



**ATLAS CONSOLIDATED MINING AND DEVELOPMENT CORPORATION**

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24 June 2011

**PHILIPPINE STOCK EXCHANGE**

4<sup>th</sup> Floor, Philippine Stock Exchange Center,  
Exchange Road, Ortigas Center, Pasig City

Attention:

**Ms. JANET A. ENCARNACION**  
*Head, Disclosures Department*

Dear Madam:

Attached are (i) the press statement of Atlas Consolidated Mining and Development Corporation (Atlas) regarding its intended acquisition of 100% equity interest in Carmen Copper Corporation (the "Acquisition"), and (ii) the disclosure statement on the details of the structure of the capital raising exercise to be undertaken by Atlas to finance the Acquisition.

Very truly yours,

**ATLAS CONSOLIDATED MINING  
AND DEVELOPMENT CORPORATION**

By:

**CARMEN-ROSE A. BASALLO-ESTAMPADOR**

Assistant Corporate Secretary and Assistant Compliance Officer



## ATLAS CONSOLIDATED MINING AND DEVELOPMENT CORPORATION

# NEWS RELEASE

24 June 2011

### **Atlas announces capital raising and acquisition of CASOP's 45.54% equity interest in Carmen Copper Corporation**

Atlas Consolidated Mining and Development Corporation ("Atlas"; PSE: AT) announced this morning that it has agreed to acquire 100% equity interest in Carmen Copper Corporation ("CCC") through the purchase of all of the shares of CCC stock held by CASOP Atlas Corporation and CASOP Atlas B.V. for US\$368 million (the "Acquisition").

Atlas will raise US\$390 million in funds to finance the Acquisition and to provide for the general working capital requirements of CCC through the issuance of a combination of debt and equity securities ("Capital Raising"). BDO Capital and Investment Corporation and Evercore Partners have been appointed as financial advisers and arrangers for the Acquisition and the Capital Raising.

#### ***Acquisition and Capital Raising Highlights***

- With the Acquisition, Atlas will increase its ownership interest in CCC from 54.46% to 100% and will gain full control of CCC's board of directors and management.
- The Acquisition will reinforce Atlas's mission to increase its copper concentrate production and thereby become a world-class mining company.
- In undertaking the Capital Raising, Atlas combines a solid operating platform and a management team of proven track record with a supportive investor whose substantial financial resources and market prominence will enhance Atlas's ability to access capital markets.
- The Acquisition and Capital Raising are expected to enhance Atlas's earnings per share and to increase Atlas's revenues and earnings before interest, taxes, depreciation and amortization (EBITDA) by 84%.

## SUBSIDIARIES



**CARMEN  
COPPER  
CORPORATION**



**BERONG  
NICKEL  
CORPORATION**



**AQUATLAS**



**ATLAS  
EXPLORATION  
INCORPORATION**



**TMM  
MANAGEMENT**

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- Atlas intends to pursue its plan to increase production capacity from the current 42,000 tons per day to 100,000 tons per day and to raise the capital required to finance such expansion.
- The transactions underlying the Capital Raising entail the issuance to targeted investors of a total of 700,536,809 Atlas shares at the price of PhP19.56 per share which will constitute approximately 33% of the fully-diluted outstanding capital stock of Atlas (*please see the attached disclosure statement for details on the structure of the Capital Raising as approved by the Atlas Board of Directors*).
- The issue price of PhP19.56 per share represents an 8.5% premium over the latest 30-day volume weighted average price of Atlas shares which is PhP18.0339 per share.

## CONTACT PERSONS

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And Chief Financial Officer

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Estampador**

Assistant Corporate Secretary

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SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17 OF THE SECURITIES  
REGULATION CODE AND SRC RULE 17.2(c) THEREUNDER

1. June 24, 2011  
Date of Report
2. SEC Identification Number 115 Pre War 3. BIR Tax Identification No. 000-154-572-000-V
4. ATLAS CONSOLIDATED MINING AND DEVELOPMENT CORPORATION  
Exact name of issuer as specified in its charter
5. Philippines 6. \_\_\_\_\_ (SEC Use Only)  
Province, country or other jurisdiction of Industry Classification Code.  
incorporation or organization
7. 7/F Quad Alpha Centrum, 125 Pioneer St., Mandaluyong City 1554  
Address of principal office Postal Code
8. (632) 635-23-87  
Issuer's telephone number, including area code
9. N. A.  
Former name, former address, and former fiscal year, if changed since last report.

10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

<u>Title of Each Class</u>	<u>Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding</u>
Common Stock, P10 par value	1,169,113,882

1. Indicate the item numbers reported herein : Item 9

Item 9.

**Atlas to raise US\$390 million through debt and equity financing  
to fund acquisition of 100% equity interest in Carmen Copper Corporation**

At the special meeting held today, the Board of Directors of Atlas Consolidated Mining and Development Corporation (PSE: AT) ("Atlas") determined and approved the structure of Atlas's capital raising exercise in connection with its intended acquisition of 100% equity interest in Carmen Copper Corporation ("CCC").

The debt and equity financing sought by Atlas to raise a total of US\$390 million in proceeds will involve the following transactions:

- A. Appointment of BDO Capital and Investment Corporation to underwrite a private placement which shall cover the issuance of a total of 316,242,331 Atlas shares of stock at the price of PhP19.56\* per share or an aggregate price of US\$142.2 million (based on US\$1.00:PhP43.50)
- B. Issuance of a 5-year convertible note to Banco de Oro Unibank, Inc. ("BDO") with a face amount of US\$75 million and with the following essential terms –
  - o Interest rate of 7% p.a.
  - o One-year grace period for the payment of the monthly amortizations on the principal amount
  - o Repayment of principal to be made in equal monthly amortizations over a period of four years
  - o Note may be converted into Atlas shares of stock only in the event of default
  - o To be secured by a guarantee to be provided by CCC
- C. Issuance of a 1-year note to BDO with a face amount of US\$122.8 million and convertible into 273,098,159 Atlas shares of stock at the price of PhP19.56\* per share (based on US\$1.00:PhP43.50)
- D. Issuance of 111,196,319 Atlas shares of stock to Alakor Corporation at the price of PhP19.56\* per share or an aggregate price of US\$50 million (based on US\$1.00:PhP43.50)

The transactions described in items A, C and D above entail the issuance to the targeted investors of a total of 700,536,809 Atlas shares which will constitute approximately 33% of the fully-diluted\*\* outstanding capital stock of Atlas.

(\*represents an 8.5% premium over the latest 30-day volume weighted average price of Atlas shares of stock which is PhP18.0339 per share)

(\*\*determination of full dilution assumes exhaustive exercise of rights under outstanding options and warrants)

### SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**ATLAS CONSOLIDATED MINING  
AND DEVELOPMENT CORPORATION**

Issuer

By:



**CARMEN ROSE A. BASALLO-ESTAMPADOR**  
Asst. Corporate Secretary and Asst. Compliance

Officer

June 24, 2011  
Date