



NOTICE OF SPECIAL SHAREHOLDERS MEETING

Notice is hereby given that **ATLAS CONSOLIDATED MINING AND DEVELOPMENT CORPORATION** ("AT" or the "Corporation") will hold its Special Shareholders' Meeting (the "Meeting" or "SSM") on 21 February 2017, 2:00 p.m. at the Coral B Function Hall, One Esplanade Building, Seaside corner J.W. Diokno Boulevard, Mall of Asia Complex, Pasay City with the following:

AGENDA

- I. Call to Order
- II. Proof of Notice of Meeting & Determination of Quorum
- III. Amendment to the Articles of Incorporation:
 - Increase in the authorized capital stock by PhP2.5B, from PhP6B to PhP8.5B divided into 8.5B common shares with a par value of PhP1.00 per share of stock and the amendment of Article VII to reflect the capital increase.
- IV. Approval /Authority:
 - Issuance of Shares out of the increase in the authorized capital stock.
 - Issuance of Warrants and the underlying common Shares as a result of the exercise of the Warrants.
 - Waiver of public or rights offering
- V. Other Matters
- VI. Adjournment

Only Shareholders of record as of 27 December 2016 are entitled to receive notice of and to vote at, the Meeting. The Shareholders' list will be available for inspection thirty (30) calendar days prior to the date of the SSM at the principal office located at the 5th Floor, FiveE-Com Center, Palm Coast corner Pacific Drive, Mall of Asia Complex, Pasay City, Philippines 1300 ("Office").

Shareholders who cannot attend the Meeting in person may, at their option, designate their authorized representatives by submitting to the Office their proxies no later than 5:00 p.m. on 15 February 2017. Validation thereof shall be on 20 February 2017. The submission of a proxy will not affect your right to vote in person should you decide to attend the Meeting.

Please bring proper identification card/s to facilitate registration which will start at 1:00 p.m.

Pasay City, Metro Manila, 9 December 2016.

For the Board of Directors:


Maria Eleonor A. Santiago
Assistant Corporate Secretary

EXPLANATION OF AGENDA ITEMS

1. *Call to Order*

2. *Proof of Notice of Meeting and Determination of Quorum*

The Corporate Secretary, Atty. Roderico V. Puno, will certify that copies of the Notice and Agenda of the Special Shareholders' Meeting together with the Information Statement and Proxy Form were delivered to the Shareholders as of record date on 27 December 2016 as well as the date of publication of Notice. Likewise, based on the number of shares owned by Shareholders present or represented by proxy at the Meeting, the Corporate Secretary will certify whether a quorum exists for the valid transaction of business.

3. *Amendment to the Articles of Incorporation*

The Board of Directors recommends the increase in the Authorized Capital Stock (ACS) and consequently the Amendment to Article VII of the Articles of Incorporation (the "Amendment"). The increase in the ACS will enable AT to have sufficient unissued capital stock to be able to fulfill the proposed issuance of Warrants and the underlying common Shares of Stock as a result of the exercise of the Warrants coupled with the flexibility to raise fresh funds. With available and sufficient unissued capital stock, AT will have the capability for any future capital initiative.

4. *Share Issue*

The Share Issue will constitute the minimum subscription and paid up requirement to the proposed increase in ACS in pursuant to the Corporation Code's requirements for the increase in ACS and amendment to the Articles of Incorporation.

5. *Warrant Issue*

The Board of Directors approved to refinance the US\$300 Million of existing bonds at its wholly-owned subsidiary, Carmen Copper Corporation, as well as AT's existing bank debts and Shareholders' advances, into a subordinated loan with warrants. Approximately 5.6 Billion Warrants and the corresponding 5.6 Billion underlying Common Shares of Stock as a result of the exercise of the Warrants shall be issued by the Corporation to its major Shareholders or their assigns at the Exercise Price of Php4.3842, the 90-day VWAP preceding the Pricing Date.

6. *Waiver of public or rights offering*

The Corporate Secretary will discuss the requirement for the Corporation to seek a waiver of the conduct of a rights or public offer for the Shares subscribed out of the increase in the capital stock, the issuance of Warrants and underlying common Shares of Stock as a result of the exercise of the Warrants by a majority vote representing the outstanding shares held by the minority Shareholders present or represented at the Meeting.

7. *Other Matters*

Other business not specifically referred to above may be raised by the Shareholders. The Chairman will decide whether such business may be properly taken up in the meeting or in another Shareholders' meeting or other proper forum.