



March 7, 2011

The Philippine Stock Exchange, Inc. 3/F Philippine Stock Exchange Plaza Ayala Triangle, Ayala Avenue, Makati City Tel No: 6887504

Attention:

Ms. Marsha Resureccion

Head, Listing Department

Mr. Areson R. I. Cuevas

Listing Analyst

Re:

Semirara Mining Corporation

Use of Proceeds – change in schedule

Gentlemen:

We refer to the Use of Proceeds for the stock rights offering of Semirara Mining Corporation (the "Company") disclosed in the Prospectus dated June 10, 2010, which provides the following schedule:

Creditor	Amounts	Due Date	Purpose
Marubeni Corporation	\$32.25 million*	4Q2011	Equipment
Waldell Co. poversor	•	and 1Q2012	purchase

^{*}Converted to ₽ using conversion rate of \$1.00 to ₱44.50

In this regard, please be advised that in order to save on interest payments, the Company has accelerated loan repayment and will apply the remaining PhP600,191,852.41 of the SRO Proceeds for payment due on the First Quarter of 2011 as indicated in the amended schedule below.

Creditor	Amounts	Due Date	Purpose
Marubeni Corporation	\$32.25 million	4Q2010	Equipment
Warubelli Corporation	T	and 1Q2011	purchase

Moreover, we wish to add that the Company adhered to the original schedule for the Use of Proceeds for the tugboats and barges, and mining equipment notwithstanding the Exchange previous approval dated July 28, 2010 allowing increase in allocation for tugboats and barges to USD\$15.0 Million and reduced the allocation for mining equipment to USD\$5 Million.

The foregoing changes are consistent with the Company's statement on page 32 of the Prospectus, referring to the originally approved breakdown and schedule of payments, that "The foregoing discussion represents a best estimate of the use of proceeds of the Offer based on the Company's current plans and anticipated expenditures." Attached is the Board resolution pertaining to the approval of the amendment in schedule of payment.

Thank you and kind regards.

Very truly yours,

Corporate S

SECRETARY'S CERTIFICATE

I, JOHN R. SADULLO, of legal age, Filipino, and with office address located at the 2nd Floor, DMCI Plaza Bldg., 2281 Don Chino Roces Avenue, Makati City, Metro Manila, do hereby certify that at the Special Meeting of the Board of Directors of SEMIRARA MINING CORPORATION (the "Corporation") held at the 3rd Floor, Dacon Bldg., 2281 Don Chino Roces Avenue, Makati City, on March 7, 2011, the following resolutions were unanimously approved and adopted:

Directors' Resolution

"WHEREAS, the Corporation, in its Prospectus dated June 10, 2010 for its Stock Rights Offering ("SRO") covering 59,375,000 common shares at an offer price of PHP 74.00/share, declared that the schedule for the Use of Proceeds are as follows:

Creditor	Amounts	Due Date	Purpose
Marubeni Corporation	\$32.25 million*	4Q2011	Equipment
·		and 1Q2012	purchase

^{*}Converted to ₽ using conversion rate of \$1.00 to ₽44.50

"WHEREAS, the Corporation in its letter to the Philippine Stock Exchange dated July 23, 2010 requested for the revision of schedule of Use of Proceeds schedule for the items, as follows:

Capital Expenditure	Amounts	Due Date
Mining equipment Tugboats and barges	\$ 5.0 million \$ 15.0million	July 30-September 30, 2010 July 5, 2010/August 15, 2010
	\$20.0million*	

^{*}Converted to \cancel{P} using conversion rate of \$1.00 to \cancel{P} 44.50

"WHEREAS, the Prospectus of the Company acknowledges that the immediately preceding schedule is not conclusive but represents a best estimate only of the Use of Proceeds of the Offer based on the Company's current plans and anticipated expenditures;

"WHEREAS, there is a need to effect amendments to the foregoing schedules for the Marubeni debt to save on interest and to confirm the reversion to the original schedule for the capital expenditures, both of which will redound to the best interests of the Company and the shareholders as whole;

NOW, THEREFORE, RESOLVED, as it is hereby resolved, that the Board of Directors of the Corporation authorize, as it hereby authorizes, the Corporation to revised the schedules on the utilization of SRO proceeds disclosed in its Prospectus dated June 10, 2010, as follows:

Creditor	Amounts	Due Date	Purpose
Marubeni Corporation	\$32.25 million*	4Q2010 & 1Q2011	Equipment
•			purchase

Capital Expenditure	Amounts	Due Date
Mining equipment Tugboats and barges	\$10.0 million \$ 10.0million	July 30-September 30, 2010 July 5, 2010/August 15, 2010
	\$20.0million*	

^{*}Converted to ₽ using conversion rate of \$1.00 to ₽44.50

MAR 0 7 2011 day of March 7, 2011 at IN WITNESS WHEREOF, I have hereunto set my hand on this Makati City, Metro Manila.

> JOHN R Corporate perfetary

day of March 2011 at Makati City, by SUBSCRIBED AND SWORN, to before me on this John R. Sadullo who has satisfactory proven to me his identity through his Passport WW0173800 valid until September 8, 2012, and that he is the same person who personally signed before me the foregoing Secretary's Certificate and acknowledged that he executed the same:

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