Century Peak Metals Holdings Corporation *and* Subsidiaries

Interim Consolidated Financial Statements As at March 31, 2017 (Unaudited) and December 31, 2016 (Audited) and for the Three Months Ended March 31, 2017 and 2016 (Unaudited)

# **COVER SHEET**

| SEC | Registration | Number |
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CS20032496

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14F Equitable Tower, 8751 Paseo De Roxas, Salcedo Village Makati 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 shall not excuse the corporation from liability for its deficiencies.

## 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 2017
- 2. Commission identification number CS200324966
- 3. BIR Tax Identification No 228-423-401-000
- CENTURY PEAK METALS HOLDINGS CORPORATION Exact name of issuer as specified in its charter
- 5. Province, country or other jurisdiction of incorporation or organization Manila, Philippines
- 6. Industry Classification Code: (SEC Use Only)
- 7. <u>14F Equitable Bank Tower, 8751 Paseo De Roxas, Salcedo Village, Makati City</u> Address of issuer's principal office <u>1226</u> Postal Code
- 8. Issuer's telephone number, including area code: +63-2-856-0999
- Not Applicable Former name, former address and former fiscal year, if changed since last report
- 10. Securities registered pursuant to Sections 8 and 12 of the Code, or Sections 4 and 8 of the RSA

Title of each Class

Number of shares of common stock outstanding and amount of debt outstanding

2,820,330,450

#### Common

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

Yes [✓] No []

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

#### Philippine Stock Exchange(PSE)

Common Stock

12. Indicate by check mark whether the registrant:

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

Yes [1] No [] Report: 17-Q

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

Yes [√] No []

MAY 18 2017 By \* RECRIVED SUBJECT TO REV. V OF SORM AND CONTRETS

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# PART I - FINANCIAL INFORMATION

# Item 1. Financial Statements

The interim consolidated financial statements as at March 31, 2017 (Unaudited) and December 31, 2016 (Audited) and for the three months ended March 31, 2017 and 2016 and the related notes to consolidated financial statements of Century Peak Metals Holdings Corporation and Subsidiaries (collectively referred to as "the Group") are filed as part of this Form 17-Q on pages 2 to 30.

For purposes of segment reporting, the Group has no other reportable segment other than mining and conversion of mineral resources.

There are no other material events subsequent to the end of this interim period that had not been reflected in the unaudited consolidated financial statements filed as part of this report.

# CENTURY PEAK METALS HOLDINGS CORPORATION AND SUBSIDIARIES INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

|   | Note                             | March 31,<br>2017<br>(Unaudited)  | December 31<br>2016<br>(Audited)   |
|---|----------------------------------|---|--|
| ASSETS  | 11010                            | (Unauditeu)   | (Audited)  |
| Current Assets  |                                  |   |  |
| Cash  |                                  | BC 277 (43  | D 49 055 022   |
| Inventories   | 4                                | P6,377,642  | P48,955,032  |
| Other current assets  | 5                                | 92,345,414  | 63,685,163<br>50,066,949   |
| Total Current Assets  | 5                                | <u>48,634,403</u><br>147,357,459  | 162,707,144  |
| Noncurrent Assets   |                                  |   |  |
| Investment properties   | 6                                | 31 205 5(0  | 01 005 7(0   |
| Property and equipment – net  | 0<br>7                           | 21,385,768  | 21,385,768   |
| Explored mineral resources – net  | 8                                | 930,633,562   | 952,521,555  |
| Deferred exploration cost   | 9                                | 1,737,031,899   | 1,737,031,899  |
| Deferred tax assets   | 9                                | 90,386,620  | 62,329,678   |
| Other noncurrent assets   | 10                               | 3,785,949   | 3,785,949  |
| Total Noncurrent Assets   | 10                               | <u>93,446,324</u><br>2,876,670,122  | 90,079,831   |
|   | de <sup>n</sup> sondaren euro-o- |   | 2,867,134,680  |
| I LADII ITIES AND FOURTY  |                                  | P3,024,027,581  | P3,029,841,824   |
| LIABILITIES AND EQUITY<br>Current Liabilities   |                                  | P3,024,027,581  | P3,029,841,824   |
| Current Liabilities<br>Accounts payable and other current liabilities   | 11                               |   |  |
| Current Liabilities<br>Accounts payable and other current liabilities<br>Due to related parties   | 11<br>13                         | P109,489,966  | P92,138,870  |
| <b>Current Liabilities</b><br>Accounts payable and other current liabilities<br>Due to related parties<br>Income tax payable  |                                  |   | <b>P92,138,87</b> 0<br>127,198,096   |
| <b>Current Liabilities</b><br>Accounts payable and other current liabilities<br>Due to related parties  |                                  | P109,489,966  | P92,138,870  |
| Current Liabilities<br>Accounts payable and other current liabilities<br>Due to related parties<br>Income tax payable<br>Total Current Liabilities<br>Noncurrent Liability  |                                  | P109,489,966<br>142,720,980   | P92,138,870<br>127,198,096<br>8,592,605  |
| Current Liabilities<br>Accounts payable and other current liabilities<br>Due to related parties<br>Income tax payable<br>Total Current Liabilities<br>Noncurrent Liability<br>Provision for site rehabilitation costs   |                                  | P109,489,966<br>142,720,980   | P92,138,870<br>127,198,096<br>8,592,605<br>227,929,571   |
| Current Liabilities<br>Accounts payable and other current liabilities<br>Due to related parties<br>Income tax payable<br>Total Current Liabilities<br>Noncurrent Liability  | 13                               | P109,489,966<br>142,720,980<br>   | P92,138,870<br>127,198,096<br>8,592,605  |
| Current Liabilities<br>Accounts payable and other current liabilities<br>Due to related parties<br>Income tax payable<br>Total Current Liabilities<br>Noncurrent Liability<br>Provision for site rehabilitation costs<br>Total Liabilities<br>Equity Attributable to Equity Holders of the<br>Parent Company  | 13                               | P109,489,966<br>142,720,980<br>252,210,946<br>12,452,415  | P92,138,870<br>127,198,096<br>8,592,605<br>227,929,571<br>12,452,415   |
| Current Liabilities<br>Accounts payable and other current liabilities<br>Due to related parties<br>Income tax payable<br>Total Current Liabilities<br>Noncurrent Liability<br>Provision for site rehabilitation costs<br>Total Liabilities<br>Equity Attributable to Equity Holders of the<br>Parent Company<br>Capital stock   | 13                               | P109,489,966<br>142,720,980<br>252,210,946<br>12,452,415<br>264,663,361   | P92,138,870<br>127,198,096<br>8,592,605<br>227,929,571<br><u>12,452,415</u><br>240,381,986   |
| Current Liabilities<br>Accounts payable and other current liabilities<br>Due to related parties<br>Income tax payable<br>Total Current Liabilities<br>Noncurrent Liability<br>Provision for site rehabilitation costs<br>Total Liabilities<br>Equity Attributable to Equity Holders of the<br>Parent Company<br>Capital stock<br>Additional paid-in capital                                       | 13                               | P109,489,966<br>142,720,980<br>   | P92,138,870<br>127,198,096<br>8,592,605<br>227,929,571<br>12,452,415<br>240,381,986<br>2,820,330,450   |
| Current Liabilities<br>Accounts payable and other current liabilities<br>Due to related parties<br>Income tax payable<br>Total Current Liabilities<br>Noncurrent Liability<br>Provision for site rehabilitation costs<br>Total Liabilities<br>Equity Attributable to Equity Holders of the  | 13                               | P109,489,966<br>142,720,980<br>252,210,946<br>12,452,415<br>264,663,361   | P92,138,870<br>127,198,096<br>8,592,605<br>227,929,571<br>12,452,415<br>240,381,986<br>2,820,330,450<br>1,931,550                                  |
| Current Liabilities<br>Accounts payable and other current liabilities<br>Due to related parties<br>Income tax payable<br>Total Current Liabilities<br>Noncurrent Liability<br>Provision for site rehabilitation costs<br>Total Liabilities<br>Equity Attributable to Equity Holders of the<br>Parent Company<br>Capital stock<br>Additional paid-in capital<br>Deficit                            | 13                               | P109,489,966<br>142,720,980<br>   | P92,138,870<br>127,198,096<br>8,592,605<br>227,929,571<br>12,452,415<br>240,381,986<br>2,820,330,450<br>1,931,550<br>(25,258,181)                  |
| Current Liabilities<br>Accounts payable and other current liabilities<br>Due to related parties<br>Income tax payable<br>Total Current Liabilities<br>Noncurrent Liability<br>Provision for site rehabilitation costs<br>Total Liabilities<br>Equity Attributable to Equity Holders of the<br>Parent Company<br>Capital stock<br>Additional paid-in capital<br>Deficit<br>Noncontrolling Interest | 13                               | P109,489,966<br>142,720,980<br>-<br>252,210,946<br>12,452,415<br>264,663,361<br>2,820,330,450<br>1,931,550<br>(55,039,543)<br>2,767,222,457 | P92,138,870<br>127,198,096<br>8,592,605<br>227,929,571<br>12,452,415<br>240,381,986<br>2,820,330,450<br>1,931,550<br>(25,258,181)<br>2,797,003,819 |
| Current Liabilities<br>Accounts payable and other current liabilities<br>Due to related parties<br>Income tax payable<br>Total Current Liabilities<br>Noncurrent Liability<br>Provision for site rehabilitation costs<br>Total Liabilities<br>Equity Attributable to Equity Holders of the<br>Parent Company<br>Capital stock<br>Additional paid-in capital<br>Deficit                            | 13                               | P109,489,966<br>142,720,980<br>   | P92,138,870<br>127,198,096<br>8,592,605<br>227,929,571<br>12,452,415<br>240,381,986<br>2,820,330,450<br>1,931,550<br>(25,258,181)                  |

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See accompanying Notes to Interim Consolidated Financial Statements.

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# CENTURY PEAK METALS HOLDINGS CORPORATION AND SUBSIDIARIES INTERIM CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

|   |      | Una   | udited                                     | Audited                                   |
|---|------|---|--|---|
|   | Note | January 1 to<br>March 31, 2017              | January 1 to<br>March 31, 2016             | December 31,<br>2016                      |
| SALES   |      | Р-  | P-   | P419,226,495                              |
| COST AND EXPENSES<br>Cost of sales<br>Operating expenses<br>Depletion of explored mineral<br>resources                          | 4    | (30,045,980)                                | (24,585,085)                               | (333,585,448)<br>(63,806,834)             |
| LOSS BEFORE OTHER<br>INCOME (CHARGES)   |      | (30,045,980)                                | (24,585,085)                               | (67,348,965)                              |
| <b>OTHER INCOME (CHARGES)</b><br>Foreign exchange gain (loss)<br>Interest income<br>Interest expense                            |      | (48,606)<br>8,060<br>(9,092)                | 237,886<br>708<br>(8,020)                  | (162,448)<br>10,539<br>(1,160,871)        |
| LOSS BEFORE INCOME TAX<br>INCOME TAX EXPENSE  |      | (30,095,618)                                | (24,354,511)                               | (46,837,532)<br>8,040,787                 |
| NET LOSS/TOTAL<br>COMPREHENSIVE LOSS  |      | (P30,095,618)                               | (P24,354,511)                              | (P54,878,319)                             |
| NET LOSS/TOTAL<br>COMPREHENSIVE LOSS<br>ATTRIBUTABLE TO:<br>Equity holders of the parent<br>company<br>Non-controlling interest | 14   | (P29,781,362)<br>(314,256)<br>(P30,095,618) | (P24,273,563)<br>(80,948)<br>(P24,354,511) | (P55,801,493)<br>923,174<br>(P54,878,319) |
| Loss Per Share<br>Basic/diluted   | 16   | (P0.0106)                                   | ( P0.0086)                                 | (P0.0198)                                 |

See Notes to Interim Consolidated Financial Statements.

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CENTURY PEAK METALS HOLDINGS CORPORATION AND SUBSIDIARIES INTERIM CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

|   | Attributable        | to Equity Holders                | Attributable to Equity Holders of the Parent Company | npany          | Interest     | Total Equity   |
|---|---------------------|----------------------------------|--|----------------|--------------|----------------|
|   | Capital Stock       | Additional<br>Paid-in<br>Capital | Deficit  | Total          |              |                |
| Balance at January 1, 2017<br>Loss for the period | P2,820,330,450<br>- | P1,931,550                       | (P25,258,181)<br>(29,781,362)                        | P2,797,003,819 | (P7,543,981) | P2,789,459,838 |
| Balance at March 31, 2017 (Unaudited)             | P2,820,330,450      | P1,931,550                       | (P55,039,543)  | P2.767.222.457 | (P7.858.237) | P2.759.364.220 |
| Balance at January 1, 2016                        | P2,820,330,450      | P1,931,550                       | P30,543,312  | P2,852,805,312 | (P8,467,155) | P2,844,338,157 |
| LOSS IOT THE PERIOD                               | 1                   | ,                                | (24,273,563)   | (24.273.563)   | (80 948)     | (113 354 511)  |
| Balance at March 31, 2016 (Unaudited)             | P2,820,330,450      | P1,931,550                       | P6,269,749   | P2,828,531,749 | (P8,548,103) | P2.819.983.646 |
| Balance at January 1, 2016                        | P2,820,330,450      | P1,931,550                       | P30,543.312  | P2.852.805.312 | (P8 467 155) | P2 844 338 157 |
| Loss for the year                                 | 1                   | •                                | (55.801.493)   | (55 801 493)   | 973 174      | (54 878 310)   |
| Balance at December 31, 2016 (Audited)            | P2,820,330,450      | P1,931,550                       | (P25,258,181)  | P2.797.003.819 | (P7.543.981) | P2 789 459 838 |

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# CENTURY PEAK METALS HOLDINGS CORPORATION AND SUBSIDIARIES INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS

|  |      | Unaud                          | lited                          | Audited           |
|--|------|--------------------------------|--------------------------------|-------------------|
|  | Note | January 1 to<br>March 31, 2017 | January 1 to<br>March 31, 2016 | December 31, 2016 |
| CASH FLOWS FROM OPERATING<br>ACTIVITIES  |      |                                | ,                              |                   |
| Loss before income tax   |      | (P30,095,618)                  | (D24 254 511)                  | (D46 027 520)     |
| Adjustments for:   |      | (1 30,093,010)                 | (P24,354,511)                  | (P46,837,532)     |
| Depreciation, amortization and depletion   |      | 1,805,485                      |                                | 100 004 202       |
| Interest expense   |      | 9,092                          | 8,020                          | 108,924,383       |
| Interest income  |      | (8,060)                        |                                | 1,160,871         |
| Unrealized foreign exchange loss (gain)  |      |                                | (708)                          | (10,539)          |
| Operating income (loss) before working capital   |      | 48,606                         | (237,886)                      | 162,448           |
| changes  |      | (29 240 405)                   | (24 100 212)                   | (2.202.(21        |
| Decrease (increase) in:  |      | (28,240,495)                   | (24,109,313)                   | 63,399,631        |
| Trade receivables  |      |                                | 11 0 50 0 10                   |                   |
| Inventories  |      |                                | 41,350,843                     | 63,776,444        |
| Other current assets   |      | (5,429,597)                    | -                              | 120,960,256       |
| Increase (decrease) in accounts payable and  |      | 1,432,546                      | -                              | (32,336,139)      |
| other current liabilities  |      |                                |                                |                   |
|  |      | 17,351,096                     | (4,865,692)                    | (29,503,419)      |
| Net cash generated from (used in) operations   |      | (14,886,450)                   | 12,375,838                     | 186,296,773       |
| Income taxes paid<br>Interest received   |      | (8,592,605)                    |                                | (46,931)          |
|  |      | 8,060                          | 708                            | 10,539            |
| Interest paid  |      | (9,092)                        | (8,020)                        | (24,375)          |
| Net cash provided by (used in) operating activities  |      | (23,480,087)                   | 12,368,526                     | 186,236,006       |
| CASH FLOWS FROM INVESTING<br>ACTIVITIES<br>Acquisition of property and equipment<br>Increase in: | 7    | (3,148,146)                    | -                              | (54,995)          |
| Deferred exploration costs   |      | (28,056,942)                   |                                | (20 710 000)      |
| Other noncurrent assets  |      | (3,366,493)                    |                                | (30,710,826)      |
| Net cash used in investing activities  |      | (34,571,581)                   |                                | (29,050,147)      |
| CASH FLOWS FROM FINANCING<br>ACTIVITIES<br>Advances from (payments to) stockholders              |      |                                |                                | (59,815,968)      |
| ( - ( - )  |      | 15,522,884                     | (9,078,783)                    | (87,648,788)      |
| EFFECT OF EXCHANGE RATE CHANGES<br>IN CASH   |      | (48,606)                       | (237,886)                      | (162,448)         |
|  |      | (10,000)                       | (201,000)                      | (102,440)         |
| NET INCREASE (DECREASE) IN CASH  |      | (42,577,390)                   | 3,051,857                      | 38,608,802        |
| CASH AT BEGINNING OF YEAR  |      | 48,955,032                     | 10,346,230                     | 10,346,230        |
| CASH AT END OF YEAR  |      | P6,377,642                     | P13,398,087                    | P48,955,032       |

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See Notes to Interim Consolidated Financial Statements.

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# CENTURY PEAK METALS HOLDINGS CORPORATION AND SUBSIDIARIES NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

### 1. Corporate Information

Century Peak Metals Holdings Corporation (CPMHC or the "Parent Company"), was incorporated and registered with the Philippine Securities and Exchange Commission (SEC) on December 30, 2003 as Fil-Hispano Corporation. On February 15, 2008, the SEC approved the change in the Parent Company's corporate name to Century Peak Metals Holdings Corporation.

On April 14, 2008, the SEC approved the amendment of the Parent Company's Articles of Incorporation changing its primary purpose to include promoting, operating, managing, holding, acquiring or investing in corporations or entities that are engaged in mining activities or mining-related activities. The Parent Company further expanded its primary purpose by including investing in real estate development and energy. The amended Articles of Incorporation was approved by the SEC on March 18, 2010.

The Parent Company listed its common shares of stock with the Philippine Stock Exchange (PSE) on October 6, 2009.

The Parent Company operates as the holding company of the following subsidiaries:

|  | Percentage of O | wnership <sup>(a)</sup> |
|--|-----------------|-------------------------|
|  | Direct          | Indirect                |
| Century Peak Corporation (CPC)   | 100.00          | -                       |
| Century Peak Mineral Development Corporation<br>(CPMDC) <sup>(b)</sup>   | 100.00          |                         |
| Century Peak Cement Manufacturing Corporation<br>(CPCMC) <sup>(b)</sup>  | 100.00          |                         |
| Century Sidewide Smelting Incorporated (CSSI) <sup>(c)</sup>   | 60.00           |                         |
| Century Hua Guang Smelting Incorporated (CHGSI) <sup>(c)</sup><br>Century Summit Carrier, Inc. (CSCI) <sup>(d)</sup> | 55.00           | 1                       |
| Century Summit Carrier, Inc. (CSCI) <sup>(d)</sup>   |                 | 80.00                   |

<sup>(a)</sup>Based on the Parent Company's interest in the issued and outstanding shares of the subsidiaries.

<sup>(b)</sup>*CPMDC and CPCMC were incorporated in 2015 and have not yet started commercial operations.* 

<sup>(c)</sup>CSSI and CHGSI have not yet started commercial operations.

<sup>(d)</sup>Owned by the Parent Company through CPC.

The registered office address of the Parent Company and its subsidiaries (collectively referred to as the "Group") is at 14/F Equitable Tower, 8751 Paseo de Roxas, Salcedo Village, Makati City.

The Parent Company's subsidiaries were all incorporated in the Philippines and registered with the SEC. Their principal activities are as follows:

| CPC and CHGSI | Invest in and engage in the business of operating and<br>mining of any mineral resources in the Philippines such<br>as iron, ore, copper, gold, silver, lead, manganese,<br>chromites, nickel, etc.   |
|---------------|---|
| CSSI          | Invest in and engage in the business of operating and<br>mining of any mineral resources in the Philippines and to<br>engage in the business of managing, administering solid<br>waste disposal system.   |
| CPMDC         | Engaged in the business of operating and mining any<br>mineral resources in the Philippines, such as limestone,<br>lime, silica, iron ore, copper, gold, silver, lead,<br>manganese, chromites, nickel, among other minerals,<br>both metallic and non-metallic; prospecting, exploring,<br>milling, concentrating, converting, smelting, treating,<br>refining, manufacturing, and preparing for market,<br>whether export or domestic, such mineral resources and<br>producing and dealing in all its products and by-products<br>of every kind and description and by whatsoever process,<br>the same can be or may hereafter be produced. |
| СРСМС         | Engaged in the business of manufacture, production and<br>merchandising, whether export or domestic, of cement,<br>cement products and by-products, including its<br>derivatives and any and all kinds of minerals and<br>building materials.   |
| CSCI          | Engaged in the business of operating barges, steamships,<br>motorboats and other kinds of water crafts for the<br>transportation of cargoes and passengers.   |

Mineral Rights of CPC

The table below summarizes CPC's mineral rights:

| Tenement Designation  | Area Covered<br>(in Hectares) | Location                              |
|---|-------------------------------|---------------------------------------|
| Mineral Production Sharing<br>Agreement (MPSA) 010-92-<br>X             | 1,198                         | Casiguran, Loreto, Dinagat<br>Islands |
| MPSA-283-2009-XIII-SMR<br>Application for Mineral<br>Production Sharing | 3,188                         | Libjo (Albor), Dinagat Islands        |
| Agreement (APSA) 086-XIII   | 660                           | Acoje, Loreto, Dinagat Islands        |

MPSA-010-92-X or the "Casiguran Nickel Project," was acquired by CPC from Casiguran Mining Corporation by virtue of a deed of assignment on May 29, 2006, which was approved by the Department of Environment and Natural Resources (DENR) on December 11, 2006. In addition, MPSA-283-2009-XIII-SMR or the "Rapid City Parcel II Prospect" ("Rapid City") was approved by the DENR on June 19, 2009.

The Acoje Property is covered by APSA-086-XIII and Environmental Compliance Certificate (ECC) No. 008-345-301C. APSA-086-XIII is still under final evaluation with the Mines and Geosciences Bureau (MGB) Central Office as at March 31, 2017.

#### **DENR Mining Audit**

## Mining Audit under the New Administration

On a letter dated October 3, 2016, the DENR notified CPC of the results, findings and recommendations of the mining audit conducted for the operations in Loreto and Libjo, Dinagat Islands pursuant to the DENR Memorandum Circular No. 2016-01 re: "Audit of All Operating Mines and Moratorium on New Mining Projects issued on July 29, 2016.

On a letter dated October 25, 2016, CPC responded by submitting a complete update on the DENR recommendations and changes implemented by CPC.

On February 2, 2017, the DENR released a list of mining firms for closure and suspension. CPC was excluded on the aforementioned list.

Extension of Mineral Production Sharing Agreement (MPSA) 010-92-X (Casiguran Nickel Project)

On May 18, 2016, CPC applied for the renewal of MPSA 010-92-X with the Mines and Geosciences Bureau Region XIII and is undergoing final evaluation from said regional office. CPC is looking forward to receiving the Certificate of Compliance and the CEMCRR within the month.

### The Smelting Plant Project

### CHGSI

CHGSI was registered and incorporated with the SEC on January 14, 2008. The principal activities of CHGSI are to invest in and engage in the business of operating and mining mineral resources in the Philippines such as iron ore, copper, gold, silver, lead, manganese, chromites, nickel, etc.; prospecting, exploring, milling, concentrating, converting, smelting, treating, refining, and manufacturing; preparing for the market, whether export or domestic; and producing and dealing in all its products and by-products of every kind and description and by whatsoever process the same can be or may be hereafter be produced.

On October 28, 2009, CHGSI was registered with Philippine Economic Zone Authority (PEZA) under Republic Act (RA) No. 7916 as an ecozone export enterprise engaged in the production of ferro-nickel (pig iron) at the Leyte Industrial Development Estate - Special Economic Zone (LIDE-SEZ).

By virtue of its PEZA registration, CHGSI is entitled to, among other incentives, four (4) years income tax holiday, which shall be reckoned upon its start of commercial operations, as well as tax and duty free importation of its capital equipment and raw materials, subject to its compliance with the terms and conditions of its registration.

#### CSSI

In 2011, the Parent Company entered into a partnership with Sidewide Resources (H.K.) Limited, a subsidiary of Chaoyang Saiwai Mining Co., Ltd of P. R. China., a group that owns an iron powder processing plant, electric furnace smelting plant, and primarily does mineral ore trading. It is the Parent Company's plan to set up electric furnaces in the future to enhance the production of its nickel pig iron. From this formed partnership, CSSI is incorporated.

#### Mining Operations

CPC was issued their ISO 14001 Certification last November 2016. The Certifying Agency is DQS/IQ Net based in Germany.

CPC's focus is to continue fulfilling the compliances for environmental rehabilitation and implementation of social development and management programs. Recently, CPC was commended by MGB Region XIII during the EPEP conference held at Gateway Hotel in Surigao City for efficient implementations of both activities.

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This mining season, CPC is targeting to have a total production of low grade nickel high iron laterite ores of approximately 1.3M WMT or a total of about 20 shipments.

# Registration of CPC with the Board of Investments (BOI)

On May 7, 2010, CPC was registered with the BOI with Certificate of Registration No. 2010-093 (the "BOI Registration"), on its mining and extraction of nickel ore at Casiguran, Loreto, Dinagat Islands (the "Project"), as a new project on a Non-Pioneer Status under the Omnibus Investments Code of 1987 (Executive Order No. 226).

As a BOI-registered entity, CPC is entitled to the following incentives, among others:

- a. Tax credit on taxes and duties paid on raw materials and supplies in producing its export product for a period of ten (10) years from start of commercial operations;
- b. Importation of consigned equipment for a period of ten (10) years from date of registration;
- c. Exemption from wharfage dues, any export tax, duties, imposts and fees for a ten (10) year period from date of registration; and
- d. Simplification of customs procedures for the importation of equipment, spare parts, raw materials and supplies.

On January 14, 2015, BOI granted the Company's request to amend the Specific Terms and Conditions of its BOI Registration, which entitled the Project to a one-year Income Tax Holiday incentive covering taxable year 2014 only.

### The Cement and Limestone Project

### CPCMC and CPMDC

Through MPSA 045-96-VII and MPSA 046-96-VII, the Group has 4,795 hectares in Pinamungahan, Cebu to mine limestone. An initial resource assessment conducted in 2012 on an 81 hectare area estimate as indicated limestone resource of 34,000,000 metric tons.

In April and July 2015, the Group was able to obtain the ECC for the Cement Plant/Power Plant and Limestone Quarry Project, as follows:

- 1. ECC-CO-1505-0017 for Limestone Quarry to extract 6 million tons of limestone and associated minerals annually
- 2. ECC-CO-1503-0011 for Cement Plant & Power Plant for an annual capacity of the cement plant of 2 million metric tons with 60MW coal fired power plant to supplement the cement plants power requirements.
- 3. ECC-R07-1611-0018 for Seaport Facility to be located at Brgy. Mangoto, Municipality of Pinamungajan, Cebu

### CSCI

On December 8, 2011, CSCI was registered with the Maritime Industry Authority with Certificate No. DSO-2006-003-086 (2014) under Marina Circular 2006-003, which is valid until December 7, 2017. It has 3 LCTs, Century Summit 1, Century Summit 2 and Century Summit 3, being used in CPC's mining operations.

## 2. Basis of Preparation and Statement of Compliance

The unaudited interim consolidated financial statements of the Group have been prepared on the historical cost basis of accounting and are presented in Philippine Peso, the Group's functional and presentation currency. All values represent absolute amounts except when otherwise stated.

The unaudited interim consolidated financial statements do not included all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's annual consolidated financial statements as at December 31, 2016.

The unaudited interim consolidated financial statements of the Group for the three months ended March 31, 2017 have been prepared in accordance with PAS 34, *Interim Financial Reporting* and in compliance with Philippine Financial Reporting Standards (PFRS) issued by the Philippine Financial Reporting Standards (PFRS) issued by the Philippine Financial Reporting Standards (PAS), Philippine Interpretations from International Financial Reporting Interpretations Committee (IFRIC) and SEC provisions.

# 3. Summary of Significant Accounting Policies

### Adoption of Amendments to Standards

The Group has adopted the following amendments to standards and new interpretation starting January 1, 2017 and accordingly, changed its accounting policies. Except as otherwise indicated, the adoption of these amendments to standards and interpretation did not have any significant impact on the Group's consolidated financial statements.

#### Effective January 1, 2017

- Amendments to PAS 7, *Statement of Cash Flows Disclosure Initiative –* The amendments require entities to provide information that enable the users of financial statements to evaluate changes in liabilities arising from their financing activities.
- Amendments to PAS 12, *Income Taxes Recognition of Deferred Tax Assets for Unrealized Losses - The amendments clarify the accounting for deferred tax assets related to unrealized losses on debt instruments measured at fair value, to address diversity in practice.*

The adoption of the foregoing new and revised PFRS did not have any material effect on the unaudited interim financial statements. Additional disclosures have been included in the notes to financial statements, as applicable.

# Standards Issued But Not Yet Adopted

A number of new standards and amendments to standards are effective for annual periods beginning after January 1, 2018. However, the Group has not applied the following new or amended standards in preparing these consolidated financial statements. Unless otherwise stated, none of these are expected to have a significant impact on the Group's consolidated financial statements.

Effective January 1, 2018

• PFRS 9, *Financial Instruments* – This standard will replace PAS 39, *Financial Instruments: Recognition and Measurement* (and all the previous versions of PFRS 9). It contains requirements for the classification and measurement of financial assets and financial liabilities, impairment, hedge accounting and derecognition.

PFRS 9 requires all recognized financial assets to be subsequently measured at amortized cost or fair value (through profit or loss or through other comprehensive income), depending on their classification by reference to the business model within which they are held and their contractual cash flow characteristics.

For financial liabilities, the most significant effect of PFRS 9 relates to cases where the fair value option is taken: the amount of change in fair value of a financial liability designated as at fair value through profit or loss that is attributable to changes in the credit risk of that liability is recognized in other comprehensive income (rather than in profit or loss), unless this creates an accounting mismatch.

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For the impairment of financial assets, PFRS 9 introduces an "expected credit loss" model based on the concept of providing for expected losses at inception of a contract; it will no longer be necessary for there to be objective evidence of impairment before a credit loss is recognized.

For hedge accounting, PFRS 9 introduces a substantial overhaul allowing financial statements to better reflect how risk management activities are undertaken when hedging financial and non-financial risk exposures.

## Effective January 1, 2019

PFRS 16 Leases supersedes PAS 17 Leases and the related Philippine Interpretations. The new standard introduces a single lease accounting model for lessees under which all major leases are recognized on-balance sheet, removing the lease classification test. Lease accounting for lessors essentially remains unchanged except for a number of details including the application of the new lease definition, new sale-and-leaseback guidance, new sub-lease guidance and new disclosure requirements. Practical expedients and targeted reliefs were introduced including an optional lessee exemption for short-term leases (leases with a term of 12 months or less) and low-value items, as well as the permission of portfolio-level accounting instead of applying the requirements to individual leases. New estimates and judgmental thresholds that affect the identification, classification and measurement of lease transactions, as well as requirements to reassess certain key estimates and judgments at each reporting date were introduced.

PFRS 16 is effective for annual periods beginning on or after January 1, 2019. Earlier application is not permitted until the FRSC has adopted PFRS 15. The Group is currently assessing the potential impact of PFRS 16 and plans to adopt this new standard on leases on the required effective date once adopted locally.

Under prevailing circumstances, the adoption of the foregoing new and revised PFRS is not expected to have any material effect on the financial statements of the Company. Additional disclosures will be included in the financial statements, as applicable.

#### 4. Inventories

This account consists of:

|              | March 31, 2017 Decemb | er 31, 2016 |
|--------------|-----------------------|-------------|
|              | (Unaudited)           | (Audited)   |
| Nickel ore   | <b>P90,009,145</b> P6 | 1,348,894   |
| Chromite ore | 2,336,269             | 2,336,269   |
|              | <b>P92,345,414</b> P6 | 3,685,163   |

For the three months ended March 31, 2017 and 2016 and for the year ended December 31, 2016, the cost of inventories recognized in profit or loss amounted to nil, nil and P333.6 million, respectively.

### 5. Other Current Assets

This account consists of:

| March 31, 2017 D | ecember 31, 2016                       |
|------------------|--|
| (Unaudited)      | (Audited)                              |
|                  |  |
| P27.995.743      | P35,916,071                            |
|                  | 3,126,649                              |
| 15,005,213       | 11,024,229                             |
| P48,634,403      | P50,066,949                            |
|                  | P27,995,743<br>5,633,447<br>15,005,213 |

Advances to third parties include operations costs incurred in advance which will be deducted against future billings.

Prepaid expenses primarily consists of prepaid taxes, insurance, supplies and various items that are individually immaterial.

### 6. Investment Properties

Investment properties consist of two parcels of land carried at cost amounting to P21.4 million as at March 31, 2017 and December 31, 2016. Fair values, which represent the price that would be received to sell the investment properties in an orderly transaction between market participants, amounted to P35.4 million. No direct cost was incurred.

The non-recurring fair values of investment properties are determined by the Group through an evaluation made by an independent property appraiser at the measurement date of February 28, 2011 using the market data approach. In this approach, the values of the parcels of land are based on sales and listings of comparable property registered within the vicinity. The comparison is premised on the factors of location, size and share of the lot, time element and others. Management assessed that the market value has not changed significantly from the last appraisal made.

7. Property and Equipment

Movements of this account are presented below:

|  | Land        | Mine Site<br>Development<br>Cost | Transportation<br>and Field<br>Fournment | Office<br>Space and<br>Improvements | Office     | Construction | E              |
|--|-------------|----------------------------------|--|-------------------------------------|------------|--------------|----------------|
| Cost   |             |                                  | AllAlla                                  | CHIMINE AND IN THE                  | namdinha   | In Frogress  | 1 otal         |
| January 1, 2016  | P40,221,355 | P421,154,027                     | P871,110,639                             | P37,860,004                         | P8,475,909 | P213,406,430 | P1.592.228.364 |
| Additions  |             | 1                                |  | 1                                   | 54,995     |              | 54.995         |
| Keclassification   | 1           | 1                                |  | 1,792,800                           |            | (1,792,800)  |                |
| December 31, 2016<br>Additions   | 40,221,355  | 421,154,027                      | 871,110,639                              | 39,652,804                          | 8,530,904  | 211,613,630  | 1,592,283,359  |
|  | -           | 1                                | 5,110,446                                | 1                                   | 37,700     | 1            | 3,148,146      |
| March 31, 2017   | 40,221,355  | 421,154,028                      | 874,221,085                              | 39,652,804                          | 8,568,604  | 213,055,426  | 1,595,431,505  |
| Accumulated Depreciation, Amortization, and Depletion                    |             |                                  |  |                                     |            |              |                |
| January 1, 2016  |             | 27,559,928                       | 344.043.460                              | 8 403 622                           | 6 736 036  |              | 200 000 000    |
| Depreciation, amortization and depletion                                 | 1           | 9,627,173                        | 43.279.891                               | 2.247.844                           | 844.005    |              | 56 000 003     |
| December 31, 2016  | 1           | 37,187,101                       | 387.323.351                              | 10.651.466                          | 7 580 121  | •            | 000,666,00     |
| Depreciation, amortization and depletion                                 |             |                                  | 24 522 570                               | 186.081                             | 101,000,1  |              | 442, /42,049   |
| March 31, 2017   | 1           | 37,187,101                       | 411.845.921                              | 100,001                             | 7 907 619  | ,            | 427,030,139    |
| Allowance for Impairment Loss as at December 31, 2016 and March 31, 2017 | 1           | i                                |  |                                     | 146,932    | 196.872.823  | 197,019,755    |
| Carrying Amount  |             |                                  |  |                                     |            |              |                |
| December 31, 2016  | 40,221,355  | 383,966,926                      | 483,787,288                              | 29,001,338                          | 803,841    | 14.740.807   | 952.521.555    |
| March 31, 2017   | P40,221,355 | P383,966,926                     | P462,375,164                             | P28,815,257                         | P514.053   | P14.740.807  | P030 633 567   |

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For the three months ended March 31, 2017 and for the year ended December 31, 2016, depreciation and amortization expense allocated to inventories amounted to P23.2 million and P14.4 million, respectively.

# Allowance for Impairment Losses on Property and Equipment

The Group has recognized provision for impairment losses on its property and equipment amounting to P197 million in 2013, following the impairment of some equipment, construction in progress and parcels of land of CHGSI in Leyte caused by typhoon Yolanda in November 2013. The fair value of these assets amounting to P54.4 million was based on the current replacement costs as estimated by an independent property appraiser.

As at March 31, 2017 and December 31, 2016, no further impairment was assessed as the carrying amount in the books represents the scrap value of the said assets.

### 8. Explored Mineral Resources

This account consists of:

|   | March 31, 2017<br>(Unaudited)   | December 31, 2016<br>(Audited)  |
|---|---------------------------------|---------------------------------|
| Cost<br>Allowance for accumulated depletion | P2,016,756,977<br>(279,725,078) | P2,016,756,977<br>(279,725,078) |
|   | P1,737,031,899                  | P1,737,031,899                  |

Explored mineral resources are part of the group of assets of CPC that were acquired in 2008, in exchange for shares of stock of the Parent Company. At acquisition date, these explored mineral resources were measured based on the expected cash flows from the explored area of about 400.0 hectares or 42.0% of total area covered by the MPSA.

The valuation also considered CPC's existing exploration permit in Puerto Princesa, Palawan covering an estimated area of 3,188.3 hectares and exploration permit application in Albor, Surigao del Norte with an estimated area of 5,136.3 hectares, without assigning financial or monetary value. Costs of exploration permits were immaterial and were charged to profit or loss. In addition, the valuation did not include any assignment of operating agreements and additional mining tenements that may contain other minerals.

The financial model yielded an expected NPV on CPC's group of assets amounting to P2.0 billion using an investment hurdle rate of 36.6%. The NPV computation assumed an average selling price of USD 27,500.0 per metric ton of pure nickel, which considered a 16.2% discount to London Metal Exchange quoted prices; a 15-year production and selling period with a maximum annual production yield of 2.0 million metric tons; and an average production cost of USD 6.4 per wet metric ton. The valuation was prepared by Asian Alliance Investment Corporation (AAIC), an independent financial advisor. Subsequently, the Parent Company appointed Multinational Investment Bancorporation (MIB), another independent financial advisor, to render fairness opinion to the valuation. The result of MIB's report dated April 9, 2008 fairly approximated that of AAIC's report.

For purposes of computing the net present value using discounted cash flow method, the valuation of intangible assets involves the extraction of non-replaceable resource.

The assumptions used in the valuation included a number of market factors that are subject to market risk, such as commodity risk and currency risk. Significant changes in the commodity prices and foreign exchange rates would affect the fair value of the explored mineral resource.

## 9. Deferred Exploration Cost

Deferred exploration costs pertains to expenditures related to exploration for economic mineral deposits. This includes, among others, costs of exploration and mining rights acquisition, geological, geochemical and geophysical surveys, drilling, labor, materials and supplies, professional fees, community relations, and environmental management expenditures attributable to the cement project.

As at March 31, 2017 and December 31, 2016, the accumulated expenditures of the Group amounted to P90.4 million and P62.3 million, respectively. Exploration activities are covered by a Joint Operating Agreement with Philippine Mining Development Corporation entered by the Group through CPC.

### 10. Other Noncurrent Assets

This account consists of:

|                                 | March 31, 2017<br>(Unaudited) | December 31,2016<br>(Audited) |
|---------------------------------|-------------------------------|-------------------------------|
| Input VAT                       | P41,614,491                   | P39,753,779                   |
| Deferred input VAT              | 18,722,669                    | 20,452,497                    |
| Allowance for impairment losses |                               |                               |
| on input VAT                    | (9,128,237)                   | (9,128,237)                   |
|                                 | 51,208,923                    | 51,078,039                    |
| Rehabilitation funds            | 40,737,401                    | 37,501,792                    |
| AFS financial assets            | 1,500,000                     | 1,500,000                     |
|                                 | P93,446,324                   | P90,079,831                   |

Deferred input VAT pertains to the unamortized input VAT from purchase of field and transportation equipment.

Rehabilitation funds were set up by the Group to ensure availability of financial resources for the satisfactory compliance with and performance of activities of its Environmental Protection and Enhancement Program during the specific phases of its mining projects. The funds also include a Social Development Management Program fund under a Memorandum of Agreement with the Development Bank of the Philippines (DBP).

The Group's rehabilitation funds are deposited with DBP and earn interest at the respective bank deposit rates.

AFS financial assets pertain to the Parent Company's 3.0% ownership interest in Century Peak Property Development, Inc. representing 15,000 shares at P100.00 par value, which are measured at cost in the absence of fair value.

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# 11. Accounts Payable and Other Current Liabilities

This account consists of:

|                                       | March 31, 2017<br>(Unaudited) | December 31, 2016<br>(Audited) |
|---------------------------------------|-------------------------------|--------------------------------|
| Accounts payable                      | P50,668,279                   | P33,608,971                    |
| Unearned revenue<br>Contractors' fees | 50,210,141<br>8,071,106       | 50,210,141<br>8,071,106        |
| Others                                | 540,440                       | 248,652                        |
|                                       | P109,489,966                  | P92,138,870                    |

The Company's accounts payable are usually paid within one year. Unearned revenue pertains to fees received from customers for future shipments. Contractor's fees pertain to outstanding payables to previously engaged contractor. Such amount is being negotiated by both parties. Others include statutory payables, accrued salaries and various items that are individually immaterial.

# 12. Provision for Site Rehabilitation Costs

A provision is recognized for the estimated rehabilitation costs of the Company's mine site upon termination of the MPSA, which is 25 years. The provision is calculated by the Company's engineers based on an estimate of the expected cost to be incurred to rehabilitate the mine site. The provision is presented at discounted value using the Philippine bond yield of 9.93% as the effective interest rate. The accretion of interest is recognized as part of "Interest expense" account in profit or loss.

### 13. Related Party Transactions

Enterprises and individuals that directly, or indirectly through one or more intermediaries, control, or are controlled by, or under common control with the Group, including holding companies, subsidiaries and fellow subsidiaries are related entities of the Group. Associates and individuals owning, directly or indirectly, an interest in the voting power of the Group that gives them significant influence over the enterprise, key management personnel, including directors and officers of the Group and close members of the family of these individuals and companies associated with these individuals also constitute related entities. Transactions between related parties are accounted for at arm's-length prices or on terms similar to those offered to nonrelated entities in an economically comparable market.

In considering each possible related entity relationship, attention is directed to the substance of the relationship, and not merely the legal form. Significant related party transactions represent mainly availment of non-interest-bearing advances from a stockholder for working capital purposes. As at March 31, 2017 and December 31, 2016, total outstanding advances from a stockholder amounted to P142.7 million and P127.2 million, respectively. The advances are payable on demand.

The outstanding balances are unsecured without fixed repayment terms and interest.

## 14. Capital Stock

|                            | Number of<br>Shares | Amount         |
|----------------------------|---------------------|----------------|
| Authorized, P1.0 par value | 3,575,000,000       | P3,575,000,000 |
| Issued and outstanding     | 2,820,330,450       | P2,820,330,450 |

The Group has 227 and 229 holders of common equity securities as at March 31, 2017 and December 31, 2016, respectively.

The Group is compliant with the minimum public float of 10% that is required by the PSE, where the Parent Company's shares are traded.

# 15. Loss Per Share Computation

The following table presents information necessary to calculate earnings per share:

|  | March 31, 2017 | March 31, 2016 |
|--|----------------|----------------|
| Loss attributable to<br>equity holders of the Parent Company (a) | (P29,781,362)  | (P24,273,563)  |
| Weighted average number of common shares outstanding (b)         | 2,820,330,450  | 2,820,330,450  |
| Basic/diluted loss per share (a/b)                               | (P0.0106)      | (P0.0086)      |

The Parent Company has no dilutive shares as at March 31, 2017.

## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis relate to the unaudited interim consolidated financial position and results of operations of CPMHC and its subsidiaries and should be read in conjunction with the accompanying interim unaudited consolidated financial statements and related notes. The Company cautions that its business and financial performance is subject to certain risks and uncertainties. In evaluating the Company's business, investors should carefully consider all of the information contained in "Risk Factors."

### 2.1 OVERVIEW

Century Peak Metals Holdings Corporation (CPMHC or the "Parent Company"), was incorporated and registered with the Philippine Securities and Exchange Commission (SEC) on December 30, 2003 as Fil-Hispano Corporation. On February 15, 2008, the SEC approved the change in the Parent Company's corporate name to Century Peak Metals Holdings Corporation.

On April 14, 2008, the SEC approved the amendment of the Parent Company's Articles of Incorporation changing its primary purpose to include promoting, operating, managing, holding, acquiring or investing in corporations or entities that are engaged in mining activities or mining-related activities. The Parent Company further expanded its primary purpose by including investing in real estate development and energy. The amended Articles of Incorporation was approved by the SEC on March 18, 2010.

The Parent Company listed its common shares of stock with the Philippine Stock Exchange (PSE) on October 6, 2009.

The Parent Company operates as the holding company of the following subsidiaries:

|   | Percentage of O | wnership <sup>(a)</sup> |
|---|-----------------|-------------------------|
|   | Direct          | Indirect                |
| Century Peak Corporation (CPC)  | 100.00          | _                       |
| Century Peak Mineral Development Corporation<br>(CPMDC) <sup>(b)</sup>  | 100.00          | _                       |
| Century Peak Cement Manufacturing Corporation<br>(CPCMC) <sup>(b)</sup> | 100.00          |                         |
| Century Sidewide Smelting Incorporated (CSSI) <sup>(c)</sup>            | 60.00           | -                       |
| Century Hua Guang Smelting Incorporated (CHGSI) <sup>(c)</sup>          | 55.00           | -                       |
| Century Summit Carrier, Inc. (CSCI) <sup>(d)</sup>                      |                 | 80.00                   |

<sup>(a)</sup>Based on the Parent Company's interest in the issued and outstanding shares of the subsidiaries.

<sup>(b)</sup>*CPMDC and CPCMC were incorporated in 2015 and have not yet started commercial operations.* 

<sup>(e)</sup>CSSI and CHGSI have not yet started commercial operations.

<sup>(d)</sup>Owned by the Parent Company through CPC.

The registered office address of the Parent Company and its subsidiaries (collectively referred to as the "Group") is at 14/F Equitable Tower, 8751 Paseo de Roxas, Salcedo Village, Makati City.

The Parent Company's subsidiaries were all incorporated in the Philippines and registered with the SEC. Their principal activities are as follows:

| CPC and CHGSI | Invest in and engage in the business of operating and<br>mining of any mineral resources in the Philippines such  |
|---------------|---|
|               | as iron, ore, copper, gold, silver, lead, manganese, chromites, nickel, etc.  |
| CSSI          | Invest in and engage in the business of operating and<br>mining of any mineral resources in the Philippines and to<br>engage in the business of managing, administering solid |
|               | waste disposal system.  |
| CPMDC         | Engaged in the business of operating and mining any mineral resources in the Philippines, such as limestone,  |
|               | lime, silica, iron ore, copper, gold, silver, lead,   |
|               | manganese, chromites, nickel, among other minerals,   |
|               | both metallic and non-metallic; prospecting, exploring,   |
|               | milling, concentrating, converting, smelting, treating,   |
|               | refining, manufacturing, and preparing for market,<br>whether export or domestic, such mineral resources and  |
|               | producing and dealing in all its products and by-products   |
|               | of every kind and description and by whatsoever process,  |
|               | the same can be or may hereafter be produced.   |
| CPCMC         | Engaged in the business of manufacture, production and<br>merchandising, whether export or domestic, of cement,   |
|               | cement products and by-products, including its  |
|               | derivatives and any and all kinds of minerals and   |
| CSCI          | building materials.   |
| CARA -        | Engaged in the business of operating barges, steamships,  |
|               | motorboats and other kinds of water crafts for the  |
|               | transportation of cargoes and passengers.   |

Mineral Rights of CPC

The table below summarizes CPC's mineral rights:

| Tenement Designation  | Area Covered (in Hectares) | Location                              |
|---|----------------------------|---------------------------------------|
| Mineral Production Sharing<br>Agreement (MPSA) 010-92-<br>X             | 1,198                      | Casiguran, Loreto, Dinagat<br>Islands |
| MPSA-283-2009-XIII-SMR<br>Application for Mineral<br>Production Sharing | 3,188                      | Libjo (Albor), Dinagat Islands        |
| Agreement (APSA) 086-XIII   | 660                        | Acoje, Loreto, Dinagat Islands        |

MPSA-010-92-X or the "Casiguran Nickel Project," was acquired by CPC from Casiguran Mining Corporation by virtue of a deed of assignment on May 29, 2006, which was approved by the Department of Environment and Natural Resources (DENR) on December 11, 2006. In addition, MPSA-283-2009-XIII-SMR or the "Rapid City Parcel II Prospect" ("Rapid City") was approved by the DENR on June 19, 2009.

The Acoje Property is covered by APSA-086-XIII and Environmental Compliance Certificate (ECC) No. 008-345-301C. APSA-086-XIII is still under final evaluation with the Mines and Geosciences Bureau (MGB) Central Office as at March 31, 2017.

#### **DENR Mining Audit**

# Mining Audit under the New Administration

On a letter dated October 3, 2016, the DENR notified CPC of the results, findings and recommendations of the mining audit conducted for the operations in Loreto and Libjo, Dinagat Islands pursuant to the DENR Memorandum Circular No. 2016-01 re: "Audit of All Operating Mines and Moratorium on New Mining Projects issued on July 29, 2016.

On a letter dated October 25, 2016, CPC responded by submitting a complete update on the DENR recommendations and changes implemented by CPC.

On February 2, 2017, the DENR released a list of mining firms for closure and suspension. CPC was excluded on the aforementioned list.

Extension of Mineral Production Sharing Agreement (MPSA) 010-92-X (Casiguran Nickel Project)

On May 18, 2016, CPC applied for the renewal of MPSA 010-92-X with the Mines and Geosciences Bureau Region XIII and is undergoing final evaluation from said regional office. CPC is looking forward to receiving the Certificate of Compliance and the CEMCRR within the month.

### The Smelting Plant Project

#### CHGSI

CHGSI was registered and incorporated with the SEC on January 14, 2008. The principal activities of CHGSI are to invest in and engage in the business of operating and mining mineral resources in the Philippines such as iron ore, copper, gold, silver, lead, manganese, chromites, nickel, etc.; prospecting, exploring, milling, concentrating, converting, smelting, treating, refining, and manufacturing; preparing for the market, whether export or domestic; and producing and dealing in all its products and by-products of every kind and description and by whatsoever process the same can be or may be hereafter be produced.

On October 28, 2009, CHGSI was registered with Philippine Economic Zone Authority (PEZA) under Republic Act (RA) No. 7916 as an ecozone export enterprise engaged in the production of ferro-nickel (pig iron) at the Leyte Industrial Development Estate - Special Economic Zone (LIDE-SEZ).

By virtue of its PEZA registration, CHGSI is entitled to, among other incentives, four (4) years income tax holiday, which shall be reckoned upon its start of commercial operations, as well as tax and duty free importation of its capital equipment and raw materials, subject to its compliance with the terms and conditions of its registration.

#### CSSI

In 2011, the Parent Company entered into a partnership with Sidewide Resources (H.K.) Limited, a subsidiary of Chaoyang Saiwai Mining Co., Ltd of P. R. China., a group that owns an iron powder processing plant, electric furnace smelting plant, and primarily does mineral ore trading. It is the Parent Company's plan to set up electric furnaces in the future to enhance the production of its nickel pig iron. From this formed partnership, CSSI is incorporated.

#### Mining Operations

CPC was issued their ISO 14001 Certification last November 2016. The Certifying Agency is DQS/IQ Net based in Germany.

CPC's focus is to continue fulfilling the compliances for environmental rehabilitation and implementation of social development and management programs. Recently, CPC was commended by MGB Region XIII during the EPEP conference held at Gateway Hotel in Surigao City for efficient implementations of both activities.

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This mining season, CPC is targeting to have a total production of low grade nickel high iron laterite ores of approximately 1.3M WMT or a total of about 20 shipments.

### Registration of CPC with the Board of Investments (BOI)

On May 7, 2010, CPC was registered with the BOI with Certificate of Registration No. 2010-093 (the "BOI Registration"), on its mining and extraction of nickel ore at Casiguran, Loreto, Dinagat Islands (the "Project"), as a new project on a Non-Pioneer Status under the Omnibus Investments Code of 1987 (Executive Order No. 226).

As a BOI-registered entity, CPC is entitled to the following incentives, among others:

- e. Tax credit on taxes and duties paid on raw materials and supplies in producing its export product for a period of ten (10) years from start of commercial operations;
- f. Importation of consigned equipment for a period of ten (10) years from date of registration;
- g. Exemption from wharfage dues, any export tax, duties, imposts and fees for a ten (10) year period from date of registration; and
- h. Simplification of customs procedures for the importation of equipment, spare parts, raw materials and supplies.

On January 14, 2015, BOI granted the Company's request to amend the Specific Terms and Conditions of its BOI Registration, which entitled the Project to a one-year Income Tax Holiday incentive covering taxable year 2014 only.

### The Cement and Limestone Project

#### CPCMC and CPMDC

Through MPSA 045-96-VII and MPSA 046-96-VII, the Group has 4,795 hectares in Pinamungahan, Cebu to mine limestone. An initial resource assessment conducted in 2012 on an 81 hectare area estimate as indicated limestone resource of 34,000,000 metric tons.

In April and July 2015, the Group was able to obtain the ECC for the Cement Plant/Power Plant and Limestone Quarry Project, as follows:

- 1. ECC-CO-1505-0017 for Limestone Quarry to extract 6 million tons of limestone and associated minerals annually
- 2. ECC-CO-1503-0011 for Cement Plant & Power Plant for an annual capacity of the cement plant of 2 million metric tons with 60MW coal fired power plant to supplement the cement plants power requirements.
- 3. ECC-R07-1611-0018 for Seaport Facility to be located at Brgy. Mangoto, Municipality of Pinamungajan, Cebu

#### CSCI

On December 8, 2011, CSCI was registered with the Maritime Industry Authority with Certificate No. DSO-2006-003-086 (2014) under Marina Circular 2006-003, which is valid until December 7, 2017. It has 3 LCTs, Century Summit 1, Century Summit 2 and Century Summit 3, being used in CPC's mining operations.

### 2.3 RESULT OF OPERATION

For the three months ended March 31, 2017, the Group's operation resulted to net loss of P23.9 million.

# Unaudited Interim Consolidated Statements of Comprehensive Income

|   | For the th | ree months end                     | led March 3 |
|---|------------|------------------------------------|-------------|
| In thousands, except % change data          | 2017       | 2016                               | % change    |
| Revenue                                     | P-         | P-                                 | -           |
| Cost of Sales                               | -          | -                                  | -           |
| Gross Income                                | -          |                                    | -           |
| Operating Expenses                          | (30,046)   | (24,585)                           | -3          |
| Other Income (Expenses)                     | (50)       | 230                                | 931         |
| Net loss before tax                         | (30,096)   | (24,355)                           | -2          |
| Net loss attributable to the equity holders |            |                                    |             |
| of the Parent                               | (P29,781)  | (P24,274)                          | -3          |
| Loss Per Share                              |            | ineral and a second linear disease |             |
| Basic/Diluted                               | P0.0106    | P0.0086                            |             |

### 2.4 OPERATING RESULTS FOR THE THREE MONTHS ENDED MARCH 31, 2017 COMPARED WITH MARCH 31, 2016

During the three months ended March 31, 2017, no shipment of chromites or nickel ore was made by the Group hence, there is no recognition of any revenue for the period. Operating expenses of P30.0 million in 2017 was incurred compared with P24.6 million for the same period in 2016 or 3% lower.

The Group's operating expenses for the three months ended March 31, 2017 pertain mainly to taxes and licenses, salaries and office supplies expense, which represent 31%, 17%, and 14%, respectively of the total operating expenses.

### 2.5 FINANCIAL CONDITION

#### **Interim Consolidated Statements of Financial Position**

| In thousands, except % change data        | March 31,<br>2017<br>(Unaudited) | December 31,<br>2016<br>(Audited) | % Change |
|---|----------------------------------|-----------------------------------|----------|
| Total Current Assets                      | P147,357                         | P162,707                          | -9       |
| Total Assets                              | 3,024,027                        | 3,029,841                         |          |
| Current Liabilities                       | 252,211                          | 227,930                           | 11       |
| Total Liabilities                         | 264,663                          | 240,382                           | 10       |
| Total equity attributable to equity       |                                  | ,                                 |          |
| holders of the parent                     | 2,767,222                        | 2,797,004                         | -1       |
| Equity Attributable to Minority Interests | (7,858)                          | (7,544)                           | 4        |
| Total Equity                              | 2,759,364                        | 2,789,460                         | -1       |
| Current assets/Total assets               | 0.05                             | 0.05                              | -        |
| Current ratio                             | 0.58                             | 0.71                              |          |
| Debt to equity ratio                      | 0.10                             | 0.09                              |          |

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The assets of the Group mainly consist of explored mineral resources, property and equipment, inventories and advances to third parties.

The liabilities of the Group mainly consist of payables to contractors, suppliers and related parties. The payable to related parties represents advances which were used to finance the operation of the Group.

There are no significant variances affecting the balance during the three months ended March 31, 2017.

# 2.6 LIQUIDITY and CAPITAL RESOURCES

The table below shows the Group's consolidated cash flows for the three months ended March 31, 2017 and 2016:

|   | For the three | e months ende | d March 31 |
|---|---------------|---------------|------------|
| In thousands, except % change data  | 2017          | 2016          | % change   |
| Net cash provided by (used in) operating activities                               | (P23,480)     | P12,368       | -82        |
| Net cash used in investing activities<br>Net cash provided by (used in) financing | (34,572)      |               | 30         |
| activities<br>Effect of exchange rate changes in                                  | 15,523        | (9,079)       | -74        |
| cash  | (49)          | (238)         | -73        |
| Net increase (decrease) in cash   | (42,577)      | 3,052         | -61        |
| Cash at beginning of year   | 48,955        | 10,346        | -90        |
| Cash at end of year   | P6,378        | P13,398       | -88        |

**Unaudited Interim Consolidated Cash Flows** 

The Group has funded its pre-operating expenses through a capital-raising exercise that started in October 2007. The Group believes that it has sufficient resources to finance its working capital requirements. The Group expects to regularly undertake shipment of ore and the corresponding management and collection of accounts receivable, and temperance of accounts payable. Long-term events such as the additional purchase of property and equipment can be met by the Group via infusions of either equity or debt through the shareholders. All funding for the Group's operations for the next 12 months shall be internally generated. The majority shareholder has committed to continually provide working capital to the Group to assure its continuous operations.

### 2.7 FINANCIAL SOUNDNESS INDICATORS

All secondary licensees of the Commission (financing companies, broker dealer of securities and underwriters) and public companies are required to include a schedule showing financial soundness indicators in two comparative periods, as follows:

|   | March 31, 2017<br>(Unaudited)          | December 31, 2016<br>(Audited)         |
|---|--|--|
| Current Assets  | 147,357,459                            | 162,707,144                            |
| Current Liabilities   | 252,210,946                            | 227,929,571                            |
| Current Ratio   | 0.58                                   | 0.71                                   |
| Total Liabilities   | 264,663,361                            | 240,381,986                            |
| Total Equity Debt to equity ratio   | 2,759,364,220                          | 2,789,459,838<br>0.09                  |
| Loss before depreciation, amortization and depletion<br>Total Liabilities | (28,290,133)                           | (24,585,085)                           |
| Solvency ratio  | <u>264,663,361</u><br>(0.11)           | 240,381,986 (0.10)                     |
| Total Assets Total Equity Asset to equity ratio                           | 3,024,027,581<br>2,759,364,220<br>1.10 | 3,029,841,824<br>2,789,459,838<br>1.09 |
| Loss before Interest Expense and Taxes<br>Interest Expense                | (30,086,526)<br>9,092                  | (24,346,491)<br>8,020                  |
| Interest rate coverage ratio  | (3,309)                                | (3,036)                                |
| Net Loss<br>Total Assets  | (30,095,618)<br>3,024,027,581          | (24,354,511)<br>3,029,841,824          |
| Return on Asset ratio   | (0.01)                                 | (0.02)                                 |
| Net Loss<br>Total Equity  | (30,095,618)<br>2,759,364,220          | (24,354,511)<br>2,789,459,838          |
| Return on Equity ratio  | (0.01)                                 | (0.01)                                 |

### 2.8 **RISK**

#### **Overview**

The Group's financial instruments consist of cash, rehabilitation funds, AFS financial assets, due to related parties and accounts payable and other current liabilities. The main purpose of these financial instruments is to finance the Group's current operations. The main risks arising from the use of these financial instruments are credit risk, liquidity risk and market risk.

#### **Risk Management Framework**

The BOD and management have overall responsibility for the establishment and oversight of the Group's risk management framework.

The Group's risk management policies are established to identify and analyze the risks faced

by the Group, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities. The Group, through its training and management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations. There were no changes in the Group's objectives, policies and processes for managing the risk and the methods used to measure the risk from previous year.

### Credit Risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's bank deposits and trade debtors and is monitored on an ongoing basis. The objective is to reduce the risk of loss through default by counterparties. The risk is managed by spreading financial transactions, including bank deposits, across an approved list of high quality banks.

### Exposure to Credit Risk

The carrying amounts of financial assets, which are classified as loans and receivables, represent the maximum credit exposure. Credit risk at the reporting date is as follows:

|                      | March 31, 2017 | December 31, 2016 |
|----------------------|----------------|-------------------|
|                      | (Unaudited)    | (Audited)         |
| Cash in banks        | P6,332,642     | P48,910,032       |
| Rehabilitation funds | 40,737,401     | 37,501,792        |
|                      | P47,070,043    | P86,411,824       |

Cash are considered good quality as these pertain to deposits in reputable banks.

Cash in banks and rehabilitation funds are of high grade quality. High grade cash in banks and rehabilitation funds are invested and deposited in reputable local banks. These accounts are typically not impaired as the counterparties generally respond to credit actions and update their payments accordingly.

The credit qualities of financial assets that were neither past due nor impaired are determined based on the credit standing or rating of the counterparty.

### Liquidity Risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group considers expected cash flows from financial assets in assessing and managing liquidity risk, in particular its cash resources. Cash balances are managed with two main objectives: maintain maximum liquidity and minimize the cost of borrowing.

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# **Exposure to Liquidity Risk**

The following tables summarize the maturity of the Group's financial liabilities as at March 31, 2017 and December 31, 2016 based on contractual repayment arrangements:

|  | March 31 ,2017     |                           |                        |
|--|--------------------|---------------------------|------------------------|
|  | Carrying<br>Amount | Contractual<br>Cash Flows | Due Within<br>One Year |
| Accounts payable and other<br>current liabilities* | P108,949,526       | P108,949,526              | P108,949,526           |
| Due to related parties                             | 142,720,980        | 142,720,980               | 142,720,980            |
|  | P251,670,506       | P251,670,506              | P251,670,506           |

\*Excludes non-financial liabilities amounting to P540, 440.

|  | December 31, 2016 |                           |                        |
|--|-------------------|---------------------------|------------------------|
|  | Carrying Amount   | Contractual Cash<br>Flows | Duc Within<br>One Year |
| Accounts payable and other<br>current liabilities* | P91,890,218       | P91,890,218               | P91,890,218            |
| Due to related parties                             | 127,198,096       | 127,198,096               | 127,198,096            |
|  | P219,088,314      | P219,088,314              | P219,088,314           |

\*Excludes non-financial liabilities amounting to P248,652.

It is not expected that the cash flows included in the maturity analysis could occur significantly earlier, or at significantly different amounts.

### Market Risks

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Group's income or the value of its holdings of financial instruments. The objective market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

### **Exposures to Foreign Currency Risk**

The Group's currency exposure relates to foreign currency denominated bank accounts as well as transactions comprising of receivables and payables. Since the Company exports 100% of its revenues, all its sales transactions are in foreign currency, specifically denominated in US Dollars.

The following table shows the Group's significant foreign currency-denominated monetary assets and liabilities in their US Dollar (USD) and Philippine Peso equivalents:

|                           | March 31, 2017 |                |
|---------------------------|----------------|----------------|
|                           | U.S. Dollar    | PhilippinePeso |
| Current financial assets: |                |                |
| Cash                      | \$22,046       | P1,105,852     |

the peso-dollar exchange rate as quoted in the Philippine Dealing System as at March 31, 2017.

There were no other significant foreign currency-denominated monetary assets and liabilities as at March 31, 2017.

### Commodity price risk

The Group's mine product revenues are based on international commodity quotations (i.e., primarily on London Metal Exchange quotes) 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 flows.

### 2.9 KEY PERFORMANCE INDICATORS

The Company's management intends to analyze future results of operations through the following key performance indicators, among other measures:

#### Tons Extracted and Ore Grade Sold and Shipped

Tons extracted and ore grade are key determinants of sales volume. Higher tonnage and ore grade are directly proportional to revenue level.

#### **Actual Production Cost**

Production cost per ton is a key measure of operating efficiency. A lower unit production cost both in ore extraction and smelting operation will result in the Company meeting, if not exceeding, its profitability targets.

#### Earnings Per Share

The Company's earnings per share is a key measure of the Company's effectiveness in meeting its financial targets that in turn, will provide investors comparable benchmarks relative to similar companies.

### 2.10 DISTRIBUTION METHODS OF PRODUCTS AND SERVICES

#### Demand for Nickel from China

China is the world's largest producer and consumer of stainless steel. In 2010, China produces over 50% of the global production and that figure is expected to grow over the next few years. Common stainless steel contains between 2-14% Nickel.

Nickel price started to surge in 2016 and is expected to continue in 2017 because China's demand for nickel ore became strong due to the shortage in supply of nickel ore, the strong growth in China's stainless steel production and the tightening of market following years of underinvestment in new mines.

Benchmark of nickel prices shows that it could average higher in 2017 compared to last year

#### Nickel Pig Iron (NPI)

Laterite Nickel ore accounts for about two-thirds of the world's nickel resources but is generally not used for producing refined pure nickel because of its low nickel content that ranges between 1 - 2%.

After a series of sintering and smelting processes, removing impurities such as phosphorus, sulphur and silicon to specification, the laterite nickel ore can be processed into nickel pig iron that contains between 4% to 13% nickel with Iron and other metals accounting for the balance.

Chinese stainless steel producers use nickel pig iron, to which they will add chromium and other materials, to produce 200 to 300 series stainless steel which accounts for more than 70% of total stainless steel production in China.

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#### Indonesian Ore Ban

On January 12, 2014, the ban on exports of unprocessed ore in Indonesia took effect, the result of legislation that was passed five years ago. Exports of lateritic nickel ore over the last several years to China have fueled the growth of its NPI industry. China's NPI plants rely exclusively on nickel ore, primarily from Indonesia and secondarily from the Philippines.

However, on March 2, 2017, new legislation from the Indonesian government clarified that 100% of existing and planned smelter input capacity could be exported as ore up to 5.2 million of tonnes this year. Indonesian's shipments are expected to occur in second half of 2017 but still too soon to say what the partial lifting of the ban on ore exports will mean for supply.

### 2.11 GROUP'S STRATEGIC PLAN

The Group intends to continue exporting nickel ore in China, which is its principal market. It has received several Letters of Intent from interested buyers in China for the purchase of a minimum volume of 500,000 metric tons of Nickel Ore with an average of 0.90% nickel content with 49% iron content but would be cautious on the selling price. If the price is higher than the variable cost and provide contribution margin to lower down fixed cost, we can sign the transaction. The Group will focus on cost management as we will monitor the selling price in the market.

## Transactions with and /or Dependence on Related Parties

Necessary information on related parties is already disclosed in Note 13 in the notes to condensed interim consolidated financial statements.

# PART II - OTHER INFORMATION

1

There are no other information not previously reported in SEC Form 17-C that need to be reported in this section.

### 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.

Registrant: CENTURY PEAK METALS HOLDINGS CORPORATION

By:

HAZEL B. BOI GON

Accounting Manager

JESSIE JOSUAH HILLARIO Chief Compliance Officer

JO CEDO

Independent Director

MAY 18 2017

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