

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)
Oct 25, 2017
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
n/a
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

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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 4-23 - Mergers and Consolidations
References: SRC Rule 17 (SEC Form 17-C) and
Section 4.4 and/or Section 5 of the Revised Disclosure Rules

Subject of the Disclosure

Merger of Marcventures Holdings Inc., Asia Pilot Mining Phils. Corp. and BrightGreen Resources Holdings Inc. with Marcventures Holdings Inc. as the surviving entity

Background/Description of the Disclosure

Merger of Marcventures Holdings Inc., Asia Pilot Mining Phils. Corp. and BrightGreen Resources Holdings Inc. with Marcventures Holdings Inc. as the surviving entity

Date of Approval by Board of Directors	Sep 8, 2017
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Date of Approval by Stockholders	Oct 23, 2017
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Other Relevant Regulatory Agency, if applicable	SEC and BIR
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Date of Approval by Relevant Regulatory Agency	TBA
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Date of Approval by Securities and Exchange Commission	TBA
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Rationale for the transaction including the benefits which are expected to be accrued to the Issuer as a result of the transaction

APMPC is the owner of Alumina Mining Philippines Inc. (AMPI) and Bauxite Resources Inc. (BARI). AMPI holds MPSA 179-2002 VIII (SBMR) with an area of 6,694 Hectares located in Motiong, San Jose De Buan and Wright, Province of Samar issued on December 5, 2002. On the other hand, BARI holds MPSA 180-2002 VIII (SBMR) with an area of 5,435 Hectares located in Gandara, San Jose de Buan and Wright, Province of Samar issued on December 5, 2002. The merger with APMPC will allow MHI to gain control of AMPI and BARI, whose mineral resource is Bauxite Ore-- the main raw material of aluminium. The merger will allow MHI to grow its business, diversify its products and expand its source of income. Bauxite has been observed to be more stable in prices as compared to other commodities even during the slump of metal prices.

BHI is the owner of BrightGreen Resources Corp. ("BRC") which holds MPSA 015-93-XIII approved on 01 July 1993, covering approximately 4,860 hectares of Carrascal and Cantilan, Surigao del Sur. The mining tenement is contiguous to the mining tenement of MHI's wholly-owned subsidiary, Marcventures Mining and Development Corp. (MMDC). MHI's objective in merging with BHI is to gain control of BRC in order to increase the nickel reserves of MHI's owned nickel mines pursuant to a possible venture into Nickel Processing.

Description of the transaction including the timetable for implementation and related regulatory requirements, if any

Merger of Marcventures Holdings Inc. (MHI), Asia Pilot Mining Phils. Corp. (APMPC) and BrightGreen Resources Holdings Inc. (BHI) with Marcventures Holdings Inc. as the surviving entity.

The timetable for implementation of the merger cannot be fixed as the same is subject to shareholders' and regulatory approvals.

Identities of the parties to the transaction

Name	Nature of Business	Nature of any material relationship with the Issuer, their directors/officers or any of their affiliates
Marcventures Holdings Inc.	Holding Company	Issuer
BrightGreen Resources Holdings Inc.	Holding Company	MARC and BHI have certain common shareholders, officers or directors. Mr. Isidro C. Alcantara, Jr. holds interest in both MARC and BHI through Caulfield Heights Inc., where he, his wife and sons are directors and shareholders. He is the President of MARC, Vice Chairman of MMDC, Chairman of BHI and BRC. Mr. Anthony M. Te, the son of MHI director Macario U. Te is a shareholder and director of MMDC, BHI and BRC. Rolando Santos and Atty. Diane Madelyn Ching are both officers of MARC and BHI
Asia Pilot Mining Philippines Corp.	Mining Company	none

Terms and conditions of the transaction

Plan of merger

As consideration for the merger, the Company shall issue 675,000,000 shares in favor of APMPC shareholders and 450,000,000 shares in favor of BHI shareholders or a total of 1,125,000,000 shares at a par value of PhP 1.00 per share.

Ratio of exchange of shares

As consideration for the merger, MARC will issue a total of 1,125,000,000 new shares or 675,000,000 new shares in favor of Asia Pilot shareholders and 450,000,000 new shares in favor of BHI shareholders at an issue price of PhP 1.00 per share. Asia Pilot shareholders will receive 675 new MARC shares in exchange for 1 Asia Pilot share and BHI shareholders will receive 18 new MARC shares in exchange for 1 BHI share.

Basis upon which the exchange ratio was determined

Audited Financial Statements of APMPC and BHI as of June 30, 2017.

Number of shares subject of the merger

As consideration for the merger, the Company shall issue 675,000,000 shares in favor of APMPC shareholders and 450,000,000 shares in favor of BHI shareholders or a total of 1,125,000,000 shares at a par value of PhP 1.00 per share.

Timetable

The timetable for implementation of the merger cannot be fixed as the same is subject to shareholders' and regulatory approval. The Parties, however, are expecting to complete the transaction by the end of the year.

Conditions precedent to closing of the transaction, if any

Approval of the shareholders of MARC, APMPC and BHI, approval of the SEC of the Merger and increase in capital stock, issuance of BIR ruling

Procedures for exchange

Upon SEC approval of the increase in capital stock and merger of the three entities as well as BIR's issuance of a ruling, MARC shall issue 675,000,000 shares in favor of APMPC shareholders and 450,000,000 shares in favor of BHI shareholders or a total of 1,125,000,000 shares at a par value of PhP 1.00 per share.

Description of the company subject of the transaction

Nature and business

Mining Company

Discussion of major projects and investments

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BHI is the owner of BrightGreen Resources Corp. ("BRC") which holds MPSA 015-93-XIII approved on 01 July 1993, covering approximately 4,860 hectares of Carrascal and Cantilan, Surigao del Sur. The mining tenement of BRC is contiguous to the mining tenement of MHI's wholly-owned subsidiary, Marcventures Mining and Development Corp. (MMDC).

List of subsidiaries and affiliates, with percentage holdings

Name	% Ownership
Alumina Mining Philippines Inc. (subsidiary of APMPC)	100
Bauxite Resources Inc. (subsidiary of APMPC)	100
BrightGreen Resources Corp. (subsidiary of BHI)	100
Marcventures Mining and Development Corp. (subsidiary of MHI)	100

Capital structure**Authorized capital stock**

Type of Security /Stock Symbol	Amount	Number of Shares
Common/ APMPC	100000000	1,000,000
Common/BHI	25000000	25,000,000
Common/MARC	2000000000	2,000,000,000

Subscribed Shares

Type of Security /Stock Symbol	Amount	Number of Shares
Common/APMPC	100000000	1,000,000
Common/BHI	25000000	25,000,000
Common/MARC	1844088599	1,844,088,599

Paid-Up Capital

Amount	100000000
Number of Shares	1,000,000

Issued Shares

Type of Security /Stock Symbol	Amount	Number of Shares
Common/APMPC	100000000	1,000,000
Common/BHI	25000000	25,000,000
Common/MARC	1844088599	1,844,088,599

Outstanding Shares

Type of Security /Stock Symbol	Amount	Number of Shares
Common/APMPC	100000000	1,000,000
Common/BHI	25000000	25,000,000
Common/MARC	1844088599	1,844,088,599

Par Value

Type of Security /Stock Symbol	Amount
Common/ APMPC	100.00
Common/BHI	1.00
Common/MARC	1.00

Ownership Structure (including percentage holdings)

Name	Number of Shares	% Ownership
Please see attach	0	0

Board of Directors

Name	(Regular or Independent)
Please see attach	please see attach

Principal Officers

Name	Position/Designation
please see attach	please see attach

Effect(s)/impact on the business, financial condition and operations of the Issuer

The merger with APMPC will allow MHI to gain control of AMPI and BARI, whose mineral resource is Bauxite Ore-- the main raw material of aluminium. The merger will allow MHI to grow its business, diversify its products and expand its source of income. Bauxite has been observed to be more stable in prices as compared to other commodities even during the slump of metal prices.

BHI is the owner of BrightGreen Resources Corp. ("BRC") which holds MPSA 015-93-XIII approved on 01 July 1993, covering approximately 4,860 hectares of Carrascal and Cantilan, Surigao del Sur. The mining tenement is contiguous to the mining tenement of MHI's wholly-owned subsidiary, Marcventures Mining and Development Corp. (MMDC). MHI's objective in merging with BHI is to gain control of BRC in order to increase the nickel reserves of MHI's owned nickel mines pursuant to a possible venture into Nickel Processing.

Other Relevant Information

Please see attachment for additional information

Amending disclosure to update ratio of exchange of shares.

Filed on behalf by:

Name	Raquel Frondoso
Designation	Compliance Officer