



112202012001230



SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills, Mandaluyong City, Metro Manila, Philippines
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Company Information

SEC Registration No. 0000041004
Company Name GEOGRACE RESOURCES PHILIPPINES, INC.
Industry Classification
Company Type Stock Corporation

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G E O G R A C E R E S O U R C E S

P H I L I P P I N E S , I N C .

(Company's Full Name)

N I H A O S U N P L A Z A S H A W , B L V D . , C O R .

P R I N C E T O N S T . , B R G Y . W A C K - W A C K

G R E E N H I L L S E A S T M A N D A L U Y O N G C I T Y

(Business Address : No. Street City / Town / Province)

ARSENIO C. CABRERA, JR.

Contact Person

(6 32) 8 1 3 7 1 1 1

Company Telephone Number

Month Day
Fiscal Year

CERTIFICATION OF INDEPENDENT DIRECTOR

FORM TYPE

Month Day
Annual Meeting

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stocholders

Total Amount of Borrowings

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

16 December 2012

Securities and Exchange Commission
Corporation and Finance Department
SEC Building, EDSA
Mandaluyong City

Attention: **Director Justina F. Callangan**
Director

Philippine Stock Exchange Inc.
3/F, Philippine Stock Exchange Plaza
Ayala Triangle, Ayala Avenue
Makati City

Attention: **Ms. Janet A. Encarnacion**
Head, Disclosure Department

Re: **Certification of Independent Director**

Gentlemen:

In compliance with the Notice of the Securities and Exchange Commission dated 20 October 2006 implementing Section 38 of the Securities Regulation Code, we are submitting herewith the Certification of Mr. Rodolfo P. De Guzman, Jr., an Independent Director of the Company.

We trust that you will find the foregoing in order.

Very truly yours,

ARSENIO C. CABRERA, JR.
Corporate Information Officer

CERTIFICATION OF INDEPENDENT DIRECTORS

I, **RODOLFO P. DE GUZMAN, JR.**, Filipino, of legal age and with address at Unit 2803 C&D, 28th Floor, West Tower, Phil. Stock Exchange Centre, Exchange Road, Ortigas Center, Pasig City, after having been duly sworn to in accordance with law do hereby declare that:

1. I am an independent director of **GEOGRACE Resources Philippines, Inc. ("GEOGRACE")**.
2. I am affiliated with the following companies or organizations:

<u>Company/Organizations</u>	<u>Position/Relationship</u>	<u>Period of Service</u>
The Law Firm of Perlas De Guzman and Partners	Partner	Present
Balintawak Cloverleaf Market Corp.	Owner/Operator	1980-Present
Gubat Sa Siudad Resort, Inc.	Owner/Operator	1990-Present
RNCD Development Corp.	Owner/Operator	1989-Present
Kinderhaus Learning Unlimited, Inc.	Owner/Operator	2000-Present
Dekacord Realty Corp.	Owner/Operator	2002-Present
Binondo Leisure Resources, Inc.	Director Corporate Secretary	2003-Present
360 Media, Inc.	Director Corporate Secretary	2003-Present
Connect88, Inc.	Director Corporate Secretary	2005-Present
Surya Imports, Inc.	Director Corporate Secretary	2004-Present
Beau Geste Enterprises, Inc.	Director Corporate Secretary	2005-Present
Philippine Flag Football League, Inc.	Director Corporate Secretary	2004-Present
PRA marketing Corporation, Inc.	Director Corporate Secretary	2008-Present
SDR Consultancy, Inc.	Director Corporate Secretary	2008-Present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of **GEOGRACE**, as provided for in Section 38 of the Securities and Exchange Code and its Implementing Rules and Regulations, to the best of my knowledge.
4. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code.
5. I shall inform the Corporate Secretary of **GEOGRACE** of any changes in the abovementioned information within five (5) days from its occurrence.

IN WITNESS WHEREOF, I have executed this Certificate of Independent Directors on this ___th day of December 2012 at Makati City.


RODOLFO P. DE GUZMAN, JR.
Affiant

REPUBLIC OF THE PHILIPPINES)
MAKATI CITY

)S.S.

DEC 20 2012

SUBSCRIBED AND SWORN to before me this ___th day of December 2012 at Makati City, affiant personally appeared me and exhibited to me his Community Tax Certificate No. 1041386 issued on 15 Aug 2011 at Quezon City.

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Page No. 47;
Book No. 107;
Series of 2012.

It, PSE SEC (certification of independent director de guzman)
by Attorney/Notary/Signer 2012-12-14

ATTY. JOEL G. GORDOLA
NOTARY PUBLIC
NOTARIAL COMMISSION NO. 066
COMMISSION EXPIRES DEC. 31, 2012
PTR NO. 6010756, 1/13/2012, Q.C.
IBP NO. 823224 DEC. 2, 2011, Q.C.
ROLL OF ATTORNEY NO. 25103