

1 MINUTES OF THE ANNUAL MEETING
2 OF THE STOCKHOLDERS

3
4 OF

5
6 **MARCVENTURES HOLDINGS, INC.**

7
8 Held on September 3, 2021 at 2:00 P.M. at Makati City
9 By remote communication¹

10
11
12 The 2021 Annual Stockholders' Meeting of Marcventures Holdings, Inc.
13 ("MARC" or the "Company") was conducted by remote communication or *in*
14 *absentia* at:

15
16 <https://conveneagm.com/ph/ASM-MHI-2021>

17
18 Prior to the start of the meeting proper, a video of the Philippine National
19 Anthem was shown, after which it was announced by the host, Ms. Theresa
20 Defensor, that the meeting would be recorded in accordance with Securities and
21 Exchange Commission ("SEC") Memorandum Circular No. 6, Series of 2020.

22
23
24 **CALL TO ORDER**

25
26 The Chairman, Mr. Cesar C. Zalamea, presiding from Makati City, called
27 the meeting to order and presided over the same. He announced that due to the
28 ongoing COVID-19 pandemic, the Annual Stockholders' Meeting was being
29 conducted via remote communication to ensure and safeguard everyone's health
30 and safety. He thanked all those joining the live webcast and those who
31 participated in the meeting by remote communication, by voting *in absentia* or
32 through their appointed proxies for the meeting.

33

¹ <https://conveneagm.com/ph/ASM-MHI-2021>

34 The Chairman then acknowledged the presence of the following members
 35 of the Board of Directors and Management at the meeting:

36

| | | |
|----|---------------------------|--|
| 37 | Cesar C. Zalamea | Chairman of the Board/ Chairman of the |
| 38 | | Nomination and Compensation |
| 39 | Isidro C. Alcantara, Jr. | Director |
| 40 | | |
| 41 | Marianne Regina T. Dy | Director |
| 42 | Michael L. Escaler | Director |
| 43 | Augusto C. Serafica, Jr. | Director/ Chairman of the Investment |
| 44 | | Committee and Retirement Committee |
| 45 | Ruby K. Sy | Director |
| 46 | Carlos Alfonso T. Ocampo | Independent Director/ Chairman of the |
| 47 | | Audit, Governance, Oversight and |
| 48 | | Related Party Transaction Committee |
| 49 | Kwok Yam Ian Chan | Independent Director |
| 50 | Atty. Roberto V. San Jose | Corporate Secretary |
| 51 | Atty. Ana Maria A. | Assistant Corporate Secretary/ |
| 52 | Katigbak | Compliance Officer/ Corporate |
| 53 | | Information Officer |
| 54 | Atty. Maila G. De Castro | Co-Assistant Corporate Secretary/ Co- |
| 55 | | Compliance Officer/ Corporate |
| 56 | | Information Officer/ Data Privacy |
| 57 | | Officer/ Vice-President and Head of |
| 58 | Rolando S. Santos | Treasurer/ Senior Vice-President for |
| 59 | | Finance and Administration |
| 60 | Reuben F. Alcantara | Senior Vice-President for Marketing, |
| 61 | | Business Development and Strategic |
| 62 | | Planning |
| 63 | Deborra C. Ilagan | Vice-President for HR/Admin |
| 64 | Dale A. Tongco | Vice-President for Controllershship |
| 65 | | |

66

67 The Company's external auditors, Reyes Tacandong & Company as
68 represented by Ms. Carolina P. Angeles and Mr. RJ Gamino, were also present at
69 the meeting.

70

71 Other attendees to the ASM were the following:

72

| | |
|----------------------------|---|
| 73 Marites D. Raneses | Stockholder |
| 74 Reuben Carlo O. General | MMDC Senior Legal Counsel |
| 75 Marjorie A. San Juan | MMDC Legal Counsel |
| 76 Kenneth Peter D. Molave | MMDC Legal Counsel |
| 77 Jolena Guantero | MMDC Legal Assistant |
| 78 Manny Clarino | |
| 79 Riel Revelar | Agent, Stock Transfer Service, Inc. |
| 80 Frances Esteron | Associate, Castillo Laman Tan Pantaleon and San Jose |
| 81 Dana dela Cruz | Associate, Castillo Laman Tan Pantaleon and San Jose |

81

82 **PROOF OF NOTICE AND CERTIFICATION OF QUORUM**

83

84 With the permission of the Corporate Secretary, Atty. Roberto V. San Jose,
85 the Assistant Corporate Secretary, Atty. Ana Maria A. Katigbak, acted as
86 Secretary of the meeting. She reported that pursuant to SEC Notice dated March
87 16, 2021, the notice (or "Notice") of the meeting was published in print and
88 online format in the business section of the Daily Tribune and the Philippine
89 Manila Standard, both newspapers of general circulation, for two consecutive
90 days (on August 9 and 10, 2021) at least 21 days before the meeting. A copy of the
91 Notice, together with the Definitive Information Statement, Management Report,
92 Proxy form, minutes of the previous meeting and other documents related to this
93 meeting were also made accessible through the Company's website and the
94 meeting portal.

95

96 Qualified stockholders who successfully registered within the prescribed
97 period were included in the determination of quorum. By voting *in absentia* or by
98 proxy or by participating remotely in this meeting, a stockholder was deemed
99 present for purposes of determining quorum.

100
101 Based on this, the Assistant Corporate Secretary certified that there were
102 present at the meeting stockholders owning at least 2,200,718,570 shares
103 representing at least 73% of the outstanding capital stock of the Company and
104 that a quorum existed for the transaction of business.

105
106 The Chairman then said that while the Company was holding the meeting
107 virtually, the Company had taken steps to ensure that the stockholders would
108 have an opportunity to participate in the meeting to the same extent as they
109 would have had the meeting been done in person. In this regard, the Assistant
110 Corporate Secretary explained the participation and voting procedures adopted
111 for the meeting. She stated that under the Company's By-Laws, every
112 stockholder shall be entitled to one vote for each share of stock standing in
113 his/her name in the books of the Company. For the election of directors, each
114 stockholder may cumulate his/her votes.

115
116 Stockholders who successfully registered for the meeting were given the
117 opportunity to cast their votes by submitting their proxies or by voting *in absentia*
118 through the secured online voting platform. There were seven (7) items for
119 approval excluding the adjournment, as indicated in the agenda set out in the
120 Notice. The proposed resolutions for each of these items would be read out and
121 flashed on the screen during the meeting when the proposal to approve the
122 resolution was presented.

123
124 For all items in the agenda to be approved in the meeting other than the
125 election of directors, the stockholders had the option to either vote in favor of or
126 against a matter for approval, or to abstain. For the election of directors, the

127 stockholders had the option to vote their shares for each of the nominees, not
128 vote for any nominee, or vote for one or some nominees only, in such number of
129 shares as the stockholders prefer; provided that the total number of votes cast did
130 not exceed the number of shares owned by them multiplied by the number of
131 directors to be elected.

132

133 Votes received through electronic voting or by proxy forms were validated
134 by Stock Transfer and Services, Inc., the Company's stock and transfer agent. The
135 results of the voting, with full details of the affirmative and negative votes, as
136 well as abstentions, were set out in **Annex "A"** of these Minutes.

137

138 For all items in the agenda approved at the meeting other than the election
139 of directors and the proposed amendment of the Articles of Incorporation of the
140 Company, the vote of the stockholders representing at least a majority of the
141 outstanding capital stock was sufficient to approve the matter. For the election of
142 directors, the nine (9) nominees receiving the highest number of votes would be
143 declared the duly elected members of the Board of Directors for the current term.
144 For the proposed amendment of the Articles of Incorporation to reduce the
145 number of directors from eleven (11) to nine (9), the affirmative vote of
146 stockholders representing at least 2/3 of the outstanding capital stock was
147 sufficient to approve the matter.

148

149 Finally, the Assistant Corporate Secretary explained that stockholders,
150 once successfully registered, were also given an opportunity to raise questions or
151 express comments limited to the agenda items by submitting the same through
152 the meeting portal or by e-mail. She stated that Management would endeavor to
153 reply to these questions or address these comments at the end of the meeting.
154 Questions not answered would be replied to by email.

155

156 The stockholders were informed that the foregoing participation and
157 voting procedures were also contained in the Definitive Information Statement

158 made accessible to all stockholders through the Company's website and the
159 meeting portal.

160

161 **APPROVAL OF THE MINUTES OF PREVIOUS ANNUAL**
162 **STOCKHOLDERS' MEETING**

163

164 The next item of business was the approval of the minutes of the previous
165 meeting of the stockholders held on October 16, 2020, an electronic copy of which
166 was made available at the Company's website.

167

168 The Assistant Corporate Secretary presented Management's proposal to
169 adopt the following resolution approving the minutes of the annual stockholders'
170 meeting held on October 16, 2020:

171

172 "RESOLVED, that the minutes of the Annual
173 Stockholders' Meeting of the Corporation held on October 16,
174 2020 be, as it is hereby, approved."

175

176 Thereafter, the Assistant Corporate Secretary announced that stockholders
177 owning at least 2,200,718,570 shares representing at least 73% of the outstanding
178 capital stock approved the resolution while zero shares voted against, and zero
179 shares abstained on the motion. It was noted that the affirmative votes were
180 sufficient to approve the resolution.

181

182 **APPROVAL OF MANAGEMENT REPORT AND AUDITED FINANCIAL**
183 **STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2020**

184

185 The next matter on the agenda was the approval of the Management
186 Report and Audited Financial Statements for the year ended December 31, 2020.
187 A video of the Management Report by the Treasurer and Senior Vice President
188 for Finance and Administration, Mr. Rolando S. Santos, with a discussion of the
189 Company's operational highlights and financial results, was presented.

190

191 After the report, the Assistant Corporate Secretary presented
192 Management's proposal to adopt the following resolution approving the
193 Management Report and Audited Financial Statements for the year ended
194 December 31, 2020:

195

196 "RESOLVED, that the Management Report as presented
197 by the Treasurer and Senior Vice President for Finance and
198 Administration and the Corporation's Audited Financial
199 Statements for year ended December 31, 2020 be, as it is hereby,
200 approved."

201

202 Thereafter, the Assistant Corporate Secretary announced that stockholders
203 owning at least 2,200,718,570 shares representing at least 73% of the outstanding
204 capital stock voted in favor of approving the resolution while zero shares voted
205 against, and zero shares abstained on the motion. It was noted that the
206 affirmative votes were sufficient to approve the resolution.

207

208 **RATIFICATION AND APPROVAL OF CORPORATE ACTS OF THE BOARD**
209 **OF DIRECTORS AND MANAGEMENT**

210

211 The next item was the ratification and approval of the acts of the Board of
212 Directors (Board) and Management of the Company undertaken from the date of
213 the last stockholders' meeting to date. The Chairman stated that a summary of
214 the acts of the Board and Management for ratification was included in the
215 Definitive Information Statement.

216

217 The Assistant Corporate Secretary presented Management's proposal to
218 adopt the following resolution on the ratification and approval of corporate acts:

219

220 “**RESOLVED**, that all acts, proceedings, transactions,
221 contracts, agreements, resolutions and deeds, authorized and
222 entered into by the Board of Directors, Management, and/or
223 officers of Marcventures Holdings, Inc. from the date of the last
224 annual stockholders' meeting up to the present be, as they are
225 hereby, ratified, confirmed, and approved.”

226

227 Thereafter, the Assistant Corporate Secretary announced that stockholders
228 owning at least 2,200,718,570 shares representing at least 73% of the outstanding
229 capital stock voted in favor of the resolution while zero shares voted against, and
230 zero shares abstained on the motion. It was noted that the affirmative votes were
231 sufficient to approve the resolution.

232

233 **AMENDMENT OF ARTICLES OF INCORPORATION TO REDUCE THE**
234 **NUMBER OF DIRECTORS**

235

236 The next item on the agenda was the amendment of the Articles of
237 Incorporation of the Company to reduce the number of directors from eleven (11)
238 to nine (9). The Chairman requested the Assistant Corporate Secretary to present
239 the proposed amendment.

240

241 The Assistant Corporate Secretary presented Management's proposal to
242 adopt the following resolution, approving the amendment of the Articles of
243 Incorporation to reduce the number of directors from eleven (11) to nine (9):

244

245 “**RESOLVED**, that the stockholders of Marcventures
246 Holdings, Inc. (the “Corporation”) approve, as they hereby
247 approve, the amendment of Article Sixth of the Amended
248 Articles of Incorporation of the Corporation to reduce the
249 number of directors from eleven (11) to nine (9);

250

251 RESOLVED FURTHER, that the directors and officers of
252 the Corporation be, as they are hereby, authorized to sign,
253 execute and file with the Securities and Exchange Commission
254 and other relevant government agencies, such documents as
255 may be required to give effect to the foregoing resolution.”

256

257 Thereafter, the Assistant Corporate Secretary announced that stockholders
258 owning at least 2,200,718,570 shares representing at least 73% of the outstanding
259 capital stock voted in favor of the resolution while zero shares voted against, and
260 zero shares abstained on the motion. It was noted that the affirmative votes were
261 sufficient to approve the resolution.

262

263 **ELECTION OF DIRECTORS**

264

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

267

268 The Assistant Corporate Secretary stated that in view of the proposed
269 amendment of the Articles of Incorporation to reduce the number of directors
270 from eleven (11) to nine (9), there will be nine (9) Board seats open for
271 nomination. She explained that under existing SEC rules, the Company was
272 required to have at least two (2) independent directors. The SEC rules provided
273 that all nominations for director shall be submitted to and evaluated by the
274 Nominations and Compensation Committee. Nominations for Independent
275 Directors shall appear in the Final List of Candidates set forth in the Definitive
276 Information Statement or other reports submitted to the Securities and Exchange
277 Commission, and no other nominations shall be entertained.

278

279 She informed the stockholders that the Company received a total of seven
280 (7) nominations for Regular Directors, and two (2) for Independent Directors.
281 She explained that nominees receiving the highest number of votes for the 7

282 available seats for Regular Director, and for the 2 available seats for Independent
283 Director, would be declared as the duly elected members of the Board of
284 Directors for 2021-2022.

285

286 She announced the names of the following nominees for regular and
287 independent directors and stated that full details of the background and
288 qualifications of the nominees were disclosed in the Company's Definitive
289 Information Statement:

290

291 For Regular Directors:

292

- 293 1. CESAR C. ZALAMEA
- 294 2. ISIDRO C. ALCANTARA, JR.
- 295 3. MARIANNE REGINA T. DY
- 296 4. MICHAEL L. ESCALER
- 297 5. AUGUSTO C. SERAFICA, JR.
- 298 6. RUBY K. SY
- 299 7. ANTHONY M. TE

300

301 and as Independent Directors:

302

- 303 8. CARLOS ALFONSO T. OCAMPO
- 304 9. KWOK YAM IAN CHAN

305

306 At the Chairman's request, the Assistant Corporate Secretary announced
307 that based on the tabulation and validation by the Company's stock and transfer
308 agent, stockholders owning at least 2,200,718,570 shares representing at least 73%
309 of the outstanding capital stock, voted to elect all the nine (9) candidates to the
310 Board of Directors. The above nine (9) candidates were then declared as the duly
311 elected members of the Board of Directors of the Company for the term 2021-2022
312 to act as such until their successors are duly elected and qualified.

313

314 **APPOINTMENT OF EXTERNAL AUDITOR**

315

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

318

319 The Chairman of the Audit and Governance Committee, Independent
320 Director Carlos Alfonso T. Ocampo, informed the stockholders that the Audit
321 and Governance Committee reviewed the qualifications and performance of the
322 Company's current external auditor, Reyes Tacandong & Company, and
323 endorsed its reappointment for the current year.

324

325 The Assistant Corporate Secretary presented Management's proposal to
326 adopt the following resolution, reappointing Reyes Tacandong & Company as
327 the Company's external auditor for the current year:

328

329 "RESOLVED, that the accounting firm of Reyes
330 Tacandong & Company be re-appointed external auditors of the
331 Company for the year 2021-2022."

332

333 Thereafter, she announced that stockholders owning at least 2,200,718,570
334 shares representing at least 73% of the outstanding capital stock, voted in favor of
335 approving the resolution while zero shares voted against, and zero shares
336 abstained on the motion. It was noted that the affirmative votes were sufficient
337 to approve the resolution.

338

339 **OTHER MATTERS**

340

341 The Chairman inquired whether any questions were raised or comments
342 made on the agenda, by email or through the meeting portal.

343

344 The Assistant Corporate Secretary replied that the Management received
345 five (5) questions prior to the meeting. The Treasurer and Senior Vice President
346 for Finance and Administration, Mr. Rolando S. Santos, assisted by the Co-
347 Assistant Corporate Secretary and Vice President for Legal, Atty. Maila G. de
348 Castro, addressed the questions raised. The questions raised by the stockholders

349 and Management's replies and answers may be found in **Annex "B"** of these
350 Minutes. For any additional questions received during the meeting by email or
351 through the meeting portal, a response would be sent by email.

352

353 **ADJOURNMENT**

354

355 There being no other matters on the agenda, the Chairman adjourned the
356 meeting. He then conveyed his wishes for the safety and good health of the
357 stockholders and their families.

358

359

360 **ATTESTED BY:**

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364 **CESAR C. ZALAMEA**

365 Chairman of the Meeting

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368

369 **ROBERTO V. SAN JOSE**

370 Corporate Secretary

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374 **ANA MARIA A. KATIGBAK**

375 Assistant Corporate Secretary

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ANNEX "A"
(VOTING RESULTS)

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| VOTING RESULTS | | | | |
|---------------------------------|--|-------------------|----------------|------------------|
| AGENDA ITEMS | ACTION | | | |
| | (VOTES PER NOMINEE SHOWN BELOW) | | | |
| FOR REGULAR DIRECTOR | NO. OF SHARES | PERCENTAGE | AGAINST | ABSTAINED |
| CESAR C. ZALAMEA | 2,200,718,570 | 73.00% | 0 | 0 |
| ISIDRO C. ALCANTARA, JR. | 2,200,718,570 | 73.00% | 0 | 0 |
| MARIANNE REGINA T. DY | 2,200,718,570 | 73.00% | 0 | 0 |
| MICHAEL L. ESCALER | 2,200,718,570 | 73.00% | 0 | 0 |
| AUGUSTO C. SERAFICA, JR. | 2,200,718,570 | 73.00% | 0 | 0 |
| RUBY K. SY | 2,200,718,570 | 73.00% | 0 | 0 |
| ANTHONY M. TE | 2,200,718,570 | 73.00% | 0 | 0 |
| FOR INDEPENDENT DIRECTOR | | | | |
| CARLOS ALFONSO T. OCAMPO | 2,200,718,570 | 73.00% | 0 | 0 |
| KWOK YAM IAN CHAN | 2,200,718,570 | 73.00% | 0 | 0 |

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408 **ANNEX "B"**
409 **(QUESTION AND ANSWER)**
410

- 411 1. The company is targeting to export 2.04 WMT of Nickel Ore,
412 given the current condition of the market and the fact that 1st
413 Half export is not in good shape, do you think the company will
414 still be able to ship the set target?

415 According to Mr. Santos, MMDC, which is MHI's
416 wholly-owned subsidiary engaged in nickel ore mining,
417 should still be able to meet the target shipment of 2M WMT
418 for the year. Mine operations during the first half of the
419 year dealt with production challenges mainly due to
420 prolonged inclement weather and nickel laterite mining is
421 heavily dependent on cooperative weather. Despite this,
422 MMDC still made a total of five (5) shipments for the first
423 half of the year with a volume of 215k WMT.

424 The company has reassessed its mining strategies to
425 ensure that it has the necessary equipment to reach the
426 targets. Mr. Santos reported that in the last two (2) months
427 alone and as of August 2021, there were additional
428 shipments bringing the total to twenty (20) shipments
429 equivalent to 1.1M WMT. The plan is to make twelve (12) to
430 thirteen (13) more shipments in September and seven (7) in
431 October to make a total of forty (40) shipments equivalent to
432 about 2.1M WMT for the year.

- 433 2. What is the current condition of the Environment Compliance
434 Certificate (ECC) application of BARI, AMPI, and BRC?

435 Mr. Santos reported that the company has completed
436 the public and technical scoping process for AMPI-BARI in
437 Samar and received the go signal from the Protected Area

438 Management Board (PAMB) to proceed with the baseline
439 study.

440 Similarly, parallel efforts were implemented for BRC
441 where the company has already completed public and
442 technical scoping up to the first season baseline study. Plans
443 are underway to proceed with the conduct of the second
444 season baseline study which was an additional requirement
445 by the Environmental Management Bureau (EMB). Mr.
446 Santos added that MHI is also in the process of completing
447 the discussions on the Free Prior Informed Consent
448 Memorandum of Agreement (FPIC-MOA) with concerned
449 Indigenous Peoples (IPs) sector.

450 Mr. Santos explained that for both AMPI-BARI and
451 BRC, after the completion of the baseline studies, MHI's
452 consultants will proceed with the drafting of the
453 Environmental Impact Statement which will then be
454 reviewed by the EMB EIA (Environmental Impact
455 Assessment) Division and the Review Committee. After the
456 review and public hearing, the ECC will be drafted for
457 approval of the Department of Energy and Natural
458 Resources (DENR) Secretary.

- 459 3. When do Management see it to be operational given the fact that
460 Exploration Permits for AMPI and BARI will expire in June
461 2022?

462 Mr. Santos said that while the Exploration Permit is
463 set to expire in June 2022, the Management is positive that
464 the presence of force majeure could justify either the
465 renewal or an extension of the permit. Actual mine
466 operations for the AMPI-BARI project is dependent on
467 many factors including necessary regulatory approvals, and
468 these have been taken into account in MHI's plans. As far as

469 BRC is concerned, definitive details on actual operations are
470 still being threshed out including the timelines, but
471 Management is hopeful with an estimated timeline of one
472 or two years for the project to initially come online, after
473 completion of the ECC approval.

474 4. Does the continuous ban on Open Pit Mining here in the
475 Philippines have an effect on ECC approval?

476 Mr. Santos replied that Management does not foresee
477 any material adverse effect since the company is engaged in
478 "surface contour mining method" in its nickel laterite
479 operations. This is not within the scope of the ban on "open
480 pit mining." Mr. Santos explained that open pit mining
481 encompasses deep mining activities applicable to copper or
482 gold. It also will not apply to the stratified bauxite ores that
483 the company has in its AMPI-BARI projects where the
484 "strip mining method" is utilized. Both surface contour and
485 strip mining methods only produce shallow to moderate
486 depths as compared to open pit mining which contemplates
487 big and deep depths resembling an inverted cone.

488 5. When is the target implementation of the increase in Authorized
489 Capital Stock from 4B to 7B?

490 Mr. Santos explained that the proposed increase in
491 Authorized Capital Stock was merely preparatory for the
492 company to have an opportunity to conduct extensive
493 studies on its mineable assets as well as evaluate the
494 necessity of such an increase given the circumstances and
495 plans at that time. The capital raising activity was studied
496 very briefly at that time and the proposed increase has not
497 been acted upon. Should there be any updates on this
498 matter as a result of further studies, the stockholders will be
499 duly informed of the details.

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