

NOTICE OF ANNUAL GENERAL MEETING OF STOCKHOLDERS

TO OUR STOCKHOLDERS:

Notice is hereby given that the Annual General Meeting (the "Meeting" or "AGM") of the stockholders of **ATLAS CONSOLIDATED MINING AND DEVELOPMENT CORPORATION** ("Atlas") will be held on 29 April 2016, Friday, at 2:00 p.m. at Pavilion B, Wack Wack Golf & Country Club, Shaw Boulevard, Mandaluyong City with the following

AGENDA

- I. Call to Order
- II. Proof of Notice of Meeting & Determination of Quorum
- III. Approval of the Minutes of the Meeting of Stockholders held on 28 April 2015
- IV. Management's Annual Report to the Stockholders
- V. Approval of Audited Financial Statements for the year ended 31 December 2015
- VI. Amendment to the Articles of Incorporation:
 - Article III, to change the principal office address from Mandaluyong City to 5th Floor, Five E-com Center, Palm Coast Drive, Mall of Asia Complex, Pasay City; and
 - Article VII, to change the par value from Php8 with capital stock of Php24 billion divided into 3 billion common shares to Php1, with capital stock of Php3 billion divided into 3 billion common shares and subsequently to increase the capital stock by Php3 billion, from Php3 billion to Php6 billion divided into 6 billion common shares
- VII. Amendment to the By-Laws:
 - Section 1, Article I, to change the place of the stockholders' meeting from Mandaluyong City to the city or municipality where principal office of the Corporation is located or at any place designated by the Board of Directors in Metro Manila; and
 - Section 1, Article IV, to change the number of Executive Committee members from three (3) to at least three
- VIII. Election of Directors (including Independent Directors)
- IX. Ratification of acts and resolutions of the Board of Directors and Management for the year 2015
- X. Appointment of External Auditors
- XI. Other Matters
- XII. Adjournment

Only stockholders of record as of 20 March 2016 are entitled to receive notice of, and to vote at, the Meeting. The stockholders' list will be available for inspection thirty (30) calendar days prior to the date of the AGM at the principal office located at the 9th Floor, Quad Alpha Centrum, 125 Pioneer Street, Mandaluyong City, Philippines 1554 ("Office").

Stockholders 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 21 April 2016. Validation thereof shall be on 26 April 2016. 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.

Mandaluyong City, Metro Manila, 8 March 2016.



Maria Eleonor A. Santiago
Assistant Corporate Secretary