

BOARD RISK OVERSIGHT COMMITTEE (BROC) CHARTER

This Charter establishes the purpose, composition, authority, responsibilities and operations of the Board Risk Oversight Committee (the "Committee").

1. Purpose

The Board of Directors (the "BOD") of Atlas Consolidated Mining and Development Corporation/Carmen Corporation (the "Corporation") recognizes that risk management plays an integral part in achieving the Corporation's value creation objectives and long term business. The Committee shall assist and advise the BOD in assessing and managing enterprise risks and ensuring that there is an effective and integrated Enterprise Risk Management System.

2. Composition

Membership of the Committee consists of at least three (3) Directors, majority of whom shall be Independent Directors, including the Chairperson. The Committee Chairperson shall not be at the same time Chairman of the BOD or of any other BOD Committee. At least one (1) member of the Committee shall have relevant thorough knowledge and experience on risk and risk management. Each of the members of the Committee shall be knowledgeable of the Corporation's business and the industry in which it operates.

The Office of a member of the Committee shall be ipso facto be vacated if: (i) he resigns as a member of the Committee or the BOD; (ii) he is removed by the BOD; (iii) he is declared to be incompetent or (iv) he becomes disqualified from directorship on any grounds for disqualification.

3. Term of Office

Committee members and the Chairperson shall be designated by the BOD for a one (1) year term and each member shall serve until such member's successor is duly designated. Any member may be removed or replaced and vacancies shall be filled by the BOD.

4. Meetings.

The Committee shall meet at least twice a year or as often as it considers necessary. It shall be governed by the same rules regarding meetings (including meetings by telephone conference, videoconference or other similar communication equipment), notice, waiver of notice, quorum and voting requirements as are applicable to the BOD.

The Corporate Secretary or Asst. Corporate Secretary shall be the Committee Secretary unless otherwise determined by the Committee. Adequate minutes of the Committee proceedings shall be kept.

A resolution in writing by all members of the Committee shall be as valid and effective for all purposes as a resolution of the Committee passed at a meeting of the Committee duly convened, held and constituted. Such resolution may be signed in counterparts.

5. Authority.

The Committee shall report directly to the BOD on its decision and recommendation. It has the authority to engage and retain outside professional firms, advisors or consultants when deemed necessary. The Committee may form and delegate authority to subcommittees and to one or more designated members of the Committee or executive officers to perform specific duties on its behalf.

The Committee is authorized to gain access to all relevant resources within the Corporation, obtain training, advice or expertise and may call for an investigation or query on any activity of the Corporation within the scope of its responsibilities. The Committee may invite the Chief Risk Officer (CRO) and other members of management, Chief Audit Executive (CAE) and external auditor to attend meetings and provide relevant information as necessary.

6. Specific Responsibilities and Duties

The Committee shall have the following functions and responsibilities:

- 6.1 Develops a formal enterprise risk management plan which contains the following:
 - (a) common language or register of risks,
 - (b) well-defined risk management goals, objectives and oversight,
 - (c) uniform processes of assessing risks & developing strategies to manage prioritized risks,
 - (d) designing and implementing risk management strategies, and
 - (e) continuing assessments to improve risk strategies, processes and measures.
- 6.2 Oversees the implementation of the enterprise risk management plan through a Management Risk Oversight Committee (MROC). The BROC conducts regular discussions on the Corporation's prioritized and residual risk exposures based on regular risk management reports and assesses how the concerned units or offices are addressing and managing these risks;
- 6.3 Evaluates the risk management plan to ensure its continued relevance, comprehensiveness and effectiveness. The BROC revisits defined risk management strategies, looks for emerging or changing material exposures, and stays abreast of significant developments that seriously impact the likelihood of harm or loss;
- 6.4 Advises the Board on its risk appetite levels and risk tolerance limits;
- 6.5 Reviews at least annually the Corporation's risk appetite levels and risk tolerance limits based on changes and developments in the business, the regulatory framework, the external economic and business environment, and when major events occur that are considered to have major impacts on the Corporation;
- 6.6 Assesses the probability of each identified risk becoming a reality and estimates its possible significant financial impact and likelihood of occurrence. Priority areas of

concern are those risks that are the most likely to occur and to impact the performance and stability of the corporation and its stakeholders;

6.7 Provides oversight over Management's activities in managing credit, market, liquidity, operational, legal and other risk exposures of the Corporation. This function includes regularly receiving information on risk exposures and risk management activities from Management; and

6.8 Reports to the Board on a regular basis, or as deemed necessary, the Corporation's material risk exposures, the actions taken to reduce the risks, and recommends further action or plans, as necessary.

7. Proposed Changes

The Committee shall review annually the adequacy of this Charter and recommend any proposed changes or modifications for approval by the Board.

8. Amendment

This Charter shall not be amended, altered or varied unless such amendment, alteration or variation shall have been approved by a resolution of the BOD.