

14 SEPTEMBER 2022

Unmarketable Parcel Share Sale Facility

Perth, Western Australia – Brookside Energy Limited (**ASX: BRK**) (**OTC Pink: RDFEF**) (**Brookside** or the **Company**) is pleased to advise that it has established an Unmarketable Parcel Sale Facility (**Sale Facility**) for shareholders who hold less than A\$500 worth of fully paid ordinary shares in the Company (**Shares**) (**Unmarketable Parcel**).

Based on the price of Shares at the close of trading on Tuesday, 13 September 2022 (**Record Date**) of A\$0.013, a holding of less than 38,461 Shares constitutes an Unmarketable Parcel.

The Company is offering the Sale Facility to enable shareholders who hold an Unmarketable Parcel to sell their Shares without having to act through a broker or pay brokerage or handling fees. Brookside will pay all costs associated with the sale and transfer of Shares through the Sale Facility (excluding any tax consequences of the sale, which will be the responsibility of the relevant shareholders).

Brookside has appointed CPS Capital Group Pty Ltd (**CPS**) to sell the Shares under the Sale Facility, and the proceeds from the sale of the Shares will be remitted to participating shareholders as soon as practicable following settlement of all Shares sold through the Sale Facility.

Under the Company's Constitution (**Constitution**), each participating shareholder will receive their proportionate share of the total sale proceeds for all Shares sold through the Facility without any brokerage or handling costs. The Company is pleased to advise that it has received an offer from nominees of CPS dated 14 September 2022 to purchase all Shares which become available for sale under the Sale Facility at a price of \$0.013 per Share. This price is equal to the simple average of the last closing price of Shares quoted on ASX for the ten trading days prior to the date of the offer, in accordance with the Constitution. This price may differ from the price appearing in news sources or quoted by ASX on any day and may not be the best price on the day the Shares are sold.

The sale of Unmarketable Parcels through the Sale Facility will also benefit the Company, as it is expected to reduce the administrative costs associated with maintaining a large number of small shareholdings on the Company's share register.

In accordance with the Constitution and the ASX Listing Rules, the attached letter and share retention form (**Retention Form**) will be sent to all shareholders who hold an Unmarketable Parcel on the Record Date.

Shareholders who hold an Unmarketable Parcel and wish to retain their Shares must "opt out" of the Sale Facility by returning their duly completed Retention Form to the Company's share registry (Automic Group) in accordance with the instructions on the Retention Form, by no later than 5:00pm AEDT on Monday, 31 October 2022 (**Sale Facility Closing Date**). Any shareholder who holds an Unmarketable Parcel and does not return a duly completed Retention Form by the Sale Facility Closing Date will have their Shares sold through the Sale Facility.

Brookside Energy Ltd.

ASX BRK ACN 108 787 720

Suite 9 330 Churchill Avenue
Subiaco WA 6008

brookside-energy.com.au

PHONE +61 8 6489 1600

FAX +61 8 6489 1601

EMAIL info@brookside-energy.com.au

The key dates in relation to the Sale Facility are set out below:

Event	Date
Record Date for establishing holders of Unmarketable Parcels	Tuesday, 13 September 2022
ASX announcement regarding Unmarketable Parcels Sale Facility	Wednesday, 14 September 2022
Letter and Retention Form dispatched to shareholders holding an Unmarketable Parcel	Friday, 16 September 2022
Closing Time for receipt of completed Retention Forms (Sale Facility Closing Date)	Monday, 31 October 2022

Brookside reserves the right to change any of the dates referred to in this announcement or the enclosed letter and Retention Form, or to vary, cancel or delay the Sale Facility or the sale of Shares at any time before the Shares are sold, by making an announcement to ASX. The Company has the ability to establish the Sale Facility and facilitate the sale of Unmarketable Parcels under clause 3 of the Constitution and rule 15.13 of the ASX Listing Rules. The Company does not provide any recommendation or advice as to whether shareholders holding an Unmarketable Parcel should sell or retain their Shares.

If you have any questions about the operation of the Facility, please contact the Company on +61 6489 1600.

– ENDS –

Authority:

This announcement has been authorised for release by the Board of Directors of Brookside Energy Limited

For further information, contact:

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Managing Director

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david@brookside-energy.com.au

Gracjan Lambert

Executive General Manager Commercial

Tel: (+61 8) 6489 1600

gl@brookside-energy.com.au

Keith Dellavedova

CPS Capital Group Pty Ltd

Tel: (+61 8) 9223 2222

keith.dellavedova@cpscapital.com.au



Sale of Unmarketable Parcels of Shares Facility

Dear Shareholder,

Brookside Energy Ltd (**Brookside**) recognises that there are a large number of shareholders with small parcels of shares for whom it may not be cost effective to sell those shares on the Australian Securities Exchange (**ASX**).

Brookside has established an unmarketable parcel sale facility (**Sale Facility**) for shareholders on the register who have Brookside holdings valued at less than A\$500 (**Unmarketable Parcel**).

Your Brookside shares have been included in the Sale Facility because our share register shows that, as at 7pm EST on Tuesday, 13 September 2022 (the **Record Date**), the number of shares held by you was an Unmarketable Parcel (i.e., less than A\$500 and being less than 38,461 shares).

If the market value of your holding remains below A\$500 on Monday, 31 October 2022 (**Sale Facility Closing Date**), based on the share price at the Record Date at 7pm EST on Tuesday, 13 September 2022, your Brookside shares will be sold, and the proceeds sent to you unless you notify us that you do not want them sold.

If you wish to retain your shares, please notify us prior to the Sale Facility Closing Date by completing and returning the Retention Form in the enclosed reply-paid envelope.

WHY HAS BROOKSIDE ESTABLISHED THE SALE FACILITY?

Brookside is offering shareholders with Unmarketable Parcels an opportunity to sell their shares through the Sale Facility at a market price, without incurring any brokerage or transfer fees. Shareholders can choose to opt out of the Sale Facility by completing and returning the Retention Form included.

The Sale Facility will also reduce Brookside's administrative and registry costs associated with small parcels of shares.

HOW DOES THE SALE FACILITY WORK?

Shares included in the Sale Facility will be sold following the Sale Facility Closing Date, unless we are notified otherwise, or the holding is no longer less than A\$500.

The Company has received an offer from nominees of CPS Capital Group Pty Ltd dated 14 September 2022 to purchase all Shares which become available for sale under the Sale Facility at a price of \$0.013 per Share. This price is equal to the simple average of the last closing price of Shares quoted on ASX for the ten trading days prior to the date of the offer, in accordance with the Constitution. This price may be different from the price appearing in news sources or quoted by ASX on any day and may not be the best price on the day the Shares are sold.

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Shareholders will not pay any brokerage or handling fees for the sale of their Brookside shares under the Sale Facility.

WHAT DO I NEED TO DO?

You can choose whether or not to participate in the Sale Facility prior to the Sale Facility Closing Date at 5pm AEDT on Monday, 31 October 2022.

Option 1: No further action is required to participate in the Sale Facility

If you have not submitted a Retention Form by the Sale Facility Closing Date and your holding has a value of no more than A\$500, your shares will be sold through the Sale Facility, and you will receive the sale proceeds as soon as practicable following the Sale Facility Closing Date.

You must take action before the Sale Facility Closing Date if you do not want to sell your shares through the Sale Facility.

Option 2: To Retain Your Shares, You Must Either:

- a) Complete and submit the attached Retention Form to Automic prior to the Sale Facility Closing Date. Please allow a reasonable time for it to be received by Automic; or
- b) Top up your shareholding to be more than an Unmarketable Parcel prior to the Sale Facility Closing Date (for example, by acquiring additional Shares on the ASX).

If you hold shares in multiple shareholdings, some of which are Unmarketable Parcels, then Brookside will sell those Unmarketable Parcels, unless a Retention Form is received for each shareholding, or you merge the holdings by contacting Automic.

IMPORTANT NOTES

The attached Frequently Asked Questions, which form part of this document, set out further details on the Sale Facility. Please read the Frequently Asked Questions before making any decision.

Brookside and Automic do not make any recommendation or gives any advice to you as to whether you should participate in the Sale Facility. Brookside may modify the Sale Facility Closing Date or may terminate or suspend the Sale Facility. Any such modification, termination or suspension will be notified by way of a market announcement on the ASX.

Information on the market price of Brookside shares is available from the ASX website (www.asx.com.au) under ASX Code "BRK".

If you require further information, please contact the Company Secretary, Katherine Garvey, on +61 6489 1600 (within Australia).

Yours sincerely

Katherine Garvey
Company Secretary



THE SALE FACILITY - FREQUENTLY ASKED QUESTIONS

1. What is the Sale Facility?

Brookside has established the Sale Facility to facilitate shareholders holding Unmarketable Parcels (i.e., holdings with a value of less than A\$500) in Brookside to sell their shares. Brookside will arrange to sell the Unmarketable Parcels at no cost to you, and to remit payment to you.

2. Why is the Sale Facility being offered?

Brookside has established the Sale Facility to enable you to sell your shares cost effectively and simply, while also assisting Brookside to reduce administrative and registry costs associated with servicing Unmarketable Parcels.

As at 7pm EST on Tuesday, 13 September 2022, the number of Brookside shareholders with Unmarketable Parcels was 2,671, with those holdings representing 0.72% of Brookside's issued capital.

3. Does Brookside have the right to sell my shares?

Under ASX Listing Rule 15.13 and clause 3 of the Company's Constitution, Brookside may notify shareholders who hold Unmarketable Parcels that it intends to arrange for their shares to be sold on their behalf. This letter and the Retention Form satisfy the notice requirements under ASX Listing Rule 15.13 and clause 3 of the Company's Constitution.

MY ELIGIBILITY

4. What is an Unmarketable Parcel?

An 'Unmarketable Parcel' is a holding of Brookside shares with a value of less than A\$500. Based on the closing price of Brookside shares on Tuesday, 13 September 2022, this is a holding of 38,461 shares or less.

5. If I buy more Brookside shares before the Closing Date, will I retain my holding?

Yes. Brookside will not sell your shares if you increase your holding of Brookside shares prior to the Sale Facility Closing Date, such that you no longer have an Unmarketable Parcel on that date. Any additional shares acquired must be registered by the Sale Facility Closing Date under the same name and address and with the same holder number (SRN or HIN) as set out in the accompanying Retention Form.

6. What if I sell my shares before the Sale Facility Closing Date?

If you sell your shares in Brookside prior to the Sale Facility Closing Date, no further action will be taken.



MY PARTICIPATION

7. What are the advantages and disadvantages of selling my shares through the Sale Facility?

The following outlines the key advantages and possible disadvantages of selling your shares through the Sale Facility:

Sale Facility Advantages

- Cash payment from sale of shareholding
- No brokerage or other selling expenses
- May not be cost effective to sell your holding in other ways

Sale Facility Disadvantages

- No further shareholding in Brookside, unless you buy Brookside shares again
- Possible capital gains tax payable following sale of your holding
- The price of shares could be higher in the future

8. Do I need to pay anything if I participate in the Sale Facility?

Brookside will pay the brokerage and handling costs associated with your participation in the Sale Facility. However, any taxation consequences arising from the sale of your shares will be your responsibility.

9. What do I have to do if I wish to retain my shares?

Brookside will not sell your shares if you wish to retain your Unmarketable Parcel and you complete the Retention Form included and return it to Automic before 5pm AEDT on Monday, 31 October 2022. Your Retention Form must be received by Automic before 5pm AEDT on Monday, 31 October 2022 in order to be effective. If you hold shares in multiple shareholdings, some of which are Unmarketable Parcels, in order to retain your shares, you must submit a Retention Form for each Unmarketable Parcel or merge the shareholdings by contacting Automic.

10. Can I withdraw my Retention Form?

You can only withdraw your Retention Form before the Sale Facility Closing Date by sending a written request to Automic which details your name, address and holder number (SRN or HIN) and states that you would like to withdraw your Retention Form. Your request must be signed. If your holding is in more than one name, your request must be signed by all shareholders. Your written request must be received by Automic before the Sale Facility Closing Date in order to be effective.

11. How do I sell my shares through the Sale Facility?

If you wish to have your shares sold through the Sale Facility you do not need to do anything in response to this letter.



12. What if my shares are held in a CHESS Holding?

If your shares are in a CHESS holding and remain in a CHESS holding at 5pm AEDT on Monday, 31 October 2022, your shares will be sold under the Sale Facility and Brookside may, without further notice to you, initiate a holding adjustment to move these shares to an issuer sponsored holding or a certificated holding for the purposes of that sale.

13. When will my shares be sold?

Your shares will be sold by Brookside after the Sale Facility Closing Date.

14. How much will I receive for my shares?

Under the Company's Constitution, each participating shareholder will receive their proportionate share of the total sale proceeds for all shares sold through the Sale Facility without any brokerage or handling costs.

The Company has received an offer from nominees of CPS Capital Group Pty Ltd dated 14 September 2022 to purchase all Shares which become available for sale under the Sale Facility at a price of \$0.013 per Share. This price is equal to the simple average of the last closing price of Shares quoted on ASX for the ten trading days prior to the date of the offer, in accordance with the Constitution. This price may differ from the price appearing in news sources or quoted by ASX on any day and may not be the best price on the day the Shares are sold.

Shareholders using the Sale Facility are not able to nominate a sale price, sale date, nor a method for selling their shares. However, shareholders can opt out of the Sale Facility by sending in a Retention Form and can choose to hold or sell their shares by other means. For instance, you can sell your shares on the ASX by contacting a broker.

15. How and when will the proceeds for the sale be sent to me?

The proceeds will be sent to you as soon as practicable and in any event within eight weeks of the sale. The proceeds of the sale will be deposited into the bank account noted on your holding on the register or will be sent to you by Australian dollar cheque at the address last recorded in Brookside's register of members.

You will be notified of the number of your shares that have been sold, the sale price (which will be the price per Share stated above) and the total sale proceeds payable to you. A statement will be sent by post to your address as shown in Brookside's register of members.

Further Information

If you require further information, please contact the Company Secretary, Katherine Garvey, on +61 6489 1600 (within Australia).



[EntityRegistrationDetailsLine1Envelope]
[EntityRegistrationDetailsLine2Envelope]
[EntityRegistrationDetailsLine3Envelope]
[EntityRegistrationDetailsLine4Envelope]
[EntityRegistrationDetailsLine5Envelope]
[EntityRegistrationDetailsLine6Envelope]

Shares held at 7.00pm (AEST) on
13 September 2022: [BRKUMP22RDHolding]

ASX Security Code: BRK

Holder Number (SRN/HIN): [HolderNumber]

UNMARKETABLE PARCEL SALE FACILITY ELECTION FORM

YOUR ELECTION MUST BE RECEIVED BY NO LATER THAN 5.00PM (AEDT) ON MONDAY 31 OCTOBER 2022

This is an important document and requires your immediate attention. This document should be read in conjunction with the enclosed shareholder letter. If you are in any doubt as to how to deal with this form, you should consult your professional advisor.

Paper Election

Step 1: Make your election below:

A PLEASE TICK THE BOX TO INDICATE YOU WISH TO RETAIN YOUR SHARES

B REQUEST FOR DIRECT CREDITING OF PAYMENTS – SELL YOUR SHARES

Please provide your EFT details below.

BSB Number

Account Number



DO NOT USE YOUR CARD NUMBER

If you are unsure of your account or BSB number, please check with your bank, building society or credit union.

Name in which account is held (e.g.: John Smith)

Note: Do not complete section B if you wish to retain your shares. By completing your details above you are agreeing to the sale of your shares even if you tick the above box in section A.

Step 2: Provide your contact details:

Telephone Number

Contact Name (PLEASE PRINT)

Email Address

SUPPORT YOUR COMPANY: By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).

Step 3: Sign and return the form in accordance with the instructions provided:

I/We authorise you to act in accordance with my/our instructions set out above. I/We acknowledge that these instructions supersede and have priority over all previous instructions relating to this Small Parcel Sale Facility.

Individual or Securityholder 1

Sole Director or Sole Director &
Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary



INSTRUCTIONS FOR COMPLETION OF THIS FORM

ELECTION OPTIONS

A: RETENTION OF SHARES

If you wish to retain your shares, please place a tick in the box provided. Should you validly sign the form but fail to place a tick in the box, it will be at the Company's discretion as to whether or not it is your intention to retain your shares.

B: SELLING YOUR SHARES - REQUEST FOR DIRECT CREDITING OF PAYMENTS

If you wish to sell your shares, please provide your bank details in this section. Do not complete this section if you wish to retain your shares. If you provide your direct credit instruction details, you are agreeing to the sale of your shares even if you have placed a tick in Box A.

SIGNING REQUIREMENTS

- Individual:** Where the holding is in one name, the Shareholder must sign.
- Joint holding:** Where the holding is in more than one name, all of the Shareholders must sign.
- Power of Attorney:** If any signatory signs under Power of Attorney, please attach an originally certified photocopy of the Power of Attorney to this Form when you return it.
- Companies:** To be signed in accordance with your Constitution. Please sign in the box which indicates the office held by you.
- Estates:** If any signatory signs in the capacity of Executor/s, please attach to this Form when you return it, a certified photocopy of the Probate or Death Certificate together with the Will.

LODGING YOUR SHARE SALE FACILITY FORM



**IMPORTANT! Election Forms cannot be returned by fax or email.
Your Acceptance Form must be returned via one of the return methods provided below.**

Due to recent changes to delivery times by Australia Post, standard delivery may now take up to ten Business Days, or longer from regional areas. Shareholders should bear this in mind when returning Election Forms using Australia Post.

BY MAIL

Brookside Energy Limited – Unmarketable Parcel Sale Facility
C/- Automic Group
GPO Box 5193
Sydney NSW 2001

BY HAND DELIVERY (Between Sydney office hours 9.00am – 5.00pm AEDT)

Automic Group
Level 5
126 Phillip Street
Sydney NSW 2000

**YOUR SHARE SALE ELECTION FORM MUST BE RECEIVED BY NO LATER THAN
5.00PM (AEDT) ON MONDAY 31 OCTOBER 2022.**

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