

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

Notice is hereby given that **ATLAS CONSOLIDATED MINING AND DEVELOPMENT CORPORATION** ("AT" or the "Corporation") will hold its Annual General Meeting of Shareholders ("AGM" or the "Meeting") on 27 July 2017, 2:00 p.m. at the Function Room 1, SMX Convention Center Manila, Mall of Asia Complex, Pasay City (1300) for the transaction of the following business:

AGENDA

- I. Call to Order
- II. Proof of Notice of Meeting & Determination of Quorum
- III. Approval of the Minutes of:
 - Annual General Meeting of Shareholders (AGM) on 29 April 2016; and
 - Special Shareholders' Meeting (SSM) on 21 February 2017
- IV. Annual Report for 2016
- V. Amendment to AT's Articles of Incorporation: Article VII, increase in the authorized capital stock (ACS)
- VI. Issuance of 1,472,500,000 shares & waiver of the conduct of public or rights offering
- VII. Election of Directors (including Independent Directors)
- VIII. Ratification of acts and resolutions of the Board of Directors and Management
- IX. Appointment of External Auditor
- X. Other Matters
- XI. Adjournment

Only Shareholders of record as of 1 April 2017 are entitled to receive notice of, and to vote at, the Meeting. The Shareholders' list is available for inspection at the principal office located at the 5F FiveE-com Center, Palm Coast Avenue corner Pacific Drive, Mall of Asia Complex, Pasay City (1300) (the "Office"). The Stock and Transfer book of the Corporation will not be closed.

Any Shareholder who wishes to authorize a proxy to act for and in his behalf during the Meeting must submit a duly accomplished proxy to the Office on or before 20 July 2017. Validation of proxies is set on 21 July 2017.

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

Pasay City, Metro Manila, 1 June 2017.

Thank you.


Maria Eleonor A. Santiago
Assistant Corporate Secretary

EXPLANATION OF AGENDA ITEMS

Proof of Notice of Meeting and Determination of Quorum:

The Corporate Secretary will certify that copies of the Notice and Agenda of the AGM with the Information Statement and Proxy Form were sent to Shareholders of record as of 1 April 2017 as well as the date of publication of Notice in newspapers of general circulation. The Corporate Secretary will further certify the existence of a quorum. The Shareholders present, in person or by proxy, representing a majority of the outstanding capital stock shall constitute a quorum for the transaction of business.

Approval of the Minutes of the AGM on 29 April 2016 and SSM on 21 February 2017:

The Minutes of the AGM held on 29 April 2016 and SSM on 21 February 2017 will be posted at the Corporation's Website. A resolution approving the minutes will be presented to the Shareholders for approval.

2016 Annual Report and Audited Financial Statements:

The President will report on the Corporation's financial and operating results for the year 2016. The Audited Financial Statements (AFS) as of 31 December 2016 are embodied in the Information Statement to be sent to Shareholders at least 15 business days prior to the AGM. The AFS have been reviewed by the Audit and Risk Management Committee (ARMC), the Board of Directors (BOD) and audited by the external auditor. A resolution noting the Report and approving the AFS will be presented to the Shareholders for approval.

Amendment of AT's Articles of Incorporation (AOI):

The BOD resolution amending Article VII of AT's AOI will be presented to the Shareholders for their approval. The amendment pertains to the increase in the capital stock of AT to Php8.89billion divided into 8.89billion shares with a par value of Php1.00 per share of stock.

Waiver of the conduct of a rights or public offering:

The minority Shareholders present or represented at the Meeting will be asked to approve the waiver of the conduct of a rights or public offering for the 1,472,500,000 shares to be subscribed and issued equivalent to 25% of the aggregate increase in the capital stock of the Corporation from Php3b to Php8.89b divided into 8.89b shares of common stock.

Election of Directors (including Independent Directors):

The nominated directors were determined to be qualified and competent by the Nomination Committee after their qualifications were duly reviewed. The Corporation's Nomination Committee recommends their election. The list of nominees and their profiles are provided in the Information Statement and in the company website for examination by the Shareholders.

Ratification of acts and resolutions of the Board of Directors (BOD) and Management for 2016

All acts, resolutions and proceedings of the BOD, BOD Committees and the Management of AT from the date of the last AGM to the date of this Meeting, including all significant related party transactions, will be presented to the Shareholders for their approval and ratification.

Re-appointment of SGV as External Auditor

The BOD, based on the recommendation of the ARMC, endorses the re-appointment of Sycip Gorres Velayo & Company (SGV) as the Corporation's external auditor for 2017.

Other Matters

Other business as may properly come before the meeting may be raised. The Chairman will decide whether such business may be properly taken up in the meeting or in another Shareholders' meeting or other proper forum.