

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 **19 April 2024 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 19 April 2023
4. Approval of the Annual Report and Audited Financial Statements for 2023
5. Election of Directors for 2024-2025
6. Ratification of Acts of the Board of Directors, Board Committees and Management
7. Appointment of External Auditor
8. Open Forum
9. Other Matters
10. 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 **21 March 2024** 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 05 April 2024. 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 **8 April 2024** to the Office of the Corporate Secretary c/o Serrano Law at 1105 Tower 2 High Street South Corporate Plaza, 26th Street, Bonifacio Global City, Taguig City, for validation pursuant to the Company's By-laws. Sample formats of the proxy forms for individual and for corporate stockholders are attached.

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

Thank you.

(SGD.)

ELMER B. SERRANO
Corporate Secretary

ANNEX A: RATIONALE FOR AGENDA ITEMS

Approval of the Minutes of the Annual Stockholders' Meeting held on 19 April 2023

The Minutes of the annual stockholders' meeting held on 19 April 2023 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 2023

The Company's financial and operating results for the year 2023 have been summarized in the Annual Report which includes the Audited Financial Statements (AFS) as of 31 December 2023, 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 2024-2025

The Corporate Governance Committee has pre-qualified nominees for directors for 2024-2025 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.

Ratification of Acts of the Board of Directors, Board Committees and Management in 2023

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 2024. The profile of the external auditor and the audit fee for 2023 are discussed in the Information Statement.