



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
Ground Floor, Secretariat Building, PICC
City of Pasay, Metro Manila

COMPANY REG. NO. PW0000115A

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

KNOW ALL PERSONS BY THESE PRESENTS:

This is to certify that the amended articles of incorporation of the

**ATLAS CONSOLIDATED MINING AND DEVELOPMENT
CORPORATION**
(Amending Article VII thereof)

copy annexed, adopted on May 18, 2017 by a majority vote of the Board of Directors and on July 27, 2017 by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980 and copies thereof are filed with the Commission.

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

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed to this Certificate at Pasay City, Metro Manila, Philippines, this 17th day of November, Twenty Seventeen.


FERDINAND B. SALES

Director

Company Registration and Monitoring Department



AMENDED ARTICLES OF INCORPORATION
OF
ATLAS CONSOLIDATED MINING AND DEVELOPMENT CORPORATION

KNOW ALL MEN BY THESE PRESENTS:

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

AND WE HEREBY CERTIFY, THAT:

FIRST: - The name of said Corporation shall be:

ATLAS CONSOLIDATED MINING AND DEVELOPMENT CORPORATION

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

PRIMARY PURPOSE

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

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

SECONDARY PURPOSES

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

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

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

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

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

THIRD: - The place where the principal office of the Corporation is to be established is at FiveE-com Center, Palm Coast Drive, Mall of Asia Complex, Pasay City, Metro Manila.

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

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

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

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

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

Miguel F. Trias
Cesar Miraflor

Filipino
Filipino

Manila, P. I.
Manila, P. I.

(SGD.) ILLEGIBLE
(SGD.) ILLEGIBLE

SEVENTH: - The authorized capital stock of said Corporation is **EIGHT BILLION EIGHT HUNDRED NINETY MILLION PESOS (Php8,890,000,000.00) Philippine Currency, divided into EIGHT BILLION EIGHT HUNDRED NINETY MILLION (8,890,000,000) common shares with a par value of ONE PESO (Php1.00) per share..** (As approved by the Board of Directors on 22 February 2016, 16 November 2016, 7 December 2016 and 18 May 2017 and by the Shareholders on 29 April 2016, 21 February 2017 and 27 July 2017.)

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

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

EIGHTH: - The amount of said capital stock which has been actually subscribed is ONE THOUSAND PESOS (Php1,000.00) and the following persons have subscribed for the number of shares and amount of capital stock set out after their respective names:

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

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

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

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

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

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

(SGD.) S. F. WITTOUCK

(SGD.) MARIANO CONDE

(SGD.) CESAR MIRAFLOR

(SGD.) MARIANO PALILEO

(SGD.) MIGUEL F. TRIAS

IN THE PRESENCE OF:

(SGD.) ILLEGIBLE

(SGD.) ILLEGIBLE

(SGD.) ILLEGIBLE

PHILIPPINE ISLANDS)
CITY OF MANILA) S.S.

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

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

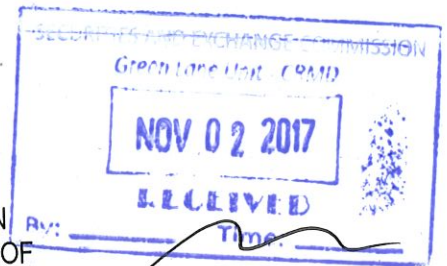
(SGD.) GIL R. CARLOS

Notary Public

My Commission expires on December 31, 1936

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

DIRECTORS' CERTIFICATE
ON THE
AMENDMENT OF THE ARTICLES OF INCORPORATION
AND INCREASE OF THE AUTHORIZED CAPITAL STOCK OF
ATLAS CONSOLIDATED MINING AND DEVELOPMENT CORPORATION



We, constituting a majority of the members of the Board of Directors, the Chairman and the Assistant Corporate Secretary of Atlas Consolidated Mining and Development Corporation (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Philippines, with principal place of business at the FiveE-com Center, Palm Coast Avenue corner Pacific Drive, Mall of Asia Complex, Pasay City (1300), Philippines, do hereby certify as follows:

1. At the meetings of the Board of Directors of the Corporation ("BOD" or the "Board") held on 22 February 2016, 16 November 2016, 7 December 2016 and 18 May 2017 at the Corporation's principal office, at which a majority of the directors was present and acting throughout, the Board unanimously approved the following resolutions to increase the Corporation's authorized capital stock by an aggregate amount of Php5,890,000,000.00 from Php3,000,000,000.00 to Php8,890,000,000.00, divided into 8,890,000,000 common shares (the "Increase") and the amendment to the Corporation's Articles of Incorporation (the "Amendment"):

"RESOLVED, That Atlas Consolidated Mining and Development Corporation (the "Corporation"), be authorized as it is hereby authorized to increase the Corporation's authorized capital stock by Five Billion Eight Hundred Ninety Million Pesos (Php5,890,000,000.00) from Three Billion Pesos (Php3,000,000,000.00) to Eight Billion Eight Hundred Ninety Million Pesos (Php8,890,000,000.00) divided into Eight Billion Eight Hundred Ninety Million (8,890,000,000) common shares;

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

SEVENTH: The authorized capital stock of the Corporation is *Eight Billion Eight Hundred Ninety Million Pesos (Php8,890,000,000.00) Philippine Currency, divided into Eight Billion Eight Hundred Ninety Million (8,890,000,000) common shares with a par value of One Peso (Php1.00) per share.*

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

2. At the Annual General Meeting ("AGM") of the Shareholders of the Corporation held on 27 July 2017 and 29 April 2016 as well as its Special Shareholders' Meeting ("SSM") on 21 February 2017 where there appeared in person or by proxy, the Shareholders representing more than 2/3 of the issued and outstanding capital stock approved the Increase and Amendment.

3. As a result of the Increase, the authorized capital stock of the Corporation shall be *Eight Billion Eight Hundred Ninety Million Pesos (Php8,890,000,000.00)* divided into *Eight Billion Eight Hundred Ninety Million (8,890,000,000)* common shares of stock with a par value of *One Peso (Php1.00)* per share.
4. Out of the Increase, 1,472,500,000 common shares have been subscribed at Php4.3842 per share (the "Subscription") and 25% of such Subscription will be remitted by the Subscribers to the Corporation upon execution of the Subscription Agreements with the balance upon call. Breakdown is as follows:

Subscriber	Number of Shares Subscribed	Par Value	Subscription Price	Paid-Up (25%)	
				Par Value	Additional Paid In Capital
SM Investments Corporation	598,049,708	Php598,049,708.00	Php2,621,969,530.00	Php149,512,427.00	Php505,979,956.00
Anglo Philippine Holdings Corporation	845,000,292	845,000,292.00	3,704,650,280.00	211,250,073.00	714,912,497.00
Alakor Corporation	29,450,000	29,450,000.00	129,114,690.00	7,362,500.00	24,916,173.00
Total	1,472,500,000	Php1,472,500,000.00	Php6,455,734,500.00	Php368,125,000.00	Php1,245,808,626.00

5. The Corporation has complied with all the requirements under Sections 16 and 38 of the Corporation Code of the Philippines with respect to the Increase.
6. The Corporation has no bonded indebtedness as of the dates of the meetings of the Board and the Corporation's Shareholders during which the Increase was approved (the "Meetings").
7. The total indebtedness of the Corporation as of 27 July 2017 amounts to approximately Php189,902,404.33.
8. Enclosed hereto as Annex "A" represents the Amended Articles of Incorporation of the Corporation.


Attested by:


MARIA ELEONOR A. SANTIAGO
Assistant Corporate Secretary
TIN 162-058-052

IN WITNESS WHEREOF, we hereby affix our signatures this 27 July 2017 in Pasay City.


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


FREDERIC C. DYBUNCIO
Director
TIN 103-191-854


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


MARTIN C. BUCKINGHAM
Director
TIN 202-479-430


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

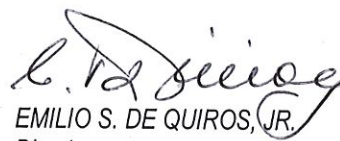
ISIDRO A. CONSUNJI
Director
TIN 100-985-420


JOSE T. SIO
Director
TIN 103-433-285


FULGENCIO S. FACTORAN, JR.
Director
TIN 118-132-939


JAY Y. YUVALLOS
Director
TIN 167-967-945


LAURITO E. SERRANO
Director
TIN 102-097-367


EMILIO S. DE QUIROS, JR.
Director
TIN 115-321-434

REPUBLIC OF THE PHILIPPINES) S.S.
PASAY CITY, A. C.)

Subscribed and sworn to before me this AUG 14, 2017 2017 in Pasay City by the following:

Name	Competent Evidence of Identity	Date and Place of Issue
Alfredo C. Ramos	Passport No. EC8370209	21 July 2016 / Manila
Adrian Paulino S. Ramos	Passport No. EC6344702	08 January 2016 / Manila
Martin C. Buckingham	Passport No. 099219951	30 December 2010 / United Kingdom of Great Britain & Northern Ireland
Gerard Anton S. Ramos	Passport No. EC1487341	27 June 2014 / Manila
Frederic C. DyBuncio	Passport No. ECO634893	22 March 2014 / Manila
Jose T. Sio	Passport No. PO932366A	17 November 2016 / Manila
Isidro A. Consunji	Passport No. EC4977907	11 August 2015 / Manila
Fulgencio S. Factoran, Jr.	Passport No. EC4081648	04 May 2015 / Manila
Jay Y. Yuvallos	Passport No. EC4573758	08 July 2015 / Manila
Emilio S. de Quiros	Passport No. EB7657529	15 March 2013 / Manila
Maria Eleonor A. Santiago	Passport No. P2397482A	21 March 2017 / Lucena City

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

Doc. No. 451;
Page No. 91;
Book No. 04;
Series of 2017.

ATTY. REINIER S. QUIAMBAO
NOTARY PUBLIC
UNTIL DECEMBER 31, 2018
PTR NO. 5912316 / 01.06.17 / MAKATI CITY
IBP NO. 1080315 / 01.06.17 / TARLAC CITY
TIN 238-251-699 ROLL NO. 62283
MCLE NO. V - 0011532 / 10.06.15