

Brockman Mining Limited
(formerly Wah Nam International Holdings Limited)

(the "Company")

HEALTH, SAFETY, ENVIRONMENT AND SUSTAINABILITY COMMITTEE
TERMS OF REFERENCE

1. Introduction

The Health, Safety, Environment and Sustainability Committee ("Committee") of the Board shall oversee the sustainability, environmental, safety and health policies and activities of the Company.

This Terms of Reference is made in compliance with the HKEx Listing Rules and the Australian Corporate Governance Principles and Recommendations as established by the ASX Corporate Governance Council.

2. Composition

The Committee shall be appointed by the Board from amongst the non-executive Directors of the Company and shall consist of not less than 3 members, a majority of whom should be Independent Non-Executive Directors ("INEDs").

The chairman of the Committee shall be appointed by the Board from amongst the INEDs.

Each member of the Committee shall serve at the pleasure of the Board until the member resigns, is removed or ceases to be a member of the Board. The Board may, by resolution, at any time, remove any member of the Committee, with or without cause, add to or otherwise change the membership of the Committee.

3. Meetings

The Committee meets at least twice a year. Additional meetings may occur as the Committee or its chairman determines.

A quorum shall consist of a majority of the Committee members.

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

The Company Secretary keeps minutes of all of its proceedings and reports its actions to the next meeting of the Board.

The chairman or members of the Audit Committee and Risk Management Committee may attend meetings of the Committee with the prior approval or upon the request of the chairman of the Committee.

4. Duties and responsibilities

The Committee shall have all the powers and duties conferred on it by the laws governing the Company and such other powers and duties as may be conferred on it from time to time by resolution of the Board. In addition to the foregoing powers and duties, the Committee shall have the following duties and responsibilities:

- (a) reviewing and monitoring the sustainability, environmental, safety and health policies and activities of the Company on behalf of the Board to ensure the Company is in compliance with appropriate laws and legislation;
- (b) reviewing monthly sustainability, environmental, health and safety reports;
- (c) reviewing annual reports by management on sustainable development, environmental, safety and health issues;
- (d) encouraging, assisting, supporting and counselling management in developing short and long term policies and standards to ensure that the principles set out in the sustainability, environmental, health and safety policies are being adhered to and achieved;
- (e) regularly reviewing community, environmental, health and safety response compliance issues and incidents to determine, on behalf of the Board, whether the Company is taking all necessary action in respect of those matters and that the Company has been duly diligent in carrying out its responsibilities and activities in that regard;
- (f) ensuring that principal areas of community, environmental, health and safety risk and impacts are identified and that sufficient resources are allocated to address these;
- (g) ensuring that the Company monitors trends and reviews current and emerging issues in the field of sustainability, environment, health and safety, and evaluates their impact on the Company;
- (h) ensuring that the Directors are kept advised of their duties and responsibilities related to the scope of this Committee;
- (i) making periodic visits, as individual members or as the Committee as a whole to corporate locations in order to become familiar with the nature of the operations, and to review relevant objectives, procedures and performance with respect to sustainability, environment, health and safety;
- (j) investigating, or causing to be investigated, any extraordinary negative sustainability, environment, health and safety performance where appropriate;
- (k) reviewing and making recommendations to the Board with respect to environmental aspects of expansions, acquisitions and dispositions with material environmental implications; and
- (l) exercising such other powers and performing such other duties and responsibilities as are incidental to the purposes, duties and responsibilities specified in this Terms of Reference and as may from time to time be delegated to the Committee by the Board.

5. Reports to the Board

The Committee shall report to the Board as follows:

- (a) the chairman of the Committee must report the findings and recommendations of the Committee at the next Board meeting following each meeting of the Committee.
- (b) the chairman of the Committee must submit an annual report to the Board summarising the Committee's activities during the year and the related significant results and findings.
- (c) the Committee must approve the details to be published in the Company's Annual Report, management information circular to shareholders, or any other statutory report or document with respect to the activities and responsibilities of the Committee.

The Committee may call a meeting of the Board to consider any matter of concern to the Committee.

6. Access to information

In the performance of its duties and responsibilities, the Committee will have access to all information and records held by the Company.

7. Right to independent professional advice

The Committee may obtain independent professional advice at the Company's expense in connection with its duties and responsibilities.

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

8. Prior written approval of chairman

Prior written approval of the Chairman of the Board is required before obtaining professional advice, but will not be withheld unreasonably.

9. Expenses

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

10. No rights created

This Terms of Reference 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.

11. Review

The Board annually reviews the membership and Terms of Reference of the Committee to determine its adequacy and effectiveness for current circumstances. The Committee may make recommendations to the Board in relation to the Committee's membership, purpose and responsibilities.