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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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Brockman Mining Limited (the “**Company**”) will be held at Unit 3903B, 39th Floor, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong on Monday, 18 December 2023 at Hong Kong time 9:15 a.m. (the “**AGM**”) for the purpose of considering and, if thought fit, passing (with or without amendments) the following ordinary resolutions:

AS ORDINARY BUSINESS

1. To receive and adopt the audited financial statements and reports of the directors (the “**Directors**”) and the independent auditor of the Company for year ended 30 June 2023.
2. (a) To re-elect Mr. Colin Paterson as a director of the Company (the “**Director**”);
(b) To re-elect Mr. Yap Fat Suan, Henry as a Director;
(c) To re-elect Mr. Choi Yue Chun, Eugene as a Director;
(d) To authorise the board of Directors to fix the Directors’ remuneration.
3. To re-appoint Ernst & Young as the independent auditor and to authorise the board of Directors to fix their remuneration.

** for identification purpose only*

AS SPECIAL BUSINESS

4. “THAT:

- (a) subject to paragraph (b) and (c) below, the exercise by the Directors during the Relevant Period of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval granted in paragraph (a), otherwise than pursuant to (i) a Rights Issue, or (ii) the share schemes of the Company as may be from time to time adopted by the Company and approved by The Stock Exchange of Hong Kong Limited or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the bye-laws of the Company (the “**Bye-laws**”), shall not exceed the aggregate of 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution, and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the Bye-laws to be held; and
- (iii) the date upon which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the Company in a general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange, in any territory outside Hong Kong).”

5. “**THAT** subject to and conditional upon The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting approval for the listing of and permission to deal in the new shares in the Company (the “**Share**”) which may be issued by the Company in respect of all options and awards to be granted under the Share Scheme (as defined in the circular of the Company dated 22 November 2023), the rules of which are contained in the document produced to the meeting and for the purposes of identification signed by the Chairman thereof, the Share Scheme be and is hereby approved and adopted, and the Directors (or any committee thereof) be and are hereby authorised to grant options and awards under the Share Scheme, to administer the Share Scheme in accordance with its terms, to allot and issue Shares underlying the options and awards, with maximum number of new Shares which may be issued upon exercise of all options and vesting of all awards under the Share Scheme or any other share schemes adopted by the Company (if any) shall not exceed the Scheme Mandate Limit (as defined in the said circular), to modify and/or amend the rules of the Share Scheme from time to time provided that such modification and/or amendment is effected in accordance with the rules of the Share Scheme relating to the modification and/or amendment and is in compliance with Chapter 17 of the Rules Governing the Listing of Securities on the Stock Exchange, and to do all such acts and to enter into all such transactions, arrangements and agreements as the Directors (or any committee thereof) may in their absolute discretion deem necessary or expedient in order to give full effect to the Share Scheme.”

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

Hong Kong, 22 November 2023

Notes:

1. A shareholder of the Company (the “**Shareholder**”) entitled to attend and vote at the AGM is entitled to appoint one or (in respect of Shareholder who is a holder of 2 or more shares) 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 Shareholder but must be present in person at the AGM to represent the Shareholder. If more than one proxy is so appointed, the appointment shall specify the number of the Shares in respect of which each such proxy is so appointed.
2. A proxy form for use at the AGM is enclosed. Whether or not you intend to attend the AGM in person, you are encouraged to complete and return the enclosed proxy form in accordance with the instructions printed thereon. Completion and return of a proxy form will not preclude a Shareholder from attending in person and voting at the AGM or any adjournment thereof, should he so wish and in such event, the proxy form shall be deemed to be revoked.
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 17/F, Far East Finance Centre, 16 Harcourt Road, 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. If tropical cyclone warning signal no. 8 or above is hoisted in Hong Kong or “extreme conditions” caused by super typhoons or a black rainstorm warning signal is in force in Hong Kong at 7:15 a.m. on Monday, 18 December 2023, the meeting will be adjourned 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 in Hong Kong, or an amber or red rainstorm warning signal is in force in Hong Kong. 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.
5. The Chinese translation of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

As at the date hereof, the board of directors of the Company comprises Mr. Kwai Sze Hoi (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.