MARCVENTURES
HOLDINGS, INC.

VALUE-CREATING GROWTH

2025 ANNUAL REPORT






CONTENTS

OUR VISION

We strive to be a responsible steward of mineral resources—a gift from the Divine Providence—in pursuit of our corporate goals while ensuring the welfare of our host communities and protecting and conserving the environment.

OUR MISSION

We always employ the best mining practices through clean, sustainable, and responsible mining: The Marcventures Way, in pursuit of a healthy balance between our mission to maintain a habitable environment and become a catalyst for uplifting the quality of life of our host communities while we attain long term profitability and sustainability.

OUR CORE VALUES

These principles and values accelerate our progress:

Stewardship
Protect, maintain, and restore our mining areas—to the greatest extent possible to the state that God has given it to us.

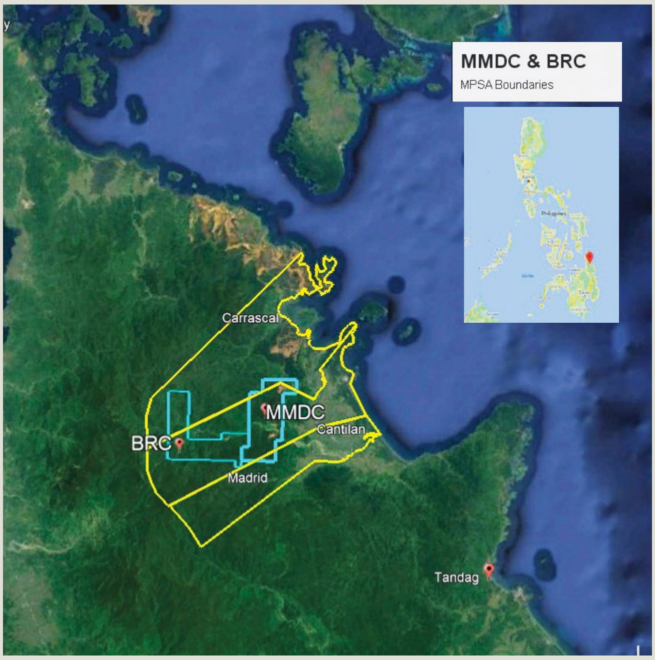
Sustainability
Integrate our mining activities, plans, and programs that encourage the sustainable development of our host communities.

Accountability
Achieve profitability, guided by the principles of accountability based on transparency and best operating practices to achieve our overall efficiencies.

Equity
Fulfill our financial and corporate social responsibilities while providing a reasonable return to our shareholders.

Through it all, our faith in God and his infinite goodness shall be our inspiration.

CORPORATE PROFILE



Marcventures Holdings (MHI) is a publicly listed company acquired in 2009 with four (4) wholly owned mining subsidiaries; two (2) nickel and two (2) bauxite (aluminum ore) properties. Transformed into an investment and holding company in 2013, on December 29, 2017, the Securities and Exchange Commission approved the merger of MHI with Asia Pilot Mining Philippines Corp. (APMPC) and Bright Green Resources Holdings Inc. (BHI) with MHI as the surviving entity. This resulted in MHI's acquisition of APMPC subsidiaries, namely, Alumina Mining Philippines Inc. (AMPI) and Bauxite Resources Inc. (BARI), as well as BHI's subsidiary, Bright Green Resources Corp. (BRC). As of December 2025, MHI Capital Accounts show Authorized Capital Stock of 4,000,000 Common Shares at a Par Value of Php 1.00 per Share and Total Issued and Outstanding Shares of 3,014,820,305 Common Shares.

	Shares	Amount
Authorized	4,000,000,000	4,000,000,000
Issued and Outstanding Balance for 2025	3,014,820,305	3,014,820,305
Additional Paid-In Capital Balance for 2025	269,199,788	-

SUBSIDIARIES

Marcventures Mining and Development Corporation (MMDC)
The nickel mine is within the municipalities of Cantilan, Carrascal, and Madrid in Surigao del Sur. It holds Mineral Production Sharing Agreement (MPSA) No. 016- 93- XIII covering 4,799 hectares and was approved on July 01, 1993. Commercial operations started in 2011 and on 2015, MMDC obtained an Amended Environmental Compliance Certificate to extract 5 million wet metric tons (WMT) of Nickel laterite ore every year.

BrightGreen Resources Corp. (BRC)
The tenement is adjacent to MMDC and holds MPSA No. 015-93-XIII approved on July 01, 1993, and covering approximately 4,860 hectares within the municipalities of Carrascal and Cantilan in Surigao del Sur. On March 25, 2024, MGB approved the exclusive operating agreement between BRC and MMDC. BRC submitted the Declaration of Mine Project Feasibility Application (DMPF) to DENR and MGB Region XIII on April 22, 2024. It also secured the Certification Precondition (CP) from the National Commission on Indigenous Peoples (NCIP) on August 30, 2024. BRC is currently in the process of obtaining the Declaration of Mining Project Feasibility (DMPF) approval from the MGB. This includes the work programs on Environmental Protection and Enhancement Program, Social Development and Management Program, Safety and Health Program, Three (3)-Year Development/Utilization Work Program, Care and Maintenance Program and Project Feasibility Study and the Environmental Compliance Certificate from the Environmental Management Bureau. All these are in preparation for commercial mining operations.

Alumina Mining Philippines, Inc. (AMPI)
Incorporated and registered with the SEC on August 31, 2001 to engage in the mining business, AMPI was acquired from the merger with Asia Pilot Mining Phils. Corp. (APMPC) in 2017. On December 5, 2002, the DENR approved AMPI's application for MPSA No. 179-2002-VIII-SBMR covering 6,694 hectares in the municipalities of Paranas, Motiong, and San Jose de Buan, Samar in Eastern Visayas (Region VIII), and was valid for 25 years. In July 2026 the MPSA was restored for another seven years. The new term is valid until July, 2035.

Bauxite Resources, Inc. (BARI)
Incorporated and registered with the SEC on August 31, 2001 to engage in the mining business, BARI was acquired from a merger with APMPC in 2017. On December 5, 2002, the DENR approved MPSA No. 180-2002-VIIISBMR covering 5,519 hectares in the municipalities of Gandara, San Jose de Buan, Matuguinao, and San Jorge in Samar, Eastern Visayas (Region VIII). The MPSA was valid for 25 years. In July 2026 the MPSA was restored for another seven years. The new term is valid until July, 2035.

MESSAGE FROM MHI MANAGEMENT

It was a year of steadfast balance and strength. Looking back at the challenges we had, the year 2025 proved to be a significant time for growth and opportunities.

The market was robust and nickel prices were on track. All these translated to rising revenues and ascending net income.

Volume proved to be our friend. Marcventures Mining and Development Corporation (MMDC), sold approximately 1.9 million wet metric tonnes (WMT) of nickel ore in 2025, compared with approximately 1.5 million WMT in 2024. We completed 35 shipments—10 saprolite and 25 limonite—against 28 shipments the year before.

It was a positive year for MMDC as it generated Php 214.7 million in net income, despite the weather conditions, weakening ore market and the rise in fuel cost.

Our production efficiency is guided by sustainable mining initiatives. We focus on minimizing the environmental footprints while maximizing economic viability and community well-being. The Mines and Geosciences Bureau (MGB) under the Department of Environment and Natural Resources (DENR) approved the 2026 Annual Social Development and Management Program (ASDMP) which is now centered on the sustainable development goals, clearly demonstrating our commitment to our host communities beyond the life of mine.

For 2025 the Company spent a total of Php 16.35 million for community projects: this includes livelihood programs, educational support, health and sanitation projects, and public infrastructure.

We look forward to an equally productive year. Even with the encouraging numbers we continue to brace for the unexpected - changing nickel prices, buyer requirements, and weather disruption.

We draw inspiration from the hard work of every member of the Marcventures team, the unwavering support of our shareholders, partner communities, and the guidance from the Almighty God.

Thank you very much.

CESAR C. ZALAMEA
Chairman

AUGUSTO C. SERAFICA JR.
President

FINANCIAL REVIEW

Results of Operations

MMDC had a positive year generating a direct economic value of Php 469.90 million in net income in 2025, despite the unstable weather conditions, weakening ore market and the rise in fuel cost.

MHI's consolidated income for 2025 was up by Php 353.03 million or 299% from Php 118.12 million in 2024 to Php 471.14 million in 2025. The significant change was due to higher volume of shipment and price in world the market.

MMDC's revenues increased by Php 991.87 million or 57.8% from Php 1.72 billion in 2024 to Php 2.71 billion in 2025. MMDC completed a total of 35 shipments in 2025.

Operating Costs and Expenses were at Php 2.08 billion in 2025. The increase was primarily due to additional operating costs incurred to produce ore and manage the increased number of shipments. The Company also spent over Php 225.14 million on employee wages and benefits in 2025.

Based on the results for the year in review, the Company paid interest to loan providers totaling Php 4.62 million. Profitability from enhanced business models in 2025 translated to over Php 392.35 million in government payments in the form of royalties and taxes. This includes excise and withholding taxes, income taxes, as well as permits and licenses. The generated profit allowed optimal returns for shareholders, with enough resources for future investments.

The Company's expenditure on host and neighboring communities in 2025 was Php 16.35 million under the Social Development and Management Program (SDMP). These are projects on health, education, livelihood, public utilities and socio-cultural preservation for the communities covered by the MPSA. Program implementation is monitored by the MGB.

Environmental projects amounted to Php 67 million. These are initiatives under the Environmental Protection and Enhancement Program (EPEP). The comprehensive management plan covers environmental objectives, criteria and commitments including protection and rehabilitation of the affected environment within the mining area. This program is monitored by the Multipartite Monitoring Team, a group headed by a representative from the Regional MGB and representatives of Local Government Units (LGU), other government agencies, non-government organizations and the church sector.

EXPLORATION REPORT

Development drilling activities continued in 2025 to upgrade MMDC's mineral resources. From Indicated and Inferred, the resources were now classified as Measured and Indicated as evidenced by the exploration drilling results.

A total of 565 drill holes were made in Cabangahan and Sipangpang areas. Saprolite resource was classified as Measured for the drilling interval of 25 meters, Indicated if 50 meters, and Inferred if 100 meters.

For limonite, Measured resources were assigned to areas drilled at 25 to 50-meter intervals, while Indicated classification applied to 100-meter spacing.

The cut-off grade used for the estimation of saprolite resource is 1.0% Ni. For limonite, the cutoff grades are set at 0.5% Ni and 45% Fe for high Iron Limonite and 0.7% Ni and 20% Fe for low Iron Limonite.

MARCVENTURES MINING & DEVELOPMENT CORPORATION

Location: Surigao del Sur (Cantilan, Carrascal, and Madrid)
Ownership: 100% MHI
MPSA No.: 016-93- XIII (approved on July 01,1993)
Area: 4,799 hectares
Mining Method: Contour Mining
Ore Type: Nickel (Saprolite and Limonite)
Market/ Buyers: Direct shipment to China (Primarily); Japan and Asia (prospective)

Mineral Resource Report as of December 31, 2025:

• Total Measured and Indicated Saprolite Mineral Resource: 11.3 million wet metric tonnes (WMT) with an average grade of 1.29% Ni and 12.80% Fe.

• Total Measured and Indicated Limonite Mineral Resource: 47.9 million wet metric tonnes (WMT) with an average grade of 0.95% Ni and 43.93% Fe.

BRIGHT GREEN RESOURCES CORPORATION

Location: Surigao del Sur (Carrascal, Cantillan, and Madrid)
Ownership: 100% MHI
MPSA No.: 015-93-XIII was approved on July 01, 1993, with MPSA extension valid up to June 30, 2024
Area: 4,860 hectares
Mining Method: Contour Mining
Ore Type: Nickel (Saprolite and Limonite)

Mineral Resource Report signed by a Competent Person in March 2016:

• Total Measured and Indicated Mineral Resources are 16.03M WMT with an average grade of 1.17% Ni and 34.98% Fe.

• This is further broken down to 3.06M WMT saprolite with an average grade of 1.59% Ni and 14.85% Fe, and 12.97M WMT limonite with an average grade of 1.07% Ni and 39.73% Fe.

Mineral Resources have been validated by the MGB and are deemed acceptable and compliant with the Philippine Mineral Reporting Code (PMRC) 2007 guidelines which set out minimum standards and guidelines for public reporting of exploration results, mineral resources, ore reserves, and metallurgical assessments, and DENR DAO No. 2010-09 which provides for the classification and reporting standards of exploration results, mineral resources, and ore reserves.

BAUXITE RESOURCES INC.

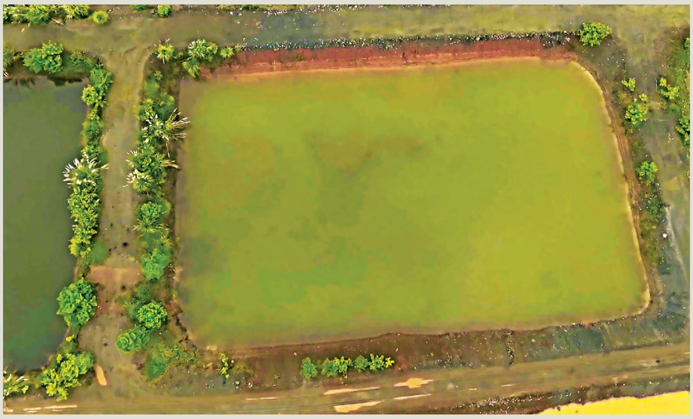
Location: Samar (Matuguinao, Gandara, San Jose de Buan, San Jorge)
MPSA No.: 180-2002 VIII (SBMR) was issued on December 5, 2002. Area: 5,519.01 hectares.
Ownership of AMPI & BARI: 100% MHI through a merger and acquisition deal with Asia Pilot Mining Philippines Corporation (APMPC)
Ore Type: Bauxite, the raw material of Aluminum
Mineral Resource Report signed by a Competent Person in March 2016 reviewed and certified by a Philippine Mineral Reporting Code (PMRC) Competent Person (CP) for geology in June 2017: 73.18 million wet metric tonnes (WMT) with an average grade of 41.66% Al2O3

ALUMINA MINING PHILIPPINES, INC.

Location: Samar (Paranas, Motiong)
MPSA No.: 179-2002 VIII (SBMR) (issued on December 5, 2002)
Area: 6,694 hectares

Both AMPI and BARI are set to resume the process of securing an Environmental Compliance Certificate (ECC) for the planned development and mine operation of the Samar Bauxite Project. Notwithstanding the imposed countrywide lockdown due to the COVID-19 pandemic, AMPI and BARI were able to complete the public scoping and technical scoping stages of the Environmental Impact Assessment (EIA) process in January 2021.

ENVIRONMENT PROTECTION



The Company's mining operations adopt environmental efforts to minimize impact. These efforts encompass a range of strategies, including reducing waste and pollution, promoting sustainable practices, and land rehabilitation after mining activities. By focusing on minimizing environmental damage and promoting responsible resource management, the mining industry can contribute to a more sustainable future. Ecological footprints are minimized through effective monitoring and management. The programs are focused on the regeneration of resources. Water and energy are effectively managed, and carbon emissions are reduced and minimized to integrate towards the circular economy.

The Environmental Protection and Enhancement Program (EPEP) is a comprehensive management plan that fulfills the environmental commitment which focuses on the protection and rehabilitation of the affected mining areas. This program is monitored by the Multipartite Monitoring Team, headed by the MGB Regional Director, Local Government Units (LGU) representatives, and other non-government organizations. The implemented projects under EPEP amounted to Php 47.5 million.

Temporary Revegetation
To mitigate climate change, the team continued its Temporary Revegetation Program where fast-growing cover crops were planted to help restore and stabilize land area and improve wildlife habitats.

In 2025, the team continued to maintain the revegetated areas in Cabangahan measuring 50.02 hectares (ha). in Sipangpang (37.73) and Pili (0.53 ha). The seedlings were kept healthy through fertilization, cultivation, weeding, and irrigation. Revegetated portions have been converted to active areas and some mined out areas are now ancillary facilities.

An additional 14.32 ha from Sipangpang was included in the temporary revegetation program. The area was covered with various species of grass, creeping vines, such as Wedelia, Sugarcane, and Napier grass. The plants serve as soil erosion control measure and also provide nitrogen fixation of the topsoil.

Mining Forest Program
The Mining Forest Program promotes ecological restoration, biodiversity protection, and sustainable land use.

In 2025, the rehabilitation covered 22.14 hectares of the mined-out area. A total of 43,271 seedlings of *Agoho, Narra, Bani, Magkono, Malatambis,* White *Lauan* and *Ylang-ylang* were planted. Existing plantation measuring 62.17 ha was further maintained for optimal plant growth. Organic fertilizer like vermicast was applied for nutrient support, burnt rice hull for good aeration and cocopeat for moisture retention. Cultivation was conducted to improve soil fertility. This includes amelioration, weeding, and irrigation.

Planted trees were kept healthy by regular pruning. This improves canopy shape, allows proper airflow, and adequate light exposure. Enrichment and replanting programs are necessary to enhance plantation and to sustain the Company's ongoing greening program.

ENVIRONMENT PROTECTION




Nursery Operations
As of December 2025, MMDC has planted a total of 175,217 seedlings of various species in the nurseries, located in Sipangpang and Banban areas.

Regular monitoring is done to ensure minimal environmental impact. The mine rehabilitation plan transforms mined-out areas into arable lands that can provide a livelihood for the communities. The team works closely with the Mine Environmental Protection and Enhancement Office (MEPEO) in rehabilitating disturbed lands through soil amelioration, a process of improving soil consistency by adding amendments. Organic substances are mixed with the soil to aid healthy plant growth.

Slope Stabilization
To stabilize river embankments, and in line with the Company's erosion control initiatives, bamboo seedlings were planted along the Carac-an and Alamio Rivers. Planted area covering 8 ha was also maintained through weeding and fertilization of the 350 meter irrigation canal.

Silt Control
For 2025, three (3) new settling ponds and three (3) collector sumps were constructed at Sipangpang mine area. Sumps are engineered pits installed below ground level that manage groundwater and prevent flooding while settling ponds control sediments and ensure effluents are in compliance with DENR standards. The ponds mitigate potential water discoloration caused by runoff waters coming from the mine site.

A total of 104,707 cu.m of silt materials were desilted as part of the maintenance and improvement of settling ponds. The team also supported the desilting of NIA (National Irrigation Administration) canal in Ave Maria measuring 350 meters. In line with its commitment to the government unit, the operations team provided the materials needed for desilting like shovels and large sacks. Desilted materials were placed inside the sack and were stocked beside the canal to serve as protective berm.

COMMUNITY DEVELOPMENT

The programs under the Social Development and Management Program (SDMP) focused on health, education, livelihood, public utilities, and socio-cultural preservation of the communities in Carrascal, Cantillan, and Madrid.

For 2025, the total expenditure for host and neighboring communities under the SDMP is Php 16.4 million. Corporate Social Responsibility projects amounted to Php 17.6 million which includes the commitment under the Free and Prior Informed Consent Memorandum of Agreement granted to Indigenous Cultural Communities (ICCs) and Indigenous Peoples (IPs).

The SDMP is a comprehensive, five-year plan that promotes self-reliance while empowering the community to manage development projects. The goal is to create responsible, self-reliant, and resource-based communities that can independently implement livelihood activities for their sustained development.

Health

Health and emergency assistance were extended to the residents of Cabangahan, Cabas-an, and Bon-ot. Computer workstations were set-up at barangay health centers of Bon-ot and Panikian. This will be used by health workers for database monitoring.

Financial support was provided for the renovation of the Bon-ot health center, and the medical equipment needed by Barangay Bayogo. The Company also helped establish “Mining Meds” in Carrascal and Cantilan, a community pharmacy that provides access to affordable medicines. A total of Php 832,849.72 was utilized for health and medical assistance.

COMMUNITY DEVELOPMENT

Livelihood
Inclusive economic growth promotes sustainable development and improved community livelihood. In 2025, the Company supported the farmers in Cabangahan and provided sewing machines and supplies for the sewers in Panikian and Bon-ot. Total project cost was Php 300,000.

Infrastructure
Improved infrastructure positively impacts economic output. In 2025, the Company supported the infrastructure development in various barangays. This includes the construction of the water reservoir and pipeline repair in Cabas-an, the barangay road in Panikian and the ongoing improvement of the water system in Bacolod. A total of Php 1,263,380 was utilized for infrastructure.

Education
Education is the most powerful tool to uplift the lives of residents in developing communities. It provides the fundamental skills needed to secure jobs, improve well-being, and empower individuals for a self-sustaining future. The Company continues to extend financial assistance to college students residing at barangay Cabangahan, Cabas-an, Parang, Bon-ot, Babuyan, Gamutan, and Bayogo.

For 2025, a total of 153 students were given financial assistance. The Company also supported the college education of 23 students under the Development of Mining and Geoscience Technology program. The students are taking up mining engineering and other courses related to sustainability and resource management.

The monthly fees for 21 volunteer teachers were subsidized by the Company. The volunteers assist the teachers in handling the growing number of students in Cabangahan, Bon-ot, Babuyan, Bacolod, Cabas-an, Parang, Panikian, and Gamutan. The Company continues to provide educational resources and even financed structural improvements of Panikian Elementary School and High School, Bon-ot Daycare and Elementary School, Babuyan Elementary School, and Bayogo Integrated School.

Under the SDMP, a total of Php 5,264,589,14 million was utilized for education and educational support programs and Php 1,205,839.02 million was utilized for the Development of Mining and Geosciences program.

Aside from scholars, the program also provided books for the Mining Technology and Geoscience library in the CARAGA region and supported the Environmental Research on Mining and Technology Geosciences.

COMMUNITY DEVELOPMENT

Occupational Safety
The Company's business strategy reinforces safe and responsible operations. The Central Safety Meeting is conducted every month by the Resident Mine Manager together with the Mine Safety and Health Manager. A vital component of regulatory compliance, it also encourages interaction between contractors and the Company's operations team. Issues and concerns are addressed during the meeting which contributes to the improvement of the Company's safety performance.

The Safety and Health plan covers training on Basic Occupational Safety and Health, Fire Fighting, Defensive Driving, Basic First Aid and Life Support, Food Handling and Sanitation, and Safety Orientation for employees and visitors. Under the Annual Safety and Health Program, the Company conducts annual training sessions on Occupational Safety and Health, First Aid and Basic Life Support, and Fire Safety. Earthquake drills every quarter, while the annual Fire Brigade training focuses on mine rescue and firefighting.

Safe Man-Hours
In 2025, the Company achieved a total of 1,233,725 safe man-hours. There were 15 reported no-lost-time accidents with zero fatalities. The Company remains unwavering in its commitment to achieve its vision of zero harm.


MMDC & SRMMDC-ALU-TUCP
June 2025 – March 2030
CBA SIGNING CEREMONY


JES & DANAH
SPECIAL
ICE
Danah Shamaine Modesto / Jestoni Nicolas Espiritu
0905 962 1462 / 0910 826 1203
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BOARD COMMITTEES

EXECUTIVE COMMITTEE
Chairman: Anthony M. Te
Members:
Carlos Alfonso T. Ocampo
Kwok Yam Ian Chan
Alfredo S. Panlilio
Augusto C. Serafica

Utilizes authority relative to the management of the Corporation's business and affairs subject to the provisions of the Company's By-laws, and the limitations of the law and other applicable regulations. It serves as the governing body in all matters related to corporate governance, approval of all major policies and oversees all major risk-taking activities, financial reporting and approval of material credit transactions, and exposures.

AUDIT, RISK, OVERSIGHT & RELATED PARTIES TRANSACTIONS COMMITTEE
Chairman: Carlos Alfonso T. Ocampo
Members:
Kwok Yam Ian Chan
Michael L. Escaler

Provides recommendations and advice to the Board of Directors with the goal of supporting decisions on internal control and risk management, system review of all material related party transactions of the Company, and ensuring application and approval of financial reporting.

NOMINATIONS AND COMPENSATION COMMITTEE
Chairman: Cesar C. Zalamea
Members:
Augusto C. Serafica
Michael L. Escaler

Processes, vets, and oversees the nomination and elections to the Board and appointment of senior management or corporate officers, including evaluating fairness and appropriateness of remunerations. Part of its mandate is to ensure that relevant knowledge, competencies, and expertise that complement the existing skills of the Board and management are adopted as standards and criteria for nomination and election. The committee handles the screening of qualified individuals to ensure that all nominations are fair and transparent and in accordance with applicable laws, regulations, listing rules and the Company's policies.

INVESTMENT COMMITTEE
Chairman: Augusto C. Serafica
Members:
Anthony M. Te
Carlos Alfonso T. Ocampo

Assists the Company's Board of Directors in overseeing investment management, transactions, policies, and guidelines. It formulates and establishes investment policies and guidelines and reviews and/or recommends short and long-term investment strategies, objectives, and policies. This mandate extends to reviewing and monitoring the performance of the Company's investment strategy, overall investment portfolio and the evaluation and/or recommendation of major capital expenditures, investment opportunities or divestment.

RETIREMENT COMMITTEE
Chairman: Augusto C. Serafica
Members:
Carlos Alfonso T. Ocampo
Alfredo S. Panlilio

Formulates policies on retirement benefits designed to assist the Company in the recruitment and retention of employees and other workforce management goals. It performs the functions of an Investment Fiduciary responsible for the prudent management of the investment portfolios provided to assist employees in preparing for retirement and compensate individuals for their years in service.

BOARD OF DIRECTORS

ANTHONY M. TE
Director
Marcventures Holdings, Inc.
Marcventures Mining & Development Corporation

AUGUSTO C. SERAFICA JR.
Director, President
Marcventures Holdings, Inc.

MICHAEL L. ESCALER
Director
Marcventures Holdings, Inc.

MARIANNE REGINA T. DY
Director
Marcventures Holdings, Inc.

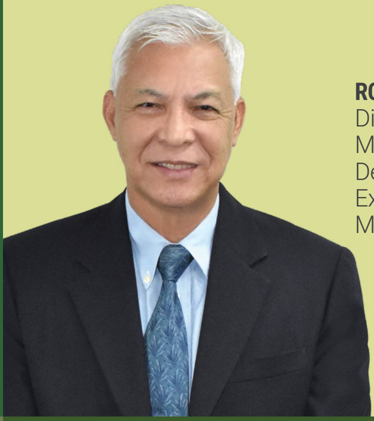
RUBY K. SY
Director
Marcventures Holdings, Inc.

NICHOLAS ANTHONY TE
Director
Marcventures Mining and Development Corp.

ATTY. CARLOS ALFONSO T. OCAMPO
Independent Director
Marcventures Holdings, Inc.

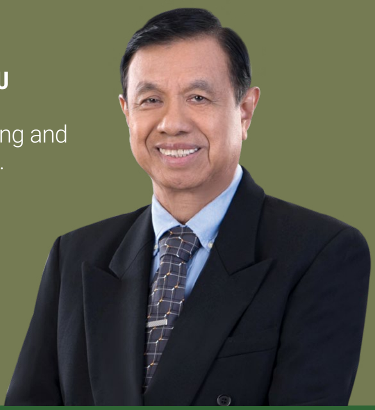
ALFREDO S. PANLILIO
Director
Marcventures Holdings Inc.

KWOK YAM IAN CHAN
Independent Director
Marcventures
Holdings, Inc.



ROLANDO S. SANTOS
Director & Treasurer
Marcventures Mining and
Development Corp.
Executive Vice President
Marcventures Holdings Inc.

ATTY. ARTURO L. TIU
Director
Marcventures Mining and
Development Corp.



DANIEL OLIVER T. DY
Director
Marcventures Mining and
Development Corp.

BOARD OF DIRECTORS

ANTHONY M. TE
Director – Marcventures Holdings, Inc. and Marcventures Mining & Development Corporation

Mr. Anthony M. Te was elected Director in October 2017 and has been a director of Marcventures Mining & Development Corporation since August 2013. He was elected to the Board of Marcventures Holdings, Inc. in 2017.

Currently, he is also a Director at Manila Standard Today Management, Inc., EEI Corporation, Media Quest Holdings Inc., Philippine Veterans Bank, Media Serbisyo Production Corp., Armstrong Capital Holdings Corp., and Strong Built (Mining) Development Corporation.

He was elected to the PSE Board in 2022 and was appointed to the Capital Market Development Committee. He is the Nominee of Armstrong Securities Inc. and a Director of the Chamber of Mines of the Philippines.

Mr. Te is the Chairman of Amalgamated Project Management Services, Inc., AE Proteina Industries, Inc., Asian Asset Insurance Brokerage Corp. (also serves as Soliciting Official), Asian Appraisal Company Inc. Mr. Te also sits as the Chairman and President of Cymac Holdings Corporation. Since 1999, he has been the Chairman and Chief Financial Officer at Mactel Corp. In 2021, he became the Principal of MNM Capital OPC. From 2004 to 2006, Mr. Te was an Independent Director at Equitable PCI Bank. He was also a Director and Treasurer at PAL Holdings, Inc. from 2000 to 2003. Mr. Te was also a Director at Balabac Resources & Holdings Co., Inc., EBECOM Holdings, Inc., MRC Allied Industries, Inc., Oriental Petroleum & Minerals Corp., PGA Cars, Inc., and Phoenix Energy Corp. Mr. Te obtained his Bachelor of Arts in Business Management at De La Salle University.

AUGUSTO ANTONIO C. SERAFICA JR.
Director – Marcventures Holdings Inc.

Elected as Director in June 2013, Mr. Serafica is also the President and Director of Bright Kindle Resources, Managing Director of Asian Alliance Investment Corporation and Asian Alliance Holdings & Development Corporation, and Chairman of the Board for Goshen Land Capital, Inc., West Palawan Premiere Development Corporation, Redstone Construction and Development Construction and TLC Manna Consulting, Inc. He sits as Director of Concepts Unplugged Business Environment Solutions, Inc., Treasurer of Sinag Energy Philippines, Inc., member of the Board of Trustees of the AIM Scientific Research Foundation, Inc., President of the AIM Alumni Leadership Foundation, Inc., Treasurer of the Federation of AIM Alumni Associations, Inc., Director of the Alumni Association of AIM – Philippines, Inc. and the National Treasurer of the Brotherhood of Christian Businessmen and Professionals (BCBP).

He obtained a Bachelor of Commerce in Accountancy degree from San Beda College and Master's in Business Management from the Asian Institute of Management. Mr. Serafica is a Certified Public Accountant.

MICHAEL ESCALER
Director – Marcventures Holdings, Inc.

Mr. Michael Escaler was elected Director in 2014. He is the President and CEO of All Asian Countertrade Inc. He is also the Chairman and President of PASUDECO Development Corp. and All Asian Oils and Fats Corporation; Chairman and CEO of Sweet Crystals Integrated Mill Corporation and Okeelanta Corporation; Chairman of Balibago Waterworks System Inc., South Balibago Resources Inc., Megaworld Capital Town Inc., JSY Transport Services Inc., Aldrew and Gray Transport Inc., Silverdragon Transport Inc. and Metro Clark Waste Management Inc.; President of San Fernando Electric Light and Power Company Inc. and Stanwich Philippines Inc.

He serves as an Independent Director of Lorenzo Shipping Corporation, Director of Power Source Philippines Inc., Empire Insurance Company, Trinity Insurance Brokers Inc., Trinity Healthcare Services Inc., Omnigrains Trading Corporation, and Leyte Agri Corporation. Mr. Escaler began his career at Nissho-Iwai of America for two years and left for ACLI International. He transferred to Philipp Brothers as Vice-President, and head of white sugar trading operations, before starting his own trading company in the Philippines. He is a Hall of Fame Sprinter for Ateneo de Manila University, where he graduated *cum laude* with a Bachelor of Arts in Economics. He obtained his Masters in Business Administration in International Marketing at New York University.

Mr. Escaler supports Habitat for Humanity, Coca-Cola Foundation, PGH Medical Foundation, Mano Amiga Academy, and Productive Internships in Dynamic Enterprise (PRIDE).

MARIANNE REGINA T. DY
Director – Marcventures Holdings, Inc.

Ms. Marianne Regina T. Dy was elected Director in September 2014. She is the President and Chief Operating Officer of So-Nice International Corporation and an active member of the Meat Importers and Traders Association (MITA). She is a graduate of De La Salle University with degrees in Psychology, Marketing Management, and Finance for Senior Executives from the Asian Institute of Management.

RUBY SY
Director – Marcventures Holdings, Inc.

Ms. Ruby Sy was elected Director in April 2018. She previously served as President and Director of Asia Pilot Mining Philippines Corp. (APMPC), Director and Treasurer of Bauxite Resources, Inc. and Director and Treasurer of Alumina Mining Philippines Inc.

ATTY. CARLOS ALFONSO T. OCAMPO
Director – Marcventures Holdings, Inc.

Elected Independent Director in August 2013. He is also an independent director of Bright Kindle Resources & Investments, Inc.

He is the founder of Ocampo & Manalo Law Firm, which was established in 1997. He is a member of the Board of various corporations, including Media Serbisyo Production Corp, MAA General Assurance Phils. Inc., South Forbes City College Corporation, Columbian Autocar Corporation, Asian Carmakers Corp., Jam Transit Inc., Prestige Cars Inc., Autohaus Quezon City Inc., and AVK Philippines, Inc. He is the Corporate Secretary of PSI Healthcare Development Services Corp., PSI Prescription Solutions Corp., AdriansePhils. Inc., Bluelion Motors Corp., First Charters and Tours Transport Corp., Brycl Resorts and International Inc., AVK Philippines Inc., Jam Liner Inc., and Manila Golf and Country Club.

He previously served as Vice President and General Counsel of Air Philippines Corporation. Atty. Ocampo obtained his Bachelor of Laws from the University of the Philippines and was admitted into the honor societies of Phi Kappa Phi and Pi Gamma Mu. He completed the Executive Management Program at the Asian Institute of Management and earned Certificates from The Harvard Kennedy School of Government for the IME program in 2017 and MN program in 2016. In 2013, he was named leading adviser and commercial law expert by Acquisition International and Global Law Experts, respectively.

BOARD OF DIRECTORS

ALFREDO S. PANLILIO
Director – Marcventures Holdings, Inc.

Mr. Panlilio currently serves as chairman of Maya Bank, Inc. and director of Smart Communications Inc. He was the former President and Chief executive officer PLDT and Smart Communications, Inc. He is an Independent Director for Vivant Corporation and Philippine Veterans Bank. He also held positions in Manila Electric Co. and its various subsidiaries.

A sports advocate, he is actively involved with the National Golf Association of the Philippines, MVP Sports Foundation, the Philippine Olympic Committee, and Samahang Basketbol ng Pilipinas.

He holds a Bachelor of Science in Business Administration in Computer Information Systems from San Francisco State University. He also holds a Master of Business Administration (MBA) from both the Hong Kong University of Science and Technology and Northwestern University's Kellogg School of Management.

KWOK YAM IAN CHAN
Independent Director – Marcventures Holdings, Inc.

Elected Independent Director in September 2020. He is also a Director in Benguet Corp., DK Ventures Inc., King Dragon Realty Corp., Megalifters Cargo Handling Corp., Isky Empire Realty Inc., Seaborne Shipping Inc. and Zenith System, and Heavy Equipment.

He was the Managing Director of Dunfeng Philippines International Inc. in 2010 and company president in 2017. He also served as Director of Mannage Resource and Trading Corp. until 2017. He finished his Bachelor of Science in Business Administration – majoring in Export Management at De La Salle College of St. Benilde and obtained his Master's Degree in Economics majoring in Finance at California Polytechnic University.

ROLANDO S. SANTOS
Director & Treasurer - Marcventures Mining and Development Corp. Executive Vice President - Marcventures Holdings Inc.

Mr. Rolando Santos also serves as director of Bright Kindle Resources and Investments, Inc., Prime Media Holdings, and Media Serbisyo Production Corp.

He was previously the Branch head of Banco de Oro and Cluster head of Branches (2001-2013), He occupied key positions in the Bank of Commerce from (1984 -2001), Producers Bank of the Philippines (1981-1984), and Far East Bank (1972 -1981). He obtained his degree in BS Business Administration from the University of the East.

ATTY. ARTURO L. TIU
Director – Marcventures Mining & Development Corp.

Elected Director in May 2016. He is currently a senior partner at Reyno, Tiu, Domingo, and Santos & Associates Law Firm and served as the former Secretary of the Commission on Appointments. He completed his law studies at the University of the Philippines Diliman, Quezon City, and was in the top 15 bar passers in 1969.

In 1983, he was admitted to the practice of law in New York, USA, and Federal Practice, USA. jurisdiction. Atty. Tiu was the former General Manager and concurrent Vice Chairman of the Board of Directors of the Philippine Charity Sweepstakes in 1992 where he also served as its Corporate Secretary for two years. He is a member of the Integrated Bar of the Philippines (IBP) and chair of the IBP Committee on Environment since July 1999. He was also a member of the Board of Governors, IBP from 1987-1989; chairman, Committee on Inter-Professional and Business Relations, IBP (1987- 1989); and member, IBP Committee on Justice.

Atty. Tiu served as the IBP President for Agusan del Norte (1987-1989), and chairman of the Committee on Legal Education and Bar Admission (1989-1991). He also served as Vice Chairman of the Committee on Professional Responsibility, Discipline and Disbarment (1991-1993) for the same IBP chapter.

DANIEL OLIVER T. DY
Director – Marcventures Mining & Development Corp.

Mr. Daniel Dy was elected Director in May 2015. He obtained his Bachelor of Science in Business Administration majoring in Computer Applications from De La Salle University – College of St. Benilde. He was President of the Rotary Club of Makati Poblacion from 2014-2015. He is a Paul Harris Fellow and a Major Donor of the Rotary Foundation. Currently, he is a Director of the Meat Importers and Traders Association and the Vice President and Chief Sales Officer of So-Nice International Corporation.

NICHOLAS ANTHONY TE
Director – Marcventures Mining & Development Corp.

His professional background centers on research, development, and pilot-scale production of materials used for advanced applications in aerospace and battery industry. He brings strong experience in materials characterization and quality evaluation using highly sensitive tools (XRD, ICP-OES, SEM, etc.). During his tenure at Tesla, he contributed to the development of multiple cathode material formulations with varying metal bases. As an undergraduate, he participated in NASA-funded research, supporting the design of testing systems for materials and material combustion in zero-gravity environments. He currently serves as a director of Asian Appraisal Inc., and RePower Development Corp. He is a graduate of Materials Science and Engineering from the University of California, Berkeley.

CESAR C. ZALAMEA
27 March 1929- 3 July 2026

Chairman
Marcventures Holdings Inc.
Marcventures Mining and Development Corporation

Mr. Zalamea was the company Chairman for 13 years. He guided the organization towards growth, emphasizing commitment to corporate governance amid change and uncertainty. He served with integrity, excellence, and distinction.

EXECUTIVE OFFICERS

AUGUSTO C. SERAFICA JR.
Director/President – MHI

ROLANDO S. SANTOS
Director/Treasurer –MMDC
Executive Vice President – MHI

DALE A. TONGCO
Vice President for Controllership – MMDC

DEBORRA C. ILAGAN
Vice President for Human Resources and Administration – MMDC

MA. THERESA A. DEFENSOR
Vice President for Corporate Communications – MHI

ELMER O. PURISIMA
Assistant Vice President for Accounting – MMDC

GEOL. JAYVHEL T. GUZMAN
AVP & Head of Geology – MMDC

RIC MACABIDANG
Assistant Vice President Marketing & Business Development – MMDC

GLASE RABI
Resident Mine Manager – MMDC

BERNARD P. BALUDA
Assistant Vice President Compliance, Acquisitions &Tenement Management – MMDC

ATTY. SALVADOR S. TUGADE
Head of Legal – MMDC

EXECUTIVE OFFICERS

DALE A. TONGCO
Vice President for Controllership – MMDC

Mr. Dale Tongco is a Certified Public Accountant with extensive experience in internal and external audit, controllership, risk and fraud management, corporate governance, process and control improvement, and ISO. His professional experience of over 30 years covers industries such as auditing, insurance, banking, and mining in roles dealing with Accounting, Tax Advisory, Finance and Treasury, Investigation, Business Development, and Cost and Budget Management.

Before Marcventures, he worked with China Bank, RCBC, Deloitte, KPMG, SGV, Philam Life-AIA, Habitat for Humanity Philippines, CP de Guzman & Co.-CPAs, and with Benguet Corporation as Head of Audit and Risk Management.

DEBORRA C. ILAGAN
Vice President for Human Resources and Administration – MMDC

Ms. Deborra C. Ilagan has been a Human Resources practitioner for over 20 years with a solid background in various HR roles and office administration functions, as well as Finance. Her longest stint (1991-2014) was with Metro Drug, Inc. and prior to joining MMDC she was Associate Director, Human Resources Operations at Pacific Cross Insurance, Inc., where she led overall HR operations. She obtained her Bachelor of Science in Commerce, major in Accounting from Canossa College and later got her Diploma in Human Resource Management, a flagship educational program of Personnel Management Association of the Philippines (PMAP).

MA. THERESA A. DEFENSOR
Vice President for Corporate Communications – MMDC

Theresa Defensor is a Communications practitioner backed up with decades of experience in public relations, content creation, and media management. Prior to MMDC, she held key positions in Fleishman Hillard Manila, Fuentes Manila PR, St. Luke's Medical Center Global City, Euro- Agatap PR, Business World, and The Manila Chronicle. A certified Global Crisis Counselor, she also writes for The Manila Standard. She majored in Journalism at the University of the Philippines, earned a Master's Degree in Literature *(cum laude)* from the University of Santo Tomas, completed Ph.D. units in Literature, and finished the AIM management program.

ELMER O. PURISIMA
Assistant Vice President for Accounting –MMDC

Mr. Elmer Purisima has over a decade of combined professional experience in financial planning, forecasting, and budgeting, cost accounting, financial reporting, audit, and taxation across all industries. Prior to joining MMDC, he held key positions in Techiron Resources, Inc., Ludwig Pfeiffer Hoch-und Tiefbau GmbH & Co. KG- Philippine Branch, Alfa1 Technologies, Otis E&M Company Philippines, and SGV & Co. A Certified Public Accountant and a Certified Financial Consultant, he obtained his Bachelor's Degree in Accountancy from the Philippine School of Business Administration-Manila, and his Master's in Business Administration - Top Executive Program from the Pamantasan Lungsod ng Maynila.

GEOL. JAYVHEL T. GUZMAN
AVP & Head of Geology – MMDC

Ms. Jayvhel T. Guzman is a Licensed Geologist and Philippine Mineral Reporting Code (PMRC) Accredited Competent Person. She completed her Bachelor of Science in Geology from the University of the Philippines in 2006 and her Master of Business Administration from Philippine Christian University. Prior to joining Marcventures, she was a Consultant Geologist at Bundok Mineral Resources Corporation, Brass Technologies, Inc., Century Peak Corporation, and Tekton Geometrix, Inc. She also worked as Geologist at various companies such as Philippine

National Oil Company - Energy Development Corporation, Philex Mining Corporation, Asian Arc Mining Resources, Inc., Century Peak Corporation, and JCP Geo- Ex Services, Inc.

RIC MACABIDANG
Assistant Vice President for Budget and Cost Control – MMDC

Mr. Ric Macabidang is a Certified Public Accountant with over 20 years of extensive experience in Financial Analytics, Reporting, Accounting, Rates Review, Budget Development, and Management with Smart Communications Inc. He started out as a Financial Analyst and worked his way up to Brand Financial Analytics Junior Manager from July 2011 to December 2013, Brand Financial Analytics and Carrier Business Management Manager from January 2014 to June 2017, and at the time of his early retirement, as Brand Financial Analytics, Carrier, Marketing & Sales Management Senior Manager from July 2017 to December 2019. He graduated *(cum laude)* from the University of San Carlos with a degree in BS Accountancy.

Glase Rabi
Resident Mine Manager
MMDC

A licensed mining engineer with 10 years of experience in operations, engineering, and project management. Prior to joining Marcventures, she was the mine operations manager at Cagdianao Mining Corporation, technical support department head of Landstar Earth Moving Corporation (LEMC), technical applications engineer at Maxam QED Philippines Inc. (MQPI), and technical assistant at Hinatuan Mining Corporation. Glase completed her Bachelor of Science in Mining Engineering from the University of the Philippines in Diliman.

BERNARD P. BALUDA
Vice President for Compliance Acquisitions & Tenement Management – MMDC

Bernard P. Baluda is a licensed Mining Engineer. He started his career as Engineer II at the Mines and Geosciences Bureau of the Department of Environment and Natural Resources. Before Marcventures, he worked at St. Lukes Medical Center and Energy Development Corporation. He was also the Supply Chain Head, Technical Manager, and Project Engineer of Philex Mining Corporation. He graduated from the University of the Philippines with a degree in BS in Mining Engineering in 2002. He also took his Master's in Business Administration at Ateneo Graduate School of Business and earned units in Master in Environmental Engineering at the University of Philippines.

ATTY. SALVADOR ANDREW S. TUGADE
Head of Legal
MMDC

MMDC recently welcomed Atty. Tugade as the new Head of the Legal team. A former junior partner at Gruba Caganda Advincula Melo & de la Fuente law firm and he handled engagements on taxation, corporate law, mergers and acquisitions, competition law, banking and data privacy. He was the top 15 of San Beda University College of Law class of 2013. He also graduated *cum laude* from the Philippine Business School of Business Administration. A Certified Public Accountant and a Licensed Real Estate Appraiser, he started his career at SyCip Gorres Velayo & Co.

FINANCIAL STATEMENTS

INDEPENDENT AUDITORS' REPORT

The Stockholders and the Board of Directors
Marcventures Holdings, Inc. and Subsidiaries
4th Floor, BDO Towers Paseo
8741 Paseo de Roxas, Makati City

Opinion

We have audited the consolidated financial statements of Marcventures Holdings, Inc. and Subsidiaries (the Group), which comprise the consolidated statements of financial position as at December 31, 2025 and 2024, and the consolidated statements of comprehensive income, consolidated statements of changes in equity and consolidated statements of cash flows for the years ended December 31, 2025, 2024, and 2023, and notes to consolidated financial statements, including a summary of material accounting policy information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at December 31, 2025 and 2024, and its consolidated financial performance and its consolidated cash flows for the years ended December 31, 2025, 2024, and 2023 in accordance with Philippine Financial Reporting Standards (PFRS) Accounting Standards.

Basis for Opinion

We conducted our audits in accordance with Philippine Standards on Auditing (PSA). Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics for Professional Accountants in the Philippines (Code of Ethics), as applicable to audits of financial statements of public interest entities, together with the ethical requirements that are relevant to the audit of the financial statements of public interest entities in the Philippines. We have also fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

<u>Recoverability of Mining Rights and Deferred Exploration Costs</u>
The Group's mining rights and deferred exploration costs pertaining to mining areas that are still under exploration phase amounted to P1.6 billion and P0.2 billion, respectively, as at December 31, 2025. The ability of the Group to recover its mining rights and deferred exploration costs would depend on the discovery of commercially viable quantities of mineral resources and of extracting the resulting ore reserves. This is a key audit matter because of the significance of the combined carrying amount of the mining rights and deferred exploration cost as it represents 29% of the total assets of the Group and the significant management judgment required in assessing whether there is any indication of impairment on these accounts.

We obtained management's assessment that the mining rights and deferred exploration costs have no indicators of impairment. We reviewed the Group's Mineral Production Sharing Agreement (MPSA), including permits and licenses for each exploration project, to determine that the period to which the Group has rights to explore in the contract areas have not expired and the Group has the right to renew the MPSA and permits after its expiration. We also reviewed the Group's budget for exploration and development costs. We also assessed the adequacy of the disclosures in Notes 3 and 10 of the consolidated financial statements.

Estimation of Depletion Rates and Recoverable Reserves

The Group applies the unit of production method in recognizing depletion expense. The determination of depletion rates for mining rights and mine and mining properties involve significant judgment and estimation. The estimates are based on management's assessment of projected production over the estimated remaining mining life and geological data interpretation, engineering evaluations, and economic assumptions. This is a key audit matter because of the level of complexity involved in these accounting estimates and the significance of the related underlying asset and depletion expense.

Our audit procedures included assessing the methodology used to estimate the projected production over the estimated mining life and performing independent recalculations of the depletion rate. We also reviewed the sensitivity analysis to understand the impact of the changes in key assumptions, evaluated the competence and objectivity of management's experts and reviewed the related disclosures in Notes 3 and 10 of the consolidated financial statements.

Other Information

Management is responsible for the other information. The other information comprises the information included in the SEC Form 20-IS (Definitive Information Statement), SEC Form 17-A Annual Report for the year ended December 31, 2025, but does not include the consolidated financial statements and our auditors' report thereon. The SEC Form 20-IS (Definitive Information Statement), SEC Form 17-A Annual Report for the year ended December 31, 2025 are expected to be made available to us after the date of this auditors' report.

Our opinion on the consolidated financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audits of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audits or otherwise appears to be materially misstated.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements
Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with PFRS Accounting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements
Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with PSA will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, these could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with PSA, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audits.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements, including independence requirements applicable to audits of public interest entities and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditors' report is Belinda B. Fernando.
REYES TACANDONG & CO.

BELINDA B. FERNANDO
Partner
CPA Certificate No. 81207
Tax Identification No. 102-086-538-000
BOA Accreditation No. 4782/P-005; Valid until June 6, 2026 SEC Accreditation No. 81207-SEC Group A
Issued January 30, 2020
Valid for Financial Periods 2023 to 2025
BIR Accreditation No. 08-005144-004-2025
Valid until August 10, 2028 PTR No. 10764017

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

	Note	December 31 2025	2024
ASSETS			
Current Assets			
Cash and cash equivalents	4	₱1,221,480,579	₱567,105,076
Receivables	5	25,199,570	35,558,818
Advances to related parties	14	3,666,704	2,955,065
Inventories	6	103,424,922	119,834,699
Other current assets	7	112,244,900	88,055,766
Total Current Assets		1,466,016,675	813,509,424
Noncurrent Assets			
Property and equipment	8	122,275,369	134,538,564
Investment property	9	14,895,833	16,145,833
Mining rights and other mining assets	10	4,025,882,296	4,290,457,717
Net deferred tax assets	21	60,747,735	19,534,164
Other noncurrent assets	11	535,586,718	532,103,527
Total Noncurrent Assets		4,759,387,951	4,992,779,805
		₱6,225,404,626	₱5,806,289,229
LIABILITIES AND EQUITY			
Current Liabilities			
Trade and other payables	12	₱118,039,562	₱190,603,580
Current portion of loans payable	13	24,940,601	25,050,756
Advances from related parties	14	5,000,000	5,000,000
Dividends payable	17	14,905,833	14,909,583
Income tax payable		79,676,612	48,689,194
Total Current Liabilities		242,562,608	284,253,113
Noncurrent Liabilities			
Loans payable - net of current portion	13	25,728,730	51,828,569
Provision for mine rehabilitation and decommissioning	15	68,674,432	65,696,379
Net retirement benefit liability	16	71,218,973	49,330,830
Deferred tax liability	21	441,999,621	441,999,621
Total Noncurrent Liabilities		607,621,756	608,855,399
Total Liabilities		850,184,364	893,108,512
Equity			
Capital stock	17	3,014,820,305	3,014,820,305
Additional paid-in capital	17	269,199,788	269,199,788
Retained earnings		2,067,687,019	1,596,542,698
Cumulative remeasurement gains on net retirement benefit liability - net of deferred tax	16	23,513,150	32,617,926
Total Equity		5,375,220,262	4,913,180,717
		₱6,225,404,626	₱5,806,289,229

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	Note	Years Ended December 31 2025	2024	2023
NET SALES		**₱2,708,084,394**	₱1,716,215,975	₱2,050,416,186
COST OF SALES	18	**(1,651,112,224)**	(1,085,339,161)	(1,203,096,120)
GROSS INCOME		**1,056,972,170**	630,876,814	847,320,066
OPERATING EXPENSES	18	**(469,617,042)**	(429,175,241)	(507,165,400)
INTEREST INCOME	4	**17,565,331**	5,988,758	10,303,511
INTEREST EXPENSE	13	**(8,190,045)**	(12,834,248)	(15,055,521)
OTHER INCOME – Net	20	**11,640,455**	3,463,625	3,056,154
INCOME BEFORE INCOME TAX	21	**608,370,869**	198,319,708	338,458,810
INCOME TAX EXPENSE		**137,226,548**	80,202,463	106,322,304
NET INCOME		**₱471,144,321**	₱118,117,245	₱232,136,506
OTHER COMPREHENSIVE LOSS	16			
Not to be reclassified to profit or loss-				
Remeasurement loss on net retirement benefit liability - net of deferred income tax		**(9,104,776)**	(2,310,118)	(5,665,156)
TOTAL COMPREHENSIVE INCOME		**₱462,039,545**	₱115,807,127	₱226,471,350
Basic and diluted earnings per share	23	**₱0.156**	₱0.039	₱0.077

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

		Years Ended December 31		
		2025	2024	2023
CAPITAL STOCK - ₱1 par value	17			
Authorized - 4,000,000,000 shares Issued and outstanding - 3,014,820,305 shares		₱3,014,820,305	₱3,014,820,305	₱3,014,820,305
ADDITIONAL PAID-IN CAPITAL	17	269,199,788	269,199,788	269,199,788
RETAINED EARNINGS				
Balance at beginning of year		1,596,542,698	1,478,425,453	1,547,770,977
Net income		471,144,321	118,117,245	232,136,506
Dividends declared	17	–	–	(301,482,030)
Balance at end of year		2,067,687,019	1,596,542,698	1,478,425,453
CUMULATIVE REMEASUREMENT GAIN ON NET RETIREMENT BENEFIT LIABILITY - NET OF DEFERRED TAX	16			
Balance at beginning of year		32,617,926	34,928,044	40,593,200
Remeasurement loss		(9,104,776)	(2,310,118)	(5,665,156)
Balance at end of year		23,513,150	32,617,926	34,928,044
		₱5,375,220,262	₱4,913,180,717	₱4,797,373,590

CONSOLIDATED STATEMENTS OF CASH FLOWS

	Note	Years Ended December 31 2025	2024	2023
CASH FLOWS FROM OPERATING ACTIVITIES				
Income before income tax				
Adjustments for:		**₱608,370,869**	₱198,319,708	₱338,458,810
Depletion	10	**267,669,244**	60,181,395	45,522,156
Depreciation	8	**23,401,570**	28,675,211	25,548,962
Interest income	4	**(17,565,331)**	(5,988,758)	(10,303,511)
Retirement benefit expense	16	**9,986,132**	9,130,564	8,214,000
Interest expense	13	**8,190,045**	12,834,248	15,055,521
Unrealized foreign exchange loss (gain)		**(32,772)**	(575,069)	84,244
Provision for (reversal of) mining supplies obsolescence	7	**–**	(450,575)	532,856
Provision for expected credit loss on receivables	5	**–**	201,600	–
Gain on disposal of property and equipment	8	**–**	(134,166)	–
Operating income before working capital changes		**900,019,757**	302,194,158	423,113,038
Decrease (increase) in:				
Receivables		**10,359,248**	(13,449,943)	78,886,845
Inventories		**16,409,777**	49,289,995	(18,010,433)
Other current assets		**(24,189,134)**	12,882,514	(9,280,905)
Decrease in trade and other payables		**(72,564,018)**	(32,709,864)	(57,896,120)
Net cash generated from operations		**830,035,630**	318,206,860	416,812,425
Income taxes paid		**(144,655,466)**	(65,193,205)	(76,525,726)
Interest received		**17,565,331**	5,988,758	10,303,511
Retirement contributions	16	**–**	(6,371,000)	(12,000,000)
Net cash provided by operating activities		**702,945,495**	252,631,413	338,590,210
CASH FLOWS FROM INVESTING ACTIVITIES				
Additions to:				
Property and equipment	8	**(9,888,375)**	(21,321,622)	(4,225,667)
Mining rights and other mining assets	10	**(3,093,823)**	(10,797,853)	(58,105,559)
Decrease (increase) in:				
Other noncurrent assets		**(3,483,191)**	105,060,306	(152,679,276)
Advances to related parties	14	**(711,639)**	(571,812)	23,897,422
Proceeds from sale of property and equipment	8	**–**	419,918	–
Net cash provided by (used in) investing activities		**(17,177,028)**	72,788,937	(191,113,080)

CORPORATE INFORMATION

GENERAL INFORMATION

Marcventures Holdings, Inc. (the Parent Company), singly and collectively with its subsidiaries, is referred herein as“the Group”. The Parent Company was incorporated and registered with the Philippine Securities and Exchange Commission (SEC) on August 7, 1957. Its primary purpose is to deal with properties of every kind and description to the extent permitted by law without engaging in the business of an investment company as defined in the Investment Company Act (Republic Act (R.A.) No. 2629), or act as a securities broker or dealer.The Parent Company’s shares of stock were initially listed in the Philippine Stock Exchange, Inc. (PSE) on January 10, 1958. As at December 31, 2024 and 2023, 3,014,820,305 shares of the Parent Company’s shares of stock are listed in the PSE.

REGISTERED ADDRESS

The registered address of the Parent Company is 4th Floor, BDO Towers Paseo, 8741 Paseo de Roxas, Makati City.

Approval of the Consolidated Financial Statements

The consolidated financial statements as at December 31, 2024 and 2023 and for the years ended December 31, 2024, 2023, and 2022 were approved and authorized for issue by the Board of Directors (BOD) on April 3, 2025, as reviewed and recommended for approval by the Audit Committee on the same date.

Information about the Subsidiaries

All of the subsidiaries of the Parent Company are wholly owned and are domiciled in the Philippines.

Marcventures Mining and Development Corp. (MMDC)

MMDC was incorporated and registered with the SEC on January 18, 1995 primarily to engage and/or carry on the business of extracting, mining, smelting, refining and converting mineral ores such as, but not limited to nickel, chromites, copper, gold, manganese and other similar ores and/natural metallic or non-metallic resource. MMDC was granted by the Department of Environment and Natural Resources (DENR) Mineral Production Sharing Agreement (MPSA) No. 016-93-X Surigao Mineral Reservation (SMR) covering an area of approximately 4,799 hectares located in the municipalities of Carrascal, Cantilan and Madrid, Surigao Del Sur.

Originally, the MPSA was granted to Ventura Timber Corporation (VTC). In January 1995, VTC executed a deed of assignment (the Deed) to transfer to the Group all its rights and interest in MPSA No. 016-93-XI. On March 11, 2008, the DENR issued an Order approving the Deed of MPSA No. 016-93-XI from VTC to MMDC.

On June 24, 2016, the DENR issued an Order approving the extension of MPSA for a period of 9 years starting from the expiration of the first 25-year term or from July 1, 2018 to June 30, 2027.

On March 17, 2022, Mines and Geosciences Bureau (MGB) issued a certification to MMDC attesting to the validity and existence of its MPSA and that MMDC has an approved Declaration of Mining Project Feasibility (DMPF) dated October 15, 2014 covering its entire contract mining area.

MMDC has been receiving annual certifications from MGB that it is compliant with the terms and conditions of the MPSA and pertinent provisions of the R.A. no. 7942 or the Philippine Mining Act of 1995 and its implementing Rules and Regulations. MMDC has continued mining operations in areas covered in the MPSA.

BrightGreen Resources Corporation (BGRC)

BGRC was incorporated and registered with the SEC on July 20, 1989 to engage in the mining business. The Parent Company acquired BGRC from its merger with Brightgreen Resources Holdings, Inc. (BRHI) in 2017.

On July 1, 1993, the DENR approved BGRC's application for MPSA No. 015-93-XI (SMR) covering an area of approximately 4,860 hectares located in the municipalities of Carrascal and Cantilan, Surigao del Sur. On February 7, 2019, the MGB approved the extension of the MPSA for a period of six years starting from the expiration of its 25-year term until June 30, 2024.

On April 11, 2022, the MGB granted the extension of the 3rd Renewal of the exploration period of BGRC for another period of two years effective from July 2, 2022 to July 1, 2024 to recover its unused term due to force majeure.

On July 13, 2023, BGRC received from the MGB office a reply letter for intention to renew its MPSA agreement for another 25 years. The Group is now in the process and anticipative of obtaining the following permits, licenses, and approvals from the regulatory bodies:

- Free, Prior and Informed Consent and Certification Precondition from the National Commission on indigenous Peoples;
- Approval of the Declaration of Mining Project Feasibility from the MGB, including the required work programs: Environmental Protection and Enhancement Program, Social Development and Management Program, Safety and Health Program, Three (3)-Year Development/Utilization Work Program, Care and Maintenance Program and Project Feasibility Study; and
- Environmental Compliance Certificate from the Environmental Management Bureau. BGRC's MPSA expired last July 1, 2024. On May 6, 2024, BGRC applied for restitution of the MPSA for 14 years due to force majeure events. To date, the application is under the evaluation of the MGB.

Alumina Mining Philippines, Inc. (AMPI)

AMPI was incorporated and registered with the SEC on August 31, 2001 to engage in the mining business. The Parent Company acquired AMPI from its merger with Asia Pilot Mining Phils. Corp. (APMPC) in 2017.

On December 5, 2002, the DENR approved AMPI's application for MPSA No. 179-2002-VIII-SBMR covering 6,694 hectares in the municipalities of Paranas, Motiong and San Jose de Buan, Samar in Eastern Visayas (Region VIII), valid for 25 years and renewable for another 25 years. On July 4, 2023, AMPI requested for temporary suspension of the second extension of the third renewal of the Exploration Period due to the peace and order problem in the area.This request was granted by the MGB on September 27, 2023, effective July 4, 2023, until the situation becomes safe and favorable.

On January 20, 2025, AMPI submitted the Annual MPSA Status Report for the year 2024 and it states that there were no major exploration activities due to the security issues with the insurgents. Activities conducted were concentrated to research, review of related literature and preparation for submission of mining project feasibility.

Bauxite Resources, Inc. (BARI)

BARI was incorporated and registered with the SEC on August 31, 2001 to engage in the mining business. The Parent Company acquired BARI from its merger with APMPC in 2017.

On December 5, 2002, the DENR approved BARI's application for MPSA No. 180-2002-VIII-SBMR covering 5,519 hectares in the Municipalities of Gandara, San Jose de Buan, Matuguinao, and San Jorge, Province of Samar (formerly known as Western Samar) in Eastern Visayas (Region VIII), valid for 25 years and renewable for another 25 years.

On July 4, 2023, BARI requested for temporary suspension of the second extension of the third renewal of the Exploration Period due to the peace and order problem in the area. This request was granted by the MGB on September 27, 2023, effective July 4, 2023, until the situation becomes safe and favorable.

On January 20, 2025, BARI submitted the Annual MPSA Status Report for the year 2024 and it states that there were no major exploration activities due to the security issues with the insurgents. Activities conducted were concentrated to research, review of related literature and preparation for submission of mining project feasibility.

The summary of material accounting policy information and the significant judgments, accounting estimates and assumptions are discussed thoroughly in the company's **2025 Consolidated Financial Statement which can be downloaded from the company website** https://marcventuresholdings.com.ph/sec-form-17-a-annual-report **and the PSE website** https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=175

Cash and Cash Equivalents:

This account consists of:

	2025	2024
Cash on hand	₱17,518,566	₱5,942,481
Cash in banks	46,765	46,277
Cash equivalents	₱17,565,331	₱5,988,758

Cash in banks earn interest at the prevailing bank deposit rates.

Cash equivalents pertain to special savings and time deposits with terms of varying periods of up to three (3) months depending on the immediate cash requirements of the Group. Cash equivalents earn interest at the prevailing special savings and time deposit rates.

Interest income pertains to the following sources:

	Note	2025	2024	2023
Cash in banks and cash equivalents		₱17,518,566	₱5,942,481	₱10,098,015
Other noncurrent assets	11	46,765	46,277	205,496
		₱17,565,331	₱5,988,758	₱10,303,511

Equity

Details of the Group's capital stock are as follows:

	Shares	Amount
Authorized	**4,000,000,000**	**4,000,000,000**
Issued and Outstanding		
Balance at beginning and end of year	**3,014,820,305**	**3,014,820,305**

Additional Paid-in Capital	
Balance at beginning and end of year	**269,199,788**

The following summarizes the information on the Parent Company's issued and subscribed shares as at December 31, 2025 and 2024:

		Number of Shares Issued and Subscribed	Percentage of Shares
Non-public shareholding			
a.	Related parties	1,518,763,946	50.38%
b.	Affiliates, directors and officers*	257,407,602	8.53%
c.	Public shareholdings	1,238,648,757	1.09%
		3,014,820,305	**100.00%**

The total number of shareholders of the Parent Company is 2,175 and 2,174 as at December 31, 2025 and 2024, respectively.

Cash Dividends

Date of Declaration	Date of Record	Date of Payment	Dividend per share	Amount
December 7, 2023	January 12, 2024	January 26, 2024	₱0.10	₱301,482,030
February 2, 2026	February 16, 2026	March 10, 2026	0.13	400,000,000

Dividends payable amounted to ₱14.9 million as at December 31, 2025 and 2024.

Earnings Per Share

Earnings per share are computed as follows:

	2025	2024	2023
Net income shown in the consolidated statements of comprehensive income (a)	**₱471,144,321**	₱118,117,245	₱232,136,506
Weighted average number of common shares (b)	**3,014,820,305**	3,014,820,305	3,014,820,305
Basic earnings per share (a/b)	**₱0.156**	₱0.039	₱0.077

The Group does not have potentially dilutive common shares.

Marcventures Holdings, Inc. and Subsidiaries

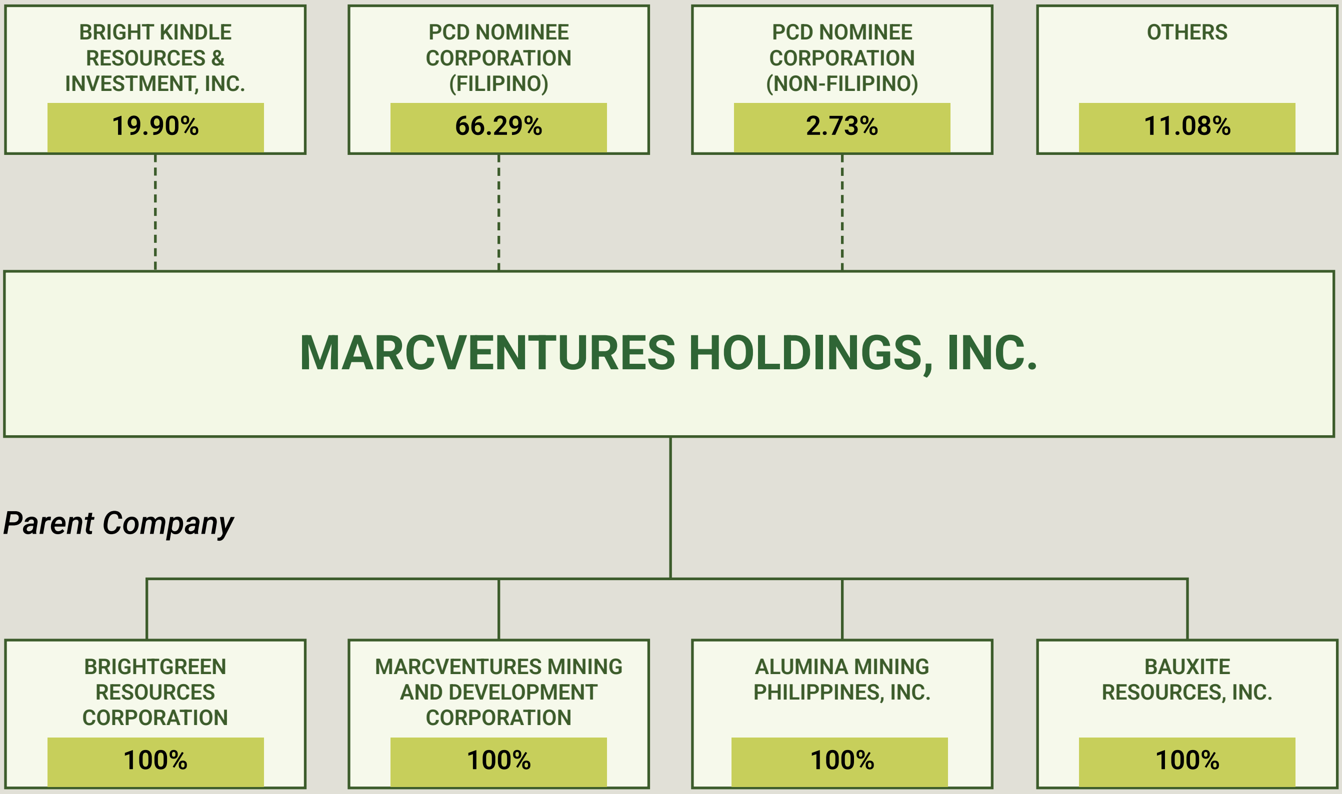
SCHEDULE OF FINANCIAL SOUNDNESS INDICATORS

For the years ended December 31, 2025 and 2024

Ratio	Formula	2025	2024
Current ratio	Total Current Assets	₱1,466,016,675	₱813,509,424
	Divided by: Total Current Liabilities	242,562,608	284,253,113
	Current ratio	6.04:1	2.86:1
Acid test ratio	Total Current Assets less Inventory	₱1,362,591,753	₱693,674,725
	Divided by: Total Current Liabilities	242,562,608	284,253,113
	Current ratio	5.62:1	2.44:1
Solvency ratio	Net Income Before Depreciation and Amortization, and Depletion	₱762,215,135	₱206,973,851
	Divide by: Total liabilities	850,184,364	893,108,512
	Solvency ratio	0.90:1	0.23:1
Debt-to-equity ratio	Total Liabilities	₱850,184,364	₱893,108,512
	Divide by: Total equity	5,375,220,262	4,913,180,717
	Debt-to-equity ratio	0.16:1	0.18:1
Asset-to-equity ratio	Total Assets	₱6,225,404,626	₱5,806,289,229
	Divide by: Total equity	5,375,220,262	4,913,180,717
	Asset-to-equity ratio	1.16:1	1.18:1
Interest rate coverage ratio	Pretax income before interest	₱616,560,914	₱211,153,956
	Divided by: Interest expense	8,190,045	12,834,248
	Interest rate coverage ratio	75.28:1	16.45:1
Return on asset	Net income	₱471,144,321	₱118,117,245
	Divide by: Total average assets	6,015,846,928	5,928,034,116
	Return on asset ratio	0.08:1	0.02:1
Return on equity	Net income	₱471,144,321	₱118,117,245
	Divide by: Total average equity	5,144,200,490	4,855,277,154
	Return on equity ratio	0.09:1	0.02:1
Net profit margin ratio	Net income	₱471,144,321	₱118,117,245
	Divide by: Total revenue	2,708,084,394	1,716,215,976
	Net profit margin ratio	0.17:1	0.07:1

CONGLOMERATE MAP

Shareholders



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