

ASIA PROPERTIES INC
Form 10-Q
January 05, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT
OF 1934

For the quarterly period ended **September 30, 2013**

OR

TRANSITION REPORT UNDER SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission file number **000-51048**

ASIA PROPERTIES, INC.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of
incorporation or organization)

47-0855301

(IRS Employer
Identification No.)

119 Commercial Street

Suite 190-115, Bellingham WA

(Address of principal executive offices) (Zip Code)

98225

(360) 392-2841

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. **Yes [X]** No []

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer []

Accelerated filer []

Non-accelerated filer [] (Do not check if a smaller reporting company) **Smaller reporting company [X]**

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes [] **No [X]**

Indicate the number of shares outstanding of each of the issuer's classes of common stock as of the latest practicable date: **As of December 12, 2014**, the issuer had **42,829,362** shares of common stock outstanding.

ASIA PROPERTIES, INC.

Quarterly Report on Form 10-Q

For the Quarterly Period Ended September 30, 2013

FORWARD-LOOKING STATEMENTS

This Form 10-Q for the quarterly period ended September 30, 2013 contains forward-looking statements that involve risks and uncertainties. Forward-looking statements in this document include, among others, statements regarding our capital needs, business plans and expectations. Such forward-looking statements involve assumptions, risks and uncertainties regarding, among others, the success of our business plan, availability of funds, government regulations, operating costs, our ability to achieve significant revenues, our business model and products and other factors. Any statements contained herein that are not statements of historical fact may be deemed to be forward-looking statements. In some cases, you can identify forward-looking statements by terminology such as “may”, “should”, “expect”, “plan”, “intend”, “anticipate”, “believe”, “estimate”, “predict”, “potential” or “continue”, the negative of such terms or other comparable terminology. In evaluating these statements, you should consider various factors, including the assumptions, risks and uncertainties set forth in reports and other documents we have filed with or furnished to the SEC. These factors or any of them may cause our actual results to differ materially from any forward-looking statement made in this document. While these forward-looking statements, and any assumptions upon which they are based, are made in good faith and reflect our current judgment regarding future events, our actual results will likely vary, sometimes materially, from any estimates, predictions, projections, assumptions or other future performance suggested herein. The forward-looking statements in this document are made as of the date of this document and we do not intend or undertake to update any of the forward-looking statements to conform these statements to actual results, except as required by applicable law, including the securities laws of the United States.

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PART I**FINANCIAL INFORMATION****ITEM 1: CONSOLIDATED FINANCIAL STATEMENTS****ASIA PROPERTIES, INC.****(A DEVELOPMENT STAGE COMPANY)****CONSOLIDATED BALANCE SHEETS****AS OF SEPTEMBER 30, 2013 AND DECEMBER 31, 2012**

| | (Unaudited) September 30, 2013 | December 31, 2012 |
|--|--------------------------------------|----------------------|
| Assets | | |
| Current | | |
| Cash | \$2,545 | \$2,892 |
| Total Current Assets | 2,545 | 2,892 |
| Investments in mining claims | 625,000 | 625,000 |
| Total Assets | \$627,545 | \$627,892 |
| Liabilities and Stockholders' Deficit | | |
| Current liabilities | | |
| Accounts payable and accrued liabilities | 119,813 | 147,298 |
| Line of Credit | 49,900 | 49,945 |
| Short Term Loans | 29,988 | 22,929 |
| Due to Related Party | 1,139,110 | 1,037,172 |
| Total Current liabilities | \$1,338,811 | \$1,257,344 |
| Stockholders' Deficit | | |
| Common stock, \$0.001 par value, 1,000,000,000 shares 41,921,362 and 38,421,362 common shares issued and outstanding at September 30, 2013 and December 31, 2012. | 15,648 | 12,148 |
| Additional paid in capital | 3,291,280 | 3,119,780 |
| Donated Capital | 345,000 | 345,000 |
| Deficit accumulated during the development stage | (4,363,194) | (4,106,380) |
| | (711,266) | (629,452) |

| | | |
|---|-----------|-----------|
| Total Liabilities and Stockholders' Deficit | \$627,545 | \$627,892 |
|---|-----------|-----------|

See accompanying notes to the consolidated financial statements.

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ASIA PROPERTIES, INC.

(A DEVELOPMENT STAGE COMPANY)

UNAUDITED CONSOLIDATED STATEMENTS OF OPERATIONS

FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2013 AND 2012

| | For The Three Months Ended September 30, 2013 | For The Three Months Ended September 30, 2012 |
|----------------------------|--|--|
| Operating expenses | | |
| General and administrative | \$ 9,395 | \$ 20,562 |
| Management fees | 15,000 | 15,000 |
| Professional fees | 1,429 | 12,338 |
| Consulting | 171,500 | 1,261 |
| Total operating expenses | 197,324 | 49,161 |
| Loss from operations | (197,324) | (49,161) |
| Net loss | \$(197,324) | \$(49,161) |

See accompanying notes to the consolidated financial statements.

ASIA PROPERTIES, INC.**(A DEVELOPMENT STAGE COMPANY)****UNAUDITED CONSOLIDATED STATEMENTS OF OPERATIONS****FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2013 AND 2012****AND FROM INCEPTION ON APRIL 6, 1998 THROUGH SEPTEMBER 30, 2013**

| | Note | For the Nine Months Ended September 30, 2013 | For the Nine Months Ended September 30, 2012 | Cumulative for The Period from April 6, 1998 (Inception) Through September 30, 2013 |
|--|-------------|--|--|--|
| Revenue | | \$- | \$- | \$(46,432) |
| Operating expenses | | | | |
| General and administrative expenses | | 34,362 | 47,153 | 1,935,414 |
| Commissions | | | | 42,000 |
| Management fees | | 45,000 | 45,000 | 1,328,614 |
| Professional fees | | 4,258 | 12,635 | 824,456 |
| Consulting fees | | 173,194 | 1,261 | 387,955 |
| Total operating expenses | | 256,814 | 106,049 | 4,518,439 |
| Loss from operations | | (256,814) | (106,049) | (4,564,871) |
| Interest income | | - | - | 3,294 |
| Gain on disposal of subsidiary | | - | - | 27,120 |
| Gain on settlement of debt | | - | - | 178,307 |
| Income taxes recovered | | - | - | 595 |
| Write-down of property and equipment | | - | - | (7,639) |
| Net comprehensive loss | | \$(256,814) | \$(106,049) | \$(4,363,194) |
| Weighted average number of shares: | | | | |
| Basic and diluted | | 41,921,362 | 38,421,362 | |
| Net loss per share – Basic and diluted | | (0.0061) | (0.0028) | |

See accompanying notes to the consolidated financial statements.

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ASIA PROPERTIES, INC.**(A DEVELOPMENT STAGE COMPANY)****UNAUDITED STATEMENTS OF STOCKHOLDERS' DEFICIT****FROM DECEMBER 31, 2004 THROUGH SEPTEMBER 30, 2013**

| | Common Stock | | Additional | Donated | Deficit | Total |
|---|---------------------|---------------|-------------------|----------------|----------------|--------------|
| | Number of | Amount | Paid In | Capital | \$ | \$ |
| | shares | \$ | Capital | Capital | \$ | \$ |
| Balance December 31, 2004 | 30,076,112 | 7,519 | 1,729,509 | 270,000 | (2,064,981) | (57,953) |
| Issued for services at \$0.26 per share | 40,000 | 40 | 10,360 | - | - | 10,400 |
| Issued for services at \$0.50 per share | 160,000 | 50 | 24,950 | - | - | 25,000 |
| Issued for properties at \$0.50 per share | 200,000 | 600 | 299,400 | - | - | 300,000 |
| Issued for properties at \$1.45 per share | 2,400,000 | 45 | 159,955 | - | - | 160,000 |
| Issued for properties at \$2.55 per share | 180,000 | 350 | 899,650 | - | - | 900,000 |
| Issued for cash at \$0.50 per share | 1,400,000 | 1,050 | 523,950 | - | - | 525,000 |
| Finders fee paid | 4,200,000 | - | (25,000) | - | - | (25,000) |
| Donated capital | - | - | - | 60,000 | - | 60,000 |
| Net loss for the year | - | - | - | - | (247,792) | (247,792) |
| | | | | | | |
| Balance, December 31, 2005 | 38,616,112 | 9,654 | 3,622,774 | 330,000 | (2,312,773) | 1,649,655 |
| | | | | | | |
| Option exercised for cash at \$1.00 per share | 160,000 | 40 | 39,960 | - | - | 40,000 |
| Issued for cash at \$1.00 | 420,000 | 105 | 104,895 | - | - | 105,000 |
| Donated capital | - | - | - | 15,000 | - | 15,000 |
| Net loss for the year | - | - | - | - | (252,278) | (252,278) |
| | | | | | | |
| Balance December 31, 2006 | 39,196,112 | 9,799 | 3,767,629 | 345,000 | (2,565,051) | 1,557,377 |
| | | | | | | |
| Issued for cash at \$1.00 | 220,000 | 55 | 54,945 | - | - | 55,000 |
| Finders fee paid | 11,000 | 3 | 2,747 | - | - | 2,750 |
| 4 for 1 split on 16 April | - | - | - | - | - | - |
| Net loss for the year | - | - | - | - | (298,260) | (298,260) |
| | | | | | | |
| Balance December 31, 2007 | 39,115,112 | 9,857 | 3,825,321 | 345,000 | (2,863,311) | 1,316,867 |
| | | | | | | |
| Issued for cash at \$0.20 | 225,000 | 225 | 44,775 | - | - | 45,000 |
| Finders fee paid | 11,250 | 11 | 2,239 | - | - | 2,250 |
| Cancelled due to unsuccessful transfer of property rights | (3,940,000) | (985) | (1,323,460) | - | - | (1,324,445) |
| Net loss for the year | - | - | - | - | (513,977) | (513,977) |

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| | | | | | | |
|---|------------|--------|-----------|---------|-------------|------------|
| Balance December 31, 2008 | 35,411,362 | 9,108 | 2,548,875 | 345,000 | (3,377,288) | (474,305) |
| Cancelled due to unsuccessful transfer of property rights | (40,000) | (10) | (35,545) | - | - | (35,555) |
| Net loss for the period | - | - | - | - | (114,528) | (114,528) |
| Balance December 31, 2009 | 35,371,362 | 9,098 | 2,513,330 | 345,000 | (3,491,816) | (624,388) |
| Issued for services | 350,000 | 350 | 52,150 | - | - | 52,500 |
| Net loss for the period | - | - | - | - | (179,258) | (179,258) |
| Balance December 31, 2010 | 35,721,362 | 9,448 | 2,565,480 | 345,000 | (3,671,074) | (751,146) |
| Net loss for the period | - | - | - | - | (32,957) | (32,957) |
| Issued for properties at \$0.05 per share | 500,000 | 500 | 24,500 | - | - | 25,000 |
| Issued for properties at \$0.245 per share | 2,000,000 | 2,000 | 488,000 | - | - | 490,000 |
| Issued for commission at \$0.21 per share | 200,000 | 200 | 41,800 | - | - | 42,000 |
| Net comprehensive loss for the year | - | - | - | - | (244,512) | (244,512) |
| Balance December 31, 2011 | 38,421,362 | 12,148 | 3,119,780 | 345,000 | (3,915,587) | (438,659) |
| Net comprehensive loss for the year | - | - | - | - | (190,792) | (190,792) |
| Balance December 31, 2012 | 38,421,362 | 12,148 | 3,119,780 | 345,000 | (4,106,380) | (629,452) |
| Net loss for the quarter | - | - | - | - | (32,657) | (32,657) |
| Balance March 31, 2013 | 38,421,362 | 12,148 | 3,119,780 | 345,000 | (4,139,037) | (662,109) |
| Net loss for the quarter | - | - | - | - | (26,833) | (26,833) |
| Balance June 30,2013 | 38,421,362 | 12,148 | 3,119,780 | 345,000 | (4,165,870) | (688,942) |
| Net loss for the quarter | - | - | - | - | (197,324) | (197,324) |
| Issued for liability | 3,500,000 | 3500 | 171,500 | - | - | 175,000 |
| Balance September 30, 2013 | 41,921,362 | 15,648 | 3,291,280 | 345,000 | (4,363,194) | (711,266) |

See accompanying notes to the consolidated financial statements.

ASIA PROPERTIES, INC.**(A DEVELOPMENT STAGE COMPANY)****UNAUDITED CONSOLIDATED STATEMENTS OF CASH FLOW****FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2013 AND 2012**

| | For The Three Months Ended September 30, 2013 | For The Three Months Ended September 30, 2012 |
|--|--|--|
| Cash flows used in operating activities | | |
| Net loss | \$ (197,324) | \$ (49,161) |
| Adjustments to reconcile net loss to net cash used in operating activities | | |
| Amortized property rights | - | - |
| Cancellation of shares issued for property rights | - | - |
| Deferred assets amortized | - | - |
| Depreciation | - | - |
| Donated management services | - | - |
| Gain on settlement of debt | - | - |
| Gain on disposal of subsidiary | - | - |
| Investments in mining claims acquired | - | - |
| Investment written off | - | - |
| Property rights written off | - | - |
| Shares issued for investments acquired | - | - |
| Shares issued for services received | 171,500 | - |
| Additional paid-in-capital realized on shares issued | - | - |
| Write down of investment to net realizable value | - | - |
| Write down of property and equipment | - | - |
| Changes in operating assets and liabilities | | |
| Increase/ (decrease) in short term loans | (2,503) | (5,216) |
| Increase/ (decrease) in due to related parties | 25,958 | 58,407 |
| (Decrease) Increase in accounts payable and accrued liabilities | 4,461 | (4944) |
| Net cash used in operating activities | \$ 2,092 | \$ (914) |

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ASIA PROPERTIES, INC.**(A DEVELOPMENT STAGE COMPANY)****UNAUDITED CONSOLIDATED STATEMENTS OF CASH FLOW-(Continued)****FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2013 AND 2012**

| | For The Three Months Ended September 30, 2013 | For The Three Months Ended September 30, 2012 |
|---|--|--|
| Cash flow used in investing activities | | |
| Property rights acquired for resale | | |
| Increase in deferred assets | | |
| Cash flow used in investing activities (Continued) | | |
| Purchase of property and equipment | | |
| Purchase of investment | | |
| Net cash used in investing activities | \$ - | \$ - |
| Cash flows from financing activities | | |
| Issuance of stock | - | - |
| Wells Fargo Business Line | (18 |) 1,824 |
| Payments made on long term loan | | (1,780) |
| Advances from related party | - | - |
| Net cash provided by (used in) financing activities | \$ (18 |) \$ 44 |
| Net increase/ (decrease) in cash | \$ 2,074 | \$ (870) |
| Cash, beginning of period | \$ 471 | \$ 1,040 |
| Cash, end of period | \$ 2,545 | \$ 170 |

See accompanying notes to the consolidated financial statements.

ASIA PROPERTIES, INC.**(A DEVELOPMENT STAGE COMPANY)****UNAUDITED STATEMENT OF CASH FLOWS****FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2013 AND 2012****AND FROM INCEPTION ON APRIL 6, 1998 THROUGH SEPTEMBER 30, 2013**

| | For The Nine Months Ended September 30, 2013 | For The Nine Months Ended September 30, 2012 | Cumulative For The Period From April 6, 1998 (Inception) Through September 30, 2013 |
|--|---|---|--|
| Cash flows used in operating activities | | | |
| Net loss | \$(256,814) | \$(106,049) | \$(4,191,694) |
| Adjustments to reconcile net loss to net cash used in operating activities | | | |
| Amortized property rights | - | - | 97,310 |
| Cancellation of shares issued for property rights | - | - | (1,360,000) |
| Deferred assets amortized | - | - | 12,507 |
| Depreciation | - | - | 12,599 |
| Donated management services | - | - | 345,000 |
| Gain on settlement of debt | - | - | (178,307) |
| Gain on disposal of subsidiary | - | - | - |
| Investments in mining claims acquired | - | - | (652,000) |
| Investment written off | - | - | 20,000 |
| Property rights written off | - | - | 1,637,900 |
| Shares issued for investments acquired | - | - | 2,500 |
| Shares issued for services received | 171,500 | - | 756,826 |
| Additional paid-in-capital realized on shares issued | - | - | 606,450 |
| Write down of investment to net realizable value | - | - | 37,400 |
| Write down of property and equipment | - | - | 7,639 |
| Changes in operating assets and liabilities | | | |
| Increase/ (decrease) in short term loans | 7,059 | (15,648) | (4,147) |
| Increase/ (decrease) in due to related parties | 101,938 | 106,367 | 1,323,652 |
| Increase in accounts payable and accrued liabilities | (23,985) | (4,219) | 485,266 |
| Net cash used in operating activities | \$(302) | \$(11,111) | \$(1,041,099) |

See accompanying notes to the consolidated financial statements.

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ASIA PROPERTIES, INC.**(A DEVELOPMENT STAGE COMPANY)****UNAUDITED CONSOLIDATED STATEMENTS OF CASH FLOW-(Continued)****FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2013 AND 2012****AND FROM INCEPTION ON APRIL 6, 1998 THROUGH SEPTEMBER 30, 2013**

| | For the Nine Months Ended September 30, 2013 | For the Nine Months Ended September 30, 2012 | Cumulative For the period from April 6, 1998 (Inception) through September 30, 2013 |
|---|---|---|--|
| Cash flow used in investing activities | | | |
| Property rights acquired for resale | - | - | (375,209) |
| Increase in deferred assets | - | - | (12,507) |
| Purchase of property and equipment | - | - | (20,238) |
| Purchase of investment | | | (20,000) |
| Net cash used in investing activities | \$ - | \$ - | \$ (427,954) |
| Cash flows from financing activities | | | |
| Issuance of stock | - | - | 1,410,100 |
| Wells Fargo Business Line | (45) | 4,931 | 8,514 |
| Payments made on long term loan | - | (3,825) | 52,985 |
| Net cash provided by (used in) financing activities | \$ (45) | \$ 1,106 | \$ 1,471,599 |
| Net increase/ (decrease) in cash | \$ (347) | \$ (10,005) | \$ 2,,546 |
| Cash, beginning of period | \$ 2,892 | \$ 10,175 | |
| Cash, end of period | \$ 2,545 | \$ 170 | \$ 2,546 |

See accompanying notes to the financial statements.

Asia Properties, Inc.

(A Development Stage Company)

Notes to the Financial Statements

September 30, 2013

1. Basis of Presentation

The accompanying unaudited interim financial statements of Asia Properties, Inc., have been prepared in accordance with accounting principles generally accepted in the United States of America and the rules of the Securities and Exchange Commission, and should be read in conjunction with the audited financial statements and notes thereto contained in Asia Properties' Annual Report filed with the SEC on Form 10-KSB. In the opinion of management, all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of financial position and the results of operations for the interim periods presented have been reflected herein. The results of operations for interim periods are not necessarily indicative of the results to be expected for the full year. Notes to the financial statements which would substantially duplicate the disclosure contained in the audited financial statements for fiscal 2011 as reported in the Form 10-KSB have been omitted.

Principles of Consolidation

The consolidated financial statements include the accounts of Asia Properties, Inc. (the "Company") and its 100% owned subsidiary, Asia Properties (HK) Limited that was registered in Hong Kong on November 7, 2007, after elimination of all significant inter-company accounts and transactions.

2. Going Concern

Planned principal activities have begun but Asia Properties has not generated significant revenues to date. The Company had a net loss of \$256,814 for the nine months ended September 30, 2013 and had a negative working capital of (\$1,336,266) and stockholders' deficit of \$711,266 at September 30, 2013. These matters raise substantial doubt about Asia Properties' ability to continue as a going concern. Continuation of Asia Properties' existence depends upon its ability to obtain additional capital. Management's plans in regards to this matter include receiving continued financial support from directors and raising additional equity financing in 2013. These financial statements do not include any adjustments that might result from the outcome of this uncertainty.

3. Mining Claims

The Company acquired the Banroy Gold Claim on July 18, 2011 for \$35,000, consisting of 16 claims covering an area of 677.52 hectares, being valid for 2 years until June 22, 2013 in La Pause Township, Quebec, Canada.

On August 29, 2011, The Company entered into a definitive agreement to acquire the 1325 acre King's Point, North Block Mining Concession for \$590,000, located in Newfoundland, Canada consisting of 53 claims.

4. Related Party Transactions

For the three months ended September 30, 2013, the Company accrued \$15,000 in management fees to its president and CEO. For the nine months ended September 30, 2013, the Company accrued \$45,000 in management fees to its president and CEO. As of September 30, 2013, Asia Properties owed its CEO \$1,139,110 (2012 - \$1,037,172) in expense reimbursements, management fees and a note payable in the amount of \$16,000 bearing interest at 2% per month of \$320.

5. Short-term Loan

The Company borrowed \$50,000 from Capital One in February 2008. Required monthly payments are \$1,739. As at September 30, 2013, the loan balance owed to Capital One was \$29,988 (2012- \$22,929).

6. Line of Credit

The Company has a revolving business line of credit payable to Wells Fargo Bank. As at September 30, 2013 and 2012, \$49,900 and \$49,945 was due to Wells Fargo Bank.

7. Commitments

The Company is committed to pay \$100,000 towards mining exploration during the tenure of the King's Point mining claim option as consideration for the acquisition of mining claims in Canada. The option for this claim was terminated September 26, 2013.

The Company rents an office in Bellingham Washington and an office in Hong Kong each costs \$100 per month for rental.

On December 31, 2012, included in Due to Related Party is a promissory note for a total of \$16,000 bearing an interest rate of 2% per month. During the quarter ended September 30, 2013, the Company settled \$3,500 of the promissory note by issuance of common stock.

8. Subsequent Events

The Company dropped its option for the King's Point Claim in October 2013.

The Company allowed its Banroy Gold claim to expire subsequent to the period end.

On August 25, 2014, the Company issued 408,000 common shares to settle a debt of \$20,400 which included promissory notes of \$14,000 plus accrued interest of \$6,400.

On August 27, 2014, the Company issued 500,000 common shares in lieu of services rendered.

9. Comparative Figures

Prior year comparatives have been reclassified to conform to current year presentation.

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

Asia Properties, Inc was originally established to seek opportunities to invest in real estate and develop resorts in South East Asia. The Company has on July 1, 2011 restructured itself into a junior mining exploration company.

At the moment, it intends to deploy Asian based capital to develop and acquire mining assets in North America and other favorable mining jurisdictions.

The Company is highly leveraged and expects to be able to capitalize on suitable possibilities when identified.

Limited Operating History; Need for Additional Capital

There is no historical financial information about us upon which to base an evaluation of our performance. We have no revenue generating assets. We cannot guarantee we will be successful in our business operations. Our business is subject to risks inherent in the establishment of a new business enterprise, including limited capital resources and possible cost overruns due to price and cost increases in services.

We will require additional financing to cover our costs that we expect to incur over the next twelve months. We believe debt financing will not be an alternative for funding our operations as we do not have tangible assets to secure any debt financing. We anticipate that additional funding will be in the form of equity financing from the sale of our common stock. However, we cannot provide any assurance that we will be able to raise sufficient funding from the sale of our common stock to fund our plan of operations. In the absence of such financing, we will not be able to continue and our business plan will fail.

Results of Operations

Revenues

We have not generated any revenues from our operations during the nine-month period ended September 30, 2013 or during last two years.

Expenses

During the three month period ended September 30, 2013, the Company incurred general and administrative expenses of \$9,395 (2012 - \$20,562), management fees of \$15,000 (2012 - \$15,000), professional fees of \$1,429 (2012 - \$12,338), and consulting fees of \$171,500 (2012 - \$1,261).

We incurred general and administrative expenses of \$34,362 for the nine-month period ended September 30, 2013, as compared to \$47,153 for the same period in 2012 a decrease of \$12,791 or 28%.

Our management fees remained the same at \$45,000 for the nine-months ended September 30, 2013 and 2012.

We incurred consulting fees of \$173,194 (2012- \$1,261) and professional fees of \$4,258(2012 - 12,635) during the nine month period ended September 30, 2013.

Liquidity and Capital Resources

As at September 30, 2013, the Company had cash and cash equivalents of \$2,545(2012 - \$2,892).

Cash Used in Operating Activities

Net cash inflow from operating activities in the three months ended September 30, 2013 was \$2,092 (2012 - \$914) due to a major expense being settled in common shares. Net cash used in operating activities in the nine-month period ended September 30, 2013 was \$302 (2012 - \$11,111 cash inflow due to related party advances).

Cash Used in Investing Activities

No funds were used in investing activities for the three month period ended September 30, 2013 (2012 -nil). Again, no funds were used in investing activities for the nine month period ended September 30, 2013 (2012 - nil).

Cash from Financing Activities

For the three month period ended September 30, 2013, the Company paid out \$18 (2012 - \$44 cash inflow) in financing activities. In the nine month period ended September 30, 2013, the Company paid out \$45 (2011 - \$1,106 cash inflow) in financing activities. We have funded our business to date primarily from sales of our common stock. We issue a common stock during the nine month period ended September 30, 2013. There is no assurance that we will be able to achieve further sales of our common stock or any other form of additional financing.

Going Concern

We are a development stage company. A development stage company's management devotes most of its activities to developing a market for its products and services. Planned principal activities have begun, but we have not generated revenues to date.

Future Financing

We anticipate continuing to rely on equity sales of our common stock in order to continue to fund our business operations. Issuances of additional shares will result in dilution to our existing shareholders. There is no assurance that we will achieve any additional sales of our equity securities or arrange for debt or other financing to fund our planned operations.

Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to stockholders.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Not applicable.

Item 4. Controls and Procedures.

Disclosure Controls and Procedures

We maintain disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended) that are designed to ensure that information required to be disclosed by us in reports we file or submit under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and that such information is accumulated and communicated to management, including the our Chief Executive Officer (as our chief executive officer and chief financial officer), to allow timely decisions regarding required disclosures. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management necessarily is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures. As of the end of the period covered by this report, and under the supervision and with the participation of management, including our Chief Executive Officer, who is responsible for establishing and maintaining adequate internal control over financial reporting as such term is defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act, such persons conducted an evaluation of the effectiveness of the design and operation of these disclosure controls and procedures. Based on this evaluation and subject to the foregoing, our Chief Executive Officer concluded that these controls are not effective because there are material weaknesses in our internal controls over financial reporting. A material weakness is a deficiency, or a combination of control deficiencies, in internal control over reporting such that there is a reasonable possibility that that a material misstatement our annual or interim financial statements will not be prevented or detected on a timely basis.

Changes in Internal Control Over Financial Reporting

During the period covered by this report, there have not been any changes in the our internal controls that have materially affected or are reasonably likely to materially affect, the our internal control over financial reporting. However, please note the discussion above.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings.

We are not presently a party to any legal proceedings and, to our knowledge, no such proceedings are threatened or pending.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

On September 26, 2013, the Company issued 3,500,000 common shares with a fair value of \$175,000 to settle a debt of \$3,500 and for consulting fees of \$171,500.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Submission of Matters to a Vote of Security Holders.

No matters were submitted to our security holders for a vote during the nine months ended September 30, 2013.

Item 5. Other Information.

None.

Item 6. Exhibits.

The following exhibits are attached hereto:

| Exhibit No. | Description of Exhibit |
|--------------------|--|
| 31.1 | Certification of Principal Executive Officer pursuant to Rule 13a-15(e) and 15d-15(e), promulgated under the Securities and Exchange Act of 1934, as amended, filed herewith |
| 31.2 | Certification of Principal Financial Officer pursuant to Rule 13a-15(e) and 15d-15(e), promulgated under the Securities and Exchange Act of 1934, as amended, filed herewith |
| 32.1 | Certification of Principal Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, filed herewith |
| 32.2 | Certification of Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, filed herewith |
| 101.INS | XBRL Instance Document* |
| 101.SCH | XBRL Taxonomy Extension Schema Document* |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase Document* |
| 101.DEF | XBRL Taxonomy Extension Definition Linkbase Document* |
| 101.LAB | XBRL Taxonomy Extension Label Linkbase Document* |
| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase Document* |

* Filed herewith

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

ASIA PROPERTIES, INC.

By: */s/ Daniel Mckinney*
Daniel Mckinney
Chief Executive Officer
(Principal Executive
Officer and Principal
Financial Officer)

Date: January 5, 2015

