

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Brockman Mining Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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 AND
PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES,
AND
RE-ELECTION OF DIRECTORS**

A notice of the Annual General Meeting to be held at Suites 3812–13, 38/F Two International Finance Centre, 8 Finance Street, Central, Hong Kong on Friday, 18 December 2015 at Hong Kong time 10:00 a.m. is set out on pages 9 to 11 of this circular. Whether or not you intend to attend and vote at the Annual General Meeting or any adjourned meeting in person, you are requested to complete and return the relevant enclosed form of proxy in accordance with the instructions printed thereon.

If your shares in the Company are recorded under the Company's Hong Kong branch registrar or the Company's Bermuda principal registrar, please complete the Hong Kong proxy form and return it to the branch share registrar of the Company in Hong Kong, Tricor Secretaries Limited at 22/F., Hopewell Centre, 183 Queen's Road East, Wanchai, 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 branch registrar, please complete the Australia proxy form and return it 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.

Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjourned meeting should you so wish.

* for identification purpose only

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CORPORATE DIRECTORY & RESPONSIBILITY STATEMENT

Non-Executive Directors:

Mr. Kwai Sze Hoi (*Chairman*)
Mr. Liu Zhengui (*Vice Chairman*)
Mr. Ross Stewart Norgard

Executive Directors:

Mr. Kwai Kwun, Lawrence
Mr. Chan Kam Kwan, Jason (*Company Secretary*)
Mr. Colin Paterson

Independent non-executive Directors:

Mr. Yap Fat Suan, Henry
Mr. Uwe Henke Von Parpart
Mr. Choi Yue Chun, Eugene

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place of
business in Hong Kong:*

Suites 3812–13
38/F Two International Finance Centre
8 Finance Street
Central
Hong Kong

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

DEFINITIONS

In this circular, the following expressions shall have the following meanings unless the context indicates otherwise:

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at Suites 3812–13, 38/F Two International Finance Centre, 8 Finance Street, Central, Hong Kong on Friday, 18 December 2015 at Hong Kong time 10:00 a.m., or any adjournment thereof (or as the case may be)
“ASX”	ASX Limited (trading as the Australian Securities Exchange)
“ASX Listing Rules”	the listing rules of ASX
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company
“Company”	Brockman Mining Limited, a company incorporated in Bermuda with limited liability and the Shares of which are listed on the main board of the Stock Exchange and on ASX
“Directors”	the directors of the Company
“General Mandate”	a general mandate proposed to be granted to the Directors to exercise all the powers to allot, issue and deal with new Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the ordinary resolution in relation thereof
“Group”	the Company and/or its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HK Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	6 November 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time

DEFINITIONS

“Share(s)”	the ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

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*Head office and principal place of
business in Hong Kong:*

Suites 3812–13
38/F Two International Finance Centre
8 Finance Street
Central
Hong Kong

17 November 2015

To the Shareholders

Dear Sir or Madam,

**GRANT OF GENERAL MANDATES TO ISSUE NEW SHARES
RE-ELECTION OF DIRECTORS AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding certain resolutions to be proposed at the Annual General Meeting to enable you to make decisions on whether to vote for or against those resolutions.

At the Annual General Meeting, resolutions, amongst others, will be proposed for the Shareholders to approve (i) the General Mandate; (ii) the re-election of Directors.

A notice of the Annual General Meeting to be held at Suites 3812–13, 38/F Two International Finance Centre, 8 Finance Street, Central, Hong Kong on Friday, 18 December 2015 at Hong Kong time 10:00 a.m. is set out on pages 9 to 11 of this circular. Whether or not

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LETTER FROM THE BOARD

you intend to attend and vote at the Annual General Meeting or any adjourned meeting in person, you are requested to complete and return the relevant enclosed form of proxy in accordance with the instructions printed thereon.

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Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjourned meeting should you so wish.

GENERAL MANDATE TO ISSUE NEW SHARES

At the Annual General Meeting of the Company held on 8 December 2014, ordinary resolution was passed giving general mandate to Directors to allot, issue and otherwise deal with shares not exceeding 20% of the nominal amount of the share capital of the Company. The existing general mandate will lapse at the conclusion of the forthcoming Annual General Meeting, unless renewed at that meeting.

The Directors consider that it is in the best interests of the Company and its Shareholders to grant the General Mandate to the Directors to enhance the flexibility of any possible fund raising or acquisition. As at the Latest Practicable Date, the number of Shares in issue were 8,381,982,131. Assuming no further Shares will be issued before the date of the Annual General Meeting, the Directors would be granted a General Mandate to issue up to 1,676,396,426 Shares.

The General Mandate, if granted, will continue in force until (a) the conclusion of the next annual general meeting of the Company after the Annual General Meeting; or (b) it is revoked or varied by an ordinary resolution passed in a general meeting of the Company, whichever occurs first.

RE-ELECTION OF DIRECTORS

Pursuant to Bye-laws 87 and 86(2), Messrs. Kwai Sze Hoi, Chan Kam Kwan Jason and Colin Paterson shall retire and, being eligible, have offered themselves for re-election to serve for another term of three years, at the Annual General Meeting respectively.

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Mr. Kwai Sze Hoi, aged 65. He is the Chairman of the Group effective from June 2012. Mr. Kwai graduated from Anhui University in 1975. Mr. Kwai has more than 30 years of experience in international shipping and port operation businesses, and is a successful entrepreneur. In 1990, he founded Ocean Line Holdings Ltd (“Ocean Line”). Ocean Line wholly owns, operates and manages a fleet of total deadweight tonnage of 3 million metric tonnes, with routes running worldwide. Besides, Ocean Line invests in infrastructures and operates other shipping related businesses including ports, terminals, warehouses, logistics, ship repairs and crew manning etc. The diversified business of Ocean Line puts it in a highly competitive position globally. Meanwhile, Ocean Line also invests in real estate, mining, financial services, securities, trading and hotel businesses, which makes Ocean Line a dynamic multinational conglomerate with shipping business as the strategic focus.

Mr. Kwai has more than 30 years of experience in international shipping business. With more than 20 years of entrepreneurship, outstanding international insight, managerial experience and extensive business network that he possesses, Mr. Kwai will definitely contribute to the development of the Company’s mining business, in particular the Marillana project.

Save as disclosed above, Mr. Kwai did not have any directorship in other listed public companies in the last three years.

As at the date of this circular, Mr. Kwai was interested in 1,907,680,137 share of the Company (“Shares”) within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”), representing approximately 22.76% relevant interest of the Company. Ocean Line Holdings Ltd, a company held as to 60% by Mr. Kwai and 40% by his spouse, was interested in 1,776,960,137 Shares. Mr. Kwai and Mrs. Kwai also jointly hold 60,720,000 Shares. Mr. Kwai also held 70,000,000 options of the Company.

Mr. Kwai has entered into a service contract with the Company. Mr. Kwai is appointed for a fixed term of three years and shall be subject to retirement by rotation and re-election at the Company’s annual general meetings in accordance with the Bye-laws of the Company and the HK Listing Rules. Mr. Kwai is currently entitled to a nominal annual director fee of HK\$1 as a token payment for his service as an executive director. Any discretionary bonus in the future will be determined by the remuneration committee with reference to their duties, responsibilities and contribution to the Group. Mr. Kwai is the father of Mr. Kwai Kwun Lawrence, an executive director of the Company. Save as disclosed above, Mr. Kwai does not have any relationship with any directors, senior management and controlling shareholders of the Company.

There is no information relating to Mr. Kwai that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed above, there are no other matters that need to be brought to the attention of the shareholders of the Company regarding the appointment of Mr. Kwai.

Mr. Chan Kam Kwan, Jason, aged 42, joined the Group in January 2008. He is the Company Secretary and a director of certain subsidiaries of the Company. He is also a member of the Executive Committee. Mr. Chan graduated from the University of British Columbia in

LETTER FROM THE BOARD

Canada with a Bachelor of Commerce Degree and he holds a certificate of Certified Public Accountant issued by the Washington State Board of Accountancy in the United States of America. Mr. Chan has extensive experience in corporate finance.

Mr. Chan is currently an independent non-executive director of Canvest Environmental Protection Group Company Limited (Stock Code:1381). Previously he has been an independent non-executive director of AMCO United Holding Limited until June 2015; and he has also been an executive director of Concord New Energy Group Limited from 2006 to 2014.

Save as disclosed above, Mr. Chan did not have any directorship in other listed public companies in the last three years.

Mr. Chan has entered into a service contract with the Company. Mr. Chan is not appointed for a specific term and shall be subject to retirement by rotation at the Company's annual general meetings in accordance with the bye-laws of the Company and the HK Listing Rules.

Mr. Chan is currently entitled to an annual remuneration of HK\$1,000,000, which is determined with reference to his duties, responsibilities and contribution to the Company. Such will be reviewed by the remuneration committee on a regular basis.

As at the date of this circular, Mr. Chan is interested in 12,200,000 options of the Company, representing approximately 0.15% of the issued share capital.

Save as disclosed above, Mr. Chan does not have any relationship with any directors, senior management or substantial and controlling shareholders of the Company.

There is no information relating to Mr. Chan that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders of the Company regarding the appointment of Mr. Chan.

Mr. Colin Paterson has been the chief executive officer of Brockman Mining Australia Pty Ltd prior to his appointment as an executive director in February 2015. He holds a bachelor degree in Geography from the University of Western Australia. He was one of the founding executive directors and chief executive officer of the then Brockman Resources Limited (subsequently acquired by the Company in 2012), and is an integral member of the team progressing infrastructure solutions for the iron ore project in Western Australia.

Mr. Paterson has over 30 years' experience in the resources sector covering a diverse range of geological environments throughout Australia, but principally in Pilbara iron ore as well as gold and nickel exploration in the Archaean of Western Australia. He has extensive experience in strategic business and resource development and was instrumental in establishing and developing the Group's key asset portfolio. Mr. Paterson is also as a member of the Executive Committee of the Group.

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Mr. Paterson did not have any directorship in other listed public companies in the last three years, save as for his previous directorship in the then Brockman Resources Limited (ASX: BRM), which was subsequently acquired by the Company in 2012.

As at the date of this circular, Mr. Paterson holds 35,000,000 options granted by the Company, representing approximately 0.78% of the issued share capital within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Paterson does not have any relationship with any directors, senior management or substantial and controlling shareholders of the Company.

Mr. Paterson has entered into a service contract with the Company. Mr. Paterson is not appointed for a fixed term and shall be subject to retirement by rotation and re-election at the Company's annual general meetings in accordance with the bye-laws of the Company and the HK Listing Rules. Mr. Paterson is currently entitled to an annual remuneration of approximately A\$330,000 and A\$39,228 superannuation which is determined with reference to his duties, responsibilities and contribution to the Company. Such will be reviewed by the Remuneration Committee on a regular basis.

Mr. Paterson is beneficially interested in 30,173,004 shares of the Company and his spouse is beneficially interested in 22,625,442 shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance ("SFO"). In addition, Mr. Paterson also has 35,000,000 share options of the Company.

There is no information relating to Mr. Paterson that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the HK Listing Rules. Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders of the Company regarding the appointment of Mr. Paterson.

RECOMMENDATION

Pursuant to Rule 13.39(4) the HK Listing Rules, all votes at the Annual General Meeting will be taken by poll and the Company will announce the results of the poll in the manner described under Rule 13.39(5) of the HK Listing Rules.

The Directors consider that all the proposed resolutions at the Annual General Meeting are in the best interests of the Company and the Shareholders as a whole and, accordingly, the Directors recommend all Shareholders to vote for all the resolutions, including the resolution relating (i) the General Mandate; and (ii) the re-election of the Directors at the Annual General Meeting.

None of the Shareholders has a material interest in the aforesaid proposed resolutions and therefore, no Shareholder is required to abstain from voting.

A form of proxy for use by Shareholders at the Annual General Meeting is enclosed. Whether or not you intend to attend and vote at the Annual General Meeting or any adjourned meeting in person, you are requested to complete and return the relevant enclosed form of proxy in accordance with the instructions printed thereon.

LETTER FROM THE BOARD

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Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjourned meeting should you so wish.

Yours faithfully,
For and on behalf of the Board
Kwai Sze Hoi
Chairman

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BROCKMAN MINING LIMITED

布萊克萬礦業有限公司*

(Incorporated in Bermuda with limited liability)

(SEHK Stock Code: 159)

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NOTICE IS HEREBY GIVEN that an annual general meeting of Brockman Mining Limited (the “**Company**”) will be held at Suites 3812–13, 38/F Two International Finance Centre, 8 Finance Street, Central, Hong Kong on Friday, 18 December 2015 at Hong Kong time 10:00 a.m. (the “**AGM**”) for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the audited financial statements and reports of the directors and the independent auditor of the Company for year ended 30 June 2015.
2. To re-elect the retiring directors and to authorize the board of directors of the Company to fix the directors’ remuneration.
3. To re-appoint PricewaterhouseCoopers as auditors and to authorise the board of directors of the Company to fix their remuneration.

AS SPECIAL BUSINESS

To consider and, if thought fit, pass with or without modifications, the following resolutions of the Company:

4 **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company 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 of the Company and shall authorise the directors of the Company 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 of the Company pursuant to the approval granted in paragraph

* for identification purpose only

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(a), otherwise than pursuant to (i) a Rights Issue, or (ii) the share option schemes of the Company approved by the Stock Exchange 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, 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 Company’s Bye-law 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 of the Company 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 of the Company 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).”

By order of the Board
Kwai Sze Hoi
Chairman

Hong Kong, 17 November 2015

Notes:

1. A member entitled to attend and vote at the AGM 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 AGM to represent the member. 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 form of proxy 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 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 AGM or any adjournment thereof, should he so wish.

NOTICE OF ANNUAL GENERAL MEETING

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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. Uwe Henke Von Parpart and Mr. Choi Yue Chun, Eugene as independent non-executive directors.