COVER SHEET

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S.E.C. Registration Number

NICKEL ASIA CORPORATION

(Company's Full Name)

28th Floor, NAC Tower, 32nd
St. Bonifacio Global City
Taguig City

(Business Address: No. Street City/Town Province)

Atty. Barbara Anne C. Migallos
Atty. Daneia Isabelle F. Palad

Contact Person

896-9357 to 59

Telephone Number of the Contact Person

1	2		3	1

Fiscal Year

SEC Form 20- IS
Preliminary Information Statement

FORM TYPE

Every First Friday of June

Annual Meeting

N/A

Secondary license Type, If Applicable

M	S	R	D

Dept. Requiring this Doc.

n/a

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowings

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

STAMPS

Remarks = Pls. use black ink for scanning purposes

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ANNEX "A"

EXPLANATION AND RATIONALE
For each item on the Agenda of the Special Meeting of Stockholders of Nickel Asia Corporation requiring the vote of stockholders

AGENDA

1. **Call to Order**

   The Chairman will formally open the Special Meeting of Stockholders of the Company. The Directors and Officers of the Company will be introduced.

2. **Proof of required notice of the meeting**

   The Corporate Secretary will certify that copies of this Notice and the Information Statement with its accompanying documents have been duly sent to stockholders of record as of 11 September 2018.

3. **Certification of quorum**

   The Corporate Secretary will attest whether a quorum is present for the meeting.

4. **Approval of 80% Stock Dividend Declaration**

   On 28 August 2018, the Board of Directors of the Corporation approved the declaration of an 80% stock dividend which will consist of 6,082,343,163 common shares to be paid to holders of common shares as of record date in proportion to their shareholdings. In view of the stock dividend declaration, there will be an adjustment to the number of shares reserved for the Company's Stock Option Plans.

   Shareholders' approval of the 80% Stock Dividend declaration will be sought. More detailed information about the proposed 80% Stock Dividend Declaration is contained in Item 9, pages 8-9 of the Information Statement, while the adjustments to the number of shares reserved for the Stock Option Plans are discussed in Item 8, pages 7-8 of the Information Statement attached to this Notice. Approval will require the affirmative vote of the stockholders representing at least ⅔ of the outstanding capital stock.

   Resolution to be adopted:

   Shareholders will vote for the approval of the 80% Stock Dividend and the corresponding adjustment to the number of shares reserved for the Stock Option Plans of the Corporation, and the concomitant waiver of pre-emptive right with respect to the additional shares of stock to be reserved for the Stock Option Plans.

5. **Approval of Proposed Amendments to the Company's By-Laws**

   On 28 August 2018, the Board of Directors approved the following amendments to the Company's By-Laws:

a. Revision of Article II, Section 6 to state that meetings of the stockholders shall be presided over by the Chairman of the Board, or in his absence, the Vice Chairman, or in his absence, the President.

b. Inclusion of a new paragraph (h) under Article III, Section 1, specifying the power of the Board to appoint a chairman emeritus.

c. Inclusion of a new Article III, Section 9 on the indemnification of directors and corporate officers. The proposed Section 9 provides for the indemnification of a director or officer, his heirs, executors and administrators against all costs and expenses reasonably incurred by such person in connection with any civil, criminal, administrative or investigative action, suit or proceeding to which he becomes, a party by reason of his being or having been a director or officer of the Corporation, except in relation to matters as to which he shall be declared by a final judgment in in such action, suit or proceeding, to be liable for gross negligence, misconduct, or breach of fiduciary duty.

d. Inclusion of a new section in Article IV, identifying the Chairman, Vice Chairman, President, Executive Vice President, Senior Vice Presidents, Vice Presidents, Assistant Vice Presidents, Treasurer, Secretary and Assistant Secretary as the corporate officers of the Company, which new section shall be Article IV, Section 1.

e. Renumbering of Article IV, Section 1 (Election/Appointment) as Article IV, Section 2 in view of the inclusion of the aforementioned section.

f. Inclusion of a new section specifying the functions of the Chairman, which new section shall be Article IV, Section 3.

g. Inclusion of a new section specifying the functions of the Vice Chairman, which new section shall be Article IV, Section 4.

h. Renumbering of Article IV, Section 2 (President) as Article IV, Section 5 in view of the inclusion of the new Sections 3 and 4.

i. Renumbering and amendment of Article IV, Section 4 (The Vice-President) as Article IV, Section 6, and specifying the functions of the Executive Vice President, Senior Vice Presidents, Vice Presidents, and Assistant Vice Presidents.

j. Renumbering and amendment of Article IV, Section 5 (The Secretary) as Article IV, Section 7, and including the functions of the Assistant Secretary.

The aforementioned amendments shall hereinafter be collectively referred to as the "Amendments".

Resolution to be adopted:

Shareholders will vote for the adoption of a resolution to approve the amendment of the Company's By-Laws to incorporate the Amendments.

6. Other matters

Matters that are relevant to and appropriate for the special shareholders' meeting may be taken up. No resolution, other than the resolutions explained in the Notice and the Definitive Information Statement, will be submitted for voting by the shareholders.

7. Adjournment

NICKEL ASIA CORPORATION
Notice of the Special Meeting of Stockholders

TO OUR STOCKHOLDERS:

Please be informed that the **Special Meeting of the Stockholders** of **NICKEL ASIA CORPORATION** will be held on **Tuesday, 9 October 2018, 2:00 p.m.** at the ____________________ (the "Special Meeting"). The order of business thereat will be as follows:

1. Call to Order
2. Proof of Required Notice of the Meeting
3. Certification of Quorum
4. Approval of 80% Stock Dividend Declaration
5. Approval of Proposed Amendments to the Company's By-Laws
6. Other Matters

A brief statement of the rationale and explanation for each Agenda item which requires shareholders' approval is contained in Annex "A" of this Notice. The Preliminary Information Statement accompanying this Notice contains more detail regarding the rationale and explanation for each of such Agenda items.

Stockholders of record at the close of business on 11 September 2018 are entitled to notice of, and to vote at, this year's Special Meeting. Registration will commence at 1:00 p.m. on 9 October 2018 at the venue of the Special Meeting. To facilitate registration, please bring some form of identification such as driver's license or company I.D.

The Company is not soliciting proxies. Should you be unable to attend the meeting personally, you can nevertheless be represented and vote at the Special Meeting by submitting a **proxy** to the Office of the Corporate Secretary at the Company's principal office on or before **02 October 2018**, which is the deadline for submission of proxies. You may use the attached proxy form which is compliant with the requirements of the Securities and Exchange Commission ("SEC"). Proxy validation will be on **09 October 2018** at the Office of Corporate Secretary at the Company's principal office.

BARBARA ANNE C. MIGALLOS
Corporate Secretary

The Rationale and Explanation for each Agenda item requiring shareholders' approval is attached to this Notice.

The Definitive Information Statement, Management Report and 2017 Audited Financial Statements accompany this Notice.

Securities and Exchange Commission

SEC Form 20-IS

Information Statement
Pursuant to Section 20 of the Securities Regulation Code

1. Check the appropriate box

   ____X____ Preliminary Information Statement

   _________ Definitive Information Statement

2. Name of Registrant as specified in its charter: **NICKEL ASIA CORPORATION**

3. Country of Incorporation: **PHILIPPINES**

4. SEC Identification Number: **CS200811530**

5. BIR Tax Identification Number **007-085-191-000**

6. Address of Principal Office **28th Floor. NAC Tower, 32nd Street, Bonifacio Global City Taguig City, Metro Manila 1634**

7. Telephone Number **(632) 798 76 22**

8. Date, time and place of the meeting of security holder:

   October 9, 2018
   2:00 PM
   Venue to be announced

9. Approximate date on which the Information Statement is first to be sent or given to security holders:

   17 September 2018

10. Securities registered pursuant to Sections 8 & 12 of the Code or Sections 4 & 8 of the RSA (information on number of shares and amount of debt is applicable only to corporate registrants):

Common Stock Issued	**7,602,928,954 shares**
Preferred Stock Issued	**720,000,000**
Amount of debt	**Php 3,008,594,776**

11. Are any or all registrant's securities listed on the Philippines Stock Exchange?

    Yes ___X___ No _______

    If yes, disclose the name of such Stock Exchange and the class of securities listed therein:

    Philippine Stock Exchange – common shares

PART I.

INFORMATION REQUIRED IN INFORMATION STATEMENT

A. GENERAL INFORMATION

Item 1. Date, Time and Place of Meeting of Security Holders

The Special Meeting of the Stockholders of Nickel Asia Corporation, a corporation organized and existing under the laws of the Philippines with address at the 28th Floor, NAC Tower, 32nd Street, Bonifacio Global City, Taguig City, Metro Manila will be held on **Tuesday, 9 October 2018 at 2:00 p.m.** The venue of the Special Meeting is yet to be announced and will be provided in the Definitive Information Statement. The Agenda of the Special Meeting, as indicated in the accompanying Notice of Special Meeting of Stockholders, is as follows:

1. Call to Order
2. Proof of required notice of the meeting
3. Certification of quorum
4. Approval of 80% Stock Dividend Declaration
5. Approval of Proposed Amendments to the Company's By-Laws
6. Other matters

Only items 4 and 5 on the Agenda require shareholders' approval. Information and explanation regarding the said item are contained in various sections of this Information Statement. This Information Statement constitutes notice of the resolutions to be adopted at the Meeting.

There will be an OPEN FORUM before the approval of the said item is submitted to shareholders. Questions will likewise be entertained for other items in the agenda as appropriate and consistent with orderly proceedings.

For the purpose of the Meeting, only stockholders of record at the close of business on 11 September 2018 will be entitled to vote. Stockholders are requested to bring some form of identification such as passport, driver's license, or company I.D. in order to facilitate registration which will start at 1:00 p.m. on the day of the Meeting.

Shareholders who cannot attend the Meeting may accomplish the attached Proxy Form. Please indicate your vote (Yes, No, Abstain) for each item in the attached form, and submit the same on or before 02 October 2018 to the Office of the Corporate Secretary at the Company's principal office.

Proxies will be validated and tabulated by a special committee composed of the Company's stock transfer agent, Stock Transfer Service Inc. 34th Floor, Rufino Plaza, Ayala Avenue, Makati City ("STSI"), the Corporate Secretary and the Compliance Officer, and will be voted as indicated by the shareholder in the proxy and applicable rules. The tabulation of votes shall be done by the special committee and reviewed by the Company's independent external auditor, Sycip Gorres Velayo & Co. (SGV).

Voting procedures are contained in Item 19 (page 30) of this Information Statement and will be stated at the start of the Meeting. Please refer to Item 19, page 11, for an explanation of the voting procedure.

Further information and explanation regarding specific agenda items, where appropriate, are contained in various sections of this Information Statement. This Information Statement constitutes notice of the resolutions to be adopted at the Meeting.

This Information Statement and Proxy Form shall be sent to security holders on 17 September 2018 (30 days before the Meeting), after the approval of the Definitive Information Statement by the SEC.

WE ARE NOT SOLICITING PROXIES. SHAREHOLDERS MAY APPOINT PROXIES IF THEY ARE UNABLE TO ATTEND THE MEETING SO THAT THEIR VOTE MAY BE COUNTED.

Item 2. Dissenters' Right of Appraisal

There are no corporate matters or action to be taken during the Meeting on 9 October 2018 that will entitle a stockholder to a Right of Appraisal as provided in Title X of the Corporation Code of the Philippines (Batas Pambansa [National Law] No. 68).

For the information of stockholders, any stockholder of the Company shall have a right to dissent and demand payment of the fair value of his shares in the following instances, as provided in the Corporation Code of the Philippines:

1. In case any amendment to the articles of incorporation has the effect of changing or restricting the rights of any stockholder or class of shares, or of authorizing preferences in any respect superior to those of outstanding shares of any class, or of extending or shortening the term of corporate existence (Section 81);

2. In case of sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property and assets as provided in the Code (Section 81);

3. In case of merger or consolidation (Section 81); and

4. In case of investments in another corporation, business or purpose (Section 42).

The Corporation Code of the Philippines (at Section 82) provides that the appraisal right may be exercised by any stockholder who shall have voted against the proposed corporate action, by making a written demand on the corporation within thirty (30) days after the date on which the vote was taken, for payment of the fair value of his shares: provided, that failure to make the demand within such period shall be deemed a waiver of the appraisal right. A stockholder must have voted against the proposed corporate action in order to avail himself of the appraisal right. If the proposed corporate action is implemented or effected, the corporation shall pay to such stockholder, upon surrender of his certificate(s) of stock representing his shares, the fair value thereof as of the day prior to the date on which the vote was taken, excluding any appreciation or depreciation in anticipation of such corporate action.

If within a period of sixty (60) days from the date the corporate action was approved by the stockholders, the withdrawing stockholder and the corporation cannot agree on the fair value of the shares, it shall be determined and appraised by three (3) disinterested persons, one of whom shall be named by the stockholder, another by the corporation and the third by the two thus chosen. The findings of the majority of appraisers shall be final, and their award shall be paid by the corporation within thirty (30) days after such award is made; provided, that no payment shall be made to any dissenting stockholder unless the corporation has unrestricted retained earnings in its books to cover such payment; and provided, further, that upon payment by the corporation of the agreed or awarded price, the stockholder shall forthwith transfer his shares to the corporation.

Item 3. Interest of Certain Persons in or Opposition to Matters to be Acted Upon

No director, nominee for election as director, associate of the nominee or executive officer of the Company at any time since the beginning of the last fiscal year, has any substantial interest, direct or indirect, by security holdings or otherwise, in any of the matters to be acted upon in the meeting.

No incumbent director has informed the Company in writing of an intention to oppose any action to be taken at the meeting.

B. CONTROL AND COMPENSATION INFORMATION

Item 4. Voting Securities and Principal Holders Thereof

As of 15 August 2018, there are 7,602,928,954 outstanding and issued common shares of the Company, out of which 5,403,261,107 are owned by Filipinos, and 720,000,000 outstanding preferred shares, all of which are owned by a Filipino company. Each share of stock is entitled to one vote. In sum, the total number of outstanding shares entitled to vote is 8,322,928,954 out of which 6,123,261,107 shares or 73.57% are owned by Filipinos while 2,199,667,847 shares or 26.43% are owned by non-Filipinos.

All stockholders of record as of 11 September 2018 are entitled to notice and to vote at the Special Stockholders' Meeting.

A stockholder entitled to vote at the meeting shall have the right to vote in person or by proxy.

Voting Procedures are stated in page 11 of this Preliminary Information Statement.

Security Ownership of Certain Record and Beneficial Owners

The following stockholders own more than five percent (5%) of the Company's stock as of **15 August 2018:**

Title of Class	Name and Address of Record Owner and Relationship with Issuer	Name of Beneficial Owner and Relationship with Record Owner	Citizenship	No. of Shares Held	% of Class
Common	PCD Nominee Corporation (See Note 1)	(See Note 1)	Filipino	4,636,911,739	60.99
Common	Sumitomo Metal Mining Philippine Holdings Corporation (Stockholder) (See Note 2) 25th Floor, NAC Tower, 32nd Street, Bonifacio Global City, Taguig City	Sumitomo Metal Mining Philippine Holdings Corporation (Direct)	Japanese	1,444,657,926	19.00
Common	Nonillion Holding Corporation 5756 ABBA Building, Kalayaan Ave., Brgy. Pinagkaisahan, Makati City	Nonillion Holding Corporation (Direct)	Filipino	720,000,000	9.47
Common	PCD Nominee Corporation (See Note 3)	(See Note 1)	Non-Filipino	544,280,209	7.16
Preferred	Nickel Asia Holdings, Inc. (Stockholder) (See Note 4) 28/F NAC Tower, 32nd Street, Bonifacio Global City, Taguig City, Metro Manila, Philippines	Nickel Asia Holdings, Inc. (See Note 4)	Filipino	720,000,000	100%

(1) PCD Nominee Corporation ("PCD"), the nominee of the Philippine Depository & Trust Corp., is the registered owner of the shares in the books of the Company's transfer agent. The beneficial owners of such shares are PCD's participants who

hold the shares on their own behalf or in behalf of their clients. PCD is a private company organized by the major institutions actively participating in the Philippine capital markets to implement an automated book-entry system of handling securities transactions in the Philippines. The 60.99% registered under PCD Nominee Corporation includes 250,838,016 shares (3.30%) held by Nonillion Holdings Corporation, 1,954,779,738 shares (25.71%) of Mantra Resources Corporation and 1,016,831,382 shares (13.37%) of Ni Capital Corporation.

(2) Sumitomo Metal Mining Philippine Holdings Corporation is represented by Mr. Masahiro Kamiya and Mr. Toru Higo on the Company's Board of Directors.

(3) There are no participants under the PCD Nominee Corporation (Non-Filipino) account owning more than 5% of the voting securities.

(4) The stockholders of Nickel Asia Holdings, Inc. include Mr. Manuel B. Zamora, Jr., Mr. Philip T. Ang and Mr. Luis J.L. Virata.

Proxies of the foregoing record owners for the Special Stockholders' Meeting on 9 October 2018 have not yet been submitted. The deadline set by the Board of Directors for submission of proxies is on 02 October 2018.

Security Ownership of Management

The beneficial ownership of the Company's directors and executive officers as of **15 August 2018** is as follows:

Title of Class	Name of Beneficial Owner	Amount and Nature of Beneficial Ownership	Citizenship	% of Class
Common	Manuel B. Zamora Jr.	5,982,236 (Direct) 4,298,828 (Indirect)	Filipino	0.13
Common	Philip T. Ang	1,616,724 (Direct) 147,036 (Indirect)	Filipino	0.02
Common	Gerard H. Brimo	15,728,246 (Direct) 138,425 (Indirect)	Filipino	0.2
Common	Luis J. L. Virata	401 (Direct)	Filipino	0
Common	Martin Antonio G. Zamora	300 (Direct) 8,706 (PCD)	Filipino	0
Common	Masahiro Kamiya	1,124 (Direct)	Japanese	0
Common	Toru Higo	1,124 (Direct)	Japanese	0
Common	Fulgencio S. Factoran, Jr.	842 (Direct)	Filipino	0
Common	Frederick Y. Dy	842 (Direct)	Filipino	0
Common	Jose B. Anievas	318,750 2,418,744 (PCD)	Filipino	0.03
Common	Emmanuel L. Samson	-	Filipino	0
Common	Raymundo B. Ferrer	-	Filipino	0
Common	Rolando R. Cruz	614,952 (Direct) 330,000 (PCD)	Filipino	0.01
Common	Georgina Carolina Y. Martinez	-	Filipino	0
Common	Koichi Ishihara	-	Japanese	0
Common	Jose D. Baylon	19,000 (PCD)	Filipino	0
Common	Gerardo Ignacio B. Ongkingco	-	Filipino	0
Common	Augusto C. Villaluna	-	Filipino	0
Common	Barbara Anne C. Migallos	-	Filipino	0
Common	Ma. Angela G. Villamor	540,308 (PCD)	Filipino	0.01
Directors and Executive Officers as a Group		32,166,588 (Direct and lodged with PCD)		0.42

Voting Trust Holders/Changes in Control

There are no voting trust holders of 5% or more of the Company's stock. There are no arrangements that may result in a change of control of the Company.

Item 5. Directors and Executive Officers

No action is to be taken at the Meeting with respect to the election of Directors.

Item 6. Compensation of Directors and Executive Officers

Except for the adjustment of the number of Option Shares reserved for the Company's 2014 Stock Option Plan (the "2014 SOP), and the 2018 Stock Option Plan (the "2018 SOP") pursuant to the approval of the Stock Dividend Declaration, no action is to be taken at the Meeting with respect to:

(a) The election of Directors;

(b) Any bonus, profit sharing, or other compensation plan, contract or arrangement in which any Director, nominee for election as a Director, or executive officer of the registrant will participate;

(c) Any pension or retirement plan in which any such person will participate; or

(d) The granting or extension to any such person of any option/s, warrant/s or rights to purchase any securities.

A more detailed explanation of the adjustment of the number of Option Shares reserved for the 2014 SOP and the 2018 SOP pursuant to the approval of the Stock Dividend Declaration can be found in Items 8 and 9 below.

Item 7. Independent Public Accountants

No action is to be taken at the Meeting with respect to the election, approval or ratification of the Company's independent external auditors.

Item 8. Compensation Plans

The 2014 Stock Option Plan

On 24 March 2014, the Board of Directors approved the adoption of the 2014 SOP for officers of the Company and its operating subsidiaries, resident mine managers, and Directors of the Company. The 2014 SOP was approved by the shareholders during the annual shareholders' meeting held on 6 June 2014. On 21 November 2014, the SEC issued a resolution exempting 32,000,000 common shares for the 2014 SOP from the registration requirement.

On 18 December 2014, the stockholders approved the declaration of a 50% stock dividend and the adjustment of the number of shares under the 2014 SOP in view of the effect of the stock dividend.

On 5 June 2015, the stockholders approved the declaration of a 100% stock dividend and the adjustment of the number of shares under the Plan and the New Plan in view of the effect of the stock dividend.

On 20 May 2016, NAC filed an application with the SEC for exemption from registration requirement of the additional 31,523,262 common shares to be issued pursuant to Section 10.2 of the Securities and Regulation Code. The said application was approved by the SEC on 10 November 2016.

The 2018 Stock Option Plan

A new Stock Option Plan (the "New Plan") for Directors and Officers of the Company and its operating mining subsidiaries was approved by the Board of Directors on 5 April 2018, and approved and by shareholders of the Company at the Annual Meeting of Shareholders on 28 May 2018.

The New Plan is also subject to the approval of the Securities and Exchange Commission (SEC) and for additional listing of shares in the PSE. The application for exemption of the New Plan was filed with the SEC on 16 August 2018. The application for additional listing of shares in the PSE will be filed once SEC approval is obtained.

Due to the effects of the eighty percent (80%) stock dividend declared by the Board on 28 August 2018, the Board of Directors of the Company, at the same meeting, approved adjustments to the grants under the Corporation's stock option plans as follows:

(a) Increase the number of the 2014 SOP shares by an additional Forty-Six Million One Hundred Six Thousand Eight Hundred Sixteen (46,106,816) common shares; and

(b) The Exercise Price for the 2014 SOP will be adjusted from Php8.51 per share to Php4.73 per share.

(c) Increase the number of the 2018 SOP shares by an additional One Hundred Twenty-Three Million Nine Hundred Seventy-Six Thousand Seven Hundred Ninety-Two (123,976,792) common shares;

(d) The Exercise Price for the 2018 SOP will be adjusted from Php4.38 per share to Php2.43 per share;

Item 9. Authorization or Issuance of Securities Other than for Exchange

The Company has an authorized capital stock of Nine Billion Six Hundred Thirty Nine Million Seven Hundred Thousand Pesos (Php9,639,700,000.00) divided into Nineteen Billion Two Hundred Sixty Five Million (19,265,000,000) common shares with a par value of Fifty centavos (Php 0.50) per share, and Seven Hundred Twenty Million (720,000,000) preferred shares with par value of One centavo (Php0.01) per share.

As of 15 August 2018, the total number of outstanding shares entitled to vote is Eight Billion Three Hundred Twenty Two Million Nine Hundred Twenty Eight Thousand Nine Hundred Fifty Four (8,322,928,954) shares.

Stockholders holding common shares enjoy dividend and voting rights, pro rata to their shareholdings. Stockholders with preferred shares have the same right to vote as common shares but shall not participate in dividends declared by the Company, and with a fixed cumulative dividend rate of seven percent (7%) per annum. Aside from these and all other rights of shareholders under the Corporation Code, stockholders of the Company have no other material rights.

There are no provisions in the Company's by-laws that would delay, defer, or prevent a change in control of the Company.

At a meeting held on 28 August 2018, the Company's Board of Directors approved an eighty percent (80%) stock dividend for all common shares. Approval of said dividend declaration will be sought at the scheduled Special Stockholders' Meeting on 9 October 2018. If approved, a total of Six Billion Eighty-Two Million Three Hundred Forty-Three Thousand One Hundred Sixty-Three (6,082,343,163) common shares (Php3,041,171,581.50 at Php 0.50 par value each) shall be issued out of the authorized but unissued capital stock and shall be distributed as stock dividends. Pursuant to the stock dividend, adjustments will be made to the number of shares reserved for the Company's Stock Option Plans. The details of the adjustments to the Stock Option Plans is discussed in Item 8 above.

The record date for the entitlement to stock dividends (the "stock dividend record date") shall be determined in accordance with the rules of the SEC and the PSE, after the approval of two-thirds of the outstanding capital stock of the Company have been obtained. Each stockholder as of the stock dividend record date will receive such number of stock dividend shares as he is entitled, equivalent to eighty percent (80%) of his existing shareholding. Fractional shares will be rounded down to the nearest whole number.

The Corporation will not receive any consideration for the issuance of the shares as stock dividend.

The resolutions to be adopted will be for the approval of:

a) Eighty percent (80%) stock dividend covering the issuance of 6,082,343,163 of the Company's common shares;

b) Additional Forty-Six Million One Hundred Six Thousand Eight Hundred Sixteen (46,106,816) common shares to be reserved for the 2014 SOP;

c) One Hundred Twenty-Three Million Nine Hundred Seventy-Six Thousand Seven Hundred Ninety-Two (123,976,792) common shares to be reserved for the 2018 SOP; and

d) The concomitant waiver of pre-emptive right to shares to be reserved for the Stock Option Plan pursuant to said adjustment.

Item 10. Modification or Exchange of Securities

No action is to be taken by the Company with respect to the modification of any class of securities of the Company or the issuance or authorization for issuance of one class of securities of the Company in exchange for outstanding securities of another class.

Item 11. Finance and Other information

Copies of the Management Report, the Audited Financial Statements for the year ended 31 December 2017 are attached hereto.

Item 12. Mergers, Consolidations, Acquisitions and Similar Matters

No transactions to be taken by the Company with respect to any transaction involving mergers consolidations, acquisitions and similar matters.

Item 13. Acquisition or Disposition of Property

No transaction to be taken by the Company with respect to the acquisition or disposition of any Property.

Item 14. Reclassification of Accounts

No actions are to be taken with respect to the restatement of any asset, capital, or surplus account of the Company.

D. OTHER MATTERS

Item 15. Action with Respect to Reports

No actions are to be taken with respect to reports of the Company

Item 16. Matters not required to be submitted

No action is to be taken with respect to any matter which is not required to be submitted to a vote of security holders, state the nature of such matter, the reasons for submitting it to a vote of security holders and what action is intended to be taken by the registrant in the event of a negative vote on the matter by the security holders.

Item 17. Amendment of Charter

On 28 August 2018, the Board of Directors approved the following amendments to the Company's By-Laws:

1. Revision of Article II, Section 6 to state that meetings of the stockholders shall be presided over by the Chairman of the Board, or in his absence, the Vice Chairman, or in his absence, the President;

2. Inclusion of a new paragraph (h) under Article III, Section 1, specifying the power of the Board to appoint a chairman emeritus;

3. Inclusion of a new Article III, Section 9 on the indemnification of directors and corporate officers;

4. Inclusion of a new section in Article IV, identifying the Chairman, Vice Chairman, President, Executive Vice President, Senior Vice Presidents, Vice Presidents, Assistant Vice Presidents, Treasurer, Secretary and Assistant Secretary as the corporate officers of the Company, which new section shall be Article IV, Section 1;

5. Renumbering of Article IV, Section 1 (Election/Appointment) as Article IV, Section 2;

6. Inclusion of a new section specifying the functions of the Chairman, which new section shall be Article IV, Section 3;

7. Inclusion of a new section specifying the functions of the Vice Chairman, which new section shall be Article IV, Section 4;

8. Renumbering of Article IV, Section 2 (President) as Article IV, Section 5;

9. Renumbering and amendment of Article IV, Section 4 (The Vice-President) as Article IV, Section 6, and specifying the functions of the Executive Vice President, Senior Vice Presidents, Vice Presidents, and Assistant Vice Presidents; and

10. Renumbering and amendment of Article IV, Section 5 (The Secretary) as Article IV, Section 7, and including the functions of the Assistant Secretary.

The resolutions to be adopted will be for the approval of the proposed amendments to the Company's By-Laws.

Item 18. Other Proposed Action

Aside from the approval of the (1) eighty percent (80%) stock dividend covering the issuance of 6,082,343,163 of the Company's common shares, the adjustments to the number of shares reserved for the Company's Stock Option Plans, and the concomitant waiver of pre-emptive right to shares to be reserved for the Stock Option Plans pursuant to said adjustment; and (2) proposed amendments the Company's By-Laws, no other proposed action will be taken up at the Special Stockholders' Meeting on 9 October 2018.

Item 19. Voting Procedures

Under the Company's policy for the effective participation by shareholders in shareholders' meetings of the Company and the exercise of shareholders' right to vote:

1. Only items reflected on the Agenda and the Information Statement will be voted upon. No resolution that is not in the Agenda will be voted on.
2. Voting shall be by balloting or poll at all shareholders' meetings. Shareholders who did not submit proxies before the meeting but will be present at the meeting will be given ballots upon registration. For proxies submitted prior to the meeting, the designated proxy was provided with ballots for casting in accordance with the stockholders' instructions, as indicated in the proxy.
3. Validation of proxies shall be undertaken by a special committee designated by the Board for the validation of proxies. For the Special Stockholders' Meeting, SGV, the Company's independent external auditor shall work with the special committee, to in reviewing the tabulation proxies.
4. Voting results for each item on the agenda shall be announced during the meeting and shall be made publicly available immediately.

Stockholders as of 11 September 2018 may vote at the Special Stockholders' Meeting on 9 October 2018. Stockholders have the right to vote in person or by proxy.

PART II.

(PLEASE SEE SEPARATE PROXY FORM)

PART III.

SIGNATURE PAGE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in the City of Makati on 31 August 2018.

By:

BARBARA ANNE C. MIGALLOS
Corporate Secretary
on behalf of NICKEL ASIA CORPORATION

UPON THE WRITTEN REQUEST OF THE STOCKHOLDER, THE COMPANY UNDERTAKES TO FURNISH SAID STOCKHOLDER A COPY OF THE COMPANY'S ANNUAL REPORT ON SEC FORM 17-A, OR THE COMPANY'S LATEST QUARTERLY REPORT ON SEC FORM 17-Q, AS FILED WITH THE SEC FREE OF CHARGE. ANY WRITTEN REQUEST SHALL BE ADDRESSED TO:

ATTY. BARBARA ANNE C. MIGALLOS
Corporate Secretary

NICKEL ASIA CORPORATION
28th Floor, NAC Tower, 32nd Street, Bonifacio Global City, Taguig City, Metro Manila

Cnew Preliminary Information Statement rev2 /dfp42

NICKEL ASIA CORP.

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STATEMENT OF MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

The management of **Nickel Asia Corporation and Subsidiaries** (the "Group") is responsible for the preparation and fair presentation of the consolidated financial statements including the schedules attached therein, for the years ended December 31, 2017 and 2016, 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 or members of the Group.

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

Manuel B. Zamora, Jr.
Chairman of the Board

Gerard H. Brimo
President and Chief Executive Officer

Emmanuel L. Samson
Senior Vice President/Chief Financial Officer

Signed this 14th day of March 2018

SUBSCRIBED and **SWORN** to before me, this MAR 28 2018, at TAGUIG CITY, affiants who exhibited to me her competent evidence of identity specified below:

Name	Competent Evidence of Identity	Date and Place Issued
MANUEL B. ZAMORA, JR.	Passport #: EB9270874	Oct. 01, 2013/DFA Manila
GERARD H.BRIMO	Passport #: P1914438A	Feb. 11, 2017/DFA Manila
EMMANUEL L. SAMSON	Passport #: P2955746A	May 05, 2017/DFA Manila

avowed under penalty of law as to the truth of the contents of this instrument.

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Book No.: 3
Series of 2018

RYAN RENE C. JORNADA
Appointment No. 31 (2017-2018)
Notary Public for and in the City of Taguig
Until December 31, 2018
Roll No. 58552
PTR No. A-3781856 January 2018/Taguig City
IBP No. 015794 (Lifetime)/O.R. No. 1070904/30 January 2017
MCLE Compliance No. V-0018775, until 19 April 2019
28F NAC Tower, 32nd Street, BGC, Taguig City

SGV
Building a better
working world

SyCip Gorres Velayo & Co.
6760 Ayala Avenue
1226 Makati City
Philippines

Tel: (632) 891 0307
Fax: (632) 819 0872
ey.com/ph

BOA/PRC Reg. No. 0001,
December 14, 2015, valid until December 31, 2018
SEC Accreditation No. 0012-FR-4 (Group A),
November 10, 2015, valid until November 9, 2018

INDEPENDENT AUDITOR'S REPORT

The Board of Directors and Stockholders
Nickel Asia Corporation and Subsidiaries
28th Floor NAC Tower, 32nd Street
Bonifacio Global City, Taguig City

Opinion

We have audited the consolidated financial statements of Nickel Asia Corporation and its subsidiaries (the Group), which comprise the consolidated statements of financial position as at December 31, 2017 and 2016, and the consolidated statements of income, 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, 2017, 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, 2017 and 2016, and its consolidated financial performance and its consolidated cash flows for each of the three years in the period ended December 31, 2017 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.

Estimation of ore reserves

Ore reserves are estimates of the amount of ore that can be economically and legally extracted from the Group's mining properties and are key inputs to depletion, amortization, and decommissioning provisions. The Group estimates its ore reserves based on information compiled by appropriately qualified persons relating to the geological data on the size, depth and shape of the ore body, and requires complex geological judgments to interpret the data. The estimation of recoverable reserves is based upon factors such as estimates of foreign exchange rates, commodity prices, future capital requirements, and production costs along with geological assumptions and judgments made in estimating the size and grade of the ore body. Changes in the reserve or resource estimates may impact upon the carrying values of property and equipment, provision for mine rehabilitation and decommissioning, recognition of deferred income tax assets and depreciation and depletion charges.

As discussed in Note 9 to the consolidated financial statements, the Group's mining properties and development costs are amortized using the units of production method. The land improvements, machinery and equipment, and buildings and improvements are depreciated and amortized using the straight line method, where the estimated useful life is based on the mineable ore reserves. This matter is significant to our audit because the estimation of the mineable ore reserves for mining projects located in Palawan and Surigao del Norte, for the remaining life of the mines, 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, capabilities and objectivity of the internal specialist engaged by the Group to perform an independent assessment of its ore reserves. We reviewed the specialist's report and obtained an understanding of the nature, scope and objectives of their work, and basis of the estimates including any changes in the reserves during the year. In addition, we tested the reserves estimates applied to the relevant areas of the consolidated financial statements including depletion, depreciation, amortization and decommissioning provisions.

Recoverability of geothermal exploration and evaluation assets and deferred mine exploration costs

The ability of the Group to recover its geothermal exploration and evaluation assets and deferred mine exploration costs would depend on the commercial viability of the reserves. The carrying values of geothermal exploration and evaluation assets and deferred mine exploration costs as of December 31, 2017 are disclosed in Notes 11 and 13 to the consolidated financial statements. The substantial amount of this account and the significant management judgment required in assessing whether there is any indication of impairment are key areas of focus in our audit.

Audit response
We obtained an understanding of the Group's capitalization policy and tested whether the policy has been applied consistently. We obtained management's assessment on whether there are impairment indicators affecting the recoverability of the geothermal exploration and evaluation assets and deferred mine exploration costs. We inquired into the status of these projects and their plans on operations. We reviewed contracts and agreements, and budgets for exploration and development costs. We inspected the licenses, permits and correspondences with regulatory agencies of each exploration project, to determine that the period for which the Group has the right to explore in the specific area, has not been cancelled or has not expired, will not expire in the near future, and will be renewed accordingly. We also inquired

about the existing concession areas that are expected to be abandoned or any exploration activities that are planned to be discontinued in those areas.

Recoverability of solar project and construction in-progress

The Group is adversely affected by the continued decline in wholesale electricity prices. In the event that an impairment indicator is identified, the assessment of the recoverable amount of the solar project and construction in-progress related to solar farms and geothermal projects, requires significant judgment and is based on assumptions. The carrying values of the Group's solar project and construction in-progress recorded as part of property and equipment as of December 31, 2017 are disclosed in Note 9 to the consolidated financial statements. The assessment of the recoverable amounts of the Sta. Rita Solar Power and the Biliran Geothermal Power Projects, which require estimation and assumptions about future production levels and costs, as well as external inputs such as commodity prices, discount rate, and foreign currency exchange rates, is a key audit matter in our audit.

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 the expected life of the plant, forecasted annual energy output, forecasted average price of wholesale electricity, forecasted contributions to the government based on current regulations, inflation rate, planned debt ratio, and interest rate. We compared the key assumptions used against the industry benchmark plant life, production reports from operations department, average market price of electricity on Wholesale Electric Spot Market (WESM), current tax laws and Department of Energy regulations, Bangko Sentral ng Pilipinas (BSP) forecasted inflation rate, industry debt ratio and discount rate based on industry weighted average capital cost. We tested the parameters used in the determination of the discount rate against the market data.

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, 2017, 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, 2017 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.

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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 Jaime F. del Rosario.

SYCIP GORRES VELAYO & CO.

Jaime F. del Rosario
Partner
CPA Certificate No. 56915
SEC Accreditation No. 0076-AR-4 (Group A),
May 1, 2016, valid until May 1, 2019
Tax Identification No. 102-096-009
BIR Accreditation No. 08-001998-72-2018,
February 14, 2018, valid until February 13, 2021
PTR No. 6621247, January 9, 2018, Makati City

March 14, 2018

NICKEL ASIA CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

(Amounts in Thousands)

	December 31	
	2017	2016
ASSETS		
Current Assets		
Cash and cash equivalents (Note 4)	**₱9,645,932**	₱9,647,943
Trade and other receivables (Note 5)	**905,125**	1,145,271
Inventories (Note 6)	**3,502,414**	3,210,838
Available-for-sale (AFS) financial assets (Note 7)	**5,925,682**	5,572,285
Prepayments and other current assets (Note 8)	**919,285**	946,431
Total Current Assets	**20,898,438**	20,522,768
Noncurrent Assets		
Property and equipment (Note 9)	**15,388,259**	15,566,425
Investments in associates (Note 10)	**2,952,132**	2,582,087
Geothermal exploration and evaluation assets (Note 11)	**1,784,183**	1,775,799
AFS financial assets - net of current portion (Note 7)	**732,738**	746,793
Long-term stockpile inventory - net of current portion (Note 12)	**167,559**	367,244
Deferred income tax assets (Note 36)	**333,094**	370,052
Other noncurrent assets (Note 13)	**3,480,696**	3,420,348
Total Noncurrent Assets	**24,838,661**	24,828,748
TOTAL ASSETS	**₱45,737,099**	₱45,351,516
LIABILITIES AND EQUITY		
Current Liabilities		
Trade and other payables (Note 14)	**₱7,569,941**	₱7,016,683
Income tax payable	**235,233**	426,802
Other current liability (Note 39k)	**169,079**	169,079
Current portion of:		
Long-term debts (Note 15)	**1,635,178**	148,274
Long-term payable (Note 17)	**5,000**	5,000
Short-term debt (Note 15)	**–**	180,000
Total Current Liabilities	**9,614,431**	7,945,838
Noncurrent Liabilities		
Long-term debts - net of current portion (Note 15)	**1,349,211**	4,468,059
Deferred income tax liabilities - net (Note 36)	**766,874**	876,467
Provision for mine rehabilitation and decommissioning (Note 16)	**388,787**	442,484
Pension liability (Note 35)	**320,781**	332,320
Deferred income - net of current portion (Note 39m)	**58,659**	62,849
Long-term payable - net of current portion (Note 17)	**20,168**	23,846
Total Noncurrent Liabilities	**2,904,480**	6,206,025
Total Liabilities	**12,518,911**	14,151,863
Equity Attributable to Equity Holders of the Parent		
Capital stock (Note 18)	**3,808,665**	3,808,665
Additional paid-in capital (Note 18)	**8,262,455**	8,300,002
Other components of equity:		
Share in cumulative translation adjustment (Note 10)	**564,152**	409,286
Net valuation gains on AFS financial assets (Note 7)	**163,935**	12,954
Cost of share-based payment plan (Note 19)	**137,635**	126,622
Asset revaluation surplus	**32,097**	32,480
Retained earnings:		
Unappropriated	**15,392,459**	13,221,526
Appropriated (Note 18)	**1,095,583**	1,108,956
	29,456,981	27,020,491
Non-controlling Interests (NCI)	**3,761,207**	4,179,162
Total Equity	**33,218,188**	31,199,653
TOTAL LIABILITIES AND EQUITY	**₱45,737,099**	₱45,351,516

See accompanying Notes to Consolidated Financial Statements.

NICKEL ASIA CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF INCOME

(Amounts in Thousands, Except Earnings per Share)

	Years Ended December 31		
	2017	2016	2015
REVENUES			
Sale of ore (Note 34)	**₱14,897,080**	₱13,574,382	₱14,795,649
Services and others (Notes 34 and 39)	**630,064**	530,275	635,997
Sale of power (Note 39p)	**212,152**	18,010	–
	15,739,296	14,122,667	15,431,646
COSTS			
Sale of ore (Note 21)	**6,033,241**	5,907,249	6,279,248
Services (Note 22)	**351,339**	328,457	357,917
Power generation (Note 23)	**257,276**	38,295	–
	6,641,856	6,274,001	6,637,165
OPERATING EXPENSES			
Shipping and loading costs (Note 24)	**1,626,410**	1,823,549	1,757,943
Excise taxes and royalties (Note 25)	**1,103,686**	1,006,712	1,089,603
General and administrative (Note 26)	**863,153**	850,251	912,854
Marketing (Notes 39e and 39l)	**96,464**	95,869	130,166
	3,689,713	3,776,381	3,890,566
FINANCE INCOME (Note 29)	**316,303**	228,430	305,112
FINANCE EXPENSES (Note 30)	**(246,615)**	(219,933)	(179,125)
EQUITY IN NET INCOME (LOSSES) OF ASSOCIATES (Note 10)	**197,972**	(413,702)	(811,369)
OTHER INCOME (CHARGES) - net (Note 31)	**(84,387)**	493,540	493,544
INCOME BEFORE INCOME TAX	**5,591,000**	4,160,620	4,712,077
PROVISION FOR (BENEFIT FROM) INCOME TAX (Note 36)			
Current	**1,865,318**	1,441,526	1,605,750
Deferred	**(128,462)**	7,952	61,536
	1,736,856	1,449,478	1,667,286
NET INCOME	**₱3,854,144**	₱2,711,142	₱3,044,791
Net income attributable to:			
Equity holders of the parent	**₱2,770,768**	₱1,966,107	₱2,035,143
NCI	**1,083,376**	745,035	1,009,648
	₱3,854,144	₱2,711,142	₱3,044,791
Basic/Diluted Earnings Per Share (EPS; Note 20)	**₱0.36**	₱0.26	₱0.27

See accompanying Notes to Consolidated Financial Statements.

NICKEL ASIA CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Amounts in Thousands)

	Years Ended December 31		
	2017	2016	2015
NET INCOME	**₱3,854,144**	₱2,711,142	₱3,044,791
OTHER COMPREHENSIVE INCOME (LOSS)			
Other comprehensive income (loss) to be reclassified to consolidated statements of income in subsequent periods:			
Share in translation adjustment of associates (Note 10)	**172,073**	29,270	360,506
Income tax effect	**(17,207)**	(26,593)	(36,051)
	154,866	2,677	324,455
Net valuation gains (losses) on AFS financial assets (Note 7)	**194,243**	153,124	(369,761)
Income tax effect (Note 7)	**(41,132)**	(3,035)	65,435
	153,111	150,089	(304,326)
Net other comprehensive income to be reclassified to consolidated statements of income in subsequent periods	**307,977**	152,766	20,129
Other comprehensive loss not to be reclassified to consolidated statements of income in subsequent periods:			
Remeasurement loss on pension liability (Note 35)	**(8,373)**	(83,731)	(9,047)
Income tax effect	**2,512**	25,119	2,715
	(5,861)	(58,612)	(6,332)
Asset revaluation surplus	**(547)**	(547)	(547)
Income tax effect	**164**	164	164
	(383)	(383)	(383)
Net other comprehensive loss not to be reclassified to consolidated statements of income in subsequent periods	**(6,244)**	(58,995)	(6,715)
TOTAL OTHER COMPREHENSIVE INCOME - NET OF TAX	**301,733**	93,771	13,414
TOTAL COMPREHENSIVE INCOME - NET OF TAX	**₱4,155,877**	₱2,804,913	₱3,058,205
Total comprehensive income attributable to:			
Equity holders of the parent	**₱3,071,379**	₱2,076,466	₱2,052,080
NCI	**1,084,498**	728,447	1,006,125
	₱4,155,877	₱2,804,913	₱3,058,205

See accompanying Notes to Consolidated Financial Statements.

NICKEL ASIA CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

FOR THE YEARS ENDED DECEMBER 31, 2017, 2016 AND 2015

(Amounts in Thousands)

	Equity Attributable to Equity Holders of the Parent											
								Retained Earnings				
	Capital Stock (Note 18)	Stock Dividends Distributable	Additional Paid-in Capital (Note 18)	Share in Cumulative Translation Adjustment (Note 10)	Net Valuation Gains (Losses) on AFS Financial Assets (Note 7)	Cost of Share-based Payment Plan (Note 19)	Asset Revaluation Surplus	Unappropriated	Appropriated (Note 18)	Total	NCI	Total
Balances at December 31, 2016	₱3,808,665	₱–	₱8,300,002	₱409,286	₱12,954	₱126,622	₱32,480	₱13,221,526	₱1,108,956	₱27,020,491	₱4,179,162	₱31,199,653
Net income	–	–	–	–	–	–	–	2,770,768	–	2,770,768	1,083,376	3,854,144
Other comprehensive income (loss)	–	–	–	154,866	150,981	–	(383)	(4,853)	–	300,611	1,122	301,733
Total comprehensive income (loss)	–	–	–	154,866	150,981	–	(383)	2,765,915	–	3,071,379	1,084,498	4,155,877
Cost of share-based payment plan (Notes 19 and 27)	–	–	–	–	–	11,013	–	–	–	11,013	–	11,013
Cash dividends (Note 18)	–	–	–	–	–	–	–	(608,234)	–	(608,234)	–	(608,234)
7% Cash dividends - Preferred share (Note 34)	–	–	–	–	–	–	–	(504)	–	(504)	–	(504)
Cash dividends to NCI (Note 33)	–	–	–	–	–	–	–	–	–	–	(1,540,000)	(1,540,000)
Reversal of appropriation (Note 18)	–	–	–	–	–	–	–	108,956	(108,956)	[illegible]	[illegible]	–
Appropriation of retained earnings (Note 18)	–	–	–	–	–	–	–	(95,583)	95,583	–	–	–
Dilution in NCI	–	–	(37,547)	–	–	–	–	–	–	(37,547)	37,547	–
Asset revaluation surplus transferred to retained earnings (Note 9)	–	–	–	–	–	–	–	383	–	383	–	383
Balances at December 31, 2017	₱3,808,665	₱–	₱8,262,455	₱564,152	₱163,935	₱137,635	₱32,097	₱15,392,459	₱1,095,583	₱29,456,981	₱3,761,207	₱33,218,188

See accompanying Notes to Consolidated Financial Statements.

	Capital Stock (Note 18)	Stock Dividends Distributable	Additional Paid-in Capital (Note 18)	Share in Cumulative Translation Adjustment (Note 10)	Net Valuation Gains (Losses) on AFS Financial Assets (Note 7)	Cost of Share-based Payment Plan (Note 19)	Asset Revaluation Surplus	Retained Earnings Unappropriated	Retained Earnings Appropriated (Note 18)	Total	NCI	Total
	Equity Attributable to Equity Holders of the Parent											
Balances at December 31, 2015	₱3,805,670	₱–	₱8,284,767	₱406,609	(₱134,467)	₱104,824	₱32,863	₱11,300,347	₱1,711,260	₱25,511,873	₱3,901,315	₱29,413,188
Net income	–	–	–	–	–	–	–	1,966,107	–	1,966,107	745,035	2,711,142
Other comprehensive income (loss)	–	–	–	2,677	147,421	–	(383)	(39,356)	–	110,359	(16,588)	93,771
Total comprehensive income (loss)	–	–	–	2,677	147,421	–	(383)	1,926,751	–	2,076,466	728,447	2,804,913
Exercise of stock options (Note 19)	2,995	–	15,235	–	–	(3,855)	–	–	–	14,375	–	14,375
Cost of share-based payment plan (Notes 19 and 27)	–	–	–	–	–	25,653	–	–	–	25,653	–	25,653
Cash dividends (Note 18)	–	–	–	–	–	–	–	(607,755)	–	(607,755)	–	(607,755)
7% Cash dividends - Preferred share (Note 34)	–	–	–	–	–	–	–	(504)	–	(504)	–	(504)
Cash dividends to NCI (Note 33)	–	–	–	–	–	–	–	–	–	–	(677,500)	(677,500)
Reversal of appropriation (Note 18)	–	–	–	–	–	–	–	711,260	(711,260)	–	–	–
Appropriation of retained earnings (Note 18)	–	–	–	–	–	–	–	(108,956)	108,956	–	–	–
Asset revaluation surplus transferred to retained earnings (Note 9)	–	–	–	–	–	–	–	383	–	383	–	383
Investments from non-controlling shareholders	–	–	–	–	–	–	–	–	–	–	226,900	226,900
Balances at December 31, 2016	₱3,808,665	₱–	₱8,300,002	₱409,286	₱12,954	₱126,622	₱32,480	₱13,221,526	₱1,108,956	₱27,020,491	₱4,179,162	₱31,199,653

See accompanying Notes to Consolidated Financial Statements.

BUREAU OF INTERNAL REVENUE
APR 03 2018
EXCISE LT REGULATORY

	Capital Stock	Stock Dividends Distributable	Additional Paid-in Capital	Share in Cumulative Translation Adjustment	Net Valuation Gains (Losses) on AFS Financial Assets	Cost of Share-based Payment Plan	Asset Revaluation Surplus	Retained Earnings Unappropriated	Retained Earnings Appropriated (Note 18)	Total	NCI	Total
	Equity Attributable to Equity Holders of the Parent											
Balances at December 31, 2014	₱1,272,495	₱632,648	₱8,273,655	₱82,154	₱171,322	₱47,060	₱33,246	₱15,098,051	₱1,575,000	₱27,185,631	₱3,716,715	₱30,902,346
Net income	–	–	–	–	–	–	–	2,035,143	–	2,035,143	1,009,648	3,044,791
Other comprehensive income (loss)	–	–	–	324,455	(305,789)	–	(383)	(1,346)	–	16,937	(3,523)	13,414
Total comprehensive income (loss)	–	–	–	324,455	(305,789)	–	(383)	2,033,797	–	2,052,080	1,006,125	3,058,205
Exercise of stock options	1,292	–	11,112	–	–	–	–	–	–	12,404	–	12,404
Stock dividends (Note 18)	2,531,883	(632,648)	–	–	–	–	–	(1,899,235)	–	–	–	–
Cost of share-based payment plan (Note 27)	–	–	–	–	–	57,764	–	–	–	57,764	–	57,764
Cash dividends (Note 18)	–	–	–	–	–	–	–	(3,795,885)	–	(3,795,885)	–	(3,795,885)
7% Cash dividends - Preferred share (Note 34)	–	–	–	–	–	–	–	(504)	–	(504)	–	(504)
Cash dividends to NCI	–	–	–	–	–	–	–	–	–	–	(1,055,000)	(1,055,000)
Appropriation of retained earnings (Note 18)	–	–	–	–	–	–	–	(136,260)	136,260	–	–	–
Asset revaluation surplus transferred to retained earnings	–	–	–	–	–	–	–	383	–	383	–	383
Investments from non-controlling shareholders	–	–	–	–	–	–	–	–	–	–	233,475	233,475
Balances at December 31, 2015	₱3,805,670	₱–	₱8,284,767	₱406,609	(₱134,467)	₱104,824	₱32,863	₱11,300,347	₱1,711,260	₱25,511,873	₱3,901,315	₱29,413,188

See accompanying Notes to Consolidated Financial Statements.

NICKEL ASIA CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Amounts in Thousands)

BUREAU OF INTERNAL REVENUE
APR 03 2018
EXCISE LT REGULATORY DIVISION

	Years Ended December 31		
	2017	2016	2015
CASH FLOWS FROM OPERATING ACTIVITIES			
Income before income tax	**₱5,591,000**	₱4,160,620	₱4,712,077
Adjustments for:			
Depreciation, amortization and depletion (Notes 9 and 28)	**1,480,045**	1,475,139	1,439,872
Interest income (Note 29)	**(301,967)**	(228,430)	(212,806)
Interest expense (Notes 22 and 30)	**203,049**	135,741	77,530
Equity in net losses (income) of associates (Note 10)	**(197,972)**	413,702	811,369
Provisions for (reversals of allowance for) impairment losses on:			
AFS financial assets (Notes 7 and 31)	**133,320**	119,220	–
Property and equipment (Notes 9 and 31)	**(12,825)**	12,825	–
Deferred mine exploration costs (Notes 13 and 31)	**1,233**	460	1,233
Dividend income (Notes 7 and 31)	**(36,967)**	(35,117)	(25,827)
Movements in pension liability	**(36,225)**	(17,119)	5,851
Accretion of interest on provision for mine rehabilitation and decommissioning (Notes 16 and 30)	**16,123**	8,942	8,520
Loss (gain) on:			
Sale of AFS financial assets (Notes 7, 29 and 30)	**(14,336)**	11,715	(86,250)
Sale of property and equipment (Note 31)	**4,508**	(6,644)	(6,919)
Debt extinguishment (see Notes 15 and 30)	**3,433**	–	–
Sale of interest in an associate (Notes 10 and 31)	–	(239,620)	–
Write-off of advances to claimowners (Note 31)	–	5,350	–
Write-off of AFS financial assets (Notes 7 and 31)	–	3,000	–
Write-off of deferred mine exploration costs (Notes 31 and 39e)	–	2,278	5,461
Bargain purchase (Notes 31 and 32)	–	–	(59,921)
Cost of share-based payment plan (Notes 19 and 27)	**11,013**	25,653	57,764
Unrealized foreign exchange loss (gains) - net (Note 31)	**9,720**	(300,086)	(157,954)
Accretion income (Note 29)	–	–	(3,933)
Casualty losses (Note 31)	–	–	2,516
Day 1 gain (Note 29)	–	–	(2,123)
Effect of change in estimate on provision for mine rehabilitation and decommissioning	–	–	(88)
Operating income before working capital changes	**6,853,152**	5,547,629	6,566,372
Decrease (increase) in:			
Trade and other receivables	**223,212**	(235,789)	406,673
Inventories	**(91,891)**	217,927	(120,068)
Prepayments and other current assets	**71,671**	(7,108)	214,586
Increase (decrease) in trade and other payables	**296,999**	119,395	(203,958)
Net cash generated from operations	**7,353,143**	5,642,054	6,863,605
Income taxes paid	**(2,056,887)**	(1,128,663)	(2,005,409)
Net cash flows from operating activities	**5,296,256**	4,513,391	4,858,196

(Forward)

	Years Ended December 31		
	2017	2016	2015
CASH FLOWS FROM INVESTING ACTIVITIES			
Acquisitions of:			
AFS financial assets (Note 7)	**(₱5,246,568)**	(₱8,641,008)	(₱13,392,836)
Property and equipment (Note 9)	**(1,494,458)**	(3,349,750)	(3,922,099)
Proceeds from:			
Sale of AFS financial assets (Note 7)	**4,981,173**	8,296,174	10,163,700
Sale of property and equipment	**20,116**	12,794	8,538
Sale of interest in an associate (Note 10)	**–**	2,037,188	–
Insurance claims	**–**	–	1,010
Interest received	**295,365**	221,560	197,080
Decrease (increase) in:			
Other noncurrent assets	**(52,212)**	10,861	(184,163)
Geothermal exploration and evaluation assets (Note 11)	**(8,384)**	(463,184)	(470,720)
Dividends received (Note 7)	**36,862**	35,138	114,817
Issuance of loans (Note 39a)	**–**	–	(1,000,000)
Acquisition of subsidiaries, net of cash acquired (Note 32)	**–**	–	(800,792)
Net cash flows used in investing activities	**(1,468,106)**	(1,840,227)	(9,285,465)
CASH FLOWS FROM FINANCING ACTIVITIES			
Payments of:			
Cash dividends (Notes 18 and 34)	**(1,801,238)**	(1,473,259)	(4,303,909)
Long-term debt	**(1,628,463)**	(114,827)	(114,827)
Short-term debt	**(180,000)**	–	–
Long-term payable	**(5,000)**	–	–
Rehabilitation cost	**–**	–	(670)
Interest paid	**(188,840)**	(178,460)	(52,472)
Decrease in deferred income	**(4,190)**	(4,190)	(4,190)
Proceeds from:			
Availment of long-term debt (Note 15)	**–**	1,182,846	2,099,449
Exercise of stock options (Note 19)	**–**	14,375	12,404
Investments from non-controlling shareholders	**–**	226,900	–
Increase in other current liability (Note 39k)	**–**	21	169,058
Net cash flows used in financing activities	**(3,807,731)**	(346,594)	(2,195,157)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	**20,419**	2,326,570	(6,622,426)
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	**9,647,943**	7,073,171	13,561,803
EFFECT OF EXCHANGE RATE CHANGES IN CASH AND CASH EQUIVALENTS (Note 31)	**(22,430)**	248,202	133,794
CASH AND CASH EQUIVALENTS AT END OF YEAR (Note 4)	**₱9,645,932**	₱9,647,943	₱7,073,171

See accompanying Notes to Consolidated Financial Statements.

BUREAU OF INTERNAL REVENUE
APR 03 2018
EXCISE LT REGULATORY DIVISION

1. Corporate Information

Nickel Asia Corporation (NAC; Parent Company) was registered with the Philippine Securities and Exchange Commission (SEC) on July 24, 2008. The Parent Company is primarily engaged in investing in and holding of assets of every kind and description and wherever situated, as and to the extent permitted by law. It is also registered, within the limits prescribed by law, to engage in the business of mining of all kinds of ore, metals and minerals and in the business of generation, transmission, distribution and supply of electricity to cities and other localities and to the public in general.

The common shares of the Parent Company were listed on the Philippine Stock Exchange (PSE) on November 22, 2010. The registered office address of the Parent Company is at 28th floor NAC Tower, 32nd Street, Bonifacio Global City, Taguig City.

The Subsidiaries

Hinatuan Mining Corporation (HMC)
HMC was registered with the SEC on October 9, 1979, is a 100% owned subsidiary of the Parent Company and is primarily engaged in the exploration, mining and exporting of nickel ore located in Hinatuan Island, Surigao del Norte and Manicani Island, Eastern Samar. HMC is also engaged in the chartering out of Landing Craft Transport (LCT) and providing complete marine services.

Cagdianao Mining Corporation (CMC)
CMC was registered with the SEC on July 25, 1997, is a 100% owned subsidiary of the Parent Company and is primarily engaged in the exploration, mining and exporting of nickel ore located in Barangay Valencia, Municipality of Cagdianao, Province of Dinagat Island.

Samar Nickel Mining Resources Corporation (SNMRC)
SNMRC was registered with the SEC on March 11, 2010, is a 100% owned subsidiary of the Parent Company and is primarily engaged in the exploration, mining and exporting of mineral ores. SNMRC has not yet started commercial operations.

La Costa Shipping and Lighterage Corporation (LCSLC)
LCSLC was registered with the SEC on October 23, 1992, is a 100% owned subsidiary of the Parent Company through HMC, and is primarily engaged in the chartering out of LCT and providing complete marine services. LCSLC was acquired by HMC in April 2010. In a resolution dated May 6, 2014, the Board of Directors (BOD) of LCSLC authorized the sale of all of its LCT to HMC for a consideration.

Geogen Corporation (Geogen)
Geogen was registered with the SEC on October 9, 1998, is a 100% owned subsidiary of the Parent Company and is primarily engaged in the exploration, exploitation and mining of metallic and non-metallic minerals, including, but not limited to, nickel, iron, cobalt, chromite and other associated mineral deposits. Geogen has not yet started commercial operations.

On January 16, 2018, the BOD of Geogen approved to change its corporate name to Dinapigue Mining Corporation. The application for the change in the corporate name was approved by the SEC on March 5, 2018.

Falck Exp Inc. (FEI)
FEI was registered with the SEC on November 22, 2005, is an 88% owned subsidiary of the Parent Company through HMC, CMC and Taganito Mining Corporation (TMC), and is primarily engaged in the business of exploring, prospecting and operating mines and quarries of all kinds of ores and minerals, metallic and non-metallic. On August 8, 2014, the BOD of FEI approved the immediate dissolution of FEI. Thereafter, the liquidation process commenced and as a result, FEI changed from going-concern to liquidation basis of accounting. On November 17, 2016, the termination of FEI's registration with the Bureau of Internal Revenue (BIR) was approved. Final dissolution will take place after the approval of FEI's application with the SEC. As at December 31, 2017, FEI is still waiting for the approval of SEC.

Cordillera Exploration Co., Inc. (CExCI)
CExCI was registered with the SEC on October 19, 1994, is a 71.25% owned subsidiary of the Parent Company and is primarily engaged in the business of large-scale exploration, development and utilization of mineral resources. CExCI has a number of mining properties at various stages of exploration. It is currently not engaged in any development or commercial production activities.

Newminco Pacific Mining Corporation (Newminco)
Newminco was registered with the SEC on October 9, 2006, is a 71.25% owned subsidiary of the Parent Company through CExCI, and is primarily engaged in the exploration, mining, development, utilization, extraction, beneficiation and marketing of minerals and mineral resources. It is currently not engaged in any development or commercial production activities.

Taganito Mining Corporation
TMC was registered with the SEC on March 4, 1987, is a 65% owned subsidiary of the Parent Company and is primarily engaged in the exploration, mining and exporting of nickel ore located in Claver, Surigao del Norte. TMC also provides services which involves the handling, hauling and transportation of materials required in the processing operations of Taganito HPAL Nickel Corporation (THNC).

Rio Tuba Nickel Mining Corporation (RTN)
RTN was registered with the SEC on July 15, 1969, is a 60% owned subsidiary of the Parent Company and is primarily engaged in the exploration, mining and exporting of nickel ore located in Barangay Rio Tuba, Municipality of Bataraza, Palawan and providing non-mining services required in the processing operations of Coral Bay Nickel Corporation (CBNC).

Emerging Power Inc. (EPI)
EPI was registered with the SEC on October 16, 2007, is an 86.29% owned subsidiary of the Parent Company and is primarily engaged in the renewable energy business.

Mindoro Geothermal Power Corporation (MGPC)
MGPC was registered with the SEC on May 7, 2014, is an 86.29% owned subsidiary of the Parent Company through EPI, and is primarily engaged in the renewable energy business. By virtue of a Deed of Assignment of rights and obligations of EPI under Geothermal Renewable Energy Service Contract (GRESC) No. 2010-02-013 on November 24, 2014, MGPC acquired the exclusive rights to explore, develop and exploit geothermal resources covering a geothermal field in the municipality of Naujan, Oriental Mindoro.

Manta Energy Inc. (MEI)
MEI was registered with the SEC on May 21, 2007, is an 86.29% owned subsidiary of the Parent Company through EPI, and is primarily engaged in power business, including but not limited to power generation, power trading and supply to retail customers and end users. On July 5, 2016, the Energy Regulatory Commission (ERC) approved MEI's registration as Registered Electric Supplier for a period of five (5) years, and renewable thereafter.

Biliran Holdings Inc. (BHI)
BHI was registered with the SEC on July 31, 2015, is an 86.29% owned subsidiary of the Parent Company through EPI, and is primarily engaged in investing in and holding of assets of every kind and description, as and to the extent permitted by law. It is also registered, within the limits prescribed by law, to engage in the business of infrastructure, power generation, real estate, manufacturing, trading and agribusiness and to pay other evidences of indebtedness or securities of this or any other corporation.

Jobin-SQM, Inc. (Jobin)
Jobin was registered with the SEC on January 6, 2010, is an 86.29% owned subsidiary of the Parent Company through EPI, and is primarily engaged in power business, including but not limited to power generation, power trading and supply to retail customers and end users. Jobin was acquired by EPI on September 11, 2015. On May 23, 2016, Jobin entered into the testing and commissioning phase for the 7.14 MW Sta. Rita Solar Power Project. On November 7, 2016, Jobin was granted by ERC a Provisional Authority to Operate (PAO) to transition from testing and commissioning phase to actual production and operation phase for a period of six (6) months for its 7.14 MW Sta. Rita Solar Power Plant pending approval of Jobin's dedicated point to point limited facilities to connect to the transmission system. On March 18, 2017, Jobin commenced testing and commissioning phase for the 25.19 MW Sta. Rita Solar Power Project and was granted by ERC a PAO to transition from testing and commissioning phase to actual production on September 27, 2017.

Biliran Geothermal Inc. (BGI)
BGI was registered with the SEC on October 31, 2007, is a 51.77% owned subsidiary of the Parent Company through EPI. The principal activities of BGI are to explore, exploit, discover, develop, extract, dig and drill for, produce, utilize, refine, treat, process, transport, store, market, sell, use, supply, experiment with, distribute, manufacture, or otherwise deal in, any substance, minerals or otherwise, which by itself or in contribution with other substances generate or emanate heat or power and to enter into and perform service contracts including geothermal services. On December 28, 2014, BGI received the Confirmation of Commerciality for the Biliran Geothermal Project from the Philippine Government through the Department of Energy (DOE). BGI was acquired by BHI on December 17, 2015.

Mantex Services Inc. (Mantex)
Mantex was registered with the SEC on March 26, 2012, is a 43.15% owned subsidiary of the Parent Company through EPI. Mantex is established primarily to provide technical, financial and public relations advisory, management and investments services for infrastructure projects.

<u>Updates in the Philippine Mining Industry</u>
In line with the issuance of Department of Environment and Natural Resources (DENR) Memorandum Order No. 2016-01 mandating a comprehensive review of all operating mines and mines under suspended and/or care and maintenance status, and a moratorium on the acceptance, processing and/or approval of mining applications and/or new mining projects for all metallic and non-metallic minerals, an industry-wide audit was carried on since July 2016.

On February 2, 2017, the Secretary of the DENR ordered the closure and suspension of several mines in the country for alleged environmental violations noted during the industry-wide audit.

In light of concerns expressed by various industry stakeholders, the Mineral Industry Coordinating Council (MICC) issued a resolution on February 9, 2017, which called for the review of the audit conducted on mining companies, and the closure and suspension orders by the DENR Secretary. This mandate of the MICC covers all mining contracts in the Philippines, although the review will start with mining companies affected by the closure order. The multi-stakeholder review shall be based on the guidelines and parameters set forth in mining contracts and in other pertinent laws, and will advise the DENR on the performance of existing mining operations in consultation with local government units. Five technical review teams (TRT) will conduct the review over a three (3) month period starting in March 2017. The TRTs will check the compliance of affected mining companies with applicable agreements, and laws and regulations taking into account the technical, legal, social, environmental and economic aspects of their mining operations. The results of the review will be submitted to the multi-stakeholder Technical Working Group (TWG) of the MICC. The TWG will verify the results before the final presentation to the MICC. The MICC will then present the findings and submit its recommendations to the Office of the President, which shall make the final decision on the DENR's closure and suspension orders. As at March 14, 2018, the MICC review is still ongoing.

On February 14, 2017, the Secretary of the DENR announced the cancellation of a total of 75 Mineral Production Sharing Agreements (MPSAs) considered to be situated in watersheds. Show cause orders were issued to the concerned mining companies, which were given seven (7) days to respond.

On February 13, 2017, HMC received a letter from DENR stating that MPSA in Taganaan Island, Surigao is being cancelled due to alleged violations of Republic Act (RA) No. 7942 or the "Philippine Mining Act of 1995" as a result of the audit conducted in July 2016. On February 17, 2017, HMC filed a Notice of Appeal with the Office of the President. It is the Parent Company's position that there are no legal and technical grounds to support the cancellation of HMC's MPSA.

The Parent Company will pursue all legal remedies to overturn the said order because of due process violations and the absence of any basis that would warrant a suspension of HMC's operations, much less the cancellation of its MPSA.

RTN, TMC and CMC were not included in the list of mining operations recommended for suspension or closure by the DENR.

The consolidated financial statements as at December 31, 2017 and 2016 and for each of the three years in the period ended December 31, 2017 were authorized for issuance by the Parent Company's BOD on March 14, 2018.

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2. Basis of Preparation and Consolidation, 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 AFS financial assets which are measured at fair value. The consolidated financial statements are presented in Philippine peso, which is the Parent Company's functional and presentation currency. The Parent Company and its subsidiaries (collectively referred to as the Group) have the

Philippine Peso as their functional currency and items included in the financial statements of each entity are measured using that functional and presentation (or reporting) currency. All amounts are rounded to the nearest thousand (₱000), except when otherwise indicated.

Basis of Consolidation

The consolidated financial statements include the Group and its associates:

	Principal Place of Business	Principal Activities	Effective Ownership 2017	2016
Subsidiaries				
HMC	Philippines	Mining and Services	**100.00%**	100.00%
CMC	Philippines	Mining	**100.00%**	100.00%
SNMRC	Philippines	Mining	**100.00%**	100.00%
LCSLC [(a)]	Philippines	Services	**100.00%**	100.00%
Geogen	Philippines	Mining	**100.00%**	100.00%
FEI [(b)]	Philippines	Mining	**88.00%**	88.00%
CExCI	Philippines	Mining	**71.25%**	71.25%
Newminco [(c)]	Philippines	Mining	**71.25%**	71.25%
TMC	Philippines	Mining and Services	**65.00%**	65.00%
RTN	Philippines	Mining and Services	**60.00%**	60.00%
EPI*	Philippines	Renewable Energy (RE) Developer	**86.29%**	70.92%
MGPC [(d)]	Philippines	RE Developer	**86.29%**	70.92%
MEI [(d)]	Philippines	Power Generation, Trading and Services	**86.29%**	70.92%
BHI [(d)]	Philippines	Services	**86.29%**	70.92%
Jobin [(d)]	Philippines	Power Generation	**86.29%**	70.92%
BGI [(d)]	Philippines	Power Generation	**51.77%**	42.55%
Mantex [(d)]	Philippines	Management and Advisory Services	**43.15%**	35.46%
Associates				
THNC	Philippines	Manufacturing	**10.00%**	10.00%
CBNC	Philippines	Manufacturing	**10.00%**	10.00%

* The Parent Company's equity interest in EPI increased from 70.92% to 86.29% as a result of capital infusion of ₱1,500.0 million in September 2017.

(a) Indirect ownership through HMC
(b) Indirect ownership through HMC, CMC and TMC
(c) Indirect ownership through CExCI
(d) Indirect ownership through EPI

The consolidated financial statements comprise the financial statements of the Group as at December 31, 2017 and 2016. The financial statements of the subsidiaries are prepared for the same reporting year as the Parent Company using uniform accounting policies. When necessary, adjustments are made to the separate financial statements of the subsidiaries to bring their accounting policies in line with the Group's 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:

- 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.

When the Parent Company has less than a majority of the voting or similar rights of an investee, the Parent Company considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee;
- Rights arising from other contractual arrangements; and
- The Parent Company's voting rights and potential voting rights.

The Parent Company re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Parent Company obtains control over the subsidiary and ceases when the Parent Company loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Parent Company gains control until the date the Parent Company ceases to control the subsidiary.

Consolidated statement of income and each component of consolidated statement of comprehensive income are attributed to the equity holders of the Parent Company and to the 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 entity concept method, whereby the difference between the consideration and the book value of the share in 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 Parent Company loses control over a subsidiary, it:

- Derecognizes the assets (including goodwill) and liabilities of the subsidiary;
- Derecognizes the carrying amount of any NCI;
- Derecognizes the cumulative translation differences recorded in equity;
- Recognizes the fair value of the consideration received;
- Recognizes the fair value of any investment retained;
- Recognizes any surplus or deficit in the consolidated statement of income; and
- Reclassifies the Parent Company's share of components previously recognized in the consolidated statement of comprehensive income to consolidated statement of income or retained earnings, as appropriate, as would be required if the Parent Company had directly disposed of the related assets or liabilities.

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

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

Changes in Accounting Policies and Disclosures

The accounting policies adopted are consistent with those of the previous financial year except that the Group has applied for the first time certain pronouncements, which are effective for annual periods beginning on or after January 1, 2017. Adoption of these pronouncements did not have any significant impact on the Group's financial position or performance unless otherwise indicated.

- Amendments to PFRS 12, *Disclosure of Interests in Other Entities*, *Clarification of the Scope of the Standard* (Part of *Annual Improvements to PFRSs 2014 - 2016 Cycle*)
  The 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.

  Adoption of these amendments did not have any impact on the consolidated financial statements.

- Amendments to Philippine Accounting Standards (PAS) 7, *Statement of Cash Flows*, *Disclosure Initiative*
  The amendments require entities to provide disclosure of changes in their liabilities arising from financing activities, including both changes arising from cash flows and noncash changes (such as foreign exchange gains or losses).

  The Group has provided the required information in Note 41 to the consolidated financial statements. As allowed under the transition provisions of the standard, the Group did not present comparative information for the year ended December 31, 2016.

- 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 upon the reversal of the deductible temporary difference related to unrealized losses. 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.

  The Group applied the amendments retrospectively. However, their application has no significant effect on the Group's financial position and performance as the Group has no deductible temporary differences or assets that are in the scope of the amendments.

Standards and Interpretations Issued but not yet Effective

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 will have a significant impact on its consolidated financial statements. The Group intends to adopt the following pronouncements when they become effective.

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 currently assessing the potential effect of the amendments on its consolidated financial statements.

- 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. 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 Group is still assessing the potential impact of adopting PFRS 9 in 2018.

- 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 new insurance contracts standard. The amendments introduce two options for entities issuing insurance contracts: a temporary exemption from applying PFRS 9 and an overlay approach. The temporary exemption is first applied for reporting periods beginning on or after January 1, 2018. An entity may elect the overlay approach when it first applies PFRS 9 and apply that approach retrospectively to financial assets designated on transition to PFRS 9. The entity restates comparative information reflecting the overlay approach if, and only if, the entity restates comparative information when applying 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 retrospective application or a modified retrospective application is required for annual periods beginning on or after January 1, 2018. Early adoption is permitted.

  The Group is still assessing the potential impact of adopting PFRS 15 in 2018.

- 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 (FVPL). 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. Adoption of these amendments is not expected to have any impact on the consolidated financial statements.

- 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.

  Since the Group's current practice is in line with the clarifications issued, the Group does not expect any significant effect on its consolidated financial statements upon adoption of these amendments.

- Philippine Interpretation based on International Financial Reporting Interpretations Committee (IFRIC) 22, *Foreign Currency Transactions and Advance Consideration*
  The 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 non-monetary 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. Entities may apply the amendments on a fully retrospective basis. Alternatively, an entity 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 financial 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 financial reporting period in which the entity first applies the interpretation.

  Since the Group's current practice is in line with the clarifications issued, the Group does not expect any effect on its consolidated financial statements upon adoption of this interpretation.

Effective beginning on or after January 1, 2019:

- Amendments to PFRS 9, *Prepayment Features with Negative Compensation*
  The amendments to PFRS 9 allow debt instruments with negative compensation prepayment features to be measured at amortized cost or fair value through other comprehensive income (OCI). An entity shall apply these amendments for annual financial reporting periods beginning on or after January 1, 2019. Earlier application is permitted. Adoption of these amendments is not expected to have any impact on the consolidated financial statements.

- PFRS 16, *Leases*
  PFRS 16 sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases under a single on-balance sheet model similar to the accounting for finance leases under PAS 17, *Leases*. The standard includes two recognition exemptions for lessees - leases of 'low-value' assets (e.g., personal computers) and short-term leases (i.e., leases with a lease term of 12 months or less). At the commencement date of a lease, a lessee will recognize a liability to make lease payments (i.e., the lease liability) and an asset representing the right to use the underlying asset during the lease term (i.e., the right-of-use asset). Lessees will be required to separately recognize the interest expense on the lease liability and the depreciation expense on the right-of-use asset.

  Lessees will be also required to remeasure the lease liability upon the occurrence of certain events (e.g., a change in the lease term, a change in future lease payments resulting from a change in an index or rate used to determine those payments). The lessee will generally recognize the amount of the remeasurement of the lease liability as an adjustment to the right-of-use asset.

  Lessor accounting under PFRS 16 is substantially unchanged from today's accounting under PAS 17. Lessors will continue to classify all leases using the same classification principle as in PAS 17 and distinguish between two types of leases: operating and finance leases.

  PFRS 16 also requires lessees and lessors to make more extensive disclosures than under PAS 17.

Early application is permitted, but not before an entity applies PFRS 15. A lessee can choose to apply the standard using either a full retrospective or a modified retrospective approach. The standard's transition provisions permit certain reliefs.

The Group is currently assessing the impact of adopting PFRS 16.

- Amendments to PAS 28, *Long-term Interests in Associates and Joint Ventures*
  The amendments to PAS 28 clarify that entities should account under PFRS 9 its long-term interests in an associate or joint venture to which the equity method is not applied. An entity shall apply these amendments for annual financial reporting periods beginning on or after January 1, 2019. Earlier application is permitted. Adoption of these amendments is not expected to have any impact on the consolidated financial statements.

- Philippine Interpretation IFRIC 23, *Uncertainty over Income Tax Treatments*
  The interpretation addresses the accounting for income taxes when tax treatments involve uncertainty that affects the application of PAS 12 and does not apply to taxes or levies outside the scope of PAS 12, nor does it specifically include requirements relating to interest and penalties associated with uncertain tax treatments.

  The interpretation specifically addresses the following:
  - Whether an entity considers uncertain tax treatments separately
  - The assumptions an entity makes about the examination of tax treatments by taxation authorities
  - How an entity determines taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates
  - How an entity considers changes in facts and circumstances

  An entity must determine whether to consider each uncertain tax treatment separately or together with one or more other uncertain tax treatments. The approach that better predicts the resolution of the uncertainty should be followed.

  The Group is currently assessing the impact of adopting this interpretation.

Deferred Effectivity:

- Amendments to PFRS 10 and PAS 28, *Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*
  The 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 deferred the original effective date of January 1, 2016 of the said amendments until the International Accounting Standards Board completes 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.

The Group is currently assessing the impact of adopting the amendments to this standard on its consolidated financial statements.

The revised, amended and additional disclosures or accounting changes provided by the standards and interpretations will be included in the consolidated financial statements in the year of adoption, if applicable.

Summary of Significant Accounting Policies

Presentation of Consolidated Financial Statements
The Group has elected to present all items of recognized income and expense in two statements: a statement displaying components of profit or loss (consolidated statement of income) and a second statement beginning with profit or loss and displaying components of OCI (consolidated statement of comprehensive income).

Foreign Currency Transactions
Transactions in foreign currencies are initially recorded in the functional currency rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at functional currency rate of exchange ruling at the end of the financial reporting period. Nonmonetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates prevailing as at the date of the initial transactions. Nonmonetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. All differences are taken to "Other income (charges) - net" in the consolidated statement of income.

As at the end of the financial reporting period, the statement of financial position of associates (whose functional currency is other than the Philippine peso) is translated into the presentation currency of the Group (the Philippine peso) using the rate of exchange prevailing at the end of the financial reporting period and the consolidated statement of income is translated using the weighted average exchange rate for the year. The exchange differences arising on the translation is recognized in OCI. Upon disposal of such associate, the component of OCI relating to that particular associate will be recognized in the consolidated statement of income.

Current versus Noncurrent Classification
The Group presents assets and liabilities in the consolidated statement of financial position based on current/noncurrent classification. An asset is current when it is:
- Expected to be realized or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realized within twelve (12) months after the end of the financial reporting period; or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve (12) months after the end of the financial reporting period.

The Group classifies all other assets as noncurrent.

A liability is current when:
- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve (12) months after the end of the financial reporting period; or

- There is no unconditional right to defer the settlement of the liability for at least twelve (12) months after the end of the financial reporting period.

The Group classifies all other liabilities as noncurrent.

Cash and Cash Equivalents
Cash includes cash on hand, with banks and under managed funds. Cash with banks and under managed funds earn interest at the prevailing bank deposit rates. Cash equivalents pertain to short-term cash investments that are made for varying periods of up to three (3) months depending on the immediate cash requirements of the Group and earn interest at the respective short-term cash investment rates.

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 sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace (regular way trades) are recognized on the trade date (i.e., the date that the Group commits to purchase or sell the asset).

Initial Recognition, Classification and Measurement of Financial Instruments
The Group determines the classification of financial instruments at initial recognition and, where allowed and appropriate, re-evaluates this designation at every end of the financial reporting period.

All financial instruments are recognized initially at fair value. Directly attributable transaction costs are included in the initial measurement of all financial instruments, except for financial instruments measured at FVPL.

Financial Assets
Financial assets within the scope of PAS 39 are classified in the following categories: financial assets at FVPL, loans and receivables, held-to-maturity (HTM) investments, AFS financial assets, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. The classification depends on the purpose for which the investments were acquired and whether they are quoted in an active market.

The Group's financial assets are in the nature of loans and receivables and AFS financial assets. The Group has no financial assets at FVPL, HTM investments and derivatives designated as hedging instruments in an effective hedge as at December 31, 2017 and 2016.

Financial Liabilities
Also under PAS 39, financial liabilities are classified into financial liabilities at FVPL, other financial liabilities or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

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.

The Group's financial liabilities are in the nature of other financial liabilities. The Group has no financial liabilities classified as at FVPL and derivatives designated as hedging instruments in an effective hedge as at December 31, 2017 and 2016.

Fair Value Measurement
The Group measures financial instruments, such as AFS financial assets, at fair value at each end of the financial reporting period. 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 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.

A fair value measurement of a nonfinancial asset takes into account a market participant's ability to generate economic benefits 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.

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 financial 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 at the end of the financial reporting period.

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

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

"Day 1" Difference
Where the transaction price in a non-active market is different from the fair value based on other observable current market transactions in the same instrument or based on a valuation technique whose variable include only data from observable market, the Group recognizes the difference between the transaction price and fair value (a "Day 1" difference) in the consolidated statement of income unless it qualifies for 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 the consolidated statement of income when the inputs become observable or when the instrument is derecognized. For each transaction, the Group determines the appropriate method of recognizing the "Day 1" difference amount.

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 are not entered into with the intention of immediate or short-term resale and are not classified as "Financial assets held for trading", designated as "AFS financial assets" or "Financial assets designated at FVPL". After initial measurement, loans and receivables are subsequently measured at amortized cost using the effective interest rate (EIR) method, less any allowance for impairment. Amortized cost is calculated by taking into account any discount or premium on acquisition and fee or costs that are an integral part of the EIR. The amortization and losses arising from impairment are included in "Other income (charges) - net" in the consolidated statement of income. Gains and losses are recognized in the consolidated statement of income when the loans 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 financial reporting period or within the Group's normal operating cycle, whichever is longer. Otherwise, these are classified as noncurrent assets.

The Group's loans and receivables include "Cash and cash equivalents", "Trade and other receivables", loan receivable and long-term negotiable instruments which are included under "Other noncurrent assets" in the consolidated statement of financial position (see Notes 4, 5 and 13).

AFS Financial Assets
AFS financial assets are those which are designated as such or do not qualify to be classified or designated at FVPL, HTM investments or loans and receivables.

Financial assets may be designated at initial recognition as AFS financial assets if they are purchased and held indefinitely, and may be sold in response to liquidity requirements or changes in market conditions.

AFS financial assets are included in current assets if it is expected to be realized or disposed of within twelve (12) months from the end of the financial reporting period. Otherwise, these are classified as noncurrent assets.

When the security is disposed of, the cumulative gain or loss previously recognized in "Net valuation gains on AFS financial assets" under equity is recognized in the consolidated statement of income. Where the Group holds more than one investment in the same security, these are deemed to be disposed of on a first-in, first-out basis. Interest earned on holding AFS financial assets are reported as "Interest income" using the EIR. Dividends earned on holding AFS financial assets are recognized in the consolidated statement of income when the right to receive payment has been established. The losses arising from impairment of such investments are recognized in the consolidated statement of income.

The Group uses the specific identification method in determining the cost of securities sold.

The Group's investments in debt and equity instruments are classified under this category (see Note 7).

Other Financial Liabilities
This category pertains to financial liabilities that are not held for trading, not derivatives, or not designated at FVPL upon the inception of the liability. After initial recognition, other financial liabilities are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in the consolidated statement of income when the liabilities are derecognized as well as through the EIR amortization process.

Amortized cost is calculated by taking into account any issue cost, and any discount or premium on settlement. The EIR amortization is included under "Finance income" in the consolidated statement of income.

Other financial liabilities are included in current liabilities if settlement is within twelve (12) months from the end of the financial reporting period, otherwise, these are classified as noncurrent liabilities.

This accounting policy applies primarily to the Group's trade and other payables, short-term and long-term debts, long-term payable and other obligations that meet the above definition (excluding government payables and other liabilities that are covered by other accounting standards, such as income tax payable and pension; see Notes 14, 15 and 17).

<u>Offsetting of Financial Instruments</u>
Financial instruments are only offset and the net amount is reported in the consolidated statement of financial position when there is a legally enforceable right to offset the recognized amounts and the Group intends to either settle on a net basis, or to realize the asset and the liability simultaneously. The Group assesses that it has a currently enforceable right of offset and the right is not contingent on a future event, event of default and event of insolvency or bankruptcy of the Group and all of the counterparties, and is legally enforceable in the normal course of business.

<u>Impairment of Financial Assets</u>
The Group assesses at the end of each financial reporting period whether there is any objective evidence that a financial asset or a 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 has occurred after the initial recognition of the asset (an incurred "loss event") and that loss event 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 debtors or a group of debtors 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 a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

Loans and Receivables
For financial assets carried at amortized cost, the Group first assesses individually whether objective evidence of impairment exists individually for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If the Group determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them 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 there is objective evidence that an impairment loss was 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 expected credit losses that have not yet been incurred). The present value of the estimated future cash flows is discounted at the financial assets' original EIR. If a loan has a variable interest rate, the discount rate for measuring any impairment loss is the current EIR.

The carrying amount of the assets is reduced through the use of an allowance account and the amount of loss is recognized in the consolidated statement of income. Interest income continues to be accrued on the reduced carrying amount and is accrued using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. The interest income is recorded as part of "Finance income" in the consolidated statement of income.

Loans, together with the associated allowance, are written-off when there is no realistic prospect of future recovery and all collateral has been realized or has been transferred to the Group.

If, in a subsequent year, the amount of the estimated impairment loss decreases because of an event occurring after the impairment loss was recognized, the previously recognized impairment loss is increased or reduced by adjusting the allowance account. Any subsequent reversal of an impairment loss is recognized in the consolidated statement of income, to the extent that the carrying value of the asset does not exceed its amortized cost at the reversal date.

AFS Financial Assets
For AFS financial assets, the Group assesses at each end of the financial 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, objective evidence 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. "Significant" is to be evaluated against the original cost of the investment and "prolonged" is to be evaluated against the period in which the fair value has been below its original cost. Where there is evidence of impairment, the cumulative loss (measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that investment previously recognized in OCI) is removed from OCI and recognized in the consolidated statement of income.

Impairment losses on equity investments are not reversed through the consolidated statement of income while increases in fair value after impairment are recognized directly in OCI under equity.

In the case of debt instruments classified as AFS financial assets, the impairment is assessed based on the same criteria as financial assets carried at amortized cost. However, the amount recorded for impairment is the cumulative loss measured as the difference between the amortized cost and the current fair value, less any impairment loss on that investment previously recognized in the consolidated statement of income.

Future interest income continues to be accrued based on the reduced carrying amount of the asset, using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. The interest income is recorded as part of "Finance income" in the consolidated statement of income. If, in the subsequent year, the fair value of a debt instrument increases and the increase can be objectively related to an event occurring after the impairment loss was recognized through the consolidated statement of income, the impairment loss is reversed through the consolidated statement of income.

If there is objective evidence of impairment loss in unquoted equity instrument for AFS financial assets carried at cost, such as unquoted equity instrument that is not carried at fair value because its fair value cannot be reliably measured, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset. Objective evidence of impairment includes, but is not limited to, significant financial difficulty of the issuer or obligor and it becoming probable that the borrower will enter bankruptcy or other financial reorganization.

Derecognition of Financial Instruments

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 or has entered into a pass-through arrangement and has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the asset is recognized to the extent of the Group's continuing involvement in the asset. Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay. In such case, the Group also recognizes an associated liability.

The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Financial Liabilities

A financial liability is derecognized when the obligation under the liability is discharged, cancelled or has expired.

Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts of a financial liability extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognized in the consolidated statement of income.

Inventories
Inventories, including the long-term stockpile inventory, are carried at the lower of cost and net realizable value (NRV). Cost is determined by the moving average production cost during the year for beneficiated nickel ore and limestone exceeding a determined cut-off grade and average handling costs of limonite ores. The NRV of beneficiated nickel ore and limestone inventories is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale. Periodic ore inventory survey is performed to determine the volume of ore inventory.

For materials and supplies, cost is determined using the moving average method and composed of purchase price, transport, handling and other costs directly attributable to its acquisition. The NRV of materials and supplies is the current replacement cost. Any provision for inventory losses is determined by reference to specific items of stock. A regular review is undertaken to determine the extent of any provision or obsolescence.

The long-term stockpile inventory cost is represented by the fair value of the long-term stockpile inventory related to the acquisition of the controlling interest in RTN in August 2006. The fair value was determined using the present value of the estimated cash flows, which RTN will derive from the sale of this inventory to CBNC under its Nickel Ore Supply Agreement with CBNC (see Note 34a). After initial recognition, the long-term stockpile inventory is subsequently charged to cost of sale of ore based on actual tonnage delivered to CBNC. NRV of long-term stockpile inventory is the estimated selling price in the ordinary course of business less the estimated costs necessary to make the sale.

Prepayments and Other Current Assets
Prepayments and other current assets include advances and deposits, input Value Added Tax (VAT), tax credit certificates and various prepayments which the Group expects to realize or consume the assets within twelve (12) months after the end of the financial reporting period.

VAT
Revenues, expenses, and assets are recognized net of the amount of VAT, if applicable.

When VAT from sales of goods and/or services (output VAT) exceeds VAT passed on from purchases of goods or services (input VAT), the excess is recognized as payable in the consolidated statement of financial position. When VAT passed on from purchases of goods or services (input VAT) exceeds VAT from sales of goods and/or services (output VAT), the excess is recognized as an asset in the consolidated statement of financial position. Deferred input VAT, which represents input VAT on capital assets subject to amortization, and any excess input VAT which: (1) may be utilized against output VAT, if any, beyond twelve (12) months from the end of the financial reporting period; or (2) are being claimed for refund or as tax credits with the BIR and/or Court of Tax Appeals are presented as part of "Other noncurrent assets" in the consolidated statement of financial position. Input VAT is stated at cost less any impairment in value.

Property and Equipment

Property and equipment, except land, is stated at cost, excluding the costs of day-to-day servicing, less accumulated depreciation, amortization and depletion and accumulated impairment loss, if any. The initial cost of property and equipment consists of its purchase price including import duties and any directly attributable costs of bringing the property and equipment to its working condition and location for its intended use. Such cost also includes the cost of replacing part of such property and equipment when the recognition criteria are met. When each major inspection is performed, its cost is recognized in the carrying amount of the property and equipment as a replacement if the recognition criteria are satisfied. Land is carried at cost less any impairment loss.

Depreciation and amortization are computed using the straight-line method over the following estimated useful lives of the assets:

Category	Number of Years
Land improvements	5
Machinery and equipment	2-15
Buildings and improvements	2-25
Transmission lines and substations	10-40
Solar farm	5-40

Mining properties and development costs include the capitalized cost of mine rehabilitation and decommissioning and other development cost necessary to prepare the area for operations. Depletion of mining properties and development costs is calculated using the unit-of-production method based on the estimated economically recoverable reserves to which they relate to or are written-off if the property is abandoned. Development costs are depreciated using the straight-line method over the estimated useful life of the asset of twenty (20) to thirty (30) years.

Construction in-progress represents work under construction and is stated at cost. Construction in-progress is not depreciated until such time that the relevant assets are completed and available for use. This also include interest on borrowed funds incurred during the construction period.

Depreciation, amortization and depletion of property and equipment, except land, 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, or in case of mining properties, from start of commercial operations upon extraction of ore reserves. Depreciation, amortization and depletion ceases when the assets are fully depreciated, amortized or depleted, or at the earlier of the date that the item is classified as held for sale (or included in the disposal group that is classified as held for sale) in accordance with PFRS 5, *Noncurrent Assets Held for Sale and Discontinued Operations*, and the date the item is derecognized.

The assets' estimated recoverable reserves, residual values, useful lives and depreciation, amortization and depletion methods are reviewed periodically to ensure that the estimated recoverable reserves, residual values, periods and methods of depreciation, amortization and depletion are consistent with the expected pattern of economic benefits from items of property and equipment. If there is an indication that there has been a significant change in depreciation, amortization and depletion rate, useful life or residual value of an asset, these are revised prospectively to reflect the new expectations.

The carrying values of property and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

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 the consolidated statement of income in the year the asset is derecognized.

The asset revaluation surplus which arose from the acquisition of the controlling interest in RTN in August 2006, relates to the land, machinery and equipment, and building and improvements. The related and applicable depreciation on these assets is transferred periodically to retained earnings.

Fully depreciated assets are retained in the accounts until they are no longer in use and no further depreciation is charged to current operations.

Borrowing Cost
Borrowing costs directly attributable to the development of the Group's projects that necessarily take a substantial period of time to get ready for its intended use are capitalized. Borrowing costs consist of interest on borrowed funds used to finance the construction of the asset and other financing costs that the Group incurs in connection with the borrowing of funds. The capitalization of the borrowing cost as part of the cost of the asset: (a) commences when the expenditures and borrowing costs are being incurred during the construction and related activities necessary to prepare the asset for its intended use are in progress; and (b) ceases when substantially all the activities necessary to prepare the asset for its intended use are complete. Capitalized borrowing costs are based on the applicable borrowing rate agreed in the agreement.

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 considerations made in determining significant influence are 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 income outside operating profit and represents profit or loss after tax and NCI in the subsidiaries of the associate.

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 the consolidated statement of income.

If the ownership interest in an associate is reduced, but the investment continuous to be an associate, the Group shall reclassify to profit or loss the proportion gain or loss that had previously been recognized in OCI relating to the reduction in ownership interest if that gain or loss would be required to be reclassified to profit or loss on the disposal of the related asset.

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.

Business Combinations

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 NCI in the acquiree. For each business combination, the acquirer measures the NCI in the acquiree either at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs incurred are charged to profit or loss.

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 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 a charge to OCI. If the contingent consideration is classified as equity, it should not be remeasured until it is finally settled within equity.

Geothermal Exploration and Evaluation Assets

The Group follows the full cost method of accounting for its geothermal exploration and evaluation assets determined on the basis of the service contract. Under this method, all exploration costs relating to each service contract are accumulated and deferred under "Geothermal exploration and evaluation assets" account in the consolidated statement of financial position pending the determination of whether the wells have proved reserves. Capitalized expenditures include costs of license acquisition, technical services and studies, exploration drilling and testing, and appropriate technical and administrative expenses. General overhead or costs incurred prior to having obtained the legal rights to explore an area are recognized as expense in the consolidated statement of income when incurred.

If tests conducted on the drilled exploratory wells reveal that these wells cannot produce proved reserves, the capitalized costs are charged to expense except when the management decides to use the unproductive wells, for recycling or waste disposal.

Once the technical feasibility and commercial viability of the project to produce proved reserves are established, the geothermal exploration and evaluation assets are reclassified to property and equipment.

Geothermal exploration and evaluation assets are derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the assets. Any gain or loss arising from the derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the assets) is included in the consolidated statement of income in the year the item is derecognized.

Geothermal exploration and evaluation assets also include interest on borrowed funds that are directly attributable to the construction and development of the Group's projects.

Other Noncurrent Assets

Other noncurrent assets of the Group include deferred mine exploration costs, input VAT, loan receivable, mine rehabilitation fund (MRF), advances and deposits, project development costs, long-term negotiable instruments, Social Development Management Program (SDMP) funds, investment properties, pension asset, and other deposits. Aside from MRF, SDMP funds and restricted cash which are restriced as to withdrawal for specified purpose, these are classified as noncurrent since the Group expects to utilize the assets beyond twelve (12) months from the end of the financial reporting period.

Deferred Mine Exploration Costs

Expenditures for the acquisition of property rights are capitalized. 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), 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 property and equipment. 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.

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

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 which are amortized subsequently. 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.

Project Development Costs
Project development costs are expensed as incurred until management determines that the project is technically, commercially, and financially viable, at which time project development costs are capitalized. Project's viability generally occurs in tandem with management's determination that a project should be classified as an advanced project as evidenced by a favorable system impact study, interconnection agreements, or when project financing is in place.

Following initial recognition of the project development cost as an asset, the cost model is applied requiring the asset to be carried at cost less accumulated amortization and any accumulated impairment losses. Amortization of the asset begins when the development of the wind and solar energy projects is complete and the asset is available for use. It is amortized using the straight-line method over the period of expected future benefit. During the period in which the asset is not yet available for use, the project development costs are tested for impairment annually, irrespective of whether there is indication of impairment.

Investment Properties
Investment properties, which pertain to land, are measured initially at cost, including transaction costs. The carrying amount includes the cost of replacing part of an existing investment property at the time that cost is incurred if the recognition criteria are met and excludes the costs of day-to-day servicing of an investment property. Subsequent to initial recognition, investment property is carried at cost less any accumulated impairment losses.

Investment property is derecognized when either they have been disposed of or when the investment property is permanently withdrawn from use and no future economic benefit is expected from its disposal. Any gains or losses on the retirement or disposal of an investment property are recognized in the consolidated statement of income in the year of retirement or disposal.

Transfers are made to investment properties when, and only when, there is a change in use, evidenced by ending of owner-occupation or commencement of an operating lease to another party. Transfers are made from investment properties when, and only when, there is a change in use, evidenced by commencement of owner-occupation or commencement of development with a view to sale.

Under the cost model, transfers between investment property and owner-occupied property do not change the carrying amount of the property transferred and they do not change the cost of that property for measurement or disclosure purposes.

Impairment of Nonfinancial Assets
Inventories and Long-term Stockpile Inventory
The Group determines the NRV of inventories and long-term stockpile inventory at each end of the financial reporting period. If the cost of the inventories and long-term stockpile inventory exceeds its NRV, the asset is written down to its NRV and impairment loss is recognized in the consolidated statement of income in the year the impairment is incurred. In the case when NRV of the inventories and long-term stockpile inventory increased subsequently, the NRV will increase the carrying amounts of inventories but only to the extent of their original acquisition costs.

Property and Equipment and Nonfinancial Prepayments and Other Current and Noncurrent Assets
The Group assesses, at each end of the financial reporting period, whether there is an indication that an asset may be impaired. Assets 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. An asset's recoverable amount is the higher of an asset's or CGU's fair value less costs to sell and its value in use. The fair value less costs to sell 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 less the costs of disposal, while value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. These calculations are corroborated by valuation multiples or other available fair value indicators. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the CGU to which the asset belongs. Impairment losses are recognized in the consolidated statement of income.

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

Investments in Associates
After application of the equity method, the Group determines whether it is necessary to recognize an impairment loss on its investments in associates. At each end of the financial reporting period, the Group determines whether there is objective evidence that the investments in associates are 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 amount in the consolidated statement of income.

Geothermal Exploration and Evaluation Assets and 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 financial reporting period in which this is determined.

Facts and circumstances that would require an impairment assessment as set forth in PFRS 6, *Exploration for and Evaluation of Mineral Resources*, are as follows:
- The period for which the Group has the right to explore in the specific area has expired or will expire in the near future and is not expected to be renewed;
- Substantive expenditure on further exploration and evaluation of mineral resources in the specific area is neither budgeted nor planned;
- Exploration for and evaluation of mineral resources in the specific area have not led to the discovery of commercially viable quantities of mineral resources and the entity has decided to discontinue such activities in the specific area;

- When a service contract where the Group has participating interest in is permanently abandoned; and
- Sufficient data exist to indicate that, although a development in the specific area is likely to proceed, the carrying amount of the exploration and evaluation asset is unlikely to be recovered in full from successful development or by sale.

Geothermal exploration and evaluation assets and deferred mine exploration costs are reassessed for impairment on a regular basis.

Other Current Liability
Other current liability pertains to deposits for future stock subscription which represents advance payments from stockholders for the subscription of future issuance of shares.

The Group classifies its deposits for future stock subscription as a separate account under equity if and only if, all of the following elements are present as at the end of the financial reporting period:
- There is a lack of or insufficiency in unissued authorized capital stock;
- The BOD and stockholders have approved the proposed increase in authorized capital stock; and
- An application for the approval of the proposed increase in authorized capital stock has been presented for filing or has been filed with the SEC.

If any or all of the foregoing elements are not present, the deposits for future stock subscription shall be recognized and included as a separate line item under liabilities in the consolidated statement of financial position.

Deferred Income
Deferred income is advance payments received during one (1) financial reporting period but earned and shown in the consolidated statement of income in the year when it can be matched with the period in which it is realized as income.

Provisions
General
Provisions 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. Provisions are reviewed at each end of the financial reporting period and adjusted to reflect the current best estimate. The expense relating to any provision is presented in the consolidated statement of income, net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, 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 part of “Finance expense” in the consolidated statement of income.

Provision for Mine Rehabilitation and Decommissioning
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 plant and 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 as part of "Finance expense" in the consolidated statement of income. Additional disturbances or changes in rehabilitation costs will be recognized as additions or charges to the corresponding assets and provision for mine rehabilitation and decommissioning when they occur. When rehabilitation is conducted systematically over the life of the operation, rather than at the time of closure, provision is made for the estimated outstanding continuous rehabilitation work at each end of the financial reporting period and the cost is charged to consolidated statement of income.

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

MRF committed for use in satisfying environmental obligations are included within "Other noncurrent assets" in the consolidated statement of financial position.

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 consolidated statement of income for the year in accordance with PFRS.

Capital Stock
Common shares are classified as equity and are measured at par value for all shares issued and outstanding.

Preferred shares are classified as equity if it is non-redeemable, or redeemable only at the Parent Company's option, and any dividends are discretionary. Dividends thereon are recognized as distributions within equity upon approval by the Parent Company's BOD. Preferred shares are classified as a liability if it is redeemable on a specific date or at the option of the shareholders, or if dividend payments are not discretionary. Dividends thereon are recognized as "Interest expense" in the consolidated statement of income as accrued.

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

Unpaid subscriptions are recognized as a reduction from subscribed capital shares.

Retained Earnings
Retained earnings represent the cumulative balance of periodic net income or loss, prior period adjustments, effect of changes in accounting policies in accordance with PAS 8, *Accounting Policies, Changes in Accounting Estimates and Errors* and other capital adjustments, net of any dividend declaration.

Dividends are recognized as a liability and deducted from equity when they are approved or declared by the BOD and/or stockholders. Dividends for the period that are approved after the end of the financial reporting period are dealt with as an event after the end of the financial reporting period.

Share-based Payment Transactions

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

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

The charge or credit in the consolidated statement of income for a period represents the movement in cumulative expense recognized as at the beginning and end of that period and are recognized in "Personnel costs".

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

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

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

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted EPS.

Basic/Diluted EPS

Basic EPS

Basic EPS amounts are calculated by dividing the net income attributable to ordinary equity holders of the Parent Company by the weighted average number of ordinary shares outstanding, after giving retroactive effect for any stock dividends, stock splits or reverse stock splits during the year.

Diluted EPS

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

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

Sale of Beneficiated Nickel Ore and Limestone
Revenue is recognized when the significant risks and rewards of ownership of the goods have passed to the buyer which, in the case of deliveries other than to CBNC and THNC, coincides with the loading of the ores into the buyer's vessel and the date of the bill of lading issued by the buyer's shipping agent. In the case of deliveries to CBNC and THNC, this occurs at the time the ore passes into the ore preparation hopper of the respective plants. Under the terms of the arrangements with customers, other than CBNC and THNC, the Group bills the remaining balance, generally at 5% to 20% of the ore shipped, based on the assay results agreed by both the Group and the customers. Where the assay results are not yet available as at the end of the financial reporting period, the Group accrues the remaining 5% to 20% of the revenue based on the amount of the initial billing made. For CBNC and THNC, 100% of the revenue is billed monthly.

Rendering of Services
Revenue from rendering of services consists of shipsiding activities, service fees, usage fees, assaying fees, drilling fees and materials handling fees are recognized when the services are rendered.

Sale of Power
Revenue from sale of solar power is based on sales price and is composed of generation fees from spot sales to the Wholesale Electricity Spot Market. Revenue is recognized monthly based on the actual energy delivered.

Interest
Income is recognized as interest accrues (using the EIR method that is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument to the net carrying amount of the financial asset).

Dividend
Dividend income is recognized when the Group's right to receive payment is established.

Rental
Revenue is recognized based on a straight-line basis over the term of the lease agreement.

Despatch
Despatch is recognized when shipment loading is completed within the allowable laytime.

Issuance of Fuel, Oil and Lubricants
Revenue is recognized upon release of inventory from the depot.

Other Income
Revenue is recognized in the consolidated statement of income as they are earned.

Cost and Expense Recognition

Cost and expenses are decreases in economic benefits during the financial reporting period in the form of outflows or decrease of assets or incurrence of liabilities that result in decrease in equity, other than those relating to distributions to equity participants. Cost and expenses, finance expenses and other charges are generally recognized when the expense arises, incurred or accrued in the appropriate period.

Cost of Sale of Ore

Cost of sale of ore is incurred in the normal course of business and is recognized when incurred. They comprise mainly of cost of goods sold, which are provided in the period when goods are delivered.

Cost of Services

Cost of services is incurred in the normal course of business and is provided in the period when the related service has been rendered.

Cost of Power Generation

Cost of power generation using solar energy include expenses incurred directly for the generation of revenues from power at operating project locations. Cost of power generation are expensed when incurred.

Operating Expenses

Operating expenses consist of costs associated with the development and execution of marketing and promotional activities, costs of shipping and loading which are expenses incurred in connection with the distribution of ores, excise taxes and royalties due to the government and to indigenous people, and expenses incurred in the direction and general administration of day-to-day operation of the Group. These are generally recognized when the expense arises.

Demurrage

Demurrage represents the damages incurred as a result of a contractual breach; i.e., failure on the part of the Group to complete the loading of ore within the agreed laytime. Such cost for the delay or detention of the vessel beyond the period allowed is reimbursed by the Group to the buyer.

Leases

Determination of Whether an Arrangement Contains a Lease

The determination of whether an arrangement is, or contains, a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

A reassessment is made after inception of the lease only if one of the following applies:

a) There is a change in contractual terms, other than a renewal or extension of the arrangement;
b) A renewal option is exercised or extension granted, unless that term of the renewal or extension was initially included in the lease term;
c) There is a change in the determination of whether fulfillment is dependent on a specified asset; or
d) There is a substantial change to the asset.

Where a reassessment is made, lease accounting shall commence or cease from the date when the change in circumstances gave rise to the reassessment for scenarios (a), (c) or (d) above, and at the date of renewal or extension period for scenario (b).

Group as a Lessee
Leases where the lessor retains substantially all the risks and benefits of ownership of the asset are classified as operating leases. Operating lease payments are amortized as expense in the consolidated statement of income on a straight-line basis over the lease term.

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

Pension Costs
The net defined benefit liability or asset is the aggregate of the present value of the pension liability at the end of the financial 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. This method reflects service rendered by employees to the date of valuation and incorporates assumptions concerning the employees' projected salaries.

Defined benefit costs comprise the following:
- Service cost;
- Net interest on the net defined benefit liability or asset; and
- Remeasurements of net defined benefit liability or asset.

Service costs which include current service costs, past service costs and gains or losses on non-routine settlements are recognized as pension costs under "Personnel costs" in the consolidated statement of income. Past service costs are recognized when plan amendment or curtailment occurs. These amounts are calculated periodically by independent qualified actuaries.

Net interest on the net defined benefit liability or asset is the change during the period in the net defined benefit 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 benefit liability or asset. Net interest on the net defined benefit liability or asset is recognized and included under "Finance expense" or "Finance income" in the consolidated statement of income.

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 benefit liability) are recognized immediately in OCI in the period in which they arise. Remeasurements are not reclassified to consolidated statement of income in subsequent periods. Remeasurements recognized in OCI after the initial adoption of Revised PAS 19 are closed to retained earnings.

Plan assets are assets that are held by a long-term employee benefit fund or qualifying insurance policies. Plan assets are not available to the creditors of the Group, nor can they be paid directly to the Group. Fair value of plan assets is based on market price information. When no market price is available, the fair value of plan assets is estimated by discounting expected future cash flows using a discount rate that reflects both the risk associated with the plan assets and the maturity or expected disposal date of those assets (or, if they have no maturity, the expected period until the settlement of the related obligations).

If the fair value of the plan assets is higher than the present value of the defined benefit obligation, the measurement of the resulting defined benefit asset is limited to the present value of economic benefits available in the form of refunds from the plan or reductions in future contributions to the plan.

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

Income Taxes

Current Income Tax

Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The income tax rates and income tax laws used to compute the amount are those that are enacted or substantively enacted at the end of the financial reporting period. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretations and establishes provisions where appropriate.

Deferred Income Tax

Deferred income tax is provided using the balance sheet liability method on temporary differences at the end of the financial reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

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

- Where the deferred income tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable income or loss; and
- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred income tax assets are recognized for all deductible temporary differences, carryforward benefits of unused tax credits and unused tax losses, to the extent that it is probable that sufficient taxable income will be available against which the deductible temporary differences, and the carryforward benefits of unused tax credits and unused tax losses can be utilized except:

- Where the deferred income tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting income nor taxable income or loss; and

- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred income tax assets are recognized only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized.

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

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year 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 as at the end of the financial reporting period.

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

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

Business Segments
For management purposes, the Group is organized into operating segments (mining, power and services) according to the nature of the products and the services provided, with each segment representing a strategic business unit that offers different products and serves different markets. The segment locations are the basis upon which the Group reports its primary segment information for the mining segment. All of the segments operate and generate revenue only in the Philippines. Financial information on business segments is presented in Note 42.

Contingencies
Contingent liabilities are not recognized in the consolidated financial statements. These are disclosed in the notes to consolidated financial statements 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 when an inflow of economic benefits is probable.

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

3. Significant Accounting Judgments, Estimates and Assumptions

The consolidated financial statements prepared in accordance with PFRS requires management to make judgments, estimates and assumptions that affect the amounts reported in the consolidated financial statements and related notes. Future events may occur which will cause the assumptions used in arriving at the estimates to change. The effects of any change in estimates are reflected in the consolidated financial statements as they become reasonably determinable.

Judgments, estimates and assumptions 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 has the most significant effect on the amounts recognized in the consolidated financial statements:

Determining Functional Currency
Based on the economic substance of the underlying circumstances relevant to the Group, the functional currency of the parent company and its subsidiaries has been determined to be the Philippine peso. The functional currency is the currency of the primary economic environment in which the Group operates. It is the currency that mainly influences labor, material and other costs of providing goods and services.

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

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 property 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 or depletion commences.

Assessing Units-of-Production Depletion
Estimated recoverable reserves are used in determining the depletion of mine assets. This results in a 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 tons of ore produced as the basis for depletion. Any change in estimates is accounted for prospectively.

Determining Whether Significant Influence Exists
The Parent Company recognized its ownership interest in THNC and CBNC as investments in associates. In accordance with the provisions of PAS 28 (2011), *Investments in Associates and Joint Ventures,* the existence of significant influence by an entity is usually evidenced in one or more of the following ways:
- Representation on the BOD or equivalent governing body of the investee;
- Participation in policy-making processes, including participation in decisions about dividends or other distributions;
- Material transactions between the entity and its investee;
- Interchange of managerial personnel; or
- Provision of essential technical information.

Due to the nature of the Parent Company's involvement in THNC and CBNC and other various factors, the Parent Company assessed that significant influence exists (see Note 10).

Determining Capitalizability of Geothermal Exploration and Evaluation Assets and Deferred Mine Exploration Costs
Careful judgment by management is applied when deciding whether the recognition requirements for geothermal exploration and evaluation assets and deferred mine exploration costs relating to the Group's geothermal and mining projects have been met. Capitalization of these costs is based, to a certain extent, on management's judgment of the degree to which the expenditure may be associated with finding specific geothermal and ore reserve. This is necessary as the economic success of the exploration is uncertain and may be subject to future technical problems at the time of recognition. Judgments are based on the information available at the end of each financial reporting period.

Determining Applicability of IFRIC 12, Service Concession Arrangements on the Solar Energy Service Contract (SESC)
An arrangement would fall under IFRIC 12 if the two conditions below are met:
a) the grantor controls or regulates the services that the operator must provide using the infrastructure, to whom it must provide them, and at what price, and
b) the grantor controls any significant residual interest in the property at the end of the concession term through ownership, beneficial entitlement or otherwise.

The infrastructure used for its entire useful life ('whole of life assets') is within the scope of IFRIC 12 if the arrangement meets the conditions in (a).

However, based on management's judgment, the SESC entered into by Jobin is outside the scope of IFRIC 12 since Jobin controls the significant residual interest in the properties at the end of the concession term through ownership.

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

Estimating Ore Reserves
Ore reserves are estimates of the amount of ore that can be economically and legally extracted from the Group's mining properties. The Group estimates its ore reserves based on information compiled by appropriately qualified persons relating to the geological data on the size, depth and shape of the ore body, and requires complex geological judgments to interpret the data. The estimation of recoverable reserves is based upon factors such as estimates of foreign exchange rates, commodity prices, future capital requirements, and production costs along with geological assumptions and judgments made in estimating the size and grade of the ore body. Changes in the reserve or resource estimates may impact upon the carrying values of property and equipment, provision for mine rehabilitation and decommissioning, recognition of deferred income tax assets and depreciation and depletion charges.

The Group also makes estimates and assumptions regarding a number of economic and technical factors, such as production rates, grades, production and transport costs and prices. These economic and technical estimates and assumptions may change in the future in ways that affect the quality and quantity of the reserves. The Group reviews and updates estimates as required, but at least annually, to reflect actual production, new exploration data or developments and changes in other assumptions or parameters. These estimates will change from time to time to reflect mining activities, analyses of new engineering and geological data, changes in ore reserve and mineral resource holdings, modifications of mining plans or methods, changes in nickel or limestone prices or production costs and other factors.

Estimating Recoverability of Geothermal Exploration and Evaluation Assets and Deferred Mine Exploration Costs
The application of the Group's accounting policy for geothermal exploration and evaluation assets and deferred mine exploration costs requires judgment in determining whether it is likely that future economic benefits are certain, which may be based on assumptions about future events or circumstances. Estimates and assumptions made may change if new information becomes available. If, after 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 income in the period when the new information becomes available. An impairment loss is recognized when the carrying value of those assets is not recoverable and exceeds their fair value.

The carrying values of geothermal exploration and evaluation assets amounted to ₱1,784.2 million and ₱1,775.8 million as at December 31, 2017 and 2016, respectively (see Note 11).

Deferred mine exploration costs, included in "Other noncurrent assets" in the consolidated statements of financial position, as at December 31, 2017 and 2016 amounted to ₱1,229.4 million and ₱1,218.3 million, respectively (net of allowance for impairment losses of ₱143.6 million and ₱142.3 million as at December 31, 2017 and 2016, respectively; see Note 13). The Group has directly written-off deferred mine exploration costs amounting to nil, ₱2.3 million and ₱5.5 million in 2017, 2016 and 2015, respectively (see Note 31).

Estimating Allowance for Impairment Losses on Property and Equipment
The Group assesses impairment on property and equipment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable.

The factors that the Group considers important which could trigger an impairment review include the following:

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

In determining the present value of estimated future cash flows expected to be generated from the continued use of the assets, the Group is required to make estimates and assumptions that can materially affect the consolidated financial statements.

These assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss would be recognized whenever evidence exists that the carrying value is not recoverable. For purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows.

An impairment loss is recognized and charged to earnings if the discounted expected future cash flows are less than the carrying amount. Fair value is estimated by discounting the expected future cash flows using a discount factor that reflects the market rate for a term consistent with the period of expected cash flows. As at December 31, 2017 and 2016, the Group provided an allowance for impairment losses on property and equipment amounting to nil and ₱12.8 million, respectively. The impairment is related to dump trucks which has become inoperational in 2016. In 2017, machinery and equipment, including the said dump trucks, were sold, thus the Group reversed the previously recognized allowance for impairment losses related to these assets (see Notes 9 and 31).

The carrying values of property and equipment amounted to ₱15,388.3 million and ₱15,566.4 million as at December 31, 2017 and 2016, respectively (see Note 9).

Estimating Allowance for Impairment Losses on Trade and Other Receivables
The Group evaluates specific accounts where the Group has information that certain customers are unable to meet their financial obligations. The Group assesses individually the receivables based on factors that affect its collectibility. Factors such as the Group's length of relationship with the customers, the customer's current credit status, and probability of insolvency and significant financial difficulties of customers are considered to ascertain the amount of allowances that will be recorded in the receivables account. These allowances are re-evaluated and adjusted as additional information is received.

In addition to specific allowance against individually significant loans and receivables, the Group also makes a collective impairment allowance against exposures which, although not specifically identified as requiring a specific allowance, have a greater risk of default than when originally granted. This collective allowance is based on any deterioration in the Group's assessment of the accounts since their inception. The Group's assessments take into consideration factors such as any deterioration in country risk and industry, as well as identified structural weaknesses or deterioration in cash flows.

The carrying values of trade and other receivables amounted to ₱905.1 million and ₱1,145.3 million as at December 31, 2017 and 2016, respectively (net of allowance for impairment losses of ₱45.9 million and ₱45.7 million as at December 31, 2017 and 2016, respectively; see Note 5).

Estimating Allowance for Impairment Losses on Inventories
The Group maintains allowance for inventory losses at a level considered adequate to reflect the excess of cost of inventories over their NRV. NRV tests are performed at least annually and represent the estimated future sales price of the product based on prevailing spot metals prices at the end of the financial reporting period, less estimated costs to complete production and bring the product to sale. Stockpiles are measured by estimating the number of tonnes added and removed from the stockpile and the number of contained nickel ore ounces based on assay data. Stockpile tonnages are verified by periodic surveys. NRV test for materials and supplies is also performed annually and it represents the current replacement cost. Increase in the NRV of inventories will increase the cost of inventories but only to the extent of their original production costs.

As at December 31, 2017 and 2016, inventories carried at lower of cost and NRV amounted to ₱3,502.4 million and ₱3,210.8 million, respectively (net of allowance for inventory losses of ₱85.6 million and ₱84.4 million as at December 31, 2017 and 2016, respectively; see Note 6).

Estimating Recoverability of Long-term Stockpile Inventory
The determination of the Group’s long-term stockpile inventory include among others, projected revenues and operating and delivering costs from the sale of the long-term stockpile. Actual results that differ from the Group’s assumptions generally affect the Group’s recognized expense. The long-term stockpile inventory is carried at the lower of cost and NRV. An allowance for inventory losses is recognized when the carrying value of the asset is not recoverable and exceeds the NRV. Long-term stockpile inventory - net of current portion amounted to ₱167.6 million and ₱367.2 million as at December 31, 2017 and 2016, respectively (see Note 12).

Estimating Allowance for Impairment Losses on AFS Financial Assets
The Group treats AFS financial assets as impaired when there has been a significant or prolonged decline in the fair value below its cost or where other objective evidence of impairment exists. The determination of what is “Significant” or “Prolonged” requires judgment. The Group treats “Significant” generally as 20% or more of the original cost of investment, and “Prolonged” as greater than one (1) year. In addition, the Group evaluates other factors, including normal volatility in share price for quoted equities and the future cash flows and discount factors for unquoted equities in determining the amount to be impaired.

The Group treats unquoted AFS financial assets as impaired when there is objective evidence of impairment as a result of one or more events or loss events and that loss event has an impact on the estimated future cash flows of the AFS financial assets. An objective evidence may include information about significant changes with an adverse effect that have taken place in the market, technological, economic or legal environment in which the investees operate, and indicates that the cost of the investment in the equity instruments may not be recovered.

In 2017 and 2016, the Group recognized a provision for impairment losses on its quoted AFS financial assets amounting to ₱133.3 million and ₱119.2 million, respectively (see Note 31). The carrying values of AFS financial assets amounted to ₱6,658.4 million and ₱6,319.1 million as at December 31, 2017 and 2016, respectively (see Note 7).

Estimating Useful Lives of Property and Equipment (except Land)
The Group estimates the useful lives of property and equipment, except land, based on the period over which the assets are expected to be available for use. The estimated useful lives of property and equipment are reviewed periodically and are updated if expectations differ from previous estimates due to physical wear and tear, technical or commercial obsolescence and legal or other limits on the use of the assets. In addition, estimation of the useful lives of property and equipment is based on collective assessment of industry practice, internal technical evaluation and experience with similar assets. It is possible, however, that future results of operations could be materially affected by changes in estimates brought about by changes in factors mentioned above. The amounts and timing of recorded expenses for any period would be affected by changes in these factors and circumstances. There is no change in the estimated useful lives of property and equipment in 2017 and 2016.

The carrying values of property and equipment, except land, as at December 31, 2017 and 2016 amounted to ₱15,119.9 million and ₱15,298.0 million, respectively (net of accumulated depreciation, amortization and depletion of ₱9,837.8 million and ₱8,874.3 million and accumulated impairment losses of nil and ₱12.8 million as at December 31, 2017 and 2016, respectively; see Note 9).

Estimating Allowance for Impairment Losses on Investments in Associates
Impairment review on investments in associates are performed when events or changes in circumstances indicate that the carrying value exceeds its fair value. If any such indication exists and where the carrying value exceeds the estimated recoverable amount, the investment is written down to its recoverable amount. Management has determined that there are no events or changes in circumstances in 2017 and 2016 that may indicate that the carrying value of investments in associates may not be recoverable. No impairment loss was recognized on investments in associates in 2017 and 2016. The carrying values of the Group's investments in associates amounted to ₱2,952.1 million and ₱2,582.1 million as at December 31, 2017 and 2016, respectively (see Note 10).

Estimating Allowance for Impairment Losses on Nonfinancial Other Assets
The Group provides allowance for impairment losses on nonfinancial other assets when they can no longer be realized. The amounts 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 assets.

The carrying values of nonfinancial prepayments and other current assets amounted to ₱919.3 million and ₱946.4 million as at December 31, 2017 and 2016, respectively, while nonfinancial other noncurrent assets amounted to ₱2,673.1 million and ₱2,559.8 million as at December 31, 2017 and 2016, respectively (see Notes 8 and 13).

The allowance for impairment losses on the Group's nonfinancial prepayments and other current assets amounted to ₱55.3 million and ₱71.5 million as at December 31, 2017 and 2016, respectively (see Note 8). The allowance for impairment losses on the Group's nonfinancial other noncurrent assets as at December 31, 2017 and 2016 amounted to ₱249.4 million and ₱253.1 million, respectively (see Note 13).

Estimating Provision for Mine Rehabilitation and Decommissioning
The Group assesses its provision for mine rehabilitation and decommissioning annually. Significant estimates and assumptions are made in determining the provision for mine rehabilitation as there are numerous factors that will affect the provision. These factors include

estimates of the extent and costs of rehabilitation activities, technological changes, regulatory changes, cost increases and changes in discount rates. Those uncertainties may result in future actual expenditure differing from the amounts currently provided.

The provision at the end of the financial 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 adjusting the rehabilitation asset and liability. For closed sites, changes to estimated costs are recognized immediately in the consolidated statement of income.

Provision for mine rehabilitation and decommissioning amounted to ₱388.8 million and ₱442.5 million as at December 31, 2017 and 2016, respectively (see Note 16).

Determining Pension Benefits
The cost of defined benefit retirement as well as the present value of the pension liability is determined using actuarial valuations. The actuarial valuation involves making various assumptions, as described in Note 35. These include the determination of the discount rates and future salary increases. Due to the complexity of the valuation, the underlying assumptions and its long-term nature, defined benefit pension liability are highly sensitive to changes in these assumptions. 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 benefit pension liability. All assumptions are reviewed at each end of the financial reporting period. While management believes that its assumptions are reasonable and appropriate, significant differences in actual experience or significant changes in the assumptions may materially affect the Group's pension liability.

As at December 31, 2017 and 2016, pension asset included under "Other noncurrent assets" in the consolidated statements of financial position amounted to nil and ₱1.3 million, respectively, and pension liability amounted to ₱320.8 million and ₱332.3 million, respectively (see Notes 13 and 35).

Estimating Fair Value of Share-based Payment Transactions
The Parent Company's Executive Stock Option Plan (ESOP) grants qualified participants the right to purchase common shares of the Parent Company at a grant price. The ESOP recognizes the services received from the eligible employees and an equivalent adjustment to the equity account over the vesting period. The Parent Company measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. Estimating fair value for share-based payment transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant.

This estimate also requires determining the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield. The assumptions and models used for estimating the fair value of share-based payment transactions are disclosed in Note 19. While management believes that the estimates and assumptions used are reasonable and appropriate, significant differences in actual experience or significant changes in the estimates and assumptions may no longer affect the stock compensation costs charged to operations.

The cost of share-based payment plan recognized as expense in 2017, 2016 and 2015, with a corresponding charge to the equity account, amounted to ₱11.0 million, ₱25.7 million and

₱57.8 million, respectively (see Notes 19 and 27). As at December 31, 2017 and 2016, the balance of the cost of share-based payment plan in the equity section of the consolidated statements of financial position amounted to ₱137.6 million and ₱126.6 million, respectively (see Note 19).

Assessing Recoverability of Deferred Income Tax Assets
The Group reviews the carrying amounts of deferred income tax assets at each end of the financial reporting period and reduces the amounts to the extent that it is no longer probable that sufficient future taxable income will be available to allow all or part of the deferred income tax assets to be utilized. The Group has deferred income tax assets amounting to ₱333.1 million and ₱370.1 million as at December 31, 2017 and 2016, respectively (see Note 36).

As at December 31, 2017 and 2016, the Group has temporary difference amounting to ₱1,381.6 million and ₱998.4 million, respectively, for which no deferred income tax assets were recognized because it is more likely than not that the carryforward benefits will not be realized in the future (see Note 36).

Determining Fair Values of Financial Instruments
Where the fair values of financial assets and liabilities recorded in the consolidated statement of financial position cannot be derived from active markets, they are determined using internal valuation techniques using generally accepted market valuation models. The inputs to these models are taken from observable markets where possible, but where this is not feasible, estimates are used in establishing fair values. These estimates may include considerations of liquidity, volatility and correlation. Certain financial assets and liabilities were initially recorded at its fair value (see Note 38).

4. **Cash and Cash Equivalents**

	2017	2016
Cash on hand and with banks	**₱955,114**	₱1,213,398
Cash under managed funds	**177,014**	188,508
Short-term cash investments	**8,513,804**	8,246,037
	₱9,645,932	₱9,647,943

Cash with banks and under managed funds earn interest at the prevailing bank deposit rates. Cash equivalents are short-term cash investments that are made for varying periods of up to three (3) months depending on the immediate cash requirements of the Group and earn interest at the respective short-term cash investment rates. The carrying value of cash and cash equivalents approximates their fair value as of the end of the financial reporting period.

The Group has United States dollar (US$) denominated cash and cash equivalents amounting to US$134.4 million, equivalent to ₱6,711.4 million, and US$131.1 million, equivalent to ₱6,518.8 million, as at December 31, 2017 and 2016, respectively (see Note 37).

Interest income earned from cash and cash equivalents amounted to ₱134.2 million, ₱73.8 million and ₱107.5 million in 2017, 2016 and 2015, respectively (see Note 29).

5. Trade and Other Receivables

	2017	2016
Trade (see Note 34)	**₱660,883**	₱865,608
Current portion of loan receivable (see Note 39a)	**94,203**	98,161
Interest receivable	**53,619**	47,317
Advances to officers and employees	**48,845**	51,357
Receivable from CBNC (see Note 34)	**40,679**	47,570
Amounts owed by related parties (see Note 34)	**7,351**	6,489
Others	**45,417**	74,515
	950,997	1,191,017
Less allowance for impairment losses	**45,872**	45,746
	₱905,125	₱1,145,271

The movements of allowance for impairment losses follows:

2017	**Trade**	**Others**	**Total**
Balances at January 1	**₱41,029**	**₱4,717**	**₱45,746**
Foreign exchange adjustments	**126**	**–**	**126**
Provisions	**–**	**–**	**–**
Balances at December 31	**₱41,155**	**₱4,717**	**₱45,872**

2016	Trade	Others	Total
Balances at January 1	₱17,323	₱2,188	₱19,511
Foreign exchange adjustments	1,274	–	1,274
Provisions (see Note 31)	22,432	2,529	24,961
Balances at December 31	₱41,029	₱4,717	₱45,746

Trade receivables and receivable from CBNC are noninterest-bearing and are generally on seven (7) to thirty (30)-days' term, except for the usage fee billed to THNC which is collected on a semi-annual basis.

Loan receivable represents the loan agreement executed by CMC and East Coast Mineral Resources Co., Inc. (East Coast), which will be settled based on the agreed repayment terms (see Note 39a).

Interest receivable is derived from short-term cash investments placed in various local/foreign banks, which are collectible upon maturity, from AFS debt securities and long-term negotiable instrument which are collectible, monthly, quarterly or semi-annually, and from loan issued to East Coast which is collectible based on the agreed repayment terms.

Advances to officers and employees are noninterest-bearing and are generally subject to liquidation or collectible through salary deduction.

Amounts owed by related parties are noninterest-bearing with no fixed maturities and are generally collectible on demand.

Other receivables include advances to third party companies which are noninterest-bearing, with no fixed maturities and are generally collectible on demand. These also include despatch receivables which are generally on seven (7) to thirty (30)-days' terms.

The Group has US$ denominated trade and other receivables amounting to US$11.5 million, equivalent to ₱576.2 million, and US$14.8 million, equivalent to ₱735.7 million, as at December 31, 2017 and 2016, respectively (see Note 37).

6. Inventories

	2017	2016
Beneficiated nickel ore and limestone - at cost	**₱2,432,633**	₱2,291,470
Beneficiated nickel ore - at NRV	**434,178**	362,363
Materials and supplies:		
At NRV	**210,612**	242,395
At cost	**212,980**	138,814
Current portion of long-term stockpile inventory (see Note 12)	**212,011**	175,796
	₱3,502,414	₱3,210,838

The movements of allowance for impairment losses on inventories follows:

2017	**Beneficiated nickel ore**	**Materials and supplies**	**Total**
Balances at January 1	**₱74,345**	**₱10,036**	**₱84,381**
Provisions (see Note 31)	**–**	**7,348**	**7,348**
Reversals (see Note 31)	**(6,104)**	**–**	**(6,104)**
Balances at December 31	**₱68,241**	**₱17,384**	**₱85,625**

2016	Beneficiated nickel ore	Materials and supplies	Total
Balances at January 1	₱94,419	₱10,036	₱104,455
Provisions	–	–	–
Reversals (see Note 31)	(20,074)	–	(20,074)
Balances at December 31	₱74,345	₱10,036	₱84,381

As at December 31, 2017 and 2016, the cost of beneficiated nickel ore and limestone provided with allowance for impairment losses amounted to ₱2,954.1 million and ₱2,904.0 million, respectively, while the cost of materials and supplies provided with allowance for impairment losses amounted to ₱441.0 million and ₱391.2 million, respectively.

Costs of inventories charged as expense amounted to ₱6,410.6 million, ₱6,228.8 million and ₱6,655.7 million in 2017, 2016 and 2015, respectively (see Notes 21, 22, 24, 26 and 31).

7. AFS Financial Assets

	2017	2016
Quoted instruments:		
Debt securities	**₱5,097,660**	₱4,513,565
Equity securities	**1,354,174**	1,599,263
Unquoted equity instruments	**206,586**	206,250
	6,658,420	6,319,078
Less noncurrent portion	**732,738**	746,793
Current portion	**₱5,925,682**	₱5,572,285

AFS financial assets pertain to investments in common and preferred shares of various local and foreign public and private companies, mutual funds, golf club shares and debt securities which are either unquoted or with quoted market prices. Quoted instruments are carried at fair market value as at the end of the financial reporting period. Unquoted equity instruments are carried at cost as at the end of the financial reporting period, since the fair values of these investments cannot be reliably measured.

The movements in AFS financial assets follows:

	2017	2016
Balances at January 1	**₱6,319,078**	₱5,831,037
Additions	**5,234,667**	8,651,980
Disposals	**(4,957,281)**	(8,308,106)
Effect of changes in foreign exchange rate (see Note 31)	**1,033**	113,263
Net valuation gains on AFS financial assets	**194,243**	153,124
	6,791,740	6,441,298
Less:		
Provision for impairment losses (see Note 31)	**133,320**	119,220
Write-off (see Note 31)	**–**	3,000
Balances at December 31	**₱6,658,420**	₱6,319,078

The movements in “Net valuation gains on AFS financial assets” presented as a separate component of equity follows:

	2017	2016
Balances at January 1	**₱12,954**	(₱134,467)
Movements recognized in equity:		
Gains recognized in equity	**208,579**	141,409
Reclassification adjustments for expense (income) included in the consolidated statements of income (see Notes 29 and 30)	**(14,336)**	11,715
Income tax effect	**(41,132)**	(3,035)
Valuation gains taken into the consolidated statements of comprehensive income - net of tax	**153,111**	150,089
Less share of NCI in gains recognized in equity	**2,130**	2,668
Balances at December 31	**₱163,935**	₱12,954

As at December 31, 2017 and 2016, quoted and unquoted debt and equity securities amounting to ₱5,925.7 million and ₱5,572.3 million, respectively, were classified as current based on management's intention to dispose the instruments within one (1) year from the end of the financial reporting period.

The noncurrent portion of AFS financial assets amounted to ₱732.7 million and ₱746.8 million as at December 31, 2017 and 2016, respectively. The Group has no intention to dispose its unquoted equity shares within the next year.

Dividend income from AFS equity securities amounted to ₱37.0 million, ₱35.1 million and ₱25.8 million in 2017, 2016 and 2015, respectively, of which ₱15.3 million in 2017 and 2016 and ₱7.6 million in 2015 relates to dividends coming from investments in unquoted equity securities (see Note 31), while interest income from AFS debt securities amounted to ₱135.6 million, ₱121.8 million and ₱99.3 million in 2017, 2016 and 2015, respectively (see Note 29).

The valuation gains of ₱153.1 million and ₱150.1 million taken into the consolidated statements of comprehensive income is inclusive of share of NCI amounting to a valuation gains of ₱2.1 million and ₱2.7 million as at December 31, 2017 and 2016, respectively.

In 2017, 2016 and 2015, the Group sold some of its AFS financial assets at a gain of ₱14.3 million, at a loss of ₱11.7 million and at a gain of ₱86.3 million, respectively (see Notes 29 and 30).

In 2017 and 2016, the Group recognized a provision for impairment losses on its AFS equity security amounting to ₱133.3 million and ₱119.2 million, respectively. Also, the Group has written-off AFS financial assets amounting to nil and ₱3.0 million in 2017 and 2016, respectively. In 2015, there were no provision for impairment losses recognized and no AFS financial assets were written-off (see Note 31).

The Group has US$ denominated AFS financial assets amounting to US$56.9 million, equivalent to ₱2,841.7 million, and US$53.4 million, equivalent to ₱2,657.5 million, as at December 31, 2017 and 2016, respectively (see Note 37).

8. Prepayments and Other Current Assets

	2017	2016
Advances and deposits to suppliers and contractors	**₱574,876**	₱579,085
Input VAT (net of allowance for impairment losses of ₱54.8 million and ₱71.0 million as at December 31, 2017 and 2016, respectively; see Note 13)	**103,563**	138,125
Tax credit certificates (net of allowance for impairment losses of ₱0.5 million as at December 31, 2017 and 2016)	**79,384**	27,460
Prepaid rent and others	**70,585**	54,774
Prepaid taxes	**64,569**	119,257
Prepaid insurance	**26,308**	27,730
	₱919,285	₱946,431

Advances and deposits to suppliers and contractors represent payments made in advance to suppliers and contractors which will be offset against future billings upon the delivery of goods and/or completion of services. This includes the advances made to Asiacrest Marketing Corporation which is related to the Engineering Procurement Construction (EPC) Contract for the 100MW solar power plant in Subic. As at December 31, 2017, there was a pending case against Asiacrest and First Integrated Bonding and Insurance Co., the surety which secured Asiacrest's performance of its obligation, jointly and severally liable to the extent of the value of the performance bond, for the breach of EPC contract.

Input VAT represents the VAT passed on from purchases of applicable goods and services which can be recovered as tax credit against future output VAT from the sale of goods and services of the Group.

Tax credit certificates are tax refunds received by the Group.

Prepaid taxes represent certificates of creditable withholding taxes for services rendered to other parties which can be recovered as tax credits against certain future tax liabilities of the Group.

Prepayments are amortized within three (3) to twelve (12) months at the end of the financial reporting period.

9. Property and Equipment

	2017							
	Land and Land Improvements	Mining Properties and Development Costs	Machinery and Equipment	Buildings and Improvements	Transmission Lines and Substations	Solar Farm	Construction In-progress	Total
Cost:								
Balances at January 1	**₱292,343**	**₱774,649**	**₱10,583,221**	**₱3,369,082**	**₱849,472**	**₱1,469,457**	**₱7,115,313**	**₱24,453,537**
Additions	**–**	**–**	**576,405**	**60,314**	**15,556**	**537,427**	**304,756**	**1,494,458**
Disposals	**–**	**–**	**(528,705)**	**(13,306)**	**–**	**–**	**–**	**(542,011)**
Transfers/reclassification	**–**	**–**	**45,736**	**111,795**	**–**	**(47,704)**	**(219,945)**	**(110,118)**
Adjustment for capitalized cost of mine rehabilitation and decommissioning (see Note 16)	**–**	**(69,820)**	**–**	**–**	**–**	**–**	**–**	**(69,820)**
Capitalized borrowing cost	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**
Balances at December 31	**292,343**	**704,829**	**10,676,657**	**3,527,885**	**865,028**	**1,959,180**	**7,200,124**	**25,226,046**
Accumulated depreciation, amortization and depletion:								
Balances at January 1	**5,329**	**250,642**	**7,141,484**	**1,421,187**	**16,215**	**39,430**	**–**	**8,874,287**
Depreciation, amortization and depletion (see Note 28)	**2,411**	**28,999**	**1,031,141**	**267,342**	**27,567**	**122,585**	**–**	**1,480,045**
Disposals	**–**	**–**	**(503,979)**	**(12,566)**	**–**	**–**	**–**	**(516,545)**
Capitalized depreciation	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**
Balances at December 31	**7,740**	**279,641**	**7,668,646**	**1,675,963**	**43,782**	**162,015**	**–**	**9,837,787**
Allowance for impairment losses:								
Balances at January 1	**–**	**–**	**12,825**	**–**	**–**	**–**	**–**	**12,825**
Reversal of allowance for impairment losses (see Note 31)	**–**	**–**	**(12,825)**	**–**	**–**	**–**	**–**	**(12,825)**
Balances at December 31	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**
Net book values	**₱284,603**	**₱425,188**	**₱3,008,011**	**₱1,851,922**	**₱821,246**	**₱1,797,165**	**₱7,200,124**	**₱15,388,259**

	2016							
	Land and Land Improvements	Mining Properties and Development Costs	Machinery and Equipment	Buildings and Improvements	Transmission Lines and Substations	Solar Farm	Construction In-progress	Total
Cost:								
Balances at January 1	₱292,209	₱511,033	₱9,631,174	₱3,173,757	₱–	₱–	₱7,762,984	₱21,371,157
Additions	134	–	601,305	37,802	108,854	48,737	2,593,048	3,389,880
Disposals	–	–	(108,694)	–	–	–	–	(108,694)
Transfers/reclassification	–	–	459,436	157,523	740,618	1,360,064	(3,240,719)	(523,078)
Adjustment for capitalized cost of mine rehabilitation and decommissioning (see Note 16)	–	263,616	–	–	–	–	–	263,616
Capitalized borrowing cost (see Note 15)	–	–	–	–	–	60,656	–	60,656
Balances at December 31	292,343	774,649	10,583,221	3,369,082	849,472	1,469,457	7,115,313	24,453,537
Accumulated depreciation, amortization and depletion:								
Balances at January 1	2,924	234,488	6,053,868	1,170,282	–	–	–	7,461,562
Depreciation, amortization and depletion (see Note 28)	2,405	16,154	1,189,465	250,900	16,215	–	–	1,475,139
Disposals	–	–	(102,544)	–	–	–	–	(102,544)
Capitalized depreciation (see Note 28)	–	–	695	5	–	39,430	–	40,130
Balances at December 31	5,329	250,642	7,141,484	1,421,187	16,215	39,430	–	8,874,287
Allowance for impairment losses (see Note 31)	–	–	12,825	–	–	–	–	12,825
Net book values	₱287,014	₱524,007	₱3,428,912	₱1,947,895	₱833,257	₱1,430,027	₱7,115,313	₱15,566,425

Construction in progress includes the costs incurred to date for the Biliran Geothermal Project, which management assessed to be completed in 2021.

Pier facilities (included under “Buildings and improvements”) with a carrying value of nil and ₱37.6 million as at December 31, 2017 and 2016, respectively, were mortgaged as collateral for the long-term debt of RTN (see Note 15).

The carrying value of the 7.14 MW Sta. Rita Solar Power Plant that was pledged as collateral for Jobin’s borrowing with Land Bank of the Philippines (LBP) amounted to ₱538.5 million and ₱638.9 million as at December 31, 2017 and 2016, respectively (see Note 15).

Depreciation on the excess of the fair value of the assets acquired from RTN over their corresponding book values transferred to retained earnings amounted to ₱0.4 million in 2017, 2016 and 2015.

The average capitalization rate in 2016 is 4.99% (see Note 15).

10. **Investments in Associates**

	2017	2016
THNC	**₱2,083,079**	₱1,825,096
CBNC	**869,053**	756,991
	₱2,952,132	₱2,582,087

The movements in investments in associates follows:

	2017			2016		
	THNC	**CBNC**	**Total**	THNC	CBNC	Total
Balances at January 1	**₱1,974,700**	**₱724,410**	**₱2,699,110**	₱4,443,075	₱724,410	₱5,167,485
Disposal	**–**	**–**	**–**	(2,468,375)	–	(2,468,375)
	1,974,700	**724,410**	**2,699,110**	1,974,700	724,410	2,699,110
Accumulated equity in net earnings (losses):						
Balances at January 1	**(467,168)**	**(155,746)**	**(622,914)**	(827,611)	(52,408)	(880,019)
Equity in net income (losses)	**95,865**	**102,107**	**197,972**	(310,364)	(103,338)	(413,702)
Disposal	**–**	**–**	**–**	670,807	–	670,807
	(371,303)	**(53,639)**	**(424,942)**	(467,168)	(155,746)	(622,914)
Share in cumulative translation adjustment:						
Balances at January 1	**317,564**	**188,327**	**505,891**	427,427	49,194	476,621
Movements	**162,118**	**9,955**	**172,073**	126,798	139,133	265,931
Reclassification adjustments for income included in the consolidated statements of income (see Note 31)	**–**	**–**	**–**	(236,661)	–	(236,661)
	479,682	**198,282**	**677,964**	317,564	188,327	505,891
Balances at December 31	**₱2,083,079**	**₱869,053**	**₱2,952,132**	₱1,825,096	₱756,991	₱2,582,087

The share in cumulative translation adjustment of associates is gross of deferred income tax liability of ₱113.8 million and ₱96.6 million as at December 31, 2017 and 2016, respectively (see Note 36).

THNC

THNC, a private entity that is not listed on any public exchange, was incorporated and registered with the Philippine SEC on August 22, 2008. THNC is engaged in the manufacture and export of nickel/cobalt mixed sulfide, nickel hydroxide and any and all ingredient and products and by-products, wherein TMC has a Nickel Ore Supply Agreement to supply all of the limonite ore requirements of the Taganito High Pressure Acid Leach (HPAL) facility. TMC also provides services related to the handling, hauling and transportation of materials required in the processing operations of THNC. THNC started commercial operations in October 2013.

The Parent Company, together with Sumitomo Metal Mining Co., Ltd. (SMM) and Mitsui and Co., Ltd. (Mitsui) signed a Stockholders' Agreement on September 15, 2010, dividing the ownership of THNC, into 22.5%, 62.5% and 15.0%, respectively.

On November 4, 2010, pursuant to the terms of the Stockholders' Agreement, the Parent Company entered into a subscription agreement with THNC for the subscription of 921,375,000 common shares for a total amount of US$102.4 million or ₱4,443.1 million which is equivalent to 22.5% interest in THNC.

On October 17, 2016, the Parent Company sold a portion of its shareholdings in THNC, equivalent to 511,875,000 shares or 12.5% interest in THNC, to SMM for US$42.0 million, which is equivalent to ₱2,037.2 million (see Note 39o). A net gain of ₱239.6 million was recognized on the sale of its investment interest in THNC in 2016 (see Note 31). As at December 31, 2017 and 2016, the Parent Company's equity interest in THNC is 10%. Due to the nature of the Parent Company's involvement in THNC, the Parent Company evaluated various factors and assessed that significant influence exists.

THNC's financial statements are stated in US$ and translated at the closing rate of US$1 = ₱49.93 and US$1 = ₱49.72 as at December 31, 2017 and 2016, respectively, for assets and liabilities accounts, historical rates for equity accounts and average rate of US$1 = ₱50.40 and US$1 = ₱47.48, respectively, for the statement of income accounts for the years then ended.

The following are the summarized financial information of THNC as at December 31, 2017 and 2016:

	2017	2016
Current assets	**₱7,295,491**	₱7,058,636
Noncurrent assets	**75,123,509**	75,549,097
Current liabilities	**(28,105,542)**	(6,144,555)
Noncurrent liabilities	**(35,863,707)**	(59,036,694)
Net assets	**₱18,449,751**	₱17,426,484

	2017	2016
Income	**₱17,693,870**	₱12,004,941
Expenses	**(16,735,220)**	(12,998,338)
Net income (loss)	**₱958,650**	(₱993,397)

CBNC

CBNC, a private entity that is not listed on any public exchange, was incorporated and registered with the Philippine SEC on April 4, 2002. CBNC is engaged in the manufacture and export of nickel/cobalt mixed sulfide wherein RTN has a Nickel Ore Supply Agreement to supply all of the limonite ore requirements of the Coral Bay Hydro Metallurgical Processing Plant (HPP) facility. The agreement provides that it will terminate until the earlier of the cessation of operations at the Coral Bay HPP facility and exhaustion of the limonite ore reserves at the Rio Tuba mine. RTN also supplies limestone and provide ancillary services to Coral Bay HPAL facility.

The Parent Company acquired its 10% equity interest in CBNC by way of property dividend distributed by RTN in March 2014. In accordance with the provisions of PAS 28 (2011), *Investment in Associates and Joint Ventures*, and due to the nature of the Parent Company's involvement in CBNC, the Parent Company evaluated various factors and assessed that significant influence exists.

CBNC's financial statements are stated in US$ and translated at the closing rate of US$1 = ₱49.93 and US$1 = ₱49.72 as at December 31, 2017 and 2016, respectively, for assets and liabilities accounts, historical rates for equity accounts and average rate of US$1 = ₱50.40 and US$1 = ₱47.48, respectively, for the statement of income accounts for the years then ended.

The following are the summarized financial information of CBNC as at December 31, 2017 and 2016:

	2017	2016
Current assets	**₱6,472,570**	₱4,497,923
Noncurrent assets	**21,688,174**	23,029,484
Current liabilities	**(1,007,843)**	(1,538,386)
Noncurrent liabilities	**(195,318)**	(152,068)
Net assets	**₱26,957,583**	₱25,836,953

	2017	2016
Income	**₱11,429,382**	₱8,467,035
Expenses	**(10,408,307)**	(9,500,415)
Net income (loss)	**₱1,021,075**	(₱1,033,380)

11. Geothermal Exploration and Evaluation Assets

	2017	2016
Balances at January 1	**₱1,775,799**	₱1,290,603
Additions	**21,776**	463,184
Reversal	**(13,392)**	–
Capitalized borrowing cost (see Note 15)	–	22,012
Balances at December 31	**₱1,784,183**	₱1,775,799

Geothermal exploration and evaluation assets represent the accumulated costs incurred in connection with the exploration and development activities for the Montelago Geothermal Project. The recovery of these costs depends upon determination of technical feasibility, success of exploration activities and discovery of geothermal resource that can be produced in commercial quantities.

The reversal of ₱13.4 million pertains to the refund made by Iceland Drilling Corporation (IDC) as a result of the termination of the Well Services Master Agreement (WSMA) with the latter. IDC was initially engaged to drill twelve (12) geothermal wells in Oriental Mindoro, however, the WSMA was pre-terminated after IDC completed the drilling of two (2) geothermal wells.

As at December 31, 2017 and 2016, no allowance for impairment losses was recognized on geothermal exploration and evaluation assets.

12. Long-term Stockpile Inventory

The long-term stockpile inventory pertains to low grade ore extracted from RTN's minesite. This amount was not recognized in RTN's books but was recognized by the Parent Company when it acquired the controlling interest in RTN in August 2006. The low grade ore inventory was initially recognized at fair value. The fair value of the long-term stockpile inventory was computed using the present value of the estimated future cash flows of RTN which it will derive from the long-term Nickel Ore Supply Agreement with CBNC (see Note 34a). Subsequently, this fair value represented the cost of the long-term stockpile inventory.

The cost of the long-term stockpile inventory is periodically charged to cost of sale of ore based on the actual tonnage delivered to CBNC from the long-term stockpile. The cost of long-term stockpile inventory amounting to ₱163.5 million, ₱201.6 million and ₱208.7 million were charged to "Cost of sale of ore" in 2017, 2016 and 2015, respectively (see Note 21).

A portion amounting to ₱212.0 million and ₱175.8 million, representing the estimated costs of the long-term stockpile inventory that will be delivered to CBNC in the next financial reporting period, were shown as part of "Inventories" as at December 31, 2017 and 2016, respectively (see Note 6).

The carrying value of long-term stockpile inventory - net of current portion amounted to ₱167.6 million and ₱367.2 million as at December 31, 2017 and 2016, respectively.

13. **Other Noncurrent Assets**

	2017	2016
Deferred mine exploration costs (see Note 32)	**₱1,229,432**	₱1,218,332
Input VAT - net of current portion	**797,685**	823,164
Loan receivable - net of current portion (see Note 39a)	**767,641**	830,514
Mine rehabilitation funds	**392,450**	302,864
Advances to claimowners (see Note 39e)	**144,839**	184,839
Project development costs	**112,670**	22,687
Deposit for aircraft acquisition	**97,781**	97,781
Advance royalties	**55,904**	55,904
Long-term negotiable instruments	**40,000**	30,000
Social development management program funds	**37,764**	57,164
Investment properties	**30,623**	30,623
Pension asset (see Note 35)	**–**	1,294
Others	**23,259**	18,239
	3,730,048	3,673,405
Less allowance for impairment losses	**249,352**	253,057
	₱3,480,696	₱3,420,348

The movements of allowance for impairment losses follows:

2017	**Deferred mine exploration costs**	**Input VAT**	**Total**
Balances at January 1	**₱142,345**	**₱110,712**	**₱253,057**
Reversals (see Note 31)	**–**	**(21,209)**	**(21,209)**
Reclass (see Note 8)	**–**	**16,271**	**16,271**
Provisions (see Note 31)	**1,233**	**–**	**1,233**
Write-off	**–**	**–**	**–**
Balances at December 31	**₱143,578**	**₱105,774**	**₱249,352**

2016	Deferred mine exploration costs	Input VAT	Total
Balances at January 1	₱146,908	₱89,503	₱236,411
Reversals	–	–	–
Reclass	–	–	–
Provisions (see Note 31)	460	21,209	21,669
Write-off	(5,023)	–	(5,023)
Balances at December 31	₱142,345	₱110,712	₱253,057

Deferred mine exploration costs include mining rights of ₱945.6 million as at December 31, 2017 and 2016.

Input VAT represents the VAT passed on from purchases of applicable goods and services. Input VAT, in excess of output tax, can be recovered as tax credit against future tax liability of the Group. The noncurrent portion of input VAT pertains to the unamortized portion of input VAT on purchase of capital goods spread evenly over the life of the capital goods or five (5) years, whichever is shorter. The balance is recoverable in future periods.

Loan receivable represents the loan agreement executed by CMC and East Coast, which will be settled based on the agreed repayment terms (see Note 39a).

MRF, which includes the Final Mine Rehabilitation and Decommisioning Fund, is the amount deposited in local bank accounts established by the Group in compliance with the requirements of the Philippine Mining Act of 1995 as amended by DENR Administrative Order No. 2005-07. The MRF is earmarked for physical and social rehabilitation of areas and communities affected by mining activities and for research on the social, technical and preventive aspects of rehabilitation. Any disbursement in the MRF should be authorized by the MRF Committee, the external overseeing body charged with the duties of managing, operating, monitoring and looking after the safety of the MRF. The MRF earns interest at the respective bank deposit rates. Interest income earned from MRF amounted to ₱3.1 million, ₱1.9 million and ₱1.5 million in 2017, 2016 and 2015, respectively (see Note 29).

Advances to claimowners represent advance royalty payments to East Coast, La Salle Mining Exploration Company (La Salle), Kepha Mining Exploration Company (Kepha) and Ludgoron Mining Corporation (Ludgoron; see Note 39e).

Project development cost pertains to the development cost incurred for various projects of EPI and Jobin.

Deposit for aircraft acquisition pertains to advance payments made by RTN to World Aviation Corporation in 2013, for an absolute and exclusive right to purchase an aircraft which is exercisable within twelve (12) years.

Advance royalties pertain to royalty payments to claimowners.

The long-term negotiable instruments that will mature in 2019 and 2023 earn interest at 5.25% per annum (p.a.) and 3.87% p.a., respectively. Interest income from long-term negotiable instruments amounted to ₱1.3 million in 2017, 2016 and 2015 (see Note 29).

The SDMP funds shall be used for the sustainable development of the host and neighboring communities of the mine site. The programs are intended for health, education, livelihood, public utilities and socio-cultural preservation. Its implementation is under the audit, monitoring and evaluation of the Mines and Geosciences Bureau (MGB). Interest income earned from SDMP funds amounted to ₱0.1 million, ₱0.2 million and ₱0.1 million in 2017, 2016 and 2015, respectively (see Note 29).

Investment properties consist of parcels of land located in Surigao City, which is intended for leasing to THNC in the future, and parcels of land located in Manggahan, Pasig and Cainta, Rizal.

As at December 31, 2017 and 2016, the carrying values of the Group's investment properties amounted to ₱30.6 million and the fair value of the land amounted to ₱53.0 million. In 2017, 2016 and 2015, no income was earned and no direct expenses, other than real property tax, were incurred related to the investment properties.

Others include various security deposits, deposit to suppliers and restricted cash.

14. Trade and Other Payables

	2017	2016
Trade (see Note 34)	**₱870,835**	₱790,425
Amounts owed to related parties (see Note 34)	**5,343,367**	5,310,193
Dividends payable	**636,450**	325,187
Accrued expenses:		
Third parties	**398,558**	227,824
Related party (see Note 34)	**21,086**	33,262
Government payables:		
Withholding taxes payable	**140,497**	115,292
Excise taxes and royalties payable	**69,804**	72,308
Output VAT	**5,367**	5,055
Documentary stamp taxes (DST) payable	**1,355**	17,141
Fringe benefit taxes (FBT) payable	**565**	15,857
Retention fees payable	**19,134**	44,629
Interest payable (see Note 34)	**11,533**	30,511
Others	**51,390**	28,999
	₱7,569,941	₱7,016,683

Trade, accrued expenses and other payables are noninterest-bearing and are generally settled within one (1) year. Trade payables relate to payables to suppliers in the ordinary course of business. Accrued expenses substantially consist of contractor's fees, trucking and stevedoring services, hauling and rental expenses, guarantee service fees and others which are usual in the business operations of the Group.

Amounts owed to related parties pertain to advances received from Orka Geothermal Investments Pte. Ltd. (OGI), Biliran Geothermal Holdings Incorporated (BGHI) and SMM. Amounts owed to OGI pertain to funds used in the drilling operations of BGI and purchases paid by OGI in behalf of BGI. Amounts owed to BGHI pertain mainly to the amount originally payable to OGI but were sold by the latter to the former in 2014. Part of this amount pertains also to miscellaneous expenses paid by BGHI in behalf of BGI. Amounts owed to SMM pertain to the advances made to CExCI.

Dividends payable refers to the cash dividends declared by TMC and RTN to Pacific Metals Co., Ltd. (PAMCO) and Sojitz Corporation (Sojitz) in December 2017 and 2016 and payable in January of the following year. The amount is net of final withholding tax.

Government payables include withholding taxes which are normally settled within fifteen (15) days after the end of each financial reporting month and FBT which are normally settled within fifteen (15) days after the end of the quarter on which the fringe benefits are granted to the recipients. Excise tax payable is settled within fifteen (15) days after the end of the quarter when the beneficiated nickel ore and limestone were shipped. Royalties are paid on or before the deadline agreed with the MGB or other parties. DST is normally settled within five (5) days after the close of the month when the taxable document was issued.

Retention fees payable pertains to the amount retained by the Group from its suppliers/contractors and will be paid after the completion of the construction of the projects.

Interest payable on loans is settled based on the agreed repayment terms.

The Group has US$ denominated trade and other payables amounting to US$30.6 million, equivalent to ₱1,527.8 million, and US$29.9 million, equivalent to ₱1,488.6 million as at December 31, 2017 and 2016, respectively (see Note 37).

15. **Short-term and Long-term Debts**

Short-term debt with Manta Equities Inc. (Manta)
On June 8, 2015, EPI entered into a one (1) year loan agreement with Manta amounting to ₱180.0 million to finance the development expenses of EPI's geothermal power project (see Note 34). The loan bears an annual interest of 5%. The principal and interest is payable at the end of the loan agreement. On June 6, 2016, EPI and Manta extended the loan for another year or up to June 7, 2017 under the same terms of the original loan. The principal and interest was paid in June 2017.

Interest expense incurred in connection with the loans amounted to ₱4.3 million, ₱9.0 million, and ₱5.1 million in 2017, 2016 and 2015, respectively. Out of the total interest expense incurred in 2016, ₱3.0 million were capitalized as part of solar farm under "Property and equipment", ₱1.0 million as part of "Geothermal exploration and evaluation assets" and ₱0.7 million as part of project development costs under "Other noncurrent assets". There were no capitalized borrowing costs in 2017 and 2015 (see Notes 9, 11, 30 and 34).

Long-term debts
Long-term debts of the following subsidiaries are as follows:

	2017	2016
EPI	**₱1,498,159**	₱2,990,338
TMC	**1,179,596**	1,261,645
Jobin	**284,265**	297,526
RTN	**22,369**	66,824
	2,984,389	4,616,333
Less noncurrent portion:		
TMC	**1,092,219**	1,174,635
Jobin	**256,992**	280,811
EPI	–	2,990,338
RTN	–	22,275
	1,349,211	4,468,059
Current portion	**₱1,635,178**	₱148,274

EPI Loan
On July 15, 2015, Security Bank Corporation (SBC) approved the loan facility of EPI amounting to ₱3,000.0 million which will be used by EPI in funding its investments and working capital requirements. Staggered releases of loans are allowed up to August 31, 2016 with terms of up to three (3) years from date of every drawdown and payable upon maturity. In the event of default, the loans, together with accrued interest and any other sums payable under the promissory notes will immediately become due and payable.

The loans are secured by a continuing suretyship of the Parent Company. Under the Suretyship Agreement executed by and between the Parent Company and SBC on August 4, 2015, the Parent Company solidarily with EPI, guarantees and warrants to SBC, its assigns and successors-in-interest, prompt and full payment and performance of EPI's obligations to SBC (see Note 39q).

Details of the drawdowns received from the ₱3,000.0 million loan facility as at December 31, 2017 and 2016 are as follows:

Drawdowns	Date	Amount	Debt Issue Costs	Stated Rate	Effective Rate	Term
First*	August 5, 2015	₱510,000	₱2,551	4.60%	4.78%	3 years
Second	September 21, 2015	1,200,000	6,000	4.60%	4.78%	3 years
Third**	December 2, 2015	400,000	2,000	4.90%	5.08%	3 years
Fourth**	February 9, 2016	200,000	1,000	4.90%	5.08%	3 years
Fifth**	March 1, 2016	200,000	1,000	5.00%	5.18%	3 years
Sixth**	March 1, 2016	200,000	1,000	4.85%	5.03%	3 years
Seventh**	May 12, 2016	150,000	751	4.85%	5.03%	3 years
Eight**	May 25, 2016	140,000	701	4.85%	5.03%	3 years
		₱3,000,000	₱15,003			

**partial payment amounting to ₱210.0 million was made on September 29, 2017*
***prepaid on September 29, 2017*

On September 29, 2017, EPI prepaid certain promissory notes totaling ₱1,500.0 million. There were no prepayment penalty charged by SBC and the terms of the unpaid promissory notes remain the same.

The carrying amount of long-term debt with SBC, net of unamortized debt issue cost, follows:

	2017	2016
Loans payable	**₱1,500,000**	₱3,000,000
Less unamortized debt issue cost	**(1,841)**	(9,662)
Balances at December 31	**₱1,498,159**	₱2,990,338

Debt issue costs pertain to DST and other transaction costs incurred in connection with the availment of the loans. These are deducted from the amount of loans payable and are amortized using the EIR method.

The movements of the unamortized debt issue costs in 2017 and 2016 are as follows:

	2017	2016
Balances at January 1	**₱9,662**	₱9,664
Additions	**–**	4,452
Amortization	**(4,388)**	(4,454)
Reduction due to early payment of loan (see Note 30)	**(3,433)**	–
Balances at December 31	**₱1,841**	₱9,662

Interest expense, including capitalized borrowing cost, in 2017 and 2016 are summarized below:

	2017	2016
Interest on loans	**₱116,603**	₱141,805
Amortization of debt issue costs	**4,388**	4,454
	₱120,991	₱146,259

Interest expense capitalized as part of solar farm under “Property and equipment” and “Geothermal exploration and evaluation assets” amounted to ₱48.4 million and ₱21.0 million, respectively, in 2016. There were no capitalized borrowing costs in 2017 and 2015 (see Notes 9 and 11).

The Term Loan Agreement with SBC provides for restrictions with respect to creation or permission to exist any mortgage or pledge, lien or any encumbrance on all free assets owned or acquired by EPI. Also, the Term Loan Agreement restricts EPI to assume, guarantee, endorse or otherwise become directly or contingently liable in connection with any obligation of any other person, firm or corporation; participate or enter into any merger or consolidation; sell, lease, dispose or convey all or substantially all of EPI’s assets; make advances or loans to any of the affiliates, subsidiaries, stockholders, directors and officers except in compliance with formally established and existing fringe benefit program of EPI; suspend its business operation or dissolve its affairs; and to enter into any credit or loan agreement or arrangement with any creditor under such terms and conditions that would place SBC in an inferior position risk-wise, vis-a-vis such other creditors. Moreover, the Term Loan Agreement provides for certain conditions, which include, among others, prompt disclosure in writing of any material change in EPI’s financial position and conduct of its operations or any substantial change in its management or ownership, conduct operations in accordance with sound business practice, maintenance and preservation of corporate existence, and prompt payment of all taxes, assessment and other governmental charges due. As at December 31, 2017 and 2016, EPI has been compliant with the covenants contained in the loan facility and agreements.

TMC Loan
On October 4, 2010, TMC entered into an Omnibus Agreement with THNC, wherein the latter granted the former a total loan facility amounting to US$35.0 million at a prevailing one hundred eighty (180)-day British Banker Association London Inter-Bank Offered Rate (LIBOR) plus 2% spread, to exclusively finance the construction of the pier facilities within the Taganito Special Economic Zone (TSEZ). The loan shall be drawn down in one or multiple times by July 31, 2011. As at December 31, 2017 and 2016, the total loan was fully drawn by TMC.

The interest on the loan is payable semi-annually, on October 10 and April 10. The total principal is payable in semi-annual installments of US$0.9 million starting on October 10, 2011 up to April 10, 2031.

The Omnibus Agreement provides for restriction with respect to creation, assumption, incurrence and permission to exist any lien upon the pier facilities and all TMC's other real rights over the same except as permitted under the Omnibus Agreement. Also, the Omnibus Agreement provides for certain conditions which include, among others, maintenance and preservation of TMC's corporate existence, rights, privileges and licenses, prompt submission of written notice to THNC of any and all litigations and administrative arbitration proceedings before any Governmental authority affecting TMC, prompt payment of all amounts due under the loan documents and maintenance of all Governmental approvals necessary to perform the obligations. As at December 31, 2017 and 2016, TMC is in compliance with the restrictions.

Interest expense in 2017, 2016 and 2015 amounting to ₱42.6 million, ₱36.5 million and ₱31.1 million, respectively, were included in equipment operating cost under "Cost of services" (see Notes 22 and 34).

As at December 31, 2017 and 2016, the carrying amount of long-term debt with THNC amounted to ₱1,179.6 million and ₱1,261.6 million, respectively (see Note 34).

Jobin Loan
On April 26, 2016, Jobin entered into a twelve-year (12) term loan agreement with LBP amounting to ₱300.0 million to partially finance the construction and development of a 7.14 MW Sta. Rita Solar Power Plant and inter-connection assets located in SBFZ. The loan is subject to an interest based on the applicable benchmark rate (3-month PDST-R2) plus a minimum spread of 1.50% p.a., with a floor rate of 4.75% p.a., subject to quarterly repricing. The loan is payable in forty-four (44) equal quarterly payments, starting at the end of the fifth (5th) quarter from the date of the initial loan and interest is payable quarterly in arrears from the date of initial loan. Jobin is also required to pay gross receipt tax equal to 1% of each interest payment.

The loan shall be secured by the following:
a) Chattel mortgage on the 7.14 MW Sta. Rita Solar Power Plant (see Note 9)
b) Corporate guarantee of EPI
c) Assignment of leasehold rights between Jobin and Subic Bay Metropolitan Authority (SBMA) on the lot at Mt. Sta. Rita, SBFZ, and 2,300 square meter (sq.m.) lot and 280 sq.m. building located near the National Grid Corporation of the Philippines (NGCP) facility, Subic Gateway Park, SBFZ
d) Pledge of shares of stock of Jobin

The loan agreement contains positive, negative and financial covenants which include, among others, payment of interest, strict compliance with regulatory provisions regarding internal revenue taxes and environmental requirements, and the maintenance of certain financial and project ratios. As at December 31, 2017 and 2016, Jobin has been compliant with the covenants contained in the loan agreement.

The carrying amount of long-term debt with LBP, net of unamortized debt issue cost, follows:

	2017	2016
Loans payable	**₱286,364**	₱300,000
Less unamortized debt issue cost	**(2,099)**	(2,474)
Balances at December 31	**₱284,265**	₱297,526

The movements of the unamortized debt issue cost in 2017 and 2016 are as follows:

	2017	2016
Balances at January 1	**₱2,474**	₱–
Additions	**–**	2,702
Amortization	**(375)**	(228)
Balances at December 31	**₱2,099**	₱2,474

Interest expense, including capitalized borrowing cost, in 2017 and 2016 are summarized below:

	2017	2016
Interest on loans	**₱14,058**	₱9,253
Amortization of debt issue costs	**375**	228
	₱14,433	₱9,481

Interest expense capitalized as part of solar farm under "Property and equipment" amounted to ₱9.3 million in 2016 and nil in 2017 and 2015 (see Note 9).

RTN Loan

On November 25, 2002, RTN entered into an Omnibus Agreement with SMM, wherein the latter granted the former a loan facility amounting to US$1.8 million at a prevailing one hundred eighty (180)-day LIBOR plus 2% spread, for the construction of the pier facilities.

In July 2003, an additional loan amounting to US$0.2 million was granted by SMM. Starting 2003, the interest on the original and additional loans is payable semi-annually, on February 28 and August 31. The total principal is payable in twenty (20) equal semi-annual installments starting on February 28, 2004 up to August 31, 2013. In February 2007, RTN and SMM agreed to an additional loan facility amounting to US$9.0 million. Of the total loan facility, the remaining US$0.5 million was drawn in February and March 2008. The additional loan facility is payable in semi-annual installments starting on August 31, 2008 up to February 28, 2018.

In consideration, and to ensure payment of these loans, RTN will assign, transfer, and set over to SMM, absolutely and unconditionally, all of RTN's rights, title, and interest over its future receivable from CBNC under the Throughput Agreements (see Note 39b). RTN also constituted a first ranking mortgage on the pier facilities. As at December 31, 2017 and 2016, the carrying value of pier facilities amounted to nil and ₱37.6 million, respectively (see Note 9).

The Omnibus Agreement provides for restrictions with respect to creation, assumption, incurrence and permission to exist any lien upon the pier facilities and all RTN's other real rights over the same except as permitted under the Omnibus Agreement. Also, the Omnibus Agreement provides for certain conditions which include, among others, maintenance and preservation of RTN's corporate existence, rights, privileges and licenses, prompt submission of written notice to SMM of any and all litigations or administrative or arbitration proceedings before any Governmental authority affecting RTN. As at December 31, 2017 and 2016, RTN is in compliance with the restrictions.

Interest expense amounted to ₱1.5 million, ₱2.4 million and ₱2.9 million in 2017, 2016 and 2015, respectively (see Notes 30 and 34).

As at December 31, 2017 and 2016, the carrying amount of long-term debt with SMM amounted to ₱22.4 million and ₱66.8 million, respectively (see Note 34).

16. **Provision for Mine Rehabilitation and Decommissioning**

	2017	2016
Balances at January 1	**₱442,484**	₱169,926
Effect of change in estimate (see Note 9)	**(69,820)**	263,616
Accretion of interest on provision for mine rehabilitation and decommissioning (see Note 30)	**16,123**	8,942
Balances at December 31	**₱388,787**	₱442,484

Provision for mine rehabilitation and decommissioning pertains to the estimated decommissioning costs to be incurred in the future on the mined-out areas of the Group.

The Group makes a full provision for the future cost of rehabilitating mine site and related production facilities on a discounted basis on the development of mines or installation of those facilities. The rehabilitation provision represents the present value of rehabilitation 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 rehabilitation costs will ultimately depend upon future market prices for the necessary decommissioning works required which will reflect market conditions at the relevant time. Furthermore, the timing of rehabilitation is likely to depend on when the mine ceases to produce at economically viable rates. This, in turn, will depend upon future ore prices, which are inherently uncertain.

17. **Long-term Payable**

On December 14, 2015, CExCI and the stockholders of Newminco entered into a Share Purchase Agreement (SPA) wherein CExCI agreed to acquire 100% equity interest of Newminco, on a deferred payment basis, for a total consideration of ₱64.8 million.

Upon execution of the SPA, a downpayment of ₱30.8 million was paid and the remaining balance of ₱34.0 million, which is noninterest-bearing, is payable over a seven (7) year period. The total principal is payable in annual installment of ₱5.0 million starting in 2017 up to 2020 and annual installment of ₱7.0 million for the remaining term of the SPA. The unamortized discount on deferred payment, at 4.58% risk free rate, amounted to ₱3.8 million and ₱5.2 million as at December 31, 2017 and 2016, respectively.

The carrying amount of long-term payable, net of unamortized discount, amounted to ₱25.2 million and ₱28.8 million as at December 31, 2017 and 2016, respectively.

	2017	2016
Long-term payable	**₱29,000**	₱34,000
Less unamortized discount	**3,832**	5,154
	25,168	28,846
Less noncurrent portion	**20,168**	23,846
Current portion	**₱5,000**	₱5,000

In 2017, 2016 and 2015, the accretion of interest on long-term payable amounted to ₱1.3 million, ₱1.2 million and ₱0.1 million, respectively (see Note 30).

18. **Equity**

Capital Stock
The capital structure of the Parent Company follows:

	2017	2016
Common stock - ₱0.50 par value		
Authorized - 19,265,000,000 shares in 2017 and 2016		
Issued - 7,602,928,954 shares in 2017 and 2016	**₱3,801,465**	₱3,801,465
Preferred stock - ₱0.01 par value		
Authorized and Issued - 720,000,000 shares	**7,200**	7,200
	₱3,808,665	₱3,808,665

Preferred share is voting, non-participating but with a fixed cumulative dividend rate of 7% p.a.

Issued Capital Stock
Beginning November 22, 2010, the common shares of the Parent Company were listed and traded in PSE with an initial public offering of 304,500,000 common shares (consisting of 132,991,182 shares held in treasury and new common shares of 171,508,818) with an offer price of ₱15.00 per share, which is equivalent to ₱2.67 per share after the stock dividends.

As at December 31, 2017 and 2016, a total of 2,414,938,006 common shares or 32% and 2,217,481,524 common shares or 29%, respectively, of the outstanding common shares of the Parent Company are registered in the name of eighty-six (86) and eighty (80) shareholders, respectively, while the balance of 5,187,990,948 common shares or 68% and 5,385,447,430 common shares or 71%, respectively, are lodged with the Philippine Depository and Trust Corporation.

The movements in common stock follows:

	2017	
	Number of Shares	**Amount**
Balances at January 1	**7,602,928,954**	**₱3,801,465**
Exercise of stock options	**–**	**–**
Balances at December 31	**7,602,928,954**	**₱3,801,465**

	2016	
	Number of Shares	Amount
Balances at January 1	7,596,939,456	₱3,798,470
Exercise of stock options (see Note 19)	5,989,498	2,995
Balances at December 31	7,602,928,954	₱3,801,465

On June 16, 2010, the BOD and stockholders of the Parent Company approved the ESOP (2010 ESOP; the Plan). On December 20, 2010, the Plan was approved by the SEC. A total of 12.0 million shares of stock were reserved for issue under the Plan.

On March 24, 2014, the BOD of the Parent Company approved the adoption of a new ESOP (2014 ESOP; the New Plan) which was ratified by the Parent Company's stockholders on June 6, 2014. On November 21, 2014, the New Plan was approved by the SEC. A total of 32.0 million shares of stock were reserved for issue under the New Plan.

The basic terms and conditions of the stock option plans are disclosed in Note 19.

Additional Paid-In Capital

The movements in additional paid-in capital follows:

	2017	2016
Balances at January 1	**₱8,300,002**	₱8,284,767
Dilution in NCI	**(37,547)**	–
Exercise of stock options	**–**	11,380
Reclassification adjustment from cost of share-based payment plan upon exercise of stock options	**–**	3,855
Balances at December 31	**₱8,262,455**	₱8,300,002

Dividends
Dividends declared and paid by the Parent Company follows:

Year	Type of Dividend	Date of Declaration	Date of Record	Amount Declared	Dividend per Share	Date of Payment/Issuance
2017	***Cash Dividends***	**March 15, 2017**	**March 29, 2017**	**₱608,234**	**₱0.08**	**April 11, 2017**
2016	*Cash Dividends*	March 15, 2016	March 31, 2016	607,755	0.08	April 12, 2016
2015	*Cash Dividends*					
	Regular	March 27, 2015	April 15, 2015	2,657,120	0.70	April 27, 2015
	Special	March 27, 2015	April 15, 2015	1,138,765	0.30	April 27, 2015
	Stock Dividends	June 5, 2015	July 16, 2015	1,899,235	100%	August 11, 2015

Appropriated Retained Earnings
On November 5, 2013, the Parent Company's BOD approved the appropriation of retained earnings amounting to ₱1,000.0 million, for the construction, operation and maintenance of a bunker-fired diesel power station (see Note 39g). The project is expected to be completed in 2018.

On February 12, 2016, the BOD of HMC approved the appropriation of retained earnings amounting to ₱94.8 million as at December 31, 2015 for capital expenditures for the year 2016 mainly for acquisition of mining equipment. An additional appropriation amounting to ₱41.5 million was also approved for HMC's final mine rehabilitation fund.

On July 4, 2016, the BOD of TMC approved the reversal of ₱575.0 million appropriation following the completion and full operation of TMC's second conveyor system.

On November 7, 2016, the BOD of HMC approved the reversal of ₱136.3 million appropriation following the completion of the acquisition of mining equipment in 2016. On the same date, the BOD of HMC approved the appropriation of retained earnings amounting to ₱41.5 million for the final mine rehabilitation and decommissioning plan and ₱67.5 million for the capital expenditures for the year 2017.

On December 7, 2017, the BOD of HMC approved the reversal of the ₱109.0 million appropriation following the completion of the purchase of mining equipments and funding of the final mine rehabilitation fund. On the same date, the BOD of HMC approved the appropriation of retained earnings amounting to ₱95.6 million for HMC's capital expenditures for the year 2018.

19. Executive Stock Option Plan

2014 ESOP
On March 24, 2014, the New Plan was approved by the Parent Company's BOD and was ratified by the stockholders on June 6, 2014. On November 21, 2014, the New Plan was approved by the SEC. The basic terms and conditions of the New Plan are as follows:
1. The New Plan covers up to 32.0 million shares allocated to the Parent Company's officers and the officers of the subsidiaries.
2. The eligible participants are the directors and officers of the Parent Company and its subsidiaries, specifically those with positions of Assistant Vice President and higher, including the Resident Mine Managers of the subsidiaries.

3. The exercise price is ₱25.52, which is equivalent to ₱8.51 after the effect of stock dividends.
4. The New Plan was partially granted on June 6, 2014 and January 13, 2015.
5. The term of the New Plan shall be five (5) years and the shares will vest to the participant at the rate of 25% after the first year of the New Plan or July 18, 2015.
6. The participant can exercise the vested options by giving notice within the term of the New Plan, and can opt to either purchase the shares at the exercise price or request the Parent Company to advance the purchase price and to sell the shares in which case the participant will receive the sales proceeds less the exercise price.

The fair values of the stock option are ₱7.53 and ₱8.42, which was estimated as at grant date, June 6, 2014 and January 13, 2015, respectively, using the Black Scholes-Merton model, taking into consideration the terms and conditions upon which the options were granted.

2010 ESOP
On June 16, 2010, the Parent Company's BOD and stockholders approved the 2010 ESOP. On December 20, 2010, the Plan was approved by the SEC. The basic terms and conditions of the Plan are as follows:
1. The Plan covers up to 12.0 million shares allocated to the Parent Company's officers and the officers of the subsidiaries.
2. The eligible participants are the directors and officers of the Parent Company and its subsidiaries, specifically those with positions of Assistant Vice President and higher, including the Resident Mine Managers of the subsidiaries.
3. The exercise price is ₱13.50, which is equivalent to ₱2.40 after the effect of stock dividends.
4. The grant date of the Plan is January 3, 2011 as determined by the Compensation Committee.
5. The term of the Plan shall be six (6) years and the shares will vest to the participant at the rate of 25% per year after the first year of the Plan or December 21, 2011.
6. The participant can exercise the vested options by giving notice within the term of the Plan, and can opt to either purchase the shares at the exercise price or request the Parent Company to advance the purchase price and to sell the shares in which case the participant will receive the sales proceeds less the exercise price.

The stock option agreement was made and executed on January 3, 2011 between the Parent Company and the option grantees. The fair value of the stock options is ₱6.44, which was estimated as at grant date, January 3, 2011, using the Black Scholes-Merton model, taking into account the terms and conditions upon which the options were granted.

The following assumptions were used to determine the fair value of the stock options at effective grant date:

	2014 ESOP		2010 ESOP
Grant date	January 13, 2015	June 6, 2014	January 3, 2011
Spot price per share	₱15.63	₱28.55	₱15.00
Exercise price	₱8.51	₱25.52	₱13.50
Expected volatility	33.52%	33.28%	53.42%
Option life	4.40 years	5.00 years	3.97 years
Dividend yield	0.58%	3.88%	2.06%
Risk-free rate	3.23%	3.30%	4.50%

The expected volatility reflects the assumption that the historical volatility over a period similar to the life of the options is indicative of future trends, which may also not necessarily be the actual outcome.

There have been no modifications or cancellations in 2017 and 2016.

The following table illustrates the number of stock options and its movements during the year:

	Number of Options		Weighted Average Exercise Price	
	2017	2016	**2017**	2016
2014 ESOP				
Balances at January 1	**56,222,764**	57,442,278	**₱8.51**	₱8.51
Forfeited	**(1,195,612)**	(1,219,514)	**8.51**	8.51
Balances at December 31	**55,027,152**	56,222,764	**₱8.51**	₱8.51
2010 ESOP				
Balances at January 1	**–**	5,989,498	**₱–**	₱2.40
Exercised (see Note 18)	**–**	(5,989,498)	**–**	2.40
Balances at December 31	**–**	–	**₱–**	₱–

On November 10, 2016 and June 2, 2015, the SEC approved the exemption from registration of 31,523,262 common shares and 11,625,987 common shares, respectively, which shall form part of the ESOP.

The number of exercisable vested stock options as at December 31, 2017 and 2016 are 41,270,374 common shares and 28,111,422 common shares, respectively.

In 2017 and 2016, the weighted average stock prices at exercise dates were nil and ₱7.87, respectively.

The movements in the cost of share-based payment plan included in equity are as follows:

	2017	2016
Balances at January 1	**₱126,622**	₱104,824
Stock option expense (see Note 27)	**11,013**	25,653
Cost of share-based payment recognized as capital upon exercise	**–**	(3,855)
Movements during the year	**11,013**	21,798
Balances at December 31	**₱137,635**	₱126,622

The weighted average remaining contractual life of options outstanding under the New Plan was approximately one and a half (1.5) years and two and a half (2.5) years as at December 31, 2017 and 2016, respectively.

In 2017, 2016 and 2015, the cost of share-based payment plan amounted to ₱11.0 million, ₱25.7 million and ₱57.8 million, respectively (see Note 27).

20. **Earnings Per Share**

The following reflects the income and share data used in the basic and diluted EPS computations:

	2017	2016	2015
Net income attributable to equity holders of the parent	**₱2,770,768**	₱1,966,107	₱2,035,143
Preferred stock dividends	**504**	504	504
Net income attributable to equity holders of the parent for basic earnings	**2,770,264**	1,965,603	2,034,639
Dividends on dilutive potential ordinary shares	**–**	–	–
Net income attributable to ordinary equity holders of the parent adjusted for the effect of dilution	**₱2,770,264**	₱1,965,603	₱2,034,639
Weighted average number of common shares for basic EPS	**7,602,928,954**	7,597,438,581	7,594,355,243
Effect of dilution from stock options	**–**	–	14,097,601
Weighted average number of common shares adjusted for the effect of dilution	**7,602,928,954**	7,597,438,581	7,608,452,844
Basic/Diluted EPS	**₱0.36**	₱0.26	₱0.27

There have been no other transactions involving ordinary shares or potential ordinary shares between the end of the financial reporting period and the date of authorization of the consolidated financial statements.

21. **Cost of Sale of Ore**

	2017	2016	2015
Production overhead	**₱2,490,866**	₱2,160,707	₱2,676,492
Outside services	**1,673,832**	1,592,452	1,753,513
Personnel costs (see Note 27)	**972,142**	828,658	869,345
Depreciation, amortization and depletion (see Note 28)	**939,804**	1,099,255	1,060,175
Long-term stockpile inventory sold (see Note 12)	**163,471**	201,625	208,714
	6,240,115	5,882,697	6,568,239
Net changes in beneficiated nickel ore and limestone	**(206,874)**	24,552	(288,991)
	₱6,033,241	₱5,907,249	₱6,279,248

Production overhead consists of fuel, oil and lubricants, materials and supplies, equipment rentals and other miscellaneous charges.

Outside services pertain to services offered by the contractors related to the mining activities of the Group. These services include, but are not limited to, hauling, stevedoring, maintenance, security and equipment rental.

22. Cost of Services

	2017	2016	2015
Depreciation (see Note 28)	**₱106,032**	₱110,733	₱127,814
Personnel costs (see Note 27)	**101,470**	82,242	82,354
Overhead	**69,063**	65,106	82,539
Equipment operating cost	**64,976**	55,873	52,083
Outside services	**9,798**	14,503	13,127
	₱351,339	₱328,457	₱357,917

Equipment operating cost includes interest expense amounting to ₱42.6 million, ₱36.5 million and ₱31.1 million in 2017, 2016 and 2015, respectively (see Note 15).

23. Cost of Power Generation

	2017	2016	2015
Depreciation and amortization (see Note 28)	**₱154,024**	₱18,673	₱–
Purchased power (see Note 39g)	**33,092**	262	–
Overhead	**29,477**	10,211	–
Distribution wheeling service charges (see Note 39q)	**19,456**	–	–
Personnel costs (see Note 27)	**10,461**	4,403	–
Outside services	**10,135**	3,875	–
Materials and supplies	**631**	871	–
	₱257,276	₱38,295	₱–

Overhead in cost of power generation consists of insurance, taxes and licenses, utilities and other miscellaneous charges.

Distribution wheeling service charges pertain to the payments made to Manila Electric Company (Meralco) and Leyte V Electric Cooperative (LEYECO V) for the conveyance of electricity through Meralco's and LEYECO V's distribution systems.

24. **Shipping and Loading Costs**

	2017	2016	2015
Contract fees	**₱1,007,742**	₱1,262,207	₱1,194,955
Supplies and fuel, oil and lubricants	**289,402**	249,714	284,023
Depreciation and amortization (see Note 28)	**177,043**	152,124	127,280
Other services and fees	**82,610**	98,193	90,097
Personnel costs (see Note 27)	**69,613**	61,311	61,588
	₱1,626,410	₱1,823,549	₱1,757,943

25. **Excise Taxes and Royalties**

	2017	2016	2015
Royalties (see Notes 39e and 39q)	**₱805,744**	₱735,224	₱793,690
Excise taxes (see Note 39e)	**297,942**	271,488	295,913
	₱1,103,686	₱1,006,712	₱1,089,603

The implementation of Tax Reform for Acceleration and Inclusion (TRAIN) Act or RA 10963 will have an impact on the Group's excise taxes in the succeeding years as disclosed in Note 40.

26. **General and Administrative**

	2017	2016	2015
Personnel costs (see Note 27)	**₱353,527**	₱307,726	₱295,670
Outside services	**120,282**	118,668	93,496
Taxes and licenses	**65,195**	90,504	158,376
Depreciation and amortization (see Note 28)	**56,557**	51,493	78,820
Transportation and travel	**42,097**	41,081	33,421
Rentals	**34,276**	59,143	28,513
Repairs and maintenance	**21,186**	22,913	27,850
Entertainment, amusement and recreation	**18,700**	19,507	16,527
Dues and subscription	**15,951**	16,235	13,039
Publicity and promotion	**15,086**	10,115	8,828
Communications, light and water	**14,464**	10,759	9,637
Donations	**3,190**	18,886	37,920
Others	**102,642**	83,221	110,757
	₱863,153	₱850,251	₱912,854

Other general and administrative expense is composed of other service fees and other numerous transactions with minimal amounts.

27. **Personnel Costs**

	2017	2016	2015
Salaries, wages and employee benefits	**₱1,412,942**	₱1,198,056	₱1,190,967
Pension cost (see Note 35)	**83,258**	62,253	60,226
Cost of share-based payment plan (see Note 19)	**11,013**	25,653	57,764
	₱1,507,213	₱1,285,962	₱1,308,957

The amounts of personnel costs are distributed as follows:

	2017	2016	2015
Cost of:			
Sale of ore (see Note 21)	**₱972,142**	₱828,658	₱869,345
Services (see Note 22)	**101,470**	82,242	82,354
Power generation (see Note 23)	**10,461**	4,403	–
General and administrative (see Note 26)	**353,527**	307,726	295,670
Shipping and loading costs (see Note 24)	**69,613**	61,311	61,588
Others	**–**	1,622	–
	₱1,507,213	₱1,285,962	₱1,308,957

28. **Depreciation, Amortization and Depletion**

The amounts of depreciation, amortization and depletion expense, including capitalized depreciation, are distributed as follows:

	2017	2016	2015
Cost of:			
Sale of ore (see Note 21)	**₱939,804**	₱1,099,255	₱1,060,175
Services (see Note 22)	**106,032**	110,733	127,814
Power generation (see Note 23)	**154,024**	18,673	–
Shipping and loading costs (see Note 24)	**177,043**	152,124	127,280
General and administrative (see Note 26)	**56,557**	51,493	78,820
Others	**46,585**	82,991	45,898
	₱1,480,045	₱1,515,269	₱1,439,987

29. **Finance Income**

	2017	2016	2015
Interest income from:			
Cash and cash equivalents (see Note 4)	**₱134,248**	₱73,846	₱107,469
AFS financial assets (see Note 7)	**135,557**	121,820	99,320
Loans (see Note 39a)	**27,145**	29,423	1,757
MRF (see Note 13)	**3,103**	1,921	1,454
Long-term negotiable instruments (see Note 13)	**1,305**	1,260	1,260
SDMP funds (see Note 13)	**148**	160	121
Short-term cash investment	**–**	–	1,159
Cash held in escrow	**–**	–	235
Others (see Note 35)	**461**	–	31
Gain on sale of AFS financial assets (see Note 7)	**14,336**	–	86,250
Accretion income	**–**	–	3,933
Day 1 gain	**–**	–	2,123
	₱316,303	₱228,430	₱305,112

30. **Finance Expenses**

	2017	2016	2015
Interest expense on:			
Long-term debts (see Notes 15 and 34)	**₱136,890**	₱79,493	₱28,623
Pension (see Note 35)	**17,907**	14,335	12,663
Short-term debt (see Notes 15 and 34)	**4,284**	4,234	5,066
Long-term payable (see Note 17)	**1,322**	1,205	59
Guarantee service fee (see Notes 34 and 39f)	**66,656**	100,009	124,194
Accretion of interest on provision for mine rehabilitation and decommissioning (see Note 16)	**16,123**	8,942	8,520
Loss on:			
Debt extinguishment (see Note 15)	**3,433**	–	–
Sale of AFS financial assets (see Note 7)	**–**	11,715	–
	₱246,615	₱219,933	₱179,125

Interest expense amounted to a total of ₱203.0 million, ₱135.7 million and ₱77.5 million in 2017, 2016 and 2015, respectively, of which ₱42.6 million, ₱36.5 million and ₱31.1 million in 2017, 2016 and 2015, respectively, were included as part of equipment operating cost under "Cost of services" (see Note 22).

31. **Other Income (Charges)** - net

	2017	2016	2015
Reversals of allowance for (provisions for) impairment losses on:			
AFS financial assets (see Note 7)	**(₱133,320)**	(₱119,220)	₱–
Input VAT (see Notes 8 and 13)	**21,209**	(21,494)	(54,484)
Property and equipment (see Note 9)	**12,825**	(12,825)	–
Materials and supplies (see Note 6)	**(7,348)**	–	35,961
Beneficiated nickel ore inventory (see Note 6)	**6,104**	20,074	13,239
Deferred mine exploration costs (see Note 13)	**(1,233)**	(460)	(1,233)
Trade and other receivables (see Note 5)	**–**	(24,961)	–
Despatch (demurrage)	**(142,700)**	(106,971)	38,995
Foreign exchange gains - net	**80,295**	363,241	322,963
Special projects	**62,732**	81,681	52,477
Dividend income (see Note 7)	**36,967**	35,117	25,827
Management fee	**(22,171)**	(19,024)	(13,622)
Rent income	**20,788**	12,382	11,275
Gain (loss) on:			
Write-off of input VAT	**(12,504)**	(15)	(8)
Sale of property and equipment	**(4,508)**	6,644	6,919
Sale of interest in an associate (see Note 10)	**–**	239,620	–
Write-off of advances to claimowners (see Note 39e)	**–**	(5,350)	–
Write-off of AFS financial assets (see Note 7)	**–**	(3,000)	–
Write-off of deferred mine exploration costs (see Note 39e)	**–**	(2,278)	(5,461)
Bargain purchase (see Note 32)	**–**	–	59,921
Other services	**1,466**	2,383	2,864
Issuance of fuel, oil and lubricants	**1,419**	33,018	29,874
Casualty losses	**–**	–	(2,516)
Others - net (see Note 39g)	**(4,408)**	14,978	(29,447)
	(₱84,387)	₱493,540	₱493,544

Others include miscellaneous services provided to CBNC on per job order basis, net of related cost incurred and cost of testing and commissioning - net.

Breakdown of the foreign exchange gains (losses) - net follows:

	2017	2016	2015
Realized foreign exchange gains - net	**₱101,711**	₱146,139	₱149,488
Unrealized foreign exchange gains (losses) - net on:			
Cash and cash equivalents	**(22,430)**	248,202	133,794
Long-term debt	**11,677**	(61,379)	(65,212)
Trade and other receivables	**(6,565)**	(760)	(1,628)
Trade and other payables	**(5,131)**	(82,224)	17,149
AFS financial assets (see Note 7)	**1,033**	113,263	89,372
	₱80,295	₱363,241	₱322,963

32. **Business Combination**

Loan Conversion and Additional Subscription to EPI
On April 15, 2015, the Parent Company expressed its intention to exercise its conversion right on the entire second tranche loan of ₱446.0 million to 55% equity interest in EPI, which is equivalent to 312,888,889 common shares, subject to the SEC's approval of the increase in authorized capital stock of EPI.

On July 16, 2015, the Parent Company subscribed to an additional 11% equity interest in EPI, which is equivalent to 184,052,288 common shares, for a total consideration of ₱474.0 million, subject also to the approval of EPI's increase in authorized capital stock.

The increase in EPI's authorized capital stock was approved by the SEC on July 28, 2015 and the corresponding shares were subsequently issued to the Parent Company. The transaction was accounted for as an asset acquisition. At the time of acquisition, EPI has investments in the following subsidiaries.

	% of Ownership
MEI	100%
MGPC	100%
BHI	100%
Mantex [(a)]	50%

(a) Indirect ownership through MEI

The Parent Company's cost of investment in EPI consists of:

Convertible loan including derivative asset	₱450,506
Additional capital infusion	474,000
	₱924,506

The consolidated amounts recognized as at July 28, 2015 for each major class of EPI and its subsidiaries' identifiable assets and liabilities follow:

	Fair Value
Assets	
Cash	₱653,836
Trade and other receivables	30,593
Prepayments and other current assets	54,697
Property and equipment	5,389
Geothermal exploration and evaluation assets	819,883
Other noncurrent assets	105,414
Total assets	1,669,812
Liabilities	
Trade and other payables	91,116
Short-term debts	285,000
Total liabilities	376,116
Net assets, including share of NCI	1,293,696
Share of NCI	369,190
Net assets acquired	₱924,506

The fair value of trade and other receivables approximates its carrying amount since these are short-term in nature. None of the trade and other receivables has been impaired and it is expected that the full contractual amounts can be collected/recovered.

NCI have been measured at its proportionate share of the value of the net identifiable assets acquired and liabilities assumed.

The excess of the Group's cost of investment in EPI over its proportionate share in the underlying net assets at the date of acquisition amounting to ₱207.8 million was allocated to the "Geothermal exploration and evaluation assets" account in the consolidated statements of financial position.

From acquisition date to December 31, 2015, the amounts of revenue and net loss of EPI and its subsidiaries which were included in the consolidated statements of income for the year ended December 31, 2015 amounted to nil and ₱71.3 million, respectively. Had the acquisition of EPI and its subsidiaries occurred at the beginning of the year, the Group's revenue and net income for the year ended December 31, 2015 would have decreased by nil and ₱344.3 million, respectively.

Cash flow on acquisition follows:

Cash acquired from EPI and its subsidiaries	₱179,836
Cash paid for drawdowns of second tranche convertible loan	267,600
Net cash outflow	₱87,764

Acquisition of Geogen
On August 4, 2015, the Parent Company acquired 240,000,000 shares, or 100% interest, of Geogen for a total consideration of ₱484.8 million. On the same date, a Deed of Assignment of Receivables was also executed between the Parent Company and the previous shareholders of Geogen wherein the Parent Company paid the amount of ₱209.2 million representing the advances from stockholders of Geogen prior to acquisition. Geogen is the claimowner of the Isabela Nickel Project with an aggregate area of 2,392 hectares located in Dinapigue, Isabela covered by MPSA No. 258-2007-II.

The amounts recognized as at August 4, 2015 for each major class of Geogen's identifiable assets and liabilities follow:

	Fair Value
Assets	
Cash	₱509
Trade and other receivables	402
Prepayments and other current assets	32,800
Property and equipment	28,992
Deferred mine exploration costs	852,840
Other noncurrent assets	35,533
Total assets	951,076
Liabilities	
Trade and other payables	209,339
Provision for mine rehabilitation and decommissioning	31,989
Deferred income tax liabilities	164,262
Total liabilities	405,590
Net assets acquired	₱545,486

Income from acquisition is computed as follows:

Acquisition cost	₱485,565
Less: Fair value of net identifiable assets and liabilities acquired	545,486
Gain on bargain purchase (see Note 31)	₱59,921

From acquisition date to December 31, 2015, the amounts of revenue and net loss of Geogen which were included in the consolidated statements of income for the year ended December 31, 2015 amounted to nil and ₱14.9 million, respectively. Had the acquisition of Geogen occurred at the beginning of the year, the Group's revenue and net income for the year ended December 31, 2015 would have decreased by nil and ₱31.4 million, respectively.

Cash flow on acquisition follows:

Cash acquired from Geogen		₱509
Cash paid for:		
Acquisition of shares	₱484,768	
Assignment of advances from previous shareholders	209,232	
Others	797	694,797
Net cash outflow		₱694,288

Acquisition of Jobin
On July 16, 2015, EPI entered into a Deed of Assignment with the previous shareholders of Jobin and acquired 200,000 shares, or 100% interest, of Jobin for a total consideration of ₱0.2 million. Jobin is the holder of SESC No. 2013-10-039 and Wind Energy Service Contract (WESC) No. 2013-10-062 which both covers an area in the municipalities of Morong and Hermosa, Bataan. The transaction was accounted for as an asset acquisition.

The amounts recognized as at July 16, 2015 for each major class of Jobin's identifiable assets and liabilities follow:

	Fair Value
Assets	
Cash	₱200
Property and equipment	455
Total assets	655
Liabilities	
Trade and other payables	455
Net assets acquired	₱200

The excess of the Group's cost of investment in Jobin over the underlying net assets at the date of acquisition amounting to ₱0.5 million was allocated to the "Property and equipment" account in the consolidated statements of financial position.

From acquisition date to December 31, 2015, the amounts of revenue and net loss of Jobin which were included in the consolidated statements of income for the year ended December 31, 2015 amounted to nil and ₱0.5 million, respectively, which also have the same impact had the acquisition of Jobin occurred at the beginning of the year.

Cash flow on acquisition follows:

Cash acquired from Jobin	₱200
Cash paid for acquisition	200
Net cash outflow	₱–

Acquisition of Newminco
On December 14, 2015, CExCI entered into a SPA to acquire 100% equity interest of Newminco for a total consideration of ₱64.8 million.

CExCI acquired the shares of Newminco on a deferred payment basis and with the following terms: a downpayment of ₱30.8 million upon execution of the SPA while the remaining balance of ₱34.0 million, which is noninterest-bearing, is payable over a seven (7) year period.

The amounts recognized as at December 14, 2015 for each major class of Newminco's identifiable assets and liabilities follow:

	Fair Value
Assets	
Cash	₱68
Deferred mine exploration cost	61,680
Total assets	61,748
Liabilities	
Trade and other payables	4,273
Net assets, including share of NCI	57,475
Share of NCI	857
Net assets acquired	₱58,332

NCI have been measured at its proportionate share of the value of the net identifiable assets acquired and liabilities assumed.

The excess of the Group's cost of investment in Newminco over the underlying net assets at the date of acquisition amounting to ₱60.5 million was allocated to the deferred mine exploration costs account under "Other noncurrent assets" in the consolidated statements of financial position.

From acquisition date to December 31, 2015, the amounts of revenue and net loss of Newminco which were included in the consolidated statements of income for the year ended December 31, 2015 amounted to nil and ₱0.1 million, respectively. Had the acquisition of Newminco occurred at the beginning of the year, the Group's revenue and net income for the year ended December 31, 2015 would have decreased by nil and ₱0.3 million, respectively.

Cash flow on acquisition follows:

Cash acquired from Newminco	₱68
Cash paid for acquisition	30,750
Net cash outflow	₱30,682

Acquisition of BGI
On August 24, 2015, EPI and BHI entered into an Investment Agreement with OGI and BGHI to acquire 60% equity interest of BGI for ₱1.8 million, subject to the SEC's approval of the increase in authorized capital stock of BGI. The increase in authorized capital stock of BGI was approved by the SEC on December 17, 2015 and the corresponding shares were subsequently issued to BHI. BGI is the holder of GRESC No. 2010-02-010 which covers the geothermal field in Biliran, Leyte.

The transaction was accounted as an acquisition of a business. The fair values recognized as at December 17, 2015 for each major class of BGI's identifiable assets and liabilities follow:

	Fair Value
Assets	
Cash	₱13,787
Trade and other receivables	72,668
Prepayments and other current assets	3,210
Property and equipment	4,798,021
Other noncurrent assets	254,327
Total assets	5,142,013
Liabilities	
Trade and other payables	5,187,541
Deferred income tax liabilities	87,485
Total liabilities	5,275,026
Net liabilities, including share of NCI	(133,013)
Share of NCI	134,858
Net assets acquired	₱1,845

The fair value of trade and other receivables approximates its carrying amounts since these are short-term in nature. None of the trade and other receivables has been impaired and it is expected that the full contractual amounts can be collected/recovered.

NCI have been measured at its proportionate share of the value of the net identifiable assets acquired and liabilities assumed.

The excess of the Group's cost of investment in BGI over its proportionate share in the underlying net assets at the date of acquisition amounting to ₱291.6 million was allocated to the construction in-progress account under "Property and equipment" in the consolidated statements of financial position.

From acquisition date to December 31, 2015, the amounts of revenue and net income of BGI which were included in the consolidated statements of income for the year ended December 31, 2015 amounted to nil and ₱15.3 million, respectively. Had the acquisition of BGI occurred at the beginning of the year, the Group's revenue and net income for the year ended December 31, 2015 would have decreased by nil and ₱240.6 million, respectively.

Cash flow on acquisition follows:

Cash acquired from BGI	₱13,787
Cash paid	1,845
Net cash inflow	₱11,942

33. **Material Partly-Owned Subsidiaries**

Financial information of subsidiaries that have material NCI are provided below:

Proportion of equity interest held by NCI:

	Principal Place of Business	**2017**	2016
RTN	Philippines	**40.00%**	40.00%
TMC	Philippines	**35.00%**	35.00%

Equity attributable to material NCI:

	2017	2016
RTN	**₱1,044,560**	₱1,258,862
TMC	**2,272,090**	2,358,964

Net income attributable to material NCI:

	2017	2016
RTN	**₱627,293**	₱479,779
TMC	**609,792**	474,045

Other comprehensive income (loss) attributable to material NCI:

	2017	2016
RTN	**(₱1,836)**	(₱12,973)
TMC	**2,959**	(3,614)

The summarized financial information of these subsidiaries are based on amounts before inter-company eliminations.

The summarized statements of comprehensive income for the years ended December 31, 2017 and 2016 follows:

	2017		2016	
	RTN	**TMC**	RTN	TMC
Revenues	**₱4,757,156**	**₱6,195,462**	₱4,267,185	₱5,425,636
Cost of sale of ore and services	**(2,012,921)**	**(2,433,283)**	(2,057,373)	(2,284,077)
Operating expenses	**(629,908)**	**(1,294,798)**	(619,109)	(1,332,357)
Other income (charges) - net	**93,467**	**(25,657)**	132,235	115,776
Finance income (expense) - net	**21,442**	**21,580**	(14,595)	15,837
Income before income tax	**2,229,236**	**2,463,304**	1,708,343	1,940,815
Provision for income tax	**(661,003)**	**(721,040)**	(508,895)	(586,400)
Net income	**1,568,233**	**1,742,264**	1,199,448	1,354,415
Other comprehensive income (loss) - net	**(4,591)**	**8,453**	(32,434)	(10,327)
Total comprehensive income - net	**₱1,563,642**	**₱1,750,717**	₱1,167,014	₱1,344,088
Attributable to NCI	**₱625,457**	**₱612,751**	₱466,806	₱470,431
Dividends paid to NCI	**840,000**	**700,000**	240,000	437,500

The summarized statements of financial position as at December 31, 2017 and 2016 follows:

	RTN		TMC	
	2017	2016	**2017**	2016
Current assets	**₱3,305,371**	₱3,098,888	**₱4,955,468**	₱4,733,096
Noncurrent assets	**868,882**	1,227,396	**4,419,776**	4,620,249
Current liabilities	**(1,415,649)**	(955,737)	**(1,491,234)**	(1,098,052)
Noncurrent liabilities	**(147,204)**	(223,391)	**(1,392,323)**	(1,515,396)
Total equity	**₱2,611,400**	₱3,147,156	**₱6,491,687**	₱6,739,897
Attributable to equity holders of parent	**₱1,566,840**	₱1,888,294	**₱4,219,597**	₱4,380,933
NCI	**1,044,560**	1,258,862	**2,272,090**	2,358,964

The summarized cash flow information for the years ended December 31, 2017 and 2016 follows:

	RTN		TMC	
	2017	2016	**2017**	2016
Operating	**₱2,011,056**	₱1,029,588	**₱2,312,124**	₱1,902,424
Investing	**(44,057)**	(185,034)	**(330,555)**	(396,836)
Financing	**(1,516,581)**	(389,281)	**(1,872,703)**	(1,610,633)
Net increase (decrease) in cash and cash equivalents	**₱450,418**	₱455,273	**₱108,866**	(₱105,045)

34. **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 relationship 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.

Set out on next page are the Group's transactions with related parties in 2017, 2016 and 2015, including the corresponding assets and liabilities arising from the said transactions as at December 31, 2017 and 2016.

	Amount			Trade and Other Receivables (see Note 5)		Trade and Other Payables (see Note 14)		Amounts Owed by Related Parties (see Note 5)		Amounts Owed to Related Parties (see Note 14)		Short-term and Long-term Debts (see Note 15)			
	2017	2016	2015	**2017**	2016	**2017**	2016	**2017**	2016	**2017**	2016	**2017**	2016	Terms	Conditions
Stockholders															
PAMCO															
Sale of ore (see Note 39d)	**₱2,480,426**	₱2,333,894	₱2,853,830	**₱113,209**	₱266,297	**₱141**	₱–	**₱–**	₱–	**₱–**	₱–	**₱–**	₱–	Ninety percent (90%) upon receipt of documents and ten percent (10%) after the final dry weight and applicable assay have been determined; noninterest-bearing	Unsecured; no guarantee
Draft survey fee	**602**	483	359	**–**	–	**–**	95	**–**	–	**–**	–	**–**	–	Payable on demand; noninterest-bearing	Unsecured; no guarantee
Despatch income	**6,153**	1,309	7,228	**405**	–	**–**	–	**–**	–	**–**	–	**–**	–	Collectible on demand; noninterest-bearing	Unsecured; no guarantee
Other service fee	**99**	–	224	**–**	–	**–**	–	**–**	–	**–**	–	**–**	–	Collectible upon billing; noninterest-bearing	Unsecured; no guarantee
SMM/ Sumitomo Metal Mining Philippine Holdings Corporation															
Sale of ore	**–**	–	438,851	**–**	–	**–**	–	**–**	–	**–**	–	**–**	–	Collectible upon billing; noninterest-bearing	Unsecured; no guarantee
Guarantee service fee (see Notes 30 and 39f)	**66,656**	100,009	124,194	**–**	–	**21,086**	33,262	**–**	–	**–**	–	**–**	–	Every twenty first (21st) of February, March, August and September	Unsecured
Short-term advances	**29,269**	1,250	1,250	**–**	–	**–**	–	**–**	–	**28,000**	–	**–**	–	Collectible upon billing; noninterest-bearing	Unsecured; no guarantee
Loan facility	**–**	–	–	**–**	–	**–**	–	**–**	–	**–**	–	**22,369**	66,824	Principal is payable in semi-annual installments, interest is based on one hundred eighty (180)-day British Banker Association LIBOR plus two percent (2%) spread	Secured; with guarantee
Interest expense on long-term debt (see Notes 15 and 30)	**1,466**	2,383	2,861	**–**	–	**182**	447	**–**	–	**–**	–	**–**	–	Payable semi-annually on February 28 and August 31	Secured; with guarantee
Nickel Asia Holdings Inc.															
Short-term advances	**1**	–	14	**–**	–	**–**	–	**–**	–	**–**	–	**–**	–	Collectible upon billing; noninterest-bearing	Unsecured; no guarantee
Dividends	**504**	504	504	**–**	–	**–**	–	**–**	–	**–**	504	**–**	–	Payable on demand	Unsecured; no guarantee

(Forward)

	Amount			Trade and Other Receivables (see Note 5)		Trade and Other Payables (see Note 14)		Amounts Owed by Related Parties (see Note 5)		Amounts Owed to Related Parties (see Note 14)		Short-term and Long-term Debts (see Note 15)			
	2017	2016	2015	**2017**	2016	**2017**	2016	**2017**	2016	**2017**	2016	**2017**	2016	Terms	Conditions
With Common Stockholders															
Manta															
Rentals, dues and utilities	**₱28,626**	₱27,657	₱26,687	**₱–**	₱–	**₱193**	₱25	**₱–**	₱–	**₱–**	₱–	**₱–**	₱–	Payable upon billing; noninterest-bearing	Unsecured; no guarantee
Rental deposits	**10,205**	10,184	10,163	**–**	–	**–**	–	**–**	–	**–**	–	**–**	–	Collectible upon end of the lease; noninterest-bearing	Unsecured; no guarantee
Short-term advances	**–**	–	3	**–**	–	**–**	–	**–**	**–**	**–**	–	**–**	–	Collectible upon billing; noninterest-bearing	Unsecured; no guarantee
Loan facility	**–**	–	180,000	**–**	–	**–**	–	**–**	–	**–**	–	**–**	180,000	Principal is payable at the end of loan agreement; interest is at 5%	Unsecured; no guarantee
Interest expense on short-term debt (see Notes 15 and 30)	**4,284**	4,234	5,066	**–**	–	**–**	5,066	**–**	–	**–**	–	**–**	–	Interest is payable at the end of loan agreement	Unsecured; no guarantee
Sale of power (see Note 39p)	**28,165**	243	–	**2,506**	243	**–**	–	**–**	–	**–**	–	**–**	–	Collectible upon billing; noninterest-bearing	Unsecured; no guarantee
Associates															
CBNC															
Sale of ore	**1,319,472**	1,064,817	1,347,290	**102,830**	136,957	**–**	–	**–**	–	**–**	–	**–**	–	Seven (7) to thirty (30) days; noninterest-bearing	Unsecured; no guarantee
Materials handling	**162,627**	139,921	196,179	**28,187**	28,881	**–**	–	**–**	–	**–**	–	**–**	–	Collectible on demand; noninterest-bearing	Unsecured; no guarantee
Infralease and throughput	**63,251**	52,092	50,640	**30,936**	35,191	**–**	–	**–**	–	**–**	–	**–**	–	Collectible at the end of February and August; noninterest-bearing	Unsecured; no guarantee
Other income	**52,531**	95,637	49,402	**9,743**	12,379	**–**	–	**–**	–	**–**	–	**–**	–	Collectible on demand; noninterest-bearing	Unsecured; no guarantee
Short-term advances	**–**	–	544	**–**	–	**–**	–	**–**	–	**–**	**–**	**–**	–	Collectible upon billing; noninterest-bearing	Unsecured; no guarantee
THNC															
Sale of ore	**1,574,639**	915,150	1,114,844	**168,162**	102,193	**–**	–	**–**	–	**–**	–	**–**	–	30 days term, noninterest-bearing	Unsecured; no guarantee
Rendering of service (see Note 39b)	**139,819**	133,241	129,202	**33,433**	33,474	**–**	–	**–**	–	**–**	–	**–**	–	Semi-annual term; noninterest-bearing	Unsecured; no guarantee
Materials handling (see Note 34a)	**287,750**	225,298	270,185	**28,418**	37,110	**–**	–	**–**	–	**–**	–	**–**	–	Collectible on demand; noninterest-bearing	Unsecured; no guarantee
Rental income (see Note 39m)	**6,703**	6,703	6,703	**–**	–	**–**	–	**–**	–	**–**	–	**–**	–	Collectible on demand; noninterest-bearing	Unsecured; no guarantee
Rental deposit payable	**–**	–	–	**–**	–	**3,352**	3,352	**–**	–	**–**	–	**–**	–	Collectible upon end of the lease term; noninterest-bearing	Unsecured; no guarantee

(Forward)

	Amount			Trade and Other Receivables (see Note 5)		Trade and Other Payables (see Note 14)		Amounts Owed by Related Parties (see Note 5)		Amounts Owed to Related Parties (see Note 14)		Short-term and Long-term Debts (see Note 15)			
	2017	2016	2015	**2017**	2016	**2017**	2016	**2017**	2016	**2017**	2016	**2017**	2016	Terms	Conditions
THNC															
Loan facility	**₱–**	₱–	₱–	**₱–**	₱–	**₱–**	₱–	**₱–**	₱–	**₱–**	₱–	**₱1,179,596**	₱1,261,645	Principal is payable in semi-annual installments, interest is based on one hundred eighty (180)-day British Banker Association LIBOR plus two percent (2%) spread	Unsecured; with guarantee
Interest expense on long-term debt (see Notes 15 and 22)	**42,645**	36,474	31,118	**–**	–	**7,656**	7,592	**–**	–	**–**	–	**–**	–	Payable semi-annually on April 10 and October 10	Unsecured; no guarantee
Rendering of other service	**4,170**	863	2,208	**–**	–	**–**	–	**–**	–	**–**	–	**–**	–	Collectible upon billing; noninterest-bearing	Unsecured; no guarantee
Short-term advances	**20,651**	19,945	21,484	**–**	–	**–**	–	**6,666**	5,842	**–**	–	**–**	–	Collectible upon billing; noninterest-bearing	Unsecured; no guarantee
Affiliates															
OGI															
Short-term advances	**–**	–	–	**–**	–	**–**	–	**–**	–	**1,121,062**	1,115,384	**–**	–	Collectible upon billing; noninterest-bearing	Unsecured; no guarantee
Orka Geothermal Holdings, Inc.															
Short-term advances	**38**	–	–	**–**	–	**–**	–	**666**	628	**–**	–	**–**	–	Collectible upon billing; noninterest-bearing	Unsecured; no guarantee
BGHI															
Short-term advances	**–**	–	–	**–**	–	**–**	–	**19**	19	**4,194,305**	4,194,305	**–**	–	Collectible upon billing; noninterest-bearing	Unsecured; no guarantee
				₱517,829	₱652,725	**₱32,610**	₱49,839	**₱7,351**	₱6,489	**₱5,343,367**	₱5,310,193	**₱1,201,965**	₱1,508,469		

Terms and Conditions of Transactions with Related Parties
All sales to and purchases from related parties are made at prevailing market prices. Outstanding balances as at December 31, 2017 and 2016 pertain to the extension and receipt of advances to and from related parties and these are unsecured, short-term, interest-free and settlement occurs in cash. Except for the guarantee on CBNC, THNC and EPI's Loan Obligations (see Note 39f and 39q), there have been no guarantees received or provided for any related party receivables or payables, respectively. This assessment is undertaken at each end of the financial reporting period through the examination of the financial position of the related party and the market in which the related party operates.

a. Sales and Service Agreements

Nickel Ore Sale Agreements with PAMCO
The Group supplies saprolite ore to PAMCO. PAMCO is a stockholder of the Parent Company, RTN and TMC. All sales made to PAMCO are transacted at prevailing market prices. Under the terms of the agreement, the base price of the ore products for a specific shipment shall be based on London Metal Exchange (LME). Effective April 2014, ore sales to PAMCO are benchmarked to China prices on the basis of a negotiated price per wet metric ton (WMT) of ore. PAMCO shall pay the Group 80% to 90% of the provisional invoice amount upon receipt of the required documents and pay the final payment of each shipment after the final dry weight and applicable assay have been determined. Outstanding balances as at December 31, 2017 and 2016 are unsecured, interest-free and settlement occurs in cash. Receivable from PAMCO is included as part of "Trade and other receivables" and is expected to be collected subsequently.

Nickel Ore Sale Agreement with PAMCO and Sojitz
RTN supplies saprolite ore to PAMCO under a sale agreement, which shall continue to be valid and in effect until December 2020, wherein PAMCO appointed Sojitz as agent. PAMCO owns 36% and Sojitz owns 4% of the outstanding capital stock of RTN.

Nickel Ore Sale Agreement with SMM
On April 1, 2011, RTN and SMM entered into an agreement to supply nickel ore to the latter. The agreement shall be valid from April 2011 and shall continue to be valid and in effect until December 2015. The Nickel Ore Sale Agreement with SMM was not renewed in 2016.

Nickel Ore Supply Agreement with CBNC
RTN entered into an agreement with CBNC to supply all of the limonite ore requirements for the Coral Bay HPP facility until the earlier of the cessation of operations at the Coral Bay HPP facility and exhaustion of the limonite ore reserves at the Rio Tuba mine. RTN has also entered into an agreement with CBNC to supply limestone and provide ancillary services to the Coral Bay HPAL facility. CBNC is the owner of the Coral Bay HPP facility. Receivable from CBNC is included as part of "Trade and other receivables" and is expected to be collected subsequently.

Nickel Ore Supply Agreement with THNC
TMC entered into an agreement with THNC covering the sale of its ore products. Under the terms of the agreement, the base price of the ore products for a specific shipment shall be based on LME.

Service Agreements with CBNC
RTN entered into various service agreements with CBNC pertaining to materials handling and others.

Materials Handling Agreement with THNC
On October 7, 2013, TMC and THNC executed an agreement wherein TMC will render services related to the handling, hauling and transport of cargo for THNC. THNC shall compensate TMC based on the prices stipulated in the agreement which are determined on the basis of the weight of the cargo. Payment is collected within fifteen (15) days from receipt of TMC's billing.

b. Stockholder Agreements

THNC Stockholder's Agreement
On September 15, 2010, NAC, SMM and Mitsui executed a Stockholders Agreement, pursuant to which the parties formed a joint venture company, THNC, to build and operate a plant in Barangay Taganito, Claver, Surigao del Norte for the purpose of producing and selling nickel-cobalt mixed sulfide to be used in the production of electrolytic nickel and electrolytic cobalt.

Pursuant to the Stockholders Agreement, SMM granted THNC a non-exclusive license of technology owned by SMM to produce the products and has undertaken to provide technical assistance to THNC. The Parent Company has undertaken to cause TMC to supply THNC with nickel ore and limestone and to further cause TMC to make available to THNC the use of the land and infrastructure necessary for the production of the products while Mitsui shall assist THNC in procuring materials and equipment necessary for the mine's operations. The Stockholders Agreement shall terminate upon the dissolution of THNC.

The Parent Company, along with the other stockholders of THNC, also agreed to make loans to THNC or guarantee the repayment of THNC's loan obligations in accordance with the financial requirements of THNC, in proportion to their shareholding ratio in THNC.

In a separate agreement dated December 9, 2011, SMM agreed to assume the Parent Company's obligation to make loans to, or guarantee the repayment of THNC's loan obligations. The Parent Company, in consideration for this agreement, pays SMM an annual guarantee fee of 1% of THNC's outstanding loan obligations.

CBNC Stockholder Agreement
On July 1, 2002, RTN, together with the other stockholders of CBNC, agreed to make loans to CBNC or guarantee the repayment of CBNC's loan obligations in accordance with the financial requirements of CBNC, in proportion to their shareholding ratio in CBNC.

In a separate agreement dated October 22, 2002, SMM, which owns 54% of CBNC, agreed to assume RTN's obligation to make loans to, or guarantee the repayment of CBNC's loan obligations. RTN, in consideration for this agreement, pays SMM an annual guarantee fee of 1% of CBNC's outstanding loan obligations until August 2015.

c. Other Agreements

Funding Commitment with SMM
RTN's long-term debt was incurred to complete infrastructure projects to support the development of the Coral Bay HPAL facility. These projects included the causeway, trestles and dolphins in the Rio Tuba foreshore and offshore areas (see Note 15).

Funding Commitment with THNC
TMC as owner/developer of TSEZ incurred a long-term debt to finance the construction of the pier facilities that will be utilized to support the operations of the Taganito HPAL facility. These projects included the jetty, dolphins, rubber fender, jettybollard and other pier facilities in the Taganito foreshore and offshore areas (see Note 15).

d. Compensation of Key Management Personnel

The Group considers as key management personnel all employees holding managerial positions up to the chairman. The short-term benefits of key management personnel of the Group in 2017, 2016 and 2015 amounted to about ₱274.9 million, ₱236.7 million and ₱273.9 million, respectively, inclusive of cost of share-based payment of ₱11.0 million, ₱25.7 million and ₱57.8 million, respectively. The post-employment benefits of key management personnel of the Group amounted to ₱16.7 million, ₱15.5 million, and ₱9.0 million in 2017, 2016 and 2015, respectively.

e. Lease Agreement

On March 18, 2013, the Group entered into a lease agreement with Manta for its office and parking space. The lease agreement is effective for a period of five (5) years starting May 15, 2013 and is renewable subject to negotiation of the terms and conditions and mutual agreement of both parties. Rent expense pertaining to the lease amounted to ₱22.4 million, ₱21.5 million and ₱20.5 million in 2017, 2016 and 2015, respectively.

The future minimum rent payable under the lease as at December 31, 2017 and 2016 are as follows:

	2017	2016
Within one (1) year	**₱10,165**	₱21,742
After one (1) year but not more than five (5) years	**–**	10,165
	₱10,165	₱31,907

35. **Pension Liability**

The existing regulatory framework, RA 7641, *The Retirement Pay Law,* 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 pension liability and pension asset recognized in the consolidated statements of financial position:

	2017	2016
Funded pension liabilities:		
TMC	**₱172,704**	₱163,898
RTN	**56,801**	64,060
CMC	**50,418**	–
NAC	**39,496**	–
HMC	**1,362**	–
Unfunded pension liabilities:		
NAC	–	54,096
CMC	–	50,266
	₱320,781	₱332,320

Funded pension asset:		
HMC (see Note 13)	**₱–**	₱1,294

The following tables summarize the components of net pension costs recognized in the consolidated statements of income and the funded status and amounts recognized in the consolidated statements of financial position for the respective plans:

Changes in net defined benefit liability and fair value of pension assets in 2017, 2016 and 2015 are as follows:

	December 31, 2017												
		Net benefit cost in consolidated statements of income				Remeasurements in other comprehensive income							
	January 1, 2017	Current service cost	Net interest	Subtotal	Benefits paid	Return on plan assets (excluding amount included in net interest)	Actuarial changes arising from demographic adjustments	Actuarial changes arising from experience adjustments	Actuarial changes arising from changes in financial assumptions	Effect of asset ceiling	Subtotal	Contributions	December 31, 2017
RTN	**₱440,039**	**₱29,925**	**₱24,994**	**₱54,919**	**(₱33,912)**	**₱–**	**₱–**	**₱16,260**	**(₱3,944)**	**₱–**	**₱12,316**	**₱–**	**₱473,362**
TMC	**308,081**	**35,506**	**17,468**	**52,974**	**(10,385)**	**–**	**–**	**(798)**	**(5,659)**	**–**	**(6,457)**	**–**	**344,213**
HMC	**31,022**	**4,978**	**1,812**	**6,790**	**(1,025)**	**–**	**–**	**5,136**	**279**	**–**	**5,415**	**–**	**42,202**
CMC	**50,266**	**4,989**	**2,790**	**7,779**	**(3,629)**	**–**	**–**	**4,158**	**(826)**	**–**	**3,332**	**–**	**57,748**
NAC	**54,096**	**7,860**	**3,169**	**11,029**	**–**	**–**	**(9,216)**	**4,117**	**287**	**–**	**(4,812)**	**–**	**60,313**
Defined benefit liability	**883,504**	**83,258**	**50,233**	**133,491**	**(48,951)**	**–**	**(9,216)**	**28,873**	**(9,863)**	**–**	**9,794**	**–**	**977,838**
RTN	**(375,979)**	**–**	**(21,727)**	**(21,727)**	**33,912**	**(5,757)**	**–**	**–**	**–**	**–**	**(5,757)**	**(47,010)**	**(416,561)**
TMC	**(144,183)**	**–**	**(8,787)**	**(8,787)**	**10,385**	**3,076**	**–**	**–**	**–**	**–**	**3,076**	**(32,000)**	**(171,509)**
HMC	**(32,316)**	**–**	**(2,112)**	**(2,112)**	**1,025**	**1,269**	**–**	**–**	**–**	**–**	**1,269**	**(8,706)**	**(40,840)**
CMC	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**(7,330)**	**(7,330)**
NAC	**–**	**–**	**–**	**–**	**–**	**(9)**	**–**	**–**	**–**	**–**	**(9)**	**(20,808)**	**(20,817)**
Fair value of plan assets	**(552,478)**	**–**	**(32,626)**	**(32,626)**	**45,322**	**(1,421)**	**–**	**–**	**–**	**–**	**(1,421)**	**(115,854)**	**(657,057)**
RTN	**64,060**	**29,925**	**3,267**	**33,192**	**–**	**(5,757)**	**–**	**16,260**	**(3,944)**	**–**	**6,559**	**(47,010)**	**56,801**
TMC	**163,898**	**35,506**	**8,681**	**44,187**	**–**	**3,076**	**–**	**(798)**	**(5,659)**	**–**	**(3,381)**	**(32,000)**	**172,704**
HMC	**(1,294)**	**4,978**	**(300)**	**4,678**	**–**	**1,269**	**–**	**5,136**	**279**	**–**	**6,684**	**(8,706)**	**1,362**
CMC	**50,266**	**4,989**	**2,790**	**7,779**	**(3,629)**	**–**	**–**	**4,158**	**(826)**	**–**	**3,332**	**(7,330)**	**50,418**
NAC	**54,096**	**7,860**	**3,169**	**11,029**	**–**	**(9)**	**(9,216)**	**4,117**	**287**	**–**	**(4,821)**	**(20,808)**	**39,496**
Pension liability	**₱331,026**	**₱83,258**	**₱17,607**	**₱100,865**	**(₱3,629)**	**(₱1,421)**	**(₱9,216)**	**₱28,873**	**(₱9,863)**	**₱–**	**₱8,373**	**(₱115,854)**	**₱320,781**

	December 31, 2016												
		Net benefit cost in consolidated statements of income				Remeasurements in other comprehensive income							
	January 1, 2016	Current service cost	Net interest	Subtotal	Benefits paid	Return on plan assets (excluding amount included in net interest)	Actuarial changes arising from demographic adjustments	Actuarial changes arising from experience adjustments	Actuarial changes arising from changes in financial assumptions	Effect of asset ceiling	Subtotal	Contributions	December 31, 2016
RTN	₱377,308	₱24,641	₱24,298	₱48,939	(₱38,259)	₱–	₱–	₱22,841	₱29,210	₱–	₱52,051	₱–	₱440,039
TMC	257,295	23,716	15,463	39,179	(7,133)	–	–	5,972	12,768	–	18,740	–	308,081
HMC	28,781	4,167	1,851	6,018	(214)	–	–	(6,220)	2,657	–	(3,563)	–	31,022
Defined benefit liability	663,384	52,524	41,612	94,136	(45,606)	–	–	22,593	44,635	–	67,228	–	779,142
RTN	(359,130)	–	(22,753)	(22,753)	38,259	(5,716)	–	–	–	–	(5,716)	(26,639)	(375,979)
TMC	(120,301)	–	(7,917)	(7,917)	7,133	6,902	–	–	–	–	6,902	(30,000)	(144,183)
HMC	(13,896)	–	(1,478)	(1,478)	–	1,238	–	–	–	–	1,238	(18,180)	(32,316)
Fair value of plan assets	(493,327)	–	(32,148)	(32,148)	45,392	2,424	–	–	–	–	2,424	(74,819)	(552,478)
RTN	–	–	–	–	–	–	–	–	–	–	–	–	–
Restrictions on asset recognized	–	–	–	–	–	–	–	–	–	–	–	–	–
RTN	18,178	24,641	1,545	26,186	–	(5,716)	–	22,841	29,210	–	46,335	(26,639)	64,060
TMC	136,994	23,716	7,546	31,262	–	6,902	–	5,972	12,768	–	25,642	(30,000)	163,898
HMC	14,885	4,167	373	4,540	(214)	1,238	–	(6,220)	2,657	–	(2,325)	(18,180)	(1,294)
Pension liability	₱155,172	₱48,357	₱9,091	₱57,448	₱–	₱1,186	₱–	₱28,813	₱41,978	₱–	₱71,977	(₱56,639)	₱227,958
Pension liability (asset)	₱14,885	₱4,167	₱373	₱4,540	(₱214)	₱1,238	₱–	(₱6,220)	₱2,657	₱–	(₱2,325)	(₱18,180)	(₱1,294)

	December 31, 2015												
		Net benefit cost in consolidated statements of income				Remeasurements in other comprehensive income							
	January 1, 2015	Current service cost	Net interest	Subtotal	Benefits paid	Return on plan assets (excluding amount included in net interest)	Actuarial changes arising from demographic adjustments	Actuarial changes arising from experience adjustments	Actuarial changes arising from changes in financial assumptions	Effect of asset ceiling	Subtotal	Contributions	December 31, 2015
RTN	₱383,979	₱24,560	₱22,117	₱46,677	(₱58,943)	₱–	₱–	₱28,650	(₱23,055)	₱–	₱5,595	₱–	₱377,308
TMC	249,346	22,589	13,490	36,079	(8,870)	–	–	1,048	(20,308)	–	(19,260)	–	257,295
HMC	24,400	3,486	1,391	4,877	(498)	–	–	3,369	(3,367)	–	2	–	28,781
Defined benefit liability	657,725	50,635	36,998	87,633	(68,311)	–	–	33,067	(46,730)	–	(13,663)	–	663,384
RTN	(390,420)	–	(21,560)	(21,560)	58,943	20,614	–	–	–	–	20,614	(26,707)	(359,130)
TMC	(112,844)	–	(6,406)	(6,406)	8,870	10,079	–	–	–	–	10,079	(20,000)	(120,301)
HMC	(4,201)	–	(513)	(513)	498	423	–	–	–	–	423	(10,103)	(13,896)
Fair value of plan assets	(507,465)	–	(28,479)	(28,479)	68,311	31,116	–	–	–	–	31,116	(56,810)	(493,327)
RTN	351	–	20	20	–	–	–	–	–	(371)	(371)	–	–
Restrictions on asset recognized	351	–	20	20	–	–	–	–	–	(371)	(371)	–	–
RTN	(6,090)	24,560	577	25,137	–	20,614	–	28,650	(23,055)	(371)	25,838	(26,707)	18,178
TMC	136,502	22,589	7,084	29,673	–	10,079	–	1,048	(20,308)	–	(9,181)	(20,000)	136,994
HMC	20,199	3,486	878	4,364	–	423	–	3,369	(3,367)	–	425	(10,103)	14,885
Pension liability	₱150,611	₱50,635	₱8,539	₱59,174	₱–	₱31,116	₱–	₱33,067	(₱46,730)	(₱371)	₱17,082	(₱56,810)	₱170,057

Changes in unfunded pension liability as at December 31, 2017, 2016 and 2015 are as follows:

December 31, 2017

		Net benefit cost in consolidated statements of income				**Remeasurements in other comprehensive income**				
	January 1, 2017	**Current service cost**	**Interest cost**	**Subtotal**	**Benefits paid**	**Actuarial changes arising from changes in demographic assumptions**	**Actuarial changes arising from experience adjustments**	**Actuarial changes arising from changes in financial assumptions**	**Subtotal**	**December 31, 2017**
NAC	**₱–**	**₱–**	**₱–**	**₱–**	**₱–**	**₱–**	**₱–**	**₱–**	**₱–**	**₱–**
CMC	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**
Pension liability	**₱–**	**₱–**	**₱–**	**₱–**	**₱–**	**₱–**	**₱–**	**₱–**	**₱–**	**₱–**

December 31, 2016

		Net benefit cost in consolidated statements of income				Remeasurements in other comprehensive income				
	January 1, 2016	Current service cost	Interest cost	Subtotal	Benefits paid	Actuarial changes arising from changes in demographic assumptions	Actuarial changes arising from experience adjustments	Actuarial changes arising from changes in financial assumptions	Subtotal	December 31, 2016
NAC	₱39,643	₱6,068	₱2,509	₱8,577	(₱1,411)	₱–	₱1,884	₱5,403	₱7,287	₱54,096
CMC	40,379	3,661	2,362	6,023	(2,928)	–	5,276	1,516	6,792	50,266
Pension liability	₱80,022	₱9,729	₱4,871	₱14,600	(₱4,339)	₱–	₱7,160	₱6,919	₱14,079	₱104,362

December 31, 2015

		Net benefit cost in consolidated statements of income				Remeasurements in other comprehensive income				
	January 1, 2015	Current service cost	Interest cost	Subtotal	Benefits paid	Actuarial changes arising from changes in demographic assumptions	Actuarial changes arising from experience adjustments	Actuarial changes arising from changes in financial assumptions	Subtotal	December 31, 2015
NAC	₱34,850	₱5,709	₱1,979	₱7,688	₱–	₱–	(₱1,010)	(₱1,885)	(₱2,895)	₱39,643
CMC	39,787	3,882	2,145	6,027	(295)	(5,581)	(2,086)	2,527	(5,140)	40,379
Pension liability	₱74,637	₱9,591	₱4,124	₱13,715	(₱295)	(₱5,581)	(₱3,096)	₱642	(₱8,035)	₱80,022

The main categories of plan assets as a percentage of the fair value of total plan assets follow:

2017	**NAC**	**RTN**	**TMC**	**HMC**	**CMC**
Fixed income securities	**24.02%**	**14.23%**	**72.38%**	**84.19%**	**0.00%**
Investments in shares of stock	**28.82%**	**36.21%**	**5.97%**	**7.81%**	**0.00%**
Others	**47.16%**	**49.56%**	**21.65%**	**8.00%**	**100.00%**
	100.00%	**100.00%**	**100.00%**	**100.00%**	**100.00%**

2016	NAC	RTN	TMC	HMC	CMC
Fixed income securities	–	62.87%	89.26%	61.29%	–
Investments in shares of stock	–	15.81%	7.10%	9.86%	–
Others	–	21.32%	3.64%	28.85%	–
	–	100.00%	100.00%	100.00%	–

The overall expected rate of return on assets is determined based on the market expectations prevailing on that date, applicable to the period over which the obligation is to be settled.

The principal assumptions used in determining the pension asset (liability) for the Group's plans are shown below:

2017	**NAC**	**RTN**	**TMC**	**HMC**	**CMC**
Discount rate	**5.78%**	**5.77%**	**5.80%**	**5.79%**	**5.79%**
Expected salary increase rate	**6.00%**	**5.00%**	**10.00%**	**5.00%**	**5.00%**

2016	NAC	RTN	TMC	HMC	CMC
Discount rate	5.86%	5.68%	5.67%	5.84%	5.55%
Expected salary increase rate	6.00%	5.00%	10.00%	5.00%	5.00%

2015	NAC	RTN	TMC	HMC	CMC
Discount rate	6.33%	6.44%	6.01%	6.43%	5.85%
Expected salary increase rate	5.00%	5.00%	10.00%	5.00%	5.00%

Assumptions regarding future mortality rate are based on the 2001 CSO Table - Generational developed by the Society of Actuaries, which provides separate rates for males and females.

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

	Increase (decrease)	**2017**	2016
Discount rates	+100 basis points	**(₱91,505)**	(₱86,125)
	-100 basis points	**109,284**	103,294
Salary increase rate	+100 basis points	**₱96,704**	₱92,790
	-100 basis points	**(82,961)**	(79,386)

As at March 14, 2018, the Group has not yet reasonably determined the amount of 2018 contributions to the retirement fund.

Shown below is the maturity analysis of the undiscounted benefit payments:

	2017	2016
Within the next twelve (12) months	**₱159,662**	₱97,299
Between two (2) and five (5) years	**264,683**	234,266
Between six (6) and ten (10) years	**539,429**	482,112
Total expected payments	**₱963,774**	₱813,677

The weighted average duration of the pension liability as at December 31, 2017 and 2016 is 9.7 years and 10.5 years, respectively.

36. **Income Taxes**

The provision for current income tax shown in the consolidated statements of income includes the Regular Corporate Income Tax (RCIT) of TMC, RTN, NAC, HMC and CMC, Gross Income Tax (GIT) of TMC and RTN and Minimum Corporate Income Tax (MCIT) of EPI, MEI, BGI, Geogen, CExCI and Newminco in 2017, RCIT of TMC, RTN, NAC, HMC and CMC, GIT of TMC and RTN and MCIT of EPI, BGI and Geogen in 2016, RCIT of TMC, RTN, HMC, CMC and MEI, GIT of TMC and RTN and MCIT of NAC, Geogen and CExCI in 2015, as follows:

	2017	2016	2015
TMC	**₱756,771**	₱574,908	₱583,088
RTN	**661,275**	517,143	635,063
NAC	**157,231**	65,226	13,562
HMC	**149,634**	120,875	173,753
CMC	**140,020**	163,235	197,325
EPI	**177**	108	–
MEI	**86**	–	2,937
BGI	**65**	30	–
Geogen	**34**	1	20
CExCI	**13**	–	2
Newminco	**12**	–	–
	₱1,865,318	₱1,441,526	₱1,605,750

All other companies under the Group were in a gross and/or net taxable loss positions in 2017, 2016 and 2015.

The reconciliation between the provisions for income tax computed at the statutory income tax rates and the provisions for income tax computed at the effective income tax rates as shown in the consolidated statements of income follows:

	2017	2016	2015
Income tax at statutory rates from non-registered activities	**₱2,666,111**	₱1,829,232	₱2,621,842
Add (deduct) tax effects of:			
Dividend income exempt from income tax	**(1,014,489)**	(613,377)	(903,049)
Change in unrecognized deferred income tax assets	**115,206**	135,853	(2,481)
Nondeductible expenses	**74,853**	174,304	40,012
Interest income subjected to final tax	**(66,206)**	(44,569)	(48,214)
Movements in deductible temporary differences for which deferred income taxes were recognized	**(52,812)**	(41,874)	(66,001)
Expired net operating loss carry over (NOLCO) and excess of MCIT over RCIT	**23,021**	11,894	29,013
Realized benefit from ESOP exercised	**–**	(8,857)	(10,207)
Others	**(10,463)**	5,098	4,807
	1,735,221	1,447,704	1,665,722
Income tax at statutory rates from PEZA registered activities	**651**	(2,296)	(2,168)
Add (deduct) tax effects of:			
Nondeductible expenses	**1,056**	4,111	3,755
Interest income subjected to final tax	**(72)**	(41)	(23)
	1,635	1,774	1,564
Income tax at effective rates	**₱1,736,856**	₱1,449,478	₱1,667,286

The components of the Group's net deferred income tax assets and liabilities follow:

	2017	2016
Deferred income tax assets:		
At 30%		
Provision for mine rehabilitation and decommissioning	**₱116,636**	₱132,745
Pension costs	**96,234**	101,277
Cost of share-based payment plan	**40,665**	37,361
Allowance for impairment losses on:		
Inventories	**25,687**	25,314
Trade and other receivables	**11,833**	11,787
Property and equipment	–	3,848
Others	**1,097**	7,459
NOLCO	**20,936**	36,022
Unamortized past service cost	**16,815**	6,455
Excess of MCIT over RCIT	**34**	493
Unrealized valuation losses on AFS financial assets	–	3,024
Accrued SDMP costs	–	898
At 5%		
Deferred income	**3,157**	3,369
	₱333,094	₱370,052

	2017	2016
Deferred income tax liabilities:		
At 30%		
Fair value adjustment arising from business combination	**₱251,590**	₱251,590
Asset revaluation surplus	**154,252**	157,406
Undepleted asset retirement obligation	**72,267**	98,736
Unrealized foreign exchange gains - net	**60,392**	141,884
Long-term stockpile inventory	**50,884**	99,925
Unrealized valuation gains on AFS financial assets	**38,107**	–
Capitalized borrowing cost	**23,963**	24,659
Unamortized debt issue costs	**1,378**	5,315
At 10%		
Share in cumulative translation adjustment (see Note 10)	**113,812**	96,605
At 5%		
Unrealized foreign exchange gains - net	**229**	347
	₱766,874	₱876,467

The Group did not recognize net deferred income tax asset on the following temporary differences since the management believes that it is not probable that sufficient taxable profit will be available against which the benefits of the net deferred income tax assets can be utilized in the future.

	2017	2016
NOLCO	**₱1,011,711**	₱636,567
Unrealized foreign exchange losses - net	**206,157**	202,293
Allowance for impairment losses	**158,910**	157,677
Interest expense on long-term payable	**2,587**	1,264
Levelized rent expense	**909**	496
Excess of MCIT over RCIT	**515**	143
Others	**802**	–
	₱1,381,591	₱998,440

As at December 31, 2017 and 2016, the Group, except for FEI, has NOLCO and excess of MCIT over RCIT that can be claimed as deduction from future taxable income and income tax liabilities, respectively, as follows:

		NOLCO		Excess of MCIT over RCIT	
Year Incurred	Year of Expiration	**2017**	2016	**2017**	2016
2017	2020	**₱400,367**	₱–	**₱388**	₱–
2016	2019	**498,931**	499,023	**139**	139
2015	2018	**181,453**	181,720	**22**	22
2014	2017	–	74,889	–	475
		₱1,080,751	₱755,632	**₱549**	₱636

As at December 31, 2017 and 2016, FEI has NOLCO that can be claimed as deduction from future taxable income as follows:

Year Incurred	Year of Expiration	**2017**	2016
2017	2022	**₱6**	₱–
2016	2021	**134**	134
2015	2020	**191**	191
2014	2019	**146**	146
2013	2018	**272**	272
2012	2017	–	267
		₱749	₱1,010

The movements in NOLCO are as follows:

	2017	2016
Balances at January 1	**₱756,642**	₱294,397
Additions	**400,373**	499,157
Expirations	**(75,156)**	(36,912)
Applications	**(359)**	–
Balances at December 31	**₱1,081,500**	₱756,642

The movements in excess of MCIT over RCIT are as follows:

	2017	2016
Balances at January 1	**₱636**	₱29,353
Expirations	**(475)**	(821)
Additions	**388**	139
Applications	**–**	(28,035)
Balances at December 31	**₱549**	₱636

37. **Financial Risk Management Objectives and Policies and Capital Management**

The Group's main financial instruments are cash and cash equivalents, AFS financial assets and short-term and long-term debts. The main purpose of these financial instruments is to raise funds and maintain continuity of funding and financial flexibility for the Group. The Group has various other financial assets and liabilities such as trade and other receivables, loan receivable and long-term negotiable instruments which are under "Other noncurrent assets", trade and other payables and long-term payable which arise directly from its operations, investing and financing activities.

The main risks arising from the Group's financial instruments are credit risk, liquidity risk and market risk. The BOD reviews and approves policies for managing each of these risks and they are summarized below.

Credit Risk
Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk primarily from its operating (primarily for trade receivables) and investing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments.

In managing credit risk on investments, capital preservation is paramount. The Group trades only with recognized, reputable and creditworthy third parties and/or transacts only with institutions and/or banks which have demonstrated financial soundness. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis with the result that the Group's exposure to bad debts is not significant. Except for the impaired trade and other receivables, the Group assessed the loans and receivables as collectible and in good standing.

For investments in debt instruments, funds are invested in highly recommended, creditworthy debt instruments that provides satisfactory interest yield and capital appreciation. Investments in foreign and local equity funds are made in mutual funds with investments in A-rated companies, with good dividend track record as well as capital appreciation. The investment portfolio mix between debt and equities is reviewed regularly by the Chief Finance Officer and the Audit and Risk Committee.

Credit Risk Exposure
With respect to credit risk arising from cash and cash equivalents, trade and other receivables, AFS financial assets, and loan receivable and long-term negotiable instruments which are under "Other noncurrent assets", the Group's exposure to credit risk arises from default of the counterparty, with a maximum exposure equal to the carrying amount of these instruments.

Credit Quality and Aging Analysis of Financial Assets
The credit quality and aging analysis of the Group's financial assets as at December 31, 2017 and 2016 are summarized in the following tables:

2017	**Neither Past Due Nor Impaired (High)**	**Past Due But Not Impaired (30-180 days)**	**Past Due and Individually Impaired**	**Total**
Cash and cash equivalents	**₱9,639,181**	**₱–**	**₱–**	**₱9,639,181**
Cash with banks	948,363	–	–	948,363
Cash under managed funds	177,014	–	–	177,014
Short-term cash investments	8,513,804	–	–	8,513,804
Trade and other receivables	**817,171**	**39,232**	**45,749**	**902,152**
Trade	602,348	17,383	41,152	660,883
Current portion of loan receivable	94,203	–	–	94,203
Interest receivable	53,619	–	–	53,619
Receivable from CBNC	18,830	21,849	–	40,679
Amounts owed by related parties	7,351	–	–	7,351
Others	40,820	–	4,597	45,417
AFS financial assets	**6,658,420**	**–**	**–**	**6,658,420**
Quoted debt securities	5,097,660	–	–	5,097,660
Quoted equity securities	1,354,174	–	–	1,354,174
Unquoted equity securities	206,586	–	–	206,586
Other noncurrent assets	**807,641**	**–**	**–**	**807,641**
Loan receivable - net of current portion	767,641	–	–	767,641
Long-term negotiable instruments	40,000	–	–	40,000
	₱17,922,413	**₱39,232**	**₱45,749**	**₱18,007,394**

2016	Neither Past Due Nor Impaired (High)	Past Due But Not Impaired (30-180 days)	Past Due and Individually Impaired	Total
Cash and cash equivalents	₱9,642,224	₱–	₱–	₱9,642,224
Cash with banks	1,207,679	–	–	1,207,679
Cash under managed funds	188,508	–	–	188,508
Short-term cash investments	8,246,037	–	–	8,246,037
Trade and other receivables	995,813	98,225	45,622	1,139,660
Trade	740,581	83,998	41,029	865,608
Current portion of loan receivable	98,161	–	–	98,161
Interest receivable	47,317	–	–	47,317
Receivable from CBNC	33,343	14,227	–	47,570
Amounts owed by related parties	6,489	–	–	6,489
Others	69,922	–	4,593	74,515
AFS financial assets	6,319,078	–	–	6,319,078
Quoted debt securities	4,513,565	–	–	4,513,565
Quoted equity securities	1,599,263	–	–	1,599,263
Unquoted equity securities	206,250	–	–	206,250
Other noncurrent assets	860,514	–	–	860,514
Loan receivable - net of current portion	830,514	–	–	830,514
Long-term negotiable instrument	30,000	–	–	30,000
	₱17,817,629	₱98,225	₱45,622	₱17,961,476

Credit Quality of Financial Assets
The credit quality of financial assets is managed by the Group using internal credit ratings and is classified into three: High grade, which has no history of default; Standard grade, which pertains to accounts with history of one or two defaults; and Substandard grade, which pertains to accounts with history of at least three (3) payment defaults.

Accordingly, the Group has assessed the credit quality of the following financial assets classified as neither past due nor impaired:

- Cash and cash equivalents are placed in various foreign and local banks. Material amounts are held by local banks that have good reputation and with low probability of insolvency. The rest are held by various foreign banks having a Standard and Poor's (S&P) credit rating of at least A. Management assesses the quality of these assets as high grade.

- Trade receivables, loan receivable and receivable from CBNC pertain to receivables from customers or related parties which have good financial capacity and with which the Group has already established a long outstanding and good business relationship. Management assesses the quality of these assets as high grade. Trade and other receivables which are not foreseen to be collected are classified as substandard grade.

- Interest receivables derived from short-term cash investments placed in various foreign banks with S&P credit rating of at least A and with local banks with low probability of insolvency, are assessed as high grade. Interest receivable from AFS debt securities and long term negotiable instruments are also assessed as high grade since these are invested in companies with good reputation and sound financial condition. Interest receivable from loans are also assessed as high grade since these are collectible from third parties which are capable of repaying the amount due.

- Amounts owed by related parties are advances that are due and demandable. The related parties are operating firms and/or capable of repaying the amount due. Management assesses the quality of these assets as high grade.

- Management assesses the quality of other receivables as standard grade since amounts are settled after due date.

- AFS financial assets in debt and equity securities are investments that can be traded and from companies with good financial capacity, making the investment secured and realizable. Management assesses the quality of these assets as high grade.

- Long-term negotiable instruments are investments placed in local banks with good financial capacity and with low probability of insolvency. Management assessed the quality of these assets as high grade.

Liquidity Risk

Liquidity risk arises from the possibility that the Group may encounter difficulties in raising funds to meet commitments from financial instruments.

The Group's objective is to maintain sufficient funding to finance its exploration, mining and power generation activities through internally generated funds, advances from related parties and borrowings from banks. Aside from yielding good returns, the Group ensures that investments have ample liquidity to finance operations and capital requirements. The Group considers its available funds and its liquidity in managing its long-term financial requirements. For its short-term funding, the Group's policy is to ensure that there are sufficient capital inflows to match repayments of short-term debt.

The tables below summarize the maturity profile of the Group's financial liabilities as at December 31, 2017 and 2016 based on contractual undiscounted payments.

2017	**On Demand**	**Less Than Three (3) Months**	**Three (3) to Twelve (12) Months**	**More Than One (1) Year**	**Total**
Trade and other payables					
Trade	₱467,582	₱311,455	₱91,798	₱–	₱870,835
Amounts owed to related parties	5,343,367	–	–	–	5,343,367
Dividends payable	–	636,450	–	–	636,450
Accrued expenses	285,007	134,448	189	–	419,644
Retention fees payable	19,134	–	–	–	19,134
Interest payable	11,533	–	–	–	11,533
Others	41,046	–	–	–	41,046
Long-term debts					
Carrying amount	–	29,187	1,605,991	1,349,211	2,984,389
Unamortized debt issue cost	–	–	1,841	2,099	3,940
Long-term payable					
Carrying amount	–	–	5,000	20,168	25,168
Unamortized discount	–	–	–	3,832	3,832
Short-term debt	–	–	–	–	–
	₱6,167,669	**₱1,111,540**	**₱1,704,819**	**₱1,375,310**	**₱10,359,338**

2016	On Demand	Less Than Three (3) Months	Three (3) to Twelve (12) Months	More Than One (1) Year	Total
Trade and other payables					
Trade	₱391,441	₱304,836	₱94,148	₱–	₱790,425
Amounts owed to related parties	5,310,193	–	–	–	5,310,193
Dividends payable	–	325,187	–	–	325,187
Accrued expenses	191,525	57,674	11,887	–	261,086
Retention fees payable	44,629	–	–	–	44,629
Interest payable	30,511	–	–	–	30,511
Others	14,336	1,766	–	–	16,102
Long-term debts					
Carrying amount	–	22,274	126,000	4,468,059	4,616,333
Unamortized debt issue cost	–	–	–	12,136	12,136
Long-term payable					
Carrying amount	–	–	5,000	23,846	28,846
Unamortized discount	–	–	–	5,154	5,154
Short-term debt	–	–	180,000	–	180,000
	₱5,982,635	₱711,737	₱417,035	₱4,509,195	₱11,620,602

The tables below summarize the maturity profile of the Group’s financial assets used to manage the liquidity risk of the Group as at December 31, 2017 and 2016.

2017	**On Demand**	**Less Than Three (3) Months**	**Three (3) to Twelve (12) Months**	**More Than One (1) Year**	**Total**
Cash and cash equivalents					
Cash on hand and with banks	**₱955,114**	**₱–**	**₱–**	**₱–**	**₱955,114**
Cash under managed funds	**177,014**	**–**	**–**	**–**	**177,014**
Short-term cash investments	**8,513,804**	**–**	**–**	**–**	**8,513,804**
Trade and other receivables					
Trade	**538,760**	**73,608**	**7,363**	**–**	**619,731**
Current portion of loan receivable	**1,884**	**–**	**92,319**	**–**	**94,203**
Interest receivable	**–**	**52,595**	**1,024**	**–**	**53,619**
Receivable from CBNC	**18,830**	**21,849**	**–**	**–**	**40,679**
Amounts owed by related parties	**7,351**	**–**	**–**	**–**	**7,351**
Others	**31,827**	**8,993**	**–**	**–**	**40,820**
AFS financial assets					
Quoted debt securities	**4,725,078**	**–**	**–**	**372,582**	**5,097,660**
Quoted equity securities	**1,120,776**	**–**	**–**	**233,398**	**1,354,174**
Unquoted equity securities	**79,828**	**–**	**–**	**126,758**	**206,586**
Other noncurrent assets					
Loan receivable - net of current portion	**–**	**–**	**–**	**767,641**	**767,641**
Long-term negotiable instruments	**–**	**–**	**–**	**40,000**	**40,000**
	₱16,170,266	**₱157,045**	**₱100,706**	**₱1,540,379**	**₱17,968,396**

2016	On Demand	Less Than Three (3) Months	Three (3) to Twelve (12) Months	More Than One (1) Year	Total
Cash and cash equivalents					
Cash on hand and with banks	₱1,213,398	₱–	₱–	₱–	₱1,213,398
Cash under managed funds	188,508	–	–	–	188,508
Short-term cash investments	8,246,037	–	–	–	8,246,037
Trade and other receivables					
Trade	702,580	121,999	–	–	824,579
Current portion of loan receivable	–	–	98,161	–	98,161
Interest receivable	9,782	36,812	723	–	47,317
Receivable from CBNC	14,227	33,343	–	–	47,570
Amounts owed by related parties	6,489	–	–	–	6,489
Others	50,698	19,224	–	–	69,922
AFS financial assets					
Quoted debt securities	4,252,185	–	–	261,380	4,513,565
Quoted equity securities	1,240,608	–	–	358,655	1,599,263
Unquoted equity securities	79,492	–	–	126,758	206,250

(Forward)

2016	On Demand	Less Than Three (3) Months	Three (3) to Twelve (12) Months	More Than One (1) Year	Total
Other noncurrent assets					
Loan receivable - net of current portion	₱–	₱–	₱–	₱830,514	₱830,514
Long-term negotiable instrument	–	–	–	30,000	30,000
	₱16,004,004	₱211,378	₱98,884	₱1,607,307	₱17,921,573

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 exchanges rates, commodity prices, interest rates, equity prices and other market changes.

Foreign Currency Risk
Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign currency exchange rates.

Transactions with companies outside the Philippines and with CBNC and THNC for the sale of saprolite and limonite ore are carried out with currencies that management believes to be stable such as the US$.

The Group has transactional currency exposures. Such exposure arises from cash and cash equivalents, trade and other receivables, AFS financial assets, trade and other payables and long-term debts. The Group did not seek to hedge the exposure on the change in foreign exchange rates between the US$ and the Philippine peso. The Group does not generally believe that active currency hedging would provide long-term benefits to stockholders.

To mitigate the effects of foreign currency risk, the Group ensures timely follow-up and accelerates the collection of foreign currency-denominated receivables and the settlement of foreign currency-denominated payables and loans, whenever practicable. Also, foreign exchange movements are monitored on a daily basis.

The Group's foreign currency-denominated financial assets and liabilities and their Philippine peso equivalents as at December 31, 2017 and 2016 are as follows:

	2017		2016	
	US$ Amount	**Peso Equivalent**	US$ Amount	Peso Equivalent
Financial assets:				
Cash and cash equivalents	**$134,416**	**₱6,711,375**	$131,107	₱6,518,810
Trade and other receivables	**11,540**	**576,170**	14,797	735,714
AFS financial assets	**56,915**	**2,841,746**	53,448	2,657,495
	$202,871	**₱10,129,291**	$199,352	₱9,912,019
Financial liabilities:				
Trade and other payables	**$30,598**	**₱1,527,753**	$29,940	₱1,488,594
Long-term debts	**24,073**	**1,201,965**	26,719	1,328,469
	$54,671	**₱2,729,718**	$56,659	₱2,817,063

The exchange rate used for conversion of US$1.00 to peso equivalent was ₱49.93 and ₱49.72 as at December 31, 2017 and 2016, respectively.

The sensitivity of all the Group's financial instruments to a reasonably possible change in the exchange rate, with all other variables held constant, in the Group's income before income tax (due to changes in fair value of monetary assets and liabilities) as at December 31, 2017 and 2016 follows:

	Peso Weakens (Strengthens)	Sensitivity to pretax income
2017	**₱0.40**	**₱59,280**
	(0.70)	**(103,740)**
2016	₱1.00	₱142,693
	(0.70)	(99,885)

There is no other impact on the Group's equity other than those already affecting the consolidated statements of income.

Interest Rate Risk
The Group's exposure to the risk of changes in market interest rate relates to AFS quoted fixed and floating debt instruments and floating-rate long-term debt.

Floating rate instruments expose the Group to cash flow interest rate risk, whereas, fixed interest rate instruments expose the Group to fair value risk. The Group regularly monitors the market interest rate movements and manages its interest rate risks by using a mix of fixed and variable rates.

The following tables set out the carrying amount, by maturity, of the Group's financial instrument that is exposed to cash flow interest rate risk:

Long-term debt	<1 year	1-5 years	>5 years	Total
2017	**₱1,635,178**	**₱484,398**	**₱864,813**	**₱2,984,389**
2016	148,274	3,495,399	972,660	4,616,333

Management believes that cash generated from operations is sufficient to pay for its obligations under the loan agreements as they fall due.

The sensitivity to a reasonably possible change in the interest rate (in basis points), with all other variables held constant, in the Group's income before income tax and equity as at December 31, 2017 and 2016 are as follows:

		Change in interest rate (in basis points)	Sensitivity to income before income tax	Sensitivity to equity
2017	**AFS financial assets**	**+100**		**₱50,977**
		-100		**(50,977)**
	Long-term debt	**+100**	**(₱29,844)**	
		-100	**29,844**	

(Forward)

		Change in interest rate (in basis points)	Sensitivity to income before income tax	Sensitivity to equity
2016	AFS financial assets	+100		₱45,136
		-100		(45,136)
	Long-term debt	+100	(₱46,163)	
		-100	46,163	

The impact on the Group's income before income tax is caused by changes in the interest of the floating-rate long-term debt, while the impact on the Group's equity is caused by the changes in the market value of AFS quoted debt due to interest rate movements. The impact on the Group's equity excludes the impact on transactions affecting the consolidated statement of income.

Equity Price Risk
Equity price risk is the risk to earnings or capital arising from changes in stock prices relating to its quoted equity securities. The Group's exposure to equity price risk relates primarily to its AFS financial assets on various stocks of listed companies.

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

The table shows the sensitivity to a reasonably possible change in equity prices of AFS quoted equity instruments as at December 31, 2017 and 2016, except equity-linked investments.

The equity impact is arrived using the reasonably possible change of the relevant market indices and the specific adjusted beta of each stock the Group holds. Adjusted beta is the forecasted measure of the volatility of a security or a portfolio in comparison to the market as a whole.

	Average change in market indices (in percentage)	Sensitivity to equity
2017	**12.36%**	**₱31,258**
	-12.36%	**(31,258)**
2016	18.34%	₱65,909
	-18.34%	(65,909)

Capital Management
The Group considers its equity as capital. Its primary objective in capital management is to maintain a strong credit rating 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 issue new shares or declare dividend payments to shareholders. No changes were made in the objectives, policies or processes during the years ended December 31, 2017 and 2016.

The Group monitors capital using the debt-to-equity ratio, which is total liabilities divided by equity. The Group's policy is to keep the debt-to-equity ratio to not more than 1:1. Total liabilities include trade and other payables, income tax payable, other current liability, short-term and long-term debts, long-term payable, deferred income tax liabilities, provision for mine rehabilitation and decommissioning, pension liability and deferred income.

The Group considers the following as capital:

	2017	2016
Capital stock	**₱3,808,665**	₱3,808,665
Additional paid-in capital	**8,262,455**	8,300,002
Share in cumulative translation adjustment	**564,152**	409,286
Net valuation gains on AFS financial assets	**163,935**	12,954
Cost of share-based payment plan	**137,635**	126,622
Asset revaluation surplus	**32,097**	32,480
Retained earnings:		
Unappropriated	**15,392,459**	13,221,526
Appropriated	**1,095,583**	1,108,956
NCI	**3,761,207**	4,179,162
	₱33,218,188	₱31,199,653

The table below shows the Group's debt-to-equity ratio as at December 31, 2017 and 2016.

	2017	2016
Total liabilities (a)	**₱12,518,911**	₱14,151,863
Equity (b)	**33,218,188**	31,199,653
Debt-to-equity ratio (a/b)	**0.38:1**	0.45:1

38. **Financial Instruments**

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

Cash and Cash Equivalents
The carrying amount of cash and cash equivalents approximates its fair value due to the short-term nature and maturity of these financial instruments.

Trade and Other Receivables, Trade and Other Payables and Short-term Debt
Similarly, the carrying amounts of trade and other receivables, trade and other payables and short-term debt approximate their fair values due to the short-term nature of these accounts.

Loan Receivable
The carrying amount of loan receivable, which is the transaction price, approximates its fair value.

Long-term Negotiable Instruments
The carrying amount of long-term negotiable instruments approximate their fair values since interest are earned based on long-term cash investment rates.

AFS Financial Assets
The fair values were determined by reference to market bid quotes as at the end of the financial reporting period. For unquoted equity securities for which no reliable basis of fair value measurement is available, these are carried at cost, less any impairment losses.

Long-term Debts and Long-term Payable
The fair values of long-term debts and long-term payable are based on the present value of future cash flows discounted using applicable risk free rates for similar types of loans adjusted for credit risk.

Fair Value Hierarchy
The Group uses the following hierarchy in determining and disclosing the fair value by valuation technique:

- Quoted prices in active markets for identical asset or liability (Level 1);
- Those involving inputs other than quoted prices included in Level 1 that are observable for the asset or liability; either directly (as prices) or indirectly (derived from prices; Level 2); and
- Those inputs for assets or liability that are not based on observable market date (unobservable inputs; Level 3).

	2017			2016		
	Level 1	**Level 2**	**Level 3**	Level 1	Level 2	Level 3
Assets measured at fair value:						
AFS financial assets						
Debt securities	**₱5,097,660**	**₱–**	**₱–**	₱4,513,565	₱–	₱–
Equity securities	**1,354,174**	**–**	**–**	1,599,263	–	–
	₱6,451,834	**₱–**	**₱–**	₱6,112,828	₱–	₱–

As at December 31, 2017 and 2016, the fair value of the quoted debt and equity securities is the quoted market price at the close of the business (Level 1).

As at December 31, 2017 and 2016, there were no transfers between Level 1 and Level 2 fair value measurements and no transfers into and out of Level 3 fair value measurements.

39. Significant Agreements

a. Loan Agreements

EPI
On August 22, 2014, the Parent Company and EPI executed a loan agreement amounting to ₱551.0 million which was drawn in two (2) tranches. The first and second tranche of the loans amounted to ₱105.0 million and ₱446.0 million, respectively.

The proceeds of the first tranche loan was used by EPI to fund the activities preparatory to drilling and for the drilling of the initial two (2) wells under the Montelago Geothermal Project, while the second tranche loan was used to fund the drilling costs and related activities (to include slim or other test holes) on the said initial two (2) wells.

At the option of the Parent Company, the entire second tranche loan, and not any smaller portion thereof, may be converted into shares of stock of EPI constituting 55% of its total issued and outstanding shares, at any time before the lapse of three hundred sixty five (365) days after drawdown of the entire second tranche loan.

The loan is subject to 2% interest p.a. The first tranche of the loan is payable one year after the first drawdown on the first tranche loan or upon sale of EPI's entire shareholdings in Occidental Mindoro Consolidated Power Corporation (OMCP), whichever is earlier. The second tranche loan is payable one year after the first drawdown on the second tranche loan unless the conversion right is exercised.

For and to secure the loan and the notes covering the same, EPI executed and delivered a Pledge Agreement covering its shares of stock in OMCP consisting of 100% of OMCP's issued and outstanding shares.

As at December 31, 2015, the entire first and second tranche loan amounting to ₱105.0 million and ₱446.0 million, respectively, were fully drawn by EPI.

On April 15, 2015, the Parent Company expressed its intention to exercise its conversion right on the entire second tranche loan of ₱446.0 million to 55% equity interest in EPI, which is equivalent to 312,888,889 common shares, subject to the SEC's approval of the increase in authorized capital stock of EPI.

On July 16, 2015, the Parent Company subscribed to an additional 11% equity interest in EPI, which is equivalent to 184,052,288 common shares, for a total consideration of ₱474.0 million, subject also to the approval of EPI's increase in authorized capital stock.

The increase in EPI's authorized capital stock was approved by the SEC on July 28, 2015 and the corresponding shares were subsequently issued to the Parent Company.

The first tranche loan, including interest, was paid by EPI in August 2015.

East Coast
In relation to the Supplemental Agreement executed by CMC and East Coast on December 18, 2015, CMC agreed to lend a loan of up to ₱1,000.0 million to East Coast which is subject to 3% interest p.a. The loan was issued in two tranches of ₱150.0 million in October 2015 and ₱850.0 million in December 2015. As payment for the loan, CMC shall deduct 50% of the commission and royalties, net of withholding tax and interest, each time a commission, royalty or additional royalty is paid by CMC to East Coast. The loan is secured by a Pledge Agreement between CMC and East Coast covering the latter's rights, interests, receivables, obligations, and liabilities over the MPSA on the Cagdianao property owned by East Coast (see Note 39e).

The current portion of loan receivable amounting to ₱94.2 million and ₱98.2 million was included under "Trade and other receivables", while the noncurrent portion amounting to ₱767.6 million and ₱830.5 million was included under "Other noncurrent assets" as at December 31, 2017 and 2016, respectively (see Notes 5 and 13). Interest income from the loan amounted to ₱27.1 million, ₱29.4 million and ₱1.8 million in 2017, 2016 and 2015, respectively (see Note 29).

b. Throughput Agreements

THNC
On October 4, 2010, TMC and THNC executed a Throughput Agreement wherein TMC will construct the pier facilities within the TSEZ pursuant to its role as Developer. The TSEZ is

located within the Surigao Mineral Reservation, an area declared for mineral development pursuant to Proclamation 391, under the supervision of the DENR that issued an "Order to Use Offshore Area" dated September 20, 2010 to TMC for the use of such portion of the Surigao Mineral Reservation for the construction of the pier facilities. In relation to this, THNC entered into a Registration Agreement with the PEZA to construct and operate a mineral processing plant within the TSEZ as an Ecozone Export Enterprise.

Under the agreement, TMC will make available the pier facilities and provide certain services to THNC in consideration for usage fees and service fees to be paid by the latter starting April 2011 until 2031, unless terminated earlier. The usage fee amounted to US$1.3 milion for each semi-annual period to be paid on or before October 10 and April 10.

THNC also agrees to pay service fee that will be agreed upon by both parties which shall be billed on a monthly basis.

Prior to the commencement date, THNC may also request TMC to use any part of the constructed pier facilities, which is ready for use, upon payment of reasonable compensation which shall be mutually agreed by TMC and THNC.

In 2017, 2016 and 2015, service revenues from usage of pier facilities of TMC amounted to ₱135.2 million, ₱127.9 million and ₱123.7 million, respectively (see Note 34).

CBNC
Under the agreement, CBNC shall pay RTN the price which consists of all its direct costs for the pier facilities which includes but not limited to, financial costs, maintenance costs and tax as well as indirect costs directly used for the pier facilities and the services as agreed by the parties. CBNC shall pay to RTN in US$, as a part of such financial costs, the amounts to be paid by RTN to SMM such as interests and loan repayments pursuant to the Omnibus Agreement made and entered into by and between RTN and SMM. The agreement shall continue for twenty-five (25) years after November 25, 2002 unless terminated earlier.

c. Memorandum of Understanding (MOU)
On September 14, 2009, the Parent Company and TMC entered into a MOU with SMM. Pursuant to the terms thereof, the Parent Company and SMM will move ahead on a joint venture basis to build a nickel-cobalt processing plant (the Project) using the HPAL technology to be located within the TMC's mine in Surigao del Norte, while TMC will supply low-grade nickel ore to the plant over the life of the Project. The estimated cost of the Project is US$1,420.0 million, which further increased to US$1,590.0 million, over a three-year construction period, which started in the last quarter of 2010. The plant will have an annual capacity of 51,000 dry metric tons of mixed nickel-cobalt sulfide over an estimated thirty (30) year project life. The MOU provides that the equity share of the Parent Company and SMM shall be 20%-25% and 75%-80%, respectively.

Following the MOU is the Taganito HPAL Stockholders Agreement (the Agreement) entered into by the Parent Company, SMM and Mitsui on September 15, 2010 stating that the Project will be undertaken by THNC, a company that will be jointly owned by the Parent Company, SMM and Mitsui with equity interest of 22.5%, 62.5% and 15.0%, respectively. Pursuant to the Agreement, SMM granted THNC a non-exclusive license of technology owned by SMM to produce the products and has undertaken to provide technical assistance to THNC. The Parent Company has undertaken to cause TMC to supply THNC with nickel ore and limestone and to further cause TMC to make available to THNC the use of the land and infrastructure necessary for the production of the products while Mitsui shall assist THNC in procuring materials and equipment necessary for the plant's operations.

Pursuant to the sale of 12.5% equity interest of the Parent Company to SMM in October 2016, the shareholding ratio of the Parent Company and SMM is 10% and 75%, respectively, as at December 31, 2017 and 2016 (see Note 10).

The Agreement also sets forth the respective rights and obligations of the Parent Company, SMM and Mitsui, including their responsibilities in respect of financing the US$1,420.0 million, which further increased to US$1,590.0 million, project investment undertaken by THNC.

Also, under the Agreement, the Parent Company, SMM and Mitsui agreed to make loans to THNC or guarantee the repayment of THNC's obligations in accordance with the financial requirements of THNC and in proportion to their shareholding ratio in THNC.

Pursuant to the Agreement, the Parent Company, SMM and Mitsui extended loans to THNC amounting to a total of US$939.5 million as at December 31, 2017 and US$803.9 million as at December 31, 2016 to cover THNC's working capital requirement, loan repayments, capital investment and/or construction of tailings dam.

The Agreement shall terminate upon the dissolution of THNC.

d. Sales Agreements

Nickel Ore Sale Agreement with PAMCO and Sojitz (see Note 34a)

Nickel Ore Supply and Service Agreement with CBNC (see Note 34a)

Nickel Ore Supply Agreement with THNC (see Note 34a)

Materials Handling Agreement with THNC (see Note 34a)

Nickel Ore Sale Agreement with SMM (see Note 34a)

Nickel Ore Supply Agreements with Chinese Customers
HMC, CMC, RTN and TMC have ore supply agreements with a number of Chinese customers, each for a fixed tonnage at specific nickel grades and iron content.

The fixed tonnage of ore is generally the volume of expected delivery within a few months. Sale of ore to Chinese customers amounted to ₱9,391.3 million, ₱9,084.7 million and ₱8,629.3 million for the years ended December 31, 2017, 2016 and 2015, respectively.

Nickel Ore Supply Agreements with Queensland Nickel Pty Ltd (QNI)
RTN and CMC entered into agreements with QNI covering the sale of RTN and CMC's ore products at a fixed tonnage and specific nickel grade and iron content. Sale of ore to QNI amounted to nil in 2017, ₱68.9 million in 2016 and ₱271.0 million in 2015.

Nickel Ore Supply Agreement with Mitsubishi Corporation RTM International Pte., Ltd. and Mitsubishi Corporation RTM Japan Ltd. (Mitsubishi)
RTN, TMC and HMC entered into an agreement with Mitsubishi, a Singapore and Japan-

based corporations, covering the sale of its ore products. Under the terms of the agreement, the ore sales are benchmarked to China prices on the basis of a negotiated price per WMT of ore. Mitsubishi shall pay 85% of the provisional invoice amount upon receipt of the required documents and pay the final payment of each shipment after the final dry weight and applicable assay have been determined. Under the agreement, the end user of the material is PAMCO. Sale of ore to Mitsubishi amounted to ₱724.8 million, ₱257.8 million and nil in 2017, 2016 and 2015, respectively (see Note 34).

e. Mining Agreements

i. *MPSA*

RTN

On June 4, 1998, the Government approved the conversion of RTN's Mining Lease Contracts under the old mining regime into an MPSA with the Government pursuant to the Philippine Mining Act of 1995. The MPSA allows RTN to explore, develop and continue mining operations for nickel ore within the contract area covering 990 hectares in the Municipality of Bataraza, Southern Palawan Island. Under RTN's Environmental Compliance Certificate (ECC), however, 144 hectares of the contract area are excluded from mining operations, being located within an area classified as "core zone" where mining is prohibited under current regulations of the Palawan Council for Sustainable Development (PCSD).

On April 28, 2005, RTN and the Government entered into a second MPSA covering 85 hectares in the Municipality of Bataraza, which allows RTN to mine limestone in Sitio Gotok. Limestone being mined by RTN pursuant to this second MPSA is being sold to CBNC for the latter's Coral Bay HPAL plant and to a third party.

Under both MPSAs, RTN pays a 2% excise tax on gross revenues as provided in the Philippine National International Revenue Code as the Government's share in its output. Both MPSAs are valid for twenty-five (25) years from issuance and renewable for another term of not more than twenty-five (25) years at the option of RTN, with approval from the Government.

On June 20, 2003, RTN submitted an Application for MPSA covering previously approved Mining Lease Contracts over an area of 4,274 hectares within the Municipalities of Bataraza and Rizal. Most of the contract area is within the core zone and the application is pending.

On May 30, 2008, the PCSD issued a resolution interposing no objections to the revision by the Municipality of Bataraza of its Environmentally Critical Areas Network map that, among others, seeks to reclassify the core zone within the contract area into a mineral development area. The reclassification was approved by the Municipal Development Council of the Municipality of Bataraza on November 18, 2009, and subsequently approved by the Provincial Board on January 5, 2010.

On September 1, 2015, the Strategic Environmental Plan clearance was issued by PCSD to RTN which is a requirement in obtaining ECC approval from DENR. The processing of the Application for MPSA by the MGB is consequently under way.

HMC

Taganaan Nickel Project

On July 25, 2008, the Government approved the conversion of HMC's Mining Lease Contract into an MPSA, which allows HMC to explore, develop and continue mining operations for nickel ore within the contract area covering 773.77 hectares in the Municipality of Taganaan, Surigao del Norte. Under the MPSA, HMC pays the Government a 2% excise tax and a 5% royalty on gross revenues, as the contract area is within the Surigao Mineral Reservation. The MPSA is valid for twenty-five (25) years from issuance and renewable at the option of HMC, with approval from the Government.

Manicani Nickel Project

On August 13, 1992, HMC and the Government entered into an MPSA, which allows HMC to explore, develop and mine nickel ore within the contract area covering 1,165 hectares in Manicani Island, Municipality of Guiuan, Eastern Samar. Under the MPSA, HMC shall pay the Government a 2% excise tax, a 1% royalty and 10% of its net revenues, defined as gross revenues less all cost items that are deductible for income tax purposes. The MPSA is valid for twenty-five (25) years from issuance and renewable at the option of HMC, with approval from the Government.

On August 2, 2004, the Regional Panel of Arbitrators of the MGB recommended the cancellation of the MPSA as a result of allegations by third parties against the operations of HMC. On September 4, 2009, the Mines and Adjudication Board of the DENR issued a decision setting aside the decision of the Panel of Arbitrators. Hence, the MPSA remains in effect. HMC is currently not conducting mining operations in Manicani.

On May 23, 2016, HMC applied for the renewal of its MPSA in Manicani which expired on August 13, 2017. HMC is yet to receive the confirmation from DENR.

TMC

On July 28, 2008, the Government approved the conversion of TMC's Operating Contract into an MPSA, which allows TMC to explore, develop and continue mining operations for nickel ore within the contract area covering 4,584.51 hectares in the Municipality of Claver, Surigao del Norte. On June 18, 2009, the MPSA was amended, increasing the contract area to 4,862.71 hectares. The MPSA is valid until July 28, 2033.

Under the MPSA, TMC pays the Government a 2% excise tax and a 5% royalty, as the contract area is within the Surigao Mineral Reservation. The MPSA is valid for twenty-five (25) years from issuance and renewable at the option of TMC, with approval from the Government.

Geogen

On July 30, 2007, the Platinum Group Metals Corporation (PGMC) and the Government entered into an MPSA, which allows PGMC to explore, develop and mine nickel ore within the contract area covering 2,392 hectares in the Municipality of Dinapigue, Province of Isabela.

On January 6, 2009, PGMC and Geogen executed a Deed of Assignment transferring to Geogen all the rights, title and interest in and into the MPSA over the contract area.

Under the MPSA, Geogen shall pay the Government a 2% excise tax. The MPSA is valid for twenty-five (25) years from issuance and renewable at the option of Geogen, with approval from the Government.

ii. Operating Agreements

TMC

La Salle

On December 18, 2006, TMC entered into an Operating Agreement with La Salle, the holder of an Application for MPSA covering 6,824 hectares in the Municipality of Gigaquit, Surigao del Norte. The Operating Agreement allows TMC to explore, develop and mine nickel ore and limestone once the MPSA is approved, and obliges it to assist La Salle in obtaining the MPSA and to comply with the terms thereof once issued.

The Operating Agreement specifies a royalty to La Salle of 5% for nickel ore and ₱10.00 per metric ton for limestone. Upon signing of the Operating Agreement, TMC made an advance royalty payment of ₱1.0 million repayable by deductions from future royalties at a rate of 25% per year over a period of four (4) years. As at December 31, 2017, the MPSA remains pending.

On January 11, 2016, TMC issued a Notice of Exclusion of the limestone deposit from the Operating Agreement to La Salle. In 2017, 2016 and 2015, TMC has written-off the deferred charges relating to the limestone development and exploration amounting to nil, ₱1.5 million and ₱5.5 million, respectively (see Note 31).

Kepha

On February 14, 2007, TMC entered into an Operating Agreement with Kepha, the holder of MPSA No. 284-2009-XII-SMR covering 6,980.75 hectares in the Municipality of Claver, Surigao del Norte. The Operating Agreement allows TMC to explore, develop and mine nickel ore and limestone and obliges it to comply with the terms of the MPSA.

The Operating Agreement specifies a royalty to Kepha of 5% for nickel ore and ₱10.00 per metric ton for limestone. Upon signing of the Operating Agreement, TMC made an advance royalty payment of US$1.0 million and ₱6.3 million, repayable by deductions from future royalties at a rate of 10% per year over a period of ten (10) years.

On June 19, 2009, the MPSA was issued to Kepha. Under the terms thereof, upon the start of mining operations, TMC shall pay the Government a 2% excise tax and a 5% royalty, as the contract area is within the Surigao Mineral Reservation. The MPSA is valid for twenty-five (25) years from issuance and renewable at the option of Kepha, with approval from the Government. There were no drilling activities related to the Kepha project in 2017 and 2016.

On February 13, 2017, the DENR issued a show cause order directing Kepha to explain why its MPSA should not be cancelled for being allegedly within a watershed, which is protected under the Philippine Mining Act of 1995 and other existing applicable laws, rules and regulations. On February 24, 2017, Kepha replied to the letter stating that based on the MGB Region XIII's downloadable tenement map, the MPSA area is outside of any existing legally proclaimed watershed.

Ludgoron

On August 28, 2007, TMC entered into an Operating Agreement with Ludgoron, the holder of an MPSA with Government issued on July 27, 2007 covering a contract area of 3,248 hectares in the Municipality of Carrascal, Surigao del Sur. The Operating Agreement allows TMC to explore, develop and mine nickel ore and obliges it to comply with the terms of the MPSA.

Under the MPSA, upon the start of mining operations, TMC shall pay the Government a 2% excise tax and a 5% royalty, as the contract area is within the Surigao Mineral Reservation. The MPSA is valid for twenty-five (25) years from issuance and renewable at the option of Ludgoron, with approval from the Government.

Under the Operating Agreement, TMC shall pay Ludgoron a royalty of 5%. Upon signing of the Operating Agreement, TMC made an advance royalty payment of US$1.0 million, repayable by deductions from future royalties at a rate of 10% per year over a period of ten (10) years. In 2009, an additional advances against royalties amounting to ₱10.0 million was made in order to allow Ludgoron to settle a claims conflict.

On October 10, 2014, TMC rescinded and terminated the Operating Agreement with Ludgoron. Ludgoron is obliged to return to TMC the amount of ₱66.8 million which represent advances to claimowners. Ludgoron already paid TMC an amount of ₱10.0 million and will pay additional ₱23.4 million upon approval of MGB of the transfer of the Operating Agreement to Kafugan Mining Incorporated. The remaining balance will be assumed and settled by Kepha as its own valid and legal obligation in due time.

On January 20, 2016, Ludgoron paid an additional ₱23.4 million in relation to the termination of the Operating Agreement with TMC.

CMC

East Coast

On November 19, 1997, CMC entered into a Memorandum of Agreement (MOA) with East Coast, the holder of an MPSA with the Government issued on the same date covering a contract area of 697.05 hectares in the Municipality of Cagdianao, Dinagat Islands. The MOA allows CMC to explore, develop and mine nickel ore and obliges it to comply with the terms of the MPSA.

The MOA expired on November 19, 2007 and was renewed for a period of ten (10) years. In consideration, East Coast was paid ₱100.0 million upon signing of the extension which was recorded as advances to claimowners, repayable over a ten (10) year period at a rate of ₱10.0 million per year. The MPSA is valid for twenty-five (25) years from issuance and renewable at the option of East Coast, with approval from the Government.

Under the MPSA, CMC pays the Government a 2% excise tax and a 5% royalty, as the contract area is within the Surigao Mineral Reservation.

On July 29, 2013, East Coast and CMC agreed to reduce for one (1) year period the marketing and royalty fees. Royalty payment to East Coast was reduced from 7% (net of withholding taxes) to 5% during the period. Advances against future royalties, to which the royalty payment shall be credited was also reduced from ₱10.0 million per year to ₱3.6 million and ₱6.4 million in 2013 and 2014, respectively. The repayment of advances at ₱10.0 million per year resumed in 2015 up to 2018.

Further, on December 18, 2015, CMC and East Coast executed a Supplemental Agreement to provide for the automatic renewal of the term of the MOA for another twenty-five (25) years after its expiration, or from 2022 to 2047. The MOA has not been terminated and continues to be in full force and effect subject to the supplemental terms agreed by CMC and East Coast. In consideration of the new term as well as the other conditions contained in the Supplemental

Agreement, CMC agreed to lend East Coast a loan of up to ₱1,000.0 million upon fulfillment of certain conditions and pay additional royalties amounting to ₱150.0 million (see Note 39a). Thereafter, CMC shall pay East Coast commission and royalties as follows:

- Commission equivalent to 3.5% on the gross sales amount of all nickel ore;
- Royalties equivalent to either 7% or 8.75% on the gross sales amount of all nickel ore depending on the monthly average LME nickel settlement price; and
- Additional royalty ranging from ₱10.0 million to ₱50.0 million depending on CMC's audited net income after tax less the additional royalty amount.

The commission expense related to East Coast that is reported under "Marketing" amounted to ₱78.7 million, ₱74.6 million and ₱98.6 million in 2017, 2016 and 2015, respectively.

BOA Exploration Agreement
On October 12, 2004, CMC executed a MOA with Norweah Metals and Minerals Company, Inc. (Norweah) for the exclusive rights to explore, develop, exploit and operate the mineral property subject of MPSA No. 241-2007 covering an area of 226.0235 hectares situated in Boa, Municipality of Cagdianao, Province of Dinagat Islands, Surigao del Norte. The MOA is effective for a ten (10) year period commencing on July 12, 2007, the date the MPSA was approved.

On October 5, 2016, CMC and Norweah entered into a Mutual Rescission of the MOA wherein the parties agreed to free each other from any and all of their respective obligations under the said MOA effective August 31, 2016. As a result, deferred mine exploration costs of ₱5.8 million (₱5.0 million of which was already provided with an allowance for impairment losses) was written off resulting in a loss of ₱0.8 million. Further, advances to claimowners related to the MOA amounting to ₱5.4 million was also written off (see Note 31).

Geogen
Geogen and NiHAO Mineral Resources International Inc. (NiHAO) entered into an Operating Agreement on June 13, 2012, under which NiHAO shall have the exclusive right to explore, operate, mine, develop and process minerals found within Geogen's mineral property.

Pursuant to the agreement, Geogen shall pay NiHAO an amount equivalent to 90% of the invoice value of the nickel ore sold by Geogen to third parties in consideration of the services to be performed by NiHAO. This agreement superseded the General Contractor Agreement entered into by NIHAO with Geogen on March 5, 2012. The General Contractor Agreement was executed to appoint NiHAO as Geogen's general contractor for the Isabela Nickel Project.

In connection to the acquisition of Geogen by NAC, NiHAO's operating rights over the Isabela Nickel Project will be converted into preferred shares of Geogen, which shares shall be entitled to dividends corresponding to 20% of operating income, net of income tax, subject to Shareholder's Agreement to be executed between NiHAO and Geogen. As at December 31, 2017, the Shareholder's Agreement is not yet executed.

f. Loan Guarantee/Substitution Agreement

RTN
Under a loan guarantee service agreement dated October 22, 2002 between RTN and SMM, the latter agreed to satisfy RTN's CBNC loan obligations in consideration of the payment by

RTN to SMM of an annual fee equal to 1% of the relevant outstanding amount.

The fee is payable every February 21 and August 20 of each year. In case of default, such loan guarantee service agreement will be terminated and RTN shall provide loans to CBNC or guarantee the repayment of CBNC's loans payable. Failure to provide such loans or guarantee shall be considered a default under the CBNC Stockholder Agreement. The loan guarantee service agreement has ended last August 20, 2015 due to full payment of the related loan obligation.

The loan guarantee service fee amounting to nil in 2017 and 2016 and ₱0.2 million in 2015 is recorded under "Finance expenses" in the consolidated statements of income (see Note 30).

NAC
Under a loan guarantee/substitution agreement dated December 9, 2011 between the Parent Company and SMM, the latter agreed to substitute for the Parent Company to make loans or guarantee the repayment of THNC pursuant to the Stockholders Agreement dated September 15, 2010.

In consideration of the loans and guarantee made by SMM, the Parent Company shall pay to SMM an annual fee equal to 1% of the relevant outstanding amount, which is payable every February 21 and August 21 of each year.

On January 26, 2015, December 18 and December 3, 2013, the Parent Company and SMM entered into another loan guarantee/substitution agreement with respect to the new loan agreement made and entered by THNC and SMM on August 4, 2014, December 3 and January 31, 2013, respectively. The annual fee is also equal to 1% of the relevant outstanding amount, which is payable every March 21 and September 21 of each year.

In case of default, such loan guarantee/substitution agreements will be terminated and the Parent Company shall provide loans to THNC or guarantee the repayment of THNC's loans payable. Failure to provide such loans or guarantee shall be considered a default under the Stockholders' Agreement.

The loan guarantee service fee amounting to ₱66.7 million, ₱100.0 million and ₱124.0 million in 2017, 2016 and 2015, respectively, is recorded under "Finance expenses" in the consolidated statements of income (see Note 30).

g. Power Supply Agreements (PSAs)

Surigao Del Norte Electric Cooperative, Inc. (SURNECO)
On October 31, 2013, the Parent Company and SURNECO signed a fifteen (15) year PSA. Under the terms of the PSA, the Parent Company has agreed to construct, operate, and maintain a 10 MW bunker-fired diesel power station under build-operate-transfer scheme and to supply electricity to SURNECO.

The total estimated cost to construct the 10 MW bunker-fired diesel power station is about ₱1,000.0 million, which was appropriated from its retained earnings (see Note 18).

The power plant underwent endurance test and commissioning from September 26 to October 12, 2016 to determine its readiness to operate and dispatch power to SURNECO through the grid's 69KV power system. Minor modifications were identified and incorporated into the plant design. The impact of the earthquake in February 2017 in Surigao City partially affected the installation at the connection asset, hence, repairs were done. The power plant was finally re-connected to the grid in April 2017 and is awaiting for the Certificate of Compliance (COC) from the ERC.

However, while the application for COC is on process, ERC issued the PAO for six months from July 10, 2017 to January 9, 2018 and subsequently extended for another six months from January 10, 2018 to July 9, 2018.

As of this date, negotiation as to the date of commercial operations is ongoing.

Total income from and cost of power generation during testing and commissioning period amounted to ₱6.6 million and ₱18.2 million, respectively, in 2016 and nil in 2017 and 2015 (see Note 31).

Palawan Electric Cooperative (PALECO)
Bunker Supply
In July 2015, EPI and PALECO entered into a PSA for the supply of electricity, which will be generated from modular and land-based bunker-fired power stations, collectively the "Bunker Power Stations", with a contracted capacity of 15 MW up to 25 MW.

Under the PSA, EPI shall design, develop, construct, complete, test and commission, operate and maintain the Bunker Power Stations, as well as all activities related or incidental thereto. Commencing on the completion date and continuing up to the 20th year from effective date, as defined in the PSA, PALECO shall pay EPI an amount equal to the summation of the Bunker Power Costs of the Generating Units plus Reserve Power Costs, plus any VAT and any other applicable taxes, fees, and charges. PALECO shall also pay EPI a payment security, as defined in the PSA. As at December 31, 2017, construction of the sub-transmission facility has yet to be approved by the ERC.

Solar Supply
In 2015, EPI entered in a PSA with PALECO for the construction and development of a 10 MW AC Solar Photovoltaic Power Station (the "Solar PV Power Station"). Under the PSA, EPI shall design, engineer, develop, construct, complete, test, commission, finance, operate and maintain the Solar PV Power Station and all activities related or incidental thereto of PALECO. All costs in connection with the building of the Solar PV Power Station shall be borne by EPI, and shall be responsible for arranging all necessary funding including any available preferential credit. During the commissioning date, PALECO shall put up, a commissioning output at a rate equivalent to the adjusted operation and maintenance component plus any VAT and any other applicable taxes, fees, and charges. Following the commercial operation date and continuing up to the 20th year from effective date, as defined in the PSA, PALECO shall pay EPI monthly fees equal to the capital recovery fee of the Solar PV Power Station plus fixed operations and maintenance fee and any VAT and any other applicable taxes. As at December 31, 2017, construction of the sub-transmission facility has yet to be approved by the ERC.

Oriental Mindoro Electric Cooperative (ORMECO) and Occidental Mindoro Electric Cooperative (OMECO)
In February 2014, EPI entered into separate PSAs with ORMECO and OMECO. Under the terms of the PSAs, EPI is committed to sell and deliver approximately 20 MW each of geothermal power from the project to ORMECO and OMECO for a period of twenty-five (25)

years. The PSAs are renewable upon the agreement of the parties and approval of the ERC.

On November 3, 2014 and December 1, 2014, EPI was granted by the ERC of the Final Authorities on the PSAs with OMECO and ORMECO, respectively. On November 24, 2014, EPI and MGPC entered into a Deed of Assignment for the transfer of EPI's rights and obligations under GRESC No. 2010-02-013 to MGPC.

On December 5, 2014, EPI requested from the DOE the approval of the transfer of GRESC No. 2010-02-013 or the Montelago Geothermal Energy Project to MGPC. On February 16, 2016, the DOE approved the said transfer.

In connection with the assignment of the service contract to MGPC, the refundable deposits pertaining to compliance with the PSAs with OMECO and ORMECO were transferred by EPI to MGPC being the Project Entity.

TeaM (Philippines) Energy Corporation (TPEC)
On December 28, 2016, MEI entered into an interim supply agreement with TPEC for the supply and delivery up to the Sual Plant Gate, the interim energy requirement of 3.0 MW at 100% load factor for MEI and to its contestable customers. MEI shall pay the amount billed on a monthly basis. The contract is from February 26, 2017 until February 25, 2019. On February 6, 2017, TPEC agreed to a reduction of contract capacity from 3.0 MW to 1.5 MW, subject to the payment of unwinding costs in the amount of $53,000 or ₱2.6 million. MEI purchased power from TPEC amounting to ₱21.4 million in 2017 and nil in 2016 and 2015 which was wheeled and conveyed to the facilities of the MEI's customers (see Note 23).

h. Service Contracts

Solar Energy Service Contract No. 2015-01-099
On January 20, 2015, EPI entered into a SESC No. 2015-01-099 with the DOE which grant EPI the right to explore, develop and utilize the solar energy resources within the contract area of 324 hectares in the province of Pili, Camarines Sur.

Under the SESC, EPI assumes all the technical and financial risks without any guarantee from the Philippine Government and shall not be entitled to reimbursement for any expense incurred in connection with the SESC.

The SESC carries a non-extendible two (2) year period of pre-development stage, which involves the preliminary assessment and feasibility study. The SESC shall remain in force for the remainder of twenty-five (25) years from date of effectivity if the solar energy resources are discovered to be in commercial quantities. If EPI has not been in default of any material obligations under the SESC, the DOE may grant EPI an extension of the SESC for another twenty-five (25) years. The full recovery of the project development costs incurred in connection with the SESC is dependent upon the discovery of solar energy resources in commercial quantities from the contract area and the success of future development thereof. EPI has not yet started the exploration and pre-development activities.

Solar Energy Service Contract No. 2013-10-039
On October 31, 2013, Jobin entered into a SESC with the DOE. The SESC covers an area of approximately 2,997 hectares in the municipalities of Morong and Hermosa, in the province of Bataan. The SESC is for a period of twenty-five (25) years, inclusive of a two (2) year pre-

development stage, and renewable for another twenty-five (25) years. The government share under the SESC shall be 1% of the gross income from the sale of electricity generated from the solar energy operations.

On August 28, 2015, Jobin was granted a Certificate of Confirmation of Commerciality by the DOE for its 100.44 MW Sta. Rita Solar Power Project located in Mt. Sta Rita, SBFZ. The certificate converts the project's SESC from exploration/pre-development stage to the development/commercial stage.

On March 11, 2016, Jobin's Certificate of Confirmation of Commerciality originally rated for the 100.44 MW was amended by DOE to 7.14 MW and 92.86 MW Sta. Rita Solar Power Project Phase I and II, respectively.

Wind Energy Service Contract No. 2013-10-062
On October 31, 2013, Jobin entered into a WESC with the DOE. The WESC covers an area of approximately 2,997 hectares in the municipalities of Morong and Hermosa, in the province of Bataan. The WESC is for a period of twenty-five (25) years, inclusive of a three (3) year pre-development stage, and renewable for another twenty-five (25) years. The government share under the WESC shall be 1% of the gross income from the sale of electricity in the wind project.

Geothermal Renewable Energy Service Contract No. 2014-02-054
GRESC No. 2010-02-013, which covers an approximate area of 3,914 hectares in the three barangays of Montelago, Montemayor and Melgar-B in Oriental Mindoro, involves the development of geothermal well clusters and a power plant. The steam extracted from the geothermal wells will power a geothermal power station with an output capacity of at least 20 MW. Once completed, the addition of geothermal power into the present mix of Mindoro's electricity sources will have a stabilizing effect on the grid where the entire island is located.

The Project is in the exploration stage as at December 31, 2017.

As RE Developer, EPI undertakes to provide financial, technical, or other forms of assistance with the DOE, and agrees to furnish the necessary services, technology, and financing for the geothermal operations. EPI shall assume all financial risks such that if no geothermal resources in commercial quantity is discovered and produced, EPI shall not be entitled to reimbursement for any expenses incurred in connection with the GRESC.

Certificate of Registration No. 2014-02-054 shall remain in force for the remainder of twenty-five (25) years from date of effectivity if geothermal resources in commercial quantity are discovered during the pre-development stage, or any extension thereof. Moreover, if EPI has not been in default in its obligations under the GRESC, the DOE may grant an additional extension of twenty-five (25) years, provided that the total term is not to exceed fifty (50) years from the date of effectivity.

On November 24, 2014, EPI and MGPC entered into a Deed of Assignment for the assignment of EPI's rights and obligations under the GRESC to MGPC. On December 5, 2014, EPI applied with the DOE to transfer the GRESC to MGPC. The DOE approved EPI's application on February 16, 2016 under Certificate of Registration No. 2016-02-060.

Geothermal Renewable Energy Service Contract No. 2010-02-010
By virtue of RA 9513 known as the Renewable Energy Act of 2008, on February 1, 2010, the DOE issued to BGI GRESC No. 2010-02-010, converting its Geothermal Services Contract (GSC-09) issued on July 10, 2008 for the exploration, development and exploitation of geothermal resources covering the geothermal field in Biliran Province (previously a municipality of Leyte). By virtue of such agreement, BGI is entitled to enjoy an income tax holiday for a period of seven (7) years from the start of its commercial operation, duty free importation of machinery for ten (10) years, and 0% VAT, among others.

Geothermal Renewable Energy Service Contract No. 2017-03-056
This GRESC is a spin-off of the above BGI GRESC, issued by the DOE, and delineates the northern area of the island province of Biliran as a separate BGI exclusive development zone with a greenfield status.

i. Sub-transmission Service Agreement (SSA) with PALECO
In 2015, EPI entered into a SSA with PALECO for the installation of 69kV sub-transmission facilities and associated components (substations), and the connection of said facilities to PALECO's distribution system for the delivery of reliable power supply to the municipalities of El Nido, Taytay, San Vicente and Roxas (the "Municipalities"). Under the SSA, EPI shall develop, design, construct, install, test and commission, and finance the sub-transmission lines and substations in the Municipalities. Commencing on the completion date and continuing up to the 20th year from effective date, as defined in the SSA, PALECO shall pay monthly fees as defined in the SSA, plus any VAT and any other applicable taxes, fees and charges. PALECO shall also pay EPI a payment security equivalent to one month fee, which shall be in the form of a thirty (30)-day revolving letter of credit from a financial institution and with a maturity of three hundred sixty five (365) days. As at December 31, 2017, ERC approval of the sub-transmission facility has not yet been acquired.

j. Assignment of GRESC from Constellation Energy Corp. (CEC) to EPI
On January 18, 2013, EPI entered into a MOA with CEC wherein the parties agreed that the former, eventually through a Project Company, shall develop and undertake the 20 MW Geothermal Power Plant Project (Project) initially developed by CEC by virtue of the GRESC No. 2010-02-013 granted by the DOE. On the same date, the parties entered into a Deed of Assignment for the assignment of CEC's rights and obligations under the GRESC to EPI.

In compliance with provisions of the MOA and Deed of Assignment:
- On January 25, 2013, EPI applied with the DOE to officially register EPI as RE Developer and effectively recognize EPI's ownership of the GRESC. The DOE approved EPI's application on February 14, 2014.
- On February 3, 2014, EPI was awarded the bid from and has signed the PSA with ORMECO. In the same period, the amount of US$750,000 was paid to CEC.
- On November 3, 2014 and December 1, 2014, EPI was granted by the ERC Final Authority on the PSAs with OMECO and ORMECO, respectively. However, EPI filed a Motion because certain terms are not acceptable to EPI. As at December 31, 2017, the Motion is still pending with the ERC.
- On May 7, 2014, EPI incorporated MGPC as the Project Company.
- On September 21, 2015, EPI made an additional advance payment of US$350,000 to CEC and the remaining balance as at December 31, 2016 is US$1,400,000.

- On June 23, 2017, EPI, MGPC and CEC executed a MOA transferring to MGPC the obligation to pay the fees to CEC. Accordingly, of the remaining amount of US$1,400,000, MGPC paid US$525,000 to CEC in 2017 and the balance of US$875,000 remains unpaid as at December 31, 2017.

k. Participation and Shareholder's Agreement
In May 2011, the Parent Company and SMM signed a Participation and Shareholder's Agreement containing terms of SMM's expected equity participation in CExCI. Under the terms of the Agreement, SMM will invest US$1.5 million in CExCI for 25% equity. Once such funds have been exhausted, SMM has the option to invest US$2.8 million for an additional 15% equity which would bring its total equity in CExCI to 40%. SMM did not exercise its option to make the additional investment and the said agreement was terminated.

CExCI has identified a new property for exploration and development in the province of Zambales under Newminco, which is prospective for gold and copper. In relation to this, SMM will put up an additional US$2.8 million to increase its ownership from 25% to 40%.

On November 24, 2015, the shareholders of CExCI agreed to enter into a new Participation and Shareholder's Agreement to set out the rights and obligations of the shareholders in relation to the conduct of the business of CExCI. The new agreement also causes CExCI to convert the existing advances from shareholders amounting to ₱37.2 million into equity, based on the initial equity proportion of shareholders, by issuing shares out of the unissued authorized capital stock of CExCI at a premium. CExCI has filed the application for the conversion of advances into equity with the SEC. As at December 31, 2017, CExCI is still waiting for the SEC's approval of the conversion of advances into equity.

On December 18, 2015, the BOD of CExCI approved the increase in authorized capital stock of the latter. Upon approval of the SEC of the application for increase in authorized capital stock of CExCI, the additional investment of SMM amounting to US$2.8 million, which is equivalent to ₱131.9 million, will be converted into equity. After the conversion, the Parent Company and SMM's equity in CExCI shall be 57% and 40%, respectively.

l. Marketing Agreement with Mitsubishi
RTN, TMC and HMC entered into a Marketing Agreement with Mitsubishi, wherein the latter will provide the services set forth below:
a) To use its reasonable endeavors in collecting, studying and analyzing the market information related to nickel ore, iron ore, nickel pig iron, and stainless steel;
b) To periodically report market information defined in the marketing agreement;
c) To make efforts to introduce customers to RTN, TMC and HMC and provide support to the Group in negotiating the price and terms and conditions of sales contracts of the products by and between the Group and customers; and
d) To monitor and assess trends of customers and support RTN, TMC and HMC to create an effective pricing strategy and marketing plan.

Marketing fees of 3.5% shall be charged to RTN, TMC and HMC based on the total amount of revenue on free-on-board price stated in the invoices issued by RTN, TMC and HMC to each customer.

Marketing fees charged by Mitsubishi amounted to ₱17.8 million, ₱21.3 million and ₱31.6 million in 2017, 2016 and 2015, respectively.

m. Lease Agreements

Lease of Project Area from SBMA
On April 29, 2015, Jobin entered into a fifty (50) year lease agreement with SBMA for the use of the 800 hectares project area of the solar and wind projects at Mt. Sta. Rita in Subic on a monthly lease payment amounting to ₱34,000 per MW installed on the leased area based on the allocation approved by the DOE.

Jobin also agreed to various investment and social commitments as follows:
- infuse an investment at around US$200.0 million on the leased areas in the form of the lessee's machineries, equipment, parts, construction, labor and supplies within three (3) years from approval of capacity by the DOE or from October 29, 2015.
- introduce developments on the leased areas based on the annual work program approved by DOE.
- install utility post for the transmission lines from the leased areas to service substation of National Commission for Indigenous Peoples (NCIP) in coordination with Subic Enerzone Corp.
- compensate the Indigenous Cultural Community of Aeta for its share amounting to 5% of the monthly rental per MW installed by the lessee.
- build an access road from the leased area to the public road and renewable energy park for education and tourism.

On June 9, 2016, the agreement was amended and additional terms were added such as upon execution of member/affidavit of waiver and quitclaim of trees planted in the leased property, Jobin shall advance the amount of ₱7.02 million as compensation for the trees planted by the farmers/members of the Mabiga Community Farmers Association Inc. (MCFAI) within the initial 256 hectares of land in the leased property affected by the wind and solar project, wherein the amount paid in advance shall be considered as advanced rental payment and shall be deducted from Jobin's rental obligation in the future.

On March 21, 2017, the agreement was amended and additional conditions were added such as upon execution of member/affidavit of waiver and quitclaim of trees planted in the leased property, Jobin shall advance the amount of ₱2.7 million as compensation for the trees planted by the farmers/members of the MCFAI occupying the six (6) farm lots with a total area of 71.45 hectares in the leased property affected by the solar and wind project, wherein the said amount paid shall be considered advanced rental payment and shall be deducted from its rental obligation in the future

Lease of NGCP Facility
On September 18, 2015, Jobin entered into a fifty (50) year lease agreement with SBMA for the use of a 280 square meter (sq. m.) building and 2,300 sq. m. lot located near the NGCP Facility, Subic Gateway Park, SBFZ on a monthly rental of ₱0.03 million and ₱0.22 million, respectively.

The lease agreement are also subject to the following terms and condition:
- in addition to the monthly rental, Jobin shall pay 5% of the appraised value of the leased property as share of the Aeta Community for areas covered by Certificate of Ancestral Domain Title;
- Jobin is given a grace period of two (2) years (free of rent) between the period September 12, 2015 to September 11, 2017; and

- the lease agreement is subject to a 6% percent annual escalation beginning on the second year of the lease and imposable annually thereafter.

The future minimum rent payable under non-cancellable operating lease are as follows:

	2017	2016
One (1) year	**₱3,109**	₱1,016
After one (1) year but not more than five (5) years	**18,578**	17,527
More than five (5) years	**759,365**	763,525
	₱781,052	₱782,068

Lease Agreement with THNC
On October 31, 2013, TMC and THNC executed a lease agreement wherein TMC will lease the land within the TSEZ to the lessee. The TSEZ leased area of approximately 675 hectares is located at Barangays Taganito and Hayanggabon, Claver, Surigao del Norte. The duration of the lease agreement shall be for a period of twenty (20) years starting January 1, 2013, however, rental rate shall be annually agreed by both parties. TMC's rental income from the said lease amounted to ₱6.7 million in 2017, 2016 and 2015 (see Notes 31 and 34).

In the above lease agreement, it was agreed by TMC and THNC that the option fee of ₱83.8 million received in 2010 shall be treated as advance rental and deducted from the annual rental fee. The same shall be equally applied to each year of the lease term or ₱4.2 million each year of the twenty (20) year lease term.

As at December 31, 2017 and 2016, the carrying value of deferred income - net of current portion amounted to ₱58.7 million and ₱62.8 million, respectively.

Lease Contract with the DENR
TMC is a party to a lease contract dated April 10, 2003 with the DENR over a tract of foreshore land located at the Taganito mine comprising an area of approximately 12,000 sq. m. The foreshore lease has a term of twenty-five (25) years from the date of issue, unless terminated earlier. The DENR may renew the foreshore lease for another twenty-five (25) years, at its option. In accordance with the foreshore lease, TMC constructed permanent improvements appropriate for the wharf to facilitate the barging of mine ore to customers' vessels. Under the terms of the lease, if TMC uses or attempts to use the premises for other purposes, all rights and interests, including the improvements, will be forfeited in favor of the Government. Upon the termination of the lease or any extension, all improvements made by TMC will become the property of the Government.

n. <u>PEZA and Board of Investments (BOI) Registration</u>

Registration with PEZA - TMC
On December 21, 2009, Presidential Proclamation No. 1966 was issued creating and establishing the 680 hectare area situated in Taganito, Municipality of Claver, Province of Surigao Del Norte to be known as TSEZ. TMC is a PEZA-registered operator/developer of the economic zone as per Certificate of Registration No. EZ 10-01. The certificate of registration was signed on January 7, 2010.

Pursuant to TMC's registration with PEZA as an economic zone developer/operator, TMC is entitled to certain incentives in accordance with the provisions of RA No. 7916, otherwise known as "the Special Economic Zone Act of 1995", as amended.

Under PEZA Board Resolution No. 11-08 dated March 1, 2011, its directors approved TMC's application for extension of its existing TSEZ. On July 28, 2011, pursuant to the resolution, the Government issued Proclamation No. 211 designating parcels of land with an aggregate area of 7.5 hectares located at Barangay Taganito, municipality of Claver, Province of Surigao del Norte, for inclusion to the existing TSEZ.

On January 23, 2013, PEZA issued a Letter of Authority No. 13-0426 allowing TMC to allocate 1 hectare lot within the TSEZ located at Barangay Taganito, Claver, Surigao del Norte as relocation site for the residents along Hayanggabon River, Barangay Hayanggabon, Claver, Surigao del Norte.

On December 27, 2016, PEZA issued a certification entitling TMC qualification for the purpose of VAT zero-rating of its transactions with local suppliers of goods, properties and services and exemption from all national and local taxes and licenses except real property taxes on land owned by TMC and those required to be paid under the MPSA dated July 28, 2008. In lieu thereof, TMC shall pay 5% final tax on gross income. The certification is valid from January 1 to December 31, 2017 and renewable annually, unless otherwise revoked or suspended by PEZA prior to expiration of said period.

Registration with PEZA - RTN
On December 13, 2002, RTN registered with the PEZA as the developer/operator of Rio Tuba Processing Zone, located in Barangay Rio Tuba, Municipality of Bataraza, Palawan. The PEZA-registered activities are entitled to certain tax and nontax incentives. Starting 2003, such activities are already subject to 5% tax based on GIT in lieu of national and local taxes and licenses except those required to be paid under the MPSA dated June 4, 1998 executed by and between the DENR and RTN.

Registration with SBMA - Jobin
On January 20, 2011, Jobin was registered with the SBMA as a Subic Bay Freeport Enterprise, primarily to promote and undertake research, development, utilization, manufacture, sale, marketing, distribution and commercial application of new, renewable, non-conventional and environment-friendly energy sources and system at Mt. Sta. Rita, SBFZ. The SBMA-registered activities are entitled to certain tax and non-tax incentives. In lieu of paying the regular taxes, Jobin pays 5% final tax on gross income earned, subject to the condition that Jobin's income from sources within the Custom Territory should not exceed 30% of its total income from all sources. Otherwise, Jobin shall be subject to the income tax laws of the Custom Territory.

BOI Certifications
TMC, RTN, HMC and CMC received BOI certifications pursuant to Revenue Memorandum Order No. 9-2000 entitled "Tax Treatment of Sales of Goods, Properties and Services made by VAT-registered Suppliers to BOI registered Manufacturers-Exporters with 100% Export Sales". The certifications are valid from January 1 to December 31, 2017 and renewable annually, unless sooner revoked by the BOI Governing Board.

On April 29, 2014, BGI was registered with the BOI in accordance with the provision of the Omnibus Investment Code of 1987, as amended as a new RE developer of geothermal energy resources.

On August 27, 2014, MGPC was registered with the BOI as a RE developer of geothermal energy resources. The BOI has issued the certificate of registration of MGPC on October 7, 2016.

o. SPA with SMM
On September 15, 2016, the Parent Company and SMM executed a SPA wherein the latter agreed to purchase the Parent Company's 511,875,000 shares in THNC, representing 12.5% of the outstanding capital stock of THNC, at a purchase price of US$42.0 million, which is equivalent to ₱2,037.2 million (see Note 10). The sale and purchase of the shares was consummated upon the written consent of Japan Bank for International Cooperation.

The SPA also provides that for a period of eighteen (18) years but no earlier than three (3) years from the execution of the SPA, the Parent Company shall have the right to repurchase from SMM such number of shares of THNC equivalent to 12.5% equity ownership therein at the time when the right is exercised. The repurchase right can only be exercised once. The Parent Company received the full payment of the purchase price on October 17, 2016.

MOA with SMM
Pursuant to the SPA with SMM, the Parent Company and SMM also agreed on September 15, 2016 that effective July 1, 2016, their responsibility to provide loans and guarantee obligations of THNC shall be 10% and 75%, respectively.

p. Retail Supply Contracts

Manta
On November 11, 2016, MEI entered into a contract with Manta for the supply of electricity to meet Manta's full power requirements for the NAC Tower. The contract is for a period of two (2) years commencing on December 26, 2016, and may be extended upon mutual consent of both parties. In each billing month throughout the term of the contract, Manta shall take and pay MEI's minimum energy quantity of 255,000 kilowatt-hour (kWh). Manta shall also pay a security deposit amounting to ₱2.9 million, which shall stand as security for the faithful and proper compliance by Manta of its obligations under the contract. MEI recognized revenue amounting to ₱28.2 million, ₱0.2 million and nil from this contract in 2017, 2016 and 2015, respectively (see Note 34).

Lide Management Corporation (LMC)
On January 9, 2017, MEI entered into a contract with LMC for the supply of electricity to meet its full electricity requirement. The contract is for a period of two (2) years commencing on February 26, 2017, and may be extended upon mutual consent of both parties. The contracted capacity is 2.5 MW during the term of the contract, of which 1.4 MW is under a take-or-pay basis. MEI's revenue from this contract amounted to ₱35.0 million in 2017.

q. Other Agreements

Joint Undertaking with NCIP
On December 8, 2009, TMC and NCIP entered into a Joint Undertaking, which confirmed that a 1% royalty on annual gross revenues of TMC is payable to the Mamanwa Tribe pursuant to a MOA dated July 18, 2006 between TMC, the NCIP and the Tribe and a Certificate of Ancestral Domain Title issued to the Tribe, within which area TMC's mining operation is located.

Agreement with Local Government Units
RTN together with RTN Foundation, Inc. and CBNC entered into Agreements with the barangay councils and community residents covered in the SDMP as required by law and as one of the conditions of ECC. The Agreement stipulated that RTN and CBNC should meet

the changing needs and demands of the communities and shall submit the SDMP every five (5) years to the MGB Region IV for approval. In addition, as part of the process of securing the consent of affected communities, the program must be prepared in consultation and in partnership with the project proponent and neighboring communities. On January 7, 2014, SDMP No. MGB-IVB-2013-003 III was approved by the MGB covering the period of five (5) years from 2014 to 2018. RTN incurred royalty payments to indigenous people amounting to ₱45.9 million in 2017, ₱41.3 million in 2016 and ₱50.6 million in 2015, in accordance with the SDMP.

Suretyship Agreement with SBC
On August 4, 2015, the Parent Company entered into a Suretyship Agreement with SBC to guarantee and warrant the prompt and full payment and performance of the guaranteed obligations, including increases, renewals, roll-overs, extensions, restructuring, conversions, amendments or novations, of EPI to SBC amounting to ₱3,000.0 million. The agreement shall remain in full force and effect until full payment of the guaranteed obligations is made.

In September 2017, EPI partially repaid its loan to SBC reducing the principal from ₱3,000.0 million to ₱1,500.0 million (see Note 15).

MOA with DOE
On December 3, 2014, the Parent Company and DOE agreed in accordance with RA 9136 or the "Electric Power Industry Reform Act of 2001" which requires all energy generation companies and/or energy resource developers to provide financial benefits equivalent to ₱0.01/kilowatt-hour (kWh) of the total electricity sales of the generation facility to its customer/off-taker to the region, province, city or municipality and barangay that host the generation facility, and to establish the corresponding trust accounts which should be administered by the DOE. The ₱0.01 financial benefits shall be allocated as follows: ₱0.005/kWh for Electrification Fund, ₱0.0025/kWh for Development and Livelihood Fund and ₱0.0025/kWh for Reforestation, Watershed Management, Health and/or Environment Enhancement Fund.

Investment Agreement
On August 24, 2015, an Investment Agreement was executed by and among BGI, OGI, BGHI, EPI, and BHI. The said agreement sets out that BHI shall invest in BGI and its operations. Accordingly, BGI shall increase its authorized capital stock by 1,845,000 common shares, with par value of ₱1 per share, and BHI shall subscribe to the said increased authorized capital stock. However, before effecting the said agreement, BGI shall first undergo quasi-reorganization to apply its additional paid-in capital against its deficit and to convert all its issued and outstanding preferred stock into common stock and BGHI shall purchase from Filtech Energy Drilling Corporation (FedCo) the 738,000 common shares of FedCo representing 60% of the total issued capital stock of BGI. In addition, BGHI and BHI shall agree that they shall each maintain their respective shareholding percentages in BGI's equity capital at 40% and 60%, respectively, of the outstanding capital stock of BGI, unless otherwise agreed in writing.

On October 17, 2015, the BOD of BGI approved the increase in its authorized capital stock from ₱1,230,000, divided into 738,000 common shares and 492,000 preferred share each both with par value of ₱1 per share, to ₱3,075,000, divided into 2,583,000 common shares and 492,000 preferred shares both with par value of ₱1 per share. The increase in authorized capital stock was approved by the Philippine SEC on December 17, 2015.

On October 22, 2015, 1,845,000 common shares were subscribed to and paid by BHI at par value following the increase in the authorized capital stock. With the change in the ownership structure, BHI became the immediate parent of BGI.

On March 2, 2016, FedCo sold 737,997 common stock to BGHI.

On February 28, 2017, SEC approved the application of BGI for the reclassification of its preferred shares into common shares.

Distribution Wheeling Service Agreements (DWSA)
MEI entered into DWSAs with Meralco and LEYECO V on November 14, 2016 and February 3, 2017, respectively, for the conveyance of electricity through Meralco's and LEYECO V's distribution systems in order to meet the power requirements of the facilities of Manta and LMC, respectively.

Based on the agreements, MEI shall pass on all applicable distribution service and wheeling charges, transmission and ancillary charges, taxes and others charged as billed by Meralco and LEYECO V to MEI. The sale of power includes passed-on distribution and transmission charges amounting to ₱19.5 million in 2017 and nil in 2016 and 2015 (see Note 23).

Market Participation Agreement
On December 5, 2016, MEI entered into a market participation agreement with Philippine Electricity Market Corporation (PEMC) to be a member of the WESM. With this agreement, MEI will be able to purchase through the WESM in case its contracted suppliers fail to deliver sufficient capacity. MEI purchased power from the WESM amounting to ₱9.9 million, ₱0.1 million and nil in 2017, 2016 and 2015, respectively, which was wheeled and conveyed to the facilities of MEI's customers.

40. Events after the End of the Financial Reporting Period

Dividend Declaration
On March 14, 2018, the Parent Company's BOD declared cash dividends amounting to ₱0.12 per share to stockholders of record as at March 28, 2018 which will be paid on April 10, 2018.

TRAIN
The TRAIN Act was signed into law on December 19, 2017 and took effect January 1, 2018, making the new tax law enacted as at the end of the financial reporting period. Although the TRAIN changes existing tax law and includes several provisions that will generally affect businesses on a prospective basis, the management assessed that the same will not have any significant impact on the consolidated financial statement balances as of the end of the financial reporting period. The amendments made on Section 151 of Tax Code which pertain to the increase in excise tax rate from 2% to 4% on all metallic minerals based on the market value of the gross output thereof at the time of the removal are expected to have significant impact on the consolidated financial statement balances of the Group in the succeeding financial reporting periods.

41. Supplemental Disclosure to Consolidated Statements of Cash Flows

Noncash Investing Activities

	2017	2016
Application of 50% commission and royalties payable, net of withholding taxes and interest, against loan receivable from East Coast (see Note 5)	**₱68,715**	₱71,325
Adjustment for capitalized cost of mine rehabilitation and decommissioning (see Notes 9 and 16)	**69,820**	263,616

Changes in Liabilities Arising from Financing Activities

	January 1, 2017	Cash flows	Foreign exchange movement	Reclassification	Others	December 31, 2017
Current						
Withholding taxes payable (included under trade and other payables)	₱39,458	(₱37,313)	₱–	₱–	₱73,906	₱76,051
Interest payable, gross of final withholding tax (see Note 14)	30,511	(188,840)	(9,195)	–	179,057	11,533
Dividends payable, gross of final withholding tax (see Note 14)	325,187	(1,763,925)	–	–	2,075,188	636,450
Short-term debt (see Note 15)	180,000	(180,000)	–	–	–	–
Current portion of:						
Long-term debts (see Note 15)	148,274	(128,463)	(3,069)	1,610,615	7,821	1,635,178
Long-term payable (see Note 17)	5,000	(5,000)	–	5,000	–	5,000
Noncurrent						
Long-term debts (see Note 15)	4,468,059	(1,500,000)	(8,608)	(1,610,615)	375	1,349,211
Deferred income	62,849	(4,190)	–	–	–	58,659
Long-term payable (see Note 17)	23,846	–	–	(5,000)	1,322	20,168
Total liabilities from (used in) financing activities	₱5,283,184	(₱3,807,731)	(₱20,872)	₱–	₱2,337,669	₱3,792,250

Others include the effect of accrual of dividends, including those that were not yet paid at year-end, effect of accrued but not yet paid interest on interest-bearing loans, accretion of interest on long-term payable, and amortization of debt issue cost.

42. **Business Segment Information**

The Group's operating businesses are organized and managed separately according to the nature of the products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets.

The mining segment is engaged in the mining and exploration of nickel saprolite and limonite ore and limestone.

The services segment is engaged in the chartering out of LCT, construction and rendering of services to CBNC, THNC and other parties.

The power segment is engaged in power generation and exploration for geothermal resources.

The Group's identified reportable segments below are consistent with the segments reported to the BOD, which is the Chief Operating Decision Maker of the Group.

Financial information on the operation of the various business segments are as follows:

	December 31, 2017											
	Mining					Power		Services				
	HMC	CMC	TMC	RTN	Geogen	EPI	NAC	RTN/TMC	HMC	Others	Eliminations	Total
External customers	**₱2,326,086**	**₱2,248,439**	**₱5,728,026**	**₱4,594,530**	**₱–**	**₱212,152**	**₱–**	**₱630,063**	**₱–**	**₱–**	**₱–**	**₱15,739,296**
Inter-segment revenues	–	–	–	–	–	–	–	–	3,976	550,635	(554,611)	–
Total revenues (see Notes 34 and 39)	2,326,086	2,248,439	5,728,026	4,594,530	–	212,152	–	630,063	3,976	550,635	(554,611)	15,739,296
Cost of sale of ore	931,522	846,174	2,184,112	2,071,433	–	–	–	–	–	–	–	6,033,241
Cost of services	–	–	–	–	–	–	–	351,339	–	–	–	351,339
Cost of power generation	–	–	–	–	–	257,276	–	–	–	–	–	257,276
Shipping and loading costs	447,781	379,990	505,921	283,205	–	–	–	–	9,513	–	–	1,626,410
Excise taxes and royalties	162,826	344,781	458,242	137,837	–	–	–	–	–	–	–	1,103,686
Marketing	4,272	78,695	8,748	4,749	–	–	–	–	–	–	–	96,464
Segment operating earnings	**₱779,685**	**₱598,799**	**₱2,571,003**	**₱2,097,306**	**₱–**	**(₱45,124)**	**₱–**	**₱278,724**	**(₱5,537)**	**₱550,635**	**(₱554,611)**	**₱6,270,880**
General and administrative	**₱87,442**	**₱36,480**	**₱125,379**	**₱59,073**	**₱69,898**	**₱117,647**	**₱27,400**	**₱–**	**₱–**	**₱339,834**	**₱–**	**₱863,153**
Finance income	**₱5,978**	**₱30,574**	**₱34,594**	**₱31,398**	**₱85**	**₱903**	**₱–**	**₱–**	**₱–**	**₱212,771**	**₱–**	**₱316,303**
Finance expenses	**₱2,757**	**₱5,531**	**₱13,014**	**₱9,956**	**₱1,067**	**₱143,142**	**₱–**	**₱–**	**₱–**	**₱71,148**	**₱–**	**₱246,615**
Provision for (benefit from) income tax	**₱146,220**	**₱140,563**	**₱721,040**	**₱611,662**	**₱15,258**	**(₱11,646)**	**₱–**	**₱–**	**(₱2,854)**	**₱116,613**	**₱–**	**₱1,736,856**
Net income (loss) attributable to equity holders of the parent	**₱500,093**	**₱416,018**	**₱1,328,377**	**₱1,019,140**	**(₱86,635)**	**(₱193,171)**	**(₱27,398)**	**₱–**	**₱–**	**(₱185,656)**	**₱–**	**₱2,770,768**
Segment assets	**₱1,615,725**	**₱2,278,744**	**₱9,305,400**	**₱4,760,082**	**₱1,209,246**	**₱11,816,229**	**₱836,478**	**₱–**	**₱33,592**	**₱13,548,509**	**₱–**	**₱45,404,005**
Deferred income tax assets	47,738	32,692	85,256	63,429	52,108	–	–	–	–	51,871	–	333,094
Total assets	**₱1,663,463**	**₱2,311,436**	**₱9,390,656**	**₱4,823,511**	**₱1,261,354**	**₱11,816,229**	**₱836,478**	**₱–**	**₱33,592**	**₱13,600,380**	**₱–**	**₱45,737,099**
Segment liabilities	**₱264,974**	**₱386,564**	**₱2,221,117**	**₱1,004,573**	**₱121,480**	**₱7,340,591**	**₱7,790**	**₱–**	**₱–**	**₱404,948**	**₱–**	**₱11,752,037**
Deferred income tax liabilities - net	3,839	5,542	15,412	218,451	193,679	112,826	–	–	20,415	196,710	–	766,874
Total liabilities	**₱268,813**	**₱392,106**	**₱2,236,529**	**₱1,223,024**	**₱315,159**	**₱7,453,417**	**₱7,790**	**₱–**	**₱20,415**	**₱601,658**	**₱–**	**₱12,518,911**
Capital expenditures	**₱80,245**	**₱210,998**	**₱341,973**	**₱86,517**	**₱81,642**	**₱637,543**	**₱27,607**	**₱–**	**₱–**	**₱27,933**	**₱–**	**₱1,494,458**
Depreciation, amortization and depletion	**₱265,899**	**₱150,875**	**₱549,083**	**₱310,915**	**₱7,866**	**₱161,027**	**₱2,472**	**₱–**	**₱9,513**	**₱22,395**	**₱–**	**₱1,480,045**

	December 31, 2016											
	Mining					Power		Services				
	HMC	CMC	TMC	RTN	Geogen	EPI	NAC	RTN/TMC	HMC	Others	Eliminations	Total
External customers	₱2,280,144	₱2,131,692	₱5,035,283	₱4,127,264	₱–	₱18,010	₱–	₱530,274	₱–	₱–	₱–	₱14,122,667
Inter-segment revenues	–	–	–	–	–	–	–	–	2,243	510,192	(512,435)	–
Total revenues (see Notes 34 and 39)	2,280,144	2,131,692	5,035,283	4,127,264	–	18,010	–	530,274	2,243	510,192	(512,435)	14,122,667
Cost of sale of ore	930,548	764,478	2,051,128	2,161,095	–	–	–	–	–	–	–	5,907,249
Cost of services	–	–	–	–	–	–	–	328,457	–	–	–	328,457
Cost of power generation	–	–	–	–	–	38,295	–	–	–	–	–	38,295
Shipping and loading costs	533,574	361,964	634,714	293,297	–	–	–	–	–	–	–	1,823,549
Excise taxes and royalties	151,634	328,437	402,823	123,818	–	–	–	–	–	–	–	1,006,712
Marketing	8,380	74,574	12,915	–	–	–	–	–	–	–	–	95,869
Segment operating earnings	₱656,008	₱602,239	₱1,933,703	₱1,549,054	₱–	(₱20,285)	₱–	₱201,817	₱2,243	₱510,192	(₱512,435)	₱4,922,536
General and administrative	₱97,164	₱29,505	₱107,478	₱67,041	₱86,479	₱148,510	₱–	₱–	₱–	₱314,074	₱–	₱850,251
Finance income	₱2,551	₱31,573	₱25,056	₱14,333	₱98	₱1,873	₱–	₱–	₱–	₱152,946	₱–	₱228,430
Finance expenses	₱2,682	₱5,707	₱9,219	₱5,542	₱–	₱81,344	₱–	₱–	₱–	₱115,439	₱–	₱219,933
Provision for (benefit from) income tax	₱125,509	₱157,175	₱586,400	₱447,992	(₱29,208)	₱32,930	₱–	₱–	(₱2,854)	₱131,534	₱–	₱1,449,478
Net income (loss) attributable to equity holders of the parent	₱431,102	₱444,639	₱1,051,393	₱769,697	(₱57,839)	(₱193,634)	(₱11,671)	₱–	₱–	(₱467,580)	₱–	₱1,966,107
Segment assets	₱1,642,678	₱2,025,461	₱9,316,316	₱5,078,962	₱1,056,496	₱11,972,765	₱795,102	₱–	₱19,239	₱13,074,445	₱–	₱44,981,464
Deferred income tax assets	51,645	45,301	91,647	80,721	44,994	–	–	–	–	55,744	–	370,052
Total assets	₱1,694,323	₱2,070,762	₱9,407,963	₱5,159,683	₱1,101,490	₱11,972,765	₱795,102	₱–	₱19,239	₱13,130,189	₱–	₱45,351,516
Segment liabilities	₱263,564	₱376,084	₱2,121,770	₱999,023	₱68,006	₱9,099,296	₱1,111	₱–	₱–	₱346,542	₱–	₱13,275,396
Deferred income tax liabilities - net	13,165	18,608	56,071	287,323	171,342	124,801	–	–	23,268	181,889	–	876,467
Total liabilities	₱276,729	₱394,692	₱2,177,841	₱1,286,346	₱239,348	₱9,224,097	₱1,111	₱–	₱23,268	₱528,431	₱–	₱14,151,863
Capital expenditures	₱79,707	₱65,344	₱459,023	₱155,350	₱42,301	₱2,418,621	₱109,439	₱–	₱–	₱19,965	₱–	₱3,349,750
Depreciation, amortization and depletion	₱283,703	₱132,653	₱593,872	₱415,237	₱3,502	₱64,337	₱73	₱–	₱–	₱21,892	₱–	₱1,515,269

	December 31, 2015											
	Mining					Power		Services				
	HMC	CMC	TMC	RTN	Geogen	EPI	NAC	RTN/TMC	HMC	Others	Eliminations	Total
External customers	₱2,314,823	₱2,350,200	₱5,069,801	₱5,060,825	₱–	₱–	₱–	₱635,997	₱–	₱–	₱–	₱15,431,646
Inter-segment revenues	–	–	–	–	–	–	–	–	2,070	521,882	(523,952)	–
Total revenues (see Notes 34 and 39)	2,314,823	2,350,200	5,069,801	5,060,825	–	–	–	635,997	2,070	521,882	(523,952)	15,431,646
Cost of sale of ore	896,657	720,815	2,063,434	2,598,342	–	–	–	–	–	–	–	6,279,248
Cost of services	–	–	–	–	–	–	–	–	–	357,917	–	357,917
Shipping and loading costs	460,172	421,561	519,322	370,101	–	–	–	–	(13,213)	–	–	1,757,943
Excise taxes and royalties	162,037	370,157	405,584	151,825	–	–	–	–	–	–	–	1,089,603
Marketing	16,925	98,579	10,529	4,133	–	–	–	–	–	–	–	130,166
Segment operating earnings	₱779,032	₱739,088	₱2,070,932	₱1,936,424	₱–	₱–	₱–	₱635,997	₱15,283	₱163,965	(₱523,952)	₱5,816,769
General and administrative	₱144,602	₱54,081	₱146,846	₱89,035	₱18,786	₱45,476	₱–	₱–	₱904	₱413,124	₱–	₱912,854
Finance income	₱5,222	₱9,261	₱29,469	₱15,942	₱43	₱425	₱–	₱–	₱–	₱244,750	₱–	₱305,112
Finance expenses	₱3,553	₱5,893	₱8,691	₱5,080	₱–	₱42,400	₱–	₱–	₱–	₱113,508	₱–	₱179,125
Provision for (benefit from) income tax	₱179,561	₱205,122	₱613,832	₱577,027	(₱8,529)	₱7,618	₱–	₱–	(₱2,854)	₱95,509	₱–	₱1,667,286
Net income (loss) attributable to equity holders of the parent	₱544,067	₱530,239	₱1,088,960	₱975,978	(₱12,152)	(₱48,981)	₱–	₱–	₱–	(₱1,042,968)	₱–	₱2,035,143
Segment assets	₱1,912,697	₱2,151,931	₱9,429,793	₱4,703,869	₱979,448	₱8,781,557	₱671,055	₱–	₱87,074	₱12,775,524	₱–	₱41,492,948
Deferred income tax assets	52,899	20,708	61,957	16,926	8,549	–	–	–	–	76,368	–	237,407
Total assets	₱1,965,596	₱2,172,639	₱9,491,750	₱4,720,795	₱987,997	₱8,781,557	₱671,055	₱–	₱87,074	₱12,851,892	₱–	₱41,730,355
Segment liabilities	₱303,119	₱327,646	₱2,170,079	₱829,079	₱43,071	₱7,590,638	₱–	₱–	₱–	₱322,017	₱–	₱11,585,649
Deferred income tax liabilities - net	9,088	2,113	21,911	306,581	164,262	92,009	–	–	26,122	109,432	–	731,518
Total liabilities	₱312,207	₱329,759	₱2,191,990	₱1,135,660	₱207,333	₱7,682,647	₱–	₱–	₱26,122	₱431,449	₱–	₱12,317,167
Capital expenditures	₱370,825	₱155,302	₱1,013,364	₱202,918	₱12,378	₱1,706,353	₱450,191	₱–	₱–	₱10,768	₱–	₱3,922,099
Depreciation, amortization and depletion	₱224,263	₱112,660	₱565,772	₱466,697	₱638	₱1,716	₱–	₱–	₱9,513	₱58,728	₱–	₱1,439,987

Inter-segment revenues are eliminated upon consolidation.

The Group has revenues from external customers as follows:

Country of Domicile	**2017**	2016	2015
China	**₱9,391,331**	₱9,084,745	₱8,629,266
Local	**3,867,539**	2,635,127	3,238,705
Japan	**2,480,426**	2,333,894	3,292,681
Australia	**–**	68,901	270,994
	₱15,739,296	₱14,122,667	₱15,431,646

The revenue information above is based on the location of the customer.

Revenue from two key customers for the sale of ores amounted to ₱8,059.0 million, ₱7,248.4 million and ₱5,569.5 million in 2017, 2016 and 2015, respectively.

SGV
Building a better working world

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1226 Makati City
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Fax: (632) 819 0872
ey.com/ph

BOA/PRC Reg. No. 0001,
December 14, 2015, valid until December 31, 2018
SEC Accreditation No. 0012-FR-4 (Group A),
November 10, 2015, valid until November 9, 2018

INDEPENDENT AUDITOR'S REPORT
ON SUPPLEMENTARY SCHEDULES

The Board of Directors and Stockholders
Nickel Asia Corporation and Subsidiaries
28th Floor NAC Tower, 32nd Street
Bonifacio Global City, Taguig City

We have audited in accordance with Philippine Standards on Auditing, the consolidated financial statements of Nickel Asia Corporation and its subsidiaries as at December 31, 2017 and 2016, and for each of the three years in the period ended December 31, 2017 included in this Form 17-A, and have issued our report thereon dated March 14, 2018. 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.

Jaime F. del Rosario
Partner
CPA Certificate No. 56915
SEC Accreditation No. 0076-AR-4 (Group A),
May 1, 2016, valid until May 1, 2019
Tax Identification No. 102-096-009
BIR Accreditation No. 08-001998-72-2018,
February 14, 2018, valid until February 13, 2021
PTR No. 6621247, January 9, 2018, Makati City

March 14, 2018

NICKEL ASIA CORPORATION AND SUBSIDIARIES

INDEX TO THE CONSOLIDATED FINANCIAL STATEMENTS AND SUPPLEMENTARY SCHEDULES

FOR THE YEAR ENDED DECEMBER 31, 2017

SCHEDULE I

NICKEL ASIA CORPORATION
RECONCILIATION OF RETAINED EARNINGS AVAILABLE FOR DIVIDEND DECLARATION
PURSUANT TO SEC MEMORANDUM CIRCULAR NO.11
DECEMBER 31, 2017

Unappropriated retained earnings as at December 31, 2016, as reflected in audited financial statements	₱11,264,658,713
Unrealized foreign exchange gains - net except those attributable to cash and cash equivalents	(180,659,290)
Amount of recognized deferred income tax asset that reduced the amount of income tax expense and increased the net income and retained earnings, until realized	(42,042,767)
Unappropriated retained earnings, *as adjusted to available for dividend distribution, beginning*	11,041,956,656
Add: Net income actually earned/realized during the period	
Net income during the period closed to retained earnings	3,655,172,420
Less: Non-actual/unrealized income net of tax	
Unrealized foreign exchange gains - net (except those attributable to cash and cash equivalents)	(1,458,226)
Net income actually earned during the period	3,653,714,194
Less: Dividend declarations during the period	(608,738,316)
TOTAL RETAINED EARNINGS AVAILABLE FOR DIVIDEND DISTRIBUTION AS AT DECEMBER 31, 2017	**₱14,086,932,534**

SCHEDULE II

NICKEL ASIA CORPORATION AND SUBSIDIARIES
TABULAR SCHEDULE OF EFFECTIVE STANDARDS AND INTERPRETATIONS UNDER THE PFRS PURSUANT TO SRC RULE 68, AS AMENDED
DECEMBER 31, 2017

List of Philippine Financial Reporting Standards (PFRSs) [which consist of PFRSs, Philippine Accounting Standards (PASs) and Philippine Interpretations] effective as at December 31, 2017:

PHILIPPINE FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS Effective as at December 31, 2017		Adopted	Not Adopted/ Not Early 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 Operations			✓
PFRS 6	Exploration for and Evaluation of Mineral Resources	✓		

PHILIPPINE FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS **Effective as at December 31, 2017**		**Adopted**	**Not Adopted/ Not Early Adopted**	**Not Applicable**
PFRS 7	Financial Instruments: Disclosures	✓		
	Amendments to PFRS 7: Transition	✓		
	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		✓	
	Amendments to PFRS 9: Mandatory Effective Date of PFRS 9 and Transition Disclosures		✓	
PFRS 10	Consolidated Financial Statements	✓		
PFRS 11	Joint Arrangements			✓
PFRS 12	Disclosure of Interests in Other Entities	✓		
PFRS 13	Fair Value Measurement	✓		
Philippine Accounting Standards				
PAS 1 (Revised)	Presentation of Financial Statements	✓		
	Amendment to PAS 1: Capital Disclosures	✓		
	Amendments to PAS 32 and PAS 1: Puttable Financial Instruments and Obligations Arising on Liquidation			✓
	Amendments to PAS 1: Presentation of Items of Other Comprehensive Income	✓		
PAS 2	Inventories	✓		
PAS 7	Statement of Cash Flows	✓		
PAS 8	Accounting Policies, Changes in Accounting Estimates and Errors	✓		
PAS 10	Events after the Balance Sheet Date	✓		
PAS 11	Construction Contracts			✓

PHILIPPINE FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS Effective as at December 31, 2017		**Adopted**	**Not Adopted/ Not Early Adopted**	**Not Applicable**
PAS 12	Income Taxes	✓		
	Amendment to PAS 12 - Deferred Tax: Recovery of Underlying Assets			✓
PAS 16	Property, Plant and Equipment	✓		
PAS 17	Leases	✓		
PAS 18	Revenue	✓		
PAS 19 (Amended)	Employee Benefits	✓		
	Amendments to PAS 19: Actuarial Gains and Losses, Group Plans and Disclosures	✓		
	Amendments to PAS 19: Defined Benefit Plans: Employee Contributions			✓
PAS 20	Accounting for Government Grants and Disclosure of Government Assistance			✓
PAS 21	The Effects of Changes in Foreign Exchange Rates	✓		
	Amendment: Net Investment in a Foreign Operation			✓
PAS 23 (Revised)	Borrowing Costs	✓		
PAS 24 (Revised)	Related Party Disclosures	✓		
PAS 26	Accounting and Reporting by Retirement Benefit Plans			✓
PAS 27 (Amended)	Separate Financial Statements	✓		
PAS 28 (Amended)	Investments in Associates and Joint Ventures	✓		
PAS 29	Financial Reporting in Hyperinflationary Economies			✓
PAS 31	Interests in Joint Ventures			✓
PAS 32	Financial Instruments: Disclosure and Presentation	✓		
	Amendments to PAS 32 and PAS 1: Puttable Financial Instruments and Obligations Arising on Liquidation			✓
	Amendment to PAS 32: Classification of Rights Issues			✓
	Amendments to PAS 32: Offsetting Financial Assets and Financial Liabilities	✓		
PAS 33	Earnings per Share	✓		
PAS 34	Interim Financial Reporting			✓
PAS 36	Impairment of Assets	✓		
PAS 37	Provisions, Contingent Liabilities and Contingent Assets	✓		

PHILIPPINE FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS Effective as at December 31, 2017		Adopted	Not Adopted/ Not Early Adopted	Not Applicable
PAS 38	Intangible Assets	✓		
PAS 39	Financial Instruments: Recognition and Measurement	✓		
	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			✓
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	Determining Whether an Arrangement Contains a Lease	✓		
IFRIC 5	Rights to Interests arising from Decommissioning, Restoration and Environmental Rehabilitation Funds	✓		
IFRIC 6	Liabilities arising from Participating in a Specific Market - Waste Electrical and Electronic Equipment			✓
IFRIC 7	Applying the Restatement Approach under PAS 29 Financial Reporting in Hyperinflationary Economies			✓
IFRIC 9	Reassessment of Embedded Derivatives			✓
	Amendments to Philippine Interpretation IFRIC 9 and PAS 39: Embedded Derivatives			✓
IFRIC 10	Interim Financial Reporting and Impairment			✓
IFRIC 12	Service Concession Arrangements			✓
IFRIC 13	Customer Loyalty Programmes			✓

PHILIPPINE FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS Effective as at December 31, 2017		Adopted	Not Adopted/ Not Early Adopted	Not Applicable
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	✓		
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			✓
	Amendments to Philippine Interpretations IFRIC 14, Prepayments of a Minimum Funding Requirement			✓
SIC-32	Intangible Assets - Web Site Costs			✓

The Company has not early adopted any PFRSs, PAS and Philippine Interpretations effective January 1, 2018 onwards.

SCHEDULE III

NICKEL ASIA CORPORATION AND SUBSIDIARIES

Schedule A. Financial Assets
December 31, 2017

Name of Issuing Entity and Description of Each Issue	Number of Shares or Principal Amount of Bonds and Notes	Amount Shown in the Statement of Financial Position	Value Based on Market Quotations at End of Reporting Date	Income Received and Accrued
	In Thousands			
Cash on hand and with banks	N/A	₱955,114	₱955,114	
Cash under managed funds	N/A	177,014	177,014	₱137,499
Short-term cash investments	N/A	8,513,804	8,513,804	
Cash and cash equivalents		9,645,932	9,645,932	137,499
Trade	N/A	619,731	619,731	–
Current portion of loan receivable	N/A	94,203	94,203	2,914
Interest receivable	N/A	53,619	53,619	–
Receivable from CBNC	N/A	40,679	40,679	–
Amounts owed by related parties	N/A	7,351	7,351	–
Others	N/A	40,820	40,820	–
Trade and other receivables		856,403	856,403	2,914

(Forward)

NICKEL ASIA CORPORATION AND SUBSIDIARIES
Schedule A. Financial Assets
December 31, 2017

Name of Issuing Entity and Description of Each Issue	Number of Shares or Principal Amount of Bonds and Notes	Amount Shown in the Statement of Financial Position	Value Based on Market Quotations at End of Reporting Date	Income Received and Accrued
		In Thousands		
Manila Golf and Country Club	1 share	₱42,000	₱42,000	₱–
Wack-Wack Golf and Country Club	1 share	24,000	24,000	–
Valle Verde Country Club	1 share	120	120	–
Camp John Hay Country Club	1 share	180	180	–
Ayala Land, Inc.	₱115,000	116,353	116,353	4,437
Retail Treasury Bond	₱100,000	100,000	100,000	2,523
Aboitiz Equity Ventures, Inc.	₱50,000	49,568	49,568	1,765
SM Prime Holdings, Inc.	₱25,000	25,870	25,870	638
Philippine Long Distance and Telephone Company	₱20,000	20,443	20,443	836
ABS-CBN Corporation	₱20,000	20,516	20,516	854
JG Summit Corporation	₱20,000	20,529	20,529	837
Globe Telecom Inc.	₱10,000	9,918	9,918	1,311
DoubleDragon Properties Corporation	₱10,000	9,167	9,167	215
Security Bank Corporation - Tier II Funds	₱40,000	40,000	40,000	1,720
NiHao Mineral Resources International, Inc.	101,000,000 shares	152,510	152,510	–
Eurasian Consolidated Minerals Pty. Ltd.	13,250,000 shares	79,828	79,828	–
Philippine Long Distance and Telephone Company	25,000 shares	37,000	37,000	1,900
Security Bank Corporation	58,027 shares	14,588	14,588	100
Eagle Cement Corporation	666,600 shares	9,852	9,852	–
Philippine Long Distance and Telephone Company	–	217	217	34
Security Bank Corporation - Money Market Fund	39,796,443 units	51,760	51,760	–
BPI Asset Management - Money Market Fund	50,599 units	11,985	11,985	–
BDO Institutional Cash Reserve Fund	9,264 units	1,051	1,051	–
ATR Kim Eng Capital Partners, Inc. - Equity Opportunity Fund	25,479,005 shares	117,018	117,018	–
ATR Kim Eng Capital Partners, Inc. - Alpha Opportunity Fund	14,541,224 shares	23,219	23,219	–
Keyland Ayala Properties Inc. (formerly Security Land Corporation)	3,056,198 shares	126,758	126,758	15,281

(Forward)

NICKEL ASIA CORPORATION AND SUBSIDIARIES
Schedule A. Financial Assets
December 31, 2017

Name of Issuing Entity and Description of Each Issue	Number of Shares or Principal Amount of Bonds and Notes	Amount Shown in the Statement of Financial Position	Value Based on Market Quotations at End of Reporting Date	Income Received and Accrued
		In Thousands		
Credit Suisse AG - debt and equity securities	various	₱1,137,699	₱1,137,699	₱26,411
BNP Paribas Wealth Management - debt and equity securities	various	1,106,588	1,106,588	21,232
BPI Asset Management - debt securities	various	769,881	769,881	21,459
BDO Unibank, Inc. - debt and equity securities	various	616,134	616,134	12,616
Security Bank Corporation - debt and equity securities	various	607,444	607,444	18,482
DBS Private Bank - debt and equity securities	various	505,889	505,889	19,167
Maybank ATR Kim Eng Capital Partners, Inc. - debt and equity securities	various	449,095	449,095	11,182
Philam Asset Management Inc. - debt and equity securities	various	361,240	361,240	9,524
AFS financial assets		6,658,420	6,658,420	172,524
Loan receivable - net of current portion	N/A	767,641	767,641	24,231
Long-term negotiable instruments	N/A	40,000	40,000	1,305
Other noncurrent assets		807,641	807,641	25,536
Total		₱17,968,396	₱17,968,396	₱338,473

NICKEL ASIA CORPORATION AND SUBSIDIARIES

Schedule B. Amounts Receivable from Directors, Officers, Employees, Related Parties and Principal Stockholders (Other than Affiliates)
December 31, 2017

Name and Designation of Debtor	Beginning Balance	Additions	Deductions: Amount Collected	Deductions: Amount Written-Off	Current	Noncurrent	Ending Balance
There are no receivables from Directors, Officers, Employees, Related Parties and Principal Stockholders other than subject to usual terms, for ordinary travel and expense advances, and for other such items arising in the ordinary course of business, and eliminated in consolidation.							

NICKEL ASIA CORPORATION
Schedule C. Amounts Receivable from Related Parties which are Eliminated in the Consolidated Financial Statements
December 31, 2017

Name of Subsidiary	Balance At January 1, 2017	Additions	Amounts collected	Reclassification	Amounts Written Off	Current	Noncurrent	Amount Eliminated
	In Thousands							
Geogen Corporation	₱370,424	₱185,148	₱–	₱–	₱–	₱555,572	₱–	₱555,572
Cordillera Exploration Co., Inc.	97,585	42,374	–	(92,050)	–	47,909	–	47,909
Rio Tuba Nickel Mining Corporation	2,931	2,273	(2,256)	–	–	2,948	–	2,948
Hinatuan Mining Corporation	(2,454)	2,134	(2,237)	–	–	(2,557)	–	(2,557)
Taganito Mining Corporation	435	2,447	(2,473)	–	–	409	–	409
Cagdianao Mining Corporation	312	2,097	(2,059)	–	–	350	–	350
	₱469,233	₱236,473	(₱9,025)	(₱92,050)	₱–	₱604,631	₱–	₱604,631

NICKEL ASIA CORPORATION AND SUBSIDIARIES
Schedule D. Intangible Assets - Other Assets
December 31, 2017

Description	January 1, 2017	Additions At Cost	Deductions: Charged to Costs and Expenses	Deductions: Charged to Other Accounts	Other Changes - Additions (Deductions)	December 31, 2017
	In Thousands					
Geothermal exploration and evaluation assets [(a)]	₱1,775,799	₱21,776	₱–	₱–	(₱13,392)	₱1,784,183
Other Noncurrent Assets [(b)]						
Deferred mine exploration costs	1,218,332	12,333	(1,233)	–	–	1,229,432
Project development costs	22,687	89,983	–	–	–	112,670
	₱3,016,818	₱124,092	(₱1,233)	₱–	(₱13,392)	₱3,126,285

(a) Disclosed in Note 11 to the Consolidated Financial Statements
(b) Disclosed in Note 13 to the Consolidated Financial Statements

NICKEL ASIA CORPORATION AND SUBSIDIARIES
Schedule E. Long-term Debts
December 31, 2017

Name of Issuer and Type of Obligation	Amount Authorized by Indenture	Amount Shown as Current	Amount Shown as Long-term	Remarks
	In Thousands			
Long-term Debts				
Security Bank Corporation	₱–	₱1,498,159	₱–	A
Taganito HPAL Nickel Corporation	–	87,377	1,092,219	B
Land Bank of the Philippines	–	27,273	256,992	C
Sumitomo Metal Mining Co. Ltd.	–	22,369	–	D
Deferred Income				
Taganito HPAL Nickel Corporation	–	4,483	58,659	E
Total	₱–	₱1,639,661	₱1,407,870	

Remarks:

A. Interest rate ranges from 4.6% to 5.0%; principal is payable on or before the end of the third year following the date of drawdown.

B. Interest rate is based on prevailing 180-day LIBOR plus 2% spread; principal is payable in semi-annual installments of US$875,000, payable in April and October until April 10, 2031.

C. Annual floating interest rate is at least 4.75%; payable in forty-four equal quarterly payments starting at the end of the fifth quarter from the date of the initial loan.

D. Interest rate is based on prevailing 180-day British Banker Associate LIBOR plus 2% spread; principal is payable in semi-annual installments of US$448,000, payable in February and August until February 28, 2018.

E. The obligation is covered by a Lease Agreement with THNC.

NICKEL ASIA CORPORATION AND SUBSIDIARIES

Schedule F. Indebtedness to Affiliates and Related Parties (Short-term and Long-term Debts with Related Companies)
December 31, 2017

Name of Affiliate	January 1, 2017	December 31, 2017
	In Thousands	
Short-term Debt		
Manta Equities Inc.	₱180,000	₱–
Long-term Debts		
Taganito HPAL Nickel Corporation	1,261,645	1,179,596
Sumitomo Metal Mining Co. Ltd.	66,824	22,369
	1,328,469	1,201,965
Deferred Income		
Taganito HPAL Nickel Corporation	67,383	63,142
	₱1,575,852	₱1,265,107

NICKEL ASIA CORPORATION AND SUBSIDIARIES
Schedule G. Guarantees of Securities of Other Issuers
December 31, 2017

Name of Issuing Entity of Securities Guaranteed by the Company for which Statement is Filed	Title of Issue of Each Class of Securities Guaranteed	Total Amount Guaranteed and Outstanding	Amount Owned by the Company for which Statement is Filed	Nature of Guarantee

- Not applicable-

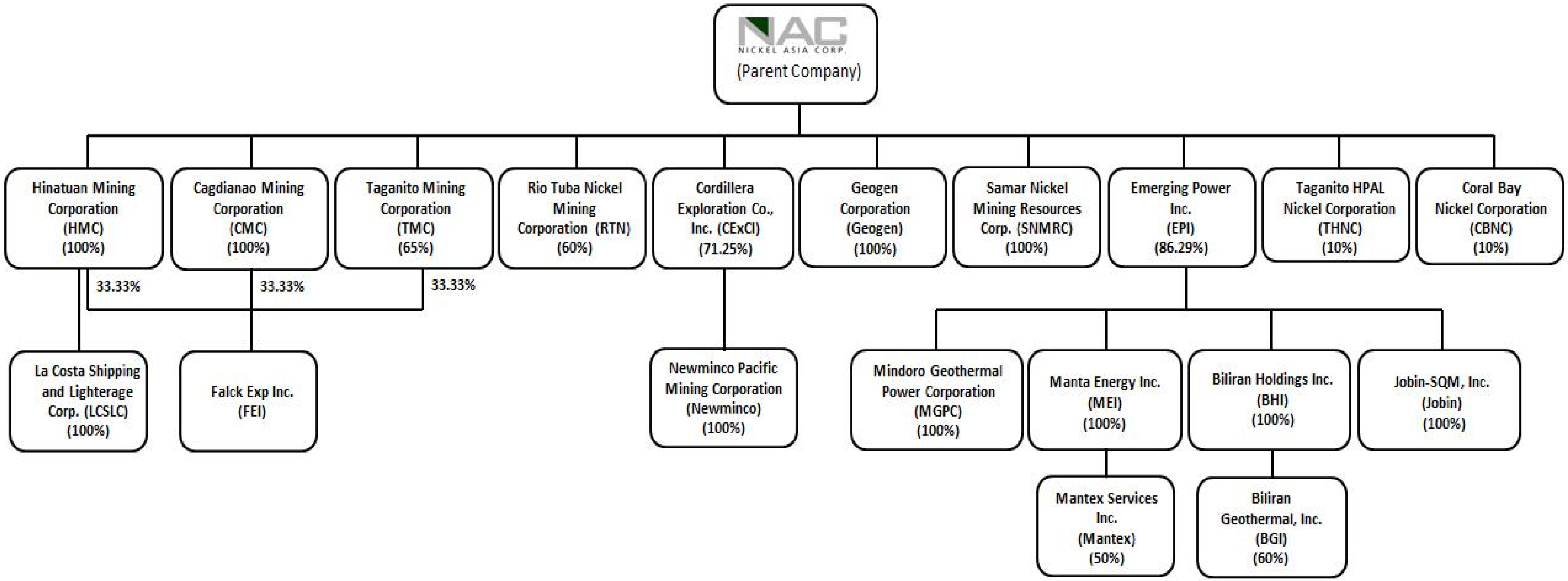
NICKEL ASIA CORPORATION AND SUBSIDIARIES

Schedule H. Capital Stock
December 31, 2017

Title of Issue	Number of Shares Authorized	Number of Shares Issued and Outstanding	Number of Shares Reserved for Options, Warrants, Conversions and Other Rights	Number of Shares Held By: Affiliates	Directors, Officers and Employees	Others
Common Stock	19,265,000,000	7,602,928,954	70,294,846	5,190,336,286	1,002,245,604	1,410,347,064
Preferred Stock	720,000,000	720,000,000	–	720,000,000	–	–

SCHEDULE IV

NICKEL ASIA CORPORATION AND SUBSIDIARIES
A MAP SHOWING THE RELATIONSHIPS BETWEEN AND AMONG THE COMPANY AND ITS ULTIMATE PARENT COMPANY, MIDDLE PARENT, SUBSIDIARIES, CO-SUBSIDIARIES AND ASSOCIATES PURSUANT TO SRC RULE 68, AS AMENDED
DECEMBER 31, 2017



Note: There is no pyramid ownership structure and/or cross holding structure.

SCHEDULE V

NICKEL ASIA CORPORATION AND SUBSIDIARIES
SCHEDULE SHOWING FINANCIAL SOUNDNESS
PURSUANT TO SRC RULE 68, AS AMENDED
DECEMBER 31, 2017

	2017	2016
A. *Liquidity ratios*		
Current ratio	**2.17**	2.58
Quick ratio	**1.71**	2.06
Solvency ratio	**3.65**	3.20
B. *Financial leverage ratios*		
Debt ratio	**0.27**	0.31
Debt-to-equity ratio	**0.38**	0.45
Interest coverage	**28.54**	31.65
Asset-to-equity ratios	**1.38**	1.45
C. *Profitability ratios*		
Net profit margin analysis	**0.24**	0.19
Return on assets	**0.08**	0.06
Return on equity	**0.12**	0.09
Gross profit margin	**0.58**	0.55
Price/earnings ratio	**17.58**	30.69

REPORT ACCOMPANYING THE INFORMATION STATEMENT

MANAGEMENT REPORT

I. Financial Statements

The audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2017 in compliance with SRC Rule 68, as amended, is attached to the Information Statement and is incorporated by reference.

II. Information on Independent Accountants and other Related Matters

The Company's consolidated financial statements for the year ended 31 December 2017 have been audited by SyCip Gorres Velayo & Co ("SGV & Co") (a member practice of Ernst & Young Global Limited), independent auditors, as stated in their reports appearing herein.

Mr. Jaime F. del Rosario is the Company's current audit partner. We have not had any disagreements on accounting and financial disclosures with our current external auditors for the same periods or any subsequent interim period.

There were no disagreements with SGV & Co. on any matter of accounting and financial disclosure.

The following table sets out the aggregate fees incurred for the year 2017 and 2016 for professional services rendered by SGV & Co.:

	2017	2016
	(In Thousands)	
Audit and Audit-Related Services	₱14,207	₱13,457
Non-Audit Services	1,713	1,574
Total	₱15,920	₱15,031

III. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis is based on the audited consolidated financial statements as at December 31, 2017 and 2016 and for the years ended December 31, 2017, 2016 and 2015, prepared in conformity with Philippine Financial Reporting Standards (PFRS) and accompanying Notes to the Consolidated Financial Statements and should be read in conjunction with the audited consolidated financial statements.

The Group has not, in the past five years and since its incorporation, revised its financial statements for reasons other than changes in accounting policies.

Summary Financial Information
The Consolidated Financial Statements as at December 31, 2017 and 2016 and for the years ended December 31, 2017, 2016 and 2015 are hereto attached.

The following table sets forth the summary financial information for the three years ended December 31, 2017, 2016 and 2015 and as at December 31, 2017, 2016 and 2015:

Summary Consolidated Statements of Income

	For the Years Ended Dec 31			Horizontal Analysis			
				Increase (Decrease)		Increase (Decrease)	
	2017	2016	2015	2017 vs. 2016	%	2016 vs. 2015	%
	(In thousand pesos)						
Revenues	15,739,296	14,122,667	15,431,646	1,616,629	11%	(1,308,979)	-8%
Costs	(6,641,856)	(6,274,001)	(6,637,165)	367,855	-6%	(363,164)	5%
Operating expenses	(3,689,713)	(3,776,381)	(3,890,566)	(86,668)	-2%	(114,185)	-3%
Finance income	316,303	228,430	305,112	87,873	38%	(76,682)	-25%
Finance expenses	(246,615)	(219,933)	(179,125)	26,682	12%	40,808	23%
Equity in net income (losses) of associates	197,972	(413,702)	(811,369)	611,674	148%	(397,667)	-49%
Other income (charges) - net	(84,387)	493,540	493,544	(577,927)	-117%	(4)	0%
Provision for income tax	(1,736,856)	(1,449,478)	(1,667,286)	287,378	20%	(217,808)	-13%
Net income	3,854,144	2,711,142	3,044,791	1,143,002	42%	(333,649)	11%
Net income attributable to:							
Equity holders of the parent	2,770,768	1,966,107	2,035,143	804,661	41%	(69,036)	-3%
Non-controlling interests	1,083,376	745,035	1,009,648	338,341	45%	(264,613)	-26%
	3,854,144	2,711,142	3,044,791	1,143,002	42%	(333,649)	-11%

Summary Consolidated Statements of Financial Position

				Horizontal Analysis			
	2017	2016	2015	Increase (Decrease)		Increase (Decrease)	
	(In Thousand Pesos)			2017 vs. 2016	%	2016 vs. 2015	%
Current assets	20,898,438	20,522,768	16,677,942	375,670	2%	3,844,826	23%
Noncurrent assets	24,838,661	24,828,748	25,052,413	9,913	0%	(223,665)	-1%
Total assets	45,737,099	45,351,516	41,730,355	385,583	1%	3,621,161	9%
Current liabilities	9,614,431	7,945,838	7,713,231	1,668,593	21%	232,607	3%
Noncurrent liabilities	2,904,480	6,206,025	4,603,936	(3,301,545)	-53%	1,602,089	35%
Non-controlling interests	3,761,207	4,179,162	3,901,315	(417,955)	-10%	277,847	7%
Equity attributable to equity holders of the Parent	29,456,981	27,020,491	25,511,873	2,436,490	9%	1,508,618	6%
Total liabilities and equity	45,737,099	45,351,516	41,730,355	385,583	1%	3,621,161	9%

Summary Consolidated Statements of Cash Flows

	For the Years Ended December 31		
	2017	2016	2015
	(In Thousand Pesos)		
Net cash flows from (used in):			
Operating activities	5,296,256	4,513,391	4,858,196
Investing activities	(1,468,106)	(1,840,227)	(9,285,465)
Financing activities	(3,807,731)	(346,594)	(2,195,157)
Net increase (decrease) in cash and cash equivalents	20,419	2,326,570	(6,622,426)
Cash and cash equivalents, beginning	9,647,943	7,073,171	13,561,803
Effect of exchange rate changes in cash and cash equivalents	(22,430)	248,202	133,794
Cash and cash equivalents, end	9,645,932	9,647,943	7,073,171

RESULTS OF OPERATIONS

Calendar year ended December 31, 2017 compared with calendar year ended December 31, 2016

Revenues
Our total revenues were ₱15,739.3 million in 2017 compared to ₱14,122.7 million in 2016, an increase of ₱1,616.6 million, or 11%.

Sale of ore
The Group's value of shipments in 2017 rose by 9% to ₱14,434.8 million from ₱13,233.5 million in 2016. Although shipment volumes were lower compared to the prior year, the increase in revenues was due to higher average prices, in part the result of a change in the ore mix to higher value ore, and a more favorable Peso to US dollar exchange rate.

The realized price on 9,640.2 thousand WMT of ore sales to Japanese and Chinese customers in 2017 averaged $24.46 per WMT compared to an average of $20.77 per WMT on 11,691.7 thousand WMT of ore sales realized in 2016.

With respect to low-grade limonite ore sold to both the Coral Bay and Taganito processing plants, which are linked to LME prices, the Company realized an average of $4.67 per pound of payable nickel on 8,062.4 thousand WMT sold in 2017. This compares to an average price of $4.39 per pound of payable nickel on 7,562.4 thousand WMT sold in the prior year.

On a per mine basis, the Group's Taganito mine accounted for 43% of total shipments during the year. The mine shipped 3,054.8 thousand WMT of saprolite ore and delivered 4,590.0 thousand WMT of limonite ore to the Taganito HPAL plant, or a total combined shipment of 7,644.8 thousand WMT. The comparable figures for last year were 2,337.7 thousand WMT of saprolite ore and 5,659.0 thousand WMT of limonite ore, including 4,113.2 thousand WMT delivered to the Taganito HPAL plant, or a combined shipment of 7,996.7 thousand WMT.

The Rio Tuba mine accounted for 33% of total shipments, which consisted of 2,113.1 thousand WMT of saprolite ore and 3,643.5 thousand WMT of limonite ore, including 3,472.4 thousand WMT of ore delivered to the Coral Bay HPAL plant or a total of 5,756.6 thousand WMT. The comparable figures for last year were 2,273.5 thousand WMT, 3,884.0 thousand WMT and 3,449.2 thousand WMT, respectively, or a total of 6,157.5 thousand WMT.

Shipments from the Group's Hinatuan and Cagdianao mines were likewise lower during the year due to a late start of shipments as a result of prolonged heavy rains. Total shipments from Hinatuan consist of 2,450.7 thousand WMT compared to 3,034.3 thousand WMT in 2016, while the Cagdianao mine shipped 1,850.4 thousand WMT versus 2,065.6 thousand WMT in the prior year.

On an aggregate basis, the Group sold 17,702.5 thousand WMT of nickel ore from its four operating mines in 2017 at an average price of $16.19 per WMT compared to 19,254.1 thousand WMT at an average price of $14.51 per WMT in 2016.

The realized Peso / U.S. dollar exchange rate for ore sales was ₱50.42 in 2017 compared to ₱47.38 in 2016.

RTN's revenue from sale of limestone was ₱462.3 million in 2017 compared to ₱340.9 million in 2016, an increase of ₱121.4 million or 36%. The increase was attributable to the 46.6 thousand WMT or 10% increase in limestone sales in the current year compared to last year.

Services and Others
Our revenue from services and others was ₱630.1 million in 2017 compared to ₱530.3 million in 2016, an increase of ₱99.8 million, or 19%. Services revenue largely consists of payments made to us in consideration for hauling, manpower and other ancillary services that RTN and TMC provides to CBNC and THNC, respectively, and usage fee charged by TMC to THNC for the use of its pier facility. The increase in revenue from services and others was mainly attributable to the 18% increase in volume handled by TMC.

Sale of Power
In 2017, the Group generated revenue from its power generation activities, primarily from solar power, amounting to ₱212.2 million whereas there was only ₱18.0 million in last year since the operations started only in May 2016.

<u>*Costs*</u>
Our costs amounted to ₱6,641.9 million in 2017 compared to ₱6,274.0 million in 2016, an increase of ₱367.9 million, or 6%.

Cost of Sale of Ore
Our cost of sale of ore was ₱6,033.2 million in 2017 compared to ₱5,907.2 million in 2016, an increase of ₱126.0 million, or 2%. Personnel cost was higher by ₱143.5 million due to annual salary adjustment and new regularized employees; production overhead was higher by ₱330.2 million due to increase in fuel cost and equipment rental; and outside services was higher by ₱81.4 million due to higher materials handled by the contractors. However, the increase was partially offset by the decrease in depreciation, amortization and depletion and long-term stockpile inventory sold by ₱159.5 million and ₱38.2 million, respectively.

Cost of Services
Cost of services was ₱351.3 million in 2017 compared to ₱328.5 million in 2016, an increase of ₱22.8 million, or 7%. Costs of services largely consist of the cost of hauling, providing manpower and other ancillary services to CBNC and THNC, plus the costs of maintaining the pier facility used by THNC. The increase in cost of services was attributable mainly to the 18% increase in volume handled by TMC. Moreover, the fuel cost per liter was higher than last year by around 27%.

Cost of Power Generation
Cost of power generation amounted to ₱257.3 million in 2017 versus ₱38.3 million in 2016 since the power generation activities of the Group started only in May 2016.

<u>*Operating Expenses*</u>
Our operating expenses amounted to ₱3,689.7 million in 2017 compared to ₱3,776.4 million in 2016, a decrease of ₱86.7 million, or 2%.

Shipping and Loading
Shipping and loading costs were ₱1,626.4 million for the year 2017 compared to ₱1,823.5 million for the year 2016, a decrease of ₱197.1 million due to the 18% decline in the volume of direct ore export. There was also a decrease in contract fees by ₱254.5 million since most of the shipments were handled in-house and long-term LCT charter contracts expired at the end of the first quarter of 2016. The Group has since entered into short-term LCT charters on a per need basis.

Excise Taxes and Royalties
Our excise taxes and royalties were ₱1,103.7 million in 2017 compared to ₱1,006.7 million in 2016, an increase of ₱97.0 million, or 10%. The increase in excise taxes and royalties was attributable to higher revenue from sale of nickel ore and limestone during the year.

General and Administrative
General and administrative expenses were ₱863.2 million for the year 2017 compared to ₱850.3 million for the year 2016, an increase of ₱12.9 million, or 2%. The increase in personnel costs by ₱45.8 million, depreciation by ₱5.1 million, publicity and promotions by ₱5.0 and other general and administrative expenses, which are composed of numerous transactions with minimal amounts, by ₱19.4 million are the main factors for the increase in the account. However, this was partially offset by the decrease in taxes and licenses by ₱25.3 million, rentals, which is mostly equipment rental, by ₱24.9 million and donations by ₱15.7 million.

Marketing
Marketing costs were ₱96.5 million and ₱95.9 million in 2017 and 2016, respectively. The slight increase in marketing cost was also brought by the increase in our sales revenue in 2017 compared with 2016 since the commission paid by CMC to its claimowner and the marketing fees paid to Mitsubishi Corporation are based on certain percentage of sales revenue.

Finance Income
Our finance income was ₱316.3 million in 2017 compared to ₱228.4 million in 2016, an increase of ₱87.9 million, or 38%. The increase in finance income was attributable mainly to the increase in interest income from cash and cash equivalents by ₱61.6 million or 81%; and from AFS debt instruments by ₱13.7 million or 11% and sale of AFS financial assets in 2017 which resulted to a gain of ₱14.3 million compared to a loss of ₱11.7 million in 2016.

Finance Expenses
Our finance expense was ₱246.6 million in 2017 compared with ₱219.9 million in 2016, an increase of ₱26.7 million, or 12%. The movement in our finance expense arose from interest on bank loans of EPI and Jobin, which increased by ₱58.3 million mainly because in 2016 a part of the interest expense incurred by EPI and Jobin were capitalized as borrowing cost. Accretion of interest on provision for mine rehabilitation and decommissioning also increased by ₱7.2 million due to the ₱263.6 million adjustment in the capitalized cost of mine rehabilitation and decommissioning in 2016. The increase was partially offset by ₱33.4 million decrease in guarantee service fee due to reduction in the Group's share in THNC's results of operations from 22.5% to 10% effective July 1, 2016.

Equity in Net Income (Losses) of Associates
Our equity in net income (losses) of THNC and CBNC was ₱198.0 million income and ₱413.7 million loss in 2017 and 2016, respectively. The results of operations of THNC and CBNC was net income of US$19.0 million and US$20.3 million, respectively, in 2017 compared to a net loss of US$21.4 million and US$21.8 million, respectively, in 2016. The increase in the associates results of operations was due to lower operating costs and higher cobalt prices, a by-product of THNC and CBNC plants.

Other Income (Charges) - net
Our other income (charges) - net in 2017 were ₱84.4 million charges compared to ₱493.5 million income in 2016, a decrease of P577.9 million or 117%. The movement in the account was attributable to the following: 1) the favorable impact of changes in foreign exchange rate in 2017 was lower by ₱282.9 million compared to last year; 2) a gain of ₱239.6 million on the sale of the Parent Company's 12.5% interest in THNC to SMM was recognized in 2016; 3) impairment losses on AFS financial assets was higher by ₱14.1 million compared to last year; 4) decrease in special projects by ₱18.9 million; and 5) increase in demurrage by ₱35.7 million.

Provision for (Benefit from) Income Tax
Provision for income tax was ₱1,736.9 million in 2017 compared to ₱1,449.5 million in 2016, an increase of ₱287.4 million, or 20%. Our current provision for income tax in 2017 was ₱1,865.3 million compared to ₱1,441.5 million in 2016, an increase of ₱423.8 million, or 29% primarily due to the increase in our taxable income in 2017 resulting from higher sales revenue. Our provision for (benefit from) deferred income tax in 2017 was ₱128.5 million benefit compared to ₱8.0 million provision in 2016, a decrease in provision by ₱136.5 million. Movement in provision for (benefit from) deferred income tax arises mainly from the tax impact of lower net unrealized foreign exchange gains in 2017, which resulted to lower provision for deferred income tax by ₱81.5 million as compared in 2016, and the tax impact of the amortization of long-term stockpile inventory sold, which resulted to ₱49.0 million benefit from deferred income tax.

Net Income
As a result of the foregoing, our consolidated net income was ₱3,854.1 million in 2017 compared to ₱2,711.1 million in 2016. Net of non-controlling interests, our net income was ₱ 2,770.8 million in 2017 compared to ₱1,966.1 million in 2016, an increase of ₱804.7 million, or 41%.

Calendar year ended December 31, 2016 compared with calendar year ended December 31, 2015

Revenues
Our total revenues were ₱14,122.7 million in 2016 compared to ₱15,431.6 million in 2015, a decrease of ₱1,308.9 million, or 8%.

Sale of ore
We sold an aggregate 19,254.1 thousand WMT of nickel ore in 2016, marginally lower compared to 19,671.6 thousand WMT of nickel ore in 2015. Our sales for this year included 7,342.1 thousand WMT of saprolite ore sold to customers in Japan, China and Australia, 4,349.6 thousand WMT of limonite ore to our customers in China and Australia, and 7,562.4 thousand WMT of limonite ore to CBNC and THNC compared to sales of 7,058.9 thousand WMT, 4,814.8 thousand WMT and 7,797.9 thousand WMT, respectively, in 2015.

Lower shipment volume coupled with the overall weakness in nickel ore prices led to a drop in the Group's value of shipments from ₱14,381.5 million in 2015 to ₱13,233.5 million in 2016.

The realized nickel price on 11,691.7 thousand WMT of ore sales mainly to Japanese and Chinese customers in 2016 averaged $20.77 per WMT compared to an average of $22.64 per WMT realized on 11,873.6 thousand WMT in 2015.

With respect to low-grade limonite ore sold to both the Coral Bay and Taganito processing plants, which are linked to LME prices, the Group realized an average of $4.39 per pound of payable nickel on 7,562.4 thousand WMT sold in 2016. This compares to an average price of $5.36 per pound of payable nickel on 7,797.9 thousand WMT sold in 2015. The lower volume compared to the prior year was due to remedial work conducted over a one month period at the Taganito HPAL plant, which reduced ore delivery from the Group's Taganito mine. The work was completed in May 2016 and the plant has since resumed operations at full capacity.

On a per mine basis, the Group's Taganito operation accounted for 42% of total shipments. The mine shipped a total of 2,337.7 thousand WMT of saprolite ore and 5,659.0 thousand WMT of limonite ore, including 4,113.2 thousand WMT to the Taganito HPAL plant in 2016. The comparable figures for 2015 were 2,500.9 thousand WMT, 5,239.8 thousand WMT and 4,426.3 thousand WMT, respectively.

The Rio Tuba mine accounted for 32% of total shipments, which consists of 2,273.5 thousand WMT of saprolite ore and 3,884.0 thousand WMT of limonite ore, including 3,449.2 thousand WMT of ore delivered to the Coral Bay HPAL plant in 2016. For 2015, Rio Tuba sold 3,180.2 thousand WMT of saprolite ore and 3,371.6 thousand WMT of limonite ore to the Coral Bay plant.

The drop in ore shipments was mainly due to a change in the ore grade mix brought about by the impact of lower ore prices.

The prolonged rainy season and resulting sea swells during the first half of 2016 resulted to delays in the start of shipments from the Group's Hinatuan and Cagdianao mines, thereby translating to slightly lower shipment volumes in 2016. Shipments from the Hinatuan mine in 2016 was 3,034.3 thousand WMT compared to 3,209.5 thousand WMT in 2015, while the Cagdianao mine shipped 2,065.6 thousand WMT in 2016 versus 2,169.5 thousand WMT in 2015.

RTN's revenue from sale of limestone was ₱340.9 million in 2016 compared to ₱414.1 million in 2015, a decrease of ₱73.2 million or 18%. The decrease was attributable to the 111.2 thousand WMT or 19% decline in limestone sales in 2016 compared to 2015.

Services and Others
Our revenue from services and others was ₱530.3 million in 2016 compared to ₱636.0 million in 2015, a decrease of ₱105.7 million, or 17%. The decline in revenue from services and others was attributable to the 12% and 7% drop in volume handled by TMC and RTN, respectively. In addition, the 2015 revenue from services of RTN included price adjustments for 2013 and 2014 materials handling deliveries.

<u>Costs</u>
Our costs amounted to ₱6,274.0 million in 2016 compared to ₱6,637.2 million in 2015, a decrease of ₱363.2 million, or 5%.

Cost of Sale of Ore
Our cost of sale of ore was ₱5,907.2 million in 2016 compared to ₱6,279.2 million in 2015, a decrease of ₱372.0 million, or 6%. Decrease in cost of sale of ore was attributable to the 2% decline in shipment volume caused by unfavorable weather conditions, effects of sea swells during the first half of 2016 and due to a change in the ore grade mix brought about by the impact of lower ore prices. In addition, there was a reduction in cost of fuel due to the significant drop in fuel price. Contractor's fee and materials and supplies withdrawal also decreased because of lesser volume moved and the two conveyors of TMC were already operational, thus contract hauling of ore by truck had been substantially reduced.

Cost of Services
Cost of services was ₱328.5 million in 2016 compared to ₱357.9 million in 2015, a decrease of ₱29.4 million, or 8%. The decline in cost of services was attributable mainly to the 12% and 7% drop in volume handled by TMC and RTN, respectively. Moreover, the fuel cost per liter was 24% lower than last year.

Operating Expenses

Our operating expenses amounted to ₽3,776.4 million in 2016 compared to ₽3,890.6 million in 2015, a decrease of ₽114.2 million, or 3%.

Shipping and Loading

Shipping and loading costs were ₱1,823.5 million for the year 2016 compared to ₱1,757.9 million for the year 2015, an increase of ₱65.6 million, or 4%. The increase in contract fees by ₱67.3 million and depreciation and amortization by ₱24.8 million, which were partially offset by the decrease in fuel, oil and lubricants by ₱31.1 million, were the main factors for the movements in the account.

Excise Taxes and Royalties

Our excise taxes and royalties were ₱1,006.7 million in 2016 compared to ₱1,089.6 million in 2015, a decrease of ₱82.9 million, or 8%. The decrease in excise taxes and royalties was attributable to the 8% decline in our sale of ore in 2016 compared to 2015.

General and Administrative

General and administrative expenses were ₱850.3 million for the year 2016 compared to ₱912.9 million for the year 2015, a decrease of ₱62.6 million, or 7%. The decrease in taxes and licenses by ₱67.9 million mainly caused the decrease in the account. Lower taxes and licenses in 2016 were attributable to lower fringe benefit tax paid on stock option exercised during the year by ₱3.6 million. Also in 2015, SEC filing fees of ₱15.1 million was paid by the Parent Company for the increase in its authorized capital stock. Documentary stamp tax were also paid in 2015 for the acquisition of Geogen shares amounting to ₱0.9 million and for the stock dividends issued by the Parent Company in August 2015 and TMC in July 2015 amounting to a total of ₱14.5 million. Deficiency tax assessments were also accrued/paid in 2015 amounting to a total of ₱59.5 million. Local business taxes paid in 2015 were also higher than 2016 since the basis used in 2015 was revenue of 2014, which was significantly higher as compared to previous and current years. Depreciation and amortization also decreased due to full depreciation of Learjet in third quarter of 2015. Donations and contributions were lower by ₱19.0 million due to absence of housing constructions in 2016. The decrease was partially offset by the increase in personnel cost due to salary increases during the year. Also, full year general and administrative expenses of Geogen and EPI group were accounted in 2016 compared to around half year expenses last year since these companies were acquired only in third quarter of 2015.

Marketing

Marketing costs were ₱95.9 million and ₱130.2 million in 2016 and 2015, respectively. The decrease in marketing cost was also brought by the decline in our sales revenue in 2016 compared with 2015 since the commission paid by CMC to its claimowner and the marketing fees paid to Mitsubishi Corporation are based on certain percentage of sales revenue.

Finance Income

Our finance income was ₽228.4 million in 2016 compared to ₽305.1 million in 2015, a decrease of ₽76.7 million, or 25%. The decrease in finance income was attributable mainly to the sale of AFS financial assets in 2015 which resulted to a gain of ₽86.3 million compared to a loss of ₽11.7 million in 2016. However, the decrease was partially offset by the increase in interest income from loans and AFS debt instruments.

Finance Expenses

Our finance expense was ₱219.9 million in 2016 compared to ₱179.1 million in 2015, an increase ₱40.8 million, or 23%. The movement in our finance expense arose from interest on bank loans of EPI, which increased by ₱56.4 million, due to additional loans drawn during the year amounting to ₱1,190.0 million and loss on sale of AFS financial assets of ₱11.7 million. The increase was partially offset by ₱24.2 million decrease in guarantee service fee as a result of the change in the Parent Company's equity interest in THNC, which decreased from 22.5% to 10% effective July 1, 2016.

Equity in Net Losses of Associates

Our equity in net losses of THNC and CBNC was ₱413.7 million and ₱811.4 million in 2016 and 2015, respectively. The result of THNC's operations in 2016 and 2015 was a net loss of US$21.4 million and US$61.7 million, respectively. On the other hand, the results of CBNC 's operations in 2016 and 2015 was also a net loss of US$21.8 million and US$34.4 million, respectively.

Other Income - net

Our other income - net in 2016 and 2015 were almost the same at ₱493.5 million. The movements in the account were attributable to the following: 1) favorable impact of changes in foreign exchange rate since the Group is in net financial asset position, net effect was ₱40.3 million; 2) recognized gain of ₱239.6 million on the sale of the Parent Company's 12.5% interest in THNC to SMM; 3) decrease in impairment losses on input VAT by ₱33.0 million; and 4) increase in special projects by ₱29.2 million. However, the said increases were partially offset by: 1) demurrage incurred in 2016 amounting to ₱107.0 million compared to a despatch of ₱39.0 million in 2015; 2) no business acquisitions happened in 2016, thus no gain on bargain purchase was recognized; 3) decrease in reversal of allowance for impairment losses on inventories by ₱29.1 million; 4) impairment losses on property and equipment amounting to ₱12.8 million was recognized in 2016; and
5) impairment losses on AFS financial assets of ₱119.2 million and trade and other receivables of ₱25.0 million were also recognized in 2016.

Provision for Income Tax

Provision for income tax was ₱1,449.5 million in 2016 compared to ₱1,667.3 million in 2015, a decrease of ₱217.8 million, or 13%. Our current provision for income tax in 2016 was ₱1,441.5 million compared to ₱1,605.7 million in 2015, a decrease of ₱164.2 million, or 10% primarily due to the decrease in our taxable income in 2016 resulting from lower sales revenue. Our provision for deferred income tax in 2016 was ₱8.0 million compared to ₱61.5 million in 2015, a decrease of ₱53.5 million, or 87%. In 2015, the tax impact of movements in net operating loss carry-over (NOLCO) amounted to ₱75.0 million provision for deferred income tax as compared in 2016 wherein a benefit of ₱27.5 million was recognized. Provision for deferred income tax on allowance for impairment losses was higher in 2015 due to reversals of allowance for inventory losses and impairment losses on property and equipment amounting to around ₱44.3 million as compared to 2016 wherein the total movement in allowance resulted to a benefit of ₱9.9 million. Benefit from deferred income tax on Executive Stock Option Plan (ESOP) accrual was lower by ₱10.5 million in 2016 compared to 2015. Moreover, the Group recognized a benefit in movement of excess of minimum corporate income tax over regular corporate income tax in 2015 amounting to
₱13.5 million compared to a provision of ₱27.5 million in 2016. The tax impact of unrealized foreign exchange gains in 2016 was higher by ₱37.0 million as compared in 2015.

Net Income
As a result of the foregoing, our consolidated net income was ₱2,711.1 million in 2016 compared to ₱3,044.8 million in 2015. Net of non-controlling interests, our net income was ₱1,966.1 million in 2016 compared to ₱2,035.1 million in 2015, a decrease of ₱69.0 million, or 3%.

Calendar year ended December 31, 2015 compared with calendar year ended December 31, 2014

Revenues
Our total revenues were ₱15,431.6 million in 2015 compared to ₱24,745.7 million in 2014, a decrease of ₱9,314.1 million, or 38%.

Sale of ore
We sold an aggregate 19,671.6 thousand WMT of nickel ore in 2015, an increase of 10% compared to 17,873.3 thousand WMT of nickel ore in 2014. Our sales in 2015 included 7,058.9 thousand WMT of saprolite ore sold to customers in Japan, China and Australia, 4,814.8 thousand WMT of limonite ore to our customers in China and Australia, and 7,797.9 thousand WMT of limonite ore to CBNC and THNC compared to sales of 5,740.5 thousand WMT, 4,726.6 thousand WMT and 7,406.2 thousand WMT, respectively, in 2014.

The direct exports of ore mainly contributed to the higher shipments, increasing to 11,873.6 thousand WMT in 2015 from 10,467.1 thousand WMT in 2014. Ore deliveries to the two HPAL plants likewise rose, in particular to the Taganito HPAL facility, which just completed its first full year of operations at full capacity. The said plant was operating at an average 80% capacity in 2014. Total ore deliveries to the two HPAL plants reached 7,797.9 thousand WMT in 2015 compared to 7,406.2 thousand WMT in 2014.

The record volume of ore shipments achieved in 2015 was not sufficient to offset the fall in nickel prices, resulting to a decrease in the estimated value of shipments from ₱23,736.6 million in 2014 to ₱14,381.5 million in 2015.

The realized nickel price on 11,873.6 thousand WMT of direct exports of ore in 2015 averaged $22.64 per WMT, much lower than the average of $45.10 per WMT realized in 2014. It will be recalled that there was a surge in ore prices in 2014 due to the expectation of supply tightness resulting from the effects of the Indonesian export ore ban, which did not occur.

With respect to low-grade limonite ore sold to both the Coral Bay and Taganito plants, which continues to be linked to LME prices, the Group realized an average of $5.36 per pound of payable nickel in 2015. This compares to an average price of $7.69 per pound of payable nickel sold in 2014.

RTN's revenue from sale of nickel ore was ₱4,646.7 million in 2015 compared to ₱6,610.4 million in 2014, a decrease of ₱1,963.7 million or 30%. RTN sold an aggregate 6,551.9 thousand WMT of nickel ore in 2015 compared to an aggregate 5,972.4 thousand WMT of nickel ore sold in 2014. The volume of saprolite ore sold to Japanese customers decreased by 160.7 thousand WMT or 18% and the volume of saprolite and limonite ore sold to Chinese customers increased by 639.9 thousand WMT or 38%. In 2015, RTN also shipped 111.5 thousand WMT of saprolite ore to Australia. Lastly, the volume of limonite ore sold to CBNC decreased by 11.2 thousand WMT.

TMC's operations became the largest and accounted for 39% of total shipments in 2015. TMC's revenue from sale of nickel ore was ₱5,069.8 million in 2015 compared to ₱8,479.0 million in 2014, a decrease of ₱3,409.2 million, or 40%. TMC sold an aggregate 7,740.7 thousand WMT of nickel ore in 2015 as compared to an aggregate 7,087.7 thousand WMT of nickel ore in 2014. The volume of saprolite ore sold to Japanese customers decreased by 8.7 thousand WMT or 1% and the volume of saprolite and limonite ore sold to Chinese customers increased by 258.8 thousand WMT or 11%. Further, TMC was able to deliver 4,426.3 thousand WMT of limonite ore to THNC plant in 2015 as against 4,023.4 thousand WMT of limonite ore in 2014.

CMC's revenue from sale of nickel ore was ₱2,350.2 million in 2015 compared to ₱3,595.5 million in 2014, a decrease of ₱1,245.3 million, or 35%. CMC sold an aggregate 2,169.5 thousand WMT of nickel ore in 2015 compared to an aggregate 1,350.3 thousand WMT of nickel ore in 2014. Limonite shipments from CMC mine rose more than three times to 1,441.5 thousand WMT in 2015 compared to 460.7 thousand WMT in 2014. On the other hand, the saprolite ore sales from Cagdianao mine was 728.0 thousand WMT in 2015 compared to 889.6 thousand WMT in 2014.

HMC's revenue from sale of nickel ore was ₱2,314.8 million in 2015 compared to ₱5,051.7 million in 2014, a decrease of ₱2,736.9 million, or 54%. In 2015, HMC managed to sell an aggregate 3,209.5 thousand WMT of saprolite and limonite ore to Chinese customers compared to 3,462.9 thousand WMT in 2014.

RTN's revenue from sale of limestone ore was ₱414.1 million in 2015 compared to ₱316.1 million in 2014, an increase of ₱98.0 million or 31%. There was an increase in limestone sales in 2015 of 164.3 thousand WMT or 38% due to deliveries to UMPI, which started in August 2014 only.

Services and Others
Our revenue from services and others was ₱636.0 million in 2015 compared to ₱693.0 million in 2014, a decrease of ₱57.0 million, or 8%. The decrease in our revenues from services and others in 2015 was due to decrease in materials handling services rendered by RTN to CBNC since the processing of limestone and slake lime of CBNC was now handled by another contractor.

Costs
Our costs amounted to ₱6,637.2 million in 2015 compared to ₱5,727.6 million in 2014, an increase of ₱909.6 million, or 16%.

Cost of Sale of Ore
Our cost of sale of ore was ₱6,279.2 million in 2015 compared to ₱5,356.4 million in 2014, an increase of ₱922.8 million, or 17%. Aside from the 10% increase in volume of shipments, the movement in cost of sale of ore was also attributable to the increase in outside services from ₱1,246.4 million to ₱1,753.5 million. The weather allowed for saprolite mining activities in TMC mine and in-house resources were utilized for the said activities. Also, limonite mining and hauling were done by contractors, and this contributed to the increase in cost. RTN also hired contractors for its hauling activities.

Cost of Services
Cost of services was ₱357.9 million in 2015 compared to ₱371.1 million in 2014, a decrease of ₱13.2 million, or 4%. In 2015, the cost of materials handling services of RTN decreased by ₱30.6 million because most of the limestone and slake lime processing that was

previously handled by RTN for CBNC was now handled by another contractor. The decrease was partially offset by the 4% increase in volume handled by TMC for THNC in 2015 which increased its cost by ₱19.5 million. Aside from that, there was an increase in the personnel cost which was directly attributable in rendering of service.

Operating Expenses
Our operating expenses amounted to ₱3,890.6 million in 2015 compared to ₱4,717.8 million in 2014, a decrease of ₱827.2 million, or 18%.

Shipping and Loading
Shipping and loading costs were ₱1,757.9 million for the year 2015 compared to ₱1,837.6 million for the year 2014, a decrease of ₱79.7 million, or 4%. As a result of 13% increase in the volume of our direct export of ores, contract fees increased by ₱58.7 million due to additional LCT rentals. However, the said increase was offset by the movement in fuel, oil and lubricants which decreased by ₱84.7 million as a result of the significant drop in the price of diesel, and other services and fees which decreased by ₱53.5 million.

Excise Taxes and Royalties
Our excise taxes and royalties were ₱1,089.6 million in 2015 compared to ₱1,754.8 million in 2014, a decrease of ₱665.2 million, or 38%. The decrease in excise taxes and royalties was attributable to the 38% decline in our sale of ore in 2015 as compared to 2014.

General and Administrative
General and administrative expenses were ₱912.9 million for the year 2015 compared to ₱956.5 million for the year 2014, a decrease of ₱43.6 million, or 5%. The decrease in taxes and licenses by ₱78.6 million mainly caused the decrease in the account. Lower taxes and licenses were attributable to lower fringe benefit tax paid on stock option exercised in 2015. In 2014, a total of 11.4 million shares were exercised, with corresponding fringe benefit tax of ₱ 116.4 million, as compared to only 2.6 million shares in 2015, with corresponding fringe benefit tax of ₱19.0 million. Moreover, the benefit given in 2014 was higher because the Company's stock price at exercise dates ranges from ₱17.02 to ₱47.80 compared to ₱20.40 in 2015. The decrease in taxes and licenses was partially offset by the increase in local business tax since the basis used was the revenues in 2014 which was significantly higher. Donations of the Group in 2014 were also higher by ₱13.6 million since the majority of the rehabilitation and reconstruction of houses in Guiuan, Eastern Samar, which was strongly hit by the typhoon, was completed on the same year. The decrease in the account was partially offset by the care and maintenance cost incurred by HMC for its South Dinagat mine plus other publicity and promotional expenses of the Group.

Marketing
Marketing costs were ₱130.2 million and ₱168.9 million in 2015 and 2014, respectively. The decrease in marketing cost was also brought by the decline in our sales revenue in 2015 compared with 2014. Commission paid by CMC to its claimowner and the marketing fee paid to Mitsubishi Corporation are based on certain percentage of sales revenue.

Finance Income
Our finance income was ₱305.1 million in 2015 compared to ₱172.1 million in 2014, an increase of ₱133.0 million, or 77%. In 2015, due to the excess cash of the Group, the Parent Company put up additional investments in various debt instruments which led to the increase in interest income earned in 2015 compared with 2014. Total investments in debt instruments accounts for 75% of the total AFS financial assets.

Finance Expenses
Our finance expense was ₱179.1 million in 2015 compared with ₱164.4 million in 2014, an increase of ₱14.7 million, or 9%. Basically, the movement in our finance expense arises from interest on loans availed by EPI which amounted to ₱30.8 million. But the increase was partially offset by the decrease in guarantee service fee by ₱10.6 million due to principal repayments made by THNC in 2015.

Equity in Net Income (Losses) of Associates
Our equity in net income or losses of THNC and CBNC was ₱811.4 million loss and ₱522.4 million income in 2015 and 2014, respectively. The result of THNC's operations in 2015 and 2014 was a net loss of US$61.7 million and a net income of US$32.1 million, respectively. On the other hand, the results of CBNC's operations in 2015 and in the last three quarters of 2014 was a net loss of US$34.4 million and a net income of US$59.4 million, respectively.

Other Income - net
Our other income - net in 2015 was ₱493.5 million compared to ₱470.5 million in 2014, an increase of ₱23.0 million, or 5%. The increase in the account was attributable to the following: 1) favorable impact of changes in foreign exchange rate, with net effect of ₱140.5 million; 2) increase in dividend income from AFS financial assets by ₱19.4 million; and
3) gain on bargain purchase of ₱60.0 million which arises from acquisition of Geogen. However, the said increase was partially offset by: 1) decrease in despatch income by ₱28.3 million; 2) provision for impairment losses on input value added tax of LCSLC of ₱54.5 million; 3) decrease in reversal of allowance for impairment losses on inventories by ₱78.0 million; 4) decrease in other income for special projects by ₱25.8 million; and
5) management fee/trust fee incurred for our managed funds increased by ₱13.2 million due to additional acquisitions of AFS financial assets during the year 2015.

Provision for Income Tax
Provision for income tax was ₱1,667.3 million in 2015 compared to ₱4,292.8 million in 2014, a decrease of ₱2,625.5 million, or 61%. Our current provision for income tax in 2015 was ₱1,605.7 million compared to ₱4,265.5 million in 2014, a decrease of ₱2,659.8 million, or 62% primarily due to the decrease in our taxable income in 2015 resulting from lower sales revenue. Our provision for deferred income tax in 2015 was ₱61.5 million compared to ₱27.4 million in 2014, an increase of ₱34.1 million, or 124%. The movement in the account pertains mainly to the application and expiration of NOLCO in 2015 with corresponding tax impact of ₱74.4 million and ₱9.1 million, respectively, which was higher compared in 2014 of ₱44.2 million and ₱7.4 million, respectively.

Net Income
As a result of the foregoing, our consolidated net income was ₱3,044.8 million in 2015 compared to ₱11,008.1 million in 2014. Net of non-controlling interests, our net income was ₱2,035.1 million in 2015 compared to ₱8,551.6 million in 2014, a decrease of ₱6,516.5 million, or 76%.

Revenues
Our total revenues were ₱14,122.7 million in 2016 as compared to ₱15,431.6 million in 2015, a decrease of ₱1,308.9 million, or 8%.

Sale of ore
We sold an aggregate 19,254.1 thousand WMT of nickel ore in 2016, marginally lower compared to 19,671.6 thousand WMT of nickel ore in 2015. Our sales for this year included 7,342.1 thousand WMT of saprolite ore sold to customers in Japan, China and Australia,

4,349.6 thousand WMT of limonite ore to our customers in China and Australia, and 7,562.4 thousand WMT of limonite ore to CBNC and THNC compared to sales of 7,058.9 thousand WMT, 4,814.8 thousand WMT and 7,797.9 thousand WMT, respectively, in 2015.

Lower shipment volume coupled with the overall weakness in nickel ore prices led to a drop in the Group's value of shipments from ₱14,381.5 million in 2015 to ₱13,233.5 million in 2016.

The estimated realized nickel price on 11,691.7 thousand WMT of ore sales mainly to Japanese and Chinese customers in 2016 averaged $20.77 per WMT compared to an average of $22.64 per WMT realized in 2015.

With respect to low-grade limonite ore sold to both the Coral Bay and Taganito processing plants, which are linked to LME prices, the Group realized an average of $4.39 per pound of payable nickel on 7,562.4 thousand WMT sold in 2016. This compares to an average price of $5.36 per pound of payable nickel on 7,797.9 thousand WMT sold in 2015. The lower volume compared to the prior year was due to remedial work conducted over a one month period at the Taganito HPAL plant, which reduced ore delivery from the Group's Taganito mine. The work was completed in May 2016 and the plant has since resumed operations at full capacity.

On a per mine basis, the Group's Taganito operation accounted for 42% of total shipments. The mine shipped a total of 2,337.7 thousand WMT of saprolite ore and 5,659.0 thousand WMT of limonite ore, including 4,113.2 thousand WMT to the Taganito HPAL plant. The comparable figures for last year were 2,500.9 thousand WMT, 5,239.8 thousand WMT and 4,426.3 thousand WMT, respectively.

The Rio Tuba mine accounted for 32% of total shipments, which consists of 2,273.5 thousand WMT of saprolite ore and 3,884.0 thousand WMT of limonite ore, including 3,449.2 thousand WMT of ore delivered to the Coral Bay HPAL plant. For the comparable period last year, Rio Tuba sold 3,180.2 thousand WMT of saprolite ore and 3,371.6 thousand WMT of limonite ore to the Coral Bay plant. The drop in ore shipments was mainly due to a change in the ore grade mix brought about by the impact of lower ore prices.

The prolonged rainy season and resulting sea swells during the first half of the year resulted to delays in the start of shipments from the Group's Hinatuan and Cagdianao mines, thereby translating to slightly lower shipment volumes in 2016. Shipments from the Hinatuan mine in 2016 amounted to 3,034.3 thousand WMT compared to 3,209.5 thousand WMT in 2015, while the Cagdianao mine shipped 2,065.6 thousand WMT in 2016 versus 2,169.5 thousand WMT last year.

RTN's revenue from sale of limestone ore was ₱340.9 million in 2016 as compared to ₱414.1 million in 2015, a decrease of ₱73.2 million or 18%. The decrease was attributable to the 111.2 thousand WMT or 19% decline in limestone sales in the current year compared to last year.

Services and Others

Our revenue from services and others was ₱530.3 million in 2016 compared to ₱636.0 million in 2015, a decrease of ₱105.7 million, or 17%. Services revenue largely consists of payments made to us in consideration for hauling, manpower and other ancillary services that RTN and TMC provides to CBNC and THNC, respectively, and usage fee charged by TMC to THNC for the use of its pier facility. The decline in revenue from services and others was attributable to the 12% and 7% drop in volume handled by TMC and RTN, respectively. In addition, the 2015 revenue from services of RTN included price adjustments for 2013 and 2014 materials handling deliveries.

Costs and Expenses
Our costs and expenses amounted to ₱10,050.4 million in 2016 as compared to ₱10,527.7 million in 2015, a decrease of ₱477.3 million, or 5%.

Cost of Sales
Our cost of sales was ₱5,907.2 million in 2016 compared to ₱6,279.2 million in 2015, a decrease of ₱372.0 million, or 6%. Decrease in cost of sales was attributable to the 2% decline in shipment volume caused by unfavorable weather conditions and the effects of sea swells during the first half of the year and due to a change in the ore grade mix brought about by the impact of lower ore prices. In addition, there was a reduction in cost of fuel due to the significant drop in fuel price. Contractor's fee and materials and supplies withdrawal also decreased because of lesser volume moved and the two conveyors of TMC were already operational, thus contract hauling of ore by truck had been substantially reduced.

Cost of Services
Cost of services was ₱441.5 million in 2016 compared to ₱482.9 million in 2015, a decrease of ₱41.4 million, or 9%. Costs of services largely consist of the cost of hauling, providing manpower and other ancillary services to CBNC and THNC, plus the costs of maintaining the pier facility used by THNC. The decline in cost of services was attributable mainly to the 12% and 7% drop in volume handled by TMC and RTN, respectively. Moreover, the fuel cost per liter was 24% lower than last year.

Shipping and Loading
Shipping and loading costs were ₱1,823.5 million for the year 2016 compared to ₱1,757.9 million for the year 2015, an increase of ₱65.6 million, or 4%. The increase in contract fees by ₱67.3 million and depreciation and amortization by ₱24.2 million, which were partially offset by the decrease in fuel, oil and lubricants by ₱31.1 million, were the main factors for the movements in the account.

Excise Taxes and Royalties
Our excise taxes and royalties were ₱1,006.7 million in 2016 compared to ₱1,089.6 million in 2015, a decrease of ₱82.9 million, or 8%. The decrease in excise taxes and royalties was attributable to the 8% decline in our sale of ore in the current year as compared to last year.

Marketing
Marketing costs were ₱95.9 million and ₱130.2 million in 2016 and 2015, respectively. The decrease in marketing cost was also brought by the decline in our sales revenue in 2016 compared with 2015 since the commission paid by CMC to its claim owner and the marketing fees paid to Mitsubishi Corporation are based on certain percentage of sales revenue.

General and Administrative
General and administrative expenses were ₱737.2 million for the year 2016 compared to ₱787.9 million for the year 2015, a decrease of ₱50.7 million, or 6%. The decrease in taxes and licenses by ₱73.7 million mainly caused the decrease in the account. Lower taxes and licenses in 2016 were attributable to lower fringe benefit tax paid on stock option exercised during the year by ₱3.6 million. Also in 2015, SEC filing fees of ₱15.1 million was paid by

the Parent Company for the increase in its authorized capital stock while there was none in 2016. DST were also paid in 2015 for the acquisition of Geogen shares amounting to ₱0.9 million and stock dividends issued by the Parent Company in August 2015 and TMC in July 2015 amounting to a total of ₱14.5 million. Deficiency tax assessments were also accrued/paid in 2015 amounting to a total of ₱59.5 million. Local business taxes paid in 2015 were also higher than 2016 since the basis used in 2015 was revenue of 2014, which was significantly higher as compared to previous and current years. Depreciation and amortization also decreased due to full depreciation of Learjet in third quarter of 2015. Donations and contributions were lower by ₱20.0 million due to absence of housing constructions in 2016. The decrease was partially offset by the increase in personnel cost due to salary increases during the year. Also, full year general and administrative expenses of Geogen and EPI group were accounted in 2016 compared to around half year expenses last year since these companies were acquired only in third quarter of 2015.

Finance Income
Our finance income was ₱228.4 million in 2016 compared to ₱305.1 million in 2015, a decrease of ₱76.7 million, or 25%. The decrease in finance income was attributable mainly to the sale of AFS financial assets in 2015 which resulted to a gain of ₱86.3 million compared to a loss of ₱11.7 million in 2016. However, the decrease was partially offset by the increase in interest income from loans and AFS debt instruments.

Finance Expenses
Our finance expense was ₱219.9 million in 2016 compared with ₱179.1 million in 2015, an increase of ₱40.8 million, or 23%. The movement in our finance expense arose from the interest on bank loans of EPI, which increased by ₱56.4 million, due to additional loans drawn during the year amounting to ₱1,190.0 million and loss on sale of AFS financial assets of ₱11.7 million. The increase was partially offset by ₱24.2 million decrease in guarantee service fee as a result of the change in the Parent Company's share to provide loans and guarantee obligations of THNC which decreased from 22.5% to 10% effective
July 1, 2016.

Equity in Net Losses of Associates
Our equity in net losses of THNC and CBNC was ₱413.7 million and ₱811.4 million in 2016 and 2015, respectively. The result of THNC's operations in 2016 and 2015 was a net loss of US$21.4 million and US$61.7 million, respectively. On the other hand, the results of CBNC's operations in 2016 and 2015 was a net loss of US$21.8 million and US$34.4 million, respectively.

Other Income - net
Our other income - net in 2016 and 2015 were almost the same at ₱493.5 million. The movement in the account was attributable to the following: 1) favorable impact of changes in foreign exchange rate since the Group is in net financial asset position, net effect was ₱40.3 million; 2) recognized gain of ₱239.6 million on the sale of the Parent Company's 12.5% interest in THNC to SMM; 3) no casualty losses incurred in 2016 compared to ₱101.0 million in 2015; 4) decrease in impairment losses provided on input VAT by ₱33.0 million; and
5) increase in special projects by ₱29.2 million. However, the said increases were partially offset by: 1) demurrage incurred during the year amounting to ₱107.0 million compared to a despatch of ₱39.0 million in prior year; 2) no business acquisitions happened in 2016, thus no gain on bargain purchase was recognized; 3) decrease in reversal of allowance for impairment losses on inventories by ₱29.1 million; 4) impairment losses were also provided for property and equipment amounting to ₱12.8 million compared to a reversal of impairment losses last year of ₱98.5 million; and 5) impairment losses provided on AFS financial assets of ₱119.2 million and trade and other receivables of ₱25.0 million.

Provision for Income Tax
Provision for income tax was ₱1,449.5 million in 2016 compared to ₱1,667.3 million in 2015, a decrease of ₱217.8 million, or 13%. Our current provision for income tax in 2016 was ₱1,441.5 million compared to ₱1,605.7 million in 2015, a decrease of ₱164.2 million, or 10% primarily due to the decrease in our taxable income in 2016 resulting from lower sales revenue. Our provision for deferred income tax in 2016 was ₱8.0 million compared to ₱61.5 million in 2015, a decrease of ₱53.5 million, or 87%. In 2015, the tax impact of movements in net operating loss carry-over (NOLCO) amounted to ₱75.0 million provisions for deferred income tax as compared in 2016 wherein a benefit of ₱27.5 million was recognized. Provision for deferred income tax on allowance for impairment losses was higher in 2015 due to reversals of allowance for inventory losses and impairment losses on property and equipment amounting to around ₱44.3 million as compared to 2016 wherein the total movement in allowance resulted to a benefit of ₱9.9 million. Benefit from deferred income tax on Executive Stock Option Plan (ESOP) accrual was lower by ₱10.5 million in 2016 compared to 2015. Moreover, the Group recognized a benefit in movement of excess of minimum corporate income tax (MCIT) over regular corporate income tax (RCIT) in 2015 amounting to ₱13.5 million compared to a provision of ₱27.5 million in 2016. The tax impact of unrealized foreign exchange gains in 2016 was higher by ₱37.0 million as compared in 2015.

Net Income
As a result of the foregoing, our consolidated net income was ₱2,711.1 million in 2016 compared to ₱3,044.8 million in 2015. Net of non-controlling interests, our net income was 1,966.1 million in 2016 as compared to ₱2,035.1 million in 2015, a decrease of ₱69.0 million, or 3%.

Calendar year ended December 31, 2015 compared with calendar year ended December 31, 2014

Revenues
Our total revenues were ₱15,431.6 million in 2015 as compared to ₱24,745.7 million in 2014, a decrease of ₱9,314.1 million, or 38%.

Sale of ore
We sold an aggregate 19,671.6 thousand WMT of nickel ore in 2015, an increase of 10% compared to 17,873.3 thousand WMT of nickel ore in 2014. Our sales in 2015 included 7,058.9 thousand WMT of saprolite ore sold to customers in Japan, China and Australia, 4,814.8 thousand WMT of limonite ore to our customers in China and Australia, and 7,797.9 thousand WMT of limonite ore to CBNC and THNC compared to sales of 5,740.5 thousand WMT, 4,726.6 thousand WMT and 7,406.2 thousand WMT, respectively, in 2014.

The direct exports of ore mainly contributed to the higher shipments, increasing to 11,873.6 thousand WMT in 2015 from 10,467.1 thousand WMT in 2014. Ore deliveries to the two HPAL plants likewise rose, in particular to the Taganito HPAL facility, which just completed its first full year of operations at full capacity. The said plant was operating at an average 80% capacity in 2014. Total ore deliveries to the two HPAL plants reached 7,797.9 thousand WMT in 2015 compared to 7,406.2 thousand WMT in 2014.

The record volume of ore shipments achieved in 2015 was not sufficient to offset the fall in nickel prices, resulting to a decrease in the estimated value of shipments from ₱23,736.6 million in 2014 to ₱14,381.5 million in 2015.

The estimated realized nickel price on 11,873.6 thousand WMT of direct exports of ore in 2015 averaged $22.64 per WMT, much lower than the average of $45.10 per WMT realized in 2014. It will be recalled that there was a surge in ore prices in 2014 due to the expectation of supply tightness resulting from the effects of the Indonesian export ore ban, which did not occur.

With respect to low-grade limonite ore sold to both the Coral Bay and Taganito plants, which continues to be linked to LME prices, the Group realized an average of $5.36 per pound of payable nickel in 2015. This compares to an average price of $7.69 per pound of payable nickel sold in 2014.

RTN's revenue from sale of nickel ore was ₱4,646.7 million in 2015 compared to ₱6,610.4 million in 2014, a decrease of ₱1,963.7 million or 30%. RTN sold an aggregate 6,551.9 thousand WMT of nickel ore in 2015 compared to an aggregate 5,972.4 thousand WMT of nickel ore sold in 2014. The volume of saprolite ore sold to Japanese customers decreased by 160.7 thousand WMT or 18% and the volume of saprolite and limonite ore sold to Chinese customers increased by 639.9 thousand WMT or 38%. In 2015, RTN also shipped 111.5 thousand WMT of saprolite ore to Australia. Lastly, the volume of limonite ore sold to CBNC decreased by 11.2 thousand WMT.

TMC's operations became the largest and accounted for 39% of total shipments in 2015. TMC's revenue from sale of nickel ore was ₱5,069.8 million in 2015 as compared to ₱8,479.0 million in 2014, a decrease of ₱3,409.2 million, or 40%. TMC sold an aggregate 7,740.7 thousand WMT of nickel ore in 2015 as compared to an aggregate 7,087.7 thousand WMT of nickel ore in 2014. The volume of saprolite ore sold to Japanese customers decreased by 8.7 thousand WMT or 1% and the volume of saprolite and limonite ore sold to Chinese customers increased by 258.8 thousand WMT or 11%. Further, TMC was able to deliver 4,426.3 thousand WMT of limonite ore to THNC plant in 2015 as against 4,023.4 thousand WMT of limonite ore in 2014.

CMC's revenue from sale of nickel ore was ₱2,350.2 million in 2015 as compared to ₱3,595.5 million in 2014, a decrease of ₱1,245.3 million, or 35%. CMC sold an aggregate 2,169.5 thousand WMT of nickel ore in 2015 compared to an aggregate 1,350.3 thousand WMT of nickel ore in 2014. Limonite shipments from CMC mine rose more than three times to 1,441.5 thousand WMT in 2015 compared to 460.7 thousand WMT in 2014. On the other hand, the saprolite ore sales from Cagdianao mine was 728.0 thousand WMT in 2015 compared to 889.6 thousand WMT in 2014.

HMC's revenue from sale of nickel ore was ₱2,314.8 million in 2015 compared to ₱5,051.7 million in 2014, a decrease of ₱2,736.9 million, or 54%. In 2015, HMC managed to sell an aggregate 3,209.5 thousand WMT of saprolite and limonite ore to Chinese customers compared to 3,462.9 thousand WMT in 2014.

RTN's revenue from sale of limestone ore was ₱414.1 million in 2015 as compared to ₱316.1 million in 2014, an increase of ₱98.0 million or 31%. There was an increase of 164.3 thousand WMT or 38% in limestone sales in 2015 due to deliveries to UMPI, which started in August 2014 only.

Services and Others
Our revenue from services and others was ₱636.0 million in 2015 compared to ₱693.0 million in 2014, a decrease of ₱57.0 million, or 8%. Services revenue largely consists of payments made to us in consideration for hauling, manpower and other ancillary services

that RTN and TMC provides to CBNC and THNC, respectively, and usage fee charged by TMC to THNC for the use of its pier facility. The decrease in our revenues from services and others in 2015 was due to decrease in materials handling services rendered by RTN to CBNC since the processing of limestone and slake lime of CBNC was now handled by another contractor.

<u>Costs and Expenses</u>
Our costs and expenses amounted to ₱10,527.7 million in 2015 as compared to ₱10,445.4 million in 2014, an increase of ₱82.3 million, or 1%.

Cost of Sales
Our cost of sales was ₱6,279.2 million in 2015 compared to ₱5,356.4 million in 2014, an increase of ₱922.8 million, or 17%. Aside from the 10% increase in volume of shipments, the movement in cost of sales was also attributable to the increase in outside services from ₱ 1,246.4 million to ₱1,753.5 million. Since the weather allowed for saprolite mining activities in TMC mine and in-house resources were utilized for the said activities, limonite mining and hauling were done by contractors, thus the increase in cost. RTN also hired contractors for its hauling activities.

Cost of Services
Cost of services was ₱482.9 million in 2015 compared to ₱521.3 million in 2014, a decrease of ₱38.4 million, or 7%. Costs of services largely consist of the cost of hauling, providing manpower and other ancillary services to CBNC and THNC, plus the costs of maintaining the pier facility used by THNC. In 2015, the cost of materials handling services of RTN decreased by ₱30.6 million because most of the limestone and slake lime processing that was previously handled by RTN for CBNC was now handled by another contractor. The decrease was partially offset by the 4% increase in volume handled by TMC for THNC in 2015 which increased its cost by ₱19.5 million. Aside from that, there was an increase in the personnel cost which was directly attributable in rendering of service.

Shipping and Loading
Shipping and loading costs were ₱1,757.9 million for the year 2015 compared to ₱1,837.6 million for the year 2014, a decrease of ₱79.7 million, or 4%. As a result of the 13% increase in volume of our direct export of ores, contract fees increased by ₱58.7 million due to additional LCT rentals. However, the said increase was offset by the movement in fuel, oil and lubricants which decreased by ₱84.7 million as a result of the significant drop in the price of diesel, and other services and fees which decreased by ₱53.5 million.

Excise Taxes and Royalties
Our excise taxes and royalties were ₱1,089.6 million in 2015 compared to ₱1,754.8 million in 2014, a decrease of ₱665.2 million, or 38%. The decrease in excise taxes and royalties was attributable to the 38% decline in our sale of ore in 2015 as compared to 2014.

Marketing
Marketing costs were ₱130.2 million and ₱168.9 million in 2015 and 2014, respectively. The decrease in marketing cost was also brought by the decline in our sales revenue in 2015 compared with 2014. Commission paid by CMC to its claim owner and the marketing fee paid to Mitsubishi Corporation are based on certain percentage of sales revenue.

General and Administrative
General and administrative expenses were ₱787.9 million for the year 2015 compared to ₱806.3 million for the year 2014, a decrease of ₱18.4 million, or 2%. The decrease in taxes

and licenses by ₱78.6 million mainly caused the decrease in the account. Lower taxes and licenses were attributable to lower fringe benefit tax paid on stock option exercised in 2015. In 2014, a total of 11.4 million shares were exercised, with corresponding fringe benefit tax of ₱116.4 million, as compared to only 2.6 million shares in 2015, with corresponding fringe benefit tax of ₱19.0 million. Moreover, the benefit given in 2014 was higher because the Company's stock price at exercise dates ranges from ₱17.02 to ₱47.80 compared to ₱20.40 in 2015. The decrease in taxes and licenses was partially offset by the increase in local business tax since the basis used was the revenues in 2014 which was significantly higher. Donations of the Group in 2014 were also higher by ₱12.2 million since the majority of the rehabilitation and reconstruction of houses in Guiuan, Eastern Samar, which was strongly hit by the typhoon, was completed on the same year. The decrease in the account was partially offset by the care and maintenance cost incurred by HMC for its South Dinagat mine plus other publicity and promotional expenses of the Group.

Finance Income

Our finance income was ₱305.1 million in 2015 compared to ₱172.1 million in 2014, an increase of ₱133.0 million, or 77%. In 2015, due to the excess cash of the Group, the Parent Company put up additional investments in various debt instruments which led to the increase in interest income earned in 2015 compared with 2014. Total investments in debt instruments accounts for 75% of the total AFS financial assets.

Finance Expenses

Our finance expense was ₱179.1 million in 2015 compared with ₱164.4 million in 2014, an increase of ₱14.7 million, or 9%. Basically, the movement in our finance expense arises from interest on loans availed by EPI which amounted to ₱30.8 million. But the increase was partially offset by the decrease in guarantee service fee by ₱10.6 million due to principal repayments made by THNC in 2015.

Equity in Net Income (Losses) of Associates

Our equity in net income or losses of THNC and CBNC was ₱811.4 million loss and ₱522.4 million income in 2015 and 2014, respectively. The result of THNC's operations in 2015 and 2014 was a net loss of US$61.7 million and a net income of US$32.1 million, respectively. On the other hand, the results of CBNC 's operations in 2015 and in the last three quarters of 2014 was a net loss of US$34.4 million and a net income of US$59.4 million, respectively.

Other Income - net

Our other income - net in 2015 was ₱493.5 million compared to ₱470.5 million in 2014, an increase of ₱23.0 million, or 5%. The increase in the account was attributable to the following: 1) favorable impact of changes in foreign exchange rate, with net effect of ₱140.5 million; 2) increase in dividend income from AFS financial assets by ₱19.4 million; and
3) gain on bargain purchase of ₱60.0 million which arises from acquisition of Geogen. However, the said increase was partially offset by: 1) decrease in despatch income by ₱28.3 million; 2) provision for impairment losses on input VAT of LCSLC of ₱54.5 million;
3) decrease in reversal of allowance for impairment losses on inventories by ₱78.0 million;
4) decrease in other income for special projects by ₱25.8 million; and 5) management fee/trust fee incurred for our managed funds increased by ₱13.2 million due to additional acquisitions of AFS financial assets during the year 2015.

Provision for Income Tax

Provision for income tax was ₱1,667.3 million in 2015 compared to ₱4,292.8 million in 2014, a decrease of ₱2,625.5 million, or 61%. Our current provision for income tax in 2015 was ₱1,605.8 million compared to ₱4,265.5 million in 2014, a decrease of ₱2,659.7 million, or 62% primarily due to the decrease in our taxable income in 2015 resulting from lower sales revenue. Our provision for deferred income tax in 2015 was ₱61.5 million compared to ₱27.4 million in 2014, an increase of ₱34.1 million, or 124%. The movement in the account pertains mainly to the application and expiration of NOLCO in 2015 with corresponding tax impact of ₱74.4 million and ₱9.1 million, respectively, which was higher compared to 2014 of ₱44.2 million and ₱7.4 million, respectively.

Net Income
As a result of the foregoing, our consolidated net income was ₱3,044.8 million in 2015 compared to ₱11,008.1 million in 2014. Net of non-controlling interests, our net income was ₱2,035.1 million in 2015 as compared to ₱8,551.6 million in 2014, a decrease of ₱6,516.5 million, or 76%.

FINANCIAL POSITION

Calendar year as at December 31, 2017 and 2016

Total assets amounted to ₱45,737.1 million in 2017 compared to ₱45,351.5 million in 2016.

Current assets increased to ₱20,898.4 million from ₱20,522.8 million mainly because of net acquisitions of AFS financial assets amounting to ₱153.0 million and increase in inventories by ₱291.6 million.

The increase in noncurrent assets from ₱24,828.7 million to ₱24,838.7 million was attributable to the additional project development cost incurred of ₱90.0 million and equity take up of net income of associates during the year amounting to ₱198.0 million. However, the increase was partially offset by the negative adjustment, amounting to ₱69.8 million, in the capitalized cost of mine rehabilitation and decommissioning under property and equipment and reclassification to current assets of long-term stockpile amounting to ₱212.0 million.

The increase in total current liabilities from ₱7,945.8 million to ₱9,614.4 million pertains to the remaining ₱1,500.0 million loan of EPI from SBC which is due for payment in September 2018. In 2016, the said loan was classified under noncurrent liabilities.

In 2017, EPI paid 50% of its outstanding loan from SBC and the remaining balance of ₱1,500.0 million was reclassified under current liabilities, thus total noncurrent liabilities decreased from ₱6,206.0 million to ₱2,904.5 million.

Our equity net of non-controlling interests as at December 31, 2017 increased to ₱29,457.0 million from ₱27,020.5 million as of year-end 2016, due to net difference of cash dividends paid and net earnings in 2017.

Calendar year as at December 31, 2016 and 2015

Total assets amounted to ₱45,351.5 million in 2016 compared to ₱41,730.4 million in 2015.

Current assets increased to ₱20,522.8 million from ₱16,677.9 million mainly because of the increase in cash and cash equivalents from ₱7,073.2 million to ₱9,647.9 million. The net increase in cash and cash equivalents arose from cash from operations amounting to ₱4,513.4 million, proceeds from sale of 12.5% interest in THNC of ₱2,037.2 million, loans availment of ₱1,182.8 million, interest received of ₱221.6 million, investments from non-controlling shareholders of ₱226.9 million and favorable foreign exchange impact in cash and cash equivalents of ₱248.2 million less acquisitions of property and equipment of ₱3,337.0 million, amount spent for geothermal exploration and evaluation of ₱463.2 million, cash dividends paid of ₱1,473.3 million and loan and interest payments of ₱293.3 million.
The decrease in noncurrent assets from ₱25,052.4 million to ₱24,828.7 million was

attributable mainly to the sale of the Parent Company's 12.5% interest in THNC plus the equity take up of net losses of associates in 2016 which resulted to a decrease of ₱2,182.0 million. Long-term stockpile inventory also decreased by ₱217.5 million due to ore deliveries to CBNC. However, the decrease was partially offset by the net increase in property and equipment by ₱1,656.8 million and geothermal exploration and evaluation assets by ₱463.2 million.

Total current liabilities increased to ₱7,945.8 million from ₱7,713.2 million due to increase in income tax payable by ₱312.9 million and current portion of long-term debt by ₱23.8 million. This was partially offset by the decrease in trade and other payables by ₱109.0 million.

Total noncurrent liabilities increased to ₱6,206.0 million from ₱4,603.9 million due to full drawdown of EPI's long-term bank loans amounting to ₱890.0 million and bank loans availed by Jobin amounting to ₱300.0 million. Moreover in 2016, the Group re-assessed its provision for mine rehabilitation and decommissioning which resulted to additional provisions recognized amounting to ₱263.6 million. Deferred income tax liabilities also increased from ₱ 731.5 million to ₱876.5 million due to the tax effect of increase in unrealized foreign exchange gains, adjustment in undepleted asset retirement obligation, capitalized borrowing costs, movement in share in cumulative translation adjustment and reduction in long-term stockpile inventory.

Our equity net of non-controlling interests as at December 31, 2016 increased to ₱27,020.5 million from ₱25,511.9 million as of year-end 2015, due to net difference of cash dividends paid and net earnings in 2016.

CASH FLOWS

Calendar years ended December 31, 2017, 2016 and 2015

The net cash flows from operating activities amounted to ₱5,296.3 million in 2017 compared to ₱4,513.4 million in 2016 and ₱4,858.2 million in 2015, as proceeds from the sale of ore were higher in 2017 and 2015 compared to 2016 because of higher ore prices or volume sold. Increase in ore prices in 2017 was due to higher average prices, in part the result of a change in the ore mix to higher value ore, and a more favorable Peso to US dollar exchange rate. In 2015, the volume of shipment was higher compared to 2016.

The net cash used for investment activities amounting to ₱1,468.1 million, ₱1,840.2 million and ₱9,285.5 million in 2017, 2016 and 2015, respectively, arises mainly from net acquisitions of property and equipment amounting to ₱1,474.3 million, ₱3,337.0 million and ₱3,913.6 million, respectively, and net acquisitions of AFS financial assets amounting to ₱265.4 million, ₱344.8 million and ₱3,229.1 million, respectively. The Group also spent ₱21.8 million, ₱463.2 million and ₱470.7 million for the geothermal exploration and evaluation assets of its Montelago project in 2017, 2016 and 2015, respectively. In 2016, the cash used in investing activities was partially offset by ₱2,037.2 million proceeds from the sale of the Parent Company's 12.5% interest in THNC. In addition, in 2015 a loan amounting to ₱1,000.0 million was issued to East Coast and new subsidiaries were acquired amounting to a total of ₱800.8 million.

In 2017, 2016 and 2015, the net cash used in financing activities amounting to ₱3,807.7 million, ₱346.6 million and ₱2,195.2 million, respectively, arises mainly from payments of cash dividends, short and long-term debts plus the related interest. However, these payments were partially offset by the proceeds from loan availments of ₱2,099.4 million in 2015 and ₱1,182.8 million in 2016.

As at December 31, 2017, 2016 and 2015, cash and cash equivalents amounted to ₱9,645.9 million, ₱9,647.9 million and ₱7,073.2 million, respectively.

TOP FIVE KEY PERFORMANCE INDICATORS

1) *SALES VOLUME*

The volume of saprolite ore that we sell largely depends on the grade of saprolite ore that we mine. The volume of limonite ore that we sell to our customers in China largely depends on the demand for NPI and carbon steel in China. PAMCO purchases our high-grade saprolite ore that we are able to extract and ship at any given time. With respect to our low-grade saprolite and limonite ore, in periods when we are able to extract more ore than we are able to ship, we generally continue our mining operations and stockpile such ore for sale when demand improves or when prices rise to more attractive levels. As stated above, the volume of our low-grade saprolite ore and limonite ore sales to our Chinese customers is roughly correlated with the LME nickel price, with volume increasing as nickel prices rise. In addition to sales of nickel ore to PAMCO, SMM and our customers in China and Australia, we sell limonite ore from our Rio Tuba mine to the Coral Bay HPAL facility, in which we have a 10% equity interest, and from our Taganito mine to the Taganito HPAL facility, in which we also have a 10% equity interest. CBNC purchases an amount of limonite ore from us sufficient to meet its ore requirements. The annual capacity of its Coral Bay HPAL facility was originally 10,000 tonnes of contained nickel and was expanded to 20,000 tonnes of contained nickel in the second half of 2009, resulting in a higher volume of limonite ore sales from RTN. In 2010, the Coral Bay HPAL facility was able to attain an annual capacity of 24,000 tonnes as a result of the facility's expansion in 2009 which became fully operational in 2010. The Taganito HPAL facility has an annual capacity of 30,000 tonnes of mixed nickel-cobalt sulfide over an estimated thirty (30) year Project life.

Type and Grade of Ore that we Mine

We realize higher sales prices for our saprolite ore than for our limonite ore. Accordingly, the type and grade (which is a factor of nickel content) of the ore that we mine affects our revenues from year to year. The quantity of saprolite ore that we mine annually depends on the customer demand and the availability of such ore at our mine sites. The mix between high-and low-grade saprolite ore at our minesites coupled with our long-term mining plan determines the quantities of each that we extract on an annual basis. The quantity of limonite ore that we mine on an annual basis depends on the amount of such ore that needs to be removed in order to extract the saprolite ore, as well as market demand.

In 2017 and 2016, we sold an aggregate of 17,702.5 thousand WMT and 19,254.1 thousand WMT, respectively.

2) *TOTAL COST PER VOLUME SOLD*

The total cost per volume of ore sold provides a cost profile for each operating mine and allows us to measure and compare operating performance as well as changes in per unit costs from year to year.

The total cost includes production, shipping and loading costs, excise taxes and royalties, marketing and general and administrative expenses incurred by the Group.

The average total cost per volume sold in 2017 is ₱527.77 per WMT on the basis of aggregate cash costs of ₱9,342.9 million and a total sales volume of 17,702.5 thousand WMT of ore. This compares to ₱480.15 per WMT in 2016 on the basis of aggregate cash costs of ₱9,244.9 million and a total sales volume of 19,254.1 thousand WMT of ore.

3) ***ATTRIBUTABLE NET INCOME***
Attributable net income represents the portion of consolidated profit or loss for the year, net of income taxes, which is attributable to the Parent Company. This is a relevant and transparent metric of the information contained in the consolidated financial statements. The net income attributable to equity holders of the Parent Company is ₱2,770.8 million in 2017 compared to ₱1,966.1 million in 2016.

4) ***NUMBER OF HECTARES REHABILITATED/REFORESTED***
We adhere to the principles and practices of sustainable development. We are committed to complying and following environmental regulations by implementing best practices in managing environmental impacts of our operations. To manage environmental impacts, the Parent Company's subsidiaries have an EPEP. This refers to the comprehensive and strategic environmental management plan for the life of mining projects to achieve the environmental management objectives, criteria and commitments including protection and rehabilitation of the affected environment. A major component under our EPEP is the rehabilitation and reforestation of the areas affected by our mining operations. We also participate in the government’s National Greening Program where we plant trees and/or donate seedlings outside of our mining properties. In 2017 and 2016, the Group has rehabilitated and reforested a total of 217 hectares and 219 hectares, respectively, with corresponding number of trees planted of about 429,360 and 452,412, respectively.

5) ***FREQUENCY RATE***
Health and safety are integral parts of our personnel policies. Our comprehensive safety program is designed to minimize risks to health arising out of work activities and to assure compliance with occupational health and safety standards and rules and regulations that apply to our operations. We measure our safety effectiveness through the Frequency Rate which is the ratio of lost-time accidents to total man-hours worked for the year. In 2017 and 2016, our frequency rate is 0.04 and 0.05, respectively.

OFF-BALANCE SHEET ARRANGEMENTS

Under the Suretyship Agreement executed by and between the Parent Company and Security Bank Corporation (SBC) on August 4, 2015, the Parent Company solidarily with EPI guarantees and warrants to SBC, its assigns and successors-in-interest, prompt and full payment and performance of EPI’s obligations to SBC (see Note 15 to the Consolidated Financial Statements).

Other than the Suretyship Agreement mentioned above, we have not entered into any off-balance sheet transactions or obligations (including contingent obligations), or other relationships with unconsolidated entities or other persons.

MATERIAL COMMITMENTS FOR CAPITAL EXPENDITURES

Jobin also entered into Engineering, Procurement, and Construction Management contract with SunSource Energy Private Limited (SSEPL) for the implementation of the entire 92.86 MW phase of the Sta. Rita Solar Power Project. The scope of the service agreement between Jobin and SSEPL covers the designing, planning, engineering, procurement (manufacturing/supply), construction/erection management, testing and commissioning of the utility scale solar photovoltaic plant under Phase II. Funding to finance this project will come from internally generated funds, advances from related parties and/or borrowings from banks.

KNOWN TRENDS, EVENTS OR UNCERTAINTIES (Material impact on Sales)
On February 13, 2017, HMC a wholly owned subsidiary of the Parent Company and whose tonnage consists of 10% of the Group's total production, received a letter from DENR stating that MPSA in Taganaan Island, Surigao is being cancelled due to alleged violations of RA No. 7942 or the Philippine Mining Act of 1995 as a result of the audit conducted in July 2016. On February 17, 2017, HMC filed a Notice of Appeal with the Office of the President. It is the Parent Company's position that there are no legal and technical grounds to support the cancellation of HMC's MPSA. The Parent Company will pursue all legal remedies to overturn the said order because of due process violations and the absence of any basis that would warrant a suspension of HMC's operations, much less the cancellation of its MPSA.

IV. Brief Description of the General Nature and Scope of the Business of Nickel Asia Corporation and Subsidiaries

A. Corporate Profile

Nickel Asia Corporation ("the Company") was incorporated on 24 July 2008 with the Philippine Securities and Exchange Commission ("SEC") and was listed with the Philippine Stock Exchange ("PSE") on 22 November 2010.

The Company has the following subsidiaries:

Hinatuan Mining Corporation (HMC)
HMC was incorporated on October 9, 1979 and was granted rights over the Taganaan property in 1980. Development of the property commenced in 1981 and the first commercial shipment from the Taganaan mine was made in 1982. The size of the property was expanded in 1983 with the acquisition of additional claims on adjacent properties.

Cagdianao Mining Corporation (CMC)
CMC was incorporated on July 25, 1997 and acquired the right to operate the Cagdianao mine in 1998.

Samar Nickel Mining Resources Corporation (SNMRC)
SNMRC was incorporated on March 11, 2010, and is primarily engaged in the exploration, mining and exporting of mineral ores. SNMRC has not yet started commercial operations.

La Costa Shipping and Lighterage Corporation (LCSLC)
LCSLC was incorporated on October 23, 1992, and is primarily engaged in the chartering out of Landing Craft Transport (LCT) and providing complete marine services. LCSLC was acquired by HMC in April 2010. In May 2014, LCSLC sold all of its LCTs to HMC for a consideration.

Geogen Corporation
Geogen was incorporated on October 9, 1998, and is primarily engaged in the exploration, exploitation and mining of metallic and non-metallic minerals, including, but not limited to, nickel, iron, cobalt, chromite and other associated mineral deposits. Geogen was acquired by the Parent Company in August 2015. Geogen has not yet started commercial operations.

On March 5, 2018, the SEC approved Geogen's application to change its corporate name to Dinapigue Mining Corporation.

Falck Exp Inc. (FEI)
FEI was incorporated on November 22, 2005, and is primarily engaged in the business of exploring, prospecting and operating mines and quarries of all kinds of ores and minerals, metallic and non-metallic. FEI is currently on a dissolution phase.

Cordillera Exploration Co., Inc.
CExCI was incorporated on October 19, 1994 primarily to engage in the business of large-scale exploration, development and utilization of mineral resources. CExCI has a number of mining properties at various stages of exploration. It is currently not engaged in any development or commercial production activities.

Newminco Pacific Mining Corporation
Newminco was incorporated on October 9, 2006 and is primarily engaged in the exploration, mining, development, utilization, extraction, beneficiation and marketing of minerals and mineral resources. Newminco was acquired by CExCI in December 2015.

Taganito Mining Corporation (TMC)
TMC was incorporated on March 4, 1987, and is primarily engaged in the mining and exporting of nickel saprolite and limonite ore, and exploration activities. The first commercial shipment from the Taganito mine was made in 1989. TMC also provides services to THNC which involves the handling, hauling and transportation of materials required in the processing operations of THNC.

Rio Tuba Nickel Mining Corporation (RTN)
RTN was incorporated on July 15, 1969 to develop the nickel ore deposits discovered at the Rio Tuba mine site in 1967. It was granted rights over the Rio Tuba property in 1970 and commenced mining in 1975. RTN made its first commercial shipment in 1977. RTN also provides non-mining services required in the processing operations of CBNC.

Emerging Power Inc.
EPI was incorporated on October 16, 2007, and is primarily engaged in the renewable energy business. EPI was acquired by the Parent Company by way of loan conversion into equity in July 2015. EPI is the holder of Geothermal Renewable Energy Service Contract (GRESC) No. 2014-02-054 (Service Contract). On February 16, 2016, the Department of Energy (DOE) approved EPI's application to assign its rights and obligations under the Service Contract to MGPC under Certificate of Registration No. 2016-02-060.

Mindoro Geothermal Power Corporation (MGPC)
MGPC was incorporated on May 7, 2014, and is primarily engaged in the renewable energy business. MGPC project is estimated to supply 40 MW of power over twenty five (25) years.

Manta Energy Inc. (MEI)
MEI was incorporated on May 21, 2007, and is primarily engaged in power business, including but not limited to power generation, power trading and supply to retail customers and end users. On July 5, 2016, the Energy Regulatory Commission (ERC) approved MEI's registration as Registered Electric Supplier for a period of five (5) years, and renewable thereafter.

Biliran Holdings Inc. (BHI)
BHI was incorporated on July 31, 2015, and is primarily engaged in investing in and holding of assets of every kind and description, as and to the extent permitted by law. It is also registered, within the limits prescribed by law, to engage in the business of infrastructure, power generation, real estate, manufacturing, trading and agribusiness and to pay other evidences of indebtedness or securities of this or any other corporation.

Jobin-SQM, Inc.
Jobin was incorporated on January 6, 2010, and is primarily engaged in power business, including but not limited to power generation, power trading and supply to retail customers and end users. Jobin is the holder of Solar Energy Service Contract (SESC) No. 2013-10-039 and Wind Energy Service Contract (WESC) No. 2013-10-062 which both covers an area in the municipalities of Morong and Hermosa, Bataan. Jobin was acquired by EPI in July 2015.

Biliran Geothermal Inc. (BGI)
BGI was incorporated on October 31, 2007. The principal activities of BGI are to explore, exploit, discover, develop, extract, dig and drill for, produce, utilize, refine, treat, process, transport, store, market, sell, use, supply, experiment with, distribute, manufacture, or otherwise deal in, any substance, minerals or otherwise, which by itself or in contribution with other substances generate or emanate heat or power and to enter into and perform service contracts including geothermal services. BGI's project, the Biliran Geothermal twenty-five (25) year concession, was estimated to supply 50 MW of power to the grid but according to research conducted by BGI, it can further produce up to 60 MW. BGI was acquired by BHI in December 2015. In 2014, BGI received the Confirmation of Commerciality for the Biliran Geothermal Project from the Philippine Government through the DOE.

Mantex Services Inc. (Mantex)
Mantex was incorporated on March 26, 2012. Mantex is established primarily to provide technical, financial and public relations advisory, management and investments services for infrastructure projects.

B. Business Overview

We export saprolite and limonite ore to customers in Japan, China and Australia. Our customers use our ore for the production of ferronickel and nickel pig iron (NPI), both used to produce stainless steel, and for the production of pig iron used for carbon steel. We are also the exclusive supplier of limonite ore from our Rio Tuba mine to the country's first hydrometallurgical nickel processing plant owned by Coral Bay Nickel Corporation (CBNC), where we have a 10% equity interest. CBNC became operational in 2005 and currently operates at a capacity of 24,000 tonnes of contained nickel and 1,500 tonnes of contained cobalt per year in the form of a mixed nickel-cobalt sulfide. It has proven to be the world's most efficient facility using the high-pressure acid leach (HPAL) process.

In 2010, we made an investment of ₱4.4 billion for a 22.5% equity interest in the country's second hydrometallurgical nickel processing plant under Taganito HPAL Nickel Corporation (THNC). The plant started its commercial operation in October 2013, and currently operates at a capacity of 30,000 tonnes of contained nickel and 1,500 tonnes of contained cobalt per year in the form of a mixed nickel-cobalt sulfide. Our Taganito mine supplies all of the limonite ore for the plant. At a total project cost of US$1.7 billion, the plant represents the single largest investment in the Philippine minerals sector.

In 2016, the Parent Company made a strategic decision to reduce our ownership in the Taganito plant from 22.5% to 10.0%, the same equity level that we have in the Coral Bay plant. While the Taganito and Coral Bay plants are globally recognized to be of the highest quality and operating efficiency, as with most other nickel processing plants worldwide, profitable operations cannot be achieved at current low nickel prices, while the Taganito plant in particular requires further shareholder funding in order to complete a number of capital expenditure projects in the pipeline.

The reduction in our equity was achieved by a sale of shares to the majority owner of the plant and one of our major shareholders, Sumitomo Metal Mining Co., Ltd. (SMM). The sale, concluded on October 17, 2016, resulted in an inflow of ₱2,037.2 billion and a gain of ₱239.6 million.

Apart from our four operating mines, we have other properties in various stages of exploration for nickel, while continuing to seek opportunities in copper and gold. In November 2010, we concluded the purchase of Cordillera Exploration Co., Inc. (CExCI) from Anglo American Exploration (Philippines), Inc. (Anglo American), with four properties in the Central Cordillera of northern Luzon that are prospective for gold and copper. The purchase marks our first step in our vision to become a diversified mineral resource company. In November 2011, SMM acquired 25% equity in CExCI with an option to purchase additional shares to increase its total equity to 40%.

In 2015, CExCI identified a new property in the province of Zambales for exploration and development under Newminco Pacific Mining Corporation (Newminco), which is also prospective for gold and copper. In relation to this, SMM put an additional investment of US$2.8 million to increase its ownership in CExCI from 25% to 40%. Newminco is the holder of exploration permit (EP) of areas located in Zambales.

In August 2015, we also concluded the purchase of 100% equity interest in Geogen Corporation (Geogen), which is the claim owner of the Isabela Nickel Project in Dinapigue, Isabela.

We also moved into the area of renewable energy and power generation. We are completing the construction of a 10 megawatts (MW) diesel power plant at a cost close to ₱900.0 million. Power will be sold to the Surigao del Norte Electric Cooperative, Inc. under a Power Supply Agreement. The plant is designed to alleviate the shortage of power particularly in Surigao City, and expected to be operational in 2018.

Our entry into the renewable power business was formalized in 2015 with the conversion of a ₱446.0 million loan to equity and an additional equity infusion of ₱474.0 million, which correspond to an equity ownership in Emerging Power, Inc. (EPI) of 66%. In 2016, the Parent Company subscribed to additional common shares of EPI for ₱660.0 million and this increased the Parent Company's equity interest in EPI to 70.92%. As at December 31, 2017, the Parent Company's equity interest in EPI stood at 86.29% as a result of fresh equity infusion of ₱1.5 billion in September 2017.

EPI's mission is to engage in power generation exclusively from renewable sources. EPI has a number of Renewable Energy Service Contracts, principally a 100 MW solar and 50 MW wind service contract under Jobin-SQM, Inc. (Jobin), located in the Subic Bay Freeport Zone; two geothermal service contracts under Biliran Geothermal, Inc. (BGI), in the province of Biliran, Leyte; and a geothermal service contract under Mindoro Geothermal Power Corp. (MGPC) in Naujan, Oriental Mindoro.

Jobin completed 32 MW of solar power early in 2017. In the absence of a new feed-in-tariff by government, a decision has been made to suspend any further development work until power sales contracts are obtained.

With respect to Biliran geothermal project, where five (5) wells have been drilled by EPI's 40% partner, Biliran Geothermal Holdings, Inc., fluid management studies have been completed on one particular well, with positive results with respect to acid control. Given this outcome, a decision has been made to proceed with the first 5 MW plant once Power Sales Agreements have been obtained. It is expected that this first plant will be operational in 2018.

In the Montelago project, the two (2) geothermal wells drilled in 2016 have not reached sufficiently high temperatures to warrant moving ahead to development. Various options are currently being considered in order to drill the northern portion of the geothermal field.

In 2017, we saw continued developments in the following areas:

Jobin has fine-tuned its Operations & Maintenance, keeping a lean team that is performing at and above solar energy industry standards. With its existing 32 MW solar energy facility running smoothly for over a year, and its infrastructure (i.e. transmission, substations, roads, warehouse, site office, etc) is in place. Jobin has no interconnection congestion issues, as it is the only renewable energy facility that is connected to the main Philippine Grid via a 230 kV transmission line. Jobin has been selling its electricity output via the Wholesale Electricity Spot Market (WESM) since its commercial operations date, and the actual average for 2017 was higher than solar off-take agreements being closed at this same time period. Once higher than spot market off-take agreements are in place, Jobin is primed to continue solar/wind equipment installation and scale up fast

MGPC's northern portion of its exclusive service contract area has undergone a more detailed assessment in 2017 by GeothermEx – a leading American geothermal advisory firm. They have also confirmed that the existing wells in the southern portion can net out at least 3.5 MW of power. Combined with their assessment for the northern portion of net capacity of at least 18 MW, MGPC may be commercially operational within 3 years' time. EPI has been in discussions with a few rare groups familiar with geothermal investments to strategize how to further minimize drilling risk. Once firm, this wholly owned EPI subsidiary is poised to deliver much needed power to the island grid of Mindoro.

BGI successfully split its existing Geothermal Renewable Energy Service Contract (GRESC) into two in 2017. Where GRESC previously almost covered the entire island province of Biliran, the new setup delineates the southern portion as Biliran 1 and the northern portion as Biliran 2. Biliran 1 covers the existing developed infrastructure (i.e., 4 well pads, 8 standard deep wells, roads, etc) and has a Probability-90 Assessment that confirms a 100 MW capacity. Biliran 2 is the yet-to-be-developed area save for surface studies and a Probability-50 Assessment of some 170 MW capacity. This delineation allows BGI to focus on the more immediately executable Biliran 1 and gives BGI more time to develop Biliran 2. For the rest of 2017, Biliran 1 continued its facility maintenance and Biliran 2 has begun its Information Education and Communication Campaign with its local communities and the local government unit (LGU), reconnaissance surveys, and acquisition of permits.

With our foray into the area of renewable energy, we are slowly becoming a group more focused on harnessing the potential of our natural resources to benefit our communities and the country in general.

Fundamental to the way we do business as a responsible corporate citizen is our commitment to operate in a sustainable manner, protecting the environment, nurturing active communities and ensuring the safety and well-being of everyone involved in our operations. For this we have been recognized time and again, by the Government, the industry and by other award-giving bodies.

As an evolving natural resources company, we are committed to responsible mining and to the highest standards in everything that we do.

V. The Market Price and Dividends

Market Information

The stock prices for the Company's common equity for the last three (3) years, after the effect of stock dividends, are as follows:

	High	Low
2015		
1st Quarter	₱16.15	₱12.00
2nd Quarter	₱14.00	₱9.50
3rd Quarter	₱11.50	₱6.40
4th Quarter	₱8.80	₱6.16
2016		
1st Quarter	₱5.92	₱3.40
2nd Quarter	₱4.20	₱5.80
3rd Quarter	₱5.03	₱7.43
4th Quarter	₱6.77	₱8.75
2017		
1st Quarter	₱6.08	₱8.49
2nd Quarter	₱6.00	₱6.71
3rd Quarter	₱5.60	₱7.99
4th Quarter	₱5.98	₱7.40
2018		
1st Quarter	₱5.89	₱6.89

The Company's stocks share price was at ₱6.11 per share as of April 2, 2018.

Holders

The top 20 stockholders of the Company as of March 28, 2018 are:

STOCKHOLDERS' NAME	NUMBER OF SHARES	% OF OWNERSHIP
PCD Nominee Corporation (Filipino)	4,655,398,092	61.23%
Sumitomo Metal Mining Philippine Holdings Corporation	1,444,657,926	19.00%
Nonillion Holding Corp.	720,000,000	09.47%
PCD Nominee Corporation (Non-Filipino)	532,593,980	07.01%
Pacific Metals Co., Ltd.	210,726,340	02.77%
Gerard H. Brimo	14,800,747	00.19%
Manuel B. Zamora, Jr.	5,982,236	00.08%
William T. Enrile &/or William R. Enrile II &/or Nelly R. Enrile	4,800,000	00.06%
Ricardo Sy Po or Angelita Tan Po or Leonardo Arthur Tan Po	4,726,876	00.06%
Philip T. Ang	1,616,724	00.02%
Ronaldo B. Zamora	1,300,224	00.02%
Megastar Real Estate Corporation	1,300,000	00.02%

STOCKHOLDERS' NAME	NUMBER OF SHARES	% OF OWNERSHIP
Koh Teng Ong Chong	1,092,800	00.01%
Rolando R. Cruz	614,952	00.01%
Eva Policar-Bautista	365,624	00.00%
Jose B. Anievas	318,750	00.00%
Berck Y. Cheng	300,000	00.00%
Steven Ivan Lim Yu	290,850	00.00%
Josephine Chua Lim	254,000	00.00%
RMJ Development Corporation	225,000	00.00%

As of March 28, 2018, the Company has eighty seven (87) stockholders.

Dividends

The following tables show the dividends declared and paid to common shareholders for the years ended December 31, 2017, 2016 and 2015:

Cash Dividends

Earnings	Date			Amount	
	Declared	Record	Payable	Per Share (after the Stock Dividends)	Total Declared (in millions)
2017	March 15, 2017	March 29, 2017	April 11, 2017	₱0.08	₱608.2
2016	March 15, 2016	March 31, 2016	April 12, 2016	0.08	607.8
2015	March 27, 2015	April 15, 2015	April 27, 2015	0.70	2,657.1
2015	March 27, 2015	April 15, 2015	April 27, 2015	0.30	1,138.8

Stock Dividends

Earnings	Date			%	No. of Shares (in millions)	Total Declared (in millions)
	Approved	Record	Issued			
2015	June 5, 2015	July 16, 2015	August 11, 2015	100	3,798.5	₱1,899.2

We declare dividends to shareholders of record, which are paid from our unrestricted retained earnings. Our dividend policy entitles holders of shares to receive annual cash dividends of up to 30% of the prior year's recurring attributable net income based on the recommendation of our BOD. Such recommendation will take into consideration factors such as dividend income from subsidiaries, debt service requirements, the implementation of business plans, operating expenses, budgets, funding for new investments and acquisitions, appropriate reserves and working capital, among others. Although the cash dividend policy may be changed by our BOD at any time, our current intention is to pay holders of our shares annual cash dividends at this ratio. Additionally, in the event that new investments, acquisitions or other capital expenditure plans do not materialize, our BOD plans to review the dividend policy and consider increasing the dividend ratio above 30% of the prior year's recurring net income.

Our subsidiaries pay dividends subject to the requirements of applicable laws and regulations and availability of unrestricted retained earnings, without any restriction imposed by the terms of contractual agreements. Notwithstanding the foregoing, the declaration and payment of such dividends depends upon the respective subsidiary's results of operations and future projects, earnings, cash flow and financial condition, capital investment requirements and other factors.

Cash dividends are paid to all shareholders at the same time and within thirty (30) calendar days from declaration date. Stock dividends are also issued to all shareholders at the same time but subject to shareholder's approval.

VI. Compliance with Leading Practices on Corporate Governance

The Company is committed to the principles of sound corporate governance and believes that it is a necessary component of what constitutes sound strategic business investment. The Manual has institutionalized the principles of good corporate governance within the Company and embodies the framework of rules, systems and processes that governs the performance by the Board of Directors (Board) and of Management of their respective duties and responsibilities to the shareholders.

The Company adopted its Manual on Corporate Governance (the "Manual") on June 16, 2010 and the amendments thereto on March 25, 2011, so as to incorporate certain mandatory provisions of the Revised Code of Corporate Governance. The Amended Manual was submitted to the SEC on March 31, 2011. On July 30, 2014, the Company further amended the Manual to incorporate the provisions mandated under SEC Memorandum Circular No. 9, series of 2014.

On May 29, 2017, the Company's Board of Directors approved and adopted a new Manual on Corporate Governance (the "New Manual") in compliance with SEC Memorandum Circular No. 19, Series of 2016. The New Manual incorporates the Company's Policy on Board Nominations and Election of Directors, Policy and System Governing Related Party Transactions, Internal Audit Charter and Charter of the Board of Directors. Each of the Committees of the Board of Directors, namely, the Audit Committee, the Corporate Governance Committee, the Nominations Committee, the Board Risk Oversight Committee and the Related Party Transactions Committee, have their own charters which form integral parts of the New Manual.

The Board, Officers and employees of the Company commit themselves to the principles of sound corporate governance provided in the New Manual and acknowledge that the same shall serve as a guide in the attainment of the Company's corporate goals, the creation of value for all its shareholders, and in sustaining the Company's long-term viability.

The Board likewise approved and adopted the Code of Business Ethics (the "Code") in furtherance of its commitment to good and effective corporate governance. The Code applies to Directors, Officers and employees of the Company and its subsidiaries, who are all expected to maintain high ethical standards of conduct and to comply fully with applicable laws and governmental regulations. It is designed to ensure consistency in how they conduct themselves within the Company, and outside of the Company in their dealings with all stakeholders.

The New Manual, the Code, and the Company's policies on Insider Trading; Conflict of Interest; Procurement Governance; Gifts, Hospitality and Entertainment; Whistleblowing; Related Party Transactions; as well as salient details on its policies on Cash Dividends; Sustainability; and Policy and Data Related to Health, Safety and Welfare; and other information relating to the Company's compliance with corporate governance principles are available on the Company's website at http://www.nickelasia.com/corporate governance.

Board of Directors

The Board is primarily responsible for the governance of the Company and shall provide the policies for the accomplishment of corporate objectives, including the means by which to effectively monitor Management's performance. It is the Board's responsibility to foster the long-term success of the Company and to sustain its competitiveness and profitability in a manner consistent with its corporate objectives and the best interest of its stockholders.

The Company's Board is comprised of nine (9) Directors, two (2) of whom are Independent Directors. The New Manual provides for qualifications of Directors, which allows shareholders to freely choose/nominate Directors coming from diverse professional backgrounds. Every shareholder, regardless of number of stocks held, has the right to nominate candidates for election to the Board of Directors.

All Directors of the Company are required to have a practical understanding of the business of the Company as provided in the New Manual.

The members of the Board are elected during the Annual Stockholders' Meeting based on the list of nominees prepared by the Nomination Committee and sent to the shareholders through the notice of meeting. A majority vote of the shareholders is required for the election of a Director.

Definition of Independence & Independent Directors

The Company adopts the definition of "independence" under the Securities Regulations Code. The Company considers as an Independent Director one who, except for his Director's fees and shareholdings, is independent of Management and free from any business or other relationships, which, could reasonably be perceived to, interfere with his exercise of independent judgment in carrying out his responsibilities as an Independent Director.

The Company follows the Term Limits for Independent Directors as provided under SEC Memorandum Circular No. 4, Series of 2017.

Board Attendance, Appraisal & Training

The Company's Board has a pre-determined schedule of meetings at the beginning of each calendar year. As necessary, attendance at the Board meetings may be through electronic medium or telecommunications.

Board	Name	Date of Election	No. of Meetings Held during this year	No. of Meetings Attended	%	Directorship in Other Publicly Listed Companies
Chairman	Manuel B. Zamora, Jr.	29 May 2017	6	6	100%	None
Vice-Chairman	Philip T. Ang	29 May 2017	6	6	100%	Security Bank Corporation
Member	Gerard H. Brimo	29 May 2017	6	6	100%	None

Independent Director	Frederick Y. Dy	29 May 2017	6	6	100%	Security Bank Corporation
Independent Director	Fulgencio S. Factoran, Jr.	29 May 2017	6	6	100%	Atlas Consolidated Mining and Development Corporation
Member	Takanori Fujimura	29 May 2017	6	6	100%	None
Member	Takeshi Kubota*	29 May 2017	6	5	83%	Sumitomo Metal Mining Co., Ltd.
Member	Luis J. Virata	29 May 2017	6	6	100%	Benguet Corporation
Member	Martin Antonio G. Zamora	29 May 2017	6	5	83%	None
Member	Toru Higo**	06 November 2017	N/A	N/A	N/A	None

**Mr. Kubota resigned as Director effective 06 November 2017.*
***Mr. Higo was elected as a Director on 06 November 2017 to replace Mr. Kubota and to serve as Director for the unexpired term of Mr. Kubota.*

On a yearly basis, the Company's Board undertakes a performance self-assessment as a body, and as individual committees, and assesses if it possesses the right mix of experience and backgrounds. It also conducts a performance assessment of the CEO to evaluate performance and overall compliance with laws, regulations and best practices.

The Charter of the Board of Directors and the New Manual include a policy on the training of Directors, including an orientation program for first-time Directors and relevant annual continuing training for all Directors.

Shareholders' Rights

The Company recognizes that all shareholders of the Company have the right to participate in all scheduled shareholders' meetings of the Company and to exercise their right to vote.

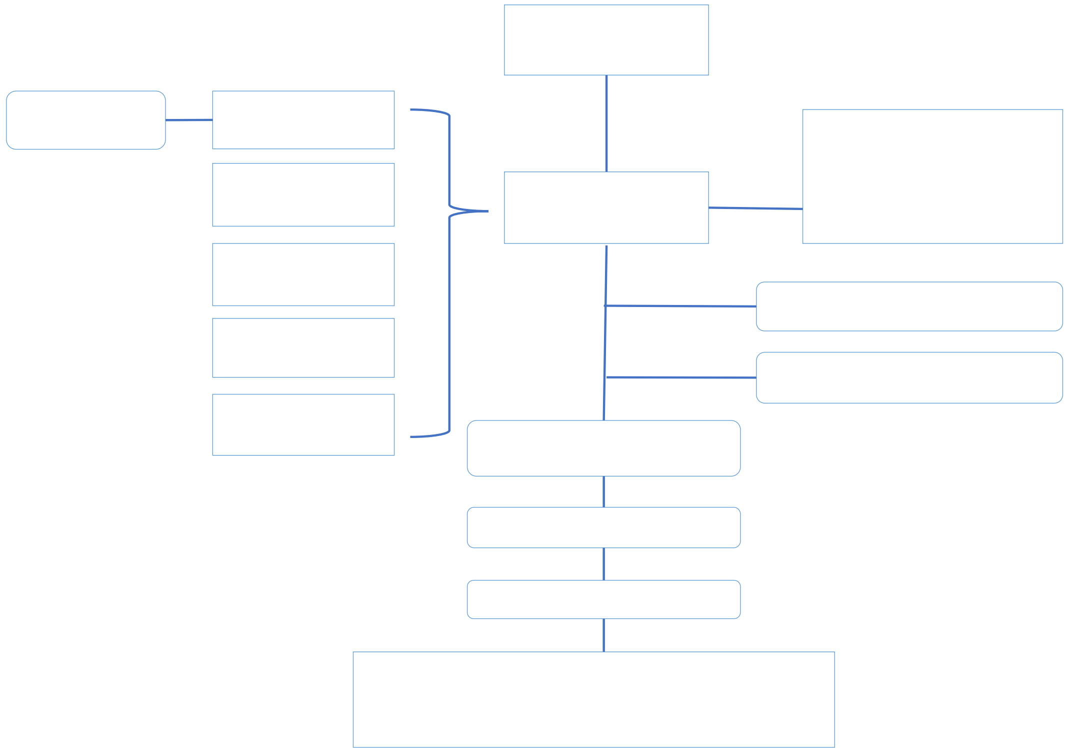
Shareholders' Meeting

During the annual meeting, all shareholders are given the opportunity to exercise their right to elect Directors, to replace and remove Directors, to approve certain corporate acts in accordance with the Corporation Code. The annual meeting also serves as a venue for all shareholders to be updated on the condition of the Company, its plans and programs, and to raise questions or concerns.

Notice and Procedures

The Company sends timely notice of meetings to shareholders. A notice stating the date, time and place of the annual meeting is announced at least twenty eight (28) days prior to the scheduled annual meeting. Materials for the meeting, including the agenda, the rationale and explanation for each of the items on the agenda, the Information Statement, profiles of candidates seeking election to the Board and proxy forms and documents required to enable a shareholder to appoint a proxy to vote on his behalf shall be disseminated to all shareholders within the periods prescribed by the SEC.

CORPORATE GOVERNANCE STRUCTURE



BOARD COMMITTEES

Audit Committee

The Audit Committee is comprised of Mr. Frederick Y. Dy (Independent Director) as Chairman, and Messrs. Takanori Fuimora and Fulgencio S. Factoran (Independent Director) as members. All of the members of the Audit Committee are financially literate. The Audit Committee reports to the Board and is required to meet at least once every three months.

Aside from overseeing the internal and external auditors of the Company, the Audit Committee is responsible for assisting the Board in its fiduciary responsibilities by providing an independent and objective assurance to the Management and shareholders of the continuous improvement of the risk management system, business operations, and the proper safeguarding and use of Company resources and assets. The Audit Committee provides a general evaluation and assistance in the overall improvement of the risk management, control and governance processes.

The Board, upon the recommendation of the Audit Committee, appointed Maria Angela G. Villamor as the Company's Chief Audit Executive and Vice President for Internal Audit.

The table below shows the attendance of the members of the Audit Committee at Committee meetings held in 2017:

Board	Name	Number of Meetings Held during this year	No. of Meetings Attended	%

Chairman	Frederick Y. Dy	4	4	100%
Member	Fulgencio S. Factoran	4	4	100%
Member	Takanori Fujimura	4	4	100%

Board Risk Oversight Committee

The Board Risk Oversight Committee is comprised of Mr. Fulgencio S. Factoran, Jr. (Independent Director) as Chairman, and Messrs. Gerard H. Brimo and Frederick Y. Dy (Independent Director) as members. This Committee assists the Board in its oversight responsibility for the Company's Enterprise Risk Management, and shall review the effectiveness of the risk management system. The Board Risk Oversight Committee reports to the Board and is required to meet at least once every three months.

The table below shows the attendance of the members of the Board Risk Oversight Committee during its meetings held in 2017:

Board	Name	Number of Meetings Held during this year	No. of Meetings Attended	%
Chairman	Fulgencio S. Factoran, Jr.	4	4	100%
Member	Gerard H. Brimo	4	4	100%
Member	Frederick Y. Dy	4	4	100%

Corporate Governance Committee

The Corporate Governance Committee is comprised of Mr. Manuel B. Zamora, Jr., as Chairman, and Messrs. Gerard H. Brimo and Frederick Y. Dy (Independent Director) as members. The Corporate Governance Committee reports to the Board and held two meetings in 2017, wherein all members were present.

The Corporate Governance Committee is responsible for ensuring compliance with and proper observance of corporate governance principles and practices; overseeing the implementation and periodic review of the Company's corporate governance framework to ensure that it remains responsive to the Company's size, complexity and business strategy; conducting an annual evaluation of the Board, its Committees and the Management of the Company; and developing and implementing action plans and programs to improve the performance of the Board, Committees, Directors and officers. The Corporate Governance Committee also performs the functions previously assigned to the Compensation and Remuneration Committee. It is tasked to establish and maintain a formal and transparent procedure for developing policy on remuneration of Directors and Officers to ensure that their compensation is consistent with the Company's culture, strategy and the business environment in which it operates. The Committee is also responsible for administering the Company's stock option policies and plans and for approving bonuses to all employees of the Company and its subsidiaries.

Related Party Transactions Committee

The Related Party Transactions Committee is composed of Mr. Takanori Fujimura as Chairman and Messrs. Frederick Y. Dy and Fulgencio S. Factoran. Jr., both Independent Directors, as members. The Related Party Transactions Committee is tasked with reviewing all material and related party transactions of the Company to ensure that such transactions are conducted on terms which are no more favorable than the terms of similar transactions with non-related parties under similar circumstances, and that no corporate or business resources of the Company are misappropriated or misapplied. This Committee is also responsible for identifying potential or actual conflicts of interest and reputational risk issues that may arise from such related party transactions. The Related Party Transactions Committee shall further ensure that transactions between and among related parties are properly identified, monitored and reflected in reports to the Board and relevant regulatory authorities. The Committee is required to meet at least once a year. In 2017, the Committee had one meeting wherein all its members were present.

Nomination Committee

The Nomination Committee is comprised of Mr. Manuel B. Zamora, Jr., as Chairman, and Mr. Fulgencio S. Factoran, Jr. (Independent Director) and Mr. Toru Higo as members. Mr. Takeshi Kubota was a member of the Committee until his resignation on 06 November 2017. He was replaced by Mr. Higo who was appointed as member by the Board on March 14, 2018. The Nomination Committee reports to the Board and held one meeting in 2017, wherein all three members were present.

The Nomination Committee is responsible for setting qualification standards to facilitate the selection of potential nominees to Board seats and of all nominees to other positions in the Company requiring appointments by the Board, to provide shareholders with an independent and objective evaluation of, and assurance that, the members of its Board and the officers appointed by the Board are competent and will foster the Company's long-term success and secure its competitiveness.

EXECUTIVE IMPLEMENTATION

The Company's Chairman and Chief Executive Officer ("CEO") positions are held separately by unrelated individuals. The roles of Chairman and the CEO are assigned to Manuel B. Zamora Jr. and Gerard H. Brimo, respectively.

Chairman

The Chairman is responsible for leadership of the Board. He ensures effective operation of the Board and its committees in conformity with the highest standards of corporate governance. He is accountable to the Board and acts as direct liaison between the Board and Management of the Company, through the CEO. He ensures that the Board works effectively and sets an agenda which is focused on strategy, performance and accountability, while taking into consideration recommendations of the Directors, CEO and Management. He sets the style and tone of Board discussions to promote constructive debate and effective decision making. He assures the availability of training opportunities to all Directors, including an orientation program for first-time Directors. He ensures that the Board performance is evaluated at least once a year.

President and CEO

The President and CEO provides the leadership for Management to develop and implement sound business strategies, plans, budgets and a system of internal controls. He ensures that the overall business and affairs of the Company are managed in a sound and prudent manner in accordance with the Company's strategic plan and that business risks are identified and properly addressed. He also ensures that operational, financial and internal controls are adequate and effective in order to generate sound and reliable financial and operational information, to maximize the effectiveness and efficiency of operations, to safeguard Company assets and resources, and to comply with all laws, rules, regulations and contracts. The President and CEO, with the assistance of the rest of the Company's Management, also has the responsibility to provide the Board with a balanced, understandable and accurate account of the Company's performance, financial condition, results of operations and prospects on a regular basis. The President and CEO is the link between internal operations and external stakeholders.

Chief Risk Officer

Mr. Jose B. Anievas, the Senior Vice President for Operations, is also the Chief Risk Officer of the Company. The Chief Risk Officer supervises the Company's Enterprise Risk Management System and spearheads its implementation, review and continuous improvement. He takes the lead in identifying key risks exposure relating to economic, environmental, social and governance factors that may affect the achievement of the Company's strategic objectives and developing risk mitigation plans for such risks. He communicates the top risks and the status of implementation of the Company's risk management strategies and action plans to the Board Risk Oversight Committee, and works with the President and CEO in updating and making recommendations to the Board Risk Oversight Committee.

Corporate Governance Officer

Mr. Emmanuel L. Samson, aside from being designated as the Senior Vice President – Chief Financial Officer, has likewise been appointed by the Board as the Corporate Governance Officer. He is tasked with ensuring that corporate governance policies are disseminated, adopted throughout the organization and become an integral part of the Company's culture. In addition, he also ensures that the necessary systems are in place to monitor compliance.

Compliance Officer

Ms. Georgina Carolina Y. Martinez, aside from being designated as the Vice President – Legal and Special Projects, has likewise been appointed by the Board as the Chief Compliance Officer effective September 1, 2017. She replaced Mr. Jose Roderick F. Fernando who served as such until August 31, 2017. The Compliance Officer ensures the Company's strict adherence to all laws, regulations, guidelines and specifications relevant to the business.

CORPORATE SECRETARY

Atty. Barbara Anne C. Migallos is the incumbent and duly qualified Corporate Secretary of the Company. She ensures that all Board procedures, rules and regulations are strictly followed. The Corporate Secretary is a lawyer with years of experience in corporate law practice, including corporate secretarial work. She is also a professional lecturer in advanced securities regulation.

AUDITORS

Chief Audit Executive

The Board, upon the recommendation of the Audit Committee, appointed Ms. Maria Angela G. Villamor as the Company's Chief Audit Executive. The Chief Audit Executive is primarily tasked with evaluating the adequacy and effectiveness of the Company's governance and operations, the reliability and integrity of financial information, the safeguarding of assets, and compliance with laws, rules and regulations.

External Auditor
The external auditor is appointed by the shareholders upon the recommendation of the Audit Committee, which reviews its qualifications, performance and independence. To ensure objectivity in the performance of its duties, the external auditor is subject to the rules on rotation and change (every five years for the engagement partner); general prohibitions on hiring of staff of the external auditor; and full and appropriate disclosure and prior approval by the Audit Committee of all audit and non-audit services and related fees. Approval of non-audit work by the external auditor is principally tested against the standard of whether such work will conflict with its role as an external auditor or would compromise its objectivity or independence as such.

INVESTOR RELATIONS PROGRAM

The Company is committed to making timely, full and accurate disclosures and distributing other corporate communication materials in accordance with the disclosure rules of the Philippine Stock Exchange.

External and internal communications are handled by the Corporate Communications, Legal, and Investor Relations units. Major company announcements are reviewed and approved by the VP-Corporate Communications, VP-Legal, the Chief Financial Officer, the Executive Vice President and the President and Chief Executive Officer.

The policy is subject to regular review by senior management and the Board of Directors to ensure its effectiveness. Updates and amendments (as appropriate) will be made to reflect current best practices in our communication with the investment community.