

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.



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.