

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
The Board's Governance Responsibilities			
Principle 1: The company should be headed by a competent, working board to foster the long- term success of the corporation, and to sustain its competitiveness and profitability in a manner consistent with its corporate objectives and the long- term best interests of its shareholders and other stakeholders.			
Recommendation 1.1			
1. Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/sector.	COMPLIANT	<p>In accordance with the Company's Code of Corporate Governance (the "Code" or "CCG") and the Charter of the Board of Directors (the "BOD Charter"), the Board is composed of Directors with collective working knowledge, experience and expertise that is relevant to the Company's industry. Directors meet all the qualifications and none of the disqualifications enumerated in the Code. The Board has an appropriate mix of competence and expertise.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • Code of Corporate Governance 1.1 Composition http://www.atlasmining.com.ph/sites/default/files/files/AT_New%20Code%20of%20Corporate%20Governance_18May2017(1).pdf • Board of Directors http://www.atlasmining.com.ph/about-us/board-directors • BOD Charter 2. Composition of the BOD and Term of Office http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOARD%20CHARTER(1).pdf • BOD Key Executive Officers' Diversity Policy http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOD%20%26%20KEO%20Diversity%20Policy.pdf 	
2. Board has an appropriate mix of competence and expertise.	COMPLIANT		
3. Directors remain qualified for their positions individually and collectively to enable them to fulfill their roles and responsibilities and respond to the needs of the organization.	COMPLIANT		
Recommendation 1.2			

<p>1. Board is composed of a majority of non-executive directors.</p>	<p>COMPLIANT</p>	<p>The Board of Directors (the "Board" or "BOD") is composed of eleven (11) directors, majority of whom are non-executive directors (NEDs).</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • Results of the AGM & Organizational Meeting http://www.atlasmining.com.ph/sites/default/files/AT%20SEC%2017-C%202019%20AGM%20%26%20BOD%20Organizational%20Meeting%207May2019.pdf http://www.atlasmining.com.ph/sites/default/files/AT%20SEC%2017-C%202018%20AGM%20%26%20BOD%20Organizational%20Meeting%2026Apr2018.pdf • Board of Directors http://www.atlasmining.com.ph/about-us/board-directors • Definitive Information Statement (20-IS) http://www.atlasmining.com.ph/sites/default/files/AT%20SEC%20Form%2020-Information%20Statement%2021Mar2019.pdf • Annual Report (17-A) http://www.atlasmining.com.ph/sites/default/files/financial%20reports/Full%20Year%202018.pdf • BOD Charter 2. Composition of the BOD and Term of Office (Clause 2.5) 5.BOD Independence http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOARD%20CHARTER(1).pdf 	
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Recommendation 1.3

<p>1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors.</p>	<p>COMPLIANT</p>	<p>As provided in the CCG and the BOD Charter, the Company shall ensure that all its directors are provided with comprehensive training, including an eight (8) hour orientation program for first-time directors and a four (4) hour relevant annual continuing training for all directors.</p> <p>Link/reference is as follows:</p> <ul style="list-style-type: none"> • Code of Corporate Governance, B.1.2 Training http://www.atlasmining.com.ph/sites/default/files/AT%20CG%20Attendance%20Aug2018.pdf http://www.atlasmining.com.ph/sites/default/files/CG%20Attendance%202018%20Second%20Batch.pdf • BOD Charter 17. Orientation and Continuing Education Program http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOARD%20CHARTER(1).pdf • Certificate of Attendance http://www.atlasmining.com.ph/company-disclosures/other-reports http://www.atlasmining.com.ph/sites/default/files/CG%20Attendance%202018%20Second%20Batch.pdf 	
<p>2. Company has an orientation program for first time directors.</p>	<p>COMPLIANT</p>		
<p>3. Company has relevant annual continuing training for all directors.</p>	<p>COMPLIANT</p>		

Recommendation 1.4

1. Board has a policy on board diversity.	COMPLIANT	<p>The CCG, the BOD Charter and the BOD and Executive Officers' Diversity Policy affirm the benefits of having a diverse Board which it deems essential in the attainment of its goals and strategic objectives, a move to avoid groupthink and ensures optimal decision making is achieved.</p> <p>Link/reference:</p> <ul style="list-style-type: none"> Code of Corporate Governance B.1.3 Diversity http://www.atlasmining.com.ph/sites/default/files/files/AT_New%20Code%20of%20Corporate%20Governance_18May2017(1).pdf BOD and Executive Officers' Diversity Policy http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOD%20%26%20KEO%20Diversity%20Policy.pdf BOD Charter 2. Composition of the BOD and Term of Office (Clauses 2.4 & 2.5) http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOARD%20CHARTER(1).pdf 	
Optional: Recommendation 1.4			
1. Company has a policy on and discloses measurable objectives for implementing its board diversity and reports on progress in achieving its objectives.	COMPLIANT	<p>The Board Diversity Policy is expressly indicated in CCG, BOD Charter and the BOD and Key Executive Officers' Policy.</p> <p>Reference/Link:</p> <ul style="list-style-type: none"> Code of Corporate Governance B.1.3 Diversity http://www.atlasmining.com.ph/sites/default/files/files/AT_New%20Code%20of%20Corporate%20Governance_18May2017(1).pdf BOD Charter 2. Composition of the BOD and Term of Office (Clauses 2.4 & 2.5) http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOARD%20CHARTER(1).pdf BOD and Key Executive Officers' Diversity Policy http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOD%20%26%20KEO%20Diversity%20Policy.pdf 	
Recommendation 1.5			
1. Board is assisted by a Corporate Secretary.	COMPLIANT	<p>The Board is assisted by a Corporate Secretary, Atty. Roderico V. Puno, who is not the Compliance Officer (CO) and is not a member of the Board of Directors.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> Code of Corporate Governance, B. 1.5 Corporate Secretary http://www.atlasmining.com.ph/sites/default/files/files/AT_New%20Code%20of%20Corporate%20Governance_18May2017(1).pdf BOD Charter 12. Corporate Secretary 14. Compliance Officer http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOARD%20CHARTER(1).pdf 	
2. Corporate Secretary is a separate individual from the Compliance Officer.	COMPLIANT	<ul style="list-style-type: none"> Executive Officers 	

3. Corporate Secretary is not a member of the Board of Directors.	COMPLIANT	http://www.atlasmining.com.ph/about-us/board-directors	
4. Corporate Secretary attends training/s on corporate governance.	COMPLIANT	<p>On 8 August 2018, the Corporate Secretary, Atty. Roderico V. Puno, attended the Advanced Corporate Governance Training Program held at Taft Ballroom, Conrad Manila, Pasay City.</p> <p>Link/reference is as follows:</p> <ul style="list-style-type: none"> • Certificate of Attendance http://www.atlasmining.com.ph/sites/default/files/AT%20CG%20Attendance%20Aug2018.pdf • http://www.atlasmining.com.ph/company-disclosures/other-reports 	
Optional: Recommendation 1.5			
Corporate Secretary distributes materials for board meetings at least five business days before scheduled meeting.	COMPLIANT	<p>Pursuant to the Code and BOD Charter, the Corporate Secretary ensures that materials are provided to the Board at least five (5) working days in advance of the actual meetings.</p> <p>Link/reference :</p> <ul style="list-style-type: none"> • Code of Corporate Governance, B.1.5 Corporate Secretary http://www.atlasmining.com.ph/sites/default/files/files/AT_New%20Code%20of%20Corporate%20Governance_18May2017(1).pdf • BOD Charter 12. Corporate Secretary http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOARD%20CHARTER(1).pdf 	
Recommendation 1.6			
1. Board is assisted by a Compliance Officer	COMPLIANT	<p>The Board is assisted by a Compliance Officer (CO), Atty. Maria Eleonor A. Santiago, who is the Head of the Corporate Legal Affairs and Corporate Governance and is neither the Corporate Secretary nor a member of the Board of Directors.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • Executive Officers http://www.atlasmining.com.ph/about-us/board-directors • Code of Corporate Governance B.1.6 Compliance Officer http://www.atlasmining.com.ph/sites/default/files/files/AT_New%20Code%20of%20Corporate%20Governance_18May2017(1).pdf • Definitive Information Statement http://www.atlasmining.com.ph/sites/default/files/AT%20SEC%20Form%2020-Information%20Statement%2021Mar2019.pdf 	
2. Compliance Officer has a rank of Senior Vice President or an equivalent position with adequate stature and authority in the corporation.	COMPLIANT		
3. Compliance Officer is not a member of the board.	COMPLIANT		

4. Compliance Officer attends training/s on corporate governance.	COMPLIANT	<p>On 26 September 2018, the CO, Atty. Maria Eleonor A. Santiago, attended the Seminar on Corporate Governance Training Program held at the Quad Alpha Centrum, Mandaluyong City.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • Certificate of Attendance http://www.atlasmining.com.ph/sites/default/files/CG%20Attendance%202018%20Second%20Batch.pdf • http://www.atlasmining.com.ph/company-disclosures/other-reports 	
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Principle 2: The fiduciary roles, responsibilities and accountabilities of the Board as provided under the law, the company's articles and by-laws, and other legal pronouncements and guidelines should be clearly made known to all directors as well as to stockholders and other stakeholders.

Recommendation 2.1

1. Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company.	COMPLIANT	<p>Per Company's CCG and the BOD Charter, it is the general responsibility of the Board of Directors to act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the Company, its shareholders and other stakeholders.</p> <p>Link/reference is as follows:</p> <ul style="list-style-type: none"> • Code of Corporate Governance, B.2. Establishing Clear Roles and Responsibilities of the Board http://www.atlasmining.com.ph/sites/default/files/files/AT%20New%20Code%20of%20Corporate%20Governance%2018May2017(1).pdf • BOD Charter 3. Roles and Responsibilities of the BOD 5. BOD Independence http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOARD%20CHARTER(1).pdf 	
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Recommendation 2.2

1. Board oversees the development, review and approval of the company's business objectives and strategy.	COMPLIANT	<p>In accordance with the Code, the BOD Charter and the By-Laws, the Board oversees the development, review and approval of the Company's business objectives and strategy and monitors the implementation of such.</p> <p>Link/reference is as follows:</p> <ul style="list-style-type: none"> • Code of Corporate Governance, B.2. Establishing Clear Roles and Responsibilities of the Board http://www.atlasmining.com.ph/sites/default/files/files/AT%20New%20Code%20of%20Corporate%20Governance%2018May2017(1).pdf • BOD Charter 2. Composition of the BOD and Term of Office http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOARD%20CHARTER(1).pdf 	
2. Board oversees and monitors the implementation of the company's business objectives and strategy.	COMPLIANT		

Supplement to Recommendation 2.2

1. Board has a clearly defined and updated vision, mission and core values.	COMPLIANT	<p>The Company has a clearly defined and updated vision, mission and core values.</p> <p>Link/reference is as follows:</p> <ul style="list-style-type: none"> • Mission and Vision http://www.atlasmining.com.ph/about-us/mission-and-vision • BOD Charter <ul style="list-style-type: none"> 1. Purpose 3. Roles and Responsibilities of the BOD 5. BOD Independence http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOARD%20CHARTER(1).pdf 	
2. Board has a strategy execution process that facilitates effective management performance and is attuned to the company's business environment, and culture.	COMPLIANT	<p>In accordance with CCG, BOD Charter and By-Laws, the Board has a strategy execution process that facilitates effective management performance and is attuned to the Company's business environment and culture.</p> <p>Link/reference:</p> <ul style="list-style-type: none"> • Code of Corporate Governance, B.2. Establishing Clear Roles and Responsibilities of the Board http://www.atlasmining.com.ph/sites/default/files/files/AT_New%20Code%20of%20Corporate%20Governance_18May2017(1).pdf • BOD Charter <ul style="list-style-type: none"> 3. Roles and Responsibilities of the BOD (Clauses 3.2 & 3.10) 5. BOD Independence http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOARD%20CHARTER(1).pdf 	
Recommendation 2.3			
1. Board is headed by a competent and qualified Chairperson.	COMPLIANT	<p>The Board is headed by a competent and qualified Chairman in Mr. Alfredo C. Ramos.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • Board of Directors http://www.atlasmining.com.ph/about-us/board-directors • Definitive Information Statement (20-IS) http://www.atlasmining.com.ph/sites/default/files/AT%20SEC%20Form%2020-Information%20Statement%2021Mar2019.pdf • Annual Report (17-A) http://www.atlasmining.com.ph/sites/default/files/financial%20reports/Full%20Year%202018.pdf • Code of Corporate Governance, B.2. Establishing Clear Roles and Responsibilities of the Board http://www.atlasmining.com.ph/sites/default/files/files/AT_New%20Code%20of%20Corporate%20Governance_18May2017(1).pdf • BOD Charter <ul style="list-style-type: none"> 10. Chairman of the BOD http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOARD%20CHARTER(1).pdf 	
Recommendation 2.4			

1. Board ensures and adopts an effective succession planning program for directors, key officers and management.	COMPLIANT	<p>In accordance with the Code and the BOD Charter, the Board ensures an effective succession planning program for directors, key officers and management is in place. Likewise, the Board adopted a policy on the retirement of directors and key officers.</p> <p>Link/reference is as follows:</p> <ul style="list-style-type: none"> Code of Corporate Governance B.2. Establishing Clear Roles and Responsibilities of the Board http://www.atlasmining.com.ph/sites/default/files/files/AT_New%20Code%20of%20Corporate%20Governance_18May2017(1).pdf BOD Charter 3. Role and Responsibilities of the BOD (Clause 3.3) http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOARD%20CHARTER(1).pdf 	
2. Board adopts a policy on the retirement for directors and key officers.	COMPLIANT		

Recommendation 2.5

1. Board aligns the remuneration of key officers and board members with long-term interests of the company.	COMPLIANT	<p>The Board aligns the remuneration of directors and key officers with the long-term interests of the Company. The Board adopted a policy that specifies the relationship between remuneration and performance and implements such through its CG Com (formerly the Compensation and Remuneration Committee). In accordance with the Code, directors do not participate in discussions or deliberations involving their own remuneration.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> Code of Corporate Governance, B.2. Establishing Clear Roles and Responsibilities of the Board http://www.atlasmining.com.ph/corporate-governance/manual-corporate-governance BOD Charter 3. Role and Responsibilities of the BOD (Clause 3.4) http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOARD%20CHARTER(1).pdf Corporate Governance Committee Charter http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20CORPORATE%20GOVERNANCE%20COMMITTEE%20CHARTER.pdf 	
2. Board adopts a policy specifying the relationship between remuneration and performance.	COMPLIANT	<ul style="list-style-type: none"> Compensation and Remuneration Committee Charter http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC_Compensation%20%26%20Remuneration%20Committee%20Charter.pdf 	
3. Directors do not participate in discussions or deliberations involving his/her own remuneration.	COMPLIANT	<ul style="list-style-type: none"> AT Directors' and Key Officers' Remuneration Policy http://www.atlasmining.com.ph/sites/default/files/files/AT%20Policy%20on%20Directors%20and%20Officers%20Remuneration.pdf 	

Optional: Recommendation 2.5

1. Board approves the remuneration of senior executives.	COMPLIANT	<p>The Board approves the remuneration of senior executives through its Corporate Governance Committee [formerly the Compensation and Remuneration Committee] (the "CG Com").</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • Code of Corporate Governance, 2. Establishing Clear Roles and Responsibilities of the Board http://www.atlasmining.com.ph/corporate-governance/manual-corporate-governance • BOD Charter 3. Role and Responsibilities of the BOD (Clause 3.4) 9.3. The Corporate Governance Committee (CG Com) http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOARD%20CHARTER(1).pdf • Corporate Governance Committee Charter http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20CORPORATE%20GOVERNANCE%20COMMITTEE%20CHARTER.pdf • Compensation and Remuneration Committee Charter http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC_Compensation%20%26%20Remuneration%20Committee%20Charter.pdf • AT Directors' and Key Officers' Remuneration Policy http://www.atlasmining.com.ph/sites/default/files/files/AT%20Policy%20on%20Directors%20and%20Officers%20Remuneration.pdf 	
2. Company has measurable standards to align the performance-based remuneration of the executive directors and senior executives with long-term interest, such as claw back provision and deferred bonuses.	COMPLIANT	<ul style="list-style-type: none"> • AT Directors' and Key Officers' Remuneration Policy http://www.atlasmining.com.ph/sites/default/files/files/AT%20Policy%20on%20Directors%20and%20Officers%20Remuneration.pdf 	
Recommendation 2.6			
1. Board has a formal and transparent board nomination and election policy.	COMPLIANT	<p>The Company's formal director nomination and election policy and process are provided for in the CCG, BOD Charter and in the CG Com Charter. The procedures include provisions on qualifications and disqualifications of directors, the acceptance of director nominations from Shareholders, the shortlisting of Director candidates, and the assessment of the effectiveness of the process of nomination and election.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • Code of Corporate Governance, B.2. Establishing Clear Roles and Responsibilities of the Board & B.2.3 Nomination and Election of the Board http://www.atlasmining.com.ph/corporate-governance/manual-corporate-governance • BOD Charter 8. Nomination and Election of Directors 3. Role and Responsibilities of the BOD (Clause 3.5) http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOARD%20CHARTER(1).pdf 	
2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	COMPLIANT	<ul style="list-style-type: none"> • Definitive Information Statement (20-IS) http://www.atlasmining.com.ph/company-disclosures/information-statement-sec-form-20 	
3. Board nomination and election policy includes how the company accepted nominations from minority shareholders.	COMPLIANT	<ul style="list-style-type: none"> • Corporate Governance Committee Charter http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20CORPORATE%20GOVERNANCE%20COMMITTEE%20CHARTER.pdf 	
4. Board nomination and election policy includes how the board shortlists candidates.	COMPLIANT		

5. Board nomination and election policy includes an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.	COMPLIANT		
6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.	COMPLIANT	<p>The Board has a process for identifying the quality of directors aligned with the strategic direction of the Company.</p> <p>Link/reference:</p> <ul style="list-style-type: none"> • Corporate Governance Committee Charter http://www.atlasmining.com.ph/sites/default/files/files/AT New%20Code%20of%20Corporate%20Governance 18May2017(1).pdf • BOD Charter 8. Nomination and Election of Directors 3. Role and Responsibilities of the BOD (item 3.5) http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCCC%20BOARD%20CHARTER(1).pdf 	

Optional: Recommendation to 2.6

1. Company uses professional search firms or other external sources of candidates (such as director databases set up by director or shareholder bodies) when searching for candidates to the board of directors.	COMPLIANT	<p>As provided in the Company's CCG and BOD Charter, the services of professional search firms or other external sources are used when searching for candidates to the Board of Directors. In practice, the Company has engaged the Institute of Corporate Directors to provide information on director candidates.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • Code of Corporate Governance, B.2.3 Nomination and Election of the Board of Directors http://www.atlasmining.com.ph/sites/default/files/files/AT New%20Code%20of%20Corporate%20Governance 18May2017(1).pdf • BOD Charter 8. Nomination and Election of Directors 3. Role and Responsibilities of the BOD (item 3.5) http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCCC%20BOARD%20CHARTER(1).pdf 	
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Recommendation 2.7

<p>1. Board has overall responsibility in ensuring that there is a group-wide policy and system governing related party transactions (RPTs) and other unusual or infrequently occurring transactions.</p>	<p>COMPLIANT</p>	<p>Per the Company's CCG, the BOD Charter, RPT Com Charter and the RPT Policy, the Board is responsible in ensuring that RPTs are handled in a sound and prudent manner and in compliance with applicable laws and regulation to protect the interests of all stakeholders.</p> <p>The Board through the Related Party Transactions Committee (the "RPTCom"), reviews and approves all material RPTs and ensures that all said transactions are done at market's price and at arms' length.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • Code of Corporate Governance, B.2. Establishing Clear Roles and Responsibilities of the Board http://www.atlasmining.com.ph/sites/default/files/files/AT_New%20Code%20of%20Corporate%20Governance_18May2017(1).pdf • BOD Charter 3. Role and Responsibilities of the BOD (Clause 3.6) 9.5 The Related Party Transaction Committee (RPT Com) http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOARD%20CHARTER(1).pdf 	
<p>2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.</p>	<p>COMPLIANT</p>	<ul style="list-style-type: none"> • Related Party Transactions Committee Charter http://www.atlasmining.com.ph/sites/default/files/files/RELATED%20PARTY%20TRANSACTION%20COMMITTEE%20CHARTER(1).pdf 	
<p>3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.</p>	<p>COMPLIANT</p>	<ul style="list-style-type: none"> • Related Party Transaction Policy http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20Related%20Party%20Transaction%20Policy.pdf 	
Supplement to Recommendations 2.7			
<p>1. Board clearly defines the threshold for disclosure and approval of RPTs and categorizes such transactions according to those that are considered <i>de minimis</i> or transactions that need not be reported or announced, those that need to be disclosed, and those that need prior shareholder approval. The aggregate amount of RPTs within any twelve (12) month period should be considered for purposes of applying the thresholds for disclosure and approval.</p>	<p>COMPLIANT</p>	<p>The Board, through the RPT Com, clearly defines the thresholds for disclosure and approval of RPTs and categorizes such transactions according to their qualifying details. All relevant and material RPTs are disclosed immediately. The aggregate amount of RPTs within any twelve (12)-month period is considered for purposes of applying the thresholds for disclosure and approval.</p> <p>Link/reference is as follows:</p> <ul style="list-style-type: none"> • BOD Charter 3. Role and Responsibilities of the BOD (Clause 3.6) 9.5 The Related Party Transaction Committee (RPT Com) http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOARD%20CHARTER(1).pdf • Related Party Transactions Committee Charter http://www.atlasmining.com.ph/sites/default/files/files/RELATED%20PARTY%20TRANSACTION%20COMMITTEE%20CHARTER(1).pdf • Disclosures, Current Report (17-C) http://www.atlasmining.com.ph/company-disclosures/sec-filings • Annual Report (17-A), accompanying Audited Financial Statements on RPTs http://www.atlasmining.com.ph/sites/default/files/financial%20reports/Full%20Year%202018.pdf http://www.atlasmining.com.ph/sites/default/files/financial%20reports/Full%20Year%202017.pdf 	

<p>2. Board establishes a voting system whereby a majority of non-related party shareholders approve specific types of related party transactions during shareholders' meetings.</p>	<p>COMPLIANT</p>	<p>In 2017, the Company immediately disclosed the need to secure, and subsequently successfully obtained a waiver on the conduct of a rights or public offering for the issuance of new shares to existing shareholders, by a majority vote of the minority Shareholders during the Annual General Meeting of Shareholders (AGM). The waiver on rights offering was in relation to the proposed issuance of shares for the increase in capital stock of the Company and the proposed issuance of underlying shares as a result of the exercise of the proposed warrants.</p> <p>Link/reference is as follows:</p> <ul style="list-style-type: none"> • Disclosures, Current Report(17-C) http://www.atlasmining.com.ph/company-disclosures/sec-filings • Definitive Information Statement (20-IS) http://www.atlasmining.com.ph/company-disclosures/information-statement-sec-form-20 • Annual Report (17-A) http://www.atlasmining.com.ph/sites/default/files/financial%20reports/Full%20Year%202018.pdf http://www.atlasmining.com.ph/sites/default/files/financial%20reports/Full%20Year%202017.pdf • Minutes of SSM (Item IV.C) http://www.atlasmining.com.ph/sites/default/files/AT_Minutes_SMShareholders_21Feb2017%28website%29.pdf • Results of the AGM and Organizational Meeting, Current Report (17-C) http://www.atlasmining.com.ph/sites/default/files/AT_17-C_Results%20of%20AGM%20and%20Org.%20Meetings_27Jull2017.pdf 	
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Recommendation 2.8

<p>1. Board is primarily responsible for approving the selection of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).</p>	<p>COMPLIANT</p>	<p>In accordance with the CCG and BOD Charter, the Board is primarily responsible for approving the selection of Management, led by the CEO and the head of the other control functions.</p> <p>For 2018-2019, management team is composed of the following: President & CEO: Adrian Paulino A. Ramos EVP : Martin C. Buckingham CFO & CRO : Fernando A. Rimando Treasurer: Leila Cabanes Corp. Sec: Roderico C. Puno Compliance Officer & Asst. Corp Sec: Maria Eleonor A. Santiago CAE: Dom Fontin</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • Code of Corporate Governance, B.2. Establishing Clear Roles and Responsibilities of the Board http://www.atlasmining.com.ph/sites/default/files/files/AT_New%20Code%20of%20Corporate%20Governance_18May2017(1).pdf • By-Laws http://www.atlasmining.com.ph/sites/default/files/files/ACMDC_AmendedBy-Laws_29Jun2016(2).pdf • BOD Charter 3. Role and Responsibilities of the BOD (Clause 3.7) 9.3 The Corporate Governance Committee (CG Com) http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOARD%20CHARTER(1).pdf • Results of AGM and Organizational Meeting, Current Report (17-C) http://www.atlasmining.com.ph/sites/default/files/AT%20SEC%2017-C%202019%20AGM%20%26%20BOD%20Organizational%20Meeting%207May2019.pdf 	
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<p>2. Board is primarily responsible for assessing the performance of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).</p>	<p>COMPLIANT</p>	<p>In accordance with the CCG and the BOD Charter, the Board is primarily responsible for assessing the performance of Management led by the CEO and the heads of the other control functions.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • Code of Corporate Governance, B.2. Establishing Clear Roles and Responsibilities of the Board & 3.5 Corporate Governance Committee http://www.atlasmining.com.ph/sites/default/files/files/AT_New%20Code%20of%20Corporate%20Governance_18May2017(1).pdf • Corporate Governance Committee Charter http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20CORPORATE%20GOVERNANCE%20COMMITTEE%20CHARTER.pdf • BOD Charter 3. Role and Responsibilities of the BOD (Clauses 3.7 & 3.10) 9.3 The Corporate Governance Committee (CG Com) http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOARD%20CHARTER(1).pdf 	
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Recommendation 2.9

<p>1. Board establishes an effective performance management framework that ensures that Management's performance is at par with the standards set by the Board and Senior Management.</p>	<p>COMPLIANT</p>	<p>In accordance with the CG and the BOD Charter, the Board has established an effective performance management framework that ensures that management/ personnel perform at par with the standards set by the Company.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • Code of Corporate Governance, B.2. Establishing Clear Roles and Responsibilities of the Board & B. 3.5 Corporate Governance Committee http://www.atlasmining.com.ph/sites/default/files/files/AT_New%20Code%20of%20Corporate%20Governance_18May2017(1).pdf • Corporate Governance Committee Charter http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20CORPORATE%20GOVERNANCE%20COMMITTEE%20CHARTER.pdf • BOD Charter 3. Role and Responsibilities of the BOD (Clauses 3.7 & 3.10) http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOARD%20CHARTER(1).pdf 	
<p>2. Board establishes an effective performance management framework that ensures that personnel's performance is at par with the standards set by the Board and Senior Management.</p>	<p>COMPLIANT</p>		

Recommendation 2.10

<p>1. Board oversees that an appropriate internal control system is in place.</p>	<p>COMPLIANT</p>	<p>In accordance with the CCG and the BOD Charter the Board ensures that an appropriate internal control system is in place, which includes a mechanism for monitoring and managing potential conflicts of interests of management, directors and shareholders.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> Code of Corporate Governance, B.2. Establishing Clear Roles and Responsibilities of the Board & B.3.4 Audit Committee http://www.atlasmining.com.ph/sites/default/files/files/AT_New%20Code%20of%20Corporate%20Governance_18May2017(1).pdf BOD Charter 3. Roles and Responsibilities of the BOD (Clause 3.8) 5. BOD Independence 6. Conflict of Interest and Disclosure 9. BOD Committees http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOARD%20CHARTER(1).pdf Audit Committee Charter http://www.atlasmining.com.ph/sites/default/files/files/AUDIT%20COMMITTEE%20CHARTER.pdf Code of Business Conduct and Ethics http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20Code%20of%20Business%20Conduct%20and%20Ethics(1).pdf 	
<p>2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.</p>	<p>COMPLIANT</p>	<ul style="list-style-type: none"> Conflict of Interest Policy http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20Conflict%20of%20Interest%20Policy(1).pdf Insider Trading Policy http://www.atlasmining.com.ph/sites/default/files/files/AT%20Insider%20Trading%20Policy.pdf 	
<p>3. Board approves the Internal Audit Charter.</p>	<p>COMPLIANT</p>	<p>The Board, through the Audit Committee, approves the Internal Audit Charter.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> Internal Audit Charter Audit Committee Charter http://www.atlasmining.com.ph/sites/default/files/files/AUDIT%20COMMITTEE%20CHARTER.pdf Code of Corporate Governance 3.4 Audit Committee http://www.atlasmining.com.ph/sites/default/files/files/AT_New%20Code%20of%20Corporate%20Governance_18May2017(1).pdf BOD Charter 9. BOD Committees http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOARD%20CHARTER(1).pdf 	
<p>Recommendation 2.11</p>			
<p>1. Board oversees that the company has in place a sound enterprise risk management (ERM) framework to effectively identify, monitor, assess and manage key business risks.</p>	<p>COMPLIANT</p>	<p>In accordance with the Code and BOD Charter, the Board is tasked to identify and monitor key risk areas and key performance indicators and ensure that a sound Enterprise Risk Management (ERM) framework is in place. The Board Risk Oversight Committee (the "BROC") is responsible for the oversight of the Company's ERM system and ensures its functionality and effectiveness.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> Code of Corporate Governance, 	

2. The risk management framework guides the Board in identifying units/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies.	COMPLIANT	<p>B. 2. Establishing Clear Roles and Responsibilities of the Board & 3.6 Board Risk Oversight Committee http://www.atlasmining.com.ph/sites/default/files/files/AT_New%20Code%20of%20Corporate%20Governance_18May2017(1).pdf</p> <ul style="list-style-type: none"> • BOD Charter 3. Role and Responsibilities of the BOD (Clause 3.9) 9.4 The Board Risk Oversight Committee (BROC) http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOARD%20CHARTER(1).pdf • Board Risk Oversight Committee Charter http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20Board%20Risk%20Oversight%20Committee%20Charter.pdf • Enterprise Risk Management http://www.atlasmining.com.ph/corporate-governance/enterprise-risk-management 	
Recommendation 2.12			
1. Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary role.	COMPLIANT	The Company's Board of Directors' Charter (the "BOD Charter") clearly provides for the Board's roles, responsibilities and accountabilities and serves as a guide for the Company's directors in the performance of their functions. The BOD Charter is aligned with the Code and are both publicly available on the Company's website.	
2. Board Charter serves as a guide to the directors in the performance of their functions.	COMPLIANT	<p>Link/reference is as follows:</p> <ul style="list-style-type: none"> • BOD Charter 3. Roles and Responsibilities of the BOD (Clause 3.11) http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOARD%20CHARTER(1).pdf 	
3. Board Charter is publicly available and posted on the company's website.	COMPLIANT	<ul style="list-style-type: none"> • Code of Corporate Governance http://www.atlasmining.com.ph/sites/default/files/files/AT_New%20Code%20of%20Corporate%20Governance_18May2017(1).pdf 	
Additional Recommendation to Principle 2			
1. Board has a clear insider trading policy.	COMPLIANT	<p>Link/reference is as follows:</p> <ul style="list-style-type: none"> • AT Insider Trading Policy http://www.atlasmining.com.ph/sites/default/files/files/AT%20Insider%20Trading%20Policy.pdf • BOD Charter 6. Conflict of Interest and Disclosure http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOARD%20CHARTER(1).pdf 	
Optional: Principle 2			
1. Company has a policy on granting loans to directors, either forbidding the practice or ensuring that the transaction is conducted at arm's length basis and at market rates.	COMPLIANT	<p>Link/reference is as follows:</p> <ul style="list-style-type: none"> • Policy on Directors' and Key Officers' Loan http://www.atlasmining.com.ph/sites/default/files/files/AT%20Policy%20on%20Directors%20and%20Officers%20Loan.pdf 	

<p>2. Company discloses the types of decision requiring board of directors' approval.</p>	<p>COMPLIANT</p>	<p>The types of decisions requiring Board approval are disclosed in the Code, the BOD Charter and By-Laws.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • Code of Corporate Governance http://www.atlasmining.com.ph/sites/default/files/files/AT_New%20Code%20of%20Corporate%20Governance_18May2017(1).pdf • By-Laws http://www.atlasmining.com.ph/sites/default/files/files/ACMDC_AmendedBy-Laws_29Jun2016(2).pdf • BOD Charter http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOARD%20CHARTER(1).pdf 	
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Principle 3: Board committees should be set up to the extent possible to support the effective performance of the Board's functions, particularly with respect to audit, risk management, related party transactions, and other key corporate governance concerns, such as nomination and remuneration. The composition, functions and responsibilities of all committees established should be contained in a publicly available Committee Charter.

Recommendation 3.1

<p>1. Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.</p>	<p>COMPLIANT</p>	<p>To address specific tasks and responsibilities, the Board adopted five (5) board committees, namely the Audit Committee, the Executive Committee, the Related Party Transactions Committee, the Board Risk Oversight Committee, and the Corporate Governance Committee.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • Code of Corporate Governance, B.3. Establishing Board Committees http://www.atlasmining.com.ph/sites/default/files/files/AT_New%20Code%20of%20Corporate%20Governance_18May2017(1).pdf • BOD Charter 9. BOD Committees http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOARD%20CHARTER(1).pdf • Board Committees http://www.atlasmining.com.ph/corporate-governance/board-committees • By-laws http://www.atlasmining.com.ph/sites/default/files/files/ACMDC_AmendedBy-Laws_29Jun2016(2).pdf • Results of the AGM and Organizational Meeting, Current Report (17-C) http://www.atlasmining.com.ph/sites/default/files/AT%20SEC%2017-C%202019%20AGM%20%26%20BOD%20Organizational%20Meeting%207May2019.pdf http://www.atlasmining.com.ph/sites/default/files/AT%20SEC%2017-C%202018%20AGM%20%26%20BOD%20Organizational%20Meeting%2026Apr2018.pdf 	
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Recommendation 3.2

<p>1. Board establishes an Audit Committee to enhance its oversight capability over the company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.</p>	<p>COMPLIANT</p>	<p>The Company's Audit Committee exercises the Board's oversight of financial reporting, internal control system, internal and external audit processes and compliance with applicable laws, rules and regulation</p> <p>It is the Audit Committee's responsibility to recommend the appointment and removal of the Company's external auditor.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • BOD Charter 9.2 The Audit Committee (Audit Com) http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOARD%20CHARTER(1).pdf • Audit Committee Charter http://www.atlasmining.com.ph/sites/default/files/files/AUDIT%20COMMITTEE%20CHARTER.pdf • Code of Corporate Governance, B. 3.4 Audit Committee http://www.atlasmining.com.ph/sites/default/files/files/AT_New%20Code%20of%20Corporate%20Governance_18May2017(1).pdf • Definitive Information Statement (20-IS) http://www.atlasmining.com.ph/sites/default/files/AT%20SEC%20Form%2020-Information%20Statement%2021Mar2019.pdf 	
<p>2. Audit Committee is composed of at least three appropriately qualified non-executive directors, the majority of whom, including the Chairman is independent.</p>	<p>COMPLIANT</p>	<p>The Audit Committee is composed of five (5) non-executive directors (NED), majority of whom, including the Chairperson, are independent directors. The Committee members each possess relevant background, knowledge, skills and/or experience in areas of accounting, auditing and finance.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • Results of the AGM and Organizational Meeting, Current Report (17-C) http://www.atlasmining.com.ph/sites/default/files/AT%20SEC%2017-C%202019%20AGM%20%26%20BOD%20Organizational%20Meeting%207May2019.pdf http://www.atlasmining.com.ph/sites/default/files/AT%20SEC%2017-C%202018%20AGM%20%26%20BOD%20Organizational%20Meeting%2026Apr2018.pdf • Definitive Information Statement (20-IS) http://www.atlasmining.com.ph/sites/default/files/AT%20SEC%20Form%2020-Information%20Statement%2021Mar2019.pdf • BOD Charter 9.2 The Audit Committee (Audit Com) http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOARD%20CHARTER(1).pdf • Code of Corporate Governance, B.3.4 Audit Committee http://www.atlasmining.com.ph/sites/default/files/files/AT_New%20Code%20of%20Corporate%20Governance_18May2017(1).pdf • Board Committees http://www.atlasmining.com.ph/corporate-governance/board-committees • Audit Committee Charter http://www.atlasmining.com.ph/sites/default/files/files/AUDIT%20COMMITTEE%20CHARTER.pdf 	

<p>3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.</p>	<p>COMPLIANT</p>	<p>The Audit Committee members each possess relevant background, knowledge, skills and/or experience in areas of accounting, auditing and finance.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • Board Committees http://www.atlasmining.com.ph/corporate-governance/board-committees • Audit Committee Charter http://www.atlasmining.com.ph/sites/default/files/files/AUDIT%20COMMITTEE%20CHARTER.pdf • Definitive Information Statement (20-IS) http://www.atlasmining.com.ph/sites/default/files/AT%20SEC%20Form%2020-Information%20Statement%2021Mar2019.pdf 	
<p>4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.</p>	<p>COMPLIANT</p>	<p>The Chairman of the Audit Committee, Mr. Laurito E. Serrano, is not the Chairman of the Board or of any other board committee.</p> <p>Link/reference is as follows:</p> <ul style="list-style-type: none"> • Board Committees http://www.atlasmining.com.ph/corporate-governance/board-committees • Annual Report (17-A) http://www.atlasmining.com.ph/sites/default/files/financial%20reports/Full%20Year%202018.pdf • Definitive Information Statement http://www.atlasmining.com.ph/sites/default/files/AT%20SEC%20Form%2020-Information%20Statement%2021Mar2019.pdf • Results of the AGM and Organizational Meeting http://www.atlasmining.com.ph/sites/default/files/AT%20SEC%2017-C%202019%20AGM%20%26%20BOD%20Organizational%20Meeting%207May2019.pdf http://www.atlasmining.com.ph/sites/default/files/AT%20SEC%2017-C%202018%20AGM%20%26%20BOD%20Organizational%20Meeting%2026Apr2018.pdf 	
<p>Supplement to Recommendation 3.2</p>			
<p>1. Audit Committee approves all non-audit services conducted by the external auditor.</p>	<p>COMPLIANT</p>	<p>The Audit Committee approves all non-audit services conducted by the external auditor.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • Audit Committee Charter http://www.atlasmining.com.ph/sites/default/files/files/AUDIT%20COMMITTEE%20CHARTER.pdf • BOD Charter 9.2 The Audit Committee (Audit Com) http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOARD%20CHARTER(1).pdf • Definitive Information Statement http://www.atlasmining.com.ph/sites/default/files/AT%20SEC%20Form%2020-Information%20Statement%2021Mar2019.pdf • Code of Corporate Governance, B.3.4 Audit Committee http://www.atlasmining.com.ph/sites/default/files/files/AT_New%20Code%20of%20Corporate%20Governance_18May2017(1).pdf 	

2. Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present.	COMPLIANT	<p>The Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • Audit Committee Charter http://www.atlasmining.com.ph/sites/default/files/files/AUDIT%20COMMITTEE%20CHARTER.pdf • BOD Charter 9.2 The Audit Committee (Audit Com) http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOARD%20CHARTER(1).pdf • Code of Corporate Governance, B.3.4 Audit Committee http://www.atlasmining.com.ph/sites/default/files/files/AT%20New%20Code%20of%20Corporate%20Governance%2018May2017(1).pdf 	
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Optional: Recommendation 3.2

1. Audit Committee meets at least four times during the year.	COMPLIANT	<p>In accordance with Audit Committee Charter, the Audit Committee met four (4) times in 2018.</p> <p>Link/reference is as follows:</p> <ul style="list-style-type: none"> • Audit Committee Charter http://www.atlasmining.com.ph/sites/default/files/files/AUDIT%20COMMITTEE%20CHARTER.pdf • Minutes of Audit Com Meetings 	
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2. Audit Committee approves the appointment and removal of the internal auditor.	COMPLIANT	<p>The Audit Committee approves the appointment and removal of the Chief Audit Executive (CAE) /internal auditor.</p> <p>Links/references:</p> <ul style="list-style-type: none"> • Audit Committee Charter http://www.atlasmining.com.ph/sites/default/files/files/AUDIT%20COMMITTEE%20CHARTER.pdf • Code of Corporate Governance http://www.atlasmining.com.ph/sites/default/files/files/AT%20New%20Code%20of%20Corporate%20Governance%2018May2017(1).pdf • BOD Charter 3. Roles and Responsibilities of the BOD (Clause 3.7) http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOARD%20CHARTER(1).pdf 	
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Recommendation 3.3

<p>1. Board establishes a Corporate Governance Committee tasked to assist the Board in the performance of its corporate governance responsibilities, including the functions that were formerly assigned to a Nomination and Remuneration Committee.</p>	<p>COMPLIANT</p>	<p>The Corporate Governance Committee (the "CG Com") is tasked to assist the Board in its corporate governance related responsibilities, including the responsibilities and functions formerly assigned to the Nomination Committee and Compensation and Remuneration Committee.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • BOD Charter 8.Nomination and Election of Directors 9.3 The Corporate Governance Committee (CG Com) http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOARD%20CHARTER(1).pdf • Code of Corporate Governance, B. 3.5 Corporate Governance Committee http://www.atlasmining.com.ph/sites/default/files/files/AT_New%20Code%20of%20Corporate%20Governance_18May2017(1).pdf • Corporate Governance Committee Charter http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20CORPORATE%20GOVERNANCE%20COMMITTEE%20CHARTER.pdf 	
<p>9. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.</p>	<p>COMPLIANT</p>	<p>The CG Com is composed of three (3) members, all of whom are independent directors (IDs).</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • Corporate Governance Committee Charter http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20CORPORATE%20GOVERNANCE%20COMMITTEE%20CHARTER.pdf • Board Committees http://www.atlasmining.com.ph/corporate-governance/board-committees • BOD Charter 9.3 The Corporate Governance Committee (CG Com) http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOARD%20CHARTER(1).pdf • Code of Corporate Governance, B.3.5 Corporate Governance Committee http://www.atlasmining.com.ph/sites/default/files/files/AT_New%20Code%20of%20Corporate%20Governance_18May2017(1).pdf 	
<p>10. Chairman of the Corporate Governance Committee is an independent director.</p>	<p>COMPLIANT</p>	<p>The Chairman of the CG Com, Atty. Fulgencio Factoran, is an independent director.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • Corporate Governance Committee Charter http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20CORPORATE%20GOVERNANCE%20COMMITTEE%20CHARTER.pdf • Board Committees http://www.atlasmining.com.ph/corporate-governance/board-committees • BOD Charter 9.3 The Corporate Governance Committee (CG Com) http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOARD%20CHARTER(1).pdf • Results of the AGM and Organizational Meeting, Current Report (17-C) http://www.atlasmining.com.ph/sites/default/files/AT%20SEC%2017-C%202019%20AGM%20%26%20BOD%20Organizational%20Meeting%207May2019_0.pdf http://www.atlasmining.com.ph/sites/default/files/AT%20SEC%2017-C%202018%20AGM%20%26%20BOD%20Organizational%20Meeting%2026Apr2018_0.pdf 	

Optional: Recommendation 3.3.			
1. Corporate Governance Committee meets at least twice during the year.	COMPLIANT	<p>In accordance with the CG Com Charter and BOD Charter, the Committee meets at least twice annually.</p> <p>Link/reference is as follows:</p> <ul style="list-style-type: none"> Corporate Governance Committee Charter http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20CORPORATE%20GOVERNANCE%20COMMITTEE%20HARTER.pdf BOD Charter 9.3 The Corporate Governance Committee (CG Com) http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOARD%20CHARTER(1).pdf 	
Recommendation 3.4			
1. Board establishes a separate Board Risk Oversight Committee (BROC) that should be responsible for the oversight of a company's Enterprise Risk Management system to ensure its functionality and effectiveness.	COMPLIANT	<p>The Board Risk Oversight Committee (the "BROC") is responsible for the oversight of the Company's Enterprise Risk Management (ERM) system. The BROC ensures that the ERM system is functional and effective.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> Code of Corporate Governance, B.2. Establishing Clear Roles and Responsibilities of the Board & B.3.6 Board Risk Oversight Committee http://www.atlasmining.com.ph/sites/default/files/files/AT%20New%20Code%20of%20Corporate%20Governance%2018May2017(1).pdf BOD Charter 9.4 The Board Risk Oversight Committee http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOARD%20CHARTER(1).pdf Board Risk Oversight Committee Charter http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20Board%20Risk%20Oversight%20Committee%20Charter.pdf 	
2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.	COMPLIANT	<p>The BROC is composed of three (3) directors, all of whom are independent directors.</p> <p>Link/reference are as follows:</p> <ul style="list-style-type: none"> Board Committees http://www.atlasmining.com.ph/corporate-governance/board-committees Board Risk Oversight Committee Charter http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20Board%20Risk%20Oversight%20Committee%20Charter.pdf BOD Charter 9.3 The Corporate Governance Committee (CG Com) http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOARD%20CHARTER(1).pdf Results of the AGM and Organizational Meeting, Current Report (17-C) http://www.atlasmining.com.ph/sites/default/files/AT%20SEC%2017-C%202019%20AGM%20%26%20BOD%20Organizational%20Meeting%207May2019.pdf 	

<p>3. The Chairman of the BROCC is not the Chairman of the Board or of any other committee.</p>	<p>COMPLIANT</p>	<p>The Chairman of the BROCC, Mr. Emilio S. De Quiros, Jr., is an independent director and does not serve as the Chairman of the Board or of any other board committee.</p> <p>Link/reference is as follows:</p> <ul style="list-style-type: none"> • Board Committees http://www.atlasmining.com.ph/corporate-governance/board-committees • Definitive Information Statement http://www.atlasmining.com.ph/sites/default/files/AT%20SEC%20Form%2020-Information%20Statement%2021Mar2019.pdf • BOD Charter 9.3 The Corporate Governance Committee (CG Com) http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOARD%20CHARTER(1).pdf • Results of the AGM and Organizational Meeting, Current Report (17-C) http://www.atlasmining.com.ph/sites/default/files/AT%20SEC%2017-C%202019%20AGM%20%26%20BOD%20Organizational%20Meeting%207May2019.pdf 	
<p>4. At least one member of the BROCC has relevant thorough knowledge and experience on risk and risk management.</p>	<p>COMPLIANT</p>	<p>Per the BROCC's Charter, at least one (1) of its members has relevant knowledge and experience on risk and risk management. The Committee members each possess relevant experience in risk and are well-versed in matters relating to risk management.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • Board Risk Oversight Committee Charter http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20Board%20Risk%20Oversight%20Committee%20Charter.pdf • Board Committees http://www.atlasmining.com.ph/corporate-governance/board-committees • BOD Charter 9.3 The Board Risk Oversight Committee (BROCC) http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOARD%20CHARTER(1).pdf • Code of Corporate Governance, B.3.6 Board Risk Oversight Committee http://www.atlasmining.com.ph/sites/default/files/files/AT_New%20Code%20of%20Corporate%20Governance_18May2017(1).pdf 	

Recommendation 3.5

<p>1. Board establishes a Related Party Transactions (RPT) Committee, which is tasked with reviewing all material related party transactions of the company.</p>	<p>COMPLIANT</p>	<p>The Related Party Transaction (RPT) Committee (the "RPT Com") is tasked to review all material related party transactions of the Company.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • Related Party Transaction Committee Charter www.atlasmining.com.ph/sites/default/files/files/RELATED%20PARTY%20TRANSACTION%20COMMITTEE%20CHARTER(1).pdf • Board Committees http://www.atlasmining.com.ph/corporate-governance/board-committees • BOD Charter 9.5 The Related Party Transaction Committee (RPT Com) http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOARD%20CHARTER(1).pdf • Code of Corporate Governance, B.3.6 Board Risk Oversight Committee http://www.atlasmining.com.ph/sites/default/files/files/AT_New%20Code%20of%20Corporate%20Governance_18May2017(1).pdf • Related Party Transaction Policy http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20Related%20Party%20Transaction%20Policy.pdf 	
<p>2. RPT Committee is composed of at least three non-executive directors, two of whom should be independent, including the Chairman.</p>	<p>COMPLIANT</p>	<p>The RPT Com is composed of three (3) directors, all of whom are independent directors.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • Board Committees http://www.atlasmining.com.ph/corporate-governance/board-committees • Annual Report (17-A) http://www.atlasmining.com.ph/sites/default/files/financial%20reports/Full%20Year%202018.pdf • BOD Charter 9.5 The Related Party Transaction Committee (RPT Com) http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOARD%20CHARTER(1).pdf • Code of Corporate Governance, B.3.7 Related Party Transaction Committee http://www.atlasmining.com.ph/sites/default/files/files/AT_New%20Code%20of%20Corporate%20Governance_18May2017(1).pdf • Related Party Transaction Committee Charter www.atlasmining.com.ph/sites/default/files/files/RELATED%20PARTY%20TRANSACTION%20COMMITTEE%20CHARTER(1).pdf • Results of the AGM and Organizational Meeting http://www.atlasmining.com.ph/sites/default/files/AT%20SEC%2017-C%202018%20AGM%20%26%20BOD%20Organizational%20Meeting%2026Apr2018_0.pdf 	

Recommendation 3.6

<p>1. All established committees have a Committee Charter stating in plain terms their respective purposes, memberships, structures, operations, reporting process, resources and other relevant information.</p>	<p>COMPLIANT</p>	<p>The respective board committees have Charters which define their compositions, roles and responsibilities based on the provisions found in the CCG and BOD Charter. The Charters include administrative provisions on the conduct of meetings and proceedings, reportorial responsibilities and provide the standards for evaluation of the respective committee performance. The Charters are disclosed in the Company's website.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • Code of Corporate Governance, B.3. Establishing Board Committees http://www.atlasmining.com.ph/corporate-governance/manual-corporate-governance • BOD Charter 9. BOD Committees http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOARD%20CHARTER(1).pdf • Board Committees http://www.atlasmining.com.ph/corporate-governance/board-committees • Various Board Committee Charters http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20Executive%20Committee%20Charter(2).pdf http://www.atlasmining.com.ph/sites/default/files/files/RELATED%20PARTY%20TRANSACTION%20COMMITTEE%20CHARTER(1).pdf http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20Board%20Risk%20Oversight%20Committee%20Charter.pdf http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20CORPORATE%20GOVERNANCE%20COMMITTEE%20CHARTER.pdf http://www.atlasmining.com.ph/sites/default/files/files/AUDIT%20COMMITTEE%20CHARTER.pdf • Evaluation Standard/Guidelines http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20Performance%20Evaluation%20Policy%20%26%20Guidelines.pdf 	
<p>2. Committee Charters provide standards for evaluating the performance of the Committees.</p>	<p>COMPLIANT</p>		
<p>3. Committee Charters were fully disclosed on the company's website.</p>	<p>COMPLIANT</p>		

Principle 4: To show full commitment to the company, the directors should devote the time and attention necessary to properly and effectively perform their duties and responsibilities, including sufficient time to be familiar with the corporation's business.

Recommendation 4.1

<p>1. The Directors attend and actively participate in all meetings of the Board, Committees and shareholders in person or through tele-/videoconferencing conducted in accordance with the rules and regulations of the Commission.</p>	<p>COMPLIANT</p>	<p>In accordance with the Company's CCG and BOD Charter, the Board is tasked to properly discharge Board functions by meeting regularly. Directors attend and actively participate in all meetings of the Board, Committees and Shareholders in person or through tele-video-conferencing conducted in accordance with relevant rules and regulation.</p> <p>Link/reference is as follows:</p> <ul style="list-style-type: none"> • Code of Corporate Governance, B.4. Fostering Commitment http://www.atlasmining.com.ph/sites/default/files/files/AT_New%20Code%20of%20Corporate%20Governance_18May2017(1).pdf • BOD Charter 3. Roles and Responsibilities of the BOD 4. Board Meetings (Clause 4.6) 12. Corporate Secretary http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOARD%20CHARTER(1).pdf • By-Laws http://www.atlasmining.com.ph/sites/default/files/files/ACMDC_AmendedBy-Laws_29Jun2016(2).pdf 	
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<p>2. The directors review meeting materials for all Board and Committee meetings.</p>	<p>COMPLIANT</p>	<p>The Corporate Secretary ensures that the agendas, notices and materials are provided to the Board at least five (5) days in advance of the actual meetings. The Company's directors review meeting materials for all Board and Committee meetings prior to the said meetings.</p> <p>Link/reference is as follows:</p> <ul style="list-style-type: none"> • Code of Corporate Governance, B.4. Fostering Commitment http://www.atlasmining.com.ph/sites/default/files/files/AT_New%20Code%20of%20Corporate%20Governance_18May2017(1).pdf • BOD Charter 12. Corporate Secretary 4. Board Meetings (Clause 4.6) http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOARD%20CHARTER(1).pdf 	
<p>3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.</p>	<p>COMPLIANT</p>	<p>Directors are duty-bound to attend and actively participate in all meetings of the Board and Board Committees. The Company's directors review meeting materials for all Board and Committee meetings prior to the said meetings and ask questions or seek clarifications when necessary.</p> <p>Link/reference is as follows:</p> <ul style="list-style-type: none"> • Code of Corporate Governance, 4. Fostering Commitment http://www.atlasmining.com.ph/sites/default/files/files/AT_New%20Code%20of%20Corporate%20Governance_18May2017(1).pdf • BOD Charter 3. Roles and Responsibilities of the BOD 4. Board Meetings http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOARD%20CHARTER(1).pdf 	
Recommendation 4.2			
<p>1. Non-executive directors concurrently serve in a maximum of five publicly-listed companies to ensure that they have sufficient time to fully prepare for minutes, challenge Management's proposals/views, and oversee the long-term strategy of the company.</p>	<p>COMPLIANT</p>	<p>To ensure that they have sufficient time to fully prepare for meetings, challenge Management proposals/view and oversee the long-term strategy of the Company, non-executive directors (NED) may only serve on a maximum of five (5) boards of publicly-listed companies.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • Code of Corporate Governance, B.4. Fostering Commitment http://www.atlasmining.com.ph/sites/default/files/files/AT_New%20Code%20of%20Corporate%20Governance_18May2017(1).pdf • BOD Charter 2. Composition of the BOD and Term of Office (Clause 2.5) 3. Roles and Responsibilities of the BOD 4. Board Meetings (Clause 4.7) 7. Policy on Multiple BOD Seats (Clause 7.2) http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOARD%20CHARTER(1).pdf • Definitive Information Statement http://www.atlasmining.com.ph/sites/default/files/AT%20SEC%20Form%2020-Information%20Statement%2021Mar2019.pdf • Annual Report http://www.atlasmining.com.ph/sites/default/files/financial%20reports/Full%20Year%202018.pdf 	
Recommendation 4.3			

1. The directors notify the company's board before accepting a directorship in another company.	COMPLIANT	<p>In accordance with the CCG and BOD Charter, directors must notify the Board before accepting a directorship in another company.</p> <p>Link/reference is as follows:</p> <ul style="list-style-type: none"> Code of Corporate Governance, B.4. Fostering Commitment http://www.atlasmining.com.ph/sites/default/files/files/AT_New%20Code%20of%20Corporate%20Governance_18May2017(1).pdf BOD Charter 7. Policy on Multiple BOD Seats 3. Roles and Responsibilities of the BOD 6. Conflict of Interest and Disclosure http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOARD%20CHARTER(1).pdf 	
Optional: Principle 4			
1. Company does not have any executive directors who serve in more than two boards of listed companies outside of the group.	COMPLIANT	<p>None of the Company's executive directors serve in more than two (2) board of listed companies outside the group.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> Board of Directors http://www.atlasmining.com.ph/about-us/board-directors Definitive Information Statement(20-IS) http://www.atlasmining.com.ph/sites/default/files/AT%20SEC%20Form%2020-Information%20Statement%2021Mar2019.pdf Annual Report (17-A) http://www.atlasmining.com.ph/sites/default/files/financial%20reports/Full%20Year%202018.pdf 	
2. Company schedules board of directors' meetings before the start of the financial year.	COMPLIANT	<p>Per the Company's CCG and BOD Charter, board meetings are scheduled before the start of the financial year. This is to ensure maximum participation of the directors.</p> <p>Link/reference:</p> <ul style="list-style-type: none"> Code of Corporate Governance http://www.atlasmining.com.ph/sites/default/files/files/AT_New%20Code%20of%20Corporate%20Governance_18May2017(1).pdf BOD Charter 3. Roles and Responsibilities of the BOD 4. Board Meetings http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOARD%20CHARTER(1).pdf 	
3. Board of directors meets at least six times during the year.	COMPLIANT	<p>In accordance with the Company's Code of CG, the Board meets at least six (6) times annually.</p> <p>Link/reference is as follows:</p> <ul style="list-style-type: none"> Code of Corporate Governance http://www.atlasmining.com.ph/sites/default/files/files/AT_New%20Code%20of%20Corporate%20Governance_18May2017(1).pdf BOD Charter 3. Roles and Responsibilities of the BOD 4. Board Meetings http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOARD%20CHARTER(1).pdf 	
4. Company requires as minimum quorum of at least 2/3 for board decisions.			

Principle 5: The board should endeavor to exercise an objective and independent judgment on all corporate affairs

Recommendation 5.1

<p>1. The Board has at least 3 independent directors or such number as to constitute one-third of the board, whichever is higher.</p>	<p>COMPLIANT</p>	<p>The Board is composed of eleven (11) directors, Four (4) of whom are independent directors.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none">• Board of Directors http://www.atlasmining.com.ph/about-us/board-directors• BOD Charter 2. Composition and Term of Office http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOARD%20CHARTER(1).pdf• Code of Corporate Governance, B.5. Reinforcing Board Independence http://www.atlasmining.com.ph/corporate-governance/manual-corporate-governance• Results of the AGM and Organizational Meeting, Current Report (17-C) http://www.atlasmining.com.ph/sites/default/files/AT%20SEC%2017-C%202019%20AGM%20%26%20BOD%20Organizational%20Meeting%207May2019.pdf	
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Recommendation 5.2

<p>1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.</p>	<p>COMPLIANT</p>	<p>The Company's independent directors possess all the qualifications and none of the disqualifications to be an independent director.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none">• Board of Directors http://www.atlasmining.com.ph/about-us/board-directors• BOD Charter 18. Qualifications of Directors 19. Disqualification of Directors 20. Temporary Disqualifications http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOARD%20CHARTER(1).pdf• Code of Corporate Governance, B.5. Reinforcing Board Independence http://www.atlasmining.com.ph/sites/default/files/files/AT_New%20Code%20of%20Corporate%20Governance_18May2017(1).pdf• Certifications of Independent Directors, appended to the Definitive Information Statement http://www.atlasmining.com.ph/sites/default/files/AT%20SEC%20Form%2020-Information%20Statement%2021Mar2019.pdf• Annual Report http://www.atlasmining.com.ph/sites/default/files/financial%20reports/Full%20Year%202018.pdf	
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Supplement to Recommendation 5.2

<p>1. Company has no shareholder agreements, by-laws provisions, or other arrangements that constrain the directors' ability to vote independently.</p>	<p>COMPLIANT</p>	<p>The Company has no shareholder agreements, By-Laws provisions or other agreements that constrain directors from voting independently. Per the Company's CCG and the BOD Charter, Directors are required to exercise independent judgment.</p> <p>Link/reference:</p> <ul style="list-style-type: none"> • Code of Corporate Governance, 5. Reinforcing Board Independence http://www.atlasmining.com.ph/sites/default/files/files/AT_New%20Code%20of%20Corporate%20Governance_18May2017(1).pdf • BOD Charter 5. BOD Independence 3. Roles and Responsibilities of the BOD http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOARD%20CHARTER(1).pdf • By-laws http://www.atlasmining.com.ph/sites/default/files/files/ACMDC_AmendedBy-Laws_29Jun2016(2).pdf 	
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Recommendation 5.3

<p>1. The independent directors serve for a cumulative term of nine years (reckoned from 2012).</p>	<p>COMPLIANT</p>	<p>As provided for by the CCG and BOD Charter, the Board's independent directors (IDs) serve for a maximum cumulative term of nine (9) years. After which, the ID shall be perpetually barred from re-election as such in the same company but may continue to qualify for nomination and election as a regular director. In the instance that the Company wants to retain an ID who has served for nine (9) years, the Board shall provide meritorious justification and seek shareholders' approval during the annual shareholders' meeting.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • Code of Corporate Governance, 5. Reinforcing Board Independence http://www.atlasmining.com.ph/sites/default/files/files/AT_New%20Code%20of%20Corporate%20Governance_18May2017(1).pdf 	
<p>2. The company bars an independent director from serving in such capacity after the term limit of nine years.</p>	<p>COMPLIANT</p>	<ul style="list-style-type: none"> • BOD Charter 5. BOD Independence (Clause 5.4) http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOARD%20CHARTER(1).pdf 	
<p>3. In the instance that the company retains an independent director in the same capacity after nine years, the board provides meritorious justification and seeks shareholders' approval during the annual shareholders' meeting.</p>	<p>COMPLIANT</p>	<ul style="list-style-type: none"> • Board of Directors http://www.atlasmining.com.ph/about-us/board-directors 	

Recommendation 5.4

<p>1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.</p>	<p>COMPLIANT</p>	<p>The Chairman of the Board, Mr. Alfredo C. Ramos, and the CEO/President Mr. Adrian Paulino S. Ramos are separate individuals.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • Code of Corporate Governance, 4. Reinforcing Board Independence http://www.atlasmining.com.ph/corporate-governance/manual-corporate-governance • BOD Charter 5. BOD Independence (Clause 5.6) 10. Chairman of the BOD 11. The President and the Chief Executive Officer http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOARD%20CHARTER(1).pdf • Board of Directors http://www.atlasmining.com.ph/about-us/board-directors • Definitive Information Statement http://www.atlasmining.com.ph/sites/default/files/AT%20SEC%20Form%2020-Information%20Statement%2021Mar2019.pdf • Results of the AGM and Organizational Meeting http://www.atlasmining.com.ph/sites/default/files/AT%20SEC%2017-C%202019%20AGM%20%26%20BOD%20Organizational%20Meeting%207May2019.pdf 	
<p>2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.</p>	<p>COMPLIANT</p>	<p>The Chairman of the Board and the CEO/ President have clearly defined duties and responsibilities provided in the Company's CCG, the BOD Charter and By-Laws.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • BOD Charter 10. Chairman of the BOD 11. The President and the Chief Executive Officer (CEO) http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOARD%20CHARTER(1).pdf • Code of Corporate Governance, B.5. Reinforcing Board Independence http://www.atlasmining.com.ph/sites/default/files/files/AT%20New%20Code%20of%20Corporate%20Governance%2018May2017(1).pdf • By-Laws http://www.atlasmining.com.ph/sites/default/files/files/ACMDC%20AmendedBy-Laws%2029Jun2016(2).pdf 	

Recommendation 5.5

<p>1. If the Chairman of the Board is not an independent director, the board designates a lead director among the independent directors.</p>	<p>COMPLIANT</p>	<p>Mr. Laurito E. Serrano an Independent Director is the Company's Lead Director.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • BOD Charter 5. BOD Independence (Clause 5.6 : Lead Director) http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOARD%20CHARTER(1).pdf • Code of Corporate Governance, B5. Reinforcing Board Independence http://www.atlasmining.com.ph/corporate-governance/manual-corporate-governance • Board of Directors http://www.atlasmining.com.ph/about-us/board-directors • Results of the AGM and Organizational Meeting http://www.atlasmining.com.ph/sites/default/files/AT%20SEC%2017-C%202019%20AGM%20%26%20BOD%20Organizational%20Meeting%207May2019.pdf 	
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Recommendation 5.6

<p>1. Directors with material interest in a transaction affecting the corporation abstain from taking part in the deliberations on the transaction.</p>	<p>COMPLIANT</p>	<p>Per the Company's CCG and BOD Charter, Directors with material interest in any transaction affecting the Company should abstain from taking part in the deliberations for the same.</p> <p>Since the Company's adoption of the Code and the BOD Charter, no such incident of a Director having a material interest in a transaction affecting the Company has occurred except those disclosed, i.e., Annual Report. Furthermore, both the Company's Conflict of Interest Policy and the Code of Business Conduct and Ethics require any director, officer or employee involved in an actual or potential conflict of interest to immediately disclose said conflict to the Company.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • BOD Charter 6. Conflict of Interest and Disclosure http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOARD%20CHARTER(1).pdf • Code of Corporate Governance, B.5. Reinforcing Board Independence http://www.atlasmining.com.ph/corporate-governance/manual-corporate-governance • Conflict of Interest Policy http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20Conflict%20of%20Interest%20Policy(1).pdf • Code of Business Conduct and Ethics http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20Code%20of%20Business%20Conduct%20and%20Ethics(1).pdf • Annual Report (17-A) http://www.atlasmining.com.ph/sites/default/files/financial%20reports/Full%20Year%202018.pdf • Related Party Transaction Policy http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20Related%20Party%20Transaction%20Policy.pdf 	
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Recommendation 5.7

1. The non-executive directors (NEDs) have separate periodic meetings with the external auditor and heads of the internal audit, compliance and risk functions, without any executive present.	COMPLIANT	Non-executive directors (NEDs) meet regularly with the external auditor and heads of internal audit, compliance and risk, without any executive directors presents; such meetings are chaired by the Lead Independent Director. Link/reference: <ul style="list-style-type: none"> • BOD Charter 4. Board Meetings (Clause 4.7: NEDs separate meeting) 5. BOD Independence (Clause 5.6: Lead Director) http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOARD%20CHARTER(1).pdf • Code of Corporate Governance, 5. Reinforcing Board Independence http://www.atlasmining.com.ph/sites/default/files/files/AT_New%20Code%20of%20Corporate%20Governance_18May2017(1).pdf 	
2. The meetings are chaired by the lead independent director.	COMPLIANT		

Optional: Principle 5

1. None of the directors is a former CEO of the company in the past 2 years.	COMPLIANT	Mr. Adrian Paulino S. Ramos, the current President and CEO of the Company, held the post since 2015. Link/reference: <ul style="list-style-type: none"> • Definitive Information Statement http://www.atlasmining.com.ph/sites/default/files/AT%20SEC%20Form%2020-Information%20Statement%2021Mar2019.pdf • Annual Report (17-A) http://www.atlasmining.com.ph/sites/default/files/financial%20reports/Full%20Year%202018.pdf • Results of the AGM and Organizational Meeting http://www.atlasmining.com.ph/sites/default/files/AT%20SEC%2017-C%202019%20AGM%20%26%20BOD%20Organizational%20Meeting%207May2019.pdf 	
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Principle 6: The best measure of the Board's effectiveness is through an assessment process. The Board should regularly carry out evaluations to appraise its performance as a body, and assess whether it possesses the right mix of backgrounds and competencies.

Recommendation 6.1

1. Board conducts an annual self-assessment of its performance as a whole.	COMPLIANT	The Company's Board conducts an annual self-assessment of its performance as a whole, its Board Committees, individual directors, and the Chairman of the Board. For the year 2018, the Board completed the self-assessment. Link/reference is as follows: <ul style="list-style-type: none"> • Code of Corporate Governance, B.6. Assessing Board Performance http://www.atlasmining.com.ph/corporate-governance/manual-corporate-governance • BOD Charter 15. Performance Assessment of the BOD http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOARD%20CHARTER(1).pdf • Corporate Governance Committee Charter http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20CORPORATE%20GOVERNANCE%20COMMITTEE%20CHARTER.pdf • Evaluation Forms • Evaluation Standard/Guidelines http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20Performance%20Evaluation%20Policy%20%26%20Guidelines.pdf 	
2. The Chairman conducts a self-assessment of his performance.	COMPLIANT		
3. The individual members conduct a self-assessment of their performance.	COMPLIANT		
4. Each committee conducts a self-assessment of its performance.	COMPLIANT		

<p>5. Every three years, the assessments are supported by an external facilitator.</p>	<p>COMPLIANT</p>	<p>Both the CCG and BOD Charter provide for the Board's annual self-assessment which should be supported by an external facilitator at least once every three (3) years. The provision was adopted in line with the CCG in 2017 and the BOD Charter in 2018. The 2018 annual self-assessment was completed by the Board and will be conducted by an external body.</p> <p>Link/reference is as follows:</p> <ul style="list-style-type: none"> • BOD Charter 15. Performance Assessment of the BOD http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOARD%20CHARTER(1).pdf • Code of Corporate Governance, B. 6. Assessing Board Performance http://www.atlasmining.com.ph/sites/default/files/files/AT_New%20Code%20of%20Corporate%20Governance_18May2017(1).pdf • Corporate Governance Committee Charter http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20CORPORATE%20GOVERNANCE%20COMMITTEE%20CHARTER.pdf 	
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Recommendation 6.2

<p>1. Board has in place a system that provides, at the minimum, criteria and process to determine the performance of the Board, individual directors and committees.</p>	<p>COMPLIANT</p>	<p>As provided by the BOD Charter and the CCG, the Board has in place a system that provides at the minimum, criteria and process to determine the performance of the Board, individual directors and board committees.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • BOD Charter 15. Performance Assessment of the BOD http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOARD%20CHARTER(1).pdf • Code of Corporate Governance, 6. Assessing Board Performance http://www.atlasmining.com.ph/sites/default/files/files/AT_New%20Code%20of%20Corporate%20Governance_18May2017(1).pdf • Corporate Governance Committee Charter http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20CORPORATE%20GOVERNANCE%20COMMITTEE%20CHARTER.pdf • Evaluation Standard/Guidelines http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20Performance%20Evaluation%20Policy%20%26%20Guidelines.pdf 	
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<p>2. The system allows for a feedback mechanism from the shareholders.</p>	<p>COMPLIANT</p>	<p>The Shareholders of the Corporation are free to ask questions or give suggestions or comments to the Board upon reading the Definitive Information Statement during the Annual General Meeting of the Shareholders (AGM).</p> <p>Reference/Link:</p> <ul style="list-style-type: none"> • Minutes of the AGM http://www.atlasmining.com.ph/sites/default/files/Draft%20AT%20Minutes%20Annual%20Stockholders%20Meeting%20May2019_0.pdf http://www.atlasmining.com.ph/sites/default/files/AT%20Minutes%20Annual%20Stockholders%20Meeting%2026April2018.pdf • BOD Charter http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOARD%20CHARTER(1).pdf 	
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Principle 7: Members of the Board are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders.

Recommendation 7.1

1. Board adopts a Code of Business Conduct and Ethics, which provide standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings of the company.	COMPLIANT	The Company adopted a Code of Business Conduct and Ethics, which provides the standards for professional and ethical behavior throughout the organization. The Code of Business Conduct and Ethics is properly disseminated to the Board, officers and employees of the Company and is available to the public via the website. Link/reference is as follows: <ul style="list-style-type: none"> Code of Business Conduct and Ethics http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20Code%20of%20Business%20Conduct%20and%20Ethics(1).pdf 	
2. The Code is properly disseminated to the Board, senior management and employees.	COMPLIANT	<ul style="list-style-type: none"> Code of Corporate Governance, B.7. Strengthening Board Ethics http://www.atlasmining.com.ph/sites/default/files/files/AT%20New%20Code%20of%20Corporate%20Governance%2018May2017(1).pdf 	
3. The Code is disclosed and made available to the public through the company website.	COMPLIANT		

Supplement to Recommendation 7.1

1. Company has clear and stringent policies and procedures on curbing and penalizing company involvement in offering, paying and receiving bribes.	COMPLIANT	The Company adopted a Code of Business Conduct and Ethics, which provides the standards for professional and ethical behavior throughout the organization. Further to this, the Company's Whistleblowing Policy was adopted to curb and penalize company involvement in offering, paying and receiving bribes. All the approved Policies and the Code of Business Conduct and Ethics were properly disseminated to all employees and are made available to the public through the Company website. Links/references are as follows: <ul style="list-style-type: none"> Code of Business Conduct and Ethics http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20Code%20of%20Business%20Conduct%20and%20Ethics(1).pdf Whistleblowing Policy http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20Whistleblowing%20Policy(1).pdf 	
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Recommendation 7.2

1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	COMPLIANT	The Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics. Monitoring of compliance with said Code and its supplemental policies is done by the Human Resources Department, Corporate Governance and Compliance Department and Internal Auditor. Links/references are as follows: <ul style="list-style-type: none"> Code of Business Conduct and Ethics http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20Code%20of%20Business%20Conduct%20and%20Ethics(1).pdf Code of Corporate Governance, B.7. Strengthening Board Ethics http://www.atlasmining.com.ph/sites/default/files/files/AT%20New%20Code%20of%20Corporate%20Governance%2018May2017(1).pdf 	
2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.	COMPLIANT	<ul style="list-style-type: none"> BOD Charter 9.3 The Corporate Governance Committee (CG Com) http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOARD%20CHARTER(1).pdf 	

Disclosure and Transparency

Principle 8: The company should establish corporate disclosure policies and procedures that are practical and in accordance with best practices and regulatory expectations.
Recommendation 8.1

<p>1. Board establishes corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable and timely report to shareholders and other stakeholders that gives a fair and complete picture of a company's financial condition, results and business operations.</p>	<p>COMPLIANT</p>	<p>In accordance with its CCG and the BOD Charter, the Company ensures that its stakeholders receive timely and accurate information on all facets of its business through the utilization of its website and disclosures.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • Code of Corporate Governance, B. Disclosure and Transparency http://www.atlasmining.com.ph/sites/default/files/files/AT_New%20Code%20of%20Corporate%20Governance_18May2017(1).pdf • Company Disclosures, Current Report (17-C) http://www.atlasmining.com.ph/company-disclosures/sec-filings • Information Disclosure Policy http://www.atlasmining.com.ph/sites/default/files/files/AT%20Information%20Policy.pdf 	
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Supplement to Recommendations 8.1

<p>1. Company distributes or makes available annual and quarterly consolidated reports, cash flow statements, and special audit revisions. Consolidated financial statements are published within ninety (90) days from the end of the fiscal year, while interim reports are published within forty-five (45) days from the end of the reporting period.</p>	<p>COMPLIANT</p>	<p>All annual and quarterly consolidated reports, cash flow statements and special audit revisions are made publicly available via the Company's website. Consolidated financial statements are published within ninety (90) days from the end of the fiscal year, while interim reports are published within forty-five (45) days from the end of the respective reporting period.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • Code of Corporate Governance, B. Disclosure and Transparency http://www.atlasmining.com.ph/sites/default/files/files/AT_New%20Code%20of%20Corporate%20Governance_18May2017(1).pdf • Company Disclosures, Current, Quarterly & Annual Reports (17-C, 17-Q, 17-A) http://www.atlasmining.com.ph/company-disclosures/sec-filings http://www.atlasmining.com.ph/sites/default/files/financial%20reports/AT%20SEC%2017-Q_31Mar2018_Final.pdf http://www.atlasmining.com.ph/sites/default/files/financial%20reports/2Q.pdf http://www.atlasmining.com.ph/sites/default/files/financial%20reports/AT%20SEC%2017Q_SEP2018.pdf http://www.atlasmining.com.ph/sites/default/files/financial%20reports/Full%20Year%202018.pdf 	
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<p>2. Company discloses in its annual report the principal risks associated with the identity of the company's controlling shareholders; the degree of ownership concentration; cross-holdings among company affiliates; and any imbalances between the controlling shareholders' voting power and overall equity position in the company.</p>	<p>COMPLIANT</p>	<p>The Company discloses in its Annual Report (Items 5 & 11) and Definitive Information Statement the identity of the company's substantial shareholders, there being no controlling shareholders at present, the degree of ownership concentration, cross-holdings among company affiliates and voting power and equity position in the Company.</p> <p>Link/reference:</p> <ul style="list-style-type: none"> • Annual Report (17-A) http://www.atlasmining.com.ph/sites/default/files/financial%20reports/Full%20Year%202018.pdf • Definitive Information Statement (20-IS) http://www.atlasmining.com.ph/sites/default/files/AT%20SEC%20Form%2020-Information%20Statement%2021Mar2019.pdf 	
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Recommendation 8.2

<p>1. Company has a policy requiring all directors to disclose/report to the company any dealings in the company's shares within three business days.</p>	<p>COMPLIANT</p>	<p>Per the Company's CCG and BOD Charter, all Directors and Officers are required to disclose any dealings in the Company's shares within 3 business days. Reports indicate the date of the trade/s and the number of shares traded and which are submitted to the Company's Compliance Officer for proper reporting to regulators as required by regulation.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • Code of Corporate Governance, B. Disclosure and Transparency http://www.atlasmining.com.ph/sites/default/files/files/AT_New%20Code%20of%20Corporate%20Governance_18May2017(1).pdf • BOD Charter 6. Conflict of Interest and Disclosure (Clause 6.2) http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOARD%20CHARTER(1).pdf 	
<p>2. Company has a policy requiring all officers to disclose/report to the company any dealings in the company's shares within three business days.</p>	<p>COMPLIANT</p>	<ul style="list-style-type: none"> • Company Disclosures, Statement of Beneficial Ownership (23-B) http://www.atlasmining.com.ph/company-disclosures/statement-beneficial-ownership-report • AT Information Policy http://www.atlasmining.com.ph/sites/default/files/files/AT%20Information%20Policy.pdf 	

Supplement to Recommendation 8.2

<p>1. Company discloses the trading of the corporation's shares by directors, officers (or persons performing similar functions) and controlling shareholders. This includes the disclosure of the company's purchase of its shares from the market (e.g. share buy-back program).</p>	<p>COMPLIANT</p>	<p>Trading done by the Company, its directors, officers and/or controlling shareholders is regularly and timely disclosed. The Company discloses its top shareholders and its beneficial owners.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • Code of Corporate Governance, B. Disclosure and Transparency http://www.atlasmining.com.ph/sites/default/files/files/AT_New%20Code%20of%20Corporate%20Governance_18May2017(1).pdf • BOD Charter 6. Conflict of Interest and Disclosure (Clause 6.2) http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOARD%20CHARTER(1).pdf • Company Disclosures, Statement of Beneficial Ownership (23-A and 23-B) http://www.atlasmining.com.ph/company-disclosures/statement-beneficial-ownership-report • Definitive Information Statement http://www.atlasmining.com.ph/sites/default/files/AT%20SEC%20Form%2020-Information%20Statement%2021Mar2019.pdf • Annual Report http://www.atlasmining.com.ph/sites/default/files/financial%20reports/Full%20Year%202018.pdf 	
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Recommendation 8.3

<p>1. Board fully discloses all relevant and material information on individual board members to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.</p>	<p>COMPLIANT</p>	<p>The Company fully discloses all relevant and material information on individual board members to evaluate their experience and qualifications and assess any potential conflicts of interest that might affect their judgment.</p> <p>Link/references are as follows:</p> <ul style="list-style-type: none"> • Annual Report (17-A) http://www.atlasmining.com.ph/sites/default/files/financial%20reports/Full%20Year%202018.pdf • Definitive Information Statement http://www.atlasmining.com.ph/sites/default/files/AT%20SEC%20Form%2020-Information%20Statement%2021Mar2019.pdf • Code of Corporate Governance, B. Disclosure and Transparency http://www.atlasmining.com.ph/sites/default/files/files/AT_New%20Code%20of%20Corporate%20Governance_18May2017(1).pdf • Board of Directors http://www.atlasmining.com.ph/about-us/board-directors • Company Disclosures, Current Report (17-C) http://www.atlasmining.com.ph/company-disclosures/sec-filings • BOD Charter 6. Conflict of Interest and Disclosure (Clause 6.2) http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOARD%20CHARTER(1).pdf 	
<p>2. Board fully discloses all relevant and material information on key executives to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.</p>	<p>COMPLIANT</p>	<p>The Company fully discloses all relevant and material information on key executives to evaluate their experience and qualifications and assess any potential conflicts of interest that might affect their judgment.</p> <p>Link/references are as follows:</p> <ul style="list-style-type: none"> • Code of Corporate Governance, B. Disclosure and Transparency http://www.atlasmining.com.ph/sites/default/files/files/AT_New%20Code%20of%20Corporate%20Governance_18May2017(1).pdf • Definitive Information Statement (20-IS) http://www.atlasmining.com.ph/sites/default/files/AT%20SEC%20Form%2020-Information%20Statement%2021Mar2019.pdf • Executive Officers http://www.atlasmining.com.ph/about-us/board-directors • Annual Report (17-A) http://www.atlasmining.com.ph/sites/default/files/financial%20reports/Full%20Year%202018.pdf • BOD Charter 6. Conflict of Interest and Disclosure (Clause 6.2) http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOARD%20CHARTER(1).pdf 	

Recommendation 8.4

<p>1. Company provides a clear disclosure of its policies and procedure for setting Board remuneration, including the level and mix of the same.</p>	<p>COMPLIANT</p>	<p>The Board, through the Corporate Governance Committee (the "CG Com, "formerly the Compensation & Remuneration Committee) designates the amount of remuneration, which shall be sufficient level to attract and retain directors and officers who are needed to run the Company successfully.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • AT Policy on Directors' and Key Officers' Remuneration http://www.atlasmining.com.ph/sites/default/files/files/AT%20Policy%20on%20Directors%20and%20Officers%20Remunerati%20on.pdf • Code of Corporate Governance, C.8 Disclosure and Transparency http://www.atlasmining.com.ph/sites/default/files/files/AT%20New%20Code%20of%20Corporate%20Governance%2018May2017(1).pdf • BOD Charter 3. Roles and Responsibilities of the BOD (Clause 3.4) 9.3 The Corporate Governance Committee (CG Com) http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOARD%20CHARTER(1).pdf • Corporate Governance Committee Charter http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20CORPORATE%20GOVERNANCE%20COMMITTEE%20CHARTER.pdf • Compensation and Remuneration Committee Charter http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20Compensation%20%26%20Remuneration%20Committee%20Charter.pdf 	
<p>2. Company provides a clear disclosure of its policies and procedure for setting executive remuneration, including the level and mix of the same.</p>	<p>COMPLIANT</p>	<ul style="list-style-type: none"> • AT CCC BOD Diversity Policy http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOD%20%26%20KEO%20Diversity%20Policy.pdf 	
<p>3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.</p>	<p>NON-COMPLIANT</p>		<p>Reporting of Director and Executive Officer compensation is on an aggregate total, and the Company believes that the overall principle being recommendation is still achieved by this, without compromising the privacy of the Directors and Officers.</p>
Recommendation 8.5			
<p>1. Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring transactions in their Manual on Corporate Governance.</p>	<p>COMPLIANT</p>	<p>Pursuant to the CCG and the BOD Charter, the Company abides by the rules of regulatory authorities on the definition and coverage of RPTs, particularly, with the Company's obligation to disclose all material or significant transactions, especially those that pass certain thresholds of materiality.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • BOD Charter 9.5 The Related Party Transaction Committee (RPT Com) 6. Conflict of Interest and Disclosure http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOARD%20CHARTER(1).pdf • Code of Corporate Governance, C.8 Disclosure and Transparency http://www.atlasmining.com.ph/sites/default/files/files/AT%20New%20Code%20of%20Corporate%20Governance%2018May2017(1).pdf • AT Related Party Transaction Policy http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20Related%20Party%20Transaction%20Policy.pdf 	

<p>2. Company discloses material or significant RPTs reviewed and approved during the year.</p>	<p>COMPLIANT</p>	<p>The Company discloses material or significant RPTs reviewed and approved during the year</p> <p>Links/references:</p> <ul style="list-style-type: none"> • Annual Report (17-A) with the appended Audited Financial Statements on RPTs http://www.atlasmining.com.ph/sites/default/files/financial%20reports/Full%20Year%202018.pdf • Company Disclosures, Current Report (17-C) http://www.atlasmining.com.ph/company-disclosures/sec-filings • Definitive Information Statement(20-IS) http://www.atlasmining.com.ph/sites/default/files/AT%20SEC%20Form%2020-Information%20Statement%2021Mar2019.pdf 	
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Supplement to Recommendation 8.5

<p>1. Company requires directors to disclose their interests in transactions or any other conflict of interests.</p>	<p>COMPLIANT</p>	<p>The Company requires Directors to disclose their interests in transactions or any other conflict of interest.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • BOD Charter 6. Conflict of Interest and Disclosure 9.5 The Related Party Transaction Committee (RPT Com) http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOARD%20CHARTER(1).pdf • Conflict of Interest Policy http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20Conflict%20of%20Interest%20Policy(1).pdf • Code of Business Conduct and Ethics http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20Code%20of%20Business%20Conduct%20and%20Ethics(1).pdf • Code of Corporate Governance, B.5. Reinforcing Board Independence http://www.atlasmining.com.ph/sites/default/files/files/AT_New%20Code%20of%20Corporate%20Governance_18May2017(1).pdf • Information Policy http://www.atlasmining.com.ph/sites/default/files/files/AT%20Information%20Policy.pdf 	
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Optional : Recommendation 8.5

<p>1. Company discloses that RPTs are conducted in such a way to ensure that they are fair and at arms' length.</p>	<p>COMPLIANT</p>	<p>Material transactions, especially RPT, are conducted in such a way that they are fair and at arms' length, and are immediately disclosed.</p> <p>Links/references:</p> <ul style="list-style-type: none"> • Company Disclosures, Current Report (17-C) http://www.atlasmining.com.ph/company-disclosures/sec-filings • Conflict of Interest Policy http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20Conflict%20of%20Interest%20Policy(1).pdf • Code of Business Conduct and Ethics http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20Code%20of%20Business%20Conduct%20and%20Ethics(1).pdf • Related Party Transaction Policy http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20Related%20Party%20Transaction%20Policy.pdf 	
<p>Recommendation 8.6</p>			
<p>1. Company makes a full, fair, accurate and timely disclosure to the public of every material fact or event that occur, particularly on the acquisition or disposal of significant assets, which could adversely affect the viability or the interest of its shareholders and other stakeholders.</p>	<p>COMPLIANT</p>	<p>In accordance with the CCG and BOD Charter, the Company makes full, fair, accurate and timely disclosures to the public of every material fact or event that occurs, particularly on the acquisition or disposal of significant assets, which could adversely affect the viability or the interest of its shareholders and other stakeholder. Moreover, the Board of the offeree Company shall appoint an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • Information Policy http://www.atlasmining.com.ph/sites/default/files/files/AT%20Information%20Policy.pdf • Code of Corporate Governance, B. Disclosure and Transparency http://www.atlasmining.com.ph/sites/default/files/files/AT%20New%20Code%20of%20Corporate%20Governance%2018May2017(1).pdf 	
<p>2. Board appoints an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets.</p>	<p>COMPLIANT</p>	<ul style="list-style-type: none"> • Company Disclosures, Current Report (17-C) http://www.atlasmining.com.ph/company-disclosures/sec-filings • Definitive Information Statement(20-IS) http://www.atlasmining.com.ph/sites/default/files/AT%20SEC%20Form%2020-Information%20Statement%2021Mar2019.pdf • Related Party Transaction Policy http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20Related%20Party%20Transaction%20Policy.pdf 	

<p>1. Company discloses the existence, justification and details on shareholder agreements, voting trust agreements, confidentiality agreements, and such other agreements that may impact on the control, ownership, and strategic direction of the company.</p>	<p>COMPLIANT</p>	<p>There were no shareholder agreements, voting trust agreements, confidentiality agreements, and such other agreements that may impact on the control, ownership and strategic direction of the Company in the past year. In case any of these agreements exists, the same will be fully disclosed in the Annual Report, Definitive Information Statement and Current Report, SEC Form 17-C.</p> <p>Links/reference is as follows:</p> <ul style="list-style-type: none"> Definitive Information Statement (20-IS) http://www.atlasmining.com.ph/sites/default/files/AT%20SEC%20Form%2020-Information%20Statement%2021Mar2019.pdf Annual Report (17-A) http://www.atlasmining.com.ph/sites/default/files/financial%20reports/Full%20Year%202018.pdf Disclosures, Current Report (17-C) http://www.atlasmining.com.ph/company-disclosures/current-report-sec-form-17-c AT Information Policy http://www.atlasmining.com.ph/sites/default/files/files/AT%20Information%20Policy.pdf 	
<p>Recommendation 8.7</p>			
<p>1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).</p>	<p>COMPLIANT</p>	<p>The Company's CCG institutionalizes the principles and best practices of good corporate governance in the organization and remains a testament to the belief that good corporate governance is a critical component of sound strategic business management.</p> <p>The Company has submitted its New Code to the SEC and PSE and ensures that all updates to the said Code are also communicated with regulators. All governance related policies are also disclosed via the Company's website.</p>	
<p>2. Company's MCG is submitted to the SEC and PSE.</p>	<p>COMPLIANT</p>	<p>Links/references are as follows:</p> <ul style="list-style-type: none"> Code of Corporate Governance http://www.atlasmining.com.ph/sites/default/files/files/AT_New%20Code%20of%20Corporate%20Governance_18May2017(1).pdf 	
<p>3. Company's MCG is posted on its company website.</p>	<p>COMPLIANT</p>	<ul style="list-style-type: none"> Corporate Governance Policies http://www.atlasmining.com.ph/corporate-governance/policies 	
<p>1. Company submits to the SEC and PSE an updated MCG to disclose any changes in its corporate governance practices.</p>	<p>COMPLIANT</p>	<p>Pursuant to SEC Mc. No. 19, series of 2016, the Code of CG for Publicly-Listed Companies, and SEC MC. No. 8, series of 2016, Signatories and Penalty for Non/Late Submission of the Manual on Corporate, the Company ensures that any updates to its Code or Manual on CG or general corporate governance practices is disclosed to the SEC and PSE. The Company submitted the latest iteration of its Code of CG to the SEC and PSE, respectively, on 26 May 2017.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> Code of Corporate Governance http://www.atlasmining.com.ph/sites/default/files/files/AT_New%20Code%20of%20Corporate%20Governance_18May2017(1).pdf Disclosures , Current Report(17-C) http://www.atlasmining.com.ph/company-disclosures/current-report-sec-form-17-c 	
<p>Optional: Principle 8</p>			

1. Does the company's Annual Report disclose the following information:		<p>The Company's Annual Report disclose the following information:</p> <ul style="list-style-type: none"> • Corporate objective • Financial performance indicators • Non-financial performance indicators • Dividend policy • Biographical details • Attendance details • Total remuneration <p>In addition thereto, the Company's Annual Report or Annual CG Report likewise</p> <p>(i) provides for the Company's compliance with the Code;</p> <p>(ii) discloses that the board of directors conducted a review of the company's material controls and risk management systems;</p> <p>(iii) contains a statement from the board or Audit Committee commenting on the adequacy of the company's internal controls/risk management systems</p> <p>(iv) discloses the key risks to which the company is materially exposed to.</p>	
a. Corporate Objectives	COMPLIANT		
b. Financial performance indicators	COMPLIANT		
c. Non-financial performance indicators	COMPLIANT		
d. Dividend Policy	COMPLIANT	<p>Link/Reference:</p> <ul style="list-style-type: none"> • Annual Report (17-A) http://www.atlasmining.com.ph/sites/default/files/financial%20reports/Full%20Year%202018.pdf 	
e. Biographical details (at least age, academic qualifications, date of first appointment, relevant experience, and other directorships in listed companies) of all directors	COMPLIANT		
f. Attendance details of each director in all directors meetings held during the year	COMPLIANT		
g. Total remuneration of each member of the board of directors	COMPLIANT		
2. The Annual Report contains a statement confirming the company's full compliance with the Code of Corporate Governance and where there is non-compliance, identifies and explains reason for each such issue.	COMPLIANT		
3. The Annual Report/Annual CG Report discloses that the board of directors conducted a review of the company's material controls (including operational, financial and compliance controls) and risk management systems.	COMPLIANT		
4. The Annual Report/Annual CG Report contains a statement from the board of directors or Audit Committee commenting on the adequacy of the company's internal controls/risk management systems.	COMPLIANT		
5. The company discloses in the Annual Report the key risks to which the company is materially exposed to (i.e. financial, operational including IT, environmental, social, economic).	COMPLIANT		

Principle 9: The company should establish standards for the appropriate selection of an external auditor, and exercise effective oversight of the same to strengthen the external auditor's independence and enhance audit quality.

Recommendation 9.1

<p>1. Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditors.</p>	<p>COMPLIANT</p>	<p>The Company's CCG, BOD Charter and Audit Committee Charter, provide for the process of approving and recommending the appointment, reappointment, removal and fees of the external auditors.</p> <p>The Audit Committee recommended the reappointment of the external auditor to the Board, and the Board approved. Said Board approval was ratified by the Shareholders during the Company's last AGM.</p> <p>Based on the tabulation of votes from Shareholders attending in person, and votes indicated in proxy, 100% of the total number of voting shares represented at the AGM approved the resolution to re-appoint the Company's External Auditors.</p> <p>The Company shall disclose to the public the removal and the reasons for removal of the external auditor as the need arises.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> Code of Corporate Governance, Strengthening the External Auditors Independence and Improving Audit Quality http://www.atlasmining.com.ph/sites/default/files/files/AT_New%20Code%20of%20Corporate%20Governance_18May2017(1).pdf BOD Charter 3. Roles and Responsibilities of the BOD 9.2 The Audit Committee (Audit Com) http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOARD%20CHARTER(1).pdf Audit Committee Charter http://www.atlasmining.com.ph/sites/default/files/files/AUDIT%20COMMITTEE%20CHARTER.pdf AGM Minutes http://www.atlasmining.com.ph/sites/default/files/Draft%20AT%20Minutes%20Annual%20Stockholders%20Meeting%207May2019_0.pdf http://www.atlasmining.com.ph/sites/default/files/AT%20Minutes%20Annual%20Stockholders%20Meeting%2026April2018.pdf 	
<p>2. The appointment, reappointment, removal, and fees of the external auditor is recommended by the Audit Committee, approved by the Board and ratified by the shareholders.</p>	<p>COMPLIANT</p>		
<p>3. For removal of the external auditor, the reasons for removal or change are disclosed to the regulators and the public through the company website and required disclosures.</p>	<p>COMPLIANT</p>		
<p>Supplement to Recommendation 9.1</p>			
<p>1. Company has a policy of rotating the lead audit partner every five years.</p>	<p>COMPLIANT</p>	<p>The lead audit partner is rotated every five (5) years.</p> <p>Link/references:</p> <ul style="list-style-type: none"> Definitive Information Statement (20-IS) http://www.atlasmining.com.ph/sites/default/files/AT%20SEC%20Form%2020-Information%20Statement%2021Mar2019.pdf Annual Report (17-A) http://www.atlasmining.com.ph/sites/default/files/financial%20reports/Full%20Year%202018.pdf 	
<p>Recommendation 9.2</p>			

<p>1. Audit Committee Charter includes the Audit Committee's responsibility on:</p> <ol style="list-style-type: none"> i. assessing the integrity and independence of external auditors; ii. exercising effective oversight to review and monitor the external auditor's independence and objectivity; and iii. exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements. 	<p>COMPLIANT</p>	<p>The Company's CCG, BOD Charter and Audit Committee Charter provides for assessment of the integrity and independence of the external auditor, oversight to review and monitor the external auditor's independence and objectivity and oversight of the effectiveness of the audit process.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • Audit Committee Charter http://www.atlasmining.com.ph/sites/default/files/files/AUDIT%20COMMITTEE%20CHARTER.pdf • Code of Corporate Governance, Strengthening the External Auditors Independence and Improving Audit Quality http://www.atlasmining.com.ph/sites/default/files/files/AT_New%20Code%20of%20Corporate%20Governance_18May2017(1).pdf • BOD Charter 9.2 The Audit Committee (Audit Com) http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOARD%20CHARTER(1).pdf 	
<p>2. Audit Committee Charter contains the Committee's responsibility on reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis.</p>	<p>COMPLIANT</p>	<p>The Company's CCG, the BOD Charter and Audit Committee Charter provide for the responsibility of the Committee to review and monitor the external auditor's suitability and effectiveness on an annual basis.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • Audit Committee Charter http://www.atlasmining.com.ph/sites/default/files/files/AUDIT%20COMMITTEE%20CHARTER.pdf • BOD Charter 3. Roles and Responsibilities of the BOD 9.2 The Audit Committee (Audit Com) http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOARD%20CHARTER(1).pdf • Code of Corporate Governance, Strengthening the External Auditors Independence and Improving Audit Quality http://www.atlasmining.com.ph/sites/default/files/files/AT_New%20Code%20of%20Corporate%20Governance_18May2017(1).pdf 	
Supplement to Recommendations 9.2			
<p>1. Audit Committee ensures that the external auditor is credible, competent and has the ability to understand complex related party transactions, its counterparties, and valuations of such transactions.</p>	<p>COMPLIANT</p>	<p>The Audit Committee ensures that the external auditor is credible, competent and has the ability to understand complex related party transactions, its counterparties and valuations of such transactions.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • Audit Committee Charter http://www.atlasmining.com.ph/sites/default/files/files/AUDIT%20COMMITTEE%20CHARTER.pdf • Code of Corporate Governance Strengthening the External Auditors Independence and Improving Audit Quality http://www.atlasmining.com.ph/sites/default/files/files/AT_New%20Code%20of%20Corporate%20Governance_18May2017(1).pdf • BOD Charter 3. Roles and Responsibilities of the BOD 9.2 The Audit Committee (Audit Com) http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOARD%20CHARTER(1).pdf 	

2. Audit Committee ensures that the external auditor has adequate quality control procedures.	COMPLIANT	<p>The Audit Committee ensures that the external auditor has adequate quality control procedures.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • Audit Committee Charter http://www.atlasmining.com.ph/sites/default/files/files/AUDIT%20COMMITTEE%20CHARTER.pdf • BOD Charter 9.2 The Audit Committee (Audit Com) http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOARD%20CHARTER(1).pdf • Code of Corporate Governance, Strengthening the External Auditors Independence and Improving Audit Quality http://www.atlasmining.com.ph/sites/default/files/files/AT_New%20Code%20of%20Corporate%20Governance_18May2017(1).pdf 	
Recommendation 9.3			
1. Company discloses the nature of non-audit services performed by its external auditor in the Annual Report to deal with the potential conflict of interest.	COMPLIANT	<p>The Company discloses the nature of non-audit services performed by its external auditor. The external auditor has not performed non-audit services in the past three (3) years.</p> <p>Link/reference is as follows:</p> <ul style="list-style-type: none"> • Definitive Information Statement, Independent Public Accountants http://www.atlasmining.com.ph/company-disclosures/information-statement-sec-form-20 • Annual Report (17-A) http://www.atlasmining.com.ph/sites/default/files/financial%20reports/Full%20Year%202018.pdf 	
2. Audit Committee stays alert for any potential conflict of interest situations, given the guidelines or policies on non-audit services, which could be viewed as impairing the external auditor's objectivity.	COMPLIANT	<p>Per the Company's CCG, BOD Charter and Audit Committee Charter, the Company ensures that the external auditor shall not at the same time provide the services of an internal auditor, and that any non-audit work shall not conflict with the functions of the external auditor.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • Audit Committee Charter http://www.atlasmining.com.ph/sites/default/files/files/AUDIT%20COMMITTEE%20CHARTER.pdf • Code of Corporate Governance, Strengthening the External Auditors Independence and Improving Audit Quality http://www.atlasmining.com.ph/sites/default/files/files/AT_New%20Code%20of%20Corporate%20Governance_18May2017(1).pdf • BOD Charter 9.2 The Audit Committee (Audit Com) http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOARD%20CHARTER(1).pdf 	
Supplement to Recommendation 9.3			
1. Fees paid for non-audit services do not outweigh the fees paid for audit services.	COMPLIANT	<p>The Company discloses the nature of non-audit services performed by its external auditor. The external auditor has not performed non-audit services in the past three (3) years.</p> <p>Link/reference is as follows:</p> <ul style="list-style-type: none"> • Definitive Information Statement, Independent Public Accountants http://www.atlasmining.com.ph/company-disclosures/information-statement-sec-form-20 • Annual Report (17-A) http://www.atlasmining.com.ph/sites/default/files/financial%20reports/Full%20Year%202018.pdf 	
Additional Recommendation to Principle 9			

<p>1. Company's external auditor is duly accredited by the SEC under Group A category.</p>	<p>COMPLIANT</p>	<p>The Company's external auditor, SGV & Co., is duly accredited by the SEC under Group A category. Details are as follows:</p> <p>Jose Pepito E. Zabat III CPA Certificate No. 85501 SEC Accreditation No. 0328-AR-4 (Group A), April 26, 2018, valid until April 25, 2021 TIN 102-100-830 BIR Accreditation No. 08-001998-60-2018, February 26, 2018, valid until February 25, 2021 PTR No. 7332636, January 3, 2019, Makati City 6760 Ayala Avenue, Makati City 1226 Metro Manila, Philippines T: +632 891 0307</p> <p>The external auditor agreed to be subjected to the SOAR conducted by the SEC's OGA.</p> <p>Link/reference is as follows:</p>	
<p>2. Company's external auditor agreed to be subjected to the SEC Oversight Assurance Review (SOAR) Inspection Program conducted by the SEC's Office of the General Accountant (OGA)</p>	<p>COMPLIANT</p>	<ul style="list-style-type: none"> • Annual Report (17-A) Independent Auditor's Report, pg. 38 - http://www.atlasmining.com.ph/sites/default/files/financial%20reports/Full%20Year%202018.pdf • Definitive Information Statement (20-IS) http://www.atlasmining.com.ph/sites/default/files/AT%20SEC%20Form%2020-Information%20Statement%2021Mar2019.pdf 	

Principle 10: The company should ensure that the material and reportable non-financial and sustainability issues are disclosed.

Recommendation 10.1

<p>1. Board has a clear and focused policy on the disclosure of non-financial information, with emphasis on the management of economic, environmental, social and governance (EESG) issues of its business, which underpin sustainability.</p>	<p>COMPLIANT</p>	<p>The Board has a clear and focused policy on the disclosure of non-financial information with emphasis on the management of economic, environmental, social and governance issues of its business, which underpin sustainability. This can be verified in the filing of reports and disclosures of the Company to the SEC and PSE such as the Current Report, Annual Report, Definitive Information Statement and Sustainability Report.</p> <p>Links/references:</p> <ul style="list-style-type: none"> • Sustainability Report http://www.atlasmining.com.ph/sites/default/files/sustainability%20reports/AT%20Annual%20and%20Sustainability%20%20Report%202018%20%282%29.pdf • Code of Corporate Governance, 10. Increasing Focus on Non-Financial and Sustainability Reporting http://www.atlasmining.com.ph/sites/default/files/files/AT_New%20Code%20of%20Corporate%20Governance_18May2017(1).pdf • Annual Report (17-A), Independent Auditor's Report, pg. 38 - http://www.atlasmining.com.ph/sites/default/files/financial%20reports/Full%20Year%202018.pdf • Disclosures, Current Report (17-C) http://www.atlasmining.com.ph/company-disclosures/current-report-sec-form-17-c • Definitive Information Statement (20-IS) http://www.atlasmining.com.ph/sites/default/files/AT%20SEC%20Form%2020-Information%20Statement%2021Mar2019.pdf • AT Information Policy http://www.atlasmining.com.ph/sites/default/files/files/AT%20Information%20Policy.pdf 	
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<p>2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.</p>	<p>COMPLIANT</p>	<p>The Company adopts globally recognized standard/framework in reporting sustainability and non-financial issues.</p> <p>Link/reference:</p> <ul style="list-style-type: none"> • Sustainability Report http://www.atlasmining.com.ph/sites/default/files/sustainability%20reports/AT%20Annual%20and%20Sustainability%20%20Report%202018%20%282%29.pdf • Sustainability http://www.atlasmining.com.ph/sustainability 	
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Principle 11: The company should maintain a comprehensive and cost-efficient communication channel for disseminating relevant information. This channel is crucial for informed decision-making by investors, stakeholders and other interested users.

Recommendation 11.1

<p>1. Company has media and analysts' briefings as channels of communication to ensure the timely and accurate dissemination of public, material and relevant information to its shareholders and other investors.</p>	<p>COMPLIANT</p>	<p>The Company has media and analysts' briefings as channels of communication to ensure the timely and accurate dissemination of public, material and relevant information to its shareholders and other investors. Materials used in the said briefings may be found in the website. The Company regularly issues Quarterly reporting, Current reporting and news/press releases.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • Code of Corporate Governance, 11. Promoting a Comprehensive and Cost-Efficient Access to Relevant Information http://www.atlasmining.com.ph/corporate-governance/manual-corporate-governance • Investor Presentations http://www.atlasmining.com.ph/investor-relations/presentations • Company Disclosures, Current & Quarterly Reports (17-C, 17-Q) http://www.atlasmining.com.ph/company-disclosures/sec-filings http://www.atlasmining.com.ph/sites/default/files/financial%20reports/AT%20SEC%2017-Q_31Mar2018_Final.pdf http://www.atlasmining.com.ph/sites/default/files/financial%20reports/2Q.pdf http://www.atlasmining.com.ph/sites/default/files/financial%20reports/AT%20SEC%2017Q_SEP2018.pdf • Press Releases http://www.atlasmining.com.ph/press-releases 	
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Supplemental to Principle 11

<p>1. Company has a website disclosing up-to-date information on the following:</p>	<p>COMPLIANT</p>	<p>The Company's website includes up-to-date information on its financial statements, materials provided in briefings to analysts and media, downloadable annual reports, notices and minutes of AGMs, SSMs and the Company's Articles of Incorporation and By-Laws.</p> <p>Links/references:</p> <ul style="list-style-type: none"> • AT Website http://www.atlasmining.com.ph/ • Quarterly Statement (17-Q) http://www.atlasmining.com.ph/company-disclosures/quarterly-report-sec-form-17-q • Annual Report (17-A) http://www.atlasmining.com.ph/sites/default/files/financial%20reports/Full%20Year%202018.pdf • Disclosures, Current Report (17-C) http://www.atlasmining.com.ph/company-disclosures/current-report-sec-form-17-c • Notice of AGM/SSM http://www.atlasmining.com.ph/sites/default/files/AT%20SEC%2017-C%202019%20AGM%20Notice%20%26%20Agenda%2015Feb2019.pdf • AGM/SSM Minutes http://www.atlasmining.com.ph/sites/default/files/Draft%20AT%20Minutes%20Annual%20Stockholders%20Meeting%207May2019_0.pdf 	
<p>a. Financial statements/reports (latest quarterly)</p>		<p>http://www.atlasmining.com.ph/sites/default/files/AT%20Minutes%20Annual%20Stockholders%20Meeting%2026April2018.pdf</p>	
<p>b. Materials provided in briefings to analysts and media</p>		<p>http://www.atlasmining.com.ph/sites/default/files/AT_Minutes_SMShareholders_21Feb2017%28website%29.pdf</p>	
<p>c. Downloadable annual report</p>		<p>• Articles of Incorporation http://www.atlasmining.com.ph/sites/default/files/files/AT_Certificate%20of%20Approval%20of%20Increase%20of%20Capital%20Stock_17Nov2017.pdf</p>	
<p>d. Notice of ASM and/or SSM</p>		<p>• By-Laws http://www.atlasmining.com.ph/sites/default/files/files/ACMDC_AmendedBy-Laws_29Jun2016(2).pdf</p>	
<p>e. Minutes of ASM and/or SSM</p>			
<p>f. Company's Articles of Incorporation and By-Laws</p>		<p>• Press Releases http://www.atlasmining.com.ph/press-releases</p>	
Additional Recommendation to Principle 11			
<p>1. Company complies with SEC-prescribed website template.</p>	<p>COMPLIANT</p>	<p>The Company fully complies with SEC MC. No. 11, series of 2014, Website Template for All Publicly-Listed Companies.</p> <p>Link/reference:</p> <ul style="list-style-type: none"> • Website http://www.atlasmining.com.ph/ 	
Internal Control System and Risk Management Framework			
Principle 12: To ensure the integrity, transparency and proper governance in the conduct of its affairs, the company should have a strong and effective internal control system and enterprise risk management framework.			
Recommendation 12.1			

<p>1. Company has an adequate and effective internal control system in the conduct of its business.</p>	<p>COMPLIANT</p>	<p>Pursuant to the CCG and the BOD Charter, the Board is tasked to adopt a system of internal checks and balances, and to ensure that there is a sound Enterprise Risk Management Program that identifies risks and adds procedures and controls as needed. These controls are regularly monitored and validated by the internal auditor.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • Code of Corporate Governance, C. Internal Controls System and Enterprise Risk Management Framework http://www.atlasmining.com.ph/sites/default/files/files/AT%20New%20Code%20of%20Corporate%20Governance%2018May2017(1).pdf • BOD Charter 3. Roles and Responsibilities of the BOD (Clause 3.9) 9.2 The Audit Committee (Audit Com) 9.4 The Board Risk Oversight Committee (BROC) http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOARD%20CHARTER(1).pdf • Audit Committee Charter http://www.atlasmining.com.ph/sites/default/files/files/AUDIT%20COMMITTEE%20CHARTER.pdf 	
<p>2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.</p>	<p>COMPLIANT</p>	<p>The Company has an adequate and effective enterprise risk management framework in the conduct of its business.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • Code of Corporate Governance C. Internal Controls System and Enterprise Risk Management Framework http://www.atlasmining.com.ph/sites/default/files/files/AT%20New%20Code%20of%20Corporate%20Governance%2018May2017(1).pdf • Board Risk Oversight Committee Charter http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20Board%20Risk%20Oversight%20Committee%20Charter.pdf • Enterprise Risk Management http://www.atlasmining.com.ph/corporate-governance/enterprise-risk-management • BOD Charter 3. Roles and Responsibilities of the BOD (Clauses 3.7, 3.8 & 3.9) 9.2 The Audit Committee (Audit Com) 9.4 The Board Risk Oversight Committee (BROC) http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOARD%20CHARTER(1).pdf 	

Supplement to Recommendations 12.1

<p>1. Company has a formal comprehensive enterprise-wide compliance program covering compliance with laws and relevant regulations that is annually reviewed. The program includes appropriate training and awareness initiatives to facilitate understanding, acceptance and compliance with the said issuances.</p>	<p>COMPLIANT</p>	<p>Per the CCG and BOD Charter, the Board is tasked to ensure that the Company complies with all laws, rules and regulations. The Compliance Officer monitors compliance with the statutory rules and regulations affecting the Company as well as the provisions and requirements of the Code. Furthermore, the Code of Business conduct and Ethics includes provisions relating to compliance with laws and adherence of such by the Company's directors, officers and employees. The Company orients all new employees on the Code of Ethics and its supplemental policies.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • Code of Corporate Governance http://www.atlasmining.com.ph/sites/default/files/files/AT New%20Code%20of%20Corporate%20Governance 18May2017(1).pdf • BOD Charter 3. Roles and Responsibilities of the BOD 9.2 The Audit Committee (Audit Com) 9.3 The Corporate Governance Committee (CG Committee) 9.4 The Board Risk Oversight Committee (BROC) 14. Compliance Officer http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOARD%20CHARTER(1).pdf • Code of Business Conduct and Ethics http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20Code%20of%20Business%20Conduct%20and%20Ethics(1).pdf 	
Optional: Recommendation 12.1			
<p>1. Company has a governance process on IT issues including disruption, cyber security, and disaster recovery, to ensure that all key risks are identified, managed and reported to the board.</p>			
Recommendation 12.2			
<p>1. Company has in place an independent internal audit function that provides an independent and objective assurance, and consulting services designed to add value and improve the company's operations.</p>	<p>COMPLIANT</p>	<p>The Company's Internal Audit function is in-house and provides independent and objective assurance and consulting services designed to add value and improve the Company's operations.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • Code of Corporate Governance, D. Internal Controls System and Enterprise Risk Management Framework http://www.atlasmining.com.ph/sites/default/files/files/AT New%20Code%20of%20Corporate%20Governance 18May2017(1).pdf • BOD Charter 3. Roles and Responsibilities of the BOD 9.2 The Audit Committee (Audit Com) http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOARD%20CHARTER(1).pdf • Audit Committee Charter http://www.atlasmining.com.ph/sites/default/files/files/AUDIT%20COMMITTEE%20CHARTER.pdf 	
Recommendation 12.3			

1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.	COMPLIANT	<p>The Company's Chief Audit Executive (CAE), Mr. Felicano B. Alvarez, is a certified public accountant and a Board appointed executive officer. In accordance with the Company's CCG and BOD Charter, the CAE oversees and is responsible for the internal audit activities of the organization. The Company's internal audit function is in-house.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> Code of Corporate Governance, C. Internal Controls System and Enterprise Risk Management Framework http://www.atlasmining.com.ph/sites/default/files/files/AT%20New%20Code%20of%20Corporate%20Governance%2018May2017(1).pdf 	
2. CAE oversees and is responsible for the internal audit activity of the organization, including that portion that is outsourced to a third party service provider.	COMPLIANT	<ul style="list-style-type: none"> Audit Committee Charter http://www.atlasmining.com.ph/sites/default/files/files/AUDIT%20COMMITTEE%20CHARTER.pdf Executive Officers http://www.atlasmining.com.ph/about-us/board-directors 	
3. In case of a fully outsourced internal audit activity, a qualified independent executive or senior management personnel is assigned the responsibility for managing the fully outsourced internal audit activity.	COMPLIANT	<ul style="list-style-type: none"> Definitive Information Statement http://www.atlasmining.com.ph/sites/default/files/AT%20SEC%20Form%2020-Information%20Statement%2021Mar2019.pdf BOD Charter 3. Roles and Responsibilities of the BOD (Clause 3.9) 9.4 The Audit Committee (Audit Com) http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOARD%20CHARTER(1).pdf 	

Recommendation 12.4

1. Company has a separate risk management function to identify, assess and monitor key risk exposures.	COMPLIANT	<p>Per the Company's CCG and BOD Charter, the Board is tasked to identify and monitor key risk areas and key performance indicators and ensure that a sound Enterprise Risk Management framework is in place.</p> <p>The Board Risk Oversight Committee (BROC) is responsible for the oversight of the Company's ERM system and ensures its functionality and effectiveness. The Company has a risk management functions, led by the Chief Risk Officer (CRO), who is the ultimate champion of the ERM.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> Code of Corporate Governance, D. Internal Controls System and Enterprise Risk Management Framework http://www.atlasmining.com.ph/sites/default/files/files/AT%20New%20Code%20of%20Corporate%20Governance%2018May2017(1).pdf BOD Charter 3. Roles and Responsibilities of the BOD (Clause 3.9) 9.4 The Board Risk Oversight Committee (BROC) 13. Chief Risk Officer http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOARD%20CHARTER(1).pdf Board Risk Oversight Committee Charter http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20Board%20Risk%20Oversight%20Committee%20Charter.pdf Enterprise Risk Management http://www.atlasmining.com.ph/corporate-governance/enterprise-risk-management Executive Officers http://www.atlasmining.com.ph/about-us/board-directors 	
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Supplement to Recommendation 12.4

<p>1. Company seeks external technical support in risk management when such competence is not available internally.</p>	<p>COMPLIANT</p>	<p>The Company's BROCC is responsible for the oversight of the Company's ERM system and ensures its functionality and effectiveness. The Company's risk management function is in-house.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • Code of Corporate Governance, C. Internal Controls System and Enterprise Risk Management Framework http://www.atlasmining.com.ph/sites/default/files/files/AT%20New%20Code%20of%20Corporate%20Governance%2018May2017(1).pdf • BOD Charter 3. Roles and Responsibilities of the BOD 9.4 The Board Risk Oversight Committee (BROC) 13. Chief Risk Officer http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCCC%20BOARD%20CHARTER(1).pdf • Board Risk Oversight Committee Charter http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCCC%20Board%20Risk%20Oversight%20Committee%20Charter.pdf • Enterprise Risk Management http://www.atlasmining.com.ph/corporate-governance/enterprise-risk-management • Definitive Information Statement (20-IS) http://www.atlasmining.com.ph/sites/default/files/AT%20SEC%20Form%2020-Information%20Statement%2021Mar2019.pdf 	
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Recommendation 12.5

<p>1. In managing the company's Risk Management System, the company has a Chief Risk Officer (CRO), who is the ultimate champion of Enterprise Risk Management (ERM)</p>	<p>COMPLIANT</p>	<p>The Company's Chief Risk Officer (CRO), Mr. Fernando A. Rimando, is the ultimate champion of Enterprise Risk Management. Mr. Rimando possesses the adequate authority, stature, resources and support to fulfill his responsibilities as Chief Risk Officer.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • BOD Charter 9.4 The Board Risk Oversight Committee (BROC) 13. Chief Risk Officer http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCCC%20BOARD%20CHARTER(1).pdf • Code of Corporate Governance, C. Internal Controls System and Enterprise Risk Management Framework http://www.atlasmining.com.ph/corporate-governance/manual-corporate-governance 	
<p>2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.</p>	<p>COMPLIANT</p>	<ul style="list-style-type: none"> • Board Risk Oversight Committee Charter http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCCC%20Board%20Risk%20Oversight%20Committee%20Charter.pdf • Executive Officers http://www.atlasmining.com.ph/about-us/board-directors • Definitive Information Statement (20-IS) http://www.atlasmining.com.ph/sites/default/files/AT%20SEC%20Form%2020-Information%20Statement%2021Mar2019.pdf 	

Additional Recommendation to Principle 12

<p>1. Company's Chief Executive Officer and Chief Audit Executive attest in writing, at least annually, that a sound internal audit, control and compliance system is in place and working effectively.</p>	<p>COMPLIANT</p>	<p>The CEO along with the Chairman of the Audit Committee and the other Independent Directors sign the I-ACGR and the Corporate Governance Scorecard.</p> <p>Link/reference:</p> <ul style="list-style-type: none"> Corporate Governance Scorecard http://www.atlasmining.com.ph/sites/default/files/files/AT%20Annual%20Corporate%20Governance%20Report%2030May2018.pdf I-ACGR http://www.atlasmining.com.ph/sites/default/files/files/AT%20Annual%20Corporate%20Governance%20Report%2030May2018.pdf 	
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Cultivating a Synergic Relationship with Shareholders

Principle 13: The company should treat all shareholders fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.

Recommendation 13.1

<p>1. Board ensures that basic shareholder rights are disclosed in the Manual on Corporate Governance.</p>	<p>COMPLIANT</p>	<p>The Company's CCG provides for the rights and protection of Shareholders.</p> <p>Link/reference is as follows:</p> <ul style="list-style-type: none"> Code of Corporate Governance, D. Cultivating a Synergic Relationship with Shareholders http://www.atlasmining.com.ph/corporate-governance/manual-corporate-governance 	
<p>2. Board ensures that basic shareholder rights are disclosed on the company's website.</p>	<p>COMPLIANT</p>	<p>The Board ensures that basic Shareholder rights are disclosed in the Company's website. The CCG, in addition to the Company's By-Laws, provide for the rights of shareholders and may be found in the Company's website.</p> <p>Link/reference is as follows:</p> <ul style="list-style-type: none"> Code of Corporate Governance, D. Cultivating a Synergic Relationship with Shareholders http://www.atlasmining.com.ph/sites/default/files/files/AT_New%20Code%20of%20Corporate%20Governance_18May2017(1).pdf Definitive Information Statement http://www.atlasmining.com.ph/sites/default/files/AT%20SEC%20Form%2020-Information%20Statement%2021Mar2019.pdf By-Laws http://www.atlasmining.com.ph/sites/default/files/files/ACMDC_AmendedBy-Laws_29Jun2016(2).pdf 	

Supplement to Recommendation 13.1

<p>1. Company's common share has one vote for one share.</p>	<p>COMPLIANT</p>	<p>The Company's common share has one vote for one share.</p> <p>Link/reference:</p> <ul style="list-style-type: none"> Articles of Incorporation http://www.atlasmining.com.ph/sites/default/files/files/AT_Certificate%20of%20Approval%20of%20Increase%20of%20Capital%20Stock_17Nov2017.pdf Sample Proxy Form, attached to the Definitive Information Statement http://www.atlasmining.com.ph/sites/default/files/AT%20SEC%20Form%2020-Information%20Statement%2021Mar2019.pdf AGM Minutes http://www.atlasmining.com.ph/sites/default/files/Draft%20AT%20Minutes%20Annual%20Stockholders%20Meeting%207May2019_0.pdf http://www.atlasmining.com.ph/sites/default/files/AT%20Minutes%20Annual%20Stockholders%20Meeting%2026April2018.pdf 	
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<p>2. Board ensures that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.</p>	<p>COMPLIANT</p>	<p>Per the CCG and the Company's Articles of Incorporation, all shareholders are treated equally with respect to voting rights, subscription rights and transfer rights.</p> <p>Link/reference is as follows:</p> <ul style="list-style-type: none"> Code of Corporate Governance, D. Cultivating a Synergic Relationship with Shareholders http://www.atlasmining.com.ph/sites/default/files/files/AT_New%20Code%20of%20Corporate%20Governance_18May2017(1).pdf Articles of Incorporation http://www.atlasmining.com.ph/sites/default/files/files/AT_AmendedAOI_17Nov2017.pdf By-Laws http://www.atlasmining.com.ph/sites/default/files/files/ACMDC_AmendedBy-Laws_29Jun2016(2).pdf Definitive Information Statement http://www.atlasmining.com.ph/sites/default/files/AT%20SEC%20Form%2020-Information%20Statement%2021Mar2019.pdf 	
<p>3. Board has an effective, secure, and efficient voting system.</p>	<p>COMPLIANT</p>	<p>The Company has an effective, secure and efficient voting system in place. Voting during the Shareholders' meetings is by poll.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> Definitive Information Statement(20-IS) http://www.atlasmining.com.ph/sites/default/files/AT%20SEC%20Form%2020-Information%20Statement%2021Mar2019.pdf Code of Corporate Governance, D. Cultivating a Synergic Relationship with Shareholders http://www.atlasmining.com.ph/sites/default/files/files/AT_New%20Code%20of%20Corporate%20Governance_18May2017(1).pdf AGM Minutes http://www.atlasmining.com.ph/sites/default/files/Draft%20AT%20Minutes%20Annual%20Stockholders%20Meeting%207May2019_0.pdf http://www.atlasmining.com.ph/sites/default/files/AT%20Minutes%20Annual%20Stockholders%20Meeting%2026April2018.pdf 	
<p>4. Board has an effective shareholder voting mechanisms such as supermajority or "majority of minority" requirements to protect minority shareholders against actions of controlling shareholders.</p>	<p>COMPLIANT</p>	<p>To protect the minority Shareholders against actions of controlling Shareholders and for transparency, the Company secures a waiver on the conduct of a rights or public offering for the issuance of new shares to existing Shareholders, by a majority vote of the minority Shareholders (majority of minority), present either during the AGM or SSM.</p> <p>Link/reference is as follows:</p> <ul style="list-style-type: none"> Disclosures , Current Report (17-C) http://www.atlasmining.com.ph/company-disclosures/sec-filings Definitive Information Statement (20-IS) http://www.atlasmining.com.ph/company-disclosures/information-statement-sec-form-20 Annual Report (17-A) http://www.atlasmining.com.ph/sites/default/files/financial%20reports/Full%20Year%202018.pdf http://www.atlasmining.com.ph/sites/default/files/financial%20reports/Full%20Year%202017.pdf Results of the AGM and Organizational Meeting, Current Report (17-C) http://www.atlasmining.com.ph/sites/default/files/AT_17-C_Results%20of%20AGM%20and%20Org.%20Meetings_27Jull2017.pdf Minutes of SSM (Item IV.C) http://www.atlasmining.com.ph/sites/default/files/AT_Minutes_SMShareholders_21Feb2017%28website%29.pdf 	

5. Board allows shareholders to call a special shareholders' meeting and submit a proposal for consideration or agenda item at the AGM or special meeting.	COMPLIANT	<p>Per the Company's CCG and BOD Charter, minority Shareholders are granted the right to propose the holding of a meeting, and the right to propose items in the agenda of the meeting, provided items are for legitimate business purposes, and in accordance with law, jurisprudence and best practice.</p> <p>Link/reference:</p> <ul style="list-style-type: none"> Code of Corporate Governance, E.13 Cultivating a Synergic Relationship with Shareholders http://www.atlasmining.com.ph/sites/default/files/files/AT_New%20Code%20of%20Corporate%20Governance_18May2017(1).pdf BOD Charter 3. Roles and Responsibilities of the BOD (item 3.1) http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOARD%20CHARTER(1).pdf 	
6. Board clearly articulates and enforces policies with respect to treatment of minority shareholders.	COMPLIANT	<p>The Company's CCG and By-Laws provide for the rights and protection stakeholders, particularly minority Shareholders.</p> <p>Link/reference is as follows:</p> <ul style="list-style-type: none"> Code of Corporate Governance, D. Cultivating a Synergic Relationship with Shareholders http://www.atlasmining.com.ph/sites/default/files/files/AT_New%20Code%20of%20Corporate%20Governance_18May2017(1).pdf By-Laws http://www.atlasmining.com.ph/sites/default/files/files/ACMDC_AmendedBy-Laws_29Jun2016(2).pdf 	
7. Company has a transparent and specific dividend policy.	COMPLIANT	<p>The Company has a transparent and specific dividend policy, which may be found in the CCG.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> Code of Corporate Governance, 13.8.5 Right to Dividends http://www.atlasmining.com.ph/sites/default/files/files/AT_New%20Code%20of%20Corporate%20Governance_18May2017(1).pdf 	
Optional: Recommendation 13.1			
1. Company appoints an independent party to count and/or validate the votes at the Annual Shareholders' Meeting.	COMPLIANT	<p>The Company appoints an independent party, the stock and transfer agent, the Stock and Transfer Services, Inc. (STSI) to count and validate the votes at the Annual Shareholders' Meeting.</p> <p>Links/references:</p> <ul style="list-style-type: none"> AGM Minutes http://www.atlasmining.com.ph/sites/default/files/Draft%20AT%20Minutes%20Annual%20Stockholders%20Meeting%207May2019_0.pdf http://www.atlasmining.com.ph/sites/default/files/AT%20Minutes%20Annual%20Stockholders%20Meeting%2026April2018.pdf 	
Recommendation 13.2			

<p>1. Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information at least 28 days before the meeting.</p>	<p>COMPLIANT</p>	<p>To encourage active Shareholder participation in the Annual Shareholders' Meeting, the Board ensures that the Notice and agenda of the ASM are released at least thirty-five (35) days before the meeting.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • By-laws http://www.atlasmining.com.ph/sites/default/files/files/ACMDC_AmendedBy-Laws_29Jun2016(2).pdf • Code of Corporate Governance, E.13 Cultivating a Synergic Relationship with Shareholders http://www.atlasmining.com.ph/sites/default/files/files/AT_New%20Code%20of%20Corporate%20Governance_18May2017(1).pdf <p>Notice of AGM http://www.atlasmining.com.ph/sites/default/files/AT%20SEC%2017-C%202019%20AGM%20Notice%20%26%20Agenda%2015Feb2019.pdf</p> <ul style="list-style-type: none"> • AGM Minutes http://www.atlasmining.com.ph/sites/default/files/AT_Minutes_SMShareholders_21Feb2017%28website%29.pdf <p>http://www.atlasmining.com.ph/sites/default/files/AT%20Minutes%20Annual%20Stockholders%20Meeting%2026April2018.pdf</p>	
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Supplemental to Recommendation 13.2

<p>1. Company's Notice of Annual Stockholders' Meeting contains the following information:</p>		<p>The Company's Notice and Agenda of Annual General Meeting of the Shareholders (AGM) with the enclosed Definitive Information Statement contains the full profiles of directors, auditors seeking re-appointment and proxy documents.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • Definitive Information Statement (20-IS) http://www.atlasmining.com.ph/sites/default/files/AT%20SEC%20Form%2020-Information%20Statement%2021Mar2019.pdf 	
<p>a. The profiles of directors (i.e., age, academic qualifications, date of first appointment, experience, and directorships in other listed companies)</p>	<p>COMPLIANT</p>	<ul style="list-style-type: none"> • Code of Corporate Governance, D. Cultivating a Synergic Relationship with Shareholders http://www.atlasmining.com.ph/sites/default/files/files/AT_New%20Code%20of%20Corporate%20Governance_18May2017(1).pdf 	
<p>b. Auditors seeking appointment/re-appointment</p>	<p>COMPLIANT</p>	<ul style="list-style-type: none"> • Notice of AGM http://www.atlasmining.com.ph/sites/default/files/AT%20SEC%2017-C%202019%20AGM%20Notice%20%26%20Agenda%2015Feb2019.pdf 	
<p>c. Proxy documents</p>	<p>COMPLIANT</p>		

Optional: Recommendation 13.2

<p>1. Company provides rationale for the agenda items for the annual stockholders meeting</p>	<p>COMPLIANT</p>	<p>The Company's Notice and Agenda of the Annual/Special General Meeting of the Shareholders (AGM/SSM) include rationales and explanations for each agenda item and are published in newspapers of national circulation prior to the ASM/SSM. Links/references are as follows:</p> <ul style="list-style-type: none"> • AGM Minutes http://www.atlasmining.com.ph/sites/default/files/Draft%20AT%20Minutes%20Annual%20Stockholders%20Meeting%207May2019_0.pdf • http://www.atlasmining.com.ph/sites/default/files/Draft%20AT%20Minutes%20Annual%20Stockholders%20Meeting%2026April2018_0.pdf • Code of Corporate Governance, D. Cultivating a Synergic Relationship with Shareholders http://www.atlasmining.com.ph/sites/default/files/files/AT_New%20Code%20of%20Corporate%20Governance_18May2017(1).pdf • Definitive Information Statement (20-IS) http://www.atlasmining.com.ph/sites/default/files/AT%20SEC%20Form%2020-Information%20Statement%2021Mar2019.pdf • Manila Times Newspaper on 3 April 2019 & Manila Standard Newspaper on 29 March 2019 where the Notice and Agenda with Rationale for the 2019 AGM were published http://www.atlasmining.com.ph/sites/default/files/AT%20Publication%20of%20AGM%20Notice%20and%20Agenda%2003April2019%20%28The%20Manila%20Times%29.pdf • http://www.atlasmining.com.ph/sites/default/files/AT%20Publication%20of%20AGM%20Notice%20and%20Agenda%2029March2019%20%28Manila%20Stand 	
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Recommendation 13.3

<p>1. Board encourages active shareholder participation by making the result of the votes taken during the most recent Annual or Special Shareholders' Meeting publicly available the next working day.</p>	<p>COMPLIANT</p>	<p>The votes cast for each item of the Agenda to be voted upon during the AGM/SSM, is announced by the Corporate Secretary whenever the particular item is taken up by the body during the meeting. In accordance with the provisions in the Company's CCG, results of the AGM/SSM are made immediately and publicly available. Likewise, the AGM/SSM Minutes are posted in the Company's website within five (5) days from the end of the meeting.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • Code of Corporate Governance, D. Cultivating a Synergic Relationship with Shareholders http://www.atlasmining.com.ph/corporate-governance/manual-corporate-governance • AGM Minutes http://www.atlasmining.com.ph/company-disclosures/minutes-asm 	
<p>2. Minutes of the Annual and Special Shareholders' Meetings were available on the company website within five business days from the end of the meeting.</p>	<p>COMPLIANT</p>	<ul style="list-style-type: none"> • http://www.atlasmining.com.ph/sites/default/files/Draft%20AT%20Minutes%20Annual%20Stockholders%20Meeting%207May2019_0.pdf • http://www.atlasmining.com.ph/sites/default/files/AT%20Minutes%20Annual%20Stockholders%20Meeting%2026April2018.pdf 	

Supplement to Recommendation 13.3

1. Board ensures the attendance of the external auditor and other relevant individuals to answer shareholders questions during the ASM and SSM.	COMPLIANT	<p>The Board ensures that the external auditor and other relevant individuals are present during its AGM and SSM to address shareholder questions and/or concerns.</p> <p>Links/references:</p> <ul style="list-style-type: none"> AGM Minutes http://www.atlasmining.com.ph/company-disclosures/minutes-asm http://www.atlasmining.com.ph/sites/default/files/Draft%20AT%20Minutes%20Annual%20Stockholders%20Meeting%20May2019_0.pdf http://www.atlasmining.com.ph/sites/default/files/AT%20Minutes%20Annual%20Stockholders%20Meeting%2026April2018.pdf 	
Recommendation 13.4			
1. Board makes available, at the option of a shareholder, an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner.	COMPLIANT	<p>Pursuant to the CCG and the Alternative Dispute Mechanism Policy, the Board shall make available, at the option of a Shareholder, an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> Code of Corporate Governance, D. Cultivating a Synergic Relationship with Shareholders http://www.atlasmining.com.ph/sites/default/files/files/AT_New%20Code%20of%20Corporate%20Governance_18May2017(1).pdf 	
2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.	COMPLIANT	<ul style="list-style-type: none"> Alternative Dispute Mechanism Policy http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20Alternative%20Dispute%20Mechanism%20Policy(1).pdf 	
Recommendation 13.5			
1. Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its shareholders.	COMPLIANT	<p>In accordance with the Company's CCG, the Board established an Investor Relations Office to ensure constant engagement with its shareholders. The IRO is present at every Shareholders' meeting.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> Code of Corporate Governance, D. Cultivating a Synergic Relationship with Shareholders http://www.atlasmining.com.ph/sites/default/files/files/AT_New%20Code%20of%20Corporate%20Governance_18May2017(1).pdf Investor Relations http://www.atlasmining.com.ph/investor-relations AGM Minutes http://www.atlasmining.com.ph/sites/default/files/Draft%20AT%20Minutes%20Annual%20Stockholders%20Meeting%20May2019_0.pdf 	
2. IRO is present at every shareholder's meeting.	COMPLIANT	<ul style="list-style-type: none"> http://www.atlasmining.com.ph/sites/default/files/AT%20Minutes%20Annual%20Stockholders%20Meeting%2026April2018.pdf 	
Supplemental Recommendations to Principle 13			
1. Board avoids anti-takeover measures or similar devices that may entrench ineffective management or the existing controlling shareholder group	NON-COMPLIANT		No such occurrence
2. Company has at least thirty percent (30%) public float to increase liquidity in the market.	NON-COMPLIANT		The Company's approximate free float is at 19.98%.
Optional: Principle 13			

1. Company has policies and practices to encourage shareholders to engage with the company beyond the Annual Stockholders' Meeting	COMPLIANT	<p>In accordance with the Company's CCG, the Board established an Investor Relations Office (IRO) to ensure constant engagement with its shareholders. The IRO is present at every Shareholders' meeting, arranges regular teleconferences and site visits for investors and conducts roadshows and issue press releases.</p> <p>Link/reference:</p> <ul style="list-style-type: none"> Code of Corporate Governance, D. Cultivating a Synergic Relationship with Shareholders http://www.atlasmining.com.ph/sites/default/files/files/AT_New%20Code%20of%20Corporate%20Governance_18May2017(1).pdf Press Releases http://www.atlasmining.com.ph/press-releases 	
2. Company practices secure electronic voting in absentia at the Annual Shareholders' Meeting.			

Duties to Stakeholders

Principle 14: The rights of stakeholders established by law, by contractual relations and through voluntary commitments must be respected. Where stakeholders' rights and/or interests are at stake, stakeholders should have the opportunity to obtain prompt effective redress for the violation of their rights.

Recommendation 14.1

1. Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.	COMPLIANT	<p>The Company identifies its various stakeholders and promotes cooperation between them and the Company in creating wealth, growth and sustainability.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> Code of Corporate Governance, E. Duties to Stakeholders http://www.atlasmining.com.ph/sites/default/files/files/AT_New%20Code%20of%20Corporate%20Governance_18May2017(1).pdf Code of Business Conduct and Ethics http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20Code%20of%20Business%20Conduct%20and%20Ethics(1).pdf Sustainability Report http://www.atlasmining.com.ph/sites/default/files/sustainability%20reports/AT%20Annual%20and%20Sustainability%20Report%202018%20%282%29.pdf Sustainability http://www.atlasmining.com.ph/sustainability Sustainable Development Policy http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC_Sustainable%20Development%20Policy.pdf 	
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Recommendation 14.2

<p>1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.</p>	<p>COMPLIANT</p>	<p>Based on its CCG, Code of Business Conduct and Ethics and other relevant rules, laws and regulations, the Company recognizes and protects the rights and interests of its key stakeholders, namely its shareholders, employees, customers, business partners, creditors, as well as the communities it operates in and the environment.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • Code of Corporate Governance, E. Duties to Stakeholders http://www.atlasmining.com.ph/sites/default/files/files/AT_New%20Code%20of%20Corporate%20Governance_18May2017(1).pdf • Code of Business Conduct and Ethics http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20Code%20of%20Business%20Conduct%20and%20Ethics(1).pdf • Sustainability Report http://www.atlasmining.com.ph/sites/default/files/sustainability%20reports/AT%20Annual%20and%20Sustainability%20Report%202018%20%282%29.pdf • Sustainability http://www.atlasmining.com.ph/sustainability • Sustainable Development Policy http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC_Sustainable%20Development%20Policy.pdf 	
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Recommendation 14.3

<p>1. Board adopts a transparent framework and process that allow stakeholders to communicate with the company and to obtain redress for the violation of their rights.</p>	<p>COMPLIANT</p>	<p>In accordance with the CCG and the Alternative Dispute Mechanism Policy, the Company adopted a transparent framework and process that allows stakeholders to communicate with the Company to obtain redress for violation of their rights.</p> <p>Links/references:</p> <ul style="list-style-type: none"> • Sustainability Contact http://www.atlasmining.com.ph/sustainability/sustainability-contact • Alternative Dispute Mechanism Policy http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20Alternative%20Dispute%20Mechanism%20Policy(1).pdf • Investor Contact http://www.atlasmining.com.ph/investor-relations/investor-contact • Whistleblowing Policy http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20Whistleblowing%20Policy(1).pdf • Code of Corporate Governance http://www.atlasmining.com.ph/sites/default/files/files/AT_New%20Code%20of%20Corporate%20Governance_18May2017(1).pdf • Code of Business Conduct and Ethics http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20Code%20of%20Business%20Conduct%20and%20Ethics(1).pdf 	
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Supplement to Recommendation 14.3

<p>1. Company establishes an alternative dispute resolution system so that conflicts and differences with key stakeholders are settled in a fair and expeditious manner.</p>	<p>COMPLIANT</p>	<p>The Company supports the use of alternative dispute resolution (ADR) options in the settlement of disputes as expressly stated in the CCG.</p> <p>Link/reference:</p> <ul style="list-style-type: none"> Code of Corporate Governance, E.13.6 Alternative Dispute Mechanism http://www.atlasmining.com.ph/sites/default/files/files/AT_New%20Code%20of%20Corporate%20Governance_18May2017(1).pdf Alternative Dispute Mechanism Policy http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20Alternative%20Dispute%20Mechanism%20Policy(1).pdf 	
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Additional Recommendations to Principle 14

<p>1. Company does not seek any exemption from the application of a law, rule or regulation especially when it refers to a corporate governance issue. If an exemption was sought, the company discloses the reason for such action, as well as presents the specific steps being taken to finally comply with the applicable law, rule or regulation.</p>	<p>COMPLIANT</p>	<p>The Company has not sought any exemption from application of a law, rule or regulation, especially concerning corporate governance issues. Per the Company's CCG and the BOD Charter, the Board ensures that the Company complies will all relevant laws, regulations and codes of best business practices.</p> <p>Links/references:</p> <ul style="list-style-type: none"> Code of Corporate Governance http://www.atlasmining.com.ph/sites/default/files/files/AT_New%20Code%20of%20Corporate%20Governance_18May2017(1).pdf BOD Charter 3. Roles and Responsibilities of the BOD 14. The Compliance Officer http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOARD%20CHARTER(1).pdf Code of Business Conduct and Ethics http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20Code%20of%20Business%20Conduct%20and%20Ethics(1).pdf 	
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<p>2. Company respects intellectual property rights.</p>	<p>COMPLIANT</p>	<p>Per the Company's CCG and the BOD Charter, the Board ensures that the Company complies will all relevant laws, regulations and codes of best business practices.</p> <p>Links/references:</p> <ul style="list-style-type: none"> Code of Corporate Governance http://www.atlasmining.com.ph/sites/default/files/files/AT_New%20Code%20of%20Corporate%20Governance_18May2017(1).pdf BOD Charter 3. Roles and Responsibilities of the BOD 14. The Compliance Officer http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOARD%20CHARTER(1).pdf Code of Business Conduct and Ethics http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20Code%20of%20Business%20Conduct%20and%20Ethics(1).pdf 	
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Optional: Principle 14

<p>1. Company discloses its policies and practices that address customers' welfare</p>	<p>COMPLIANT</p>	<p>Links/references:</p> <p>http://www.atlasmining.com.ph/corporate-governance/policies</p>	
<p>2. Company discloses its policies and practices that address supplier/contractor selection procedures</p>			

Principle 15: A mechanism for employee participation should be developed to create a symbiotic environment, realize the company's goals and participate in its corporate governance processes.

Recommendation 15.1

<p>1. Board establishes policies, programs and procedures that encourage employees to actively participate in the realization of the company's goals and in its governance.</p>	<p>COMPLIANT</p>	<p>The Company has established policies and programs that encourage employees to actively participate in the realization of the Company's goals and in its governance.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • Code of Corporate Governance, 15. Encouraging Employee's Participation http://www.atlasmining.com.ph/sites/default/files/files/AT_New%20Code%20of%20Corporate%20Governance_18May2017(1).pdf • Our People http://www.atlasmining.com.ph/sustainability/our-people • Code of Business Conduct and Ethics http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20Code%20of%20Business%20Conduct%20and%20Ethics(1).pdf • Safety, Health and Environmental Policy http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC_Safety%20Health%20and%20Environment%20Policy.pdf • Whistleblowing Policy http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20Whistleblowing%20Policy(1).pdf • Reward Policy http://www.atlasmining.com.ph/sites/default/files/files/AT%20Reward%20Policy.pdf • Remuneration Policies http://www.atlasmining.com.ph/sites/default/files/files/AT%20Policy%20on%20Directors%20and%20Officers%20Remuneration.pdf • Performance Evaluation Policy & Guidelines http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20Performance%20Evaluation%20Policy%20%26%20Guidelines.pdf 	
Supplement to Recommendation 15.1			
<p>1. Company has a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures.</p>	<p>COMPLIANT</p>	<p>The Company and its subsidiary implement an Annual Performance Evaluation, the result of which is used as basis for increase in salaries or promotion.</p> <p>Link/reference</p> <ul style="list-style-type: none"> • Code of Corporate Governance, http://www.atlasmining.com.ph/sites/default/files/files/AT_New%20Code%20of%20Corporate%20Governance_18May2017(1).pdf • Remuneration Policies http://www.atlasmining.com.ph/sites/default/files/files/AT%20Policy%20on%20Directors%20and%20Officers%20Remuneration.pdf • Reward Policy http://www.atlasmining.com.ph/sites/default/files/files/AT%20Reward%20Policy.pdf • Performance Evaluation Policy & Guidelines http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20Performance%20Evaluation%20Policy%20%26%20Guidelines.pdf 	

<p>2. Company has policies and practices on health, safety and welfare of its employees.</p>	<p>COMPLIANT</p>	<p>The Company has established policies and programs that provide for the health, safety and welfare of its employees.</p> <p>Links/references:</p> <ul style="list-style-type: none"> • Code of Corporate Governance, F.15. Encouraging Employee's Participation http://www.atlasmining.com.ph/sites/default/files/files/AT_New%20Code%20of%20Corporate%20Governance_18May2017(1).pdf • Our People http://www.atlasmining.com.ph/sustainability/our-people • Safety and Health http://www.atlasmining.com.ph/sustainability/safety-and-health • Safety, Health and Environmental Policy http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC_Safety%2C%20Health%20and%20Environment%20Policy.pdf • Code of Business Conduct and Ethics http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20Code%20of%20Business%20Conduct%20and%20Ethics(1).pdf • Whistleblowing Policy http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20Whistleblowing%20Policy(1).pdf • Reward Policy http://www.atlasmining.com.ph/sites/default/files/files/AT%20Reward%20Policy.pdf 	
<p>3. Company has policies and practices on training and development of its employees.</p>	<p>COMPLIANT</p>	<p>The Company strives to be an employer of choice and provides for the training and development of its employees.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • Our People http://www.atlasmining.com.ph/sustainability/our-people • Code of Corporate Governance, F.15. Encouraging Employee's Participation http://www.atlasmining.com.ph/sites/default/files/files/AT_New%20Code%20of%20Corporate%20Governance_18May2017(1).pdf 	
<p>Recommendation 15.2</p>			

<p>1. Board sets the tone and makes a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Conduct.</p>	<p>COMPLIANT</p>	<p>In accordance with the BOD Charter, CCG and the Code of Business Conduct and Ethics, all directors, officers and employees are required to adhere to the utmost ethical practices when dealing with the Company's various stakeholders. All conflicts of interest and other forms of corruption are required to be disclosed to the Company immediately.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • Code of Corporate Governance, F.15. Encouraging Employee's Participation http://www.atlasmining.com.ph/sites/default/files/files/AT_New%20Code%20of%20Corporate%20Governance_18May2017(1).pdf • Whistleblowing Policy http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20Whistleblowing%20Policy(1).pdf • Code of Business Conduct and Ethics http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20Code%20of%20Business%20Conduct%20and%20Ethics(1).pdf • Insider Trading Policy http://www.atlasmining.com.ph/sites/default/files/files/AT%20Insider%20Trading%20Policy.pdf • BOD Charter 3. Roles and Responsibilities of the BOD 6. Conflict of Interest and Disclosure 9.3 The Corporate Governance Committee (CG Com) 14. The Compliance Officer http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20BOARD%20CHARTER(1).pdf 	
<p>2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.</p>	<p>COMPLIANT</p>	<p>The Company continuously disseminates its ethics and good governance related policies throughout the organization via training and orientation programs. This is to foster the good governance and ethical culture of the Company.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> • Our People http://www.atlasmining.com.ph/sustainability/our-people • Code of Business Conduct and Ethics http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20Code%20of%20Business%20Conduct%20and%20Ethics(1).pdf • Code of Corporate Governance, F.15. Encouraging Employee's Participation http://www.atlasmining.com.ph/sites/default/files/files/AT_New%20Code%20of%20Corporate%20Governance_18May2017(1).pdf 	

Supplement to Recommendation 15.2

<p>1. Company has clear and stringent policies and procedures on curbing and penalizing employee involvement in offering, paying and receiving bribes.</p>	<p>COMPLIANT</p>	<p>In accordance with the Code of Business Conduct and Ethics, all directors, officers and employees are required to adhere to the utmost ethical practices when dealing with the Company's various stakeholders. Disciplinary actions against violators of the Code include measures such as dismissal, and/or filing of appropriate administrative, civil and criminal actions.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> Code of Business Conduct and Ethics http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20Code%20of%20Business%20Conduct%20and%20Ethics(1).pdf Code of Corporate Governance, F.15. Encouraging Employee's Participation http://www.atlasmining.com.ph/sites/default/files/files/AT%20New%20Code%20of%20Corporate%20Governance%2018May2017(1).pdf Whistleblowing Policy http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20Whistleblowing%20Policy(1).pdf 	
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Recommendation 15.3

<p>1. Board establishes a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation.</p>	<p>COMPLIANT</p>	<p>In accordance with the Code of Business Conduct and Ethics and Whistleblowing Policy, all directors, officers and employees are required to adhere to the utmost ethical practices when dealing with the Company's various stakeholders.</p> <p>The Company's whistleblowing policy allows employees to freely communicate their concerns about illegal or unethical practice without fear of retaliation. The policy allows employees to have direct access to an independent member of the Board or any of the Company's related executive officers.</p> <p>Links/references are as follows:</p> <ul style="list-style-type: none"> Code of Business Conduct and Ethics http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20Code%20of%20Business%20Conduct%20and%20Ethics(1).pdf 	
<p>2. Board establishes a suitable framework for whistleblowing that allows employees to have direct access to an independent member of the Board or a unit created to handle whistleblowing concerns.</p>	<p>COMPLIANT</p>	<ul style="list-style-type: none"> Whistleblowing Policy http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20Whistleblowing%20Policy(1).pdf 	
<p>3. Board supervises and ensures the enforcement of the whistleblowing framework.</p>	<p>COMPLIANT</p>	<ul style="list-style-type: none"> Code of Corporate Governance, F.15. Encouraging Employee's Participation http://www.atlasmining.com.ph/corporate-governance/manual-corporate-governance 	

Principle 16: The company should be socially responsible in all its dealings with the communities where it operates. It should ensure that its interactions serve its environment and stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development.

Recommendation 16.1

<p>1. Company recognizes and places importance on the interdependence between business and society, and promotes a mutually beneficial relationship that allows the company to grow its business, while contributing to the advancement of the society where it operates.</p>	<p>COMPLIANT</p>	<p>The Company's various sustainability programs aim to strengthen the bond between the Company and society and promote a mutually beneficial and sustainable relationship.</p> <p>Links/references:</p> <ul style="list-style-type: none"> • Code of Corporate Governance, F.16. Encouraging Sustainability and Social Responsibility http://www.atlasmining.com.ph/sites/default/files/files/AT_New%20Code%20of%20Corporate%20Governance_18May2017(1).pdf http://www.atlasmining.com.ph/corporate-governance/manual-corporate-governance • Sustainability Report http://www.atlasmining.com.ph/sites/default/files/sustainability%20reports/AT%20Annual%20and%20Sustainability%20%20Report%202018%20%282%29.pdf • Sustainability http://www.atlasmining.com.ph/sustainability http://www.atlasmining.com.ph/sustainability/communities http://www.atlasmining.com.ph/sustainability/safety-and-health http://www.atlasmining.com.ph/sustainability/environment http://www.atlasmining.com.ph/sustainability/our-people • Code of Business Conduct and Ethics http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20Code%20of%20Business%20Conduct%20and%20Ethics(1).pdf 	
Optional: Principle 16			
<p>1. Company ensures that its value chain is environmentally friendly or is consistent with promoting sustainable development</p>	<p>COMPLIANT</p>	<p>Links/references:</p> <ul style="list-style-type: none"> • Sustainability http://www.atlasmining.com.ph/sustainability http://www.atlasmining.com.ph/sustainability/environment 	

<p>2. Company exerts effort to interact positively with the communities in which it operates</p>	<p>COMPLIANT</p>	<p>The Company's various sustainability programs aim to strengthen the bond between the Company and the communities in which it operates in.</p> <p>Links/references:</p> <ul style="list-style-type: none"> • Code of Corporate Governance, F.16. Encouraging Sustainability and Social Responsibility http://www.atlasmining.com.ph/sites/default/files/files/AT_New%20Code%20of%20Corporate%20Governance_18May2017(1).pdf http://www.atlasmining.com.ph/corporate-governance/manual-corporate-governance • Sustainability Report http://www.atlasmining.com.ph/sites/default/files/sustainability%20reports/AT%20Annual%20and%20Sustainability%20%20Report%202018%20%282%29.pdf • Sustainability http://www.atlasmining.com.ph/sustainability http://www.atlasmining.com.ph/sustainability/communities • Code of Business Conduct and Ethics http://www.atlasmining.com.ph/sites/default/files/files/AT%20CCC%20Code%20of%20Business%20Conduct%20and%20Ethics(1).pdf 	
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Pursuant to the requirements of the Securities and Exchange Commission (SEC), the Issuer has duly caused this Integrated Annual Corporate Governance Report ("I-ACGR") to be signed on its behalf by the undersigned hereunto duly authorized, in the City of Pasay on 29 May 2019.

**ATLAS CONSOLIDATED MINING
AND DEVELOPMENT CORPORATION**

Issuer

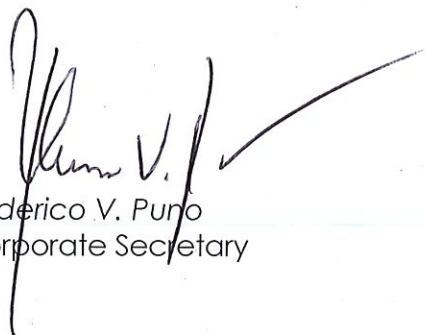
By:



Alfredo C. Ramos
Chairman



Adrion Paulino S. Ramos
President



Roderico V. Puno
Corporate Secretary



Maria Eleonor A. Santiago
Compliance Officer/Asst. Corp. Sec.

MAY 30 2019

Subscribed and sworn to before me this _____ day of May 2019 in Pasay City, affiants exhibiting to me their respective evidences of identification as follows:

Name	Identification No.	Issued on	Issuer
Alfredo C. Ramos	Passport No. EC8370209	21 July 2016	DFA NCR East
Adrian Paulino S. Ramos	Passport No. EC6344702	8 Jan. 2016	DFA Mla
Roderico V. Puno	Passport No. EC5344671	16 Sept 2015	DFA NCR South
Maria Eleonor A. Santiago	Passport No. P2397482A	21 March 2017	DFA-Lucena

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ATTY. GERVACIO B. ORTIZ JR.
Notary Public City of Makati
Until December 31, 2019
IBP No. 656155-Lifetime Member
MCLE Compliance No. VI-0024312
Appointment No. M-183-(2019-2020)
PTR No. 7333104 Jan. 3, 2019
Makati City Rolli No. 40091
101 Urban Ave. Campos Rueda Bldg.
Brgy. Pio Del Pilar, Makati City


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**ATLAS CONSOLIDATED MINING
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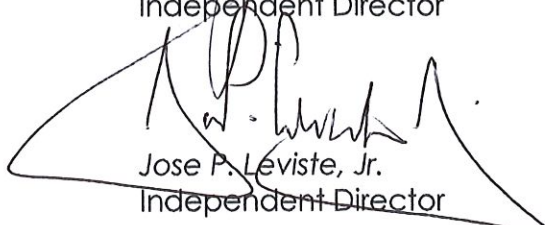
By:



Emilio S. de Quiros, Jr.
Independent Director



Fulgencio S. Factoran, Jr.
Independent Director



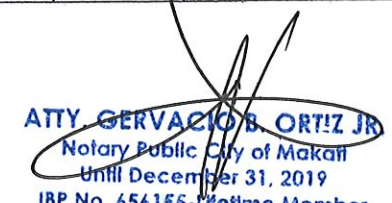
Jose P. Leviste, Jr.
Independent Director

MAY 29 2019

Subscribed and sworn to before me this _____ day of May 2019 in Pasay City, affiant exhibiting to me his evidence of identification as follows:

Name	Identification No.	Issued on	Issuer
Emilio S. de Quiros, Jr.	Passport No. P3713114A	17 July 2017	DFA NCR East
Fulgencio S. Factoran, Jr.	Passport No. EC4081648	4 May 2015	DFA NCR South
Jose P. Leviste, Jr.	Passport No. EC7652523	7 May 2016	DFA Manila

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Notary Public, City of Makati
Until December 31, 2019
IBP No. 656155-Lifetime Member
MCLE Compliance No. VI-0024312
Appointment No. M-183-(2019-2020)
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**ATLAS CONSOLIDATED MINING
AND DEVELOPMENT CORPORATION**

Issuer

By:




Laurito E. Serrano
Lead Independent Director

MAY 12 2019

Subscribed and sworn to before me this _____ day of May 2019 in Pasay City, affiant exhibiting to me his evidence of identification as follow:

Name	Identification No.	Issued on	Issuer
Laurito E. Serrano	Driver's License No. 579030116	3 Aug. 2016	LTO-Mla

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Book No. *XW*
Series of 2019



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