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BROCKMAN
BROCKMAN MINING LIMITED
布萊克萬礦業有限公司 *
(Incorporated in Bermuda with limited liability)
(SEHK stock code: 159)
(ASX stock code: BCK)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**SGM**”) of Brockman Mining Limited (the “**Company**”) will be held at Suite 3903B, 39th Floor, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong on Tuesday, 29 June 2021 at Hong Kong time 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions with or without amendments:

ORDINARY RESOLUTIONS

1. “**THAT**, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the shareholders of the Company (the “**Shareholders**”) approve and authorise the Company to grant 1,500,000 options under the share option schemes (the “**Share Option Schemes**”) adopted by the Company on 13 November 2012 (“**Share Options**”) (each to acquire one fully paid ordinary share in the Company (“**Share**”) to Mr. Liu Zhengui in accordance with the Share Option Schemes and otherwise on the terms and conditions set out in the Company’s circular dated 11 June 2021 (including the accompanying Explanatory Memorandum therein) (the “**Circular**”).”

Voting Exclusion Statement for Resolution 1 (pursuant to the ASX Listing Rules): In accordance with ASX Listing Rules 10.13 and 14.11, the Company will disregard any votes cast in favour of Resolution 1 by or on behalf of Mr. Liu Zhengui or an associate of Mr. Liu Zhengui (or their nominees). However, this does not apply to a vote cast in favour of Resolution 1 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the direction given to the chair to vote on the Resolution as the chair decides; or

* *for identification purpose only*

- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.
2. “**THAT**, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders approve and authorise the Company to grant 1,500,000 Share Options (each to acquire one fully paid Share) to Mr. Ross Stewart Norgard in accordance with the Share Option Schemes and otherwise on the terms and conditions set out in the Circular.”

Voting Exclusion Statement for Resolution 2 (pursuant to the ASX Listing Rules): In accordance with ASX Listing Rules 10.13 and 14.11, the Company will disregard any votes cast in favour of Resolution 2 by or on behalf of Mr. Ross Stewart Norgard or an associate of Mr. Ross Stewart Norgard (or their nominees). However, this does not apply to a vote cast in favour of Resolution 2 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the direction given to the chair to vote on the Resolution as the chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

3. “**THAT**, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders approve and authorise the Company to grant 10,000,000 Share Options (each to acquire one fully paid Share) to Mr. Chan Kam Kwan, Jason in accordance with the Share Option Schemes and otherwise on the terms and conditions set out in the Circular.”

Voting Exclusion Statement for Resolution 3 (pursuant to the ASX Listing Rules): In accordance with ASX Listing Rules 10.13 and 14.11, the Company will disregard any votes cast in favour of Resolution 3 by or on behalf of Mr. Chan Kam Kwan, Jason or an associate of Mr. Chan Kam Kwan, Jason (or their nominees). However, this does not apply to a vote cast in favour of Resolution 3 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the direction given to the chair to vote on the Resolution as the chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

4. “**THAT**, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders approve and authorise the Company to grant 15,000,000 Share Options (each to acquire one fully paid Share) to Mr. Colin Paterson in accordance with the Share Option Schemes and otherwise on the terms and conditions set out in the Circular.”

Voting Exclusion Statement for Resolution 4 (pursuant to the ASX Listing Rules): In accordance with ASX Listing Rules 10.13 and 14.11, the Company will disregard any votes cast in favour of Resolution 4 by or on behalf of Mr. Colin Paterson or an associate of Mr. Colin Paterson (or their nominees). However, this does not apply to a vote cast in favour of Resolution 4 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;

- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the direction given to the chair to vote on the Resolution as the chair decides; or
 - (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.
5. “**THAT**, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders approve and authorise the Company to grant 1,500,000 Share Options (each to acquire one fully paid Share) to Mr. Yap Fat Suan, Henry in accordance with the Share Option Schemes and otherwise on the terms and conditions set out in the Circular.”

Voting Exclusion Statement for Resolution 5 (pursuant to the ASX Listing Rules): In accordance with ASX Listing Rules 10.13 and 14.11, the Company will disregard any votes cast in favour of Resolution 5 by or on behalf of Mr. Yap Fat Suan, Henry or an associate of Mr. Yap Fat Suan, Henry (or their nominees). However, this does not apply to a vote cast in favour of Resolution 5 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the direction given to the chair to vote on the Resolution as the chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

6. “**THAT**, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders approve and authorise the Company to grant 1,500,000 Share Options (each to acquire one fully paid Share) to Mr. Choi Yue Chun, Eugene in accordance with the Share Option Schemes and otherwise on the terms and conditions set out in the Circular.”

Voting Exclusion Statement for Resolution 6 (pursuant to the ASX Listing Rules): In accordance with ASX Listing Rules 10.13 and 14.11, the Company will disregard any votes cast in favour of Resolution 6 by or on behalf of Mr. Choi Yue Chun, Eugene or an associate of Mr. Choi Yue Chun, Eugene (or their nominees). However, this does not apply to a vote cast in favour of Resolution 6 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the direction given to the chair to vote on the Resolution as the chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

7. “**THAT**, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders approve and authorise the Company to grant 1,500,000 Share Options (each to acquire one fully paid Share) to Mr. David Rolf Welch in accordance with the Share Option Schemes and otherwise on the terms and conditions set out in the Circular.”

Voting Exclusion Statement for Resolution 7 (pursuant to the ASX Listing Rules): In accordance with ASX Listing Rules 10.13 and 14.11, the Company will disregard any votes cast in favour of Resolution 7 by or on behalf of Mr. David Rolf Welch or an associate of Mr. David Rolf Welch (or their nominees). However, this does not apply to a vote cast in favour of Resolution 7 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;

- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the direction given to the chair to vote on the Resolution as the chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

By order of the Board
Brockman Mining Limited
Chan Kam Kwan, Jason
Company Secretary

Hong Kong, 11 June 2021

Registered office:
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

*Head office and principal place of
business in Hong Kong:*
Suite 3903B, 39th Floor
Far East Finance Centre
16 Harcourt Road
Admiralty
Hong Kong

Notes:

1. A member entitled to attend and vote at the SGM is entitled to appoint one or more than one proxy to attend and, subject to the provisions of the bye-laws of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the SGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. A form of proxy for use at the SGM is enclosed. Whether or not you intend to attend the SGM in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the SGM or any adjournment thereof, should he so wish.
3. **If your shares in the Company are recorded under the Company's Hong Kong share registrar or the Company's Bermuda principal share registrar, please complete the Hong Kong proxy form and return it, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, to the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong. Please read and follow the instructions, including the deadline, on the Hong Kong proxy form to lodge the form.**

If your shares in the Company are recorded under the Company's Australia share registrar, please complete the Australia proxy form and return it, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, to the Company's branch share registrar in Australia, Computershare Investor Services Pty Limited. Please read and follow the instructions, including the deadline, on the Australia proxy form to lodge the form. You can appoint up to two proxies by lodging the Australia proxy form. Should you wish to appoint more proxies, please fax your written request to the Company at +852 2528 1510.

4. As at the date hereof, the board of directors of the Company comprises Mr. Kwai Sze Hoi (Chairman), Mr. Liu Zhengui (Vice Chairman) and Mr. Ross Stewart Norgard as non-executive directors; Mr. Kwai Kwun, Lawrence, Mr. Chan Kam Kwan, Jason (Company Secretary) and Mr. Colin Paterson as executive directors; Mr. Yap Fat Suan, Henry, Mr. Choi Yue Chun, Eugene and Mr. David Rolf Welch as independent non-executive directors.
5. If tropical cyclone warning signal no. 8 or above is hoisted or "extreme conditions" caused by super typhoons or a black rainstorm warning signal is in force at 8:00 a.m. on Tuesday, 29 June 2021, the meeting will be postponed and further announcement for details of alternative meeting arrangements will be made. The meeting will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. You should make your own decision as to whether you would attend the meeting under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.