

COVER SHEET

P W 0 0 0 0 1 1 5 A

S.E.C. Registration Number

A T L A S C O N S O L I D A T E D M I N I N G A N D
D E V E L O P M E N T C O R P O R A T I O N

(Company's Full Name)

F I V E E - C O M C E N T E R P A L M C O A S T
D R I V E M A L L O F A S I A C O M P L E X
P A S A Y C I T Y M E T R O M A N I L A

(Business Address: No. Street City /Town / Province)

MARIA ELEONOR A. SANTIAGO

Contact Person

(632) 584-9788

Company Telephone Number

1 2 3 1

Month Day

Fiscal Year

1 7 - C

FORM TYPE

Last Wednesday of April

Month Day

Annual Meeting

N/A

Secondary LicenseType, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowings

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

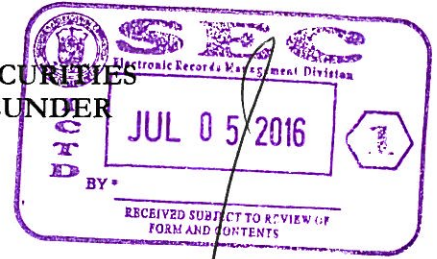
Document I.D.

Cashier

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17 OF THE SECURITIES
REGULATION CODE AND SRC RULE 17.2(c) THEREUNDER



1. 4 July 2016
Date of Report
2. SEC Identification Number 115 Pre War
3. BIR Tax Identification No. 000-154-572-000-V
4. ATLAS CONSOLIDATED MINING AND DEVELOPMENT CORPORATION
Exact name of issuer as specified in its charter
5. Philippines
Province, country or other jurisdiction of
incorporation or organization
6. (SEC Use Only)
Industry Classification Code.
7. FiveE-com Center, Palm Coast Drive, Mall of Asia Complex, Pasay City, Metro Manila 1300
Address of principal office Postal Code
8. (632) 584-9788
Issuer's telephone number, including area code
9. Not applicable
Former name, former address, and former fiscal year, if changed since last report.

10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common Stock, PhP1.00 par value	2,087,032,774

11. Indicate the item numbers reported herein: 9


*Re: SEC Certificate of Filing of Amended Articles of Incorporation, SEC Certificate of Filing of Amended
By-Laws and SEC Certificate of Approval of Decrease of Capital Stock*

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**ATLAS CONSOLIDATED MINING
AND DEVELOPMENT CORPORATION**

Issuer

By:


Maria Eleonor A. Santiago
Compliance Officer

4 July 2016

Securities and Exchange Commission

SEC Building, EDSA, Greenhills, Mandaluyong City

Attention: *Mr. Vicente Graciano P. Felizmenio, Jr.*
Director, Markets & Securities Regulation Department

Philippine Stock Exchange, Inc.

PSE Plaza, Ayala Triangle
Ayala Avenue, Makati City 1226

Attention: *Mr. Jose Valeriano B. Zuno III*
OIC-Head, Disclosure Department

Gentlemen:

Please see enclosed the: (i) *Certificate of Filing of Amended Articles of Incorporation*, (ii) *Certificate of Filing of Amended By-Laws*, and (iii) *Certificate of Approval of Decrease of Capital Stock* of *Atlas Consolidated Mining and Development Corporation* (the "Corporation" or "AT"), all issued by the Securities and Exchange Commission ("SEC") on 29 June 2016 and received by the Corporation on 1 July 2016.

In view of the SEC approval of the decrease in the par value of the shares of stock of AT to Php1.00 per share (the "Decrease"), the following procedure shall be undertaken by the Corporation in amending its stock certificates, changing old stock certificates to new stock certificates bearing the new par value:

1. AT, through its stock transfer agent, Stock Transfer Services, Inc. ("STSI"), will implement the exchange of outstanding stock certificates representing its shares of stock with updated stock certificates reflecting the new par value of Php1.00 per share (the "Exchange") beginning 1 September 2016.

1.1. The office of STSI is located at the following address:

Stock Transfer Services, Inc. ("STSI")
34/F Room D, Rufino Pacific Tower
6784 Ayal Avenue, Makati City
Telephone No.: +63 2 4033433
Fax No. : +63 2 4032414

1.2. The Exchange will be facilitated by the following STSI personnel:

<u>Name</u>	<u>Email Address</u>
Mr. Richard D. Regala	rdregala@stocktransfer.com.ph
Mr. John Genrev V. Masa	grmasa@stocktransfer.com.ph
Mr. Michael C. Capoy	mccapoy@stocktransfer.com.ph

- 1.3. For the processing of the Exchange, the Corporation's Individual Shareholder/s or his/her/their duly authorized representatives will be required to present to STSI:
 - (i) The original stock certificate/s that will be replaced (the "Existing Certificate/s"); and
 - (ii) At least two (2) valid government-issued identification cards pertaining to the registered owner/s of the shares of stock represented by the Existing Certificate/s.
- 1.4. For transactions to be initiated by an authorized representative of a Shareholder,
 - (i) The original of the document establishing such representative's authority; and
 - (ii) The representative's valid government-issued identification card must be presented in addition to the documents stated in Clause 1.3 above.
- 1.5. In case of a Corporate Shareholder, the following shall be submitted to STSI:
 - (i) Photocopies of the Articles of Incorporation and By-Laws;
 - (ii) Photocopies of the latest General Information Sheet (GIS); and
 - (iii) Original Secretary's Certificate designating the authorized representative/s of the Corporate Shareholder with the corresponding specimen signature appearing thereon together with the documents stated in Clause 1.3(i) , and Clause 1.4(ii) above.
2. In case of lost stock certificate/s, the Shareholder shall be required to submit an Affidavit of Loss and an Affidavit of Publication certifying that the publication was made once a week for three (3) consecutive weeks. A sample cut-out of the published details of the stock certificate must be appended to the Affidavit of Publication. Replacement of lost stock certificate/s will be made after one (1) year from the date of last publication. If however the Shareholder on record wishes to expedite the replacement of the lost stock certificate/s a surety bond issued by a reputable insurance company must be submitted to the Company insuring one hundred percent (100%) of the book value of the shares corresponding to the lost stock certificate/s.
3. The Decrease will not affect the total number of the shares of stock constituting AT's issued and outstanding capital stock.

The above information is being disclosed in accordance with the disclosure rules of the SEC and the Philippine Stock Exchange ("PSE").

Thank you.

**Atlas Consolidated Mining
and Development Corporation**

By:


Maria Eleonor A. Santiago
Compliance Officer

**Atlas Consolidated Mining
and Development Corporation**
9F Quad Alpha Centrum, 125 Pioneer St
Mandaluyong City 1550 PH
Tel +632 584 9788
Fax +632 635 4495
www.atlasmining.com.ph



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills
City of Mandaluyong, Metro Manila

COMPANY REG. NO. PW0000115A

**CERTIFICATE OF FILING
OF
AMENDED ARTICLES OF INCORPORATION**

KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the amended articles of incorporation of the

**ATLAS CONSOLIDATED MINING
AND DEVELOPMENT CORPORATION**

(Amending Articles III and VII by decreasing authorized capital stock thereof)

copy annexed, adopted on February 22, 2016 by a majority vote of the Board of Directors and on April 29, 2016 by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980 and copies thereof are filed with the Commission.

Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing company, pre-need plan issuer, general agent in pre-need plans and time shares/club shares/membership certificates issuers or selling agents thereof. Neither does this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

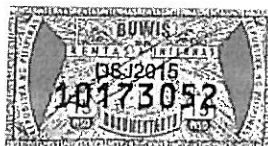
IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed to this Certificate at Mandaluyong City, Metro Manila, Philippines, this 29th day of June, Twenty Sixteen.




FERDINAND B. SALES

Director

Company Registration and Monitoring Department



AMENDED ARTICLES OF INCORPORATION

OF

ATLAS CONSOLIDATED MINING AND DEVELOPMENT CORPORATION

KNOW ALL MEN BY THESE PRESENTS:

That we, a majority of whom are residents of the Philippine Islands, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Philippine Islands.

AND WE HEREBY CERTIFY, THAT:

FIRST: - The name of said Corporation shall be:

ATLAS CONSOLIDATED MINING AND DEVELOPMENT CORPORATION

SECOND: - The purposes for which said Corporation is formed are:

PRIMARY PURPOSE

To carry on the business, for itself and for others, of mining, placer mining, milling, concentrating, converting, smelting, treating, preparing for market, manufacturing, buying, selling, exchanging, and otherwise producing and dealing in gold, silver, copper, lead, zinc, brass, iron, steel, limestone, and all kinds of ores, metals and minerals, and the products and by-products thereof of every kind and description and by whatsoever process the same can be or may hereafter be produced, and generally and without limit as to amount, to buy, sell, locate, exchange, lease, acquire and deal in lands, mines and mineral rights and claims, and to conduct all business appertaining thereto; to purchase, lease, locate, or otherwise acquire mining rights, timber rights, water rights, oil and gas rights, mines, buildings, dwellings, plants, machinery, tools, and other properties whatsoever which this Corporation may from time to time find to be its advantage; to mine and market any mineral or other products that may be found in or such lands, and to explore, work, exercise, develop or turn to account the same; and to acquire, develop, and utilize water rights in such manner as may be authorized or permitted by law; to purchase, hire, make, construct or otherwise acquire, provide, maintain, equip, alter, erect, improve, repair, manage, work and operate private roads, railways and tramways, private telegraph and telephone lines, as may be needed by the Corporation for its own purposes, and to construct, maintain, and operate bridges, piers, wharves, wells reservoirs, plumes, water-courses, water-works, aqueducts, shafts, tunnels, furnaces, coke ovens, crushing works, gas works, electric light, and power plants, compressed air plants, chemical works of all kinds, concentrators, smelters, smelting plants, and refineries, matting plants, warehouses, workshops, factories, dwelling houses, stores, hotels or other buildings, engines, machinery, implements and other works, conveniences and properties of any description in connection with or which may be directly or indirectly conducive to any of the objects of

the Corporation, and to contribute to subsidize or otherwise aid or take part in any such operations.

SECONDARY PURPOSES

1. To carry on in connection with any or all of the foregoing objects the business of buying and selling goods, ware, and merchandise; and to do and transact all business connected with or incidental to any or all of said objects.
2. To purchase, hold, operate, use, convey, lease, rent, mortgage, encumber, or otherwise deal in such real and personal property in any part of the Philippine Islands, or elsewhere as the purposes for which the Corporation is formed may permit, and as may be convenient or necessary for the transaction of the lawful business of the Corporation.
3. Within the area of expertise of the Corporation and to the extent of the capability of its support facilities and related physical resources, and as may be allowed by law, to act as manager or operator of the whole or any part of the business and/or property of any person or juridical entity; to engage in consulting and contracting; to conduct and carry on the business of general foundry, machine, electrical, electronic and instrumentation shops and to sell their products; to engage in the maintenance and repair of machineries, equipment and their components; and to render such other related services as are within its capability as a mining Corporation.
4. To acquire by purchase, underwriting, contract or otherwise, to hold for investment or otherwise, to sell, exchange, mortgage, pledge or otherwise dispose of, and generally to deal in and with any and all kinds of securities issued or created in any part of the world by corporations, associations, partnerships, firms, trustees, syndicates, individuals, governments, states, municipalities or other political or governmental divisions or subdivisions, or by any organization or entity whatsoever, and to pay for the same by issuing its own securities in exchange therefore, or by any other lawful means of payment; to exercise any and all rights, powers, and privileges of individual ownership of interest in respect to such securities, including the right to vote thereon; to do any and all acts and things for the preservation, protection, improvement and enhancement in value of such securities, and to aid by loan, subsidy, guaranty or otherwise those issuing, creating, or responsible for any such securities or evidence of interest therein. The term "securities" shall without limitation of the generality thereof, be deemed to include all stocks, shares, certificates of participation, bonds, debentures, notes, mortgages or other obligations, and any certificate, receipt, or other instruments representing rights to receive, purchase the same, or representing any other rights or interest therein or in any property or assets.
5. To purchase, hold, sell, exchange, or transfer or otherwise deal in shares of its own capital stock, bonds, or other obligations from time to time to such an extent and in such manner and upon such terms as its board of directors shall determine; Provided, that the Corporation shall not use any of its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of the capital of the Corporation; and provided, further, that shares of

its own capital stock belonging to the Corporation shall not be voted directly or indirectly.

6. To purchase or otherwise acquire the whole or any part of the property, assets, business, franchise, good will and rights, and to undertake or assume the whole or any part of the bonds, mortgages, franchises, leases, contracts, indebtedness, guarantees, liabilities and obligations of any person, business, firm, association, corporation, or organization, and to pay for the same or any part or combination thereof in cash, property, shares of stock, bonds, debentures, notes and other obligations of this Corporation, or by undertaking and assuming the whole or any part of the liabilities or obligations of the transfers, and to hold or in any manner dispose of the whole or any part of the property and assets so acquired or purchased and to conduct in any lawful manner, the whole or any part of the business so acquired and to exercise all the powers necessary or convenient in and about the conduct, management, and carrying on of such business.
7. Insofar as the same may now or hereafter be permitted by law, to amalgamate or unite with, to manage or combine into this Corporation, any other corporation, association or business wherever formed, for objects similar, analogous, or subsidiary to any of the objects or purposes of this Corporation, or for carrying on any business capable of being conducted so as directly or indirectly to benefit this Corporation, and to form, establish, and bring out, and assist in the formation or establishment of any such corporation or association, and to acquire, hold and deal in shares of stock, or any other interest therein.
8. In the purchase or acquisition of property, business, rights or franchises or for additional working capital, or for any other object or purpose in or about its business or affairs, and without limit as to amount, to incur debts, and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidence of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise.
9. To buy, purchase, hold, convey, invest in, sell, mortgage or otherwise encumber shares of stock, bonds, debentures and securities of the Republic of the Philippines or any agency or political subdivision thereof, or of any corporation or partnership engaged in business, production, or exploitation of natural resources in the Philippines insofar as the same may now or hereafter be permitted by law.
10. In furtherance of the objects or purposes of the Corporation to guarantee the obligations of this or any other corporation, individual, partnership, association, or combination whatsoever, and the payment of dividends or interest on any shares of stock, bonds, debentures or other securities or obligations of this or any other individual, partnership, association, or corporation or combination whatsoever, whenever, in the judgment of the board of directors, proper or necessary for the business of the Corporation.
11. To do, in the Philippine Islands, and in any other country, state or locality, either as principal or agent and either alone or in connection with other corporations, firms or individuals, all and everything necessary, suitable, convenient or proper for the

accomplishment of any of the purposes or attainment of any one or more of the objects herein enumerated or incidental to the powers herein specified, or which shall at any time appear conducive to or expedient for the accomplishment or attainment of any of the objects or purposes hereinbefore enumerated not inconsistent with the laws of the Philippine Islands, and to execute from time to time such general or special powers of attorney to such persons as the board of directors may approve, granting to such persons all powers, either in the Philippine Islands or in any other country, state or locality which the board of directors may deem proper, and to revoke such powers of attorney whenever the board of directors may deem proper.

It is the intention that the foregoing clauses shall be construed as powers as well as objects and purposes, and the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the general powers of the Corporation, and generally, the Corporation shall be authorized to exercise and enjoy all other powers, rights and privileges now or hereafter granted by the laws of the Philippine Islands, or any country, state or territory in which it does business or owns property, to corporation of the character of this Corporation; Provided, however, that the Corporation shall not in any state, territory, or country, carry on any business, or exercise any power, which a corporation organized under the laws of said state, territory or country could not carry on or exercise, except to the extent permitted or authorized by the laws of such state, territory or country.

THIRD: - The place where the principal office of the Corporation is to be established is at FiveE-com Center, Palm Coast Drive, Mall of Asia Complex, Pasay City, Metro Manila. (As approved by the Board of Directors on 22 February 2016 and Stockholders on 29 April 2016)

FOURTH: - The term for which said Corporation is to exist is FIFTY (50) YEARS, from and after the date of incorporation and is hereby extended for another fifty years from and after the 9th day of March, 1985, the expiry date of its original term.

FIFTH: - The names and residences of the incorporators of said Corporation are as follows:

<u>NAME</u>	<u>NATIONALITY</u>	<u>WHOSE RESIDENCES IS AT</u>
S.F. Wittouck	Belgian	Brussels, Belgium
Mariano Conde	Filipino	Manila, P. I.
Mariano Palileo	Filipino	Manila, P. I.
Miguel F. Trias	Filipino	Manila, P. I.
Cesar Miraflor	Filipino	Manila, P. I.

SIXTH: - The number of directors of the said Corporation shall be eleven (11) and that the names and residences of the directors of the Corporation who are to serve until their successors are elected and qualified as provided by the by-laws, are as follows, to wit:

<u>NAME</u>	<u>NATIONALITY</u>	<u>WHOSE RESIDENCES IS AT</u>
S.F. Wittouck	Belgian	Brussels, Belgium

Mariano Conde	Filipino	Manila, P. I.
Mariano Palileo	Filipino	Manila, P. I.
Miguel F. Trias	Filipino	Manila, P. I.
Cesar Miraflor	Filipino	Manila, P. I.

(SGD.) ILLEGIBLE

(SGD.) ILLEGIBLE

SEVENTH: - The authorized capital stock of said Corporation is THREE BILLION PESOS (PhP3,000,000,000.00) Philippine Currency, divided into THREE BILLION (3,000,000,000) common shares with a par value of ONE PESO (PhP1.00) per share. (As approved by the Board of Directors on 22 February 2016 and Stockholders on 29 April 2016)

The shares of stock of the Corporation are declassified from Class "A" and Class "B" to plain common shares.

Stockholders shall have no pre-emptive rights in shares of stocks which are issued by the Corporation.

EIGHTH: - The amount of said capital stock which has been actually subscribed is ONE THOUSAND PESOS (PhP1,000.00) and the following persons have subscribed for the number of shares and amount of capital stock set out after their respective names:

<u>NAME</u>	<u>RESIDENCE</u>	<u>NO. OF SHARES</u>	<u>AMOUNT</u>
S.F. Wittouck	Brussels, Belgium	9,996	PhP 999.60
Mariano Conde	Manila, P. I.	1	.10
Mariano Palileo	Manila, P. I.	1	.10
Miguel F. Trias	Manila, P. I.	1	.10
Cesar Miraflor	Manila, P. I.	1	.10
		10,000	PhP1,000.00

NINTH: - The following persons have paid on the shares of capital stock for which they have subscribed and amounts set out after their respective names:

<u>NAME</u>	<u>RESIDENCE</u>	<u>AMOUNT PAID ON SUBSCRIPTION</u>
S.F. Wittouck	Brussels, Belgium	PhP 999.60
Mariano Conde	Manila, P. I.	.10
Mariano Palileo	Manila, P. I.	.10
Miguel F. Trias	Manila, P. I.	.10
Cesar Miraflor	Manila, P. I.	.10
		PhP1,000.00

TENTH: - **MARIANO CONDE** has been elected by the subscribers as Treasurer of the Corporation to act as such until his successor is duly elected and qualified in accordance with the By-laws, and that as such Treasurer, he has been authorized to

receive for the Corporation and to issue receipt in its name for all subscriptions paid in by said subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands and seal, this 1st day of March, 1935.

(SGD.) S. F. WITTOUCK

(SGD.) MARIANO CONDE

(SGD.) CESAR MIRAFLOR

(SGD.) MARIANO PALILEO

(SGD.) MIGUEL F. TRIAS

IN THE PRESENCE OF:

(SGD.) ILLEGIBLE

(SGD.) ILLEGIBLE

(SGD.) ILLEGIBLE

PHILIPPINE ISLANDS)
CITY OF MANILA) S.S.

On this 2nd day of March 1935, before me, a Notary Public in and for the City of Manila, Philippine Islands, personally appeared: S.F. Wittouck, without Cedula Certificate being a non-resident of the Philippine Islands; Mariano Conde, with Cedula Certificate No. P-3156, issued at Manila, P.I. on the 2nd day of January 1935; Mariano Palileo, with Cedula Certificate No. P-3157, issued at Manila, P.I. on the 2nd day of January 1935; Miguel F. Trias, with Cedula Certificate No. P-2056701, issued at General Trias, Cavite, P.I. on the 1st day of January 1935; and Cesar Mirafior, with Cedula Certificate No. P-811, issued at Manila, P. I. on the 2nd day of January 1935; all known to me to be the identical persons described who signed the foregoing instrument, and each acknowledged to me that he executed the said instrument as his free and voluntary act and deed for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal, this 2nd day of March, 1935.

(SGD.) GIL R. CARLOS

Notary Public

My Commission expires on December 31, 1936

Doc. No. 304;
Page No. 62;
Book No. I
Series of 1935


REPUBLIC OF THE PHILIPPINES)
CITY OF MANDALUYONG CITY

SECRETARY'S CERTIFICATE

I, **MARIA ELEONOR A. SANTIAGO**, Filipino, of legal age, with office address at the 9th Floor Quad Alpha Centrum, 125 Pioneer Street, Mandaluyong City, Philippines, after being duly sworn in accordance with law hereby state as follows:


1. I am the duly elected and incumbent Assistant Corporate Secretary of **Atlas Consolidated Mining and Development Corporation** (the "Corporation"), a corporation duly organized and existing in accordance with the laws of the Philippines, with principal place of business at Quad Alpha Centrum, 125 Pioneer Street, Mandaluyong City, Philippines.
2. To the best of my knowledge, no action or proceeding has been filed or is pending before any court involving an intra-corporate dispute and/or claim by any person or group against the Board of Directors, Individual directors and/or major corporate officers of the Corporation as its duly elected and/or appointed directors or officers or vice versa.

IN WITNESS WHEREOF, I have set my hand this MAY 25 2016 in MANDALUYONG CITY.


MARIA ELEONOR A. SANTIAGO
Assistant Corporate Secretary

SUBSCRIBED AND SWORN to before me, this MAY 25 2016 day of _____, affiant personally appeared before me and exhibited to me her Philippine Passport with number EB5295506 issued on 2 May 2012 by the DFA-Manila.

Doc. No. 394;
Page No. 79;
Book No. 01;
Series of 2016.


ATTY. JERRY S. DELA CRUZ
NOTARY PUBLIC
Commission Appointment No. 0405-13
U. til Dec 31 2016
PTR No. 2491467/2-11-16/Mandaluyong City
Roll No. 42531
IBP No. 1033072/3-28-16/Catanduanes
MCLE Compliance No. IV0009981, December 5, 2012
Unit 251 Cityland Condominium
Pioneer St., Mandaluyong City

The Manila Times

www.manilatimes.net

REPUBLIC OF THE PHILIPPINES)
CITY OF MANILA)S.S.

AFFIDAVIT OF PUBLICATION

I, **Evelyn S. Arevalo**, of legal age, married, Filipino and a resident of Sampaguita Compound Calsadang Bago Imus Cavite in the Philippines, after having been duly sworn according to law, do hereby depose and state:

That I am the Vice President for Finance of **The Manila Times**, a newspaper which is published Online and Printed in English and Edited in Metro Manila, circulated nationwide daily from Monday to Sunday, with its postal address at 2/F Sitio Grande, 409 A. Soriano Ave., Intramuros, Manila

ATLAS Mining NOTICE

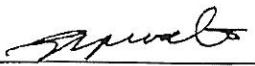
Atlas Consolidated Mining and Development Corporation ("ACMDC"), in accordance with the approval granted by its shareholders and board of directors on 29 April 2016 and 22 February 2016 respectively, will file with the Securities and Exchange Commission ("SEC") an application for a decrease of its capital stock from Php24 billion to Php3 billion divided into 3 billion common shares as a result of the reduction in par value of its shares of stock from Php8.00 per share to Php1.00 per share.

MT - June 11, 2016

See attached **NOTICE / ATLAS CONSOLIDATED MINING AND DEVELOPMENT CORPORATION**

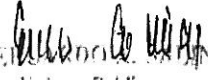
was published in **The Manila Times** newspaper in its issue/s of **JUNE 11, 2016**

In witness whereof, I signed this Affidavit in Manila, Philippines, this _____ day of JUN 13 2016


EVELYN S. AREVALO
Affiant

Subscribe and sworn to before me this 13 day of JUN, 2016 in MANILA, Philippines, affiant exhibiting to me her **Driver's License No. N03-00-292351** issued at Imus Cavite on November 19, 2015 And **SSS ID No. 03-918-996-16**

Doc. No. 1786
Page No. 81
Book No. 11
Series of 2016


ATTY. E. G. OCHOA
Notary Public
Until December 31, 2017
PTR No. 453342-2016
p.o. 12 20-15 Manila
P.O. No. 10519
IBP No. 03890-Lifetime
MCLE Compliance No. V-0010376

THE MANILA TIMES PUBLISHING CORPORATION
2/F Sitio Grande, 409 A Soriano Ave., Intramuros Manila



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
SEC Building, EDSA, Greenhills
City Of Mandaluyong, Metro Manila

COMPANY REG. NO. PW0000115A

**CERTIFICATE OF FILING
OF
AMENDED BY-LAWS**

KNOW ALL PERSONS BY THESE PRESENTS:

This is to certify that the Amended By-Laws of

**ATLAS CONSOLIDATED MINING
AND DEVELOPMENT CORPORATION**

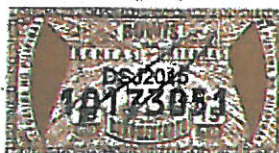
copy annexed, adopted on February 22, 2016 by a majority vote of the Board of Directors and on April 29, 2016 by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Corporate Secretary and majority of the said Board was approved by the Commission on this date pursuant to the provisions of Section 48 of the Corporation Code of the Philippines Batas Pambansa Blg. 68, approved on May 1, 1980, and copies thereof are filed with the Commission.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at Mandaluyong City, Metro Manila, Philippines, this 29th day of June, Twenty Sixteen.




FERDINAND B. SALES
Director

Company Registration and Monitoring Department



AMENDED BY-LAWS
OF
ATLAS CONSOLIDATED MINING AND DEVELOPMENT CORPORATION

ARTICLE I

MEETINGS OF STOCKHOLDERS

Section 1. The annual meeting of stockholders for the election of directors and for the transaction of such other business as may be proper shall be held at 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 on the last Wednesday of April of each year, at 4:00 o'clock in the afternoon, unless a different date and time is set by the Board of Directors within a reasonable period from the date herein fixed. Notice of the time and place of such meeting shall be given by mailing a notice thereof to each stockholder of record not less than 35 days prior to the date of the meeting. *(As approved by the Board of Directors on 22 February 2016 and Stockholders on 29 April 2016)*

Section 2. Special meetings of the stockholders may be called by the president, or by a majority of the Board of Directors, upon regular notice as for annual meetings. At all stockholders' meetings absent stockholders of record may vote by proxy authorized in writing. The record holders of the majority of the issued and outstanding stock attending such meeting, either in person or by proxy, shall constitute a quorum. Each share or stock shall be entitled to one vote and may be cast by the record holder thereof, either in person or by proxy.

Section 3. If for any cause the annual meeting of the stockholders shall not be held at the time fixed by these by-laws, or the election of the directors shall not then be had, the directors then in office shall hold over until a new election. Such new election may be held at any annual or special meeting of the stockholders called for that purpose.

Section 4. The Chairman of the Board of Directors of the Corporation or in case of his absence or disability, the President, any of the Vice-Presidents, a member of the Board of Directors, or in case of the absence of all such persons, any stockholder, shall call to order any meeting of the stockholders, which may then proceed to the transaction of business, provided, a majority of the shares issued and outstanding be present, either in person or by proxy. If a quorum of the stock shall not be present at any meeting, the meeting may be adjourned by the stockholders present from time to time until a quorum is obtained.

ARTICLE II

BOARD OF DIRECTORS

Section 1. The stock, property and all the affairs of this Corporation shall, as provided in these by-laws and in the certificate of incorporation thereof, and as provided by the laws of the Philippine Islands concerning corporations, be exclusively managed and controlled by the Board of Directors which will be composed of eleven (11) members who should be stockholders of record at the

time of their election, two of whom shall be independent directors in accordance with the provisions of the Securities Regulation Code.

The nomination and election of the Corporation's independent directors shall comply with the requirements under the Rules and Regulations Implementing Rule 38 of the Securities Regulation Code and the Corporation's Corporate Governance Manual.

Section 2. The Board of Directors may maintain, or cause to be maintained, at such place or places in the Philippines Islands, or elsewhere, as they may deem best, sub-offices or agencies for the carrying on of the affairs of the Corporation.

Section 3. In case at any time the stock certificate of the director is cancelled in the book of stockholder, his seat as a member of the Board of Directors shall ipso facto become vacant. Any vacancy in the Board of Directors caused by death, resignation, inability or disqualification to act, or otherwise, shall be filled by the remaining members of the Board by the election of a qualified person, who shall hold office for the remainder of the term to which such vacancy applies, until his successor shall have been elected and qualified.

Section 4. The Board of Directors shall have all such powers as may be exercised by the Corporation, subject to the provisions of the statutes, the articles of incorporation and the by-laws, and also the following specific powers:

To purchase or otherwise acquire property, rights, or privileges for the Corporation, which the Corporation has power to take, at such prices and on such terms as the Board of Directors may deem proper.

To pay for such property, rights, or privileges in whole or in part, with money, stock, bonds, debentures, or other property of the Corporation.

To negotiate with any bank, corporation, or person for any loan or credit facility which, from time to time, may be required in connection with the normal operations or expansion of the business of the Corporation, and to create, make and issue mortgage, bonds, deeds of trust, trust agreements, and negotiable or transferable instruments and securities, secured by mortgages or otherwise, and to do every other act and thing necessary to effectuate the same; provided, however, that in no case shall an indebtedness be incurred or obligation contracted in excess of the authorized capital of the Corporation.

To appoint agents, clerks, assistants, factors, servants, and trustees, and to dismiss them at its discretion, to fix their duties and emoluments and to change them from time to time and to require security as it may deem proper.

To confer on any officer of the Corporation the power of selecting, discharging or suspending such employees.

To determine by whom and in what manner the Corporation's bills, notes, receipts, acceptances, endorsements, checks, releases, contracts or other documents shall be signed.

To delegate any of its powers to any committee, officer, or agent and to grant the power to sub-delegate.

ARTICLE III

MEETINGS OF THE DIRECTORS

Section 1. The regular annual meeting of the Board of Directors for the election of officers and the transaction of such other business as shall properly come before it, shall be held immediately after the adjournment of the annual stockholders' meeting. Thereafter, the Board of Directors shall hold regular meetings on such dates and at such particular hour and place, as the Board may fix.

Section 2. Special Meetings of the Board of Directors may be held at the call of the President, and upon the written request of a majority of the directors, the President shall call a meeting, notice thereof being served personally or sent by mail, telephone or telegraph to each director at least twenty-four hours prior to such meeting.

Section 3. A majority of the directors shall constitute a quorum. It shall not be necessary in the notices of the meetings of the Board of Directors to recite the purposes of such meeting unless required by law.

Section 4. Meetings of the Board of Directors may be held at any time at any place in the Philippine Islands, or elsewhere provided all the directors shall consent in writing.

Section 5. In all cases in which the minutes of any meeting of the Board of Directors held, or purported to be held, are signed by all members of the Board, the same shall be binding and valid as if such meeting was regularly called and held.

ARTICLE IV

EXECUTIVE COMMITTEE

Section 1. The Board of Directors, if it deems such action necessary, may choose from its own members as Executive Committee of at least three (3), of whom one shall be the Chief Executive Officer. In case such Executive Committee is appointed, it shall possess and may exercise all the powers of the Board of Directors which may be lawfully delegated in the management and direction of the affairs of the Corporation in all cases in which specific directions shall not have been given by the Board of Directors, either by resolutions, power of attorney, or contracts entered into with other parties, during the intervals between the meeting of the Board of Directors. All actions by any such Executive Committee shall be reported to the Board of Directors at its meeting next succeeding such action, and shall be subject to revision and alteration by the Board; provided, that no rights of third parties shall be affected by such revision or alteration. Regular minutes of the proceedings of any such Executive Committee shall be kept in a book provided for that purpose. Vacancies in any such Executive Committee may be filled by the Board of Directors. A majority of any such committee shall be necessary to constitute a quorum and in every case the affirmative vote of the majority of the members shall be necessary for the passage of any resolution. Any such Executive Committee may act by the written resolution of a quorum thereof, although not formally convened; it shall fix its own rules of procedure and shall meet as provided by such resolution or by resolution of the Board, and shall also meet at the call of the Chairman or of any member of the Committee. *(As approved by the Board of Directors on 22 February 2016 and Stockholders on 29 April 2016)*

ARTICLE V**COMPENSATION OF DIRECTORS**

Section 1. Each member of the Board of Directors shall receive a fee of P2,000.00 for each meeting actually attended by him.

ARTICLE VI**OFFICERS OF THE CORPORATION**

Section 1. The officers of the Corporation shall be a Chairman of the Board, a Vice-Chairman of the Board, a President, a Chief Executive Officer, a Chief Operating Officer, one or more Vice-Presidents, a Secretary and a Treasurer who shall be elected for one year, and shall hold office until their successors are elected and qualified. The Board may elect or appoint other officers and assistant officers who shall have powers and duties as the Board may entrust or delegate. Any two or more offices may be held concurrently by the same person, except that the Chairman cannot hold the position of either treasurer or secretary at the same time.

Section 2. The Chairman of the Board shall preside at all meetings of the stockholders and of the Board of Directors. He shall have the general supervision and administration of the affairs of the Corporation, shall sign certificates of stock and perform such other duties as are incident to his office or are entrusted to him by the Board of Directors.

Section 3. The Vice Chairman of the Board unless otherwise directed by the Board of Directors or by the Chairman of the Board shall exercise the functions of the Chairman of the Board in the event of absence or disability of the Chairman of the Board. He shall also exercise such other functions as the Board of Directors or the Chairman of the Board may from time to time entrust or delegate to him.

Section 4. The President shall ensure that the administrative and operational policies of the Corporation and the resolutions of the Board of Directors are duly executed and carried out. He shall prepare such statement and reports of the Corporation as may be required by law and perform such other duties as are incident to his office or as the Board may from time to time assign to him. Unless otherwise directed by the Board, the President shall exercise the functions of the Chairman of the Board in the event of absence or temporary disability of the Chairman and Vice-Chairman of the Board. In the absence or disability of the President, one of the Vice-Presidents shall exercise all his functions, and all questions of precedence shall be decided by the Board of Directors.

Section 5. The Chief Executive Officer who must be a member of the Board shall be responsible for the general supervision, administration and management of the Corporation, shall establish general administrative and operating policies of the Corporation and shall exercise such other powers and perform such other duties and functions as the Board of Directors may, from time to time assign.

Section 6. The Chief Operating Officer who may or may not be a member of the Board shall supervise and direct the day-to-day business affairs of the Corporation and shall exercise such powers and perform such other duties and functions as the Board of Directors or the Chief Executive Officer may assign to him.

Section 7. The Secretary shall issue notices for all meetings of stockholders and directors, shall keep their minutes, shall have charge of the seal and the corporate books, shall sign, with the Chairman of the Board and Chief Executive Officer such instruments as require such signature, and shall make such reports and perform such other duties as are incident to his office or are properly required of him by the Board of Directors.

Section 8. The Treasurer shall have custody of all moneys and securities of the Corporation and shall keep regular books of account and balance the same each month. He shall sign or countersign such instruments that require his signature, shall perform all duties incident to his office or that are properly required of him by the Board and shall give bond for the faithful performance of his duties in such sum and with such sureties as may be required by the Board of Directors.

ARTICLE VII

INDEMNIFICATION OF CORPORATE OFFICER OR MEMBER OF THE BOARD OF DIRECTORS

Section 1. The Corporation shall indemnify every officer, director or member of the Board of Directors, his heirs, executors and administrators against all costs and expenses reasonably incurred by such person in connection with any civil, criminal, administrative or investigative action, suit or proceeding to which he may be, or is, made a party by reason of the performance and discharge of his duties as officer, director or member of the Board of Directors, except in those cases where he may have acted in bad faith, fraud, or gross negligence.

The cost and expenses incurred in defending the aforementioned action, suit or proceeding shall be advanced by the Corporation and shall not be reimbursed by the officer, director or member of the Board of Directors except when the Corporation has determined that he has acted in bad faith, fraud or gross negligence. The Corporation may require the officer, director or member of the Board of Directors to execute in favor of the Corporation an undertaking to reimburse the costs and expenses of litigation.

In the event of settlement or compromise, the director, officer or member of the Board shall be indemnified upon such matters settled, compromised, or agreed upon except when the Corporation is advised by an independent legal counsel that said officer, director or member of the Board has committed a breach of his duty.

ARTICLE VIII

DISPENSING WITH NOTICE

Section 1. Whenever under the provisions of any of these by-laws the Corporation or the Board of Directors is authorized to take any action after notice or after the lapse of a prescribed period of time, such action may be taken without notice and without the lapse of any period of time. If such action be authorized or approved, and such requirements are waived in writing by every stockholder entitled to notice or by his attorney thereunto authorized, or by every director entitled to such notice as the case may be.

ARTICLE IX

SALE OF ASSETS

Section 1. Insofar as the same shall not conflict with any law or laws in force in the Philippine Islands, the Board of Directors after the approval of the stockholders by the affirmative vote or written consent of two-thirds of the entire capital stock issued or subscribed may sell, mortgage, hypothecate pledge or otherwise dispose of all the corporate property and assets.

ARTICLE X

STOCK

Section 1. Certificates of stock shall be issued to all stockholders of fully paid stock in numerical order from the stock certificate book and shall be signed by the Chairman of the Board or Vice Chairman of the Board or President and countersigned by the Secretary or Assistant Secretary of the Corporation and sealed with its corporate seal; provided, further, that in lieu of the original signatures of the Chairman of the Board or Vice Chairman or President and Secretary or Assistant Secretary, or either of them, there may be substituted facsimiles of said signatures; provided, furthermore, that in case of such substitution, the certificate must bear the original and genuine signatures of a transfer agent and/or registrar appointed by the Board of Directors. The certificates of stock shall be issued in consecutive order from certificate books of the Corporation, and certificates shall be numbered in the order in which they are issued. Upon the stub of each certificate issued shall be entered the name of the person, firm or corporation owning the stock represented by such certificate, the owner of shares in respect of which the certificate is issued, and in the case of cancellation, the date of cancellation.

Section 2. Transfer of stock shall be made by endorsement of the certificate and delivery thereof, but shall not be effective and binding so far as the Corporation is concerned until duly registered upon the books of the Corporation, and before a new certificate is issued, the old certificate must be surrendered for cancellation and the same must be cancelled upon the face thereof. The stock and transfer books of the Corporation shall be closed for transfers during such period as the Board of Directors may from time to time determine.

Section 3. The unissued stock of the Corporation shall be offered for sale and sold in such quantities and at such times as the Board of Directors of the Corporation may from time to time determine, and shall be sold upon such terms and for such prices (not less than par) as may be fixed in the resolution directing such sales.

Section 4. Treasury stock of the Corporation shall consist of such issued and outstanding stock of the Corporation as may be donated to the Corporation or otherwise acquired by it, and shall be held subject to disposal by the Board of Directors. Such stock shall neither vote nor participate in dividends while held by the Corporation.

Section 5. Loss or Destruction of Certificates - The following procedure will be followed for the issuance by the Corporation of new certificates of stock in lieu of those which have been lost, stolen or destroyed, after the reconstitution of the records of this Corporation in accordance with existing laws (a) The registered owner of certificates of stock in this Corporation or his legal representative shall file an affidavit, in triplicate, with the Corporation setting forth, if possible, the

circumstances as to how, when and where said certificates were lost, stolen or destroyed, the number of shares represented by each certificate and the serial numbers of the certificates. He shall also submit such other information and evidence which he may deem necessary. (b) After verifying the affidavit and other information and evidence with the books of the Corporation, said Corporation shall publish a notice, in a newspaper of general circulation in the Philippines published in the City of Manila, once a week for three consecutive weeks, at the expense of the registered owner of the certificates of stock which have been lost, stolen or destroyed. The notice shall state the name of the corporation, the name of the registered owner and the serial number of said certificates, and the number of shares represented by each certificate, and that after the expiration of one year from the date of the last publication, if no contest has been presented to said Corporation regarding said certificates of stock, the right to make such contest shall be barred and the Corporation shall cancel in its books the certificates of stock which have been lost, stolen or destroyed and issue in lieu thereof new certificates of stock, unless the registered owner files a bond, or other security in lieu thereof as may be required running for a period of one year for a sum and in such form and with such sureties as may be satisfactory to the Board of Directors, in which case a new certificate may be issued even before, the expiration of the one-year period provided herein; Provided, That if a contest has been presented to the Corporation or, if an action is pending in Court, regarding the ownership of said certificates of stock which have been lost, stolen or destroyed, the issuance of the new certificates or stock in lieu thereof shall be suspended until final decision by the Court regarding the ownership of said certificates of stock.

Section 6. Subscribers for stock shall not be required to pay interest on unpaid subscriptions, as provisionally provided for in Section 37 of the Corporation Law, unless and until the Board of Directors after resolution duly adopted shall give notice that after a certain indicated date interest at the rate of six per centum per annum shall accrue on the amounts of all delinquent subscriptions.

Section 7. Transferees, mortgagees, and pledges of stock of the Corporation, or of any interest therein shall promptly transfer the same, or register notice of their lien, upon the books of the Corporation, and their failure to do shall stop them from issuing any claim against the Corporation by reason of the issuance of another certificate in the name or to the order of the owner or registered holder of the original certificate, either because of the purported loss, theft, or destruction of the original certificate, or for any other reason. Transferees, mortgages, and pledges of the stock of the Corporation, or any interest therein, are required to ascertain from the stock certificate and stock and transfer books of the Corporation that the Corporation has no claims or defenses against the holder or registered owner of the certificate transferred, and shall hold certificates subject to all claims or defenses noted therein. This section shall not be construed as a limitation or waiver of any rights, claims, or defenses not noted on the stock certificate and stock and transfer books of the corporation.

ARTICLE XI

INCREASE OF CAPITAL STOCK

Section 1. Insofar as the same shall not conflict with any law or laws in force in the Philippine Islands, the Corporation, by a two-thirds vote of the entire capital stock issued or subscribed, may at any time increase its capital stock by the issue of additional shares, either common or preferred, or with or without par value.

Any new shares, from time to time created, may from time to time be issued with any such guarantee or any right or preference, whether in respect of dividends or repayment of capital, or both,

or any such other special privilege or advantage over any shares previously issued, or then about to be issued (other than shares issued without preference), or at such a premium, or, with such preferred rights as compared with any shares previously issued, or then about to be issued, or subject to any such conditions or provisions, and with such right or without any right of voting, and generally on such terms as the Corporation may from time to time by special resolution determine.

ARTICLE XII

DIVIDENDS

Section 1. Dividends may be paid out of the unrestricted retained earnings of the business of the Corporation as and when the Board of Directors may elect.

ARTICLE XIII

OFFICIAL SEAL

Section 1. The Corporate Seal of the Corporation shall be circular in form and have inscribed on its margin the words "ATLAS CONSOLIDATED MINING AND DEVELOPMENT CORPORATION" and within the circle the words and figures "MANILA 1935 PHILIPPINES".

ARTICLE XIV

FISCAL YEAR

Section 1. The fiscal year of the Corporation shall terminate on the last day of December, and the president and treasurer shall present at the annual meeting of the stockholders full reports of the condition and affairs of the Corporation at the end of each fiscal year.

ARTICLE XV

CHANGE IN BY-LAWS

Section 1. The by-laws may be altered, amended, added to or repealed at any meeting of the Board of Directors by the vote of the majority of the full Board, and no notice of such proposed change in the by-laws shall be necessary prior to such meeting and any such changes may become operative immediately upon the same being made. Provided, however, That any power delegated to the Board of Directors to amend or repeal any by-law or to adopt new by-laws shall be considered revoked whenever a majority of the stockholders of the Corporation shall so vote at a regular or special meeting.

Adopted by unanimous vote of all stockholders at the special stockholders' meeting held on July 5, 1935.

(SGD.) J. FRASER BROWN

(SGD.) A. GOT

(SGD.) BENITO RAZON

(SGD.) EDUARDO ROXAS

(SGD.) J. M. SAMPSON

FRANCISCO ORTIGAS

By:

(SGD.) E. ORTIGAS, Proxy

A. Soriano

By:

(SGD.) BENITO RAZON, Proxy
Manila, P. I., July 10, 1935

We, the undersigned, constituting a majority of the Board of Directors of MASBATE CONSOLIDATED MINING COMPANY, do hereby certify that the foregoing thirteen (13) pages of typewritten matter constitute a full, complete and exact copy of the by-laws of said Company as adopted by unanimous vote of all stockholders at the incorporators' meeting held on the 5th day of July, 1935.

(SGD.) J. FRASER
Director

(SGD.) J. H. SAMPSON
Director

(SGD.) BENITO RAZON
Director

(SGD.) EDUARDO ROXAS
Director

COUNTERSIGNED:

(SGD.) LEON A. ALANAS

Secretary: Masbate Consolidated Mining Company



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills
City of Mandaluyong, Metro Manila

COMPANY REG. NO. PW0000115A

CERTIFICATE OF APPROVAL OF DECREASE OF CAPITAL STOCK

KNOW ALL PERSONS BY THESE PRESENTS:

This is to certify that the decrease of capital stock of the

**ATLAS CONSOLIDATED MINING
AND DEVELOPMENT CORPORATION**

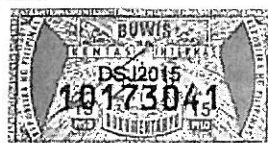
from P24,000,000,000.00 divided into 3,000,000,000 shares of the par value of P8.00 each, to P3,000,000,000.00 divided into 3,000,000,000 shares of the par value of P1.00 each, approved by majority Board of Directors on February 22, 2016 and by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock at a meeting held on April 29, 2016 certified to by the Chairman and the Secretary of the stockholders meeting and a majority of the Board of Directors of the corporation, was approved by the Commission on the date indicated hereunder in accordance with the provision of Section 38 of the Corporation Code of the Philippines (Batas Pambansa Blg. 68), approved on May 1, 1980. A copy of the Certificate of Increase of Capital Stock filed with the Commission is attached hereto.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed to this Certificate at Mandaluyong City, Metro Manila, Philippines, this 29th day of June, Twenty Sixteen.




FERDINAND B. SALES
Director

Company Registration and Monitoring Department



**DIRECTORS' CERTIFICATE
ON THE
AMENDMENTS OF THE ARTICLES OF INCORPORATION & BY-LAWS,
AND DECREASE OF THE AUTHORIZED CAPITAL STOCK OF
ATLAS CONSOLIDATED MINING AND DEVELOPMENT CORPORATION**

JUN 24 2016

We, constituting a majority of the members of the Board of Directors, the Chairman and the Assistant Corporate Secretary of Atlas Consolidated Mining and Development Corporation (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Philippines, with principal place of business at Quad Alpha Centrum, 125 Pioneer Street, Mandaluyong City, Philippines, do hereby certify as follows:

1. At the regular meeting of the Board of Directors of the Corporation ("BOD" or the "Board") held on 22 February 2016 at the Corporation's principal office at which a majority of the directors was present and acting throughout, the Board unanimously approved the following resolutions:

(i) Amendments to the Articles of Incorporation (the "Amendments"):

- a. Article III: Change of Place of Principal Office to FiveEcom Center, MOA, Pasay City

"RESOLVED, That Atlas Consolidated Mining and Development Corporation (the "Corporation") be authorized as it is hereby authorized to change the place of the principal office of the Corporation to Five-Ecom Center, Palm Coast Drive, Mall of Asia Complex, Pasay City, Metro Manila;

RESOLVED, FURTHER, That Article III of the Articles of Incorporation of the Corporation be amended as follows:

The Third Article as amended shall read:

***THIRD:** The place where the principal office of said Corporation is to be established or located is at Five-Ecom Center, Palm Coast Drive, Mall of Asia Complex, Pasay City, Metro Manila.*

- b. Article VII : Reduction of par value of the Corporation's shares of stock to One Peso (Php1.00) per share thereby reducing the Corporation's authorized capital stock to Three Billion Pesos (Php3,000,000,000.00) divided into Three Billion (3,000,000,000) common shares (the "Decrease")

"RESOLVED, That Atlas Consolidated Mining and Development Corporation (the "Corporation"), be authorized as it is hereby authorized to decrease the par value of the Corporation's shares of stock from Eight Pesos (Php8.00) to One Peso (Php1.00) per share thereby reducing the Corporation's authorized capital stock to Three Billion Pesos (Php3,000,000,000.00) divided into Three Billion (3,000,000,000) common shares;

RESOLVED, FURTHER, That Article Seventh of the Amended Articles of Incorporation of the Corporation, be correspondingly amended as follows:

***SEVENTH:** The authorized capital stock of the Corporation is Three Billion Pesos (Php3,000,000,000.00) Philippine Currency, divided into Three Billion (3,000,000,000) common shares with a par value of One Peso (Php1.00) per share.*

RESOLVED, FINALLY, That the President or any officers of the Corporation, be hereby authorized, directed and empowered to perform all acts and deeds, and sign, execute and deliver any and all agreements, instruments, correspondence or other documents that may be required, necessary or convenient for the proper implementation of the foregoing resolutions, including but not limited to the filing of the appropriate applications with the Securities and Exchange Commission ("SEC")."

(ii) Amendments to the Corporation's By-Laws (the "Amendments"):

- a. Section I, Article I: Change of place of annual general meeting of shareholders and
- b. Section 1, Article IV: Number of members of the Executive Committee to at least three

"RESOLVED, That Atlas Consolidated Mining and Development Corporation (the "Corporation"), be authorized as it is hereby authorized to change the place of the annual general meeting of the Stockholders 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, and increase the number of Executive Committee members to at least three (3);

RESOLVED, FURTHER, That the By-Laws of the Corporation be amended as follow:

- a. Section 1 of Article I as amended shall read:

Section 1. The annual meeting of stockholders for the election of directors and for the transaction of such other business as may be proper shall be held at 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.

- b. Section 1 of Article IV as amended shall read:

Section 1. The Board of Directors, if it deems such action necessary, may choose from its own members as Executive Committee of at least three (3), of whom one shall be the Chief Executive Officer. In case, such Executive Committee is appointed, it shall possess and may exercise all the powers of the Board of Directors which may be lawfully delegated in the management and direction of the affairs of the Corporation in all cases in which specific directions shall not have been given by the Board of Directors, either by resolutions, power of attorney, or contracts entered into with other parties, during the intervals between the meeting of the Board of Directors. All action by such Executive Committee shall be reported to the Board of Directors at its meetings next succeeding such action, and shall be subject to revision and alteration by the Board; provided, that no rights of third parties shall be affected by such revision or alteration. Regular minutes of the proceedings of any such Executive Committee shall be kept in a book provided for that purpose. Vacancies in any such Executive Committee may be filled by the Board of Directors. A majority of any such committee shall be necessary to constitute a quorum and in every case the affirmative vote of the majority of the members shall be necessary for the passage of any resolution. Any such Executive Committee may act by the written resolution of a quorum thereof, although not formally convened; it shall fix its own rules of procedure and shall meet as provided by such resolution or by resolution of the Board, and shall also meet at the call of the Chairman or of any member of the Committee.

RESOLVED, FINALLY, That the President or any officers of the Corporation, be hereby authorized, directed and empowered to perform all acts and deeds, and sign, execute and deliver any and all agreements, instruments, correspondence or other documents that may be required, necessary or convenient for the proper implementation of the foregoing resolutions, including but not limited to the filing of the appropriate applications with the Securities and Exchange Commission."

The above stated amendments to the Corporation's Articles of Incorporation and By-Laws shall be collectively referred to as the "Amendments".

2. At the Annual General Meeting ("AGM") of the Shareholders of the Corporation held on 29 April 2016 where there appeared in person or by proxy, Shareholders representing 72.06% of the Corporation's issued and outstanding capital stock, the Shareholders representing more than 2/3 of the issued and outstanding capital stock approved the Decrease and Amendments, with percentage breakdown as follows:

Amendment to Article III of the Corporation's Articles of Incorporation	72.06%
Amendment to Article VII of the Corporation's Articles of Incorporation	71.01%
Amendment to Section 1, Article I of the Corporation's By-Laws	71.64%
Amendment to Section 1, Article IV of the Corporation's By-Laws	71.64%

3. As a consequence of the reduction in par value to Php1.00 per share, (i) the authorized capital stock of the Corporation shall be Three Billion Pesos (Php3,000,000,000.00) divided into Three Billion (3,000,000,000) common shares of stock with a par value of One Peso (Php1.00) per share, and (ii) the subscribed and paid up capital stock of the Corporation shall be Two Billion Eighty Seven Million Thirty Two Thousand Seven Hundred Seventy Four Pesos (Php2,087,032,774) divided into Two Billion Eighty Seven Million Thirty Two Thousand Seven Hundred Seventy Four (2,087,032,774) common shares of stock.

The par value reduction of the Corporation's common shares of stock to Php1.00 and decrease in capital stock to Php3B will result in Additional Paid-In Capital ("APIC") of Php14,609,229,418.00.

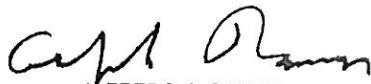
4. The Corporation has complied with all the requirements under Sections 16 and 38 of the Corporation Code of the Philippines with respect to the Decrease.
5. The Corporation has no bonded indebtedness as of the dates of the meetings of the Board and the Corporation's Shareholders during which the Decrease was approved (the "Meetings").
6. The total indebtedness of the Corporation as of 31 May 2016 amounts to approximately Php7,212,765,561.78
7. The documents that are integrally attached hereto as (i) Annex "A" represents the Amended Articles of Incorporation; and (ii) Annex "B" represents the Amended By-Laws of the Corporation that were approved and adopted by the Board and the Shareholders of the Corporation during the Meetings.

Attested by:

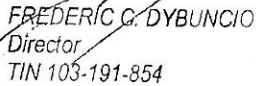


MARIA ELEONOR A. SANTIAGO
Assistant Corporate Secretary
TIN 229-062-738

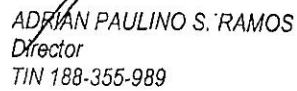
IN WITNESS WHEREOF, we hereby affix our signatures this MAY 26 2016 May 2016 in Mandaluyong City.



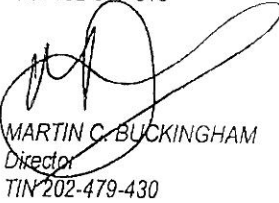
ALFREDO C. RAMOS
Chairman of the Board
TIN 132-017-513




FREDERIC G. DYBUNCIO
Director
TIN 103-191-854



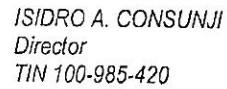
ADRIAN PAULINO S. RAMOS
Director
TIN 188-355-989



MARTIN C. BUCKINGHAM
Director
TIN 202-479-430



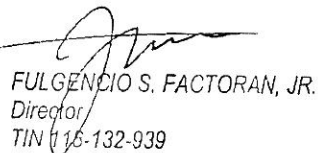
GERARD ANTON S. RAMOS
Director
TIN 160-302-347



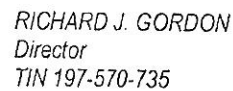
ISIDRO A. CONSUNJI
Director
TIN 100-985-420



JOSE P. SIO
Director
TIN 103-433-285



FULGENCIO S. FACTORAN, JR.
Director
TIN 116-132-939



RICHARD J. GORDON
Director
TIN 197-570-735



ALFREDO R. ROSAL, JR.
Director
TIN 343-031-570



LAURITO E. SERRANO
Director
TIN 102-097-367


REPUBLIC OF THE PHILIPPINES) S.S.
MANDALUYONG CITY)

QUEZON CITY
Subscribed and sworn to before me this MAY 26 2016 2016 in QUEZON CITY by the following:

Name	Competent Evidence of Identity	Date and Place of Issue
Alfredo C. Ramos	Passport No. EB4871488	05 March 2012 / Manila
Adrian Paulino S. Ramos	Passport No. EC6344702	08 January 2016 / Manila
Martin C. Buckingham	Passport No. 099219951	30 December 2010 / United Kingdom of Great Britain & Northern Ireland
Gerard Anton S. Ramos	Passport No. EC1487341	27 June 2014 / Manila
Frederic C. DyBuncio	Passport No. ECO634893	22 March 2014 / Manila
Jose T. Sio	Passport No. EB5104390	11 April 2012 / Manila
Isidro A. Consunji	Passport No. EC4977907	11 August 2015 / Manila
Fulgencio S. Factoran, Jr.	Passport No. EC4081648	04 May 2015 / Manila
Richard J. Gordon	Passport No. EC0480511	05 March 2014 / Manila
Alfredo R. Rosal, Jr.	Passport No. XX3298823	21 March 2009 / Manila
Laurito E. Serrano	Passport No. EB7165539	16 January 2013 / Manila
Maria Eleonor A. Santiago	Passport No. EB5295506	2 May 2012 / Manila

whose identities I have confirmed through the above-described competent evidence of their identifications.

Doc. No. 242;
Page No. 66;
Book No. CCCXXI
Series of 2016.



ATTY. RAMON L. CARPIO
NOTARY PUBLIC

Np-89 (2015-2016) Commission Expires Dec. 31, 2016
Roll of Attorneys No. 22172
IBP OR 1017229, 1/4/16, Quezon City
PTR No. 2148146, 1/4/16, Quezon City
TIN 106-115-897
MCLE V-Compliance No. 0017243, 3/30/16
Rm. 326 Doña Consolacion Bldg. Cubao, Quezon City

ATLAS CONSOLIDATED MINING AND DEVELOPMENT CORPORATION
Summary of Shareholdings by Nationality
As of April 28, 2016

Nationality	No. of Sh.	Filipino Shares	Foreign Shares	Total Shares	%T-Shr to G-Shr
AMERICAN	186	0	553,696	553,696	00.03%
AUSTRALIAN	3	0	6	6	00.00%
AUSTRIAN	2	0	95	95	00.00%
BRITISH	40	0	32,071	32,071	00.00%
CANADIAN	3	0	4,425,263	4,425,263	00.21%
CHINESE	948	0	414,023	414,023	00.02%
DANISH	3	0	497	497	00.00%
DUTCH	4	0	3,893	3,893	00.00%
FILIPINO	13,138	1,974,332,007	0	1,974,332,007	94.60%
FOREIGN	6,393	0	107,193,435	107,193,435	05.14%
FRENCH	4	0	6,677	6,677	00.00%
GERMAN	11	0	4,172	4,172	00.00%
INDIAN	33	0	12,847	12,847	00.00%
IRISH	2	0	779	779	00.00%
ITALIAN	2	0	537	537	00.00%
JAPANESE	6	0	4,245	4,245	00.00%
PORTUGUESE	1	0	1,013	1,013	00.00%
SPANISH	59	0	36,625	36,625	00.00%
SWISS	14	0	10,693	10,693	00.00%
TAIWANESE	1	0	200	200	00.00%
Sub-Total :	20,853	1,974,332,007	112,700,767	2,087,032,774	100.00%
U.S. REGISTRY	0	0	0	0	00.00%
Sub-Total :	0	0	0	0	00.00%
Grand Total :	20,853	1,974,332,007	112,700,767	2,087,032,774	100.00%

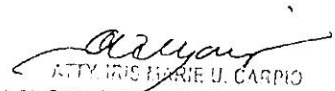
Certified true and correct by:


MARIA ELEONOR A. SANTIAGO
 Assistant Corporate Secretary

JUN 10 2016 **MANDALUYONG CITY**

SUBSCRIBED AND SWORN to before me, this _____ day of _____, affiant personally appeared before me and exhibited to me her Philippine Passport with number EB5295506 issued on 2 May 2012 by the DFA-Manila.

Doc. No. 167;
 Page No. 35;
 Book No. I;
 Series of 2016.


ATTY. IRIS MARIE U. CARIPIO
 NOTARY PUBLIC - CITY OF MANDALUYONG
 OFFICE NO. 5044/4TH FLOOR DECEMBER 31, 2017
 123 PUALER STREET
 MANDALUYONG CITY 155
 REG. NO. 2026002, MANDALUYONG CITY 101-03-16
 REG. NO. 1023393/01-03-16/OC CHAPTER
 MOLE COMPLIANCE NO. M-001-403/04-14-2019
 ROLL NO. 51926 (2005)