COVER SHEET

PW00000115A
Sec. Registration Number

ATLAS CONSOLIDATED MINING AND
DEVELOPMENT CORPORATION

(Company's Full Name)

5F Five E-Com Center Palm Coast
Ave. cor. Pacific Drive Mall of
Asia Complex 1300 Pasay City

Business Address: No. Street City / Town / Provinces

Maria Eleonor A. Santiago
Contact Person

(632)84030813
Company Telephone Number

12 31
Month *Day*
Fiscal Year

20-Definitive IS
FORM TYPE

last Wednesday of April
Month *Day*
Annual Meeting

N /A
Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total Amount of Borrowings

Total No. Stockholders

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

STAMPS

Remarks = pls. use black ink for scanning purposes

ATLAS Mining

ATLAS CONSOLIDATED MINING AND DEVELOPMENT CORPORATION

DEFINITIVE INFORMATION STATEMENT
SEC FORM 20-IS
Pursuant to Section 17.1(b) of the Securities Regulation Code

ATLAS Mining

NOTICE OF THE
2021 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Atlas Consolidated Mining and Development Corporation (AT or the Corporation) will conduct its Annual General Meeting of Shareholders for 2021 ("AGM" or the "Meeting") virtually on 14 June 2021 at 10:00 a.m., with the proceedings livestreamed and voting conducted in absentia through the Corporation's secure online voting facility, for the purpose of considering and acting on the following matters on the Agenda:

AGENDA

1. Call to Order
2. Certification of Service of Notice of Meeting & Quorum
3. Approval of Minutes of the Annual General Meeting of Shareholders (AGM) held on 24 August 2020
4. Approval of the Annual Report and Audited Financial Statements for 2020
5. Amendment to AT's By-laws: Articles I, II, III, V, VI & XV
6. Election of Directors (including Independent Directors) for 2021-2022
7. Ratification of acts and proceedings of the Board of Directors, Board Committees and Management
8. Appointment of External Auditor
9. Other Matters
10. Open Forum
11. Adjournment

Enclosed is a copy of the Rationale/Explanation for the above Agenda items for reference.

Only Shareholders of record as of 20 April 2021 are entitled to receive notice of, participate and to vote at the Meeting or any adjournment thereof. The Shareholders' list will be available for inspection at the Corporation's principal office located at 5F FiveE-com Center, Palm Coast Avenue corner Pacific Drive, Mall of Asia Complex, Pasay City 1300 (the "Office"). The Stock and Transfer Book of the Corporation will be closed on 20 April 2021.

Shareholders intending to participate in the Meeting via remote communication and to exercise their vote in absentia should register through the Company's online registration system at *asmregister.atlasmining.com.ph* until 4 June 2021.

Successfully registered Shareholders may cast their votes in absentia through the Company's secure online voting facilty, *asmvoting.atlasmining.com.ph,* and shall be provided access to the live streaming of the Meeting. The *"Guidelines for Participating via Remote Communication and Voting in Absentia"* is enclosed to the Information Statement (IS) and posted on the PSE EDGE and the Company's website, *https://www.atlasmining.com.ph/investor-relations/annual-stock-holders-meeting*.

Any Shareholder who wish to appoint a proxy may accomplish the proxy form (which need not be notarized) and submit the same at the Office not later than 4 June 2021. Validation of proxies and ballots is set on 5 June 2021. We are not soliciting your proxy.

Shareholders are encouraged to submit relevant comments and questions on the Agenda items by email bearing the subject *"AGM 2021 Open Forum"* to *Agm@atlasmining.com.ph* on or before 12 June 2021 to be considered during the open forum.

Tbe Information Statement in SEC Form 20-IS, Proxy Form, Annual Report for fiscal year 2020 in SEC Form 17-A and the Quarterly Report for the first quarter of 2021 in SEC Form 17-Q are posted on the PSE EDGE and on the Company's website at *https://www.atlasmining.com.ph/investor-relations/annual-stock-holders-meeting* where you may also find the complete information on the AGM.

Pasay City, Metro Manila, 10 May 2021.

Thank you.

Maria Eleonor A. Santiago
Assistant Corporate Secretary

RATIONALE/EXPLANATION OF AGENDA ITEMS

Certification of Service of Notice & Agenda of Meeting and Quorum

The Notice and Agenda of the AGM and the Information Statement (IS) are posted on the PSE EDGE and on the Corporation's website, *https://www.atlasmining.com.ph/investor-relations/annual-stock-holders-meeting*. The Notice, Agenda & Rationale shall be published in two (2) newspapers of general circulation in both print and online formats. The Corporate Secretary shall certify that due notice of the AGM was made and the existence of a quorum. Shareholders present and/or who voted by proxy or in absentia, representing a majority of the outstanding capital stock shall constitute a quorum for the transaction of business.

Approval of the Minutes of the AGM on 24 August 2020

The Minutes of the AGM held on 24 August 2020 are appended to the IS and are posted on the Corporation's website, *https://www.atlasmining.com.ph/investor-relations/annual-stock-holders-meeting*. A resolution approving the minutes will be presented to the Shareholders for approval which shall constitute approval of the accuracy & faithfulness of the minutes to what transpired during the said meeting.

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Approval of the 2020 Annual Report and Audited Financial Statements:

The Corporation's financial and operating results for the year 2020 and the Audited Financial Statements (AFS) as of 31 December 2020 are provided in the Annual Report. The AFS audited by *Sycip Gorres Velayo & Company* (SGV) have been reviewed and approved by the Audit Committee (AuditCom) and the Board of Directors (BOD). The Management's Report and AFS for 2020 are also contained in the IS available on the Corporation's website, *https://www.atlasmining.com.ph/investor-relations/annual-stock-holders-meeting*. After the presentation of the Annual Report, a resolution noting and approving the Annual Report and AFS will be presented to the Shareholders for approval which shall constitute a ratification of the Company's performance in 2020.

Approval of the Amendment to AT's By-laws:

To conform the By-Laws of AT to the Revised Corporation Code of the Philippines (RCCP), various SEC memos, Code of Corporate Governance (CCG) and AT's current operations and structure as well as to authorize certain standards, procedures and rules the Corporation shall follow for efficient operation, the resolution amending Articles I, II, III, V, VI, and XV of AT's By-laws will be presented to the Shareholders for their approval. Details of the amendments are provided in the IS.

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Election of Directors (including Independent Directors):

The nominated directors were determined to be qualified and competent for election as directors for 2021-2022 by the Corporate Governance Committee (CGC) after their qualifications were duly reviewed. The list of nominees and their profiles are provided in the IS and posted in the Corporation website, *https://www.atlasmining.com.ph/investor-relations/annual-stock-holders-meeting*. Their proven competencies, expertise and qualifications based on current standards, will be invaluable for the Company's performance. The CGC recommends their election.

Ratification of acts and proceedings of the Board of Directors (BOD) and Management for 2020

All acts, resolutions and proceedings of the BOD, the BOD Committees and the Management of AT from the date of the last AGM to the date of this Meeting, including all significant related party transactions if any, will be presented to the Shareholders for ratification. A resolution noting, approving and ratifying all acts, resolutions and proceedings of Management, BOD Committees and the BOD will be presented to the Shareholders for approval.

Appointment of SGV as External Auditor

The BOD, upon recommendation of the Audit Committee (AudiCom), endorses the appointment of SGV as the Corporation's external auditor for 2021. The profile of the external auditor is provided in the IS. The Shareholders are also requested to delegate to the BOD the authority to approve the appropriate audit fee for 2021. A resolution for the appointment of external auditor will be presented to the Shareholders for adoption.

Other Matters

Other business as may properly come before the meeting may be raised. The Chairman will decide whether such business may be properly taken up in the meeting or in another Shareholders' meeting or other proper forum.

Open Forum

Only relevant comments and questions on the Agenda items which are submitted by email to *Agm@atlasmining.com.ph* with subject "*ASM 2021 Open Forum"* on or before 10 June 2021 will be considered during the open forum as time will allow. Questions and comments received but not read during the Open Forum due to time constraints will be addressed separately.

PROXY

(Sample Proxy Form for individuals)

The undersigned Shareholder of Atlas Consolidated Mining and Development Corporation ("AT" the "Corporation") hereby appoints: _________________________________ *or in his absence, the Chairman of the meeting*, as attorney-in-fact and proxy, with full power of substitution, to represent and vote ______________________ shares registered in the name of undersigned Shareholder and/or such shares as undersigned Shareholder is authorized to represent and vote at the 14 June *2021 AT Annual General Meeting of the Shareholders ("AGM" or* the "Meeting") and at any of the adjournments and postponements thereof, as fully to all intents and purposes as the undersigned might or could do if present and acting in person, for the purpose of acting on the following matters:

INSTRUCTION: Indicate choice with an "X" mark in the appropriate space.

		YES/ RATIFY	NO	ABSTAIN
1.	Approval of Minutes of the Annual General Meeting of Shareholders (AGM) held on 24 August 2020			
2.	Approval of Audited Financial Statements and Annual Report for the year ended 31 December 2020			
3	Amendment to AT's By-laws: Articles I, II, III, V, VI & XV			
4.	Ratification of the actions, resolutions and proceedings of the Board of Directors (BOD), BOD Committees and Management in 2020 up to 14 June 2021			
5	Re-appointment of SGV as External Auditor for 2021			
. 6	At their discretion, the proxy named above is authorized to vote upon such other matters as may properly come before the meeting			

Election of Directors of the Corporation

Name	*Vote For*	*Withhold Vote (Abstain)*
1. Alfredo C. Ramos		
2. Frederic C. DyBuncio		
3. Martin C. Buckingham		
4. Isidro A. Consunji		
5. Adrian Paulino S. Ramos		
6. Gerard Anton S. Ramos		
7. Jose T. Sio		
8. Emilio S. de Quiros, Jr. (Independent Director)		
9. Jose P. Leviste, Jr. (Independent Director)		
10. Roberto Cecilio O. Lim (Independent Director)		

The proxy when properly executed will be voted in the manner as directed by the undersigned Shareholder**. *If no direction is made, this proxy will be voted "For" the election of all nominees and "For" the approval of the matters stated above and for such other matters as may properly come before the Meeting in the manner described in the Information Statement (IS) and/or as recommended by Management or the Board of Directors.***

The duly-executed proxy should be received by the Corporate Secretary not later than 5:00 p.m. on 04 June 2021. Validation of proxies shall be held on 05 June 2021 at the Office under the supervision and control of the Corporate Secretary. A Shareholder giving proxy has the power to revoke it at anytime before the right granted is exercised.

In Witness Whereof, I have signed this Proxy in _________________ on _______________________2021.

____

Printed name and Signature of Shareholder

________________________________ ______________________

Number of Shares Owned or Represented Date

SECRETARY'S CERTIFICATE
(Sample Proxy Form for Corporations)

I, ___________________________, Filipino, of legal age, with address at ____, after being duly sworn in accordance with law hereby state as follows:

1. I am the duly appointed Corporate Secretary of____ (the "Company"), a corporation duly organized and existing in accordance with the laws of the Philippines, with office address at _____________ ____.

2. As of record date, the Company holds ___________________________ (_________) shares in Atlas Consolidated Mining and Development Corporation (AT).

3. Based on the records, at the regular meeting of the Board of Directors of the Company held on ________________________, during which a quorum was present, the following resolution was passed and approved:

   "*Resolved,That ________________________ be authorized and appointed, as he is hereby authorized and appointed, as the Company's proxy (the "Proxy") to attend all meetings of the shareholders of Atlas Consolidated Mining and Development Corporation ("AT") whether the meeting is regular or special, or at any meeting postponed or adjourned therefrom, with full authority to vote the shares of stock of the Corporation held in AT and to act upon all matters and resolution that may come before or presented during meetings, or any adjournments thereof, in the name, place and stead of the Company.*

   Resolved, Finally, That AT be furnished with a copy of this resolution and AT may rely on the continuing validity of this resolution until receipt of written notice of its revocation"

4. The foregoing resolution has not been amended, revoked or modified, is effective and valid up to this date, and contained in the corporate records in my possession.

In Witness Whereof, I have signed this instrument in ___________________ on _________________2021.

____
Printed Name & Signature of the Corporate Secretary

Subscribed and Sworn to before me in the City of __________________________ this _________________________ Affiant exhibited to me his Competent Evidence of Identity by way of _______________________________________ with number _____________________ issued on ________________ at ___________________________.

Doc. No. ____ ;
Page No. ____;
Book No. ____;
Series of 2021.

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 20-IS

INFORMATION STATEMENT PURSUANT TO SECTION 17.1(b) OF THE SECURITIES REGULATION CODE

1. Check the appropriate box:
   [ ] Preliminary Information Statement
   [√] Definitive Information Statement

2. Name of Registrant as specified in its charter

   Atlas Consolidated Mining And Development Corporation

3. Philippines
   Province, country or other jurisdiction of incorporation or organization

4. SEC Identification Number PW0000115A

5. BIR Tax Identification Code 000-154-572

6. 5th Floor, FiveE-Com Center, Palm Coast Ave. corner Pacific Drive
   Mall of Asia Complex, Pasay City 1300
   Address of principal office Postal Code

7. Registrant's telephone number (632) 84030813 loc. 25001/25007

8. 14 June 2021, 10:00am
   Virtually with the proceedings livestreamed and participation will be via remote communication and Shareholders may vote in absentia through secure online voting facility
   https://www.atlasmining.com.ph/investor-relations/annual-stock-holders-meeting
   Date, time and place of the meeting of security holders

9. Approximate date on which the Information Statement is first to be sent or given to security holders: 12 May 2021

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

Title of Each Class	Number of Shares of Common Stock Outstanding as of record date
Common Stock, ₱1.00 par value	*3,559,532,774*

11. Are any or all of registrant's securities listed on a Stock Exchange?

    Yes √ No ______

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

    Philippine Stock Exchange, Inc. – Common Stock

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PART I
Information Required In Information Statement

A. GENERAL INFORMATION

Item 1. Date, Time and Place of Annual General Meeting of the Shareholders ("AGM" or the "Meeting")

The 2021 AGM of Atlas Consolidated Mining and Development Corporation ("AT" or the "Corporation") will be conducted on 14 June 2021 at 10:00am virtually with the proceedings livestreamed and participation via remote communication. Shareholders may vote in absentia through the Company's secure online voting facility. AT's mailing address is *5F FiveE-com Center, Palm Coast Avenue corner Pacific Drive, Mall of Asia Complex, Pasay City (1300).* The Information Statement (IS) for said AGM is to be released approximately on 12 May 2021.

Online web address : *https://www.atlasmining.com.ph/investor-relations/annual-stock-holders-meeting*
Online registration for participation by remote communication : *https://asmregister.atlasmining.com.ph/*

WE ARE NOT REQUESTING YOU FOR A PROXY and YOU ARE REQUESTED NOT TO SEND US A PROXY

Item 2. Dissenter's Right of Appraisal

No proposed action or matter will be presented for approval in the Meeting with respect to which Shareholders may exercise their appraisal rights under Title X of the Revised Corporation Code of the Philippines (RCC or the Code).

Under Section 80, Title X of the Code, a Shareholder of AT shall have the right to dissent and demand payment of the fair value of his shares of stock in the following instances:

(i) in case any amendment to the articles of incorporation has the effect of changing or restricting the rights of any Shareholder or class of shares, or of authorizing preferences in any respect superior to those of outstanding shares of any class, or of extending or shortening the term of corporate existence;
(ii) in case of sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of AT property and assets as provided in the Code;
(iii) in case of merger or consolidation; and
(iv) in case of investment of corporate funds for any purpose other than the primary purpose of the corporation.

Said appraisal right may be exercised by AT Shareholders who shall have voted against the proposed corporate action, by making a written demand on the Corporation within thirty (30) days after the date on which the vote was taken for payment of the fair value of their shares. Failure to make the demand within such period shall be deemed a waiver of the appraisal right. If the proposed corporate action is implemented or affected, AT shall pay to such Shareholders, upon surrender of the certificate or certificates of stock representing their shares, the fair value thereof as of the day prior to the date on which the vote was taken, excluding any appreciation or depreciation in anticipation of such corporate action.

Item 3. Interest of Certain Persons In or Opposition to Matters to be acted upon

No person who (i) has been a director or executive officer of AT or a nominee for election as a director, at any time since the beginning of the last fiscal year, or (ii) is an associate of the foregoing persons, has any substantial interest, direct or indirect, by security holdings or otherwise, in any matter to be acted upon in the Meeting. No incumbent director of the Corporation has given notice of his intention to oppose any action and/or matter to be taken up at the Meeting.

B. CONTROL AND COMPENSATION INFORMATION

Item 4. Voting Securities and Principal Holders thereof

a) Number of shares outstanding

As of 20 April 2021, AT has *3,559,532,774* issued and outstanding common shares, with the number of foreign-owned shares and local-owned shares stated below. Each common share entitles the Shareholder to notice of and to one (1) vote at, the AGM.

Nationality	*Class of Voting Shares*	*Number of Shares*	*Percentage (%)*
Filipino	Common	3,494,155,577	98.16
Non-Filipino	Common	65,377,197	01.84
Total Number of Shares Entitled to Vote		3,559,532,774	100.00

b) Record Date

All Shareholders of record as of 20 April 2021 are entitled to notice, participate and vote at the AGM

c) Manner of voting

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At all meetings of Shareholders, all elections and all questions shall be resolved by plurality of vote of Shareholders present and entitled to vote thereat, there being a quorum. With respect to the election of Directors, as provided in Section 23 of the RCC, the manner of voting shall be:

1. Each Shareholder shall have cumulative voting rights.
2. Each Shareholder shall have the right to cumulate its/his/her shares and give one nominee as many votes as the number of directors to be elected multiplied by the number of shares registered in its/his/her name shall equal, or it/he/she may distribute them on the same cumulative voting principle among as many nominees as it/he/she shall see fit; *provided*, that the aggregate number of votes cast by a Shareholder shall not exceed the number of shares registered in its/his/her name multiplied by the number of directors to be elected.
3. No condition precedent to the exercise of a Shareholder's right to cumulative voting exists.
4. The Corporation is not soliciting discretionary authority to cumulate votes.

Shareholder may nominate directors and vote for nominees in person or by proxy.

There will be no physical meeting on 14 June 2021 for the safety of everyone and in compliance with regulations prohibiting mass gatherings and imposition of community quarantine. Shareholders may participate in the virtual meeting either by remote communication by themselves or by Proxy or by casting their votes *in* absentia, the details of which can be found in *https://www.atlasmining.com.ph/investor-relations/annual-stock-holders-meeting*. To participate and vote in the virtual meeting, Shareholders must register and/or cast their votes by registering at *https://asmregister.atlasmining.com.ph/* until 04 June 2021.

Successfully registered Shareholders shall be provided access to the live streaming of the Meeting. Registered Shareholders may cast their votes in absentia through the Company's secure online voting facilty, *asmvoting.atlasmining.com.ph*, subject to validation procedures. A Shareholder who will participate through remote communication or in absentia shall be deemed present for purposes of quorum. The detailed guidelines for participattion and voting are provided in the *"Guidelines for Participating via Remote Communication and Voting in Absentia"* enclosed to the Information Statement (IS) and posted on PSE EDGE and on the Company's website, *https://www.atlasmining.com.ph/investor-relations/annual-stock-holders-meeting*.

We are not soliciting your proxy and the Corporation is not aware of any person soliciting a proxy pertaining to any matter to be acted upon during the Meeting. Any Shareholder who wishes to attend the Meeting by Proxy must submit a duly accomplished proxy (which need not be notarized) not later than 04 June 2021. Validation of proxies is set on 05 June 2021.

Relevant comments and question on the agenda items which are submitted by email bearing the subject *"ASM 2021 Open Forum"* to *Agm@atlasmining.com.ph* by 10 June 2021 will be considered during the open forum. Please visit https://www.atlasmining.com.ph/investor-relations/annual-stock-holders-meeting for complete information on the AGM.

d) Security Ownership of Certain Record and Beneficial Owners and Management

i. Security Ownership of Certain Record and Beneficial Owners (of more than 5%) as of 20 April 2021 (Record Date):

Title of Class	Name & Address of Record Owner	Name of Beneficial Owner & Relationship with Record Owner	Citizenship	*Amount and Nature of Ownership*[1]	*Percent of Class (%)*
Common	SM Investments Corporation ("SMIC")[2] 10th Floor, One E-Com Center Mall of Asia Complex, Pasay City (Shareholder)	SMIC	Filipino	1,212,028,143	34.05
Common	Alakor Corporation ("Alakor")[3] Quad Alpha Centrum 125 Pioneer St., Mandaluyong City (Shareholder)	Alakor	Filipino	473,042,661	13.30
Common	Anglo Philippine Holdings Corporation ("Anglo")[4] Quad Alpha Centrum 125 Pioneer St.,Mandaluyong City (Shareholder)	Anglo	Filipino	1,019,570,792	28.64
Common	PCD Nominee Corp. (Filipino)[5]	PCD participants acting for themselves or for their Clients[6]	Filipino	1,725,352,755	48.46

ii. Security ownership of Directors and Executive Officers of AT as of 20 April 2021:

Title of Class	Name of Directors / Officers and Position	No. of Shares Held[7]	Percent (%)	Nature of Ownership
Common	Alfredo C. Ramos[8] Chairman of the Board	1,508,514,687	42.38	Record & Beneficial Owner
Common	Frederic C. DyBuncio Vice-Chairman	1,001	0.00	Beneficial Owner
Common	Martin C. Buckingham Director	12,178,902	0.34	Beneficial Owner
Common	Isidro A. Consunji Director	95,991,305	2.70	Beneficial Owner
Common	Adrian Paulino S. Ramos Director/President	5,618,010	0.16	Beneficial Owner
Common	Gerard Anton S. Ramos Director	4,131,000	0.12	Beneficial Owner
Common	Jose T. Sio Director	1,001	0.00	Beneficial Owner

[1] *The listed beneficial or record owner has no right to acquire within thirty (30) days, from options, warrants, rights, privileges or similar obligations or otherwise coming from AT.*
[2] *The Board of Directors of SMIC has the power to decide how the shares held by SMIC are to be voted. The President and/or Executive Director of SMIC have been named and appointed to exercise the voting power of SMIC.*
[3] *The Board of Directors of Alakor has the power to decide how the shares held by Alakor are to be voted. The Chairman of the Board of Directors/President of Alakor has the power to vote the common shares of Alakor in AT.*
[4] *The Board of Directors of Anglo has the power to decide how the shares held by Anglo are to be voted. The Chairman of the Board of Directors/President of Anglo has been appointed to exercise the voting power of Anglo.*
[5] *PCD Nominee Corporation (Filipino) is not related to the Company.*
[6] *The Corporation has no information as to the beneficial owners of the shares of stocks of more than 5% of AT shares held by the PCD Nominee Corp. (Filipino) other than: (i) SMIC with 604,288,435 shares; (ii) Anglo with 53,570,500 shares and (ii) Alakor with 333,592,661 shares. Clients of the PCD participant have the power to decide how their shares are to be voted. There are no other individual shareholders who own more than 5% of Corporation.*
[7] *The listed beneficial or record owner has no right to acquire within thirty (30) days, from options, warrants, rights, privileges or similar obligations or otherwise coming from the Corporation.*
[8] Alakor Corporation and Anglo Philippine Holdings Corporation are indirect of Mr. Ramos

Common	Emilio S. de Quiros, Jr. Independent Director	1,000	0.00	Beneficial Owner
Common	Jose P. Leviste, Jr. Independent Director	100,000	0.00	Beneficial Owner
Common	Roberto Cecilio O. Lim Independent Director	100	0.00	Beneficial Owner
Common	Laurito E. Serrano Independent Director	2,000	0.00	Beneficial Owner
Common	Roderico V. Puno Corporate Secretary	0	0.00	N/A
Common	Alexie Jerome G. Jovellana Executive Vice President (EVP)/ Compliance Officer (CO)	0	0.00	N/A
Common	Fernando A. Rimando Chief Financial Officer/Chief Risk Officer & VP-Finance	0	0.00	N/A
Common	Maria Eleonor A. Santiago Asst. Corp. Sec./ Asst. Compliance Officer (CO)/ Head, Corporate Legal Affairs & CG	0	0.00	N/A
Common	Leila Marie P. Cabañes Treasurer	0	0.00	N/A
Common	Feliciano B. Alvarez Chief Audit Executive (CAE)	0	0.00	N/A
	All Directors and Officers as a Group	1,626,539,006	45.75%	

iii. Voting Trust Holders of 5% or More

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

iv. Changes in Control

There has been no change in the control or arrangement of the Corporation since the beginning of its last fiscal year. The Corporation is not aware of any arrangement which may result in a change in control of the Corporation.

Item 5. Directors and Executive Officers

a) Information regarding the Corporation's Directors and Officers

(1) *Identity of each of the Directors and Executive Officers.* The Corporation's Board of Directors ("BOD") is composed of eleven (11) members, elected by the Shareholders at the AGM to hold office for a period of one (1) year or until removed or replaced by a duly-elected and qualified successors. The principal officers of the Corporation are elected annually by the BOD during its organizational meeting following the AGM, each to hold office until removed or replaced by a duly elected and qualified candidate.

The Directors/Officers of the Corporation elected/appointed on 24 August 2020:

Name	*Board of Directors & Officers*	*Citizenship*	*Age*
Alfredo C. Ramos	Chairman of the Board of Directors	Filipino	77
Frederic C. DyBuncio	Vice Chairman of the Board of Directors	Filipino	61
Adrian Paulino S. Ramos	Director/ President	Filipino	42
Martin C. Buckingham	Director	British	68
Isidro A. Consunji	Director	Filipino	72
Gerard Anton S. Ramos	Director	Filipino	46

Jose T. Sio	Director	Filipino	80
Jose P. Leviste, Jr.	Independent Director	Filipino	75
Emilio S. de Quiros, Jr.	Independent Director	Filipino	72
Laurito E. Serrano	Independent Director/ Lead Director	Filipino	60
Roberto Cecilio O. Lim	Independent Director	Filipino	63
Roderico V. Puno	Corporate Secretary	Filipino	58
Alexei Jerome G. Jovellana	Executive Vice President /Compliance Officer	Filipino	49
Fernando A. Rimando	Vice President-Finance/Chief Financial Officer	Filipino	54
Leila Marie P. Cabanes	Treasurer	Filipino	46
Maria Eleonor A. Santiago	Asst. Compliance Officer/Asst. Corporate Secretary/ Head, Legal Affairs and Corporate Governance	Filipino	54

The BOD established the BOD Committees for the effective performance of its policy-making and oversight functions. The different BOD Committees and their respective chairman and members for 2020:

	Executive Committee (ExCom)	Audit Committee (AuditCom)	Board Risk Oversight Committee (BROC)	Corporate Governance Committee (CGC)	Related Party Transactions Committee (RPTC)
Frederic C. DyBuncio	C	M			
Adrian Paulino S. Ramos	M				
Jose T. Sio	M				
Isidro A. Consunji	M				
Gerard Anton S. Ramos	M	M			
Martin C. Buckingham	M				
Laurito E. Serrano (Lead ID)		C	M	M	M
Emilio S. de Quiros, Jr. (ID)		M	C	M	M
Jose P. Leviste, Jr. (ID)			M	C	C
Roberto Cecilio O. Lim (ID)		M	M		

The Chairmen and members of the CGC, RPTC and BROC are all Independent Directors (ID), while majority of the AuditCom including the Chairman are IDs.

(2) *Significant Employees:* The Corporation has no significant employees.

(3) *Family Relationships:* Other than those between Mr. Alfredo C. Ramos and his sons, Messrs. Adrian Paulino S. Ramos and Gerard Anton S. Ramos, there are no immediate family relationships among the directors and officers.

(4) *Involvement in Certain Legal Proceedings:* The Corporation is not aware of any legal proceeding of the nature required to be disclosed under Part IV, Paragraph (A), (4) of Annex C, SRC Rule 12, with respect to Directors, nominees for Directors, Controlling Person and Executive Officers of the Corporation during the past five (5) years up to the date of this IS that are material to an evaluation of the ability or integrity of any Director or Executive Officer, except pending charges against Independent Director (ID), Roberto Cecilio O. Lim, for (i) alleged false statement and perjury in applying with the City of Manila for demolition of his family's own property illegally occupied by complainants, dismissed by the Makati Prosecutor's Office and elevated to the DOJ; (ii) alleged unjust vexation, malicious mischief, grave coercion, etc. in carrying out the Final Demolition Order issued by the City of Manila by applying with Meralco to discontinue the power service to his family's own property illegally occupied by complainants and Meralco's action of removing and recovering its electric meters, now with the DOJ upon appeal and the others with the Metropolitan Trial Court (MTC) of Manila where 3 complainants have each withdrawn the cases filed and the remaining complainants scheduled to withdraw. The Corporation is likewise not involved in or aware of any material legal proceedings that may significantly affect the Corporation or any of its subsidiaries or affiliates.

Board of Directors, Profile and business experience

Alfredo C. Ramos has been a member of the Board of Directors ("BOD") of AT since 1989, and has served as its Chairman and President since 2 April 2013 until his resignation from the latter post on 1 April 2015. He is concurrently the incumbent (i) Chairman of the BOD of Carmen Copper Corporation ("CCC"), Anglo Philippine Holdings Corporation ("Anglo"), Anvil Publishing, Inc., and NBS Express, Inc.; (ii) Chairman of the BODs of Alakor Corporation ("Alakor"), National Book Store, Inc. ("NBSI"), The Philodrill Corporation, Vulcan Industrial & Mining Corporation, and United Paragon Mining Corporation ("UPMC"); (iii) Vice-Chairman of the BODs of MRT Development Corporation and Shang Properties, Inc.; and (iii) President of Abacus Book & Card Corporation, MRT Holdings Corporation, Power Books, Inc., TMM Management, Inc., and Zenith Holdings Corporation. Mr. Ramos obtained his bachelor's degree from the Ateneo de Manila University.

Frederic C. DyBuncio has been a member of the BOD since August 2011, and has served as its Vice-Chairman since August 2012. He is concurrently the President/Chief Executive Officer ("CEO") of SM Investments Corporation ("SMIC") and 2Go Group, Inc. and Vice Chairman of the BOD of CCC. Prior to holding the post, he was a career banker who spent over 20 years with JPMorgan Chase and its predecessor institutions. During his stint in the banking industry, he was assigned to various executive positions where he gained substantial professional experience in the areas of credit, relationship management and origination, investment banking, capital markets, and general management. He has worked and lived in several major cities including New York, Seoul, Bangkok, Hong Kong and Manila. He graduated from Ateneo de Manila University with a Bachelor of Science Degree in Business Management and finished a Master's Degree in Business Administration program from the Asian Institute of Management ("AIM").

Adrian Paulino S. Ramos has been a member of the BOD since July 2007, and has served as its President since April 2015. He is concurrently the President/Chief Operating Officer (COO) and Director of Anglo and Vulcan Industrial & Mining Corporation; Vice-President and Director of Alakor; Vice President/CFO of NBSI; Treasurer/Director of Alakor Securities Corporation, Peakpres Corporation and UPMC; and Director of CCC, The Philodrill Corporation and Zenith Holdings Corporation. He graduated from Ateneo de Manila University with a Bachelor of Science Degree in Management (Honors Program), Cum Laude and a Master's Degree in Business Administration (with Distinction) from the Kellogg School of Management, Northwestern University, Majors in Decision Sciences, Analytical Consulting and Accounting Information and Management.

Martin C. Buckingham has been a member of the BOD since December 1996 and served as its Executive Vice-President (EVP) from July 2002 until December 2018. He is currently the Chairman of Celsius Resources Ltd., a listed company on the Australian Stock Exchange (CLA: ASX) and a Director of its subsidiaries in Australia, United Kingdom, Africa and the Philippines. He is also a Director of CCC. He obtained his law degree from Cambridge University (United Kingdom).

Isidro A. Consunji has been a member of the BOD of AT and CCC since April 2012. He is currently a member of the Board of Semirara Mining and Power Corporation and the President of DMCI Holdings, Inc. He graduated with a degree in Bachelor of Science and Engineering from the University of the Philippines, and obtained his Master of Business Economics and Master of Business Management from the Asian Institute of Management (AIM). He took up Advance Management Program from IESE School in Barcelona, Spain.

Gerard Anton S. Ramos has been a member of the BOD since July 2007. He is concurrently holding the positions of Director/President of UPMC and Alakor Securities Corp.; Director/Vice-President of Alakor; Director/Vice-President/Corporate Secretary of NBSI; EVP/ Investments of Anglo; and Director of CCC and The Philodrill Corporation. He obtained his Bachelor of Science Degree in Management from the Ateneo de Manila University.

Jose T. Sio has been a member of the BOD since August 2011. He is the Chairman of the BOD of SMIC. Mr. Sio is also a director of China Banking Corporation, Belle Corporation, NLEX Corporation and Ortigas Land Corporation. He is an Independent Trustee of Far Eastern University, Inc., and Adviser to the BOD of BDO Unibank, Inc. and Premium Leisure Corp. He is a Certified Public Accountant, holds a Bachelor of Science Degree in Commerce (major in Accounting) from the University of San Agustin and obtained his Master in Business Administration from the New York University, USA. He is a former Senior Partner of SGV from 1977 to 1990 and was voted as CFO of the year in 2009 by the Financial Executives of the Philippines (FINEX). He was also awarded as Best CFO (Philippines) in various years by Hong Kong–based publications such as Alpha Southeast Asia, Corporate Governance Asia, Finance Asia and The Asset.

Laurito E. Serrano has served as an Independent Director since August 2012 and was elected as the Lead Independent Director since July 2017. He concurrently sits as a member of the BOD of CCC, Rizal Commercial Banking Corporation ("RCBC"), Pacific Online Systems, Inc., 2GO Group, Inc., Axelum Resources Corp., APC Group, Inc., and MRT Development Corporation. Mr. Serrano's professional experience which spans over 35 years covers, among others, financial advisory, project development engagements, transaction structuring, public debt/equity offerings, asset securitization and monetization, business acquisitions, investment promotion, audit services and other similar services. He started his career in SGV as member of the Audit and Business Advisory Group and later rose to the rank of Partner under the Corporate Finance Consulting Group of the same company.

Mr. Serrano is a Certified Public Accountant, has an MBA degree from the Harvard Graduate School of Business and a Bachelor of Science in Commerce degree (Cum Laude) from the Polytechnic University of the Philippines.

Emilio S. de Quiros, Jr. has served as an ID of AT since July 2017. He is currently an ID of Crown Equities, Inc. and Sunlife Investments Management & Trust Corporation. He has served as President and CEO of the Social Security System ("SSS") and as Chairman of the BOD of Belle Corporation. He was also a Vice Chairman/Director of the PSE Market Integrity Board, Director of Union Bank of the Phil., Philex Mining Corp., Philhealth Insurance Corporation, ALFM Peso Mutual Fund, ALFM Euro Mutual Fund, ALFM Growth Fund, Phil. Stock Index Fund. Prior to his appointment as President and CEO of SSS, he served as Executive Vice President (EVP) of Bank of the Philippine Islands ("BPI") and President of Ayala Life Insurance Inc., Ayala Plans and a Director of BPI Bancassurance Inc. Mr. De Quiros graduated from Ateneo de Naga with a Bachelor of Arts in Economics Degree (Cum Laude), and holds a Master of Arts in Economics Degree from the University of the Philippines.

*Jose P. Leviste, Jr. h*as served as an ID of AT since May 2019. Dr. Leviste is the Chairman of Constellation Energy Corporation, Enactus Philippines and Philippine Israel Business Council (PCCI). He is also (i) an ID of Pico De Loro Beach & Country Club and Investment Capital Corporation of the Philippines ("ICCP"); (ii) Vice Chairman of the Chamber of Mines of the Philippines ("COMP"); (iii) Director of the Philippine Chamber of Commerce and Industry ("PCCI"); (iv) Governor of the Canadian Chamber of Commerce. Dr. Leviste is a Senior Adviser of Italpina Development Corporation ("IDC") and the Asia Advisor of the Board for the Philippines of Sindicatum Sustainable Resources of Singapore, and a member of the Governing Council of the Philippine Council for Agriculture Aquatic and Natural Resources Research and Development (PCAARRD) of the Department of Science and Technology ("DOST") representing the private sector.

He completed his Bachelors of Arts Degree in Economics (with academic honors) from the Ateneo de Manila University and holds two (2) masters degrees: Economics from Fordham University, New York, and Business Administration from Columbia University, New York. He completed the Pacific Rim Management Program, Doing Business in Japan at the University of Southern California and he was a Fellow of the Asia Program of the Woodrow Wilson International Center in Washington DC. He was also a Business Associate of Asia Pacific Research Center of Stanford University. In 2007, he received his Doctor of Humanities, Honoris Causa from the Nueva Vizcaya State University for being an Outstanding Business and Technocrat.

Roberto Cecilio O. Lim, was elected as an ID in August 2020. He is a History/Political Science and Business Administration graduate from De La Salle University. He studied law at the University of the Philippines. He is currently an independent director of the Philippine Stock Exchange (PSE) and Asian Terminals, Inc. where he is the Chairman of the Audit Committee and a member of the Risk Committee. He is at present the Vice Chairman and Executive Director of Air Carriers Association of the Philippines (ACAP) and the Chairman of InteliConsult Corporation. Aside from working for the government as Undersecretary of the Department of Transportation for Aviation and Airport from 2016 to 2017 and the 1986 Constitutional Commission, he also worked for ACCRALAW; Philippine Airlines as Vice President, General Counsel and Corporate Compliance Officer; Abacus International as Director and Corporate Secretary; and International Air Transport Association (IATA) Philippines as Country Head. He also joined the academe where he taught Transportation Law, Administrative Law and Corporate Governance at the joint MBA/Law degree of the De La Salle University and Far Eastern University. He is currently teaching Transportation Law in the Lyceum of the Philippines University College of Law and has been a speaker in international forums.

Atty. Lim took up Masters of Law at King's College in England and worked in London and Sydney to practice commercial, insurance, maritime and aviation law. He also worked in the London insurance market. He is qualified as a member of the Australian Institute of Company Directors and also the Institute of Corporate Directors in the Philippines

Directorship Period

Name	*Period Served*
Alfredo C. Ramos	1989 to present
Frederic C. DyBuncio	2011 to present
Adrian Paulino S. Ramos	2007 to present
Martin C. Buckingham	1996 to present
Isidro A. Consunji	2012 to present
Gerard Anton S. Ramos	2007 to present
Jose T. Sio	2011 to present
Laurito E. Serrano	2012 to present
Emilio S. de Quiros, Jr.	2017 to present
Jose P. Leviste, Jr.	2019 to present
Roberto Cecilio O. Lim	2020 to present

Directorships in other Reporting Companies

Name of Director	*Reporting Company*	*Position*
Alfredo C. Ramos	Anglo Philippine Holdings Corporation	BOD Chairman
	The Philodrill Corporation	BOD Chairman & President
	Vulcan Industrial & Mining Corporation	BOD Chairman
	United Paragon Mining Corporation	BOD Chairman
	Shang Properties	BOD Vice Chairman
Frederic C. DyBuncio	SM Investments Corporation	President/CEO/Director
	2GO Group	President/CEO/Director
Adrian Paulino S. Ramos	Anglo Philippine Holdings Corporation	President/COO/Director
	Vulcan Industrial & Mining Corporation	President/Director
	United Paragon Mining Corporation	Treasurer/Director
	The Philodrill Corporation	Director
	Alakor Securities Corp.	Treasurer/Director
Isidro A. Consunji	Semirara Mining and Power Corporation	Director
	DMCI Holdings, Inc.	President/Director
Gerard Anton S. Ramos	United Paragon Mining Corporation	President/Director
	The Philodrill Corporation	Director
	Anglo Philippine Holdings	Director
	Alakor Securities Corp.	President/Director
Jose T. Sio	Belle Corporation	Director
	China Banking Corporation	Director
	Far Eastern University, Incorporated	Independent Trustee
Martin C. Buckingham	Celsius Resources Ltd	BOD Chairman
Emilio S. de Quiros, Jr.	Crown Equities	Independent Director
	Sun life Investment Management & Trust Corporation	Independent Director
Laurito E. Serrano	Rizal Banking Commercial Banking Corporation	Independent Director
	Pacific Online Systems, Inc.	Independent Director
	2GO Group	Independent Director
Roberto Cecilio O. Lim	Asian Terminal Inc.	Independent Director
	Philippine Stock Exchange Inc	Independent Director

Attendance in Shareholders' Meeting

As reflected in the Minutes of the Annual General Meeting of the Shareholders (AGM) held on 24 August 2020, Annex "A" hereof, and in the Minutes of the AGMs and Special Shareholders' Meeting of the Corporation for the past 5 years, all of AT's Directors were present and attended the Shareholders' Meetings.

Attendance in Board Meetings from January 2020 up to present

	06 May 2021 Regular	26 March 2021 Regular	13 January 2021 Regular	28 October 2020 Regular	24 August 2020 Organizational	04 August 2020 Regular	13 July 2020 Special	11 March 2020 Regular	%
Alfredo C. Ramos	√	√	√	√	√		√	√	80
Frederic C. DyBuncio	√	√	√	√	√	√	√	√	100
Adrian Paulino S. Ramos	√	√	√	√	√	√	√	√	100
Jose T. Sio	√	√	√		√	√	√	√	80
Isidro A. Consunji	√	√	√	√	√	√	√	√	100
Gerard Anton S. Ramos	√	√	√	√	√	√	√	√	100
Martin C. Buckingham	√	√	√	√	√	√	√	√	100
Laurito E. Serrano (Lead ID)	√	√	√	√	√	√	√	√	100
Emilio S. de Quiros, Jr. (ID)	√	√	√	√	√	√	√	√	100
Jose P. Leviste, Jr. (ID)	√	√	√	√	√	√	√	√	100
Roberto Cecilio O. Lim (ID)	√	√	√	√	√	NA*	NA*	NA*	100

**Atty. Roberto C.O. Lim was elected as ID on 24 August 2020*

Attendance in BOD Committee Meetings from January 2020 up to date:

Executive Committee (ExCom)

Directors	15 January 2020 Regular	22 May 2020
Frederic C. DyBuncio (Chairman)	√	√
Adrian Paulino S. Ramos	√	√
Jose T. Sio	√	
Isidro A. Consunji	√	√
Gerard Anton S. Ramos	√	√
Martin C. Buckingham	√	√

Audit Committee (AuditCom)

Directors	06 May 2021	18 March 2021	15 October 2020	22 May 2020	04 March 2020
Laurito E. Serrano (Lead ID) (Chairman)	√	√	√	√	√
Emilio S. de Quiros, Jr. (ID)	√	√	√	√	√
Roberto Cecilio O. Lim	√	√	√	√	√
Frederic C. DyBuncio	√	√	√	√	√
Gerard Anton S. Ramos	√	√	√	√	√

Board Risk Oversight Committee (BROC)

Directors	06 May 2021	11 February 2021	26 October 2020	26 June 2020	21 May 2020
Emilio S. de Quiros, Jr. (ID)	√	√	√	√	√
Laurito E. Serrano (Lead ID)	√	√	√	√	√
Jose P. Leviste, Jr. (ID)	√	√	√	NA*	NA*
Roberto Cecilio O. Lim (ID)	√	√	√	NA**	NA**

** Mr. Jose P. Leviste, Jr. became a member of BROC on 24 August 2020*
***Atty. Roberto C.O. Lim was elected member of BROC on 24 August 2020*

Corporate Governance Committee (CGC)

Directors	11 February 2021
Roberto Cecilio O. Lim (ID)	√
Emilio S. de Quiros, Jr. (ID)	√
Jose P. Leviste, Jr. (ID)	√

Nomination of Directors

(1) The current Directors nominated to the BOD seats for 2021-2022 are the following: *Messrs.* Alfredo C. Ramos, Frederic C. DyBuncio, Adrian Paulino S. Ramos, Martin C. Buckingham, Isidro A. Consunji, Gerard Anton S. Ramos, Jose T. Sio, Emilio S. de Quiros, Jr. (ID) and Dr. Jose P. Leviste (ID) and Atty. Roberto Cecilio O. Lim (ID). None of the current directors and nominees, including nominees for IDs, is connected with the government. The 10 candidates for directors seats were nominated through the nomination process determined and implemented by the CGC.

The Final List of Candidates for election to the seats reserved for IDs and the Shareholders who nominated them:

Nominees for Independent Directors	Nominated by:	Relationship
Emilio S. de Quiros, Jr.	Anglo Philippine Holdings Corporation	None
Jose P. Leviste, Jr.	SM Investments Corporation	None
Roberto Cecilio O. Lim	SM Investments Corporation	None

(2) To the best of the Corporation's knowledge, the nominees for ID, *Messrs.* de Quiros, Leviste and Lim, possess the qualifications and none of the disqualifications for the position of ID pursuant to *SRC Rule 38*. Messrs. de Quiros, Leviste and Lim, have no existing relationship or affiliation with the Corporation other than that created by virtue of their election/nomination as AT's and CCC's IDs. They also have no existing relationship or affiliation with Alakor, Anglo or SMIC.

No Independent Director has exceeded the term limit as stated in *SEC MC No. 4 Series of 2017 re: Term Limit of ID.* Based on the information provided to the Corporation and to the best of the Corporation's knowledge, none of its incumbent Directors and Officers or nominees for directors' and officers' positions is working for or with the government. Copies of the Certificate of Qualification for IDs of *Messrs.* de Quiros, Leviste and Lim are enclosed.

(3) No Director has resigned or declined to stand for re-election to the BOD since the date of the last AGM because of disagreement with the Corporation on any matter relating to the Corporations operations, policies or practices.

The CGC in pre-screening the qualifications of the nominees, considered the nomination letters for IDs submitted by Shareholders of record. Taking into consideration the qualifications and disqualifications provided in the Code of Corporate Governance, the Corporation's By-Laws, CGC Charter, SRC and the criteria prescribed in the SRC Rule 38, the CGC has determined that the nominees for independent directors are qualified to sit in the BOD as IDs.

The members of the Corporation's CGC, all of whom including the Chairman are ID, are the following: (i) Roberto C.O. Lim (ID) – Chairman; (ii) Emilio S. de Quiros, Jr. (ID) - Member; and (iii) Jose P. Leviste, Jr.– Member; .

All Directors, including new Directors, attend and participate in the annual continuing education programs sponsored by the Corporation to keep the Directors abreast of the latest developments in corporate governance and directorship. All the Directors attended the continuing seminar on Corporate Governance in 2020.

Executive Officers of the Corporation

Roderico V. Puno has served as the Corporate Secretary of AT and CCC since September 2006. He is the Managing Partner of Puno and Puno Law Offices. His expertise extends not only in the practice of energy, corporate, banking and finance arbitration laws but also in real estate, utilities regulation, securities, infrastructure and other similar commercial transactions. His esteemed stint in the practice of Phil. Energy laws propelled him to be one of the drafters and implementers of the Electric Power Industry Reform Act. He obtained his Bachelor of Arts in Political Law and Bachelor of Laws Degree from the Ateneo de Manila University and his Masters of Law (with Honors) from Northwestern University in Chicago. He is recognized by all the reputable international ranking agencies and publications as one of the leading Philippine Lawyers in Business Law.

Alexei Jerome G. Jovellana is a Certified Public Accountant. He has served as Executive Vice President and Compliance Officer of AT since November 2018 and August 2020 respectively. He is likewise a Vice President of SM Investment Corporation since January 2018. Prior to joining SMIC and AT, he was with Silangan Mindanao Mining Company, Inc. (SMMCI), a subsidiary of Philex Mining Corporation, as its CFO and Project Director. He has also a stint overseas, serving as Director for PT Petrosea Tbk, a subsidiary of Indika Energy Tbk, the 4th largest coal mining company in Indonesia. His past experiences include being an Auditor, Equity Analyst, Financial Planning Analyst and Investment Analyst. He obtained his Bachelor's Degree in BS Accountancy from De La Salle University – Taft in 1995.

Fernando A. Rimando has served as the Chief Finance Officer (CFO) and Vice President of AT since September 2012. He was appointed as the Chief Risk Officer (CRO) of AT in 2018. Mr. Rimando is also the CFO and Vice President of CCC. He has more than 30 years of experience in the fields of audit and finance and has held executive positions in the mining, energy and telecommunication industries. He is a Certified Public Accountant with a Bachelor of Commerce in Accountancy Degree obtained from Saint Louis University.

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

Feliciano B. Alvarez has served as the Chief Audit Executive (CAE) of AT and CCC from 2013-2018 and in 2020 up to this date. He was the AVP for Quality Control and Risk Management in 2019. He is Certified Public Accountant (CPA) and Certified Internal Auditor (CIA) with 20+ years of experience in the field of internal audit, quality control, risk management, cost management and corporate planning within the mining and metals industry, professional services industry, retailing and food chain industry. Prior to joining AT, he was the AVP for Corporate Planning in Rapu-Rapu Mining, Internal Audit Manager in Figaro Coffee Company, and Senior Assurance Auditor in SGV. He graduated from Wesleyan University – Philippines with a degree of Bachelor of Science in Accountancy.

Maria Eleonor A. Santiago has served as Assistant Corporate Secretary/Head, Legal Affairs and Corporate Governance of AT and CCC since September 2015. She was the Compliance Officer (CO) of AT from September 2015 to July 2020 and as Asst. CO since August 2020. Prior to joining AT, she was in the mining, real estate and information technology industries, both in private and publicly listed companies. She obtained her Bachelor of Arts in Political Science from the University of the Philippines and Bachelor of Laws Degree from the San Beda College of Law. She also finished the Strategic and Business Economics Program at the University of Asia and the Pacific.

b) Certain Relationships and Related Transactions

A summary on the proposed issuance of warrants and the underlying common shares as a result of the exercise of the warrants, as previously disclosed since 2017, is reiterated below. Aside from this warrants issuance and those stated in *Note 23 (Related Party Disclosures*), Pages 76-78 of the *Notes to the AT and Subsidiaries (the "AT Group") Audited Consolidated Financial Statements ("AFS")* for the year ended 31 December 20120 there are no known related party transactions during the last two (2) years. The AT Group's related party transactions are under terms that are no less favorable than those arranged with third parties.

Material related party transactions, if any, are reviewed by the Related Party Transactions Committee (RPTC) of the BOD and are disclosed. No complaint was received by the Corporation regarding any related party transactions. No director has entered into self-dealing and related party transactions in 2020.

➢ *Proposed Issuance of Warrants and the Underlying Common Shares as a result of the exercise of the Warrants.*

In 2017, to refinance the US$300 Million existing bonds of its wholly-owned subsidiary, CCC, as well as its existing bank debts and Shareholders' advances into a subordinated loan with warrants, AT approved the issuance of approximately 5.6 Billion Warrants (the "Warrants") and the corresponding 5.6 Billion Underlying Common Shares as a result of the exercise of the Warrants. The Warrants shall be issued to the following substantial Shareholders or their assigns: SMIC, Anglo and Alakor, at the Exercise Price of Php4.3842, the 90-day VWAP preceding the Pricing Date of 16 November 2016.

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The number of Warrants to be issued of around 5,541,191,780 shall be subject to change or revision: SMIC (5,349,908,307 Warrants), Anglo (153,026,778 Warrants), and Alakor (38,256,695 Warrants), all with the same number of Underlying Common Shares of Stock. On 21 February 2017, AT's Shareholders approved the Warrants issuance and the Underlying Common Shares as a result of the exercise of the Warrants. AT also obtained a waiver of the conduct of a rights or public offer for the issuance of the Underlying Common Shares as a result of the exercise of the Warrants by a majority vote representing the outstanding shares held by the minority Shareholders present or represented at the meeting. As of 31 December 2020 no Warrants was issued by the Corporation.

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

- Entitlement ratio is 1:1, each Warrant is entitled to subscribe to one (1) common share of stock of the Corporation.
- Exercise period of the Warrants shall be from the date of issue of the Warrants up to the day immediately preceding the date of the seventh (7th) anniversary of the date issue. Expiry date is the 7th anniversary of the Warrants issuance.
- Basis of determining the Exercise price of Php4.3842 is the 90-day VWAP preceding the pricing date, 16 November 2016.
- The Warrants constitute direct, unsecured and unsubordinated obligations of AT and will at all times rank *paripassu* without preference among themselves and with all other outstanding unsecured and unsubordinated obligations, past and future.
- Exercise of the Warrants is subject to all applicable laws, regulations and practices in force on the relevant exercise date.
- Warrants are exercisable on any business day during the Exercise Period.
- The Corporation may, but is not obligated, at any time to purchase the Warrants at any price.
- Exercise of the Warrants is subject to all applicable laws, regulations and practices in force on the relevant Exercise Date.
- AT may modify the terms and conditions without the consent of the Warrant Holders which the Corporation may deem necessary or desirable provided the modification is not materially prejudicial to the interests of the Warrant Holders.
- If any Event occurs which would reasonably be expected to have an effect on the Exercise Price, upon written opinion of an Independent Investment Bank, adjustments shall be made as appropriate on account of such Event.
- Timetable for the issuance of Warrants will be upon obtaining: (i) Shareholders' approval to the increase in the authorized capital stock (ACS) and amendment to Article VII of AT's Articles of Incorporation (AOI); and (ii) SEC approval of the increase in ACS and amendment to AOI, other regulatory approvals and compliance with all legal requirements.

The Corporation has no parent company. AT's substantial Shareholders with the percentage of voting securities are discussed in Clause VI, Part IV Management Report.

Item 6. Compensation

1) *Executive Compensation of Executive Officers.* Aggregate cash compensation paid during the last three (3) fiscal years ended 31 December 2020 to the five (5) most highly compensated officers and to all other officers as a group, including the estimate for 2021 are shown below.

2) *Summary Compensation Table*

		Aggregate annual cash compensation (Php)		
(a) Name and Principal Position	*(b) Year*	*(c) Salaries*	*(d) Bonuses*	*(e) Other compensation*
President/Chief Executive Officer (CEO) & four (4) Most Highly Compensated Officers: *(1) Adrian Paulino S. Ramos, CEO/President* *(2) Fernando A. Rimando, Chief Financial Officer (CFO), VP-Finance, Chief Risk Officer (CRO)* *(3) Feliciano B. Alvarez, Chief Audit Executive (CAE), AVP- Internal Audit* *(4) Leila C. Cabañes, Treasurer, Manager-Treasury & Commercial Development* *(5) Amour A. Belen, Manager – Finance Department*	2021 (estimate)	19,180,288	-0-	-0-
	2020	19,180,288	-0-	-0-
	2019	18,031,898	-0-	-0-
	2018	26,031,286	-0-	-0-
All other officers as a group	2021 (estimate)	-0-	-0-	-0-
	2020	-0-	-0-	-0-
	2019	-0-	-0-	-0-
	2018	-0-	-0-	-0-

3) *Compensation of Directors/Committee Members.* As of 31 December 2020, the Directors as a group received Php6.79m. There are no other arrangements pursuant to which any Director was compensated, or is to be compensated, directly or indirectly, during the Corporation's last completed fiscal year and the ensuing year, for any service provided as a director. Each of the members of the BOD received the following remuneration as Director for 2020:

Name	Total Amount (Php)
<u>*Independent Directors*</u>	
Laurito E. Serrano (Lead ID)	1,800,000.00
Fulgencio S. Factoran, Jr.*	50,000.00
Emilio S. de Quiros, Jr.	1,800,000.00
Jose P. Leviste, Jr.	1,800,000.00
Roberto Cecilio O. Lim**	600,000.00
<u>*Regular Directors*</u>	
Alfredo C. Ramos	40,000.00
Adrian Paulino S. Ramos	50,000.00
Frederic C. DyBuncio	70,000.00
Gerard Anton S. Ramos	60,000.00
Isidro A. Consunji	40,000.00
Jose T. Sio	30,000.00
Martin C. Buckingham	50,000.00

** Atty Facturan served as ID in 2020 until his passing in April 2020*
*** Atty. Lim was elected as ID in August 2020*

4) *Employment Contracts, Termination of Employment and Change-in-Control Arrangements.* There is no compensatory plan or arrangement, including payments to be received from the Corporation, with respect to a named executive officer, if such plan or arrangement results or will result from the resignation, retirement or any other termination of such executive officer's employment with the Corporation and its subsidiaries or from a change-in-control of the Corporation or a change in the named executive officer's responsibilities following a change-in-control.

   There were no changes in employment and control arrangements as of 31 March 2021.

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

   Salient terms/features of the CSOP: (i) *Number of underlying shares*: 50,000,000 shares to be taken out of the unissued portion of the Corporation's ACS; 25,000,000 shares earmarked for the first-tranche optionees. (ii) *Option Period*: Three (3) years from the date the stock option is awarded to the optionees, 14 July 2011. (iii) *Vesting Period*: Subscription rights covering 1/3 of shares of stock will vest during each year of the 3-year option period. (iv) *Exercise Price*: Php10 per share.

   Extent of stock option award under the CSOP as of 2014 to the three most highly compensated officers at that time and to all other directors and officers collectively:

Name	*Position*	*No. of Shares*
Alfredo C. Ramos	Chairman& previous President	4,385,970
Martin C. Buckingham	EVP and Director	3,508,770
Adrian Paulino S. Ramos	President	2,631,570
Other officers and directors as a group		3,491,236
Total		*14,017,546*

   Qualified employees who were previously granted stock option awards exercised their subscription rights with respect to: 1,183,604 shares with total subscription price of Php11,836,040 in the year 2014, 1,754,190 shares with total subscription price of Php17,541,900 in 2013 and 2,215,788 shares with total subscription price of Php22,157,880 in 2012.

   For the last completed fiscal year and 3 years prior, no movement/adjustment on the exercise price of stock options previously awarded to any of the officers/directors covered, whether through amendment, cancellation or replacement, or any means.

Item 7. Independent Public Accountants

a) *Sycip Gorres Velayo & Company* ("SGV") is the external auditor for the current year. SGV will be recommended to the Shareholders for re-appointment as external auditor at the scheduled AGM. The Shareholders and BOD, upon the recommendation of the AuditCom, approved the election of SGV as the external auditor for 2020 based on its performance and qualifications, and the fixing of audit fees.

   The Corporation has engaged SGV as the external auditor with Mr. Jose Peptio E. Zabat III as the Partner In-Charge beginning audit year 2018. AT has always faithfully complied with the five (5)-year rotation requirement with respect to its external auditor's certifying partner.

b) Representatives of SGV are expected to be present at the Meeting and they will have the opportunity to make a statement if they desire to do so, and are expected to be available to respond to questions raised whenever appropriate or necessary.

c) SGV has been the Corporation's independent accountant since 1958. No independent accountant engaged by the Corporation has resigned, or has declined to stand for re-election, or was dismissed, and the Corporation has engaged no new independent accountant. The Corporation has not had any disagreement on accounting and financial disclosures with its current independent accountant/external auditor for the same periods or any subsequent interim period.

d) The aggregate fees paid to SGV for the years ended 31 December 2020, 2019 and 2018 for the following services: (i) audit of the AT Group's annual financial statements, (ii) tax compliance and advice, and (ii) other related services involving the examination of AT's or CCC's books of account:

Particulars		*2020*		*2019*		*2018*
Audit	Php	3,600,000	Php	3,600,000	Php	3,600,000
Tax compliance/advice related services		746,000		680,000		180,000
Total	Php	4,346,000	Php	4,280,000	Php	3,780,000

e) There were no other professional services rendered by SGV during the period. The Corporation did not engage any other firm for tax accounting, compliance, advice, planning and any form of tax services covering the year 2020.

SGV presented to the AuditCom and BOD their Audit Plan prior to the commencement of the audit services. The Audit Plan, as reported, covered the audit scope and objectives, methodology, applicable accounting standards and timetable among others.

The members of the Corporation's AuditCom, majority of whom including the Chairman are ID, are the following: (i) Laurito E. Serrano (ID) – Chairman; (ii) Emilio S. de Quiros, Jr. (ID) - Member; (iii) Roberto C.O. Lim (ID) – Member; (iv) Frederic C. DyBuncio – Member, and (v) Gerard Anton S. Ramos - Member.

Item 8. Compensation Plans

Other than for the proposed amendment of the By-law provision on the grant of reasonable compensation and per diems to the Directors as discussed in Item 17 hereof, no action respecting any plan pursuant to which cash or non-cash compensation may be paid or distributed shall be presented for approval during the AGM, hence not applicable.

C. ISSUANCE AND EXCHANGE OF SECURITIES

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

No action is to be taken with respect to any authorization or issuance of securities.

Item 10. Modification or Exchange of Securities

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

Item 11. Financial and other information

This item is deemed not applicable there being no action to be taken with respect to any matter specified in items 9 or 10 above. The *AT Group AFS* for the year ended 31 December 2020 and the Quarterly Report in SEC Form 17-Q for the first quarter of 2021 are incorporated herein by reference.

Item 12. Mergers, Consolidations, Acquisitions and Similar Matters

No action involving any of the following shall be presented to the Shareholders for approval during the Meeting: (i) merger or consolidation; (ii) acquisition by AT or any of its security holders of securities of another person; (iii) acquisition by the Corporation of any other going business or of the assets thereof; (iv) sale or other transfer of all or any substantial part of the assets of AT; or (v) liquidation or dissolution.

Item 13. Acquisition or Disposition of Property

No action with respect to the acquisition or disposition by the Corporation of any property shall be presented to the Shareholders for approval.

Item 14. Restatement of Accounts

No action is to taken with respect to the restatement of the Corporation's asset, capital or surplus account.

D. OTHER MATTERS

Item 15. Action with respect to Reports

There is no action to be taken with respect to any report of the Corporation or of its Directors, Officers, Committees, except for the approval and/or ratification of the following reports/matters:

a. Minutes of the AGM held on 24 August 2020;
b. AFS and Annual Report for the year ended 31 December 2020;
c. Acts and Resolutions of the BOD & Management beginning 24 August 2020 and ending on the date of the AGM; and
d. Appointment of SGV as external auditor for fiscal year 2021

For item (a) above, any action on the part of the Shareholders will not constitute approval or disapproval of the matters referred to in said minutes as the same are deemed to have been approved. The following were approved during the 2020 AGM: (i) Annual Report and AFS for the fiscal year ended 31 December 2019; (ii) Election of Directors for 2020-2021; (iii) Acts and Resolutions of the BOD & Management from 07 May 2019 to 24 August 2020; and (iv) Election of SGV as the Corporation's external auditor for the fiscal year 2020. Minutes of the 24 August 2020 AGM are available for inspection by any Shareholder at the Office of the Corporation during business hours. The said Minutes are likewise appended to the IS as Annex "A" and are uploaded to the Company's website and may be viewed through the following links: *https://www.atlasmining.com.ph/investor-relations/annual-stock-holders-meeting* and *https://www.atlasmining.com.ph/company-disclosures/minutes-asm*

Furthermore, the following matters with respect to item (a) above which will be presented for approval during the AGM reflect the proceedings during the meeting, including: (i) description of the voting and vote tabulation procedures used in the meeting including the engagement and presence of the third party validator for the meeting, (ii) description of the opportunity given to Shareholders to ask questions, (iii) the list of directors and officers and Shareholders who participated in the meeting, as duly certified by the Corporate Secretary and verified by the Stock and Transfer Agent and further validated by the third party validator. A copy of the minutes is enclosed herewith.

For item (b), the AT Group AFS as of 31 December 2020 are attached to the IS for the review and approval of the Shareholders.

For item (c), no material corporate action was approved by the Corporation's BOD during the period beginning 24 August 2020 and ending on the date of this IS[9] other than those disclosed to the SEC and PSE. In compliance with the *PSE Disclosure Rules, SRC* and its *IRR*, AT promptly discloses material actions and resolutions taken by the BOD. There are no other matters that would require approval of the Shareholders.

The affirmative vote of a majority of the votes cast by Shareholders shall be necessary for the approval of items (a), (b), (c) and (d).

For the period ended 31 December 2020, there is no self-dealings or related-party transactions by any Director which requires disclosure.

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[9] *Any material action to be taken by the Corporation's BOD during the period between the date of this information statement and the date of the Meeting shall be presented for ratification at the Meeting.*

Item 16. Matters Not Required to be Submitted

Although Article XV of the current By-laws of the Corporation provides that the said By-laws may be amended or revised at any meeting of the Board of Directors by the majority vote of the full Board, the Corporation deem it prudent, in keeping with good corporate governance practice and transparency, to submit to a vote of the Shareholders the proposed amendments of some provisions of the Corporation's By-laws, the details of which are fully discussed in Item 17 below. Aside from the proposed By-laws amendments, no action is to be taken with respect to any other matter which is not required to be submitted to a vote of the Shareholders.

Item 17. Amendment of Charter, By-Laws or Other Documents

By-laws of the Corporation

To align the By-Laws with the newly issued Revised Corporation Code (RCC), various SEC memos and/or to authorize certain standards, procedures and rules the Corporation shall follow for efficient operation, the following proposed amendments to the Corporation's By-Laws shall be submitted to the Shareholders for their approval:

Article I. Meetings of Stockholders

Section 1 For the purpose of adding another mode or manner of giving notice of meetings of Shareholders, not only by mail but also through electronic mail, publication in newspapers or any other means of communication and such notice to be given not less than 21 days prior to the date of meeting.

Section 2. For the purpose of (i) giving a Shareholder of record the option to participate or vote in meetings not only in person or through a proxy but also through remote communication or in absentia (ii) granting a Shareholder the right to propose the holding of a special meeting subject to the guidelines provided under the Revised Corporation Code, other relevant laws, and rules and regulations issued by the Securities and Exchange Commission.

Section 4. For the purpose of counting as present for purposes of quorum a Shareholder who participates through remote communication or vote in absentia.

Article II. Board of Directors

Section 1. For the purpose of increasing the number of independent directors in the Board of Directors from two (2) to at least 20% of the Board.

Article III. Meetings of the Directors

Section 1. For the purpose of providing when the Board of Directors shall conduct regular meetings, at least once every quarter.

Section 2. For the purpose of including the Chairman to call a special meeting of the Board.

Section 4. For the Board of Directors to hold meetings not only physically but also through remote communication and for notice of Board meeting to be given not only through mail, telephone or telegraph but also through electronic mail or any other means of communication.

Article V Compensation of Directors

Section 1. For the purpose of granting directors reasonable compensation and per diem.

Article VI. Officers of the Corporation

Section 1. For the purpose of adding in the list of corporate officers the Compliance Officer.

Article XV. Change in By-Laws

Section 1: The Directors should be apprised prior to the meeting in case proposed amendments to the By-Laws will be included as an agenda item and to be taken up during any Board meeting, thus it is proposed that no prior notification or information of any proposed revision or amendment should be deleted.

Item 18. Other Proposed Actions

None

Item 19. Voting Procedures

AT's By-Laws does not prescribe a manner of voting. Each Shareholder entitled to vote may cast the vote to which the numbers of shares he/she owns entitles him/her. All matters to be brought for approval of the Shareholders at this year's AGM require for approval only a majority of the shares present or represented by Proxy provided a quorum is present. Except as to the election of directors, the manner of voting shall be non-cumulative. All votes cast shall be counted under the supervision and control of the Corporate Secretary and/or the Assistant Corporate Secretary.

There will be no physical meeting on 14 June 2021 for the safety of everyone and in compliance with regulations prohibiting mass gatherings and imposition of community quarantine. Shareholders may participate in the virtual meeting either by remote communication by themselves or by Proxy or by casting their votes in absentia. To participate and vote in the virtual meeting, Shareholders must register and/or cast their votes by registering at *asmregister.atlasmining.com.ph* until 4 June 2021.

Successfully registered Shareholders shall be provided access to the live streaming of the Meeting. Registered Shareholders may cast their votes in absentia through the Company's secure online voting facilty, *asmvoting.atlasmining.com.ph,* subject to validation procedures. A Shareholder voting electronically in absentia shall be deemed present for purposes of quorum. The *"Guidelines for Participating via Remote Communication and Voting in Absentia"* is herein enclosed to the Information Statement (IS) and posted on the Company's website and PSE Edge.

Relevant comments and question on the agenda items which are submitted by email bearing the subject "ASM 2021 Open Forum" to *Agm@atlasmining.com.ph* by 10 June 2021 will be considered during the open forum.

Please visit *https://www.atlasmining.com.ph/investor-relations/annual-stock-holders-meeting* for complete information on the AGM.

PART II
Information required in proxy form

The Corporation is not making any solicitation of proxies. Statement that proxies are not solicited:

We are not asking you for a proxy and you are requested not to send a proxy.

PART III
Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in Pasay City on 10 May 2021.

ATLAS CONSOLIDATED MINING AND DEVELOPMENT CORPORATION

By:

Maria Eleonor A. Santiago
Assistant Corp. Sec. and Compliance Officer

PART IV
Management Report

I. Consolidated Audited Financial Statements

The *AT Group AFS 2020* and the *Interim Financial Statements for the Quarter ended 31 March 2021* are incorporated herein for reference.

II. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

Please refer *to Item 7, B. Control and Compensation Information, Part I. Information Required* of the Information Statement (IS) for the discussion on and profile of SGV and the identity of its partner who examined the Corporation's financial statements for the past years.

There has been no disagreement between AT and SGV on any matter of accounting principles or practices, auditing scope or procedure, or accounting and financial statement disclosures. No independent accountant who was engaged to audit the Corporation or a significant subsidiary has resigned or was dismissed or otherwise ceased performing services for the Corporation.

III. Management's Discussion and Analysis or Plan of Operation

(1) As of 31 March 2021

The table below shows the consolidated results of operations of Atlas Consolidated Mining and Development Corporation ("AT" or "Atlas Mining" or the "Parent Company") and its subsidiaries (collectively, the "Group") for the three (3)-month period ending 31 March 2021 and 2020:

(amounts in PHP millions)	*3/31/2021*	*3/31/2020*	*% Change*
Consolidated net income/(loss)	420	(37)	NA
Consolidated income/(loss) from operations	836	610	37%
Consolidated gross revenues	3,576	4,040	-11%
Consolidated net revenues	3,455	3,815	-9%
Costs and operating expenses	2,619	3,205	-18%
Net income/(loss) attributable to Equity holders of the parent	420	(37)	NA

AT reported a net income of Php420 million for the first quarter of 2021 compared to the net loss of Php37 million for the same period in 2020. Sustaining its stable operation has enabled the significant turn-around in the bottom line as it was able to capture the increase in copper prices which more than offset the lower volume of production and shipments.

The increase in metal prices continued in the first quarter this year where copper price increased by 55% to $3.93/lb and gold price also continued to improve by 14% to USD1,797/ounce compared to the same period last year.

Atlas Mining's wholly-owned subsidiary, Carmen Copper Corporation (CCC or Carmen Copper), reported lower production due to the lower grades of ore milled as these were sourced from stockpiles. Copper grades were lower by 33% from 0.321% to 0.215%; while gold grade decreased by 19% from 7.12 grams/dmt to 5.77 grams/dmt. This caused copper metal production to decrease from 27.92 million pounds in 2020 to 15.93 million pounds in 2021. Gold production decreased by 52% from 11,169 ounces to 5,346 ounces. Correspondingly, copper metal content of concentrate shipments decreased by 36% to 17.02 million pounds and gold content decreased by 46% to 5,239 ounces.

Cash costs decreased by 20% from Php2.44 billion in 2020 to Php1.96 billion in 2021 as volume of shipments and production decreased. But with lower volume due to lower grade of ore milled, the average cost per pound increased by 54% from USD1.10/lb in 2020 to USD1.69/lb in 2021.

Earnings before interest, tax, depreciation and amortization (EBITDA) settled at Php1.677 billion, 3% higher compared to Php1.622 billion of 2020 on the strength of improving metal prices. This pushed core income for the period higher by 412% to Php579 million in 2021 from Php133 million in 2020.

Equity in net income of associates, this represents the Parent Company's share in the results of operations of Berong Nickel Corporation (BNC), increased to PHP65 million as compared to PHP23 million income in the same period last year.

Finance charges (9% of net revenues) decreased by 42% due to lower amortization of debt issue cost.

USD:PHP Exchange rate closed at USD1.00:PHP48.530 as at 31 March 2021 versus USD1.00:PHP48.023 as at 31 December 2020. This triggered the recognition of *Foreign exchange gain-net* of PHP43 million primarily from the restatement of receivables, loans and other payables.

Mark to market gain/(loss) on derivatives-net, this represents accounting valuation of copper price hedges.

Interest Income of PHP1 million accounts for the interest earned on cash in bank and time deposits.

Other income (charges)-net of PHP50 million includes sales of scrap materials net of bank and other charges.

Provision for Income Tax for the period of PHP27 million was based from the 2% minimum corporate income tax. *Deferred Income Tax* of PHP29 million resulted mainly from future tax provision impact of unrealized forex gains on foreign currency denominated accounts and from utilized/expired Net Operating Loss Carry-Over (NOLCO).

Changes in Financial Condition

The succeeding discussions pertain to the consolidated financial condition of the Group as of 31 March 2021 vis-à-vis that as of 31 December 2020 as follows:

The increase in *Cash and Cash Equivalents* arose mainly from collection of trade receivables. *Short-term investments* of Php270 million increased mainly due to interest income gained from time deposits. *Receivable-net* consists mostly of receivables from trade customers and receivables from associates. An 85% decrease was due to collection of 2020 trade receivables. *Inventories* slightly decreased by 8% due to consumption of materials to support production. *Prepayments and other current assets* consisted mostly of advances made to suppliers, prepaid insurance, creditable withholding tax from trade sales and investment in pooled funds.

Movement in *Intangible assets* of PHP22 million pertains to depletion of mining rights*. Property, plant and equipment-net* composed of mine development costs, machineries and equipment used in operations*. Deferred tax assets* decreased due to utilized NOLCO against RCIT and amortization of expiring NOLCO. *Other noncurrent assets* consist significantly of input VAT from importations, deposit to suppliers for PPE items and other statutory funding requirements.

Investment in Associate, pertains to AT's ownership over BNC, TMMI, URHI, UNC and NRHI (the "Nickel Corporations"), increased by 28% or PHP65 million representing its share in the net income in Nickel Corporation's operations.

Accounts Payable and accrued liabilities decreased by 6% mainly due to payment of trade payables and advances from buyers. *Current portion of long-term debt* increased slightly due to translation effect, net of leasing amortization. *Income tax payable* pertains to the minimum corporate income tax for the first quarter of 2021. *Leased Liability* pertains to the obligation recognized for office space, parking lot and other equipment under lease contracts.

Other current liabilities of Php1.818 billion represent the recognition of a non-cash financing activity pertaining to the financial guarantee by a shareholder on CCC's term loan.

Long-term debt (29% of total assets) slightly increased by 1% due to amortization of debt issue cost recognized in accordance with the use of the effective interest accounting. *Retirement benefits liability* pertains to provision of pension cost. *Liability for mine rehabilitation* composed of accretion of asset retirement obligation. *Deferred income tax liabilities* consist of the tax impact of temporary differences which are not taxable in the current year.

Movement in *Retained Earnings* of PHP420 million accounts for the net income for the period ended 31 March 2021. *Foreign currency translation reserve* relates to the impact of changes in foreign exchange rates.

Material Plans, Trends, Events or Uncertainties

None

Key Performance Indicators

	31-Mar-21	31-Dec-20
Current/Liquidity Ratio		
Current Ratio	0.37:1	0.33:1
Solvency Ratios		
Debt-to-Equity	1.02:1	1.04:1
Debt-to-Assets	0.49:1	0.5:1
Asset-to-Equity	2.06:1	2.07:1
Interest Rate Coverage	2.52:1	1.59:1
Profitability Ratios		
Return on Equity	1.28%	0.36%
Return on Sales	12.16%	0.67%
Return on Assets (Fixed Assets)	1.22%	0.32%

Current Ratio	*Current Assets/Current Liabilities*
Debt-to-Equity	*Total Liabilities/Total Stockholders' Equity Attributable to Equity Holders of Parent Company*
Debt-to-Assets	*Total Liabilities/Total Assets*
Asset-to-Equity	*Total Assets/ Total Stockholders' Equity Attributable to Equity Holders of Parent Company*
Interest Rate Coverage	*Earnings Before Income Tax/ Interest Expense*
Return on Equity	*Net Income Attributable to Equity Holders of Parent Company as of the Quarter / Average Total Stockholders' Equity Attributable to Equity Holders of Parent Company*
Return on Sales	*Consolidated Net Income as of the Quarter/ Total Consolidated Net Revenues as of the Quarter*
Return on Assets (Fixed Assets)	*Net Income Attributable to Equity Holders of Parent/ Average Fixed Assets-Net*

Liquidity and Capital Resources

The Group's consolidated cash flow as of 31 March 2021 is summarized below:

(in PhP millions)	Amount
Net cash flow provided by operating activities	1,379
Net cash flows used in investing activities	(792)
Net cash flows provided by financing activities	(31)
Net decrease in cash and cash equivalents	1,005

The Group is not required to present a segment report.

Except as already reported herein, there is no material event occurring subsequent to the close of the first quarter of 2021 that should be disclosed in this report.

The Group has no significant seasonality or cyclicality in its business operations that will have a material effect on its financial condition or results of operations.

The Group is not aware of (i) any uncertainties, trends, events or seasonal aspects that will significantly influence its liquidity or financial condition or the results of its operations; (ii) any high-probability event that will trigger direct or contingent financial obligation that is material to the Group; or (iii) any material off-balance sheet transactions that occurred as of the first quarter of the year.

(2) As of 31 December 2020

	2020	*Δ%*	*2019*	*Δ%*	*2018*	*Δ%*
Consolidated net income/(loss)	117,693	121%	(565,186)	-67%	(1,719,662)	-13%
Consolidated gross revenues	18,316,157	7%	17,128,588	21%	14,209,893	19%
Consolidated net revenues	17,509,200	8%	16,162,945	22%	13,295,914	20%
Costs and operating expenses	13,958,650	-2%	14,181,962	7%	13,268,467	31%

AT reported a net income of Php118 million for the year 2020, a 121% improvement from the Php565 million net loss in 2019. Revenues increased by 8% and operating costs decreased by 2%. The summary points year-on-year:

- Copper concentrate shipped in 2020 decreased by 7% from 193,400 tonnes to 180,400 tonnes. Copper metal content decreased by 4% to 106.07 million pounds and gold content increased by 23% to 43,480 ounces.
- Copper prices in 2020 were higher year-on-year with average realized copper price at US$2.79/lb in 2020, 2% higher than US$2.72/lb in 2019; average realized gold price was 27% higher at US$1,777/oz in 2020 as against US$1,394/oz in 2019.
- Improvement in operating efficiencies that increased throughput and realized higher grades resulted in a lower average cost per pound by 34% from US$1.38/lb in 2019 to US$0.90/lb in 2020. Moreover, cash costs were 14% lower from Php11.09 billion to Php9.51 billion primarily due to significant decreases in waste stripping, fuel, power, explosives and maintenance parts.
- Equity in net earnings of associates noticeably increased to Php112.135 million income as compared to net income of Php80.233 million recognized in 2019;

Gross revenue for the year reached Php18.316 billion, 7% higher year-on-year due to higher production and shipment volumes enhanced by higher copper prices. Copper revenues decreased by 1% from Php14.581 billion to Php14.420 billion in 2020.

- CCC shipped 180,400dmt and 193,400 dmt of copper concentrates in 2020 & 2019, respectively. Copper metal content for the year is 106.07 million lbs. while gold is 43,480 oz., representing a decrease of 4% and an increase of 23% respectively vis-à-vis last year.
- CCC's average daily milling rate increased by 4%, from 48,151 to 50,196 dmt. Realized copper grade decreased by 5% from 0.319% to 0.304%. Copper concentrates produced decreased by 3% to 181.801dmt from 186.501 dmt in 2019. Gold yield increased by 27% to 47,857 ounces from 37,786 ounces production volume last year. Additional revenue from silver amounted to Php 11.05 million.
- Average copper prices increased by 2% to USD2.79/lb. while average gold prices increased by 27% to 1,777/oz.

Cost and operating expenses (80% of net revenues) were lower by 2% due to lower volume shipped in 2020. *Finance charges* (11% of net revenue) decreased by 17% due to settlement of loans. *Other income (charges)* increased by 33% primarily due to the effect of foreign exchange gains and losses and fair value gain (loss) on provisionally priced receivables.

USD:Php Exchange rate closed at USD1.00:Php48.02 as at 31 December 2020 against USD1.00:Php50.64 as at 31 December 2019. This triggered the recognition of net foreign exchange gain of Php238 million primarily from the restatement of Philippine Peso denominated receivables as CCC has adopted the US dollar as its functional currency. *Benefit from (provision for) income tax* increased by 39% due to the application of NOLCO to RCIT.

Changes in Financial Position

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

	2020	2019	2018
Assets	67,386,397	75,617,332	79,776,974
Liabilities	33,763,169	41,262,170	44,164,223
Retained Earnings	13,830,614	13,712,921	14,278,107

Audited consolidated financial condition of the Group as of 31 December 2020 vis-à-vis 31 December 2019:

Cash and cash equivalents increased by 87% mainly due to collection of 2019 receivables and termination of short term investments to meet working capital requirement and partial settlement of loans. Short-term investments decreased by 72% arising from termination of investments to finance working capital requirements and partial settlement of loans. Receivables arise from its shipments of copper concentrates and advances to related parties and officers and employees. It decreased by 51% due to collection of 2019 receivables in 2020. Inventories registered a decrease of 21% mainly due to increased consumption of materials to support higher production requirement.

Other Current Assets are other resources with probability to bring future economic benefits to the Company. These were investment in pooled funds, creditable withholding taxes, advances to suppliers, prepaid taxes, and various prepayments for 2020 operations. Property, plant and equipment (51% of total assets) decreased by 11% due to retirement and disposal of assets. Movement in Mining Rights (11% of total assets) was due to production-driven depletion during the year.

Goodwill (28% of total assets) pertains to the allocated provisional fair values of identifiable assets and liabilities of CCC. Investment in Associate pertains to AT's ownership over BNC, TMMI, URHI, UNC and NRHI (the "Nickel Corporations"), respectively, increased by Php11M or 5% representing its share in the net income of the Nickel Corporations. Deferred tax assets (1% of total assets) decreased by 71% due to the net effects of the unrealized foreign exchange gains and losses, provision for impairment losses, excess of MCIT over RCIT, gain/loss on asset derecognition and debt issue cost, and utilized NOLCO.

Other Noncurrent Assets (2% of total assets) decreased by 17% due to monetization of tax credit certificate from the Bureau of Customs (BOC).

Accounts payable and accrued liabilities (8% of total liabilities) decreased by 20% mostly due to settlement of advances from customers and obligation to vendors for the purchases of materials to support the production requirements. Leased Liability pertains to the obligation recognized for office space, parking lot and other equipment under lease contracts. Bank Loans which are short-term in nature decreased by 27% due to partial settlement of loans in 2020. Current and non-current portions of long-term debts (1% and 58% of total liabilities) decreased by 13% and 15%, respectively due to amortization of leasing in 2020 and partial settlement of long term loans.

Derivative liabilities represent the hedging component of two lot shipments covered by the hedging agreement, but which remained unshipped as at December 31, 2020. Income tax payable pertains to the income tax liability for the year. Other current liabilities of Php1.798 billion represent the recognition of a non-cash financing activity pertaining to the financial guarantee by a shareholder on CCC's term loan.

Retirement benefits liability increased by 15% due actuarial valuation adjustment for 2020. Liability for mine rehabilitation cost increased by 9% due to change in estimate of asset retirement obligation. Deferred tax liabilities decreased by 31% mainly due to decrease in unrealized foreign exchange gains and re-measurement gain on retirement liabilities. Re-measurement gain on retirement benefits liability decreased by 43% due to actuarial gain and losses on retirement benefits liability. No increase in Authorized Capital hence Capital Stock, Additional Paid-In Capital and Subscription Receivable (11%, 58% and 14% respectively of the Total Equity) remained the same in 2020. Movement in Retained Earnings pertain to the net income for the year amounting to Php117 million. Cumulative translation adjustments relate to the impact of changes in foreign exchange rates.

Key Performance Indicators

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

Particulars	2020	2019	2018
Current ratio	0.33:1	0.35:1	0.45:1
Debt to equity	1.04:1	1.27:1	1.16:1
Return on equity	0.36%	-1.72%	-5.19%
Return on assets	0.16%	-0.73%	-2.23%
Net profit margin	0.67%	-3.50%	-12.93%

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

Liquidity and Capital Resources

Below is a summary of the Group's audited consolidated cash flow as of 31 December 2020:

Particulars *(in Php million)*	
Net cash flow from operating activities	6,628
Net cash flows used in investing activities	(1,694)
Net cash flows used for financing activities	(4,144)
Net increase in cash and cash equivalents	560

Cash from operating activities resulted from positive results of operations and from interest received on its cash placements. Net cash used in investing activities was a result of the acquisition of property, plant and equipment. Net cash used in financing activities pertains to the settlement of loans.

Material Plans, Trends, Events or Uncertainties:

- In May 2020, CCC paid a total of US$20 million as partial settlement of its short-term loan with China Bank Corp.
- In July 2020, CCC paid a total of US$10 million as partial settlement of its Shareholder Loans.
- In September 2020, CCC paid a total of US$10 million as partial settlement of its long-term loan with BDO.
- In October 2020, CCC paid US$10 million each to BDO and China Bank Corp. as partial settlement of its long-term and short term loans respectively.

(3) As of 31 December 2019

	2019	*Δ%*	*2018*	*Δ%*	*2017*	*Δ%*
Consolidated net income/(loss)	(565,186)	-67%	(1,719,662)	-13%	(1,967,948)	124%
Consolidated gross revenues	17,128,588	21%	14,209,893	19%	11,964,162	-1%
Consolidated net revenues	16,162,945	22%	13,295,914	20%	11,070,571	1%
Costs and operating expenses	14,111,377	8%	13,092,699	30%	10,096,189	-3%

AT reported a significantly lower net loss of Php565 million for the year 2019, a 67% improvement from the Php1.72 billion net loss in 2018. Revenues and operating costs increased by 22% and 8%, respectively. The summary points year-on-year:

- With sustained and stable production, copper concentrate shipped in 2019 increased by 31% from 147,400 tonnes to 193,400 tonnes. Copper metal content increased by 31% to 110.25 million pounds and gold content increased by 42% to 35,374 ounces. This tempered the effect of lower copper prices as explained below.
- Copper prices in 2019 were lower year-on-year with average realized copper price at US$2.72/lb in 2019, 8% lower than US$2.96/lb in 2018; average realized gold price was 10% higher at US$1,394/oz in 2019 as against US$1,270/oz in 2018.
- Improvement in operating efficiencies that increased throughput and realized higher grades resulted in a lower average cost per pound by 26% from US$1.86/lb in 2018 to US$1.38/lb in 2019. However, due to the higher volume of shipments, cash costs were 8% higher from Php10.43 billion to Php11.28 billion.
- Equity in net earnings of associates slightly decreased to Php80.233 million income as compared to net income of Php81.417 million recognized in 2018;

Gross revenue for the year reached Php17.129 billion, 21% higher year-on-year due to higher production and shipment volumes that tempered the impact of lower copper prices. Copper revenues improved by 16% from Php12.572 billion to Php14.581in 2019.

- CCC shipped 193,400dmt and 147,400 dmt of copper concentrates in 2019 & 2018, respectively. Copper metal content for the year is 110.25 million lbs. while gold is 35,374 oz., representing an increase of 31% and 42% respectively vis-à-vis last year.
- CCC's average daily milling rate increased by 8%, from 44,536 to 48,151 dmt. Realized copper grade increased by 15% from 0.278% to 0.319%. Copper concentrates produced increased by 25% to 186.501dmt from 149.254dmt in 2018. Gold yield increased by 40% to 37,786 ounces from 27,013 ounces production volume last year. Additional revenue from silver amounted to Php 883,000.
- Average copper prices decreased by 8% to USD2.72/lb. while average gold prices increased by 10% to 1,394/oz.

Cost and operating expenses (87% of net revenues) were higher by 8% due to higher volume shipped in 2019. *Finance charges* (14% of net revenue) decreased by 3% due to settlement of loans. *Other income (charges)* decreased by 12% primarily due to the effect of foreign exchange gains and losses and fair value gain (loss) on provisionally priced receivables.

USD:Php Exchange rate closed at USD1.00:Php50.64 as at 31 December 2019 against USD1.00:Php52.58 as at 31 December 2018. This triggered the recognition of net foreign exchange gain of Php193 million primarily from the restatement of Philippine Peso denominated receivables as CCC has adopted the US dollar as its functional currency. *Benefit from (provision for) income tax* decreased by 392% due to the application of NOLCO to RCIT.

Changes in Financial Position

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

	2019	2018	2017
Assets	75,617,332	79,776,974	74,402,874
Liabilities	41,262,170	44,164,223	38,011,671
Retained Earnings	13,712,921	14,278,107	15,992,908

The audited consolidated financial condition of the Group as of 31 December 2019 vis-à-vis that as of 31 December 2018:

Cash and cash equivalents decreased by 47% mainly due to settlement of obligations with creditors, and full and partial settlement of loans. *Short-term investments* decreased by 67% arising from termination of investments to finance working capital requirements. *Receivables* arise from its shipments of copper concentrates and advances to related parties and officers and employees. *Inventories* registered a decrease of 36% mainly due to higher shipment and increase consumption of materials to support higher production requirement.

Other Current Assets are other resources with probability to bring future economic benefits to the Company. These were investment in pooled funds, creditable withholding taxes, advances to suppliers, prepaid taxes, and various prepayments for 2019 operations. *Property, plant and equipment* (51% of total assets) slightly decreased by 1% due to retirement and disposal of assets. Movement in *Mining Rights* (10% of total assets) was due to production-driven depletion during the year.

Goodwill (25% of total assets) pertain to the allocated provisional fair values of identifiable assets and liabilities of CCC. *Investment in Associate* pertains to AT's ownership over BNC, TMMI, URHI, UNC and NRHI (the "Nickel Corporations"), respectively, increased by Php4.5M or 2% representing its share in the net income of the Nickel Corporations. *Deferred tax assets* (4% of total assets) decreased by 20% due to the net effects of the unrealized foreign exchange gains and losses, provision for impairment losses, excess of MCIT over RCIT, gain/loss on asset derecognition and debt issue cost and utilized NOLCO.

Other Noncurrent Assets (2% of total assets) decreased by 23% due to monetization of tax credit certificate from the Bureau of Customs (BOC).

Accounts payable and accrued liabilities (9% of total liabilities) increased by 27% mostly due to advance payment received from one of the customers and increase of obligation to vendors for the purchases of materials on account to support the production

requirements. *Current and non-current portions of long-term debts* (1% and 56% of total liabilities) decreased by 5%, respectively due to settlement of loans that matured in 2019 and partial settlement of long term loans. *Leased Liability* pertains to the obligation recognized for office space, parking lot and other equipment under lease contracts.
Bank Loans which are short-term in nature decreased by 22% due to settlement of loans maturing in 2019. *Other current liabilities* of Php1.896 billion represent the recognition of a non-cash financing activity pertaining to the financial guarantee by a shareholder on CCC's term loan.

Income tax payable pertains to the income tax liability for the year. *Retirement benefits liability* increased by 56% due actuarial valuation adjustment for 2019. *Liability for mine rehabilitation cost* decreased by 12% due to change of estimate of asset retirement obligation. *Remeasurement gain on retirement benefits liability increased by 54% due to actuarial gain and losses on* retirement benefits liability. *No increase in Authorized Capital hence Capital Stock, Additional Paid-In Capital and Subscription Receivable (10%, 57% and 14% respectively of the Total Equity)* remained the same in 2019. Movement in *Retained Earnings* pertain to the net loss for the year amounting to Php565 million. *Cummulative translation adjustments* relate to the impact of changes in foreign exchange rates.

Key Performance Indicators

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

Particulars	2019	2018	2017
Current ratio	0.35:1	0.45:1	0.44:1
Debt to equity	1.27:1	1.16:1	1.09:1
Return on equity	-1.72%	-5.19%	-5.62%
Return on assets	-0.73%	-2.23%	-2.65%
Net profit margin	-3.50%	-12.93%	-17.78%

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

Liquidity and Capital Resources

Summary of the Group's audited consolidated cash flow as of 31 December 2019:

Particulars (in Php million)	
Net cash flow from operating activities	5,393
Net cash flows used in investing activities	(1,763)
Net cash flows used for financing activities	(4,197)
Net increase in cash and cash equivalents	(580)

Cash from operating activities resulted from positive results of operations and from interest received on its cash placements. Net cash used in investing activities was a result of the acquisition of property, plant and equipment. Net cash used in financing activities pertains to the settlement of loans.

Material Plans, Trends, Events or Uncertainties

- *In July 2019, CCC received* US$20 million of advance payment from one of its customers for the shipment of 50,000 dmt of copper concentrate to be delivered in lots of 5,000 dmt per shipment at some future dates in accordance with the purchase agreement. US$4 million of the advance payment was settled in 2019 from the proceeds of two shipments made in November and December 2019.

- *In 2019*, CCC paid a total of US$52.7 million as full or partial settlement of its various short-term and long-term loans.
- Risk and impact of COVID-19: The operation of AT was not adversely affected by COVID-19. The operation of its wholly owned subsidiary, CCC, continued as it is an export oriented business and operated at 100% level even during the implementation of the Enhance Community Quarantine (ECQ) and the General Community Quarantine (GCQ). In Q1 2020, the company milled 4.453 million tonnes of ore which increased in Q2 to 4.621 million tonnes during the period of the ECQ/GCQ. Shipments of its products went unhampered during the ECQ/GCQ wherein CCC made 9 shipments each for Q1 and Q2. Sourcing of services, materials and supplies needed for its operation were not also adversely affected. To manage the risk on its operations, the Atlas Group established early and constant consultation with its key suppliers, local government units and government agencies and implemented health, safety and communication protocols to ensure compliance with guidelines recommended by health and government authorities.

(4) As of 31 December 2018

	2018	*Δ%*	*2017*	*Δ%*	*2016*	*Δ%*
Consolidated net income/(loss)	(1,719,662)	-13%	(1,967,948)	124%	(879,496)	8%
Consolidated gross revenues	14,209,893	19%	11,964,162	-1%	12,079,853	7%
Consolidated net revenues	13,295,914	20%	11,070,571	1%	10,924,490	-4%
Costs and operating expenses	13,092,699	30%	10,096,189	-3%	10,385,324	-3%

AT posted a *consolidated net loss* of Php1.720 billion in 2018, 13% lower than in 2017. Revenues and operating costs increased by 19% and 30%, respectively. Below are the summary points year-on-year:

- With sustained production, copper concentrate shipped increased by 14% from 129,700 tonnes in 2017 to 147,400 tonnes in 2018 with copper metal content increasing by 12% to 84.46 million pounds and gold content increasing by 31%.
- Metal prices year-on-year stabilized with average realized copper price at USD2.96/lb, 6% higher than USD2.78/lb, and average realized gold price at USD1,270/oz, 1% higher than USD1,259/oz in 2017.
- Due to the higher volume of shipments, costs and operating expenses were 30% higher. Aside from the effect of higher volume, operating cost was adversely affected by higher energy prices, higher waste charged to operations and higher mine product excise tax rate which doubled from 2% to 4% in 2018. These factors caused average cost per pound to increase by 6% from USD1.75/lb to USD1.86/lb.
- Equity in net earnings of associates increased to Php81.417 million income as compared to net loss of Php7.471 million recognized in 2017.
- Provision for mark to market gain for copper price hedges of Php560 million was recorded as a result of the reversal of last year's accounting valuation as actual settlement prices were closer to the hedged prices.

Gross revenue for the year reached Php14.209 billion, 19% higher year-on-year due to higher volume of shipments and higher metal prices. Copper revenues improved by 17% from Php10.703 billion to Php12.572 in 2018.

- CCC shipped 147 million dmt and 130 million dmt of copper concentrates in 2018 & 2017, respectively. Copper metal content for the year is 84.46 million lbs. while gold is 24,988 oz., representing an increase of 12% & 31% respectively vis-à-vis last year.
- CCC's average daily milling rate increased by 14%, from 39,004 to 44,536 dmt. Realized copper grade declined by 4% from 0.289% to 0.278%. Copper concentrates produced increased by 11% to 149.254 million dmt from 134.551 million dmt in 2017. Gold yield increased by 23% to 27,013 ounces from 21,979 ounces production volume from last year. Additional revenue from silver amounted to Php1.665 million.
- Average copper prices increased by 6% to USD2.96/lb. while average gold prices increased by 1% to 1,270/oz.

Cost and operating expenses (98% of net revenues) were higher by 30% due to higher volume shipped in 2018 and higher energy prices, higher waste charged to operations and higher mine product excise tax rate which doubled from 2% to 4% in 2018. *Finance charges* (18% of net revenue) increased by 6% due to additional loans availed for working capital requirements and amortization of the debt issue cost on long term loans arising from the recognition of the difference between nominal interest rates and effective interest rates. *Other income (charges)* decreased by 31% primarily due to the Php560 million provision for mark to market losses for copper price hedges recognized in 2017 and subsequently reversed in 2018 as the loss was not realized.

USD: Php Exchange rate closed at USD1.00:Php52.58 as at 31 December 2018 against USD1.00:Php49.93 as at 31 December 2017. This triggered the recognition of net foreign exchange loss of Php177 million primarily from the restatement of Philippine Peso denominated receivables as CCC has adopted the US dollar as its functional currency. *Benefit from (provision for) income tax* increased by 32% due to the effect of unrealized foreign exchange losses, provision for impairment losses, excess of MCIT over RCIT, provision for Net Operating Loss Carry Over(NOLCO), gain/loss on asset derecognition and debt issue cost.

Changes in Financial Position

The table below shows the highlights in the financial position of the Atlas Group over the last three fiscal years (*'000)*:

	2018	2017	2016
Assets	79,776,974	74,402,874	73,899,134
Liabilities	44,164,223	38,011,671	37,229,042
Retained Earnings	14,278,107	15,992,908	17,960,856

The audited consolidated financial condition of the Group as of 31 December 2018 vis-à-vis that as of 31 December 2017:

Cash and cash equivalents decreased by 11% mainly due to settlement of obligations with creditors and placements in time deposits. *Short-term investments* increased by 254% arising from additional time deposits having maturity beyond 3 months from date of purchase. *Receivables* arise from its shipments of copper concentrates and advances to related parties, officers and employees. *Inventories* registered an increase of 5% mainly due to higher copper concentrates on hand at year-end and consumable items and spare parts.

Other Current Assets decreased by 29% due mainly to the settlement of derivative receivable and reclassification of Deposit to Suppliers on PPE from Current to Non-Current. These were partly offset by the increase in creditable withholding taxes, advances to suppliers, prepaid taxes, and various prepayments for 2018 operations. *Property, plant and equipment* (49% of total assets) increased by 5% due to acquisition of fixed assets used in operation and mine development costs. *Movement in Mining Rights* (10% of total assets) was due to production-driven depletion during the year.

Goodwill (24% of total assets) pertain to the allocated provisional fair values of identifiable assets and liabilities of CCC. *Investment in Associate* pertains to AT's ownership over BNC, TMMI, URHI, UNC and NRHI (the "Nickel Corporations"), respectively, increased by Php31 million or 16% representing its share in the net income of the Nickel Corporations. *Deferred tax assets* (4% of total assets) increased by 51% due to the effects of unrealized foreign exchange losses, provision for impairment losses, excess of MCIT over RCIT, provision for NOLCO, gain/loss on asset derecognition and debt issue cost.

Other Noncurrent Assets (3% of total assets) increased by 34% consists mainly of input VAT credits and Mine Rehabilitation Fund and reclassification of Deposit to Suppliers on PPE from Current to Non-Current. *Accounts payable and accrued liabilities* (6% of total liabilities) decreased by 4% mostly due to settlement of payables to suppliers. *Current and non-current portions of long-term debts* (1% and 55% of total liabilities) decreased by 7%, respectively, due to settlement of loans that matured in 2018.

Bank Loans which are short-term in nature increased by 275% due to availment of new bank loans. *Other current liabilities* of Php1.969 billion represent the recognition of a non-cash financing activity pertaining to the financial guarantee by a shareholder on CCC's term loan. *Derivative liabilities* decreased by 100% due to settlement of embedded derivatives.

Income tax payable pertains to the income tax liability for the year. *Retirement benefits liability* decreased by 3% due to payment of retirement benefits and actuarial valuation for adjustment for 2018. *Liability for Mine Rehabilitation Cost* increased by 39% due to accretion of the change of estimate of asset retirement obligation. *No increase in Authorized Capital hence Capital Stock, Additional Paid-In Capital (APIC) and Subscription Receivable (10%, 55% and 14% respectively of the Total Equity)* remained the same in 2018. Movement in *Retained Earnings* pertains to the net loss for the year amounting to Php1.720 billion.

Key Performance Indicators

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

Particulars	2018	2017	2016

Current ratio	0.45:1	0.44:1	0.25:1
Debt to equity	1.24:1	1.09:1	1.06:1
Return on equity	-5.19%	-5.62%	-2.47%
Return on assets	-2.16%	-2.65%	-1.22%
Net profit margin	-12.93%	-17.78%	-8.05%

Liquidity and Capital Resources

Below is a summary of the Group's audited consolidated cash flow as of 31 December 2018:

Particulars *(in Php million)*	
Net cash flow from operating activities	2,191
Net cash flows used in investing activities	(6,203)
Net cash flows provided by financing activities	3,890
Net increase in cash and cash equivalents	(149)

Cash from operating activities resulted from positive results of operations and from interest received on its cash placements. Net cash used in investing activities was a result of the increased acquisition of property, plant and equipment. Net cash from financing activities consisted of proceeds from bank loans.

Material Plans, Trends, Events or Uncertainties

- *On January 16, 2018, March 2, 2018 and October 11, 2018, CCC obtained short-term clean loans of US$50 million, US$15 million and US$105 million, respectively with maturities in 2018 and interest rates of 2.87-3.95%. The loans were rolled over during the year with maturity date of January 9, 2019.*

IV. Brief Description of the General Nature and Scope of the Business of AT and its subsidiaries

(1) Atlas Consolidated Mining and Development Corporation

Atlas Consolidated Mining & Development Corporation ("AT", "Atlas" or the "Parent Company") was incorporated in accordance with Philippine law on 9 March 1935, initially under the name *Masbate Consolidated Mining Company, Inc.* as a result of the merger of the assets and equities of three pre-war mining companies, namely: Masbate Consolidated Mining Company Inc., Antamok Goldfields Mining Company and IXL Mining Company. Its Articles of Incorporation were subsequently amended to reflect its present corporate name and extend its term of existence for another fifty (50) years from 1985.

Carmen Copper Corporation ("CCC", "Carmen Copper" or the "Company") is the only significant subsidiary[10] of AT with the Parent Company owning 100% of the outstanding capital stock. CCC was incorporated under Philippine law on 16 September 2004. Both AT and CCC have never been involved in a bankruptcy, receivership, or any similar proceeding. During the past three (3) years, AT and CCC did not engage in (i) any transaction involving a material reclassification or reorganization or (ii) any purchase or sale of a significant amount of assets not in the ordinary course of business.

[10]*Under Part I, 1(B) of Rule 68 of the Amended IRR of the SRC, "Significant Subsidiary" means a subsidiary, including its subsidiaries, which meet any of the following conditions:*
(a) The corporation's and its other subsidiaries' investments in and advances to the subsidiary exceed ten per cent (10%) of the total assets of the corporation and its subsidiaries as of the end of the most recently completed fiscal year; or
(b) The corporation's and its other subsidiaries' proportionate share of the total assets (after inter-company eliminations) of the subsidiary exceeds ten per cent (10%) of the total assets of the corporation and its subsidiaries as of the end of the most recently completed fiscal year; or
(c) The corporation's and its other subsidiaries' equity in the income from continuing operations before income taxes exceeds ten per cent (10%) of such income of the corporation and its subsidiaries consolidated for the most recently completed fiscal year.

(2) Business of AT and CCC

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

CCC exports one hundred percent (100%) of its copper production. In 2020, CCC shipped its copper concentrate output to smelters in China and Japan pursuant to offtake agreements. All of CCC's copper production in 2020 were covered by offtake contracts entered into with Transamine Trading SA, Mitsui & Co. Ltd., IXM SA, Transfigura and MRI Trading AG on account of their ability to provide the most favorable terms and facilities. This shows that CCC is not dependent upon a single counterparty.

CCC is not reliant upon the registration of, or any agreement respecting intellectual property rights for the conduct of its operations. Except to the extent that CCC is required to obtain an ore transport permit ("OTP") from the Mines and Geosciences Bureau ("MGB") for the shipment of its copper concentrate, CCC's products are not subject to any government examination prior to sale. The extent of competition in the mining industry is largely defined by economic forces prevailing in the world market. These factors determine the cost and pricing structures of mining companies and give rise to price risks.

To manage risks such as commodity price, foreign exchange and interest rate risks, CCC applies a mix of pricing agreements, natural hedges and both freestanding and embedded derivatives. For commodity price, CCC enters into pricing arrangements with off-takers that are covered by the terms of the offtake agreements respecting CCC's sale of copper, gold and silver by-products. Under such arrangements, the selling price is to be computed based on the average of the agreed market price quotes over the stipulated quotational period, unless CCC exercises its option to fix the price in advance of such period. CCC likewise hedges price risk through put option and swap facilities covering its copper production.

CCC's operating rights with respect to the Carmen Copper Mine are derived from and are governed by its 5 May 2006 *Operating Agreement* with AT. The underlying mining rights pertaining to the areas spanned by the Carmen Copper Mine, on the other hand, are covered by valid and existing Mineral Production and Sharing Agreements ("MPSAs") between AT and the Philippine Government, or by pending MPSA Applications or Exploration Permit Applications ("EPA") in the name of AT and/or individual claim owners having effective and enforceable operating agreements with the Parent Company.

While the government is considering the adoption of certain fiscal policies that may result in an increase in the rate of its share in mining revenues, no definitive legislation has been promulgated except for the excise tax rate which doubled from 2% to 4% in 2018. Another escalation in the rate of taxes due on CCC's mining operations will naturally raise the cost of production. To address the risk of higher operating costs, CCC is aggressively and continuously pursuing plans to improve production efficiency.

- *Employees & Officers*

CCC has 2,368 employees as of 31 December 2020, of whom 8 are senior executive officers, 438 are junior/mid-level managers, and 1,922 are rank and file. Around 1,407 (73%) of these rank-and-file employees are members of the Ilaw Buklod Manggagawa United Miners of Carmen Copper Workers Solidary Network (the "IBM UMCC WSN").

IBM UMCC WSN is the new Sole and Exclusive Bargaining Agent ("SEBA") of all rank and file employees of CCC as certified by the Department of Labor and Employment ("DOLE"). Negotiation of a new 5-year Collective Bargaining Agreement ("CBA") is on-going. As the new SEBA, IBM UMCC WSN expressed its full support and cooperation with management. They committed to maintain a healthy and harmonious relationship and preserve industrial peace.

- *Environmental Protection and Enhancement*

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

CCC's operation continues to adhere with the ISO 14001:2015 standards and in accordance with the certification from TUV Rheinland, which provides a standardized method for resource, waste and materials management, environmental monitoring, development and closure planning and rehabilitation and remediation measures.

In support of the MGB's Mining Forest Program and promotion of community partnership, 100.55 hectares of mine affected areas were reforested with 251,371 seedlings planted in partnership with company assisted People's Organization ("PO"). The 100 hectare-reforested areas for the 2020 reforestation program was a joint project of the Company's Community Relations Department ("ComRel") and eight (8) POs identified as recipients under the Company's Social Development and Management Program ("SDMP") livelihood projects. Additionally, a total of 11,891 seedlings were donated to various government agencies and private entities in support of their respective tree planting/growing activities.

CCC invested PhP166.83 million for various environmental maintenance activities, climate change mitigation programs, capital expense projects and research development programs outlined in the company's Annual Environmental Protection and Enhancement Program ("AEPEP").

In preparation for mine closure at the end of its operational lifespan, CCC is maintaining a trust fund for the purpose of rehabilitating the mine area after the life of mine ("LOM"). As of December 2020, PhP81.020 million was allocated for the Company's Final Mine Rehabilitation and Decommissioning Fund ("FMRDF").

- *Sustainable Communities*

AT and CCC take a strategic and long-term view in building self-reliant communities in Toledo City. In 2020, CCC deepened its engagement with its four (4) host and thirteen (13) neighboring communities in Toledo City by focusing on sustainable development initiatives to help them attain self-sufficiency.

To ensure community development, the Company earmarked 1.5% of CCC's operating cost for the SDMP which provides for social safety nets such as access to health care, education, livelihood and public infrastructure for its partner communities. In promoting self-sustaining livelihood projects, CCC provided the community access to capital and capacity building activities and trainings. To date, 686,300 beneficiaries have improved access to basic services. CCC constantly works at enlarging the scope of its SDMP initiatives by building various infrastructure developments that include the construction, improvement, and/or maintenance of farm-to-market roads, water systems, school buildings, health centers, post-harvest facilities and training centers, among others.

CCC continued to invest in educating the youth by providing scholarship grants to 282 underprivileged children with 3 in the elementary, 109 scholars in secondary, 130 scholars in college or tertiary education and 43 under Technical Vocational ("TechVoc") programs. In a separate skills training program in 2020, there were 89 trainees who completed the Shielded Metal Arc Welding (SMAW) for NC1 and NC2 skills level. The skills training was conducted by Balamban Extensive Skills Training (BEST), Inc. in collaboration with CCC and TESDA. Moreover in 2020, 6 TechVoc scholars and 28 college scholars graduated in various degrees (Engineering and Non Engineering Courses) wherein some of them have already joined the Company's workforce. To date, CCC also built and repaired 69 classrooms and assisted in the construction of 6 covered courts or multipurpose halls.

Since 2015, there are 22,176 patients who were served through the "Doktor to the Barangay" Program. To complement its medical support program, CCC also donated 21 ambulances to host and neighboring communities with 72,000 residents served to date.

In 2020, CCC published its 2019 Sustainability Report ("SR"), which demonstrates the Company's commitment to sustainable development. The report is aligned with the United Nations Sustainable Development Goals (UN SDG) and the UN Global Compact Principles. The SR won for the Company its third consecutive Silver Anvil Award of the Public Relations Society from the Philippines ("PRSP").

- *Health and Safety; Occupational Health*

The safety and health of the CCC's workforce, including those of its service contractors, and the general public most especially the host and neighboring barangays is paramount in the Company's mining operations. CCC is committed to manage occupational risks and hazards 24/7. Making safety an essential part of the day-to-day grind in the mine site lays the foundation to a culture of safety that has significantly curbed occupational injuries and illnesses to the workers. This is sustained by the Company's continuous safety education and development program. In 2020, the Company was able to conduct 31 safety orientations and 88 safety trainings having a total of 515 attendees and 88 participants respectively in a virtual or online training platform.

CCC remains to be OHSAS 18001:2007 certified for Occupational Health and Safety Management by TUV Rheinland.

Carmen Copper Corporation Hospital (CCCH), sustains its services as Level I Private Hospital and continues to deliver comprehensive health services to CCC employees, their dependents and the community. CCCH management ensures services are provided in conformance with all statutory and regulatory requirements. CCCH renders proper health care services to patients with the engagement of specialist physicians in the field of Internal Medicine, Pediatrics, OB-Gynecology, Orthopedics, & Dental. Other Clinical Services include OPD, Emergency Room, TB-DOTS Center, Clinical Laboratory, Radiology, Pharmacy and Drug Testing. CCCH was instrumental in the overall management of the COVID-19 pandemic at the mine site.

V. Properties

The AT Group owns/holds operating rights to several mining claims and owns/manages landholdings. These mining rights are covered by MPSA, Applications for MPSA ("APSA"), or Exploration Permit Application (EPA).

A. Land-holdings

The AT Group has a total landholding of 3,560.3507 hectares in Toledo City, Cebu. Of this, around 564 hectares are registered in the name of AT, 2,905 hectares are covered either by lease agreements or other arrangements with several individuals and corporate landowners, and around 92 hectares in the name of CCC. Details of the AT Group landholding are provided below:

1. AT-owned parcels of land

		No. of Lots	*Area (Has.)*
1.1	Titled Land/s	21	98.0485
1.2	Land/s with Tax Declarations	63	465.8253
	Sub Total	84	563.8738

2. AT-managed parcels of land

2.1	Titled Land/s	1	7.5982
2.2	Land/s w/ Tax Declarations	288	2,896.9718
	Sub-Total	289	2,904.5700

3. CCC – owned parcels of land

3.1	Acquired (ongoing registration)	56		85.6052
3.2	Titled	1		0.1150
3.3	With Tax Declarations	6		6.1867
	Sub- Total	63		91.9069

B. Mineral Properties

AT is the registered owner of several mineral rights/properties and operates several mining claims by virtue of existing operating agreements with claim owners. The tables below present the relevant details pertaining to the mining rights of the AT Group.

- CEBU

i) APPROVED MPSAs

MPSA Number	Location	Mortgage, Lien or Encumbrance	AREA COVERED (in hectares)			Date of Approval	Work Performed
			Owned by AT	Under Operating Agreement	Total Area		
1. MPSA-210-2005-VII	Toledo City, Cebu	None	119.1663	115.1212	234.2875	April 28, 2005	Covers Carmen ore body where mining operations are ongoing.
2. MPSA-264-2008-VII	Toledo City, Cebu	None	546.2330	101.7829	648.0159	July 9, 2008	Covers Lutopan ore body where mining operations are ongoing.
3. MPSA-307-2009-VII	Toledo City, Cebu and City of Naga, Cebu	None	1,274.1270		1,274.1270	Dec. 23, 2009	Exploration activities in the area covered by this MPSA are in progress
Sub-total =			1,939.5263	216.9041	2,156.4304		

ii) PENDING MPSA APPLICATIONS

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

iii) EXPLORATION PERMIT APPLICATION

Exploration Permit Application Number	Location	Mortgage, Lien or Encumbrance	AREA (in hectares)			Status of Application	Work Performed
			Owned by AT	Under Operating Agreement	Total Area		
1. EXPA-000083-VII	Toledo City, Cebu	None	323.5254		323.5254	Application under evaluation by MGB Central Office	For exploration upon approval of EPA
Sub-total =			323.5254		323.5254		
Total CEBU =			4,935.4868	3,626.1257	8,561.6125		

- SURIGAO DEL SUR

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

1. EPA-000073-XIII (02-02-05)	Surigao del Sur	None	3,658.1616	210.6984	3,868.8600	Application under evaluation by MGB Regional Office	None. For exploration upon approval of EPA
Total SURIGAO DEL SUR =			3,658.1616	210.6984	3,868.8600		

C. Operating Statistics

Details of CCC operating statistics related to copper production, shipment and summary of costs for the year ended 31 December 2020 and 2019:

CCC Summary of Operations:

Year-on-Year	2020	2019	*Change*
Production			
Milling Tonnage *('000 dmt)*	18,372	17,575	*5%*
Daily Milling Average *(dmt per day)*	50,196	48,151	*4%*
Ore Grade	0.304%	0.319%	*-5%*
Copper Concentrate *('000 dmt)*	182	187	*-3%*
Copper Metal Gross *(in million lbs)*	107.09	107.24	*0%*
Gold *(ounces)*	47,857	37,786	*27%*
Shipment			
Number of Shipments	36	38	*-5%*
Copper Concentrate *('000 dmt)*	180	193	*-7%*
Copper Metal Gross *(in million lbs)*	106	110	*-4%*
Gold *(payable ounces)*	43,480	35,374	*23%*

CCC Summary of Costs:

Year-on-Year (US$/lb Cu)	2020	2019	*Change*
C1	0.90	1.38	*-34%*
C2	1.78	2.06	*-14%*
C3	2.28	2.53	*-10%*

Metal Prices (Average Invoiced Price):

Year-on-Year	2020	2019	*Change*
Copper (US$/lb)	2.79	2.72	*2%*
Gold (US$/ounce)	1,777	1,394	*27%*

D. Proven and Probable Reserves

Table 1: CCC Mineral Resources as of December 31, 2020 @ 0.20%Cu cut-off

Deposits	*Measured*		*Indicated*		*Inferred*		*Combined*	
	Tonnage 000	Grade (%Cu)	Tonnage 000	Grade (%Cu)	Tonnage 000	Grade (%Cu)	Tonnage 000	Grade (%Cu)
Lutopan Pit	541,100	0.34%	13,900	0.29%	16,500	0.23%	571,500	0.34%
Carmen Pit	160,600	0.36%	63,400	0.34%	29,400	0.26%	253,400	0.35%
Total	*701,700*	*0.35%*	*77,300*	*0.33%*	*45,900*	*0.25%*	*824,900*	*0.34%*

Table 2: CCC Ore Reserves as of December 31, 2020 @ 0.20%Cu cut-off									
	Proven Reserves			*Probable Reserves*			*Combined*		
Deposits	Tonnage 000	Grade (%Cu)	Pounds (millions)	Tonnage 000	Grade (%Cu)	Pounds (millions)	Tonnage 000	Grade (%Cu)	Pounds (millions)
Lutopan Pit	140,000	0.31%	957	70,000	0.31%	478	210,000	0.31%	1,435
Carmen Pit	147,200	0.37%	1,187	50,500	0.34%	380	197,700	0.36%	1,567
Total	287,200	0.34%	2,144	120,500	0.32%	858	407,700	0.33%	3,002

VI. Legal Proceedings

There is no material pending legal proceeding to which the Corporation or any of its subsidiaries or affiliates is a party or of which any of their property is the subject.

VII. Directors and Executive Officers of the Issuer

Please refer to *Item 5, B. Control and Compensation Information, Part I. Information Required* of the IS for a discussion on the identity and profile of each of the Corporation's Directors and Executive Officers, including but not limited to their principal occupation or employment, name and principal business of any organization by which such persons are employed.

VIII. Securities: Market price of and dividends on the Corporation's Common Shares

(1) Market Information

AT's common shares of stock are traded on the Philippine Stock Exchange ("PSE"). Closing price of AT shares of stock as of the latest practicable date, 20 April 2021, is Php6.35 per share. The trading price range of AT shares of stock for each calendar quarter of the last two (2) fiscal years including the first quarter of 2021:

Quarter	2019		2020		2021	
	High	Low	High	Low	High	Low
1Q	3.28	3.07	2.65	1.50	6.57	6.30
2Q	2.79	2.65	1.99	1.95		
3Q	2.55	2.50	3.85	3.80		
4Q	2.50	2.49	6.57	6.40		

(2) Holders

As of 20 April 2021 there were a total of 20,717 individuals holding AT shares of stock and 1.84% of the total issued and outstanding AT shares of stock were held by foreigners.

Top 20 Shareholders of AT as of 20 April 2021:

No.	Name	No. of Shares Held	% of Ownership
1	PCD Nominee Corporation[11] (Filipino)	1,725,042,355	48.46
2	Anglo Philippine Holdings Corporation	966,000,292	27.14
3	SM Investments Corporation	607,739,708	17.07
4	Alakor Corporation	139,450,000	3.92
5	PCD Nominee Corporation (Foreign)	42,635,460	1.20
6	Alfredo C. Ramos	10,467,434	0.29
7	National Book Store	9,203,407	0.26
8	William T. Enrile &/or William R. Enrile II &/or Nelly R. Enrile	4,700,000	0.13
9	The Bank of Nova Scotia	4,425,254	0.12
10	Bank of Nova Scotia	2,950,169	0.08
11	DFC Holdings, Inc.	2,606,061	0.07
12	Tytana Corporation	2,562,439	0.07
13	Mitsubishi Metal Corporation	2,319,048	0.07
14	Globalfund Holdings, Inc.	1,787,000	0.05
15	Metropolitan Bank and Trust Company	1,701,281	0.05
16	National Financial Services LLC	1,474,233	0.04
17	Lucio W. Yan &/or Clara Yan	1,100,000	0.03
18	Eric C. Lim or Christine Yao Lim	1,000,000	0.03
	Toledo City Government	1,000,000	0.03
19	Asian Oceanic Holdings Phils., Inc.	972,501	0.03
20	Donald R. Osborn as Trustee U/W/O Andres Soriano Jr	945,677	0.03

(3) Dividends

There has been no dividends, cash or property, declared by AT for more than five (5) most recent fiscal years. There are current loan and financing restrictions for the AT Group to declare and pay dividends on common equity.

(4) Recent Sales of Unregistered or Exempt Securities, Including Recent Issuance of Securities Constituting an Exempt Transaction

The subscription and issuance of 1,472,500,000 common shares of stock to existing substantial Shareholders of AT (the "Subscribers") in March and August 2017, equivalent to 25% of the total increase in the Corporation's ACS of 5.89billion, constitutes an exempt transaction under *Section 10-1(i) of the SRC and Rule 10-1 of the SRC IRR* (the "Share Issue").

Subscription Aggregate Value (the "Issue Price") of Php6,455,734,500 based on the Subscription Price of Php4.3842/share, the 90-day VWAP preceding the Pricing Date. Php1,613,933,625 was paid in cash by the Subscribers upon execution of the Subscription Agreements with the balance upon call:

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[11] The Corporation has no information as to the beneficial owners of the shares of stocks of more than 5% of AT shares held by the PCD Nominee Corp. (Filipino) other than: (i) SMIC with 604,288,435 shares lodged with PCD; (ii) Anglo with 53,570,500 shares lodged with PCD and (ii) Alakor with 333,592,661 shares lodged with PCD. Clients of the PCD participant have the power to decide how their shares are to be voted. There are no other individual shareholders who own more than 5% of Corporation. Please see discussion on Item IV, Part I of the IS, Page 10 hereof

Subscriber	*Number of Shares to be subscribed*	*Percentage*	*Subscription Price at Php4.3842/share*	*Paid-Up*
SM Investments Corporation (SMIC)	598,049,708	41	Php2,621,969,530	Php655,492.383
Anglo Philippines Holdings Corp. (Anglo)	845,000,292	57	3,704,650,280	926,162,570
Alakor Corporation (Alakor)	29,450,000	2	129,114,690	32,278,673
Total	*1,472,500,000*	*100*	*Php6,455,734,500*	*Php1,613,933,625*

On 17 November 2017, the SEC issued AT's *Certificate of Approval of Increase of Capital Stock and the Certificate of Filing of Amended Articles of Incorporation*. AT filed a *Notice of Exempt Transaction* under *SEC Form 10-1* with the SEC on 4 December 2017. The Shares issued have the same dividend, voting and pre-emption rights as the outstanding shares of the Corporation. No other material rights are granted to common Shareholders except those provided under the Corporation Code, the AOI and the By-Laws of AT. There is no provision in the AOI or By-Laws of the Corporation that would delay, defer or prevent a change in control of the Corporation.

IX. Compliance with leading practices on Corporate Governance

The Board of Directors (the "BOD") and Management of AT unceasingly commit themselves as far as practicable and to the best of their abilities to the principles and practices of good corporate governance as institutionalized in the Corporation's *Code of Corporate Governance (the "CCG",* approved 2017).

As AT continuously pursues initiatives aimed at strengthening governance structures, processes and systems, the *BOD Charter* and the following BOD Committee Charters (approved in 2018) provide guidance and the protocols to the BOD, various BOD Committees and Management: (i*) Board Risk Oversight Committee (BROC) Charter, (ii) AuditCom Charter, (iii) CGC Charter, (iv) RPTC Charter, and (v) Executive Committee (ExCom) Charter*.

Pursuant to the *CCG* which formalized and institutionalized among others, the assessment or evaluation process to measure the level of compliance of the BOD and Management, under the Company's *Performance Evaluation Guidelines for its Directors and Key Officers* (approved 2018), the BOD and Management conduct annually self-assessment of their performance as a whole BOD/Management team. The individual Directors conduct a self-assessment of their performance, individually and as a group: the BOD as a whole and each BOD Committee. As contained in its CCG, every three (3) years, the performance assessments of the BOD will be facilitated and supported by a third party external facilitator. In 2019, the annual self-assessment of the BOD and Management was supported by a third party facilitator, the Good Governance Advocates & Practitioners of the Philippines (GGAP). In 2021 prior to the end of the term of the current BOD, AT will be conducting its annual self-assessment of its performance and will likewise engage an independent third party facilitator.

In addition to the various Corporate Governance Policies adopted in 2018, the following policies are being implemented across AT and its subsidiaries (approved 2019): (i) Anti-Bribery and Anti-Corruption Policy, (ii) Cyber Security Policy, (iii) Retirement Policy, (iv) Training Policy, (v) Conflict of Interest Policy, (vi) Safety Health and Environment Policy, (vii) Guidelines on Nomination and Election, (viii) Material Related Transaction Policy and last but not the least upholding the (ix) Rights of Shareholders.

In the August 24, 2020 Organizational Meeting of the BOD, the respective Chairman and members of the various BOD Committees were duly elected and assumed office. Mr. Laurito E. Serrano (ID) was elected as the Lead Director from among the IDs. All the Chairmen of the different BOD Committees are IDs except for the ExCom.

New policies are being issued by the Corporation from time to time to fully implement and comply with the CCG and the leading practices on good corporate governance. In 2020, the Corporation revisited and reviewed the existing CG policies across the AT Group and amendments and revisions are in the process to conform with the Revised Corporation Code (RCC) and the SEC issuances. The New Policy on Data Privacy had also been approved and endorsed by the Corporate Governance Committee to the Board.

AT has not deviated from the CCG. New policies are being issued by the Corporation from time to time to fully implement and comply with the CCG and the leading practices on good corporate governance.

X. Undertaking

INFORMATION STATEMENT AND ANNUAL REPORT
TO REGISTERED SHAREHOLDERS

The Corporation's Information Statement (IS) on SEC Form 20-IS, Annual Report (AR) for 2020 on SEC Form 17-A and the Quarterly Report for the first quarter of 2021 on SEC Form 17-Q are uploaded and posted in AT's website*:*

https://www.atlasmining.com.ph/investor-relations/annual-stock-holders-meeting
https://www.atlasmining.com.ph/company-disclosures/full-year-report
https://www.atlasmining.com.ph/company-disclosures/quarterly-report-sec-form-17-q

These Reports will be provided without charge to registered Shareholders upon written request addressed to:

THE OFFICE OF THE CORPORATE SECRETARY
Atlas Consolidated Mining and Development Corporation
5F FiveE-Com Center, Palm Coast corner Pacific Drive
Mall of Asia Complex, Pasay City 1300
Metro Manila, Philippines

ATLAS Mining

Atlas Consolidated Mining and Development Corporation

Minutes of the Annual General Meeting of the Shareholders (AGM)
via Remote Communication
24 August 2020, 2:00PM

	No. of Shares	Percentage
Total no. of shares held by Shareholders who participated via remote communication or by proxy, Annex "A" hereof	*3,116,538,079*	*87.55%*

Directors Present:

Alfredo C. Ramos	*Chairman, Board of Directors*
Frederic C. DyBuncio	*Vice Chairman, Board of Directors Chairman, Executive Committee Member, Audit Committee*
Adrian Paulino S. Ramos	*President and Chief Executive Officer (CEO) Member, Executive Committee*
Jose T. Sio	*Member, Executive Committee*
Martin C. Buckingham	*Member, Executive Committee*
Isidro A. Consunji	*Member, Executive Committee*
Gerard Anton S. Ramos	*Member, Executive Committee Member, Audit Committee*
Laurito E. Serrano	*Lead Independent Director Chairman, Audit Committee Member, Board Risk Oversight Committee Member, Related Party Transaction Committee*
Emilio S. de Quiros, Jr.	*Independent Director Chairman, Board Risk Oversight Committee Member, Audit Committee Member, Corporate Governance Committee Member, Related Party Transaction Committee*
Jose P. Leviste, Jr.	*Independent Director*
Roberto Cecilio O. Lim	*Nominee Independent Director*

Also Present:

Roderico V. Puno, Corporate Secretary
Roy O. Deveraturda, CCC CEO
Alexei Jerome Javellanosa, Executive Vice President (EVP)

Fernando A. Rimando, Chief Finance Officer (CFO) & Chief Risk Officer (CRO)
Feliciano B. Alvarez, Chief Audit Executive (CAE)
Leila Marie P. Cabañes, Treasurer
Maria Eleonor A. Santiago, Asst. Corp. Sec. & Compliance Officer
Amour A.Belen, Investor Relations Officer
Representatives of Sycip Gorres Velayo & Co., External Auditor
Representative of Alberto, Pascual and Associates, Third Party Tabulator

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After the National Anthem, the host of the meeting and Atlas Consolidated Mining and Development Corporation's Corporate Secretary, Atty. Roderico V. Puno, welcomed the Shareholders to the 2020 Annual Shareholders' Meeting (AGM). He acknowledged one by one the Directors, Nominee Director and Executive Officers who all joined the AGM remotely. He likewise acknowledged the presence of the representatives of Sycip Gorres Velayo & Co., external auditor, and Alberto Pascual and Associates (APA), the third party tabulator.

I. Call to Order

The Chairman of the Board, Mr. Alfredo C. Ramos, welcomed the Shareholders of Atlas Consolidated Mining and Development Corporation ("AT" or the "Corporation") to the 2020 Annual General Meeting ("AGM" or the "Meeting"), AT's first virtual AGM, streaming live via Zoom Webinar, in compliance with the Government's directive on physical distancing and for the safety of everyone. He thanked everyone for registering online, voting and for joining the Meeting.

The Chairman called the meeting to order at 2:00pm.

II. Proof of Notice of Meeting and Determination of Quorum

The Chairman inquired from the Corporate Secretary whether Notices of the AGM were sent and if there is a quorum for the Meeting. The Corporate Secretary, Atty. Roderico V. Puno, certified that:

1. In compliance with the rules issued by the Securities and Exchange Commission (SEC) the Notices with the (i) *Agenda with Explanation*, and (ii) Definitive *Information Statement (DIS)* along with the Company's *Guidelines for Participation for this Meeting via Remote Communication and Voting in Absentia* were uploaded via PSE EDGE and posted on the Company's website beginning July 17, 2020.

   Said Notice and Agenda with Explanation were likewise published for two (2) consecutive days, both in print and online format, in two (2) newspapers of general circulation, the Manila Standard and the Manila Times, on July 31, 2020 and August 1, 2020.

2. Based on record of attendance, Shareholders attending by proxy and Shareholders who have registered to remotely join the virtual meeting represent 3,116,538,079 shares of stock or 87.55% of the Corporation's total outstanding capital stock as of record date of 28 July 2020.

3. He confirmed that there was a quorum for the transaction of business at the Meeting.

4. The Corporate Secretary informed the Shareholders and participants of the following::
   (i) Alberto, Pascual and Associates (APA) has been engaged as third party tabulator of the votes cast for the meeting; (ii) Unqualified votes cast for each item for approval at the meeting, shall be counted in favor of the matter under consideration; and (iii) The meeting will be recorded.

III. Approval of the Minutes of the 2019 AGM held on 07 May 2019

The Chairman proceeded to the approval of the minutes of the AGM held on 07 May 2019 (the "2019 AGM Minutes"). The Chairman asked the Corporate Secretary if copies of the 2019 AGM minutes were made available to Shareholders and the results of the voting for this item.

The Corporate Secretary stated that copy of the minutes of the AGM held on 07 May 2019 had been uploaded to the Company's website soon after its adjournment last year. The URL or link has also been provided in the Definitive Information Statement which was uploaded to the PSE EDGE and posted on the Company's website. The minutes reflect the proceedings of the last AGM, including all the resolutions adopted and approved, with the corresponding tabulation of the votes cast for each item of the agenda

The Corporate Secretary then presented the tabulation of votes for the approval of the minutes: Shareholders holding 3,116,465,172 shares representing 100% of the total votes cast have voted YES to the approval of the Minutes of 2019 AGM.

	Approve/Ratify	*Disapprove*	*Abstain*
Number of Voted Shares	*3,116,465,172*	*0*	*72,907*
Percentage of Shares Voted	*100%*	*0%*	*0%*

With the above vote in favor, the following resolution was passed and adopted:

> *"Resolved, That the reading of the minutes of the Annual General Meeting of Shareholders (AGM) of Atlas Consolidated Mining and Development Corporation (AT or the "Corporation") held on 7 May 2019 is dispensed with, and all matters included in the minutes are considered complete and accurate and are approved."*

IV. Annual Report and Audited Financial Statements for the year ended 31 December 2019:

The Chairman proceeded to the next order of business, the Annual Report on the activities and operations of the Corporation during the last fiscal year (the "Annual Report") including the Corporation's Audited Financial Statements ended 31 December 2019 ("2019 AFS").

The Chairman gave the floor to the Corporation's President and CEO, Mr. Adrian Paulino S. Ramos, to render the Annual Report and thereafter take up the remaining items in the agenda. The President reported as follows:

"Ladies and gentlemen, distinguished guests – good afternoon

I am pleased to report to you the results of operations of Atlas Mining for the year 2019. I shall also report the results of the first half of 2020.

The year 2019 was a banner year for Atlas with production reaching its highest level since the start of commercial operation in 2007. This is the result of the significant shift in our mindset over the past three years to ensure that long-term sustainability is integrated into the various facets of our business and part of the enduring changes we have made in our operations over the years.

The copper market weakened during the second half of 2018 due to tariff issues between China and the USA. This market level continued for most of 2019 due to the softening of demand. It started to recover in the first months of 2020 then was affected by the pandemic in March through May.

Prices started trending upwards around June with copper price reaching $6,500 in July spurred mainly by improvements in Chinese economic growth, the tightening of the scrap metal market in China, supply issues with mine disruptions in South America and a weaker US Dollar.

The market outlook for the near term is weighed down heavily by demand being outpaced by supply. While on the longer term, demand is seen outpacing supply as there are expected delays in projects that would replace falling output from existing mine operations.

Operational Results

The significant increase in production and shipment volumes in 2019 resulted from the sustained improvements and stability in our operations where higher tonnage milled and higher realized grades increased copper metal production by 25% and gold production by 40%

With sustained and stable production, copper concentrate shipments increased from 30 to 38.

- *Copper metal content of shipments increased by 31% to 110.25 million pounds and*
- *Gold content increased by 42% to 35,374 ounces.*

An 8-year mine plan was designed to carry on a sustained growth following the last phase of high stripping in 2019. This provides us with a long-term perspective and ability to plan for all aspects of our business.

In 2019, waste mining was maintained at about the same level as the past 2 years or at 59 million dmt to position the company to sustain ore production at 50ktpd in 2019 and beyond.

Funds for capital expenditures were accordingly invested to support the established long-term mine plan.

- *Catch-up advance stripping in 2019 as the last part of the high stripping phase of the carmen pit development.*
- *Upgrade and regular change-outs of mining and milling equipment to keep equipment at top operational conditions.*
- *Upgrade of the tailings disposal system to support long-term disposal and storage requirements.*

Aside from sustained improvement in production, the overall impact of the changes implemented over the years is seen in the improvement in the cost efficiency of our operation.

Cash operating cost per pound of copper or the C1 cost decreased by 26% from US$1.86/lb in 2018 to US$1.38/lb in 2019.

The significance of this improvement in C1 cost can be best appreciated when seen alongside the copper price. In 2019, under weaker market conditions, Atlas realized an average copper price of $2.72/lb or a decrease of 8% from $2.96/lb in 2018. But even with the decrease in price, the margin increased by 22% from $1.10/lb to $1.34/lb due to the decrease in C1 cost.

It has been our long held belief that a cost efficient operation is the best hedge against any downward trend in metal prices.

Financial Results - 2019

Atlas reported a significantly lower net loss of Php565 million for the year 2019, a 67% improvement from the Php1.72 billion net loss in 2018:

- *Revenues increased by 21% on the strength of higher production and shipment volumes that tempered the impact of lower copper prices.*
- *Cash costs were 6% higher due to higher volume of shipments. However, cost per lb decreased as discussed earlier.*
- *Excluding mark to market and deferred tax provisions, the underlying earnings significantly improved also by 128% with core income reported at Php422 million in 2019 compared to a core loss of Php1.51 billion in 2018.*

With higher earnings, Atlas paid down $52.7 million of its loans in 2019.

Operational Performance - first half 2020

For the first half of 2020, production continued to improve where milling tonnage and gold grade increased pushing copper metal production higher by 5% and gold production higher by 26%.

With stable production, all shipment commitments were met.

Financial Performance – first half 2020

Atlas reported a higher core income of Php366 million for the first half of 2020, a 66% improvement from Php220 million in 2019.

- *Revenues decreased by 6% year-on-year due mainly to lower copper prices.*
- *Cash costs decreased by 16% due primarily to significant decreases in waste stripping, fuel, power, explosives and maintenance parts. The improvement in operating performance from increased throughput, the increase in by-product credits from gold, and the decrease in operating costs resulted in a lower average cost per pound by 36% from USD1.49/lb in 2019 to USD0.95/lb in 2020.*
- *Net loss of Php190 million was higher than last year's net loss of Php66 million due mainly to higher deferred tax provisions in 2020.*

This sustained improvement in underlying earnings underpinned the increase in core income for the period and the increase in cash generated from operations which enabled the payment of $20 million of its loans this year in addition to the $52.7 million loan payments for the year 2019.

Atlas recently issued its 2019 Sustainability Report with a cover title of "GEARING FOR GROWTH".

We emphasized the needs of all our stakeholders – not just our shareholders – in running our business. This meant going beyond our top priority to return to profitability. It is clear to us that to be a long-term, sustainable business, we continuously re-assess, innovate and fine-tune our operations to mitigate our impact on the environment, how we help our host communities thrive and prosper and collaborate with the government to promote inclusive business growth.

As we continue to make our operations more efficient, we are also making sure that our employees are gaining substantial experiences and opportunities to grow in their roles. As we challenge our people to increase mine capacity, we are also inviting them to be ambassadors of our sustainability efforts across our operations.

Environment, Health and Safety

In 2019, we invested more than Php290.9 million on our Environmental Protection and Enhancement Program. We forested 18.1 hectares of land and donated more than 523,216 seedlings in support of the government's National Greening Program.

We attained a remarkable improvement in our safety performance. For the past 3 years, our average incidents dropped by 76%. We also maintained emission rates significantly below global and national NOx, SOx and CO emission standards.

The DENR and the PMSEA have consistently recognized the initiatives of your Company and have conferred Carmen Copper Corporation with awards and recognition.
Self-Reliant Communities

We deepened our engagement with our host communities, focusing on sustainable development initiatives to help them attain self-sufficiency. This year, we built two school buildings, three health centers, ten kilometers of road networks, subsidized more than 693,000 kWHr of energy and provided more than 625,752 cubic meters of water to our communities.

We have spent more than Php910.6 million since 2009 through Carmen Copper Communities, our social outreach arm spearheading our commitment to responsible stewardship in our mining operation.

As we face 2020 and beyond, we look forward to making greater advances toward our goal of attaining a positive business outcome for all our stakeholders. To get there, we will optimize the use of our operating advantages:

Product Quality, Scale and Accessibility – We will capitalize on our scale production abilities and our strategic location in the region to deliver the cleanest copper concentrate in the region.

Stable and Cost Efficient Operations– With projected lower levels of waste stripping and anticipated more efficient operating costs, we will work to expand our margins and increase cash from operations.

Shared Value through Responsible Stewardship – We will advocate care for our environment and invite our people and host communities to do the same.

With these in place, we are geared for positive impact in the coming years.

Underlining these efforts is our commitment to a culture of good governance, compliance and sustainability as the bedrock of our business.

With these principles in place, we are confident in achieving sustained growth, allowing us to create shared value for all our stakeholders.

From the leadership of Atlas Mining, we express our genuine appreciation to all our stakeholders who have remained steadfast in our vision to be a role model for responsible and sustainable mining."

Copies of the relevant presentation slides were shown on screen while the President reported and are integrally attached and deemed incorporated into these Minutes. The Annual Report and 2019 AFS attached to the Definitive Information Statement (IS) were uploaded via PSE Edge and posted on the Corporation's website.

The President then asked the Corporate Secretary to announce the results of the voting. The Corporate Secretary presented the tabulation of votes. As tabulated, the votes of shares present and represented, on the motion for the approval of the 2019 Annual Report and the 2019 AFS are as follows:

	Approve/Ratify	*Disapprove*	*Abstain*
Number of Voted Shares	*3,115,637,692*	*0*	*900,407*
Percentage of Shares Voted	*100%*	*99.97%*	*0.03%*

With the above vote in favor, the following resolution was passed and adopted:

> *"Resolved, That the Annual Report and the Audited Financial Statements (the "AFS") of Atlas Consolidated Mining and Development Corporation ("AT" or the "Corporation") as of 31 December 2019, of which have been posted in the Corporation's website and uploaded to the PSE Edge, are approved."*

V. *Election of Directors (including Independent Directors)*

The next order of the business was the election of the members of the Board of Directors for the ensuing year.

Independent Director and Corporate Governance Committee member, Mr. Emilio S. De Quiros, Jr., was requested to announce the nomination and election to the Corporation's 11-member Board.

Mr. de Quiros informed the Shareholders that the nominees for directors were vetted and selected through the nomination process determined and implemented by the Corporate Governance Committee (CGC), in accordance with the procedure prescribed under the Corporation's By-Laws, Code of CG, CG Committee Charter, and based on legal requirements.

Based on determination by the CG Committee and as confirmed by the Board of Directors, the following nominees for directors and independent directors were found to possess all the qualifications and none of the disqualifications of a director or an independent director, and their capabilities are aligned with the Company's strategic direction.

He then announced the final list of nominees to the Board for 2020-2021:

Alfredo C. Ramos
Frederic C. DyBuncio
Martin C. Buckingham
Isidro A. Consunji
Adrian Paulino S. Ramos
Gerard Anton S. Ramos
Jose T. Sio
Laurito E. Serrano as Independent Director
Emilio S. de Quiros, Jr. as Independent Director
Jose P. Leviste, Jr. as Independent Director
Roberto C.O. Lim as Independent Director

Messrs. Serrano, De Quiros, Jr., Leviste, Jr. and Lim were nominated to serve as Independent Directors in compliance with Rule 38 of the Implementing Rules and Regulations (IRR) of the Securities Regulation Code (SRC). The nominees for Independent Directors had accepted and conformed on their nomination.

The President, Mr. Adrian S. Ramos, before proceeding with the results of the election, took the opportunity, to thank the late Atty. Fulgencio Factoran, Jr., for having provided the AT Board not only his legal expertise but also his independence, and for having given his invaluable insights, being a former Secretary of the DENR and Deputy Executive Secretary at the Office of the President of the Philippines.

He further stated that Atty. Jun Factoran was elected as an independent director to the Board in February 2012 and served as such until his passing in April 2020. He was also the Chairman of the CG Committee and the Related Party Transaction (RPT) Committee of the Board. In behalf of the Board, Mr. Ramos extended his deep gratitude and condolences to Atty. Factoran's family.

Atty. Puno informed the Shareholders and participants that for the ensuing year, based on the tally of votes, as confirmed by the independent third party tabulator, APA, each of the 11 nominees enumerated earlier and listed in the Definitive Information Statement, received sufficient votes to elect them as Director of the Corporation. As tabulated, the final votes received by the nominees are as follows:

Nominee	*Vote For*	*Percentage of Shares Voted*	*Withhold Vote (Abstain)*
Alfredo C. Ramos	*3,115,197,472*	*99.96%*	*1,340,627*
Frederic C. DyBuncio	*3,115,197,472*	*99.96%*	*1,340,627*
Martin C. Buckingham	*3,115,279,472*	*99.96%*	*1,258,607*
Isidro A. Consunji	*3,115,197,472*	*99.96%*	*1,340,607*
Adrian Paulino S. Ramos	*3,116,383,172*	*100%*	*154,907*
Gerard Anton S. Ramos	*3,115,197,472*	*99.96%*	*1,340,607*
Jose T. Sio	*3,115,279,472*	*99.96*	*1,258,607*
Laurito E. Serrano (ID)	*3,115,197,472*	*99.96%*	*1,340,607*
Emilio S. de Quiros, Jr.(ID)	*3,115,197,472*	*99.96%*	*1,340,607*
Jose P. Leviste, Jr. (ID)	*3,116,465,172*	*100%*	*72,907*

Roberto C.O. Lim .(ID)	*3,116,465,172*	*100%*	*72,907*

The Corporate Secretary then announced that all 11 nominees are elected to the Board who will serve as such until the election and qualification of their successors. The following resolution was thus passed and adopted:

> *"Resolved, That the following persons are elected directors of Atlas Consolidated and Mining Development Corporation ("AT" or the "Corporation") for 2020-2021 to serve as such beginning today until their successors are elected and qualified:*
>
> Alfredo C. Ramos
> Frederic C. DyBuncio
> Martin C. Buckingham
> Isidro A. Consunji
> Adrian Paulino S. Ramos
> Gerard Anton S. Ramos
> Jose T. Sio
> Laurito E. Serrano, Independent Director (ID)
> Emilio de Quiros, Jr., Independent Director (ID)
> Jose P. Leviste, Jr., Jr., Independent Director (ID)
> Roberto C.O. Lim., Independent Director (ID)

VI. Ratification of the acts and resolutions of the Board of Directors and Management for the year 2019

The next item of the Agenda was the ratification of the acts, transactions, proceedings as well as resolutions of the Board of Directors, its various Committees and of Management from the date of the 2019 AGM, 07 May 2019 up to the date of this Meeting (the "Acts and Resolutions"). The proposed resolution and voting results on this item were flashed on the screen.

The Corporate Secretary presented the tabulation of votes:

	Approve/Ratify	*Disapprove*	*Abstain*
Number of Voted Shares	*3,115,637,672*	*0*	*900,407*
Percentage of Shares Voted	*99.97%*	*0%*	*0.03%*

With the above vote in favor, the following resolution was passed and adopted, which was flashed on the screen:

> *"Resolved that the acts of the Board of Directors, Board Committees and Management of Atlas Consolidated and Mining Development Corporation ("AT" or the "Corporation") from the date of the last AGM held on 7 May 2019 up to the date of this Meeting, are hereby, in all respect, approved and ratified and that all contracts, acts, proceedings, elections and appointments made or taken by the Board of Directors, its Committees and/or the Management of the Corporation and all acts and proceedings performed or taken pursuant thereto, be, and hereby are, in all respects, approved, ratified and confirmed."*

VII. Appointment of External Auditor

The next item on the Agenda was the appointment of the Corporation's external auditor for the fiscal year ending 31 December 2020. Mr. Laurito E. Serrano, Lead Independent Director and Chairman of the Audit Committee was called to make the recommendation.

Mr. Serrano announced that the Audit Committee evaluated the performance of the present auditor of the Corporation, Sycip Gorres Velayo & Company (*SGV),* during the past year and found it to be satisfactory. The Audit Committee and the Board of Directors agree to endorse SGV as the Corporation's external auditor for the ensuing year, 2020-2021.

The Corporate Secretary then announced the results of the voting:

	Approve/Ratify	*Disapprove*	*Abstain*
Number of Voted Shares	*3,116,465,172*	*0*	*72,907*
Percentage of Shares Represented	*100%*	*0%*	*0%*

With the above vote in favor, the following resolution was passed and adopted:

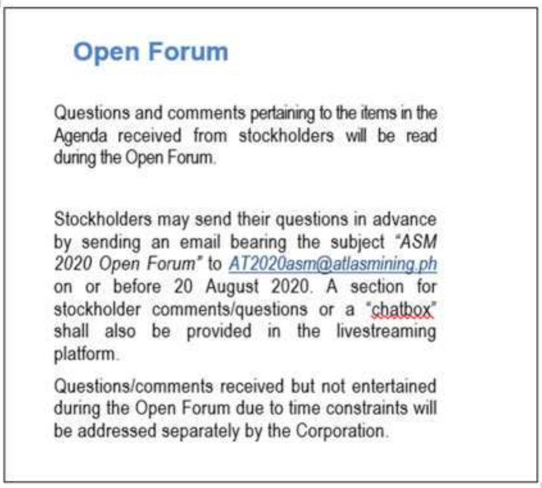
> *"Resolved, as duly endorsed by the Board of Directors of Atlas Consolidated Mining and Development Corporation (the "Corporation"), to approve the re-election of Sycip Gorres Velayo & Co. as the external auditor of the Corporation for theensuing year."*

VIII. *Other Matters*

The Chairman inquired from the Corporation's Corporate Secretary if there would be other matters to be presented. The Corporate Secretary informed the Chairman that there was no other matter.

IX. Open Forum

The next item of the Agenda is the Open Forum. The President read what was stated in the *Guidelines for Participating via Remote Communication and Voting In Absentia (the "Guidelines")* regarding the question and answer portion of the meeting: That all Shareholders of record may submit in advance questions or comments pertaining to the items in the Agenda via email to AT2020asm@atlasmining.ph bearing the subject *"ASM 2020 Open Forum",* and through the chat box of the meeting livestream, which will be read and answered during the Open Forum. The following slide, which appeared in the Guidelines, was flashed on the screen:



The President then announced that no question or comment was received.

X. Adjournment

There being no other matters to discuss, upon motion duly seconded, the Meeting was adjourned.

Prepared by:

Maria Eleonor A. Santiago
Assistant Corporate Secretary

Attested by:

Alfredo C. Ramos
Chairman

ANNEX A

Atlas Consolidated Mining and Development Corporation

Annual General Meeting of the Shareholders (AGM)
via Remote Communication
24 August 2020, 2:00PM

RECORD OF ATTENDANCE

Total number of voting shares outstanding	3,559, 532,774
Total number of shares participating remotely & by proxy	3,116,538,079
Total number of shares represented	3,116,538,079
Attendance percentage	87.55%

2021 ANNUAL STOCKHOLDERS' MEETING
14 June 2021 at 10am

Guidelines for Participating via Remote Communication and Voting *in Absentia*

The 2021 Annual Stockholders' Meeting (ASM) of Atlas Consolidated Mining and Development Corporation (AT or the Company) is scheduled on 14 June 2021 at 10:00 am and the AT Board of Directors (the "BOD") has fixed 20 April 2021 as the record date for the determination of stockholders entitled to the notice of, to attend, and to vote at such meeting and any adjournment thereof.

In light of the ongoing community quarantine imposed in the country and in consideration of health and safety concerns of everyone involved, shall allow attendance, participation and voting by stockholders via remote communication or vote *in absentia.* For this purpose, Stockholders must register as provided below.

<u>Registration</u>

Stockholders must notify the Corporate Secretary of their intention to participate in the ASM via remote communication and/or to exercise their right to vote *in absentia* no later than 4 June 2021, by registering at *asmregister.atlasmining.com.ph* and by submitting there the following supporting documents/ information, subject to verification and validation:

- For Certificated Individual Stockholders (with physical stock certificates)
    1. Copy of valid government-issued ID of stockholder/proxy
    2. Stock certificate number/s, if available
    3. If appointing a proxy, copy of proxy form duly signed by stockholder (need *not* be notarized)
    4. Email-address and contact number of stockholder or proxy

- For Certificated Multiple Stockholders or Joint Owners
  In addition to the above requirements, authorization letter signed by the other registered stockholders specifying who among them is authorized to cast the vote for the joint account and participate in the meeting.

- For Certificated Corporate Stockholders
    1. Secretary's Certificate attesting to the appointment and authority of the proxy to participate in the ASM, to vote for and on behalf of the Corporation.
    2. Copy of valid government-issued ID of the authorized representative
    3. Stock certificate number/s, if available
    4. Email-address and contact number of authorized representative

- For Stockholders with Shares under PCD Participant/Broker Account
    1. Certification from broker, signed by authorized signatory, as to the number of shares owned by stockholder
    2. Valid government-issued ID of stockholder
    3. If appointing a proxy, copy of proxy form duly signed by stockholder (need *not* be notarized)
    4. Email-address and contact number of stockholder or proxy

Only Stockholders who have notified the Company of his/her/its intention to participate in the Meeting by remote communication, have registered as provided above, will be included in the determination of the existence of quorum.

Important Reminder: Please refrain from sending duplicate and inconsistent information/documents as this can result in failed registration. All documents/information shall be subject to verification and validation by the Company.

Online Voting

Stockholders who have successfully registered shall be notified via email of their unique log-in credentials for the voting portal. Stockholders can then cast their votes for specific items in the agenda, as follows:

1. Log-in to the voting portal by clicking the link, and using the log-in credentials, sent by email to the email-address of the stockholder provided to the Company.

2. Upon accessing the portal, the stockholder can vote on each agenda item. A brief description of each item for stockholders' approval is appended as Annex A to the Notice of Meeting.

   2.1 A stockholder has the option to vote "Yes", "No", or "Abstain" on each agenda item for approval.

   2.2 For the election of directors, the stockholder has the option to vote for all nominees, withhold vote for any of the nominees, or vote for certain nominees only.

   Note: *A stockholder may vote such number of his/her shares for as many persons as there are directors to be elected or he may cumulate said shares and give one candidate as many votes as the number of directors to be elected (11 directors for AT) multiplied by the number of his shares shall equal, or he may distribute them on the same principle among as many candidates as he shall see fit, provided, that the total number of votes cast shall not exceed the number of shares owned by the stockholder.*

3. Once the stockholder has finalized his vote, he can proceed to submit his vote by clicking the "Submit" button.

4. The stockholder can still change and re-submit votes, provided, such new votes are submitted using the same log-in credentials. Previous votes will be automatically overwritten and replaced by the system with the new votes cast.

Please take note that the Company is not asking for or soliciting proxies.

ASM Livestream

The ASM will be broadcasted live and stockholders who have successfully registered can participate via remote communication. Details of the meeting will be sent to stockholders in the emails provided to the Company. Instructions on how to access the livestream will also be posted at *https://www.atlasmining.com.ph/company-disclosures/annual-stockholders-meeting-2020*

Video recordings of the ASM will be adequately maintained by the Company and will be made available to participating stockholders upon request.

Open Forum

During the virtual meeting, the Company will have an Open Forum, during which, the Meeting's moderator will read and where representatives of the Company shall endeavor to answer as many of the questions and comments pertaining to the items in the Agenda received from stockholders as time will allow.

Stockholders may send their questions in advance by sending an email bearing the subject *"ASM 2021 Open Forum"* to *Agm@atlasmining.ph* on or before 10 June 2021.

Questions/comments received but not entertained during the Open Forum due to time constraints will be addressed separately by the Corporation.

For any queries or concerns regarding this Guidelines, please contact the Company via* email at *Agm@atlasmining.ph

For complete information on the annual meeting, please visit https://www.atlasmining.com.ph/company-disclosures/annual-stockholders-meeting-2020

CERTIFICATION OF INDEPENDENT DIRECTOR

I, Emilio S. de Quiros Jr, Filipino, of legal age and a resident of 16 Regidor St., Varsity Hills, Loyola Heights, Quezon City, after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for independent director of **Atlas Consolidated Mining and Development Corporation (AT)** and have been its Independent Director since July 2017;

2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

COMPANY/ORGANIZATION	POSITION/RELATIONSHIP	PERIOD OF SERVICE
Belle Corporation	Member, Board of Directors Chairman of the Board of Directors	2010 – 2016, 2017 to present 2017 - 2019
Crown Equities	Independent Director	May 2019 to present
Sunlife Investment Management & Trust Corporation	Independent Director	Sept 2020 to present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of AT, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances;

4. I am related to the following director/officer/substantial shareholder of (covered company and its subsidiaries and affiliates) other than the relationship provided under Rule 38.2.3 of the Securities Regulation Code. (where applicable)

NAME OF DIRECTOR/OFFICER/SUBSTANTIAL SHAREHOLDER	COMPANY	NATURE OR RELATIONSHIP
NA	NA	NA

5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding:

OFFENSE CHARGED/INVESTIGATED	TRIBUNAL OR AGENCY INVOLVED	STATUS
NA	NA	NA

6. I shall faithfully and diligently comply with my duties and responsibilities as Independent Director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.

7. I shall inform the Corporate Secretary of AT of any changes in the abovementioned information within five (5) days from its occurrence.

Done, this ____day of MAY 04 2021 in PASAY CITY.

EMILIO S. DE QUIROS, JR.
Affiant

SUBSCRIBED AND SWORN to before me the City of PASAY CITY this MAY 0 4 2021 by Mr. Emilio S. de Quiros, Jr. whose identity I have confirmed through his

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Page No. 27
Book No. 5
Series of 2021.

MA. CLEOFE L. JAIME
NOTARY PUBLIC
UNTIL DECEMBER 31, 2021
COMMISSION NO. 20-04
ROLL NO. 27802
PTR NO. 7352950 PASAY CITY 1/4/21
IBP NO. AR 30761582/1-5-2021
MCLE COMPL. NO. VI-0012231
ISSUED ON SEPTEMBER 13, 2018
VALID UNTIL 4-14-22
ADDRESS STALL # 1 UNIT 54 ARNAIZ
AVENUE PASAY CITY, M.M.

CERTIFICATION OF INDEPENDENT DIRECTOR

I, *Jose P. Leviste, Jr.*, Filipino, of legal age and a resident of One Roxas Triangle, Paseo de Roxas corner Cruzada Street, Urdaneta, Makati City, after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for Independent Director of *Atlas Consolidated Mining and Development Corporation (AT)* and have been its Independent Director since May 2019;

2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

COMPANY/ORGANIZATION	POSITION/RELATIONSHIP	PERIOD OF SERVICE
Constellation Energy Corporation	Chairman	2008 up to present
Enactus Philippines	Chairman	2007 up to present
Philippine-Israel Business Council (PCCI)	Chairman	2019 up to present
Chamber of Mines of the Philippines	Vice Chairman	2017 up to present
Pico De Loro Beach and Country Club	Independent Director	2008 up to present
Investment Capital Corporation of the Philippines (ICCP)	Independent Director	2011 up to present
Philippine Chamber of Commerce and Industry (PCCI)	Director	2018 up to present
Canadian Chamber of Commerce	Governor	2019 up to present
Sindicatum Sustainable Resource of Singapore	Asia Advisor	2010 up to present
Italpinas Development Corporation (IDC)	Primo Consigliere (Senior Adviser)	2015 up to present
Phil. Council for Agriculture Aquatic and Natural Resources Research and Devt. (PCAARRD)	Governing Council Member	2011 up to present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of AT, as provided for in Section 38 of the Securities Regulation Code (SRC), its Implementing Rules and Regulations (IRR) and other SEC issuances;

4. I am related to the following director/officer/substantial shareholder of __NA__ (covered company and its subsidiaries and affiliates) other than the relationship provided under Rule 38.2.3 of the Securities Regulation Code. (where applicable)

NAME OF DIRECTOR/OFFICER/ SUBSTANTIAL SHAREHOLDER	COMPANY	NATURE OR RELATIONSHIP
NA	NA	NA

5. To the best of my knowledge, I am the subject of any pending criminal or administrative investigation or proceeding:

OFFENSE CHARGED/INVESTIGATED	TRIBUNAL OR AGENCY INVOLVED	STATUS
NA	NA	NA

6. I shall faithfully and diligently comply with my duties and responsibilities as Independent Director under the Securities Regulation Code (SRC) and its Implementing Rules and Regulations (IRR), Code of Corporate Governance and other SEC issuances.

7. I shall inform the Corporate Secretary of AT of any changes in the abovementioned information within five (5) days from its occurrence.

Done, this ____day of MAY 0 4 2021 2021 in PASAY CITY.

JOSE P. LEVISTE, JR.
Affiant

SUBSCRIBED AND SWORN to before me in the City of PASAY CITY this MAY 04 2021 2021 by Jose P. Leviste, Jr. whose identity I have confirmed through his Passport with number _____________ issued on _____________ in _____________.

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Page No. 26
Book No. 5
Series of 2021.

MA. CLEOFE L. JAIME
NOTARY PUBLIC
UNTIL DECEMBER 31, 2021
COMMISSION NO. 20-04
ROLL NO. 27202
PTR NO. 7352950 PASAY CITY 1/4/2021
IBP NO. AR 3076J562/1-5-2021
MCLE COMPL. NO. VI-0012231
ISSUED ON SEPTEMBER 13, 2018
VALID UNTIL 4-14-22
ADDRESS STALL # 1 UNIT 54 ARNAIZ
AVENUE PASAY CITY, M.M.

CERTIFICATION OF INDEPENDENT DIRECTOR

I, *Roberto Cecilio O. Lim*, Filipino, of legal age and a resident of 175 M. Paterno Street, Brgy. Pasadena, San Juan, Metro Manila, after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for Independent Director of Atlas Consolidated Mining and Development Corporation (AT)and have been its Independent Director since August 2020;

2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

COMPANY/ORGANIZATION	*POSITION/RELATIONSHIP*	*PERIOD OF SERVICE*
Asian Terminal Inc.	Independent Director	Since December 2018
Philippine Stock Exchange Inc.	Independent Director	Since April 2019

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of AT, as provided for in Section 38 of the Securities Regulation Code (SRC), its Implementing Rules and Regulations (IRR) and other SEC issuances;

4. I am not related to any of the following director/officer/substantial shareholder of AT and its subsidiaries and affiliates other than the relationship provided under Rule 38.2.3 of the Securities Regulation Code. (where applicable)

NAME OF DIRECTOR/OFFICER/SUBSTANTIAL SHAREHOLDER	*COMPANY*	*NATURE OR RELATIONSHIP*
NA		

5. I disclose that I am the subject of the following criminal/administrative investigation or proceeding :

OFFENSE CHARGED/INVESTIGATED	*TRIBUNAL OR AGENCY INVOLVED*	*STATUS*
False statement and perjury in applying with the City of Manila for the demolition of respondents' own property which has been illegally occupied by complainants	Makati Prosecutor's Office NPS XV-05-INV-18J-4756 Philip Go Chua, et. al. v. Atty. Roberto C.O. Lim et al.	Dismissed, complainants' Motion for Reconsideration dismissed. Complaining illegal occupants elevated the matter to the DOJ.
Unjust vexation, malicious mischief, grave coercion, theft in carrying out the Final Demolition Order issued by the City of Manila by applying with Meralco to discontinue the power service to respondents' own property and illegally occupied by complainants; and Meralco's action of removing and recovering its electric meters.	Manila Prosecutor's Office NPS XV-07-INV-18L-07039 Philip Go Chua, et. al. v. Meralco, et al.	Case dismissed, reversed upon complainants' Motion for Reconsideration
	Department of Justice NPS-XV-07-INV-18L-07039	Respondents' Appeal from resolution granting the Motion for Reconsideration pending with the DOJ.
Unjust vexation, etc, for carrying out the demolition order issued by the City of Manila by applying with Meralco to discontinue the power service to repondents' own property and illegally occupied by complainants; and Meralco's action of removing and recovering its electric meters.	Metropolitan Trial Court of Manila, Branch 14 M-Manila 19-04748 to 53 People v. Roberto Cecilio O Lim, et. al.	3 complainants have each withdrawn the cases they filed. The remaining complainants are scheduled to withdraw the complaint in April.

6. I shall faithfully and diligently comply with my duties and responsibilities as Independent Director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.

7. I shall inform the Corporate Secretary of ATof any changes in the abovementioned information within five (5) days from its occurrence.

MAY 04 2021

Done, this _______ day of __________ 2021 in San Juan, Metro Manila.

Roberto Cecilio O. Lim

Affiant

Subscribed and Sworn to before me the City of PASAY CITY this MAY 04 2021 byRoberto Cecilio O. Lim whose identity I have confirmed through his

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Page No. 26
Book No. 5
Series of 2021.

MA. CLEOFE L. JAIME
NOTARY PUBLIC
UNTIL DECEMBER 31, 2021
COMMISSION NO. 20-04
ROLL NO. 27802
PTR NO. 7352950 PASAY CITY 1/4/20
IBP NO. AR 30761582/1-5-2021
MCLE COMPL. NO. VI-0012231
ISSUED ON SEPTEMBER 13, 2018
VALID UNTIL 4-14-22
ADDRESS STALL # 1 UNIT 54 ARNAIZ
AVENUE PASAY CITY, M.M.

COVER SHEET
for
AUDITED FINANCIAL STATEMENTS

SEC Registration Number

P	W	0	0	0	0	1	1	5	A	

COMPANY NAME

ATLAS CONSOLIDATED MINING AND DEVELOPMENT CORPORATION AND SUBSIDIARIES

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

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

Form Type	Department requiring the report	Secondary License Type, If Applicable
AACFS	CRMD	N/A

COMPANY INFORMATION

Company's Email Address	Company's Telephone Number	Mobile Number
atlas1@atlasmining.com.ph	(632) 8403-0813 loc. 25001	09178048194

No. of Stockholders	Annual Meeting (Month / Day)	Fiscal Year (Month / Day)
20,722	5/7	12/31

CONTACT PERSON INFORMATION

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

Name of Contact Person	Email Address	Telephone Number/s	Mobile Number
Ms. Maria Eleonor A. Santiago	atlas1@atlasmining.com.ph	(632) 8403-0813 loc 25005	09178048194

CONTACT PERSON's ADDRESS

FiveE-com Center, Palm Coast Ave. corner Pacific Drive,
Mall of Asia Complex (1300), Pasay 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.

ATLAS Mining

STATEMENT OF MANAGEMENT'S RESPONSIBILITY FOR CONSOLIDATED FINANCIAL STATEMENTS

The management of Atlas Consolidated Mining and Development Corporation and Subsidiaries is responsible for the preparation and fair presentation of the consolidated financial statements including the schedules attached therein, for the years ended December 31, 2020 and 2019, in accordance with the prescribed financial reporting framework indicated therein, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

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

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

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

Alfredo C. Ramos
Chairman of the Board

Adrian Paulino S. Ramos
President

Fernando A. Rimando
Vice President / Chief Finance Officer

Signed this 26th day of March 2021

Atlas Consolidated Mining and Development Corporation
P-502 and P-503,
5F Five E-Com Center,
Palm Coast Ave corner Pacific Drive,
Mall of Asia, Pasay City
Tel +632 831-8000 loc 25001
www.atlasmining.com.ph

ATLAS Mining

SUBSCRIBED AND SWORN to before me, this APR 14 2021 day of April 2021 at CITY OF MAKATI, affiant with Taxpayer Identification Numbers as follows:

Name	Tax Identification Number
Alfredo C. Ramos	[redacted]
Adrian Paulino S. Ramos	[redacted]
Fernando A. Rimando	[redacted]

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Series of 2021

ATTY. GERVACIO B. ORTIZ JR.
Notary Public City of Makati
Extended Until June 30, 2021
Per B.M. No. 3795
IBP No. 05729-Lifetime Member
MCLE Compliance No. VI-0024312
Appointment No. M-183-(2019-2020)
PTR No. 8531011 Jan. 4, 2021
Makati City Roll No. 40091
101 Urban Ave. Campos Rueda Bldg.
Brgy. Pio del Pilar, Makati City

SGV
Building a better working world

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BOA/PRC Reg. No. 0001,
October 4, 2018, valid until August 24, 2021
SEC Accreditation No. 0012-FR-5 (Group A),
November 6, 2018, valid until November 5, 2021

INDEPENDENT AUDITOR'S REPORT

The Board of Directors and Stockholders
Atlas Consolidated Mining and Development Corporation
FiveE-com Center, Palm Coast Ave. corner Pacific Drive
Mall of Asia Complex, Pasay City

Opinion

We have audited the consolidated financial statements of Atlas Consolidated Mining and Development Corporation and Subsidiaries (the Group), which comprise the consolidated statements of financial position as at December 31, 2020 and 2019, and the consolidated statements of comprehensive income, consolidated statements of changes in equity and consolidated statements of cash flows for each of the three years in the period ended December 31, 2020, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at December 31, 2020 and 2019, and its consolidated financial performance and its consolidated cash flows for each of the three years in the period ended December 31, 2019 in accordance with Philippine Financial Reporting Standards (PFRSs).

Basis for Opinion

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

Key Audit Matters

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

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

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Impairment Testing of Goodwill, Property, Plant and Equipment, and Mining Rights

Under PFRSs, the Group is required to annually test the amount of goodwill for impairment. In addition, in the event that an impairment indicator is identified, the Group tests the recoverability of property, plant and equipment, and mining rights. As of December 31, 2020, the Group has goodwill attributable to Carmen Copper Corporation amounting to ₱19.03 billion, and property, plant and equipment, and mining rights amounting to ₱42.01 billion, which are considered significant to the consolidated financial statements. The assessment of the recoverability of goodwill, property, plant and equipment, and mining rights requires significant judgment and involves estimation and assumptions about the expected life of the project, future production levels and costs, contributions to the government based on current regulations as well as external inputs such as copper prices and discount rate. Hence, such assessment is a key audit matter in our audit.

The disclosures in relation to property, plant and equipment, mining rights and goodwill are included in Notes 9 and 10 to the consolidated financial statements.

Audit Response

We involved our internal specialist in evaluating the methodoloy and the assumptions used. These assumptions include the expected life of the project, future production levels and costs, contributions to the government based on current regulations as well as external inputs such as copper prices and discount rate. We compared the key assumptions used against the mine life based on the ore reserve report, production reports from the operations departments, current tax laws, and forecasted copper prices. We tested the parameters used in the determination of the discount rate against market data. We also reviewed the Group's disclosures about those assumptions to which the outcome of the impairment test is most sensitive; specifically, those that have the most significant effect on the determination of the recoverable amount of goodwill, property, plant and equipment, and mining rights.

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, 2020, but does not include the consolidated financial statements and our auditor's report thereon. The SEC Form 20-IS (Definitive Information Statement), SEC Form 17-A and Annual Report for the year ended December 31, 2020 are expected to be made available to us after the date of this auditor's report.

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

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

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

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

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

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

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

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

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- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Jose Pepito E. Zabat III.

SYCIP GORRES VELAYO & CO.

Jose Pepito E. Zabat

Jose Pepito E. Zabat III
Partner
CPA Certificate No. 85501
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Valid to cover audit of 2020 to 2024
financial statements of SEC covered institutions
Tax Identification No. 102-100-830
BIR Accreditation No. 08-001998-060-2020,
December 3, 2020, valid until December 2, 2023
PTR No. 8534388, January 4, 2021, Makati City

March 26, 2021

ATLAS CONSOLIDATED MINING AND DEVELOPMENT CORPORATION AND SUBSIDIARIES
ANNUAL AUDITED FINANCIAL REPORT
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ATLAS CONSOLIDATED MINING AND DEVELOPMENT CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

(Amounts in Thousands, Except Number of Shares)

	December 31	
	2020	2019
ASSETS		
Current Assets		
Cash (Note 4)	**₱1,205,161**	₱645,459
Short-term investments (Note 4)	**266,481**	935,468
Trade and other receivables (Note 5)		
At fair value through profit or loss	**594,127**	1,309,809
At amortized cost – net	**150,490**	196,561
Inventories (Note 7)	**1,146,832**	1,452,710
Other current assets (Note 8)	**345,951**	442,513
Total Current Assets	**3,709,042**	4,982,520
Noncurrent Assets		
Property, plant and equipment (Note 9):		
At cost	**34,023,027**	38,443,729
At revalued amount	**430,286**	430,286
Mining rights (Note 10)	**7,558,229**	7,790,806
Goodwill (Note 10)	**19,026,119**	19,026,119
Investments in associates (Note 12)	**237,524**	226,189
Deferred tax assets (Note 25)	**832,144**	2,830,475
Other noncurrent assets (Note 13)	**1,570,026**	1,887,208
Total Noncurrent Assets	**63,677,355**	70,634,812
TOTAL ASSETS	**₱67,386,397**	₱75,617,332
LIABILITIES AND EQUITY		
Current Liabilities		
Accounts payable, contract liabilities and accrued liabilities (Note 14)	**₱2,823,024**	₱3,536,616
Lease liability – current (Note 15)	**782**	2,160
Bank loans (Note 16)	**6,242,990**	8,607,950
Current portion of long-term debts and other interest bearing liabilities (Note 16)	**194,445**	222,233
Derivative liabilities (Note 6)	**59,308**	–
Income tax payable	**–**	54
Other current liability (Note 16)	**1,798,878**	1,896,720
Total Current Liabilities	**11,119,427**	14,265,733
Noncurrent Liabilities		
Long-term debts and other interest-bearing liabilities – net of current portion (Note 16)	**19,601,464**	22,940,754
Retirement benefits liability (Note 24)	**554,290**	482,230
Lease liability – net of current portion (Note 15)	**–**	782
Liability for mine rehabilitation (Note 17)	**74,187**	68,334
Deferred tax liabilities (Note 25)	**2,413,801**	3,504,337
Total Noncurrent Liabilities	**22,643,742**	26,996,437
Total Liabilities	**₱33,763,169**	₱41,262,170

(Forward)

	December 31	
	2020	2019
Equity		
Capital stock (Note 18)	**₱3,559,533**	₱3,559,533
Additional paid-in capital (Note 18)	**19,650,936**	19,650,936
Subscription receivable (Note 18)	**(4,841,801)**	(4,841,801)
Revaluation increment on land (Note 9)	**298,869**	298,869
Remeasurement gain on retirement benefits liability (Note 24)	**53,438**	94,069
Cummulative translation adjustments	**1,094,906**	1,903,902
Retained earnings (Note 18)	**13,830,614**	13,712,921
Cost of 1,980,000 treasury shares held by a subsidiary	**(23,267)**	(23,267)
Total Equity	**33,623,228**	34,355,162
TOTAL LIABILITIES AND EQUITY	**₱67,386,397**	₱75,617,332

See accompanying Notes to the Consolidated Financial Statements

ATLAS CONSOLIDATED MINING AND DEVELOPMENT CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(Amounts in Thousands, Except Loss Per Share)

	Years Ended December 31		
	2020	2019	2018
REVENUES FROM CONTRACTS WITH CUSTOMERS (Note 20)			
Copper concentrate	**₱17,509,200**	₱16,162,945	₱13,295,913
COSTS AND EXPENSES			
Mining and milling costs (Note 21)	**11,262,137**	12,021,027	11,068,954
General and administrative expenses (Note 22)	**1,396,934**	1,237,520	1,289,837
Mine products taxes (Note 21)	**685,120**	653,678	542,223
Depletion of mining rights (Note 10)	**232,577**	199,152	191,685
Others – net (Note 27)	**381,882**	70,585	175,768
	13,958,650	14,181,962	13,268,467
OTHER INCOME (CHARGES)			
Finance charges (Note 26)	**(1,872,049)**	(2,265,913)	(2,345,870)
Fair value gain (loss) on derivatives – net (Note 6)	**(870,237)**	–	559,551
Foreign exchange gains (losses) – net	**237,659**	193,025	(177,363)
Share in net income of associates (Note 12)	**112,135**	80,233	81,417
Fair value gain (loss) on provisionally priced receivables – net (Note 5)	**(64,697)**	93,443	(151,000)
Interest income (Note 26)	**20,008**	68,826	41,030
	(2,437,181)	(1,830,386)	(1,992,235)
INCOME (LOSS) BEFORE INCOME TAX	**1,113,369**	150,597	(1,964,789)
BENEFIT FROM (PROVISION FOR) INCOME TAX (Note 25)	**(995,676)**	(715,783)	245,127
NET INCOME (LOSS)	**₱117,693**	(₱565,186)	(₱1,719,662)

(Forward)

	Years Ended December 31		
	2020	2019	2018
OTHER COMPREHENSIVE INCOME (LOSS)			
Items that will not be reclassified to profit or loss in subsequent periods:			
Remeasurement gain (loss) on retirement benefits liability – net of tax (Note 24)	**(₱40,631)**	(₱110,672)	₱38,024
Items that may be reclassified subsequently to profit or loss in subsequent periods:			
Share in other comprehensive income of associate	**339**	1,306	61
Cumulative translation adjustments	**(809,335)**	(583,037)	903,125
	(849,627)	(692,403)	941,210
TOTAL COMPREHENSIVE INCOME (LOSS)	**(₱731,934)**	(₱1,257,589)	(₱778,452)
EARNINGS (LOSS) PER SHARE (Note 29)			
Basic earnings (loss) per share	**₱0.0331**	(₱0.1589)	(₱0.4834)
Diluted earnings (loss) per share	**₱0.0331**	(₱0.1589)	(₱0.4834)

See accompanying Notes to the Consolidated Financial Statements

ATLAS CONSOLIDATED MINING AND DEVELOPMENT CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

FOR THE YEARS ENDED DECEMBER 31, 2020, 2019 AND 2018

(Amounts in Thousands, Except Par Value Per Share)

	Capital stock (Note 18)	Additional paid-in capital (Note 18)	Subscriptions receivable (Note 18)	Revaluation increment on land (Note 9)	Unrealized gain on available for sale financial asset (Note 11)	Remeasurement gain (loss) on retirement benefits liability (Note 24)	Cumulative translation adjustments	Retained earnings (Note 18)	Total	Treasury shares held by a subsidiary	Total
BALANCES AT JANUARY 1, 2018	₱3,559,533	₱19,650,936	(₱4,841,801)	₱298,869	₱4,861	₱166,717	₱1,582,447	₱15,992,908	₱36,414,470	(₱23,267)	₱36,391,203
Effect of change in accounting policy	–	–	–	–	(4,861)	–	–	4,861	–	–	–
Net loss	–	–	–	–	–	–	–	(1,719,662)	(1,719,662)	–	(1,719,662)
Other comprehensive income	–	–	–	–	–	38,024	903,186	–	941,210	–	941,210
Total comprehensive income (loss)	–	–	–	–		38,024	903,186	(1,719,662)	(778,452)	–	(778,452)
BALANCES AT DECEMBER 31, 2018	3,559,533	19,650,936	(4,841,801)	298,869	–	204,741	2,485,633	14,278,107	35,636,018	(23,267)	35,612,751
Net loss	–	–	–	–	–	–	–	(565,186)	(565,186)	–	(565,186)
Other comprehensive income	–	–	–	–	–	(110,672)	(581,731)	–	(692,403)	–	(692,403)
Total comprehensive income (loss)	–	–	–	–	–	(110,672)	(581,731)	(565,186)	(1,257,589)	–	(1,257,589)
BALANCES AT DECEMBER 31, 2019	3,559,533	19,650,936	(4,841,801)	298,869	–	94,069	1,903,902	13,712,921	34,378,429	(23,267)	34,355,162
Net income	–	–	–	–	–	–	–	117,693	117,693	–	117,693
Other comprehensive income	–	–	–	–	–	(40,631)	(808,996)	–	(849,627)	–	(849,627)
Total comprehensive income (loss)	–	–	–	–	–	(40,631)	(808,996)	117,693	(731,934)	–	(731,934)
BALANCES AT DECEMBER 31, 2020	₱3,559,533	₱19,650,936	(₱4,841,801)	₱298,869	₱–	₱53,438	₱1,094,906	₱13,830,614	₱33,646,495	(₱23,267)	₱33,623,228

See accompanying Notes to the Consolidated Financial Statements

ATLAS CONSOLIDATED MINING AND DEVELOPMENT CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

(Amounts in Thousands)

	Years Ended December 31		
	2020	2019	2018
OPERATING ACTIVITIES			
Income (loss) before income tax	**₱1,113,369**	₱150,597	(₱1,964,789)
Adjustments for:			
Depreciation, amortization and depletion (Notes 7, 9 and 10)	**4,664,433**	3,796,403	3,568,078
Finance charges (Note 26)	**1,872,049**	2,265,913	2,345,870
Provision for impairment of property, plant and equipment (Note 27)	**538,151**	–	–
Gain on loan restructuring – net (Notes 16 and 27)	**(362,129)**	–	–
Unrealized loss (gain) on derivatives (Note 6)	**289,012**	–	–
Share in net income of associates (Note 12)	**(112,135)**	(80,233)	(81,417)
Unrealized foreign exchange losses (gains) – net	**107,909**	30,642	(413,512)
Unrealized fair value loss (gain) on provisionally priced sales – net (Notes 5 and 6)	**64,697**	(93,443)	151,000
Interest income (Note 26)	**(20,008)**	(68,826)	(41,030)
Movement in retirement benefits liability (Note 24)	**20,068**	11,044	28,636
Loss on retirement of property and equipment (Notes 9 and 27)	**691**	1,019	96,238
Fair value gain on investment in unit investment trust fund (Note 13)	**(562)**	(922)	(330)
Fair value gain on investment in pooled funds (Notes 8 and 27)	**(395)**	(1,241)	–
Loss (gain) on disposal of property and equipment (Note 9)	**(375)**	(1,640)	6,235
Operating income before working capital changes	**8,174,775**	6,009,313	3,694,979
Decrease (increase) in:			
Receivables	**270,100**	(1,212,810)	(2,215)
Inventories	**280,352**	773,142	(116,966)
Other current assets	**78,545**	(11,661)	181,736
Other noncurrent assets	**228,115**	463,543	(621,230)
Increase (decrease) in accounts payable, contract liabilities and accrued liabilities	**(481,268)**	945,329	47,712
Net cash generated from operations	**8,550,619**	6,966,856	3,184,016
Interest paid	**(1,809,248)**	(1,802,930)	(1,536,909)
Income taxes paid	**(134,493)**	(109,334)	(117,371)
Interest received	**21,229**	70,664	40,177
Net cash flows from operating activities	**6,628,107**	5,125,256	1,569,913
INVESTING ACTIVITIES			
Proceeds from:			
Short-term investments	**2,847,170**	5,401,523	7,417,877
Dividends received (Note 12)	**75,726**	50,400	–
Disposal of property and equipment (Note 9)	**375**	1,640	17,937
Additions to:			
Property, plant and equipment (Note 9)	**(2,390,280)**	(4,457,875)	(3,434,441)
Short-term investments	**(2,226,495)**	(3,624,048)	(9,583,654)
Net cash flows used in investing activities	**(₱1,693,504)**	(₱2,628,360)	(₱5,582,281)

(Forward)

	Years Ended December 31		
	2020	2019	2018
FINANCING ACTIVITIES			
Availments of:			
Bank loans (Note 16)	**₱–**	₱–	₱9,444,948
Long-term debts and other interest-bearing liabilities (Note 35)	**–**	–	42,272
Payments of:			
Long-term debts and other interest-bearing liabilities (Note 35)	**(2,220,811)**	(919,019)	(4,122,169)
Bank loans (Note 16)	**(1,920,920)**	(2,061,807)	(1,475,450)
Principal portion of of lease liability (Note 15)	**(2,316)**	(2,208)	–
Net cash flows from (used in) financing activities	**(4,144,047)**	(2,983,034)	3,889,601
NET EFFECT OF EXCHANGE RATE CHANGES ON CASH	**(230,854)**	(94,102)	(26,335)
NET INCREASE (DECREASE) IN CASH	**559,702**	(580,240)	(149,102)
CASH AT BEGINNING OF YEAR	**645,459**	1,225,699	1,374,801
CASH AT END OF YEAR (Note 4)	**₱1,205,161**	₱645,459	₱1,225,699

See accompanying Notes to the Consolidated Financial Statements

ATLAS CONSOLIDATED MINING AND DEVELOPMENT CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Amounts in Thousands, Except Number of Shares, Loss Per Share Data and as Otherwise Indicated)

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

Corporate Information

Atlas Consolidated Mining and Development Corporation (the Parent Company) was incorporated and was registered with the Philippine Securities and Exchange Commission (SEC) as “Masbate Consolidated Mining Company, Inc.” on March 9, 1935 as a result of the merger of assets and equities of three pre-war mining companies, namely, Masbate Consolidated Mining Company, Antamok Goldfields Mining Company and IXL Mining Company. Thereafter, it amended its articles of incorporation to reflect the present corporate name and to extend its corporate life up to March 2035. The registered business address of the Parent Company is FiveE-com Center, Palm Coast Ave. corner Pacific Drive, Mall of Asia Complex (1300), Pasay City.

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

The Parent Company’s shares of stock were listed with the Philippine Stock Exchange (PSE) on November 17, 1970.

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

Business Operations

The Parent Company has control of CCC, AI, AEI and AHI as at December 31, 2020 and 2019. The Parent Company has no geographical segments as these entities were incorporated and are operating within the Philippines.

The table below contains the details of the Parent Company's equity interest in its subsidiaries and a description of the nature of the business of each subsidiary as at December 31, 2020 and 2019:

	Nature of Business	Percentage of Ownership **2020**	2019
Subsidiaries as at December 31, 2020 and 2019			
AEI	Incorporated in the Philippines on August 26, 2005 to engage in the business of searching, prospecting, exploring and locating of ores and mineral resources, and other exploration work	**100.00**	100.00
AI	Incorporated in the Philippines on May 26, 2005 to provide and supply wholesale or bulk water to local water districts and other customers	**100.00**	100.00
AHI (see Note 10)	Incorporated in the Philippines on October 17, 2006 to hold assets for investment purposes	**100.00**	100.00
CCC (see Note 10)	Incorporated in the Philippines on September 16, 2004 primarily to engage in exploration work for the purpose of determining the existence of mineral resources, extent, quality and quantity, and the feasibility of mining them for profit	**100.00**	100.00

a. *AEI*
In 2020, AEI continued its exploration activities for the geotechnical survey of the Sigpit gold prospect and for the drilling at the southern extension of the Lutopan orebody. AEI incurred a net loss of ₱3 in 2020 and has cumulative capital deficiency of ₱105,999 as at December 31, 2020.

b. *AI*
In 2020, AI continued to explore and assess the feasibility of projects involving the bulk supply of potable water from the Parent Company's Malubog Dam. AI incurred a net loss of ₱93 in 2020 and has cumulative capital deficiency of ₱32,166 as at December 31, 2020.

c. *AHI*
AHI is the owner of certain real properties that are used in the mining operations of CCC. AHI incurred a net loss of ₱126 in 2020 and has cumulative deficit of ₱3,161 as at December 31, 2020.

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

On May 5, 2006, the Parent Company entered into an Operating Agreement with CCC (the Operating Agreement) respecting the terms of the assignment by the Parent Company to CCC of operating rights over the Toledo mining complex, and the right to acquire certain fixed assets. The agreement may be terminated by the Parent Company upon 30 days' prior written notice (see Note 35).

Carmen Pit Incident
On December 21, 2020, a landslide occurred at the Carmen Pit of CCC. This incident prompted the Mines and Geosciences Bureau (MGB) to order the immediate suspension of the operations at the Carmen Pit.

On February 5, 2021, MGB approved the Risk Reduction Management Plan (RRMP) submitted by the Company. The RRMP outlines the mitigating measures and the related safety protocols the Group will adopt and implement.

On March 9, 2021, the Secretary of the Department of Environment and Natural Resources (DENR) approved the partial lifting of the suspension order. The partial lifting of the suspension order allows the Group to resume mining operations in the Carmen Pit except in areas that were affected by the landslide, subject to compliance with certain conditions. The Group shall continue to undertake safety measures for the rehabilitation of the impacted areas at Carmen pit. The Group is working closely with the various regulating agencies, local government units in addressing the on-going rehabilitation initiatives.

Continuing Evolvement of the COVID-19 Pandemic
As the COVID-19 pandemic continues to evolve, the government is implementing additional measures to address the resulting public health issues and the economic impact.

The Group assessed that they are not expected to be impacted by developments and measures taken after the end of the reporting period. The Group continues to monitor the COVID-19 pandemic situation and will take further action as necessary.

Authorization for the Issuance of the Consolidated Financial Statements
The consolidated financial statements of the Parent Company and its subsidiaries as at December 31, 2020 and 2019, and for each of the three years in the period ended December 31, 2020 were authorized for issuance by the BOD on March 26, 2021.

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

Basis of Preparation
The consolidated financial statements have been prepared on a historical cost basis, except for certain parcels of land, which are carried at revalued amounts, trade receivables, derivatives, investment in pooled funds, quoted equity instrument, and investment in unit investment trust fund which have been measured at fair value. The consolidated financial statements are presented in Philippine Peso, which is the presentation currency under Philippine Financial Reporting Standards (PFRSs). Based on the economic substance of the underlying circumstances relevant to Atlas Consolidated Mining and Development Corporation and Subsidiaries (collectively, the Group), the functional currencies of the Parent Company and its associates and subsidiaries is the Philippine Peso, except for CCC whose functional currency is the US$. All values are rounded to the nearest thousands (₱000), except when otherwise indicated.

Statement of Compliance
The consolidated financial statements of the Group have been prepared in accordance with PFRSs.

Basis of Consolidation
The consolidated financial statements comprise the financial statements of the Group and its subsidiaries as at December 31, 2020 and 2019.

Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

Specifically, the Group controls an investee if, and only if, the Group has:
- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure or rights to variable returns from its involvement with the investee and
- The ability to use its power over the investee to affect its returns

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:
- The contractual arrangement with the other vote holders of the investee
- Rights arising from other contractual arrangements
- The Group's voting rights and potential voting rights

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

Profit or loss and each component of other comprehensive income are attributed to the equity holders of the Parent Company. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

A change in the ownership interest of a subsidiary, without loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognizes the related assets, liabilities and other components of equity while any gain or loss is recognized in the consolidated statement of comprehensive income. Any investment retained is recognized at fair value.

The financial statements of the subsidiaries are prepared for the same accounting period as the Parent Company using uniform accounting policies.

<u>Changes in Accounting Policies</u>
The accounting policies adopted are consistent with those of the previous financial year, except that the Group has adopted the following new accounting pronouncements starting January 1, 2020. Adoption of these pronouncements did not have any significant impact on the Group's financial position or performance, unless otherwise stated.

- Amendments to PFRS 3, *Business Combinations, Definition of a Business*

  The amendments to PFRS 3 clarifies that to be considered a business, an integrated set of activities and assets must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create output.

Furthermore, it clarifies that a business can exist without including all of the inputs and processes needed to create outputs. These amendments may impact future periods should the Group enter into any business combinations.

- Amendments to PFRS 7, *Financial Instruments: Disclosures* and PFRS 9, *Financial Instruments, Interest Rate Benchmark Reform*

  The amendments to PFRS 9 provide a number of reliefs, which apply to all hedging relationships that are directly affected by the interest rate benchmark reform. A hedging relationship is affected if the reform gives rise to uncertainties about the timing and or amount of benchmark-based cash flows of the hedged item or the hedging instrument.

- Amendments to PAS 1, *Presentation of Financial Statements*, and PAS 8, *Accounting Policies, Changes in Accounting Estimates and Errors, Definition of Material*

  The amendments provide a new definition of material that states "information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements, which provide financial information about a specific reporting entity."

  The amendments clarify that materiality will depend on the nature or magnitude of information, either individually or in combination with other information, in the context of the financial statements. A misstatement of information is material if it could reasonably be expected to influence decisions made by the primary users.

- Conceptual Framework for Financial Reporting issued on March 29, 2018

  The Conceptual Framework is not a standard, and none of the concepts contained therein override the concepts or requirements in any standard. The purpose of the Conceptual Framework is to assist the standard-setters in developing standards, to help preparers develop consistent accounting policies where there is no applicable standard in place and to assist all parties to understand and interpret the standards.

  The revised Conceptual Framework includes new concepts, provides updated definitions and recognition criteria for assets and liabilities and clarifies some important concepts.

- Amendments to PFRS 16, *COVID-19-related Rent Concessions*
  The amendments provide relief to lessees from applying the PFRS 16 requirement on lease modifications to rent concessions arising as a direct consequence of the COVID-19 pandemic. A lessee may elect not to assess whether a rent concession from a lessor is a lease modification if it meets all of the following criteria:
  - The rent concession is a direct consequence of COVID-19;
  - The change in lease payments results in a revised lease consideration that is substantially the same as, or less than, the lease consideration immediately preceding the change;
  - Any reduction in lease payments affects only payments originally due on or before June 30, 2021; and
  - There is no substantive change to other terms and conditions of the lease.

  A lessee that applies this practical expedient will account for any change in lease payments resulting from the COVID-19 related rent concession in the same way it would account for a change that is not a lease modification, i.e., as a variable lease payment.

The amendments are effective for annual reporting periods beginning on or after June 1, 2020. Early adoption is permitted.

The Group adopted the amendments beginning January 1, 2020. Based on the Group's assessment, the amendments to PFRS 16 did not have a significant impact on the Group's financial position, performance and disclosures.

Standard Issued but not yet Effective

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

Effective beginning on or after January 1, 2021

- Amendments to PFRS 9, PFRS 7, PFRS 4 and PFRS 16, *Interest Rate Benchmark Reform – Phase 2*

  The amendments provide the following temporary reliefs which address the financial reporting effects when an interbank offered rate (IBOR) is replaced with an alternative nearly risk-free interest rate (RFR):
  - Practical expedient for changes in the basis for determining the contractual cash flows as a result of IBOR reform
  - Relief from discontinuing hedging relationships
  - Relief from the separately identifiable requirement when an RFR instrument is designated as a hedge of a risk component

  The Group shall also disclose information about:
  - The about the nature and extent of risks to which the entity is exposed arising from financial instruments subject to IBOR reform, and how the entity manages those risks; and
  - Their progress in completing the transition to alternative benchmark rates, and how the entity is managing that transition

  The amendments are effective for annual reporting periods beginning on or after January 1, 2021 and apply retrospectively, however, the Group is not required to restate prior periods.

Effective beginning on or after January 1, 2022

- Amendments to PFRS 3, *Reference to the Conceptual Framework*

  The amendments are intended to replace a reference to the Framework for the Preparation and Presentation of Financial Statements, issued in 1989, with a reference to the Conceptual Framework for Financial Reporting issued in March 2018 without significantly changing its requirements. The amendments added an exception to the recognition principle of PFRS 3, *Business Combinations* to avoid the issue of potential 'day 2'gains or losses arising for liabilities and contingent liabilities that would be within the scope of PAS 37, *Provisions, Contingent Liabilities and Contingent Assets* or Philippine-IFRIC 21, *Levies*, if incurred separately. At the same time, the amendments add a new paragraph to PFRS 3 to clarify that contingent assets do not qualify for recognition at the acquisition date.

The amendments are effective for annual reporting periods beginning on or after January 1, 2022 and apply prospectively.

- Amendments to PAS 16, *Plant and Equipment: Proceeds before Intended Use*
  The amendments prohibit entities deducting from the cost of an item of property, plant and equipment, any proceeds from selling items produced while bringing that asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Instead, an entity recognizes the proceeds from selling such items, and the costs of producing those items, in profit or loss.

  The amendment is effective for annual reporting periods beginning on or after January 1, 2022 and must be applied retrospectively to items of property, plant and equipment made available for use on or after the beginning of the earliest period presented when the entity first applies the amendment.

  The amendments are not expected to have a material impact on the Group.

- Amendments to PAS 37, *Onerous Contracts – Costs of Fulfilling a Contract*

  The amendments specify which costs an entity needs to include when assessing whether a contract is onerous or loss-making. The amendments apply a "directly related cost approach". The costs that relate directly to a contract to provide goods or services include both incremental costs and an allocation of costs directly related to contract activities. General and administrative costs do not relate directly to a contract and are excluded unless they are explicitly chargeable to the counterparty under the contract.

  The amendments are effective for annual reporting periods beginning on or after January 1, 2022. The Group will apply these amendments to contracts for which it has not yet fulfilled all its obligations at the beginning of the annual reporting period in which it first applies the amendments.

  Annual Improvements to PFRSs 2018-2020 Cycle

  - Amendments to PFRS 1, *First-time Adoption of Philippines Financial Reporting Standards, Subsidiary as a first-time adopter*

    The amendment permits a subsidiary that elects to apply paragraph D16(a) of PFRS 1 to measure cumulative translation differences using the amounts reported by the parent, based on the parent's date of transition to PFRS. This amendment is also applied to an associate or joint venture that elects to apply paragraph D16(a) of PFRS 1.

    The amendment is effective for annual reporting periods beginning on or after January 1, 2022 with earlier adoption permitted. The amendments are not expected to have a material impact on the Group.

  - Amendments to PFRS 9, *Financial Instruments*, *Fees in the '10 per cent' test for derecognition of financial liabilities*

    The amendment clarifies the fees that an entity includes when assessing whether the terms of a new or modified financial liability are substantially different from the terms of the original financial liability.

These fees include only those paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf. An entity applies the amendment to financial liabilities that are modified or exchanged on or after the beginning of the annual reporting period in which the entity first applies the amendment.

The amendment is effective for annual reporting periods beginning on or after January 1, 2022 with earlier adoption permitted. The Group will apply the amendments to financial liabilities that are modified or exchanged on or after the beginning of the annual reporting period in which the entity first applies the amendment. The amendments are not expected to have a material impact on the Group.

- Amendments to PAS 41, *Agriculture, Taxation in fair value measurements*

  The amendment removes the requirement in paragraph 22 of PAS 41 that entities exclude cash flows for taxation when measuring the fair value of assets within the scope of PAS 41.

  An entity applies the amendment prospectively to fair value measurements on or after the beginning of the first annual reporting period beginning on or after January 1, 2022 with earlier adoption permitted. The amendments are not expected to have a material impact on the Group.

Effective beginning on or after January 1, 2023

- Amendments to PAS 1*, Classification of Liabilities as Current or Non-current*

  The amendments clarify paragraphs 69 to 76 of PAS 1, *Presentation of Financial Statements*, to specify the requirements for classifying liabilities as current or non-current. The amendments clarify:
  - What is meant by a right to defer settlement
  - That a right to defer must exist at the end of the reporting period
  - That classification is unaffected by the likelihood that an entity will exercise its deferral right
  - That only if an embedded derivative in a convertible liability is itself an equity instrument would the terms of a liability not impact its classification

  The amendments are effective for annual reporting periods beginning on or after January 1, 2023 and must be applied retrospectively.

- PFRS 17, *Insurance Contracts*

  PFRS 17 is a comprehensive new accounting standard for insurance contracts covering recognition and measurement, presentation and disclosure. Once effective, PFRS 17 will replace PFRS 4, *Insurance Contracts*. This new standard on insurance contracts applies to all types of insurance contracts (i.e., life, non-life, direct insurance and re-insurance), regardless of the type of entities that issue them, as well as to certain guarantees and financial instruments with discretionary participation features. A few scope exceptions will apply.

The overall objective of PFRS 17 is to provide an accounting model for insurance contracts that is more useful and consistent for insurers. In contrast to the requirements in PFRS 4, which are largely based on grandfathering previous local accounting policies, PFRS 17 provides a comprehensive model for insurance contracts, covering all relevant accounting aspects. The core of PFRS 17 is the general model, supplemented by:

- A specific adaptation for contracts with direct participation features (the variable fee approach)
- A simplified approach (the premium allocation approach) mainly for short-duration contracts

PFRS 17 is effective for reporting periods beginning on or after January 1, 2023, with comparative figures required. Early application is permitted.

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*

  The amendments address the conflict between PFRS 10 and PAS 28 in dealing with the loss of control of a subsidiary that is sold or contributed to an associate or joint venture. The amendments clarify that a full gain or loss is recognized when a transfer to an associate or joint venture involves a business as defined in PFRS 3. Any gain or loss resulting from the sale or contribution of assets that does not constitute a business, however, is recognized only to the extent of unrelated investors' interests in the associate or joint venture.

  On January 13, 2016, the Financial Reporting Standards Council deferred the original effective date of January 1, 2016 of the said amendments until the International Accounting Standards Board completes its broader review of the research project on equity accounting that may result in the simplification of accounting for such transactions and of other aspects of accounting for associates and joint ventures.

Summary of Significant Accounting Policies

Presentation of Consolidated Financial Statements
The Group has elected to present all items of recognized income and expense in a single consolidated statement of comprehensive income.

Current versus Noncurrent Classification
The Group presents assets and liabilities in the consolidated statement of financial position based on current or noncurrent classification. An asset as current when it is:

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

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 period or

- There is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period

The Group classifies all other liabilities as noncurrent.
Deferred tax assets and liabilities are classified as noncurrent assets and liabilities.

Cash
Cash consists of cash on hand and in banks. Cash in banks earns interest at the respective bank deposit rates.

Short-term Investments
Short-term investments are cash placements with original maturities of more than three months but less than one year. Short-term investments with maturities of more than 12 months after the reporting period are presented under noncurrent assets and earn interest at the respective short-term investment rates.

Financial Instruments - Initial Recognition and Subsequent Measurement
A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial Assets
Initial Recognition and Measurement
Financial assets are measured at fair value on initial recognition, and are subsequently measured at amortized cost, fair value through other comprehensive income and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient, the Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under PFRS 15.

In order for a financial asset to be classified and measured at amortized cost or fair value through other comprehensive income, it needs to give rise to cash flows that are solely for payments of principal and interest on the principal amount outstanding. This assessment is referred to as the solely for payments of principal and interest test and is performed at an instrument level.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

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

Subsequent Measurement
For purposes of subsequent measurement, financial assets are classified in four categories:
- Financial assets at amortized cost (debt instruments)
- Financial assets designated at fair value through other comprehensive income with recycling of cumulative gains and losses (debt instruments)

- Financial assets designated at fair value through other comprehensive income with no recycling of cumulative gains and losses upon derecognition (equity instruments)
- Financial assets at fair value through profit or loss

Financial Assets at Amortized Cost (Debt Instruments)
This category is the most relevant to the Group. The Group measures financial assets at amortized cost if both of the following conditions are met:
- The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely for payments of principal and interest on the principal amount outstanding.

Financial assets at amortized cost are subsequently measured using the effective interest (EIR) method and are subject to impairment. Gains and losses are recognized in the consolidated statement of comprehensive income when the asset is derecognized, modified or impaired.

The Group's financial assets at amortized cost include cash, short-term investments, nontrade receivables, interest receivables, advances to related related parties, advances to officers and employees, and refundable deposits under other noncurrent assets.

Financial Assets at Fair Value through Profit or Loss
Financial assets at fair value through profit or loss include financial assets held for trading, financial assets designated upon initial recognition at fair value through profit or loss, or financial assets mandatorily required to be measured at fair value. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Financial assets with cash flows that are not solely for payments of principal and interest are classified and measured at fair value through profit or loss, irrespective of the business model. Notwithstanding the criteria for debt instruments to be classified at amortized cost or at fair value through other comprehensive income, as described above, debt instruments may be designated at fair value through profit or loss on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch.

Financial assets at fair value through profit or loss are carried in the consolidated statement of financial position at fair value with net changes in fair value recognized in profit or loss in the consolidated statement of comprehensive income.

A derivative embedded in a hybrid contract with a financial liability or non-financial host, is separated from the host and accounted for as a separate derivative if: the economic characteristics and risks are not closely related to the host; a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative; and the hybrid contract is not measured at fair value through profit or loss. Embedded derivatives are measured at fair value with changes in fair value recognized in profit or loss. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss category.

As PFRS 9 now has the solely for payments of principal and interest test for financial assets, the requirements relating to the separation of embedded derivatives is no longer needed for financial assets. An embedded derivative will often make a financial asset fail the solely for payments of principal and interest test thereby requiring the instrument to be measured at fair value through profit or loss in its entirety. This is applicable to the Group's trade receivables. These receivables relate to sales contracts where the selling price is determined after delivery to the customer, based on the market price at the relevant quotational period (QP) stipulated in the contract. This exposure to the commodity price causes such trade receivables to fail the solely for payments of principal and interest test.

As a result, these receivables are measured at fair value through profit or loss from the date of recognition of the corresponding sale, with subsequent movements being recognized in fair value gain/loss on provisionally priced trade receivables in the consolidated statement of comprehensive income.

Aside from trade receivables, this category also includes derivative asset, quoted equity instrument, investment in unit investment trust fund and investment in pooled funds which the Group classified at fair value through profit or loss.

Derecognition
A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized (i.e., removed from the Group's statement of financial position) when:

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

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognize the transferred asset to the extent of its continuing involvement. In that case, the Group also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of Financial Assets
The Group recognizes an allowance for expected credit losses for all debt instruments not held at fair value through profit or loss. Expected credit losses are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original EIR. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

Expected credit losses are recognized in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, expected credit losses are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month expected credit losses). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime expected credit losses).

For any other financial assets carried at amortised cost (which are due in more than 12 months), the expected credit losses is based on the 12-month expected credit losses. The 12-month expected credit losses is the proportion of lifetime expected credit losses that results from default events on a financial instrument that are possible within 12 months after the reporting date.
However, when there has been a significant increase in credit risk since origination, the allowance will be based on the lifetime expected credit losses. When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment including forward-looking information.

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows and usually occurs when past due for more than one year and not subject to enforcement activity.

At each reporting date, the Group assesses whether financial assets carried at amortised cost are credit-impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

<u>Financial liabilities</u>
Initial Recognition and Measurement
Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings and payables or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and other financial liabilities, net of directly attributable transaction costs.

The Group's financial liabilities include payables and loans, borrowings and derivative liabilities.

Subsequent Measurement
Financial Liabilities at Amortized Cost
After initial recognition, loans and borrowings and payables are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in the consolidated statement of comprehensive income when the liabilities are derecognized, as well as through the EIR amortization process.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the consolidated statement of comprehensive income.

Financial Liabilities at Fair Value through Profit or Loss
Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by PFRS 9. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognized in the consolidated statement of comprehensive income. Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in PFRS 9 are satisfied.

The Group has designated its derivative liability as at fair value through profit or loss.

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

Exchange or modification of financial liabilities
The Group considers both qualitative and quantitative factors in assessing whether a modification of financial liabilities is substantial or not. The terms are considered substantially different if the present value of the cash flows under the new terms, including any fees paid net of any fees received and discounted using the original effective interest rate, is at least 10% different from the present value of the remaining cash flows of the original financial liability. However, under certain circumstances, modification or exchange of a financial liability may still be considered substantial, even where the present value of the cash flows under the new terms is less than 10% different from the present value of the remaining cash flows of the original financial liability. There may be situations where the modification of the financial liability is so fundamental that immediate derecognition of the original financial liability is appropriate (e.g., restructuring a financial liability to include an embedded equity component).

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability. The difference between the carrying value of the original financial liability and the fair value of the new liability is recognized in profit or loss.

When the exchange or modification of the existing financial liability is not considered as substantial, the Group recalculates the gross carrying amount of the financial liability as the present value of the renegotiated or modified contractual cash flows discounted at the original EIR and recognizes a modification gain or loss in profit or loss.

If modification of terms is accounted for as an extinguishment, any costs or fees incurred are recognized as part of the gain or loss on the extinguishment. If the modification is not accounted for as an extinguishment, any costs or fees incurred adjust the carrying amount of the financial instrument and are amortized over the remaining term of the modified financial instrument.

The Group's policy is to treat restructuring as extinguishment when there is revision of nominal interest rates for liabilities that are prepayable at par at a current market rate, and the prepayment at par i.e. unpaid principal and interest, at any time is with no penalty. The revision of the rates is in substance a settlement of the existing loan through the exercise of the prepayment option and commencement of a new loan at a market rate of interest. The cash flows of the original loan are deemed to have expired and should be derecognized with a corresponding new loan recognized.

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

Fair Value Measurement
The Group measures financial instruments, such as derivatives, provisionally priced trade receivables, and non-financial asset such as land, at fair value at the end of the reporting period.

Fair value related disclosures for financial instruments and non-financial assets that are measured at fair value or where fair values are disclosed, are summarized in the following notes:

- Significant estimates and assumptions — Note 3
- Derivatives — Notes 5 and 6
- Financial assets at fair value through profit or loss — Notes 11 and 13
- Land — Note 9
- Financial instruments — Note 31

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

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

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

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

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

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

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

- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

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

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

Derivative financial instruments

The Group uses derivative financial instruments, such as forward commodity contracts, to hedge its commodity price risk. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

For the purpose of hedge accounting, hedges are classified as:

- Fair value hedges when hedging the exposure to changes in the fair value of a recognised asset or liability or an unrecognised firm commitment
- Cash flow hedges when hedging the exposure to variability in cash flows that is either attributable to a particular risk associated with a recognised asset or liability or a highly probable forecast transaction or the foreign currency risk in an unrecognised firm commitment
- Hedges of a net investment in a foreign operation

At the inception of a hedge relationship, the Group formally designates and documents the hedge relationship to which it wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge.

The documentation includes identification of the hedging instrument the hedged item, the nature of the risk being hedged and how the Group will assess whether the hedging relationship meets the hedge effectiveness requirements (including the analysis of sources of hedge ineffectiveness and how the hedge ratio is determined). A hedging relationship qualifies for hedge accounting if it meets all of the following effectiveness requirements:

- There is an economic relationship between the hedged item and the hedging instrument.
- The effect of credit risk does not 'dominate the value changes' that result from that economic relationship.
- The hedge ratio of the hedging relationship is the same as that resulting from the quantity of the hedged item that the Company actually hedges and the quantity of the hedging instrument that the Company actually uses to hedge that quantity of hedged item.

Hedges that meet all the qualifying criteria for hedge accounting are accounted for, as described below:

Fair value hedges
The change in the fair value of a hedging instrument is recognized in the statement of comprehensive income as other income (charges). The change in the fair value of the hedged item attributable to the risk hedged is recorded as part of the carrying value of the hedged item and is also recognized in the statement of comprehensive income as other income (charges).

For fair value hedges relating to items carried at amortised cost, any adjustment to carrying value is amortised through profit or loss over the remaining term of the hedge using the EIR method. The EIR amortisation may begin as soon as an adjustment exists and no later than when the hedged item ceases to be adjusted for changes in its fair value attributable to the risk being hedged. If the hedged item is derecognised, the unamortised fair value is recognised immediately in profit or loss.

As at December 31, 2020, the Group has freestanding derivative instruments such as commodity swap transactions used to hedge risks associated with copper prices.

Borrowing Costs
Borrowing costs are interest and other costs that the Group incurs in connection with the borrowing of funds. Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset form part of the cost of that asset. Capitalization of borrowing costs commences when the activities to prepare the assets are in progress and expenditures and borrowing costs are being incurred. Borrowing costs are capitalized until the assets are substantially ready for their intended use. If the carrying amount of the asset exceeds its estimated recoverable amount, an impairment loss is recorded.

When funds are borrowed specifically to finance a project, the amount capitalized represents the actual borrowing costs incurred. When surplus funds are temporarily invested, the income generated from such temporary investment is deducted from the total capitalized borrowing cost. When the funds used to finance a project form part of general borrowings, the amount capitalized is calculated using a weighted average of rates applicable to relevant general borrowings of the Group during the period. All other borrowing costs are recognized in the consolidated statement of comprehensive income in the period in which these are incurred.

Inventories
Mine products inventory, which includes coarse ore and fine ores and, copper concentrate containing copper, gold and silver, and materials and supplies are valued at the lower of cost and net realizable value (NRV).

Cost is determined using the following methods:

Mine Products Inventory
The cost of mine products is determined using the moving average method and are comprised of materials and supplies, depreciation, depletion, personnel costs and other cost that are directly attributable in bringing the copper concentrates in its saleable condition.

Materials and Supplies
Materials and supplies primarily pertain to consumable bearing and grinding balls, coolant and lubricants for the concentrators, concentrator supplies such as flotation reagent for the processing of the extracted ores, spare parts for concentrator machinery, crushers and conveyors, supplies such as diesel and gasoline fuels used by dump trucks and drilling machinery in extracting and transporting

the ores, and explosives and blasting accessories for open pit mining. Cost is determined using the weighted average method.

The Group determines the NRV of inventories at the end of the reporting period. NRV for mine product inventories is the selling price in the ordinary course of business, less the estimated costs of completion and costs of selling the final product. In the case of materials and supplies, NRV is the value of the inventories when sold at their condition at the end of the reporting period. If the cost of the inventories exceeds its NRV, the asset is written down to its NRV and impairment loss is recognized in the consolidated statement of comprehensive income in the period the impairment is incurred.

In case the NRV of the inventories increased subsequently, the NRV will increase carrying amount of inventories but only to the extent of the impairment loss previously recognized. Any provision for obsolescence is determined by reference to specific items of stock. A regular review is undertaken by the Group to determine the extent of any provision for obsolescence.

Other Current Assets
Other current assets pertain to other resources controlled by the Group as a result of past events. Other current assets are composed of deposits and advances to suppliers, creditable withholding taxes, derivative assets, prepaid insurance, and others. These are recognized in the financial statements when it is probable that future economic benefits will flow to the entity and the asset has a cost or value that can be measured reliably.

Prepayments
Prepayments include expenses already paid but not yet incurred and from which future economic benefits are expected to flow to the Group within 12 months from the financial reporting date. These are measured at cost less impairment loss, if any.

Creditable Withholding Taxes (CWT)
CWTs are amounts withheld from income subject to expanded withholding taxes (EWT). CWTs can be utilized as payment for income taxes provided that these are properly supported by certificates of creditable tax withheld at source subject to the rules on Philippine income taxation. CWTs which are expected to be utilized as payment for income taxes within 12 months are classified as part of "Other current assets" in the parent company statement of financial position.

Deposit to Suppliers
Deposit to suppliers pertain to deposits made in connection with the mobility and security of delivery of goods and services

Investment in Pooled Funds
Investment in pooled funds are non-derivative financial assets that are not classified in any other categories. These are purchased and held indefinitely, and may be sold or withdrawn in response to liquidity requirements or changes in market conditions. Subsequent to initial recognition, investment in pooled funds are carried at fair value in the consolidated statement of financial position. Changes in the fair value of such assets are reported as net unrealized gain or loss on investment in pooled funds in the consolidated statement of comprehensive income under "Net unrealized gain (loss) in pooled investment funds" until the investment is derecognized or the investment is determined to be impaired. Interest earned on holding investment in pooled funds is recognized in the consolidated statement of income using the effective interest method. Investment in pooled funds are investment of extra cash holdings to maximize earnings. The pooling of funds is facilitated by SM Investments Corp. (SMIC) to provide a better return to the cash investments. Assets under this category are classified as current if expected to be disposed of within 12 months after the reporting period.

Other Noncurrent Assets
Other noncurrent assets are composed of input VAT, deposits and advances to suppliers, deferred mine exploration costs, mine rehabilitation fund (MRF), social development and management program (SDMP) fund, investment in unit investment trust fund, refundable deposits and others.

Input VAT
Input VAT represents the VAT imposed on the Group by its suppliers for the acquisition of goods and services as required by Philippine taxation laws and regulations. Deferred input VAT represents input VAT on the purchase of capital goods exceeding one million pesos. The related input VAT is recognized over five years or the useful life of the capital goods, whichever is shorter. The input VAT is recognized as an asset and will be used to offset against the Group's current output VAT liabilities and any excess will be claimed as tax credits. Input VAT is stated at cost less allowance for impairment.

Property, Plant and Equipment
Items of property, plant and equipment, except certain parcels of land, are carried at cost less accumulated depreciation and depletion, and any impairment in value. Certain parcels of land of the Group are carried at revalued amount less any impairment in value.

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

Depreciation of property, plant and equipment, except mine development costs, is computed using the straight-line method over the estimated useful lives of the assets as follows:

	Number of Years
Roadways and bridges	5 - 40
Buildings and improvements	5 - 25
Machinery and equipment	3 - 20
Transportation equipment	5 - 7
Furniture and fixtures	5

In 2020 and 2019, there were no changes made on the estimated useful lives of machinery and equipment.

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

The estimated recoverable reserves, useful lives, and depreciation and depletion methods are reviewed periodically to ensure that the estimated recoverable reserves, periods and methods of depreciation and depletion are consistent with the expected pattern of economic benefits from the items of property, plant and equipment. The assets' useful lives and methods of depreciation are reviewed and adjusted, if appropriate, at the end of the reporting period.

Property, plant and equipment also include the estimated costs of rehabilitating the mine site, for which the Group is constructively liable. These costs, included under mine development costs, are amortized using the units-of-production method based on the estimated recoverable mine reserves until the Group actually incurs these costs in the future.

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

Expenditures on major maintenance refits or repairs comprise the cost of replacement assets or parts of assets and overhaul cost. Where an asset or part of an asset that was separately depreciated and is now written-off is replaced, and it is probable that future economic benefits associated with the item will flow to the Group through an extended life, expenditure is capitalized. All other day to day maintenance costs are expensed as incurred.

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

Effective January 1, 2019, it is the Group's policy to classify right-of-use assets as part of property, plant and equipment. Prior to that date, all of the Group's leases are accounted for as operating leases in accordance with PAS 17, hence, not recorded on the consolidated statement of financial position. The Group recognizes right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are initially measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The initial cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct costs incurred, lease payments made at or before the commencement date less any lease incentives received and estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories.

Unless the Group is reasonably certain to obtain ownership of the leased asset at the end of the lease term, the recognized right-of-use assets are depreciated on a straight-line basis over the shorter of their estimated useful life and lease term. Right-of-use assets are subject to impairment.

Mine Development Costs
Mine development costs are stated at cost, which includes cost of construction, borrowing costs and other direct costs. Mine development costs pertain to costs attributable to current commercial operations and are depleted using the units-of-production method based on estimated recoverable ore reserves.

Mine development costs also include the estimated costs of rehabilitating the mine site, for which the Group is constructively liable. These costs are amortized using the units-of-production method based on the estimated recoverable ore reserves until the Group actually incurs these costs in the future.

Construction In-progress
Construction in-progress includes mine development costs which are not attributable to current commercial operations and are not depleted until such time as the relevant assets are completed and become available for use. Construction in-progress are transferred to the related property, plant and equipment account when the construction or installation and related activities necessary to prepare the property, plant and equipment for their intended use are complete and the property, plant and equipment are ready for service.

Deferred Stripping Costs
Stripping costs incurred in the development of a mine before production commences are capitalized as part of the cost of constructing the mine (under construction in-progress) and subsequently amortized over the estimated life of the mine on a units-of-production basis. Where a mine operates several open pit that are regarded as separate operations for the purpose of mine planning, stripping costs are accounted for separately by reference to the ore from each separate pit. If, however, the pits are highly integrated for the purpose of the mine planning, the second and subsequent pits are regarded as extensions of the first pit in accounting for stripping costs. In such cases, the initial stripping (i.e., overburden and other waste removal) of the second and subsequent pits is considered to be production phase stripping relating to the combined operation.

For stripping costs incurred subsequently during the production stage of the operation, the stripping activity cost is accounted as part of the cost of inventory if the benefit from the stripping activity will be realized in the current period. When the benefit is the improved access to ore, the Group shall recognize these costs as stripping activity assets. The stripping activity asset is accounted for as an addition to, or as an enhancement of, an existing asset. After initial recognition, the deferred stripping cost is carried at its cost less depreciation or depletion and less impairment losses.

Deferred Mine Exploration Costs
Exploration and evaluation activity involves the search for mineral resources, the determination of technical feasibility and the assessment of commercial viability of an identified resource.

Exploration and evaluation activity includes:
- Researching and analyzing historical exploration data
- Gathering exploration data through geophysical studies
- Exploratory drilling and sampling
- Determining and examining the volume and grade of the resource
- Surveying transportation and infrastructure requirements
- Conducting market and finance studies

License costs paid in connection with a right to explore in an existing exploration area are capitalized and amortized over the term of the permit.

Once the legal right to explore has been acquired, exploration and evaluation expenditure is charged to the consolidated statement of comprehensive income as incurred, unless the Group concludes that a future economic benefit is more likely than not to be realized. These costs include directly attributable employee remuneration, materials and fuel used, surveying costs, drilling costs and payments made to contractors.

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

Expenditure on exploration and evaluation is accounted for in accordance with the area of interest method. Exploration and evaluation expenditure is capitalized provided the rights to tenure of the area of interest is current and either: the exploration and evaluation activities are expected to be recouped through successful development and exploitation of the area of interest or, alternatively, by its sale; or exploration and evaluation activities in the area of interest have not, at the reporting date, reached a stage that permits a reasonable assessment of the existence or otherwise of economically recoverable reserves, and active and significant operations in, or relating to, the area of interest are continuing.

When the technical feasibility and commercial viability of extracting a mineral resource have been demonstrated, then, any fulfillment exploration and evaluation expenditure is reclassified as mine properties and mine development costs included as part of property, plant and equipment. Prior to reclassification, exploration and evaluation expenditure is assessed for impairment.
When a project is abandoned, the related deferred mine exploration costs are written off. 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.

Mining Rights
Mining rights are identifiable intangible assets acquired by the entity to explore, extract, and retain, at least, a portion of the benefits from mineral deposits. A mining right shall be recognized if it is probable that the expected future economic benefits that are attributable to the asset will flow to the entity and the cost of the asset can be measured reliably.

The cost of a separately acquired mining right comprises: (a) its purchase price and non-refundable purchase taxes; and (b) any directly attributable cost of preparing the asset for its intended use. Mining rights acquired through business combination is initially valued at its fair value at the acquisition date. The fair value of a mining right will reflect expectations about the probability that the expected future economic benefits embodied in the asset will flow to the entity.

Mining rights shall be subsequently depleted using the units-of-production method based on estimated recoverable ore reserves in tonnes or legal right to extract the minerals, whichever is shorter.

Depletion shall begin when the asset is available for use and shall cease at the earlier of the date that the asset is classified as held for sale in accordance with PFRS 5 and the date that the asset is derecognized. The depletion expense for each period shall be recognized in the consolidated statement of comprehensive income.

Business Combinations and Goodwill
Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, measured at acquisition date fair value and the amount of any non-controlling interest in the acquiree. For each business combination, the acquirer measures the non-controlling interest in the acquiree either at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition costs incurred are expensed and included in administrative expenses.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

If the business combination is achieved in stages, the acquisition date fair value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value as at the acquisition date, and any gain or loss is recognized in the consolidated statement of comprehensive income.

Any contingent consideration to be transferred by the acquirer will be recognized at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration which is deemed to be an asset or liability, will be recognized in accordance with PFRS 9*,* either in the consolidated statement of comprehensive income or as change to other comprehensive income. If the contingent consideration is classified as equity, it shall not be remeasured until it is finally settled within equity.

If the contingent consideration is not within the scope of PFRS 9, it is measured in accordance with the appropriate PFRS. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted per within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognized for any previous interest held, and any previous interest held, over the fair value of the net identifiable assets acquired and liabilities assumed. If this consideration is lower than the fair value of the net identifiable assets of the subsidiary acquired, the difference is recognized in the consolidated statement of comprehensive income.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Where goodwill forms part of a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed of in this circumstance is measured based on the relative values of the operation disposed of and the portion of the cash-generating unit retained.

<u>Investments in Associates</u>
Associates are entities over which the Group is able to exert significant influence. Significant influence is the power to participate in the financial and reporting policy decisions of the investee, but has no control or joint control over those policies. The consideration made in determining significant influence is similar to those necessary to determine control activities. The Group's investments in associates are accounted for using the equity method, less any impairment in value, in the consolidated statement of financial position. Under the equity method, the investment in associate is initially recognized at cost. The carrying amount of the investment is adjusted to recognize changes in the Group's share of net assets of the associate since the acquisition date.

The consolidated statement of comprehensive income reflects the Group's share of the results of operations of the associates. When there has been a change recognized directly in the equity of the associate, the Group recognizes its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealized gains and losses resulting from transactions between the

Group and the associates are eliminated to the extent of the interest in the associate. The aggregate of the Group's share in profit or loss of an associate is shown in the consolidated statement of comprehensive income outside operating profit and represents profit or loss after tax and non-controlling interest in the subsidiaries of the associate.

The financial statements of the associates are prepared for the same reporting period and using uniform accounting policies as the Group. When necessary, adjustments are made to bring the accounting policies of the associates in line with those of the Group.

Impairment of Nonfinancial Assets

Property, Plant and Equipment, and Mining Rights

Property, plant and equipment and mining rights, except land, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. If any such indication exists and where the carrying amount of an asset exceeds its recoverable amount, the asset or cash-generating unit is written down to its recoverable amount.

The estimated recoverable amount is the higher of an asset's or cash-generating unit fair value less cost to sell and value-in-use, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the asset is tested as part of a large cash-generating unit. The fair value less cost to sell is the amount obtainable from the sale of an asset in an arm's length transaction less the costs of disposal while value-in-use is the present value, using a pre-tax discount rate, of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. The pre-tax discount rate used reflects current market assessments of the time value of money and the risks specific to the asset. Impairment losses are recognized in the consolidated statement of comprehensive income.

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

Deferred Mine Exploration Costs

Exploration assets are reassessed on a regular basis and these costs are carried forward provided that at least one of the following conditions is met:

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

Goodwill

Goodwill is reviewed for impairment annually. Impairment is determined by assessing the recoverable amount of the cash-generating unit (or group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (or group of cash-generating units) is less than the carrying amount to which goodwill has been allocated, an impairment loss is recognized. Where goodwill forms part of cash-generating unit (or groups of cash-generating units) and part of the operations within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation.

Goodwill disposed of in this circumstance is measured on the basis of the relative fair values of the operation disposed of and the portion of the cash-generating unit retained. Impairment losses relating to goodwill cannot be reversed in the future periods.

Investments in Associates
After application of the equity method, the Group determines whether it is necessary to recognize an impairment loss on its investment in its associate. At each reporting date, the Group determines whether there is objective evidence that the investment in associate is impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value, and then recognizes the loss as impairment loss in the consolidated statement of comprehensive income.

Upon loss of significant influence over the associate, the Group measures and recognizes any retained investment at its fair value.
Any difference between the carrying amount of the associate upon loss of significant influence and the fair value of the retained investment and proceeds from disposal is recognized in the consolidated statement of comprehensive income.

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

Foreign Currencies
The Group's consolidated financial statements are presented in Philippine Peso, which is also the functional currencies of the Parent Company, associates and subsidiaries, except CCC. For each entity, the Group determines the functional currency and items included in the financial statements of each entity are measured using that functional currency.

Transactions and Balances
Transactions in foreign currencies are initially recorded by the Group's entities at their respective functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Differences arising on settlement or translation of monetary items are recognized in the consolidated statement of comprehensive income with the exception of monetary items that are designated as part of the hedge of the Group's net investment of a foreign operation. These are recognized in other comprehensive income until the net investment is disposed of, at which time, the cumulative amount is reclassified to consolidated statement of comprehensive income. Tax charges and credits attributable to exchange differences on those monetary items are also recorded in other comprehensive income.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

Group Companies
On consolidation, the assets and liabilities of foreign operations are translated into Philippine Peso at the rate of exchange prevailing at the reporting date and their statements of profit or loss are translated at the weighted average exchange rates of the year. The exchange differences arising on translation for consolidation are recognized in other comprehensive income. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognized in the consolidated statement of comprehensive income.

Leases (*applicable until December 31, 2018 prior to adoption of PFRS 16)*
The determination of whether an arrangement is, or contains a lease is based on the substance of the arrangement at inception date and requires an assessment of whether the fulfillment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset.

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

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

Leases (*applicable effective January 1, 2019*)
The Group determines at contract inception whether a contract is, or contains, a lease by assessing whether the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Lease Liabilities – Group as a Lessee
At the commencement date of the lease, the Group recognizes lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating a lease, if the lease term reflects the Group exercising the option to terminate. The variable lease payments that do not depend on an index or a rate are recognized as expense in the period on which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the in-substance fixed lease payments or a change in the assessment to purchase the underlying asset.

Short-term leases and leases of low-value assets
The Group applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the leases of low-value assets recognition exemption to leases that

are considered of low value. Lease payments on short-term leases and leases of low-value assets are recognized as expense on a straight-line basis over the lease term.

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 rates and tax laws used to compute the amount are those that have been enacted or substantively enacted as of the end of the reporting period. Current income tax relating to items recognized directly in equity is recognized in equity and not in the consolidated statement of comprehensive income.

Deferred Tax

Deferred tax is provided using the liability method on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax assets are recognized for all deductible temporary differences, carryforward benefits of the excess of minimum corporate income tax (MCIT) over the regular corporate income tax (RCIT) and unused tax losses from net operating loss carry-over (NOLCO), to the extent that it is probable that sufficient future taxable profits will be available against which the deductible temporary differences and the carryforward benefits of excess MCIT and NOLCO can be utilized. Deferred tax liabilities are recognized for all taxable temporary differences.

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

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

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

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

Uncertainty over income tax treatments

The Group assesses at the end of each reporting period whether it has any uncertain tax treatments by reviewing the assumptions about the examination of tax treatments by the taxation authority, determining taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates, and considering changes in relevant facts and circumstances. The Group then evaluates how likely is it that a certain tax treatment will be accepted by the taxation authority. If it is probable that the taxation authority will accept a certain tax treatment, the Group concludes that it has no uncertain tax treatment and will measure tax amounts in line with the income tax filings. If it is not probable that the taxation authority will accept a certain tax treatment, the Group measures tax amounts based on the 'most likely amount' method (better predicts uncertainty if the possible outcomes are binary or are concentrated on one value) or 'expected value' method (better predicts uncertainty if there is a range of possible outcomes that are neither binary nor concentrated on one value). The Group presents uncertain tax liabilities as part of current tax liabilities or deferred tax liabilities.

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

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

The cumulative expense recognized for equity-settled transactions at the end of the reporting period up to and until the vesting date reflects the extent to which the vesting period has expired, as well as the Group's best estimate of the number of equity instruments that will ultimately vest. The profit or loss charge or credit for the period represents the movement in cumulative expense recognized at the beginning and end of that period. No expense is recognized for awards that do not ultimately vest, except for awards where vesting is conditional upon a market condition, which awards are treated as vesting irrespective of whether or not the market condition is satisfied, provided that all other performance conditions are satisfied.

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

Capital Stock and Additional Paid-in Capital (APIC)
The Group has issued capital stock that is classified as equity. Incremental costs directly attributable to the issue of new capital stock are shown in the consolidated statement of changes in equity as a deduction, net of tax, from the proceeds.

Subscription Receivable
Subscription receivable represents outstanding receivables from stock subscription agreements. The Group may present the subscription receivable as part of current assets when they have established the right to receive the outstanding receivables within the next 12 months from the end of the reporting period. Otherwise, this is presented as a deduction from equity.

Treasury Shares
Own equity instruments that are reacquired (treasury shares) are recognized at cost and deducted from equity. No gain or loss is recognized in the consolidated statement of comprehensive income on the purchase, sale, issue or cancellation of the Group's own equity instruments. Any difference between the carrying amount and the consideration, if reissued, is recognized in share premium. Share options exercised during the reporting period are satisfied with treasury shares.

Retained Earnings
The amount included in retained earnings includes profit (loss) attributable to the Parent Company's equity holders and reduced by dividends on capital stock. Dividends on capital stock are recognized

as a liability and deducted from equity when they are approved by the Parent Company's stockholders. Interim dividends, if any, are deducted from equity when these are paid. Dividends for the year that are approved after the end of the reporting period are dealt with as an event after the end of the reporting period.

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

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

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

Revenue from Contracts with Customers
The Group is principally engaged in the business of producing copper concentrate and in some instances, magnetite concentrate. Revenue from contracts with customers is recognized when control of the goods or services is transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

The Group has generally concluded that it is the principal in its revenue contracts because it typically controls the goods before transferring these to the customer.

Contract Assets
A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognized for the earned consideration that is conditional. The Group does not have any contract assets as at December 31, 2020 as as performance and a right to consideration occurs within a short period of time and all rights to consideration are unconditional.

Trade Receivables
A receivable represents the Group's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).

Contract Liabilities
A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognized when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognized as revenue when the Group performs under the contract. The Group has ₱195,037 (US$4,061) and ₱810,160 (US$16,000) of contract liabilities as at December 31, 2020 and 2019, respectively (see Note 14).

Copper Concentrate Sales
The Group's copper concentrate has copper, gold and silver. For copper concentrate sales, the enforceable contract is each purchase agreement, which is an individual, short-term contract, while the performance obligation is the delivery of the concentrate.

Recognition of sales revenue for the commodities is based on determined metal in concentrate and the London Metal Exchange (LME) quoted prices, net of smelting and related charges. The sales of copper concentrate allow for price adjustments based on the LME price at the end of the QP stipulated in the contract. These are referred to as provisional pricing arrangements. Adjustments to the sales price occur based on movements in quoted market prices up to the end of the QP. The period between provisional invoicing and the end of the QP can be between one and three months. The end of the QP also marks the settlement date for each shipment.

For its various customers, 80%-95% of the value of copper, gold and silver based on provisional prices is collected upon shipment, while the remaining 5%-20% is collected upon the determination of the final shipment value on final weight and assays for metal content and prices during the QP less deduction for smelting and other related charges.

Revenue is recognized when control passes to the customer, which occurs at a point in time when the copper concentrate is physically transferred onto the buyer's vessel and date of the bill of lading issued by the buyer's shipping agent. Under the terms of offtake agreements with customers, the Group issues a provisional invoice for the entire volume of concentrate loaded to customer's vessel. Final invoice is made thereafter upon customer's outturn of concentrates delivered and submission of their final assay report. Adjustment is accordingly made against the final invoice with respect to provisional collections received by the Group to determine amounts still owing from/to customers.

For these provisional pricing arrangements, any future changes that occur over the QP are embedded within the provisionally priced trade receivables and are, therefore, within the scope of PFRS 9 and not within the scope of PFRS 15. Given the exposure to the commodity price, these provisionally priced trade receivables will fail the cash flow characteristics test within PFRS 9 and will be required to be measured at fair value through profit or loss up from initial recognition and until the date of settlement. These subsequent changes in fair value are recognized in the consolidated statement of comprehensive income each period and presented separately from revenue from contracts with customers as part of fair value gain/loss on provisionally priced trade receivables. Changes in fair value over, and until the end of, the QP, are estimated by reference to updated forward market prices for gold and copper as well as taking into account relevant other fair value considerations as set out in PFRS 13, including interest rate and credit risk adjustments (see Note 30).

As the enforceable contract for the arrangements is the purchase agreement, the transaction price is determined at the date of each sale (i.e., for each separate contract) and, therefore, there is no future variability within scope of PFRS 15 and no further remaining performance obligations under those contracts.

Magnetite Concentrate Sales
For magnetite concentrate sales, the enforceable contract is each purchase order, which is an individual, short-term contract, while the performance obligation is the delivery of the concentrate. Revenue is recognized when control passes to the customer, which occurs at a point in time when the magnetite concentrate is physically transferred onto the buyer's vessel and date of the bill of lading issued by the buyer's shipping agent. Selling prices are based on agreed prices between the customers and the Company which are known or can be reasonably estimated.

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

Others
Revenue is recognized in the consolidated statement of comprehensive income as these are earned.

Costs and Expenses
Costs and expenses are decreases in economic benefits during the accounting period in the form of outflows or depletions of assets or incurrence of liabilities that result in decreases in equity, other than those relating to distributions to equity participants. Costs and expenses which include mining and milling costs, general administrative expenses, mine product taxes and depletion of mining rights, are generally recognized in the consolidated statement of comprehensive income when the services are used or the expenses are incurred.

Operating Segments
For management purposes, the Group is organized into two major operating segments (mining and non-mining businesses) according to the nature of products and the services provided with each segment representing a strategic business unit that offers different products and serves different markets. The entities are the bases upon which the Group reports its primary segment information. Financial information on business segments is presented in Note 28.

Basic Earnings/Loss Per Share
Basic earnings per share amounts are calculated by dividing net income (loss) attributable to the equity holders of the Parent Company by the weighted average number of common shares outstanding during the year.

Diluted Earnings/Loss Per Share
Diluted earnings per share amounts are calculated by dividing the net income (loss) attributable to common equity holders of the Parent Company (after adjusting for interest on convertible preferred shares, warrants and stock options) by the weighted average number of common shares outstanding during the year plus the weighted average number of common shares that would be issued on conversion of all dilutive potential common shares into common shares.

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

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

Liability for Mine Rehabilitation
The Group records the present value of estimated costs of legal and constructive obligations required to restore operating locations in the period in which the obligation is incurred. The nature of these restoration activities includes dismantling and removing structures, rehabilitating mines and tailings dams, dismantling operating facilities, closure of waste sites, and restoration, reclamation and re-vegetation of affected areas. The obligation generally arises when the asset is installed or the ground/environment is disturbed at the production location. When the liability is initially recognized, the present value of the estimated cost is capitalized by increasing the carrying amount of the related mining assets. Over time, the discounted liability is increased for the change in present value based on the discount rates that reflect current market assessments and the risks specific to the liability.

The periodic unwinding of the discount is recognized in the consolidated statement of comprehensive income under finance charges. Additional disturbances or changes in rehabilitation costs will be recognized as additions or charges to the corresponding assets and liability for mine rehabilitation cost, respectively, when these occur.

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

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

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

Employee Benefits
The net defined retirement benefits liability or asset is the aggregate of the present value of the defined benefit obligation at the end of the reporting period reduced by the fair value of plan assets (if any).

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

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

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

Net interest on the net defined retirement benefits liability or asset is the change during the period in the net defined retirement benefits liability or asset that arises from the passage of time which is determined by applying the discount rate based on government bonds to the net defined retirement benefits liability or asset. Net interest on the net defined retirement benefits liability or asset is recognized as expense or income in the consolidated 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 retirement benefits liability) are recognized immediately in other comprehensive income in the period in which these arise. Remeasurements are not reclassified to the consolidated statement of comprehensive income in subsequent periods. Remeasurements recognized in other comprehensive income after the initial adoption of Revised PAS 19, *Employee Benefits* are not closed to any other equity account.

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

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

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

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

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

<u>Events After the End of the Reporting Period</u>
Events after the end of the reporting period that provide additional information about the Group's financial position at the end of the reporting period (adjusting events) are reflected in the consolidated financial statements. Events after the end of the reporting period that are not adjusting events are disclosed when material.

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3. Significant Accounting Judgments, Estimates and Assumptions

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

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

Other disclosures relating to the Group's exposure to risks and uncertainties include capital management, financial risk management and policies and sensitivity analyses disclosures (see Notes 30 and 32).

Judgments

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

Going Concern

Management has made an assessment on the Group's ability to continue as a going concern and is satisfied that it has the resources to continue business for the foreseeable future.

Determination of Functional Currency

The Parent Company and most of its subsidiaries, based on the relevant economic substance of the underlying circumstances, have determined their functional currency to be the Philippine Peso. CCC's functional currency is US$. In making this judgment, each entity in the Group considered the following:

- The currency that mainly influences sales prices for financial instruments and services (this will often be the currency in which sales price for its financial instruments and services are denominated and settled)
- The currency in which funds from financing activities are generated and
- The currency in which receipts from operating activities are usually retained

Assessing Existence of Significant Influence

In assessing whether significant influence still exists, the Group considered not only its percentage ownership but other factors such as Board seat representations it has in an associate's governing body and its interchange of managerial personnel with an associate, among others. As at December 31, 2020 and 2019, the Group assessed that it has significant influence over the associates and has accounted for the investments as investments in associates.
The Group has the ability to participate in the financial and reporting decisions of the investee, but has no control or joint control over those policies (see Note 12).

Definition of Default and Credit Impaired Financial Assets (applicable starting January 1, 2018 upon adoption of PFRS 9)

The Group defines financial instruments as in default, which is fully aligned with the definition of credit-impaired, when a customer is more than 90 days past due on its contractual obligations. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full.

The criteria above have been applied to all financial instruments held by the Group and are consistent with the definition of default used for internal credit risk management purposes. The default definition has been applied consistently to calculate the Group's expected loss.

An instrument is considered to be no longer in default (i.e., to have cured) when it no longer meets any of the default criteria.

General Approach for Debt Financial Assets Measured at Amortized Cost

The expected credit loss is measured on either a 12-month or lifetime basis depending on whether a significant increase in credit risk has occurred since initial recognition or whether an asset is considered to be credit-impaired.

Significant increase in credit risk
In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward looking information that is available without undue cost or effort. Forward-looking information considered includes the future prospects of the industries in which the Group's debtors operate as obtained from economic expert reports, financial analysts, governmental bodies, relevant think-tanks and other similar organizations, as well as consideration of various external sources of actual and forecast economic information that relate to the Group's core operations.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

- existing or forecasted adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments one year past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

Despite the foregoing, the Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if i) the financial instrument has a low risk of default, ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term and iii) 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 Group considers a financial asset to have low credit risk when it has an internal or external credit rating of "investment grade" as per globally understood definition.

For loan commitments and financial guarantee contracts, the date that the Group becomes a party to the irrevocable commitment is considered to be the date of initial recognition for the purposes of assessing the financial instrument for impairment. In assessing whether there has been a significant increase in the credit risk since initial recognition of a loan commitment, the Group considers changes in the risk of a default occurring on the loan to which a loan commitment relates; for financial guarantee contracts, the Group considers the changes in the risk that the specified debtor will default on the contract.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

Expected credit losses are the discounted product of the probability of default, loss given default, and exposure at default, defined as follows:

- *Probability of default.* The probability of default represents the likelihood of a debtor or customer defaulting on its financial obligation, either over the next 12 months, or over the remaining life of the obligation. Probability of default estimates are estimates at a certain date, which are calculated based on available market data using rating tolls tailored to the various categories of counterparties and exposures. If a counterparty or exposure migrates between rating classes, then this will lead to a change in the estimate of the associated probability of default. Probability of defaults are estimated considering the contractual maturities of exposures.

  The 12-month and lifetime probability of default represent the expected point-in-time probability of a default over the next 12 months and remaining lifetime of the financial instrument, respectively, based on conditions existing at the balance sheet date and future economic condition that affect credit risk.

- *Loss given default.* Loss given default represents the Group's expectation of the extent of loss on a defaulted exposure, taking into account the mitigating effect of collateral, its expected value when realized and the time value of money. Loss given default varies by type of counterparty, type of seniority of claim and availability of collateral or other credit support. Loss given default is expressed as a percentage loss per unit of exposure at the time of default.

- *Exposure at default.* Exposure at default is based on the amounts the Group expects to be owed at the time of default, over the next 12 months or over the remaining lifetime.

Incorporation of Forward-looking Information
The Group incorporates forward-looking information into both its assessment of whether the credit risk of an instrument has increased significantly since its initial recognition and its measurement of expected credit loss.

To do this, the Group has considered a range of relevant forward- looking macro-economic assumptions for the determination of unbiased general industry adjustments and any related specific industry adjustments that support the calculation of expected credit losses.

Based on the Group's evaluation and assessment and after taking into consideration external actual and forecast information, the Group considers two or more economic scenarios and the relative probabilities of each outcome. External information includes economic data and forecasts published by governmental bodies, monetary authorities and selected private-sector and academic institutions.

The Group has identified and documented key drivers of credit risk and credit losses of each portfolio of financial instruments and, using an analysis of historical data, has estimated relationships between macro-economic variables, and credit risk and credit losses. The Group considers macro-economic factors such as local GDP growth rates, inflation rates, and copper prices in its analysis.

Predicted relationship between the key indicators and default and loss rates on portfolios of financial assets have been developed based on analyzing historical data over the past three years. The methodologies and assumptions including any forecasts of future economic conditions are reviewed regularly.

The Group has not identified any uncertain event that it has assessed to be relevant to the risk of default occurring but where it is not able to estimate the impact on expected credit loss due to lack of reasonable and supportive information.

Grouping of Instruments for Losses Measured on Collective Basis
For expected credit loss provisions modelled on a collective basis, a grouping of exposures is performed on the basis of shared risk characteristics, such that risk exposures within a group are homogenous. The Group considers in its collective assessment the type of counterparties and its geographical location.

Bill and Hold Sales
The Group recognized sale on deliveries classified as bill and hold when there is transfer of risk and reward from the Group to the buyer due to the following:
- It is probable that delivery will be made
- The item is on hand, identified and ready for delivery to the buyer at the time the sale is recognized
- The buyer specifically acknowledges the deferred delivery instructions and
- The usual payment terms apply

Bill and hold sales in 2020, 2019 and 2018 amounted to nil, ₱980,190 and nil respectively.

Determination of lease term of contracts with renewal and termination options
The Group has several lease contracts that include extension and termination options. The Company applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate (e.g., construction of significant leasehold improvements or significant customization to the leased asset).

The renewal option for lease of office space is not included as part of the lease term because the Group might relocate depending on the decision of the stockholders. Furthermore, the periods covered by termination options are included as part of the lease term only when they are reasonably certain not to be exercised.

Assessing Production Start Date
The Group assesses the stage of each mine development project to determine when a mine moves into the production stage. The criteria used to assess the start date of a mine are determined based on the unique nature of each mine development project. The Group considers various relevant criteria to assess when the mine is substantially complete, ready for its intended use and moves into the production phase. Some of the criteria include, but are not limited to the following:
- The level of capital expenditure compared to construction cost estimates
- Completion of a reasonable period of testing of the mine plant and equipment
- Ability to produce ore in saleable form and
- Ability to sustain ongoing production of ore

The Group determines when a mine moves into a production phase when the mine, is in the location and condition necessary for it to be capable of operating in the manner intended by the Group.

When a mine development project moves into the production stage, the capitalization of certain mine construction costs ceases and costs are either regarded as inventory or expensed, except for capitalizable costs related to mining asset additions or improvements, mine development or mineable reserve development. It is also at this point that depreciation and depletion commences.

Identification of the Enforceable Contract
For copper concentrate sales, while there are master services agreements (offtake contracts) with key customers that set out the general terms and conditions governing any sales that occur, they do not contain any minimum volumes, i.e., the customer is not required to buy any concentrate. The customer is only obliged to purchase metal in concentrate when it places a purchase order for each shipment. Also, there are no terms which link separate purchase orders. For example, there are no rebates or discounts provided if a customer buys more than a specified amount each year, and there are no penalties that impact overall sales during a period. Therefore, for these arrangements, the enforceable contract has been determined to be each purchase order.

Allocation of Stripping Costs
Significant judgement is required to distinguish between development stripping and production stripping and to distinguish between the production stripping that relates to the extraction of inventory and that which relates to the creation of a stripping activity asset.

Once the Group has identified its production stripping for each surface mining operation, it identifies the separate components of the ore bodies for each of its mining operations. An identifiable component is a specific volume of the ore body that is made more accessible by the stripping activity. Significant judgement is required to identify and define these components, and also to determine the expected volumes (e.g., in tonnes) of waste to be stripped and ore to be mined in each of these components. These assessments are undertaken for each individual mining operation based on the information available in the mine plan. The mine plans and, therefore, the identification of components, will vary between mines for a number of reasons. These include, but are not limited to, the type of commodity, the geological characteristics of the ore body, the geographical location and/or financial considerations.

Judgement is also required to identify a suitable production measure to be used to allocate production stripping costs between inventory and any stripping activity asset(s) for each component. The Group considers that the ratio of the expected volume (e.g., in tonnes) of waste to be stripped for an expected volume (e.g., in tonnes) of ore to be mined for a specific component of the ore body, is the most suitable production measure.

Furthermore, judgements and estimates are also used to apply the units of production method in determining the depreciable lives of the stripping activity asset(s).

Determination of taxable profit, tax bases, unused tax losses, unused tax credits and tax rates
Upon adoption of the Interpretation, the Group has assessed whether it has any uncertain tax treatments. The Group applies significant judgement in identifying uncertainties over its income tax treatments. The Group assessed whether the Interpretation had an impact on its consolidated financial statements. The Group determined, based on its tax assessment, in consultation with its tax counsel, that it has no uncertain tax treatments (including those for the subsidiaries). Accordingly, the interpretation did not have significant impact on the consolidated financia statements of the Group.

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

Business Model Assessment
Classification and measurement of financial assets depends on the results of the solely for payments of principal and interest and the business model test (Note 2).

The Group determines the business model at a level that reflects how groups of financial assets are managed together to achieve a particular business objective. This assessment includes judgement reflecting all relevant evidence including how the performance of the assets is evaluated and their performance measured, the risks that affect the performance of the assets and how these are managed and how the managers of the assets are compensated. The Group monitors financial assets measured at amortized cost or fair value through other comprehensive income that are derecognized prior to their maturity to understand the reason for their disposal and whether the reasons are consistent with the objective of the business for which the asset was held. Monitoring is part of the Group's continuous assessment of whether the business model for which the remaining financial assets are held continues to be appropriate and if it is not appropriate whether there has been a change in business model and so a prospective change to the classification of those assets.

Estimating the Incremental Borrowing Rate - Leases
The Group cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group 'would have to pay', which requires estimation when no observable rates are available (such as for subsidiaries that do not enter into financing transactions) or when they need to be adjusted to reflect the terms and conditions of the lease (for example, when leases are not in the subsidiary's functional currency). The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates)

The Group's lease liability amounted to ₱782 and ₱2,942 as at December 31, 2020 and 2019 (see Note 15).

Estimating Impairment of Goodwill, Property, Plant and Equipment, and Mining Rights
PFRSs require that an impairment review be performed when certain impairment indicators are present for property, plant and equipment and mining rights while goodwill is required to be tested for impairment at least annually. Impairment is determined for goodwill, property, plant and equipment, and mining rights by assessing the recoverable amount of the cash-generating unit to which those assets relate. Where recoverable amount of the cash-generating unit is less than their carrying amount, an impairment loss is recognized. Impairment losses relating to goodwill cannot be reversed in future periods while any impairment loss for property, plant and equipment and mining rights may be reversed and such reversal must not exceed the carrying amount that would have been determined (net of depreciation and depletion) had no impairment loss been recognized in prior years.

Future events could cause the Group to conclude that the goodwill, property, plant and equipment and mining rights are impaired. Any resulting impairment loss could have a material adverse impact on the Group's financial condition and results of operations.

Management performed impairment test as at December 31, 2020 and 2019. The recoverable amount of the cash-generating unit has been determined based on a value calculation using cash flow projections from financial budgets approved by management covering the mine life of the cash-generating unit.

The calculation of value-in-use for the cash-generating unit incorporates the following key assumptions: a) expected life of the project; b) future production levels and costs which are based on the Group's historical experience; c) contributions to the government based on current regulations; d) commodity prices which are estimated with reference to external market forecasts; and e) pre-tax discount rates of 9.56% and 6.75% as at December 31, 2020 and 2019, respectively.

The Group also provides impairment loss on individual assets when impairment indicators are present and aimed at individual assets rather than the cash-generating unit of which they are part of.

Provision for impairment loss is on specifically identified property, plant and equipment items amounted to ₱538,151 in 2020 (See Note 9).

Measurement of Expected Credit Losses
Expected credit losses are derived from unbiased and probability weighted estimates of expected loss, and are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate, or an approximation thereof. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to contractual terms.

The Group recognized provision for expected credit losses amounting to ₱38,339 in 2020. Allowance for expected credit losses on receivables amounted to ₱71,087 and ₱32,748 as at December 31, 2020 and 2019, respectively. Receivables, net of allowance for expected credit losses, amounted to ₱744,617 and ₱1,506,370 as at December 31, 2020 and 2019, respectively (see Note 5).

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

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

Estimating Fair Value of Financial Assets and Financial Liabilities
PFRSs requires that certain financial assets and liabilities be carried at fair value, which requires the use of accounting judgment and estimates. While significant components of fair value measurement are determined using verifiable objective evidence (e.g., foreign exchange rates, interest rates and volatility rates), the timing and amount of changes in fair value would differ with the valuation methodology used. Any change in the fair value of these financial assets and financial liabilities would directly affect net income or loss (see Note 31).

Estimating NRV of Mine Products Inventory
The selling price estimation of mine products inventory is based on the LME, which also represents an active market for the product. CCC concurrently uses the prices as agreed with its customers, and the weight and assay for metal content in estimating the fair value less cost to sell of mine products inventory. Any changes in the assay for metal content of the mine products inventory is accounted for and adjusted accordingly.

As at December 31, 2020 and 2019, the cost of mine products inventory is lower than its NRV.

No provision for impairment loss on of mine products inventory was recognized in 2020 and 2019. Mine products inventory amounted to ₱164,741 and ₱93,438 as at December 31, 2020 and 2019, respectively (see Note 7).

Estimating Allowance for Inventory Obsolescence on Materials and Supplies Inventory
The Group provides allowance for materials and supplies whenever NRV of inventories becomes lower than cost due to damage, inventory losses, physical deterioration, obsolescence, changes in price levels or other causes. Materials and supplies inventory amounting to ₱632,940 and ₱510,372 as at December 31, 2020 and 2019, respectively, had been fully provided with an allowance for inventory obsolescence (Note 7).

Materials and supplies inventories, net of allowance for inventory obsolescence, amounted to ₱982,091 and ₱1,359,272 as at December 31, 2020 and 2019, respectively (see Note 7).

Estimating Volume of Mine Products Inventories
Stockpiles are measured by estimating the number of tonnes added and removed from the stockpile, the number of contained concentrates in dry metric tonnes is based on assay data, and the estimated recovery percentage is based on the expected processing method. Stockpile tonnages are verified by periodic surveys.

Estimating Useful Lives of Property, Plant and Equipment, Except Land
The Group estimates the useful lives of property, plant and equipment based on the results of assessment of internal or external appraisers. Estimated useful lives of the property, plant and equipment are reviewed periodically, and are updated if expectations differ from previous estimates due to physical wear and tear, technical and commercial obsolescence and other limits on the use of assets. During 2020 and 2019, there were no changes in the estimated useful lives of the Group's property, plant and equipment.

Determining Appraised Value of Land
The appraised value of land is based on a valuation by an independent appraiser firm, which management believes holds a recognized and relevant professional qualification and has recent experience in the location and category of the land being valued. The appraiser firm used the market data approach in determining the appraised value of land. As at December 31, 2020 and 2019, the fair value of the land amounted to ₱430,286 based on the latest valuation obtained in 2015 (see Note 9).

Units-of-production Depreciation/Depletion
Estimated recoverable ore reserves are used in determining the depreciation/depletion of mine specific assets. This results in a depreciation/depletion charge proportional to the depletion of the anticipated remaining mine life. Each item's life, which is assessed annually, has regard to both physical life limitations and to present assessments of economically recoverable reserves of the mine property at which the asset is located. The calculations require the use of estimates of future capital expenditure. The Group uses the tonnes of ore produced as the basis for depletion or depreciation. Any change in estimates is accounted for prospectively. Average depletions rate used by CCC in 2020, 2019 and 2018 are 2.99%, 2.51% and 2.33%, respectively.

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

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

The Group reviews the carrying values of its mineral property interests whenever events or changes in circumstances indicate that their carrying values may exceed their estimated net recoverable amounts. An impairment loss is recognized when the carrying values of these assets are not recoverable and exceed their fair value. In 2020, 2019 and 2018, no provision for impairment loss on the Group's deferred mine exploration costs was recognized (see Note 13).

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

Estimating Impairment of Input VAT
The Group assesses on a regular basis if there is objective evidence of impairment of input VAT. The amount of impairment loss is measured as the difference between the carrying amount and the estimated recoverable amount. The recognition of impairment requires the Group to assess the status of its application for refund and tax credit certificates with government agencies.

The Group recognized allowance for impairment losses on input VAT amounting to ₱355,266 and ₱210,952 as at December 31, 2020 and 2019, respectively (see Note 13).

Estimating Retirement Benefits Costs
The cost of defined retirement benefits as well as the present value of the retirement benefits liability are determined using actuarial valuations. The actuarial valuation involves making various assumptions. These include the determination of the discount rates, future salary increases, mortality rates and future retirement increases. Due to the complexity of the valuation, the underlying assumptions and its long-term nature, defined benefit retirement liability are highly sensitive to changes in these assumptions. All assumptions are reviewed at the end of the reporting period.

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

Further details about the assumptions used are provided in Note 24.

Estimating Liability for Mine Rehabilitation
The Group assesses its mine rehabilitation provision annually. Significant estimates and assumptions are made in determining the liability for mine rehabilitation as there are numerous factors that will affect the ultimate liability. These uncertainties may result in future actual expenditure differing from the amounts currently provided. The provision at the end of the reporting period represents management's best estimate of the present value of the future rehabilitation costs required.

Changes to estimated future costs are recognized in the consolidated statement of financial position by either increasing or decreasing the rehabilitation liability and rehabilitation asset if the initial estimate was originally recognized as part of an asset measured in accordance with PAS 16. Any reduction in the rehabilitation liability and therefore any deduction from the rehabilitation asset may not exceed the carrying amount of that asset. If it does, any excess over the carrying value is taken immediately to the consolidated statement of comprehensive income. If the change in estimate results in an increase in the rehabilitation liability and therefore an addition to the carrying value of the asset, the entity is required to consider whether this is an indication of impairment of the asset as a whole and test for impairment in accordance with PAS 36. Also, rehabilitation obligations that arose as a result of the production phase of a mine should be expensed as incurred. Liability for mine rehabilitation recognized as at December 31, 2020 and 2019 amounted to ₱74,187 and ₱68,334, respectively (see Note 17).

Provisions and Contingencies
The estimate of the probable costs for the resolution of possible claims has been developed in consultation with outside counsel handling the Group's defense in these matters and is based upon an analysis of potential results. The Group is a party to certain lawsuits or claims arising from the ordinary course of business. However, the Group's management and legal counsel believe that the eventual liabilities under these lawsuits or claims, if any, will not have a material effect on the consolidated financial statements. Accordingly, no provision for probable losses arising from contingencies was recognized by the Group in 2020, 2019 and 2018 (see Note 33).

Measurement of Mine Products Sales
Mine products sales are provisionally priced as these are not settled until predetermined future dates based on market prices at that time. Revenue on these sales are initially recognized based on shipment values calculated using the provisional metal prices, shipment weights and assays for metal content less deduction for insurance and smelting charges as marketing. The final shipment values are subsequently determined based on final weights and assays for metal content and prices during the applicable quotational period. Total mine product sales, net of smelting and related charges, amounted to ₱17,509,200, ₱16,162,945 and ₱13,295,913 in 2020, 2019 and 2018, respectively (see Note 20).

Estimating Realizability of Deferred Tax Assets
The Group reviews the carrying amounts of deferred tax assets at each end of the reporting period and reduces deferred tax assets to the extent that it is no longer probable that sufficient future taxable profits will be available to allow all or part of the deferred tax assets to be utilized. As at December 31, 2020 and 2019, the Group has deductible temporary differences, NOLCO and excess MCIT totaling ₱742,139 and ₱892,200, respectively (see Note 25), for which no deferred tax assets were recognized. As at December 31, 2020 and 2019, deferred tax assets amounting to ₱832,144 and ₱2,830,475 were recognized as management believes that sufficient future taxable profits will be available against which benefits of the deferred tax assets can be utilized (see Note 25).

4. **Cash and Short-term Investments**

Cash

	2020	2019
Cash on hand	**₱14,507**	₱2,886
Cash in banks	**1,190,654**	642,573
	₱1,205,161	₱645,459

Cash in banks earn interest at the respective bank deposit rates. Interest income earned from cash in banks amounted to ₱1,286, ₱1,972 and ₱2,810 in 2020, 2019 and 2018, respectively (see Note 26).

Short-term Investments
A portion of the proceeds from operations was placed in time deposit accounts with various maturity periods reckoned from the date of placement. Such deposits amounting to ₱266,481 and ₱935,468 as at December 31, 2020 and 2019, respectively, are classified as short-term investments in the consolidated statement of financial position.

Interest income earned from short-term investments amounted to ₱14,566, ₱62,129 and ₱38,100 in 2020, 2019 and 2018, respectively (see Note 26). Interest receivable from the said short-term investments amounted to ₱38 and ₱1,259 as at December 31, 2020 and 2019, respectively (see Note 5).

5. **Trade and Other Receivables**

	2020	2019
Trade receivables – at fair value through profit or loss	**₱594,127**	₱1,309,809
Other receivables – at amortized cost:		
Nontrade	**₱194,970**	₱148,868
Advances to:		
Related parties (Note 23)	**17,830**	69,261
Officers and employees	**8,739**	9,921
Interest (Note 4)	**38**	1,259
	221,577	229,309
Less allowance for expected credit losses	**(71,087)**	(32,748)
	₱150,490	₱196,561

The Group's trade receivables arise from its shipments of copper concentrate, containing copper, gold and silver.

Trade receivables (subject to provisional pricing) are non-interest bearing, but are exposed to future commodity price movements over the QP and, hence, fail the solely for payments of principal and interest test and are measured at fair value up until the date of settlement.

These trade receivables are initially measured at the amount which the Group expects to be entitled, being the estimate of the price expected to be received at the end of the QP. Approximately 80%-95% of the provisional invoice (based on the provisional price, calculated as the average price

five to 10 days prior to delivery) is received in cash when the goods are loaded onto the ship, which reduces the initial receivable recognized under PFRS 15.
The QPs can range between one and three months post shipment and final payment is due between 30 to 60 days from the end of the QP.

Based on the Group's pricing agreements with its customers, copper sales will be provisionally priced at shipment subject to price and quantity adjustment after the QP. Under the offtake contracts with one of its customers, the Group, with the consent of the customer, can price fix the copper shipments before the QP. Copper sales that were not subject to price fixing are assessed as having embedded derivatives that are not clearly and closely related.

The Group recognized net fair value loss amounting to ₱64,697 and ₱151,000 on provisionally priced receivables in 2020 and 2018, respectively, while the Group recognized net fair value gain of ₱93,443 in 2019.

Nontrade receivables mainly comprise of dividends receivables and receivables from the outstanding balance of other billings, which are not related to Group's operations. These are non-interest bearing and are generally collectible within one year. Advances to officers and employees are non-interest bearing and are subject to payroll deduction.

Movements in allowance for expected credit losses are as follows:

	2020	2019	2018
Balance at beginningof year	**₱32,748**	₱33,124	₱32,935
Provisions (Note 22)	**41,683**	–	–
Cumulative translation adjustment	**(3,344)**	(376)	189
Balances at end of year	**₱71,087**	₱32,748	₱33,124

Provision for expected credit losses amounting to ₱41,683 was recognized in 2020 related to receivable which were considered as credit-impaired.

6. **Pricing Agreements, Hedging and Derivative Financial Instruments**

Hedging Objectives
The Group's revenues are based on LME prices over which the Group has no influence or control. The volatilities in commodity prices expose the Group to significant risk in the results of its operations and cash inflows. To manage commodity price risk, the Group applies a mix of pricing agreements on both freestanding and embedded derivatives. The Group implements this mix of derivatives by diligently considering key elements affecting the trend of and prevailing commodity prices in support of the stability of its business plan. The underlying objective of implementing hedge transactions is to stabilize the results of operations and cash inflows and not as a means to generate gains or losses.

In 2020 and 2019, the Group, through CCC has freestanding commodity swap agreements and embedded derivatives involving provisional pricing in shipment contracts. The Group has not designated any of these derivatives as accounting hedges. The Group has accounted for its derivatives at fair value and any changes in the fair value are recorded in the statement of comprehensive income.

Pricing Agreements

In the normal course of selling its copper concentrate, the Group entered into several contracts of purchase, whereby the Group agreed to sell a fixed volume of copper concentrate based on LME prices (as published in the Metal Bulletin) and as averaged over the QP.

The quality and quantity of the copper concentrate sold is determined through a sampling weight and assay analysis by an appointed independent surveyor.

Under the contracts with one of its customers, CCC and its customer have the option to price-fix in advance of the QP the payable copper contents of the concentrate to be delivered, subject to adjustments during the QP. If the option to price-fix prior to the QP is exercised, (i) the fixed price and the volume to which the fixed price applies will be confirmed in writing by the parties, and (ii) an addendum to the contract of purchase will be executed to confirm the actual volume of the copper shipped based on the fixed price.

No price fixing was exercised in 2020, 2019 and 2018. The Group recognized copper concentrate sales amounting to ₱17,509,200, ₱16,162,945 and ₱13,295,913 in 2020, 2019 and 2018, respectively (see Note 20).

Embedded Derivatives

Provisional Pricing

Based on CCC's pricing agreements, the copper sales will be provisionally priced at shipment date subject to price and quantity adjustment at the end of the QP. Copper sales that were not subject to price fixing are assessed as having embedded derivatives that are not clearly and closely related, and once the commodities have been delivered, it must be bifurcated on the delivery date or once the shipment is considered sold (in case of bill and hold sales).

The Group, through, CCC recognized net unrealized fair value loss on provisionally priced receivables amounting to ₱64,697 and ₱151,000 on its deliveries in 2020 and 2018, respectively, while CCC recognized unrealized fair value gain amounting to ₱93,443 on its deliveries in 2019.

Freestanding Derivatives

Commodity Swap Transactions

In June 2020, the Group, through CCC, entered into commodity swap transactions to help stabilize and support the business plan upon due consideration of the impact of the pandemic on the world commodity market. CCC entered into 19 commodity swap transactions with Standard Chartered Bank and five commodity swap transactions with Macquarie Bank, Ltd. fixing the copper and gold prices at certain levels per metric tonne for a total notional quantity of 29,325 and 6,500, respectively. The settlement dates were five to 10 business days following the end of each calendar month based on the official settlement price (seller) for copper and gold.

The Group has derivative liabilities amounting to ₱59,308 and nil as at December 31, 2020 and 2019, respectively. The derivative liabilities represent the hedging component of two lot shipments covered by the hedging agreement, but which remained unshipped as at December 31, 2020.

The Group recognized net loss on derivative financial instruments on its commodity swap transactions amounting to ₱870,237 in 2020 and net gain amounting to ₱559,551 in 2018. The Group recognized losses on outstanding derivative financial instruments amounting to ₱289,012, nil and nil as at December 31, 2020, 2019 and 2018, respectively.

7. Inventories

This account consists of:

	2020	2019
At cost:		
Mine products		
Coarse and fine ore	**₱14,964**	₱15,818
Copper concentrate	**149,777**	77,620
	164,741	93,438
At lower of cost and NRV		
Materials and supplies (net of allowance for inventory obsolescence of ₱632,940 and ₱510,372 as at December 31, 2020 and 2019, respectively)	**982,091**	1,359,272
	₱1,146,832	₱1,452,710

Mine Products

Mine products include copper concentrate containing copper, gold and silver. The cost of mine products includes depreciation and depletion of property, plant and equipment amounting to ₱43,367, ₱30,906 and ₱29,672 as at December 31, 2020, 2019 and 2018, respectively (see Note 9).

Materials and Supplies

Materials and supplies consist of consumable items and spare parts. Materials and supplies with cost amounting to ₱632,940 and ₱510,372 as at December 31, 2020 and 2019, respectively, are fully provided with allowance for inventory obsolescence.

Movements of the allowance for inventory obsolescence are as follows:

	2020	2019	2018
Balances at beginning of year	**₱510,372**	₱517,822	₱475,902
Provision for inventory obsolescence (Note 22)	**176,766**	7	33,504
Write-off	**(38,480)**	–	–
Cumulative translation adjustment	**(15,718)**	(7,457)	8,416
Balances at end of year	**₱632,940**	₱510,372	₱517,822

Provision for inventory obsolescence amounting to ₱176,766, ₱7, ₱33,504 in 2020, 2019 and 2018, respectively, was recognized on inventory items assessed by management as obsolete, non-moving, expired and/or damaged.

The Group has written-off materials and supplies inventory amounting to ₱38,480 which mainly pertains to the parts of dump trucks that have been retired during 2020. The said materials and supplies written-off during the year have related allowance for inventory obsolescence recognized in prior years.

The cost of inventories recognized as expense amounted to ₱3,383,827, ₱4,179,056 and ₱3,866,317 in 2020, 2019 and 2018, respectively (see Notes 21 and 22).

The Group has no inventories pledged as security for liabilities as at December 31, 2020 and 2019. The Group also has no inventories carried at fair value less cost to sell as at December 31, 2020 and 2019.

8. **Other Current Assets**

This account consists of:

	2020	2019
Investment in pooled funds	**₱143,659**	₱81,241
Deposits and advances to suppliers	**106,789**	151,500
Creditable withholding taxes	**51,849**	191,058
Prepaid insurance	**16,417**	14,305
Others	**27,237**	4,409
	₱345,951	₱442,513

Investment in Pooled Funds
In 2019, the Group invested in pooled funds for the purpose of earning interest and gains from the changes in the fair value of such funds. The Group recognized interest income on such funds amounting to ₱2,023 and ₱244 in 2020 and 2019, respectively (see Note 26). Investment in pooled funds are investment of excess cash to maximize earnings. The pooling of funds is facilitated by SM Investments Corp. (SMIC) to provide a better return to the cash investments. Change in the fair value of investment in pooled funds amounting to ₱395 and ₱1,241, in 2020 and 2019, respectively is reported as unrealized gain in the consolidated statement of comprehensive income (see Note 27).

Deposits and Advances to Suppliers
Deposits and advances to suppliers are nonfinancial assets arising mainly from advanced payments made by the Group to its suppliers and contractors before goods or services have been received or rendered. The eventual realization of such advances is determined by the usage/realization of the asset to which it was advanced for. These are classified as current if such will be applied as payments for assets to be classified as inventories or other working capital accounts and are recognized in the books at amounts initially paid. Purchases from suppliers generally require advance payments equivalent to 10% to 60% of the contract price.

Amounts deposited will be applied as part of the full payment of the contract price upon completion of the contract. Other deposits and advances to suppliers in Note 13 were presented as noncurrent since these are expected to be applied as payments for assets to be classified as property, plant and equipment or other noncurrent assets.

Creditable Withholding Taxes (CWTs)
CWTs which are claimed against the income tax due, represent excess of the tax payable and are carried over in the succeeding period for the same purpose.

Prepayments
Prepayments consist mainly of prepaid insurance and rent.

Others
Prepaid others consist of advance payments on real property taxes.

9. **Property, Plant and Equipment**

The composition of and movements of this account follow:

December 31, 2020:

	At Cost										
	Land	**Mine Development Costs**	**Roadways and Bridges**	**Buildings and Improvements**	**Machinery and Equipment**	**Transportation Equipment**	**Furniture and Fixtures**	**Construction In-progress**	**Right-of-use Asset (Note 2)**	**Total**	**Land at Revalued Amount**
Revalued amount/cost:											
Balances at beginning of year, as previously reported	**₱74,987**	**₱33,135,555**	**₱253,182**	**₱2,611,045**	**₱19,454,857**	**₱159,037**	**₱10,154**	**₱2,290,473**	**₱4,827**	**₱57,994,117**	**₱430,286**
Additions	–	–	–	–	123	–	–	2,390,157	–	2,390,280	–
Retirements	–	–	–	–	(561,813)	(9,119)	(2,116)	–	–	(573,048)	–
Capitalization of borrowing cost	–	–	–	–	37,354	–	–	6,801	–	44,155	–
Change in estimate (Note 17)	–	8,617	–	–	–	–	–	–	–	8,617	–
Disposals	–	–	–	–	–	(864)	–	–	–	(864)	–
Reclassifications	–	1,212,239	25,387	36,505	3,061,493	24,773	–	(4,360,397)	–	–	–
Cumulative translation adjustment	(773)	(1,756,990)	(17,253)	(152,965)	(1,106,592)	(12,145)	(102)	(118,207)	–	(3,165,027)	–
Balances at end of year	74,214	32,599,421	261,316	2,494,585	20,885,422	161,682	7,936	208,827	4,827	56,698,230	430,286
Accumulated depreciation, amortization depletion and impairment:											
Balances at beginning of year	–	7,277,422	231,602	1,592,961	10,302,864	137,054	6,616	–	1,869	19,550,388	–
Depreciation, amortization and depletion (Notes 7, 21 and 22)	–	2,072,973	11,384	194,770	2,182,414	11,850	41	–	1,791	4,475,223	–
Retirements	–	–	–	–	(561,145)	(9,119)	(2,116)	–	–	(572,380)	–
Provision for impairment loss (Note 27)	–	105,747	–	7,484	424,920	–	–	–	–	538,151	–
Disposals	–	–	–	–	–	(864)	–	–	–	(864)	–
Cumulative translation adjustment	–	(461,851)	(16,507)	(106,999)	(718,555)	(11,295)	(108)	–	–	(1,315,315)	–
Balances at end of year	–	8,994,291	226,479	1,688,216	11,630,498	127,626	4,433	–	3,660	22,675,203	–
Net book values	**₱74,214**	**₱23,605,130**	**₱34,837**	**₱806,369**	**₱9,254,924**	**₱34,056**	**₱3,503**	**₱208,827**	**₱1,167**	**₱34,023,027**	**₱430,286**

December 31, 2019:

	At Cost										
	Land	Mine Development Costs	Roadways and Bridges	Buildings and Improvements	Machinery and Equipment	Transportation Equipment	Furniture and Fixtures	Construction In-progress	Right-of-use Asset	Total	Land at Revalued Amount
Revalued amount/cost:											
Balances at beginning of year, as previously reported	₱75,563	₱31,815,689	₱259,660	₱2,697,248	₱19,355,658	₱168,482	₱11,627	₱1,836,454	₱–	₱56,220,381	₱430,286
Effect of adoption of PFRS 16	–	–	–	–	–	–	–	–	4,827	4,827	–
Restated balances at January 1	75,563	31,815,689	259,660	2,697,248	19,355,658	168,482	11,627	1,836,454	4,827	56,225,208	430,286
Additions	–	–	–	–	–	–	–	4,457,875	–	4,457,875	–
Retirements	–	–	–	–	(566,612)	(8,952)	(116)	–	–	(575,680)	–
Capitalization of borrowing cost	–	–	–	–	–	–	–	103,839		103,839	–
Change in estimate (Note 17)	–	(7,068)	–	–	–	–	–	–	–	(7,068)	–
Disposals	–	–	–	–	–	(4,728)	–	–	–	(4,728)	–
Reclassifications	–	2,538,038	6,134	26,676	1,455,760	13,117	–	(4,039,725)	–	–	–
Cumulative translation adjustment	(576)	(1,211,104)	(12,612)	(112,879)	(789,949)	(8,882)	(1,357)	(67,970)	–	(2,205,329)	–
Balances at end of year	74,987	33,135,555	253,182	2,611,045	19,454,857	159,037	10,154	2,290,473	4,827	57,994,117	430,286
Accumulated depreciation, amortization and depletion:											
Balances at beginning of year	–	5,852,021	230,039	1,440,383	9,650,074	148,556	7,676	–	–	17,328,749	–
Depreciation, amortization and depletion (Notes 7, 21 and 22)	–	1,691,132	13,377	223,996	1,686,864	10,491	429	–	1,869	3,628,158	–
Retirements	–	–	–	–	(565,615)	(8,952)	(116)	–	–	(574,683)	–
Disposals	–	–	–	–	–	(4,728)	–	–	–	(4,728)	–
Cumulative translation adjustment	–	(265,731)	(11,814)	(71,418)	(468,459)	(8,313)	(1,373)	–	–	(827,108)	–
Balances at end of year	–	7,277,422	231,602	1,592,961	10,302,864	137,054	6,616	–	1,869	19,550,388	–
Net book values	₱74,987	₱25,858,133	₱21,580	₱1,018,084	₱9,151,993	₱21,983	₱3,538	₱2,290,473	₱2,958	₱38,443,729	₱430,286

Construction in-progress includes cost of various projects at different stages of completion as at December 31, 2020 and 2019.

The Group capitalized borrowing costs amounting to ₱38,599 and ₱7,028 as part of machinery and equipment completed during the year and construction-in-progress, respectively, in 2020 and ₱103,839 on construction-in-progress in 2019. The rate used to determine the amount of borrowing cost eligible for capitalization is 3.37% and 4.03% in 2020 and 2019, respectively (see Note 16).

Mine development costs consist of the following:

December 31, 2020:

	Mining Properties	Development Costs	Mine Rehabilitation Costs	Total
Cost:				
Balances at beginning of year	**₱1,287,304**	**₱31,839,493**	**₱8,758**	**₱33,135,555**
Reclassifications	–	**1,212,239**	–	**1,212,239**
Change in estimate (Note 17)	–	–	**8,617**	**8,617**
Cumulative translation adjustment	**(69,895)**	**(1,686,643)**	**(452)**	**(1,756,990)**
Balances at end of year	**1,217,409**	**31,365,089**	**16,923**	**32,599,421**
Accumulated depletion:				
Balances at beginning of year	**284,269**	**6,992,756**	**397**	**7,277,422**
Depletion	**29,339**	**2,043,389**	**245**	**2,072,973**
Provision for impairment loss	–	**105,747**	–	**105,747**
Cumulative translation adjustment	**(19,111)**	**(442,712)**	**(28)**	**(461,851)**
Balances at end of year	**294,497**	**8,699,180**	**614**	**8,994,291**
Net book values	**₱922,912**	**₱22,665,909**	**₱16,309**	**₱23,605,130**

December 31, 2019:

	Mining Properties	Development Costs	Mine Rehabilitation Cost	Total
Cost:				
Balances at beginning of year	₱1,339,350	₱30,459,905	₱16,434	₱31,815,689
Reclassifications	–	2,538,038	–	2,538,038
Change in Estimate (Note 17)	–	–	(7,068)	(7,068)
Cumulative translation adjustment	(52,046)	(1,158,450)	(608)	(1,211,104)
Balances at end of year	1,287,304	31,839,493	8,758	33,135,555
Accumulated depletion:				
Balances at beginning of year	270,985	5,581,036	–	5,852,021
Depletion	26,407	1,664,318	407	1,691,132
Cumulative translation adjustment	(13,123)	(252,598)	(10)	(265,731)
Balances at end of year	284,269	6,992,756	397	7,277,422
Net book values	₱1,003,035	₱24,846,737	₱8,361	₱25,858,133

Revaluation Increment on Land at Revalued Amount

The fair value of the land amounted to ₱430,286 as at December 31, 2020 and 2019 based on the latest valuation obtained in 2015 by the Group. The resulting increase in the valuation of land amounting to ₱298,869 is presented as revaluation increment on land, net of the related deferred tax liability amounting to ₱128,087 (see Note 25). The carrying amount of the land had it been carried using the cost model is ₱3,330 as at December 31, 2020 and 2019.

Fully Depreciated Property, Plant and Equipment

Fully depreciated property, plant and equipment still used by the Group amounted to ₱5,586,650 and ₱2,825,136 as at December 31, 2020 and 2019, respectively. These are retained in the Group's records until these are disposed. No further depreciation is charged to current operations for these items.

Disposals
The Group sold items of property, plant and equipment in 2020, 2019 and 2018 with cost amounting to ₱864, ₱4,728 and ₱489,979, respectively and corresponding accumulated depreciation of ₱864, ₱4,728 and 465,807, respectively. Proceeds from the sales in 2020, 2019 and 2018 amounted to ₱375, ₱1,640 and ₱17,937, respectively, and the Group recognized gains on the disposal of items of property, plant and equipment amounting to ₱375 and ₱1,640 in 2020 and 2019, repectively, while the Group recognized loss amounting to ₱6,235 in 2018.

Retirements
Total cost of property and equipment retired in 2020, 2019 and 2018 amounted to ₱573,048, ₱575,680 and ₱898,468, respectively, with corresponding accumulated depreciation of ₱572,380, ₱574,683 and ₱802,230, respectively. The said retirements resulted in losses amounting to ₱691, ₱1,019 and ₱96,238 in 2020, 2019 and 2018, respectively.

Impairment Loss
Provision for impairment losses on property, plant and equipment amounted to ₱538,151 (see Note 27). The provision pertains to specific individual assets such as trucks, dewatering facility, molybdenum plant and pumps. Management recognized the provision for impairment losses on the assessment that the said assets are damaged, obsolete and no longer operational.

Collaterals
The carrying value of the property, plant and equipment mortgaged as collaterals for various borrowings of the Group amounted to ₱708,703 and ₱913,664 as at December 31, 2020 and 2019, respectively (see Note 16).

Commitments
The Group has capital expenditure commitments amounting to ₱505,364 and ₱437,783 as at December 31, 2020 and 2019, respectively.

Depreciation and Depletion
The allocation of depreciation and depletion is as follows:

	2020	2019	2018
Inventories (Note 7)	**₱43,367**	₱30,906	₱29,672
Mining and milling costs (Note 21)	**4,376,898**	3,536,656	3,318,278
General and administrative expenses (Note 22)	**54,958**	60,596	58,115
	₱4,475,223	₱3,628,158	₱3,406,065

10. Mining Rights and Goodwill

Mining Rights
The carrying amount of mining rights amounted to ₱7,558,229 and ₱7,790,806 as at December 31, 2020 and 2019, respectively. The Group recognized depletion of mining rights amounting to ₱232,577, ₱199,152 and ₱191,685 in 2020, 2019 and 2018, respectively. The Group recognized the related reversal of deferred tax liability amounting to ₱69,773, ₱59,746 and ₱57,505 in 2020, 2019 and 2018, respectively.

Goodwill
The carrying amount of goodwill includes:

Balance as at December 31, 2020 and 2019:	
CCC	₱19,011,108
AHI	15,011
	₱19,026,119

Key Assumptions Used in the Value in Use Calculations of CCC and the Sensitivity to Changes in Assumptions
The Group performed its annual impairment test as at December 31, 2020. The cash-generating unit is concluded to be the assets attributable to CCC, including goodwill, mining rights, and property, plant and equipment.

The recoverable amount of the cash-generating unit has been determined based on a discounted cash flows (DCF) calculation using cash flow projections from financial budgets approved by senior management.

The projected cash flows have been developed to reflect the expected mine production over the life of the mine adjusted by the effects of other factors such as inflation rate. The pre-tax discount rate applied to cash flow projections as at December 31, 2020 is 9.56%. As a result of this analysis, management concluded that the goodwill is not impaired.

The calculation of DCF and cash-generating unit is most sensitive to the following assumptions:
a. Expected life of the project
b. Future production levels and costs
c. Contributions to the government
d. Copper prices
e. Pre-tax discount rate

a. Expected Life of the Project
The Group projected a 30-year expected life of the project, which is based on the remaining mineable ore reserves of the project and their capacity to mine those remaining mineable ore reserves.

The remaining mineable ore reserves are based on a report issued by a competent person prepared in accordance with the Philippine Mineral Reporting Code.

b. 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.

c. Contributions to the Government
The Group assumes the prevailing tax rates imposed on an entity that is engaged in mining operations.

d. Copper Prices
The Group considers the effect of commodity price changes. The Group considered the possible effect of the changes in the price of copper as it relates to the revenues that may be generated by the Group and the attainment of the cash flow projections. The Group used the data from the Wood Mackenzie Limited, a global mining and metals research and consultancy firm. The price

is the function of a number of factors, which includes, among others, copper grade, moisture content and factor rate.

Generally, a higher grade and lower moisture content would yield higher recoverable amount otherwise, this may indicate impairment. The Group expects that the overall price of copper concentrate ore will improve throughout the life of mine.

e. Pre-tax Discount Rate
Discount rate represents the current market assessment of the risks specific to cash-generating unit, taking into consideration the time value of money and individual risks of the underlying assets that have not been incorporated in the cash flow estimates. The discount rate calculation is based on the specific circumstances of the Group and its operating segments, and is derived from its weighted average cost of capital (WACC). The WACC takes into account both debt and equity. The cost of equity is derived from the expected return on investment by the Group's investors. The cost of debt is based on the interest-bearing borrowings the Group is obliged to service. Specific risk is incorporated by applying individual beta factors are evaluated annually based on publicly available market data. Adjustments to the discount rate are made to factor in the specific amount and timing of the future tax flows in order to reflect a pre-discount rate. The pre-tax discount rates used by the Group are 9.56% and 8.69% as at December 31, 2020 and 2019, respectively.

No impairment loss on goodwill was recognized in 2020, 2019 and 2018.

11. Quoted Equity Instrument

The Group's quoted equity instrument with original cost of ₱2,867 amounted to nil as at December 31, 2020 and 2019. On January 1, 2018, the cumulative change in fair value of the quoted equity instrument amounting to ₱4,861 was reclassified to retained earnings as a result of the adoption of PFRS 9.

12. Investments in Associates

The Group has the following investments in associates (collectively called the Nickel Corporations), which are domiciled in the Philippines:

Company	Principal Activities
TMMI	Management Services
URHI	Holding Company
UNC	Mining
NRHI	Holding Company
BNC	Mining

The remaining ownership of the above associates is owned by the combined interests of Toledo Mining Corporation (TMC) and DMCI Mining Corporation (DMCI), a third party.

In June 2014, the voting rights held by the Group were assigned to the representative of the DMCI and the management team from the DMCI assumed key positions in the said entities. Further, on July 11, 2014, a Memorandum of Agreement (MOA) was entered between TMC and the Group, which sets out the material terms under which the parties have agreed to hold their respective investments in respect of the exploration, development and utilization of Berong Mineral Properties [mining tenements or Mineral Production Sharing Agreement applications underlying the Berong Nickel Project necessary for operations] defined in the joint venture agreement dated January 9, 2005. The said MOA sets out the rights of each of the Group and TMC including the assignment of board seats, majority of which were assigned to TMC, and delegation to TMC of the operations and critical decision making in running the mining operations. Due to these factors the above entities were accounted for as associates, instead of subsidiaries. Consequently, the Group deconsolidated the above entities in 2014.

As at December 31, 2020 and 2019, the percentages of ownership of investment in associates are as follows:

a.) TMM Management, Inc. (TMMI)	60.00%	direct interest
b.) Ulugan Resources Holdings, Inc. (URHI)	70.00%	direct interest
c.) Ulugan Nickel Corporation (UNC)	42.00%*	effective interest
d.) Nickeline Resources Holdings, Inc. (NRHI)	42.00%*	effective interest
e.) Berong Nickel Corporation (BNC)	25.20%*	effective interest

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

As at December 31, 2020 and 2019, the movements in the investments in associates account are as follows:

	2020	2019	2018
Balances at beginning of year	**₱226,189**	₱221,682	₱190,665
Accumulated equity:			
Share in net income	**112,135**	80,233	81,417
Dividend income	**(100,800)**	(75,726)	(50,400)
Balances at end of year	**₱237,524**	₱226,189	₱221,682

On December 31, 2020, BNC declared dividends to all shareholders of record as of December 31, 2020.

The associates prepare financial statements for the same financial reporting period as the Parent Company.

Summarized financial information of the investments in associates as at December 31, 2020 and 2019, which are accounted for under the equity method, follow:

	2020	2019
Current assets	**₱1,350,766**	₱1,083,083
Noncurrent assets	**281,899**	392,766
Total assets	**1,632,665**	1,475,849
Current liabilities	**1,110,901**	1,005,238
Noncurrent liabilities	**33,250**	31,832
Total liabilities	**1,144,151**	1,037,070
Net assets	**488,514**	438,779
Net income	**₱832,392**	₱606,768
Other comprehensive income	**1,344**	5,184
Total comprehensive income	**₱833,736**	₱611,952

13. **Other Noncurrent Assets**

This account consists of:

	2020	2019
Input VAT (net of allowance for impairment losses of ₱355,266 and ₱210,952 as at December 31, 2020 and 2019, respectively)	**₱1,278,742**	₱1,526,672
MRF	**85,856**	82,424
Deposits and advances to suppliers	**81,541**	153,167
SDMP fund	**68,493**	68,390
Investment in unit investment trust fund	**26,972**	27,865
Deferred mine exploration costs	**16,707**	16,708
Refundable deposits	**3,113**	3,149
Others	**8,602**	8,833
	₱1,570,026	₱1,887,208

Input VAT
The Group, through CCC, was able to monetize tax credit certificates from the Bureau of Customs (BOC) amounting to ₱163,237, ₱495,295 and nil in 2020, 2019 and 2018, respectively.

Movements of the allowance for impairment losses on input VAT are as follows:

	2020	2019	2018
Balances at beginning of year	**₱210,952**	₱219,042	₱211,388
Provision (Note 27)	**160,341**	–	740
Write-off during the year	**–**	–	(740)
Cumulative translation adjustment	**(16,027)**	(8,090)	7,654
Balances at end of year	**₱355,266**	₱210,952	₱219,042

Provision for impairment losses on input VAT amounting to ₱160,341 in 2020 (see Note 27) pertains mainly to input VAT that have been disallowed by the Bureau of Internal Revenue (BIR), BOC and Court of Tax Appeals.

Deposits and Advances to Suppliers
The advances will be classified as non-current if such will be applied as payment for assets to be classified as property, plant and equipment or investment properties. These pertain mostly to advances made to the contractors for the Biga Tailings Storage Facility Enhancement Project of CCC.

Deferred Mine Exploration Costs
These pertain to field supplies and other costs incurred during evaluation and exploration of projects of the Parent Company. In 2013, deferred mine exploration costs pertain to BNC's exploration expenditures on the Moorsom, Dangla and Longpoint Projects (adjacent area covering the Berong Nickel Project). Management has established that economically recoverable reserves exist in the area, resulting in the decision to develop the area for commercial mining operation. BNC started to explore and develop the area adjacent to the Berong Nickel Project in 2008.

No provision for impairment loss on the deferred mine exploration costs was recognized in 2020 and 2019.

MRF

MRF pertains to rehabilitation trust funds that the Group is required by regulations to establish and maintain through cash deposits to cover their rehabilitation liability upon the closure of the mine and to ensure payment of compensable damages that may be caused by mine waste. The rehabilitation trust funds are held in government depository banks.

Interest income earned from MRF amounted to ₱1,615, ₱4,344 and ₱6 in 2020, 2019 and 2018 respectively (see Note 26).

SDMP Fund

SDMP fund pertains to the deposits for the unexpended budget for 2017 identified as on-going projects under the Group's SDMP.

Interest income earned from SDMP fund amounted to ₱518, ₱137 and ₱114 in 2020, 2019 and 2018 respectively (see Note 26).

Investment in Unit Investment Trust Fund

On January 26, 2018, CCC entered into a Transmission Service Agreement with National Grid Power Corporation (NGPC). This required CCC to provide credit support to NGPC through opening of a bank account assignable to NGPC. On July 11, 2018, CCC instructed Banco de Oro (BDO) to debit from CCC's current account the amount of ₱28,126 and to invest the amount to a unit investment trust fund. The unit investment trust fund is then assigned to NGPC as basic security deposit. The Group has assessed the the investment in unit investment trust fund is not for contractual cash inflows and that no interest will be collected, given that fair value changes are expected to arise from movements of the net asset value per unit.

As at December 31, 2020 and 2019, the Group has investment in unit investment trust fund amounting to ₱26,972 and ₱27,865, which have been measured at fair value. Unrealized gain on investment in unit investment trust fund, presented under Others - net in the consolidated statement of comprehensive income, amounted to ₱562 and ₱922 in 2020 and 2019, respectively, with cumulative translation adjustment of ₱1,455, ₱1,056 and ₱457 in 2020, 2019 and 2018, respectively.

Refundable Deposits

Refundable deposits pertain to amounts paid by the Group as security deposit to various contractors which shall be refunded after the performance/delivery of services/goods.

Others

Others consist mainly of advances for the Longos and Nesbitan Gold Projects, which were used for field supplies and other costs during exploration and evaluation phase of the said projects. Others also include other assets of the Group which are considered individually insignificant in amount.

14. **Accounts Payable, Contract Liabilities and Accrued Liabilities**

This account consists of:

	2020	2019
Trade	**₱1,285,436**	₱1,094,166
Nontrade	**615,047**	114,351
Accrued expenses		
Rental	**126,810**	392,321
Power and other utilities	**62,838**	296,173
Services	**50,265**	47,640
Coal	**47,531**	30,307
Personnel	**25,309**	101,203
Others	**243,773**	242,262
Contract liability	**195,037**	810,160
Government payables	**123,695**	140,495
Interest (Note 16)	**47,283**	267,538
	₱2,823,024	₱3,536,616

Trade
Trade payables include import and local purchases of equipment, inventories and various parts and supplies used in the operations of the Group. These are non-interest bearing payables to various suppliers and are normally settled on terms ranging from 30 to 60 days.

Trade payables also include trust receipts, which are interest bearing. In 2018, the Group has obtained a total of ₱158,434 trust receipts, with various maturities in 2019, and interest rates of 3.13% to 4.00%. The Company has no remaining trust receipts as at December 31, 2020.

Interest expense recognized related to trust receipts amounted to nil, ₱1,910 and ₱3,084 in 2020, 2019 and 2018, respectively (see Note 26).

Contract liabilities
Contract liabilities pertain to the advance payment received from one of its customers. In July 2019, the Company received $20.0 million as advance payment for the shipment of 50,000 dry metric tons (DMT) of copper concentrate to be delivered in lots of 5,000 DMT per shipment at some future dates in accordance with the purchase agreement entered into by the parties in April 2019. In 2019, $4.0 million was offset against the advance payments. This pertains to two shipments delivered in November and December 2019.

In April 2020, the Company received from the same customer $12.0 million as advance payment for the shipment of 30,000 DMT of copper concentrate to be delivered in lots of 5,000 DMT per shipment at some future dates in accordance with the purchase agreement entered into by the parties in April 2019. Proceeds from shipments amounting to $24.0 million and $4.0 million were offset against the advance payments in 2020 and 2019, respectively.

Contract liability as at December 31, 2020 and 2019 amounted to ₱195,037 and ₱810,160, respectively.

Interest
Interest pertains to accrued interest on bank loans and long-term debt and other interest-bearing liabilities.

Nontrade and government payables
Nontrade and government payables consist of mandatory contributions and payments to Social Security System, Philippine Health Insurance Corporation, and Home Development Mutual Fund, withholding tax payable, excise tax payable, and customs duties, which are non-interest bearing and are usually settled within the next month following the month of incurrence.

Other accrued expenses
Other accrued expenses include unclaimed termination benefits of former Parent Company employees before the temporary suspension of operations in prior years and other payables related to employee salary deductions, insurance, contracted services and professional fees. These also include miscellaneous non-interest bearing payables.

15. **Leases**

Group as a lessee
The Group has lease contracts for office and parking spaces used in its operations. Leases of office generally have lease terms between three and 10 years, while machinery and other equipment generally have lease terms between three and five years. The Group's obligations under its leases are secured by the lessor's title to the leased assets. There are several lease contracts that include extension and termination options and variable lease payments, which are further discussed below.

The Group also has certain leases of machinery with lease terms of 12 months or less and leases of office equipment with low value. The Group applies the 'short-term lease' and 'lease of low-value assets' recognition exemptions for these leases.

The following are the amounts recognized in statement of income:

	2020	2019
Expenses relating to leases of low-value assets (included in general and administrative expenses)	**₱296,898**	₱283,910
Depreciation expense of right-of-use assets included in property and equipment (Note 9)	**1,791**	1,869
Interest expense on lease liabilities (Note 26)	**156**	323
Expenses relating to short-term leases (included in mining and milling cost)	**–**	513,538
Total amount recognized in statement of income	**₱298,845**	₱799,640

The rollforward analysis of the lease liability follows:

	2020	2019
As at January	**₱2,942**	₱4,827
Interest expense (Note 26)	**156**	323
Payments	**(2,316)**	(2,208)
As at December 31	**782**	2,942
Less noncurrent portion	**–**	782
	₱782	₱2,160

The Group has several lease contracts that include extension and termination options. These options are negotiated by management to provide flexibility in managing the leased-asset portfolio and align with the Group's business needs. Management exercises significant judgement in determining whether these extension and termination options are reasonably certain to be exercised.

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

	2020
One year	₱782
More than one year to two years	–

16. **Bank Loans, Long-term Debt and Other Interest Bearing Liabilities**

a. Bank loans

The Group entered into various short-term, unsecured loans from different financial institutions. Outstanding balances as at December 31, 2020 and 2019 are as follows:

	2020	2019
China Banking Corporation (CBC)	**₱6,242,990**	₱8,607,950
Standard Chartered Bank (SCB)	–	–
Rizal Commercial Banking Corporation (RCBC)	–	–
Land Bank of the Philippines (LBP)	–	–
Banco de Oro (BDO)	–	–
Security Bank	–	–
	₱6,242,990	₱8,607,950

1. CBC

On January 16, 2018, March 2, 2018 and October 11, 2018, CCC obtained from CBC short-term clean loans amounting to US$50.0 million, US$15.0 million and US$105.0 million, respectively, with maturities in 2018 and interest rates of 2.87% to 3.95%. The loans were rolled over several times with the last roll-over done on December 18, 2020 to mature on January 18, 2021. On various dates in 2020, CCC made partial principal payments amounting to US$40.0 million.

The interest expense recognized on the loans from CBC amounted to ₱260,545, ₱354,741 and ₱154,943 in 2020, 2019 and 2018, respectively (see Note 26). The accrued interest payable amounted to ₱6,405 and ₱7,173 as at December 31, 2020 and 2019, respectively (see Note 14).

CCC capitalized borrowing cost amounting to ₱45,627 and ₱103,839 related to expenditures for machinery and equipment completed during the year and construction-in-progress in 2020 and 2019, respectively. The rate used to determine the amount of borrowing cost eligible for capitalization is 3.37% and 4.03% in 2020 and 2019, respectively (see Note 9).

2. Standard Chartered Bank (SCB)

On February 6, 2015, CCC obtained a short-term clean loan from SCB in the amount of US$15.0 million at an interest rate of 3.00% per annum, which initially matured on August 5, 2015. The loan was rolled-over several times with the last roll over done on

April 22, 2019 with maturity date of October 21, 2019 at an interest rate of 3.75% per annum. CCC fully paid the loan on June 18, 2019.

The related interest expense recognized on the loans from SCB amounted to nil, ₱25,493 and ₱33,286 in 2020, 2019 and 2018, respectively (see Note 26).

3. Rizal Commercial Banking Corporation (RCBC)
   On February 17, 2015, CCC obtained from RCBC a short-term loan amounting to US$10.0 million, which was used to finance working capital requirements with a maturity date on August 14, 2015. The loan was rolled over several times with the last roll over done on July 27, 2018 and matured on July 22, 2019 at the interest rate of 3.75%. CCC fully paid the loan on July 31, 2019.

   The interest expense recognized on the RCBC loan amounted to nil, ₱12,282 and ₱18,093 in 2020, 2019 and 2018, respectively (see Note 26).

4. Land Bank of the Philippines (LBP)
   On April 23, 2013, CCC obtained a short-term clean loan with a dollar to peso convertibility clause from LBP with a maturity date on October 18, 2013 in the amount of US$12.0 million, which was used to finance working capital requirements. The loan was rolled over several times with the last roll over done on September 28, 2018 and matured on March 27, 2019 at interest rates of 4.90% to 5.30%. CCC made several principal payments in accordance with the dollar to peso convertibility clause amounting to US$0.5 million in 2013, US$0.5 million in 2014, US$0.4 million in 2015, US$0.15 million in 2016, and US$0.6 million in 2017. In 2018, CCC made partial payments to this loan amounting to US$0.58 million. CCC fully paid the loan on May 31, 2019.

   On March 7, 2018 and May 9, 2018, CCC obtained from LBP short-term clean loans of US$3.6 million and US$6.0 million, respectively, which matured within 2018 and has interest rates of 4.03% to 4.90%, respectively. CCC fully paid the loans on October 30, 2018.

   The interest expense recognized on the loans from LBP amounted to nil, ₱9,823 and ₱36,869 in 2020, 2019 and 2018, respectively (see Note 26).

5. Banco De Oro Unibank, Inc. (BDO)
   On February 10, 2014, CCC obtained a short-term clean loan from BDO with a maturity date on August 8, 2014 in the amount of US$2.5 million, which was used to finance working capital requirements. The loan was rolled over several times with the last roll over done on December 21, 2018 and matured on December 16, 2019 with interest rate of 4.00%.

   On May 12, 2015, CCC obtained another short-term clean loan from BDO amounting to US$3.0 million with a maturity date on November 9, 2015. The loan was rolled over several times with the last roll over done on July 17, 2019 with maturity date of April 8, 2020 with interest rate of 4.00%. CCC fully paid the loan on August 14, 2019.

   The interest expense recognized on the loan from BDO amounted to nil, ₱7,144 and ₱9,108 in 2020, 2019 and 2018, respectively (see Note 26).

6. Security Bank
   On March 9, 2015, CCC obtained a short-term clean loan from Security Bank in the amount of US$4.5 million with maturity date on September 4, 2015. The loan was rolled over several times with the last roll over done on December 20, 2018 and matured on March 20, 2019 with interest rate of 3.85%. CCC made principal payments amounting to US$0.3 million in 2016, US$1.2 million in 2017 and US$2.0 million in 2018. The loans were fully paid on June 18, 2019.

   The interest expense recognized amounted to nil, ₱574 and ₱3,692 in 2020, 2019 and 2018, respectively (see Note 26).

7. United Coconut Planters Bank (UCPB)
   On March 23, 2015, CCC obtained a short-term clean loan from UCPB in the amount of US$17.7 million with original maturity date of September 18, 2015. The loan was rolled over several times with the last roll over done on September 6, 2017 and matured on March 5, 2018, with interest accruing at the rates 2.80% to 3.50% per annum.
   On March 5, 2018, CCC fully paid the said loan.

   The interest expense recognized from the loan from UCPB amounted to ₱5,195 in 2018, (see Note 26).

Presented below is the summary of interest expense recognized on bank loans (see Note 26):

	2020	2019	2018
CBC	**₱260,545**	₱354,741	₱154,943
SCB	–	25,493	33,286
RCBC	–	12,282	18,093
LBP	–	9,823	36,869
BDO	–	7,144	9,108
Security Bank	–	574	3,692
UCPB	–	–	5,195
Balances at end of year	**₱260,545**	₱410,057	₱261,186

Presented below is the summary of accrued interest on bank loans (see Note 14):

	2020	2019
CBC	**₱6,405**	₱7,173
SCB	–	–
RCBC	–	–
LBP	–	–
BDO	–	–
Security Bank	–	–
UCPB	–	–
Balances at end of year	**₱6,405**	₱7,173

b. Long-term debts and other interest-bearing liabilities

The Group's long-term debts and other interest-bearing liabilities as at December 31, 2020 and 2019 are as follows:

	2020	2019
BDO	**₱13,686,677**	₱15,657,816
SM Investments Corporation (SMIC; Note 23)	**5,204,104**	6,257,326
Anglo Philippine Holdings Corporation (APHC; Note 23)	**463,843**	557,713
BDO Leasing & Finance, Inc. (BDO Leasing)	**326,945**	552,652
Alakor Corporation (Alakor; Note 23)	**114,340**	137,480
LBP Leasing	**–**	–
	19,795,909	23,162,987
Less noncurrent portion	**19,601,464**	22,940,754
	₱194,445	₱222,233

The maturities of long-term debts and other interest-bearing liabilities at nominal values follow:

	2020	2019
Due in:		
2020	**₱–**	₱222,233
2021	**194,445**	178,584
2022 and thereafter	**19,601,464**	22,762,170
	₱19,795,909	₱23,162,987

Current portion of long-term debts

Current portion of long-term debts pertains to BDO Leasing amounting to ₱194,445 and ₱222,233 as at December 31, 2020 and 2019, respectively.

Restructuring of loans

On September 15, 2020, an amendment to the loan's nominal interest rates was agreed between BDO and the Group, changing the incremental nominal interest rates to a fixed single rate of 5.37%. The amendment was effective starting September 16, 2020 until maturity of loan. The change on the interest rate was assessed by the Group as a substantial modification which resulted in the derecognition of the old loan and recognition of new financial liability. Loss on loan restructuring recognized in the consolidated statement of comprehensive income amounted to ₱11,903 in 2020 (see Note 27).

On September 20, 2020, an amendment to the loan's nominal interest rate was agreed between the Shareholders and the Company, changing the incremental nominal interest rates to a fixed single rate of 5.37%. The amendment was effective starting September 21, 2020 until maturity of loan. The change on the interest rate was assessed by the Group as a substantial modification which resulted in the derecognition of the old loans and recognition of new financial liabilities. Gain on loan restructuring recognized on loans from SMIC, APHC and Alakor amounted to ₱336,635, ₱30,001 and ₱7,396, respectively in 2020 (see Note 27). The total gain on loan restructuring attributable to the shareholders in the 2020 consolidated statement of comprehensive income amounted to ₱374,032.

Presented below is the summary of gains (losses) on the loan restructuring (see Note 27):

	2020
SMIC	₱336,635
APHC	30,001
Alakor	7,396
	374,032
BDO	(11,903)
Total	₱362,129

1. BDO
   On March 16, 2017, CCC availed a secured subordinated term loan from BDO amounting to US$320.0 million to settle its US$300.0 million bonds payable and for working capital requirements. On various dates in 2020, the Company made partial principal payments amounting to US$30.0 million.

   The subordinated term loan has a term of seven years or will mature on March 15, 2024 with interest of 5.00% per annum, inclusive of final withholding tax and fixed for the first two years with a step up of 1.00% every year thereafter. Interest is payable semi-annually in arrears from March 16, 2017.

   CCC shall not declare or pay dividends to its stockholders or partners (other than dividends payable or paid solely in shares of stock of CCC) or retain, retire, purchase or otherwise acquire any class of its capital stock or make any other capital or other asset distribution to its stockholders or partners upon the occurrence of an event of default. Also, CCC will not extend loans or advances to any of its directors, officers, stockholders or partners, except duly approved employee benefit loans.

   Principal payment equivalent to 1.00% of the full drawn amount is payable at the end of the 5th year and 6th year while the remaining balance of 98.00% is payable at the end of the term. CCC can prepay the loan in part or full together with accrued interest thereof to prepayment date, subject to a 1% penalty for foreign currency borrowing and 3% penalty for peso borrowing. Prepayment penalty or breakfunding cost on outstanding principal amount under the facility shall be waived subject to at least fifteen (15) days prior written notice. In 2020, the Company made partial principal payments amounting to ₱1,440,690. The loan is guaranteed by a shareholder through a certificate of time deposit. Consequently, the Group recognized other current liability amounting to ₱1,870,312. As at December 31, 2020 and 2019, the other current liability amounted to ₱1,798,878 and ₱1,896,720 respectively.

   Restructuring of Loans
   On September 15, 2020, an amendment to the loan's nominal interest rates was agreed between BDO and the Group, changing the incremental nominal interest rates to a fixed single rate of 5.37%. The amendment was effective starting September 16, 2020 until maturity of loan. The change on the interest rate was assessed by the Group as a substantial modification which resulted in the derecognition of the old loan and recognition of new financial liability. Loss on loan restructuring recognized in the consolidated statement of comprehensive income amounted to ₱11,903 in 2020 (see Note 27).

   The interest expense recognized on the subordinated term loan, excluding the amortization of debt issue costs, amounted to ₱900,760, ₱872,989 and ₱778,339 in 2020, 2019 and 2018, respectively (see Note 26). The amortization of debt issue cost recognized on the subordinated term loan amounted to ₱274,597, ₱484,782 and ₱574,932 in 2020, 2019 and 2018, respectively.

The total accrued interest payable to BDO amounted to ₱31,665, ₱249,680, ₱222,106 as at December 31, 2020, 2019 and 2018, respectively (see Note 14).

The carrying value of the loan as at December 31, 2020, 2019 and 2018 amounted to ₱13,686,677, ₱15,657,816 and ₱15,767,076, respectively, net of debt issue costs with carrying value of ₱239,993, ₱545,384 and ₱1,058,524 as at December 31, 2020, 2019 and 2018, respectively.

The movements in unamortized debt issue cost follow:

	2020	2019	2018
Balances at beginning of year	**₱545,384**	₱1,058,524	₱1,550,173
Amortization (Note 26)	**(274,597)**	(484,782)	(574,932)
Effect of loan restructuring	**(11,903)**	–	–
Cumulative translation adjustment	**(18,891)**	(28,358)	83,283
Balances at end of year	**₱239,993**	₱545,384	₱1,058,524

2. SMIC, APHC and Alakor

   On March 21, 2017, CCC availed of unsecured loans from SMIC, APHC and Alakor totaling US$167.4 million for working capital requirements. The loans shall be subordinated only to loans of CCC from financial institutions. The loans have a term of seven years or will mature on March 20, 2024, extendible at the option of the lender. Interest is 5.00% per annum for the first two years with a step up of 1.00% every year thereafter but subject to repricing at the option of the lenders. Interest is payable semi-annually in arrears from March 21, 2017. CCC, at its option, prepay the loans in part or full together with accrued interest and other charges accruing thereon up to the date of prepayment with no penalty. In July 2020, December 2019, and August 2017, CCC made partial payments to the lenders amounting to US$10.0, US$12.0 and US$25.4 million, respectively

   CCC shall not declare or pay dividends to its stockholders or partners (other than dividends payable or paid solely in shares of stock of CCC) or retain, retire, purchase or otherwise acquire any class of its capital stock or make any other capital or other asset distribution to its stockholders or partners. Also, CCC will not extend loans or advances to any of its directors, officers, stockholders or partners, except for duly approved employee benefit loans.

   Restructuring of Loans

   On September 20, 2020, an amendment to the loan's nominal interest rate was agreed between the Shareholders and the Company, changing the incremental nominal interest rates to a fixed single rate of 5.37%. The amendment was effective starting September 21, 2020 until maturity of loan. The change on the interest rate was assessed by the Group as a substantial modification which resulted in the derecognition of the old loans and recognition of new financial liabilities. Gain on loan restructuring recognized on loans from SMIC, APHC and Alakor amounted to ₱336,635, ₱30,001 and ₱7,396, respectively in 2020 (see Note 27). The total gain on loan restructuring attributable to the shareholders in the 2020 consolidated statement of comprehensive income amounted to ₱374,032.

   The interest expense recognized on the said loans, excluding amortization of debt issue costs, amounted to ₱404,697, ₱431,120 and ₱367,124 in 2020, 2019 and 2018, respectively (see Note 26). The amortization of debt issue costs recognized amounted to ₱32,046, ₱111,784 and ₱163,348 in 2020, 2019 and 2018, respectively. The total accrued interest payable amounted to ₱9,213, ₱10,685 and ₱10,193 as at December 31, 2020, 2019 and 2018, respectively (see Note 14).

The carrying value of the loan as at December 31, 2020, 2019 and 2018 amounted to ₱5,782,287, ₱6,952,519 and ₱7,736,430 respectively, net of debt issue costs with carrying value of nil, ₱349,380 and ₱248,689 as at December 31, 2020, 2019 and 2018 respectively.

The movements in unamortized debt issue cost follow:

	2020	2019	2018
Balances at beginning of year	**(₱349,380)**	(₱249,307)	(₱81,313)
Effect of loan restructuring	**374,032**	–	–
Amortization (Note 26)	**(32,046)**	(111,784)	(163,348)
Cumulative translation adjustment	**7,394**	11,711	(4,646)
Balances at end of year	**₱–**	(₱349,380)	(₱249,307)

3. BDO Leasing
   Since 2011, CCC has availed of various peso-denominated finance lease facilities from BDO Leasing for the purchase of various equipment. The amounts availed under the facilities are payable within 36 months to 60 months and accrue interest at rates 4.75% to 6.75% per annum. In 2017, CCC availed of additional facilities from BDO Leasing covering the total amount of ₱1,179,207.

   The carrying value of the property, plant and equipment mortgaged as collaterals for the BDO Leasing facilities amounted to ₱708,703 and ₱913,664 as at December 31, 2020 and 2019, respectively (see Note 9).

   The interest expense on the said facilities amounted to ₱22,991, ₱36,488 and ₱51,555 in 2020, 2019 and 2018, respectively (see Note 26).

4. LBP Leasing
   On January 30, 2018, CCC obtained a ₱42.27 million peso-denominated equipment leasing loan from LBP Leasing payable monthly over 60 months at an interest rate of 6.00% repriceable annually. The related interest expense recognized amounted to nil, ₱1,705 and ₱2,146 in 2020, 2019 and 2018, respectively (see Note 26). The loans were fully paid on May 31, 2019.

5. Bilateral Loan Agreements
   On October 10, 2014, CCC entered into bilateral term loan agreements with Security Bank, Maybank Philippines Inc., Maybank International Labuan branch, RCBC and UOB (the Bilateral Loan Agreements). The proceeds of the loans were used by CCC to fund its capital expenditures and refinance its outstanding short-term loan obligations.

   The loans have a term of four years reckoned from the date of availment, and constitute unsubordinated obligations of CCC that rank at least *pari passu* in priority of payment with all its unsecured obligations.

   On October 16, 2018, CCC fully paid the loans.

Covenants
The Bilateral Loan Agreements impose, certain restrictions and requirements with respect to, among others, the following:
(i) Target Financial Ratios - During the term of the loans, CCC shall ensure that:

- Its Debt to Equity Ratio does not exceed 2.0 in each of the calendar years 2014, 2015, 2016, and 2017, based on the audited financial statements as of the last day of each of such calendar years; Debt to Equity Ratio is total debt divided by total equity;
- Its Debt-Service Coverage Ration (DSCR) shall not be less than (a) 1.5 in each of the calendar years 2014, 2015, and 2017, and (b) 1.1 in the calendar year 2016, based on the audited financial statements as of the last day of each of such calendar years; DSCR is the sum of Earnings before interest, income taxes, depreciation and amortization (EBITDA) for the most recent audited year and the ending cash balance for the most recent audited year divided by the aggregate of principal, interest and lease payments for the current year; and
- Its Debt to EBITDA Ratio does not exceed 4.0 in each of the calendar years 2014, 2015, 2016 and 2017, based on the audited financial statements as of the last day of each of such calendar year Debt to EBITDA Ratio is total debt divided by EBITDA.

CCC's compliance with the financial covenants provided herein shall be determined annually by calculating the Financial Ratios for each of the relevant calendar years by no later than April 30 of the year following the calendar year with respect to which compliance is being tested.

On October 16, 2018, CCC fully paid the loans.

(ii) Payment of Dividends - CCC shall not pay any dividends or make any distribution on or with respect to its capital stock (other than dividends or distributions payable or paid solely in shares of stock of CCC, other than Disqualified Stock or preferred stock) (i) if a default has occurred and is continuing at the time of such payment or distribution, or would occur as a result of such payment or distribution, or (ii) if after giving effect thereto, such payment or distribution, together with the aggregate amount of all dividend payments and distributions made by CCC since the issuance of the Bonds Payable shall exceed 50% of the aggregate amount of the net income of CCC accrued on a cumulative basis during the period beginning on January 1, 2012 and ending on the last day of CCC's most recently ended fiscal quarter for which financial statements of CCC are available and have been provided to the lenders at the time of such payment or distribution.

The total interest expense recognized related to the Bilateral Loan Agreements amounted to ₱126,389 in 2018 (see Note 26).

The Bilateral Loan Agreements consist of the following loans:

- <u>UOB</u>
The bilateral term loan agreement between CCC and UOB entered into on October 10, 2014 (the UOB TLA) covers a facility for the amount of US$25.0 million, is unsecured and has a term of four years reckoned from the date of the loan availment. The loan accrues interest at the rate of 3.74% per annum. CCC fully availed of the facility covered by the UOB TLA. In 2017 and 2016, CCC made partial payments of the loan amounting to US$3,770 and US$910 respectively. On October 16, 2018, CCC fully paid the loan.

The interest expense recognized in respect of the UOB TLA amounted to ₱37,200 in 2018 (see Note 26).

- Security Bank
  On October 16, 2014, CCC paid the outstanding portion of the loan amounting to US$6.5 million from the proceeds of the ₱1,100,000 facility covered by the bilateral term loan agreement between CCC and Security Bank dated October 10, 2014 (the SB TLA). Under the terms of the SB TLA, the principal amount of the loan availed shall be payable within four years from the date of availment and shall accrue interest at the rate of 5.00% per annum. CCC fully availed the facility covered by the SB TLA. In 2017, CCC made partial payments of the SB TLA amounting to ₱165,880. On October 16, 2018, CCC fully paid the loan.

  The interest expense on the SB TLA recognized amounted to ₱32,737 in 2018 (see Note 26).

- Maybank
  On October 10, 2014, CCC entered into bilateral term loan agreements with Maybank Philippines and Maybank International, which cover facilities for the aggregate amount of US$20.0 million (the Maybank TLA). Loan availments under the facilities are payable within four years from the drawdown date and accrues interest at an rate of 3.74% per annum. CCC fully availed the facilities covered by the Maybank TLA. In 2017, CCC made partial payments of the Maybank TLA amounting to US$3.0 million. On October 16, 2018, CCC fully paid the loan.

  The interest expense recognized on the Maybank TLA amounted to ₱31,085 in 2018 (see Note 26).

- RCBC
  On April 11, 2014, CCC obtained a short-term loan from RCBC with a maturity date on October 8, 2014 in the amount of ₱450,000, which was used to finance working capital requirements. The amount drawn from the facility is payable within 180 days from the date of availment and accrues interest at a rate of 2.50% per annum. CCC paid the loan balance of ₱450,000 on October 16, 2014 using the proceeds from the availment under the bilateral term loan agreement between CCC and RCBC dated October 10, 2014 (the RCBC TLA).

  The RCBC TLA covers a facility amounting to US$19.5 million. Under the terms of the RCBC TLA, any loan shall be payable within four years from the date of availment and shall accrue interest at a rate of 3.74% per annum. CCC fully availed of the facility covered by the RCBC TLA. In 2017, CCC made partial payments of the RCBC TLA amounting to US$2,941. On October 16, 2018, CCC fully paid the loan.

  Total interest expense on the RCBC TLA amounted to ₱25,366 in 2018 (see Note 26).

6. SCB
   On May 21, 2014, CCC executed an Omnibus Loan and Security Agreement (OLSA) with the Singapore Branch of SCB respecting a secured term loan facility covering a total amount of US$20.0 million that may be availed in tranches, the proceeds of which were intended to fund the purchase of mining equipment. Under the OLSA, any availment accrues interest at an annual rate equivalent to the sum of 2.85% and the three-month US$ London Interbank Offered Rate that corresponds to the relevant interest period.
   Each interest period for the reckoning of accrued payable interest on every availment spans three months, with the first interest period commencing on the date of the first availment under the OLSA. Accrued interest is payable on the last day of each interest period.

The first availment under the OLSA amounting to US$8.4 million was made on June 11, 2014, and will accrue interest at a rate of 3.08% per annum.

The second availment under the OLSA amounting to US$5.45 million was made on March 23, 2015 and will accrue interest at a rate of 3.11% per annum. Each availment under the OLSA will mature three years from the date of availment. Availments under the OLSA are secured by a chattel mortgage covering the movable equipment purchased using the proceeds thereof. In March 2018, the company fully paid the loan.

The interest expense recognized on the OLSA amounted to ₱247 in 2018 (see Note 26).

Presented below is the summary of interest expense recognized on long-term debts (see Note 26):

	2020	2019	2018
BDO	**₱900,760**	₱872,989	₱778,339
Shareholders Loan:			
SMIC	**364,311**	388,019	329,102
APHC	**32,400**	34,584	30,503
Alakor	**7,986**	8,517	7,519
BDO Leasing	**22,991**	36,488	51,555
LBP Leasing	–	1,705	2,146
Bilateral Loan Agreements:			
UOB	–	–	37,200
Security Bank	–	–	32,737
Maybank	–	–	31,085
RCBC	–	–	25,366
SCB	–	–	247
Balances at end of year	**₱1,328,448**	₱1,342,302	₱1,325,799

Presented below is the summary of accrued interest on long-term debts (see Note 14):

	2020	2019
BDO	**₱31,665**	₱249,680
Shareholders' Loan:		
SMIC	**8,368**	9,617
APHC	**678**	857
Alakor	**167**	211
BDO Leasing	–	–
LBP Leasing	–	–
Bilateral Loan Agreements:		
UOB	–	–
Security Bank	–	–
Maybank	–	–
RCBC	–	–
SCB	–	–
Balances at end of year	**₱40,878**	₱260,365

17. **Liability for Mine Rehabilitation**

Movements in the liability for mine rehabilitation are as follows:

	2020	2019	2018
Balances at beginning of year	**₱68,334**	₱77,732	₱55,849
Accretion of interest (Note 26)	**787**	558	2,490
Change in accounting estimate (Note 9)	**8,617**	(7,068)	16,434
Cumulative translation adjustment	**(3,551)**	(2,888)	2,959
Balances at end of year	**₱74,187**	₱68,334	₱77,732

Liability for mine rehabilitation cost represents the present value of future rehabilitation and other related costs. This provision was recognized based on the Group's internal estimates. Assumptions, based on the current economic environment, have been made which management believes are a reasonable basis upon which to estimate the future liability. These estimates are reviewed regularly to take into account any material changes to the assumptions. However, actual costs will ultimately depend upon future market prices for the necessary works required which will reflect market conditions at the relevant time. Furthermore, the timing of the rehabilitation and expenditure of other costs is likely to depend on when the mine ceases to produce at economically viable rates, and the timing that the event for which the other provisions provided for will occur.

CCC
In 2020, the estimated future cash flows of CCC's Final Mine Rehabilitation and Decommissioning Plan were updated to reflect forecasted changes in inflation and risk-free rates. As at December 31, 2020 and 2019, the increase in the liability for mine rehabilitation amounted to ₱8,617 and ₱7,068, respectively. Discount rates used by the Group in determining the present value of the future rehabilitation costs is 2.55% and 4.26% as at December 31, 2020 and 2019, respectively.

18. **Equity**

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

	2020		2019	
	No. of Shares	**Amount**	No. of Shares	Amount
Authorized - (₱1 par value)	**8,890,000,000**	**₱8,890,000**	8,890,000,000	₱8,890,000
Issued	**2,087,032,774**	**2,087,033**	2,087,032,774	2,087,033
Subscribed	**1,472,500,000**	**1,472,500**	1,472,500,000	1,472,500
Total shares issued and subscribed	**3,559,532,774**	**₱3,559,533**	3,559,532,774	₱3,559,533

Increase in Authorized Capital Stock and Stock Subscriptions
In 2017, the Parent Company's BOD and shareholders approved the increase in authorized capital stock (ACS) of the Parent Company from ₱3,000,000 to ₱8,890,000, divided into 8,890,000,000 common shares with a par value of ₱1 per share, thereby amending its articles of incorporation. In addition, the Parent Company secured from the minority shareholders a waiver of the requirement to the conduct of public or rights offering of the shares subscribed out of the increase in the authorized capital stock. A majority vote representing the outstanding shares held by minority shareholders present or represented by proxies granted the said waiver.

Pursuant to the increase in authorized capital stock, the Parent Company entered into Stock Subscription Agreements, with subscription price of ₱4.3842 per share, with the following shareholders:

Subscriber	No. of shares subscribed	Total subscription price	Par value amount	Additional paid-in capital	Subscription receivable
SMIC	598,049,708	₱2,621,970	₱598,050	₱2,016,098	₱1,966,477
APHC	845,000,292	3,704,650	845,000	2,848,597	2,778,488
Alakor	29,450,000	129,115	29,450	99,279	96,836
	1,472,500,000	₱6,455,735	₱1,472,500	₱4,963,974	₱4,841,801

The subscription price of ₱4.3842 per share is based on the 90-day volume weighted average price (VWAP) preceding the pricing date, November 16, 2016. In 2017, a portion of the subscriptions were paid in cash amounting to ₱1,613,934.

Transaction costs on the issuance of shares amounting to ₱19,261, were accounted for as a deduction from additional paid-in capital, which include registration and regulatory fees and stamp duties.

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

On November 17, 2017, the Philippine Securities Exchange Commission (SEC) approved the Parent Company's application to increase its ACS and amendment of its articles of incorporation.

The increase in the ACS was undertaken for the Company to have sufficient unissued shares of stock to issue the Warrants and the Underlying Common Shares, as a result of the exercise of the warrants as briefly described below, and provide the Company flexibility to raise fresh funds.

With available and sufficient unissued capital stock, the Company will have the capability for any future capital initiative.

As at December 31, 2020 and 2019, the Parent Company is compliant with the minimum public float as required by the PSE.

2016
Reduction in Par Value and Decrease in Authorized Capital Stock
In 2016, the Parent Company's BOD and shareholders approved the change in the par value of common shares from ₱8 per share, with ACS of ₱24,000,000 divided into 3,000,000,000 common shares, to ₱1 per share, with ACS of ₱3,000,000 divided into 3,000,000,000 common shares.

The lower par value of ₱1 per share would allow the Parent Company to raise fresh funds through primary shares issuance, if needed. The decrease in ACS and par value reduction resulted in additional paid-in capital of ₱14,609,229. The SEC approved the reduction in par value and capital stock on June 29, 2016.

b. Warrants Issue

On February 21, 2017, the shareholders approved the issuance of approximately 5.6 billion Warrants and the corresponding 5.6 billion underlying common shares for the refinancing of the US$300.00 million bonds of CCC as well as the Parent Company's shareholders' advances to a subordinated loan with warrants.

The Warrants shall be issued by the Parent Company to its major shareholders or their assigns, among others. As at December 31, 2020, no warrants were issued by the Parent Company.

The following are the salient features, terms and conditions, and other relevant information of the Warrants Issue:

- The number of warrants to be issued to the Parent Company's major shareholders is approximately 5.6 billion, subject to the exchange rate on the date all regulatory approvals are secured and full compliance with all legal laws, rules and regulations for the issuance of warrants.

- Entitlement ratio is one common stock to one warrant; thus the corresponding number of underlying securities is approximately 5.6 billion common shares. Exercise period of the warrants shall be from and including the date of issue of the warrants up to 5:00 p.m. on the day immediately preceding the date of the 7th anniversary of the date of issue of the warrants. Expiry date is the7th anniversary of the date of the issue of the warrants.

- The basis of determining the exercise price of ₱4.3842 is the 90-day VWAP preceding the pricing date, November 16, 2016.

- Timetable for the issuance of the warrants will be upon obtaining the following: (i) shareholders' approval to the increase in the ACS and amendment to Article VII of the Parent Company's articles of incorporation (AOI); (ii) SEC approval of the increase in ACS and amendment to AOI, and (iii) other regulatory approvals and compliance with all legal requirements.

- The warrants constitute direct, unsecured and unsubordinated obligations of the Parent Company, and will at all times rank *pari passu* without preference among themselves and with all other outstanding unsecured and unsubordinated obligations of the Parent Company, past and future.

- Exercise of the warrants is subject to all applicable laws, regulations and practices in force on the relevant Exercise Date.

- Warrants are exercisable on any business day during the exercise period.

- The Parent Company may, but is not obligated, at any time to purchase the warrants at any price.

- The Parent Company may modify the terms and conditions without the consent of the warrant holders which the Parent Company may deem necessary or desirable provided the modification is not materially prejudicial to the interests of the warrant holders.

- If any event occurs which would reasonably be expected to have an effect on the exercise price, upon written opinion of an independent investment bank, adjustments shall be made as appropriate on account of such event.

Below is the Parent Company's track record of registration of securities under the Philippine SEC:

Date of Registration (SEC Approval)	Description	Authorized Shares	Number of shares issued	Par value per share	Total amount (in 000's)
December 31, 2009	Common shares	12,000,000,000	1,048,931,882	₱10.00	₱10,489,319
October 8, 2010	Increase in number of common shares	14,200,000,000	1,059,931,882	10.00	10,599,319
September 5, 2011	Increase in number of common shares	20,000,000,000	1,336,614,382	10.00	13,366,144
November 8, 2011	Increase in number of common shares	30,000,000,000	1,336,614,382	10.00	13,366,144
January 23, 2013	Decrease in number of common shares and reduction in par value	24,000,000,000	2,074,366,980	8.00	16,594,936
June 29, 2016	Reduction in par value consequently decreasing the number of common shares	3,000,000,000	2,087,032,774	1.00	2,087,033
November 17, 2017	Increase in number of common shares	8,890,000,000	3,359,532,774	1.00	3,359,533
As at December 31, 2020		8,890,000,000	3,359,532,774	₱1.00	₱3,359,533

c. Additional Paid-In Capital

Convertible Loans

Additional paid-in capital amounting to ₱48,847 was recognized as a result of the equity conversion option from the ₱1.8 billion convertible loans availed by the Parent Company from SMIC, Alakor and APHC.

Additional paid-in capital amounted to ₱19,650,936 as at December 31, 2020 and 2019.

Retained Earnings

The details and movements of the Group's retained earnings are as follows:

	2020	2019
Beginning balances	**₱13,712,921**	₱14,278,107
Net income (loss)	**117,693**	(565,186)
Ending balances	**₱13,830,614**	₱13,712,921

Dividend Declaration

There were no dividends declared and paid in 2020 and 2019.

d. Number of Shareholders

As at December 31, 2020 and 2019, the Parent Company has 20,722 and 20,728 shareholders, respectively.

19. **Comprehensive Stock Option Plan**

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

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

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

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

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

Qualified employees who were previously granted stock option awards did not exercise subscription rights in the past four years: 2020, 2019, 2018 and 2017.

20. **Revenues from Contracts with Customers**

Revenue from contracts with customers is disaggregated into the following:

	2020	2019	2018
Type of goods			
Copper concentrate containing:			
Copper	**₱14,420,431**	₱14,580,608	₱12,572,825
Gold	**3,884,677**	2,547,096	1,635,403
Silver	**11,049**	883	1,665
Smelting and related charges	**(806,957)**	(965,642)	(913,980)
Total revenues from contracts with customers	**₱17,509,200**	₱16,162,945	₱13,295,913

All revenue from copper concentrate is recognized at a point in time when control transfers.

21. Mining and Milling Costs

Mining and milling costs consists of:

	2020	2019	2018
Depreciation and depletion (Note 9)	**₱4,376,898**	₱3,536,656	₱3,318,278
Materials and supplies (Note 7)	**3,369,345**	4,157,433	3,854,057
Communication, electricity and water	**2,061,657**	2,453,950	2,513,234
Personnel costs (Note 22)	**645,563**	689,966	651,920
Contracted services	**570,840**	594,837	583,420
Other costs	**237,834**	588,185	148,045
	₱11,262,137	₱12,021,027	₱11,068,954

Other costs consist of freight expenses, customs duties, insurance costs of vehicles used in the mine operations and other expenses, which are individually insignificant in amount.

Mine Products Taxes
Excise taxes amounting to ₱685,120, ₱653,678 and ₱542,223 in 2020, 2019 and 2018, respectively, pertain to the taxes paid and accrued by the Group related to the production of copper concentrate.

22. General and Administrative Expenses

	2020	2019	2018
Personnel costs	**₱421,172**	₱385,113	₱402,645
Rentals	**296,898**	283,910	253,239
Provision for inventory obsolescence (Note 7)	**176,766**	7	33,504
Taxes and licenses	**169,259**	233,161	166,584
Professional fees	**89,324**	75,472	43,911
Depreciation, amortization and depletion (Note 9)	**54,958**	60,596	58,115
Community assistance	**54,346**	50,735	104,988
Provision for expected credit losses (Note 5)	**41,683**	–	–
Insurance	**27,874**	26,389	24,203
Communication, light and water	**18,620**	24,254	22,915
Materials and supplies (Note 7)	**14,482**	21,623	12,260
Transportation and travel	**9,572**	16,822	5,632
Entertainment, amusement and recreation	**8,702**	7,361	8,487
Bond premium expense		–	–
Repairs and maintenance	**764**	1,037	1,357
Others	**12,514**	51,040	151,997
	₱1,396,934	₱1,237,520	₱1,289,837

Rentals pertain to land, office and equipment rentals not directly related to the mining operations.

Others consist primarily of insurance fees, diesel fuel costs, costs of general consumption items, medical expenses, drilling expenses, and cost of training and seminars, not directly related to operations of the Group.

Personnel costs recognized in mining and milling costs, and general and administrative expenses consist of the following:

	2020	2019	2018
Salaries and wages	**₱919,553**	₱939,870	₱906,483
Retirement benefits cost (Note 24)	**45,626**	34,525	47,338
Other employee benefits	**101,556**	100,684	100,192
	₱1,066,735	₱1,075,079	₱1,054,013

	2020	2019	2018
Mining and milling costs (Note 21)	**₱645,563**	₱689,966	₱651,920
General and administrative expenses (Note 22)	**421,172**	385,113	402,645
	₱1,066,735	₱1,075,079	₱1,054,565

23. Related Party Disclosures

Enterprises and individuals that directly, or indirectly through one or more intermediaries, control or are controlled by, or are under common control with the Company, including holding companies, subsidiaries and fellow subsidiaries, are related parties of the Company. Associates and individuals owning, directly or indirectly, an interest in the voting power of the Company that gives them significant influence over the enterprise, key management personnel, including directors and officers of the Company and close members of the family of these individuals, and companies associated with these individuals also constitute related parties. In considering each possible related entity relationship, attention is directed to the substance of the relationship and not merely the legal form.

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

All intercompany transactions are eliminated at the consolidated level. Items eliminated are separately disclosed in a schedule in accordance with Philippine SEC requirements under SRC Rule 68, as Amended (2011).

The consolidated statements of financial position include the following amounts resulting from the various transactions with related parties, which are expected to be settled in cash as at December 31:

	2020			
	Amount/ Volume	**Outstanding Balance**	**Terms**	**Conditions**
Associates				
Receivables (Note 5)				
BNC	**(₱50,297)**	**₱–**	On demand; non-interest bearing	Unsecured, no guarantee
URHI	**–**	**3,006**	On demand; non-interest bearing	Unsecured, no guarantee
UNC	**(1,126)**	**14,824**	On demand; non-interest bearing	Unsecured, no guarantee
Entities with significant influence over the Group				
Receivables (Note 5)				
Alakor	**(8)**	**–**	On demand; non-interest bearing	Unsecured, no guarantee
	(₱51,431)	**₱17,830**		
Entities with significant influence over the Group				
Loans (Note 16)				
SMIC	**₱1,053,222**	**₱5,204,104**	Interest-bearing; 5.37%; repriceable at the option of the lender at prevailing market rates	Unsecured, no guarantee
APHC	**93,870**	**463,843**	Interest-bearing; 5.37%; repriceable at the option of the lender at prevailing market rates	Unsecured, no guarantee
Alakor	**23,140**	**114,340**	Interest-bearing; 5.37%; repriceable at the option of the lender at prevailing market rates	Unsecured, no guarantee
	₱1,170,232	**₱5,782,287**		

	2019			
	Amount/ Volume	Outstanding Balance	Terms	Conditions
Associates				
Receivables (Note 5)				
BNC	₱29,558	₱50,297	On demand; non-interest bearing	Unsecured, no guarantee
URHI	–	3,006	On demand; non-interest bearing	Unsecured, no guarantee
UNC	613	15,950	On demand; non-interest bearing	Unsecured, no guarantee
Entities with significant influence over the Group				
Receivables (Note 5)				
Alakor	(3,016)	8	On demand; non-interest bearing	Unsecured, no guarantee
	₱27,155	₱69,261		

Entities with significant influence over the Group				
Loans (Note 16)				
SMIC	₱705,527	₱6,257,326	Interest-bearing; 6%; repriceable at the option of the lender at prevailing market rates	Unsecured, no guarantee
APHC	62,883	557,713	Interest-bearing; 6%; repriceable at the option of the lender at prevailing market rates	Unsecured, no guarantee
Alakor	15,501	137,480	Interest-bearing; 6%; repriceable at the option of the lender at prevailing market rates	Unsecured, no guarantee
	₱783,911	₱6,952,519		

a. Compensation of key management personnel

The Group considers all senior officers as key management personnel.

	2020	2019	2018
Short-term benefits	**₱64,666**	₱69,844	₱76,289
Retirement benefits	**558**	6,985	3,754
	₱65,224	₱76,829	₱80,043

24. Retirement Benefits Liability

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

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

Summary of retirement benefits liability and retirement benefits cost as at December 31, 2020, 2019 and 2018:

	2020		2019		2018	
	Retirement benefits liability	**Retirement benefits costs**	Retirement benefits liability	Retirement benefits costs	Retirement benefits liability	Retirement benefits costs
Parent Company	**₱10,209**	**₱1,479**	₱7,385	₱1,537	₱8,940	₱1,907
CCC	**544,081**	**65,244**	474,845	51,024	299,366	60,462
	₱554,290	**₱66,723**	₱482,230	₱52,561	₱308,306	₱62,369

The movements in remeasurement gain on retirement benefits liability, net of tax, of the Parent Company and CCC are as follows:

	2020	2019
Balances at beginning of year	**₱94,069**	₱204,741
Actuarial gains (losses):		
Financial assumptions	**(48,637)**	(102,531)
Experience adjustments	**8,006**	(7,879)
Demographic assumptions	**–**	(262)
	(40,631)	(110,672)
Remeasurement gain on retirement benefits liability - net of tax	**₱53,438**	₱94,069

Parent Company Retirement Benefits Liability
The details of retirement benefits cost follow:

	2020	2019	2018
Current service cost (Note 22)	**₱1,117**	₱1,073	₱1,473
Interest cost (Note 26)	**362**	464	434
	₱1,479	₱1,537	₱1,907

The movements in the present value of the retirement benefits liability are as follows:

	2020	2019	2018
Balances at beginning of year	**₱7,385**	₱8,940	₱9,869
Current service cost (Note 22)	**1,117**	1,073	1,473
Interest cost (Note 26)	**362**	464	434
Actuarial losses (gains):			
Financial assumptions	**1,165**	1,688	(763)
Experience adjustments	**180**	(501)	(963)
Demographic assumptions	**–**	375	(1,110)
Benefits paid	**–**	(4,654)	–
Balances at end of year	**₱10,209**	₱7,385	₱8,940

The Parent Company does not have any plan assets.

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

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

	2020	2019	2018
Discount rate	**3.78%**	4.90%	7.33%
Expected rate of salary increase	**5.00%**	5.00%	5.00%
Turnover rate	**17% at age 18 decreasing to 0% at age 60**	17% at age 18 decreasing to 0% at age 60	**22% at age 18 decreasing to 0% at age 60**

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

	Increase (decrease)	2020	2019
Discount rates	+1%	(₱1,048)	(₱768)
	-1%	1,221	895
Salary increase rate	+1%	₱1,250	₱924

The Parent Company does not expect to contribute to the defined retirement benefits plan in 2020. The Parent Company does not have a trustee bank, and does not currently employ any asset-liability matching.

Shown below is the maturity analysis of the undiscounted benefit payments as at December 31, 2020 and 2019:

	2020	2019
Less than one year	**₱–**	₱–
More than five years to 10 years	**10,331**	10,511
More than 10 years to 15 years	**1,699**	1,716
More than 15 years to 20 years	**28,648**	23,745
More than 20 years	**4,663**	6,863
	₱45,341	₱42,835

The average duration of the defined retirement benefits liability as at December 31, 2020 and 2019 is 15.23 years and 15.95 years, respectively.

<u>CCC Retirement Benefits Liability</u>
The details of retirement benefits costs follow:

	2020	2019	2018
Current service cost (Note 22)	**₱44,509**	₱33,452	₱45,865
Interest cost (Note 26)	**20,735**	17,572	14,597
	₱65,244	₱51,024	₱60,462

The movements in present value of the retirement benefits liability are as follows:

	2020	2019	2018
Balances at beginning of year	**₱474,845**	₱299,367	₱306,621
Current service cost (Note 22)	**44,509**	33,452	45,865
Interest cost (Note 26)	**20,735**	17,572	14,597
Actuarial losses (gains):			
Experience adjustments	**(11,242)**	11,495	5,819
Demographic assumptions	**–**	–	(7,568)
Financial assumptions	**66,112**	141,558	(49,735)
Benefits paid	**(25,261)**	(13,525)	(18,702)
Cumulative translation adjustment	**(25,617)**	(15,074)	2,470
Balances at end of year	**₱544,081**	₱474,845	₱299,367

CCC does not have any plan assets.

The retirement benefits cost, as well as the present value of the retirement benefits liability is determined using actuarial valuations. The actuarial valuation involves making various assumptions. The principal assumptions used in determining retirement benefits costs and retirement benefits liability for CCC's defined retirement benefits plan are shown below:

	2020	2019	2018
Discount rate	**3.96%**	5.01%	7.38%
Expected rate of salary increase	**6.00%**	6.00%	5.00%
Turnover rate	**9% at age 18 decreasing to 0% at age 65**	9% at age 18 decreasing to **0% at age 65**	9% at age 18 decreasing to 0% at age 65

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

	Increase (decrease)	2020	2019
Discount rates	+1%	(₱65,571)	(₱50,557)
	-1%	79,746	61,136
Salaries increased rates	+1%	₱79,875	₱62,004

CCC does not expect to contribute to the defined retirement benefits plan in 2020. CCC does not have a trustee bank, and does not currently employ any asset-liability matching.

Shown below is the maturity analysis of the undiscounted benefit payments as at December 31, 2020 and 2019:

	2020	2019
Less than one year	**₱14,578**	₱10,230
More than one year to five years	**84,063**	88,224
More than five years to 10 years	**238,566**	225,310
More than 10 years to 15 years	**356,658**	338,039
More than 15 years to 20 years	**519,487**	499,216
More than 20 years	**1,673,376**	1,645,950
	₱2,886,728	₱2,806,969

The average duration of the defined retirement benefits liability as at December 31, 2020 and 2019 is 21.15 years and 21.19 years, respectively.

The defined retirement benefits plan typically exposes the Group to a number of risks such as interest rate risk and salary risk. The most significant of which relate to interest rate risk. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of government bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating the terms of the related retirement liability. An increase in government bond yields will decrease the defined benefit obligation. Hence, the present value of defined benefit obligation is directly affected by the discount rate to be applied by the Group.

25. **Income Taxes**

The components of the provision for (benefit from) income tax are as follow:

	2020	2019	2018
Current	**₱134,439**	₱109,302	₱117,428
Deferred	**861,237**	606,481	(362,555)
	₱995,676	₱715,783	(₱245,127)

The provision for current income tax pertains to the excess MCIT over RCIT in 2020, 2019 and 2018.

Parent Company, AEI, AHI and AI

The Parent Company, AEI, AHI and AI has the following carry-forward benefits of NOLCO and MCIT, and deductible temporary differences in 2020 and 2019, for which no deferred tax assets were recognized as it is not probable that sufficient future taxable profits will be available against which the benefits can be utilized:

	2020	2019
Allowance for impairment losses on:		
Provision for inventory obsolescence	**₱316,239**	₱316,239
Unrealized foreign exchange losses	**273,835**	273,835
Carry-forward benefits of:		
NOLCO	**102,856**	263,671
MCIT	**191**	406
Provision for expected credit loss	**37,246**	29,359
Retirement benefits liability	**8,864**	5,823
Allowance for impairment losses on quoted equity instrument	**2,867**	2,867
Allowance for impairment of input VAT	**41**	–
	₱742,139	₱892,200

The components of deferred tax liabilities of the Parent Company as at December 31, 2020 and 2019 are as follows:

	2020	2019
Recognized directly in profit or loss		
Deferred tax liability:		
Mining rights	**₱2,277,256**	₱2,337,672
Unrealized foreign exchange gains	**2,860**	837,072
Effect of PFRS 16	**116**	5
	2,280,232	3,174,749
Recognized in other comprehensive income		
Revaluation increment on land	**128,087**	128,087
Remeasurement gain on retirement benefits liability	**5,482**	201,501
	133,569	329,588
Deferred tax liabilities	**₱2,413,801**	₱3,504,337

CCC

The components of deferred tax assets of CCC as at December 31, 2020 and 2019:

	2020	2019
Recognized directly in profit or loss		
Deferred tax assets:		
Unrealized foreign exchange losses	**₱532,810**	₱283,695
Excess of MCIT over RCIT	**358,950**	295,122
NOLCO	**161,570**	938,695
Provision for impairment losses:		
Property, plant and equipment	**146,929**	–
Input VAT	**104,295**	63,192
Inventory obsolescence	**96,691**	58,240
Expected credit loss	**10,154**	1,017
Retirement benefits liability	**92,361**	119,066
Unrealized loss on hedging transactions	**66,114**	–
Liability for mine rehabilitation	**22,256**	20,500
Debt issue costs	–	39,427
	1,592,130	1,818,954
Deferred tax liabilities:		
Unrealized foreign exchange gains	**945,071**	831,210
	647,059	987,744
Recognized in other comprehensive income		
Remeasurement loss on retirement benefits liability	**62,926**	118,713
Cumulative translation adjustments	**122,159**	1,724,018
	185,085	1,842,731
Deferred tax assets	**₱832,144**	₱2,830,475

On September 30, 2020, the BIR issued Revenue Regulations No. 25-2020 implementing Section 4(bbbb) of "Bayanihan to Recover As One Act" which states that the NOLCO incurred for taxable years 2020 and 2021 can be carried over and claimed as a deduction from gross income for the next five consecutive taxable years immediately following the year of such loss. Ordinarily, NOLCO can be carried over as deduction from gross income for the next three consecutive years only.

As of December 31, 2020, the Group has incurred NOLCO before taxable year 2020 which can be claimed as deduction from the regular taxable income for the next three consecutive taxable years, as follows:

Year Incurred	Availment Period	Amount	NOLCO Applied Previous Year	NOLCO Expired	NOLCO Applied Current Year	NOLCO Unapplied
2019	2020-2022	₱53,482	₱–	₱–	₱–	₱53,482
2018	2019-2021	1,164,878	–	–	577,212	587,666
2017	2018-2020	2,600,572	426,277	161,090	2,013,205	–
		₱3,818,932	₱426,277	₱161,090	₱2,590,417	₱641,148

As of December 31, 2020, the Group has incurred NOLCO in taxable year 2020 which can be claimed as deduction from the regular taxable income for the next five consecutive taxable years pursuant to the Bayanihan to Recover As One Act., as follows:

Year Incurred	Availment Period	Amount	NOLCO Applied Previous Year	NOLCO Expired	NOLCO Applied Current Year	NOLCO Unapplied
2020	2021-2025	₱275	₱–	₱–	₱–	₱275

As at December 31, 2020, the Group's MCIT that can be claimed as deduction against future taxable liabilities are as follows:

Year incurred	Available until	MCIT
2020	2023	₱133,378
2019	2022	109,114
2018	2021	116,650
		₱359,142

Movements in MCIT are as follows:

	2020	2019
MCIT:		
Beginning of year	**₱296,257**	₱239,090
Additions	**133,378**	109,114
Expirations	**(70,493)**	(51,947)
End of year	**₱359,142**	₱296,257

b. A reconciliation of the benefit from income tax computed at the statutory income tax rate with the benefit from income tax is presented as follows:

	2020	2019	2018
Provision for (benefit from) income tax at statutory income tax rates	**₱776,681**	₱45,179	(₱589,437)

(Forward)

	2020	2019	2018
Additions to (reductions in) income tax resulting from:			
Application NOLCO	**₱777,308**	₱405,679	₱–
Nondeductible expenses	**754,440**	186,636	981,133
Income exempt from income tax	**(719,999)**	(98,444)	(835,802)
Movements on unrecognized deferred tax assets	**(435,494)**	(112,154)	(70,591)
Cumulative translation adjustments	**(299,081)**	103,257	(215,537)
Excess MCIT over RCIT	**133,379**	109,049	(69,482)
Depletion of mining rights	**(69,773)**	(59,746)	(57,075)
Expired MCIT	**69,764**	51,947	37,209
Expired NOLCO	**48,146**	128,553	599,988
Equity in net earnings in an associate	**(33,641)**	(24,070)	(24,425)
Interest income subjected to final tax and others	**(6,054)**	(20,108)	(1,108)
Effect of Adoption of PFRS 16	**–**	5	–
	₱995,676	₱715,783	(₱245,127)

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

Board of Investments (BOI) of CCC
CCC benefits from the automatic VAT zero-rating of its purchase of goods and services from domestic suppliers on account of the certification by the BOI that 100% of its sales are export sales.

26. **Interest Income and Finance Charges**

Sources of interest income are as follows:

	2020	2019	2018
Cash in banks (Note 4)	**₱1,286**	₱1,972	₱2,810
Short-term investments (Note 4)	**14,566**	62,129	38,100
Other noncurrent assets (Note 13)	**2,133**	4,481	120
Investment in pooled funds – SMIC (Note 8)	**2,023**	244	–
	₱20,008	₱68,826	₱41,030

Finance charges consists of:

	2020	2019	2018
Interest expense on loans and long-term debt and other interest-bearing liabilities (Note 16)	**₱1,543,366**	₱1,648,520	₱1,586,985
Amortization of debt issue cost (Note 16)	**306,643**	596,566	738,280
Interest cost on retirement benefits liability (Note 24)	**21,097**	18,036	15,031
Interest on trust receipts (Note 14)	–	1,910	3,084
Accretion of interest on liability for mine rehabilitation cost (Note 17)	**787**	558	2,490
Lease liability (Note 15)	**156**	323	–
	₱1,872,049	₱2,265,913	₱2,345,870

In 2020, the Group capitalized borrowing costs amounting to ₱45,627 and ₱103,839 as part of construction-in-progress in 2020 and 2019, respectively.

27. Others – Net

The Others – net account under costs and expenses section of the statement of comprehensive income consisted of:

	2020	2019	2018
Impairment losses on property, plant and equipment (Note 9)	**₱538,151**	₱–	₱–
Gain on loan restructuring – net (Note 16)	**(362,129)**	–	–
Impairment losses on input VAT (Note 13)	**160,341**	–	–
Loss on retirement of property and equipment (Note 9)	**691**	1,019	96,238
Unrealized fair value gain on investment in pooled funds (Note 8)	**(395)**	(1,241)	–
Miscellaneous	**45,223**	70,807	79,530
	₱381,882	₱70,585	₱175,768

Miscellaneous includes bank charges, staff club charges, hospital charges and income from usage of the Group's facilities.

28. Segment Information

The primary segment reporting format is determined to be the business segments since the Group is organized and managed separately according to the nature of the products and services provided, with each segment representing a strategic business unit. The mining segment is engaged in exploration and mining operations. Meanwhile, the non-mining segment is engaged in bulk water supply or acts as holding company.

The Group's operating business segments remain to be neither organized nor managed by geographical segment.

2020:	**Mining**	**Non-Mining**	**Total**	**Eliminations**	**Consolidated**
Segment revenue					
From external customers	**₱17,509,200**	**₱–**	**₱17,509,200**	**₱–**	**₱17,509,200**
Cost of sales	**₱11,262,137**	**₱–**	**₱11,262,137**	**₱–**	**₱11,262,137**
General and administrative expenses	**1,331,333**	**65,601**	**1,396,934**	**–**	**1,396,934**
Mine tax/royalties/business tax	**685,120**	**–**	**685,120**	**–**	**685,120**
Depletion of mining rights	**–**	**–**	**–**	**232,577**	**232,577**
Operating income (loss)	**4,230,610**	**(65,601)**	**4,165,009**	**(232,577)**	**3,932,432**
Depreciation, amortization and depletion	**4,429,106**	**2,750**	**4,431,856**	**232,577**	**4,664,433**
Other income (charges)	**209,919**	**–**	**209,919**	**112,135**	**322,054**
Earnings before interest, income taxes, and depreciation and amortization (EBITDA)	**₱8,869,635**	**(₱62,851)**	**₱8,806,784**	**₱112,135**	**₱8,918,919**
Segment results					
Income before income tax	**₱1,312,231**	**₱22,378**	**₱1,334,609**	**(₱221,240)**	**₱1,113,369**
Benefit from (provisions for) income tax	**(1,068,349)**	**2,900**	**(1,065,449)**	**69,773**	**(995,676)**
Net income	**₱243,882**	**₱25,278**	**₱269,160**	**(₱151,467)**	**₱117,693**
Assets					
Total assets	**₱47,439,178**	**₱19,599,169**	**₱67,038,347**	**₱348,050**	**₱67,386,397**
Investments	**–**	**25,801,934**	**25,801,934**	**(25,564,410)**	**237,524**
Goodwill	**–**	**–**	**–**	**19,026,119**	**19,026,119**
Mining rights	**–**	**–**	**–**	**7,558,229**	**7,558,229**
Liabilities					
Total liabilities	**₱31,309,952**	**₱177,139**	**₱31,487,091**	**₱2,276,078**	**₱33,763,169**
Other segment information					
Depreciation, amortization and depletion	**4,429,106**	**2,750**	**4,431,856**	**232,577**	**4,664,433**
Finance charges	**1,871,531**	**518**	**1,872,049**	**–**	**1,872,049**

2019:	Mining	Non-Mining	Total	Eliminations	Consolidated
Segment revenue					
From external customers	₱16,162,945	₱–	₱16,162,945	₱–	₱16,162,945
Cost of sales	₱12,021,027	₱–	₱12,021,027	₱–	₱12,021,027
General and administrative expenses	1,173,633	63,887	1,237,520	–	1,237,520
Mine tax/royalties/business tax	653,678	–	653,678	–	653,678
Depletion of mining rights	–	–	–	199,152	199,152
Operating income (loss)	2,314,607	(63,887)	2,250,720	(199,152)	2,051,568
Depreciation, amortization and depletion	3,780,716	3,161	3,783,877	199,152	3,983,029
Other income (charges)	–	–	–	80,232	80,232
EBITDA	₱6,095,323	(₱60,726)	₱6,034,597	₱80,232	₱6,114,829
Segment results					
Income before income tax	₱326,645	₱18,598	₱345,243	(₱194,646)	₱150,597
Provisions for income tax	(774,037)	(1,492)	(775,529)	59,746	(715,783)
Net income (loss)	(₱447,392)	₱17,106	(₱430,286)	(₱134,900)	(₱565,186)
Assets					
Total assets	₱54,527,687	₱19,572,827	₱74,100,514	₱1,516,818	₱75,617,332
Investments	–	25,801,934	25,801,934	(25,575,745)	226,189
Goodwill	–	–	–	19,026,119	19,026,119
Mining rights	–	–	–	7,790,806	7,790,806
Liabilities					
Total liabilities	₱37,723,817	₱175,135	₱37,898,952	₱3,363,218	₱41,262,170
Other segment information					
Depreciation, amortization and depletion	3,780,716	3,161	3,783,877	199,152	3,983,029
Finance charges	2,265,126	787	2,265,913	–	2,265,913

2018:	Mining	Non-Mining	Total	Eliminations	Consolidated
Segment revenue					
From external customers	₱13,295,913	₱–	₱13,295,913	₱–	₱13,295,913
Cost of sales	₱11,068,954	₱–	₱11,068,954	₱–	₱11,068,954
General and administrative expenses	1,232,096	63,108	1,295,204	(5,365)	1,289,837
Mine tax/royalties/business tax	542,223	–	542,223	–	542,223
Depletion of mining rights	–	–	–	191,685	191,685
Operating income (loss)	452,640	(63,108)	389,532	(186,320)	203,214
Depreciation, amortization and depletion	3,375,650	1,490	3,377,140	191,685	3,568,825
Other income (charges)	–	–	–	81,417	81,417
EBITDA	₱3,828,290	(₱61,618)	₱3,766,672	₱86,782	₱3,853,456
Segment results					
Loss before income tax	(₱1,805,900)	(₱3,587)	(₱1,809,487)	(₱155,302)	(₱1,964,789)
Benefits from (provisions for) income tax	189,386	(1,764)	187,622	57,505	245,127
Net loss	(₱1,616,514)	(₱5,351)	(₱1,621,865)	(₱97,797)	(₱1,719,662)
Assets					
Total assets	₱58,575,273	₱19,566,241	₱78,141,513	₱1,635,461	₱79,776,974
Investments	–	25,801,934	25,801,934	(25,580,252)	221,682
Goodwill	–	–	–	19,026,119	19,026,119
Mining rights	–	–	–	7,989,958	7,989,958
Liabilities					
Total liabilities	₱40,556,472	₱184,561	₱40,741,033	₱3,423,190	₱44,164,223
Other segment information					
Depreciation, amortization and depletion	3,375,650	1,490	3,377,140	191,685	3,568,825
Finance charges	2,345,436	434	2,345,870	–	2,345,870

The following table shows the reconciliation of consolidated earnings before interest, income taxes, and depreciation and amortization to consolidated net income for the years ended December 31, 2020, 2019 and 2018:

	2020	2019	2018
EBITDA	**₱8,918,919**	₱6,114,829	₱3,853,456
Less:			
Depreciation, depletion and amortization (see Notes 9 and 10)	**4,664,433**	3,983,029	3,568,825
Finance charges (see Note 26)	**1,872,049**	2,265,913	2,345,870
Provisions for (benefit from) income tax (see Note 25)	**995,676**	715,783	(245,127)
Others	**1,269,068**	(284,710)	(96,453)
	8,801,226	6,680,015	5,573,118
Net income (loss)	**₱117,693**	(₱565,186)	(₱1,719,662)

Adjustments and Eliminations:
No operating segments have been aggregated to form the above reportable segments.

The president is the chief operating decision maker and monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on revenues, EBITDA and profit or loss, and are measured consistently in the consolidated financial statements. The Group defines EBITDA as revenues from contracts with customers less costs and expenses, excluding financing charges, income tax, depreciation, depletion, and other provisions and charges.

The Group's management reporting and controlling systems use accounting policies that are the same as those described in Note 2 to the consolidated financial statements. Segment assets principally comprise all assets while segment liabilities principally comprise all liabilities.

Adjustments and eliminations are part of the detailed reconciliations presented below.

Reconciliaton of segment income (loss) before tax:

	2020	2019	2018
Total segment net income (loss) before tax	**₱1,334,611**	₱345,242	(₱1,809,486)
Depletion of mining rights (Note 10)	**(232,577)**	(199,152)	(191,685)
Share in net income (loss) of associates (Note 12)	**112,135**	80,233	81,417
Dividend income	**(100,800)**	(75,726)	(50,400)
General and administrative expenses	**–**	–	5,365
Combined segment net income (loss) before tax	**₱1,113,369**	₱150,597	(₱1,964,789)

Reconciliaton of segment assets:

	2020	2019	2018
Total segment assets	**₱67,038,348**	₱74,100,514	₱78,141,513
Receivables	**(55,664)**	(125,352)	(201,167)
Goodwill (Note 10)	**19,026,119**	19,026,119	19,026,119
Property, plant and equipment at cost	**(551,596)**	(551,596)	(551,596)
Mining rights (Note 10)	**7,558,229**	7,790,806	7,989,958
Deferred tax assets	**–**	1,017,467	1,017,468
Quoted equity instrument	**(4,629)**	(4,881)	(5,069)
Investments in shares of stocks	**(25,801,934)**	(25,801,934)	(25,801,934)
Investment in associates (Note 12)	**237,524**	226,189	221,682
Other noncurrent assets	**(60,000)**	(60,000)	(60,000)
Combined segment assets	**₱67,386,397**	₱75,617,332	₱79,776,974

Reconciliaton of segment liabilities:

	2020	2019	2018
Total segment liabilities	**₱38,734,509**	₱45,146,369	₱47,970,095
Accounts payable, contract liabilities and accrued liabilities	**(1,178)**	(1,277)	(1,051)
Payable to related parties	**(7,247,418)**	(7,247,418)	(7,229,063)
Deferred tax liabilities	**2,277,256**	3,364,496	3,424,242
Combined segment liabilities	**₱33,763,169**	₱41,262,170	₱44,164,223

Revenues of the Group, through CCC, are from MRI, TTSA, Mitsui, PASAR and Cliveden Trading, AG, and are covered by Pricing Agreements.

	2020	2019	2018
TTSA	**₱8,543,017**	₱6,894,930	₱920,012
Mitsui	**5,823,119**	929,463	–
IXM SA	**1,609,166**	–	–
Trafigura	**1,089,996**	–	–
MRI	**443,902**	8,338,552	8,919,309
PASAR	**–**	–	3,456,592
	₱17,509,200	₱16,162,945	₱13,295,913

29. **Basic/Diluted Earnings (Loss) Per Share**

Basic earnings (loss) per share is computed as follows:

	2020	2019	2018
Net income (loss)	**₱117,693**	(₱565,186)	(₱1,719,662)
Divided by basic weighted average number of common shares outstanding (in thousands)	**3,557,553**	3,557,553	3,557,553
	₱0.0331	(₱0.1589)	(₱0.4834)

Diluted earnings (loss) per share is computed as follows:

	2020	2019	2018
Net income (loss)	**₱117,693**	(₱565,186)	(₱1,719,662)
Divided by basic weighted average number of common shares outstanding (in thousands)	**3,557,553**	3,557,553	3,557,553
	₱0.0331	(₱0.1589)	(₱0.4834)

Reconciliation of the weighted average number of common shares outstanding (in thousands) used in computing basic and diluted earnings per share as follows:

	2020	2019	2018
Basic weighted average number of common shares outstanding	**3,557,553**	3,557,553	3,557,553
Diluted weighted average number of common shares outstanding	**3,557,553**	3,557,553	3,557,553

There have been no other transactions involving common shares or potential common shares between the reporting date and the date of authotization of these consolidated financial statements.

30. **Financial Risk Management Objectives and Policies**

The Group's main financial instruments are cash, short-term investments, investment in pooled funds, quoted equity instrument, investment in unit investment trust fund and refundable desposits under other noncurrent assets, bank loans, long-term debts and other interest-bearing liabilities, and derivatives. It has various other financial assets and liabilities such as receivables, and accounts payable, contract liabilities and accrued liabilities, which mainly arise from the Group's operations.

The main risks arising from the Group's financial instruments are market risk, credit risk, and liquidity risk. The BOD reviews and adopts relevant policies for managing each of these risks and these are summarized onto the succeeding paragraphs.

Market Risk
Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk, and other price risk, such as equity price risk and commodity risk. The value of a financial instrument may change as a result of changes in foreign currency exchange rates, interest rates, equity prices and other market changes.

Foreign Currency Risk
Foreign currency risk is that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Group has foreign currency risk arising from its cash in banks, short-term investments, receivables, bank loans, accounts payable, contract liabilities and accrued liabilities except, long-term debt and derivatives. To mitigate the risk of incurring foreign exchange losses, foreign currency holdings are matched against the potential need for foreign currency in financing equity investments and new projects. The Group also uses foreign currency forwards to hedge its risk exposures.

As at December 31, 2020 and 2019, foreign currency-denominated assets and liabilities follow:

	2020		2019	
	Original Currency	**Peso Equivalent**	Original Currency	Peso Equivalent
Assets				
Cash in banks	**US$18,562**	**₱891,390**	US$7,232	₱366,197
	JP¥10	**5**	JP¥16	7
	GB£187	**12,213**	GB£183	12,277
Short-term investments	**US$5,549**	**266,481**	US$18,475	935,468
Receivables	**US$42,397**	**2,036,055**	US$55,577	2,814,139
	JP¥5	**2**	–	–
	US$66,508	**₱3,193,926**	US$81,284	₱4,115,804
	GB£187	**₱12,213**	GB£183	₱12,277
	JP¥15	**₱7**	JP¥16	₱7
Liabilities				
Accounts payable, contract liabilities and accrued expenses	**US$24,093**	**₱1,157,032**	US$31,809	₱1,610,661
	JP¥–	–	JP¥48	22
	AU$701	**25,793**	AU$286	10,150
	EU€314	**18,497**	EU€–	–
Long-term debt	**US$405,373**	**19,467,212**	US$447,364	22,652,271
Bank Loans	**US$130,000**	**6,242,990**	US$170,000	8,607,950
	US$559,466	**₱26,867,234**	US$649,173	₱32,870,882
	JP¥–	**₱–**	JP¥48	₱22
	AU$701	**₱25,793**	AU$286	₱10,150
	EU€314	**₱18,497**	EU€–	₱–
Net liabilities in US$	**US$492,958**	**₱23,673,308**	US$567,889	₱28,755,078
Net assets in GB£	**GB£187**	**₱12,213**	GB£183	₱12,277
Net liabilities in AU$	**AU$701**	**₱25,793**	AU$286	₱10,150
Net liabilities in JP¥	**(JP¥15)**	**(₱7)**	JP¥32	₱15
Net liabilities in EU€	**EU€314**	**₱18,497**	EU€–	₱–

As at December 31, 2020 and 2019, foreign exchange closing rates used in converting foreign currency-denominated assets and liabilities are as follows:

	2020	2019
US$	**48.023**	50.635
AU$	**36.397**	35.504
JP¥	**0.463**	0.4659
EU€	**58.690**	56.808
GB£	**64.623**	67.120

Based on the historical movement of the US$, AU$, JP¥, EU€, GB£ and the Philippine Peso, the management believes that the estimated reasonably possible change in the next 12 months would be:

	2020		2019	
	Peso Strengthens	**Peso Weakens**	Peso Strengthens	Peso Weakens
US$	**₱0.41**	**₱0.11**	₱0.39	₱0.61
AU$	**1.33**	**0.82**	0.42	0.20
JP¥	**0.01**	**0.01**	0.01	0.01
EU€	**0.62**	**0.66**	0.51	0.33
GB£	**1.43**	**1.03**	1.13	0.76

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

Year ended December 31, 2020:
- An increase of ₱203,497 in the pre-tax income if peso strengthens by ₱0.41 against the US$.
- A decrease of ₱54,797 in the pre-tax income if peso weakens by ₱0.11 against the US$.

Year ended December 31, 2019:
- An increase of ₱23,550 in the pre-tax income if peso strengthens by ₱0.39 against the US$.
- A decrease of ₱34,769 in the pre-tax income if peso weakens by ₱0.61 against the US$.

Management believes that the foreign currency risk associated with AU$, JP¥, EU€, GB£-denominated accounts will not have a significant effect on consolidated financial statements, and as such, did not present a sensitivity analysis are considered insignificant.

There is no other impact on the Group's equity other than those already affecting the consolidated statement of comprehensive income.

Commodity Price Risk
The Group's copper concentrate revenues are based on international commodity quotations (i.e., primarily on the LME) over which the Group has no significant influence or control.

This exposes the Group's results of operations to commodity price volatilities that may significantly impact its cash inflows. The Group enters into derivative transactions as a means to mitigate the risk of fluctuations in the market prices of its mine products. An analysis is made based on the assumption that copper prices move using the implied volatility based on one year historical LME copper prices, with all other variables held constant.

Shown below is the Group's sensitivity to changes in the copper prices arising from its copper derivatives and trade receivables (subject to provisional pricing) in 2020 and 2019 follows:

December 31, 2020:

Change in Copper Prices	**Effect on Income Before Income Tax**
Increase by 5%	**₱72,216**
Decrease by 5%	**(72,216)**

December 31, 2019:

Change in Copper Prices	Effect on Income Before Income Tax
Increase by 3%	₱497,527
Decrease by 3%	(497,527)

The rate used for the sensitivity analysis of changes in copper prices changed from 3% to 5% to reflect the actual monthly changes in copper prices to represent a more accurate sensitivity analysis on the commodity price risk.

There is no other impact on the Group's equity other than those already affecting the consolidated statement of comprehensive income.

Equity Price Risk
Equity price risk is the risk that the value of a financial instrument will fluctuate because of changes in market prices. The Group is exposed to equity price risk because of its investment in shares of stock of an entity listed in the local stock exchange, and its investment in unit investment trust fund, which are classified as financial asset at fair value through profit or loss. Management believes that the fluctuation in the fair value of financial asset at fair value through profit or loss and investment in pooled funds will not have a significant effect on the consolidated financial statements, and as such, did not present a sensitivity analysis.

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

Cash in banks and short-term investments
Credit risk from balances with banks and financial institutions is managed by the Group in accordance with its policies. Credit risk is mitigated by the short-term and/or liquid nature of its cash investments placed with approved financial institutions of high credit standing. The expected credit loss on the Group's cash in banks and short-term investments is calculated using the general approach.

Trade receivables
Customer credit risk is managed by the Group's policy, procedures, and control relating to customer credit risk management. The Group trades only with recognised creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures, short-term liquidity and financial position. In addition, outstanding trade receivable balances are regularly monitored on an ongoing basis, with the result that the Group's exposure to credit-impaired balances and bad debts is not significant. The Group's trade receivables are not subject to the recognition of expected credit loss since these are measured at fair value through profit or loss.

At December 31, 2020 and 2019, the Group only had five and three customers that accounted for all trade receivables. The maximum exposure to credit risk for trade receivables at the reporting date is also the carrying value (see Note 5). The Group does not hold collateral as security.

Other financial assets
With respect to credit risk arising from the other financial assets of the Group, which comprise investment in pooled funds, quoted equity instrument, and investment in unit investment trust fund and refundable deposits under other noncurrent assets, the Group's exposure to credit risk arises from default of the counterparty, with a maximum exposure equal to the carrying amount of these instruments. The Group limits its counterparty credit risk on these assets by dealing only with financial institutions with high credit ratings. The expected credit loss on the other financial assets of the Group measured at amortized cost is computed using the general approach.

The following table summarizes the gross maximum exposure to credit risk for the components of the consolidated statements of financial position. The maximum exposure shown is gross, before the effect of any allowance for impairment.

	2020	2019
Cash in banks	**₱1,190,654**	₱642,573
Short-term investments	**266,481**	935,468
Receivables		
Trade	**594,127**	1,309,809
Nontrade	**194,970**	148,868
Interest	**38**	1,259
Advances to		
Related parties	**17,830**	69,261
Officers and employees	**8,739**	9,921
Other current asset		
Investment in pooled funds	**143,659**	81,241
Other noncurrent assets		
Investment in unit investment trust fund	**26,972**	27,865
Refundable deposits	**3,113**	3,149
	₱2,446,583	₱3,229,414

Credit Quality Per Class of Financial Assets

The credit quality by class of asset for the Group's financial assets as at December 31, 2020 and 2019 based on credit rating system follows:

December 31, 2020

	Neither Past due nor impaired High Grade	**Past Due But Not Impaired**	**Impaired**	**Total**
Cash in banks	**₱1,190,654**	**₱–**	**₱–**	**₱1,190,654**
Short-term investments	**266,481**	**–**	**–**	**266,481**
Receivables				**–**
Trade	**594,127**	**–**	**–**	**594,127**
Nontrade	**–**	**121,579**	**73,391**	**194,970**
Interest	**38**	**–**	**–**	**38**
Advances to				**–**
Related parties	**–**	**17,830**	**–**	**17,830**
Officers and employees	**–**	**8,739**	**–**	**8,739**
Other current asset				
Investment in pooled funds	**143,659**	**–**	**–**	**143,659**
Other noncurrent assets				
Investment in unit investment trust fund	**26,971**	**–**	**–**	**26,972**
Refundable deposits	**3,113**	**–**	**–**	**3,113**
	₱2,225,043	**₱148,148**	**₱73,391**	**₱2,446,583**

December 31, 2019

	Neither Past due nor impaired High Grade	Past Due But Not Impaired	Impaired	Total
Cash in banks	₱642,573	₱–	₱–	₱642,573
Short-term investments	935,468	–	–	935,468
Receivables				
Trade	1,309,809	–	–	1,309,809
Nontrade	–	115,883	32,985	148,868
Interest	1,259	–	–	1,259
Advances to				–
Related parties	–	69,261	–	69,261
Officers and employees	–	9,921	–	9,921
Other current asset				
Investment in pooled funds	81,241	–	–	81,241

(Forward)

	Neither Past due nor impaired High Grade	Past Due But Not Impaired	Impaired	Total
Other noncurrent asset				
Investment in unit investment trust fund	₱27,865	₱–	₱–	₱27,865
Refundable deposits	3,149	–	–	3,149
	₱3,001,364	₱195,065	₱32,985	₱3,229,414

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

- Cash in banks, short-term investments and related interest receivables are assessed as high-grade since these are deposited in reputable banks, which have a low probability of insolvency.
- Trade receivables, which pertain mainly to receivables from sale of copper concentrate, are assessed as high-grade. These are assessed based on past collection experience of full settlement within two months after invoice date with no history of default.
- Nontrade receivables, which mainly pertain to receivables from the settlement of commodity swap transactions, and other billings not related to main operations, consist of past due but not impaired and impaired accounts.
- Advances to related parties are assessed as past due but not impaired since the Group still expects to collect the balance from its related parties.
- Advances to officers and employees, which pertain mainly to advances subject to payroll deduction, consist of both past due but not impaired, and impaired accounts.
- Investment in pooled funds is assessed as high grade since this is investment in a diversified market which have low probability of insolvency.
- Quoted equity instrument is assessed as impaired since the Group no longer expects future benefits from the said equity instrument.
- Investment in unit investment trust fund is assessed as high grade since this is deposited in a reputable bank.
- Refundable deposits are assessed as high grade since these are still expected to be received after the completion/performance of the Group's contracts with various counterparties.

Interest Rate Risk
Interest rate risk arises from the possibility that changes in interest rates will affect future cash flows or the fair values of financial instruments. The Group's mix of fixed and floating interest rate debts is 0.76:0.24, 73:27 and 69:31 in 2020, 2019 and 2018, respectively. The Group monitors its exposure to fluctuations in interest rates by measuring the impact of interest rate movements on the Group's net worth. This is done by modeling the impact of various changes in interest rates to the Group's net interest positions.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant, of the Group's income before income tax, through the impact of financial liabilities amounting to ₱6,242,990 and ₱8,607,950 as at December 31, 2020 and 2019, respectively.

	Change in interest rates (in basis points)	**Sensitivity of income before income tax**
2020	**+100**	**(₱69,809)**
	-100	**69,809**

	Change in interest rates (in basis points)	Sensitivity of income before income tax
2019	+100	(₱355,296)
	-100	355,296

Concentration of Risk
In 2020 and 2019, majority of the Group's copper production were sold to three and two customers, respectively. However, it has no significant concentration of credit risk since it can sell its copper concentrate to other third party customers. The Company continuously monitors the receivable of one customer for the remaining 5% and the other two customers have no credit risk exposure as the shipments are fully paid in advance before these are loaded into the vessel.

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

The tables below of the Group, as well as financial assets considered by management as part of its liquidity risk management based on remaining undiscounted contractual obligations as at December 31, 2020 and 2019 follow:

The aging analyses and maturity profile of the Group's financial assets and liabilities are as follow:

December 31, 2020

	On demand	Within one year	1 to < 3 years	> 3 years	Total
Cash in banks	**₱1,190,654**	**₱–**	**₱–**	**₱–**	**₱1,190,654**
Cash on hand	**14,507**	–	–	–	**14,507**
Short-term investments	–	**266,481**	–	–	**266,481**
Receivables					
Trade		**594,127**	–	–	**594,127**
Nontrade	**194,970**	–	–	–	**194,970**
Interest	–	**38**	–	–	**38**
Advances to					
Related parties	**17,830**	–	–	–	**17,830**
Officers and employees	**8,739**	–	–	–	**8,739**
Other current asset					
Investment in pooled funds	–	**143,659**	–	–	**143,659**
Other noncurrent assets					
Investment in unit investment trust fund	–	–	–	**26,972**	**26,972**
Refundable deposits	–	–	–	**3,113**	**3,113**
	₱1,426,700	**₱1,004,305**	**₱–**	**₱30,085**	**₱2,461,090**
Financial liabilities:					
Accounts payable, contact liabilities and accued liabilities*	**₱–**	**₱2,699,329**	**₱–**	**₱–**	**₱2,699,329**
Bank loans	–	**6,242,990**	–	–	**6,242,990**
Other current liability	–	**1,798,878**	–	–	**1,798,878**
Long-term debt and other interest-bearing liabilities	–	**194,445**	**134,252**	**19,467,212**	**19,795,909**
Derivative liability	–	**59,308**	–	–	**59,308**
Lease liability	–	**782**	–	–	**782**
		10,995,732	**134,252**	**19,467,212**	**30,597,196**
	₱1,426,700	**(₱9,991,427)**	**(₱134,252)**	**(₱19,437,127)**	**(₱28,136,106)**

***Excluding government payables*

December 31, 2019

	On demand	Within one year	1 to < 3 years	> 3 years	Total
Cash in banks	₱642,573	₱–	₱–	₱–	₱642,573
Cash on hand	2,886				2,886
Short-term investments	–	935,468	–	–	935,468
Receivables					
Trade		1,309,809	–	–	1,309,809
Nontrade	148,868	–	–	–	148,868
Interest	–	1,259	–	–	1,259
Advances to					
Related parties	69,261	–	–	–	69,261
Officers and employees	9,921	–	–	–	9,921
Other current asset					
Investment in pooled funds	–	81,241	–	–	81,241
Other noncurrent assets					
Investment in unit investment trust fund	–	–	–	27,865	27,865
Refundable deposits	–	–	–	3,149	3,149
	₱873,509	₱2,327,777	₱–	₱31,014	₱3,232,300

	On demand	Within one year	1 to < 3 years	> 3 years	Total
Financial liabilities:					
Accounts payable, contact liabilities and accrued liabilities*	₱–	₱3,396,121	₱–	₱–	₱3,396,121
Bank loans	–	8,607,950	–	–	8,607,950
Other current liability	–	1,896,720	–	–	1,896,720
Long-term debt and other interest-bearing liabilities	–	222,233	328,750	22,612,004	23,162,987
Lease liability	–	2,160	782	–	2,942
	–	14,125,184	329,532	22,612,004	37,066,720
	₱873,509	(₱11,797,407)	(₱329,532)	(₱22,580,990)	(₱33,834,420)

**Excluding government payables*

31. Fair Value of Financial Instruments

Set out below is a comparison, by class, of the carrying amounts and fair value of the Group's financial instruments other than those with carrying amounts that are reasonable approximations of fair values as at December 31 of each year:

	Carrying Values		**Fair Values**	
	2020	2019	**2020**	2019
Other Financial Liabilities				
Long-term debt and other interest-bearing liabilities:				
BDO	**₱13,686,677**	₱15,657,816	**₱13,926,670**	₱19,659,860
SMIC	**5,204,104**	6,257,326	**5,204,104**	8,258,646
APHC	**463,843**	557,713	**463,843**	691,665
BDO Leasing	**326,945**	552,652	**330,035**	554,946
Alakor Corporation	**114,340**	137,480	**114,340**	170,499
LBP Leasing	**–**	–	**–**	–
	₱19,795,909	₱23,162,987	**₱20,038,992**	₱29,335,616

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

Cash in Banks, Short-term Investments and Receivables
The carrying amounts of cash in banks, short-term investments and interest receivables approximate their fair value due to the relatively short-term maturities of these financial instruments.

Trade receivables are measured at fair value. Subsequent movements on provisionally priced trade receivables are being recognized in fair value gain/loss in the consolidated statement of comprehensive income. The fair value of provisionally priced trade receivables is determined by obtaining future prices of copper and gold and applying the projected prices to the oustanding trade receivables.

Investment in Pooled funds
The fair value of investment in pooled funds is determined by referencing the fund's portfolio with the fair value of other similar funds.

Equity Instrument
The fair value of quoted equity instrument is determined by reference to market bid quotes at the end of the reporting period and is carried at fair value.

Investment in Unit Investment Trust Fund
The fair value of the investment in unit investment trust fund is determined by the movements of its net asset value per unit, which is computed as the total market value of the assets, less fees, taxes, and other qualified expenses divided by total outstanding units.

Accounts Payable, Contract Liabilities and Accrued Liabilities except Government Payables, Bank Loans and Other Current Liability
The carrying amounts of accounts payable, contract liabilties and accrued liabilities excluding government payables, other current liability and bank loans approximate their fair values due to the relatively short-term maturities of these financial instruments.

Long-term Debt and Other Interest-bearing Liabilities
Fair value of long-term debt and other interest-bearing liabilities is estimated using the discounted cash flow methodology using the benchmark risk-free rates for similar types of long-term debt and other interest-bearing liabilities.

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

December 31, 2020

	Level 1	Level 2	Level 3	Total
Assets measured at fair value:				
Trade receivables	**₱–**	**₱594,127**	**₱–**	**₱594,127**
Investment in pooled funds	**143,659**	**–**	**–**	**143,659**
Investment in unit investment trust fund	**26,971**	**–**	**–**	**26,971**
Total	**₱170,630**	**₱594,127**	**₱–**	**₱764,757**
Liability for which fair values are disclosed:				
Long-term debt and other interest-bearing liabilities	**–**	**–**	**(20,038,992)**	**(20,038,992)**
Total	**₱–**	**₱–**	**(₱20,038,992)**	**(₱20,038,992)**

December 31, 2019

	Level 1	Level 2	Level 3	Total
Asset measured at fair value:				
Trade receivables	₱–	₱1,309,809	₱–	₱1,309,809
Investment in pooled funds	81,241	–	–	81,241
Investment in unit investment trust fund	27,865	–	–	27,865
Total	₱109,106	₱1,309,809	₱–	₱1,418,915
Liability for which fair values are disclosed:				
Long-term debt and other interest-bearing liabilities	–	–	(29,335,616)	(29,335,616)
Total	₱–	₱–	(₱29,335,616)	(₱29,335,616)

There were no transfers between levels of fair value measurement as at December 31, 2020 and 2019.

32. Capital Management

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

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders or issue new shares. No changes were made in the objectives, policies or processes during 2020 and 2019.

The table below summarizes the total capital considered by the Group:

	2020	2019
Capital stock (Note 18)	**₱3,559,533**	₱3,559,533
Additional paid-in capital (Note 18)	**19,650,936**	19,650,936
Subscription receivable (Note 18)	**(4,841,801)**	(4,841,801)
Revaluation increment on land (Note 9)	**298,869**	298,869
Remeasurement gain on retirement benefits liability (Note 24)	**53,438**	94,069
Cumulative translation adjustments	**1,094,906**	1,903,902
Retained earnings	**13,830,614**	13,712,921
Cost of 1,980,000 treasury shares held by a subsidiary	**(23,267)**	(23,267)
	₱33,623,228	₱34,355,162

33. **Commitments and Contingencies**

Parent Company

Contingencies

The Parent Company filed with the Court of Tax Appeals (CTA) a Petition for Review with an Application for Temporary Restraining Order and/or Writ of Preliminary Injunction and Motion for the Suspension of Collection of Tax against the Commissioner of Internal Revenues (CIR) from assessing and collecting excise taxes from the Parent Company for July 1991 to August 1994, the period to collect having lapsed.

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

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

Not satisfied with the adverse rulings, the CIR filed a Petition for Review on Certiorari to the Supreme Court (SC) seeking to annul and set aside the Decision and Resolution of the CTA En Banc. The SC in its Resolution dated December 7, 2016 denied the CIR's petition and affirmed the decision of the CTA En Banc. Subsequently, the SC denied with finality the Motion for Reconsideration filed by the CIR on 5 April 2017. On 30 August 2017, the Parent Corporation received the Entry of Judgement certifying that the SC Resolution dated 7 December 2016 affirming the decision of the CTA En Banc has on 5 April 2017 become final and executory and the same is recorded in the Book of Entries of Judgments.

CCC

Power Agreements

On June 5, 2012, CCC signed a 12-year Electric Power Purchase Agreement (EPPA) with Toledo Power Company (TPC). Pursuant to the terms of the EPPA, TPC will build and operate a 72-megawatt net output clean coal-fired power plant in Toledo City (the Plant) that will guarantee the supply of up to 60 megawatts of electric power to the CCC's mining operations upon its commissioning. The power plant was completed in December 2014.

On December 15, 2014, CCC and TPC executed a 12-year Energy Conversion Agreement pursuant to which CCC shall supply to TPC the coal needed to generate electric power from the plant under the terms of the EPPA.

In June 2008, CCC entered into a power supply agreement with Cebu III Electric Cooperative, Inc. (CEBECO III) for the supply of 2MW of firm electric power at agreed prices.

The EPPA is under on-going negotiations and review as at December 31, 2020. The contract will be effective for two (2) years commencing from April 26, 2021.

Total utilities expense related to the said power agreements amounted to ₱2,073,390, ₱2,470,814 and ₱2,367,537 in 2020, 2019 and 2018, respectively. Related accrued expenses amounted to ₱62,523 and ₱296,173 as at December 31, 2020 and 2019, respectively.

Waste Stripping Services Agreement
A contract for lease was executed between Galeo Equipment and Mining Company, Inc. (Galeo) and the Company covering a period of 16 months beginning on September 22, 2016 or from the time the equipment is made available at CCC, whichever is earlier.

On November 1, 2018, the Company and Galeo signed a new Mining Equipment Rental Agreement (Rental Agreement) with a rental period of up to January 20, 2020 or not less than 15 months from date of effectivity. Pursuant to the Rental Agreement, the Company duly terminated the Rental Agreement in July 2020.

Total expenses related to waste stripping services agreement and lease amounted to ₱775,387, ₱1,771,388 and ₱527,800 in 2020, 2019 and 2018, respectively. Related accrued expenses amounted to nil and ₱275,330 as at December 31, 2020 and 2019, respectively.

Fuel and Lubricants Supply Agreements
In May 2016, the Company signed a new four-year supply agreement with Pilipinas Shell Petroleum Corporation for the purchase of fuel at established pricing formulas. The Company's supply agreement for lubricants with Shell Petroleum expired in December 2020 and negotiation is on-going for its renewal.

Total expenses related to the fuel supply agreement amounted to ₱895,310, ₱1,215,882 and ₱1,357,897 in 2020, 2019 and 2018, respectively. Accrued expenses amounted to ₱49 and ₱11,349 as at December 31, 2020 and 2019, respectively.

Legal Contingencies
The Group is a party to minor labor cases arising from its operations. The Group's management and legal counsel believe that the eventual resolution of these cases will not have a material effect on the Group's consolidated financial statements. Accordingly, no provision for probable losses was recognized by the Group in 2020, 2019 and 2018.

Collective Bargaining Agreement (CBA)
A new CBA was executed on January 30, 2015 (the 2015 CBA). The 2015 CBA shall be valid as to the representation aspect for a period of five years. Under the provisions of the Labor Code, the economic provisions of the 2015 CBA shall be re-negotiated on the third anniversary of its execution.

On January 31, 2018, CCC and the Union agreed and signed on the economic terms of the remaining two-year term of the 2015 CBA.

Consignment Agreements
Orica Philippines, Inc.
The Company has a consignment agreement with Orica Philippines, Inc. for the supply of explosives and blasting accessories for use in mining and mine development activities. The consignment agreement ensures the availability of the goods covered thereby and pegs a price range for the supply of such goods during the period of effectivity. The consignment agreement has since renewed and the new contract is set to expire on July 31, 2023.

Shorr Industrial Sales, Inc.
The Company has a consignment agreement with Shorr Industrial Sales, Inc. for the supply of parts and tools for heavy equipment. The consignment agreement has been renewed and the new contract is set to expire on September 6, 2021.

Synchrotek Corporation
The Company renewed its consignment contract with Synchrotek Corporation for the supply of filters, lubricants and other heavy equipment parts. The contract was extended and the new contract is set to expire on July 21, 2021.

Le Price International Corporation
The Company has a consignment agreement with Le Price International Corporation for the supply of a centralized lubrication, a filtration, a fire suppression and a refueling system. The consignment agreement ensures the availability of the goods covered thereby and pegs a price range for the supply of such goods during the period of effectivity. The existing agreement has expired in December 2020 and negotiation is on-going for renewal.

Morse Hydraulics
The Company has a consignment agreement with Morse Hydraulics for the supply of hydraulic hoses and fittings at established price list. The agreement is set to expire on January 14, 2021.

Atlas Copco Phils.
The Company has a consignment agreement with Atlas Copco for the supply of drill equipment parts and accessories. This ensured the availability of the critical parts required for continued operations, and pegs a price range for the supply of such goods during the period of effectivity. The consignment agreement has since been extended and the negotiation for the renewal is currently on-going.

Maxima Machineries, Inc.
The Company has a consignment agreement with Maxima Machineries, Inc. for the supply of excavators, dump trucks, bulldozers and other heavy equipment parts and accessories. This ensured the availability of the critical parts required for continued operations, and pegs a price range for the supply of such goods during the period of effectivity. The consignment agreement has since been renewed and extended pending the on-going negotiation for renewal.

34. Events After the Reporting Period

“Corporate Recovery and Tax Incentives for Enterprises Act” or “CREATE” Bill

President Rodrigo Duterte signed into law on March 26, 2021 the Corporate Recovery and Tax Incentives for Enterprises (CREATE) Act to attract more investments and maintain fiscal prudence and stability in the Philippines. Republic Act (RA) 11534 or the CREATE Act introduces reforms to the corporate income tax and incentives systems. It takes effect 15 days after its complete publication in the Official Gazette or in a newspaper of general circulation or April 11, 2021.

The following are the key changes to the Philippine tax law pursuant to the CREATE act which have an impact on the Group:

- Effective July 1, 2020, RCIT rate is reduced from 30% to 25% for domestic and resident foreign corporations. For domestic corporations with net taxable income not exceeding ₱5 million and with total assets not exceeding ₱100 million (excluding land on which the business entity’s office, plant and equipment are situated) during the taxable year, the RCIT rate is reduced to 20%;
- MCIT rate reduced from 2% to 1% of gross income effective July 1, 2020 to June 30, 2023; and
- Qualified export enterprises shall be entitled to 4 to 7 years income tax holiday (ITH) to be followed by 10 years 5% special corporate income tax (SCIT) or enhanced deductions (ED).

As clarified by the Philippine Financial Reporting Standards Council in its Philippine Interpretations Committee Q&A No. 2020-07, the CREATE Act was not considered substantively enacted as of December 31, 2020 even though some of the provisions have retroactive effect to July 1, 2020. The passage of the CREATE Act into law on March 26, 2011 is considered as a non-adjusting subsequent event. Accordingly, current and deferred taxes as of and for the year ended December 31, 2020 continued to be computed and measured using the applicable income tax rates as of December 31, 2020 (i.e., 30% RCIT / 2% MCIT) for financial reporting purposes.

Applying the provisions of the CREATE Act, the Group would have been subjected to lower minimum corporate income tax rate of 1% effective July 1, 2020.

- This will result in lower provision for current income tax for the year ended December 31, 2020 and lower income tax payable as of December 31, 2020, which will be reflected in the Group's 2020 annual income tax return but will only be recognized for financial reporting purposes in its 2021 financial statements. Pending clarification from the tax authorities on how the taxable income for the period beginning July 1, 2020 will be computed, the Group has not quantified the impact of the lower corporate income tax rate on the 2020 current income tax.
- This will result in lower deferred tax assets and liabilities as of December 31, 2020 by ₱269,717 and ₱559,812, respectively, and provision for deferred tax for the year then ended by ₱ 290,095. These reductions will be recognized in the 2021 financial statements.

The passage of the CREATE Act into law on March 26, 2021 is considered as a non-adjusting subsequent event. Accordingly, current and deferred taxes as of and for the year ended December 31, 2020 continued to be computed and measured using the applicable income tax rates as of December 31, 2020 (i.e., 30% RCIT / 2% MCIT) for financial reporting purposes.

35. **Other Matters**

a. SDMP
The five-year SDMP plans of CCC covering years 2014-2018 and years 2019-2023, in compliance with DENR Administrative Order 2010-21, were duly approved by the MGB. In 2020 and 2019, actual spent and commitment totaled ₱129,937 and ₱196,148, respectively.

The Company has a five-year SDMP in compliance with DENR Administrative Order 96-40, as amended. The Company has been implementing its SDMP as approved by the MGB.

b. Operating Agreement (the Agreement) with CCC
On May 5, 2006, the Parent Company and CCC executed the Agreement wherein the Parent Company conveyed to CCC its exploration, development and utilization rights with respect to certain mining rights and claims (the "Toledo Mine Rights") and the right to rehabilitate, operate and/or maintain certain of its fixed assets.

In consideration of CCC's use of the Toledo Mine Rights, the Agreement provides that CCC shall pay the Parent Company a fee equal to 10% of the sum of the following:
a. Royalty payments to third party claim holders of the Toledo Mine Rights,
b. Lease payments to third party owners of the relevant portions of the parcels of land covered by the surface rights, and
c. Real property tax payments on the parcels of land covered by the surface rights and on the relevant fixed assets

On March 10, 2010, the Parent Company and CCC agreed on a royalty payment arrangement and on the computation of the basis of royalty income which is 2% of the gross sales by CCC of copper concentrates.

Pursuant to the Operating Agreement, the BOD of the Parent Company approved the moratorium on its entitlement to receive royalties from CCC for the years 2020, 2019 and 2018.

36. Supplemental Disclosure to Consolidated Statements of Cash Flows

The following table summarizes the changes in liabilities arising from financing activities:

	January 1, 2020	Cash flows: Availments	Cash flows: Payments	Effect of exchange rate changes	Others	December 31, 2020
Bank loans	**₱8,607,950**	**₱–**	**(₱1,920,920)**	**(₱444,040)**	**₱–**	**₱6,242,990**
Long-term debt and other interest-bearing liabilities	**23,162,987**	**–**	**(2,220,811)**	**(840,876)**	**(305,391)**	**19,795,909**
Principal portion of lease liability	**2,942**	**–**	**(2,160)**	**–**	**–**	**782**
	₱31,773,879	**₱–**	**(₱4,143,891)**	**(₱1,284,916)**	**(₱305,391)**	**₱26,039,681**

	January 1, 2019	Cash flows: Availments	Cash flows: Payments	Effect of exchange rate changes	Others	December 31, 2019
Bank loans	₱11,079,605	₱–	(₱3,021,927)	₱550,272	₱–	₱8,607,950
Long-term debt and other interest-bearing liabilities	24,387,620	–	(1,172,860)	(648,340)	596,567	23,162,987
Principal portion of lease liability	–	–	(2,208)	–	5,150	2,942
	₱35,467,225	₱–	(₱4,196,995)	(₱98,068)	₱601,717	₱31,773,879

Others in 2020 refer to the noncash financing activity of the Group related to the financial guarantee on BDO loan of CCC, while the other movement in 2020 refer to the amortization of the said financial guarantee (see Note 16).

The other non-cash activity of the Group pertains to the initial recognition of the ROU asset included as part of property, plant and equipment, and lease liability under PFRS 16 in 2019.

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BOA/PRC Reg. No. 0001,
October 4, 2018, valid until August 24, 2021
SEC Accreditation No. 0012-FR-5 (Group A),
November 6, 2018, valid until November 5, 2021

INDEPENDENT AUDITOR'S REPORT
ON SUPPLEMENTARY SCHEDULES

The Stockholders and the Board of Directors
Atlas Consolidated Mining and Development Corporation
FiveE-com Center, Palm Coast Ave. corner Pacific Drive
Mall of Asia Complex, Pasay City

We have audited in accordance with Philippine Standards on Auditing, the consolidated financial statements of Atlas Consolidated Mining and Development Corporation and Subsidiaries (the Group) as at December 31, 2020 and 2019, and for each of the three years in the period ended December 31, 2020, included in this form 17-A, and have issued our report thereon dated March 26, 2021. Our audits were made for the purpose of forming an opinion on the consolidated financial statements taken as a whole. The schedules listed in the Index to the Consolidated Financial Statements and Supplementary Schedules are the responsibility of the Group's management. These schedules are presented for purposes of complying with the Revised Securities Regulation Code Rule 68, and are not part of the consolidated financial statements. These schedules have been subjected to the auditing procedures applied in the audit of the consolidated financial statements and, in our opinion, fairly state, in all material respects, the information required to be set forth therein in relation to the consolidated financial statements taken as a whole.

SYCIP GORRES VELAYO & CO.

Jose Pepito E. Zabat

Jose Pepito E. Zabat III
Partner
CPA Certificate No. 85501
Accreditation No. 85501-SEC (Group A)
Valid to cover audit of 2020 to 2024
financial statements of SEC covered institutions
Tax Identification No. 102-100-830
BIR Accreditation No. 08-001998-060-2020,
December 3, 2020, valid until December 2, 2023
PTR No. 8534388, January 4, 2021, Makati City

March 26, 2021

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October 4, 2018, valid until August 24, 2021
SEC Accreditation No. 0012-FR-5 (Group A),
November 6, 2018, valid until November 5, 2021

INDEPENDENT AUDITOR'S REPORT ON
COMPONENTS OF FINANCIAL SOUNDNESS INDICATORS

The Stockholders and the Board of Directors
Atlas Consolidated Mining and Development Corporation
FiveE-com Center, Palm Coast Ave. corner Pacific Drive
Mall of Asia Complex, Pasay City

We have audited in accordance with Philippine Standards on Auditing, the consolidated financial statements of Atlas Consolidated Mining and Development Corporation and Subsidiaries (the Group) as at December 31, 2020 and 2019, and for each of the three years in the period ended December 31, 2020, and have issued our report thereon dated March 26, 2021. Our audits were made for the purpose of forming an opinion on the consolidated financial statements taken as a whole. The Supplementary Schedule on Financial Soundness Indicators, including their definitions, formulas, calculation, and their appropriateness or usefulness to the intended users, are the responsibility of the Group's management. These financial soundness indicators are not measures of operating performance defined by Philippine Financial Reporting Standards (PFRSs) and may not be comparable to similarly titled measures presented by other companies. This schedule is presented for the purpose of complying with the Revised Securities Regulation Code Rule 68 issued by the Securities and Exchange Commission, and is not a required part of the consolidated financial statements prepared in accordance with PFRSs. The components of these financial soundness indicators have been traced to the Group's consolidated financial statements as at December 31, 2020 and 2019, and for each of the three years in the period ended December 31, 2020, and no material exceptions were noted.

SYCIP GORRES VELAYO & CO.

Jose Pepito E. Zabat

Jose Pepito E. Zabat III
Partner
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Valid to cover audit of 2020 to 2024
financial statements of SEC covered institutions
Tax Identification No. 102-100-830
BIR Accreditation No. 08-001998-060-2020,
December 3, 2020, valid until December 2, 2023
PTR No. 8534388, January 4, 2021, Makati City

March 26, 2021

ATLAS CONSOLIDATED MINING
AND DEVELOPMENT CORPORATION
INDEX TO CONSOLIDATED FINANCIAL STATEMENTS
AND SUPPLEMENTARY SCHEDULES
SEC FORM 17-A
DECEMBER 31, 2020

SCHEDULE I

ATLAS CONSOLIDATED MINING AND DEVELOPMENT CORPORATION AND SUBSIDIARIES

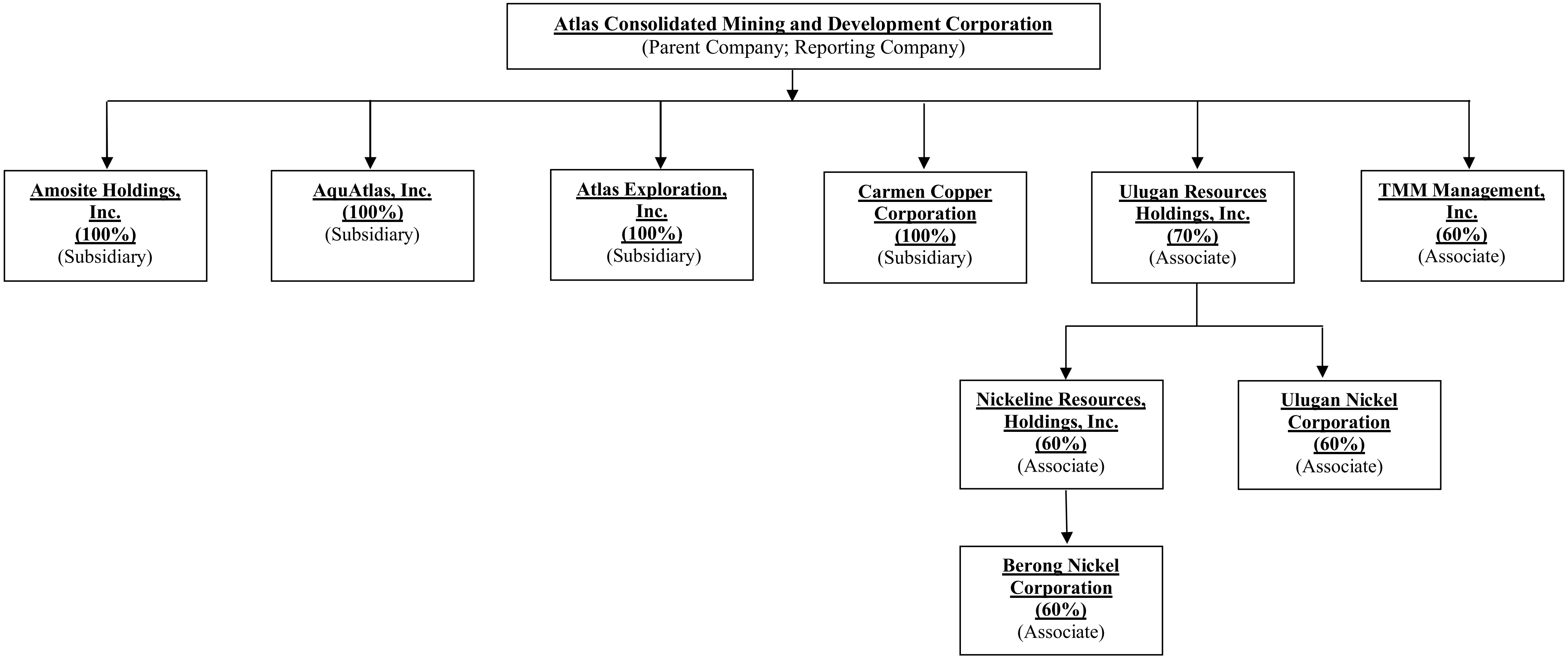
COMPONENTS OF FINANCIAL SOUNDNESS INDICATORS PURSUANT TO THE REVISED SRC RULE 68, AS AMENDED DECEMBER 31, 2020

Ratio	Formula		Current Year	Prior Year
Current Ratio	Total Current Assets divided by Total Current Liabilities		0.33	0.35
	Total Current Assets	3,709,042		
	Divide by: Total Current Liabilities	11,119,427		
	Current Ratio	0.33		
Acid test ratio	Quick assets *(Total Current Assets less Inventories and Other Current Assets)* divided by Total Current Liabilities		0.20	0.22
	Total Current Assets	3,709,042		
	Less: Inventories	(1,146,832)		
	Other current assets	(345,951)		
	Quick assets	2,216,259		
	Divide by: Total Current Liabilities	11,119,427		
	Acid test ratio	0.20		
Solvency ratio	Net Income After Tax Plus Depreciation, Amortization and Depletion divided by Total Liabilities		0.14	0.10
	Net Income After Tax	117,693		
	Add: Depreciation, Amortization and Depletion	4,664,433		
	Net Income After Tax, Depreciation, Amortization and Depletion	4,782,126		
	Divide by: Total Liabilities	33,763,169		
	Solvency ratio	0.14		
Debt-to-equity ratio	Total Liabilities divided by Total Equity *(Excluding Cumulative Translation Adjustment and Treasury Shares)*		1.04	1.27
	Total Liabilities	33,763,169		
	Divide by: Total Equity			
	Total Equity	33,623,228		
	Less: Cumulative translation adjustment	(1,094,906)		
	Add: Treasury Shares	23,267		
	Subtotal	32,551,589		
	Debt-to-equity ratio	1.04		

Ratio	Formula		Current Year	Prior Year
Asset-to-equity ratio	Total Assets divided by Total Equity *(Excluding Cumulative Translation Adjustment and Treasury Shares)*		2.07	2.33
	Total Assets	67,386,397		
	Divide by: Total Equity			
	Total Equity	33,623,228		
	Less: Cumulative transltion adjustment	(1,094,906)		
	Add: Treasury Shares	23,267		
	Subtotal	32,551,589		
	Asset-to-equity ratio	2.07		
Interest rate coverage ratio	Earnings Before Interest and Taxes divided by Interest Expense		1.59	1.07
	Net Income Before Tax	1,113,369		
	Add: Finance Charges	1,872,049		
	Earnings Before Interest and Taxes	2,985,418		
	Divide by: Finance Charges	1,872,049		
	Interest rate coverage ratio	1.59		
Return on equity	Net Income After Tax divided by Total Equity *(Excluding Cumulative Translation adjustment and Treasury Shares)*		0.36%	-1.72%
	Net Income After Tax	117,693		
	Divide by: Average Total Equity			
	Equity at beginning of the year	32,474,527		
	Equity at end of the year	32,551,589		
	Average Total Equity	32,513,058		
	Return on equity	0.36%		
Return on assets	Net Income After Tax divided by Total Assets		0.16%	-0.73%
	Net Income After Tax	117,693		
	Divide by: Average Total Assets			
	Assets at beginning of the year	75,617,332		
	Assets at end of the year	67,386,397		
	Average Total Assets	71,501,865		
	Return on assets	0.16%		
Net profit margin	Net Income After Tax divided by Total Revenue		0.67%	-3.50%
	Net Income After Tax	117,693		
	Divide: Total Revenue	17,509,200		
	Net profit margin	0.67%		

Ratio	Formula		Current Year	Prior Year
Operating profit margin	Net Income Before Tax divided by Total Revenue		6.36%	0.93%
	Net Income Before Tax	1,113,369		
	Divide: Total Revenue	17,509,200		
	Net profit margin	6.36%		
Gross profit margin	Gross Profit Tax *(Total Revenues less Cost of Sales)* divided by Total Revenue		35.68%	25.63%
	Total Revenues	17,509,200		
	Less: Cost of Sales (Mining and Milling Costs)	(11,262,137)		
	Gross Profit	6,247,063		
	Divide: Total Revenue	17,509,200		
	Net profit margin	35.68%		

SCHEDULE I
ATLAS CONSOLIDATED MINING AND DEVELOPMENT CORPORATION AND SUBSIDIARIES
MAP OF THE RELATIONSHIPS OF THE COMPANIES WITHIN THE GROUP PURSUANT TO THE REVISED SRC RULE 68, AS AMENDED
DECEMBER 31, 2020



SCHEDULE II

ATLAS CONSOLIDATED MINING AND DEVELOPMENT CORPORATION AND SUBSIDIARIES
RECONCILIATION OF RETAINED EARNINGS AVAILABLE FOR DIVIDEND DECLARATION
PURSUANT TO THE REVISED SEC RULE 68, AS AMENDED AND SEC MEMORANDUM CIRCULAR NO. 11, SERIES OF 2008
As of December 31, 2020
(Amounts in thousands)

Unappropriated Retained Earnings, beginning		₱595,419
Adjustment for treasury shares		(23,267)
Unappropriated Retained Earnings, as adjusted, beginning		₱572,152
Add: Net income actually earned/realized during the period		
Net income (loss) during the period closed to Retained Earnings	₱25,497	
Less: Non-actual/unrealized income net of tax	10,701	
Equity in net income of associate/joint venture	(112,135)	
Unrealized foreign exchange gain - net (except those attributable to Cash)	9,901	
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 - gain	–	
Other unrealized gains or adjustments to the retained earnings as a result of certain transactions accounted for under PFRS	–	
Subtotal	(66,036)	
Add: Non-actual losses		
Depreciation on revaluation increment (after tax)	–	
Adjustment due to deviation from PFRS - loss	–	
Unrealized actuarial loss	941	
Loss on fair value adjustment of investment property (after tax)	–	
Subtotal	941	
Add (Less):		
Dividend declarations during the period	–	
Appropriations of retained earnings	–	
Reversals of appropriations	–	
Treasury shares	–	
Subtotal	(₱–)	(65,095)
Unappropriated Retained Earnings, as adjusted, ending		₱507,057

SCHEDULE A

ATLAS CONSOLIDATED MINING AND DEVELOPMENT CORPORATION AND SUBSIDIARIES
FINANCIAL ASSETS
DECEMBER 31, 2020

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)	Values based on market quotation at end of reporting period	Income received and accrued
Cash in banks	–	₱1,190,654	₱1,190,654	₱1,286
Short-term investments	–	266,481	266,481	14,566
Receivables				
Trade	–	594,127	594,127	–
Nontrade	–	194,970	194,970	–
Interest	–	38	38	–
Advances to				
Related parties	–	17,830	17,830	–
Officers and employees	–	8,739	8,739	–
Investment in pooled funds	62,515	143,659	143,659	2,023
Quoted equity instrument	2,100	–	–	–
Investment in unit investment trust fund	N/A	26,972	26,972	–
Refundable deposits		3,113	3,113	–

SCHEDULE B

ATLAS CONSOLIDATED MINING AND DEVELOPMENT CORPORATION AND SUBSIDIARIES

AMOUNTS RECEIVABLE FROM DIRECTORS, OFFICERS, EMPLOYEES, RELATED PARTIES AND PRINCIPAL STOCKHOLDERS (OTHER THAN RELATED PARTIES)

DECEMBER 31, 2020

Name and Designation of Debtor	Balance at Beginning period	Additions	Amounts Collected / Settlements	Amounts Written-off	Current	Not Current	Balance at end period
			NONE				

<u>**SCHEDULE C**</u>

ATLAS CONSOLIDATED MINING AND DEVELOPMENT CORPORATION AND SUBSIDIARIES

AMOUNTS RECEIVABLE / PAYABLE FROM RELATED PARTIES WHICH ARE ELIMINATED DURING THE CONSOLIDATION OF FINANCIAL STATEMENTS

DECEMBER 31, 2020

Name and Designation of Debtor	Balance at Beginning period	Additions	Amounts Collected	Amounts Written-off	Current	Not Current	Balance at end period
CCC	(₱7,368,118,538)	₱71,522,649	₱–	₱–	(₱7,296,595,889)	₱–	(₱7,296,595,889)
AEI	105,475,056	104,455	–	–	105,579,511	–	105,579,511
AI	31,971,915	79,082	–	–	32,050,997	–	32,050,997
AHI	(1,863,982)	112,764	–	–	(1,751,218)	–	(1,751,218)

ATLAS CONSOLIDATED MINING AND DEVELOPMENT CORPORATION AND SUBSIDIARIES

LONG-TERM DEBT
DECEMBER 31, 2020

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	Interest rates	Number of periodic installment payments	Maturity date
Banco De Oro Unibank, Inc. –*Term Loan*	₱–	₱–	₱13,686,676,690	5.37%	13	March 16, 2024
SM Investments Corporation – *Term Loan*	–	–	5,204,104,359	5.37%	31	March 21, 2024
BDO Leasing & Finance, Inc. – *Leasing*	–	194,445,127	132,499,731	This is composed of several agreements with interest rates ranging from 4.75% - 5.25% and has maturity dates stretching from March 2018 up to September 2022 and monthly installment payments.		
Anglo Philippine Holdings Corporation – *Term Loan*	–	–	463,843,448	5.37%	31	March 21, 2024
Alakor Corporation – *Term Loan*	–	–	114,339,593	5.37%	31	March 21, 2024

SCHEDULE E

ATLAS CONSOLIDATED MINING AND DEVELOPMENT CORPORATION AND SUBSIDIARIES
INDEBTEDNESS TO RELATED PARTIES
(LONG-TERM LOANS FROM RELATED COMPANIES)
DECEMBER 31, 2020

Name of Related Party	Balance at beginning of period	Balance at end of period
SM Investments Corporation	₱6,257,326,164	₱5,204,104,376
Anglo Philippine Holdings Corporation	557,713,371	463,843,465
Alakor Corporation	137,479,633	114,339,617

Notes:
On March 21, 2017, Carmen Copper Corporation, a subsidiary of the Parent Company availed of loans from SM Investments Corporation, Anglo Philippine Holdings Corporation and Alakor Corporation for working capital requirements.

SCHEDULE F

ATLAS CONSOLIDATED MINING AND DEVELOPMENT CORPORATION AND SUBSIDIARIES
GUARANTEES OF SECURITIES OF OTHER ISSUERS
DECEMBER 31, 2020

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

NOT APPLICABLE

ATLAS CONSOLIDATED MINING AND DEVELOPMENT CORPORATION AND SUBSIDIARIES
CAPITAL STOCK
DECEMBER 31, 2020

The Parent Company's authorized share capital is ₱8.89 billion divided into 8.89 billion shares at ₱1 par value. As at December 31, 2020, total shares issued and outstanding is 3,559,532,774 held by 20,728 shareholders.

Title of Issue	Number of shares authorized	Number of shares issued and outstanding as shown under related balance sheet caption	Number of shares reserved for options, warrants, conversions and other rights	Number of shares held by related parties	Directors, officers, and employees	Others
Common Stock	8,890,000,000	3,559,532,774	–	2,710,157,396	133,036,753	716,338,625

Republika ng Pilipinas

REPUBLIC OF THE PHILIPPINES

Komisyon sa Regulasyong Pampropesyon

PROFESSIONAL REGULATION COMMISSION

Manila

Lupon ng Accountancy

Board of Accountancy

Katibayan ng Akreditasyun

CERTIFICATE OF ACCREDITATION

Katibayan ng Akreditasyun Blg. 0001

Certificate of Accreditation No.

Pinatutunayan nito na ang

This is to certify that the

SYCIP, GORRES, VELAYO & CO.

(Pangalan ng Firm/Samahan)
(Name of Firm/Partnership)

6760 Ayala Avenue, Makati City 1226

(Tirahan ng Punong Tanggapan)
(Address of Head Office)

ay kasiyasiyang nakatupad sa lahat ng pangangailangang itinakda ng Seksyon 31 ng Batas Republika Blg. 9298
has satisfactorily complied with all the requirements prescribed by Section 31 of Republic Act No. 9298
at, ng mga Tuntunin at Alituntunin ng Lupon sa Kapangyarihan nito, ng Katibayan ng Akreditasyun ay
and the Rules and Regulations of the Board and by virtue hereof, this Certificate of Accreditation is
ipinagkaloob sa pamamagitan nito at mayroong bisa tatlong taon hanggang sa araw na isinasaad dito,
hereby issued and is valid for three years from date as herein stated,
maliban na lang kung may nauunang pagpapawalang-bisa o pagpapatigil ng Lupon.
unless sooner revoked or suspended by the Board.

Bilang katunayan ay taglay nito ang tatak at mga lagda ng Tagapangulo ng Lupon at Punong
Witnesseth the seal and signatures of the Chairman of the Board and Commission Chairperson
Komisyonado ngayong 4 **araw ng** Oktubre **, sa taong** 2018 **sa**
this 4th *day of* October *, in the year* 2018 *at the*
Lungsod ng Maynila.
City of Manila.

SN:AA 020018

Tagapangulo
Chairman

Pinagtibay:
Approved:

TEOFILO S. PILANDO, JR.
Punong Komisyonado
Commission Chairperson

RENEWAL CERTIFICATE: *Valid until August 24, 2021.*

SID-BOA-08
Rev. 00
October 25, 2016

COVER SHEET

PW00000115A

S.E.C. Registration Number

ATLAS CONSOLIDATED MINING AND DEVELOPMENT CORPORATION

(Company's Full Name)

5F FIVE E-COM CENTER, PALM COAST AVENUE COR. PACIFIC DRIVE, MALL OF ASIA, PASAY CITY

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

MARIA ELEONOR A. SANTIAGO	**(632) 8403-0813 local 25001**
Contact Person	Company Telephone Number

12 / 31	17-Q	
Month / Day	FORM TYPE	Month / Day
Fiscal Year		Annual Meeting
	N/A	**last Wednesday of April**
	Secondary LicenseType, 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 I.D.

Cashier

Remarks = pls. use black ink for scanning purposes

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-Q

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

1. For the quarterly period ended: **31 March 2021**

2. Commission Identification No. **PW0000115A**

3. BIR Tax Identification No. **000-154-572**

4. Exact name of issuer as specified in its charter:

   ATLAS CONSOLIDATED MINING AND DEVELOPMENT CORPORATION

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

6. Industry Classification Code [ ] (SEC Use Only)

7. Address of registrant's principal office: **5F Five E-com Center, Palm Coast Avenue cor. Pacific Drive Mall of Asia Complex, Pasay City** — Postal Code **1300**

8. Issuer's telephone number, including area code:
   (632) 84030813 local 25001

9. Former name, former address and former fiscal year, if changed since last report

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

Title of each Class	Number of shares of common stock outstanding and amount of debt outstanding
Common Stock, PHP1 par value	**3,559,532,774**

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

   Yes [**x**] No [ ]

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

   Philippine Stock Exchange **Common Stock**

10. Indicate by check whether the registrant:

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

    Yes [**x**] No [ ]

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

    Yes [**x**] No [ ]

PART I – FINANCIAL INFORMATION

Item 1. Financial Statements

The following financial statements are integrally appended hereto and form part of this report:

Annex A - Unaudited Consolidated Statements of Financial Position
Annex B - Unaudited Consolidated Statements of Comprehensive Income
Annex C - Unaudited Consolidated Statements of Changes in Stockholders' Equity
Annex D - Unaudited Consolidated Statements of Cash Flows

Item 2. Management Discussion and Analysis

A. Results of Operations and Changes in Financial Condition

The table below shows the consolidated results of operations of Atlas Consolidated Mining and Development Corporation ("AT" or "Atlas Mining" or the "Parent Company") and its subsidiaries (collectively, the "Group") for the nine-month period ending 30 September 2020 and 2019:

(amounts in PHP millions)	**3/31/2021**	**3/31/2020**	**% Change**
Consolidated net income/(loss)	420	(37)	NA
Consolidated income/(loss) from operations	836	610	37%
Consolidated gross revenues	3,576	4,040	-11%
Consolidated net revenues	3,455	3,815	-9%
Costs and operating expenses	2,619	3,205	-18%
Net income/(loss) attributable to Equity holders of the parent	420	(37)	NA

Atlas Consolidated Mining and Development Corporation ("Atlas Mining") reported a net income of Php420 million for the first quarter of 2021 compared to the net loss of Php37 million for the same period in 2020. Sustaining its stable operation has enabled the significant turn-around in the bottom line as it was able to capture the increase in copper prices which more than offset the lower volume of production and shipments.

The increase in metal prices continued in the first quarter this year where copper price increased by 55% to $3.93/lb and gold price also continued to improve by 14% to USD1,797/ounce compared to the same period last year.

Atlas Mining's wholly-owned subsidiary, Carmen Copper Corporation, reported lower production due to the lower grades of ore milled as these were sourced from stockpiles. Copper grades were lower by 33% from 0.321% to 0.215%; while gold grade decreased by 19% from 7.12 grams/dmt to 5.77 grams/dmt. This caused copper metal production to decrease from 27.92 million pounds in 2020 to 15.93 million pounds in 2021. Gold production decreased by 52% from 11,169 ounces to 5,346 ounces. Correspondingly, copper metal content of concentrate shipments decreased by 36% to 17.02 million pounds and gold content decreased by 46% to 5,239 ounces.

Cash costs decreased by 20% from Php2.44 billion in 2020 to Php1.96 billion in 2021 as volume of shipments and production decreased. But with lower volume due to lower grade of ore milled, the average cost per pound increased by 54% from USD1.10/lb in 2020 to USD1.69/lb in 2021.

Earnings before interest, tax, depreciation and amortization (EBITDA) settled at Php1.677 billion, 3% higher compared to Php1.622 billion of 2020 on the strength of improving metal prices. This pushed core income for the period higher by 412% to Php579 million in 2021 from Php133 million in 2020.

Equity in net income of associates, this represents the Parent Company's share in the results of operations of Berong Nickel Corporation (BNC), increased to PHP65 million as compared to PHP23 million income in the same period last year.

Finance charges (9% of net revenues) decreased by 42% due to lower amortization of debt issue cost.

USD:PHP Exchange rate closed at USD1.00:PHP48.530 as at 31 March 2021 versus USD1.00:PHP48.023 as at 31 December 2020. This triggered the recognition of *Foreign exchange gain-net* of PHP43 million primarily from the restatement of receivables, loans and other payables.

Mark to market gain/(loss) on derivatives-net, this represents accounting valuation of copper price hedges.

Interest Income of PHP1 million accounts for the interest earned on cash in bank and time deposits.

Other income (charges)-net of PHP50 million includes sales of scrap materials net of bank and other charges.

Provision for Income Tax for the period of PHP27 million was based from the 2% minimum corporate income tax. *Deferred Income Tax* of PHP29 million resulted mainly from future tax provision impact of unrealized forex gains on foreign currency denominated accounts and from utilized/expired Net Operating Loss Carry-Over (NOLCO).

Changes in Financial Condition

The succeeding discussions pertain to the consolidated financial condition of the Group as of 31 March 2021 vis-à-vis that as of 31 December 2020 as follows:

The increase in *Cash and Cash Equivalents* arose mainly from collection of trade receivables. *Short-term investments* of Php270 million increased mainly due to interest income gained from time deposits. *Receivable-net* consists mostly of receivables from trade customers and receivables from associates. An 85% decrease was due to collection of 2020 trade receivables. *Inventories* slightly decreased by 8% due to consumption of materials to support production. *Prepayments and other current assets* consisted mostly of advances made to suppliers, prepaid insurance, creditable withholding tax from trade sales and investment in pooled funds.

Movement in *Intangible assets* of PHP22 million pertains to depletion of mining rights*. Property, plant and equipment-net* composed of mine development costs, machineries and equipment used in operations*. Deferred tax assets* decreased due to utilized NOLCO against RCIT and amortization of expiring NOLCO. *Other noncurrent assets* consist significantly of input VAT from importations, deposit to suppliers for PPE items and other statutory funding requirements.

Investment in Associate, pertains to AT's ownership over BNC, TMMI, URHI, UNC and NRHI (the "Nickel Corporations"), increased by 28% or PHP65 million representing its share in the net income in Nickel Corporation's operations.

Accounts Payable and accrued liabilities decreased by 6% mainly due to payment of trade payables and advances from buyers. *Current portion of long-term debt* increased slightly due to translation effect, net of leasing amortization. *Income tax payable* pertains to the minimum corporate income tax for the first quarter of 2021. *Leased Liability* pertains to the obligation recognized for office space, parking lot and other equipment under lease contracts.

Other current liabilities of Php1.818 billion represent the recognition of a non-cash financing activity pertaining to the financial guarantee by a shareholder on CCC's term loan.

Long-term debt (29% of total assets) slightly increased by 1% due to amortization of debt issue cost recognized in accordance with the use of the effective interest accounting. *Retirement benefits liability* pertains to provision of pension cost. *Liability for mine rehabilitation* composed of accretion of asset retirement obligation. *Deferred income tax liabilities* consist of the tax impact of temporary differences which are not taxable in the current year.

Movement in *Retained Earnings* of PHP420 million accounts for the net income for the period ended 31 March 2021. *Foreign currency translation reserve* relates to the impact of changes in foreign exchange rates.

Material Plans, Trends, Events or Uncertainties

None

Key Performance Indicators

The key performance indicators of the Group are shown below:

	31-Mar-21	31-Dec-20
Current/Liquidity Ratio		
Current Ratio	0.37:1	0.33:1
Solvency Ratios		
Debt-to-Equity	1.02:1	1.04:1
Debt-to-Assets	0.49:1	0.5:1
Asset-to-Equity	2.06:1	2.07:1
Interest Rate Coverage	2.52:1	1.59:1
Profitability Ratios		
Return on Equity	1.28%	0.36%
Return on Sales	12.16%	0.67%
Return on Assets (Fixed Assets)	1.22%	0.32%

a.	Current Ratio	Current Assets Current Liabilities
b.	Debt-to-Equity	Total Liabilities Total Stockholders' Equity Attributable to Equity Holders of Parent Company
c.	Debt-to-Assets	Total Liabilities Total Assets
d.	Asset-to-Equity	Total Assets Total Stockholders' Equity Attributable to Equity Holders of Parent Company
e.	Interest Rate Coverage	Earnings Before Income Tax Interest Expense
f.	Return on Equity	Net Income Attributable to Equity Holders of Parent Company as of the Quarter Average Total Stockholders' Equity Attributable to Equity Holders of Parent Company
g.	Return on Sales	Consolidated Net Income as of the Quarter Total Consolidated Net Revenues as of the Quarter
h.	Return on Assets (Fixed Assets)	Net Income Attributable to Equity Holders of Parent Average Fixed Assets-Net

B. Liquidity and Capital Resources

The Group's consolidated cash flow as of 31 March 2021 is summarized below:

(in PhP millions)	Amount
Net cash flow provided by operating activities	1,379
Net cash flows used in investing activities	(792)
Net cash flows provided by financing activities	(31)
Net decrease in cash and cash equivalents	1,005

The Group is not required to present a segment report.

Except as already reported herein, there is no material event occurring subsequent to the close of the first quarter of 2021 that should be disclosed in this report.

The Group has no significant seasonality or cyclicality in its business operations that will have a material effect on its financial condition or results of operations.

The Group is not aware of (i) any uncertainties, trends, events or seasonal aspects that will significantly influence its liquidity or financial condition or the results of its operations; (ii) any high-probability event that will trigger direct or contingent financial obligation that is material to the Group; or (iii) any material off-balance sheet transactions that occurred as of the first quarter of the year.

C. Financial Risk Management Objectives and Policies

The Group's main financial instruments are cash, short-term investments, investment in pooled funds, quoted equity instrument, investment in unit investment trust fund and refundable deposits under other noncurrent assets, bank loans, long-term debts and other interest-bearing liabilities, and derivatives. It has various other financial assets and liabilities such as receivables, and accounts payable, contract liabilities and accrued liabilities, which mainly arise from the Group's operations.

The main risks arising from the Group's financial instruments are market risk, credit risk, and liquidity risk. The BOD reviews and adopts relevant policies for managing each of these risks and these are summarized onto the succeeding paragraphs (All figures are in PHP thousands):

Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk, and other price risk, such as equity price risk and commodity risk. The value of a financial instrument may change as a result of changes in foreign currency exchange rates, interest rates, equity prices and other market changes.

Foreign currency risk

Foreign currency risk is that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Group has foreign currency risk arising from its cash in banks, short-term investments, receivables, bank loans, accounts payable, contract liabilities and accrued liabilities except, long-term debt and derivatives. To mitigate the risk of incurring foreign exchange losses, foreign currency holdings are matched against the potential need for foreign currency in financing equity investments and new projects. The Group also uses foreign currency forwards to hedge its risk exposures.

As at 31 March 2021 and 31 December 2020, foreign currency-denominated assets and liabilities are as follows:

		31-Mar-21			31-Dec-20	
		Original Currency	**Peso Equivalent**		Original Currency	Peso Equivalent
Assets						
Cash in banks	USD	**38,092**	**1,848,598**	USD	18,562	891,390
	JPY	**1,075**	**473**	JPY	10	5
	GBP	**139**	**9,298**	GBP	187	12,213
Short-term investments	USD	**5,553**	**269,498**	USD	5,549	266,481

Receivables	USD	**28,352**	**1,375,900**	USD	42,397	2,036,054
	JPY	**5**	**2**	JPY	5	2
	USD	**71,997**	**3,493,996**	USD	66,508	3,193,925
	GBP	**139**	**9,298**	GBP	187	12,213
	JPY	**1,080**	**475**	JPY	15	7
Liabilities	-			-		
Accounts payable and accrued expenses	USD	**18,918**	**918,108**	USD	24,093	1,157,032
	AUD	**522**	**19,288**	AUD	701	25,793
	EUR	**7**	**389**	EUR	314	18,497
Long-term debt	USD	**405,768**	**19,691,907**	USD	405,373	19,467,212
Bank Loans	USD	**130,000**	**6,308,900**	USD	130,000	6,242,990
	USD	**554,686**	**26,918,915**	USD	559,466	26,867,234
	JPY	**0**	**0**	JPY	0	0
	AUD	**522**	**19,288**	AUD	701	25,793
	EUR	**7**	**389**	EUR	314	18,497
Net liabilities	**USD**	**482,689**	**23,424,919**	USD	492,958	23,673,309
Net assets	**GBP**	**139**	**9,298**	GBP	187	12,213
Net liabilities	**AUD**	**522**	**19,288**	AUD	701	25,793
Net liabilities	**JPY**	**1,080**	**475**	JPY	-15	-7
Net liabilities	**EUR**	**7**	**389**	EUR	314	18,497

As at 31 March 2021 and 31 December 2020, foreign exchange closing rates used in converting foreign currency-denominated assets and liabilities are as follows:

Currency	31-Mar-2021	31-Dec-2020
US$	48.530	48.023
AU$	36.946	36.397
JP¥	0.440	0.463
EU€	56.918	58.690
GB£	66.663	64.623

There is no other impact on the Group's equity other than those already affecting the consolidated statement of comprehensive income.

Commodity Price Risk
The Group's copper concentrate revenues are based on international commodity quotations (i.e., primarily on the LME) over which the Group has no significant influence or control.

This exposes the Group's results of operations to commodity price volatilities that may significantly impact its cash inflows. The Group enters into derivative transactions as a means to mitigate the risk of fluctuations in the market prices of its mine products. An analysis is made based on the assumption that copper prices move using the implied volatility based on one year historical LME copper prices, with all other variables held constant.

Shown below is the Group's sensitivity to changes in the copper prices arising from its copper derivatives in 2021 and 2020 as follows:

31-Mar-21	
Change in Copper Prices	**Effect on Income before Income Tax**
Increase by 5%	PHP 124,921

Decrease by 5%	PHP(124,921)

31-Dec-2020	
Change in Copper Prices	**Effect on Income before Income Tax**
Increase by 5%	PHP 72,216
Decrease by 5%	PHP(72,216)

The sensitivity analyses are performed for risk management purposes and do not represent a prediction or forecasting of Carmen Copper's future income.

Equity Price Risk
Equity price risk is the risk that the value of a financial instrument will fluctuate because of changes in market prices. The Group is exposed to equity price risk because of its investment in shares of stock of an entity listed in the local stock exchange, and its investment in unit investment trust fund, which are classified as financial asset at fair value through profit or loss. Management believes that the fluctuation in the fair value of financial asset at fair value through profit or loss and investment in pooled funds will not have a significant effect on the consolidated financial statements, and as such, did not present a sensitivity analysis.
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Credit risk
Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily receivables) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments.

Credit risk from balances with banks and financial institutions is managed by the Group in accordance with its policies. Credit risk is mitigated by the short-term and/or liquid nature of its cash investments placed with approved financial institutions of high credit standing. The expected credit loss on the Group's cash in banks and short-term investments is calculated using the general approach.

Customer credit risk is managed by the Group's policy, procedures, and control relating to customer credit risk management. The Group trades only with recognised creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures, short-term liquidity and financial position. In addition, outstanding trade receivable balances are regularly monitored on an ongoing basis, with the result that the Group's exposure to credit-impaired balances and bad debts is not significant. The Group's trade receivables are not subject to the recognition of expected credit loss since these are measured at fair value through profit or loss

With respect to credit risk arising from the other financial assets of the Group, which comprise investment in pooled funds, quoted equity instrument, and investment in unit investment trust fund and refundable deposits under other noncurrent assets, the Group's exposure to credit risk arises from default of the counterparty, with a maximum exposure equal to the carrying amount of these instruments. The Group limits its counterparty credit risk on these assets by dealing only with financial institutions with high credit ratings. The expected credit loss on the other financial assets of the Group measured at amortized cost is computed using the general approach.

The following table summarizes the gross maximum exposure to credit risk for the components of the consolidated statements of financial position. The maximum exposure is shown gross, before the effect of any allowance for impairment.

	31-Mar-21	31-Dec-20
Cash and cash equivalents		
Cash in banks	**2,202,781**	1,190,654
Short-term investments	**269,498**	266,481
Receivables		-
Trade	**55,029**	594,127
Nontrade	**104,274**	194,970
Interest	**28**	38

Advances to		-
Related parties	**17,830**	17,830
Advances to Officers and employees	**11,947**	8,739
Other current asset		-
Investment in pooled funds	**229,162**	143,659
Other noncurrent assets		-
Investment in unit investment trust fund	**27,285**	26,972
Refundable security deposits	**3,102**	3,113
	2,920,936	**2,446,582**

Credit quality per class of financial assets
The table below shows the credit quality by class of assets for the Group's financial asset based on credit rating system:

31 March 2021

	Neither Past due nor impaired High Grade	**Past Due But Not Impaired**	**Impaired**	**Total**
Cash and cash equivalents				
Cash in banks	2,202,781			2,202,781
Short-term investments	269,498			269,498
Receivables				
Trade	55,029			55,029
Nontrade		30,501	73,773	104,274
Interest	28			28
Advances to				
Related parties		17,830		17,830
Officers and employees		11,947		11,947
Other current asset				
Investment in pooled funds	229,162			229,162
Other noncurrent assets				
Investment in unit investment trust fund	27,285			27,285
Refundable security deposits	3,102			3,102
	2,786,885	**60,278**	**73,773**	**2,920,936**

31 December 2020

	Neither Past due nor impaired High Grade	**Past Due But Not Impaired**	**Impaired**	**Total**
Cash and cash equivalents				
Cash in banks	1,190,654			1,190,654
Short-term investments	266,481			266,481
Receivables				0
Trade	594,127			594,127
Nontrade		121,579	73,391	194,970
Interest	38			38
Advances to				0
Related parties		17,830		17,830
Officers and employees		8,739		8,739
Other current asset				
Investment in pooled funds	143,659			143,659
Other noncurrent assets				
Investment in unit investment	26,971			26,972

trust fund				
Refundable security deposits	3,113			3,113
	2,225,043	**148,148**	**73,391**	**2,446,582**

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

- Cash in banks, short-term investments and related interest receivables are assessed as high-grade since these are deposited in reputable banks, which have a low probability of insolvency.
- Trade receivables, which pertain mainly to receivables from sale of copper concentrate, are assessed as high-grade. These are assessed based on past collection experience of full settlement within two months after invoice date with no history of default.
- Nontrade receivables, which mainly pertain to receivables from the settlement of commodity swap transactions, and other billings not related to main operations, consist of past due but not impaired and impaired accounts.
- Advances to related parties are assessed as past due but not impaired since the Group still expects to collect the balance from its related parties.
- Advances to officers and employees, which pertain mainly to advances subject to payroll deduction, consist of both past due but not impaired, and impaired accounts.
- Investment in pooled funds is assessed as high grade since this is investment in a diversified market which have low probability of insolvency.
- Quoted equity instrument is assessed as impaired since the Group no longer expects future benefits from the said equity instrument.
- Investment in unit investment trust fund is assessed as high grade since this is deposited in a reputable bank.
- Refundable deposits are assessed as high grade since these are still expected to be received after the completion/performance of the Group's contracts with various counterparties.

The above high grade credit quality financial assets pertain to financial assets with insignificant risk of default based on historical experience.

Liquidity Risk

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

The tables below of the Group, as well as financial assets considered by management as part of its liquidity risk management based on remaining undiscounted contractual obligations:

31 March 2021

	On demand	Within one year	1 to < 3 years	> 3 years	Total
Cash and cash equivalents					
Cash in banks	2,202,781				2,202,781
Cash on hand	7,528				7,528
Short-term investments		269,498			269,498
Receivables					-
Trade		55,029			55,029
Nontrade	104,274				104,274
Interest		28			28
Advances to					-
Related parties	17,830				17,830
Officers and employees	11,947				11,947
Other current asset					
Investment in pooled funds		229,162			229,162
Other noncurrent assets					-
Investment in unit investment trust fund				27,285	27,285
Refundable security deposits				3,102	3,102
	2,344,360	**553,717**	**-**	**30,387**	**2,928,464**
Financial liabilities:					
Accounts payable and accrued liabilities**		2,468,437			2,468,437
Bank loans		6,308,900			6,308,900
Other current liability		1,817,870			1,817,870
Long-term debt and other interest-bearing liabilities		146,808	134,272	19,690,621	19,971,702
Lease Liability		197,419	-		197
	-	**10,939,434**	**134,272**	**19,690,621**	**30,567,106**
	2,344,360	**(10,385,717)**	**(134,272)**	**(19,660,234)**	**(27,638,642)**

*** Excluding Government Payables*

31 December 2020

	On demand	Within one year	1 to < 3 years	> 3 years	Total
Cash and cash equivalents					
Cash in banks	1,190,654				1,190,654
Cash on hand	14,507				14,507
Short-term investments		266,481			266,481
Receivables					
Trade		594,127			594,127
Nontrade	194,970				194,970
Interest		38			38
Advances to					
Related parties	17,830				17,830
Officers and employees	8,739				8,739
Other current asset					
Investment in pooled funds		143,659			143,659
Other noncurrent assets					
Investment in unit investment trust fund				26,972	26,972
Refundable security deposits				3,113	3,113
	1,426,700	**1,004,305**		**30,085**	**2,461,090**
Financial liabilities:					
Accounts payable and accrued		2,699,329			2,699,329
Bank loans		6,242,990			6,242,990
Other current liability		1,798,878			1,798,878
Long-term debt and other		194,445	134,252	19,467,212	19,795,909
Derivative liability		59,308			59,308
Lease liability		782			782
		10,995,732	**134,252**	**19,467,212**	**30,597,196**
	1,426,700	**(9,991,427)**	**(134,252)**	**(19,437,127)**	**(28,136,106)**

Financial instruments
The following table shows the carrying amounts and fair value of the Group's financial instruments other than those with carrying amounts that are reasonable approximations of fair values:

	31-Mar-21	31-Dec-20	31-Mar-21	31-Dec-20
Other Financial Liabilities				
Long-term debt and other interest-bearing liabilities:				
BDO	**13,848,573**	13,686,677	**14,073,700**	13,926,670
SMIC	**5,257,838**	5,204,104	**5,257,838**	5,204,104
APHC	**281,139**	326,945	**282,276**	330,035
BDO Leasing	**468,633**	463,843	**468,633**	463,843
Alakor Corporation	**115,520**	114,340	**115,520**	114,340
	19,971,703	19,795,909	**20,197,967**	20,038,992

The carrying amounts of cash in banks, short-term investments and interest receivables approximate their fair value due to the relatively short-term maturities of these financial instruments.

Trade receivables are measured at fair value. Subsequent movements on provisionally priced trade receivables are being recognized in fair value gain/loss in the consolidated statement of comprehensive income. The fair value of provisionally priced trade receivables is determined by obtaining future prices of copper and gold and applying the projected prices to the outstanding trade receivables. The fair value of investment in pooled funds is determined by referencing the fund's portfolio with the fair value of other similar funds. The fair value of quoted equity instrument is determined by reference to market bid quotes at the end of the reporting period and is carried at fair value. The fair value of the investment in unit investment trust fund is determined by the movements of its net asset value per unit, which is computed as the total market value of the assets, less fees, taxes, and other qualified expenses divided by total outstanding units.

The carrying amounts of accounts payable, contract liabilities and accrued liabilities excluding government payables, other current liability and bank loans approximate their fair values due to the relatively short-term maturities of these financial instruments.

Fair value of long-term debt and other interest-bearing liabilities is estimated using the discounted cash flow methodology using the benchmark risk-free rates for similar types of long-term debt and other interest-bearing liabilities.

The Group uses the following hierarchy in determining and disclosing the fair value by valuation technique:

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

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

31 March 2021

	Level 1	Level 2	Level 3	Total
Assets measured at fair value:				
Trade receivables		55,029		55,029
Investment in pooled funds	229,162			229,162

Investment in unit investment trust fund	27,285			27,285
Total	**256,447**	**55,029**		**311,476**
Liability for which fair values are disclosed:				
Long-term debt and other interest-bearing liabilities			(20,197,967)	(20,197,967)
Total			**(20,197,967)**	**(20,197,967)**

31 December 2020

	Level 1	Level 2	Level 3	Total
Assets measured at fair value:				
Trade receivables		594,127		594,127
Investment in pooled funds	143,659			143,659
Investment in unit investment trust fund	26,972			26,972
Quoted equity instrument	-			-
Total	**170,630**	**594,127**		**764,757**
Liability for which fair values are disclosed:				
Long-term debt and other interest-bearing liabilities			(20,038,992)	(20,038,992)
Total	**-**	**-**	**(20,038,992)**	**(20,038,992)**

There were no transfers between levels of fair value measurement as of 31 March 2021 and 31 December 2020.

D. Accounting Policies and Disclosures

Basis of Preparation
The consolidated financial statements have been prepared on a historical cost basis, except for certain parcels of land, which are carried at revalued amounts, trade receivables, derivatives, investment in pooled funds, quoted equity instrument, and investment in unit investment trust fund which have been measured at fair value. The consolidated financial statements are presented in Philippine Peso, which is the presentation currency under Philippine Financial Reporting Standards (PFRSs). Based on the economic substance of the underlying circumstances relevant to Atlas Consolidated Mining and Development Corporation and Subsidiaries (collectively, the Group), the functional currencies of the Parent Company and its associates and subsidiaries is the Philippine Peso, except for CCC whose functional currency is the US$. All values are rounded to the nearest thousands (₱000), except when otherwise indicated.

Changes in Accounting Policies
The accounting policies adopted are consistent with those of the previous financial year, except that the Group has adopted the following new accounting pronouncements starting January 1, 2020. Adoption of these pronouncements did not have any significant impact on the Group's financial position or performance, unless otherwise stated.

- Amendments to PFRS 3, *Business Combinations, Definition of a Business*

The amendments to PFRS 3 clarifies that to be considered a business, an integrated set of activities and assets must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create output.

Furthermore, it clarifies that a business can exist without including all of the inputs and processes needed to create outputs. These amendments may impact future periods should the Group enter into any business combinations.

- Amendments to PFRS 7, *Financial Instruments: Disclosures* and PFRS 9, *Financial Instruments*, *Interest Rate Benchmark Reform*

  The amendments to PFRS 9 provide a number of reliefs, which apply to all hedging relationships that are directly affected by the interest rate benchmark reform. A hedging relationship is affected if the reform gives rise to uncertainties about the timing and or amount of benchmark-based cash flows of the hedged item or the hedging instrument.

- Amendments to PAS 1, *Presentation of Financial Statements*, and PAS 8, *Accounting Policies, Changes in Accounting Estimates and Errors, Definition of Material*

  The amendments provide a new definition of material that states "information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements, which provide financial information about a specific reporting entity."

  The amendments clarify that materiality will depend on the nature or magnitude of information, either individually or in combination with other information, in the context of the financial statements. A misstatement of information is material if it could reasonably be expected to influence decisions made by the primary users.

- Conceptual Framework for Financial Reporting issued on March 29, 2018

  The Conceptual Framework is not a standard, and none of the concepts contained therein override the concepts or requirements in any standard. The purpose of the Conceptual Framework is to assist the standard-setters in developing standards, to help preparers develop consistent accounting policies where there is no applicable standard in place and to assist all parties to understand and interpret the standards.

  The revised Conceptual Framework includes new concepts, provides updated definitions and recognition criteria for assets and liabilities and clarifies some important concepts.

- Amendments to PFRS 16, *COVID-19-related Rent Concessions*

  The amendments provide relief to lessees from applying the PFRS 16 requirement on lease modifications to rent concessions arising as a direct consequence of the COVID-19 pandemic. A lessee may elect not to assess whether a rent concession from a lessor is a lease modification if it meets all of the following criteria:
  - The rent concession is a direct consequence of COVID-19;
  - The change in lease payments results in a revised lease consideration that is substantially the same as, or less than, the lease consideration immediately preceding the change;
  - Any reduction in lease payments affects only payments originally due on or before June 30, 2021; and
  - There is no substantive change to other terms and conditions of the lease.

  A lessee that applies this practical expedient will account for any change in lease payments resulting from the COVID-19 related rent concession in the same way it would account for a change that is not a lease modification, i.e., as a variable lease payment.
  The amendments are effective for annual reporting periods beginning on or after June 1, 2020. Early adoption is permitted.

The Group adopted the amendments beginning January 1, 2020. Based on the Group's assessment, the amendments to PFRS 16 did not have a significant impact on the Group's financial position, performance and disclosures.

Effective beginning on or after January 1, 2021

- Amendments to PFRS 9, PFRS 7, PFRS 4 and PFRS 16, *Interest Rate Benchmark Reform – Phase 2*

  The amendments provide the following temporary reliefs which address the financial reporting effects when an interbank offered rate (IBOR) is replaced with an alternative nearly risk-free interest rate (RFR):
  - Practical expedient for changes in the basis for determining the contractual cash flows as a result of IBOR reform
  - Relief from discontinuing hedging relationships
  - Relief from the separately identifiable requirement when an RFR instrument is designated as a hedge of a risk component

  The Group shall also disclose information about:
  - The about the nature and extent of risks to which the entity is exposed arising from financial instruments subject to IBOR reform, and how the entity manages those risks; and
  - Their progress in completing the transition to alternative benchmark rates, and how the entity is managing that transition

  The amendments are effective for annual reporting periods beginning on or after January 1, 2021 and apply retrospectively, however, the Group is not required to restate prior periods.

<u>Standard Issued but not yet Effective</u>
Pronouncements issued but not yet effective are listed below. Unless otherwise indicated, the Group company does not expect that the future adoption of the said pronouncements to have a significant impact on its financial statements. The Group intends to adopt the following pronouncements when these become effective.

Effective beginning on or after January 1, 2022

- Amendments to PFRS 3, *Reference to the Conceptual Framework*

  The amendments are intended to replace a reference to the Framework for the Preparation and Presentation of Financial Statements, issued in 1989, with a reference to the Conceptual Framework for Financial Reporting issued in March 2018 without significantly changing its requirements. The amendments added an exception to the recognition principle of PFRS 3, *Business Combinations* to avoid the issue of potential 'day 2'gains or losses arising for liabilities and contingent liabilities that would be within the scope of PAS 37, *Provisions, Contingent Liabilities and Contingent Assets* or Philippine-IFRIC 21, *Levies*, if incurred separately.
  At the same time, the amendments add a new paragraph to PFRS 3 to clarify that contingent assets do not qualify for recognition at the acquisition date.

  The amendments are effective for annual reporting periods beginning on or after January 1, 2022 and apply prospectively.

- Amendments to PAS 16, *Plant and Equipment: Proceeds before Intended Use*
  The amendments prohibit entities deducting from the cost of an item of property, plant and equipment, any proceeds from selling items produced while bringing that asset to the location and condition necessary for it to be capable of operating in the manner intended by

management. Instead, an entity recognizes the proceeds from selling such items, and the costs of producing those items, in profit or loss.
The amendment is effective for annual reporting periods beginning on or after January 1, 2022 and must be applied retrospectively to items of property, plant and equipment made available for use on or after the beginning of the earliest period presented when the entity first applies the amendment.

The amendments are not expected to have a material impact on the Group.

- Amendments to PAS 37, *Onerous Contracts – Costs of Fulfilling a Contract*

  The amendments specify which costs an entity needs to include when assessing whether a contract is onerous or loss-making. The amendments apply a “directly related cost approach”. The costs that relate directly to a contract to provide goods or services include both incremental costs and an allocation of costs directly related to contract activities. General and administrative costs do not relate directly to a contract and are excluded unless they are explicitly chargeable to the counterparty under the contract.

  The amendments are effective for annual reporting periods beginning on or after January 1, 2022. The Group will apply these amendments to contracts for which it has not yet fulfilled all its obligations at the beginning of the annual reporting period in which it first applies the amendments.

  Annual Improvements to PFRSs 2018-2020 Cycle

  - Amendments to PFRS 1, *First-time Adoption of Philippines Financial Reporting Standards, Subsidiary as a first-time adopter*

    The amendment permits a subsidiary that elects to apply paragraph D16(a) of PFRS 1 to measure cumulative translation differences using the amounts reported by the parent, based on the parent’s date of transition to PFRS. This amendment is also applied to an associate or joint venture that elects to apply paragraph D16(a) of PFRS 1.
    The amendment is effective for annual reporting periods beginning on or after January 1, 2022 with earlier adoption permitted. The amendments are not expected to have a material impact on the Group.

  - Amendments to PFRS 9, *Financial Instruments*, *Fees in the ’10 per cent’ test for derecognition of financial liabilities*

    The amendment clarifies the fees that an entity includes when assessing whether the terms of a new or modified financial liability are substantially different from the terms of the original financial liability.

    These fees include only those paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other’s behalf. An entity applies the amendment to financial liabilities that are modified or exchanged on or after the beginning of the annual reporting period in which the entity first applies the amendment.

    The amendment is effective for annual reporting periods beginning on or after January 1, 2022 with earlier adoption permitted. The Group will apply the amendments to financial liabilities that are modified or exchanged on or after the beginning of the annual reporting period in which the entity first applies the amendment. The amendments are not expected to have a material impact on the Group.

  - Amendments to PAS 41, *Agriculture, Taxation in fair value measurements*

    The amendment removes the requirement in paragraph 22 of PAS 41 that entities exclude cash flows for taxation when measuring the fair value of assets within the scope of PAS 41.

An entity applies the amendment prospectively to fair value measurements on or after the beginning of the first annual reporting period beginning on or after January 1, 2022 with earlier adoption permitted. The amendments are not expected to have a material impact on the Group.

Effective beginning on or after January 1, 2023

- Amendments to PAS 1*, Classification of Liabilities as Current or Non-current*

  The amendments clarify paragraphs 69 to 76 of PAS 1, *Presentation of Financial Statements*, to specify the requirements for classifying liabilities as current or non-current. The amendments clarify:
  - What is meant by a right to defer settlement
  - That a right to defer must exist at the end of the reporting period
  - That classification is unaffected by the likelihood that an entity will exercise its deferral right
  - That only if an embedded derivative in a convertible liability is itself an equity instrument would the terms of a liability not impact its classification

  The amendments are effective for annual reporting periods beginning on or after January 1, 2023 and must be applied retrospectively.

- PFRS 17, *Insurance Contracts*

  PFRS 17 is a comprehensive new accounting standard for insurance contracts covering recognition and measurement, presentation and disclosure. Once effective, PFRS 17 will replace PFRS 4, *Insurance Contracts*. This new standard on insurance contracts applies to all types of insurance contracts (i.e., life, non-life, direct insurance and re-insurance), regardless of the type of entities that issue them, as well as to certain guarantees and financial instruments with discretionary participation features. A few scope exceptions will apply.

  The overall objective of PFRS 17 is to provide an accounting model for insurance contracts that is more useful and consistent for insurers. In contrast to the requirements in PFRS 4, which are largely based on grandfathering previous local accounting policies, PFRS 17 provides a comprehensive model for insurance contracts, covering all relevant accounting aspects.
  The core of PFRS 17 is the general model, supplemented by:
  - A specific adaptation for contracts with direct participation features (the variable fee approach)
  - A simplified approach (the premium allocation approach) mainly for short-duration contracts

  PFRS 17 is effective for reporting periods beginning on or after January 1, 2023, with comparative figures required. Early application is permitted.

  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*

  The amendments address the conflict between PFRS 10 and PAS 28 in dealing with the loss of control of a subsidiary that is sold or contributed to an associate or joint venture. The amendments clarify that a full gain or loss is recognized when a transfer to an associate or joint venture involves a business as defined in PFRS 3. Any gain or loss resulting from the sale or contribution of assets that does not constitute a business, however, is recognized only to the extent of unrelated investors' interests in the associate or joint venture.

  On January 13, 2016, the Financial Reporting Standards Council deferred the original effective date of January 1, 2016 of the said amendments until the International Accounting Standards Board completes its broader review of the research project on equity accounting that may result in the simplification of accounting for such transactions and of other aspects of accounting for associates and joint ventures.

PART II – OTHER INFORMATION

None

SIGNATURES

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

ATLAS CONSOLIDATED MINING AND DEVELOPMENT CORPORATION
Issuer

ADRIAN PAULINO S. RAMOS President	**FERNANDO A. RIMANDO** Vice President/Chief Finance Officer

Signed this 11th *day of May 2021*

ATLAS CONSOLIDATED MINING AND DEVELOPMENT CORPORATION AND SUBSIDIARIES
UNAUDITED CONSOLIDATED BALANCE SHEETS
AS OF MARCH 2021
(Pesos in Thousands, Except Par Value)

	Unaudited March 2021	Audited December 2020
ASSETS		
Current Assets		
Cash and cash equivalents	2,210,310	1,205,161
Short-term investments	269,498	266,481
Receivable - net	115,335	744,617
Inventories - net	1,056,703	1,146,832
Prepayments and other current assets	454,614	345,951
Total Current Assets	**4,106,460**	**3,709,042**
Noncurrent Assets		
Intangible assets, net	26,562,685	26,584,347
Property, plant and equipment - net	34,650,408	34,453,313
Deferred tax assets	805,780	832,144
Other noncurrent assets	1,595,632	1,570,026
Investment in associate	302,990	237,525
Total Noncurrent Assets	**63,917,495**	**63,677,355**
TOTAL ASSETS	**68,023,955**	**67,386,397**
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities		
Accounts payable and accrued liabilities	2,652,724	2,823,024
Current portion of long-term debt	6,455,738	6,437,435
Income tax payable	27,049	-
Derivative liabilities	-	59,308
Lease Liability- Current	197	782
Other Current Liabilities	1,817,870	1,798,878
Total Current Liabilities	**10,953,578**	**11,119,427**
Noncurrent Liabilities		
Long-term debt – net of current portion	19,824,864	19,601,464
Retirement benefits liability	561,887	554,290
Liability for mine rehabilitation	75,453	74,187
Deferred income tax liabilities	2,407,328	2,413,801
Total Noncurrent Liabilities	**22,869,532**	**22,643,742**
Total Liabilities	**33,823,110**	**33,763,169**
Stockholders' Equity		
Capital stock	3,559,533	3,559,533
Additional paid in capital	19,650,936	19,650,936
Subscription Receivable	(4,841,801)	(4,841,801)
Revaluation increment in land	298,869	298,869
Remeasurement gain on retirement	53,438	53,438
Foreign currency translation reserve	1,252,326	1,094,906
Retained earnings	14,250,812	13,830,614
Attributable to equity holders of the Parent Company	34,224,113	33,646,495
Minority interests		
Treasury Shares	(23,267)	(23,267)
Total Stockholders' Equity	**34,200,846**	**33,623,228**
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	**68,023,956**	**67,386,397**

ATLAS CONSOLIDATED MINING AND DEVELOPMENT CORPORATION AND SUBSIDIARIES
UNAUDITED CONSOLIDATED STATEMENTS OF INCOME
FOR THE PERIOD ENDED MARCH 2021 and 2020
(Pesos in Thousands, Except Per Share Amounts)

	For the Three Months Ended	
	31 March 2021	31 March 2020
REVENUES		
Copper	3,155,601	3,256,964
Gold	421,154	783,143
Silver	(426)	-
	3,576,329	**4,040,107**
Marketing charges	(121,444)	(225,178)
	3,454,885	**3,814,929**
COSTS AND OPERATING EXPENSES		
Cost of sales	(2,181,240)	(2,743,902)
Operating expenses	(415,977)	(405,315)
Depletion of mining rights	(21,662)	(55,615)
	(2,618,879)	**(3,204,832)**
INCOME (LOSS) FROM OPERATIONS	**836,006**	**610,097**
OTHER INCOME (CHARGES)		
Share in net income from associates	65,466	23,398
Finance charges	(313,131)	(542,122)
Unrealized foreign exchange gain (loss)-net	(43,234)	(5,466)
Mark to Market gain/(loss) on Derivatives - Net	(120,160)	(4,483)
Interest income	704	8,666
Other income (charges) - net	49,967	(11,332)
	(360,388)	**(531,339)**
INCOME (LOSS) BEFORE INCOME TAX	**475,618**	**78,758**
BENEFIT FROM (PROVISION FOR) INCOME TAX		
Current	(26,916)	(73,609)
Deferred	(28,502)	(41,907)
NET INCOME (LOSS)	**420,200**	**(36,758)**
Net income (loss) attributable to:		
Equity holders of the parent	**420,200**	**(36,758)**
Minority interests	-	-
	420,200	**(36,758)**
DILUTED EARNINGS PER SHARE ATTRIBUTABLE TO PARENT COMPANY	**0.118**	**(0.010)**
* Based on weighted average number of common shares outstanding	**3,557,553**	**3,557,553**

ATLAS CONSOLIDATED MINING AND DEVELOPMENT CORPORATION AND SUBSIDIARIES
UNAUDITED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE PERIOD ENDED 31 MARCH 2021 and 2020
(Pesos in Thousands)

	Capital Stock	Additional Paid -in Capital	Subscription Receivable	Revaluation Increment on Land	Remeasurement gain (loss) on Retirement Plan	Cumulative Translation Adjustments	Retained Earnings	Total	Treasury shares held by a Subsidiary	Total
Balance at January 1, 2020	3,559,533	19,650,936	(4,841,801)	298,869	94,069	1,903,902	13,712,923	34,378,431	(23,267)	34,355,164
Net Income	-	-	-	-	-	-	(36,758)	(36,758)	-	(36,758)
Cumulative translation adjustment	-	-	-	-	-	14,603	-	14,603	-	14,603
Balance at March 31, 2020	**3,559,533**	**19,650,936**	**(4,841,801)**	**298,869**	**94,069**	**1,918,505**	**13,676,165**	**34,356,276**	**(23,267)**	**34,333,009**
Balance at January 1, 2021	3,559,533	19,650,936	(4,841,801)	298,869	53,438	1,094,906	13,830,613	33,646,494	(23,267)	33,623,227
Net Income	-	-	-	-	-	-	420,200	420,200	-	420,200
Cumulative translation adjustment	-	-	-	-	-	157,420	-	157,420	-	157,420
Balance at March 31, 2021	**3,559,533**	**19,650,936**	**(4,841,801)**	**298,869**	**53,438**	**1,252,326**	**14,250,813**	**34,224,114**	**(23,267)**	**34,200,847**

ATLAS CONSOLIDATED MINING AND DEVELOPMENT CORPORATION AND SUBSIDIARIES
UNAUDITED CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE PERIOD ENDED 31 MARCH 2021 and 2020
(Pesos in Thousands)

	For the Three Months Ended	
	3/31/2021	**3/31/2020**
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before income tax	**475,617**	78,759
Adjustments for:		
Depreciation and depletion	**775,661**	988,185
Finance charges	**313,131**	-
Realized mark-to-market gain (loss) on derivative assets (liabil	**(59,308)**	-
Unrealized foreign exchange losses (gains) - net	**43,234**	5,860
Share in net income from associates	**(65,466)**	(23,398)
Unrealized losses (gains) on AFS	**7,596**	-
Interest income	**(704)**	(8,666)
Marked to market gains (losses)-unrealized	**(205)**	-
Operating income before working capital changes	**1,489,556**	1,040,740
Current and Deferred Tax	**-**	(115,516)
Interest expense	**-**	542,122
Provision for mine rehabilitation	**1,265**	256
Retirement benefit cost	**-**	3,809
Decrease (increase) in:		
Receivable - net	**466,876**	805,498
Inventories - net	**29,570**	71,174
Prepayments and other current assets	**(110,173)**	38,388
Other Non Current Assets	**(54,455)**	23
Increase (decrease) in:		
Accounts payable and accrued liabilities	**(151,377)**	(20,684)
Deferred tax liabilities	**(6,473)**	(16,685)
Cash from operations	**1,664,789**	2,349,125
Interest paid	**(287,023)**	(742,660)
Income taxes paid	**134**	-
Interest received	**714**	8,379
Net cash provided by (used in) operating activities	**1,378,614**	1,614,844
CASH FLOWS FROM INVESTING ACTIVITIES		
Decrease (increase) in:		
Short-term investments	**(1,905)**	(97)
Dividends received	**100,800**	-
Additions to property, plant and equipment	**(891,052)**	(723,574)
Net cash used in investing activities	**(792,157)**	(723,671)
CASH FLOWS FROM FINANCING ACTIVITIES		
Loans proceeds (payment)	**(30,666)**	49,343
Net cash provided by financing activities	**(30,666)**	49,343
EFFECT OF EXCHANGE RATE CHANGES	**449,358**	43,306
NET INCREASE (DECREASE) IN CASH	**1,005,149**	983,822
CASH AND CASH EQUIVALENTS AT 1 JANUARY	**1,205,161**	1,580,927
CASH AND CASH EQUIVALENTS AT 31 MARCH	**2,210,310**	2,564,749

ATLAS CONSOLIDATED MINING AND DEVELOPMENT CORPORATION AND SUBSIDIARIES

UNAUDITED CONSOLIDATED AGING SCHEDULE OF ACCOUNTS RECEIVABLE
FOR THE PERIOD ENDED 31 MARCH 2021
(Pesos in Thousands)

Type of Accounts Receivable	**Total**	**Current**	**31 - 90 Days**	**91 - 120 Days**	**Over 121 Days**
Trade Receivable					
Various trade receivable	55,029	0	27,853	27,176	0
Non-Trade Receivables					
Deposits and advances	0	-	-	-	0
Scrap	0	-	-	-	0
With court cases	13,254	-	-	-	13,254
Others	118,151	22,813	4,276	4,156	86,906
Allowance for Doubtful Accounts	(71,099)	0	0	0	(71,099)
Accounts Receivable - Net	**115,335**	**22,813**	**32,129**	**31,331**	**29,062**

Type of Receivable	Nature/Description of Receivable	Collection Period
Various trade receivable	Sale of copper concentrates, gold, magnetite, and nickel	
Deposits & Advances	Deposits on rentals	
Scrap	Sale of excess and scrap materials	
With Court Cases	Various claims	
Others	Non-trade receivables, advances to employees and others	
Normal Operating Cycle	Calendar year	