
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)

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

A notice of the Annual General Meeting to be held at Unit 3903B, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong on Monday, 9 December 2019 at Hong Kong time 10:00 a.m. is set out on pages 10 to 12 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 Level 54, 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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RESPONSIBILITY STATEMENT

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 Unit 3903B, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong on Monday, 9 December 2019 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 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

DEFINITIONS

“Latest Practicable Date”	22 October 2019, 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
“Share(s)”	the ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Share Option(s)”	the option(s) granted under the Share Option Scheme to subscribe for Shares in accordance with the Share Option Scheme
“Share Option Scheme”	the share option scheme adopted by the Company on 13 November 2012
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

LETTER FROM THE BOARD

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)

Non-Executive Directors:

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

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Executive Directors:

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

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

Unit 3903B
Far East Finance Centre
16 Harcourt Road
Admiralty
Hong Kong

Independent non-executive Directors:

Mr. Yap Fat Suan, Henry
Mr. David Rolf Welch
Mr. Choi Yue Chun, Eugene

30 October 2019

To the Shareholders

Dear Sir or Madam,

**GRANT OF GENERAL MANDATE 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.

* *for identification purpose only*

LETTER FROM THE BOARD

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

A notice of the Annual General Meeting to be held at Unit 3903B, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong on Monday, 9 December 2019 at Hong Kong time 10:00 a.m. is set out on pages 10 to 12 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 Level 54, 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.

GENERAL MANDATE TO ISSUE NEW SHARES

At the Annual General Meeting of the Company held on 30 November 2018, ordinary resolution was passed giving general mandate to the 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 9,221,232,131. 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 a maximum of 1,844,246,426 Shares.

LETTER FROM THE BOARD

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 Articles 86 and 87 of the Bye-laws, Messrs. Liu Zhengui, Ross Stewart Norgard, Kwai Kwun, Lawrence and David Rolf Welch, shall retire and being eligible, have offered themselves for re-election at the Annual General Meeting.

Mr. Liu Zhengui

Mr Liu Zhengui, aged 72, was appointed as a non-executive Director of the Company in April 2012 and became the Vice Chairman of the Company in June 2012. Mr. Liu has over 40 years of experience in corporate finance and capital management. He holds a bachelor degree in management engineering from HeFei University of Technology. He is currently a director of Shandong School of Economics and Social Development (山東社會經濟發展研究院) and is the chairman of Shandong Dongyin Investment Management Co., Ltd (山東東銀投資管理有限公司). He is also a financial consultant of the Shandong provincial government. During the period 2004 to 2009, Mr. Liu was the chairman of Bank of China Group Investment Limited (BOCGI). Prior to that, he served as the chief executive of Bank of China's branches in three different provinces for 16 years.

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

As at the Latest Practicable Date, Mr. Liu has 2,500,000 Share Options of the Company.

Mr. Liu has entered into a letter of appointment with the Company for a fixed term of three years and will be subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Bye-laws and the HK Listing Rules. Mr. Liu is currently entitled to an annual remuneration of HK\$240,000 which is determined by the remuneration committee with reference to his duties, responsibilities and contribution to the Company. Such will be reviewed by the remuneration committee on a regular basis.

LETTER FROM THE BOARD

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

Save as disclosed above, there is no other matter relating to the re-election of Mr. Liu that needs to be brought to the attention of the Shareholders, nor is there any other information that needs to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Ross Stewart Norgard

Mr. Ross Stewart Norgard, aged 73, was appointed as a non-executive Director of the Company in August 2012. He is a chartered accountant and former managing director of KMG Hungerfords and its successor firms in Perth, Western Australia. For the past 30 years he has worked extensively in the fields of raising venture capital and the financial reorganisation of businesses. He has held numerous positions on industry committees including past chairman of the West Australian Professional Standards Committee of the Institute of Chartered Accountants, a former member of the National Disciplinary Committee, a former member of Lionel Bowens National Corporations Law Reform Committee, a former chairman of the Duke of Edinburgh Award Scheme and a former member of the University of Western Australia's Graduate School of Management (MBA programme). Mr. Norgard is also a director of Nearmap Limited (formerly known as Ipernica Limited) (Chairman since 1987) and was a director of Ammtec Limited from 1994 to November 2010. Prior to his present appointment as non-executive Director of the Company, he was the non-executive Deputy Chairman of Brockman Resources Limited, a former ASX listed entity which is now a wholly owned subsidiary of Brockman Mining Limited.

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

As at the Latest Practicable Date, Mr. Norgard is interested in 243,054,000 Shares of the Company within the meaning of Part XV of the SFO. In addition, Mr. Norgard has 1,500,000 Share Options of the Company.

Mr. Norgard has entered into a letter of appointment with the Company for a term of three years and will be subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Bye-laws and the HK Listing Rules. Mr. Norgard is currently entitled to an annual remuneration of HK\$226,000 which is determined by the remuneration committee with reference to his duties, responsibilities and contribution to the Company. Such will be reviewed by the remuneration committee on a regular basis.

LETTER FROM THE BOARD

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

Save as disclosed above, there is no other matter relating to the re-election of Mr. Norgard that needs to be brought to the attention of the Shareholders, nor is there any other information that needs to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Kwai Kwun, Lawrence

Mr. Kwai Kwun, Lawrence, aged 38, was appointed as an executive Director of the Company in March 2014. He is a member of the Executive Committee. Mr. Kwai has extensive experience in investment in international shipping, port operations and ship building, mining and finance. Mr Kwai graduated from Harvard University in the United States with a Bachelor of Mathematics degree. Mr Kwai is the son of Mr. Kwai Sze Hoi, the Chairman of the Group.

Mr. Kwai did not have any directorship in other listed public companies in the last three years.

As at the Latest Practicable Date, Mr. Kwai is interested in 104,908,412 Shares of the Company within the meaning of Part XV of the SFO. In addition, Mr. Kwai has 17,500,000 Share Options of the Company.

Mr. Kwai has entered into a letter of appointment with the Company. Mr. Kwai is not appointed for a fixed term and will be subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Bye-laws and the HK Listing Rules. Mr. Kwai is currently entitled to an annual remuneration of HK\$1,000,000 which is determined by the remuneration committee with reference to his duties, responsibilities and contribution to the Company. Such will be reviewed by the remuneration committee on a regular basis.

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

Save as disclosed above, there is no other matter relating to the re-election of Mr. Kwai that needs to be brought to the attention of the Shareholders, nor is there any other information that needs to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

LETTER FROM THE BOARD

Mr. David Rolf Welch

Mr. David Rolf Welch, aged 53, was appointed as an independent non-executive Director of the Company in October 2019. He holds a bachelor degree in commerce from University of Western Australia. Mr. Welch has held senior executive positions within Aurizon Holdings Limited, the shares of which are listed on the Australian Securities Exchange (ASX stock symbol: AZJ), from 2007 to 2017. These positions included VP Iron Ore, VP Market Development and EVP Strategy and Business Development. He has had direct responsibility for strategy, business transformation and performance, commercial negotiations, stakeholder engagement, major projects, joint venture management, merger and acquisition and business development. Mr. Welch was previously the managing director of The Millennium Group from 1998 to 2006 and was a marketing manager of CSBP Limited (part of the Wesfarmers conglomerate) in the development of mining reagent and agriculture products from 1989 to 1994. He is an experienced and well credentialed senior executive with a successful track record in the planning, development and operation of logistics and infrastructure supply chains for commodities markets, including; coal, iron ore, grain and industrial products sectors.

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

As at the Latest Practicable Date, Mr. Welch has no interest in the Shares of the Company within the meaning of Part XV of the SFO.

Mr. Welch has entered into a letter of appointment with the Company for a term of three years and will be subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Bye-laws and the HK Listing Rules. Mr. Welch is currently entitled to an annual remuneration of approximately HK\$228,000 which is determined by the remuneration committee with reference to his duties, responsibilities and contribution to the Company. Such will be reviewed by the remuneration committee on a regular basis.

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

Save as disclosed above, there is no other matter relating to the re-election of Mr. Welch that needs to be brought to the attention of the Shareholder, nor is there any other information that needs to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

LETTER FROM THE BOARD

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 resolutions relating to (i) the General Mandate; and (ii) the re-election of the Directors, which include Messrs. Liu Zhengui, Ross Stewart Norgard, Kwai Kwun, Lawrence and David Rolf Welch.

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.

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. 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.

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

NOTICE OF ANNUAL GENERAL MEETING

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 IS HEREBY GIVEN that an annual general meeting of Brockman Mining Limited (the “Company”) will be held at Unit 3903B, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong on Monday, 9 December 2019 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 2019.
2. (a) To re-elect the retiring directors as follows:
 - (i) Mr. Liu Zhengui;
 - (ii) Mr. Ross Stewart Norgard; and
 - (iii) Mr. Kwai Kwun, Lawrence;
 - (iv) Mr. David Rolf Welch
- (b) To authorize the board of directors of the Company to fix the directors’ remuneration.
3. To re-appoint Ernst & Young 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:

* *for identification purpose only*

NOTICE OF ANNUAL GENERAL MEETING

4. “THAT:

- (a) subject to paragraph (b) and (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 (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.

NOTICE OF ANNUAL 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, 30 October 2019

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.
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, Wanchai, Hong Kong. Please read and follow the instructions, including the deadline, on the Hong Kong proxy form to lodge the form.**

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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. David Rolf Welch and Mr. Choi Yue Chun, Eugene as independent non-executive directors.
5. If tropical cyclone warning signal no. 8 or above is hoisted or a black rainstorm warning signal is in force at 8:00 a.m. on Monday, 9 December 2019, 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.