

PROXY FORM

I/We hereby nominate, constitute and appoint: _____ or in his absence, the Chairman of the 27 July 2017 Annual General Meeting of the Shareholders (AGM) of Atlas Consolidated Mining and Development Corporation (“AT” the “Corporation”), as attorney and proxy, with power of substitution, to represent and vote all the shares registered in my/our name or owned by me/us and/or such shares as I am/we are authorized to represent and vote in my/our capacity as administrator, executor or attorney-in-fact for any and all matters presented during the 2017 AGM of the Corporation on 27 July 2017 (the “Meeting”) and all adjournments and postponements thereof.

The following are the matters to be acted upon at the Meeting.

I. Election of Directors of the Corporation

The following are the names of the persons who have been nominated for election to the Corporation’s Board of Directors for the year 2017-2018. 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)		
Emilio S. de Quiros, Jr. (Independent Director)		
Laurito E. Serrano (Independent Director)		
Jay Y. Yuvallos (Independent Director)		

II. Others

	APPROVE/ RATIFY	DISAPPROVE	ABSTAIN
1. Minutes of : (a) Annual General Meeting of Shareholders (AGM) held on 29 April 2016; & (b) Special Shareholders Meeting (SSM) held on 21 February 2017			
2. Audited Financial Statements and Annual Report for the year ended 31 Dec. 2016			
3. Grant of all authorities required to effectuate and implement the increase in AT’s authorized capital stock (ACS) to Php8.89b divided into 8.89b common shares of stock with a par value of Php1.00 per share thereby amending Article VII of the Articles of Incorporation and the issuance of shares equivalent to 25% of the total ACS increase.			
4. Waiver of the conduct of rights or public offering to the shares to be subscribed out of the aggregate increase in the capital stock to Php8.89b divided into 8.89b common shares of stock.			
5. Acts and Resolutions of the Board of Directors and Management during the period beginning on 29 April 2016 (date of the last AGM) and ending on 11 May 2017			
6. Re-appointment of SGV as External Auditor for 2017			

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

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 MY/OUR 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: (i) Matters that are to be presented at the Meeting but which are not known to the Corporation before the solicitation; (ii) 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 (iii) 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 Shareholders for a vote at the Meeting.

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 duly-executed proxy should be delivered to the Corporate Secretary or Assistant Corporate Secretary at the principal office of the Corporation located at the 5th Floor, FiveE-com Center, Palm Coast Avenue corner Pacific Drive, Mall of Asia Complex, Pasay City (1300), Metro Manila, Philippines (the "Office") not later than 5:00 p.m. on 20 July 2017.

Validation of proxies shall be held on 21 July 2017 at the Office 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 in _____.

Signature over printed name
of Shareholder/Authorized Representative

Number of Shares
Owned or Represented

Date