

PROXY

The undersigned Shareholder of ATLAS CONSOLIDATED MINING AND DEVELOPMENT CORPORATION ("AT" or the "Corporation") hereby appoints _____ or in his absence, *the Chairman of the 21 February 2017 Special Shareholders' Meeting of the Corporation*, as attorney and proxy, with the power of substitution, to present and vote all the shares registered in his/her/its name as proxy of the undersigned at the Special Shareholders' Meeting of the Corporation on 21 February 2017 (the "Meeting"), and at any adjournments thereof for the purpose of acting on the following matters:

Please indicate how you intend for the proxy to vote on your behalf based on the instructions provided below.

	APPROVE/ RATIFY	DISAPPROVE	ABSTAIN
1. Increase in the authorized capital stock (ACS) from Php6B to Php8.5B divided into 8.5B shares of stock (the "Increase") with a par value of Php1.00 per share of stock and amendment to Article VII of the Corporation's Articles of Incorporation.			
2. Primary issuance of 313,626,203 shares of stock out of the increase in the ACS equivalent to at least twenty five percent (25%) of the Increase to Shareholders			
3. Grant of all authorities to effectuate and implement the issuance of approximately 5,600,000,000 Warrants and the Underlying 5.6B common Shares of Stock as a result of the exercise of the Warrants			
4. Waiver of public or rights offering to 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			
5. At their discretion, the proxies named above are authorized to vote upon such other matters as may properly come before the Meeting.			

Management recommends a vote FOR the approval/ratification of the above items.

The duly-executed proxy should be delivered to and received by the Corporate Secretary or Assistant Corporate Secretary at the principal office of the Corporation not later than 5:00 p.m. on 15 February 2017.

IT IS HEREBY UNDERSTOOD THAT WITH RESPECT TO MATTERS FOR WHICH THE CHOSEN ACTION WAS NOT INDICATED OR SPECIFIED PURSUANT TO THE ABOVE INSTRUCTIONS, THIS PROXY SHALL BE VOTED FOR THE APPROVAL OF THE MATTERS STATED ABOVE AND FOR SUCH OTHER MATTERS AS MAY PROPERLY COME BEFORE THE MEETING IN THE MANNER DESCRIBED IN THE INFORMATION STATEMENT AND/OR AS RECOMMENDED BY MANAGEMENT.

As of the date of this solicitation, the Corporation does not know of any other matter that will be brought before the Shareholders for a vote at the Meeting.

Validation of proxies shall be held on 15 February 2017 at the Corporation's principal office at the 5th Floor, FiveE-Com Center, Palm Coast corner Pacific Drive, Mall of Asia Complex, Pasay City 1300, Philippines under the supervision and control of the Corporate Secretary and/or the Assistant Corporate Secretary.

REVOCABILITY OF PROXY

A SHAREHOLDER GIVING A PROXY HAS THE POWER TO REVOKE IT AT ANY TIME BEFORE THE RIGHT GRANTED IS EXERCISED. A PROXY IS ALSO CONSIDERED REVOKED IF THE SHAREHOLDER ATTENDS THE MEETING IN PERSON AND EXPRESSED HIS INTENTION TO VOTE IN PERSON. Unless earlier withdrawn through a written notice delivered to the Corporate Secretary at least five (5) calendar days before the date of the Meeting, this proxy shall be valid and effective for and during the Meeting and any adjournment thereof, but only for such Meeting and its adjournment. A proxy that revokes a previously-issued proxy shall not be allowed to vote unless it has passed the proxy validation process described herein.

PERSON MAKING THE SOLICITATION

The solicitation is being made by the Corporation. In addition to the solicitation of proxies by mail, officers and employees of the Corporation, without extra compensation, may solicit proxies personally or by telephone. The cost of solicitation which is estimated to reach approximately Php230,000.00 will be borne by the Corporation.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

No person who (i) has been a director or executive officer of the Corporation at any time since the beginning of the last fiscal year, or (ii) is an associate of the foregoing persons, has substantial interest, direct or indirect, by security holdings or otherwise, in any matter to be acted upon in the Meeting.

Signature over printed name of
Shareholder/Authorized Representative

Number of Shares Owned or Represented

Date