

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.

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 Suites 3812-13, 38/F Two International Finance Centre, 8 Finance Street, Central, Hong Kong on 13 February 2014 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**

- (a) the execution of the conditional shares subscription agreement dated 2 January 2014 (the “**CG Shares Subscription Agreement**”, a copy of which is marked “A” and initialled by the chairman of the SGM for identification purpose and tabled at the SGM) made between the Company (as issuer) and China Guoyin Investments (HK) Ltd (as subscriber) (“**China Guoyin**”), pursuant to which China Guoyin has agreed to subscribe for 195,000,000 shares of HK\$0.10 each in the capital of the Company (“**CG Subscription Shares**”), and all transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (b) the allotment and issue of the CG Subscription Shares to China Guoyin pursuant to the terms of the CG Shares Subscription Agreement be and are hereby approved; and
- (c) the directors of the Company (“**Directors**”) or a duly authorised committee of the board of Directors (“**Board**”) be and are hereby authorised to do all such acts and things (including, without limitation, signing, executing (under hand or under seal), perfecting and delivery of all agreements, documents and instruments) which are in their opinion, necessary, appropriate, desirable or expedient to implement or to give effect to the terms of the CG Shares Subscription Agreement and all transactions contemplated thereunder

* *For identification purpose only*

and all other matters incidental thereto or in connection therewith and to agree to and make such variation, amendment and waiver of any of the matters relating thereto or in connection therewith that are, in the opinion of the Directors, not material to the terms of the CG Shares Subscription Agreement and all transactions contemplated thereunder and are in the interests of the Company.”

2. **“THAT**

- (a) the execution of the conditional shares subscription agreement dated 2 January 2014 (the **“OL Shares Subscription Agreement”**, a copy of which is marked “B” and initialled by the chairman of the SGM for identification purpose and tabled at the SGM) made between the Company (as issuer) and Ocean Line Holdings Limited (as subscriber) (**“Ocean Line”**), pursuant to which Ocean Line has agreed to subscribe for 292,500,000 shares of HK\$0.10 each in the capital of the Company (the **“OL Subscription Shares”**) to be issued by the Company, and all transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (b) for the purposes of Rule 10.11 of the listing rules of ASX Limited (**“ASX Listing Rules”**) and for all other purposes, the issue by the Company of the OL Subscription Shares to Ocean Line pursuant to the terms and conditions of the OL Shares Subscription Agreement, as described in the letter from the Board and the explanatory memorandum set out in the Company’s circular dated 23 January 2014, be and are hereby approved;
- (c) the allotment and issue of the OL Subscription Shares to Ocean Line pursuant to the terms of the OL Shares Subscription Agreement be and are hereby approved; and
- (d) the Directors or a duly authorised committee of the Board be and are hereby authorised to do all such acts and things (including, without limitation, signing, executing (under hand or under seal), perfecting and delivery of all agreements, documents and instruments) which are in their opinion, necessary, appropriate, desirable or expedient to implement or to give effect to the terms of the OL Shares Subscription Agreement and all transactions contemplated thereunder and all other matters incidental thereto or in connection therewith and to agree to and make such variation, amendment and waiver of any of the matters relating thereto or in connection therewith that are, in the opinion of the Directors, not material to the terms of the OL Shares Subscription Agreement and all transactions contemplated thereunder and are in the interests of the Company.”

Voting Exclusion Statement for Resolution 2: In accordance with ASX Listing Rules 10.13 and 14.11, the Company will disregard any votes cast on Resolution 2 by Ocean Line and any person who may obtain a benefit, except a benefit solely in the capacity of a shareholder of the Company, if Resolution 2 is passed and their respective Associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or is cast by the person chairing the SGM as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides. Pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, Ocean Line and its associates shall abstain from voting on Resolution 2.

It is the intention of the Company to appoint a member of the Independent Board Committee (as defined in the Company's circular dated 23 January 2014) to be the Chairman of the SGM.

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

Hong Kong, 23 January 2014

Registered office:
Clarendon House
2 Church Street
Hamilton HM11
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

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. 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 3978 2800 no later than 10:00 a.m. Australian Western Standard Time on 11 February 2014.

As at the date of this notice, the Board comprises Mr Kwai Sze Hoi (Chairman), Mr Liu Zhengui (Vice Chairman) and Mr Ross Stewart Norgard as non-executive directors; Mr Luk Kin Peter Joseph (Chief Executive Officer), Mr Chan Kam Kwan, Jason (Company Secretary) and Mr Warren Talbot Beckwith as executive directors; and Mr Yap Fat Suan, Henry, Mr Uwe Henke Von Parpart and Mr Yip Kwok Cheung, Danny as independent non-executive directors.