



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
SEC Building, EDSA, Greenhills
City of Mandaluyong, Metro Manila

COMPANY REG. NO. 41004

**CERTIFICATE OF FILING
OF
AMENDED ARTICLES OF INCORPORATION**

KNOW ALL PERSONS BY THESE PRESENTS:

This is to certify that the amended articles of incorporation of the

GEOGRACE Resources Philippines, Inc.
[Amending Article II Primary Purpose thereof.]

copy annexed, adopted on November 06, 2013 by majority vote of the Board of Directors and on December 20, 2013 by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Corporate Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980 and copies thereof are filed with the Commission.

Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing company and time shares/club shares/membership certificates issuers or selling agents thereof. Neither does this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at Mandaluyong City, Metro Manila, Philippines, this 20th day of February, Twenty Fourteen.




FERDINAND B. SALES
Acting Director

Company Registration and Monitoring Department



COVER SHEET

0 0 0 0 0 4 1 0 0 4

GEOGRACE RESOURCES
PHILIPPINES, INC.

(Company's Full Name)

7TH FLOOR PEAKSUN BUILDING
1505 PRINCETON COR. SHAW
BLVD., BRGY. WACK-WACK
GREENHILLS EAST, MANDALUYONG

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

ARSENIO C. CABRERA, JR.

Contact Person

(6 3 2) 7 0 5 7 1 9 6

Company Telephone Number

Month Day
Fiscal Year

Amended Articles of Incorporation

FORM TYPE

Month Day
Annual Meeting

Secondary License Type, if Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowings
Domestic Foreign

To be accomplished by SEC Personnel concerned

File Number

Document I.D.

LCU 2-7-14
Cashier

AMENDED
ARTICLES OF INCORPORATION
OF

GEOGRACE Resources Philippines, Inc.
(Formerly: Global Equities, Inc.)

KNOW ALL MEN BY THESE PRESENTS:

That, we all of whom are of legal ages, citizens and residents of the Philippines, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Philippines:

AND WE HEREBY CERTIFY:

FIRST: The name of this Corporation shall be:

GEOGRACE Resources Philippines, Inc.
(As amended by the Board of Directors on 14 September 2006
and by the Stockholders on 27 October 2006)

SECOND: That the purpose for which such corporation is formed is:
(As amended by the Board of Directors on 6 November 2013 and by the
Stockholders on 20 December 2013)

PRIMARY PURPOSE

To invest in, purchase or otherwise acquire and own, hold, use, sell, assign, transfer, lease, mortgage, pledge, exchange, or otherwise dispose of real properties as well as personal and movable property of any kind and description, including shares of stock, bonds, debentures, notes, evidence of indebtedness and other securities or obligations of any corporation or corporations, association or associations, domestic or foreign and to possess and exercise in respect thereof all the rights, powers and privileges of ownership, including all voting powers of any stock so owned, but not to act as dealer in securities and to invest in and manage any company or institution.

SECONDARY PURPOSES

1. To engage in integrated producing, manufacturing, and trading business; to establish, maintain and operate factories, mills and plants for the manufacture of every class and description of agricultural, forestry, fishery and all kinds of natural resources products and by-products; to accumulate, store, distribute and sell such products at whole sale to domestic or foreign markets; and generally to deal in all kinds of manufacturing processes whereby raw materials obtainable locally are transformed into finished or semi-finished products:
2. To engage in general agricultural development, including but not limited to farming, raising, growing, cultivating, or producing for consumption and sale of agricultural products of all kinds and their by-products, and to engage in the business of logging, fishing, poultry, hog and cattle raising and their sale and marketing, including their by-products at wholesale.
3. To engage in the management, supervision or control of business enterprises of all kinds, the operations and transactions of any company, undertaking and to manage and administer land, buildings, any kind of business and properties, whether real or personal, and in general, to act as agent, attorney-in-fact, purchasing agent and general agent, as may be permitted by-law;
4. To carry on a general mercantile and commercial business of importing and exporting, buying, acquiring, holding, selling or otherwise disposing of any dealing in any goods, wares, merchandise, and commodities of all kinds and products, natural or artificial, of the Philippines or other countries which are or may become articles of commerce at wholesale;
5. To engage in the business or general builders and contractors of roads, bridges, terminals, landing fields, docks, piers, government and private buildings, army and navy buildings, barracks and other edifications needed and necessary in the ordinary course of business and life;
6. To undertake dredging and drilling operations and dredge or otherwise obtain out of the waters, navigable or non-navigable within the Philippines as may be permitted by-law, sand, gravel and any kind of deposit found in or beneath said

waters and to acquire and make the same available for commercial purposes subject to existing laws;

7. To engage in the assay of all kinds of ores, for umpiring, for development, and for export and import; to prepare flowsheets for the beneficiations of ores;
8. To hold, purchase, or otherwise acquire, or be interested in, and to sell or otherwise dispose of, shares of capital stocks, bonds, or otherwise evidence of debts issued or created by any other corporation, partnership or Company, whether domestic or foreign; and while the holder of any such shares of stock, to exercise all the rights and privileges of ownership, including the right to vote thereon, to the same as a natural person might or could do as may be authorized by law; and
9. To engage in real estate business, to acquire by purchase, exchange, grant, lease or otherwise, lands, and interests in real estate or properties, and to own use, hold, develop, improve, reclaim, subdivide or construct thereon road, bridges, canals, dikes, dams, wharves, piers, warehouses, buildings, apartments, hotels, and other improvements of any and all kinds and description, and to manage, administer or otherwise deal in any such lands, real estate or interests therein now or hereafter acquired, owned or held by the corporation to the corporation to the extent permitted by law.

AND FURTHERANCE OF THE FOREGOING CORPORATE PURPOSES:

- a. To obtain for itself, or on behalf of any person, partnership, corporation or association such as licenses, grants, rights, privileges from any government authority, national or municipal, board or commission, with respect to or in connection with prospecting for mineral and petroleum deposits and the exploration, occupation, location and leasing of mineral and petroleum lands and leaseholds;
- b. To construct and maintain conduits, pipelines, and line of tubing for the public generally as well as for the use of the corporation, and to lay, rig, buy, lease, sell, and otherwise contract for, and operate said conduits, pipelines and lines of tubings, as well as storage tanks, railways, tramways, roadways and tracks, for the purpose of transporting and

storing oil and gas, and of the operating a general pipeline and storage business.

- c. To buy, sell, charter, operate and maintain tank steamers and other vessels of all kinds for the transportation of merchandise dealt in by the corporation;
- d. To purchase or otherwise acquire, assemble, install, construct, equip, repair, remodel, maintain, operate, hold, own, lease, rent, mortgage, administer, encumber, charge, sell, convey or otherwise dispose of, any and all kinds of refineries, gas works, mills, factories installations, plants, shops, laboratories, electrical works, power house, warehouse, terminals, office buildings and other buildings and other building structures, tenements, improvements and other kinds of real estate, roads, railroads, cars, railroad equipment, garage, motor and road equipment, aircraft and aircraft equipment, aviation fields, telephone and telegraph lines, transmission lines, wireless, facilities, water works, reservoirs, dams, canals, waterways, bridges, ports, docks, piers, wharves, marine equipment, and any and all kinds of machinery, apparatus, instruments, fixtures and appliances;
- e. To acquire by purchase, lease, contract, concession or otherwise any and all real estate, lands, patents, options, grants, concessions, franchises, water and other rights, privileges, easements, estates, interests, and properties of every kind and description whatsoever which the Corporation may deem necessary or appropriate in connection with the conduct of any business enumerated in these Articles of incorporation, or of any other business in which the Corporation may lawfully engage, and to own, hold, operate, improved, develop, recognize, manage, grant, lease sell, exchange or otherwise dispose of all the whole or any part thereof;
- f. To purchase, drill for or otherwise acquire and to use, store, transport, distribute, sell or otherwise dispose of, water; and to acquire by purchase, lease or otherwise and to erect, construct, enlarge, own, hold, maintain, use and operate water works and water systems for supplying water and waterpower for any and all uses and purposes;
- g. To purchase, create, generate or otherwise acquire, use, sell, supply or otherwise dispose of, electric current and electric steam and waterpower of every kind and

description, and to sell, supply or otherwise dispose of, light, heat and power of every kind and description;

- h. To enter into, make and perform contracts and arrangements of every kind and description for any lawful purposes with any person, firm, association, corporation, municipality, body politics, county, territory, province, state, government or colony or dependency thereof, without limit as to amount, and to obtain from any government or authority any rights, privileges, contracts, and concessions which the Corporation may deem desirable to obtain and to carry out, and to exercise or comply with any such contracts, arrangements, rights, privileges and concessions;
- i. To apply for, obtain, register, purchase, lease, or otherwise acquire and to hold, own, use, exercise develop, operate and introduce, and to sell, assign, grant licenses or territorial rights in respect of, or otherwise to turn to account or dispose of, any copyrights, trade marks, trade names, brands, labels, patents or inventions, improvements or processes used in connection with or secured under letters patent of any country, government of authority, or otherwise, in relation to any of the purposes herein stated; and to acquire, use, exercise or otherwise turn to gain licenses or rights in respect of any such copy rights, trade marks, trade names, brands, labels patents, inventions, improvements, processes and the like;
- j. To barrow or raise money for any of the purposes of the Corporation, and from time to time without limit as to amount, to draw, make, accept, endorse, transfer, assign, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable and transferable instrument and evidences of indebtedness, and for the purpose of securing any of its obligations or contracts to convey, transfer, assign, deliver, mortgage and/or pledge all or any part of the property or assets at any time held or owned by the Corporation on such terms and conditions as the Board of Directors of the Corporation shall authorize, dispose of any bonds, debentures or other obligations of the Corporation for its corporate purposes;
- k. To purchase, hold, sell, exchange, reissue, transfer or otherwise deal in shares of its own capital stock in its own bonds or other obligations from time to time as its board

of Directors shall determine, provided that the Corporation shall not use any of its funds or property for the purchase of its own shares of stock when such use would cause any impairment of the capital of the Corporation;

- l. To undertake and carry on the business of metallurgists, contractors, assayers, manufacturers, importers, exporters, merchants, factors, agents, commission merchants and general merchandise brokers, as well as the business of milling, concentrating, converting, smelting, treating, preparing for market, manufacturing, buying and selling, exchanging, and otherwise producing and dealing in ores, minerals, substances, and metals;
- m. To carry on the business of exploring for mining, producing, acquiring, developing, manufacturing, storing, extracting, separating, refining, purifying, drilling, combining, mixing, marketing, distributing, buying and selling at wholesale and otherwise dealing in and turning to account, oil of all kinds and grades, petroleum gas, gasoline, carbon and hydro-carbon products of all kinds, minerals, ores, and the elements, constituents, products and by-products thereof;
- n. To purchase, take, hold, own, lease, exchange or otherwise acquire, and develop, sell, mortgage, let and deal in oil-bearing, and other mineral bearing properties, leases, mines, well, and rights, and any all interest whatsoever therein or thereto;
- o. To exercise all or any of its corporate powers, rights and privileges and to conduct its business in all or any of its branches in any part of the world, and for this purposes to have and maintain and to discontinue such number of offices and agencies therein as may be convenient;
- p. To do all such other things as are incidental or conducive to the attainment of the above or any of them, or which may be conveniently carried on and done in connection therewith, or which may be calculated directly or indirectly to exchange the value of, or render profitable any business or property of the Corporation, always provided that nothing shall be done in connection with any of the above objects which is prohibited by any laws of the Philippines now or hereafter existing; and

- q. Without in any particular limiting the powers and provided that the corporation shall have the power to make and perform contracts of any kind and descriptions with any person, firm or corporation whether public or private, without limit as to amount, and particularly, but not by way of limitation, to make and perform contracts creating rights, easements, and other privileges respecting any of the property, real or personal, or any kind owned by the corporation, to have one or more offices out of the Philippines, and to conduct its business and exercise its powers in any part of the Philippines, or in any other country; and in carrying on its business and for the purpose of attaining or furthering its purposes to do any and all other powers which a juridical person could do and exercise and which now and hereafter may be authorized by law.

The foregoing clauses shall be construed both as objects and powers of the corporation, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit in any manner the general powers of the corporation.

THIRD: That the place where the principal office of the corporation is to established or located is in the City of Manila, Philippines, without prejudice to the opening or maintenance of such branches, correspondents, or representative office in or outside the Republic of the Philippines, as the exigencies of the business or operation of the Corporation may require or dictate from time to time.

FOURTH: That the term for which said corporation is to exist is FIFTY (50) years from and after the date of incorporation, renewable for such other terms and conditions as may now or hereafter be permitted under the laws of the Republic of the Philippines.

FIFTH: That the names, nationalities, and residences of the incorporators are as follows:

Name	Nationality	Residence
Simeon M. Valdez	Filipino	122 Stanford Street, Quezon City
Mariano U. Godinez	Filipino	26 Pilar St., San Juan, Manila

Blaine J. Gardner	Parañaque	8 Bayside Court, Parañaque Rizal
Feliciano Belmonte	Filipino	385 E. Rodriguez Boulevard, QC
Meritto Y. Lim	Filipino	7 Joy St., Brace Village, QC
Antonio Yao Bio	Filipino	4 Roseville, White Plains, QC.
Luis Tan	Filipino	1180 Penafracia Street, Paco, Manila
Oscar Gabutina	Filipino	15 Sun Valley Drive, South Super Highway Paranaque, Rizal
James Go	Filipino	2050 M. Layug, San Miguel Village, Makati Rizal
Enrique Luy	Filipino	15 Kitanlad St., Quezon City
Lim Kang Bin	Filipino	46-A Dapitan, Quezon City
Lim It	Chinese	39 Bingo St., SMM, Q.C.
Calvin Cheng	Filipino	58 San Luis Street Pasay City
Jose B. Padua, Jr.	Filipino	74 Sicaba St., Q.C.

SIXTH: That the number of directors of said corporation shall be seven (7) and that the names, nationalities and residences of the first directors who are to serve until their successors are elected and qualified as provided by the By-Laws are as follows: (As amended by the Board of Directors on 6 November 2013 and by the Stockholders on 20 December 2013)

Name	Nationality	Residence
Simeon M. Valdez	Filipino	122 Stanford Street Quezon City
Mariano J. Godinez	Filipino	26 Pilar Street, San Juan, Manila
Blaine J. Gardner	Filipino	8 Bayside Court, Parañaque, Rizal
Feliciano Belmonte, Jr.	Filipino	385 E. Rodriguez Boulevard QC
Meritto Y. Lim	Filipino	7 Joy Street, Brace Village,

		Quezon City
Antonio Yao Bio	Filipino	4 Roseville, White Plains, QC.
Luis Tan	Filipino	1180 Penafrancia Street, Paco, Manila
Oscar Gabutina	Filipino	15 Sun Valley Drive, South Super Highway, Parañaque Rizal
James Go	Filipino	2050 M. Layug, San Miguel Village, Makati Rizal
Enrique Luy	Filipino	15 Katinlad Street, Quezon City
Lim Kang Bin	Filipino	46-A Dapitan, Quezon City
Lim It	Chinese	39 Bingo Street, SMM, Q.C.
Calvin Cheng	Filipino	58 San Luis Street, Pasay City
Jose R. Padua, Jr.	Filipino	74 Sicaba Street, Quezon City

SEVENTH: That the authorized capital stock of said corporation is Three Billion Five Hundred Million Pesos (Php3,500,000,000.00) Philippine currency, and said capital stock is divided into Three Billion Five Hundred Million (3,500,000,000) shares with a par value of One Pesos (P1.00) each. *(As amended by the Board of Directors and Shareholders on 4 May 1998 and on 18 May 1998, respectively.);* and no transfer of stock or interest which will reduce the ownership of Filipino citizens to less than the legally required percentage of the capital stock shall be allowed or permitted to be recorded in the corporate book, and this restriction shall be printed on the stock certificates and shall likewise be binding on the heirs, successors, assigns and legal representatives of stockholders. *(As amended on 7 May 1976)*

The sum of THREE MILLION SEVEN HUNDRED FIFTY THOUSAND PESOS (P3,750,000.00) worth of stock at par value of one (P0.01) centavo per share is hereby reserved for subscription by the incorporators to be subscribed by in direct proportion to their respective original subscription as recorded herein. Provided, however that the period of reservation herein provided for shall in no case exceed three (3) years from the date of the registration of this Corporation with the Securities and Exchange Commission; and provided, further, that any amount of the reserved stock not subscribed for on any occasion by any number of incorporators otherwise entitled thereto, shall be placed in a pool and shall be offered for subscription by the Board of Directors in an equitable

manner to and among the other incorporators at the same price and terms, within such time and payable in such amounts as the Board of Directors may establish for the purpose, provided that the minimum payment of said subscription shall in no case be less than that required by law and that the option shall be exercised within the following scale of subscription price per share be observed within the 3-year option period herein provided for, to wit:

- (a) If subscribed within six (6) months after date of registration of capital stock.....P0.010
- (b) If subscribed after six (6) months but within one (1) year, after date of registration of capital stock.....P0.013
- (c) If subscribed after one (1) year, but within two (2) years, after date of registration of capital stock.....P0.020
- (d) If subscribed after two (2) years, but within three (3) years, after date of registration of capital stock.....P0.025

For the benefit of technicians, organizations, institutions and/or agencies with whom the Corporation may have to enter into tie-up agreements in pursuing its purposes and objectives, of the owners of projects, mining or otherwise, that any come under its management, of foreign technicians and/or organizations whose technical know-how, expertise and material assistance, financial or otherwise, may be needed by the Corporation in carrying out its purposes and objectives, and of foreign investors, the sum of FOUR MILLION PESOS (P4,000,000.00) worth of stock is hereby reserved for them to subscribed at such price, in such amounts and subject to such other terms as the Board of Directors may deem fit to prescribe in each case and from time to time, but in no case shall the price below par value.

Holders of shares shall have no pre-emptive rights to additional subscriptions or increase in capital stock, whether such shares of capital stock are now or hereafter authorized by the Corporation (As amended by the Board of Directors and Shareholders on 11 May 1995 respectively). Provided, however, that this paragraph shall not preclude the issuance of the reserved stocks and the exercise of the options provided for in the immediate preceding two paragraphs.

That the Board of Directors may, from time to time and for a purpose necessary or desirable for the Corporation, effect joint ventures,

reciprocal rights agreements, and other arrangements to carry out the purpose of the Corporation, or offer, allocate, sell dispose or otherwise transfer and convey shares of stock of the Corporation, or options thereto, under such terms and conditions as may be determined by the Board of Directors. (As amended by the Board of Directors and Stockholders on 16 October 1995 and 20 October 1995, respectively)

That in case a stockholder entitled to the stock option should die while the stock option subsists, then his forced heirs as determined by law shall succeed to said deceased stockholder to the right herein granted.

The sale, assignment, conveyance or transfer of all or part of the stockholdings in the corporation by the stockholders entitled to stock option shall not vest in the transferee of such shares the stock right or option unless otherwise stipulated in the Deed of Sale, assignment or transfer.

The stock right or option herein granted shall be in addition to whatever right which said aforementioned stockholders or their assigns may have under the law in connection with any subsequent increase(s) of the capital stock of the corporation or in the issuance of the unsubscribe portion of the authorized capital as and when they are offered to the existing stockholders of the Corporation.

That no shares of stock in the Corporation shall be transferable by shareholders indebted to the Corporation.

EIGHT: That the amount of said capital stock which has actually been subscribed is THREE MILLION PESOS (P3,000,000.00) consisting of THREE HUNDRED MILLION (300,000,000) shares which represents TWENTY (20%) percentum of said capital stock and the following persons have subscribed for the number of shares and have paid the amount of the capital stock as set out after their respective names, viz:

<u>Original Subscribers</u>	<u>#. of Shares</u>	<u>Amount</u>	<u>Paid-In</u>
Simeon M. Valdez	20,000,000	P200,000.00	P 50,000
Blaine J. Gardner	20,000,000	200,000.00	50,000
Meritto Y. Lim	20,000,000	200,000.00	50,000
Lim It	40,000,000	200,000.00	100,000
James Go	30,000,000	300,000.00	75,000
LimKeng Bin	30,000,000	300,000.00	75,000

Mariano Godinez	20,000.00	200,000.00	50,000
Feliciano Belmonte, Jr.	8,000,000	80,000.00	20,000
Oscar Gabutina	15,000,000	150,000.00	37,500
Luis Tan	20,000,000	200,000.00	50,000
Enrique Luy	20,00,000	200,000.00	50,000
Jose Padua, Jr.	10,00,000	100,000.00	25,000
Antonio Y. Bio	20,000,000	200,000.00	50,000
Calvin Cheng	27,000,000	270,000.00	67,500
TOTAL	300,000,000	P 3,000,000.00	P750,000

TENTH: That MERITTO Y. LIM has been elected by the subscriber as Treasurer-In-Trust of the Corporation to act as such until his successors is duly elected and qualified in accordance with By-Laws and that as such Treasurer-In-trust he has been authorized to receive for the Corporation and to receipt in its name for all subscriptions paid-in by said subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands this 3rd day of March 1970 in the City of Manila Philippines.

(SGD.) SIMEON M. VALDEZ

(SGD.) MARIANO U. GODINEZ

(SGD.) BLAINE J. GARDNER

(SGD.) FELICIANO BELMONTE, JR.

(SGD.) MERITTO Y. LIM

(SGD.) ANTONIO YAO Y. BIO

(SGD.) LUIS TAN

(SGD.) OSCAR GABUTINA

(SGD.) JAMES GO

(SGD.) ENRIQUE LUY

(SGD.) LIM KENG BIN

(SGD.) LIM IT

(SGD.) CALVIN CHANG

(SGD.) JOSE R. PADUA, JR.

SIGNED IN THE PRESENCE OF:

(SGD.) WITNESS

JOSE BATOLLONES, JR.
(SGD.) WITNESS

ACKNOWLEDGEMENT

REPUBLIC OF THE PHILIPPINES)
CITY OF MANILA)S.S.

In the City of Manila, Philippines, on this 24th day of March 1970, personally appeared before me the following persons with their respective Residence Certificate:

<u>Name</u>	<u>No. Issued</u>	<u>Issued At</u>	<u>On</u>
Simeon M. Valdez	A-2929	Manila	01.06.70
Mariano U. Godinez	A-91	Manila	01.06.70
Blaine J. Gradner	A-322963	Manila	01.16.70
Feliciano Belmonte, Jr.	A-36699	Manila	01.03.69
Meritto Y. Lim	A-34908	Manila	01.06.70
Antonio Y. Bio	A-4177656	Mand.	01.07.70
Luis Tan	A-132941	Makati	01.06.70
Oscar Gabutina	A-3470	Makati	01.07.70
James Go	A-150520	Manila	01.08.70
Enrique Luy	A-283972	Manila	01.30.70
Lim Keng Bin	A-400192	Manila	02.09.70
Lim It	A-54272	Manila	01.05.70
Calvin Cheng	A-145115	Manila	01.08.70
Jose R. Padua, Jr.	A332785	Manila	01.21.70

all known to me and to me known to be the same persons who executed the foregoing instrument and acknowledged to me that the same are their free and voluntary act and deed.

WITNESS MY HAND AND SEAL on the date and at the place first above-written.

(SGD.) POLICARPIO SANGALANG
NOTARY PUBLIC
Until December 31, 1970

Doc. No. 379
Page No. 77
Book No. XXXI
Series of 1970.

Approved and Certified by the Secretary of the Department of Justice
CJL:ADM:388:1A(2004)

SECRETARY'S CERTIFICATE

I, **ARSENIO C. CABRERA, JR.**, of legal age, with office address at 5/F SGV II Building, 6758 Ayala Avenue, Makati City, after having been sworn in accordance with law, depose and state that:

1. I am the incumbent Corporate Secretary of **GEOGRACE RESOURCES PHILIPPINES, INC.** (the "Corporation"), a corporation duly organized and existing under the laws of the Philippines with office address at 7th Floor, Peaksun Building, 1505 Princeton Street cor. Shaw Boulevard, Brgy. Wack-Wack, Greenhills East, Mandaluyong City.
2. To the best of my knowledge, no action or proceeding has been filed or is pending before any Court involving an intra-corporate dispute and/or claim by any person or group against the Board of Directors, individual directors and/or major corporate officers of the Corporation as its duly elected and/or appointed directors or officers or vice versa.

IN WITNESS WHEREOF, I have hereunto affixed my signature this 5th day of February 2014 at Makati City.


ARSENIO C. CABRERA, JR.
Corporate Secretary

REPUBLIC OF THE PHILIPPINES)
MAKATI CITY) S.S.

SUBSCRIBED AND SWORN to before me this 5th day of February 2014 in Makati City, affiant exhibiting to me his Passport No. **BB4665343** issued on 9 February 2012 at DFA, Manila.

Doc. No. 54;
Page No. 12;
Book No. 1;
Series of 2014.


FELIPPE MART E. CLOSA
Notary Public

Until 31 December 2015
PER No. 4230751 / Makati / 3 January 2014
IBP No. 950631 / Batangas / 3 January 2014
Appointment No. M-32
ROLL OF ATTORNEY NO. 58673
5/F SGV II BLDG., 6758 AYALA AVE.,
MAKATI CITY

SEC
27-11

DIRECTORS' CERTIFICATE
(Amendment of Articles of Incorporation)

We, the undersigned, being a majority of the Directors of **GEOGRACE RESOURCES PHILIPPINES, INC.** (the "Corporation"), the Chairman and the Secretary of the Annual Stockholders' Meeting held on 20 December 2013 at Mandaluyong City, hereby certify that:

1. On 6 November 2013, the Corporation's Board of Directors, by affirmative vote of majority of its members, and the stockholders, during the Annual Stockholders' Meeting held on 20 December 2013, both held at the principal office of the Corporation, by affirmative vote of at least two-thirds (2/3) of the outstanding capital stock of the Corporation, respectively approved, the following resolutions in connection with the amendments to the Corporation's Articles of Incorporation:
 - 1.1 the amendment of Article II of the Company's Articles of Incorporation in order to change its primary purpose from a mining company into a holding company:

"RESOLVED, That the Board of Directors approve, as it hereby approves, the amendment of the Corporation's primary purpose from a mining company to a holding company;

"RESOLVED, FURTHER, That Article II of the Articles of Incorporation be amended by revising the primary purpose to read as follows:

"To invest in, purchase or otherwise acquire and own, hold, use, sell, assign, transfer, lease, mortgage, pledge, exchange, or otherwise dispose of real properties as well as personal and movable property of any kind and description, including shares of stock, bonds, debentures, notes, evidence of indebtedness and other securities or obligations of any corporation or corporations, association or associations, domestic or foreign and to possess and exercise in respect thereof all the rights, powers and privileges of ownership, including all voting powers of any stock so owned, but not to act as dealer in

securities and to invest in and manage any company or institution."

"RESOLVED FINALLY, That the President and/or Treasurer and/or the Corporate Secretary be, as they are hereby authorized to sign, execute, deliver any and all contracts, instruments and documents and to perform all acts and deeds as may be necessary and appropriate to give effect to the foregoing resolutions."

- 1.2 the amendment of Article VI of the Company's Articles of Incorporation in order to reduce the number of directors from eleven (11) directors to seven (7) directors:


"RESOLVED, That the Board of Directors approve, as it hereby approves, the decrease in the number of directors from eleven (11) directors to seven (7) directors;

"RESOLVED, FURTHER, That Article VI of the Corporation's Articles of Incorporation be amended in order to reflect the decrease in the number of directors from eleven (11) directors to seven (7) directors;

"RESOLVED FINALLY, That the Corporation's President and/or Treasurer and/or Corporate Secretary be, as each is hereby authorized to do such acts as may be necessary or required to implement the foregoing resolutions."

2. The Corporation's Amended Articles of Incorporation attached hereto as Annex "A" is a true and correct copy of the Corporation's Amended Articles of Incorporation and reflects the amendments thereto.

IN WITNESS WHEREOF, we have hereunto set our hands this 20th day of December 2013 at Mandaluyong City,


ARSENIO C. CABRERA, JR.
Secretary of the Meeting/
Corporate Secretary
T.I.N. 105-821-570

Attest:



CHINO CO
Chairman of the
Annual Stockholders' Meeting
held on 20 December 2013
167-858-435



JOSE FRANCISCO E. MIRANDA
Director
219-271-312



FLORENTINO M. HERRERA III
Director
106-098-926



DELFIN S. CASTRO, JR.
Director
164-381-790



RAYMOND T. KOA
Director
100-457-332

CHRISTOPHER GO

Director
141-971-650



LEONARDO B. CUA
Director
129-587-094



ARLENE M. MENDOZA
Director
129-587-094

FLORENCIO T. MALLARE
Independent Director
129-780-350



MANUEL G. ONG
Director
102-261-928

REPUBLIC OF THE PHILIPPINES)
MANDALUYONG CITY) S.S.

FEB 04 2014
SUBSCRIBED AND SWORN to before me this 20th day of December 2013 in
Mandaluyong City, affiants exhibited to me the following:

<u>Name</u>	<u>Competent Evidence of Identity</u>	<u>Date/Place Issued</u>
Chi Ho Co	T.I.N. 167-858-435	
Arsenio C. Cabrera, Jr.	T.I.N. 105-821-570	23 January 2012/Makati City
Jose Francisco E. Miranda	T.I.N. 219-271-312	
Florentino M. Herrera III	CTC No. 10660968	23 January 2012/Makati City
Delfin S. Castro, Jr.	T.I.N. 164-381-790	
Raymond T. Koa	T.I.N. 100-457-332	
Christopher Go	T.I.N. 141-971-650	
Leonardo B. Cua	T.I.N. 129-587-094	
Arelene M. Mendoza	T.I.N. 12-587-094	
Florencio T. Mallare	CTC No. 13975508	1 February 2013/Quezon City
Manuel G. Ong	CTC No. 33547542	16 January 2013/Malabon City

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
notarial seal on the date and place first above-written.

Doc. No.
Page No.
Book No.
Series of 2014

STEVEN G. GORDOLA
ATTORNEY PUBLIC
COMMISSION EXPIRES DEC. 31, 2015
PTR NO. 000071, 1022014, Q.C.
ROLL OF ATTORNEY NO. 25103