

## Atlas Consolidated Mining and Development Corporation

Minutes of the Annual General Meeting of the Shareholders  
Bonifacio and Jacinto Rooms (Meeting Rooms 2 & 3), Secretariat Building, PICC Complex, 1307, Pasay City  
26 April 2018, 2:00PM

	<i>No. of Shares</i>	<i>Percentage</i>
<i>No. of Shares present by proxy</i>	2,745,185,926	77.12%
<i>No. of Shares present in person</i>	2,091	0%
<i>Total No. of Shares represented by proxy and in person</i>	2,745,188,017	77.12%
<i>Total Issued and Outstanding Shares</i>	3,559,532,774	100%

### *Directors Present:*

<i>Alfredo C. Ramos</i>	<i>Chairman, Board of Directors</i>
<i>Frederic C. DyBuncio</i>	<i>Vice Chairman, Board of Directors Chairman, Executive Committee Member, Audit Committee</i>
<i>Adrian Paulino S. Ramos</i>	<i>President Member, Executive Committee</i>
<i>Martin C. Buckingham</i>	<i>EVP Member, Executive Committee</i>
<i>Gerard Anton S. Ramos</i>	<i>Member, Executive Committee Member, Audit Committee</i>
<i>Jose T. Sio</i>	<i>Member, Executive Committee</i>
<i>Laurito E. Serrano, Lead Independent Director</i>	<i>Chairman, Audit Committee Member, Board Risk Oversight Committee Member, Related Party Transaction Committee</i>
<i>Emilio S. de Quiros, Jr., Independent Director</i>	<i>Chairman, Board Risk Oversight Committee Member, Audit Committee Member, Corporate Governance Committee Member, Related Party Transaction Committee</i>
<i>Jay Y. Yuvallos</i>	<i>Member, Board of Directors</i>

### *Also Present:*

*Roderico V. Puno, Corporate Secretary*  
*Fernando A. Rimando, Chief Finance Officer*  
*Feliciano B. Alvarez, Chief Audit Executive*  
*Leila Marie P. Cabañes, Treasurer*  
*Maria Eleonor A. Santiago, Assistant Corporate Secretary*

### *I. Call to Order*

The Chairman of the Board, Mr. Alfredo C. Ramos, called the meeting to order at 2:00 p.m. and welcomed the Shareholders of Atlas Consolidated Mining and Development Corporation (“AT” or the “Corporation”) to

the 2018 Annual General Meeting (“AGM” or the “Meeting”). The Assistant Corporate Secretary, Atty. Maria Eleonor A. Santiago, recorded the minutes of the Meeting.

The Chairman informed the assembly that representatives of the Corporation’s external auditor, Sycip Gorres Velayo & Co. (“SGV”), were present in the Meeting.

## *II. Proof of Notice of Meeting and Determination of Quorum*

The Corporate Secretary, Atty. Roderico V. Puno, certified that:

1. Notices with the (i) *Agenda and Explanation*, and (ii) *Information Statement (IS)* as duly approved by the Securities and Exchange Commission (SEC) were sent to the Shareholders of record within the prescribed periods pursuant to the Corporation’s By-Laws and applicable rules. Said Notice and Agenda with Explanation were likewise published in 2 newspapers of general circulation, the Manila Standards and the Manila Times, both on 16 March 2018.
2. Based on (a) the proxies received and validated, and (b) the tabulation made at the Meeting there were present, in person or represented by proxy, Shareholders holding 2,745,188,017 shares of stock or 77.12% of the Corporation’s total outstanding capital stock.
3. There was a quorum for the transaction of business at the Meeting.
4. The Corporate Secretary then proceeded to explain the following Voting Procedure, as follows:
  - a. The required quorum for said Meeting was the presence, in person or by proxy, Shareholders holding a majority of the outstanding capital stock. To approve an item on the agenda, the affirmative vote of at least a majority of those present was required.
  - b. Voting by balloting. Shareholders who were present and did not submit proxies before the Meeting were given ballots upon registration.

In the case of proxies submitted prior to the Meeting, the proxies designated by the Shareholders to represent them were provided with ballots for casting in accordance with the Shareholders instructions, as indicated in the proxy.

- c. The Corporation distributed Proxy Forms to Shareholders, which contained each item on the Agenda that required Shareholders’ vote. There were spaces in the proxy for (i) APPROVE/RATIFY, or (ii) DISAPPROVE, or (iii) ABSTAIN, and the Shareholder should indicate how he wanted his shares to be voted. For the election of Directors, the names of all nominees were in the proxy with these options: (i) VOTE FOR; and (ii) WITHHOLD VOTE.
- d. The votes cast for each item of the Agenda would be announced when the particular item will be taken up by the body.

## *III. Approval of the Minutes of the 2017 AGM held on 27 July 2017*

The Chairman proceeded to the approval of the minutes of the AGM held on 27 July 2017 (the “2017 AGM minutes”). Copies of the 2017 AGM minutes were distributed at the registration area, uploaded in the Corporation’s website and made available to Shareholders for examination prior to the Meeting. There being no question, the Chairman requested for a motion for approval of the 2017 AGM. On motion and duly seconded, the Shareholders approved the 2017 AGM minutes:

*“Resolved, That the Shareholders of Atlas Consolidated Mining and Development Corporation (the “Corporation”) approve, as they hereby approve the Minutes of the Annual General Meeting of Shareholders (AGM) held on 27 July 2017.”*

As tabulated by the Stock and Transfer Service Inc.(STSI), the votes on the motion for the approval of 2017 AGM minutes:

	<i>Approve/Ratify</i>	<i>Disapprove</i>	<i>Abstain</i>
<i>Number of Voted Shares</i>	2,745,188,017	0	0
<i>Percentage of Shares Voted</i>	100%	0%	0%

*IV. Annual Report and Audited Financial Statements for the year ended 31 December 2017:*

The Chairman proceeded to the next order of business, the Annual Report on the activities and operations of the Corporation during the last fiscal year (the “Annual Report”) including the Corporation’s Audited Financial Statements ended 31 December 2017 (“2017 AFS”). The 2017 AFS and Annual Report were appended to the IS which were sent to the Shareholders and likewise made available to them for examination prior to the Meeting.

The Chairman gave the floor to the Corporation’s President, Mr. Adrian Paulino S. Ramos, to render the Annual Report and thereafter take up the remaining items in the agenda. The President reported as follows:

*“Ladies and gentlemen, distinguished guests – good afternoon.*

*2017 proved to be a period of positive developments for the mining industry and for Atlas. On one hand, the commodities market sustained its strong performance that started in the last quarter of 2016; and there were no complications and challenges on the regulatory aspects of our operations. On the other hand, the strategies that Atlas laid out and pursued to optimize its operations and its cash flows have allowed your Company to survive the low-price years and positioned it to pursue recovery in the coming years. Indeed, these set a stable base to start 2018 and to continue pursuing an efficient operation as the market and regulatory conditions improve.*

*The improvement in Cu price started at around November 2016 when it breached the \$5,000/t resistance level. This momentum continued on in 2017 with Cu price reaching \$7,000/t in the last two months of the year. With the improving market situation, Atlas realized an average copper price of \$2.78/lb in 2017 or an increase of 26% compared to the realized average price in 2016 of \$2.21/lb.*

*Forecasts from most industry sources continue to be positive with supply and demand seen to be in balance in the near term and demand outpacing supply in the longer term. For example, a global commodity research and consultancy group, Wood Mackenzie, anticipates the industry to be in balance and forecasts that copper price be about \$6,400 in 2018 and improve to \$7,039 in 2020.*

*In 2017, Atlas continued implementing the comprehensive plan that it started in 2016 which maintained mill throughput at the Carmen Copper Mine in Cebu at around 40ktpd. Correspondingly, the average daily mill throughput declined by 15% from 45ktpd in 2016 to 39ktpd in 2017. Throughput was lower than the 40ktpd benchmark due to difficulties at the mine caused by the unusually high levels of rainfall. Coupled with lower ore grade, copper metal produced decreased by 24% from 102.9 million lbs to 78.2 million lbs; while gold decreased from 34 thousand ounces to 22 thousand ounces. Shipment accordingly decreased by 27% for copper and 41% for gold.*

*The key aspect of the comprehensive plan to reduce throughput is that it allowed also for lower stripping volumes. This resulted to a significant reduction in capex spent from \$102 million in 2015 to \$39 million in 2016 and \$76 million in 2017. The reduction was mainly from the reduction in stripping capex which decreased from \$83 million in 2015 to \$34 million in 2016 and \$29 million in 2017. Equipment capex for 2017 increased to \$47 million as there was a need to re-fleet old mining equipment and to perform major change-outs that are required every 3 years for trucks and excavators.*

*The slowing down of stripping was a temporary measure and advance stripping may fully resume to ensure proper mine planning and delivery of ore. With the sustained improvement in copper prices in 2017 and to prepare the mine for higher and sustained ore production in 2018, Atlas accordingly resumed waste stripping at the Carmen pit starting in Q3 of 2017. This brought total waste moved to 54 million tons in 2017 compared to 41 million tons of budget for 2018 and 48 million tons moved in 2016. Advance stripping will also continue in 2018 and in succeeding years in accordance with the optimized mine plan being finalized by management.*

*The cornerstone of the strategies of Atlas in the period of lower copper prices is operational efficiencies and cost optimization. Atlas continued focusing on operational efficiencies and cost optimization in 2017. C1 cash cost was contained at \$1.76/lb Cu in 2017 from \$1.39/lb Cu in 2016 and \$1.72/lb Cu in 2015. The increase in 2017 was brought about by higher waste charged to operation, lower volume, lower grade and lower gold credits. Efficiencies attained in ore processing and mining helped contain the adverse impact of these factors. The containment of operating expenses was also a combined result of several efforts including containing headcount after the right sizing program implemented in 2016 and lower smelting charges.*

*Atlas posted a consolidated net loss of PhP1.97 billion for the year 2017. Underlying earnings improved but provisions for mark to market losses for copper price hedges and for effective interest rates on certain loans affected the bottom line. Without these mark to market provisions, the underlying net loss would have been PhP745 million compared to PhP879 million for the same period last year. Improvements in copper price in 2017 and with the help of contained costs pushed the earnings before interest, tax, depreciation and amortization (EBITDA) to PhP3.81 billion, 20% higher than the PhP3.17 billion earnings for 2016.*

*Atlas is a responsible mining company. The demands of a mining operation require Atlas to manage risks round the clock, 365 days a year. Our people imbibed safety as a way of life...it is our culture. Adherence to safety and health standards consistent to DENR DAO No. 2000-98 and to OHSAS 18001:2007 (Occupational Health and Safety Assessment Series) ensures compliance with regulatory requirements.*

*In December 2017, Carmen Copper passed the 2nd SGS Surveillance Audit with no major non-conformance found and thus, Carmen Copper was granted another year of certification of its Integrated Management System ("IMS") covering OHSAS 18001:2007 for Occupational Health and Safety Management. Atlas also improved its safety performance with low lost-time accidents for the past three years.*

*Atlas is committed to protect and enhance the environment, reduce ecological footprint of its activities and maintain an excellent track record in responsible mining. Atlas continues to ensure compliance with the applicable environmental laws, regulations and orders, and ISO standards which your Company is currently certified.*

*In support of the MGB's Mining Forest program, 9.5 hectares of mine affected areas were reforested with 15,817 seedlings planted and CCC donated about 35,515 seedlings to various government agencies and private entities in support of their respective reforestation activities.*

In 2017, CCC spent more than Php468 million for its Environmental Protection and Enhancement Program (“EPEP”), approximately 73% of which went to the various environmental maintenance activities while 27% was spent for climate change mitigation programs, capital expense projects and research development programs.

Carmen Copper Corporation has consistently been conferred with awards and recognition by DENR and by the Philippine Mine Safety and Environment Association for its various environmental initiatives.

Atlas is committed to help uplift the welfare of its host communities. To this end, Atlas works closely with the communities on health, education, livelihood, infrastructure and other related projects that will boost economic growth in the communities. In 2017, we spent Php105 million in 2017 for its SDMP geared towards developing responsible, self-reliant and sustainable communities in our 4 host and 13 neighboring barangays in Toledo City.

And so with the positive developments on the market and regulatory conditions, we continue to be focused in implementing the established key strategies in the years ahead. As in the previous year, we will continue to work hard on:

- Improving productivity
- Cost containment
- Enhancing by-products
- Resuming stripping, and
- Safety, environment and social development

Finally, on behalf of the Board and Management of Atlas Mining – we again express our appreciation for your faith in the company during this difficult industry period. We remain confident of the sustained momentum towards recovery and growth of the mining industry and our Company. With your continued support, we will work hard to pursue the plans to make our Company recover and grow.”

Copies of the relevant presentation slides are integrally attached hereto as Annex “A” and deemed incorporated into these Minutes.

After the presentation, the acting Chairman of the Meeting inquired whether there were questions regarding the Annual Report.

As there was no question raised, a Shareholder moved for the approval of the Annual Report and the 2017 AFS. Upon motion made and duly seconded, the following resolutions were passed and adopted:

*“Resolved, That the Annual Report as of 31 December 2017 of Atlas Consolidated Mining and Development Corporation (“AT” or the “Corporation”) is noted, approved and ratified.”*

*“Resolved, Further, That the Shareholders of AT approve and ratify the consolidated Audited Financial Statements of the Corporation and its subsidiaries as of 31 December 2017 ( the “AFS”) as audited by the Corporation’s external auditor, Sycip Gorres Velayo & Co. (SGV).“*

As tabulated by the STSI, the votes of shares present and represented, on the motion for the approval of the 2017 Annual Report and the 2017 AFS are as follows:

	<i>Approve/Ratify</i>	<i>Disapprove</i>	<i>Abstain</i>
<i>Number of Voted Shares</i>	<i>2,745,188,017</i>	<i>0</i>	<i>0</i>
<i>Percentage of Shares Voted</i>	<i>100%</i>	<i>0%</i>	<i>0%</i>

V. *Election of Directors (including Independent Directors)*

The next order of the business was the election of the members of the Board of Directors for the ensuing year. The Corporate Secretary announced the names of the nominees for the election to the Corporation's 11-member Board who were vetted and selected through the nomination process determined and implemented by the Corporate Governance (CG) Committee, in accordance with the procedure prescribed under the Corporation's By-Laws, Code of CG, CG Committee Charter, and based on legal requirements. The Committee recommended the following nominees for re-election:

Alfredo C. Ramos  
Frederic C. DyBuncio  
Martin C. Buckingham  
Isidro A. Consunji  
Adrian Paulino S. Ramos  
Gerard Anton S. Ramos  
Jose T. Sio  
Fulgencio S. Factoran, Jr.  
Laurito E. Serrano  
Jay Y. Yuvallos  
Emilio S. de Quiros, Jr.

Messrs. Factoran, Serrano and de Quiros, Jr. were nominated to serve as Independent Directors in compliance with Rule 38 of the implementing rules and regulations of the Securities Regulation Code (SRC). The nominees for Independent Directors had accepted and conformed on their nomination. In accordance with the SEC Memorandum Circular No. 16, series of 2002, no further nominations with respect to the election of Independent Directors were to be entertained or allowed on the floor during the Meeting.

Upon the foregoing, a Shareholder moved for the nominations to be closed, which was seconded. And upon motion duly made and seconded, the 11 nominees were elected to the Board for the period 2018-2019 until their successors shall have been duly elected and qualified and the following resolution was passed and approved:

*"Resolved, That the following persons are hereby elected directors of Atlas Consolidated and Mining Development Corporation ("AT" or the "Corporation") for 2018-2019 to serve as such beginning today until their successors are elected and qualified:*

Alfredo C. Ramos  
Frederic C. DyBuncio  
Martin C. Buckingham  
Isidro A. Consunji  
Adrian Paulino S. Ramos  
Gerard Anton S. Ramos  
Jose T. Sio  
Jay Y. Yuvallos  
Fulgencio S. Factoran, Jr., Independent Director (ID)  
Laurito E. Serrano, Independent Director (ID)  
Emilio de Quiros, Jr., Independent Director (ID)"

As tabulated by the STSI, the final votes received by the nominees are as follows:

Nominee	Vote For	Percentage of Shares Voted	Withhold Vote	Abstain
Alfredo C. Ramos	2,744,809,717	99.99%	378,300	0
Frederic C. DyBuncio	2,744,809,717	99.99%	378,300	0
Martin C. Buckingham	2,745,188,017	100%	0	0
Isidro A. Consunji	2,744,809,717	99.99%	378,300	0
Adrian Paulino S. Ramos	2,745,005,017	99.99%	183,000	0
Gerard Anton S. Ramos	2,744,809,717	99.99%	378,300	0
Jose T. Sio	2,745,005,017	99.99%	183,000	0
Fulgencio S. Factoran, Jr. (ID)	2,744,809,717	100%	0	0
Laurito E. Serrano (ID)	2,745,188,017	99.99%	378,300	0
Jay Y. Yuvallos	2,744,809,717	99.99%	378,300	0
Emilio S. de Quiros, Jr.(ID)	2,744,809,717	99.99%	378,300	0

#### VI. Ratification of the acts and resolutions of the Board of Directors and Management for the year 2017

The Chairman moved to the next item on the Agenda which was the ratification of the acts, transactions, proceedings as well as resolutions of the Board of Directors, its various Committees and of Management from date of the 2017 AGM, 27 July 2017 up to the date of this Meeting (the "Acts and Resolutions"). He further noted that the Acts and Resolutions were all reflected in the minutes of the meetings of the Board of Directors and the different committees of the Board, in the regular reports and disclosure statements filed with the SEC and the PSE, and in the IS distributed to the Shareholders with respect to the Meeting.

On motion duly made and seconded, the Shareholders approved the following resolution ratifying the acts of Management and of the Board of Directors:

*"Resolved, That the acts of the Board of Directors, Board Committee and Management of Atlas Consolidated Mining and Development Corporation ("AT" or the "Corporation") from the date of the last AGM held on 27 July 2017 up to the date of the Meeting, are hereby, in all respect, approved and ratified and that all contracts, acts, proceedings, elections and appointments made or taken by the Board of Directors, its Committees and/or the Management of the Corporation and all acts and proceedings performed or taken pursuant thereto, be, and hereby are, in all respects, approved, ratified and confirmed."*

The tabulation of votes of shares present and represented at the Meeting stated below on said resolution:

	Approve/Ratify	Disapprove	Abstain
Number of Voted Shares	2,745,188,017	0	0
Percentage of Shares Voted	100%	0%	0%

#### VII. Appointment of External Auditor

The next item on the Agenda was the election of the Corporation's external auditor for the current fiscal year ending 31 December 2017. Upon motion of a Shareholder, duly seconded, Sycip Gorres Velayo & Co. (SGV) was nominated and elected by the Shareholders as the Corporation's external auditor for 2018:

*"Resolved, as duly endorsed by the Board of Directors of Atlas Consolidated Mining and Development Corporation (the "Corporation"), to approve the re-election of Sycip Gorres Velayo & Co. as the external auditor of the Corporation for the year 2018-2019."*

As tabulated by the STSI, the votes on the election of SGV as external auditor of AT are as follows:

	<i>Approve/Ratify</i>	<i>Disapprove</i>	<i>Abstain</i>
<i>Number of Voted Shares</i>	<i>2,745,188,017</i>	<i>0</i>	<i>0</i>
<i>Percentage of Shares Represented</i>	<i>100%</i>	<i>0%</i>	<i>0%</i>

#### X. *Other Matters*

The Chairman inquired from the Corporation's Corporate Secretary if there would be other matters to be presented.

A Shareholder stood up and raised two (2) questions. He started by saying that a look at the FS of AT shows that losses doubled in 2017; he then asked if the stockholders can see any improvement in 2018, how AT has been able to endure and sustain the losses that it has been incurring for the past several years. He also asked when would the stockholders see the light considering that AT's stock value once went up high but now is trading at its lowest, at Php 5.00 per share.

In response, Mr. Ramos said Cu prices collapsed in 2016 and Atlas had to rationalize production in order to sustain itself. The strategies that Atlas laid out and pursued to optimize its operations and its cash flows have allowed the Company to survive the difficult period and positioned it to pursue recovery in the coming years. AT continues to pursue an efficient operation and cost optimization as the market and regulatory conditions improve.

Mr. Ramos further said that with the positive developments on the market and regulatory conditions, AT will continue to focus on the implementation of the established key strategies in the years ahead and will continue to work hard to sustain the momentum towards recovery and growth.

Upon confirmation, no other matter would be presented requiring the vote of the Shareholders.

#### XI. *Adjournment*

There being no other matters to discuss, upon motion duly seconded, the Meeting was adjourned. Prepared by:

*Maria Eleonor A. Santiago*  
Assistant Corporate Secretary

Attested by:

*Alfredo C. Ramos*  
Chairman