

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)

ANTI-BRIBERY AND CORRUPTION POLICY

1. INTRODUCTION

- 1.1 Brockman Mining Limited (the “**Company**”) takes a zero-tolerance approach towards all forms of bribery and corruption and is committed to observing and upholding high standards of business integrity, honesty, fairness, impartiality and transparency in all its business dealings.
- 1.2 The Company is committed to responsible for corporate governance, including the implementation of measures to encourage employees and representatives of the Company to identify and report in good faith any concerns relating to serious misconduct which is, or potentially could be (but not limited to):
- A criminal offence
 - A breach of a legal obligation
 - Dishonest, fraudulent or corrupt
 - A breach of any of the Company’s other codes of conduct or policies or
 - Design to conceal business records or other evidence related to any of the factors above.

collectively (“**Inappropriate Conduct**”).

2. SCOPE

- 2.1 This Policy sets out the basic standard of conduct which applies to all directors, officers and employees Company and its subsidiaries (the “**Group**”) (collectively known as “**employees**” for the purpose of this Policy), any other parties acting as representatives or agents of the Company and suppliers of goods and services of the Company and employees of suppliers, (“**Representatives**”) to report Inappropriate Conduct within the Group.

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3. SOURCES OF LEGAL OBLIGATION

- 3.1 All employees must comply with all local laws and regulations when conducting the business of the Group, and also those in other jurisdictions when conducting business there or where applicable.
- 3.2 Failure to comply with this Policy and applicable laws and regulations relating to anti-corruption may result in disciplinary action (which may include immediate termination) and where applicable, criminal prosecution against the parties concerned.
- 3.3 All employees must conduct their activities in compliance with this Policy, the Prevention of Bribery Ordinance (Cap 201 of the Laws of Hong Kong) (“**POBO**”), and all other applicable laws relating to bribery or corruption in each jurisdiction in which the employees operate. It also provides guidance to all employees on acceptance of advantage and handling of conflict of interest when dealing with the Company’s information.

4. ACCEPTANCE OF ADVANTAGE

4.1 Gifts

Business gifts is customary courtesy designed to build goodwill among stakeholders. Offering or receiving any gift, gratuity or other favors that might be perceived to unfairly influence a business relationship should be avoided. The following guidelines apply at all times.

- 4.1.1 All employees should not solicit or accept any advantage for themselves or others, from any person, company or organization having business dealings with the Group or any subordinate, except that they may accept (but not solicit) the following when offered on a voluntary basis:
- (a) advertising or promotional gifts or souvenirs of a nominal value; or
 - (b) gifts given on festive or special occasions, subject to a maximum limit of HK\$500 (~A\$100) in value; or
 - (c) discounts or other special offers given by any person or company to them as customers, on terms and conditions equally applicable to other customers in general.

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Gifts or souvenirs described in paragraph 4.1.1 (a) that are presented to the employees in official functions are deemed as offers to the Company. The employees concerned should report the acceptance to the Company and seek direction as to how to handle the gifts or souvenirs from the Company Secretary. If employee wishes to accept any advantage not covered in paragraph 3, the employee should also seek permission from the Company Secretary.

- 4.1.2 However, an employee should decline an offer of advantage if acceptance could affect their objectivity in conducting the business of the Group or induce the employee to act against the interest of the Group, or acceptance will likely lead to perception or allegation of impropriety.

If employee has to act on behalf of a stakeholder in the course of carrying out the activities of the Group, the employee should also comply with any additional restrictions on acceptance of advantage that may be set by the stakeholder.

- 4.1.3 Employees must not accept, or permit any member of their immediate family to accept any gifts, gratuities, or other favours from any supplier, or other person doing or seeking to do business with the Company, other than items of nominal value. Any gifts that are not of nominal value should be returned immediately and reported to your supervisor. If immediate return is not practical, they should be given to the Company for charitable disposition.

4.2 Entertainment

- 4.2.1 Although entertainment (e.g. provision of food and drink) is an acceptable form of business and social behaviour, all employees should avoid accepting lavish or frequent entertainment from persons with whom the Group has business dealing (e.g. suppliers or contractors) or from subordinates to avoid placing themselves in a position of obligation.
- 4.2.2 In certain circumstances, a free entertainment may amount to “a discharge of an obligation to pay” which is an advantage under the POBO.

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5. OFFER OF ADVANTAGE

- 5.1 All employees are prohibited from offering advantages to any director, employee or representative of another company or organization, for the purpose of influencing such person in any dealing, or any public official, whether directly or indirectly through a third party, when conducting the business of the Group. Even when an offer of advantage carries no intention of improper influence, it should be ascertained that the intended recipient is permitted by their employer to accept it under the relevant circumstance before the advantage is offered.

6. CONFLICT OF INTEREST

- 6.1 All employees should avoid any conflicts of interest or the perception of such conflicts. When actual or potential conflict of interest arises, the subject employee should make a declaration to the Company Secretary.
- 6.2 Some common examples of conflict of interest are described below but not limited to:
- (a) An employee involved in a procurement exercise is closely related to or has financial interest in the supplier who is being considered for selection by the Company.
 - (b) One of the candidates under consideration in a recruitment or promotion exercise is a family member, a relative or a close personal friend of the employee involved in the process.
 - (c) A Director of the Company has financial interest in a company whose quotation or tender is under consideration by the Company.
 - (d) An employee (full-time or part-time) undertaking part-time work with a contractor whom the employee is responsible for monitoring.

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7. RECORDS, ACCOUNTS AND OTHER DOCUMENTS

- 7.1 All employees should ensure that all records, or other documents they submit to the Company give a true representation of the facts, events or transactions as shown in the documents. Intentional use of documents containing false information to deceive or mislead the Company, regardless of whether there is any gain or advantage involved, is prohibited.
- 7.2 The Company should establish a sound financial and accounting control system, including adequate segregation of duties, and authorization controls or changes to ensure accuracy and completeness of its records, as well as to prevent or detect any irregularities. Such system is subject to regular review and audit. The falsification of any book, record or account of any company within the Group is prohibited.

8. REPORTING AND INVESTIGATION PROCEDURES

- 8.1 If an employee becomes aware of any actual or suspected breach of this Policy, the employee must report such incidents in accordance with the reporting process stated in the Company's Whistleblowing Policy which provides a mechanism for employees and representatives of the Group to raise concerns on any suspected impropriety, misconduct or malpractice through confidential reporting mechanism.
- 8.2 Employees must cooperate fully and openly with any investigation in alleged or suspected corrupt activity or breach of this Policy. Failure to cooperate or to provide accurate information may result in the Employee being subject to disciplinary action, including dismissal.

9. TRAINING AND COMMUNICATION

- 9.1 The Company is to make this Policy available to all employees. The Company provides regular anti-bribery and corruption training and briefing to all employees. Further training will also be arranged to ensure that employees are aware of the Company's anti-bribery and corruption practices as well as the compliance with laws, regulations and standards of conduct.
- 9.2 It is the responsibility of every employee to communicate and comply with this Policy.
- 9.3 The Company's zero-tolerance approach on bribery and corruption will, where appropriate, be communicated to stakeholders, suppliers, contractors.

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10. REVIEW OF THE POLICY

10.1 The Company periodically reviewed by the Board.

10.2 This Policy is distributed to all employees.

10.3 This Policy is available on the Company's website.

Note: If there is any inconsistency between the English and Chinese versions of this document, the English version shall prevail.

September 2023