

Brockman Mining Limited

(formerly Wah Nam International Holdings Limited)

(the "Company")

SECURITIES TRADING POLICY

1. Scope of this Policy

This Policy applies to all Key Management Personnel (comprising directors and senior management), employees, contractors, consultants and advisors (together "**Designated Persons**") of the Company and its subsidiaries.

1.1 Company Securities

In this Policy, "**Company Securities**" includes:

- (a) all shares in the Company and the Company's subsidiaries;
- (b) all other securities issued by the Company or its subsidiaries such as debentures and options; and
- (c) derivatives and other financial products issued by third parties in relation to the Company's or its subsidiaries' shares, debentures and options.

1.2 Dealing

To "deal" in the Company's Securities includes:

- (a) subscribing for, purchasing or selling Company Securities or entering into an agreement to do any of those things;
- (b) advising, procuring or encouraging another person (including a family member, friend, associate, colleague, family company or family trust) to trade in Company Securities; and
- (c) entering into agreements or transactions which operate to limit the economic risk of a person's holdings in Company Securities.

1.3 Inside Information

A person is in possession of "**Inside Information**" in relation to the Company in

circumstances where:

- (a) the person possesses information that is not generally available and, if the information were generally available, a reasonable person would expect it to have a material effect on the price or value of Company Securities; and
- (b) the person knows, or ought reasonably to know, that the information is not generally available and, if it were generally available, a reasonable person would expect it to have a material effect on the price or value of Company Securities.

A reasonable person would be taken to expect information to have a material effect on the price or value of Company Securities if the information would, or would be likely to, influence persons who commonly invest in securities in deciding whether or not to deal in Company Securities in any way. It does not matter how the Designated Person has come to have the Inside Information.

Examples of information which may be considered to be Inside Information include the details relating to the items listed below (this is not an exhaustive list):

- (c) drilling results, exploration results, production figures and the like;
- (d) prospective financial information;
- (e) proposed transactions;
- (f) unpublished announcements;
- (g) proposed changes in capital structure, including share issues, rights issues and the redemption of securities;
- (h) impending mergers, acquisitions, reconstructions, takeovers, etc;
- (i) significant litigation and disputes;
- (j) significant changes in operations or proposed changes in the general character or nature of the business of the Company or its subsidiaries;
- (k) cashflow information;
- (l) major or material purchases or sales of assets; and

- (m) proposed or new significant contracts.

2. Purpose of this Policy

This Policy sets out the circumstances in which Designated Persons may deal in Company Securities with the objective that no Designated Person will contravene the requirements of the HKEx Listing Rules and/or the ASX Listing Rules.

The purpose of this Policy is to:

- (a) ensure that Designated Persons adhere to high ethical and legal standards in relation to their personal investment in Company Securities;
- (b) ensure that the personal investments of Designated Persons do not conflict with the interests of the Company and those of other holders of Company Securities;
- (c) preserve market confidence in the integrity of dealings in Company Securities; and
- (d) ensure the reputation of the Company is maintained.

This Policy is not designed to prohibit Designated Persons from investing in Company Securities but does recognise that there may be times when Designated Persons cannot or should not invest in Company Securities. This Policy provides guidance to Designated Persons as to the times when Designated Persons may deal in Company Securities.

This Policy is made in compliance with Appendix 10 of the HKEx Listing Rules and the Australian Corporate Governance Principles and Recommendations as established by the ASX Corporate Governance Council.

3. Company's policy on dealing of Company Securities

3.1 General principles

Designated Persons should note the following general principles regarding their personal trading of Company Securities:

- (a) avoid, and be seen to avoid, actual or potential conflict between their personal interest and their duty to the Company and its shareholders;
- (b) not to derive personal advantage from information which is not

generally available and which has been obtained by reason of, or in the course of, their directorship or employment;

- (c) seek prior approval to trade from a designated officer to ensure the Company's and shareholders' interests are not compromised;
- (d) ensure any personal trading is on a scale that reflects their individual financial ability to fund and maintain an appropriately sized portfolio;
- (e) ensure any personal trading does not adversely impact on their ability to perform normal duties;
- (f) not utilise broker credit - relevant exchange settlement terms must apply on all occasions and all transactions must be settled according to industry standards. Such prohibition does not extend to normal documented margin lending or loan facilities offered to the general public by brokers, banks or other lending institutions; and
- (g) directors and employees who have access to price sensitive information or Inside Information should not conduct personal trading in Company Securities.

3.2 Trading embargo

A "**Closed Season**" operates in respect of which directors and senior management must refrain from dealing in Company Securities during:

- (a) the 1 month period prior to release of the Company's interim report; and
- (b) the 2 month period prior to release of the full year report; and
- (c) the black-out periods of any of Wah Nam' listed subsidiaries.

A director or senior management, who is not in possession of Inside Information in relation to the Company may be given prior written clearance by the board to sell or otherwise dispose of securities in the Company or a subsidiary during the Closed Season where the director or senior management is able to demonstrate by written submissions to the board that exceptional circumstances, including but not limited to, severe financial hardship, a court order or other court enforceable undertakings, exist.

No employee share options should be granted during the Closed Season.

3.3 Persons in possession of Inside Information

If a Designated Person possesses Inside Information in relation to the Company, the person must not:

- (a) deal in Company Securities in any way; or
- (b) directly or indirectly communicate the information, or cause the information to be communicated, to another person if the person knows, or ought reasonably to know, that the other person would, or would be likely to, deal in Company Securities in any way or procure a third person to deal in Company Securities in any way.

Designated Persons may obtain Inside Information in relation to another company. For example in the course of negotiating a transaction with the Company, another company might provide confidential information about itself. The prohibition on insider trading is not restricted to information affecting Company Securities. Designated Persons in possession of the Inside Information in respect of other companies must not deal in securities of those other companies.

3.4 Key Management Personnel - Notification Procedure

Subject to the provisions of the Companies Act 1981 of Bermuda ("Companies Act"), the ASX Listing Rules and the HKEx Listing Rules, this Policy and the provisions of any applicable Employee Share Option Plans, Key Management Personnel must not deal in Company Securities without following the Notification Procedure adopted in accordance with Section B of Appendix 10 of the Hong Kong Listing Rules and set out below:

A Key Management Personnel must not deal in any securities of the Company without first notifying in writing the chairman or a director (otherwise than himself) designated by the board for the specific purpose and receiving a dated written acknowledgement. In his own case, the chairman must first notify the board at a board meeting, or alternatively notify a director (otherwise than himself) designated by the board, or the Chairman of the Audit Committee, for the purpose and receive a dated written acknowledgement before any dealing. The designated director must not deal in any securities of the Company without first notifying the chairman and receiving a dated written acknowledgement. In each case,

- (a) a response to a request for clearance to deal must be given to the relevant Key Management Personnel within five business days of the

request being made; and

- (b) the clearance to deal in accordance with (a) above must be valid for no longer than five business days of clearance being received.

Note: For the avoidance of doubt, the restriction in clause 3.3 of this Policy applies in the event that price sensitive information develops following the grant of clearance.

The Company will maintain a written record that the appropriate notification was given and give the Key Management Personnel concerned written confirmation to that effect.

Any Key Management Personnel of the Company who acts as trustee of a trust must ensure that his co-trustees are aware that he is a director of the Company so as to enable them to anticipate possible difficulties. A director having funds under management must likewise advise the investment manager.

Any Key Management Personnel who is a beneficiary, but not a trustee, of a trust which deals in the Company's securities must endeavour to ensure that the trustees notify him after they have dealt in such securities on behalf of the trust, in order that he in turn may notify the Company. For this purpose, he must ensure that the trustees are aware that he is a Key Management Personnel of the Company.

3.5 Key Management Personnel- Post Trade Notification

Subject to the provisions of the Companies Act 1981 of Bermuda ("Companies Act"), the ASX Listing Rules and the HKEx Listing Rules, this Policy and the provisions of any applicable Employee Share Option Plans, Key Management Personnel must notify the Company Secretary within 2 business days of any trade that has occurred.

Notification of any trade after it has occurred must include the following information:

- (a) the name of the Key Management Personnel;
- (b) the name of any person who dealt on the behalf of the Key Management Personnel;
- (c) details of the Key Management Personnel interest in Company Securities the subject of the dealing;

- (d) the date of dealing;
- (e) the number of Company Securities subscribed for, brought or sold;
- (f) the amount paid or received for those securities; and
- (g) the number of Company Securities held by the director or senior manager (directly or indirectly) before or after the dealing.

All directors must notify the Company Secretary with sufficient details of any dealing to enable the Company Secretary to make the necessary notifications to the ASX and the HKEx as required by the ASX Listing Rules and the HKEx Listing Rules within 5 business days of the dealing.

3.6 Employees (other than Key Management Personnel), consultants, advisors and contractors (together "Employees")

Subject to the provisions of the Companies Act, the ASX Listing Rules, the HKEx Listing Rules, this Policy and the provisions of any applicable share option plans, employees may deal in Company Securities at any time provided that they do not have Inside Information.

Employees are:

- (a) recommended to consider this Policy prior to any dealing; and
- (b) not required to notify the Company if they intend to deal in Company Securities or after they have dealt in Company Securities.

3.7 Exceptions to the restrictions

Subject to the insider trading provisions of the Companies Act, the ASX Listing Rules and the HKEx Listing Rules, directors and employees of the Company may at any time:

- (a) acquire ordinary shares in the Company by conversion of securities giving a right of conversion to ordinary shares;
- (b) acquire Company Securities under a rights issue, bonus issue, capitalisation issue or other offer made by the Company to all holders of securities of the same class;
- (c) accept, or undertake to accept, a general offer for shares in the

Company made to all shareholders other than those held by the offeror and its associates or concert parties;

- (d) deal where the beneficial interests in the relevant security of the Company does not change;
- (e) deal where the beneficial ownership is transferred from another party by operation of law;
- (f) deal where a shareholder places out its existing shares in a "top-up" placing where the number of new shares subscribed by him pursuant to an irrevocable, binding obligation equals the number of existing shares placed out and the subscription price (after expenses) is the same as the price at which the existing shares were placed out;
- (g) acquire Company Securities under a dividend reinvestment or top-up plan that is available to all holders of securities of the same class;
- (h) acquire, or agree to acquire, options under a Company share option plan; and
- (i) exercise options acquired under a Company share option plan (but may not sell all or part of the shares received upon exercise of the options other than in accordance with these procedures).
- (j) acquire ordinary shares in the Company pursuant to the completion of an agreement entered into with the Company before the commencement of the Closed Season.

4. Consequences of breach

Strict compliance with this Policy is mandatory for all persons covered under this Policy. Breaches of this Policy may damage the Company's reputation in the investment community and undermine confidence in the market for Company Securities. Accordingly, breaches will be taken very seriously by the Company and will be subject to disciplinary action, including possible termination of a person's employment or appointment.

5. Questions / further information

If you have any questions or need further information on how to comply with this Policy, please contact the Company Secretary.