

PROXY

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

The proxy contained herein will serve to constitute and appoint:

The incumbent Chairman of the Board of Directors of the Corporation, or in his absence, the Chairman of the 29 April 2016 Annual General Meeting 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 Annual General Meeting of the Company'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 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 proxy form has been properly executed.

The duly-executed proxy should be delivered to the Corporate Secretary or the Assistant Corporate Secretary at the principal office of the Corporation located at the 9th Floor Quad Alpha Centrum, 125 Pioneer Street, Mandaluyong City, Metro Manila, Philippines not 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 issuing the proxy may execute this proxy 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 proxy 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 Annual General Meeting of Stockholders held on 28 April 2015			
2. Audited Financial Statements and Annual Report for the year ended 31 December 2015			
3. Change in the principal office address of the Corporation to 5 th Floor, Five E-com Center, Palm Coast Drive, Mall of Asia Complex, Pasay City			
4. Grant of all authorities required to effectuate and implement the reduction in the par value of each Atlas share of stock to PhP1.00 thereby reducing the Corporation's authorized capital stock to PhP3,000,000,000.00 divided into 3,000,000,000 common shares of stock, amendment of Article VII of the Corporation's Articles of Incorporation ("AOI") and subsequently			

5. Increase in the authorized capital stock of Atlas from PhP3,000,000,000.00 to PhP6,000,000,000.00 divided into 6,000,000,000 common shares of stock with a par value of PhP1.00 per share, amendment of Article VII of the AOI and the primary issuance of shares of stock for the Increase to be identified and approved by the BOD as a result of the subscriber/s' subscription to at least twenty five percent (25%) of the Increase			
6. Change the place of stockholders' meeting from Mandaluyong City to the city or municipality where the principal office of the corporation is located or at any place designated by the Board of Directors in Metro Manila			
7. Increase in the number of Executive Committee members of the Board of Directors of the Corporation from three (3) to "at least three (3)" members"			
8. Acts and Resolutions of the Board of Directors and Management during the period beginning on 28 April 2015 (date of the last annual meeting) and ending on 29 April 2015			
9. Appointment of SGV & Co. as External Auditors for fiscal year 2016			

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

The following are the names of the persons who have been nominated for election to the Company's Board of Directors for the year 2016-2017. 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 space.

Name		Vote For	Withhold Vote
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. (Independent Director)			
Richard J. Gordon (Independent Director)			
Alfredo R. Rosal Jr. (Independent Director)			
Laurito E. Serrano (Independent Director)			

IT IS HEREBY UNDERSTOOD THAT WITH RESPECT TO MATTERS/NOMINEES FOR WHICH THE CHOSEN ACTION WAS NOT INDICATED OR SPECIFIED PURSUANT TO THE ABOVE INSTRUCTIONS, THE PROXY SHALL CAST YOUR VOTE IN SUCH MANNER AS HE SHALL DEEM APPROPRIATE BASED ON THE RECOMMENDATION OF MANAGEMENT.

The completion, execution and submission of this proxy form shall likewise confer discretionary authority upon the proxy to vote on the following matters as he deems appropriate:

1. Matters that are to be presented at the Meeting but which are not known to the Corporation before the solicitation;

2. Election of any person to any office for which a bona fide nominee is named above and such nominee is unable to serve or, for good cause, will not serve; and
3. All matters incident to the conduct of the Meeting.

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

Validation of proxies shall be held on 26 April 2016 at the Corporation's principal office at the 9th Floor, Quad Alpha Centrum, 125 Pioneer Street, Mandaluyong City, Metro Manila, Philippines 1550 under the supervision and control of the Corporate Secretary and/or the Assistant Corporate Secretary.

REVOCABILITY OF PROXY

Unless earlier withdrawn through a written notice delivered to the Corporate Secretary or the Assistant 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 Php237,000.00 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, (ii) is a nominee for election as a director or officer of the Corporation, or (iii) 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 other than, in the case of the persons described in the preceding clause (ii), election to office.

The nominees for election as directors of the Corporation will not be receiving any extra or special benefit by reason of the matters to be acted upon at the Meeting other than what may be shared on a *pro rata* basis by all holders of the Company's common shares of stock.

IN WITNESS WHEREOF, I have hereunto signed these presents this _____ 2016 in _____.

Signature over printed name
of Stockholder/Authorized Representative

Number of Shares
Owned or Represented

Date