

Ed Marie N. Lucion

From: PetroEnergy Corporate Affairs
Sent: Thursday, November 14, 2024 2:53 PM
To: Emerson T. Azul; Ed Marie N. Lucion
Cc: Lordez May L. Duenas
Subject: FW: CGFD_PETROENERGY RESOURCES CORPORATION_SEC 17-Q Third Quarter 2024_14November2024

Official Business

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Subject: Re: CGFD_PETROENERGY RESOURCES CORPORATION_SEC 17-Q Third Quarter 2024_14November2024

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- 2. 17-C 7. 23-A 12. AMLA-CF 17. 36-AR 22. Quarterly Reports
- 3. 17-L 8. 23-B 13. NPM 18. PNFS 23. Letters
- 4. 17-Q 9. GIS-G 14. NPAM 19. MCG 24. OPC (Alternate Nominee)
- 5. ICASR 10. 52-AR 15. BP-FCLC 20. S10/SEC-NTCE-EXEMPT

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1. FORM MC 18 7. Completion Report
2. FORM 1 - MC 19 8. Certificate-SEC Form MCG- 2009
3. FORM 2- MC 19 9. Certificate-SEC Form MCG- 2002, 2020 ETC.
4. ACGR 10. Certification of Attendance in Corporate Governance
5. I-ACGR 11. Secretary's Certificate Meeting of Board Directors (Appointment)
6. MRPT

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1. AFS 7. IHFS 13. SSF
2. GIS 8. LCFS 14. AFS with Affidavit of No Operation
3. BDFS 9. LCIF 15. AFS with NSPO Form 1,2, and 3
4. FCFS 10. OPC_AO 16. AFS with NSPO Form 1,2,3 and 4,5,6
5. FCIF 11. PHFS 17. FS - Parent
6. GFFS 12. SFFS 18. FS – Consolidated

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**SECURITIES AND EXCHANGE COMMISSION
SEC FORM 17-Q**

QUARTERLY REPORT PURSUANT TO SECTION 11
OF THE SECURITIES REGULATION CODE (SRC)
AND SRC RULE 17(a)-1(b) (2) THEREUNDER

1. 30 September 2024
For the quarterly period ended
2. SEC Identification Number ASO94-08880 3. BIR Tax Identification No. 004-471-419-000
4. PetroEnergy Resources Corporation
Exact name of registrant as specified in its charter
5. Manila, Philippines 6. (SEC Use Only)
Province, country or other jurisdiction Industry Classification Code:
of incorporation
7. 7th Floor JMT Condominium, ADB Avenue, Pasig City 1605
Address of principal office Postal Code
8. (632) 8637-2917
Registrant'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 Code, or Section 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding
Common (par value of P1.00/share)	568,711,842
Amount of Debt Outstanding = ₱9,346,006,521	
11. Are any or all of the securities listed on the Philippine Stock Exchange?
All issued and outstanding common shares are listed in the Philippine Stock Exchange.
12. Indicate by check mark whether the registrant:
 - a. has filed all reports required to be filed by Section 11 of the Securities Regulation Code(SRC) and SRC 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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PETROENERGY RESOURCES CORPORATION AND SUBSIDIARIES
UNAUDITED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(Amounts in Philippine Peso)

	Unaudited 30-Sep-24	Unaudited 30-Sep-23	Audited 31-Dec-23
ASSETS			
Current Assets			
Cash and cash equivalents (Note 6)	₱3,673,576,897	₱2,518,239,904	₱2,334,304,367
Short term investments (Note 6)	-	1,975,286,425	1,975,286,425
Restricted cash (Note 7)	358,544,965	371,542,980	293,744,077
Receivables (Note 8)	558,900,345	574,882,254	730,521,441
Financial assets at fair value through profit and loss (FVTPL) (Note 9)	6,471,308	7,037,397	6,958,720
Contract Assets - current portion (Note 10)	31,446,167	26,422,376	127,134,899
Crude oil inventory	39,696,887	75,279,157	13,676,052
Other current assets (Note 11)	398,280,608	266,524,999	232,238,237
Total Current Assets	5,066,917,177	5,815,215,492	5,713,864,218
Noncurrent Assets			
Property and equipment-net (Notes 5 and 12)	13,904,507,374	11,949,585,966	12,208,332,826
Deferred oil exploration cost (Note 13)	435,603,870	387,691,356	386,796,965
Contract assets - net of current portion (Note 10)	753,431,751	690,198,062	609,572,499
Investment in joint venture and business combination (Note 14)	2,882,000	81,182,000	2,882,000
Right-of-use of assets (Note 15)	305,129,549	328,789,798	322,894,463
Deferred tax assets-net	19,199,381	18,054,287	18,349,138
Intangible assets and goodwill (Note 16)	1,154,984,528	-	1,172,413,367
Investment properties - net (Note 17)	1,611,533	1,611,533	1,611,533
Other noncurrent assets (Note 18)	1,583,931,944	1,549,606,474	1,445,572,602
Total Noncurrent Assets	18,161,281,930	15,006,719,476	16,168,425,393
TOTAL ASSETS	23,228,199,107	20,821,934,968	21,882,289,611
LIABILITIES AND EQUITY			
Current Liabilities			
Accounts payable and accrued expenses (Note 19)	766,992,389	641,431,360	798,052,764
Loans payable - current (Note 20)	955,215,566	3,709,729,345	3,699,707,830
Lease liabilities - current (Note 15)	49,481,788	42,840,017	54,756,559
Income tax payable	15,741,811	8,683,375	14,329,114
Total Current Liabilities	1,787,431,554	4,402,684,097	4,566,846,267
Noncurrent Liabilities			
Loans payable - net of current portion (Note 20)	7,083,199,789	4,303,502,612	4,178,456,690
Lease liabilities - net of current portion (Note 15)	269,881,742	284,868,594	269,881,742
Asset retirement obligation (Note 21)	177,579,564	111,015,823	167,532,915
Deferred tax liability - net	-	252,050	-
Other noncurrent liability	27,913,872	12,305,026	30,603,592
Total Noncurrent Liabilities	7,558,574,967	4,711,944,105	4,646,474,939
Total Liabilities	9,346,006,521	9,114,628,202	9,213,321,206
Equity			
Attributable to equity holders of the Parent Company			
Capital stock (Note 22)	568,711,842	568,711,842	568,711,842
Additional paid-in capital (Note 22)	2,156,679,049	2,156,679,049	2,156,679,049
Retained earnings	4,045,484,512	2,325,028,661	3,669,829,291
Equity reserve (Note 22)	1,585,120,578	902,624,778	1,334,950,575
Remeasurement loss on defined benefit obligation	(12,374,372)	4,138,195	(12,472,150)
Cumulative translation adjustment	114,499,681	114,499,681	114,499,681
	8,458,121,290	6,071,682,206	7,832,198,288
Noncontrolling interest	5,424,071,296	5,635,624,560	4,836,770,117
Total Equity	13,882,192,586	11,707,306,766	12,668,968,405
Total Liabilities and Equity	₱23,228,199,107	₱20,821,934,968	₱21,882,289,611

PETROENERGY RESOURCES CORPORATION AND SUBSIDIARIES
UNAUDITED CONSOLIDATED STATEMENTS OF INCOME
(Amounts in Philippine Peso)

	Unaudited			
	30-Sep-2024		30-Sep-2023	
	For the 3rd Quarter	To date	For the 3rd Quarter	To date
REVENUES				
Electricity sales (Note 4)	₱82,309,278	₱2,092,432,938	₱701,370,449	₱1,685,498,384
Oil revenues (Note 4)	119,208,675	398,744,415	137,702,553	413,315,179
Other revenues	36,791,259	81,386,471	23,551,456	60,321,476
	838,309,212	2,572,563,824	862,624,458	2,159,135,039
COST OF SALES				
Cost of sales - Electricity (Notes 4 and 22)	347,633,458	950,453,464	395,921,539	782,940,788
Cost of sales - Oil Production (Note 4)	104,718,835	311,329,863	103,612,139	319,751,773
Change in crude oil inventory (Note 4)	(11,290,730)	(26,020,835)	(32,696,608)	(60,841,965)
Cost of sales - Others	36,340,039	80,322,971	23,160,976	59,368,488
	477,401,602	1,316,085,463	489,998,046	1,101,219,084
GROSS INCOME	360,907,610	1,256,478,361	372,626,412	1,057,915,955
GENERAL AND ADMINISTRATIVE EXPENSES	65,247,732	225,638,215	66,621,031	164,758,515
OTHER INCOME (CHARGES)				
Interest expense (Notes 15 and 20)	(154,751,491)	(417,795,998)	(99,319,524)	(241,445,748)
Share in net income of joint ventures (Note 14)	-	-	3,926,512	50,738,697
Interest income (Notes 4, 6, 7 and 8)	48,108,337	147,758,396	62,484,122	164,107,269
Net unrealized foreign exchange gain (loss)	(5,627,874)	413,681	(1,213,634)	(2,530,023)
Accretion expense (Note 21)	(3,301,333)	(9,684,686)	(2,347,413)	(5,976,458)
Net unrealized gain (loss) on fair value changes on financial assets at FVPL	322,177	(487,412)	(403,280)	(502,692)
Miscellaneous income (charges) (Note 4)	696,300	3,101,234	30,472,746	62,826,184
	(114,553,884)	(276,694,785)	(6,400,471)	27,217,229
INCOME BEFORE INCOME TAX	181,105,994	754,145,361	299,604,910	920,374,669
PROVISION FOR (BENEFIT FROM) INCOME TAX	16,129,343	62,183,367	16,908,046	46,405,715
NET INCOME	164,976,651	691,961,994	282,696,864	873,968,954
NET INCOME ATTRIBUTABLE TO:				
Equity Holders of the Parent Company	84,364,547	404,090,812	167,951,484	445,521,602
Noncontrolling interest - IS	80,612,104	287,871,182	114,745,380	428,447,352
NET INCOME	₱164,976,651	₱691,961,994	₱282,696,864	₱873,968,954
EARNINGS PER SHARE FOR NET INCOME ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT COMPANY- BASIC AND DILUTED	0.1483	0.7105	0.2953	0.7834

PETROENERGY RESOURCES CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Amounts in Philippine Peso)

	Unaudited			
	30-Sep-2024		30-Sep-2023	
	For the 3rd Quarter	To date	For the 3rd Quarter	To date
NET INCOME	₱164,976,651	₱691,961,994	₱282,696,864	₱873,968,954
OTHER COMPREHENSIVE INCOME (LOSS)				
Remeasurement gains on net accrued retirement liability - net of	-	(97,778)	-	-
Share in other comprehensive income of a joint venture	-	-	-	-
TOTAL OTHER COMPREHENSIVE INCOME (LOSS)	-	(97,778)	-	-
TOTAL COMPREHENSIVE INCOME	₱164,976,651	₱691,864,216	₱282,696,864	₱873,968,954
TOTAL COMPREHENSIVE INCOME (LOSS) ATTRIBUTABLE TO:				
Equity Holders of the Parent Company	84,364,547	403,993,034	167,951,484	445,521,602
Noncontrolling interest - IS	80,612,104	287,871,182	114,745,380	428,447,352
TOTAL COMPREHENSIVE INCOME	₱164,976,651	₱691,864,216	₱282,696,864	₱873,968,954

PETROENERGY RESOURCES CORPORATION AND SUBSIDIARIES
UNAUDITED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
(In Philippine Peso)

	Unaudited 30-Sep-24	Unaudited 30-Sep-23	Audited 31-Dec-23
CAPITAL STOCK			
Authorized capital	700,000,000		
Issued and outstanding			
Balance beginning of year	568,711,842	568,711,842	568,711,842
Issuance during the period	-		
Total issued and outstanding	568,711,842	568,711,842	568,711,842
	568,711,842	568,711,842	568,711,842
ADDITIONAL PAID-IN CAPITAL			
Balance beginning of year	2,156,679,049	2,156,679,049	2,156,679,049
Additions during the period	-	-	-
	2,156,679,049	2,156,679,049	2,156,679,049
UNAPPROPRIATED RETAINED EARNINGS			
Balance at beginning of year	3,669,829,291	3,182,613,298	3,182,613,298
Effect of PWEI Consolidation	-	(1,303,106,239)	-
Dividend declaration	(28,435,592)	-	(28,435,592)
Net Income	404,090,812	445,521,602	515,651,585
	4,045,484,511	2,325,028,661	3,669,829,291
REMEASUREMENT OF NET ACCRUED RETIREMENT LIABILITY			
Balance at beginning of year	(12,472,150)	4,104,237	4,104,237
Remeasurement gain (loss) on accrued retirement liability	97,778	33,958	(16,576,387)
	(12,374,372)	4,138,195	(12,472,150)
SHARE IN OCI OF A JOINT VENTURE			
Balance at beginning of year	-	(78,815)	(78,815)
Share in other comprehensive income of a Joint Venture	-	78,815	78,815
	-	-	-
CUMULATIVE TRANSLATION ADJUSTMENT			
Balance at beginning of year	114,499,681	114,499,681	114,499,681
Movement of cumulative translation adjustment	-	-	-
	114,499,681	114,499,681	114,499,681
PARENT'S OTHER EQUITY RESERVES			
Balance at beginning of year	1,334,950,575	736,716,986	736,716,986
Change in ownership without loss of control	250,170,003	165,907,792	598,233,589
	1,585,120,578	902,624,778	1,334,950,575
TOTAL EQUITY ATTRIBUTED TO EQUITY HOLDERS OF PARENT			
	8,458,121,289	6,071,682,206	7,832,198,288
NONCONTROLLING INTEREST			
Balance at beginning of year	4,836,770,117	3,963,021,100	3,963,021,100
Net income	287,871,182	428,447,352	428,528,883
Increase in non-controlling interests - stock issuances	549,600,001	1,807,266,776	1,839,175,215
Change in ownership without loss of control	(250,170,003)	198,691,034	-
Consolidation of PWEI		1,854,877,054	-
Purchase of shares from Non controlling interest		(2,616,678,756)	-
Change in ownership of non-controlling interest		-	53,291,352
Business combination		-	1,196,723,942
Acquisition of NCI (in PSC and PGEC, PWEI)		-	(2,616,678,756)
Remeasurement loss on defined benefit obligation		-	(2,291,619)
Cash dividends		-	(25,000,000)
	5,424,071,297	5,635,624,560	4,836,770,117
DEPOSIT FOR FUTURE STOCK SUBSCRIPTION			
Balance at beginning of year	-	-	1,651,055,000
Conversion of Deposit to Capital Stock and APIC	-	-	(1,651,055,000)
	-	-	-
TOTAL EQUITY	13,882,192,586	11,707,306,766	12,668,968,405

PETROENERGY RESOURCES CORPORATION
UNAUDITED CONSOLIDATED STATEMENTS OF CASHFLOWS
(Amounts in Philippine Peso)

	Unaudited 30-Sep-2024		Unaudited 30-Sep-2023	
	For the 3rd Quarter	To date	For the 3rd Quarter	To date
CASH FLOWS FROM OPERATING ACTIVITIES				
Income before income tax	181,105,994	754,145,361	299,604,910	920,374,669
Adjustments for:				
Interest expense	154,751,491	417,795,998	99,319,524	241,445,748
Depletion, depreciation and amortization	202,640,236	595,224,775	226,096,528	521,867,793
Share in net income (loss) of joint venture	-	-	(3,926,512)	(50,738,697)
Net unrealized foreign exchange loss (gain)	5,627,874	(413,681)	1,213,634	2,530,023
Accretion expense	3,301,333	9,684,686	2,347,413	5,976,458
Dividend income	(593)	(593)	(2,092)	(26,969)
Net loss (gain) on fair value changes on financial assets at fair value through profit or loss	(322,177)	487,412	403,280	502,692
Interest income	(48,108,337)	(147,758,396)	(62,484,122)	(164,107,269)
Movement in accrued retirement liability	-	97,778	221,911	221,911
Operating income before working capital changes	498,995,821	1,629,263,341	562,794,474	1,478,046,359
Decrease (increase) in:				
Short-term investments	40,089,439	2,099,270,996	-	-
Receivables	9,595,849	(30,422,639)	(3,025,397)	(103,051,967)
Contract Assets	(8,628,617)	(48,170,520)	-	-
Other current assets	(245,277,985)	(124,451,736)	1,074,715,771	585,767,169
Increase in Accounts payable and accrued expenses	134,499,950	(40,287,167)	18,635,126	(46,262,805)
Cash generated from (used in) operations	429,274,457	3,485,202,275	1,653,119,974	1,914,498,756
Interest received	53,805,427	225,645,048	36,117,033	104,713,008
Income taxes paid, including movement in CWT	(14,926,080)	(61,620,913)	(44,599,505)	(66,056,345)
Net cash provided by (used in) operating activities	468,153,804	3,649,226,410	1,644,637,502	1,953,155,419
CASH FLOWS FROM INVESTING ACTIVITIES				
Payments for:				
Acquisitions of property, plant and equipment	(1,034,907,298)	(2,274,281,436)	(997,604,102)	(1,201,397,903)
Deferred oil exploration costs	(12,196,242)	(48,806,905)	(24,711,268)	(75,808,345)
Deferred development costs	87,898,938	(132,412,358)	(245,482,347)	(467,106,518)
Acquisitions of intangibles	(834,449)	(834,449)	-	-
Proceeds from sale of property, plant and equipment	-	-	172,048,452	172,048,452
Dividends received	593	593	26,969	26,969
(Increase)/decrease in Other noncurrent assets	264,241,250	(119,276,515)	2,344,475,808	956,176,411
Net cash used in investing activities	(695,797,208)	(2,575,611,070)	1,248,753,512	(616,060,934)
CASH FLOWS FROM FINANCING ACTIVITIES				
Proceeds from:				
Availments of loans	195,756,934	3,476,610,096	1,949,724,293	3,076,911,607
Issuance of stocks to NCI	-	577,500,000	(1,488,300,803)	146,461,776
Payments of:				
Loans	(128,668,574)	(3,325,722,714)	(271,999,999)	(869,196,103)
Interest	(168,263,398)	(392,622,519)	(52,386,427)	(187,164,974)
Acquisition of NCI	-	-	(2,616,678,756)	(2,616,678,756)
Dividends to Non-Controlling Interest	(27,900,000)	(27,900,000)	-	-
Lease liabilities	-	(11,858,005)	(911,071)	(27,618,210)
Dividends by the Parent Company	(28,435,592)	(28,435,592)	-	-
Increase in other noncurrent liabilities	-	(2,689,720)	-	(23,720,398)
Net cash provided by financing activities	(157,510,630)	264,881,546	(2,480,552,763)	(501,005,058)
EFFECT OF FOREIGN EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS				
	(7,993,748)	775,644	6,785,602	4,918,893
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS				
	(393,147,782)	1,339,272,530	419,623,852	841,008,320
CASH AND CASH EQUIVALENTS, BEGINNING				
	4,066,724,678	2,334,304,367	2,098,616,052	1,677,231,584
CASH AND CASH EQUIVALENTS, END				
	3,673,576,897	3,673,576,897	2,518,239,904	2,518,239,904

PETROENERGY RESOURCES CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Corporate Information

a. Organization

PetroEnergy Resources Corporation (“PERC” or “PetroEnergy” or the “Parent Company”) is a publicly-listed domestic corporation. Its registered office and principal place of business is 7th Floor, JMT Building, ADB Avenue, Ortigas Center, Pasig City.

PERC was organized on September 29, 1994 as Petrotech Consultants, Inc. to provide specialized technical services to its then parent company, Petrofields Corporation, and to companies exploring for oil in the Philippines.

In 1997, PERC simultaneously adopted its present name and changed its primary purpose to oil exploration and development and mining activities. Subsequently in 1999, PERC assumed Petrofields’ oil exploration contracts in the Philippines and the Production Sharing Contract covering the Etame discovery block in Gabon, West Africa.

On August 11, 2004, PERC’s shares of stock were listed at the Philippine Stock Exchange (PSE) by way of introduction.

In 2009, following the enactment of Republic Act No. 9513, otherwise known as the “Renewable Energy Act of 2008” (RE Law), PERC amended its articles of incorporation to include among its purposes the business of generating power from renewable sources such as, but not limited to, biomass, hydro, solar, wind, geothermal, ocean and such other renewable sources of power.

On March 31, 2010, PERC incorporated PetroGreen Energy Corporation (“PetroGreen” or “PGEC”), its 75%-owned subsidiary, to act as its renewable energy arm and holding company. PGEC ventured into renewable energy development and power generation through its subsidiaries and affiliate: (a) Maibarara Geothermal, Inc. (“MGI”, 65%-owned) - owner and Renewable Energy (RE) developer of the 20 MW Maibarara Geothermal Power Project (MGPP-1) in Santo Tomas, Batangas and its expansion, the 12 MW MGPP-2; (b) PetroSolar Corporation (“PetroSolar or PSC”, 56%-owned) – owner and RE developer of the 50 MW_{DC} Tarlac Solar Power Project (TSPP-1) and its 20 MW_{DC} expansion (TSPP-2) in Tarlac City; and (c) PetroWind Energy Inc. (“PetroWind or PWEI”, 40%-owned subsidiary in 2023; joint venture in 2022) - owner and developer of the 36 MW Nabas Wind Power Project (NWPP-1) and its 13.2 MW expansion (NWPP-2) in Nabas and Malay, Aklan.

In 2023, PetroEnergy made direct acquisition of shares in PetroWind and PetroSolar and additional acquisition of equity shares in PetroGreen. In 2023 also, PGEC incorporated new RE entities which are disclosed in Note 1d. The subsidiaries of PetroEnergy and the respective percentages of ownership are disclosed in Note 4.

b. Nature of Operations

The Group’s two (2) main energy businesses are: (1) upstream oil exploration and development, and (2) power generation from renewable energy resources including, (a) geothermal, (b) solar, and (c) wind.

Upstream Oil Exploration, Development and Production

Petroleum production is on-going in the Etame (Gabon) concession, while the other petroleum concessions in the Philippines are still in the advanced exploration stages or pre-development stages.

Renewable Energy

Geothermal Energy

MGI's geothermal power plants are the 20 MW MGPP-1 in Sto. Tomas, Batangas that started commercial operations on February 8, 2014 and its expansion, the 12 MW MGPP-2 that started commercial operations on April 30, 2018.

Solar Energy

PetroSolar's solar power plants are the 50 MW_{DC} TSPP-1 in Tarlac City, Tarlac that started commercial operations on February 10, 2016 and its 20 MW_{DC} expansion (TSPP-2) which has been commissioned and tested on April 22, 2019.

Wind Energy

PetroWind's Nabas Wind Power Projects are located in Nabas and Malay, Aklan. Phase 1 with a capacity of 36 MW Phase 1 of the project (NWPP-1) commenced commercial operations on June 10, 2015. On the other hand, the 13.2 MW Phase 2 project (NWPP-2) is underway. The first three (3) turbines started its testing and commissioning on April 4, 2024.

c. Acquisition of Shares of Stock

On April 24, 2023, PERC and EEIPC entered into a Share Purchase Agreement (SPA), where PERC agreed to purchase all of EEIPC's equity interests in PGEC (7.5%), PetroSolar (44%), and PWEI (20%) on different payment schedules. PERC executed the respective Deeds of Absolute Sale and fully paid EEIPC the purchase price for the latter's shares in PWEI on May 10, 2023. The full payments for the EEIPC shares in PSC and in PGEC were made on August 1, 2023 and August 31, 2023, respectively.

d. Pipeline RE Projects

In 2022, the Company made investments in three newly incorporated special purpose vehicles (SPVs) namely: BuhaWind Energy Northern Luzon Corporation (Buhawind NL), BuhaWind Energy Northern Mindoro Corporation (Buhawind NM) and BuhaWind Energy East Panay Corporation (Buhawind EP). On March 5, 2021, PetroGreen and Copenhagen Energy A/S, a Danish company and affiliate of CE Pacific ApS (CE), executed the Heads of Terms as basis for the potential collaboration on the development of offshore wind (OSW) power projects in the Philippines and creation of SPVs that will develop the projects. Pursuant to the Heads of Terms, PGEC and CE entered into Joint Venture Agreements (JVAs) that will govern the obligations of the parties in the development of the Northern Luzon, Northern Mindoro and East Panay OSW projects, and incorporated the SPVs in November 2022. PGEC owns 40% equity in each of the OSW SPVs. The DOE approved the assignment of PGEC's DOE wind service contract to Buhawind EP, Buhawind NM, and Buhawind NL on December 27, 2023, December 29, 2023 and February 21, 2024, respectively.

On August 31, 2023, the Securities and Exchange Commission (SEC) approved the incorporation of Rizal Green Energy Corporation (RGEC), PGEC's 100%-owned subsidiary that shall hold shares in the RE companies that will develop the solar power projects in Bohol, Pangasinan, Isabela and Nueva Ecija. On September 13, 2023, the SEC approved the incorporation of Dagohoy Green Energy Corporation (DGEC), RGEC's 100% subsidiary that shall develop, own, and operate the Dagohoy Solar Power Project in Bohol. On February 28, 2024, the DOE approved the assignment

of PGEC's RE contract to DGEC. On September 20, 2023, PGEC acquired 100% of BKS Green Energy Corp.'s shares of stock, a Filipino corporation that holds service contract rights over the Limbauan Solar Power Project in Isabela. On July 19, 2023, the DOE approved the assignment of V-Mars Solar Energy Corporation's RE Contract to PGEC, allowing PGEC to develop the San Jose Solar Power Project in Nueva Ecija. On October 14, 2023, SEC approved the incorporation of San Jose Green Energy Corporation (SJGEC) and Bugallon Green Energy Corporation (BGEC), RGEC's 100% subsidiaries to develop own and operate the San Jose project and Bugallon project, respectively. On April 16, 2024, the DOE approved the application for assignment of RE Contracts to BGEC and SJGEC and issued the corresponding Certificates of Registration.

The Board of Investments registered the solar power projects of DGEC, SJGEC, and BGEC in compliance with the Omnibus Investments Code of 1987, with Certificates of Registration issued on July 3, 2024, for DGEC; September 6, 2024, for SJGEC; and October 15, 2024, for BGEC.

e. Approval of Consolidated Financial Statements

The accompanying unaudited consolidated interim financial statements as of and for the period ended September 30, 2024 were approved and authorized for issue by the Board of Directors (BOD).

2. **Basis of Preparation**

Basis of Preparation

The accompanying consolidated financial statements have been prepared under the historical cost basis, except for financial assets carried at fair value through profit or loss (FVTPL) which are measured at fair value, and crude oil inventory which is valued at net realizable value (NRV).

The financial statements are presented in Philippine Peso (PHP or ₱), which is the Parent Company's functional currency. All amounts are rounded to the nearest PHP unless otherwise stated.

Statement of Compliance

The consolidated financial statements have been prepared in compliance with Philippine Financial Reporting Standards (PFRS).

3. **Changes in Accounting Policies**

The accounting policies adopted are consistent with those of the previous financial year, except that the Group has adopted the following new accounting pronouncements starting January 1, 2023. Adoption of these pronouncements did not have any significant impact on the Group's financial position or performance.

- Amendments to PAS 1 and PFRS Practice Statement 2, *Disclosure of Accounting Policies*

The amendments provide guidance and examples to help entities apply materiality judgements to accounting policy disclosures. The amendments aim to help entities provide accounting policy disclosures that are more useful by:

- Replacing the requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies, and
- Adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures

The amendments to the Practice Statement provide non-mandatory guidance.

- Amendments to PAS 8, *Definition of Accounting Estimates*
- Amendments to PAS 12, *Deferred Tax related to Assets and Liabilities arising from a Single Transaction*

New Accounting Standards, Interpretations and Amendments Effective Subsequent to December 31, 2023

Pronouncements issued but not yet effective are listed below. Unless otherwise indicated, the Group does not expect that the future adoption of the said pronouncements will have a significant impact on its consolidated financial statements. The Group intends to adopt the following pronouncements when they become effective.

Effective beginning on or after January 1, 2024

- Amendments to PAS 1, *Classification of Liabilities as Current or Non-current*
- Amendments to PFRS 16, *Lease Liability in a Sale and Leaseback*
- Amendments to PAS 7 and PFRS 7, *Disclosures: Supplier Finance Arrangements*

Effective beginning on or after January 1, 2025

- PFRS 17, *Insurance Contracts*
- Amendments to PAS 21, *Lack of exchangeability*

Deferred effectivity

- Amendments to PFRS 10, *Consolidated Financial Statements*, and PAS 28, *Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*

The Group continues to assess the impact of the above new and amended accounting standards and interpretations effective subsequent to 2023 on the Group's financial statements in the period of initial application. Additional disclosures required by these amendments will be included in the consolidated financial statements when these amendments are adopted.

4. Summary of Significant Accounting Policies

Basis of Consolidation

The consolidated financial statements comprise the financial statements of the Group as at September 30, 2024, September 30, 2023 and December 31, 2023. The financial statements of the subsidiaries are prepared in the same reporting year as the Parent Company, using consistent accounting policies.

Below are the subsidiaries, which are all incorporated in the Philippines, with their respective percentage ownership as of September 30, 2024, September 30, 2023 and December 31, 2023:

	30-Sep-2024	30-Sep-2023	31-Dec-2023
<i>Direct interest:</i>			
PetroGreen	75%	75%	75%
PetroSolar	44%	44%	44%
PetroWind	20%	20%	20%
Navy Road Development Corporation (NRDC) – dormant company	100%	100%	100%

Indirect interest:

Percentage share of PetroGreen in its subsidiaries:

MGI	65%	65%	65%
PetroSolar	56%	56%	56%
PetroWind	40%	40%	40%
BKS	100%	100%	100%
RGEC	75%	100%	100%
Subsidiaries of RGEC: ¹			
DGEC ¹	100%	100%	100%
SJGEC ¹	100%	-	100%
BGEC ¹	100%	-	100%

¹Newly incorporated subsidiaries in 2023

Subsidiaries are entities controlled by PERC. PERC controls an investee if and only if PERC 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 the amount of the investor's returns.

When PERC has less than a majority of the voting or similar rights of an investee, PERC considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- contractual arrangement with the other vote holders of the investee;
- rights arising from other contractual arrangements; and
- Group's voting rights and potential voting rights.

PERC re-assesses 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. Consolidations of a subsidiary begins when PERC obtains control over the subsidiary and ceases when PERC loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of comprehensive income from the date PERC gains control until the date PERC ceases to control the subsidiary.

The consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. Adjustments where necessary are made to ensure consistency with the policies adopted by the Group. All intra-group balances, transactions, profits and expenses and gains and losses are eliminated during consolidation.

A change in the ownership interest of a subsidiary, without loss of control, is accounted for as an equity transaction, as transactions with the owners in their capacity as owners. For purchases from non-controlling interests (NCI), the difference between any consideration paid and the relevant share acquired of the carrying value of the net asset of the subsidiary is recorded in equity. Gains or losses on disposals from NCI are also recorded in equity.

NCI are presented separately from the Parent Company's equity. The portion of profit or loss and net assets in subsidiaries not wholly owned are presented separately in the consolidated statement of comprehensive income and consolidated statement of changes in equity, and within equity in the consolidated statement of financial position under 'Non-controlling interests'.

Cash and Cash Equivalents

Cash includes cash on hand and in banks (demand deposits). Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash with original maturities of three (3) months or less from the dates of acquisition and that are subject to an insignificant risk of change in value.

Short-term Investments

This pertains to interest bearing time deposits with terms of more than 3 months but not more than one year.

Restricted Cash

Restricted cash is recognized when the Group reserves a portion of its cash for a specific purpose such as to pay loan interest charges and loan principal amortization, and that there are contractual restrictions directly related to the use of and access of the bank accounts. This includes cash held under escrow accounts. Restricted cash that are expected to be used for a period of no more than 12 months after the financial reporting period are classified as current assets, otherwise, these are classified as noncurrent assets.

Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets – Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortized cost, fair value through other comprehensive income (FVOCI), and FVTPL.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. The Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs.

In order for a financial asset to be classified and measured at amortized cost or fair value through OCI, it needs to give rise to cash flow that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets at amortized cost (debt instruments)
- Financial assets at FVOCI with recycling of cumulative gains and losses (debt instruments)
- Financial assets designated at FVOCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)
- Financial assets at FVTPL

The Group has no financial asset classified as financial assets at FVOCI.

Financial assets at amortized cost (debt instruments)

This category is the most relevant to the Group. The Group measures financial assets at amortized cost if both of the following conditions are met:

- the financial asset is held within a business model with the objective 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.

Financial assets at amortized cost are subsequently measured using the effective interest (EIR) method and are subject to impairment. Gains and losses are recognized in profit or loss when the asset is derecognized, modified or impaired.

The Group's financial assets at amortized cost include cash and cash equivalents, short-term investments, receivables, restricted cash, and refundable deposits.

Financial assets at FVTPL

Financial assets at fair value through profit or loss include financial assets held for trading, financial assets designated upon initial recognition at fair value through profit or loss, or financial assets mandatorily required to be measured at fair value. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at fair value through profit or loss, irrespective of the business model. Notwithstanding the criteria for debt instruments to be classified at amortized cost or at fair value through OCI, as described above, debt instruments may be designated at fair value through profit or loss on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch.

Financial assets at fair value through profit or loss are carried in the consolidated statement of financial position at fair value with net changes in fair value recognized in the consolidated statement of profit or loss.

This category includes derivative instruments and listed equity investments which the Group had not irrevocably elected to classify at fair value through OCI. Dividends on listed equity investments are also recognized as other income in the consolidated statement of profit or loss when the right of payment has been established.

The Group's financial assets at FVTPL includes marketable equity securities and investment in golf club shares.

Impairment of financial assets

The Group recognizes an allowance for ECLs for all debt instruments not held at FVTPL. ECLs are 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, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognized in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-month (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance

is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

The Group may consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Financial Liabilities – Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at FVTPL, financial liabilities at amortized cost (loans and borrowings) or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include accounts payable and accrued expenses, excluding statutory liabilities, loans payable and lease liabilities. The Group does not have financial liabilities at FVTPL.

Subsequent measurement

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of comprehensive income.

Derecognition of Financial Assets and Financial Liabilities

Financial assets

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

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

Financial liabilities

A financial liability is derecognized when the obligation under the liability is discharged, cancelled or has expired.

Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognized in profit or loss.

Crude Oil Inventory

Crude oil inventory is stated at NRV at the time of production. NRV is the estimated selling price less

cost to sell. The estimated selling price is the market values of crude oil inventory at the time of production.

Other Current Assets

This account comprises supplies inventory, refundable deposits, prepayments and advances to suppliers.

Supplies inventory refers to parts purchased for used in operations. Supplies inventory is stated at the lower of cost or NRV. Cost is determined using the specific identification method. NRV is the current replacement cost of supplies inventory.

Prepayments are expenses paid in advance and recorded as asset before these are utilized. The prepaid expenses are apportioned over the period covered by the payment and charged to the appropriate accounts in profit or loss when incurred. Prepayments that are expected to be realized for a period of no more than 12 months after the financial reporting period are classified as current assets, otherwise, these are classified as noncurrent assets.

Advances to suppliers are reclassified to the proper asset or expense account and deducted from the supplier's billings as specified in the provisions of the contract.

Property, Plant and Equipment

Property, plant and equipment, except for land, are stated at cost less accumulated depletion, depreciation and amortization and any accumulated impairment losses. Land is stated at cost less any accumulated impairment losses. The initial cost of the property, plant and equipment consists of its purchase price, including any import duties, taxes and any directly attributable costs of bringing the assets to its working condition and location for its intended use and abandonment costs.

Expenditures incurred after the fixed assets have been put into operation, such as repairs and maintenance, are normally charged to the consolidated statement of comprehensive income in the period in which the costs are incurred. In situations where it can be clearly demonstrated that the expenditures have resulted in an increase in the future economic benefits expected to be obtained from the use of an item of property, plant and equipment beyond its originally assessed standard of performance, the expenditures are capitalized as an additional cost of property, plant and equipment.

Depreciation of an item of property, plant and equipment begins when it becomes available for use, i.e., when it is in the location and condition necessary for it to be capable of operating in the manner intended by management. Depreciation ceases at the earlier of the date that the item is classified as held for sale (or included in a disposal group that is classified as held for sale) in accordance with PFRS 5, *Non-current Assets Held for Sale and Discontinued Operations*, and the date the asset is derecognized.

Wells, platforms and other facilities related to oil operations are depleted using the units-of-production method computed based on estimates of proved reserves. The depletion base includes the exploration and development cost of the producing oilfields.

Land improvements consist of betterments, site preparation and site improvements that ready land for its intended use. These include excavation, non-infrastructure utility installation, driveways, sidewalks, parking lots, and fences.

Property, plant and equipment are depreciated and amortized using the straight-line method over the estimated useful lives of the assets as follows:

	<u>Number of Years</u>
Power plant, FCRS and production wells	25
Office condominium units	15
Land improvements	5
Transportation equipment	4 to 5
Office improvements	3
Office furniture and other equipment	2 to 3

The useful lives and depletion, depreciation and amortization methods are reviewed periodically to ensure that the period and method of depletion, depreciation and amortization are consistent with the expected pattern of economic benefits from items of property, plant and equipment.

Construction in progress represents property, plant and equipment under construction and is stated at cost. This includes the cost of construction to include materials, labor, professional fees, borrowing costs and other directly attributable costs. Construction in progress is not depreciated until such time the construction is completed.

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

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

Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Business Combination and Goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, measured at acquisition date fair value and the amount of any NCI in the acquiree. For each business combination, the acquirer measures the NCI in the acquiree either at fair value or at the proportionate share of the acquiree's identifiable net assets. In a business combination achieved in stages, the acquirer shall remeasure its previously held equity interest in the acquiree at its acquisition-date fair value and recognize the resulting gain or loss, if any, in profit or loss or other comprehensive income, as appropriate.

The Group determines that it has acquired a business when the acquired set of activities and assets include an input and a substantive process that together significantly contribute to the ability to create outputs. The acquired process is considered substantive if it is critical to the ability to continue producing outputs, and the inputs acquired include an organized workforce with the necessary skills, knowledge, or experience to perform that process or it significantly contributes to the ability to continue producing outputs and is considered unique or scarce or cannot be replaced without significant cost, effort, or delay in the ability to continue producing outputs.

Goodwill is initially measured at cost being the excess of the aggregate of the consideration transferred and the amount recognized for NCI and any previous interest held over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate

consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognized at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognized in profit or loss.

Following initial recognition, goodwill is measured at cost less any accumulated impairment loss. Goodwill is reviewed for impairment, annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. For purposes of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's CGUs, or groups of CGUs, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

PFRS 3 provides that if the initial accounting for a business combination can be determined only provisionally by the end of the reporting period in which the combination occurs because either the fair values to be assigned to the acquiree's identifiable assets or liabilities or the consideration of the combination can be determined only provisionally, the acquirer shall account for the business combination using those provisional values. The acquirer shall recognize any adjustments to those provisional values as a result of completing the initial accounting within twelve months from the acquisition date as follows: (i) the carrying amount of the identifiable assets or liabilities that is recognized or adjusted as a result of completing the initial accounting shall be calculated as if its fair value at the acquisition date had been recognized from that date; (ii) goodwill or any gain recognized shall be adjusted by an amount equal to the adjustment to the fair value at the acquisition date of the identifiable assets or, liabilities being recognized or adjusted; and (iii) comparative information presented for the periods before the initial accounting for the combination is complete shall be presented as if the initial accounting has been completed from the acquisition date.

Deferred Oil Exploration Costs

PERC follows the full cost method of accounting for exploration costs determined on the basis of each SC area. Under this method, all exploration costs relating to each SC are tentatively deferred pending determination of whether the area contains oil reserves in commercial quantities.

Deferred oil and gas exploration costs are assessed at each reporting period for possible indications of impairment. This is to confirm the continued intent to develop or otherwise extract value from the discovery. When this is no longer the case or is considered as areas permanently abandoned, the costs are written off through the consolidated statement of comprehensive income. Exploration areas are considered permanently abandoned if the related permits of the exploration have expired and/or there are no definite plans for further exploration and/or development.

The exploration costs relating to the SC where oil in commercial quantities are discovered are subsequently reclassified to "Wells, platforms and other facilities" shown under "Property and equipment" account in the consolidated statements of financial position upon substantial completion of the development stage.

Deferred Development Costs – Geothermal included in Other Noncurrent Assets

All costs incurred in the geological and geophysical activities such as costs of topographical, geological and geophysical studies, rights of access to properties to conduct those studies, salaries and other expenses of geologists, geophysical crews, or others conducting those studies are charged to profit or loss in the year such costs are incurred.

If the results of initial geological and geophysical activities reveal the presence of geothermal resource that will require further exploration and drilling, subsequent exploration and drilling costs are accumulated and deferred under the "Other noncurrent assets" account in the consolidated statement of

financial position.

These costs include the following:

- costs associated with the construction of temporary facilities;
- costs of drilling exploratory and exploratory type stratigraphic test wells, pending determination of whether the wells can produce proved reserves; and
- costs of local administration, finance, general and security services, surface facilities and other local costs in preparing for and supporting the drill activities, etc. incurred during the drilling of exploratory wells.

If tests conducted on the drilled exploratory wells reveal that these wells cannot produce proved reserves, the capitalized costs are charged to expense except when management decides to use the unproductive wells for recycling or waste disposal.

Once the project's technical feasibility and commercial viability to produce proved reserves are established, the exploration and evaluation assets shall be reclassified to "Property, plant and equipment" and depreciated accordingly.

Deferred Development Costs – Solar and Wind Power Projects included in Other Noncurrent Assets

These are costs incurred in the development of the RE projects. Costs are capitalized if the technological and economic feasibility is confirmed, usually when a project development has reached a defined milestone according to an established project management model. These costs include the following:

- costs incurred for the RE projects
- costs of administration, finance, general and security services and other costs attributed to the RE projects.

Deferred development costs of RE projects are recognized under "Other noncurrent assets" in the statement of financial position. Once the project's technical feasibility and commercial viability has been established, development costs shall be reclassified to "Property, plant and equipment" and depreciated accordingly.

Investment in a Joint Venture (JV)

A JV is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control. Investment in a JV is accounted for under the equity method of accounting.

Under the equity method, the investment in a JV is initially recognized at cost. The carrying amount of the investment is adjusted to recognize changes in the Group's share of net assets of the JV since the acquisition date.

The consolidated statement of comprehensive income reflects the Group's share of the financial performance of the joint venture. Any change in OCI of those investees is presented as part of the Group's OCI. In addition, when there has been a change recognized directly in the equity of the JV, the Group recognizes its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealized gains and losses from transactions between the Group and the JV are eliminated to the extent of the interest of the JV.

The aggregate of the Group's share in profit or loss of a JV is shown under "Other income (charges)" in the consolidated statement of comprehensive income and represents profit or loss after tax and non-controlling interests in the subsidiaries of the JV.

The financial statements of the JV are prepared in the same reporting period of the Group. When necessary, adjustments are made to bring the accounting policies in line with those of the Group.

After application of the equity method for the investment in a JV, the Group determines whether it is necessary to recognize an impairment loss on its investment in a JV. At each reporting date, the Group determines whether there is objective evidence that the investment in JV is impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the JV and its carrying value, then recognizes the loss in the consolidated statement of comprehensive income.

Upon loss of joint control over the JV, the Group measures and recognizes any retained investment at its fair value. Any difference between the carrying amount of the joint venture upon loss of joint control and the fair value of the retained investment and proceeds from disposal is recognized in the consolidated statement of comprehensive income.

Contract Assets

A contract asset is recognized for the earned consideration for goods or services transferred to a customer before the customer pays or before payment is due. Contract assets are measured at the present value of future collections to be received over a period of time. Contract assets that are expected to be received within 12 months after the financial reporting period are classified as current assets, otherwise, these are classified as noncurrent assets.

Intangible Assets (Other than Goodwill)

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired is their fair value as at the date of acquisition. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any.

Intangible assets with finite lives are amortized over their useful economic lives and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortization period or method, as appropriate, and are treated as changes in accounting estimates.

The amortization expense on intangible assets with finite lives is recognized in the consolidated statement of comprehensive income in the expense category consistent with the function of the intangible assets.

Intangible assets are amortized using the straight-line method over the estimated useful lives of the assets as follows:

	<u>Number of Years</u>
Customer relationship	27
Land rights	25
Production license	10
Software license	1.5 to 3

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the consolidated statement of comprehensive income when the asset is derecognized.

Interest in Joint Operations

A joint operation is a joint arrangement whereby the parties that have joint control of the arrangement

have rights to the assets, and obligations for the liabilities, relating to the arrangement.

The Group recognized in relation to its interest in a joint operation its:

- assets, including its share of any assets held jointly
- liabilities, including its share of any liabilities incurred jointly
- revenue from the sale of its share of the output arising from the joint operation
- share of the revenue from the sale of the output by the joint operation
- expenses, including its share of any expenses incurred jointly

The Group accounts for the assets it controls and the liabilities it incurs, the expenses it incurs and the share of income that it earns from the sale of crude oil by the joint operations.

The Group's participating interest in the Etame block in Gabon, West Africa and participating interests in Philippine service contracts (SCs) are classified as joint operations.

Impairment of Nonfinancial Assets (excluding Goodwill)

The Group assesses at each reporting date whether there is an indication that an asset (e.g., property, plant and equipment, investment properties, deferred costs, intangible assets and right-of-use assets) may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets.

Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs to sell, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the Group makes an estimate of recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognized. If that is the case, the carrying amount of the asset is increased to its recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined, net of depletion, depreciation and amortization had no impairment loss been recognized for the asset in prior years.

Capital Stock and Additional Paid-in Capital

The Group records common stock at par value and additional paid-in capital in excess of the total contributions received over the aggregate par values of the equity shares. When the Group issues more than one class of stock, a separate account is maintained for each class of stock and the number of shares issued. Incremental costs incurred directly attributable to the issuance of new shares are shown in equity as a deduction from proceeds, net of tax. When any member of the Group purchases the Group's capital stock (treasury shares), the consideration paid, including any attributable incremental costs, is deducted from equity attributable to the Group's equity holders until the shares are cancelled, reissued or disposed of. Where such shares are subsequently sold or reissued, any consideration received, net of any directly attributable incremental transaction costs and the related tax effects, is included in equity.

Retained Earnings

Retained earnings represent the cumulative balance of consolidated net income, effects of changes in accounting policy and other capital adjustments, net of dividend declaration.

Cumulative Translation Adjustment

Cumulative translation adjustment represents the resulting exchange differences in the remeasurement of accounts due to change in functional currency.

Equity Reserve

Equity reserve is made up of equity transactions other than equity contributions such as gain or loss resulting from increase or decrease of ownership without loss of control.

Dividend Distribution

Cash dividends on capital stock are recognized as a liability and deducted from retained earnings when approved by the BOD.

Revenue Recognition

Revenue is recognized when the control of petroleum and electricity are transferred to the customer at an amount that reflects the consideration which the Group expects to be entitled in exchange for those goods and services. The Group has generally concluded that it is the principal in its revenue arrangements.

Electricity sales

Revenues from sale of electricity using renewable energy is consummated and recognized over time whenever the electricity generated by the Group is transmitted through the transmission line designated by the buyer, for a consideration.

Oil revenues

Revenue from crude oil is recognized at a point in time when the control of the goods has transferred from the sellers (Consortium) to the buyer at the delivery point. Revenue is measured at the fair value of the consideration received.

The revenue recognized from the sale of petroleum products pertains to the Group's share in revenue from the joint operations. The revenue sharing is accounted for in accordance with PFRS 11, *Joint Arrangements*.

Other Revenues

Revenues from passed on wheeling charges are consummated and recognized over time whenever the electricity generated by the Group is transmitted through MERALCO's distribution system, for a consideration. Revenues from pass-on Wholesale Electricity Spot Market (WESM) transactions are consummated and recognized over time whenever the electricity generated by the Group is traded through WESM, for a consideration.

Interest income

Interest income is recognized as the interest accrues taking into account the effective yield on the asset.

Dividend income

Dividend income is recognized according to the terms of the contract, or when the right of the payment has been established.

Share in Net Income of a Joint Venture

Share in net income of a joint venture represents the Group's share in profit or loss of its joint venture.

Miscellaneous Income

Miscellaneous income is recognized when the Group's right to receive the payment is established.

Costs and Expenses

Cost of electricity sales

Costs of electricity sales pertain to direct costs in generating electricity power which includes operating and maintenance costs (O&M) for power plant and fluid collection and reinjection system (FCRS), depreciation and other costs directly attributed to producing electricity.

Oil production

Oil production are costs incurred to produce and deliver crude oil inventory, including transportation, storage and loading, among others.

Change in crude oil inventory

Change in crude oil inventory pertains to the movement of beginning and ending crude oil inventory charged as part of cost of sales.

General and administrative expenses

General and administrative expenses constitute costs of administering the business.

Costs and expenses are recognized as incurred.

Income Taxes

Current Tax

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amounts are those that are enacted or substantively enacted at the reporting date.

Deferred Tax

Deferred tax is provided using the balance sheet liability method 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 except to the extent that the deferred tax liabilities arise from the: a) initial recognition of goodwill; or b) the initial recognition of an asset or liability in a transaction which is not: i) a business combination; and ii) at the time of the transaction, affects neither accounting profit nor taxable profit or loss.

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

The carrying amounts of deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient future taxable income will be available to allow all or part of the deferred tax assets 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 income will allow the deferred tax assets to be recovered. The Group does not recognize deferred tax assets and deferred tax liabilities that will reverse during the income tax holiday (ITH).

Deferred tax assets and liabilities are measured at the tax rates that are applicable to the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted as of the reporting date.

Deferred tax relating to items recognized outside profit or loss is recognized outside profit or loss. Deferred tax items are recognized in correlation to the underlying transaction either in profit or loss or other comprehensive income.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority. Subsidiaries operating in the Philippines file income tax returns on an individual basis. Thus, the deferred tax assets and deferred tax liabilities are offset on a per entity basis.

Leases

Group as a lessee

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Right-of-use assets

The Group recognizes right-of-use assets at the commencement date of the lease. Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liability. The cost of right-of-use assets includes the amount of lease liability recognized, and lease payments made at or before the commencement date less any lease incentives received and estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories.

Unless the Group is reasonably certain to obtain ownership of the leased asset at the end of the lease term, the recognized right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term, as follows:

	Number of Years
Land	18 to 25
Office space	2

Lease liabilities

At the commencement date of the lease, the Group recognizes lease liability measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating a lease, if the lease term reflects the Group exercising the option to terminate. The variable lease payments that do not depend on an index or a rate are recognized as expense in the period on which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liability is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liability is remeasured if there is a modification, a change in the lease term, a change in the in-substance fixed lease payments or a change in the assessment to purchase the underlying asset.

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies to the leases of low-value assets recognition exemption to leases that are considered of low value (i.e., below ₱250,000). Lease payments on short-term leases and leases of low-value assets are recognized as expense on a straight-line basis over the lease term.

Retirement Benefits

The cost of providing benefits under the defined benefit plans is actuarially determined using the projected unit credit method. The net defined benefit liability or asset is the aggregate of the present value of the defined benefit obligation at the end of the reporting period reduced by the fair value of plan assets (if any), adjusted for any effect of limiting a net defined benefit asset to the asset ceiling. The asset ceiling is the present value of any economic benefits available in the form of refunds from the plan or reductions in future contributions to the plan.

Defined benefit costs comprise the following:

- Service cost
- Net interest on the net defined benefit liability or asset
- Remeasurements of net defined benefit liability or asset

Service costs which include current service costs, past service costs and gains or losses on non-routine settlements are recognized as expense in the consolidated statement of comprehensive income. Past service costs are recognized when plan amendment or curtailment occurs. These amounts are calculated periodically by independent qualified actuaries.

Net interest on the net defined benefit liability or asset is the change during the period in the net defined benefit liability or asset that arises from the passage of time which is determined by applying the discount rate based on government bonds to the net defined benefit liability or asset. Net interest on the net defined benefit liability or asset is recognized as expense or income in the consolidated statement of comprehensive income.

Remeasurements comprising actuarial gains and losses, return on plan assets and any change in the effect of the asset ceiling (excluding net interest on defined benefit liability) are recognized immediately in OCI in the period in which they arise. Remeasurements are not reclassified to consolidated statement of comprehensive income in subsequent periods.

Plan assets are assets that are held by a long-term employee benefit fund. Plan assets are not available to the creditors of the Group nor can they be paid directly to the Group. Fair value of plan assets is based on market price information. When no market price is available, the fair value of plan assets is estimated by discounting expected future cash flows using a discount rate that reflects both the risk associated with the plan assets and the maturity or expected disposal date of those assets (or, if they have no maturity, the expected period until the settlement of the related obligations). If the fair value of the plan assets is higher than the present value of the defined benefit obligation, the measurement of the resulting defined benefit asset is limited to the present value of economic benefits available in the form of refunds from the plan or reductions in future contributions to the plan.

The Group's right to be reimbursed of some or all of the expenditure required to settle a defined benefit obligation is recognized as a separate asset at fair value when and only when reimbursement is virtually certain.

Asset Retirement Obligation (ARO)

The Group records present value of estimated costs of legal and constructive obligations required to restore the oilfields and plant sites upon termination of its operations. The nature of these restoration activities includes dismantling and removing structures, rehabilitating settling ponds, dismantling operating facilities, closure of plant and waste sites, and restoration, reclamation and re-vegetation of affected areas. The obligation generally arises when the asset is constructed or the ground or environment at the sites are disturbed. When the liability is initially recognized, the present value of the estimated cost is capitalized as part of the carrying amount of the ARO assets (included under "Property, plant and equipment") and ARO liability.

Liability and capitalized costs included in oil properties are equal to the present value of the Group's proportionate share in the total decommissioning costs of the consortium on initial recognition. Additional costs or changes in decommissioning costs are recognized as additions or charges to the corresponding assets and ARO when they occur.

For closed sites or areas, changes to estimated costs are recognized immediately in the consolidated statement of comprehensive income.

If the decrease in liability exceeds the carrying amount of the asset, the excess shall be recognized immediately in profit or loss.

For the oil operation, the Group depreciates ARO assets based on units-of-production method.

For the renewable energy, the Group depreciates ARO assets on a straight-line basis over the estimated useful life of the related asset or the service contract term, whichever is shorter, or written off as a result of impairment of the related asset.

The Group regularly assesses the provision for ARO and adjusts the related liability and asset.

Foreign Currency-Denominated Transactions and Translation

The consolidated financial statements are presented in PHP, which is the Parent Company's functional and presentation currency. Transactions in foreign currencies are initially recorded in the functional currency using the exchange rate at date of transaction. Monetary assets and liabilities denominated in foreign currencies are reinstated to the functional currency using the closing exchange rate at reporting date.

All exchange differences are taken to the consolidated statement of comprehensive income. Non-monetary items that are measured in terms of historical cost in foreign currency are translated using the exchange rates as at the dates of initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

Earnings Per Share

Basic earnings per share is computed on the basis of the weighted average number of shares outstanding during the year after giving retroactive effect to any stock split or stock dividends declared and stock rights exercised during the current year, if any.

Diluted earnings per share is computed on the basis of the weighted average number of shares outstanding during the year plus the weighted average number of ordinary shares that would be issued on the conversion of all the dilutive potential ordinary shares into ordinary shares.

Segment Reporting

The Group's operating businesses are organized and managed separately according to the nature of the products and services provided, with each segment representing a strategic business unit that offers different products and services, serves different markets subject to different risks and returns. Financial

information on business segments is presented in Note 25 to the consolidated financial statements.

Provisions and Contingencies

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

Contingent liabilities are not recognized in the financial statements. They are disclosed unless the possibility of an outflow of resources embodying economic benefits is remote. Contingent assets are not recognized in the financial statements but are disclosed when an inflow of economic benefits is probable. Contingent assets are assessed continually to ensure that developments are appropriately reflected in the financial statements. If it has become virtually certain that an inflow of economic benefits will arise, the asset and the related income are recognized in the consolidated financial statements.

Events After the Reporting Period

Post year-end events that provide additional information about the Group's situation at the reporting date (adjusting events) are reflected in the financial statements, if any. Post year-end events that are not adjusting events are disclosed in the notes to consolidated financial statements when material.

5. Significant Accounting Judgments, Estimates and Assumptions

The preparation of the consolidated financial statements in compliance with PFRS requires the Group to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses and disclosure of contingent assets and contingent liabilities. Future events may occur which will cause the assumptions used in arriving at the estimates to change. The effects of any change in judgments, estimates and assumptions are reflected in the consolidated financial statements, as they become reasonably determinable.

Judgments, estimates and assumptions are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Judgments

In the process of applying the Group's accounting policies, management has made the following judgments, apart from those involving estimations, which has the most significant effect on the amounts recognized in the consolidated financial statements:

Determination of Functional Currency

The Parent Company determines its functional currency based on economic substance of underlying circumstances relevant to the Parent Company. The functional currency has been determined to be the PHP based on the economic substance of the Parent Company's business circumstances.

Capitalization of Deferred Oil Exploration Costs and Deferred Development Costs

Initial capitalization of costs is based on management's judgment that technological and economic feasibility is confirmed, usually when a product development project has reached a defined milestone according to an established project management model. If the conditions for asset capitalization of development costs are not met, then such costs are expensed outright.

As of September 30, 2024 and December 31, 2023, the carrying values of deferred oil explorations

costs amounted to ₱435.60 million and ₱386.80 million, respectively (see Note 13), and the Group's deferred development costs under other noncurrent assets amounted to ₱693.30 million and ₱560.89 million as of September 30, 2024 and December 31, 2023, respectively (see Note 18).

Classification of Joint Arrangements

Judgment is required to determine when the Group has joint control over an arrangement, which requires an assessment of the relevant activities and when the decisions in relation to those activities require unanimous consent. The Group assesses their rights and obligations arising from the arrangement and specifically considers:

- the structure of the joint arrangement – whether it is structured through a separate vehicle
- when the arrangement is structured through a separate vehicle, the Group also considers the rights and obligations arising from:
 - the legal form of the separate vehicle
 - the terms of the contractual arrangement
 - other facts and circumstances, considered on a case to case basis

This assessment often requires significant judgment. A different conclusion about both joint control and whether the arrangement is a joint operation or a joint venture, may materially impact the accounting of the investment.

The Group's investment in Buhawind Energy is structured in a separate incorporated entity. The Group and the parties to the agreement only have the right to the net assets of the joint venture through the terms of the contractual arrangement. Accordingly, the joint arrangement is classified as a joint venture. As of September 30, 2024 and December 31, 2023, the Group's investment in joint venture amounted to ₱2.88 million (see Note 14).

The Group and the parties to the agreement in investment in Gabon, West Africa and investments in petroleum concessions in the Philippines have joint control over its rights to the assets and obligations for the liabilities, relating to the arrangement. Accordingly, the joint arrangements are classified as joint operations (see Notes 12 and 13).

Estimates and Assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

Estimation of Geothermal Field Reserves

The Group performed volumetric reserve estimation to determine the reserves of the Maibarara geothermal field. As a requirement for project financing, the Group engaged at its own cost the New Zealand firm Sinclair Knight Merz (SKM) in 2011 to undertake a comprehensive third-party technical review of the Maibarara geothermal field. This review included analysis of the resource assessment performed in-house by the Group as well as a separate SKM reserve estimation and numerical modeling of the Maibarara reserves.

The Group's simulation indicated a mean (P50) proven reserves of 27.8 MW for 25 years. In contrast, SKM calculated the P50 reserves at 44 MW. At 90% probability (P90), the reserves calculated are 28 MW and 12 MW by SKM and the Group, respectively. SKM concluded that the approach taken by the Group is conservative as it limits reservoir thickness to depths where a maximum thickness of 280°C will be encountered although the measured temperature reached as high as 324°C. There is reasonable confidence that the 20 MW (gross) plant development is feasible as the P90 level appears also conservative as with the Group's approach. In addition, SKM identified indicated reserves, translating to 10 MW-26 MW in the area south of and outside the current area of development.

Also, there is a likely geothermal potential south of the proven area where two old wells were drilled and encountered high fluid temperatures ($T \sim 300^{\circ}\text{C}$). MGI identified the southern block as a probable reserve area. SKM in 2011 suggested that the southern block can be classified as Indicated Resource based on the Australian Code as high temperatures have been intersected by the two wells. SKM estimated that the stored heat in the Southern Block has a resource potential equivalent to 12 MW for a project life of 25 years.

An updated reserves estimation using the stored-heat calculation was made in 2015 by the Group as a result of reservoir and production performance and the 2014 drilling campaign. The 2014 drilling proved that the current resource area can produce around 33.1 MW, more than enough to meet the steam requirement of the existing 20 MW power plant plus the 12 MW expansion power plant. Using Monte Carlo simulation to estimate the reserves, the proven resource area has an 80% probability of delivering between 18.1 MW to 50.9 MW over a 25-year operating period. This Monte Carlo simulation also showed that the expected mean reserve for the proven resource area is 30.4 MW for 25 years.

The Group engaged a U.S. firm Geothermal Science, Inc. (GSI) in 2015 to perform a third-party technical appraisal of the resource for the planned 12 MW expansion. This third-party review was also made as a requirement for the project financing of MGPP-2 or M2. GSI adopted the technique from the US Geological Survey Circular 790 in making the probabilistic calculation of the geothermal reserves at Maibarara. Based on this approach, GSI estimates that Maibarara has a minimum or proven reserves of 40.2 MW, P90 for 25 years plant life and Most Likely Reserve of 61.6 MW, P50 for 25 years of plant life.

The Group commenced producing power commercially on February 8, 2014. To date, the current production wells of M1 and M2 are capable of producing 41.4 MW at full-bore capacity. These production wells including the complement reinjection wells are concentrated on the proven resource area.

As of September 30, 2024 and December 31, 2023, there has been no significant change in the estimated reserves that would affect the carrying value and useful life of the Group's property, plant and equipment.

Estimation of Proved and Probable Oil Reserves

The Parent Company assesses its estimate of proved and probable reserves on an annual basis. The estimate is based on the technical assumptions and is calculated in accordance with accepted volumetric methods, specifically the probabilistic method of estimation. Probabilistic method uses known geological, engineering and economic data to generate a range of estimates and their associated probabilities.

All proved and probable reserve estimates are subject to revision, either upward or downward, based on new information, such as from development drilling and production activities or from changes in economic factors, including product prices, contract terms or development plans. Estimates of reserves for undeveloped or partially developed fields are subject to greater uncertainty over their future life than estimates of reserves for fields that are substantially developed and depleted. Estimated oil reserves are utilized in the impairment testing and the calculation of depletion expense using the unit of production method of the investments.

As of September 30, 2024 and December 31, 2023, the carrying values of "Wells, Platforms and other Facilities" under "Property, Plant and Equipment" amounted to ₱537.52 million and ₱605.04 million, respectively (see Note 12).

Estimation of Useful Lives of Property, Plant and Equipment

The Group reviews on an annual basis the estimated useful lives of property, plant and equipment based on expected asset utilization as anchored on business plans and strategies that also consider expected future technological developments and market behavior.

It is possible that future results of operations could be materially affected by changes in these estimates brought about by changes in the factors mentioned. A reduction in the estimated useful lives of property, plant and equipment would increase the recorded depletion, depreciation and amortization expense and decrease noncurrent assets.

There is no change in the estimated useful lives of property, plant and equipment as of September 30, 2024 and December 31, 2023 (see Note 12).

Impairment of Nonfinancial Assets

The Group assesses at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less cost of disposal and its value in use.

Facts and circumstances that would require an impairment assessment as set forth in PFRS 6, *Exploration for and Evaluation of Mineral Resources*, are as follows:

- the period for which the Group has the right to explore in the specific area has expired or will expire in the near future, and is not expected to be renewed;
- substantive expenditure on further exploration for and evaluation of mineral resources in the specific area is neither budgeted nor planned;
- exploration for and evaluation of mineral resources in the specific area have not led to the discovery of commercially viable quantities of mineral resources and the entity has decided to discontinue such activities in the specific area; and
- sufficient data exist to indicate that, although a development in the specific area is likely to proceed, the carrying amount of the exploration and evaluation asset is unlikely to be recovered in full from successful development or by sale.

The related balances of the Group's nonfinancial assets as of September 30, 2024 and December 31, 2023 follow:

	Unaudited 30-Sep-2024	Audited 31-Dec-2023
Property, plant and equipment (Note 12)	₱13,904,507,374	₱12,208,332,826
Intangible assets (Note 16)	1,154,984,528	1,172,413,367
Deferred development costs (Note 18)	693,298,550	560,886,192
Deferred oil exploration costs (Note 13)	435,603,870	386,796,965
Right-of-use assets (Note 15)	305,129,549	322,894,463
Investment properties (Note 17)	1,611,533	1,611,533
	₱16,495,135,404	₱14,652,935,346

There are no indicators of impairment that would trigger impairment review on September 30, 2024 and December 31, 2023 other than those mentioned below.

Gabon, West Africa

The Parent Company believes that the fluctuation in crude oil prices in the market, political risks in Gabon, discount rates and changes in other assumptions such as change in production profile which is

based on continued production until the term of the existing PSC are indicators that the assets might be impaired or if there is reversal of prior impairment loss.

In 2018, the Gabonese Government allowed the sixth amendment to the Exploration Production Sharing Contract (“EPSC”) that extends the exploitation period for the production licenses by ten (10) years, or from September 2018 until September 2028, extendible by five (5) years and by a final extension of 5 more years. The extension of the EPSC will allow the consortium to maximize the use of the existing facilities that are already in place to increase or maintain production until the field’s extended life (see Note 12).

SC 14-C2 – West Linapacan

SC 14-C2 has not yet expired and was granted with a 15-year extension of the SC from December 18, 2010 to December 18, 2025, as approved by the DOE. The SC 14-C2 consortium proceeded with a third-party technical evaluation to assess potential production opportunities. With the SC nearing its expiration in December 2025, the assets were tested for impairment.

Impairment loss (reversal)

In assessing whether impairment is required, the carrying value of the asset is compared with its recoverable amount. The recoverable amount is the higher of the asset’s fair value less costs to sell and value in use. Given the nature of the Parent Company’s activities, information on the fair value of an asset is usually difficult to obtain unless negotiations with potential purchasers or similar transactions are taking place. Consequently, unless indicated otherwise, the recoverable amount used in assessing the impairment loss is value in use.

The Parent Company estimates value in use using a discounted cash flow model using a discount rate of 14.39% in 2023.

The Parent Company recognized impairment (reversal of impairment) loss for the year ended December 31, 2023 (nil in September 30, 2024) presented on a net basis:

Wells, platforms and other facilities – net (Note 12)	₱76,864,520
Deferred oil exploration costs – net (Note 13)	303,476
	₱77,167,996

Estimation of Asset Retirement Obligations

The Group has various legal obligations to decommission or dismantle its assets related to the oil production, geothermal energy project, wind energy project and solar power project at the end of each respective service contracts. In determining the amount of provisions for restoration costs, assumptions and estimates are required in relation to the expected costs to restore sites and infrastructures when such obligation exists. The Group recognizes the present value of the obligation to dismantle and capitalizes the present value of this cost as part of the balance of the related property, plant and equipment, which are being depreciated and amortized on a straight-line basis over the useful life of the related assets (for the renewable energy) and based on units-of-production method based on estimates of proved reserves (for the oil operations).

Cost estimates expressed at projected price levels until dismantling date are discounted using rates ranging from 6.01% to 7.32% in 2023 to take into account the timing of payments. Each year, the

provision is increased to reflect the accretion of discount and to accrue an estimate for the effects of inflation, with charges being recognized as accretion expense (see Note 21).

Changes in the asset retirement obligation that result from a change in the current best estimate of cash flow required to settle the obligation or a change in the discount rate are added to (or deducted from) the amount recognized as the related asset and the periodic unwinding of the discount on the liability is recognized in profit or loss as it occurs.

While the Group has made its best estimate in establishing the asset retirement obligation, because of potential changes in technology as well as safety and environmental requirements, plus the actual time scale to complete decommissioning activities, the ultimate provision requirements could either increase or decrease significantly from the Group's current estimates. The amounts and timing of recorded expenses for any period would be affected by changes in these factors and circumstances.

Asset retirement obligation as of September 30, 2024 and December 31, 2023 follows (see Note 21):

	Unaudited 30-Sep-24	Audited 31-Dec-23
Solar power project	₱63,180,362	₱60,429,322
Oil production	52,688,799	48,056,253
Wind power project	48,775,056	46,671,960
Geothermal energy project	12,935,347	12,375,380
	₱177,579,564	₱167,532,915

Recoverability of input VAT

The Group maintains an allowance for input VAT based on an assessment of the recoverability of these assets using the historical success rate of VAT refunded from the Bureau of Internal Revenue (BIR). A review is made by the Group on a continuing basis annually to determine the adequacy of the allowance for losses. The carrying values of input VAT amounted to ₱573.00 million and ₱432.54 million as of September 30, 2024 and December 31, 2023, respectively (see Note 18).

Recognition of deferred tax assets

The Group reviews the carrying amounts of deferred tax assets at each reporting date and reduces them to the extent that it is no longer probable that sufficient future taxable profit will be available to allow all or part of the deferred tax assets to be utilized.

As of September 30, 2024 and December 31, 2023, the Group did not recognize deferred tax assets on certain temporary differences, NOLCO and MCIT, as the Group believes that it may not be probable that sufficient taxable income will be available in the near foreseeable future against which the tax benefits can be realized prior to their expiration.

6. Cash and Cash Equivalents and Short-term Investments

	Unaudited 30-Sep-24	Audited 31-Dec-23
Cash on hand and in banks	₱1,375,565,423	₱771,239,069
Cash equivalents	2,298,011,474	1,563,065,298
Cash and Cash Equivalents	3,673,576,897	2,334,304,367
Short-term investments	₱-	₱1,975,286,425

Cash in banks earn interest at the prevailing bank deposit rates. Cash equivalents are made for varying periods of up to three months depending on the immediate cash requirements of the Group and earn interest at the prevailing short-term investment rates.

As of September 30, 2024 and December 31, 2023, the Group has nil and ₱1.975 billion, respectively, short-term investments with periods of more than three months but less than one year.

Interest income earned on cash and cash equivalents and short-term investments amounted to ₱123.98 million, ₱200.85 million as of September 30, 2024 and December 31, 2023, respectively.

7. Restricted Cash

	Unaudited 30-Sep-24	Audited 31-Dec-23
Debt service payment and reserve accounts	₱358,544,965	₱293,744,077
Cash held under escrow for stock subscription	–	–
Share in Etame escrow fund – current portion	–	–
	₱358,544,965	₱293,744,077

Debt service payment and reserve accounts

This refers to the amount of fund that the Group is required to maintain in the Debt Service Payment Account (DSPA) and Debt Service Reserve Account (DSRA) pursuant to the Project Loan Facility Agreement (PLFA) of MGI and Omnibus Loan and Security Agreements (OLSA) of PetroSolar and PetroWind (see Note 20). The funds maintained in these accounts are used to pay the forthcoming debt service scheduled every year until the loan is fully paid off. Under the PLFA/OLSA, where the banks are one of the parties, the banks shall have the exclusive control over and exclusive right of withdrawal from the restricted cash accounts.

Cash held under escrow for stock subscription

This represents the remaining funds held under escrow related to the Share Subscription Agreement between PetroGreen and Kyuden International Corporation (Kyuden), which was fully released from the escrow fund in January 2023. Interest income earned on restricted cash amounts to nil and ₱0.84 million as of September 30, 2024 and December 31, 2023.

Share in Etame escrow fund – current portion

This represents Parent Company's share in the current portion of the Abandonment Fund related to FPSO decommissioning and Etame Field Asset Retirement Obligations. These funds were released from the escrow account in February 2023.

8. Receivables

	Unaudited 30-Sep-24	Audited 31-Dec-23
Trade receivables:		
Electricity sales	₱398,843,467	₱438,732,703
Oil revenues	60,766,961	57,339,972
Other trade receivables	3,371,521	3,464,223
Non-trade receivables:		
Receivables from related parties	36,661,747	36,664,312

	Unaudited	Audited
	30-Sep-24	31-Dec-23
Receivables from contractors	15,674,858	37,010,692
Interest receivable	8,923,207	86,809,859
Consortium operator	2,682,452	2,682,452
Bid bond deposits	–	47,000,000
Others	34,658,584	23,499,680
	561,582,797	733,203,893
Less allowance for impairment losses	2,682,452	2,682,452
	₱558,900,345	₱730,521,441

Accounts receivables are generally on 30-day credit term. Interest income earned from the delayed payments of FiT differential and other receivables amounted to ₱23.60 million and ₱12.65 million as of September 30, 2024 and December 31, 2023, respectively.

9. Financial Assets at Fair Value Through Profit or Loss

	Unaudited	Audited
	30-Sep-24	31-Dec-23
Marketable equity securities	₱5,701,308	₱6,188,720
Investment in golf club shares	770,000	770,000
	₱6,471,308	₱6,958,720

Net gain (loss) on fair value changes on financial assets at FVTPL included in profit or loss amounted to ₱0.49 million and (₱0.53 million) as of September 30, 2024 and December 31, 2023, respectively. Dividend income received from equity securities amounted to ₱0.0006 and ₱0.03 million as of September 30, 2024 and December 31, 2023, respectively.

10. Contract Assets – current and noncurrent portions

On May 26, 2020, the Energy Regulatory Commission (ERC) approved Resolution No. 6 series of 2020 approving the adjustment to Feed in Tariff for the years 2016 – 2020 using 2014 as the base year for the consumer price index and foreign exchange. TransCo has an annual application for the adjusted FIT rate with the ERC which is the basis for recording of FIT arrears and contract assets.

As of September 30, 2024 and December 31, 2023, current portions of the contract assets amounted to ₱31.45 million and ₱127.13 million, respectively, while noncurrent portions amounted to ₱753.43 million and ₱609.57 million, respectively.

11. Other Current Assets

	Unaudited	Audited
	30-Sep-24	31-Dec-23
Supplies inventory	₱204,917,001	₱150,572,239
Prepaid expenses	131,910,787	57,485,232
Advances to suppliers	46,986,587	15,220,728
Prepaid income taxes	10,938,122	8,301,235
Others	3,528,111	658,803
	₱398,280,608	₱ 232,238,237

Supplies Inventory

Supplies inventory refers to purchased supplies and parts that are intended to be used for operations and maintenance.

Prepaid Expenses

Prepaid expenses include various prepaid insurances, services and rent. Prepaid expenses also include advance payment for Real Property Taxes (RPT), Stand-by Letter of Credit (SBLC) charges and operations and maintenance fees.

12. Property, Plant and Equipment

	Unaudited 30-Sep-24								
	Power plants	FCRS and production wells – geothermal	Wells, platforms and other facilities	Land and land improvements	Office condominium units and improvements	Transportation equipment	Office furniture and other equipment	Construction in progress	Total
Cost									
Balances at beginning of year	₱11,579,180,788	₱2,125,079,210	₱2,420,151,480	₱928,483,519	₱80,500,468	₱99,913,316	₱232,539,845	₱1,497,104,568	₱18,962,953,194
Additions	1,710,900,586	224,215,599	717,826	21,305,078	2,060,687	26,790,029	12,838,176	275,453,456	2,274,281,437
Change in ARO estimate (Note 21)	–	–	–	–	–	–	–	–	–
Disposal	–	–	–	–	–	(1,125,000)	–	–	(1,125,000)
Reclassifications	–	–	–	–	–	–	–	–	–
Balances at end of year	13,290,081,374	2,349,294,809	2,420,869,306	949,788,597	82,561,155	125,578,345	245,378,021	1,772,558,024	21,236,109,631
Accumulated depletion and depreciation									
Balances at beginning of year	4,068,728,242	562,671,715	1,568,996,366	22,162,978	41,243,424	65,537,656	179,162,886	–	6,508,503,267
Depletion and depreciation	395,496,622	68,421,875	68,236,526	18,504,535	6,544,008	8,869,155	12,034,148	–	578,106,869
Disposals	–	–	–	–	–	(1,125,000)	–	–	(1,125,000)
Balances at end of year	4,464,224,864	631,093,590	1,637,232,892	40,667,513	47,787,432	73,281,811	191,197,034	–	7,085,485,136
Accumulated impairment losses									
Balances at beginning of year	–	–	246,117,121	–	–	–	–	–	246,117,121
Impairment loss-net (Note 5)	–	–	–	–	–	–	–	–	–
Balances at end of year	–	–	246,117,121	–	–	–	–	–	246,117,121
Net book values	₱8,825,856,510	₱1,718,201,219	₱537,519,293	₱909,121,084	₱34,773,723	₱52,296,534	₱54,180,987	₱1,772,558,024	₱13,904,507,374

Audited
31-Dec-2023

	Power plants	FCRS and production wells – geothermal	Wells, platforms and other facilities	Land and land improvements	Office condominium units and improvements	Transportation equipment	Office furniture and other equipment	Construction in progress	Total
Cost									
Balances at beginning of year	₱7,353,955,059	₱1,979,689,474	₱2,400,854,155	₱387,043,899	₱42,547,992	₱76,958,664	₱173,541,036	₱217,311,973	₱12,631,902,252
Additions	184,722,551	122,078,552	15,508,544	241,363,085	5,898,854	11,880,409	15,702,679	1,246,396,882	1,843,551,556
Additions from business combination (Note 14)	4,156,559,006	–	–	300,076,535	32,053,622	11,074,263	30,471,911	91,140,921	4,621,376,258
Change in ARO estimate (Note 21)	48,581,945	4,330,447	3,788,781	–	–	–	–	–	56,701,173
Disposal	(190,524,365)	–	–	–	–	–	(53,660)	–	(190,578,025)
Reclassifications	25,886,592	18,980,737	–	–	–	–	12,877,879	(57,745,208)	–
Balances at end of year	11,579,180,788	2,125,079,210	2,420,151,480	928,483,519	80,500,468	99,913,336	232,539,845	1,497,104,568	18,962,953,214
Accumulated depletion and depreciation									
Balances at beginning of year	2,040,397,532	477,572,498	1,467,772,639	41,650,521	41,172,900	48,337,063	148,849,441	–	4,265,752,594
Depletion and depreciation	446,848,761	85,099,217	101,223,727	21,857,070	4,727,523	9,777,330	14,259,587	–	683,793,215
Additions from business combination (Note 14)	1,641,868,724	–	–	(41,344,613)	(4,656,999)	7,423,263	16,107,518	–	1,619,397,893
Disposals	(60,386,775)	–	–	–	–	–	(53,660)	–	(60,440,435)
Balances at end of year	4,068,728,242	562,671,715	1,568,996,366	22,162,978	41,243,424	65,537,656	179,162,886	–	6,508,503,267
Accumulated impairment losses									
Balances at beginning of year	–	–	169,252,601	–	–	–	–	–	169,252,601
Impairment loss (Note 5)	–	–	76,864,520	–	–	–	–	–	76,864,520
Balances at end of year	–	–	246,117,121	–	–	–	–	–	246,117,121
Net book values	₱7,510,452,546	₱1,562,407,495	₱605,037,993	₱906,320,541	₱39,257,044	₱34,375,680	₱53,376,959	₱1,497,104,568	₱12,208,332,826

Change in ARO estimates and transfers from advances to contractors, deferred oil exploration costs and development costs are considered as noncash investing activities.

Depletion of wells, platforms and other facilities is presented as a separate item under cost of sales in the consolidated statements of comprehensive income.

As of Sep 30, 2024 and December 31, 2023, the participating interest of PERC in various service contract areas are as follows:

Gabonese Oil Concessions	2.525%
SC 14-C2 – West Linapacan	4.137%
SC-75 - Northwest Palawan	15.000%

Foreign Operations

Gabon, West Africa

Background

The Group holds approximately 2.53% participating interest in the Exploration and Production Sharing Contract covering the Etame block in Gabon, West Africa (the “Etame Marin Permit”). The other parties in the consortium are Addax Petroleum Etame, Inc. (33.90%) and VAALCO Gabon (Etame), Inc. (63.58%) (the “Gabon Consortium”), are leaders in their respective areas of operation. VAALCO is the Consortium’s operator, and is in charge of conducting the exploration and production activities in the Gabon contract area.

The EPSC is a contract with the Gabonese Government that gives the holder of the said EPSC exclusive rights and obligations to perform exploration, exploitation, and production activities and in the case of the consortium, within the Etame Marin Permit area.

In August 2021, the Consortium entered into a Bareboat Charter Agreement and Operating Agreement with World Carrier Offshore Services Corporation (World Carrier) to provide and operate a Floating Storage and Offloading (FSO) unit at the Etame Marin field for up to eight (8) years with additional option periods available upon the expiration of the current 20-year Floating Production, Storage and Offloading (FPSO) contract with BW Offshore in September 2022.

In December 2021, the consortium commenced a four-well drilling program in the Etame, Avouma and North Tchibala fields using the Borr Norve jack-up drilling rig, aimed to sustain field production to above 20,000 BOPD.

Etame-8H sidetrack was completed in February 2022. Avouma-3H sidetrack was completed in April 2022, South Tchibala-1HB sidetrack in July 2022, and North Tchibala-2H sidetrack in November 2022. Workovers were also conducted on Ebouri-2H, North Tchibala-1H and Southeast Etame-4H wells within 2022. This resulted in an increase in overall crude production of ~18,000-20,000 BOPD by the end of 2022.

Given the extended EPSC period, the Consortium is currently firming up the most feasible Integrated Field Development Plan (IFDP) to extract the remaining recoverable oil volumes until at least 2028 up to 2038 (final extension). This IFDP may include: 1) production from sour oil reserves, 2) outfield drilling opportunities, and 3) facility maintenance strategies.

Update on Production

Production was routed to the Petroleo Nautipa, the spread-moored (FPSO) vessel from the Etame, Avouma-Southeast Etame-North Tchibala and Ebouri platforms, and from the wells tied to the subsea Etame manifold. The produced oils were processed and exported from the FPSO, which had a storage capacity of one million barrels of oil (MMBO).

Throughout 2022, facility reconfiguration works were being completed in parallel for the hook-up and commissioning of the new FSO vessel Teli, which replaced the Petroleo Nautipa FPSO vessel in mid-October 2022. The FSO vessel is now operational and receiving crude from all Etame Marin platform wells. The two (2) old subsea wells – Etame-6H and Etame-7H – which were originally connected directly to the old Petroleo Nautipa FPSO, have been hooked-up to the FSO last December 30, 2022.

Crude production comes from four (4) oil fields (Etame, Avouma, Ebouri and North Tchibala).

On September 30, 2024 and December 31, 2023, total crude production for the consortium reached 4.22 MMBO and 6.25 MMBO, respectively. For the year 2023, the consortium managed 10 liftings, resulting in net crude export of 6.009 MMBO, with crude oil market prices ranging from US\$ 75 – US\$ 90 per barrel. Since the Gabon oilfield has been put on-line in 2002, a total of 138.315 MMBO has been extracted to date over the last 21 years.

As of September 30, 2024 and December 31, 2023, PetroEnergy has investments in Gabon, West Africa included in “Wells, platforms and other facilities” account under “Property, plant and equipment” amounting to ₱537.52 million and ₱605.04 million, respectively (Note 12). With the fluctuation in crude oil prices and recoverable oil reserves, impairment loss (reversal of impairment loss) was recognized amounting to nil and ₱76.86 million on September 30, 2024 and December 31, 2023, respectively.

Philippine Operations

SC 14-C2 – West Linapacan, Northwest Palawan

West Linapacan was discovered in the early 1990s. It produced oil from 1992 to 1996, peaking at 18,000 BOPD, before it was shut-in due to early water incursion.

The SC 14C2 Consortium, led by operator Philodrill Corp., negotiated with a potential farmee for the drilling of potential drilling targets, in exchange for a majority share and Operatorship of SC 14C2. This farm-in is subject to the approval of the DOE.

While the consortium awaited the farmee’s completion of the farm-in documentation, Philodrill continued to do in-house G&G work over at the West Linapacan area at the interim. For compliance, a “Transition Work Program and Budget, covering November 2020 to March 2021 was submitted to the DOE in November 2020 and was approved.

Throughout the second half of 2022, the SC 14-C2 consortium proceeded with a third-party technical evaluation of the West Linapacan B field, to assess potential production opportunities.

On May 11, 2023, the SC 14-C2 consortium approved to unitize the service contract with SC 6B, subject to the issuance of a DOE Department Circular regarding application for new petroleum service contract. However, the circular which was subsequently issued on December 18, 2023 stated that the application process for new petroleum service contracts would be issued in a supplementary guideline.

While waiting for the supplementary guideline, the consortium continues to evaluate farm-in proposals from interested parties. On December 29, 2023, the DOE approved the 2024 Work Program and Budget submitted by the Consortium. SC 14-C2 is due to expire in December 2025.

Due to the limited term remaining, the Group assessed the recoverability of the investment included in “Wells, platforms and other facilities” account under “Property, plant and equipment” and recorded

impairment loss amounted to nil and ₱0.30 million in September 30, 2024 and December 31, 2023, respectively.

As of September 30, 2024 and December 31, 2023, PetroEnergy's investments in the West Linapacan Oilfield included in "Wells, platforms and other facilities" account under "Property, plant and equipment" amount to nil.

Maibarara Geothermal Power Project

Geothermal Renewable Energy Service Contract (GRESK) No. 2010-02-012

Following the DOE Philippine Energy Contracting Round for Geothermal in 2009, PERC signed the Service Contract for the Maibarara Geothermal Power Project (MGPP) on February 1, 2010. PERC then conducted pre-development activities in 2010 to 2011. In order to carry out the development and operations of the MGPP, PetroEnergy (through its subsidiary, PetroGreen) then created Maibarara Geothermal, Inc. (MGI) along with Trans-Asia Oil and Energy Development Corporation ("Trans-Asia", subsequently renamed as PHINMA Energy Corporation or "PHINMA", and now known as ACEN Corporation or "ACEN") and PNOG Renewable Corporation (PNOG RC), with 65%, 25%, and 10% equity ownerships, respectively.

In June 2019, ACEN, the energy platform of Ayala Corporation, completed the acquisition of PHINMA, including PHINMA's 25% share in MGI.

20 MW Maibarara-1 Geothermal Power Plant (MGPP-1)

The DOE confirmed the commerciality of the 20-MW MGPP-1 in 2011, allowing MGI to proceed with the MGPP's development stage, involving 1) the drilling of two (2) wells to complete the steam production and reinjection well capacities, and 2) the construction of the steamfield and power plant facilities. The MGPP-1's 115kV Transmission Line system was successfully connected to the existing Manila Electric Company (MERALCO) line in September 2013. Upon completion of the reliability and performance testing, the MGPP-1 went on commercial operations on February 8, 2014. All electricity generated are sold to offtaker, ACEN, following the aforementioned acquisition of PHINMA by ACEN.

On June 23-28, 2023, the MGPP-1 and 2 power plants had an opportunity maintenance shutdown during the relocation of transmission line and stub poles affected by SLEX-TR4 construction. Various maintenance activities for the plants' mechanical, electrical, and instrumentation facilities, as well as for the switchyard and transmission lines, were carried-out by MGI technical staff and private contractors.

On the steamfield side, the two (2) production wells dedicated to MGPP-1 operations Mai-6D and MB-12D continued to behave consistently with dynamic but sustainable production.

Separated brine from the production wells and power plant condensates are pumped into the two (2) reinjection wells, MB-14RD and MB-17RD, to recharge the reservoir and comply with the environmental standards.

MGPP-1 delivered 118.95 GWh and 159.85 GWh of electricity as of September 30, 2024 and December 31, 2023, respectively.

12 MW Maibarara-2 Geothermal Power Plant (MGPP-2)

With the stable performance of the reservoir, MGI decided to pursue an expansion of the MGPP. There was at least 5 MW of excess steam supply from the MGPP-1 wells, and with the ~6 MW capacity of the new well, an expansion of 12 MW was decided and approved in 2015 (MGPP-2).

Major power plant components from Fuji Electric Co. Ltd. (“Fuji”, the same supplier as the MGPP-1) were delivered and installed on site from March to April 2017. MGPP-2 was first synchronized to the grid on March 9, 2018, with the full 12 MW attained on March 18, 2018. Reliability tests were then conducted from March 18 to 27, 2018, during which the power plant was on full 12 MW operation.

The Energy Regulatory Commission (ERC) formally notified MGI of the approval of MGPP-2’s Certificate of Compliance (COC) application on April 26, 2018. Subsequently, the MGPP-2 was accepted into the Wholesale Electricity Spot Market (WESM) on April 30, 2018 – pegging the MGPP-2’s start of Commercial Operations on the same date. This operationally started the application of MGPP-2’s Electricity Supply Agreement (ESA) with PHINMA, now ACEN, wherein all of MGPP-2’s generated electricity are sold to ACEN.

Workover operations were conducted on production well MB-15D in June 2022. After which, new production well MB-18D was drilled in September 2022 and hooked-up in November 2022. To date, the field’s total gross output is now being sustained at ~33 MW.

Steam flow requirements of the MGPP-2 are also supplied by two (2) production wells MB-12D and MB-18D with the common steam line.

MGPP-2 transmitted 71.90 GWh and 95.77 GWh of electricity as of September 30, 2024 and December 31, 2023, respectively.

Both the MGPP-1 and the MGPP-2 are registered with the Board of Investments and are enjoying the incentives under the Renewable Energy Act of 2008.

Tarlac Solar Power Project (TSPP)

Solar Energy Service Contract (SESC) No. 2015-03-115

The SESC for the TSPP was awarded by the DOE on March 19, 2015. On June 17, 2015, PGEC and affiliate EEI Power Corporation (“EEIPC”, 100% subsidiary of EEI Corporation), incorporated PetroSolar to undertake the development of the TSPP.

50 MWDC Tarlac Solar Power Project-1 (TSPP-1)

On June 22, 2015, PetroGreen and solar farm lot owner, Luisita Industrial Park Corporation (LIPCO), executed a Lease Agreement for the 55-hectare solar farm development. This was assigned to PetroSolar on September 15, 2015. As the LIPCO property is within the Central Technopark, which is under the jurisdiction of the Philippine Economic Zone Authority (PEZA), PetroSolar was able to register as an Ecozone Utilities Enterprise on July 28, 2015, entitling it to the incentives available to PEZA locators.

After only four (4) months of ground works, the TSPP-1 was completed by mid-January 2016 and was able to export power to the grid on January 27, 2016. The DOE eventually gave its Certificate of Endorsement (COE) – Feed-in-Tariff (FiT) for TSPP-1, with an official Commercial Operations Date on February 10, 2016. Subsequently, on April 6, 2016, PSC executed its Renewable Energy Payment Agreement (REPA) with the National Transmission Corporation (TransCo), assuring the TSPP-1’s revenues from the FiT payment of ₱8.69/kWh from 2016 to 2036.

The total energy exported to the grid of TSPP-1 was 54.24 GWh and 72.82 GWh as of September 30, 2024 and December 31, 2023, respectively.

20 MWDC Tarlac Solar Power Project (TSPP-2)

On September 17, 2018, the BOI formally awarded to PetroSolar the latter's Certificate of Registration for the 20 MWDC TSPP-2. This approval entitles the TSPP-2 to enjoy duty-free importations, and a seven-year Income Tax Holiday (ITH), among others.

After the site construction works for the TSPP-2 were completed in March 2019 and its registration with the WESM was secured from the Independent Electricity Market Operator of the Philippines Inc. (IEMOP) on April 21, 2019, the TSPP-2 started exporting power to the grid on April 22, 2019 as part of its testing and commissioning activities. The ERC conducted its technical inspections for the TSPP-2 on May 31, 2019, as part of PetroSolar's Certificate of Compliance (COC) for TSPP-2.

On February 27, 2020 and March 18, 2020, the DOE formally issued to PSC the Certificate of Confirmation of Commerciality (COCOC) and the Certificate of Endorsement (COE) for TSPP-2, respectively. The COE is a prerequisite to the issuance of the Certificate of Compliance (COC) by the ERC. The COC will determine the official Commercial Operations Date (COD) for TSPP-2.

The ERC issued a Provisional Approval to Operate (PAO) to TSPP-2 on December 16, 2021, subject to PSC's compliance to 1) public offering requirement and 2) terms under PSC's Point-to-Point application, once approved. The said PAO is valid until December 15, 2022, and sets TSPP-2's WESM COD to January 25, 2022.

On October 25, 2022, PSC submitted application for validity extension of the PAO for TSPP-2. While evaluation of the application was underway, ERC issued 2023 COC revised guidelines that extended the effectivity of TSPP-2's PAO until December 15, 2024.

In December 2023, PSC completed the construction of the TSPP-2 49 MWac substation. PSC will use this new substation once approved by the ERC or a new connection point is available, whichever comes earlier.

TSPP-2 exported 22.53 GWh and 30.36 GWh as of September 30, 2024 and December 31, 2023, respectively.

Nabas Wind Power Project (NWPP)

Wind Energy Service Contract (WESC) No. 2009-09-002

The service contract for the Nabas Wind Power Project (NWPP) covers 2,000 hectares of public and private lands in rolling terrain located near the northwestern tip of Panay Island. It lies about 6 km southeast of Caticlan, and electricity-deficient Panay and Boracay islands are natural markets of future power from NWPP.

It was decided that the NWPP will be constructed in two phases: Phase 1 for the existing 36 MW NWPP-1, consisting of eighteen (18) Wind Turbine Generators (WTG); while Phase 2 will be a 14 MW development that will have seven (7) WTGs (NWPP-2). Later on, Phase 2 capacity was finalized to be 13.2 MW with six (6) WTGs.

On May 26, 2013, the DOE issued the Confirmation of Commerciality for the 36 MW NWPP-1, making it the third WESC to be declared commercially feasible. Construction of NWPP-1 started in December 2013 and was completed in the first half of 2015.

On June 16, 2015, the DOE released the COE for FIT Eligibility (COE-FIT), endorsing the official start of commercial operations to be June 10, 2015. On August 17, 2015, the ERC approved PWEI's COC for NWPP-1, which confirmed its commercial operations date.

On May 13, 2020, the DOE formally awarded to PetroWind the Certificate of Confirmation of Commerciality (COCOC) for the planned Nabas-2 Wind Power Project (NWPP-2). This signifies that NWPP-2 has been approved for construction as being commercially feasible.

On February 17, 2021, the DENR-EMB Region 6 issued the amended Environmental Compliance Certificate (ECC) to PetroWind for NWPP-2, while the Forest Land Use Agreement (FLAG) has been signed by the DENR Central Office in January 4, 2022.

On June 24, 2022, PWEI's NWPP-2 was formally announced as the winning bidder for the 20-MW Visayas wind allocation of the DOE's Green Energy Auction Program (GEAP), for a 20-year offtake term. On September 28, 2022, the DOE issued to PWEI its Certificate of Award for the GEAP wind allocation.

PWEI awarded to VESTAS the NWPP-2 WTG Supply, Supervision, and Services Agreements on December 13, 2022. On the other hand, PWEI also awarded and issued the Notice to Proceed (NTP) to EEI Corporation (EEI) the contract for the NWPP-2 Main Balance of Plant (BoP) for the Civil, Electrical (Substation and Switching Station, and Electrical Feeder Lines), including WTG Electro-Mechanical Works installation.

On January 13, 2023, DENR signed Special Agreement for Protected Areas (SAPA) of NWPP-2. This agreement allows PWEI to develop NWPP-2 in the approved area for at least 25 years. PWEI also secured tree cutting permit within private lands and forestlands on March 16, 2023.

In December 2023, EEI substantially completed the construction of the NWPP-2 substation, switching station and WTGs 20-22 feeder lines.

On April 4, 2024, testing and commissioning started for the first three (3) WTGs (WTGs 20, 21 and 22). Power generated was exported to the grid.

The additional construction in progress as of September 30, 2024 and December 31, 2023 amounting to ₱465.28 million and ₱1.2 billion, respectively, mainly pertain to the construction of NWPP-2 which is expected to be completed in October 2025.

NWPP-1 exported 70.95 GWh and 88.64 GWh as of September 30, 2024 and December 31, 2023, respectively.

NWPP-2 exported 10.74 GWh and nil as of September 30, 2024 and December 31, 2023, respectively.

PetroEnergy Resources Corporation

Change in ARO estimate and transfers from advances to contractors, deferred oil exploration costs and development costs are considered as noncash investing activities.

Depletion of wells, platforms and other facilities is presented as a separate item under cost of sales in the consolidated statements of comprehensive income.

As of September 30, 2024 and December 31, 2023, the participating interests of PERC in various service contract areas are as follows:

Gabonese Oil Concessions	2.525%
SC 14-C2 – West Linapacan	4.137%
SC-75 - Northwest Palawan	15.000%

13. Deferred Oil Exploration Costs

The movements in deferred oil exploration costs are as follow:

	Unaudited 30-Sep-24	Audited 31-Dec-23
Cost		
Balances at beginning of year	₱690,673,984	₱615,456,554
Additions	48,806,905	75,217,430
Balances at end of year	739,480,889	690,673,984
Accumulated impairment losses		
Balances at beginning of year	303,877,019	303,573,543
Impairment loss (reversal) (Note 5)	–	303,476
Balances at end of year	303,877,019	303,877,019
	₱435,603,870	₱386,796,965

Details of deferred oil exploration costs as of September 30, 2024 and December 31, 2023 are as follows:

	Unaudited 30-Sep-24	Audited 31-Dec-23
Cost		
Gabonese Oil Concessions	₱670,321,017	₱622,113,463
SC. No. 75 – Offshore Northwest Palawan	65,550,217	65,175,859
SC. No. 14 – C2 (West Linapacan) - Northwest Palawan	3,609,655	3,384,662
	739,480,889	690,673,984
Accumulated impairment losses		
Gabonese Oil Concessions	300,492,357	300,492,357
SC. No. 14 – C2 (West Linapacan) – Northwest Palawan	3,384,662	3,384,662
	303,877,019	303,877,019
	₱435,603,870	₱386,796,965

Philippine Oil Operations – Development Phase

Under the SCs entered into with the DOE covering certain petroleum contract areas in various locations in the Philippines, the participating oil companies (collectively known as “Contractors”) are obliged to provide, at their sole risk, the services, technology and financing necessary in the performance of their obligations under these contracts. The Contractors are also obliged to spend specified amounts indicated in the contract in direct proportion to their work obligations.

However, if the Contractors fail to comply with their work obligations, they shall pay to the government the amount they should have spent, but did not, in direct proportion to their work obligations. The

participating companies have Operating Agreements among themselves which govern their rights and obligations under these contracts.

The full recovery of these deferred costs is dependent upon the discovery of oil in commercial quantities from any of the petroleum concessions and the success of future development thereof.

As of September 30, 2024 and December 31, 2023, the remaining participating interest of the Parent Company in Petroleum SC areas is SC 75 – Offshore Northwest Palawan wherein the Parent Company has 15% interest.

SC 75 – Offshore Northwest Palawan

Service Contract 75 (SC 75) was signed on December 27, 2013 with partners PXP Energy Corporation (PXP energy) [50%] and PNOC-Exploration Corporation (35%). The block covers the West Philippine Sea with an area of 616,000 hectares.

On October 14, 2020, the DOE issued a formal notice to the SC 75 consortium, lifting the Force Majeure imposed since September 2015. Through this letter, the consortium was notified to resume its Work Program commitments under SC 75, including the committed ~1,000 sq.km 3D seismic survey over the identified leads in SC 75.

On January 6, 2022, the SC 75 consortium officially engaged Shearwater Geoservices Ltd. For the ~1,100 sq.km 3D seismic survey over SC 75 using the M/V Geo Coral seismic vessel. However, the programmed 3D seismic acquisition campaign was suspended on April 6, 2022 after Operator PXP Energy received a written directive from the DOE to put all exploration activities on hold until the Security, Justice and Peace Coordinating Cluster (SJGCC) issues the necessary clearance to proceed. On April 11, 2022, PXP declared a Force Majeure event over the suspended seismic survey.

The SC 75 consortium is awaiting further instructions from the DOE, while all contracted vessels and personnel for the seismic survey have since demobilized from the SC 75 area.

SC 6A – Octon-Malajon Block

This is one of the first exploration areas in offshore Palawan. It includes about 165,000 hectares of relatively shallow water areas where a string of wells has found non-commercial oil accumulations in varied reservoir horizons. DOE granted in June 2009 the final 15-year extension of the SC-6A service contract.

In 2019, consortium operator Philodrill completed seismic interpretation and mapping works for the northern portion of the Octon-Malajon block, using recent and old SC 6A seismic data and subsurface data from the adjacent Galoc

In 2020, Philodrill engaged Dubai-based consultants LMKR to conduct Quantitative Interpretation (QI) works to determine possible drilling opportunities in the northern portion of the block (Malajon field); the results of which were provided to the consortium in January 2021.

On March 31, 2021, Philodrill gave notice to the DOE that the Joint Venture has elected not to enter the 12th year of the final 15-year term of SC 61 and consequently surrendered the Service Contract. The limited term remaining in the SC 6-A until its expiry in February 2024 exacerbated by the Covid-19 situation, greatly hampered the timely execution of the programs that the Joint Venture envisage undertaking to pursue appraisal programs and potential development opportunities in the area. Following the above, as of December 31, 2021, the Group has written-off the ₱159.298 million deferred cost. The DOE formally approved the relinquishment of SC 6-A on September 5, 2022. PERC held a 16.667% participating interest in SC 6-A.

14. Investments in Joint Venture and Business Combination

All joint ventures are incorporated in the Philippines. Details of the Company's investments of ownership are as follows:

	Unaudited 30-Sep-24	Audited 31-Dec-23
BUHAWIND EP	₱1,234,000	₱1,234,000
BUHAWIND NL	934,000	934,000
BUHAWIND NM	714,000	714,000
	₱2,882,000	₱2,882,000

BuhaWind NL, BuhaWind NM, and BuhaWind EP

As disclosed in Note 1d, the SEC approved the incorporation of BuhaWind Energy entities. PGEC initially invested ₱420,000 for each of the Companies and accounted those as investments in joint venture.

Throughout 2022 and 2023, PGEC and CE proceeded with several feasibility studies for the three (3) offshore wind blocks, namely 1) desktop wind and met-ocean resource, 2) power market, and 3) desktop site characterization in preparation for detailed geophysical and geotechnical studies.

Specifically for the Northern Luzon block, PGEC and CE commenced with additional pre-development studies, namely 1) initial environmental pre-scoping, 2) SIS application with NGCP, and 3) initial discussions with contractors for on-site wind measurement campaign.

In 2023, PGEC made an additional investment of ₱1.70 million in BuhaWind Energy. Also, in 2023 PGEC sold 20% of its interest in BuhaWind Energy to CE for ₱1.77 million which resulted to a gain of ₱1.69 million.

As of September 30, 2024 and December 31, 2023, these entities were still in the organizational stage and have not yet started its operations.

PetroWind Energy Inc.

Prior to May 2023, PetroGreen's 40% interest in PetroWind is accounted for as investment in joint venture. The other 60% interest is owned by EEIPC (20%) and BCPG Wind Cooperatief U.A. (40%).

As disclosed in Notes 1 and 5, the Group, through PGEC, consolidated PWEI starting May 2023 as the Group gained control over the relevant activities of PWEI.

In the process of consolidating PWEI, the net assets recognized in the 2023 consolidated financial statements were based on a provisional assessment of their fair value (please refer to Note 13 of the audited consolidated financial statements). A purchase price allocation study was conducted to evaluate the fair value of PWEI's net assets and set-up the identifiable intangible assets. Any excess amount of the fair value of the net assets and identifiable intangible assets over the PERC's acquisition cost from EEIPC and the carrying amount of PGEC's investment in PetroWind was recognized as Goodwill.

Based on the provisional valuation performed, the Group has identified an intangible asset which is the customer relationship with an estimated useful life of 27 years based on the remaining term of PWEI's service contract for the NWPP. The carrying value of customer relationship as of

December 31, 2023 amounted to ₱302.55 million, net of amortization during the period amounting to ₱7.76 million (see Note 16).

Goodwill amounting to ₱741.45 million (see Note 16), which was determined provisionally, represents the fair value of expected synergies arising from the business acquisition of PWEI and is yet to be finalized. Management did not note any indicators of impairment on the provisional goodwill as of December 31, 2023. Impairment testing will commence in the period when the initial accounting will be finalized, which should not be more than 12 months from the date of acquisition. None of the goodwill recognized is expected to be deductible for income tax purposes.

15. Leases

The Group entered into lease contracts for office spaces and land used as geothermal field and photovoltaic (PV) solar power facility. The office space lease agreements are for a period of two (2) years and are renewable by mutual agreement of both parties.

The land lease agreement (LLA) with NPC and PSALM for the geothermal field in Sto. Tomas, Batangas has a lease term of twenty-five (25) years, extendable for another 25 years upon mutual agreement of both parties.

The two lease agreements with Luisita Industrial Park Corporation (LIPCO) for land used for the photovoltaic solar power facility in Tarlac are for a period of 25 years, renewable by mutual agreement of both parties, generally under the same terms and conditions, with escalation clause of 3% every 2 years.

The Group's obligations under these leases are secured by the lessor's title to the leased assets. The Group is restricted from assigning and subleasing the leased assets.

The Group applies the 'short-term lease' and 'lease of low-value assets' recognition exemptions for all other leases, including leases of vehicles and parking slots.

The rollforward analyses of right-of-use assets follow:

	Unaudited 30-Sep-2024		Total
	Land	Office Spaces	
Cost			
Beginning balance	₱420,180,224	₱16,609,844	₱436,790,068
Additions	-	-	-
Ending balance	420,180,224	16,609,844	436,790,068
Accumulated depreciation			
Beginning balance	100,632,211	13,263,394	113,895,605
Depreciation (Notes 21 and 23)	11,920,361	5,844,553	17,764,914
Ending balance	112,552,572	19,107,947	131,660,519
Net Book Value	₱ 307,627,652	(2,498,103)	₱305,129,549

	Audited 31-Dec-2023		
	Land	Office Spaces	Total
Cost			
Beginning balance	₱420,180,224	₱12,748,688	₱432,928,912
Additions	-	3,861,156	3,861,156
Ending balance	420,180,224	16,609,844	436,790,068
Accumulated depreciation			
Beginning balance	80,487,446	9,826,811	90,314,257
Depreciation (Notes 21 and 23)	20,144,765	3,436,583	23,581,348
Ending balance	100,632,211	13,263,394	113,895,605
Net Book Value	₱319,548,013	₱3,346,450	₱322,894,463

The depreciation of the right-of-use of the lands in Tarlac and Batangas are presented as part of “Cost of electricity sales” while the depreciation of the right-of-use of office spaces are presented as part of “General and administrative expenses” in the consolidated statement of comprehensive income.

No lease liability was recognized for leases of land that have been prepaid. The rollforward analyses of lease liabilities are as follows:

	Unaudited 30-Sep-24	Audited 31-Dec-23
Beginning balance	₱324,638,301	₱328,794,340
Payments	(5,365,497)	(38,214,856)
Interest expense	90,726	30,197,662
Additions	-	3,861,155
Ending balance	319,363,530	324,638,301
Less current portion	49,481,788	54,756,559
Noncurrent portion	₱269,881,742	₱269,881,742

16. Intangible Assets and Goodwill

	Unaudited 30-Sep-2024					Total
	Goodwill	Customer Relationship	Land Rights	Production License	Software and Others	
Cost:						
Balances at beginning of year	₱741,446,021	₱310,311,852	₱153,277,610	₱45,074,178	₱47,964,856	₱1,298,074,517
Additions	-	-	-	-	834,449	834,449
Balances at end of year	741,446,021	310,311,852	153,277,610	45,074,178	48,799,305	1,298,908,966
Accumulated Amortization:						
Balances at beginning of year	-	7,757,796	48,555,042	23,114,965	46,233,347	125,661,150
Amortization	-	8,727,521	4,598,327	3,467,245	1,470,195	18,263,288
Balances at end of year	-	16,485,317	53,153,369	26,582,210	47,703,542	143,924,438
Net Book Values	₱741,446,021	₱293,826,535	₱100,124,241	₱18,491,968	₱1,095,763	₱1,154,984,528

	Audited 31-Dec-2023					
	Goodwill	Customer Relationship	Land Rights	Production License	Software and Others	Total
Cost:						
Balances at beginning of year	P-	P-	P152,249,710	P45,074,178	P45,093,625	P242,417,513
Additions	-	-	1,027,900	-	2,871,231	3,899,131
Business combination (Note 14)	741,446,021	310,311,852	-	-	-	1,051,757,873
Balances at end of year	741,446,021	310,311,852	153,277,610	45,074,178	47,964,856	1,298,074,517
Accumulated Amortization:						
Balances at beginning of year	-	-	42,122,421	18,491,972	41,540,627	102,155,020
Amortization	-	7,757,796	6,432,621	4,622,993	4,692,720	23,506,130
Balances at end of year	-	7,757,796	48,555,042	23,114,965	46,233,347	125,661,150
Net Book Values	P741,446,021	P302,554,056	P104,722,568	P21,959,213	P1,731,509	P1,172,413,367

Goodwill and customer relationship were recognized from business combination in 2023 (Note 14).

Intangible assets (other than from business combination) pertain to land rights, which refer to grant of easement of right of way entered by PetroSolar and Petrowind to construct, operate, maintain, repair, replace and remove poles, wire, cables, apparatus, and equipment and such other apparatus and structures needed for the transmission line. This also includes production license and software for accounting and for geological interpretation of Gabon Etame oil fields.

17. Investment Properties

As of September 30, 2024 and December 31, 2023 this account consists of land and parking lot space (located in Tektite) with cost amounting to P1.61 million.

The fair values of the investment properties of the Group are between P1 million to P1.70 million as of September 30, 2024 and December 31, 2023, respectively. The Group determined the fair values of the Group's investment properties on the basis of recent sales of similar properties in the area where the investment in properties is located and taking into account the economic conditions prevailing at the time the valuations were made.

As of September 30, 2024 and December 31, 2023, the fair values of the investment properties are classified under the Level 3 category (see Note 24).

Except for insignificant amounts of real property taxes on the investment properties, no other expenses were incurred, and no income was earned in relation to the investment properties.

18. Other Noncurrent Assets

	Unaudited 30-Sep-2024	Audited 31-Dec-2023
Deferred development costs	P693,298,550	P560,886,192
Input VAT	573,001,462	432,536,352
Advances to contractors	234,475,379	406,420,331
Restricted cash	17,485,220	17,297,610
Others	71,541,954	30,879,118
	1,589,802,565	1,448,019,603
Less allowance for probable losses	5,870,621	2,447,001
	P 1,583,931,944	P1,445,572,602

Provision for probable losses on input VAT amounted to ₱5.87 million and to ₱2.45 million in September 30, 2024 and December 31, 2023, respectively.

Input VAT

Input VAT represents VAT passed on from purchases of goods and services that can be claimed against any future liability to the BIR for output VAT from sale of goods and services.

Input VAT also includes outstanding input VAT claims that were applied or in the process of application by MGI for refund with the BIR. As of September 30, 2024 and December 31, 2023, the outstanding input VAT claims which are still pending with the Court of Tax Appeals and Supreme Court amounted to ₱98.79 million.

As of September 30, 2024, the Input VAT of PWEI includes VAT refunds related to Nabas-2, totaling ₱116 million (refers to 2023 VAT). The processing of the requirements began in November 2024 and the expected VAT refund claim is projected on July 2025.

Advances to contractors

Advances to contractors pertain to the downpayments to various contractors for procurement of materials, equipment and services.

Restricted cash

This pertains to the Parent Company's share in the non-current portion of escrow fund for the abandonment of the Etame Marine Permit.

Deferred development costs

These pertain to costs incurred in the exploration, development, production and expansion of renewable energy projects.

Others

Other noncurrent assets pertain to noncurrent portion of prepaid insurance, security deposits, advances to contractors and lot owners and balance of MERALCO account billing deposits.

19. Accounts Payable and Accrued Expenses

	Unaudited 30-Sep-2024	Audited 31-Dec-2023
Accounts payable	₱365,953,078	₱376,970,153
Accrued expenses		
Utilities	182,582,622	176,168,939
Interest (Note 20)	117,834,428	102,024,402
Sick/vacation leaves	42,736,919	22,259,971
Deferred development cost	-	34,339,951
Professional fees	6,710,330	9,429,903
Operations and maintenance	4,450,932	3,649,721
Government share/ ER 1-94	1,887,282	-
Profit share	634,862	15,278,985
Due to related parties (Note 23)	-	72,800
Others	2,852,186	1,291,600
Withholding taxes and other tax payables	18,658,891	25,481,621

	Unaudited 30-Sep-2024	Audited 31-Dec-2023
Due to NRDC	2,269,737	2,269,737
Provision for probable loss	-	7,344,223
Others	20,421,122	21,470,758
	₱766,992,389	₱798,052,764

Accounts payable mainly consists of payable to suppliers and contractors that are currently involved in the development, construction and operations of energy projects. Accounts payable also includes unclaimed checks pertaining to dividends payable amounting to ₱61.82 million and ₱33.93 million as of September 30, 2024 and December 31, 2023, respectively.

The Group's accounts payable and accrued expenses are due within one year.

20. Loans Payable

The Group's loans payable as of September 30, 2024 and December 31, 2023 are as follow:

	Unaudited 30-Sep-2024	Audited 31-Dec-2023
Principal, balance at beginning of year	₱7,936,435,793	₱3,488,375,640
Add availments during the year	3,476,610,096	3,946,036,089
Effect of business combination	-	1,774,159,119
Less principal payments during the year	3,325,722,714	1,272,135,055
Principal, balance at end of year	8,087,323,175	7,936,435,793
Less unamortized deferred financing cost	48,907,820	58,271,273
	8,038,415,355	7,878,164,520
Less current portion – net of unamortized deferred financing cost	955,215,566	3,699,707,830
Noncurrent portion	₱7,083,199,789	₱4,178,456,690

PetroEnergy's short-term loans payable

PetroEnergy entered into unsecured loan agreements to finance its investments in Renewable Energy Projects.

Short-term loan with the Development Bank of the Philippines (DBP)

On April 27, 2015, the Parent Company entered into an OCLA with DBP which provides a credit facility in the principal amount not exceeding ₱420 million. Effective January 19, 2021, the credit facility was decreased to ₱300 million. Loans payable to DBP as of December 31, 2022 are as follow:

- ₱63 million with interest rate of 5.8% and maturity on January 10, 2023
- ₱108 million with interest rate of 5.5% and maturity on January 26, 2023
- ₱80 million with interest rate of 5.8% and maturity on June 23, 2023

In 2023, the Parent Company already paid the outstanding short-term loans from DBP. As of September 30, 2024, the company has no existing short-term loan from DBP.

Short-term loan with Bank of the Philippine Island (BPI)

On April 19, 2023, the Parent Company entered into a short-term loan (STL) facility with BPI which provides a principal amount not exceeding ₱2.6 billion plus P1.0 billion blanket line with 1 year validity. As of December 31, 2023, loans payable to BPI amounted to ₱1.5 billion with an interest rate ranging from 7.00% to 7.50% and maturity dates between January to May 2024.

On January 28, 2024, the Parent Company secured a 10-year long-term loan (LTL) facility from BPI amounting to ₱2.55 billion with an interest rate ranging from 7.2984% to 7.8449%. The proceeds were used to settle the short-term loans due in January to April 2024.

Short-term Loan with Rizal Commercial Banking Corporation (RCBC)

On August 15, 2024, PetroEnergy converted its short-term loan from RCBC to long term loan amounting to ₱278.50 million with interest of 7.3553% and maturity date of August 15, 2034. As of September 2024, the company has no existing short-term loan from RCBC.

Interest expense related to STL and LTL amounted to ₱154.42 million and ₱107.76 million on September 30, 2024 and December 31, 2023, respectively. Accrued interest payable amounted to ₱28.69 million and ₱27.00 million as of September 30, 2024 and December 31, 2023, respectively (see Note 19).

PetroGreen's long-term loans payable

Long-term loan with RCBC

On November 16, 2020, PetroGreen obtained a long-term unsecured loan from RCBC amounting to ₱400.00 million. The loan bears interest at a fixed rate of 4.74% payable semi-annually. The principal amount is payable in five equal annual installments starting November 11, 2021.

As of September 30, 2024 and December 31, 2023, the outstanding loan balance, net of unamortized deferred financing costs, amounted to ₱159.81 million and ₱159.58 million, respectively.

Interest expense of PetroGreen amounted to ₱6.34 million and ₱12.16 million in September 30, 2024 and December 31, 2023, respectively. Accrued interest payable amounted to ₱2.58 million and ₱0.85 million as of September 30, 2024 and December 31, 2023, respectively (see Note 19).

MGI's long-term loans payable

Project Loan Facility Agreements with RCBC

On May 19, 2016, MGI, together with PetroGreen, PHINMA and PNOC RC executed the Project Loan Facility Agreement with RCBC for a ₱1,400.00 million project loan to finance the design, development and construction of MGPP-2 or M2.

On September 5, 2016, MGI, together with PetroGreen, PHINMA and PNOC RC executed another Project Loan Facility Agreement with RCBC for a ₱2,100.00 million project loan to finance the design, development and construction of MGPP-1 or M1. This was done to consolidate the outstanding principal of the term loan under the 2011 OLSA with RCBC and BPI, incidental costs, general corporate expenditures and working capital requirement.

MGPP-1 or M1 new Loan

The new MGPP-1 or M1 loan amounting to ₱2,100.00 million has a term of ten (10) years from the drawdown date of October 10, 2016. Interest and principal are payable semi-annually. Interest payment started on October 12, 2016, while the twenty (20) semi-annual principal payments started on April 12, 2017.

Interest rate is fixed for the first five (5) years from drawdown date, based on the sum of the prevailing 5-year fixed benchmark rate on the pricing date and the margin of 1.75% (the “Initial Interest Rate”). On the repricing date, the interest for the remaining five (5)-year term of the loan will be the higher of (i) the sum of then prevailing 5-year fixed benchmark rate plus the margin of 1.75%, or (ii) the initial interest rate.

Interest expense recognized from the loan amounted to ₱32.81 million and ₱57.70 million on September 30, 2024 and December 31, 2023, respectively.

MGPP-2 or M2 Expansion Loan

The MGPP-2 or M2 Expansion Loan amounting to ₱1,400.00 million has a term of twelve (12) years including thirty-six (36) months grace period from initial drawdown date of June 2, 2016. Interest and principal are payable semi-annually. Interest payment started on October 12, 2016, while the eighteen (18) semi-annual principal payments started on October 12, 2019.

Interest rate is fixed for the first seven (7) years from the initial drawdown date based on the sum of the prevailing 7-year fixed benchmark rate on the pricing date and the applicable margin of (1) 2.25% per annum prior to commercial operations date, or (2) 1.75% per annum from and after the Commercial Operations Date (the “Initial Interest Rate”). For subsequent drawdowns, interest rate will be the three (3) –day simple average interpolated rate based on the remaining tenor and computed using the straight-line method. On the repricing date, the interest for the remaining five (5)-year term of the loan will be the higher of (i) the sum of the then prevailing 5-Year fixed benchmark rate plus the applicable margin, or (ii) the weighted average interest rate during the first seven (7) years of the loan. Interest expense amounted to ₱45.95 million and ₱43.15 million in September 2024 and December 31, 2023, respectively.

Accrued interest payable of MGI’s loans amounted to ₱38.65 million and ₱20.58 million as of September 30, 2024 and December 31, 2023, respectively (see Note 19).

As of September 30, 2024 and December 31, 2023 the total outstanding loan balance amounted to ₱1,375.02 million and ₱1,572.86 million respectively.

The loan covenants covering the outstanding debt of MGI include, among others, the following conditions: maintenance at all times of Debt-to-Equity (DE) Ratio of not greater than 70:30, Default Debt Service Coverage Ratio (DSCR) of at least 1.10x both until full payment of the Loans, and Dividend DSCR of at least 1.20x. MGI is also required to transfer in the DSPA equivalent to one-sixth (1/6) of the amount sufficient to pay for the forthcoming debt service scheduled in April and October of every year until the loan is fully paid off (see Note 7). As of September 30, 2024 and December 31, 2023, MGI has been compliant with the above conditions.

PetroSolar’s long-term loans payable

On November 12, 2015, the PetroSolar, together with PetroGreen and EEIPC, as third party mortgagors and pledgors, entered into a ₱2,600.00 million OLSA with PNB and DBP specifically to partially finance the design, development, procurement, construction, operation and maintenance of its TSPP. PetroSolar shall fully pay the loan for the pro-rata account of each lender within twelve (12) years from and after the date of the initial drawdown. Interest and principal are payable semi-annually. Interest payment started on May 27, 2016, while the twenty-two (22) semi-annual principal payments started on November 27, 2016.

The rate of the interest applicable to the facility or the relevant part thereof for each interest period shall be fixed for the first seven periods (7) from the initial drawdown date (the Initial Interest Rate). Prior

to the FIT entitlement and collection of FIT revenues of the borrower, the rate shall be the higher of: (i) the aggregate of the seven (7) year PDST-R2 and the initial credit spread of 2.25%, or (ii) the minimum interest rate of 5.75%. Upon FIT entitlement of at least 40MW and collection of FIT revenues by the borrower equivalent to an aggregate of at least ₱473.00 million within a period not exceeding twelve (12) consecutive months, the rate shall be the higher of (i) the weighted average interest rate in previous drawdowns less the step down credit spread of 0.25%, or (ii) minimum interest rate, and which interest rate shall be applied beginning the following month immediately succeeding the month wherein the aforesaid FIT entitlement and FIT revenue collection thresholds were satisfied. PetroSolar met the criteria for FIT entitlement and aggregate collection of at least ₱473 million within 12 months which resulted to a lower interest rate effective July 2017.

On November 25, 2022, the OLSA reached the 7th year of its term. The repricing date, based on the OLSA, shall occur by the end of the 7th year from the initial drawdown date, on which date, the interest rate for the remaining five-year tenor will be repriced. The new applicable interest rate is 9.12% after the repricing. This was renegotiated to be reduced from 9.12% to 8.59% which was approved by the bank and made effective starting May 26, 2023. The applicable interest rate is equal to 8.59% as of September 30, 2024 and December 31, 2023, respectively.

The loan covenants covering the outstanding debt of PetroSolar include, among others, maximum debt-to-equity ratio of 75:25 and establishment of DSPA required balance (see Note 7). As of September 30, 2024 and December 31, 2023, PetroSolar is in compliance with the said loan covenants.

As of September 30, 2024 and December 31, 2023, the outstanding balance of this loan amounted to ₱673.68 million and ₱783.88 million, respectively.

Interest expense of PetroSolar related to the loans amounted to ₱53.43 million and ₱89.63 million in September 30, 2024 and December 31, 2023, respectively. Accrued interest payable amounted to ₱17.36 million and ₱5.95 million as of September 30, 2024 and December 31, 2023, respectively (see Note 19).

PetroSolar mortgaged all of its property and equipment related to TSPP-1 as collateral in connection with the loan (see Note 12).

PetroWind long-term loans

NWPP-1

On November 4, 2013, PetroWind entered into ₱2.80 billion OLSA with DBP to finance the NWPP-1. Subsequently, on June 4, 2015, an amended agreement was entered between PetroWind and DBP for an increase in loan amounting to ₱200.00 million.

The loan shall be fully paid and liquidated in fifteen (15) years from and after the date of initial borrowing. Principal and interest shall be repaid in twenty-five (25) equal semi-annual installments with its first principal and interest payment made last January 10, 2017.

The rate of interest to be paid on interest date is 6.32% per annum, equal to benchmark rate plus 225 basis points (bps) per annum or 5.50% per annum, whichever is higher, subject to repricing every 5 years. The new interest rate after the first repricing date last January 10, 2019 is 9.01% per annum. This was renegotiated to be reduced from 9.01% to 7.00% per annum.

Starting January 10, 2024, the applicable interest rate is 7.31% per annum after further repricing. This amendment did not result to the extinguishment of the loan.

The total interest expense incurred amounted to ₱69.56 million and ₱98.73 million as of September 30, 2024 and December 31, 2023, respectively. Interest payable amounted to ₱22.31 million and 47.65 million as of September 30, 2024 and December 31, 2023, respectively (see Note 19).

NWPP-2

On February 22, 2023, PetroWind entered into ₱1.81 billion OLSA with DBP to finance the NWPP-2. The principal shall be payable in twenty-five (25) equal semi-annual installments in arrears to commence at the earlier of thirty-sixth (36th) month from initial drawdown or six (6) months from COD until fully paid. The interest shall be fixed for two (2) years based on the higher of 2-year BVAL plus 1.0% p.a. or 6.25% p.a. determined at the time of drawdown, subject to repricing.

PetroWind has drawn a total of ₱1.54 billion as of September 30, 2024. The remaining balance will be subsequently drawn in 2025.

The total interest expense incurred amounted to ₱79.15 million and ₱35.97 million on September 30, 2024 and December 31, 2023, respectively.

For NWPP-1 and NWPP-2, the loan covenants require PetroWind to maintain a debt-to-equity ratio of 70:30 and maintain a DSRA required balance equivalent to one principal plus one interest amortization at all times until full settlement of the loan. As of September 30, 2024, PetroWind is in compliance with the said loan covenants.

PetroWind pledged all of its property and equipment items as collateral to secure its borrowings (see Note 12).

Dagohoy Green Energy Corporation (DGEC)

On May 20, 2024, DGEC entered into ₱834.76 million Omnibus Loan and Security Agreement (OLSA) with RCBC. As of September 30, 2024, DGEC's total loan drawdown from RCBC amounted to ₱511.67 million with interest ranging from 7.7589% to 8.0321% to fund the Dagohoy Solar Power Project (DSPP).

Deferred financing costs

Deferred financing costs are incidental costs incurred in obtaining the loan which includes documentary stamp tax, transfer tax, chattel mortgage, real estate mortgage, professional fees, arranger's fee and other costs directly attributable to obtaining the loan. The balance of unamortized deferred financing costs is presented as a deduction from the loans payable account and is amortized over the term of the loan using the effective interest rate method.

21. Asset Retirement Obligation

The Group has recognized its share in the abandonment costs associated with the Etame, Avouma and Ebouri oilfields located in Gabon, West Africa, geothermal field located in Sto. Tomas Batangas, photovoltaic (PV) solar power facility in Tarlac, and wind farm in Nabas and Malay, Aklan.

Movements in this account follow:

	Unaudited 30-Sep-2024	Audited 31-Dec-2023
Balance at beginning of year	₱167,532,915	₱66,230,330
Additions	-	37,661,653
Change in estimates (Note 12)	-	56,701,173
Accretion expense	9,684,686	6,944,814
Foreign exchange adjustment	361,963	(5,055)
Balance at end of year	₱177,579,564	₱167,532,915

22. Equity

Under the existing laws of the Republic of the Philippines, at least 60% of the Parent Company's issued capital stock should be owned by citizens of the Philippines for the Parent Company to own and hold any mining, petroleum or renewable energy contract area. As of September 30, 2024, the total issued and subscribed capital stock of the Parent Company consists of 99.79% Filipino and 0.21% non-Filipino as compared to 99.83% Filipino and 0.17% non-Filipino as of December 31, 2023.

As of September 30, 2024 and December 31, 2023, paid-up capital consists of:

Capital stock – ₱1 par value	
Authorized – 700,000,000 shares	
Issued and outstanding	₱568,711,842
Additional paid-in capital	2,156,679,049
	₱2,725,390,891

The Group's track record of capital stock follows:

	Number of shares registered	Issue/offer price	Date of SEC approval	Number of holders as of year-end
Listing by way of introduction - August 11, 2004	84,253,606	₱3/share	August 4, 2004	
Add (deduct):				
25% stock dividend	21,063,402	₱1/share	September 6, 2005	
30% stock dividend	31,595,102	₱1/share	September 8, 2006	
1:1 stock rights offering	136,912,110	₱5/share	May 26, 2010	
December 31, 2010	273,824,220			2,149
Deduct: Movement	-			(26)
December 31, 2011	273,824,220			2,123
Deduct: Movement	-			(10)
December 31, 2012	273,824,220			2,113
Deduct: Movement	-			(41)
December 31, 2013	273,824,220			2,072
Deduct: Movement	-			(29)
December 31, 2014	273,824,220			2,043
Add (Deduct):				
2:1 stock rights offering	136,912,110	₱4.38/share	June 3, 2015	(15)
December 31, 2015	410,736,330			2,028
Deduct: Movement	-			(1)
December 31, 2016	410,736,330			2,027
Deduct: Movement	-			(15)
December 31, 2017	410,736,330			2,012
Add (Deduct):	157,975,512	₱4.8/share	January 8, 2018	(8)

<u>1.2:6 stock rights offering</u>		
December 31,2018	568,711,842	2004
Deduct: Movement	-	(5)
December 31,2019	568,711,842	1,999
Deduct: Movement	-	(1)
December 31,2020	568,711,842	1,998
Deduct: Movement	-	(5)
December 31,2021	568,711,842	1,993
Deduct: Movement	-	(2)
December 31,2022	568,711,842	1,991
Deduct: Movement	-	-
December 31,2023	568,711,842	1,991
Deduct: Movement	-	(7)
June 30,2024	568,711,842	1,984
Deduct: Movement	-	-
September 30,2024	568,711,842	1,984

On July 26, 2017, at the BOD meeting, the Parent Company was authorized to raise approximately one billion pesos (₱1,000,000,000) in capital, by offering and issuing to all eligible stockholders as of record date, the rights to subscribe up to all of the existing unissued common shares of the Parent Company (“Stock Rights Offer”).

On September 29, 2017, the Parent Company filed its application for the listing and trading of rights shares with the PSE. On December 13, 2017, the PSE approved the application to list the Rights Shares.

The rights offer entitled eligible stockholders as of record date of January 12, 2018 to subscribe to one rights share for every 2.6 shares held at an offer price of ₱4.80 per share.

The rights offer was undertaken on January 22 to 26, 2018. Following the close of the offer period, the Parent Company successfully completed the stock rights offer for 157,975,512 common shares with gross proceeds of ₱758.28 million and was subsequently listed on the PSE on February 2, 2018.

The proceeds from the stock rights offer were used for the development and expansion plans of the Group’s renewable energy projects, general corporate requirements, and payments of loans and the related interest.

On November 29, 2023, the BOD of PERC approved the declaration of 5% cash dividend or ₱0.05 per share to all stockholders of record as of December 14, 2023 and payable on December 28, 2023.

On July 18, 2024, the BOD of PERC approved the declaration of 5% cash dividend or ₱0.05 per share to all stockholders of record as of August 8, 2024 and paid on August 30, 2024.

Cumulative Translation Adjustment

In 2018, because of the change in business circumstances of the Parent Company, management changed its functional currency from United States Dollar (USD) to PHP effective January 31, 2018. All resulting exchange differences in the remeasurement of USD balances to PHP balances were recognized as ‘Cumulative Translation Adjustment’.

Equity Reserve and Deposit for Future Stock Subscription

On June 9, 2015, PetroEnergy sold its 10% interest in PetroGreen to EEIPC, bringing its ownership in PetroGreen from 100% to 90%. The transaction was accounted as an equity transaction since there was no change in control.

The effect of change in the ownership interest in PetroGreen on the equity attributable to owners of PetroEnergy as a result of the sale of 10% to EEI Power Corporation is summarized as follows:

Consideration received from NCI	₱206,000,000
Carrying amount of NCI sold	(125,950,762)
<u>Excess of consideration received recognized in equity</u>	<u>₱80,049,238</u>

On October 14, 2022, PetroGreen issued 363,244,840 shares to Kyuden resulting in the decrease in the ownership interest of PetroEnergy in PetroGreen from 90% to 76.92%. The transaction was accounted as an equity transaction since there was no loss of control.

The effect of change in the ownership interest in PetroGreen on the 2022 equity attributable to owners of PetroEnergy is summarized as follows:

Consideration received from NCI	₱1,687,431,477
Carrying amount of NCI sold	(1,030,763,729)
<u>Excess of consideration received recognized in equity</u>	<u>₱656,667,748</u>

In January 2023, the Group classified the 2022 deposit for stock subscription received from Kyuden under escrow fund (Note 7) amounting to ₱1.63 billion into NCI and Equity Reserve (excess of consideration over carrying value of NCI sold) after Kyuden acquired the additional 10.47% ownership interest in PGEC through completion of all the requirements in the subscription agreement. The deposit for future stock subscription is considered a non-cash financing activity in 2022. As of December 31, 2023, Kyuden's equity interest in PGEC is 25%.

The effect of change in the ownership interest in PetroGreen on the 2023 equity attributable to owners of PetroEnergy is summarized as follows:

Consideration received from NCI*	₱1,634,762,579
Carrying amount of NCI sold	(925,716,414)
<u>Excess of consideration received recognized in equity</u>	<u>₱709,046,165</u>

**Net of equity transaction cost amounting to ₱16.29 million*

The effect of change in the ownership interest in PetroSolar on the equity attributable to owners of PetroEnergy as a result of PERC's acquisition of EEIPC's 44% interest (Note 1c) is summarized as follows:

Consideration	₱1,443,942,735
Carrying amount of NCI acquired	(1,285,392,308)
<u>Excess of consideration paid recognized in equity</u>	<u>₱158,550,427</u>

The effect of change in the ownership interest in PetroGreen on the equity attributable to owners of PetroEnergy as a result of PERC's acquisition of EEIPC's 7.5% interest (Note 1c) is summarized as follows:

Consideration	₱521,211,059
Carrying amount of NCI acquired	(568,948,930)
<u>Excess of carrying amount recognized in equity</u>	<u>(₱47,737,871)</u>

As of September 30, 2024 and December 31, 2023, the balances of equity reserve account amount to ₱1.59 billion and ₱1.33 billion, respectively.

Capital Management

The primary objective of the Group's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximize shareholders' value.

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 increase its debt from creditors, adjust the dividend payment to shareholders or issue new shares.

As of September 30, 2024 and December 31, 2023, the Group monitors capital using a debt-to-equity ratio, which is total liabilities divided by total equity.

Capital Management

The primary objective of the Group's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximize shareholders' value.

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 increase its debt from creditors, adjust the dividend payment to shareholders or issue new shares.

As of September 30, 2024 and December 31, 2023, the Group analyzes its capital structure primarily through the debt-to-equity ratio.

The Group's sources of capital as of September 30, 2024 and December 31, 2023 are as follows:

	Unaudited 30-Sep-2024	Audited 31-Dec-2023
Loans payable	₱8,038,415,355	₱7,878,164,520
Capital stock	568,711,842	568,711,842
Additional paid-in capital	2,156,679,049	2,156,679,049
Retained earnings	4,045,484,512	3,669,829,291
Equity reserve	1,585,120,578	1,334,950,575
	₱16,394,411,336	₱ 15,608,335,277

The table below demonstrates the debt-to-equity ratio of the Group as of September 30, 2024 and December 31, 2023:

	Unaudited 30-Sep-2024	Audited 31-Dec-2023
Total liabilities	₱9,346,006,521	₱9,213,321,206
Total equity	13,882,192,586	12,668,968,405
Debt-to-equity ratio	0.67:1	0.73:1

Based on the Group's assessment, the capital management objectives were met on September 30, 2024 and December 31, 2023.

23. Related Party Transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party in making financial and operating decisions or the parties are subject to common control or common significant influence (referred to as ‘Affiliates’). Related parties may be individuals or corporate entities.

Significant transactions with related parties are as follows:

Related Party/Nature	Transactions for the Period		Outstanding Balance		Terms and Conditions
	30-Sep-24	31-Dec-23	Receivables (Payables) 30-Sep-24	31-Dec-23	
Investor					
House of Investments, Inc					
Internal audit services	₱655,200	₱873,600	₱-	₱-	Note a
Joint Venture					
PetroWind					
Rental income	–	285,714	–	–	Note b
Timewriting fee	–	5,539,939	–	–	Note c
Management income	–	666,667	–	–	Note c
Advances – receivable	–	2,334,037	–	–	Note d
<hr/>					
Affiliate					
AC Energy Corporation (ACEN)					
Electricity sales	766,529,849	1,027,174,970	98,025,477	101,935,010	Note e
Pass-on Wheeling, Ancillary & Transmission Charges	63,833,649	50,560,116	3,371,521	3,464,223	Note e
<hr/>					
			101,396,998	105,399,233	
<hr/>					
Affiliate					
EEI Power Corporation					
Other income	₱-	₱-	₱-	₱683,200	Note f
<hr/>					
Affiliate					
LIPCO					
Land lease	₱24,885,000	₱34,086,297	–	₱-	Note g
<hr/>					
Affiliate					
Enrique T. Yuchengco, Inc.					
Rental income	782,351	929,657	509,162	455,165	Note h

- PetroEnergy has Internal Audit Engagement arrangements with House of Investments, Inc. (HI). These are non-interest bearing and payable when due and demandable.
- PetroGreen charges rental fees to PetroWind amounting to ₱71,429 every month. These are non-interest bearing and payable when due and demandable. Since PetroWind is already consolidated, this transaction is already eliminated as of September 30, 2024.

- c. Timewriting fees are charged by PetroGreen for accounting, legal management and other support services rendered to PetroWind. Management income refers to charges by PetroEnergy to PetroWind. These are non-interest bearing and are payable when due and demandable. Since PetroWind is already consolidated, these transactions are already eliminated as of September 30, 2024.
- d. Advances represent reimbursements of costs and expenses. Since PetroWind is already consolidated, these transactions are already eliminated as of September 30, 2024.
- e. Electricity sales to ACEN (formerly PHINMA) is pursuant to the Electricity Supply Agreement. This is due and payable on the last business day of the month succeeding the billing period and non-interest bearing if paid within the due date.
- f. PetroGreen charged EEI Power Corporation (EEIPC) amounting to ₱550,000 plus VAT representing charges for the equity valuation study in 2023.
- g. The Group leased 77 hectares of land area from LIPCO (Note 15). This is non-interest bearing and payable when due and demandable.
- h. On April 29, 2021, PGEC completed its first commercial and industrial (C&I) rooftop solar power project for the Enrique T. Yuchengco Bldg. in Binondo, Manila.

The building owner E.T. Yuchengco Inc. (ETY) and project owner PGEC signed a 15-year Rent-to-Own Agreement for a 140.8-kWp solar rooftop facility last January 14, 2021. The rental period commenced upon the project's completion in April 2021. After said 15-year cooperation period, PGEC will turn-over the said rooftop solar facility to ETY.

24. Financial Instruments

The Group's principal financial instruments include cash and cash equivalents, short-term investments, financial assets at FVTPL, receivables, restricted cash, loans payable, accounts payable, accrued expenses and dividends payable. The main purpose of these financial instruments is to fund the Group's working capital requirements.

Categories and Fair Values of Financial Instruments

As of September 30, 2024 and December 31, 2023, the carrying amounts of the Group's financial assets and financial liabilities approximate their fair values except for loans payable and lease liabilities. The fair value of the loans payable as of December 31, 2023 amounted to ₱7.88 billion compared to their carrying value of ₱7.94 billion.

The methods and assumptions used by the Group in estimating the fair value of financial instruments are:

Financial instruments	Considerations
<i>Cash and cash equivalents, short-term investments, restricted cash, receivables, accounts payable and accrued expenses, and short-term loans payable</i>	Due to the short-term nature of the instruments, carrying amounts approximate fair values as at the reporting date.
<i>Equity securities</i>	Fair values are based on published quoted prices (Level 1).

<i>Golf club shares</i>	Fair values are based on quoted market prices at reporting date (Level 1).
<i>Long-term loans payable</i>	Fair value is based on the discounted value of expected future cash flows using the applicable interest rate for similar type of instruments. The fair value is derived using the prevailing PH BVAL rate in 2022 and 2021.
<i>Lease liabilities</i>	Estimated fair value is based on the discounted value of future cash flows using the prevailing PH BVAL rate.

The fair value is based on the source of valuation as outlined below:

- quoted prices in active markets for identical assets or liabilities (Level 1);
- those involving inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly (Level 2); and
- those with inputs for the asset or liability that are not based on observable market data (unobservable inputs) (Level 3).

In September 30, 2024 and December 31, 2023, there were no transfers of financial instruments among all levels.

Financial Risk Management Objectives and Policies

The Group manages and maintains its own portfolio of financial instruments in order to fund its own operations and capital expenditures. Inherent in using these financial instruments are the following risks on liquidity, market and credit.

Financial Risks

The main financial risks arising from the Group's financial instruments are liquidity risk, market risk and credit risk.

a. Liquidity Risk

Liquidity risk is the risk that the Group is unable to meet its financial obligations when due. The Group monitors its cash flow position and overall liquidity position in assessing its exposure to liquidity risk. The Group maintains a level of cash and cash equivalents deemed sufficient to finance its operations and to mitigate the effects of fluctuation in cash flows. To cover its short-term and long-term funding requirements, the Group obtains funds from various sources including internally generated funds and loans from financial institutions. As of September 30, 2024 and December 31, 2023, the Group has existing credit line facilities from which they can draw funds from (see Note 20).

The tables below summarize the maturity profile of the Group's financial assets and financial liabilities as of September 30, 2024 and December 31, 2023 based on contractual payments:

	30-Sep-24 (Unaudited)			Total
	On demand	1 year or less	More than 1 year	
<i>Financial Assets</i>				
Financial assets at FVTPL	₱6,471,308	₱–	₱–	₱6,471,308
Financial assets at amortized cost:				
Cash and cash equivalents	3,673,576,897	–	–	3,673,576,897
Accounts receivable	116,045,460	459,610,428	–	575,655,888
Other receivables	–	–	34,658,585	34,658,585

	30-Sep-24 (Unaudited)			
	On demand	1 year or less	More than 1 year	Total
Interest receivable	8,923,207	–	–	8,923,207
Refundable deposits	–	468,721	5,914,904	6,383,625
Restricted cash	–	358,544,965	17,485,220	376,030,185
Contract assets	–	31,446,167	753,431,751	784,877,918
	3,805,016,872	850,070,281	811,490,460	5,466,577,613
<i>Financial Liabilities</i>				
Financial liabilities at amortized cost:				
Loans payable	–	955,215,566	7,083,199,789	8,038,415,355
Lease liabilities	–	49,481,788	269,881,742	319,363,530
Accounts payable and accrued expenses	748,333,498	–	–	748,333,498
	748,333,498	1,004,697,354	7,353,081,531	9,106,112,383
Net financial assets (liabilities)	₱3,056,683,374	(₱154,627,073)	(₱6,541,591,071)	(₱3,639,534,770)
	31-Dec-23 (Audited)			
	On demand	1 year or less	More than 1 year	Total
<i>Financial Assets</i>				
Financial assets at FVTPL	₱6,958,720	₱–	₱–	₱6,958,720
Financial assets at amortized cost:				
Cash and cash equivalents	2,334,304,367	–	–	2,334,304,367
Short-term investments	1,975,286,425	–	–	1,975,286,425
Accounts receivable	185,205,824	458,505,758	–	643,711,582
Interest receivable	86,809,859	–	–	86,809,859
Refundable deposits	–	458,721	4,967,207	5,425,928
Restricted cash	–	293,744,077	17,297,610	311,041,687
Contract assets	–	127,134,899	609,572,499	736,707,398
	4,588,565,195	879,843,455	631,837,316	6,100,245,966
<i>Financial Liabilities</i>				
Financial liabilities at amortized cost:				
Loans payable**	–	780,533,583	7,097,611,310	7,878,144,893
Lease liabilities	–	54,756,559	269,881,742	324,638,301
Accounts payable and accrued expenses*	741,221,940	–	–	741,221,940
	741,221,940	835,290,142	7,367,493,052	8,944,005,134
Net financial assets (liabilities)	₱3,847,343,255	₱44,553,313	(₱6,735,655,736)	(₱2,843,759,168)

*Excluding statutory payables

**Includes future interest payments

b. Market Risk

Market risk is the risk of loss on future earnings, on fair values or on future cash flows that may result from changes in market prices. The value of a financial instrument may change as a result of changes in equity prices, foreign currency exchanges rates, interest rates and other market changes.

Foreign Exchange Risk

Foreign currency risk is the risk that the value of the Group's financial instruments denominated other than the Group's functional currency diminishes due to unfavorable changes in foreign exchange rates. The Group's transactional currency exposures arise from cash and cash equivalents, receivables and accounts payable and accrued expenses.

The Group's foreign currency-denominated financial instruments as of September 30, 2024 and December 31, 2023 are as follows:

	30-Sep-24 (Unaudited)		31-Dec-23 (Audited)	
	US Dollar	Peso Equivalent	US Dollar	Peso Equivalent
<i>Financial assets</i>				
Cash and cash equivalents	\$1,878,414	₱105,247,560	\$3,560,220	₱197,830,741
Receivables	1,084,543	60,766,961	1,031,907	57,339,972

	30-Sep-24 (Unaudited)		31-Dec-23 (Audited)	
	US Dollar	Peso Equivalent	US Dollar	Peso Equivalent
Restricted Cash	312,069	17,485,220	312,069	17,297,610
	3,275,026	183,499,741	4,904,196	272,468,323

Financial liabilities

Accounts payable and accrued expenses	(287,785)	(16,124,573)	1,298,471	72,152,130
Net exposure	\$2,987,241	₱167,375,168	\$3,605,725	₱200,316,193

As of September 30, 2024 and December 31, 2023, the exchange rates used for conversion are ₱56.030 and ₱55.567 per US\$1, respectively.

There is no other impact on the Group's equity other than those already affecting income before income tax.

Interest Rate Risk

The Group's exposure to market risk for changes in interest rates relates primarily to the Group's loans payable. Interest rate of loans payable is fixed but subject to repricing.

There is no other impact on the Group's equity other than those already affecting income before income tax.

c. *Credit Risk*

Credit risk is the possibility of loss for the Group if its receivable counterparties fail to discharge their contractual obligations. With respect to credit risk arising from the other financial assets of the Group, which comprise of cash and cash equivalents, short-term investments, receivables, financial assets at FVTPL, and restricted cash, the Group's exposure to credit risk could arise from default of the counterparty.

The Group trades only with recognized, creditworthy third parties. However, the Group's credit risk exposure is concentrated on a few counterparties as inherent in the oil exploration and production and renewable energy businesses. The Group has a well-defined credit policy and established credit procedures. In addition, receivable balances are being monitored on a regular basis to ensure timely execution of necessary intervention efforts.

The table below summarizes the Group's gross maximum credit risk exposure from its financial instruments and contract asset. These amounts are gross of collateral and credit enhancements, but net of any amounts offset and allowance for impairment losses:

	30-Sep-24	31-Dec-23
Financial assets:		
Cash in banks and cash equivalents	₱3,673,576,897	₱2,334,304,367
Short-term investments	-	1,975,286,425
Receivables	558,900,345	730,521,441
Restricted cash	376,030,185	311,041,687
Refundable deposits	6,383,625	5,425,928
Financial assets at FVTPL	6,471,308	6,958,720
Contract assets	784,877,918	736,707,398
	₱5,406,240,278	₱6,100,245,966

An impairment analysis is performed at each reporting date using a provision matrix to measure ECL. The mechanics of the ECL calculations and the key elements are, as follows:

- a. *Probability of default (PD)* is an estimate of the likelihood of default over a given time horizon.
- b. *Exposure at default (EAD)* is an estimate of the exposure at a future default date taking into account expected changes in the exposure after the reporting date.
- c. *Loss given default (LGD)* is an estimate of the loss arising in the case where a default occurs at a given time.

ECLs are recognized in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next twelve (12) months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL). In its ECL models, the Group relies on a broad range of forward-looking information as economic inputs.

The inputs and models used for calculating ECLs may not always capture all characteristics of the market at the date of the financial statements. To reflect this, qualitative adjustments or overlays are occasionally made as temporary adjustments when such differences are significantly material.

The table below shows the aging by class of asset for the Group's financial assets and contract asset as of September 30, 2024 and December 31, 2023:

	30-Sep-24 (Unaudited)			Total
	Current (High grade)	More than 90 days (Standard grade)	Credit impaired	
Financial assets:				
Cash and cash equivalents*	₱3,672,593,002	₱–	₱–	₱3,672,593,002
Accounts receivable	512,636,101	–	2,682,452	515,318,553
Other receivables	–	34,658,585	–	34,658,585
Interest receivable	8,923,207	–	–	8,923,207
Financial assets at FVTPL	6,471,308	–	–	6,471,308
Refundable deposits	6,383,625	–	–	6,383,625
Restricted cash	376,030,185	–	–	376,030,185
Contract assets	784,877,918	–	–	784,877,918
	₱5,367,915,346	₱34,658,585	₱2,682,452	₱5,405,256,383

	31-Dec-23 (Audited)			Total
	Current (High grade)	More than 90 days (Standard grade)	Credit impaired	
Financial assets:				
Cash and cash equivalents*	₱2,333,643,164	₱–	₱–	₱2,333,643,164
Short-term investments	1,975,286,425	–	–	1,975,286,425
Accounts receivable	643,711,582	–	2,682,453	646,394,035
Other receivables	–	–	–	–
Interest receivable	86,809,859	–	–	86,809,859
Financial assets at FVTPL	6,958,720	–	–	6,958,720

Refundable deposits	5,425,928	–	–	5,425,928
Restricted cash	311,041,687	–	–	311,041,687
Contract asset	736,707,398	–	–	736,707,398
	₱6,099,584,763	₱–	₱2,682,453	₱6,102,267,216

*excluding cash on hand

Financial assets are classified as high grade if the counterparties are not expected to default in settling their obligations. Thus, credit risk exposure is minimal. Financial assets are classified as a standard grade if the counterparties settle their obligation with the Group with tolerable delays. Low grade accounts are accounts, which have probability of impairment based on historical trend. These accounts show propensity of default in payment despite regular follow-up actions and extended payment terms. The Group's cash in banks, cash equivalents, accounts receivable, interest receivable and restricted cash have high grade credit quality.

25. Segment Information

For management purposes, the Group is organized into business units based on their products and has four reportable segments as follows:

- The oil production segment is engaged in the oil and mineral exploration, development and production.
- The geothermal energy segment develops and operates geothermal steamfields and power plants.
- The solar energy segment carries out solar energy operations of the Group.
- Other activities pertain to research and investment activities.

No operating segments have been aggregated to form the above reportable operating segments.

Management monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on operating profit or loss and is measured consistently with operating profit or loss in the consolidated financial statements.

	Unaudited 30-Sep-2024						
	Oil Production	Geothermal Energy	Solar Energy	Wind Energy	Other Activities	Elimination	Consolidated
Segment revenue	₱ 398,744,415	₱ 847,916,319	₱650,320,849	₱675,582,240	₱–	₱–	₱2,572,563,823
Net income (loss)	140,290,321	224,083,154	365,861,427	231,796,000	83,987,792	(354,056,700)	691,961,994
Other comprehensive income (loss)	-	-	-	-	-	-	-
Other information:							
Segment assets except deferred tax asset	₱6,420,727,227	₱5,598,638,552	₱4,400,151,937	₱5,352,722,133	₱8,447,032,230	(₱7,010,272,354)	₱23,208,999,726
Deferred tax assets - net	9,452,461	2,468,251	4,129,712	3,148,957	-	-	19,199,381
Segment liabilities except deferred tax liabilities	₱2,917,213,438	₱1,728,994,149	₱1,130,071,654	₱2,754,082,575	₱295,792,575	(₱96,464,631)	₱8,729,689,760
Deferred tax liabilities - net	₱–	₱–	₱–	₱–	₱–	₱–	₱–
Provision for (benefit from) income tax	₱ 2,364,733	₱ 16,606,861	₱16,146,279	₱26,235,907	₱824,362	₱–	₱62,178,142

	Audited 31-December-2023						
	Oil Production	Geothermal Energy	Solar Energy	Wind Energy	Other Activities	Elimination	Consolidated
Segment revenue	₱623,038,856	₱1,089,837,044	₱876,818,506	₱422,778,791	₱–	₱–	₱3,012,473,197
Net income (loss)	93,076,080	342,024,283	484,870,456	63,875,011	225,038,305	(264,703,667)	944,180,468
Other comprehensive income (loss)	(2,008,368)	(6,919,295)	(1,423,214)	(1,869,381)	(9,383,652)	-	(21,603,910)
Other information:							

Segment assets except deferred tax asset	₱6,371,818,411	₱5,537,464,412	₱4,284,879,707	₱5,285,903,767	₱6,154,389,855	(₱5,770,515,677)	₱21,863,940,475
Deferred tax assets - net	9,452,461	2,468,251	3,279,470	3,148,957	-	(6,455,342)	11,893,797
Segment liabilities except deferred tax liabilities	₱2,980,159,350	₱1,891,903,163	₱1,264,319,686	₱2,919,060,209	₱256,793,629	(₱98,914,829)	₱9,213,321,208
Deferred tax liabilities - net	₱-	₱-	₱-	₱-	₱-	₱-	₱-
Provision for (benefit from) income tax	₱952,244	₱26,239,667	₱20,025,876	₱10,747,020	₱933,485	₱-	₱58,898,292

InterGroup investments, revenues and expenses are eliminated during consolidation.

26. Basic/Diluted Earnings Per Share

The computation of the Group's earnings per share follows:

	Unaudited 30-Sep-2024	Unaudited 30-Sep-2023	Audited 31-Dec-2023
Net income attributable to equity holders of the Parent Company	₱404,090,812	₱445,521,602	₱515,651,585
Weighted average number of shares	568,711,842	568,711,842	568,711,842
Basic/diluted earnings per share	₱0.7105	₱0.7834	₱0.9067

Earnings per share are calculated using the net income attributable to equity holders of the Parent Company divided by the weighted average number of shares.

PERC does not have potentially dilutive common stock.

27. Non-controlling Interests

As of September 30, 2024 and December 31, 2023, the accumulated balances of and net income attributable to non-controlling interests are as follows:

	Unaudited 30-Sep-2024	Audited 31-Dec-2023
Accumulated balances of non-controlling interests:		
PetroGreen	₱2,202,843,770	₱2,114,915,326
PetroWind	1,537,762,866	1,445,044,466
MGI	1,355,239,429	1,276,810,325
Rizal Green	328,225,231	-
	₱5,424,071,296	₱4,836,770,117

	Unaudited 30-Sep-2024	Audited 31-Dec-2023
Net income attributable to non-controlling interests:		
PetroGreen	₱115,828,444	₱182,805,800
PetroWind	92,718,400	43,907,888
MGI	78,429,104	119,708,499

	Unaudited 30-Sep-2024	Audited 31-Dec-2023
Rizal Green	895,234	-
PetroSolar	-	82,106,696
	₱287,871,182	₱428,528,883

Dividends paid to non-controlling interests amounted to nil and ₱25 million as of September 30, 2024 and December 31, 2023, respectively.

Increase in non-controlling interests from stock issuances

PetroGreen

In September 2022, PetroGreen, PetroEnergy and Kyuden Internation Corporation (Kyuden), a wholly-owned subsidiary of Japan’s Kyushu Electric Power Co., Inc., executed the Subscription Agreement and Shareholders’ Agreement. Pursuant to the said documents, PetroGreen will issue 712,251,720 shares in two tranches in favor of Kyuden equivalent to 25% ownership interest in PetroGreen upon completion of the conditions precedent for the transaction.

In October 2022, PetroGreen received from Kyuden the payment for the subscription amounting to ₱3.37 billion, which is maintained in an escrow fund with a bank to be release based on the terms of the escrow agreement.

On October 14, 2022, transaction for the “Initial Closing” was completed. The subscription amount of ₱1.72 billion was released from the escrow account and the 363,244,840 shares coming from unissued shares of PetroGreen was issued in favor of Kyuden representing 14.53% ownership interest in PetroGreen.

On November 18, 2022, another ₱21.81 million was released from the escrow account representing the required 25% payment of the 25% subscribed shares for the increase in PetroGreen’s authorized capital stock as part of the “Pre-Approval Second Closing”. On December 14, 2022, SEC approved the application for increase in authorized capital stock from 2,500,000,000 shares at ₱1.0 par value to 2,849,006,880 shares with same par value.

As of December 31, 2022, the “Second Closing” under the Subscription Agreement is not yet completed since the fulfilment of the Conditions Precedent and the payment/release of the ₱1.63 billion remaining escrow fund was completed only on January 10, 2023. Effectively, Kyuden has 14.53% equity ownership in PetroGreen as of December 31, 2022. This resulted in an increase in non-controlling interest as of December 31, 2022 (see Note 22).

The amount of ₱1.65 billion representing the subscription amount for the “Pre-approval Second Closing” and “Second Closing” transactions are presented as separate line item as Deposit for Stock Subscription under the 2022 Equity section.

On January 10, 2023, the date of “Second Closing”, the remaining balance of the escrow account amounting to ₱1.63 billion was released and the stock certificate for the 349,006,880 subject shares was issued in favor of Kyuden. After the Second Closing on January 10, 2023, Kyuden already holds 25% ownership interest in PetroGreen.

PetroSolar

On March 28, 2022, the BOD and Stockholders approved the increase in PetroSolar’s authorized capital stock from ₱1,800,000,000 consisting of 18,000,000 shares at ₱100 par value per share, to ₱1,900,000,000 consisting of 19,000,000 shares at ₱100 par value per share. In compliance with Sec.

37 of the Revised Corporation Code, 25% or 250,000 shares of the authorized capital stock increase must be subscribed, and 25% or 62,500 shares of the subscribed capital stock must be paid up. Of the total subscribed capital stock amounting to ₱25,000,000, cash amounting to ₱6,250,000 equivalent to 62,500 shares was received by PetroSolar on April 6, 2022 as subscription payment for the proposed increase in authorized capital stock. PetroSolar filed its application for the approval of the proposed increase in authorized capital stock with the SEC on May 23, 2022. The said application was approved by the SEC on May 30, 2022. Upon approval, the 62,500 shares subscribed were treated as outstanding shares.

In 2023, the Group acquired the NCI in PetroSolar through PERC's acquisition of EEIPC's 44% ownership interest in PetroSolar. Details of the transaction are disclosed in Notes 1 and 22.

PetroWind

The business combination of PWEI in May 2023 resulted in NCI which represents the 40% ownership interest of BCPG in PetroWind. Details of the transaction are disclosed in Notes 1 and 14.

Rizal Green Energy Corporation (RGEC)

On April 23, 2024, PGEC, RGEC and Taisei entered into Investment Framework Agreement (IFA) and Shareholders' Agreement (SHA). RGEC's issuance of primary shares in favor of Taisei equal to 25% equity stake in RGEC, equivalent to 2,500,000 shares at a price of ₱580MM. This subscription price, which carries a premium of ₱330MM, was credited to RGEC's account on May 31, 2024.

28. Others

- a. The Interim Financial Report (September 30, 2024) is in compliance with generally accepted accounting principles.
- b. The same policies and methods of computation were followed in the preparation of the interim financial report compared to the December 31, 2023 Consolidated Audited Financial Statements.
- c. No unusual item or items affected the assets, liabilities, equity and cash flows of the September 30, 2024 Financial Statements.
- d. Earnings per share is presented in the face of the unaudited statements of income for the period ended September 30, 2024 and December 31, 2023.
- e. No significant events happened during the quarter that will affect the September 30, 2024 Unaudited Financial Statements.
- f. There are no seasonal aspects that had a material effect on the financial condition or results of operation of the Company.
- g. There is no foreseeable event that will trigger direct or contingent financial obligation that is material to the Company, including any default of accelerated obligation.
- h. There are no material off-balance sheet transactions, arrangements, obligations and other relationships of the Company with other entities or persons that were created during the period.
- i. There are no changes in estimates of amounts reported in prior periods of the current financial year or changes in estimates of amounts reported in prior financial years that could have material effect

in the current period.

j. The Company has no contingent liabilities or assets during the period.

Item 2. Management’s Discussion and Analysis or Plan of Operation

PART I – Management’s Discussion and Analysis (Amounts are in Philippine Peso (₱))

1. Consolidated Financial Position (September 30, 2024 and December 31, 2023)

	30-Sep-24	31-Dec-23	% Change	% of Total Assets
ASSETS				
Cash and cash equivalents	₱3,673,576,897	₱2,334,304,367	57.37%	15.82%
Short term investments	-	1,975,286,425	-100.00%	0.00%
Restricted cash	358,544,965	293,744,077	22.06%	1.54%
Receivables	558,900,345	730,521,441	-23.49%	2.41%
Financial assets at fair value through profit and loss (FVTPL)	6,471,308	6,958,720	-7.00%	0.03%
Crude oil inventory	39,696,887	13,676,052	190.27%	0.17%
Contract assets - current portion	31,446,167	127,134,899	-75.27%	0.14%
Other current assets	398,280,608	232,238,237	71.50%	1.71%
Property and equipment-net	13,904,507,374	12,208,332,826	13.89%	59.86%
Deferred oil exploration cost	435,603,870	386,796,965	12.62%	1.88%
Contract assets - net of current portion	753,431,751	609,572,499	23.60%	3.24%
Investment in joint venture and business combination	2,882,000	2,882,000	0.00%	0.01%
Right-of-use of assets	305,129,549	322,894,463	-5.50%	1.31%
Deferred tax assets-net	19,199,381	18,349,138	4.63%	0.08%
Intangible assets and goodwill	1,154,984,528	1,172,413,367	-1.49%	4.97%
Investment properties-net	1,611,533	1,611,533	0.00%	0.01%
Other noncurrent assets	1,583,931,944	1,445,572,602	9.57%	6.82%
TOTAL ASSETS	₱23,228,199,107	₱21,882,289,611	6.15%	100.00%
LIABILITIES AND EQUITY				
Accounts payable and accrued expenses	766,992,389	798,052,764	-3.89%	3.30%
Loans payable - current	955,215,566	3,699,707,830	-74.18%	4.11%
Lease liabilities - current	49,481,788	54,756,559	-9.63%	0.21%
Income tax payable	15,741,811	14,329,114	9.86%	0.07%
Loans payable - net of current portion	7,083,199,789	4,178,456,690	69.52%	30.49%
Lease liabilities - net of current portion	269,881,742	269,881,742	0.00%	1.16%
Asset retirement obligation	177,579,564	167,532,915	6.00%	0.76%
Other noncurrent liability	27,913,872	30,603,592	-8.79%	0.12%
TOTAL LIABILITIES	₱9,346,006,521	₱9,213,321,206	1.44%	40.24%
EQUITY				
Attributable to equity holders of the Parent Company	8,458,121,290	7,832,198,288	7.99%	36.41%
Non-controlling interest	5,424,071,296	4,836,770,117	12.14%	23.35%
TOTAL EQUITY	₱13,882,192,586	₱12,668,968,405	9.58%	59.76%
TOTAL LIABILITIES AND EQUITY	₱23,228,199,107	₱21,882,289,611	6.15%	100.00%

Total assets amounted to ₱23.23 billion and ₱21.88 billion as of September 30, 2024 and December 31, 2023, respectively. Book value is at ₱14.87/share from ₱13.77/share.

Cash and cash equivalents consist of cash on hand, cash in banks and money market placements with original maturities of not more than three months. The 57.37% net increase from ₱2.33 billion as of December 31, 2023 to ₱3.67 billion as of September 30, 2024 is mainly from PGEC's short term investment, Taisei Corporation's investment in Rizal Green Energy Corporation (RGEN) for 25% equity interest, collections from electricity sales net of payments for loan principal, interest and working capital requirements for the period.

Short term investments with maturities of more than three (3) months, decreased by 100% due to PGEC's conversion of short-term investments to cash and cash equivalents to be placed in money market placements for less than three (3) months and various special purpose vehicle (SPV) capital expenditures.

Restricted cash increased as a result of additional funding of DSPAs and DSRA to be used for the next loan principal and interest payments.

The **Receivables** account mainly consists of receivables from electricity sales and lifting/sales of crude oil, with interest income as a minor component. The 23.49% decrease is essentially attributable to a decline in interest receivable from short-term investment balances used to fund new RE projects.

Financial assets at fair value through profit and loss (FVTPL) amounted to ₱6.47 million and ₱6.96 million as of September 30, 2024 and December 31, 2023, respectively. The market prices of the portfolio decreased due to downward price movement of investment in stocks traded in Philippine Stocks Exchange.

Crude oil inventory increased due to higher number of barrels left unsold during the period.

Contract assets – current and noncurrent portions pertain to PWEI and PSC's receivables from TransCo on FIT arrears, which are currently recorded at net present values since these will be collected over five (5) years. PWEI's and PSC's collections started in 2021 and 2022, respectively. The decrease for the current portion is due to the collections of FIT arrears adjustment for NWPP-1 and TSPP-1 for the period December 26, 2018 – June 25, 2019. For noncurrent portion, increase is due to recording of additional FIT arrears and amortization of interest income using the adjusted FIT rates applied by TransCo.

Other current assets consist of supplies inventory, prepaid expenses, and other current assets. The bulk of the net increase of 71.50% is mainly due to set-up of prepaid expenses for insurance, real property taxes and business permits to be amortized over the year.

Property and equipment-net amounted to ₱13.90 billion and ₱12.21 billion as of September 30, 2024 and December 31, 2023, respectively. The 13.89% net increase is mainly due to the purchase of solar modules for Dagohoy Solar Power Project (DSPP), progress billings for EPC contracts for San Jose Solar Power Project (SJSPP) and additions to construction in progress on main balance of plant for Nabas-2 Wind Power Project, net of continuous depreciation of the Renewable Energy Power Plants, depletion of oil assets and other assets.

Deferred oil exploration cost increased by 12.62% resulting from the continuous development of the Gabon oil field.

Investment in a joint venture and business combination refers to the investment in three BuhaWind SPVs namely: BuhaWind Energy Northern Luzon Corporation, BuhaWind Energy Northern Mindoro Corporation and BuhaWind Energy East Panay Corporation.

Right-of-use of assets declined by 5.50% mainly due to the amortization of the account during the period.

Deferred tax assets – net resulted in timing differences in recognizing temporary deductible expenses and temporary taxable revenues such as accrued profit share, accretion expenses, accrued retirement liability, provision for probable losses, unrealized gains or losses and change in crude oil inventory. As of September 30, 2024 and December 31, 2023, this amounted to ₱19.20 million and ₱18.35 million, respectively. The net increase pertains to movements of the temporary deductible expenses and temporary taxable revenues during the period.

Bulk of **Intangible assets and goodwill** pertain to assets recognized as a result of business combination of PWEI. The decrease in this amount is due to amortization.

The **Investment properties-net** account remains the same as of September 30, 2024.

Other noncurrent assets amounted to ₱1.58 billion and ₱1.45 billion as of September 30, 2024 and December 31, 2023, respectively. The 9.57% net increase is mainly due to the additions to deferred development costs related to the development, production and expansion of various renewable energy projects.

Accounts payable and accrued expenses decreased by 3.89% mainly due to payments of accruals of payables to contractors and suppliers.

Current portion of loans payable decreased by 74.18% due to conversion of short-term loan (STL) to long-term loan (LTL) and partial settlement of loan during the period.

Loans payable – net of current portion increased by 69.52% mainly due to the following:

- drawdowns to fund the development of DSPP and Nabas-2; and
- settlement of STL.

Lease liabilities – current net decline of 9.63% is mainly due to annual payment of land lease for TSPP-1.

The increase in **Income tax payable** account mainly pertains to additional set-up of provision during the period.

Asset retirement obligation amounted to ₱177.58 million and ₱167.53 million as of September 30, 2024 and December 31, 2023, respectively. The 6.00% increase mainly pertains to accretion made during the period.

Other noncurrent liability includes the Group's accrued retirement liability account. The net decrease of 8.79% is mainly due to MGI's reclassification from non-current liability to non-current asset due to contribution of retirement fund resulted to defined benefit asset.

Equity attributable to equity holders of the Parent Company amounted to ₱8.46 billion or ₱14.87 book value per share and ₱7.83 billion or ₱13.77 book value per share, as of September 30, 2024 and December 31, 2023, respectively. The increase in total Equity is mainly due to continuous income generation from the Renewable Energy and Oil operations.

Non-controlling interest (NCI) pertains to the following:

- 25% share of Kyuden in PetroGreen as of September 30, 2024 and December 31, 2023;
- 25% direct share of AC Energy, the 10% direct share of PNOC-RC, and 16.25% (25% of the 65% of

- PGEC) indirect share of Kyuden in MGI as of September 30, 2024 and December 31, 2023;
- 14% (25% of 56% share of PGEC) total indirect share of Kyuden in PSC as of September 30, 2024 and December 31, 2023;
- 40% direct share of BCPG in PWEI as September 30, 2024 and December 31, 2023; and
- 25% direct share of Taisei in RGEC as of September 30, 2024 and nil in December 31, 2023.

Non-controlling interest increased by 12.14%, from ₱4.84 billion to ₱5.42 billion, due to Taisei's investment in RGEC in May 2024 and accumulated share in net income from RE projects.

2. Consolidated Financial Performance (for the quarters ended September 30, 2024 and September 30, 2023)

	Unaudited		% Change	% to Total Revenues
	30-Sep-24	30-Sep-23		
REVENUES				
Electricity sales	682,309,278	701,370,449	-2.72%	81.39%
Oil revenues	119,208,675	137,702,553	-13.43%	14.22%
Other revenues	36,791,259	23,551,456	56.22%	4.39%
	838,309,212	862,624,458	-2.82%	100.00%
COST OF SALES				
Cost of sales - Electricity	347,633,458	395,921,539	-12.20%	41.47%
Cost of Sales - Oil production	104,718,835	103,612,139	1.07%	12.49%
Change in crude oil inventory	(11,290,730)	(32,696,608)	-65.47%	-1.35%
Cost of sales - Others	36,340,039	23,160,976	56.90%	4.33%
	477,401,602	489,998,046	-2.57%	56.95%
GROSS INCOME	360,907,610	372,626,412	-3.14%	43.05%
GENERAL AND ADMINISTRATIVE EXPENSES (G&A)	65,247,732	66,621,031	-2.06%	7.78%
OTHER INCOME (CHARGES)				
Interest income	48,108,337	62,484,122	-23.01%	5.74%
Net unrealized foreign exchange gain (loss)	(5,627,874)	(1,213,634)	363.72%	-0.67%
Net unrealized gain (loss) on fair value changes on financial assets at FVPL	322,177	(403,280)	179.89%	0.04%
Interest expense	(154,751,491)	(99,319,524)	55.81%	-18.46%
Accretion expense	(3,301,333)	(2,347,413)	40.64%	-0.39%
Share in net income of joint venture	-	3,926,512	-100.00%	0.00%
Miscellaneous income (charges)	696,300	30,472,746	-97.72%	0.08%
	(114,553,884)	(6,400,471)	1689.77%	-13.66%
INCOME BEFORE INCOME TAX	181,105,994	299,604,910	-39.55%	21.60%
PROVISION FOR INCOME TAX	16,129,343	16,908,046	-4.61%	1.92%
NET INCOME	164,976,651	282,696,864	-41.64%	19.68%
NET INCOME ATTRIBUTABLE TO:				
Equity Holders of the Parent Company	84,364,547	167,951,484	-49.77%	10.06%
Noncontrolling interest	80,612,104	114,745,380	-29.75%	9.62%
NET INCOME	164,976,651	282,696,864	-41.64%	19.68%

The Group's consolidated net income amounted to ₱164.98 million and ₱282.70 million for the 3rd quarter ending September 30, 2024 and for the same period in 2023, respectively, while the consolidated net income attributable to equity holders of the Parent Company amounted to ₱84.36 million or ₱0.15 earnings per share as compared with ₱167.95 million or ₱0.30 earnings per share for the same period in 2023.

The net decrease in the Financial Performance of the Group is mainly due to the following:

- higher interest expense and taxes under G&A as a result of PERC's acquisition of EEIPC's equity interests in PGEC, PWEI and PSC;
- lower average effective rate for TSPP-2 of ₱5.55/kWh for the quarter ended September 2024 versus ₱5.90/kWh as of the same quarter last year; and
- lower crude oil production and crude oil price of 1,377Kbbls at US\$79.24/bbl for the quarter ended September 2024 from 1,506Kbbls at US\$85.28/bbl for the same quarter in 2023.

The consolidated net income attributable to equity holders of the Parent Company decreased by 49.77% mainly due to reduced interest income on PGEC's fund placements owing to funds utilization for new RE projects.

Electricity sales refer to the electricity power generation from MGPP, TSPP and NWPP. The 2.72% net decrease on September 30, 2024 versus same period last year is due to lower average effective rate for TSPP-2 of ₱5.55/kWh for the quarter ended September 2024 versus ₱5.90/kWh as of the same quarter last year.

Oil revenues decreased by 13.43% from ₱137.70 million as of September 30, 2023 to ₱119.21 million as of September 30, 2024 mainly due to lower crude oil production and crude oil price of 1,377Kbbls at US\$79.24/bbl for the quarter ended September 2024 from 1,506Kbbls at US\$85.28/bbl for the same quarter in 2023.

Other revenues and Cost of sales - Others pertain to passed on Meralco wheeling, ancillary and transmission charges and Wholesale Electricity Spot Market (WESM) transactions. The increase is mainly due to higher accruals made during the period.

Pass-on charges/costs are reflected in cost of sales-others to offset and close the amount recorded in other revenues account.

Costs of electricity sales pertain to the direct costs of generating electricity power including operating and maintenance costs (O&M) of all RE subsidiaries' power plants, depreciation, and other costs directly attributed to producing electricity. The decrease of 12.20% is primarily due to the timing difference in consolidating PWEI's financials, resulting from PERC's direct acquisition of a 20% equity interest in PWEI from EEIPC.

Cost of oil production increased by 1.07% mainly due to repairs and other expenses related to maintaining the Etame Platform.

Any oil produced but not delivered is recognized as crude oil inventory valued at its current crude oil price (net realizable value). The movement in crude oil inventory is presented as **Change in crude oil inventory**.

General and administrative expenses, Other Income (Charges) and Provision for (Benefit from) Income Tax:

General and administrative expenses (G&A) decreased by 2.06% mainly due to the timing difference in consolidating PWEI's financials in PERC's FS.

Other income (charges) amounted to (₱114.55) million and (₱6.40) million as of September 30, 2024 and September 30, 2023, respectively. Below presents the itemized discussion of the changes in other income (charges) – net account.

- The foreign exchange loss of ₱1.21 million for the quarter ended September 30, 2023 to foreign exchange loss of ₱5.63 million for the quarter ended September 30, 2024 mainly due to conversion of USD accounts to Philippine Peso;
- increase in the market prices of the investments in FVPL, from unrealized loss of ₱0.40 million to unrealized gain of ₱0.32 million;
- change in **accretion expense** is mainly due to effect on consolidation of PWEI's financials;
- 55.81% increase in **interest expense** from ₱99.32 million to ₱154.75 million is mainly due to additional interests on new loans of PERC to fund the acquisition of EEIPC's equity interests in PWEI, PSC and PGEC and the effect on consolidation of 100% PWEI's interest on loan;
- decrease in **share in net income of joint venture** is mainly due to reversal of PGEC's share in net income of PWEI, initially presented at 40% prior to actual consolidation in May 2023 to November 2023; and
- decrease in **miscellaneous income** for the quarter is mainly due to PERC's time-writing fees totaling ₱18.12MM for services rendered by PERC employees relating to Offshore Wind (OSW) Projects for the period January 2020 to June 2023, reported on September 30, 2023. Earlier, PGEC being PERC's renewable energy arm, entered into an agreement with CE Pacific APS (CE) on the development of OSW in the Philippines under the three Buhawind SPVs.

Provision for (benefit from) income tax:

Provision for income tax current pertains to the following:

- PSC's income tax – 5.00% special gross income tax under the PEZA incentives;
- MGI's 10% special corporate income tax rate, after the 7-year income tax holiday (for the MGPP-1), which ended last February 8, 2021, as part of its BOI incentives under RE Law;
- PWEI's 10% special corporate income tax rate since the 7-year income tax holiday of NWPP-1 has ended last June 9, 2022; and
- 2% minimum corporate income tax due for PERC and PGEC.

Net Income Attributable to Non-controlling interest (NCI) is computed using the following equity holdings for the quarters ended September 30, 2024 and September 30, 2023:

- nil share of EEIPC in PetroGreen as of September 30, 2024 and September 30, 2023;
- 25% share of Kyuden in PetroGreen as of September 30, 2024 and September 30, 2023;
- 25% direct share of AC Energy, 10% direct share of PNOC-RC, and 16.25% (25% of the 65% of PGEC) total indirect share of Kyuden, and EEIPC's 4.88% indirect share in MGI (7.50% of 65% of PGEC in MGI as of September 30, 2024, 25% direct share of AC Energy, 10% direct share of PNOC-RC, and 21.125% (32.50% of the 65% of PGEC) total indirect share of Kyuden, and MGI as of September 30, 2023;
- 14% (25% of 56% share of PGEC) total indirect share of Kyuden in PSC as of September 30, 2024 and September 30, 2023, respectively;
- EEIPC's 44% direct share in PSC from January to July 2023, nil in 2024 and EEIPC's 4.2% indirect share in PSC (7.50% of 56% of PGEC in PSC) from January to August 2023, nil in 2024;
- 40% share of BCPG in PWEI as of September 30, 2024 and September 30, 2023; and

- 25% direct share of Taisei in RGEC as of September 30, 2024 and September 30, 2023.

3. Consolidated Financial Position (September 30, 2024 and September 30, 2023)

	30-Sep-24	30-Sep-23	% Change	% in Total Assets
ASSETS				
Cash and cash equivalents	₱3,673,576,897	₱2,518,239,904	45.88%	15.82%
Short term investments	-	1,975,286,425	-100.00%	0.00%
Restricted cash	358,544,965	371,542,980	-3.50%	1.54%
Receivables	558,900,345	574,882,254	-2.78%	2.41%
Financial assets at fair value through profit and loss (FVTPL)	6,471,308	7,037,397	-8.04%	0.03%
Contract assets - current portion	31,446,167	26,422,376	19.01%	0.14%
Crude oil inventory	39,696,887	75,279,157	-47.27%	0.17%
Other current assets	398,280,608	266,524,999	49.43%	1.71%
Property and equipment-net	13,904,507,374	11,949,585,966	16.36%	59.86%
Deferred oil exploration cost	435,603,870	387,691,356	12.36%	1.88%
Contract assets - net of current portion	753,431,751	690,198,062	9.16%	3.24%
Investment in joint venture and business combination	2,882,000	81,182,000	-96.45%	0.01%
Right-of-use of assets	305,129,549	328,789,798	-7.20%	1.31%
Deferred tax assets-net	19,199,381	18,054,287	6.34%	0.08%
Intangible assets and goodwill	1,154,984,528	-	100.00%	4.97%
Investment properties-net	1,611,533	1,611,533	0.00%	0.01%
Other noncurrent assets	1,583,931,944	1,549,606,474	2.22%	6.82%
TOTAL ASSETS	₱23,228,199,107	₱20,821,934,968	11.56%	100.00%
LIABILITIES AND EQUITY				
Accounts payable and accrued expenses	766,992,389	641,431,360	19.58%	3.30%
Loans payable - current	955,215,566	3,709,729,345	-74.25%	4.11%
Lease liabilities - current	49,481,788	42,840,017	15.50%	0.21%
Income tax payable	15,741,811	8,683,375	81.29%	0.07%
Loans payable - net of current portion	7,083,199,789	4,303,502,612	64.59%	30.49%
Lease liabilities - net of current portion	269,881,742	284,868,594	-5.26%	1.16%
Asset retirement obligation	177,579,564	111,015,823	59.96%	0.76%
Deferred tax liability - net	-	252,050	-100.00%	0.00%
Other noncurrent liability	27,913,872	12,305,026	126.85%	0.12%
TOTAL LIABILITIES	9,346,006,521	9,114,628,202	2.54%	40.24%
EQUITY				
Attributable to equity holders of the Parent Company	8,458,121,290	6,071,682,206	39.30%	36.41%
Non-controlling interest	5,424,071,296	5,635,624,560	-3.75%	23.35%
TOTAL EQUITY	13,882,192,586	11,707,306,766	18.58%	59.76%
TOTAL LIABILITIES AND EQUITY	₱23,228,199,107	₱20,821,934,968	11.56%	100.00%

Total assets amounted to ₱23.23 billion and ₱20.82 billion as of September 30, 2024 and September 30, 2023, respectively. Book value increased to ₱14.87/share from ₱10.68/share.

Cash and cash equivalents consist of cash on hand, cash in banks and money market placements with original maturities of not more than three months. The 45.88% net increase from ₱2.52 billion as of September 30, 2023 to ₱3.67 billion as of September 30, 2024 is due to the following:

- PGEC's conversion of short-term investments and subsequently placed in money market investments with maturity of less than ninety (90) days; and

- Taisei Corporation's investment in Rizal Green Energy Corporation (RGEC) for 25% equity interest;
- drawdowns to fund the development of RE and Nabas-2 projects; and
- collections from oil operations and electricity sales, net of payments for loan principal and interest, project development costs for new and expansion of existing RE projects, and working capital requirements for the period.

Short term investments decreased by 100% due to PGEC's conversion of short-term investments to cash and cash equivalents to fund the expenditures relating to new solar power projects while other funds were subsequently invested in money market placements.

Restricted cash decreased due to the payment of loans taken from the Debt Service Payment Account (DSPA).

Receivables decreased by 2.78% mainly due to collection of receivables from electricity sales and lifting proceeds.

Financial assets at fair value through profit and loss (FVTPL) decreased by 8.04% from ₱7.04 million to ₱6.47 million mainly due to decline in the market prices of the investment portfolio.

Crude oil inventory decreased mainly due to lower crude oil inventory left unsold during the period.

Other current assets consist of supplies inventory, prepaid expenses, and other current assets. The bulk of 49.43% net increase is due to prepayments for insurance, real property taxes and business permits to be amortized over the year.

Property, plant and equipment (PPE) amounted to ₱13.90 billion and ₱11.95 billion as of September 30, 2024 and September 30, 2023, respectively. The 16.36% net increase is mainly due to the purchase of solar modules for DSPP, progress billings for EPC contracts for SJSPP and additions to construction in progress on main balance of plant for Nabas-2 Wind Power Project, net of continuous depreciation of the Renewable Energy Power Plants, depletion of oil assets and other assets.

Deferred oil exploration cost amounted to ₱435.60 million and ₱387.69 million as of September 30, 2024 and September 30, 2023, respectively. The account increased by 12.36% as a result of the continuous development of the Gabon oil field.

Contract assets - current and noncurrent portions pertain to PSC's and PWEI's receivables from TransCo on FIT arrears, which are currently recorded at net present value since these will be collected over five (5) years. PSC's and PWEI's collections started in 2022 and 2021, respectively. The increases in current and noncurrent portions are mainly due to the recording of additional FIT arrears and amortization of interest income using the adjusted FIT rates applied by TransCo.

Investment in a joint venture and business combination refers to the three (3) BuhaWind SPVs namely: BuhaWind Energy Northern Luzon Corporation, BuhaWind Energy Northern Mindoro Corporation and BuhaWind Energy East Panay Corporation. Bulk of the 96.45% net decrease from ₱81.18 million to ₱2.88 million is due to transfer of investment to controlling interest after PERC's acquisition of EEIPC's 20% equity interest in PWEI on May 10, 2023.

Right-of-use of assets declined by 7.20% because of the amortization during the period.

Deferred tax assets – net occurs due to timing differences in recognizing temporary deductible expenses

and temporary taxable revenues such as accrued profit share, accretion expenses, accrued retirement liability, provision for probable losses, unrealized gains or losses and change in crude oil inventory. As of September 30, 2024 and September 30, 2023, this amounted to ₱19.20 million and ₱18.05 million, respectively.

Bulk of **Intangible assets and goodwill** pertain to assets recognized as a result of business combination of PWEI.

The Investment properties-net account remains the same as of September 30, 2024.

Other noncurrent assets amounted to ₱1.58 billion and ₱1.55 billion as of September 30, 2024 and September 30, 2023, respectively. The 2.22% net increase is mainly due to the additions to deferred development costs related to the development, production and expansion of various renewable energy projects.

Accounts payable and accrued expenses increase by 19.58% mainly due to accruals of payables to contractors and suppliers for the development of new and existing RE projects.

Current portion of loan payable decreased by 74.25% due to conversion of short-term loan (STL) to long-term loan (LTL) and partial settlement of loan during the period.

Loans payable – net of current portion increased by 64.59% mainly due to the following:

- drawdowns to fund the development of DSPP and Nabas-2; and
- settlement of STL.

Lease liabilities – current increase is mainly due to the interest recognized during the period and reclassification from non-current account while **Lease liabilities – net of current portion** decreased mainly due to reclassification to current account.

The increase in the **Income tax payable** account mainly pertains to additional set-up of provision during the period.

Asset retirement obligation amounted to ₱177.58 million and ₱111.02 million as of September 30, 2024 and September 30, 2023, respectively. The 59.96% increase mainly pertains to accretion made during the period.

Other noncurrent liabilities pertain to the Group's accrued retirement liability account. The increase is due to change in estimates related to employee's retirement plan.

Equity attributable to equity holders of the Parent Company amounted to ₱8.46 billion or ₱14.87 book value per share and ₱6.07 billion or ₱10.68 book value per share, as of September 30, 2024 and September 30, 2023, respectively. Changes in equity and equity attributable to PERC Parent are mainly due to consolidation of PWEI's financials in PERC's financial statements and continuous income generation from the Renewable Energy and Oil operations.

Non-controlling interest (NCI) pertains to the following:

- 25% share of Kyuden in PetroGreen as of September 30, 2024 and September 30, 2023;
- 25% direct share of AC Energy, the 10% direct share of PNOC-RC, and 16.25% (25% of the 65% of PGEC) indirect share of Kyuden in MGI as of September 30, 2024 ; 25% direct share of AC Energy,

the 10% direct share of PNOG-RC, and 21.125% (32.50% of the 65% of PGEC) indirect share of Kyuden and EEIPC in MGI as of September 30, 2023;

- 14% (25% of 56% share of PGEC) total indirect share of Kyuden in PSC as of September 30, 2024 and December 31, 2023;
- 40% direct share of BCPG in PWEI as September 30, 2024 and September 30, 2023; and
- 25% direct share of Taisei in RGEC as of September 30, 2024 and nil in September 30, 2023

Non-controlling interest decreased by 3.75%, from ₱5.64 billion to ₱5.42 billion due to lower share of accumulated net income from oil operations and RE projects.

4. Consolidated Financial Performance (for the nine months ended September 30, 2024 and September 30, 2023)

	Unaudited (Nine months ending)		% Change	% to Total Revenues
	30-Sep-24	30-Sep-23		
REVENUES				
Electricity sales	₱2,092,432,938	₱1,685,498,384	24.14%	81.34%
Oil revenues	398,744,415	413,315,179	-3.53%	15.50%
Other revenues	81,386,471	60,321,476	34.92%	3.16%
	2,572,563,824	2,159,135,039	19.15%	100.00%
COST OF SALES				
Cost of sales - Electricity	950,453,464	782,940,788	21.40%	36.95%
Cost of sales - Oil Production	311,329,863	319,751,773	-2.63%	12.10%
Change in crude oil inventory	(26,020,835)	(60,841,965)	-57.23%	-1.01%
Cost of sales - Others	80,322,971	59,368,488	35.30%	3.12%
	1,316,085,463	1,101,219,084	19.51%	51.16%
GROSS INCOME	1,256,478,361	1,057,915,955	18.77%	48.84%
GENERAL AND ADMINISTRATIVE EXPENSES	225,638,215	164,758,515	36.95%	8.77%
OTHER INCOME (CHARGES)				
Interest income	147,758,396	164,107,269	-9.96%	5.74%
Net unrealized foreign exchange gain (loss)	413,681	(2,530,023)	-116.35%	0.02%
Net unrealized gain (loss) on fair value changes on financial assets at FVPL	(487,412)	(502,692)	-3.04%	-0.02%
Interest expense	(417,795,998)	(241,445,748)	73.04%	-16.24%
Accretion expense	(9,684,686)	(5,976,458)	62.05%	-0.38%
Share in net income of joint venture	-	50,738,697	-100.00%	0.00%
Miscellaneous income (charges)	3,101,234	62,826,184	-95.06%	0.12%
	(276,694,785)	27,217,229	-1116.62%	-10.76%
INCOME BEFORE INCOME TAX	754,145,361	920,374,669	-18.06%	29.31%
PROVISION FOR (BENEFIT FROM) INCOME TAX	62,183,367	46,405,715	34.00%	2.42%
NET INCOME	₱691,961,994	₱873,968,954	-20.83%	26.90%
NET INCOME ATTRIBUTABLE TO:				
Equity Holders of the Parent Company	404,090,812	445,521,602	-9.30%	15.71%
Noncontrolling interest	287,871,182	428,447,352	-32.81%	11.19%
NET INCOME	₱691,961,994	₱873,968,954	-20.83%	26.90%

Electricity sales refers to the electricity power generation from MGPP, TSPP and NWPP. The 24.14% net increase on September 30, 2024 versus same period last year is mainly due to PWEI's recognition of the following:

- The consolidation of PWEI's sales into PERC's financials covering nine (9) months in 2024 versus only five (5) months in 2023; and
- Nabas 2's first three (3) WTGs testing and commissioning revenues as part of electricity sales. Corresponding costs were deducted accordingly.

Oil revenues decreased by 3.53% from ₱413.32 million as of September 30, 2023 to ₱398.74 million as of September 30, 2024 mainly due to lower crude oil production and crude oil price estimated at 3,661Kbbls at US\$81.60/bbl in September 2024 from 4,594Kbbls at US\$81.67/bbl in September 2023.

Costs of electricity sales pertain to the direct costs of generating electricity power including operating and maintenance costs (O&M) of power plant and fluid collection and reinjection system (FCRS), depreciation, and other costs directly attributed to producing electricity. The 21.40% net increase on September 30, 2024 versus same period last year is due to the consolidation of PWEI's cost of electricity sales into PERC's financials covering nine (9) months in 2024 versus only five (5) months in 2023 and recognition of Nabas 2's first three (3) WTGs expenses as mentioned above.

Decrease in **oil production operating expenses** by 2.63% is mainly due to actualization of repairs and other expenses related to maintaining the Etame Platform which were initially based on Vaalco's (operator) estimates.

The **change in crude oil inventory** resulted from the difference in the movements of the beginning and ending crude oil inventory.

The 36.95% increase in **general and administrative expenses (G&A)** is mainly due to higher expenses incurred during the period related to documentary stamp taxes on loan availment and renewals.

Below presents the itemized discussion of the changes in other income (charges):

- decrease in **interest income** of 9.96% is due to lower average cash balance since funds were already used to finance the development of new RE projects;
- upturn **unrealized forex gain** from previous year's unrealized loss resulting from the fluctuations of the USD vs. Php;
- **unrealized loss on fair value changes on FVPTL** due to market changes of prices of the stock investments;
- increase in **interest expense** of 73.04% is due to additional interests on new loans related to PERC's acquisition of EEIPC's shares in PGEC, PSC and PWEI and equity cash calls of RGEC, DGEC, SJGEC and BGEC;
- **share in net income of joint venture** refers to share in net income of PWEI's from January to April 2023, initially computed at 40% prior to actual consolidation starting May 2023 as the Group gain control over the relevant activities of PWEI; and
- decreased in **miscellaneous income** is mainly due to MGI's reimbursement of revenue loss from San Miguel Corporation (SMC) as of September 30, 2023 due to plant shutdown from June 23 to 28, 2023 for the relocation of transmission line poles to give way to the ongoing construction of SLEX TR-4, none for nine months ending September 30, 2024.

As of September 30, 2024 **net income attributed to the parent company** amounted to ₱404.09 million as compared with ₱445.52 million for the same period in 2023. The decrease of 9.30% is mainly due reduced interest income from PGEC's fund placements which have been diminished as funds are being utilized for new RE projects and higher interest expense on loan relating to PERC's acquisition of EEIPC's equity interests in PWEI, PSC and PGEC.

Key performance indicators

– refer to the Schedule of Financial Soundness Indicators

Material Commitments

Aside from the committed developments of the prospective projects, there are no other foreseen material commitments during the period.

Productivity Program

The development of the prospective renewable energy projects will increase the Group's capacity and power generation, while the prospective four-well drilling program in Gabon Etame, aimed to sustain field production to above 20,000 BOPD.

Receivable Management

The group's receivables are mainly due from sale of electricity to AC Energy and Transco and crude oil in Etame Gabon, through the consortium operator. These are being recorded once sale is made. Payment is received every 30-45 days following each sale.

For electricity sales of TSPP-1 and NWPP-1, the payment for the Actual FIT Revenue is sourced from the FIT-All Fund, specifically the Actual FIT Differential (FD) and the Actual Cost Recovery Revenue (ACRR). The FD is the difference between the Actual FIT Revenue and the ACRR and is collected from on-grid consumers as a uniform charge and applied to all billed kilowatt-hours. For FIT-Eligible RE Plants connected to the Wholesale Electricity Spot Market ("WESM"), the ACRR refers to the WESM proceeds remitted to the FIT-All Fund by the Independent Electricity Market Operator of the Philippines, Inc. ("IEMOP"), which took over the Philippine Electricity Market Corporation ("PEMC") as operator of the electricity spot market. PWEI and PSC regularly receive the both the ACRR and FD components within forty five (45) days after billing date.

PWEI and PSC manage this risk through proper and meticulous allocation of funds, proper timing of expenditures, employment of cost-cutting measures, and sourcing short-term funding requirements from local banks and investment houses or from affiliated companies.

For the twenty-one (21) years since oil production inception, there was no event that the buyer failed to remit the proceeds of the sale. However, the group is willing to look for another buyer should there be some problem that may happen in the future.

Liquidity Management

Management of liquidity requires a flow and stock perspective. Constraint such as political environment, taxation, foreign exchange, interest rates and other environmental factors can impose significant restrictions on firms in management of their financial liquidity.

The Group considers the above factors and pays special attention to its cash flow management. The Company identifies all its cash requirements for a certain period and invests unrestricted funds to money market placements to maximize interest earnings.

The Group does not anticipate any cash flow or liquidity problems within the next twelve (12) months. The Group is not in default of any, note, loan, lease, or other indebtedness or financing arrangement requiring it to make payments.

Inventory Management

The only inventory is the crude oil produced in Gabon. The buyer lifts certain volume and pays the same in 30 days. The operator sees to it that crude oil inventory does not reach 800,000 barrels at any one time to avoid overflow and to generate revenues to cover production costs.

Cost Reduction Efforts

In order to reduce costs, the Group employs a total of one hundred eighty (180) employees with multi-task assignments. The group also implements request for quotations to compare prices, quality of the products and services and negotiate the payment terms.

The Company’s general and administrative expense is equivalent to 8.77% of the total revenue.

Rate of Return of Each Stockholder

The Company has no existing dividend policy. However, the Company intends to declare dividends in the future in accordance with the Corporation Code of the Philippines. Dividend declared for three (3) most recent years follows:

Date of Declaration	Dividends per Share		Record Date	Payment Date
	Cash	Stock		
July 28, 2022	5%		August 15, 2022	September 8, 2022
November 29, 2023	5%		December 14, 2023	December 28, 2023
July 18, 2024	5%		August 08, 2024	August 30, 2024

Financial Disclosures in view of the current global financial condition:

The Group Assess the financial risks exposures of the Company and its subsidiaries particularly on currency, interest credit, and market and liquidity risks. If any change thereof would materially affect the financial condition and results of operation of the Company, provide a discussion in the report on quantitative impact or such risks and include a description of enhancement in the company’s risk management policies to address the same:

The Group’s principal financial instruments include cash and cash equivalents, trading and investment securities (financial assets at FVPL) and receivables. The main purpose of these financial instruments is to fund the Company’s working capital requirements.

Financial Risk Management Objectives and Policies.

Please refer to Note 24.

Operations Review and Business Outlook

A.OIL EXPLORATION

Foreign Operations

Gabon, West Africa

The daily oil production of the four oil platforms (Ebouri, Etame, North Tchibala and Avouma) for the 3rd quarter ranged from 14,305 to 16,801 barrels of oil per day (BOPD). The fluctuation in the daily production is mainly attributed to shut-in of ETBSM-2H, an Avouma well, due to temporary disruption of oil flow.

The total cargo lifted by the Consortium for the 3rd Quarter of 2024 amounted to 1.21 million barrels of oil (MMBO). To date, the Etame Marin Field has already produced ~138.351 MMBO since production started in 2002.

Philippine Operations

Service Contract 14C2 – West Linapacan, Northwest Palawan

In line with its 2024 approved work program, the SC 14C2 consortium progressed with the conduct of reservoir engineering study. Results of the study will be integral for well siting and design.

Service Contract 75 – Offshore Northwest Palawan

SC 75 consortium is waiting for official notice from DOE regarding resumption of operations. Upon lifting of force majeure, consortium will proceed with conduct of survey planning and acquisition of new seismic data.

Summary of Petroleum Properties:

Contract No.	Contract Expiry	Participating Interest %	Location
Foreign Contract			
Production Sharing Contract (PSC) 93 – Gabon	2028	2.525%	Gabon Offshore
Philippine Service Contracts (SC)			
SC 14C2 – West Linapacan, Northwest Palawan	2025	4.137%	Northwest Palawan
SC 75 – Offshore Northwest Palawan	2025	15.000%	Northwest Palawan

The Company derives its petroleum revenues from its Gabon Operations. All contractual obligations with the Gabonese Government are complied with. One of the Company's petroleum Service Contracts in the Philippines (SC 75) is in exploration stage, and one (SC 14C2) contract is being farmed out to reduce risk inherent to the business.

B. RENEWABLE ENERGY PROJECTS

Maibarara Geothermal Power Project

For the 3rd Quarter, the 20-MW MGPP-1 and 12-MW MGPP-2 were in continuous operation. From July 1 to September 30, 2024, the combined net exported output was 64,746.14 MWh (40,289.44 MWh from MGPP-1 and 24,456.70 MWh from MGPP-2).

On July 24, 2024, MGI completed drilling of MB-19R, an outfield reinjection well. Subsequent completion tests indicate very good reinjection capacity. Upon construction of the pipeline followed by the successful commissioning of the well in October 2024, it is expected that it would prevent premature entry of reinjected fluids into the reservoir and thus prolong the lives of the production wells and the field itself.

Nabas Wind Power Project

The 36-MW NWPP-1 of PWEI was in continuous operation during the period of July 1-September 30, 2024. The total net energy exported to the grid was 18,447.19 MWh.

Following National Grid Corporation of the Philippines's (NGCP) issuance of Provisional Certificate of Approval to Connect (PCATC) on April 4, 2024, PWEI commenced testing and commissioning of the first three (3) wind turbines. As of September 30, 2024, NWPP-2 exported a total of 10,741.30 MWh to the grid. Meanwhile, construction activities for the remaining three turbines are expected to commence on Q4 2024.

Tarlac Solar Power Project

The 50-MW_{DC} TSPP-1 and 20-MW_{DC} TSPP-2 were on continuous operations during the third quarter with the combined net exported output of 21,246.47 MWh (14,955.25 MWh from TSPP-1 and 6,291.22 MWh from TSPP-2).

San Vicente Wind Power Project

PGEC is currently exploring offtake arrangements (i.e. bilateral agreements or a future electricity spot market in Palawan) other than the planned CSP from PALECO which remains restrictive. In parallel, PGEC is in constant dialogue with wind turbine suppliers and other third-party service providers with the aim of firming up project costs.

Bugallon Solar Power Project

Site development works (fencing, grading, and rehabilitation of access road) continue to progress with target completion by March 2025. In parallel, the solar farm/grid connection EPC contractor has mobilized on-site and begun pre-construction activities.

The Board of Directors of the Central Pangasinan Electric Cooperative (CENPELCO) issued a resolution on September 7, 2024, approving the Connection Agreement and Distribution Wheeling Service Agreement between CENPELCO and BGEC.

Dagohoy Solar Power Project

For the 3rd quarter, DGEC has substantially completed construction of solar farm and grid facilities and is well-set to commence testing and commissioning by the 2nd week of November 2024.

Limbauan Solar Power Project

On September 23, 2024, the NGCP issued System Impact Study (SIS) Final Report for the Limbauan Solar Power Project.

Site development works, which commenced on 2nd week of July 2024, are ongoing with target completion by end of December 2024. Meanwhile, the EPC contractors for the solar farm and grid connection have commenced pre-construction activities.

San Jose Solar Power Project

Similarly, SJGEC has substantially completed construction of solar and grid facilities and is poised to commence testing and commissioning by December 2024.

Offshore Wind Power Projects

Buhawind Energy Northern Luzon Corporation (BENLC) progressed with preparing the necessary requirements for application of Environment Compliance Certificate (ECC) for the Pre-Development Stage. Meanwhile, candidate third-party service providers for the supply, installation, maintenance and operation of wind measurement equipment have been shortlisted.

On February 28, 2024 Buhawind Energy Northern Mindoro Corporation (BENMC) submitted application for conduct of SIS via the NGCP online system; evaluation by NGCP is ongoing.

Plan of Operations for the next 12 months

Gabon, West Africa

Crude oil production will continue from existing wells.

SC 14C2 - West Linapacan, Northwest Palawan

Reservoir engineering study and finalize location and design of a new well.

SC 75 - Offshore Northwest Palawan

Exploration activities have been suspended due to the force majeure imposed by the DOE. Remaining project commitments would be implemented upon the lifting of force majeure by the agency.

Maibarara Geothermal Power Project

Power generation from both MGPP-1 and MGPP-2 will continue.

Nabas Wind Power Project

NWPP-1 and NWPP-2 will be in continuous operation, while construction activities for the remaining three (3) Nabas-2 turbines are expected to be finished on Q3 2025.

Tarlac Solar Power Project

TSPP-1 and TSPP-2 will continue to supply electricity to the grid.

Enrique T. Yuchengco Bldg. Rooftop Solar Power Project (ETY)

The ETY rooftop solar facility will continue to supply electricity to the ETY building.

Mapua Malayan Colleges of Mindanao Rooftop Solar Project (MMCM)

The MMCM rooftop solar facility, commissioned on July 8, 2024, will continue to supply electricity to Mapua Malayan Colleges of Mindanao.

San Vicente Wind Power Project

PGEC will continue to engage with third-party service providers with the aim of finalizing project costs.

Bugallon Solar Power Project

The solar farm/ grid connection EPC contractor will advance pre-construction activities, followed by commencement of construction works.

Dagohoy Solar Power Project

Testing and commissioning are expected to commence by November 2024, with commercial operations by Q1 2025.

Limbauan Solar Power Project

The Solar farm and grid connection EPC contractors to continue pre-construction activities and construction works.

San Jose Solar Power Project

Testing and commissioning is expected to commence by December 2024.

Offshore Wind Power Projects

BuhaWind Energy will continue with the pre-development work programs for the three (3) offshore wind projects, namely 1) on-site wind measurement campaigns, 2) environmental permitting works, 3) geophysical and geotechnical studies, and 4) SIS applications for Northern Mindoro and East Panay blocks.

PART II – Other Information

The Company has no other information that need to be disclosed other than disclosures made under SEC Form 17-C (if any).

PETROENERGY RESOURCES CORPORATION AND SUBSIDIARIES
SUPPLEMENTARY INFORMATION AND DISCLOSURES REQUIRED ON
REVISED SRC RULE 68
SEPTEMBER 30, 2024

Philippine Securities and Exchange Commission (SEC) issued the revised Securities Regulation Code Rule SRC Rule 68 which consolidates the two separate rules and labeled in the amendment as “Part I” and “Part II”, respectively. It also prescribed the additional information and schedule requirements for issuers of securities to the public.

Below are the additional information and schedules required by Revised SRC Rule 68 that are relevant to the Group. This information is presented for purposes of filing with the SEC and is not required part of the basic financial statements.

Schedule A. Financial Assets

The Group is not required to disclose the financial assets in equity securities as the total financial assets at fair value through profit and loss securities amounting to ₱6.47 million do not constitute 5% or more of the total current assets of the Group as of September 30, 2024.

Schedule B. Amounts Receivable from Directors, Officers, Employees, Related Parties and Principal Stockholders (Other than Related Parties)

As of September 30, 2024, there are no amounts receivable from directors, officers, employees, related parties and principal stockholders that aggregates each to more than ₱100,000 or 1% of total assets whichever is less.

Schedule C. Amounts Receivable from Related Parties which are Eliminated during the Consolidation of Financial Statements

The following is the schedule of receivables from related parties, which are eliminated in the consolidated financial statements as of September 30, 2024:

Name and Designation of debtor	Balance at beginning of period	Additions	Amounts Collected	Amounts written off	Not Current	Balance at end of period
PetroGreen Energy Corporation	₱ 18,486,620	₱3,034,628	₱3,190,690	₱-	₱-	₱18,330,558
PetroWind Energy Inc.	682,202	1,828,683	1,433,415	-	-	1,077,470
Maibarara Geothermal, Inc.	158,966	2,282,006	2,374,856	-	-	66,116
PetroSolar Corporation	222,561	1,579,542	1,310,077	-	-	492,026
Dagohoy Green Energy Corporation	485,009	360,272	-	-	-	845,281
Rizal Green Energy Corporation	-	46,796	-	-	-	46,796
Buhawind Northern Mindoro	-	9,348	-	-	-	9,348
Buhawind East Panay	-	9,348	-	-	-	9,348
Buhawind Northern Luzon	-	9,348	-	-	-	9,348
Bugallon Green Energy Corporation	-	9,348	-	-	-	9,348
San Jose Green Energy Corporation	-	37,391	-	-	-	37,391
BKS / Limbauan	-	22,460	-	-	-	22,460
	₱20,035,358	₱9,229,170	₱8,309,038	₱-	₱-	₱20,955,490

Schedule D. Long-term Debt

Please refer to the Consolidated Audited Financial Statement, Note 20 for details of the loans.

Schedule E. Indebtedness to Related Parties (Long-Term Loans from Related Companies)

The Group has no outstanding long-term indebtedness to related parties as of September 30, 2024.

Schedule F. Guarantees of Securities of Other Issuers

The Group does not have guarantees of securities of other issuers as of September 30, 2024.

Schedule G. Capital Stock

<u>Title of issue</u>	<u>Number of shares authorized</u>	<u>Number of shares issued and outstanding as shown under related balance sheet caption</u>	<u>Number of Shares reserved for options, warrants, conversion and other rights</u>	<u>Number of shares held by related parties</u>	<u>Directors, Officers and Employees</u>	<u>Others</u>
Common Shares	700,000,000	568,711,842	–	173,865,595	6,064,534	388,781,713

PETROENERGY RESOURCES CORPORATION AND SUBSIDIARIES
SCHEDULE OF FINANCIAL SOUNDNESS INDICATORS
AS OF SEPTEMBER 30, 2024, SEPTEMBER 30, 2023 and DECEMBER 31, 2023

Financial Soundness Indicators

Below are the financial ratios that are relevant to the Group for the period ended September 30, 2024, September 30, 2023 and December 31, 2023:

Financial ratios	Formula	Unaudited 30-Sep-2024	Unaudited 30-Sep-2023	Audited 31-Dec-2023
Current ratio	$\frac{\text{Total current assets}}{\text{Total current liabilities}}$	2.83:1	1.32:1	1.25:1
Solvency ratio	$\frac{\text{After tax net profit + depreciation}}{\text{Long-term + short-term liabilities}}$	0.07:1	0.08:1	0.17:1
Debt-to-Equity Ratio	$\frac{\text{Total liabilities}}{\text{Total stockholder's equity}}$	0.67:1	0.78:1	0.73:1
Asset-to-Equity Ratio	$\frac{\text{Total assets}}{\text{Total stockholder's equity}}$	1.67:1	1.78:1	1.73:1
Interest rate coverage ratios	$\frac{\text{Earnings before interest and taxes (EBIT)}}{\text{Interest expense*}}$	2.17:1	4.02:1	3.45:1
Return on revenue	$\frac{\text{Net income}}{\text{Total revenue}}$	19.68%	32.77%	31.03%
Earnings per share	$\frac{\text{Net income}}{\text{Weighted average no. of shares}}$	₱0.1483	₱0.2953	₱0.9067
Price Earnings Ratio	$\frac{\text{Closing price}}{\text{Earnings per share}}$	₱33.37	₱15.10	₱5.46
Long term debt-to-equity ratio	$\frac{\text{Long term debt}}{\text{Equity}}$	1.31:1	1.28:1	0.37:1
EBITDA to total interest paid	$\frac{\text{EBITDA**}}{\text{Total interest paid}}$	1.99	8.57	5.93

*Interest expense is capitalized as part of the construction-in-progress account under PPE.

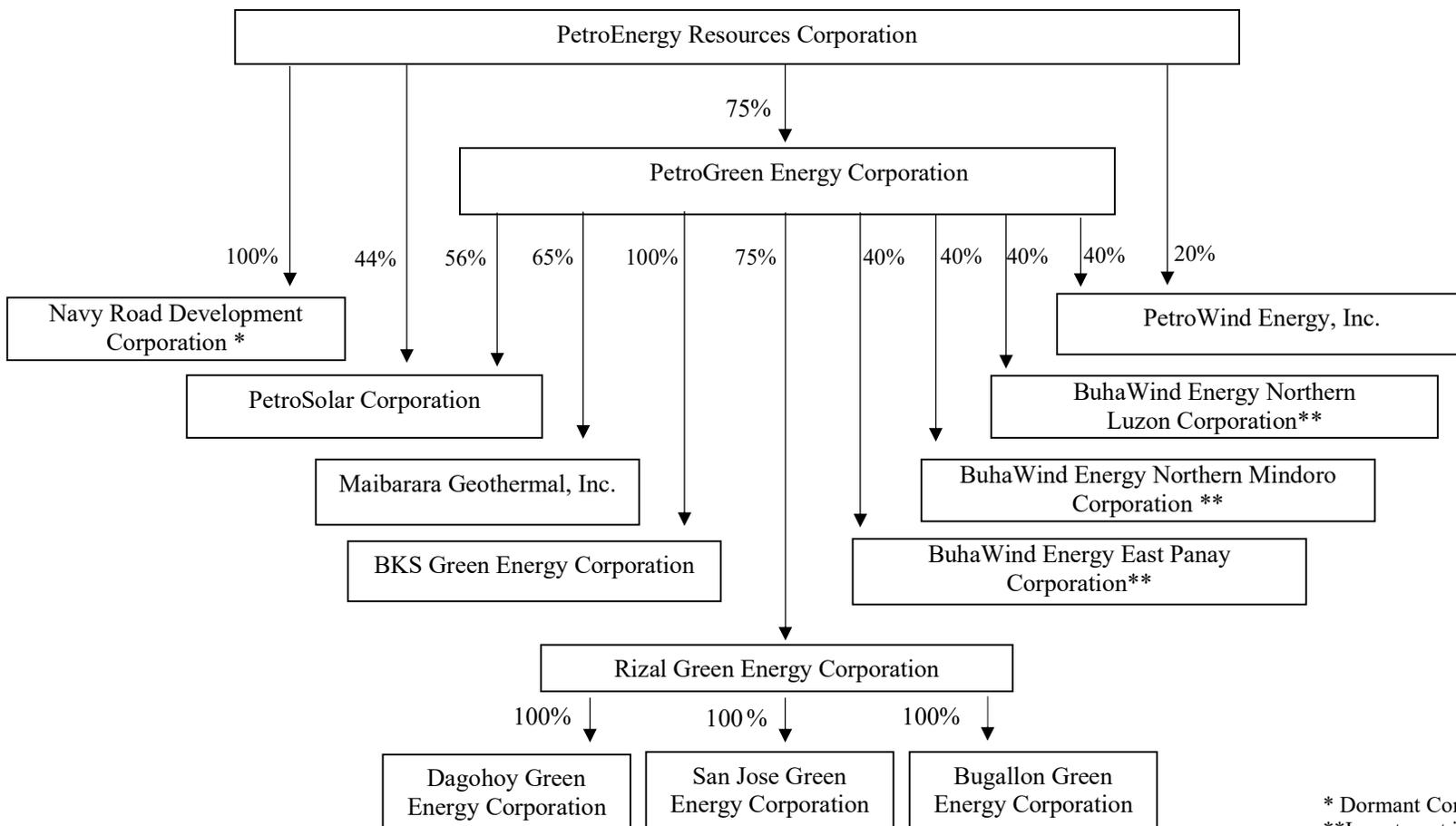
**Earnings before interest, taxes, depreciation and amortization (EBITDA)

PETROENERGY RESOURCES CORPORATION AND SUBSIDIARIES
MAP OF RELATIONSHIPS OF THE COMPANIES WITHIN THE GROUP

Group Structure

Below is a map showing the relationship between and among the Group and its subsidiaries as of September 30, 2024:

PETROENERGY RESOURCES CORPORATION
GROUP STRUCTURE



* Dormant Company
 **Investment in joint venture.

PETROENERGY RESOURCES CORPORATION (PARENT COMPANY)
SCHEDULE OF RETAINED EARNINGS AVAILABLE FOR
DIVIDEND DECLARATION
SEPTEMBER 30, 2024

Unappropriated Retained Earnings (Deficit), beginning of the reporting period (see Footnote 2)		₱ 182,647,943
Add: <u>Category A:</u> Items that are directly credited to Unappropriated Retained Earnings		
Reversal of Retained Earnings appropriation		
Effect of reinstatements or prior-period adjustments		
Others		—
Less: <u>Category B:</u> Items that are directly debited to Unappropriated Retained Earnings		
Dividend declaration during the reporting period	28,435,592	
Retained Earnings appropriated during the reporting period		—
Effect of reinstatements or prior-period adjustments		—
Others		—
		28,435,592
Unappropriated Retained Earnings (Deficit), as adjusted		154,212,351
Add/Less: Net income (loss) for the current year		140,290,321
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	207,338,225	
Unrealized foreign exchange gain, except those attributable to cash and cash equivalents		—
Unrealized fair value adjustment (mark-to-market gains) of financial instruments at fair value through profit or loss (FVPTL)		—
Unrealized fair value gain of Investment Property		—
Other unrealized gains or adjustments to the retained earnings as a result of certain transactions accounted for under the PFRS		—
Subtotal		207,338,225
Add: <u>Category C.2</u> Unrealized income recognized in the profit or loss in prior reporting periods but realized in the current reporting period (net of tax)		
Realized foreign exchange gain, except those attributable to cash and cash equivalents	84,208	
Realized fair value adjustment (mark-to-market gains) of financial instruments at fair value through profit or loss (FVPTL)		—
Realized fair value gain of Investment Property		—
Other realized gains or adjustments to the retained earnings as a result of certain transactions accounted for under PFRS		—
Subtotal		84,208

Forward

Add: Category C.3 Unrealized income recognized in the profit or loss in prior reporting periods but reversed in the current reporting period (net of tax)

Reversal of previously recorded foreign exchange gain, except those attributable to cash and cash equivalents	—	
Reversal of previously recorded fair value adjustment (mark-to-market gains) of financial instruments at fair value through profit or loss (FVPTL)	—	
Reversal of previously recorded fair value gain of Investment Property	—	
Reversal of other realized gains or adjustments to the retained earnings as a result of certain transactions accounted for under PFRS	—	
Subtotal		

Adjusted Net Income / Loss

Add: Category D: Non actual losses recognized in profit or loss during the reporting period (net of tax)

Depreciation on revaluation increment (after tax)	—	—
Subtotal		

Add/Less: Category E: Adjustments related to the relief granted by SEC and BSP (see Footnote 3)

Amortization of the effect of reporting relief	—	
Total amount of reporting relief granted during the year	—	
Others	—	—
Subtotal		

Add/Less: Category F: Other items that should be excluded from the determination of the amount available for dividends distribution

Net movement of the treasury shares (except for reacquisition of redeemable shares)	—	
Net movement of the deferred tax asset not considered in reconciling items under previous categories	—	
Net movement of the deferred tax asset and deferred tax liabilities related to same transaction, e.g, set-up of right of use asset and lease liability, set-up of asset and lease liability, set-up of asset and asset retirement obligation, and set-up of service concession asset and concession payable		
Adjustment due to deviation from PFRS/GAAP - gain (loss)	—	
Others	—	
Subtotal		—

Total Retained Earnings, end of the reporting period available for dividend

₱87,248,655

FOOTNOTES:

- (1) The amount of retained earnings of the company should be based on its separate (“stand alone”) audited financial statements.
- (2) Unappropriated Retained Earnings, beginning of the reporting period refers to the ending balance as reported in the “Reconciliation of Retained Earnings Available for Dividend Declaration” of the immediately preceding period.
- (3) Adjustments related to the relief provided by SEC and BSP pertain to accounting relief (e.g losses that are reported on a staggered basis) granted by regulators. However, these are actual losses sustained by the company and must be adjusted in the reconciliation to reflect the actual distributable amount.
- (4) This Reconciliation of Retained Earnings Available for Dividend Declaration is pursuant to Sec.42 of the Revised Corporate Code, which prohibits stock corporations to retain surplus profits in excess of one hundred (100%) percent of their paid-in capital and their power to declare dividends. However, this Reconciliation of Retained Earnings should not be used by the REIT Act and its Implementing Rules and Regulations.

SIGNATURES

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

Registrant : **PETROENERGY RESOURCES CORPORATION**

Signature and Title :  Milagros V. Reyes - President

Signature and Title :  Maria Cecilia L. Diaz De Rivera – Chief Finance Officer 

Date : November 14, 2024