

## COVER SHEET

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S.E.C Registration Number

[illegible]

(Company's Full Name)

[illegible]

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

Ana Maria Katigbak

Contact Person

(632) 831-4479

Company Telephone Number

1	2
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3	1
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Month \_\_\_\_\_ Day \_\_\_\_\_  
Calendar Year \_\_\_\_\_

Month \_\_\_\_\_ Day \_\_\_\_\_  
Annual Meeting

FORM TYPE  
**SEC Form 17-C**

## Execution of Merger Agreement

Secondary License Type, If Applicable

Corporate Finance  
Department

Dept. Requiring this Doc.

\_\_\_\_\_

Amended Articles Number/Section

Total No. Stockholders

Total Amount of Borrowings

\_\_\_\_\_

Domestic

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Foreign

To be accomplished by SEC Personnel concerned

[illegible]

File Number

LCU

LCU

[illegible]

Document I.D.

Cashier

Cashier

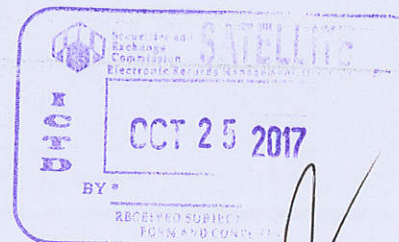
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# SECURITIES AND EXCHANGE COMMISSION

## 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
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 4-30 - Material Information/Transactions**  
**References: SRC Rule 17 (SEC Form 17-C) and**  
**Sections 4.1 and 4.4 of the Revised Disclosure Rules**

**Subject of the Disclosure**

Material Information/Transactions

**Background/Description of the Disclosure**

Execution of Merger Agreement etc.

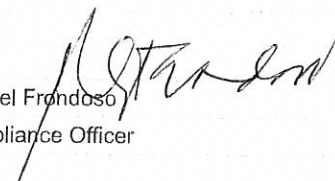
**Other Relevant Information**

Please see attached.

**Filed on behalf by:**

**Name**

**Designation**

  
Raquel Frondoso  
Compliance Officer



October 24, 2017

Philippine Stock Exchange  
3<sup>rd</sup> Floor, Philippine Stock Exchange Plaza  
Ayala Triangle, Ayala Avenue  
Makati City

Attention: Mr. Jose Valeriano B. Zuno III  
OIC-Head, Disclosure Dept.

Re: Execution of the Merger Agreement etc.

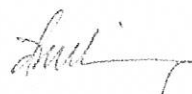
Gentlemen:

We advise that, on October 24, 2017, the representatives of Marcventures Holdings Inc. ("MARC"), Asia Pilot Mining Philippines Inc. ("Asia Pilot") and BrightGreen Resources Holdings Inc. ("BHI") signed the Merger Agreement, Articles of Merger and Plan of Merger for the merger of Asia Pilot Mining Philippines Inc. and BrightGreen Resources Holdings unto Marcventures Holdings Inc. as the surviving entity. 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.

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.



**Diane Madelyn C. Ching**  
Asst. Corporate Secretary

