

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)

TERMS OF REFERENCE OF NOMINATION COMMITTEE

1. Purpose

The Nomination Committee (the "Committee") is appointed by the Board (of Directors (the "Directors", "Board")) of Brockman Mining Limited (the "Company"). The Committee's primary roles and functions are:

- (a) identify suitably qualified candidates to become Board members or make recommendations to the Board on selection of candidates nominated for directorships;
- (b) Review the skills and experience, structure, size and composition of the Board to enable it to discharge its duties as directors and actively participate in the Group's strategy, policies and performance;
- (c) succession planning for the Board and senior management; and
- (d) the appointment and re-election of Directors.

This Terms of Reference governs the operations of the Committee and is in compliance with the Listing Rules of the Stock Exchange of Hong Kong Limited and the Australian Corporate Governance Principles and Recommendations as established by the ASX Corporate Governance Council.

2. Composition of the Committee

- (a) The Committee shall be appointed by the Board and shall consist of not less than three Directors on the Committee and a majority should be Independent Non-Executive Directors;
- (b) The Chairman of the Committee shall be appointed by the Board and shall be a Independent Non-Executive Directors;
- (c) A Director with a conflict of interest in relation to a specific matter shall abstain from voting on any resolution and not be counted in the quorum;
- (d) The Company Secretary of the Company shall be the secretary of the Committee

3. Meetings of the Committee

- 3.1 The Committee shall meet as when and necessary. Upon request by a Committee members, the Company Secretary must convene a meeting with seven days, unless all members of the Committee unanimously waive the notice requirement;
- 3.2 The Committee may invite other Directors and executives to attend the meetings as necessary;
- 3.3 A quorum shall consist of a majority of its members of the Committee;
- 3.4 An agenda shall be prepared and distributed by the Company Secretary in advance of each meeting to facilitate confirmation of minutes and the effective resolution of any matters arising from prior meetings. The Company Secretary shall attend meetings of the Committee if requested by the Chairman of the Committee;
- 3.5 Resolution shall be carried by a majority vote of the Committee members present. In the event of an equality of votes, the Chairman of the Committee shall be entitled second or casting vote;
- 3.6 A written resolution signed by all the members of the Committee shall be as valid and effective as if passed at a duly convened meeting;
- 3.7 Minutes will be taken and kept by the Committee. The Chairman of the Committee shall report formally to the Board at the next meeting of the Board following any Committee meeting;
- 3.8 The Board may engage an independent advisor to support the Committee or to assist the Chief Executive Officer in evaluating executives.

4. Nomination Policy and Procedure

4.1 Duties and Authority

The Committee shall have the following duties and authority under delegation from the Board:

- (a) review the structure, size and composition, diversity including but not limited to gender, age, cultural background, educational background, skills, knowledge, professional experience, time for performing directors' duties, length of service and / or independent element of the Board at least annually, assist the Board in maintaining a board skills matrix, and make recommendations on any proposed changes to the Board that are in line with the Company's corporate strategy and goals;
- (b) to identify suitable candidates to become members of the Board and select or make recommendations to the Board on the selection of candidates to be nominated as Directors;
- (c) To assess the independence of independent non-executive Directors;
- (d) To make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors;
- (e) To review the Board diversity, as appropriate, and review the measurable objectives that the Board has set for the promotion of gender diversity and the measures that the Board has adopted to develop a pipeline of potential successors to achieve gender diversity;
- (f) to assess each Director's time commitment and contribution to the Board, as well as the Director's ability to discharge his or her responsibilities effectively;
- (g) support regular evaluation of the performance of the Board.

4.2 Nomination policy

The objectives of the Nomination Policy are to ensure that the Board maintains a balanced mix of skills, experience and diverse perspectives appropriate to the Company's business needs, and that Directors are able to devote sufficient time and make contributions in line with their role and responsibilities. The Board shall include a balanced composition of Executive and Non-Executive Directors

(including Independent Non-Executive Directors) to ensure a strong independence element that can effectively exercise independent judgement.

To ensure changes to the Board composition can be managed without undue disruption, formal, considered and transparent procedures is in place for the selection, as well as plans are in place for orderly succession, including periodic review of such plans. The appointment of a new Director (to be an additional Director or fill a casual vacancy as and when it arises) or any re-appointment of Directors is a matter for decision by the Board upon recommendation of the proposed candidate by the Committee

The criteria for determining whether a candidate is qualified shall include their ability to devote sufficient time and attention to the affairs of the Company, contribute to the diversity of the Board and effectively carry out the responsibilities of the Board. These are set out as follows:

- (a) participating in Board meetings to bring an independent judgement on issues of strategy, policy, performance, accountability, resources, key appointments and standards of conduct;
- (b) Serving on Board Committees, if invited;
- (c) Bringing a range of business and financial experience to the Board, giving the Board and Committees on which they serve the benefits of their skills, expertise, varied backgrounds and qualifications and diversity, and gaining and developing a balance understanding of the views of the shareholders through attendance and participation at meetings;
- (d) Scrutinizing the Company's performance in achieving its agreed goals and objectives, and monitoring its reporting performance;
- (e) Making a positive contribution to the development of the Company's strategy and policies through independent, constructive and informed comments;
- (f) Subject to any requirements, directions and regulations prescribed from time to time by the Board, contained in the Company's Bye-Laws or imposed by legislation or the Rules Governing the Listing of Securities (the 'Listing Rules') on the SEHK, where applicable.

If the candidate is proposed to be appointed as an Independent Non-Executive Director, their independence shall be assessed in accordance with among other things, the factors as set out in Rule 3.13 of the Listing Rules, subject to any amendments as may be made the SEHK from time to time. The candidates education, qualifications and experience shall also be evaluated to consider whether they have the appropriate qualification or accounting or financial management expertise for filling the office of an Independent Non-Executive Director with such qualifications or expertise as required under Rule 3.10(2) of the Listing Rules.

4.3 Nomination procedure

The procedure for nomination of a candidate as a new Director is subject to the provisions in the Company's Bye-laws. The procedure for nomination is as follows:

- (a) The Board determines the required skill set, relevant expertise and experience, having regard to the current board composition and size and the shareholder structure of the Company;
- (b) The Committee is provided with a list of proposed candidates including biographical details such as their relationship with the Company and/or Directors, current directorships, relevant skills and experience, other positions involving significant time commitment and any other particulars required by law;
- (c) The appointment of an additional independent Non-Executive Director requires that the Board obtain all information in relation to the proposed appointment which will allow the Board to adequately address the independence of the Director;
- (d) the Chairman of the Committee, the Chairman of the Board and the Company Secretary agree on the preferred candidate and a letter of appointment is approved by the Board.

The appointment of Independent Non-Executive Directors shall be for a specific term and subject to re-election in accordance with the Listing Rules of the Stock Exchange of Hong Kong Limited and the Australian Securities Exchange and the Companies Act 1981 of Bermuda.

4.4 Assessment of directors' time commitment and contribution

The Committee will conduct an annual assessment of each Directors' time commitment and contribution to the Board.

Assessment process

- (a) Collection of information: Each director is requested to provide or confirm information relating to their Board and Committee attendance, time spent on Board and Committee matters, other directorships, major external appointments, training and continuing professional development undertaken, and any other significant commitments during the year.
- (b) Review of participation and contribution: The Committee reviews each Director's participation in Board and Committee meetings, including attendance, preparedness and quality of contribution.
- (c) Review of external commitments: The committee considers each Director's other directorships, other board appointments, executive roles, advisory positions and other significant external commitments including whether any such commitments may affect the Director's ability to devote sufficient time and attention to the affairs of the Company.
- (d) Assessment against consistent criteria: A consistent set of assessment criteria is applied to all Directors.
- (e) Committee discussion and conclusion: the Committee considers the results of the assessment collectively and reports its findings and recommendations to the Board.

Assessment criteria

The Committee assesses the Directors' time commitment and contribution by reference to the following criteria:

Area assessed	Assessment criteria considered
Time commitment	Time spent on Board and Committee meetings, meeting preparation, review of materials, follow-up actions, strategic discussions, shareholder and stakeholder engagement, training, and other Company related matters.
Board and Committee involvement	Attendance and active participation in Board and Committee meetings.
Knowledge of the Company	Understanding of the Group's activities, strategy, risks, industry trends and regulatory environment.
Quality of contribution	Demonstration of independent judgement, oversight of financial and risk matters, contribution to decision-making and effectiveness of communication.
External commitments	Number and nature of other directorships, executive positions, public appointments and other significant external roles.
Skills and experience	Professional qualifications, industry knowledge, financial literacy, governance experience, risk management expertise and other skills relevant to the Board.
Integrity and independence	Timely disclosure of actual or potential conflicts of interest, maintenance of confidentiality, exercise of independent judgement and adherence to the Company's values and culture.
Continuous professional development	Participation in directors training and continuing professional development relevant to the director's duties and responsibilities.

4.5 Reporting Procedure

Where the Board proposes a resolution to elect an individual as an Independent Non-Executive Director at the General Meeting, it should be set out in the circular to shareholders and or explanatory statement accompanying the Notice of General Meeting:

- (a) the process used for identifying the individual and why the Board believes the individual should be elected and the reasons why it considers the individual to be independent;
- (b) if the proposed Independent Non-Executive Director has served more than 9 years, why the Board believes that the director is still independent and should be re-elected, including the factors considered, the process and the discussion of the Board in arriving at such determination should be stated;
- (c) where all the Independent Non-Executive Directors have served more than 9 years, the length of tenure of each existing Independent Non-Executive Director in a named basis and the details of the new Independent Non-Executive Directors to be appointed;
- (d) if the proposed INED will be holding their 7 (or more) listed company directorship, why the Board believes the individual would still be able to devote sufficient time to the Board;
- (e) the perspectives, skills and experience that the individual can bring to the Board; and
- (f) how the individual contributes to diversity of the Board.

4.6 Reporting

The Chairman of the Committee will provide report to the Board on any material matters arising from the previous meeting of the Committee. The minutes of the meeting will be included within the Board papers. However, if the Committee has met before a Board meeting but has not approved the minutes of that meeting or meetings, the draft minutes of the meeting or meetings will be approved by the Chairman of the Committee for provision to the Board.

The Committee shall liaise and collaborate with the Remuneration and Performance Committee to effectively discharge their respective duties and responsibilities.

5. Authority

In carrying out its duties and responsibilities, the Committee shall have unrestricted access to all information and records held by the Company.

The Committee is authorized by the Board where necessary to have access to independent professional advice to perform its duties and responsibilities. Where appropriate, any advice received should be made available to all Directors.

6. No rights created

These Terms of Reference and Policy outline the governance principles and forms part of the governance framework through which the Board's committees support the Board in overseeing the affairs of the Company. While it should be interpreted in the context of all applicable laws, regulations, the ASX Listing Rules, the HKEX Listing Rules, and the Company's Bye-laws, it is not intended to create legally binding obligations.

7. Availability and update of the Terms of Reference

These Terms of Reference shall be updated and revised as necessary, in light of changes in circumstances regulatory requirements (e.g., listing rules) in Hong Kong and Australia, and will be made available on the Company's website.

(Updated on 16 September 2026)