



**PROXY**

This solicitation is being made by ATLAS CONSOLIDATED MINING AND DEVELOPMENT CORPORATION (the "Corporation").

The proxy designated herein will serve to constitute and appoint:

1. *The incumbent Chairman of the Board of Directors of the Corporation, or in his absence;*
2. *The Chairman of the 29 April 2016 Annual General Meeting ("AGM") of the Stockholders of the Corporation*

as proxy to represent you and to vote all the shares registered in your name in the records of the Corporation and/or such shares as you are authorized to represent and vote in your capacity as administrator, executor or attorney-in-fact at the AGM of the Corporation's Stockholders on 29 April 2016 (the "Meeting"), and any adjournment thereof, as fully to all intents and purposes as you might do if present and acting in person, thus, ratifying and confirming all that the proxy shall lawfully do or cause to be done by virtue of these presents.

The proxy form (the "Form") contained herein shall be accomplished according to the instructions herein written in *italicized font*. In case you fail to indicate your vote on the items specified below, you shall be deemed to have granted discretionary authority upon the proxy to act on such items in accordance with the recommendation of the management of the Corporation, provided, that this Form has been properly executed.

The duly-executed Form should be delivered to the Corporate Secretary or the Assistant Corporate Secretary at the principal office of the Corporation located at the 9<sup>th</sup> Floor Quad Alpha Centrum, 125 Pioneer Street, Mandaluyong City, Metro Manila, Philippines no later than 5:00 p.m. on 21 April 2016.

In the case of a corporation, the proxy may be issued in the form of a board resolution clearly stating the vote of the corporation with respect to the matters requiring action or approval as stated herein. Alternatively, the corporation designating the proxy may execute this Form through a representative appointed via a board resolution. The pertinent board resolution must be contained in and attested through a Secretary's Certificate, which in the latter case should accompany the duly-accomplished Form.

The following are the matters to be acted upon at the Meeting. Please indicate how you intend for the proxy to vote on your behalf based on the instructions provided below.

*INSTRUCTION: Indicate choice with an "X" mark in the appropriate box.*

	APPROVE/RATIFY	DISAPPROVE	ABSTAIN
1. Minutes of the AGM of Stockholders held on 28 April 2015			
2. Audited Financial Statements and Annual Report for the year ending 31 December 2015			
3. Change in the principal office address to Five E-com Center, Palm Coast			
4. Grant of all authorities required to effect the reduction in the current par value of the common shares of the Corporation from Php1.00 to Php0.50 thereby reducing the total par value of the common shares of the Corporation from Php3,000,000,000.00 divided into 3,000,000,000 shares to Php1,500,000,000.00 and (ii) amendment of article (AOI) to reflect such decrease in par value of the common shares of the Corporation subsequently			
5. Increase in the authorized capital of the Corporation from Php3,000,000,000.00 to Php6,000,000,000.00 common shares of Php1.00 per share of stock, amend the primary issuance of shares of stock of the Corporation as identified and approved by the Board of Directors of the Corporation as a result of the subscriber's subscription of five percent (25%) of the increase			
6. Change in the place of stockholders' meeting from the city or municipality of Mandaluyong City to the city or municipality of Metro Manila where the office of the Corporation is located or where the BOD in Metro Manila			
7. Increase in the number of Executive Committee members of the BOD of the Corporation from three (3) to five (5)			
8. Acts and Resolutions of the BOD and Management of the Corporation beginning on 28 April 2015 (date of the last meeting) and ending on 29 April 2016			
9. Appointment of SGV & Co. as External Auditors for fiscal year 2016			

Atty. Babong,  
For your approval please.  
OK MS 1 APRIL 2016