



1 July 2013

MS. JANET A. ENCARNACION
Head, Disclosure Department
Philippine Stock Exchange,
Philippine Stock Exchange Plaza
Ayala Triangle, Ayala Avenue, Makati City

SUBJECT: PRELIMINARY INFORMATION STATEMENT

Dear Ms. Encarnacion,

Pursuant to the continuing disclosure requirements of the Philippine Stock Exchange, please find attached the Preliminary Information Statement (SEC Form 20-IS) of Oriental Peninsula Resources Group, Inc. to be filed with the Securities and Exchange Commission today.

Very truly yours,

Atty. Jose Marie E. Fabella
Assistant Corporate Secretary /
Alternate Corporate Information and
Compliance Officer

C S 2 0 0 7 0 5 6 0 6

SEC Registration Number

O R I E N T A L P E N I N S U L A R E S O U R C E S

G R O U P I N C

(Company's Full Name)

8 1 S E N G I L P U Y A T A V E B G Y P A L A N A N

M A K A T I C I T Y P H I L I P P I N E S

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

Connie A. Minoza

(Contact Person)

63(2) 8891129

(Company Telephone Number)

1 2

Month

3 1

Day

(Fiscal Year)

2 0 - I S

Preliminary Information Statement

(Form Type)

Month

Day

(Annual Meeting)

Permit to Sell Securities

(Secondary License Type, If Applicable)

CFD

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document ID

Cashier

STAMPS

Remarks: Please use BLACK ink for scanning purposes.

SECURITIES AND EXCHANGE COMMISSION
SEC FORM 20-IS
INFORMATION STATEMENT PURSUANT TO SECTION 20
OF THE SECURITIES REGULATION CODE

1. Check the appropriate box :
 Preliminary Information Statement
 Amended Definitive Information Statement
2. Name Registrant as specified in its charter: **ORIENTAL PENINSULA RESOURCES GROUP INC.**
3. Province, country or other jurisdiction of incorporation or organization : **Metro Manila**
4. SEC Identification Number : **CS200705606**
5. BIR Tax Identification Code: **006-710-868**
6. Address of principal office and Postal Code: **81 SEN. GIL PUYAT AVE., BRGY. PALANAN, MAKATI CITY**
7. Registrant's telephone number, including area code: **(632) 8891129**
8. Date, time and place of meeting of security holders:
05 August 2013
2:00 PM
ROOM 3, MEZZANINE DUSIT HOTEL {for confirmation of venue}
MAKATI CITY
9. Approximate date on which the Information Statement is first to be sent or give to security holders:
JULY 15, 2013
10. In Case of Proxy Solicitations:
NOT APPLICABLE
11. Securities registered pursuant to Section 8 and 12 of the Code or Section 4 and 8 of the RSA (information on number of shares and amount of debt is applicable only to corporate registrants):

Title of Each Class	Number of Shares of Common Stock Outstanding or Amount of Debt Outstanding
Common	<u>1,452,000,005</u>
12. Are any or all registrant's securities listed in a Stock Exchange?
 Yes
 If yes, disclose the name of such Stock Exchange and the class of securities listed therein:
The Philippine Stock Exchange, Inc.; Common Share

NOTICE OF ANNUAL STOCKHOLDERS MEETING

Notice is hereby given that the Annual Meeting of Stockholders of ORIENTAL PENINSULA RESOURCES GROUP INC. will be held on August 5, 2013 at 2:00 P.M at Room 3 Mezzanine Dusit Hotel, Makati City to consider and approve the matters set forth in the following agenda:

AGENDA

1. Call to Order
2. Certification of Notice and Quorum
3. Approval of the Minutes of the Annual Stockholders Meeting held on June 28, 2012
4. Presentation of 2012 Audited Financial Statements
5. Increase of capital stock up to Php10B
6. Ratification of Board of Directors approval regarding Php500M private placement
7. Approval of the majority of the minority to waive the requirement of rights or public offering
8. If increase in capital thru conversion, ratification of Board of Directors approval regarding transfer of liability from Citinickel Mines & Development Corporation to Oriental Peninsula Resources Group Inc. re Citimax Group Inc.'s advances
9. Approval and Ratification of Acts and Proceedings of the Board of Directors, the duly Constituted Committees and Corporate Officers
10. Election of the Board of Directors
11. Appointment of External Auditors
12. Adjournment

The record date for the determination of the stockholders entitled to notice of, and to vote at, said meeting is fixed at the close of business hours on July 9, 2013.

We are not asking for proxy and you are not requested to send us proxy.

Registration starts at 1:30 PM. Please bring this notice with you together with a valid government issued ID.

JOSEPHINE JOY D. CANEBA
Corporate Secretary

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

PART I

INFORMATION REQUIRED IN INFORMATION STATEMENT

A. GENERAL INFORMATION

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

Date : August 5, 2013
Time : 2:00 PM to 3:00 PM
Place : Room 3 Mezzanine Dusit Hotel, Makati City (**tentative venue**)
Principal Place of Business : 81 Sen Gil Puyat Ave, Palanan Makati City

Approximate Date of Distribution of Security Holders: July 9, 2013

Item 2. DISSENTER'S RIGHT OF APPRAISAL

The Dissenter's right of appraisal is not available in the instance, there is no action for the amendment in the Articles of Incorporation which will have an effect of changing or restricting the rights of any stockholders or class of shares, or authorizing preferences in any respect superior to those of outstanding shares of any class, or extending or shortening the term of corporate existence (Section 81 of the Corporation Code of the Philippines). Nor was there any sale, lease exchange, exchange, transfer, mortgage, pledge or other disposition of all of the corporate property and assets, or any merger (Section 81 of the Corporation Code of the Philippines).

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

- a. No director, officer, or a beneficial owner, or any nominee for election as director or an associate of a director, official, beneficial owner or nominee as director has any substantial interest within the last three fiscal years, direct or indirect, by security holdings or otherwise, in any matter to be acted upon during the Annual Stockholder's Meeting other than election to office.
- b. No director has informed the Corporation in writing of his intentions to oppose any action to be taken during the proposed Annual Stockholders Meeting.

B. CONTROL AND COMPENSATION INFORMATION

Item 4. VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF.

As of **June 19, 2013**, there are **1,452,000,005** subscribed issued and outstanding common shares entitled to vote at the meeting with each share entitled to one vote.

All stockholder of record at close of business hours on **July 9, 2013** shall be entitled to cumulative voting rights with respect to the election of directors. A stockholder may vote such number of shares for as many person as there are directors to be elected or he may cumulate said shares and give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal, or he may distribute them on the same principle among as he shall see fit : Provided, that the total number of votes cast by him shall not exceed the number of shares owned by him as shown in the books of the corporation as of **July 9, 2013** multiplied by the whole number of directors to be elected.

Security Ownership of Certain Record and Beneficial Owners

As of **June 19, 2013**, the Corporation knows of no person who, directly or indirectly, are the record and/or beneficial owners of more than five percent (5%) of any class of the Corporation's voting securities, except as set forth in the table below:

Title of Class	Name, Address of Record Owner and Relationship with Issuer	Name of Beneficial Owner and Relationship with Record Owner	Citizenship	No. of Shares	Percent Held
Common	CITIMAX GROUP INC. 81 Sen Gil Puyat Ave. Palanan Makati City (stockholder) Nominee: CAROLINE TANCHAY	CITIMAX GROUP INC.	Filipino	479,871,000	33.5%
Common	GOLDEN SPIN REALTY, INC 6 TH Floor MNA Building, 186 2 nd Street corner Bonifacio Drive, Port Area, Manila (stockholder) Nominee:	GOLDEN SPIN REALTY, INC	Filipino	422,071,200	29.07%
Common	BILLION APEX DEVELOPMENT LTD. (stockholder) Nominee:	BILLION APEX DEVELOPMENT LTD.	BVI	74,999,000	5.16%
TOTAL				976,941,200	

The board of Directors of the following corporate stockholders of the Corporation has authorized the following persons to exercise on their behalf the voting power over their securities in the Corporation to wit:

Name of Corporate Stockholder	Authorized Representative
Citimax Group, Inc	Brenda S. Puertollano
Golden Spin Realty, Inc.	Ferdinand M. Pallera
Billion Apex Development Ltd.	Caroline L. Tanchay

Securities Ownership of Management

The Following table shows the shares beneficially owned by the directors and executive officers of Corporation as of **June 19, 2013**:

Title of Class	Name of Beneficial Owner	Amount and Nature of Beneficial Ownership		Citizenship	Percent of Class
Common	Caroline L. Tanchay	1,000,000	Direct	Filipino	0.069
Common	David Attiwell	1	Direct	British	0.000
Common	Irving Lin	1	Direct	US Citizen	0.000
Common	Alonzo C. Española	1	Direct	Filipino	0.000
Common	Fernando B. Esguerra	50,000	Direct	Filipino	0.003
Common	Evelyn Tan Thai	1	Direct	Filipino	0.000

Common	Elvira Chan	1	Direct	Filipino	0.000
Common	Ferdinand M. Pallera	1,000,000	Direct	Filipino	0.069
Common	All Directors and Executive Officer as a group	2,050,005			0.001

Voting Trust Holders of 5% or More

The Corporation is not aware of any voting trust or similar arrangement involving securities of the Corporation or any person who holds more than five percent (5%) of class of securities under a voting trust or similar agreements.

Changes in Control

The Corporation is not aware of any arrangements entered into by shareholders thereof which may result in the change in control of the Corporation.

Item 5. DIRECTORS AND EXECUTIVE OFFICERS.

- (a) Directors, Executive Officers, Promoters and Control Person
- (1) Directors, Including Independent Directors and Executive Officers

The Board of Directors is empowered to direct, manage and supervise, under its collective responsibility, the affair of the Corporation. It is also responsible for the proper administration and management of the Corporation trust business. The members of the Board are elected at the annual Stockholders' Meeting to hold office until the next Annual Stockholders' Meeting until their respective successors have been appointed or elected and qualified.

The Board of directors is responsible for the over-all management and direction of the Corporation. The Board meets to review and monitor the Corporations future plans. Each board member serves for a term of one year until his successor is duly elected and qualified. The Corporation has eight directors.

The independent directors of the Corporation have all the qualifications and one of the disqualifications for holding the position as an independent director pursuant to the Securities Regulation Code and the Corporation's Manual of Corporate Governance.

The Table below presents the current members of the Board of directors and Principal Officers:

Name of Directors	Age	Nationality	Present Position
Caroline L. Tanchay	44	Filipino	Director/Chairman/President
David Attewill	52	British	Director
Irving Lin	62	Taiwanese	Director
Alonzo C. Española	47	Filipino	Director
Fernando B. Esguerra	79	Filipino	Director
Evelyn Tan Thai	47	Filipino	Independent Director
Ferdinand M. Pallera	46	Filipino	Director
Elvira Chan	74	Filipino	Independent Director
Amor L. Dionisio	64	Filipino	Treasurer
Josephine Joy D. Caneba	32	Filipino	Corporate Secretary

The following are the business experience and position held by the Directors, Independent Directors and Executive Officers within the last five (5) years:

Caroline L. Tanchay (Filipino, 44 years old, Chairman and President) Ms. Tanchay is the current President of Citimax Group, Inc., Rockworks Resources Corp., Rockworks Inc., Maxwell Heavy Equipment Corp., chairman of Citinickel Mines and Development Corp. and a Director of Moreland Realty Corp. She graduated from the De La Salle University in 1988 with a degree in Bachelor of Science in Commerce Major in Management.

David Attewill (British, 52 years old, Director) Mr. Attewill is the Manager of International Operations for Worley Parsons Limited, and is currently the President of Euro Decommissioning Services, Philippines, Inc. He used to be the Operations Director for Crew Minerals Corporation, Inc., EDS Philippines, Inc. and Cleveland Bridge LTD. He also held the position of managing director for Kvaerner Philippines Corp., Inc. He obtained his Master of Business Administrations from the University of West of England, UK in 1993.

Irving Lin, (American, 62 years old, Director) Mr. Lin is the founder of several corporations, such as the Abest International, Inc., Acen Communication, inc., China Mining Resources Resources, Inc., Sino Mining Resources. He is also a joint venture partner for Adani Group, Inc. He obtained his degree in Bachelor of Marine Science from Chinese Culture University in Taiwan and completes his Master's in Business Administration in Steven Institute of Technology in the United States of America.

Alonzo C. Española (Filipino, 47 years old, Director) Mr. Española holds the position of President in various corporations such as Martam Shipping Corporation, Grain Corporation, Bandila Construction and Development Corporation and Hardrock Aggregates, Inc. He obtained his degree in Bachelor of Science in business Administration and Management from the Letran College in 1985.

Fernando B. Esguerra (Filipino, 79 years old, Director) Mr. Esguerra is the President of Falcon Peak Resources Development Corporation and member of the Board of directors of China Nickel Mining Philippines Corp., and Olympic Mines and Development Corp., He used to be the Executive Vice President and Director of Olympic Mines and Development Corp., President of Pyramid Hill Mining and Industrial Corp., Director of Mt. Abo-abo Agro Industrial Development Corp., President of Patricia Louise Mining and Development Corp., President of Sara Marie Mining and Development Corp. and Director of Palawan Alpha South Resources Development Corp.

Elvira O. Chan (Filipino, 74 years old, Independent Director) Ms. Chan currently holds the following positions in various corporations: Executive Vice President of Metrobank Foundation, Inc., Vice-Chairman of the board of Manila Medical Services; Vice-Chairman of the Executive Committee of Manila Doctors Hospital and Vice Chairman of the Board of Trustees of Manila Doctors College. She graduated Magna Cum Laude from the University of the Philippines with a degree in Bachelor of Arts. She held the position of Senior Executive Vice President for Metrobank from 1996 to 2000 and Chairman of the Board of AXA Life Philippines from 1996 to 2000.

Amor L Dionisio (Filipino, 62 years old, Treasurer) Mr. Dionisio is a director in the following corporations: Maxwell Heavy Equipment Corp., Rockworks Resources Corp., She graduated from the University of Sto. Tomas in 1974 with a degree in Bachelor of Science in Commerce.

Evelyn Tan Thai (Filipino, 47 years old, nominee Independent Directors) Ms. Thai is engaged in manufacturing machineries locally used for woodworking & metalcrafts, used by sawmills lumberyards, sash factories & furniture makers. She is presently engaged as one of the Marketing Consultant for Recreational Outdoor Exchange or R.O.X with an advocacy of promoting safe Outdoor Adventures & Travel.

Josephine Joy Caneba (Filipino, 32 years old, Corporate Secretary) Atty. Caneba obtained her degree in Bachelor of Laws from the University of Sto. Tomas in 2005 and passed Philippine Bar in 2006. She currently serves as Corporate Secretary of various corporations and specializes in the fields of corporate law.

Nomination of Director and Independent Directors

The following are nominated for election to the Board of Directors during this year's Annual Stockholders' Meeting.

1. Caroline L. Tanchay
2. David Attewill
3. Irving Lin
4. Alonzo C. Española
5. Fernando B. Esguerra
6. Elvira Chan – Independent Director
7. Evelyn Tan Chai – Independent Director
8. Ferdinand M. Pallera

All nominees are currently members of the Board of Directors.

The nominees for Independent Directors were nominated by Caroline L. Tanchay who is not related to either Ms. Elvira Chan or Ms. Evelyn Tan Thai.

The Nomination Committee is composed of Ms. Elvira Chan as Chairman and Mr. Alonzo Española and Engr. Fernando B. Esguerra as members.

(2) Significant Employees

The Corporation is not dependent on the services of any particular employee. It does not have any special arrangements to ensure that any employee will remain with the Corporation and will not complete upon termination.

(3) Family Relationship

Caroline L. Tanchay, Director and President of the Corporation is the niece of Amor Dionisio, Treasurer of the Corporation. Other than the foregoing, none of the directors or executive officers of the Corporation are related.

(4) Involvement of Directors and Executive Officers in Legal Proceedings

The Corporation, at present, is not aware of any legal proceedings within the last five (5) years prior to the date of this Report, other than the following:

On August 11, 2010 the Company disclosed that pending the approval by the Regional Trial Court of Puerto Prinsesa, Palawan, Branch 95, Citinickel has entered into Joint Compromise Agreement with PGMC in connection to Civil Case 4199. The Joint Compromise Agreement also requires the dismissal of all case filed by either party against the other or one that involves the mineral property of Citinickel or the Operating Agreement.

In addition, the Company, at present, is not aware of any legal proceedings prior to the date of this Report that are material to the evaluation of the ability or integrity of any director, any nominee for election as director, executive officer, underwriter or control person of the Company nor is the Company aware of:

- Any bankruptcy petition filed by or against any business of which incumbent directors or senior management of the Company was a general partner or executive officer, either at the time of filing of the bankruptcy petition or within three (3) years prior to that time.

- Any conviction by final judgment in a criminal proceeding, domestic or foreign, pending against any of the incumbent directors or senior management of the Company.
- Any order, judgment or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, domestic or foreign, permanent or temporarily enjoining, barring, suspending or otherwise limiting the involvement of any of the incumbent directors or senior management of the Company in any type of business, securities, commodities or banking activities; and
- Any finding by domestic or foreign court of competent jurisdiction (in civil action), the SEC or comparable foreign body, or a domestic or foreign exchange or electronic marketplace or said regulatory organization, that any of the incumbent directors or senior management of the Company has violated a securities or commodities law, and the judgment has not been reversed, suspended or vacated.

Certain Relationships and Related Transactions:

As shown in the table below, some of the directors or officers of the Company are likewise officer in corporations with business relationship with the Company. All transactions, however, between the Company and such other corporations are at arm's length and above board.

These directors are as follows:

Director/Officer	Related Company
Caroline L. Tanchay	Citimax Group Inc.

The business purpose between the Company and the related parties mentioned above is to provide support in the development and operations of the mine properties of the subsidiary, Citinickel Mines and Development Corporation.

Transaction prices were determined by the Company and the above-mentioned related parties, by actual costing of products and services plus a certain mark-up, likewise, price levels are dictated by market competition.

The transaction with related parties are always evaluated with fairness and are accounted for at arm's length prices or on terms similar to those offered to non-related entities in an economically comparable market. In arriving at the decision to engage services, the primordial consideration is the greater economic benefit for the company.

Item 6. COMPENSATION OF DIRECTORS AND EXECUTIVE OFFICERS

Compensation Table of Directors and Executive Officers

Name of Directors and Executive Officers and Principal Function	Fiscal Year	Salary	Bonus	Compensation	Other Annual Compensation
CAROLINE L. TANCHAY Director, Chairman, President	2013	Waived	N.A.	N.A.	N.A.
	2012				
	2011				
	2010				
	2009				
MIGUEL D. DE REGLA	2013				

Chief Finance Officer	2012 2011 2010 2009	Waived	N.A.	N.A.	N.A.
ALONZO C. ESPAÑOLA Director	2013 2012 2011 2010 2009	Waived	N.A.	N.A.	N.A.
AMOR L. DIONISIO Director	2013 2012 2011 2010 2009	Waived	N.A.	N.A.	N.A.
All Other Officers and Directors as Group Unnamed	2013 2012 2011 2010 2009	Waived	N.A.	N.A.	N.A.

None of the Directors of Executive Officers receives any compensation from the Company in 2009, 2010, 2011 and 2012.

Compensation of Directors

(a) Standard Arrangements.

There are no special arrangements as to the employment contact of any executive officer such that said officer will be compensated upon his resignation, retirement or other termination from the Corporation or its subsidiaries, or as may result from a change-in –control except as provided by law.

Item 7. INDEPENDENT PUBLIC ACCOUNTANTS.

(a) Name of the Principal Accountant.

R.R. Tan and Associates, CPAs was the Independent Public Accountant for the year 2012. The reappointment of the said accounting firm as Independent Public Accountant for the incoming year will be submitted to the stockholders for their confirmation and approval. Duly authorized representative of R.R Tan and Associates CPAs are expected to be present at the Annual Meeting of Stockholders and they will have the opportunity to make statements if they desire to do so and are expected to be available to respond to appropriate questions.

CHANGES IN AND DISAGREEMENT WITH ACCOUNTANTS ON ACCOUNTING DISCLOSURE

There have been no changes in or disagreements with accountants on accounting and financial disclosure. The Corporation will ensure its compliance with the Code of Corporate Governance and SEC memorandum Circular No. 8, Series of 2003.

R.R Tan and Associates, CPAs was the Independent Public Accountant for the year 2008 to present. The reappointment of said accounting firm as Independent Public Accountant for the incoming year 2008 submitted to

the stockholders for their confirmation and approval. Duly authorized representative of R.R Tan and Associates, CPAs are expected to be present at the Annual Meeting of Stockholders and they will have the opportunity to make statements if they desire to do so and expected to be available to respond to appropriate questions. Pursuant to SRC Rule 68 (3) (b) (iv), the registrant shall change its external auditors or rotate the engagement partner every five years.

Audit and Audit-Related Fees; Tax Fees:

The table below show the aggregate fees billed for each of the two (2) fiscal years for professional services rendered by the external auditor, R.R Tan and Associates for the audit of annual financial statements and the filing of the said reports with SEC and the Bureau of Internal Revenue as well as providing assurances that are all related to the performance of the audit or review of the financial statements of the Corporation.

	2011	2012
Audited and Tax Fees	P67,083.00	

The external auditors did not provide service for tax, accounting, compliance, advice, planning, and other form of tax services for the past years.

The members of the Audit Committee are as follows: Elvira Chan as Chairman, with Irving Lin and Alonzo Española as members.

Item 8. COMPENSATION PLANS.

No action with respect to any plan pursuant to which cash or non cash may be paid or distributed for the year shall be during the meeting.

A. ISSUANCE AND EXCHANGE OF SECURITIES

(a) Description of Registrant’s Securities.

The shares of stock of the Corporation consist solely of common shares and were initially listed and traded in the Philippine Stock Exchange on December 19, 2007.

The authorized capital stock of the Corporation is P1.5 billion divided into 1.5 billion common shares at P1.00 par value.

Voting Rights

At each meeting of the shareholders, every stockholder shall be entitled to one vote each share of stock standing in his name in the books of the Corporation at the same time of closing the transfer books of such meeting on a particular question or matter involved.

Dividends

The Corporation to date has not yet declared or issued dividends. There is however no impediment for the Corporation to declare dividends in the future. A cash dividends declaration requires the approval of the Board and no stockholders approval is necessary. A stock dividend declaration requires the approval of the Board and of the shareholders representing at least 2/3 of the outstanding capital stock. Holders of outstanding shares on a dividends record date for such shares shall be entitled to the full dividends declared without regard to any

subsequent transfer of shares, other than statutory limitations, there are no restrictions that limit the Corporation from paying on common equity.

Pre-emptive Rights

Shares from the unissued portion of the authorized capital stock are not subject to pre-emptive rights of stockholders and may therefore be issued in such quantities, at such time, and other terms as the Board of Directors of the Corporation shall determine.

There is nothing in the Article of Incorporation and/or By-Laws of the Corporation that would limit delay or prevent a change in control of the Corporation.

Recent Sales of Unregistered or Exempt Securities, including Recent Issuance of Securities Constituting an Exempt Transaction

In a resolution dated August 2, 2007, the SEC confirmed that the time issuance of 752,000,000 common shares of the Corporation at par value of P1.00 per share to its existing shareholder is exempt registration requirements of the Securities regulation code.

Previously, on July 4, 2007, the Corporation entered into a Deed of Exchange with certain shareholders of Citinickel whereby in exchange for the latter's shares of stock, the Corporation issued 752,000,000 common shares in their favor.

(1) Stock Options

The Corporation did not issue shares with restricted rights and/or with options. No did the Corporation issue any treasury share.

(2) Securities Subject to Redemption or Call

The Corporation did not sell, convey, transfer or encumber any shares of stock.

e. Financial and Other Information

Financial Statements

The audited Financial Statements as of December 31, 2012 is hereto attached.

Plan of Operations

The Company plans to continue on with its commercial operations for 2013 with a target of Fifty-five (55) shipment of nickel ore and of the purpose intends to increase the production of its subsidiary and operating company, Citinickel Mines and Development Corp (Citinickel) from one million to three million tons this year. To enable to achieve said target the Company will be aggressive in providing necessary financial support to Citinickel for use in improvement of necessary equipment and facility in the mines sites in Palawan. The Company is also looking into establishing a ferro-nickel plant. On the corporate site, the Company is expected to be more active in promoting good corporate governance and in pursuing its objective to be a Company with definite, concrete and effective corporate social responsibility with especial advocacy for health, education and environment.

Status of Operation

Year 2013 is anticipated to be more challenging as the past years with the continuous price fluctuation in the London Metal Exchange, over supply with less demand, and the competition posed by mining companies abroad is tough. In addition, anti-mining campaigns are also being waged in the media and in the consciousness of the people. To prevail upon the challenges, Citinickel continuous to work towards being a vibrant, forward-thinking organization, and laud the efforts of the present administration for enhancing the Philippine Mining Act and

implementing reforms in the mining sector, and continued cost control is strictly implemented to overcome revenue declines that the price fluctuation brought.

During the first quarter of 2013, Citinickel shipped a total of twenty-two (22) vessels of nickel laterite ore to China, Japan and Australia from its two (2) nickel mine site project located in the municipality of Sofronio Española and Narra, Palawan – twelve (12) from Española Mine Site and ten (10) from Narra Mine Site. The company is working very hard to grow its rank not only financially but also in its commitment to work with its many partners, driving economic and social development in the country. It is focused in protecting not only the interest of all stakeholders but the environment as well, the company's corporate social responsibility (CSR) policy.

During 2012, the Company took an extensive approach to CSR and implemented projects in education, the environment, and livelihood to its host communities. Seventy-three (73) silt ponds were in placed in strategic locations to absorb run-off water so that when it rains, farmlands adjacent to the mining roads are not affected. The Company committed to plant Five (5) Million trees and so far there are 336,000 trees that are already planted. The company has also assisted in addressing the socio-economic needs of the Indigenous People (IP) by providing them with medical needs and facilities. At least two thousand residents in the communities of Española and Narra Palawan have benefited from medical assistance, including patients treated for minor operations. Computer school with Fifteen (15) desk top/personal computers was constructed in Narra, aimed to strengthen knowledge of the children in the localities on technology. As of 2012, Citinickel granted full college scholarship to twenty-four (24) students from Barangay San Isidro, Narra, Palawan.

In relation to company's mine site expansion and on-going site development, the company has appropriated P300,000,000 for the additional construction and development works, exploration and validation works, and purchase of crushing plant, during it's Board of Directors meeting on December 22, 2012. Additional construction and development works includes pier expansion and/or widening, for both mine sites, to accommodate more barges and/or LCTs during vessel loading; relocation of administrative office in Española from mine site to causeway; acquisition of adjacent properties for additional and bigger stock pile area and additional sample prep area; construction of new laboratory for Española; construction of villas and motor pools for both site which is now on-going. The proposed crushing plant to be purchased will be used for the crushing or reducing of nickel ore lateritic rocks/boulders into small sizes to attain the allowable size of not more than 200mm. Barring any unforeseen circumstances, the Company's Board of Directors are confident that the future operating financial performance of the Corporation and its subsidiary are expected to be satisfactory in the coming period.

- I. There is no trend, event or uncertainty that has or is reasonably likely to have a negative impact on the Company's short-term or long-term liquidity.
- II. The liquidity of the Company is generated from the Company's financial resources and from the Initial Public Offering proceeds. The Company believes that it has sufficient resources to finance its working capital requirements for the next six (6) months and has ready to access to sources of credit from both trade supplier and financial institutions.
- III. There is no known cause for the Company to raise additional funds in the next six months, except to support the operations of the Corporation's subsidiary.
- IV. There is no known trend, event of uncertainty that has or that is reasonable expected to have a negative impact of the projected commencement of commercial operations.
- V. There is no significant element of loss that is expected to arise from the Company and its subsidiary's continuing operations.
- VI. There is no known cause for any material change from the Company's inception in one or more of the line items of the Company's Financial Statements.
- VII. There were no unexpected seasonal aspects that had a material impact effect on the financial condition or results operations.

Key Performance Indicators:

The company's management intends to analyze future results of operations through the following key performance indications, among other measure:

I. Tonnes Extracted and Ore Grade

Tonnes extracted and ore grade are key determinants of sale volume. Higher tonnage and ore grade are directly proportional to the level of revenues.

II. Average Metal Prices

The average prices to be realized for Citinickel's product are key indicators in determining the Company's revenue level. Selling prices for nickel laterite ore are derived from quoted world spot and forward market prices as provided in the London Metal Exchange.

III. Foreign Exchange Rate

Proceeds from the sale of nickel laterite ores are all denominated in U.S. dollar. A stronger U.S dollar relative to the Philippine peso will provide the Company and its subsidiary higher peso sales revenue.

IV. Unit Production Cost

Production cost per tonne is key measure of operating efficiency. A lower unit production cost will be incurred as the Company effectively takes advantage of economies of scale.

V. Earnings Per Share

The Company's bottom line operating results as reflected in its earnings per share is key measure of the Company's effectively in administration the operations of its subsidiary. Earnings per share is expressed as the amount per share of the Company's outstanding capital stock.

Item 11. FINANCIAL AND OTHER INFORMATION.

The audited Financial Statements as December 31, 2012 of the Corporation is herein attached, and the Management Discussion and Analysis are incorporated in the attached Management Report.

Duly authorized representatives of R.R Tan and Associates, CPAs are expected to be present at the Annual Meeting of Stockholders and they will have the opportunity to make if they desire to do so and are expected to be available to respond to appropriate questions. The Corporation has no materials disagreement with RR Tan and Associates, CPAs on any matter of accounting principle or practices or disclosures in the Corporations financial Statements.

(1) Business

Brief Description of General Nature and Scope of Business

The Corporation's principal activity is investment holding. Since its incorporation on April 16, 2007 the corporation has acquired one operating subsidiary, Citinickel Mines and Development Corporation , whose principal activity is to prospect, explore, locate, hold, work, magnesite, lease, operate and exploit mineral lands for nickel, chromite, copper, manganese, silver, gold and other precious and non-precious minerals.

Pursuant to a Deed of Exchange dated July 4, 2007 by and among majority stockholders of Citinickel, as transferors and the Corporation as transferee, the transferee assigned in favor of the Corporation their 2,540,000 Citinickel shares of stock, each with a par value of P10.00 share, in exchange for 752,000,000 shares of stocks of the Corporation, each with a par value of P1.00 per share, or an aggregate issue value of P752.0 million.

By virtue of the share swap, the Corporation recognized in its book the amount of P25.4 million as an "Investment in subsidiary" and the balance of P726.6 million as valuation of the "Explored mineral resource".

Development cost as recognized in the book as “Mine Site development” includes cost but not limited to cost of acquiring land and securing a permit to use same as a mining road; as well as the cost of the construction of the mining road, which refers to mere clearing and grubbing, hauling and disposal, gravelling and other miscellaneous road works. It also includes the cost of office building facilities, bachelor’s quarters, guest house, laboratory, canteen and motorpool as well as further costs of exploration.

Business Development

Estimated Daily/annual Production

Based on current delineated reserve and demand for nickel in the world market, the project will have following annual production.

Year	Toronto Mine (WMT)	Pulot Mine (WMT)	Total (WMT)
1	800,000	800,000	1,200,00
2	1,200,00	1,200,00	1,200,00
3	1,200,00	1,200,00	1,200,00
4	1,200,00	1,200,00	1,200,00
5	1,200,00	1,200,00	1,200,00
6	1,200,00	1,200,00	1,200,00
7	1,200,00	1,200,00	1,050,00

Operations will be limited to approximately 156 days per year, which corresponds to the projected dry season in Palawan. Considering the parameter above, both mines is expected to have a daily output of <10,000 WMT.

No processing will be utilized and thereof will not require construction of any processing plant. Oversized ores will be reduced using rock or manual breaking while, and if run-of-mine will be sun dried before prior shipment to reduce the moisture content.

Legal Proceedings

MARK BENEDICTO CONCEPTION vs. CITINICKEL MINES AND DEVELOPMENT CORPORATION and CAROLINE L.TANCHAY, FERDINAND M. PALLERA, MA. CORAZONLEYNES-XAVIER, PHILIP WATER EDWARD KING, FERNANDO ESGUERRA, AMOR L. DIONISIO, BERNARDINO M. VENTURA, ABRAHAM CONSTANTE GOMEZ-ESPEJO, in their capacities as Directors of Oriental Peninsula Resources Group, Inc. and ENGR. MANNY PUVENAL, DIODADO FERARIS AND SAMUEL RIOS, et. Al (Civil Case 4351, Regional Trial Court of Palawan and Puerto Princesa City Branch 48; CA G.R SP No. 101942).

The provincial Mining Regulatory Board (“PMRB”) represented by Mark Benedicto Conception filed a case against Citinickel and the directors of the Company for injunction with prayer for the issuance of TRO and writ of preliminary injunction. The petitioner alleges that he is duly authorized by the PMRB to institute the action against the respondent and to seek for the injunction of the alleged illegal quarrying activities and the construction of a mining road/causeway of Citinickel. It further alleges that the aforesaid activities lead to the pier being constructed by the Company. The Regional Trial Court of Palawan issued a Writ of Preliminary Injunction against Citinickel and the Company I a Decision dated January 7, 2008.

Oriental filed a Petition for Certiorari before the Court of Appeals assailing the Orders dated 18 December 2007 and 21 December 2007 and the Decision dated 07 January 2008.

In Resolution dated April 28, 2008 the Court of Appeals has granted the prayer of the Company for the issuance of injunction order against the Presiding Judge of RTC Branch 51 of Puerto Princesa City, the Provincial Mining Board and Mark Benedicto directing them to cease and desist from implementing the Order dated January 7, 2008.

MARK BENIDICTO CONCEPTION, ET AL., Complainant-Appellants versus CAROLINE TANCHAY, ET. AL respondents (ISO No. 2007-886 for Violation of Section 103 of R.A. 7942)

On September 16, 2008, the Corporation received a copy of the Resolution of the Department of Justice (“DOJ”) in the above-entitled case, wherein the DOJ resolved that the filing of the corresponding Information for violation of Section 103 of Republic Act No. 7942 against respondents Caroline Tanchay, Fernando Esguerra, Amor L. Dionisio, Bernardo M. Ventura and Abraham Constante Gomez-Espejo is deemed dopped and ordered dismissed. However, the recommendation for the filing of the corresponding Information for violation of Section 103 of Republic Act 7942 against respondents, Ferdinand M. Pallera, Corazon Leynes-Xavier, Philip Edward King, Kenneth Radaza, et al is affirmed.

However, on December 22, 2008, the DOJ modified its earlier resolution and ordered the Panel of Arbitrators to withdraw the information filed against the respondents, Ferdinand M. Pallera, Corazon Leynes-Xavier, Philip Edward King, Kenneth Radaza, et al for violation of Section 103 of Republic Act 7942.

On January 7, 2009, the Corporation received a copy of the Resolution of the DOJ which dismissed the petition for review filed by the complainants-appellants.

2.) CITINICKEL MINES AND DEVELOPMENT CORP. vs. HON. EDUARDO ERMITA, in his capacity as Executive Secretary and PLATINUM GROUP METALS CORPORATION (CA-G.R. SP No. 99175; Court of Appeals)

On July 18, 2006, Citinickel, as successor-in-interest of OMDC, filed a complaint before the Department of Environment and Natural Resources-Panel of Arbitrators docketed as DENR Case No. 2006-02B against PGMC for the cancellation of the Operating Agreement between OMDC and PGMC as well as the Small Scale Mining Permits issued to PGMC under SSMP Nos. 39 and 40 covering the areas of the Brgy. San Isidro, Narra, Palawan and Pulot, Española, Palawan measuring an aggregate area of 39.6 hectares on thr ground of illegal large-scale mining being performed by PGMC in the said area in violation of the Operating Agreement and the terms and conditions of the above-mentioned SSMPs.

On October 30, 2006, the DENR-Panel of Arbitrators issued an Order cancelling the said Operating Agreement and the above-mentioned SSMPs issued to PGMC and enjoined from further conducting any operations in the mining areas.

Previously, another complaint was filed by Citinickel on July 26, 2006 before the DENR also against PGMC for the cancellation of the latter’s Environment Compliance Certificates issued on the SSMPs that were granted to both OMDC and PGMC docketed as DENR Case No. 8253, on the ground of PGMCs gross violation of the conditions of the said ECCs which include among others: over-extraction of minerals: pollution; conduct of mining activities outside the boundaries of its SSMPs; unsystematic operational activities that are violated of standard mining practices; and unwise utilization of mineral resources. The Secretary of DENR, upon review and investigation f the allegations raised in the complaint, issued an Ordered dated September 25, 2006 cancelling he said ECCs. PGMC appealed the said Order of the Secretary of DENR to the Office of the President (“OP”) and docketed therein as O.P Case No. 06-L-433.

On February 6, 2007, the OP, through the Office of the Executive Secretary, issued an Order of the Secretary of DENR dated September 25, 2006 and thereby reinstating the cancelled ECCs. The OP further ruled for the reinstatement of the Operating Agreement and SSMPs issued to PGMC which have been declared cancelled by the

DENR-Panel of Arbitrators in the above-mentioned Order dated October 30, 2006 and January 9, 2007 Order of the DENR.

Aggrieved by the February 6, 2007 Order of the OP, Citinickel filed a Motion for Reconsideration with the said office. On March 8, 2007, the OP acting on the said Motion for Reconsideration of Citinickel, declared that the declarations made in the February 6, 2007 order reinstating the Operating Agreement and SSMP's of PGMC are mere obiter dictum and ordered that the resolution of the Motion for Reconsideration be held in abeyance pending the outcome of the investigation of the DENR on the alleged over-extraction by PGMC. For the said purpose, the OP remanded the case to the DENR for further investigation.

On April 16, 2007, the OP issued an Order reiterating that the Cease and Desist Order it previously issued against DENR directing it against issuing any order or resolution implementing the assailed orders is concerning the cancellation of the ECCs, SSMPs and the Operating Agreement of PGMC still stand.

In order to protect its interest and to stop any further acts of PGMC that are detrimental to the environment and the mining area in particular, Citinickel filed with the Court of Appeals on June 7, 2007 a petition for Certiorari and Mandamus with prayer for the issuance of a temporary restraining order and/or writ of preliminary injunction against Secretary Eduardo Ermita, in his capacity as Executive Secretary dated February 6, 2007 and April 16, 2007 be declared invalid on the ground that it was issued with grave abuse of discretion amounting to lack or excess of jurisdiction.

As stated in the above-mentioned Petition for Certiorari and Mandamus, it is Citinickel's position that the Executive Secretary exceeded his authority when he issued the questioned Orders since the cancellation of the SSMPs and the operating Agreement were not raised as an issue in the appeal filed by PGMC before the office of the President but was limited only on the issue of the cancellation of the ECC's. Moreover, the Order declaring the cancellation of the said SSMPs and Operating Agreement have long become final and executor as the period for appeal therein have long prescribed.

However, the said Petition was dismissed by the Court of Appeals on June 15, 2007 for failure of Citinickel to append the annexes thereto and on the ground that no motion for reconsideration was filed by Citinickel with OP before the institution of the said Petition in the Court of Appeals.

In its Motion for Reconsideration dated July 7, 2007, Citinickel manifested to the Court of Appeals that pursuant to the recognized exception to the rule of exhaustion of administrative remedies, Citinickel filed the said Petition for Certiorari with prayer of temporary restraining order, despite the pendency of the case before the DENR, since there is an extreme urgency to immediate stop PGMC from continuing with its illegal mining activities.

On August 8, 2007, the Court of appeals issued a Resolution granting the Motion for Reconsideration of Citinickel and reinstating its Petition for Certiorari and Mandamus against Hon. Eduardo Ermita, in his capacity as Executive Secretary.

In a Decision dated 31 July 2008, the Court of Appeals denied the Petition for Certiorari filed by Citinickel assailing the alleged grave abuse of discretion on the part of the Office of the President when it issued the Orders dated February 6, 2007 and April 2007. The Court of Appeals held that the President, being the head of the Executive Department, could disregard or do away with the action department, bureau or offices even in the exercise of discretionary authority, and in so opting he cannot be said as having acted beyond the scope of his authority. The Court of Appeals upheld the authority of the Office of the President to determine the matter of over-extraction

allegedly committed by Platinum with the end in view of resolving the propriety of terminating the Operating Agreement dated July 18, 2003, as well as the SSMPs and ECCs issued in connection therewith.

On February 24, 2009, the Corporation received a copy of the Resolution of the former 17th Division of the Court of Appeals wherein it held in abeyance the resolution of the Motion for Reconsideration of July 31, 2008 Decision until the final resolution of GR No. 180674 in as much as the Decision dated November 20, 2007 rendered in CA-GR SP. 99422 had been elevated to the Supreme Court in a Petition for review docketed as GR 180674.

PLATINUM GROUP METAL CORPORATION vs. PANEL ARBITRATORS AND CITINICKEL MINES AND DEVELOPMENT CORPORATION (CA-GR-SP NO. Court of Appeals; SC G.R. No. 181141, Supreme Court)

This a Petition for Certiorari Filed by PGMC before the Court of Appeals questioning the Order dated October 30, 2006 canceling the Operating Agreement between OMDC and PGMC, among others. The Court of Appeals dismissed the petition. PGMC filed a Motion for Reconsideration, which the Court of Appeals denied in a Resolution. Platinum filed a Petition for Review before the Supreme Court docketed as SC G.R. No. 181141, In a Resolution dated 02 April 2008, SC G.R. No. 181141 has been ordered to be consolidated with case entitled "Citinickel Mines and Development Corporation vs. Platinum Metals Corporation" docketed as SC G.R. No. 180674 has been further ordered to be consolidated with the case entitled "Olympic Mines and Development Corporation vs. Platinum Group Metals Corporation" docketed as SC G.R. No. 178188, the lowest numbered case being assigned thereto where the three (3) consolidated cases are now pending resolution.

On May 27, 2009, the Corporation received a copy of the consolidated Decisions of the Supreme Court Second Division dated May 8, 2009, in cases including SC G.R. No. 97288 is ordered reversed and set aside. Further, the Resolution of the Panel of Arbitrators, which the Supreme Court found to have been issued in violation of a previously issued writ of preliminary injunction, is ordered annulled and set aside.

On September 4, 2009, the Supreme Court denied the Motion for Reconsideration filed by Citinickel Mines and Development Corporation.

CITINICKEL MINES AND DEVELOPMENT CORPORATION vs. JUDGE BIENVENIDO C. BLANCAFLOR, IN HIS CAPACITY AS PRESIDING JUDGE, BRANCH 95 OF THE REGIONAL TRIAL COURT OF PUERTO PRINCESA CITY AND PLATINUM GROUP METALS CORPORATION. (CA-GR SP. 99422; Court of Appeals; SC G.R. No. 180674 Supreme Court).

On June 26, 2007, Citinickel filed a Petition for Certiorari under Rule 65 of the Court of the Philippines before the Court of Appeals with prayer for the issuance of a temporary restraining order and/or writ preliminary injunction which sought to have the orders dated July 21, 2006 and April 13, 2007 of the respondent judge be declared null and void for having been issued with grave abuse of discretion.

In both the assailed July 21, 2006 and April 13, 2007 orders under Civil Case No. 4199 pending before Branch 95 of the Regional Trial Court of Puerto Princesa City, the responded judge issued a writ of preliminary injunction and cease and desist order against Olympic, Citinickel, DENR, the Office of Secretary of DENR, the Panel of Arbitrators, the Environment Management Bureau and the Mines and Geosciences Bureau enjoining them from performing any act that will prevent PGMC from enjoying its benefits or rights under the Operating Agreement between PGMC and Olympic while the main issues, namely, quieting of title, breach of contract, damages, and specific performance, under the said Civil Case No. 4199 is being resolved.

It is the position of Citinickel in the court of Appeals proceeding that since it has not been impleaded and thus not a party to Civil Case No. 4199, the effects of any judgment or order that may be rendered therein, particularly the above mentioned writ of preliminary injunction and cease and desist order, cannot be enforced against it.

In the meantime, during the pendency of the instant Court of Appeals proceeding, specifically on September 4, 2007, PGMC filed before Branch 95 of the Regional Trial Court of Puerto Princesa City a motion for leave a second amended complaint to implead Citinickel as a party-defendant in Civil Case No. 4199. The court issued on November 5, 2007 an order holding in abeyance the resolution of PGMC's motion for leave to file a amended complaint until after the Supreme Court has resolved the Petition for Review under G.R. No. 178188 filed by Olympic in relation to the issues raised in Civil Case No. 4199. Hence, presently, Citinickel is not yet a party to Civil Case No. 4199.

However, on November 20, 2007, the Court of Appeals issued an Order dismissing the case. Citinickel filed a Supreme Court to question the said Order of the Court of Appeals. Citinickel filed a Petition for Review before the Supreme Court docketed as SC G.R. No. 180674. In a resolution dated 16 January 2008, the case entitled "Platinum Group Metals Corporation vs. panel of Arbitrator and Citinickel Mines and Development Corporation" docketed as SC G.R. No. 181141 had been ordered to be consolidated with case entitled "Citinickel Mines and Development Corporation vs. Platinum Group Metals Corporation" docketed as SC G.R No. 180674.

In a Resolution dated 02 July 2008, SC G.R. No. 180674 has been further ordered to be consolidated with the case entitled "Olympic Mines and Development Corporation vs. Platinum Group Metals Corporation Corporation" docketed as SC G.R. No. 178188, the lowest numbered case being assigned thereto where the three (3) consolidated cases are now pending resolution.

In the May 8, 2009 consolidated Decisions of the Second Division of the Supreme Court, the assailed Decision in CA-GR. SP No. 99422 was affirmed. The Supreme Court also denied the Motion for Reconsideration filed by Citinickel.

POLLY C. DY vs. HON. BIENVENIDO BLANCAFLOR, in his capacity as the Presiding Judge of the Regional Trial Court of Puerto Princesa City, Palawan Branch 95 and PLATINUM GROUP METALS CORPORATION (CA GR SP. NO. 101544; SC G.R. No. 183527; SC GR 184705).

The petitioner filed a petition for review on certiorari from the order of the respondent judge, Hon. Bienvenido Blancaflor dated July 21, 2006, October 26, 2006 and April 13, 2007 with an application for issuance of TRO. The Court of Appeals in a resolution dated January 28, 2008 issued a TRO enjoining the public respondent Hon. Bienvenido Blancaflor from conducting further proceedings in Civil Case 4199 and from implementing his orders dated July 21, 2006, October 26, 2006 and April 13, 2007 pending the resolution of the main case.

The Special Second Division of the Supreme Court in its May 8, 2009 reversed the Resolution dated March 3, 2008 of the court of Appaeals in CA-GR-SP No. 101544, which ordered the issuance of writ of preliminary injunction enjoining the RTC of Puerto Princesa, Branch 95, from conducting further proceedings in Civil Case 4199.

The Decision of the Court of Appeals in CA-GR SP No. 101544 was also a subject of a Petition for Review before the Supreme Court docketed as GR 184705 which the Supreme Court (Platinum Group metals Corporation vs. Polly C. Dy) which the Supreme Court dismissed for failure of the petitioner to obey a lawful order of the Court.

OLYMPIC MINES AND DEVELOPMENT CORP. vs. PLATINUM GROUP METALS CORP. (GR. No. 178188, Supreme Court)

On 21 June 2007, Olympic filed its Petition for Review on Certiorari before the Supreme Court which is docketed as SC G.R No. 178188 assailing the Decision of the Court of Appeals dated 28 February 2007 and the subsequent resolution dated 30 May 2007 in CA G. R. No. 97259.

In the said Petition for Review with the Supreme Court, Olympic asserts that Civil Case no. 4199 pending before Branch 95 of the Regional Trial Court of Puerto Princesa City should be dismissed for lack of jurisdiction and improper venue and that the writ of preliminary injunction issued by the lower court in the said above-mentioned case should be declared void.

In a resolution dated 02 July 2008, SC G.R. No. 181141 (Platinum Group Metal Corporation vs. Panel of Arbitrators and Citinickel Mines and Development Corporation) and SC G.R. No. 180674 (Citinickel Mines and Development Corporation vs. Hon Judge Bienvenido Blancaflor and Platinum Metals Group Corporation) has been further ordered with the case entitled "Olympic Mines and Development Corporation vs. Platinum Group Metals Corporation" docketed as SC G.R. No. 178188, the lowest numbered case being assigned thereto where the three (3) consolidated cases are now pending resolution.

In May 8, 2009 consolidated Decisions of the Second Division of the Supreme Court, the assailed Decision in CA-GR. SP No. 97259 was affirmed. The Supreme Court also denied the Motion for Reconsideration filed by Citinickel.

ITAWES MINING EXPLORATION COMPANY vs. OLYMPIC MINES AND DEVELOPMENT CORPORATION, CITINICKEL MINES AND DEVELOPMENT CORPORATION (CA-G.R. NO. 97603; Court of appeals)

Itawes Mining Exploration Company ("Itawes") filed a Petition for Review before the Court of Appeals assailing the Decision of the Mines Adjunction Board which affirmed the Resolution dated May 16, 2006 of the Panel of Arbitrators rejecting the application for Exploration Permits of Itawes. The decision for Exploration Permits cannot be considered when filed in an area covered by existing mining claims, in the case the two (2) applications for Mineral Production Sharing Agreement, which included AMA-IVB-040, of OMDC, Citinickel's predecessors-interest. Itawes contends that the Deeds of Assignment covering the contract are referred to in AMA-IVB-040 were not validly transferred to OMDC and therefore the latter could not have applied for an MPSA covering the said area. However, the Mines Adjunction Board upheld the validity of OMDC's MPSA application and further recognized the validity of the lease contracts of OMDC's predecessor-in interest and the Deed of Assignment and Letter of Intent covering the area subject of the MPSA application. Further, the Mines Adjunction Board also pointed out that Itawes failed to controvert the validity of the three (3) Deeds of Assignment by Toronto Exploration Corporation, Mondo Exploration Corporation and Altantic City allegation that the same were void.

The interest of Citinickel in this case is anchored on the Deed of Assignment dated June 21, 2006 between OMDC and Citinickel docketed as MPSA No. AMA-IVB-040.

The Supreme Court denied the petition for review on certiorari and the Decision issued by the said Court of Appeals and the same has been declared final and executor on January 22, 2009.

PLATINUM GROUP METALS CORPORATION vs. ORIENTAL PENINSULA RESOURCES GROUP, INC., (Securities and Exchange Commission)

On December 19, 2007, PGMC filed a complaint with the SEC for the renovation of the registration of securities of the Company alleging that the Company has made false and misleading representation in its Registration Statement, which the Company maintains that it made a complete disclosure on the status of the Mineral Property, the rights thereto of Citinickel as well as the claims of PGMC by virtue of the alleged of the invalidity of the cancellation of the Operating Agreement. The Company further stressed that the crux of the arguments of PGMC is its insistence that there is an existing Operating Agreement between PGMC and OMDC, however, PGMC to date has not been able to secure a judgment or resolution from the proper authorities declaring the Operating Agreement reinstated, and thus, the fact remains that the ground relied upon the PGMC for the revocation of securities of the Company baseless and speculative. The Corporation Finance Department has issued a Decision dismissing the case.

On August 11, 2010 the Company disclosed that pending the approval by the Regional Trial Court of Puerto Princesa, Palawan, Branch 95, Citinickel has entered into Joint Compromise Agreement with PGMC in connection to Civil Case 4199. The Joint Compromise agreement also requires the dismissal of all other cases filed by either party against the other or one that involves the mineral property of Citinickel or the Operating Agreement. The Court approved the Compromise Agreement on October 6, 2010

(2) Securities of Registrant

Market Information

The shares of the Corporation are listed and traded at the Philippine Stock Exchange. The high and low closing prices of the Corporation's share for each quarter within the last fiscal are as follows:

	High	Low
2012		
First		
Second		
Third		
Fourth		

FINANCIAL RISK MANAGEMENT

The entity's financial instruments comprise of cash and liquid resources, and various items, such as receivables and accounts payables that arise directly from its operations. There is no main risk from the entity's financial instruments particularly on credit risk, foreign currency risk and interest risk.

For the liquidity risk, the management refers to the risk of the funding to finance its capital expenditure should unexpected expenditures arise that is not exposure, the Company will internally generate funds and prudency manage its expenditures.

Shareholders.

The number of shares issued and outstanding as of **December 31, 2012** was 1,452,000,005 shares.
The top twenty (20) stockholders as of December 31, 2012 were as follows:

Name	Nationality	Total No. Shares	Percentage
Citimax Group, Inc.	Filipino	479,871,000	33.05%
Golden Spin Realty Inc.	Filipino	422,071,200	29.07%
Billion Apex Development Ltd.	British Virgin Islands	74,999,000	5.2%
PCD Nominee	Filipino	398,009,388	27.41%
PCD Nominee Corp-Foreigner	Foreign	74,812,000	5.15%
Pallera, Ferdinand M.	Filipino	1,000,000	0.07%
Tanchay, Caroline L.	Filipino	1,000,000	0.07%
Estate of Erlinda Merkt and Heinrich Merkt	Filipino	94,000	
Esguerra, Fernando B.	Filipino	50,000	
Llanto, Liduvina C.	Filipino	40,000	
Kho, David L.	Filipino	20,000	
Tuquero, Artemio G.	Filipino	10,000	
Chan, Elvira O.	Filipino	10,000	
Trogo, Merlie	Filipino	8,000	
Olayres, Norberto F. &/or Olayres, Felisa J.	Filipino	5,000	
Gili, Guillermo Jr. F.	Filipino	300	
Tchoi, Jedwyn C.	Filipino	100	
Au, Owen Nathaniel S. ITF: Li Marcus Au	Filipino	10	
Attewill, David	British	1	
Lin, Irving	US Citizen*	1	
Thai, Maria Evelyn	Filipino	1	
Chan, Elvira C.	Filipino	1	
Española, Alonzo C.	Filipino	1	
Santiago, Jay Daniel R.	Filipino	1	
Ong, Antonio T.	Filipino	1	

D. OTHER MATTERS

Item 15. ACTION WITH RESPECT TO REPORTS.

There is no action to be taken with respect to any report of the Corporation or of its directors, officers or committees, except for the approval of the minutes of any meeting of its security holders.

At the stockholders meeting held last June 28, 2013, 2011, after the President presented the status and accomplishment of the Corporation for the year 2012, the audited financial statements as of December 31, 2011 were presented and the stockholders ratified all the action taken by the Board of Directors. The stockholders nominated and elected new set of Directors.

Item 16. MATTERS NOT REQUIRED TO BE SUBMITTED.

There is no action to be taken with respect to any matter which is not required to be submitted to a vote of security holders.

Item 19. VOTING PROCEDURES.

Except in cases where a higher vote is required under the Corporation Code, the approval of any corporate action shall require the majority vote of all stockholders present in the meeting if constituting a quorum.

Except in cases where voting by ballot is applicable, voting and counting shall be viva voce. If by ballot, the counting shall be supervised by the external auditors by the external auditors and transfer agent of the Corporation.

All stockholders of record at the close of business hours on **July 9, 2013** shall be entitled to cumulative voting rights with respect to the election of direction. A stockholder may vote such number of shares for as many persons as there are directors to be elected or he may cumulative said shares and give one candidate as many votes as the number of directors to be elected multiplied by the of his shares shall equal, or he may distribute them on the same principle among as many candidates as he shall see fit: Provided, that the total number of votes cast by him shall not exceed the number of shares owned by him as shown in the books of the corporation as of June 1, 2011 multiplied by the whole number of directors to be elected.

The following rules are adopted in the nomination and election of independents directors:

- a. The nomination of Committee shall have at least three (3) members, one of whom is the independent director.
- b. Nomination of Independent director/s shall be conducted by the committee prior to a stockholder's meeting. All recommendation shall signed by the nominating stockholders together with the acceptance and the conformity of the would-be-nominees.
- c. The Committee shall pre-screen policies the qualifications and prepares a final list of candidates and put in place screening policies and parameters to enable it to effectively review the qualifications of the nominees for independent director/s.
- d. After the nomination, the committee shall prepare a final list of candidates which shall contain all the information about the nominees for independent directors, required under SRC Rule 12, which list shall be made available to the commission and to all stockholders through the filing and distribution of the Information Statement, in accordance with SRC Rule 20, or in such other reports the Corporation is required to submit to the Commission. The name of the person or group of person who recommend the nomination of the independent directors shall be identified in such report in such report including any relationship with the nominee.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in the City of _____ on _____, 2013.

JOSEPHINE JOY D CANEBA
Corporate Secretary

A copy of SEC Form 17-A may be provided free of charge to any stockholder upon written request to the Corporate Secretary, Atty. Josephine Joy D. Caneba, who holds office at FERIA TANTOCO ROBENIOL LAW OFFICES, 8TH Floor DPC Place, 2322 Chino Roces Avenue, Makati City.