

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17 OF THE SECURITIES REGULATION CODE AND SRC RULE 17.2(c) THEREUNDER

1. Date of Report (Date of earliest event reported)
Jan 2, 2018
2. SEC Identification Number
12942
3. BIR Tax Identification No.
000-104-320-000
4. Exact name of issuer as specified in its charter
Marcventures Holdings, Inc.
5. Province, country or other jurisdiction of incorporation
Manila, Philippines
6. Industry Classification Code(SEC Use Only)
7. Address of principal office
4th Floor, Citibank Center, Paseo de Roxas, Makati City
Postal Code
1227
8. Issuer's telephone number, including area code
(+632)831-4479 or (+632)831-4483
9. Former name or former address, if changed since last report
-
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
common	1,844,088,599
11. Indicate the item numbers reported herein
-

The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.

Marcventures Holdings, Inc.

MARC

PSE Disclosure Form 4-3 - Amendments to Articles of Incorporation References: SRC Rule 17 (SEC Form 17-C) and Section 4.4 of the Revised Disclosure Rules

Subject of the Disclosure

Approval of the amendment to the Articles of Incorporation

Background/Description of the Disclosure

Proposed amendment of the Articles of Incorporation:

Amendment of the Company's Articles of Incorporation to Increase its Authorized Capital Stock from PhP 2.0B to PhP 4.0B and to increase the number of directors from 9 to 11.

Date of Approval by Board of Directors	Dec 15, 2016
Date of Approval by Stockholders	Oct 23, 2017
Other Relevant Regulatory Agency, if applicable	NA
Date of Approval by Relevant Regulatory Agency, if applicable	N/A
Date of Approval by Securities and Exchange Commission	Dec 29, 2017
Date of Receipt of SEC approval	Jan 2, 2017

Amendment(s)

Article No.	From	To	
SIXTH	9	11	
SEVENTH	2.0B	4.0B	

Rationale for the amendment(s)

The rationale for the amendments are (1) The increase in the number of directors from 9 to 11 is to allow the election of additional directors (2) The increase in the Authorized Capital Stock is to accommodate the proposed merger

The timetable for the effectivity of the amendment(s)

Expected date of filing the amendments to the Articles of Incorporation with the SEC	Nov 6, 2017
Expected date of SEC approval of the Amended Articles of Incorporation	Dec 29, 2017

Effect(s) of the amendment(s) to the business, operations and/or capital structure of the Issuer, if any

Will increase the number of Authorized Capital Stock and increase the number of directors

Other Relevant Information

Amended to indicate the Date of SEC Approval

Filed on behalf by:

Name	Diane Madelyn Ching
Designation	Asst. Corporate Secretary/Compliance Officer



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
Ground Floor, Secretariat Building, PICC
City of Pasay, Metro Manila

COMPANY REG. NO. 12942

**CERTIFICATE OF FILING
OF
AMENDED ARTICLES OF INCORPORATION**

KNOW ALL PERSONS BY THESE PRESENTS:

This is to certify that the amended articles of incorporation of the

MARCVENTURES HOLDINGS, INC.
(Amending Articles VI and VII thereof)

copy annexed, adopted on December 15, 2016 by a majority vote of the Board of Directors and on October 23, 2017 by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980 and copies thereof are filed with the Commission.

Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing company, pre-need plan issuer, general agent in pre-need plans and time shares/club shares/membership certificates issuers or selling agents thereof. Neither does this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed to this Certificate at Pasay City, Metro Manila, Philippines, this 29th day of December, Twenty Seventeen.




FERDINAND B. SALES
Director

Company Registration and Monitoring Department

MARCVENTURES HOLDINGS, INC.
DRAFT AMENDED ARTICLES OF INCORPORATION

AMENDED
ARTICLES OF INCORPORATION
OF
MARCVENTURES HOLDINGS, INC.
(Formerly: AJO.NET HOLDINGS, INC.)

KNOWN ALL MEN BY THESE PRESENTS:

THAT WE, all of whom are residents of the Republic of the Philippines, have on this date voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Republic of the Philippines.

AND WE DO HEREBY CERTIFY:

FIRST: The name of the said corporation shall be:

"Marcventures Holdings, Inc."
(amended on February 10, 2010)

SECOND: The purpose for which said corporation is formed are as follows:

Primary Purpose: The primary purposes for which this said corporation is formed is to acquire by purchase, exchange, assignment, gift or otherwise, and to hold, own and use for investment or otherwise, and to sell, assign, transfer, exchange, lease, let, develop, mortgage, pledge, traffic, deal in, and with, and otherwise operate, manage, enjoy and dispose of any and all properties of every kind and description and wherever situated, including land, (amended on November 26, 2001; February 10, 2010) as and to the extent permitted by law, including but not limited to, buildings, tenements, warehouses, factories, edifices and structures and other improvements and bonds, debentures, promissory notes, shares of stock, or other securities or obligations, created, negotiated or issued by any corporation, association, or other entity, foreign or domestic and while the owner, holder or possessors thereof, to exercise all the rights, powers and privileges of ownership or any other interest therein , including the right to receive, collect and dispose of, any and all rentals, dividends, interest and income derived therefrom, and the right to vote on any proprietary or other interest, on any shares of the capital stock, and upon any bonds, debentures, or other securities having voting power, so owned or held; and provided that it shall not engage in the business of an open-end or close-end investment company as defined in the Investment Company Act (Republic Act 2629), or act as securities broker or dealer; to aid

either by guaranty and/or surety, any subsidiary and/or affiliate of the corporation. (Amended on November 14, 2014).

Secondary Purposes: The secondary purposes for which this said corporation is formed are: to embark in the discovery, exploration, development and exploitation of mineral oils, petroleum in its natural state, rock or carbon oils, natural gas, other volatile minerals substances and salt, as well as other minerals of whatever nature whether similar or dissimilar to those listed herein, or to mine, dig for or otherwise obtain from the earth the same substances as aforementioned and to manufacture, refine, prepare for market, buy, sell, and transport the same, their products, compounds and derivatives, and other mineral and chemical substances, in crude or refined condition; to embark in the discovery, exploration, development and exploitation of minerals in all other forms and to engage in deep sea fishing and its related industries in the Philippines and elsewhere and the business of mining in general in all of its phases and branches with all of its auxiliaries together with the businesses which are necessary and convenient to the efficient and economical prosecution of the above purposes.

In pursuance of such purposes, the corporation shall have the power:

1. To acquire petroleum, gas and oil lands, leaseholds, franchises, privileges, concessions and other interests in real estate and gas, oil and other rights;
2. To construct, maintain, and operate gas wells, oil wells, and refineries and water wells and to buy, sell, and otherwise deal in gas, oils and salts and their derivatives or products;
3. To construct and maintain conduits, pipelines and lines of tubing and water wells for the public generally as well as for the use of said corporation and to lay, rig, buy, lease, sell, and otherwise contract for, and operate said conduits, pipelines and lines of tubings and water wells as storage tanks, railways, tramways, roadways, and tracks, for the purpose of transporting and storing oil and gas, and of operating a general pipeline and storage business;
4. To acquire, construct and maintain, buildings, dwellings, stores, warehouses, machineries, plants boats, roads and bridges, mills, works and workshops, laboratories, power plants, derricks, drills, sawmills and other effects whatsoever which the corporation may think proper to be acquired, constructed and/or operated for the pursuance of any of the purposes and to construct, maintain and operate telegraph and telephone lines convenient for the prosecution of its business;
5. To purchase, lease or otherwise acquire such real and personal property in any part of the Philippines or elsewhere, as the purposes for which the corporation is formed may permit, and as may be reasonably required for the transaction of its lawful business; and

to hold, maintain, conduct, use and operate and to lease, sell, mortgage, or otherwise dispose of any such real or personal property of any character owned or in any manner held by it, upon any terms; and obtain and prepare for market such other valuable minerals or materials may be discovered in developing the lands of company;

6. To have one or more offices outside the Philippines and to conduct its business and exercise its powers in any part thereof or in any other country; and to register the corporation, or to secure a license to do business, in any foreign country of place;
7. To carry on in connection with any or all of the aforementioned purposes the business of importing, buying, selling, and otherwise dealing with equipment, machinery, supplies and accessories and to transact all business properly connected with or incidental to any or all of said objects and purposes;
8. To purchase or otherwise acquire the whole or any part of the goodwill, property and assets, and to undertake all or any part of the business, property and liabilities of any person, partnership, corporation or other associations, carrying on any business similar to that for which this corporation is authorized to carry on, or possession of property suitable for the purpose of the corporation, and to pay for the same in cash, or in stock, bonds or other securities of the corporation or otherwise.
9. To buy or otherwise acquire any inventions, improvements and processes relating to the refining of petroleum or the processing of its products, secured under letters patent or licenses in respect of the same, and to use, exercise, develop and sell such inventions, improvements and processes and to grant licenses of the things respecting the same;
10. To borrow or raise money for the purpose of the corporation by making, issuing, accepting, indorsing and executing promissory notes, bills of exchange, bonds, debentures, certificates of indebtedness and other negotiable instruments but not exclusive of such other means or manner as the corporation's Board of Directors shall think fit; and to secure payment of said obligations or any of them by mortgage, pledge, letters of hypothecation, other liens or charges upon all or any of the undertakings, revenues, rights and property of the corporation, and to exchange or vary from time to time any of such securities, and to redeem on any terms, the debts of obligations secured by them before the same shall due, if it shall see fit to do so.
11. To engage in e-commerce, to conduct, operate, carry on and maintain the business of trading, importing, exporting, buying, selling, repacking, delivering, transporting, distributing, marketing, promoting or otherwise dealing in all kinds of merchandise, industrial products, raw materials for manufacturers and processors, semi-finished articles, goods and wares of all kinds and descriptions which are the lawful objects of

commerce, including food, beverages, clothing, and accessories, as well as the provisions of services which are desirable, necessary, related and / or incident thereto (Amended on November 26, 2001, December 11, 2000)

In general, but in connection with the foregoing, the company may carry on any other business not prohibited to mining companies or the corporation by-laws of the Philippines and have and exercise all powers otherwise conferred by the laws of the Philippines upon like or anywise similar corporation formed under the Corporation Law of the Philippines, it being provided that the foregoing enumeration of specific power shall not be held to limit or restrict in any manner the general powers of the company and that any and all the rights, powers and privileges in this Articles of Incorporation granted and contained, conferred, or imposed, may be amended, altered, changed in any manner and to any extent and its authorized capital increased or enlarged by certificate of amendment or Amended Articles of Incorporation is made, executed, authorized and filed in any manner now or hereafter permitted or authorized by the laws of the Philippines.

Generally, also, to do all such other things and to transact all business as may be directly or indirectly incidental or conducive to the attainment of the above objects, or any of them respectively.

THIRD: That the place where the principal office of the corporation is to be established is at the 4th Floor, Citibank, Center 8741 Paseo de Roxas, Makati City and it may establish and maintain branch offices anywhere in the Philippines, as necessity thereof arises from time to time. (Amended on November 29, 1999; and on November 14, 2014).

FOURTH: The term for which said corporation is to exist is until August 7, 2057 (Amended on May 18, 2007)

FIFTH: The names and residences of the incorporators of said corporation are as follows:

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
Mrs. E. A. Zamora	Filipino	
Jesus S. Cabarrus	Filipino	
Jacob E. Cabarrus	Filipino	
Ricardo Ledesma	Filipino	

L. W. Shaner	American	
L. L. Recio	Filipino	
Dee K. Chiong	Filipino	
Cu Ching Yan	Chinese	
Karl Landahl	German	

SIXTH: The number of directors of the said corporation shall be eleven (11) and the names and residences of the directors who are to serve until their successors are elected and qualified, as provided by the By-Laws, are as follows: (Amended on November 14, 2014; and October 23, 2017).

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
Mrs. E. A. Zamora	Filipino	
Jesus S. Cabarrus	Filipino	
Jacob E. Cabarrus	Filipino	
Ricardo Ledesma	Filipino	
L.L. Recio	Filipino	
Dee K. Chiong	Filipino	
L. W. Shaner	American	

SEVENTH: That the capital stock of the corporation is FOUR BILLION PESOS (P4,000,000,000.00) and said capital stock is divided into FOUR BILLION (4,000,000,000) shares of the par value of One Peso (P1.00) each. (Amended on October 28, 1997; November 26, 2001; February 10, 2010; September 16, 2010; and October 23, 2017).

No stockholder shall, because of his ownership of stock, have a pre-emptive or other right to purchase, subscribe for or take any part of any stock or of any other securities convertible

into or carrying options or warrant to purchase stock of the corporation, whether out of its unissued authorized capital stock of the corporation, whether out of its unissued authorized capital stock or any future increases thereof. Any part of such stock or other securities may at any time be issued, optioned for sale, and sold or disposed of the Corporation pursuant to resolution of its Board of Directors, to such persons and upon such terms Board may deem proper, without first offering such stock or securities or any part thereof to existing stockholders.

No transfer of stock or interest which will reduce the ownership of Filipino citizens to less than the required percentage of capital stock shall be allowed or permitted to be recorded in the proper books of the Corporation.

The foregoing restriction shall be indicated in the certificates to be issued by the Corporation.

EIGHTH: The amount of said capital stock which has been actually subscribed is TWO MILLION PESOS (P2,000,000.00) and the following persons have subscribed for the number of shares and amount of capital stock set out after their respective names:

<u>Name</u>	<u>Residence</u>	<u>No. of Shares Subscribed</u>	<u>Amount of Capital Stock Subscribed</u>
E.A. Zamora		30,000,000	P 300,000.00
Jesus Cabarrus		30,000,000	300,000.00
Jacob E. Cabarrus		16,800,000	168,000.00
Ricardo Ledesma		30,000,000	300,000.00
L.W. Shaner		16,800,000	168,000.00
L.L. Recio		16,800,000	168,000.00
Dee K. Chiong		16,800,000	168,000.00
Cu Ching Yan		16,800,000	168,000.00
Karl Ladahl		26,000,000	260,000.00

Street, Manila

200,000,000

P2,000,000.00

NINTH: The following persons have paid on the shares of the capital stock of which they have subscribed in cash in the amount set out opposite their respective names:

<u>Name</u>	<u>Residence</u>	<u>Amount Paid on Subscription</u>
E. A. Zamora		P 75,000.00
Jesus Cabarrus		75,000.00
Ricardo Ledesma		42, 000.00
L.W. Shaner		75,000.00
L.L. Recio		42,000.00
Dee K. Chiong		42,000.00
Cu Ching Yan		42,000.00
Karl Ladahl		65,000.00
Total		P500,000.00

TENTH: Mr. Ricardo Ledesma has been elected by the subscribers as Treasurer of the Corporation to act as such until his successor is duly elected and qualified in accordance with the By-Laws, and as such Treasurer, he has been authorized to receive for the corporation and to receipt in its name all subscriptions paid in by the said subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands in the City of Manila,
Philippines, this July 10, 1957.

(Sgd.) MRS. E. A. ZAMORA
Incorporator

(Sgd.) JACOB E. CABARRUS
Incorporator

(Sgd.) L.W. SHANER
Incorporator

(Sgd.) DEE K. CHIONG
Incorporator

(Sgd.) JESUS S. CABARRUS
Incorporator

(Sgd.) RICARDO LEDESMA
Incorporator

(Sgd.) L.L. RECIO
Incorporator

(Sgd.) CU CHING YAN
Incorporator

(Sgd.) KARL LANDAHL
Incorporator

SIGNED IN THE PRESENCE OF:

(Sgd.) ILLEGIBLE

(Sgd.) ILLEGIBLE

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

In the City of Manila, Philippines, on this 10th day of July, 1957, before the undersigned Notary Public in and for the said City, personally appeared E.A. ZAMORA, JESUS S. CABARRUS, JACOB E. CABARRUS, RICARDO LEDESMA, L.W. SHANER, L.L. RECIO, DEE K. CHIONG, CU CHING YAN and KARL LANDAHL, all of whom are known to me and to me known to be the persons whose names are subscribed to and who executed the foregoing articles of incorporation, and each of them acknowledged to me that he/she freely and voluntarily executed the same. The above named parties exhibited to me their respective Residence Certificates, as follows:

<u>Name</u>	<u>Residence Certificate No.</u>	<u>Issued at</u>	<u>Date of Issue</u>
Mrs. E.A. Zamora		Manila Manila	Jan. 10, 1957 Feb. 26, 1957
Jesus Cabarrus		Manila Manila	Jan. 02, 1957 Feb. 19, 1957
Jacob E. Cabarrus		Manila Manila	Jan. 02, 1957 Feb. 16, 1957
Ricardo Ledesma		Manila Manila	Jan. 14, 1957 Feb. 13, 1957
L.W. Shaner		Sta. Cruz Zambales Sta. Cruz Zambales	Jan 26, 1957 Jan. 26, 1957
L.L. Recio		Manila Manila	Jan. 05, 1957 Mar. 14, 1957

Dee K. Chiong	Manila	Jan. 02, 1957
	Manila	Feb. 26, 1957
Cu Ching Yan	Manila	Jan. 07, 1957
	Manila	Mar. 06, 1957
Karl Ladahl	Manila	Jan. 03, 1957
	Manila	Feb. 12, 1957

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

(Sgd.) PEDRO C. CARAG
Notary Public
Until December 31, 1957

Doc. No. 247-C;
Page No. 54;
Book No. I;
Series of 1957.

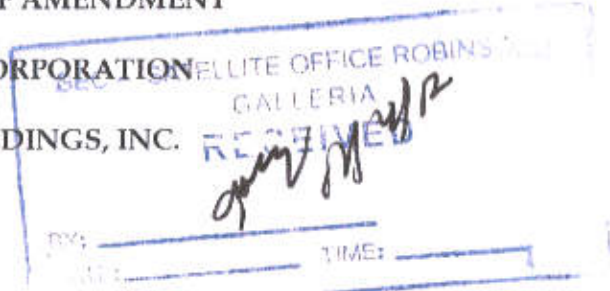
SCHEDULE OF EXCLUDED PROPERTY

SCHEDULE OF EXCLUDED LIABILITIES

DIRECTORS' CERTIFICATE OF AMENDMENT

OF THE ARTICLES OF INCORPORATION

OF MARCVENTURES HOLDINGS, INC.



KNOW ALL MEN BY THESE PRESENTS:

We the undersigned, the Chairman and Secretary of the Stockholders' meeting and majority of the members of the Board of Directors of MARCVENTURES HOLDINGS, INC. (the "Corporation") hereby certify that the attached document is a true and correct copy of the Amended Articles of Incorporation of the Corporation.

The amendments are in the following Articles:

1. Sixth Article - by increasing the number of directors from nine (9) to eleven (11); and
2. Seventh Article - by increasing the authorized capital stock of the Corporation from Two Billion Pesos (Php2,000,000,000.00), divided into Two Billion (2,000,000,000) Common Shares of the par value of One Peso (P1.00) each, to Four Billion Pesos (Php4,000,000,000.00) divided into Four Billion (4,000,000,000) Common Shares of the par value of One Peso (Php1.00) each.



We further certify that the said amendments were unanimously approved by the Stockholders owning at least two-thirds (2/3) of the outstanding capital stock at their annual meeting held on October 23, 2017 at the Manila Golf and Country Club, Harvard Road, Forbes Park, Makati City, and by the Board of Directors at its special meeting held on December 15, 2016.

Majority of

OCT 24 2017

IN WITNESS WHEREOF, we have hereunto set our hands on this _____ at

MAKATI CITY


CESAR C. ZALAMEA
Chairman of the Meetings of the Board of
Directors and Shareholders/
Director



ISIDRO C. ALCAN TARA, JR.
Director



ROBERTO V. SAN JOSE
Secretary of the Meetings of the Board of
Directors and Shareholders/ Corporate
Secretary


MACARIO U. TE
Director



MARIANNE T. DY
 Director


AUGUSTO SERAFICA, JR.
 Director


CARLOS ALFONZO T. OCAMPO
 Independent Director

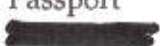

MICHAEL ESCALER
 Director


ROLANDO S. SANTOS
 Director

OCT 24 2017

MAKATI CITY

SUBSCRIBED AND SWORN to before me this ____ day of _____ 2017 at _____, Metro Manila, affiants having exhibited to me their respective competent proofs of identities, as follows:

Name	Competent Evidence Of Identity	Date and Place of Issue
Cesar C. Zalamea		
Isidro C. Alcantara, Jr.		
Macario U. Te		
Marianne T. Dy		
Augusto Serafica, Jr.		
Carlos Alfonso T. Ocampo		
Michael Escaler		
Rolando S. Santos		
Roberto V. San Jose	Passport 	No. December, 20, 2016; DFA NCR South

Doc. No. 293
 Page No. 80
 Book No. 178
 Series of 2017.


ATTY. VIRGIL J. BATALLA
 NOTARY PUBLIC FOR MAKATI CITY
 APPT. NO. M-78
 UNTIL DEC. 31, 2018
 ROLL OF ATTY. NO. 42348
 MCLE COMPLIANCE NO. 14-0011121-4/10/13
 I.B.P. O.R. NO. 700762, EFFECTIVE JAN. 1, 2007 - JAN. 29, 2007
 PTR NO. 590-90-92 JAN 3, 2017
 EXECUTIVE BLDG. CENTER
 MAKATI AVE. COR. JUPITER ST. MAKATI CITY



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
Ground Floor, Secretariat Building, PICC
City of Pasay, Metro Manila

COMPANY REG. NO. 12942

CERTIFICATE OF APPROVAL OF INCREASE OF CAPITAL STOCK

KNOW ALL PERSONS BY THESE PRESENTS:

This is to certify that the increase of capital stock of the

MARCVENTURES HOLDINGS, INC.

from P2,000,000,000.00 divided into 2,000,000,000 shares of the par value of P1.00 each, to P4,000,000,000.00 divided into 4,000,000,000 shares with the par value of P1.00 each approved on December 15, 2016 by majority vote of the Board of Directors and by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock at a meeting held on October 23, 2017 certified to by the Chairman and the Secretary of the stockholders meeting and a majority of the Board of Directors of the corporation, was approved by the Commission on the date indicated hereunder in accordance with the provision of Section 38 of the Corporation Code of the Philippines (Batas Pambansa Blg. 68), approved on May 1, 1980. A copy of the Certificate of Increase of Capital Stock filed with the Commission is attached hereto.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed to this Certificate at Pasay City, Metro Manila, Philippines, this

29th day of December, Twenty Seventeen.


FERDINAND B. SALES

Director

Company Registration and Monitoring Department



**DIRECTORS' CERTIFICATE OF INCREASE
OF AUTHORIZED CAPITAL STOCK
OF MARCVENTURES HOLDINGS, INC.**

RECEIVED
BY: _____
DATE: _____ TIME: _____

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned, being the Chairman, the Corporate Secretary, and at least a majority of the members of the Board of Directors of **MARCVENTURES HOLDINGS, INC.** (the "Corporation"), a corporation duly organized and existing under the laws of the Philippines,

DO HEREBY CERTIFY:

A special meeting of the stockholders of the Corporation was duly called on October 23, 2017 for the purpose of considering the increase of the authorized capital stock of the Corporation from Two Billion Pesos (₱2,000,000,000.00) divided into Two Billion (2,000,000,000) shares with a par value of One Peso (₱1.00) per share to Four Billion Pesos (₱4,000,000,000.00) divided into Four Billion shares (4,000,000,000) shares with a par value of One Peso (₱1.00) per share, and that all the requirements of Section 38 of Batas Pambansa Blg. 68, otherwise known as the Corporation Code of the Philippines, have been complied with.

II

The stockholders owning at least two-thirds (2/3) of the entire issued and outstanding capital stock of the Corporation were present or represented at the said annual stockholders' meeting.

III

At the said stockholders' meeting, the stockholders of the Corporation owning or representing at least two-thirds (2/3) of the issued and outstanding capital stock of the Corporation approved by unanimous vote the following resolutions:

"RESOLVED, that the authorized capital stock of **MARCVENTURES HOLDINGS, INC.** (the "Corporation") be increased from Php2.0 Billion to Php4.0 Billion and that the Seventh Article of the Articles of Incorporation be amended accordingly;

RESOLVED FURTHER, that the Board of Directors be, as it is hereby, authorized to determine the amount and issue price of the Common Shares constituting such increase, part of which will be issued

in connection with the merger with Asia Pilot Mining Phils. Corporation and Brightgreen Resources Holdings, Inc. with the Corporation as surviving entity, under such terms and conditions as the Board may deem proper;

RESOLVED FURTHER, that after Securities and Exchange Commission approval of the increase in Authorized Capital Stock to Php 4.0 Billion, the Board of Directors be, as it is hereby, authorized to accept Subscriptions of the Stockholders or third parties to the remaining shares out of the increase not issued in connection with the merger, in the form of cash and/or assets, all under such terms and conditions as the Board may deem proper;

RESOLVED, FINALLY, that the Directors and Officers of the Corporation be authorized to sign, execute and file with the Securities and Exchange Commission such documents and papers which may be required to give effect to the foregoing."

IV

During a special meeting of the Board of Directors held on December 15, 2016, at the principal office of the Corporation, at least a majority of the members of the Board of Directors likewise approved the following resolutions:

"RESOLVED, that the Board of Directors of **Marcventures Holdings, Inc.** (the "Corporation") authorize, as it hereby authorizes, the increase in the authorized capital stock of the Corporation from Two Billion Pesos (Php2,000,000,000.00) divided into Two Billion (2,000,000,000) shares with a par value of One Peso (Php1.00) per share to Four Billion Pesos (Php4,000,000,000.00) divided into Four Billion (4,000,000,000) shares with a par value of One Peso (Php1.00) per share, thereby amending Article Seventh of the Amended Articles of Incorporation of the Corporation to read as follows:

SEVENTH: That the capital stock of the corporation is FOUR BILLION PESOS (Php4,000,000,000.00) and said capital stock is divided into FOUR BILLION (4,000,000,000) shares of the par value of One Peso (Php1.00) each.

x x x

RESOLVED, FINALLY, to authorize the directors and officers of the Corporation to sign, execute and file with the Securities and Exchange Commission and other relevant government agencies, such documents as may be required to give effect to the foregoing resolution."

V

The amount of said increase in authorized capital stock of the Corporation is Two Billion Pesos (₱ 2,000,000,000.00) divided into Two Billion (2,000,000,000) shares with a par value of One Peso (₱1.00) per share.

VI

Out of the increase in the authorized capital stock of Two Billion Pesos (₱2,000,000,000.00), One Billion One Hundred Twenty Five Million Pesos (₱1,125,000,000.00), representing at least 25% of the increase, has been subscribed and fully paid by the shareholders of Asia Pilot Mining Phils. Corporation ("APMPC"), and Brightgreen Resources Holdings Inc. ("BHI") in connection with the merger of the Corporation with APMPC and BHI, with the Corporation as the surviving entity. Attached as Annex "A" is a list of the subscribers, their respective number of subscribed shares, amount paid up, and nationality.

VII

The capital structure of the Corporation as of October 23, 2017, the date of the stockholder's meeting, appears in Annex "B" hereof.


VIII

No bonded indebtedness has been incurred, created or increased as of the date of the stockholders' meeting.

IX

The actual indebtedness of the Corporation at the day of the stockholders' meeting on October 23, 2017 amounted to approximately Eleven Million One Hundred Ten Thousand Six Hundred Ninety Five Pesos and Thirty Eight centavos (Php 11,110,695.38).

IN WITNESS WHEREOF, the undersigned Directors, Chairman and Secretary of the Stockholders' meeting have hereunto set their hands this 24th day of October 2017 at Makati City.


CESAR C. ZALAMEA
 Chairman of the Meetings of the Board of
 Directors and Shareholders/
 Director



ISIDRO C. ALCANTARA, JR.
 Director



ROBERTO V. SAN JOSE
 Secretary of the Meetings of the Board of
 Directors and Shareholders/ Corporate
 Secretary


MACARIO U. TE
 Director



MARIANNE T. DY
 Director



AUGUSTO SERAFICA, JR.
 Director



CARLOS ALFONZO T. OCAMPO
 Independent Director




MICHAEL ESCALER
 Director



ROLANDO S. SANTOS
 Director


OCT 24 2017

MAKATI CITY SUBSCRIBED AND SWORN to before me this ___ day of _____ 2017 at _____, Metro Manila, affiants having exhibited to me their respective competent proofs of identities, as follows:

Name	Competent Evidence Of Identity	Date and Place of Issue
Cesar C. Zalamea		
Isidro C. Alcantara, Jr.		
Macario U. Te		
Marianne T. Dy		
Augusto Serafica, Jr.		
Carlos Alfonzo T. Ocampo		
Michael Escaler		
Rolando S. Santos		
Roberto V. San Jose	Passport No. 	December 20, 2016; DFA NCR South

Doc. No. 94;
 Page No. 70;
 Book No. 139
 Series of 2017.

ATTY. VIRGILIO R. BATALLA
 NOTARY PUBLIC FOR MAKATI CITY
 APPEL NO. 14-02
 UNTIL DEC. 31, 2018
 ROLL OF ATTY. NO. 48346
 MCLE COMPLIANCE NO. IV-0016334-1/10/13
 I.B.P. O.R.N. 705752, UPTIME MEMBER JAN. 29, 2007
 PTR NO. 590-90-02 JAN. 2, 2017
 EXECUTIVE BLDG. CENTER
 MAKATI AVE. COR. JUPITER ST. MAKATI CITY

Directors' Certificate of Increase
of Authorized Capital Stock
Annex "A"

LIST OF SUBSCRIBERS

Name of Shareholder	Nationality	No. of Shares	Amount Subscribed	Amount Paid-In
Rodolfo P. Yu	Filipino	430,312,500	430,312,500.00	430,312,500.00
RYM Business Management Corporation	Filipino	377,999,946	377,999,946.00	377,999,946.00
Ruby Sy	Filipino	168,615,000	168,615,000.00	168,615,000.00
Isagani P. Yu	Filipino	75,937,500	75,937,500.00	75,937,500.00
Caulfield Heights Inc.	Filipino	44,999,982	44,999,982	44,999,982.00
Anthony M. Te	Filipino	27,000,000	27,000,000.00	27,000,000.00
Karen C. Dela Cruz	Filipino	67,500	67,500.00	67,500.00
Steven M. Herrera	Filipino	67,500	67,500.00	67,500.00
Isidro C. Alcantara, Jr.	Filipino	18	18.00	18.00
Arsenio K. Sebial	Filipino	18	18.00	18.00
Diane Madelyn C. Ching	Filipino	18	18.00	18.00
Hermogene H. Real	Filipino	18	18.00	18.00
Total		1,125,000,000	1,125,000,000	1,125,000,000.00

Directors' Certificate of Increase
of Authorized Capital Stock
Annex "B"

CAPITAL STRUCTURE AS OF OCTOBER 23, 2017

Authorized Capital Stock:	Php 2,000,000,000.00
Amount Subscribed:	Php 1,844,088,599
Amount Paid-In:	Php 1,844,088,599

AMENDED
ARTICLES OF INCORPORATION
OF
MARCVENTURES HOLDINGS, INC.
(Formerly: AJO.NET HOLDINGS, INC.)

KNOWN ALL MEN BY THESE PRESENTS:

THAT WE, all of whom are residents of the Republic of the Philippines, have on this date voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Republic of the Philippines.

AND WE DO HEREBY CERTIFY:

FIRST: The name of the said corporation shall be:

"Marcventures Holdings, Inc."

(amended on February 10, 2010)

SECOND: The purpose for which said corporation is formed are as follows:

Primary Purpose: The primary purposes for which this said corporation is formed is to acquire by purchase, exchange, assignment, gift or otherwise, and to hold, own and use for investment or otherwise, and to sell, assign, transfer, exchange, lease, let, develop, mortgage, pledge, traffic, deal in, and with, and otherwise operate, manage, enjoy and dispose of any and all properties of every kind and description and wherever situated, including land, (amended on November 26, 2001; February 10, 2010) as and to the extent permitted by law, including but not limited to, buildings, tenements, warehouses, factories, edifices and structures and other improvements and bonds, debentures, promissory notes, shares of stock, or other securities or obligations, created, negotiated or issued by any corporation, association, or other entity, foreign

or domestic and while the owner, holder or possessors thereof, to exercise all the rights, powers and privileges of ownership or any other interest therein , including the right to receive, collect and dispose of, any and all rentals, dividends, interest and income derived therefrom, and the right to vote on any proprietary or other interest, on any shares of the capital stock, and upon any bonds, debentures, or other securities having voting power, so owned or held; and provided that it shall not engage in the business of an open-end or close-end investment company as defined in the Investment Company Act (Republic Act 2629), or act as securities broker or dealer; to aid either by guaranty and/or surety, any subsidiary and/or affiliate of the corporation. (Amended on November 14, 2014).

Secondary Purposes: The secondary purposes for which this said corporation is formed are: to embark in the discovery, exploration, development and exploitation of mineral oils, petroleum in its natural state, rock or carbon oils, natural gas, other volatile minerals substances and salt, as well as other minerals of whatever nature whether similar or dissimilar to those listed herein, or to mine, dig for or otherwise obtain from the earth the same substances as aforementioned and to manufacture, refine, prepare for market, buy, sell, and transport the same, their products, compounds and derivatives, and other mineral and chemical substances, in crude or refined condition; to embark in the discovery, exploration, development and exploitation of minerals in all other forms and to engage in deep sea fishing and its related industries in the Philippines and elsewhere and the business of mining in general in all of its phases and branches with all of its auxiliaries together with the businesses which are necessary and convenient to the efficient and economical prosecution of the above purposes.

In pursuance of such purposes, the corporation shall have the power:

1. To acquire petroleum, gas and oil lands, leaseholds, franchises, privileges, concessions and other interests in real estate and gas, oil and other rights;
2. To construct, maintain, and operate gas wells, oil wells, and refineries and water wells and to buy, sell, and otherwise deal in gas, oils and salts and their derivatives or products;
3. To construct and maintain conduits, pipelines and lines of tubing and water wells for the public generally as well as for the use of said corporation and to lay, rig, buy, lease, sell, and otherwise contract for, and operate said conduits, pipelines and lines of tubings and water wells as storage tanks, railways, tramways, roadways, and tracks, for the purpose

of transporting and storing oil and gas, and of operating a general pipeline and storage business;

4. To acquire, construct and maintain, buildings, dwellings, stores, warehouses, machineries, plants boats, roads and bridges, mills, works and workshops, laboratories, power plants, derricks, drills, sawmills and other effects whatsoever which the corporation may think proper to be acquired, constructed and/or operated for the pursuance of any of the purposes and to construct, maintain and operate telegraph and telephone lines convenient for the prosecution of its business;
5. To purchase, lease or otherwise acquire such real and personal property in any part of the Philippines or elsewhere, as the purposes for which the corporation is formed may permit, and as may be reasonably required for the transaction of its lawful business; and to hold, maintain, conduct, use and operate and to lease, sell, mortgage, or otherwise dispose of any such real or personal property of any character owned or in any manner held by it, upon any terms; and obtain and prepare for market such other valuable minerals or materials may be discovered in developing the lands of company;
6. To have one or more offices outside the Philippines and to conduct its business and exercise its powers in any part thereof or in any other country; and to register the corporation, or to secure a license to do business, in any foreign country of place;
7. To carry on in connection with any or all of the aforementioned purposes the business of importing, buying, selling, and otherwise dealing with equipment, machinery, supplies and accessories and to transact all business properly connected with or incidental to any or all of said objects and purposes;
8. To purchase or otherwise acquire the whole or any part of the goodwill, property and assets, and to undertake all or any part of the business, property and liabilities of any person, partnership, corporation or other associations, carrying on any business similar to that for which this corporation is authorized to carry on, or possession of property suitable for the purpose of the corporation, and to pay for the same in cash, or in stock, bonds or other securities of the corporation or otherwise.
9. To buy or otherwise acquire any inventions, improvements and processes relating to the refining of petroleum or the processing of its products, secured under letters patent or

licenses in respect of the same, and to use, exercise, develop and sell such inventions, improvements and processes and to grant licenses of the things respecting the same;

10. To borrow or raise money for the purpose of the corporation by making, issuing, accepting, indorsing and executing promissory notes, bills of exchange, bonds, debentures, certificates of indebtedness and other negotiable instruments but not exclusive of such other means or manner as the corporation's Board of Directors shall think fit; and to secure payment of said obligations or any of them by mortgage, pledge, letters of hypothecation, other liens or charges upon all or any of the undertakings, revenues, rights and property of the corporation, and to exchange or vary from time to time any of such securities, and to redeem on any terms, the debts of obligations secured by them before the same shall due, if it shall see fit to do so.
11. To engage in e-commerce, to conduct, operate, carry on and maintain the business of trading, importing, exporting, buying, selling, repacking, delivering, transporting, distributing, marketing, promoting or otherwise dealing in all kinds of merchandise, industrial products, raw materials for manufacturers and processors, semi-finished articles, goods and wares of all kinds and descriptions which are the lawful objects of commerce, including food, beverages, clothing, and accessories, as well as the provisions of services which are desirable, necessary, related and /or incident thereto (Amended on November 26, 2001, December 11, 2000)

In general, but in connection with the foregoing, the company may carry on any other business not prohibited to mining companies or the corporation by-laws of the Philippines and have and exercise all powers otherwise conferred by the laws of the Philippines upon like or anywise similar corporation formed under the Corporation Law of the Philippines, it being provided that the foregoing enumeration of specific power shall not be held to limit or restrict in any manner the general powers of the company and that any and all the rights, powers and privileges in this Articles of Incorporation granted and contained, conferred, or imposed, may be amended, altered, changed in any manner and to any extent and its authorized capital increased or enlarged by certificate of amendment or Amended Articles of Incorporation is made, executed, authorized and filed in any manner now or hereafter permitted or authorized by the laws of the Philippines.

Generally, also, to do all such other things and to transact all business as may be directly or indirectly incidental or conducive to the attainment of the above objects, or any of them respectively.

THIRD: That the place where the principal office of the corporation is to be established is at the 4th Floor, Citibank, Center 8741 Paseo de Roxas, Makati City and it may establish and maintain branch offices anywhere in the Philippines, as necessity thereof arises from time to time. (Amended on November 29, 1999; and on November 14, 2014).

FOURTH: The term for which said corporation is to exist is until August 7, 2057 (Amended on May 18, 2007)

FIFTH: The names and residences of the incorporators of said corporation are as follows:

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
Mrs. E. A. Zamora	Filipino	
Jesus S. Cabarrus	Filipino	
Jacob E. Cabarrus	Filipino	
Ricardo Ledesma	Filipino	
L. W. Shaner	American	
L. L. Recio	Filipino	
Dee K. Chiong	Filipino	

Cu Ching Yan	Chinese	2093 Bohol Street Sta. Mesa Boulevard
Karl Landahl	German	2030 A. Mabini Street Manila

SIXTH: The number of directors of the said corporation shall be eleven (11) and the names and residences of the directors who are to serve until their successors are elected and qualified, as provided by the By-Laws, are as follows: (Amended on November 14, 2014; and October 23, 2017).

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
Mrs. E. A. Zamora	Filipino	-
Jesus S. Cabarrus	Filipino	
Jacob E. Cabarrus	Filipino	
Ricardo Ledesma	Filipino	
L.L. Recio	Filipino	
Dee K. Chiong	Filipino	
L. W. Shaner	American	

SEVENTH: That the capital stock of the corporation is FOUR BILLION PESOS (P4,000,000,000.00) and said capital stock is divided into FOUR BILLION (4,000,000,000) shares of the par value of One Peso (P1.00) each. (Amended on October 28, 1997; November 26, 2001; February 10, 2010; September 16, 2010; and October 23, 2017).

No stockholder shall, because of his ownership of stock, have a pre-emptive or other right to purchase, subscribe for or take any part of any stock or of any other securities convertible into

or carrying options or warrant to purchase stock of the corporation, whether out of its unissued authorized capital stock of the corporation, whether out of its unissued authorized capital stock or any future increases thereof. Any part of such stock or other securities may at any time be issued, optioned for sale, and sold or disposed of the Corporation pursuant to resolution of its Board of Directors, to such persons and upon such terms Board may deem proper, without first offering such stock or securities or any part thereof to existing stockholders.

No transfer of stock or interest which will reduce the ownership of Filipino citizens to less than the required percentage of capital stock shall be allowed or permitted to be recorded in the proper books of the Corporation.

The foregoing restriction shall be indicated in the certificates to be issued by the Corporation.

EIGHTH: The amount of said capital stock which has been actually subscribed is TWO MILLION PESOS (P2,000,000.00) and the following persons have subscribed for the number of shares and amount of capital stock set out after their respective names:

<u>Name</u>	<u>Residence</u>	<u>No. of Shares Subscribed</u>	<u>Amount of Capital Stock Subscribed</u>
E.A. Zamora		30,000,000	P 300,000.00
Jesus Cabarrus		30,000,000	300,000.00
Jacob E. Cabarrus		16,800,000	168,000.00
Ricardo Ledesma		30,000,000	300,000.00
L.W. Shaner		16,800,000	168,000.00
L.L. Recio		16,800,000	168,000.00

Dee K. Chiong	16,800,000	168,000.00
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Cu Ching Yan	16,800,000	168,000.00
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Karl Ladahl	26,000,000	260,000.00
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	200,000,000	P2,000,000.00
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NINTH: The following persons have paid on the shares of the capital stock of which they have subscribed in cash in the amount set out opposite their respective names:

<u>Name</u>	<u>Residence</u>	<u>Amount Paid on Subscription</u>
E. A. Zamora		P 75,000.00
Jesus Cabarrus		75,000.00
Ricardo Ledesma		42, 000.00
L.W. Shaner		75,000.00
L.L. Recio		42,000.00
Dee K. Chiong		42,000.00
Cu Ching Yan		42,000.00

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

SECRETARY'S CERTIFICATE

KNOW ALL MEN BY THESE PRESENTS:

I, **ANA MARIA A. KATIGBAK**, of legal age, Filipino, with office address at the 3rd Floor, The Valero Tower, 122 Valero Street, Salcedo Village, Makati City, being the duly elected and qualified Assistant Corporate Secretary of **MARCVENTURES HOLDINGS, INC.** (the "Corporation"), a corporation duly organized and existing under Philippines laws, with principal office address at 4th Floor, Citi Center, 8741 Paseo De Roxas, Makati City, under oath, do hereby certify that:

1. At the respective special meetings of the Board of Directors and Stockholders of the Corporation on December 15, 2016 and October 23, 2017 at the principal office of the Corporation and Manila Golf and Country Club, the board of directors and the stockholders of the Corporation approved the increase in the authorized capital stock of the Corporation from Two Billion Pesos (₱2,000,000,000.00) divided into Two Billion (2,000,000,000) shares with a par value of One Peso (₱1.00) per share to Four Billion Pesos (₱4,000,000,000.00) divided into Four Billion shares (4,000,000,000) shares with a par value of One Peso (₱1.00) per share, with One Billion One Hundred Twenty Five Million (1,125,000,000) shares subscribed to by the shareholders of Asia Pilot Mining Phils. Corporation ("APMPC") and Brightgreen Resources Holdings Inc. ("BHI"), in connection with the merger of the Corporation with APMPC and BHI, with the Corporation as the surviving entity.

2. In connection with said increase of authorized capital stock, I hereby certify that in accordance with Article Seventh of the Amended Articles of Incorporation of the Corporation, all of the stockholders of the Corporation do not have and/or enjoy pre-emptive rights to subscribe for or purchase any stock of the Corporation, whether out of its unissued authorized capital stock or any future increases thereof, viz:

SEVENTH: That the capital stock of the corporation is TWO BILLION PESOS (Php2,000,000,000.00) and said capital stock is divided into TWO BILLION (2,000,000,000) shares of the par value of One Peso (Php1.00) each.



No stockholder shall, because of his ownership of stock, have a pre-emptive or other right to purchase, subscribe for or take any part of any stock or of any other securities convertible into or carrying options or warrant to purchase stock of the corporation, whether out of its unissued authorized capital stock or any future increases thereof. Any part of such stock or other securities may at any time be issued, optioned for sale, and sold or disposed of by the Corporation pursuant to resolution of its Board of Directors, to such persons and upon such terms as such Board may

deem proper, without first offering such stock or securities or any part thereof to existing stockholders.

No transfer of stock or interest which will reduce the ownership of Filipino citizens to less than the required percentage of capital stock shall be allowed or permitted to be recorded in the proper books of the Corporation.¹


IN WITNESS WHEREOF, this Certificate has been signed this OCT 27 2017 at Makati City, Philippines.


ANA MARIA A. KATIGAK
 Assistant Corporate Secretary


SUBSCRIBED AND SWORN to before me this OCT 27 2017 at Makati City by affiant whose identity I have confirmed through her Passport with No.  issued on February 7, 2017 in Manila, bearing the affiant's photograph and signature, and who showed to me her Community Tax Certificate No.  issued at Makati City on February 2, 2017.

Doc. No. 61 ;
 Page No. 14 ;
 Book No. I ;
 Series of 2017.




JESSE ELEAZER D. TANTOCO
 Appointment No. M-530
 Notary Public for Makati City
 Until December 31, 2018
 Castillo Laman Tan Pantaleon
 & San Jose Law Firm
 The Valero Tower, 122 Valero Street
 Salcedo Village, Makati City
 PTR No. 6281856; 06-28-2017; Makati City
 IBP No. 003560; 05-15-2017; Makati Chapter
 Roll No. 70132

¹ Emphasis supplied.

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

SECRETARY'S CERTIFICATE

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

1. I am the duly elected and qualified Assistant Corporate Secretary of **MARCVENTURES HOLDINGS INC.** (the "Corporation"), a corporation duly organized and existing under the laws of the Philippines with principal office address at the 4th Floor, Citibank Center Bldg., 8741 Paseo de Roxas, Makati City.

2. I hereby certify that the following is the capital structure of the Corporation as of October 23, 2017:

CAPITAL STRUCTURE AS OF OCTOBER 23, 2017

Authorized Capital Stock:	Php 2,000,000,000.00 divided into 2,000,000,000 common shares with a par value of Php 1.00 per share.
Amount Subscribed:	Php 1,844,088,599.00
Amount Paid-In:	Php 1,844,088,599.00
Number of Issued, Subscribed and Fully-Paid Shares:	1,844,088,599
Number of Treasury Shares:	None
Percentage of Foreign Shareholders	
Before Increase	= 4.33%
After Increase	= 2.69%
Percentage of Filipino Shareholders	
Before Increase	= 95.67%
After Increase	= 97.31%

OCT 27 2017

IN WITNESS WHEREOF, I have hereunto set my hand this ____ day of
 _____ 2017 at MAKATI CITY.

Ana Maria A. Katigbak
ANA MARIA A. KATIGBAK
 Assistant Corporate Secretary

OCT 27 2017

SUBSCRIBED AND SWORN to before me this _____ at Makati City
 by affiant whose identity I have confirmed through her Passport No. [REDACTED] issued
 on February 7, 2017 in Manila, bearing the affiant's photograph and signature, and who
 showed to me her Community Tax Certificate No. [REDACTED] issued at Makati City on
 February 07, 2017.

Doc. No. 113;
 Page No. 24;
 Book No. VI;
 Series of 2017.



Lauren Angelic J. Toledo
LAUREN ANGELIC J. TOLEDANO
 Appointment No. M-76
 Notary Public for Makati City
 Until December 31, 2018
 Castillo Laman Tan Pantaleon
 & San Jose Law Firm
 The Valero Tower, 122 Valero Street
 Salcedo Village, Makati City
 PTR No. 5908600; 01-03-2017; Makati City
 BP No. 1055270; 01-03-2017; Cebu Chapter
 Roll No. 64066

REPUBLIC OF THE PHILIPPINES
MAKATI CITY

)
) S.S.


TREASURER'S AFFIDAVIT

KNOW ALL MEN BY THESE PRESENTS:

I, **ROLANDO S. SANTOS**, of legal age, Filipino, with office address at 4th Floor, Citi Center, 8741 Paseo De Roxas, Makati City, under oath, hereby depose and state that:

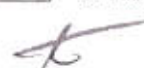
1. I am the Treasurer of **MARCVENTURES HOLDINGS, INC.** (the "Corporation"), and as such Treasurer, I am authorized to receive for and in the name, and for the benefit of the Corporation, all subscriptions paid or given by the subscribers;
2. At the special meeting of the stockholders of the Corporation held on October 23, 2017 at the principal office thereof, the stockholders approved, ratified, and confirmed, the resolutions adopted by the Board of Directors at its regular meeting held on December 15, 2016, increasing the Corporation's authorized capital stock from Two Billion Pesos (₱2,000,000,000.00) divided into Two Billion (2,000,000,000) shares with a par value of One Peso (₱1.00) per share to Four Billion Pesos (₱4,000,000,000.00) divided into Four Billion shares (4,000,000,000) shares with a par value of One Peso (₱1.00) per share.
3. Out of the increase in the authorized capital stock of Two Billion Pesos (₱2,000,000,000.00), One Billion One Hundred Twenty Five Million Pesos (₱1,125,000,000.00), representing at least 25% of the increase, has been subscribed and fully paid by the shareholders of Asia Pilot Mining Phils. Corporation ("APMPC"), and Brightgreen Resources Holdings Inc. ("BHI") in connection with the merger of the Corporation with APMPC and BHI, with the Corporation as the surviving entity.

IN WITNESS WHEREOF, I have hereunto set my hand this _____ day of _____ 2017 at MAKATI CITY.


ROLANDO S. SANTOS
Treasurer

SUBSCRIBED AND SWORN to before me this OCT 24 day of 2017 2017 at MAKATI CITY by the affiant whose identity I have confirmed through his _____ issued on _____ at _____, bearing the affiant's photograph and signature.

Doc. No. 95;
Page No. 50;
Book No. 178;
Series of 2017.


ATTY. VIRGILIO R. BATALLA
NOTARY PUBLIC FOR MAKATI CITY
APPT. NO. M-88
UNTIL DEC. 31, 2018
ROLL OF ATTY. NO. 48348
MCLE COMPLIANCE NO. W-0016333-4/10/13
I.G.P.O.R No. 706762, LIFETIME MEMBER, JAN. 29, 2007
PTR NO. 590-00-82 JAN. 3, 2017
EXECUTIVE BLDG. CENTER
MAKATI AVE. COR. JUPITER ST. MAKATI CITY