

Brockman Mining Limited

(the "Company")

BOARD CHARTER

1. Introduction

The Board has adopted this Board Charter to set out its functions and responsibilities and those matters which are delegated to management.

2. Role of the Board

The Board's key objectives are to:

- (a) increase shareholder value within an appropriate framework which safeguards the rights and interests of the Company's shareholders; and
- (b) ensure the Company is properly managed.

In performing its responsibilities, the Board will act:

- (a) in the best interests of the Company;
- (b) honestly, fairly and diligently;
- (c) in accordance with the Code of Conduct and Ethics and other corporate governance policies; and
- (d) in accordance with the duties and obligations imposed upon it by the Company's Bye-laws, the Companies Act 1981 of Bermuda ("Companies Act"), the ASX Listing Rules and the HKEx Listing Rules.

3. Membership

The Board determines its size within the limits provided in the Company's Bye-laws.

The Board consists of Directors who have a proper understanding of the Company's business and who can add value in the context of that business. The Board should include an appropriate number of Directors who satisfy the criteria for independence.

4. Meetings

Board meetings are conducted in accordance with the Company's Bye-laws and are to be held at least 4 times each year.

Wherever practical, Board and Board Committee reports are provided to Directors at least 4 days before the relevant meeting except where a meeting is called urgently. Board and Board Committee reports must contain sufficient information to enable Directors to be properly informed on the matters to be considered at the forthcoming Board and Board Committee meetings.

A formal agenda for each meeting is distributed prior to the meeting by the Company Secretary and enables confirmation of minutes and satisfactory resolution of any matters arising from the previous meetings.

The Board considers issues relating to continuous disclosure, risk oversight and risk management at every meeting.

As set out in the Company's Bye-laws, the quorum for Board meetings is 2 Directors.

The minutes of Board meetings are generally confirmed at the next meeting and signed by the Chairman.

The non-executive Directors may meet from time to time to privately discuss management issues. These meetings are not required to be formal or minuted.

5. Powers and responsibilities

5.1 Powers and responsibilities reserved to the Board

As well as matters expressly required by law to be approved by the Board, the Board is responsible for:

- (a) approving the remuneration and conditions of service including financial incentives for the direct reports to the Chief Executive Officer, as recommended by the Remuneration and Performance Committee;
- (b) within the constraints of the Companies Act, the ASX Listing Rules and the HKEx Listing Rules, approving the issue of any shares, options, equity instruments or other securities in the Company;
- (c) establishing any incentive plan for Company officers and employees;
- (d) approving the budget, the business plan and compliance policies;
- (e) approving any matters in excess of the discretion that it delegates to the Chief Executive Officer and senior management in relation to business transactions, credit transactions, risk limits and expenditure;
- (f) encouraging a culture that promotes ethical and responsible decision-making, in compliance with legal responsibilities and transparency through effective and timely reporting;
- (g) monitoring strategic and financial objectives;
- (h) monitoring and assessing management's performance in achieving any strategies and budgets approved by the Board;
- (i) appointing and removing the Chief Executive Officer and Company Secretary and determining his or her terms and conditions of service, including approving any financial incentives;
- (j) evaluating the performance of the Chief Executive Officer;
- (k) delegating an appropriate level of authority to management, in particular to the Chief Executive Officer;

- (l) appointing the members of the Board Committees;
- (m) convening general meetings of the Company's shareholders;
- (n) satisfying itself that processes and plans are in place to maintain an orderly succession of appointments of non-executive Directors to the Board and an appropriate balance of skills within the Board;
- (o) monitoring compliance with regulatory requirements and ethical standards;
- (p) recommending the appointment and removal, and reviewing the performance, of Directors and senior management;
- (q) contributing to management's development of corporate strategy and performance objectives;
- (r) reviewing and ratifying the risk management strategies;
- (s) overseeing effective internal control systems;
- (t) considering nominations of proposed new members of the Board;
- (u) approving annual accounts, reports and other public documents;
- (v) considering and reviewing the Company's corporate governance policies;
- (w) approving and monitoring the progress of major capital expenditure, capital management and acquisitions and divestitures;
- (x) ensuring appropriate resources are available to senior management; and
- (y) review and monitor the training and continuous professional development of directors and senior management

5.2 Delegation

Except as reserved by section 5.1 of this Charter, the Board has delegated responsibility for the management of the Company's business and affairs to the Chief Executive Officer.

The Board may delegate responsibility for the discharge of its responsibilities to committees of the Board, in accordance section 7 of this Charter.

6. Materiality threshold

In addition to applying the standards prescribed by applicable securities law, the Board has agreed on the following guidelines for assessing materiality of matters:

6.1 Materiality – quantitative

An item or transaction is likely to be considered material from a quantitative viewpoint if the financial effect of the item or transaction represents a potential variance of more than 10% against any line item within the budgeted Consolidated Income Statement or Consolidated Balance Sheet for the Brockman group of companies.

6.2 Materiality – qualitative

Items are also material if:

- (a) they could adversely affect the reputation of the Company (e.g. retail marketing campaigns);
- (b) they involve a breach of legislation which carries a substantial monetary penalty or imprisonment;
- (c) they relate to the Company's involvement in a new and potentially important market;
- (d) they involve new developments which may have a material impact on the Company's business in the future;
- (e) they are outside the ordinary course of business;
- (f) if accumulated, they would trigger the quantitative test;
- (g) they involve a contingent liability that would have a probable effect of 10% or more on balance sheet or profit and loss items; or
- (h) they would have an effect on operations which is likely to result in an increase or decrease in net income or dividend distribution of more than 10%.

6.3 Material contracts

Contracts are considered material if:

- (a) they are outside the ordinary course of business;
- (b) they cannot be terminated without penalty on less than 12 months' notice;
- (c) they contain exceptionally onerous provisions in the opinion of the Board;
- (d) they are between, or for the benefit of, related parties;
- (e) there is a likelihood that either party will default and the default may trigger the quantitative test;
- (f) they are essential to the activities of the Company and cannot be replaced or cannot be replaced without an increase that may trigger the quantitative test; or
- (g) they otherwise satisfy the quantitative test.

7. Board Committees

The Board may establish Board Committees to assist it in carrying out its responsibilities. Where appropriate, the Board adopts charters setting out the composition, responsibilities and administration of the Board Committees, and other matters that the Board may consider appropriate to that Board Committee.

The Board has established the following Board Committees:

- (a) Audit Committee;
- (b) Executive Committee;
- (c) Remuneration and Performance Committee;
- (d) Risk Management Committee;
- (e) Nomination Committee; and
- (f) Health, Safety, Environment and Sustainability Committee.

The Board has adopted charters setting out matters relevant to the composition, responsibilities and administration of each of these Board Committees.

To ensure that the financial implications of all matters put before the Board Committees are properly assessed, the Audit Committee is provided with copies of all papers and minutes of meetings of all Board Committees.

8. Professional development

The Board provides induction materials for new Directors and opportunities for ongoing professional development for Directors.

9. Board and Board Committee performance

The Board will at least annually review its performance, taking into account:

- (a) the performance of the Board against the requirements of this Charter;
- (b) the performance of the Board Committees against the requirements of their respective policies and charters; and
- (c) the individual performances of the Chairman, the Chief Executive Officer and each Director.

Each Director must complete a Board and Committee Evaluation Questionnaire and an individual Director Evaluation Questionnaire. The Remuneration and Performance Committee will assist the Board in the performance of this review.

10. Professional advice

10.1 Right to independent professional advice

The Directors have the right, in connection with their duties and responsibilities, to obtain independent professional advice at the Company's expense.

If appropriate, any advice so received will be made available to all Directors.

10.2 Prior written approval of Chairman

Prior written approval of the Chairman is required, but will not be withheld unreasonably.

10.3 Expenses

Expenses will be submitted to the Chairman (or, in his/her absence, the Company Secretary) for approval.

11. No rights created

12. This Charter is a statement of broad policies and is intended as a component of the flexible governance framework within which the committees of the Board assist the Board in directing the affairs of the Company. While it should be interpreted in the context of all applicable laws, regulations, the ASX Listing Rules and the HKEx Listing Rules, as well as in the context of the Company's Bye-laws, it is not intended to establish any legally binding obligations.

This Charter and the Board Committee policies and charters will be reviewed regularly and updated as required.