

REPUBLIC OF THE PHILIPPINES )  
\_\_\_\_\_ ) S.S.

### SECRETARY'S CERTIFICATE

I, **(name of Corporate Secretary or Assistant Corporate Secretary)**, of legal age, Filipino citizen, with office address at **(address)**, after having been sworn in accordance with law, do hereby depose and state the following:

1. I am the duly elected and qualified Corporate Secretary of **(name of corporation)** ("the Corporation"), a corporation duly organized and existing under Philippine laws with principal office address at **(address)**.
2. At the Regular/Special Meeting of the Board of Directors of the Corporation held on **(date)** at its principal office, the following resolution was adopted:

"RESOLVED, that **(name of person)**, or in his absence, the Chairman of the Stockholders' Meeting is hereby appointed and authorized as the Corporation's proxy to represent and vote all of its shares of stock in AXELUM RESOURCES CORP. ("ARC") in any and all regular or special stockholders' meetings of ARC with full power and authority to vote the said shares in any manner that the said proxy may choose to do so, and the Corporation hereby ratifies all votes made by the said proxy as its own;

"RESOLVED FURTHER, that this proxy shall continue to be valid and effective for a period of five (5) years from the date of this meeting."

3. As far as I am aware, the above resolutions have not been revoked or cancelled and, as of date of this certification, remain in full force and effect.

IN WITNESS WHEREOF, I have hereunto set my hand this \_\_\_\_\_ at \_\_\_\_\_.

**(name of corporate/assistant corporate secretary)**  
Corporate/Assistant Corporate Secretary

SUBSCRIBED AND SWORN to me before this \_\_\_\_\_, Affiant having exhibited to me his/her ID \_\_\_\_\_ issued on \_\_\_\_\_ at \_\_\_\_\_.

Doc. No. \_\_\_\_\_;  
Page No. \_\_\_\_\_;  
Book No. \_\_\_\_\_;  
Series of \_\_\_\_\_.

notary public