

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,
AMENDMENT TO THE SHARE OPTIONS SCHEME,
REFRESHMENT OF THE 10% SHARE OPTION SCHEME MANDATE LIMIT,
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 Thursday, 28 November 2013 at Hong Kong time 10:00 a.m. is set out on pages 15 to 18 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 26/F., Tesbury Centre, 28 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.

CONTENTS

	<i>Page</i>
Corporate Directory and Responsibility Statement	ii
Definitions	1
Letter from the Board	4
Notice of Annual General Meeting	15

CORPORATE DIRECTORY & RESPONSIBILITY STATEMENT

Non-Executive Directors:

Mr. Kwai Sze Hoi (*Chairman*)

Mr. Liu Zhengui (*Vice Chairman*)

Mr. Warren Talbot Beckwith

Mr. Ross Stewart Norgard

Registered office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Executive Directors:

Mr. Luk Kin Peter Joseph (*Chief Executive Officer*)

Mr. Chan Kam Kwan, Jason (*Company Secretary*)

*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

Independent non-executive Directors:

Mr. Lau Kwok Kuen, Eddie

Mr. Uwe Henke Von Parpart

Mr. Yip Kwok Cheung, Danny

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 Thursday, 28 November 2013 at Hong Kong time 10:00 a.m., or any adjournment thereof (or as the case may be)
“associate(s)”	has the same meaning ascribed to it under the Listing Rules
“ASX”	ASX Limited (trading as the Australian Securities Exchange)
“ASX Listing Rules”	the listing rules of ASX
“Australian Scheme”	the share option scheme complying with the relevant rules and regulations in Australia for granting options to Eligible Participants
“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
“connected person(s)”	has the same meaning ascribed to it under the Listing Rules
“Control”	has the same meaning as defined in the Takeovers Code from time to time
“Directors”	the directors of the Company
“Eligible Participants”	full time or part time employees and directors (excluding non-executive directors in the case of Australian Scheme) of the Group or any person who, in the sole discretion of the Board, has contributed or may contribute to the Group eligible for Options under the New Share Option Schemes (in the case of Australian Scheme, all Eligible Participants are intended to be executive directors or employees who are also Australian residents)

DEFINITIONS

“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 Scheme”	The share option scheme complying with the relevant rules and regulations in Hong Kong for granting options to Eligible Participants
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HK Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Latest Practicable Date”	23 October 2013, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Option(s)”	in relation to the Share Option Schemes, a right granted under the Share Option Schemes to subscribe for Shares in accordance with the Share Option Schemes
“Refreshment”	the proposed refreshment of the 10% general limit on grant of options under the Share Option Schemes
“Scheme Mandate Limit”	the maximum number of Shares which may be issued upon the exercise of all the share options to be granted under the Share Option Scheme and such other schemes of the Company which initially shall not in aggregate exceed 10% of the Shares in issue as at the date of the approval of the Share Option Scheme by the Shareholders and thereafter, if refreshed, shall not exceed 10% of the Shares in issue as at the date of approval of the refreshed limit by the Shareholders

DEFINITIONS

“SFC”	the Securities and Futures Commission
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time
“Share Option Schemes”	the HK Scheme and the Australian Scheme approved by the Shareholders on 13 November 2012 and adopted by the Company on the same date
“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
“Takeovers Code”	The Code on Takeovers and Mergers issued by the SFC
“%”	per cent.

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Mr. Liu Zhengui (*Vice Chairman*)

Mr. Warren Talbot Beckwith

Mr. Ross Stewart Norgard

Registered office:

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2 Church Street

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Executive Directors:

Mr. Luk Kin Peter Joseph (*Chief Executive Officer*)

Mr. Chan Kam Kwan, Jason (*Company Secretary*)

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

Independent non-executive Directors:

Mr. Lau Kwok Kuen, Eddie

Mr. Uwe Henke Von Parpart

Mr. Yip Kwok Cheung, Danny

30 October 2013

To the Shareholders

Dear Sir or Madam,

**NOTICE OF ANNUAL GENERAL MEETING
AND
PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES,
AMENDMENT TO THE SHARE OPTIONS SCHEME,
REFRESHMENT OF SHARE OPTION SCHEME MANDATE LIMIT,
AND
RE-ELECTION OF DIRECTORS**

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; (ii) the amendment of the Share Options Scheme; (iii) the Refreshment of the Share Option Scheme Mandate Limit; and (iv) the re-election of the Directors.

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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.

PROPOSED GENERAL MANDATE TO ISSUE NEW SHARES

At the AGM of the Company held on 13 November 2012, ordinary resolution was passed giving general mandate to Directors to allot, issue and otherwise deal with shares equal to 20% of the shares of the Company in issue at 13 November 2012.

Under the Companies Ordinance and the HK Listing Rules, the general mandate lapse at the conclusion of the forthcoming AGM, unless renewed at that meeting. Resolutions (Resolutions 5 and 6) will be proposed to renew the mandate for issue of additional shares and the issue of options. If granted, the general mandate 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.

LETTER FROM THE BOARD

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. At the Annual General Meeting, an ordinary resolution will be proposed to approve the General Mandate for the Directors to allot, issue and otherwise deal with new Shares not exceeding in aggregate 20% of the nominal amount of the share capital of the Company in issue at the date of passing such resolution. As at the Latest Practicable Date, the number of shares in issue were 7,894,482,131. 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 1,578,896,426 Shares.

PROPOSED AMENDMENT OF SHARE OPTION SCHEMES

Background

Reference is made to the circular dated 10 October 2012. The Share Option Schemes were adopted by the Company pursuant to a resolution passed by the Shareholders on 13 November 2012 and became effective on the same date.

It was the intention of the Company to allow the participants in the share option schemes to exercise the share options when there is a change of Control, no matter that a take-over offer as a result of such change of Control is made to the Shareholders or such take-over offer is waived by the SFC under the Takeovers Code. The proposed amendments to the Share Option Schemes are intended to address the situation when a take-over offer is waived so as to allow the participants to exercise their options as if any take-over offer is made to all Shareholders. The Company therefore proposes the following amendments to clause 6.3(c) of both the Australian Scheme and the HK Scheme:

The original clause 6.3(c) of both the Australian Scheme and the HK Scheme

“6.3 (c)

if a general or partial offer, whether by way of take-over offer, share re-purchase offer, or scheme of arrangement or otherwise in like manner is made to all the Shareholders, or all such holders other than the offeror and/or any person controlled by the offeror and/or any person acting in concert (as defined in the Takeovers Code) with the offeror, the Company shall use reasonable endeavours to procure that such offer is extended to all the Grantees on the comparable terms, mutatis mutandis, and assuming that they will become, by the exercise in full of the Options granted to them, the Shareholders. If such offer becomes or is declared unconditional or such scheme of arrangement is formally proposed to the Shareholders, the Grantee shall, notwithstanding any other terms on which his Options were granted, be entitled to exercise the vested portion of the Options

LETTER FROM THE BOARD

up to its full extent and to the extent not already exercised, and be entitled to exercise the unvested portion of the Options if the then market price of the Share on the date such offer becomes or is declared unconditional or such scheme of arrangement is formally proposed to the Shareholders exceeds the Subscription Price of such Options, at any time thereafter and up to the close of such offer (or any revised offer) or the record date for entitlements under scheme of arrangement, as the case may be;”

The proposed amendment to replace to the entirety of the clause is as follows:

“6.3(c)

if a general or partial offer, whether by way of take-over offer, share re-purchase offer, or scheme of arrangement or otherwise in like manner is made to all the Shareholders, or all such holders other than the offeror and/or any person controlled by the offeror and/or any person acting in concert (as defined in the Takeovers Code) with the offeror, the Company shall use reasonable endeavours to procure that such take-over offer is extended to all the Grantees on comparable terms, mutatis mutandis, and assuming that they will become Shareholders by the exercise in full of the Options granted to them (unless in the case of a mandatory general offer triggered under the Takeovers Code (“MGO”) but such MGO is waived by the SFC). If such take-over offer becomes or is declared unconditional or such scheme of arrangement is formally proposed to the Shareholders or in the case of an MGO, the MGO is waived by the SFC, notwithstanding the terms on which his Options were granted, the Grantee shall be entitled to exercise (1) the vested portion of the Options up to its full extent and to the extent not already exercised, and (2) the unvested portion of the Options, provided that the then closing price of the Share on the last trading day prior to the date such take-over offer becomes or is declared unconditional, or the scheme of arrangement is formally proposed to the Shareholders, or in the case of an MGO waived by the SFC, the related transaction leading to the MGO is completed, is higher than the Subscription Price.”

The amendment addresses the intention of the Company to allow the participants of the share option schemes to exercise the share options when there is a change in Control.

In the case of there is a change in Control, regardless of whether it is taken in the form of a take-offer or a scheme of arrangement, or offer becomes or declared unconditional, or in the case of an MGO being waived by the SFC, Grantees shall be entitled to exercise their share options, subject to the conditions in the share options scheme.

LETTER FROM THE BOARD

Pursuant to note (2) to Rule 17.03 (18) of the Listing Rules, any alterations to the terms and conditions of the share option scheme which are of material nature or any change to the terms of options granted must be approved by the Shareholders, unless where the alterations take effect automatically under the existing terms of the scheme. As the proposed amendment will not take effect automatically under the existing terms of the Share Options Schemes, and it is considered to be material in nature, the proposed amendment to the terms of the Share Option Schemes will be subject to approval by the Shareholders at the general meeting and shall become effective on the date upon the Shareholders passing the resolution.

REFRESHMENT OF THE 10% GENERAL LIMIT ON GRANT OF OPTIONS UNDER THE SHARE OPTION SCHEMES

At the AGM of the Company held on 13 November 2012, ordinary resolutions were passed to (i) adopt the Share Option Schemes in compliance with the HK Listing Rules and the ASX Listing Rules in respect of the share option schemes of a listed company; and (ii) to grant Options under the Share Option Schemes for the subscription of not more than 10% (in aggregate and subject to respective limitation in each Scheme) of the entire issued capital of the Company, which allowed the Company to grant 722,409,432 Options.

On 13 November 2012, the Company adopted the Share Option Schemes in compliance with the HK Listing Rules and the ASX Listing Rules in respect of the share option schemes of a listed company.

Pursuant to the approval of the Share Option Schemes and the initial Scheme Mandate Limit by the Shareholders being sought on 13 November 2012, the Board is allowed to grant Options under the Share Option Schemes for the subscription of not more than 10% (in aggregate and subject to respective limitation in each Scheme) of the entire issued capital of the Company, which allowed the Company to grant 722,409,432 Options.

As at the Latest Practicable Date, the Company has an aggregate amount of 493,800,000 Options in issue pursuant to the Share Option Schemes, which represented 6.26% of the total issued share capital of the Company. Among which, 338,400,000 Options were granted after the adoption of the existing Share Option Schemes dated 13 November 2012.

From 13 November 2012 to the Latest Practicable Date, the Company has granted 338,400,000 Options of which none has been exercised or cancelled, which represented 4.29% of the total issued share capital of the Company. Among these options, 1,500,000 Options were lapsed following the resignation of Optionholders.

LETTER FROM THE BOARD

The issued share capital of the Company has been increased since 13 November 2012 as a result of subscription of shares and conversion of convertible bonds, in which reference can be made to the announcement and circular dated 2 November 2012 and 3 December 2012 respectively. The Refreshment will enable the Company to grant further options to Eligible Participants.

Pursuant to the HK Listing Rules, the total number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Schemes and any other share option schemes of the Company at any time will not exceed 30% (subject to respective limitation in each Scheme) of the Shares in issue from time to time. No options shall be granted under any scheme(s) of the Company or any of its subsidiaries if this will result in the 30% limit being exceeded.

As at the Latest Practicable Date, there were 7,894,482,131 Shares in issue. Assuming that no further Shares will be issued prior to the date of approving the refreshed general limit by the Shareholders, the maximum number of options that can be granted by the Company under the refreshed limit would be 789,448,213.

The Refreshment is conditional upon:

- (a) the Shareholders passing an ordinary resolution to approve the refreshment of the 10% general limit on grant of options under the Share Option Scheme; and
- (b) the Stock Exchange granting the approval of the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of any options granted under the refreshed general limit of the Share Option Scheme.

As announced to the ASX on 24 November 2011, the ASX has granted to the Company a continuing, conditional waiver from ASX Listing Rule 7.1. As the Company continues to comply with the conditions of the waiver, approval pursuant to ASX Listing Rule 7.1 is not required for the purpose of this Refreshment. There are no contradictions to any ASX Rules nor there are any prior approvals required to be sought for the purpose of the Refreshment.

Application for Listing

Application will be made to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Shares which may fall to be issued upon the exercise of any options that may be granted under the Refreshment.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

Pursuant to Bye-Laws 86(2) and 87, Messrs. Lau Kwok Kuen Eddie, Yip Kwok Cheung Danny, Uwe Henke Von Parpart and Ross Stewart Norgard 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.

Mr. Lau Kwok Kuen, Eddie, aged 57, joined the Group in December 2007 as an independent non-executive director. He graduated from the Hong Kong Polytechnic (now known as The Hong Kong Polytechnic University) and is a fellow member of The Hong Kong Institute of Certified Public Accountants and a fellow member of The Association of Chartered Certified Accountant of the United Kingdom. He has been practicing as a Certified Public Accountant in Hong Kong since 1982.

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

As at the date of this circular, Mr. Lau holds 3,500,000 options granted by the Company within the meaning of Part XV of the SFO, representing approximately 0.04% of the issued share capital.

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

Mr. Lau has entered into a service contract with the Company. Mr. Lau is appointed for a term of 3 years 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. Lau is currently entitled to an annual remuneration of HK\$228,000, which is determined with reference to his duties, responsibilities and contribution in the Company. Such will be reviewed by the Remuneration Committee on a regular basis.

There is no information relating to Mr. Lau 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. Lau.

LETTER FROM THE BOARD

Mr. Yip Kwok Cheung, Danny, aged 49, joined the Group in August 2009 as an independent non-executive director. He is an Australian citizen and graduated from the Australian National University majoring in Economic and Accountancy. Mr. Yip has extensive experience as the internet strategist, entrepreneur and specialist in international trade. He was also the founder of several service-oriented business in Hong Kong and Australia, including Tradeeasy Holdings Limited (now known as Merdeka Resources Holdings Limited, a company listed on the growth enterprise market of The Stock Exchange of Hong Kong Limited (“Merdeka”)) in 1996. He had been the executive director and chief executive officer of Merdeka until June 2007.

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

As at the date of this circular, Mr. Yip holds 3,500,000 options granted by the Company within the meaning of Part XV of the SFO, representing approximately 0.04% of the issued share capital.

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

Mr. Yip has entered into a service contract with the Company. Mr. Yip is appointed for a term of 3 years 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. Yip is currently entitled to an annual remuneration of HK\$228,000, which is determined with reference to his duties, responsibilities and contribution in the Company. Such will be reviewed by the Remuneration Committee on a regular basis.

There is no information relating to Mr. Yip 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. Yip.

Mr. Uwe Henke Von Parpart, aged 72, joined the Group in January 2008. He received a Fulbright scholarship and did his graduate work in mathematics and philosophy (Ph.D.) at Princeton University and the University of Pennsylvania. Mr. Parpart is the managing director and the chief strategist in Reorient Financial Markets Limited (“Reorient”). Prior to his position in Reorient, he was the chief economist and strategist for Asia at Cantor Fitzgerald (“Cantor”) in Hong Kong. In this capacity, he was responsible for macro-economic, fixed-income and equity-markets research and strategy in Asia. He joined Cantor in August, 2006. His analysis were published on a weekly and daily basis and frequently

LETTER FROM THE BOARD

featured on CNBC Asia and Bloomberg TV. Prior to joining Cantor, Mr. Parpart worked for four years as a senior currency strategist at Bank of America, Hong Kong, covering both currencies and bonds. Mr. Parpart has also contributed to numerous magazines and newspapers and until recently was a columnist for Forbes Global and Shinchosha Foresight Magazine (Tokyo).

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

As at the date of this circular, Mr. Parpart holds 3,500,000 options granted by the Company within the meaning of Part XV of the SFO, representing approximately 0.04% of the issued share capital.

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

Mr. Parpart has entered into a service contract with the Company. Mr. Parpart is appointed for a term of 3 years 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. Parpart is currently entitled to an annual remuneration of HK\$228,000, which is determined with reference to his duties, responsibilities and contribution in the Company. Such will be reviewed by the Remuneration Committee on a regular basis.

There is no information relating to Mr. Parpart 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. Parpart.

Mr. Ross Stewart Norgard, aged 67. Mr. Norgard joined the Company as non-executive director in August 2012 and is a non-executive director of certain subsidiaries of the Group. 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 Western Australian Professional Standards Committee of the Institute of Chartered Accountants, a current member of the National Disciplinary Committee, a former member of Lionel Bowens National Corporations Law Reform Committee, Chairman of the Duke of Edinburghs Awards 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)

LETTER FROM THE BOARD

and was a director of Ammtec Ltd 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 now being the Company's wholly owned subsidiary.

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

As at the date of this circular, Mr. Norgard is interested in 243,054,000 Shares of the Company and 1,500,000 Options within the meaning of Part XV of the Securities and Futures Ordinance ("SFO"), representing a relevant interest of approximately 3.10% of the Company.

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

Mr. Norgard has entered into a service contract with the Company. Mr. Norgard is appointed for a term of 3 years and shall be subject to retirement by rotation and re-election at the Company's annual general meetings in accordance with the by-laws of the Company and the HK Listing Rules. Mr. Norgard is currently entitled to an annual remuneration of HK\$600,000 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.

There is no information relating to Mr. Norgard 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. Norgard.

RECOMMENDATION

Under the HK Listing Rules, all resolutions at the Annual General Meeting are required to be voted by poll. Accordingly, the Chairman of the Annual General Meeting will demand a poll vote for all the resolutions set out in the Notice of Annual General Meeting.

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 grant of the General Mandate; (ii) the amendment of the Share Option Scheme; (iii) the Refreshment; and (iv) the re-election of the Directors at the Annual General Meeting.

LETTER FROM THE BOARD

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.

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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
Chan Kam Kwan Jason
Company Secretary

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 Suites 3812-13, 38/F Two International Finance Centre, 8 Finance Street, Central, Hong Kong on Thursday, 28 November 2013 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 2013.
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. To adopt and approve the amendment of the Share Option Schemes which was previously adopted by the Company on 13 November 2012 and replace to the entirety clause 6.3(c) of both the Australian Scheme and the HK Scheme as follows, and that any one director of the Company be authorized to do all acts and things necessary to carry such amendment and modification into effect:

“6.3(c)

if a general or partial offer, whether by way of take-over offer, share re-purchase offer, or scheme of arrangement or otherwise in like manner is made to all the Shareholders, or all such holders other than the offeror and/or any person controlled

NOTICE OF ANNUAL GENERAL MEETING

by the offeror and/or any person acting in concert (as defined in the Takeovers Code) with the offeror, the Company shall use reasonable endeavours to procure that such take-over offer is extended to all the Grantees on comparable terms, mutatis mutandis, and assuming that they will become Shareholders by the exercise in full of the Options granted to them (unless in the case of a mandatory general offer triggered under the Takeovers Code (“MGO”) but such MGO is waived by the SFC). If such take-over offer becomes or is declared unconditional or such scheme of arrangement is formally proposed to the Shareholders or in the case of an MGO, the MGO is waived by the SFC, notwithstanding the terms on which his Options were granted, the Grantee shall be entitled to exercise (1) the vested portion of the Options up to its full extent and to the extent not already exercised, and (2) the unvested portion of the Options, provided that the then closing price of the Share on the last trading day prior to the date such take-over offer becomes or is declared unconditional, or the scheme of arrangement is formally proposed to the Shareholders, or in the case of an MGO waived by the SFC, the related transaction leading to the MGO is completed, is higher than the Subscription Price.”

5. **“THAT:**

Conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting listing of, and permission to deal in, the shares of HK\$0.10 each in the share capital of the Company (“Shares”) to be issued pursuant to the exercise of options which may be granted under the New Scheme Limit (as defined below), the Refreshment of the scheme limit of the Company’s Share Option Schemes adopted on 13 November 2012 and all other share option scheme(s) of the Company, up to 10% of the number of Shares in issue as at the date of passing this resolution (the “New Scheme Limit”) be and is hereby approved and any director of the Company be and is hereby authorized to do such act and execute such document to effect the New Scheme Limit.”

6. **“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;

NOTICE OF ANNUAL GENERAL MEETING

- (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 scheme 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
Chan Kam Kwan, Jason
Company Secretary

Hong Kong, 30 October 2013

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 26/F., Tesbury Centre, 28 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 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 2818 no later than 10:00 a.m. (Australian Western Standard Time) on 26 November 2013.

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