

Republic of the Philippines}
 Makati City, Metro Manila} Sc.

CERTIFICATION

I, **JOHN R. SADULLO**, of legal age, Filipino, and with office address located at 2nd Floor, DMCI Plaza Bldg., 2281 Don Chino Roces Avenue, Makati City, being the duly elected and qualified Corporate Secretary of **Semirara Mining Corporation**, (the "Corporation"), a corporation duly organized and existing under the laws of the Republic of the Philippines, under SEC Certificate of Registration No. 0000091447, under oath, do hereby certify that:

1. Based on the records filed with the Corporation, the following members of the Board of Directors of the Corporation were present (✓)/absent (—) during the meeting of the Corporation's Board of Directors for the year 2011, to wit:

a) Composition of the Board **BEFORE** the May 2, 2011 Annual Stockholders' Meeting:

Name of Directors	2011 Board Meetings	
	Mar-7	Apr-27
David M. Consunji	✓	✓
Isidro A. Consunji	✓	✓
Victor A. Consunji	✓	✓
Jorge A. Consunji	—	✓
Herbert M. Consunji	✓	✓
Cesar A. Buenaventura	✓	✓
Ma. Cristina C. Gotianun	✓	✓
Ma. Edwina C. Laperal	✓	✓
George G. San Pedro	✓	✓
Victor A. Macalincag*	✓	✓
Federico E. Puno*	—	—

b) Composition of the Board **AFTER** the May 2, 2011 Annual Stockholders' Meeting:

Name of Directors	2011 Board Meetings			
	May-11 ¹	Jun-21	Jul-14	Nov-9
David M. Consunji	✓	✓	✓	✓
Isidro A. Consunji	✓	✓	✓	—
Victor A. Consunji	✓	✓	✓	✓
Jorge A. Consunji	✓	✓	✓	✓
Herbert M. Consunji	✓	✓	✓	—
Cesar A. Buenaventura	—	✓	✓	✓
Ma. Cristina C. Gotianun	✓	—	—	✓
Ma. Edwina C. Laperal	—	✓	✓	—
George G. San Pedro	—	✓	—	—
Victor A. Macalincag*	✓	✓	✓	✓
Federico E. Puno*	—	✓	✓	✓

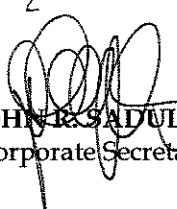
*Independent Director


¹ Organizational Meeting.

2. Based on the foregoing, no director has absented himself for more than fifty percent (50%) from all meetings of the Board of Directors during the twelve-month period of his incumbency.

3. I am executing this Certification to attest to the veracity of the foregoing statements and in compliance with the Revised Code of Corporate Governance and/or the adopted Revised Code of Corporate Governance of the Corporation.

IN ATTESTATION OF THE ABOVE, this certification was signed on ~~the~~ **JAN 13 2012** day of January 2012 at Makati City, Metro Manila, Philippines.



JOHN R. SADULLO
Corporate Secretary

Countersigned by:

DAVID M. CONSUNJI
Chairman of the Board

JAN 13 2012

SUBSCRIBED AND SWORN, to before me on this ____ day of January 2012, at Makati City, Metro Manila, Philippines, by John R. Sadullo who has satisfactory proven to me his identity through his Philippine Passport with Passport No. WW0173800 expiring on September 8, 2012 and issued at Manila, Philippines; and that he is the same person who personally signed before me the foregoing Certification and acknowledged that he executed the same.

Doc. No. 72 ;
Book No. 16 ;
Page No. CXV
Series of 2012.


ATTY. BASILIO D. GASCON, JR.
NOTARY PUBLIC FOR MAKATI CITY
UNTIL DECEMBER 31, 2013
NOTARY PUBLIC APPOINTMENT NO. M-46
ROLL OF ATTORNEY NO. 51633
MCLE COMPLIANCE NO. 111-0008967, MAY 17, 2010
IBP LIFE MEMBER ROLL NO. 09-14 / ZAMBALLES CHAPTER
PTR NO. 3175892 / MAKATI CITY
2/F DMCI HOMES CORPORATE CENTRE
1521 APOLLINARU STREET, BANGKAL
MAKATI CITY, METRO MANILA

Republic of the Philippines}
Makati City, Metro Manila} S.S.

CERTIFICATE

I, **MA. CRISTINA C. GOTIANUN**, of legal age, Filipino, with office address located at 2nd Floor, DMCI Plaza, 2281 Don Chino Roces Avenue, Makati City, under oath, does hereby depose and state that:

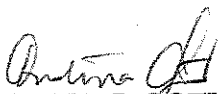
1. I am the incumbent Compliance Officer of **Semirara Mining Corporation**, (the "Corporation"), a corporation duly organized and existing under the laws of the Republic of the Philippines, with the same office address above-mentioned;

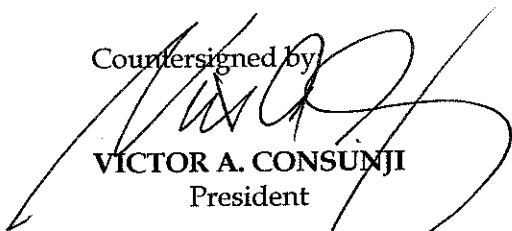
2. In 2011, the Corporation substantially adopted all the provisions of the Revised Code of Corporate Governance, as prescribed by SEC Memorandum Circular No. 6 dated June 22, 2009; and that the relevant Circulars on Corporate Governance have been monitored;

3. There were minor deviations in its compliance from the adopted Revised Code of Corporate Governance due mainly to organizational changes and issues that need to be addressed accordingly; and

4. I am issuing this Certificate in compliance with the requirement of the Securities and Exchange Commission on the annual reporting on the Corporation's compliance with the Revised Code of Corporate Governance.


IN ATTESTATION OF THE ABOVE, I have signed this Certificate **JAN 13 2012** January 2012, at Makati City, Philippines.


MA. CRISTINA C. GOTIANUN
Compliance Officer

Countersigned by

VICTOR A. CONSUNJI
President

SUBSCRIBED AND SWORN, to before me on **JAN 13 2012** January 2012, at Makati City, Metro Manila, by Ma. Cristina C. Gotianun who has satisfactory proven to me her identity through her Philippine Passport with Passport No. XX3803011 issued in DFA, Manila and expiring on May 26, 2014; and she is the same person who personally signed before me the foregoing Certificate and acknowledged that she executed the same.

Doc. No. 71;
Book No. 16;
Page No. CXV;
Series of 2012.


ATTY. BASILIO D. GASCON, JR.
NOTARY PUBLIC FOR MAKATI CITY
UNTIL DECEMBER 31, 2013
NOTARY PUBLIC APPOINTMENT NO. M-45
ROLL OF ATTORNEY NO. 51657
MCLE COMPLIANCE No. 111-0008957. MAY 17, 2010
IBP LIFE MEMBER ROLL NO. 09147/ZAMBALLS CHAPTER
PTR NO. 3175892/MAKATI CITY
2/F DMCI HOMES CORPORATE CENTRE
1321 APRILINARU STREET, BANGKAL
MAKATI CITY, METRO MANILA