

MINUTES OF THE ANNUAL MEETING
OF THE STOCKHOLDERS
OF

MARCVENTURES HOLDINGS, INC.

Held at the Manila Golf and Country Club
Harvard Road, Forbes Park, Makati City
On May 29, 2015, at 2:00 p.m.

CALL TO ORDER

Mr. Cesar C. Zalamea, Chairman of the meeting, called the meeting to order and presided over the same. The Corporate Secretary, Atty. Roberto V. San Jose, recorded the minutes of the proceedings. The other members of the Board of Directors present during the meeting were introduced to the stockholders.

PROOF OF NOTICE

The Corporate Secretary reported that notices of the meeting had been sent to all the stockholders of the Corporation as provided in the By-Laws.

CERTIFICATION OF QUORUM

The Corporate Secretary announced that out of the issued and outstanding capital stock, there were present, in person and by proxy, stockholders owning more than 1,399,877,555 shares of stock representing at least 77% of the outstanding capital stock. (The list of attendees and proxies is available at the office of the Corporation). He therefore certified that there was a quorum for the transaction of business.

APPROVAL OF THE MINUTES OF PREVIOUS MEETING

The next item of business was the approval of the minutes of the previous meeting of the stockholders held on November 14, 2014, copies of which had been earlier distributed to the stockholders.

Upon motion made and duly seconded, the reading of the minutes of the previous stockholders' meeting was dispensed with and the same were unanimously approved.

MANAGEMENT REPORT AND AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2014

The next item on the agenda was the Management Report. The Chairman turned-over the chair to the President, Mr. Isidro Alcantara, who reported on results of operations, the Audited Financial Statements for the year ended December 31, 2014, and the first quarter report for the period ended March 31, 2015.

Thereafter, the Chairman inquired whether there were any questions on the Management Report, and none were raised by the stockholders.

Thereafter on motion duly made and seconded, the Management Report, the Audited Financial Statements as of December 31, 2014, and the first quarter report for the period ended March 31, 2015, were duly noted and approved.

RATIFICATION AND APPROVAL OF CORPORATE ACTS

The Chairman stated that he would entertain a motion for the ratification of the acts of the officers and directors of the Corporation undertaken from the date of the last stockholders' meeting to the present, which included the declaration of cash dividends, and the issuance of corporate guarantees for the loans of its wholly-owned subsidiary, Marcventures Mining and Development Corporation.

Whereupon, on motion duly made and seconded, all the acts, proceedings, transactions, and agreements, including the declaration of cash dividends and issuance of corporate guarantees for the loans of its wholly-owned subsidiary, Marcventures Mining and Development Corporation, authorized and entered into by the Board of Directors and Officers of the Corporation from the last stockholders' meeting to date were approved, confirmed and ratified.

ELECTION OF DIRECTORS

The next matter on the agenda was the election of the members of the Board of Directors.

The Corporate Secretary stated that under the SIXTH Article of the Company's Articles of Incorporation, there are nine (9) seats in the Board of Directors and that under existing Securities and Exchange Commission (SEC) rules, a Corporation is required to have at least two (2) independent directors. The SEC rules provide that only nominees whose names have been submitted to and evaluated by the Nomination and Compensation Committee, and whose names appear in the Final List of Candidates set forth in the Definitive Information Statement or other reports submitted to the SEC, shall be eligible for election as Independent Directors.

The following were nominated as members of the Board of Directors for the current term and until their successors are duly elected and qualified in accordance with the By-Laws:

For Regular Director:

1. CESAR C. ZALAMEA
2. ANTONIO H. OZAETA
3. ISIDRO C. ALCANTARA
4. MACARIO U. TE
5. MARIANNE DY
6. AUGUSTO C. SERAFICA, JR.
7. MICHAEL ESCALER

and as Independent Directors:

8. CARLOS T. OCAMPO
9. Former Chief Justice REYNATO PUNO

Thereafter, it was moved, seconded, and unanimously resolved to close the nominations. There being only nine (9) nominees to the position of nine (9) directors, the Corporate Secretary was directed and authorized to cast all votes of the stockholders present or represented at the meeting equally among all the nine (9) nominees. The Chairman, therefore, declared the nine (9) nominees as the duly elected members of the Board of Directors for the current term to act as such until their successors are duly elected and qualified in accordance with the By-Laws.

Messrs. Puno and Ocampo were duly recognized as the Corporation's current independent directors.

APPOINTMENT OF AUDITORS

The Chairman stated that the next item in the agenda was the appointment of the Company's external auditor for the current year.

On motion duly made and seconded, the stockholders unanimously approved the appointment of Reyes Tacandong & Company as the external auditor of the Company for the current year.

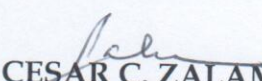
OTHER MATTERS

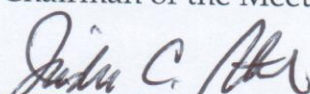
The Chairman declared, at that point, that there were no other matters to be discussed in the agenda. He then asked the stockholders if there were any matters that they would wish to take up. Several questions were raised by some stockholders. Attached as an Annex to these Minutes are the questions of the stockholders and corresponding replies of Management.

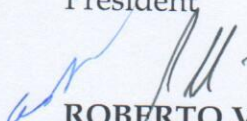
ADJOURNMENT

There being no other matters and further business to transact, on motion duly made and seconded, the meeting was adjourned.

ATTESTED BY:


CESAR C. ZALAMEA
Chairman of the Meeting


ISIDRO C. ALCANTARA
President


ROBERTO V. SAN JOSE
Corporate Secretary

Annex to the Minutes of the
Annual Meeting of the Stockholders
of Marcventure Holdings, Inc.
held on May 29, 2015

Questions Raised by Stockholders & Replies of Management

Stockholder Dionisio Gil, Jr

1. What is the outlook of Philippine nickel industry and its effect on the Company in the next 2 or 3 years?

China is the biggest buyer of nickel in the Philippines and since demand from China has gone down, many plants have closed and nickel prices have dropped. Margins on low-grade and high-grade nickel have also decreased compared to the previous year. Nothing can be done about the market but the Company can control its costs. Some analysts predict that demand will improve in 2016. The Company is also exploring the possibility of investing in a processing plant.

2. What is the impact of the proposed Mining Law on the Company?

The mining bill is still pending in Congress. Adopting a ban similar to Indonesia will encourage companies to go into processing.

3. Is Marcventures planning on raising additional capital for the processing plant?

Yes, the Company can consider it if there is a need and the funds cannot be raised from internally generated funds.

Stockholder Jerry A. Quibilan

1. He expressed his observation regarding the Philippines' inability to take the opportunity of going into nickel processing, and the country's dependence on China and Japan for this process.

The comments were duly noted by management.