



Quarterly Report.

For the quarter ending 30 September 2024

Boosting production.
Increasing cash flow.
Fueling success.

Brookside Energy Ltd
ACN 108 787 720
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Perth Western Australia 6000
Australia

ASX: **BRK** | OTC Pink: RDFEF

ASX Release 31 October 2024

Brookside Energy Ltd has world-class oil and gas acreage in onshore USA's prolific Anadarko Basin. Production is currently increasing at our flagship SWISH Project in Oklahoma, which has produced over one million barrels of oil equivalent since 2020.

brookside-energy.com.au



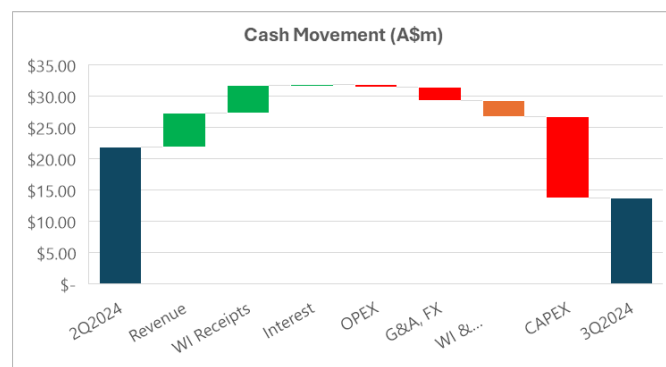
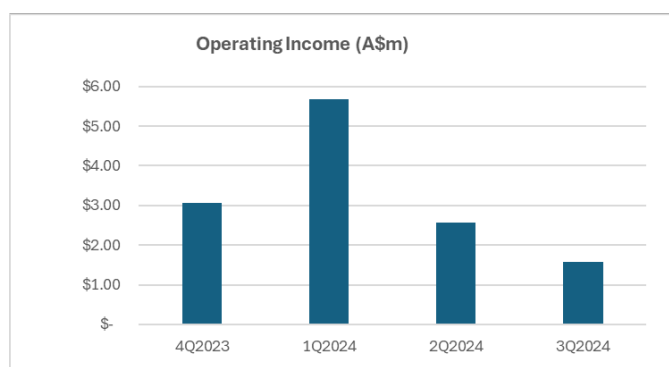
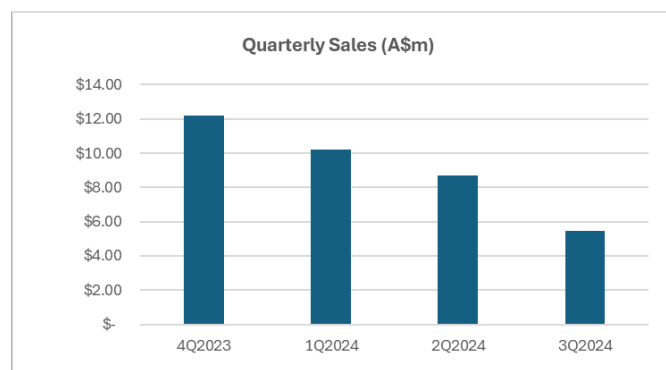
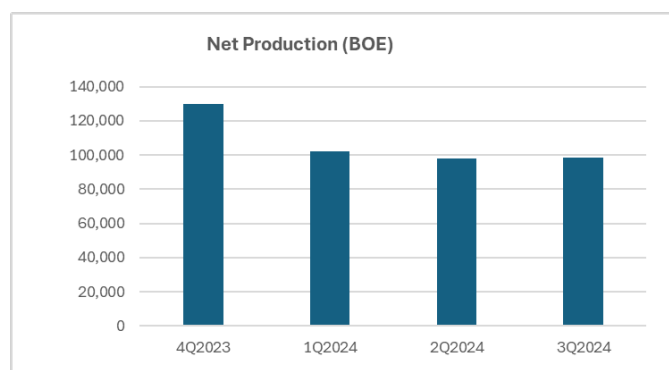
Quarterly Highlights

- Cash receipts of A\$5.5 million from sales volumes of approximately 97,374 BOE, at a realised price per BOE of ~US\$38.0¹. This delivered positive operating cash flow of A\$1.6 million for the quarter. Cash receipts do not include revenue from early Flames Maroon Development Plan (FMDP) testing and flow back which will be recognised in subsequent quarters.
- Cash inflows of A\$10.1 million partially offset mainly FMDP related CAPEX of A\$13.0 million, leading to a strong closing cash balance of A\$13.7 million.
- The FMDP multi-well development was successfully brought on production in late September marking a significant milestone in the growth of the Company.
- Post the end of the quarter, the FMDP wells had produced ~80,000 barrels of oil equivalent (BOE) during the first few weeks of testing and flow back and generated ~US\$4.3 million in gross revenue, resulting in a combined gross daily production of ~3,900 BOE/per day.
- Third quarter Net Production, including early testing and flow back from the FMDP wells, was 1,073 BOE/per day (65% liquids) despite temporary shut-ins of the Flames (90 days) and Jewell (9 days) wells due to nearby completion operations.
- The operated SWISH AOI wells (including some early production from the four new FMDP wells) produced 161,767 BOE gross and cumulative production to the end of the quarter of 2.1 million BOE.
- Completion operations on the Continental Resources operated Gapstow Full Field Development (FFD) were being finalised during the quarter with production expected to commence in the fourth quarter of 2024.
- Wolf Pack Well achieved payout in 13 months despite being drilled during a period of peak drilling and completion costs. The Wolf Pack Well delivered gross sales volumes of ~424,000 BOE in its first 13 months of operation, generating revenues of over US\$21 million for the same period at an average realised price of US\$50/BOE.
- US\$25 million credit facility secured with UMB Bank, N.A., a Kansas City, Missouri headquartered financial services company. This facility provides Brookside with enhanced financial flexibility to support the Company's ongoing growth and development initiatives.
- US listing via American Depositary Shares (ADSs) and a capital consolidation announced. This strategic move represents an important step in the Company's efforts to expand its presence in the US market and to access a broader base of international investors.

¹ Receipts from sales are reported on a cash basis, with the realised price per BOE a mix of oil, NGLs and natural gas revenue.

Performance Snapshot

	3Q2024	2Q2024
Group Net Production for the quarter ²	98,734 BOE (65% liquids)	98,110 BOE (61% liquids)
Group Net Production (daily average)	1,073 BOE	1,078 BOE
Gross Operated Production for the quarter	166,206 BOE (69% liquids)	163,667 BOE (62% liquids)
Quarterly Sales ³	A\$5,462,000	A\$8,710,000
Opening Cash	A\$21,792,000	A\$32,678,000
Operating Income	A\$1,585,000	A\$2,567,000
CAPEX investment (exploration) ⁴	(A\$8,615,000)	(A\$12,836,000)
Exchange Rate Movement	(A\$1,053,000)	(A\$617,000)
Cash at end of quarter ⁵	A\$13,709,000	A\$21,792,000



² Net production figures are volumes attributable to the Company's Working Interest and are net of royalties

³ Reported on a cash basis

⁴ Net of payments from Working Interest partners

⁵ Cash as at 30 September 2024 (1st column), Cash as at 30 June 2024 (2nd column)

Operations Review

Quarterly Overview

Group Net Production of 98,734 BOE (65% liquids) for the September quarter was on trend delivering another strong financial result for the company.⁶

At the start of the September quarter, production from our flagship SWISH Project in Oklahoma was primarily sourced from four wells Flames, Jewel, Rangers and Wolf Pack.

During the quarter, four new wells targeting the Sycamore and Woodford formations were brought online as part of the FMDP: Fleury, Maroons, Iginla, and Rocket. The Company's daily production is forecast to increase from the September quarter levels to ~2,500 BOE (78% liquids) in the fourth quarter of 2024.

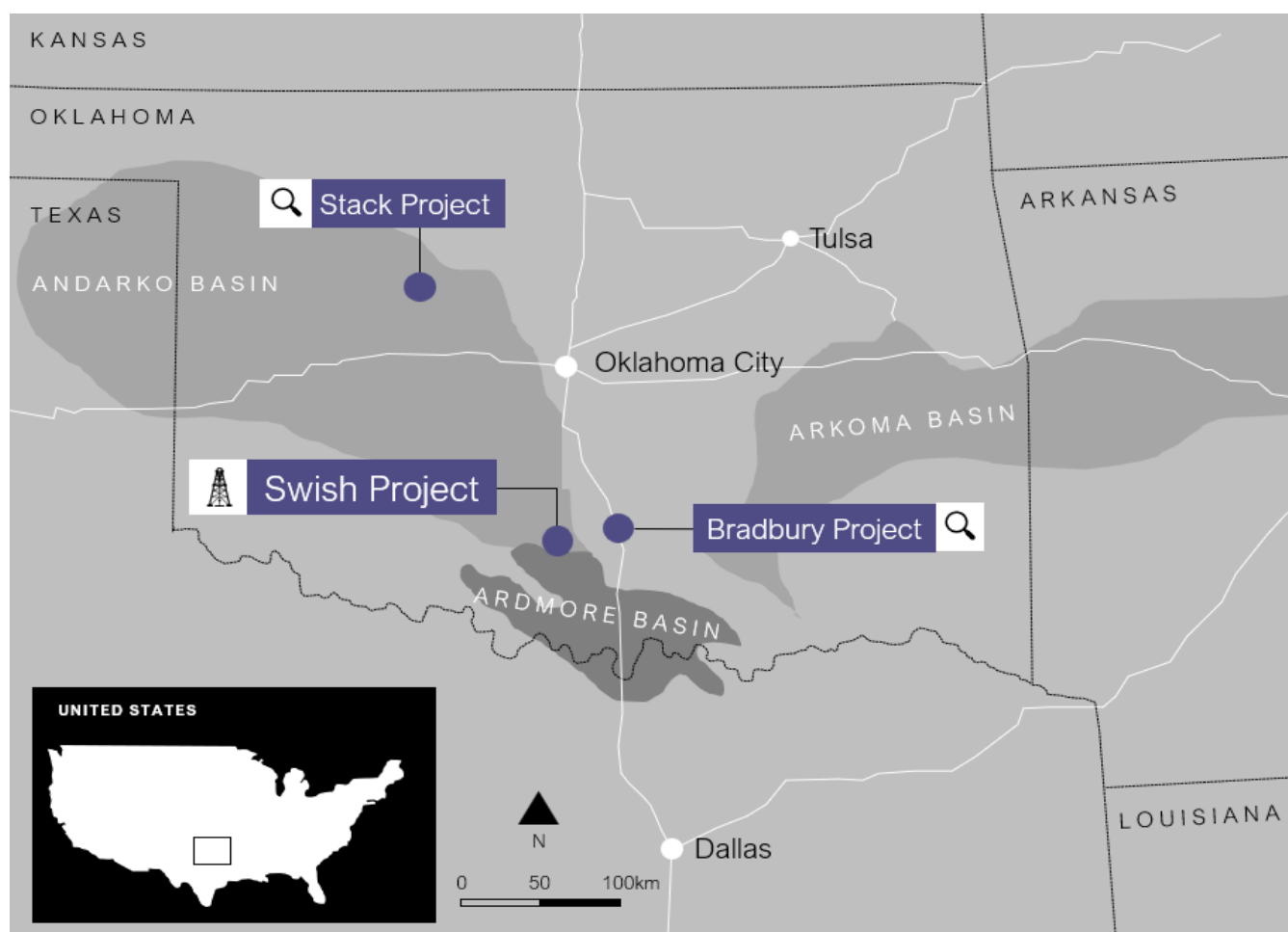


Figure 1. Brookside Energy project locations in the Anadarko Basin.
SWISH Project, Oklahoma

⁶ Production volumes are reported on a three-stream basis, including oil, natural gas liquids, and shrunk gas, converted to BOE on an energy-equivalent basis.

Gross production for the Flames, Jewel, Rangers and Wolf Pack wells was 105,380 BOE for the third quarter bringing cumulative production to 30 September 2024 over the 2.0 million BOE mark.

SWISH's strong quarterly production performance was achieved despite scheduled well shut-ins. The Flames well was shut-in for 90 days to avoid interference from FMDP completion operations and the Jewell well was shut-in for nine days to avoid interference from the Continental Resources' Gapstow Full Field Development (FFD). Both wells are now back online and production volumes continue to recover in line with expectations.

The FMDP wells contributed some production from early flow back and testing towards the end of the quarter, increasing liquids production quarter on quarter to 65%. This percentage is expected to rise as the wells continue to clean up.

Wolf Pack well pays out in 13 months

The Wolf Pack well paid out within 13 months of commencing production, with all drilling and completion costs now fully recovered despite the well being drilled during a period of peak drilling and completion costs. Wolf Pack delivered gross sales volumes of ~424,000 BOE in its first 13 months of operation, generating revenues of over US\$21 million for the same period at an average realised price of US\$50/BOE.

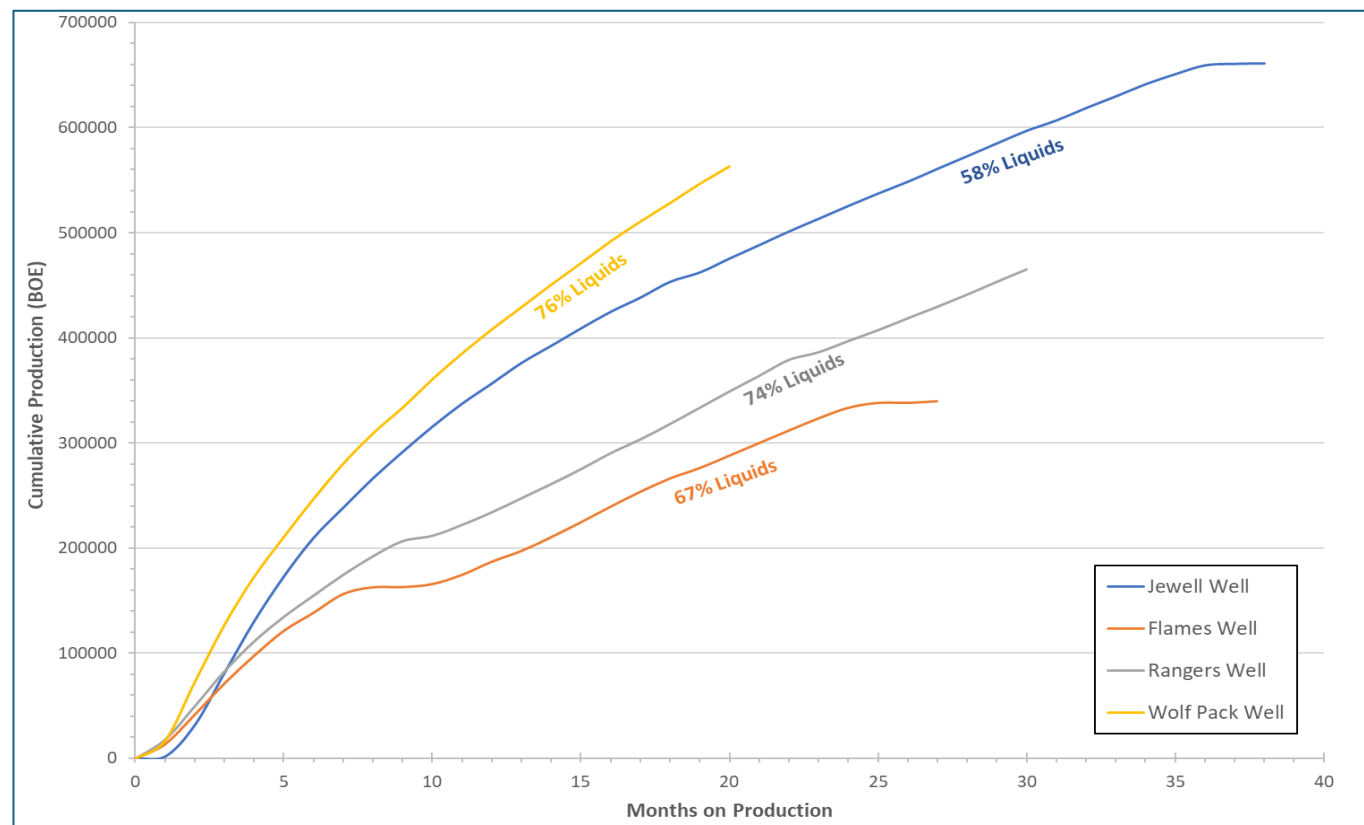


Figure 2. Cumulative gross production as at 30 September 2024 for the Jewell, Rangers, Flames and Wolf Pack wells.

SWISH Project Operated Wells Cumulative Gross Production

Well	Production Date	Oil (BBL)	Gas (Mcf)	NGL (BBL)	BOE	Payout
Jewell	31/08/2021	209,562	1,667,838	173,887	661,422	6-months
Rangers	30/04/2022	224,851	728,920	118,955	465,292	7-months
Flames	31/07/2022	146,456	677,266	80,610	339,943	Est. 27-months
Wolfpack	28/02/2023	294,227	808,725	134,266	563,280	13-months
Total		875,096	3,882,748	507,718	2,029,938	

FMDP wells now in production, oil and gas sales commenced

The FMDP wells are now in production with sales established from all four wells during the early part of the flow back and testing operations. Early production rates are encouraging as the wells continue to clean up. The wells are producing into the Company's permanent production facilities which are now fully operational, with material volumes of oil and gas having already been sold. Oil is being trucked to a nearby pipeline terminal and gas is being transported via pipeline to a gas processing facility. Post the end of the Quarter, the FMDP wells had already produced ~80,000 BOE during the first few weeks of testing and flow back resulting in a combined daily gross production rate of ~3,900 BOE/per day. The FMDP is forecast to produce 715,000 BOE net to Brookside in its first year of operation and average ~2,000 BOE/per day net over the same period.



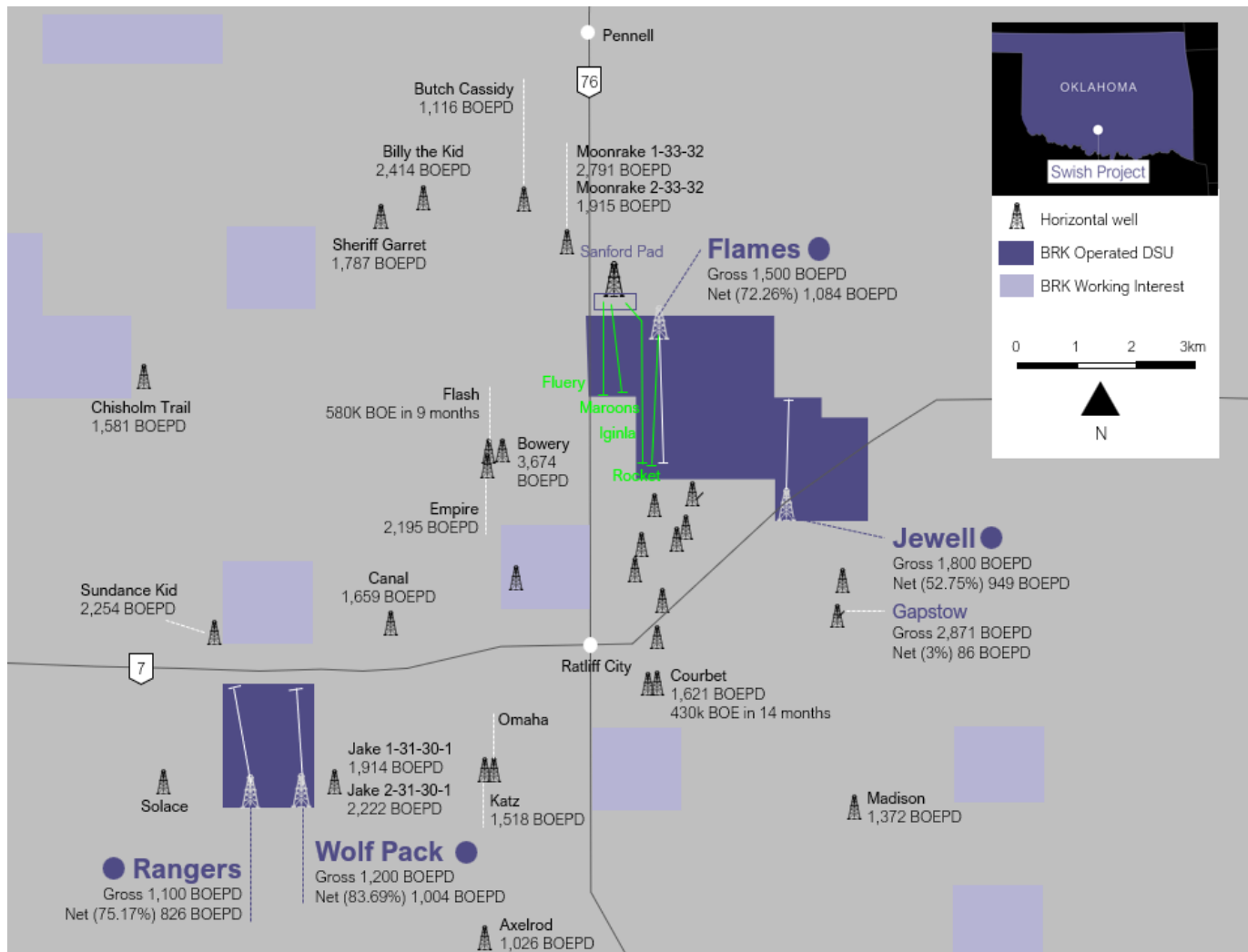


Figure 3. SWISH Project well locations.

Gasptow Full Field Development (FFD)

Completion operations on the Gapstow FFD are being finalised with production expected to commence in early the fourth quarter of 2024. Production is expected to contribute ~150BOE/per day (70% liquids) net to Brookside over an initial two years as well as boosting Proved, Developed, Producing (PDP) reserves.

Production and Cash Flow

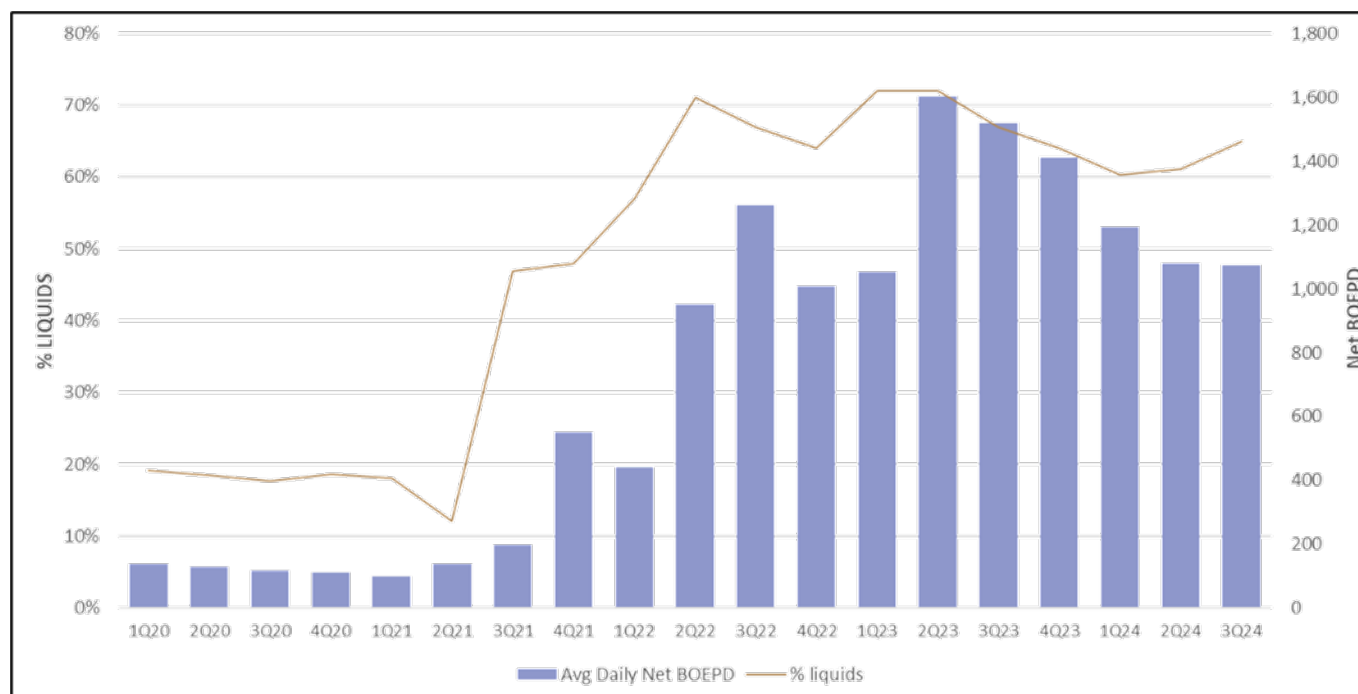


Figure 4. Production by quarter net to Brookside’s Working Interest and net of royalties.

The Company’s gross operated production for the third quarter averaged 1,807 BOE per day, with 1,073 BOE per day net to Brookside’s Working Interest and after royalties. This included some production from early flow back and testing as part of the FMDP multi-well development, though as set out above, two wells were temporarily shut-in during the quarter to prevent interference from nearby completion activities. A summary of gross operated and net production volumes for the quarter is provided below (net volumes reflect the Company’s Working Interest, post-royalties). Production volumes are reported on a three-stream basis, including oil, natural gas liquids, and shrunk gas, converted to BOE on an energy-equivalent basis.

	Total	Liquids
Gross Operated Volumes	166,206	69%
Group Net Volumes	98,734	65%

The Company’s cash receipts during the third quarter were \$5.5 million from sales volumes of approximately 97,374 BOE, at a realised price per BOE of ~US\$38.0 (note that receipts from sales are reported on a cash basis), with cash as at 30 September of A\$13.7 million. The realised price per BOE is a mix of oil, NGLs and natural gas revenue.

Quarterly cash expenses totalled A\$2.9 million, including A\$0.3 million in production expenses and A\$2.6 million in payments to Working Interest participants and royalty holders (which includes one-off adjustments for prior periods following finalisation of interests). Staff, administration, and corporate costs were slightly down quarter on quarter at A\$1.15 million.

CAPEX (investment for exploration and evaluation) for the quarter, net of payments from Working Interest partners was A\$8.6 million, primarily associated with the drilling operations (operated and non-operated) within the SWISH AOI, as well as expenses related to leasehold acquisitions, title opinions and JIB's.

The Company also confirms that the amount disclosed in the Appendix 5B under Section 6, Payments to related parties of the entity and their associates, relates solely to payments made during the quarter of fees to members of the Board of Directors amounting to \$0.21 million.

Corporate

Credit Facility

Brookside's wholly owned subsidiary, BRK Oklahoma Holdings, LLC, secured a credit facility with UMB Bank, N.A., a Kansas City, Missouri headquartered financial services company. This facility provides enhanced financial flexibility to support the Company's ongoing growth and development initiatives. The credit facility is structured as an interest-only agreement, with a three-year term, monthly interest payments on drawn amounts and the principal due upon maturity. The US\$25 million Master Note establishes an initial borrowing base of US\$8.5 million, with semi-annual redeterminations. The interest rate is based on the WSJ Prime Rate, with an additional 0.50% for borrowing base utilization below 50%, increasing to 0.75% when utilisation reaches or exceeds 50%. As part of the agreement, Brookside will have the ability to opportunistically hedge its oil and natural gas production, however importantly hedging is not required unless the borrowing base utilization exceeds 50%, at which point BRK will need to hedge a minimum of 50% of its projected Proved Developed Producing (PDP) production for the upcoming 12 months, on a rolling quarterly basis. The facility includes customary financial covenants, such as a minimum Current Ratio of 1:1 and a Total Debt Leverage Ratio not exceeding 3:1, alongside various reporting obligations. The credit facility is currently undrawn, with 100% of the borrowing base available for future use.

Results for the 2024 Half Year

During the quarter, the Company lodged its financial report for the half-year ended 30 June 2024. Highlights included A\$7.1million in Net Profit After Tax (adjusted for non-cash items) from A\$15.4 million in revenue from 200,533 BOE (61% liquids).

Notice of General Meeting

During the quarter, the Company submitted a notice of general meeting to seek shareholder approval for a capital consolidation at a 1-for-50 ratio, which would reduce the total fully paid ordinary shares on issue to approximately 95,457,580. This consolidation is designed to streamline the Company's share structure, enhance appeal to international investors, and align with its long-term strategic objectives. Share rights issued under the Company's securities incentive plan were also consolidated on the same basis. Following shareholder approval at the general meeting, the consolidation took effect, and shares began trading on a non-deferred settlement basis on 25 October 2024.

US Listing

Brookside advised during the quarter that it intends to pursue a listing via American Depositary Shares (ADSs) on the NYSE American exchange. This strategic move represents an important step in the Company's efforts to expand its presence in the US market and to access a broader base of international investors. The Company has already started work to appoint the various advisors, external counsel, US accountants and independent experts that we will work with to complete the regulatory and financial requirements associated with the listing. The Company will retain its primary listing on the ASX, with ADSs representing the underlying ASX-listed shares on a ratio to be determined as part of the listing process.

Composition of the Share Register

Trading activity during the quarter continued to deliver consolidation within the Company's Share Register. This consolidation of holdings now sees the Top 20 shareholders holding ~35% of the shares on issue. We continue to see increased interest from international investors and the Company is pleased with this consolidation. We thank our existing shareholders for their continued support and welcome the new shareholders at this exciting time for the business.

Board Meetings

The Board continued to meet monthly during the quarter.

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

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Important Notices

Forward-Looking Statements and Other Disclaimers

This announcement may include forward-looking statements. Forward-looking statements are only predictions and are subject to risks, uncertainties, and assumptions, which are outside the control of Brookside Energy Limited (“Brookside Energy” or “the Company”). These risks, uncertainties and assumptions include commodity prices, currency fluctuations, economic and financial market conditions in various countries and regions, environmental risks and legislative, fiscal, or regulatory developments, political risks, project delay or advancement, approvals, and cost estimates. Actual values, results or events may be materially different to those expressed or implied in this announcement. Given these uncertainties, readers are cautioned not to place reliance on forward-looking statements. Any forward-looking statements in this announcement speak only at the date of issue of this announcement. Subject to any continuing obligations under applicable law and the ASX Listing Rules, Brookside Energy does not undertake any obligation to update or revise any information or any of the forward-looking statements in this announcement or any changes in events, conditions, or circumstances on which any such forward looking statement is based.

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About Brookside Energy Limited

Brookside is an Australian public company listed on the Australian (ASX: BRK), and USA (OTC Pink: RDFEF) stock exchanges. The Company was founded in 2015, to focus on the mid-continent region of the US, where our deep and valued relationships enable us to work with local communities to ensure sustainable growth and value creation through the safe and efficient development of energy assets. Focused on exploitation not exploration, the Company generates shareholder value through a disciplined portfolio approach to the acquisition and development of oil and gas assets and the leasing and development of acreage opportunities. The Company's wholly owned US subsidiary and manager of operations, Black Mesa Energy, LLC (Black Mesa), is led by a team of experienced and dedicated oil and gas professionals with decades of experience in the US onshore oil and gas sector with specific focus on the mid-continent region. Black Mesa works to identify opportunities that meet the Company's investment hurdles and executes the acquisition and subsequent development of these projects.

Brookside Energy Interactive Investor Centre

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Or visit our website at <https://brookside-energy.com.au/>

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<https://www.linkedin.com/company/brookside-energy-limited>

<https://twitter.com/BrooksideEnergy>

Glossary

APOWI	After pay-out working interest
AFIT	After Federal Income Tax
AOI	Area of Interest
BBL	An oilfield barrel, a volume of 42 US gallons
BFIT	Before Federal Income Tax
BOE	Barrels of Oil Equivalent
COPAS	Council of Petroleum Accountants Societies
Development Unit	Development Unit or spacing unit is the geographical area in which an initial oil and/or gas well is drilled and produced from the geological formation listed in a spacing order. The spacing unit communitizes all interest owners for the purpose of sharing in production from oil and/or gas wells in the unit. A spacing order establishes the size of the unit; names the formations included in the unit; divides the ownership of the unit for the formations into the "royalty interest" and the "working interest"; Only one well can be drilled and completed in each common source of supply. Additional wells may be drilled in a Development Unit, but only after an Increased Density Order is issued by the Oklahoma Corporation Commission.
DSU	A Drilling Spacing Unit refers to the area allotted to a well where an operating oil company has acquired a majority working interest and will drill at least one well.
HBP	Held by Production; A provision in an oil, gas, and mineral lease that perpetuates a company's right to operate a property as long as the property produces a minimum paying quantity of oil or gas.
JIB	Joint Interest Billing
MBOE	1,000 barrels of oil equivalent
Mcf	1,000 cubic feet
MMboe	1,000,000 barrel of oil equivalent
MMBTU	One million British Thermal Units
NPV₁₀	The net present value of future net revenue before income taxes and using a discount rate of 10%.
ORRI	Overriding Royalty Interest
PDP	Proved Developed Producing Reserves
Pooling Agreements	The pooling agreements facilitate the development of oil and gas wells and drilling units. These binding pooling agreements are between the Company and the operators as specified in Appendix 1.
PUD	Proved Undeveloped Reserves
Reserve Categories	These reserve categories are totalled up by the measures 1P, 2P, and 3P, which are inclusive of all reserves types: <ul style="list-style-type: none"> • "1P reserves" = proven reserves (both proved developed reserves + proved undeveloped reserves). • "2P reserves" = 1P (proven reserves) + probable reserves, hence "proved AND probable." • "3P reserves" = the sum of 2P (proven reserves + probable reserves) + possible reserves, all 3Ps "proven AND probable AND possible."
RI	Royalty Interest
STACK	Sooner Trend Anadarko Basin Canadian and Kingfisher Counties – oil and gas play in the Anadarko Basin Oklahoma
SCOOP	South Central Oklahoma Oil Province - oil and gas play in the Anadarko Basin Oklahoma
SWISH AOI	Description of Brookside's Area of Interest in the SCOOP Play
WOR	Waiting on rig
Working Interest	Percentage of ownership in a lease granting its owner the right to explore, drill and produce oil and gas from a tract of property. Working interest owners are obligated to pay a corresponding percentage of the cost of leasing, drilling, producing, and operating a well or unit

Appendix 1

County	Interest acquired or disposed of during the quarter	Acres	Interest
Blaine County, OK	Nil	~430 acres	Working Interest
Garvin County, OK	Nil	~305 acres	Working Interest
Stephens & Carter Counties, OK	Nil	~4,160 acres	Working Interest
Murray County, OK	Nil	~120 acres	Working Interest

Appendix 2

Schedule of wells

Well Name	Working Interest	Operator	Status
LEE 1-10	96.40%	Black Mesa Energy, LLC	Producing
JUANITA 32-1	95.00%	Black Mesa Energy, LLC	Producing
NORMAN 32-1	94.88%	Black Mesa Energy, LLC	Not Yet Spud
WOLF PACK 36-25-1S-4W SXH2	83.69%	Black Mesa Energy, LLC	Producing
FLEURY 3-1S-3W WH3	81.99%	Black Mesa Energy, LLC	DUC
IGINLA 3-10-1S-3W WHX2	81.99%	Black Mesa Energy, LLC	DUC
RANGERS 36-25-1S-4W SXH1	75.17%	Black Mesa Energy, LLC	Producing
FLAMES 10-3-1S-3W WXH1	72.57%	Black Mesa Energy, LLC	Producing
MAROONS 3-1S-3W SH1	55.65%	Black Mesa Energy, LLC	DUC
JEWELL 13-12-1S-3W SXH1	52.53%	Black Mesa Energy, LLC	Producing
MITCHELL 12-1	49.44%	Black Mesa Energy, LLC	Shut-In (TA)
ROCKET 3-10-1S-3W SHX2	47.84%	Black Mesa Energy, LLC	DUC
LEWIS A1-32 SWD	45.25%	Black Mesa Energy, LLC	Disposal
CARTER 12-1	36.98%	Black Mesa Energy, LLC	Producing
THELMA 1-32	36.20%	Black Mesa Energy, LLC	Producing
BURGESS 28-1*	24.24%	Black Mesa Energy, LLC	Pndg Back-In
NEWBERRY	21.68%	Black Mesa Energy, LLC	Shut-In (TA)
HERRING 1-33 1513MH	18.18%	Citizen Energy III, LLC	Producing
COMPTON 2-8	9.46%	Mustang Fuel Corp.	Producing
SUTTON 2H-52	6.25%	Mewbourne Oil Company	Pndg Back-In
GAPSTOW 6-14-24XHM	5.69%	Continental Resources, Inc.	DUC
BULLARD 1-18-07UWH	5.21%	Rimrock Resource Operating, LLC	Producing
GAPSTOW 5-14-25XHM	4.86%	Continental Resources, Inc.	DUC
GAPSTOW 7-24-14XHM	4.74%	Continental Resources, Inc.	DUC
HENRY FEDERAL 1-8-5XH	4.43%	Continental Resources, Inc.	Producing
CAULEY 1-7	4.22%	Devon Energy Corp.	Shut-In
GERHARDT 1-7	4.22%	Devon Energy Corp.	Shut-In
TRIM UNIT 1	4.22%	Devon Energy Corp.	Shut-In
DR NO 1-17-20 1611MHX	3.79%	Citizen Energy III, LLC	Producing
DAVIS 1H-17-20	3.79%	Citizen Energy III, LLC	Producing
ROSER 1611 1-3-34MXH	3.73%	Marathon Oil Co.	Producing
MOTE 1-26-23UWH	3.20%	Rimrock Resource Operating, LLC	Producing
SPHINX 26 23-16N-11W-1XH	2.89%	Devon Energy Corp.	Producing
GAPSTOW 4-14-25XHM	2.61%	Continental Resources, Inc.	DUC
LANDRETH BIA 1-14H	2.40%	Marathon Oil Co.	Producing
KEVIN FIU 1-20-17XH	2.21%	Continental Resources, Inc.	Producing
LADYBUG 27 22-15N-13W 1HX	2.15%	Devon Energy Corp.	Producing
DAVIS 1-8-1611MH	1.17%	Citizen Energy III, LLC	Producing
DAVIS 2H-8	1.17%	Citizen Energy III, LLC	Producing
STRACK 1-2-11XH	1.02%	Marathon Oil Co.	Producing
GAPSTOW 1-24-13-14-XHM	0.44%	Continental Resources, Inc.	Producing
MIKE COM 1H-0706X	0.38%	Cimarex Energy, Co.	Producing
GAPSTOW 3-14-25XHM	0.36%	Continental Resources, Inc.	DUC
GAPSTOW 10-14-25XHM	0.31%	Continental Resources, Inc.	DUC
CENTAUR 7_6-15N-10W 3HX	0.30%	Devon Energy Corp.	Producing
CENTAUR 7_6-15N-10W 2HX	0.30%	Devon Energy Corp.	Producing
CENTAUR 7_6-15N-10W 4HX	0.29%	Devon Energy Corp.	Producing
CENTAUR 7_6-15N-10W 5HX	0.29%	Devon Energy Corp.	Producing
CATSKILLS 1-1-12XHW	0.23%	Continental Resources, Inc.	Producing
BIFFLE 22-15 S1H	0.18%	Cheyenne Petroleum, Co.	Producing
LEON 1-23-14XHM	0.17%	Continental Resources, Inc.	Producing
BIFFLE 22-15 UW1H	0.16%	Cheyenne Petroleum, Co.	Producing
BOARDWALK 1-5MH	0.15%	Continental Resources, Inc.	Producing

Appendix 2

Schedule of wells (continued)

Well Name	Working Interest	Operator	Status
GAPSTOW 9-14-25XHM	0.15%	Continental Resources, Inc.	DUC
BIFFLE 22-15 S2H	0.14%	Cheyenne Petroleum, Co.	Producing
BIFFLE 22-15 S3H	0.14%	Cheyenne Petroleum, Co.	Producing
SOLACE 1-2-1-12-XHM	0.12%	Continental Resources, Inc.	Producing
ASSAULT 1-9-16-21XHM	0.10%	Citation Oil & Gas Company	Producing
LEON 2-26-23-14XHM	0.09%	Continental Resources, Inc.	Producing
BOARDWALK 2-8-5XHM	0.07%	Continental Resources, Inc.	Producing
COURBET 10-15-9XHW	0.06%	Continental Resources, Inc.	Producing
RANDOLPH 1-34-27XHM	0.04%	Continental Resources, Inc.	Pndg Back-In
RANDOLPH 3-34-27XHM	0.04%	Continental Resources, Inc.	Pndg Back-In
RANDOLPH 4-34-27XHM	0.04%	Continental Resources, Inc.	Pndg Back-In
RANDOLPH 5-34-27XHM	0.04%	Continental Resources, Inc.	Pndg Back-In
RANDOLPH 6-34-27XHM	0.04%	Continental Resources, Inc.	Pndg Back-In
LEON 3-26-23-14XHM	0.03%	Continental Resources, Inc.	Producing
ESSEX 1R-12-13-24XHW	0.03%	Continental Resources, Inc.	Producing
ZENYATTA 28-33-1-4 1WXH	0.02%	Citizen Energy III, LLC	Producing
LEXINGTON 1-32-29XHW	0.01%	Continental Resources, Inc.	Producing
RINGER RANCH 2-20-17XHM	0.01%	Continental Resources, Inc.	Completing
RINGER RANCH 3-20-17XHM	0.01%	Continental Resources, Inc.	Completing
RINGER RANCH 1-20-17XHM	0.01%	Continental Resources, Inc.	Producing
GRAMERCY 1-32-5-6-8XHW	0.00%	Continental Resources, Inc.	Producing
MADISON 4-19-32XHM	0.00%	Continental Resources, Inc.	DUC
MADISON 6-19-32XHM	0.00%	Continental Resources, Inc.	DUC
NW CAMP DEESE UNIT	0.00%	Phoenix Petrocorp, Inc.	RI
SOLACE 1-2-1-12-XHM	0.00%	Continental Resources, Inc.	RI
BUCHER 1711 1-34MH	0.00%	Marathon Oil Co.	ORRI Only
MCCLUNG 1-17	0.00%	Encana	ORRI Only
McKINLEY 13&24 15-13	0.00%	Continental Resources, Inc.	ORRI Only
ROSER 1611 2-3-34MXH	0.00%	Marathon Oil Co.	ORRI Only
ROSER 1711 4-3-34MXH	0.00%	Marathon Oil Co.	ORRI Only
ROSER 1611 1-3-34MXH	0.00%	Marathon Oil Co.	ORRI & RI
BOARDWALK 1-5MH	0.00%	Continental Resources, Inc.	ORRI
CATSKILLS 1-1-12XHW	0.00%	Continental Resources, Inc.	ORRI
DR NO 1-17-20 1611MHX	0.00%	Citizen Energy III, LLC	ORRI
DAVIS 1H-17-20	0.00%	Citizen Energy III, LLC	ORRI
HENRY FEDERAL 1-8-5XH	0.00%	Continental Resources, Inc.	ORRI
LADYBUG 27 22-15N-13W 1HX	0.00%	Devon Energy Corp.	ORRI
BOARDWALK 2-8-5XHM	0.00%	Continental Resources, Inc.	ORRI

Appendix 3

Capital Structure

Security	Name	Issued Capital	Number of Holders
BRK	Ordinary Fully Paid Shares	95,458,550	4,424
	Share Rights	546,364	2
Fully Diluted		96,004,914	

Appendix 4

Top Twenty Shareholders

Security class: **BRK - ORDINARY FULLY PAID SHARES**
 As at date: **28-October-2024**
 Display top: **20**

Position	Holder Name	Holding	% IC
1	BNP PARIBAS NOMINEES PTY LTD <IB AU NOMS RETAILCLIENT>	7,764,213	8.13%
2	HEDTEK PTY LTD	4,002,364	4.19%
3	Mr David Prentice	2,253,638	2.36%
4	BEARAY PTY LIMITED <BRIAN CLAYTON S/F A/C>	1,482,223	1.55%
5	TUTAM PROPERTIES AU PTY LTD	1,408,360	1.48%
6	MR IVAN MURRAY HANDASYDE	1,363,170	1.43%
7	ENSEL SUPERANNUATION FUND PTY LTD <ENSEL SUPER FUND A/C>	1,294,061	1.36%
8	CITICORP NOMINEES PTY LIMITED	1,284,870	1.35%
9	SUNSET CAPITAL MANAGEMENT PTY LTD <SUNSET SUPERFUND A/C>	996,472	1.04%
10	RUDIE PTY LTD <MATTANI SUPER FUND A/C>	946,070	0.99%
11	STONEHORSE ENERGY LIMITED	900,000	0.94%
12	GREYHOUND INVESTMENTS PTY LTD <GREYHOUND INVESTMENTS A/C>	880,000	0.92%
13	MR DOUGLAS PAUL TALBOT	869,717	0.91%
14	Mr Gracjan Lambert	842,122	0.88%
15	DR DANIEL GEORGE PECHAR & MRS KATRINA JANE PECHAR <PECHAR SUPER FUND A/C>	612,001	0.64%
16	MR WILLIAM ANTHONY MURRAY <SUPERANNUATION FUND A/C>	600,000	0.63%
16	HOLDSWORTH BROS PTY LTD <HOLDSWORTH BROS S/F A/C>	600,000	0.63%
17	WICKLOW CAPITAL PTY LTD	571,600	0.60%
18	Mr Michael Fry	560,000	0.59%
19	MR PAUL SIMON DONGRAY <THE DONGRAY FAMILY NO 2 A/C>	540,000	0.57%
20	MR BENJAMIN MOK	536,000	0.56%
	Total	30,306,881	31.75%
	Total issued capital - selected security class(es)	95,458,550	100.00%

Appendix 5B

Mining exploration entity or oil and gas exploration entity quarterly cash flow report

Name of entity

Brookside Energy Limited (Brookside, the Company)

ABN

15 108 787 720

Quarter ended ("current quarter")

30 September 2024

Consolidated statement of cash flows		Current quarter \$A'000	Year to date (9 months) \$A'000
1.	Cash flows from operating activities		
1.1	Receipts from customers	5,462	24,390
1.2	Payments for		
	(a) exploration & evaluation	-	-
	(b) development	-	-
	(c) production*	(2,988)	(12,180)
	(d) staff costs	(238)	(875)
	(e) administration and corporate costs	(914)	(2,982)
1.3	Dividends received (see note 3)	-	-
1.4	Interest received	219	944
1.5	Interest and other costs of finance paid	(2)	(6)
1.6	Income taxes paid	-	-
1.7	Government grants and tax incentives	-	-
1.8	Other (provide details if material)	46	114
1.9	Net cash from / (used in) operating activities	1,585	9,405

*Including \$2.6 million in payments to Working Interest owners and Royalty holders.

2.	Cash flows from investing activities		
2.1	Payments to acquire or for:		
	(a) entities	-	-
	(b) tenements	-	-

Mining exploration entity or oil and gas exploration entity quarterly cash flow report

Consolidated statement of cash flows		Current quarter \$A'000	Year to date (9 months) \$A'000
	(c) property, plant and equipment (incl. Producing Assets)	-	-
	(d) exploration & evaluation	(13,017)	(30,742)
	(e) investments	-	-
	(f) other non-current assets	-	-
2.2	Proceeds from the disposal of:		
	(a) entities	-	-
	(b) tenements / working interests	-	-
	(c) property, plant and equipment	-	-
	(d) investments	-	-
	(e) other non-current assets	-	-
2.3	Cash flows from loans to other entities	-	-
2.4	Dividends received (see note 3)	-	-
2.5	Other (deposit for drilling program from Working Interest owners)	4,402	10,944
2.6	Net cash from / (used in) investing activities	(8,615)	(19,798)

3.	Cash flows from financing activities		
3.1	Proceeds from issues of equity securities (excluding convertible debt securities)	-	-
3.2	Proceeds from issue of convertible debt securities	-	-
3.3	Proceeds from exercise of options	-	-
3.4	Transaction costs related to issues of equity securities or convertible debt securities	-	-
3.5	Proceeds from borrowings	-	-
3.6	Repayment of borrowings	-	-
3.7	Transaction costs related to loans and borrowings	-	-
3.8	Dividends paid	-	-
3.9	Other (On-Market Share Buy-Back)	-	(99)
3.10	Net cash from / (used in) financing activities	-	(99)

Consolidated statement of cash flows		Current quarter \$A'000	Year to date (9 months) \$A'000
4.	Net increase / (decrease) in cash and cash equivalents for the period		
4.1	Cash and cash equivalents at beginning of period	21,792	26,202
4.2	Net cash from / (used in) operating activities (item 1.9 above)	1,585	9,405
4.3	Net cash from / (used in) investing activities (item 2.6 above)	(8,615)	(19,798)
4.4	Net cash from / (used in) financing activities (item 3.10 above)	-	(99)
4.5	Effect of movement in exchange rates on cash held	(1,053)	(2,001)
4.6	Cash and cash equivalents at end of period	13,709	13,709

5.	Reconciliation of cash and cash equivalents at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts	Current quarter \$A'000	Previous quarter \$A'000
5.1	Bank balances	13,657	21,740
5.2	Call deposits	52	52
5.3	Bank overdrafts	-	-
5.4	Other (provide details)	-	-
5.5	Cash and cash equivalents at end of quarter (should equal item 4.6 above)	13,709	21,792

6.	Payments to related parties of the entity and their associates	Current quarter \$A'000
6.1	Aggregate amount of payments to related parties and their associates included in item 1	(213)
6.2	Aggregate amount of payments to related parties and their associates included in item 2	-
<i>Note: if any amounts are shown in items 6.1 or 6.2, your quarterly activity report must include a description of, and an explanation for, such payments.</i>		

7.	Financing facilities <i>Note: the term "facility" includes all forms of financing arrangements available to the entity.</i> <i>Add notes as necessary for an understanding of the sources of finance available to the entity.</i>	Total facility amount at quarter end \$A'000	Amount drawn at quarter end \$A'000
7.1	Loan facilities	-	-
7.2	Credit standby arrangements	-	-
7.3	Other (please specify)	-	-
7.4	Total financing facilities	-	-
7.5	Unused financing facilities available at quarter end		-
7.6	Include in the box below a description of each facility above, including the lender, interest rate, maturity date and whether it is secured or unsecured. If any additional financing facilities have been entered into or are proposed to be entered into after quarter end, include a note providing details of those facilities as well.		

8.	Estimated cash available for future operating activities	\$A'000
8.1	Net cash from / (used in) operating activities (item 1.9)	1,585
8.2	(Payments for exploration & evaluation classified as investing activities) (item 2.1(d))*	(8,615)*
8.3	Total relevant outgoings (item 8.1 + item 8.2)	(7,030)
8.4	Cash and cash equivalents at quarter end (item 4.6)	13,709
8.5	Unused finance facilities available at quarter end (item 7.5)	-
8.6	Total available funding (item 8.4 + item 8.5)	13,709
	<i>Adjusted to include deposits from Working Interest owners (refer to item 2.5)</i>	
8.7	Estimated quarters of funding available (item 8.6 divided by item 8.3)	1.95
	<i>Note: if the entity has reported positive relevant outgoings (ie a net cash inflow) in item 8.3, answer item 8.7 as "N/A". Otherwise, a figure for the estimated quarters of funding available must be included in item 8.7.</i>	
8.8	If item 8.7 is less than 2 quarters, please provide answers to the following questions:	
8.8.1	Does the entity expect that it will continue to have the current level of net operating cash flows for the time being and, if not, why not?	
	Answer: Net operating cash flows will increase as revenue from the recently completed FMDP wells is received.	
8.8.2	Has the entity taken any steps, or does it propose to take any steps, to raise further cash to fund its operations and, if so, what are those steps and how likely does it believe that they will be successful?	
	Answer: Not applicable	

Mining exploration entity or oil and gas exploration entity quarterly cash flow report

8.8.3 Does the entity expect to be able to continue its operations and to meet its business objectives and, if so, on what basis?

Answer: Yes, operations will be funded from cash flow and working capital.

Note: where item 8.7 is less than 2 quarters, all of questions 8.8.1, 8.8.2 and 8.8.3 above must be answered.

Compliance statement

- 1 This statement has been prepared in accordance with accounting standards and policies which comply with Listing Rule 19.11A.
- 2 This statement gives a true and fair view of the matters disclosed.

Date:31 October 2024.....

Authorised by: The Board of Directors, Brookside Energy Limited
(Name of body or officer authorising release – see note 4)

Notes

1. This quarterly cash flow report and the accompanying activity report provide a basis for informing the market about the entity's activities for the past quarter, how they have been financed and the effect this has had on its cash position. An entity that wishes to disclose additional information over and above the minimum required under the Listing Rules is encouraged to do so.
2. If this quarterly cash flow report has been prepared in accordance with Australian Accounting Standards, the definitions in, and provisions of, *AASB 6: Exploration for and Evaluation of Mineral Resources* and *AASB 107: Statement of Cash Flows* apply to this report. If this quarterly cash flow report has been prepared in accordance with other accounting standards agreed by ASX pursuant to Listing Rule 19.11A, the corresponding equivalent standards apply to this report.
3. Dividends received may be classified either as cash flows from operating activities or cash flows from investing activities, depending on the accounting policy of the entity.
4. If this report has been authorised for release to the market by your board of directors, you can insert here: "By the board". If it has been authorised for release to the market by a committee of your board of directors, you can insert here: "By the [name of board committee – eg Audit and Risk Committee]". If it has been authorised for release to the market by a disclosure committee, you can insert here: "By the Disclosure Committee".
5. If this report has been authorised for release to the market by your board of directors and you wish to hold yourself out as complying with recommendation 4.2 of the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations*, the board should have received a declaration from its CEO and CFO that, in their opinion, the financial records of the entity have been properly maintained, that this report complies with the appropriate accounting standards and gives a true and fair view of the cash flows of the entity, and that their opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.