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(Company's Full Name)

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

Ana Maria A. Katigbak (Contact Person)
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(02) 8821 2202/ 8831 4479 (Company Telephone Number)
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Month Day
(Fiscal Year)

2	0	-	I	S
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(Form Type)

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Month Day
(Annual Meeting)

DEFINITIVE INFORMATION STATEMENT 2026
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(Secondary License Type, If Applicable)

Markets and Securities Regulation Department

Dept. Requiring this Doc.

N/A

Amended Articles Number/Section

626

Total No. of Stockholders

Total Amount of Borrowings	
1,671,501,723	N/A

Domestic

Foreign

To be accomplished by SEC Personnel concerned

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File Number

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REPUBLIC OF THE PHILIPPINES)
MAKATI CITY) S.S.

SECRETARY'S CERTIFICATE

I, **ANA MARIA A. KATIGBAK**, of legal age, Filipino, with office address at the 3rd Floor, The Valero Tower, 122 Valero Street, Salcedo Village, Makati City, after having been duly sworn in accordance with law, do hereby depose and state that:

1. I am the duly elected and qualified Corporate Secretary of **BRIGHT KINDLE RESOURCES & INVESTMENTS, INC.** (the "Corporation"), a corporation duly organized and existing under the laws of the Philippines with principal office address at the 16th Floor, BDO Towers Valero (formerly Citibank Tower), 8741 Paseo de Roxas, Makati City.

2. I hereby certify that, during the special meeting of the Board of Directors held at the Corporation's principal office address on **15 May 2026**, wherein a quorum was present and acting throughout, the following resolutions were unanimously approved:

Resolution No. BD-5-2026-001

"RESOLVED, that the Board of Directors of **BRIGHT KINDLE RESOURCES & INVESTMENTS, INC.** (the "Corporation") authorizes, as it hereby authorizes, the holding of the 2026 Annual Stockholders' Meeting on July 22, 2026, with record date on June 25, 2026, as well as the designation of the service provider as presented by the Office of the Corporate Secretary.

RESOLVED FURTHER, that the President & CEO, Mr. Augusto C. Serafica, Jr., be authorized and empowered, as he is hereby authorized and empowered, to (1) postpone and reset the meeting date and record date; and (2) amend, revise and/or finalize the Agenda.

RESOLVED FURTHER, that the Board of Directors authorizes, as it hereby authorizes, the holding and conduct by remote communication or *in absentia* of the Corporation's 2026 Annual Stockholders' Meeting and any postponements or adjournments thereof as may be determined by the President of the Corporation.

RESOLVED FURTHER, that the stockholders of the Corporation be authorized, as they are hereby authorized, to cast their votes by proxy, remote communication or *in absentia*, in accordance with the mechanisms and procedures to be issued by the Corporate Secretary.

RESOLVED FINALLY, that Management and the proper officers of the Corporation be authorized and empowered, as they are hereby authorized and empowered, to perform all acts, and to sign, execute, file and deliver, for and on behalf of the Corporation, any and all documents which may be required by the Securities and Exchange Commission in relation to the Annual Stockholders' Meeting."


(signature page follows)

IN WITNESS WHEREOF, I have hereunto set my hand this MAY 15 2026 day of March, 2026 at Makati City.


ANA MARIA A. KATIGBAK
Corporate Secretary

SUBSCRIBED AND SWORN to before me this MAY 15 2026 day of April, 2025 at Makati City, affiant exhibited to me 

Doc. No. 141;
Page No. 30;
Book No. XXIV
Series of 2026.


ATTY. RYAN ANTHONY G. PEREÑA
NOTARY PUBLIC for MAKATI CITY
Commission No. M-032 until Dec. 31, 2027
Roll of Attorneys 77327
PTR No. 10764513; 01/02/2026; Makati City
IBP OR No. 566188 12/16/2025; Pasig City
MCLE Compliance No. VIII-0001-39
8553 San Jose St., Guadalupe Nuevo, Makas City



NOTICE OF ANNUAL STOCKHOLDERS' MEETING

To All Stockholders:

Please be advised that the Annual Meeting of the Stockholders of **BRIGHT KINDLE RESOURCES & INVESTMENTS, INC.** (the “Corporation”) will be held virtually on **22 July 2026 (Wednesday) at 2:00 p.m.** There will be no physical venue for the Meeting. The Meeting will be held via remote communication at <https://bkr.com.ph/asm-bkr2026> with the Chairman of the meeting presiding from Makati City.

The Agenda of the Meeting is as follows:

1. Call to Order
2. Proof of Notice and Certification of Quorum
3. Approval of Minutes of Previous Stockholders' Meeting
4. Approval of the Management Report and Audited Financial Statements for the Year Ended 31 December 2025
5. Ratification of All Acts of the Board of Directors and Management
6. Election of Directors
7. Appointment of the Independent External Auditor
8. Other Matters
9. Adjournment

For purposes of the Meeting, stockholders of record as of **25 June 2026** are entitled to receive notice and to vote at the said Meeting. Stockholders intending to participate by remote communication should pre-register at service@brightkindle.com on or before **10 July 2026**. Please refer to the **Requirements and Procedure for Participation and Voting at the 2025 Annual Stockholders' Meeting** (attached to the Definitive Information Statement) for detailed information on participation by remote communication and voting *in absentia* (electronic voting) or by proxy. The deadline to submit proxy forms is on **10 July 2026**. Validation of proxies is on **17 July 2026**.

A copy of the Notice of the meeting, Proxy Form, Definitive Information Statement, Management Report, minutes of the previous meeting of the stockholders, and other documents relating to the meeting may be accessed through the Company's website: <https://brightkindle.com/>.

By registering to participate in the virtual meeting, a stockholder, or proxy or representative of the stockholder, authorizes the Corporation and its service providers to process all their sensitive personal information necessary to verify their identity and authority. A stockholder who fails to comply with the registration requirement will not be able to participate in the virtual Annual Stockholders' Meeting.

For any question about the conduct of the virtual meeting, you may refer to the Frequently Asked Questions at <https://bkr.com.ph/asm-bkr2026> or email service@brightkindle.com.

Makati City, 8 June 2026.


ANA MARIA A. KATIGBAK
Corporate Secretary

SAMPLE PROXY FORM

The undersigned stockholder of **BRIGHT KINDLE RESOURCES & INVESTMENTS, INC.** (the “Corporation”) hereby appoints _____ or in his/her/its absence, the Chairman of the meeting, as attorney-in-fact and proxy, to represent and vote all the shares registered in his/her/its name at the annual meeting of the stockholders of the Corporation scheduled on **22 July, 2:00 PM**, via remote communication on <https://bkr.com.ph/asm-bkr2026> and hosted at the 16th Floor, BDO Towers Valero (formerly Citibank Tower), 8741 Paseo de Roxas, Makati City, and any adjournment or postponement thereof, as fully as the undersigned can do if present and voting in person, ratifying all action taken on matters that may properly come before such meeting or its adjournment or postponement. The undersigned hereby directs the proxy to vote on the agenda items which have been expressly indicated with “X” below:

PROPOSAL	ACTION			
	FOR	AGAINST	ABSTAIN	
1. Approval of Minutes of Previous Stockholders’ Meeting				
2. Approval of the Annual Report and the Audited Financial Statements for the year ending December 31, 2025.				
3. Ratification of All Acts of the Board of Directors and Management				
4. Election of Board of Directors:	FOR ALL	AGAINST ALL	ABSTAIN FOR	FULL DISCRETION OF PROXY
For Regular Directors 1. Cesar C. Zalamea 2. Augusto C. Serafica, Jr. 3. Hermogene H. Real 4. Minda P. de Paz 5. Remegio C. Dayandayan, Jr. 6. Rolando S. Santos 7. Lester C. Yee 8. Peter B. Favila For Independent Directors 9. Kwok Yam Ian Chan 10. Rhodora L. Dapula 11. Reynato S. Puno <i>Instruction: To withhold authority to vote for any nominee, please mark “Abstain” box and list the name(s) under.</i>				
5. Appointment of Reyes Tacandong & Co. as external auditor				
6. Other Matters				

Signed this ____ day of _____ 2026 at _____

PRINTED NAME OF THE STOCKHOLDER

SIGNATURE OF THE
STOCKHOLDER/AUTHORIZED
REPRESENTATIVE

This proxy form shall be submitted to the Corporate Secretary on or before **10 July 2026** at 5:00 p.m. The stockholder giving a proxy has the power to revoke it either in an instrument in writing duly presented for recording with the Corporate Secretary at least five (5) days prior to the meeting or by personal attendance at the stockholders' meeting. For corporations, the proxy must be accompanied by a Secretary's Certificate authorizing an authorized representative to represent the Corporation in the meeting.

SAMPLE SECRETARY’S CERTIFICATE

I, _____, of legal age, with address at _____, being the Corporate Secretary of _____, a corporation duly organized and existing under the laws of the _____, with principal office address at _____, do hereby certify that:

1. In the regular/special meeting of the Board of Directors of the Corporation held on _____ 2026 at the _____, the following resolution was approved:

“RESOLVED, that the Board of Directors of _____ (the ‘Corporation’) hereby authorizes, _____ and/or or in his/her/its absence, the Chairman of the meeting, to represent the Corporation and to vote all of the Corporation’s shares registered in the books of the **BRIGHT KINDLE RESOURCES & INVESTMENTS, INC. (BKR)** at any annual stockholders’ meeting of BKR, particularly, the annual stockholders’ meeting to be held on **22 July 2025**, and any adjournments or postponements thereof;

RESOLVED, FURTHER, that the Board of Directors of the Corporation authorizes _____ and/or _____ to sign, execute and deliver nominations and proxies in relation to said annual stockholders’ meeting of BKR.”

2. This resolution has not been suspended, revoked nor amended.

IN WITNESS WHEREOF, I have hereunto set my hands this _____ (date of execution) in _____ (place of execution).

Corporate Secretary

SUBSCRIBED AND SWORN to before me on _____ at _____, Metro Manila, affiant exhibiting to me his/her valid proof of identification _____ issued at _____ on _____.

Doc. No. _____
Page No. _____
Book No. _____
Series of 2026.

INFORMATION STATEMENT AND MANAGEMENT REPORT

PART I

INFORMATION REQUIRED IN INFORMATION STATEMENT

A. GENERAL INFORMATION

Item 1. DATE, TIME AND PLACE OF MEETING OF SECURITY HOLDERS

- a. Date, time and place of the meeting : **22 July 2026**
2:00pm
16th Floor BDO Towers Valero (formerly Citibank Tower), 8741 Paseo de Roxas, Makati City via Virtual Meeting/Video Conferencing/Remote Communication
- b. Complete mailing address of principal office: **16th Floor BDO Towers Valero (formerly Citibank Tower), 8741 Paseo de Roxas, Makati City**
- c. Approximate date on which the Information Statement is to be first sent or given to security holders: **29 June 2026**

WE ARE NOT ASKING YOU FOR A PROXY AND YOU ARE REQUESTED NOT TO SEND US A PROXY

However, if you cannot attend and you wish to send a representative/proxy, please send your signed proxy form (a sample of which is attached to this report) to the Office of the Corporate Secretary on or before **10 July 2026**, at 5:00 p.m. On the day of the annual stockholders' meeting on **22 July 2026**, your representative should present the signed proxy form and any applicable secretary's certificates, and show valid proof of identification (e.g. passport, driver's license, company ID or TIN card).

Item 2. DISSENTERS' RIGHT OF APPRAISAL

There are no matters to be taken up during the Annual Stockholders' Meeting with respect to which the law allows the exercise of appraisal right by any dissenting stockholder. The Revised Corporation Code of the Philippines limits the exercise of the appraisal right to the following instances:

- a. In case an amendment to the Articles of Incorporation has the effect of changing or restricting the rights of any stockholder or class of shares, or of authorizing preferences in respect superior to those of outstanding shares of any class, or of extending or shortening the term of corporate existence (Section 80);
- b. In case of the sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property and assets (Section 80);
- c. In case of merger or consolidation (Section 80);
- d. In case of investment of corporate funds for any purpose other than the primary purpose of the corporation (Section 80).

The Revised Corporation Code of the Philippines (Sec. 81) provides that the appraisal right may be exercised by any stockholder who shall have voted against the proposed corporate action, by making a written demand on the corporation within thirty (30) days after the date on which the vote

was taken for payment of the fair value of his shares: Provided, that failure to make the demand within such period shall be deemed a waiver of the appraisal right. If the proposed corporate action is implemented or affected, the corporation shall pay to such stockholder, upon surrender of the certificate or certificates of stock representing his shares, the fair value thereof as of the day prior to the date on which the vote was taken, excluding any appreciation or depreciation in anticipation of such corporate action.

If within a period of sixty (60) days from the date the corporate action was approved by the stockholders, the withdrawing stockholder and the corporation cannot agree on the fair value of the shares, it shall be determined and appraised by three (3) disinterested persons, one of whom shall be named by the stockholder, another by the corporation, and the third by the two thus chosen. The findings of the majority of the appraisers shall be final, and their award shall be paid by the corporation within thirty (30) days after such award is made; Provided, That no payment shall be made to any dissenting stockholder unless the corporation has unrestricted retained earnings in its books to cover such payment; and Provided, further, That upon payment by the corporation of the agreed or awarded price, the stockholders shall forthwith transfer his shares to the corporation.

Item 3. INTEREST OF CERTAIN PERSONS IN OR OPPOSITION TO MATTERS TO BE ACTED UPON

There is no substantial interest, direct or indirect, by security holdings or otherwise, of each of the following persons in any matter to be acted upon, other than the election to office:

1. Each person who has been a Director or an Officer of the Registrant at any time since the beginning of the last fiscal year;
2. Each nominee for election as a Director of the Registrant;
3. Each associate of any of the foregoing persons.

There is no Director who has informed the Corporation in writing that he intends to oppose any action to be taken by the Corporation at the meeting and indicated the action which he intends to oppose.

B. CONTROL AND COMPENSATION INFORMATION

Item 4. VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

Voting Securities

As of **25 June 2026**, 1,528,474,000 Common shares are outstanding, and are entitled to be represented and vote at the Annual Stockholders' Meeting. Each share is entitled to one vote.

Record Date

Only stockholders of record as of **25 June 2026** shall be entitled to notice and vote at the meeting.

Manner of Voting

The By-Laws of the Corporation provides that every stockholder shall be entitled to vote in person or by proxy, for each share of stock held by him which has voting power upon the matter in question. The votes for the election of directors, and, except upon demand by any stockholder, the votes upon any question before the meeting, except with respect to the procedural questions determined by the Chairman of the meeting, shall be by viva voce or show of hands.

Article II Section 8 of the By-Laws of the Corporation provides that the Directors shall be elected by plurality vote at the annual meeting of the stockholders for that year at which a quorum is present. At each election for directors every stockholder shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected, or to cumulate his votes by giving one candidate as many votes as the number of such directors multiplied by the number of his share shall equal, or by distributing such votes in the same principle among any number of candidates.

Voting shall be done by proxy or in absentia and the votes cast for or against the matter submitted shall be tallied by the Office of the Corporate Secretary in case of a division of the house.

Voting shall be *in absentia* or by proxy in accordance with the Corporation’s Rules and Procedure to Vote and Participate in the 2026 Annual Stockholders’ Meeting of the Corporation, hereto attached as **Annex “A”**.

As of 31 May 2026

Title of Class	Foreign	Local	Total Outstanding
Common	1,038,253 shares 0.06% percent of class	1,527,435,747 shares 99.94% percent of class	1,528,474,000 shares 100% percent of class

Security Ownership of Certain Record and Beneficial Owners and Management

(1) Owners of more than 5% of voting securities as of 31 May 2026

Title of Class	Name, Address of Record and Relationship with Issuer	Name of Beneficial Owner /Relationship with Record Owner	Citizenship	Number of Shares Held	Percent of Class
Common	-PCD Nominee Corporation ¹ -Tower 1 – Ayala Triangle Makati Avenue cor. Paseo de Roxas Makati City -Registered owner in the books of stock transfer agent	RYM Business Management Corp./ Client	Filipino	1,042,379,989	68.20%
		Armstrong Capital Holdings Corp./ Client	Filipino	206,418,500	13.50%
Total				1,248,798,489	81.70%

Atty. Remegio Dayandayan Jr., as President of RYM Business Management Corporation (RYM), shall represent and vote the shares held by RYM in the Annual Stockholders’ Meeting. Armstrong Capital Holdings Corp. has authorized and/or appointed by way of proxy the Chairman of the Board of Bright Kindle Resources & Investments, Inc. to represent it in the meeting.

(2) Security Ownership of Management as of 31 May 2026

Title of Class	Name Beneficial Owner	Amount and Nature of Beneficial Ownership	Citizenship	Percent of Class
Common	Cesar C. Zalamea	1,000/ Direct	Filipino	0.00%
Common	Rolando S. Santos	999/ Direct	Filipino	0.00%
Common	Remegio C. Dayandayan, Jr.	1,000/ Direct	Filipino	0.00%
Common	Minda P. de Paz	1,000/Direct	Filipino	0.00%
Common	Augusto C. Serafica, Jr.	1,000/ Direct	Filipino	0.00%
Common	Hermogene H. Real	900/ Direct	Filipino	0.00%
Common	Peter B. Favila	1/ Direct	Filipino	0.00%

¹ PCD Nominee Corporation, a wholly owned subsidiary of Philippine Central Depository, Inc. (“PCD”) is the registered owner of the shares in the books of the Company’s transfer agents in the Philippines. The beneficial owners of such shares are PCD’s participants, who hold the shares on behalf of their clients. PCD is a private company organized by the major institutions actively participating in the Philippine capital markets to implement an automated book-entry system of handling securities transactions in the Philippines.

Common	Lester C. Yee	1,000/ Direct	Filipino	0.00%
Common	Kwok Yam Ian Chan	1,000/ Direct	Filipino	0.00%
Common	Rhodora L. Dapula	1,000/ Direct	Filipino	0.00%
Common	Reynato S. Puno	1,000/Direct	Filipino	0.00%
Common	Ana Maria Margarita A. Katigbak	0	Filipino	0.00%
Common	Rommel T. Casipe	0	Filipino	0.00%
Common	Emerson P. Paulino	0	Filipino	0.00%
	Total – Directors as a group	9,900	Filipino	0.00%
	Total – Officers as a group	0	Filipino	0%

There are no voting trust holders of 5% or more.

Item 5. DIRECTORS AND EXECUTIVE/CORPORATE OFFICERS

1. Current Directors and key executive officers of the Corporation:

Cesar C. Zalamea	96	Chairman of the Board/Director	Filipino
Augusto C. Serafica. Jr.	64	Director/ President	Filipino
Remegio C. Dayandayan Jr.	45	Director	Filipino
Minda P. de Paz	86	Director	Filipino
Hermogene H. Real	70	Director/Assistant Corporate Secretary	Filipino
Rolando S. Santos	76	Director/SVP Treasurer	Filipino
Peter B. Favila	77	Director	Filipino
Lester C. Yee	38	Director	Filipino
Kwok Yam Ian Chan	39	Independent Director	Filipino
Rhodora L. Dapula	48	Independent Director	Filipino
Reynato S. Puno	86	Independent Director	
Ana Maria Margarita A. Katigbak	57	Corporate Secretary	Filipino
Rommel T. Casipe	39	Co-Assistant Corporate Secretary & Corporate Information Officer	Filipino
Emerson P. Paulino	45	Vice-President Risk Management/ Chief Risk Officer/Data Privacy Officer/Compliance Officer	Filipino

All Directors shall hold office until the expiration of their term, and their replacements have qualified and been elected during the Corporation's annual stockholders' meeting.

Incumbent Directors

Cesar C. Zalamea

Chairman of the Board

January 03, 2014 to present

96 years old/Filipino

Mr. Cesar C. Zalamea was elected Chairman of the Company in January 2014. He serves as Chairman of Marcventures Holdings Inc. and Chairman of Marcventures Mining and Development Corp. Currently, he is an Independent Director of Araneta Properties Inc., a company he joined as Director in December 2008. He is also a member of the Advisory Board of Campbell Lutyens & Co. Ltd., an investment advisory company based in the U.K. In 1945, Mr. Zalamea joined AIG where he started as an Investment Analyst at the Philippine American Life Insurance Company (PHILAMLIFE). He went up the corporate ladder of Philamlife and he became President of the Company in May 1969. While he was with Philamlife, he was loaned to the Program Implementation Agency (PIA) in 1964 as Deputy Director General. PIA was an economic group that reported directly to the President of the Philippines. He returned to Philamlife in 1965. In 1969, Mr. Zalamea was appointed Member of the Monetary Board of the Central Bank of the

Philippines representing the private sector. In 1981, he left Philamlife to become Chairman of the Development Bank of the Philippines. He also had to resign from being a member of the Monetary Board when he went to the DBP. In 1986, he left the DBP to go back to AIG. He was then stationed in Hong Kong to be the first President of the AIG Investment Corporation (Asia) Ltd. At this time, he was elected to serve as Director in many AIG affiliated companies in Asia, like the AIA Insurance Co., Nan Shan Life Insurance Co. and Philamlife. In 2005, he left AIG to work directly with Mr. Maurice R. Greenberg at the C.V. STARR Companies. He was appointed President and CEO of the Starr Investment Co. {Asia} Ltd. In 2008, he became Chairman of this Company until he retired in 2010. He obtained his B.S. in Accounting and Banking from the Colegio de San Juan de Letran where he graduated as valedictorian. Mr. Zalamea received his MBA from New York University.

Augusto Antonio C. Serafica, Jr.

Director/ President and CEO

January 03, 2014 to present

64 years old/Filipino

Mr. Augusto Antonio C. Serafica Jr. was elected as Director in June 2013. Mr. Serafica is currently the President and CEO of Bright Kindle Resources & Investments Corp. and Armstrong Capital Holdings, Corp. He was formerly the President of Premiere Horizon Alliance Corporation and the Managing Director of Asian Alliance Investment Corporation and Asian Alliance Holdings & Development Corporation. He is currently the Treasurer of Ardent Property Development Corporation and First Ardent Development Corporation.

Mr. Serafica obtained a Bachelor of Commerce in Accountancy degree from San Beda College and master's in business management from the Asian Institute of Management. Mr. Serafica is a Certified Public Accountant.

Mr. Serafica is also a member of the Board of Trustees of the AIM Scientific Research Foundation, Inc., President of the AIM Alumni Leadership Foundation, Inc., and was a former Treasurer of the Federation of AIM Alumni Associations, Inc. and Chairman and Director of the Alumni Association of AIM – Philippines, Inc. He was also a former National Chairman of the Board of Trustees as well as a former National Treasurer of the Brotherhood of Christian Businessmen and Professionals (BCBP).

Rolando S. Santos

Director/SVP and Treasurer

January 03, 2014 to present

75 years old/Filipino

Mr. Rolando S. Santos was elected Director in May 2014. He has been the SVP Treasurer of the Company since January 2014 and he became Vice President from 2014 until 2016. He serves as the Chief Operating Officer and Executive Vice-President of Marcventures Holdings Inc. He also serves as the President of Marcventures Mining and Development Corporation and the treasurer of Prime Media Holdings Inc. He was previously the Branch Head/ Cluster Head for Makati Branches of Equitable PCI Bank which was eventually acquired by BDO from 2001 to 2013. He served as Branch Head in Diliman, Quezon City to Area Head for Metro and Provincial branches of the Bank of Commerce from 1984 to 2001. He also served as Branch head in West Avenue, Quezon City and Marikina branches of the Producers Bank of the Philippines from 1981 to 1984. He worked at the Far East Bank and Trust Co. From 1972 to 1981. He was also employed as a liaison officer of the Malacanang Information and Assistance Unit from 1970 to 1972. He obtained his degree in Bachelor of Science in Business Administration from the University of the East.

Remegio C. Dayandayan, Jr.

Director

March 26, 2014 to present

45 years old/Filipino

Atty. Remegio C. Dayandayan, Jr. was elected as Director of the Company in March 2014. He currently sits as Director and President of RYM Business Management Corporation and the Philippine Manila Standard Publishing Inc. He was previously an associate of Dumlao Moraleda Antonano and Tuvera Law Offices from February 2008 to March 2009. He was also a Subjective Discovery Reviewer of Escaler and Company Inc.-LPO from May 2008 to March 2009. Atty. Dayandayan obtained his degrees in Bachelor of Arts major in Political Science from the University of San Carlos in 2001 and Bachelor of Laws from San Beda College-Mendiola in 2007. He was admitted to the Philippine Bar in 2008.

Minda P. de Paz

Director

March 26, 2014 to present

85 years old/Filipino

Ms. Minda P. De Paz was elected as Director in March 2014. She serves as Director of the Company and President of Philippine Collective Media Corporation and Universal Re Condominium Corporation as well as Director and Treasurer of RYM Business Management Corporation and Lubenico Inc. She is also a Director of Sequioa Business Management Corp. and a project coordinator of CPG Joint Venture. Ms. De Paz previously worked at the Philippine National Bank (PNB)- Ormoc City from 1963 to 1977. She then became a Supervising Commission on Audit (COA) Auditor of PNB-Escolta from 1977 to 1979. She served as COA Corporate Auditor of the National Home Mortgage Finance Corporation from 1979 to 1984 and Home Mutual Development Fund from 1981 to 1982. She also became an accountant of Nieva Realty and Development Corporation, D.S. Tantuico and Associates Law Office, Almega Management and Investments Inc. from 1984 to 2005. Ms. De Paz obtained her Bachelor of Commerce in Accountancy from St. Paul's College, Tacloban City. She is a Certified Public Accountant.

Hermogene H. Real

Director/ Assistant Corporate Secretary

January 03, 2014 to present

70 years old/Filipino

Atty. Hermogene `H. Real was elected Director in May 2014 and Assistant Corporate Secretary in January 2014. She serves as Director of Philippine Collective Media Corporation (2008 to present), Brightgreen Resources Corporation (2014 to present), Brightgreen Nickel, Inc. (2016 to present), Southern Alluvial Minerals and Alumina Resources Inc. (2017 to present), Mairete Asset Holdings Inc. (2017 to present), Sure Mighty Steel, Inc. (2018 to present), Crimson Bauxite Mining Development Corp. (2018 to present), Southeast Fields Bauxite Inc. (2018 to present), as Corporate Secretary of Benguet Corporation (2000 to present) and Universal Re Condominium Corporation (1997 to 2009, 2010 to present), as Assistant Corporate Secretary of Doña Remedios Trinidad Romualdez Medical Foundation, Inc. (1996 to present), Benguet Corp Nickel Mines, Inc. (2009 to present). She is a lawyer in D.S. Tantuico and Associates (1998 to present). She previously held the following positions: Chairman of the Board and President of Philippine Collectivemedia Corporation (2008 to 2010); Corporate Secretary of Trans Middle East Phils. Equities, Inc. (1996 to 2006); and Assistant Corporate Secretary of Equitable PCI Bank, Inc. (2005-2006).

Peter B. Favila

Director

7 August 2025 to present

77 years old/ Filipino

Mr. Peter B. Favila was elected as Director last 7 August 2025. He previously served at GT Capital as Board Adviser in 2014 and as Independent Director from 2015 to 2018. He is presently an Independent Director for the Philippine Stock Exchange, Securities Clearing Corp. of the Phils., Sun Life Grepa Financial, Inc. Malayan Insurance Corp. and Credit Information Bureau, Inc. With more than 40 years of experience in the field of banking and finance, he held various executive positions in both the public and private sector. In 2005, he was appointed Secretary of the Department of Trade and Industry (“DTI”) where, in his concurrent capacity as such, he chaired several attached agencies to DTI until the end of his term in 2010. He also served as National Government and Private Sector Representative to the Monetary Board of the Bangko Sentral ng Pilipinas from 2008 to 2014, and from 2017 to 2023, bringing diverse sectoral experience to develop sound and stable monetary policies. In the private sector, Mr. Favila served as Senior Vice President of Metropolitan Bank & Trust Company (Metrobank); President of Security Banking Corporation; President and Vice-Chairman of Philippine National Bank; and President of Allied Banking Corporation.

Kwok Yam Ian Chan

Independent Director

December 15, 2021 to present

38 years old/ British

Mr. Kwok Yam Ian Chan was elected as Independent Director on December 15, 2021. He is also an Independent Director of Marcventures Holdings, Inc. since September 25, 2020. He is currently a Director of Zenith System and Heavy Equipment, Seaborne Shipping Inc., and Isky Empire Realty Inc. He is likewise a Director of Megalifters Cargo Handling Corp., King Dragon Realty Corp. and DK Ventures Inc. Previous to that, he was the Managing Director of Dulfeng Philippines International Inc. from 2010 to 2017. He was also the President of Dulfeng Shipping Inc. from 2013 to 2017 and served as a Director of Mannage Resource and Trading Inc. from 2015 to 2017. He obtained his master's degree in Economics majoring in Finance at California Polytechnic University. Mr. Chan graduated from DLSU - College of St. Benilde with a Bachelor of Science degree in Business Administration majoring in Export Management.

Rhodora L. Dapula

Independent Director

December 15, 2021 to present

47 years old/ Filipino

Atty. Rhodora L. Dapula was elected as Independent Director on December 15, 2021. She is a Partner in Dapula, Dapula and Associates Law Offices; President/CEO of G.D. Brains and Castles, Inc. and Proficientlink Realty Corporation; and an Independent Director of Benguet Corporation. She is a CPA-Lawyer, Professional Regulation Commission (PRC) Licensed Real Estate Broker, PRC Licensed Real Estate Appraiser, PRC Licensed Real Estate Consultant, PRC Licensed Real Estate Environmental Planner and Licensed Life and Variable Life Financial Advisor. She is also a PRC accredited lecturer for Real Estate Service Seminars and Trainings.

Lester C. Yee

Director

March 9, 2023 to present

38 years old/ Filipino

Mr. Lester C. Yee was elected Director on March 9, 2023. He graduated Magna Cum Laude from the Ateneo de Manila University in 2009, with a Bachelor of Science Degree in Applied Mathematics, Major in Mathematical Finance, Minor in Economics, and finished his master’s degree in applied mathematics also at the Ateneo de Manila University in 2010.

Mr. Yee was an Assistant Vice President – Head of Corporate Planning and Investor Relations of Marcventures Holdings Inc. (July 2020 to December 2021). He was also a Director in Benguet

Corporation (September 2020 to March 2021). He is a Director of Filcon Ventures Inc., and Director and Treasurer of VNF and Sons, Inc. He also once shared his competence in other companies/institutions where he served as Assistant Vice President, Investment Banking Group, and Licensed Fixed Income Salesman, Philippine Commercial Capital Inc. (April 2019 to May 2020); Senior Analyst, Maybank ATR Kim Eng Capital Partners Inc. (Feb. 2017 to April 2019).

Reynato S. Puno

Independent Director
7 August 2025 to present
85 years old/ Filipino

Chief Justice Reynato S. Puno (Ret.) was elected as Independent Director las 7 August 2025. He served as Chief Justice of the Supreme Court from 2006-2010. Prior to his appointment in the Supreme Court, he served the Office of Solicitor General as Assistant Solicitor General, the Ministry of Justice as Deputy Minister and the Court of Appeals as Associate Justice. After his retirement from government service, he served as lead Independent Director of San Miguel Corporation until July 2025; lead Independent Director of San Miguel Beer; Board Member of San Miguel Beer; Board Member of San Miguel Beer Hongkong; Commissioner PT Delta, Jakarta; Independent Director, Veterans Bank; Chairman of the Board, GenWatts Inc.; Chairman of the Board, CybersCool, Inc.; Regent, MLQ University; Chairman, Environmental Foundation, Inc.; Chairman, Isaac S. Puno, Jr., Memorial Foundation; President, Philippine Bible Society; Vice Chairman, GMA Kapuso Foundation.

Mr. Puno completed his Bachelor of Science degree in Jurisprudence and Bachelor of Laws degree at the University of the Philippines and has Master of Laws degree from the University of California in Berkeley and a Master in Comparative Laws degree from the Southern Methodist University, Dallas, Texas.

Incumbent Executive Officers:

Ana Maria A. Katigbak

Corporate Secretary
September 8, 2023 to present
56 years old/ Filipino

Atty. Ana Maria A. Katigbak was appointed on September 8, 2023 as Corporate Secretary. She is a Senior Partner in Castillo Laman Tan Pantaleon & San Jose Law Firm. She is a member of the Integrated Bar of the Philippines and a graduate of the University of the Philippines with a B.A. in Comparative Literature and Juris Doctor of Law. Over the past five years, she has served as director, corporate secretary of and assistant corporate secretary in various publicly-listed companies and clients of the law firm.

Rommel T. Casipe

Co-Assistant Corporate Secretary, Data Privacy
Officer, Compliance Officer and Corporate
Information Officer
May 5, 2023 to present
38 years old/ Filipino

Atty. Rommel T. Casipe was appointed as Co-Assistant Corporate Secretary on May 5, 2023, and as Corporate Information Officer on November 21, 2023. He also served as Company's Data Privacy Officer and Compliance Officer on September 8, 2023 until his resignation on April 1, 2026. He has been a member of the Integrated Bar of the Philippines since 2019. Before joining the Company, Atty. Casipe served as the Compliance Officer of D.M. Wenceslao & Associates, Inc., a real estate company. He also worked as an associate lawyer in OPCN Law Offices

specializing in Labor Law and Trademark Law. He obtained his bachelor's degree in Sport Science from the University of the Philippines and Law degree from the Far Eastern University.

Emerson P. Paulino

Data Privacy Officer/ Compliance Officer/Vice-President Risk Management / Chief Risk Officer
April 1, 2026 to Present
45 years old/Filipino

Mr. Emerson Paulino (“Mr. Paulino”) was appointed as the Compliance Officer and Data Privacy Officer of Marcventures Holding’s Inc. (“Company”) on April 1, 2026. He served as the Company’s AVP for Internal Audit from 2020 until March 2026. Currently, he is the consulting Audit and Risk Officer of SBS Philippines Corporation.

Mr. Paulino has twenty (20) years of experience in risk management, compliance, and internal audit including IT audit, finance, and controls. He has led numerous initiatives in ERP implementation, such as SAP B1, Acumatica, and Oracle NetSuite, as well as IT assurance for operations and finance-related applications like QuickBooks and various inventory management systems. Throughout his career, he has been affiliated with major organizations including Philip Morris, Carrier International, Standard Chartered Bank, Marcventures Holdings Inc., and SBS Philippines Corporation.

He graduated from University of Perpetual Help System DALTA with a degree in Bachelor of Science in Accountancy. He became a Certified Public Accountant in 2005 and Certified Internal Auditor (IIA) in 2014.

Nomination Committee and Nominees for Election as Members of the Board of Directors

The Nominations and Corporate Governance Committee is composed of three (3) members with two (2) Independent Directors. This committee is responsible for assisting the Board of Directors in evaluating qualifications of all persons nominated to the Board or to other positions requiring Board appointment; evaluating whether individual directors are able to carry out his/her duties; making recommendations to the Board on continuing education of directors, and assignment to board committees; and determining compensation of officers and directors of the Corporation based on their qualifications and duties.

Nominations and Corporate Governance Committee

Reynato S. Puno	Chairman
Kwok Yam Ian Chan	Member
Remegio C. Dayandayan, Jr.	Member

The Nominations and Corporate Governance Committee has come up with the final list of nominees in the coming Election of Directors during the Annual Stockholders’ Meeting on **22 July 2026** as follows:

Regular Directors:

Cesar C. Zalamea
Augusto C. Serafica, Jr.
Minda P. De Paz
Remegio C. Dayandayan, Jr.
Hermogene H. Real
Rolando S. Santos
Lester C. Yee
Peter B. Favila

Independent Directors:

Kwok Yam Ian Chan
Rhodora L. Dapula
Reynato S. Puno

The Nominations and Corporate Governance Committee determined that the candidates possess all the qualifications and none of the disqualifications as director or independent director. The independent directors were both nominated by Mr. Augusto C. Serafica, Jr. The nominator is not related to the persons he has nominated for independent directors. Please refer to the above biographical details of current directors that have been re-nominated.

The nominees for Independent Directors possess the qualifications and none of the disqualifications of an Independent Director pursuant to the nomination and election of Independent Directors in SRC Rule 38. The Corporation will submit updated Certifications within thirty (30) days after their election.

In accordance with SEC Memorandum Circular No. 7 Series 2026, Kwok Yam Ian Chan, Rhodora L. Dapula, and Reynato S. Puno as Independent Directors (IDs) have not yet exceeded the maximum cumulative term of nine (9) years. Furthermore, the Corporation understands that after a term of (9) years, the independent director shall be perpetually barred from re-election as such in the same company but may continue to qualify as a non-independent director.

At each election for Directors, every stockholder shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected, or to cumulate his votes by giving one candidate as many votes as the number of such directors multiplied by the number of his shares shall equal, or by distributing such votes in the same principle among any numbers of candidates.

The additional nominees for regular Directors to the Board may be submitted on the floor for the election of Directors during the meeting. However, only nominees whose names appear on the Final List of Candidates shall be eligible for election as Independent Director/s. No other nominations for Independent Directors shall be entertained after the Final List of Candidates shall have been prepared. No further nominations shall be entertained or allowed on the floor during the actual Stockholders' Meeting.

Period in Which Directors and Executive Officers Should Serve

The Directors and Executive Officers should serve for a period of one (1) year.

Term of Office of a Director

The Directors shall be elected annually by the stockholders owning majority of the outstanding capital stock for a term of one (1) year and shall serve until the election and qualification of their successors.

Any vacancy in the Board of Directors other than removal or expiration of term may be filled by a majority vote of the remaining members thereof at a meeting called for that purpose if they still constitute a quorum, and the director or directors so chosen shall serve for the unexpired term.

Significant Employee

The Corporation is not highly dependent on any individual who is not an executive officer.

Family Relationships

There are no family relationships either by consanguinity or affinity up to the fourth civil degree among Directors, Executive Officers and nominees for election as Directors.

Interest on Certain Matters to be Acted Upon

No Director or Officer of the Company has substantial interest, direct or indirect, in any matter to be acted upon in the meeting.

INVOLVEMENT IN CERTAIN LEGAL PROCEEDINGS

As far as the Company is aware, none of the Directors, Officers or members of the Corporation's senior management has, during the last five years and to date, been subject to any of the following:

- a) any bankruptcy, petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two (2) years prior to the time;
- b) any conviction by final judgment of any offense in any pending criminal proceeding, domestic or foreign, excluding traffic violations and other minor offenses;
- c) any order, judgment or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, domestic or foreign, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities, commodities, or banking activities; and
- d) found by a domestic or foreign court of competent jurisdiction (in a civil action), the Commission or comparable foreign body, or a domestic or foreign exchange or electronic marketplace or self-regulatory organization, to have violated a securities or commodities law, and the judgment has not been reversed, suspended or vacated.

CERTAIN RELATIONSHIP AND RELATED TRANSACTIONS

There are no significant transactions entered into by the Company in the normal course of business with related parties

RESIGNATION OR REFUSAL TO STAND FOR RE-ELECTION BY MEMBER OF THE BOARD OF DIRECTORS

The Company is not aware of any incumbent Directors and/or key Officers who intend to resign or refuse to stand for re-election as members of the Board of the Directors or as Officers of the Corporation.

Item 6. COMPENSATION OF DIRECTORS AND EXECUTIVE OFFICERS

Summary of Compensation Table

Information as to aggregate compensation paid or accrued during the last two fiscal years and to be paid in the ensuing fiscal year to Bright Kindle Resources & Investments, Inc.'s Chief Executive Officer and four other most highly compensated Executive Officers are as follows:

SUMMARY OF COMPENSATION TABLE

NAMES	POSITION	SALARY	BONUS	PER DIEM
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Cesar C. Zalamea Augusto C. Serafica Jr. Rolando S. Santos Ana Maria A. Katigbak Hermogene H. Real Rommel T. Casipe Dale A. Tongco (<i>resigned effective April 1, 20206</i>) Emerson P. Paulino (<i>appointed effective April 1, 20206</i>)	Chairman President Treasurer Corporate Secretary Asst. Corporate Secretary Co-Asst. Corporate Secretary Corporate Information Officer Vice-President Risk Management/ Chief Risk Officer Vice President for Risk Management, Chief Risk Officer, Data Privacy Officer & Compliance Officer			
All above named officers as a group	2024			₱340,000.00
	2025			₱256,500.00
	2026 Estimated			₱200,000.00
All other officers and directors as group unnamed	2024			₱380,000.00
	2025			₱470,000.00
	2026 Estimated			₱420,000.00

The 2026 estimated compensation for Directors and Executive Officers is subject to changes as the Board of Directors through the Nominations and Corporate Governance Committee is continuously reviewing the Directors' and Executive Officers' compensation which shall be in accordance with the parameters set by the Corporation's By-Laws and other industry standards. Except for nominal per diem for attending board & committee meetings, there are no standard arrangements by which Directors are compensated directly or indirectly.

Compensation of Directors

(a) Standard Arrangements

Except for nominal per diem for attending board & committee meetings, there are no standard arrangements by which Directors are compensated directly or indirectly.

(b) Other Arrangements

None.

Employment Contract and Termination of Employment and Change-in-Control Arrangements

For the period ended 31 May 2026, the Corporation engaged consultants and employees from outsourcing agencies to perform its day-to-day transactions.

Warrants and Options Outstanding: Repricing

The above-named executive officers and directors, and all officers and directors as a group, do not hold equity warrants or options of the Corporation. The Corporation does not have any outstanding equity warrants or options.

Item 7. INDEPENDENT PUBLIC ACCOUNTANTS

- a) Independent Public Accountants, Reyes Tacandong & Co. (RTC), will stand for re-election as the Corporation's external auditor in the ASM scheduled for 22 July 2026. This re-election shall be subject to shareholders' approval during the Annual Meeting in compliance with SRC Rule 68, Paragraph 3(b)(iv), which provides that the external auditor should be rotated every five (5) years or earlier or the handling partner shall be changed.
- b) RTC was first elected as the Corporation's Independent Public Accountant in May 2015. Representatives of RTC will be present during the annual meeting and will be given the opportunity to make a statement if they desire to do so. They are also expected to respond to appropriate questions if needed. There was no event where RTC and the Corporation had any disagreement with regard to any matter relating to accounting principles or practices, financial statement disclosure or auditing scope or procedure. Except as stated in the report of independent auditors, the Corporation has no disagreements with its auditors.
- c) Bright Kindle Resources & Investments, Inc. re-appointed Reyes Tacandong & Co. (RTC) as its independent external auditor for the calendar year ended December 31, 2025. RTC is a leading professional services firm with a proven track record of high-quality work. They provide value-added services to clients through their client caring team of outstanding audit, tax and business professionals who utilize leading-edge systems and technology and are guided by the highest standards of quality, integrity, and competence.
- d) For the audit of the Corporation's Annual financial statements and services provided in connection with statutory and regulatory filings or engagements, the aggregate amounts to be billed or already billed excluding VAT and out of pocket expenses (OPE) by RTC amounts/amounted to ₱0.55 million and ₱0.50 million for 2025 and 2024, respectively.

The Audit, Risk Oversight, and Related Party Transactions Committee recommends to the Board the selection of external auditors considering independence and effectiveness.

Audit, Risk Oversight, and Related Party Transactions Committee

Kwok Yam Ian Chan	- Chairman
Rhodora L. Dapula	- Member
Peter B. Favila	- Member

The Audit Committee is composed of three members with two Independent Directors. As provided for in its charter, the objective of the Audit Committee is to assist the Board of Directors in fulfilling its oversight responsibilities by reviewing the financial reporting process, the system of internal control, risk management, governance processes, the audit process and the Corporation's process for monitoring compliance with laws and regulations and its own code of business conduct.

Item 8. COMPENSATION PLANS

No action is proposed to be taken during the Stockholders' Meeting with regard to any bonus, profit sharing, pension/retirement plan, granting of any extension of options, warrants or rights to purchase any securities.

C. ISSUANCE AND EXCHANGE OF SECURITIES

No matter will be taken up involving any issuance or exchange of securities.

Item 9. AUTHORIZATION OR ISSUANCE OF SECURITIES OTHER THAN FOR EXCHANGE

No matter will be taken up involving the authorization or issuance of securities.

Item 10. MODIFICATION OR EXCHANGE OF SECURITIES

No matter will be taken up involving any modification or exchange of securities.

D. OTHER MATTERS

Item 11. ACTION WITH RESPECT TO REPORTS & OTHER PROPOSED ACTION/S

The following matters shall be submitted to the vote of stockholders of the Corporation during the Annual Stockholders' Meeting.

1. Approval of Minutes of the previous meeting
2. Approval of Management Report and Audited Financial Statements ending December 31, 2025
3. Ratification of All Acts of the Board of Directors and Management
4. Election of Directors
5. Appointment of External Auditor

Matters not required to be submitted are the Call to Order and Certification of Notice and Quorum.

The stockholders are requested to ratify, confirm, and approve Management's actions, including the following:

- Audited Financial Statements for the year ended December 31, 2025
- Postponement of the 2026 Annual Stockholders' Meeting
- During the Special meeting on 15 May 2026 of the Board of Directors of the Corporation, the following matters were approved:

- (1) The holding the Annual Stockholders' Meeting on July 22, 2026, with Record Date on June 25, 2026, by remote communication or in absentia.

During the 2025 Annual Stockholders' Meeting (ASM) of BKR held on 07 August 2025 at Makati City via remote communication or in absentia, qualified stockholders who successfully registered within the prescribed period were included in the determination of quorum. By voting in absentia or by proxy or by participating remotely in this meeting, a stockholder was deemed present for purposes of determining quorum. There were present at the meeting stockholders owning at least 1,042,388,889 shares representing at least 68.20% of the outstanding capital stock of the Corporation. Therefore, there was a quorum for the transaction of business.

Under the Corporation's By-Laws, every stockholder shall be entitled to one vote for each share of stock standing in his/her name in the books of the Corporation. For the election of directors, each stockholder may cumulate his/her votes. Stockholders who successfully registered for the meeting were given the opportunity to cast their votes by voting in absentia or by proxy. During the 2025 ASM, there were five (5) items for approval excluding the adjournment, to wit:

- Approval of Minutes of Previous Stockholders' Meeting held on 07 August 2025
- Approval of the Management Report and Audited Financial Statements for the year ended December 31, 2024
- Ratification of All Acts of the Board of Directors and Management undertaken from the date of the last stockholders' meeting to 2025 ASM
- Election of Directors
- Appointment of Reyes Tacandong & Company as the Corporation's external auditor

The proposed resolutions for each of these items were read out and flashed on the screen during the meeting when the proposal to approve the resolution was presented. For all items in the agenda to be approved in the meeting other than the election of directors, the stockholders had the option to either vote in favor of or against a matter for approval, or to abstain. For the election of directors, the stockholders had the option to vote their shares for each of the nominees, not vote for any nominee, or vote for one or some nominees only, in such number of shares as the stockholders prefer; provided that the total number of votes cast did not exceed the number of shares owned by them multiplied by the number of directors to be elected. Votes received through ballots or by

proxy forms were validated by Stock Transfer and Services, Inc., the Company's Stock and Transfer Agent. The results of the voting, with full details of the affirmative and negative votes, as well as abstentions, were set out in **Annex "A"** of the Minutes of the 2025 ASM and shown below:

AGENDA ITEMS	ACTION			
Item 1. Call to Order	No action necessary.			
Item 2. Proof of Notice and Certification of Quorum	No action necessary.			
	FOR	%	AGAINST	ABSTAIN
Item 3. Approval of the Minutes of the Previous Annual Stockholders' Meeting dated August 12, 2024	1,042,388,889	68.20%	0	0
Item 4. Approval of the Management Report and Audited Financial Statements for the year ended December 31, 2024	1,042,388,889	68.20%	0	0
Item 5. Ratification of Previous Management Acts	1,042,388,889	68.20%	0	0
Item 6. Election of Directors				
For Regular Director:				
1. CESAR C. ZALAMEA	1,042,388,889	68.20%	0	0
2. AUGUSTO C. SERAFICA, JR.	1,042,388,889	68.20%	0	0
3. ROLANDO S. SANTOS	1,042,388,889	68.20%	0	0
4. PETER B. FAVILA	1,042,388,889	68.20%	0	0
5. REMEGIO C. DAYANDAYAN, JR.	1,042,388,889	68.20%	0	0
6. MINDA P. DE PAZ	1,042,388,889	68.20%	0	0
7. HERMOGENE H. REAL	1,042,388,889	68.20%	0	0
8. LESTER C. YEE	1,042,388,889	68.20%	0	0
For Independent Director:				
9. KWOK YAM IAN CHAN	1,042,388,889	68.20%		
10. RHODORA L. DAPULA	1,042,388,889	68.20%	0	0
11. REYNATO S. PUNO	1,042,388,889	68.20%	0	0
Item 7. Approval of appointment of Reyes & Tacandong as the Company's external auditor	1,042,388,889	68.20%	0	0
Item 8. Adjournment	No Action Necessary			

* Percentage is based on total outstanding voting shares of BKR at 1,528,474,000 common shares.

For all items in the agenda approved at the meeting other than the election of directors, the vote of the stockholders representing at least a majority of the outstanding capital stock was sufficient to approve the matter. For the election of directors, the eleven (11) nominees receiving the highest number of votes would be declared the duly elected members of the Board of Directors for the current term.

Stockholders, once successfully registered, were also given an opportunity to raise questions or express comments limited to the agenda items by submitting the same through the meeting portal or by e-mail. Management would endeavour to reply to these questions or address these comments at the end of the meeting. Questions not answered would be answered by email. There were, however, no questions or comments received by email through the meeting portal prior to and during the meeting.

The following members of the Board of Directors were present at the meeting except Mr. Cesar Z. Zalamea and Mr. Peter B. Favila:

Augusto C. Serafica, Jr.	Director
Remegio C. Dayandayan Jr.	Director
Minda P. De Paz	Director
Rolando S. Santos	Director/SVP Treasurer
Hermogene H. Real	Director / Asst. Corporate Secretary
Kwok Yam Ian Chan	Independent Director
Rhodora L. Dapula	Independent Director
Lester C. Yee	Director
Reynato S. Puno	Independent Director

The Corporation, in the interest of good governance and for the protection of the interests of minority stockholders, complies with the SEC and PSE disclosure requirements.

Directors' disclosures on self-dealings are disclosed to the SEC by submission of SEC Form 23-A Initial Statement of Beneficial Ownership of Securities and SEC Form 23-B Statement of Changes in Beneficial Ownership of Securities. As of 31 May 2026, the beneficial ownership of directors was included in the security ownership of management section of information statement. Related party transactions can be found in the 'Certain Relationships and Related Transactions section of the Definitive Information Statement and Note 10 of the Audited Financial Statements for the year ended December 31, 2025.

Item 12. AMENDMENTS OF CHARTER, BY-LAWS AND OTHER DOCUMENTS

There are no matters to be taken up in relation to the amendments to the Corporation's Articles of Incorporation or By-laws.

Item 13. VOTING PROCEDURES

(a) The vote required for approval or election

For the election of directors, the eleven (11) nominees receiving the highest number of votes will be elected to the Board of Directors. Cumulative voting will be applied.

For all other matters to be taken up, majority vote of the outstanding capital stock present or represented at the meeting where a quorum exists will be sufficient.

(b) The method by which the votes will be counted

Voting shall be done by proxy or in absentia and the votes cast for or against the matter submitted shall be tallied by the Office of the Corporate Secretary in case of a division of the house.

Voting shall be *in absentia* or by proxy in accordance with the Corporation's Rules and Procedure to Vote and Participate in the 2026 Annual Stockholders' Meeting of the Corporation, hereto attached as **Annex "A"**.

SIGNATURE PAGE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete, and correct. This report is signed in the City of Makati on June 23, 2026.

Bright Kindle Resources & Investments Inc.

By:


Ana Maria A. Katigbak
Corporate Secretary

PART II MANAGEMENT REPORT

A. MANAGEMENT DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

1. Business Development

(a) Form and year of organization

Bright Kindle Resources & Investments, Inc. (formerly Bankard, Inc.) (the “Company”) was incorporated in the Philippines on 4 December 1981 as a credit card corporation. On 21 March 1995, the Company listed its shares with the Philippine Stock Exchange, Inc. (“PSE”) Prior to 27 December 2013, the Company was a subsidiary of Rizal Commercial Banking Corporation (“RCBC”).

On 18 October 2013, the Board of Directors (“BOD”) of RCBC approved the sale of its 89.98% collective stake in the Company. In order to consummate the sale, a block sale was made between RCBC and RYM Business Management Corp. (the “Parent Company” or “RYM”) together with other investors. As a result, RYM acquired 81.77% interest in the Company.

In view of the change in its ownership and management, the Company has changed the nature of its principal business. In November 2013, the Company’s BOD approved the amendment in the Company’s Articles of Incorporation to change its corporate name to Bright Kindle Resources & Investments, Inc. and primary business purpose to a holding Company. This matter was submitted and approved by the shareholders during the Special Stockholders’ meeting held on 9 December 2013. The Securities and Exchange Commission (“SEC”) approved the Company’s Amended Articles of Incorporation on 30 January 2014. Assets and liabilities related to the Company’s credit card servicing operation were transferred to RCBC Bankard Services Corporation (“RBSC”) and RCBC on 12 December 2013. Effective 16 December 2013, the Company ceased acting as the administrator of RCBC’s credit card business.

Consequently, the Company is now engaged in the purchase, exchange, assignment, and holding of investments and any and all properties, including, but not limited to, bonds, debentures, promissory notes, shares of stocks, or other securities without however engaging in the business of an investment company under the Investment Company Act or a finance company or a broker or dealer in securities.

The Company’s registered office is located at 16th Floor, BDO Towers Valero (formerly Citibank Tower), 8741 Paseo de Roxas, Makati City.

(b) Any bankruptcy, receivership or similar proceeding?

There were no bankruptcy, receivership or similar proceedings for the Corporation.

(c) Any material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets not in the ordinary course of business?

There were no material reclassifications, mergers, consolidations, or purchases or sales of a significant amount of assets not on the ordinary course of business for the past ten (10) years.

2. Business of Issuer

(a) Description of Registrant

(i) Principal Products or Services

Considering the cessation of the Company to operate any credit card related business as of December 16, 2013, the Company changed its primary purpose and now engages in the purchase, exchange, assignment, gift or otherwise, and hold, own and use for investment or otherwise, and sell, assign, transfer, exchange, lease, let, develop, mortgage, pledge, deal in and with and otherwise operate, use and dispose of, any and all properties of every kind and description and wherever situated, as and to the extent permitted by law, including, but not limited to, bonds, debentures, promissory notes, shares of capital stock, or other securities and obligations, created, negotiated or issued by any corporation, association, or other entity, foreign or domestic and while the owner, holder, or possessor thereof, to exercise all the rights and powers, and privileges of ownership or any other interest therein, including the right to receive, collect and dispose of, any and all dividends, interests and income, derived therefrom, and the right to vote on any proprietary or other interest, on any shares of capital stock, and upon any bonds, debentures, or other securities, having voting power, so owned or held, without however engaging in the business of an investment company under the Investment Company Act or a finance company or a broker or dealer in securities of stocks.

Target Market/Segments of Business

At present, the Company has no operating segment other than being a holding company. It holds 600,000,000 shares of Marcventures Holdings Inc. (MHI) representing 19.9% equity interest as of December 31, 2025. The Company is continuously looking for other viable investments which will provide attractive returns to its shareholders.

Accredited Establishments

None.

(ii) Foreign Sales

None.

(iii) Distribution methods of the products or services

None.

(iv) Status of any publicly announced new product or service

None.

(v) Competition

None.

(vi) Disclose dependencies on single or limited number of suppliers for essential raw materials, energy or other items

Considering the current business of the Company as a holding company, it will have very limited need for raw materials. The Company is not dependent on single or limited number of suppliers and it sources materials from various suppliers as necessary.

(vii) Disclose dependencies on single customer

Now, as a holding company, the Corporation is no longer dependent on a single customer/client.

(viii) Transactions with and/or dependence on related parties

Refer to note 11 of the Audited Financial Statements.

(ix) Summarize principal terms & expiration dates of all patents, trademarks, copyrights, licenses, franchises, concessions & royalty agreements

In view of the block sale and change in ownership and management in 2013, the Company had terminated its licenses from MasterCard, Visa, JCB and UPI and presently does not hold any patents, trademarks, copyrights, licenses, franchises, concessions & royalty agreements.

(x) Need for any government approval of principal products or services

The Company has no principal products or services that need government approval.

(xi) Effect of existing or probable government regulations on the business

The Company's business is not affected by existing or probable government regulations.

(xii) Indicate amount spent on research & development

The Company did not incur any research and development costs for the year 2025.

(xiii) Cost & effects of compliance with environmental laws

The Company intends to continue the implementation of cost-efficient methods to save paper and encourage recycling within the organization.

(xiv) State the number of the registrant's present employees

Employees

Starting 2014, aside from the key management officers, all of the Corporation's personnel performing the Corporation's daily operations are being outsourced.

(xv) Discuss the major risk/s involved in each of the businesses of the company. Include a disclosure of the procedures being undertaken to identify, assess & manage such risks

Equity Price Risk

Equity price risk is the risk that the fair values of equities decrease as a result of changes in the levels of the equity indices and the values of individual stocks. The Corporation is not exposed to price risk.

Credit Risk

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counterparty default on its obligation. The Corporation's exposure to credit risk arises primarily from cash in banks and due from related parties.

The Corporation's maximum exposure to credit risk on the financial assets as at amortized cost is the carrying amount of those assets as at the reporting date.

Credit Quality

The credit quality of the Company's financial assets that are neither past due nor impaired are considered to be of high grade and expected to be collectible without incurring any credit losses.

High grade financial assets are those financial assets from counterparties with good financial condition and with relatively low defaults.

(b) Additional Requirements as to Certain Issues or Issuers

None.

Item 2. DESCRIPTION OF PROPERTY

The Company acquired a condominium unit with parking slots at Unit 16B BDO Towers Valero (formerly Citibank Tower), 8741 Paseo de Roxas, Makati City (the "Office Condo Unit") last August 2014 which is being utilized as the Company's office space.

On 20 January 2023, the Company and its then wholly-owned subsidiary, Brightstar Holdings and Development Inc. ("BHDI") executed a Deed of Assignment whereby BKR assigned the Office Condo Unit in favor of BHDI in exchange for issuance of 1,121,505,000 new common shares with a par value of P0.10 per share out of the authorized capital stock of BHDI. The Company filed with the Securities and Exchange Commission a confirmation of valuation for the property-for-share swap. On 12 September 2024, the SEC approved the confirmation of valuation of the property for the share swap between the Parent Company and the Subsidiary. The Office Condo Unit's book value amounted to ₱32.54 million (see Note 7 of the AFS).

On 12 September 2024, the Office Condo Unit was reclassified from property and equipment to investment property as a result of an operating lease agreement entered into by BHDI with a third party (see Note 7 of the AFS).

On 22 January 2025, BHDI entered into a share-for-share swap transaction with the shareholders of Strong Built Mining Development Corporation ("SBMDC"). Last 13 June 2025, the Board of BHDI approved the amendment of its Articles of Incorporation to increase its authorized capital stock to up to Seven Billion (Php7,000,000,000.00) Billion divided into Seventy Billion (70,000,000,000) common shares with par value of Ten Centavos (Php0.10) per share for and in consideration of BHDI's issuance of new common shares. On 03 July 2025, the SEC issued Certificate of Approval of Increase of Capital Stock in favour of BHDI and approved the issuance of new shares of the increase, which resulted in the dilution of the Company's ownership in BHDI from 100% to 2.97%. As a result, the Company lost control over BHDI, and deconsolidated BHDI's assets and liabilities from its financial statements.

Item 3. LEGAL PROCEEDINGS

All legal proceedings involving the Corporation were transferred to RBSC.

Item 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

In 2025, the following matters were submitted for approval of Shareholders:

1. Approval of Minutes of the previous Stockholder's meeting
2. Approval of Management Report and Audited Financial Statements ending December 31, 2024
3. Ratification of All Acts of the Board of Directors and Management
4. Election of Directors

5. Appointment of External Auditor
6. Other Matters
7. Adjournment

B. OPERATIONAL AND FINANCIAL INFORMATION

Item 5. MARKET PRICE FOR ISSUER'S COMMON EQUITY AND RELATED STOCKHOLDERS' MATTERS

1. Market Information

The Corporation's shares of stock are being traded at the Philippine Stock Exchange under Banks and Financial Institutions and classified as Financials.

BKR		
	Price	
	Low	High
Q1 (2023)	1.30	1.58
Q2 (2023)	1.30	1.74
Q3 (2023)	1.10	1.56
Q4 (2023)	1.36	1.59
.		
Q1 (2024)	0.99	1.41
Q2 (2024)	1.08	1.55
Q3 (2024)	0.87	1.35
Q4 (2024)	0.60	1.00
.		
Q1 (2025)	0.94	1.66
Q2 (2025)	0.76	1.10
Q3 (2025)	0.75	1.18
Q4 (2025)	0.53	0.78
Q1 (2026)	0.54	0.80

The high and low prices of the Corporation's share as of the latest practicable trading date of **22 June 2026** are **PhP 0.55** and **PhP 0.53**, respectively.

2. Holders

The number of stockholders of record as of **31 May 2026** is 626. Common shares outstanding as of this date is 1,528,474,000. The percentage of shares of stocks owned by the public is 23.4% of the total outstanding shares.

Top twenty (20) stockholders as **31 May 2026**:

1	PCD Nominee Corporation (Filipino)	Common	1,523,707,085	99.69%
2	PCD Nominee Corporation (Non-Filipino)	Common	995,003	00.06%
3	William R. Cu-Unjieng &/or Cynthia C.U.Bunag	Common	200,000	00.01%
4	Jardine CMG Life	Common	146,000	00.01%
5	Ric Castaneda &/or Hector Uy	Common	100,000	00.01%
6	William R. Cu Unjieng	Common	100,000	00.01%
7	AMA Rural Bank of Mandaluyong, Inc.	Common	100,000	00.01%
8	Salazar, Ernesto B.	Common	100,000	00.01%
9	Borres, Jun M.	Common	90,000	00.01%
10	Roldan, Marian D.	Common	83,000	00.01%
11	Jardine CMG Value	Common	80,000	00.01%
12	Jun M. Borres &/or Buenaventura Casenas	Common	60,000	00.00%
13	Gili Jr., Guillermo F.	Common	50,000	00.00%

14	Vilar, Antonio T.	Common	50,000	00.00%
15	Torres, Roberto Belarmino S.	Common	50,000	00.00%
16	Punzalan, Larry A.	Common	43,500	00.00%
17	Sy, Victor Gan	Common	40,000	00.00%
18	Kairuz, Peter M.	Common	40,000	00.00%
19	Tan Bin Yam &/or Carina C. Titterington	Common	33,000	00.00%
20	Co, Robin T.	Common	32,000	00.00%

3. Dividends

Cash dividends are subject to approval by the Company's Board but no stockholder approval is required. On the other hand, property dividends are subject to approval by both the Company's Board of Directors and the Company's stockholders. In addition, the payment of property dividends is likewise subject to the approval of the SEC and PSE.

On 8 September 2023, the Board approved a property dividend of 509,491,063 common shares of the Parent Company's subsidiary, BHDI with par value of Php 0.10 per share or aggregate value of P50.95 million. This dividend will be distributed at a ratio of one (1) BHDI share for every three (3) common shares held in the Parent Company. Additionally, a cash dividend of P0.0037 per share totalling P5.66 million was declared to cover withholding taxes and related expenses. The declaration date was set for 16 October 2023.

On 12 September 2024, the SEC approved the property valuation for the share swap between the Parent Company and the Subsidiary. Subsequently, the Parent Company filed the property dividend declaration application with the SEC on 29 November 2024.

On 29 November 2024, the Company submitted its application for the property dividend declaration for property dividend declaration with the SEC.

On 18 December 2024, the SEC rejected the Company's application for property dividend for the following reasons:

The meeting for the property dividend declaration happened prior to the approval of the SEC for the confirmation of valuation of the property allowing the issuance of 1,121,505,000 BHDI common shares; and

The confirmed shares were not reflected in the latest audited financial statements (AFS) of the Company. SEC cannot proceed with the property dividend declaration until the same is reflected in the AFS.

On 21 May 2025, in compliance with the SEC requirements, the Board approved the following amendments to the Board Resolution dated 08 September 2023:

Property dividends worth a total of Php50,949,133.40 consisting of 509,491,334 common shares of subsidiary BHDI at a ratio of one (1) BHDI share for every three (3) BKR common shares held as of record date, out of the Corporation's unrestricted retained earnings as of 31 December 2024; Provided, that in case the said Property Dividend shall result in fractional BHDI shares, the Company shall instead pay in cash the value of the said fractional BHDI shares; Provided further, that the value of such fractional BHDI shares shall be based on the share par value of BHDI; Cash dividends worth a total of Php6,113,896.00 out of the Company's unrestricted retained earnings as of 31 December 2024, which shall be used to defray the expenses and applicable taxes in relation to the dividend declared; Provided, that the proportionate Cash Dividend shall instead be paid to the stockholder concerned in case there are no applicable withholding tax and expenses with respect to the dividends to be received, as in the case of inter-corporate dividends; and The President has been authorized to determine the record date and payment date of the Property and Cash Dividend Declarations and the mechanics thereof.

Please note that on 30 January 2026, the SEC issued the Certificate of Filing of Notice of Property Dividend Declaration. The SEC noted and confirmed that the property dividend worth Php50,949,133.40 declared in favor of the Company’s stockholders as of record date 26 December 2025, is supported by retained earnings. The Company will not proceed with the implementation of this declaration.

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

None.

Item 6. COMPLIANCE WITH LEADING PRACTICE ON CORPORATE GOVERNANCE

Governance Statement

As a publicly listed Philippine corporation, Bright Kindle Resources & Investments Inc. (formerly Bankard Inc.) (“BKR”) conforms to the corporate governance rules, requirements, and regulations of the Philippine Securities and Exchange Commission (SEC) and the Philippine Stock Exchange (PSE). BKR submitted its I-ACGR last May 29, 2026 which is used as a tool to disclose Publicly-Listed Companies’ compliance/non-compliance with the recommendations provided under the Code of Corporate Governance for Publicly-Listed Companies, which follows the “comply or explain” approach, which is used in harmonizing the corporate governance reportorial requirements of the SEC and the PSE.

BKR is committed to the highest standards of corporate governance and continues to benchmark its procedures with recognized local and international best practices. The Board of Directors (BOD) and Management commit themselves to the principles and best practices of good governance based on its Revised Manual on Corporate Governance. The BOD and Management believe that good governance is a necessary component of what constitutes sound strategic business management, and therefore, take every effort necessary to create awareness thereof within the organization. To ensure constant improvement, BKR checks recent developments in corporate governance to elevate the Corporation’s corporate governance structures, processes, and practices.

BKR complies with the Code of Corporate Governance of the SEC and Corporate Governance Guidelines and listing rules of the PSE. No directors and officers of the Company have deviated from the Company’s Revised Manual on Corporate Governance. The Company endeavours to raise its corporate governance practices in line with local and international best practices.

Item 7. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

The following discussion and analysis should be read in conjunction with the consolidated financial statements and related notes as of December 31, 2025 and 2024 prepared in conformity with PFRS hereto attached in the Exhibits.

The financial information for the three years ended December 31, 2025, 2024 and 2023 are as follows:

2025 vs. 2024

Results of operations

Audited (in million Pesos)	Increase (Decrease)
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	2025	2024	Amount	%
Revenue and other income	₱5.13	₱4.27	₱0.87	20.29%
General and administrative expenses	23.50	10.47	13.03	124.44%
Share in net income of an associate	93.76	23.51	70.25	298.88%
Gain on deconsolidation of a subsidiary	20.73	–	20.73	–
“Day 1” loss on discounting	15.11	–	15.11	–
Provision for income tax	0.04	–	0.04	–
Net income	80.98	17.30	63.68	368.02%
Other comprehensive loss	(3.10)	(0.46)	2.64	574.86%
Total comprehensive income	77.88	16.84	61.04	362.38%

For the year ended December 31, 2025, the Company generated a net income of ₱80.98 million, representing an increase of ₱63.68 million or 368,02% over the previous year. Key variances in the income statement are as follows:

- **Revenue and other income** increased by ₱0.87 million or 20.29% compared with the same period last year, mainly due to the interest income recognized from a loan agreement with BHDI.
- **General and administrative expenses** increased by ₱13.03 million or 124.44% compared with the same period last year. Significant drivers include:
 - **Taxes and licenses** increased by ₱14.40 million or 3,319.04% compared with the same period last year, due to BHDI’s increase of authorized capital stock.
 - **Transportation and travel** rose by ₱0.88 million or 397.25% following site visits and ocular inspections for potential BHDI projects.
- **Share in net income of an associate** – increased by ₱70.25 million or 298.88% to a total of ₱93.76 million, reflecting associate’s improved operating performance.
- **Gain on deconsolidation of a subsidiary** – a gain of ₱20.73 million was recognized following the deconsolidation of BHDI’s assets and liabilities.
- **“Day 1” loss on discounting** – A loss of ₱15.11 million was recognized because the fair value of the Company’s loan receivable differed from the transaction price at the date of the transaction.
- **Other comprehensive loss** increased by ₱2.64 million or 574.86%, mainly due to unrealized losses on fair value changes of equity securities at FVOCI.

Financial Position

	Audited (in million Pesos)		Increase (Decrease)	
	2025	2024	Amount	%
Assets	₱3,068.44	₱2,914.79	₱153.65	5.27%
Liabilities	1,672.02	1,672.61	(0.59)	(0.03%)
Equity	1,396.42	1,242.18	154.24	12.42%

- The Corporation’s total **Assets** of ₱3,068.44 million is higher by ₱153.65 million or 5.27% compared with the same period last year. This increase is the net effect of the following major transactions:
 - **Cash** decreased by ₱69.81 million or 96.86% compared with last year, mainly due to the loan agreement with BHDI for ₱60.00 million, subject to an annual interest rate of 7%.

- **Due from related parties** decreased by ₱24.43 million or 77.69%, primarily due to the deconsolidation of BHDI.
 - **Other current assets** decreased by ₱6.92 million or 37.47%, following the deconsolidation of BHDI's rent receivables.
 - **Property and equipment** decreased by ₱0.13 million (23.58%) due to annual depreciation expense.
 - **Investment in an associate** increased by ₱91.95 million or 3.33%, reflecting the company's share in the associate's net income.
 - **Investment property** decreased by ₱32.54 million or 100.00% due to the deconsolidation of BHDI's condominium unit and parking slots.
 - **Investment in equity securities at FVOCI** – Following the loss of control, the Company designated its investment in BHDI as a financial asset at FVOCI, valued at ₱147.60 million.
 - **Loan and interest receivable** – The Company recognized a ₱60.00 million loan receivable from BHDI, subject to a 7% annual interest rate.
- **Liabilities** decreased by ₱0.59 million or 0.03% compared with last year, mainly due to the payment of the accrued audit fee.
- **Equity** increased by ₱154.24 million or 12.42% compared with last year, mainly due to the net income recognized during the year.

Cash Flow

	Audited (in million Pesos)		Increase (Decrease)	
	2025	2024	Amount	%
Net cash used in operating activities	(₱20.05)	(₱8.83)	₱11.22	127.12%
Net cash provided by (used in) investing activities	(60.20)	48.92	(109.13)	(223.06%)
Cash provided by a financing activity	15.02	0.02	15.00	76,906.15%

Net cash used in **operating activities** increased by ₱11.22 million or 127.12% compared with last year, mainly due to the application of BHDI's increase of authorized capital stock.

Net cash used in **investing activities** amounted to ₱60.20 million during the year, mainly due to the loan agreement with BHDI for ₱60.00 million, subject to an annual interest rate of 7%.

Cash provided by a **financing activity** increased by ₱15.02 million compared with last year, due to the deconsolidation of BHDI's advances from related parties.

2024 vs. 2023

Results of operations

	Audited (in million Pesos)		Increase (Decrease)	
	2024	2023	Amount	%
Income	₱4.27	₱2.55	₱1.72	67.25%
General and administrative expenses	10.47	15.66	(5.19)	(33.17%)

Share in net income of an associate	23.51	46.20	(22.69)	(49.12%)
Net Income	17.30	33.07	(15.77)	(47.70%)

During the year, the Corporation was able to generate a net income of ₱17.30 million, a decrease of ₱15.77 million or 47.70% compared with the same period last year. Significant changes in the income statement accounts for the year ended December 31, 2024 versus the same period last year are as follows:

- **Income** increased by ₱1.72 million or 67.25% compared with the same period last year, mainly due to the rental income earned from investment property.
- **General and administrative expenses** decreased by ₱5.19 million or 33.17% compared with the same period last year. The movement is attributable to the following:
 - **Professional fees** decreased by ₱0.35 million or 10.44% compared with the same period last year, mainly due to the consultancy fees related to the Corporation's project incurred in 2023.
 - **Outside services** decreased by ₱1.25 million or 45.28% compared with the same period last year, mainly due to the outsourced services related to the Corporation's project incurred in 2023.
 - **Taxes and licenses** decreased by ₱1.96 million or 81.90% compared with the same period last year, mainly due to the payment of documentary stamp tax related to the deed of assignment of properties.
 - **Repairs and maintenance** decreased by ₱0.61 million or 97.35% compared with the same period last year, mainly due to the replacement of the air handling unit in the office incurred in 2023.
- **Share in net income of an associate** – an associate's declined operating performance during the year posted a share in net income of ₱23.51 million to the Corporation, a decrease of ₱22.69 million or 49.12% compared with the same period last year.

➤ **Financial Position**

	Audited (in million Pesos)		Increase (Decrease)	
	2024	2023	Amount	%
Assets	₱2,914.79	₱2,897.42	₱17.37	0.60%
Liabilities	1,672.61	1,672.08	0.53	0.03%
Equity	1,242.18	1,225.34	16.84	1.37%

- The Corporation's total **Assets** of ₱2,914.79 million is higher by ₱17.37 million or 0.60% compared with the same period last year. Although the increase may not seem significant, looking into its details, this increase is the net effect of the following major transactions:
 - **Cash** increased by ₱40.11 million or 125.52% compared with the same period last year, mainly due to the collection of the dividend receivable from MHI.
 - **Due from related parties** increased by ₱11.03 million or 54.01% compared with the same period last year, mainly due to supporting the working capital requirements of the related parties.

- **Dividend receivable** amounting to ₱60.00 million was collected during the year. This dividend was consequently collected and used in part by the Company to pay for its general and administrative expenses.
 - **Property and equipment** decreased by ₱34.25 million or 98.45% compared with the same period last year, mainly due to the reclassification of condominium unit and parking slots to investment property.
 - **Investment in an associate** increased by ₱23.05 million or 0.84% compared with the same period last year, mainly due to the share in net income from an associate during the year.
 - **Investment property** increased by ₱32.54 million compared with the same period last year, due to the condominium unit and parking slots entered into an operating lease agreement with a third party.
- **Liabilities** increased by ₱0.53 million or 0.03% compared with the same period last year, mainly due to the audit fee recognized during the year.
- **Equity** increased by ₱16.84 million or 1.37% compared with same period last year, mainly due to the net income recognized during the year.

Cash Flow

	Audited (in million Pesos)		Increase (Decrease)	
	2024	2023	Amount	%
Net cash flows from operating activities	(₱8.83)	(₱15.10)	(₱6.27)	(41.5%)
Net cash flows from investing activities	48.92	(13.52)	62.44	461.75%
Net cash flow from financing activities	0.02	(11.67)	11.69	100.17%

Net cash used in operating activities increased by ₱11.22 million or 127.12% compared to the same period last year. This increase is primarily attributed to the application of BHDI's increase in authorized capital stock.

Net cash used in investing activities totaled ₱60.20 million. This was driven by a ₱60.00 million loan agreement with BHDI, which carries an annual interest rate of 7%.

Net cash provided by financing activities increased by ₱15.02 million year-over-year. This change is due to the deconsolidation of BHDI's advances from related parties.

Key Performance Indicators

	<u>2025</u>	<u>2024</u>	<u>2023</u>
Return on Asset (%)	2.71%	0.59%	1.15%
Return on Equity (%)	6.14%	1.40%	2.73%

1. Return on assets (ROA) was computed based on the ratio of net income/(net loss) to average assets.
2. Return on equity (ROE) was computed based on the ratio of net income/(net loss) to average equity.

Item 8. FINANCIAL STATEMENTS

The financial statements and schedules listed in the accompanying Index to Financial Statements and Supplementary Schedules are filed as part of this Form 17-A (see attached 2025 Audited Financial Statements).

Item 9. INFORMATION ON INDEPENDENT ACCOUNTANT AND OTHER RELATED MATTERS

External Auditors

The Corporation re-appointed Reyes Tacandong & Co. (RTC) as its independent external auditor for the calendar year ended December 31, 2025. RTC is a leading professional services firm with a proven track record of high-quality work. They provide value-added services to clients through their client caring team of outstanding audit, tax and business professionals who utilize leading-edge systems and technology and are guided by the highest standards of quality, integrity, and competence.

For the audit of the Corporation's Annual financial statements and services provided in connection with statutory and regulatory filings or engagements, the aggregate amounts to be billed or already billed excluding VAT and out of pocket expenses (OPE) by RTC amounts/amounted to ₱0.55 million and ₱0.50 million for 2025 and 2024, respectively.

The Audit, Risk Oversight, and Related Party Transactions Committee recommends to the Board the selection of external auditors considering independence and effectiveness.

Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

The Corporation has no disagreements with its accountants.

Changes and adoption of new Accounting Standards are fully summarized under Note 2 to Financial Statements.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

Item 1. – Financial Statements

The financial statements of Bright Kindle Resources & Investments, Inc. ("the Corporation") as at March 31, 2026 (with comparative audited statements of financial position as at December 31, 2025 and 2024), and for the three months ended March 31, 2026 are in compliance with generally accepted accounting principles and there were no changes made in accounting policies and methods of computation in the preparation of the interim financial statements.

Summary of statements of financial position as at March 31, 2026 and December 31, 2025:

	March 31, 2026 (Unaudited) (₱'000)	December 31, 2025 (Audited) (₱'000)	Increase (Decrease) Amount Percentage (₱'000)	
Current assets	₱98,795	₱20,833	₱77,962	374.23%
Noncurrent assets	2,950,624	3,047,612	(96,988)	(3.18%)
Total Assets	₱3,049,419	₱3,068,445	(₱19,026)	(0.62%)
<hr/>				
Current liabilities	₱1,671,697	₱1,672,024	(₱327)	(0.02%)
Equity	1,377,722	1,396,421	(18,699)	(1.34%)
Total Liabilities and Equity	₱3,049,419	₱3,068,445	(₱19,026)	(0.62%)

Summary of statements of comprehensive income for the three months ended March 31, 2026 and 2025:

	For the three months ended March 31,		Increase (Decrease)	
	2026	2025	Amount	Percentage
	(P'000)	(P'000)	(P'000)	
Share in net loss of an associate	(P17,335)	(P10,685)	(P6,650)	(62.24%)
General and administrative expenses	(1,366)	(1,265)	(110)	(8.01%)
Income	2	9	(7)	(55.64%)
Net loss	(P18,699)	(P11,941)	P6,758	56.60%

Summary of statements of cash flows for the three months ended March 31, 2026 and 2025:

	For the three months ended March 31,	
	2026	2025
	(P'000)	(P'000)
Net cash used in operating activities	(P1,824)	(P1,500)
Net cash provided by (used in) investing activities	79,607	(54)
Net increase (decrease) in cash	77,783	(1,554)
Cash at beginning of period	2,262	69,191
Cash at end of period	P80,045	P67,637

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

Results of Operation

Three months ended March 31, 2026 compared with three months ended March 31, 2025

Income decreased by P0.01 million or 75.63%, due to lower bank balances during the period.

General and administrative expenses decreased by P0.10 million or 8.01%, primarily driven by:

- **Outside services** decreased by P0.27 million or 71.12% due to the transfer of manpower services to BHDI.
- **Professional fees** decreased by P0.19 million or 32.69% due to lower out-of-pocket expenses related to the 2025 financial statement audit.

Share in net loss of an associate increased by P6.65 million or 62.24% resulting from the associate's declined operating performance.

Statements of Financial Position

The Corporation's total **Assets** decreased by P19.03 million or 0.62%, driven by the following:

- **Cash** increased by P77.78 million or 3,438.42%, mainly due to the dividends received from MARC during the period.
- **Other current assets** increased by P0.18 million or 1.55%, mainly due to the cash advances that are not yet liquidated during the period.

- **Property and equipment** decreased by ₱0.05 million or 11.14%, due to the depreciation recognized during the period.
- **Investment in an associate** decreased by ₱96.94 million or 3.40%, mainly due to the dividends received from an associate during the period.

The Corporation's total **Liabilities** decreased by ₱0.33 million or 0.02%, mainly due to the payment of audit fees for the year ended 2025.

The Corporation's total **Equity** decreased by ₱18.70 million or 1.34%, due to the net loss recognized during the period.

Statements of Cash Flows

Three months ended March 31, 2026 compared with three months ended March 31, 2025

Net cash used in operating activities increased by ₱0.32 million or 21.57% compared with the same period last year, mainly due to the cash advances that are not yet liquidated during the period.

Net cash provided by investing activities amounted to ₱79.61 million during the period, due to the dividends received from an associate.

HORIZONTAL AND VERTICAL ANALYSIS

	March 31, 2026 (Unaudited)	December 31, 2025 (Audited)	Horizontal Analysis Change	%	Vertical Analysis 2026	2025
ASSETS						
Current Assets						
Cash	₱80,045,116	₱2,262,172	₱77,782,944	3,438.42%	2.63%	0.07%
Due from related parties	7,017,262	7,017,262	–	–	0.23%	0.23%
Other current assets	11,732,586	11,553,444	179,142	1.55%	0.38%	0.38%
Total Current Assets	98,794,964	20,832,878	77,962,086	374.23%	3.24%	0.68%
Noncurrent Assets						
Investment in an associate	2,754,712,585	2,851,654,220	(96,941,635)	(3.40%)	90.34%	92.93%
Investment in equity securities at FVOCI	147,604,126	147,604,126	–	–	4.84%	4.81%
Loans receivable – net	46,078,475	46,078,475	–	–	1.51%	1.50%
Interest receivable	1,864,110	1,864,110	–	–	0.06%	0.06%
Property and equipment	365,062	410,806	(45,744)	(11.14%)	0.01%	0.02%
Total Noncurrent Assets	2,950,624,358	3,047,611,737	(96,987,379)	(3.18%)	96.76%	99.32%
	₱3,049,419,322	₱3,068,444,615	(₱19,025,293)	(0.62%)	100.00%	100.00%
LIABILITIES AND EQUITY						
Current Liabilities						
Note payable	₱1,671,501,723	₱1,671,501,723	₱–	–	54.81%	54.47%
Accrued expenses and other current liabilities	195,598	521,672	(326,074)	(62.51%)	0.01%	0.02%
Total Current Liabilities	1,671,697,321	1,672,023,395	(326,074)	(0.02%)	54.82%	54.49%
Equity						
Capital stock	840,660,700	840,660,700	–	–	27.57%	27.40%
Retained earnings	533,914,106	552,613,325	(18,699,219)	(3.38%)	17.51%	18.01%
Other comprehensive income	3,147,195	3,147,195	–	–	0.10%	0.10%
Total Equity	1,377,722,001	1,396,421,220	(18,699,219)	(1.34%)	45.18%	45.51%
	3,049,419,322	3,068,444,615	(19,025,293)	(0.62%)	100.00%	100.00%

Key Performance Indicators

	March 31, 2026	December 31, 2025
Net income (loss)	(₱18,699,219)	₱74,347,958
Quick assets	87,062,378	9,279,434
Current assets	98,794,964	20,832,878
Total assets	3,049,419,322	3,068,444,615
Current liabilities	1,671,697,321	1,672,023,395
Total liabilities	1,671,697,321	1,672,023,395
Total equity	1,377,722,001	1,396,421,220
Number of common shares outstanding	1,528,474,000	1,528,474,000
Liquidity ratios:		
Current ratio (1)	0.06:1	0.01:1
Quick ratio (2)	0.05:1	0.01:1
Solvency Ratios:		
Debt ratio (3)	0.55:1	0.54:1
Debt-to-Equity ratio (4)	1.21:1	1.20:1
Profitability ratios:		
Return on equity (5)	(0.01):1	0.06:1
Return on assets (6)	(0.01):1	0.03:1
Income (loss) per share (7)	(0.01):1	0.05:1

Notes:

1. Current Assets / Current Liabilities
2. Quick Assets / Current Liabilities
3. Total Liabilities / Total Assets
4. Total Liabilities / Total Equity
5. Net Income (Loss) / Total Average Equity
6. Net Income (Loss) / Total Average Assets
7. Total Equity / Common Shares Outstanding

Other Information

- a. Any known trends, demands, commitments, events or uncertainties that will have a material impact on the issuer's liquidity.

Nothing to disclose.

- b. Any events that will trigger direct or contingent financial obligation that is material to the company, including any default or acceleration of an obligation.

Nothing to disclose.

- c. All material off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships of the company with unconsolidated entities or other persons created during the reporting period.

Nothing to disclose.

- d. Any material commitments for capital expenditures, the general purpose of such commitments and the expected sources of funds for such expenditures.

Nothing to disclose.

- e. Any known trends, events or uncertainties that have had or that are reasonably expected to have a material favorable or unfavorable impact on net sales/revenues/income from continuing operations.

Nothing to disclose.

- f. Any significant elements of income or loss that did not arise from the issuer's continuing operations.

Nothing to disclose.

UPON THE WRITTEN REQUEST OF THE STOCKHOLDER(S), THE CORPORATION UNDERTAKES TO FURNISH SAID STOCKHOLDER(S) WITH A COPY OF SEC FORM 17-A, FREE OF CHARGE, EXCEPT FOR THE EXHIBITS ATTACHED THERETO, WHICH SHALL BE CHARGED AT COST. ANY WRITTEN REQUEST FOR A COPY OF SEC FORM 17-A AND 17-Q SHALL BE ADDRESSED TO

Atty. Rommel T. Casipe
c/o 4th Floor BDO Towers Paseo (formerly Citibank Center),
8741 Paseo de Roxas,
Makati City.

ANNEX A
Procedure for Registration, Participation and Voting
in the 2026 Annual Stockholders' Meeting of
BRIGHT KINDLE RESOURCES & INVESTMENTS, INC.

The Annual Stockholders' Meeting (or "ASM") of **Bright Kindle Resources & Investments, Inc.** (the "**Company**") will be held virtually on **July 22, 2026 at 2:00PM**, via remote communication. There will be no physical venue for the ASM.

Only Stockholders of record as of **June 25, 2025** are entitled to participate and vote in the 2026 ASM.

I. Registration and Participation/Attendance Procedure:

1. Stockholders who intend to participate in the virtual ASM may register at **service@brightkindle.com** by sending following requirements for registration:
 - a. *For individual stockholders:*
 - i. Scanned copy of any valid government-issued ID;
 - ii. Scanned copy of stock certificate in the name of the individual stockholder; and
 - iii. Active contact number, either landline or mobile.
 - b. *For stockholders with joint accounts:*
 - i. Scanned copy of authorization letter signed by other stockholders indicating the person among them authorized to participate and/or vote in the 2026 ASM;
 - ii. Documents required under items 1.a (i) and (iii) for the authorized stockholder; and
 - iii. Scanned copy of stock certificate in the name of the joint stockholders.
 - c. *For stockholders under PCD Participant / Brokers Account or "Scripless Shares":*
 - i. Coordinate with the broker and request for the full account name and reference number or account number; and
 - ii. Documents required under items 1.a (i) and (iii).
 - d. *For corporate stockholders:*
 - i. Secretary's Certificate attesting to the authority of the representative to participate and / or vote in the 2026 ASM;
 - ii. Documents required under items 1.a (i) and (iii) for the authorized representative; and
 - iii. Scanned copy of stock certificate in the name of the corporate stockholder.
2. Upon successful registration and validation of the documents submitted through email at **service@brightkindle.com**, the stockholder will receive an email confirmation and a unique link which can be used to log in and view the 2026 ASM.
3. Only those stockholders who have registered following the procedure above, and stockholders who have voted by providing their executed Proxy Form shall be included for purposes of determining the existence of a quorum.
4. For purposes of voting during the 2026 ASM, please see section on Voting Procedure below.
5. For the Question and Answer portion during the 2026 ASM, stockholders may send their questions related to the agenda at **service@brightkindle.com**. Due to limitations on

technology and time, not all questions may be responded to during the 2026 ASM but the Company will endeavor to respond to all the questions through email.

6. The proceedings during the 2026 ASM will be recorded as required by the Securities and Exchange Commission (“SEC”).
7. Stockholders intending to participate by remote communication in the 2026 ASM are required to pre-register not later than ten (10) calendar days before the scheduled ASM, or not later than **July 10, 2026**.
8. In compliance with the SEC Notice dated 20 April 2020, the Information Statement, the Management Report, SEC Form 17A and other pertinent documents may be accessed through the Company’s website at <http://www.brightkindle.com>.

II. Voting Procedure:

Stockholders may vote during the 2026 ASM by Proxy.

1. Voting by Proxy:

- a. Download and fill up the Proxy Form at <https://bkr.com.ph/asm-bkr2026>. The designated proxy, or in his absence, the Chairman of the meeting, is authorized to cast the votes pursuant to the instructions in the Proxy Form.
- b. Send a scanned copy of the executed proxy Form by email to service@brightkindle.com.
- c. The scanned copy of the executed Proxy Form should be emailed to the above not less than ten (10) calendar days prior to the scheduled ASM, or not later than **July 10, 2026**.
- d. The hard copy of the signed Proxy Form should be delivered to:

**The Corporate Secretary
Bright Kindle Resources & Investments, Inc.
4th Floor, BDO Towers Paseo (formerly, Citibank Center)
8741 Paseo de Roxas, Makati City**

For any questions or clarification, you may contact us through:

- Email at service@brightkindle.com; or
- Telephone number at 8831-4479; or
- Our stock transfer agent, Stock Transfer Service, Inc. (STSI), through
 - ✓ Lea Mae Flores at lmflores@stocktransfer.com.ph or
 - ✓ Richard D. Regala at rdregala@stocktransfer.com.ph, or
 - ✓ STSI’s telephone number at 8403-2410 or 8403-2412

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **Rhodora L. Dapula**, Filipino, of legal age and with Residence Address [REDACTED] after having been duly sworn to in accordance with law do hereby declare that:

1. I am elected for Independent Director of **BRIGHT KINDLE RESOURCES & INVESTMENTS, INC. ("BKR")** and have been its Independent Director since 15 December 2021.
2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

COMPANY/ORGANIZATION	POSITION/RELATIONSHIP	PERIOD OF SERVICE
Dapula and Associates Law Offices	Partner	2007-present
G.D. Brains and Castles, Inc.	President/CEO	2017-present
Proficientlink Realty Corporation	President/CEO	2017-present
Benguet Corporation	Independent Director	2018-present
Right Synergy Holdings, Inc.	Board of Director	2023-present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.
4. I am not related to any director, officer, or substantial shareholder of the Company, any of its related companies, or any of its substantial shareholders provided under Rule 38.2.3 of the Securities Regulation Code.

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

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

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


6. I am not employed with any government agency.
7. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.
8. I shall inform the Corporate Secretary of any changes in the abovementioned information within five days from its occurrence.

Done, this JUN 08 2026 day of MAKATI CITY


[REDACTED]
RHODORA L. DAPULA
Affiant

SUBSCRIBED AND SWORN to before me this JUN 08 2026 day of MAKATI CITY at [REDACTED] affiant
personally appeared before me and exhibited to me her Tax Identification [REDACTED]
[REDACTED]

Doc. No. 337 ;
Page No. 66 ;
Book No. XIV ;
Series of 2026;


ATTY. RYAN ANTHONY G. PEREÑA
NOTARY PUBLIC for MAKATI CITY
Commission No. 15-01111-01-01-31, 2027
Roll of Attorneys 7/317
PTR No. 10754513; 01/02/2026; Makati City
IBP OR No. 566188 12/16/2025; Pasig City
MCLE Compliance No. VIII-0000389
8553 San Jose St., Guadalupe Nuevo, Makati City

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **Reynato S. Puno**, Filipino, of legal age and a resident of [REDACTED] after having been duly sworn to in accordance with law do hereby declare that:

1. I am elected for Independent Director of **BRIGHT KINDLE RESOURCES & INVESTMENTS, INC. ("BKR")** and have been its Independent Director since 07 August 2025.
2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

COMPANY/ORGANIZATION	POSITION/RELATIONSHIP	PERIOD OF SERVICE
SMB	Independent Director	up to present
SMB Hongkong	Independent Director	up to present
PT Delta	Board of Commissions	up to present
GenWatt Inc.	Chairman	up to present
CybersCool Inc.	Chairman	up to present
Environmental Heroes	Chairman	up to present
ISP Jr. Memorial Foundation	Chairman	up to present
Veterans Bank	Director	up to present
Phil. Bible Society	Vice President	up to present
World Vision Phil.	Member, Board	up to present
MLQ University	Member, Board	up to present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.
4. I am not related to any director, officer, or substantial shareholder of the Company, any of its related companies, or any of its substantial shareholders provided under Rule 38.2.3 of the Securities Regulation Code.

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

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



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

6. I am not employed with any government agency.
7. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.


8. I shall inform the Corporate Secretary of any changes in the above-mentioned information within five days from its occurrence.

Done, this JUN 08 2026 day of MAKATI CITY


REYNATO S. PUNO
Affiant

SUBSCRIBED AND SWORN to before me this JUN 08 2026 day of MAKATI CITY affiant
personally appeared before me and exhibited to me his Tax Identical 


Doc. No. 31 ;
Page No. 66 ;
Book No. XIV ;
Series of 2026;


ATTY. RYAN ANTHONY G. PEREÑA
NOTARY PUBLIC for MAKATI CITY
Commission No. M-012 until Dec. 31, 2027
Roll of Attorneys 77327
PTR No. 10764513; 01/02/2025; Makati City
IBP OR No. 566188 12/16/2025; Pasig City
MCLE Compliance No. VIII-0000389
8553 San Jose St., Guadalupe Nuevo, Makati City

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **Kwok Yam Ian Chan**, Filipino, of legal age and with Residence Address [REDACTED] after having been duly sworn to in accordance with law do hereby declare that:

1. I am elected for Independent Director of **BRIGHT KINDLE RESOURCES & INVESTMENTS, INC. ("BKR")** and have been its Independent Director since 15 December 2021.
2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

COMPANY/ORGANIZATION	POSITION/RELATIONSHIP	PERIOD OF SERVICE
MARCVENTURES HOLDINGS INC.	DIRECTOR	SEPTEMBER 2020 TO PRESENT
BENGUET CORPORATION	DIRECTOR	SEPTEMBER 2020 TO PRESENT
DK VENTURES INC.	DIRECTOR	AUGUST 2020 UP TO PRESENT
KING DRAGON REALTY CORP	DIRECTOR	JUNE 2018 UP TO PRESENT
ISKY EMPIRE REALTY INC.	DIRECTOR	APRIL 2018 UP TO PRESENT
SEABORNE SHIPPING INC.	DIRECTOR	JANUARY 2013 UP TO PRESENT

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.
4. I am not related to any director, officer, or substantial shareholder of the Company, any of its related companies, or any of its substantial shareholders provided under Rule 38.2.3 of the Securities Regulation Code.

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

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


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

6. I am not employed with any government agency.
7. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.


8. I shall inform the Corporate Secretary of any changes in the above-mentioned information within five days from its occurrence.

Done, this JUN 08 2026 day of _____ at MAKATI CITY


KWOK YAM IAN CHAN
Affiant

SUBSCRIBED AND SWORN to before me this JUN 08 2026 day of _____ at MAKATI CITY affiant
personally appeared before me and exhibited to me his Tax Identification No. 

Doc. No. 301 ;
Page No. 66 ;
Book No. XIV ;
Series of 2026;


ATTY. RYAN ANTHONY G. PEREÑA
NOTARY PUBLIC for MAKATI CITY
Commission No. M-012 (until Dec. 31, 2027)
Roll of Attorneys 77327
PTR No. 10704510; 01/02/2026; Makati City
IBP OR No. 55518B 12/16/2025; Pasig City
MCLE Compliance No. VIII-0000389
8553 San Jose St., Guadalupe Nuevo, Makati City

REPUBLIC OF THE PHILIPPINES)
MAKATI CITY) S.S.

SECRETARY'S CERTIFICATE

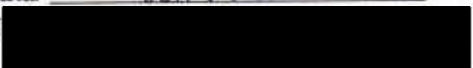
I, ANA MARIA A. KATIGBAK, of legal age, Filipino, with office address at the 3rd Floor, The Valero Tower, 122 Valero Street, Salcedo Village, Makati City, after having been duly sworn in accordance with law, do hereby depose and state that:

1. I am the duly elected and qualified Corporate Secretary of BRIGHT KINDLE RESOURCES & INVESTMENTS, INC. ("BKR" or the "Corporation"), a corporation duly organized and existing under the laws of the Philippines, with principal office address at the 16th Floor, BDO Towers Valero (formerly Citibank Tower), 8741 Paseo de Roxas, Makati City.

2. I hereby certify that none of the Corporation's Regular Directors, Independent Directors and Officers are appointed or employed in any government agency.

IN WITNESS WHEREOF, I have hereunto set my hand this JUN 05 2026 2026 at Makati City.



ANA MARIA A. KATIGBAK
Corporate Secretary

SUBSCRIBED AND SWORN to before me this JUN 05 2026 2026 in Makati City, affiant exhibited to me her Passport N 

Doc. No.: 576
Page No.: 105
Book No.: I
Series of 2026.



NOTARY PUBLIC


JENNIFER D. PAGAY
Appointment No. M-063
Notary Public for Makati City
Until December 31, 2027
Castillo Laman Tan Pantaleon & San Jose Law Firm
The Valero Tower, 122 Valero Street
Salcedo Village, Makati City
PTR No. 10766547 ; 01-02-2026 ; Makati City
IBP No. 535835 ; 12-22-2025 ; Bulacan Chapter
MCLE No. VIII-0021806; valid from 2-14-2025
valid until 4-14-2028; Pasig City
Roll No. 91663

COVER SHEET

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SEC Registration Number

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U	S	I	N	E	S	S		M	A	N	A	G	E	M	E	N	T		C	O	R	P	.)								

(Company's Full Name)

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

Rolando S. Santos

(Contact Person)

(02) 8831-4479

(Company Telephone Number)

1	2		3	1
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Month Day
(Calendar Year)

1	7	-	Q	
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(Form Type)

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Month Day
(Annual Meeting)

N/A

Secondary License Type, If Applicable)

Finance Department

Dept. Requiring this Doc.

March 31, 2026

Period Ending Date

Total Amount of Borrowings

626

Total No. of Stockholders

1,671,501,723

Domestic

N/A

Foreign

To be accomplished by SEC Personnel concerned

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File Number

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Document ID

_____ Cashier

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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: **March 31, 2026**
2. Commission identification number **102165**
3. BIR Tax Identification No. **000-803-498-000**
4. Exact name of registrant as specified in its charter: **BRIGHT KINDLE RESOURCES & INVESTMENTS, INC.**
5. Province, country or other jurisdiction of incorporation or organization: **PHILIPPINES**
6. Industry Classification Code: (SEC Use Only)
7. Address of registrant's principal office:

16th Floor BDO Towers Valero (formerly Citibank Tower), 8741 Paseo de Roxas, Makati City 1227
8. Registrant's telephone number, including area code: **(63 2) 833-0769**
9. Former name, former address and former fiscal year, if changed since last report. **N/A**
10. Securities registered pursuant to Sections 4 and 8 of the RSA

<u>Title of each Class</u>	<u>Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding</u>
Common Stock (P0.55 par value)	1,528,474,000 shares

11. Are any or all of the securities listed on the Philippine Stock Exchange?
Yes. The common shares are listed on the Philippine Stock Exchange.
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 12 months (or for such shorter period the registrant was required to file such reports)

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

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PART I - FINANCIAL INFORMATION

Item 1. - Management's Discussion and Analysis of Financial Condition and Results of Operation

The following discussion is based on the unaudited interim financial statements for the 1st quarter period ended March 31, 2026, with comparative figures for the corresponding periods in 2025 and audited financial statements as of December 31, 2025, prepared in conformity with Philippine Accounting Standards 34, Interim Financial Reporting and included herein, and should be read in conjunction with those unaudited interim financial statements.

Financial Condition as of March 31, 2026 and December 31, 2025 and Results of Operation for the Three Months ended March 31, 2026 and March 31, 2025

STATEMENT OF COMPREHENSIVE INCOME

Share in Net Loss of an Associate

The Company's share in the net loss of Marcventures Holdings Inc. (MARC) increased by ₱6.65 million or 62.24% compared to the same period last year, primarily due to MARC's declined operating performance.

General and Administrative Expenses

The Company's general and administrative expenses increased by ₱0.10 million or 8.01% year-over-year, driven by:

- **Taxes and licenses** increased by ₱0.20 million or 1,090.60% compared with the same period last year, mainly due to the property and cash dividend application to the SEC.
- **Director's fees** increased by ₱0.11 million or 525.00% compared with the same period last year, due to the Board of Directors (BOD) meeting on March 27, 2026.
- **Advertising and promotions** increased by ₱0.05 million or 111.11% compared with the same period last year, due to the fees paid for the publication of the 2026 Annual Stockholders Meeting (ASM) postponement.

STATEMENT OF FINANCIAL POSITION

Assets

The Corporation's assets as of March 31, 2026, decreased by ₱19.03 million or 0.62% compared to the balances as of December 31, 2025. The increase was due to the following:

- **Investment in an associate** decreased by ₱96.94 million or 3.40%, mainly due to the dividends received from MARC during the period.
- **Property and equipment** decreased by ₱0.05 million or 11.14%, due to the depreciation recognized during the period.

The above decreases were partly offset by the following:

- **Cash** increased by ₱77.78 million or 3,438.42%, mainly due to the dividends received from MARC during the period.
- **Other current assets** increased by ₱0.18 million or 1.55%, mainly due to the advances that are

not yet liquidated.

Liabilities

The Company's liabilities as of March 31, 2026, decreased by ₱0.33 million or 0.02% compared to the balances as of December 31, 2025, mainly due to the payment of audit fees for the Corporation's audit of financial statements for the year ended 2025.

Equity

The Company's equity as of March 31, 2026, decreased by ₱18.70 million or 1.34% compared to the balances as of December 31, 2025, due to the net loss recognized during the period.

STATEMENT OF CASH FLOWS

Net cash used in operating activities increased by ₱0.32 million or 21.57% compared with the same period last year, mainly due to the unliquidated advances.

Net cash provided by activities amounted to ₱79.61 million due to the dividends received from MARC during the period.

Item 2 - Financial Statements

The unaudited financial statements of Bright Kindle Resources & Investments, Inc. as of March 31, 2026, and for the three months ended March 31, 2025 with a comparative audited figure as of December 31, 2025 complies with generally accepted accounting principles, and there were no changes made in accounting policies and methods of computation in the preparation of the interim financial statements.

Horizontal and Vertical Analysis:

			Horizontal Analysis		Vertical Analysis	
	March 31, 2026 (Unaudited)	Dec. 31, 2025 (Audited)	Change	% Change	2026	2024
ASSETS						
Current Assets						
Cash	₱ 80,045,116	₱ 2,262,172	₱ 77,782,944	3,438.42%	2.63%	0.07%
Due from related parties	7,017,262	7,017,262	–	–	0.23%	0.23%
Other current assets	11,732,586	11,553,444	179,142	1.55%	0.38%	0.38%
Total Current Assets	98,794,964	20,832,878	77,962,086	374.23%	3.24%	0.68%
Non-current Assets						
Investment in an associate	2,754,712,585	2,851,654,220	(96,941,635)	(3.40%)	90.34%	92.94%
Investment in equity securities at fair value through other comprehensive income (FVOCI)	147,604,126	147,604,126	–	–	4.84%	4.81%
Loans receivable - net	46,078,475	46,078,475	–	–	1.51%	1.50%
Interest receivable	1,864,110	1,864,110	–	–	0.06%	0.06%
Property and equipment	365,062	410,806	(45,744)	(11.14%)	0.01%	0.01%
Total Noncurrent Assets	2,950,624,358	3,047,611,737	(96,987,379)	(3.18%)	96.76%	99.32%
	₱ 3,049,419,322	₱ 3,068,444,615	₱ (19,025,293)	(0.62%)	100.00%	100.00%
LIABILITIES & CAPITAL DEFICIENCY						
Current Liabilities						
Note payable	₱ 1,671,501,723	₱ 1,671,501,723	₱ –	–	54.81%	54.47%
Accrued expenses and other current liabilities	195,598	521,672	(326,074)	(62.51%)	0.01%	0.02%
Total Current Liabilities	1,671,697,321	1,672,023,395	(326,074)	(0.02%)	54.82%	54.49%
Equity						
Capital stock	840,660,700	840,660,700	–	–	27.57%	27.40%
Retained earnings	533,914,106	552,613,325	(18,699,219)	(3.38%)	17.51%	18.01%
Other comprehensive income	3,147,195	3,147,195	–	–	0.10%	0.10%
Total Equity	1,377,722,001	1,396,421,220	(18,699,219)	(1.34%)	45.18%	45.51%
	₱ 3,049,419,322	₱ 3,068,444,615	₱ (19,025,293)	(0.62%)	100.00%	100.00%
For the Three Months Ended March 31						
	2026 (Unaudited)	2025 (Unaudited)	Variance			
			Increase (Decrease)	%Change		
SHARE IN NET LOSS OF AN ASSOCIATE	₱ (17,334,900)	₱ (10,684,887)	₱ 6,650,013	62.24%		
EXPENSES	(1,366,514)	(1,265,119)	101,395	8.01%		
INTEREST INCOME	2,195	9,008	(6,813)	(75.63%)		
LOSS BEFORE INCOME TAX	(18,699,219)	(11,940,998)	6,758,221	56.60%		
PROVISION FOR INCOME TAX	–	–	–	–		
NET LOSS	(18,699,219)	(11,940,998)	6,758,221	56.60%		
OTHER COMPREHENSIVE INCOME	–	–	–	–		
TOTAL COMPREHENSIVE LOSS	₱ (18,699,219)	₱ (11,940,998)	₱ 6,758,221	56.60%		

Other Information

- a. There are no known trends or any known demands, commitments, events, or uncertainties that will result in or that are reasonably likely to result in the registrant's liquidity increasing or decreasing in any material way.
- b. There are no events that will trigger direct or contingent financial obligation that is material to the Corporation, including any default or acceleration of an obligation.
- c. There are no material off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships of the Corporation with unconsolidated entities or other persons created during the reporting period.
- d. Aside from the volatile prices of ore and fuel in the market and the USD exchange rate, there are no other known trends, events or uncertainties that have had or that are reasonably expected to have a material favorable or unfavorable impact on net sales or revenues or income from continuing operations.
- e. The causes for the material changes from period to period in the financial accounts were explained in the Management's discussion and analysis of financial condition and results of operation.
- f. There are no significant elements of income or loss that did not arise from the registrant's continuing operations.
- g. There are no items affecting assets, liabilities, equity, net income, or cash flows that are unusual because of their nature, size, or incidents.
- h. There are no new issuances, repurchases, and repayments of debt and equity securities.
- i. There are no material events subsequent to the end of the interim period that have not been reflected in the financial statements for the interim period.
- j. There are no changes in the composition of the issuer during the interim period including business combinations, acquisition or disposal of subsidiaries and long-term investments, restructurings, and discontinuing operations.
- k. There are no contingent liabilities or contingent assets since the last annual balance sheet date.
- l. There are no material contingencies and other material events or transactions during the interim period.
- m. There are no events that will trigger direct or contingent financial obligation that is material to the Corporation, including any default or acceleration of an obligation.

Key Performance Indicators (KPIs)

Management uses the following KPIs for the Corporation:

	March 31, 2026	December 31, 2025
Net income (loss)	(₱18,699,219)	₱74,347,958
Quick assets	87,062,378	9,279,434
Current assets	98,794,964	20,832,878
Total assets	3,049,419,322	3,068,444,615
Current liabilities	1,671,697,321	1,672,023,395
Total liabilities	1,671,697,321	1,672,023,395
Equity	1,377,722,001	1,396,421,220
Number of common shares outstanding	1,528,474,000	1,528,474,000

	March 31, 2026	December 31, 2025
Liquidity ratios:		
Current ratio ⁽¹⁾	0.06:1	0.01:1
Quick ratio ⁽²⁾	0.05:1	0.01:1
Solvency Ratios:		
Debt ratio ⁽³⁾	0.55:1	0.54:1
Debt to Equity ratio ⁽⁴⁾	1.21:1	1.20:1
Profitability ratios:		
Income (loss) per share ⁽⁵⁾	(0.01):1	0.05:1
Book value per share ⁽⁶⁾	0.90:1	0.91:1

Notes:

1. Current Assets / Current Liabilities
2. Quick Assets / Current Liabilities
3. Total Liabilities / Total Assets
4. Total Liabilities / Equity
5. Net Income (Loss) / Number of Common Shares Outstanding
6. Equity / Number of Common Shares Outstanding

PART II - OTHER INFORMATION

Any information not previously reported in a report on SEC Form 17-C.

NONE.

PART III - FINANCIAL SOUNDNESS INDICATORS

Liquidity Ratio

a. Current Ratio

Total Current Assets/ Total Current Liabilities = 0.06:1

b. Quick Ratio

Quick asset / Total Current Liabilities = 0.05:1

Solvency Ratio

a. Debt Ratio

Total liabilities / Total assets = 0.575:1

b. Debt to Equity Ratio

Total liabilities / Equity = 1.21:1

Profitability Ratio

a. Return on Equity Ratio

Net Income (Loss) / Average Shareholders' Equity = (0.01):1

b. Return on Assets Ratio

Net Income (Loss)/ Average Total assets = (0.01):1

c. Asset to Equity Ratio:

Total Assets / Equity = 2.21:1


d. Asset Turnover:

Revenue/Total Assets = 0.000001


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: **BRIGHT KINDLE RESOURCES & INVESTMENTS, INC.**

Signature and Title: 
AUGUSTO C. MAFICA, JR.
President and CEO

Date: May 19, 2026

Signature and Title: 
ROLANDO S. SANTOS
SVP and Treasurer

Date: May 19, 2026

BRIGHT KINDLE RESOURCES & INVESTMENTS, INC.
UNAUDITED STATEMENTS OF FINANCIAL POSITION

	Note	March 31, 2026 (Unaudited)	December 31, 2025 (Audited)
ASSETS			
Current Assets			
Cash	4	₱80,045,116	₱2,262,172
Due from related parties	11	7,017,262	7,017,262
Other current assets	5	11,732,586	11,553,444
Total Current Assets		98,794,964	20,832,878
Noncurrent Assets			
Investment in an associate	7	2,754,712,585	2,851,654,220
Investment in equity securities at fair value through other comprehensive income (FVOCI)	8	147,604,126	147,604,126
Loan receivable - net	11	46,078,475	46,078,475
Interest receivable	11	1,864,110	1,864,110
Property and equipment	6	365,062	410,806
Total Noncurrent Assets		2,950,624,358	3,047,611,737
		₱3,049,419,322	₱3,068,444,615
LIABILITIES AND EQUITY			
Current Liabilities			
Accrued expenses and statutory payables	9	₱195,598	₱521,672
Note payable	10	1,671,501,723	1,671,501,723
Total Current Liabilities		1,671,697,321	1,672,023,395
Equity			
Capital stock	12	840,660,700	840,660,700
Retained earnings		533,914,106	552,613,325
Other comprehensive income		3,147,195	3,147,195
Total Equity		1,377,722,001	1,396,421,220
		₱3,049,419,322	₱3,068,444,615

See accompanying Notes to Consolidated Financial Statements.

BRIGHT KINDLE RESOURCES & INVESTMENTS, INC.
UNAUDITED STATEMENTS OF COMPREHENSIVE INCOME

	Note	Three Months Ended March 31	
		2024	2025
SHARE IN NET LOSS OF AN ASSOCIATE	7	(P17,334,900)	(P10,684,887)
GENERAL AND ADMINISTRATIVE EXPENSES	13	(1,366,514)	(1,265,119)
INTEREST INCOME	4	2,195	9,008
LOSS BEFORE INCOME TAX		(18,699,219)	(11,940,998)
PROVISION FOR INCOME TAX	14	-	-
NET LOSS		(18,699,219)	(11,940,998)
OTHER COMPREHENSIVE INCOME			
<i>Not to be reclassified to profit or loss in subsequent period -</i>			
Share in other comprehensive income (loss) of an associate		-	-
TOTAL COMPREHENSIVE LOSS		(P18,699,219)	(P11,940,998)
LOSS PER SHARE - BASIC AND DILUTED		(P0.012)	(P0.008)

See accompanying Notes to Consolidated Financial Statements.

BRIGHT KINDLE RESOURCES & INVESTMENTS, INC.
UNAUDITED STATEMENTS OF CHANGES IN EQUITY

	Note	March 31, 2026 (Unaudited)	December 31, 2025 (Audited)
CAPITAL STOCK - ₱0.55 par value			
Authorized - 2,000,000,000 shares			
Issued and outstanding -			
1,528,474,000 shares	12	₱840,660,700	₱840,660,700
RETAINED EARNINGS			
Balance at beginning of period		552,613,325	478,265,367
Net income (loss)		(18,699,219)	74,347,958
Balance at end of period		533,914,106	552,613,325
OTHER COMPREHENSIVE INCOME			
Accumulated Share in Other Comprehensive Income of an Associate			
	7		
Balance at beginning of period		3,147,195	6,249,602
Share in other comprehensive loss		-	(1,811,850)
Balance at end of period		3,147,195	3,147,195
Unrealized Loss on Fair Value Changes of Investment in Equity Securities at FVOCI			
	8	-	(1,290,557)
		3,147,195	(3,147,195)
		₱1,377,722,001	₱1,396,421,220

See accompanying Notes to Consolidated Financial Statements.

BRIGHT KINDLE RESOURCES & INVESTMENTS, INC.**UNAUDITED STATEMENTS OF CASH FLOWS**

		Three Months Ended March 31	
	Note	2026	2025
CASH FLOWS FROM OPERATING ACTIVITIES			
Loss before income tax		(P18,699,219)	(P11,940,998)
Adjustments for:			
Share in net loss of an associate	7	17,334,900	10,684,887
Depreciation	6	45,744	43,024
Interest income	4	(2,195)	(9,008)
Operating loss before working capital changes		(1,320,770)	(1,222,095)
Increase in other current assets		(179,142)	(13,771)
Decrease in accrued expenses and statutory payables		(326,074)	(273,301)
Net cash used for operations		(1,825,986)	(1,509,167)
Interest received		2,195	9,008
Net cash used in operating activities		(1,823,791)	(1,500,159)
CASH FLOWS FROM INVESTING ACTIVITIES			
Dividend received		79,606,735	–
Additions to property and equipment	6	–	(54,400)
Net cash provided by (used in) investing activities		79,606,735	(54,400)
NET INCREASE (DECREASE) IN CASH		77,782,944	(1,554,559)
CASH AT BEGINNING OF PERIOD		2,262,172	69,191,499
CASH AT END OF PERIOD		P80,045,116	P67,636,940

See accompanying Notes to Consolidated Financial Statements.

BRIGHT KINDLE RESOURCES & INVESTMENTS, INC.
UNAUDITED NOTES TO FINANCIAL STATEMENTS
AS AT MARCH 31, 2026 AND DECEMBER 31, 2025
AND FOR THE THREE MONTHS ENDED MARCH 31, 2026 AND 2025

1. Corporate Information

General Information

Bright Kindle Resources and Investments, Inc. (the Company) was incorporated in the Philippines and registered with the Securities and Exchange Commission (SEC) on December 4, 1981. On March 21, 1995, the Company listed its shares with the Philippine Stock Exchange, Inc. (PSE).

The Company is a subsidiary of RYM Business Management Corporation (the Parent Company), a holding company registered and domiciled in the Philippines. The ultimate parent of the Company is Trans Middle East Philippine Equities, Inc. (TMEE), a holding company incorporated and domiciled in the Philippines.

The Company previously owned 100% equity interest of Brightstar Holdings and Development Inc. (BHD), a holding and investment company incorporated and registered with the Philippine SEC. The Company's equity interest was diluted to 2.97% effective July 3, 2025 after BHD acquired ownership in Strong Built (Mining) Development Corporation (SBMDC) via a share-for-share swap transaction with SBMDC's stockholders (see Note 7).

The Company also holds 19.90% equity interest in Marcventures Holdings, Inc. (MARC), a publicly listed entity in the Philippines with investments in mining companies located in Surigao del Sur and in the province of Samar (see Note 7).

The Company's principal office address is at 16th Floor BDO Towers Valero (formerly Citibank Tower), 8741 Paseo de Roxas, Makati City.

2. Summary of Material Accounting Policy Information

The material accounting policy information that has been used in the preparation of the financial statements have been consistently applied to all the years presented, unless otherwise stated.

Basis of Preparation and Statement of Compliance

The financial statements have been prepared in accordance with Philippine Financial Reporting Standards (PFRS) Accounting Standards. This financial reporting framework includes PFRS Accounting Standards, Philippine Accounting Standards (PAS) and Philippine Interpretation from International Financial Reporting Interpretations Committee issued by the Philippine Financial and Sustainability Reporting Standards Council and adopted by the SEC, including SEC pronouncements.

Measurement Bases

The financial statements are presented in Philippine Peso, which is also the Company's functional currency. All amounts represent absolute values except otherwise indicated.

The financial statements have been prepared using the historical cost basis, except for investment in FVOCI which is measured at fair value. Historical cost is generally based on the fair value of the consideration given in exchange for an asset and fair value of the 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 transaction date. The Company 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.

The Company uses market observable data to a possible extent when measuring the fair value of an asset or a liability. Fair values are categorized into different levels in a fair value hierarchy based on inputs used in the valuation techniques as follows:

- 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.
- 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 financial statements on a recurring basis, the Company 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 period.

For the purpose of fair value disclosures, the Company 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 Note 15, *Financial Risk Management Objectives and Policies*.

Adoption of Amended PFRS Accounting Standards

The accounting policies adopted are consistent with those of the previous financial year. Relevant amended PFRS Accounting Standards effective for beginning January 1, 2025 did not have any material effect on the financial statements of the Company.

New and Amendments to PFRS Accounting Standards in Issue but Not Yet Effective or Adopted

Relevant and new amendments to PFRS Accounting Standards, which are not yet effective as at March 31, 2026 and have not been applied in preparing the financial statements, are summarized below.

Effective for annual periods beginning on or after January 1, 2026:

- Amendments to PFRS 9, *Financial Instruments*, and PFRS 7, *Financial Instruments: Disclosures – Classification and Measurement of Financial Assets* – The amendment provides to clarify the requirements related to the date of recognition and derecognition of financial assets and financial liabilities, with an exception for derecognition of financial liabilities settled through cash using an electronic payment system. The amendments also clarify the requirements of assessing contractual cash flow characteristics of financial assets, with additional guidance on assessment of contingent features, and the characteristics of non-recourse loans and contractually linked instruments. The amendments also introduce additional disclosure requirements for equity instruments classified as financial asset measured at FVOCI with contingent features. Earlier application is permitted.

- Annual Improvements to PFRS Accounting Standards Volume 11:
 - o Amendments to PFRS 7, *Financial Instruments: Disclosures* – The amendments remove some obsolete references related to the gain or loss on derecognition on financial assets of an entity that has a continuing involvement and to the disclosure requirements on deferred differences between fair value and transaction price. The amendments also clarify that the illustrative guidance does not necessarily illustrate all the requirements for credit risk disclosure.
 - o Amendments to PAS 7, *Statement of Cash Flows* – The amendments clarify that when accounting for an investment in an associate, a joint venture or a subsidiary accounted for by use of the equity or at cost, an investor restricts its reporting in the statements of cash flows to the cash flows between itself and the investee, such as dividends and advances.

Effective for annual periods beginning on or after January 1, 2027 –

- PFRS 18, *Presentation and Disclosure in Financial Statements* – This standard replaces PAS 1, *Presentation of Financial Statements*, and sets out requirements for the presentation and disclosure of information in general purpose financial statements. The standard introduces new categories and sub-totals in the statements of comprehensive income, additional disclosures on management-defined performance measures, and enhanced requirements for grouping information. Full retrospective application is required. Earlier application is permitted.

Deferred effectivity –

- Amendments to PFRS 10, *Consolidated Financial Statements*, and PAS 28, *Investment in Associates - 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 new and amendments to PFRS Accounting Standards is not expected to have any material effect on the separate financial statements of the Company. Additional disclosures will be included in the separate financial statements, as applicable.

Financial Assets and Liabilities

Date of Recognition. The Company recognizes a financial asset or a financial liability in the 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 Company 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 Company 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 Company determines the appropriate method of recognizing the “Day 1” difference amount.

Classification. The Company 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 Company’s business model and its contractual cash flow characteristics.

The Company does not have financial assets and liabilities at FVPL, and debt instruments classified as financial asset at FVOCI as at March 31, 2026 and December 31, 2025.

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, 2025 and 2024, the Company’s cash, due from related parties, loan receivable and interest receivable are classified under this category.

Financial Assets at FVOCI. For equity instruments, the Company may irrevocably designate the financial asset to be measured at FVOCI in case the following conditions are not 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.

Financial assets at FVOCI are initially measured at fair value plus transaction costs. After initial recognition, equity instruments at FVOCI are measured at fair value with unrealized gains or losses recognized in other comprehensive income (OCI) and are presented in the equity section of the separate statements of financial position. These fair value changes are recognized in equity and are not reclassified to profit or loss in subsequent periods. When the financial asset is derecognized, the cumulative gains or losses previously recognized in 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.

As at March 31, 2026, the Company 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 Company 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.

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 March 31, 2026 and December 31, 2025, the Company's accrued expenses and note payable are classified under this category.

Reclassification

The Company 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 Policy on Financial Assets at Amortized Cost

The Company records an allowance for ECL which is based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Company expects to receive. The difference is then discounted at an approximation to the asset's original effective interest rate.

For other financial instruments measured at amortized cost, the ECL is based on the 12-month ECL, which pertains to the lifetime ECLs that result from default events on a financial instrument that are possible within 12 months after the reporting date. However, when there is 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 Company 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 indicative of significant increases in credit risk since initial recognition.

Investment in an Associate

Investment in an associate is recognized initially at cost and subsequently accounted for using the equity method.

An associate is an entity in which the Company has significant influence but not control, over the financial and operating policies of such entity. The Company's share of its associate's post-acquisition profits or losses is recognized in profit or loss, and its share of post-acquisition movements in reserves is recognized in equity. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment.

The reporting date of the associate and that of the Company are identical and the associate's accounting policies conform to those used by the Company for like transactions and events in similar circumstances. When necessary, adjustments are made to conform the associate's accounting policies in line with those of the Company.

When the Company's share of losses in an associate equal or exceeds its interest in the associate, including any other unsecured receivables, the Company does not recognize further losses, unless it has incurred obligations or made payments on behalf of the associate. Unrealized gains on transactions between the Company and its associate are eliminated to the extent of the Company's interest in the associate. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

The Company determines at the end of each reporting period whether there is any evidence that the investment is impaired. If this is the case, the amount of impairment is calculated as the difference between the carrying amount of the investment and recoverable amount.

Other Current Assets

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

Input VAT. Input VAT represents tax imposed on the Company 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 Company's current VAT liability.

CWT. CWT represent taxes withheld by the Company'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 Company's income tax liability.

Prepayments. Prepayments are expenses not yet incurred but paid in advance. Prepayments are apportioned over the period covered by the payment and charged to the appropriate account in profit or loss when incurred. Prepayments that are expected to be realized for no more than 12 months after the reporting period are classified as current asset. Otherwise, these are classified as noncurrent asset.

Property and Equipment

Property and equipment, except land, are initially measured at cost less accumulated depreciation and amortization and any impairment in value. Land is stated at cost less any impairment in value. The cost of an asset consists of its purchase price and costs directly attributable to bringing the asset to its working condition for its intended use. Cost also includes any asset retirement obligation and capitalized interest on borrowed funds used in the case of a qualifying asset.

Subsequent expenditures relating to an item of property and equipment that have already been recognized are added to the carrying amount of the asset when it is probable that future economic benefits, in excess of the originally assessed standard of performance of the existing asset, will flow to the Company. All other subsequent expenditures are recognized as expense in the period in which these are incurred.

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

Depreciation and amortization are calculated on a straight-line basis over the following estimated useful lives of the property and equipment:

	Number of Years
Office furniture and fixtures	2-5
Computer equipment	5

The estimated useful lives and depreciation and amortization method are reviewed periodically to ensure that these are consistent with the expected pattern of economic benefits from items of property and equipment.

Fully depreciated property and equipment are retained in the accounts until they are no longer in use and no further depreciation are credited or charged to current operations.

When assets are retired or otherwise disposed of, the cost and the related accumulated depreciation and any impairment in value are removed from the accounts. Any resulting gain or loss is recognized in profit or loss.

Equity

Capital Stock. Capital stock is measured at par value for all shares issued. Incremental costs directly attributable to the issuance of new shares are treated as deduction from equity, net of tax.

Retained Earnings. Retained earnings represent the cumulative balance of net income, net of any dividend declaration.

OCI. OCI comprises of items of income and expense that are not recognized in profit or loss for the year in accordance with PFRS Accounting Standards. OCI of the Company pertains to cumulative share in OCI of an associate and unrealized loss on fair value changes of investment in equity securities at FVOCI. This is not reclassified to profit or loss in subsequent period.

Income Taxes

Current Tax. Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rate used to compute the amount is the one that has 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, carry-forward benefits of any unused net operating loss carryover (NOLCO), and excess minimum corporate income tax (MCIT) over regular corporate income tax to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, unused NOLCO and excess MCIT 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 rate that are expected to apply to the period when the asset is realized or the liability is settled, based on tax rate that has been enacted or substantively enacted at the reporting date.

Deferred tax is recognized in profit or loss except to the extent that it relates to a business combination, or items directly recognized in equity as OCI.

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

Related Party Relationship and Transactions

Parties are considered to be related if one party has the ability to directly or indirectly, control or exercise significant influence over the other party in making financial and operating decisions. These include: (a) individuals owning, directly or indirectly through one or more intermediaries, control or are controlled, or under common control with the Company; (b) associates; and (c) individuals owning directly or indirectly, an interest in the voting power of the Company that give them significant influence over the Company and close members of the family of any such individual; and (d) members of the key management personnel of the Company.

In considering each possible related party relationship, attention is directed to the substance of the relationship and not merely on the legal form.

Related party transactions consist of transfers of resources, services or obligations between the Company and its related parties. Related party transactions are considered material and/or significant if i) these transactions amount to 10% or higher of the Company'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 Company's total assets. Details of transactions entered into by the Company with related parties are reviewed in accordance with the Company's related party transactions policy.

Provisions and Contingencies

Provisions are recognized when 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.

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

Events after the Reporting Date

Events after the reporting date that provide additional information about the Company's financial position at the financial reporting date (adjusting events) are reflected in the financial statements.

Events after the reporting period date that are not adjusting events are disclosed in the notes to financial statements when material.

3. Significant Judgments, Accounting Estimates and Assumptions

The preparation of the Company's financial statements in compliance with PFRS Accounting Standards requires management to exercise judgments and make accounting estimates and assumptions that affect the amounts reported in the consolidated financial statements. The judgment, accounting estimates and assumptions used in the consolidated financial statements are based upon management's evaluation of relevant facts and circumstances as at the reporting date. While the Company believes that the assumptions are reasonable and appropriate, significant differences in the actual experience or significant changes in the assumptions may materially affect the estimated amounts. Actual results could differ from such estimates.

Judgment

In the process of applying the Company's accounting policies, management has made the following judgments, apart from those involving estimates, which have the most significant effects on the amounts recognized in the financial statements.

Determining Significant Influence over an Associate. When an entity holds 20% or more of the voting power (directly or through subsidiaries) on an investee, it will be presumed that the investor has significant influence unless it can be clearly demonstrated that this is not the case. If the holding is less than 20%, the entity will be presumed not to have significant influence unless such influence can be clearly demonstrated. A substantial or majority ownership by another investor does not necessarily preclude an entity from having significant influence.

The Company's 19.90% investment in MARC qualifies as an investment in an associate despite not having 20% or more of the voting power because of the existence of significant influence by the Company as evidenced by the following:

- representation on the BOD or equivalent governing body of the investee;
- participation in the policy-making process, including participation in decisions about dividends or other distributions; or
- interchange of managerial personnel.

Details about the investment in an associate are disclosed in Note 7.

Accounting Estimates and Assumptions

Assessing the ECL on Financial Assets at Amortized Cost. The Company estimates ECL for financial assets at amortized cost using the general approach in measuring the ECL. The Company assessed that cash in banks are deposited with reputable counterparty banks that possess good credit ratings. For related party transactions, the Company considered the available liquid assets of the related parties, letter of support from the stockholders and the mitigation of credit exposure through legally enforceable rights.

The Company assesses that a financial asset is considered credit impaired when one or more events that have a detrimental effect on the estimated future cash flows of the asset have occurred, such as significant financial difficulty of the borrower.

No provision for impairment loss was recognized by the Company in 2026 and 2025. The carrying amounts of financial assets at amortized cost are disclosed in Notes 4 and 11.

Determining the Fair Value of Investment in Equity Securities. PFRS Accounting Standards requires certain financial assets to be carried at fair value which requires extensive use of accounting estimates. While significant components of fair value measurement were determined using verifiable objective evidence, the amount of changes in fair value would differ if the Company utilized different valuation methodologies. Any change in the fair value of these financial instruments would directly affect the separate statements of comprehensive income and the separate statements of changes in equity.

The valuation technique, assumptions and key inputs used by the Company in determining the fair value of the investment in equity securities at FVOCI as at March 31, 2026 are disclosed in Note 8.

Assessing the Impairment of Investment in an Associate. The Company assesses the impairment of investment in an associate whenever events or changes in circumstances indicate that the carrying amount of investment in an associate may not be recoverable. The Company considered the following as indicators of impairment, and therefore, performed an impairment review:

- The carrying amount of the net assets of the associate is more than the fair market value of the corresponding shares; and
- The carrying amount of the investment in the separate financial statements exceeds the Company's proportionate share in the carrying amounts of the associate's net assets.

The estimated recoverable amount of the investment pertains to its value in use which was determined using the discounted cash flow method based on the cash flow projections of the associate. The Company also makes estimates and assumptions related to commodity prices, discount rate, and foreign currency exchange rates that can materially affect the determination of the value in use. Commodity prices are based on prices issued by commodity price reporting agencies. Discount rate estimate is computed using the weighted average cost of capital. Foreign currency exchange rates are based on the current and forecast rates from external reliable sources such as banks.

Based on management assessment, the estimated recoverable amount of the Company's investment in an associate is higher than its carrying amount and any reasonably possible change in the key assumptions would not result to the recognition of impairment loss. Accordingly, no impairment loss was recognized in 2025 and 2024. The carrying amount of investment in an associate is disclosed in Note 7.

Assessing the Impairment of Other Nonfinancial Assets. The Company assesses impairment on other nonfinancial assets whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. The factors that the Company considers important which could trigger an impairment review include the following:

- significant underperformance relative to expected historical or projected future operating results;
- significant changes in the manner of use of the acquired assets or the strategy for overall business;
- or
- significant negative industry or economic trends.

Whenever the carrying amount of an asset exceeds its recoverable amount, an impairment loss is recognized. Recoverable amounts are estimated for individual assets or, if it is not possible, for the CGU to which the asset belongs.

Recoverable amount of an asset is the higher of its fair value less costs to sell or value in use. Value in use is determined as the present value of estimated future cash flows expected to be generated from the Company's expected mining operations. The estimated cash flows are discounted using pre-tax

discount rates that reflect the current assessment of the time value of money and the risks specific to the asset.

Based on management assessment, there are no impairment indicators on the Company's nonfinancial assets. Accordingly, no impairment loss was recognized in 2026 and 2025.

Assessing the Realizability of Deferred Tax Assets. The Company reviews its deferred tax assets at each reporting date and reduces the carrying amount 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 assets to be utilized. Management has assessed that there may be no sufficient future taxable profits against which the deferred tax assets can be utilized.

The Company's unrecognized deferred tax assets are disclosed in Note 14.

4. Cash

This account consists of:

	March 31, 2026 (Unaudited)	December 31, 2025 (Audited)
Cash on hand	₱20,000	₱20,000
Cash in banks	80,025,116	2,242,172
	₱80,045,116	₱2,262,172

Cash in banks earn interest at prevailing bank deposit rates. Interest income earned in 2026 and 2025 are as follows:

	March 31, 2026 (Unaudited)	December 31, 2025 (Audited)
Cash in banks	₱2,195	₱21,626
Loan receivable	–	1,864,110
Accretion of "Day 1" loss on loan receivable	–	1,186,686
	₱2,195	₱3,072,422

5. Other Current Assets

This account consists of:

	March 31, 2026 (Unaudited)	December 31, 2025 (Audited)
Input VAT	₱10,831,182	₱10,744,897
CWT	560,524	560,524
Prepayments	89,378	178,758
Others	251,502	69,265
	₱11,732,586	₱11,553,444

6. Property and Equipment

Movements in this account are as follows:

	March 31, 2026 (Unaudited)		
	Office Furniture and Fixtures	Computer Equipment	Total
Cost			
Balance at beginning period	₱1,983,569	₱727,221	₱2,710,790
Additions	–	–	–
Balance at end of period	1,983,569	727,221	2,710,790
Accumulated Depreciation			
Balance at beginning of period	1,870,758	429,226	2,299,984
Depreciation	10,644	35,100	45,744
Balance at end of period	1,881,402	464,326	2,345,728
Carrying Amount	₱102,167	₱262,895	₱365,062

	December 31, 2025 (Audited)		
	Office Furniture and Fixtures	Computer Equipment	Total
Cost			
Balance at beginning period	₱1,929,169	₱727,221	₱2,656,390
Additions	54,400	–	54,400
Balance at end of period	1,983,569	727,221	2,710,790
Accumulated Depreciation			
Balance at beginning of period	1,838,344	280,479	2,118,823
Depreciation	32,414	148,747	181,161
Balance at end of period	1,870,758	429,226	2,299,984
Carrying Amount	₱112,811	₱297,995	₱410,806

Depreciation expense charged to operations amounted to ₱0.05 million and ₱0.18 million in 2024 and 2025, respectively (see Note 13).

As at March 31, 2026 and December 31, 2025, the cost of fully-depreciated property and equipment still in use amounted to ₱1.8 million.

Deed of Assignment to BHDl

On January 20, 2023, the Company and BHDl executed a Deed of Assignment under which the Company assigned in favor of BHDl its one (1) condominium unit and four (4) parking slots in exchange for 1,121,505,000 common shares with ₱0.10 par value a share from the authorized capital stock of BHDl. The transaction is pursuant to the approval by the Company of a property-for-share swap wherein the property will be exchanged for shares in the BHDl, and subject to the confirmation of valuation by the SEC and tax-free exchange application with the Bureau of Internal Revenue (BIR).

On September 12, 2024, the Company obtained the certificate of approval of valuation from the SEC. On the same date, the subject property was also transferred to BHDl in exchanges for BHDl's shares valued at ₱112.2 million (see Note 7). The exchange resulted a gain on of ₱79.2 million recognized in the statements of comprehensive income.

7. Investment in an Associate

Movements in this account are as follows:

	March 31, 2026 (Unaudited)	December 31, 2025 (Audited)
Acquisition Cost (see Notes 10 and 11)	₱2,604,000,000	₱2,604,000,000
Accumulated Share in Net Income		
Balance at beginning of period	243,216,468	149,458,748
Share in net income (loss)	(17,334,900)	93,757,720
Dividend income	(79,606,735)	–
Balance at end of period	146,274,833	243,216,468
Accumulated Share in OCI		
Balance at beginning of period	4,437,752	6,249,602
Share in OCI	–	(1,811,850)
Balance at end of period	4,437,752	4,437,752
Carrying Amount	₱2,754,712,585	₱2,851,654,220

The Company has 600,000,000 shares of MARC representing 19.90% equity interest as at March 31, 2026 and December 31, 2025. MARC has investments in mining companies located in Surigao del Sur and in the province of Samar. MARC's principal office address is at Unit 4-3 BDO Towers Paseo, Paseo de Roxas, Makati City.

Summarized financial information of MARC follows:

	March 31, 2026 (Unaudited)	December 31, 2025 (Audited)
Total current assets	₱1,475,756,884	₱1,466,016,675
Total noncurrent assets	4,700,991,432	4,759,387,951
Total current liabilities	678,056,159	242,562,608
Total noncurrent liabilities	610,581,949	607,621,756
Revenue	–	2,708,084,394
Net income (loss)	(87,110,054)	471,144,321
Other comprehensive income loss	–	(9,104,776)
Total comprehensive income	(87,110,054)	462,039,545

The reconciliation of the share in the net assets of MARC and the carrying amount of the investment in an associate as at March 31, 2026 and December 31, 2025 are as follows:

	March 31, 2026 (Unaudited)	December 31, 2025 (Audited)
Net assets as at beginning of period	₱5,375,220,262	₱4,913,180,717
Net income (loss)	(87,110,054)	471,144,321
Dividend declaration	(400,057,545)	–
Other comprehensive loss	–	(9,104,776)
Net assets as at end of period	4,888,052,663	5,375,220,262
Equity interest*	19.90%	19.90%
Share in net assets of associate	972,722,480	1,069,664,115
Goodwill on acquisition and others	1,781,990,105	1,781,990,105
Carrying amount	₱2,754,712,585	₱2,851,654,220

*rounded

On February 2, 2026, MARC declared cash dividends at ₱0.13 a share in favor of stockholders of record as of February 16, 2026, which is payable on March 10, 2026. The Company received ₱79.6 million from this dividend declaration.

The Company considered the following as indicators of impairment, and therefore, performed an impairment review:

- The carrying amount of the net assets of the associate is more than the fair market value of the corresponding shares; and
- The carrying amount of the investment exceeds the Company's proportionate share in the carrying amounts of the associate's net assets.

The estimated recoverable amount of the investment pertains to its value-in-use which was determined using the discounted cash flow method based on the cash flow projections of the associate. Based on management assessment, the estimated recoverable amount of the investment in an associate is higher than its carrying amount. Accordingly, no impairment loss was recognized in 2026 and 2025.

The calculation of value-in-use is most sensitive to the discount rate and foreign currency exchange rate used. The discount rate reflects management's estimate of the risks specific to the investment. Any future significant increase (decrease) in discount rate will result in lower (higher) recoverable amount. Foreign currency exchange rate movements directly affect commodity prices, which in turn influence revenues used in the investee's cash flow projections. Any future significant increase (decrease) in exchange rates will result in higher (lower) recoverable amount.

8. Investment in Equity Securities at FVOCI

At the date of loss of control in 2025, the Company designated its investment in BHDI as financial asset at FVOCI (see Note 7). Movements in the investment in equity securities at FVOCI are summarized as follows:

	March 31, 2026 (Unaudited)	December 31, 2025 (Audited)
Fair value of investment at beginning of period	149,458,748	148,894,683
Unrealized loss	–	(1,290,557)
	₱149,458,748	₱149,458,748

The fair value of the investment was determined using the adjusted net asset method, an asset-based approach measured at Level 3 (significant unobservable inputs). This method derives value from the fair value of the investee's assets and liabilities, which is appropriate given the investee's asset-driven nature and early stage of development.

9. Accrued Expenses and Statutory Payables

This account consists of:

	March 31, 2026 (Unaudited)	December 31, 2025 (Audited)
Accrued expenses	₱169,260	₱483,507
Statutory payables	26,338	38,165
	₱195,598	₱521,672

Accrued expenses pertain to accrual of outside services, professional fees, and electricity, among others, which are expected to be settled in the next reporting period.

Statutory payables pertain to withholding taxes that are to be remitted to the government within the next reporting period.

10. Note Payable

The Company's note payable amounting to ₱1,671.5 million as at March 31, 2026 and December 31, 2025 pertains to a due and demandable, noninterest-bearing loan from TMEE. The proceeds of the loan were used to initially finance the acquisition of investment in MARC (see Notes 7 and 11).

11. Related Party Transactions

The Company has the following transactions with its Parent Company and other related parties:

	Note	Nature of Transactions	Amount of Transactions		Outstanding Balances	
			2026	2025	March 31, 2026 (Unaudited)	December 31, 2025 (Audited)
Due from Related Parties						
Parent Company		Advances for working capital	₱-	₱-	₱7,000,000	₱7,000,000
Entities under common management		Advances for working capital	-	-	17,262	17,262
					₱7,017,262	₱7,017,262
Loan Receivable						
Entities under common management		Principal	₱-	₱60,000,000	₱46,078,475	₱46,078,475
		"Day 1" difference	-	(15,108,211)	-	-
	4	Interest	-	1,864,110	1,864,110	1,864,110
Note Payable						
Ultimate Parent	7, 10	Note payable	₱-	₱-	₱1,671,501,723	₱1,671,501,723

Due from Related Parties

These amounts represent working capital advances which are unimpaired, unsecured and collectible in cash. Working capital advances are noninterest-bearing and collectible on demand.

Loan Receivable

In 2025, the Company entered into a loan agreement with BHD1 for ₱60,000,000, subject to an annual interest rate of 7%. The principal amount and the applicable interest shall be payable within five (5) years from the drawdown date. Interest income amounted to ₱1.9 million in 2025 (see Note 4).

At the transaction date, the fair value of the loan receivable computed at the present value of future cash flows discounted using effective interest rate of 5.96% is different from the transaction price. Accordingly, the Company recognized "Day 1" loss on loan receivable of ₱15.1 million.

Movements in loan receivable are as follows:

	March 31, 2026 (Unaudited)	December 31, 2025 (Audited)
Original amount	₱60,000,000	₱60,000,000
“Day 1” loss		
Balance at beginning of period	13,921,525	15,108,211
Accretion	–	(1,186,686)
Balance at end of period	13,921,525	13,921,525
Carrying amount	₱46,078,475	₱46,078,475

Compensation of Key Management Personnel

The Company has not paid any compensation to its key management personnel. The accounting and administrative functions of the Company are being handled by the affiliate companies at no cost.

12. Equity

On March 21, 1995, the SEC approved the listing of the Company’s 118,000,000 shares at an offer price of ₱1.00 per share. Accordingly, on the same date, the Company listed its shares with PSE. Subsequently, the par value of the Company’s common stock was reduced from ₱1.00 per share to ₱0.55 per share as approved by the SEC on October 17, 2012.

As at March 31, 2026 and December 31, 2025, the Company has ₱840.7 million capital stock and 1,528,474,000 listed shares in the PSE.

The following summarizes the information on the Company’s issued and subscribed shares as at March 31, 2026:

	Number of Shares Issued and Subscribed	Percentage of Shares
Non-public shareholdings		
a. Related parties	1,170,185,989	76.56%
b. Affiliates, directors and officers*	9,900	0%
Public shareholdings	358,278,111	23.44%
	1,528,474,000	100.00%

**Shareholdings represent 0.0007% of the total shares.*

The total number of shareholders of the Company is 630 as at March 31, 2026 and December 31, 2025.

Cash and Property Dividend Declaration

On September 8, 2023 and November 21, 2023, the BOD and stockholders, respectively, approved the declaration of property dividends wherein the Company will distribute 509,491,333 common shares of BHDl at ₱0.1 par value a share equivalent to ₱50.9 million in favor of the Company’s shareholders at an entitlement ratio of one (1) BHDl common share for every three (3) BKR common shares. The BOD also approved on the same date the declaration of cash dividends amounting to ₱6.1 million to cover the withholding taxes arising from the property dividend.

On January 30, 2026, the SEC acknowledged and confirmed the Company’s declaration of property and cash dividend, subject to the condition that the Company has unrestricted retained earnings sufficient to warrant the said dividend declaration. The payment date will be announced once the Company has secured the electronic certificate authorizing registration from the BIR.

13. General and Administrative Expenses

This account consists of:

	Note	March 31, 2026 (Unaudited)	March 31, 2025 (Unaudited)
Professional fees		₱399,835	₱594,000
Membership dues and other fees		250,000	–
Taxes and licenses		214,225	17,993
Director’s fees		125,000	20,000
Outside services		110,944	384,147
Advertising and promotions		94,244	44,643
Depreciation	6	45,744	43,024
Communication, light and water		30,906	29,217
Others		95,616	132,095
		₱1,366,514	₱1,265,119

Others mainly pertain to training and seminars, and insurance.

14. Income Taxes

The provision for current income tax of ₱37,782 in 2025 pertains to MCIT.

The Company’s unrecognized deferred tax assets as at March 31, 2026 and December 31, 2025 are as follows:

NOLCO	₱7,431,097
Unamortized “day 1” loss	3,480,381
Excess MCIT over RCIT	44,246
	₱10,955,724

Management has assessed that there may be no sufficient future taxable profits against which the deferred tax assets can be utilized.

Details of unused NOLCO that can be claimed as deduction from future taxable income are as follows:

Year	Balance at Beginning of Period	Incurred	Applied	Expired	Balance at End of Period	Year of Expiry
2025	₱–	₱5,436,537	₱–	₱–	₱5,436,537	2028
2024	7,671,898	–	–	–	7,671,898	2027
2023	8,896,592	–	–	–	8,896,592	2026
2022	6,589,880	–	–	6,589,880	–	2025
2021	7,719,361	–	–	–	7,719,361	2026
2020	6,284,288	–	–	6,284,288	–	2025
	₱37,162,019	₱5,436,537	₱–	₱12,874,168	₱29,724,388	

Details of excess MCIT over RCIT are as follows:

Year	Balance at Beginning of Period	Incurred	Expired	Balance at End of Period	Year of Expiry
2025	₱–	₱37,282	₱–	₱37,282	2028
2023	6,964	–	–	6,964	2026
2022	5,200	–	5,200	–	2025
	₱12,164	₱37,282	₱5,200	₱44,246	

Under Republic Act No. 11494, also known as “Bayanihan to Recover As One Act” and Revenue Regulations No 25-2020, the Company is allowed to carry-over its net operating losses incurred for taxable years 2020 and 2021 for the next five (5) years immediately following the year of such loss.

The reconciliation of provision for income tax at the statutory income tax to the provision for income tax shown in the consolidated statements of comprehensive income follows:

	2025
Provision for income tax at the statutory tax rate	₱18,596,310
Changes in unrecognized deferred tax assets	1,653,055
Add (deduct) tax effects of:	
Share in net income of an associate	(23,439,430)
Expired NOLCO and MCIT	3,223,742
Nondeductible expenses	9,012
Interest income subjected to final tax	(5,407)
	₱–

15. Financial Risk Management Objectives and Policies and Fair Value of Financial Instruments

Financial Risk Management Objectives and Policies

The Company has risk management policies that systematically view the risks that could prevent the Company from achieving its objectives. These policies are intended to manage risks identified in such a way that opportunities to deliver the Company’s objectives are achieved. The Company’s risk management takes place in the context of day-to-day operations and normal business processes such as strategic planning and business planning. Management has identified each risk and is responsible for coordinating and continuously improving risk strategies, processes and measures in accordance with the Company’s established business objectives.

The Company’s principal financial instruments consist of cash, due from related parties, loan receivable, interest receivable, accrued expenses and note payable. The primary purpose of these financial instruments is to finance the Company’s operations. The main risks arising from the use of these financial instruments are credit risk and liquidity risk.

Management reviews and approves the policies for managing each of these risks which are summarized below.

Credit Risk

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counterparty defaults on its obligation. The Company’s exposure to credit risk arises primarily from cash in banks, due from related parties, loan receivable and interest receivable.

The Company's maximum exposure to credit risk on the financial assets at amortized cost is the carrying amount of those assets as at the reporting date.

The Company limits its credit risk from balances with banks by depositing its cash with highly reputable and pre-approved financial institutions. For due from related parties, loan receivable and interest receivable credit risk is low since the Company only transacts with related parties with strong capacity to meet its contractual cash flow obligations in the near term.

The Company considers credit risk in measuring ECL of financial assets at amortized cost. Since the financial assets at amortized cost of the Company are considered to have low credit risk, impairment loss is limited to 12-month ECL.

Generally, financial assets at amortized cost are written-off when there is no reasonable expectation of recovery. Indicators include the failure of a debtor to engage in a repayment plan, no active enforcement activity, and a failure to make contractual payments for a period greater than one year.

The table below presents high grade credit quality of the Company's financial assets at amortized cost.

	March 31, 2026 (Unaudited)	December 31, 2025 (Audited)
Cash in banks	₱80,025,116	₱2,242,172
Due from related parties	7,017,262	7,017,262
Loan receivable – net	46,078,475	46,078,475
Interest receivable	1,864,110	1,864,110
	₱134,984,963	₱57,202,019

High grade credit quality represents settlements which are obtained from counterparty following the terms of the contracts without much collection effort.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to settle or meet its financial obligations when they fall due. The Company aims to maintain flexibility by maintaining sufficient cash to meet all foreseeable cash needs.

The tables below summarize the maturity profile of the Company's financial liabilities at amortized cost as at March 31, 2026 and December 31, 2025 based on contractual undiscounted cash flows.

	March 31, 2026 (Unaudited)		
	On Demand	Within One Year	Total
Accrued expenses	₱–	₱483,507	₱483,507
Note payable	1,671,501,723	–	1,671,501,723
	₱1,671,501,723	₱483,507	₱1,671,985,230

	December 31, 2025 (Audited)		
	On Demand	Within One Year	Total
Accrued expenses	₱–	₱596,501	₱596,501
Note payable	1,671,501,723	–	1,671,501,723
	₱1,671,501,723	₱596,501	₱1,672,098,224

Fair Value of Financial Instruments

Comparison of the carrying amounts and fair values of the financial instruments are as follows:

	March 31, 2026 (Unaudited)		December 31, 2025 (Audited)	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial Assets				
Cash	₱80,045,116	₱80,045,116	₱2,262,172	₱2,262,172
Due from related parties	7,017,262	7,017,262	7,017,262	7,017,262
Investment in equity securities at FVOCI	147,604,126	147,604,126	147,604,126	147,604,126
Loan receivable – net	46,078,475	46,078,475	46,078,475	46,078,475
Interest receivable	1,864,110	1,864,110	1,864,110	1,864,110
	₱282,609,089	₱282,609,089	₱204,826,145	₱204,826,145
Financial Liabilities				
Note payable	₱1,671,501,723	₱1,671,501,723	₱1,671,501,723	₱1,671,501,723
Accrued expenses	169,260	169,260	483,507	483,507
	₱1,671,670,983	₱1,671,670,983	₱1,671,985,230	₱1,671,985,230

The carrying amount of cash, due from related parties, accrued expenses and note payable approximate their fair values due to their short-term maturities and demand nature.

The fair value of the loan receivable was determined based on the instrument's expected cash flows using the prevailing PDS BVAL Reference Rates that are specific to the tenor of the instruments' cash flows at reporting date (Level 2). The carrying amount of interest receivable approximate its fair value because the impact of time value of money is not material.

The fair value of the investment in equity securities at FVOCI was determined using the adjusted net asset method, an asset-based approach measured at Level 3. Under this method, fair value is derived from the fair value of the investee's assets and liabilities.

There are no transfers between levels of fair value hierarchy in 2026 and 2025.

16. Capital Management Objectives, Policies and Procedures

The Company's capital management objectives are to ensure the Company's ability to continue as a going concern and to provide an adequate return to shareholders. The Company manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Company may return capital to shareholders or issue new shares. Also, the Company is not subject to any externally imposed capital requirements.

The Company considers its total equity amounting to ₱1,377.7 million and ₱1,396.4 million as at March 31, 2026 and December 31, 2025, respectively, as its capital.

There has been no change in the objective, policies, processes in 2026 and 2025.

COVER SHEET

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S.E.C. Registration Number

B	R	I	G	H	T		K	I	N	D	L	E		R	E	S	O	U	R	C	E	S		&				
I	N	V	E	S	T	M	E	N	T	S	,			I	N	C	.											
(f	o	r	m	e	r	l	y		B	a	n	k	a	r	d	,		I	n	c	.)					

(Company's Full Name)

1	6	t	h		F	l	o	o	r		B	D	O		T	o	w	e	r	s							
V	a	l	e	r	o		(	f	o	r	m	e	r	l	y		C	i	t	i	b	a	n	k			
T	o	w	e	r	)		8	7	4	1		P	a	s	e	o		d	e		R	o	x	a	s		
M	a	k	a	t	i		C	i	t	y																	

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

ROLANDO S. SANTOS

Contact Person

8821-2202/8833-0769

Company Telephone Number

1	2		3	1
<i>Month</i>			<i>Day</i>	
Fiscal Year				

SEC FORM 17-A (ANNUAL REPORT)
FORM TYPE

<i>Month</i>		<i>Day</i>	
Annual Meeting			

N/A
Secondary License Type, If Applicable

Dept. Requiring this Doc.			

Amended Articles Number/Section			

630
Total No. of Stockholders

Total Amount of Borrowings	
P1,671,501,723	
Domestic	

nil
Foreign

To be accomplished by SEC Personnel concerned

File Number									
Document I.D.									

LCU

Cashier

STAMPS

Remarks = pls. Use black ink for scanning purposes

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-A

ANNUAL REPORT PURSUANT TO SECTION 17
OF THE SECURITIES REGULATION CODE
AND SECTION 141 OF THE CORPORATION CODE OF THE PHILIPPINES

1. For the fiscal year ended **December 31, 2025**
2. SEC Identification Number **102165**
3. BIR Tax Identification No. **000-803-498**
4. Exact name of issuer as specified in its charter **BRIGHT KINDLE RESOURCES & INVESTMENTS, INC. (formerly Bankard, Inc.)**
5. **Metro Manila**
Province, Country or other jurisdiction
of incorporation or organization
6. (SEC Use Only)
Industry Classification Code:
7. **16th Floor BDO Towers Valero (formerly Citibank Tower), 8741 Paseo de Roxas, Makati City 1227**
Address of principal office Postal Code
8. **(632) 833-0769**
Issuer's telephone number, including area code
9. **Not applicable**
Former name, former address, and former fiscal year, if changed since last report.
10. Securities registered pursuant to Sections 8 and 12 of the SRC, or Sec. 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common Stock, ₱0.55 par value	1,528,474,000

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

Yes No
Common stock
Philippine Stock Exchange

12. Check whether the issuer:

(a) has filed all reports required to be filed by Section 17 of the SRC and SRC Rule 17.1 thereunder or Section 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 that 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

13. The aggregate market value of the voting stock held by non-affiliates is ₱232,880,772 computed on the basis of 358,278,111 representing 23.44% of the outstanding common shares at the closing price as of December 31, 2025 of ₱0.65 per share.

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PART I - BUSINESS AND GENERAL INFORMATION

Item 1. BUSINESS

A. Description of Business

1. Business Development

(a) Form and year of organization

Bright Kindle Resources & Investments, Inc. (formerly Bankard, Inc.) (the "Company") was incorporated in the Philippines on 4 December 1981 as a credit card corporation. On 21 March 1995, the Company listed its shares with the Philippine Stock Exchange, Inc. ("PSE") Prior to 27 December 2013, the Company was a subsidiary of Rizal Commercial Banking Corporation ("RCBC").

On 18 October 2013, the Board of Directors ("BOD") of RCBC approved the sale of its 89.98% collective stake in the Company. In order to consummate the sale, a block sale was made between RCBC and RYM Business Management Corp. (the "Parent Company" or "RYM") together with other investors. As a result, RYM acquired 81.77% interest in the Company.

In view of the change in its ownership and management, the Company has changed the nature of its principal business. In November 2013, the Company's BOD approved the amendment in the Company's Articles of Incorporation to change its corporate name to Bright Kindle Resources & Investments, Inc. and primary business purpose to a holding Company. This matter was submitted and approved by the shareholders during the Special Stockholders' meeting held on 9 December 2013. The Securities and Exchange Commission ("SEC") approved the Company's Amended Articles of Incorporation on 30 January 2014. Assets and liabilities related to the Company's credit card servicing operation were transferred to RCBC Bankard Services Corporation ("RBSC") and RCBC on 12 December 2013. Effective 16 December 2013, the Company ceased acting as the administrator of RCBC's credit card business.

Consequently, the Company is now engaged in the purchase, exchange, assignment, and holding of investments and any and all properties, including, but not limited to, bonds, debentures, promissory notes, shares of stocks, or other securities without however engaging in the business of an investment company under the Investment Company Act or a finance company or a broker or dealer in securities.

The Company's registered office is located at 16th Floor, BDO Towers Valero (formerly Citibank Tower), 8741 Paseo de Roxas, Makati City.

(b) Any bankruptcy, receivership or similar proceeding?

There were no bankruptcy, receivership or similar proceedings for the Company.

(c) Any material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets not in the ordinary course of business?

There were no material reclassifications, mergers, consolidations, or purchases or sales of a significant amount of assets not on the ordinary course of business for the past ten (10) years.

2. Business of Issuer

(a) Description of Registrant

(i) Principal Products or Services

Considering the cessation of the Company to operate any credit card related business as of December 16, 2013, the Company changed its primary purpose and now engages in the purchase, exchange, assignment, gift or otherwise, and hold, own and use for investment or otherwise, and sell, assign, transfer, exchange, lease, let, develop, mortgage, pledge, deal in and with and otherwise operate, use and dispose of, any and all properties of every kind and description and wherever situated, as and to the extent permitted by law, including, but not limited to, bonds, debentures, promissory notes, shares of capital stock, or other securities and obligations, created, negotiated or issued by any corporation, association, or other entity, foreign or domestic and while the owner, holder, or possessor thereof, to exercise all the rights and powers, and privileges of ownership or any other interest therein, including the right to receive, collect and dispose of, any and all dividends, interests and income, derived therefrom, and the right to vote on any proprietary or other interest, on any shares of capital stock, and upon any bonds, debentures, or other securities, having voting power, so owned or held, without however engaging in the business of an investment company under the Investment Company Act or a finance company or a broker or dealer in securities of stocks.

Target Market/Segments of Business

At present, the Company has no operating segment other than being a holding company. It holds 600,000,000 shares of Marcventures Holdings Inc. (MHI) representing 19.9% equity interest as of December 31, 2025. The Company is continuously looking for other viable investments which will provide attractive returns to its shareholders.

Accredited Establishments

None.

(ii) Foreign Sales

None.

(iii) Distribution methods of the products or services

None.

(iv) Status of any publicly announced new product or service

None.

(v) Competition

None.

(vi) Sources and availability of raw materials and the names of principal suppliers

None.

(vii) Disclose dependencies on single or limited number of suppliers for essential raw materials, energy or other items

Considering the current business of the Company as a holding company, it will have very limited need for raw materials. The Company is not dependent on single or limited number of suppliers and it sources materials from various suppliers as necessary.

(viii) Disclose dependencies on single customer

Now, as a holding company, the Company is no longer dependent on a single customer/client.

(ix) Transactions with and/or dependence on related parties

Refer to note 11 of the Audited Financial Statements.

(x) Summarize principal terms & expiration dates of all patents, trademarks, copyrights, licenses, franchises, concessions & royalty agreements

In view of the block sale and change in ownership and management in 2013, the Company had terminated its licenses from MasterCard, Visa, JCB and UPI and presently does not hold any patents, trademarks, copyrights, licenses, franchises, concessions & royalty agreements.

(x) Need for any government approval of principal products or services

The Company has no principal products or services that need government approval.

(xi) Effect of existing or probable government regulations on the business

The Company's business is not affected by existing or probable government regulations.

(xii) Indicate amount spent on research & development

The Company did not incur any research and development costs for year 2025.

(xiii) Cost & effects of compliance with environmental laws

The Company intends to continue the implementation of cost-efficient methods to save paper and encourage recycling within the organization.

(xiv) State the number of the registrant's present employees

Employees

Starting 2014, aside from the key management officers, all of the Company's personnel performing the daily operations are being outsourced or seconded.

(xv) Discuss the major risk/s involved in each of the businesses of the company. Include a disclosure of the procedures being undertaken to identify, assess & manage such risks

Equity Price Risk

Equity price risk is the risk that the fair values of equities decrease as a result of changes in the levels of the equity indices and the values of individual stocks. The Company is not exposed to price risk.

Credit Risk

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counterparty default on its obligation. The Company's exposure to credit risk arises primarily from cash in banks and due from related parties.

The Company's maximum exposure to credit risk on the financial assets as at amortized cost is the carrying amount of those assets as at the reporting date.

Item 2. DESCRIPTION OF PROPERTY

The Company acquired a condominium unit with parking slots at Unit 16B BDO Towers Valero (formerly Citibank Tower), 8741 Paseo de Roxas, Makati City (the "Office Condo Unit") last August 2014 which is being utilized as the Company's office space.

On 20 January 2023, the Company and its then wholly-owned subsidiary, Brightstar Holdings and Development Inc. ("BHDI") executed a Deed of Assignment whereby BKR assigned the Office Condo Unit in favor of BHDI in exchange for issuance of 1,121,505,000 new common shares with a par value of P0.10 per share out of the authorized capital stock of BHDI. The Company filed with the Securities and Exchange Commission a confirmation of valuation for the property-for-share swap. On 12 September 2024, the SEC approved the confirmation of valuation of the property for the share swap between the Parent Company and the Subsidiary. The Office Condo Unit's book value amounted to ₱32.54 million (see Note 7 of the AFS).

On 12 September 2024, the Office Condo Unit was reclassified from property and equipment to investment property as a result of an operating lease agreement entered into by BHDI with a third party (see Note 7 of the AFS).

On 22 January 2025, BHDI entered into a share-for-share swap transaction with the shareholders of Strong Built Mining Development Corporation ("SBMDC"). Last 13 June 2025, the Board of BHDI approved the amendment of its Articles of Incorporation to increase its authorized capital stock to up to Seven Billion (Php7,000,000,000.00) Billion divided into Seventy Billion (70,000,000,000) common shares with par value of Ten Centavos (Php0.10) per share for and in consideration of BHDI's issuance of new common shares. On 03 July 2025, the SEC issued Certificate of Approval of Increase of Capital Stock in favour of BHDI and approved the issuance of new shares of the increase, which resulted in the dilution of the Company's ownership in BHDI from 100% to 2.97%. As a result, the Company lost control over BHDI, and deconsolidated BHDI's assets and liabilities from its financial statements.

Item 3. LEGAL PROCEEDINGS

All legal proceedings involving the Company were transferred to RBSC.

Item 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

In 2025, the following matters were submitted for approval of Shareholders:

1. Approval of Minutes of the previous Stockholder's meeting
2. Approval of Management Report and Audited Financial Statements ending December 31, 2024
3. Ratification of All Acts of the Board of Directors and Management
4. Election of Directors
5. Appointment of External Auditor
6. Other Matters
7. Adjournment

PART II – OPERATIONAL AND FINANCIAL INFORMATION

Item 5. MARKET PRICE FOR ISSUER'S COMMON EQUITY AND RELATED STOCKHOLDERS' MATTERS

1. Market Information

The Company's shares of stock are being traded at the PSE under Banks and Financial Institutions and classified as Financials.

Stock Prices

		High	Low
2025			
	First Quarter	₱ 1.66	₱ 0.94
	Second Quarter	1.10	0.76
	Third Quarter	1.18	0.75
	Fourth Quarter	0.78	0.53
2024			
	First Quarter	₱ 1.41	₱ 0.99
	Second Quarter	1.55	1.08
	Third Quarter	1.35	0.87
	Fourth Quarter	1.00	0.60
2023			
	First Quarter	₱ 1.58	₱ 1.30
	Second Quarter	1.74	1.30
	Third Quarter	1.56	1.10
	Fourth Quarter	1.59	1.36

2. Holders

The number of stockholders of record as of 31 December 2025 is 630. Common shares outstanding as of this date is 1,528,474,000. The percentage of shares of stocks owned by the public is 23.4% of the total outstanding shares.

Top twenty (20) stockholders as 31 December 2025:

1	PCD Nominee Corporation (Filipino)	1,523,696,085	99.69%
2	PCD Nominee Corporation (Non-Filipino)	994,003	00.06%
3	William R. Cu-Unjieng &/or Cynthia C.U.Bunag	200,000	00.01%
4	Jardine CMG Life	146,000	00.01%
5	AMA Rural Bank of Mandaluyong, Inc.	100,000	00.01%

6	Ric Castaneda &/or Hector Uy	100,000	00.01%
7	Salazar, Ernesto B.	100,000	00.01%
8	William R. Cu Unjieng	100,000	00.01%
9	Borres, Jun M.	90,000	00.01%
10	Roldan, Marian D.	83,000	00.01%
11	Jardine CMG Value	80,000	00.01%
12	Jun M. Borres &/or Buenaventura Casenas	60,000	00.00%
13	Gili Jr., Guillermo F.	50,000	00.00%
14	Torres, Roberto Belarmino S.	50,000	00.00%
15	Vilar, Antonio T.	50,000	00.00%
16	Punzalan, Larry A.	43,500	00.00%
17	Sy, Victor Gan	40,000	00.00%
18	Kairuz, Peter M.	40,000	00.00%
19	Tan Bin Yan &/or Carina C. Titterington	33,000	00.00%
20	Co, Robin T.	32,000	00.00%

3. Dividends

On 8 September 2023, the Board approved a property dividend of 509,491,063 common shares of the Parent Company's subsidiary, BHDl with par value of Php 0.10 per share or aggregate value of P50.95 million. This dividend will be distributed at a ratio of one (1) BHDl share for every three (3) common shares held in the Parent Company. Additionally, a cash dividend of P0.0037 per share totalling P5.66 million was declared to cover withholding taxes and related expenses. The declaration date was set for 16 October 2023.

On 12 September 2024, the SEC approved the property valuation for the share swap between the Parent Company and the Subsidiary. Subsequently, the Parent Company filed the property dividend declaration application with the SEC on 29 November 2024.

On 29 November 2024, the Company submitted its application for the property dividend declaration for property dividend declaration with the SEC.

On 18 December 2024, the SEC rejected the Company's application for property dividend for the following reasons:

- a. The meeting for the property dividend declaration happened prior to the approval of the SEC for the confirmation of valuation of the property allowing the issuance of 1,121,505,000 BHDl common shares; and
- b. The confirmed shares were not reflected in the latest audited financial statements (AFS) of the Company. SEC cannot proceed with the property dividend declaration until the same is reflected in the AFS.

On 21 May 2025, in compliance with the SEC requirements, the Board approved the following amendments to the Board Resolution dated 08 September 2023:

- a. Property dividends worth a total of Php50,949,133.40 consisting of 509,491,334 common shares of subsidiary BHDl at a ratio of one (1) BHDl share for every three (3) BKR common shares held as of record date, out of the Corporation's unrestricted retained earnings as of 31 December 2024; Provided, that in case the said Property Dividend shall result in

- fractional BHDl shares, the Company shall instead pay in cash the value of the said fractional BHDl shares; Provided further, that the value of such fractional BHDl shares shall be based on the share par value of BHDl;
- b. Cash dividends worth a total of Php6,113,896.00 out of the Company's unrestricted retained earnings as of 31 December 2024, which shall be used to defray the expenses and applicable taxes in relation to the dividend declared; Provided, that the proportionate Cash Dividend shall instead be paid to the stockholder concerned in case there are no applicable withholding tax and expenses with respect to the dividends to be received, as in the case of inter-corporate dividends; and
 - c. The President has been authorized to determine the record date and payment date of the Property and Cash Dividend Declarations and the mechanics thereof.

Please note that on 30 January 2026, the SEC issued the Certificate of Filing of Notice of Property Dividend Declaration. The SEC noted and confirmed that the property dividend worth Php50,949,133.40 declared in favor of the Company's stockholders as of record date 26 December 2025, is supported by retained earnings. The Company will not proceed with the implementation of this declaration.

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

None.

ITEM 6. MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

The following discussion and analysis should be read in conjunction with the consolidated financial statements and related notes as at 31 December 2025 and 2024 and for the years ended 31 December 2025, 2024 and 2023 prepared in conformity with the Philippine Financial Reporting Standards ("PFRS") hereto attached in the Exhibits.

The financial information for the three years ended December 31, 2025, 2024 and 2023 are as follows:

2025 vs. 2024

Results of operations

	Audited (in million Pesos)		Increase (Decrease)	
	2025	2024	Amount	%
Revenue and other income	₱5.13	₱4.27	₱0.87	20.29%
General and administrative expenses	23.50	10.47	13.03	124.44%
Share in net income of an associate	93.76	23.51	70.25	298.88%
Gain on deconsolidation of a subsidiary	20.73	–	20.73	–
"Day 1" loss on discounting	15.11	–	15.11	–
Provision for income tax	0.04	–	0.04	–
Net income	80.98	17.30	63.68	368.02%
Other comprehensive loss	(3.10)	(0.46)	2.64	574.86%
Total comprehensive income	77.88	16.84	61.04	362.38%

For the year ended 31 December 2025, the Company generated a net income of ₱80.98 million, representing an increase of ₱63.68 million over the previous year. Key variances in the income statement are as follows:

- **Revenue and other income** increased by ₱0.87 million or 20.29%, primarily due to the interest income recognized from a loan agreement with BHDl.
- **General and administrative expenses** increased by ₱13.03 million or 124.44% compared with the same period last year. Significant drivers include:
 - **Taxes and licenses** increased by ₱14.40 million or 3,319.04% compared with the same period last year, due to BHDl's increase of authorized capital stock.
 - **Transportation and travel** rose by ₱0.88 million or 397.25% following site visits and ocular inspections for potential BHDl projects.
- **Share in net income of an associate** increased by ₱70.25 million or 298.88% to a total of ₱93.76 million, reflecting associate's improved operating performance
- **Gain on deconsolidation of a subsidiary** - A gain of ₱20.73 million was recognized following the deconsolidation of BHDl's assets and liabilities.
- **"Day 1" loss on discounting** – A loss of ₱15.11 million was recognized because the fair value of the Company's loan receivable differed from the transaction price at the date of the transaction.
- **Other comprehensive loss** Increased by ₱2.64 million or 574.86%, mainly due to unrealized losses on fair value changes of equity securities at FVOCI.

Financial Position

	Audited (in million Pesos)		Increase (Decrease)	
	2025	2024	Amount	%
Assets	₱3,068.44	₱2,914.79	₱153.65	5.27%
Liabilities	1,672.02	1,672.61	(0.59)	(0.03%)
Equity	1,396.42	1,242.18	154.24	12.42%

Total assets reached ₱3,068.44 million, representing an increase of ₱153.65 million (5.27%) compared to the same period last year. This change is primarily driven by the following transactions:

- **Cash** decreased by ₱69.81 million or 96.86%, largely due to a ₱60.00 million loan agreement with BHDl at an annual interest rate of 7%.
- **Due from related parties** decreased by ₱24.43 million or 77.69%, primarily due to the deconsolidation of BHDl.
- **Other current assets** decreased by ₱6.92 million or 37.47%, following the deconsolidation of BHDl's rent receivables.
- **Property and equipment** decreased by ₱0.13 million (23.58%) due to annual depreciation expense.

- **Investment in an associate** increased by ₱91.95 million or 3.33%, reflecting the company's share in the associate's net income.
- **Investment property** decreased by ₱32.54 million or 100.00% due to the deconsolidation of BHDl's condominium unit and parking slots.
- **Investment in equity securities at FVOCI** – Following the loss of control, the Company designated its investment in BHDl as a financial asset at FVOCI, valued at ₱147.60 million.
- **Loan and interest receivable** – The Company recognized a ₱60.00 million loan receivable from BHDl, subject to a 7% annual interest rate.

Liabilities decreased by ₱0.59 million or 0.03% compared with the same period last year, primarily due to the payment of accrued audit fees.

Equity increased by ₱154.24 million or 12.42% compared with the same period last year, largely driven by the net income recognized during the year.

Cash Flow

	Audited (in million Pesos)		Increase (Decrease)	
	2025	2024	Amount	%
Net cash used in operating activities	(₱20.05)	(₱8.83)	₱11.22	127.12%
Net cash provided by (used in) investing activities	(60.20)	48.92	(109.13)	(223.06%)
Cash provided by a financing activity	15.02	0.02	15.00	76,906.15

Net cash used in operating activities increased by ₱11.22 million or 127.12% compared to the same period last year. This increase is primarily attributed to the application of BHDl's increase in authorized capital stock.

Net cash used in investing activities totaled ₱60.20 million. This was driven by a ₱60.00 million loan agreement with BHDl, which carries an annual interest rate of 7%.

Net cash provided by financing activities increased by ₱15.02 million year-over-year. This change is due to the deconsolidation of BHDl's advances from related parties.

2024 vs. 2023

Results of operations

	Audited (in million Pesos)		Increase (Decrease)	
	2024	2023	Amount	%
Revenue	₱4.27	₱2.55	₱1.72	67.25%
General and administrative expenses	10.47	15.66	(5.19)	(33.17%)
Share in net income of an associate	23.51	46.20	(22.69)	(49.12%)
Provision for income tax	–	0.01	(0.01)	(100.00%)
Net income	17.30	33.07	(15.77)	(47.68%)
Other comprehensive loss	(0.46)	(1.13)	(0.67)	(59.22%)

Total comprehensive income	16.84	31.95	(15.11)	(47.28%)
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During the year, the Company was able to generate a net income of ₱17.30 million, a decrease of ₱15.77 million compared with the same period last year. Significant changes in the income statement accounts for the year ended 31 December 2024 versus the same period last year are as follows:

- **Revenue** increased by ₱1.72 million or 67.25% compared with the same period last year, mainly due to the rental income earned from investment property.
- **General and administrative expenses** decreased by ₱5.19 million or 33.17% compared with the same period last year. The movement is attributable to the following:
 - **Professional fees** decreased by ₱0.35 million or 10.44% compared with the same period last year, mainly due to the consultancy fees related to the Company's project incurred in 2023.
 - **Outside services** decreased by ₱1.25 million or 45.28% compared with the same period last year, mainly due to the outsourced services related to the Company's project incurred in 2023.
 - **Taxes and licenses** decreased by ₱1.96 million or 81.90% compared with the same period last year, mainly due to the payment of documentary stamp tax related to the deed of assignment of properties.
 - **Repairs and maintenance** decreased by ₱0.61 million or 97.35% compared with the same period last year, mainly due to the replacement of the air handling unit in the office incurred in 2023.
- **Share in net income of an associate** – An associate's declined operating performance during the year posted a share in net income of ₱23.51 million to the Company, a decrease of ₱22.69 million or 49.12% compared with the same period last year.
- **Other comprehensive loss** decreased by ₱0.67 million or 59.22% compared with the same period last year, due to the share in other comprehensive loss of an associate during the year.

Financial Position

	Audited (in million Pesos)		Increase (Decrease)	
	2024	2023	Amount	%
Assets	₱2,914.79	₱2,897.42	₱17.37	0.60%
Liabilities	1,672.61	1,672.08	0.53	0.03%
Stockholders' Equity	1,242.18	1,225.34	16.84	1.37%

- The Company's total **Assets** of ₱2,914.79 million are higher by ₱17.37 million or 0.60% compared with the same period last year. Although the increase may not seem significant, looking into its details, this increase is the net effect of the following major transactions:

- **Cash** increased by ₱40.11 million or 125.52% compared with the same period last year, mainly due to the collection of the dividend receivable from MHI.
 - **Due from related parties** increased by ₱11.03 million or 54.01% compared with the same period last year, mainly due to support the working capital requirements of the related parties.
 - **Dividend receivable** amounting to ₱60.00 million were collected during the year. This dividend was consequently collected and used in part by the Company to pay for its general and administrative expenses.
 - **Property and equipment** decreased by ₱34.25 million or 98.45% compared with the same period last year, mainly due to the reclassification of condominium unit and parking slots to investment property.
 - **Investment in an associate** increased by ₱23.05 million or 0.84% compared with the same period last year, mainly due to the share in net income from an associate during the year.
- **Liabilities** increased by ₱0.52 million compared with the same period last year, mainly due to the accrued audit fee during the year.
- **Equity** increased by ₱16.84 million or 1.37% compared with the same period last year, mainly due to the net income recognized during the year.

Cash Flow

	Audited (in million Pesos)		Increase (Decrease)	
	2024	2023	Amount	%
Net cash used in operating activities	(₱8.83)	(₱15.10)	(₱6.27)	(41.51%)
Net cash provided by (used in) investing activities	48.92	(13.52)	62.44	461.75%
Cash provided by (used in) financing activities	0.02	(11.67)	11.69	100.17%

Net cash used in **operating activities** decreased from ₱15.10 million in 2023 to ₱8.83 million in 2024 was mainly due to the expenses of the project last year.

Net cash provided by **investing activities** amounted to ₱48.92 million during the year, mainly due to the collection of dividend receivable from MHI.

Cash provided by a **financing activity** amounted to ₱0.02 million during the year, due to the collection of advances to related parties.

Key Performance Indicators

	<u>2025</u>	<u>2024</u>	<u>2023</u>
Return on Asset (%)	2.71%	0.59%	1.15%
Return on Equity (%)	6.14%	1.40%	2.73%

1/Return on assets (ROA) was computed based on the ratio of net income/ (net loss) to average assets.

2/ Return on equity (ROE) was computed based on the ratio of net income/ (net loss) to average equity.

Item 7. FINANCIAL STATEMENTS

The financial statements and schedules listed in the accompanying Index to Financial Statements and Supplementary Schedules are filed as part of this Form 17-A (see attached 2025 Audited Financial Statements).

Item 8. INFORMATION ON INDEPENDENT ACCOUNTANT AND OTHER RELATED MATTERS

External Auditors

The Company re-appointed Reyes Tacandong & Co. ("RTC") as its independent external auditor for the calendar year ended 31 December 2025. RTC is a leading professional services firm with a proven track record of high-quality work. RTC provides value-added services to clients through its client caring team of outstanding audit, tax and business professionals who utilize leading-edge systems and technology and are guided by the highest standards of quality, integrity and competence.

For the audit of the Company's annual financial statements and services provided in connection with statutory and regulatory filings or engagements, the aggregate amounts to be billed or already billed excluding VAT and out-of-pocket expenses (OPE) by RTC amounts/amounted to ₱0.55 and ₱0.64 million for 2025 and 2024, respectively.

The Audit Committee recommends to the Board the selection of external auditors considering independence and effectiveness.

Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

The Company has no disagreements with its accountants.

Changes and adoption of new Accounting Standards are fully summarized under Note 2 to Financial Statements.

PART III—CONTROL AND COMPENSATION INFORMATION

Item 9. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT

1. Current Directors and key executive officers of the Company:

Board of Directors and Executive Officers

Cesar C. Zalamea	96	Chairman of the Board/Director	Filipino
Augusto Antonio C. Serafica, Jr.	64	Director/ President/CEO	Filipino
Rolando S. Santos	75	Director/ SVP and Treasurer	Filipino
Remegio C. Dayandayan Jr.	45	Director	Filipino
Minda P. De Paz	85	Director	Filipino
Hermogene H. Real	70	Director/ Assistant Corporate Secretary	Filipino
Peter B. Favila <i>(elected during the Annual Stockholders Meeting dated August 07, 2025)</i>	77	Director	Filipino
Kwok Yam Ian Chan	38	Independent Director	British
Rhodora L. Dapula	47	Independent Director	Filipino

Reynato S. Puno <i>(elected during the Annual Stockholders Meeting dated August 07, 2025)</i>	85	Independent Director	Filipino
Lester C. Yee	37	Director	Filipino
Andrew Julian K. Romualdez <i>(resigned effective May 19, 2025)</i>	25	Director	Filipino
Ana Maria A. Katigbak	56	Corporate Secretary	Filipino
Rommel T. Casipe	38	Co-Assistant Corporate Secretary, Data Privacy Officer, Compliance Officer, and Corporate Information Officer	Filipino

Incumbent Directors

Cesar C. Zalamea

Chairman of the Board

3 January 2014 to present

96 years old/Filipino

Mr. Cesar C. Zalamea was elected Chairman of the Company in January 2014. He serves as Chairman of Marcventures Holdings Inc. and Chairman of Marcventures Mining and Development Corp. Currently, he is an Independent Director of Araneta Properties Inc., a company he joined as Director in December 2008. He is also a member of the Advisory Board of Campbell Lutyens & Co. Ltd., an investment advisory company based in the U.K. In 1945, Mr. Zalamea joined AIG where he started as an Investment Analyst at the Philippine American Life Insurance Company (PHILAMLIFE). He went up the corporate ladder of Philamlife and he became President of the Company in May 1969. While he was with Philamlife, he was loaned to the Program Implementation Agency (PIA) in 1964 as Deputy Director General. PIA was an economic group that reported directly to the President of the Philippines. He returned to Philamlife in 1965. In 1969, Mr. Zalamea was appointed Member of the Monetary Board of the Central Bank of the Philippines representing the private sector. In 1981, he left Philamlife to become Chairman of the Development Bank of the Philippines. He also had to resign from being a member of the Monetary Board when he went to the DBP. In 1986, he left the DBP to go back to AIG. He was then stationed in Hong Kong to be the first President of the AIG Investment Corporation (Asia) Ltd. At this time, he was elected to serve as Director in many AIG affiliated companies in Asia, like the AIA Insurance Co., Nan Shan Life Insurance Co. and Philamlife. In 2005, he left AIG to work directly with Mr. Maurice R. Greenberg at the C.V.STARR Companies. He was appointed President and CEO of the Starr Investment Co. {Asia} Ltd. In 2008, he became Chairman of this Company until he retired in 2010. He obtained his B.S. in Accounting and Banking from the Colegio de San Juan de Letran where he graduated as valedictorian. Mr. Zalamea received his MBA from New York University.

Augusto Antonio C. Serafica, Jr.

Director/ President and CEO

3 January 2014 to present

64 years old/Filipino

Mr. Augusto Antonio C. Serafica Jr. was elected as Director in June 2013. Mr. Serafica is currently the President and CEO of Bright Kindle Resources & Investments Corp., Armstrong Capital Holdings, Inc., and Marcventures Holdings Inc. He was formerly the President of Premiere Horizon Alliance Corporation and the Managing Director of Asian Alliance Investment Corporation and Asian Alliance Holdings & Development Corporation. He is currently the Treasurer of Ardent Property Development Corporation and First Ardent Development Corporation.

Mr. Serafica obtained a Bachelor of Commerce in Accountancy degree from San Beda College and Master's in Business Management from the Asian Institute of Management. Mr. Serafica is a Certified Public Accountant.

Mr. Serafica is also a member of the Board of Trustees of the AIM Scientific Research Foundation, Inc., President of the AIM Alumni Leadership Foundation, Inc., and was a former Treasurer of the Federation of AIM Alumni Associations, Inc. and Chairman and Director of the Alumni Association of AIM – Philippines, Inc. He was also a former National Chairman of the Board of Trustees as well as a former National Treasurer of the Brotherhood of Christian Businessmen and Professionals (BCBP).

Rolando S. Santos

Director/SVP and Treasurer
3 January 2014 to present
75 years old/Filipino

Mr. Rolando S. Santos was elected Director in May 2014. He has been the SVP Treasurer of the Company since January 2014 and he became Vice President from 2014 until 2016. He serves as Treasurer of Marcventures Holdings Inc., Marcventures Mining and Development Corp., and Prime Media Holdings Inc. He was previously the Branch Head/ Cluster Head for Makati Branches of Equitable PCI Bank which was eventually acquired by BDO from 2001 to 2013. He served as Branch Head in Diliman, Quezon City to Area Head for Metro and Provincial branches of the Bank of Commerce from 1984 to 2001. He also served as Branch head in West Avenue, Quezon City and Marikina branches of the Producers Bank of the Philippines from 1981 to 1984. He worked at the Far East Bank and Trust Co. From 1972 to 1981. He was also employed as a liaison officer of the Malacanang Information and Assistance Unit from 1970 to 1972. He obtained his degree in Bachelor of Science in Business Administration from the University of the East.

Remegio C. Dayandayan, Jr.

Director
26 March 2014 to present
45 years old/Filipino

Atty. Remegio C. Dayandayan, Jr. was elected as Director of the Company in March 2014. He currently sits as Director and President of RYM Business Management Corporation and the Philippine Manila Standard Publishing Inc. He was previously an associate of Dum lao Moraleda Antonano and Tavera Law Offices from February 2008 to March 2009. He was also a Subjective Discovery Reviewer of Escaler and Company Inc.-LPO from May 2008 to March 2009. Atty. Dayandayan obtained his degrees in Bachelor of Arts major in Political Science from the University of San Carlos in 2001 and Bachelor of Laws from San Beda College-Mendiola in 2007. He was admitted to the Philippine Bar in 2008.

Minda P. de Paz

Director
26 March 2014 to present
85 years old/Filipino

Ms. Minda P. De Paz was elected as Director in March 2014. She serves as Director of the Company and President of Philippine Collective Media Corporation and Universal Re Condominium Corporation as well as Director and Treasurer of RYM Business Management Corporation and Lubenico Inc. She is also a Director of Sequioa Business Management Corp. and a project coordinator of CPG Joint Venture. Ms. De Paz previously worked at the Philippine National Bank (PNB)- Ormoc City from 1963 to 1977. She then became a Supervising Commission on Audit (COA) Auditor of PNB-Escolta from 1977 to 1979. She

served as COA Corporate Auditor of the National Home Mortgage Finance Corporation from 1979 to 1984 and Home Mutual Development Fund from 1981 to 1982. She also became an accountant of Nieva Realty and Development Corporation, D.S. Tantuico and Associates Law Office, Almega Management and Investments Inc. from 1984 to 2005. Ms. De Paz obtained her Bachelor of Commerce in Accountancy from St. Paul's College, Tacloban City. She is a Certified Public Accountant.

Hermogene H. Real

Director/ Assistant Corporate Secretary
3 January 2014 to present
70 years old/Filipino

Atty. Hermogene H. Real was elected Director in May 2014 and Assistant Corporate Secretary in January 2014. She serves as Director of Philippine Collective Media Corporation (2008 to present), Brightgreen Resources Corporation (2014 to present), Brightgreen Nickel, Inc. (2016 to present), Southern Alluvial Minerals and Alumina Resources Inc. (2017 to present), Mairete Asset Holdings Inc. (2017 to present), Sure Mighty Steel, Inc. (2018 to present), Crimson Bauxite Mining Development Corp. (2018 to present), Southeast Fields Bauxite Inc. (2018 to present), as Corporate Secretary of Benguet Corporation (2000 to present) and Universal Re Condominium Corporation (1997 to 2009, 2010 to present), as Assistant Corporate Secretary of Doña Remedios Trinidad Romualdez Medical Foundation, Inc. (1996 to present), Benguet Corp Nickel Mines, Inc. (2009 to present). She is a lawyer in D.S. Tantuico and Associates (1998 to present). She previously held the following positions: Chairman of the Board and President of Philippine Collectivemedia Corporation (2008 to 2010); Corporate Secretary of Trans Middle East Phils. Equities, Inc. (1996 to 2006); and Assistant Corporate Secretary of Equitable PCI Bank, Inc. (2005-2006).

Mr. Lester C. Yee

Director
9 March 2023 to present
37 years old/ Filipino

Mr. Lester C. Yee was elected Director on March 9, 2023. He graduated Magna Cum Laude from the Ateneo de Manila University in 2009, with a Bachelor of Science Degree in Applied Mathematics, Major in Mathematical Finance, Minor in Economics, and finished his Master's Degree in Applied Mathematics, also at the Ateneo de Manila University in 2010.

Mr. Yee was an Assistant Vice President – Head of Corporate Planning and Investor Relations of Marcventures Holdings Inc. (July 2020 to December 2021). He was also a Director in Benguet Corporation (September 2020 to March 2021). He is a Director of Filcon Ventures Inc., and Director and Treasurer of VNF and Sons, Inc. He also once shared his competence in other companies/institutions where he served as Assistant Vice President, Investment Banking Group, and Licensed Fixed Income Salesman, Philippine Commercial Capital Inc. (April 2019 to May 2020); Senior Analyst, Maybank ATR Kim Eng Capital Partners Inc. (Feb. 2017 to April 2019).

Peter B. Favila

Director
7 August 2025 to present
77 years old/ Filipino

Mr. Peter B. Favila was elected as Director last 7 August 2025. He previously served at GT Capital as Board Adviser in 2014 and as Independent Director from 2015 to 2018. He is presently an Independent Director for the Philippine Stock Exchange, Securities Clearing Corp. of the Phils., Sun Life Grepa Financial, Inc. Malayan Insurance Corp. and Credit

Information Bureau, Inc. With more than 40 years of experience in the field of banking and finance, he held various executive positions in both the public and private sector. In 2005, he was appointed Secretary of the Department of Trade and Industry ("DTI") where, in his concurrent capacity as such, he chaired several attached agencies to DTI until the end of his term in 2010. He also served as National Government and Private Sector Representative to the Monetary Board of the Bangko Sentral ng Pilipinas from 2008 to 2014, and from 2017 to 2023, bringing diverse sectoral experience to develop sound and stable monetary policies. In the private sector, Mr. Favila served as Senior Vice President of Metropolitan Bank & Trust Company (Metrobank); President of Security Banking Corporation; President and Vice-Chairman of Philippine National Bank; and President of Allied Banking Corporation.

Mr. Favila is a recipient of various recognitions and awards prominent of which are the Republic of the Philippine's Order of Lakandula with the rank of Bayani conferred by President Gloria Macapagal-Arroyo; the Gran Cruz Orden de Isabel la Catolica conferred by King Juan Carlos I of Spain; the Order of the Rising Sun, Gold and Silver Star conferred by His Majesty Emperor Akihito of Japan. Mr. Favila earned his Bachelor of Science degree in Commerce from the University of Santo Tomas and completed his Advance Management Program at the Wharton School, University of Pennsylvania. He is an adopted member of Class 1982 of the Philippine Military Academy.

Kwok Yam Ian Chan

Independent Director
15 December 2021 to present
38 years old/ British

Mr. Kwok Yam Ian Chan was elected as Independent Director on 15 December 2021. He is also an Independent Director of Marcventures Holdings, Inc. since 25 September 2020. He is currently a Director of Zenith System and Heavy Equipment, Seaborne Shipping Inc., and Isky Empire Realty Inc. He is likewise a Director of Megalifters Cargo Handling Corp., King Dragon Realty Corp. and DK Ventures Inc. Previous to that, he was the Managing Director of Dunfeng Philippines International Inc. from 2010 to 2017. He was also the President of Dunfeng Shipping Inc. from 2013 to 2017 and served as a Director of Mannage Resource and Trading Inc. from 2015 to 2017. He obtained his master's degree in Economics majoring in Finance at California Polytechnic University. Mr. Chan graduated from DLSU - College of St. Benilde with a Bachelor of Science degree in Business Administration majoring in Export Management.

Rhodora L. Dapula

Independent Director
15 December 2021 to present
47 years old/ Filipino

Atty. Rhodora L. Dapula was elected as Independent Director on 15 December 2021. She is a Partner in Dapula, Dapula and Associates Law Offices; President/CEO of G.D. Brains and Castles, Inc. and Proficientlink Realty Corporation; and an Independent Director of Benguet Corporation. She is a CPA-Lawyer, Professional Regulation Commission (PRC) Licensed Real Estate Broker, PRC Licensed Real Estate Appraiser, PRC Licensed Real Estate Consultant, PRC Licensed Real Estate Environmental Planner and Licensed Life and Variable Life Financial Advisor. She is a PRC accredited lecturer for Real Estate Service Seminars and Trainings.

Reynato S. Puno

Independent Director
7 August 2025 to present
85 years old/ Filipino

Chief Justice Reynato S. Puno (Ret.) was elected as Independent Director las 7 August 2025. He served as Chief Justice of the Supreme Court from 2006-2010. Prior to his appointment in the Supreme Court, he served the Office of Solicitor General as Assistant Solicitor General, the Ministry of Justice as Deputy Minister and the Court of Appeals as Associate Justice. After his retirement from government service, he served as lead Independent Director of San Miguel Corporation until July 2025; lead Independent Director of San Miguel Beer; Board Member of San Miguel Beer; Board Member of San Miguel Beer Hongkong; Commissioner PT Delta, Jakarta; Independent Director, Veterans Bank; Chairman of the Board, GenWatts Inc.; Chairman of the Board, CybersCool, Inc.; Regent, MLQ University; Chairman, Environmental Foundation, Inc.; Chairman, Isaac S. Puno, Jr., Memorial Foundation; President, Philippine Bible Society; Vice Chairman, GMA Kapuso Foundation.

Mr. Puno completed his Bachelor of Science degree in Jurisprudence and Bachelor of Laws degree at the University of the Philippines and has Master of Laws degree from the University of California in Berkeley and a Master in Comparative Laws degree from the Southern Methodist University, Dallas, Texas.

Andrew Julian K. Romualdez

Director

August 2, 2022 to May 19, 2025

25 years old/ Filipino

Mr. Andrew Julian K. Romualdez was elected as Director on August 2, 2022 to replace Atty. Jesse Hermogenes T. Andres who resigned effective June 30, 2022. He is currently a director of the Company's subsidiary, Brightstar Holdings and Development Inc. He is a director of *listed companies*, Benguet Corp. (BC) and Marcventures Holdings, Inc. (MHI). He is also a director of the BC's subsidiaries, namely: Benguetcorp Resources Management Corporation (BRMC), Arrow Freight and Construction Corporation (AFCC), Benguetcorp Laboratories, Inc. (BCLI) and Benguet Management Corporation (BMC). He is also a Director of MHI's subsidiaries, namely: Marcventures Mining and Development Corporation, Alumina Mining Phils., Inc. Bauxite Resources, Inc. and Brightgreen Resources Corporation. He is currently a director of Armstrong Securities, Inc. and Armstrong Capital Holdings, Inc. Mr. Romualdez graduated from Cornell University in 2022 with a Bachelor's Degree in International Agriculture and Rural Development.

Executive Officers:

Ana Maria A. Katigbak

Corporate Secretary

8 September 2023 to present

57 years old/ Filipino

Atty. Ana Maria A. Katigbak was appointed on September 8, 2023 as Corporate Secretary. She is a Senior Partner in Castillo Laman Tan Pantaleon & San Jose Law Firm. She is a member of the Integrated Bar of the Philippines and a graduate of the University of the Philippines with a B.A. in Comparative Literature and Bachelor of Laws. Over the past five years, she has served as director, corporate secretary of and assistant corporate secretary in various publicly-listed companies and clients of the law firm.

Rommel T. Casipe

Co-Assistant Corporate Secretary, Data Privacy Officer, Compliance Officer and Corporate Information Officer

5 May 2023 to present

38 years old/ Filipino

Atty. Rommel T. Casipe was appointed as Co-Assistant Corporate Secretary on 5 May 2023, as Data Privacy Officer and Compliance Officer on September 8, 2023 and as Corporate Information Officer on 21 November 2023. He has been a member of the Integrated Bar of the Philippines since 2019. Before joining the Company, Atty. Casipe served as the Compliance Officer of D.M. Wenceslao & Associates, Inc., a real estate company. He also worked as an associate lawyer in OPCN Law Offices specializing in Labor Law and Trademark Law. He obtained his Bachelor's Degree in Sport Science from the University of the Philippines and Law degree from the Far Eastern University.

2. Significant Employees

The Company is not highly dependent on any individual who is not an executive officer.

3. Family Relationships

None.

4. Involvement in Certain Legal Proceedings

None of the directors, officers or members of the Company's senior management have, presently or during the last five (5) years, been subject to any of the following:

- a) any bankruptcy, petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two (2) years prior to the time;
- b) any conviction by final judgment of any offense in any pending criminal proceeding, domestic or foreign, excluding traffic violations and other minor offenses;
- c) any order, judgment or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, domestic or foreign, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities, commodities, or banking activities; and
- d) found by a domestic or foreign court of competent jurisdiction (in a civil action), the Commission or comparable foreign body, or a domestic or foreign exchange or electronic marketplace or self-regulatory organization, to have violated a securities or commodities law, and the judgment has not been reversed, suspended or vacated.

Item 10. EXECUTIVE COMPENSATION

Summary of Compensation Table

Information as to aggregate compensation paid or accrued during the last two fiscal years and to be paid in the ensuing fiscal year to the Company's Chief Executive Officer and four other most highly compensated executive officers follows:

SUMMARY OF COMPENSATION TABLE

NAMES	POSITION	SALARY	BONUS	OTHERS
Cesar C. Zalamea	Chairman			
Augusto Antonio C. Serafica Jr.	President and CEO			
Rolando S. Santos	SVP and Treasurer			
Ana Maria A. Katigbak	Corporate Secretary			
Hermogene H. Real	Asst. Corporate Secretary			
Rommel T. Casipe	Co-Asst. Corporate Secretary			

All above named officers as a group	2023			₱204,444.44
	2024			₱340,000.00
	2025			₱256,500.00
All other officers and directors as group unnamed	2023			₱300,444.44
	2024			₱380,000.00
	2025			₱470,000.00

The 2025 compensation for directors and executive officers is subject to changes as the BOD through the Compensation Committee is continuously reviewing the directors' and executive officers' compensation which shall be in accordance with the parameters set by the Company's by-laws and other industry standards.

Compensation of Directors

(0) Standard Arrangements

Except for nominal per diem for attending board & committee meetings, there are no standard arrangements by which Directors are compensated directly or indirectly.

(b) Other Arrangements

None.

Employment Contract and Termination of Employment and Change-in-Control Arrangements

For the year ended 31 December 2025, the Company engaged consultants and employees from outsourcing agencies to perform its day-to-day transactions.

Warrants and Options Outstanding: Repricing

The above-named executive officers and directors, and all officers and directors as a group, do not hold equity warrants or options as the Company does not have any outstanding equity warrants or options.

Item 11. SECURITY OWNERSHIP OF CERTAIN RECORD AND BENEFICIAL OWNERS AND MANAGEMENT

(1) Owners of more than 5% of voting securities as of 31 December 2025

Title of Class	Name, Address of Record and Relationship with Issuer	Name of Beneficial Owner /Relationship with Record Owner	Citizenship	Number of Shares Held	Percent of Class
Common	-PCD Nominee Corporation1 -Tower 1 – Ayala Triangle Makati Avenue cor. Paseo de Roxas Makati City	RYM Business Management Corp./ Client	Filipino	970,159,989	63.47%
			Filipino	200,026,000	13.09%

	-Registered owner in the books of stock transfer agent	Armstrong Capital Holdings Corp./ Client			
Total				1,170,185,989	76.56%

(2) Security Ownership of Management as of 31 December 2025

Title of Class	Name Beneficial Owner	Amount and Nature of beneficial ownership	Citizenship	Percent of Class
Common	Cesar C. Zalamea	1,000/ Direct	Filipino	0.00%
Common	Rolando S. Santos	999/ Direct	Filipino	0.00%
Common	Remegio C. Dayandayan, Jr.	1,000/ Direct	Filipino	0.00%
Common	Minda P. de Paz	1,000/Direct	Filipino	0.00%
Common	Augusto Antonio C. Serafica, Jr.	1,000/ Direct	Filipino	0.00%
Common	Hermogene H. Real	900/ Direct	Filipino	0.00%
Common	Peter B. Favila	1/ Direct	Filipino	0.00%
Common	Reynato S. Puno	1,000/ Direct	Filipino	0.00%
Common	Kwok Yam Ian Chan	1,000/ Direct	Filipino	0.00%
Common	Rhodora L. Dapula	1,000/ Direct	Filipino	0.00%
Common	Lester C. Yee	1,000/ Direct	Filipino	0.00%
Common	Ana Maria A. Katigbak	0	Filipino	0.00%
Common	Rommel T. Casipe	0	Filipino	0.00%
	Total – Directors as a group	9,900/ Direct	Filipino	0.00%
	Total – Officers as a group	0	Filipino	0%

Item 12. CERTAIN RELATIONSHIP AND RELATED TRANSACTIONS

There are no significant transactions entered into by the Company in the normal course of business with related parties except as discussed in Note 11 to the Audited Financial Statements.

¹ PCD Nominee Corporation, a wholly owned subsidiary of Philippine Central Depository, Inc. (“PCD”) is the registered owner of the shares in the books of the Company’s transfer agents in the Philippines. The beneficial owners of such shares are PCD’s participants, who hold the shares on behalf of their clients. PCD is a private company organized by the major institutions actively participating in the Philippine capital markets to implement an automated book-entry system of handling securities transactions in the Philippines.

PART IV – CORPORATE GOVERNANCE

Item 13. CORPORATE GOVERNANCE

This portion has been deleted pursuant to SEC Memorandum Circular No. 5, Series of 2013.

PART V - EXHIBITS AND SCHEDULES

Item 14. EXHIBITS AND REPORTS ON SEC FORM 17-C

(a) Exhibits

Please see accompanying Index to Financial Statements.

(b) Reports on SEC Form 17-C

Items reported under SEC Form 17-C during the last six months covered by this report:

	<u>Date of Report</u>	<u>Event Reported</u>
(1)	July 17, 2025	(a) Approval of the Securities and Exchange Commission of the Increase and Dilution of BKR's Ownership in BHDl
(2)	July 22, 2025	(a) Amendment of the June 13, 2024 Results of the Board Meeting to inform of the Securities and Exchange Commission's issuance of the Certificate of Approval of the Increase of Capital Stock in favor of BHDl for the increase of its authorized capital stock to up to Seven Billion (Php7,000,000,000.00) Billion divided into Seventy Billion (70,000,000,000) common shares with par value of Ten Centavos (Php0.10) per share. The SEC also approved the issuance of new shares out of the increase, resulting in the dilution of BKR's ownership in BHDl from 99.99% to 2.97%
(3)	August 05, 2025	(a) Rescission of the Transfer of the Condominium Asset Portion of the Deed of Exchange dated 22 January 2025
(4)	August 07, 2025	(a) Results of the Annual Stockholders' Meeting held on August 07, 2025 (b) Results of 2025 Organizational Meeting of the Board of Directors held on August 07, 2025
(5)	November 6, 2025	(a) Results of the Board Meeting held on 6 November 2025 that the Executive Committee has been authorized to determine the record date and payment date of the Property and Cash Dividend Declarations.
(6)	December 9, 2025	(a) Amendment of the Cash Dividend Declaration record and payment date. The committee approved the new record date on December 26, 2025 and new payment date on January 26, 2026 for the Property and Cash Dividend declarations. (b) Amendment of the Property Dividend Declaration record and payment date. The committee approved the new record date on December 26, 2025 and new payment date on January 26, 2026 for the Property and Property Dividend declarations.


(Signature Page follows)

SIGNATURES

Pursuant to the requirements of the Section 17 of the Code and Section 141 of the Corporation Code, this report is signed on behalf of the issuer by the undersigned, thereunto duly authorized, in the City of Makati on MAY 12 2026, 2026.

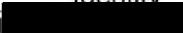
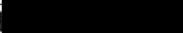

By:


AUGUSTO C. SERAFICA, JR.
 President/CEO


ROLANDO S. SANTOS
 SVP Treasurer


ANA MARIA A. KATIGBAK
 Corporate Secretary

BEFORE ME, Notary Public for and in the above-named locality, personally appeared the following, with their respective residence certificates and competent evidence of identity, to wit:

<u>Name</u>	<u>Competent Evidence of Identity</u>	<u>Place Issued/Valid Until</u>
Augusto C. Serafica, Jr.	TIN 	
Rolando S. Santos	TIN 	
Ana Maria A. Katigbak	TIN 	

known to me and to me known as the same persons who executed the foregoing **2025 SEC Form 17-A Annual Report**, and they acknowledge to me that the same is their free and voluntary act and deed as well as of the corporations they respectively represent.

WITNESS MY HAND AND SEAL on the date and in the place above written.

Doc. No. 77
 Page No. 17
 Book No. 4
 Series of 2026.


JOSEPH CARLO O. GENERAL
 Notary Public for Makati City
 App. No. M-223 Until 31 Dec. 2026
 Roll of Attorneys No. 59087
 IBP Membership No. 480027; 12/01/2024
 PTR No. MCT-10798717AG; 01/12/2026
 NCLC Compliance No. VIII-0042253;
 3F ALFARO Building, #149 Lavisita Street
 Salcedo Village, Makati City

INDEX TO FINANCIAL STATEMENTS

Annex A: Audited Financial Statement of the Company for the years ended December 31, 2025, 2024, and 2023

Annex B: 2025 Sustainability Report



SECURITIES AND EXCHANGE COMMISSION

THE SEC HEADQUARTERS 7907 Makati Avenue, Salcedo Village, Bel-Air, Makati City
1209 Trunk Line No:02-5322-7696 Email Us:www.sec.gov.ph/imessagemo@sec.gov.ph



The following document has been received:

Receiving: ICTD ERMD

Receipt Date and Time: May 11, 2026 01:57:20 PM

Company Information

SEC Registration No.: 0000102165

Company Name: BRIGHT KINDLE RESOURCES & INVESTMENTS INC.

Industry Classification: G51000

Company Type: Stock Corporation

Document Information

Document ID: OST105112026811349015

Document Type: Financial Statement

Document Code: FS

Period Covered: December 31, 2025

Submission Type: Parent

Remarks: None

Acceptance of this document is subject to review of forms and contents

COVER SHEET

for AUDITED FINANCIAL STATEMENTS

SEC Registration Number

0 0 0 0 0 1 0 2 1 6 5

COMPANY NAME

B	R	I	G	H	T		K	I	N	D	L	E		R	E	S	O	U	R	C	E	S		&		I	N	V	E	S	T	M	E	N	T	S	,		
I	N	C	.		(	A		S	u	b	s	i	d	i	a	r	y		o	f		R	Y	M		B	u	s	i	n	e	s	s		M	a	n	a
g	e	m	e	n	t		C	o	r	p	.)																											

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

1	6	t	h		F	l	o	o	r		B	D	O		T	o	w	e	r	s		V	a	l	e	r	o	,		8	7	4	1		P	a	s	e	
o	d	e		R	o	x	a	s	,		M	a	k	a	t	i		C	i	t	y																		

Form Type

A A F S

Department Requiring the Report

C R M D

Secondary License Type, If Applicable

N / A

COMPANY INFORMATION

Company's Email Address	Company's Telephone Number	Mobile Number
ana.katigbak@cltpsj.com.ph	(02) 8856-7976	0920-928-6552
No. of Stockholders	Annual Meeting (Month / Day)	Fiscal Year (Month / Day)
630	Last Thursday of May	December 31

CONTACT PERSON INFORMATIONThe designated contact person **MUST** be an Officer of the Corporation

Name of Contact Person	Email Address	Telephone Number	Mobile Number
Mr. Rolando S. Santos	rolly.santos@marcventures.com.ph	(02) 8831-4479	0998-985-0229

CONTACT PERSON'S ADDRESS

16th Floor, BDO Towers Paseo, 8741 Paseo de Roxas, Makati City
--

NOTE 1: In case of death, resignation or cessation of office of the officer designated as contact person, such incident shall be reported to the Commission within thirty (30) calendar days from the occurrence thereof with information and complete contact details of the new contact person designated.

2: All boxes must be properly and completely filled-up. Failure to do so shall cause the delay in updating the corporation's records with the Commission and/or non-receipt of Notice of Deficiencies. Further, non-receipt shall not excuse the corporation from liability for its deficiencies.



INDEPENDENT AUDITORS' REPORT

The Stockholders and the Board of Directors
Bright Kindle Resources & Investments, Inc.
16th Floor BDO Towers Valero
8741 Paseo de Roxas, Makati City

Opinion

We have audited the separate financial statements of Bright Kindle Resources & Investments, Inc. (the Company) (a subsidiary of RYM Business Management Corp.), which comprise the separate statements of financial position as at December 31, 2025 and 2024, and the separate statements of comprehensive income, separate statements of changes in equity and separate statements of cash flows for the years ended then ended, and notes to separate financial statements, including a summary of material accounting policy information.

In our opinion, the accompanying separate financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2025 and 2024, and its financial performance and its cash flows for the years then ended, in accordance with Philippine Financial Reporting Standards (PFRS) Accounting Standards.

Basis for Opinion

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

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

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



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

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

Auditors' Responsibilities for the Audit of the Separate Financial Statements

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

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

- Identify and assess the risks of material misstatement of the separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the separate financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the separate financial statements, including the disclosures, and whether the separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.



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

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

REYES TACANDONG & Co.

BELINDA B. FERNANDO

Partner

CPA Certificate No. 81207

Tax Identification No. 102-086-538-000

BOA Accreditation No. 4782/P-005; Valid until June 6, 2026

SEC Accreditation No. 81207-SEC Group A

Issued January 30, 2020

Valid for Financial Periods 2023 to 2025

BIR Accreditation No. 08-005144-004-2025

Valid until August 10, 2028

PTR No. 10764017

Issued January 2, 2026, Makati City

March 27, 2026

Makati City, Metro Manila

BRIGHT KINDLE RESOURCES & INVESTMENTS, INC.
(A Subsidiary of RYM Business Management Corp.)

SEPARATE STATEMENTS OF FINANCIAL POSITION

		December 31	
	Note	2025	2024
ASSETS			
Current Assets			
Cash	4	₱2,262,172	₱69,191,499
Due from related parties	11	7,017,262	7,017,262
Other current assets	5	11,553,444	11,192,401
Total Current Assets		20,832,878	87,401,162
Noncurrent Assets			
Investment in an associate	7	2,851,654,220	2,759,708,350
Investment in equity securities at fair value through other comprehensive income (FVOCI)	8	147,604,126	–
Loan receivable – net	11	46,078,475	–
Interest receivable	11	1,864,110	–
Property and equipment	6	410,806	537,567
Investment in a subsidiary	7	–	149,650,500
Total Noncurrent Assets		3,047,611,737	2,909,896,417
		₱3,068,444,615	₱2,997,297,579
LIABILITIES AND EQUITY			
Current Liabilities			
Accrued expenses and statutory payables	9	₱521,672	₱620,187
Note payable	10	1,671,501,723	1,671,501,723
Total Current Liabilities		1,672,023,395	1,672,121,910
Equity			
Capital stock	12	840,660,700	840,660,700
Retained earnings		552,613,325	478,265,367
Other comprehensive income		3,147,195	6,249,602
Total Equity		1,396,421,220	1,325,175,669
		₱3,068,444,615	₱2,997,297,579

See accompanying Notes to Separate Financial Statements.

BRIGHT KINDLE RESOURCES & INVESTMENTS, INC.
(A Subsidiary of RYM Business Management Corp.)

SEPARATE STATEMENTS OF COMPREHENSIVE INCOME

	Note	Years Ended December 31	
		2025	2024
REVENUE AND OTHER INCOME			
Share in net income of an associate	7	₱93,757,720	₱23,505,331
Interest income	4	3,072,422	35,856
Gain on property-for-shares exchange	6	–	79,214,147
TOTAL REVENUE AND OTHER INCOME		96,830,142	102,755,334
“DAY 1” LOSS ON DISCOUNTING	11	(15,108,211)	–
GENERAL AND ADMINISTRATIVE EXPENSES	13	(6,580,874)	(7,725,183)
LOSS ON DISPOSAL OF A SUBSIDIARY	7	(755,817)	–
INCOME BEFORE INCOME TAX		74,385,240	95,030,151
PROVISION FOR CURRENT INCOME TAX	14	(37,282)	–
NET INCOME		74,347,958	95,030,151
OTHER COMPREHENSIVE LOSS			
<i>Items not to be reclassified to profit or loss in subsequent period:</i>			
Share in other comprehensive loss of an associate	7	(1,811,850)	(459,713)
Unrealized loss on fair value change of equity securities at FVOCI	8	(1,290,557)	–
		(3,102,407)	(459,713)
TOTAL COMPREHENSIVE INCOME		₱71,245,551	₱94,570,438

BRIGHT KINDLE RESOURCES & INVESTMENTS, INC.
(A Subsidiary of RYM Business Management Corp.)

SEPARATE STATEMENTS OF CHANGES IN EQUITY

		Years Ended December 31	
	Note	2025	2024
CAPITAL STOCK - ₱0.55 par value			
Authorized - 2,000,000,000 shares			
Issued and outstanding - 1,528,474,000 shares	12	₱840,660,700	₱840,660,700
RETAINED EARNINGS			
Balance at beginning of year		478,265,367	383,235,216
Net income		74,347,958	95,030,151
Balance at end of year		552,613,325	478,265,367
OTHER COMPREHENSIVE INCOME (LOSS)			
Cumulative Share in Other Comprehensive Income of an Associate			
	7		
Balance at beginning of year		6,249,602	6,709,315
Share in other comprehensive loss		(1,811,850)	(459,713)
Balance at end of year		4,437,752	6,249,602
Unrealized Loss on Fair Value Changes of Investment in Equity Securities at FVOCI			
	8		
		(1,290,557)	-
		3,147,195	6,249,602
		₱1,396,421,220	₱1,325,175,669

See accompanying Notes to Separate Financial Statements.

BRIGHT KINDLE RESOURCES & INVESTMENTS, INC.
(A Subsidiary of RYM Business Management Corp.)

SEPARATE STATEMENTS OF CASH FLOWS

		Years Ended December 31	
	Note	2025	2024
CASH FLOWS FROM OPERATING ACTIVITIES			
Income before tax		₱74,385,240	₱95,030,151
Adjustments for:			
Share in net income of an associate	7	(93,757,720)	(23,505,331)
“Day 1” loss on discounting	11	15,108,211	–
Interest income	4	(3,072,422)	(35,856)
Loss on disposal of a subsidiary	7	755,817	–
Depreciation	6	181,161	1,357,241
Gain on property-for-share exchange	6	–	(79,214,147)
Operating loss before working capital changes		(6,399,713)	(6,367,942)
Increase in other current assets		(361,043)	(197,327)
Increase (decrease) in accrued expenses and statutory payables		(98,515)	381,730
Net cash used for operations		(6,859,271)	(6,183,539)
Income tax paid		(37,282)	–
Interest received		21,626	35,856
Net cash used in operating activities		(6,874,927)	(6,147,683)
CASH FLOWS FROM INVESTING ACTIVITIES			
Grant of loan receivable to related party	11	(60,000,000)	–
Additions to property and equipment	6	(54,400)	(46,944)
Collections of:			
Dividends receivable		–	60,000,000
Due from related parties		–	152,971
Net cash provided by (used in) investing activities		(60,054,400)	60,106,027
NET INCREASE (DECREASE) IN CASH		(66,929,327)	53,958,344
CASH AT BEGINNING OF YEAR		69,191,499	15,233,155
CASH AT END OF YEAR		₱2,262,172	₱69,191,499
NONCASH FINANCIAL INFORMATION			
Derecognition of investment in a subsidiary	7	(₱149,650,500)	₱–
Recognition of retained investment as investment in equity securities at FVOCI	8	148,894,683	–
Additional investment in a subsidiary through property-for-share exchange	7	–	112,150,500

See accompanying Notes to Separate Financial Statements.

BRIGHT KINDLE RESOURCES & INVESTMENTS, INC.

(A Subsidiary of RYM Business Management Corp.)

NOTES TO SEPARATE FINANCIAL STATEMENTS AS AT AND FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024

1. Corporate Information

General Information

Bright Kindle Resources & Investments, Inc. (the Company) is a holding company, incorporated and registered with the Philippine Securities and Exchange Commission (SEC) on December 4, 1981. On March 21, 1995, the Company listed its shares with Philippine Stock Exchange, Inc. (PSE).

The Company is a subsidiary of RYM Business Management Corporation (the Parent Company), a holding company registered and domiciled in the Philippines. The ultimate parent of the Company is Trans Middle East Philippine Equities, Inc. (TMEE), a holding company incorporated and domiciled in the Philippines.

The Company previously owned 100% equity interest of Brightstar Holdings and Development Inc. (BHDI), a holding and investment company incorporated and registered with the Philippine SEC. The Company's equity interest was diluted to 2.97% effective July 3, 2025 after BHDI acquired ownership in Strong Built (Mining) Development Corporation (SBMDC) via a share-for-share swap transaction with SBMDC's stockholders (see Note 7).

The Company also holds 19.90% equity interest in Marcventures Holdings, Inc. (MARC), a publicly listed entity in the Philippines with investments in mining companies located in Surigao del Sur and in the province of Samar (see Note 7).

The Company's principal office address is at 16th Floor BDO Towers Valero, 8741 Paseo de Roxas, Makati City.

Approval of Separate Financial Statements

The accompanying separate financial statements of the Company as at and for the year ended December 31, 2025 and 2024 were approved and authorized for issuance by the Board of Directors (BOD) of the Company on March 27, 2026.

2. Summary of Material Accounting Policy Information

The material accounting policy information that has been used in the preparation of the separate financial statements have been consistently applied to all the years presented, unless otherwise stated.

Basis of Preparation and Statement of Compliance

The separate financial statements have been prepared in compliance with Philippine Financial Reporting Standards (PFRS) Accounting Standards. This financial reporting framework includes PFRS Accounting Standards, Philippine Accounting Standards (PAS) and Philippine Interpretations from International Financial Reporting Interpretations Committee issued by the Philippine Financial and Sustainability Reporting Standards Council and adopted by the SEC, including SEC pronouncements.

Measurement Bases

The separate financial statements are presented in Philippine Peso, which is also the Company's functional currency. All amounts represent absolute values except otherwise indicated.

The separate financial statements have been prepared using the historical cost basis, except for investment in equity securities at fair value through other comprehensive income (FVOCI) which is measured at fair value. Historical cost is generally based on the fair value of the consideration given in exchange for an asset and fair value of the 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 transaction date. The Company 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.

The Company uses market observable data to a possible extent when measuring the fair value of an asset or a liability. Fair values are categorized into different levels in a fair value hierarchy based on inputs used in the valuation techniques as follows:

- 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.
- 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 separate financial statements on a recurring basis, the Company 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 period.

For the purpose of fair value disclosures, the Company 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 Note 15, *Financial Risk Management Objectives and Policies and Fair Value of Financial Instruments*.

Adoption of Amended PFRS Accounting Standards

The accounting policies adopted are consistent with those of the previous financial year. Relevant amended PFRS Accounting Standards effective beginning January 1, 2025 did not have any material effect on the separate financial statements of the Company.

New and Amendments to PFRS Accounting Standards in Issue But Not Yet Effective or Adopted

Relevant new and amendments to PFRS Accounting Standards, which are not yet effective as at December 31, 2025 and have not been applied in preparing the separate financial statements, are summarized below:

Effective for annual periods beginning on or after January 1, 2026:

- Amendments to PFRS 9, *Financial Instruments*, and PFRS 7, *Financial Instruments: Disclosures – Classification and Measurement of Financial Assets* – The amendment provides to clarify the requirements related to the date of recognition and derecognition of financial assets and financial liabilities, with an exception for derecognition of financial liabilities settled through cash using an electronic payment system. The amendments also clarify the requirements of assessing contractual cash flow characteristics of financial assets, with additional guidance on assessment of contingent features, and the characteristics of non-recourse loans and contractually linked instruments. The amendments also introduce additional disclosure requirements for equity instruments classified as financial asset measured at FVOCI with contingent features. Earlier application is permitted.
- Annual Improvements to PFRS Accounting Standards Volume 11:
 - Amendments to PFRS 7, *Financial Instruments: Disclosures* – The amendments remove some obsolete references related to the gain or loss on derecognition on financial assets of an entity that has a continuing involvement and to the disclosure requirements on deferred differences between fair value and transaction price. The amendments also clarify that the illustrative guidance does not necessarily illustrate all the requirements for credit risk disclosure.
 - Amendments to PAS 7, *Statement of Cash Flows* – The amendments clarify that when accounting for an investment in an associate, a joint venture or a subsidiary accounted for by use of the equity or at cost, an investor restricts its reporting in the statements of cash flows to the cash flows between itself and the investee, such as dividends and advances.

Effective for annual periods beginning on or after January 1, 2027 –

- PFRS 18, *Presentation and Disclosure in Financial Statements* – This standard replaces PAS 1, *Presentation of Financial Statements*, and sets out requirements for the presentation and disclosure of information in general purpose financial statements. The standard introduces new categories and sub-totals in the statements of comprehensive income, additional disclosures on management-defined performance measures, and enhanced requirements for grouping information. Full retrospective application is required. Earlier application is permitted.

Deferred effectivity –

- Amendments to PFRS 10, *Consolidated Financial Statements*, and PAS 28, *Investment in Associates - 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 new and amendments to PFRS Accounting Standards is not expected to have any material effect on the separate financial statements of the Company. Additional disclosures will be included in the separate financial statements, as applicable.

Financial Assets and Liabilities

Date of Recognition. The Company recognizes a financial asset or a financial liability in the separate 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 Company 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 Company 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 Company determines the appropriate method of recognizing the “Day 1” difference amount.

Classification. The Company 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 Company’s business model and its contractual cash flow characteristics.

The Company does not have financial assets and liabilities at FVPL, and debt instruments classified as financial asset at FVOCI as at December 31, 2025 and 2024.

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, 2025 and 2024, the Company's cash, due from related parties, loan receivable and interest receivable are classified under this category.

Financial Assets at FVOCI. For equity instruments, the Company may irrevocably designate the financial asset to be measured at FVOCI in case the following conditions are not 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.

Financial assets at FVOCI are initially measured at fair value plus transaction costs. After initial recognition, equity instruments at FVOCI are measured at fair value with unrealized gains or losses recognized in other comprehensive income (OCI) and are presented in the equity section of the separate statements of financial position. These fair value changes are recognized in equity and are not reclassified to profit or loss in subsequent periods. When the financial asset is derecognized, the cumulative gains or losses previously recognized in 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.

As at December 31, 2025, the Company 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 Company 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.

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, 2025 and 2024, the Company's accrued expenses and note payable are classified under this category.

Reclassification

The Company 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 Policy on Financial Assets at Amortized Cost

The Company records an allowance for ECL which is based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Company expects to receive. The difference is discounted at an approximation to the asset's original effective interest rate.

For other financial instruments measured at amortized cost, the ECL is based on the 12-month ECL, which pertains to the lifetime ECLs that result from default events on a financial instrument that are possible within 12 months after the reporting date. However, when there is 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 Company 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 indicative of significant increases in credit risk since initial recognition.

Investment in an Associate

Investment in an associate is recognized initially at cost and subsequently accounted for using the equity method.

An associate is an entity in which the Company has significant influence but not control, over the financial and operating policies of such entity. The Company's share of its associate's post-acquisition profits or losses is recognized in profit or loss, and its share of post-acquisition movements in reserves is recognized in equity. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment.

The reporting date of the associate and that of the Company are identical and the associate's accounting policies conform to those used by the Company for like transactions and events in similar circumstances. When necessary, adjustments are made to conform the associate's accounting policies in line with those of the Company.

When the Company's share of losses in an associate equal or exceeds its interest in the associate, including any other unsecured receivables, the Company does not recognize further losses, unless it has incurred obligations or made payments on behalf of the associate. Unrealized gains on transactions between the Company and its associate are eliminated to the extent of the Company's interest in the associate. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

The Company determines at the end of each reporting period whether there is any evidence that the investment is impaired. If this is the case, the amount of impairment is calculated as the difference between the carrying amount of the investment and recoverable amount.

Investment in a Subsidiary

The Company's investment in a subsidiary is accounted for in the separate financial statements at cost less any impairment in value.

Under the cost method, the Company recognizes income from the investment only to the extent that the Company received distributions from accumulated profits of the subsidiary after the date of acquisition. Distributions received in excess of such profits are regarded as a reduction of the cost of the investment.

A subsidiary is an entity in which the Company has control. Specifically, the Company controls an investee if it has:

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

The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control.

An assessment of the carrying amount of the investment in subsidiary is performed when there is an indication that the investment has been impaired.

When the Company disposes of its investment in a subsidiary, either through sale or dilution of equity interest, the investment is derecognized at its carrying amount. The difference between the carrying amount and the consideration received or the fair value of retained interest, is recognized in profit or loss in the year of disposal. If the Company retains an interest in the former subsidiary, such interest is accounted for either as a financial asset under PFRS 9 or as an investment in an associate or joint venture under PAS 28, depending on the level of influence retained.

Other Current Assets

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

Input VAT. Input VAT represents tax imposed on the Company 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 Company's current VAT liability.

CWT. CWT represent taxes withheld by the Company'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 Company's income tax liability.

Prepayments. Prepayments are expenses not yet incurred but paid in advance. Prepayments are apportioned over the period covered by the payment and charged to the appropriate account in profit or loss when incurred. Prepayments that are expected to be realized for no more than 12 months after the reporting period are classified as current asset. Otherwise, these are classified as noncurrent asset.

Property and Equipment

Property and equipment are initially measured at cost less accumulated depreciation and amortization and any impairment in value. The cost of an asset consists of its purchase price and costs directly attributable to bringing the asset to its working condition for its intended use.

Subsequent expenditures relating to an item of property and equipment that have already been recognized are added to the carrying amount of the asset when it is probable that future economic benefits, in excess of the originally assessed standard of performance of the existing asset, will flow to the Company. All other subsequent expenditures are recognized as expense in the period in which these are incurred.

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

Depreciation and amortization are calculated on a straight-line basis over the following estimated useful lives of the property and equipment:

	<u>Number of Years</u>
Office furniture and fixtures	2-5
Computer equipment	5

The estimated useful lives and depreciation method are reviewed periodically to ensure that these are consistent with the expected pattern of economic benefits from items of property and equipment.

Fully depreciated property and equipment are retained in the accounts until they are no longer in use and no further depreciation are credited or charged to current operations.

When assets are retired or otherwise disposed of, the cost and the related accumulated depreciation and any impairment in value are removed from the accounts. Any resulting gain or loss is recognized in profit or loss.

Equity

Capital Stock. Capital stock is measured at par value for all shares issued. Incremental costs directly attributable to the issuance of new shares are treated as deduction from equity, net of tax.

Retained Earnings. Retained earnings represent the cumulative balance of net income, net of any dividend declaration.

OCI. OCI comprises of items of income and expense that are not recognized in profit or loss for the year in accordance with PFRS Accounting Standards. OCI of the Company pertains to cumulative share in OCI of an associate and unrealized loss on fair value changes of investment in equity securities at FVOCI. This is not reclassified to profit or loss in subsequent period.

Income Taxes

Current Tax. Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rate used to compute the amount is the one that has 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, carry-forward benefits of any unused net operating loss carryover (NOLCO), excess of minimum corporate income tax (MCIT) over regular corporate income tax (RCIT) to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and unused NOLCO, excess of MCIT over RCIT 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 rate that are expected to apply to the period when the asset is realized or the liability is settled, based on tax rate that has been enacted or substantively enacted at the reporting date.

Deferred tax is recognized in profit or loss except to the extent that it relates to a business combination, or items directly recognized in equity as OCI.

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

Related Party Relationship and Transactions

Parties are considered to be related if one party has the ability to directly or indirectly, control or exercise significant influence over the other party in making financial and operating decisions. These include: (a) individuals owning, directly or indirectly through one or more intermediaries, control or are controlled, or under common control with the Company; (b) associates; and (c) individuals owning directly or indirectly, an interest in the voting power of the Company that give them significant influence over the Company and close members of the family of any such individual; and (d) members of the key management personnel of the Company.

In considering each possible related party relationship, attention is directed to the substance of the relationship and not merely on the legal form.

Related party transactions consist of transfers of resources, services or obligations between the Company and its related parties. Related party transactions are considered material and/or significant if i) these transactions amount to 10% or higher of the Company'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 Company's total assets. Details of transactions entered into by the Company with related parties are reviewed in accordance with the Company's related party transactions policy.

Provisions and Contingencies

Provisions are recognized when there is 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.

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

Events after the Reporting Date

Events after the reporting date that provide additional information about the Company's separate financial position at the financial reporting date (adjusting events) are reflected in the separate financial statements. Events after the reporting date that are not adjusting events are disclosed in the notes to separate financial statements when material.

3. Significant Judgments, Accounting Estimates and Assumptions

The preparation of the separate financial statements in compliance with PFRS Accounting Standards requires management to exercise judgments and make accounting estimates and assumptions that affect the amounts reported in the separate financial statements. The judgments, accounting estimates and assumptions used in the separate financial statements are based upon management's evaluation of relevant facts and circumstances as at the reporting date. While the Company believes that the assumptions are reasonable and appropriate, significant differences in the actual experience or significant changes in the assumptions may materially affect the estimated amounts. Actual results could differ from such estimates.

Judgment

In the process of applying the Company's accounting policies, management has made the following judgments, apart from those involving estimates, which have the most significant effects on the amounts recognized in the separate financial statements.

Establishing Control over a Subsidiary. The Company determines that it has control over its subsidiary by considering, among others, its power over the investee, exposure or rights to variable returns from its involvement with the investee, and the ability to use its power over the investee to affect its returns. The following factors are also considered:

- The contractual arrangement with the other vote holders of the investee;
- Rights arising from other contractual agreements
- The Company's voting rights and potential voting rights

As discussed in Note 7, the Company's equity interest in its subsidiary, BHD1, was diluted to 2.97% upon execution of the share-for-share swap transaction on July 3, 2025. The dilution effectively reduced the Company's voting rights and power over the investee to affect variable returns. As a result, the Company lost control over BHD1, and accordingly, is no longer considered as a subsidiary as at December 31, 2025.

Determining Significant Influence over an Associate. When an entity holds 20% or more of the voting power (directly or through subsidiaries) on an investee, it will be presumed that the investor has significant influence unless it can be clearly demonstrated that this is not the case. If the holding is less than 20%, the entity will be presumed not to have significant influence unless such influence can be clearly demonstrated. A substantial or majority ownership by another investor does not necessarily preclude an entity from having significant influence.

The Company's 19.90% investment in MARC qualifies as an investment in an associate despite not having 20% or more of the voting power because of the existence of significant influence by the Company as evidenced by the following:

- representation on the BOD or equivalent governing body of the investee;
- participation in the policy-making process, including participation in decisions about dividends or other distributions; and
- interchange of managerial personnel.

Details about the investment in an associate are disclosed in Note 7.

Accounting Estimates and Assumptions

Assessing the ECL on Financial Assets at Amortized Cost. The Company estimates ECL for financial assets at amortized cost using the general approach in measuring the ECL. The Company assessed that cash in banks are deposited with reputable counterparty banks that possess good credit ratings. For related party transactions, the Company considered the available liquid assets of the related parties, letter of support from the stockholders and the mitigation of credit exposure through legally enforceable rights.

The Company assesses that a financial asset is considered credit impaired when one or more events that have a detrimental effect on the estimated future cash flows of the asset have occurred, such as significant financial difficulty of the borrower.

No provision for impairment loss was recognized by the Company in 2025 and 2024. The carrying amounts of financial assets at amortized cost are disclosed in Notes 4 and 11.

Determining the Fair Value of Investment in Equity Securities. PFRS Accounting Standards requires certain financial assets to be carried at fair value which requires extensive use of accounting estimates. While significant components of fair value measurement were determined using verifiable objective evidence, the amount of changes in fair value would differ if the Company utilized different valuation methodologies. Any change in the fair value of these financial instruments would directly affect the separate statements of comprehensive income and the separate statements of changes in equity.

The valuation technique, assumptions and key inputs used by the Company in determining the fair value of the investment in equity securities at FVOCI as at December 31, 2025 are disclosed in Note 8.

Assessing the Impairment of Investment in an Associate. The Company assesses the impairment of investment in an associate whenever events or changes in circumstances indicate that the carrying amount of investment in an associate may not be recoverable. The Company considered the following as indicators of impairment, and therefore, performed an impairment review:

- The carrying amount of the net assets of the associate is more than the fair market value of the corresponding shares; and
- The carrying amount of the investment in the separate financial statements exceeds the Company's proportionate share in the carrying amounts of the associate's net assets.

The estimated recoverable amount of the investment pertains to its value in use which was determined using the discounted cash flow method based on the cash flow projections of the associate. The Company also makes estimates and assumptions related to commodity prices, discount rate, and foreign currency exchange rates that can materially affect the determination of the value in use. Commodity prices are based on prices issued by commodity price reporting agencies. Discount rate estimate is computed using the weighted average cost of capital. Foreign currency exchange rates are based on the current and forecast rates from external reliable sources such as banks.

Based on management assessment, the estimated recoverable amount of the Company's investment in an associate is higher than its carrying amount and any reasonably possible change in the key assumptions would not result to the recognition of impairment loss. Accordingly, no impairment loss was recognized in 2025 and 2024. The carrying amount of investment in an associate is disclosed in Note 7.

Assessing Impairment on Investment in a Subsidiary. The Company assesses any impairment on its investment in a subsidiary whenever events or changes in circumstances indicate that the carrying amount of the asset may not be recoverable. Indicators such as significant decline in market value and significant negative industry or economic trends are considered by the Company in deciding when to perform impairment review.

No impairment loss on investment in a subsidiary was recognized in 2024. The carrying amount of the investment in a subsidiary as at December 31, 2024 is disclosed in Note 7. As discussed in Note 7, the investment in subsidiary was derecognized in 2025.

Assessing the Impairment of Other Nonfinancial Assets. The Company assesses impairment on other nonfinancial assets whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. The factors that the Company considers important which could trigger an impairment review include the following:

- significant underperformance relative to expected historical or projected future operating results;
- significant changes in the manner of use of the acquired assets or the strategy for overall business;
or
- significant negative industry or economic trends.

Whenever the carrying amount of an asset exceeds its recoverable amount, an impairment loss is recognized. Recoverable amounts are estimated for individual assets or, if it is not possible, for the CGU to which the asset belongs.

Recoverable amount of an asset is the higher of its fair value less costs to sell or value in use. Value in use is determined as the present value of estimated future cash flows expected to be generated from the Company's investments, primarily from its share in the net income of the associate. The estimated cash flows are discounted using pre-tax discount rates that reflect the current assessment of the time value of money and the risks specific to the asset.

Based on management assessment, there are no impairment indicators on the Company's nonfinancial assets. Accordingly, no impairment loss was recognized in 2025 and 2024.

Assessing the Realizability of Deferred Tax Assets. The Company reviews its deferred tax assets at each reporting date and reduces the carrying amount 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 assets to be utilized. Management has assessed that there may be no sufficient future taxable profits against which the deferred tax assets can be utilized. The Company's unrecognized deferred tax assets is disclosed in Note 14.

4. Cash

This account consists of:

	2025	2024
Cash on hand	₱20,000	₱20,000
Cash in banks	2,242,172	69,171,499
	₱2,262,172	₱69,191,499

Cash in banks earn interest at prevailing bank deposit rates. Interest income earned in 2025 and 2024 are as follows:

	Note	2025	2024
Cash in banks		₱21,626	₱35,856
Loan receivable	11	1,864,110	-
Accretion of "Day 1" loss on loan receivable	11	1,186,686	-
		₱3,072,422	₱35,856

5. Other Current Assets

This account consists of:

	2025	2024
Input VAT	₱10,744,897	₱10,390,651
CWT	560,524	597,806
Prepayments	178,758	179,194
Others	69,265	24,750
	₱11,553,444	₱11,192,401

6. Property and Equipment

Movements in this account are as follows:

	2025		
	Office Furniture and Fixtures	Computer Equipment	Total
Cost			
Balance at beginning of year	₱1,929,169	₱727,221	₱2,656,390
Additions	54,400	–	54,400
Balance at end of year	1,983,569	727,221	2,710,790
Accumulated Depreciation			
Balance at beginning of year	1,838,344	280,479	2,118,823
Depreciation	32,414	148,747	181,161
Balance at end of year	1,870,758	429,226	2,299,984
Carrying Amount	₱112,811	₱297,995	₱410,806

	2024			Total
	Condominium Units	Office Furniture and Fixtures	Computer Equipment	
Cost				
Balance at beginning of year	₱47,788,569	₱1,893,169	₱716,277	₱50,398,015
Additions	–	36,000	10,944	46,944
Transfers	(47,788,569)	–	–	(47,788,569)
Balance at end of year	–	1,929,169	727,221	2,656,390
Accumulated Depreciation				
Balance at beginning of year	13,667,859	1,809,434	136,505	15,613,798
Depreciation	1,184,357	28,910	143,974	1,357,241
Transfers	(14,852,216)	–	–	(14,852,216)
Balance at end of year	–	1,838,344	280,479	2,118,823
Carrying Amount	₱–	₱90,825	₱446,742	₱537,567

Depreciation expense charged to operations amounted to ₱0.2 million and ₱1.4 million in 2025 and 2024, respectively (see Note 13).

As at December 31, 2025 and 2024, the cost of fully-depreciated property and equipment still in use amounted to ₱1.8 million.

Deed of Assignment to BHDl

On January 20, 2023, the Company and BHDl executed a Deed of Assignment under which the Company assigned in favor of BHDl it's one (1) condominium unit and four (4) parking slots in exchange for 1,121,505,000 common shares with ₱0.10 par value a share from the authorized capital stock of BHDl. The transaction is pursuant to the approval by the Company of a property-for-share swap wherein the property will be exchanged for shares in BHDl, and subject to the confirmation of valuation by the SEC and tax-free exchange application with the Bureau of Internal Revenue (BIR).

On September 12, 2024, the Company obtained the certificate of approval of valuation from the SEC. On the same date, the subject property was also transferred to BHDl in exchanges for BHDl's shares valued at ₱112.2 million (see Note 7). The exchange resulted to a gain of ₱79.2 million recognized in the separate statements of comprehensive income.

7. Investment in an Associate and a Subsidiary

Investment in an Associate

Movements in this account are as follows:

	2025	2024
Acquisition Cost (see Notes 10 and 11)	₱2,604,000,000	₱2,604,000,000
Cumulative Share in Earnings		
Balance at beginning of year	149,458,748	125,953,417
Share in net income	93,757,720	23,505,331
Balance at end of year	243,216,468	149,458,748
Cumulative Share in OCI		
Balance at beginning of year	6,249,602	6,709,315
Share in OCI	(1,811,850)	(459,713)
Balance at end of year	4,437,752	6,249,602
Carrying Amount	₱2,851,654,220	₱2,759,708,350

The Company has 600,000,000 shares of MARC representing 19.90% equity interest as at December 31, 2025 and 2024. MARC has investments in mining companies located in Surigao del Sur and in the province of Samar. MARC's principal office address is at Unit 4-3 BDO Towers Paseo, Paseo de Roxas, Makati City.

Summarized financial information of MARC follows:

	2025	2024
Total current assets	₱1,466,016,675	₱813,509,424
Total noncurrent assets	4,759,387,951	4,992,779,805
Total current liabilities	242,562,608	284,253,113
Total noncurrent liabilities	607,621,756	608,855,399
Revenue	2,708,084,394	1,716,215,975
Net income	471,144,321	118,117,245
Other comprehensive loss	(9,104,776)	(2,310,118)
Total comprehensive income	462,039,545	115,807,127

The reconciliation of the share in the net assets of MARC and the carrying amount of the investment in an associate as at December 31, 2025 and 2024 are as follows:

	2025	2024
Net assets as at beginning of year	₱4,913,180,717	₱4,797,373,590
Net income	471,144,321	118,117,245
Other comprehensive loss	(9,104,776)	(2,310,118)
Net assets as at end of year	5,375,220,262	4,913,180,717
Equity interest*	19.90%	19.90%
Share in net assets of associate	1,069,664,115	977,718,245
Goodwill on acquisition and others	1,781,990,105	1,781,990,105
Carrying amount	₱2,851,654,220	₱2,759,708,350

*rounded

On February 2, 2026, MARC declared cash dividends at ₱0.13 a share in favor of stockholders of record as of February 16, 2026, which is payable on March 10, 2026. The Company received ₱79.6 million from this dividend declaration.

The Company considered the following as indicators of impairment, and therefore, performed an impairment review:

- The carrying amount of the net assets of the associate is more than the fair market value of the corresponding shares; and
- The carrying amount of the investment exceeds the Company's proportionate share in the carrying amounts of the associate's net assets.

The estimated recoverable amount of the investment pertains to its value-in-use which was determined using the discounted cash flow method based on the cash flow projections of the associate. Based on management assessment, the estimated recoverable amount of the investment in an associate is higher than its carrying amount. Accordingly, no impairment loss was recognized in 2025 and 2024.

The calculation of value-in-use is most sensitive to the discount rate and foreign currency exchange rate used. The discount rate reflects management's estimate of the risks specific to the investment. Any future significant increase (decrease) in discount rate will result in lower (higher) recoverable amount. Foreign currency exchange rate movements directly affect commodity prices, which in turn influence revenues used in the investee's cash flow projections. Any future significant increase (decrease) in exchange rates will result in higher (lower) recoverable amount.

Investment in a Subsidiary

Movement in this account follows:

	2025	2024
Balance at beginning of year	₱149,650,500	₱37,500,000
Derecognition	(149,650,500)	-
Additional investment	-	112,150,500
Balance at end of year	₱-	₱149,650,500

In 2022, the Company subscribed to 375,000,000 common shares of BHDl for a consideration of ₱37,500,000 equivalent to a full ownership interest.

On January 20, 2023, the Company subscribed to additional 1,121,505,000 common shares of BHDl at ₱0.1 par through a property-for-share swap transaction. On September 12, 2024, upon receipt of the certificate of approval of valuation from the SEC, the Company transferred the subject property to BHDl in exchange for BHDl's shares valued at ₱112.2 million (see Note 6).

BHDl was incorporated and registered with the SEC on May 27, 2022. It is primarily engaged in dealing with all kinds of property, including but not limited to bonds, debentures, promissory notes, shares of stock, or other securities or obligations without engaging in the business of an investment company under the Investment Company Act or a finance company or a broker or dealer in securities.

BHDl's registered office address is at 16th Floor BDO Towers Valero, 8741 Paseo de Roxas, Makati City.

On June 13, 2024 and August 13, 2024, the BOD and stockholders, respectively, of BHDl approved the following transactions:

- 1) Acquisition of 100% interest in SBMDC from SBMDC's stockholders in exchange for ownership in BHDl (share-for-share swap) and assignment of BHDl's condominium assets, together worth ₱5,000.0 million to SBMDC's stockholders. SBMDC is a mining company holding Mineral Production Sharing Agreement (MPSA) No. 254-2007-VIII authorized to operate a magnetite iron sand mine covering 7,411 hectares in certain municipalities in the Province of Leyte.
- 2) Increase in BHDl's authorized capital stock from ₱150.0 million at ₱0.10 par value a share to ₱7,000.0 million at ₱0.10 par value a share.

On July 3, 2025, the SEC approved BHDl's application to increase its authorized capital stock. BHDl subsequently issued new shares from the increase to SBMDC's stockholders but has mutually agreed to rescind the assignment of condominium assets. As a result of these transactions, BHDl has acquired 97.76% equity interest in SBMDC effective July 3, 2025, while the Company's ownership in BHDl was diluted from 100% as at December 31, 2024 to 2.97% as at December 31, 2025.

After the dilution, the Company accounted for the remaining 2.97% investment in BHDl as financial asset at FVOCI. Fair value at designation date amounted to ₱148.9 million (see Note 8). The Company recognized a loss on disposal of a subsidiary amounting to ₱0.8 million.

The summarized financial information of BHDl as at December 31, 2024 is as follows:

	2024
Current assets	₱34,596,736
Noncurrent assets	110,804,694
Current liabilities	483,678
Equity	144,917,752
Net income	536,152

8. Investment in Equity Securities at FVOCI

At the date of loss of control in 2025, the Company designated its investment in BHDl as financial asset at FVOCI (see Note 7). Movements in the investment in equity securities at FVOCI are summarized as follows:

	Note	2025
Fair value of investment at designation date	7	₱148,894,683
Unrealized loss from designation date to year-end		(1,290,557)
Fair Value at year-end		₱147,604,126

The fair value of the investment was determined using the adjusted net asset method, an asset-based approach measured at Level 3 (significant unobservable inputs). This method derives value from the fair value of the investee's assets and liabilities, which is appropriate given the investee's asset-driven nature and early stage of development.

9. Accrued Expenses and Statutory Payables

This account consists of:

	2025	2024
Accrued expenses	₱483,507	₱596,501
Statutory payables	38,165	23,686
	₱521,672	₱620,187

Accrued expenses pertain to accrual of outside services, professional fees, and electricity, among others, which are expected to be settled in the next reporting period.

Statutory payables pertain to withholding taxes that are to be remitted to the government within the next reporting period.

10. Note Payable

The Company's note payable amounting to ₱1,671.5 million as at December 31, 2025 and 2024 pertains to a due and demandable, noninterest-bearing loan from TMEE. The proceeds of the loan were used to initially finance the acquisition of investment in MARC (see Notes 7 and 11).

11. Related Party Transactions

The Company has the following transactions with its Parent Company and other related parties:

	Note	Nature of Transactions	Amount of Transactions		Outstanding Balances	
			2025	2024	2025	2024
Due from Related Parties						
Parent Company		Advances for working capital	₱-	₱-	₱7,000,000	₱7,000,000
Entities under common management			-	-	17,262	17,262
					₱7,017,262	₱7,017,262

	Note	Nature of Transactions	Amount of Transactions		Outstanding Balances	
			2025	2024	2025	2024
Loan Receivable						
Entity under common management						
		Principal	₱60,000,000	₱-	₱46,078,475	₱-
		“Day 1” difference	(15,108,211)	-	-	-
	4	Interest	1,864,110	-	1,864,110	-
Note Payable						
Ultimate Parent	7, 10	Note payable	₱-	₱-	₱1,671,501,723	₱1,671,501,723

Due from Related Parties

These amounts represent working capital advances which are unimpaired, unsecured and collectible in cash. Working capital advances are noninterest-bearing and collectible on demand.

Loan Receivable

In 2025, the Company entered into a loan agreement with BHDl for ₱60,000,000, subject to an annual interest rate of 7%. The principal amount and the applicable interest shall be payable within five (5) years from the drawdown date. Interest income amounted to ₱1.9 million in 2025 (see Note 4).

At the transaction date, the fair value of the loan receivable computed at the present value of future cash flows discounted using effective interest rate of 5.96% is different from the transaction price. Accordingly, the Company recognized “Day 1” loss on loan receivable of ₱15.1 million.

Movements in loan receivable are as follows:

	Note	
Original amount		₱60,000,000
“Day 1” loss		
Initial recognition		15,108,211
Accretion	4	(1,186,686)
Balance at end of year		13,921,525
Carrying amount		₱46,078,475

Compensation of Key Management Personnel

The Company has not paid any compensation to its key management personnel in 2025 and 2024. The accounting and administrative functions of the Company are being handled by the affiliate companies at no cost.

12. Equity

Capital Stock

On March 21, 1995, the SEC approved the listing of the Company’s 118,000,000 shares at an offer price of ₱1 per share. Accordingly, on the same date, the Parent Company listed its shares with PSE. Subsequently, the par value of the Company’s common stock was reduced from ₱1 per share to ₱0.55 per share as approved by the SEC on October 17, 2012.

As at December 31, 2025 and 2024, the Company has ₱840.7 million capital stock and 1,528,474,000 listed shares in the PSE.

The following summarizes the information on the Company's issued and subscribed shares as at December 31, 2025:

	Number of Shares Issued and Subscribed	Percentage of Shares
Non-public shareholdings:		
a. Related parties	1,170,185,989	76.56%
b. Affiliates, directors and officers*	9,900	0%
Public shareholdings	358,278,111	23.44%
	1,528,474,000	100.00%

The total number of shareholders of the Company is 630 and 626 as at December 31, 2025 and 2024, respectively.

Cash and Property Dividend Declaration

On September 8, 2023 and November 21, 2023, the BOD and stockholders, respectively, approved the declaration of property dividends wherein the Company will distribute 509,491,333 common shares of BHDl at ₱0.1 par value a share equivalent to ₱50.9 million in favor of the Company's shareholders at an entitlement ratio of one (1) BHDl common share for every three (3) BKR common shares. The BOD also approved on the same date the declaration of cash dividends amounting to ₱6.1 million to cover the withholding taxes arising from the property dividend.

On January 30, 2026, the SEC acknowledged and confirmed the Company's declaration of property and cash dividend, subject to the condition that the Company has unrestricted retained earnings sufficient to warrant the said dividend declaration. The payment date will be announced once the Company has secured the electronic certificate authorizing registration from the BIR.

13. General and Administrative Expenses

This account consists of:

	Note	2025	2024
Professional fees		₱2,777,185	₱2,809,625
Outside services		1,078,285	1,469,280
Taxes and licenses		936,047	346,104
Director's fees		655,000	635,000
Insurance		392,547	372,435
Advertising and promotions		305,026	238,711
Depreciation	6	181,161	1,357,241
Communication, light and water		121,936	126,625
Fines and penalties		36,044	50,000
Repairs and maintenance		4,100	16,657
Membership dues and other fees		2,917	120,360
Others		90,626	183,145
		₱6,580,874	₱7,725,183

Others mainly pertain to trainings and seminars, and bank charges.

The comparative figures of “Others” in 2024 was changed to properly bring an item to insurance expense. The change did not affect the total general and administrative expenses and did not have any material impact on the entire financial statements.

14. Income Taxes

The provision for current income tax of ₱37,282 in 2025 pertains to MCIT. The Company has no income tax expense in 2024 due to its gross and taxable loss position.

The Company’s unrecognized deferred tax assets are as follows:

	2025	2024
NOLCO	₱7,431,097	₱9,290,505
Unamortized “day 1” loss	3,480,381	–
Excess MCIT over RCIT	44,246	12,164
	₱10,955,724	₱9,302,669

Management has assessed that there may be no sufficient future taxable profits against which the deferred tax assets can be utilized.

Details of unused NOLCO that can be claimed as deduction from future taxable income are as follows:

Year	Balance at Beginning of Year	Incurred	Applied	Expired	Balance at End of Year	Year of Expiry
2025	₱–	₱5,436,537	₱–	₱–	₱5,436,537	2028
2024	7,671,898	–	–	–	7,671,898	2027
2023	8,896,592	–	–	–	8,896,592	2026
2022	6,589,880	–	–	6,589,880	–	2025
2021	7,719,361	–	–	–	7,719,361	2026
2020	6,284,288	–	–	6,284,288	–	2025
	₱37,162,019	₱5,436,537	₱–	₱12,874,168	₱29,724,388	

Details of excess MCIT over RCIT are as follows:

Year	Balance at Beginning of Year	Incurred	Expired	Balance at End of Year	Year of Expiry
2025	₱–	₱37,282	₱–	₱37,282	2028
2023	6,964	–	–	₱6,964	2026
2022	5,200	–	5,200	–	2025
	₱12,164	₱37,282	₱5,200	₱44,246	

Under Republic Act No. 11494, also known as “Bayanihan to Recover As One Act” and Revenue Regulations No 25-2020, the Company is allowed to carry-over its net operating losses incurred for taxable years 2020 and 2021 for the next five (5) years immediately following the year of such loss.

The reconciliation of provision for income tax at the statutory income tax to the provision for income tax shown in the separate statements of comprehensive income follows:

	2025	2024
Provision for income tax computed at statutory tax rate	P18,596,310	P23,757,538
Change in unrecognized deferred tax assets	1,653,055	1,917,975
Add (deduct) tax effects of:		
Share in net income of an associate	(23,439,430)	(5,876,333)
Expired NOLCO and MCIT	3,223,742	-
Nondeductible expenses	9,012	13,321
Interest income subjected to final tax	(5,407)	(8,964)
Nontaxable income	-	(19,803,537)
	P37,282	P-

15. Financial Risk Management Objectives and Policies and Fair Value of Financial Instruments

Financial Risk Management Objectives and Policies

The Company has risk management policies that systematically view the risks that could prevent the Company from achieving its objectives. These policies are intended to manage risks identified in such a way that opportunities to deliver the Company's objectives are achieved. The Company's risk management takes place in the context of day-to-day operations and normal business processes such as strategic planning and business planning. Management has identified each risk and is responsible for coordinating and continuously improving risk strategies, processes and measures in accordance with the Company's established business objectives.

The Company's principal financial instruments consist of cash, due from related parties, loan receivable, interest receivable, accrued expenses and note payable. The primary purpose of these financial instruments is to finance the Company's operations. The main risks arising from the use of these financial instruments are credit risk and liquidity risk.

Management reviews and approves the policies for managing each of these risks which are summarized below.

Credit Risk

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counterparty defaults on its obligation. The Company's exposure to credit risk arises primarily from cash in banks, due from related parties, loan receivable and interest receivable.

The Company's maximum exposure to credit risk on the financial assets at amortized cost is the carrying amount of those assets as at the reporting date.

The Company limits its credit risk from balances with banks by depositing its cash with highly reputable and pre-approved financial institutions. For due from related parties, loan receivable and interest receivable credit risk is low since the Company only transacts with related parties with strong capacity to meet its contractual cash flow obligations in the near term.

The Company considers credit risk in measuring ECL of financial assets at amortized cost. Since the financial assets at amortized cost of the Company are considered to have low credit risk, impairment loss is limited to 12-month ECL.

Generally, financial assets at amortized cost are written-off when there is no reasonable expectation of recovery. Indicators of this include the failure of a debtor to engage in a repayment plan, no active enforcement activity and a failure to make contractual payments for a period greater than one year.

The table below presents high grade credit quality of the Company's financial assets at amortized cost.

	2025	2024
Cash in banks	₱2,242,172	₱69,171,499
Due from related parties	7,017,262	7,017,262
Loan receivable – net	46,078,475	–
Interest receivable	1,864,110	–
	₱57,202,019	₱76,188,761

High grade credit quality represents settlements which are obtained from counterparty following the terms of the contracts without much collection effort.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to settle or meet its financial obligations when they fall due. The Company aims to maintain flexibility by maintaining sufficient cash to meet all foreseeable cash needs.

The tables below summarize the maturity profile of the Company's financial liabilities at amortized cost as at December 31, 2025 and 2024 based on contractual undiscounted cash flows.

	2025		
	On Demand	Within One Year	Total
Accrued expenses	₱–	₱483,507	₱483,507
Note payable	1,671,501,723	–	1,671,501,723
	₱1,671,501,723	₱483,507	₱1,671,985,230

	2024		
	On Demand	Within One Year	Total
Accrued expenses	₱–	₱596,501	₱596,501
Note payable	1,671,501,723	–	1,671,501,723
	₱1,671,501,723	₱596,501	₱1,672,098,224

Fair Value of Financial Instruments

Comparison of the carrying amounts and fair values of the financial instruments are as follows:

	2025		2024	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial Assets				
Cash	₱2,262,172	₱2,262,172	₱69,191,499	₱69,191,499
Due from related parties	7,017,262	7,017,262	7,017,262	7,017,262
Investment in equity securities as FVOCI	147,604,126	147,604,126	–	–
Loan receivable - net	46,078,475	45,286,762	–	–
Interest receivable	1,864,110	1,864,110	–	–
	₱204,826,145	₱204,034,432	₱76,208,761	₱76,208,761
Financial Liabilities				
Note payable	₱1,671,501,723	₱1,671,501,723	₱1,671,501,723	₱1,671,501,723
Accrued expenses	483,507	483,507	596,501	596,501
	₱1,671,985,230	₱1,671,985,230	₱1,672,098,224	₱1,672,098,224

The carrying amount of cash, due from related parties, accrued expenses and note payable approximate their fair values due to their short-term maturities and demand nature.

The fair value of the loan receivable was determined based on the instrument's expected cash flows using the prevailing PDS BVAL Reference Rates that are specific to the tenor of the instruments' cash flows at reporting date (Level 2). The carrying amount of interest receivable approximate its fair value because the impact of time value of money is not material.

The fair value of the investment in equity securities at FVOCI was determined using the adjusted net asset method, an asset-based approach measured at Level 3. Under this method, fair value is derived from the fair value of the investee's assets and liabilities.

There are no transfers between levels of fair value hierarchy in 2025 and 2024.

16. Capital Management Objectives, Policies and Procedures

The Company's capital management objectives are to ensure the Company's ability to continue as a going concern and to provide an adequate return to shareholders. The Company manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Company may return capital to shareholders or issue new shares. Also, the Company is not subject to any externally imposed capital requirements.

The Company considers its total equity amounting to ₱1,396.4 million and ₱1,325.2 million as at December 31, 2025 and 2024, respectively, as its capital.

There has been no change in the objectives, policies, processes in 2025 and 2024.



Elaine Gesmundo <elaine.gesmundo@marcventures.com.ph>

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1 message

eafs@bir.gov.ph <eafs@bir.gov.ph>
To: JERMAINE.EJAN@marcventures.com.ph
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Mon, May 11, 2026 at 8:54 AM

Hi BRIGHT KINDLE RESOURCES & INVESTMENTS, INC.,

Valid files

- EAFS000803498RPTY122025.pdf
- EAFS000803498ITRTY122025.pdf
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Transaction Code: **AFS-0-2P2SQMRQ0967B9B5FMMSNMS3T02TQY2YNS**
Submission Date/Time: **May 11, 2026 08:54 AM**
Company TIN: **000-803-498**

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- The submitted forms, documents and attachments are complete, truthful and correct based on the personal knowledge and the same are from authentic records;
- The submission is without prejudice to the right of the BIR to require additional document, if any, for completion and verification purposes;
- The hard copies of the documents submitted through this facility shall be submitted when required by the BIR in the event of audit/investigation and/or for any other legal purpose.

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BRIGHT KINDLE RESOURCES & INVESTMENTS INC.

STATEMENT OF MANAGEMENT'S RESPONSIBILITY FOR SEPARATE FINANCIAL STATEMENTS


The Management of Bright Kindle Resources & Investments Inc. (the Company) is responsible for the preparation and fair presentation of the separate financial statements, including the schedules attached therein, for the years ended **December 31, 2025 and 2024** in accordance with the prescribed financial reporting framework indicated therein, and for such internal control as management determines is necessary to enable the preparation of separate financial statements that are free from material misstatement, whether due to fraud or error.


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

The Board of Directors is responsible in overseeing the Company's financial reporting process.

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

Reyes Tacandong & Co., the independent auditors appointed by the stockholders for years December 31, 2025 and 2024, have audited the separate financial statements of the Company in accordance with Philippine Standards on Auditing, and in their reports to the stockholders, have expressed their opinion on the fairness of presentation upon completion of such audit.

Signature: 
Augusto C. Serafica Jr.
President/CEO

Signature: 
Cesar C. Zalamea
Chairman of the Board

Signature: 
Rolando S. Santos
SVR Treasurer

Signed this 04-16-2020

APR 16 2026

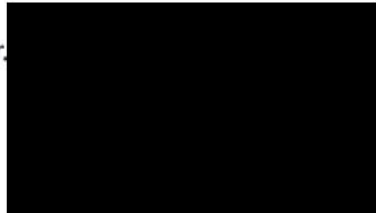
SUBSCRIBED AND SWORN to before me this _____ day of _____
affiant(s) exhibiting to their evidence of identity, as follows:

NAMES	COMPETENT Evidence of Identity (TIN)	DATE OF ISSUE	PLACE OF ISSUE
-------	--	---------------	----------------

Augusto C. Serafica Jr.

Cesar C. Zalamea

Rolando S. Santos



Doc. No. 451
 Page No. 92
 Book No. XXIII
 Series of 20 26

ATTY. RYAN ANTHONY G. PEREÑA
 NOTARY PUBLIC for MAKATI CITY
 Commission No. M-012 until 11, 2027
 No. of Attorneys 77327
 PTR No. 10764513; 01/02/2026; Makati City
 IBP OR No. 566188 12/16/2025; Pasig City
 MCLE Compliance No. VIII-0000389
 8553 San Jose St., Guadalupe Nuevo, Makati City



SECURITIES AND EXCHANGE COMMISSION

THE SEC HEADQUARTERS 7907 Makati Avenue, Salcedo Village, Bel-Air, Makati City
1209 Trunk Line No:02-5322-7696 Email Us:www.sec.gov.ph/imessagemo@sec.gov.ph



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Company Information

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Industry Classification: G51000

Company Type: Stock Corporation

Document Information

Document ID: OST105112026811349044

Document Type: Financial Statement

Document Code: FS

Period Covered: December 31, 2025

Submission Type: Consolidated

Remarks: None

Acceptance of this document is subject to review of forms and contents



INDEPENDENT AUDITORS' REPORT

The Stockholders and the Board of Directors
Bright Kindle Resources & Investments, Inc. and Subsidiary
16th Floor BDO Towers Valero (formerly Citibank Tower)
8741 Paseo de Roxas, Makati City

Opinion

We have audited the financial statements of Bright Kindle Resources & Investments, Inc. (the Parent Company or BKR) and Subsidiary (the Group), which comprise the statement of financial position as at December 31, 2025, and the statement of comprehensive income, statement of changes in equity and statement of cash flows for the year ended December 31, 2025, and the Group's consolidated statement of financial position as at December 31, 2024, and its consolidated statements of comprehensive income, consolidated statements of changes in equity and consolidated statements of cash flows for the years ended December 31, 2024 and 2023 (collectively referred to as the "group financial statements"), and the notes to the group financial statements, including a summary of material accounting policy information.

In our opinion, the accompanying financial statements present fairly, in all material respects, BKR's financial position as at December 31, 2025 and its financial performance and cash flows for the year then ended and the Group's consolidated financial position as at December 31, 2024, and the consolidated financial performance and consolidated cash flows for the years ended December 31, 2024 and 2023 in accordance with Philippine Financial Reporting Standards (PFRS) Accounting Standards.

Basis for Opinion

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

Other Matter

As discussed in Note 1, on July 3, 2025, the Parent Company's Subsidiary acquired 97.76% equity interest in Strong Built (Mining) Development Corporation (SBMDC) in exchange for ownership in the Subsidiary via a share-for-share swap transaction with SBMDC's stockholders. This transaction diluted the Parent Company's ownership in the Subsidiary from 100% to 2.97%. Accordingly, the Parent Company derecognized the Subsidiary's assets and liabilities from the consolidated financial statements starting at the acquisition date. The comparative figures and information as at December 31, 2024 and for the years ended December 31, 2024 and 2023 presented in the consolidated financial statements pertains to the Group, while the figures and information as at and for the year ended December 31, 2025 pertains only to BKR.



Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements as at and for the year ended December 31, 2025.

These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Assessment of Impairment of Investment in an Associate

BKR's investment in an associate with a carrying amount of ₱2,851.7 million as at December 31, 2025 representing 92.8% of the BKR's total assets, is required to be assessed at reporting date if there are indicators of impairment. As discussed in Note 3, there are indicators that the investment in an associate may be impaired. This is a key audit matter because of the significant judgment and estimates required in the computation of the recoverable amount of the investment.

We reviewed management's basis for selecting value in use in determining the recoverable amount, as it was assessed to be higher than fair value less cost to sell, as well as the discounted cash flows that represent the recoverable amount of the investment in an associate. We reviewed the reasonableness of the key assumptions used in the computation which include, among others, production levels, commodity prices, sales forecasts, discount rates and foreign currency exchange rates by comparing to historical performance, external data and industry benchmarks. We also reviewed the related disclosures in Notes 3 and 9 to the group financial statements.

Other Information

Management is responsible for the other information. The other information comprises the information included in the SEC Form 20-IS (Definitive Information Statement) and SEC Form 17-A (Annual Report) for the year ended December 31, 2025, but does not include the group financial statements and our Auditors' report thereon. The SEC Form 20-IS, and SEC Form 17-A for the year ended December 31, 2025 are expected to be made available to us after the date of this Auditors' report.

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

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

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

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

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



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

Auditors' Responsibilities for the Audit of the Group Financial Statements

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

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

- Identify and assess the risks of material misstatement of the group financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting
- policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the group financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the group financial statements, including the disclosures, and whether the group financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the group financial information of the entities or business activities within the Group to express an opinion on the group financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.



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

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

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

The engagement partner on the audit resulting in this independent auditors' report is Belinda B. Fernando.

REYES TACANDONG & Co.

BELINDA B. FERNANDO

Partner

CPA Certificate No. 81207

Tax Identification No. 102-086-538-000

BOA Accreditation No. 4782/P-005; Valid until June 6, 2026

SEC Accreditation No. 81207-SEC Group A

Issued January 30, 2020

Valid for Financial Periods 2023 to 2025

BIR Accreditation No. 08-005144-004-2025

Valid until August 10, 2028

PTR No. 10764017

Issued January 2, 2026, Makati City

March 27, 2026

Makati City, Metro Manila

BRIGHT KINDLE RESOURCES & INVESTMENTS, INC. AND SUBSIDIARY
STATEMENT OF FINANCIAL POSITION
AS AT DECEMBER 31, 2025* AND
CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT DECEMBER 31, 2024

		December 31	
	Note	2025*	2024
ASSETS			
Current Assets			
Cash	4	₱2,262,172	₱72,070,102
Due from related parties	12	7,017,262	31,449,785
Other current assets	5	11,553,444	18,478,010
Total Current Assets		20,832,878	121,997,897
Noncurrent Assets			
Investment in an associate	9	2,851,654,220	2,759,708,350
Investment in equity securities at fair value through other comprehensive income (FVOCI)	8	147,604,126	–
Loan receivable – net	12	46,078,475	–
Interest receivable	12	1,864,110	–
Property and equipment	6	410,806	537,567
Investment property	7	–	32,541,567
Total Noncurrent Assets		3,047,611,737	2,792,787,484
		₱3,068,444,615	₱2,914,785,381
LIABILITIES AND EQUITY			
Current Liabilities			
Note payable	11	₱1,671,501,723	₱1,671,501,723
Accrued expenses and statutory payables	10	521,672	1,079,215
Due to a related party	12	–	24,650
Total Current Liabilities		1,672,023,395	1,672,605,588
Equity			
Capital stock	13	840,660,700	840,660,700
Retained earnings		552,613,325	395,269,491
Other comprehensive income		3,147,195	6,249,602
Total Equity		1,396,421,220	1,242,179,793
		₱3,068,444,615	₱2,914,785,381

See accompanying Notes to Group Financial Statements.

*The statement of financial position as at December 31, 2025 pertains to BKR only due to the deconsolidation of the Subsidiary as discussed in Note 1.

BRIGHT KINDLE RESOURCES & INVESTMENTS, INC. AND SUBSIDIARY

**STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED DECEMBER 31, 2025* AND
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023**

		Years Ended December 31		
	Note	2025*	2024	2023
REVENUE AND OTHER INCOME				
Share in net income of an associate	9	₱93,757,720	₱23,505,331	₱46,195,165
Gain on deconsolidation of a subsidiary	8	20,734,912	–	–
Interest income	4	3,072,966	40,151	27,097
Rental income	7	2,059,908	4,119,816	2,059,908
Other income	12	–	107,143	464,286
TOTAL REVENUE AND OTHER INCOME		119,625,506	27,772,441	48,746,456
GENERAL AND ADMINISTRATIVE EXPENSES	14	(23,497,265)	(10,469,265)	(15,664,528)
“DAY 1” LOSS ON DISCOUNTING	12	(15,108,211)	–	–
INCOME BEFORE INCOME TAX		81,020,030	17,303,176	33,081,928
PROVISION FOR INCOME TAX	15	(37,282)	–	(6,964)
NET INCOME		80,982,748	17,303,176	33,074,964
OTHER COMPREHENSIVE LOSS				
<i>Not to be reclassified to profit or loss in subsequent period:</i>				
Share in other comprehensive loss of an associate	9	(1,811,850)	(459,713)	(1,127,366)
Unrealized loss on fair value change of equity securities at FVOCI	8	(1,290,557)	–	–
		(3,102,407)	(459,713)	(1,127,366)
TOTAL COMPREHENSIVE INCOME		₱77,880,341	₱16,843,463	₱31,947,598
EARNINGS PER SHARE -				
BASIC AND DILUTED	16	₱0.053	₱0.011	₱0.022

See accompanying Notes to Group Financial Statements.

*The 2025 statement of comprehensive income includes BKR's transactions only beginning July 3, 2025, which is the date of deconsolidation of the Subsidiary, as discussed in Note 1.

BRIGHT KINDLE RESOURCES & INVESTMENTS, INC. AND SUBSIDIARY

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED DECEMBER 31, 2025* AND
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023**

		Years Ended December 31		
	Note	2025*	2024	2023
CAPITAL STOCK - ₱0.55 par value				
Authorized - 2,000,000,000 shares				
Issued and outstanding -1,528,474,000 shares	13	₱840,660,700	₱840,660,700	₱840,660,700
RETAINED EARNINGS				
Balance at beginning of year		395,269,491	377,966,315	344,891,351
Net income		80,982,748	17,303,176	33,074,964
Effect of deconsolidation	8	76,361,086	-	-
Balance at end of year		552,613,325	395,269,491	377,966,315
OTHER COMPREHENSIVE INCOME (LOSS)				
Cumulative Share in Other Comprehensive Income of an Associate				
	9			
Balance at beginning of year		6,249,602	6,709,315	7,836,681
Share in other comprehensive loss		(1,811,850)	(459,713)	(1,127,366)
Balance at end of year		4,437,752	6,249,602	6,709,315
Unrealized Loss on Fair Value Changes of Investment in Equity Securities at FVOCI				
	8	(1,290,557)	-	-
		3,147,195	6,249,602	6,709,315
		₱1,396,421,220	₱1,242,179,793	₱1,225,336,330

See accompanying Notes to Group Financial Statements.

*The 2025 statement of changes in equity includes BKR's transactions only beginning July 3, 2025, which is the date of deconsolidation of the Subsidiary, as discussed in Note 1.

BRIGHT KINDLE RESOURCES & INVESTMENTS, INC. AND SUBSIDIARY

**STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED DECEMBER 31, 2025* AND
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023**

		Years Ended December 31		
	Note	2025*	2024	2023
CASH FLOWS FROM OPERATING ACTIVITIES				
Income before income tax		₱81,020,030	₱17,303,176	₱33,081,928
Adjustments for:				
Share in net income of an associate	9	(93,757,720)	(23,505,331)	(46,195,165)
Gain on deconsolidation	8	(20,734,912)	–	–
“Day 1” loss on discounting	12	15,108,211	–	–
Interest income	4	(3,072,966)	(40,151)	(27,097)
Depreciation	6	970,732	1,752,027	1,733,505
Operating loss before working capital changes		(20,466,625)	(4,490,279)	(11,406,829)
Decrease (increase) in other current assets		613,012	(4,883,433)	(3,020,081)
Increase (decrease) in accrued expenses and statutory payables		(184,770)	504,069	(688,243)
Net cash used for operations		(20,038,383)	(8,869,643)	(15,115,153)
Income tax paid		(37,282)	–	(6,964)
Interest received		22,170	40,151	27,097
Net cash used in operating activities		(20,053,495)	(8,829,492)	(15,095,020)
CASH FLOWS FROM INVESTING ACTIVITIES				
Grant of loan receivable to related party	12	(60,000,000)	–	–
Additions to advances to related parties	12	(150,000)	(11,029,574)	(13,394,541)
Additions to property and equipment	6	(54,400)	(46,944)	(129,478)
Dividend received		–	60,000,000	–
Net cash provided by (used in) investing activities		(60,204,400)	48,923,482	(13,524,019)
CASH FLOWS FROM A FINANCING ACTIVITY				
Additions to (payments of) advances from related parties		15,016,200	19,500	(11,668,749)
EFFECT OF DECONSOLIDATION	8	(4,566,235)	–	–
NET INCREASE (DECREASE) IN CASH		(69,807,930)	40,113,490	(40,287,788)
CASH AT BEGINNING OF YEAR		72,070,102	31,956,612	72,244,400
CASH AT END OF YEAR		₱2,262,172	₱72,070,102	₱31,956,612
NONCASH FINANCIAL INFORMATION				
Recognition of retained investment as investment in equity securities at FVOCI	8	₱148,894,683	₱–	₱–
Transfer of property and equipment to investment property at carrying amount	6	–	₱32,936,353	–
Dividend receivable from an associate		–	–	60,000,000

See accompanying Notes to Group Financial Statements.

**The 2025 statement of cash flows includes the BKR's transactions only beginning July 3, 2025, which is the date of deconsolidation of the Subsidiary, as discussed in Note 1.*

BRIGHT KINDLE RESOURCES & INVESTMENTS, INC. AND SUBSIDIARY

NOTES TO FINANCIAL STATEMENTS

AS AT AND FOR THE YEAR ENDED DECEMBER 31, 2025

AND CONSOLIDATED FINANCIAL STATEMENTS

AS AT AND FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023

1. Corporate Information

General Information

Bright Kindle Resources and Investments, Inc. (BKR or the Parent Company) was incorporated in the Philippines and registered with the Securities and Exchange Commission (SEC) on December 4, 1981. On March 21, 1995, the Parent Company listed its shares with the Philippine Stock Exchange, Inc. (PSE).

BKR is a subsidiary of RYM Business Management Corporation (the Parent Company of the Group), a holding company registered and domiciled in the Philippines. The ultimate parent of the Group is Trans Middle East Philippine Equities, Inc. (TMEE), a holding company incorporated and domiciled in the Philippines.

The Group holds 19.90% equity interest in Marcventures Holdings, Inc. (MARC), a publicly listed entity in the Philippines with investments in mining companies located in Surigao del Sur and in the province of Samar (see Note 9).

The Group's principal office address is at 16th Floor BDO Towers Valero (formerly Citibank Tower), 8741 Paseo de Roxas, Makati City.

Information on Subsidiary

On May 27, 2022, the Parent Company incorporated Brightstar Holdings and Development Inc. (BHDI, the Subsidiary) in the Philippines and registered with the SEC as a wholly-owned subsidiary. Its primary purpose is to operate as a holding and investment company. The Parent Company and Subsidiary are collectively referred herein to as "the Group".

On June 13, 2024 and August 13, 2024, the Board of Directors (BOD) and stockholders, respectively, of BHDI approved the following transactions:

- 1) Acquisition of 100% interest in Strong Built (Mining) Development Corporation (SBMDC) from SBMDC's stockholders in exchange for ownership in BHDI (share-for-share swap) and assignment of BHDI's condominium assets, together worth ₱5,000.0 million to SBMDC's stockholders. SBMDC is a mining company holding Mineral Production Sharing Agreement (MPSA) No. 254-2007-VIII authorized to operate a magnetite iron sand mine covering 7,411 hectares in certain municipalities in the Province of Leyte.
- 2) Increase in BHDI's authorized capital stock from ₱150.0 million at ₱0.10 par value a share to ₱7,000.0 million at ₱0.10 par value a share.

On July 3, 2025, the SEC approved BHDl's application to increase its authorized capital stock. BHDl subsequently issued new shares from the increase to SBMDC's stockholders but has mutually agreed to rescind the assignment of condominium assets. As a result of these transactions, BHDl has acquired 97.76% equity interest in SBMDC effective July 3, 2025, while the Parent Company's ownership in BHDl was diluted from 100% as at December 31, 2024 to 2.97% as at December 31, 2025. Due to the loss of control over its subsidiary, the Parent Company derecognized BHDl's assets and liabilities from the consolidated financial statements and accounted for the remaining 2.97% investment as financial asset at fair value through other comprehensive income (FVOCI) (see Note 8).

Approval of the Financial Statements

The financial statements of BKR as at and for the year ended December 31, 2025, and the consolidated financial statements of the Group as at December 31, 2024 and for the years ended December 31, 2024, and 2023 (collectively referred hereinafter as "the group financial statements") were reviewed and recommended for approval by the Audit Committee on March 20, 2026 and accordingly approved and authorized for issuance by the BOD on March 27, 2026.

2. Summary of Material Accounting Policy Information

The material accounting policy information that has been used in the preparation of the group financial statements have been consistently applied to all the years presented, unless otherwise stated.

Basis of Preparation and Statement of Compliance

The group financial statements have been prepared in accordance with Philippine Financial Reporting Standards (PFRS) Accounting Standards. This financial reporting framework includes PFRS Accounting Standards, Philippine Accounting Standards (PAS) and Philippine Interpretation from International Financial Reporting Interpretations Committee issued by the Philippine Financial and Sustainability Reporting Standards Council and adopted by the SEC, including SEC pronouncements.

Measurement Bases

The group financial statements are presented in Philippine Peso, which is also the Group's functional currency. All amounts represent absolute values except otherwise indicated.

The group financial statements have been prepared using the historical cost basis, except for investment in equity securities at FVOCI which is measured at fair value. Historical cost is generally based on the fair value of the consideration given in exchange for an asset and fair value of the 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 transaction date. 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.

The Group uses market observable data to a possible extent when measuring the fair value of an asset or a liability. Fair values are categorized into different levels in a fair value hierarchy based on inputs used in the valuation techniques as follows:

- 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.
- 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 group 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 period.

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

Further information about the assumptions made in measuring fair value is included in Note 17, *Financial Risk Management Objectives and Policies and Fair Value of Financial Instruments*.

Adoption of Amended PFRS Accounting Standards

The accounting policies adopted are consistent with those of the previous financial year. Relevant amended PFRS Accounting Standards effective beginning January 1, 2025 did not have any material effect on the group financial statements.

New and Amendments to PFRS Accounting Standards in Issue But Not Yet Effective or Adopted

Relevant new and amendments to PFRS Accounting Standards, which are not yet effective as at December 31, 2025 and have not been applied in preparing the group financial statements, are summarized below:

Effective for annual periods beginning on or after January 1, 2026:

- Amendments to PFRS 9, *Financial Instruments*, and PFRS 7, *Financial Instruments: Disclosures – Classification and Measurement of Financial Assets* – The amendment provides to clarify the requirements related to the date of recognition and derecognition of financial assets and financial liabilities, with an exception for derecognition of financial liabilities settled through cash using an electronic payment system. The amendments also clarify the requirements of assessing contractual cash flow characteristics of financial assets, with additional guidance on assessment of contingent features, and the characteristics of non-recourse loans and contractually linked instruments. The amendments also introduce additional disclosure requirements for equity instruments classified as financial asset measured at FVOCI with contingent features. Earlier application is permitted.

- Annual Improvements to PFRS Accounting Standards Volume 11:
 - Amendments to PFRS 10, *Consolidated Financial Statements* – The amendments clarify that when the investor considers its de facto agent’s decision-making rights and its indirect exposure, or rights, to variable returns is only an example in which judgement is required to determine whether a party is acting as a de facto agent.
 - Amendments to PAS 7, *Statement of Cash Flows* – The amendments clarify that when accounting for an investment in an associate, a joint venture or a subsidiary accounted for by use of the equity or at cost, an investor restricts its reporting in the statements of cash flows to the cash flows between itself and the investee, such as dividends and advances.

Effective for annual periods beginning on or after January 1, 2027 –

- PFRS 18, *Presentation and Disclosure in Financial Statements* – This standard replaces PAS 1, *Presentation of Financial Statements*, and sets out requirements for the presentation and disclosure of information in general purpose financial statements. The standard introduces new categories and sub-totals in the statements of comprehensive income, additional disclosures on management-defined performance measures, and enhanced requirements for grouping information. Full retrospective application is required. Earlier application is permitted.

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

Basis of Consolidation

The consolidated financial statements of the Group as at December 31, 2024 and 2023 and for the years ended December 31, 2024, and 2023 were prepared effective May 27, 2022, the date of incorporation of the Subsidiary.

A subsidiary is an entity controlled by the Parent Company. Control is achieved when the Parent Company is exposed or has rights to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. A subsidiary is 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 financial statements of the subsidiary is prepared for the same reporting year as that of the Parent Company using uniform accounting policies. Significant intercompany transactions and balances, including intercompany profits and unrealized profits and losses, are eliminated in full.

If the Parent Company loses control over a subsidiary, the Group: (a) derecognizes the assets and liabilities of the subsidiary; (b) derecognizes the carrying amounts of any non-controlling interest; (c) derecognizes the cumulative translation differences recorded in equity; (d) recognizes the fair value of consideration received; (e) recognizes the fair value of any investment retained; (f) recognizes any surplus or deficit in profit or loss; and (g) reclassifies the Group's share of components previously recognized in other comprehensive income (OCI) to profit or loss.

Following the Parent Company’s loss of control over the Subsidiary as discussed in Note 1, the statement of financial position as at December 31, 2025, and the statement of comprehensive income, statement of changes in equity and statement of cash flows for the period beginning July 3, 2025 to December 31, 2025 present the transactions of the Parent Company only.

Financial Assets and Liabilities

Date of Recognition. The Group recognizes a financial asset or a financial liability in the group 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, 2025 and 2024.

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, 2025 and 2024, the Group’s cash in banks, due from related parties, loan receivable and interest receivable are classified under this category.

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

Financial assets at FVOCI are initially measured at fair value plus transaction costs. After initial recognition, equity instruments at FVOCI are measured at fair value with unrealized gains or losses recognized in OCI and are presented in the equity section of the statement of financial position. These fair value changes are recognized in equity and are not reclassified to profit or loss in subsequent periods. When the financial asset is derecognized, the cumulative gains or losses previously recognized in 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.

As at December 31, 2025, BKR 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.

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, 2025 and 2024, the Group's note payable, accrued expenses, and due to a related party 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 Policy on Financial Assets at Amortized Cost

The Group records an allowance for ECL which is 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 other financial instruments measured at amortized cost, the ECL is based on the 12-month ECL, which pertains to the lifetime ECLs that result from default events on a financial instrument that are possible within 12 months after the reporting date. However, when there is 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 indicative of significant increases in credit risk since initial recognition.

Investment in an Associate

Investment in an associate is recognized initially at cost and subsequently accounted for using the equity method.

An associate is an entity in which the Group has significant influence but not control, over the financial and operating policies of such entity. The Group's share of its associate's post-acquisition profits or losses is recognized in profit or loss, and its share of post-acquisition movements in reserves is recognized in equity. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment.

The reporting date of the associate and that of the Group are identical and the associate's accounting policies conform to those used by the Group for like transactions and events in similar circumstances. When necessary, adjustments are made to conform the associate's accounting policies in line with those of the Group.

When the Group's share of losses in an associate equal or exceeds its interest in the associate, including any other unsecured receivables, the Group does not recognize further losses, unless it has incurred obligations or made payments on behalf of the associate. Unrealized gains on transactions between the Group and its associate are eliminated to the extent of the Group's interest in the associate. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

The Group determines at the end of each reporting period whether there is any evidence that the investment is impaired. If this is the case, the amount of impairment is calculated as the difference between the carrying amount of the investment and recoverable amount.

Other Current Assets

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

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.

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.

Prepayments. Prepayments are expenses not yet incurred but paid in advance. Prepayments are apportioned over the period covered by the payment and charged to the appropriate account in profit or loss when incurred. Prepayments that are expected to be realized for no more than 12 months after the reporting period are classified as current asset. Otherwise, these are classified as noncurrent asset.

Investment Properties

Investment properties are properties held either to earn rental income or for capital appreciation or both, but not for sale in the ordinary course of business or for administrative purposes. These are stated at cost less accumulated depreciation and amortization and any impairment in value.

Depreciation is calculated on a straight-line basis over 20 years as the estimated useful lives of the investment properties. The estimated useful life and depreciation methods are reviewed periodically to ensure that the period, and methods of depreciation are consistent with the expected pattern economic benefits from the assets.

Transfers are made to investment properties when there are changes in use, evidenced by ending of owner-occupation or commencement of an operating lease to another party. Transfers are made from investment properties when there are changes in use, evidenced by commencement of owner-occupation, ending of operating lease or commencement of development with a view to sale.

Transfers between investment property, owner-occupied property and inventories do not change the carrying value of the property transferred and they do not change the cost of that property for measurement or disclosure purposes on the date of reclassification.

Property and Equipment

Property and equipment are initially measured at cost less accumulated depreciation and any accumulated impairment in value. The cost of an asset consists of its purchase price and costs directly attributable to bringing the asset to its working condition for its intended use.

Subsequent expenditures relating to an item of property and equipment that have already been recognized are added to the carrying amount of the asset when it is probable that future economic benefits, in excess of the originally assessed standard of performance of the existing asset, will flow to the Group. All other subsequent expenditures are recognized as expense in the period in which these are incurred.

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

Depreciation is calculated on a straight-line basis over the following estimated useful lives of the property and equipment:

	Number of Years
Office furniture and fixtures	2-5
Computer equipment	5

The estimated useful lives and depreciation method are reviewed periodically to ensure that these are consistent with the expected pattern of economic benefits from items of property and equipment.

Fully depreciated property and equipment are retained in the accounts until they are no longer in use and no further depreciation are credited or charged to current operations.

When assets are retired or otherwise disposed of, the cost and the related accumulated depreciation and any impairment in value are removed from the accounts. Any resulting gain or loss is recognized in profit or loss.

Equity

Capital Stock. Capital stock is measured at par value for all shares issued. Incremental costs directly attributable to the issuance of new shares are treated as deduction from equity, net of tax.

Retained Earnings. Retained earnings represent the cumulative balance of net income, net of any dividend declaration.

OCI. OCI comprises of items of income and expense that are not recognized in profit or loss in accordance with PFRS Accounting Standards. OCI of the Group pertains to cumulative share in OCI of an associate and unrealized loss on fair value changes of investment in equity securities at FVOCI. This is not reclassified to profit or loss in subsequent period.

Income Taxes

Current Tax. Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rate used to compute the amount is the one that has 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, carry-forward benefits of any unused net operating loss carryover (NOLCO), and excess minimum corporate income tax (MCIT) over regular corporate income tax (RCIT) to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, unused NOLCO and excess MCIT 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 rate that are expected to apply to the period when the asset is realized or the liability is settled, based on tax rate that has been enacted or substantively enacted at the reporting date.

Deferred tax is recognized in profit or loss except to the extent that it relates to a business combination, or items directly recognized in equity as OCI.

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

Related Party Relationship and Transactions

Parties are considered to be related if one party has the ability to directly or indirectly, control or exercise significant influence over the other party in making financial and operating decisions. These include: (a) individuals owning, directly or indirectly through one or more intermediaries, control or are controlled, or under common control with the Group; (b) associates; and (c) individuals owning directly or indirectly, an interest in the voting power of the Group that give them significant influence over the Group and close members of the family of any such individual; and (d) members of the key management personnel of the Group.

In considering each possible related party relationship, attention is directed to the substance of the relationship and not merely on the legal form.

Related party transactions consist of transfers of resources, services or obligations between the Group and its related parties. 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 and Contingencies

Provisions are recognized when there is 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.

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

Earnings Per Share

Basic. Basic earnings per share is calculated by dividing the net income by the weighted average number of common shares outstanding during the year, excluding common shares purchased by the Group and held as treasury shares, if any.

Diluted. Diluted earnings per share is calculated by adjusting the weighted average number of common shares outstanding to assume conversion of all potential dilutive common shares during the period.

Events after the Reporting Date

Events after the reporting date that provide additional information about the Group's financial position at the financial reporting date (adjusting events) are reflected in the group financial statements. Events after the reporting date that are not adjusting events are disclosed in the notes to group financial statements when material.

3. Significant Judgments, Accounting Estimates and Assumptions

The preparation of the group financial statements in compliance with PFRS Accounting Standards requires management to exercise judgments and make accounting estimates and assumptions that affect the amounts reported in the group financial statements. The judgment, accounting estimates and assumptions used in the group financial statements are based upon management's evaluation of relevant facts and circumstances as at the reporting date. While the Group believes that the assumptions are reasonable and appropriate, significant differences in the actual experience or significant changes in the assumptions may materially affect the estimated amounts. Actual results could differ from such estimates.

Judgment

In the process of applying the Group's accounting policies, management has made the following judgments, apart from those involving estimates, which have the most significant effects on the amounts recognized in the group financial statements.

Establishing Control over a Subsidiary. The Parent Company determines that it has control over its subsidiary by considering, among others, its power over the investee, exposure or rights to variable returns from its involvement with the investee, and the ability to use its power over the investee to affect its returns. The following factors are also considered:

- The contractual arrangement with the other vote holders of the investee;
- Rights arising from other contractual agreements
- The Parent Company's voting rights and potential voting rights

As discussed in Note 1, the BKR's equity interest in its subsidiary, BHDl, was diluted to 2.97% upon execution of the share-for-share swap transaction on July 3, 2025. The dilution effectively reduced BKR's voting rights and power over the investee to affect variable returns. As a result, the Parent Company lost control over BHDl, and accordingly, is no longer considered as a subsidiary as at December 31, 2025. See Note 8 for details of deconsolidation.

Determining Significant Influence over an Associate. When an entity holds 20% or more of the voting power (directly or through subsidiaries) on an investee, it will be presumed that the investor has significant influence unless it can be clearly demonstrated that this is not the case. If the holding is less than 20%, the entity will be presumed not to have significant influence unless such influence can be clearly demonstrated. A substantial or majority ownership by another investor does not necessarily preclude an entity from having significant influence.

BKR's 19.90% investment in MARC qualifies as an investment in an associate despite not having 20% or more of the voting power because of the existence of significant influence by the Parent Company as evidenced by the following:

- representation on the BOD or equivalent governing body of the investee;
- participation in the policy-making process, including participation in decisions about dividends or other distributions; and
- interchange of managerial personnel.

Details about the investment in an associate are disclosed in Note 9.

Classifying a Property. The Group determines whether a property is classified as investment property or property and equipment as follows:

- Investment properties comprise land and building which are not occupied substantially for use by, or in the operations of, the Group, nor for sale in the ordinary course of business, but are held primarily to earn rental revenue and capital appreciation.
- Property and equipment comprises property that is held for use in the ordinary course of business.

The carrying amounts of investment property and property and equipment as at December 31, 2025 and 2024 are disclosed in Notes 6 and 7.

Classifying Operating Lease Commitments - Company as a Lessor. The Group has entered into lease agreements as a lessor. The Group has determined, based on an evaluation of the terms and conditions of the arrangements, that the Group retains all the significant risks and rewards of ownership of these properties which are leased out on operating lease.

Rental income earned in 2025, 2024 and 2023 are disclosed in Note 7.

Accounting Estimates and Assumptions

Assessing the ECL on Financial Assets at Amortized Cost. The Group estimates ECL for financial assets at amortized cost using the general approach in measuring the ECL. The Group assessed that cash in banks are deposited with reputable counterparty banks that possess good credit ratings. For related party transactions, the Group considered the available liquid assets of the related parties, letter of support from the stockholders and the mitigation of credit exposure through legally enforceable rights.

The Group assesses that a financial asset is considered credit impaired when one or more events that have a detrimental effect on the estimated future cash flows of the asset have occurred, such as significant financial difficulty of the borrower.

No provision for impairment loss was recognized by the Group in 2025, 2024 and 2023. The carrying amounts of financial assets at amortized cost are disclosed in Notes 4 and 12.

Determining the Fair Value of Investment in Equity Securities. PFRS Accounting Standards requires certain financial assets to be carried at fair value which requires extensive use of accounting estimates. While significant components of fair value measurement were determined using verifiable objective evidence, the amount of changes in fair value would differ if the Group utilized different valuation methodologies. Any change in the fair value of these financial instruments would directly affect the group statement of comprehensive income and the group statement of changes in equity.

The valuation technique, assumptions and key inputs used by the Group in determining the fair value of the investment in equity securities at FVOCI as at December 31, 2025 are disclosed in Note 8.

Assessing the Impairment of Investment in an Associate. The Group assesses the impairment of investment in an associate whenever events or changes in circumstances indicate that the carrying amount of investment in an associate may not be recoverable. The Group considered the following as indicators of impairment, and therefore, performed an impairment review:

- The carrying amount of the net assets of the associate is more than the fair market value of the corresponding shares; and
- The carrying amount of the investment in the group financial statements exceeds the Group's proportionate share in the carrying amounts of the associate's net assets.

The estimated recoverable amount of the investment pertains to its value in use which was determined using the discounted cash flow method based on the cash flow projections of the associate. The Group also makes estimates and assumptions related to commodity prices, discount rate, and foreign currency exchange rates that can materially affect the determination of the value in use. Commodity prices are based on prices issued by commodity price reporting agencies. Discount rate estimate is computed using the weighted average cost of capital. Foreign currency exchange rates are based on the current and forecast rates from external reliable sources such as banks.

Based on management assessment, the estimated recoverable amount of the Group's investment in an associate is higher than its carrying amount and any reasonably possible change in the key assumptions would not result to the recognition of impairment loss. Accordingly, no impairment loss was recognized in 2025, 2024 and 2023. The carrying amount of investment in an associate is disclosed in Note 9.

Estimating the Useful Lives of Property and Equipment and Investment Property. The Group estimates the useful lives of property and equipment and investment property based on the period over which the assets are expected to be available for use. The Group annually reviews the estimated useful lives of property and equipment and investment property based on factors that include asset utilization, internal technical evaluation, technological changes, environmental changes and anticipated use of the assets.

There were no changes in the estimated useful lives of the Group's property and equipment in 2025, 2024, and 2023. The carrying amounts of property and equipment and investment property are disclosed in Notes 6 and 7, respectively.

Assessing the Impairment of Other Nonfinancial Assets. The Group assesses impairment on other nonfinancial assets whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. The factors that the Group considers important which could trigger an impairment review include the following:

- significant underperformance relative to expected historical or projected future operating results;
- significant changes in the manner of use of the acquired assets or the strategy for overall business; or
- significant negative industry or economic trends.

Whenever the carrying amount of an asset exceeds its recoverable amount, an impairment loss is recognized. Recoverable amounts are estimated for individual assets or, if it is not possible, for the CGU to which the asset belongs.

Recoverable amount of an asset is the higher of its fair value less costs to sell or value in use. Value in use is determined as the present value of estimated future cash flows expected to be generated from the Group's investments, primarily from its share in the net income of the associate. The estimated cash flows are discounted using pre-tax discount rates that reflect the current assessment of the time value of money and the risks specific to the asset.

Based on management assessment, there are no impairment indicators on the Group's nonfinancial assets. Accordingly, no impairment loss was recognized in 2025, 2024 and 2023.

Assessing the Realizability of Deferred Tax Assets. The Group reviews its deferred tax assets at each reporting date and reduces the carrying amount 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 assets to be utilized. Management has assessed that there may be no sufficient future taxable profits against which the deferred tax assets can be utilized. The Group's unrecognized deferred tax assets are disclosed in Note 15.

4. Cash

This account consists of:

	2025 <i>(See Note 8)</i>	2024 <i>(Consolidated)</i>
Cash on hand	₱20,000	₱30,000
Cash in banks	2,242,172	72,040,102
	₱2,262,172	₱72,070,102

Cash in banks earn interest at prevailing bank deposit rates. Interest income earned in 2025, 2024 and 2023 are as follows:

	Note	2025 (See Note 8)	2024 (Consolidated)	2023 (Consolidated)
Cash in banks		₱22,170	₱40,151	₱27,097
Loan receivable	12	1,864,110	–	–
Accretion of “Day 1” loss on loan receivable	12	1,186,686	–	–
		₱3,072,966	₱40,151	₱27,097

5. Other Current Assets

This account consists of:

	2025 (See Note 8)	2024 (Consolidated)
Input VAT	₱10,744,897	₱10,390,650
CWT	560,525	597,806
Prepayments	178,757	7,100,485
Others	69,265	389,069
	₱11,553,444	₱18,478,010

6. Property and Equipment

Movements in this account are as follows:

	2025 (See Note 8)		
	Office Furniture and Fixtures	Computer Equipment	Total
Cost			
Balance at beginning year	₱1,929,169	₱727,221	₱2,656,390
Additions	54,400	–	54,400
Balance at end of year	1,983,569	727,221	2,710,790
Accumulated Depreciation			
Balance at beginning of year	1,838,344	280,479	2,118,823
Depreciation	32,414	148,747	181,161
Balance at end of year	1,870,758	429,226	2,299,984
Carrying Amount	₱112,811	₱297,995	₱410,806

	Note	2024 (Consolidated)			Total
		Condominium Unit	Office Furniture and Fixtures	Computer Equipment	
Cost					
Balance at beginning year		₱47,788,569	₱1,893,169	₱716,277	₱50,398,015
Additions		–	36,000	10,944	46,944
Reclassification	7	(47,788,569)	–	–	(47,788,569)
Balance at end of year		–	1,929,169	727,221	2,656,390
Accumulated Depreciation					
Balance at beginning year		13,667,859	1,809,434	136,505	15,613,798
Depreciation		1,184,357	28,910	143,974	1,357,241
Reclassification	7	(14,852,216)	–	–	(14,852,216)
Balance at end of year		–	1,838,344	280,479	2,118,823
Carrying Amount		₱–	₱90,825	₱446,742	₱537,567

Depreciation is broken down as follows (see Note 14):

	Note	2025 (See Note 8)	2024 (Consolidated)	2023 (Consolidated)
Property and equipment		₱181,161	₱1,357,241	₱1,733,505
Investment property	7	789,571	394,786	–
		₱970,732	₱1,752,027	₱1,733,505

As at December 31, 2025 and 2024, the cost of fully-depreciated property and equipment still in use amounted to ₱1.8 million.

Deed of Assignment to BHD

On January 20, 2023, BKR and BHD executed a Deed of Assignment under which BKR assigned in favor of BHD its one (1) condominium unit and four (4) parking slots in exchange for 1,121,505,000 common shares at ₱0.10 par value a share from the authorized capital stock of BHD. The transaction is pursuant to the approval by the Parent Company of a property-for-share swap wherein the property will be exchanged for shares in BHD, and subject to the confirmation of valuation by the SEC and tax-free exchange application with the Bureau of Internal Revenue (BIR).

On September 12, 2024, the Group obtained the certificate of approval of valuation from the SEC. On the same date, the subject property was also reclassified from property and equipment to investment property as a result of an operating lease agreement entered into by BHD with a third party (see Note 7).

7. Investment Property

The movements in this account are as follows:

	Note	2025 (See Note 8)	2024 (Consolidated)
Cost			
Balance at beginning of year		₱47,788,569	₱-
Effect of deconsolidation	8	(47,788,569)	-
Reclassification	6	-	47,788,569
Balance at end of year		-	47,788,569
Accumulated Depreciation			
Balance at beginning of year		15,247,002	-
Depreciation	6	789,571	394,786
Effect of deconsolidation	8	(16,036,573)	-
Reclassification	6	-	14,852,216
Balance at end of year		-	15,247,002
Carrying Amount		₱-	₱32,541,567

The Group's investment property pertains to a condominium unit and parking slots under an operating lease agreement with a third party. The lease agreement has a term of one (1) year and renewable for a period of another year under the same terms and conditions. Considering that there will be no transfer of ownership of the leased property to the lessee, the Group has determined that it retains all the significant risks and benefits of ownership of the property. Accordingly, the lease is accounted for as an operating lease.

The fair value of the investment property amounting to ₱112.2 million is based on the valuation approved by the SEC. The carrying amount of the investment property was derecognized as at December 31, 2025 due to the deconsolidation of BHDl.

Rental income earned from investment property amounted to ₱2.1 million, ₱4.1 million, and ₱2.1 million in 2025, 2024, and 2023, respectively.

8. Deconsolidation of the Subsidiary and Accounting for Retained Investment

Deconsolidation of the Subsidiary

As discussed in Note 1, BHDl's share-for-share swap transaction with SBMDC stockholders diluted BKR's ownership in BHDl from 100% to 2.97%, resulting to BKR's loss of control over BHDl. The deconsolidation of BHDl's assets and liabilities effective July 3, 2025 resulted to the recognition of a gain in deconsolidation of a subsidiary as follows:

Fair value of investment at designation date	₱148,894,683
Net assets of Subsidiary at date of loss of control	128,159,771
Gain on deconsolidation	₱20,734,912

The summarized financial information of BHDl as at the date of loss of control is as follows:

Assets:	
Cash	₱4,566,235
Due from related parties	24,582,523
Other current assets	6,321,405
Investment property	108,113,082
	143,583,245
Liabilities:	
Accrued expenses and statutory payables	382,624
Due to related parties	15,040,850
	15,423,474
Net assets of Subsidiary at date of loss of control	₱128,159,771

The effect of deconsolidation recognized in retained earnings amounting to ₱76.4 million represents the gain recorded by BKR from the property-for-share swap with BHDl in 2024 (see Note 6). The related investment property, previously eliminated on consolidation, was included in the net assets of BHDl that was derecognized in 2025.

Accounting for Retained Investment

At the date of loss of control in 2025, BKR designated its investment in BHDl as financial asset at FVOCI. Movements in the investment in equity securities at FVOCI are summarized as follows:

Fair value of investment at designation date	₱148,894,683
Unrealized loss from designation date to year-end	1,290,557
Fair Value investment at year-end	₱147,604,126

The fair value of the investment was determined using the adjusted net asset method, an asset-based approach measured at Level 3 (significant unobservable inputs). This method derives value from the fair value of the investee's assets and liabilities, which is appropriate given the investee's asset-driven nature and early stage of development.

9. Investment in an Associate

Movements in this account are as follows:

	2025	2024
Acquisition Cost (see Notes 11 and 12)	₱2,604,000,000	₱2,604,000,000
Accumulated Share in Net Income		
Balance at beginning of year	149,458,748	125,953,417
Share in net income	93,757,720	23,505,331
Balance at end of year	243,216,468	149,458,748
Accumulated Share in OCI		
Balance at beginning of year	6,249,602	6,709,315
Share in remeasurement loss on net retirement benefit liability	(1,811,850)	(459,713)
Balance at end of year	4,437,752	6,249,602
Carrying Amount	₱2,851,654,220	₱2,759,708,350

The Group has 600.0 million shares of MARC representing 19.90% equity interest as at December 31, 2025 and 2024. MARC has investments in mining companies located in Surigao del Sur and in the province of Samar. MARC's principal office address is at Unit 4-3 BDO Towers Paseo, Paseo de Roxas, Makati City.

Summarized financial information of MARC follows:

	2025	2024
Total current assets	₱1,466,016,675	₱813,509,424
Total noncurrent assets	4,759,387,951	4,992,779,805
Total current liabilities	242,562,608	284,253,113
Total noncurrent liabilities	607,621,756	608,855,399
Revenue	2,708,084,394	1,716,215,975
Net income	471,144,321	118,117,245
Other comprehensive loss	(9,104,776)	(2,310,118)
Total comprehensive income	462,039,545	115,807,127

The reconciliation of the share in the net assets of MARC and the carrying amount of the investment in an associate as at December 31, 2025 and 2024 are as follows:

	2025	2024
Net assets as at beginning of year	₱4,913,180,717	₱4,797,373,590
Net income	471,144,321	118,117,245
Other comprehensive loss	(9,104,776)	(2,310,118)
Net assets as at end of year	5,375,220,262	4,913,180,717
Equity interest*	19.90%	19.90%
Share in net assets of associate	1,069,664,115	977,718,245
Goodwill on acquisition and others	1,781,990,105	1,781,990,105
Carrying amount	₱2,851,654,220	₱2,759,708,350

*Rounded

On February 2, 2026, MARC declared cash dividends at ₱0.13 a share in favor of stockholders of record as of February 16, 2026, which is payable on March 10, 2026. BKR received ₱79.6 million from this dividend declaration.

The Group considered the following as indicators of impairment, and therefore, performed an impairment review:

- The carrying amount of the net assets of the associate is more than the fair market value of the corresponding shares; and
- The carrying amount of the investment exceeds the Group's proportionate share in the carrying amounts of the associate's net assets.

The estimated recoverable amount of the investment pertains to its value-in-use which was determined using the discounted cash flow method based on the cash flow projections of the associate. Based on management assessment, the estimated recoverable amount of the investment in an associate is higher than its carrying amount. Accordingly, no impairment loss was recognized in 2025, 2024, and 2023.

The calculation of value-in-use is most sensitive to the discount rate and foreign currency exchange rate used. The discount rate reflects management's estimate of the risks specific to the investment. Any future significant increase (decrease) in discount rate will result in lower (higher) recoverable amount. Foreign currency exchange rate movements directly affect commodity prices, which in turn influence revenues used in the investee's cash flow projections. Any future significant increase (decrease) in exchange rates will result in higher (lower) recoverable amount.

10. Accrued Expenses and Statutory Payables

This account consists of:

	2025 (See Note 8)	2024 (Consolidated)
Accrued expenses	₱483,507	₱706,261
Statutory payables	38,165	372,954
	₱521,672	₱1,079,215

Accrued expenses pertain to accrual of outside services, professional fees, and electricity, among others, which are expected to be settled in the next reporting period. Statutory payables pertain to withholding taxes that are to be remitted to the government within the next reporting period.

11. Note Payable

The Group's note payable amounting to ₱1,671.5 million as at December 31, 2025 and 2024 pertains to a due and demandable, noninterest-bearing loan from TMEE. The proceeds of the loan were used to initially finance the acquisition of investment in MARC (see Notes 9 and 12).

12. Related Party Transactions

The Group has the following transactions with its Parent Company and other related parties:

	Note	Nature of Transactions	Amount of Transactions		Outstanding Balances	
			2025 (See Note 8)	2024 (Consolidated)	2025 (See Note 8)	2024 (Consolidated)
Due from Related Parties						
Parent Company			₱-	₱-	₱7,000,000	₱7,000,000
Entities under common management		Advances for working capital	150,000	11,029,574	17,262	24,449,785
					₱7,017,262	₱31,449,785
Loan Receivable						
Entity under common management		Principal	₱60,000,000	₱-	₱46,078,475	₱-
		"Day 1" difference	(15,108,211)	-	-	-
	4	Interest	1,864,110	-	1,864,110	-
Note Payable						
Ultimate Parent	9, 11	Note payable	₱-	₱-	₱1,671,501,723	₱1,671,501,723
Due to a Related Party						
Associate		Advances for working capital	₱-	₱19,500	₱-	₱24,650

	Note	Nature of Transactions	Amount of Transactions		Outstanding Balances	
			2025 (See Note 8)	2024 (Consolidated)	2025 (See Note 8)	2024 (Consolidated)
Other Income						
Entity under common management		Other income	₱-	₱107,143	₱-	₱-

Due from Related Parties/Due to a Related Party

These amounts represent working capital advances which are unimpaired, unsecured and collectible in cash. Working capital advances are noninterest-bearing and collectible on demand.

Loan Receivable

In 2025, BKR entered into a loan agreement with BHDl for ₱60,000,000, subject to an annual interest rate of 7%. The principal amount and the applicable interest shall be payable within five (5) years from the drawdown date. Interest income amounted to ₱1.9 million in 2025 (see Note 4).

At the transaction date, the fair value of the loan receivable computed at the present value of future cash flows discounted using effective interest rate of 5.96% is different from the transaction price. Accordingly, BKR recognized “Day 1” loss on loan receivable of ₱15.1 million.

Movements in the loan receivable are as follows:

	Note	
Original Amount		₱60,000,000
“Day 1” loss		
Initial recognition		15,108,211
Accretion	4	(1,186,686)
Balance at end of year		13,921,525
Carrying Amount		₱46,078,475

Other Income

The Group has other income amounting to ₱464,286 in 2023 pertaining to the consideration received from MMDC for the use of the Group’s condominium properties as collateral for its loan facility. The income earned by the Group is equivalent to 2% of monthly principal amortization of the loan, which is presented as part of “Other income” account in the consolidated statements of comprehensive income.

In February 2024, the Group ceased the arrangement with MMDC. Other income earned from this arrangement during 2024 amounted to ₱107,143.

Compensation of Key Management Personnel

The Group has not paid any compensation to its key management personnel. The accounting and administrative functions of the Group are being handled by the entities under common management at no cost to the Group.

Changes in Financing Liabilities

The changes in liabilities arising from financing activities as at December 31, 2025 and 2024, which relate solely to its due to a related party, are as follows:

	2025 (See Note 8)	2024 (Consolidated)
Balance at beginning of year	P24,650	P5,150
Net changes from financing cash flows	15,016,200	19,500
Effect of deconsolidation	(15,040,850)	-
Balance at end of year	P-	P24,650

13. Equity

Capital Stock

On March 21, 1995, the SEC approved the listing of the Parent Company's 118,000,000 shares at an offer price of P1.00 per share. Accordingly, on the same date, the Parent Company listed its shares with PSE. Subsequently, the par value of the Parent Company's common stock was reduced from P1.00 per share to P0.55 per share as approved by the SEC on October 17, 2012.

As at December 31, 2025 and 2024, the Group has P840.7 million capital stock and 1,528,474,000 listed shares in the PSE.

The following summarizes the information on the Parent Company's issued and subscribed shares as at December 31, 2025:

	Number of Shares Issued and Subscribed	Percentage of Shares
Non-public shareholdings		
a. Related parties	1,170,185,989	76.56%
b. Affiliates, directors and officers*	9,900	0%
Public shareholdings	358,278,111	23.44%
	1,528,474,000	100.00%

The total number of shareholders of the Parent Company is 630 and 626 as at December 31, 2025 and 2024, respectively.

Cash and Property Dividend Declaration

On September 8, 2023 and November 21, 2023, the BOD and stockholders, respectively, approved the declaration of property dividends wherein BKR will distribute 509,491,333 common shares of BHDl at P0.1 par value a share equivalent to P50.9 million in favor of BKR shareholders at an entitlement ratio of one (1) BHDl common share for every three (3) BKR common shares. The BOD also approved on the same date the declaration of cash dividends amounting to P6.1 million to cover the withholding taxes arising from the property dividend.

On January 30, 2026, the SEC acknowledged and confirmed BKR's declaration of property and cash dividend, subject to the condition that BKR has unrestricted retained earnings sufficient to warrant the said dividend declaration. The payment date will be announced once the Parent Company has secured the electronic certificate authorizing registration from the BIR.

14. General and Administrative Expenses

This account consists of:

	Note	2025 (See Note 8)	2024 (Consolidated)	2023 (Consolidated)
Taxes and licenses		₱13,967,426	₱433,717	₱2,396,426
Professional fees		2,786,935	3,009,725	3,360,480
Outside services		1,106,065	1,508,404	2,756,815
Transportation		1,104,515	222,126	441,174
Depreciation	6	970,732	1,752,027	1,733,505
Membership dues and other fees		820,934	1,405,816	1,427,565
Directors' fees		655,000	790,000	544,889
Insurance		393,447	373,557	360,737
Advertising and promotions		305,026	238,711	271,829
Representation		155,000	34,834	278,826
Communication, light and water		153,914	182,641	161,719
Fines and penalties		36,044	66,000	239,226
Repairs and maintenance		4,100	16,657	627,705
Others		1,038,127	435,050	1,063,632
		₱23,497,265	₱10,469,265	₱15,664,528

Taxes and licenses mainly pertain to the filing fees amounting to ₱13.8 million paid by BHDl for its application for the increase in its authorized capital stock that occurred prior to the deconsolidation.

The comparative figures of "Others" in 2024 was changed to properly bring an item to insurance and advertising and promotion expenses. The change did not affect the total general and administrative expenses and did not have any material impact on the entire group financial statements.

15. Income Taxes

The provision for current income tax of ₱37,282 and ₱6,964 in 2025 and 2023, respectively, pertains to MCIT. The Group has no current income tax in 2024 due to its gross and net taxable loss position.

The Group's unrecognized deferred tax assets are as follows:

	2025 (See Note 8)	2024 (Consolidated)
NOLCO	₱7,431,097	₱10,472,708
Unamortized "day 1" loss	3,480,381	—
Excess MCIT over RCIT	44,246	12,164
	₱10,955,724	₱10,484,872

The management has assessed that there may be no sufficient future taxable profits against which the deferred tax assets can be utilized.

Details of unused NOLCO that can be claimed as deduction from future taxable income are as follows:

Year	Balance at beginning of year	Incurred	Applied	Expired	Effect of deconsolidation	Balance at end of year	Expiry
2025	₱-	₱22,060,661	₱-	₱-	(₱16,624,124)	₱5,436,537	2028
2024	7,671,898	-	-	-	-	7,671,898	2027
2023	12,687,516	-	-	-	(3,790,924)	8,896,592	2026
2022	7,527,769	-	-	(7,527,769)	-	-	2025
2021	7,719,361	-	-	-	-	7,719,361	2026
2020	6,284,288	-	-	(6,284,288)	-	-	2025
	₱41,890,832	₱22,060,661	₱-	(₱13,812,057)	(₱20,415,048)	₱29,724,388	

Details of excess MCIT over RCIT are as follows:

Year	Balance at beginning of year	Incurred	Expired	Balance at end of year	Expiry
2025	₱-	₱37,282	₱-	₱37,282	2028
2023	6,964	-	-	6,964	2026
2022	5,200	-	(5,200)	-	2025
	₱12,164	₱37,282	(₱5,200)	₱44,246	

Under Republic Act No. 11494, also known as “Bayanihan to Recover As One Act” and Revenue Regulations No 25-2020, the Group is allowed to carry-over its net operating losses incurred for taxable years 2021 and 2022 for the next five (5) years immediately following the year of such loss.

The reconciliation of provision for income tax at the statutory income tax to the provision for income tax shown in the group statements of comprehensive income follows:

	2025 (See Note 8)	2024 (Consolidated)	2023 (Consolidated)
Provision for income tax at the statutory tax rate	₱20,255,008	₱4,325,794	₱8,270,482
Changes in unrecognized deferred tax assets	470,852	2,044,844	2,989,297
Add (deduct) tax effects of:			
Share in net income of an associate not subject to income tax	(23,439,430)	(5,876,333)	(11,548,791)
Expired NOLCO and MCIT	3,458,214	-	-
Nondeductible expenses	42,611	116,017	113,204
Interest income subjected to final tax	(5,543)	(10,037)	(6,774)
Effects of consolidation	(475,510)	(336,451)	189,546
Effects of deconsolidation	(268,920)	-	-
Change in tax rate	-	(263,834)	-
	₱37,282	₱-	₱6,964

16. Basic and Diluted Earnings per Share

Basic and diluted earnings per share are computed as follows:

	2025 (See Note 8)	2024 (Consolidated)	2023 (Consolidated)
Net income	₱80,982,748	₱17,303,176	₱33,074,964
Weighted average number of common shares outstanding	1,528,474,000	1,528,474,000	1,528,474,000
Earnings per share - basic and diluted	₱0.053	₱0.011	₱0.022

There has been no transaction involving common shares or potential common shares that occurred subsequent to the reporting dates.

17. Financial Risk Management Objectives and Policies and Fair Value of Financial Instruments

Financial Risk Management Objectives and Policies

The Group has risk management policies that systematically view the risks that could prevent the Group from achieving its objectives. These policies are intended to manage risks identified in such a way that opportunities to deliver the Group's objectives are achieved. The Group's risk management takes place in the context of day-to-day operations and normal business processes such as strategic planning and business planning. Management has identified each risk and is responsible for coordinating and continuously improving risk strategies, processes and measures in accordance with the Group's established business objectives.

The Group's principal financial instruments consist of cash, due from related parties, loan receivable, interest receivable, note payable, accrued expenses and due to a related party. The primary purpose of these financial instruments is to finance the Group's operations. The main risks arising from the use of these financial instruments are credit risk and liquidity risk. Management reviews and approves the policies for managing each of these risks which are summarized below.

Credit Risk

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counterparty defaults on its obligation. The Group's exposure to credit risk arises primarily from cash in banks, due from related parties, loan receivable and interest receivable.

The Group's maximum exposure to credit risk on the financial assets at amortized cost is the carrying amount of those assets as at the reporting date.

The Group limits its credit risk from balances with banks by depositing its cash with highly reputable and pre-approved financial institutions. For due from related parties, loan receivable and interest receivable, credit risk is low since the Group only transacts with related parties with strong capacity to meet its contractual cash flow obligations in the near term.

The Group considers credit risk in measuring ECL of financial assets at amortized cost. Since the financial assets at amortized cost of the Group are considered to have low credit risk, impairment loss is limited to 12-month ECL.

Generally, financial assets at amortized cost are written-off when there is no reasonable expectation of recovery. Indicators include the failure of a debtor to engage in a repayment plan, no active enforcement activity, and a failure to make contractual payments for a period greater than one year.

The table below presents the Group's financial assets at amortized cost which are categorized as high grade credit quality.

	2025 (See Note 8)	2024 (Consolidated)
Cash in banks	₱2,242,172	₱72,040,102
Due from related parties	7,017,262	31,449,785
Loan receivable – net	46,078,475	–
Interest receivable	1,864,110	–
	₱57,202,019	₱103,489,887

High grade credit quality represents settlements which are obtained from counterparty following the terms of the contracts without much collection effort.

Liquidity Risk

Liquidity risk is the risk that the Group will not be able to settle or meet its financial obligations when they fall due. The Group aims to maintain flexibility by maintaining sufficient cash to meet all foreseeable cash needs.

The tables below summarize the maturity profile of the Group's financial liabilities at amortized cost as at December 31, 2025 and 2024 based on contractual undiscounted cash flows.

	2025 (See Note 8)				Total
	On Demand	Less than One Month	One Month to One Year	More than One Year	
Note payable	₱1,671,501,723	₱–	₱–	₱–	₱1,671,501,723
Accrued expenses	–	483,507	–	–	483,507
	₱1,671,501,723	₱483,507	₱–	₱–	₱1,671,985,230

	2024 (Consolidated)				Total
	On Demand	Less than One Month	One Month to One Year	More than One Year	
Note payable	₱1,671,501,723	₱–	₱–	₱–	₱1,671,501,723
Accrued expenses	–	706,261	–	–	706,261
Due to a related party	24,650	–	–	–	24,650
	₱1,671,526,373	₱706,261	₱–	₱–	₱1,672,232,634

Fair Value of Financial Instruments

Comparison of the carrying amounts and fair values of the financial instruments are as follows:

	2025 (See Note 8)		2024 (Consolidated)	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial Assets				
Cash	₱2,262,172	₱2,262,172	₱72,070,102	₱72,070,102
Due from related parties	7,017,262	7,017,262	31,449,785	31,449,785
Investment in equity securities as FVOCI	147,604,126	147,604,126	–	–
Loan receivable – net	46,078,475	45,286,762	–	–
Interest receivable	1,864,110	1,864,110	–	–
	₱204,826,145	₱204,034,432	₱103,519,887	₱103,519,887
Financial Liabilities				
Note payable	₱1,671,501,723	₱1,671,501,723	₱1,671,501,723	₱1,671,501,723
Accrued expenses	437,260	437,260	706,261	706,261
Due to a related party	–	–	24,650	24,650
	₱1,671,938,983	₱1,671,938,983	₱1,672,232,634	₱1,672,232,634

The carrying amount of cash, due from related parties, note payable, accrued expenses and due to a related party approximate their fair values due to their short-term maturities and demand nature.

The fair value of the loan receivable was determined based on the instrument's expected cash flows using the prevailing PDS BVAL Reference Rates that are specific to the tenor of the instruments' cash flows at reporting date (Level 2). The carrying amount of interest receivable approximate its fair value because the impact of time value of money is not material.

The fair value of the investment in equity securities at FVOCI was determined using the adjusted net asset method, an asset-based approach measured at Level 3. Under this method, fair value is derived from the fair value of the investee's assets and liabilities.

There are no transfers between levels of fair value hierarchy in 2025 and 2024.

18. Capital Management Objectives, Policies and Procedures

The Group's capital management objectives are to ensure the Group's ability to continue as a going concern and to provide an adequate return to shareholders. The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may return capital to shareholders or issue new shares. Also, the Group is not subject to any externally imposed capital requirements.

The Group considers its total equity amounting to ₱1,396.4 million and ₱1,242.2 million as at December 31, 2025 and 2024, respectively, as its capital employed.



REPORT OF INDEPENDENT AUDITORS ON SUPPLEMENTARY SCHEDULES

The Stockholders and the Board of Directors
Bright Kindle Resources & Investments, Inc. and Subsidiary
16th Floor BDO Towers Valero (formerly Citibank Tower)
8741 Paseo de Roxas, Makati City

We have audited in accordance with Philippine Standards on Auditing, the financial statements of Bright Kindle Resources & Investments, Inc. (the Parent Company) and Subsidiary (the Group) as at and for the year ended December 31, 2025, and the Group's consolidated financial statements as at December 31, 2024 and for the years ended December 31, 2024, and 2023 (collectively referred to as the "group financial statements"), and have issued our report thereon dated March 27, 2026. Our audits were made for the purpose of forming an opinion on the group financial statements taken as a whole.

The following supplementary schedules are the responsibility of the Group's management. These are presented for purposes of complying with the Revised Securities Regulation Code Rule 68 Part II, and are not part of the basic group financial statements:

- Reconciliation of the Parent Company's Retained Earnings Available for Dividend Declaration as at December 31, 2025
- Schedules required by Annex 68-J as at December 31, 2025
- Schedule of Financial Soundness Indicators as at and for the years ended December 31, 2025 and 2024
- Conglomerate Map as at December 31, 2025

The supplementary schedules have been subjected to the audit procedures applied in the audit of the basic group financial statements and, in our opinion, fairly state, in all material respects, the financial data required to be set forth therein in relation to the basic group financial statements taken as a whole. The Schedule of Financial Soundness Indicators, including their definitions, formulas, calculation, and their appropriateness or usefulness to the intended users, are the responsibility of the Group's management.

The financial soundness indicators are not measures of operating performance defined by the Philippine Financial Reporting Standards (PFRS) Accounting Standards and may not be comparable to similarly titled measures presented by other companies. The components of these financial soundness indicators have been traced to the Group's consolidated financial statements as at December 31, 2025 and 2024.

REYES TACANDONG & Co.

BELINDA B. FERNANDO

Partner

CPA Certificate No. 81207

Tax Identification No. 102-086-538-000

BOA Accreditation No. 4782/P-005; Valid until June 6, 2026

SEC Accreditation No. 81207-SEC Group A

Issued January 30, 2020

Valid for Financial Periods 2023 to 2025

BIR Accreditation No. 08-005144-004-2025

Valid until August 10, 2028

PTR No. 10764017

Issued January 2, 2026, Makati City

March 27, 2026

Makati City, Metro Manila

BRIGHT KINDLE RESOURCES & INVESTMENTS, INC. AND SUBSIDIARY
SUPPLEMENTARY SCHEDULE OF EXTERNAL AUDITOR FEE RELATED INFORMATION
FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024

	2025	2024
Total Audit Fees	₱700,000	₱640,000
Non-audit services fees:		
Other assurance services	-	-
Tax services	-	-
All other services	-	-
Total Non-Audit Fees	-	-
Total Audit and Non-audit Fees	₱700,000	₱640,000

Audit and Non-audit Fees of Other Related Entities

	2025	2024
Audit Fees	₱-	₱-
Non-audit services fees:		
Other assurance services	-	-
Tax services	-	-
All other services	-	-
Total Audit and Non-audit Fees of Other Related Entities	₱-	₱-

BRIGHT KINDLE RESOURCES & INVESTMENTS, INC. AND SUBSIDIARY
SUPPLEMENTARY SCHEDULE OF FINANCIAL SOUNDNESS INDICATORS
OF THE PARENT COMPANY AS AT AND FOR THE YEAR ENDED DECEMBER 31, 2025
and OF THE GROUP AS AT AND FOR THE YEAR ENDED DECEMBER 31, 2024

Ratio	Formula	2025 (See Note 8)	2024 (Consolidated)
Current/Liquidity ratio	Total current assets	₱20,832,878	₱121,997,897
	Divided by: Total current liabilities	1,672,023,395	1,672,605,588
	Current/Liquidity ratio	0.01:1	0.07:1
Solvency ratio	Net income	₱80,982,748	₱17,303,176
	Add: Depreciation	970,732	1,752,027
	Income tax expense	37,282	–
		81,990,762	19,055,203
	Divided by: Total liabilities	1,672,023,395	1,672,605,588
	Solvency ratio	0.05:1	0.01:1
Debt-to-equity ratio	Total liabilities	₱1,672,023,395	₱1,672,605,588
	Divided by: Total equity	1,396,421,220	1,242,179,793
	Debt-to-equity ratio	1.20:1	1.35:1
Asset-to-equity ratio	Total assets	₱3,068,444,615	₱2,914,785,381
	Divided by: Total equity	1,396,421,220	1,242,179,793
	Asset-to-equity ratio	2.20:1	2.35:1
Interest rate coverage ratio	Net income	₱80,982,748	₱17,303,176
	Add: Interest expense	0	0
	Income tax expense	37,282	–
		81,020,030	17,303,176
	Divided by: Interest expense	0	0
	Interest Rate Coverage ratio	N/a	N/a
Return on asset	Net income	₱80,982,748	₱17,303,176
	Divide by: Total average assets	2,991,614,998	2,906,101,865
	Return on asset ratio	0.03:1	0.01:1
Return on equity	Net income	₱80,982,748	₱17,303,176
	Divided by: Total average equity	1,319,300,507	1,233,758,062
	Return on equity ratio	0.06:1	0.01:1

**PARENT COMPANY'S RECONCILIATION OF
RETAINED EARNINGS AVAILABLE FOR DIVIDEND DECLARATION
FOR THE REPORTING PERIOD ENDED DECEMBER 31, 2025**

BRIGHT KINDLE RESOURCES & INVESTMENTS, INC.

16th Floor BDO Towers Valero (formerly Citibank Tower), 8741 Paseo de Roxas, Makati City

	Amount
Unappropriated retained earnings available for dividend declaration, beginning of reporting year	₱249,592,472
Add: <u>Category A</u> : Items that are directly credited to unappropriated retained earnings	-
Less: <u>Category B</u> : Items that are directly debited to unappropriated retained earnings	-
Unappropriated retained earnings available for dividend declaration, as adjusted	249,592,472
Add: Net income for the current year	74,347,958
Less: <u>Category C.1</u> : Unrealized income recognized in the profit or loss during the reporting period (net of tax)	-
Equity in net income of associate/joint venture, net of dividends declared	(93,757,720)
Add: <u>Category C.2</u> : Unrealized income recognized in profit or loss in prior periods but realized in the current reporting period (net of tax)	-
Add: <u>Category C.3</u> : Unrealized income recognized in profit or loss in prior periods but reversed in the current reporting period (net of tax)	-
Adjusted net loss	(19,409,762)
Add: <u>Category D</u> : Non-actual losses recognized in profit or loss during the reporting period (net of tax)	13,921,525
Add/less: <u>Category E</u> : Adjustments related to relief granted by the SEC	-
Add/less: <u>Category F</u> : Other items that should be excluded from the determination of the amount of available for dividends distribution	
Net movement of deferred tax asset not considered in the reconciling items under the previous categories	- 13,921,525
Total retained earnings, end of the reporting year available for dividend declaration	₱244,104,235

**BRIGHT KINDLE RESOURCES & INVESTMENTS, INC. AND SUBSIDIARY
SCHEDULES REQUIRED UNDER ANNEX 68-J OF
REVISED SECURITIES REGULATION CODE RULE 68
FOR THE YEAR ENDED DECEMBER 31, 2025**

Table of Contents

<u>Schedule</u>	<u>Description</u>	<u>Page</u>
A	Financial Assets	<u>N/A</u>
B	Amounts Receivable from Directors, Officers, Employees, Related Parties, and Principal Stockholders (Other than Related Parties)	<u>1</u>
C	Amounts Receivable from Related Parties which are Eliminated during the Consolidation of Financial Statements	<u>N/A</u>
D	Long-Term Debt	<u>N/A</u>
E	Indebtedness to Related Parties (Long-Term Loans from Related Companies)	<u>N/A</u>
F	Guarantees of Securities of Other Issuers	<u>N/A</u>
G	Capital Stock	<u>2</u>

Schedule B. Amounts Receivable from Directors, Officers, Employees, Related Parties, and Principal Stockholders (Other than Related Parties)

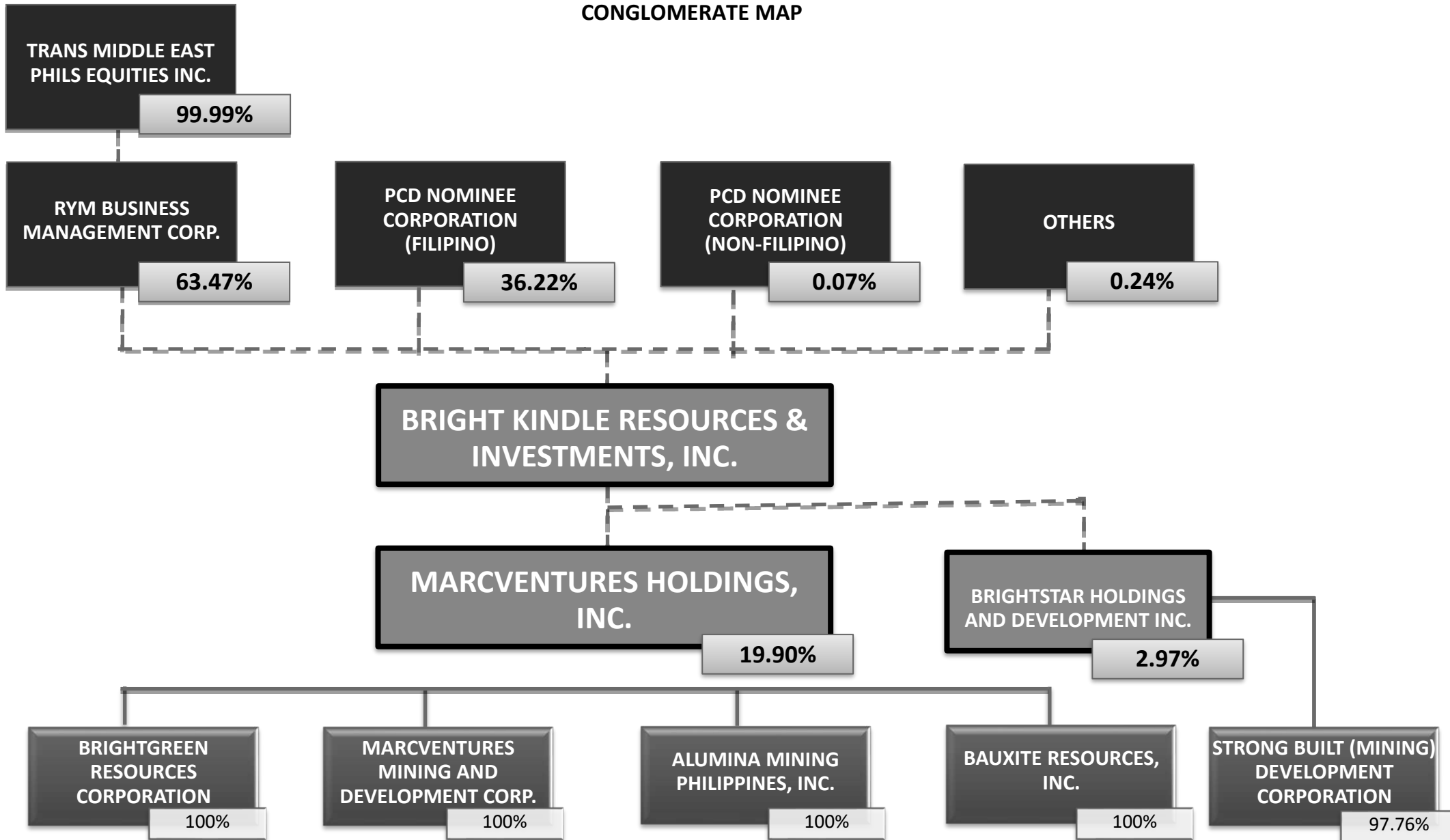
Name and Designation of Debtor	Balance at Beginning of Year	Additions	Amounts Collected	Amounts Written Off	Effect of deconsolidation	Current	Not Current	Balance at End of Year
<i>Parent Company of the Group -</i>								
RYM Business Management Corp.	₱7,000,000	₱-	₱-	₱-	₱-	₱7,000,000	₱-	₱7,000,000
<i>Entities under common management -</i>								
Brightstar Holdings and Development Inc.	-	61,864,110	-	-	-	-	61,864,110	61,864,110
Strong Built (Mining) Development Corp.	24,432,523	150,000	-	-	(24,582,523)	-	-	-
Others	17,262	-	-	-	-	17,262	-	17,262
	₱31,449,785	₱62,014,110	₱-	₱-	(₱24,582,523)	₱7,017,262	₱61,864,110	₱68,881,372

Schedule G. Capital Stock

Title of Issue	Number of Shares Authorized	Number of Shares Issued and Outstanding at shown under related Statement of Financial Position Caption	Number of Shares Reserved for Options, Warrants, Conversion and other Rights	Number of Shares Held by Related Parties	Directors, Officers and Employees	Others
Common Stock	2,000,000,000	1,528,474,000	–	1,170,185,989	9,900	358,278,111

BRIGHT KINDLE RESOURCES & INVESTMENTS, INC.

CONGLOMERATE MAP





BRIGHT KINDLE RESOURCES AND INVESTMENTS INC.

STATEMENT OF MANAGEMENT'S RESPONSIBILITY FOR CONSOLIDATED FINANCIAL STATEMENTS

The Management of **Bright Kindle Resources and Investments Inc. and Subsidiaries** (the Group) is responsible for the preparation and fair presentation of the consolidated financial statements, including the schedules attached therein, as at **December 31, 2025 and 2024** and for the years ended


December 31, 2025, 2024 and 2023 in accordance with the prescribed financial reporting framework indicated therein, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.


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


The Board of Directors is responsible in overseeing the Company's financial reporting process.

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

Reyes Tacandong & Co., the independent auditors appointed by the stockholders for years December 31, 2025, 2024 and 2023, have audited the consolidated financial statements of the Company in accordance with Philippine Standards on Auditing, and in their reports to the stockholders, have expressed their opinion on the fairness of presentation upon completion of such audit.

Signature: 
Augusto C. Serafica Jr.
President/CEO

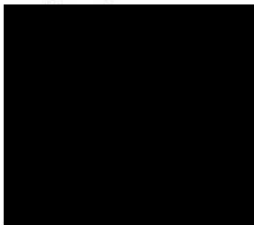
Signature: 
Cesar C. Zalamea
Chairman of the Board

Signature: 
Rolando S. Santos
SVP Treasurer

Signed this 04-16-2026

APR 16 2026

SUBSCRIBED AND SWORN to before me this _____ day of _____
affiant(s) exhibiting to their evidence of identity, as follows:

NAMES	COMPETENT Evidence of Identity (TIN)	DATE OF ISSUE	PLACE OF ISSUE
Augusto C. Serafica Jr.			
Cesar C. Zalamea			
Rolando S. Santos			

Doc. No. 451
Page No. 92
Book No. XXII
Series of 20 26

ATTY. RYAN ANTHONY G. PEREÑA
NOTARY PUBLIC for MAKATI CITY
Commission No. M-042 until 11/30/2027
Roll of Attorneys 77327
PTR No. 10764513; 01/02/2026; Makati City
IBP OR No. 565188 12/16/2025; Pasig City
MCLE Compliance No. VIII-0000389
8553 San Jose St., Guadalupe Nuevo, Makati City



SECURITIES AND EXCHANGE COMMISSION

THE SEC HEADQUARTERS 7907 Makati Avenue, Salcedo Village, Bel-Air, Makati City
1209 Trunk Line No:02-5322-7696 Email Us:www.sec.gov.ph/imessagemo@sec.gov.ph



The following document has been received:

Receiving: ICTD ERMD

Receipt Date and Time: April 30, 2025 08:17:55 AM

Company Information

SEC Registration No.: 0000102165

Company Name: BRIGHT KINDLE RESOURCES & INVESTMENTS INC.

Industry Classification: G51000

Company Type: Stock Corporation

Document Information

Document ID: OST10430202583229976

Document Type: Financial Statement

Document Code: FS

Period Covered: December 31, 2024

Submission Type: Parent, Annual

Remarks: None

Acceptance of this document is subject to review of forms and contents

COVER SHEET

for AUDITED FINANCIAL STATEMENTS

SEC Registration Number

0 0 0 0 0 1 0 2 1 6 5

COMPANY NAME

B	R	I	G	H	T		K	I	N	D	L	E		R	E	S	O	U	R	C	E	S		&		I	N	V	E	S	T	M	E	N	T	S	,			
I	N	C	.		(	A		S	u	b	s	i	d	i	a	r	y		o	f		R	Y	M		B	u	s	i	n	e	s		M	a	n	a		
g	e	m	e	n	t		C	o	r	p	.)																												

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

1	6	t	h		F	l	o	o	r		B	D	O		T	o	w	e	r	s		V	a	l	e	r	o	,		8	7	4	1		P	a	s	e	
o	d	e		R	o	x	a	s	,		M	a	k	a	t	i		C	i	t	y																		

Form Type

A A F S

Department requiring the report

C R M D

Secondary License Type, If Applicable

N / A

COMPANY INFORMATION

Company's Email Address

ana.katigbak@citpsj.com.ph

Company's Telephone Number

(02) 8856-7976

Mobile Number

0920-928-6552

No. of Stockholders

626

Annual Meeting (Month / Day)

Last Thursday of May

Fiscal Year (Month / Day)

December 31

CONTACT PERSON INFORMATIONThe designated contact person **MUST** be an Officer of the Corporation

Name of Contact Person

Mr. Rolando S. Santos

Email Address

rolly.santos@marcventures.com.ph

Telephone Number

(02) 8831-4479

Mobile Number

0998-985-0229

CONTACT PERSON'S ADDRESS

16th Floor, BDO Towers Paseo, 8741 Paseo de Roxas, Makati City

NOTE 1: In case of death, resignation or cessation of office of the officer designated as contact person, such incident shall be reported to the Commission within thirty (30) calendar days from the occurrence thereof with information and complete contact details of the new contact person designated.

NOTE 2: All boxes must be properly and completely filled-up. Failure to do so shall cause the delay in updating the corporation's records with the Commission and/or non-receipt of Notice of Deficiencies. Further, non-receipt shall not excuse the corporation from liability for its deficiencies.

INDEPENDENT AUDITORS' REPORT

The Stockholders and the Board of Directors
Bright Kindle Resources & Investments, Inc.
16th Floor BDO Towers Valero
8741 Paseo de Roxas, Makati City

Opinion

We have audited the separate financial statements of Bright Kindle Resources & Investments, Inc. (the Company), a subsidiary of RYM Business Management Corp., which comprise the separate statements of financial position as at December 31, 2024 and 2023, and the separate statements of comprehensive income, separate statements of changes in equity and separate statements of cash flows for the years ended December 31, 2024, 2023, and 2022, and notes to separate financial statements, including a summary of material accounting policy information.

In our opinion, the accompanying separate financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2024 and 2023, and its financial performance and its cash flows for the years ended December 31, 2024, 2023, and 2022, in accordance with Philippine Financial Reporting Standards (PFRS) Accounting Standards.

Basis for Opinion

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

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

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



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

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

Auditors' Responsibilities for the Audit of the Separate Financial Statements

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

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

- Identify and assess the risks of material misstatement of the separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the separate financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the separate financial statements, including the disclosures, and whether the separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.



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

REYES TACANDONG & Co.


CAROLINA P. ANGELES

Partner

CPA Certificate No. 86981

Tax Identification No. 205-067-976-000

BOA Accreditation No. 4782/P-007; Valid until June 6, 2026

BIR Accreditation No. 08-005144-007-2022

Valid until October 16, 2025

PTR No. 10467120

Issued January 2, 2025, Makati City

April 7, 2025

Makati City, Metro Manila

BRIGHT KINDLE RESOURCES & INVESTMENTS, INC.
(A Subsidiary of RYM Business Management Corp.)

SEPARATE STATEMENTS OF FINANCIAL POSITION

		December 31	
	Note	2024	2023
ASSETS			
Current Assets			
Cash	4	P69,191,499	P15,233,155
Due from related parties	11	7,017,262	7,170,233
Dividend receivable	11	-	60,000,000
Other current assets	5	11,192,401	10,995,074
Total Current Assets		87,401,162	93,398,462
Noncurrent Assets			
Property and equipment	6	537,567	34,784,217
Investment in an associate	7	2,759,708,350	2,736,662,732
Investment in a subsidiary	8	149,650,500	37,500,000
Total Noncurrent Assets		2,909,896,417	2,808,946,949
		P2,997,297,579	P2,902,345,411
LIABILITIES AND EQUITY			
Current Liabilities			
Accrued expenses and statutory payables	9	P620,187	P238,457
Note payable	10	1,671,501,723	1,671,501,723
Total Current Liabilities		1,672,121,910	1,671,740,180
Equity			
Capital stock	12	840,660,700	840,660,700
Retained earnings		478,265,367	383,235,216
Other comprehensive income		6,249,602	6,709,315
Total Equity		1,325,175,669	1,230,605,231
		P2,997,297,579	P2,902,345,411

See accompanying Notes to Separate Financial Statements.

BRIGHT KINDLE RESOURCES & INVESTMENTS, INC.
(A Subsidiary of RYM Business Management Corp.)

SEPARATE STATEMENTS OF COMPREHENSIVE INCOME

	Note	Years Ended December 31		
		2024	2023	2022
SHARE IN NET INCOME OF AN ASSOCIATE	7	P23,505,331	P46,195,165	P40,313,575
GAIN ON PROPERTY-FOR-SHARES EXCHANGE	6	79,214,147	-	-
GENERAL AND ADMINISTRATIVE EXPENSES	13	(7,725,183)	(9,813,695)	(7,189,505)
INTEREST INCOME	4	35,856	22,744	33,164
OTHER INCOME	11	-	464,286	520,000
INCOME BEFORE INCOME TAX		95,030,151	36,868,500	33,677,234
PROVISION FOR CURRENT INCOME TAX	14	-	(6,964)	(5,200)
NET INCOME		95,030,151	36,861,536	33,672,034
OTHER COMPREHENSIVE INCOME (LOSS) <i>Not to be reclassified to profit or loss in subsequent period -</i>				
Share in other comprehensive income (loss) of an associate	7	(459,713)	(1,127,366)	932,508
TOTAL COMPREHENSIVE INCOME		P94,570,438	P35,734,170	P34,604,542
EARNINGS PER SHARE - BASIC AND DILUTED	15	P0.062	P0.024	P0.022

See accompanying Notes to Separate Financial Statements.

BRIGHT KINDLE RESOURCES & INVESTMENTS, INC.
(A Subsidiary of RYM Business Management Corp.)

SEPARATE STATEMENTS OF CHANGES IN EQUITY

	Note	Years Ended December 31		
		2024	2023	2022
CAPITAL STOCK - P0.55 par value				
Authorized - 2,000,000,000 shares				
Issued and outstanding -				
1,528,474,000 shares	12	P840,660,700	P840,660,700	P840,660,700
RETAINED EARNINGS				
Balance at beginning of year		383,235,216	346,373,680	312,701,646
Net income		95,030,151	36,861,536	33,672,034
Balance at end of year		478,265,367	383,235,216	346,373,680
OTHER COMPREHENSIVE INCOME				
Accumulated share in other comprehensive income of an associate				
Balance at beginning of year		6,709,315	7,836,681	6,904,173
Share in other comprehensive income (loss) of an associate	7	(459,713)	(1,127,366)	932,508
Balance at end of year		6,249,602	6,709,315	7,836,681
		P1,325,175,669	P1,230,605,231	P1,194,871,061

See accompanying Notes to Separate Financial Statements.

BRIGHT KINDLE RESOURCES & INVESTMENTS, INC.
(A Subsidiary of RYM Business Management Corp.)

SEPARATE STATEMENTS OF CASH FLOWS

	Note	Years Ended December 31		
		2024	2023	2022
CASH FLOWS FROM OPERATING ACTIVITIES				
Income before tax		P95,030,151	P36,868,500	P33,677,234
Adjustments for:				
Gain on property for share exchange	6	(79,214,147)	-	-
Share in net income of an associate	7	(23,505,331)	(46,195,165)	(40,313,575)
Depreciation	6	1,357,241	1,733,505	1,642,287
Interest income	4	(35,856)	(22,744)	(33,164)
Operating loss before working capital changes		(6,367,942)	(7,615,904)	(5,027,218)
Increase in other current assets		(197,327)	(432,478)	(419,782)
Increase (decrease) in accrued expenses and statutory payables		381,730	(918,932)	284,338
Net cash used for operations		(6,183,539)	(8,967,314)	(5,162,662)
Interest received		35,856	22,744	33,164
Income tax paid		-	(6,964)	(5,200)
Net cash used in operating activities		(6,147,683)	(8,951,534)	(5,134,698)
CASH FLOWS FROM INVESTING ACTIVITIES				
Collections of dividends receivable		60,000,000	-	78,000,000
Collections from related parties		152,971	1,246,583	152,971
Additions to property and equipment	6	(46,944)	(129,478)	(684,049)
Payment of subscription payables	8	-	(28,125,000)	-
Investment in a subsidiary	8	-	-	(9,375,000)
Advances made to related parties		-	-	(1,416,816)
Net cash provided by investing activities		60,106,027	1,117,105	66,524,135
CASH FLOWS FROM A FINANCING ACTIVITY				
Advances from (payments to) a related party	11	-	(11,673,899)	1,051,490
NET INCREASE (DECREASE) IN CASH		53,958,344	(47,633,328)	62,440,927
CASH AT BEGINNING OF YEAR		15,233,155	62,866,483	425,556
CASH AT END OF YEAR		P69,191,499	P15,233,155	P62,866,483
NONCASH FINANCIAL INFORMATION				
Additional investment in a subsidiary through property-for-share exchange	8	P112,150,500	P-	P-
Dividends receivable from associate	7	-	60,000,000	-
Acquisition of investment in a subsidiary through subscription payable	8	-	-	28,125,000

See accompanying Notes to Separate Financial Statements.

BRIGHT KINDLE RESOURCES & INVESTMENTS, INC.
(A Subsidiary of RYM Business Management Corp.)

NOTES TO SEPARATE FINANCIAL STATEMENTS
AS AT DECEMBER 31, 2024 AND 2023 AND
FOR THE YEARS ENDED DECEMBER 31, 2024, 2023 AND 2022

1. Corporate Information

General Information

Bright Kindle Resources & Investments, Inc. (the Company) is a holding company, incorporated and registered with the Philippine Securities and Exchange Commission (SEC) on December 4, 1981. On March 21, 1995, the Company listed its shares with Philippine Stock Exchange, Inc. (PSE).

The Company is a subsidiary of RYM Business Management Corp. (the Parent Company), a holding company registered and domiciled in the Philippines.

The Company's principal office address is at 16th Floor BDO Towers Valero, 8741 Paseo de Roxas, Makati City.

Approval of Separate Financial Statements

The accompanying separate financial statements of the Company as at December 31, 2024 and 2023 and for the years ended December 31, 2024, 2023, and 2022 were approved and authorized for issuance by the Board of Directors (BOD) of the Company on April 7, 2025.

2. Summary of Material Accounting Policy Information

The material accounting policy information that have been used in the preparation of the financial statements have been consistently applied to all the years presented, unless otherwise stated.

Basis of Preparation and Statement of Compliance

The separate financial statements have been prepared in compliance with Philippine Financial Reporting Standards (PFRS) Accounting Standards. This financial reporting framework includes PFRS Accounting Standards, Philippine Accounting Standards (PAS) and Philippine Interpretations from International Financial Reporting Interpretations Committee issued by the Philippine Financial and Sustainability Reporting Standards Council and adopted by the SEC, including SEC pronouncements.

Measurement Bases

The separate financial statements are presented in Philippine Peso, which is also the Company's functional currency. All amounts represent absolute values except otherwise indicated.

The separate financial statements have been prepared using the historical cost basis. Historical cost is generally based on the fair value of the consideration given in exchange for an asset and fair value of the 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 transaction date. The Company 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.

The Company uses market observable data to a possible extent when measuring the fair value of an asset or a liability. Fair values are categorized into different levels in a fair value hierarchy based on inputs used in the valuation techniques as follows:

- 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.
- 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 separate financial statements on a recurring basis, the Company 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 period.

For the purpose of fair value disclosures, the Company 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 Note 16, *Financial Risk Management Objectives and Policies*.

Adoption of Amended PFRS Accounting Standards

The accounting policies adopted are consistent with those of the previous financial year. Relevant amendments to PFRS Accounting Standards effective beginning January 1, 2024 did not have any material effect on the financial statements of the Company.

New and Amended PFRS Accounting Standards in Issue but Not Yet Effective

Relevant new and amended PFRS Accounting Standards, which are not yet effective as at December 31, 2024, are not expected to have any material effect on the financial statements of the Company. Additional disclosures will be included in the financial statements, as applicable.

Financial Assets and Liabilities

The Company recognizes a financial asset or a financial liability in the separate 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.

Financial asset or liability is 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).

Financial assets are measured at amortized cost if 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 expected credit loss (ECL), if any. Financial assets are derecognized when the right to receive cash flows from the asset has expired.

As at December 31, 2024 and 2023, the Company's cash, due from related parties, and dividend receivable is considered as financial assets at amortized cost.

Financial liabilities are categorized as financial liabilities at amortized cost when the substance of the contractual arrangement results in the Company 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.

A financial liability is derecognized when the obligation under the liability is discharged, cancelled or has expired.

As at December 31, 2024 and 2023, the Company's accrued expenses and note payable are classified as financial liabilities at amortized cost.

Investment in an Associate

Investment in an associate is recognized initially at cost and subsequently accounted for using the equity method.

An associate is an entity in which the Company has significant influence but not control, over the financial and operating policies of such entity. The Company's share of its associate's post-acquisition profits or losses is recognized in profit or loss, and its share of post-acquisition movements in reserves is recognized in equity. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment.

The reporting date of the associate and that of the Company are identical and the associate's accounting policies conform to those used by the Company for like transactions and events in similar circumstances. When necessary, adjustments are made to conform the associate's accounting policies in line with those of the Company.

When the Company's share of losses in an associate equal or exceeds its interest in the associate, including any other unsecured receivables, the Company does not recognize further losses, unless it has incurred obligations or made payments on behalf of the associate. Unrealized gains on transactions between the Company and its associate are eliminated to the extent of the Company's interest in the associate. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

The Company determines at the end of each reporting period whether there is any evidence that the investment is impaired. If this is the case, the amount of impairment is calculated as the difference between the carrying amount of the investment and recoverable amount.

Investment in a Subsidiary

The Company's investment in a subsidiary is accounted for in the separate financial statements at cost less any impairment in value.

Under the cost method, the Company recognizes income from the investment only to the extent that the Company received distributions from accumulated profits of the subsidiary after the date of acquisition. Distributions received in excess of such profits are regarded as a reduction of the cost of the investment.

A subsidiary is an entity in which the Company has control. Specifically, the Company controls an investee if it has:

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

The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control.

An assessment of the carrying amount of the investment in subsidiary is performed when there is an indication that the investment has been impaired.

Equity

Capital Stock. Capital stock is measured at par value for all shares issued. Incremental costs directly attributable to the issuance of new shares are treated as deduction from equity, net of tax.

Retained Earnings. Retained earnings represent the cumulative balance of net income or loss net of any dividend declaration.

Other Comprehensive Income (OCI). OCI comprises of items of income and expense that are not recognized in profit or loss for the year in accordance with PFRS Accounting Standards. OCI of the Company pertains to accumulated share in OCI of an associate. This is not reclassified to profit or loss in subsequent period.

Income Taxes

Current Tax. Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rate used to compute the amount is the one that has 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, carry-forward benefits of any unused net operating loss carryover (NOLCO), excess minimum corporate income tax (MCIT) to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and unused NOLCO 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 rate that are expected to apply to the period when the asset is realized or the liability is settled, based on tax rate that has been enacted or substantively enacted at the reporting date.

Deferred tax is recognized in profit or loss except to the extent that it relates to a business combination, or items directly recognized in equity as OCI.

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

Basic and Diluted Earnings Per Share

Basic earnings per share 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, with retroactive adjustments for any stock dividends declared and stock split and excluding common shares purchased by the Company and held as treasury shares.

Diluted earnings per share is calculated by adjusting the weighted average number of common shares outstanding to assume conversion of all potential dilutive common shares. Where the earnings per share effect of potential dilutive common shares would be anti-dilutive, basic and diluted earnings per share are stated at the same amount.

Related Party Transactions and Related Parties

Related party transactions consist of transfers of resources, services or obligations between the Company and its related parties.

Parties are considered to be related if one party has the ability to directly or indirectly, control or exercise significant influence over the other party in making financial and operating decisions. These include: (a) individuals owning, directly or indirectly through one or more intermediaries, control or are controlled, or under common control with the Company; (b) associates; (c) individuals owning directly or indirectly, an interest in the voting power of the Company that give them significant influence over the Company and close members of the family of any such individual; and (d) members of the key management personnel of the Company.

In considering each possible related party relationship, attention is directed to the substance of the relationship and not merely on the legal form.

Provisions and Contingencies

Provisions are recognized when 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.

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

Events after the Reporting Date

Post year-end events that provide additional information about the Company's financial position at the financial reporting date (adjusting events) are reflected in the financial statements. Post year-end events that are not adjusting events are disclosed in the notes to financial statements when material.

3. Significant Judgments, Accounting Estimates and Assumptions

The preparation of the Company's separate financial statements in compliance with PFRS Accounting Standards requires management to exercise judgments and make accounting estimates and assumptions that affect the amounts reported in the separate financial statements. The judgments, accounting estimates and assumptions used in the separate financial statements are based upon management's evaluation of relevant facts and circumstances as at the reporting date. While the Company believes that the assumptions are reasonable and appropriate, significant differences in the actual experience or significant changes in the assumptions may materially affect the estimated amounts. Actual results could differ from such estimates.

The following are the significant judgments, accounting estimates and assumptions made by the Company:

Determining Significant Influence over an Associate. When an entity holds 20% or more of the voting power (directly or through subsidiaries) on an investee, it will be presumed that the investor has significant influence unless it can be clearly demonstrated that this is not the case. If the holding is less than 20%, the entity will be presumed not to have significant influence unless such influence can be clearly demonstrated. A substantial or majority ownership by another investor does not necessarily preclude an entity from having significant influence.

The existence of significant influence by the Company is evidenced by the following:

- representation on the BOD or equivalent governing body of the investee;
- participation in the policy-making process, including participation in decisions about dividends or other distributions; or
- material transactions between the entity and the investee; interchange of managerial personnel.

The Company's investment in an associate qualifies this criteria despite not having 20% or more of the voting power on the investee.

Assessing the Impairment of Investment in an Associate. The Company assesses the impairment of investment in an associate whenever events or changes in circumstances indicate that the carrying amount of investment in an associate may not be recoverable. The Company considered the following as indicators of impairment, and therefore, performed an impairment review:

- The carrying amount of the net assets of the associate is more than its market capitalization; and
- The carrying amount of the investment exceeds the Company's proportionate share in the carrying amounts of the associate's net assets in the separate financial statements.

In determining the recoverable amount, the Company is required to make estimates and assumptions such as commodity prices, discount rates, and foreign currency exchange rates that can materially affect the separate financial statements. Commodity prices and foreign exchange rate are based on the current and forecast in different banks. Discount rate estimate is computed using the weighted average cost of capital

Based on management assessment, the estimated recoverable amount of the Company's investment in an associate is higher than its carrying amount. The estimated recoverable amount was determined based on the cash flow projections of the associate using the discounted cash flow method. Accordingly, no impairment loss was recognized in 2024, 2023 and 2022. The carrying amount of investment in an associate is disclosed in Note 7.

Assessing the Realizability of Deferred Tax Assets. The Company reviews its deferred tax assets at each reporting date and reduces the carrying amount 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 assets to be utilized. Management has assessed that there may be no sufficient future taxable profits against which the deferred tax assets can be utilized.

The Company's unrecognized deferred tax assets is disclosed in Note 14.

4. Cash

This account consists of:

	2024	2023
Cash on hand	P20,000	P14,210
Cash in bank	69,171,499	15,218,945
	P69,191,499	P15,233,155

Cash in banks earn interest at prevailing bank deposit rates. Interest income earned amounted to P35,856, P22,744, and P33,164 in 2024, 2023, and 2022, respectively.

5. Other Current Assets

This account consists of:

	2024	2023
Input VAT	P10,390,651	P10,093,192
Prepaid tax	597,806	597,806
Prepayments	179,194	173,501
Others	24,750	130,575
	P11,192,401	P10,995,074

6. Property and Equipment

Balances and movements in this account are as follows:

	2024			Total
	Condominium Units	Office Furniture and Fixtures	Computer Equipment	
Cost				
Balances at beginning of year	₱47,788,569	₱1,893,169	₱716,277	₱50,398,015
Additions	-	36,000	10,944	46,944
Transfers	(47,788,569)	-	-	(47,788,569)
Balance at end of year	-	1,929,169	727,221	2,656,390
Accumulated Depreciation				
Balances at beginning of year	13,667,859	1,809,434	136,505	15,613,798
Depreciation	1,184,357	28,910	143,974	1,357,241
Transfers	(14,852,216)	-	-	(14,852,216)
Balances at end of year	-	1,838,344	280,479	2,118,823
Carrying Amount	₱-	₱90,825	₱446,742	₱537,567

	2023			Total
	Condominium Units	Office Furniture and Fixtures	Computer Equipment	
Cost				
Balances at beginning of year	₱47,788,569	₱1,852,968	₱627,000	₱50,268,537
Additions	-	40,201	89,277	129,478
Balance at end of year	47,788,569	1,893,169	716,277	50,398,015
Accumulated Depreciation				
Balances at beginning of year	12,088,718	1,791,575	-	13,880,293
Depreciation	1,579,141	17,859	136,505	1,733,505
Balances at end of year	13,667,859	1,809,434	136,505	15,613,798
Carrying Amount	₱34,120,710	₱83,735	₱579,772	₱34,784,217

Depreciation expense charged to operations amounted to ₱1.4 million, ₱1.7 million, and ₱1.6 million in 2024, 2023 and 2022, respectively (see Note 13).

As at December 31, 2024 and 2023, the cost of fully-depreciated property and equipment still in use amounted to ₱1.8 million.

Deed of Assignment to Brightstar Holdings and Development Inc. (BHD)

On January 20, 2023, the Company and BHD executed a Deed of Assignment under which the Company assigned in favor of BHD its one (1) condominium unit and four (4) parking slots in exchange for 1,121,505,000 common shares with ₱0.10 par value a share from the authorized capital stock of BHD. The transaction is pursuant to the approval by the Company of a property-for-share swap wherein the property will be exchanged for shares in the subsidiary, and subject to the confirmation of valuation by the SEC and tax-free exchange application with the Bureau of Internal Revenue (BIR).

On September 12, 2024, the Company obtained the certificate of approval of valuation from the SEC. On the same date, the subject property was also transferred to BHD in exchanges for BHD's shares valued at ₱112.2 million (see Note 8). The exchange resulted to a gain of ₱79.2 million recognized in the separate statements of comprehensive income.

7. Investment in an Associate

Movements in this account are as follows:

	2024	2023
Acquisition Cost	₱2,604,000,000	₱2,604,000,000
Accumulated Earnings		
Balance at beginning of year	125,953,417	139,758,252
Share in net income	23,505,331	46,195,165
Dividend income	-	(60,000,000)
Balance at end of year	149,458,748	125,953,417
Accumulated Share in OCI		
Balance at beginning of year	6,709,315	7,836,681
Share in OCI -		
Remeasurement loss on retirement benefit liability	(459,713)	(1,127,366)
Balance at end of year	6,249,602	6,709,315
Carrying Amount	₱2,759,708,350	₱2,736,662,732

The Company has 600,000,000 shares of Marcventures Holdings, Inc. (MARC) representing 19.90% equity interest as at December 31, 2024 and 2023. MARC has investments in mining companies located in Surigao del Sur and in the province of Samar. MARC's principal office address is at Unit 4-3 BDO Towers Paseo, Paseo de Roxas, Makati City.

Summarized financial information of MARC follows:

	2024	2023
Total current assets	₱813,509,424	₱898,183,945
Total noncurrent assets	4,992,779,805	5,151,631,057
Total current liabilities	284,253,113	598,565,310
Total noncurrent liabilities	608,855,399	653,876,102
Revenue	1,716,215,975	2,050,416,186
Net income	118,117,244	232,136,506
Other comprehensive income (loss)	(2,310,118)	(5,665,156)
Total comprehensive income	115,807,127	226,471,350

The reconciliation of the share in the net assets of MARC and the carrying amount of the investment in an associate as at December 31, 2024 and 2023 are as follows:

	2024	2023
Net assets as at beginning of year	₱4,797,373,590	₱4,872,384,270
Net income	118,117,244	232,136,506
Dividend declaration	-	(301,482,030)
Other comprehensive loss	(2,310,118)	(5,665,156)
Net assets as at end of year	4,913,180,716	4,797,373,590
Equity interest*	19.9%	19.9%
Share in net assets of associate	977,718,245	954,672,627
Goodwill on acquisition and others	1,781,990,105	1,781,990,105
Carrying amount	₱2,759,708,350	₱2,736,662,732

*rounded

8. Investment in a Subsidiary

Movement in this account follows:

	2024	2023
Balance at beginning of year	P37,500,000	P37,500,000
Additions	112,150,500	-
Balance at end of year	P149,650,500	P37,500,000

In 2022, the Company subscribed to 375,000,000 common shares of BHDl for a consideration of P37,500,000 equivalent to a full ownership interest. The Company has initially paid P9.4 million of the total subscription. Subscription payable amounting to P28.1 million as at December 31, 2022 was paid in full in 2023.

In January 20, 2023, the Company subscribed to additional 1,121,505,000 common shares of BHDl at P0.1 par through a property-for-share swap transaction. On September 12, 2024, upon receipt of the certificate approval of valuation from the SEC, the Company transferred the subject property to BHDl in exchange for BHDl's shares valued at P112.2 million (see Note 6).

BHDl was incorporated and registered with the SEC on May 27, 2022. It is primarily engaged in dealing with all kinds of property, including but not limited to bonds, debentures, promissory notes, shares of stock, or other securities or obligations without engaging in the business of an investment company under the Investment Company Act or a finance company or a broker or dealer in securities.

BHDl's registered office address is at 16th Floor BDO Towers Valero, 8741 Paseo de Roxas, Makati City.

The summarized financial information of BHDl is as follows:

	2024	2023
Current assets	P34,596,736	P32,578,939
Noncurrent assets	110,804,694	-
Current liabilities	483,678	347,839
Equity	144,917,752	32,231,100
Net income (loss)	536,152	(3,786,571)

9. Accrued Expenses and Statutory Payables

This account consists of:

	2024	2023
Accrued expenses	P596,501	P226,262
Statutory payables	23,686	12,195
	P620,187	P238,457

Accrued expenses pertain to accrual of outside services, professional fees, and electricity, among others, which are expected to be settled in the next reporting period.

Statutory payables pertain to withholding taxes that are to be remitted to the government within the next reporting period.

10. Note Payable

The Company's note payable amounting to ₱1,671.5 million as at December 31, 2024 and 2023 pertains to a due and demandable, noninterest-bearing loan from Trans Middle East Philippine Equities, Inc. (TMEE), a related party. The proceeds of the loan were used to finance the acquisition of investment in MARC.

11. Related Party Transactions

The Company has the following transactions with its Parent Company and other related parties:

	Note	Nature of Transactions	Amount of Transactions		Outstanding Balances	
			2024	2023	2024	2023
Dividend receivable						
Associate	7	Share in dividend declared of the associate	₱-	₱60,000,000	₱-	₱60,000,000
Other income						
Entity under common control		Other income	₱-	₱464,286	₱-	₱464,286
Due from related parties						
Parent Company		Advances for working capital	₱-	₱-	₱7,000,000	₱7,000,000
Entities under common management		Advances for working capital	-	144,563	17,262	170,233
					₱7,017,262	₱7,170,233
Due to related parties						
Entity under common control		Advances for working capital	₱-	₱23,177	₱-	₱-
Note payable						
Entities under common management	10	Note payable	₱-	₱-	₱1,671,501,723	₱1,671,501,723

Due from/Due to Related Parties

These amounts represent working capital advances which are unimpaired, unsecured and collectible in cash. Working capital advances are noninterest-bearing and collectible on demand.

Other Income

Other income in 2023 and 2022 amounted to ₱0.5 million and pertains to the consideration for the use of the Company's condominium properties as collateral for MMDC's loan facility equivalent to 2% of monthly principal amortization of the loan.

Compensation of Key Management Personnel

The Company has not paid any compensation to its key management personnel in 2024 and 2023. The accounting and administrative functions of the Company are being handled by the affiliate companies at no cost.

Cash Flows from Financing Activities

In 2023 and 2022, the Company paid its advances from related parties amounting to ₱11.7 million and received advances from related parties amounting to ₱1.1 million, respectively. The Company has no transactions with related parties in 2024.

12. Equity

On March 21, 1995, the SEC approved the listing of the Company's 118,000,000 shares at an offer price of ₱1 per share. Accordingly, on the same date, the Parent Company listed its shares with PSE. Subsequently, the par value of the Company's common stock was reduced from ₱1 per share to ₱0.55 per share as approved by the SEC on October 17, 2012.

As at December 31, 2024 and 2023, the Company has ₱840.7 million capital stock. The Company's listed shares in the PSE are 1,528,474,000 shares.

The following summarizes the information on the Company's issued and subscribed shares as at December 31, 2024:

	Number of Shares Issued and Subscribed	Percentage of Shares
Non-public shareholdings:		
a. Related parties	1,170,159,989	76.56%
b. Affiliates, directors and officers*	10,000	0%
Public shareholdings	358,304,011	23.44%
	1,528,474,000	100.00%

*Shareholdings represent 0.0007% of the total shares.

The total number of shareholders of the Company is 626 and 627 as at December 31, 2024 and 2023, respectively.

13. General and Administrative Expenses

This account consists of:

	Note	2024	2023	2022
Professional fees		₱2,809,625	₱2,131,805	₱1,397,084
Outside services		1,469,280	1,121,331	938,375
Depreciation	6	1,357,241	1,733,505	1,642,287
Director's fees		635,000	504,889	685,000
Taxes and licenses		346,104	740,175	4,151
Advertising and promotions		238,711	271,829	77,000
Communication, light and water		126,625	159,619	274,549
Membership dues and other fees		120,360	1,427,565	1,519,175
Fines and penalties		50,000	239,226	1,000
Repairs and maintenance		16,657	627,705	8,529
Representation		3,285	213,591	71,334
Insurance		2,250	360,737	286,435
Others		550,045	281,718	284,586
		₱7,725,183	₱9,813,695	₱7,189,505

14. Income Taxes

The Company has no income tax expense in 2024 due to its taxable loss position. The provision for current income tax of ₱6,964 and ₱5,200 in 2023 and 2022, respectively, pertains to MCIT.

The Company's unrecognized deferred tax assets are as follows:

	2024	2023
NOLCO	₱9,290,505	₱7,372,530
Excess MCIT over RCIT	12,164	12,164
	₱9,302,669	₱7,384,694

Management has assessed that there may be no sufficient future taxable profits against which the deferred tax assets can be utilized.

The reconciliation of provision for income tax at the statutory income tax to the provision for income tax shown in the statements of comprehensive income follows:

	2024	2023	2022
Provision for income tax computed at statutory tax rate	₱23,757,538	₱9,217,125	₱8,419,309
Change in unrecognized deferred tax assets	1,917,975	2,231,112	360,288
Add (deduct) tax effects of:			
Share in net income of an associate	(5,876,333)	(11,548,791)	(10,078,394)
Nontaxable income	(19,803,537)	-	-
Nondeductible expenses	13,321	113,204	19,907
Interest income subjected to final tax	(8,964)	(5,686)	(8,291)
Expired NOLCO	-	-	1,292,381
	₱-	₱6,964	₱5,200

As at December 31, 2024, unused NOLCO that can be claimed as deduction from future taxable income are as follows:

Year	Balance at Beginning of Year	Incurred	Expired	Balance at End of Year	Year of Expiry
2024	₱-	₱7,671,898	₱-	₱7,671,898	2027
2023	8,896,592	-	-	8,896,592	2026
2022	6,589,880	-	-	6,589,880	2025
2021	7,719,361	-	-	7,719,361	2026
2020	6,284,288	-	-	6,284,288	2025
	₱29,490,121	₱7,671,898	₱-	₱37,162,019	

Under Republic Act No. 11494, also known as "Bayanihan to Recover As One Act" and Revenue Regulations No 25-2020, the Group is allowed to carry-over its net operating losses incurred for taxable years 2020 and 2021 for the next five (5) years immediately following the year of such loss.

As at December 31, 2024, excess MCIT over RCIT are as follows:

Year	Balance at Beginning of Year	Incurred	Expired	Balance at End of Year	Year of Expiry
2023	₱6,964	₱-	₱-	₱6,964	2026
2022	5,200	-	-	5,200	2025
	₱12,164	₱-	₱-	₱12,164	

Under Republic Act No. 11494, also known as “Bayanihan to Recover As One Act” and Revenue Regulations No 25-2020, the Group is allowed to carry-over its net operating losses incurred for taxable years 2020 and 2021 for the next five (5) years immediately following the year of such loss.

The income tax rates used in preparing the financial statements as at and for the year ended December 31, 2024 and 2023 are 25% for RCIT and 2% and 1.5% for MCIT, respectively.

15. Basic and Diluted Earnings per Share

Basic and diluted earnings per share are computed as follows:

	2024	2023	2022
Net income	₱95,030,151	₱36,861,536	₱33,672,034
Weighted average number of common shares outstanding	1,528,474,000	1,528,474,000	1,528,474,000
Earnings per share - basic and diluted	₱0.062	₱0.024	₱0.022

There has been no transaction involving common shares or potential common shares that occurred subsequent to the reporting dates.

16. Financial Risk Management Objectives and Policies

The Company has risk management policies that systematically view the risks that could prevent the Company from achieving its objectives. These policies are intended to manage risks identified in such a way that opportunities to deliver the Company’s objectives are achieved. The Company’s risk management takes place in the context of day-to-day operations and normal business processes such as strategic planning and business planning. Management has identified each risk and is responsible for coordinating and continuously improving risk strategies, processes and measures in accordance with the Company’s established business objectives.

Financial Risk Management Objectives and Policies

The Company's principal financial instruments consist of cash, due from related parties, dividends receivable, accrued expenses and note payable. The primary purpose of these financial instruments is to finance the Company's operations. The main risks arising from the use of these financial instruments are credit risk and liquidity risk. Management reviews and approves the policies for managing each of these risks which are summarized below.

Credit Risk

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counterparty defaults on its obligation. The Company's exposure to credit risk arises primarily from cash in banks and due from related parties.

The Company's maximum exposure to credit risk on the financial assets at amortized cost is the carrying amount of those assets as at the reporting date.

Financial Assets at Amortized Cost

The Company limits its credit risk from balances with banks by depositing its cash with highly reputable and pre-approved financial institutions. For due from related parties, credit risk is low since the Company only transacts with related parties with strong capacity to meet its contractual cash flow obligations in the near term.

The Company considers credit risk in measuring ECL of financial assets at amortized cost. Since the financial assets at amortized cost of the Company are considered to have low credit risk, impairment loss is limited to 12-month ECL.

Generally, financial assets at amortized cost are written-off when there is no reasonable expectation of recovery. Indicators of this include the failure of a debtor to engage in a repayment plan, no active enforcement activity and a failure to make contractual payments for a period greater than one year.

The table below presents high grade credit quality of the Company's financial assets at amortized cost.

	2024	2023
Cash in banks	₱69,171,499	₱15,218,945
Due from related parties	7,017,262	7,170,233
Dividends receivable	-	60,000,000
	₱76,188,761	₱82,389,178

High grade credit quality represents settlements which are obtained from counterparty following the terms of the contracts without much collection effort.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to settle or meet its financial obligations when they fall due. The Company aims to maintain flexibility by maintaining sufficient cash to meet all foreseeable cash needs.

The tables below summarize the maturity profile of the Company's financial liabilities at amortized cost as at December 31, 2024 and 2023 based on contractual undiscounted cash flows.

	2024			Total
	On Demand	Less Than One Year	More than One Year	
Accrued expenses	P-	P596,501	P-	P596,501
Note payable	1,671,501,723	-	-	1,671,501,723
	P1,671,501,723	P596,501	P-	P1,672,098,224

	2023			Total
	On Demand	Less Than One Year	More than One Year	
Accrued expenses	P-	P226,262	P-	P226,262
Note payable	1,671,501,723	-	-	1,671,501,723
	P1,671,501,723	P226,262	P-	P1,671,727,985

Fair Value of Financial Assets and Financial Liabilities

The carrying amount of cash, due from related parties, dividends receivable, accrued expenses and note payable approximate their fair values due to their short-term maturities and on demand nature.

There were no transfers of fair value hierarchy in 2024, 2023 and 2022.

17. Capital Management Objectives, Policies and Procedures

The Company's capital management objectives are to ensure the Company's ability to continue as a going concern and to provide an adequate return to shareholders. The Company manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Company may return capital to shareholders or issue new shares. Also, the Company is not subject to any externally imposed capital requirements.

The Company considers its total equity amounting to P1,325.2 million and P1,230.6 million as at December 31, 2024 and 2023, respectively, as its capital.

There has been no change in the objectives, policies, processes in 2024, 2023, and 2022.



Jordan Bajamonde <jordan.bajamonde@marcventures.com.ph>

Fwd: Your BIR AFS eSubmission uploads were received

1 message

Elaine Gesmundo <elaine.gesmundo@marcventures.com.ph> Wed, Apr 30, 2025 at 8:08 AM
To: Jordan Bajamonde <jordan.bajamonde@marcventures.com.ph>, "Catrese Ma. Lian Nadal" <catrese.nadal@marcventures.com.ph>
Cc: Joanna Manzano <joana.manzano@marcventures.com.ph>, Legal Department <legal.department@marcventures.com.ph>

Hi, Sir Jordan.

Forwarding the confirmation email from BIR. Thank you.

Regards,
Elaine

JEANETTE ELAINE I. GESMUNDO
Legal Assistant



4th Floor Citibank Center, 8742 Paseo De Roxas, Makati City
Tel. No. 8-831-4479
Mobile No. +63 906 940 6721
Email: elaine.gesmundo@marcventures.com.ph

----- Forwarded message -----

From: <eafs@bir.gov.ph>
Date: Tue, Apr 29, 2025 at 4:21 PM
Subject: Your BIR AFS eSubmission uploads were received
To: <JERMAINE.EJAN@marcventures.com.ph>
Cc: <VALENZUELAJACKLYN@yahoo.com>

Hi BRIGHT KINDLE RESOURCES & INVESTMENTS, INC.,

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- EAFS000803498RPTY122024.pdf
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Transaction Code: **AFS-0-QM3QXRZ307CBG9D78NNYRVXQQ0232T3MVN**
Submission Date/Time: **Apr 29, 2025 04:21 PM**
Company TIN: **000-803-498**

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**STATEMENT OF MANAGEMENT'S RESPONSIBILITY
FOR FINANCIAL STATEMENTS**


The management of Bright Kindle Resources & Investments, Inc. (the Company) is responsible for the preparation and fair presentation of the financial statements including the schedules attached therein, for the years ended December 31, 2024 and 2023, in accordance with the prescribed financial reporting framework indicated therein, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.


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


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

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

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

Signature: 
Augusto C. Serafica Jr.
President

Signature: 
Cesar C. Zalamea
Chairman of the Board

Signature: 
Rolando S. Santos
SVP Treasurer

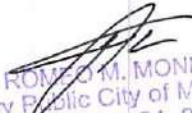
Signed this _____

APR 11 2025

SUBSCRIBED AND SWORN to before me this _____ day of _____
affiant(s) exhibiting to their evidence of identity, as follows:

NAMES	COMPETENT Evidence of Identity (TIN)	DATE OF ISSUE	PLACE OF ISSUE
Augusto C. Serafica Jr.	[REDACTED]		
Cesar C. Zalamea	[REDACTED]		
Rolando S. Santos	[REDACTED]		

DOC NO. 394
PAGE NO. 80
BOOK NO. 12
SERIES OF 2025


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Until December 31, 2025
Appointment No. M-032 (2024-2025)
PTR No. 10466008 Jan. 2, 2025/Makati City
IBP No. 488534 Dec. 27, 2024
MCLE NO. VII-0027570 Roll No. 27932
101 Urban Ave. Campos Rueda Bldg.
Brgy. Pio Del Pilar, Makati City



SECURITIES AND EXCHANGE COMMISSION

THE SEC HEADQUARTERS 7907 Makati Avenue, Salcedo Village, Bel-Air, Makati City
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The following document has been received:

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Company Information

SEC Registration No.: 0000102165

Company Name: BRIGHT KINDLE RESOURCES & INVESTMENTS INC.

Industry Classification: G51000

Company Type: Stock Corporation

Document Information

Document ID: OST10430202583233609

Document Type: Financial Statement

Document Code: FS

Period Covered: December 31, 2024

Submission Type: Consolidated, Annual

Remarks: None

Acceptance of this document is subject to review of forms and contents



INDEPENDENT AUDITORS' REPORT

The Stockholders and the Board of Directors
Bright Kindle Resources & Investments, Inc. and Subsidiary
16th Floor BDO Towers Valero (formerly Citibank Tower)
8741 Paseo de Roxas, Makati City

Opinion

We have audited the consolidated financial statements of Bright Kindle Resources & Investments, Inc. and Subsidiaries (the Group), which comprise the consolidated statements of financial position as at December 31, 2024 and 2023, and the consolidated statements of comprehensive income, consolidated statements of changes in equity and consolidated statements of cash flows for the years ended December 31, 2024, 2023, and 2022, and notes to consolidated financial statements, including a summary of material accounting policy information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at December 31, 2024 and 2023, and its consolidated financial performance and its consolidated cash flows for the years ended December 31, 2024, 2023, and 2022 in accordance with Philippine Financial Reporting Standards (PFRS) Accounting Standards.

Basis for Opinion

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

Key Audit Matters

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



Assessment of Impairment of Investment in an Associate

The Group's investment in an associate with a carrying amount of ₱2,759.5 billion as at December 31, 2024, comprising 95% of the Group's total assets, is required to be assessed at reporting date if there are indicators of impairment. As discussed in Note 3, there are indicators that the investment in an associate may be impaired. This is a key audit matter because of the significant judgment and estimate required in the computation of the recoverable amount of the investment to determine if impairment exists.

We reviewed the discounted cash flows used by management to compute the recoverable amount of the investment in an associate. We validated the reasonableness of the discount rates and other assumptions used in the computation, which include, among others, production levels, commodity prices, sales forecasts, and foreign currency exchange rate by comparing to historical performance, external data and industry benchmarks. We also reviewed the disclosures as presented in Notes 3 and 8 to consolidated financial statements.

Other Information

Management is responsible for the other information. The other information comprises the information included in the SEC Form 20-IS (Definitive Information Statement), SEC Form 17-A (Annual Report) and Annual Report distributed to stockholders for the year ended December 31, 2024, but does not include the consolidated financial statements and our Auditors' report thereon. The SEC Form 20-IS, SEC Form 17-A and Annual Report distributed to stockholders for the year ended December 31, 2024 are expected to be made available to us after the date of this Auditors' report.

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

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

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

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

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

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



Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the consolidated financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.



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

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

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

The engagement partner on the audit resulting in this independent auditors' report is Carolina P. Angeles.

REYES TACANDONG & Co.


CAROLINA P. ANGELES

Partner

CPA Certificate No. 86981

Tax Identification No. 205-067-976-000

BOA Accreditation No. 4782/P-007; Valid until June 6, 2026

BIR Accreditation No. 08-005144-007-2022

Valid until October 16, 2025

PTR No. 10467120

Issued January 2, 2025, Makati City

April 7, 2025

Makati City, Metro Manila

BRIGHT KINDLE RESOURCES & INVESTMENTS, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

		December 31	
	Note	2024	2023
ASSETS			
Current Assets			
Cash	4	P72,070,102	P31,956,612
Due from related parties	11	31,449,785	20,420,211
Dividend receivable	11	–	60,000,000
Other current assets	5	18,478,010	13,594,577
Total Current Assets		121,997,897	125,971,400
Noncurrent Assets			
Investment in an associate	8	2,759,708,350	2,736,662,732
Investment property	7	32,541,567	–
Property and equipment	6	537,567	34,784,217
Total Noncurrent Assets		2,792,787,484	2,771,446,949
		P2,914,785,381	P2,897,418,349
LIABILITIES AND EQUITY			
Current Liabilities			
Note payable	10	P1,671,501,723	P1,671,501,723
Accrued expenses and statutory payables	9	1,079,215	575,146
Due to related parties	11	24,650	5,150
Total Current Liabilities		1,672,605,588	1,672,082,019
Equity			
Capital stock	12	840,660,700	840,660,700
Retained earnings		395,269,491	377,966,315
Other comprehensive income		6,249,602	6,709,315
Total Equity		1,242,179,793	1,225,336,330
		P2,914,785,381	P2,897,418,349

See accompanying Notes to Consolidated Financial Statements.

BRIGHT KINDLE RESOURCES & INVESTMENTS, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	Note	Years Ended December 31		
		2024	2023	2022
SHARE IN NET INCOME OF AN ASSOCIATE	8	₱23,505,331	₱46,195,165	₱40,313,575
GENERAL AND ADMINISTRATIVE EXPENSES	13	(10,469,265)	(15,664,528)	(8,675,251)
RENTAL INCOME	7	4,119,816	2,059,908	-
INTEREST INCOME	4	40,151	27,097	36,581
OTHER INCOME	11	107,143	464,286	520,000
INCOME BEFORE INCOME TAX		17,303,176	33,081,928	32,194,905
PROVISION FOR INCOME TAX	14	-	(6,964)	(5,200)
NET INCOME		17,303,176	33,074,964	32,189,705
OTHER COMPREHENSIVE INCOME (LOSS)				
<i>Not to be reclassified to profit or loss in subsequent period -</i>				
Share in other comprehensive income (loss) of an associate	8	(459,713)	(1,127,366)	932,508
TOTAL COMPREHENSIVE INCOME		₱16,843,463	₱31,947,598	₱33,122,213
EARNINGS PER SHARE - BASIC AND DILUTED	15	₱0.011	₱0.022	₱0.021

See accompanying Notes to Consolidated Financial Statements.

BRIGHT KINDLE RESOURCES & INVESTMENTS, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

	Note	Years Ended December 31		
		2024	2023	2022
CAPITAL STOCK - P0.55 par value				
Authorized - 2,000,000,000 shares				
Issued and outstanding -				
1,528,474,000 shares	12	P840,660,700	P840,660,700	P840,660,700
RETAINED EARNINGS				
Balance at beginning of year		377,966,315	344,891,351	312,701,646
Net income		17,303,176	33,074,964	32,189,705
Balance at end of year		395,269,491	377,966,315	344,891,351
OTHER COMPREHENSIVE INCOME				
Accumulated Share in Other Comprehensive Income of an Associate				
Balance at beginning of year		6,709,315	7,836,681	6,904,173
Share in other comprehensive income (loss) of an associate	8	(459,713)	(1,127,366)	932,508
Balance at end of year		6,249,602	6,709,315	7,836,681
		P1,242,179,793	P1,225,336,330	P1,193,388,732

See accompanying Notes to Consolidated Financial Statements.

BRIGHT KINDLE RESOURCES & INVESTMENTS, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF CASH FLOWS

		Years Ended December 31		
	Note	2024	2023	2022
CASH FLOWS FROM OPERATING ACTIVITIES				
Income before income tax		P17,303,176	P33,081,928	P32,194,905
Adjustments for:				
Share in net income of an associate	8	(23,505,331)	(46,195,165)	(40,313,575)
Depreciation	6	1,752,027	1,733,505	1,642,287
Interest income	4	(40,151)	(27,097)	(36,581)
Operating loss before working capital changes		(4,490,279)	(11,406,829)	(6,512,964)
Increase in other current assets		(4,883,433)	(3,020,081)	(431,682)
Increase (decrease) in accrued expenses and statutory payables		504,069	(688,243)	390,338
Net cash used for operations		(8,869,643)	(15,115,153)	(6,554,308)
Interest received		40,151	27,097	36,581
Income tax paid		-	(6,964)	(5,200)
Net cash used in operating activities		(8,829,492)	(15,095,020)	(6,522,927)
CASH FLOWS FROM INVESTING ACTIVITIES				
Dividend received		60,000,000	-	78,000,000
Advances to related parties	11	(11,029,574)	(13,394,541)	(25,670)
Additions to property and equipment	6	(46,944)	(129,478)	(684,049)
Net cash provided by (used in) investing activities		48,923,482	(13,524,019)	77,290,281
CASH FLOW FROM A FINANCING ACTIVITY				
Advances from (payments to) related parties		19,500	(11,668,749)	1,051,490
NET INCREASE (DECREASE) IN CASH		40,113,490	(40,287,788)	71,818,844
CASH AT BEGINNING OF YEAR		31,956,612	72,244,400	425,556
CASH AT END OF YEAR		P72,070,102	P31,956,612	P72,244,400
NONCASH FINANCIAL INFORMATION				
Transfer of property and equipment to investment property at carrying amount	6	P32,936,353	P-	P-
Dividend receivable from an associate	8	-	60,000,000	-

See accompanying Notes to Consolidated Financial Statements.

BRIGHT KINDLE RESOURCES & INVESTMENTS, INC. AND SUBSIDIARY**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****AS AT DECEMBER 31, 2024 AND 2023****AND FOR THE YEARS ENDED DECEMBER 31, 2024, 2023, AND 2022**

1. Corporate Information**General Information**

Bright Kindle Resources and Investments, Inc. (the Parent Company) was incorporated in the Philippines and registered with the Securities and Exchange Commission (SEC) on December 4, 1981. On March 21, 1995, the Parent Company listed its shares with the Philippine Stock Exchange, Inc. (PSE).

The Parent Company is a subsidiary of RYM Business Management Corporation (the Parent Company of the Group), a holding company registered and domiciled in the Philippines.

On May 27, 2022, the Parent Company incorporated Brightstar Holdings and Development Inc. (BHDI) (the Subsidiary) in the Philippines and registered with the SEC as a wholly-owned subsidiary. Its primary purpose is to operate as a holding and investment company.

The Parent Company and Subsidiary are collectively referred herein as "the Group".

The Group's principal office address is at 16th Floor BDO Towers Valero (formerly Citibank Tower), 8741 Paseo de Roxas, Makati City.

Approval of the Consolidated Financial Statements

The consolidated financial statements of the Group as at December 31, 2024 and 2023 and for the years ended December 31, 2024, 2023, and 2022 were approved and authorized for issuance by the Board of Directors (BOD) on April 7, 2025, and was reviewed and recommended for approval by the Audit Committee on the same date.

2. Summary of Material Accounting Policy Information**Basis of Preparation and Statement of Compliance**

The consolidated financial statements have been prepared in accordance with Philippine Financial Reporting Standards (PFRS) Accounting Standards. This financial reporting framework includes PFRS Accounting Standards, Philippine Accounting Standards (PAS) and Philippine Interpretation from International Financial Reporting Interpretations Committee issued by the Philippine Financial and Sustainability Reporting Standards Council and adopted by the SEC, including SEC pronouncements.

Measurement Bases

The consolidated financial statements are presented in Philippine Peso, which is also the Group's functional currency. All amounts represent absolute values except otherwise indicated.

The consolidated financial statements have been prepared using the historical cost basis. Historical cost is generally based on the fair value of the consideration given in exchange for an asset and fair value of the 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 transaction date. 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.

The Group uses market observable data to a possible extent when measuring the fair value of an asset or a liability. Fair values are categorized into different levels in a fair value hierarchy based on inputs used in the valuation techniques as follows:

- 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.
- 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 period.

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

Further information about the assumptions made in measuring fair value is included in Note 16, *Financial Risk Management Objectives and Policies*.

Adoption of Amended PFRS Accounting Standards

The accounting policies adopted are consistent with those of the previous financial year except for the adoption of the amendments to PFRS Accounting Standards effective for annual periods beginning on or after January 1, 2024. The amendments did not materially affect the consolidated financial statements of the Group.

Amended to to PFRS Accounting Standards in Issue but Not Yet Effective

Relevant and new amendments to PFRS Accounting Standards, which are not yet effective as at December 31, 2024, is not expected to have any material effect on the consolidated financial statements of the Group. Additional disclosures will be included in the consolidated financial statements, as applicable.

Basis of Consolidation

The consolidated financial statements of the Group as at December 31, 2024 and 2023 and for the years ended December 31, 2024, 2023, and 2022 was prepared effective May 27, 2022, the date of incorporation of the Subsidiary.

A subsidiary is an entity controlled by the Parent Company. Control is achieved when the Parent Company is exposed or has rights to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. A subsidiary is 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 financial statements of the subsidiary is prepared for the same reporting year as that of the Parent Company using uniform accounting policies. Significant intercompany transactions and balances, including intercompany profits and unrealized profits and losses, are eliminated in full.

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

If the Parent Company loses control over a subsidiary, the Group: (a) derecognizes the assets and liabilities of the subsidiary; (b) derecognizes the carrying amounts of any non-controlling interest; (c) derecognizes the cumulative translation differences recorded in equity; (d) recognizes the fair value of consideration received; (e) recognizes the fair value of any investment retained; (f) recognizes any surplus or deficit in profit or loss; and (g) reclassifies the Group's share of components previously recognized in other comprehensive income (OCI) to profit or loss.

Financial Assets and Liabilities

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.

Financial asset or liability is 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).

Financial assets are measured at amortized cost if 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 expected credit loss (ECL), if any. ECL is assessed based on potential liquidity of counterparties based on available financial information. Financial assets are derecognized when the right to receive cash flows from the asset has expired.

As at December 31, 2024 and 2023, the Group's cash, due from related parties, and dividend receivable are classified as financial assets 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.

A financial liability is derecognized when the obligation under the liability is discharged, cancelled or has expired.

As at December 31, 2024 and 2023, the Group's note payable, accrued expenses, and due to related parties are classified as financial liabilities at amortized cost.

Impairment Policy on Financial Assets at Amortized Cost

The Group records an allowance for ECL which is 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 other financial instruments measured at amortized cost, the ECL is based on the 12-month ECL, which pertains to the lifetime ECLs that result from default events on a financial instrument that are possible within 12 months after the reporting date. However, when there is 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 indicative of significant increases in credit risk since initial recognition.

Investment in an Associate

Investment in an associate is recognized initially at cost and subsequently accounted for using the equity method.

An associate is an entity in which the Group has significant influence but not control, over the financial and operating policies of such entity. The Group's share of its associate's post-acquisition profits or losses is recognized in profit or loss, and its share of post-acquisition movements in reserves is recognized in equity. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment.

The reporting date of the associate and that of the Group are identical and the associate's accounting policies conform to those used by the Group for like transactions and events in similar circumstances. When necessary, adjustments are made to conform the associate's accounting policies in line with those of the Group.

When the Group's share of losses in an associate equal or exceeds its interest in the associate, including any other unsecured receivables, the Group does not recognize further losses, unless it has incurred obligations or made payments on behalf of the associate. Unrealized gains on transactions between the Group and its associate are eliminated to the extent of the Group's interest in the associate. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

The Group determines at the end of each reporting period whether there is any evidence that the investment is impaired. If this is the case, the amount of impairment is calculated as the difference between the carrying amount of the investment and recoverable amount.

Investment Properties

Investment properties are properties held either to earn rental income or for capital appreciation or both, but not for sale in the ordinary course of business or for administrative purposes. These are stated at cost less accumulated depreciation and amortization and any impairment in value.

Depreciation is calculated on a straight-line basis over 20 years as the estimated useful lives of the investment properties.

Transfers are made to investment properties when there are changes in use, evidenced by ending of owner-occupation or commencement of an operating lease to another party. Transfers are made from investment properties when there are changes in use, evidenced by commencement of owner-occupation, ending of operating lease or commencement of development with a view to sale.

Transfers between investment property, owner-occupied property and inventories do not change the carrying value of the property transferred and they do not change the cost of that property for measurement or disclosure purposes on the date of reclassification.

Property and Equipment

Property and equipment, except land, are initially measured at cost less accumulated depreciation and amortization and any impairment in value. Land is stated at cost less any impairment in value. The cost of an asset consists of its purchase price and costs directly attributable to bringing the asset to its working condition for its intended use. Cost also includes any asset retirement obligation and capitalized interest on borrowed funds used in the case of a qualifying asset.

Subsequent expenditures relating to an item of property and equipment that have already been recognized are added to the carrying amount of the asset when it is probable that future economic benefits, in excess of the originally assessed standard of performance of the existing asset, will flow to the Group. All other subsequent expenditures are recognized as expense in the period in which these are incurred.

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

Depreciation and amortization are calculated on a straight-line basis over the following estimated useful lives of the property and equipment:

	<u>Number of Years</u>
Office furniture and fixtures	2-5
Computer equipment	5

The estimated useful lives and depreciation and amortization method are reviewed periodically to ensure that these are consistent with the expected pattern of economic benefits from items of property and equipment.

Fully depreciated property and equipment are retained in the accounts until they are no longer in use and no further depreciation are credited or charged to current operations.

When assets are retired or otherwise disposed of, the cost and the related accumulated depreciation and any impairment in value are removed from the accounts. Any resulting gain or loss is recognized in profit or loss.

Equity

Capital Stock. Capital stock is measured at par value for all shares issued. Incremental costs directly attributable to the issuance of new shares are treated as deduction from equity, net of tax.

Retained Earnings. Retained earnings represent the cumulative balance of net income net of any dividend declaration.

OCI. OCI comprises of items of income and expense that are not recognized in profit or loss in accordance with PFRS Accounting Standards. OCI of the Group pertains to accumulated share in OCI of an associate. This is not reclassified to profit or loss in subsequent period.

Income Taxes

Current Tax. Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rate used to compute the amount is the one that has 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, carry-forward benefits of any unused net operating loss carryover (NOLCO), and excess minimum corporate income tax (MCIT) over regular corporate income tax to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, unused NOLCO and excess MCIT 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 rate that are expected to apply to the period when the asset is realized or the liability is settled, based on tax rate that has been enacted or substantively enacted at the reporting date.

Deferred tax is recognized in profit or loss except to the extent that it relates to a business combination, or items directly recognized in equity as OCI.

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

Basic and Diluted Earnings Per Share

Basic earnings per share 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, with retroactive adjustments for any stock dividends declared and stock split and excluding common shares purchased by the Group and held as treasury shares.

Diluted earnings per share is calculated by adjusting the weighted average number of common shares outstanding to assume conversion of all potential dilutive common shares.

Where the earnings per share effect of potential dilutive common shares would be anti-dilutive, basic and diluted earnings per share are stated at the same amount.

Related Party Relationship and Transactions

Related party relationship exists when one party has the ability to control, directly, or indirectly through one or more intermediaries, 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 entity, or between, and/or among the reporting entity and its key management personnel, directors or its stockholders. In considering each possible related party relationship, attention is directed to the substance of the relationship, and not merely to the legal form.

A related party transaction is a transfer of resources, services or obligations between a reporting entity and a related party, regardless of whether a price is charged.

Related party transactions are considered material and/or significant if these transactions amount to a significant portion of the Group's total assets or there are several transactions or a series of transactions over an extended period with the same related party. Details of transactions entered into by the Group with related parties are reviewed by independent directors in accordance with the Group's related party transactions policy.

Provisions and Contingencies

Provisions are recognized when 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.

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

Events after the Reporting Date

Post year-end events that provide additional information about the Group's financial position at the financial reporting date (adjusting events) are reflected in the financial statements. Post year-end events that are not adjusting events are disclosed in the notes to financial statements when material.

3. Significant Judgments, Accounting Estimates and Assumptions

The preparation of the Group's consolidated financial statements in compliance with PFRS Accounting Standards requires management to exercise judgments and make accounting estimates and assumptions that affect the amounts reported in the consolidated financial statements. The judgment, accounting estimates and assumptions used in the consolidated financial statements are based upon management's evaluation of relevant facts and circumstances as at the reporting date. While the Group believes that the assumptions are reasonable and appropriate, significant differences in the actual experience or significant changes in the assumptions may materially affect the estimated amounts. Actual results could differ from such estimates.

The following are the significant judgments, accounting estimates and assumptions made by the Group:

Determining Significant Influence over an Associate. When an entity holds 20% or more of the voting power (directly or through subsidiaries) on an investee, it will be presumed that the investor has significant influence unless it can be clearly demonstrated that this is not the case. If the holding is less than 20%, the entity will be presumed not to have significant influence unless such influence can be clearly demonstrated. A substantial or majority ownership by another investor does not necessarily preclude an entity from having significant influence.

The existence of significant influence by the Group is evidenced by the following:

- representation on the BOD or equivalent governing body of the investee;
- participation in the policy-making process, including participation in decisions about dividends or other distributions; or
- material transactions between the entity and the investee; interchange of managerial personnel.

Classification of a Property. The Group determines whether a property is classified as investment property or property and equipment as follows:

- Investment properties comprise land and building which are not occupied substantially for use by, or in the operations of, the Group, nor for sale in the ordinary course of business, but are held primarily to earn rental revenue and capital appreciation.
- Property and equipment comprises property that is held for use in the ordinary course of business.

The carrying amounts of investment properties and property and equipment as December 31, 2024 and 2023 are disclosed in Notes 6 and 7.

Classification of Operating Lease Commitments - Company as a Lessor. The Group has entered into various lease agreements as a lessor. The Group has determined, based on an evaluation of the terms and conditions of the arrangements, that the Group retains all the significant risks and rewards of ownership of these properties which are leased out on operating lease.

Rental income earned in 2024 and 2023 are disclosed in Note 7.

Assessing the Impairment of Investment in an Associate. The Group assesses the impairment of investment in an associate whenever events or changes in circumstances indicate that the carrying amount of investment in an associate may not be recoverable. The Group considered the following as indicators of impairment, and therefore, performed an impairment review:

- The carrying amount of the net assets of the associate is more than its market capitalization; and
- The carrying amount of the investment exceeds the Group's proportionate share in the carrying amounts of the associate's net assets in the consolidated financial statements.

In determining the recoverable amount, the Group is required to make estimates and assumptions such as commodity prices, discount rates, and foreign currency exchange rate that can materially affect the consolidated financial statements. Commodity prices and foreign exchange rate are based on the current and forecast in different banks. Discount rate estimate is computed using the weighted average cost of capital.

The estimated recoverable amount of the investment pertains to its value in use which was determined based on the cash flow projections of the associate using the discounted cash flow method. Based on management assessment, the estimated recoverable amount of the Group's investment in an associate is higher than its carrying amount and a reasonably possible change in the key assumptions would not result to the recognition of impairment loss. Accordingly, no impairment loss was recognized in 2024, 2023, and 2022. The carrying amount of investment in an associate is disclosed in Note 8.

Estimating the Useful Lives of Property and Equipment and Investment Property. The Group estimates the useful lives of property and equipment and investment property based on the period over which the assets are expected to be available for use. The Group annually reviews the estimated useful lives of property and equipment and investment property based on factors that include asset utilization, internal technical evaluation, technological changes, environmental changes and anticipated use of the assets.

There were no changes in the estimated useful lives of the Group's property and equipment in 2024, 2023, and 2022. The carrying amounts of property and equipment and investment property are disclosed in Note 6 and Note 7, respectively .

Assessing the Impairment of Other Nonfinancial Assets. The Group assesses impairment on other nonfinancial assets whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. The factors that the Group considers important which could trigger an impairment review include the following:

- significant underperformance relative to expected historical or projected future operating results;
- significant changes in the manner of use of the acquired assets or the strategy for overall business;
- or
- significant negative industry or economic trends.

Whenever the carrying amount of an asset exceeds its recoverable amount, an impairment loss is recognized. Recoverable amounts are estimated for individual assets or, if it is not possible, for the CGU to which the asset belongs.

Recoverable amount of an asset is the higher of its fair value less costs to sell or value in use. Value in use is determined as the present value of estimated future cash flows expected to be generated from the Group's expected mining operations. The estimated cash flows are discounted using pre-tax discount rates that reflect the current assessment of the time value of money and the risks specific to the asset.

Based on management assessment, there are no impairment indicators on the Group's nonfinancial assets. Accordingly, no impairment loss was recognized in 2024, 2023 and 2022.

Assessing the Realizability of Deferred Tax Assets. The Group reviews its deferred tax assets at each reporting date and reduces the carrying amount 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 assets to be utilized. Management has assessed that there may be no sufficient future taxable profits against which the deferred tax assets can be utilized.

The Group's unrecognized deferred tax assets are disclosed in Note 14.

4. Cash

This account consists of:

	2024	2023
Cash on hand	P30,000	P14,210
Cash in banks	72,040,102	31,942,402
	P72,070,102	P31,956,612

Cash in banks earn interest at prevailing bank deposit rates. Interest income earned amounted to P40,151, P27,097, and P36,581 in 2024, 2023, and 2022, respectively.

5. Other Current Assets

This account consists of:

	2024	2023
Input Value-Added Tax	P10,390,650	P10,186,399
Prepayments	7,100,485	2,480,597
Creditable Withholding Tax	597,806	597,806
Others	389,069	329,775
	P18,478,010	P13,594,577

6. Property and Equipment

Details and movements in this account are as follows:

	Note	2024			Total
		Condominium Unit	Office Furniture and Fixtures	Computer Equipment	
Cost					
Balance at beginning year		P47,788,569	P1,893,169	P716,277	P50,398,015
Additions		-	36,000	10,944	46,944
Reclassification	7	(47,788,569)	-	-	(47,788,569)
Balance at end of year		-	1,929,169	727,221	2,656,390
Accumulated Depreciation					
Balance at beginning of year		13,667,859	1,809,434	136,505	15,613,798
Depreciation		1,184,357	28,910	143,974	1,357,241
Reclassification	7	(14,852,216)	-	-	(14,852,216)
Balance at end of year		-	1,838,344	280,479	2,118,823
Carrying Amount		P-	P90,825	P446,742	P537,567

	2023			Total
	Condominium Unit	Office Furniture and Fixtures	Computer Equipment	
Cost				
Balance at beginning year	P47,788,569	P1,852,968	P627,000	P50,268,537
Additions	–	40,201	89,277	129,478
Balance at end of year	47,788,569	1,893,169	716,277	50,398,015
Accumulated Depreciation				
Balance at beginning of year	12,088,718	1,791,575	–	13,880,293
Depreciation	1,579,141	17,859	136,505	1,733,505
Balance at end of year	13,667,859	1,809,434	136,505	15,613,798
Carrying Amount	P34,120,710	P83,735	P579,772	P34,784,217

As at December 31, 2024 and 2023, the cost of fully-depreciated property and equipment still in use amounted to P1.8 million.

Depreciation and amortization of property and equipment is as follows:

	Note	2024	2023	2022
Property and equipment		P1,357,241	P1,733,505	P1,642,287
Investment property	7	394,786	–	–
		P1,752,027	P1,733,505	P1,642,287

Deed of Assignment to BHDl

On January 20, 2023, the Parent Company and BHDl executed a Deed of Assignment under which the Parent Company assigned in favor of BHDl its one (1) condominium unit and four (4) parking slots in exchange for 1,121,505,000 common shares with P0.10 par value a share from the authorized capital stock of BHDl. The transaction is pursuant to the approval by the Parent Company of a property-for-share swap wherein the property will be exchanged for shares in the subsidiary, and subject to the confirmation of valuation by the SEC and tax-free exchange application with the Bureau of Internal Revenue (BIR).

On September 12, 2024, the Group obtained the certificate of approval of valuation from the SEC. On the same date, the subject property was also reclassified from property and equipment to investment property as a result of an operating lease agreement entered into by BHDl with a third party (see Note 7).

7. Investment Property

The Group's investment property pertains to a condominium unit and parking slots. The movements in this account are as follows:

	Note	2024
Cost		
Balance at beginning of year		P–
Reclassification	6	47,788,569
Balance at end of year		47,788,569
Accumulated Depreciation		
Balance at beginning of year		–
Reclassification	6	14,852,216
Depreciation		394,786
Balance at end of year		15,247,002
Carrying Amount		P32,541,567

The Group's investment property pertains to a condominium unit and parking slots under an operating lease agreement with a third party. The lease agreement has a term of one (1) year and renewable for a period of another year under the same terms and conditions. Considering that there will be no transfer of ownership of the leased property to the lessee, the Group has determined that it retains all the significant risks and benefits of ownership of the property. Accordingly, the lease is accounted for as an operating lease.

As at December 31, 2024, the fair value of the investment property amounted to ₱112.2 million based on the latest zonal valuation.

Rental income earned from investment property amounted to ₱4.1 million, ₱2.1 million, and nil in 2024, 2023, and 2022, respectively.

8. Investment in an Associate

Movements in this account are as follows:

	2024	2023
Acquisition Cost	₱2,604,000,000	₱2,604,000,000
Accumulated Share in Net Income		
Balance at beginning of year	125,953,417	139,758,252
Share in net income	23,505,331	46,195,165
Dividends	-	(60,000,000)
Balance at end of year	149,458,748	125,953,417
Accumulated Share in OCI		
Balance at beginning of year	6,709,315	7,836,681
Share in rereasurement loss on retirement benefit liability	(459,713)	(1,127,366)
Balance at end of year	6,249,602	6,709,315
Carrying Amount	₱2,759,708,350	₱2,736,662,732

The Group has 600,000,000 shares of Marcventures Holdings, Inc. (MARC) representing 19.90% equity interest as at December 31, 2024 and 2023. MARC has investments in mining companies located in Surigao del Sur and in the province of Samar. MARC's principal office address is at Unit 4-3 BDO Towers Paseo, Paseo de Roxas, Makati City.

Summarized financial information of MARC follows:

	2024	2023
Total current assets	₱813,509,424	₱898,183,945
Total noncurrent assets	4,992,779,804	5,151,631,057
Total current liabilities	284,253,113	598,565,310
Total noncurrent liabilities	608,855,399	653,876,102
Revenue	1,716,215,975	2,050,416,186
Net income	118,117,245	232,136,506
Other comprehensive income loss	(2,310,118)	(5,665,156)
Total comprehensive income	115,807,127	226,471,350

The reconciliation of the share in the net assets of MARC and the carrying amount of the investment in an associate as at December 31, 2024 and 2023 are as follows:

	2024	2023
Net assets as at beginning of year	P4,797,373,590	P4,872,384,270
Net income	118,117,245	232,136,506
Other comprehensive loss	(2,310,118)	(5,665,156)
Dividend declaration	-	(301,482,030)
Net assets as at end of year	4,913,180,717	4,797,373,590
Equity interest*	19.90%	19.90%
Share in net assets of associate	977,718,245	954,672,627
Goodwill on acquisition and others	1,781,990,105	1,781,990,105
Carrying amount	P2,759,708,350	P2,736,662,732

*Rounded

9. Accrued Expenses and Statutory Payables

This account consists of:

	2024	2023
Accrued expenses	P706,261	P310,262
Statutory payables	372,954	264,884
	P1,079,215	P575,146

Accrued expenses pertain to accrual of outside services, professional fees, and electricity, among others, which are expected to be settled in the next reporting period.

Statutory payables pertain to withholding taxes that are to be remitted to the government within the next reporting period.

10. Note Payable

The Group's note payable amounting to P1,671.5 million as at December 31, 2024 and 2023 pertains to a due and demandable, noninterest-bearing loan from Trans Middle East Philippine Equities, Inc. (TMEE), a related party. The proceeds of the loan were used to finance the acquisition of investment in MARC.

11. Related Party Transactions

The Group has the following transactions with its Parent Company and other related parties:

	Note	Nature of Transactions	Amount of Transactions		Outstanding Balances	
			2024	2023	2024	2023
Dividend Receivable						
<i>Associate -</i>						
MARC	8	Dividends	P-	P60,000,000	P-	P60,000,000
Due from Related Parties						
Parent Company		Advances for working capital	P-	P-	P7,000,000	P7,000,000
Entities under common management		Advances for working capital	11,029,574	13,394,541	24,449,785	13,420,211
					P31,449,785	P20,420,211
Note Payable						
<i>Entity under common management -</i>						
TMEE	10	Note payable	P-	P-	P1,671,501,723	P1,671,501,723
Due to Related Parties						
<i>Entity under common management:</i>						
Marcventures Mining and Development Corporation (MMDC)		Advances for working capital	P19,500	P33,727	P24,650	P5,150
Other Income						
<i>Entity under common management -</i>						
MMDC		Other income	P-	P464,286	P107,143	P464,286

Due from/Due to Related Parties

These amounts represent working capital advances which are unimpaired, unsecured and collectible in cash. Working capital advances are noninterest-bearing and collectible on demand.

Other Income

The Group has other income amounting to P0.5 million in 2023 pertaining to the consideration received from MMDC for the use of the Group's condominium properties as collateral for its loan facility. The income earned by the Group is equivalent to 2% of monthly principal amortization of the loan, which is presented as part of "Other income" account in the consolidated statements of comprehensive income.

In 2024, the Group has ceased the arrangement with MMDC.

Compensation of Key Management Personnel

The Group has not paid any compensation to its key management personnel. The accounting and administrative functions of the Group are being handled by the entities under common management at no cost to the Group.

Changes in Financing Liabilities

The changes in liabilities arising from financing activities as at December 31, 2024 and 2023, which relate solely to its due to related parties, are as follows:

	2024	2023
Balance at beginning of year	P5,150	P11,673,899
Net changes from financing cash flows	19,500	(11,668,749)
Balance at end of year	P24,650	P5,150

12. Equity

On March 21, 1995, the SEC approved the listing of the Parent Company's 118,000,000 shares at an offer price of ₱1.00 per share. Accordingly, on the same date, the Parent Company listed its shares with PSE. Subsequently, the par value of the Parent Company's common stock was reduced from ₱1.00 per share to ₱0.55 per share as approved by the SEC on October 17, 2012.

The Group's listed shares in the PSE is 1,528,474,000 as at December 31, 2024 and 2023, respectively.

The following summarizes the information on the Parent Company's issued and subscribed shares as at December 31, 2024 and 2023:

	Number of Shares Issued and Subscribed	Percentage of Shares
Non-public shareholdings		
a. Related parties	1,170,159,989	76.56%
b. Affiliates, directors and officers*	10,000	0%
Public shareholdings	358,304,011	23.44%
	1,528,474,000	100.00%

*Shareholdings represent 0.0007% of the total shares.

The total number of shareholders of the Parent Company is 626 and 627 as at December 31, 2024 and 2023, respectively.

13. General and Administrative Expenses

This account consists of:

	Note	2024	2023	2022
Professional fees		₱3,009,725	₱3,360,480	₱1,507,084
Depreciation	6	1,752,027	1,733,505	1,642,287
Outside services		1,508,404	2,756,815	1,201,106
Membership dues and other fees		1,405,816	1,427,565	1,519,175
Director's fees		790,000	544,889	735,000
Taxes and licenses		433,717	2,396,426	715,097
Transportation		222,126	441,174	193,043
Communication, light and water		182,641	161,719	274,549
Fines and penalties		66,000	239,226	1,000
Representation		34,834	278,826	97,111
Repairs and maintenance		16,657	627,705	8,529
Insurance		2,250	360,737	286,435
Advertising and promotions		-	271,829	77,000
Others		1,045,068	1,063,632	417,835
		₱10,469,265	₱15,664,528	₱8,675,251

14. Income Taxes

The provision for current income tax amounting to ₱6,964 and ₱5,200 in 2023 and 2022, respectively, pertains to MCIT. The Group has no current income tax expense in 2024 due to its gross and net taxable loss position.

The Group's unrecognized deferred tax assets are as follows:

	2024	2023
NOLCO	₱10,472,708	₱8,427,864
Excess MCIT	12,164	12,164
	₱10,484,872	₱8,440,028

The management has assessed that there may be no sufficient future taxable profits against which the deferred tax assets can be utilized.

As at December 31, 2024, unused NOLCO that can be claimed as deduction from future taxable income are as follows:

Year	Balance at Beginning of Year	Incurred	Applied	Expired	Balance at End of Year	Year of Expiry
2024	₱-	₱7,671,898	₱-	₱-	₱7,671,898	2027
2023	12,687,516	-	-	-	12,687,516	2026
2022	8,075,626	-	(547,857)	-	7,527,769	2025
2021	7,719,361	-	-	-	7,719,361	2026
2020	6,284,288	-	-	-	6,284,288	2025
	₱34,766,791	₱7,671,898	(₱547,857)	₱-	₱41,890,832	

As at December 31, 2024, excess MCIT are as follows:

Year	Balance at Beginning of Year	Incurred	Expired	Balance at End of Year	Year of Expiry
2023	₱6,964	₱-	₱-	₱6,964	2026
2022	5,200	-	-	5,200	2025
	₱12,164	₱-	₱-	₱12,164	

Under Republic Act No. 11494, also known as "Bayanihan to Recover As One Act" and Revenue Regulations No 25-2020, the Group is allowed to carry-over its net operating losses incurred for taxable years 2021 and 2022 for the next five (5) years immediately following the year of such loss.

The reconciliation of provision for income tax at the statutory income tax to the provision for income tax shown in the consolidated statements of comprehensive income follows:

	2024	2023	2022
Provision for income tax at the statutory tax rate	P4,325,794	P8,270,482	P8,048,727
Changes in unrecognized deferred tax assets	2,044,844	2,989,297	657,437
Change in tax rate	(263,834)	-	-
Add (deduct) tax effects of:			
Share in net income of an associate not subject to income tax	(5,876,333)	(11,548,791)	(10,078,394)
Nondeductible expenses	116,017	113,204	19,907
Interest income subjected to final tax	(10,037)	(6,774)	(9,146)
Expired NOLCO	-	-	1,292,381
Effects of consolidation	(336,451)	189,546	74,288
	P-	P6,964	P5,200

15. Basic and Diluted Earnings per Share

Basic and diluted earnings per share are computed as follows:

	2024	2023	2022
Net income	P17,270,742	P33,074,963	P32,189,705
Weighted average number of common shares outstanding	1,528,474,000	1,528,474,000	1,528,474,000
Earnings per share - basic and diluted	P0.011	P0.022	P0.021

There has been no transaction involving common shares or potential common shares that occurred subsequent to the reporting dates.

16. Financial Risk Management Objectives and Policies

The Group has risk management policies that systematically view the risks that could prevent the Group from achieving its objectives. These policies are intended to manage risks identified in such a way that opportunities to deliver the Group's objectives are achieved. The Group's risk management takes place in the context of day-to-day operations and normal business processes such as strategic planning and business planning. Management has identified each risk and is responsible for coordinating and continuously improving risk strategies, processes and measures in accordance with the Group's established business objectives.

Financial Risk Management Objectives and Policies

The Group's principal financial instruments consist of cash, dividend receivable due from related parties, accrued expenses, note payable and due to related parties. The primary purpose of these financial instruments is to finance the Group's operations. The main risks arising from the use of these financial instruments are credit risk and liquidity risk. Management reviews and approves the policies for managing each of these risks which are summarized below.

Credit Risk

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counterparty defaults on its obligation. The Group's exposure to credit risk arises primarily from cash in banks, dividend receivable and due from related parties.

The Group's maximum exposure to credit risk on the financial assets at amortized cost is the carrying amount of those assets as at the reporting date.

Financial Assets at Amortized Cost

The Group limits its credit risk from balances with banks by depositing its cash with highly reputable and pre-approved financial institutions. For dividend receivable and due from related parties, credit risk is low since the Group only transacts with related parties with strong capacity to meet its contractual cash flow obligations in the near term.

The Group considers credit risk in measuring ECL of financial assets at amortized cost. Since the financial assets at amortized cost of the Group are considered to have low credit risk, impairment loss is limited to 12-month ECL.

Generally, financial assets at amortized cost are written-off when there is no reasonable expectation of recovery. Indicators include the failure of a debtor to engage in a repayment plan, no active enforcement activity, and a failure to make contractual payments for a period greater than one year.

The table below presents the Group's financial assets at amortized cost which are categorized as high grade credit quality.

	2024	2023
Cash in banks	P72,040,102	P31,942,402
Due from related parties	31,449,785	20,420,211
Dividend receivable	-	60,000,000
	P103,489,887	P112,362,613

High grade credit quality represents settlements which are obtained from counterparty following the terms of the contracts without much collection effort.

Liquidity Risk

Liquidity risk is the risk that the Group will not be able to settle or meet its financial obligations when they fall due. The Group aims to maintain flexibility by maintaining sufficient cash to meet all foreseeable cash needs.

The tables below summarize the maturity profile of the Group's financial liabilities at amortized cost as at December 31, 2024 and 2023 based on contractual undiscounted cash flows.

	2024				Total
	On Demand	Less than One Month	One Month to One Year	More than One Year	
Accrued expenses	P-	P706,261	P-	P-	P706,261
Due to related parties	24,650	-	-	-	24,650
Note payable	1,671,501,723	-	-	-	1,671,501,723
	P1,671,526,373	P706,261	P-	P-	P1,672,232,634

	2023				Total
	On Demand	Less than One Month	One Month to One Year	More than One Year	
Accrued expenses	P-	P310,262	P-	P-	P310,262
Due to related parties	5,150	-	-	-	5,150
Note payable	1,671,501,723	-	-	-	1,671,501,723
	P1,671,506,873	P310,262	P-	P-	P1,671,817,135

Fair Value of Financial Assets and Financial Liabilities

The carrying amount of cash, dividend receivable, due from related parties, accrued expenses, note payable and due to related parties approximate their fair values due to their short-term maturities and demand nature.

There are no transfers between levels of fair value hierarchy in 2024 and 2023.

17. Capital Management Objectives, Policies and Procedures

The Group's capital management objectives are to ensure the Group's ability to continue as a going concern and to provide an adequate return to shareholders. The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may return capital to shareholders or issue new shares. Also, the Group is not subject to any externally imposed capital requirements.

The Group considers its total equity amounting to P1,242.5 million and P1,225.3 million as at December 31, 2024 and 2023, respectively, as its capital.



**REPORT OF INDEPENDENT AUDITORS
ON SUPPLEMENTARY SCHEDULES**

The Stockholders and the Board of Directors
Bright Kindle Resources & Investments, Inc. and Subsidiary
16th Floor BDO Towers Valero (formerly Citibank Tower)
8741 Paseo de Roxas, Makati City

We have audited in accordance with Philippine Standards on Auditing, the consolidated financial statements of Bright Kindle Resources & Investments, Inc. (the Parent Company) and Subsidiary (the Group) as at December 31, 2024 and 2023 and for the years ended December 31, 2024, 2023, and 2022, and have issued our report thereon dated April 7, 2025. Our audits were made for the purpose of forming an opinion on the consolidated financial statements taken as a whole. The accompanying supplementary schedules for submission to the Securities and Exchange Commission are the responsibility of the Group's management. These supplementary schedules include the following:

- Reconciliation of Parent Company's Retained Earnings Available for Dividend Declaration for the year ended December 31, 2024
- Schedules Required under Annex 68-J of the Revised Securities Regulation Code (SRC) Rule 68 as at and for the year ended December 31, 2024
- Conglomerate Map as at December 31, 2024

These schedules are presented for purposes of complying with the Revised SRC Rule 68, and are not part of the consolidated financial statements. This information have been subjected to the auditing procedures applied in the audits of the consolidated financial statements, including comparing such information directly to the underlying accounting and other records used to prepare the consolidated financial statements or to the consolidated financial statements themselves. In our opinion, the information are fairly stated in all material respects in relation to the consolidated financial statements taken as a whole.

REYES TACANDONG & Co.


CAROLINA P. ANGELES

Partner

CPA Certificate No. 86981

Tax Identification No. 205-067-976-000

BOA Accreditation No. 4782/P-007; Valid until June 6, 2026

BIR Accreditation No. 08-005144-007-2022

Valid until October 16, 2025

PTR No. 10467120

Issued January 2, 2025, Makati City

April 7, 2025

Makati City, Metro Manila

**PARENT COMPANY'S RECONCILIATION OF
RETAINED EARNINGS AVAILABLE FOR DIVIDEND DECLARATION
FOR THE REPORTING PERIOD ENDED DECEMBER 31, 2024**

BRIGHT KINDLE RESOURCES & INVESTMENTS, INC.

16th Floor BDO Towers Valero (formerly Citibank Tower), 8741 Paseo de Roxas, Makati City

	Amount
Unappropriated retained earnings, beginning of reporting period available for dividend declaration	₱197,281,799
Add: Net income for the current year	95,030,151
Add/less:	
Equity in net income of an associate, net of dividend received	36,494,669
Gain on property for share exchange	(79,214,147)
Adjusted net income	52,310,673
Total retained earnings, end of the reporting period available for dividend declaration	₱249,592,472

BRIGHT KINDLE RESOURCES & INVESTMENTS, INC. AND SUBSIDIARY
SCHEDULES REQUIRED UNDER ANNEX 68-J OF
REVISED SECURITIES REGULATION CODE RULE 68
FOR THE YEAR ENDED DECEMBER 31, 2024

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<u>Schedule</u>	<u>Description</u>	<u>Page</u>
A	Financial Assets	<u>N/A</u>
B	Amounts Receivable from Directors, Officers, Employees, Related Parties, and Principal Stockholders (Other than Related Parties)	<u>1</u>
C	Amounts Receivable from Related Parties which are Eliminated during the Consolidation of Financial Statements	<u>N/A</u>
D	Long-Term Debt	<u>N/A</u>
E	Indebtedness to Related Parties (Long-Term Loans from Related Companies)	<u>N/A</u>
F	Guarantees of Securities of Other Issuers	<u>N/A</u>
G	Capital Stock	<u>2</u>

Schedule B: Amounts Receivable from Directors, Officers, Employees, Related Parties, and Principal Stockholders (Other than Related Parties)

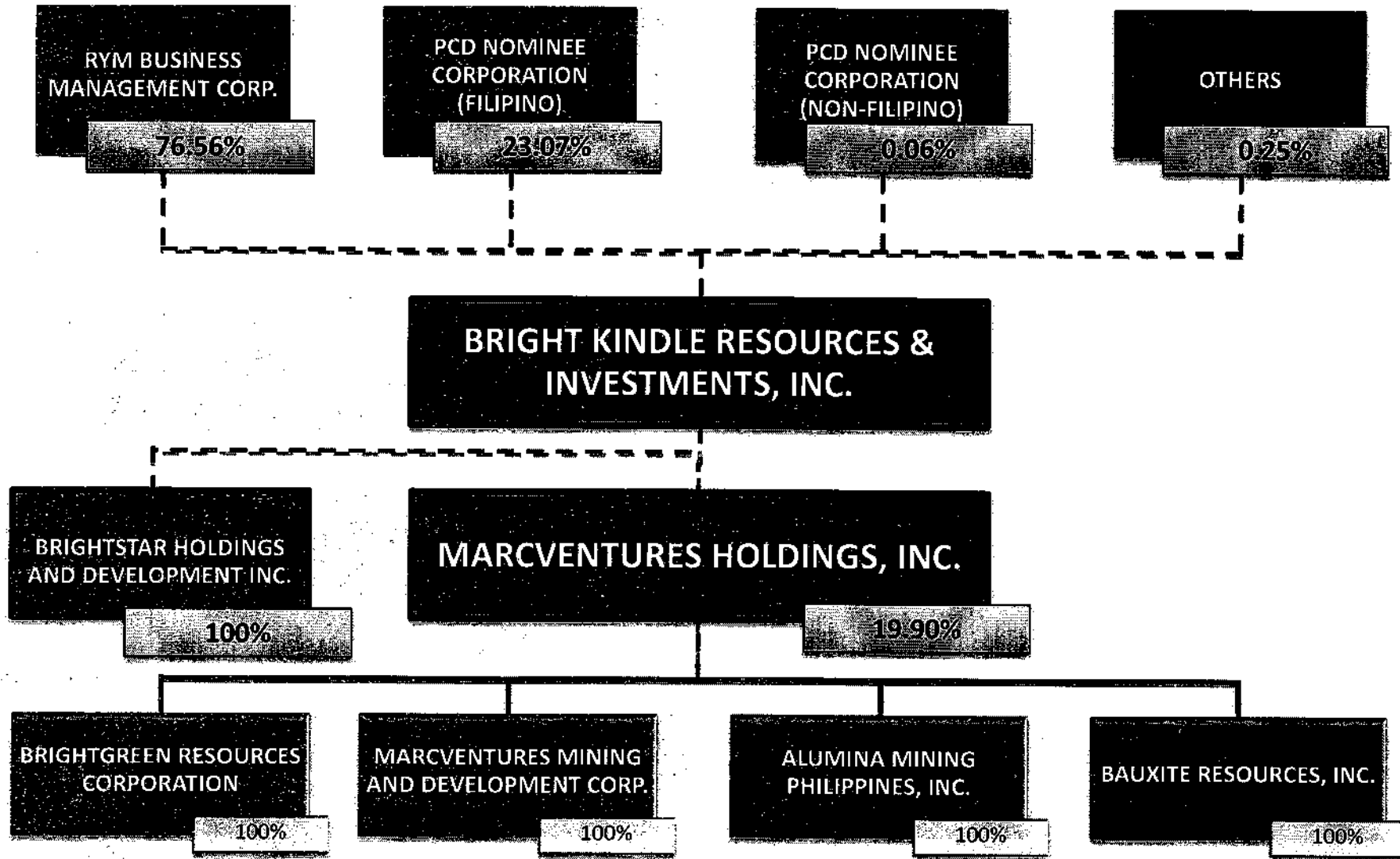
Name and Designation of Debtor	Balance at Beginning of Year	Additions	Amounts Collected	Amounts Written Off	Current	Not Current	Balance at End of Year
<i>Parent Company of the Group -</i>							
RYM Business Management Corp.	₱7,000,000	₱-	₱-	₱-	₱7,000,000	₱-	₱7,000,000
<i>Entities under common management -</i>							
Marcventures Holdings, Inc.	60,000,000	-	60,000,000	-	-	-	-
Strong Built (Mining) Development Corp.	13,249,978	11,182,545	-	-	24,432,523	-	24,432,523
Others	170,233	-	152,971	-	17,262	-	17,262
	₱80,420,211	₱11,182,545	₱60,152,971	₱-	₱31,449,785	₱-	₱31,449,785

Schedule G. Capital Stock

Title of Issue	Number of Shares Authorized	Number of Shares Issued and Outstanding at shown under related Statement of Financial Position Caption	Number of Shares Reserved for Options, Warrants, Conversion and other Rights	Number of Shares Held by Related Parties	Directors, Officers and Employees	Others
Common Stock	2,000,000,000	1,528,474,000	–	1,170,159,989	10,000	358,304,011

BRIGHT KINDLE RESOURCES & INVESTMENTS, INC.

**CONGLOMERATE MAP
AS AT DECEMBER 31, 2024**





**REPORT OF INDEPENDENT AUDITORS
ON SUPPLEMENTARY SCHEDULE OF FINANCIAL SOUNDNESS INDICATORS**

The Stockholders and the Board of Directors
Bright Kindle Resources & Investments, Inc. and Subsidiary
16th Floor BDO Towers Valero (formerly Citibank Tower)
8741 Paseo de Roxas, Makati City

We have audited in accordance with Philippine Standards on Auditing, the consolidated financial statements of Bright Kindle Resources & Investments, Inc. (the Parent Company) and Subsidiary (the Group) as at December 31, 2024 and 2023 and for the years ended December 31, 2024, 2023, and 2022, and have issued our report thereon dated April 7, 2025. Our audits were made for the purpose of forming an opinion on the basic consolidated financial statements taken as a whole. The Supplementary Schedule on Financial Soundness Indicators, including their definitions, formulas, calculation, and their appropriateness or usefulness to the intended users, are the responsibility of the Group's management. These financial soundness indicators are not measures of operating performance defined by Philippine Financial Reporting Standards (PFRS) Accounting Standards and may not be comparable to similarly titled measures presented by other companies. This schedule is presented for purposes of complying with the Revised Securities Regulation Code Rule 68 issued by the Securities and Exchange Commission, and is not a required part of the basic consolidated financial statements prepared in accordance with PFRS Accounting Standards. The components of these financial soundness indicators have been traced to the Group's consolidated financial statements as at December 31, 2024 and 2023 and for the years ended December 31, 2024, 2023, and 2022, and no material exceptions were noted.

REYES TACANDONG & Co.


CAROLINA P. ANGELES

Partner

CPA Certificate No. 86981

Tax Identification No. 205-067-976-000

BOA Accreditation No. 4782/P-007; Valid until June 6, 2026

BIR Accreditation No. 08-005144-007-2022

Valid until October 16, 2025

PTR No. 10467120

Issued January 2, 2025, Makati City

April 7, 2025
Makati City, Metro Manila

BRIGHT KINDLE RESOURCES & INVESTMENTS, INC. AND SUBSIDIARY
SUPPLEMENTARY SCHEDULE OF FINANCIAL SOUNDNESS INDICATORS
AS AT AND FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023

Ratio	Formula	2024	2023
Current/Liquidity ratio	Total current assets	₱121,997,897	₱125,971,400
	Divided by: Total current liabilities	1,672,605,588	1,672,082,019
	Current/Liquidity ratio	0.07:1	0.08:1
Solvency ratio	Net income	₱17,303,176	₱33,074,964
	Add: Depreciation	1,752,027	1,733,505
	Income tax expense	–	6,964
		19,055,203	34,815,433
	Divided by: Total liabilities	1,672,605,588	1,672,082,019
	Solvency ratio	0.01:1	0.02:1
Debt-to-equity ratio	Total liabilities	₱1,672,605,588	₱1,672,082,019
	Divided by: Total equity	1,242,179,793	1,225,336,330
	Debt-to-equity ratio	1.35:1	1.36:1
Asset-to-equity ratio	Total assets	₱2,914,785,381	₱2,897,418,349
	Divided by: Total equity	1,242,179,793	1,225,336,330
	Asset-to-equity ratio	2.35:1	2.36:1
Interest rate coverage ratio	Net income	₱17,303,176	₱33,074,964
	Add: Interest expense	–	40,374
	Income tax expense	–	6,964
		17,303,176	33,122,302
	Divided by: Interest expense	–	40,374
	Interest Rate Coverage ratio	0:1	820.39:1
Return on asset	Net income	₱17,303,176	₱33,074,964
	Divide by: Total average assets	2,906,101,865	2,887,623,046
	Return on asset ratio	0.01:1	0.01:1
Return on equity	Net income	₱17,303,176	₱33,074,964
	Divided by: Total average equity	1,233,758,062	1,209,362,531
	Return on equity ratio	0.01:1	0.03:1

BRIGHT KINDLE RESOURCES & INVESTMENTS, INC. AND SUBSIDIARY
SUPPLEMENTARY SCHEDULE OF EXTERNAL AUDITOR FEE RELATED INFORMATION
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023

	2024	2023
Total Audit Fees	P640,000	P570,000
Non-audit services fees:		
Other assurance services	-	-
Tax services	-	-
All other services	-	-
Total Non-Audit Fees	-	-
Total Audit and Non-audit Fees	P640,000	P570,000

Audit and Non-audit Fees of Other Related Entities

	2024	2023
Audit Fees	P-	P-
Non-audit services fees:		
Other assurance services	-	-
Tax services	-	-
All other services	-	-
Total Audit and Non-audit Fees of Other Related Entities	P-	P-

**STATEMENT OF MANAGEMENT'S RESPONSIBILITY
FOR FINANCIAL STATEMENTS**

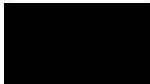
The management of Bright Kindle Resources & Investments, Inc. and Subsidiary (the Group) is responsible for the preparation and fair presentation of the financial statements including the schedules attached therein, for the years ended December 31, 2024 and 2023, in accordance with the prescribed financial reporting framework indicated therein, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.


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

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

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

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

Signature: 
Augusto C. Serafica Jr.
President

Signature: 
Cesar C. Zalamea
Chairman of the Board

Signature: 
Rolando S. Santos
SVP Treasurer

Signed this _____

APR 11 2025

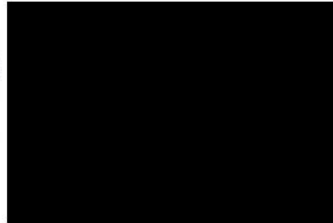
SUBSCRIBED AND SWORN to before me this _____ day of _____
affiant(s) exhibiting to their evidence of identity, as follows:

NAMES	COMPETENT Evidence of Identity (TIN)	DATE OF ISSUE	PLACE OF ISSUE
-------	--	---------------	----------------

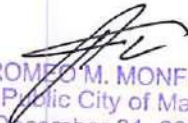
Augusto C. Serafica Jr.

Cesar C. Zalamea

Rolando S. Santos



DOC NO. 393
PAGE NO. 80
BOOK NO. 17
SERIES OF 2020


ATTY. ROMEO M. MONFORT
Notary Public City of Makati
Until December 31, 2025
Appointment No. M-032 (2024-2025)
PTR No. 10486008 Jan. 2, 2025/Makati City
IBP No. 488534 Dec. 27, 2024
MCLE NO. VII-0027570 Roll No. 27932
101 Urban Ave. Campos Rueda Bldg.
Brgy. Pio Del Pilar, Makati City

COVER SHEET

for AUDITED FINANCIAL STATEMENTS

SEC Registration Number

1 0 2 1 6 5

COMPANY NAMEB R I G H T K I N D L E R E S O U R C E S & I N V E S T M E N T S ,
I N C . A N D S U B S I D I A R Y**PRINCIPAL OFFICE** (No./Street/Barangay/City/Town/ Province)1 6 t h F l o o r B D O T o w e r s V a l e r o (f o r m e r l y
C i t i b a n k T o w e r) , 8 7 4 1 P a s e o d e R o x a s , M
a k a t i C i t y

Form Type

A A F S

Department requiring the report

C R M D

Secondary License Type, If Applicable

N / A

COMPANY INFORMATION

Group's Email Address

ana.katigbak@cltpsj.com.ph

Group's Telephone Number

8821-2202

Mobile Number

0920-928-6552

No. of Stockholders

627

Annual Meeting (Month / Day)

Last Thursday of May

Fiscal Year (Month / Day)

December 31

CONTACT PERSON INFORMATIONThe designated contact person **MUST** be an Officer of the Corporation

Name of Contact Person

Mr. Rolando S. Santos

Email Address

rolly.santos@marcventures.com.ph

Telephone Number

(02) 8831-4479

Mobile Number

0998-985-0229

CONTACT PERSON'S ADDRESS

4th Floor, BDO Towers Paseo, 8741 Paseo de Roxas, Makati City

NOTE 1: In case of death, resignation or cessation of office of the officer designated as contact person, such incident shall be reported to the Commission within thirty (30) calendar days from the occurrence thereof with information and complete contact details of the new contact person designated.

2: All boxes must be properly and completely filled-up. Failure to do so shall cause the delay in updating the corporation's records with the Commission and/or non-receipt of Notice of Deficiencies. Further, non-receipt shall not excuse the corporation from liability for its deficiencies.



STATEMENT OF MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS


The management of Bright Kindle Resources and Investments, Inc. and Subsidiary (the Group) is responsible for the preparation and fair presentation of the consolidated financial statements including the schedules attached therein, for the years ended December 31, 2023, 2022 and 2021, in accordance with the prescribed financial reporting framework indicated therein, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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


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

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


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



CESAR C. ZALAMEA
Chairman of the Board



AUGUSTO C. SERAFICA, JR.
President/CEO



ROLANDO S. SANTOS
SVP Treasurer

Signed this APR 15 day of 2024



SUBSCRIBED AND SWORN to before me this _____ day of _____
affiant(s) exhibiting to their evidence of identity, as follows: **APR 15 2024**

NAMES	Competent Evidence of Identity (TIN)	DATE OF ISSUE	PLACE OF ISSUE
Cesar C. Zalamea Augusto C. Serafica, Jr. Rolando S. Santos			

Doc. No. 199 ;
Page No. 29 ;
Book No. III ;
Series of 2024.

Notary Public

KENNETH PETER D. MOLAVE
Notary Public for Makati City
Appt. No. M-572 valid until 31 Dec. 2024
Roll of Atty. No. 70029
MCLE Compliance No. VII-0018686; 04/12/2022
IBP Membership No. 414798; 01/10/2024
PTR No. PC 6457596; 01/03/2024
4F BDO Towers, 8741 Paseo de Roxas, Makati City



INDEPENDENT AUDITORS' REPORT

The Stockholders and the Board of Directors
Bright Kindle Resources & Investments, Inc. and Subsidiary
16th Floor BDO Towers Valero (formerly Citibank Tower)
8741 Paseo de Roxas, Makati City

Opinion

We have audited the consolidated financial statements of Bright Kindle Resources & Investments, Inc. (the Parent Company) and Subsidiary (the Group), which comprise the consolidated statements of financial position as at December 31, 2023 and 2022 and the consolidated statements of comprehensive income, consolidated statements of changes in equity and consolidated statements of cash flows for the years then ended, and the Parent Company's statement of comprehensive income, statement of changes in equity, and statement of cash flows for the year ended December 31, 2021, and notes to consolidated financial statements, including a summary of material accounting policy information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at December 31, 2023 and 2022, and its consolidated financial performance and cash flows for the years then ended, and the Parent Company's financial performance and cash flows for the year ended December 31, 2021 in accordance with Philippine Financial Reporting Standards (PFRS).

Basis for Opinion

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

Key Audit Matters

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



Assessment of Impairment of Investment in an Associate

The Group's investment in an associate with a carrying amount of ₱2.7 billion as at December 31, 2023, which comprise 94% of the total assets of the Group, is required to be assessed at reporting date if there are indicators of impairment. As discussed in Note 3, there are no indicators that the investment in an associate may be impaired. This is a key audit matter because of the significant judgment and estimate required in the computation of the recoverable amount of the investment to determine if impairment exists.

We have reviewed the discounted cash flows used by management to compute the recoverable amount of the investment in an associate. We validated the reasonableness of the discount rates and other assumptions used in the computation, which include, among others, production levels, commodity prices, sales forecasts, and foreign currency exchange rate by comparing to historical performance, external data and industry benchmarks. We also assessed the adequacy of the disclosures as presented in Notes 3 and 7 to consolidated financial statements.

Other Information

Management is responsible for the other information. The other information comprises the information included in the SEC Form 20-IS (Definitive Information Statement), SEC Form 17-A (Annual Report) and Annual Report distributed to stockholders for the year ended December 31, 2023, but does not include the consolidated financial statements and our Auditors' report thereon. The SEC Form 20-IS, SEC Form 17-A and Annual Report distributed to stockholders for the year ended December 31, 2023 are expected to be made available to us after the date of this Auditors' report.

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

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

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

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

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

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



Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the consolidated financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.



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

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

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

The engagement partner on the audit resulting in this independent auditors' report is Carolina P. Angeles.

REYES TACANDONG & Co.


CAROLINA P. ANGELES

Partner

CPA Certificate No. 86981

Tax Identification No. 205-067-976-000

BOA Accreditation No. 4782; Valid until April 13, 2024

BIR Accreditation No. 08-005144-007-2022

Valid until October 16, 2025

PTR No. 10072409

Issued January 2, 2024, Makati City

March 18, 2024

Makati City, Metro Manila

BRIGHT KINDLE RESOURCES & INVESTMENTS, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

		December 31	
	Note	2023	2022
ASSETS			
Current Assets			
Cash	4	₱31,956,612	₱72,244,400
Due from related parties	10	20,420,211	7,025,670
Dividend receivable	10	60,000,000	–
Other current assets	5	13,594,577	10,574,496
Total Current Assets		125,971,400	89,844,566
Noncurrent Assets			
Investment in an associate	7	2,736,662,732	2,751,594,933
Property and equipment	6	34,784,217	36,388,244
Total Noncurrent Assets		2,771,446,949	2,787,983,177
		₱2,897,418,349	₱2,877,827,743
LIABILITIES AND EQUITY			
Current Liabilities			
Note payable	9	₱1,671,501,723	₱1,671,501,723
Accrued expenses and statutory payables	8	575,146	1,263,389
Due to related parties	10	5,150	11,673,899
Total Current Liabilities		1,672,082,019	1,684,439,011
Equity			
Capital stock	11	840,660,700	840,660,700
Retained earnings		377,966,315	344,891,351
Other comprehensive income		6,709,315	7,836,681
Total Equity		1,225,336,330	1,193,388,732
		₱2,897,418,349	₱2,877,827,743

See accompanying Notes to Consolidated Financial Statements.

BRIGHT KINDLE RESOURCES & INVESTMENTS, INC. AND SUBSIDIARY**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**
For the Years Ended December 31, 2023 and 2022 and
PARENT COMPANY STATEMENT OF COMPREHENSIVE INCOME
For the Year Ended December 31, 2021

		Years Ended December 31		
	Note	2023	2022*	2021
SHARE IN NET INCOME OF AN ASSOCIATE	7	₱46,195,165	₱40,313,575	₱150,532,128
GENERAL AND ADMINISTRATIVE EXPENSES	12	(15,664,528)	(8,675,251)	(12,835,716)
OTHER INCOME		2,524,194	520,000	–
INTEREST INCOME	4	27,097	36,581	758
INCOME BEFORE INCOME TAX		33,081,928	32,194,905	137,697,170
PROVISION FOR INCOME TAX	13	(6,964)	(5,200)	–
NET INCOME		33,074,964	32,189,705	137,697,170
OTHER COMPREHENSIVE INCOME (LOSS)				
<i>Not to be reclassified to profit or loss in subsequent period -</i>				
Share in other comprehensive income (loss) of an associate	7	(1,127,366)	932,508	800,456
TOTAL COMPREHENSIVE INCOME		₱31,947,598	₱33,122,213	₱138,497,626
EARNINGS PER SHARE - BASIC AND DILUTED	14	₱0.022	₱0.021	₱0.090

See accompanying Notes to Consolidated Financial Statements.

*Consolidated financial statements were prepared effective May 27, 2022, the date of incorporation of the Parent Company's wholly-owned subsidiary.

BRIGHT KINDLE RESOURCES & INVESTMENTS, INC. AND SUBSIDIARY

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
For the Years Ended December 31, 2023 and 2022 and
PARENT COMPANY STATEMENT OF CHANGES IN EQUITY
For the Year Ended December 31, 2021

	Note	Years Ended December 31		
		2023	2022*	2021
CAPITAL STOCK - ₱0.55 par value				
Authorized - 2,000,000,000 shares				
Issued and outstanding -				
1,528,474,000 shares	11	₱840,660,700	₱840,660,700	₱840,660,700
RETAINED EARNINGS				
Balance at beginning of year		344,891,351	312,701,646	175,004,476
Net income		33,074,964	32,189,705	137,697,170
Balance at end of year		377,966,315	344,891,351	312,701,646
OTHER COMPREHENSIVE INCOME				
Accumulated share in other comprehensive income of an associate				
Balance at beginning of year		7,836,681	6,904,173	6,103,717
Share in other comprehensive income (loss) of an associate	7	(1,127,366)	932,508	800,456
Balance at end of year		6,709,315	7,836,681	6,904,173
		₱1,225,336,330	₱1,193,388,732	₱1,160,266,519

See accompanying Notes to Consolidated Financial Statements.

*Consolidated financial statements were prepared effective May 27, 2022, the date of incorporation of the Parent Company's wholly-owned subsidiary.

BRIGHT KINDLE RESOURCES & INVESTMENTS, INC. AND SUBSIDIARY

CONSOLIDATED STATEMENTS OF CASH FLOWS
For the Years Ended December 31, 2023 and 2022 and
PARENT COMPANY STATEMENT OF CASH FLOWS
For the Year Ended December 31, 2021

		Years Ended December 31		
	Note	2023	2022*	2021
CASH FLOWS FROM OPERATING ACTIVITIES				
Income before tax		₱33,081,928	₱32,194,905	₱137,697,170
Adjustments for:				
Share in net income of an associate	7	(46,195,165)	(40,313,575)	(150,532,128)
Depreciation	6	1,733,505	1,642,287	1,928,187
Interest income	4	(27,097)	(36,581)	(758)
Operating loss before working capital changes		(11,406,829)	(6,512,964)	(10,907,529)
Increase in other current assets		(3,020,081)	(431,682)	(337,248)
Increase (decrease) in accrued expenses and statutory payables		(688,243)	390,338	481,583
Net cash used for operations		(15,115,153)	(6,554,308)	(10,763,194)
Interest received		27,097	36,581	758
Income tax paid		(6,964)	(5,200)	–
Net cash used in operating activities		(15,095,020)	(6,522,927)	(10,762,436)
CASH FLOWS FROM INVESTING ACTIVITIES				
Advances to related parties	10	(13,394,541)	(25,670)	–
Additions to property and equipment	6	(129,478)	(684,049)	–
Dividend received		–	78,000,000	–
Collections from related parties		–	–	1,818,397
Net cash provided by (used in) investing activities		(13,524,019)	77,290,281	1,818,397
CASH FLOW FROM A FINANCING ACTIVITY				
Advances from (payments to) related parties		(11,668,749)	1,051,490	8,856,875
NET INCREASE (DECREASE) IN CASH		(40,287,788)	71,818,844	(87,164)
CASH AT BEGINNING OF YEAR		72,244,400	425,556	512,720
CASH AT END OF YEAR		₱31,956,612	₱72,244,400	₱425,556
NONCASH FINANCIAL INFORMATION				
Dividend receivable from associate	7	(₱60,000,000)	₱–	₱–

See accompanying Notes to Consolidated Financial Statements.

*Consolidated financial statements were prepared effective May 27, 2022, the date of incorporation of the Parent Company's wholly-owned subsidiary.

BRIGHT KINDLE RESOURCES & INVESTMENTS, INC. AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

As at and for the Years Ended December 31, 2023 and 2022 and

NOTES TO PARENT COMPANY FINANCIAL STATEMENTS

As at and for the Year Ended December 31, 2021

1. Corporate Information

General Information

Bright Kindle Resources and Investments, Inc. (the Parent Company) was incorporated in the Philippines and registered with the Securities and Exchange Commission (SEC) on December 4, 1981. On March 21, 1995, the Parent Company listed its shares with the Philippine Stock Exchange, Inc. (PSE).

The Parent Company is a subsidiary of RYM Business Management Corporation (the Parent Company of the Group), a holding company registered and domiciled in the Philippines.

On May 27, 2022, the Parent Company incorporated Brightstar Holdings and Development Inc. (BHDI) (the Subsidiary) in the Philippines and registered with the SEC as a wholly-owned subsidiary. Its primary purpose is to operate as a holding and investment company.

The Parent Company and Subsidiary are collectively referred herein as “the Group”.

The Group’s principal office address is at 16th Floor BDO Towers Valero (formerly Citibank Tower), 8741 Paseo de Roxas, Makati City.

Approval of the Consolidated Financial Statements

The consolidated financial statements of the Group as at and for the years ended December 31, 2023 and 2022 and the Parent Company financial statements as at and for the year ended December 31, 2021 were approved and authorized for issuance by the Board of Directors (BOD) on March 18, 2024, as reviewed and recommended for approval by the Audit Committee on the same date.

2. Summary of Material Accounting Policy Information

Basis of Preparation and Statement of Compliance

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 issued by the Philippine Financial and Sustainability Reporting Standards Council and adopted by the SEC, including SEC pronouncements.

Measurement Bases

The consolidated financial statements are presented in Philippine Peso, which is also the Group’s functional currency. All amounts represent absolute values except otherwise indicated.

The consolidated financial statements have been prepared using the historical cost basis. Historical cost is generally based on the fair value of the consideration given in exchange for an asset and fair value of the 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 transaction date. 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.

The Group uses market observable data to a possible extent when measuring the fair value of an asset or a liability. Fair values are categorized into different levels in a fair value hierarchy based on inputs used in the valuation techniques as follows:

- 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.
- 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 period.

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

Further information about the assumptions made in measuring fair value is included in Note 15, *Financial Risk Management Objectives and Policies*.

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, (2) 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 (3) 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.

The adoption of the amendments to PFRS did not materially affect the consolidated financial statements of the Group, except for the Amendments to PAS 1, *Presentation of Financial Statements*, and PFRS Practice Statement 2, *Making Materiality Judgments - Disclosure Initiative - Accounting Policies*. Additional disclosures were included in the consolidated financial statements, as applicable.

Amended PFRS in Issue But Not Yet Effective or Adopted

Relevant amended PFRS which are not yet effective as at December 31, 2023 and have not been applied in preparing the consolidated financial statements, 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 consolidated financial statements. The amendments must be applied retrospectively. Earlier application is permitted. If applied in earlier period, the Group shall also apply Amendments to PAS 1 - *Classification of Liabilities as Current or Noncurrent* for that period.

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

Basis of Consolidation

The consolidated financial statements of the Group as at and for the years ended December 31, 2023 and 2022 was prepared effective May 27, 2022, the date of incorporation of the Parent Company’s wholly-owned subsidiary. The Parent Company financial statements as at and for the year ended December 31, 2021 was also presented for comparative purposes.

A subsidiary is an entity controlled by the Parent Company. Control is achieved when the Parent Company is exposed or has rights to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. A subsidiary is 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 financial statements of the subsidiary is prepared for the same reporting year as that of the Parent Company using uniform accounting policies. Significant intercompany transactions and balances, including intercompany profits and unrealized profits and losses, are eliminated in full.

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

If the Parent Company loses control over a subsidiary, the Group: (a) derecognizes the assets and liabilities of the subsidiary; (b) derecognizes the carrying amounts of any non-controlling interest; (c) derecognizes the cumulative translation differences recorded in equity; (d) recognizes the fair value of consideration received; (e) recognizes the fair value of any investment retained; (f) recognizes any surplus or deficit in profit or loss; and (g) reclassifies the Group's share of components previously recognized in other comprehensive income (OCI) to profit or loss.

Financial Assets and Liabilities

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.

Financial asset or liability is 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).

Financial assets are measured at amortized cost if 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 expected credit loss (ECL), if any. ECL is assessed based on potential liquidity of counterparties based on available financial information. Financial assets are derecognized when the right to receive cash flows from the asset has expired.

As at December 31, 2023 and 2022, the Group's cash, due from related parties, and dividend receivable is classified as financial assets 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.

A financial liability is derecognized when the obligation under the liability is discharged, cancelled or has expired.

As at December 31, 2023 and 2022, the Group's note payable, accrued expenses, and due to related parties are classified as financial liabilities at amortized cost.

Impairment Policy on Financial Assets at Amortized Cost

The Company records an allowance for ECL which is based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Company expects to receive. The difference is then discounted at an approximation to the asset's original effective interest rate.

For trade receivables, the Company has applied the simplified approach and has calculated ECL based on the lifetime ECL. The Company 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.

For other financial instruments measured at amortized cost, the ECL is based on the 12-month ECL, which pertains to the lifetime ECLs that result from default events on a financial instrument that are possible within 12 months after the reporting date. However, when there is 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 Company 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 indicative of significant increases in credit risk since initial recognition.

Investment in an Associate

Investment in an associate is recognized initially at cost and subsequently accounted for using the equity method.

An associate is an entity in which the Group has significant influence but not control, over the financial and operating policies of such entity. The Group's share of its associate's post-acquisition profits or losses is recognized in profit or loss, and its share of post-acquisition movements in reserves is recognized in equity. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment.

The reporting date of the associate and that of the Group are identical and the associate's accounting policies conform to those used by the Group for like transactions and events in similar circumstances. When necessary, adjustments are made to conform the associate's accounting policies in line with those of the Group.

When the Group's share of losses in an associate equal or exceeds its interest in the associate, including any other unsecured receivables, the Group does not recognize further losses, unless it has incurred obligations or made payments on behalf of the associate. Unrealized gains on transactions between the Group and its associate are eliminated to the extent of the Group's interest in the associate. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

The Group determines at the end of each reporting period whether there is any evidence that the investment is impaired. If this is the case, the amount of impairment is calculated as the difference between the carrying amount of the investment and recoverable amount.

Equity

Capital Stock. Capital stock is measured at par value for all shares issued. Incremental costs directly attributable to the issuance of new shares are treated as deduction from equity, net of tax.

Retained Earnings. Retained earnings represent the cumulative balance of net income or loss net of any dividend declaration.

OCI. OCI comprises of items of income and expense that are not recognized in profit or loss in accordance with PFRS. OCI of the Group pertains to accumulated share in OCI of an associate. This is not reclassified to profit or loss in subsequent period.

Income Taxes

Current Tax. Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rate used to compute the amount is the one that has 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, carry-forward benefits of any unused net operating loss carryover (NOLCO), and excess minimum corporate income tax (MCIT) to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, unused NOLCO and excess MCIT 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 rate that are expected to apply to the period when the asset is realized or the liability is settled, based on tax rate that has been enacted or substantively enacted at the reporting date.

Deferred tax is recognized in profit or loss except to the extent that it relates to a business combination, or items directly recognized in equity as OCI.

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

Basic and Diluted Earnings Per Share

Basic earnings per share 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, with retroactive adjustments for any stock dividends declared and stock split and excluding common shares purchased by the Group and held as treasury shares.

Diluted earnings per share is calculated by adjusting the weighted average number of common shares outstanding to assume conversion of all potential dilutive common shares.

Where the earnings per share effect of potential dilutive common shares would be anti-dilutive, basic and diluted earnings per share are stated at the same amount.

Related Party Relationship and Transactions

Related party relationship exists when one party has the ability to control, directly, or indirectly through one or more intermediaries, 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 entity, or between, and/or among the reporting entity and its key management personnel, directors or its stockholders. In considering each possible related party relationship, attention is directed to the substance of the relationship, and not merely to the legal form.

A related party transaction is a transfer of resources, services or obligations between a reporting entity and a related party, regardless of whether a price is charged.

Related party transactions are considered material and/or significant if these transactions amount to a significant portion of the Group's total assets or there are several transactions or a series of transactions over an extended period with the same related party. Details of transactions entered into by the Group with related parties are reviewed by independent directors in accordance with the Group's related party transactions policy.

3. Significant Judgments, Accounting Estimates and Assumptions

The preparation of the Group's consolidated financial statements in compliance with PFRS requires management to exercise judgments and make accounting estimates and assumptions that affect the amounts reported in the consolidated financial statements. The judgment, accounting estimates and assumptions used in the consolidated financial statements are based upon management's evaluation of relevant facts and circumstances as at the reporting date. While the Group believes that the assumptions are reasonable and appropriate, significant differences in the actual experience or significant changes in the assumptions may materially affect the estimated amounts. Actual results could differ from such estimates.

The following are the significant judgments, accounting estimates and assumptions made by the Group:

Determining Significant Influence over an Associate. When an entity holds 20% or more of the voting power (directly or through subsidiaries) on an investee, it will be presumed that the investor has significant influence unless it can be clearly demonstrated that this is not the case. If the holding is less than 20%, the entity will be presumed not to have significant influence unless such influence can be clearly demonstrated. A substantial or majority ownership by another investor does not necessarily preclude an entity from having significant influence.

The existence of significant influence by the Group is evidenced by the following:

- representation on the BOD or equivalent governing body of the investee;
- participation in the policy-making process, including participation in decisions about dividends or other distributions; or
- material transactions between the entity and the investee; interchange of managerial personnel.

Assessing the Impairment of Investment in an Associate. The Group assesses the impairment of investment in an associate whenever events or changes in circumstances indicate that the carrying amount of investment in an associate may not be recoverable. The Group considered the following as indicators of impairment, and therefore, performed an impairment review:

- The carrying amount of the net assets of the associate is more than its market capitalization; and
- The carrying amount of the investment exceeds the Group's proportionate share in the carrying amounts of the associate's net assets in the consolidated financial statements.

In determining the recoverable amount, the Group is required to make estimates and assumptions such as commodity prices, discount rates, and foreign currency exchange rates that can materially affect the consolidated financial statements. Commodity prices and foreign exchange rate are based on the current and forecast in different banks. Discount rate estimate is computed using the weighted average cost of capital.

Based on management assessment, the estimated recoverable amount of the Group's investment in an associate is higher than its carrying amount and a reasonably possible change in the key assumptions would not result to the recognition of impairment loss. The estimated recoverable amount was determined based on the cash flow projections of the associate using the discounted cash flow method. Accordingly, no impairment loss was recognized in 2023, 2022 and 2021. The carrying amount of investment in an associate is disclosed in Note 7.

Estimating the Useful Lives of Property and Equipment. The Group estimates the useful lives of property and equipment based on the period over which the assets are expected to be available for use. The Group annually reviews the estimated useful lives of property and equipment based on factors that include asset utilization, internal technical evaluation, technological changes, environmental changes and anticipated use of the assets.

There were no changes in the estimated useful lives of the Group's property and equipment in 2023, 2022 and 2021. The carrying amounts of property and equipment are disclosed in Note 6.

Assessing the Realizability of Deferred Tax Assets. The Group reviews its deferred tax assets at each reporting date and reduces the carrying amount 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 assets to be utilized.

The Group's unrecognized deferred tax assets are disclosed in Note 13.

4. Cash

This account consists of:

	2023	2022
Cash on hand	₱14,210	₱5,000
Cash in banks	31,942,402	72,239,400
	₱31,956,612	₱72,244,400

Cash in banks earn interest at prevailing bank deposit rates. Interest income earned amounted to ₱27,097, ₱36,581, and ₱758 in 2023, 2022, and 2021, respectively.

5. Other Current Assets

This account consists of:

	2023	2022
Input VAT	P10,186,399	P9,660,230
Prepayments	2,480,597	175,745
CWT	597,806	595,485
Others	329,775	143,036
	P13,594,577	P10,574,496

6. Property and Equipment

Details and movements in this account are as follows:

		2023			
	Note	Condominium Unit	Office Furniture and Fixtures	Computer Equipment	Total
Cost					
Balance at beginning year		P47,788,569	P1,852,968	P627,000	P50,268,537
Additions		-	40,201	89,277	129,478
Balance at end of year		47,788,569	1,893,169	716,277	50,398,015
Accumulated Depreciation					
Balance at beginning of year		12,088,718	1,791,575	-	13,880,293
Depreciation	12	1,579,141	17,859	136,505	1,733,505
Balance at end of year		13,667,859	1,809,434	136,505	15,613,798
Carrying Amount		P34,120,710	P83,735	P579,772	P34,784,217
		2022			
	Note	Condominium Unit	Office Furniture and Fixtures	Computer Equipment	Total
Cost					
Balance at beginning and end of year		P47,788,569	P1,795,919	P-	P49,584,488
Additions		-	57,049	627,000	684,049
Balance at end of year		47,788,569	1,852,968	627,000	50,268,537
Accumulated Depreciation					
Balance at beginning of year		10,509,577	1,728,429	-	12,238,006
Depreciation	12	1,579,141	63,146	-	1,642,287
Balance at end of year		12,088,718	1,791,575	-	13,880,293
Carrying Amount		P35,699,851	P61,393	P627,000	P36,388,244

The condominium unit is being used as an office space of the Group. As at December 31, 2023 and 2022, the cost of fully-depreciated property and equipment still in use amounted to P1.8 million and P1.7 million, respectively.

Deed of Assignment to BHDl

On January 20, 2023, the Parent Company and BHDl executed a Deed of Assignment under which the Parent Company assigned in favor of BHDl it's one (1) condominium unit and four (4) parking slots in exchange for 1,121,505,000 common shares with ₱0.10 par value a share from the authorized capital stock of BHDl. The transaction is pursuant to the approval by the Parent Company of a property-for-share swap wherein the property will be exchanged for shares in the subsidiary, and subject to the confirmation of valuation by the SEC and tax-free exchange application with the Bureau of Internal Revenue (BIR).

To date, the Parent Company has yet to receive the approval of SEC on the property-for-share swap transaction.

7. Investment in an Associate

Movements in this account are as follows:

	2023	2022
Acquisition Cost	₱2,604,000,000	₱2,604,000,000
Accumulated Share in Net Income		
Balance at beginning of year	139,758,252	99,444,677
Share in net income	46,195,165	40,313,575
Dividends	(60,000,000)	-
Balance at end of year	125,953,417	139,758,252
Accumulated Share in OCI		
Balance at beginning of year	7,836,681	6,904,173
Share in remeasurement gain (loss) on retirement benefit liability	(1,127,366)	932,508
Balance at end of year	6,709,315	7,836,681
Carrying Amount	₱2,736,662,732	₱2,751,594,933

The Parent Company has 600,000,000 shares of Marcventures Holdings, Inc. (MARC) representing 19.90% equity interest as at December 31, 2023 and 2022. MARC has investments in mining companies located in Surigao del Sur and in the province of Samar. MARC's principal office address is at Unit 4-3 BDO Towers Paseo, Paseo de Roxas, Makati City.

Summarized financial information of MARC follows:

	2023	2022
Total current assets	₱898,183,945	₱917,225,555
Total noncurrent assets	5,151,631,057	5,023,379,753
Total current liabilities	598,565,310	395,222,778
Total noncurrent liabilities	653,876,102	672,998,260
Revenue	2,050,416,186	3,067,485,008
Net income	232,136,506	202,580,780
Other comprehensive income (loss)	(5,665,156)	4,685,970
Total comprehensive income	226,471,350	207,266,750

The reconciliation of the share in the net assets of MARC and the carrying amount of the investment in an associate as at December 31, 2023 and 2022 are as follows:

	2023	2022
Net assets as at beginning of year	₱4,872,384,270	₱4,665,117,520
Net income	232,136,506	202,580,780
Other comprehensive income (loss)	(5,665,156)	4,685,970
Dividend declaration	(301,482,030)	–
Net assets as at end of year	4,797,373,590	4,872,384,270
Equity interest*	19.9%	19.9%
Share in net assets of associate	954,672,627	969,604,828
Goodwill on acquisition and others	1,781,990,105	1,781,990,105
Carrying amount	₱2,736,662,732	₱2,751,594,933

*rounded

8. Accrued Expenses and Statutory Payables

This account consists of:

	2023	2022
Accrued expenses	₱310,262	₱1,181,486
Statutory payables	264,884	81,903
	₱575,146	₱1,263,389

Accrued expenses pertain to accrual of outside services, professional fees, and electricity, among others, which are expected to be settled in the next reporting period.

Statutory payables pertain to withholding taxes that are to be remitted to the government within the next reporting period.

9. Note Payable

The Group's note payable amounting to ₱1,671.5 million as at December 31, 2023 and 2022 pertains to a due and demandable, noninterest-bearing loan from Trans Middle East Philippine Equities, Inc. (TMEE), a related party. The proceeds of the loan was used to finance the acquisition of investment in MARC.

10. Related Party Transactions

The Group has the following transactions with its Parent Company and other related parties:

	Note	Nature of Transactions	Amount of Transactions		Outstanding Balances	
			2023	2022	2023	2022
Dividend receivable						
<i>Associate -</i>						
MARC	7	Dividends	₱60,000,000	₱-	₱60,000,000	₱-
Other income						
<i>Entity under common management -</i>						
MMDC		Other income	₱464,286	₱520,000	₱-	₱-
Due from related parties						
Parent Company		Advances for working capital	₱-	₱-	₱7,000,000	₱7,000,000
Entities under common management		Advances for working capital	13,394,541	25,670	13,420,211	25,670
					₱20,420,211	₱7,025,670
Due to related parties						
<i>Entities under common management:</i>						
MMDC		Advances for working capital	₱33,727	₱1,013,490	₱5,150	₱9,870,365
Prime Media Holdings, Inc.		Advances for working capital	-	38,000	-	1,803,534
					₱5,150	₱11,673,899
Note payable						
<i>Entity under common management -</i>						
TMEE	9	Note payable	₱-	₱-	₱1,671,501,723	₱1,671,501,723

Due from/Due to Related Parties

These amounts represent working capital advances which are unimpaired, unsecured and collectible in cash. Working capital advances are noninterest-bearing and collectible on demand.

Other Income

The Group has other income amounting to ₱0.5 million in 2023 and 2022 pertaining to the consideration received from MMDC for the use of its condominium properties as collateral for loan facility, which is equivalent to 2% of monthly principal amortization of the loan. This is presented as part of "Other income" account in the consolidated statements of comprehensive income.

Compensation of Key Management Personnel

The Group has not paid any compensation to its key management personnel. The accounting and administrative functions of the Group are being handled by the entities under common management at no cost to the Group.

Changes in Financing Liabilities

The changes in liabilities arising from financing activities as at December 31, 2023 and 2022, which relate solely to its due to related parties, are as follows:

	2023	2022
Balance at beginning of year	₱11,673,899	₱10,622,409
Net changes from financing cash flows	(11,668,749)	1,051,490
Balance at end of year	₱5,150	₱11,673,899

11. Equity

On March 21, 1995, the SEC approved the listing of the Parent Company's 118,000,000 shares at an offer price of ₱1 per share. Accordingly, on the same date, the Parent Company listed its shares with PSE. Subsequently, the par value of the Parent Company's common stock was reduced from ₱1 per share to ₱0.55 per share as approved by the SEC on October 17, 2012.

The Group's listed shares in the Philippine Stock Exchange (PSE) is 1,528,474,000 as at December 31, 2023 and 2022, respectively.

The following summarizes the information on the Parent Company's issued and subscribed shares as at December 31, 2023 and 2022:

	Number of Shares Issued and Subscribed	Percentage of Shares
Non-public shareholdings		
a. Related parties	1,170,159,989	76.56%
b. Affiliates, directors and officers*	10,000	0%
Public shareholdings	358,304,011	23.44%
	1,528,474,000	100.00%

*Shareholdings represent 0.0007% of the total shares.

The total number of shareholders of the Parent Company is 627 and 631 as at December 31, 2023 and 2022, respectively.

12. General and Administrative Expenses

This account consists of:

	Note	2023	2022	2021
Professional fees		₱3,360,480	₱1,507,084	₱1,703,106
Outside services		2,756,815	1,201,106	1,244,927
Taxes and licenses		2,396,426	715,097	47,136
Depreciation	6	1,733,505	1,642,287	1,928,187
Membership dues and other fees		1,427,565	1,519,175	1,354,426
Repairs and maintenance		627,705	8,529	87,590
Director's fees		544,889	735,000	495,000
Transportation		441,174	193,043	250
Insurance		360,737	286,435	205,719
Representation		278,826	97,111	3,904,200
Advertising and promotions		271,829	77,000	139,120
Fines and penalties		239,226	1,000	1,212,155
Communication, light and water		161,719	274,549	143,964
Others		1,063,632	417,835	369,936
		₱15,664,528	₱8,675,251	₱12,835,716

13. Income Tax

The provision for current income tax of ₱6,964 and ₱5,200 in 2023 and 2022, respectively, pertains to excess MCIT. The Group has no current income tax expense in 2021 due to its net taxable loss position.

The Group's unrecognized deferred tax assets are as follows:

	2023	2022
NOLCO	₱8,691,698	₱5,519,819
Excess MCIT	12,164	5,200
	₱8,703,862	₱5,525,019

Management has assessed that there may be no sufficient future taxable profits against which the deferred tax asset can be utilized.

The reconciliation of provision for income tax at the statutory income tax to the provision for income tax shown in the consolidated statements of comprehensive income follows:

	2023	2022	2021
Provision for income tax computed at statutory tax rate	₱8,270,482	₱8,048,727	₱34,424,293
Changes in unrecognized deferred tax assets	2,989,297	657,437	132,220
Effects of consolidation	189,546	74,288	-
Add (deduct) tax effects of:			
Share in net income of an associate not subject to income tax	(11,548,791)	(10,078,394)	(37,633,032)
Nondeductible expenses	113,204	19,907	1,279,089
Interest income subjected to final tax	(6,774)	(9,146)	(190)
Expired NOLCO	-	1,292,381	1,797,620
	₱6,964	₱5,200	₱-

As at December 31, 2023, unused NOLCO that can be claimed as deduction from future taxable income are as follows:

Year	Balance at Beginning of Year	Incurred	Expired	Balance at End of Year	Year of Expiry
2023	₱-	₱12,687,516	₱-	₱12,687,516	2026
2022	8,075,626	-	-	8,075,626	2025
2021	7,719,361	-	-	7,719,361	2026
2020	6,284,288	-	-	6,284,288	2025
	₱22,079,275	₱12,687,516	₱-	₱34,766,791	

As at December 31, 2023, excess MCIT are as follows:

Year	Balance at Beginning of Year	Incurred	Expired	Balance at End of Year	Year of Expiry
2023	₱–	₱6,964	₱–	₱6,964	2026
2022	5,200	–	–	5,200	2025
	₱5,200	₱6,964	₱–	₱12,164	

Under Republic Act No. 11494, also known as “Bayanihan to Recover As One Act” and Revenue Regulations No 25-2020, the Group is allowed to carry-over its net operating losses incurred for taxable years 2021 and 2022 for the next five (5) years immediately following the year of such loss.

14. Basic and Diluted Earnings per Share

Basic and diluted earnings per share are computed as follows:

	2023	2022	2021
Net income	₱33,074,963	₱32,189,705	₱137,697,170
Weighted average number of common shares outstanding	1,528,474,000	1,528,474,000	1,528,474,000
Earnings per share - basic and diluted	₱0.022	₱0.021	₱0.090

There has been no transaction involving common shares or potential common shares that occurred subsequent to the reporting dates.

15. Financial Risk Management Objectives and Policies

The Group has risk management policies that systematically view the risks that could prevent the Group from achieving its objectives. These policies are intended to manage risks identified in such a way that opportunities to deliver the Group’s objectives are achieved. The Group’s risk management takes place in the context of day-to-day operations and normal business processes such as strategic planning and business planning. Management has identified each risk and is responsible for coordinating and continuously improving risk strategies, processes and measures in accordance with the Group’s established business objectives.

Financial Risk Management Objectives and Policies

The Group’s principal financial instruments consist of cash, dividend receivable due from related parties, accrued expenses, due to related parties and note payable. The primary purpose of these financial instruments is to finance the Group’s operations. The main risks arising from the use of these financial instruments are credit risk and liquidity risk. Management reviews and approves the policies for managing each of these risks which are summarized below.

Credit Risk

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counterparty defaults on its obligation. The Group's exposure to credit risk arises primarily from cash in banks, dividend receivable and due from related parties.

The Group's maximum exposure to credit risk on the financial assets at amortized cost is the carrying amount of those assets as at the reporting date.

Financial Assets at Amortized Cost

The Group limits its credit risk from balances with banks by depositing its cash with highly reputable and pre-approved financial institutions. For dividend receivable and due from related parties, credit risk is low since the Group only transacts with related parties with strong capacity to meet its contractual cash flow obligations in the near term.

The Group considers credit risk in measuring ECL of financial assets at amortized cost. Since the financial assets at amortized cost of the Group are considered to have low credit risk, impairment loss is limited to 12-month ECL.

Generally, financial assets at amortized cost are written-off when there is no reasonable expectation of recovery. Indicators of this include the failure of a debtor to engage in a repayment plan, no active enforcement activity and a failure to make contractual payments for a period greater than one year.

The table below presents high grade credit quality of the Group's financial assets at amortized cost.

	2023	2022
Cash in banks	P 31,942,402	P72,239,400
Dividend receivable	60,000,000	–
Due from related parties	20,420,211	7,025,670
	P112,362,613	P79,265,070

High grade credit quality represents settlements which are obtained from counterparty following the terms of the contracts without much collection effort.

Liquidity Risk

Liquidity risk is the risk that the Group will not be able to settle or meet its financial obligations when they fall due. The Group aims to maintain flexibility by maintaining sufficient cash to meet all foreseeable cash needs.

The tables below summarize the maturity profile of the Group's financial liabilities at amortized cost as at December 31, 2023 and 2022 based on contractual undiscounted cash flows.

	2023				Total
	On Demand	Less than One Month	One Month to One Year	More than One Year	
Accrued expenses	P–	P310,262	P–	P–	P310,262
Due to related parties	5,150	–	–	–	5,150
Note payable	1,671,501,723	–	–	–	1,671,501,723
	P1,671,506,873	P310,262	P–	P–	P1,671,817,135

	2022				Total
	On Demand	Less than One Month	One Month to One Year	More than One Year	
Accrued expenses	₱-	₱1,181,486	₱-	₱-	₱1,181,486
Due to related parties	11,673,899	-	-	-	11,673,899
Note payable	1,671,501,723	-	-	-	1,671,501,723
	₱1,683,175,622	₱1,181,486	₱-	₱-	₱1,684,357,108

Fair Value of Financial Assets and Financial Liabilities

The carrying amount of cash, dividend receivable, due from related parties, due to related parties, accrued expenses and note payable approximate their fair values due to their short-term maturities and demand nature.

There are no transfers between levels of fair value hierarchy in 2023 and 2022.

16. Capital Management Objectives, Policies and Procedures

The Group's capital management objectives are to ensure the Group's ability to continue as a going concern and to provide an adequate return to shareholders. The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may return capital to shareholders or issue new shares. Also, the Group is not subject to any externally imposed capital requirements.

The Group considers its total equity amounting to ₱1,225.3 million and ₱1,193.4 million as at December 31, 2023 and 2022, respectively, as its capital.



**REPORT OF INDEPENDENT AUDITORS
ON SUPPLEMENTARY SCHEDULE OF FINANCIAL SOUNDNESS INDICATORS**

The Stockholders and the Board of Directors
Bright Kindle Resources & Investments, Inc. and Subsidiary
16th Floor BDO Towers Valero (formerly Citibank Tower)
8741 Paseo de Roxas, Makati City

We have audited in accordance with Philippine Standards on Auditing, the consolidated financial statements of Bright Kindle Resources & Investments, Inc. (the Parent Company) and Subsidiary (the Group) as at and for the years ended December 31, 2023 and 2022 and the Parent Company financial statements as at and for the year ended December 31, 2021, and have issued our report thereon dated March 18, 2024. Our audits were made for the purpose of forming an opinion on the basic consolidated financial statements taken as a whole. The Supplementary Schedule on Financial Soundness Indicators, including their definitions, formulas, calculation, and their appropriateness or usefulness to the intended users, are the responsibility of the Group's management. These financial soundness indicators are not measures of operating performance defined by Philippine Financial Reporting Standards (PFRS) and may not be comparable to similarly titled measures presented by other companies. This schedule is presented for purposes of complying with the Revised Securities Regulation Code Rule 68 issued by the Securities and Exchange Commission, and is not a required part of the basic consolidated financial statements prepared in accordance with PFRS. The components of these financial soundness indicators have been traced to the Group's consolidated financial statements as at and for the years ended December 31, 2023 and 2022 and the Parent Company financial statements as at December 31, 2021 and for the year ended December 31, 2021, and no material exceptions were noted.

REYES TACANDONG & Co.


CAROLINA P. ANGELES

Partner

CPA Certificate No. 86981

Tax Identification No. 205-067-976-000

BOA Accreditation No. 4782; Valid until April 13, 2024

BIR Accreditation No. 08-005144-007-2022

Valid until October 16, 2025

PTR No. 10072409

Issued January 2, 2024, Makati City

March 18, 2024
Makati City, Metro Manila

BRIGHT KINDLE RESOURCES & INVESTMENTS, INC. AND SUBSIDIARY
SUPPLEMENTARY SCHEDULE OF FINANCIAL SOUNDNESS INDICATORS
AS AT AND FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

Ratio	Formula	2023	2022
Current/Liquidity ratio	Total current assets	₱125,971,400	₱89,844,566
	Divided by: Total current liabilities	1,672,082,019	1,684,439,011
	Current/Liquidity ratio	0.08:1	0.05:1
Solvency ratio	Net income	₱33,074,964	₱32,189,705
	Add: Depreciation and amortization	1,733,506	1,642,287
	Income tax expense	6,964	5,200
		34,815,434	33,837,192
	Divided by: Total liabilities	1,672,082,019	1,684,439,011
Solvency ratio	0.02:1	0.02:1	
Debt-to-equity ratio	Total liabilities	₱1,672,082,019	₱1,684,439,011
	Divided by: Total equity	1,225,336,330	1,193,388,732
	Debt-to-equity ratio	1.36:1	1.41:1
Asset-to-equity ratio	Total assets	₱2,897,418,348	₱2,877,827,743
	Divided by: Total equity	1,225,336,330	1,193,388,732
	Asset-to-equity ratio	2.36:1	2.41:1
Interest rate coverage ratio	Net income	₱33,074,964	₱32,189,705
	Add: Interest expense	40,374	9,975
	Income tax expense	6,964	5,200
		33,122,302	32,204,880
	Divided by: Interest expense	40,374	9,975
Interest Rate Coverage ratio	820.39:1	3,228.56:1	
Return on asset	Net income	₱33,074,964	₱32,189,705
	Divide by: Total average assets	2,887,623,046	2,860,545,723
	Return on asset ratio	0.01:1	0.01:1
Return on equity	Net income	₱33,074,964	₱32,189,705
	Divided by: Total average equity	1,209,362,531	1,176,827,626
	Return on equity ratio	0.03:1	0.03:1

**PARENT COMPANY'S RECONCILIATION OF
RETAINED EARNINGS AVAILABLE FOR DIVIDEND DECLARATION
FOR THE REPORTING PERIOD ENDED DECEMBER 31, 2023**

BRIGHT KINDLE RESOURCES & INVESTMENTS, INC.

16th Floor BDO Towers Valero (formerly Citibank Tower), 8741 Paseo de Roxas, Makati City

	Amount
Unappropriated retained earnings, beginning of reporting period available for dividend declaration	₱206,615,428
Add: Net income for the current year	36,861,536
Less: Equity in net income of an associate	(46,195,165)
Adjusted net loss	(9,333,629)
Total retained earnings, end of the reporting period available for dividend	₱197,281,799



REPORT OF INDEPENDENT AUDITORS ON SUPPLEMENTARY SCHEDULES

The Stockholders and the Board of Directors
Bright Kindle Resources & Investments, Inc. and Subsidiary
16th Floor BDO Towers Valero (formerly Citibank Tower)
8741 Paseo de Roxas, Makati City

We have audited in accordance with Philippine Standards on Auditing, the consolidated financial statements of Bright Kindle Resources & Investments, Inc. (the Parent Company) and Subsidiary (the Group) as at and for the years ended December 31, 2023 and 2022 and the Parent Company financial statements as at and for the year ended December 31, 2021, and have issued our report thereon dated March 18, 2024. Our audits were made for the purpose of forming an opinion on the consolidated financial statements taken as a whole. The accompanying supplementary schedules for submission to the Securities and Exchange Commission are the responsibility of the Group's management. These supplementary schedules include the following:

- Reconciliation of Parent Company's Retained Earnings Available for Dividend Declaration for the year ended December 31, 2023
- Schedules Required under Annex 68-J of the Revised Securities Regulation Code (SRC) Rule 68 as at and for the year ended December 31, 2023
- Conglomerate Map as at December 31, 2023

These schedules are presented for purposes of complying with the Revised SRC Rule 68, and are not part of the consolidated financial statements. This information have been subjected to the auditing procedures applied in the audit of the consolidated financial statements, including comparing such information directly to the underlying accounting and other records used to prepare the consolidated financial statements or to the consolidated financial statements themselves. In our opinion, the information are fairly stated in all material respects in relation to the consolidated financial statements taken as a whole.

REYES TACANDONG & Co.


CAROLINA P. ANGELES

Partner

CPA Certificate No. 86981

Tax Identification No. 205-067-976-000

BOA Accreditation No. 4782; Valid until April 13, 2024

BIR Accreditation No. 08-005144-007-2022

Valid until October 16, 2025

PTR No. 10072409

Issued January 2, 2024, Makati City

March 18, 2024
Makati City, Metro Manila

BRIGHT KINDLE RESOURCES & INVESTMENTS, INC. AND SUBSIDIARY

**SCHEDULES REQUIRED UNDER ANNEX 68-J OF
REVISED SECURITIES REGULATION CODE RULE 68
FOR THE YEAR ENDED DECEMBER 31, 2023**

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<i>Schedule</i>	<i>Description</i>	<i>Page</i>
A	Financial Assets	<u>N/A</u>
B	Amounts Receivable from Directors, Officers, Employees, Related Parties, and Principal Stockholders (Other than Related Parties)	<u>1</u>
C	Amounts Receivable from Related Parties which are Eliminated during the Consolidation of Financial Statements	<u>N/A</u>
D	Long-Term Debt	<u>N/A</u>
E	Indebtedness to Related Parties (Long-Term Loans from Related Companies)	<u>N/A</u>
F	Guarantees of Securities of Other Issuers	<u>N/A</u>
G	Capital Stock	<u>2</u>

Schedule B. Amounts Receivable from Directors, Officers, Employees, Related Parties, and Principal Stockholders (Other than Related Parties)

Name and Designation of Debtor	Balance at Beginning of Year	Additions	Amounts Collected	Amounts Written Off	Current	Not Current	Balance at End of Year
<i>Parent Company of the Group -</i>							
RYM Business Management Corp.	₱7,000,000	₱-	₱-	₱-	₱-	₱-	₱7,000,000
<i>Entities under common management -</i>							
Marcventures Holdings, Inc.	-	60,000,000	-	-	60,000,000	-	60,000,000
Strong Built (Mining) Development Corp.	-	13,249,978	-	-	13,249,978	-	13,249,978
Others	25,670	144,563	-	-	170,233	-	170,233
	₱7,025,670	₱73,394,541	₱-	₱-	₱73,420,211	₱-	₱80,420,211

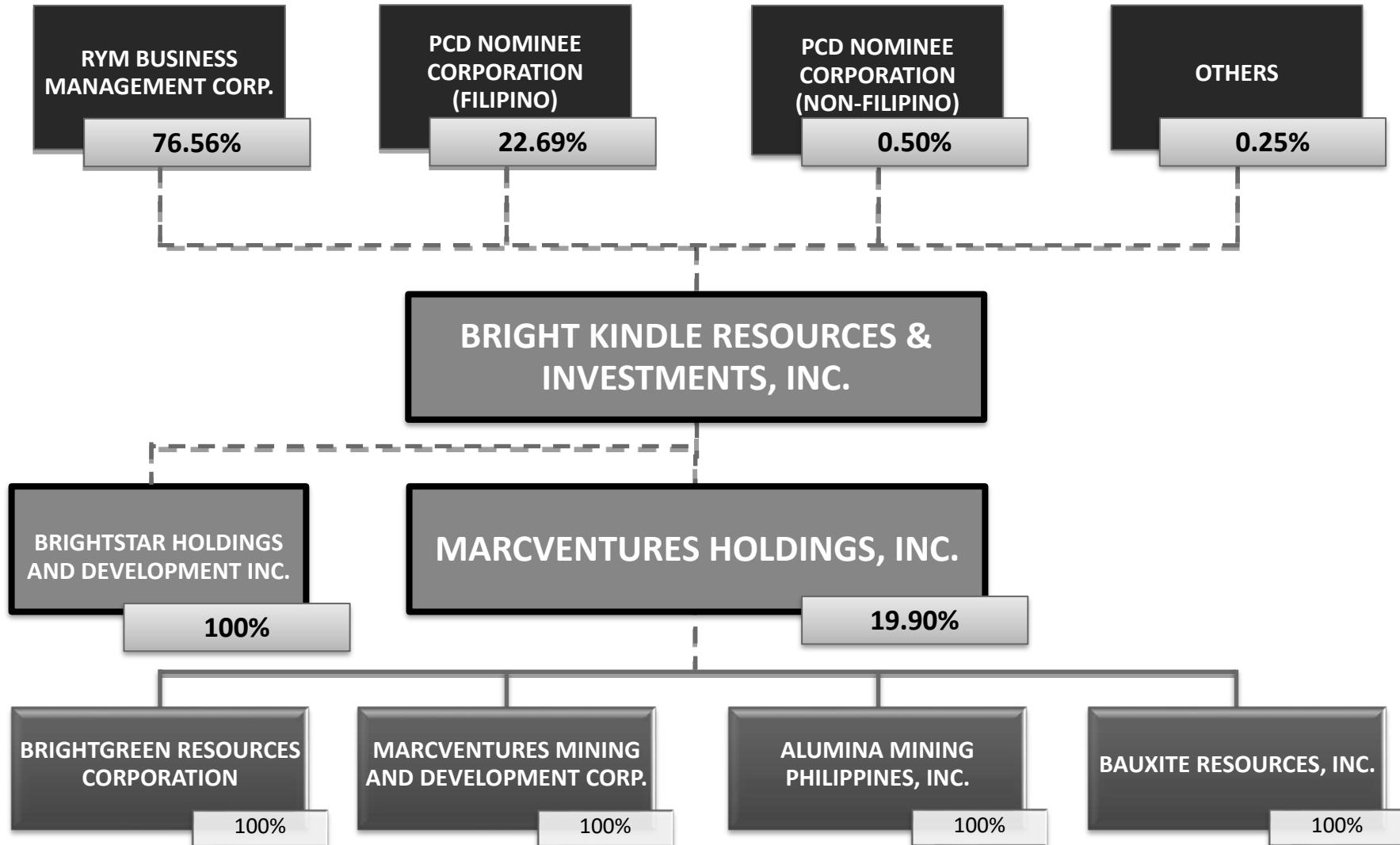
Schedule G. Capital Stock

Title of Issue	Number of Shares Authorized	Number of Shares Issued and Outstanding at shown under related Statement of Financial Position Caption	Number of Shares Reserved for Options, Warrants, Conversion and other Rights	Number of Shares Held by Related Parties	Directors, Officers and Employees	Others
Common Stock	2,000,000,000	1,528,474,000	–	1,170,159,989	10,000	358,304,011

BRIGHT KINDLE RESOURCES & INVESTMENTS, INC.

CONGLOMERATE MAP

AS AT DECEMBER 31, 2023





SUSTAINABILITY REPORT

2025



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SUSTAINABLE CORPORATE PRACTICE

Integrating good corporate practices into business strategies create long term value and ensure ethical operations. Promoting sustainable development in business and investments balances economic growth, environmental responsibility and positive social impact. Beyond ethical practice, sustainability is directly related to long-term competitiveness, operational efficiency the building a solid corporate reputation.

Sustainability is often associated with investments as it generates significant savings. Companies that optimize consumption of resources, reduce operating costs and increase efficiency.

Bright Kindle Resources and Investments Inc. seeks to maximize shareholder value by participating in sustainable investments and by observing good corporate practices particularly through the responsible stewardship of investments revolving around the values of integrity and transparency in all shareholder dealings.

Bright Kindle Resources and Investments Inc. (BKR) supports the United Nations Sustainable Development Goals (UNSDG) as it continues to focus on building a portfolio of sustainable investments that ushers economic growth.

Name of Organization	Bright Kindle Resources and Investments, Inc. (BKR)
Principal Office	16th Floor BDO Towers Valero 8741 Paseo de Roxas, Makati City
Business Model	Engaged in the purchase, exchange, assignment, and hold investments and all properties
Reporting Period	January 1 to December 31, 2025

Bright Kindle Resources & Investments, Inc. was incorporated on December 4, 1981 as a credit card corporation. On March 21, 1995, the Company listed its shares with the Philippine Stock Exchange, Inc.

A subsidiary of Rizal Commercial Banking Corporation (RCBC) a block sale was made between RCBC and RYM Business Management Corp together with other investors in 2013.

In November 2013 with the change in ownership and management, the Board of Directors changed its primary business purpose to a holding Company, engaged in the purchase, exchange, assignment, and holding of investments and any and all properties, including bonds, debentures, promissory notes, shares of stocks, and other securities.

In 2022 BKR acquired Brightstar Holdings and Development Inc. (BHDI) and May 2024 BHDI signed a Deed of Exchange to acquire 100% of the outstanding shares of Strong Built (Mining) Development Corp., a Leyte-based iron ore mining company, using P5 billion worth of newly issued shares of BHDI.

SBMDC has a 25-year term under its mineral production sharing agreement with an expiration date set for July 28, 2032.

As a holding company, it holds 600,000,000 shares of Marcventures Holdings Inc. (MHI) representing 19.9% equity interest as of December 31, 2024. The Company is continuously looking for other viable investments which will provide attractive returns to its shareholders.



+ Current Economic Value Generated

Currently, BKR's revenue is derived from bank deposit interests. As a non-operating company, there are no recorded employees, wages and benefits, interest payments or investments to the community in 2025.

While BKR is a holding company, with no business activities that substantially impact society outside its investment management functions, the Company's economic activities manage to generate economic value.

In 2025 the company generated a direct economic value of PHP 5,132,874 with the direct economic value distributed of PHP 23,891,807. BKR also paid over PHP 14,361,968 in government benefits in the form of royalties and taxes. This sustainability metric shows how the generated revenue is shared.

BKR's economic value was still achieved even if the impact on the economy, environment and society was minimal. Measuring the direct economic value as revenue and distributed costs shows that resources are flowed back to the stakeholders, the government, and the community.

+ Materiality Assessment

For the 2025 Sustainability Report, BKR identified the most material topics to its stakeholders based on the Global Reporting Initiative (GRI) Standards which defines "Materiality" as "topics and indicators that reflect the organization's significant economic, environmental and social impacts or that would substantively influence the assessments and decisions of stakeholders."

BKR expects to further refine its sustainability reporting matrix going forward particularly should it increase the pace of its investment activities.

For its first Sustainability Report in 2019, the Company, engaged the services of Atty. Teodoro Kalaw IV. A certified sustainability trainer by the Global Reporting Initiative and a certified sustainability report assurer by the Institute of Certified Sustainable Practitioners, Atty. Kalaw facilitated an extensive sustainability orientation and materiality assessment workshop for key officers and staff. The same team prepared this year's Sustainability Report.

As BKR is currently not operating, most of the prospective material topics in the economic, environmental and social domains discussed in SEC Memorandum Circular No. 4 s. in 2019 are presently not significant. As the Company further builds its investment portfolio there will be more substantial information that will specifically demonstrate its contributions to the United Nations Sustainable Development Goals.



SUSTAINABLE DEVELOPMENT GOALS

+ Economic Growth

BKR has no operating activities at present but continues to focus building a portfolio of sustainable investments which support UNSDG goal on economic growth.

As a holding company it holds 600,000,000 shares of Marcventures Holdings Inc. (MHI) representing 19.9% equity interest as of December 31, 2023. MHI is a publicly-listed company and the parent company of Marcventures Mining and Development Corporation (MMDC). The nickel mining tenement is located across the municipalities of Cantillan, Carrascal and Madrid in Surigao del Sur. MHI prepares its own Sustainability Report which details the mining company's contribution to the United Nations Sustainable Development Goals.

This year the Mines and Geosciences Bureau (MGB) under the Department of Environment and Natural Resources approved the 2026 Annual Social Development and Management Program of Marcventures Mining and Development Corporation.

Guided by the 17 UNSDG's, the initiatives demonstrate the Company's commitment to the community beyond the life of the mine.

It covers ample support for health, education, livelihood and infrastructure projects for implementation this year.

Long before the directive from DENR the company has been very proactive in adopting sustainability principles. A yearly report on sustainability initiatives is submitted annually since 2019.

+ Resilient Infrastructure and Sustainable Industrialization

In 2022, BKR acquired Brightstar Holdings and Development Inc. (BHDI) by virtue of an exchange where BKR transferred its condominium assets to BHDI in consideration for BHDI's newly issued shares.

In 2024, BHDI acquired one hundred percent (100%) of Strong Built (Mining) Development Corp.'s outstanding shares in exchange for its newly issued shares, to be given upon the SEC's approval on BHDI's increase in capital stock.

Following the exchange, BKR's effective stake in BHDI was reduced from 100% to 2.97% upon SEC approval.

+ Corporate Governance

BKR further contributes to sustainable development by observing good corporate practices. The company operations are anchored on the principles of accountability, transparency, honesty, integrity, fairness, and responsible stewardship of the Company's various investments.

It has no substantial operations apart from its holding investments and property ownership.

+ Responsible Investment Management

As a publicly-listed corporation, BKR ensures continuous adherence to corporate governance rules, regulations, and requirements imposed by the Philippine Securities and Exchange Commission (Corporate Governance and Stewardship SEC).

BKR observes good corporate practices, through the responsible stewardship of the Company's various investments. The Board is responsible for the governance setting the policies for the accomplishment of the corporate objectives and provides an independent check on management.

+ Transparency

As a publicly-listed company, BKR continues to be accountable to the public and its institutional stakeholders.

Regular stockholders' meetings are held to update stockholders about the current condition and future standing of the Company.

In 2024, the Company's audited financial performance was presented to shareholders during the virtual annual stockholders' meeting held on Aug. 12, 2024. As in the previous year, the meeting was via remote communication. Company information is freely accessible on line, on the official BKR which also includes, among others, the current Annual Report and Sustainability Reports.

+ Data Privacy & Security

Responsible stewardship is also demonstrated as BKR engages in responsible data security, a vital material topic. The Company continues to search for other investment opportunities that could diversify its sources of revenue and add to shareholder value.

All assets are secure and kept confidential with data security measures being properly enforced. Corporate services are handled by MHI and BKR has assigned a Data Privacy Officer in charge of implementing confidentiality measures to comply with Philippine Data Privacy Laws. MHI itself, BKR's subsidiary follows a strict policy on Protection of Confidential Information.

+ Revitalizing Global Partnerships for Sustainable Development

As the company lays the groundwork for future investment prospects, it continues to actively look for potential investments via partnerships, acquisitions joint ventures and other opportunities. Keeping in mind that all investments shall be made to enhance sustainable business practices.

The company supports the government in revitalizing the global partnership for sustainable development. The 2030 Agenda is universal and calls for action by all countries to ensure no one is left behind. It requires partnerships between governments, the private sector, and civil society.



MATERIAL TOPIC INDEX

+ As required by Annexes A (reporting template) and B (topic guide) of SEC Memorandum Circular No. 4 sustainability reporting guidelines for publicly listed companies, stated below is the topic identified as material for the reporting period.

Material Topic	Page # in SEC Memorandum	Page # in 2025 Sustainability Report
Economic Growth	19	4
Corporate Governance	9	5
Transparency	5	6
Data Privacy	41	6



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