

NOTICE OF ANNUAL STOCKHOLDERS' MEETING

Dear Stockholders:

The Annual Stockholders' Meeting of **Atlas Consolidated Mining and Development Corporation (AT or the Company)** will be held virtually on **26 April 2022 at 10:00 a.m.** The proceedings will be livestreamed and voting will be conducted in absentia through the Company's secure online voting facility.

AGENDA

1. Call to Order
2. Certification of Notice and Quorum
3. Approval of Minutes of the Annual Stockholders' Meeting held on 14 June 2021
4. Approval of the Annual Report and Audited Financial Statements for 2021
5. Election of Directors for 2022-2023
6. Ratification of Acts of the Board of Directors, Board Committees and Management
7. Appointment of External Auditor
8. Amendment of Article VI, Section 2 of the By-laws
9. Open Forum
10. Other Matters
11. Adjournment

Annex A provides a brief explanation of each agenda item for approval.

The Board of Directors has fixed the end of trading hours of the Philippine Stock Exchange on **18 March 2022** as the record date for the determination of stockholders entitled to receive notice of, participate and to vote at the meeting or any adjournment thereof.

Stockholders who intend to participate in the meeting via remote communication and exercise their vote in absentia must notify the Corporate Secretary by registering at <https://asmregister.atlasmining.com.ph> and submit the required information therein on or before 15 April 2022. All information received will be subject to verification and validation by the Corporate Secretary.

Successfully registered stockholders can then cast their votes in absentia through the Company's secure online voting facility and access the live streaming of the meeting. For the detailed registration and voting procedures, please refer to the "*Guidelines for Participating via Remote Communication and Voting in Absentia*" appended to the Information Statement, and posted on the Company's website and PSE EDGE.

Stockholders who wish to appoint a proxy must submit an advance electronic copy of their duly accomplished proxy forms (which need not be notarized) during registration, and send the originals on or before **15 April 2022** to the Office of the Corporate Secretary at 10th Floor Six/NEO, 5th Avenue cor. 26th Street, Bonifacio Global City, Taguig City, for validation pursuant to the Company's By-laws. A sample format of the proxy form for individual and corporate stockholders are attached.

Please visit <https://atlasmining.com.ph/investor-relations/annual-stockholders-meeting> for complete information on the meeting.

Thank you.

Taguig City, March 8, 2022.



ELMER B. SERRANO
Corporate Secretary

ANNEX A: RATIONALE FOR AGENDA ITEMS

Approval of the Minutes of the Annual Stockholders' Meeting held on 14 June 2021

The Minutes of the annual stockholders' meeting held on 14 June 2021 were posted on the Company's website and appended to the Information Statement. These minutes are subject to stockholders' approval during this meeting.

Approval of the Annual Report and Audited Financial Statements for 2021

The Company's financial and operating results for the year 2021 have been summarized in the Annual Report which includes the Audited Financial Statements (AFS) as of 31 December 2021, and will be presented for stockholders' approval. The AFS as audited by the external auditor, Sycip Gorres Velayo & Company (SGV), have been reviewed and approved by the Audit Committee and the Board of Directors, and will be appended to the Definitive Information Statement.

Election of Directors for 2022-2023

The Corporate Governance Committee has pre-qualified nominees for directors for 2022-2023 and confirmed by the Board of Directors. The list of nominees and their profiles are provided in the Information Statement. The nominees' proven competencies, expertise and qualifications will be invaluable to the Company's strong performance.

General Ratification of Acts and Proceedings of the Board of Directors (BOD), Board Committees and Management for 2021

The ratification of acts and resolutions of the Board, Board Committees and Management of AT, from the date of the last meeting to the date of this meeting, which have been key to the successful performance of the Company, will be sought during the meeting. Significant acts and transactions are covered by appropriate disclosures with the Securities and Exchange Commission and the Philippine Stock Exchange.

Appointment of External Auditor

The Board, upon recommendation by the Audit Committee, approved and endorses the re-appointment of SGV as the Company's external auditor for 2022. The profile of the external auditor and the audit fee for 2021 are discussed in the Information Statement.

Amendment of Article VI, Section 2 of By-laws

Approval by the Stockholders will be sought for the amendment of Section 2, Article VI of AT's By-laws to remove duties of the Chairman of the Board which are within the functions of the President and Chief Executive Officer. This amendment has been approved and is being endorsed for stockholders' approval by the Corporate Governance Committee and the Board of Directors. The proposed amendment is further detailed in the Information Statement.

PROXY

(Sample Proxy Form for Individuals)

The undersigned Stockholder of Atlas Consolidated Mining and Development Corporation (**AT the Corporation**) hereby appoints _____ or in his/her absence, the Chairman of the meeting, as attorney and proxy, with power of substitution, to present and vote all shares registered in his/her name as proxy of the undersigned stockholder, at the Annual Meeting of Stockholders of the Company on April 26, 2022 and any adjournments thereof for the purpose of acting on the following matters:

	YES/ RATIFY	NO	ABSTAIN
1. Approval of Minutes of the Annual Stockholders' Meeting held on 14 June 2021			
2. Approval of the Annual Report and Audited Financial Statements for 2021			
3. Ratification of the Acts of the Board of Directors, Board Committees and Management			
4. Appointment of External Auditor			
5. Amendment of Article VI, Section 2 of the By-laws			
6. At their discretion, the proxy named above is authorized to vote upon such other matters as may properly come before the meeting			

Election of Directors for 2022-2023

Name of Nominee	No. of Votes
1. Alfredo C. Ramos	_____
2. Frederic C. DyBuncio	_____
3. Martin C. Buckingham	_____
4. Isidro A. Consunji	_____
5. Adrian Paulino S. Ramos	_____
6. Gerard Anton S. Ramos	_____
7. Jose T. Sio	_____
8. Emilio S. de Quiros, Jr. (Independent Director)	_____
9. Jose P. Leviste, Jr. (Independent Director)	_____
10. Roberto Cecilio O. Lim (Independent Director)	_____

- ____ Equally vote for all nominees listed above
- ____ Withhold authority for all nominees listed above
- ____ Withhold authority to vote for the nominees listed below:
- _____
- _____
- _____
- _____

Printed Name and Signature of Stockholder/
Authorized Signatory

Number of Shares Owned or Represented

Date

THIS PROXY SHOULD BE SUBMITTED TO THE CORPORATE SECRETARY ON OR BEFORE 15 APRIL 2022. VALIDATION OF PROXIES SHALL BE HELD ON 20 APRIL 2022 AT THE OFFICE OF THE CORPORATE SECRETARY AT 10TH FLOOR SIX/NEO, 5TH AVENUE CORNER 26TH STREET, BONIFACIO GLOBAL CITY, TAGUIG CITY, UNDER THE SUPERVISION AND CONTROL OF THE CORPORATE SECRETARY.

THIS PROXY IS NOT REQUIRED TO BE NOTARIZED, AND WHEN PROPERLY EXECUTED WILL BE VOTED IN THE MANNER AS DIRECTED HEREIN BY THE UNDERSIGNED STOCKHOLDER. IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED "FOR" THE ELECTION OF ALL NOMINEES AND "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 OR THE BOARD OF DIRECTORS.

A STOCKHOLDER GIVING PROXY HAS THE POWER TO REVOKE IT AT ANYTIME BEFORE THE RIGHT GRANTED IS EXERCISED.

SECRETARY'S CERTIFICATE
(Sample Proxy Form for Corporations)

I, _____, Filipino, of legal age, with address at _____, after being duly sworn in accordance with law, hereby certify as follows:

1. I am the duly appointed Corporate Secretary of _____ (the Company), a corporation duly organized and existing in accordance with the laws of the Philippines, with office address at _____.
2. At the duly constituted meeting of the Board of Directors of the Company held on _____, during which a quorum was present and acting throughout, the following resolutions were passed and approved:

“RESOLVED, that _____ be authorized and appointed, as the Company's proxy (the **Proxy**) to attend all meetings of the shareholders of Atlas Consolidated Mining and Development Corporation (**AT**) whether the meeting is regular or special, or at any meeting postponed or adjourned therefrom, with full authority to vote the shares of stock of the Corporation held in AT and to act upon all matters and resolution that may come before or presented during meetings, or any adjournments thereof, in the name, place and stead of the Company.

RESOLVED, FURTHER, That the power and authority hereby granted shall remain valid and effective until such time as the same is withdrawn by the Company through notice in writing delivered to the Corporate Secretary of AT before the date of any such meeting or until the last day of the fifth year from the date hereof, whichever comes first, and that AT be furnished with a copy of this resolution and AT may rely on the continuing validity of this resolution until receipt of such written notice of its revocation.”

3. The foregoing resolution resolutions have not been amended, revoked or modified, is effective and valid up to this date, and contained in the corporate records in my possession.

IN WITNESS WHEREOF, I have signed this instrument in _____ on _____.

Printed Name and
Signature of the Corporate Secretary

SUBSCRIBED AND SWORN TO before me in _____ on _____, Affiant exhibited to me his/her _____.

Doc. No. ____;
Page No. ____;
Book No. ____;
Series of 2022.

**2022 ANNUAL STOCKHOLDERS' MEETING
26 April 2022 at 10:00 A.M.**

**Guidelines for Participating via Remote Communication and
Voting *in Absentia***

The 2022 Annual Stockholders' Meeting (ASM) of Atlas Consolidated Mining and Development Corporation (AT or the Company) is scheduled on 26 April 2022 at 10:00 am and the AT Board of Directors has fixed 18 March 2022 as the record date for the determination of stockholders entitled to the notice of, to attend, and to vote at such meeting and any adjournment thereof.

In light of the continuing threat of COVID-19 and in consideration of health and safety of everyone involved, the Board of Directors has approved and authorized the participation and voting by stockholders via remote communication or *in absentia*. For this purpose, Stockholders must register as provided below.

Registration

Stockholders must notify the Corporate Secretary of their intention to participate in the ASM and to exercise their right to vote remotely **no later than 15 April 2021**, by registering at <https://asmregister.atlasmining.com.ph> and by submitting there the following supporting documents/ information, subject to verification and validation:

- For Certificated Individual Stockholders (with physical stock certificates)
 1. Copy of valid government-issued ID of stockholder/proxy
 2. Stock certificate number/s, if available
 3. If appointing a proxy, copy of proxy form duly signed by stockholder (need not be notarized)
 4. Email-address and contact number of stockholder or proxy
- For Certificated Multiple Stockholders or Joint Owners

In addition to the above requirements, authorization letter signed by the other registered stockholders specifying who among them is authorized to cast the vote for the joint account and participate in the meeting.

- For Certificated Corporate Stockholders
 1. Secretary's Certificate attesting to the appointment and authority of the proxy to participate in the ASM, to vote for and on behalf of the Corporation.
 2. Copy of valid government-issued ID of the authorized representative
 3. Stock certificate number/s, if available
 4. Email-address and contact number of authorized representative
- For Stockholders with Shares under PCD Participant/Broker Account
 1. Certification from broker, signed by authorized signatory, as to the number of shares owned

- by stockholder
2. Valid government-issued ID of stockholder
 3. If appointing a proxy, copy of proxy form duly signed by stockholder (need not be notarized)
 4. Email-address and contact number of stockholder or proxy

Only Stockholders who have notified the Company of his/her/its intention to participate in the meeting, have registered as provided above, will be included in the determination of the existence of quorum.

Important Reminder: Please refrain from sending duplicate and inconsistent information/documents as this can result in failed registration. All documents/information shall be subject to verification and validation by the Company.

Online Voting

Stockholders who have successfully registered shall be notified via email of their unique log-in credentials for the voting portal. Stockholders can then cast their votes for specific items in the agenda, as follows:

1. Log-in to the voting portal by clicking the link, and using the log-in credentials, sent by email to the email-address of the stockholder provided to the Company.
 2. Upon accessing the portal, the stockholder can vote on each agenda item. A brief description of each item for stockholders' approval is appended to the Notice of Meeting.
 - 2.1 A stockholder has the option to vote "Yes", "No", or "Abstain" on each agenda item for approval.
 - 2.2 For the election of directors, the stockholder has the option to vote for all nominees, withhold vote for any of the nominees, or vote for certain nominees only.
- Note:** A stockholder may vote such number of his/her shares for as many persons as there are directors to be elected or he/she may cumulate said shares and give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal, or he/she may distribute them on the same principle among as many candidates as he/she shall see fit, provided, that the total number of votes cast shall not exceed the number of shares owned by the stockholder.
3. Once the stockholder has finalized his/her vote, he/she can proceed to submit his/her vote by clicking the "Submit" button.
 4. The stockholder can still change and re-submit votes, provided, such new votes are submitted using the same log-in credentials. Previous votes will be automatically overwritten and replaced by the system with the new votes cast.

ASM Livestream

The ASM will be broadcasted live and stockholders who have successfully registered can participate via remote communication. Details of the meeting will be sent to stockholders in the emails provided to the Company. Instructions on how to access the livestream will also be posted at <https://atlasmining.com.ph/investor-relations/annual-stockholders-meeting>.

Video recordings of the ASM will be adequately maintained by the Company and will be made available to participating stockholders upon request.

Open Forum

During the virtual meeting, the Company will have an Open Forum during which representatives of the Company shall endeavor to answer as many of the questions and comments received from stockholders as time will allow.

Stockholders may send their questions in advance by sending an email bearing the subject “ASM 2022 Open Forum” to <asm@atlasmining.ph> on or before 20 April 2022.

For any queries or concerns regarding these Guidelines, please contact the Company via email at asm@atlasmining.ph

For complete information on the annual meeting, please visit <https://atlasmining.com.ph/investor-relations/annual-stockholders-meeting>.