

COVER SHEET

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SEC Registration Number

[illegible]

(Company's Full Name)

[illegible]

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

BERNARD B. RABANZO

(Contact Person)

8846-7910

(Company Telephone Number)

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Month Day
(Fiscal Year)

1	7	-	Q	
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(Form Type)

|||

Month *Day*
(Annual Meeting)

(Secondary License Type, If Applicable)

SEC

Dept. Requiring this Doc.

Amended Articles Number/Section

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Total No. of Stockholders

Domestic

Foreign

To be accomplished by SEC Personnel concerned

[illegible]

File Number

LCU

LCU

[illegible]

Document ID

Cashier

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 **September 30, 2024**
2. SEC identification number **184228** 3. BIR Tax Identification No **000-275-291-000**
-
4. Exact name of issuer as specified in its charter **MRC ALLIED, INC.**
5. **Makati City, Philippines**
Province, country or other jurisdiction of incorporation or organization
6. Industry Classification Code: (SEC Use Only)
7. **4th Floor Spirit of Communication Center, 106 C. Palanca St, Legaspi Vill., Makati City** **1229**
Address of issuer's principal office Postal Code
8. **+632 8846-7910**
Issuer's telephone number, including area code
9. **MRC ALLIED INDUSTRIES, INC., 5th Floor, Eurovilla 4 Building, 853 A. Arnaiz Avenue, Makati City**
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 |
|-------------------------------|--|
|
Common Shares | 851,265,897
..... |
11. Are any or all of the securities listed on the Philippine Stock Exchange?
- Yes [X] No []
12. Indicate by check mark whether the registrant:

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 ☒ No ☐

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

Yes ☒ No ☐

PART I--FINANCIAL INFORMATION

Item 1. Financial Statements.

See attached.

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

See attached.

PART II--OTHER INFORMATION

The issuer may, at its option, report under this item any information not previously reported in a report on SEC Form 17-C. If disclosure of such information is made under this Part II, it need not be repeated in a report on Form 17-C which would otherwise be required to be filed with respect to such information or in a subsequent report on Form 17-Q.

SIGNATURES

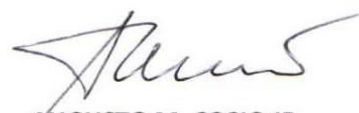
Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

MRC ALLIED, INC.

By:


JIMMY T. YAOKASIN
Chairman of the Board
November 11, 2024


BERNARD B. RABANZO
Chief Admin. And Finance Officer
November 11, 2024


AUGUSTO M. COSIO JR.
President
November 11, 2024


ATTY. FEDERICO P. PRIETO
Corporate Secretary
November 11, 2024

MRC ALLIED, INC AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF FINANCIAL POSITION
FOR THE QUARTER ENDED SEPTEMBER 30, 2024
(With Comparative Figures for December 31, 2023)

	<i>September 30, 2024</i>	<i>2023</i>
	<i>Unaudited</i>	
ASSETS		
Current Assets		
Cash	233,806	480,657
Trade and other receivables-net	-	-
Assets held for sale	231,749,591	231,749,591
Other current assets-net	7,025,797	6,797,849
Total Current Assets	239,009,194	239,028,097
Noncurrent Assets		
Investment properties	2,265,749,972	2,265,749,972
Property and equipment-net	3,795,957	4,048,776
Financial Asset at Fair Value through Other Comprehensive Income (FVOCI)	255,250,000	255,250,000
Total Noncurrent Assets	2,524,795,929	2,525,048,748
TOTAL ASSETS	2,763,805,123	2,764,076,845
LIABILITIES AND EQUITY		
Current Liabilities		
Trade and other payables	528,870,044	527,189,370
Loans payable	25,000,000	25,000,000
Due to related parties	583,135,730	577,947,717
Total Current Liabilities	1,137,005,774	1,130,137,087
Noncurrent Liability		
Retirement liability	15,127,001	15,127,001
Deferred tax liability	427,505,518	427,505,518
Total Noncurrent Liabilities	442,632,519	442,632,519
Total Liabilities	1,579,638,293	1,572,769,606
Equity (Capital Deficiency)		
Capital stock-P1 par value		
Authorized shares – 1,500,000,000		
Issued shares – 851,265,897	851,265,898	851,265,898
Retained Earnings	332,900,932	340,041,341
Total Equity	1,184,166,830	1,191,307,239
TOTAL LIABILITIES AND EQUITY	2,763,805,123	2,764,076,845

See Accompanying Notes to Consolidated Financial Statements

MRC ALLIED, INC. (formerly MRC ALLIED INDUSTRIES, INC.) AND SUBSIDIARIES

Notes to Financial Statements

As of September 30, 2024

1.	Cash in Bank	<u>233,806</u>
2.	Investment Properties	
	Developed Land For Sale	1,280,320,472
	Land Under Development	<u>985,429,500</u>
		<u>2,265,749,972</u>
3.	Other Current Assets	
	Prepaid CWT	186,085
	Deposits	218,100
	Input Tax	6,621,612
	Allowance for Unrecoverable taxes	<u>0</u>
		<u>7,025,797</u>
4.	Property and Equipment	
	Land	1,045,000
	Transportation Equipment	2,454,125
	Furniture, Fixtures and Equipment	296,832
	Land and Lease Improvements	-
	Solar PV Systems	<u>-</u>
		<u>3,795,957</u>
5.	Exploration and Evaluation Projects	
	Surigao Mines Inc.	211,749,591
	Tampakan Mines, Inc.	<u>20,000,000</u>
		<u>231,749,591</u>
6.	Bank Loans	
	First Metro Investment Corporation	<u>25,000,000</u>
		<u>25,000,000</u>
7.	Accounts Payable and Other Liabilities	
	Accrued Payables	
	Interest and penalties	501,994,465
	Project costs	20,186,553
	Others	68,250
	Statutory Liabilities	<u>6,620,775</u>
		<u>528,870,044</u>
8.	Due to related parties	<u>583,651,543</u>

MRC ALLIED, INC AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
FOR THE PERIOD ENDED SEPTEMBER 30, 2024
(With Comparative Figures for September 30, 2023)

	JANUARY TO SEPTEMBER 30, 2024 UNAUDITED	JANUARY TO SEPTEMBER 30, 2023 UNAUDITED
REVENUES	6,866,494	2,591,279
EXPENSES		
Mining Expenses	-	-
Interest	2,499,850	2,479,017
General and administrative	11,507,053	13,633,569
Other charges-net	-	-
LOSS BEFORE INCOME TAX	(7,140,409)	(13,521,307)
INCOME TAX BENEFIT	-	-
NET LOSS	(7,140,409)	(13,521,307)
OTHER COMPREHENSIVE INCOME	-	-
TOTAL COMPREHENSIVE LOSS	(7,140,409)	(13,521,307)
BASIC/DILLUTED LOSS PER SHARE	(0.001)	(0.002)

See accompanying Notes to Consolidated Statements.

MRC ALLIED, INC AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
FOR THE QUARTER ENDED SEPTEMBER 30, 2024
(With Comparative Figures for September 30, 2023)

	JULY TO SEPTEMBER 30, 2024 UNAUDITED	APRIL TO SEPTEMBER 30, 2023 UNAUDITED
REVENUES	1,385,727	2,276,356
EXPENSES		
Interest	812,450	812,450
General and administrative	3,638,326	4,706,585
	-	-
LOSS BEFORE INCOME TAX	(3,065,049)	(3,242,679)
INCOME TAX BENEFIT	-	-
NET LOSS	(3,065,049)	(3,242,679)
OTHER COMPREHENSIVE INCOME	-	-
TOTAL COMPREHENSIVE LOSS	(3,065,049)	(3,242,679)
BASIC/DILLUTED LOSS PER SHARE	(0.000)	(0.000)

See accompanying Notes to Consolidated Statements.

MRC ALLIED, INC AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE PERIOD ENDED SEPTEMBER 30, 2024
(With Comparative Figures for September 30, 2023)

	Capital Stock	Additional Paid-in Capital	Deficit	Total
Balances at December 31, 2023	851,265,898	-	340,041,341	1,191,307,239
Total Comprehensive Loss for the period			(7,140,409)	(7,140,409)
Balances at January to September 30, 2024	851,265,898	-	332,900,932	1,184,166,830
Balances at December 31, 2022	851,265,898	-	394,577,154	1,245,843,052
Total Comprehensive Loss for the period			(13,521,307)	(13,521,307)
Balances at January to September 30, 2023	851,265,898	-	381,055,847	1,232,321,746

See accompanying Notes to Consolidated Statements.

MRC ALLIED, INC AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE QUARTER ENDED SEPTEMBER 30, 2024
(With Comparative Figures for September 30, 2023)

	Capital Stock	Additional Paid-in Capital	Deficit	Total
Balances at June 30, 2024	851,265,898	-	335,965,981	1,187,231,879
Total Comprehensive Loss for the quarter			(3,065,049)	(3,065,049)
Balances at September 30, 2024	851,265,898	-	332,900,932	1,184,166,830
Balances at June 30, 2023	851,265,898	-	384,298,526	1,235,564,425
Total Comprehensive Loss for the quarter			(3,242,679)	(3,242,679)
Balances at September 30, 2023	851,265,898	-	381,055,847	1,232,321,746

See accompanying Notes to Consolidated Statements.

MRC ALLIED, INC AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE PERIOD ENDED SEPTEMBER 30, 2024
(With Comparative Figures for September 30, 2023)

	JANUARY TO SEPTEMBER 30, 2024 UNAUDITED	JANUARY TO SEPTEMBER 30, 2023 UNAUDITED
CASH FLOWS FROM OPERATING		
ACTIVITIES		
Loss before income tax	(7,140,409)	(13,521,307)
Adjustment for:		
Depreciation and amortization	252,819	759,544
Provision for probable losses and impairment		
Operating loss before working capital changes	(6,887,590)	(12,761,763)
Decrease (increase) in:		
Trade and accounts receivable	-	-
Other current assets	(227,948)	(263,242)
Increase (decrease) in:		
Trade and other payables	1,680,674	374,408
Statutory and other payables	-	2,437,350
Net cash used in operating activities	(5,434,864)	(10,213,247)
CASH FLOW FROM INVESTING ACTIVITIES		
Increase in deposit for future subscription	2,271,405	12,461,004
CASH FLOW FROM A FINANCING ACTIVITIES		
Increase in amount due to related parties	2,916,608	(36,364)
NET INCREASE IN CASH	(246,851)	2,211,393
CASH AT BEGINNING OF THE PERIOD	480,657	346,290
CASH AT END OF YEAR	233,806	2,557,683
NON CASH TRANSACTIONS		
Advances by related parties for:		
Exploration and evaluation costs capitalized		
Property and equipment acquisitions		
Increase in other noncurrent assets		
Settlement of loans		
Debt-to-equity conversion		
	-	-

See accompanying Notes to Consolidated Statements.

MRC ALLIED, INC AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE QUARTER ENDED SEPTEMBER 30, 2024
(With Comparative Figures for September 30, 2023)

	JUL TO SEPTEMBER 30, 2024 UNAUDITED	JULY TO SEPTEMBER 30, 2023 UNAUDITED
CASH FLOWS FROM OPERATING		
ACTIVITIES		
Loss before income tax	(3,065,049)	(3,242,679)
Adjustment for:		
Depreciation and amortization	84,273	340,665
Provision for probable losses and impairment		
Operating loss before working capital changes	(2,980,776)	(2,902,014)
Decrease (increase) in:		
Trade and accounts receivable	-	-
Other current assets	(34,970)	(118,791)
Increase (decrease) in:		
Trade and other payables	1,253,105	354,594
Statutory and other payables	-	812,450
Net cash used in operating activities	(1,762,641)	(1,853,761)
CASH FLOW FROM INVESTING ACTIVITIES		
Increase in deposit for future subscription	1,207,128	4,364,234
CASH FLOW FROM A FINANCING ACTIVITIES		
Increase in amount due to related parties	474,376	(345,621)
NET INCREASE IN CASH	(81,137)	2,164,852
CASH AT BEGINNING OF THIRD QUARTER	314,943	392,831
CASH AT END OF YEAR	233,806	2,557,683
NON CASH TRANSACTIONS		
Advances by related parties for:		
Exploration and evaluation costs capitalized		
Property and equipment acquisitions		
Increase in other noncurrent assets		
Settlement of loans		
Debt-to-equity conversion		
	-	-

See accompanying Notes to Consolidated Statements.

PART I – FINANCIAL INFORMATION

ITEM 1. Financial Statements Required under SRC RULE 68.1

Basic and Diluted Earnings per Share (See Attached Income Statement)

The consolidated financial statements have been prepared in accordance with Philippine Financial Reporting Standards (PFRS). This financial reporting framework includes PFRS, Philippine Accounting Standards (PAS) and Philippine Interpretation from International Financial Reporting Interpretations Committee (IFRIC) issued by the Philippine Financial and Sustainability Reporting Standards Council and adopted by the SEC, including SEC pronouncements. The accounting policies adopted are consistent with those of the previous years, except as otherwise stated.

Measurement Bases

The consolidated financial statements are presented in Philippine Peso (Peso), which is the Group's functional currency. All values are rounded to the nearest Peso, unless otherwise indicated.

The consolidated financial statements of the Group have been prepared under the historical cost basis, except for investment properties and financial assets at FVOCI which are measured at fair value, and retirement liability which is measured at present value of defined benefit obligation. Historical cost is generally based on the fair value of the consideration given in exchange for an asset and fair value of consideration received in exchange for incurring a liability.

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 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 on the most advantageous market must be accessible to the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their best interest.

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

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

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

Level 1 - Quoted (unadjusted) market prices in active market 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; or

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 the end of each reporting date.

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.

Further information about the assumptions made in measuring fair value is included in Notes 4 and 17 to the consolidated financial statements.

Adoption of Amendments to PFRS

The accounting policies adopted are consistent with those of the previous financial year, except for the adoption of the following amendments to PFRS effective January 1, 2023:

Amendments to PAS 1, Presentation of Financial Statements, and PFRS Practice Statement 2, Making Materiality Judgments - Disclosure Initiative - Accounting Policies – The amendments require an entity to disclose its material accounting policies, instead of its significant accounting policies and provide guidance on how an entity applies the concept of materiality in making decisions about accounting policy disclosures. In assessing the materiality of accounting policy information, entities need to consider both the size of the transactions, other events or conditions and its nature. The amendments clarify (1) that accounting policy information may be material because of its nature, even if the related amounts are immaterial, that accounting policy information is material if users of an entity's financial statements would need it to understand other material information in the financial statements, and if an entity discloses immaterial accounting policy information, such information should not obscure material accounting policy information. In addition, PFRS Practice Statement 2 is amended by adding guidance and examples to explain and demonstrate the application of the 'four-step materiality process' to accounting policy information.

Amendments to PAS 8, Accounting Policies, Changes in Accounting Estimates and Errors - Definition of Accounting Estimates – The amendments clarify the distinction between changes in accounting estimates and changes in accounting policies, and the correction of errors. Under the new definition, accounting estimates are "monetary amounts in financial statements that are subject to measurement uncertainty". An entity develops an accounting estimate if an accounting policy requires an item in the financial statements to be measured in a way that involves measurement uncertainty. The amendments clarify that a change in accounting estimate that results from new information or new developments is not a correction of an error, and that the effects of a change in an input or a measurement technique used to develop an accounting estimate are changes in accounting estimates if they do not result from the correction of prior period errors. A change in an accounting estimate may affect only the profit or loss in the current period, or the profit or loss of both the current and future periods.

Amendments to PAS 12, Income Taxes - Deferred Tax Related Assets and Liabilities from a Single Transaction – The amendments require companies to recognize deferred tax on transactions that, on initial recognition, give rise to equal amounts of taxable and deductible temporary differences.

Amendments to PAS 1, Classification of Liabilities as Current or Noncurrent – The amendments clarify the requirements for an entity to have the right to defer settlement of the liability for at least 12 months after the reporting period. The amendments also specify and clarify the following: (i) an entity's right to defer settlement must exist at the end of the reporting period, (ii) the classification is unaffected by management's intentions or expectations about whether the entity will exercise its right to defer settlement, (iii) how lending conditions affect classification, and (iv) requirements for classifying liabilities where an entity will or may settle by issuing its own equity instruments.

The adoption of the amendments to PFRS did not materially affect the consolidated financial statements of the Group. Additional disclosures were included in the consolidated financial statements, as applicable.

Amendments to PFRS in Issue But Not Yet Effective

Relevant amendments to PFRS which are not yet effective as at December 31, 2023 are summarized below.

Effective for annual periods beginning on or after January 1, 2024:

Amendments to PAS 1, Noncurrent Liabilities with Covenants – The amendments clarified that covenants to be complied with after the reporting date do not affect the classification of debt as current or noncurrent at the reporting date. Instead, the amendments require the entity to disclose information about these covenants in the notes to the financial statements. The amendments must be applied retrospectively. Earlier application is permitted. If applied in earlier period, the Company shall also apply Amendments to PAS 1 - Classification of Liabilities as Current or Noncurrent for that period.

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 a conflicting provision under the two standards. It clarifies that a gain or loss shall be recognized fully when the transaction involves a business, and partially if it involves assets that do not constitute a business. The effective date of the amendments, initially set for annual periods beginning on or after January 1, 2016, was deferred indefinitely in December 2015 but earlier application is still permitted.

Under prevailing circumstances, the adoption of the foregoing amendments to PFRS has no material effect on the consolidated financial statements of the Group. Additional disclosures have been included in the notes to consolidated financial statements, as applicable.

Basis of Consolidation

The consolidated financial statements of the Group comprise the financial statements of the Parent Company and its subsidiaries as at December 31, 2023 and 2022, and for the years ended December 31, 2023, 2022 and 2021.

Subsidiaries are entities controlled by the Parent Company. The consolidated financial statements include the accounts of the Parent Company and its subsidiaries. In assessing control, the Parent Company considers if it is exposed, or has right, to variable returns from its investment with the subsidiary and if it has the ability to affect those returns.

Subsidiaries are consolidated from the date of acquisition or incorporation, being the date on which the Parent Company obtains control and continue to be consolidated until the date such control ceases. The results of operations of the subsidiaries acquired or disposed of during the period are included in the consolidated statements of comprehensive income from the date of acquisition or up to the date of disposal, as appropriate.

The financial statements of the subsidiaries are prepared for the same reporting year as the Parent Company using uniform accounting policies for like transactions and other events in similar circumstances.

All significant intercompany balances and transactions, including inter-group unrealized profits and losses resulting from intercompany transactions, are eliminated in full in preparing the consolidated financial statements. Changes in the controlling equity ownership (i.e., acquisition of non-controlling interest or partial disposal of interest over a subsidiary) that do not result in a loss of control are accounted for as equity transactions.

Financial Assets and Liabilities

Date of Recognition. The Group recognizes a financial asset or a financial liability in the consolidated statements of financial position when it becomes a party to the contractual provisions of a financial instrument. In the case of a regular way purchase or sale of financial assets, recognition and derecognition, as applicable, is done using trade date accounting.

Initial Recognition and Measurement. Financial instruments are recognized initially at fair value, which is the fair value of the consideration given (in case of an asset) or received (in case of a liability). The initial measurement of financial instruments, except for those designated at fair value through profit and loss (FVPL), includes transaction cost.

“Day 1” Difference. Where the transaction in a non-active market is different from the fair value of other observable current market transactions in the same instrument or based on a valuation technique whose variables include only data from observable market, the Group recognizes the difference between the transaction price and fair value (a “Day 1” difference) in profit or loss. In cases where there is no observable data on inception, the Group deems the transaction price as the best estimate of fair value and recognizes “Day 1” difference in profit or loss when the inputs become observable or when the instrument is derecognized. For each transaction, the Group determines the appropriate method of recognizing the “Day 1” difference amount.

Classification. The Group classifies its financial assets at initial recognition under the following categories: (a) financial assets at FVPL, (b) financial assets at amortized cost and (c) financial assets at FVOCI. Financial liabilities, on the other hand, are classified as either financial liabilities at FVPL or financial liabilities at amortized cost. The classification of a financial instrument largely depends on the Group’s business model and its contractual cash flow characteristics.

The Group does not have financial assets and liabilities at FVPL, and debt instruments classified as financial asset at FVOCI as at December 31, 2023 and 2022.

Financial Assets at Amortized Cost. Financial assets shall be measured at amortized cost if both of the following conditions are met: the financial asset is held within a business model whose objective is 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 payments of principal and interest on the principal amount outstanding.

After initial recognition, financial assets at amortized cost are subsequently measured at amortized cost using the effective interest method, less allowance for impairment, if any. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees that are an integral part of the effective interest rate. Gains and losses are recognized in profit or loss when the financial assets are derecognized and through amortization process. Financial assets at amortized cost are included under current assets if realizability or collectability is within 12 months after the reporting period. Otherwise, these are classified as noncurrent assets.

As at December 31, 2023 and 2022, the Group’s cash in banks and trade receivables are classified under this category. Financial Assets at FVOCI. For debt instruments that meet the contractual cash flow characteristic and are not designated at FVPL under the fair value option, the financial assets shall be measured at FVOCI if both of the following conditions are met:

the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and selling the financial assets; and,

the contractual terms of the financial asset give rise, on specified dates, to cash flows that are solely payments of principal and interest on the principal amount outstanding.

For equity instruments, the Group may irrevocably designate the financial asset to be measured at FVOCI in case the above conditions are not met.

Financial assets at FVOCI are initially measured at fair value plus transaction costs. After initial recognition, interest income (calculated using the effective interest rate method), foreign currency gains or losses and impairment gains or losses of debt instruments measured at FVOCI are recognized directly in profit or loss. When the financial asset is derecognized, the cumulative gains or losses previously recognized in other comprehensive income (OCI) are reclassified from equity to profit or loss as a reclassification adjustment.

Dividends from equity instruments held at FVOCI are recognized in profit or loss when the right to receive payment is established, unless the dividend clearly represents a recovery of part of the cost of the investment. Unrealized gains or losses from equity instruments are recognized in OCI and presented in the equity section of the consolidated statements of financial position. These fair value changes are recognized in equity and are not reclassified to profit or loss in subsequent periods.

As at December 31, 2023 and 2022, the Group designated its investment in unquoted equity securities as financial asset at FVOCI.

Financial Liabilities at Amortized Cost. Financial liabilities are categorized as financial liabilities at amortized cost when the substance of the contractual arrangement results in the Group having an obligation either to deliver cash or another financial asset to the holder, or to settle the obligation other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of its own equity instruments.

These financial liabilities are initially recognized at fair value less any directly attributable transaction costs. After initial recognition, these financial liabilities are subsequently measured at amortized cost using the effective interest method. Amortized cost is calculated by taking into account any discount or premium on the issue and fees that are an integral part of the effective interest rate. Gains and losses are recognized in profit or loss when the liabilities are derecognized or impaired or through the amortization process.

As at December 31, 2023 and 2022, the Group's trade and other payables (excluding statutory payables), loans payable, due to related parties, and security deposit are classified under this category.

Reclassification

The Group reclassifies its financial assets when, and only when, it changes its business model for managing those financial assets. The reclassification is applied prospectively from the first day of the first reporting period following the change in the business model (reclassification date).

For a financial asset reclassified out of the financial assets at amortized cost category to financial assets at FVPL, any gain or loss arising from the difference between the previous amortized cost of the financial asset and fair value is recognized in profit or loss. Meanwhile, for a financial asset reclassified out of the financial assets at amortized cost category to financial assets at FVOCI, any gain or loss arising from a difference between the previous amortized cost of the financial asset and fair value is recognized in OCI.

For a financial asset reclassified out of the financial assets at FVOCI category to financial assets at amortized cost, any gain or loss previously recognized in OCI, and any difference between the new amortized cost and maturity amount, are amortized to profit or loss over the remaining life of the investment using the effective interest method. If the financial asset is subsequently impaired, any gain or loss that has been recognized in OCI is reclassified from equity to profit or loss.

In the case of a financial asset that does not have a fixed maturity, the gain or loss shall be recognized in profit or loss when the financial asset is sold or disposed. If the financial asset is subsequently impaired, any previous gain or loss that has been recognized in OCI is reclassified from equity to profit or loss.

Impairment of Financial Assets at Amortized Cost

The Group records an allowance for expected credit loss (ECL) 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. The difference is then discounted at an approximation to the asset's original effective interest rate.

For trade receivables, the Group has applied the simplified approach and has calculated ECL based on the lifetime ECL. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment, as appropriate, and on assessment of both the current as well as the forecast direction of condition at the reporting date, including time value of money where appropriate.

For other financial assets measured at amortized cost, the ECL is based on the 12-month ECL, which pertains to the portion of lifetime ECL that result 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 initial recognition, the allowance will be based on the lifetime ECL.

When determining whether the credit risk of a financial asset 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 and consider reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition.

Derecognition of Financial Assets and Liabilities

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

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

When the Group has transferred its right to receive cash flows from a financial asset or has entered into a pass-through arrangement and has neither transferred nor retained substantially all the risks and rewards of ownership of the financial asset nor transferred control of the financial asset, the financial asset is recognized to the extent of the Group's continuing involvement in the financial asset. Continuing involvement that takes the form of a guarantee over the transferred financial asset is measured at the lower of the original carrying amount of the financial asset and the maximum amount of consideration that the Group could be required to repay.

Financial Liabilities. A financial liability is derecognized when the obligation under the liability is discharged, cancelled or has expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognized in profit or loss.

Offsetting of Financial Assets and Liabilities

Financial assets and financial liabilities are offset and the net amount reported in the consolidated statements of financial position if, and only if, there is a currently enforceable legal right to offset the recognized amounts and there is intention to settle on a net basis, or to realize the asset and settle the liability simultaneously. This is not generally the case with master netting agreements, and the related assets and liabilities are presented gross in the consolidated statements of financial position.

Classification of Financial Instrument between Liability and Equity

A financial instrument is classified as liability if it provides for a contractual obligation to:

Deliver cash or another financial asset to another entity;

Exchange financial assets or financial liabilities with another entity under conditions that are potentially unfavorable to the Group; or

Satisfy the obligation other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of own equity shares.

If the Group does not have an unconditional right to avoid delivering cash or another financial asset to settle its contractual obligation, the obligation meets the definition of a financial liability.

Asset Held for Sale

Asset held for sale pertains to exploration and evaluation assets whose carrying values will be recovered principally through sale transaction rather than through continuing use. These assets are available for immediate sale in its present condition and the sale is highly probable. Subsequent to initial recognition, these are measured at the lower of its carrying amount and fair value less costs to sell.

Exploration and evaluation assets represent the Group's acquired rights to do exploration and evaluation of certain mining areas. Expenditures for mine exploration work prior to and subsequent to drilling are deferred as incurred.

Other Current Assets

Other current assets consist of input value-added tax (VAT), deposits and creditable withholding tax (CWT).

Input VAT. Input VAT represents tax imposed on the Group by its suppliers for the acquisition of goods and services required under Philippine taxation laws and regulations. Input VAT is recognized as an asset, carried at cost less any impairment in value and will be used to offset the Group's current VAT liability.

Deposits. Deposits represent payments made in relation to the lease and other agreements entered into by the Group. These are carried at cost less any impairment in value and will generally be applied as lease payment or final payment at the end of the agreements.

CWT. CWT represent taxes withheld by the Group's customers as required under Philippine taxation laws and regulations. CWT is recognized as asset, carried at cost less any impairment in value and will be used to offset against the Group's income tax liability.

Investment Properties

Investment properties include land held for the purpose of earning rentals or for capital appreciation or both. These properties are not held to be used in production or sale in the ordinary course of business.

Investment properties are initially measured at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at fair value, which reflects the market conditions at the reporting date. Gains or losses arising from changes in the fair values of investment properties are included in the consolidated statements of comprehensive income in the year in which they arise.

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

Transfers are made to and from investment properties when, and only when, there is a change in use, evidenced by a) commencement of owner-occupation, for a transfer from investment property to owner-occupied; b) commencement of development with a view to sale, for a transfer from investment property to assets held for sale; c) end of owner-occupation, for a transfer from owner-occupied property to investment property; or d) commencement of an operating lease to another party, for a transfer from property and equipment to investment property.

Property and Equipment

Property and equipment, except for land, is stated at cost less accumulated depreciation and any impairment in value. Land is stated at cost less impairment loss, if any.

The initial cost of property and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Expenditures incurred after the property and equipment have been put into operations, such as repairs and maintenance, are recognized in the consolidated statements of comprehensive income in the period the costs are incurred. In situations where it can be clearly demonstrated that the expenditures have resulted in an increase in the future economic benefits expected to be obtained from the use of an item of property and equipment beyond its originally assessed standard of performance, the expenditures are capitalized as additional cost of property and equipment.

Each part of an item of property and equipment with a cost that is significant in relation to the total cost of the item is depreciated and amortized separately.

Depreciation and amortization is calculated on a straight-line basis over the estimated useful lives of the assets. The useful life of each of the property and equipment is estimated based on the period over which the asset is expected to be available for use. Such estimation is based on a collective assessment of industry practice and experience with similar assets.

The estimated useful lives and method of depreciation and amortization are reviewed, and adjusted if appropriate, at the end of each reporting period.

The estimated useful lives of items of property and equipment are as follows:

	Number of Years
Solar PV system	20
Transportation equipment	5
Furniture, fixtures and equipment	3
Land improvements	5
Leasehold improvements	3 years or term of the lease whichever is shorter

When assets are retired or otherwise disposed of, both the cost and related accumulated depreciation and amortization are removed from the accounts and any resulting gain or loss is recognized in the consolidated statements of comprehensive income.

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

Fully depreciated and amortized assets are retained in the accounts until these are no longer in use and no further charge for depreciation and amortization is made in respect of those assets.

Impairment of Nonfinancial Assets

Nonfinancial assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. If any such indication exists and where the carrying amount of an asset exceeds its recoverable amount, the asset or cash-generating unit is written down to its recoverable amount. The estimated recoverable amount is the higher of an asset's fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs. Impairment losses are recognized in the consolidated statements of comprehensive income.

An assessment is made at each financial reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated. A previously recognized impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognized. In such instance, the carrying amount of the asset is increased to its recoverable amount. However, the increased amount cannot exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in profit or loss.

Capital Stock

Capital stock represents the par value of the issued shares.

Retained Earnings

Retained earnings represents cumulative balance of the Group's result of operations.

Basic and Diluted Earnings (Loss) Per Share

Basic EPS is computed by dividing net income for the year attributable to common shareholders by the weighted average number of common shares outstanding during the year excluding shares held by subsidiaries, with retroactive adjustments for any stock dividends declared and stock split.

Diluted EPS is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares.

Where the EPS effect of potential dilutive ordinary shares would be anti-dilutive, basic and diluted EPS are stated at the same amount.

Segment Reporting

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

An operating segment may engage in business activities for which it has yet to earn revenues, for example, start-up operations may be operating segments before earning revenues.

Revenue Recognition

Revenue from contract with customers is recognized when the performance obligation in the contract has been satisfied, either at a point in time or over time. Revenue is recognized over time if one of the following criteria is met: (a) the customer simultaneously receives and consumes the benefits as the Group performs its obligations; (b) the Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or (c) the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date. Otherwise, revenue is recognized at a point in time.

The Group also assesses its revenue arrangements to determine if it is acting as a principal or as an agent. The Group has assessed that it acts as a principal in all of its revenue sources.

Service Revenues. Revenue is recognized as income when the related services have been rendered based on contractual terms.

For revenues from other sources, the following specific recognition criteria must also be met before revenue is recognized.

Interest Income. Interest income is recognized as it accrues based on the effective interest method.

Cost and Expense Recognition

Costs and expenses are recognized in the consolidated statements of comprehensive income when a decrease in future economic benefit related to a decrease in an asset or an increase of liability has arisen that can be measured reliably.

Direct Cost. Direct cost is recognized as expense when the related service is rendered.

General and Administrative Expenses. General and administrative expenses constitute cost of administering the business. These are expensed as incurred.

Interest Expense and Penalties. Interest expense and penalties represents the cost of money used in operations including charges for late payments and are recognized as incurred. Interest expense is measure using the effective interest rate method.

Leases

At inception of a contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group uses the definition of a lease in PFRS 16.

Group as a Lessee. The Group applies the short-term lease recognition exemption to its short-term lease of office space (i.e., leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). Lease payments on short-term leases are recognized as expense on a straight-line basis over the lease term.

Employee Benefits

Short-term Benefits. The Group provides short-term benefits to its employees in the form of basic salary, 13th month pay, bonuses, employer's share on government contribution, and other short-term benefits. These are measured on an undiscounted basis and are expensed as the related service is provided.

Retirement Benefits. The Group has an unfunded, defined benefit retirement plan covering all qualified employees. The retirement benefits expense is determined using the projected unit credit method which reflects services rendered by employees to the date of valuation and incorporates assumptions concerning employees' projected salaries.

The Group recognizes service costs, comprising of current service costs, past service costs, gains and losses on curtailment and non-routine settlements (if any), and interest expense in profit or loss. Interest expense is calculated by applying the discount rate to the retirement liability. Past service costs are recognized in profit or loss on the earlier of the date of the plan amendment, curtailment, and the date the Group recognizes restructuring related costs.

Re-measurements pertaining to actuarial gains and losses are recognized immediately in OCI and are closed to retained earnings in the period in which they arise. Re-measurements are not reclassified to profit or loss in subsequent periods. Actuarial valuations are made with sufficient regularity so that the amounts recognized in the consolidated financial statements do not differ materially from the amounts that would be determined at the reporting date.

Income Taxes

Current Tax. Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the tax authority. The tax rates and tax laws used to compute the amount are those that have been enacted or substantively enacted at the reporting date.

Deferred Tax. Deferred tax is provided on all temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognized for all taxable temporary differences. Deferred tax assets are recognized for all deductible temporary differences, carryforward benefits of unused tax credits from the excess of minimum corporate income tax (MCIT) over the regular corporate income tax (RCIT) and unused net operating loss carryover (NOLCO), to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and carryforward benefits of unused tax credits and unused tax losses can be utilized. Deferred tax, however, is not recognized when it arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to 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 reporting date.

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

Current and deferred tax are recognized in profit or loss, except when they relate to items that are recognized in OCI or directly in equity, in which case, the current and deferred tax are also recognized in OCI or directly in equity, respectively.

Related Party Relationships and Transactions

Related party relationships exist when one party has the ability to control, directly or indirectly through one or more intermediaries, the other party or exercise significant influence over the other party in making financial and operating decisions. Such relationships also exist between and/or among entities which are under common control with the reporting enterprise, or between and/or among the reporting enterprises and their key management personnel, directors, or its stockholders. Related parties may be individuals or corporate entities. An entity is also related to the Group when it directly or indirectly, through one or more intermediaries, controls or is controlled by, or is under common control with the Group.

A related party transaction is a transfer of resources, services or obligations between related parties, regardless of whether a price is charged. Transactions with related parties are accounted for at arm's-length prices or terms similar to those offered to non-related entities in an economically comparable market.

Related party transactions are considered material and/or significant if i) these transactions amount to 10% or higher of the Group's total assets, or ii) there are several transactions or a series of transactions over a 12-month period with the same related party amounting to 10% or higher of the Group's total assets. Details of transactions entered into by the Group with related parties are reviewed in accordance with the Group's related party transactions policy.

Provisions

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. Where the Group expects some or all of a provision to be reimbursed, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the consolidated statements of comprehensive income net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pretax rate that reflects, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as interest expense.

Contingencies

Contingent assets and liabilities are not recognized in the consolidated financial statements. Contingent liabilities are disclosed in the notes to consolidated financial statements unless the possibility of an outflow of resources embodying economic benefit is remote. Contingent assets are disclosed in the notes to consolidated financial statements when inflows of economic benefits are probable.

Events After the Reporting Date

Events after the reporting period that provide additional information about the Group's consolidated financial statements at the end of the reporting period (adjusting events) are reflected in the consolidated financial statements. Events after the reporting period that are non-adjusting events are disclosed in the notes to consolidated financial statements when material.

Comparative

When necessary, comparative figures have been reclassified to conform to the changes in the presentation of the current year.

MRC ALLIED, INC.

ITEM 2. Management's Discussion and Analysis of Financial Condition and Results or Plan of Operation

2a) Plan of Operation

The Company has incurred expenses as it continues to explore and develop potential business ventures, particularly renewable energy and mining, resulting to a deficit. However, because of the debt-to-equity conversions in 2013 and 2012 and the equity restructuring in 2014 and 2013, it has reduced its deficit resulting to a positive equity of P485.8 million and P545.0 million as at December 31, 2018 and 2017, respectively.

The Group has MOA for gold and copper covering mining areas where Alberto Mining Corporation (AMC) and Pensons Mining Corporation (PMC) have applications for EP or Mineral Production Sharing Agreement (MPSA) with the MGB.

These are summarized as follows:

Holder	Date	Location	No. of Hectares as at December 31	
			2023	2022
AMC	November 8, 2010	Kiblawan, Davao del Sur and Columbio, Sultan Kudarat (AMC Kibalawan)	7,559.1	7,559.1
	January 7, 2011	Marihatag, Surigao del Sur (AMC Marihatag)	3,759.3	3,759.3
	March 28, 2011	Boston and Cateel, Davao Oriental (PMC Boston-Cateel)	4,860.0	4,860.0
PMC	February 4, 2011	Paquibato, Davao City (PMC Paquibato)	593.2	593.2

Each MOA provides for, among others:

- 3% royalty on gross proceeds or gross sales of all mineral production payable 15 days after every three months commencing at the end of the first full quarter after the commencement of production; and
- P2.0 million to P3.0 million royalty advances at every anniversary date of the MOA. However, the Group has not yet provided any royalty advances for the MOA dated March 28, 2011 due to pending exploration permits.

Moreover, the Parent Company will assume all financial costs and expenditures and provide all technical expertise, manpower and support to AMC and PMC to get the necessary MPSA for the mining areas and to comply with the tenement requirements to bring the mining agreements into commercial mining production and operation within the earliest time possible. The agreements with the Philippine government shall always be in the name of AMC and PMC with the Group as the operator.

The carrying amount of these exploration and evaluation assets consists of:

	2023	2022
AMC Kiblawan	P214,000,000	P214,000,000
PMC Paquibato	17,749,591	17,749,591
	P231,749,591	P231,749,591

In consideration for the MOA dated November 8, 2010 (AMC Kiblawan) and February 4, 2011 (PMC Paquibato), MCC issued 600 million MCC shares each to AMC and PMC in 2011 equivalent to P=464.3 million. In 2020, the Group wrote off exploration and evaluation assets of P=232.5 million as a result of the reduction of the mining area covered by the EP for PMC Paquibato.

The Parent Company has not yet transferred the 600 million common shares at P=0.10 par value for the MOA dated March 28, 2011 (PMC Boston-Cateel) pending the final determination of the mining areas by PMC. The consideration for the MOA dated January 7, 2011 (AMC Marihatag), which was entered into by MRC Surigao, is subject to a separate agreement. As at the date of the approval and issuance of these consolidated financial statements, the Group is awaiting the lifting of the moratorium on the issuance of new mining permits by the Department of Environment and Natural Resources (DENR) to finalize the terms of the MOA.

On September 15, 2020, the MGB released an Order of Denial covering the EP application for AMC Kiblawan because of a failure to comply with a documentary requirement within the specified period. The Group has been persistent in obtaining the required document, however, because of the limitations brought by the Covid-19 related mandated lockdowns in 2021 and 2020, and other circumstances beyond the Group's control, the document was not obtained and submitted within the required period. Pursuant to the MGB's guidelines and procedures, the Group filed a Motion for Reconsideration to reverse the denial. The decision on the motion is pending as at the date of the approval and issuance of these financial statements.

On February 17, 2022, the Parent Company's BOD approved to sell the exploration and evaluation assets resulting to the reclassification of these assets to 'Asset Held for Sale'. On March 10, 2022, the Parent Company entered into a Memorandum of Agreement with a third party for the sale of the MOA for AMC Kiblawan, PMC Paquibato, PMC Boston-Cateel and AMC Marihatag for P750.0 million. As at December 31, 2022, the carrying values of the exploration and evaluation assets is lower than the negotiated price of the transaction.

Moreover, under the agreement, the parties undertake to execute a Deed of Assignment to transfer the rights of the exploration and mining assets to the buyer. As at the date of the approval and issuance of these consolidated financial statements, the contracting parties have not yet finalized the Deed of Assignment.

Solar Power Projects

In October 2019, MREN has completed the procurement, design, testing and commissioning of the 550 kWp solar PV system project for a rice milling plant in Northern Luzon. MREN is responsible in operating and maintaining the solar PV system, which includes, among others: (a) reading and inspecting the solar billing meter; (b) conduct any testing, inspection, repair, recalibration and replacement of the solar PV metering system; and (c) sending of monthly invoice.

The proposed capacity of the project is 550 kilowatts with agreed generation charge of P=7.00/ kilowatt-hour (kWh) for a period of twenty (20) years. The generation charge can be lowered to P=6.75/kWh for eighteen (18) years when the total capacity reaches two (2) megawatts and upon mutual agreement of the parties. Throughout the term of the agreement, the solar PV system shall be owned solely by MREN, except when the provisions on early termination, which includes default or dissolution of the parties and option to buy, among others, are met.

The agreement provides for, among others:

Monthly variable service fee, calculated by applying the agreed rate of P=7.00/per kWh, or distribution utility (DU) rate whichever is lower but subject to floor rate of P=6.50/per kWh, to the monthly Net Energy Output. The total monthly fee shall be subject to adjustments from daily downtime inclusion and/or other fees due by reason of violation or breach of the agreement.

Security deposit, in the form of surety bond or cash. Surety bond must be demandable at anytime during the term of this agreement and should be issued by a surety or insurance company duly certified by the Insurance Commission, in the amount of P=5.0 million. Security deposit in the form of cash shall be deposited and maintained to a specified account to be agreed by the parties. This deposit shall be forfeited in favor of the Group in case of any default by the other party in the terms of the agreement. Security deposit amounted to P=4.2 million and P=4.4 million as at December 31, 2022 and 2021, respectively.

Service revenues amounted to P=0.49 million in 2023, P=2.3 million in 2022 and P=2.5 million in 2021. Outstanding receivables, which are noninterest-bearing and are usually collected within 30 days, amounted to P=0.0 million and P=0.2 million as at December 31, 2023 and 2022, respectively.

On February 22, 2019, the Group, through MREN, entered into a Memorandum of Agreement with a third-party contractor engaged in the selling and servicing of solar panels (the Contractor) for the engineering, procurement and construction (EPC) of the Solar PV Project. The Memorandum of Agreement covers the general technical and associated requirements for the design, supply, delivery, installation, testing and commissioning, including all items which can be reasonably inferred as being required for the Solar PV Project's completion. The total contract price amounted to P=29.4 million, inclusive of any and all taxes, including VAT and applicable withholding taxes, and subject to variations as defined and allowed by the Memorandum of Agreement.

On February 21, 2021, MREN received a Notice to Terminate from the Contractor for the engineering, procurement and commissioning of the 550 kWp Project. As at the date of the approval and issuance of these consolidated financial statements, MREN is in the process of verifying the grounds for termination and negotiating certain terms of the agreement with the Contractor. Payables to the Contractor amounted to P13.0 million as at December 31, 2022 and 2021.

The Group, through MREN, had a Solar Energy Service Contract with the DOE for the exclusive right to explore and develop a solar project in Naga, Cebu. In 2018, the DENR ordered the suspension of the development activities within the solar project's area because of supervening events affecting the condition and feasibility of the area. As a result, the Group had to surrender its Solar Energy Service Contract which resulted to the recognition of the provision for impairment loss on predevelopment costs amounting to P23.5 million in 2020. In 2022, the Group wrote off these predevelopment costs.

2b) Financial Condition and Results of Operation as of December 31, 2023

2023 - The Group has no significant revenue-generating activity. The Group also incurred significant expenses as it continues to explore and develop potential business ventures. In 2023, the Group pre-terminated its solar photovoltaic system (PV) project resulting to a pre-termination loss of P5.8 million. The Group's current liabilities also exceeded its current assets by P891.1 million and P775.2 million as at December 31, 2023 and 2022, respectively.

These factors indicate material uncertainty on the Group's ability to continue as a going concern.

The Group, however, has investment properties in Naga City, Cebu and San Isidro, Leyte with aggregate carrying amount of P2,265.7 million as at December 31, 2023 which the Group intends to realize through either outright sales or joint venture with property developers.

The Group's business ventures and corporate initiatives are as follows:

The Group has a 15% ownership in Sulu Electric Power and Light (Philippines) Inc. [SEPALCO] which owns and operates a 50-megawatt (MW) solar PV power plant located in Palo, Leyte. The power generated from the power plant is being sold to the Wholesale Electricity Spot Market (WESM). As at the date of the approval of the consolidated financial statements, the Parent Company is actively assisting SEPALCO in its ongoing negotiations with potential investors to develop an additional 25-MW capacity for the power plant.

The Parent Company has memorandum of agreements with 5G Security Inc. (5GS) and MCC for the acquisitions of ownership stake in companies engaged in technology and digital solutions, and Information and Communication Technology (ICT). On January 5, 2024, the Parent Company's BOD approved the subscription of up to 75.0 million common shares of Bitstar Prime Holdings, Inc. (Bitstar), a company incorporated in the Philippines, which will be the Group's investment vehicle for its technology and digital solutions, and ICT projects. Upon the completion of the subscription, the Parent Company will assign the memorandum of agreements with 5GS and MCC to Bitstar. As at the date of the approval of the consolidated financial statements, the parties have not yet finalized the terms of the subscription. Nonetheless, the Parent Company and Bitstar are discussing and exploring potential ICT business strategies while awaiting the finalization of the terms of the subscription.

On April 4, 2024, the Parent Company's BOD approved the plan to acquire significant ownership interest in Rappler Holdings Corporation, a domestic company which owns an internationally recognized digital online platform, through Dolphin Fire Group, Inc. (DFGI). The acquisition of DFGI shares will be done through a share swap agreement which is expected to be completed within 30 days from the determination of the purchase price based on a third-party valuation of DFGI shares. As at the date of the approval of the consolidated financial statements, the Parent Company and DFGI are finalizing the terms of the acquisition.

The Parent Company is raising funds of up to P1,000.0 million through a private placement. On March 8, 2023, the SEC approved the amendment on the use of proceeds of the private placement to include investment acquisitions in ICT. With the increase in the par value of the Parent Company shares in October 2023, the Group revised the number of shares and issue price for the private placement from 1,428.6 million shares, at P0.70 a share, to 333.3 million shares, at P3.00 a share. As at the date of the approval of the consolidated financial statements, the Group is negotiating the terms of the subscriptions with potential investors.

Pursuant to the Group's direction to focus on renewable energy and ICT projects, the Parent Company's BOD approved to sell its exploration and evaluation assets with a carrying value of P231.5 million. Subsequently, on March 10, 2022, the Parent Company entered into a memorandum of agreement with a third party to sell the exploration and evaluation assets. Under the agreement, the contracting parties shall execute a Deed of Assignment to transfer the rights of the exploration and evaluation assets to the buyer which is still pending as at the date of the approval of the financial statements.

The Group stockholders continue to provide financial support to sustain Group operations and to meet its maturing obligations. Due to related parties aggregated P577.9 million and P527.3 million as at December 31, 2023 and 2022, respectively.

The ability of the Group to continue as a going concern depends largely on the successful implementation and outcome of the foregoing business development plans and initiatives, and the continuing financial support of the Group stockholders.

2c) Comparable Discussion of Interim Period as of 30 September 2024

The Group's aggregate resource stood at P2.76 billion, while total liabilities and equity amounted to P1.58 billion and P1.18 billion respectively, as of 30 September 2024. Comparing September 30, 2024 against December 2023 level, total resources net decreased by P0.002 million attributed principally on net of accumulated depreciation and other current assets. Total liabilities went up by P6.87 million in 30 September 2024 due to the following: (i) accrual of interest and penalties of the existing bank loans and (ii) transactions recorded in the related parties to fund the day to day operations of the Company. Total stockholders' equity was recorded at P1.18 billion in 30 September 2024 and P1.19 billion as of 31 December 2023.

On a quarter to quarter basis, total assets of the Group for the third quarter of 2024 amounted to P2.76 billion compared to the total assets as of end of third quarter of 2023 were increased by P82.93 million. The increase is due to the fair value changes of investment properties.

Total liabilities of the Group as of third quarter of 2024 is increased by P131.01 million net of P1.580 billion this quarter compared to P1.449 billion against the same quarter of 2023. This increase was due to the trade and other payables and advances made to stockholders for working capital requirements of its subsidiaries and the accrual of interest on the bank loan for this quarter of 2024.

MRC ended the third quarter of 2024, with a total net loss of P7.140 million compared to P13.521 million in the third quarter of 2023. The decrease was largely due to the consultancy services provided to an entity under common control.

Key Performance Indicator

Ratio	Formula	2024	2023
Current/Liquidity Ratio			
	Current assets	239,009,194	239,028,097
	Divided by: Current liabilities	1,137,005,774	1,130,137,987
	Current Liquidity ratio	0.21:1.00	0.21:1.00
Solvency Ratio			
	Net income (loss) before depreciation and amortization	(7,393,228)	(52,485,547)
	Divided by: Total liabilities	1,579,638,293	1,572,769,606
	Solvency ratio	(0.00):1.00	(0.03):1.00
Debt-to-Equity Ratio			
	Total liabilities	1,579,638,293	1,572,769,606
	Divided by: Total equity	1,184,166,830	1,191,307,239
	Debt-to-Equity ratio	1.33:1.00	1.32:1.00
Asset-to-Equity Ratio			
	Total assets	2,763,805,123	2,764,076,845
	Divided by: Total equity	1,184,166,830	1,191,307,239
	Asset-to-Equity ratio	2.33:1.00	2.32:1.00
Interest Rate Coverage Ratio			
	Income (Loss) before interest and taxes	(9,640,259)	(65,496,067)
	Divided by: Interest expense	2,499,850	37,840,812
	Interest Rate Coverage ratio	(3.86):1.00	(1.73):1.00
Return on Assets Ratio			
	Net income (loss)	(7,140,409)	(54,535,813)
	Divided by: Total assets	2,763,935,563	2,764,076,845
	Return on Assets ratio	(0.003):1.00	0.02:1.00
Return of Equity Ratio			
	Net income (loss)	(7,140,409)	(54,535,813)
	Divided by: Total equity	1,184,166,830	1,191,307,239
	Return on Equity ratio	(0.006):1.00	0.04:1.00
Net Profit Margin			
	Net income (loss)	(7,140,409)	(54,535,813)
	Divided by: Revenues	6,866,494	494,000
	Return on Equity ratio	(1.04):1.00	(110.40):1.00

-Nothing follows-