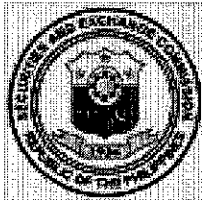




108132013003288



SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills, Mandaluyong City, Metro Manila, Philippines
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Company Information

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Company Name MANILA MINING CO.
Industry Classification
Company Type Stock Corporation

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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: **June 30, 2013**
2. Commission identification number: **4429** 3. BIR Tax Identification No.: **000-164-442**
4. Exact name of issuer as specified in its charter:

MANILA MINING CORPORATION

5. Province, country or other jurisdiction of incorporation or organization:
Makati City, Philippines

6. Industry Classification Code: (SEC Use Only)

7. Address of issuer's principal office:

**20th Floor, Lepanto Building
8747 Paseo de Roxas, Makati City, Philippines**

8. Issuer's telephone number, including area code:

(632) – 815-9447

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

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:
---------------------	---

Class "A"	121,281,301,045
Class "B"	80,737,597,656

Amount of Debt Outstanding: **Please refer to the attached Balance Sheet (Annex "B")**

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

Classes "A" and "B"

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 No

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

Yes No


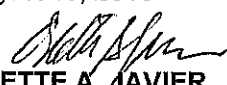
PART 1- FINANCIAL INFORMATION

- | | | |
|--|---|-------------|
| Item 1. Financial Statements: | <i>Income Statement</i> | - Annex "A" |
| | <i>Balance Sheet</i> | - Annex "B" |
| | <i>Statement of Cash Flow</i> | - Annex "C" |
| | <i>Stockholders' Equity</i> | - Annex "D" |
| | <i>Notes to Financial Statements</i> | - Annex "E" |
| | <i>Aging of Accounts Receivable-Trade</i> | - Annex "F" |
| Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations | | - Annex "G" |
| Item 3. Impact of Current Global Financial Condition | | - Annex "H" |
| Item 4. Financial Ratios | | - Annex "I" |

PART II- OTHER INFORMATION (None)

SIGNATURES

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

Issuer	:	Manila Mining Corporation
Signature	:	 MARIO L. LAVENTE
Title	:	Controller
Date	:	August 13, 2013
Signature	:	 ODETTE A. JAVIER
Title	:	Assistant Corporate Secretary
Date	:	August 13, 2013

MANILA MINING CORPORATION
 CONSOLIDATED QUARTERLY INCOME STATEMENT
 FOR THE SECOND QUARTER OF 2013
 (WITH COMPARATIVE FIGURES FOR THE SECOND QUARTER OF 2012)

	Second Quarter of 2013	Second Quarter of 2012	SIX MONTHS ENDED JUNE 2013	SIX MONTHS ENDED JUNE 2012
REVENUE				
Copper	-	-	-	-
Gold	-	-	-	-
Silver	-	-	-	-
Interest and Other income	46,205	2,105,818	692,581	2,826,510
	<u>46,205</u>	<u>2,105,818</u>	<u>692,581</u>	<u>2,826,510</u>
COST AND EXPENSES				
Mining, milling, refining and other related charges and administrative expenses including depreciation, depletion and amortizations	2,759,232	2,356,022	6,579,662	6,137,689
	<u>2,759,232</u>	<u>2,356,022</u>	<u>6,579,662</u>	<u>6,137,689</u>
NET INCOME BEFORE INCOME TAX	<u>(2,713,027)</u>	<u>(250,204)</u>	<u>(5,887,081)</u>	<u>(3,311,180)</u>
PROVISION FOR INCOME TAX				
Current				
Deferred				
NET INCOME (LOSS) FOR THE PERIOD	<u>(2,713,027)</u>	<u>(250,204)</u>	<u>(5,887,081)</u>	<u>(3,311,180)</u>
EARNINGS (LOSS) PER SHARE	<u>(0.000013)</u>	<u>(0.000001)</u>	<u>(0.000029)</u>	<u>(0.000016)</u>
Formula:				
Net Income / (Loss)	(2,713,027)	(250,204)	(5,887,081)	(3,311,180)
divided by Total shares subscribed, issued and outstanding	201,989,116,257	201,840,116,257	201,989,116,257	201,840,116,257
	<u>(0.000013)</u>	<u>(0.000001)</u>	<u>(0.000029)</u>	<u>(0.000016)</u>

MANILA MINING CORPORATION
CONSOLIDATED BALANCE SHEET
As of June 30, 2013
(With Comparative Figure for December 31, 2012)

ANNEX "B"

A S S E T S		LIABILITIES AND STOCKHOLDERS' EQUITY			
		**June 2013	*December 2012	**June 2013	*December 2012
CURRENT ASSETS				CURRENT LIABILITIES	
Cash & cash equivalent	P	11,217,657	P 147,056,636	Accounts payable and accruals	P 281,911,825 P 229,457,267
Short-term investments				Dividends payable	573,097 573,097
Receivables				Non-trade payables	1,265,776 570,098
Trade		-	-	Notes Payable	
Non-trade (net)		1,385,623	1,507,699		
Subscription Receivables		-	-		
Inventories					
Bullion		-	-		
Copper concentrate		-	-		
Gold in process - CIP		-	-		
Ore		-	-		
Materials and supplies (net)		29,010,940	25,741,306		
Prepayments		85,256,174	78,743,627		
		<u>126,870,394</u>	<u>253,049,268</u>		
NON-CURRENT ASSETS				NON-CURRENT LIABILITIES	
Property, Plant and Equipment (net)		2,627,058,518	2,453,304,452	Notes Payable	
Other Assets (net)		9,515,186	9,107,224	Deferred Tax Liability	66,124,650 66,124,650
Available For Sale Financial Assets		73,370,000	73,370,000	Pension Liability	12,126,038 12,126,038
Investment in Subs. & Affiliate		-	-	Provision for mine rehabilitation & decommissioning	
		<u>2,709,943,704</u>	<u>2,535,781,675</u>		
TOTAL ASSETS	P	<u><u>2,836,814,098</u></u>	<u><u>P 2,788,830,944</u></u>		
				STOCKHOLDERS' EQUITY	
				Capital Stock	
				Authorized - 260,000,000,000 shares divided into 156,000,000,000 shares of Class "A" and 104,000,000,000 shares of Class "B" at P0.01 par value each - P2,600,000,000	
				Issued and outstanding-201,989,116,257 shares	
				December 2012-201,945,116,257 shares	2,020,016,163 2,019,576,163
				Subscribed capital stock - 58,744,944 shares	
				December 2012-74,774,944 shares	
				subscriptions receivable of P366,405	211,420 371,419
				Share Premium	502,623,353 502,183,353
				Deposit for future subscriptions	0 0
					<u>2,522,850,935</u> <u>2,522,130,935</u>
				Fair Value Reserve	5,828,008 5,828,008
				Retained earnings, beginning	(1,002,600,424) (993,550,475)
				Add: Net income (loss) for the period	(5,887,082) (9,049,949)
				Retained earnings, end	<u>(1,008,487,505)</u> <u>(1,002,600,424)</u>
				Effects of changes with non-controlling interest	954,621,275 954,621,275
				Net stockholders' equity	<u>2,474,812,712</u> <u>2,479,979,794</u>
				LIABILITIES AND STOCKHOLDERS' EQUITY	P 2,836,814,098 P 2,788,830,944

** - UNAUDITED

* - AUDITED

MANILA MINING CORPORATION
 CONSOLIDATED STATEMENT OF CASH FLOWS
 FOR THE SIX MONTHS ENDED JULY 31, 2013

(WITH COMPARATIVE FIGURES FOR THE SECOND QUARTER AND SIX MONTHS ENDED JUNE 30, 2012)

	SECOND QUARTER		SIX MONTHS ENDED JUNE	
	2013	2012	2013	2012
CASH FLOWS FROM OPERATING ACTIVITIES:				
Net income/(loss) for the period	(2,713,027)	(250,204)	(5,887,081)	(3,311,180)
Add/(deduct) year-to-date adjustments	-	-	-	-
	<u>(2,713,027)</u>	<u>(250,204)</u>	<u>(5,887,081)</u>	<u>(3,311,180)</u>
Adjustment to reconcile net income to net cash provided by operating activities:				
Depreciation	1,054,950	1,063,158	2,140,387	2,126,317
Impairment loss	-	-	-	-
	<u>(1,658,076)</u>	<u>812,954</u>	<u>(3,746,694)</u>	<u>(1,184,863)</u>
Changes in assets and liabilities				
(Increase) decrease in receivables	(36,956,197)	(13,191,265)	(58,486,842)	(11,496,183)
(Increase) decrease in inventories	4,636,683	(3,364,064)	(3,269,635)	(5,835,119)
(Increase) decrease in prepayments	(2,611,361)	(852,040)	(6,512,547)	(6,025,547)
Increase (decrease) in accounts payable & accruals	68,758,893	3,414,014	52,550,877	(13,030,862)
Increase (decrease) in notes payable/dividends payable	-	-	-	-
Net cash provided by operating activities	<u>32,169,941</u>	<u>(13,180,402)</u>	<u>(19,464,841)</u>	<u>(37,572,573)</u>
CASH USED IN INVESTING ACTIVITIES:				
(Increase) decrease of property, plant and eqpt	(53,997,937)	(74,791,886)	(117,381,855)	(122,138,665)
(Increase) decrease in investments available for sale	-	-	-	-
	<u>(391,035)</u>	<u>-</u>	<u>(407,962)</u>	<u>-</u>
(Increase) decrease in other assets	-	(32,130)	-	(441,472)
Net cash used in investing activities	<u>(54,388,971)</u>	<u>(74,824,016)</u>	<u>(117,789,817)</u>	<u>(122,580,137)</u>
CASH FLOWS FROM FINANCING ACTIVITIES:				
Increase (decrease) in subscribed capital stock	60,000.00	9,702.00	280,000.00	0.3
Increase (decrease) in Share Premium	60,000.00	(9,702.00)	440,000.00	0.22
Increase (decrease) in Deposit for Future Subscription	-	-	(0.00)	-
Increase (decrease) in pension liability	-	-	(0.00)	0.22
Receipts from (payment to) related parties	201,165	1,472,213	695,678	274,890
Increase (decrease) in deferred tax liability	-	-	(0)	-
Effects of changes with non-controlling interest	-	-	-	-
Net cash provided by (used in) financing activities	<u>321,165</u>	<u>1,472,213</u>	<u>1,415,678</u>	<u>274,891</u>
NET INCREASE (DECREASE) IN CASH FOR THE YEAR	<u>(21,897,866)</u>	<u>(86,532,205)</u>	<u>(135,838,979)</u>	<u>(159,877,820)</u>
CASH				
Beginning of the period	33,115,522	453,961,266	147,056,636	527,305,881
End of the period	<u>11,217,657</u>	<u>367,429,061</u>	<u>11,217,657</u>	<u>367,429,061</u>

MANILA MINING CORPORATION
 CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDER'S EQUITY
 FOR THE PERIOD ENDED JUNE 30, 2013 AND 2012

	JUNE 30	
	2013	2012
STOCKHOLDERS' EQUITY		
Capital Stock		
Authorized - 260B shares @ P.01 par value each (P 2,600,000,000)		
Issued and outstanding	2,020,016,163	2,018,526,163
Subscribed capital stock (net of subscriptions receivable)	211,420	1,431,045
Share premium	502,623,353	502,173,727
Deficit		
Operations		
Beginning balance	(1,002,600,424)	(993,550,475)
Net income (loss) for the period	(5,887,082)	(3,311,180)
	(1,008,487,505)	(996,861,655)
Fair Value Reserve	5,828,008	42,056,508
Efects of changes with non-controlling interest	954,621,275	954,621,275
TOTAL STOCKHOLDERS' EQUITY	P 2,474,812,712	P 2,521,947,063

MANILA MINING CORPORATION
NOTES TO FINANCIAL STATEMENTS

Note 1 - Operations; registration with the Board of Investments (BOI)

Manila Mining Corporation (the parent company) was incorporated in the Philippines and registered with the Securities and Exchange Commission (SEC) on May 20, 1949, primarily to carry on the business of mining, milling, concentrating, converting, smelting, treating, preparing for market, manufacturing, buying, selling, exchanging and otherwise producing and dealing in precious and semi-precious metals, ores, minerals and their by-products. The parent company's shares are listed and traded on the Philippine Stock Exchange (PSE). On April 16, 1999, the SEC approved the extension of the Parent Company's corporate term for another fifty (50) years upon expiration of its original term on May 30, 1999. Lepanto Consolidated Mining Company (LCMC), a publicly listed company, and its subsidiaries, has 20.12% equity interest in the Company.

The principal office of the Parent Company is located at the 20th Floor, Lepanto Building, 8747 Paseo de Roxas, 1226 Makati City.

The parent company had a total of 67 regular employees as of 30 June 2013.

On May 11, 2011, the Parent Company, KCGRI and Philex Mining Corporation (Philex), finalized an agreement for the exploration and joint development of the Kalaya-an Project located in Placer, Surigao del Norte. The Kalaya-an Project, which is registered under KCGRI, is covered by EP No. XIII-014B.

Prior to its expiration, or on 18 April 2012, an application for another renewal was filed by KCGRI for the purpose of conducting a more in-depth and detailed exploration in the area and to complete the feasibility study.

Pursuant to the agreement, the Parent Company sold to Philex a total of 125,000 shares of stock of KCGRI, representing a 5% interest in KCGRI, for a consideration of US\$25 million. Philex shall earn an additional 55% interest in KCGRI by sole-funding all pre-development expenses including a final feasibility study for the Project. The development of the Project shall be undertaken jointly by the Parent Company and Philex.

Note 2 – Compliance with generally accepted accounting principles and basis of financial statement presentation

The financial statements of the Company have been prepared in accordance with the Philippine Financial Reporting Standards (PFRS), Philippine Accounting Standards (PAS), International Financial Reporting Interpretations Committee (IFRIC) and Standing Interpretations Committee (SIC) Interpretations.

The policies set out below have been consistently applied to all the months presented. The Company's financial statements were prepared in accordance with generally accepted accounting principles in the Philippines (GAAP) and in conformity with PFRS

The preparation of financial statements in conformity with PFRS requires the use of certain critical accounting estimates. It also requires management to exercise judgment in the process of applying the Company's accounting policies. The areas involving higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed properly.

The accounting policies adopted in the preparation of the financial statements are consistent with the most recent annual financial statements.

Adoption of new accounting standards

The ASC approved the issuance of new and revised accounting standards which are based on revised International Accounting Standards (IAS) and new International Financial Reporting Standards (IFRSs) issued by the International Accounting Standards Board (IASB) which are effective for annual periods beginning on or after January 1, 2005.

These new Standards have been renamed PASs to correspond to adopted IASs while the PFRSs correspond to adopted IFRSs. The Company adopted the applicable PASs and PFRSs effective January 1, 2005:

PAS - PAS 1, 2, 8, 10, 16, 17, 19, 21, 24, 32, 33, 36, 37, 38 & 39

PFRS - PFRS 1 & 2

Adoption of PFRS 9

After consideration of the result of its impact evaluation and the postponement of the effectivity of PFRS 9 to annual periods beginning on or after January 2015, the Company has decided not to early adopt PFRS 9 for its 2012 annual financial statement.

Note 3 – Standards under SEC Memorandum Circular No. 6 (SEC MC-6)

The company adopts the following standards and interpretations that took effect on January 1, 2013 and are covered under the SEC Memorandum Circular No.-6:

Title	Subject	Applicable
PAS 27 (Amended)	Separate Financial Statements	Yes
PAS 28 (Amended)	Investments in Associates and Joint Ventures	Yes
Amendment of PFRS 1	Government Loans	N/A*
Amendment of PFRS 7	Disclosures-Offsetting Financial Assets and Financial Liabilities	N/A*
PFRS 10	Consolidated Financial Statements	Yes
PFRS 11	Joint Arrangement	N/A*
PFRS 12	Disclosures of Interests in Other Entities	Yes
PFRS 13	Fair Value Measurement	Yes

N/A*-not applicable

The company does not expect the adoption of these new and amended PFRS and PAS to have a significant impact on its financial statements and on the audited figures as of December 31, 2012.

Note 4– Cash and cash equivalents

These include cash on hand and in banks. Cash in banks earn regular bank deposit interest. Money placements earn an interest at slightly higher rates. All placements are for fixed short term tenor and subject to pre termination at the option of the company without penalty.

Note 5– Receivables

This consists of Advances to officers and employees and other receivables.

Note 6– Pre-payments and Deposits

This account represents prepaid royalties & miscellaneous deposit in relation to drilling contract.

Note 7– Property, Plant and Equipment

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

Note 8 – Other Assets

This account consists mainly of Deposit receivable and idle equipment.

Note 9 – Available for sale investments

These include quoted and unquoted equity instruments. Quoted instruments (listed shares) and unquoted equity instruments (shares not listed) are carried at fair market value as of December 31 2012as determined. Unquoted or investments not listed have no fixed maturity date or coupon rate, and they have no available bid price.

Unrealized gain on the movement in fair value of these investments amounting to P5.83 million is recognized as separate component in the statement in changes in equity under Fair Value Reserve.

Note 10– Accounts Payable and Accrual

This represents payables to suppliers and advances from shareholders.

Note 11 – Non-trade Payables

This account represents payables to affiliates.

Note 12 – Pension Benefits

Pension cost and obligation are computed in accordance with Republic Act No. 7641, Retirement Pay Law, which is similar to that computed under a defined benefit pension plan. A defined benefit plan is a retirement plan that defines an amount of pension benefit that an employee will receive on

retirement, usually dependent on certain factors such as age, years of credited service and salary.

The liability recognized in the balance sheet in respect of defined benefit pension plan is the present value of the defined benefit obligation at the balance sheet date less the fair value of plan assets, together with any adjustments for unrecognized gains or losses and past service costs. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using the interest rates of government bonds that are denominated in the currency in which the benefits will be paid and that have terms to maturity which approximates the terms of the related pension liability. The defined benefit obligation is calculated on a regular periodic basis by an independent actuary using the "Projected Unit Credit Cost" method.

Note 13 - Earnings (loss) per share

Following are the basis for the computation of earnings (loss) per share:

	2nd qtr 2013	2nd qtr 2012
Numerator:		
Net (loss) income for The quarter	P(2,713,027)	P (250,204)
Denominator:		
Weighted average Total shares subscribed, issued and outstanding	201,989,116,257	201,840,116,257

MANILA MINING CORPORATION

AGING OF ACCOUNTS RECEIVABLE TRADE

As of June 30, 2013

NONE

p -o0o-

Management's Discussion and Analysis of Financial Condition and Results of Operations

As of 30 June 2013

Interest income realized from bank deposits and money market placements amounted to P0.046 million for the second quarter compared with P2.11 million for the same quarter last year. Expenses, consisting of depreciation and administration costs, totaled to P2.76 million, compared with P2.36 million last year. Net loss for the period amounted to P2.71 million, compared with net loss of P0.25 million last year.

For the first half of the year, interest income amounted to P0.69 million compared with P2.83 million last year while Administration and Depreciation costs totaled P6.58 million compared with P6.14 million last year and Net loss amounted to P5.89 million compared with a net loss of P3.31 million last year.

Cash and Cash Equivalents amounted to P11.22 million, compared with P147.06 million as of end-2012 due to continuing exploration activities. Receivables decreased by 8.10% to P1.385 million from P1.507 million last year as advances were liquidated by officers and employees. Materials and supplies increased by 12.70% to P29.01 million from P25.741 million due to acquisition of materials and supplies for exploration and assaying activities. Prepayments increased by 8.27% to P82.26 million from P78.743 on account of the recognition of input VAT in relation to exploration activities. Property, plant and equipment increased by 7.08% to P2,627.058 million from P2,453.304 million due to exploration and other pre-development activities.

Account payables and accruals increased by 22.86% to P281.91 million from P229.45 million as a result of accelerated drilling activities undertaken by contractors. Non-trade payables increased by 122.03% to P1.27 million from P0.570 million mainly due to intercompany charges from affiliates.

Exploration drilling, resource/ reserve estimation continue at/for the Placer project, funded out of advances from shareholders. Exploration also continues at the Kalayaan Project, sole-funded by Philex Mining Corporation pursuant to a Farm-In Agreement among Manila Mining Corporation, Philex Mining Corporation and Kalayaan Copper-Gold Resources, Inc.

Manila Mining Company
Impact of Current Global Financial Condition

Credit Risk

Not applicable

Market Risk

The value of financial instruments may change as a result of changes in interest rates, foreign currency exchange rates and equity prices. The Company has 'Available For Sale Financial Assets' in the amount of P73.37 million which is subject to fluctuations in market prices.

Foreign Exchange Risk

Not applicable

Interest Rate Risk

Not applicable as the Company has no interest-bearing payables.

Liquidity Risk

Not applicable

Fair Values

The methods and assumptions used to estimate the fair value of each class of financial instruments for which it is practicable to estimate such value:

Cash, Receivables, Trade Payables and Accrued Expenses

The carrying amounts of cash, receivables, trade payables and accrued expenses are all subject to normal trade credit terms and are short term in nature, approximate their fair values.

AFS Investments

Fair values of investments are estimated by reference to their quoted market values made during the balance sheet date as of the end of last year. Unquoted equity securities are carried at cost net of impairment in value, since fair value of these AFS securities cannot be reliably determined as these securities are not listed and have no available bid price. The Company has no investments in foreign securities.

Loans Payable and Borrowings

Not applicable

**MANILA MINING CORPORATION AND SUBSIDIARY
FINANCIAL RATIOS
PURSUANT TO SRC RULE 68, AS AMENDED
(With Comparative Annual Figures for 2012)**

	2ND QUARTER June 2013	YEAR END December 2012
Profitability Ratios:		
Return on assets	-0.10%	-0.32%
Return on equity	-0.11%	-0.36%
Net Profit Margin	n/a	n/a
Solvency and liquidity ratios:		
Current Ratio	0.65:1	1.10:1
Debt to equity	0.15:1	0.12:1
Quick Ratio	0.04:1	0.63:1
Financial Leverage ratio:		
Asset to equity	1.15:1	1.13:1
Debt to Asset ratio	0.13:1	0.11:1
Interest rate coverage ratio	n/a	n/a