

COVER SHEET

SEC Registration Number

SEC Registration Number

UNITED PARAGON MINING

CORPORATION

(Company's Full Name)

6th / F QUAD ALPHACENTRUM,

125 PIONEER ST MANDALUYON CITY

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

Mr. Gilbert V. Rabago

Contact Person

631-5139

Company Telephone Number

2023 ANNUAL REPORT – SEC 17-A

(With attachment – Audited Financial Statement 2023 & Sustainability Report)

1 2 3 1

Month Day Fiscal Year

FORM TYPE

Month Day Annual Meeting

Secondary License Type, If Applicable

Dept Requiring this Doc

Amended Articles Number / Section

Total Amount of Borrowings

Total No. of Stockholders

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document ID

Cashier

STAMPS

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**SECURITIES AND EXCHANGE COMMISSION
SEC FORM 17-A
ANNUAL REPORT PURSUANT TO SECTION 17
OF THE SECURITIES REGULATION CODE AND SECTION 141
OF THE CORPORATION CODE OF THE PHILIPPINES**

1. For the fiscal year ended **December 31, 2023**
2. SEC Identification Number 40938 3. BIR Tax ID No. **000--169-117-000**

4. **UNITED PARAGON MINING CORPORATION**
Exact name of issuer as specified in its charter

5. **Philippines** 6. (SEC Use Only)
Province, Country or other jurisdiction of Industry Classification Code:
incorporation or organization

7. **Quad Alpha Centrum, 125 Pioneer St., Mandaluyong City** **1550**
Address of principal office Postal Code

8. **(632) 8631-5139**
Issuer's telephone number, including area code

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

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

Title of Each Class	Number of Shares of Common Stock Outstanding & Amount of Debt Outstanding
<u>Common Stock</u>	<u>261,314,797,080</u>

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

Yes [] No []

If yes, state the name of such stock exchange and the classes of securities listed therein:

Philippine Stock Exchange, Inc. **Common Stock**

12. Check whether the issuer:

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

Yes [] No []

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

Yes []

No []

13. State the aggregate market value of the voting stock held by non-affiliates (55,267,966,544 shares) of the registrant – ₱248.71 million based on the closing stock price of P0.0045 per share at the Philippine Stock Exchange, Inc. on December 31, 2023.

14. Check whether the issuer has filed all documents and reports required to be filed by Section 17 of the Code subsequent to the distribution of securities under a plan confirmed by a court or the Commission.

Yes []

No []

NA []

DOCUMENTS INCORPORATED BY REFERENCE

15. If any of the following documents are incorporated by reference, briefly describe them and identify the part of the report into which the document is incorporated:

The Company's 2023 Audited Financial Statements are incorporated under item 7 of Part II (Operational & Financial Information).

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PART I - BUSINESS AND GENERAL INFORMATION

Item 1. Business and General Information

United Paragon Mining Corporation ("UPMC" or the "Company") is a Philippine corporation whose main business is the exploration, development, exploitation, recovery and sale of gold.

UPMC was the result of a merger in 1989 between United Asia Resources and Geothermal Corporation ("UAR") and Abcar Paragon Mining Corporation ("Abcar Paragon"). Under the terms of the merger, UAR became the surviving corporation and Abcar Paragon transferred all of its assets and properties (real and personal, including rights, franchises and receivables, as well as the operating rights of the Longos Mine) to UAR. UAR was renamed United Paragon Mining Corporation in 1990. UAR was formed as a corporation in 1970 while Abcar Paragon was formed in 1986.

The Company's principal mining operation is the Longos Mine at Paracale, Camarines Norte. The Company operated an open pit area in the mine from August 01, 1988 to June 01, 1994 having extracted 888,809 metric tonnes (MT) of ore, which yielded 79,120 ounces of gold. This was more than twice its originally calculated reserve. By April 1994, the Company began the commercial operations of the underground mine at the same site. It was placed under care and maintenance in December 1998 because of depletion of economic reserves above Level 800, high operating cost and low metal prices

In 1999, the management of the Company decided to continue exploration drilling in the main Longos lode area and the neighboring sub-parallel veins to search for more ore to increase reserves. However, in the last quarter of 2003, the management of the Company was convinced that sufficient drilling had been done in these areas. In November 2003, the Company decided to suspend further drilling in Longos.

Another prospective area is San Mauricio in Jose Panganiban as an exploration target for the Company. The Company has plans of continuing exploration drilling in San Mauricio once the necessary clearance from the Department of Environment and Natural Resources ("DENR") is secured.

With the current gold prices, the present ore reserves of the Company are now sufficient for a viable project at 500-600 tonnes per day capacity. The Company pursued various options to raise project financing subject to the company being awarded appropriate government permits to resume further development and rehabilitation of Longos Mine.

Meanwhile, on December 29, 2018, the company acquired the rights and interests of Vulcan Industrial & Mining Corporation (VIMC) under the following MPSAs:

Project	Location	Contract	Area (has)
<i>Manlupo (Copper)</i>	<i>Bgy. Damutan, Hinobaan, and Bgy. Gatuslao, Candoni, Negros Occidental</i>	<i>MPSA 092-97-VI granted to VIMC on November 20, 1997 and registered with MGB-R06 on June 9, 1998</i>	<i>477.00</i>
<i>Luz (Copper)</i>	<i>Bgy. Manlucahoc, Sipalay, Negros Occidental</i>	<i>MPSA 113-98-VI granted to VIMC on May 26, 1998 and registered with MGB-R06 on May 13, 1999</i>	<i>806.5719</i>

The assignment was approved by the Mines and Geosciences Bureau in an Order dated December 22, 2020. The company preparing the final exploration report and will file the Declaration of Mining project Feasibility (DMPF) within the exploration extension period and renewal of both MPSAs.

Production. There were no gold and silver recovered in the years 2023, 2022, and 2021. The Company's mining and milling operations are still suspended.

Products/Sales/Competition. Prior to the suspension of the mining and milling operations, the Company produced dore bullions, containing gold and silver, which were either refined by the Bangko Sentral ng Pilipinas Mint and Gold Refinery or sent by airfreight and refined by Johnson Matthey PLC. of England. The principal product, gold, accounted for over 99% while the by-product, silver contributed only less than 1%. Since the suspension of the mining and milling operations, the Company has had no new product.

The gold and silver dore bullions were sold either to Bangko Sentral ng Pilipinas or Johnson Matthey PLC. of England. The sales were covered by contracts using internationally accepted pricing in the world market available from the London Metal Exchange. Since no single gold producer (mining company) can affect the international metal prices, competition among mining companies is virtually non-existent. Competition among mining companies is on acquisition of mining claims/areas. Dore bullion is readily marketable.

Sources and availability of raw materials and supplies. The ore as raw material extracted usually comes from the Company's mineral properties. However, the Company suspended its mining and milling operations in 1999 due to depletion of economic reserves at its Shaft 4, high operating costs and low metal prices.

The Company has quite a number of suppliers for its operating supplies. Energy was sourced from Camarines Norte Electric Cooperative ("CANORECO") under a long-term contract for the supply of electricity from 1988 to 2000. Likewise, the Company has four (4) megawatt power plant, which has the ability to provide sufficient power for operation during any power failure. Since this equipment has been idle for a period of time, further rehabilitation is required. However, in November 2000, the Company switched its power supply from CANORECO to an in-house generating set to provide its limited power requirement of 10 KVA. In early 2012, site power supply is now provided by CANORECO. However, the Company is also looking an option for other possible power provider and/or participates in an open market to source its future power requirement. Purchases of supplies, equipment and spare parts are obtained on a competitive basis from sources both local and foreign and are generally available.

Transactions with and/or dependence on related parties. The information required is disclosed on Note 11 of the Company's 2023 Audited Financial Statements.

Patents, trademarks, copyrights, licenses, franchises, concessions and royalty agreements. The information required is disclosed on Note 2 of the Company's 2023 Audited Financial Statements.

Government regulations and approvals. The Company has to strictly comply with governmental regulations and seek government approvals, particularly those of the DENR, with respect to disposal of waste and tailings, rehabilitation, environmental compliance, and the like, to be able to start or continue mining operations. The Company's Environmental Compliance Certificate ("ECC") expired on July 31, 1999 and after satisfying the requirements and upon the recommendation of the

Environmental Management Bureau, the Company was granted an ECC for the Longos Mining Project on October 8, 2010 while its MPSA application was still pending. The Company has filed for reconsideration of the automatic cancellation of its ECC pursuant to EMB Memorandum Circular No. 2020-31, and on January 15, 2024 the Company received approval of ECC reinstatement and currently updating baseline studies to comply with post approval requirement.

Effects of existing government regulations are mainly on their corresponding costs of compliance to the Company, which are appropriately reflected either as expense or as capital asset under generally accepted accounting principles. The effect on the Company of any probable government regulation could not be determined until specific provisions are known.

Research and Development. Exploration, drilling and development for a mining company, are the equivalent of research and development. The Company's principal activities since the suspension of the mining and milling operations until 2004 had been exploration and confirmation drilling.

Exploration/Drilling. In October 2020, three holes, totaling 604.9 meters were drilled east-southeast of the Bula-ay small-scale mining area. These holes were to check the up-dip continuity of Baluarte Vein and San Antonio Vein (between level 200 and level 400) above the ultramafic granodiorite contact. No exploration work was initiated during the years 2019 and 2018 due to revised exploration work program was just approved in early 2020. The Company suspended its exploration/drilling activities in the San Mauricio mineral claim in Jose Panganiban after completing the 2nd hole in February 2004, pending approval by the DENR of the Company's application for Mineral Production Sharing Agreement ("APSA") over the area. This area is covered by application denominated as APSA V-041 and converted into an exploration permit application renumbered as EXPA-000233-V dated November 26, 2021. APSA V-0270 was also renumber as EXPA-000234-V.

Compliance with environmental laws. On May 14, 2011, the former President Benigno S. Aquino III issued EO 26, declaring the implementation of the National Greening Program (NGP) as a government priority program to specifically seek to plant 1.5 billion seedlings in 1.5 million hectares of public lands nationwide in six years, from 2011 to 2016. Areas for planting under the program include forestlands, mangrove and protected areas, inactive and abandoned mine sites and other suitable lands of the public domain.

Notwithstanding the launch of the NGP and that United Paragon Mining Corporation (UPMC) has no mining operation and eventually was put on a care and maintenance mode, the company had envisioned to provide and have prepared a tree-planting program especially on surface areas where mining activities had been conducted. The total planted areas for the year 2021 and 2022 was pegged at 0.4128 hectares and with 1,045 tree seedlings planted and no activities done in 2023. From 2011 up to 2023, the company had planted a total of 33,307 trees on approximately 42.83 hectares of old mining land of which 1,420 trees planted in 2022 and nil in 2023.

The company has constructed a nursery to propagate various kind of tree seedling just to provide full support to the company's monthly tree planting activity as well as in the production of quality seedlings. Tree planting activity was documented and was reported annually in compliance with the regional Mines and Geosciences Bureau ruling.

Moreover, the company likewise provided assistance on livelihood, health and safety, Education and Recreation, Environmental and Sanitation programs to the host Barangays as part of the company's Community Development program. It has allotted a minimum fund to execute necessary support to the communities wherein request and solicitation are commonly considered.

Furthermore, the most pressing concern facing the company since the NGP launching is the proliferation of illegal small-scale miners within the property. The problem has created instability and uncertainties on the area. However, the company was urged to take steps for the necessary protection of all areas where tree-planting activities are conducted. Environmental and ecological protection is the main goal of the company ever since the mine operations ceased in 1999.

The National Greening Program is not only expected to instill greater social confidence in the Mining Industry, but will also result in clear, stable and predictable policies on environmental and ecological aspects on mining.

Employees. The total manpower of the Company as of December 31, 2023 consists of nine (7) regular employees and one (1) consultant.

Type of employee	Exploration/Technical	Finance/Administration
Executive Officers	-	3
Managers/Technical Personnel	1	
Rank and File		4
Total	1	7

The Company expects no significant change in the number of employees for the ensuing year unless the necessary permits have been awarded to the company and the needed funding requirements for exploration and further rehabilitation and development of the Longos Mine becomes available; in which case, a significant number of employees will be hired.

The Paracale-based employees were members of National Allied Mines and Workers Union (“NAMAWU”) for rank and file, and United Paragon Mining Corporation Supervisors’ Union (“UPSU”) for supervisors. The collective bargaining agreement between the Company and NAMAWU expired on December 31, 1999 while that between the Company and UPSU expired on April 30, 2003. Mandaluyong City based employees and administrative personnel at the mine site are not subject to collective bargaining agreement. The Company’s employees have not been on strike in the past three (3) years and are not threatening to go on strike. The Company does not have any incentive arrangement with its employees and no plans to establish one in the future.

Major Risk/s. The management of the Company regularly scans the events and trends concerning the mining industry in order to identify and assess risks affecting the Company. At the same time, the management of the Company assesses the internal risks and weaknesses in its operations. The major risks involved in the Company’s operations are as follows:

- a. **Changes in the market price for gold.** The market price for gold can fluctuate widely. These fluctuations are caused by numerous factors beyond the Company’s control such as speculative positions taken by investors or traders in gold; changes in the demand for gold for industrial uses, for use in jewelry and investment; changes in the supply of gold from production, disinvestment, scrap and hedging; financial market expectations regarding the rate of inflation; the strength of the US dollar (the currency in which the gold price trades internationally) changes in interest rates; actual or expected gold sales by central banks; gold sales by gold producers in forward transactions; global or regional political or economic events.

A sharp decline in the gold price would adversely affect the viability of the Longos Rehabilitation Project and the Company's ability to raise the required amount to finance the said project. However, inasmuch as gold price fluctuations are caused by numerous factors beyond the Company's control and gold hedging is not applicable to the Company at this stage, there is no way the Company can manage this risk at this time. In the future, when the Company reopens the mine, gold price hedging strategies will be considered.

- b. **Skills shortages.** Skills shortages are re-emerging as industry growth recovers and mine production ramps up to meet revived demand. With an inadequate supply of skilled workers and professionals for the mining sector, the challenge of recruitment, retention, development and deployment has re-emerged as a significant strategic threat to the industry. This may further delay future project development and production.
- c. **Development risks.** The Company's plan to rehabilitate and reopen the Longos Mine is based on the results of a pre-feasibility study conducted by the Company. The study used estimates of expected or anticipated project economic returns which are based on assumptions such as future gold and silver prices, anticipated tonnage, grades of ore to be mined and processed, anticipated recovery rates of gold and anticipated capital expenditure and cash operating costs, among other factors.

Actual cash operating costs, production and economic returns may differ significantly from those anticipated by Company's studies and estimates due to a number of uncertainties inherent in the development and construction of an extension to an existing mine or any new mine. Prior to reopening the mine, the Company may hire additional consultants to double check the Company's pre-feasibility study and rehabilitation plan.

- d. **Ore reserves estimate risk.** The ore reserves presented in this annual report are the best estimates of Company's technical personnel and confirmed/certified by competent persons-geologist and mining engineer. The Company undertakes annual revisions of its ore reserve estimates based upon actual exploration and drilling results, new information and fluctuations in economic parameters. The actual mineral deposition in quantity (tonnage) and quality (grade) may vary greatly from the Company's estimate when actual mining/extraction is conducted. Some physical obstacles in operation such as water inflow underground, fracturing of rock upon mining and erratic nature of the mineral content of the vein can contribute to the variance between the estimated and actual ore reserves.
- e. **The risk of flooding the underground workings.** The ore reserves of Longos Mine comprising of several parallel narrow gold veins are located in an ultramafic and granodiorite country rocks. Heavy water ingress into the underground workings caused by fissures of the veins under the ocean floor is inevitable but can be controlled by a well-planned and designed dewatering plan inside the mine. The Company had been successful in controlling water ingress in the past by installing heavy-duty pumps and by pushing the shoreline with a cofferdam. The same dewatering strategy will be used when the Company reopens the mine.
- f. **Liquidity and access to capital.** The Company needs an estimated amount of US\$20 million for capital expenditures to implement its two (2) years exploration work program the exploration work program was revised in 2019 with a capital expenditure of estimated US\$250 thousand. The company pursued various options to raise project funding to fully implement the approved exploration work program, approved exploration permit was received in August 24, 2018. Although, the Philippine government has been aggressively promoting and supporting the revitalization of the mining industry and investors are bullish on the gold price.

Successful implementation of the approved exploration work program will upgrade the current ore reserve. In the last quarter of 2020, the company completed the implementation of the 2-year exploration work program by drilling 3 holes totaling 604.9 meters drilled east-southeast of the Bula-ay small-scale mining area.

Item 2. Properties

The Company owns various office furniture, fixtures and transportation equipment in its Head office located at Mandaluyong City. The Company also owns various drilling, mining and milling equipment and support facilities in its Longos mine site. There is no mortgage, lien or encumbrance over the aforementioned properties.

The Company has no intention at present to lease or acquire any additional significant real property or machinery and equipment in the next twelve (12) months unless the appropriate government permit have been awarded to the company and the required funding for exploration and further development of the mine becomes available, in which case, additional significant real property or machinery and equipment will be acquired. Machinery and equipment are usually acquired month to month as needed usually through direct purchase or through letters of credit, if imported, under suppliers' or bank's credit terms.

The Company through an Operating Agreement executed on February 10, 1987 and Option and Operating Agreement dated November 17, 1987 with Camarines Minerals, Inc. ("CMI") has the exclusive rights to operate the mineral properties in the name of CMI that are covered by mining lease contracts, including the right to occupy the other real properties of CMI. The operating agreement expired on June 18, 2006. On July 30, 2007, the Company and CMI signed an operating agreement renewing and consolidating the previous option and operating agreements. This operating agreement provides for the extension of the term for twenty-five years or co-terminus with the relevant mineral production sharing agreement that may be issued by the Philippine Government and a royalty rate of 3.5% based on gross revenues, net of marketing and refining charges.

The principal properties subject of an operating agreement with CMI consists of 1,204.6160 hectares with confirmed mineral resources and prospective exploration areas. The approved mining lease contracts with the Philippine Government cover 394 hectares, 64 hectares expired in 2006 and 330 hectares expired in 2010. However, prior to expiry of these mining lease contracts, the Company submitted applications for conversion to mineral production sharing agreement/s. The mining claims covered by the operating agreement with CMI are all located in the Paracale - Jose Panganiban District.

The mining lease contracts assigned to the Company by CMI are as follows:

- Mining Lease Contract ("MLC") No. MRD 267, granted on June 18, 1981 covering a group of nine (9) mining claims with a total area of 64.1609 hectares, expired on June 17, 2006. This is the central portion of Longos.
- MLC No. MRD 401, granted on March 19, 1985, covering twelve (12) mining claims with an area of 92.8699 hectares, expired on March 18, 2010. This is the southern portion, known as Malaguit group of claims, which includes Haliguing Bato area.
- MLC No. MRD 445, granted on July 01, 1985, covering a group of twenty-nine (29) mining claims with a total area of 194.2786 hectares, expired on June 30, 2010. This is the portion, which includes the UPMC village, the Tailings Pond No. 1, Baluarte and San Antonio structures and Barangay Palanas.

- MLC No. MRD 446 granted on July 01, 1985, covering a group of six (6) mining claims with a total area of 43.5000 hectares, expired June 30, 2010. This is the Tugos area.

The Company and CMI filed a joint application for production sharing agreement (“APSA”) for the above MLCs on February 7, 2006 (denominated as APSA V-375). However, with the passage of the Executive Order 79 (EO 79) dated July 6, 2012 entitled “INSTITUTIONALIZING AND IMPLEMENTING REFORMS IN THE PHILIPPINE MINING SECTOR PROVIDING POLICIES AND GUIDELINES TO ENSURE ENVIRONMENTAL PROTECTION AND RESPONSIBLE MINING IN THE UTILIZATION OF MINERAL RESOURCES”, the processing of the renewal of the APSA application is on hold until a legislation rationalizing existing revenue sharing schemes mechanism shall have taken effect. In line with the company management mandate to upgrade its ore reserve, the said APSA 375 application was converted to an exploration permit application in February 4, 2013. On October 4, 2013 the company received approval on the conversion application from APSA-00375-V to EXPA-00180-V. On August 24, 2018 the company received the approved exploration permit with a larger area from 394 hectares to 580 hectares. In February 2021 the Company filed Declaration of Mining Project Feasibility Study (DMPF) and as at December 31, 2023 still pending for approval at the Mines and Geoscience Bureau.

UPMC on its own has located several mineral areas located in Paracale and Labo, Camarines Norte consisting of 531.000 hectares for which corresponding APSAs were filed.

The following are the APSAs filed by the Company:

- APSA V-041 covers four (4) lots of 101 mining claims. Lots 1, 2 and 3 are owned by CMI (known as San Mauricio claim group) and Lot 4 (Torana Group, 126.0000 hectares) is owned by UPMC with a total area of 753.4439 hectares and now renumbered as EXPA-000233-V.
- APSA V-254 covers six (6) mining claims owned by UPMC and located within Labo and Paracale, Camarines Norte consisting of Lots 1 and 2 with a total area of 405.0227 hectares, denied by MGB V in an order dated June 30, 2011 pursuant to the provisions of Department Memorandum Order (DMO) NO. 2010-04. A motion for reconsideration on the denial of the application has been filed by the Company which is currently being evaluated by MGB V office.
- APSA V-270 covers twenty-four (24) mining claims owned by CMI also known as the Jeff-Sindicado claim group with a total area of 182.3624 hectares and now renumbered as EXP-000234-V.
- APSA V-375 covers fifty-six (56) mining claims owned by CMI also known as the Longos claim group with a total area of 393.8607 hectares, this has been converted into an Exploration Permit Application by UPMC and CMI on February 4, 2013 upon submission of pertinent documents and payment of the required conversion fee and is now renumbered as EXPA-000180-V. On October 4, 2013 the company received approval on the conversion of application from APSA-00375-V to EXPA-00180-V. On August 24, 2018 the company received the approved exploration permit with a larger area from 394 hectares to 580 hectares. Declaration of Mining Project Feasibility Study (DMPF) still pending for approval at the Mines and Geoscience Bureau as of December 31, 2023.

Mineral Resources and Ore Reserves. There was no change in the resource estimates during the year 2023 even after the completion of the 2 years exploration work program wherein the company drilled 3 holes totaling 604.9 meters to check the up-dip continuity of Baluarte Vein and San Antonio Vein

(between level 200 and level 400) above the ultramafic-granodiorite contact and for the year 2023. The Indicated Mineral Resources Inventory as of January 01, 2024 is 3,160,737 MT at 10.89 grams of gold per tonnes (Au g/t) containing 1,106,420 ounces of gold. Summary of the ore resources as of January 01, 2024 is presented below:

Identified Mineral Resources	Tonnes	Grade, Au g/t	Ounces, Gold
Above Level 800			
Measured	257,808	11.25	93,248
Indicated	124,955	14.32	57,529
Inferred	-	-	-
Sub Total	382,763	12.25	150,777
Below Level 800			
Measured	590,714	12.68	240,817
Indicated	1,270,611	9.11	372,153
Inferred	338,800	13.09	142,585
Sub Total	2,200,125	10.68	755,555
Adjacent Vein Systems			
Measured	-	-	-
Indicated	577,849	10.77	200,088
Inferred	-	-	-
Sub Total	577,849	10.77	200,088
Identified Mineral Resources as of 01-01-2024	3,160,737	10.89	1,106,420
Identified Mineral Resources as of 01-01-2023	3,160,737	10.89	1,106,420
Difference	-	-	-

Summary of the ore reserves as of January 01, 2024 is presented below:

Underground Movable Ore Reserves	Tonnes	Grade, Au g/t	Ounces, Gold
Above Level 800			
Proven	202,071	10.61	68,930
Probable	85,928	8.28	22,875
Sub Total	287,999	9.91	91,805
Below Level 800			
Proven	-	-	-
Probable	1,302,52	11.30	473,211
Sub Total	1,302,52	11.30	473,211
Total			
Proven	202,071	10.61	68,930
Probable	1,388,45	11.30	496,086
Total Ore Reserves	1,590,52	11.05	565,016
Less: Reserves Used For Pillars	6,963	6.63	1,484
Total Ore Reserves - January 01, 2024	1,583,56	11.07	563,532
Total Ore Reserves - January 01, 2023	1,583,56	11.07	563,532
Difference	-	-	-

Note: The ore reserves presented in this table are included in the ore resources presented in the above table.

The estimation, assessment, and evaluation of Mineral Resources and Ore Reserves were undertaken by qualified technical personnel. However, the Company hired Competent Persons to evaluate and

certify the mineral resources and ore reserves, in compliance with the Philippine Mineral Reporting Code for Reporting Exploration Results, Mineral Resources and Ore Reserves (PMRC) adopted by the Philippine Stock Exchange, Inc. in October 2007.

The information in this report that relates to Mineral Resources was based on information compiled and certified by Mr. Balgamel B. Domingo, who is a member of the Geological Society of the Philippines (GSP). Mr. Domingo is not employed by any company. He is a consultant for various mining and geologic projects. On the other hand, the information on Ore Reserves was compiled and certified by Mr. Lucio R. Castillo, a member of the Philippine Society of Mining Engineers. Mr. Castillo is the Chairman/CEO of Goldridge Mining Corporation. Both Messrs. Domingo and Castillo are included in the lists of competent persons promulgated by their respective accredited professional organizations.

Messrs. Domingo and Castillo have sufficient experiences, which are relevant to the style of mineralization and type of deposit under consideration and to the activity, which they had undertaken to qualify as Competent Persons as defined in the 2007 Edition of PMRC. Messrs. Domingo and Castillo consented to the inclusion in this report of the matters based on their information in the form and context in which it appears.

Item 3. Legal Proceedings

There has not been any bankruptcy, receivership or similar proceedings neither instituted by or against the Company nor has there been any material reclassification, merger, consolidation or purchase or sale of significant amount of assets not in the ordinary course of business. There is no material pending legal proceedings involving the Company.

Item 4. Submission of Matters to a Vote of Security Holders

Except for the matters taken during the annual stockholders meeting on September 30, 2020, no other matter was submitted to a vote of security holders during the period covered by this report.

PART II – OPERATIONAL AND FINANCIAL INFORMATION

Item 5. Market for Registrant’s Common Equity and Related Stockholder Matters

Market Information. The Company’s shares of common stock are traded in the Philippine Stock Exchange, Inc. (“PSE”). The quarterly high and low stock prices (in Philippine Pesos) for the years 2022, 2023 and the first quarter of the current fiscal year 2024 are as follows:

Market Price	2024		2023		2022	
	High	Low	High	Low	High	Low
First Quarter	0.0043	0.0035	0.0059	0.0051	0.0086	0.0063
Second Quarter			0.0059	0.0049	0.0067	0.0058
Third Quarter			0.0050	0.0056	0.0038	0.0056
Fourth Quarter			0.0048	0.0038	0.0058	0.0051

The Company’s shares of common stock were traded with a closing price of ₱0.0045 and P0.0043 per share on December 31, 2023 and March 31, 2024, respectively.

Holders. The Company has 1,178 shareholders as of December 31, 2023. The outstanding shares as of December 31, 2023 are 261,314,797,080 shares of common stock; 12,200,000 shares of Class “A” preferred stock and 400,000 shares of Class “B” preferred stock.

The top 20 common stockholders as of December 31, 2023 are as follows:

No.	Name	No. of shares held	Percent of Total
1	PCD NOMINEE CORPORATION	252,490,830,862	96.6232
2	LANCASTER HOLDINGS LIMITED	5,235,537,900	2.0035
3	CAMARINES MINERALS, INC.	1,252,097,050	0.4792
4	RAMOS, ALFREDO C.	318,976, 817	0.1221
5	ENRILE II, WILLIAM RAGOS	250,000,000	0.0957
6	ALAKOR SECURITIES CORPORATION	199,653,850	0.0764
7	LORENZO JR., LUIS P.	109,250,000	0.0418
8	YAN, LUCIO W.	100,000,000	0.0383
9	SY TIONG SHIOU &/OR JUANITA S. TAN	93,500,000	0.0358
10	VALMORA INVESTMENT AND MANAGEMENT	80,000,000	0.0306
11	CASTILLO, EDUARDO B.	54,375,000	0.0208
12	CASTANEDA, ISA F.	50,000,000	0.0191
13	KERRY SECURITIES (PHILS.), INC. RPS01	49,250,000	0.0188
14	LIM III, JOSE A.	22,500,000	0.0086
15	CORRO, ANTONIO SEBASTIAN, T.	20,000,000	0.0077
16	KEH, BENITO	18,000,000	0.0069
17	PONIO, BEN AZEL S.	17,500,000	0.0067
18	CHU, BERNARD CHIU, JOHNSON CHIU &/OR VICKY	15,000,000	0.0057
19	LEE, DANIEL U.	12,687,500	0.0049
20	HYDEE MANAGEMENT & RESOURCES CORP.	12,600,600	0.0048

Shown in the below table is the equity ownership on a per class basis as of December 31, 2023.

Security Class	Outstanding Shares	Percent of Total
1. Common Shares		
Filipino	255,195,039,310	97.6581
Alien:		
Other	6,097,301,520	2.3333
British	1,250,000	0.0005
American	13,000,000	0.0050
Chinese	8,206,250	0.0031
Total	261,314,797,080	100 .0000
2. Preferred A		
Filipino	9,365,000	76.76
Alien-other	2,835,000	23.24
Total	12,200,000	100
3. Preferred B		
Filipino	120,000	30.00
Alien-other	280,000	70.00
Total	400,000	100

Dividends. No dividends were declared in the first quarter of 2023 and in the years 2022 and 2021. The Company's ability to declare and pay dividends on common equity is restricted by the availability of sufficient retained earnings and funds.

Stock Ownership Plan. Currently, UPMC Board of Directors approved and authorizes the adoption of a Stock Option Plan for the Directors and Management to cover an aggregate of 20 Billion UPMC Common Shares at various prices per share as follows:

Number of Shares	Strike Price per share
5 Billion	P0.020
10 Billion	0.0250
5 Billion	0.0275

The company hired a consultant to formulate and design a stock option plan to insure its proper implementation.

During the annual meeting of the stockholders of the Company on September 28, 2013, the stockholders approved and/or ratified the adoption and implementation of the Stock Option Plan for the directors and management of the Corporation, under such terms and conditions as determined by the Board, subject to the compliance with the applicable laws and rules and regulation of the Securities and Exchange Commission and Philippine Stock Exchange.

However, because of the prevailing market conditions and current market price, the Company saw the need to reprice the stock option plan in order to be a fair and proper incentive program for directors and management. Hence, the delegation to the board of directors of the authority to reprice at below par value was proposed to, and approved by, the stockholders at the annual meeting held on September 20, 2020. As of date of this report, no stock options have been subscribed and/or availed.

Recent Sale of Unregistered Securities. No securities were sold by the Company within the past three (3) years, which were not registered under the Securities Regulation Code. There were no new issues (including securities issued in exchange for property, services, or other securities and new securities resulting from the modification of outstanding securities) or sale of reacquired securities during the same period, except for 217,942,035,530 common shares issued resulting from the conversion of debts to equity approved by the SEC on July 24, 2008. Please refer to Note 15 of the 2023 Audited Financial Statements.

Item 6. Management's Discussion and Analysis and Plan of Operation.

Management's Discussion and Analysis

Results of Operations.

	2023 (Audited)	2022 (Audited)	2021 (Audited)
Revenues	-	-	-
Net Income (Loss)	(108,172,548)	(98,452,815)	(90,961,031)
Total Assets	1,122,235,410	1,129,670,020	1,130,307,232
Total Liabilities	1,521,599,987	1,420,862,049	1,323,055,583
Net Worth	(399,364,577)	(291,192,029)	(192,748,351)
Issued & Subscribed Capital	261,314,797,080	261,314,797,080	261,314,797,080

2023 compared to 2022

The Company has incurred net losses of ₱108.2 million, ₱98.4 million and ₱91.0 million in 2023, 2022, and 2021 respectively, and cumulative losses in prior years, resulting in a deficit of ₱3,033.2 million and ₱2,925.0 million as at December 31, 2023 and 2022, respectively, and a capital deficiency of ₱399.5 million and ₱291.2 million as at December 31, 2023 and 2022, respectively. In addition, the Company's current liabilities exceeded its current assets by ₱1,517.3 million and ₱1,419.5 million as at December 31, 2023 and 2022, respectively, and the Company has negative operating cash flows of ₱13.1 million, ₱15.2 million and ₱13.1 million in 2023, 2022 and 2021, respectively.

2022 compared to 2021

The Company has posted a net losses of ₱98.4 million, ₱91.0 million and ₱57.9 million in 2022, 2021 and 2020 respectively, and cumulative losses in prior years, resulting in a deficit of ₱2,925.0 million and ₱2,826.6 million as at December 31, 2022 and 2021, respectively, and a capital deficiency of ₱291.2 million and ₱192.7 million as at December 31, 2022 and 2021, respectively. In addition, the Company's current liabilities exceeded its current assets by ₱1,419.5 million and ₱1,320.9 million as at December 31, 2022 and 2021, respectively, and the Company has negative operating cash flows of ₱15.2 million, ₱13.1 million and ₱2.3 million in 2022, 2021 and 2020, respectively.

2021 compared to 2020

The company has posted net loss of ₱90.9 million in 2021 compared to ₱57.9 million in 2020. The higher net loss was due provision for impairment loss of inventories and interest expense.

Finance Expenses of ₱66.5 million in 2021 was higher by ₱7.1 million as compared to ₱59.4 million in 2020 due to compounding interest calculation on unpaid obligation to Camarines Minerals Inc. (CMI).

Finance income earned for the year 2021 arising from interest income on bank deposit.

Other income earned for the year 2021 and 2020 comes from the disposal of scrap materials
The key performance indicators of the company.

	<u>December 31, 2023</u> <u>Audited</u>	<u>December 31, 2022</u> <u>Audited</u>	<u>December 31, 2021</u> <u>Audited</u>
Current Ratio	0.0020	0.0003	0.00099
<u>Current Assets</u>	<u>3,064,726</u>	<u>428,210</u>	<u>1,304,340</u>
Current Liabilities	1,520,391,763	1,419,921,882	1,322,211,822
Quick Ratio	0.0020	0.0003	0.0007
<u>Current Assets-Inventory- Prepaid</u>	<u>2,974,237</u>	<u>391,926</u>	<u>888,091</u>
Current Liabilities	1,520,391,763	1,419,921,882	1,322,211,822
Solvency Ratio	0.74	0.7951	0.8543
<u>Total Assets</u>	<u>1,122,235,410</u>	<u>1,129,670,020</u>	<u>1,130,307,232</u>
Total Liabilities	1,521,599,987	1,420,862,049	1,323,055,583

Debt Ratio	1.36	1.26	1.17
<u>Total Liabilities</u>	<u>1,521,599,987</u>	<u>1,420,862,049</u>	<u>1,323,055,583</u>
Total Assets	1,122,235,410	1,129,670,020	1,130,307,232
Debt to Equity Ratio	-3.81	-4.88	-6.86
<u>Total Liabilities</u>	<u>1,521,599,987</u>	<u>1,420,862,049</u>	<u>1,323,055,583</u>
Stockholders' Equity	-399,364,577	-291,192,029	-192,748,351
Equity to debt Ratio	-0.26	-0.20	-0.15
<u>Stockholders' Equity</u>	<u>-399,364,577</u>	<u>-291,192,029</u>	<u>-192,748,351</u>
Total Liabilities	1,521,599,987	1,420,862,049	1,323,055,583
Assets to Equity Ratio	-2.81	-3.88	-5.86
<u>Total Assets</u>	<u>1,122,235,410</u>	<u>1,129,670,020</u>	<u>1,130,307,232</u>
Stockholders' Equity	-399,364,577	-291,192,029	-192,748,351
Interest Coverage Ratio	-0.29	-0.32	-0.37
<u>Earnings/(Loss) before Interest & Taxes</u>	<u>-23,911,394</u>	<u>-23,908,097</u>	<u>24,431,615</u>
Interest Expense	83,981,792	74,544,718	66,525,472
Book Value per share	-0.00153	-0.00111	-0.00074
<u>Stockholders' Equity</u>	<u>-399,364,577</u>	<u>-291,192,029</u>	<u>-192,748,351</u>
Shares Outstanding	261,314,797,080	261,314,797,080	261,314,797,080
Loss per share	0.0004	0.0003	0.0003
<u>Net Loss</u>	<u>108,172,548</u>	<u>98,443,678</u>	<u>90,893,164</u>
Total # of shares	261,314,797,080	261,314,797,080	261,314,797,080

Current Ratio in 2023 increase compared to a decrease seen from 2018 to 2022 due to additional cash infusion from related party advances offset by an increase in current liabilities brought about by accrual of interest from unpaid royalty fees to Camarines Minerals Inc. (CMI) and the advances made from shareholders to fund operating costs.

Solvency Ratio in 2023 increase compared to a decrease seen from 2018 to 2022 due to additional cash infusion from related party advances offset by an increase in current liabilities brought about by accrual of interest from unpaid royalty fees to Camarines Minerals Inc. (CMI) and the advances made from shareholders to fund operating costs.

Debt-to-Equity Ratio continue to decrease from 2018 to 2023 due to increase in current liabilities brought about by accrual of interest from unpaid royalty fees to Camarines Minerals Inc. (CMI) and the advances made from shareholders to fund operating costs.

Equity-to-Debt Ratio continue to decrease from 2018 to 2023 due to increase in current liabilities brought about by accrual of interest from unpaid royalty fees to Camarines Minerals Inc. (CMI) and the advances made from shareholders to fund operating costs and decrease in Stockholders Equity due to net loss incurred by the Company in 2023.

Asset to equity Ratio continue to decrease from 2018 to 2023 due to decrease in Stockholders Equity brought about by a net loss incurred by the Company in 2023.

Book Value per Share (BVPS) continue to decrease in 2018 to 2023 due to the decrease in Stockholders Equity due to net operating loss. from previous years till year 2023.

Earnings Per Share (EPS) decrease from 2018 to 2023 due net operating loss from previous years till year 2023.

Financial Position.

As shown in the financial statements, the Company has incurred capital deficiency of ₱399.5 million and ₱291.2 million as at December 31, 2023 and 2022, respectively resulting from cumulative losses of ₱3,033.2 million and ₱2,925.0 million as at December 31, 2023 and 2022, respectively. Also, the Company's current liabilities exceeded its current assets by ₱1,517.3 million and ₱1,419.5 million, respectively. Net cash flows used in operating activities amounted to ₱13.1 million, ₱15.2 million and ₱13.1 million in 2023, 2022 and 2021, respectively. These conditions indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern, and, therefore that it may be unable to realize its assets and discharge its liabilities in the normal course of business. The ultimate outcome of these uncertainties cannot be determined presently. The financial statements do not include any adjustments that might result from the outcome of these uncertainties.

Cash requirement for years 2023, 2022 and 2021 were principally financed by loans, advances from related parties and disposal of site scrap materials.

The Company's total current liabilities of ₱1,520.4 million as of December 31, 2023, of which, ₱333.4 million was due to related parties for loans and advances, interests, and dividends and other liabilities, and the balance are due to suppliers and other creditors as disclosed in Note 11 of 2023 audited Financial Statements.

The loans and advances from related parties are covered by promissory notes subject to roll over every ninety (90) days with interests accrued in the books. ₱2.2 billion worth of liabilities due to related companies were converted to equity in July 2008 as part of the capital restructuring approved by the SEC on July 24, 2008. For the details of the amounts of loans and advances and other liabilities converted to equity, please refer to Notes 11 and 15 of the 2023 Audited Financial Statements.

Due to the suspension of mining and milling operations and limited sources of funds, the Company failed to meet payments within the stated terms to majority of its suppliers, contractors and other creditors. However, the Company had reduced significantly the balance of its outstanding accounts with suppliers, contractors and other creditors through offsetting arrangements or installment payment schemes. The internal and external sources of funds and the courses of action that the Company plans to undertake to address the liquidity problem are discussed under "Plan of Operations".

Management's plans to address the liquidity and going concern issues are discussed under "Plan of Operations".

The gold price significantly increased by US\$ 265.45 per OZ or 15% in 2023 as compared to the same period in 2022. Gold was traded in the London Metal Exchange ("LME") with a closing price of USD per Oz of US\$2,077.80 at the end of 2023 as compared to US\$1,812.35 in 2022 and US\$1,820.10 in 2021. The gold price reached an all-time high of US\$2,077.80 in December 28, 2023. The outlook for gold remains bullish, as it continues to provide a hedge against weakness in fiat currencies. For the quarter ending March 31, 2024, gold price closed at US\$2,207.00 per ounce at the LME (Am Fix).

The bullish sentiments on gold prices have increased investors' interest in gold mining companies and exploration projects thus improving the Company's chances of raising the finances required for the rehabilitation and further development of the Longos mine. Likewise, higher gold prices improve the viability/future profitability of the Longos mine.

Other than the foregoing, there are NO known

- trends, demands, commitments or uncertainties that will result in or that are reasonably likely to result in the Company's liquidity increasing or decreasing in a material way,
- events that will trigger direct or contingent financial obligation that is material to the Company, including any default or acceleration of an obligation,
- material off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships of the Company with unconsolidated entities or other persons created during the reporting period,
- material commitments for capital expenditures, except for the implementation of the approved exploration work program for the period two years starting from August 24, 2018. Exploration drilling completed in the last quarter of 2020.
- trends, events or uncertainties that have had or that are reasonably expected to have a material favorable or unfavorable impact on net sales or revenues or income from continuing operations,
- significant elements of income or loss that did not arise from the Company's continuing operations and
- A seasonal aspect that has or had a material effect on the Company's condition or results of operations.

There have been no material changes from December 31, 2023 to December 31, 2022 in one or more-line items of the financial statements *except* for the following:

- a) Increase in Accrued interest & other current liabilities by ₱84.0 million mainly due to the accrual of interest charges for the year 2022 including interest/dividends on Class A preferred shares.
- b) Increase in Advances from related parties by ₱16.5 million.

- c) Changes in other line items shown in the Company's Statement of Comprehensive Income are due to the usual period-to-period fluctuation in amounts natural in every business operation. There are no material unusual items other than as discussed under Management's Discussion and Analysis, Results of Operations year 2023 compared to 2022.

Inasmuch as the Company's mining and milling operations are still suspended, there are no significant key performance indicators other than the financial ratios presented under Supplementary Schedule - Schedule I.

Plan of operations. The plan of operations covers the following activities:

- a. The Company and its co-applicant Camarines Minerals Inc. (CMI) are working closely with the MGB and Environmental Management Bureau (EMB) in order to comply with all mandatory requirements for eventual approval of Declaration of Project Mining Feasibility (DMPF) and restoration of Environmental Compliance Certificate (ECC). Also, the company is working with MGB 5 on the completion of two exploration permit application EXPA-00233 and EXPA-00234 both are situated in the province of Camarines Norte.
- b. The Company's acquired rights and interests in Negros Copper Project under Mineral Production Sharing Agreement (MPSA) Nos. 092-97-VI and 113-98-VI were already expired last November 20, 2022 and May 26, 2023. The Company filed a renewal of both MPSA's on July 28, 2022, compliance po mandatory requirements under review at Mines and Geosciences Bureau (MGB) Regional Office No. 6. The exploration period for both MPSA's was restored for two years expiring on July 19, 2024 to recover unused term during pandemic. At present, the company is working on completion of Final Exploration Report using the data of exploration work done by its predecessor Vulcan Industrial & Mining Corporation. Once the exploration report meet the criteria for mineral resource reporting as certified by Accredited Competent Person for Mining and Geology. The phase is to file for Declaration of Project Mining Feasibility (DMPF) within the extended exploration period.
- c. The Company will work on getting the financing requirement needed to comply all the mandatory requirement for DMPF and later the Mineral Processing Sharing Agreement application either by external sources or internal sources.
- d. The Company intends to address and mitigate the impact of net loss to equity in the financial statements by renegotiating current loan obligations.

The Company expects significant purchases of machinery & equipment and change in the number of its employees during the year once the required government permit has been awarded to it and the financing for the exploration activity of its Longos Mine becomes available during the year.

Item 7. Financial Statements

The 2023 Audited Financial Statements of the Company are incorporated herein by reference. The schedules listed in the accompanying index to supplementary schedules are filed as part of this SEC Form 17-A.

Item 8. Information on Independent Accountant and other Related Matters

Information on Independent Accountant. The accounting firm of SyCip Gorres Velayo & Co. CPAs (“SGV”) with address at the 6760 Ayala Avenue 1226 Makati City, was appointed as external auditor of the Company at the annual stockholders’ meeting in 2014 with Ms. Eleanor Layug as partner-in-charge, in 2017 audit year Ms. Eleanor Layug was replaced by Mr. Jose Raoul J. Balisalisa as the new audit partner-in-charge, and in 2018 Ma. Genalin Q. Arevalo is the partner in-charge, in line with the Company’s commitment to good corporate governance and in compliance with SEC Memo Circular No. 8 Series of 2003.

External Audit Fees and Services. The fees of the external auditor in the past three (3) years are as follows:

Year	Audit & Related Fees	Tax Fees	Other Fees
2022	P420,200	50,424	42,020
2021	₱382,000	45,840	38,200
2020	P363,825	43,659	37,600

For the past three (3) years, the Company had not engaged the services of SGV except for the audit and or review of the annual financial statements in connection with statutory and regulatory filings and certification of the proposed accounts to be converted to equity. The amounts under the caption “Audit and Related Fees” & “Other Fees” for the years 2022, 2021 and 2020 pertain to these services. The Company’s tax related matters are being handled by the tax services department of SGV.

The Audit Committee reviews and recommends to the Board and stockholders the appointment of the external auditor and the fixing of the audit fees for the Company. The Board and stockholders approve the Audit Committee’s recommendation.

The Audit Committee has an existing policy, which prohibits the Company from engaging the external auditor to provide services that may adversely impact their independence, including those expressly prohibited by SEC regulations.

Changes in and Disagreements with Accountants on Accounting and Financial Disclosure. The Company never had any disagreement with SGV, its current independent accountant on any matter of accounting principles or practices, financial statement disclosures or auditing scope or procedure.

No independent accountant engaged by the Company has resigned or declined to stand for re-election or was dismissed.

PART III – CONTROL AND COMPENSATION INFORMATION

Item 9. Directors and Executive Officers of the Registrant

The names, citizenship, positions and periods of service of directors, executive officers and persons nominated to become as such are as follows:

Gerard Anton S. Ramos is the Chairman & Chief Executive Officer of the Company. For the past five (5) years, he has served as the Director and/or Executive Officer in companies involved in the music, broadcasting, stock brokerage, mining, investment holding, property development, sale and distribution of books, magazines and other printed media, and shopping centers, among others.

Presentacion S. Ramos is the Director of the Company. For the past five (5) years, she has served as director and/or executive officer of, and maintained business interests in, companies involved in the printing, publication, sale and distribution of books, magazines and other printed media, department store, stock brokerage, oil & gas exploration, and mining, among others.

Adrian Paulino S. Ramos is the President of the Company. For the past five (5) years, he has served as an Instructor at a business school, Operations Manager for a major book retailer and Business Analyst for McKinsey & Company. He is currently serving in various management capacities and served as Director and/or Executive Officer in companies involved in mining, investment holdings, securities, sale and distribution of books, magazines and other printed media, property development, transportation, oil and gas exploration, among others.

Christopher M. Gotanco is a Director of the Company. For the past five (5) years, he has served as Director, Chairman and/or Chief Executive Officer in companies involved in natural resources (oil and gas), investment banking, holdings, mass transportation, property development, and mining, among others.

Maureen Alexandra S. Ramos-Padilla is a Director of the Company. For the past 5 years, she has served as a director and/or executive officer, and maintains business interests in, companies engaged in department store, media and music distribution, securities brokerage property development, oil and gas exploration and development (2013-present), among others.

Romeo L. Bato is a Director of the Company. For the past five (5) years, he has served as a director and/or executive officer and chief financial officer in group of companies with interests in the agribusiness, medical equipment, tourism, and mining. Prior to that, Mr. Bato works overseas for more than 20 years and held various key finance positions for publicly listed companies, and pharmaceutical and food business companies, among others.

John Peter C. Hager is an Independent Director of the Company. For the past five (5) years, he has been working in various management capacities and serves as Managing Director in companies involved in import/export commodities trading particularly pulp, paper, packaging, security paper and security printing products, rubber, coconut oil and other coconut-related products, among others. His business activities also include managing local interests of foreign principals and serving as commercial advisor to several international companies and local agents.

Renato C. Valencia was elected as independent director of the Company last July 30, 2019. For the past (5) years, he has served as director and/or executive officer in companies engaged in banking, investment holdings, education and technology, realty and insurance. He is a former administrator of the Social Security System.

Nicholas Justin H. Ang was elected as Independent Director of the Company last July 26, 2023. For the past five (5) years, he has served as a director and/or executive officer and maintained business interests in companies involved in real estate, ecommerce business solutions, provider of financial services and food and restaurant.

Iris Marie U. Carpio-Duque is the Company's Compliance Officer, Chief Corporate Information Officer and Corporate Secretary. For the past five (5) years, she has served as officer and/or corporate secretary or assistant corporate secretary in companies involved in mining, investment holding, securities brokering and real estate. She is a member of the Integrated Bar of the Philippines.

Josephine L. Ilas is the Assistant Corporate Secretary of the Company. For the past five (5) years, she has served as assistant corporate secretary and compliance officer of companies involved in oil and petroleum and natural resources. She is a member of the Integrated Bar of the Philippines.

Gilbert V. Rabago, is the Treasurer and Alternate Corporate Information Officer. For the past five (5) years, he has served in different managing capacities in companies involved in mining both in the Philippines and abroad.

Mssrs. John Peter C. Hager, Renato Valencia and Nicholas Justin H. Ang are the current independent directors.

The Directors of the Company are elected at the annual stockholders' meeting to hold office until the next succeeding annual meeting and until each respective successor has been elected and qualified.

Officers are appointed or elected annually by the Board of Directors during its organizational meeting following the Annual Meeting of Stockholders, each to hold office until the corresponding meeting of the Board of Directors in the next year or until a successor shall have been elected, appointed or shall have qualified.

Reporting companies in which each Director holds directorship:

Adrian Paulino S. Ramos	Anglo Philippine Holdings Corporation The Philodrill Corporation Vulcan Industrial & Mining Corporation Atlas Consolidated Mining & Devt. Corp. Alakor Securities Corporation*
Gerard Anton S. Ramos	Anglo Philippine Holdings Corporation The Philodrill Corporation Atlas Consolidated Mining & Devt. Corp. Alakor Securities Corporation
Presentacion S. Ramos	Anglo Philippine Holdings Corporation The Philodrill Corporation Alakor Securities Corporation
Maureen Alexandra S. Ramos-Padilla	Anglo Philippine Holdings Corporation The Philodrill Corporation Alakor Securities Corporation
Christopher M. Gotanco	Anglo Philippine Holdings Corporation The Philodrill Corporation Boulevard Holdings, Inc.
Renato C. Valencia	Anglo Philippine Holdings Corporation (ID) i- People, Inc. (ID)
John Peter C. Hager	Alakor Securities Corp.
Nicholas Justing H. Ang	Anglo Philippine Holdings Corporation

Resignation or Declination to Stand for Re-election of a Director. Since the Company’s last annual meeting of stockholders held on July 26, 2023, none resigned.

Significant Employees. Other than the above-named directors and executive officers, the Company has not engaged the services of any person who is expected to make significant contributions to the business of the Company. The business of the Company is not dependent on certain key personnel and there are no arrangements to assure that certain personnel will remain with the registrant and not compete upon termination.

Family Relationships. The following are the family relationships among officers and directors: Ms. Maureen Alexandra S. Ramos-Padilla, Mr. Gerard Anton S. Ramos and Mr. Adrian Paulino S. Ramos are the children of Ms. Presentacion S. Ramos, Director.

Involvement in Certain Legal Proceedings. The Company is not aware of any adverse events or legal proceedings of the nature required to be disclosed under Part IV, paragraph (A), (4) of SRC Rule 12, Annex C with respect to directors and executive officers during the past five (5) years that are material to the evaluation of the ability or integrity of the directors or executive officers.

Item 10. Executive Compensation

The aggregate compensation paid or incurred for the Company’s Chief Executive Officer and most highly compensated executive officers and employees named below as a group for the two (2) most recently completed years (2023 and 2022) and the ensuing fiscal year (2024) are as follows:

Name	Position	Year	Salary	Bonus	Other Annual Compensation
Gerard Anton Ramos	Chairman - CEO				
Adrian Paulino Ramos	President				
Gilbert Rabago	Treasurer / CIO - Alternate				
Iris-Marie Carpio-Duque	Legal and Compliance Officer/Corporate Secretary				
Total (Top 5 Executives)		2022	₱0.6 million	0	0
		2023	₱0.6 million	0	0
		2024 (Est.)	₱0.6 million	0	0
Total (All Executives & Directors)		2022	₱0.6 million	0	0
		2023	₱0.6 million	0	0
		2024 (Est.)	₱0.6 million	0	0

For the most recently completed fiscal year and the ensuing fiscal year, directors received and will receive a per diem of ₱2,000.00 per board meeting to defray their expenses in attending board meetings. There are no other arrangements for compensation of directors, as such, during the last fiscal year and for the ensuing fiscal year.

The Company maintains standard employment and consultancy contracts with the above officers, all of which provide for their respective compensation and benefits. Other than what is provided under applicable labor laws, there are no compensatory plans or arrangements with executive officers entitling them to receive more than ₱2.5 million as a result of their resignation, retirement or any other termination of employment, or from a change in control of the Company, or a change in the executive officers' responsibilities following a change in control of the Company.

The Company has not granted any bonus and other compensation to directors and executive officers since 1994 except for the mandatory 13th month pay, which is already included in the amounts shown in the above table. There are no warrants or options outstanding in favor of directors and officers of the Company other than the item discussed under stock option plan above.

Item 11. Security Ownership of Certain Beneficial Owners and Management

Security Ownership of Certain Record and Beneficial Owners. As of December 31, 2023 the Company knows of no one who beneficially owns in excess of 5% of the Company's common and preferred stocks except as set forth in the table below:

Title of Class	Name, Address of Record Owner and Relationship with Issuer	Name of beneficial owner and relationship with record owner	Citizenship	No. of shares held	Percent of Class
Common	National Book Store Inc. ^(1,6,7) 3 rd Floor, Quad Alpha Centrum, 125 Pioneer St., Mandaluyong City (Stockholder)	National Book Store Inc.	Filipino	84,325,108,842	32.27
Common	Anglo Phil. Holdings Corp. ^(2,6,7) 6 th Floor, Quad Alpha Centrum, 125 Pioneer St., Mandaluyong City (Stockholder)	Anglo Phil. Holdings Corp.	Filipino	67,119,143,395	25.69
Common	Alakor Corporation ^(3,6,7) 9 th Floor, Quad Alpha Centrum, 125 Pioneer St., Mandaluyong City (Stockholder)	Alakor Corporation	Filipino	53,884,038,981	20.62
Common	PCD Nominee Corporation ⁽⁴⁾ G/F, MSE Bldg., 6767 Ayala Avenue, Makati City (No relationship with issuer)	Various Please see Note 4	Filipino/ Foreign	47,162,539,644	18.05

Preferred "A"	Pargold Mining Corp. ^(6,7) c/o 9th Floor, Quad Alpha Centrum, 125 Pioneer St., Mandaluyong City (Stockholder)	Pargold Mining Corp.	Filipino	4,050,000	33.20
Preferred "A"	Lancaster Holdings Limited ^(5,6,7) 9th Floor, Quad Alpha Centrum, 125 Pioneer St., Mandaluyong City (Stockholder)	Lancaster Holdings Limited	Foreign	2,835,000	23.24
Preferred "A"	Aurora B. Caringal 7759 St. Paul St., San Antonio Village, Makati City (Stockholder)	Aurora B. Caringal	Filipino	2,700,000	22.13
Preferred "A"	Edmundo M. Tolentino No. 7 Commonwealth Village, Commonwealth Ave., Quezon City (Director until 1993/Stockholder)	Edmundo M. Tolentino	Filipino	2,000,000	16.39
Preferred "B"	Lancaster Holdings Limited ^(5,6,7) 9th Floor, Quad Alpha Centrum, 125 Pioneer St., Mandaluyong City (Stockholder)	Lancaster Holdings Limited	Foreign	280,000	70.00
Preferred "B"	Alakor Corporation ^(3,6,7) 9th Floor, Quad Alpha Centrum, 125 Pioneer St., Mandaluyong City (Stockholder)	Alakor Corporation	Filipino	89,500	22.38
Notes:					
(1)	National Book Store, Inc. is a local corporation engaged in retailing business.				
(2)	Anglo Philippine Holdings Corp. is an investment holding firm focused on infrastructure and related property development activities.				
(3)	Alakor Corporation is a holding company with investments in real estate and stock market.				
(4)	PCD Nominee Corporation is a wholly owned subsidiary of Philippine Central Depository, Inc. (PCD) and is the registered owner of the shares in the books of the Company's transfer agent. The beneficial owners of such shares are either PCD's participants (Brokers) themselves or the clients of these PCD participants in whose names these shares are recorded in their respective books. No individual or entity owns more than 5% of outstanding common shares in UPMC. Net of 129,993,722,445 shares in the name of Alakor Securities Corporation (ASC) and 94,939,112,303 shares in the name of BDO Securities Corporation. Of the 224,932, 834, 748 shares in the name of ASC and BDO Securities, (a) National Book Store, Inc. owns 84,325,108,842 shares, (b) Anglo Philippine Holdings Corp. owns 67,119,143,395 shares and (c) Alakor Corporation owns 53,884,038,981 shares.				
(5)	Lancaster Holdings Ltd. is a company incorporated in the Bahamas.				
(6)	Anglo Philippine Holdings Corp., National Book Store Inc., Lancaster Holdings Limited., Alakor				

	Corporation and Pargold Mining Corporation are record and beneficial owners owning more than 5% of the Company's common and or preferred shares. Based on previous practice, these companies issue proxies nominating, constituting and appointing Mr. Alfredo C. Ramos, Chairman & President as proxy to vote for the number of shares they beneficially owned as of Record Date.
(7)	Mr. Alfredo C. Ramos has some direct or indirect interests/shareholdings with these companies.

Security Ownership of Management. Following are the securities beneficially owned by directors and executive officers of the Company:

Title of Class	Name of Beneficial Owner	Amount and nature of Record [®] /Beneficial (B) Ownership		Citizenship	Percent of Class
		Direct	Indirect		
Common	Christopher Gotanco	500,000	90,312,500	Filipino	0.03
Common	Romeo L. Bato	-	1,000,000	Filipino	0.00
Common	Adrian Paulino S. Ramos	500,000	-	Filipino	0.00
Common	Gerard Anton S. Ramos	100,000	50,100,000-	Filipino	0.02
Common	Presentation S. Ramos	-	73,050,000	Filipino	0.03
Common	Maureen Alexandra S. Ramos-Padilla	-	65,000,00	Filipino	0.02
Common	John Peter C. Hager	-	87,000,000	Filipino	0.03
Common	Renato C. Valencia	-	1	Filipino	0.00
Common	Nicholas Justin H. Ang	1,000,000	-	Filipino	0.00
Common	Iris-Marie U. Carpio-Duque	-	-	Filipino	0.00
Common	Gilbert V. Rabago	-	-	Filipino	0.00

As of December 31, 2023, the aggregate number of shares owned by the Company's directors and executive officers is 399, 562, 501 shares or approximately 0.14% of the Company's outstanding common stock. Except for shares appearing on record in the names of the directors and officers above, the Company is not aware of any shares, which said persons, may have the right to acquire beneficial ownership.

Voting Trust Holders of 5% or More. To the extent known to the Company, there are no voting trust holders of 5% or more of the Company's stocks.

Changes in Control. No change in control of the Company has occurred since the beginning of its last fiscal year. The Company has no knowledge of any existing arrangements that may result in a change in control of the Company.

Item 12. Certain Relationships and Related Transactions

The Company, on a regular basis secures loans and advances from its related parties (i.e. companies with shareholders common with the Company) to fund its capital expenditure and working capital requirements. The loans and advances are covered by promissory notes subject to roll over every ninety (90) days with interests at 24% per annum. Interest rates are determined on arm's length basis and are based on terms similar to those offered to other related and non-related parties by the creditor-related companies. These loans and advances, inclusive of accrued interests, guaranty fees and other liabilities to related companies in the amount of ₱2.2 billion were converted to common

shares of stock of the Company in July 2008 as part of the capital restructuring program approved by the SEC on July 24, 2008. On September 20, 2011, the Company entered into a loan agreement with Alakor Corporation, a company under common control, to finance the Company's cost of conducting feasibility study on the Longos Gold Project and provides for its general working capital requirements. The loan amounts to ₱250.0 million with 10% interest per annum due 36 months after draw down date.

As of December 31, 2011, initial drawdown amounted to ₱120.0 million. The loan agreement gives the following rights to Alakor Corporation: (i) Option to convert, at any time after the earliest draw down date, all amounts outstanding under the loan into equity of the Company at the price of ₱0.018 per share, (ii) Subscribe to no more than 2,700,000 shares of the Company at ₱0.018 per share within five years from the execution of the loan documents. As of December 31, 2023, no additional funds have been drawn.

The identities of the related parties, the nature of the relationships, amounts and details of the transactions are disclosed on Note 11 of the Company's 2023 Audited Financial Statements.

There are no on-going contractual or other commitments as a result of the loans and advances obtained from related companies other than the payment of the loans and advances, interests, conversion of the same to equity and other rights as mentioned above.

During the last two (2) years, there were no other transactions involving the Company in which any of its directors or executive officers, any nominee for election as director, or security holder owning 10% or more of the Company's total outstanding shares and members of their immediate family had a material interest.

There were no transactions with parties that fall outside the definition of "related parties" under SFAS/IAS No. 11.

Parent of the Company. No person or entity holds more than 50% of the Company's voting securities; consequently, the Company has no parent company.

Transaction with Promoters. There are no transactions with promoters within the past five (5) years.

Part IV – CORPORATE GOVERNANCE

Item 13. CORPORATE GOVERNANCE

As a publicly-listed Philippine corporation, the Company conforms to the corporate governance rules, requirements, and regulations of the SEC, PSE and all pertinent government regulatory bodies.

The Company filed a copy of its 2022 Integrated Annual Corporate Governance Report (I-ACGR) to the Philippine SEC on May 30, 2023 and is posted in the Company website. The I-ACGR for 2023 will be filed with the SEC on or before May 30, 2024.

PART V - EXHIBITS AND SCHEDULES

Item 14. Exhibits and Reports on SEC Form 17-C

- a. **Exhibits** - See accompanying Index to Exhibits (pages 30 and 31)
- b. **Reports on SEC Form 17-C** - Reports on SEC Form 17-C filed during the year of 2023 and for the first quarter of 2023 are as follows:

Date	Particulars
March 13, 2023	Annual Verification and Certification from MGB Region V
March 17, 2023	Annual Verification and Certification from MGB Region VI
April 03, 2023	Election/Change in Designation of United Paragon Mining Corporation Officers
April 27, 2023	Approval of the Release of the Audited Financial Statement 2022
May 15, 2025	Postponement and Notice of Meeting and Setting the Agenda for the Annual Stockholders' Meeting
June 15, 2022	Amendment of the Notice & Agenda of the Annual Stockholders' Meeting & Amendment of By-laws
July 07, 2023	Resignation/retirement of Director Eduardo B. Castillo
July 27, 2023	Result of Annual Stockholders' & Organizational Board Meeting
October 05, 2023	Compliance to the Corporate Governance Seminar
November 28, 2023	Compliance to the Corporate Governance Seminar
March 11, 2024	Annual Verification and Certification from MGB Region V
March 26, 2024	Annual Verification and Certification from MGB Region VI

SIGNATURES

Pursuant to the requirements of Section 17 of the Code and Section 141 of the Corporation Code, this report is signed on behalf of the issuer by the undersigned, thereunto duly authorized, in the City of Mandaluyong on ___April 2024


GERARD ANTON S. RAMOS
 Chairman


ADRIAN PAULINO S. RAMOS
 President


GILBERT V. RABAGO
 Treasurer



IRIS MARIE U. CARPIO-DUQUE
 Corporate Secretary

APR 29 2024

SUBSCRIBED AND SWORN to before me this ___ day of April 2024 affiant (s) is exhibiting to me their competent evidence of identity, as follows:

Names	ID No.	Date of Issue/Expiry	Place of Issue
Gerard Anton S. Ramos	PASSPORT – P7752563A	29 June 2028	DFA NCR South
Adrian Paulino S. Ramos	PASSPORT – P63688018	23 February 2021	DFA NCR East
Gilbert V. Rabago	DL No. E09-09-000229	expiring on 2032/03/24	
Iris-Marie U. Carpio-Duque	Multi-purpose ID No. CRN – 0111- 2628925-4		

Doc no. 179
 Page no. 37
 Book no. 1X1
 Series of 2024


ATTY. ROSELIO J. BOLIVAR
 NOTARY PUBLIC IN QUEZON CITY
 Commission No. Adm. Matter No. NP 549 (2023-2024)
 IBP O.R. No. 180815 2023 & IBP O.R. No. 180816 2024
 PTR.O.R. No. 4127771 (01/01/2024) / Roll No. 33837 / TINA: 129-871-009-000
 MCLE No. 786 (NOTARY PUBLIC) 15. 2025 (NOTARY PUBLIC) APRIL 14, 2025
 (Address: 225 E. ... St. Cebu, C.O.)

UNITED PARAGON MINING CORPORATION
INDEX TO THE FINANCIAL STATEMENTS
AND SUPPLEMENTARY SCHEDULES
SEC FORM 17-A
DECEMBER 31, 2023

FINANCIAL STATEMENTS

Statement of Management's Responsibility for Financial Statements

Report of Independent Auditors

Consolidated Statements of Financial Position as at December 31, 2023 and 2022

Statements of Comprehensive Income for the Years Ended December 31, 2023, 2022 and 2021

Statements of Changes in Equity for the Years Ended December 31, 2023, 2022 and 2021

Statements of Cash Flows for the Years Ended December 31, 2023, 2022 and 2021

Notes to Financial Statements

SUPPLEMENTARY SCHEDULES

Report of Independent Auditor's on Supplementary Schedules

SCHEDULE I Financial Ratios

SCHEDULE II Map of the Relationships of the Companies within the Group

SCHEDULE III Schedule of Effective Standards and Interpretations under the PFRSs

SCHEDULE IV Reconciliation of Retained Earnings Available for Dividend Declaration

SCHEDULE A. Financial Assets in Equity Securities

SCHEDULE B. Amounts Receivable from Directors, Officers, Employees, Related Parties and Principal Stockholders (other than Related Parties)

SCHEDULE C. Amounts Receivable from Related Parties which are Eliminated during the Consolidation of Financial Statements

SCHEDULE D. Intangible Assets - Other Assets

SCHEDULE E. Long-Term Debt

SCHEDULE F. Indebtedness to Related Parties (Long-Term Loans from Related Companies)

SCHEDULE G. Guarantees of Securities of Other Issuers

SCHEDULE H. Capital Stock

SCHEDULE I
UNITED PARAGON MINING CORPORATION
FINANCIAL RATIOS PURSUANT TO REVISED SRC RULE 68
DECEMBER 31, 2023

	2023	2022
<u>Profitability Ratios:</u>		
Return on assets	-9.64%	-8.72%
Return on equity	-27.09%	33.81%
Gross profit margin	-	-
Net profit margin	-	-
<u>Liquidity and Solvency Ratios:</u>		
Current ratio	0.0020:1	0.0003:1
Quick ratio	0.0020:1	0.0003:1
Solvency ratio	-0.0695:1	-0.0676:1
<u>Financial Leverage Ratios:</u>		
Asset to equity ratio	-2.81:1	-3.88:1
Debt ratio	1.36:1	1.26:1
Debt to equity ratio	-3.81:1	-4.88:1
Interest coverage ratio	-0.29:1	-0.32:1

SCHEDULE II
UNITED PARAGON MINING CORPORATION
MAP OF THE RELATIONSHIPS OF THE COMPANIES WITHIN THE GROUP
PURSUANT TO SRC RULE 68, AS AMENDED
DECEMBER 31, 2023

<p><u>United Paragon Mining Corporation</u> (The Company; Reporting Company)</p>

Note: *The Company does not have any subsidiary or associate as at December 31, 2023.*

SCHEDULE III
UNITED PARAGON MINING CORPORATION
RECONCILIATION OF RETAINED EARNINGS
AVAILABLE FOR DIVIDEND DECLARATION
PURSUANT TO REVISED SRC RULE 68 AND
SEC MEMORANDUM CIRCULAR NO. 11
As at December 31, 2023

		(P)
Unappropriated Retained Earnings, beginning		2,925,030,499)
Adjustments:		-
Unappropriated Retained Earnings, as adjusted, beginning		<u>(2,925,030,499)</u>
Add: Net loss actually earned/realized during the period	(108,172,548)	
Net income during the period closed to Retained Earnings		
Less: Non-actual/unrealized income net of tax	-	
Equity in net income of associate/joint venture	-	
Unrealized foreign exchange gain - net (except those attributable to cash)	-	
Unrealized actuarial gain	-	
Fair value adjustment (mark-to-market gains)	-	
Fair value adjustment of investment property resulting to gain	-	
Adjustment due to deviation from PFRS/GAAP - gain	-	
Other unrealized gains or adjustments to the retained earnings as		
a result of certain transactions accounted for under		
PFRS	-	
Subtotal	<u>-</u>	
Add: Non-actual losses		
Depreciation on revaluation increment (after tax)	-	
Adjustment due to deviation from PFRS/GAAP - loss	-	
Loss on fair value adjustment of investment property (after tax)	-	
Subtotal	<u>-</u>	
Net loss actually earned during the period		<u>(108,172,548)</u>
Add (Less):		
Dividend declarations during the period	-	
Appropriations of retained earnings	-	
Reversals of appropriations	-	
Effects of prior period adjustments	-	
Treasury shares	-	
Subtotal	<u>-</u>	-
Unappropriated Retained Earnings, as adjusted, ending†		<u><u>P-</u></u>

†Amount is zero since the reconciliation results to a deficit

SCHEDULE A

**UNITED PARAGON MINING CORPORATION
FINANCIAL ASSETS IN EQUITY SECURITIES
DECEMBER 31, 2023**

Name of issuing entity and association of each issue	Number of shares or principal amounts of bonds and notes	Amount shown in the balances sheet (figures in thousands)	Income received and accrued
NOT APPLICABLE			

SCHEDULE B

**UNITED PARAGON MINING CORPORATION
AMOUNTS RECEIVABLE FROM DIRECTORS, OFFICERS, EMPLOYEES, RELATED PARTIES AND PRINCIPAL STOCKHOLDERS
(OTHER THAN RELATED PARTIES)
DECEMBER 31, 2023**

Name and Designation of Debtor	Balance at Beginning period	Additions	Amounts Collected / Settlements	Amounts Written-off	Current	Not Current	Balance at end period
NOT APPLICABLE							

SCHEDULE C

**UNITED PARAGON MINING CORPORATION
AMOUNTS RECEIVABLE FROM RELATED PARTIES
WHICH ARE ELIMINATED DURING THE
CONSOLIDATION OF FINANCIAL STATEMENTS
DECEMBER 31, 2023**

Name and Designation of Debtor	Balance at Beginning period	Additions	Amounts Collected /Settlements	Amounts Written-off	Current	Not Current	Balance at end period
NOT APPLICABLE							

**UNITED PARAGON MINING CORPORATION
INTANGIBLE ASSETS - OTHER ASSETS
DECEMBER 31, 2022**

Description	Beginning balance	Additions at cost	Charged to cost and expenses	Charged to other accounts	Other changes additions (deductions)	Ending balance
NOT APPLICABLE						

SCHEDULE E

**UNITED PARAGON MINING CORPORATION
LONG-TERM DEBT
DECEMBER 31, 2023
(Amounts in Thousands)**

Title of Issue and type of obligation	Amount authorized by: Indenture	Amount shown under the caption "Current Portion of long-term borrowings" in related balance sheet	Amount shown under the caption "Long-term borrowings- net of current portion" in related balance sheet
NOT APPLICABLE			

**UNITED PARAGON MINING CORPORATION
INDEBTEDNESS TO RELATED PARTIES
(LONG-TERM LOANS FROM RELATED COMPANIES)
DECEMBER 31, 2023**

Name of Related Party	Balance at beginning of period	Balance at end of period
NOT APPLICABLE		

**UNITED PARAGON MINING CORPORATION
GUARANTEES OF SECURITIES OF OTHER ISSUERS
DECEMBER 31, 2023**

Name of issuing entity of securities guaranteed by the Parent Company for which this statement is filed	Title of issue of each class of securities guaranteed	Total amount guaranteed and outstanding	Amount owed by person for which statement is filed	Nature of guarantee
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NOT APPLICABLE

SCHEDULE H

**UNITED PARAGON MINING CORPORATION
CAPITAL STOCK
DECEMBER 31, 2023**

The Company's authorized share capital is ₱4.0 billion divided into 397.3 billion shares at ₱0.01 par value. As at December 31, 2023, total shares issued and outstanding is 261,314,797,080 held by 1,180 shareholders.

Title of Issue	Number of shares authorized	Number of shares issued and outstanding as shown under financial condition captioned	Number of shares reserved for option, warrants, conversions and other rights	Directors and Officers	Principal/ Substantial Stockholders	No of shares held by Government	Banks	Others
Common Stock	397,325,000,000	261,314,797,080	–	399,562,501	205,647,268,035	–	–	55,267,966,544

Fwd: Your BIR AFS eSubmission uploads were received

From: RICO CAISIP (caisiprico689@gmail.com)
To: sisonette@yahoo.com; pengdona@anglophil.com
Cc: gvrabago@anglophil.com; rico_1461@yahoo.com
Date: Monday, April 29, 2024 at 03:17 PM GMT+8

2023 UPMC EAFS Submission

----- Forwarded message -----

From: <eafs@bir.gov.ph>
Date: Mon, Apr 29, 2024 at 3:13 PM
Subject: Your BIR AFS eSubmission uploads were received
To: <CAISIPRICO689@gmail.com>
Cc: <UPMC@yahoo.com>

Hi UNITED PARAGON MIINING CORPORATION,

Valid files

- EAFS000169117ITRTY122023.pdf
- EAFS000169117AFSTY122023.pdf
- EAFS000169117RPTTY122023.pdf

Invalid file

- <None>

Transaction Code: **AFS-0-MYPQM31W04PYVVW3MW2TMSVY0PQMVMRY2**
Submission Date/Time: **Apr 29, 2024 02:37 PM**
Company TIN: **000-169-117**

Please be reminded that you accepted the terms and conditions for the use of this portal and expressly agree, warrant and certify that:

- The submitted forms, documents and attachments are complete, truthful and correct based on the personal knowledge and the same are from authentic records;
- The submission is without prejudice to the right of the BIR to require additional document, if any, for completion and verification purposes;
- The hard copies of the documents submitted through this facility shall be submitted when required by the BIR in the event of audit/investigation and/or for any other legal purpose.

This is a system-generated e-mail. Please do not reply.



**UNITED PARAGON
MINING CORPORATION**

Head Office

6th Floor, Quad Alpha Centrum Bldg.
125 Pioneer Street, Mandaluyong City, Philippines
Tel. no. (632) 8631-5139 Fax No. (632) 8631-3113
unitedparagonmining@gmail.com

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


The management of **United Paragon Mining Corporation** is responsible for the preparation and fair presentation of the financial statements including the schedules attached therein, for the years ended December 31, 2023 and 2022, in accordance with the prescribed financial reporting framework indicated therein, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

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

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

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


GERARD ANTON S. RAMOS
Chairman of the Board

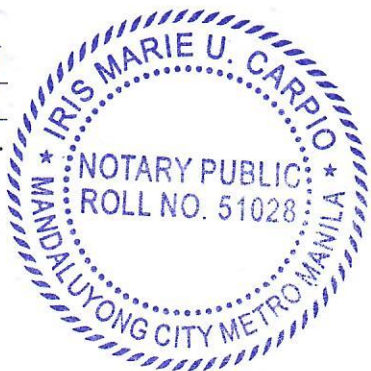

ADRIAN PAULINO S. RAMOS
President



GILBERT V. RABAGO
Treasurer

SUBSCRIBED AND SWORN to before me this APR 29 2024 day of 2024, affiant exhibited to me his/their Valid Identification numbers, as follows:

Names	Passport Number/ Government Issued ID	Issue Date/Expiry Date	Place of Issue
Gerard Anton S. Ramos	P7752563A	July 30, 2018/June 29, 2028	DFA NCR South
Adrian Paulino S. Ramos	P6368801B	Feb 23, 2021/Feb 22, 2031	DFA NCR East
Gilbert V. Rabago	DL No- E09-09-000229 expiring on March 24, 2032		

Doc No. 380
Page No. 61
Book No. I
Series of 2024.




ATTY. IRIS MARIE U. CARPIO
NOTARY PUBLIC - CITY OF MANDALUYONG
APPT. NO. 0374-24 / UNTIL DECEMBER 31, 2025
QUAD ALPHA CENTRUM, 125 PIONEER STREET
MANDALUYONG CITY 1550
PTR NO. 5415489/ MANDALUYONG CITY / 01-04-2024
IBP NO. 407484 / 01-08-2024 / QC CHAPTER
MCLE COMPLIANCE NO. VII-0015281 / 04-14-2025
ROLL NO. 51028 (2005)

COVER SHEET

for
AUDITED FINANCIAL STATEMENTS

SEC Registration Number

4	0	9	3	8					
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COMPANY NAME

U	N	I	T	E	D	P	A	R	A	G	O	N	M	I	N	I	N	G	C	O	R	P	O	R	A	T
I	O	N																								

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

6	t	h	F	l	o	o	r	Q	u	a	d	A	l	p	h	a	C	e	n	t	r	u	m	,	
1	2	5	P	i	o	n	e	e	r	S	t	.	M	a	n	d	a	l	u	y	o	n	g	C	i
t	y																								

Form Type
A A F S

Department requiring the report
C R M D

Secondary License Type, If Applicable
N / A

COMPANY INFORMATION

Company's Email Address unitedparagonmining@gmail.com	Company's Telephone Number (02) 8631-5139	Mobile Number 0917-5175021
No. of Stockholders 1,181	Annual Meeting (Month / Day) Month of May	Fiscal Year (Month / Day) 12/31

CONTACT PERSON INFORMATION

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

Name of Contact Person Gilbert Rabago	Email Address gilbert.rabago@unitedparagon.com	Telephone Number/s (02) 8631-5139	Mobile Number N/A
---	--	---	-----------------------------

CONTACT PERSON'S ADDRESS

6th Floor, Quad Alpha Centrum Building, 125 Pioneer Street, Mandaluyong City

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

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



INDEPENDENT AUDITOR'S REPORT

The Board of Directors and the Stockholders
United Paragon Mining Corporation
6th Floor Quad Alpha Centrum
125 Pioneer St., Mandaluyong City

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of United Paragon Mining Corporation (the Company), which comprise the statements of financial position as at December 31, 2023 and 2022, and statements of comprehensive income, statements of changes in equity and statements of cash flows for each of the three years in the period ended December 31, 2023, and notes to the financial statements, including material accounting policy information.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2023 and 2022, and its financial performance and its cash flows for each of the three years in the period ended December 31, 2023 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 Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics for Professional Accountants in the Philippines (Code of Ethics) together with the ethical requirements that are relevant to our audit of the 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.

Material Uncertainty Related to Going Concern

We draw attention to Note 2 in the financial statements, which indicates that the Company has incurred cumulative losses of ₱3,033.2 million and ₱2,925.0 million as at December 31, 2023 and 2022, respectively, and a capital deficiency of ₱399.4 million and ₱291.2 million as at December 31, 2023 and 2022, respectively. In addition, the Company's current liabilities exceeded its current assets by ₱1,517.3 million and ₱1,419.5 million as at December 31, 2023 and 2022, respectively, and the Company has negative operating cash flows of ₱13.1 million, ₱15.2 million and ₱13.1 million in 2023, 2022 and 2021, respectively. As stated in Note 2, these conditions indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as going concern and, therefore, the Company may be unable to realize its assets and discharge its liabilities in the normal course of business. Our opinion is not modified in respect of this matter.



Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the 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.

In addition to the matters described in the Material Uncertainty Related to Going Concern section, we have determined the matters described below to be the key audit matters to be communicated in our report.

We have fulfilled the responsibilities described in the *Auditor's Responsibilities for the Audit of the 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 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 financial statements.

Recoverability of Deferred Exploration Cost

As of December 31, 2023, the carrying values of deferred exploration costs amounted to ₱123.7 million. These deferred exploration costs represent expenditures incurred by the Company for the Longos Mine. Under Philippines Financial Reporting Standard (PFRS) 6, *Exploration and Evaluation of Mineral Resources*, these deferred exploration costs shall be assessed for impairment when facts and circumstances suggest that the carrying amounts exceed the recoverable amounts. The ability of the Company to recover its deferred exploration costs would depend on the commercial viability of the reserves. We considered this as a key audit matter because of the materiality of the amount involved, and the significant management judgment required in assessing whether there is any indication of impairment.

The disclosures related to recoverability of deferred exploration cost are included in Notes 4 and 9 to the financial statements.

Audit Response

We obtained management's assessment on whether there is any indication that deferred exploration costs may be impaired. We reviewed relevant updates on the current status of the Longos Mine under exploration and future management plans as of December 31, 2023. We inspected the licenses/permits of each exploration project to determine that the period for which the Company has the right to explore in the specific area has not expired and will not expire within the planned period of operation. 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. We reviewed the Company's disclosures, which are relevant to management's assessment of the recoverability of deferred exploration costs.



Recoverability of Property, Plant and Equipment

The net book value of the Company's property, plant and equipment amounted to ₱994.0 million as at December 31, 2023. The Company is under exploration status upon receipt of Exploration Permit in November 2021. Under PFRSs, the Company assesses at the end of each reporting period whether there is any indication that these assets may be impaired. The assessment of the recoverable amount of property, plant and equipment related to Longos Mine project requires significant judgment and involves estimation and assumptions about future production levels and costs, as well as external inputs such as gold prices and discount rate. Hence, such assessment is a key audit matter in our audit.

The disclosures related to recoverability of property, plant and equipment are included in Notes 4 and 8 to the financial statements.

Audit Response

We involved our internal specialist in evaluating the methodologies and the assumptions used in determining the recoverable amount of the property, plant and equipment. These key assumptions include the future production levels and costs as well as external inputs such as gold prices and discount rate. We compared the key assumptions used such as future production levels and costs against project feasibility report and key inputs such as gold prices against externally published data. We carried out an update discussion with the Company's specialists who were part of the feasibility study team on the basis of the estimated production levels and costs considering the anticipated changes. We tested the parameters used in the determination of the discount rate against market data. We also reviewed the Company's disclosures about those assumptions to which the outcome of the impairment test is most sensitive, specifically those that have the most significant effect on the determination of the recoverable amount of property, plant and equipment.

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, 2023. The SEC Form 20-IS (Definitive Information Statement), SEC Form 17-A and Annual Report for the year ended December 31, 2023 are expected to be made available to us after the date of this auditor's report.

Our opinion on the 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 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 financial statements or our knowledge obtained in the audits, or otherwise appears to be materially misstated.



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

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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



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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the 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.

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

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

The engagement partner on the audit resulting in this independent auditor's report is
Ma. Genalin Q. Arevalo.

SYCIP GORRES VELAYO & CO.



Ma. Genalin Q. Arevalo
Partner

CPA Certificate No. 108517

Tax Identification No. 224-024-926

BOA/PRC Reg. No. 0001, April 16, 2024, valid until August 23, 2026

BIR Accreditation No. 08-001998-123-2023, January 25, 2023, valid until January 24, 2026

PTR No. 10079898, January 5, 2024, Makati City

April 26, 2024



UNITED PARAGON MINING CORPORATION
STATEMENTS OF FINANCIAL POSITION

	December 31	
	2023	2022
ASSETS		
Current Assets		
Cash (Note 5)	₱2,974,237	₱391,926
Materials and supplies (Note 6)	24,124	23,683
Other current assets (Note 7)	66,365	12,601
Total Current Assets	3,064,726	428,210
Noncurrent Assets		
Property, plant and equipment (Note 8)	994,047,287	994,051,373
Deferred exploration costs (Note 9)	123,746,611	123,249,280
Other noncurrent assets (Note 7)	1,376,786	11,941,157
Total Noncurrent Assets	1,119,170,684	1,129,241,810
TOTAL ASSETS	₱1,122,235,410	₱1,129,670,020
LIABILITIES AND CAPITAL DEFICIENCY		
Current Liabilities		
Accounts payable and other current liabilities (Note 10)	₱1,160,891,179	₱1,076,890,936
Due to related parties (Note 11)	333,389,279	316,930,946
Redeemable preferred shares (Note 12)	26,100,000	26,100,000
Income tax payable	11,305	-
Total Current Liabilities	1,520,391,763	1,419,921,882
Noncurrent Liabilities		
Retirement benefit obligation (Note 13)	940,167	940,167
Deferred tax liabilities (Note 19)	268,057	-
Total Noncurrent Liabilities	1,208,224	940,167
Total Liabilities	1,521,599,987	1,420,862,049
Capital Deficiency		
Capital stock - ₱0.01 par value (Note 15)		
Authorized - 397,325,000,000 shares		
Issued - 261,314,797,080 shares	2,613,147,971	2,613,147,971
Additional paid-in capital	19,449,376	19,449,376
Remeasurement gains on retirement benefits obligation (Note 13)	1,241,123	1,241,123
Deficit (Note 2)	(3,033,203,047)	(2,925,030,499)
Total Capital Deficiency	(399,364,577)	(291,192,029)
TOTAL LIABILITIES AND CAPITAL DEFICIENCY	₱1,122,235,410	₱1,129,670,020

See accompanying Notes to Financial Statements



UNITED PARAGON MINING CORPORATION
STATEMENTS OF COMPREHENSIVE INCOME

	Years Ended December 31		
	2023	2022	2021
GENERAL AND ADMINISTRATIVE EXPENSES (Note 16)	₱25,739,013	₱13,543,736	₱19,493,926
OTHER EXPENSES – NET			
Interest expense (Note 17)	83,981,792	74,544,718	66,525,472
Foreign exchange losses (gains) - net	(1,072,227)	10,365,503	5,333,988
Interest income (Note 5)	(1,726)	(1,142)	(1,915)
Other income (Note 18)	(753,666)	–	(394,384)
	82,154,173	84,909,079	71,463,161
LOSS BEFORE INCOME TAX	107,893,186	98,452,815	90,957,087
PROVISION FOR INCOME TAX (Note 19)			
Current	11,305	–	3,944
Deferred	268,057	–	–
	279,362	–	3,944
NET LOSS	108,172,548	98,452,815	90,961,031
OTHER COMPREHENSIVE INCOME			
<i>Item that will not be reclassified to profit or loss:</i>			
Remeasurement gains on retirement benefits obligation (Note 13)	–	(9,137)	(67,867)
TOTAL COMPREHENSIVE LOSS	₱108,172,548	₱98,443,678	₱90,893,164
Basic and Diluted Loss Per Share (Note 20)	₱0.0004	₱0.0004	₱0.0003

See accompanying Notes to Financial Statements.



UNITED PARAGON MINING CORPORATION
STATEMENTS OF CHANGES IN CAPITAL DEFICIENCY
FOR THE YEARS ENDED DECEMBER 31, 2023, 2022 AND 2021

	Capital Stock (Note 15)	Additional Paid-in Capital	Remeasurement Gains on Retirement Benefit Obligation (Note 13)	Deficit	Total
Balances at January 1, 2021	₱2,613,147,971	₱19,449,376	₱1,164,119	(₱2,735,616,653)	(₱101,855,187)
Net loss	-	-	-	(90,961,031)	(90,961,031)
Other comprehensive income	-	-	67,867	-	67,867
Total comprehensive income (loss)	-	-	67,867	(90,961,031)	(90,893,164)
Balances at December 31, 2021	2,613,147,971	19,449,376	1,231,986	(2,826,577,684)	(192,748,351)
Net loss	-	-	-	(98,452,815)	(98,452,815)
Other comprehensive income	-	-	9,137	-	9,137
Total comprehensive income (loss)	-	-	9,137	(98,452,815)	(98,443,678)
Balances at December 31, 2022	2,613,147,971	19,449,376	1,241,123	(2,925,030,499)	(291,192,029)
Net loss	-	-	-	(108,172,548)	(108,172,548)
Other comprehensive income	-	-	-	-	-
Total comprehensive loss	-	-	-	(108,172,548)	(108,172,548)
Balances at December 31, 2023	₱2,613,147,971	₱19,449,376	₱1,241,123	(₱3,033,203,047)	(₱399,364,577)

See accompanying Notes to Financial Statements.



UNITED PARAGON MINING CORPORATION
STATEMENTS OF CASH FLOWS

	Years Ended December 31		
	2023	2022	2021
CASH FLOWS FROM OPERATING ACTIVITIES			
Loss before income tax	(₱107,893,186)	(₱98,452,815)	(₱90,957,087)
Adjustments for:			
Interest expense (Note 17)	83,981,792	74,544,718	66,525,472
Unrealized foreign exchange losses (gains)	(1,072,227)	10,365,503	5,333,988
Depreciation (Notes 8 and 16)	4,086	86,700	–
Interest income (Note 5)	(1,726)	(1,142)	(1,915)
Retirement benefit expense (Note 13)	–	105,543	116,757
Operating loss before working capital changes	(24,981,261)	(13,351,493)	(18,982,785)
Decrease (increase) in:			
Materials and supplies	(441)	76,885	17,213,317
Other current assets	10,773,939	303,080	(6,457,222)
Increase in accounts payable and other current liabilities	3,468,427	102,412	1,214,768
Net cash used in operations	(10,739,336)	(12,869,116)	(7,011,922)
Interest paid	(2,377,749)	(2,361,268)	(5,784,612)
Interest received	1,726	1,142	1,915
Retirement benefits paid (Note 13)	–	–	(335,678)
Net cash flows used in operating activities	(13,115,359)	(15,229,242)	(13,130,297)
CASH FLOWS FROM INVESTING ACTIVITIES			
Additions to deferred exploration costs (Note 9)	(497,331)	(83,357)	(4,718,320)
Additions to other noncurrent assets	(263,332)	(242,261)	(198,821)
Net cash flows used in investing activities	(760,663)	(325,618)	(4,917,141)
CASH FLOWS FROM A FINANCING ACTIVITY			
Additional advances from related parties (Note 11)	16,458,333	15,058,695	18,729,251
NET INCREASE (DECREASE) IN CASH	2,582,311	(496,165)	681,813
CASH AT BEGINNING OF YEAR	391,926	888,091	206,278
CASH AT END OF YEAR (Note 5)	₱2,974,237	₱391,926	₱888,091

See accompanying Notes to Financial Statements.



UNITED PARAGON MINING CORPORATION

NOTES TO FINANCIAL STATEMENTS

1. Corporate Information

Corporate Information

United Paragon Mining Corporation (the Company) was the name given to United Asia Resources and Geothermal Corporation (UARGC), surviving corporation, when the Securities and Exchange Commission (SEC) approved the merger of UARGC and Abcar-Paragon Mining Corporation (APMC) on January 29, 1990. The more significant provisions of the merger, which for accounting purposes were effective July 31, 1989, included the acquisition of assets and assumption of APMC's obligations by UARGC through issuance of shares of stock.

The Company's major activities are principally devoted to the exploration and development of its underground mining operations for the extraction of gold. The Company's principal exploration and mining operations is the Longos Mine at Paracale, Camarines Norte for which the related valid and subsisting mining properties of the Company are EXPA-000233-V, formerly MPSA-V-0041 dated July 19, 1991, EXPA-000234-V, formerly AMA-V-0270 dated October 29, 1998, and EP-016-2016-V, formerly EXPA-000180-V, issued on August 20, 2018.

No person or entity holds more than 50% of the Company's voting securities. Accordingly, the Company has no parent company.

The Company's registered office address is 6th Floor Quad Alpha Centrum, 125 Pioneer St., Mandaluyong City.

The financial statements of the Company as at December 31, 2023 and 2022 and for each of the three years in the period ended December 31, 2023 were authorized for release by the Board of Directors (BOD) on April 26, 2024.

2. Status of Operations and Management Plans

The Company has incurred cumulative losses in prior years, resulting in a deficit of ₱3,033.2 million and ₱2,925.0 million as at December 31, 2023 and 2022, respectively, and a capital deficiency of ₱399.4 million and ₱291.2 million as at December 31, 2023 and 2022, respectively. In addition, the Company's current liabilities exceeded its current assets by ₱1,517.3 million and ₱1,419.5 million as at December 31, 2023 and 2022, respectively, and the Company has negative operating cash flows of ₱13.1 million, ₱15.2 million and ₱13.1 million in 2023, 2022 and 2021, respectively. The Company's activities for the past years are mainly limited to securing the necessary exploration permits and Mineral Production Sharing Agreement (MPSA) to resume its mining operations and the care and maintenance of its existing mining properties and facilities. These conditions indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern and, therefore, the Company may be unable to realize its assets and discharge its liabilities in the normal course of business.

Management's actions and plans to improve and sustain the Company's operations include the following, among others:

- a. The Company expects that payment will not be demanded for a substantial portion of its current liabilities that are either attributed to related parties, which committed not to demand repayment, or have been outstanding over the years with demand for payment. The Company will continue with its exploration and drilling activities since it already received its Exploration Permit and



applied for Declaration of Mining Project Feasibility (DMPF) for EP-016-2016-V and it plans to apply for DMPF for EXPA-000233-V and EXPA-000234-V upon approval of its Exploration Permit applications;

- b. The Company's shareholders, Anglo Philippines Holdings Corporation and Alakor Corporation, are financially capable and committed to provide full support in the operations of the Company to ensure business continuity. The Company has also secured their commitments not to demand payment of the Company's due to them within 12 months from reporting date;
- c. The Company will examine various project financing options and obtain financial guarantee from Alakor Corporation and additional advances from Anglo Philippines Holdings Corporation to implement the approved exploration work program, environmental work program, and community development program; and
- d. The Company will generate sufficient cash flows once it re-opens the Longos Mine project.

Prior to April 1, 1994, start of commercial operations of the underground mine, significant costs and expenses incurred by both APMC and UARGC, and subsequently by the Company, were deferred in the accounts with the expectation that they would benefit future periods and were recorded as deferred exploration costs amounting to ₱83.4 million.

The underground Shaft 4 mining operations was discontinued in December 1998 to avoid further operating losses and to preserve the remaining reserves for future extraction from the Main Shaft at a profitable level. Following the suspension of its underground mining operations, the Company retrenched its employees and paid separation pay totaling ₱24.6 million computed in accordance with the provisions of the Labor Code of the Philippines.

The Company continued to explore and drill certain mining properties on a limited scale to find additional ore reserves to sustain an expanded operation in the future. However, in February 2004, the Company temporarily suspended its drilling operations pending receipt of mineral production sharing agreement for the San Mauricio group of mining claims. Also, in 2004, the BOD and stockholders of the Company approved the proposed capital restructuring which was approved by SEC in July 2008. As discussed in Note 15 to the financial statements, the capital restructuring reduced the Company's deficit and capital deficiency by ₱460.5 million and resulted in the termination of accrual of interest on advances from related parties that were converted to equity.

On July 30, 2007, the Company's Option and Operating Agreements with Camarines Minerals, Inc. (CMI) were extended for 25 years or co-terminus with the relevant mineral production sharing agreement that may be approved by the Government of the Philippines (see Note 21).

In December 2009, the Mines and Geoscience Bureau (MGB) Central Office returned all documents pertaining to said Mineral Production Sharing Agreement (MPSA) Application to MGB R-V for completion of the deficiency documents. The Company had completed and submitted the remaining deficiencies for the above MPSA to MGB R-V and were subsequently endorsed to MGB Central Office in June 2010. The Company received a letter from MGB Central Office dated September 9, 2015 returning the said application to MGB Regional Office for further evaluation.

On February 4, 2013, the Company's Application for Production Sharing Agreement, APSA-000375-V has been converted into an Exploration Permit and now is renumbered as EXPA-000180-V. The MGB, in its memorandum dated June 24, 2016, has issued a clearance to issue the exploration permit, but was held in abeyance in view of the Moratorium on the processing and approval of mining applications, pursuant to Department Memorandum order (DMO) No. 2016-01 dated July 8, 2016.



The said DMO also requires an audit of all operating mines and a moratorium on the acceptance, processing and/or approval of mining applications and/or mining projects for all metallic and non-metallic minerals.

On August 20, 2018, exploration permit No. EP-016-2016-V, formerly EXPA-000180-V, has been issued by the MGB Regional Office No. V, Legazpi City in favor of the Company which was extended for a 6-month period until February 19, 2021. On February 3, 2021, the MGB certified the Company's compliance with the terms and conditions set forth in the exploration permit.

On February 4, 2021, the Company filed its Declaration of Mining Project Feasibility (DMPF) under EP-016-2016-V to MGB Regional Office prior to exploration permit expiration. Once approved, the Company may file for Mineral Processing Sharing Agreement (MPSA).

On November 26, 2021, MPSA applications denominated as MPSA-V-0041 and AMA-V-0270 were converted into an Exploration Permit and was renumbered as EXPA-000233-V and EXPA-000234-V, respectively.

3. **Basis of Preparation, Statement of Compliance, Changes in Accounting Policy and Material Accounting Policy Information**

Basis of Preparation

The financial statements have been prepared using the historical cost basis. The financial statements are presented in Philippine peso (₱), which is the Company's functional currency and presentation currency under the Philippine Financial Reporting Standards (PFRSs). All amounts are rounded off to the nearest Peso, except when otherwise indicated.

Statement of Compliance

The financial statements of the Company have been prepared in accordance with the Philippine Financial Reporting Standards (PFRSs). PFRSs include statements named PFRS and Philippine Accounting Standards (PASs) and Philippine Interpretations from the International Financial Reporting Interpretation Committee (IFRIC) issued by the Philippine Financial Reporting Standards Council (FRSC).

Changes in Accounting Policies

The accounting policies adopted are consistent with those of the previous financial year, except for the adoption of new standards effective in 2023. The Company has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective.

Unless otherwise indicated, adoption of these new standards did not have an impact on the financial statements of the Company.

- Amendments to PAS 1 and PFRS Practice Statement 2, *Disclosure of Accounting Policies*

The amendments provide guidance and examples to help entities apply materiality judgements to accounting policy disclosures. The amendments aim to help entities provide accounting policy disclosures that are more useful by:

- Replacing the requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies, and
- Adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures



The amendments to the Practice Statement provide non-mandatory guidance.

- Amendments to PAS 8, *Definition of Accounting Estimates*

The amendments introduce a new definition of accounting estimates and clarify the distinction between changes in accounting estimates and changes in accounting policies and the correction of errors. Also, the amendments clarify that the effects on an accounting estimate of a change in an input or a change in a measurement technique are changes in accounting estimates if they do not result from the correction of prior period errors.

The amendments did not have a material impact on the Company's financial statements.

- Amendments to PAS 12, *Deferred Tax related to Assets and Liabilities arising from a Single Transaction*

The amendments narrow the scope of the initial recognition exception under PAS 12, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences.

The amendments also clarify that where payments that settle a liability are deductible for tax purposes, it is a matter of judgement (having considered the applicable tax law) whether such deductions are attributable for tax purposes to the liability recognized in the financial statements (and interest expense) or to the related asset component (and interest expense).

The amendments had no impact on the Company's financial statements.

- Amendments to PAS 12, *International Tax Reform – Pillar Two Model Rules*

The amendments introduce a mandatory exception in PAS 12 from recognizing and disclosing deferred tax assets and liabilities related to Pillar Two income taxes.

The amendments also clarify that PAS 12 applies to income taxes arising from tax law enacted or substantively enacted to implement the Pillar Two Model Rules published by the Organization for Economic Cooperation and Development (OECD), including tax law that implements qualified domestic minimum top-up taxes. Such tax legislation, and the income taxes arising from it, are referred to as 'Pillar Two legislation' and 'Pillar Two income taxes', respectively.

The temporary exception from recognition and disclosure of information about deferred taxes and the requirement to disclose the application of the exception, apply immediately and retrospectively upon adoption of the amendments in June 2023.

Meanwhile, the disclosure of the current tax expense related to Pillar Two income taxes and the disclosures in relation to periods before the legislation is effective are required for annual reporting periods beginning on or after 1 January 2023.

Pronouncements Issued but not yet Effective

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



Effective beginning on or after January 1, 2024

- Amendments to PAS 1, *Classification of Liabilities as Current or Non-current*
- Amendments to PFRS 16, *Lease Liability in a Sale and Leaseback*
- Amendments to PAS 7 and PFRS 7, *Disclosures: Supplier Finance Arrangements*

Effective beginning on or after January 1, 2025

- PFRS 17, *Insurance Contracts*
- Amendments to PAS 21, *Lack of exchangeability*

Deferred effectivity

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

Current versus Noncurrent Classification

The Company presents assets and liabilities in the statement of financial position based on current or noncurrent classification. An asset is current when it is:

- Expected to be realized or intended to be sold or consumed in the normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realized within 12 months after the reporting date; or,
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

All other assets are classified as noncurrent.

A liability is current when:

- It is expected to be settled in the normal operating cycle;
- It is held primarily for the purpose of trading.
- It is due to be settled within 12 months after the reporting date; or,
- There is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting date.

The Company classifies all other liabilities as noncurrent.

Deferred income tax assets and liabilities are classified as noncurrent assets and liabilities.

Fair Value Measurement

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 Company at the measurement date. 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 non-financial 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 Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the 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 asset or liability
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

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

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

An analysis of fair values of financial instruments and further details as to how they are measured are provided in Note 22.

Financial Instruments

Date of Recognition

The Company recognizes a financial asset or a financial liability in the statement of financial position when it becomes a party to the contractual provisions of the instrument. The Company determines the classification of its financial instruments on initial recognition and, where allowed and appropriate, re-evaluates this designation at each reporting date. Purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace are recognized on the settlement date.

Initial Recognition

Financial instruments are recognized in the statement of financial position when the Company 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 Company commits to purchase or sell the asset).

Financial assets and financial liabilities are recognized initially at fair value. Transaction costs are included in the initial measurement of all financial assets and liabilities, except for financial instruments measured at fair value through profit or loss (FVPL).



Classification of Financial Assets. Financial assets are classified in their entirety based on the contractual cash flows characteristics of the financial assets and the Company's business model for managing the financial assets. The Company classifies its financial assets into the following measurement categories:

- Financial assets measured at amortized cost;
- Financial assets measured at FVPL;
- Financial assets measured at fair value through other comprehensive income (FVOCI), where cumulative gains or losses previously recognized are reclassified to profit or loss
- Financial assets measured at FVOCI, where cumulative gains or losses previously recognized are not reclassified to profit or loss

Contractual Cash Flows Characteristics. If the financial asset is held within a business model whose objective is to hold assets to collect contractual cash flows or within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets, the Company assesses whether the cash flows from the financial asset represent solely payments of principal and interest (SPPI) on the principal amount outstanding.

In making this assessment, the Company determines whether the contractual cash flows are consistent with a basic lending arrangement, i.e., interest includes consideration only for the time value of money, credit risk and other basic lending risks and costs associated with holding the financial asset for a particular period of time. In addition, interest can include a profit margin that is consistent with a basic lending arrangement. The assessment as to whether the cash flows meet the test is made in the currency in which the financial asset is denominated. Any other contractual terms that introduce exposure to risks or volatility in the contractual cash flows that is unrelated to a basic lending arrangement, such as exposure to changes in equity prices or commodity prices, do not give rise to contractual cash flows that are solely payments of principal and interest on the principal amount outstanding.

Business Model. The Company's business model is determined at a level that reflects how groups of financial assets are managed together to achieve a particular business objective. The Company's business model does not depend on management's intentions for an individual instrument.

The Company's business model refers to how it manages its financial assets in order to generate cash flows. The Company's business model determines whether cash flows will result from collecting contractual cash flows, selling financial assets or both. Relevant factors considered by the Company in determining the business model for a group of financial assets include how the performance of the business model and the financial assets held within that business model are evaluated and reported to the Company's key management personnel, the risks that affect the performance of the business model (and the financial assets held within that business model) and how these risks are managed and how managers of the business are compensated.

- *Financial Assets at Amortized Cost.* A debt financial asset is measured at amortized cost if (a) it is held within a business model for which the objective is to hold financial assets in order to collect contractual cash flows and (b) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.



These financial assets are initially recognized at fair value plus directly attributable transaction costs and subsequently measured at amortized cost using the EIR method, less any impairment in value. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees and costs that are an integral part of the EIR. The amortization is included in “Interest income” in the statement of income and is calculated by applying the EIR to the gross carrying amount of the financial asset, except for (a) purchased or originated credit-impaired financial assets and (b) financial assets that have subsequently become credit-impaired, where, in both cases, the EIR is applied to the amortized cost of the financial asset. Losses arising from impairment are recognized in profit or loss.

As at December 31, 2023 and 2022, the Company has financial assets at amortized cost consisting of cash (see Note 5).

- *Financial Assets at FVPL.* Financial assets at FVPL are measured at FVPL unless these are measured at amortized cost or at FVOCI. Included in this classification are equity investments held for trading and debt instruments with contractual terms that do not represent solely payments of principal and interest. Financial assets held at FVPL are initially recognized at fair value, with transaction costs recognized in the statement of income as incurred. Subsequently, they are measured at fair value and any gains or losses are recognized in the statement of income.

Additionally, even if the asset meets the amortized cost or the FVOCI criteria, the Company may choose at initial recognition to designate the financial asset at FVPL if doing so eliminates or significantly reduces a measurement or recognition inconsistency (an accounting mismatch) that would otherwise arise from measuring financial assets on a different basis.

Trading gains or losses are calculated based on the results arising from trading activities of the Company, including all gains and losses from changes in fair value for financial assets and financial liabilities at FVPL, and the gains or losses from disposal of financial investments.

As at December 31, 2023 and 2022, the Company has no equity instruments at FVPL.

- *Financial Assets at FVOCI.* A financial asset is measured at FVOCI if (a) it is held within a business model for which the objective is achieved by both collecting contractual cash flows and selling financial assets and (b) its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. These financial assets are initially recognized at fair value plus directly attributable transaction costs and subsequently measured at fair value. Gains and losses arising from changes in fair value are included in other comprehensive income within a separate component of equity. Impairment losses or reversals, interest income and foreign exchange gains and losses are recognized in profit and loss until the financial asset is derecognized. Upon derecognition, the cumulative gain or loss previously recognized in other comprehensive income is reclassified from equity to profit or loss. This reflects the gain or loss that would have been recognized in profit or loss upon derecognition if the financial asset had been measured at amortized cost. Impairment is measured based on the expected credit loss (ECL) model.

The Company may also make an irrevocable election to measure at FVOCI on initial recognition investments in equity instruments that are neither held for trading nor contingent consideration recognized in a business combination in accordance with PFRS 3. Amounts recognized in OCI are not subsequently transferred to profit or loss. However, the Company may transfer the cumulative gain or loss within equity. Dividends on such investments are recognized in profit or loss, unless the dividend clearly represents a recovery of part of the cost of the investment.



Dividends are recognized in profit or loss only when:

- the Company's right to receive payment of the dividend is established;
- it is probable that the economic benefits associated with the dividend will flow to the Company; and
- the amount of the dividend can be measured reliably.

As at December 31, 2023 and 2022, the Company has no financial assets at FVOCI.

Classification of Financial Liabilities. Financial liabilities are measured at amortized cost, except for the following:

- Financial liabilities measured at fair value through profit or loss;
- Financial liabilities that arise when a transfer of a financial asset does not qualify for derecognition or when the Company retains continuing involvement;
- Financial guarantee contracts;
- Commitments to provide a loan at a below-market interest rate; and
- Contingent consideration recognized by an acquirer in accordance with PFRS 3.

A financial liability may be designated at fair value through profit or loss if it eliminates or significantly reduces a measurement or recognition inconsistency (an accounting mismatch) or:

- if a host contract contains one or more embedded derivatives; or
- if a group of financial liabilities or financial assets and liabilities is managed and its performance evaluated on a fair value basis in accordance with a documented risk management or investment strategy.

Where a financial liability is designated at FVPL, the movement in fair value attributable to changes in the Company's own credit quality is calculated by determining the changes in credit spreads above observable market interest rates and is presented separately in other comprehensive income.

The Company's financial liabilities include accounts payable and other current liabilities, due to related parties, and redeemable preferred shares.

Impairment of Financial Assets

The Company applied the expected credit loss (ECL) model on the impairment of its financial assets.

No ECL is recognized on debt instruments that are measured at amortized cost.

ECLs are measured in a way that reflects the following:

- an unbiased and probability-weighted amount that is determined by evaluating a range of possible outcomes;
- the time value of money; and
- reasonable and supportable information that is available without undue cost or effort at the reporting date about past events, current conditions and forecasts of future economic conditions.



Financial assets migrate through the following three stages based on the change in credit quality since initial recognition:

- *Stage 1: 12-month ECL.* For credit exposures where there have not been significant increases in credit risk since initial recognition and that are not credit-impaired upon origination, the portion of lifetime ECLs that represent the ECLs that result from default events that are possible within the 12-months after the reporting date are recognized.
- *Stage 2: Lifetime ECL - not credit-impaired.* For credit exposures where there have been significant increases in credit risk since initial recognition on an individual or collective basis but are not credit-impaired, lifetime ECLs representing the ECLs that result from all possible default events over the expected life of the financial asset are recognized.
- *Stage 3: Lifetime ECL - credit-impaired.* Financial assets are credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of those financial assets have occurred. For these credit exposures, lifetime ECLs are recognized and interest revenue is calculated by applying the credit-adjusted effective interest rate to the amortized cost of the financial asset.

Loss allowances are recognized based on 12-month ECL for debt investment securities that are assessed to have low credit risk at the reporting date. A financial asset is considered to have low credit risk if:

- the financial instrument has a low risk of default;
- the borrower has a strong capacity to meet its contractual cash flow obligations in the near term;
- or
- adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

The Company considers a debt investment security to have low credit risk when its credit risk rating is equivalent to the globally understood definition of ‘investment grade’.

- *Determination of the Stage for Impairment.* At each reporting date, the Company assesses whether there has been a significant increase in credit risk for financial assets since initial recognition by comparing the risk of default occurring over the expected life between the reporting date and the date of initial recognition. The Company considers reasonable and supportable information that is relevant and available without undue cost or effort for this purpose. This includes quantitative and qualitative information and forward-looking analysis.

An exposure will migrate through the ECL stages as asset quality deteriorates. If, in a subsequent period, asset quality improves and also reverses any previously assessed significant increase in credit risk since origination, then the loss allowance measurement reverts from lifetime ECL to 12-month ECL.

- *Simplified Approach.* The simplified approach, where changes in credit risk are not tracked and loss allowances are measured at amounts equal to lifetime ECL. The Company has established a provision matrix that is based on historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

The Company considers a financial asset to be in default when internal or external information indicates that the Company is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Company.



Offsetting Financial Instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to set off the recognized amounts and there is intention to settle on a net basis, or to realize the asset and settle the liability simultaneously. The Company assesses that it has a currently enforceable right of offset if the right is not contingent on a future event, and is legally enforceable in the normal course of business, event of default, and event of insolvency or bankruptcy of the Company and all of the counterparties.

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

Where the Company 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 Company’s continuing involvement in the asset. Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay. In such case, the Company also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Financial Liabilities

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

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an ext or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognized in the Company’s statement of comprehensive income.

Cash

Cash includes cash on hand and in banks, which are measured at amortized cost and are subject to an insignificant risk of change in value.

Materials and Supplies

Materials and supplies are valued at the lower of cost and net realizable value (NRV). Cost is determined using the moving-average method and includes expenditures incurred in bringing the materials and supplies to their existing location and condition. NRV of materials and supplies is the current replacement cost.



Any write-down of materials and supplies to NRV is recognized as an expense in statement of comprehensive income in the year incurred.

When the circumstances that previously caused inventories to be written down below cost no longer exist or when there is clear evidence of an increase in net realizable value because of changed economic circumstances, the amount of the write-down is reversed (i.e., the reversal is limited to the amount of the original write-down) so that the new carrying amount is the lower of the cost and the revised net realizable value.

Other Noncurrent Assets

Input 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 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 statement of financial position to the extent of the recoverable amount.

Tax Credit Certificates (TCCs)

TCCs represent instruments evidencing the amount of tax credits granted by the tax authorities which can be used as payment for income taxes. TCCs are classified as current if these can be utilized in the next twelve months after the reporting date. TCCs are recognized under the “Other noncurrent assets” account in the statement of financial position.

Property, Plant and Equipment

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

The initial cost of property, plant and equipment consists of construction cost, and its purchase price, including import duties and nonrefundable purchase taxes and any directly attributable costs of bringing the asset to the location and condition for its intended use. Subsequent costs that can be measured reliably are added to the carrying amount of the asset when it is probable that future economic benefits associated with the asset will flow to the Company. The costs of day-to-day servicing of an asset are recognized as an expense in the period in which they are incurred.

Property, plant and equipment include capitalized underground development and mine and mining properties.

Depreciation and amortization on property, plant and equipment, except for underground development and exploration and mine and mining properties, is calculated using the straight-line method to allocate the cost of each asset less its residual value over its estimated useful life.

The average estimated useful lives of property, plant and equipment are as follows:

<u>Category</u>	<u>Number of Years</u>
Buildings and plant improvements	10
Roads and bridges	10
Office and household furniture and equipment	5
Transportation equipment	3-5



Depletion of underground development and exploration costs and mine and mining properties is calculated using the units-of-production method based on estimated ore reserves.

The assets' residual values, useful lives and depreciation, amortization and depletion methods are reviewed periodically to ensure that they are consistent with the expected pattern of economic benefits from those assets.

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.

When assets are disposed of, or are permanently withdrawn from use and no future economic benefits are expected from their disposals, the cost and accumulated depreciation, amortization, depletion and impairment losses, if any, are removed from the accounts and any resulting gain or loss arising from the retirement or disposal is recognized in the statement of comprehensive income.

Fully depreciated property plant and equipment are retained in the accounts until these are no longer in use.

Deferred Exploration Costs and Deferred Development Costs

Deferred exploration costs include costs incurred on activities involving the search for mineral resources, the determination of technical feasibility and the assessment of commercial viability of an identified resource.

Deferred development costs included in "Underground Development" under "Property, Plant and Equipment" include costs incurred after determining the commercial viability of extracting a mineral resource.

Deferred exploration costs are assessed at each reporting period for possible indications of impairment. This is to confirm the continued intent to develop or otherwise extract value from the discovery. When this is no longer the case or is considered as areas permanently abandoned, the costs are written off through the statement of comprehensive income. Exploration areas are considered permanently abandoned if the related permits of the exploration have expired and/or there are no definite plans for further exploration and/or development.

The recoverability of deferred exploration costs is dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete the development of reserves and future profitable production or proceeds from the disposition of recoverable reserves.

Impairment of Nonfinancial Assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Company makes an estimate of the asset's 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 and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. The Company used value in use to assess the recoverable amount of an asset.



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

Deferred Exploration Costs

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

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

Redeemable Preferred Shares

Equity instruments that include a contractual obligation to deliver cash or another financial asset to another entity are classified as a financial liability. Accordingly, preferred shares that are due for redemption are presented as a liability in the statement of financial position.

Preferred share is 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 statement of comprehensive income as accrued.

The Company classified its redeemable preferred shares as a liability.

Capital Stock and Additional Paid-in Capital (APIC)

The Company has issued capital stock that is classified as equity. Incremental costs directly attributable to the issue of new capital stock or options are shown in equity as a deduction, net of tax, from the proceeds. Amount of contribution in excess of par value is accounted for as an APIC.

Deficit

Deficit includes accumulated losses attributable to the Company's stockholders. Deficit may also include effect of changes in accounting policy as may be required by the standard's transitional provisions.

Revenue Recognition

Revenue is measured based on the consideration to which the Company expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.

Revenue is recognized when the Company satisfies a performance obligation by transferring a promised good or service to the customer, which is when the customer obtains control of the good or service. A performance obligation may be satisfied at a point in time or over time. The amount of revenue recognized is the amount allocated to the satisfied performance obligation.



Interest Income

Income is recognized as the interest accrues (using the EIR 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).

Other Income

Other income is recognized when earned. Other income consists of gain on sale of the Company's property and equipment and scrap inventory.

Cost and Expense Recognition

Costs and expenses are decreases in economic benefits during the accounting period in the form of outflows or depletions of assets or incurrence of liabilities that result in decreases in equity, other than those relating to distributions to equity participants. Expenses are generally recognized when the expense arises following the accrual basis of accounting.

Provisions

General

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

Provision for Mine Rehabilitation and Decommissioning

Provision is made for close down, restoration and environmental rehabilitation costs (which include the dismantling and demolition of infrastructure, removal of residual materials and remediation of disturbed areas) in the financial period when the related environmental disturbance occurs, based on the estimated future costs using information available at reporting date. The obligation generally arises when the asset is constructed or the ground or environment is disturbed at the mine site. The provision is discounted using a current market-based pre-tax discount rate and the unwinding of the discount is classified as interest accretion in the statement of comprehensive income. At the time of establishing the provision, a corresponding asset is capitalized, where it gives rise to a future benefit, and depreciated over future production from the operations to which it relates.

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

Where 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 reporting date and the cost is charged to the statement of comprehensive income.

Retirement Benefits

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



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

Defined benefit costs comprise the following:

- Service cost;
- Net interest on the net defined 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 expense in statement of comprehensive income. Past service costs are recognized when plan amendment or curtailment occurs.

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 high quality corporate bonds to the net defined benefit liability or asset. Net interest on the net defined benefit liability or asset is recognized as expense or income in the statement of comprehensive 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 other comprehensive income in the period in which they arise. Remeasurements are not reclassified to profit or loss in subsequent periods. These are retained in other comprehensive income until full settlement of the obligation.

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 have been enacted or substantively enacted as at the end of the reporting period.

Deferred Income Tax

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

Deferred income tax liabilities are recognized for all taxable temporary differences. Deferred income tax assets are recognized for all deductible temporary differences to the extent that it is probable that taxable profit will be available against which the deductible temporary differences can be utilized in the future.

The carrying amount of deferred income tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax assets to be utilized in the future.

Deferred income tax relating to items recognized in other comprehensive income is recognized in other comprehensive income.



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

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

Uncertain Tax Position

The Company records uncertain tax positions on the basis of a two-step process whereby the Company determines whether it is more likely than not that the tax positions will be sustained based on technical merits of the position, and for those tax positions that meet the more likely than not criteria, the Company recognizes the largest amount of tax benefit that is greater than 50% likely to be realized upon ultimate settlement with related tax authority. The Company records interest and penalties on uncertain tax positions in "Income tax expense (benefit)" account in the statement of comprehensive income.

Leases – Company as a Lessee

The Company's lease contracts pertain to operating leases of machinery and equipment.

The Company applies the low-value lease recognition exemption to its lease of machinery and equipment. The Company continues to recognize lease payments as expense on a straight-line basis over the lease term.

Segment Reporting

An operating segment is a component of an entity that: (a) engages in business activities from which it may earn revenues and incur expenses (including revenues and expenses relating to transactions with other components of the same entity); (b) whose operating results are regularly reviewed by the entity's chief operating decision maker to make decisions about resources to be allocated to the segment and assess its performance, and (c) for which discrete financial information is available.

Basic Loss Per Share

Basic loss per common share is computed based on the weighted average number of shares outstanding and subscribed for each respective period with retroactive adjustments for stock dividends declared, if any.

Diluted Loss Per Share

Diluted loss per common share amounts are calculated by dividing the net income 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.

Since the Company has no potential dilutive common shares, basic and diluted loss per common share are stated at the same amount.

Foreign Currency Transactions

The financial statements are presented in Philippine peso, which is the Company's functional and presentation currency. 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 the functional currency rate of exchange ruling at the end of the reporting period. Non-monetary 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.



All differences are taken to “Foreign exchange loss (gain) - net” in the statement of comprehensive income.

Contingencies

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

Events After the End of the Financial Reporting Date

Post year-end events that provide additional information about the Company’s position at the reporting date (adjusting events) are reflected in the financial statements. Post year-end events that are not adjusting events are disclosed in the notes to financial statements when material.

4. Significant Accounting Estimates and Assumptions

The Company’s financial statements prepared in accordance with PFRSs requires management to make judgments, estimates and assumptions that affect amounts reported in the financial statements and its accompanying 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 financial statements as they become reasonably determinable.

Estimates and Assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next reporting period are discussed below.

Estimating Useful Lives of Property, Plant and Equipment

The Company estimates the useful lives of property, plant and equipment based on the period over which the assets are expected to be available for use. The estimated useful lives of property, plant and equipment are reviewed periodically and are updated if expectations differ from previous estimates based on factors that include asset utilization, internal technical evaluation, technological changes, environmental and anticipated use of the assets tempered by related industry benchmark information. 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.

The Company recognized depreciation and amortization expense amounting to ₱0.004 million, ₱0.1 million and ₱0.2 million in 2023, 2022 and 2021, respectively. The carrying amounts of property, plant and equipment amounted to ₱994.0 million and ₱994.1 million as at December 31, 2023 and 2022, respectively (see Note 8). There is no change in the estimated useful lives of property and equipment as at December 31, 2023 and 2022.

Estimating Impairment of Property, Plant and Equipment

The Company assesses impairment on property, plant and equipment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. The assessment of the recoverable amount of property, plant and equipment related to its Longos Mine project requires significant judgment and involves estimation and assumptions about future production levels and costs, as well as external inputs such as gold prices and discount rate.



An impairment loss is recognized whenever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the higher of an asset's net selling price and value in use. The net selling price is the amount obtainable from the sale of an asset in an arm's length transaction while value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. For impairment loss on specific assets, the recoverable amount represents the net selling price.

Management performed impairment test as at December 31, 2023 and 2022. The recoverable amount of the property, plant and equipment related to the Longos Mine Project has been determined using a discounted cash flow projection covering 10-year remaining mine life of the project based on the mine feasibility study.

The calculation of the value-in-use of the mine project incorporates the following key assumptions:

- future production levels and costs which are based on the Company's feasibility study;
- commodity prices; and,
- pre-tax discount rates.

The significant assumptions in the value-in-use calculation and sensitivity to changes in assumptions are disclosed in Note 8.

The carrying value of property, plant and equipment amounted to ₱994.0 million and ₱994.1 million as at December 31, 2023 and 2022, respectively, net of allowance for impairment losses of property, plant and equipment amounting to ₱141.7 million. No impairment losses were recognized in 2023 and 2022 (see Note 8).

Estimating Allowance for Impairment Losses on Claims for VAT TCCs, and Input VAT

The Company provides allowance for impairment losses on claims for VAT TCCs, Input VAT and advances to employees when they can no longer be realized. The amounts and timing of recorded expenses for any period would differ if the Company made different judgments or utilized different estimates. An increase in allowance for impairment losses would increase recorded expenses and decrease claims for VAT TCCs, Input VAT and advances to employees.

The Company's claims for VAT TCCs amounted to nil and ₱10.8 million, net of allowance for impairment amounting to ₱23.8 million and ₱12.9 million as at December 31, 2023 and 2022, respectively. Input VAT amounted to ₱1.1 million and ₱0.8 million, net of allowance for impairment losses amounting to ₱3.2 million as at December 31, 2023 and 2022, respectively (see Note 7).

Assessing Recoverability of Deferred Exploration Costs

The Company assesses impairment on deferred exploration costs when facts and circumstances suggest that the carrying amount of the asset may exceed its recoverable amount. When facts and circumstances suggest that the carrying amount exceeds the recoverable amount, an entity shall measure, present and disclose any resulting impairment loss. 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 Company has the right to explore in the specific area has expired during the period or will expire in the near future, and is not expected to be renewed;
- Substantive expenditure on further exploration for 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; 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.

There is no impairment of the Company's deferred exploration cost which amounted to ₱123.7 million and ₱123.2 million as at December 31, 2023 and 2022, respectively (see Note 9).

Assessing Realizability of Deferred Tax Assets

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

As at December 31, 2023 and 2022, the Company did not recognize deferred tax asset on its future deductible temporary differences, unused NOLCO and excess MCIT as management believes the Company will not have sufficient future taxable profit against which these can be utilized (see Note 19).

5. **Cash**

	2023	2022
Cash on hand	₱35,000	₱35,000
Cash in banks	2,939,237	356,926
	₱2,974,237	₱391,926

Cash in banks earn interest at their respective bank deposit rates.

Total interest income amounted to ₱1,726, ₱1,142, and ₱1,915 in 2023, 2022 and 2021, respectively.

6. **Materials and Supplies**

Material and supplies consist of fuel and lubricants, spare parts and consumables. Outstanding balance as of December 31, 2023 and 2022 relates to fuel and lubricants which amounted to ₱24,124 and ₱23,683, respectively.

	2023	2022
At cost:		
Fuel and lubricants	₱24,124	₱23,683
At NRV:		
Spare parts – net of allowance for inventory obsolescence amounting to ₱23,130,450 as at 2023 and 2022	–	–
Consumables – net of allowance for inventory obsolescence amounting to ₱5,185,814 as at 2023 and 2022	–	–
	₱24,124	₱23,863



Material and supplies charged to expense amounted to nil in 2023, 2022 and 2021 (see Note 16).

7. **Other Current Assets and Other Noncurrent Assets**

Other Current Assets

	2023	2022
Advances to employees	₱239,785	₱225,916
Others	1,491,556	1,451,661
	1,731,341	1,677,577
Allowance for impairment losses on:		
Advances to employees	225,916	225,916
Others	1,439,060	1,439,060
	1,664,976	1,664,976
	₱66,365	₱12,601

Others includes advances to a contractor, prepaid rent and insurance, and security deposits.

Other Noncurrent Assets

	2023	2022
Claims for VAT TCCs	₱23,772,232	₱23,772,232
Input VAT	4,382,653	4,119,321
Others	267,695	267,695
	28,422,580	28,159,248
Allowance for impairment losses on:		
Claims for VAT TCCs (Note 16)	23,772,232	12,944,529
Input VAT	3,273,562	3,273,562
	27,045,794	16,218,091
	₱1,376,786	₱11,941,157



8. Property, Plant and Equipment

2023

	Underground Development	Mine and Mining Properties	Buildings and Plant Improvements	Roads and Bridges	Office and Household Furniture and Equipment	Transportation Equipment	Total
Cost							
Balances at beginning and end of year	₱1,574,754,870	₱405,000,000	₱123,519,016	₱18,140,398	₱4,595,609	₱2,119,727	₱2,128,129,620
Accumulated depreciation, amortization and depletion:							
Balances at beginning of year	763,575,151	84,461,189	123,411,368	14,224,083	4,583,770	2,119,727	992,375,288
Depreciation (see Note 16)	–	–	250	3,836	–	–	4,086
Balances at end of year	763,575,151	84,461,189	123,411,618	14,227,919	4,583,770	2,119,727	992,379,374
Accumulated impairment losses	101,568,158	40,134,801	–	–	–	–	141,702,959
Net book values	₱709,611,561	₱280,404,010	₱107,398	₱3,912,479	₱11,839	₱–	₱994,047,287

2022

	Underground Development	Mine and Mining Properties	Buildings and Plant Improvements	Roads and Bridges	Office and Household Furniture and Equipment	Transportation Equipment	Total
Cost							
Balances at beginning and end of year	₱1,574,754,870	₱405,000,000	₱123,519,016	₱18,140,398	₱4,595,609	₱2,119,727	₱2,128,129,620
Accumulated depreciation, amortization and depletion:							
Balances at beginning of year	763,575,151	84,461,189	123,346,618	14,202,133	4,583,770	2,119,727	992,288,588
Depreciation (see Note 16)	–	–	64,750	21,950	–	–	86,700
Balances at end of year	763,575,151	84,461,189	123,411,368	14,224,083	4,583,770	2,119,727	992,375,288
Accumulated impairment losses	101,568,158	40,134,801	–	–	–	–	141,702,959
Net book values	₱709,611,561	₱280,404,010	₱107,648	₱3,916,315	₱11,839	₱–	₱994,051,373

Depreciation expense amounted to nil, nil and ₱166,125 in 2023, 2022 and 2021, respectively, were capitalized as part of deferred exploration cost (see Note 9).



The Company performs an individual assessment of the physical condition of its property, plant and equipment. No provision for impairment was recognized in 2023 and 2022. Accumulated impairment losses on property, plant and equipment amounted to ₱141.7 million as at December 31, 2023 and 2022.

The carrying value of temporarily idle property, plant and equipment amounted to ₱990.0 million as at December 31, 2023 and 2022. The Company has no plans of disposing these idle assets as these are reserved for future use when the mine is reopened.

Key Assumptions Used in Value in Use Calculations and Sensitivity to Changes in Assumptions

The Company performed an impairment test in 2023 and 2022.

The recoverable amount of the property, plant and equipment has been determined based on a discounted cash flows (DCF) calculation using cash flow projections from the project feasibility study.

The projected cash flows have been developed to reflect the expected mine production over the life of the mine adjusted by the effects of other factors such as inflation rate. The pre-tax discount rate applied to the cash flow projections as at December 31, 2023 and 2022 is 14.3% and 14.9%, respectively. As a result of this analysis, management concluded that property, plant and equipment is not impaired.

The calculation of DCF is most sensitive to the following assumptions:

- a. Future Production Levels and Costs
Future production levels and costs include direct and indirect costs used to concentrate the mined ore reserves for the remaining life of the mine.
- b. Gold Prices
The Company considers the effect of commodity price changes. The Company considered the possible effect of the changes in the price of gold as it relates to the revenues that may be generated by the Company and the attainment of the cash flow projections. The Company used the data from the project feasibility study and was compared against externally published data.
- c. Pre-tax Discount Rate
Discount rate represents the current market assessment of the risks specific to the Company, taking into consideration the time value of money. The discount rate calculation is based on the specific circumstances of the Company and is derived from its weighted average cost of capital (WACC). The WACC takes into account both debt and equity. The cost of equity is derived from the expected return on investment by the Company's investors. The cost of debt is based on the risk free market rate available in the market. Specific risk is incorporated by applying individual beta factors are evaluated annually based on publicly available market data. Adjustments to the discount rate are made to factor in the specific amount and timing of the future tax flows in order to reflect a pre-tax discount rate. The pre-tax discount rate used by the Company is 14.3% and 14.9% as at December 31, 2023 and 2022, respectively.

Management believes that no reasonably possible change in any of the key assumptions would cause the carrying value of the cash-generating unit to materially exceed its recoverable amount.



9. Deferred Exploration Costs

	2023	2022
Balances at beginning of year	₱132,093,198	₱132,009,841
Additions	497,331	83,357
Balances at end of year	132,590,529	132,093,198
Allowance for impairment losses	(8,843,918)	(8,843,918)
Net book value	₱123,746,611	₱123,249,280

Deferred exploration costs include, among others, acquisition of rights to explore, topographical and geophysical studies, exploratory drilling, trenching, sampling and activities in relation to evaluating the technical feasibility of extracting mineral resources.

Noncash acquisition of deferred exploration costs amounted to nil, nil and ₱25.9 million in 2023, 2022 and 2021, respectively.

The carrying value of the Company's deferred exploration costs were incurred in relation to the following:

- MPSA-V-0041 dated July 19, 1991 and AMA-V-0270 dated October 29, 1998 which were returned to the MGB Regional office in view of the moratorium on the grant of Mineral Agreement pursuant to the pertinent provisions of Section 4 of the Executive Order (EO) No. 79 issued by the President of the Philippines on July 6, 2012. On November 26, 2021, these were converted into an Exploration Permit and was renumbered as EXPA-000233-V and EXPA-000234-V, respectively.
- APSA-000375-V dated February 7, 2006 which has been converted into an Exploration Permit on February 4, 2013 and now is renumbered as EXPA-000180-V. On June 24, 2016, MGB issued a memorandum for the clearance to issue the exploration permit but was held in abeyance in view of the Moratorium on the processing and approval of mining applications pursuant to Department Memorandum order (DMO) No. 2016-01 dated July 8, 2016; and,
- Exploration Permit No. EP-016-2016-V, formerly EXPA-000180-V, which was issued on August 20, 2018 by MGB Regional Office No. V, Legazpi City. On February 3, 2021, the MGB certified the Company's compliance with the terms and conditions set forth in the exploration permit. On February 4, 2021, the Company filed its Declaration of Mining Project Feasibility under EP-016-2016-V to MGB Regional Office prior to exploration permit expiration. Once approved, the Company may file for Mineral Processing Sharing Agreement (MPSA).

No additional impairment loss was recognized in 2023 and 2022. The Longos Mine still has an estimated ore reserve of 1.6 million metric tons (MT) at 11.05 gram per ton of gold (Au g/t) with an estimated mineable reserve of 1.8 million MT at 9.88 Au g/t. Based on the estimates of ore reserves calculated by qualified technical personnel and certified by a competent geologists and mine engineers hired by the Company, the carrying value of the above assets, including that of the related property, plant and equipment, is not higher than the estimated fair value less costs to sell of the mineable reserves.



10. Accounts Payable and Other Current Liabilities

	2023	2022
Royalty payable (see Note 21)	₱604,685,014	₱532,552,695
Accrued interest on:		
Redeemable Class B preferred shares (see Note 12)	221,161,642	217,161,642
Bonds payable	106,773,534	107,836,139
Redeemable Class A preferred shares (see Note 12)	69,584,968	68,364,968
Due to related parties (see Note 11)	66,560,071	66,560,071
Royalty payable (see Note 21)	35,536,167	31,256,029
Others	1,925,987	1,925,987
Dividends payable (see Note 12)	20,022,233	20,022,233
Nontrade payables	2,146,520	8,000
Accruals:		
Third parties:		
Salaries and wages	7,392,247	7,392,247
Professional and consultancy fees	4,453,974	4,308,778
Taxes and licenses	61,075	61,075
Related parties:		
Rental and utilities (see Note 11)	2,431,124	2,431,124
Others	18,156,623	17,009,948
	₱1,160,891,179	₱1,076,890,936

Terms and conditions of the aforementioned liabilities are as follows:

- Accrued interest on bonds pertains to unpaid dollar-denominated interest on bonds, which were converted into equity shares in 1999. In 2008, some accrued interest on bonds payable were converted to equity (see Note 15). The movement in the remaining accrued interest payable of US\$1.9 million pertains to the translation adjustments and is due and demandable.
- Accrued interest on royalty payable pertains to the interest on unpaid royalty due under the Operating Agreement with CMI (see Note 21). The loan to CMI and the accrued interest is payable within one (1) year from the date of the note payable, and if the loan is not paid within the agreement, a new promissory note from the Company shall be made amounting to the original principal of the loan plus accrued interest to-date.
- Dividends payable pertains to the cash dividends which remains outstanding as at December 31, 2023 and 2022 (see Note 12).
- Accrued salaries and wages and professional fees are noninterest-bearing and generally settled within thirty (30) days.
- Others consist mainly of statutory payables and payables to third parties which are already due and demandable. Statutory payables are expected to be paid within thirty (30) days.



11. Related Party Transactions

Related party relationships exist when one party has the ability to control, directly or indirectly through one or more intermediaries, the other party or exercise significant influence over the other party in making financial and operating decisions. Such relationships also exist between and/or among entities which are under common control with the reporting enterprise, or between and/or among the reporting enterprise and their key management personnel, directors, or its stockholders. In considering each related party relationship, attention is directed to the substance of the relationship, and not merely the legal form.

The Company, in its regular course of business, has entered into transactions with related parties at terms and conditions agreed upon by the parties.

Related Party	Year	Transactions During the Year	Accrued rental and utilities (see Note 10)	Accruals (see Note 10)	Due to Related Parties	Terms and Condition
<i>Entities under common control</i>						
<i>Alakor Corporation</i>						
<i>(Alakor)</i>						
Loans (see Note 11a)	2023	₱-	₱-	₱-	₱120,000,000	10% interest bearing;
	2022	₱-	₱-	₱-	₱120,000,000	Due and demandable; Unsecured
Interest (see Note 10)	2023	-	-	39,313,795	-	Due and demandable;
	2022	-	-	39,313,795	-	Unsecured
Advances (see Note 11c)	2023	-	-	-	75,684,098	12% interest bearing;
	2022	-	-	-	75,684,098	Due and demandable; Unsecured
Interest (see Note 10)	2023	-	-	27,246,276	-	Due and demandable;
	2022	-	-	27,246,276	-	Unsecured
Due to (see Note 11d)	2023	-	-	-	18,630,000	Noninterest-bearing
	2022	-	-	-	18,630,000	Unsecured
Accrued expenses (see Note 11b)	2023	-	-	-	766,771	Noninterest-bearing;
	2022	-	-	-	766,771	Due and demandable; Unsecured
<i>National Book Store, Inc.</i>						
<i>(NBS)</i>						
Due to (see Note 11d)	2023	-	-	-	14,400,714	Noninterest-bearing;
	2022	-	-	-	14,400,714	Due and demandable Unsecured
<i>Anglo Phil. Holding Corp.</i>						
<i>(APHC)</i>						
Due to (see Note 11d)	2023	16,458,333	-	-	103,414,283	Noninterest-bearing
	2022	15,058,695	-	-	86,955,950	Due and demandable Unsecured
<i>Abacus Book and Card Corporation (Abacus)</i>						
Due to (see Note 11d)	2023	-	-	-	493,413	Noninterest-bearing
	2022	-	-	-	493,413	Due and demandable Unsecured
<i>The Philodrill Corporation</i>						
<i>(TPC)</i>						
Accrued expenses (see Note 11b)	2023	-	1,376,801	-	-	Noninterest-bearing
	2022	-	1,376,801	-	-	Due and demandable Unsecured

(Forward)



Related Party	Year	Transactions During the Year	Accrued rental and utilities (see Note 10)	Accruals (see Note 10)	Due to Related Parties	Terms and Condition
Vulcan Industrial & Mining Corp. (VIMC)						
Accrued expenses (see Note 11b)	2023	–	₱1,054,323	₱–	₱–	Noninterest-bearing
	2022	–	₱1,054,323	₱–	₱–	Due and demandable
						Unsecured
	2023		₱2,431,124	₱66,560,071	₱333,389,279	
	2022		₱2,431,124	₱66,560,071	₱316,930,946	

- a. On September 20, 2011, the Company entered into loan agreement with Alakor, a company under common control, to finance the Company's cost of conducting feasibility study on the Longos Gold Project and provided for its general working capital requirements. The unsecured loan amounts to ₱250.0 million with 10% interest per annum due 36 months after drawdown date. In 2011, drawdown amounted to ₱120.0 million. There were no additional drawdowns in 2023 and 2022.

The loan agreement gives the following rights to Alakor:

- Option to convert, at any time after the earliest draw down date, all amounts outstanding under the loan into equity of the Company at ₱0.018 per share.
- Subscribe to no more than 2,700,000 shares of the Company at ₱0.018 per share within five (5) years from the execution of the loan documents.

On September 30, 2020, the BOD approved to include a new conversion price per share in the loan agreement with Alakor which is to be renegotiated and determined by the BOD under such terms and conditions as it may deem proper and subject to compliance with law, rules and regulations. As at December 31, 2023 and 2022, the conversion price is still for renegotiation.

- b. Accrued expenses due to Alakor, TPC and VIMC pertain to rental and utilities charged by the related parties to the Company.
- c. Advances from Alakor consist of loans and advances that are covered by promissory notes subject to roll-over every ninety (90) days with interest at twelve percent (12%) per annum. These are used to finance the Company's capital expenditures and working capital requirements.
- d. Due to Alakor, NBS, APHC, and Abacus pertain to advances for working capital purposes.

On December 29, 2018, VIMC executed a Deed of Assignment (the Deed) assigning its rights in Negros Copper Projects to the Company (see Note 21).

As of December 31, 2023 and 2022, all outstanding balances with related parties are expected to be settled in cash.

Compensation of Key Management Personnel

Key management personnel compensation in the form of short-term benefits amounted to ₱0.6 million in 2023, 2022 and 2021.

The Company's related party transactions which are 10% and above of the total assets are reviewed and approved by the Related Party Transactions Committee.



Changes in liabilities arising from financing activities

	January 1, 2023	Additions	Payments	December 31, 2023
Due to related parties	₱316,930,946	₱16,458,333	₱-	₱333,389,279
Redeemable preferred shares	26,100,000	-	-	26,100,000
	₱343,030,946	₱16,458,333	₱-	₱359,489,279

	January 1, 2022	Additions	Payments	December 31, 2022
Due to related parties	₱301,872,251	₱15,058,695	₱-	₱316,930,946
Redeemable preferred shares	26,100,000	-	-	26,100,000
	₱327,972,251	₱15,058,695	₱-	₱343,030,946

12. Redeemable Preferred Shares

	Shares	Par value	Amount
Class A			
December 31, 2007	13,500,000	₱1.00	₱13,500,000
Effect of capital restructuring in 2008:			
Decrease in par value (see Note 15)	-	(0.50)	(6,750,000)
Conversion of preferred shares to common shares (see Note 15)	(1,300,000)	-	(650,000)
Balances at December 31, 2023, 2022 and 2021	12,200,000	₱0.50	₱6,100,000
Class B			
December 31, 2007	400,000	₱100.00	₱40,000,000
Effect of capital restructuring in 2008:			
Decrease in par value (see Note 15)	-	(50.00)	(20,000,000)
Balances at December 31, 2023, 2022 and 2021	400,000	50.00	20,000,000
Total redeemable preferred shares	12,600,000	₱-	₱26,100,000

The Company's preferred shares carry features or characteristics that provide for redemption on a specific date which constitutes a financial liability. As such, the Company's preferred shares are presented under current liabilities in the statements of financial position, in accordance with PAS 32, *Financial Instruments: Presentation*.

Class A

The holders of Class A preferred shares shall be entitled to a cumulative yearly dividend at the rate of 20%, payable annually, on the dates to be fixed by the BOD. Each Class A preferred share shall be redeemed at the option of the Company's BOD before May 5, 1992 at the price of ₱1.00 each share plus dividends accrued and unpaid at the date of redemption.

In April 1994, the Company notified the holders of Class A preferred shares of its intent to redeem the shares. Subsequently, redemption of redeemable preferred shares was moved and will be made at the discretion of the BOD to be determined at some future time.



On October 21, 1994, the BOD approved the declaration of cash dividends in the amount of ₱26.5 million or ₱0.0098 per share to all Preferred “A” stockholders of record as at October 31, 1994 either payable not later than October 1, 1995 or may be applied against any of the unpaid subscriptions for common shares issued under the first and second 1994 stock rights offerings. A substantial portion of these cash dividends equivalent to ₱20.0 million remains outstanding as at December 31, 2023 and 2022 (see Note 10).

The dividends accruing on Class A preferred shares from November 1, 1994 to December 31, 2023 and 2022 that have not been declared amounted to ₱69.6 million and ₱68.4 million, respectively. The corresponding liabilities for these dividends were recorded in the books under “Accrued interest” (see Note 10). As discussed in Note 15 to the financial statements, certain Class A preferred shares and the related accrued dividends were converted to equity in 2008.

Interest expense amounted to ₱1.2 million in 2023, 2022 and 2021 (see Note 17).

Class B

The holders of Class B preferred shares shall not be entitled to any dividend. Each Class B preferred share shall be subject to redemption before April 10, 1994 at the price of ₱100 for each share. In April 1994, the Company notified the holders of Class B preferred shares of its intent to redeem.

Subsequently, the redemption date was moved and will be made at the discretion of the BOD to be determined at some future time. The redemption amount will earn 20% interest per annum from April 10, 1994 until paid.

As at December 31, 2023, and 2022, accrued interest on Class B preferred shares amounted to ₱221.2 and ₱217.2 million, respectively (see Note 10).

Interest expense amounted to ₱4.0 million in 2023, 2022 and 2021 (see Note 17).

13. Retirement Benefit Obligation

The Company has an unfunded defined benefits retirement plan covering substantially all of its employees. The benefit is based on certain percentage of the member’s final monthly salary and length of service with the Company.

Under the existing regulatory framework, Republic Act 7641, *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 components of retirement benefits costs and obligation recognized in the Company’s statements of comprehensive income and statements of financial position, respectively.



The details of retirement benefit expense are as follows:

	2023	2022	2021
Current service cost	P-	P62,511	P78,318
Interest cost	-	43,032	38,439
	P-	P105,543	P116,757

The movements in present value of the retirement benefit obligation are as follows:

	2023	2022
Balances at beginning of year	P940,167	P843,761
Retirement benefit expense recognized in profit or loss:		
Current service cost	-	62,511
Interest cost	-	43,032
	-	105,543
Remeasurement loss (gain) in other comprehensive income:		
Experience adjustments	-	116,047
Change in financial assumptions	-	(125,184)
	-	(9,137)
Benefits paid by the Company	-	-
Balances at end of year	P940,167	P940,167

The Company does not have any plan assets as at December 31, 2023 and 2022. The cost of defined retirement benefits plan, as well as the present value of the retirement benefits obligation are determined using actuarial valuations. The actuarial valuation involves making various assumptions.

The principal assumptions used in determining retirement benefit obligation for the defined retirement plan are shown below:

	2023	2022
Discount rate	7.30%	7.30%
Salary increase rate	5.00%	5.00%

The sensitivity analysis below has been determined based on reasonably possible changes of each significant assumption on the defined benefit obligation as at December 31, 2022 and 2021, assuming all other assumptions were held constant:

	Increase (Decrease)	2023	2022
Discount rates	+1.00%	(P92,119)	(P92,119)
	-1.00%	104,004	104,004
Salary increase rate	+1.00%	P105,361	P105,361
	-1.00%	(94,864)	(94,864)

The Company does not have a Trustee Bank and does not currently employ any asset-liability matching.



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

	2023	2022
More than 1 year to 5 years	₱-	₱-
More than 5 years to 10 years	589,345	589,345
More than 10 years	3,373,641	3,373,641
	₱3,962,986	₱3,962,986

The average duration of the defined benefit obligation as at December 31, 2023 and 2022 is 11.9 years, respectively.

14. Provision for Mine Rehabilitation and Decommissioning Costs

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

The Company's Environmental Compliance Certificate (ECC) expired in July 1999. In preparation of its planned reopening and rehabilitation of the Longos Mine, the Company requested for the renewal of the said ECC. The DENR required the Company to prepare an Environmental Performance Report and Management Program (EPRMP) for its evaluation and approval prior to the renewal of the ECC. After the issuance of the new ECC, the Company will be required to prepare an EPEP, FMRDP and Social Development Management Program (SDMP). The FMRDP will be the basis for determining the amount required for the provision of mine rehabilitation and decommissioning costs. Provision for mine rehabilitation and decommissioning costs will be made once the Company's EPEP, FMRDP and SDMP are submitted and approved by the Mines Geosciences Bureau (MGB). On October 8, 2010, the Company, after satisfying the requirements and upon recommendation of the Environmental Management Bureau, was granted an ECC for the Longos Mining Project located at Sitio Longos, Paracale, Camarines Norte.

On January 7, 2011, the Company submitted a revised EPEP and FMRDP to the MGB subject for evaluation and approval which were not yet approved until the Company received a notice of cancellation of the ECC for its Longos Mine Project on December 19, 2016. Cancellation was raised on the ground that the said project was never implemented since the issuance of the ECC, citing Item 10 (d) of DENR Administrative Order No. 2003-30.

As at April 26, 2024, the Company is in the process of revalidation of ECC upon submission of Environmental Impact Statement (EIS) of Longos Project for review and evaluation of the Environmental Management Bureau. The Company is also waiting for the approval of the MGB Central Office on the filed DMPF prior to application to MPSA of the EP-016-2016-V, while the MPSA-V-0041 and AMA-V-0270 were granted exploration permit application and was renumbered as EXPA-000233-V and EXPA-000234-V, respectively. Hence, there is no reasonable basis for estimating the provision for mine rehabilitation and decommissioning costs.



15. Capital Stock and Capital Restructuring

The movements in authorized common shares are as follows:

	Authorized shares		
	Shares	Par value	Amount
December 31, 2007	1,850,000,000	₱1.00	₱1,850,000,000
Capital restructuring in 2008:			
a) Decrease in authorized capital stock	(435,000,000)	–	(435,000,000)
	1,415,000,000	1.00	1,415,000,000
b) Change in par value from ₱1.00 to ₱0.50 per share	1,415,000,000	0.50	–
	2,830,000,000	0.50	1,415,000,000
c) Reduction in par value from ₱0.50 to ₱0.01, with proportionate increase in number of shares	138,670,000,000	(0.49)	–
	141,500,000,000	0.01	1,415,000,000
d) Increase in authorized capital stock	255,825,000,000	0.01	2,558,250,000
Balances at December 31, 2023 and 2022	397,325,000,000	₱0.01	₱3,973,250,000

Below is the Company's track record of registration of securities under the Securities Regulation Code of the SEC:

Date of Approval or Date of Effectivity	Description	Number of Shares Registered	Issue or Offer Price	Balance	Amount
April 10, 1970	Initial Capital	500,000,000	₱0.01	500,000,000	₱5,000,000
January 29, 1990	Increase in authorized capital stock:				
	Common shares	50,000,000,000	0.01	50,000,000,000	500,000,000
	Preferred Class A	2,700,000,000	0.01	2,700,000,000	27,000,000
	Preferred Class B	5,000,000	100.00	5,000,000	500,000,000
	Balance as at January 29, 1990	52,705,000,000		52,705,000,000	1,027,000,000
April 8, 1994	Increase in authorized capital stock:				
	Common shares	200,000,000,000	0.01	200,000,000,000	2,000,000,000
	Preferred Class A	–	0.01	–	–
	Preferred Class B	–	100.00	–	–
	Balance as at April 8, 1994	200,000,000,000		200,000,000,000	2,000,000,000
	Balance as at April 8, 1994	252,705,000,000		252,705,000,000	3,027,000,000
August 28, 1997	Change in par value of common shares from ₱0.01 to ₱1.00				
	Common shares	2,500,000,000	1.00	2,500,000,000	2,500,000,000
	Preferred Class A	2,700,000,000	0.01	2,700,000,000	27,000,000
	Preferred Class B	5,000,000	1.00	5,000,000	500,000,000
	Balance as at August 28, 1997	5,205,000,000		5,205,000,000	3,027,000,000
November 26, 1999	Decrease in outstanding capital stock by 50% and reclassification of 2,200,000 preferred shares to common shares and change in par value of preferred A shares from ₱0.01 to ₱1.00				
	Common shares	(650,000,000)	₱1.00	(650,000,000)	(₱650,000,000)
	Preferred Class A	(13,500,000)	1.00	(13,500,000)	(13,500,000)
	Preferred Class B	(4,600,000)	100.00	(4,600,000)	(460,000,000)
		(668,100,000)		(668,100,000)	(1,123,500,000)
	Balance as at November 26, 1999	1,863,900,000		1,863,900,000	1,903,500,000

(Forward)



Date of Approval or Date of Effectivity	Description	Number of Shares Registered	Issue or Offer Price	Balance	Amount
July 24, 2008	Decrease of authorized capital stock from ₱1,903,500,000 to ₱1,441,750,000				
	Common shares	(435,000,000)	₱1.00	(435,000,000)	(₱435,000,000)
	Preferred Class A	(6,750,000)	1.00	(6,750,000)	(6,750,000)
	Preferred Class B	(200,000)	100.00	(200,000)	(20,000,000)
		(441,950,000)		(441,950,000)	(461,750,000)
	Balance after decrease of authorized capital stock	1,421,950,000		1,421,950,000	1,441,750,000
July 24, 2008	Decrease in par value of common shares from ₱1.00 to ₱0.01, Class A from ₱1.00 to ₱0.50/share and Class B from ₱100.00 to ₱50.0/share				
	Common shares	141,500,000,000	0.01	141,500,000,000	1,415,000,000
	Preferred Class A	13,500,000	0.50	13,500,000	6,750,000
	Preferred Class B	400,000	50.00	400,000	20,000,000
		141,513,900,000		141,513,900,000	1,441,750,000
July 24, 2008	Increase in capital stock				
	Common shares	255,825,000,000	0.01	255,825,000,000	2,558,250,000
	Balance as at December 31, 2023 and 2022	397,338,900,000	₱0.01	397,338,900,000	₱4,000,000,000

For the years ended December 31, 2023 and 2022, there were no movements in the Company's registered securities. There are 1,181 and 1,185 shareholders who hold billion shares as at December 31, 2023 and 2022, respectively.

The movements in issued common shares are as follows:

	Issued Shares		
	Shares	Par value	Amount
Balances at December 31, 2007	867,455,231	₱1.00	₱867,455,231
Capital restructuring in 2008:			
a) Change in par value from ₱1.00 to ₱0.50 per share	–	(0.50)	(433,727,615)
b) Reduction in par value from ₱0.50 to ₱0.01, with proportionate increase in number of shares	42,505,306,319	(0.49)	–
	43,372,761,550	0.01	433,727,616
c) Debt-to-equity conversion	217,942,035,530	0.01	2,179,420,355
Balances at December 31, 2023 and 2022	261,314,797,080	₱0.01	₱2,613,147,971

On July 24, 2008, the SEC approved the Company's capital restructuring plan consisting of the following:

- a. Decrease the Company's issued capital stock by 50% or ₱460.5 million by reducing the par value of common and Preferred "A" shares from ₱1.00 to ₱0.50 per share and Preferred "B" shares from ₱100.00 to ₱50.00 per share, and accordingly decrease its authorized capital stock from ₱1.9 billion to ₱1.4 billion. The decrease in capital stock and in the redeemable preferred shares was applied against the Company's deficit (see Note 12).



- b. Further reduction in the par value of the Company's common shares from ₱0.50 to ₱0.01 per share with the corresponding increase in number of shares.
- c. Increase in the authorized capital stock from ₱1.4 billion to ₱4.0 billion divided into 397.3 billion common shares with par value of ₱0.01 each; 13.5 million Class A preferred shares with the par value of ₱0.50 each; 400.0 thousand Class B preferred shares with par value of ₱50.00 each. The Company issued ₱2.2 billion worth of common shares with a par value of ₱0.01 per share paid by way of conversion of existing liabilities of the Company to related parties (see Note 12).

In June and October 2007, the Company obtained the approval of related party creditors for the conversion of their loans, advances and accrued interests to common shares of stock of the Company as part of the capital restructuring plan, with the following terms and conditions:

- The interest on the loans and advances shall be reduced from 24% per annum to 18% per annum effective April 1, 2007;
- The cut-off date for the accruals of interest on the loans and advances shall be June 30, 2007 to facilitate the conversion process;
- If for whatever reason, the debt conversion process does not materialize as planned, accruals of interest at the reduced rate of 18% per annum shall resume starting July 1, 2007.

The following is the summary of amounts converted to equity in 2008:

Advances from related parties and the corresponding accrued interest	₱2,010,448,878
Accrued rental and utilities payable	5,123,782
Guarantee fee payable	144,104,494
Accrued interest on bonds payable	14,321,555
Nontrade payables	4,272,333
Redeemable Preferred "A" shares and dividends payable	1,149,313
	<u>₱2,179,420,355</u>

The Philippine Stock Exchange ("Exchange") approved on December 14, 2011, the application of the Company to list 217.8 million common shares with a par value of ₱0.01 per share, to cover its debt-to-equity conversion transactions with its creditors at a conversion price of ₱0.01 per share. The total transaction value was ₱2.2 million.

As required by the Exchange, a separate listing application for the underlying common shares of convertible preferred shares of 114.9 million new shares will be filed with the Exchange once the necessary documentary requirements are available. On February 14, 2012, the listing application for the underlying common shares of convertible preferred shares was filed with the Exchange. The related underlying common shares were subsequently approved for listing with the Exchange.



16. General and Administrative Expenses

	2023	2022	2021
Provision for impairment losses on input VAT (see Note 7)	₱10,827,703	₱–	₱–
Outside services	5,813,101	5,150,525	150,663
Professional fees	3,276,545	2,210,818	429,604
Salaries and allowances	1,842,955	1,490,751	484,253
Land compensation damage	630,000	639,000	–
Subscription membership and dues	590,032	503,050	–
Representation and entertainment	443,172	900,209	376,177
Repairs and maintenance	388,715	266,424	–
Fuel and oil	372,380	402,480	–
Supplies	279,455	316,550	21,098
Insurance	278,859	436,587	310,513
Taxes and licenses	182,041	150,744	17,530
Transportation and travel	167,742	288,357	15,938
Utilities	126,238	164,669	69,701
Staff amenities	86,289	152,492	–
SSS, HMDF and other contributions	75,614	69,045	–
Rent	8,500	46,841	165,511
Depreciation (see Note 8)	4,086	86,700	–
Retirement benefit expense (see Note 13)	–	105,543	116,757
Provision for inventory obsolescence (see Note 6)	–	–	17,213,317
Others	345,586	162,951	122,864
	₱25,739,013	₱13,543,736	₱19,493,926

Others mainly comprise of mailing and postage charges, and seminars and training fees.

17. Interest Expenses

	2023	2022	2021
Royalty payable (see Note 21)	₱78,761,792	₱69,324,718	₱61,305,472
Redeemable preferred Class B shares (see Note 12)	4,000,000	4,000,000	4,000,000
Redeemable preferred Class A shares (see Note 12)	1,220,000	1,220,000	1,220,000
	₱83,981,792	₱74,544,718	₱66,525,472

18. Other Income

Sale of scrap amounted to ₱0.8 million, nil and ₱0.4 million in 2023, 2022 and 2021, respectively.



19. Income Taxes

The Company is subject to regular corporate income tax (RCIT) or minimum corporate income tax (MCIT), whichever is higher. The Company's provision for current income tax represents MCIT in 2023 and 2021 and has no provision for current income tax in 2022 since the Company is in a taxable loss and gross loss positions.

The reconciliation between the benefit from income tax computed at the statutory income tax rate and the provision for income tax as shown in the statement of comprehensive income as follows:

	2023	2022	2021
Income tax benefit at statutory income tax rate	(₱26,973,297)	(₱24,613,204)	(₱22,739,272)
Adjustments to income tax resulting from:			
Nondeductible expenses	21,116,509	18,874,138	16,725,412
Change in unrecognized deferred taxes	5,868,525	5,739,352	6,018,283
Nontaxable income	268,057	-	-
Interest already subjected to final tax	(432)	(286)	(479)
	₱279,362	₱-	₱3,944

The Company recognized the deferred tax liability on unrealized foreign exchange gain amounting to ₱268,057 and nil as of December 31, 2023 and 2022, respectively.

The Company has the following deductible temporary differences for which no deferred tax assets were recognized as it is not probable that sufficient taxable profit will be available against which the benefit of the deferred tax assets can be utilized:

	2023	2022
Allowances for impairment losses on:		
Property, plant and equipment (see Note 8)	₱141,702,959	₱141,702,959
Deferred exploration costs (see Note 9)	8,843,918	8,843,918
Receivable from employees and others (see Note 7)	1,664,976	1,664,976
Input VAT (see Note 7)	27,045,794	16,218,091
Allowance for inventory obsolescence (see Note 6)	28,316,264	28,316,264
NOLCO	28,458,126	14,784,727
Retirement benefit obligation (see Note 13)	940,167	940,167
MCIT	15,249	3,944

Bayanihan to Recover as One Act (Bayanihan 2)

On September 30, 2020, the BIR issued Revenue Regulations No. 25-2020 implementing Section 4 of Bayanihan 2 which states that the NOLCO incurred for taxable years 2020 and 2021 can be carried over as a deduction from gross income for the next five (5) consecutive taxable years immediately following the year of such loss. Subsequent to taxable year 2021, the period over which the carry-over of NOLCO can be offset against taxable income reverts to three consecutive taxable years immediately following the year of such loss.



As of December 31, 2023 and 2022, the Company has accumulated NOLCO and excess MCIT over RCIT that can be carried forward and applied against the future taxable income and income tax due, respectively, as follows:

NOLCO

2023

Year Incurred	Availment Period	As at January 1, 2023	Additions	Expired	Applied	As at December 31, 2023
2023	2024-2026	₱-	₱13,673,399	₱-	₱-	₱13,673,399
2022	2023-2025	12,486,359	-	-	-	12,486,359
2021	2022-2026	1,393,291	-	-	-	1,393,291
2020	2021-2025	905,077	-	-	-	905,077
		₱14,784,727	₱13,673,399	₱-	₱-	₱28,458,126

2022

Year Incurred	Availment Period	As at January 1, 2022	Additions	Expired	Applied	As at December 31, 2022
2022	2023-2025	₱-	₱12,486,359	₱-	₱-	₱12,486,359
2021	2022-2026	1,393,291	-	-	-	1,393,291
2020	2021-2025	905,077	-	-	-	905,077
2019	2020-2022	7,439,240	-	7,439,240	-	-
		₱9,737,608	₱12,486,359	(₱7,439,240)	₱-	₱14,784,727

MCIT

2023

Year Incurred	Availment Period	As at January 1, 2023	Additions	Expired	Applied	As at December 31, 2023
2023	2024-2026	₱-	₱11,305	₱-	₱-	₱11,305
2021	2022-2024	3,944	-	-	-	3,944
		₱3,944	₱11,305	₱-	₱-	₱15,249

2022

Year Incurred	Availment Period	As at January 1, 2022	Additions	Expired	Applied	As at December 31, 2022
2021	2022-2024	₱3,944	₱-	₱-	₱-	₱3,944

20. Basic and Diluted Loss Per Shares

Basic and diluted loss per share is computed as follows:

	2023	2022	2021
Net loss for the year	₱108,172,548	₱98,452,815	₱90,961,031
Divided by weighted average number of common shares	261,314,797,080	261,314,797,080	261,314,797,080
Basic and diluted loss per share	₱0.0004	₱0.0004	₱0.0003



The resulting per share amounts are the same for both basic and diluted earnings per share in 2023 and 2022, since the Company does not have any debt or equity securities that will potentially cause a loss per share dilution.

21. Commitments and Contingencies

Option and Operating Agreement with CMI

The Company entered into Option and Operating Agreement with CMI for the exploration, evaluation, operation, development and exploitation of certain mineral properties located in Camarines Norte. The Operating Agreement provides that should CMI at any time during the term decides to sell any of the mining leases covered by the Operating Agreement, the Company will have the right of first refusal.

The Operating Agreement, which expired on June 18, 2006, was renewed on July 30, 2007, consolidating the previous Option and Operating Agreements. The renewed Operating Agreement provides for the extension of the term for 25 years or co-terminus with the relevant mineral production sharing agreement to be approved by the Government of the Philippines and for the payment of royalties at 3.5% of the value of production from the covered mineral properties which amounted to ₱35.8 million as at December 31, 2023 and 2022.

Interest expense on royalty payable, which is at 14% interest rate compounded annually and covered by promissory notes, is recognized in the statements of comprehensive income amounting to ₱78.8 million, ₱69.3 million and ₱61.3 million in 2023, 2022 and 2021, respectively (see Note 17). The total accrued interest payable included in the principal amounted to ₱568.9 million and ₱496.8 million as at December 31, 2023 and 2022, respectively. Accrued interest payable to CMI amounted to ₱35.5 million and ₱31.3 million as at December 31, 2023 and 2022, respectively (see Note 10).

As at December 31, 2023 and 2022, royalty payable to CMI amounted to ₱604.7 million and ₱532.6 million, respectively (see Note 10).

Assignment of Mine Rights from VIMC

On December 29, 2018, the Company and VIMC executed a Deed of Assignment (the “Deed”) whereby VIMC assigns its rights and interests in Negros Copper Projects to the Company. As included in the Deed, the Company is also expected to assume various liabilities of VIMC including actual and contingent liabilities arising from or will arise related to the Negros Copper Projects.

On November 27, 2020, the MGB issued a memorandum to DENR recommending the approval of the assignment which the latter approved on December 22, 2020. Consequently, the related MPSAs to the projects were recorded in the name of the Company.

As of December 31, 2023 and 2022, the Company has not identified any actual and contingent liability arising from the assumption of mining rights. The Company will recognize the actual liabilities when they are determined with reasonable certainty.



22. Financial Risk Management and Capital Management

The Company's financial instruments consist mainly of cash, accounts payable and other current liabilities, due to related parties and redeemable preferred shares. The main purpose of the Company's dealings in financial instruments is to fund its operations and capital expenditures.

The risks arising from the Company's financial instruments are credit risk, liquidity risk and foreign exchange risk.

The BOD has the overall responsibility for the establishment and oversight of the Company's risk management policies. The Finance & Accounting Manager is responsible for developing and monitoring the Company's risk management policies. Issues affecting the operations of the Company are reported regularly to the BOD.

Management addresses the risks faced by the Company in the preparation of its annual operating budget. Mitigating strategies and procedures are also devised to address the risks that inevitably occur so as not to affect the Company's operations and forecasted results. The Company, through its training and management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.

Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Credit risk arises principally from the Company's cash.

With respect to credit risk arising from cash, the Company's exposure to credit risk arises from default of the counterparty, with a maximum exposure equal to the carrying amount of these instruments. The Company manages the risk by adopting appropriate credit control policies and procedures and therefore does not expect to incur material financial losses.

As at December 31, 2023 and 2022, the Company used general approach in the assessment of cash credit quality. The ECL relating to Company's cash is minimal as these are deposited in reputable banks which have good bank standing and is considered to have low credit risk.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's objective in managing liquidity risk is to ensure, as far as possible, that it will always have sufficient funds to meet its liabilities as they fall due. Management is responsible for liquidity, funding as well as settlement management. In addition, liquidity and funding risks, related processes and policies are overseen by the management. To effectively manage liquidity risk, the Company has arranged for funding from related parties and continues to dispose of scrap, obsolete and excess assets to raise additional funds.



The following table summarizes the maturity profile of the Company's financial liabilities and financial assets as at December 31, 2023 and 2022, based on contractual undiscounted cash flows. The analysis into relevant maturity groupings is based on the remaining term at the end of the reporting period to the contractual maturity dates, including estimated interest payments and excluding the impact of netting agreements:

2023

	On demand	Within 6 Months	6 to 12 Months	Over 1 year	Total
Financial Asset:					
Cash	₱2,939,237	₱-	₱-	₱-	₱2,939,237
Financial Liabilities:					
Accounts payable and other current liabilities*	1,160,702,914	-	-	-	1,160,702,914
Due to related parties	333,389,279	-	-	-	333,389,279
Redeemable preferred shares	26,100,000	-	-	-	26,100,000
Total Financial Liabilities	1,520,192,193	-	-	-	1,520,192,193
Net Financial Liabilities	(₱1,517,252,956)	₱-	₱-	₱-	(₱1,517,252,956)

*excluding statutory payables amounting to ₱188,265

2022

	On demand	Within 6 Months	6 to 12 Months	Over 1 year	Total
Financial Asset:					
Cash	₱391,926	₱-	₱-	₱-	₱391,926
Financial Liabilities:					
Accounts payable and other current liabilities*	1,076,702,671	-	-	-	1,076,702,671
Due to related parties	316,930,946	-	-	-	316,930,946
Redeemable preferred shares	26,100,000	-	-	-	26,100,000
Total Financial Liabilities	1,419,733,617	-	-	-	1,419,733,617
Net Financial Liabilities	(₱1,419,341,691)	₱-	₱-	₱-	(₱1,419,341,691)

*excluding statutory payables amounting to ₱188,265

Foreign Exchange Risk

Foreign exchange risk is the risk to earnings or capital arising from changes in foreign exchange rates. The Company uses its functional currency and is therefore exposed to foreign exchange movements, primarily on the US Dollar (US\$). The Company follows a policy to manage this risk by closely monitoring its cash flow position and by providing forecast on its exposures in non-peso currency.

The Company's net exposure to foreign exchange risk arises from \$-denominated accrued interest and other current liabilities.

Information on the Company's \$-denominated monetary liabilities and their ₱ equivalent is as follows:

	2023		2022	
	US\$	₱	US\$	₱
Accrued interest on bonds payable	1,928,364	106,773,514	1,933,934	107,836,159
Other current liabilities	17,461	966,815	17,511	976,413

As at December 31, 2023 and 2022, the exchange rate of ₱ to the US\$ is ₱55.37 and ₱55.76, respectively.



The following table demonstrates the sensitivity to a reasonably possible change in Philippine Peso/US Dollar exchange rate, with all other variables held constant, of the Company's loss before income tax. There is no other impact on the Company's equity other than those affecting the statements of comprehensive income.

	Change in exchange rate	
	\$ strengthens by 5%	\$ weakens by 5%
Decrease (increase) in loss before income tax and equity		
2023	(₱5,387,017)	₱5,387,017
2022	(₱5,440,629)	₱5,440,629
2021	(₱4,922,354)	₱4,922,354

Fair Values of Financial Instruments

Fair value is defined as the amount at which the financial instruments could be exchanged in a current transaction between knowledgeable willing parties in an arm's length transaction, other than in a forced liquidation or sale. Fair values are obtained from quoted market prices, discounted cash flow models and option pricing models, as appropriate.

Cash, Accounts Payable and Other Current Liabilities, Due to Related Parties and Redeemable Preferred Shares

The carrying amounts of cash, accounts payable and other current liabilities, due to related parties and redeemable preferred shares are equal or approximate their fair values due to their short-term maturities and are considered due and demandable.

During the years ended December 31, 2023, 2022 and 2021, there were no transfers among Levels 1, 2 and 3 of fair value measurements.

Capital Management

The Company maintains a capital base to cover risks inherent in the business. The primary objective of the Company's capital management is to increase the value of shareholders' investment. The Company sets strategies with the objective of establishing a versatile and resourceful financial management and capital structure upon commencement of its operations.

The BOD has overall responsibility for monitoring of capital in proportion to risk. Profiles for capital ratios are set in the light of changes in the Company's external environment and the risks underlying the Company's business operations and industry. No changes were made in the objectives, policies or processes in 2023, 2022 and 2021.

Note 2 discusses management plans on how to address the Company's deficit.

The following table summarizes what the Company considers as its total capital as at December 31:

	2023	2022
Capital stock	₱2,613,147,971	₱2,613,147,971
Additional paid-in capital	19,449,376	19,449,376
Deficit	(3,033,203,047)	(2,925,030,499)
	(₱400,605,700)	(₱292,433,152)

The Company is not exposed to externally imposed capital requirements.



23. Segment Reporting

The Company has only one (1) operating segment which is the mining business. There is no geographical segment information presented since its business is located in the Philippines.

24. Supplementary Tax Information Required Under Revenue Regulations (RR) 15-2010

In compliance with the requirements set forth by Revenue Regulations 15-2010, the Company reported and paid the following types of taxes for the year ended December 31, 2023:

VAT

The Company is a VAT-registered company with no declared sale subject to output VAT.

Input VAT declared in the Company's VAT returns filed in 2023 follows:

Balance at January 1, 2023	₱4,119,321
Current year's domestic payments for:	
Domestic purchase of goods other than capital goods	25,636
Domestic purchases of services	237,696
<u>Balance at December 31, 2023</u>	<u>₱4,382,653</u>

Withholding Taxes

The below summarizes the total withholding taxes paid or accrued by the Company:

Withholding taxes on compensation and benefits	₱185,856
<u>Expanded withholding taxes</u>	<u>118,441</u>
	<u>₱304,297</u>

Other Taxes and Licenses

Taxes and licenses, local and national, include real property taxes, licenses and permit fees are as follows:

Permits and licenses	₱182,041
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Tax Assessments and Cases

The Company has not received any final assessment notice from the BIR and has no pending tax cases under preliminary investigation, litigation, and/or prosecution in courts or bodies outside of the BIR as at December 31, 2023.



INDEPENDENT AUDITOR'S REPORT ON SUPPLEMENTARY SCHEDULES

The Stockholders and the Board of Directors
United Paragon Mining Corporation
6th Floor, Quad Alpha Centrum Building
125 Pioneer St., Mandaluyong City

We have audited in accordance with Philippine Standards on Auditing, the accompanying financial statements of United Paragon Mining Corporation as at December 31, 2023 and 2022, and for each of the three years in the period ended December 31, 2023, included in this Form 17-A, and have issued our report thereon dated April 26, 2024. Our audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The schedules listed in the Index to the Financial Statements are the responsibilities of the Company's management. These schedules are presented for purposes of complying with Revised Securities Regulation Code Rule 68, and are not part of the basic financial statements. These schedules have been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, fairly state, in all material respects, the information required to be set forth therein in relation to the basic financial statements taken as a whole.

SYCIP GORRES VELAYO & CO.



Ma. Genalin Q. Arevalo

Partner

CPA Certificate No. 108517

Tax Identification No. 224-024-926

BOA/PRC Reg. No. 0001, April 16, 2024, valid until August 23, 2026

BIR Accreditation No. 08-001998-123-2023, January 25, 2023, valid until January 24, 2026

PTR No. 10079898, January 5, 2024, Makati City

April 26, 2024



UNITED PARAGON MINING CORPORATION
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AND SUPPLEMENTARY SCHEDULES
SEC FORM 17-A
DECEMBER 31, 2023

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Report of Independent Auditors

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Statements of Changes in Equity for the Years Ended
December 31, 2023, 2022 and 2021

Statements of Cash Flows for the Years Ended
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SCHEDULE I
UNITED PARAGON MINING CORPORATION
FINANCIAL RATIOS PURSUANT TO REVISED SRC RULE 68
DECEMBER 31, 2023

	2023	2022
<u>Profitability Ratios:</u>		
Return on assets	-9.64%	-8.72%
Return on equity	-27.09%	33.81%
Gross profit margin	—	—
Net profit margin	—	—
<u>Liquidity and Solvency Ratios:</u>		
Current ratio	0.0020:1	0.0003:1
Quick ratio	0.0020:1	0.0003:1
Solvency ratio	-0.0695:1	-0.0676:1
<u>Financial Leverage Ratios:</u>		
Asset to equity ratio	-2.81:1	-3.88:1
Debt ratio	1.36:1	1.26:1
Debt to equity ratio	-3.81:1	-4.88:1
Interest coverage ratio	-0.29:1	-0.32:1

SCHEDULE II
UNITED PARAGON MINING CORPORATION
MAP OF THE RELATIONSHIPS OF THE COMPANIES WITHIN THE GROUP
PURSUANT TO REVISED SRC RULE 68
DECEMBER 31, 2023

<u>United Paragon Mining Corporation</u> (The Company; Reporting Company)

Note: *The Company does not have any subsidiary or associate as at December 31, 2023.*

SCHEDULE III
UNITED PARAGON MINING CORPORATION
RECONCILIATION OF RETAINED EARNINGS
AVAILABLE FOR DIVIDEND DECLARATION
PURSUANT TO REVISED SRC RULE 68 AND
SEC MEMORANDUM CIRCULAR NO. 11
As at December 31, 2023

Unappropriated Retained Earnings, beginning		(₱2,925,030,499)
Adjustments:		—
Unappropriated Retained Earnings, as adjusted, beginning		<u>(2,925,030,499)</u>
Add: Net loss actually earned/realized during the period	(108,172,548)	
Net income during the period closed to Retained Earnings		
Less: Non-actual/unrealized income net of tax		—
Equity in net income of associate/joint venture		—
Unrealized foreign exchange gain - net (except those attributable to cash)		—
Unrealized actuarial gain		—
Fair value adjustment (mark-to-market gains)		—
Fair value adjustment of investment property resulting to gain		—
Adjustment due to deviation from PFRS/GAAP - gain		—
Other unrealized gains or adjustments to the retained earnings as a result of certain transactions accounted for under PFRS		—
Subtotal		<u>—</u>
Add: Non-actual losses		
Depreciation on revaluation increment (after tax)		—
Adjustment due to deviation from PFRS/GAAP - loss		—
Loss on fair value adjustment of investment property (after tax)		—
Subtotal		<u>—</u>
Net loss actually earned during the period		<u>(108,172,548)</u>
Add (Less):		
Dividend declarations during the period		—
Appropriations of retained earnings		—
Reversals of appropriations		—
Effects of prior period adjustments		—
Treasury shares		—
Subtotal		<u>—</u>
Unappropriated Retained Earnings, as adjusted, ending†		<u><u>₱—</u></u>

†Amount is zero since the reconciliation results to a deficit

SCHEDULE A

**UNITED PARAGON MINING CORPORATION
FINANCIAL ASSETS IN EQUITY SECURITIES
DECEMBER 31, 2023**

Name of issuing entity and association of each issue	Number of shares or principal amounts of bonds and notes	Amount shown in the balances sheet (figures in thousands)	Income received and accrued
<div style="border: 1px solid black; padding: 5px; display: inline-block;">NOT APPLICABLE</div>			

SCHEDULE B

UNITED PARAGON MINING CORPORATION
AMOUNTS RECEIVABLE FROM DIRECTORS, OFFICERS, EMPLOYEES, RELATED PARTIES AND PRINCIPAL STOCKHOLDERS
(OTHER THAN RELATED PARTIES)
DECEMBER 31, 2023

Name and Designation of Debtor	Balance at Beginning period	Additions	Amounts Collected / Settlements	Amounts Written-off	Current	Not Current	Balance at end period
NOT APPLICABLE							

SCHEDULE C

**UNITED PARAGON MINING CORPORATION
AMOUNTS RECEIVABLE FROM RELATED PARTIES
WHICH ARE ELIMINATED DURING THE
CONSOLIDATION OF FINANCIAL STATEMENTS
DECEMBER 31, 2023**

Name and Designation of Debtor	Balance at Beginning period	Additions	Amounts Collected /Settlements	Amounts Written-off	Current	Not Current	Balance at end period
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NOT APPLICABLE

SCHEDULE D

**UNITED PARAGON MINING CORPORATION
INTANGIBLE ASSETS - OTHER ASSETS
DECEMBER 31, 2023**

Description	Beginning balance	Additions at cost	Charged to cost and expenses	Charged to other accounts	Other changes additions (deductions)	Ending balance
NOT APPLICABLE						

SCHEDULE E

**UNITED PARAGON MINING CORPORATION
LONG-TERM DEBT
DECEMBER 31, 2023
(Amounts in Thousands)**

Title of Issue and type of obligation	Amount authorized by: Indenture	Amount shown under the caption “Current Portion of long-term borrowings” in related balance sheet	Amount shown under the caption “Long-term borrowings- net of current portion” in related balance sheet
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NOT APPLICABLE

SCHEDULE F

**UNITED PARAGON MINING CORPORATION
INDEBTEDNESS TO RELATED PARTIES
(LONG-TERM LOANS FROM RELATED COMPANIES)
DECEMBER 31, 2023**

Name of Related Party	Balance at beginning of period	Balance at end of period	
<table border="1"><tr><td data-bbox="1016 531 1332 563">NOT APPLICABLE</td></tr></table>			NOT APPLICABLE
NOT APPLICABLE			

SCHEDULE G

**UNITED PARAGON MINING CORPORATION
GUARANTEES OF SECURITIES OF OTHER ISSUERS
DECEMBER 31, 2023**

Name of issuing entity of securities guaranteed by the Parent Company for which this statement is filed	Title of issue of each class of securities guaranteed	Total amount guaranteed and outstanding	Amount owed by person for which statement is filed	Nature of guarantee
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NOT APPLICABLE

SCHEDULE H

**UNITED PARAGON MINING CORPORATION
CAPITAL STOCK
DECEMBER 31, 2023**

The Company's authorized share capital is ₱4.0 billion divided into 397.3 billion shares at ₱0.01 par value. As at December 31, 2023, total shares issued and outstanding is 261,314,797,080 held by 1,180 shareholders.

<u>Title of Issue</u>	<u>Number of shares authorized</u>	<u>Number of shares issued and outstanding as shown under related financial condition caption</u>	<u>Number of shares reserved for option, warrants, conversions and other rights</u>	<u>Directors and Officers</u>	<u>Principal/ Substantial Stockholders</u>	<u>No of shares held by Government</u>	<u>Banks</u>	<u>Others</u>
Common Stock	397,325,000,000	261,314,797,080	–	399,562,501	205,647,268,035	–	–	55,267,966,544

Annex A: Reporting Template

(For additional guidance on how to answer the Topics, organizations may refer to Annex B: Topic Guide)

Contextual Information

Company Details	
Name of Organization	UNITED PARAGON MINING CORPORATION
Location of Headquarters	Quad Alpha Centrum, 125 Pioneer St., Mandaluyong City
Location of Operations	Longos, Paracale, Camarines Norte
Report Boundary: Legal entities (e.g. subsidiaries) included in this report*	This report covers the sustainability performance of United Paragon Mining Corporation (UPM) principal mining operation in Longos Mine at Paracale, Camarines Norte.
Business Model, including Primary Activities, Brands, Products, and Services	Prior to the suspension of the mining and milling operations, the Company produced dore bullions, containing gold and silver, which were either refined by the Bangko Sentral ng Pilipinas Mint and Gold Refinery or sent by airfreight and refined by Johnson Matthey PLC. of England. The principal product, gold accounted for over 99% while the by-product, silver contributed only less than 1%. Since the suspension of the mining and milling operations, the Company has had no new product.
Reporting Period	January to December 2023
Highest Ranking Person responsible for this report	Adrian Paulino S. Ramos - President

**If you are a holding company, you could have an option whether to report on the holding company only or include the subsidiaries. However, please consider the principle of materiality when defining your report boundary.*

Materiality Process

Explain how you applied the materiality principle (or the materiality process) in identifying your material topics. ¹
<p>The company has had no operations since the late 1990s due to the pendency of the renewal of its mining permit. However, the company is in the exploration stages but due to the pandemic, only briefly conducted drilling in the Longos mine in October 2020. Meanwhile, it has not begun operations in the Negros mine sites that were assigned to it from an affiliate company, which assignment was approved only in 2020. Thus, this report will focus on its care and maintenance during this period of non-operations.</p>

¹ See [GRI 102-46](#) (2016) for more guidance.

ECONOMIC

Economic Performance

Direct Economic Value Generated and Distributed

Disclosure	Amount	Units
Direct economic value generated (revenue)	753,666	PhP
Direct economic value distributed:		
a. Operating costs	12,133,207	PhP
b. Employee wages and benefits	1,918,569	PhP
c. Payments to suppliers, other operating costs	651,835	PhP
d. Dividends given to stockholders and interest payments to loan providers	0	PhP
e. Taxes given to government	182,041	PhP
f. Investments to community (e.g. donations, CSR)	279,560	PhP

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
<i>Since the mine site has no operation, no income, company expenses are for care and maintenance of the mine site and salaries of the skeletal workforce. For this, the company heavily relies on the advances from affiliates.</i>	Stockholders Communities	<i>Management is committed to obtaining the necessary mining permit needed to operate.</i>
What are the Risk/s Identified?	Which stakeholders are affected?	Management Approach
<i>Given that the company's income depends on mining and production of gold, the company has had no income for many years due to non-operation.</i>	Employees Stockholders	<i>The company relies on advances from affiliates and continues to exert all efforts to obtain the mining permit to operate.</i>
What are the Opportunity/ies Identified?	Which stakeholders are affected?	Management Approach
<i>In 2018, the company obtained an Exploration Permit and has been working on possible exploration programs. However, it is expected that the COVID 19 crisis would significantly delay their implementation.</i>	Employees Stockholders Government	<i>The company will continue to look for solutions to enable it to weather any future economic downturn.</i>

Climate-related risks and opportunities²

Governance	Strategy	Risk Management	Metrics and Targets
<i>Given the nature of its business as mining, UPM is inherently exposed to climate-related and environmental risks.</i>	<i>Since the company has had no operations for almost 20 years, the actual and potential impacts of climate-related risks and opportunities, in the organizations, business strategy, and financial planning are considered immaterial. However the company complies with the relevant mining laws as to corporate social responsibility, such as tree planting activities.</i>	<i>The company has no material climate-related risks but during its operational period the company complied with the maintenance of environmental trust fund as required by the DENR.</i>	<i>The company currently has no operation. Nevertheless, it maintains a nursery for propagating tree/plant seedlings at mine site.</i>

Procurement Practices - I

Proportion of spending on local suppliers

Disclosure	Quantity	Units
Percentage of procurement budget used for significant locations of operations that is spent on local suppliers	Not material	0%
What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
<i>Since the company has no operation, it has neither direct utilization of raw materials nor does it procure much supplies.</i>	<i>The effect on stakeholders is not material.</i>	<i>Management applies conventional business measures in monitoring and controlling procurement of supplies.</i>
What are the Risk/s Identified?	Which stakeholders are affected?	Management Approach
<i>Since the company has no operation, it has neither direct utilization of raw materials nor does it procure much supplies.</i>	<i>The effect on stakeholders is not material.</i>	<i>Close monitoring and control of procurement of practices.</i>
What are the Opportunity/ies Identified?	Which stakeholders are affected?	Management Approach
<i>Reduction of procurement costs</i>	<i>Employees Stockholders</i>	<i>Close monitoring and control of procurement of practices.</i>

² Adopted from the Recommendations of the Task Force on Climate-Related Financial Disclosures. The TCFD Recommendations apply to non-financial companies and financial-sector organizations, including banks, insurance companies, asset managers and asset owners.

Anti-corruption

Training on Anti-corruption Policies and Procedures - this is not applicable because the company has no head office employees and minesite is under care taker maintenance.

Disclosure	Quantity	Units
Percentage of employees to whom the organization’s anti-corruption policies and procedures have been communicated to	N/A	%
Percentage of business partners to whom the organization’s anti-corruption policies and procedures have been communicated to	N/A	%
Percentage of directors and management that have received anti-corruption training	11	91%
Percentage of employees that have received anti-corruption training	N/A	%

What is the impact and where does it occur? What is the organization’s involvement in the impact?	Which stakeholders are affected?	Management Approach
<i>The company has no employees due to no operation.</i>	<i>Employees Government</i>	<i>The company has a code of business conduct & ethics that the employees are expected to comply with.</i>
What are the Risk/s Identified?	Which stakeholders are affected?	Management Approach
<i>The company has no employees due to no operation.</i>	<i>Employees Government</i>	<i>The company has a code of business conduct & ethics that the employees are expected to comply with.</i>
What are the Opportunity/ies Identified?	Which stakeholders are affected?	Management Approach
<i>The company has no employees due to no operation.</i>	<i>Employees Government</i>	<i>The company has a code of business conduct & ethics that the employees are expected to comply with.</i>

Incidents of Corruption

Disclosure	Quantity	Units
Number of incidents in which directors were removed or disciplined for corruption	0	#
Number of incidents in which employees were dismissed or disciplined for corruption	0	#
Number of incidents when contracts with business partners were terminated due to incidents of corruption	0	#

What is the impact and where does it occur? What is the organization’s involvement in the impact?	Which stakeholders are affected?	Management Approach

<i>The company will commence disciplinary actions on erring employees. It will not tolerate corrupt acts.</i>	<i>Employees Stockholders Government</i>	<i>The company has a code of business conduct & ethics that the employees are expected to comply with.</i>
What are the Risk/s Identified?	Which stakeholders are affected?	Management Approach
<i>The company has no employees due to non-operation, hence the risk is insignificant.</i>	<i>Employees Stockholders Government</i>	<i>The company has a code of business conduct & ethics that the employees are expected to comply with.</i>
What are the Opportunity/ies Identified?	Which stakeholders are affected?	Management Approach
<i>The company has no employees due to non-operation, hence no identifiable opportunities.</i>	<i>Employees Stockholders Government</i>	<i>The company has a code of business conduct & ethics that the employees are expected to comply with.</i>

ENVIRONMENT

Resource Management

Energy consumption within the organization:

Disclosure	Quantity	Units
Energy consumption (renewable sources)	0	GJ
Energy consumption (gasoline)	240 / year	L
Energy consumption (LPG)	0	GJ
Energy consumption (diesel)	1,200 / year	L
Energy consumption (electricity)	5,200 / year	kWh

Reduction of energy consumption

Disclosure	Quantity	Units
Energy reduction (gasoline)	0	GJ
Energy reduction (LPG)	0	GJ
Energy reduction (diesel)	0	GJ
Energy reduction (electricity)	0	kWh
Energy reduction (gasoline)	0	GJ

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
<i>Energy was sourced from Camarines Norte Electric Cooperative ("CANORECO") under a long-term contract for the supply of electricity from 1988 to 2000. Likewise, the</i>	<i>Canoreco Employees</i>	<i>In November 2000, the Company switched its power supply from CANORECO to an in-house generating set to provide its limited power requirement of 10 KVA. Beginning early 2012, site</i>

<i>Company has four (4) megawatt power plant, which has the ability to provide sufficient power for operation during any power failure. Since these equipment have been idle for a period of time, further rehabilitation is required.</i>	<i>Government</i>	<i>power supply is now provided by CANORECO. However, the Company is also looking for alternative option for other possible power provider and/or participates in an open market to source its future power requirement.</i>
What are the Risk/s Identified?	Which stakeholders are affected?	Management Approach
<i>Since there is no operation, the risk is minimal for energy consumption.</i>	<i>CANORECO Employees</i>	<i>Management will continuously find ways to minimize energy usage.</i>
What are the Opportunity/ies Identified?	Which stakeholders are affected?	Management Approach
<i>Finding ways to save on energy costs will result to reduced company's expenses.</i>	<i>CANORECO Employees</i>	<i>Management will continuously find ways to minimize energy usage.</i>

Water consumption within the organization (Water acquired from rain water)

Disclosure	Quantity	Units
Water withdrawal		Cubic meters
Water consumption	10,500 / year	Cubic meters
Water recycled and reused		Cubic meters

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
<i>The Company utilizes rainwater from its tailings pond.</i>	<i>Community</i>	<i>Pump is used to distribute water from the tailings pond. Water flows thru pipes to mine-camp by means of gravity since the (pond is on higher elevation. The pond is lucked and plunged by chlorine every month and tested for CL and Ph analysis.</i>
What are the Risk/s Identified?	Which stakeholders are affected?	Management Approach
<i>Water availability, quality and accessibility depend on the amount of rainfall within the year. There is also the risk that minesite employees may not cooperate with water-saving measures.</i>	<i>Community</i>	<i>Management continuously finds ways to minimize water consumption.</i>

What are the Opportunity/ies Identified?	Which stakeholders are affected?	Management Approach
<i>Potential to reduce water impact through alternative water sources.</i>	<i>Employees Community</i>	<i>Management continuously finds ways to minimize water consumption.</i>

Materials used by the organization

Disclosure	Quantity	Units
Materials used by weight or volume	N/A	
<ul style="list-style-type: none"> Renewable 		kg/liters
<ul style="list-style-type: none"> non-renewable 		kg/liters
Percentage of recycled input materials used to manufacture the organization's primary products and services	N/A	%

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
<i>UPM is a mining company that has no operation, and therefore, does not use any raw materials.</i>	<i>Not applicable</i>	<i>Not applicable</i>
What are the Risk/s Identified?	Which stakeholders are affected?	Management Approach
<i>Not applicable</i>	<i>Not applicable</i>	<i>Not applicable</i>
What are the Opportunity/ies Identified?	Which stakeholders are affected?	Management Approach
<i>Not applicable</i>	<i>Not applicable</i>	<i>Not applicable</i>

Ecosystems and biodiversity (whether in upland/watershed or coastal/marine)

Disclosure	Quantity	Units
Operational sites owned, leased, managed in, or adjacent to, protected areas and areas of high biodiversity value outside protected areas	0	
Habitats protected or restored	0	ha
IUCN ³ Red List species and national conservation list species with habitats in areas affected by operations	0	

³ International Union for Conservation of Nature

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
<i>Not applicable</i>	<i>Not applicable</i>	<i>Not applicable</i>
What are the Risk/s Identified?	Which stakeholders are affected?	Management Approach
<i>Not applicable</i>	<i>Not applicable</i>	<i>Not applicable</i>
What are the Opportunity/ies Identified?	Which stakeholders are affected?	Management Approach
<i>Not applicable</i>	<i>Not applicable</i>	<i>Not applicable</i>

Environmental impact management

Air Emissions

GHG

Disclosure	Quantity	Units
Direct (Scope 1) GHG Emissions	0	Tonnes CO ₂ e
Energy indirect (Scope 2) GHG Emissions	0	Tonnes CO ₂ e
Emissions of ozone-depleting substances (ODS)	0	Tonnes

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
<i>UPM has no operation hence there is no impact on air emission.</i>	<i>Not Applicable</i>	<i>Not Applicable</i>
What are the Risk/s Identified?	Which stakeholders are affected?	Management Approach
<i>Not Applicable</i>	<i>Not Applicable</i>	<i>Not Applicable</i>
What are the Opportunity/ies Identified?	Which stakeholders are affected?	Management Approach
<i>Not Applicable</i>	<i>Not Applicable</i>	<i>Not Applicable</i>

Air pollutants

Disclosure	Quantity	Units
NO _x		kg
SO _x		kg
Persistent organic pollutants (POPs)		kg
Volatile organic compounds (VOCs)		kg
Hazardous air pollutants (HAPs)		kg
Particulate matter (PM)		kg

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
<i>UPM has no operation hence there is no impact on air emission.</i>	<i>Not Applicable</i>	<i>Not Applicable</i>
What are the Risk/s Identified?	Which stakeholders are affected?	Management Approach
<i>Not Applicable</i>	<i>Not Applicable</i>	<i>Not Applicable</i>
What are the Opportunity/ies Identified?	Which stakeholders are affected?	Management Approach
<i>Not Applicable</i>	<i>Not Applicable</i>	<i>Not Applicable</i>

Solid and Hazardous Wastes

Solid Waste (From Household only)

Disclosure	Quantity	Units
Total solid waste generated	20	kg
Reusable	10	kg
Recyclable	5	kg
Composted	0	kg
Incinerated	0	kg
Residuals/Landfilled	5	kg

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
<i>UPM has no operation hence there is no impact on solid waste.</i>	<i>Not Applicable</i>	<i>W Not Applicable</i>
What are the Risk/s Identified?	Which stakeholders are affected?	Management Approach
<i>Not Applicable</i>	<i>Not Applicable</i>	<i>Not Applicable</i>
What are the Opportunity/ies Identified?	Which stakeholders are affected?	Management Approach
<i>Not Applicable</i>	<i>Not Applicable</i>	<i>Not Applicable</i>

Hazardous Waste

Disclosure	Quantity	Units
Total weight of hazardous waste generated	0	kg
Total weight of hazardous waste transported	0	kg

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
<i>UPM has no operation hence there is no impact on hazardous waste.</i>	<i>Not Applicable</i>	<i>Not Applicable?</i>
What are the Risk/s Identified?	Which stakeholders are affected?	Management Approach
<i>Not Applicable</i>	<i>Not Applicable</i>	<i>Not Applicable</i>
What are the Opportunity/ies Identified?	Which stakeholders are affected?	Management Approach
<i>Not Applicable</i>	<i>Not Applicable</i>	<i>Not Applicable</i>

Effluents

Disclosure	Quantity	Units
Total volume of water discharges	0	Cubic meters
Percent of wastewater recycled	0	%

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
<i>UPM has no operation, hence there is no impact relating to effluents.</i>	<i>Not Applicable</i>	<i>Not Applicable</i>
What are the Risk/s Identified?	Which stakeholders are affected?	Management Approach
<i>Not Applicable</i>	<i>Not Applicable</i>	<i>Not Applicable</i>
What are the Opportunity/ies Identified?	Which stakeholders are affected?	Management Approach
<i>Not Applicable</i>	<i>Not Applicable</i>	<i>Not Applicable</i>

Environmental compliance

Non-compliance with Environmental Laws and Regulations

Disclosure	Quantity	Units
Total amount of monetary fines for non-compliance with environmental laws and/or regulations	N/A	PhP
No. of non-monetary sanctions for non-compliance with environmental laws and/or regulations	N/A	#
No. of cases resolved through dispute resolution mechanism	N/A	#

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
<i>The Company has not violated any environmental laws and regulations that directly impact the environment.</i>	Community Employees Government	<i>UPM strives to ensure that the environmental impact of its business operations is mitigated and/or minimized and strictly abides by the regulatory standards and policies.</i>
What are the Risk/s Identified?	Which stakeholders are affected?	Management Approach
<i>Possible violation of any environmental laws and regulations</i>	Community Employees Government	<i>UPM is implementing responsible and proper procedures and practices to make sure that it does not violate such laws and regulations.</i>
What are the Opportunity/ies Identified?	Which stakeholders are affected?	Management Approach
<i>Given that there is a global consciousness on environmental preservation, the company will continue to plant more trees and find more ways to protect the environment through its CSR efforts.</i>	Community Employees Government	<i>UPM will create and find more ways to protect the environment through its CSR efforts.</i>

SOCIAL

Employee Management

Employee Hiring and Benefits

Employee data

Disclosure	Quantity	Units
Total number of employees ⁴		
a. Number of female employees	2	#
b. Number of male employees	6	#
Attrition rate ⁵	0	rate
Ratio of lowest paid employee against minimum wage	0	ratio

Employee benefits

List of Benefits	Y/N	% of female employees who availed for the year	% of male employees who availed for the year
SSS	Y		
PhilHealth	Y		
Pag-ibig	Y		
Parental leaves	Y		

⁴ Employees are individuals who are in an employment relationship with the organization, according to national law or its application ([GRI Standards 2016 Glossary](#))

⁵ Attrition rate = (no. of new hires – no. of turnover)/(average of total no. of employees of previous year and total no. of employees of current year)

Vacation leaves	Y	100%	100%
Sick leaves	Y	100%	100%
Medical benefits (aside from PhilHealth))		N/A	N/A
Housing assistance (aside from Pag-ibig)		N/A	N/A
Retirement fund (aside from SSS)	N		1
Further education support	N	N/A	N/A
Company stock options	N	N/A	N/A
Telecommuting	Y		
Flexible-working Hours	Y		
(Others)			
What is the impact and where does it occur? What is the organization's involvement in the impact?	Management Approach		
<i>Employee benefits directly impact employee performance and morale.</i>	<i>The company abides by the directives of the SSS, Philhealth and Pag-ibig with regard to mandatory monthly company contributions as well as collects and remits each employee share.</i>		
What are the Risk/s Identified?	Management Approach		
<i>The company has no operations but complies with mandatory benefits required by law. Hence, there is no significant risk.</i>	<i>Not applicable</i>		
What are the Opportunity/ies Identified?	Management Approach		
<i>The company has no operations but complies with mandatory benefits required by law. Hence, there is no identifiable opportunities.</i>	<i>Not applicable</i>		

Employee Training and Development

Disclosure	Quantity	Units
Total training hours provided to employees		
a. Female employees		hours
b. Male employees	None	hours
Average training hours provided to employees		
a. Female employees		hours/employee
b. Male employees	None	hours/employee

What is the impact and where does it occur? What is the organization's involvement in the impact?	Management Approach
<i>UPM has no operation, hence there is no significant impact.</i>	<i>Not applicable</i>
What are the Risk/s Identified?	Management Approach
<i>Not applicable</i>	<i>Not applicable</i>
What are the Opportunity/ies Identified?	Management Approach
<i>Not applicable</i>	<i>Not applicable</i>

Labor-Management Relations

Disclosure	Quantity	Units
% of employees covered with Collective Bargaining Agreements	n/a	%
Number of consultations conducted with employees concerning employee-related policies	n/a	#

What is the impact and where does it occur? What is the organization's involvement in the impact?	Management Approach
<i>UPM has no operation, hence there is no significant impact.</i>	<i>Not applicable</i>
What are the Risk/s Identified?	Management Approach
<i>Not applicable</i>	<i>Not applicable</i>
What are the Opportunity/ies Identified?	Management Approach
<i>Not applicable</i>	

Diversity and Equal Opportunity

Disclosure	Quantity	Units
% of female workers in the workforce	25.0	%
% of male workers in the workforce	75.0	%
Number of employees from indigenous communities and/or vulnerable sector*		#

**Vulnerable sector includes, elderly, persons with disabilities, vulnerable women, refugees, migrants, internally displaced persons, people living with HIV and other diseases, solo parents, and the poor or the base of the pyramid (BOP; Class D and E).*

What is the impact and where does it occur? What is the organization's involvement in the impact?	Management Approach
<i>UPM has no operation, and under care and maintenance mode only. Hence there is no significant impact.</i>	<i>Criteria for employment and promotion focus mainly on the employee's ability to do his/her assigned work.</i>
What are the Risk/s Identified?	Management Approach
<i>Not applicable</i>	<i>Not applicable</i>
What are the Opportunity/ies Identified?	Management Approach
<i>Not applicable</i>	<i>Not applicable</i>

Workplace Conditions, Labor Standards, and Human Rights

Occupational Health and Safety

Disclosure	Quantity	Units
Safe Man-Hours	90,000 per year	Man-hours
No. of work-related injuries	0	#
No. of work-related fatalities	0	#
No. of work related ill-health	0	#
No. of safety drills	2	#

What is the impact and where does it occur? What is the organization's involvement in the impact?	Management Approach
<i>UPM has no operation, and under care and maintenance mode only. Hence there is no significant impact.</i>	<i>The company complies with mining and regulatory rules and regulations regarding occupational health and safety including the appointment of a Safety Officer at site.</i>
What are the Risk/s Identified?	Management Approach
<i>UPM has no operation, and under care and maintenance mode only. Hence there is no significant impact.</i>	<i>Not applicable</i>
What are the Opportunity/ies Identified?	Management Approach
<i>UPM has no operation, and under care and maintenance mode only. Hence there is no identifiable opportunity.</i>	<i>Not applicable</i>

Labor Laws and Human Rights

Disclosure	Quantity	Units
No. of legal actions or employee grievances involving forced or child labor	NA	#

Do you have policies that explicitly disallows violations of labor laws and human rights (e.g. harassment, bullying) in the workplace?

Topic	Y/N	If Yes, cite reference in the company policy
Forced labor	N	
Child labor	N	
Human Rights	N	

What is the impact and where does it occur? What is the organization's involvement in the impact?	Management Approach
<i>UPM has no operation, and is under care and maintenance mode only. Hence, there is no significant impact.</i>	<i>Although there is no specific written company policy, management adheres to the relevant child labor and human rights laws.</i>
What are the Risk/s Identified?	Management Approach
<i>UPM has no operation, and is under care and maintenance mode only. Hence, there is no significant impact.</i>	<i>Although there is no specific written company policy, management adheres to the relevant child labor and human rights laws.</i>
What are the Opportunity/ies Identified?	Management Approach
<i>Being compliant with labor laws will make company attractive to potential employees. It will also foster loyalty within the organization.</i>	<i>Although there is no specific written company policy, management will always adhere to the relevant child labor and human rights laws.</i>

Supply Chain Management

Do you have a supplier accreditation policy? If yes, please attach the policy or link to the policy:
 Given that the company is a mining company that does not have operation, and under care and maintenance mode, it is only primarily purchasing office supplies which does not necessitate an accreditation.

Do you consider the following sustainability topics when accrediting suppliers? N/A

Topic	Y/N	If Yes, cite reference in the supplier policy
Environmental performance		
Forced labor		
Child labor		
Human rights		
Bribery and corruption		

What is the impact and where does it occur? What is the organization's involvement in the impact?	Management Approach
<i>Not applicable</i>	<i>Not applicable</i>
What are the Risk/s Identified?	Management Approach
<i>Not applicable</i>	<i>Not applicable</i>
What are the Opportunity/ies Identified?	Management Approach
<i>Not applicable</i>	<i>Not applicable</i>

Relationship with Community

Significant Impacts on Local Communities

Operations with significant (positive or negative) impacts on local communities (exclude CSR projects; this has to be business operations)	Location	Vulnerable groups (if applicable)*	Does the particular operation have impacts on indigenous people (Y/N)?	Collective or individual rights that have been identified that or particular concern for the community	Mitigating measures (if negative) or enhancement measures (if positive)
While the company has no operations, it obtained an exploration permit in August 2018. In compliance with relevant mining laws, the company had conducted	Paracale	N/A	N	N/A	N/A

consultations and courtesy calls with the concerned barangays that are covered by the permit, regarding the approval of its exploration permit. The company will conduct consultations again, as required, when exploration activities actually commence.					
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**Vulnerable sector includes children and youth, elderly, persons with disabilities, vulnerable women, refugees, migrants, internally displaced persons, people living with HIV and other diseases, solo parents, and the poor or the base of the pyramid (BOP; Class D and E)*

For operations that are affecting IPs, indicate the total number of Free and Prior Informed Consent (FPIC) undergoing consultations and Certification Preconditions (CPs) secured and still operational and provide a copy or link to the certificates if available: _____

Certificates	Quantity	Units
FPIC process is still undergoing		#
CP secured		#

What are the Risk/s Identified?	Management Approach
<i>Not applicable</i>	<i>Not applicable</i>
What are the Opportunity/ies Identified?	Management Approach
<i>Not applicable</i>	<i>Not applicable</i>

Customer Management

Customer Satisfaction

Disclosure	Score	Did a third party conduct the customer satisfaction study (Y/N)?
<i>Not applicable</i>		<i>Not applicable</i>

What is the impact and where does it occur? What is the organization's involvement in the impact?	Management Approach
<i>Not applicable</i>	<i>Not applicable</i>
What are the Risk/s Identified?	Management Approach
<i>Not applicable</i>	<i>Not applicable</i>

What are the Opportunity/ies Identified?	Management Approach
<i>Not applicable</i>	<i>Not applicable</i>

Health and Safety

Disclosure	Quantity	Units
No. of substantiated complaints on product or service health and safety*	0	#
No. of complaints addressed	0	#

*Substantiated complaints include complaints from customers that went through the organization's formal communication channels and grievance mechanisms as well as complaints that were lodged to and acted upon by government agencies.

What is the impact and where does it occur? What is the organization's involvement in the impact?	Management Approach
<i>Not applicable</i>	<i>Not applicable</i>
What are the Risk/s Identified?	Management Approach
<i>Not applicable</i>	<i>Not applicable</i>
What are the Opportunity/ies Identified?	Management Approach
<i>Not applicable</i>	<i>Not applicable</i>

Marketing and labelling

Disclosure	Quantity	Units
No. of substantiated complaints on marketing and labelling*	0	#
No. of complaints addressed	0	#

*Substantiated complaints include complaints from customers that went through the organization's formal communication channels and grievance mechanisms as well as complaints that were lodged to and acted upon by government agencies.

What is the impact and where does it occur? What is the organization's involvement in the impact?	Management Approach
<i>Not applicable</i>	<i>Not applicable</i>
What are the Risk/s Identified?	Management Approach
<i>Not applicable</i>	<i>Not applicable</i>
What are the Opportunity/ies Identified?	Management Approach
<i>Not applicable</i>	<i>Not applicable</i>

Customer privacy

Disclosure	Quantity	Units
No. of substantiated complaints on customer privacy*	0	#
No. of complaints addressed	0	#
No. of customers, users and account holders whose information is used for secondary purposes	0	#

*Substantiated complaints include complaints from customers that went through the organization's formal communication channels and grievance mechanisms as well as complaints that were lodged to and acted upon by government agencies.

What is the impact and where does it occur? What is the organization's involvement in the impact?	Management Approach
<i>Not applicable</i>	<i>Not applicable</i>
What are the Risk/s Identified?	Management Approach
<i>Not applicable</i>	<i>Not applicable</i>
What are the Opportunity/ies Identified?	Management Approach
<i>Not applicable</i>	<i>Not applicable</i>

Data Security

Disclosure	Quantity	Units
No. of data breaches, including leaks, thefts and losses of data	0	#

What is the impact and where does it occur? What is the organization's involvement in the impact?	Management Approach
<i>Not applicable</i>	<i>Not applicable</i>
What are the Risk/s Identified?	Management Approach
<i>Not applicable</i>	<i>Not applicable</i>
What are the Opportunity/ies Identified?	Management Approach
<i>Not applicable</i>	<i>Not applicable</i>

UN SUSTAINABLE DEVELOPMENT GOALS

Product or Service Contribution to UN SDGs

Key products and services and its contribution to sustainable development.

Key Products and Services	Societal Value / Contribution to UN SDGs	Potential Negative Impact of Contribution	Management Approach to Negative Impact
Since the company has no operations, it has not produced gold and silver for a long time.	In the event that the company is granted a mining permit in order to extract and sell gold and silver, the company would be able to hire miners from the local communities and give livelihood to the people.	Until the company begins mining operations, it cannot make any significant contributions to help alleviate poverty in the country.	The company will continue to find ways to help the poor and the marginalized in the covered barangay communities even during this period of non-operation.

** None/Not Applicable is not an acceptable answer. For holding companies, the services and products of its subsidiaries may be disclosed.*