Jose T. Sio Director	1,001	Filipino	0.00	Beneficial Owner
Common	Fulgencio S. Factoran, Jr. Independent Director	110,000	Filipino	0.01	Beneficial Owner

⁴ The President & Executive Director of SMIC, Harley T. Sy and/or Virginia T. Yap have the power to vote the common shares of SMIC in AT.

⁵ The Chairman of the Board & President of Alakor, Alfredo C. Ramos, has the power to vote the shares of Alakor in AT.

⁶ The Chairman of the Board of Anglo, Alfredo C. Ramos, has the power to vote the shares of Anglo in AT.

⁷ The Corporation has no information as to the beneficial owners of the shares of stocks held by the PCD Nominee Corp. other than: (i) SMIC with 612,191,435 shares (29.33%) and (ii) Alakor with 453,963,461 shares (21.75%)

⁸ The clients of the PCD Nominee Corporation have the power to decide how their shares are to be voted. There are no other individual stockholders who own more than 5% of the Corporation.

⁹ The listed beneficial or record owner has no right to acquire within 30 days, from options, warrants, rights, privileges or similar obligations or otherwise coming from the Corporation.

Common	Jay Y. Yuvallos Independent Director ¹⁰	5,000	Filipino	0.00	Beneficial Owner
Common	Alfredo R. Rosal, Jr. Independent Director	1	Filipino	0.00	Beneficial Owner
Common	Laurito E. Serrano Independent Director	2,000	Filipino	0.00	Beneficial Owner
Common	Roderico V. Puno Corporate Secretary	0	Filipino	0.00	N/A
Common	Fernando A. Rimando Chief Financial Officer and Vice President- Finance	0	Filipino	0.00	N/A
Common	Maria Eleonor A. Santiago Asst. Corporate Secretary/Compliance Officer/Head, Corporate Legal Affairs	0	Filipino	0.00	N/A
Common	Leila Marie P. Cabañes Treasurer	0	Filipino	0.00	N/A
All Directors and Officers as a Group		591,027,014		28.32	

AT has no information as to person/s holding five percent (5%) or more of its securities which are held under a voting trust or similar agreement.

ITEM 12. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

There are no known related party transactions other than those disclosed in Note 22 (Related Party Transactions) of the Notes to the Atlas Group's Audited Consolidated Financial Statements ("ACFS") for the year ended 31 December 2016 incorporated herein by reference.

PART IV – CORPORATE GOVERNANCE

ITEM 13. CORPORATE GOVERNANCE

Pursuant to Memorandum Circular No. 20, Series of 2016, issued by the Securities and Exchange Commission (SEC), AT's Annual Corporate Governance Report is no longer required to be attached to the 2016 Annual Report and will be filed with the SEC on or before May 30, 2017. AT's Annual Corporate Governance Report and the full Corporate Governance Report are available at AT's website at www.atlasmining.com.ph

PART V – EXHIBITS AND SCHEDULES

ITEM 14. EXHIBITS AND REPORTS ON SEC FORM 17-C

(A) Exhibits

Consolidated Financial Statements:

Statement of Management's Responsibility for Financial Statements
Report of Independent Auditors

¹⁰ Elected on 9 August 2016

Audited Financial Statements and Notes for the year ended 31 December 2016

Supplementary Schedules:

Report of Independent Auditors' on Supplementary Schedules
 Index to Consolidated Financial Statements and Supplementary Schedules
 Schedule I: Financial Ratios Pursuant to SRC Rule 68, As Amended
 Schedule II: Map of the Relationships of the Companies within the Group
 Schedule III: Schedule of Effective Standards and Interpretations under the PFRS
 Schedule IV: Reconciliation of Retained Earnings Available for Dividend Declaration
 Schedule A. Financial Assets in Equity Securities
 Schedule B. Amounts Receivable from Directors, Employees, Related Parties and Principal Stockholders (Other Than Related Parties)
 Schedule C. Amounts Receivable From Related Parties which are Eliminated During the Consolidation of Financial Statements
 Schedule D. Intangible Assets- Other Assets
 Schedule E. Long-Term Debt
 Schedule F. Indebtedness to Related Parties
 Schedule F. Guarantees of Securities of Other Issuers
 Schedule H. Capital Stock

(B) Reports on SEC Form 17-C

<i>Date of Report</i>	<i>Disclosure</i>	<i>Description</i>
December 8, 2016	Material Information	Approvals: Setting of 2017 Special Shareholders' Meeting on 21 February 2017 and Record Date on 27 December 2017; Raising the increase in the ACS from Php2B to Php2.5B; Issuance of shares to the 3 major shareholders and Info. & features of Warrant
November 18, 2016	Material Information/Transaction	PSE Letter dated 17 November 2016 requesting additional information pertaining to the warrants
November 16, 2016	Material Information/Transaction	Approval of the refinancing plan of the shareholders' advances
November 16, 2016	Press Release	Debt Refinancing Plan
November 14, 2016	Press Release	3 rd Quarter 2016 unaudited Financial and Operating Results
July 29, 2016	Change in Directors and/or Officers (Resignation/Removal or Appointment/Election)	Resignation/Appointment: Independent Director
July 19, 2016	Clarification of News Report	Clarification of the news article entitled "Gov't. suspends Berong Nickel operations in Palawan"
July 4, 2016	Amendments to the Articles of Incorporation/ By Laws	Certificates of Approval of amended Articles of Incorporation/By-Laws and Certificate of Approval of Decrease of Capital Stock
May 16, 2016	Press Release	1 st Quarter 2016 unaudited Financial

<i>Date of Report</i>	<i>Disclosure</i>	<i>Description</i>
		and Operating Results
May 5, 2016	Material Information	CCC Official Statement re. streamlining of operations
May 2, 2016	Clarification of News Report	Clarification of the news article “ <i>Atlas trims capex to \$27M</i> ”
April 29, 2016	Results of AGM of Stockholders & BOD Organizational Meeting	Approval of the 2016 agenda items and election of the directors and officers for the year 2016
April 15, 2016	Press Release	FY 2015 Financial and Operational Results
April 6, 2016	Material Information	Approval of the implementation of a comprehensive plan to reduce mill throughput at the Carmen Copper Mine
March 23, 2016	Clarification of News Report	Clarification of the news article “ <i>1,120MT of nickel sinks in Palawan</i> ”
March 8, 2016	Notice of Annual or Special Stockholders’ Meeting	Setting of 2016 AGM of the Shareholders on 29 April 2016 and Record Date on 20 March 2016
February 22, 2016	Amendments to the Articles of Incorporation and By-Laws Notice of Annual or Special Stockholders’ Meeting	Amendments to the Articles of Incorporation and By-Laws Setting of annual meeting of the shareholders and record date
August 28, 2015	Change in Directors and/or Officers (Resignation/Removal or Appointment/ Election)	Resignation/Appointment: Asst. Corp. Sec., Compliance Officer, AVP for Legal Affairs & Corporate Governance
June 25, 2015	Material Information/Transaction	Execution and closure of convertible loan agreements
June 4, 2015	Material Information/ Transaction	Board approval of availment by AT of convertible loan facilities of up to Php1.8 billion
April 28, 2015	Results of Annual General Meeting of Stockholders & BOD Organizational Meeting	Approval of the 2016 agenda items and election of the directors and officers for the year 2016

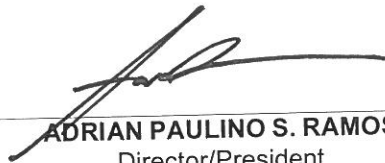
SIGNATURES

Pursuant to the requirements of Section 17 of the Code and Section 141 of the Corporation Code, this report is signed on behalf of the issuer by the undersigned, thereto duly authorized, in the City of PASAY on APRIL 10, 2017.

By:



ALFREDO C. RAMOS
Chairman of the Board
(Principal Executive Officer)



ADRIAN PAULINO S. RAMOS
Director/President
(Principal Operating Officer)



FERNANDO A. RIMANDO
Vice President Finance/Chief Financial Officer
(Principal Financial Officer/Comptroller/
Principal Accounting Officer)




MARIA ELEONOR A. SANTIAGO
Compliance Officer/Assistant Corporate
Secretary/Head, Legal Affairs and Corporate
Governance

SUBSCRIBED AND SWORN to before me this 10 APR 2017 day of _____ affiants exhibiting to me their Tax Identification Numbers/Passport, as follows:

<u>NAMES</u>	<u>TIN/PASSPORT</u>
Alfredo C. Ramos	132-017-513
Adrian Paulino S. Ramos	188-355-989
Fernando A. Rimando	101-647-461
Maria Eleonor A. Santiago	162-058-052

Doc. No. 473
Page No. 16
Book No. 3
Series of 2017


JO VINO R. ANGEL Notary Public
NOTARY PUBLIC
TIL DECEMBER 31, 2018
NO. 5266148-1-3-2017 PASAY
NO. 1052058-1-3-2017 PASAY
NO. U-0024151-10-2017 PASAY
CALL NO. 287

**STATEMENT OF MANAGEMENT'S RESPONSIBILITY
FOR FINANCIAL STATEMENTS**

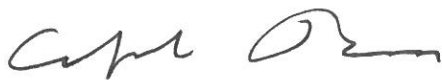
The management of Atlas Consolidated Mining and Development Corporation is responsible for the preparation and fair presentation of the financial statements including the schedules attached therein, for the years ended December 31, 2016 and 2015, in accordance with the prescribed financial reporting framework indicated therein, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is responsible for overseeing the Company's financial reporting process.

The Board of Directors reviews and approves the financial statements including the schedules attached therein, and submits the same to the stockholders.

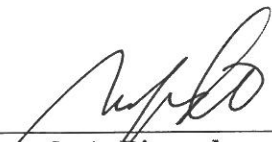
SyCip Gorres Velayo & Co., the independent auditor appointed by the stockholders, has audited the financial statements of the Company in accordance with Philippine Standards on Auditing, and in its report to the stockholders, has expressed its opinion on the fairness of presentation upon completion of such audit.



Alfredo C. Ramos
Chairman



Adrian Paulino S. Ramos
President



Fernando A. Rimando
*Vice-President-Finance/
Chief Financial Officer*

Signed this APR 05 2017
day of _____.

SUBSCRIBED AND SWORN to before me this APR 05 2017 day of April 2017, affiants exhibiting to me their Tax Identification Numbers, as follows:

<u>Name</u>	<u>Tax Identification Number</u>
Alfredo C. Ramos	132-017-513
Adrian Paulino S. Ramos	188-355-989
Fernando A. Rimando	101-647-461

Doc. No. 91
Page No. 19
Book No. 1
Series of 2017.

M. Cleofe L. Jaime
ATTY. MA. CLEOFE L. JAIME
NOTARY PUBLIC
UNTIL DECEMBER 31, 2017
PTR NO. 5283011
ISSUED AT P.C. ON 1-3-17
IBP NO. 1059953
ISSUED AT Q.C. ON 1-3-17
MCLE COMPL. V NO. 001178
ISSUED ON NOV. 27, 2015
SC ROLL NO. 27802
COMM. NO. 16-07

COVER SHEET

for
AUDITED FINANCIAL STATEMENTS

SEC Registration Number

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COMPANY NAME

A	T	L	A	S		C	O	N	S	O	L	I	D	A	T	E	D		M	I	N	I	N	G		A	N	D
D	E	V	E	L	O	P	M	E	N	T		C	O	R	P	O	R	A	T	I	O	N						

PRINCIPAL OFFICE (No. / Street / Barangay / City / Town / Province)

5	t	h		F	l	o	o	r	,		F	i	v	e	E	-	C	o	m		C	e	n	t	e	r	,	P	
a	l	m		C	o	a	s	t		c	o	r	.		P	a	c	i	f	i	c		D	r	i	v	e	,	
M	a	l	l		o	f		A	s	i	a		C	o	m	p	l	e	x	,		P	a	s	a	y		C	i
t	y	,		M	e	t	r	o		M	a	n	i	l	a														

Form Type

A	A	P	F	S
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Department requiring the report

S	E	C
---	---	---

Secondary License Type, If Applicable

N	/	A
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COMPANY INFORMATION

Company's Email Address

info@atlasphilippines.com

Company's Telephone Number

(632) 831-8000 loc. 25001

Mobile Number

N/A

No. of Stockholders

20,816

Annual Meeting (Month / Day)

04/29

Fiscal Year (Month / Day)

12/31

CONTACT PERSON INFORMATION

The designated contact person **MUST** be an Officer of the Corporation

Name of Contact Person

Mr. Fernando A. Rimando

Email Address

farimando@atlasphilippines.com

Telephone Number/s

(632) 831-8000 loc 25005

Mobile Number

N/A

CONTACT PERSON'S ADDRESS

**5th Floor, FiveE-com Center, Palm Coast cor.
Pacific Drive, Mall of Asia Complex, Pasay City, Metro Manila**

APR 12 2015

NOTE 1: In case of death, resignation or cessation of office of the officer designated as contact person, such incident shall be reported to the Commission within thirty (30) calendar days from the occurrence thereof with information and complete contact details of the new contact person designated.

2: All Boxes must be properly and completely filled-up. Failure to do so shall cause the delay in updating the corporation's records with the Commission and/or non-receipt of Notice of Deficiencies. Further, non-receipt of Notice of Deficiencies shall not excuse the corporation from liability for its deficiencies.



INDEPENDENT AUDITOR'S REPORT

The Stockholders and the Board of Directors
Atlas Consolidated Mining and Development Corporation

Report on the Audit of the Parent Company Financial Statements

Opinion

We have audited the parent company financial statements of Atlas Consolidated Mining and Development Corporation (the Company), which comprise the parent company statements of financial position as at December 31, 2016 and 2015, and the parent company statements of comprehensive income, parent company statements of changes in equity and parent company statements of cash flows for the years then ended, and notes to the parent company financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying parent company financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2016 and 2015, and its financial performance and its cash flows for the years then ended in accordance with Philippine Financial Reporting Standards (PFRSs).

Basis for Opinion

We conducted our audits in accordance with Philippine Standards on Auditing (PSAs). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Parent Company Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics for Professional Accountants in the Philippines (Code of Ethics) together with the ethical requirements that are relevant to our audit of the parent company financial statements in the Philippines, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Responsibilities of Management and Those Charged with Governance for the Parent Company Financial Statements

Management is responsible for the preparation and fair presentation of the parent company financial statements in accordance with PFRSs, and for such internal control as management determines is necessary to enable the preparation of parent company financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the parent company financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.



Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Parent Company Financial Statements

Our objectives are to obtain reasonable assurance about whether the parent company financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with PSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these parent company financial statements.

As part of an audit in accordance with PSAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the parent company financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit 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 Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the parent company financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the parent company financial statements, including the disclosures, and whether the parent company financial statements represent the underlying transactions and events in a manner that achieves fair presentation.



We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on the Supplementary Information Required Under Revenue Regulations 15-2010

Our audits were conducted for the purpose of forming an opinion on the parent company financial statements taken as a whole. The supplementary information required under Revenue Regulations 15-2010 in Note 24 to the parent company financial statements is presented for purposes of filing with the Bureau of Internal Revenue and is not a required part of the basic financial statements. Such information is the responsibility of the management of Atlas Consolidated Mining and Development Corporation. The information has been subjected to the auditing procedures applied in our audit of the basic financial statements. In our opinion, the information is fairly stated, in all material respects, in relation to the basic financial statements taken as a whole.

The engagement partner on the audit resulting in this independent auditor's report is Eleanore A. Layug.

SYCIP GORRES VELAYO & CO.


Eleanore A. Layug

Partner

CPA Certificate No. 0100794

SEC Accreditation No. 1250-A-1 (Group A),

January 7, 2016, valid until January 6, 2019

Tax Identification No. 163-069-453

BIR Accreditation No. 08-001998-97-2015,

January 5, 2015, valid until January 4, 2018

PTR No. 5908708, January 3, 2017, Makati City

March 7, 2017



ATLAS CONSOLIDATED MINING AND DEVELOPMENT CORPORATION
PARENT COMPANY STATEMENTS OF FINANCIAL POSITION
(Amounts in Thousands, Except Par Value per Share)

	December 31	
	2016	2015
ASSETS		
Current Assets		
Cash and cash equivalents (Note 4)	₱323,786	₱67,378
Short-term investments (Note 11)	–	185,239
Receivables (Note 5)	351,081	364,699
Other current assets	5,776	442
Total Current Assets	680,643	617,758
Noncurrent Assets		
Investments (Note 6)	25,801,934	20,639,896
Property and equipment (Note 7)		
At revalued amount	430,286	430,286
At cost	6,267	10,370
Other noncurrent assets (Note 9)	50,472	48,639
Total Noncurrent Assets	26,288,959	21,129,191
TOTAL ASSETS	₱26,969,602	₱21,746,949
LIABILITIES AND EQUITY		
Current Liabilities		
Accrued expenses and other liabilities (Note 10)	₱67,826	₱37,630
Payable to related parties (Note 14)	117,564	2,252
Income tax payable	9	32
Current portion of long-term debt (Note 11)	981,435	1,485,649
Total Current Liabilities	1,166,834	1,525,563
Noncurrent Liabilities		
Long-term debt - net of current portion (Note 11)	7,767,776	1,765,092
Retirement benefits liability (Note 17)	8,536	11,721
Deferred tax liabilities (Note 18)	146,261	138,559
Total Noncurrent Liabilities	7,922,573	1,915,372
Total Liabilities	9,089,407	3,440,935
Equity		
Capital stock - ₱1 and ₱8 par value in 2016 and 2015, respectively (Note 12)	2,087,033	16,696,262
Additional paid-in capital (Notes 11 and 12)	14,686,962	77,733
Revaluation increment on land (Note 7)	298,869	298,869
Remeasurement gain on retirement plan (Note 17)	18,308	13,782
Unrealized gain on available for sale (AFS) financial asset (Note 8)	4,861	4,861
Retained earnings	784,162	1,214,507
Total Equity	17,880,195	18,306,014
TOTAL LIABILITIES AND EQUITY	₱26,969,602	₱21,746,949

See accompanying Notes to Parent Company Financial Statements.



ATLAS CONSOLIDATED MINING AND DEVELOPMENT CORPORATION
PARENT COMPANY STATEMENTS OF COMPREHENSIVE INCOME
(Amounts in Thousands)

	Years Ended December 31	
	2016	2015
INCOME		
Dividend income	₱61,740	₱337,680
Interest income (Notes 4 and 11)	12,919	2,091
Net foreign exchange gain (loss)	11,184	(23,473)
Others	–	515
	85,843	316,813
EXPENSES		
General and administrative expenses (Note 15)	110,108	129,339
Finance charges (Notes 11 and 17)	397,876	141,962
Others	218	–
	508,202	271,301
INCOME (LOSS) BEFORE INCOME TAX	(422,359)	45,512
PROVISION FOR INCOME TAX (Note 18)		
Current	284	381
Deferred	7,702	10,473
	7,986	10,854
NET INCOME (LOSS)	(430,345)	34,658
OTHER COMPREHENSIVE INCOME		
<i>Item that will not be reclassified to profit or loss in subsequent periods:</i>		
Remeasurement gain on retirement plan (Note 17)	4,526	10,657
Revaluation increment on land	–	80,310
<i>Item that may be reclassified to profit or loss in subsequent periods:</i>		
Unrealized loss on AFS financial asset	–	(1,220)
	4,526	89,747
TOTAL COMPREHENSIVE INCOME (LOSS)	(₱425,819)	₱124,405

See accompanying Notes to Parent Company Financial Statements.



ATLAS CONSOLIDATED MINING AND DEVELOPMENT CORPORATION

PARENT COMPANY STATEMENTS OF CHANGES IN EQUITY

FOR THE YEARS ENDED December 31, 2016 and 2015

(Amounts in Thousands)

	Capital Stock (Note 12)	Additional Paid-in Capital (Notes 11 and 21)	Revaluation Increment on Land (Note 7)	Remeasurement Gain on Retirement Plan (Note 17)	Unrealized Gain on AFS Financial Assets (Note 8)	Retained Earnings (Note 12)	Total
Balances at January 1, 2015	₱16,696,262	₱28,886	₱218,559	₱3,125	₱6,081	₱1,179,849	₱18,132,762
Net income	–	–	–	–	–	34,658	34,658
Other comprehensive income (loss)	–	–	80,310	10,657	(1,220)	–	89,747
Total comprehensive income (loss)	–	–	80,310	10,657	(1,220)	34,658	124,405
Change in par value	–	–	–	–	–	–	–
Equity conversion option (Note 12)	–	48,847	–	–	–	–	48,847
Balances at December 31, 2015	16,696,262	77,733	298,869	13,782	4,861	1,214,507	18,306,014
Net loss	–	–	–	–	–	(430,345)	(430,345)
Other comprehensive income (loss)	–	–	–	4,526	–	–	4,526
Total comprehensive loss	–	–	–	4,526	–	(430,345)	(425,819)
Change in par value	(14,609,229)	14,609,229	–	–	–	–	–
Equity conversion option (Note 12)	–	–	–	–	–	–	–
Balances at December 31, 2016	₱2,087,033	₱14,686,962	₱298,869	₱18,308	₱4,861	₱784,162	₱17,880,195

See accompanying Notes to Parent Company Financial Statements.



ATLAS CONSOLIDATED MINING AND DEVELOPMENT CORPORATION
PARENT COMPANY STATEMENTS OF CASH FLOWS
(Amounts in Thousands)

	Years Ended December 31	
	2016	2015
CASH FLOWS FROM OPERATING ACTIVITIES		
Income (loss) before income tax	(P422,359)	P45,512
Adjustments for:		
Finance charges (Notes 11 and 17)	397,876	141,962
Dividend income	(61,740)	(337,680)
Interest income (Notes 4 and 11)	(12,919)	(2,091)
Net foreign exchange (gain) loss	(11,184)	23,473
Depreciation (Notes 7 and 15)	4,020	4,821
Movement in retirement benefits cost (Note 17)	2,594	7,978
Loss on asset derecognition (Note 7)	499	55
Impairment loss on receivables (Note 5)	–	264
Operating loss before working capital changes	(103,213)	(115,706)
Decrease (increase) in:		
Receivables	20,986	159,521
Other current assets	(5,334)	(442)
Increase in accrued expenses and other liabilities	6,872	3,988
Net cash generated from (used in) operations	(80,689)	47,361
Interest received	12,919	2,091
Retirement benefits paid (Note 17)	(1,738)	(9,143)
Income taxes paid	(307)	(589)
Net cash flows from (used) in operating activities	(69,815)	39,720
CASH FLOWS FROM INVESTING ACTIVITIES		
Decrease (increase) in:		
Investments	(5,162,038)	(2,257,435)
Short-term investments	185,058	(5,778)
Other noncurrent assets	(1,833)	(1,768)
Dividend income	61,740	337,680
Acquisitions of property and equipment (Note 7)	(2,240)	(48)
Proceeds from disposal of property and equipment	1,823	656
Net cash flows used in investing activities	(4,917,490)	(1,926,693)
CASH FLOWS FROM FINANCING ACTIVITIES		
Availment of loan	5,949,128	2,781,435
Payments of:		
Long-term debt	(504,103)	(833,358)
Interest	(320,508)	(122,350)
Increase (decrease) in payable to related parties	115,312	(132)
Net cash flows from financing activities	5,239,829	1,825,595
EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS		
	3,884	4
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	256,408	(61,374)
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	67,378	128,752
CASH AND CASH EQUIVALENTS AT END OF YEAR	P323,786	P67,378

See accompanying Notes to Parent Company Financial Statements.



ATLAS CONSOLIDATED MINING AND DEVELOPMENT CORPORATION
NOTES TO PARENT COMPANY FINANCIAL STATEMENTS
(Amounts in Thousands, Except Per Share Data and as Otherwise Indicated)

1. Corporate Information, Business Operations and Authorization for Issue of the Parent Company Financial Statements

Corporate Information

Atlas Consolidated Mining and Development Corporation (the Parent Company; Company) was incorporated and was registered with the Philippine Securities and Exchange Commission (SEC) as “Masbate Consolidated Mining Company, Inc.” on March 9, 1935 as a result of the merger of assets and equities of three pre-war mining companies, namely, Masbate Consolidated Mining Company, Antamok Goldfields Mining Company and IXL Mining Company. Thereafter, it amended its articles of incorporation to reflect the present corporate name. It also amended its charter to extend its corporate life up to March 2035. The registered business address of the Parent Company is 5th Floor, FiveE-com Center, Palm Coast cor. Pacific Drive, Mall of Asia Complex, Pasay City, Metro Manila.

The Parent Company, through its subsidiaries and associates, is engaged in metallic mineral mining and exploration, and currently produces copper concentrate (with gold and silver), magnetite iron ore concentrate, and laterite nickel.

The Parent Company’s shares of stock are listed with the Philippine Stock Exchange (PSE).

A major restructuring of the Parent Company was undertaken in 2004 and 2005 with the creation of three special-purpose subsidiaries to develop the Toledo Copper Project, Berong Nickel Project and the Toledo-Cebu Bulk Water and Reservoir Project. As a result, Carmen Copper Corporation (CCC), Berong Nickel Corporation (BNC) and AquAtlas, Inc. (AI) were incorporated and, subsequently, were positioned to attract project financing, as well as specialist management and operating expertise. In addition, the Parent Company incorporated a wholly owned subsidiaries, Atlas Exploration, Inc. (AEI) to host, explore and develop copper, gold, nickel and other mineral exploration properties and Amosite Holdings, Inc. (AHI) to hold assets for investment purposes. AEI will also explore for other metalliferous and industrial minerals to increase and diversify the mineral holdings and portfolio of the Parent Company.

Business Operations

The Parent Company has effective control of CCC, AEI, AI and AHI as at December 31, 2016 and 2015. These subsidiaries are engaged or are registered to engage in or are registered in mining, professional services, asset and equity acquisition and bulk water supply (see Note 6). The Parent Company has no geographical segments as these entities were incorporated and are operating within the Philippines.

In June 2014, organizational meetings were held wherein the voting rights held by the Parent Company were assigned to the representative of the DMCI. In that same meeting, management team from the DMCI were assigned as key officers of the TMM Management, Inc. (TMMI), Ulugan Resources Holdings, Inc. (URHI), Ulugan Nickel Corporation (UNC), Nickeline Resources Holdings, Inc. (NHRI) and Berong Nickel Corporation (BNC) (collectively called the “Nickel Corporations”). Further, on July 11, 2014, a Memorandum of Agreement (MOA) was entered between Toledo Mining Corporation (TMC) and the Parent Company, which set outs the material terms under which the parties have agreed to hold their respective investments in respect of the exploration, development and utilization of Berong Mineral Properties (mining tenements or



Mineral Production Sharing Agreement (MPSA) applications underlying the Berong Nickel Project necessary for operations) defined in the joint venture agreement dated January 9, 2005. The said MOA sets out the rights of each of the Parent Company and TMC including the assignment of board seats, majority of which were assigned to TMC and delegation to TMC of the day to day operations and critical decision making in running the mining operations. Due to these factors the above entities were accounted for as associates, instead of subsidiaries.

Authorization for Issue of the Parent Company Financial Statements

The parent company financial statements as at and for the years ended December 31, 2016 and 2015 were authorized for issue by the Parent Company's Board of Directors (BOD) on March 7, 2017.

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

Basis of Preparation

The parent company financial statements have been prepared on a historical cost basis, except for land which is carried at revalued amounts and AFS financial asset which have been measured at fair value. The parent company financial statements are presented in Philippine Peso, which is the Parent Company's functional and presentation currency in compliance with Philippine Financial Reporting Standards (PFRS). All values are rounded to the nearest thousands (₱000), except per share data and as otherwise indicated.

The Parent Company also prepares and issues consolidated financial statements for the same period as the parent company financial statements in compliance with PFRS. These may be obtained at the Parent Company's principal place of business (see Note 1).

Statement of Compliance

The parent company financial statements have been prepared in compliance with PFRS.

Changes in Accounting Policies

The accounting policies adopted are consistent with those of the previous financial year, except for the following new and amended PFRS, Philippine Accounting Standards (PAS), Philippine Interpretations based on International Financial Reporting Interpretations Committee (IFRIC) and improvements to PFRS which were effective beginning January 1, 2016. Adoption of these pronouncements did not have a significant impact on the Parent Company's financial position or performance unless otherwise stated.

- Amendments to PFRS 10, PFRS 12 and PAS 28, *Investment Entities: Applying the Consolidation Exception*
- Amendments to PFRS 11, *Accounting for Acquisitions of Interests in Joint Operations*
- PFRS 14, *Regulatory Deferral Accounts*
- Amendments to PAS 1, *Disclosure Initiative*
- Amendments to PAS 16 and PAS 38, *Clarification of Acceptable Methods of Depreciation and Amortization*
- Amendments to PAS 16 and PAS 41, *Agriculture: Bearer Plants*
- Amendments to PAS 27, *Equity Method in Separate Financial Statements*
- Annual Improvements to PFRSs 2012 - 2014 Cycle
 - Amendment to PFRS 5, *Changes in Methods of Disposal*
 - Amendment to PFRS 7, *Servicing Contracts*



- Amendment to PFRS 7, *Applicability of the Amendments to PFRS 7 to Condensed Interim Financial Statements*
- Amendment to PAS 19, *Discount Rate: Regional Market Issue*
- Amendment to PAS 34, *Disclosure of Information 'Elsewhere in the Interim Financial Report'*

Future Changes in Accounting Policies

Pronouncements issued but not yet effective are listed below. Unless otherwise indicated, the Parent Company does not expect that the future adoption of the said pronouncements to have a significant impact on its financial statements. The Parent Company intends to adopt the following pronouncements when these become effective.

Effective beginning on or after January 1, 2017

- Amendment to PFRS 12, *Clarification of the Scope of the Standard (Part of Annual Improvements to PFRSs 2014 - 2016 Cycle)*

These amendments clarify that the disclosure requirements in PFRS 12, other than those relating to summarized financial information, apply to an entity's interest in a subsidiary, a joint venture or an associate (or a portion of its interest in a joint venture or an associate) that is classified (or included in a disposal group that is classified) as held for sale.

- Amendments to PAS 7, *Statement of Cash Flows, Disclosure Initiative*

These amendments to PAS 7 require an entity to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes (such as foreign exchange gains or losses). On initial application of the amendments, entities are not required to provide comparative information for preceding periods. Early application of the amendments is permitted.

Application of amendments will result in additional disclosures in the 2017 financial statements of the Parent Company.

- Amendments to PAS 12, *Income Taxes, Recognition of Deferred Tax Assets for Unrealized Losses*

These amendments clarify that an entity needs to consider whether tax law restricts the sources of taxable profits against which it may make deductions on the reversal of that deductible temporary difference. Furthermore, the amendments provide guidance on how an entity should determine future taxable profits and explain the circumstances in which taxable profit may include the recovery of some assets for more than their carrying amount.

Entities are required to apply the amendments retrospectively. However, on initial application of the amendments, the change in the opening equity of the earliest comparative period may be recognized in opening retained earnings (or in another component of equity, as appropriate), without allocating the change between opening retained earnings and other components of equity. Entities applying this relief must disclose that fact. Early application of the amendments is permitted.

The Parent Company is currently assessing the impact of adopting the amendments to the standards.



Effective beginning on or after January 1, 2018

- Amendments to PFRS 2, *Share-based Payment, Classification and Measurement of Share-based Payment Transactions*

These amendments to PFRS 2 address three main areas: the effects of vesting conditions on the measurement of a cash-settled share-based payment transaction; the classification of a share-based payment transaction with net settlement features for withholding tax obligations; and the accounting where a modification to the terms and conditions of a share-based payment transaction changes its classification from cash settled to equity settled.

On adoption, entities are required to apply the amendments without restating prior periods, but retrospective application is permitted if elected for all three amendments and if other criteria are met. Early application of the amendments is permitted.

The Parent Company is assessing the potential effect of the amendments on its financial statements.

- Amendments to PFRS 4, *Insurance Contracts, Applying PFRS 9, Financial Instruments, with PFRS 4*

These amendments address concerns arising from implementing PFRS 9, the new financial instruments standard before implementing the forthcoming insurance contracts standard. They allow entities to choose between the overlay approach and the deferral approach to deal with the transitional challenges. The overlay approach gives all entities that issue insurance contracts the option to recognize in other comprehensive income, rather than profit or loss, the volatility that could arise when PFRS 9 is applied before the new insurance contracts standard is issued. On the other hand, the deferral approach gives entities whose activities are predominantly connected with insurance an optional temporary exemption from applying PFRS 9 until the earlier of application of the forthcoming insurance contracts standard or January 1, 2021.

The overlay approach and the deferral approach will only be available to an entity if it has not previously applied PFRS 9.

- PFRS 15, *Revenue from Contracts with Customers*

This standard establishes a new five-step model that will apply to revenue arising from contracts with customers. Under PFRS 15, revenue is recognized at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. The principles in PFRS 15 provide a more structured approach to measuring and recognizing revenue. The new revenue standard is applicable to all entities and will supersede all current revenue recognition requirements under PFRSs. Either a full or modified retrospective application is required for annual periods beginning on or after January 1, 2018. The Parent Company is currently assessing the impact of adopting this standard.

- PFRS 9, *Financial Instruments*, this standard reflects all phases of the financial instruments project and replaces PAS 39, *Financial Instruments: Recognition and Measurement*, and all previous versions of PFRS 9.



The standard introduces new requirements for classification and measurement, impairment, and hedge accounting. PFRS 9 is effective for annual periods beginning on or after January 1, 2018, with early application permitted. Retrospective application is required, but providing comparative information is not compulsory. For hedge accounting, the requirements are generally applied prospectively, with some limited exceptions. The Parent Company is currently assessing the impact of adopting this standard.

- Amendments to PAS 28, *Measuring an Associate or Joint Venture at Fair Value* (Part of *Annual Improvements to PFRSs 2014 - 2016 Cycle*)

These amendments clarify that an entity that is a venture capital organization, or other qualifying entity, may elect, at initial recognition on an investment-by-investment basis, to measure its investments in associates and joint ventures at fair value through profit or loss. They also clarify that if an entity that is not itself an investment entity has an interest in an associate or joint venture that is an investment entity, the entity may, when applying the equity method, elect to retain the fair value measurement applied by that investment entity associate or joint venture to the investment entity associate's or joint venture's interests in subsidiaries. This election is made separately for each investment entity associate or joint venture, at the later of the date on which (a) the investment entity associate or joint venture is initially recognized; (b) the associate or joint venture becomes an investment entity; and (c) the investment entity associate or joint venture first becomes a parent. The amendments should be applied retrospectively, with earlier application permitted.

- Amendments to PAS 40, *Investment Property, Transfers of Investment Property*

These amendments clarify when an entity should transfer property, including property under construction or development into, or out of investment property. The amendments state that a change in use occurs when the property meets, or ceases to meet, the definition of investment property and there is evidence of the change in use. A mere change in management's intentions for the use of a property does not provide evidence of a change in use.

The amendments should be applied prospectively to changes in use that occur on or after the beginning of the annual reporting period in which the entity first applies the amendments. Retrospective application is only permitted if this is possible without the use of hindsight.

- Philippine Interpretation IFRIC-22, *Foreign Currency Transactions and Advance Consideration*

This interpretation clarifies that in determining the spot exchange rate to use on initial recognition of the related asset, expense or income (or part of it) on the derecognition of a non-monetary asset or non-monetary liability relating to advance consideration, the date of the transaction is the date on which an entity initially recognizes the nonmonetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, then the entity must determine a date of the transactions for each payment or receipt of advance consideration. The interpretation may be applied on a fully retrospective basis. Entities may apply the interpretation prospectively to all assets, expenses and income in its scope that are initially recognized on or after the beginning of the reporting period in which the entity first applies the interpretation or the beginning of a prior reporting period presented as comparative information in the financial statements of the reporting period in which the entity first applies the interpretation.



Effective beginning on or after January 1, 2019

- PFRS 16, *Leases*

Under the new standard, lessees will no longer classify their leases as either operating or finance leases in accordance with PAS 17, *Leases*. Rather, lessees will apply the single-asset model. Under this model, lessees will recognize the assets and related liabilities for most leases on their balance sheets, and subsequently, will depreciate the lease assets and recognize interest on the lease liabilities in their profit or loss. Leases with a term of 12 months or less or for which the underlying asset is of low value are exempted from these requirements.

The accounting by lessors is substantially unchanged as the new standard carries forward the principles of lessor accounting under PAS 17. Lessors, however, will be required to disclose more information in their financial statements, particularly on the risk exposure to residual value.

Entities may early adopt PFRS 16 but only if they have also adopted PFRS 15.

When adopting PFRS 16, an entity is permitted to use either a full retrospective or a modified retrospective approach, with options to use certain transition reliefs. The Parent Company is currently assessing the impact of adopting PFRS 16.

Deferred effectivity

- Amendments to PFRS 10 and PAS 28, *Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*

These amendments address the conflict between PFRS 10 and PAS 28 in dealing with the loss of control of a subsidiary that is sold or contributed to an associate or joint venture.

The amendments clarify that a full gain or loss is recognized when a transfer to an associate or joint venture involves a business as defined in PFRS 3, *Business Combinations*. Any gain or loss resulting from the sale or contribution of assets that does not constitute a business, however, is recognized only to the extent of unrelated investors' interests in the associate or joint venture. On January 13, 2016, the Financial Reporting Standards Council postponed the original effective date of January 1, 2016 of the said amendments until the International Accounting Standards Board has completed its broader review of the research project on equity accounting that may result in the simplification of accounting for such transactions and of other aspects of accounting for associates and joint ventures.

Summary of Significant Accounting Policies

Presentation of Parent Company Financial Statements

The Parent Company elected to present all items of recognized income and expense in a single statement of comprehensive income.

Cash and Cash Equivalents

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



Short-term investments

Short-term investments are cash placements with original maturities of more than three months (3) but less than one year. Short-term investments with maturities of more than twelve months after the reporting period are presented under noncurrent assets.

Financial Instruments

Date of Recognition

The Parent Company recognizes a financial asset or a financial liability in the parent company statement of financial position when it 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. The initial measurement of financial instruments, except for those financial assets and liabilities at fair value through profit or loss (FVPL), includes transaction cost.

On initial recognition, the Parent Company classifies its financial assets in the following categories: financial assets at FVPL, loans and receivables, held-to-maturity (HTM) investments and AFS financial assets, as appropriate. Financial liabilities, on the other hand, are classified as financial liability at FVPL and other financial liabilities, as appropriate. The classification depends on the purpose for which the investments are acquired and whether they are quoted in an active market. Management determines the classification of its financial assets and financial liabilities at initial recognition and, where allowed and appropriate, re-evaluates such designation at each end of the reporting period.

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.

As at December 31, 2016 and 2015, the Parent Company has no financial assets classified as financial assets at FVPL and HTM investments.

“Day 1” Difference

Where the transaction price in a non-active market is different from the fair value from other observable current market transactions in the same instrument or based on a valuation technique whose variables include only data from observable market, the Parent Company recognizes the difference between the transaction price and fair value (as “Day 1” difference) in profit or loss unless it qualifies for the recognition as some other type of asset. In cases where use is made of data which is not observable, the difference between the transaction price and model value is only recognized in profit or loss when the inputs become observable or when the instrument is derecognized. For each transaction, the Parent Company determines the appropriate method of recognizing the amount of “Day 1” difference.

Subsequent Measurement

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



Loans and Receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise when the Parent Company provides money, goods or services directly to a debtor with no intention of trading the receivables. After initial measurement, loans and receivables are subsequently carried at amortized cost using the Effective Interest Rate (EIR) method. Gains and losses are recognized in profit or loss when the loans and receivables are derecognized or impaired, as well as through the amortization process. Loans and receivables are included in current assets if maturity is within twelve (12) months from the reporting period. Otherwise, these are classified as noncurrent assets. As at December 31, 2016 and December 31, 2015, the Parent Company's loans and other receivables consist of "Cash and cash equivalents", "Short-term investments" and "Receivables".

AFS Financial Assets

AFS financial assets include investments in equity and debt securities. Equity investments classified as AFS financial assets are those which are neither classified as held for trading nor designated at FVPL. Debt securities in this category are those which are intended to be held for an indefinite period of time and which may be sold in response to needs for liquidity or in response to changes in the market conditions.

After initial measurement, AFS financial assets are subsequently measured at fair value with unrealized gains or losses recognized in the parent company statement of comprehensive income in the "Unrealized gain on AFS financial assets - net" until the investment is derecognized, at which time the cumulative gain or loss is recognized in profit or loss, or determined to be impaired, at which time the cumulative gain or loss is reclassified to profit or loss and removed from other comprehensive income (OCI).

Reclassification to loans and receivables is permitted when the financial assets meet the definition of loans and receivables and the Parent Company has the intent and ability to hold these assets for the foreseeable future or until maturity. Reclassification to the HTM investments category is permitted only when the entity has the ability and intention to hold the financial asset accordingly.

For a financial asset reclassified out of the AFS financial assets category, any previous gain or loss on that asset that has been recognized in equity is amortized to profit or loss over the remaining life of the investment using the EIR. Any difference between the new amortized cost and the expected cash flows is also amortized over the remaining life of the asset using the EIR. If the asset is subsequently determined to be impaired, then the amount recorded in equity is reclassified to profit or loss.

As at December 31, 2016 and 2015, the Parent Company's AFS financial assets pertain to its investment in equity securities.

Other Financial Liabilities

Other financial liabilities are initially recorded at fair value, less directly attributable transaction costs. After initial recognition, other financial liabilities are subsequently measured at amortized cost using the EIR method. Amortized cost is calculated by taking into account any issue costs, and any discount or premium on settlement. Gains and losses are recognized in profit or loss when the liabilities are derecognized, as well as through the amortization process.

As at December 31, 2016 and 2015, other financial liabilities consist of "Accrued expenses and other liabilities", "Payable to related parties" and "Long-term debt".



Fair Value Measurement

The Parent Company measures financial instruments, such as AFS financial assets and long-term debt, at fair value at each end of the reporting period. Fair values of financial instruments measured at amortized cost are disclosed in Note 19.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefit by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

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 the Parent Company. 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 Parent Company 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 parent company financial statements 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; and
- 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 parent company financial statements on a recurring basis, the Parent Company 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 Parent Company 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 of Financial Instruments

Financial assets and financial liabilities are offset and the net amount reported in the parent company 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 parent company statement of financial position.

Impairment of Financial Assets

The Parent Company assesses at each end of the reporting period whether there is objective evidence that a financial asset or group of financial assets is impaired. A financial asset or a group of financial assets is deemed to be impaired if, and only if, there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (an incurred “loss event”) and that loss event (or events) has an effect on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated. Evidence of impairment may include indications that the contracted parties or a group of

contracted parties 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.

Loans and Receivables

The Parent Company first assesses whether objective evidence of impairment exists individually for financial assets that are individually significant, and individually or collectively for financial assets that are not individually significant. If there is objective evidence that an impairment loss on loans and receivables carried at amortized cost 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 (excluding future credit losses that have not been incurred) discounted at the financial asset’s original EIR (i.e., the EIR computed at initial recognition). The carrying amount of the asset shall be reduced either directly or through use of an allowance account. The amount of the loss shall be recognized in profit or loss.

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 assets 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.

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 profit or loss, to the extent that the carrying value of the asset does not exceed its amortized cost at the reversal date.

In relation to receivables, a provision for impairment is made when there is objective evidence (such as the probability of insolvency or significant financial difficulties of the debtor) that the Parent Company will not be able to collect all of the amounts due under the original terms of the invoice. The carrying amount of the receivable is reduced through use of an allowance account. Impaired debts are derecognized when they are assessed as uncollectible.



AFS Financial Assets

For AFS financial assets, the Parent Company assesses at each end of the reporting period whether there is objective evidence that a financial asset or group of financial assets is impaired. In 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. The determination of what is “significant” or “prolonged” requires judgment. The Parent Company treats “significant” generally as 20% or more and “prolonged” as greater than 12 months for quoted equity securities.

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 previously recognized on that investment is removed from OCI and recognized in profit or loss. Impairment losses on equity investments are not reversed through the profit or loss. Increases in the fair value after impairment are recognized directly in OCI.

Derecognition of Financial Assets and Financial Liabilities

Financial Assets

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

- The rights to receive cash flows from the asset have expired;
- The Parent Company 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 Parent Company 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 substantially all the risks and rewards of the asset, but has transferred control of the asset.

Where the Parent Company has transferred its rights to receive cash flows from an asset 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 Parent Company’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 Parent Company could be required to repay. In that case, the Parent Company 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 Parent Company has retained.

Where continuing involvement takes the form of a written and/or purchased option (including a cash-settled option or similar provision) on the transferred asset, the extent of the Parent Company’s continuing involvement is the amount of the transferred asset that the Parent Company may repurchase, except that in the case of a written put option (including a cash-settled option or similar provision) on asset measured at fair value, the extent of the Parent Company’s continuing involvement is limited to the lower of the fair value of the transferred asset and the option exercise price.

Financial Liabilities

A financial liability is derecognized when the obligation under the liability is discharged, cancelled or has 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 amount is recognized in profit or loss.

Convertible Loans Payable and Long-term Debt

Convertible loans payable and long-term debt denominated in the functional currency of the Parent Company are regarded as compound instruments, consisting of a liability and an equity component. At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for similar non-convertible debt and is recorded within borrowings.

The difference between the proceeds of issue of the convertible bond and the fair value assigned to the liability component representing the embedded option to convert the liability into equity of the Parent Company is included in the parent company statement of changes of equity.

When the embedded option in convertible loans payable and long-term debt is denominated in a currency other than the functional currency of the Parent Company, the option is classified as a derivative liability. The option is valued at mark-to-market with subsequent gains and losses being recognized in profit or loss.

Issue costs are apportioned between the liability and equity components of the convertible loans and long-term debt where appropriate based on their relative carrying amounts at the date of issue. The portion relating to the equity component is charged directly against equity. The interest expense on the liability component is calculated by applying the EIR for similar non-convertible debt to the liability component of the instrument. The difference between this amount and the interest paid is added to the carrying amount of the convertible loans payable and long-term debt.

Inventories

Inventories include materials and supplies. These are carried at the lower of cost and net realizable value (NRV). Cost is determined using the weighted-average method. NRV is the value of the inventories when sold at their condition at the end of the reporting period.

Other Current and Noncurrent Assets

Other current assets are composed of deposits and advances to suppliers and prepayments. Other noncurrent assets are composed of input value-added tax (VAT), deferred mine exploration costs, and others. Assets are classified as current when it is probable to be realized or consumed within one (1) year from the end of the reporting period. Otherwise, these are classified as noncurrent assets.

Input VAT

Input VAT represents VAT imposed on the Parent 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 (1) million pesos. The related input VAT is recognized over five (5) years or the useful life of the capital goods, whichever is shorter. The input VAT is recognized as an asset and will be used to offset against the Parent Company's current output VAT liabilities and any excess will be claimed as tax credits. Input VAT is stated at cost less allowance for impairment losses.

Property and Equipment

Items of property and equipment, except portions of land, are carried at cost less accumulated depreciation and any impairment in value. Portions of land are carried at revalued amounts less any impairment in value.



The initial cost of property and equipment comprises its purchase price, including import duties, taxes and any directly attributable costs of bringing the property and equipment to its working condition and location for its intended use. Expenditures incurred after the property and equipment have been placed into operation, such as repairs and maintenance costs, are normally recognized in profit or loss in the period in which they are incurred. When property and equipment are sold or retired, the cost and related accumulated depletion and depreciation are removed from the accounts and any resulting gain or loss is recognized in profit or loss.

The office equipment, furniture and fixtures, computer software, transportation equipment and laboratory equipment are depreciated or amortized using the straight-line method over the estimated useful life of five (5) years. Leasehold improvements are amortized over the estimated useful life of five (5) years or the lease term, whichever is shorter.

Depreciation of an item of property and equipment begins when it becomes available for use, i.e., when it is in the location and condition necessary for it to be capable of operating in the manner intended by management. Depreciation ceases at the earlier of the date that the item is classified as held for sale (or included in a disposal group that is classified as held for sale) in accordance with PFRS 5, *Non-current Assets Held for Sale and Discontinued Operations*, and the date the asset is derecognized.

An item of property and equipment is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the year the asset is derecognized.

The property and equipment's useful lives and methods of depreciation are reviewed and adjusted, if appropriate, at each end of the reporting period.

A portion of land is measured at fair value at the date of revaluation. Valuations are performed with sufficient frequency to ensure that carrying amount of revalued asset does not differ materially from its fair value. The net appraisal increment resulting from the revaluation of land was credited to the "Revaluation increment on land" account shown under the equity section of the parent company's statement of financial position. Any appraisal decrease is first offset against revaluation increment on earlier revaluation. The revaluation increment pertaining to disposed land is transferred to the "Retained earnings" account.

Investments in Subsidiaries and Associates

The Parent Company's investments in subsidiaries and associates are accounted for under the cost method less any impairment losses. A subsidiary is an entity in which the Parent Company has control. 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.

An associate is an entity in which the Parent Company has a significant influence and which is neither a subsidiary nor a joint venture. Significant influence is the power to participate in the



financial and reporting policy decisions of the investee, but has no control or joint control over those policies. The consideration made in determining significant influence is similar to those necessary to determine control activities.

Under the cost method, the investments in subsidiaries and associates are carried in the parent company statement of financial position at cost less any impairment in value. The Parent Company recognizes income from the investments only to the extent that it receives distributions from accumulated profits of the subsidiaries and associates arising after the date of acquisition. Distributions received in excess of such profits are regarded as recovery of investment and are recognized as a reduction in the cost of the investment.

Advances in subsidiaries and associates granted by the Parent Company are in the nature of cash advances or expenses paid by the Parent Company on behalf of its subsidiaries and associates. These are based on normal credit terms, unsecured, interest-free and are recognized and carried at original amounts advanced.

Deferred Mine Exploration Costs

Costs incurred during the start-up phase of a mine are expensed as incurred. Ongoing mining expenditures on producing properties are charged against earnings as incurred.

Expenditures for mine exploration work prior to drilling are charged to operations. When it has been established that a mineral deposit is commercially mineable and a decision has been made to formulate a mining plan (which occurs upon completion of a positive economic analysis of the mineral deposit), the costs subsequently incurred to develop a mine on the property prior to the start of mining operations are capitalized. Upon the start of commercial operations, such costs are transferred to "Mine and mining properties" under "Mine development costs".

Capitalized amounts may be written down if future cash flows, including potential sales proceeds related to the property, are projected to be less than the carrying value of the property. If no mineable ore body is discovered, capitalized acquisition costs are expensed in the period in which it is determined that the mineral property has no future economic value.

Major development expenditures incurred to expose the ore, increase production or extend the life of an existing mine are capitalized.

Impairment of Nonfinancial Assets

Inventories

The Parent Company determines the NRV of inventories at each end of the reporting period. If the cost of the inventories exceeds its NRV, the asset is written down to its NRV and impairment loss is recognized in the parent company statement of comprehensive income in the period the impairment is incurred. In case the NRV of the inventories increased subsequently, the NRV will increase the carrying amount of inventories but only to the extent of the impairment loss previously recognized.

Property and Equipment

Property and equipment, except land, 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 or CGU's fair value less cost to sell and value-in-use and is determined for an individual asset, unless the asset does not generate cash inflows that



are largely independent of those from other assets or groups of assets, in which case the asset is tested as part of a large CGU. The fair value less cost 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, using a pre-tax discount rate, 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. Impairment losses are recognized in the parent company statement of comprehensive income.

Recovery of impairment losses recognized in prior periods 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 parent company statement of comprehensive income. However, the increased carrying amount of an asset due to recovery of an impairment loss is recognized to the extent it does not exceed the carrying amount that would have been determined (net of depletion, depreciation and amortization) had no impairment loss been recognized for that asset in prior periods.

Other Nonfinancial Assets

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

Leases

The determination of whether an arrangement is, or contains a lease is based on the substance of the arrangement at inception date and requires an assessment of whether the fulfillment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset.

Operating Lease - Parent Company as a Lessor

Leases where the lessor retains substantially all the risks and rewards of ownership are classified as operating leases. Initial direct costs incurred in negotiating an operating lease are added to the carrying amount of the leased assets and are recognized over the lease term on the same basis as rental income.

Operating Lease - Parent Company as a Lessee

Leases where the lessor retains substantially all the risks and benefits of ownership of the asset are classified as operating lease. Operating lease payments are recognized as an expense in the parent company statement of comprehensive income on a straight-line basis over the lease term.

Income Taxes

Current Income Tax

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

Deferred tax

Deferred tax is provided, using the balance sheet liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amount for financial reporting purpose. Deferred tax assets are recognized for all deductible temporary differences, carryforward benefits of the excess of minimum corporate income tax



(MCIT) over the regular corporate income tax (RCIT) and unused tax losses from net operating loss carryover (NOLCO), to the extent that it is probable that sufficient future taxable profits will be available against which the deductible temporary differences and the carryforward benefits of excess MCIT and NOLCO can be utilized. Deferred tax liabilities are recognized for all taxable temporary differences.

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

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

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

Deferred tax relating to items recognized outside profit or loss is recognized outside profit or loss. Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.

Capital Stock and Additional Paid-in Capital (APIC)

The Parent Company has issued capital stock that is classified as equity. Incremental costs directly attributable to the issue of new capital stock are shown in equity as a deduction, net of tax, from the proceeds.

Foreign Currency-denominated Transactions

Transactions in foreign currencies are initially recorded in the functional currency rate ruling at the date of the transaction. Outstanding monetary assets and monetary liabilities denominated in foreign currencies are restated using the rate of exchange at the end of the reporting period. Foreign currency gains or losses are recognized in the profit or loss.

Share-based Payments

The cost of equity-settled transactions with employees is measured by reference to their fair value at the date they are granted, determined using the acceptable valuation techniques.

The cost of equity-settled transactions, together with a corresponding increase in equity, is recognized over the period in which the performance and/or service conditions are fulfilled ending on the date on which the employees become fully entitled to the award (“Vesting Date”).

The cumulative expense recognized for equity-settled transactions at each end of the reporting period up to and until the Vesting Date reflects the extent to which the vesting period has expired, as well as the Parent Company’s best estimate of the number of equity instruments that will ultimately vest. The profit or loss charge or credit for the period represents the movement in cumulative expense recognized at the beginning and end of that period. No expense is recognized



for awards that do not ultimately vest, except for awards where vesting is conditional upon a market condition, which awards are treated as vesting irrespective of whether or not the market condition is satisfied, provided that all other performance conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum, an expense is recognized as if the terms had not been modified. An additional expense is likewise recognized for any modification which increases the total fair value of the share-based payment arrangement or which 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 had vested on the date of cancellation, and any expense not yet recognized for the award is recognized immediately. If a new award, however, is substituted for the cancelled awards and designated as a replacement award, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph. The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

Retained Earnings

The amount included in retained earnings includes profit (loss) attributable to the Parent Company's equity holders and 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 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.

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

OCI (Loss)

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

Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Parent Company and revenue can be reliably measured. Revenue is measured at the fair value of the consideration received, excluding discounts, rebates, and sales taxes or duty, as applicable. The Parent Company assesses its revenue arrangements against specific criteria in order to determine if it is acting as principal or agent. The Parent Company has concluded that it is acting as principal in all of its revenue arrangements.

Dividend Income

Dividend income is recognized when the Parent Company's right to receive the payment is established, which is generally upon the date of declaration.

Income from Sale of Services

Revenue from sale of services is recognized when the services are rendered.



Interest Income

Interest income is recognized as the interest accrues using the EIR method.

Others

Revenue is recognized in the parent company statement of comprehensive income as they are earned.

Costs and Expenses

Cost and expenses are decreases in economic benefits during the accounting period in the form of outflows or depreciation of assets or incurrence of liabilities that result in decreases in equity, other than those relating to distributions to equity participants. Cost and expenses are generally recognized in the Parent Company's profit or loss when the services are used or the expenses are incurred.

Provisions

General

Provisions, if any, are recognized when the Parent Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and 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 determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments 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 interest expense.

Where the Parent Company expects a provision to be reimbursed, 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 profit or loss, net of any reimbursement.

Employee Benefits

The net defined benefit 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 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.

Remeasurements 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. Remeasurements are not reclassified to profit or loss in subsequent periods. Remeasurements recognized in OCI after the initial adoption of Revised PAS 19, *Employee Benefits* are not closed to any other equity account.

The Parent Company'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.

Employee Leave Entitlement

Employee entitlements to annual leave are recognized as a liability when they are accrued to the employees. The undiscounted liability for leave expected to be settled wholly before twelve (12) months after the reporting period is recognized for services rendered by employees up to the end of the reporting period.

Contingencies

Contingent liabilities are not recognized in the parent company financial statements but are disclosed unless the possibility of an outflow of resources embodying economic benefits is remote. Contingent assets are not recognized in the parent company financial statements but are disclosed in the notes to parent company financial statements when an inflow of economic benefits is probable. Contingent assets are assessed continually to ensure that developments are appropriately reflected in the parent company financial statements. If it has become virtually certain that an inflow of economic benefits will arise, the asset and the related income are recognized in the parent company financial statements.

Events after the End of the Reporting Period

Events after the end of the reporting period that provide additional information about the Parent Company's position at the end of the reporting period (adjusting events) are reflected in the parent company financial statements. Events after the end of the reporting period that are not adjusting events are disclosed when material.



3. Significant Accounting Judgments, Estimates and Assumptions

The preparation of the parent company financial statements in accordance with PFRS requires the Parent Company to exercise judgment, make accounting estimates and use assumptions that affect the reported amounts of assets, liabilities, income and expenses and disclosure of contingent assets and contingent liabilities. Future events may occur which will cause the assumptions used in arriving at the accounting estimates to change. The effects of any change in accounting estimates are reflected in the parent company financial statements as they become reasonably determinable.

Accounting assumptions, estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcome can differ from these estimates.

Judgments

In the process of applying the Parent Company's accounting policies, management has made the following judgments, apart from those involving estimations, which has the most significant effects on the amounts recognized in the parent company financial statements:

Determination of Functional Currency

Based on the economic substance of the underlying circumstances relevant to the Parent Company, the functional currency has been determined to be the Philippine Peso. The Peso is the currency of the primary economic environment in which the Parent Company operates. It is the currency that mainly influences the income and general and administrative expenses of the Parent Company.

Determination of Control

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

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

Assessing Existence of Significant Influence

In assessing whether significant influence still exists, the Parent Company considered not only its percentage ownership but other factors such as board seat representations it has in the associate's governing body and its interchange of managerial personnel with the associate, among others. As at December 31, 2016, the Parent Company assessed that it has significant influence over the Nickel Corporations and has accounted for the investments as investments in associates.

Classification of Financial Instruments

The Parent Company exercises judgment in classifying financial instruments in accordance with PAS 39. The Parent Company classifies financial instruments or its components on initial recognition as a financial asset, a financial liability or an equity instrument in accordance with the substance of the contractual arrangement and the definitions of a financial asset, a financial liability or an equity instrument. The substance of a financial instrument, rather than its legal form, governs its classification in the parent company statement of financial position.



Financial assets of the Parent Company are classified into the following categories:

- Loans and receivables
- AFS financial assets

Financial liabilities of the Parent Company on the other hand, are classified into other financial liabilities.

The Parent Company determines the classification at initial recognition and re-evaluates this classification, where allowed and appropriate, at each end of the reporting period.

Operating Lease Commitments - Parent Company as a Lessee

The Parent Company has entered into leases of office, commercial spaces and land. The Parent Company has determined that all significant risks and rewards of ownership of these spaces remain with the lessors due to the following:

- a. The ownership of the asset does not transfer at the end of the lease term;
- b. The Parent Company has no option to purchase the asset at a price which is expected to be sufficiently lower than the fair value at the date the option becomes exercisable such that, at the inception of the lease, it is reasonably certain that the option will be exercised;
- c. The lease term is not for the major part of the economic life of the asset even if title is not transferred; and
- d. At the inception of the lease, the present value of the minimum lease payments does not amount to at least substantially all of the fair value of the leased asset.

Estimates and Assumptions

The key assumptions concerning the future and other key sources of estimation uncertainties at the end of the reporting period that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next reporting period are as follows:

Estimating Fair Value of Financial Assets and Financial 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 and 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 financial liabilities would directly affect profit or loss (see Note 19).

Estimating Allowance for Impairment Losses of Loans and Receivables

The Parent Company assesses on a regular basis if there is objective evidence of impairment of loans and receivables. The amount of impairment loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the asset's original EIR. The determination of impairment requires the Parent Company to estimate the future cash flows based on certain assumptions, as well as to use judgment in selecting an appropriate rate in discounting. Parent Company uses specific impairment on its loans and receivables. The Parent Company did not assess its loans and receivables for collective impairment due to few counterparties which can be specifically identified. The amount of loss is recognized in profit or loss with a corresponding reduction in the carrying value of the loans and receivables through an allowance account.

The Parent Company recognized impairment loss on its receivables in 2016 and 2015 amounting to nil and ₱264, respectively (see Note 5). Allowance for impairment of receivables amounted to ₱29,359 as at December 31, 2016 and 2015 (see Note 5). Receivables, net of valuation allowance,



amounted to ₱351,081 and ₱364,699 as at December 31, 2016 and 2015, respectively (see Note 5).

Estimating Allowance for Obsolescence of Materials and Supplies Inventory

The Parent Company provides allowance for materials and supplies whenever utility of inventories becomes lower than cost due to damage, inventory losses, physical deterioration, obsolescence, changes in price levels or other causes. Material and supplies inventory amounting to ₱316,232 as at December 31, 2016 and 2015 had been fully provided with allowance for impairment loss.

Estimating Useful Lives of Property and Equipment Except Land

The useful lives of property and equipment are estimated based on the period over which these assets are expected to be used. The estimated useful lives of property and equipment are reviewed periodically and are updated if expectations differ from previous estimates due to asset utilization, internal technical evaluation, technological changes, environmental and anticipated use of the assets tempered by related industry benchmark information. It is possible that future results of operation could be materially affected by changes in these estimates brought about by changes in factors mentioned. Any reduction in the estimated useful lives of property and equipment would increase the Parent Company's recorded costs and expenses and decrease noncurrent assets. There is no change in the estimated useful lives of items of property and equipment in 2016 and 2015. The net book values of property and equipment at cost amounted to ₱6,267 and ₱10,370 as at December 31, 2016 and 2015, respectively (see Note 7).

Determination of the Appraised Value of Land

The appraised value of land is based on a valuation by an independent appraiser firm, which management believes holds a recognized and relevant professional qualification and has recent experience in the location and category of the land being valued. The appraiser firm used the market data approach in determining the appraised value of land. As at December 31, 2016 and 2015, the fair value of the land amounted to ₱430,616 based on the latest valuation obtained in 2015. The resulting increase in the valuation of land amounting to ₱114,728 is presented as "Revaluation increment on land", net of related deferred tax liability and cost amounting to ₱34,418 in both years (see Note 7).

Estimating Impairment of Property and Equipment

PFRS requires that an impairment review be performed when certain impairment indicators are present. Determining the value of property and equipment, which require the determination of future cash flows expected to be generated from the continued use and ultimate disposition of such assets, further requires the Parent Company to make estimates and assumptions that can materially affect the parent company financial statements. Future events could cause the Parent Company to conclude that the property and equipment are impaired. Any resulting impairment loss could have a material adverse impact on the Parent Company financial condition and results of operations. No provision for asset impairment has been recognized in 2016 and 2015. Property and Equipment amounted to ₱436,553 and ₱440,656 as at December 31, 2016 and 2015, respectively (see Note 7).

Estimating Recoverability of Deferred Mine Exploration Costs

The application of the Parent Company's accounting policy for deferred mine exploration costs requires judgment and estimates in determining whether it is likely that the future economic benefits are certain, which may be based on assumptions about future events or circumstances. Estimates and assumptions may change if new information becomes available. If, after mine



explorations costs are capitalized, information becomes available suggesting that the recovery of expenditure is unlikely, the amount capitalized is written-off in the parent company statement of comprehensive income in the period when the new information becomes available.

The Parent Company 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. An impairment loss is recognized when the carrying values of these assets are not recoverable and exceeds their fair value. In 2016 and 2015, there was no impairment loss on the Parent Company's deferred mine exploration costs. Deferred mine exploration costs amounted to ₱16,708 as at December 31, 2016 and 2015 (see Note 9).

Estimating Realizability of Deferred Tax Assets

The Parent Company reviews the carrying amounts of deferred tax assets at each end of the reporting period and reduces the amounts to the extent that it is no longer probable that sufficient future taxable profits will be available to allow all or part of the deferred tax assets to be utilized. As at December 31, 2016 and 2015, the Parent Company has deductible temporary differences, NOLCO and excess MCIT amounting to ₱1,498,138 and ₱1,304,992, respectively (see Note 18), for which no deferred tax asset was recognized. No deferred tax asset was recognized because management believes that the Parent Company will not be able to realize in the future the carry forward benefits of NOLCO, excess MCIT and deductible temporary difference prior to their expiration.

Estimating Impairment of AFS Financial Asset

The Parent Company treats AFS financial assets as impaired when there has been a significant or prolonged decline in fair value below its cost or where other objective evidence of impairment exists. The determination of what is "significant" or "prolonged" requires judgment. The Parent Company treats "significant" generally as twenty percent (20%) or more and "prolonged" as greater than twelve (12) months for quoted equity securities. In addition, the Parent Company evaluates other factors, including normal volatility in share price for quoted equities and the future cash flows and the discount factors for unquoted securities. AFS financial asset, net of allowance for impairment loss amounted to nil as at December 31, 2016 and 2015, respectively (see Note 8).

Estimating Impairment of Nonfinancial Assets and Investments

The Parent Company determines whether its investments and other nonfinancial assets are impaired at least on an annual basis. This requires an estimation of recoverable amount, which is the higher of an asset's or CGU's fair value less cost to sell and value-in-use. Estimating the value-in-use requires the Parent Company to make an estimate of the expected future cash flows from the CGU and to choose an appropriate discount rate in order to calculate the present value of those cash flows. Estimating the fair value less cost to sell is based on the information available to reflect the amount that the Parent Company could obtain as at the reporting period. In determining this amount, the Parent Company considers the outcome of recent transactions for similar assets within the same industry.

The carrying value of nonfinancial other noncurrent assets amounted to ₱50,472 and ₱48,639 as at December 31, 2016 and 2015, respectively, while investments amounted to ₱25,801,934 and ₱20,639,896 as at December 31, 2016 and 2015, respectively. No allowance for impairment losses on nonfinancial other noncurrent assets and investments has been recognized as at December 31, 2016 and 2015 (see Notes 6 and 9).

Estimating Retirement Benefits Costs

The cost of defined retirement benefits as well as the present value of the retirement benefits liability is determined using actuarial valuations. The actuarial valuation involves making various



assumptions. These include the determination of the discount rates, future salary increases, mortality rates and future retirement increases. Due to the complexity of the valuation, the underlying assumptions and its long-term nature, defined retirement benefits liability are highly sensitive to changes in these assumptions. All assumptions are reviewed at each end of the reporting period. Retirement benefits costs amounted to ₱3,079 and ₱7,978 in 2016 and 2015 respectively. Retirement benefits liability amounted to ₱8,536 and ₱11,721 as at December 31, 2016 and 2015, respectively (see Note 17).

In determining the appropriate discount rate, management considers the interest rates of government bonds that are denominated in the currency in which the benefits will be paid, with extrapolated maturities corresponding to the expected duration of the defined retirement benefits liability.

Further details about the assumptions used are provided in Note 17.

Provisions and Contingencies

The estimate of the probable costs for the resolution of possible claims has been developed in consultation with outside counsel handling the Parent Company's defense in these matters and is based upon an analysis of potential results. The Parent Company is a party to certain lawsuits or claims arising from the ordinary course of business. However, the Parent Company's management and legal counsel believe that the eventual liabilities under these lawsuits or claims, if any, will not have a material effect on the parent company financial statements. Accordingly, no provision for probable losses arising from contingencies was recognized by the Parent Company in 2016 and 2015 (see Note 22b).

4. Cash and Cash Equivalents

	2016	2015
Cash on hand	₱12	₱156
Cash in banks	48,449	27,222
Cash equivalents	275,325	40,000
	₱323,786	₱67,378

Cash in banks earn interest at the respective bank deposit rates. Cash equivalents are short-term investments made for varying periods of up to three (3) months from the date of placement depending on the immediate cash requirements of the Parent Company and earn interest at the respective short-term investment rates.

Total interest income from cash in bank amounted to ₱113 and ₱119 in 2016 and 2015, respectively.

Cash equivalents amounting to ₱275,325 and ₱40,000 as at December 31, 2016 and 2015, respectively, are not restricted and considered as free cash.



5. Receivables

	2016	2015
Receivables from:		
Related parties (Note 14)	₱334,750	₱348,196
Officers and employees		
Unimpaired	8,034	7,447
Impaired	308	308
Others:		
Impaired	29,051	29,051
Unimpaired	8,297	9,056
	380,440	394,058
Less: Allowance for impairment losses	29,359	29,359
	₱351,081	₱364,699

The terms and conditions relating to receivables from related parties are presented in Note 14. Receivables from officers and employees pertains to cash advances made for the operations of the Parent Company, while other receivables comprise mainly of receivables from various debtors. Other receivables are noninterest-bearing and are collectible on demand. Receivables from officers and employees are noninterest-bearing and are subject to liquidation.

Allowance for Impairment Losses on Receivables

The balance of provision for impairment losses on receivables from officers and employees and from other receivables are ₱308 and ₱29,051, respectively. There were no additional provision for impairment losses on receivables during 2016.

6. Investments

The Parent Company's investments as at December 31, 2016 and 2015 consist of:

	2016	2015
Subsidiaries:		
CCC (Note 6c)	₱25,717,272	₱20,555,234
AHI (Note 6d)	80,012	80,012
AEI (Note 6a)	2,500	2,500
AI (Note 6b)	100	100
	25,799,884	20,637,846
Associates:		
URHI (Note 6g)	1,750	1,750
TMMI (Note 6f)	300	300
	2,050	2,050
	₱25,801,934	₱20,639,896

On June 19, 2014, the Parent Company lost its board and management control but maintained significant influence over the Nickel Corporations (see Note 1). The Parent Company has sustained the power to participate in the financial and operating policy decisions of the Nickel Corporations. Starting 2014, the related investments of the Parent Company in the Nickel Corporations were reclassified from investments in subsidiaries to investments in associates.



The table below contains the details of the Parent Company's equity interest in its subsidiaries, and a description of the nature of the business of each of such subsidiaries as at December 31, 2016 and 2015:

Company	Nature of Business	Percentage of Ownership	
		2016	2015
<u>Subsidiaries as at December 31, 2016 and 2015:</u>			
AEI	Incorporated in the Philippines on August 26, 2005 to engage in the business of searching, prospecting, exploring and locating of ores and mineral resources, and other exploration work.	100.00	100.00
AI	Incorporated in the Philippines on May 26, 2005 to provide and supply wholesale or bulk water to local water districts and other customers.	100.00	100.00
AHI	Incorporated in the Philippines on October 17, 2006 to hold assets for investment purposes.	100.00	100.00
CCC	Incorporated in the Philippines on September 16, 2004 primarily to engage in exploration work for the purpose of determining the existence of mineral resources, extent, quality and quantity and the feasibility of mining them for profit.	100.00	100.00

As at December 31, 2016 and 2015, the percentages of ownership of investment in associates are as follows:

Company	Percentage of Ownership			Principal Activities
	2016	2015		
TMMI	60.00	60.00		Management Services
URHI	70.00	70.00		Holding Company
UNC*	42.00	42.00		Mining
NRHI*	42.00	42.00		Holding Company
BNC*	25.20	25.20		Mining

*URHI owns 60% of UNC and NRHI. NRHI owns 60% of BNC.

a. *AEI*

In 2016, AEI continued its exploration activities for the geotechnical survey of the Sigpit gold prospect and for the drilling at the southern extension of the Lutopan orebody. AEI incurred a net loss of ₱149 and had a cumulative capital deficiency of ₱103,335 as at December 31, 2016.

b. *AI*

In 2016, AI continued to explore and assess the feasibility of projects involving the bulk supply of potable water from the Parent Company's Malubog Dam. AI incurred a net loss of ₱31 in 2016 and had a cumulative capital deficiency of ₱31,846 as at December 31, 2016.

c. *CCC*

In July 2011, the Parent Company acquired all of the equity interest of CASOP Atlas BV and CASOP Atlas Corporation (collectively called "CASOP") in CCC. As a result, the Parent Company became the owner of 100% of CCC's outstanding capital stock. Prior to such acquisition, the Parent Company owned 54.45% of the outstanding capital stock of CCC.



In June 5, 2014, CCC's BOD authorized the declaration of cash dividends out of its retained earnings to stockholders of record as at May 30, 2014 amounting to ₱500,000 or ₱0.26 per share. There were no dividends declared and received from CCC in 2016 and 2015.

On May 5, 2006, the Parent Company entered into an Operating Agreement with CCC ("the Operating Agreement") respecting the terms of the assignment by the Parent Company to CCC of operating rights over the Toledo mining complex, and the right to acquire certain fixed assets. The agreement may be terminated by the Parent Company upon thirty (30) days prior written notice. Pursuant to the Operating Agreement, the BOD approved the waiver of its entitlement to receive from CCC, royalties due from operations in 2014.

The Executive Committees of the Parent Company and CCC, during a joint meeting held on February 3, 2015, approved the set off of (i) amounts withdrawn from the collection account of CCC with BDO Unibank, Inc. (BDO) (that was established under the December 2010 Omnibus Loan and Security Agreement between CCC and BDO) to fund the debt service reserve account of the Parent Company in respect of the United States Dollar (US\$)-denominated loan facility debt availed by the Parent Company on July 25, 2011 covering the amount of US\$75 million ("BDO Facility"), against (ii) fees receivable by the Parent Company from CCC pursuant to the Operating Agreement (the "Netting Arrangement"). Under the terms of the approval, the Netting Arrangement shall be applied retroactively to cover the relevant balances as at December 31, 2014.

d. *AHI*

AHI is the owner of certain real properties that are used in the mining operations of CCC. AHI incurred a net loss of ₱89 and had cumulative deficit of ₱2,890 as at December 31, 2016.

e. *TMMI*

TMMI recorded ₱605 and ₱1,281 net loss both in 2016 and 2015, respectively.

f. *URHI, UNC and NRHI*

These associates have not started commercial operations as at December 31, 2016.

Summarized financial information of the investments in associates as at December 31, 2016 and 2015 which are accounted for under equity method follow:

	2016	2015
Current assets	₱1,424,213	₱2,283,418
Noncurrent assets	466,492	671,991
Total assets	1,890,705	2,955,409
Current liabilities	1,173,885	2,213,326
Noncurrent liabilities	354,186	344,147
Total liabilities	₱1,528,071	₱2,557,473
Net assets	362,634	397,936
Net income	₱480,408	₱2,352,093



7. Property and Equipment

2016

	At Cost						At Revalued Amount - Land
	Office Equipment, Furniture and Fixtures	Computer Software	Transportation Equipment	Leasehold Improvements	Laboratory Equipment	Total	
Revalued amount/cost:							
Balances at beginning of year	₱4,842	₱1,288	₱13,736	₱3,625	₱459	₱23,950	₱430,616
Additions	106	–	–	2,134	–	2,240	–
Revaluations	–	–	–	–	–	–	–
Disposals	–	–	(4,383)	–	–	(4,383)	–
Retirements	–	–	–	(3,625)	–	(3,625)	–
Fully depreciated assets	(276)	(900)	–	–	–	(1,176)	–
Balances at end of year	4,672	388	9,353	2,134	459	17,006	430,616
Accumulated depreciation:							
Balances at beginning of year	2,946	1,064	6,948	2,521	101	13,580	–
Depreciation (Note 15)	927	84	2,135	782	92	4,020	–
Disposals	–	–	(2,560)	–	–	(2,561)	–
Retirements	–	–	–	(3,125)	–	(3,125)	–
Fully depreciated assets	(276)	(900)	–	–	–	(1,176)	–
Balances at end of year	3,597	248	6,523	178	193	10,739	–
Allowance for asset write-downs beginning and end of year	–	–	–	–	–	–	330
Net book values	₱1,075	₱140	₱2,830	₱1,956	₱266	₱6,267	₱430,286

2015

	At Cost						At Revalued Amount - Land
	Office Equipment, Furniture and Fixtures	Computer Software	Transportation Equipment	Leasehold Improvements	Laboratory Equipment	Total	
Revalued amount/cost:							
Balances at beginning of year	₱8,479	₱1,246	₱15,034	₱3,625	₱459	₱28,843	₱315,888
Additions	6	42	–	–	–	48	–
Revaluations	–	–	–	–	–	–	114,728
Disposals	(103)	–	(1,298)	–	–	(1,401)	–
Retirements	–	–	–	–	–	–	–
Fully depreciated assets	(3,540)	–	–	–	–	(3,540)	–
Balances at end of year	4,842	1,288	13,736	3,625	459	23,950	430,616
Accumulated depreciation:							
Balances at beginning of year	5,756	837	4,579	1,796	21	12,989	–
Depreciation (Note 15)	792	227	2,997	725	80	4,821	–
Disposals	(62)	–	(628)	–	–	(690)	–
Retirements	–	–	–	–	–	–	–
Fully depreciated assets	(3,540)	–	–	–	–	(3,540)	–
Balances at end of year	2,946	1,064	6,948	2,521	101	13,580	–
Allowance for asset write-downs beginning and end of year	–	–	–	–	–	–	330
Net book values	₱1,896	₱224	₱6,788	₱1,104	₱358	₱10,370	₱430,286



Fully Depreciated Property and Equipment

As at December 31, 2016 and 2015, the cost of fully depreciated property and equipment still being used in operations amounted to ₱1,176 and ₱3,540, respectively.

Revaluation Increment on Land

The fair value of the land amounted to ₱430,616 as at December 31, 2016 and 2015, based on the latest valuation obtained by the Company in 2015. The carrying amount of the land had it been carried using the cost model amounts to ₱96,999 as at December 31, 2016 and 2015.

8. AFS Financial Asset

The Parent Company's AFS financial asset consists of investment in:

	2016	2015
Philippine Long Distance Telephone Company	₱4,326	₱4,326
Allowance for impairment loss	(4,326)	(4,326)
	₱-	₱-

As of December 31, 2016 and 2015, the cumulative change in value of AFS financial assets amounted to ₱4,861. The change in fair values have been recognized and shown as "Unrealized loss on AFS financial asset" account in the equity section of the statements of financial position.

9. Other Noncurrent Assets

This account consists of:

	2016	2015
Input VAT	₱29,431	₱27,598
Deferred mine exploration costs	16,708	16,708
Advances to Longos and Nesbitan Gold Projects	4,333	4,333
	₱50,472	₱48,639

Input VAT of the Company arises from VAT from payment of insurance services, rental, and utilities.

No allowance for impairment of input VAT was provided in 2016 and 2015.

Advances to Longos and Nesbitan Gold Projects pertain to field supplies and other costs incurred during evaluation and exploration of the projects.

10. Accrued Expenses and Other Liabilities

	2016	2015
Nontrade	₱26,118	₱19,415
Accrued expenses	11,507	11,340
Interest (Note 11)	30,201	6,875
	₱67,826	₱37,630



Accrued Expenses

As at December 31, 2016 and 2015, the Parent Company's accrued expenses are due and demandable. Accrued expenses which consist of government payables, utilities and salaries payables are as follows:

	2016	2015
Government payables	₱9,499	₱8,690
Salaries payables	121	122
Others	1,887	2,528
	₱11,507	₱11,340

Nontrade

These payables pertain to cash dividends payable, unclaimed termination benefits of former Parent Company's employees before mine closure, utilities payables, and partial payment received from stock option avalees. These are noninterest-bearing payables to various suppliers and are normally settled on terms ranging from 30 to 60 days.

11. Long-Term Debt

	2016	2015
SM Investments Corporation (SMIC)	₱6,930,563	₱981,435
Convertible loans:		
SMIC	936,604	909,022
Anglo Philippine Holding Corporation (APHC)	707,252	686,425
Alakor Corporation	174,792	169,645
BDO US\$75 million	-	504,214
	8,749,211	3,250,741
Less: Noncurrent portion	7,767,776	1,765,092
Current portion	₱981,435	₱1,485,649

The maturities of long-term debt at nominal values follow:

	2016	2015
Due in:		
2016	₱-	₱504,214
2017	981,435	981,435
2018 and thereafter	7,767,776	1,765,092
	₱8,749,211	₱3,250,741

a. US\$75 million BDO Loan

On July 25, 2011, the Parent Company availed from BDO a US\$-denominated loan facility debt covering the amount of US\$75 million (the "BDO Facility") which was fully drawn upon availment. The proceeds from the BDO Facility were used to finance (i) the Parent Company's acquisition of the entire equity interest of CASOP in CCC, and (ii) CCC's working capital requirements. The BDO Facility was fully settled and paid in July 2016.

The BDO Facility (i) has a term of five (5) years, (ii) is payable in 49 equal monthly installments starting July 2012, (iii) accrues interest at the rate of 7% per annum, and (iv) is primarily secured by an irrevocable suretyship executed by CCC in favor of BDO.



Upon the occurrence of an event of default, BDO has the option to convert all amounts outstanding under the BDO Facility into equity of the Parent Company. The conversion shall be effectuated through the assignment by BDO to the Company of the amount of the loan obligation as payment for BDO's subscription to the shares of stock of the Parent Company at the price of ₱19.56 per share and based on the Philippine Peso-US\$ exchange rate of US\$1.00:₱43.50.

Securities

The BDO Facility is also secured by a pledge of the shares of CCC that were purchased by the Parent Company. Such purchase was funded partly by the proceeds from the BDO Facility.

Covenants

The agreement embodying the terms of the BDO Facility imposes certain restrictions and requirements with respect to, among others, the following:

- Maintenance of debt service coverage during the term of the BDO Facility (debt service coverage ratio (DSCR) must not be less than 1.5:1).
- Declaration and payment of dividends or any distribution to shareholders; change in ownership and voting control structure; selling, leasing, transferring, or otherwise disposing of all or substantially all of its properties and assets; or any significant portion thereof other than in the ordinary course of business; consolidation or merger with any corporation; and investment in the shares of stock of any corporation other than its affiliates.
- Cash securities (which are classified as short-term investments).

On July 2016, the Parent Company was able to pay the outstanding loan in full amounting to ₱504.2 million. The related interest expense recognized amounted to ₱12,699, ₱71,532 and ₱132,537 in 2016, 2015 and 2014, respectively. The accrued interest payable amounted to nil and ₱292 as at December 31, 2016 and 2015 respectively (see Note 10).

Short-term Investments

Restricted cash securities classified as short-term investments amounted to nil and ₱185,239 as at December 31, 2016 and 2015, respectively.

Interest income from short-term investment amounted to ₱12,806 and ₱1,972 as at December 31, 2016 and 2015, respectively.

As at December 31, 2016 and 2015, the Parent Company has complied with the covenants respecting the BDO Facility.

b. Alakor Corporation, APHC and SMIC

Senior unsecured convertible loan facilities covering the aggregate amount of ₱1.8 billion (the "convertible loans") were obtained by the Parent Company from its principal shareholders, APHC, Alakor Corporation, and SMIC (the "lenders") in June 2015, under independent bilateral loan agreements with common terms. Proceeds of the convertible loans were used substantially to subscribe to the capital stock of its subsidiary, CCC.

The convertible loans (i) have a 3-year tenor, (ii) accrue at the rate of 4% per annum payable semi-annually, (iii) with an indicative yield-to-maturity of 5.625% per annum, (iv) convertible into equity of the Parent Company at a conversion price equivalent to whichever is higher of 120% of the volume weighted average price ("VWAP") of the Parent Company shares over the period of 10 trading days immediately preceding the drawdown date, or par value of the



Parent Company shares, (v) may be paid before maturity at which the agreed yield will be realized (a) at the option of the lenders on the first anniversary of the drawdown date and at the end of every six-month period thereafter, and (b) at the option of the Parent Company at any time after the lapse of 18 months from the drawdown date, provided, that the closing price of the Parent Company shares on each of 20 trading days within any period of 30 consecutive trading days exceeds 130% of the conversion price on each of such trading days.

The notes together with its features are evaluated to determine if the embedded components qualify as derivatives to be separately accounted for under PAS 32, *Financial Instruments: Presentation*. As a result of this evaluation, the Parent Company identified the conversion rights as derivative financial instruments and to be taken up as equity. Using the residual approach, the proceeds are allocated between the debt instrument and conversion rights. At inception date the fair value of the debt instrument and conversion right presented as APIC amounted to ₱1,751,153 and ₱48,847, respectively.

The interest expense recognized with respect to the senior unsecured convertible loans amounted to ₱126,619 and ₱55,076 in 2016 and 2015, respectively. Accrued interest payable amounted to ₱4,312 and ₱4,446 as at December 31, 2016 and 2015, respectively (see Note 10).

c. SMIC

On September 16, 2015, the Parent Company availed from SMIC a loan facility in the amount of ₱981,435 which was used to finance working capital requirements and equity infusion to its subsidiary, CCC. The essential terms of the loan include: interest rate at 5% per annum, subject to repricing at prevailing market rates; payable in 90 days extendible up to 5 years; and with prepayment option of all or part of the loan prior to maturity.

In January, February, March and September 2016, the Parent Company additionally availed from SMIC senior unsecured loan facilities covering the aggregate amounts of ₱705,375, ₱1,346,268, ₱2,236,560 and ₱1,660,925 respectively, to raise additional working capital. The loans are payable within 5 years from the dates of avilment, accrued interest at the rate of 5% per annum subject to repricing at prevailing market rate and with prepayment option of all or part of the loan prior to maturity.

The related interest expense amounted to ₱258,073 and ₱14,449 in 2016 and 2015, respectively. Accrued interest payable amounted to ₱25,889 and ₱2,137 as at December 31, 2016 and 2015, respectively (see Note 10).

12. Equity

a. Capital Stock

The table below presents the details of the Parent Company's authorized and issued and outstanding capital stock as at December 31:

	2016		2015	
	No. of Shares	Amount	No. of Shares	Amount
Authorized - (₱1 and ₱8 par value in 2016 and 2015, respectively)	3,000,000,000	₱3,000,000	3,000,000,000	₱24,000,000
Issued and outstanding	2,087,032,774	2,087,033	2,087,032,774	16,696,262



Reduction in Par Value, Decrease and Increase in Authorized Capital Stock

On February 22, 2016, the Parent Company's BOD approved the (i) change in the par value of the common shares from ₱8.00 per share, with capital stock of ₱24,000,000 divided into 3,000,000,000 common shares to ₱1.00 per share, with capital stock of ₱3,000,000 divided into 3,000,000,000 common shares and (ii) the subsequent increase in the authorized capital stock (ACS) by ₱3,000,000, from ₱3,000,000 to ₱6,000,000 divided into 6,000,000,000 common shares with a par value of ₱1.00 per share (the "1st ACS Increase").

The (i) reduction in par value with the (ii) attendant reduction in the capital stock, (iii) subsequent increase in the authorized capital stock, and the consequent (iv) amendment to Article VII of the Articles of Incorporation of the Parent Company were duly approved by the Shareholders on April 29, 2016.

The lower par value of ₱1.00 per share would allow the Parent Company to raise fresh funds through primary shares issuance if needed. The decrease in capital stock and par value reduction resulted in APIC of ₱14,609,229. The SEC approved the reduction in par value and capital stock on June 29, 2016.

On November 16, 2016, the Parent Company's BOD approved another round of increase in ACS by ₱2,000,000, which was subsequently amended during its December 7, 2016 special BOD meeting, by raising the increase from ₱2,000,000 to ₱2,500,000 divided into 2,500,000,000 common shares of stock with the resulting ACS of ₱8,500,000 divided into 8,500,000,000 common shares of stock with a par value of ₱1.00 per share of stock (the "2nd ACS Increase").

Issuance of Shares

There was no new issuance of shares in 2016 and 2015. Issuance of shares in 2014 is as follows:

2014

Name of Stockholder	No. of Shares	Capital Stock	APIC	Total
Stock issuances arising from				
Comprehensive Stock				
Option Plan (CSOP)	1,183,604	₱9,469	₱2,367	₱11,836
BDO	9,728,000	77,824	19,456	97,280
	10,911,604	₱87,293	₱21,823	₱109,116

CSOP

In 2014 and 2013, qualified employees who were previously granted stock option awards exercised their subscription rights with respect to a total of 1,183,604 and 1,754,190 shares, for which total subscription price of ₱11,836 and ₱17,542, respectively, were paid.

2016

On December 7, 2016, the BOD approved the issuance of shares of Stock out of the above stated combined increase in the ACS for an aggregate subscription price of ₱1,375,000 at ₱4.3842 per share (the "Subscription Price"), with the amount of ₱343,750 to be paid in cash by the Subscribers upon execution of the Subscription Agreement and the balance to be paid upon call. The total number of the Share Issue is equivalent to at least twenty five percent (25%) of the 1st ACS Increase and 2nd ACS Increase (collectively referred to as the "Subscription").



The Subscription Price of ₱4.3842/share is the 90-day VWAP preceding the Pricing Date of November 16, 2016. The Subscription shall be paid in cash. The Parent Company will recognize as APIC the difference between the total par value of the shares to be issued and the total Subscription Price.

A portion of the proceeds from the Share Issue will be used to pay the Parent Company's debt incurred in 2015 amounting to ₱1,800,000, which was used to fund the 2015 Waste Stripping Program of CCC, with a total cost of ₱3,604,000. The remaining cost not funded by debt was funded from cash generated from operations.

The dividend, voting and preemption rights of the Share Issue are the same with the rights being enjoyed by the current Shareholders. The Share Issue will not have any effect upon the rights of the existing Shareholders.

The increase in the ACS will enable the Parent Company to have sufficient unissued shares of stock out of its ACS to allow the Corporation to issue Warrants and the Underlying Common Shares of Stock as a result of the exercise of the Warrants as briefly described below coupled with the flexibility to raise fresh funds. With available and sufficient unissued capital stock, the Parent Company will have the capability for any future capital initiative.

b. Warrant Issue

To refinance the US\$300 million existing bonds of CCC, as well as the Parent Company's existing Shareholders' advances into a subordinated loan with warrants, the Parent Company's BOD approved the issuance of approximately 5,541,199,780 Warrants and the corresponding 5,541,199,780 Underlying Common Shares as a result of the exercise of the Warrants.

The Warrants shall be issued by the Parent Company to its major Shareholders or their assigns among others.

The following are the salient features, terms and conditions and other relevant information regarding the Warrant Issue:

- The number of Warrants to be issued to the Parent Company's major Shareholders is approximately 5,541,199,780, subject to the exchange rate on March 21, 2017 or the date all regulatory approval are secured and full compliance with all legal laws, rules and regulations for the issuance of Warrants whichever is later.
- Entitlement ratio is one (1) common stock to 1 warrant, thus the corresponding number of underlying securities is approximately 5,541,199,780 Common Shares. Exercise period of the Warrants shall be from and including the date of issue of the Warrants up to 5:00 p.m. on the day immediately preceding the date of the seventh (7th) anniversary of the date of issue of the Warrants. Expiry date is the seventh (7th) anniversary of the date of the issue of the Warrants.
- The basis of determining the Exercise Price of ₱4.3842 is the 90-day VWAP preceding the pricing date, November 16, 2016.
- Timetable for the issuance of the Warrants will be upon obtaining the following: (i) Shareholders' approval to the increase in the ACS and amendment to Article VII of the Parent Company Articles of Incorporation (AOI); and (ii) SEC approval of the increase in



ACS and amendment to AOI, other regulatory approvals and compliance with all legal requirements.

- The Warrants constitute direct, unsecured and unsubordinated obligations of the Parent Company and will at all times rank *pari passu* without preference among themselves and with all other outstanding unsecured and unsubordinated obligations of the Parent Company, past and future.
- Exercise of the Warrants is subject to all applicable laws, regulations and practices in force on the relevant Exercise Date.
- Warrants are exercisable on any business day during the Exercise Period.
- The Parent Company may, but is not obligated, at any time to purchase the Warrants at any price.
- The Parent Company may modify the terms and conditions without the consent of the Warrant Holders which the Parent Company may deem necessary or desirable provided the modification is not materially prejudicial to the interests of the Warrant Holders.
- If any event occurs which would reasonably be expected to have an effect on the Exercise Price, upon written opinion of an Independent Investment Bank, adjustments shall be made as appropriate on account of such event.

During the Special Shareholders' Meeting (SSM) held on February 21, 2017, the stockholders approved the increase in ACS, the amendment to Article VII of the Parent Company's Articles of Incorporation, the issuance of shares out of the combined increase in ACS, the issuance of Warrants and the underlying Shares of Stock as a result of the exercise of the Warrants (see Note 23).

On the same February 21, 2017 SSM, the Parent Company also obtained a waiver of the conduct of a rights or public offer for the Shares subscribed out of the increase in the ACS and the issuance of the underlying Common Shares as a result of the exercise of the Warrants by a majority vote representing the outstanding shares held by the minority Shareholders present or represented at the Special Shareholders' Meeting (see Note 23).

c. APIC and Retained Earnings

Convertible Loans

The APIC of ₱48,847 was recognized as a result of equity conversion option from the ₱1.8 billion convertible loan availed from SMIC, Alakor Corporation and APHC (see Note 11).

Dividend Declaration

There were no dividends declared and paid in 2016 and 2015.

d. Number of Shareholders

As at December 31, 2016 and 2015, the Parent Company had twenty thousand eight hundred sixteen (20,816) and twenty thousand nine hundred thirteen (20,913) shareholders, respectively.



13. Comprehensive Stock Option Plan

On July 18, 2007, the Parent Company's stockholders and BOD approved and ratified the Comprehensive Stock Option Plan for the Parent Company's qualified employees. The salient terms and features of the stock option plan, among others, are as follows:

- i. Participants: directors, officers, managers and key consultants of the Parent Company and its significantly owned subsidiaries;
- ii. Number of underlying shares: 50,000,000 common shares to be taken out of the unissued portion of the Parent Company's authorized capital stock with; 25,000,000 of the underlying shares already been earmarked for the first-tranche optionees as duly approved by the Parent Company's stockholders during the annual general meeting (AGM) held on July 18, 2007;
- iii. Option period: Three years from the date the stock option is awarded to the optionees;
- iv. Vesting period: 1/3 of the options granted will vest in each year; and
- v. Exercise price: ₱10.00 per share benchmarked on the average closing price of the Parent Company's shares of stock as traded on the PSE during the period between September 6, 2006 (date of the AGM during which the stock option plan was first approved) and June 18, 2007 (the date of the BOD meeting during which the terms of the stock option plan were approved); such average closing price was ₱11.05 (the exercise price represents the average closing price discounted at the rate of 9.50%).

The Parent Company used the Black-Scholes model to compute for the fair value of the stock options based on the following assumptions as at July 18, 2007:

Spot price per share	₱15.00
Time to maturity	3 years
Volatility*	52.55%
Dividend yield	0.00%

**Volatility is calculated using historical stock prices and their corresponding logarithmic returns.*

As discussed in Note 12a, qualified employees who were previously granted stock option awards exercised their subscription rights with respect to a total of nil shares in 2016 and 2015 and 1,183,604 shares in 2014 for total subscription price of nil in 2016 and 2015 and ₱11,836 in 2014.

14. Related Party Transactions

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. In the normal course of business, transactions with related parties consist mainly of payments made by the Parent Company for various expenses and noninterest-bearing, short-term cash advances for working capital requirements.



The parent company statements of financial position include the following amounts resulting from the various transactions with related parties:

2016				
	Amount/ Volume	Outstanding Balance	Terms	Conditions
<i>Receivables</i>				
<i>Subsidiaries</i>				
AEI	P78	P100,562	On demand; noninterest- bearing	Unsecured; no guarantee
AI	69	31,741	On demand; noninterest- bearing	Unsecured; no guarantee
<i>Associates</i>				
BNC	6,529	122,039	On demand; noninterest- bearing	Unsecured; no guarantee
URHI	61,740	64,746	On demand; noninterest- bearing	Unsecured; no guarantee
UNC	838	15,662	On demand; noninterest- bearing	Unsecured; no guarantee
	P69,254	P334,750		
<i>Payables</i>				
SMIC	P5,949,128	P6,930,563	Interest-bearing; 5% per annum	Unsecured, no guarantee
CCC	198,116	115,416	On demand; noninterest- bearing	Unsecured, no guarantee
AHI	104	2,148	On demand; noninterest- bearing	Unsecured, no guarantee
	P6,147,348	P7,048,127		
2015				
	Amount/ Volume	Outstanding Balance	Terms	Conditions
<i>Receivables</i>				
<i>Subsidiaries</i>				
AEI	P324	P100,484	On demand; noninterest- bearing	Unsecured; no guarantee
CCC	679,915	82,700	On demand; noninterest- bearing	Unsecured; no guarantee
AI	103	31,672	On demand; noninterest- bearing	Unsecured; no guarantee
<i>Associates</i>				
BNC	5,743	115,510	On demand; noninterest- bearing	Unsecured; no guarantee
UNC	1,082	14,824	On demand; noninterest- bearing	Unsecured; no guarantee
(Forward)				
2015				
	Amount/ Volume	Outstanding Balance	Terms	Conditions
URHI	P-	P3,006	On demand; noninterest- bearing	Unsecured, no guarantee
	P687,167	P348,196		
<i>Payables</i>				
SMIC	P981,435	P981,435	Interest-bearing; 5% per annum	Unsecured, no guarantee
AHI	132	2,252	On demand; noninterest- bearing	Unsecured, no guarantee
	P981,567	P983,687		



The Parent Company's transactions consist mainly of receivable from and payable to related parties to cover administrative and operating costs and expenses. These amounts are noninterest-bearing and are due and demandable.

- a. In November 2008, the Parent Company contributed ₱22,068 for the payment of the purchase price of certain parcels of land which were conveyed by the Social Security System (SSS) to Alakor. As the Parent Company was unable to participate in the transaction covering the conveyance of the properties, the amount contributed was treated as advances to Alakor which was repaid in 2014.
- b. Receivables from officers and employees as at December 31, 2016 and 2015 amounting to ₱8,342 and ₱7,755, respectively, pertain to the receivables extended by the Parent Company to its officers and employees and unliquidated advances used in the Parent Company's operations. These receivables from officers and employees are due and demandable (see Note 5).
- c. *Compensation of Key Management Personnel*

The Parent Company considers all senior officers as key management personnel.

	2016	2015
Short-term benefits	₱27,040	₱43,547
Retirement benefits	–	6,048
	₱27,040	₱49,595

15. General and Administrative Expenses

	2016	2015
Taxes and licenses	₱39,668	₱14,719
Personnel costs (Note 16)	32,225	54,895
Entertainment, amusement and recreation	8,882	13,022
Professional and consultancy fees	7,941	15,932
Rental	4,785	4,341
Depreciation (Note 7)	4,020	4,821
Repairs and maintenance	2,197	1,535
Insurance	2,071	3,230
Communication, light and water	1,701	1,902
Office supplies	1,381	575
(Forward)		
Regulatory charges	₱772	₱4,513
Transportation and travel	402	1,122
Bad debts expense (Note 5)	–	264
Others	4,063	8,468
	₱110,108	₱129,339

Professional and consultancy fees in 2016 and 2015 include various legal fees and arranger's fee for the acquisition of long-term debt.

Others consist mainly of expenses related to the conversion of the loan liability to equity, expenses related to the annual stockholders meeting, insurance expense and membership dues.



16. Personnel Costs

	2016	2015
Salaries and wages	₱29,316	₱47,159
Retirement benefits costs (Note 17)	2,594	7,072
Other employee benefits	315	664
	₱32,225	₱54,895

Other employee benefits pertain to expenses incurred for SSS, Home Development Mutual Fund, Philippine Health Insurance Corporation and other employee related expenses.

17. Retirement Benefits Liability

The Parent Company has an unfunded defined retirement benefits plan covering substantially all of its employees. The plan provides a retirement of amount equal to one month's salary for every year of service, with six months or more of service considered as one year.

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 following tables summarize the components of net retirement benefits costs recognized in the parent company statements of comprehensive income and the amounts recognized in the parent company statements of financial position.

The details of retirement benefits costs follow:

	2016	2015
Current service cost	₱2,594	₱7,072
Interest cost on retirement benefits liability	485	906
	₱3,079	₱7,978

The Parent Company has eighteen (18) regular employees as at December 31, 2016 and twenty-two (22) regular employees as at December 31, 2015.

Changes in the present value of defined retirement benefits liability as at December 31 follow:

	2016	2015
Balances at beginning of year	₱11,721	₱23,543
Current service cost	2,594	7,072
Interest cost on retirement benefits liability	485	906
Remeasurement of actuarial gain:		
Experience adjustments	(3,245)	(2,431)
Demographic assumptions	(1,020)	-
Financial assumptions	(261)	(8,226)
Benefits paid	(1,738)	(9,143)
Balances at end of year	₱8,536	₱11,721



The Parent Company does not have any plan assets.

The remeasurement gain on retirement benefits plan amounting to ₱4,526 and ₱10,657 were incurred by the Parent Company as of December 31, 2016 and 2015, respectively. This resulted to a total remeasurement gain on retirement plan of ₱18,308 as at December 31, 2016.

The cost of defined retirement benefits plan, as well as the present value of the retirement benefits liability is determined using actuarial valuations. The actuarial valuation involves making various assumptions.

The principal assumptions used in determining retirement benefits costs and retirement benefits liability for the Parent Company's defined retirement benefits plan are shown below:

	2016	2015
Discount rate	5.51%	5.13%
Future annual increase in salary	5.00%	5.00%
Average expected term of obligation	13	13
Turnover rate	8% at age 18 decreasing to 0% at age 60	10% at age 20 decreasing to 0% at age 45

The sensitivity analyses below have 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)	2016	2015
Discount rates	+1%	(₱7,925)	(₱10,858)
	(1%)	9,263	12,757
	Increase (decrease)	2016	2015
Salary increase rate	+1%	₱9,303	₱12,711

The Parent Company does not expect to contribute to the defined retirement benefits plan in 2017. The Parent Company does not have a Trustee Bank and does not currently employ any asset-liability matching.

Shown below is the maturity analysis of the undiscounted benefit payments as at December 31, 2016 and 2015, respectively:

	2016	2015
Less than one (1) year	₱4,350	₱4,545
More than one (1) year to five (5) years	-	2,924
More than five (5) years to ten (10) years	11,662	4,731
More than ten (10) years to fifteen (15) years	3,489	16,894
More than fifteen (15) years to twenty (20) years	685	4,069
More than twenty (20) years	44,604	64,935
	₱64,790	₱98,098

The average duration of the defined retirement benefits liability as at December 31, 2016 and 2015 are 18.39 years and 19.25 years, respectively.



18. Income Taxes

Provision for current income tax in 2016 and 2015 amounting to ₱284 and ₱381, respectively, represents the Parent Company's MCIT.

The reconciliation between the provision for (benefit from) income tax computed at the statutory income tax rate and the provision for (benefit from) income tax as shown in the parent company statements of comprehensive income follows:

	2016	2015
Income tax computed at statutory income tax rate	(₱126,708)	₱13,654
Additions to (reduction in) income taxes resulting from tax effects of:		
Expired NOLCO	76,505	-
Movement of unrecognized deferred tax assets	56,916	78,998
Nondeductible expenses	21,919	9,506
Income exempt from tax	(18,522)	(101,304)
Income already subjected to final tax	(3,876)	(627)
Expired excess MCIT	1,752	10,627
	₱7,986	₱10,854

As at December 31, 2016, the NOLCO and excess MCIT that can be claimed as deduction from future taxable income follow:

Year Incurred	Available Until	NOLCO	MCIT
2016	2019	₱428,243	₱ 284
2015	2018	235,926	381
2014	2017	200,684	2,079
		₱864,853	₱2,744

Movements in NOLCO and excess MCIT follow:

	2016	2015
NOLCO:		
Beginning of year	₱691,628	₱455,702
Additions	428,243	235,926
Expiration	(255,018)	-
End of year	₱864,853	₱691,628
MCIT:		
Beginning of year	₱4,212	₱14,458
Additions	284	381
Expirations	(1,752)	(10,627)
End of year	₱2,744	₱4,212

The Parent Company has the following deductible temporary differences and carryforward benefits of NOLCO and excess MCIT for which no deferred tax assets were recognized as it is not probable that sufficient future taxable profits will be available against which the benefits can be utilized.



	2016	2015
<i>Deferred tax assets</i>		
Carry-forward benefits of:		
NOLCO	₱864,853	₱691,628
MCIT	2,744	4,212
Allowance for impairment on:		
Inventories	316,232	316,232
Receivables	29,359	29,359
AFS	2,867	4,326
Unrealized foreign exchange losses	273,547	247,514
Retirement benefits liability	8,536	11,721
Total	₱1,498,138	₱1,304,992

The Parent Company recognized deferred tax liabilities as follows:

	2016	2015
<i>Deferred tax liabilities:</i>		
Revaluation increment on land	₱128,086	₱128,086
Convertible loan	10,473	10,473
Retirement benefits liability - OCI	5,492	-
Unrealized gains - BNC and UNC	2,210	-
	₱146,261	₱138,559

The Parent Company did not avail the Optional Standard Deduction in 2016 and 2015.

Section 27 of the National Internal Revenue Code, as amended, provides that an MCIT of 2% of the gross income as at the end of the taxable year shall be imposed on a corporation beginning the fourth taxable year immediately following the year in which such corporation commenced its business operations, when the MCIT is greater than the RCIT computed for the taxable year.

19. Financial Instruments

PFRS defines fair value as 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. Fair values are obtained from quoted market prices, discounted cash flow models and option pricing models, as appropriate.

Fair Values of Financial Instruments

The following table shows the carrying values and fair values of the Parent Company's financial instruments, whose carrying values does not approximate its fair values as at December 31 of each year:

	<u>Carrying Values</u>		<u>Fair Values</u>	
	2016	2015	2016	2015
Other Financial Liabilities				
Long-term debt and other interest-bearing liabilities:				
SMIC	₱6,885,732	₱927,000	₱8,218,862	₱1,021,035
APHC	700,000	700,000	742,541	771,008
Alakor Corporation	173,000	173,000	183,514	190,549
	₱7,758,732	₱1,800,000	₱9,144,917	₱1,982,592



The following methods and assumptions are used to estimate the fair value of each class of financial instruments:

Cash and Cash Equivalents, Short-term Investments, Receivables, Accrued Expenses and Other Liabilities and Payable to Related Parties

The carrying values approximate the fair values due to the relatively short-term maturity of these financial instruments and payable to related parties will be settled on demand and when available funds are obtained.

AFS Financial Asset

The fair value was determined by reference to market closing price which represents the exit price as at the end of the reporting period. AFS financial asset is carried at fair value.

Long-Term Debt

The fair value of long-term debt is estimated using the discounted cash flow methodology using the benchmark risk free rates for similar types of long-term debt.

The fair value hierarchy of the financial assets and liabilities is presented in the following table:

December 31, 2016

	Level 1	Level 2	Level 3	Total
Asset measured at fair value:				
AFS financial asset	₱-	₱-	₱-	₱-
Liability for which fair value is disclosed:				
Long-term debt	₱-	₱-	(₱9,144,917)	(₱9,144,917)

December 31, 2015

	Level 1	Level 2	Level 3	Total
Asset measured at fair value:				
AFS financial asset	₱-	₱-	₱-	₱-
Liability for which fair value is disclosed:				
Long-term debt	₱-	₱-	(₱1,982,592)	(₱1,982,592)

There were no transfers between levels of fair value measurement as at December 31, 2016 and 2015.

20. Financial Risk Management Objectives and Policies

The Parent Company's main financial instruments are cash and cash equivalents, short-term investments, receivables and AFS financial asset. It has various other financial assets and liabilities such as accrued expenses and other liabilities, payable to related parties and long-term debt which arise from the Parent Company's operations.

The main risks arising from the Parent Company's financial instruments are foreign currency risk, equity price risk, credit risk and liquidity risk. The BOD reviews and adopts relevant policies for managing each of these risks and they are summarized as follows:



Foreign Currency Risk

Foreign currency risk is the risk to earnings or capital arising from changes in foreign exchange rates. The Parent Company has foreign currency risk arising from its cash and cash equivalents, accrued expenses and other liabilities and long-term debt. To mitigate the risk of incurring foreign exchange losses, foreign currency holdings are matched against the potential need for foreign currency in financing equity investments and new projects.

As at December 31, 2016 and 2015, foreign currency-denominated assets and liabilities are as follows:

	2016		2015	
	Foreign Currency	Peso Equivalent	Foreign Currency	Peso Equivalent
Assets:				
Cash in banks	US\$11 £139	₱530 8,473	US\$6 GB£139	₱282 9,755
Short-term investments	–	–	US\$3,936	185,228
Receivables from related parties	US\$2,770	137,701	US\$4,670	219,770
	US\$2,781	₱138,231	US\$8,612	₱405,280
	GB£139	₱8,473	GB£139	₱9,755
Liabilities:				
Payable to related parties	US\$–	₱–	US\$14,842	₱698,465
Accrued expenses and other liabilities	–	–	US\$6	282
Long-term debt	–	–	US\$10,714	504,201
	US\$–	₱–	US\$25,562	₱1,202,948
Net Assets (Liabilities) in US\$	US\$2,781	₱138,231	(US\$16,950)	(₱797,668)
Net Assets (Liabilities) in GB£	GB£139	₱8,473	GB£139	₱9,755

As at December 31, 2016 and 2015, foreign exchange closing rates follow:

	2016	2015
US\$	₱49.72	₱47.06
GB£	60.87	70.18

Based on the historical movement of the US\$, GB£ and the Philippine Peso, the management believes that the estimated reasonably possible change in the next 12 months would be a strengthening of and a weakening of against the US\$, and a strengthening of and weakening of against GB£ for 2016 while strengthening of and a weakening of against the US\$ for 2015.

Sensitivity of the Parent Company's pre-tax income to foreign currency risks are as follows:

Year ended December 31, 2016:

- An increase of ₱1,375 in the pre-tax income if peso weakens by ₱0.49 against the US\$.
A decrease of ₱1,745 in the pre-tax income if peso strengthens by ₱0.63 against the US\$.
- An increase of ₱206 in the pre-tax income if peso weakens by ₱1.48 against the GB£.
A decrease of ₱312 in the pre-tax income if the value of peso strengthens by ₱2.24 against the GB£.

Year ended December 31, 2015:

- An increase of ₱19,953 in the pre-tax income if peso weakens by ₱0.58 against the US\$.
A decrease of ₱7,698 in the pre-tax income if peso strengthens by ₱0.23 against the US\$.



- An increase of ₱194 in the pre-tax income if peso weakens by ₱1.4 against the GB£.
A decrease of ₱87 in the pre-tax income if the value of peso strengthens by ₱0.62 against the GB£.

Equity Price Risk

Equity price risk is the risk that the value of a financial instrument will fluctuate because of changes in market prices. The Parent Company is exposed to equity price risk because of financial assets held, which are classified as AFS financial asset. Management believes that the fluctuation in the fair value of AFS financial asset will not have a significant effect on the Parent Company financial statements.

Credit Risk

Credit risk refers to the potential loss arising from any failure by counterparties to fulfill their obligations, as and when they fall due. It is inherent to the business as potential losses may arise due to the failure of its customers and counterparties to fulfill their obligations on maturity dates or due to adverse market conditions. The Parent Company financial assets which are exposed to credit risk include its cash and cash equivalents, short-term investments, receivables and AFS financial asset with a maximum exposure equal to the carrying amount of these assets.

With respect to cash and cash equivalents, short-term investments and AFS financial asset, credit risk is mitigated by the short-term and/or liquid nature of its cash investments placed with financial institutions of high credit standing.

The following table summarizes the gross maximum exposure to credit risk for the components of the parent company statements of financial position as at December 31, 2016 and 2015. The maximum exposure is shown gross, before the effect of mitigation through use of master netting and collateral agreements.

	2016	2015
<i>Loans and receivables:</i>		
Cash and cash equivalents*	₱323,774	₱67,222
Short-term investments	–	185,239
Receivables:		
Receivable from related parties	273,010	348,196
Officers and employees	8,342	7,755
Other receivables**	33,437	22,342
<i>AFS financial asset</i>	–	–
	₱638,563	₱630,754

*Excluding cash on hand

**Excluding deposit to suppliers

It is the Parent Company's policy to enter into transactions with a diversity of creditworthy parties to mitigate any significant concentration of credit risk. The Parent Company has internal mechanism to monitor the granting of credit and management of credit exposures. The Parent Company has no significant concentration risk to a counterparty or group of counterparties.

The credit quality of financial assets is managed by the Parent Company using internal credit ratings.



Credit Quality per Class of Financial Assets

The credit quality by class of asset for the Parent Company's financial assets as at December 31, 2016 and 2015 based on credit rating system follows:

2016

	Neither Past Due nor Impaired			Total
	High Grade	Standard Grade	Substandard Grade	
Loans and receivables:				
Cash and cash equivalents*	₱323,774	₱-	₱-	₱323,774
Short-term investments	-	-	-	-
Receivables:				
Receivable from related parties	-	273,010	-	273,010
Officers and employees	-	8,342	-	8,342
Other receivables**	-	33,437	-	33,437
	₱323,774	₱314,789	₱-	₱638,563

*Excluding cash on hand

**Excluding deposit to suppliers

2015

	Neither Past Due nor Impaired			Total
	High Grade	Standard Grade	Substandard Grade	
Loans and receivables:				
Cash and cash equivalents*	₱67,222	₱-	₱-	₱67,222
Short-term investments	185,239	-	-	185,239
Receivables:				
Receivable from related parties	-	348,196	-	348,196
Officers and employees	-	7,755	-	7,755
Other receivables**	-	22,342	-	22,342
	₱252,461	₱378,293	₱-	₱630,754

*Excluding cash on hand

**Excluding deposit to suppliers

High grade receivables pertain to those receivables from clients or customers that consistently pay before the maturity date. Standard grade receivable includes those that are collected on their due dates even without an effort from the Parent Company to follow them up while receivables which are collected on their due dates provided that the Parent Company made a persistent effort to collect them are included under substandard grade receivables. Past due receivables include those that are either past due but still collectible or determined to be individually impaired.

The credit quality of the financial asset was determined as follows:

- Cash and cash equivalents and AFS financial asset are classified as "High Grade" since cash is placed in high profile banking institutions while the concentration of AFS financial assets are invested in blue chip shares of stock; and
- Receivables are classified as "Standard Grade" since the collection of the balances depends on the availability of funds of existing and active parties, except for items specifically identified below as past due but not impaired.

Impairment Assessment

The main consideration for the impairment assessment include whether any payments of principal or interest are overdue by more than one year or there are any known difficulties in the cash flows of counterparties, credit rating downgrades, or infringement of the original terms of the contract.



The Parent Company determines the allowance appropriate for each individually significant receivable on an individual basis. Items considered when determining allowance amounts include the availability of other financial support and the timing of the expected cash flows. The impairment losses are evaluated at each reporting period, unless unforeseen circumstances require more careful attention. Impaired financial assets as at December 31, 2016 and 2015 relate to overdue accounts.

Liquidity Risk

Liquidity risk is such risk where the Parent Company becomes unable to meet its payment obligations when they fall due under normal and stress circumstances. The Parent Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank loans. The Parent Company also manages its liquidity risk on a consolidated basis based on business needs, tax, capital or regulatory considerations, if applicable, through numerous sources of finance in order to maintain flexibility.

The tables below summarizes the maturity profile of the financial liabilities of the Parent Company, as well as financial assets considered by management as part of its liquidity risk management based on remaining undiscounted contractual obligations as at December 31, 2016 and 2015 follow:

2016

	On demand	1 to 12 months	More than 12 months	Total
Loans and receivables:				
Cash and cash equivalents	₱323,774	₱-	₱-	₱323,774
Short-term investments	-	-	-	-
Receivable from related parties	273,010	-	-	273,010
Receivable from officers and employees	-	8,342	-	8,342
Other receivables*	-	-	33,437	33,437
	₱596,784	₱8,342	₱33,437	₱638,563
Financial liabilities:				
Accrued expenses and other liabilities**	-	58,327	-	58,327
Payable to related parties	117,564	-	-	117,564
Long-term debt	-	981,435	7,767,776	8,749,211
	₱117,564	₱1,039,762	₱7,767,776	₱8,925,102

*Excluding deposits to suppliers

**Excluding government payables

2015

	On demand	1 to 12 months	More than 12 months	Total
Loans and receivables:				
Cash and cash equivalents	₱67,378	₱-	₱-	₱67,378
Short-term investments	185,239	-	-	185,239
Receivable from related parties	348,196	-	-	348,196
Receivable from officers and employees	-	7,755	-	7,755
Other receivables*	-	-	22,342	22,342
	₱600,813	₱7,755	₱22,342	₱630,910



	On demand	1 to 12 months	More than 12 months	Total
Financial liabilities:				
Accrued expenses and other liabilities**	–	28,940	–	28,940
Payable to related parties	2,252	–	–	2,252
Long-term debt	–	1,485,649	1,765,092	3,250,741
	₱2,252	₱1,514,589	₱1,765,092	₱3,281,933

*Excluding deposits to suppliers

**Excluding government payables

21. Capital Management

The primary objective of the Parent Company's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximize shareholder value.

The Parent Company manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Parent Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes during 2016 and 2015.

The Parent Company has externally imposed requirements as summarized in Note 11 as at December 31, 2016 and 2015.

The table below summarizes the total capital considered by the Parent Company:

	2016	2015
Capital stock	₱2,087,033	₱16,696,262
Additional paid-in capital	14,686,962	77,733
Long-term debt and other interest-bearing liabilities	8,749,211	3,250,741
Retained earnings	784,162	1,214,507
	₱26,307,368	₱21,239,243

22. Other Matters

a. Executive Order (EO) 79

On July 12, 2012, EO 79 was released to provide the general framework for the implementation of mining reforms in the Philippines. The Parent Company has assessed that EO 79 has no major impact on its subsidiaries' current operations since the Group's current mining activities are covered by valid and existing Mineral Production and Sharing Agreements (MPSA). Pursuant to Section 1 of EO 79, a mining contract, such as an MPSA, that was approved before the effectivity of the EO shall continue to be valid, binding and enforceable so long as the contractor thereunder strictly complies with existing laws, rules and regulations and the terms and conditions under the mining contract.

On March 7, 2013, MGB recommended DENR to lift the DENR Memorandum Order (MO) No. 2011-01 on the suspension of acceptance of all types of applications for mining permits and mineral agreements. Effective March 18, 2013, MGB resumed the acceptance of mining applications for exploration permits and Financial and Technical Assistance Agreements pursuant to DENR Administrative Order No. 2013-11.



b. Contingencies

On November 21, 2006, the Parent Company requested for a Bureau of Internal Revenue (BIR) ruling confirming that the period to collect the excise taxes due upon the Parent Company's mining operations in Masbate from July 1991 to August 1994 (the "Masbate Taxes") had already lapsed.

On December 15, 2006, the BIR issued Ruling No. DA-7222-2006 (the "Ruling") which confirmed, among others, that the Government's right to collect the Masbate Taxes had already prescribed. Relying upon the authority of the Ruling, the Parent Company derecognized in its books the amount corresponding to the Masbate Taxes.

The Commissioner of Internal Revenue (CIR) later on issued a memorandum order on the revocation of the Ruling. Following such revocation, the BIR issued on August 11, 2010 a Warrant of Detachment or Levy to enforce collection of the Masbate Taxes amounting to ₱197,595.

To enjoin the action to collect, the Parent Company filed with the Court of Tax Appeals (CTA) a Petition for Review with an Application for Temporary Restraining Order and/or Writ of Preliminary Injunction and Motion for the Suspension of Collection of Tax.

On October 14, 2010, the CTA issued an order granting the Company's motion for the suspension of the collection of the Masbate Taxes.

After trial on the merits, the Court in Division issued a *Decision* dated October 1, 2013 in favor of the Company, and cancelled/withdrew the assessment notices issued against the Company for taxable years 1991, 1992 and 1993 which ruling was affirmed by the Court in Division and subsequently *CTA En Banc* in its *Decision* dated August 14, 2015 and *Resolution* dated January 29, 2016.

Not satisfied with the adverse rulings, the CIR filed a Petition for Review on Certiorari to the Supreme Court seeking to annul and set aside the *Decision* and *Resolution* of the *CTA En Banc*. The Supreme Court in its *Resolution* dated December 7, 2016 denied the CIR's petition and affirmed the *CTA En Banc*. The CIR filed a Motion for Reconsideration on January 31, 2017.

c. Subscription Agreement

On June 30, 2015, the Parent Company agreed to infuse additional equity capital into CCC in the aggregate amount of ₱1.7 billion through subscriptions to CCC's unissued common shares at the subscription price of ₱10 per share. Upon full payment of the subscription price, CCC issued to the Company 170 million common shares of the authorized capital stock of CCC.

In February 2016, the Parent Company and CCC executed two (2) Subscription Agreements for the equity capital infusion of the Parent Company into CCC in the amounts of ₱705.4 million and ₱1.1 billion, respectively, at the subscription price of ₱10 per share. Upon full payment of the subscription price, CCC issued to the Parent Company 70.5 million common shares and 114.6 million common shares.

On June 8, 2016, the Parent Company agreed to infuse additional equity capital into CCC in the aggregate amount of ₱1.9 billion by subscribing to 19.1 million common shares out of CCC's unissued authorized capital stock at the subscription price of ₱100 per share.



On December 21, 2016, the Parent Company subscribed to 14.0 million common shares out of the unissued capital stock of CCC in the aggregate amount of ₱1.4 billion at the subscription price of ₱100 per share.

d. Income from Sale of Services

The Parent Company had no Income from Sale of Services in 2016 and 2015. In 2014, the Parent Company provided general consultancy services to DMCI in respect of transactions relating to DMCI's acquisition of equity interest in TMC. The agreed fee for such engagement amounted to ₱77,100.

23. Events After the End of the Reporting Period

On February 21, 2017, the stockholders in a special stockholders meeting approved the (i) Increase in authorized capital stock (ACS) and the consequent amendment to article VII of the Corporation's Articles of Incorporation (AOI), (ii) issuance of primary Shares out of the combined increase in ACS, and (iii) issuance of Warrants and the underlying Shares as a result of the exercise of the Warrants to the specified shareholders (see Note 12).

24. Supplementary Information Required Under Revenue Regulations 15-2010

On November 25, 2010, the BIR issued RR 15-2010 to amend certain provisions of RR 21-2002 prescribing the manner of compliance with any documentary and/or procedural requirements in connection with the preparation and submission of financial statements accompanying the tax returns. The Parent Company reported and/or paid the following types of taxes in 2016:

a. *Input VAT Credits*

Balance at beginning of year	₱27,598
Current year's domestic purchases/payments for:	
Services lodged under other accounts	1,654
Goods other than for resale or manufacture	180
Balance at end of year	29,432
Less: Applications	—
	₱29,432

b. *Other Taxes and Licenses*

Other taxes and licenses, which include license and permit fees, real estate taxes and fringe benefit tax, among others, for the year ended December 31, 2016 that forms part of the general and administrative expenses are as follows:

Documentary stamp taxes	₱33,388
Penalties and surcharges	5,684
Real estate tax	123
License and permit fees	66
Fringe benefit tax	107
Others	300
	₱39,668



c. *Withholding taxes*

Tax on compensation and benefits	₱7,342
Expanded withholding taxes	7,601
	<u>₱14,943</u>

d. *Value Added Tax*

Net sales or receipts and output vat declared in the Parent Company's VAT returns follows:

	Net Sales/ Receipt	Output VAT
Taxable Sales:		
Rental income	₱281	₱34
Sale of fixed assets	1,823	219
	<u>₱2,104</u>	<u>₱253</u>

e. *Tax Assessments and Cases*

There has been no deficiency tax assessment, tax cases and/or prosecutions in courts or bodies outside the BIR during the year ended December 31, 2016.



**STATEMENT OF MANAGEMENT'S RESPONSIBILITY
FOR CONSOLIDATED FINANCIAL STATEMENTS**

The management of Atlas Consolidated Mining and Development Corporation and Subsidiaries is responsible for the preparation and fair presentation of the consolidated financial statements including the schedules attached therein, for the years ended December 31, 2016 and 2015, in accordance with the prescribed financial reporting framework indicated therein, 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

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is responsible for overseeing the Group's financial reporting process.

The Board of Directors reviews and approves the consolidated financial statements including the schedules attached therein, and submits the same to the stockholders.

SyCip Gorres Velayo & Co., the independent auditor appointed by the stockholders, has audited the financial statements of the Group in accordance with Philippine Standards on Auditing, and in its report to the stockholders, has expressed its opinion on the fairness of presentation upon completion of such audit.



Alfredo C. Ramos

Chairman



Adrian Paulino S. Ramos

President



Fernando A. Rimando

*Vice-President-Finance/
Chief Financial Officer*

Signed this day of **APR 05 2017**

SUBSCRIBED AND SWORN to before me this APR 05 2017 day of April 2017, affiants exhibiting to me their Tax Identification Numbers, as follows:

<u>Name</u>	<u>Tax Identification Number</u>
Alfredo C. Ramos	132-017-513
Adrian Paulino S. Ramos	188-355-989
Fernando A. Rimando	101-647-461

Doc. No. 90
Page No. 18
Book No. 1
Series of 2017.

Alfredo L. Jaime
ATTY. MA. CLEOFE L. JAIME
NOTARY PUBLIC
UNTIL DECEMBER 31, 2017
PTR NO. 5283011
ISSUED AT P.C. ON 1-3-17
IBP NO. 1059953
ISSUED AT Q.C. ON 1-3-17
ICLE COMPL V NO. 0011781
ISSUED ON NOV. 27, 2015
SC ROLL NO. 27802
COMM. NO. 16-07

COVER SHEET

for
AUDITED FINANCIAL STATEMENTS

SEC Registration Number

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COMPANY NAME

A	T	L	A	S		C	O	N	S	O	L	I	D	A	T	E	D		M	I	N	I	N	G		A	N	D	
D	E	V	E	L	O	P	M	E	N	T		C	O	R	P	O	R	A	T	I	O	N		A	N	D		S	U
B	S	I	D	I	A	R	I	E	S																				

PRINCIPAL OFFICE (No. / Street / Barangay / City / Town / Province)

5	t	h		F	l	o	o	r	,		F	i	v	e	E	-	C	o	m		C	e	n	t	e	r	,	P	
a	l	m		C	o	a	s	t		c	o	r	.		P	a	c	i	f	i	c		D	r	i	v	e	,	
M	a	l	l		o	f		A	s	i	a		C	o	m	p	l	e	x	,		P	a	s	a	y		C	i
t	y	,		M	e	t	r	o		M	a	n	i	l	a														

Form Type

A	A	C	F	S
---	---	---	---	---

Department requiring the report

S	E	C
---	---	---

Secondary License Type, If Applicable

N	/	A
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COMPANY INFORMATION

Company's Email Address

info@atlasphilippines.com

Company's Telephone Number

(632) 831-8000 loc. 25001

Mobile Number

N/A

No. of Stockholders

20,816

Annual Meeting (Month / Day)

04/29

Fiscal Year (Month / Day)

12/31

CONTACT PERSON INFORMATION

The designated contact person MUST be an Officer of the Corporation

Name of Contact Person

Mr. Fernando A. Rimando

Email Address

farimando@atlasphilippines.com

Telephone Number/s

(632) 831-8000 loc 25005

Mobile Number

N/A

CONTACT PERSON'S ADDRESS

5th Floor, FiveE-com Center, Palm Coast cor. Pacific Drive, Mall of Asia Complex, Pasay City, Metro Manila

NOTE 1 : In case of death, resignation or cessation of office of the officer designated as contact person, such incident shall be reported to the Commission within thirty (30) calendar days from the occurrence thereof with information and complete contact details of the new contact person designated.

2 : All Boxes must be properly and completely filled-up. Failure to do so shall cause the delay in updating the corporation's records with the Commission and/or non-receipt of Notice of Deficiencies. Further, non-receipt of Notice of Deficiencies shall not excuse the corporation from liability for its deficiencies.



INDEPENDENT AUDITOR'S REPORT

The Stockholders and the Board of Directors
Atlas Consolidated Mining and Development Corporation
5th Floor, FiveE-com Center, Palm Coast cor. Pacific Drive
Mall of Asia Complex, Pasay City, Metro Manila

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of Atlas Consolidated Mining and Development Corporation and Subsidiaries (the Group), which comprise the consolidated statements of financial position as at December 31, 2016 and 2015, 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, 2016, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at December 31, 2016 and 2015, and its consolidated financial performance and its consolidated cash flows for each of the three years in the period ended December 31, 2016 in accordance with Philippine Financial Reporting Standards (PFRSs).

Basis for Opinion

We conducted our audits in accordance with Philippine Standards on Auditing (PSAs). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the Code of Ethics for Professional Accountants in the Philippines (Code of Ethics) together with the ethical requirements that are relevant to our audit of the consolidated financial statements in the Philippines, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.



We have fulfilled the responsibilities described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

Recoverability of Property, Plant and Equipment

The net book value of the Group's property, plant and equipment amounted to ₱36.2 billion as at December 31, 2016. The Group is adversely affected by the continued decline in copper prices in the market. In the event that an impairment indicator is identified, the assessment of the recoverable amount of the property, plant and equipment requires significant judgment and involves estimation and assumptions about future production levels and costs, as well as external inputs such as copper prices and discount rate. Hence, such assessment is a key audit matter in our audit. See Note 10 of the consolidated financial statements.

Audit Response

We obtained an understanding of the Group's impairment assessment process and the related controls. We involved our internal specialist in evaluating the methodologies and the assumptions used. These assumptions include future production levels and costs as well as external inputs such as copper prices and discount rate. We compared the key assumptions used against external data such as analysts' reports and considering the assumptions based on our knowledge of the entity and its industry. We tested the parameters used in the determination of the discount rate against market data. We also reviewed the Group's disclosures about those assumptions to which the outcome of the impairment test is most sensitive; specifically those that have the most significant effect on the determination of the recoverable amount of property, plant and equipment.

Estimation of Ore Reserves and Resources

The estimation of ore reserves and resources involves significant management estimates and assumptions. Reserves and resources are key inputs to depletion, depreciation, amortization and decommissioning provisions and impairment estimates. As discussed in Notes 9 and 10 of the consolidated financial statements, the Group's mining properties amounting to ₱32.5 billion as of December 31, 2016 are depleted using the units of production method. Under the units of production method, cost is amortized based on the ratio of the volume of actual ore extracted during the year over the estimated volume of mineable ore reserves for the remaining life of the mine. This matter is significant to our audit because the estimation of the mineable ore reserves for Toledo Copper Project for the entire life of the mine requires significant estimation from the management.

Audit Response

We obtained an understanding of management's processes and controls in the estimation of mineable ore reserves. We evaluated the competence, objectivity of the external/internal specialists engaged by the Group to perform an independent assessment of its ore reserves and resources. We reviewed the specialists' report and obtained an understanding of the nature, scope and objectives of their work, basis of the estimates including any changes in the reserves during the year. In addition, we tested the reserves and resources estimates applied to the relevant areas of the consolidated financial statements including depletion, depreciation, and amortization and decommissioning provisions.



Recoverability of Goodwill

Under PFRSs, the Group is required to annually test the amount of goodwill for impairment. As of December 31, 2016, the Group's goodwill attributable to Carmen Copper Corporation amounted to ₱19.0 billion, which is considered significant to the consolidated financial statements. In addition, management's assessment process requires significant judgment and is based on assumptions, specifically mine production projections, discount rate and copper prices. The Group's disclosure about goodwill are included in Note 10 to the consolidated financial statements.

Audit Response

We obtained an understanding of the Group's impairment assessment process and the related controls. We involved our internal specialist in evaluating the methodologies and the assumptions used. These assumptions include future production levels and costs as well as external inputs such as copper prices and discount rate. We compared the key assumptions used against external data such as analysts' reports and considering the assumptions based on our knowledge of the entity and its industry. We tested the parameters used in the determination of the discount rate against market data. We also reviewed the Group's disclosures about those assumptions to which the outcome of the impairment test is most sensitive; specifically those that have the most significant effect on the determination of the recoverable amount of goodwill.

Other Information

Management is responsible for the other information. The other information comprises the information included in the SEC Form 20-IS (Definitive Information Statement), SEC Form 17-A and Annual Report for the year ended December 31, 2016, but does not include the consolidated financial statements and our auditor's report thereon. The SEC Form 20-IS (Definitive Information Statement), SEC Form 17-A and Annual Report for the year ended December 31, 2016 are expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audits of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audits, or otherwise appears to be materially misstated.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with PFRSs, 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.



In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with PSAs, will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with PSAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit 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.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.



- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Eleanore A. Layug.

SYCIP GORRES VELAYO & CO.


Eleanore A. Layug

Partner

CPA Certificate No. 0100794

SEC Accreditation No. 1250-A-1 (Group A),
January 7, 2016, valid until January 6, 2019

Tax Identification No. 163-069-453

BIR Accreditation No. 08-001998-97-2015,
January 5, 2015, valid until January 4, 2018

PTR No. 5908708, January 3, 2017, Makati City

March 7, 2017



**ATLAS CONSOLIDATED MINING AND DEVELOPMENT
CORPORATION AND SUBSIDIARIES**

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(Amounts in Thousands, Except Par Value Per Share)

	December 31	
	2016	2015
ASSETS		
Current Assets		
Cash and cash equivalents (Note 4)	₱2,418,869	₱512,037
Short-term investments (Notes 4 and 15)	646,360	797,028
Receivables (Note 5)	678,989	677,620
Inventories (Note 7)	1,690,524	2,212,668
Other current assets (Note 8)	453,807	483,376
Total Current Assets	5,888,549	4,682,729
Noncurrent Assets		
Property, plant and equipment (Note 9):		
At cost	35,757,800	34,352,936
At revalued amount	430,286	430,286
Mining rights (Note 10)	8,347,114	8,535,486
Goodwill (Note 10)	19,026,119	19,026,119
Investments in associates (Note 12)	198,136	198,163
Deferred tax assets (Note 23)	2,150,288	1,270,585
Other noncurrent assets (Note 13)	2,100,842	2,350,248
Total Noncurrent Assets	68,010,585	66,163,823
TOTAL ASSETS	₱73,899,134	₱70,846,552
LIABILITIES AND EQUITY		
Current Liabilities		
Accounts payable and accrued liabilities (Note 14)	₱2,571,634	₱5,476,354
Bank loans (Note 15)	3,064,741	2,942,191
Derivative liabilities (Note 6)	31,889	2,459
Income tax payable	21,222	32
Current portion of long-term debt and other interest-bearing liabilities (Note 15)	17,753,209	2,610,480
Total Current Liabilities	23,442,695	11,031,516
Noncurrent Liabilities		
Long-term debt and other interest-bearing liabilities - net of current portion (Note 15)	10,540,433	20,077,362
Retirement benefits liability (Note 22)	284,109	333,844
Liability for mine rehabilitation cost (Note 16)	53,266	48,172
Deferred tax liabilities (Note 23)	2,908,539	2,875,430
Total Noncurrent Liabilities	13,786,347	23,334,808
Total Liabilities	₱37,229,042	₱34,366,324

(Forward)



	December 31	
	2016	2015
Equity		
Capital stock - ₱1 and ₱8 par value in 2016 and 2015, respectively (Note 17)	₱2,087,033	₱16,696,262
Additional paid-in capital (Notes 15 and 17)	14,686,962	77,733
Revaluation increment on land (Note 9)	298,869	298,869
Remeasurement gain on retirement plan (Note 22)	178,868	128,682
Unrealized gain on available for sale (AFS) financial asset (Note 11)	4,861	4,861
Cumulative translation adjustments (Note 2)	1,475,910	456,736
Retained earnings (Note 29)	17,960,856	18,840,352
Cost of 1,800,000 treasury shares held by a subsidiary	(23,267)	(23,267)
Equity	36,670,092	36,480,228
TOTAL LIABILITIES AND EQUITY	₱73,899,134	₱70,846,552

See accompanying Notes to Consolidated Financial Statements.



**ATLAS CONSOLIDATED MINING AND DEVELOPMENT
CORPORATION AND SUBSIDIARIES**

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Amounts in Thousands, Except Per Share Amounts)

	Years Ended December 31		
	2016	2015	2014
REVENUE			
Copper (Note 6)	₱10,163,804	₱9,920,440	₱13,729,786
Gold (Note 6)	1,900,169	1,419,019	1,333,406
Beneficiated nickel ore and others	15,880	2,858	1,117,869
	12,079,853	11,342,317	16,181,061
Less smelting and related charges	1,155,363	1,407,234	1,304,313
	10,924,490	9,935,083	14,876,748
COSTS AND EXPENSES			
Mining and milling costs (Note 19)	8,706,018	8,929,228	10,428,157
General and administrative expenses (Note 20)	1,274,505	1,389,052	1,412,497
Mine products taxes (Note 19)	216,429	211,579	310,126
Depletion of mining rights (Note 10)	188,372	211,546	398,172
	10,385,324	10,741,405	12,548,952
OTHER INCOME (CHARGES)			
Finance charges (Note 24)	(1,930,435)	(1,637,254)	(1,439,895)
Loss on disputed input tax (Note 13)	(495,159)	-	-
Foreign exchange gains (losses) - net	158,086	138,051	(164,804)
Equity in net earnings of associates (Note 12)	61,713	243,761	30,083
Interest income (Notes 4 and 15)	42,158	37,182	56,564
Gain (loss) on fair value changes on derivatives - net (Note 6)	(16,186)	292,499	(309,970)
Gain associated with loss of control of subsidiaries (Note 12)	-	-	44,615
Others - net	43,011	(9,189)	91,844
	(2,136,812)	(934,950)	(1,691,563)
INCOME (LOSS) BEFORE INCOME TAX	(1,597,646)	(1,741,272)	636,233
BENEFIT FROM (PROVISION FOR) INCOME TAX			
TAX (Note 23)	718,150	926,833	(239,153)
NET INCOME (LOSS)	(₱879,496)	(₱814,439)	₱397,080
Total net income (loss) attributable to:			
Equity holders of the Parent Company	(₱879,496)	(₱814,439)	₱122,436
Non-controlling interest	-	-	274,644
	(₱879,496)	(₱814,439)	₱397,080

(Forward)



	Years Ended December 31		
	2016	2015	2014
OTHER COMPREHENSIVE INCOME			
<i>Item that will not be reclassified to consolidated statements of income:</i>			
Remeasurement gain (loss) on retirement plan (Note 22)	₱50,186	₱311,204	(₱85,733)
Revaluation increment on land (Note 9)	-	80,310	-
<i>Item that may be reclassified subsequently to consolidated statements of income:</i>			
Unrealized loss on AFS financial assets (Note 11)	-	(1,220)	(4,379)
Cumulative translation adjustments (Note 2)	1,019,174	456,736	-
	1,069,360	847,030	(90,112)
TOTAL COMPREHENSIVE INCOME	₱189,864	₱32,591	₱306,968
Total comprehensive income attributable to:			
Equity holders of the Parent Company	₱189,864	₱32,591	₱32,324
Non-controlling interest	-	-	274,644
	₱189,864	₱32,591	₱306,968
EARNINGS (LOSS) PER SHARE ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT COMPANY			
(Note 26)			
Basic earnings (loss) per share	(₱0.4218)	(₱0.3906)	₱0.0590
Diluted earnings (loss) per share	(₱0.3788)	(₱0.3472)	₱0.0543

See accompanying Notes to Consolidated Financial Statements.



ATLAS CONSOLIDATED MINING AND DEVELOPMENT CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

FOR THE YEARS ENDED DECEMBER 31, 2016, 2015 AND 2014

(Amounts in Thousands)

	Attributable to Equity Holders of the Parent Company										
	Capital Stock (Notes 17 and 18)	Additional Paid-in Capital (Notes 15 and 17)	Revaluation Increment on Land (Note 9)	Unrealized gain on available for sale (AFS) financial asset (Note 11)	Remeasurement Gain (Loss) on Retirement Plan (Note 22)	Cumulative Translation Adjustments (Note 2)	Retained Earnings (Note 29)	Total	Non-controlling Interest	Treasury Shares held by a Subsidiary	Total
BALANCES AT JANUARY 1, 2014	₱16,608,969	₱7,063	₱218,559	₱10,460	(₱96,760)	₱-	₱19,842,996	₱36,591,287	₱283,725	(₱23,267)	₱36,851,745
Net income	-	-	-	-	-	-	122,436	122,436	274,644	-	397,080
Other comprehensive loss	-	-	-	(4,379)	(85,733)	-	-	(90,112)	-	-	(90,112)
Total comprehensive income (loss)	-	-	-	(4,379)	(85,733)	-	122,436	32,324	274,644	-	306,968
Issuance of shares	87,293	21,823	-	-	-	-	-	109,116	-	-	109,116
Dividend declaration	-	-	-	-	-	-	(311,121)	(311,121)	-	-	(311,121)
Effect of deconsolidation due to loss of control	-	-	-	-	(29)	-	480	451	(558,369)	-	(557,918)
BALANCES AT DECEMBER 31, 2014	16,696,262	28,886	218,559	6,081	(182,522)	-	19,654,791	36,422,057	-	(23,267)	36,398,790
Net loss	-	-	-	-	-	-	(814,439)	(814,439)	-	-	(814,439)
Other comprehensive income (loss)	-	-	80,310	(1,220)	311,204	456,736	-	847,030	-	-	847,030
Total comprehensive income (loss)	-	-	80,310	(1,220)	311,204	456,736	(814,439)	32,591	-	-	32,591
Equity portion of equity conversion option of loans	-	48,847	-	-	-	-	-	48,847	-	-	48,847
BALANCES AT DECEMBER 31, 2015	16,696,262	77,733	298,869	4,861	128,682	456,736	18,840,352	36,503,495	-	(23,267)	36,480,228
Net loss	-	-	-	-	-	-	(879,496)	(879,496)	-	-	(879,496)
Other comprehensive income	-	-	-	-	50,186	1,019,174	-	1,069,360	-	-	1,069,360
Total comprehensive income (loss)	-	-	-	-	50,186	1,019,174	(879,496)	189,864	-	-	189,864
Change in par value from ₱8 to ₱1	(14,609,229)	14,609,229	-	-	-	-	-	-	-	-	-
BALANCES AT DECEMBER 31, 2016	₱2,087,033	₱14,686,962	₱298,869	₱4,861	₱178,868	₱1,475,910	₱17,960,856	₱36,693,359	₱-	(₱23,267)	₱36,670,092

See accompanying Notes to Consolidated Financial Statements.



**ATLAS CONSOLIDATED MINING AND DEVELOPMENT
CORPORATION AND SUBSIDIARIES**

CONSOLIDATED STATEMENTS OF CASH FLOWS

(Amounts in Thousands)

	Years Ended December 31		
	2016	2015	2014
CASH FLOWS FROM OPERATING ACTIVITIES			
Income (loss) before income tax	(₱1,597,646)	(₱1,741,272)	₱636,233
Adjustments for:			
Depreciation and depletion (Notes 9 and 10)	2,575,135	2,512,035	2,715,392
Finance charges (Note 24)	1,930,435	1,637,254	1,439,895
Net unrealized foreign exchange losses (gains) - net	(158,086)	(138,051)	164,804
Equity in net earnings of associate (Note 12)	(61,713)	(243,761)	(30,083)
Movement in retirement benefit cost (Note 22)	59,311	161,274	111,229
Interest income (Notes 4 and 15)	(42,158)	(37,182)	(56,564)
Loss (gain) on fair value changes on derivatives - net (Note 6)	16,186	(292,499)	309,970
Loss (gain) on disposals/retirement of property, plant and equipment	(564)	33,160	(7,625)
Impairment loss on:			
Input value-added tax (VAT; Note 13)	495,159	-	-
Inventories	41,747	778	6,033
Receivables (Note 5)	1,763	264	-
Change in accounting estimate for liability on mine rehabilitation cost (Note 16)	-	(1,313)	(990)
Gain associated with loss of control of subsidiaries (Note 12)	-	-	(44,615)
Loss on asset write-down (Note 9)	-	-	5,944
Operating income before working capital changes	3,259,569	1,890,687	5,249,623
Decrease (increase) in:			
Inventories	480,472	(811,909)	54,670
Other current assets	63,135	199,262	(58,586)
Receivables	57,419	247,134	(93,524)
Increase (decrease) in accounts payable and accrued liabilities	(2,914,336)	595,682	1,695,402
Net cash generated from operations	946,259	2,120,856	6,847,585
Interest paid	(1,872,979)	(1,526,304)	(1,400,529)
Settlements and payments of retirement benefits (Note 22)	(70,050)	(27,437)	(28,993)
Income taxes paid	(51,969)	(102,483)	(357,087)
Interest received	7,571	28,355	94,200
Net cash flows from (used in) operating activities	(1,041,168)	492,987	5,155,176
CASH FLOWS FROM INVESTING ACTIVITIES			
Acquisitions of property, plant and equipment (Note 9)	(1,932,815)	(4,787,069)	(7,321,341)
Increase in other noncurrent assets	(245,753)	(232,870)	(170,969)
Proceeds from short-term investments (Note 15)	150,487	185,890	1,052,342
Dividend income (Note 12)	61,740	337,680	-
Proceeds from sale of property, plant and equipment	2,910	80,881	13,035
Net cash flows used in investing activities	(1,963,431)	(₱4,415,488)	(₱6,426,933)

(Forward)



	Years Ended December 31		
	2016	2015	2014
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from availments of loan and long-term debt (Note 15)	₱5,949,128	₱5,787,264	₱6,462,032
Payment of:			
Loans and long-term debt and other interest bearing liabilities (Note 15)	(645,851)	(1,874,527)	(4,521,338)
Dividends paid (Note 31)	-	-	(311,121)
Purchase of put option (Note 6)	-	-	(7,091)
Issuance of shares (Note 17)	-	-	109,116
Movement in payable to related parties	-	-	15,606
Net cash flows from financing activities	5,303,277	3,912,737	1,747,204
NET EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS	21,687	31,250	20,530
CUMULATIVE TRANSLATION ADJUSTMENTS	(413,533)	(460,807)	-
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	1,906,832	(439,321)	495,977
DECREASE ASSOCIATED WITH LOSS OF CONTROL OF SUBSIDIARIES	-	-	(410,978)
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	512,037	951,358	866,359
CASH AND CASH EQUIVALENTS AT END OF YEAR	₱2,418,869	₱512,037	₱951,358

See accompanying Notes to Consolidated Financial Statements.



ATLAS CONSOLIDATED MINING AND DEVELOPMENT CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Amounts in Thousands, Except Per Share Data and as Otherwise Indicated)

1. Corporate Information, Business Operations, and Authorization for Issue of the Consolidated Financial Statements

Corporate Information

Atlas Consolidated Mining and Development Corporation (Parent Company; the Company) was incorporated and was registered with the Philippine Securities and Exchange Commission (SEC) as “Masbate Consolidated Mining Company, Inc.” on March 9, 1935 as a result of the merger of assets and equities of three pre-war mining companies, namely, Masbate Consolidated Mining Company, Antamok Goldfields Mining Company and IXL Mining Company. Thereafter, it amended its articles of incorporation to reflect the present corporate name. It also amended its charter to extend its corporate life up to March 2035. The registered business address of the Parent Company is 5th Floor FiveE-com Center, Palm Coast cor. Pacific Drive, Mall of Asia Complex, Pasay City, Metro Manila.

The Parent Company, through its subsidiaries, is engaged in metallic mineral mining and exploration, and currently produces, copper concentrate (with gold and silver), magnetite iron ore concentrate and laterite nickel.

The Parent Company’s shares of stock are listed with the Philippine Stock Exchange (PSE).

A major restructuring of the Parent Company was undertaken in 2004 and 2005 with the creation of three special-purpose subsidiaries to develop the Toledo Copper Project, Berong Nickel Project and the Toledo-Cebu Bulk Water and Reservoir Project. As a result, Carmen Copper Corporation (CCC), Berong Nickel Corporation (BNC) and AquAtlas, Inc. (AI) were incorporated and, subsequently, were positioned to attract project financing, as well as specialist management and operating expertise. In addition, the Parent Company incorporated a wholly owned subsidiary, Atlas Exploration Inc. (AEI), to host, explore and develop copper, gold, nickel and other mineral exploration properties and Amosite Holdings, Inc. (AHI) to hold assets for investment purposes. AEI will also explore for other metalliferous and industrial minerals to increase and diversify the mineral holdings and portfolio of the Parent Company.

Business Operations

The Parent Company has effective control of CCC, AI, AEI and AHI as at December 31, 2016 and 2015. These subsidiaries are engaged in or are registered to engage in mining, professional services, asset and equity acquisition and bulk water supply. The Parent Company has no geographical segments as these entities were incorporated and are operating within the Philippines.



The table below contains the details of the Parent Company's equity interest in its subsidiaries and a description of the nature of the business of each of such subsidiaries as at December 31, 2016 and 2015:

Nature of Business		Percentage of Ownership	
		2016	2015
<u>Subsidiaries as at December 31, 2016 and 2015</u>			
AEI	Incorporated in the Philippines on August 26, 2005 to engage in the business of searching, prospecting, exploring and locating of ores and mineral resources, and other exploration work.	100.00	100.00
AI	Incorporated in the Philippines on May 26, 2005 to provide and supply wholesale or bulk water to local water districts and other customers.	100.00	100.00
AHI	Incorporated in the Philippines on October 17, 2006 to hold assets for investment purposes.	100.00	100.00
CCC (see Note 10)	Incorporated in the Philippines on September 16, 2004 primarily to engage in exploration work for the purpose of determining the existence of mineral resources, extent, quality and quantity and the feasibility of mining them for profit.	100.00	100.00

a. *AEI*

In 2016, AEI continued its exploration activities for the geotechnical survey of the Sigpit gold prospect and for the drilling at the southern extension of the Lutopan orebody. AEI incurred a net loss of ₱149 and had a cumulative capital deficiency of ₱103,335 as at December 31, 2016.

b. *AI*

In 2016, AI continued to explore and assess the feasibility of projects involving the bulk supply of potable water from the Parent Company's Malubog Dam. AI incurred a net loss of ₱31 in 2016 and had a cumulative capital deficiency of ₱31,846 as at December 31, 2016.

c. *CCC*

In July 2011, the Parent Company acquired all of the equity interest of CASOP Atlas BV and CASOP Atlas Corporation (collectively called "CASOP") in CCC. As a result, the Parent Company became the owner of 100% of CCC's outstanding capital stock. Prior to such acquisition, the Parent Company owned 54.45% of the outstanding capital stock of CCC.

In June 5, 2014, CCC's Board of Directors (BOD) authorized the declaration of cash dividends out of its retained earnings to stockholders of record as at May 30, 2014 amounting to ₱500,000 or ₱0.26 per share. There were no dividends declared and received from CCC in 2016 and 2015.

On May 5, 2006, the Parent Company entered into an Operating Agreement with CCC ("the Operating Agreement") respecting the terms of the assignment by the Parent Company to CCC of operating rights over the Toledo mining complex, and the right to acquire certain fixed assets. The agreement may be terminated by the Parent Company upon thirty (30) days



prior written notice. Pursuant to the Operating Agreement, the BOD approved the waiver of its entitlement to receive from CCC, royalties due from operations in 2014.

The Executive Committees of the Parent Company and CCC, during a joint meeting held on February 3, 2015, approved the set off of (i) amounts withdrawn from the collection account of CCC with BDO Unibank, Inc. (BDO) (that was established under the December 2010 Omnibus Loan and Security Agreement between CCC and BDO) to fund the debt service reserve account of the Parent Company in respect of the United States Dollar (US\$)-denominated loan facility debt availed by the Parent Company on July 25, 2011 covering the amount of US\$75 million (“BDO Facility”), against (ii) fees receivable by the Parent Company from CCC pursuant to the Operating Agreement (the “Netting Arrangement”). Under the terms of the approval, the Netting Arrangement shall be applied retroactively to cover the relevant balances as at December 31, 2014.

d. *AHI*

AHI is the owner of certain real properties that are used in the mining operations of CCC.

AHI incurred a net loss of ₱89 and had cumulative deficit of ₱2,890 as at December 31, 2016.

Authorization for Issue of the Consolidated Financial Statements

The consolidated financial statements of the Parent Company and its subsidiaries as at December 31, 2016 and 2015 and for each of the three years in the period ended December 31, 2016 were authorized for issue by the BOD on March 7, 2017.

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

Basis of Preparation

The consolidated financial statements have been prepared on a historical cost basis, except for land, which is carried at revalued amounts, derivative financial instruments and AFS financial asset, which have been measured at fair value. The consolidated financial statements are presented in Philippine Peso, which is the presentation currency under Philippine Financial Reporting Standards (PFRS). Based on the economic substance of the underlying circumstances relevant to the Group, the functional currencies of the Parent Company, associates and subsidiaries is Philippine Peso, except for CCC whose functional currency is US\$. All values are rounded to the nearest thousands (₱000), except when otherwise indicated.

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 compliance with PFRS.

Basis of Consolidation

The consolidated financial statements comprise the financial statements of the Group as at December 31 of each year. The financial statements of the subsidiaries are prepared for the same reporting year as the Parent Company using consistent accounting policies.

Subsidiaries

Subsidiaries are entities over which the Parent Company has control.



The Parent Company controls an investee if, and only if, the Parent Company has all of the following:

- Power over the investee (i.e., existing rights that give it the current ability to direct the relevant activities of 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 its returns.

Subsidiaries are deconsolidated from the date on which control ceases.

Consolidated statements of comprehensive income are attributed to equity holders of the Parent Company and to the non-controlling interest (NCI), even if this results in the NCI having a deficit balance.

NCI

NCI represents interest in a subsidiary that is not owned, directly or indirectly, by the Parent Company.

NCI represents the portion of profit or loss and the net assets not held by the Group. Transactions with NCI are accounted for using the equity concept method, whereby the difference between the consideration and the book value of the share of the net assets acquired is recognized as an equity transaction.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group 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 Company's share of components previously recognized in other comprehensive income or OCI to profit or loss or retained earnings, as appropriate.

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

Changes in Accounting Policies

The accounting policies adopted are consistent with those of the previous financial year except for the following new and amended PFRS, Philippine Accounting Standards (PAS), Philippine Interpretations based on International Financial Reporting Interpretations Committee (IFRIC) and improvements to PFRS which were effective beginning January 1, 2016. Adoption of these pronouncements did not have a significant impact on the Group's financial position or performance unless otherwise stated.

- Amendments to PFRS 10, PFRS 12 and PAS 28, *Investment Entities: Applying the Consolidation Exception*
- Amendments to PFRS 11, *Accounting for Acquisitions of Interests in Joint Operations*
- PFRS 14, *Regulatory Deferral Accounts*
- Amendments to PAS 1, *Disclosure Initiative*
- Amendments to PAS 16 and PAS 38, *Clarification of Acceptable Methods of Depreciation and Amortization*



- Amendments to PAS 16 and PAS 41, *Agriculture: Bearer Plants*
- Amendments to PAS 27, *Equity Method in Separate Financial Statements*
- Annual Improvements to PFRSs 2012 - 2014 Cycle
 - Amendment to PFRS 5, *Changes in Methods of Disposal*
 - Amendment to PFRS 7, *Servicing Contracts*
 - Amendment to PFRS 7, *Applicability of the Amendments to PFRS 7 to Condensed Interim Financial Statements*
 - Amendment to PAS 19, *Discount Rate: Regional Market Issue*
 - Amendment to PAS 34, *Disclosure of Information 'Elsewhere in the Interim Financial Report'*

Future Changes in Accounting Policies

Pronouncements issued but not yet effective are listed below. Unless otherwise indicated, the Group does not expect that the future adoption of the said pronouncements to have a significant impact on its consolidated financial statements. The Group intends to adopt the applicable standards, interpretations, amendments and improvements when these become effective.

Effective beginning on or after January 1, 2017

- Amendment to PFRS 12, *Clarification of the Scope of the Standard (Part of Annual Improvements to PFRSs 2014 - 2016 Cycle)*

These amendments clarify that the disclosure requirements in PFRS 12, other than those relating to summarized financial information, apply to an entity's interest in a subsidiary, a joint venture or an associate (or a portion of its interest in a joint venture or an associate) that is classified (or included in a disposal group that is classified) as held for sale.

- Amendments to PAS 7, *Statement of Cash Flows, Disclosure Initiative*

The amendments to PAS 7 require an entity to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes (such as foreign exchange gains or losses). On initial application of the amendments, entities are not required to provide comparative information for preceding periods. Early application of the amendments is permitted.

Application of amendments will result in additional disclosures in the 2017 consolidated financial statements of the Group.

- Amendments to PAS 12, *Income Taxes, Recognition of Deferred Tax Assets for Unrealized Losses*

The amendments clarify that an entity needs to consider whether tax law restricts the sources of taxable profits against which it may make deductions on the reversal of that deductible temporary difference. Furthermore, the amendments provide guidance on how an entity should determine future taxable profits and explain the circumstances in which taxable profit may include the recovery of some assets for more than their carrying amount.

Entities are required to apply the amendments retrospectively. However, on initial application of the amendments, the change in the opening equity of the earliest comparative period may be recognized in opening retained earnings (or in another component of equity, as appropriate), without allocating the change between opening retained earnings and other



components of equity. Entities applying this relief must disclose that fact. Early application of the amendments is permitted.

The Group is currently assessing the impact of adopting the amendments to the standard.

Effective beginning on or after January 1, 2018

- Amendments to PFRS 2, *Share-based Payment, Classification and Measurement of Share-based Payment Transactions*

The amendments to PFRS 2 address three main areas: the effects of vesting conditions on the measurement of a cash-settled share-based payment transaction; the classification of a share-based payment transaction with net settlement features for withholding tax obligations; and the accounting where a modification to the terms and conditions of a share-based payment transaction changes its classification from cash settled to equity settled.

On adoption, entities are required to apply the amendments without restating prior periods, but retrospective application is permitted if elected for all three amendments and if other criteria are met. Early application of the amendments is permitted.

The Group is assessing the potential effect of the amendments on its consolidated financial statements.

- Amendments to PFRS 4, *Insurance Contracts, Applying PFRS 9, Financial Instruments, with PFRS 4*

The amendments address concerns arising from implementing PFRS 9, the new financial instruments standard before implementing the forthcoming insurance contracts standard. They allow entities to choose between the overlay approach and the deferral approach to deal with the transitional challenges. The overlay approach gives all entities that issue insurance contracts the option to recognize in other comprehensive income, rather than profit or loss, the volatility that could arise when PFRS 9 is applied before the new insurance contracts standard is issued. On the other hand, the deferral approach gives entities whose activities are predominantly connected with insurance an optional temporary exemption from applying PFRS 9 until the earlier of application of the forthcoming insurance contracts standard or January 1, 2021.

The overlay approach and the deferral approach will only be available to an entity if it has not previously applied PFRS 9.

The amendments are not applicable to the Group since none of the entities within the Group have activities that are predominantly connected with insurance or issue insurance contracts.

- PFRS 15, *Revenue from Contracts with Customers*

PFRS 15 establishes a new five-step model that will apply to revenue arising from contracts with customers. Under PFRS 15, revenue is recognized at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. The principles in PFRS 15 provide a more structured approach to measuring and recognizing revenue.



The new revenue standard is applicable to all entities and will supersede all current revenue recognition requirements under PFRSs. Either a full or modified retrospective application is required for annual periods beginning on or after January 1, 2018. The Group is currently assessing the impact of PFRS 15 and plans to adopt the new standard on the required effective date.

- PFRS 9, *Financial Instruments*

PFRS 9 reflects all phases of the financial instruments project and replaces PAS 39, *Financial Instruments: Recognition and Measurement*, and all previous versions of PFRS 9.

The standard introduces new requirements for classification and measurement, impairment, and hedge accounting. PFRS 9 is effective for annual periods beginning on or after January 1, 2018, with early application permitted. Retrospective application is required, but providing comparative information is not compulsory. For hedge accounting, the requirements are generally applied prospectively, with some limited exceptions.

The adoption of PFRS 9 will have an effect on the classification and measurement of the Group's financial assets and impairment methodology for financial assets, but will have no impact on the classification and measurement of the Group's financial liabilities.

The adoption will also have an effect on the Group's application of hedge accounting and on the amount of its credit losses. The Group is currently assessing the impact of adopting this standard.

- Amendments to PAS 28, *Measuring an Associate or Joint Venture at Fair Value (Part of Annual Improvements to PFRSs 2014 - 2016 Cycle)*

The amendments clarify that an entity that is a venture capital organization, or other qualifying entity, may elect, at initial recognition on an investment-by-investment basis, to measure its investments in associates and joint ventures at fair value through profit or loss. They also clarify that if an entity that is not itself an investment entity has an interest in an associate or joint venture that is an investment entity, the entity may, when applying the equity method, elect to retain the fair value measurement applied by that investment entity associate or joint venture to the investment entity associate's or joint venture's interests in subsidiaries.

This election is made separately for each investment entity associate or joint venture, at the later of the date on which (a) the investment entity associate or joint venture is initially recognized; (b) the associate or joint venture becomes an investment entity; and (c) the investment entity associate or joint venture first becomes a parent. The amendments should be applied retrospectively, with earlier application permitted.

- Amendments to PAS 40, *Investment Property, Transfers of Investment Property*

The amendments clarify when an entity should transfer property, including property under construction or development into, or out of investment property. The amendments state that a change in use occurs when the property meets, or ceases to meet, the definition of investment property and there is evidence of the change in use. A mere change in management's intentions for the use of a property does not provide evidence of a change in use. The amendments should be applied prospectively to changes in use that occur on or after the beginning of the annual reporting period in which the entity first applies the amendments. Retrospective application is only permitted if this is possible without the use of hindsight.



- Philippine Interpretation IFRIC-22, *Foreign Currency Transactions and Advance Consideration*

This interpretation clarifies that in determining the spot exchange rate to use on initial recognition of the related asset, expense or income (or part of it) on the derecognition of a non-monetary asset or non-monetary liability relating to advance consideration, the date of the transaction is the date on which an entity initially recognizes the nonmonetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, then the entity must determine a date of the transactions for each payment or receipt of advance consideration. The interpretation may be applied on a fully retrospective basis. Entities may apply the interpretation prospectively to all assets, expenses and income in its scope that are initially recognized on or after the beginning of the reporting period in which the entity first applies the interpretation or the beginning of a prior reporting period presented as comparative information in the consolidated financial statements of the reporting period in which the entity first applies the interpretation.

Effective beginning on or after January 1, 2019

- PFRS 16, *Leases*

Under the new standard, lessees will no longer classify their leases as either operating or finance leases in accordance with PAS 17, *Leases*. Rather, lessees will apply the single-asset model. Under this model, lessees will recognize the assets and related liabilities for most leases on their balance sheets, and subsequently, will depreciate the lease assets and recognize interest on the lease liabilities in their profit or loss. Leases with a term of 12 months or less or for which the underlying asset is of low value are exempted from these requirements.

The accounting by lessors is substantially unchanged as the new standard carries forward the principles of lessor accounting under PAS 17. Lessors, however, will be required to disclose more information in their consolidated financial statements, particularly on the risk exposure to residual value.

Entities may early adopt PFRS 16 but only if they have also adopted PFRS 15.

When adopting PFRS 16, an entity is permitted to use either a full retrospective or a modified retrospective approach, with options to use certain transition reliefs.

The Group is currently assessing the impact of adopting PFRS 16.

Deferred effectivity

- Amendments to PFRS 10 and PAS 28, *Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*

These amendments address the conflict between PFRS 10 and PAS 28 in dealing with the loss of control of a subsidiary that is sold or contributed to an associate or joint venture.

The amendments clarify that a full gain or loss is recognized when a transfer to an associate or joint venture involves a business as defined in PFRS 3, *Business Combinations*. Any gain or loss resulting from the sale or contribution of assets that does not constitute a business, however, is recognized only to the extent of unrelated investors' interests in the associate or joint venture.



On January 13, 2016, the Financial Reporting Standards Council postponed the original effective date of January 1, 2016 of the said amendments until the International Accounting Standards Board has completed its broader review of the research project on equity accounting that may result in the simplification of accounting for such transactions and of other aspects of accounting for associates and joint ventures.

Summary of Significant Accounting Policies

Presentation of Consolidated Financial Statements

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

Cash and Cash Equivalents

Cash includes cash on hand and in 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 dates of acquisition and that are subject to an insignificant risk of change in value.

Short-term investments

Short-term investments are cash placements with original maturities of more than three months but less than one year. Short-term investments with maturities of more than twelve months after the reporting period are presented under noncurrent assets.

Financial Instruments

Date of Recognition

The Group recognizes a financial asset or a financial liability in the consolidated statement of financial position when it becomes a party to the contractual provisions of the instrument. Purchases or sale 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. The initial measurement of financial instruments, except for those financial assets and liabilities at fair value through profit or loss (FVPL), includes transaction cost.

On initial recognition, the Group classifies its financial assets in the following categories: financial assets at FVPL, loans and receivables, held-to-maturity (HTM) investments and AFS financial assets, as appropriate. Financial liabilities, on the other hand, are classified as financial liability at FVPL and other financial liabilities, as appropriate. The classification depends on the purpose for which the investments are acquired and whether they are quoted in an active market. Management determines the classification of its financial assets and financial liabilities at initial recognition and, where allowed and appropriate, re-evaluates such designation at each end of the reporting period.

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.

As at December 31, 2016 and 2015, the Group has no financial assets classified as HTM investments.



“Day 1” Difference

Where the transaction price in a non-active market is different from the fair value from other observable current market transactions in the same instrument or based on a valuation technique whose variables include only data from observable market, the Group recognizes the difference between the transaction price and fair value (a “Day 1” difference) in profit or loss unless it qualifies for the recognition as some other type of asset. In cases where use is made of data which is not observable, the difference between the transaction price and model value is only recognized in profit or loss when the inputs become observable or when the instrument is derecognized. For each transaction, the Group determines the appropriate method of recognizing the amount of “Day 1” difference.

Subsequent Measurement

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

Financial Assets and Financial Liabilities at FVPL

Financial assets and financial liabilities are classified in this category if acquired principally for the purpose of selling or repurchasing in the near term or upon initial recognition, it is designated by management as at FVPL. Financial assets and financial liabilities at FVPL are designated by management on initial recognition as at FVPL if the following criteria are met: (i) the designation eliminates or significantly reduces the inconsistent treatment that would otherwise arise from measuring the assets or recognizing gains or losses on them on a different basis; or (ii) the assets and liabilities are part of a group of financial assets, financial liabilities or both, which are managed and their performances are evaluated on a fair value basis in accordance with a documented risk management or investment strategy; or (iii) the financial instrument contains an embedded derivative that would need to be separately recorded. Derivatives, including separated embedded derivatives, are also categorized as held at FVPL, except those derivatives designated and considered as effective hedging instruments. Assets and liabilities classified under this category are carried at fair value in the consolidated statement of financial position. Changes in the fair value of such assets are accounted for in profit or loss.

As at December 31, 2016 and 2015, the Group’s financial assets and liabilities at FVPL consist of derivative assets and derivative liabilities.

Loans and Receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise when the Group provides money, goods or services directly to a debtor with no intention of trading the receivables. After initial measurement, loans and receivables are subsequently carried at amortized cost using the effective interest rate (EIR) method. Gains and losses are recognized in profit or loss when the loans and receivables are derecognized or impaired, as well as through the amortization process. Loans and receivables are included in current assets if maturity is within twelve (12) months from the end of the reporting period. Otherwise, these are classified as noncurrent assets. As at December 31, 2016 and 2015, the Group’s loans and receivables consist of “Cash and cash equivalents”, “Short-term investments”, “Receivables” and “Others” under “Other noncurrent assets”.

AFS Financial Assets

AFS financial assets include investments in equity and debt securities. Equity investments classified as AFS financial assets are those which are neither classified as held for trading nor designated as FVPL. Debt securities in this category are those which are intended to be held for an indefinite period of time and which may be sold in response to needs for liquidity or in response to changes in the market conditions.



After initial measurement, AFS financial assets are subsequently measured at fair value with unrealized gains or losses recognized in the consolidated statement of comprehensive income in the “Net unrealized gain (loss) on AFS financial assets” until the investment is derecognized, at which time the cumulative gain or loss is recognized in profit or loss, or determined to be impaired, at which time the cumulative loss is reclassified to the profit or loss and removed from OCI.

The Group evaluates its AFS financial assets whether the ability and intention to sell them in the near term is still appropriate. When the Group is unable to trade these financial assets due to inactive markets and management’s intention to do so significantly changes in the foreseeable future, the Group may elect to reclassify these financial assets in rare circumstances.

Reclassification to loans and receivables is permitted when the financial assets meet the definition of loans and receivables and the Group has the intent and ability to hold these assets for the foreseeable future or until maturity. Reclassification to the HTM category is permitted only when the entity has the ability and intention to hold the financial asset accordingly.

For a financial asset reclassified out of the AFS financial assets category, any previous gain or loss on that asset that has been recognized in equity is amortized to profit or loss over the remaining life of the investment using the EIR. Any difference between the new amortized cost and the expected cash flows is also amortized over the remaining life of the asset using the EIR. If the asset is subsequently determined to be impaired, then the amount recorded in equity is reclassified to the profit or loss.

As at December 31, 2016 and 2015, the Group’s AFS financial asset pertains to its investment in equity securities.

Other Financial Liabilities

Other financial liabilities are initially recorded at fair value, less directly attributable transaction costs. After initial recognition, other financial liabilities are subsequently measured at amortized cost using the EIR method. Amortized cost is calculated by taking into account any issue costs, and any discount or premium on settlement. Gains and losses are recognized in the Group’s profit or loss when the liabilities are derecognized as well as through the amortization process.

As at December 31, 2016 and 2015, other financial liabilities consist of “Accounts payable and accrued liabilities”, “Bank loans” and “Long-term debt and other interest-bearing liabilities”.

Fair Value Measurement

The Group measures financial instruments, such as AFS financial assets, derivative assets and liabilities, and long-term debt and other interest-bearing liabilities at fair value at each end of the reporting period. Fair values of financial instruments measured at amortized cost are disclosed in Note 28.

A fair value measurement of a non-financial asset takes into account a market participant’s ability to generate economic benefit by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

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 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 statements 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; and
- 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.

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 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. The Group assesses that it has a currently enforceable right of offset if the right is not contingent on a future event, and is legally enforceable in the normal course of business, event of default, and event of insolvency or bankruptcy of the Group and all of the counterparties.

Impairment of Financial Assets

The Group assesses at each end of the reporting period whether there is objective evidence that a financial asset or group of financial assets is impaired. A financial asset or a group of financial assets is deemed to be impaired if, and only if, there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (an incurred "loss event") and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated. Evidence of impairment may include indications that the contracted parties or a group of contracted parties 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.



Loans and Receivables

The Group first assesses whether objective evidence of impairment exists individually for financial assets that are individually significant, and individually or collectively for financial assets that are not individually significant. If there is objective evidence that an impairment loss on loans and receivables carried at amortized cost 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 (excluding future credit losses that have not been incurred) discounted at the financial asset's original EIR (i.e., the EIR computed at initial recognition). The carrying amount of the asset shall be reduced either directly or through use of an allowance account. The amount of the loss shall be recognized in profit or loss.

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 assets 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.

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 profit or loss, to the extent that the carrying value of the asset does not exceed its amortized cost at the reversal date.

In relation to receivables, a provision for impairment is made when there is objective evidence (such as the probability of insolvency or significant financial difficulties of the debtor) that the Group will not be able to collect all of the amounts due under the original terms of the invoice. The carrying amount of the receivable is reduced through use of an allowance account. Impaired debts are derecognized when they are assessed as uncollectible.

AFS Financial Assets

For AFS financial assets, the Group assesses at each end of the reporting period 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. The determination of what is "significant" or "prolonged" requires judgment. The Group treats "significant" generally as twenty percent (20%) or more and "prolonged" as greater than twelve (12) months for quoted equity securities. 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 previously recognized on that investment is removed from OCI and recognized in profit or loss. Impairment losses on equity investments are not reversed through the profit or loss. Increases in the fair value after impairment are recognized directly in OCI.

Derecognition of Financial Assets and Financial Liabilities

Financial Assets

A financial asset (or, where applicable a part of a financial asset or part of a group of similar 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 substantially all the risks and rewards of the asset, but has transferred control of the asset.

Where the Group has transferred its rights to receive cash flows from an asset 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 Group 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.

Where continuing involvement takes the form of a written and/or purchased option (including a cash-settled option or similar provision) on the transferred asset, the extent of the Group's continuing involvement is the amount of the transferred asset that the Group may repurchase, except that in the case of a written put option (including a cash-settled option or similar provision) on asset measured at fair value, the extent of the Group's continuing involvement is limited to the lower of the fair value of the transferred asset and the option exercise price.

Financial Liabilities

A financial liability is derecognized when the obligation under the liability is discharged, cancelled or has 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 amount is recognized in profit or loss.

Derivatives

Derivative financial instruments (e.g., provisional pricing and commodity swap contracts to economically hedge exposure to fluctuations in copper prices) are initially recognized at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as assets when the fair value is positive and as liabilities when the fair value is negative.

Derivatives are accounted for as at FVPL, where any gains or losses arising from changes in fair value on derivatives are taken directly to net profit or loss for the year, unless the transaction is designated as effective hedging instrument.

For the purpose of hedge accounting, hedges are classified as:

- a. Fair value hedges when hedging the exposure to changes in the fair value of a recognized asset or liability; or
- b. Cash flow hedges when hedging exposure to variability in cash flows that is either attributable to a particular risk associated with a recognized asset or liability or a forecast transaction; or
- c. Hedges of a net investment in a foreign operation.

A hedge of the foreign currency risk of a firm commitment is accounted for as a cash flow hedge. At the inception of a hedge relationship, the Group formally designates and documents the hedge relationship to which the Group wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge. The documentation includes identification of the



hedging instrument, the hedged item or transaction, the nature of the risk being hedged and how the entity will assess the hedging instrument's effectiveness in offsetting the exposure to changes in the hedged item's fair value or cash flows attributable to the hedged risk. Such hedges are expected to be highly effective in achieving offsetting changes in fair value or cash flows and are assessed on an ongoing basis to determine that they actually have been highly effective throughout the reporting periods for which they were designated.

Embedded Derivatives

An embedded derivative is separated from the host financial or nonfinancial contract and accounted for as a derivative if all of the following conditions are met:

- The economic characteristics and risks of the embedded derivative are not closely related to the economic characteristic of the host contract;
- A separate instrument with the same terms as the embedded derivative would meet the definition of a derivative; and
- The hybrid or combined instrument is not recognized as at FVPL.

The Group assesses whether embedded derivatives are required to be separated from host contracts when the Group first becomes a party to the contract. Reassessment only occurs if there is a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required.

Embedded derivatives that are bifurcated from the host contracts are accounted for either as financial assets or financial liabilities at FVPL. Changes in fair values are included in profit or loss. As at December 31, 2016 and 2015, the Group recognized bifurcated derivative assets and derivative liabilities arising from the provisionally priced commodity sales contracts.

Convertible Loans Payable and Long-term Debt

Convertible loans payable and long-term debt denominated in the functional currency of the Group are regarded as compound instruments, consisting of a liability and an equity component. At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for similar non-convertible debt and is recorded within borrowings.

The difference between the proceeds of issue of the convertible bond and the fair value assigned to the liability component representing the embedded option to convert the liability into equity of the Group is included in the consolidated statement of changes of equity.

When the embedded option in convertible loans payable and long-term debt is denominated in a currency other than the functional currency of the Group, the option is classified as a derivative liability. The option is valued at mark-to-market with subsequent gains and losses being recognized in profit or loss.

Issue costs are apportioned between the liability and equity components of the convertible loans and long-term debt where appropriate based on their relative carrying amounts at the date of issue. The portion relating to the equity component is charged directly against equity. The interest expense on the liability component is calculated by applying the EIR for similar non-convertible debt to the liability component of the instrument. The difference between this amount and the interest paid is added to the carrying amount of the convertible loans payable and long-term debt.

Borrowing Costs

Borrowing costs are interest and other costs that the Group incurs in connection with the borrowing of funds. Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset form part of the cost of that asset. Capitalization of borrowing



costs commences when the activities to prepare the assets are in progress and expenditures and borrowing costs are being incurred. Borrowing costs are capitalized until the assets are substantially ready for their intended use. If the carrying amount of the asset exceeds its estimated recoverable amount, an impairment loss is recorded.

When funds are borrowed specifically to finance a project, the amount capitalized represents the actual borrowing costs incurred. When surplus funds are temporarily invested, the income generated from such temporary investment is deducted from the total capitalized borrowing cost. When the funds used to finance a project form part of general borrowings, the amount capitalized is calculated using a weighted average of rates applicable to relevant general borrowings of the Group during the period. All other borrowing costs are recognized in profit or loss in the period in which they are incurred.

Inventories

Mine products inventory, which consists of copper concentrates containing copper, gold and silver, and materials and supplies are valued at the lower of cost and net realizable value (NRV). NRV for mine products is the selling price in the ordinary course of business, less the estimated costs of completion and costs of selling the final product. In the case of materials and supplies, NRV is the value of the inventories when sold at their condition at each end of the reporting period.

Cost is determined using the following methods:

Copper Concentrates and Beneficiated Nickel Silicate Ore

The cost of copper concentrate containing copper, gold and silver and beneficiated nickel ore or nickeliferous laterite ore are determined using the moving average mining and milling and comprise of materials and supplies, depreciation, depletion and amortization, personnel costs and other cost that are directly attributable in bringing the copper concentrates and beneficiated nickel ore or nickeliferous laterite ore in its saleable condition. NRV for copper concentrates and beneficiated nickel ore or nickeliferous laterite ore is the fair value less cost to sell in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

Materials and Supplies

Materials and supplies significantly consist of consumable bearing and grinding balls, coolant and lubricants for the concentrators, concentrator supplies like floatation reagent to process the extracted ores, spare parts for concentrator machineries, crushers and conveyors, supplies such as diesel and gasoline fuels used by dump trucks and drilling machineries in extracting and transporting the ores and explosives, blasting and accessories for open pit mining. NRV is the value of the inventories when sold at their condition at each end of the reporting period. Cost is determined using the weighted average method.

The Group determines the NRV of inventories at each end of the reporting period. If the cost of the inventories exceeds its NRV, the asset is written down to its NRV and impairment loss is recognized in the consolidated statement of comprehensive income in the period the impairment is incurred. In case the NRV of the inventories increased subsequently, the NRV will increase carrying amount of inventories but only to the extent of the impairment loss previously recognized.

Other Current and Noncurrent Assets

Other current assets are composed of deposits and advances to suppliers, prepaid taxes, other prepayments and derivative asset. Other noncurrent assets are composed of input VAT, deferred



mine exploration costs, mine rehabilitation fund (MRF) and others. Assets are classified as current when it is probable to be realized or consumed within one (1) year from the end of the reporting period. Otherwise, these are classified as noncurrent assets.

Input VAT

Input VAT represents the VAT imposed on the Group 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 (1) million pesos. The related input VAT is recognized over five (5) years or the useful life of the capital goods, whichever is shorter. The input VAT is recognized as an asset and will be used to offset against the Group's current output VAT liabilities and any excess will be claimed as tax credits. Input VAT is stated at cost less allowance for impairment.

Property, Plant and Equipment

Items of property, plant and equipment, except portions of land, are carried at cost less accumulated depreciation and depletion and any impairment in value. Portions of land are carried at revalued amounts less any impairment in value.

The initial cost of property, plant and equipment comprises its purchase price, including import duties, taxes, and any directly attributable costs of bringing the property, plant and equipment to its working condition and location for its intended use. Expenditures incurred after the property, plant and equipment have been placed into operation, such as repairs and maintenance costs, are normally recognized in profit or loss in the period they are incurred. When property, plant and equipment are sold or retired, the cost and related accumulated depletion and depreciation are removed from the accounts and any resulting gain or loss is recognized in profit or loss.

Depreciation of property, plant and equipment, except mine development costs, is computed using the straight-line method over the estimated useful lives of the assets as follows:

	Number of Years
Roadways and bridges	5 - 40
Buildings and improvements	5 - 25
Machinery and equipment	3 - 20
Transportation equipment	5 - 7
Furniture and fixtures	5

In 2016, the Group performed a technical evaluation and reassessed the useful life of certain machineries and equipment which includes mill and plant equipment with an original estimated useful life of 3 to 12 years and changed it to 20 years. The reassessment was considered as a change in accounting estimate and was appropriately made on the basis of new information that arose from technical evaluation performed as of December 31, 2016.

Depreciation, depletion or amortization of an item of property, plant and equipment begins when it becomes available for use, i.e., when it is in the location and condition necessary for it to be capable of operating in the manner intended by management. Depreciation or depletion ceases at the earlier of the date that the item is classified as held for sale (or included in a disposal group that is classified as held for sale) in accordance with PFRS 5, *Non-current Assets Held for Sale and Discontinued*, and the date the asset is derecognized.

The estimated recoverable reserves, useful lives, and depreciation and depletion methods are reviewed periodically to ensure that the estimated recoverable reserves, periods and methods of depreciation and depletion are consistent with the expected pattern of economic benefits from the



items of property, plant and equipment. The assets' useful lives and methods of depreciation are reviewed and adjusted, if appropriate, at each end of the reporting period.

Property, plant and equipment also include the estimated costs of rehabilitating the mine site, for which the Group is constructively liable. These costs, included under mine development costs, are amortized using the units-of-production method based on the estimated recoverable mine reserves until the Group actually incurs these costs in the future.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the year the asset is derecognized.

Expenditures on major maintenance refits or repairs comprise the cost of replacement assets or parts of assets and overhaul cost. Where an asset or part of an asset that was separately depreciated and is now written-off is replaced, and it is probable that future economic benefits associated with the item will flow to the Group through an extended life, expenditure is capitalized. All other day to day maintenance costs are expensed as incurred.

A portion of land is measured at fair value at the date of revaluation. Valuations are performed with sufficient frequency to ensure that carrying amount of revalued asset does not differ materially from its fair value. The net appraisal increment resulting from the revaluation of land was credited to the "Revaluation increment on land" account shown under the equity section of the consolidated statement of financial position. Any appraisal decrease is first offset against revaluation increment on earlier revaluation. The revaluation increment pertaining to disposed land is transferred to the "Retained earnings" account.

Mine Development Costs

Mine development costs pertain to costs attributable to current commercial operations. These costs include cost of construction, property, plant and equipment, borrowing costs and other direct cost. Mine development costs, excluding costs of construction, are depleted using the units-of-production method based on estimated recoverable reserves in tonnes.

Mine development costs also include the estimated costs of rehabilitating the mine site, for which the Group is constructively liable. These costs are amortized using the units-of-production method based on the estimated recoverable mine reserves until the Group actually incurs these costs in the future.

Construction In-progress

Construction in-progress includes mine development costs which are not attributable to current commercial operations and are not depleted until such time as the relevant assets are completed and become available for use. Construction in-progress are transferred to the related property, plant and equipment account when the construction or installation and related activities necessary to prepare the property, plant and equipment for their intended use are complete and the property, plant and equipment are ready for service.

Deferred Stripping Costs

Stripping costs incurred in the development of a mine before production commences are capitalized as part of the cost of constructing the mine (under construction in-progress) and subsequently amortized over the estimated life of the mine on a units-of-production basis. Where a mine operates several open pit that are regarded as separate operations for the purpose of mine planning, stripping costs are accounted for separately by reference to the ore from each separate



pit. If, however, the pits are highly integrated for the purpose of the mine planning, the second and subsequent pits are regarded as extensions of the first pit in accounting for stripping costs. In such cases, the initial stripping (i.e., overburden and other waste removal) of the second and subsequent pits is considered to be production phase stripping relating to the combined operation.

For stripping costs incurred subsequently during the production stage of the operation, the stripping activity cost is accounted as part of the cost of inventory if the benefit from the stripping activity will be realized in the current period. When the benefit is the improved access to ore, the Group shall recognize these costs as stripping activity assets. The stripping activity asset is accounted for as an addition to, or as an enhancement of, an existing asset. After initial recognition, the deferred stripping cost is carried at its cost less depreciation or amortization and less impairment losses.

Deferred Mine Exploration Costs

Costs incurred during the start-up phase of a mine are expensed as incurred. Ongoing mining expenditures on producing properties are charged against earnings as incurred.

Expenditures for mine exploration work prior to drilling are charged to operations. When it has been established that a mineral deposit is commercially mineable and a decision has been made to formulate a mining plan (which occurs upon completion of a positive economic analysis of the mineral deposit), the costs subsequently incurred to develop a mine on the property prior to the start of mining operations are capitalized. Upon the start of commercial operations, such costs are transferred to “Mine and mining properties” under “Mine development costs”.

Capitalized amounts may be written down if future cash flows, including potential sales proceeds related to the property, are projected to be less than the carrying value of the property. If no mineable ore body is discovered, capitalized acquisition costs are expensed in the period in which it is determined that the mineral property has no future economic value.

Major development expenditures incurred to expose the ore, increase production or extend the life of an existing mine are capitalized.

Mining Rights

Mining rights are identifiable intangible assets acquired by the entity to explore, extract, and retain at least a portion of the benefits from mineral deposits. A mining right shall be recognized if it is probable that the expected future economic benefits that are attributable to the asset will flow to the entity and the cost of the asset can be measured reliably.

The cost of a separately acquired mining right comprises: (a) its purchase price and non-refundable purchase taxes; and (b) any directly attributable cost of preparing the asset for its intended use. Mining rights acquired through business combination is initially valued at its fair value at the acquisition date. The fair value of a mining right will reflect expectations about the probability that the expected future economic benefits embodied in the asset will flow to the entity.

Mining rights shall be subsequently depleted using the units-of-production method based on estimated recoverable reserves in tonnes or legal right to extract the minerals, whichever is shorter. Depletion shall begin when the asset is available for use and shall cease at the earlier of the date that the asset is classified as held for sale in accordance with PFRS 5 and the date that the asset is derecognized. The depletion expense for each period shall be recognized in profit or loss.



Business Combinations and Goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, measured at acquisition date fair value and the amount of any non-controlling interest in the acquiree. For each business combination, the acquirer measures the non-controlling interest in the acquiree either at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition costs incurred are expensed and included in administrative expenses.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

If the business combination is achieved in stages, the acquisition date fair value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value as at the acquisition date through profit or loss.

Any contingent consideration to be transferred by the acquirer will be recognized at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration which is deemed to be an asset or liability, will be recognized in accordance with PAS 39, either in profit or loss or as change to OCI. If the contingent consideration is classified as equity, it shall not be remeasured until it is finally settled within equity.

Goodwill is initially measured at cost being the excess of the aggregate of the consideration transferred and the amount recognized for NCI over the fair value of the net identifiable assets acquired and liabilities assumed. If this consideration is lower than the fair value of the net identifiable assets of the subsidiary acquired, the difference is recognized in profit or loss.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units (CGU) that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Where goodwill forms part of a CGU and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed of in this circumstance is measured based on the relative values of the operation disposed of and the portion of the CGU retained.

Investments in Associates

Associates are entities over which the Group is able to exert significant influence. Significant influence is the power to participate in the financial and reporting policy decisions of the investee, but has no control or joint control over those policies. The consideration made in determining significant influence is similar to those necessary to determine control activities. The Group's investments in associates are accounted for using the equity method, less any impairment in value, in the consolidated statement of financial position.

The consolidated statement of income reflects the Group's share of the results of operations of the associates. When there has been a change recognized directly in the equity of the associate, the Group recognizes its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealized gains and losses resulting from transactions between the Group and



the associates are eliminated to the extent of the interest in the associate. The aggregate of the Group's share in profit or loss of an associate is shown in the consolidated statement of comprehensive income outside operating profit and represents profit or loss after tax and NCI in the subsidiaries of the associate.

The financial statements of the associates are prepared for the same reporting period and using uniform accounting policies as the Group. When necessary, adjustments are made to bring the accounting policies of the associates in line with those of the Group.

Impairment of Nonfinancial Assets

Inventories

The Group determines the NRV of inventories at each end of the reporting period. If the cost of the inventories exceeds its NRV, the asset is written down to its NRV and impairment loss is recognized in the consolidated statement of comprehensive income in the period the impairment is incurred. In case the NRV of the inventories increased subsequently, the NRV will increase the carrying amount of inventories but only to the extent of the impairment loss previously recognized.

Property, Plant and Equipment and Mining Rights

Property, plant and equipment and mining rights, except land, 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 CGUs is written down to its recoverable amount. The estimated recoverable amount is the higher of an asset's or CGU's fair value less cost to sell and value-in-use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the asset is tested as part of a large CGU. The fair value less cost 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, using a pre-tax discount rate, 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. Impairment losses are recognized in the consolidated statement of comprehensive income.

Recovery of impairment losses recognized in prior periods 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 recovery of an impairment loss is recognized to the extent it does not exceed the carrying amount that would have been determined (net of depletion, depreciation and amortization) had no impairment loss been recognized for that asset in prior periods.

Deferred 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.

Goodwill

Goodwill is reviewed for impairment annually. Impairment is determined by assessing the recoverable amount of the CGU (or group of CGUs) to which the goodwill relates. Where the recoverable amount of the CGU (or group of CGUs) is less than the carrying amount to which goodwill has been allocated, an impairment loss is recognized. Where goodwill forms part of CGU (or groups of CGUs) and part of the operations within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation.

Goodwill disposed of in this circumstance is measured on the basis of the relative fair values of the operation disposed of and the portion of the CGU retained. Impairment losses relating to goodwill cannot be reversed in the future periods.

Investments in Associates

After application of the equity method, the Group determines whether it is necessary to recognize an impairment loss on its investment in its associate. At each reporting date, the Group determines whether there is objective evidence that the investment in associate is impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value, and then recognizes the loss as “Share of profit of an associate” in the consolidated statement of comprehensive income.

Upon loss of significant influence over the associate, the Group measures and recognizes any retained investment at its fair value. Any difference between the carrying amount of the associate upon loss of significant influence and the fair value of the retained investment and proceeds from disposal is recognized in profit or loss.

Other Nonfinancial Assets

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

Foreign Currencies

The Group’s consolidated financial statements are presented in Philippine Peso, which is also the functional currencies of the Parent Company, associates and subsidiaries except CCC. For each entity, the Group determines the functional currency and items included in the financial statements of each entity are measured using that functional currency. The Group uses the direct method of consolidation and on disposal of a foreign operation, the gain or loss that is reclassified to profit or loss reflects the amount that arises from using this method.

Transactions and Balances

Transactions in foreign currencies are initially recorded by the Group’s entities at their respective functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Differences arising on settlement or translation of monetary items are recognized in profit or loss with the exception of monetary items



that are designated as part of the hedge of the Group's net investment of a foreign operation. These are recognized in OCI until the net investment is disposed of, at which time, the cumulative amount is reclassified to profit or loss. Tax charges and credits attributable to exchange differences on those monetary items are also recorded in OCI.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

Group Companies

On consolidation, the assets and liabilities of foreign operations are translated into Philippine Peso at the rate of exchange prevailing at the reporting date and their statements of profit or loss are translated at the weighted average exchange rates of the year. The exchange differences arising on translation for consolidation are recognized in OCI. On disposal of a foreign operation, the component of OCI relating to that particular foreign operation is recognized in profit or loss.

Leases

The determination of whether an arrangement is, or contains a lease is based on the substance of the arrangement at inception date and requires an assessment of whether the fulfillment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset.

Operating Lease - Group as a Lessor

Leases where the lessor retains substantially all the risks and rewards of ownership are classified as operating leases. Initial direct costs incurred in negotiating an operating lease are added to the carrying amount of the leased assets and are recognized over the lease term on the same basis as rental income.

Operating Lease - Group as a Lessee

Leases where the lessor retains substantially all the risks and benefits of ownership of the asset are classified as operating lease. Operating lease payments are recognized as an expense in the consolidated statement of comprehensive income on a straight-line basis over the lease term.

Income Taxes

Current Income Tax

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

Deferred Tax

Deferred tax is provided, using the balance sheet liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purpose. Deferred tax assets are recognized for all deductible temporary differences, carryforward benefits of the excess of minimum corporate income tax (MCIT) over the regular corporate income tax (RCIT) and unused tax losses from net operating loss carryover (NOLCO), to the extent that it is probable that sufficient future taxable profits will be available against which the deductible temporary differences and the carryforward benefits of excess MCIT and NOLCO can be utilized. Deferred tax liabilities are recognized for all taxable temporary differences.



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

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

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

Deferred tax relating to items recognized outside profit or loss is recognized outside profit or loss. Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.

Share-based Payments

The cost of equity-settled transactions with employees is measured by reference to their fair value at the date they are granted, determined using the acceptable valuation techniques.

The cost of equity-settled transactions, together with a corresponding increase in equity, is recognized over the period in which the performance and/or service conditions are fulfilled ending on the date on which the employees become fully entitled to the award (“Vesting date”). The cumulative expense recognized for equity-settled transactions at each end of the reporting period up to and until the Vesting date reflects the extent to which the vesting period has expired, as well as the Group’s best estimate of the number of equity instruments that will ultimately vest. The profit or loss charge or credit for the period represents the movement in cumulative expense recognized at the beginning and end of that period. No expense is recognized for awards that do not ultimately vest, except for awards where vesting is conditional upon a market condition, which awards are treated as vesting irrespective of whether or not the market condition is satisfied, provided that all other performance conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum, an expense is recognized as if the terms had not been modified. An additional expense is likewise recognized for any modification which increases the total fair value of the share-based payment arrangement or which 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 had vested on the date of cancellation, and any expense not yet recognized for the award is recognized immediately. If a new award, however, is substituted for the cancelled awards and designated as a replacement award, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph. The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

Capital Stock and Additional Paid-in Capital (APIC)

The Group has issued capital stock that is classified as equity. Incremental costs directly attributable to the issue of new capital stock are shown in the consolidated statement of changes in equity as a deduction, net of tax, from the proceeds.



Treasury Shares

Own equity instruments that are reacquired (treasury shares) are recognized at cost and deducted from equity. No gain or loss is recognized in profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments. Any difference between the carrying amount and the consideration, if reissued, is recognized in share premium. Share options exercised during the reporting period are satisfied with treasury shares.

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.

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

OCI

OCI 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.

Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Group and revenue can be reliably measured. Revenue is measured at the fair value of the consideration received, excluding discounts, rebates, and sales taxes or duty, as applicable. The Group assesses its revenue arrangements against specific criteria in order to determine if it is acting as principal or agent. The Group has concluded that it is acting as principal in all of its revenue arrangements.

Copper, Gold and Silver Concentrate Sales

Contract terms for CCC's sale of copper, gold and silver in concentrate allow for a sales value adjustment based on price adjustment and final assay results of the metal concentrate by the customer to determine the content. Recognition of sales revenue for the commodities is based on determined metal in concentrate and the London Metal Exchange (LME) quoted prices, net of smelting and related charges.

The terms of metal in concentrate sales contracts with third parties contain provisional pricing arrangements whereby the selling price for metal in concentrate is based on prevailing LME spot prices on a specified future date after shipment to the customer (the "Quotation Period"; QP). Adjustments to the sales price occur based on movements in quoted market prices up to the date of final settlement. The period between provisional invoicing and final settlement can be between one (1) to six (6) months. The provisionally priced sales of metal in concentrate contain an embedded derivative, which is required to be separated from the host contract for accounting purposes. The host contract is the sale of metals in concentrate while the embedded derivative is



the forward contract for which the provisional sale is subsequently adjusted. The embedded derivative, which does not qualify for hedge accounting, is recognized at fair value, with subsequent changes in the fair value recognized in profit or loss until final settlement, and presented as “Unrealized gain (loss) on derivative assets (liabilities)”. Changes in fair value over the Quotation Period and up until final settlement are estimated by reference to forward market prices for copper, gold and silver.

Sale of Beneficiated Nickel Silicate Ore

Revenue is recognized when the significant risks and rewards of ownership of the goods have passed to the buyer, which coincides with the loading of the ores onto the buyer’s vessel. Under the terms of the arrangements with customers, CCC bills the remaining ten percent (10%) of the ores shipped based on the result of the assay agreed by both CCC and the customers. Where the assay tests are not yet available as at the end of the reporting period, CCC accrues the remaining ten percent (10%) of the revenue based on the amount of the initial billing made.

Magnetite Sales

Revenue from magnetite sales is recognized when the significant risks and rewards of ownership have transferred to the buyer, and selling prices are known or can be reasonably estimated, usually upon delivery.

Interest Income

Interest income is recognized as the interest accrues using the EIR method.

Others

Revenue is recognized in the consolidated statement of comprehensive income as they are earned.

Costs and Expenses

Costs and expenses are decreases in economic benefits during the accounting period in the form of outflows or depletions of assets or incurrence of liabilities that result in decreases in equity, other than those relating to distributions to equity participants. Costs and expenses are generally recognized in the consolidated statement of comprehensive income when the services are used or the expenses are incurred.

Business Segment

For management purposes, the Group is organized into two (2) major operating segments (mining and non-mining businesses) according to the nature of products and the services provided with each segment representing a strategic business unit that offers different products and serves different markets. The entities are the basis upon which the Group reports its primary segment information. Financial information on business segments is presented in Note 25.

Basic Earnings Per Share

Basic earnings per share amounts are calculated by dividing net income (loss) attributable to the equity holders of the Parent Company by the weighted average number of common shares outstanding during the year.

Diluted Earnings Per Share

Diluted earnings per share amounts are calculated by dividing the net income (loss) attributable to common equity holders of the Parent Company (after adjusting for interest on convertible preferred shares, warrants and stock options) by the weighted average number of common shares outstanding during the year plus the weighted average number of common shares that would be issued on conversion of all dilutive potential common shares into common shares.



Provisions

General

Provisions, if any, are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and 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 determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments 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 an interest expense.

Where the Group expects a provision to be reimbursed, 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.

Employee Benefits

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 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.

Remeasurements 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. Remeasurements are not reclassified to profit or loss in subsequent periods. Remeasurements recognized in OCI after the initial adoption of Revised PAS 19, *Employee Benefits* are not closed to any other equity account.

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.

Employee Leave Entitlement

Employee entitlements to annual leave are recognized as a liability when they are accrued to the employees. The undiscounted liability for leave expected to be settled wholly before twelve (12) months after the end of the annual reporting period is recognized for services rendered by employees up to the end of the reporting period.



Contingencies

Contingent liabilities are not recognized in the consolidated financial statements but 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 are disclosed in the notes to consolidated financial statements when an inflow of economic benefits is probable.

Contingent assets are assessed continually to ensure that developments are appropriately reflected in the consolidated financial statements. If it has become virtually certain that an inflow of economic benefits will arise, the asset and the related income are recognized in the consolidated financial statements.

Events After the End of the Reporting Period

Events after the end of the reporting period that provide additional information about the Group's financial 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 when material.

3. Significant Accounting Judgments, Estimates and Assumptions

The preparation of the consolidated financial statements in accordance with PFRS requires the Group to exercise judgment, make accounting estimates and use assumptions that affect the reported amounts of assets, liabilities, income and expenses and disclosure of contingent assets and contingent liabilities. Future events may occur which will cause the assumptions used in arriving at the accounting estimates to change. The effects of any change in accounting estimates are reflected in the consolidated financial statements as they become reasonably determinable.

Accounting assumptions, estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcome can differ from these 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 effects on amounts recognized in the consolidated financial statements:

Determination of Functional Currency

The Parent Company and most of its subsidiaries, based on the relevant economic substance of the underlying circumstances, have determined their functional currency to be the Philippine Peso. CCC's functional currency is US\$. In making this judgment, each entity in the Group considered the following:

- a. The currency that mainly influences sales prices for financial instruments and services (this will often be the currency in which sales price for its financial instruments and services are denominated and settled.);
- b. The currency in which funds from financing activities are generated; and
- c. The currency in which receipts from operating activities are usually retained.

Determination of Control

The Group determines control when it is exposed, or has rights, to variable returns from its involvement with an entity and has the ability to affect those returns through its power over the entity. The Group controls an entity if and only if the Group has all of the following:

- a. Power over the entity;
- b. Exposure, or rights, to variable returns from its involvement with the entity; and
- c. The ability to use its power over the entity to affect the amount of the Group's returns.



Assessing Existence of Significant Influence

In assessing whether significant influence still exists, the Group considered not only its percentage ownership but other factors such as Board seat representations it has in the associate's governing body and its interchange of managerial personnel with the associate, among others. As at December 31, 2016 and 2015, the Group assessed that it has significant influence over the Nickel Corporation and has accounted for the investments as investments in associates. The Group has the ability to participate in the financial and reporting decisions of the investee, but has no control or joint control over those policies (see Note 12).

Bill and Hold Sales

The Group recognized sale on deliveries classified as bill and hold when there is transfer of risk and reward from the Group to the buyer due to the following:

- It is probable that delivery will be made;
- The item is on hand, identified and ready for delivery to the buyer at the time the sale is recognized;
- The buyer specifically acknowledges the deferred delivery instructions; and
- The usual payment terms apply.

Bill and hold sales in 2016, 2015, and 2014 amounted to ₱324,952, nil and ₱1,170,197, respectively.

Classification of Financial Instruments

The Group exercises judgment in classifying financial instruments in accordance with PAS 39. The Group classifies financial instruments, or its components, on initial recognition as a financial asset, a financial liability or an equity instrument in accordance with the substance of the contractual arrangement and the definitions of a financial asset, a financial liability or an equity instrument. The substance of a financial instrument, rather than its legal form, governs its classification in the consolidated statement of financial position.

Financial assets of the Group are classified into the following categories:

- Financial assets at FVPL
- Loans and receivables
- AFS financial asset

Financial liabilities of the Group, on the other hand, are classified into the following categories:

- Financial liabilities at FVPL
- Other financial liabilities

The Group determines the classification at initial recognition and re-evaluates this classification, where allowed and appropriate, at each end of the reporting period.

Operating Lease Commitments - Group as a Lessee

The Group has entered into leases of office, commercial spaces and land. The Group has determined that all significant risks and rewards of ownership of these spaces remain with the lessors due to the following:

- a. The ownership of the asset does not transfer at the end of the lease term;
- b. The Group has no option to purchase the asset at a price which is expected to be sufficiently lower than the fair value at the date the option becomes exercisable such that, at the inception of the lease, it is reasonably certain that the option will be exercised;
- c. The lease term is not for the major part of the economic life of the asset even if title is not transferred; and



- d. At the inception of the lease, the present value of the minimum lease payments does not amount to at least substantially all of the fair values of the leased assets.

Operating Lease Commitments - Group as a Lessor

The Group has entered into property and equipment leases. The Group has determined that it retained all the significant risks and rewards of ownership of these properties which are being leased as operating leases.

Assessing Production Start Date

The Group assesses the stage of each mine development project to determine when a mine moves into the production stage. The criteria used to assess the start date of a mine are determined based on the unique nature of each mine development project. The Group considers various relevant criteria to assess when the mine is substantially complete, ready for its intended use and moves into the production phase. Some of the criteria include, but are not limited to the following:

- The level of capital expenditure compared to construction cost estimates;
- Completion of a reasonable period of testing of the mine plant and equipment;
- Ability to produce ore in saleable form; and
- Ability to sustain ongoing production of ore.

When a mine development project moves into the production stage, the capitalization of certain mine construction costs ceases and costs are either regarded as inventory or expensed, except for capitalizable costs related to mining asset additions or improvements, mine development or mineable reserve development. It is also at this point that depreciation and depletion commences.

Units-of-production Depreciation/Depletion

Estimated recoverable reserves are used in determining the depreciation/depletion of mine specific assets. This results in a depreciation/depletion charge proportional to the depletion of the anticipated remaining mine life. Each item's life, which is assessed annually, has regard to both physical life limitations and to present assessments of economically recoverable reserves of the mine property at which the asset is located. The calculations require the use of estimates of future capital expenditure. The Group uses the tonnes of ore produced as the basis for depletion or depreciation. Any change in estimates is accounted for prospectively. Average depletion rate used by CCC in 2016, 2015, and 2014 are 2.21%, 2.39% and 4.35%, respectively.

Estimates and Assumptions

The key assumptions concerning the future and other key sources of estimation uncertainties at the end of the reporting period that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next reporting period are as follows:

Estimating Fair Value of Financial Assets and Financial 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 and 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 financial liabilities would directly affect net income or loss (see Note 28).

Estimating Allowance for Impairment Losses of Loans and Receivables

The Group assesses on a regular basis if there is objective evidence of impairment of loans and receivables. The amount of impairment loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the asset's original EIR. The determination of impairment requires the Group to estimate the future cash



flows based on certain assumptions, as well as to use judgment in selecting an appropriate rate in discounting. In addition, the Group considers factors such as the Group's length of relationship with the customers and the customers' current credit status to determine the amount of allowance that will be recorded in the receivables account. The Group uses specific impairment on its loans and receivables. The amount of loss is recognized in profit or loss with a corresponding reduction in the carrying value of the loans and receivables through an allowance account.

Allowance for impairment losses on receivables amounted to ₱31,122 and ₱29,359 as at December 31, 2016 and 2015, respectively. Receivables, net of allowance for impairment losses, amounted to ₱678,989 and ₱677,620 as at December 31, 2016 and 2015, respectively (see Note 5).

Estimating Decline in Value of Mine Products Inventory

The NRV of mine products inventory is the estimated fair value less cost of selling final product in the ordinary course of business. The selling price estimation of mine products inventory is based on the LME, which also represents an active market for the product. CCC concurrently uses the prices as agreed with MRI Trading AG (MRI), Philippine Associated Smelting and Refining Corporation (PASAR), Samsung C & T Hongkong Ltd., Louis Dreyfus Commodities, Metals Suisse SA, Yanggu Xiangguang and Cliveden Trading, AG and the weight and assay for metal content in estimating the fair value less cost to sell of mine products inventory. Any changes in the assay for metal content of the mine products inventory is accounted for and adjusted accordingly.

As at December 31, 2016 and 2015, the cost of mine products inventory is lower than its NRV. No allowance for decline in value of mine products inventory was recognized as at December 31, 2016 and 2015. Mine products inventory amounted to ₱185,226 and ₱216,113 as at December 31, 2016 and 2015, respectively (see Note 7).

Estimating Allowance for Obsolescence of Materials and Supplies Inventory

The Group provides allowance for materials and supplies whenever utility of inventories becomes lower than cost due to damage, inventory losses, physical deterioration, obsolescence, changes in price levels or other causes. Materials and supplies inventory amounting to ₱381,049 and ₱335,243 as at December 31, 2016 and 2015, respectively, had been fully provided with an allowance for impairment losses (see Note 7).

Inventories at lower of cost and NRV, amounted to ₱1,690,524 and ₱2,212,668 as at December 31, 2016 and 2015, respectively (see Note 7).

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 reserve estimates are attributed to future development projects only when there is a significant commitment to project funding and execution and for which applicable governmental and regulatory approvals have been secured or are reasonably certain to be secured. All proven reserve estimates for partially developed areas are subject to greater uncertainty over their future life than estimate 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.



Reserve estimates 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 carrying value of mining properties and mining rights, included in property, plant and equipment as presented in the consolidated statement of financial position amounted to ₱9,402,340 and ₱9,556,831 as at December 31, 2016 and 2015, respectively (see Notes 9 and 10).

Estimating Impairment of Goodwill

The Group assesses whether there are any indicators that goodwill is impaired at each end of the reporting period. Goodwill is tested for impairment, annually and when circumstances indicate that the carrying value may be impaired.

Impairment is determined for goodwill by assessing the recoverable amount of the CGU to which the goodwill relates. Where recoverable amount of the CGU is less than their carrying amount, an impairment loss is recognized. Impairment losses relating to goodwill cannot be reversed in future periods. The Group performs its annual impairment test of goodwill as at end of the reporting period.

Management performed its annual impairment test as at December 31, 2016 and 2015.

The recoverable amount of the CGU has been determined based on a value calculation using cash flow projections from financial budgets approved by management covering the mine life of the CGU.

The calculation of value-in-use for the CGU incorporates the following key assumptions:

a) commodity prices which are estimated with reference to external market forecasts; b) volume of resources and reserves; c) capital expenditures and production and operating costs which are based on the Group's historical experience; and d) pre-tax discount rate of 12.39%. Based on the management's assessment, no impairment loss on goodwill needs to be recognized as at December 31, 2016 and 2015 (see Note 10).

Estimating Useful Lives of Property, Plant and Equipment Except Land

The useful lives of property, plant and equipment are estimated based on the period over which these assets are expected to be used. The estimated useful lives of property, plant and equipment are reviewed periodically and are updated if expectations differ from previous estimates due to asset utilization, internal technical evaluation, technological changes, environmental and anticipated use of the assets tempered by related industry benchmark information. It is possible that future results of operation could be materially affected by changes in these estimates brought about by changes in factors mentioned. Any reduction in the estimated useful lives of property, plant and equipment would increase the Group's recorded costs and expenses and decrease noncurrent assets. The estimated useful life (EUL) of mill and plant equipment were reviewed by the Group's experienced, qualified and certified engineers resulting to adjustment in EUL. The changes in the EUL of the assets were applied prospectively and resulted to a decrease in depreciation expense in 2016 until 2028 amounting ₱383,567 annually. The net book values of property, plant and equipment amounted to ₱35,757,800 and ₱34,352,936 as at December 31, 2016 and 2015, respectively (see Note 9).

Determining Appraised Value of Land

The appraised value of land is based on a valuation by an independent appraiser firm, which management believes holds a recognized and relevant professional qualification and has recent



experience in the location and category of the land being valued. The appraiser firm used the market data approach in determining the appraised value of land. As at December 31, 2016 and 2015, the fair value of the land amounted to ₱430,616 based on the latest valuation obtained in 2015.

Estimating Impairment of Property, Plant and Equipment and Mining Rights

PFRS requires that an impairment review be performed when certain impairment indicators are present. Determining the value of property, plant and equipment and mining rights, which require the determination of future cash flows expected to be generated from the continued use and ultimate disposition of such assets, further requires the Group to make estimates and assumptions that can materially affect the Group's consolidated financial statements. Future events could cause the Group to conclude that the property, plant and equipment and mining rights are impaired. Any resulting impairment loss could have a material adverse impact on the Group's financial condition and results of operations. The Group recognized provision for fixed asset write-down on specific machinery and equipment amounting to nil in 2016 and 2015, and ₱5,944 in 2014, (see Notes 9 and 19).

Estimating Recoverability of Mine Development 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 in the period incurred 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 development costs amounted to ₱24,143,215 and ₱15,079,428 as at December 31, 2016 and 2015 (see Note 9).

Mine development costs include "Mine and mining properties", "Development costs" and "Mine rehabilitation costs" in the property, plant and equipment account in the consolidated statement of financial position. An impairment loss is recognized when the carrying value of those assets is not recoverable and exceeds its fair value.

Estimating Recoverability of Deferred Mine Exploration Costs

The application of the Group's accounting policy for deferred mine exploration costs requires judgment and estimates in determining whether it is likely that the future economic benefits are certain, which may be based on assumptions about future events or circumstances. Estimates and assumptions may change if new information becomes available. If, after deferred mine explorations costs are capitalized, information becomes available suggesting that the recovery of expenditure is unlikely, the amount capitalized is written-off in the consolidated statement of comprehensive income in the period when the new information becomes available.

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. An impairment loss is recognized when the carrying values of these assets are not recoverable and exceed their fair value. In 2016 and 2015, there was no impairment loss on the Group's deferred mine exploration costs (see Note 13).

Estimating Realizability of Deferred Tax Assets

The Group reviews the carrying amounts of deferred tax assets at each end of the reporting period and reduces deferred income tax assets to the extent that it is no longer probable that sufficient future taxable profits will be available to allow all or part of the deferred tax assets to be utilized. As at December 31, 2016 and 2015, the Group has deductible temporary differences, NOLCO and excess MCIT amounting to ₱1,499,649 and ₱1,306,798, respectively (see Note 23c), for which



deferred tax asset was recognized. As at December 31, 2016 and 2015, deferred tax assets amounting to ₱2,150,288 and ₱1,270,585 were recognized as management believes that sufficient future taxable profits will be available against which benefits of deferred income tax assets can be utilized (see Note 23d).

Estimating Impairment of Nonfinancial Assets and Investments in Associates

The Group determines whether its investments in associates and other nonfinancial assets are impaired at least on an annual basis. This requires an estimation of recoverable amount, which is the higher of an asset's or CGU's fair value less cost to sell and value-in-use. Estimating the value-in-use requires the Group to make an estimate of the expected future cash flows from the CGU and to choose an appropriate discount rate in order to calculate the present value of those cash flows. Estimating the fair value less cost to sell is based on the information available to reflect the amount that the Group could obtain as at the end of the reporting period.

In determining this amount, the Group considers the outcome of recent transactions for similar assets within the same industry. The Group recognized allowance for possible losses on input VAT amounting to ₱206,833 and ₱136,677 as at December 31, 2016 and 2015, respectively (see Note 13).

Estimating Retirement Benefits Costs

The cost of defined retirement benefits as well as the present value of the retirement benefits liability are determined using actuarial valuations. The actuarial valuation involves making various assumptions. These include the determination of the discount rates, future salary increases, mortality rates and future retirement increases. Due to the complexity of the valuation, the underlying assumptions and its long-term nature, defined benefit retirement liability are highly sensitive to changes in these assumptions. All assumptions are reviewed at each end of the reporting period. Retirement benefits liability amounted to ₱284,109 and ₱333,844 as at December 31, 2016 and 2015, respectively. Retirement benefits costs amounted to ₱73,375, ₱161,274 and ₱134,545 in 2016, 2015 and 2014, respectively (see Note 22).

In determining the appropriate discount rate, management considers the interest rates of government bonds that are denominated in the currency in which the benefits will be paid, with extrapolated maturities corresponding to the expected duration of the defined retirement benefits liability.

Further details about the assumptions used are provided in Note 22.

Estimating Liability for Mine Rehabilitation Cost

The Group assesses its mine rehabilitation provision annually. Significant estimates and assumptions are made in determining the liability for mine rehabilitation as there are numerous factors that will affect the ultimate liability. These factors include estimates of the extent and costs of rehabilitation activities, technological changes, regulatory changes, cost increases as compared to the inflation rates, and changes in discount rates. These uncertainties may result in future actual expenditure differing from the amounts currently provided. The provision at the end of the reporting period represents management's best estimate of the present value of the future rehabilitation costs required. Changes to estimated future costs are recognized in the consolidated statement of financial position by either increasing or decreasing the rehabilitation liability and rehabilitation asset if the initial estimate was originally recognized as part of an asset measured in accordance with PAS 16. Any reduction in the rehabilitation liability and therefore any deduction from the rehabilitation asset may not exceed the carrying amount of that asset. If it does, any excess over the carrying value is taken immediately to profit or loss. If the change in estimate results in an increase in the rehabilitation liability and therefore an addition to the carrying value of the asset, the entity is required to consider whether this is an indication of impairment of the



asset as a whole and test for impairment in accordance with PAS 36. Also, rehabilitation obligations that arose as a result of the production phase of a mine should be expensed as incurred. Liability for mine rehabilitation cost recognized as at December 31, 2016 and 2015 amounted to ₱53,266 and ₱48,172, respectively (see Note 16).

Provisions and Contingencies

The estimate of the probable costs for the resolution of possible claims has been developed in consultation with outside counsel handling the Group's defense in these matters and is based upon an analysis of potential results. The Group is a party to certain lawsuits or claims arising from the ordinary course of business. However, the Group's management and legal counsel believe that the eventual liabilities under these lawsuits or claims, if any, will not have a material effect on the consolidated financial statements. Accordingly, no provision for probable losses arising from contingencies was recognized by the Group in 2016, 2015 and 2014.

Measurement of Mine Products Sales

Mine products sales are provisionally priced as these are not settled until predetermined future dates based on market prices at that time. Revenue on these sales are initially recognized based on shipment values calculated using the provisional metal prices, shipment weights and assays for metal content less deduction for insurance and smelting charges as marketing. The final shipment values are subsequently determined based on final weights and assays for metal content and prices during the applicable Quotation Period. Total mine product sales, net of smelting and related charges, amounted to ₱10,924,490, ₱9,935,083 and ₱14,876,748 in 2016, 2015 and 2014, respectively (see Note 6).

4. Cash and Cash Equivalents

	2016	2015
Cash on hand	₱1,517	₱1,851
Cash in banks	1,644,849	470,186
Short-term investments	772,503	40,000
	₱2,418,869	₱512,037

Cash in banks earn interest at the respective bank deposit rates. Short-term investments are made for varying periods of up to three months from the date of placement depending on the immediate cash requirements of the Group and earn interest at the agreed short-term investments rates.

Interest income earned from cash in banks amounted to ₱4,034, ₱3,217 and ₱1,525 in 2016, 2015 and 2014, respectively.

Short-term Investments

A portion of the proceeds from the issuance of the Bonds Payable was put in multiple time deposit accounts that have a five-year maturity period reckoned from the date of placement and can be terminated anytime. Such deposits are classified as short-term investments in the consolidated statements of financial position amounting to ₱646,360 and ₱611,789 as at December 31, 2016 and 2015, respectively. Interest income earned from short-term investments amounted to ₱38,124, ₱33,965 and ₱55,039 in 2016, 2015 and 2014, respectively. Interest receivable amounted to ₱141,024 and ₱106,437 as at December 31, 2016 and 2015, respectively (see Note 5).

The Group has US\$-denominated cash in banks amounting to US\$35,816 and US\$5,490 as at December 31, 2016 and 2015, respectively. The Group has Japanese Yen (JP¥)-denominated cash in banks amounting to JP¥1,372 and JP¥1,066 as at December 31, 2016 and 2015, respectively. The Group has Great Britain Pound (GB£)-denominated cash in banks amounting to GB£139 as at



December 31, 2016 and 2015 (see Note 27).

5. Receivables

	2016	2015
Trade	P276,367	P385,724
Nontrade	73,726	62,577
Interest (Note 4)	141,024	106,437
Receivables from:		
Related parties (Note 21a)	202,447	133,340
Officers and employees (Note 21b)	16,547	18,901
	710,111	706,979
Less allowance for impairment losses	(31,122)	(29,359)
	P678,989	P677,620

The Group's trade receivables arise from its shipments of copper, gold, silver and magnetite to customers under several agreements.

Nontrade receivables comprise mainly of receivables from contractors and suppliers, while receivables from officers and employees pertain to receivables extended by the Group to its officers and employees and unliquidated advances used in the operations of the Group.

Trade receivables are noninterest-bearing and are normally settled on terms ranging from 15 to 30 days. Nontrade and other receivables are noninterest-bearing and are generally collectible on demand. Receivables from officers and employees are noninterest-bearing and are subject to liquidation. Unliquidated receivables from officers and employees are collectible on demand.

Most of the receivables of the Group consist of individually significant accounts and were therefore subject to the specific impairment approach. The Group recognized allowance for impairment losses amounting to P31,122 and P29,359 as at December 31, 2016 and 2015, respectively, covering those receivables specifically identified as impaired. Receivables which were not individually significant and individually significant loans for which no specific impairment were assessed and were subjected to collective assessment. Based on the assessment done, the Group has not recognized any provision for receivables which were assessed collectively. Provision for impairment losses on receivables amounting to P1,763, P264 and nil were recognized by the Group in 2016, 2015 and 2014, respectively.

Movements of allowance for impairment losses are as follows:

	2016	2015
Balances at beginning of year	P29,359	P29,095
Provision for impairment loss (Note 20)	1,763	264
Balances at end of year	P31,122	P29,359

The Group has US\$-denominated receivables amounting to US\$8,432 and US\$16,936 as at December 31, 2016 and 2015, respectively (see Note 27).



6. Pricing Agreements, Hedging and Derivative Financial Instruments

Hedging Objectives

The Group applies a mix of pricing agreements, natural hedges, and both freestanding and embedded derivatives in managing risks such as commodity price, foreign exchange and interest rate risks. In 2016 and 2015, the Group, through CCC, has freestanding commodity option agreements, while embedded derivatives include provisional pricing in shipment contracts. The Group has not designated any of these derivatives as accounting hedges. The Group has accounted for its derivatives at fair value and any changes in the fair value is recognized in profit or loss.

Pricing Agreements

MRI, Cliveden, Yangu Xiangguang Copper Co., Ltd. and PASAR

In the normal course of selling its copper concentrate, the Group entered into (i) several contracts of purchase with MRI (“MRI Contract”) in 2015 and prior years, (ii) several contracts of purchase with Cliveden (“Cliveden Contract”) in 2015, (iii) one (1) contract of purchase with Yangu Xiangguang Copper (“XGC Contract”), in 2016 (collectively, the “Copper Contracts”), and (iv) several contracts of purchase with PASAR (“PASAR Contract”) effective in 2016 whereby it agreed to sell a fixed volume of copper concentrate based on LME prices (as published in the Metal Bulletin) and as averaged over the QP as defined in the MRI Contract, Cliveden Contract, XGC Contract and PASAR Contract.

The quality and quantity of the copper concentrate sold is determined through a sampling weight and assay analysis by an appointed independent surveyor. Under the Copper Contracts, CCC and MRI or Cliveden or Yangu Xiangguang Copper have the option to price-fix in advance of the QP the payable copper contents of the concentrate to be delivered, subject to adjustments during the QP. If the option to price-fix prior to the QP is exercised, (i) the fixed price and the volume to which the fixed price applies will be confirmed in writing by the parties, and (ii) with respect to sales of copper concentrate to MRI, an addendum to the MRI Contract will be executed to confirm the actual volume of the copper shipped based on the fixed price.

On April 14, 2014, CCC executed an addendum to its January 2014 Offtake Agreement with MRI (the “2014 Offtake Contract”) to confirm, among others, (i) the increase in the quantity of MRI’s copper concentrate offtake allotment by 80,000 dry metric tons (DMT) (the “Additional Offtake”), and (ii) the deposit of US\$30.0 million with respect to the Additional Offtake.

On December 1, 2014, CCC executed another addendum to the 2014 Offtake Contract to provide for the terms of the additional deposit of US\$30.0 million in respect to the Additional Offtake (see Note 14).

On January 7, 2015, CCC executed an addendum to its January 2014 Offtake Contract with MRI to confirm, among others, (i) the increase in the quantity of MRI’s copper concentrate offtake allotment by another 50,000 dry metric tons (DMT) (the “Additional Offtake-2”), and (ii) the deposit of US\$30.0 million with respect to the Additional Offtake-2. Outstanding balance as of December 31, 2016 is \$2.50 million (see Note 14).

Freestanding Derivatives

Provisional Pricing

Based on CCC’s pricing agreements with MRI, Cliveden, Yangu Xiangguang Copper and PASAR, the copper sales will be provisionally priced at shipment subject to price and quantity adjustment after the QP. Under the Copper Contracts, CCC with the consent of MRI, Cliveden,



Yangu Xiangguang Copper and PASAR can price fix the copper shipments before the QP. Copper sales that were not subject to price fixing are assessed as having embedded derivatives that are not clearly and closely related, and once the commodities have been delivered, it must be bifurcated on the delivery date or once the shipment is considered sold (in case of bill and hold sales). The Group, through CCC, recognized an unrealized loss and gain on the related derivative liabilities and assets amounting to ₱27,986 and ₱4,873, respectively on its deliveries in 2016 and an unrealized loss and gain on the related derivative liabilities and assets amounting to ₱2,459 and ₱56, respectively on its deliveries in 2015.

Commodity Swap Transaction

On November 15, 2016, CCC entered into a Copper Asian Swap transaction with Standard Chartered Bank fixing the copper price at US\$5,570 per metric tonne for a total notional quantity of 5,200 metric tonnes or a notional quantity of 1,300 metric tonnes for each calendar month from January 1, 2017 to April 30 2017. The settlement will be five (5) business days following the end of each calendar month based on the official settlement price (seller) for copper-LME cash (as determined by the LME) following the close of the 2nd ring in the first session. On December 31, 2016, CCC has recognized an unrealized gain amounting to ₱6,982.

Prepayment Option

Bonds Payable

On March 16, 2012, CCC completed the issuance of US Dollar-denominated fixed-rate notes representing \$300 million of CCC’s senior unsecured debt with a tenor of five (5) years and five (5) days (the “Bonds Payable”). The Bonds Payable, which were issued at the price of 98.95% of face value, will pay interest semi-annually every 21st of March and September at the rate of 6.5% and will carry a yield to maturity of 6.75%. The Bonds Payable contains an equity clawback option that allows CCC to redeem up to 35% of the Bonds Payable at any time prior to March 21, 2015, at a redemption price of 106.5% of the principal amount plus accrued and unpaid interest with the net proceeds of an equity offering. The Bonds Payable also have an identified call option as they may be redeemed fully prior to maturity at a redemption price equal to 100% of the principal amount plus applicable premium and accrued and unpaid interest (see Note 15).

On March 21, 2015, CCC did not exercise its option to redeem 35% of the Bonds Payable at 106.5%. Hence, no derivative asset was recognized on account of CCC’s right to redeem 100% of the notes since the redemption value is equal to the amortized cost.

7. Inventories

This account consists of:

	2016	2015
At cost:		
Mine products	₱185,226	₱216,113
Materials and supplies	1,505,298	1,996,555
At NRV:		
Materials and supplies and others	-	-
	₱1,690,524	₱2,212,668

Mine Products

Mine products include copper concentrate containing gold and silver and beneficiated nickel ore. The cost of mine products includes depreciation and depletion of property, plant and equipment (see Note 9).



Materials and Supplies

Materials and supplies consist of consumable items and spare parts. Cost of materials and supplies of the Group carried at NRV amounting to ₱381,049 and ₱335,243 as at December 31, 2016 and 2015, respectively, are fully provided with allowance for impairment losses. Mine products are measured at cost, which is lower than NRV. Materials and supplies are stated at NRV which is lower than cost.

The cost of inventories recognized as expense amounted to ₱3,222,626, ₱3,470,881 and ₱4,479,583 in 2016, 2015 and 2014, respectively (see Note 19).

8. Other Current Assets

This account consists of:

	2016	2015
Deposits and advances to suppliers	₱278,532	₱446,412
Prepaid taxes and other prepayments	162,866	36,908
Derivative asset (Note 6)	12,409	56
	₱453,807	₱483,376

Deposits and Advances to Suppliers

Deposits and advances to suppliers are non-financial assets arising mainly from advanced payments made by the Group to its suppliers and contractors before goods or services have been received or rendered. These are classified as current since these are expected to be offset against future short-term billings and are recognized in the books at amounts initially paid. Purchase from suppliers generally require advance payments equivalent to 10% to 60% of the contract price. Amounts deposited will be applied as part of the full payment of the contract price upon completion of the contract.

Prepaid taxes and other prepayments includes prepaid fees and taxes that were paid by CCC for the benefit of the next period's operations and creditable withholding taxes that will be used for CCC's income tax payable in 2016.



9. Property, Plant and Equipment

The composition of and movement of this account follow:

December 31, 2016:

	At Cost								At Revalued Amount Land	
	Land	Mine Development Costs	Roadways and Bridges	Buildings and Improvements	Machinery and Equipment	Transportation Equipment	Furniture and Fixtures	Construction In-progress		Total
Revalued amount/cost:										
Balances at beginning of year	₱73,929	₱16,972,396	₱223,867	₱2,363,065	₱14,709,917	₱173,334	₱13,021	₱8,625,189	₱43,154,718	₱430,616
Additions	-	-	-	2,134	-	-	105	1,930,576	1,932,815	-
Reclassifications	-	9,174,018	-	-	1,075,882	5,390	-	(10,255,290)	-	-
Disposals	-	-	-	-	-	(12,743)	-	-	(12,743)	-
Retirement	-	-	-	(3,625)	(400,736)	(8,617)	(1,492)	-	(414,470)	-
Revaluation increment on land	-	-	-	-	-	-	-	-	-	-
Cumulative translation adjustment	787	1,011,605	17,248	153,544	944,325	13,547	139	487,583	2,628,778	-
Balances at end of year	74,716	27,158,019	241,115	2,515,118	16,329,388	170,911	11,773	788,058	47,289,098	430,616
Accumulated depreciation, depletion and amortization:										
Balances at beginning of year	-	1,892,968	150,899	649,753	5,866,459	120,010	7,323	-	8,687,412	-
Depreciation, depletion and amortization (Notes 7, 19 and 20)	-	952,678	15,814	203,332	1,187,990	25,875	1,074	-	2,386,763	-
Disposals	-	-	-	-	-	(10,920)	-	-	(10,920)	-
Retirement	-	-	-	(3,125)	(400,736)	(8,617)	(1,469)	-	(413,947)	-
Cumulative translation adjustment	-	169,158	13,861	66,214	506,330	11,918	139	-	767,620	-
Balances at end of year	-	3,014,804	180,574	916,174	7,160,043	138,266	7,067	-	11,416,928	-
Allowance for asset write-downs:										
Balances at beginning and end of year	-	-	-	-	114,370	-	-	-	114,370	330
Net book values	₱74,716	₱24,143,215	₱60,541	₱1,598,944	₱9,054,975	₱32,645	₱4,706	₱788,058	₱35,757,800	₱430,286



December 31, 2015:

	At Cost									At Revalued Amount Land
	Land	Mine Development Costs	Roadways and Bridges	Buildings and Improvements	Machinery and Equipment	Transportation Equipment	Furniture and Fixtures	Construction In-progress	Total	
Revalued amount/cost:										
Balances at beginning of year	₱73,236	₱16,081,366	₱208,694	₱2,225,968	₱13,302,047	₱156,768	₱16,536	₱4,275,972	₱36,340,587	₱315,888
Additions	-	-	-	-	42	-	6	4,787,021	4,787,069	-
Reclassifications	-	1,155	-	2,004	735,280	6,604	-	(745,043)	-	-
Disposals	-	-	-	-	-	(1,948)	(103)	-	(2,051)	-
Retirement	-	-	-	-	(143,939)	-	(3,540)	-	(147,479)	-
Revaluation increment on land	-	-	-	-	-	-	-	-	-	114,728
Cumulative translation adjustment	693	889,875	15,173	135,093	816,487	11,910	122	307,239	2,176,592	-
Balances at end of year	73,929	16,972,396	223,867	2,363,065	14,709,917	173,334	13,021	8,625,189	43,154,718	430,616
Accumulated depreciation, depletion and amortization:										
Balances at beginning of year	-	1,087,484	106,190	408,598	3,979,514	84,444	9,942	-	5,676,172	-
Depreciation, depletion and amortization (Notes 7, 19 and 20)	-	708,107	33,751	194,595	1,547,109	27,612	861	-	2,512,035	-
Disposals	-	-	-	-	-	(1,127)	(62)	-	(1,189)	-
Retirement	-	-	-	-	(29,898)	-	(3,540)	-	(33,438)	-
Cumulative translation adjustment	-	97,377	10,958	46,560	369,734	9,081	122	-	533,832	-
Balances at end of year	-	1,892,968	150,899	649,753	5,866,459	120,010	7,323	-	8,687,412	-
Allowance for asset write-downs:										
Balances at beginning and end of year	-	-	-	-	114,370	-	-	-	114,370	330
Net book values	₱73,929	₱15,079,428	₱72,968	₱1,713,312	₱8,729,088	₱53,324	₱5,698	₱8,625,189	₱34,352,936	₱430,286

Construction in-progress consists mainly of expenditures for Waste Stripping and Hill 3 project. Stripping has to be done to expose the ore body while Hill 3 project is intended for the stabilization of the slide area. Construction in-progress to improve existing capacity includes cost of various projects at different percentages of completion as at December 31, 2016 and 2015.



Mine development costs consist of the following:

December 31, 2016:

	Mine and Mining Properties	Mine Development Costs	Total
Cost:			
Balances at beginning of year	₱1,191,641	₱15,780,755	₱16,972,396
Reclassifications	–	9,174,018	9,174,018
Cumulative translation adjustment	71,179	940,426	1,011,605
Balances at end of year	1,262,820	25,895,199	27,158,019
Accumulated depletion:			
Balances at beginning of year	170,296	1,722,672	1,892,968
Depletion	22,774	929,904	952,678
Cumulative translation adjustment	14,524	154,634	169,158
Balances at end of year	207,594	2,807,210	3,014,804
Net book values	₱1,055,226	₱23,087,989	₱24,143,215

December 31, 2015:

	Mine and Mining Properties	Mine Development Costs	Total
Cost:			
Balances at beginning of year	₱1,129,025	₱14,952,341	₱16,081,366
Reclassifications	–	1,155	1,155
Cumulative translation adjustment	62,616	827,259	889,875
Balances at end of year	1,191,641	15,780,755	16,972,396
Accumulated depletion:			
Balances at beginning of year	134,702	952,782	1,087,484
Depletion	24,173	683,934	708,107
Cumulative translation adjustment	11,421	85,956	97,377
Balances at end of year	170,296	1,722,672	1,892,968
Net book values	₱1,021,345	₱14,058,083	₱15,079,428

Revaluation Increment on Land

The fair value of the land amounted to ₱430,616 as at December 31, 2016 and 2015 based on the latest valuation obtained in 2015 by the Group. The carrying amount of the land had it been carried using the cost model amounts to ₱96,999 as at December 31, 2016 and 2015.

Fully Depreciated Property, Plant and Equipment

Fully depreciated property, plant and equipment still used by the Group amounted to ₱2,338,025 and ₱2,075,968 as at December 31, 2016 and 2015, respectively. These are retained in the Group's records until they are disposed. No further depreciation and amortization are charged to current operations for these items.

Provision for Asset Write-downs

The provision for asset write-downs represents the net book value of heavy equipment that the Group assessed to be operationally uneconomical amounting to nil in 2016 and 2015, and ₱5,944 in 2014 (see Note 19).

Collaterals

The carrying value of the property, plant and equipment mortgaged as collaterals for various borrowings of the Group amounted to ₱1,451,071 and ₱2,072,430 as at December 31, 2016 and 2015, respectively (see Note 15).



Commitments

The Group has capital expenditure commitments amounting to ₱228,275 and ₱8,469 as at December 31, 2016 and 2015, respectively.

10. Goodwill

The carrying amount of Goodwill:

	2016	2015
CCC	₱19,011,108	₱19,011,108
AHI	15,011	15,011
	₱19,026,119	₱19,026,119

CCC

As at December 31, 2011, the Group recognized provisional fair values of identifiable assets and liabilities, including a goodwill amounting to ₱25,972,054. In July 2012, the Group finalized the fair values and recognized goodwill amounting to ₱19,011,108.

The adjustments to the provisional amounts resulted into the recognition of mining rights and related deferred tax liability. As a result of the recognition of mining rights and the related deferred tax liability, the Group restated its 2011 consolidated statements of financial position and consolidated statements of comprehensive income to reflect the depletion expense on the mining rights and the related reversal of the deferred tax liability amounting to ₱122,785 and ₱36,835, respectively. The restatement resulted to the recognition of “Mining rights” and “Deferred tax liability” amounting to ₱9,821,424 and ₱2,946,427, respectively, and a decrease in “Retained earnings” amounting to ₱85,950 in the consolidated statements of financial position as at December 31, 2011. The Group recognized depletion of mining rights amounting to ₱188,372, ₱211,546 and ₱398,172 in 2016, 2015 and 2014, respectively. The carrying amount of mining rights amounted to ₱8,347,114 and ₱8,535,486 in 2016 and 2015, respectively. The Group recognized the related reversal of deferred tax liability amounting to ₱56,512, ₱63,464 and ₱119,452 in 2016, 2015 and 2014, respectively.

AHI

On May 11, 2007, the Parent Company’s BOD approved the execution and implementation of the Deed of Sale of the Shares of Stock entered into between the Parent Company and Anscor Property Holdings, Inc. (APHI) on the sale to the Parent Company of APHI’s 75,005 common shares in AHI or equivalent to 99.99% of AHI’s total issued and outstanding shares for ₱77,511. AHI is the holder of rights to certain properties needed in the operations of the Toledo Copper Mines. The execution of the purchase of shares of stock of AHI was undertaken pursuant to the Memorandum of Agreement (MOA) entered into by the Parent Company with APHI on May 4, 2006 embodying the mechanics for the Parent Company’s acquisition of rights over the AHI properties. At the time of the acquisition, the estimated fair value of the net identifiable assets of AHI, consisting substantially of parcels of land, amounted to ₱62,500, resulted in the recognition of goodwill of ₱15,011 in the consolidated statement of financial position.

No impairment loss on goodwill was recognized in 2016, 2015 and 2014.

Key Assumptions Used in Value in Use Calculations and Sensitivity to Changes in Assumptions

The Group performed its annual impairment test as of December 31, 2016. The CGU are concluded to be entire entities invested in.



The recoverable amount of the CGU has been determined based on a discounted cash flows (DCF) calculation using cash flow projections from financial budgets approved by senior management. The projected cash flows have been developed to reflect the expected mine production over the life of the mine adjusted by the effects of other factors such as inflation rate. The pre-tax discount rate applied to cash flow projections is 12.39%. As a result of this analysis, management concluded that the goodwill are not impaired.

The calculation of DCF and CGU is most sensitive to the following assumptions:

- a. Mine production
- b. Discount rates
- c. Copper prices

a. Mine Production

Mine production projections are based on the thirty three-year work program prepared and developed by the Group's experts submitted to and approved by the Mines and Geosciences Bureau (MGB). The work program is updated regularly and would include detailed forecast of mine production in dry metric tons.

b. Discount Rates

Discount rates represent the current market assessment of the risks specific to each CGU, taking into consideration the time value of money and individual risks of the underlying assets that have not been incorporated in the cash flow estimates. The discount rate calculation is based on the specific circumstances of the Group and its operating segments and is derived from its weighted average cost of capital (WACC). The WACC takes into account both debt and equity. The cost of equity is derived from the expected return on investment by the Group's investors. The cost of debt is based on the interest-bearing borrowings the Group is obliged to service. Specific risk is incorporated by applying individual beta factors are evaluated annually based on publicly available market data. Adjustments to the discount rate are made to factor in the specific amount and timing of the future tax flows in order to reflect a pre-tax discount rate.

c. Copper Prices

The Group considers the effect of commodity price changes for copper ore. The Group considered the possible effect of the changes in the price of copper ores as it relates to the revenues that may be generated by the Group and the attainment of the cash flow projections. The Group used the data from the LME. The price is the function of a number of factors, which includes, among others, copper grade, moisture content and factor rate.

Generally, a higher grade and lower moisture content would yield higher recoverable amount otherwise lower which may indicate impairment. The Group expects that the overall price of the copper ore will improve throughout the life of mine.

11. AFS Financial Asset

The Group's AFS financial asset consists of investment in:

	2016	2015
Philippine Long Distance Telephone Company	P 4,326	P4,326
Allowance for impairment loss	(4,326)	(4,326)
	P-	P-



As of December 31, 2016 and 2015, the cumulative change in value of AFS financial assets amounted to ₱4,861. The change in fair values have been recognized and shown as “Unrealized gain on available for sale (AFS) financial asset - net” account in the equity section of the consolidated statements of financial position.

12. Investments in Associates

As of June 2014, the Group has the following investments in subsidiaries (collectively called the “Nickel Corporations”).

a.) TMM Management, Inc. (TMMI)	60.00%	direct interest
b.) Ulugan Resources Holdings, Inc. (URHI)	70.00%	direct interest
c.) Ulugan Nickel Corporation (UNC)	42.00%*	effective interest
d.) Nickeline Resources Holdings, Inc. (NRHI)	42.00%*	effective interest
e.) Berong Nickel Corporation (BNC)	25.20%*	effective interest

*URHI owns 60% of UNC and NRHI. NRHI owns 60% of BNC.

The remaining ownership of the above subsidiaries is owned by the combined interest of Toledo Mining Corporation (TMC) and DMCI Mining Corporation (DMCI), a third party.

In June 2014, the voting rights held by the Group were assigned to the representative of the DMCI and the management team from the DMCI assumed key offices of the above entities. Further, on July 11, 2014, a MOA was entered between TMC and the Group, which set out the material terms under which the parties have agreed to hold their respective investments in respect of the exploration, development and utilization of Berong Mineral Properties [mining tenements or Mineral Production Sharing Agreement (MPSA) applications underlying the Berong Nickel Project necessary for operations] defined in the joint venture agreement dated January 9, 2005. The said MOA sets out the rights of each of the Group and TMC including the assignment of board seats, majority of which were assigned to TMC and delegation to TMC of the day to day operations and critical decision making in running the mining operations. Due to these factors the above entities were accounted for as associates, instead of subsidiaries. Consequently, the Group deconsolidated the above entities and recognized a gain amounting to ₱44,615 in 2014.

As at December 31, 2016 and 2015, the percentages of ownership of investment in associates are as follows:

Company	Percentage of Ownership		Principal Activities
	2016	2015	
TMMI	60.00	60.00	Management Services
URHI	70.00	70.00	Holding Company
UNC	42.00	42.00	Mining
NRHI	42.00	42.00	Holding Company
BNC	25.20	25.20	Mining



As at December 31, 2016 and 2015, the balances of investments in associates consist of:

	2016	2015
Balances at beginning of year	₱198,163	₱292,082
Accumulated equity:		
Share in net income	61,713	243,761
Dividend income	(61,740)	(337,680)
Balances at end of year	₱198,136	₱198,163

The associates prepare financial statements for the same financial reporting period as the Parent Company.

Summarized financial information of the investments in associates as at December 31, 2016 and 2015 which are accounted for under equity method follow:

	2016	2015
Current assets	₱1,424,213	₱2,283,418
Noncurrent assets	466,492	671,991
Total assets	1,890,705	2,955,409
Current liabilities	1,173,885	2,213,326
Noncurrent liabilities	354,186	344,147
Total liabilities	₱1,528,071	₱2,557,473
Net assets	362,634	397,936
Net income	₱480,408	₱2,352,093

13. Other Noncurrent Assets

This account consists of:

	2016	2015
Input VAT (net of accumulated allowance for possible losses of ₱206,833 and ₱136,677 as at December 31, 2016 and 2015, respectively)	₱2,009,019	₱2,304,998
Deferred mine exploration costs	16,708	16,708
MRF	53,969	5,270
Others	21,146	23,272
	₱2,100,842	₱2,350,248

Input VAT

Input VAT represents VAT imposed by the Group's 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 five (5) years or the useful life of the capital goods, whichever is shorter. Input VAT is stated at cost less allowance for impairment. Input VAT will be claimed by the Group as tax credits.

The provision for input VAT written off during the year represents credits disallowed under the revised rules of the Bureau of Internal Revenue (BIR) and is the subject of a motion for reconsideration still pending with the Supreme Court.



Movements of the allowance for possible losses on input VAT are as follows:

	2016	2015
Balances at beginning of year	₱136,677	₱129,896
Loss on disputed input tax	495,159	-
Provision written off during the year	(435,197)	-
Cumulative translation adjustment	10,194	6,781
Balances at end of year	₱206,833	₱136,677

Deferred Mine Exploration Costs

These pertain to field supplies and other costs incurred during evaluation and exploration of projects of the Parent Company. In 2013, deferred mine exploration costs pertain to BNC's exploration expenditures on the Moorsom, Dangla and Longpoint Project (adjacent area covering the Berong Nickel Project). Management has established that economically recoverable reserves exist in the area, resulting in the decision to develop the area for commercial mining operation. BNC started to explore and develop the area adjacent to the Berong Nickel Project in 2008. No provision for impairment was recognized in 2016 and 2015.

MRF

MRF pertain to rehabilitation trust funds that the Group is required by regulations to establish and maintain through cash deposits to cover their rehabilitation liability upon the closure of the mine and to ensure payment of compensable damages that may be caused by mine waste. The rehabilitation trust funds are held in government depository banks.

14. Accounts Payable and Accrued Liabilities

This account consists of:

	2016	2015
Trade	₱1,156,077	₱3,782,035
Accrued expenses:		
Rental	387,145	107,783
Power and other utilities (Note 30)	122,035	140,420
Professional fees	80,948	83,332
Personnel	72,372	91,609
Consigned fees	13,904	13,134
Explosives	12,629	57,828
Insurance	598	21,270
Contracted services	-	422,770
Others	166,088	268,038
Interest (Notes 15 and 24)	342,740	301,613
Government payables	150,285	159,550
Others	66,813	26,972
	₱2,571,634	₱5,476,354

Trade

Trade payables include import and local purchases of equipment, inventories and various parts and supplies used in the operations of the Group. These are noninterest-bearing payables to various suppliers and are normally settled on terms ranging from 30 to 60 days. Trade payables include the customer deposits made by MRI on December 1, 2014 amounting to US\$30 million and on



January 7, 2015 amounting to US\$30 million as part of the increase in offtake allotment of 130,000 DMT of copper concentrate to MRI. Each deposit will be applied in shipments of twelve (12) lots of five (5) thousand DMT starting in February 2015 (see Note 6).

Outstanding balance as of December 31, 2016 is \$2.50 million. The balance also includes the deposits/advances from customers based on the provisional value of any specified volume of copper concentrate stockpiled in the Group's storage facility at its loading port.

Others

Others pertain to unclaimed termination benefits of former Parent Company's employees before mine closure, utilities payables, and partial payments received from stock option availed. These also include other noninterest-bearing payables.

Accrued Expenses - Others

The accrued expenses - others consist largely of accruals for the insurance of vehicles and shipments and accruals for purchased materials and supplies for which invoices have yet to be issued by suppliers as at December 31, 2016 and 2015. These are normally settled within six (6) months.

The related interest expense recognized related to trust receipts amounted to ₱2,596, ₱2,970 and ₱5,458 in 2016, 2015 and 2014, respectively.

Government Payables

Government payables consist of mandatory contributions and payments to Social Security System (SSS), Philippine Health Insurance Corporation (PHIC), and Home Development Mutual Fund (HDMF), withholding tax payables, excise tax payables, and customs duties which are noninterest-bearing and have an average term of 15 to 30 days.

15. Loans

a. Bank loans

The Group entered into various short term loans from different financial institutions as at December 31 below:

	2016	2015
United Coconut Planters Bank (UCPB)	₱819,883	₱796,255
Standard Chartered Bank (SCB)	745,800	705,900
Land Bank of the Philippines (Land Bank)	519,574	498,836
Rizal Commercial Banking Corporation (RCBC)	497,200	470,600
BDO Unibank Inc. (BDO)	273,460	258,830
Security Bank	208,824	211,770
	₱3,064,741	₱2,942,191

1. UCPB

During 2012 and 2013, CCC obtained from UCPB various short-term credit facilities covering the amount of US\$17.8 million which was used to finance working capital requirements. In January 2014, CCC paid US\$0.2 million and rolled over the remaining amount for another six (6) months. The amount drawn from the facility is payable within six (6) months and accrues interest at the rate of 3.4% to 3.75% per annum. In October 2014, CCC paid the remaining



loan balance of US\$17.6 million. On March 23, 2015, CCC obtained a short-term loan from UCPB in the amount of US\$17.7 million with original maturity date of September 18, 2015 that was rolled over to mature on March 16, 2016 and is accruing interest at the rate of 2.8%-3.1% per annum. In 2015, CCC has partially paid this loan amounting to US\$0.8 million. On March 16, 2016, the loan was rolled-over and maturity date was extended to September 12, 2016 at the interest rate of 3.25% per annum. On September 12, 2016, the loan was rolled-over and maturity date was extended to March 10, 2017 at the interest rate of 3.25% per annum. In 2016, CCC has partially paid this loan amounting to US\$0.4 million.

The related interest expense recognized amounted to ₱25,903, ₱17,846 and ₱22,255 in 2016, 2015 and 2014, respectively (see Note 24). The accrued interest payable amounted to ₱1,199 and ₱807 as at December 31, 2016 and 2015, respectively (see Note 14).

2. SCB

On November 8, 2013, CCC obtained from SCB a short-term credit facility covering the amount of US\$10.0 million which was used to finance working capital requirements. The amount drawn from the facility is payable within 180 days from the date of the loan and accrues interest at the rate of 2.7% per annum. On June 9, 2014, CCC rolled over the loan and extended the maturity to December 5, 2014. On February 11, 2014, CCC obtained an additional short-term loan of US\$5.0 million which mature on August 8, 2014 and with interest at the rate of 3.0% per annum. On December 5, 2014, CCC rolled over the US\$10.0 million and US\$5.0 million loans and extended their terms to February 3, 2015 at which date the full amount was paid.

On February 6, 2015, CCC obtained an additional short-term loan from SCB in the amount of US\$15.0 million at the interest rate of 3.0% per annum which initially matured on August 5, 2015 and was rolled-over to mature in April 29, 2016 at the interest rate of 3.0%-3.75% per annum. On April 29, 2016, the loan was rolled-over and the maturity date was extended to October 26, 2016 at the interest rate of 3.75% per annum. On October 26, 2016, the loan was rolled-over and the maturity date was extended to April 26, 2017 at the interest rate of 3.75% per annum.

The related interest expense recognized amounted to ₱29,845, ₱23,417 and ₱18,782 in 2016, 2015 and 2014, respectively (see Note 24). The accrued interest payable amounted to ₱5,140 and ₱3,591 as at December 31, 2016 and 2015, respectively (see Note 14).

3. Land Bank

On April 23, 2013, CCC obtained a short-term loan with a dollar to peso convertibility clause from Land Bank with a maturity date on October 18, 2013 in the amount of US\$12.0 million which was used to finance working capital requirements. On October 18, 2013, CCC paid US\$0.5 million of the outstanding amount of the loan and extended the maturity from October 18, 2013 to April 16, 2014. On April 10, 2014, CCC paid US\$0.5 million of the outstanding amount of the loan and extended the maturity to September 29, 2014 at the interest rate of 3.13% per annum. On September 29, 2014, the CCC rolled over the loan and extended the maturity to March 2015. On March 27, 2015, CCC rolled over the loan and extended the maturity to September 2015 at the interest rate of 3.11% per annum. On September 23, 2015, CCC paid US\$0.4 million and rolled over the loan and extended the maturity date to March 21, 2016 at the interest rate of 3.11% per annum. On March 21, 2016, CCC paid US\$0.1 million and rolled over the loan and extended the maturity date to September 16, 2016 at the interest rate of 3.14% per annum. On September 16, 2016,



CCC paid US\$0.05 million of the outstanding amount of the loan and extended the maturity date to March 14, 2017 at the interest rate of 3.50% per annum.

The related interest expense recognized from Land Bank amounted to ₱16,661, ₱15,092 and ₱15,036 in 2016, 2015 and 2014, respectively (see Note 24). The accrued interest payable amounted to ₱682 and ₱301 as at December 31, 2016 and 2015, respectively (see Note 14).

4. RCBC

On February 17, 2015, CCC obtained a short-term loan from RCBC with a maturity date on August 14, 2015. It was rolled over to mature on February 10, 2016 in the amount of US\$10.0 million which was used to finance working capital requirements. The amount drawn from the facility accrues interest at the rate of 3.06% per annum. On February 10, 2016, CCC rolled over the loan and extended the maturity date to August 8, 2016. On August 8, 2016, the loan was rolled over and extended the maturity date to February 4, 2017 and accrues interest at the rate of 3.06% per annum.

The related interest expense recognized from RCBC amounted to ₱14,039 and ₱9,912 in 2016 and 2015, respectively (see Note 24). The accrued interest payable amounted to ₱3,096 and ₱1,566 as at December 31, 2016 and 2015, respectively (see Note 14).

5. BDO

On February 10, 2014, CCC obtained a short-term loan from BDO with a maturity date on August 8, 2014 in the amount of US\$2.5 million which was used to finance working capital requirements. The amount drawn from the facility is payable within 180 days from the date of the loan and accrues interest at the rate of 2.375 % per annum. On August 8, 2014, the loan was rolled-over and maturity date was extended to January 13, 2015 at the interest rate of 2.159% per annum. On January 13, 2015, the loan was rolled-over and maturity date was extended to July 13, 2015 at the interest rate of 2.159% per annum. On July 13, 2015, the loan was rolled-over and maturity date was extended to January 13, 2016 at the interest rate of 2.50% per annum. On January 13, 2016, the loan was rolled-over and maturity date was extended to July 11, 2016 at the interest rate of 2.50% per annum. On January 13, 2016, the loan was rolled-over and maturity date was extended to July 11, 2016 at the interest rate of 2.50% per annum. On July 11, 2016, the loan was rolled-over and maturity date was extended to January 7, 2017 and accrues interest at the rate of 2.50% per annum.

On May 12, 2015, CCC obtained another short-term loan from BDO amounting to US\$3.0 million with a maturity date on November 9, 2015. The amount drawn from the succeeding loan accrues interest at the rate of 2.613% per annum. On November 9, 2015, the loan was rolled-over and the maturity date was extended to May 7, 2016. On May 7, 2016, the loan was rolled-over and the maturity date was extended to November 2, 2016. On November 2, 2016, the loan was rolled-over and the maturity date was extended to April 28, 2017 and accrues interest at the rate of 2.50% per annum.

The related interest expense recognized from BDO amounted to ₱9,975, ₱5,497 and ₱2,384 in 2016, 2015 and 2014, respectively (see Note 24). The accrued interest payable amounted to ₱490 and ₱375 as at December 31, 2016 and 2015, respectively (see Note 14).



6. Security Bank

On March 9, 2015, CCC obtained a short-term loan from Security Bank in the amount of US\$4.5 million with maturity date on September 4, 2015 that was rolled to mature on March 2, 2016 and is accruing interest at the rate of 2.75% per annum. On March 2, 2016, the loan was rolled-over and the maturity date was extended to June 30, 2016 at the rate of 2.75% per annum. On April 1, 2016, CCC has paid the loan partially amounting to US\$0.3 million and was rolled-over on June 30, 2016 extending the maturity date to December 28, 2016. On December 28, 2016, the loan was rolled-over and the maturity date was extended to June 26, 2017 at the rate of 2.75% per annum.

The related interest expense recognized amounted to ₱6,367 and ₱5,336 in 2016, and 2015, respectively (see Note 24). The accrued interest payable amounted to ₱1,855 and ₱1,980 as at December 31, 2016 and 2015, respectively (see Note 14).

7. Bank of China

On January 14, 2016, the Group obtained from Bank of China a short-term credit facility covering the amount of \$4.6 million which was used to finance working capital requirements. The amount drawn from the facility is payable within 120 days and accrues interest at the rate of 3.0% per annum. On January 29, 2016, CCC paid the outstanding loan amounting to \$4.6 million. The related interest expense recognized from Bank of China amounted to ₱275 in 2016 (see Note 24). The accrued interest payable amounted to nil as at December 31, 2016 (see Note 14).

b. Long-term debt and other interest-bearing liabilities

The Group's long-term debt and other interest-bearing liabilities outstanding balances as at December 31 follow:

	2016	2015
Bonds Payable	₱14,896,158	₱14,012,527
SM Investments Corporation (SMIC)	6,930,563	981,435
Convertible loans	1,818,648	1,765,092
United Overseas Bank Ltd. (UOB)	1,197,755	1,176,500
Security Bank	1,059,821	1,100,000
MayBank	958,204	941,200
RCBC	934,249	917,670
BDO Leasing & Finance, Inc. (BDO Leasing)	315,059	762,579
Standard Chartered Bank (SCB)	183,185	391,916
US\$75 million BDO Loan	-	504,214
LBP Leasing Corp (LBP Leasing)	-	106,548
SBM Leasing, Inc. (SBM Leasing)	-	28,161
	28,293,642	22,687,842
Less noncurrent portion	10,540,433	20,077,362
	₱17,753,209	₱2,610,480



The maturities of long-term debt and other interest-bearing liabilities at nominal values follow:

	2016	2015
Due in:		
2016	₱–	₱2,610,480
2017	17,753,209	14,870,680
2018	4,591,305	5,206,682
2019 and thereafter	5,949,128	–
	₱28,293,642	₱22,687,842

Current portion of long-term debt

	2016	2015
Bonds Payable	₱14,896,158	₱–
SMIC	981,435	981,435
MayBank	958,204	34,260
BDO Leasing	234,739	487,719
UOB	187,444	–
SCB	183,185	391,916
Security Bank	165,838	42,824
RCBC	146,206	33,403
US\$75 million BDO Loan	–	504,214
LBP Leasing	–	106,548
SBM Leasing	–	28,161
	₱17,753,209	₱2,610,480

1. Bonds Payable

On March 16, 2012, CCC completed the issuance of US\$-denominated fixed-rate notes representing \$300 million of CCC's senior unsecured debt with a tenor of five (5) years and five (5) days. The Bonds Payable, which were issued at the price of 98.95% of face value, will pay interest semi-annually every 21st of March and September at the rate of 6.5% and will carry a yield to maturity of 6.75%. The accrued interest payable from bonds amounted to ₱266,624 and ₱252,274 as at December 31, 2016 and 2015, respectively (see Note 14).

The interest expense recognized from bonds amounted to ₱1,175,070, ₱1,124,744 and ₱1,093,151 in 2016, 2015 and 2014, respectively (see Note 24). CCC's capitalized interest expense in relation to the \$300 million bonds under "Construction in-progress" amounted to nil in 2016 and 2015 and ₱39,529 in 2014, at interest rates of nil in 2016 and 2015 and 6.5% in 2014.

The Bonds Payable have an identified call option as they may be redeemed fully prior to maturity at a redemption price equal to 100% of the principal amount plus applicable premium and accrued and unpaid interest. No derivative asset was recognized on such prepayment option since it was assessed to be clearly and closely related to the host contract. The Bonds Payable also contains an equity clawback option that allows CCC to redeem up to 35% of the Bonds Payable at any time prior to March 21, 2015, at a redemption price of 106.5% of the principal amount plus accrued and unpaid interest, using the net proceeds of an equity offering (see Note 6).



Covenants

The agreement embodying the terms of the Bonds Payable (the “Indenture”) imposes, certain restrictions and requirements with respect to, among others, the following:

- (i) *Incurrence of Indebtedness Other than Permitted Indebtedness* - CCC may incur indebtedness other than those permitted under Clause 4.6(b) of the Indenture if at the time of incurrence and the receipt and application of the proceeds therefrom, (i) no default, as such is defined in the Indenture (“Default”), has occurred or is continuing, and (ii) the Fixed Charge Coverage Ratio (“FCCR”) of CCC is not less than 2.5 to 1.0 (the “Incurrence Conditions”). FCCR is the ratio of (1) the aggregate amount of earnings before interest, taxes, depreciation, and amortization (EBITDA) for the most recent four (4) fiscal quarterly periods prior to the incurrence of the indebtedness (the “Four Quarter Period”); over (2) the aggregate fixed charges during the Four Quarter Period.
- (ii) *Payment of Dividends* - CCC may declare and/or pay dividends if at the time of the declaration and/or payment, (i) no default has occurred, is continuing, or will result from such declaration and/or payment, (ii) CCC can incur at least US\$1.00 of indebtedness without violating the Incurrence Conditions, and (iii) the sum of the amount of the dividend declared and/or paid and of the aggregate amount of all restricted payments (as such is defined under the Indenture) does not exceed the aggregate amount of the items enumerated under Clause 4.7 (a) (3) of the Indenture.

CCC has complied with the above covenants as at December 31, 2016 and 2015.

2. US\$75 million BDO Loan

On July 25, 2011, the Parent Company availed from BDO a US\$-denominated loan facility debt covering the amount of US\$75 million (“the BDO Facility”) which was fully drawn upon availment. The proceeds from the BDO Facility were used to finance (i) the Parent Company’s acquisition of the entire equity interest of CASOP in CCC, and (ii) CCC’s working capital requirements. The BDO Facility was fully settled and paid in July 2016.

The BDO Facility (i) has a term of five (5) years, (ii) is payable in 49 equal monthly installments starting July 2012, (iii) accrues interest at the rate of 7% per annum, and (iv) is primarily secured by an irrevocable suretyship executed by CCC in favor of BDO. Upon the occurrence of an event of default, BDO has the option to convert all amounts outstanding under the BDO Facility into equity of the Parent Company. The conversion shall be effectuated through the assignment by BDO to the Parent Company of the amount of the loan obligation as payment for BDO’s subscription to the shares of stock of the Parent Company at the price of ₱19.56 per share and based on the Philippine Peso-US Dollar exchange rate of US\$1.00:₱43.50.

Securities

The BDO Facility is also secured by a pledge of the shares of CCC that were purchased by the Parent Company. Such purchase was funded partly by the proceeds from the BDO Facility.

Covenants

The agreement embodying the terms of the BDO Facility imposes certain restrictions and requirements with respect to, among others, the following:

- Maintenance of a debt service coverage during the term of the BDO Facility (debt service coverage ratio (DSCR) must not be less than 1.5:1);
- Declaration and payment of dividends or any distribution to shareholders; change in ownership and voting control structure; selling, leasing, transferring, or otherwise



disposing of all or substantially all of its properties and assets; or any significant portion thereof other than in the ordinary course of business; consolidation or merger with any corporation; and investment in the shares of stock of any corporation other than its affiliates.

- Cash securities (which are classified as short-term investments).

On July 2016, the Parent Company was able to pay the outstanding loan in full amounting to ₱504.2 million. The related interest expense recognized amounted to ₱12,699, ₱71,532 and ₱132,537 in 2016, 2015 and 2014, respectively (see Note 24). The accrued interest payable amounted to nil and ₱292 as at December 31, 2016 and 2015 respectively (see Note 14).

Short-term Investments

Restricted cash securities that were attached to the BDO Facility were classified as short-term investments amounted to nil and ₱185,239 as at December 31, 2016 and 2015, respectively.

3. Alakor Corporation, Anglo Philippine Holdings Corporation (APHC) and SMIC

Senior unsecured convertible loan facilities covering the aggregate amount of ₱1.8 billion (the “convertible loans”) were obtained by the Parent Company from its principal shareholders, APHC, Alakor Corporation, and SMIC (the “lenders”) in June 2015, under independent bilateral loan agreements with common terms. Proceeds of the convertible loans were used substantially to subscribe to the capital stock of its subsidiary, CCC.

The convertible loans (i) have a 3-year tenor, (ii) accrue at the rate of 4% per annum payable semi-annually, (iii) with an indicative yield-to-maturity of 5.625% per annum, (iv) convertible into equity of the Parent Company at a conversion price equivalent to whichever is higher of 120% of the volume weighted average price (“VWAP”) of the Parent Company shares over the period of 10 trading days immediately preceding the drawdown date, or par value of the Parent Company shares, (v) may be paid before maturity at which the agreed yield will be realized (a) at the option of the lenders on the first anniversary of the drawdown date and at the end of every six-month period thereafter, and (b) at the option of the Parent Company at any time after the lapse of 18 months from the drawdown date, provided, that the closing price of the Parent Company shares on each of 20 trading days within any period of 30 consecutive trading days exceeds 130% of the conversion price on each of such trading days.

The notes together with its features are evaluated to determine if the embedded components qualify as derivatives to be separately accounted for under PAS 32, *Financial Instruments: Presentation*. As a result of this evaluation, the Group identified the conversion rights as derivative financial instruments to be taken up as equity. Using the residual approach, the proceeds are allocated between the debt instrument and conversion rights. At inception date the fair value of the debt instrument and conversion right presented as APIC amounted to ₱1,751,153 and ₱48,847, respectively.

The interest expense recognized with respect to the senior unsecured convertible loans amounted to ₱126,620 and ₱55,075 in 2016 and 2015, respectively (see Note 24). Accrued interest payable amounted to ₱4,312 and ₱4,446 as at December 31, 2016 and 2015, respectively (see Note 14).

4. SMIC

On September 16, 2015, the Parent Company availed from SMIC a loan facility in the amount of ₱981,435 which was used to finance working capital requirements and equity infusion to its subsidiary, CCC. The essential terms of the loan include: interest rate at 5% per annum,



subject to repricing at prevailing market rates; payable in 90 days extendible up to 5 years; and with prepayment option of all or part of the loan prior to maturity.

In January, February, March and September 2016, the Parent Company additionally availed from SMIC senior unsecured loan facilities covering the aggregate amounts of ₱705,375, ₱1,346,268, ₱2,236,560 and ₱1,660,925, respectively, to raise additional working capital. The loans are payable within 5 years from the dates of availment, accrued interest at the rate of 5% per annum subject to repricing at prevailing market rate and with prepayment option of all or part of the loan prior to maturity.

The related interest expense amounted to ₱258,073 and ₱14,449 in 2016 and 2015, respectively (see Note 24). Accrued interest payable amounted to ₱25,889 and ₱2,137 as at December 31, 2016 and 2015, respectively (see Note 14).

5. Bilateral Loan Agreements

On October 10, 2014, CCC entered into bilateral term loan agreements with Security Bank, Maybank Philippines Inc., Maybank International Labuan branch, RCBC and UOB (“the Bilateral Loan Agreements”). The proceeds of the loans were used by CCC to fund its capital expenditures and refinance its outstanding short-term loan obligations.

The loans have a term of four (4) years reckoned from the date of availment, and constitute unsubordinated obligations of CCC that rank at least *pari passu* in priority of payment with all its unsecured obligations.

Covenants

The Bilateral Loan Agreements impose, certain restrictions and requirements with respect to, among others, the following:

(i) *Target Financial Ratios* - During the term of the loans, CCC shall ensure that:

- Its Debt to Equity Ratio does not exceed 2.0 in each of the calendar years 2014, 2015, 2016, and 2017, based on the audited financial statements as of the last day of each of such calendar years; Debt to Equity Ratio is total debt divided by total equity;
- Its DSCR shall not be less than (a) 1.5 in each of the calendar years 2014, 2015, and 2017, and (b) 1.1 in the calendar year 2016, based on the audited financial statements as of the last day of each of such calendar years; DSCR is the sum of EBITDA for the most recent audited year and the ending cash balance for the most recent audited year divided by the aggregate of principal, interest and lease payments for the current year; and
- Its Debt to EBITDA Ratio does not exceed 4.0 in each of the calendar years 2014, 2015, 2016 and 2017, based on the audited financial statement as of the last day of each of such calendar year; Debt to EBITDA Ratio is total debt divided by EBITDA.

CCC’s compliance with the financial covenants provided herein shall be determined annually by calculating the Financial Ratios for each of the relevant calendar years by no later than April 30 of the year following the calendar year with respect to which compliance is being tested.

Should the Annual Test for the calendar year 2014 (and for such year only), performed on or before April 30, 2015 (the “2014 Annual Test”), result in a determination that not all of the Target Financial Ratios were achieved by CCC, the Financial Ratios will be calculated again before the next annual test on a date not later than August 31, 2015, and based on CCC’s certified unaudited financial statements for the six-month period ending June 30, 2015 (the “2015 Interim Test”).



CCC's failure to achieve the Target Financial Ratios with respect to the calendar year 2014, as determined through the 2014 Annual Test, shall not constitute an event of default. For the avoidance of doubt, the 2015 Interim Test will be performed only if CCC is unable to satisfy the Target Financial Ratios based on the 2014 Annual Test.

For the purpose of the 2015 Interim Test: (a) the calculation of the Financial Ratios that consider EBITDA shall be based on two times the amount of the six-month EBITDA as at June 30, 2015; (b) the calculation of the DSCR shall consider (1) the ending cash balance as at June 30, 2015, and (2) the projected amount of debt service for the one-year period beginning July 1, 2015 and ending June 30, 2016; and (c) the calculation of the Debt-to-Equity Ratio shall consider CCC's equity as at June 30, 2015.

In 2016, CCC was unable to achieve fully the Target Financial Ratios. However pursuant to the terms of the Bilateral Loan Agreements, CCC secured a waiver of its compliance with the covenants on the maintenance of the Target Financial Ratios before the close of the reporting period and the approval of the issuance of this report, except for the waiver of MayBank, which was issued after the close of the reporting period but before the approval of the issuance of this report. Accordingly, the loan amount related to Maybank was classified as current. CCC settled the principal amounts and interests on a timely basis. The carrying amount of the loans covered by the Bilateral Loan Agreements was ₱4,150,029 and ₱4,135,370 as at December 31, 2016 and 2015, respectively.

- (ii) *Payment of Dividends* - CCC shall not pay any dividends or make any distribution on or with respect to its capital stock (other than dividends or distributions payable or paid solely in shares of stock of CCC, other than Disqualified Stock or preferred stock) (i) if a default has occurred and is continuing at the time of such payment or distribution, or would occur as a result of such payment or distribution, or (ii) if after giving effect thereto, such payment or distribution, together with the aggregate amount of all dividend payments and distributions made by CCC since the issuance of the Bonds Payable shall exceed 50% of the aggregate amount of the net income of CCC accrued on a cumulative basis during the period beginning on January 1, 2012 and ending on the last day of CCC's most recently ended fiscal quarter for which financial statements of CCC are available and have been provided to the lenders at the time of such payment or distribution.

The total interest expense recognized related to the Bilateral Loans amounted to ₱196,048, ₱182,710 and ₱35,871 in 2016, 2015 and 2014, respectively (see Note 24). The total accrued interest payable related to Bilateral Loans amounted to ₱32,874 and ₱36,623 as at December 31, 2016 and 2015, respectively (see Note 14).

The Bilateral loans consist of the following loans as of December 31, 2016:

- UOB

The bilateral term loan agreement between CCC and UOB entered into on October 10, 2014 (the "UOB TLA") covers a facility for the amount of US\$25.0 million and has a term of 4 years reckoned from the date of the loan availment. The loan accrues interest at the rate of 3.735% per annum. CCC fully availed the facility covered by the UOB TLA.

The interest expense recognized in respect of the UOB TLA amounted to ₱56,984, ₱50,929 and ₱11,010 in 2016, 2015 and 2014, respectively (see Note 24). Accrued interest payable as at December 31, 2016 and 2015 amounted to ₱10,203 and ₱9,303 (see Note 14).



- Security Bank

On October 16, 2014, CCC paid the outstanding portion of the loan amounting to US\$6.5 million from the proceeds of the ₱1,100,000 facility covered by the bilateral term loan agreement between CCC and Security Bank dated October 10, 2014 (the “SB TLA”). Under the terms of the SB TLA, the principal amount of the loan availed shall be payable within four (4) years from the date of availment and shall accrue interest at the rate of 5.0% per annum. CCC fully availed the facility covered by the SB TLA.

The related interest expense recognized amounted to ₱55,782, ₱56,782 and ₱21,317 in 2016, 2015, and 2014, respectively (see Note 24). The accrued interest payable amounted to ₱9,417 and ₱10,052 as at December 31, 2016 and 2015, respectively (see Note 14).

- RCBC

On April 11, 2014, CCC obtained a short-term loan from RCBC with a maturity date on October 8, 2014 in the amount of ₱450,000 which was used to finance working capital requirements. The amount drawn from the facility is payable within 180 days from the date of availment and accrues interest at the rate of 2.5% per annum. CCC paid the loan balance of ₱450,000 on October 16, 2014 from the proceeds of the availment under the bilateral term loan agreement between CCC and RCBC dated October 10, 2014 (the “RCBC TLA”).

The RCBC TLA covers a facility for the amount of US\$19.5 million. Under the terms of the RCBC TLA, any loan shall be payable within 4 years from the date of availment and shall accrue interest at the rate of 3.735% per annum. CCC fully availed the facility covered by the RCBC TLA. Total interest expense on the loan amounted to ₱38,961, ₱39,835 and ₱13,540 in 2016, 2015 and 2014, respectively (see Note 24). The accrued interest payable amounted to ₱5,183 and ₱6,293 as at December 31, 2016 and 2015, respectively (see Note 14).

- MayBank

On October 10, 2014, CCC entered into bilateral term loan agreements with MayBank Philippines and MayBank International which cover facilities for the aggregate amount of US\$20.0 million (the “MayBank TLA”). Loan availments under the facilities are payable within four (4) years from the drawdown date and accrues interest at the rate of 3.735% per annum. CCC fully availed the facilities covered by the MayBank TLA.

The related interest expense recognized amounted to ₱44,321, ₱39,812 and ₱14,631 in 2016, 2015 and 2014, respectively (see Note 24). The accrued interest payable amounted to ₱8,162 and ₱7,428 in December 31, 2016 and 2015, respectively (see Note 14).

6. BDO Leasing

From 2011 to 2016, CCC availed of various peso-denominated finance lease facilities from BDO Leasing for the purchase of various equipment. The amounts availed under the facilities are payable within 36 months and accrue interest at the rate of 4.75% to 6.75% per annum. In 2016 and 2015, CCC availed of additional finance lease facilities from BDO Leasing covering the total amount of nil and ₱531.5 million, respectively.

The related interest expense recognized amounted to ₱25,311, ₱40,728 and ₱61,152 in 2016, 2015 and 2014, respectively (see Note 24). The accrued interest payable amounted to nil as at December 31, 2016 and 2015 (see Note 14).



7. SCB

On May 21, 2014, CCC executed an Omnibus Loan and Security Agreement (OLSA) with the Singapore Branch of SCB respecting a secured term loan facility covering a total amount of US\$20 million that may be availed in tranches, the proceeds of which was intended to fund the purchase of mining equipment. Under the OLSA, any availment accrues interest at an annual rate equivalent to the sum of 2.85% and the 3-month US\$ London Interbank Offered Rate that corresponds to the relevant interest period. Each interest period for the reckoning of accrued and payable interest on every availment spans three (3) months, with the first interest period commencing on the date of the first availment under the OLSA. Accrued interest is payable on the last day of each interest period.

The first availment under the OLSA amounting to US\$8.4 million was made on June 11, 2014 and will accrue interest at the rate of 3.08% per annum. The second availment under the OLSA amounting to US\$5.45 million was made on March 23, 2015 and will accrue interest at the rate of 3.11% per annum. Each availment under the OLSA will mature three (3) years from the date of availment. Availments under the OLSA are secured by a chattel mortgage covering the movable equipment purchased using the proceeds thereof.

The interest expense recognized from SCB amounted to ₱13,016, ₱17,017 and ₱8,179 in 2016, 2015 and 2014, respectively (see Note 24). The total accrued interest payable for SCB loans amounted to ₱488 and ₱767 as at December 31, 2016 and 2015, respectively (see Note 14).

As at December 31, 2016, CCC was unable to achieve the financial covenant. Accordingly, the total amount of the pertinent loans was classified as current. However, in accordance with the terms of the OLSA, CCC was able to obtain from SCB a waiver of its compliance with the financial covenant after the close of the reporting period, but before the authorization for the issuance of this report. Accordingly, the total amounts of the pertinent loans were classified as current. The carrying amount of the loans under the OLSA amounted to ₱183,185 and ₱391,920 as at December 31, 2016 and 2015, respectively. CCC settled the principal amounts and interests on a timely basis.

8. LBP Leasing

From July to September 2013, CCC obtained from LBP Leasing a short-term credit facility convertible to finance lease in the amount of ₱156.4 million. In December 2013, CCC obtained an additional short-term loan in the amount ₱300 million which will mature on December 18, 2016 and accrues at the rate of 6.5% per annum. Part of the proceeds obtained from the loan was used to pay the outstanding amount of ₱156.4 million which matured on December 26, 2013. The related interest expense recognized amounted to ₱3,821, ₱10,476 and ₱16,744 in 2016, 2015 and 2014, respectively (see Note 24). No accrued interest payable was recognized as at December 31, 2016 and 2015.

On December 18, 2016, CCC has fully paid the outstanding loans payable to LBP Leasing.

9. SBM Leasing

From March to December 2013, CCC availed of peso-denominated equipment financing facilities from SBM Leasing. The amounts due under the facilities which amounted to ₱269.4 million are payable within 36 months and accrue interest at the rate of 6.5% to 7% per annum. The related interest expense recognized amounted to ₱383, ₱5,509 and ₱11,798 in 2016, 2015 and 2014, respectively (see Note 24). The accrued interest payable amounted to nil as at December 31, 2016 and 2015.

On 2016, CCC has fully paid the outstanding loans payable to SBM Leasing.



16. Liability for Mine Rehabilitation Cost

This account consists of:

	2016	2015
Balances at beginning of year	₱48,172	₱44,975
Cumulative translations adjustment	2,829	2,423
Accretion of interest (Note 24)	2,265	2,087
Change in accounting estimate	–	(1,313)
Balances at end of year	₱53,266	₱48,172

The Group makes a full provision for the future cost of rehabilitation of the plant and other future costs on a discounted basis. Liability for mine rehabilitation cost represents the present value of future rehabilitation and other related costs. These provisions have been created based on the Group's internal estimates. Assumptions, based on the current economic environment, have been made which management believes are a reasonable basis upon which to estimate the future liability. These estimates are reviewed regularly to take into account any material changes to the assumptions. However, actual costs will ultimately depend upon future market prices for the necessary works required which will reflect market conditions at the relevant time. Furthermore, the timing of the rehabilitation and expenditure of other costs is likely to depend on when the mine ceases to produce at economically viable rates, and the timing that the event for which the other provisions provided for will occur.

CCC

In 2016 and 2015, there are no change in estimated future cash flow in accordance with the terms of its Final Mine Rehabilitation and Decommissioning Plan. Discount rates used by the Group are 5.0% both for 2016 and 2015.

As at December 31, 2016 and 2015, change in the liability for mine rehabilitation cost amounted to nil and ₱1,313, respectively, were recognized as a result of the change in estimate.

17. Equity

a. Capital Stock

The table below presents the details of the authorized and issued and outstanding capital stock as at December 31:

	2016		2015	
	No. of Shares	Amount	No. of Shares	Amount
Authorized - (₱1 and ₱8 par value in 2016 and 2015, respectively)	3,000,000,000	₱3,000,000	3,000,000,000	₱24,000,000
Issued and outstanding	2,087,032,774	2,087,033	2,087,032,774	16,696,262

Reduction in Par Value, Decrease and Increase in Authorized Capital Stock

On February 22, 2016, the Parent Company's BOD approved the (i) change in the par value of common shares from ₱8.00 per share, with capital stock of ₱24,000,000 divided into 3,000,000,000 common shares to ₱1.00 per share, with capital stock of ₱3,000,000 divided into 3,000,000,000 common shares and (ii) the subsequent increase in the authorized capital stock (ACS) by ₱3,000,000, from ₱3,000,000 to ₱6,000,000 divided into 6,000,000,000 common shares with a par value of ₱1.00 per share (the "1st ACS Increase").



The (i) reduction in par value with the (ii) attendant reduction in the capital stock, (iii) subsequent increase in ACS, and the consequent (iv) amendment to Article VII of the Articles of Incorporation of the Parent Company were duly approved by the Shareholders on April 29, 2016.

The lower par value of ₱1.00 per share would allow the Parent Company to raise fresh funds through primary shares issuance if needed. The decrease in capital stock and par value reduction resulted in APIC of ₱14,609,229. The SEC approved the reduction in par value and capital stock on June 29, 2016.

On November 16, 2016, the Parent Company's BOD approved another round of increase in ACS by ₱2,000,000, which was subsequently amended during its December 7, 2016 special BOD meeting, by raising the increase to ₱2,500,000 divided into 2,500,000,000 common shares of stock with the resulting ACS of ₱8,500,000 divided into 8,500,000,000 common shares of stock with a par value of ₱1.00 per share of stock (the "2nd ACS Increase").

Issuance of Shares

There was no new issuance of shares in 2016 and 2015. Issuances of shares in 2014 are as follows:

2014

Name of Stockholder	No. of Shares	Capital Stock	APIC	Total
Stock issuances arising from				
Comprehensive Stock				
Option Plan (CSOP)	1,183,604	₱9,469	₱2,367	₱11,836
BDO	9,728,000	77,824	19,456	97,280
	10,911,604	₱87,293	₱21,823	₱109,116

CSOP

In 2014 and 2013, qualified employees who were previously granted stock option awards exercised their subscription rights with respect to a total of 1,183,604 and 1,754,190 shares, for which total subscription price of ₱11,836 and ₱17,542, respectively, were paid.

2016

On December 7, 2016, the BOD approved the issuance of shares of Stock out of the above stated combined increase in the ACS for an aggregate subscription price of ₱1,375,000 at ₱4.3842 per share (the "Subscription Price"), with the amount of ₱343,750 to be paid in cash by the Subscribers upon execution of the Subscription Agreement and the balance to be paid upon call. The total number of the Share Issue is equivalent to at least twenty five percent (25%) of the 1st ACS Increase and 2nd ACS Increase (collectively referred to as the "Subscription").

The Subscription Price of ₱4.3842/share is the 90-day VWAP preceding the Pricing Date of November 16, 2016. The Group will recognize as APIC the difference between the total par value of the shares to be issued and the total Subscription Price.

A portion of the proceeds from the Share Issue will be used to pay the Parent Company's debt incurred in 2015 amounting to ₱1,800,000, which was used to fund the 2015 Waste Stripping Program of CCC, with a total cost of ₱3,604,000. The remaining cost not funded by debt was funded from cash generated from operations.



The dividend, voting and preemption rights of the Share Issue are the same with the rights being enjoyed by the current Shareholders. The Share Issue will not have any effect upon the rights of the existing Shareholders.

The increase in the ACS will enable the Parent Company to have sufficient unissued shares of stock out of its ACS to allow the Parent Company to issue Warrants and the Underlying Common Shares of Stock as a result of the exercise of the Warrants as briefly described below coupled with the flexibility to raise fresh funds. With available and sufficient unissued capital stock, the Parent Company will have the capability for any future capital initiative.

b. Warrant Issue

To refinance the US\$300 million existing bonds of CCC, as well as the Parent Company's existing Shareholders' advances into a subordinated loans with warrants, the Parent Company's BOD approved the issuance of approximately 5,541,199,780 Warrants and the corresponding 5,541,199,780 Underlying Common Shares as a result of the exercise of the Warrants.

The Warrants shall be issued by the Parent Company to its major Shareholders or their assigns among others.

The following are the salient features, terms and conditions and other relevant information regarding the Warrant Issue:

- The number of Warrants to be issued to the Parent Company's major Shareholders is approximately 5,541,191,780, subject to the exchange rate on the closing date or the date all regulatory approval are secured and full compliance with all legal laws, rules and regulations for the issuance of Warrants whichever is later.
- Entitlement ratio is 1 common stock for 1 warrant, thus the corresponding number of underlying securities is approximately 5,541,191,780 Common Shares. Exercise period of the Warrants shall be from and including the date of issue of the Warrants up to 5:00 p.m. on the day immediately preceding the date of the seventh (7th) anniversary of the date of issue of the Warrants. Expiry date is the seventh (7th) anniversary of the date of the issue of the Warrants.
- The basis of determining the Exercise Price of ₱4.3842 is the 90-day VWAP preceding the Pricing Date, November 16, 2016.
- Timetable for the issuance of the Warrants will be upon obtaining the following: (i) Shareholders' approval to the increase in the ACS and amendment to Article VII of the Parent's Articles of Incorporation (AOI); and (ii) SEC approval of the increase in ACS and amendment to AOI, other regulatory approvals and compliance with all legal requirements.
- The Warrants constitute direct, unsecured and unsubordinated obligations of the Parent Company and will at all times rank *pari passu* without preference among themselves and with all other outstanding unsecured and unsubordinated obligations of the Parent Company, past and future.
- Exercise of the Warrants is subject to all applicable laws, regulations and practices in force on the relevant Exercise Date.



- Warrants are exercisable on any business day during the Exercise Period.
- The Parent Company may, but is not obligated, at any time to purchase the Warrants at any price.
- The Group may modify the terms and conditions without the consent of the Warrant Holders which the Parent Company may deem necessary or desirable provided the modification is not materially prejudicial to the interests of the Warrant Holders.
- If any event occurs which would reasonably be expected to have an effect on the Exercise Price, upon written opinion of an Independent Investment Bank, adjustments shall be made as appropriate on account of such event.

During the Special Shareholders' Meeting (SSM) held on February 21, 2017, the Shareholders approved the increase in ACS, the amendment to Article VII of the Parent Company's Articles of Incorporation, the issuance of shares out of the combined increase in ACS, the issuance of Warrants and the underlying Shares of Stock as a result of the exercise of the Warrants (see Note 32).

On the same February 21, 2017 SSM, the Parent Company also obtained a waiver of the conduct of a rights or public offer for the Shares subscribed out of the increase in the ACS and the issuance of the underlying Common Shares as a result of the exercise of the Warrants by a majority vote representing the outstanding shares held by the minority Shareholders present or represented at the SSM (see Note 32).

c. Retained Earnings

Restricted Retained Earnings

As at December 31, 2016 and 2015, CCC has retained earnings in an amount exceeding its paid-up capital. The retention of the surplus profit is on account of: (i) the restriction under the indenture in respect of the Bonds Payable and the Bilateral Loan Agreements on the declaration of dividends in an amount exceeding 50% of CCC's cumulative net income during the period beginning on January 1, 2012 and ending on the last day of any fiscal quarter during the term of the Indenture, and (ii) the earmarking of funds for substantial capital expenditures covering open pit mine development.

d. Number of Shareholders

As at December 31, 2016 and 2015, the Parent Company had twenty thousand eight hundred sixteen (20,816) and twenty thousand nine hundred thirteen (20,913) shareholders, respectively.



18. Comprehensive Stock Option Plan

On July 18, 2007, the Parent Company's stockholders and BOD approved and ratified the Comprehensive Stock Option Plan for the Parent Company's "qualified employees". The salient terms and features of the stock option plan, among others, are as follows:

- i. Participants: directors, officers, managers and key consultants of the Parent Company and its significantly owned subsidiaries;
- ii. Number of underlying shares: 50,000,000 common shares to be taken out of the unissued portion of the Parent Company's authorized capital stock with 25,000,000 of the underlying shares already been earmarked for the first-tranche optionees as duly approved by the Parent Company's stockholders during the annual general meeting (AGM) held on July 18, 2007;
- iii. Option period: Three years from the date the stock option is awarded to the optionees;
- iv. Vesting period: 1/3 of the options granted will vest in each year; and
- v. Exercise price: ₱10.00 per share benchmarked on the average closing price of the Parent Company's shares of stock as traded on the PSE during the period between September 6, 2006 (date of the AGM during which the stock option plan was first approved) and June 18, 2007 (the date of the BOD meeting during which the terms of the stock option plan were approved); such average closing price was ₱11.05 (the exercise price represents the average closing price discounted at the rate of 9.50%).

The Parent Company used the Black-Scholes model to compute for the fair value of the stock options based on the following assumptions as at July 18, 2007:

Spot price per share	₱15.00
Time to maturity	3 years
Volatility*	52.55%
Dividend yield	0.00%

*Volatility is calculated using historical stock prices and their corresponding logarithmic returns.

As discussed in Note 17a, qualified employees who were previously granted stock option awards exercised their subscription rights with respect to a total of nil shares in 2016 and 2015 and 1,183,604 shares in 2014 for total subscription price of nil in 2016 and 2015 and ₱11,836 in 2014.

19. Mining and Milling Costs and Mine Products Taxes

Mining and milling costs consists of:

	2016	2015	2014
Materials and supplies (Note 7)	₱3,222,626	₱3,470,881	₱4,479,583
Depreciation, depletion and amortization (Note 9)	2,314,646	2,438,685	2,216,854
Communication, light and water	2,163,398	1,732,096	2,212,477
Personnel costs	659,025	835,464	793,418
Contracted services (Note 30)	174,630	314,559	322,363
Provision for asset write-downs (Note 9)	—	—	5,944
Other costs	171,693	137,543	397,518
	₱8,706,018	₱8,929,228	₱10,428,157



Materials and supplies significantly consists of consumable bearing and grinding balls, coolant and lubricants for the concentrators, concentrator supplies like floatation reagent to process the extracted ores, spare parts for concentrator machineries, crushers and conveyors, supplies such as diesel and gasoline fuels used by dump trucks and drilling machineries in extracting and transporting the ores and explosives, blasting and accessories for open pit mining. Other costs consist of freight expenses, custom duties and vehicle insurances for the mine operations.

Mine Products Taxes

	2016	2015	2014
Excise taxes	₱216,429	₱211,579	₱299,045
Royalties (Notes 1c)	–	–	11,081
	₱216,429	₱211,579	₱310,126

20. General and Administrative Expenses

This account consists of:

	2016	2015	2014
Personnel costs	₱403,188	₱485,517	₱588,407
Rentals (Note 30)	259,933	194,902	182,167
Taxes and licenses	141,161	162,478	212,100
Professional fees	92,469	52,832	90,648
Depreciation and amortization (Note 9)	69,774	79,780	89,389
Communication, light and water	24,229	20,191	21,528
Insurance	20,906	191,351	63,412
Entertainment, amusement and recreation	14,481	23,319	24,437
General consumption items	6,994	26,685	19,239
Repairs and maintenance	3,073	5,290	7,789
Office supplies	1,869	3,161	7,266
Transportation and travel	401	1,123	14,364
Bond premium expense	353	2,159	2,249
Provision for impairment losses:			
Inventories	41,747	778	–
Receivables (Note 5)	1,763	264	–
Others	192,164	139,222	89,502
	₱1,274,505	₱1,389,052	₱1,412,497

Rentals consist of land and equipment rentals not directly used in the mining operations.

Others consist significantly of environmental and community development expense, insurance fees, diesel fuel costs, donations, severance pay, costs of general consumption items, medical expenses, drilling expenses, and cost of training and seminars.

Personnel costs recognized in mining and milling costs and general and administrative expenses consist of the following:

	2016	2015	2014
Salaries and wages	₱919,355	₱1,061,401	₱1,036,768
Retirement benefits cost (Note 22)	59,311	133,066	111,229
Other employee benefits	91,244	126,514	203,858
	₱1,069,910	₱1,320,981	₱1,351,855



21. 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. In the normal course of business, transactions with related parties consist mainly of payments made by the Parent Company for various expenses and noninterest-bearing, short-term cash advances for working capital requirements. 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 as at December 31, are as follows:

2016				
	Amount/ Volume	Outstanding Balance	Terms	Conditions
<i>Receivables</i>				
<i>Subsidiaries</i>				
AEI	₱78	₱100,562	On demand; noninterest-bearing	Unsecured, no guarantee
AI	69	31,741	On demand; noninterest-bearing	Unsecured, no guarantee
	₱147	₱132,303		
<i>Payables</i>				
SMIC	₱5,949,128	₱6,930,563	Interest-bearing; 5% per annum	Unsecured, no guarantee
CCC	198,116	115,416	On demand; noninterest-bearing	Unsecured, no guarantee
AHI	104	2,148	On demand; noninterest-bearing	Unsecured, no guarantee
	₱6,147,348	₱7,048,127		
2015				
	Amount/ Volume	Outstanding Balance	Terms	Conditions
<i>Receivables</i>				
<i>Subsidiaries</i>				
AEI	₱324	₱100,484	On demand; noninterest-bearing	Unsecured, no guarantee
CCC	679,915	82,700	On demand; noninterest-bearing	Unsecured, no guarantee
AI	103	31,672	On demand; noninterest-bearing	Unsecured, no guarantee
	₱680,342	₱214,856		
<i>Payables</i>				
SMIC	₱981,435	₱981,435	Interest-bearing; 5% per annum	Unsecured, no guarantee
AHI	132	2,252	On demand; noninterest-bearing	Unsecured, no guarantee
	₱981,567	₱983,687		



- a. The consolidated statements of financial position include the following amounts resulting from the various transactions with related parties as at December 31, are as follows:

2016				
	Amount/ Volume	Outstanding Balance	Terms	Conditions
Associates				
Receivables (Note 5)				
BNC	₱6,529	₱122,039	On demand; noninterest-bearing	Unsecured, no guarantee
URHI	61,740	64,746	On demand; noninterest-bearing	Unsecured, no guarantee
UNC	838	15,662	On demand; noninterest-bearing	Unsecured, no guarantee
	₱69,107	₱202,447		
2015				
	Amount/ Volume	Outstanding Balance	Terms	Conditions
Associates				
Receivables (Note 5)				
BNC	₱5,743	₱115,510	On demand; noninterest-bearing	Unsecured, no guarantee
UNC	1,082	14,824	On demand; noninterest-bearing	Unsecured, no guarantee
URHI	-	3,006	On demand; noninterest-bearing	Unsecured, no guarantee
	₱6,825	₱133,340		

- b. Receivables from officers and employees as at December 31, 2016 and 2015 amounting to ₱16,547 and ₱18,901, respectively, pertain to the receivables extended by the Group to its officers and employees and unliquidated advances used in the Group's operations. These receivables from officers and employees are due and demandable (see Note 5).
- c. *Compensation of Key Management Personnel*

The Group considers all senior officers as key management personnel.

	2016	2015	2014
Short-term benefits	₱128,603	₱135,529	₱190,201
Retirement benefits	10,789	19,551	15,669
	₱139,392	₱155,080	₱205,870

22. Retirement Benefits Liability

The Group has an unfunded defined retirement benefits plan covering substantially all of its employees. The plan provides a retirement of amount equal to one month's salary for every year of service, with six months or more of service considered as one year.



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.

Parent Company Retirement Liability

The details of net retirement benefits costs follow:

	2016	2015	2014
Current service cost	₱2,594	₱7,072	₱7,620
Interest cost (Note 24)	485	906	1,100
	₱3,079	₱7,978	₱8,720

The movements in present value of the retirement benefits liability are as follows:

	2016	2015
Balances at beginning of year	₱11,721	₱23,543
Current service cost (Note 20)	2,594	7,072
Interest cost (Note 24)	485	906
Remeasurement of actuarial gain:		
Experience adjustments	(3,245)	(2,431)
Demographic assumptions	(1,020)	-
Financial assumptions	(261)	(8,226)
Benefits paid	(1,738)	(9,143)
Balances at end of year	₱8,536	₱11,721

The Parent Company does not have any plan assets.

The cost of defined retirement benefits plan, as well as the present value of the retirement benefits liability is determined using actuarial valuations. The actuarial valuation involves making various assumptions.

The principal assumptions used in determining retirement benefits costs and retirement benefits liability for the Parent Company's defined retirement benefits plan are shown below:

	2016	2015	2014
Discount rate	5.51%	5.13%	4.66%
Expected rate of salary increase	5.00%	5.00%	10.00%
	8% at age 18	10% at age 20	10% at age 20
	decreasing to	decreasing to	decreasing to
Turnover rate	0% at age 60	0% at age 45	0% at age 45



The sensitivity analyses below have 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)	2016	2015
Discount rates	+1%	(P7,925)	(P10,858)
	-1%	9,263	12,757
	Increase (decrease)	2016	2015
Salary increase rate	+1%	P9,303	P12,711

The Parent Company does not expect to contribute to the defined benefit pension plan in 2016. The Parent Company does not have a Trustee Bank, and does not currently employ any asset-liability matching.

Shown below is the maturity analysis of the undiscounted benefit payments as at December 31, 2016 and 2015:

	2016	2015
Less than one (1) year	P4,350	P4,545
More than one (1) year to five (5) years	-	2,924
More than five (5) years to ten (10) years	11,662	4,731
More than ten (10) years to fifteen (15) years	3,489	16,894
More than fifteen (15) years to twenty (20) years	685	4,069
More than twenty (20) years	44,604	64,935
	P64,790	P98,098

The average duration of the defined retirement benefits liability as at December 31, 2016 and 2015 is 18.39 years and 19.25 years, respectively.

CCC Retirement Liability

The details of net retirement benefits costs follow:

	2016	2015	2014
Current service cost	P49,020	P125,994	P103,609
Interest cost (Note 24)	13,579	27,302	22,216
Settlement loss	7,697	-	-
	P70,296	P153,296	P125,825

The movements in present value of the retirement benefits liability are as follows:

	2016	2015
Balances at beginning of year	P322,123	P598,816
Current service cost (Note 20)	49,020	125,994
Interest cost (Note 24)	13,579	27,302
Settlement loss (Note 20)	7,697	-
Remeasurement of actuarial gain:		
Experience adjustments	(20,114)	(45,962)
Demographic assumptions	(28,675)	-
Financial assumptions	(16,441)	(398,266)
(Forward)		



Benefits paid	(68,312)	(18,294)
Cumulative translation adjustment	16,696	32,533
Balances at end of year	₱275,573	₱322,123

CCC does not have any plan assets.

The cost of defined retirement benefits plan, as well as the present value of the retirement benefits liability is determined using actuarial valuations. The actuarial valuation involves making various assumptions.

The principal assumptions used in determining retirement benefits costs and retirement benefits liability for CCC's defined retirement benefits plan are shown below:

	2016	2015	2014
Discount rate	5.50%	4.98%	4.56%
Expected rate of salary increase	5.00%	5.00%	10.00%
	8% at age 18	10% at age 20	10% at age 20
	decreasing to	decreasing to	decreasing to
Turnover rate	0% at age 65	0% at age 55	0% at age 55

The sensitivity analyses below have 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)	2016	2015
Discount rates	+1%	(₱199,668)	(₱252,229)
	-1%	260,188	335,828
	Increase (decrease)	2016	2015
Salary increase rate	+1%	₱261,696	₱333,903

CCC does not expect to contribute to the defined benefit pension plan in 2016. CCC does not have a Trustee Bank, and does not currently employ any asset-liability matching.

Shown below is the maturity analysis of the undiscounted benefit payments as at December 31, 2016 and 2015:

	2016	2015
Less than one (1) year	₱6,985	₱8,382
More than one (1) year to five (5) years	50,799	59,547
More than five (5) years to ten (10) years	150,590	197,499
More than ten (10) years to fifteen (15) years	213,368	256,327
More than fifteen (15) years to twenty (20) years	313,319	319,025
More than twenty (20) years	1,382,061	2,406,431
	₱2,117,122	₱3,247,211

The average duration of the defined retirement benefits liability as at December 31, 2016 and 2015 is 22.65 years and 25.06 years, respectively.



23. Income Taxes

- a. The components of the provision for (benefit from) income tax are as follow:

	2016	2015	2014
Current	₱51,946	₱37,210	₱424,837
Deferred	(770,096)	(964,043)	(185,684)
	(₱718,150)	(₱926,833)	₱239,153

- b. The components of the provision for current income tax are as follow:

	2016	2015	2014
RCIT	₱-	₱-	₱422,758
Excess of MCIT over RCIT	51,946	37,210	2,079
	₱51,946	₱37,210	₱424,837

- c. The Group has the following carryforward benefits of NOLCO and MCIT and deductible temporary differences in 2016 and 2015, for which no deferred tax assets were recognized as it is not probable that sufficient future taxable profits will be available against which the benefits can be utilized.

	2016	2015
Carryforward benefits of:		
NOLCO	₱866,364	₱693,428
MCIT	2,744	4,218
Allowance for impairment losses on:		
Inventories	316,232	316,232
Receivables	29,359	29,359
AFS financial asset	2,867	4,326
Unrealized foreign exchange loss	273,547	247,514
Retirement benefits liability	8,536	11,721
	₱1,499,649	₱1,306,798

- d. The components of net deferred tax assets as of December 31, 2016 and 2015:

	2016	2015
<i>Recognized directly in profit or loss</i>		
Deferred tax assets:		
NOLCO	₱806,841	₱529,046
Unrealized foreign exchange losses	777,286	311,830
Provision for retirement liabilities	220,931	220,146
Provision for impairment losses:		
Input VAT	57,857	38,875
Allowance for inventory losses	18,810	5,711
Allowance for assets write-down	475	-
Excess of MCIT over RCIT	88,841	36,829
Liability for mine rehabilitation cost	14,405	13,725
Unamortized discount on loans	5,953	31,546
	₱1,991,399	₱1,187,708

(Forward)



	2016	2015
<i>Recognized in Other Comprehensive Income</i>		
Cumulative translation adjustments	₱158,889	₱82,877
	158,889	82,877
Deferred tax assets	₱2,150,288	₱1,270,585

- e. The components of deferred tax liabilities as of December 31, 2016 and 2015.

	2016	2015
<i>Deferred tax liability:</i>		
Mining rights	₱2,504,134	₱2,560,645
Unrealized foreign exchange gains	97,729	33,169
Convertible loan	10,473	10,473
	2,612,336	2,604,287
<i>Recognized in Other Comprehensive Income</i>		
Revaluation increment on land	128,087	128,087
Remeasurement gain on retirement liabilities	158,329	133,269
Cumulative translation adjustments	9,787	9,787
	296,203	271,143
Deferred tax liabilities	₱2,908,539	₱2,875,430

- f. As at December 31, 2016, the Group's NOLCO and MCIT that can be claimed as deduction against future taxable income are as follows:

Year Incurred	Available Until	NOLCO	MCIT
2016	2019	₱1,354,498	₱52,294
2015	2018	1,999,957	37,210
2014	2017	201,380	2,079
		₱3,555,835	₱91,583

Movements in NOLCO and MCIT are as follows:

	2016	2015
<i>NOLCO:</i>		
Beginning of year	₱2,456,913	₱460,862
Additions	1,354,498	1,999,957
Expirations	(255,576)	(3,906)
End of year	₱3,555,835	₱2,456,913

	2016	2015
<i>MCIT:</i>		
Beginning of year	₱41,047	₱14,464
Additions	52,294	37,210
Expirations	(1,758)	(10,627)
End of year	₱91,583	₱41,047



- g. A reconciliation of the provision for (benefit from) income tax computed at the statutory income tax rate with the provision for (benefit from) income tax is presented as follows:

	2016	2015	2014
Provision for (benefit from) income tax at statutory income tax rates	(₱479,294)	(₱522,382)	₱445,202
Additions to (reductions in) income tax resulting from:			
Nondeductible expenses	1,006,486	61,865	21,906
Income exempt from income tax	(978,047)	(205,545)	(150,000)
Cumulative translation adjustments	(281,497)	(322,558)	-
Expired NOLCO	76,673	1,172	44,863
Movements on unrecognized			
Deferred tax asset	56,823	77,989	13,692
Depletion of mining rights	(56,512)	(53,677)	(119,452)
Excess MCIT over RCIT	(50,252)	47,456	-
Interest income subjected to final tax and others	(12,530)	(11,153)	(17,058)
	(₱718,150)	(₱926,833)	₱239,153

Section 27 of the National Internal Revenue Code, as amended, provides that an MCIT of 2% based on the gross income as at the end of the taxable year shall be imposed on a corporation beginning the fourth taxable year immediately following the year in which such corporation commenced its business operations, when the MCIT is greater than the RCIT computed for the taxable year.

Board of Investments (BOI) Incentives availed by CCC

CCC is registered with the BOI as a non-pioneer enterprise and as a new producer of copper concentrate. It is entitled to avail of the ITH incentive, among other incentives, for an initial period of four years from November 2007 to November 2011. The ITH incentive (“ITH Period”) was extended to October 31, 2012 by the BOI in June 2011 upon CCC’s use of the indigenous materials criterion. In 2012, the ITH Period was extended further to October 31, 2013 based on CCC’s eligibility under the net foreign exchange earnings criterion pursuant to Art. 39 (a) (1) (ii) of Executive Order (EO) 226, subject to the condition that CCC shall implement programs in line with its Corporate Social Responsibilities (CSR). The amount spent for CSR-based programs amounted to ₱59.0 million and ₱54.9 million in 2016 and 2015, respectively. In addition, CCC benefits from the automatic VAT zero-rating of its purchase of goods and services from domestic suppliers pursuant to Revenue Memorandum Order No. 9-2000 on account of the certification by the BOI that one hundred percent (100%) of its sales are export sales.



24. Finance Charges

This account consists of:

	2016	2015	2014
Interest expense on loans and long-term debt and other interest-bearing liabilities (Notes 14 and 15)	₱1,914,106	₱1,606,959	₱1,414,405
Interest cost on retirement benefits liability (Note 22)	14,064	28,208	23,316
Accretion of interest on liability for mine rehabilitation cost (Note 16)	2,265	2,087	2,174
	₱1,930,435	₱1,637,254	₱1,439,895

25. Segment Information

The primary segment reporting format is determined to be the business segments since the Group is organized and managed separately according to the nature of the products and services provided, with each segment representing a strategic business unit. The mining segment is engaged in exploration and mining operations. Meanwhile, the non-mining segment is engaged in services, bulk water supply or acts as holding company.

The Group's operating business segments remain to be neither organized nor managed by geographical segment.

2016

	Mining	Non-Mining	Total	Eliminations	Consolidated
Segment revenue					
From external customers	₱10,924,490	₱-	₱10,924,490	₱-	₱10,924,490
From intersegment sales/services	-	-	-	-	-
	₱10,924,490	₱-	₱10,924,490	₱-	₱10,924,490
Segment results					
Loss before income tax	(₱1,409,128)	(₱120)	(₱1,409,248)	(₱188,398)	(₱1,597,646)
Benefit from income tax	661,638	-	661,638	56,512	718,150
Net loss	(₱747,490)	(₱120)	(₱747,610)	(₱131,886)	(₱879,496)
Assets					
Segment assets	₱72,683,750	₱62,261	₱72,746,011	₱1,153,123	₱73,899,134
Investments	25,801,934	-	25,801,934	(25,801,934)	-
Goodwill	-	-	-	19,026,119	19,026,119
Mining rights	-	-	-	8,347,114	8,347,114
Liabilities					
Segment liabilities	34,572,768	31,997	34,604,765	2,624,277	37,229,042
Other segment information					
Depreciation, depletion and amortization	2,575,135	-	2,575,135	-	2,575,135
Finance charges	1,930,435	-	1,930,435	-	1,930,435



2015

	Mining	Non-Mining	Total	Eliminations	Consolidated
Segment revenue					
From external customers	₱9,935,083	₱-	₱9,935,083	₱-	₱9,935,083
From intersegment sales/services	-	-	-	-	-
	₱9,935,083	₱-	₱9,935,083	₱-	₱9,935,083
Segment results					
Loss before income tax	(₱1,435,573)	(₱234)	(₱1,435,807)	(₱305,465)	(₱1,741,272)
Benefit from income tax	677,413	-	677,413	249,420	926,833
Net loss	(₱758,160)	(₱234)	(₱758,394)	(₱56,045)	(₱814,439)
Assets					
Segment assets	₱64,498,300	₱62,365	₱64,560,665	₱6,285,887	₱70,846,552
Investments	20,639,896	-	20,639,896	(20,639,896)	-
Goodwill	-	-	-	19,026,119	19,026,119
Mining rights	-	-	-	8,535,486	8,535,486
Liabilities					
Segment liabilities	31,968,423	31,981	32,000,404	2,365,920	34,366,324
Other segment information					
Depreciation, depletion and amortization	2,512,035	-	2,512,035	-	2,512,035
Finance charges	1,637,254	-	1,637,254	-	1,637,254

The consolidated revenue in the above tables includes the non-mining revenue, which consist of management fees, which are presented as other income in the consolidated statement of comprehensive income since these are not significant.

26. Basic/Diluted Earnings Per Share

Basic earnings per share is computed as follows:

	2016	2015	2014
Net income attributable to equity holders of the Parent	(₱879,496)	(₱814,439)	₱122,436
Divided by basic weighted average number of common shares outstanding (in thousands)	2,085,233	2,085,233	2,076,454
	(₱0.4218)	(₱0.3906)	₱0.0590

Diluted earnings per share is computed as follows:

	2016	2015	2014
Net income attributable to equity holders of the Parent	(₱879,496)	(₱814,439)	₱122,436
Divided by diluted weighted average number of common shares outstanding (in thousands)*	2,322,088	2,345,915	2,255,121
	(₱0.3788)	(₱0.3472)	₱0.0543

*Refer to succeeding table for the computation of diluted weighted average number of common shares outstanding.



Reconciliation of the weighted average number of common shares outstanding (in thousands) used in computing basic and diluted earnings per share as follows:

	2016	2015	2014
Basic weighted average number of common shares outstanding	2,085,233	2,085,233	2,076,454
Adjustments:			
Convertible loans (Note 15)	217,009	240,836	157,066
Stock options (Note 18)	19,846	19,846	21,601
Diluted weighted average number of common shares outstanding	2,322,088	2,345,915	2,255,121

27. Financial Risk Management Objectives and Policies

The Group's main financial instruments are cash, short-term investments, AFS financial assets, payable to related parties, long-term debt and other interest-bearing liabilities, and derivative assets and liabilities. It has various other financial assets and liabilities such as receivables and accounts payable and accrued liabilities, which arise from the Group's operations.

The main risks arising from the Group's financial instruments are foreign currency risk, commodity price risk, equity price risk, interest rate risk, credit risk, concentration risk and liquidity risk. The BOD reviews and adopts relevant policies for managing each of these risks and they are summarized as follows:

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 foreign currency exchange rates, interest rates, equity prices and other market changes.

Foreign Currency Risk

Foreign currency risk is the risk to earnings or capital arising from changes in foreign exchange rates. The Group has foreign currency risk arising from its cash, receivables, derivative assets, accounts payable and accrued liabilities and long-term debt and derivative liabilities. To mitigate the risk of incurring foreign exchange losses, foreign currency holdings are matched against the potential need for foreign currency in financing equity investments and new projects. The Group also uses foreign currency forwards to hedge its risk exposures.

As at December 31, 2016 and 2015, foreign currency-denominated assets and liabilities follow:

	2016		2015	
	Original Currency	Peso Equivalent	Original Currency	Peso Equivalent
<u>Assets</u>				
Cash in banks	US\$35,816	₱1,780,772	US\$5,490	₱258,359
	JP¥1,372	583	JP¥1,066	418
	GB£139	8,461	GB£139	9,755
Short-term investments	US\$13,000	646,360	US\$33,186	1,561,733
Receivables	US\$8,432	419,239	US\$16,936	797,008
Derivative asset	US\$250	12,409	US\$1	56
	US\$57,498	₱2,858,780	US\$55,613	₱2,617,156
	GB£139	₱8,461	GB£139	₱9,755
	JP¥1,372	₱583	JP¥1,066	₱418



	2016		2015	
	Original Currency	Peso Equivalent	Original Currency	Peso Equivalent
<u>Liabilities</u>				
Accounts payable and accrued expenses	US\$18,842 JP¥5,901 AU\$127 EU€ 5	₱936,824 2,509 4,544 259	US\$54,871 – AU\$91 EU€3	₱2,582,229 – 3,118 155
Long-term debt	US\$427,477	21,254,156	US\$372,866	17,547,074
Derivative liabilities	US\$641	31,889	US\$52	2,447
	US\$446,960	₱22,222,869	US\$427,789	₱20,131,750
	JP¥5,901	₱2,509	–	–
	AU\$127	₱4,544	AU\$91	₱3,118
	EU€5	₱259	EU€3	₱155
Net liabilities in US\$	US\$389,462	₱19,364,089	US\$372,176	₱17,514,594
Net assets in GB£	GB£139	₱8,461	GB£139	₱9,755
Net liabilities in AU\$	AU\$127	₱4,544	AU\$91	₱3,118
Net liabilities in JP¥	JP¥4,529	₱1,926	JP¥1,066	₱418
Net liabilities in EU€	EU€5	₱259	EU€3	₱155

As at December 31, 2016 and 2015, foreign exchange closing rates follow:

	2016	2015
US\$	₱49.720	₱47.060
AU\$	35.776	34.265
JP¥	0.425	0.392
EU€	51.840	51.741
GB£	60.872	70.178

Based on the historical movement of the US\$, AU\$, JP¥, EU€, GB£ and the Philippine Peso, the management believes that the estimated reasonably possible change in the next 12 months would be a strengthening of ₱0.63 and a weakening of ₱0.49 against the US\$, a strengthening of ₱0.79 and weakening of ₱0.57 against AU\$, a strengthening of ₱0.01 and weakening of ₱0.01 against JP¥, a strengthening of ₱0.58 and weakening of ₱0.72. against EU€, and a strengthening of ₱1.48 and weakening of ₱2.24 against GB£ for 2016, while a strengthening of ₱0.23 and a weakening of ₱0.56 against the US\$, a strengthening of ₱1.0 and weakening of ₱0.82 against AU\$, a strengthening of ₱0.01 and weakening of ₱0.01 against JP¥, a strengthening of ₱0.92 and weakening of ₱1.47 against EU€, and a strengthening of ₱1 and weakening of ₱0.82 against GB£ for 2015.

Sensitivity of the Group's pre-tax income to foreign currency risks are as follows:

Year ended December 31, 2016:

- An increase of ₱243,896 in the pre-tax income if peso strengthens by ₱0.627 against the US\$. A decrease of ₱192,202 in the pre-tax income if peso weakens by ₱0.494 against the US\$.
- An increase of ₱101 in the pre-tax income if peso strengthens by ₱0.794 against the AU\$. A decrease of ₱72 in the pre-tax income if the value of peso weakens by ₱0.565 against the AU\$.
- An increase of ₱57 in the pre-tax income if the value of peso strengthens by ₱0.013 against the JP¥. A decrease of ₱29 in the pre-tax income if the value of peso weakens by ₱0.006 against the JP¥.



- An increase of ₱3 in the pre-tax income if peso strengthens by ₱0.577 against the EU€. A decrease of ₱4 in the pre-tax income if the value of peso weakens by ₱0.724 against the EU€.
- An increase of ₱206 in the pre-tax income if peso weakens by ₱1.478 against the GB£. A decrease of ₱312 in the pre-tax income if the value of peso strengthens by ₱2.240 against the GB£.

Year ended December 31, 2015:

- An increase of ₱88,330 in the pre-tax income if peso strengthens by ₱0.225 against the US\$. A decrease of ₱218,526 in the pre-tax income if peso weakens by ₱0.557 against the US\$.
- An increase of ₱90 in the pre-tax income if peso strengthens by ₱0.991 against the AU\$. A decrease of ₱75 in the pre-tax income if the value of peso weakens by ₱0.819 against the AU\$.
- A decrease of ₱7 in the pre-tax income if the value of peso strengthens by ₱0.006 against the JP¥. An increase of ₱12 in the pre-tax income if the value of peso weakens by ₱0.011 against the JP¥.
- An increase of ₱3 in the pre-tax income if peso strengthens by ₱0.921 against the EU€. A decrease of ₱5 in the pre-tax income if the value of peso weakens by ₱1.466 against the EU€.
- An increase of ₱195 in the pre-tax income if peso weakens by ₱0.819 against the GB£. A decrease of ₱164 in the pre-tax income if the value of peso strengthens by ₱0.991 against the GB£.

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

Commodity Price Risk

The Group's copper concentrate revenues are based on international commodity quotations (i.e., primarily on the LME) over which the Group has no significant influence or control. This exposes the Group's results of operations to commodity price volatilities that may significantly impact its cash inflows. The Group enters into derivative transactions as a means to mitigate the risk of fluctuations in the market prices of its mine products. An analysis is made based on the assumption that the gold and copper prices move using the implied volatility based on one year historical LME copper prices with all other variables held constant.

Shown below is the Group's sensitivity to changes in the copper prices arising from its copper derivatives as at December 31, 2016 and 2015 follows:

December 31, 2016:

<u>Change in Copper Prices</u>	<u>Effect on Income Before Income Tax</u>
Increase by 10%	₱1,095,221
Decrease by 10%	(1,095,221)

December 31, 2015:

<u>Change in Copper Prices</u>	<u>Effect on Income Before Income Tax</u>
Increase by 10%	₱993,735
Decrease by 10%	(993,722)



Equity Price Risk

Equity price risk is the risk that the value of a financial instrument will fluctuate because of changes in market prices. The Group is exposed to equity price risk because of financial assets held by the Group, which are classified as AFS financial assets. Management believes that the fluctuation in the fair value of AFS financial assets will not have a significant effect on the consolidated financial statements.

Credit Risk

Credit risk refers to the potential loss arising from any failure by counterparties to fulfill their obligations, as and when they fall due. It is inherent to the business as potential losses may arise due to the failure of its customers and counterparties to fulfill their obligations on maturity dates or due to adverse market conditions.

The Group's financial assets which are exposed to credit risk include its cash, trade receivables, interest receivables, AFS financial assets and MRF under "Other noncurrent assets" with a maximum exposure equal to the carrying amount of these assets.

With respect to cash and AFS financial assets, credit risk is mitigated by the short-term and/or liquid nature of its cash investments placed with financial institutions of high credit standing.

Credit risk arising from derivative financial instruments is, at any time, limited to those with positive fair values, as recorded in the consolidated statements of financial position.

The following table summarizes the gross maximum exposure to credit risk for the components of the consolidated statements of financial position. The maximum exposure is shown gross, before the effect of mitigation through use of master netting and collateral agreements.

	2016	2015
Cash in banks and cash equivalents	₱2,417,352	₱510,186
Short-term investments	646,360	797,028
Trade receivables	276,367	385,724
Interest receivables	141,024	106,437
Other noncurrent assets*	75,115	28,542
Nontrade receivables	73,726	62,577
Advances to officers and employees	16,547	18,901
Derivative assets	12,409	56
AFS financial assets	4,326	4,326
	₱3,663,226	₱1,913,777

*Excluding input VAT and deferred mine exploration costs



Credit Quality Per Class of Financial Assets

The credit quality by class of asset for the Group's financial assets as at December 31, 2016 and 2015 based on credit rating system follows:

December 31, 2016:

	Neither past due nor impaired			Past Due But Not Impaired	Total
	High Grade	Standard Grade	Substandard Grade		
Loans and receivables:					
Cash in banks and cash equivalents	₱2,417,352	₱-	₱-	₱-	₱2,417,352
Short-term investments	646,360	-	-	-	646,360
Trade receivables	276,367	-	-	-	276,367
Interest receivables	141,024	-	-	-	141,024
Nontrade receivables	-	-	-	73,726	73,726
Advances to officers and employees	-	-	-	16,547	16,547
Other noncurrent assets*	75,115	-	-	-	75,115
Derivative assets	12,409	-	-	-	12,409
AFS financial assets	4,326	-	-	-	4,326
	₱3,572,953	₱-	₱-	₱90,273	₱3,663,226

*Excluding input VAT and deferred mine exploration costs

December 31, 2015:

	Neither past due nor impaired			Past Due But Not Impaired	Total
	High Grade	Standard Grade	Substandard Grade		
Loans and receivables:					
Cash in banks and cash equivalents	₱510,186	₱-	₱-	₱-	₱510,186
Short-term investments	797,028	-	-	-	797,028
Trade receivables	385,724	-	-	-	385,724
Interest receivables	106,437	-	-	-	106,437
Nontrade receivables	-	1,248	39	61,290	62,577
Advances to officers and employees	-	684	607	17,610	18,901
Other noncurrent assets*	28,542	-	-	-	28,542
AFS financial assets	4,326	-	-	-	4,326
Derivative assets	56	-	-	-	56
	₱1,832,299	₱1,932	₱646	₱78,900	₱1,913,777

*Excluding input VAT and deferred mine exploration costs

The credit quality of the financial assets was determined as follows:

- Cash, short-term investments and related interest receivables and other noncurrent assets are assessed as high-grade since these are deposited in reputable banks, which have a low probability of insolvency.
- Trade receivables, which pertain mainly to receivables from sale of copper and other precious metals, are assessed as high-grade. These are assessed based on past collection experience of full settlement within two (2) months after invoice date with no history of default.
- Nontrade receivables, which pertain mainly to receivables from contractors and suppliers, consists of standard grade, substandard grade and past due but not impaired.
- Advances to officers and employees, which pertain mainly to the unliquidated advances used in the Group's operations, consists of standard grade, substandard grade and past due but not impaired.
- Quoted equity instruments are assessed as high grade since PLDT has its business plan to address its recovery issues.
- Derivative asset, which pertains to provisional pricing and commodity swap transactions, is assessed as high grade since this contains insignificant risk of default based on historical experience of the Group.



The above high grade credit quality financial assets pertain to financial assets with insignificant risk of default based on historical experience. Standard grade credit quality financial assets pertain to financial assets with no history of default and are not past due as at the end of the reporting period. Substandard grade credit quality financial assets pertain to financial assets with more than insignificant risk of default based on historical experience and/or counterparty credit standing.

The aging analyses of the Group's loans and receivables, derivative instruments and AFS financial assets are as follow:

December 31, 2016:

	Neither past due nor Impaired	Past due but not impaired			Total
		Less than 30 days	30 - 60 Days	More than 60 Days	
Loans and receivables:					
Cash and cash equivalents	₱2,417,352	₱-	₱-	₱-	₱2,417,352
Short-term investments	646,360	-	-	-	646,360
Trade receivables	276,367	-	-	-	276,367
Interest receivables	-	2,558	3,661	134,805	141,024
Nontrade receivables	-	1,688	1,287	70,751	73,726
Advances to officers and employees	-	303	359	15,885	16,547
Other noncurrent assets*	75,115	-	-	-	75,115
Derivative assets	12,409	-	-	-	12,409
AFS financial assets	4,326	-	-	-	4,326
	₱3,431,929	₱4,549	₱5,307	₱221,441	₱3,663,226

*Excluding input VAT and deferred mine exploration costs

December 31, 2015:

	Neither past due nor Impaired	Past due but not impaired			Total
		Less than 30 days	30 - 60 Days	More than 60 Days	
Loans and receivables:					
Cash and cash equivalents	₱510,186	₱-	₱-	₱-	₱510,186
Short-term investments	797,028	-	-	-	797,028
Trade receivables	385,724	-	-	-	385,724
Interest receivables	106,437	-	-	-	106,437
Nontrade receivables	-	1,248	39	61,290	62,577
Advances to officers and employees	-	684	607	17,610	18,901
Other noncurrent assets*	15,028	2,502	2,422	8,590	28,542
AFS financial assets	4,326	-	-	-	4,326
Derivative assets	56	-	-	-	56
	₱1,818,785	₱4,434	₱3,068	₱87,490	₱1,913,777

*Excluding input VAT and deferred mine exploration costs

Interest Rate Risk

Interest rate risk arises from the possibility that changes in interest rates will affect future cash flows or the fair values of financial instruments. The Group's mix of fixed and floating interest rate debt is 84:16, 74:26 and 85:15 in 2016, 2015 and 2014, respectively. The Group monitors its exposure to fluctuations in interest rates by measuring the impact of interest rate movements on the Group's net worth. This is done by modeling the impact of various changes in interest rates to the Group's net interest positions.

The Group has no outstanding floating interest rate debt as at December 31, 2016 and 2015.

Concentration Risk

In 2016 and 2015, majority of the CCC's copper production were sold to MRI. However, it has no significant concentration of credit risk since it can sell its copper concentrate to other third party customers. The Group continuously monitors its receivables from MRI to assess its credit risk exposure.



Liquidity Risk

Liquidity risk is such risk where the Group becomes unable to meet its payment obligations when they fall due under normal and stress circumstances. The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank loans. The Group also manages its liquidity risk on a consolidated basis based on business needs, tax, capital or regulatory considerations, if applicable, through numerous sources of finance in order to maintain flexibility.

The tables below summarize the maturity profile of the financial liabilities of the Group, as well as financial assets considered by management as part of its liquidity risk management based on remaining undiscounted contractual obligations as at December 31, 2016 and 2015 follow:

December 31, 2016:

	On demand	Within 1 year	1 to < 3 years	> 3 years	Total
Loans and receivables:					
Cash and cash equivalents	₱2,417,352	₱-	₱-	₱-	₱2,417,352
Short-term investments	646,360	-	-	-	646,360
Trade receivables	276,367	-	-	-	276,367
Interest receivables	-	141,024	-	-	141,024
Nontrade receivables	-	73,726	-	-	73,726
Advances to officers and employees	-	14,030	-	2,517	16,547
Other noncurrent assets*	-	75,115	-	-	75,115
Derivative assets	12,409	-	-	-	12,409
AFS financial assets	4,326	-	-	-	4,326
	₱3,356,814	₱303,895	₱-	₱2,517	₱3,663,226
Financial liabilities:					
Accounts payable and accrued liabilities**	₱-	₱2,421,349	₱-	₱-	₱2,421,349
Long-term debt and other interest-bearing liabilities	-	20,817,950	10,540,433	-	31,358,383
Derivative liabilities	-	31,889	-	-	31,889
	₱-	₱23,271,188	₱10,540,433	₱-	₱33,811,621
	₱3,356,814	(₱22,967,293)	(₱10,540,433)	₱2,517	(₱30,148,395)

*Excluding input VAT and deferred mine exploration costs

**Excluding government payables

December 31, 2015:

	On demand	Within 1 year	1 to < 3 years	> 3 years	Total
Loans and receivables:					
Cash and cash equivalents	₱510,186	₱-	₱-	₱-	₱510,186
Short-term investments	797,028	-	-	-	797,028
Trade receivables	-	385,724	-	-	385,724
Interest receivables	-	106,437	-	-	106,437
Nontrade receivables	-	62,577	-	-	62,577
Advances to officers and employees	-	14,379	-	4,522	18,901
Other noncurrent assets*	-	28,542	-	-	28,542
AFS financial assets	4,326	-	-	-	4,326
Derivative assets	56	-	-	-	56
	₱1,311,596	₱597,659	₱-	₱4,522	₱1,913,777
Financial liabilities:					
Accounts payable and accrued liabilities**	₱-	₱5,316,804	₱-	₱-	₱5,316,804
Long-term debt and other interest-bearing liabilities	-	5,552,671	20,077,362	-	25,630,033
Derivative liabilities	-	2,459	-	-	2,459
	-	10,871,934	20,077,362	-	30,949,296
	₱1,311,596	(₱10,274,275)	(₱20,077,362)	₱4,522	(₱29,035,519)

*Excluding input VAT and deferred mine exploration costs

**Excluding government payables



28. Financial Instruments

PFRS defines fair value as 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. Fair values are obtained from quoted market prices, discounted cash flow models and option pricing models, as appropriate.

Fair Values of Financial Instruments

The following table shows the carrying values and fair values of the Group's financial instruments, whose carrying values does not approximate its fair values as at December 31 of each year:

	Carrying Values		Fair Values	
	2016	2015	2016	2015
Other Financial Liabilities				
Long-term debt and other interest-bearing liabilities:				
Bonds Payable	₱14,916,000	₱14,118,000	₱14,636,325	₱13,941,525
SMIC	6,876,128	927,000	8,218,862	1,021,035
UOB	1,197,755	1,176,500	1,276,034	1,294,665
Security Bank	1,059,960	1,100,000	1,152,702	1,247,897
RCBC	934,249	917,670	995,311	1,009,838
APHC	700,000	700,000	742,541	771,008
BDO Leasing	262,272	630,477	272,199	657,304
Alakor Corporation	173,000	173,000	183,514	190,549
MayBank	–	941,200	–	1,035,731
SCB	–	391,916	–	404,887
	₱26,119,364	₱21,075,763	₱27,477,488	₱21,574,439

The following methods and assumptions are used to estimate the fair value of each class of financial instruments:

Cash and Cash Equivalents, Short-term Investments, Trade and Interest Receivables, and Other Noncurrent Assets

The carrying amounts of cash and cash equivalents, short-term investments, trade and interest receivables and other noncurrent assets approximate their fair value due to the relatively short-term maturities of these financial instruments.

AFS Financial Asset

The fair value of quoted equity instrument is determined by reference to market bid quotes at the end of the reporting period. AFS financial asset is carried at fair value.

Accounts Payable and Accrued Liabilities and Payable to Related Parties

The carrying amounts of accounts payable and accrued liabilities and payable to related parties approximate their fair values due to the relatively short-term maturities of these financial instruments.

Long-term Debt and Other Interest-bearing Liabilities

Fair value of long-term debt and other interest-bearing liabilities is estimated using the discounted cash flow methodology using the benchmark risk free rates for similar types of long-term debt and other interest-bearing liabilities, except for the Bonds Payable whose fair value is determined by reference to market prices at the end of the period.



The fair value hierarchy of the financial assets and liabilities is presented in the following table:

December 31, 2016

	Level 1	Level 2	Level 3	Total
Asset measured at fair value:				
Derivative asset	₱-	₱12,409	₱-	₱12,409
Liability measured at fair value:				
Derivative liabilities	₱-	(₱31,889)	₱-	(₱31,889)
Liability for which fair values are disclosed:				
Long-term debt and other interest-bearing liabilities	(14,636,325)	-	(12,841,163)	(27,477,488)
Total	(₱14,636,325)	(₱31,889)	(₱12,841,163)	(₱27,509,377)

December 31, 2015

	Level 1	Level 2	Level 3	Total
Asset measured at fair value:				
Derivative asset	₱-	₱56	₱-	₱56
Liability measured at fair value:				
Derivative liabilities	₱-	(₱2,459)	₱-	(₱2,459)
Liability for which fair values are disclosed:				
Long-term debt and other interest-bearing liabilities	(13,941,525)	-	(7,632,914)	(21,574,439)
Total	(₱13,941,525)	(₱2,459)	(₱7,632,914)	(₱21,576,898)

There were no transfers between levels of fair value measurement as at December 31, 2016 and 2015.

29. Capital Management

The primary objective of the Group's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business 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 adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes during 2016 and 2015.

The table below summarizes the total capital considered by the Group:

	2016	2015
Capital stock	₱2,087,033	₱16,696,262
Additional paid-in capital	14,686,962	77,733
Long-term debt and other interest-bearing liabilities	31,358,383	25,630,033
Retained earnings	17,960,856	18,840,352
	₱66,093,234	₱61,244,380



30. Commitments and Contingencies

Parent Company

Contingencies

On November 21, 2006, the Parent Company requested for a BIR ruling confirming that the period to collect the excise taxes due upon the Parent Company's mining operations in Masbate from July 1991 to August 1994 (the "Masbate Taxes") had already lapsed.

On December 15, 2006, the BIR issued Ruling No. DA-7222-2006 (the "Ruling") which confirmed, among others, that the Government's right to collect the Masbate Taxes had already prescribed. Relying upon the authority of the Ruling, the Parent Company derecognized in its books the amount corresponding to the Masbate Taxes.

The Commissioner of Internal Revenue (CIR) subsequently revoked said Ruling in a memorandum order. Following such revocation, the BIR issued on August 11, 2010 a Warrant of Detraint or Levy to enforce collection of the Masbate Taxes amounting to ₱197,595.

To enjoin the action to collect, the Parent Company filed with the Court of Tax Appeals (CTA) a Petition for Review with an Application for Temporary Restraining Order and/or Writ of Preliminary Injunction and Motion for the Suspension of Collection of Tax.

On October 14, 2010, the CTA issued an order granting the Parent Company's motion for the suspension of the collection of the Masbate Taxes.

After trial on the merits, the Court in Division issued a Decision dated October 1, 2013 in favor of the Parent Company, and cancelled/withdrew the assessment notices issued against the Parent Company for taxable years 1991, 1992 and 1993 which ruling was affirmed by the Court in Division and subsequently by the CTA En Banc in its Decision dated August 14, 2015 and Resolution dated January 29, 2016.

Not satisfied with the adverse rulings, the CIR filed a Petition for Review on Certiorari to the Supreme Court seeking to annul and set aside the Decision and Resolution of the CTA En Banc. The Supreme Court in its Resolution dated December 7, 2016 denied the CIR's petition and affirmed the CTA En Banc. The CIR filed a Motion for Reconsideration on January 31, 2017.

CCC

Power Agreements

- On December 15, 2014, CCC and Toledo Power Company (TPC) executed a twelve-year Energy Conversion Agreement pursuant to which CCC shall supply to TPC the coal needed to generate electric power from the Plant under the terms of the Electric Power Purchase Agreement (EPPA).
- On June 5, 2012, CCC signed a twelve year EPPA with TPC. Pursuant to the terms of the EPPA, TPC will build and operate a 72-megawatt net output clean coal-fired power plant in Toledo City (the "Plant") that will guarantee the supply of up to 60 megawatts of electric power to the CCC's mining operations upon its commissioning. The power plant was completed in December 2014.



- In June 2008, CCC entered into a power supply agreement with Cebu III Electric Cooperative, Inc. (“CEBECO III”) for the supply of 2MW of firm electric power at agreed prices. The agreement may be terminated by either party upon 30 days prior notice. The agreement was terminated on October 15, 2016.

Total utilities expenses related to the above power agreements amounted to ₱2,170,068, ₱2,180,752 and ₱2,181,252 in 2016, 2015 and 2014, respectively. Related accrued expenses amounted to ₱122,035 and ₱140,120 as at December 31, 2016 and 2015, respectively (see Note 14).

Waste Stripping Services Agreement

In May 2012, CCC entered into a waste stripping services agreement with Galeo Equipment and Mining Company, Inc. (“Galeo”) for waste stripping services at CCC’s Carmen and Lutopan Open Pit Mines at specified pricing formulas. The agreement has a term of four (4) years reckoned from the earlier of June 1, 2012 or the date when Galeo commences the performance of waste stripping services. The agreement was terminated in April 2016.

A new contract for lease was executed covering a period of sixteen (16) months beginning on September 22, 2016 or from the time the equipment is made available at CCC whichever is earlier. The lessee shall pay the billing within sixty (60) days from the receipt of the invoice.

Total expenses related to waste stripping services agreement and lease amounted to ₱1,103,507, ₱3,719,593 and ₱2,380,031 in 2016, 2015 and 2014, respectively. Related accrued expenses amounted to ₱180,752 and ₱422,759 as at December 31, 2016 and 2015, respectively.

Fuel and Lubricants Supply Agreements

In May 2016, CCC signed a new four-year supply agreement with Pilipinas Shell Petroleum Corporation for the purchase of fuel at established pricing formulas. The supply agreement for the purchase of lubricants and greases expired in December 2016 and the parties are in the process of negotiation for its renewal. Total expenses related to the fuel supply agreement amounted to ₱601,447, ₱880,453 and ₱1,172,079 in 2016, 2015 and 2014, respectively. Accrued expenses amounted to ₱71,642 and ₱37,051 as at December 31, 2016 and 2015, respectively.

Legal Contingencies

The Group is a party to minor labor cases arising from its operations. The Group’s management and legal counsel believe that the eventual resolution of these cases will not have a material effect on the Group’s consolidated financial statements. Accordingly, no provision for probable losses was recognized by the Group in 2016, 2015 and 2014.

Collective Bargaining Agreement (CBA)

In October 2012, CCC executed a five-year CBA with its rank-and-file union (the “Union”). However, in view of the election of a new bargaining representative for the Union in October 2014, a new CBA was executed by CCC on January 30, 2015 (the “2015 CBA”). The 2015 CBA shall be valid as to the representation aspect for a period of five (5) years. Under the provisions of the Labor Code, the economic provisions of the 2015 CBA shall be re-negotiated on the third anniversary of its execution.

Consignment Agreements

Shorr Industrial Sales, Inc.

In September 2012, CCC entered into a consignment agreement with Shorr Industrial Sales, Inc. for the supply of parts and tools for heavy equipment. Expiry of the latest contract/agreement ends in June 30, 2017.



Synchrotek Corporation

In December 2016, CCC renewed its consignment contract with Synchrotek Corporation for the supply of filters, lubricants and other heavy equipment parts, effectivity of which is until June 2017.

Morse Hydraulics

A consignment agreement was entered into with Morse Hydraulics for the supply of hydraulic hoses and fittings at established price list valid for one (1) year beginning July 1, 2012 to June 30, 2013. The agreement has been renewed annually since, and the latest renewal covers the period July 1, 2016 to June 30, 2017.

Orica Philippines, Inc.

In 2013, CCC entered into a consignment agreement with Orica Philippines, Inc. for the supply of explosives and blasting accessories for use in mining and mine development activities. The consignment agreements with Orica Philippines, Inc. was valid until September 30, 2014, and ensures the availability of the goods covered thereby and pegs a price range for the supply of such goods during the period of effectivity. The consignment agreement with Orica Philippines, Inc. was renewed in October 2016 and extended until September 2017.

Le Price International Corporation

In 2013, CCC entered into a consignment agreement with Le Price International Corporation for the supply of a centralized lubrication, a filtration, a fire suppression and a refueling system. The consignment agreement with Le Price International Corporation, which is valid until July 31, 2014, ensures the availability of the goods covered thereby and pegs a price range for the supply of such goods during the period of effectivity. The consignment agreement with Le Price International Corporation was renewed in September 2016.

Atlas Copco Phils.

In 2015, CCC entered into a consignment agreement with Atlas Copco for the supply of drill equipment parts and accessories. This ensured the availability of the critical parts required for continued operations, and pegs a price range for the supply of such goods during the period of effectivity. The consignment agreement was renewed in July 25, 2016 and extended until July 24, 2017.

Maxima Machineries, Inc.

CCC entered into a consignment agreement in April 2013 with Maxima Machineries, Inc. for the supply of excavators, dump trucks, bulldozers and other heavy equipment parts and accessories. This ensured the availability of the critical parts required for continued operations, and pegs a price range for the supply of such goods during the period of effectivity. The consignment agreement was recently renewed in April 16, 2016 and extended until April 15, 2017.

Others

Purchase Commitments

There were no unusual purchase commitments or losses on commitments entered into by the Group.



31. Other Matters

a. Executive Order (EO) No. 79

On July 12, 2012, EO 79 was released to provide the general framework for the implementation of mining reforms in the Philippines. The Company has assessed that EO 79 has no major impact on its current operations since the Group's current mining activities are covered by valid and existing MPSA. Pursuant to Section 1 of EO 79, a mining contract, such as an MPSA, that was approved before the effectivity of the EO shall continue to be valid, binding and enforceable so long as the contractor thereunder strictly complies with existing laws, rules and regulations and the terms and conditions under the mining contract.

On March 7, 2013, MGB recommended DENR to lift the DENR Memorandum Order (MO) No. 2011-01 on the suspension of acceptance of all types of applications for mining permits and mineral agreements. Effective March 18, 2013, MGB resumed the acceptance of mining applications for exploration permits and Financial and Technical Assistance Agreements pursuant to DENR Administrative Order No. 2013-11.

Social Development Management Program (SDMP)

The five-year SDMP plan of CCC covering years 2014-2018, in compliance with DENR Administrative Order 2010-21, was duly approved by the MGB. In 2016, actual spent and commitment totaled ₱222,105 with ₱64,968 of which remaining unused as of December 31, 2016 pending the completion of identified and on-going projects. In 2015, CCC spent ₱54,332.

b. Operating Agreement (the "Agreement") with CCC

On May 5, 2006, the Parent Company and CCC executed the Agreement wherein the Parent Company conveyed to CCC its exploration, development and utilization rights with respect to certain mining rights and claims (the "Toledo Mine Rights") and the right to rehabilitate, operate and/or maintain certain of its fixed assets.

In consideration of CCC's use of the Toledo Mine Rights, the Agreement provides that CCC shall pay the Parent Company a fee equal to 10% of the sum of the following:

- a. Royalty payments to third party claim holders of the Toledo Mine Rights;
- b. Lease payments to third party owners of the relevant portions of the parcels of land covered by the surface rights; and
- c. Real property tax payments on the parcels of land covered by the surface rights and on the relevant fixed assets.

On March 10, 2010, the Parent Company and CCC agreed on a royalty payment arrangement and on the computation of the basis of royalty income which is 2% of the gross sale by CCC of copper concentrates.

For the year 2016 and 2015, the BOD of the Parent Company approved the waiver of its entitlement to receive from the CCC, pursuant to the Agreement, royalties due from operations in 2016 and 2015, respectively.

c. Subscription Agreement

On June 30, 2015, the Parent Company agreed to infuse additional equity capital into CCC in the aggregate amount of ₱1.7 billion through subscriptions to CCC's unissued common shares at the subscription price of ₱10 per share. Upon full payment of the subscription price, CCC issued to the Parent Company 170 million common shares of the authorized capital stock of CCC.



In February 2016, the Parent Company and CCC executed two (2) Subscription Agreements for the equity capital infusion of the Parent Company into CCC in the amounts of ₱705.4 million and ₱1.1 billion, respectively, at the subscription price of ₱10 per share. Upon full payment of the subscription price, CCC issued to the Parent Company 70.5 million common shares and 114.6 million common shares.

On June 8 2016, the Parent Company agreed to infuse additional equity capital into CCC in the aggregate amount of ₱1.9 billion by subscribing to 19.1 million common shares out of CCC's unissued authorized capital stock at the subscription price of ₱100 per share.

On December 21, 2016, the Parent Company subscribed to 14.0 million common shares out of the unissued capital stock of CCC in the aggregate amount of ₱1.4 billion at the subscription price of ₱100 per share.

d. Declaration of Cash Dividends

The Parent Company, upon the approval granted by its BOD on April 29, 2014 and March 8, 2013, declared cash dividends in the amount of ₱0.15 per share and ₱0.25 per share of its capital stock in 2014 and 2013, respectively. The dividends were paid to all stockholders of record as at May 14, 2014 and March 22, 2013, respectively. The Parent Company did not declare nor pay dividends in 2016 and 2015.

e. Income from Sale of Services

In 2014, the Parent Company provided general consultancy services to DMCI in respect of transactions relating to DMCI's acquisition of equity interest in TMC. The agreed fee for such engagement amounted to ₱77,100.

32. Events after the End of the Reporting Period

On February 21, 2017, the stockholders in a special stockholders meeting approved the (i) increase in authorized capital stock (ACS) and the consequent amendment to article VII of the Corporation's Articles of Incorporation (AOI), (ii) issuance of primary Shares out of the combined increase in ACS, and (iii) issuance of Warrants and the underlying Shares as a result of the exercise of the Warrants to the specified shareholders (see Note 17).

33. Supplemental Disclosure to Consolidated Statements of Cash Flows

The noncash activities of the Group pertain to the borrowing cost capitalized as part of property, plant and equipment amounting to nil in 2016 and 2015, respectively.



INDEPENDENT AUDITOR'S REPORT

The Stockholders and the Board of Directors
Atlas Consolidated Mining and Development Corporation
5th Floor, FiveE-com Center, Palm Coast corner Pacific Drive
Mall of Asia Complex, Pasay City, Metro Manila

We have examined the consolidated financial statements of Atlas Consolidated Mining and Development Corporation and Subsidiaries (the Group) for the year ended December 31, 2016, on which we have rendered the attached report dated March 7, 2017.

In compliance with Securities Regulation Code Rule 68, As Amended (2011), we are stating that the said Group has thirteen thousand four hundred forty seven (13,447) stockholders owning one hundred (100) or more shares.

SYCIP GORRES VELAYO & CO.


Eleanore A. Layug

Partner

CPA Certificate No. 0100794

SEC Accreditation No. 1250-A-1 (Group A),

January 7, 2016, valid until January 6, 2019

Tax Identification No. 163-069-453

BIR Accreditation No. 08-001998-97-2015,

January 5, 2015, valid until January 4, 2018

PTR No. 5908708, January 3, 2017, Makati City

March 7, 2017



INDEPENDENT AUDITOR'S REPORT ON SUPPLEMENTARY SCHEDULE

The Stockholders and the Board of Directors
Atlas Consolidated Mining and Development Corporation
5th Floor, FiveE-com Center, Palm Coast cor. Pacific Drive
Mall of Asia Complex, Pasay City, Metro Manila

We have audited in accordance with Philippine Standards on Auditing, the consolidated financial statements of Atlas Consolidated Mining and Development Corporation and Subsidiaries (the Group) as at December 31, 2016 and 2015, and each of the three years in the period ended December 31, 2016 included in this form 17-A, and have issued our report thereon dated March 7, 2017. Our audits were made for the purpose of forming an opinion on the basic consolidated 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 Parent 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 consolidated financial statements. These schedules have been subjected to the auditing procedures applied in the audit of the basic consolidated 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 consolidated financial statements taken as a whole.

SYCIP GORRES VELAYO & CO.



Eleanore A. Layug

Partner

CPA Certificate No. 0100794

SEC Accreditation No. 1250-A-1 (Group A),

January 7, 2016, valid until January 6, 2019

Tax Identification No. 163-069-453

BIR Accreditation No. 08-001998-97-2015,

January 5, 2015, valid until January 4, 2018

PTR No. 5908708, January 3, 2017, Makati City

March 7, 2017



**ATLAS CONSOLIDATED MINING AND DEVELOPMENT
CORPORATION AND SUBSIDIARIES**

**INDEX TO THE CONSOLIDATED FINANCIAL STATEMENTS
AND SUPPLEMENTARY SCHEDULES
DECEMBER 31, 2016**

Financial Ratios	Schedule I
Map of the Relationships of the Companies within the Group	Schedule II
Schedule of Effective Standards and Interpretations under the PFRS	Schedule III
Reconciliation of Retained Earnings Available for Dividend Declaration	Schedule IV



**ATLAS CONSOLIDATED MINING
AND DEVELOPMENT CORPORATION
INDEX TO CONSOLIDATED FINANCIAL STATEMENTS
AND SUPPLEMENTARY SCHEDULES
SEC FORM 17-A
DECEMBER 31, 2016**

CONSOLIDATED FINANCIAL STATEMENTS

Statement of Management's Responsibility for Consolidated Financial Statements

Report of Independent Auditors

Consolidated Statements of Financial Position as at December 31, 2016 and 2015

Consolidated Statements of Comprehensive Income for the Years Ended
December 31, 2015, 2016 and 2015

Consolidated Statements of Changes in Equity for the Years Ended
December 31, 2016, 2015 and 2014

Consolidated Statements of Cash Flows for the Years Ended
December 31, 2016, 2015 and 2014

Notes to Consolidated Financial Statements

SUPPLEMENTARY SCHEDULES

Report of Independent Auditor's on Supplementary Schedules

SCHEDULE A. Financial Assets in Equity Securities

SCHEDULE B. Amounts Receivable from Directors, Officers, Employees, Related Parties and
Principal Stockholders (other than Related Parties)

SCHEDULE C. Amounts Receivable from Related Parties which are eliminated during the
Consolidation of Financial Statements

SCHEDULE D. Intangible Assets - Other Assets

SCHEDULE E. Long-Term Debt

SCHEDULE F. Indebtedness to Related Parties (Long-Term Loans from Related Companies)

SCHEDULE G. Guarantees of Securities of Other Issuers

SCHEDULE H. Capital Stock

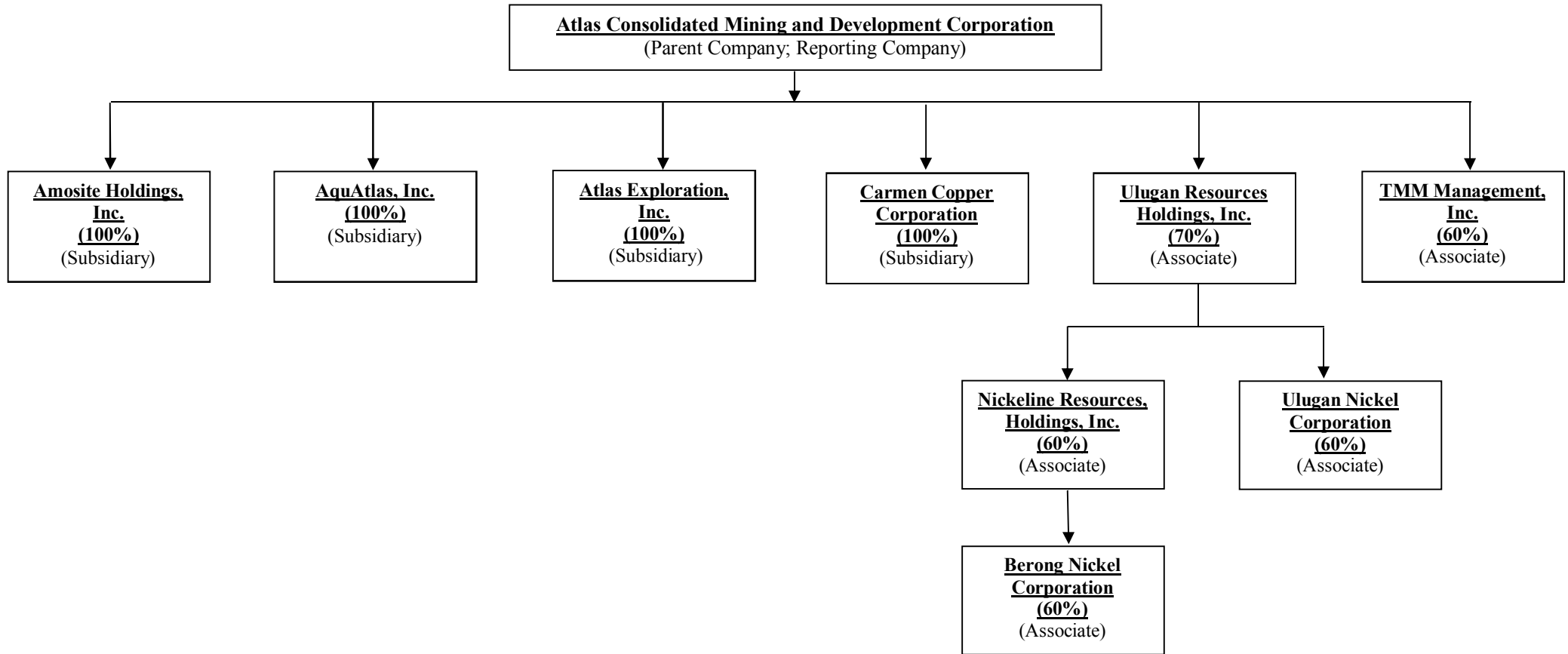


SCHEDULE I
ATLAS CONSOLIDATED MINING AND DEVELOPMENT
CORPORATION AND SUBSIDIARIES
FINANCIAL RATIOS PURSUANT TO SRC RULE 68, AS AMENDED
DECEMBER 31, 2016

	2016	2015
<u>Profitability Ratios:</u>		
Return on assets	(1.22%)	(1.20%)
Return on equity	(2.47%)	(2.00%)
Gross profit margin	20.31%	10.00%
Net profit margin	(8.05%)	(7.00%)
<u>Liquidity and Solvency Ratios:</u>		
Current ratio	0.25:1	0.42:1
Quick ratio	0.18:1	0.22:1
Solvency ratio	0.05:1	(0.11:1)
<u>Financial Leverage Ratios:</u>		
Asset to equity ratio	2.10:1	1.93:1
Debt ratio	0.50:1	0.48:1
Debt to equity ratio	1.06:1	0.92:1
Interest coverage ratio	(0.17:1)	(0.36:1)



SCHEDULE II
ATLAS CONSOLIDATED MINING AND DEVELOPMENT
CORPORATION AND SUBSIDIARIES
MAP OF THE RELATIONSHIPS OF THE COMPANIES WITHIN THE GROUP
PURSUANT TO SRC RULE 68, AS AMENDED
DECEMBER 31, 2016



SCHEDULE III
ATLAS CONSOLIDATED MINING AND DEVELOPMENT
CORPORATION AND SUBSIDIARIES
SCHEDULE OF EFFECTIVE STANDARDS AND
INTERPRETATIONS UNDER THE PFRS
PURSUANT TO SRC RULE 68, AS AMENDED
DECEMBER 31, 2016

List of Philippine Financial Reporting Standards (PFRSs) [which consist of PFRSs, Philippine Accounting Standards (PASs) and Philippine Interpretations] effective as at December 31, 2016:

PFRS		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	Non-current Assets Held for Sale and Discontinued			✓



PFRS		Adopted	Not Adopted	Not Applicable
	Operations			
PFRS 6	Exploration for and Evaluation of Mineral Resources	✓		
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: Classification and Measurement of Financial Assets	Not early adopted		
	Financial Instruments: Classification and Measurement of Financial Liabilities	Not early adopted		
	Amendments to PFRS 9: Mandatory Effective Date of PFRS 9 and Transition Disclosures	Not early adopted		
	Amendments to PFRS 9: Hedge Accounting	Not early adopted		
PFRS 10	Consolidated Financial Statements	✓		
	Amendments to PFRS 10: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture			✓
	Amendments to PFRS 10: Investment Entities			✓
PFRS 11	Joint Arrangements			✓
	Amendments to PFRS 11 - Accounting for Acquisitions of Interests in Joint Operations			✓
PFRS 12	Disclosure of Interests in Other Entities	✓		
	Amendment to PFRS 12 - Investment Entities: Applying Consolidation Exceptions			✓
PFRS 13	Fair Value Measurement	✓		



PFRS		Adopted	Not Adopted	Not Applicable
PFRS 14	Regulatory Deferral Accounts			✓
PFRS 15	Revenue from Contract with Customers	Not early adopted		
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	✓		
	Amendments to PAS 1: Disclosure Initiative	✓		
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	✓		
PAS 16	Property, Plant and Equipment	✓		
	Amendments to PAS 16 - Clarification of Acceptable Methods of Depreciation and Amortization			✓
	Amendments to PAS 16 - Agriculture Bearer Plants			✓
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	✓		



PFRS		Adopted	Not Adopted	Not Applicable
	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 (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	✓		
	Amendments to PAS 36: Recoverable Amount Disclosures for Non-Financial Assets			✓
PAS 37	Provisions, Contingent Liabilities and Contingent Assets	✓		
PAS 38	Intangible Assets	✓		
	Amendments to PAS 38: Clarification of Acceptable Methods of Depreciation and Amortization			✓
PAS 39	Financial Instruments: Recognition and Measurement	✓		



PFRS		Adopted	Not Adopted	Not Applicable
	Amendments to PAS 39: Transition and Initial 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			✓
	Amendment to PAS 39: Recognition and Measurement - Novation of Derivatives and Continuation of Hedge Accounting			✓
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	✓		



PFRS		Adopted	Not Adopted	Not Applicable
	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			✓
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	✓		
IFRIC 21	Levies	✓		
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 IV
ATLAS CONSOLIDATED MINING AND DEVELOPMENT
CORPORATION AND SUBSIDIARIES
RECONCILIATION OF RETAINED EARNINGS
AVAILABLE FOR DIVIDEND DECLARATION
PURSUANT TO SEC RULE 68, AS AMENDED AND
SEC MEMORANDUM CIRCULAR NO. 11
As of December 31, 2016
(Amounts in thousands)

Unappropriated Retained Earnings, beginning		₱1,214,507
Adjustments:		
Unrealized foreign exchange		—
Treasury shares		(23,267)
Unappropriated Retained Earnings, as adjusted, beginning		₱1,191,240
Add: Net income actually earned/realized during the period		
Net income (loss) during the period closed to Retained Earnings	(₱430,345)	
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)	(7,367)	
Unrealized actuarial gain	—	
Fair value adjustment (mark-to-market 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 PFRS	—	
Subtotal	(7,367)	
Add: Non-actual losses		
Unrealized foreign exchange loss - net (except those attributable to Cash)	—	
Depreciation on revaluation increment (after tax)	—	
Adjustment due to deviation from PFRS/GAAP - loss	—	
Loss on fair value adjustment of investment property (after tax)	—	
Subtotal	—	
Net income actually earned during the period	(437,712)	
Add (Less):		
Dividend declarations during the period	—	
Appropriations of retained earnings	—	
Reversals of appropriations	—	
Effects of prior period adjustments	—	
Treasury shares	—	
Subtotal	—	(437,712)
Unappropriated Retained Earnings, as adjusted, ending		₱753,528



SCHEDULE A

ATLAS CONSOLIDATED MINING AND DEVELOPMENT CORPORATION AND SUBSIDIARIES
FINANCIAL ASSETS IN EQUITY SECURITIES
DECEMBER 31, 2016

Name of issuing entity and association of each issue	Number of shares or principal amounts of bonds and notes	Amount shown in the balances sheet (figures in thousands)	Income received and accrued
AFS Financial Asset: PLDT	2,100	₱-	₱-



SCHEDULE B

**ATLAS CONSOLIDATED MINING AND DEVELOPMENT CORPORATION AND SUBSIDIARIES
AMOUNTS RECEIVABLE FROM DIRECTORS, OFFICERS, EMPLOYEES, RELATED PARTIES AND PRINCIPAL STOCKHOLDERS
(OTHER THAN RELATED PARTIES)
DECEMBER 31, 2016**

Name and Designation of Debtor	Balance at Beginning period	Additions	Amounts Collected / Settlements	Amounts Written-off	Current	Not Current	Balance at end period
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NOT APPLICABLE



SCHEDULE C

ATLAS CONSOLIDATED MINING AND DEVELOPMENT CORPORATION AND SUBSIDIARIES
AMOUNTS RECEIVABLE FROM RELATED PARTIES
WHICH ARE ELIMINATED DURING THE
CONSOLIDATION OF FINANCIAL STATEMENTS
DECEMBER 31, 2016

Name and Designation of Debtor	Balance at Beginning period	Additions	Amounts Collected /Settlements	Amounts Written-off	Current	Not Current	Balance at end period
CCC	₱82,700,392	₱-	(₱198,115,431)	₱-	(₱115,415,039)	₱-	(₱115,415,039)
AEI	100,483,814	78,275	-	-	100,562,089	-	100,562,089
AI	31,671,547	69,022	-	-	31,740,569	-	31,740,569
AHI	(2,252,170)	-	103,919	-	(2,148,251)	-	(2,148,251)



SCHEDULE D

ATLAS CONSOLIDATED MINING AND DEVELOPMENT CORPORATION AND SUBSIDIARIES
INTANGIBLE ASSETS - OTHER ASSETS
DECEMBER 31, 2016

Description	Beginning balance	Additions at cost	Charged to cost and expenses	Charged to other accounts	Other changes additions (deductions)	Ending balance
Goodwill	₱19,026,118,600	₱-	₱-	₱-	₱-	₱19,026,118,600
Mining Rights	8,535,486,097	-	188,372,023	-	-	8,347,114,074



SCHEDULE E**ATLAS CONSOLIDATED MINING AND DEVELOPMENT CORPORATION AND SUBSIDIARIES
LONG-TERM DEBT
DECEMBER 31, 2016**

Title of Issue and type of obligation	Amount authorized by: Indenture	Amount shown under the caption “Current Portion of long-term borrowings” in related balance sheet	Amount shown under the caption “Long-term borrowings- net of current portion” in related balance sheet
Bonds payable	₱-	₱14,916,000,000	₱-
Bond discount	-	(19,842,210)	-
SM Investments Corporation	-	981,435,000	5,949,128,000
MayBank	-	958,203,840	-
BDO Leasing & Finance, Inc.	-	234,738,740	80,320,691
United Overseas Bank Ltd.	-	187,444,400	1,010,310,400
Security Bank	-	165,837,927	893,983,430
Standard Chartered Bank	-	183,185,052	-
Rizal Commercial Banking Corporation	-	146,206,632	788,042,112
Convertible loans	-	-	1,818,648,103



SCHEDULE F

**ATLAS CONSOLIDATED MINING AND DEVELOPMENT CORPORATION AND SUBSIDIARIES
INDEBTEDNESS TO RELATED PARTIES
(LONG-TERM LOANS FROM RELATED COMPANIES)
DECEMBER 31, 2016**

Name of Related Party	Balance at beginning of period	Balance at end of period
SM Investments Corporation	₱981,435,000	₱6,930,563,000



SCHEDULE G

**ATLAS CONSOLIDATED MINING AND DEVELOPMENT CORPORATION AND SUBSIDIARIES
GUARANTEES OF SECURITIES OF OTHER ISSUERS
DECEMBER 31, 2016**

Name of issuing entity of securities guaranteed by the Parent Company for which this statement is filed	Title of issue of each class of securities guaranteed	Total amount guaranteed and outstanding	Amount owed by person for which statement is filed	Nature of guarantee
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NOT APPLICABLE



SCHEDULE H

**ATLAS CONSOLIDATED MINING AND DEVELOPMENT CORPORATION AND SUBSIDIARIES
CAPITAL STOCK
DECEMBER 31, 2016**

The Parent Company's authorized share capital is ₱3.0 billion divided into 3.0 billion shares at ₱1 par value. As at December 31, 2016, total shares issued and outstanding is 2,087,032,774 held by 20,816 shareholders.

Title of Issue	Number of shares authorized	Number of shares issued and outstanding as shown under related financial condition caption	Number of shares reserved for option, warrants, conversions and other rights	Directors and Officers	Principal/ Substantial Stockholders	No of shares held by Government	Banks	Others
Common Stock	3,000,000,000	2,087,032,774	–	140,126,053	1,066,154,896	–	–	880,751,825

