

Fourth-Quarter 2019 Activities and Cashflow Report

Perth, Western Australia - January 31, 2020 - 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 fourth-quarter of 2019.

Highlights

- New generation horizontal wells drilled in the SWISH AOI over the last 20-months provide "proof of concept" for the productivity of both the Sycamore and Woodford reservoirs
- Sustained production from the Bullard well and several SWISH AOI wells point to higher forecast recovered volumes, strong ROR's, short pay-out periods and ultimately higher per-acre values
- Significant progress made establishing dominance and a path to operations on two additional Drilling Spacing Units (DSUs)
- Cash flow from oil and gas sales and strategic divestments funds drilling and completion costs, small reduction in borrowings and important working capital to fund strategic land and leasing progress
- Drilling Joint Venture wells generate substantial revenue and provide a healthy return of capital to this off-balance sheet joint venture during the quarter

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\$)	0.007	Cash (A\$)	1,187,000
Shares on Issue	999,221,875	Working Capital (A\$) ¹	2,733,000
Market Capitalisation	6,994,553	Producing Wells ²	24
Quarterly Sales (A\$) ³	464,000	Quarterly Production (BOE/day) ⁴	160

1. Includes cash and the balance available under the Anadarko Leasing Facility.
2. Twelve 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 are 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.)

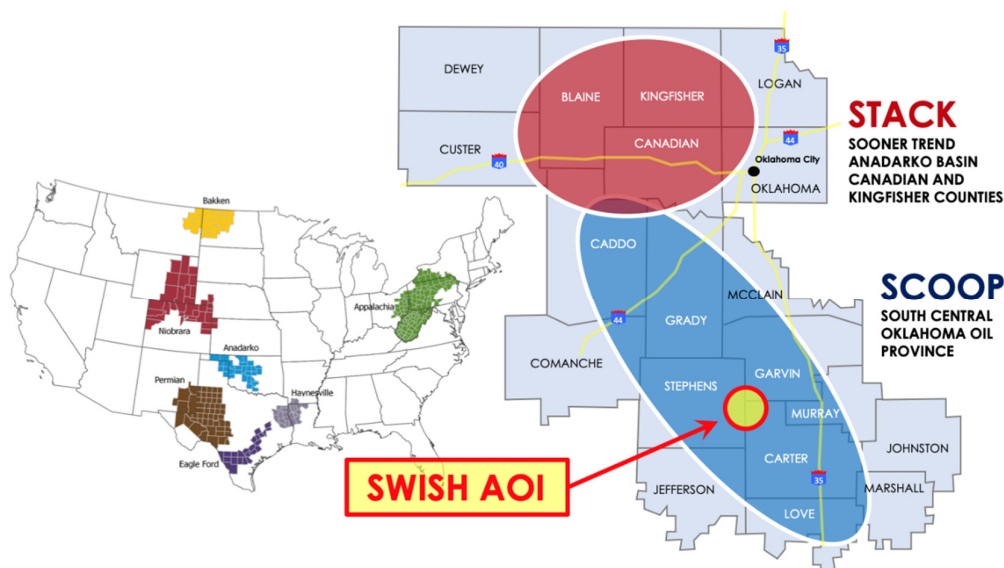


Figure 1. Anadarko Basin, Oklahoma (STACK & SCOOP Plays)

During the quarter the Company continued to successfully execute its land and leasing focused strategy targeting acreage within the SWISH AOI in the SCOOP Play. Significant progress continues to be made on this front with activity during the quarter focused on securing operations on additional high-grade core Drilling Spacing Units (DSU's).

SWISH AOI Opportunity Continues to Deliver Outstanding Results

Drilling and completion activity within the SWISH AOI continued to ramp-up during the quarter with a number of horizontal wells targeting both the Sycamore and Woodford formations at various stages of development (see Figure 2.). Importantly, these wells are the first of the “new generation” horizontals to be drilled within the SWISH AOI and early production data suggests that recovered volumes and rates of return (even at current Strip Pricing) will be significantly better than our internal pre-drill modelling.

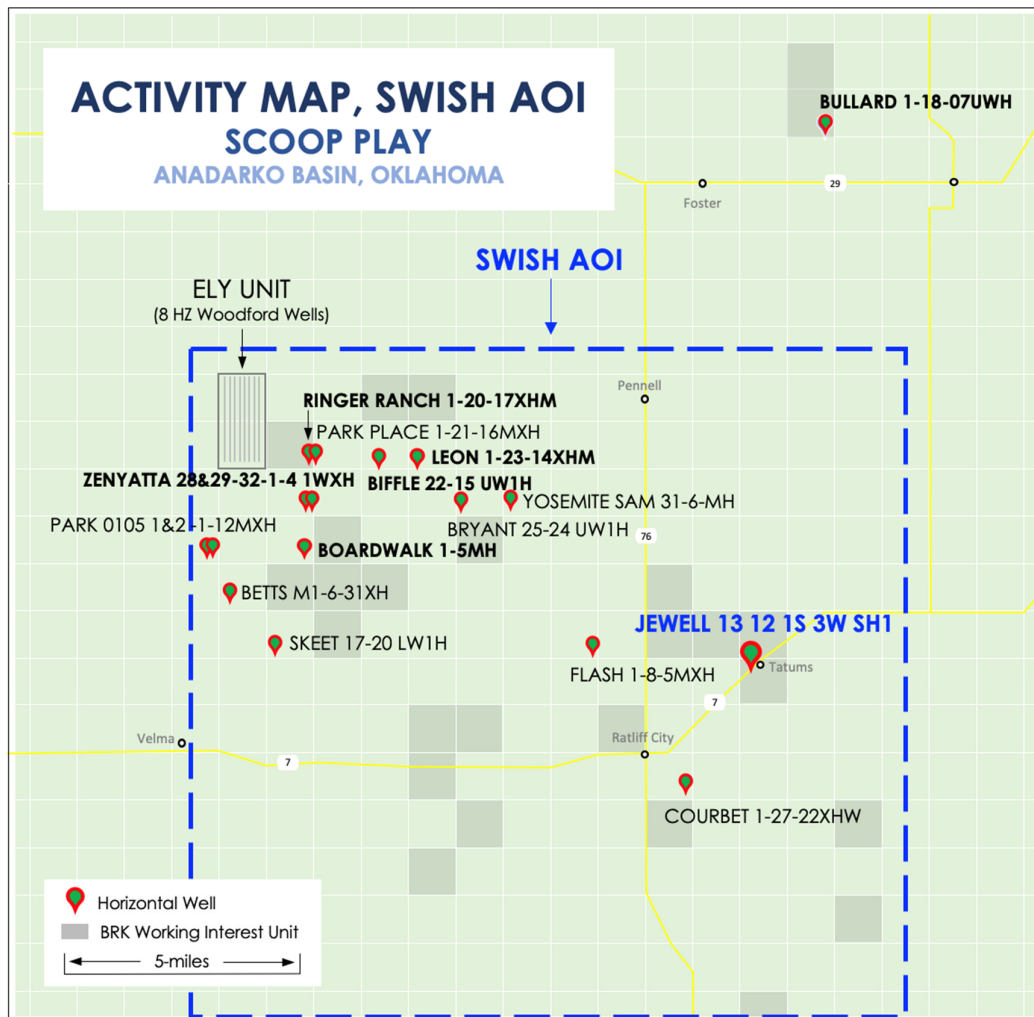


Figure 2. Activity Map, SWISH AOI, SCOOP Play, Anadarko Basin, Oklahoma

This increase in activity and the remarkable results that this part of the SCOOP Play (Sycamore-Woodford trend) is delivering are very supportive of our acreage re-valuation or real estate development approach. The oil and gas reserves that will be defined in these “stacked formations” will underpin much higher per-acre valuations as the area is further developed and operators look to consolidate their positions in what is already some of the most sought after acreage in Oklahoma.

Significant progress was made during the quarter on establishing dominance and a path to operations on two additional DSU's, the Flames and Rangers Units. The Company expects to be in a position to provide an update on these two new operated units in the March quarter.



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	5.21%	Producing
Big Earl #6-15N-10W	Devon Energy Corp.	0.03%	Producing
Centaur 7_6-15N-10W #2HX	Devon Energy Corp.	0.32%	Producing
Centaur 7_6-15N-10W #3HX	Devon Energy Corp.	0.32%	Producing
Centaur 7_6-15N-10W #4HX	Devon Energy Corp.	0.32%	Producing
Centaur 7_6-15N-10W #5HX	Devon Energy Corp.	0.32%	Producing
Henry Federal #1-8-5XH	Continental Resources, Inc.	4.43%	Producing
Leon 1-23-14XHM	Continental Resources, Inc.	0.12%	Producing
Biffle 22-15UW1H	Cheyenne Petroleum, Co.	0.16%	Producing
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 continued strong performance of the Bullard #1-18-07-UWH well (Brookside 5.21% Working Interest). This Rimrock Resources operated well has now produced gross well head volumes of 335,000 barrels of oil equivalent (50% oil) and generated gross revenue of US\$12.13m (representing a 100% working interest before royalty payments at realised pricing of US\$58/Bbl. and US\$1.61/Mcf) with the well now expected to achieve "pay-out" in less than 2-years. This performance is clearly a very strong endorsement of the Woodford Shales potential in this area, keeping in mind that this is Brookside's secondary target (behind the Sycamore) in the SWISH AOI.

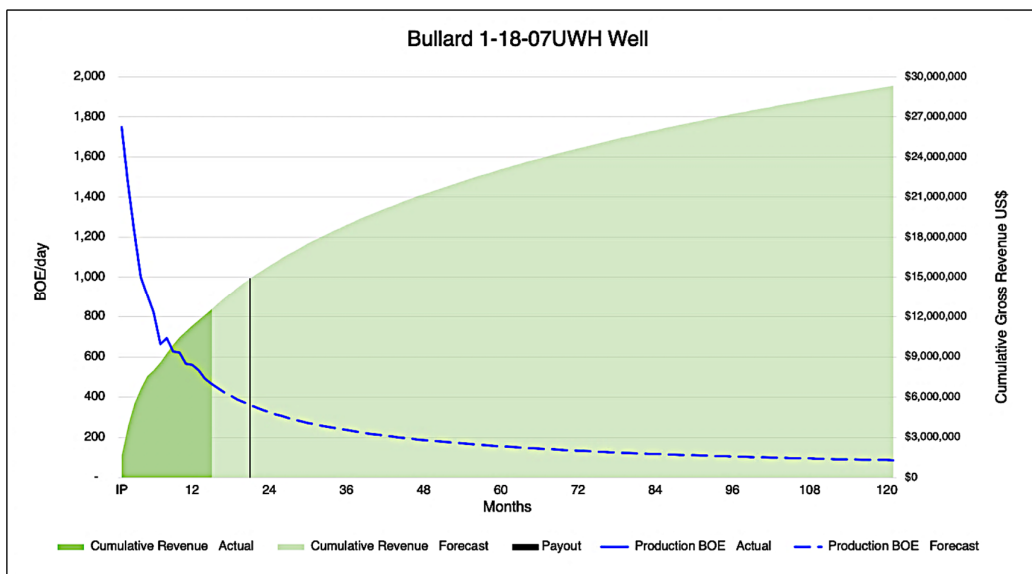


Figure 3. Bullard 1-18-07UWH well, Rate/Time Plot

The Bullard well is located approximately 5-miles north of the northern edge of the SWISH AOI and approximately 12-miles northeast of the Oviniv Inc, (NYSE: OVV) (Oviniv) (formerly Encana Corp.) operated Ely Unit (eight extended length horizontal wells drilled in a single 1,280-acre DSU)(see Figure 2.). The Ely Unit wells delivered average IP24's of 1,044 barrels of oil equivalent (42.5% oil) each and the unit produced approximately 1,460,000 barrels of oil equivalent (approximately 30% oil) in its first seven months of production.

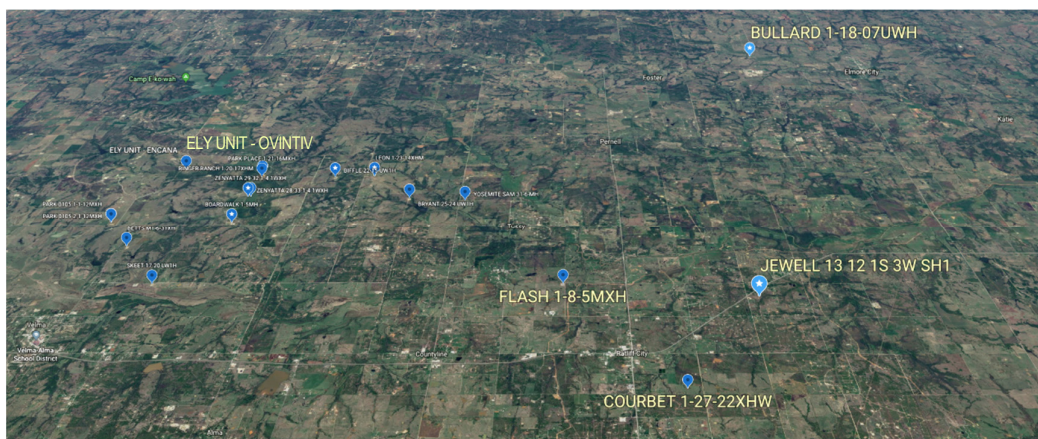


Figure 4. Relative location of Ely Unit



As outlined above, activity within the SWISH AOI ramped-up significantly during the fourth quarter with a number of initial production rates reported for horizontal wells successfully drilled and completed in either the Sycamore or Woodford formations. The table below details initial production rates and/or status of the fifteen wells recently drilled or completed for production within the SWISH AOI.

Well Name	STATUS	IP24 BOEPD	FORMATION	BRK WI
BETTS M1-6-31XH	PRODUCING	1,612	SYCAMORE	
BIFFLE 22-15 UW1H	FLOWING BACK		WOODFORD	✓
BOARDWALK 1-5MH	PRODUCING	1,617	SYCAMORE	✓
BRYANT 25-24 UW1H	FLOWING BACK		WOODFORD	
COURBET 1-27-22XHW	PRODUCING	1,621	WOODFORD	
ELY UNIT - ENCANA	PRODUCING		WOODFORD	
FLASH 1-8-5MXH	PRODUCING	1,978	SYCAMORE	
JEWELL 13 12 1S 3W SH1	SPACED & POOLED		SYCAMORE	✓
LEON 1-23-14XHM	PRODUCING	1,945	SYCAMORE	✓
PARK 0105 1-1-12MXH	DRILLING		SYCAMORE	
PARK 0105 2-1-12MXH	DRILLING		SYCAMORE	
PARK PLACE 1-21-16MXH	PRODUCING	2,377	SYCAMORE	
RINGER RANCH 1-20-17XHM	PRODUCING	2,067	SYCAMORE	✓
SKEET 17-20 LW1H	PRODUCING	895	WOODFORD	
YOSEMITE SAM 31-6-MH	WAITING ON COMPLETION		SYCAMORE	
ZENYATTA 28-33-1-4 1WXH	PRODUCING	850	WOODFORD	✓
ZENYATTA 29-32-1-4 1WXH	PRODUCING	1,105	WOODFORD	
BULLARD 1-18-07UWH	PRODUCING	1,828	WOODFORD	✓

Note: BULLARD 1-18-07UWH is a Woodford well located ~5-miles north of the SWISH AOI

We have now seen IP24's reported for ten "new generation" horizontal wells drilled and completed in the SWISH AOI. This includes six wells targeting the Sycamore formation and four wells targeting the Woodford formation. Importantly, all of these wells have been drilled and completed within the last 20-months and this represents all of the wells drilled in this period. Remarkably, seven of these wells produced IP24's above 1,600 barrels of oil equivalent which is approximately 23% above our pre-drill estimates for the SWISH AOI.

In addition, to these impressive initial production results we are now also beginning to see sustained production results being reported from some of these wells.

Three Continental Resources, Inc (NYSE: CLR) (Continental Resources) operated wells drilled in the SWISH AOI now have sufficient data to report and or forecast sustained production results.

The Ringer Ranch 1-20-17XHM well (Brookside 0.02% Working Interest) achieved an IP24 of 2,067 barrels of oil equivalent and production records confirm that it is now on track to produce approximately 100,000 barrels of oil in its first two months of production. While the Leon 1-23-14XHM well (Brookside 0.12% Working Interest) achieved an IP24 of 1,945 barrels of oil equivalent and looks set to produce 100,000 barrels of oil in its first three months of production.

Finally, the Betts M1-6-31XH well (first sales in November 2018) has already produced 260,670 barrels of oil equivalent (67% oil) in its first 12 months.

The following Rate/Time plots show the performance of these wells beyond the initial rates.

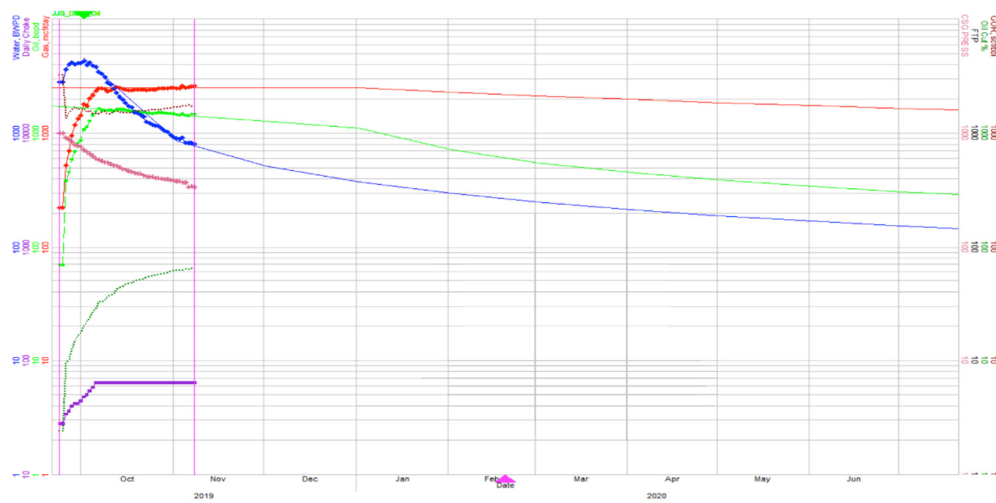


Figure 5. Rate/Time plot, Ringer Ranch 1-20-17XHM Well

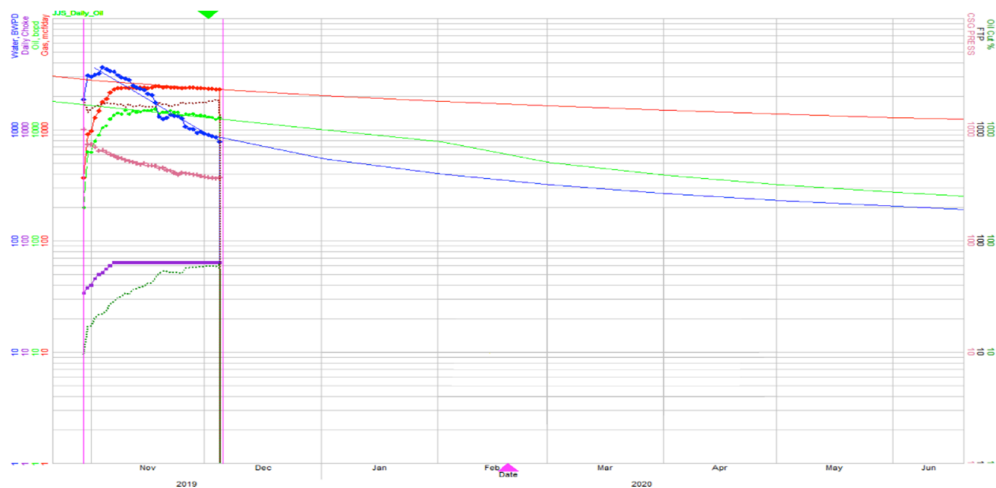


Figure 6. Rate/Time Plot, Leon 1-23-14XHM Well

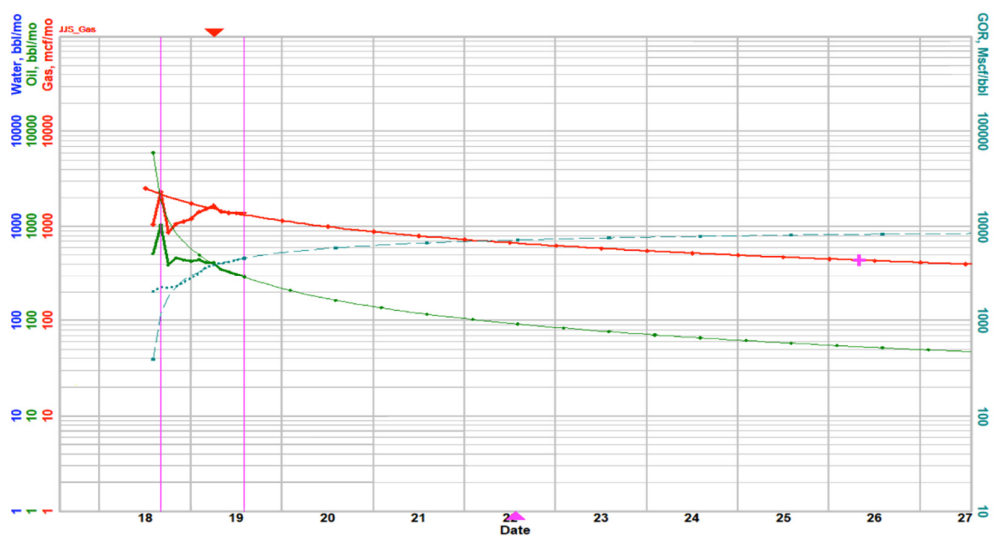


Figure 7. Rate/Time Plot, Betts M1-6-31XH Well



These very positive initial and sustained production results have helped to take the SWISH AOI acreage from concept (based on results from historical vertical wells and examination of old logs and drill core) to an area with proven productivity (Sycamore and Woodford formations) in a very short period.

Ultimately the combination of strong IP24's and sustained stable production gives rise to higher forecast recovered volumes, strong rates of return and short pay-out periods. All of this points to higher per-acre values for the SWISH AOI in the future and we are already seeing evidence of this in leasing, trading (M&A) and spacing and pooling activity.

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	211,231
Net Oil Volume (bbls)	3,568
Net Gas Volumes (Mcf)	66,134
Net Volume (BOE)	14,590
Average Daily Production	160

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\$464,000 (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 are not included in receipts from sales for the quarter. Outflows for the quarter of A\$1,167,000; included expenses related to leasehold acquisitions and title opinions, JIB's, drilling and completion expenses and administration and corporate costs.

Cash flows from investing activities included proceeds of A\$1,662,000 from the sale of Working Interest's in the Bullard and Henry Federal wells (see ASX announcement dated 24 October 2019).

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 fund 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 DSU's (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

The Company continues to progress the path to funding for the drilling and completion costs associated with its first operated well in the Jewell Unit within the SWISH AOI. Successful drilling, completion and production testing of this well will not only be another catalyst for increased per-acre values but it will also set up a pipeline of additional very low risk locations in other DSU's within the SWISH AOI. The Company looks forward to providing shareholders with further updates on this in due course.

Anadarko Leasing Facility

During the quarter, the company repaid US\$69,000 from this facility, with the drawn amount as at 31 December 2019 reducing to US\$2,887,768. The balance available under the facility now stands at US\$1,112,232.

Drilling Joint Venture

As previously announced, 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. During the fourth quarter US\$320,000 was returned to the joint venture (a mix of revenue received during the quarter and revenue accrued and held for the account of the joint venture). The total amount returned to the joint venture to date is US\$1,060,000, reducing the drawn amount to US\$2,640,000 as at 31 December 2019. The parties do not intend to make further drawdowns via the joint venture and revenue received from the joint 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 December).

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.

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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	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."
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	(Net) Nil	~2,200 acres	Working Interest



Appendix 2 – Capital Structure

Main register issued capital

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

Other securities on issue

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



Appendix 3 – Top 20 Shareholders

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 <IB AU NOMS RETAILCLIENT DRP>	58,262,817	5.83%
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>	17,000,000	1.70%
8	DOMAEVO PTY LTD <THE JCS A/C NO2>	16,214,443	1.62%
9	MR RICHARD STUART DONGRAY & MRS JOAN DONGRAY <SUPER FUND A/C>	15,000,000	1.50%
10	JKR SUPER PTY LTD <JPR SUPER FUND A/C>	14,750,000	1.48%
11	MR HOAI NAM PHAM	14,061,434	1.41%
12	AVANTEOS INVESTMENTS LIMITED <7788138 WARCZAK A/C>	13,956,702	1.40%
13	MR PAUL SIMON DONGRAY <THE DONGRAY FAMILY NO 2 A/C>	13,850,000	1.39%
14	PANDORA PERTH PTY LTD	13,500,000	1.35%
15	MR OWEN JOHN CLARE & MRS ROSALIND MARY CLARE <CLARE SUPER FUND A/C>	12,799,900	1.28%
16	DR DANIEL GEORGE PECHAR & MRS KATRINA JANE PECHAR <PECHAR SUPER FUND A/C>	12,111,995	1.21%
17	MR STEPHEN LAMBERT & MR NIGEL LAMBERT & MRS RITA LAMBERT & MRS LOISE LAMBERT <LAMBERT SUPER FUND 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	SABRELINE PTY LTD <JPR INVESTMENT A/C>	9,000,000	0.90%
20	MR RUSSELL JOHN DREDGE & MRS MELINDA JANE DREDGE <JOBE SUPER FUND A/C>	8,937,500	0.89%
TOTALS		569,377,359	56.98%
Total Issued Capital		999,221,875	100.00%

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")

31 December 2019

Consolidated statement of cash flows	Current quarter (Dec 2019) \$A'000	Year to date (12 months) \$A'000
1. Cash flows from operating activities		
1.1 Receipts from customers	464	1,802
1.2 Payments for		
(a) exploration & evaluation	(303)	(2,916)
(b) development	(542)	(542)
(c) production	(72)	(350)
(d) staff costs	-	-
(e) administration and corporate costs	(250)	(836)
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)	14	61
Net cash from / (used in) operating activities	(689)	(2,781)

Consolidated statement of cash flows		Current quarter (Dec 2019) \$A'000	Year to date (12 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	-	(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	1,662	3,111
	(d) other non-current assets	-	-
2.3	Cash flows from loans to other entities	-	-
2.4	Dividends received (see note 3)	-	-
2.5	Other - <i>Movement in Cash Held by Black Mesa Production.</i>	(94)	16
2.6	Net cash from / (used in) investing activities	1,568	2,622
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	(100)	(100)
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	(100)	111

Consolidated statement of cash flows		Current quarter (Dec 2019) \$A'000	Year to date (12 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	408	1,190
4.2	Net cash from / (used in) operating activities (item 1.9 above)	(689)	(2,781)
4.3	Net cash from / (used in) investing activities (item 2.6 above)	1,568	2,622
4.4	Net cash from / (used in) financing activities (item 3.10 above)	(100)	111
4.5	Effect of movement in exchange rates on cash held	-	45
4.6	Cash and cash equivalents at end of period	1,187	1,187

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 (Dec 2019) \$A'000	Previous quarter (Sept 2019) \$A'000
5.1	Bank balances	847	3
5.2	Call deposits	340	405
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)	1,187¹	408

¹ In addition to Cash and Cash Equivalents, Brookside has AUD\$1,545,840 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	74
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 \$A'000
7.1	Aggregate amount of payments to these parties included in item 1.2	42
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	5,559,416	4,013,577 ¹
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: <ul style="list-style-type: none"> - <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 31 December 2019 the USD value of the Leasing Facility was \$2,887,768, which, using an AUD/USD exchange rate of 0.7195, equates to AUD\$4,013,577. Brookside has AUD\$1,545,840 available for draw down in the Leasing Facility.</i> 		

9.	Estimated cash outflows for next quarter	Next Quarter \$A'000
9.1	Exploration and evaluation	(150)
9.2	Development	(100) ¹
9.3	Production	(50)
9.4	Staff costs	-
9.5	Administration and corporate costs	(125)
9.6	Other (provide details if material)	-
9.7	Total estimated cash outflows	(425)

¹ Development expense estimates include A\$250,000 in customer receipts for the quarter ending 31 March 2020.

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 January 2020**

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.