

GEOGRACE RESOURCES PHILIPPINES, INC.

Compensation and Remuneration Committee Charter

- i. The Compensation and Remuneration Committee shall be composed of at least three (3) members of the Board, one (1) of whom shall be an Independent Director, and such other persons as the Board may designate.
- ii. Duties and Responsibilities
 - o Establish the appropriate procedure for developing a policy on executive remuneration and for fixing the remuneration packages of executive officers and directors;
 - o Provide oversight on remuneration of senior management and other key personnel, ensuring that compensation is consistent with the Corporation's culture, strategy and control environment;
 - o Creation of a formal and transparent procedure for developing policies on executive remuneration packages for directors and executive officers;
 - o Carefully study remuneration packages to provide sufficient compensation for the services of and attract, retain and motivate an able and competent roster of directors;
 - o Design a performance-based remuneration to complement or reward good performance while at the same time keeping in mind the interests of shareholders;
- iii. To prevent the risk of conflict of interests, concerned directors shall not participate in deciding compensation packages involving his own.
- iv. Appropriate standards and measures must be laid down for purposes of assessing Executive Directors' performances while Non-executive Directors may be remunerated on the basis of their contribution considering the time and efforts spent in the services of the Corporation.
- v. Incentives may also be given to include stock options, whenever the resources of the Corporation permit.