

# Manila Mining Corporation

20th Floor, BA-Lepanto Bldg. 8747 Paseo de Roxas  
Makati, Metro Manila, Philippines  
P.O. Box 1460 Makati - Telephones: 815-9447 • 812-7241  
Fax: 819-3786 • 751-6317

27 January 2015

Disclosure Department  
Listings and Disclosure Group  
Philippine Stock Exchange, Inc.  
PSE Center, Ayala Avenue  
Makati City

Attention: Ms. Janet A. Encarnacion  
Head, Disclosure Department

Re: Use of 1:3.56 SRO Proceeds

**Gentlemen:**

In compliance with the terms of the listing of Manila Mining's 1:3.56 Stock Rights Offering (SRO), we are pleased to submit herewith our report on the utilization of the SRO proceeds for 2014 as certified by our external auditor SGV & Co.

Very truly yours,

  
ODETTE A. JAVIER  
Asst. Corporate Secretary

## REPORT OF FACTUAL FINDINGS

The Stockholders and the Board of Directors  
Manila Mining Corporation  
20th Floor, B.A. Lepanto Building  
8747 Paseo de Roxas  
Makati City

We have performed the procedures agreed with you and enumerated in Appendix I with respect to the updated annual report on the application of proceeds from the Stock Rights Offering (the Offering) of Manila Mining Corporation (the Company) as summarized in the table included in the Company's Annual Progress Report of the Proceeds from the Stock Rights Offering for the Annual Period Covered June 27, 2014 to December 31, 2014 (see Appendix II). The procedures were performed solely to comply with the Philippine Stock Exchange (PSE) requirement for the Company to submit an external auditor's certification on the accuracy of the information being represented by the Company relating to the application of proceeds whenever a report is submitted to the PSE. Our engagement was undertaken in accordance with the Philippine Standard on Related Services 4400, "*Engagements to Perform Agreed-Upon Procedures Regarding Financial Information*" applicable to Agreed-Upon Procedures engagements.

Because the procedures enumerated in Appendix I do not constitute either an audit or a review made in accordance with Philippine Standards on Auditing (PSA) or Philippine Standards on Review Engagements (PSRE), we do not express any assurance on the use of proceeds from the Offering based on the said standards.

Had we performed additional procedures or had we performed an audit or review of the financial statements in accordance with PSA or PSRE, other matters might have come to our attention that would have been reported to you.

We have no responsibility to update this report for events or circumstances occurring after the date of this report.



Building a better  
working world

- 2 -

Our report is intended solely for the purpose set forth in the first paragraph of this report and for your information and is not to be used for any other purpose or to be distributed to any other parties who have not agreed to the procedures and taken responsibility for the sufficiency of the procedures for their purposes. This report relates only to the updated report on the Company's use of proceeds from the Offering and items specified above and do not extend to any financial statements of Manila Mining Corporation, taken as a whole.

SYCIP GORRES VELAYO & CO.

Jaime F. Del Rosario

Partner

CPA Certificate No. 56915

SEC Accreditation No. 0076-AR-3 (Group A),

March 21, 2013, valid until March 20, 2016

Tax Identification No. 102-096-009

BIR Accreditation No. 08-001998-72-2012,

April 11, 2012, valid until April 10, 2015

PTR No. 4751273, January 5, 2015, Makati City

January 22, 2015

**MANILA MINING CORPORATION**  
Agreed-Upon Procedures Performed and Associated Findings  
Annual Progress Report  
On the Applications of Proceeds from Stock Rights Offering  
For the Annual Period Covered June 27, 2014 to December 31, 2014

1. **Procedures Performed:**

Obtained from the Company its annual summary report on the application of the proceeds to the PSE, which contains an updated report on the use of proceeds from the Offering showing the following information:

- a) Unutilized proceeds as at June 27, 2014
- b) Listing, registration and other fees
- c) Description of expenditures
- d) Amount of disbursement in Philippine peso
- e) Net balance of proceeds from the Offering as at December 31, 2014

**Findings:**

We noted that the ending net balance of the proceeds from the Offering as at December 31, 2014 indicated in the Company's updated report on the application of proceeds to be submitted to PSE dated January 22, 2015 is properly supported by certificate of time deposit and passbook.

2. **Procedures Performed:**

Checked the mathematical accuracy of the table containing the updated annual report on the application of proceeds from the Offering, as summarized in the Company's letter to PSE.

**Finding:**

No exceptions were noted.

3. **Procedures Performed:**

Verified the movement of the proceeds from the Offering by tracing each amount disbursed by the Company to the related supporting documents such as passbook, invoices and official receipts from supplier, payment advice and bank statement of the Company.

**Findings:**

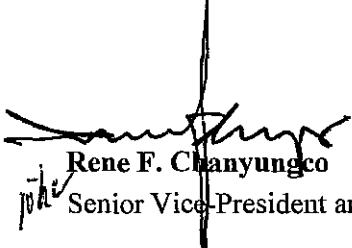
No exceptions were noted.

\*\*\*\*\*

**MANILA MINING CORPORATION**  
 Annual Progress Report of the Proceeds from the Stock Rights Offering  
 For the Annual Period June 27, 2014 to December 31, 2014

PURPOSE	June 27, 2014	UTILIZATION		UNUTILIZED
	AMOUNT (in millions)	June to December	Total	AMOUNT
TRADE & OTHER PAYABLES	P234.00	P220.24	P220.24	P13.76
DRILLING PROGRAMS	190.00	174.40	174.40	15.60
CONTRACTORS	178.00	177.93	177.93	0.07
PAYABLE TO GOVERNMENT	1.80	1.73	1.73	0.07
COST OF OFFERING	5.00	4.94	4.94	0.06
CARE AND MAINTENANCE	74.30	42.76	42.76	31.54
<b>TOTAL</b>	<b>P683.10</b>	<b>P622.00</b>	<b>P622.00</b>	<b>P61.10</b>

Certified true and correct by:

  
 Rene F. Chanyungco  
 Senior Vice-President and Treasurer