

GEOGRACE RESOURCES PHILIPPINES, INC.

Nomination Committee Charter

- i. The Nomination 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 Review and evaluate the qualifications of all persons nominated to the Board as well as those nominated to other positions requiring appointment by the Board;
 - o Formulate screening policies to enable the Nomination Committee to effectively review and evaluate the qualification of the nominees nominated to the Board and other appointments which require approval of the Board;
 - o Assess the effectiveness of the Board processes and procedures in the election and replacement of directors; and
 - o Conduct nominations for Independent Directors prior to the stockholders' meeting in accordance with the procedure set forth in Rule 38 of the Amended Implementing Rules and Regulations of the Securities Regulation Code, as the same may be amended from time to time.
- iii. The decision of the Nomination Committee as to nominees to the Board, once confirmed by the Board, shall be final and binding upon the shareholders.
- iv. The Nomination Committee shall promulgate the guidelines or criteria to govern the conduct of nominations; provided, that any such promulgated guidelines or criteria governing the conduct of nomination of Independent Directors shall be properly disclosed in the Corporation's information or proxy statement or such other reports required by the Securities and Exchange Commission.
- v. The Nomination Committee shall pre-screen the qualifications and prepare a final list of all candidates and put in place screening policies and parameters to enable it to effectively review the qualifications of the nominees.
- vi. After the nomination, the Nomination Committee shall prepare a final list of candidates which shall contain all the information about all the nominees, including, but not limited to, the following information:

- a) Name, age and citizenship;
 - b) List of positions and offices that each such nominee held, or will hold, if known, with the Corporation;
 - c) Business experience during the past five (5) years;
 - d) Directorship held in the other companies;
 - e) Involvement in legal proceedings; and
 - f) Security ownership.
- vii. The Final List shall be made available to the Securities and Exchange Commission and to all stockholders through the filing and distribution of the Information Statement or in such other reports required by the Securities and Exchange Commission. The name of the person or group of persons who recommended the nomination of the directors shall be identified in such report including any relationship with the nominee.
- viii. The Chairman of the stockholder's meeting has the responsibility to inform all stockholders in attendance of the mandatory requirement of electing Independent Directors and to ensure that the Independent Directors are elected during the stockholders' meeting.