

REVISED AUDIT COMMITTEE CHARTER MANILA MINING CORPORATION

The AUDIT COMMITTEE (“Committee”), constituted by the Board of Directors of Manila Mining Corporation to assist the Board in its oversight responsibilities in respect of financial reporting and disclosures, risk management, internal control, management, internal audit and external audit, hereby adopt this Audit Committee Charter setting forth the Committee’s membership, structure, powers, functions and responsibilities.

Section 1. Composition of the Committee and qualifications of members

- 1.1 The Committee shall be composed of three members, preferably with accounting or finance backgrounds, appointed by the Board of Directors from among themselves. The Chairman of the Committee should be an Independent Director as defined herein.
- 1.2 An Independent Director is a person who apart from his fees and shareholdings is independent of management. His qualifications and tenure is subject to the provisions of SEC Memorandum Circular Nos. 16, Series of 2002; 9, Series of 2009; and 9, Series of 2011.
- 1.3. There should be a member who is knowledgeable about regulatory issues in the mining industry.

Section 2. Meetings

- 2.1 The Committee shall meet at least once every quarter.
- 2.2 The presence of at least two (2) members shall constitute a quorum for the transaction of business by the Committee.
- 2.2. The Committee shall appoint a Secretary who will record the minutes of Committee meetings.
- 2.3. Unless omitted in the Notice of Meeting, meetings of the Committee shall be attended by the Head of Internal Audit and the Chief Finance Officer or Controller.

Section 3. Powers of the Committee. The Committee shall:

- 3.1 Have direct access to senior management, including the Chief Executive Officer and Chief Financial Officer, Internal Audit Department and the external auditor.
- 3.2 Have direct access to the Company’s financial records.

- 3.3 Have direct access to financial resources for the dispensation of its functions, including the engagement of advisors or consultants and attendance of trainings and seminars.
- 3.4 Require any officer or department head of the Company to report to the Committee at any regular or special meeting.

Section 4. Responsibilities of the Committee

- 4.1 Perform oversight financial management functions specifically in the areas of managing credit, market, liquidity, operational, legal and other risks of the company, and crisis management.
- 4.2 Perform oversight functions over the corporation's internal and external auditors. It should ensure that the internal and external auditors act independently of each other, and that both auditors are given unrestricted access to all records, properties and personnel to enable them to perform their respective audit functions.
- 4.3 Assist the Board in the performance of its oversight responsibility for the monitoring of compliance with applicable laws, rules and regulations.
- 4.4 Elevate to international standards the accounting and auditing processes, practices and methodologies.
- 4.5 Ensure that a business continuity plan is in place.
- 4.6 Report to the Board quarterly its activities and findings.
- 4.7 Review the reports submitted by the internal and external auditors.
- 4.8 Review the status of all internal audit and external audit recommendations and their implementation.
- 4.9 Review and approve the annual internal audit plan. The plan shall include, among others, a) the resources and budget necessary to implement it; b) audit scope and frequency; and c) a review of internal control mechanisms, related party transactions, fraud prevention and risk awareness.
- 4.10 Ensure that the Internal Audit head functionally reports directly to the Committee and is free from interference by outside parties.
- 4.11 Recommend to the Board the appointment of the Company's External Auditor.
- 4.12 Prior to the commencement of the audit, discuss with the external auditor the nature, scope and expenses of the audit.

- 4.13 Check financial reports against compliance with both internal financial management handbook and pertinent accounting standards, including regulatory requirements and issue certifications on critical compliance issues.
- 4.14 Evaluate and determine the non-audit work, if any, of the external auditor, and review periodically the non-audit fees paid to the external auditor; the committee shall disallow any non-audit work that will conflict with the external auditor's duties as such or may pose a threat to his independence. The non-audit work, if allowed, should be disclosed in the company's annual report.
- 4.15 Assess its performance regularly.

Makati City, ____ November 2012.