

Third-Quarter 2019 Activities and Cashflow Report

Perth, Western Australia - October 31, 2019 - Brookside Energy Limited (ASX:BRK) (Brookside or the Company) is pleased to provide the following summary of the Company's activities in the world-class Anadarko Basin in Oklahoma during the third-quarter of 2019.

Highlights

- Execution of our land and leasing strategy generated US\$1,870,000 in working capital
- Higher undeveloped acreage prices enabled us to trade our way in to a larger asset base without raising additional capital
- Initial production results from SCOOP Play wells confirmed the quality of the target reservoirs and production appears to be tracking above pre-drill estimates in terms of both recovered volumes and rates of return
- Cash flows from operations and trading activities funded leasing costs (Jewell Unit pooling) and drilling and completion costs (Henry Federal well)
- Path to funding the highly-anticipated Jewell well in the SWISH AOI identified and the Company has had preliminary discussions with an experienced drilling contractor to secure a rig slot at relatively short notice

About Brookside Energy Limited

Brookside Energy is a Perth-based ASX listed company that generates shareholder value by developing oil and gas plays in the world-class Anadarko Basin. Brookside is executing a "Real Estate Development" approach to acquiring prospective acreage in the Anadarko Basin and adding value to it by consolidating leases and proving up oil and gas reserves. The Company then has the option of selling the revalued acreage or maintaining a producing interest. This model is commonly used by private equity investors in the sector and has been successfully piloted by Brookside in the northern Anadarko Basin's STACK Play. Brookside's US partner and manager of operations, Black Mesa is an experienced mid-continent operator, which identifies opportunities and executes development under a commercial agreement with Brookside. The business model effectively assigns risk and provides commercial incentives to maximise value for both parties. The Company is now set to scale-up its activities and asset base significantly with its operated- interests in the SWISH AOI.

Corporate and Financial Summary

Share Price (A\$)	0.01	Cash (A\$)	408,000
Shares on Issue	999,221,875	Working Capital (A\$) ¹	3,600,000
Market Capitalisation	9,992,219	Producing Wells ²	22
Quarterly Sales (A\$) ³	342,000	Quarterly Production (BOE/day) ⁴	224

1. Includes cash, proceeds of US\$1,150,000 from the sale of well bore interests (closing 1 November 2019) and the balance available under the Anadarko Leasing Facility
2. Thirteen of these producing wells are subject to the terms of the Drilling Joint Venture as set out in the Company's announcement dated 25 July 2016, titled "*Brookside Secures STACK Joint Venture Partner*", Brookside will only receive its Working Interest share of net revenue after 100% of drilling and completion capital associated with the relevant wells has been returned to the Drilling Joint Venture.
3. Reported on a cash basis and does not include quarterly sales revenue attributable to the Drilling Joint Venture wells
4. Net production are volumes attributable to the Company's Working Interest and net of royalties and include volumes attributable to wells subject to the Drilling Joint Venture

Anadarko Basin Leasing and Acquisition Activities

Anadarko Basin, Oklahoma

The Anadarko Basin is a geologic depositional and structural basin centred in the western part of Oklahoma that is oil and gas rich, and generally well explored (mature). The basin is a proven tier-one oil and gas development province with significant existing oil and gas gathering and transportation infrastructure, a competitive and highly experienced oil and gas service sector, and a favourable regulatory environment. Recent activity (last six years) has been focussed primarily on two world-class oil and gas plays – STACK and SCOOP. The STACK (Sooner Trend, Anadarko Basin, Canadian and Kingfisher Counties) and SCOOP (South Central Oklahoma Oil Province) Plays are being developed using modern horizontal drilling and completion techniques targeting the Mississippian aged formations (that sit above the Woodford Shale) and the Woodford Shale itself (the organic rich source rock for the hydrocarbons in the basin). The SWISH AOI is an area of interest in the core of the SCOOP Play, identified and named by Brookside’s partner and manager of US operations, Black Mesa Energy (see Figure 1.)

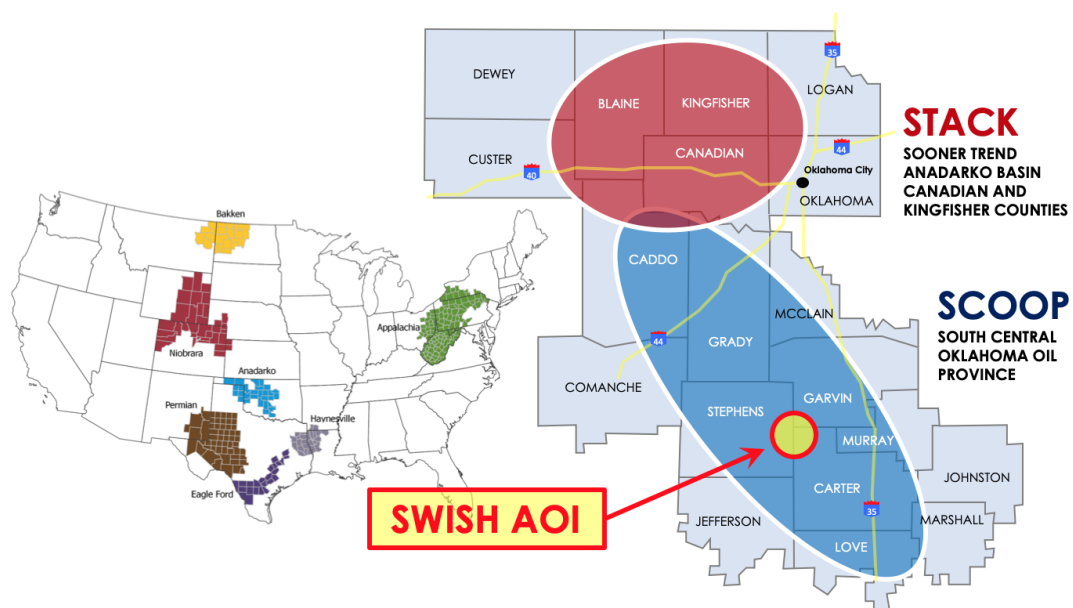


Figure 1. Anadarko Basin, Oklahoma (STACK & SCOOP Plays)

During the quarter the Company continued to successfully execute its land and leasing focussed strategy targeting acreage within the SWISH AOI in the SCOOP Play. Significant progress was made particularly regarding the Company’s trading and high-grading activities and work in the Oklahoma Corporation Commission as we began to consolidate our position around a number of core high-grade Drilling Spacing Units (**DSUs**).

Importantly the Company was successful in securing a Pooling Order for its first operated DSU, the Jewell Unit. This Pooling order is the first step on the path towards a successful production test of the Sycamore formation in this DSU, which is expected to be a catalyst for a material increase in the per-acre value of the Company’s acreage within the SWISH AOI.



This is the first DSU to be successfully pooled by Black Mesa Energy on behalf of Brookside as part of the Company's ongoing transition to operator. The Jewell Unit was established as an 880-acre DSU for the exploitation of the Sycamore, Woodford and Hunton formations.

The Company subsequently announced that it had successfully pooled approximately 90% of the acreage available in the Jewell Unit.

With the pooling process substantially complete, the Company will now proceed with site works on the Jewell Unit (including building an all-weather location and setting conductor casing) ahead of the commencement of drilling operations. The Company has made preliminary enquiries with a very experienced drilling contractor that is currently operating in the SWISH AOI and expects that it will be able to secure a rig slot at relatively short notice.

Drilling and completion activity within the SWISH AOI also continued to ramp-up during the September quarter with eight horizontal wells at various stages of development (from permitted, to drilling, drilled waiting on completion, to completing and producing). In addition to our emerging operated position with the AOI, Brookside also announced that it had a non-operated Working Interest in the area (including three wells targeting the Sycamore formation and two wells targeting the Woodford formation).

Of particular note are the Boardwalk 1-5MH well (Brookside 2.42% Working Interest) which recorded an IP24 of 1,617 barrels of oil equivalent (61% oil) and the Betts M1-6-31XH well (Brookside does not have an interest in the well) which recorded an IP24 of 1,612 barrels of oil equivalent (75% oil). More recently, the Company announced stunning results from the Ringer Ranch 1-20-17XHM well (Brookside 0.02% Working Interest) which recorded an IP24 of 2,067 barrels of oil equivalent (80% oil).

All of these wells are within the Company's AOI in close proximity to or within our acreage.

These initial production results have further confirmed the prolific nature of this under-developed conventional reservoir in this part of the SCOOP Play and importantly the wells appear to be tracking above our own pre-drill estimates for recovered volumes and rates of return.

In another very strong endorsement of the Company's strategy and business model, the Company provided an update (post the end of the quarter) on its acreage high-grading and trading activities in the SWISH AOI. The Company was able to capitalise on increasing undeveloped acreage values to trade its way to a larger acreage position and generate a cash injection of US\$720,000.



Drilling and Completion Activities

The Company now has an interest in forty-three horizontal wells, targeting the productive formations of the Anadarko Basin in both the STACK and SCOOP Plays) (see Table 1. below).

Well Name	Operator	WI	Status
Zenyatta 28-33-1-4-1WXH	Roan Resources, LLC.	0.02%	Producing
Ringer Ranch #1-20-17XHM	Continental Resources, Inc.	0.02%	Producing
Boardwalk 1-5MH	Casillas Operating, LLC.	2.42%	Producing
Strack #1-2-11XH	Marathon Oil, Co.	1.02%	Producing
Davis #1-8-1611MH	Triumph Energy Partners, LLC	1.17%	Producing
Landreth BIA #1-14H	Marathon Oil, Co.	2.55%	Producing
Herring #1-33 1513MH	Triumph Energy, LLC	18.18%	Producing
Sphinx 26-16N-11W #1H	Devon Energy Corp.	3.13%	Producing
Nelson Com #1H-0607X	Marathon Oil, Co.	0.38%	Producing
Roser #1611-3-34	Marathon Oil, Co.	3.89%	Producing
Kevin FIU #1-20-17XH	Continental Resources, Inc.	2.11%	Producing
Dr. No. #1-17-20XH	Triumph Energy Partners, LLC	3.70%	Producing
Randolph #34-2	Continental Resources, Inc.	0.26%	Producing
Mote #1-26-23H	Rimrock Resource Operating, LLC	3.20%	Producing
Ladybug 27_22-15N-13W #1HX	Devon Energy Corp.	2.20%	Producing
Bullard #1-18/7H	Rimrock Resource Operating, LLC	20.81%	Producing
Big Earl #6-15N-10W	Devon Energy Corp.	0.03%	Producing
Centaur 7_6-15N-10W #2HX	Devon Energy Corp.	0.03%	Producing
Centaur 7_6-15N-10W #3HX	Devon Energy Corp.	0.03%	Producing
Centaur 7_6-15N-10W #4HX	Devon Energy Corp.	0.03%	Producing
Centaur 7_6-15N-10W #5HX	Devon Energy Corp.	0.03%	Producing
Henry Federal #1-8-5XH	Continental Resources, Inc.	7.27%	Producing
Biffle 22-15UW1H	Cheyenne Petroleum, Co.	0.16%	Completing
Leon 1-23-14XHM	Continental Resources, Inc.	0.12%	Completing
Jewell #1-13-12SXH	Black Mesa Production, LLC	90.00%	Permitted
McKinley #13&24 15-13	Continental Resources, Inc.	1.02%	Permitting
Watonga #1-19H	Highmark Resources, LLC	0.26%	Permitting
STACK 27-17-11	Cimarex Energy, Co.	1.01%	Permitting
Venice #1-20/17UWH	Rimrock Resource Operating, LLC	0.03%	Permitting
SWISH 33&28 1N-4W	Citizen Energy II, LLC	0.02%	Permitting
SWISH 33&4 1S-4W	Citizen Energy II, LLC	0.02%	Permitting
SWISH 14&23 1N-4W	Cheyenne Petroleum, Co.	0.23%	Permitting
Rangers #1-36-WH1	Black Mesa Production, LLC	41.25%	Permitting
Maple Leafs 15-SH1	Black Mesa Production, LLC	22.50%	Permitting
Flames 10-3-WH1	Black Mesa Production, LLC	58.59%	Permitting
Sneffels 1-9HW	Citation Oil & Gas Corporation	1.88%	Permitting
Doc Holliday 26-35-1WH	89 Energy Holdings, LLC	4.89%	Permitting
Stardust #1-16-21XH	Echo Exploration & Production, LLC.	0.08%	Permitting
Stardust #3-16-21XH	Echo Exploration & Production, LLC.	0.08%	Permitting
War Machine #16-21-1WXH	Roan Resources, LLC.	0.08%	Permitting
TBD 16-211XH	89 Energy Holdings, LLC	0.08%	Permitting
Lola #1-13-24XH	Echo Exploration & Production, LLC.	0.14%	Permitting
Deep Impact #13-24 1WXH	Roan Resources, LLC.	0.14%	Permitting

Note: Working Interest percentages may change subject to the issue of final pooling orders.



During the quarter, the Company's non-operated Working Interest wells continued to deliver excellent sustained production rates providing further support for the quality of the acreage that Brookside has been able to secure within the Anadarko Basin in Oklahoma.

Of particular note this quarter, was the Continental Resources, Inc. (NYSE:CLR) operated Henry Federal #1-8-5XH well (Brookside 7.27% Working Interest) in the STACK Play which recorded an IP24 of 1,319 barrels of oil equivalent (65% oil) producing from the Meramec formation. Subsequent to the end of the quarter the Company announced that it had sold a portion of its Working Interest in this well (see the Corporate section of this report below for further detail).

The Company expects to be able to provide an update on production from the Devon Energy Corp. (NYSE:DVN) operated Centaur Unit (four well infill development project in the STACK Play) along with a number of SWISH AOI wells, during the fourth quarter.

Production and Cash Flow

Oil and gas production and sales continued during the quarter, with volumes coming from a mix of Drilling Joint Venture wells and from wells funded outside of this off-balance sheet structure. Net production (volumes attributable to the Company's Working Interest and net of royalties) and net revenues (net of all operating costs, severance and ad valorem expenses) are summarised below.

Description	Total
Revenue Net of Expenses (US\$) ¹	322,522
Net Oil Volume (bbls)	5,179
Net Gas Volumes (Mcf)	91,613
Net Volume (BOE)	20,448
Average Daily Production	224 BOE/day

1. Pursuant to the terms of the Drilling Joint Venture as set out set out in the Company's announcement dated 25 July 2016, titled "*Brookside Secures STACK Joint Venture Partner*", Brookside will only receive its Working Interest share of net revenue after 100% of drilling and completion capital associated with the relevant well has been returned to the Drilling Joint Venture.

Cash flows from operating activities for the quarter included; receipts from sales of A\$342,000 (note that receipts from sales are reported on a cash basis while the net revenues reported in the activities report are reported on an accrual basis based on volumes produced in the quarter). Accrued revenues from wells completed and brought online during the quarter (including the Henry Federal well) have not been included in receipts from sales for the third-quarter; payments for exploration and evaluation of A\$1,429,000, includes general leasehold acquisitions, the final costs associated with pooling the Jewell Unit and drilling and completion expenses related to the Henry Federal well (Brookside 7.27% Working Interest); and administration and corporate costs of A\$174,000.

Cash flows from investing activities included; outflow of A\$150,000 for subscription for shares in the public offer by Stonehorse Energy Limited (ASX:SHE) (Stonehorse or the Company); and inflows of A\$1,062,000 from acreage trading activity within the SWISH AOI.



Corporate

Summary

During the quarter the Company continued to fund its activities from a mix of proceeds from oil and gas sales and working capital. Pleasingly the Company was able to continue to expand its asset base in the Anadarko Basin (specifically in the SCOOP Play – SWISH AOI) through its acreage high-grading and trading activities without the need to raise additional capital by issuing new equity. The Company is now looking to continue to concentrate its efforts around a number of very-high grade operated DSUs (including the Jewell Unit) in the SWISH AOI using its acreage position to leverage into a larger holding through further trading and spacing and pooling activities. Details of the Company's oil and gas interests, capital structure and top twenty shareholders are set out in the attached Appendices.

Corporate Development

As set out in our announcement dated 2 October 2019, Stonehorse confirmed its commitment to step-in to the opportunities outlined in that company's disclosure for its recent ~A\$4.5 million capital raising.

In a further announcement dated 24 October 2019, Stonehorse agreed to purchase Working Interests in the Bullard #1-18-07-UWH and Henry Federal #1-8-5XH wells. Stonehorse will pay a total of US\$1,150,000 to acquire a 15.6% Working Interest in the Bullard well and a 2.3% Working Interest in the Henry Federal well. Brookside will retain a Working Interest in both well bores and importantly (consistent with Brookside's acreage acquisition and revaluation business model) the Company will retain 100% of its interest in the proved undeveloped reserves in each of these DSUs. The Company looks forward to working with the Board of Stonehorse as it continues to grow its portfolio of oil and gas assets in the Anadarko Basin.

On the Jewell Unit development, the Company continues to progress the path to funding for the drilling and completion costs associated with this high impact (Black Mesa Energy operated) well and looks forward to providing shareholders with further updates in due course.

Anadarko Leasing Facility

The Company has reached agreement with Oklahoma Energy, LLC to extend the maturity date for the Anadarko Leasing Facility until 31 December 2020. All of the other terms of this facility (including the interest rate payable) remain unchanged.

Drilling Joint Venture

To date this off-balance sheet joint venture has funded Brookside's participation in a total of thirteen wells for a total cost (drilling and completion) of US\$4,700,000. Maximum drawdown under the joint venture was US\$3,700,000, with the balance funded from revenue received from the joint venture wells which was subsequently re-invested. A total of US\$740,000 has now been returned to the joint venture, with a drawn amount of US\$2,960,000 as at 31 October 2019. The parties do not intend to make further drawdowns via the joint venture and revenue received from the joint venture wells will be returned to the joint venture on a quarterly basis. The joint venture owns the net revenue stream that is generated from the joint venture wells and the income stream is split as follows, 100% of net revenue from the joint venture wells until 100% of the capital it has contributed is repaid, and thereafter 25% of net revenue from the joint venture wells for the life of the wells.



Black Mesa Energy Board Meetings

The Board of Black Mesa Energy met monthly during the quarter. David Prentice is a non-executive director of Black Mesa Energy and Brookside's representative on this board. Michael Fry (Brookside's Chairman) and David Prentice attended these meetings via conference call (both attended in person at Black Mesa Energy's office in Tulsa for the meeting held in late August).

Investor Relations

During the quarter the Company continued to work on a number of initiatives aimed at keeping its shareholders informed, raising the profile of Brookside in the investment community, and improving investor understanding of the Company's investment proposition, business model and strategy. The Company's Managing Director also presented at several conferences and investment events during the quarter and provided regular updates via video interviews.

- ENDS -

For further information contact:

Loren King
Director and Secretary

Brookside Energy Limited
Tel: (+61 8) 6489 1600
loren@brookside-energy.com.au



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.

This announcement does not constitute investment advice. Neither this announcement nor the information contained in it constitutes an offer, invitation, solicitation or recommendation in relation to the purchase or sale of shares in any jurisdiction. Shareholders should not rely on this announcement. This announcement does not take into account any person's particular investment objectives, financial resources or other relevant circumstances and the opinions and recommendations in this announcement are not intended to represent recommendations of particular investments to particular persons. All securities transactions involve risks, which include (among others) the risk of adverse or unanticipated market, financial or political developments.

The information set out in this announcement does not purport to be all-inclusive or to contain all the information, which its recipients may require in order to make an informed assessment of Brookside Energy. You should conduct your own investigations and perform your own analysis in order to satisfy yourself as to the accuracy and completeness of the information, statements and opinions contained in this announcement.

To the fullest extent permitted by law, the Company does not make any representation or warranty, express or implied, as to the accuracy or completeness of any information, statements, opinions, estimates, forecasts or other representations contained in this announcement. No responsibility for any errors or omissions from this announcement arising out of negligence or otherwise is accepted.

ABOUT BROOKSIDE ENERGY LIMITED

Brookside is an Australian publicly held company listed on the Australian Securities Exchange (ASX:BRK). The Company was established in 2004 and first listed via an Initial Public Offering in October 2005. The Company has established deep and valued relationships in the oil and gas sector over the last 10 years through its successful activities in the oil and gas sector focused on the mid-continent region of the United States. Brookside's goal is to build value per share through a disciplined portfolio approach to the acquisition and development of producing oil and gas assets and the leasing and development of acreage opportunities.

Web <http://www.brookside-energy.com.au>

ABOUT BLACK MESA ENERGY LLC

Black Mesa is an Oklahoma domiciled limited liability company established for the purpose of identifying and exploiting opportunities in the upstream oil and gas sector on-shore in the United States. Black Mesa was capitalised via an agreement between the Tulsa Equity Group, BRK Oklahoma (a wholly owned subsidiary of Brookside Energy Limited) and the Incentive Members of Black Mesa. Black Mesa is executing a returns-based, disciplined strategy directed at the acquisition of producing properties, lower-risk development drilling opportunities and larger scale entry level acreage plays/concepts. Black Mesa's is leveraging the extensive experience of its executive team and its Board with the latest technology and data sets that are available to identify and evaluate opportunities.

Web <http://www.blkmesa.com>



GLOSSARY

APO WI	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.
Mboe	1,000 barrels of oil equivalent
Mcf	1,000 cubic feet
MMboe	1,000,000 barrel of oil equivalent
NPV₁₀	The net present value of future net revenue, before income taxes and using a discount rate of 10%.
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	<p>These reserve categories are totalled up by the measures 1P, 2P, and 3P, which are inclusive of all reserves types:</p> <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 "proved AND probable AND possible."
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
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 – Schedule of Oil and Gas Interests

COUNTY	INTEREST ACQUIRED OR DISPOSED OF DURING THE QUARTER	TOTAL ACRES	WORKING INTEREST
Blaine County, Oklahoma	Nil	~430 acres	Working Interest
Garvin County, Oklahoma	Nil	~305 acres	Working Interest
Stephens & Carter Counties, Oklahoma	~200 acres	~2,200 acres	Working Interest



Appendix 2 – Capital Structure

Main register issued capital

Security	Name	Issued Capital	Holdings
BRK	ORDINARY FULLY PAID SHARES	999,221,875	2,139

Other securities on issue

Security	Name	Units	Holdings
BRKOA	OPTIONS @ \$0.03 EXP 31 DECEMBER 2020	295,140,625	98



Appendix 3 – Top 20 Shareholders

Top Holders Grouped Report

Brookside Energy Limited

Security Class(es): BRK - ORDINARY FULLY PAID SHARES

Display Top: 20

As at Date: 31-Oct-2019

Position	Holder Name	Holding	% IC
1	THE TRUST COMPANY (AUSTRALIA) LIMITED <MOF A/C>	120,500,000	12.06%
2	GREAT SOUTHERN FLOUR MILLS PTY LTD	90,000,000	9.01%
3	BNP PARIBAS NOMINEES PTY LTD <B AU NOMS RETAILCLIENT DRP>	53,195,221	5.32%
4	MR MARK JAMES CASEY	50,265,901	5.03%
5	MR JONATHAN MARK WILD	25,000,000	2.50%
5	STATION NOMINEES PTY LTD <STATION SUPER FUND A/C>	25,000,000	2.50%
6	ASPIRE WEST PTY LTD	20,000,000	2.00%
7	AUSEPEN PTY LTD <DESKTOP A/C>	19,500,000	1.95%
8	DE JONG SUPERANNUATION PTY LTD <THE DEJONG SUPER FUND A/C>	18,000,000	1.80%
9	DOMAEVO PTY LTD <THE JCS A/C NO2>	16,214,443	1.62%
10	JKR SUPER PTY LTD <JPR SUPER FUND A/C>	15,000,000	1.50%
10	MR RICHARD STUART DONGRAY & MRS JOAN DONGRAY <SUPER FUND A/C>	15,000,000	1.50%
11	MR HOAI NAM PHAM	14,061,434	1.41%
12	AVANTEOS INVESTMENTS LIMITED <WARCZAK SUPER FUND A/C>	13,956,702	1.40%
13	PANDORA PERTH PTY LTD	13,500,000	1.35%
14	MR PAUL SIMON DONGRAY <THE DONGRAY FAMILY NO 2 A/C>	12,000,000	1.20%
15	DR DANIEL GEORGE PECHAR & MRS KATRINA JANE PECHAR <PECHAR SUPER FUND A/C>	11,000,000	1.10%
16	MR OWEN JOHN CLARE & MRS ROSALIND MARY CLARE <CLARE SUPER FUND A/C>	10,446,555	1.05%
17	SABRELINE PTY LTD <JPR INVESTMENT A/C>	10,000,000	1.00%
18	MR IAN ALASTAIR LEETE & MRS HELEN LEETE <THE LEETE FAMILY S/F A/C>	9,166,667	0.92%
19	MR RUSSELL JOHN DREDGE & MRS MELINDA JANE DREDGE <JOBIE SUPER FUND A/C>	8,937,500	0.89%
20	MR STEPHEN LAMBERT & MR NIGEL LAMBERT & MRS RITA LAMBERT & MRS LOISE LAMBERT <LAMBERT SUPER FUND A/C>	8,420,555	0.84%
	TOTALS	579,164,978	57.96%
	Total Issued Capital	999,221,875	100.00%

Report generated on 31-Oct-2019 at 12:34 PM

Appendix 5B

Mining exploration entity and oil and gas exploration entity quarterly report

Introduced 01/07/96 Origin Appendix 8 Amended 01/07/97, 01/07/98, 30/09/01, 01/06/10, 17/12/10, 01/05/13, 01/09/16

Name of entity

Brookside Energy Limited (**Brookside**, the **Company**)

ABN

15 108 787 720

Quarter ended ("current quarter")

30 September 2019

Consolidated statement of cash flows	Current quarter (Sept 2019) \$A'000	Year to date (9 months) \$A'000
1. Cash flows from operating activities		
1.1 Receipts from customers	342	1,338
1.2 Payments for		
(a) exploration & evaluation	(1,429)	(2,613)
(b) development	-	-
(c) production	(76)	(278)
(d) staff costs	-	-
(e) administration and corporate costs	(174)	(586)
1.3 Dividends received (see note 3)	-	-
1.4 Interest received	-	-
1.5 Interest and other costs of finance paid	-	-
1.6 Income taxes paid	-	-
1.7 Research and development refunds	-	-
1.8 Other (ATO GST refunds)	16	47
Net cash from / (used in) operating activities	(1,321)	(2,092)

Consolidated statement of cash flows	Current quarter (Sept 2019) \$A'000	Year to date (9 months) \$A'000
2. Cash flows from investing activities		
2.1 Payments to acquire:		
(a) property, plant and equipment	-	-
(b) tenements (see item 10)	-	-
(c) investments	(150)	(505)
(d) other non-current assets	-	-
2.2 Proceeds from the disposal of:		
(a) property, plant and equipment	-	-
(b) tenements (see item 10)	-	-
(c) investments	1,062	1,449
(d) other non-current assets	-	-
2.3 Cash flows from loans to other entities	-	-
2.4 Dividends received (see note 3)	-	-
2.5 Other (Movement in Cash Held by Black Mesa Production)	110	110
2.6 Net cash from / (used in) investing activities	1,022	1,054

3. Cash flows from financing activities		
3.1 Proceeds from issues of securities	-	11
3.2 Proceeds from issue of convertible notes	-	-
3.3 Proceeds from exercise of share options	-	-
3.4 Transaction costs related to issues of shares, convertible notes or options	-	-
3.5 Proceeds from borrowings	-	200
3.6 Repayment of borrowings	-	-
3.7 Transaction costs related to loans and borrowings	-	-
3.8 Dividends paid	-	-
3.9 Other (provide details if material)	-	-
3.10 Net cash from / (used in) financing activities	-	211

Consolidated statement of cash flows		Current quarter (Sept 2019) \$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	707	1,190
4.2	Net cash from / (used in) operating activities (item 1.9 above)	(1,321)	(2,092)
4.3	Net cash from / (used in) investing activities (item 2.6 above)	1,022	1,054
4.4	Net cash from / (used in) financing activities (item 3.10 above)	-	211
4.5	Effect of movement in exchange rates on cash held	-	45
4.6	Cash and cash equivalents at end of period	408	408

5. Reconciliation of cash and cash equivalents <i>at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts</i>	Current quarter (Sept 2019) \$A'000	Previous quarter (Jun 2019) \$A'000
5.1 Bank balances	3	207
5.2 Call deposits	405	500
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)	408¹	707

¹ In addition to Cash and Cash Equivalents, Brookside will receive proceeds of (US\$1,150,000) from the sale of well bore interests (closing 1 November 2019) as announced on 24 October 2019 and it has AUD\$1,545,757 of the US\$4.0m Anadarko Leasing Facility remaining and available for draw down at the Company's discretion.

6. Payments to directors of the entity and their associates	Current quarter \$A'000
6.1 Aggregate amount of payments to these parties included in item 1.2	69
6.2 Aggregate amount of cash flow from loans to these parties included in item 2.3	-
6.3 Include below any explanation necessary to understand the transactions included in items 6.1 and 6.2 - <i>Payment of director's fees.</i>	

7. Payments to related entities of the entity and their associates	Current quarter (Sept 2019) \$A'000
7.1 Aggregate amount of payments to these parties included in item 1.2	21
7.2 Aggregate amount of cash flow from loans to these parties included in item 2.3	-
7.3 Include below any explanation necessary to understand the transactions included in items 7.1 and 7.2 - <i>Payment of rent and corporate administration expense.</i>	

8. Financing facilities available <i>Add notes as necessary for an understanding of the position</i>	Total facility amount at quarter end \$A'000	Amount drawn at quarter end \$A'000
8.1 Loan facilities	5,926,804	4,381,407
8.2 Credit standby arrangements	-	-
8.3 Other (please specify)	-	-
8.4 Include below a description of each facility above, including the lender, interest rate and whether it is secured or unsecured. If any additional facilities have been entered into or are proposed to be entered into after quarter end, include details of those facilities as well: - <i>US\$4.0 million Anadarko Leasing Facility (24-month maturity) (Leasing Facility) with interest payable quarterly in arrears at the rate of 12% per annum on draw down amounts. The Leasing Facility is secured by Anadarko Leasing, LLC's interest in working leasehold acreage acquired during the term of the Facility. Anadarko Leasing, LLC is a wholly owned subsidiary of Brookside.</i> - <i>As at 30 September 2019 the USD value of the Leasing Facility was \$2,956,768, which, using an AUD/USD exchange rate of 0.6749, equates to AUD\$4,381,047. Brookside has AUD\$1,545,757 available for draw down in the Leasing Facility.</i>		

9. Estimated cash outflows for next quarter	Next Quarter (Dec 2019) \$A'000
9.1 Exploration and evaluation	(250)
9.2 Development	-
9.3 Production	(20)
9.4 Staff costs	-
9.5 Administration and corporate costs	(131)
9.6 Other (provide details if material)	-
9.7 Total estimated cash outflows	(401)

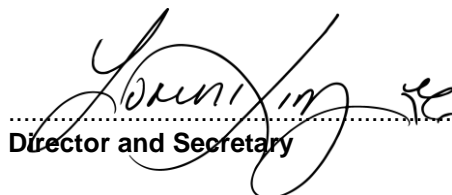
Mining exploration entity and oil and gas exploration entity quarterly report

10.	Changes in tenements (items 2.1(b) and 2.2(b) above)	Tenement reference and location	Nature of interest	Interest at beginning of quarter	Interest at end of quarter
10.1	Interests in mining tenements and petroleum tenements lapsed, relinquished or reduced	-	-	-	-
10.2	Interests in mining tenements and petroleum tenements acquired or increased	-	-	-	-

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.

Sign here:



Director and Secretary

Date: 31 October 2019

Print name: Loren King

Notes

1. The quarterly report provides a basis for informing the market how the entity's activities have been financed for the past quarter and the effect on its cash position. An entity that wishes to disclose additional information is encouraged to do so, in a note or notes included in or attached to this report.
2. If this quarterly 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 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.