

January 14, 2010

PHILIPPINE STOCK EXCHANGE, INC.
4th Floor, PSE Exchange Center Building
Exchange Road, Ortigas Center
Pasig City

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

Gentlemen :

We are furnishing you a copy of compliance attributable to the directive of the Securities and Exchange Commission (SEC) regarding the PetroEnergy Resources Corporation's Certificate of Attendance of various meetings of the Board of Directors and Certificate of Compliance with the Manual of Corporate Governance. (Please see attached received copy from SEC).

Thank you.

Very truly yours,


ARLAN P. PROFETA
Head, Corporate and Legal Affairs

/seb



101132010001465



SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills, Mandaluyong City, Metro Manila, Philippines
Tel: (632) 726-0931 to 39 Fax: (632) 725-5293 Email: mis@sec.gov.ph

Barcode Page

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Company Information

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Company Type Stock Corporation

Document Information

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Remarks CERTIFICATION

COVER SHEET

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SEC Registration Number

P E T R O E N E R G Y R E S O U R C E S C O R P O R A T I O N

Grid for company name continuation

(Company's Full Name)

7 T H F L O O R J M T B U I L D I N G

A D B A V E N U E O R T I G A S C E N T E R

P A S I G C I T Y

Grid for business address continuation

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

ARLAN P. PROFETA

(Contact Person)

637-2917

(Company Telephone Number)

1 2 3 1

Month Day
(Fiscal Year)

1 7 - C

(Secondary License Type, If Applicable)

0 7 2 2

Month Day
(Annual Meeting)

Dept. Requiring this Doc.

Dept. Requiring this Doc.

Amended Articles Number/Section

Amended Articles Number/Section

Total No. of Stockholders

Total No. of Stockholders

Domestic

Domestic

Foreign

Foreign

To be accomplished by SEC Personnel concerned

File Number

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LCU

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January 13, 2010

SECURITIES AND EXCHANGE COMMISSION

SEC Building, E. de los Santos Avenue
Ortigas Center, Mandaluyong City

Attention : **Atty. Justina F. Callangan**
Director – Corporation Finance Department

Gentlemen :

We are furnishing you a copy of PetroEnergy Resources Corporation's Certificate of Attendance in various meetings of the Board of Directors and Certificate of Compliance with the Manual of Corporate Governance.

Thank you.

Very truly yours,



ARLAN P. PROFETA
Head, Corporate and Legal Affairs

/seb

SWORN CERTIFICATION

I, **ATTY. SAMUEL V. TORRES**, Corporate Secretary of PetroEnergy Resources Corporation, ("Corporation"), of legal age, married and with office address at the Ground Floor, Grepalife Building, 219 Sen. Gil J. Puyat Avenue, Makati City, after having been sworn to in accordance with law, do hereby certify, that:

1. Four (4) Board, one (1) stockholders' and one (1) organizational meetings were held by the Corporation on the following dates for the year 2009:

- a) February 17, 2009
- b) July 22, 2009
- c) July 22, 2009 (stockholders' and organizational meetings)
- d) October 20, 2009
- e) December 16, 2009

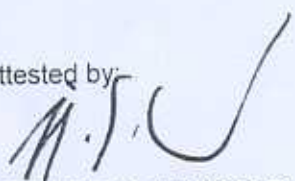
2. The following directors attended the abovementioned meetings as indicated by the letters opposite their names:

- | | |
|------------------------------|-----------------------|
| 1. Mr. Rizalino S. Navarro | - complete attendance |
| 2. Mr. Cesar A. Buenaventura | - complete attendance |
| 3. Mr. Walter W. Brown | - b, c, d, |
| 4. Ms. Helen Y. Dee | - complete attendance |
| 5. Ms. Milagros V. Reyes | - complete attendance |
| 6. Ms. Yvonne S. Yuchengco | - complete attendance |
| 7. Mr. Eric O. Recto | - complete attendance |

IN WITNESS WHEREOF, I have hereunto set my hand this **JAN 13 2010** day of January, 2010 at Makati City, Metro Manila


SAMUEL V. TORRES
Corporate Secretary

Attested by:



RIZALINO S. NAVARRO
Chairman of the Board

JAN 13 2010

SUBSCRIBED AND SWORN to before me this _____ day of January, 2010 at **MANILA** City, affiants exhibiting to me their Community Tax Certificate Numbers:

Samuel V. Torres - CTC No. 11263178 issued on January 09, 2009 at Quezon City
Rizalino S. Navarro - CTC No. 03265917 issued on March 12, 2009 at Manila.

Doc. No. 477
Page No. 18
Book No. P-111
Series of 2010.


ATTY. DELE R. AGCAOLI JR.
NOTARY PUBLIC
PTR NO. 9256233-01/7/2010 MLA
IBP NO. 794114-01/7/2010 MLA
ROLL NO. 24655/TINNO. 14-S19-066

CERTIFICATION

KNOW ALL MEN BY THESE PRESENTS:

I, **ARLAN P. PROFETA**, of legal age, Filipino, and with office address at 7th Floor, JMT Building, ADB Avenue, Ortigas Center, Pasig City, after being duly sworn to in accordance with law, hereby depose and say that:

1. I am the incumbent Compliance Officer/Alternate of **PETROENERGY RESOURCES CORPORATION** (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with principal office at 7th Floor, JMT Building, ADB Avenue, Ortigas Center, Pasig City;
2. In 2009, the Company substantially adopted all the provisions of the Manual on Corporate Governance.
3. There are currently no major deviations from the adopted Manual on Corporate Governance; and
4. I am issuing this Certificate in compliance with the requirement of the Securities and Exchange Commission on the annual reporting on the Company's compliance with the Manual of Corporate Governance.

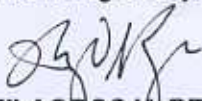
JAN 13 2010

IN WITNESS WHEREOF, I have signed this Certificate this ____ of January, 2010 at Pasig City, Philippines.



ARLAN P. PROFETA
Compliance Officer/Alternate

Countersigned by:



MILAGROS V. REYES
President

JAN 13 2010

SUBSCRIBED AND SWORN to before me this ____ day of January 2010 at Pasig City, affiant exhibited to me his Driver's License No. D06-92-090742, issued on December 01, 2009, and which expires on November 19, 2013.

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Page No. 1/8
Book No. 15/11
Series of 2010


ATTY. DELFINO B. AGCA JR.
NOTARY PUBLIC
PTR NO. 9236633-01/7/2010 MLA
IBP NO. 794114-01/7/2010 MLA
ROLL NO. 24655/TIN NO. 144-519-066