

**MINUTES OF THE
ANNUAL STOCKHOLDERS' MEETING
OF
GEOGRACE RESOURCES PHILIPPINES, INC.**

Friday, 11 December 2015
7th Floor, Peaksun Building
1505 Princeton Street corner Shaw Boulevard
Brgy. Wack-Wack, Greenhills East
Mandaluyong City

<u>PRESENT:</u>	<u>NO. OF SHARES</u>
Total Number of Shares Represented In Person and By Proxy	1,602,593,445
Total Outstanding Shares	3,500,000,000
Attendance Percentage to Total Outstanding Shares	45.79%

I. CALL TO ORDER

The Chairman, Mr. Chi Ho Co, called the meeting to order and presided over the same. The Corporate Secretary, Atty. Arsenio C. Cabrera, Jr., recorded the minutes of the meeting.

II. CERTIFICATION OF NOTICE AND QUORUM

Based on the certification provided by Ms. Janelle Vivien Araullo of Banco de Oro Unibank, Inc.-Trust Services Group, the stock and transfer agent of the Corporation, the Corporate Secretary certified that notices for the meeting were duly sent to all stockholders of record as of 11 November 2015. Based on the attendance record and the proxies and powers of attorney on hand, present in person and represented in proxy are 1,602,593,445 shares or only 45.79% of the total outstanding Three Billion Five Hundred Million (3,500,000,000) shares of the Corporation.

In the absence of a quorum, the Corporate Secretary informed the stockholders that the incumbent directors and officers of the Corporation would continue in a hold-over capacity until the election and qualification of their successors. All matters for approval at the Annual Stockholders' Meeting, including the amendment of the Corporation's Articles of Incorporation to change its principal address, would be deferred to the next Annual Stockholders' Meeting.

The certification regarding the due sending of notices to stockholders of record as of 11 November 2015 is attached hereto as Annex "A". The attendance tabulation reflecting the lack of quorum is attached hereto as Annex "B".

III. ADJOURNMENT OF ANNUAL STOCKHOLDERS' MEETING

The Chairman informed the stockholders that the Annual Stockholders' Meeting will be adjourned to February or March 2016, with the exact date to be determined by the Corporation's Board of Directors.

IV. ADJOURNMENT

There being no other business to transact, the meeting was adjourned upon motion duly made and seconded.



ARSENIO C. CABRERA, JR.
Corporate Secretary

ATTEST:

CHI HO CO
Chairman

CERTIFICATION

This is to certify that as the Stock Transfer Agent of **GEOGRACE RESOURCES PHILS., INC.**, we have been assigned to send out notices of meeting to all stockholders in connection with the Company's Annual Stockholder's Meeting which will be held on December 11, 2015.

We have started sending out notices on November 17, 2015 and completed before the scheduled annual meeting. Notices with Metro Manila addresses were sent thru messengerial services while those with provincial addresses were sent via ordinary mail.

This certification was issued based on the request of the Company's Corporate Secretary.


JANELLE VIVIEN ARAULLO
Assistant Manager

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GEOGRACE RESOURCES PHILIPPINES, INC.
DECEMBER 11, 2015 STOCKHOLDERS' MEETING
TALLY SHEET

	SHARES	%	QUORUM	%
1 GEO DIRECTORS AND OFFICERS	62,151,433	1.78%	62,151,433	1.78%
2 PROXY CERTIFICATED	823,080,252	23.52%	823,080,252	23.52%
3 PCD BROKERS WITH SEC CERT	644,862,261	18.42%	644,862,261	18.42%
SUB-TOTAL	1,530,093,946	43.72%	1,530,093,946	43.72%
4 ATTENDEES				
DIRECTORS/OFFICERS	72,468,571	2.07%	72,468,571	2.07%
IN PERSON	30,928	0.00%	30,928	0.00%
SUB TOTAL	72,499,499	2.07%	72,499,499	2.07%
GRAND TOTAL	1,602,593,445	45.79%	1,602,593,445	45.79%