

## QUARTERLY REPORT

30 July 2021

### Second Quarter 2021 Activities and Cashflow Report

Perth, Western Australia – 30 July 2021 – Brookside Energy Limited (ASX: BRK) (Brookside or the Company) is pleased to provide the following summary of the Company's activities during the second quarter of 2021.

#### Highlights

- The Company successfully drilled the much-anticipated Jewell Well. Production casing was subsequently landed, set, and cemented in preparation for the commencement of completion operations. All work was completed on schedule, safely and without incident.
- US major ExxonMobil, through its subsidiary XTO Energy Inc. (XTO) and Citation Oil and Gas Corp. (Citation), one of the largest private oil and gas companies in the United States, joined Brookside as working interest partners in the Jewell Well.
- Works commenced on the surface production facilities, including the tank battery, oil and gas separators and gas line to a nearby sales line in preparation for Jewell Well completion operations and production.
- Successfully closed on the acquisition of eleven producing wells and associated PDP reserves in the STACK play first announced in the first quarter 2021.
- Anadarko Leasing Facility was repaid in full and retired after the end of the quarter. Company is now debt free, with a strong cash position and increasing revenues from oil and gas sales.
- Listed on the Frankfurt Stock Exchange, supporting the Company's strategy to broaden its overseas investor base at a time when global oil prices are rebounding, and the Company had reached a critical milestone with the commencement of drilling of the high-impact Jewell Well.
- Sales receipts of ~A\$606,000 for the quarter on net volumes of 12,410 BOE.

#### About Brookside Energy Limited

Brookside Energy Limited is an Australian public company listed on the Australian (ASX: BRK) and Frankfurt (8F3: FSE) 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 US subsidiary and manager of operations, Black Mesa, is an experienced mid-continent operator, which identifies opportunities and executes development for Brookside. Our business model effectively assigns risk and provides commercial incentives to maximize value for both parties.

## Corporate and Financial Summary

|                                    |                |  |                |
|------------------------------------|----------------|--|----------------|
| <b>Share Price (A\$)</b>           | <b>\$0.032</b> | <b>Quarterly Sales<sup>1</sup> (A\$)</b> | <b>606,000</b> |
| <b>Shares on Issue</b>             | 2,976,918,308  | <b>Cash (A\$)</b>                        | 7,400,000      |
| <b>Options on Issue</b>            | 1,575,131,713  | <b>Producing Wells</b>                   | 31             |
| <b>Market Capitalisation (A\$)</b> | ~\$95,200,000  | <b>Production<sup>2</sup> (BOE/day)</b>  | 136            |

## Anadarko Basin Focussed

### 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.)

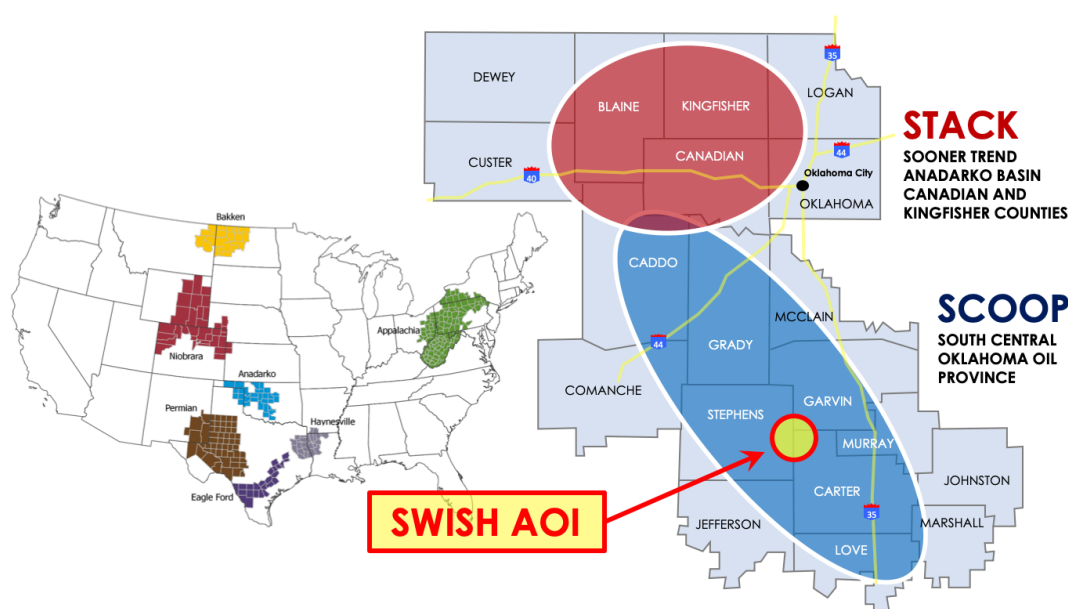
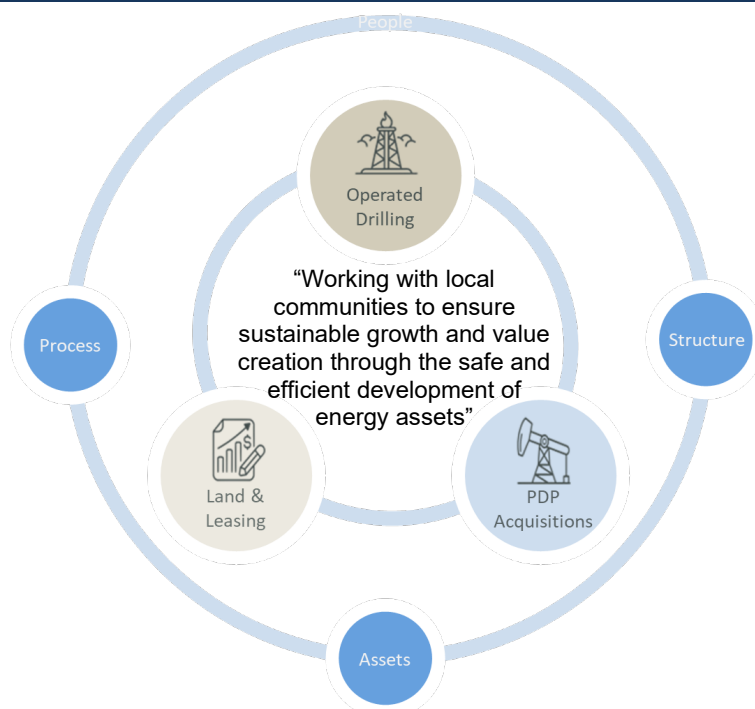


Figure 1: Anadarko Basin, Oklahoma (STACK & SCOOP Plays)

1. Reported on a cash basis
2. Net production are volumes attributable to the Company's Working Interest and are net of royalties

## Brookside's Three Pillars



During the quarter, the Company saw significant activity across each of its three pillars of Operated Drilling, Producing Properties Acquisitions and Land & Leasing. One of the most significant and exciting events during the quarter was the successful drilling of the game changing Jewell 13-12-1S-3W SXH1 well (**Jewell Well**) (see Figure 2).

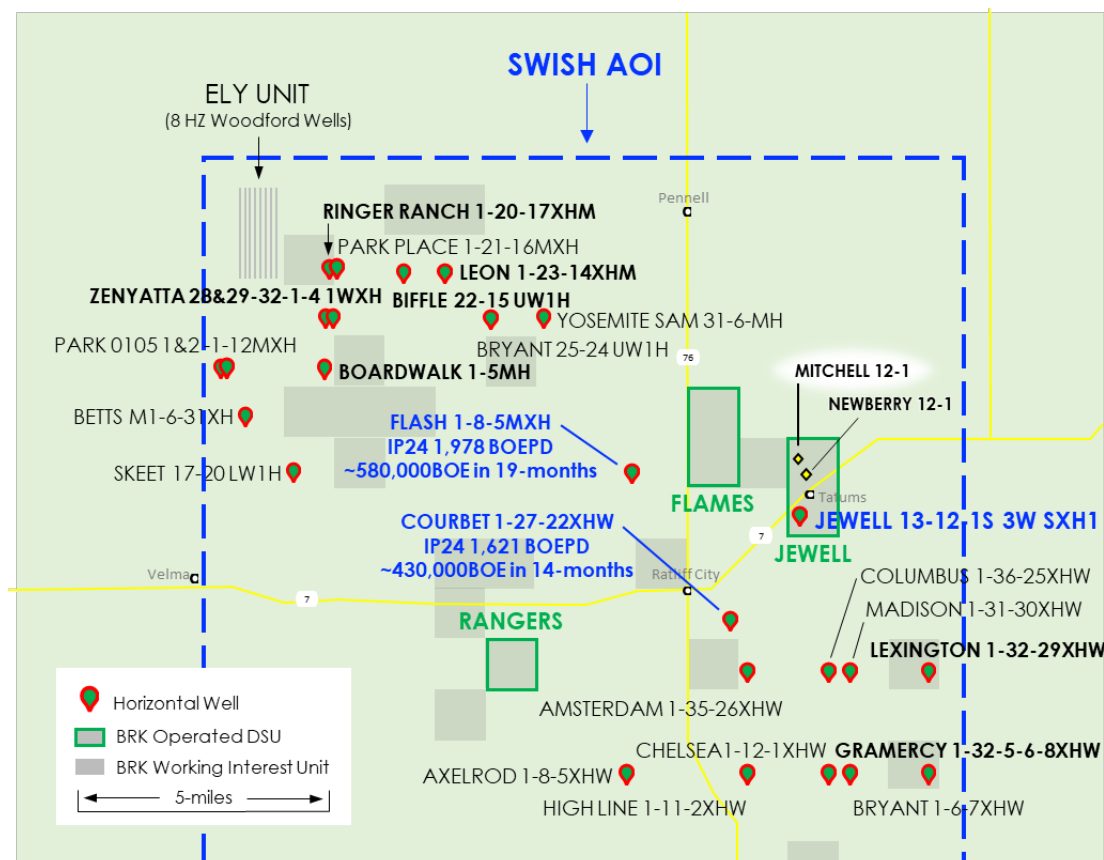


Figure 2: SWISH activity map showing the location of Brookside DSUs



## Drilling and Completion Activities

The Company has an interest in thirty-seven wells, targeting the productive formations of the Anadarko Basin (see Table 1).

| Well Name                 | WI     | OPERATOR                        | STATUS     |
|---------------------------|--------|---------------------------------|------------|
| JEWELL 1-13-12SXH         | 90.00% | Black Mesa Energy, LLC          | WOC        |
| FLAMES 10-3-WH1           | 58.59% | Black Mesa Energy, LLC          | Permitting |
| MITCHELL 12-1             | 50.0%  | Black Mesa Energy, LLC          | Producing  |
| THELMA 1-32               | 50.0%  | Black Mesa Energy, LLC          | Producing  |
| RANGERS #1-36-WH1         | 41.25% | Black Mesa Energy, LLC          | Permitting |
| CARTER 12-1               | 36.98% | Black Mesa Energy, LLC          | Producing  |
| NEWBERRY                  | 21.7%  | Black Mesa Energy, LLC          | Producing  |
| HERRING 1-33 1513MH       | 18.18% | Triumph Energy, LLC             | Producing  |
| COMPTON 2-8               | 9.46%  | Mustang Fuel Corp.              | Producing  |
| BULLARD 1-18-07UWH        | 5.21%  | Rimrock Resource Operating, LLC | Producing  |
| 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%  | Triumph Energy, LLC             | Producing  |
| MOTE 1-26-23UWH           | 3.20%  | Rimrock Resource Operating, LLC | Producing  |
| SPHINX 26 23-16N-11W-1XH  | 2.89%  | Devon Energy Corp.              | Producing  |
| ROSER 1611 1-3-34MXH      | 2.80%  | 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  |
| LANDRETH BIA 1-14H        | 1.80%  | Marathon Oil Co.                | Producing  |
| DAVIS 1-8-1611MH          | 1.17%  | Triumph Energy, LLC             | Producing  |
| STRACK 1-2-11XH           | 1.02%  | Marathon Oil Co.                | Producing  |
| MIKE COM 1H-0706X         | 0.38%  | Cimarex Energy, Co.             | Producing  |
| CENTAUR 7_6-15N-10W 3HX   | 0.29%  | Devon Energy Corp.              | Producing  |
| CENTAUR 7_6-15N-10W 2HX   | 0.29%  | Devon Energy Corp.              | Producing  |
| CENTAUR 7_6-15N-10W 4HX   | 0.28%  | Devon Energy Corp.              | Producing  |
| CENTAUR 7_6-15N-10W 5HX   | 0.28%  | Devon Energy Corp.              | 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  |
| LEXINGTON 1-32-29XHW      | 0.08%  | Continental Resources, Inc.     | Producing  |
| ESSEX 1R-12-13-24XHW      | 0.04%  | Continental Resources, Inc.     | Producing  |
| ZENYATTA 28-33-1-4 1WXH   | 0.02%  | Roan Resources, LLC.            | Producing  |
| RINGER RANCH 1-20-17XHM   | 0.01%  | Continental Resources, Inc.     | Producing  |
| GRAMERCY 1-32-5-6-8XHW    | 0.01%  | Continental Resources, Inc.     | Producing  |
| McKINLEY 13&24 15-13      | 0.00%  | Continental Resources, Inc.     | ORRI Only  |

Table 1: Company wells and working interest (WI) in the SCOOP and STACK Plays in the Anadarko Basin, Oklahoma

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

### Jewell 13-12-1S-3W SXH1 well

Brookside had a very busy quarter, successfully drilling and casing the Jewell Well in preparation for completion.

On 1 April Brookside announced that it had executed an IADC Drilling Bid Proposal and Daywork Drilling Contract with Oklahoma based Latshaw Drilling Company (**Latshaw**). This was followed by an announcement 14 April that the Jewell Well pad construction had been completed and the conductor set. Latshaw Rig 14 was mobilised to site on the week of 4 May with the Jewell Well spudded on 8 May (Figures 3 and 4).

By 9 June, barely one month since spud, the Jewell Well had reached TD (total measured depth) of ~14,100 feet, the production casing string was successfully landed, set and cemented in preparation for the commencement of completion operations and work on surface facilities had begun.

Surface production facilities include a 48" x 10' horizontal three phase heated separator, a 6' x 20' vertical heater treater and a 30" x 10' vertical separator. Tankage will consist of six, 400-barrel storage tanks. The tankage and process vessels will be situated in a steel containment dike in accordance with environmental regulations. Works also commenced on the construction of a ~2,700-foot, 6-inch gas line from the Jewell Well to a tie-in point on a nearby gas sales line.

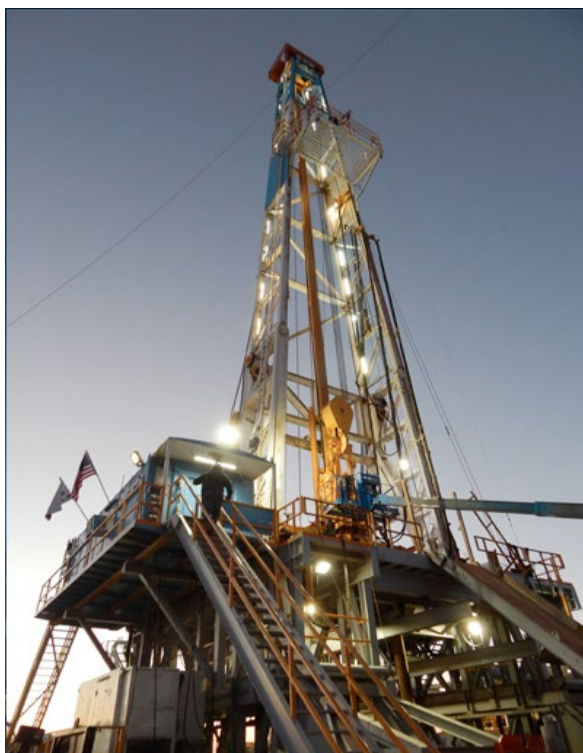


Figure 3 – Latshaw Rig 14 (Image courtesy of Latshaw Drilling)



Figure 4 – Spudding of the Jewell Well

### US Major to Participate in Jewell Acreage

On 29 June Brookside announced that US major ExxonMobil, through its subsidiary XTO Energy Inc., had elected to participate in the Jewell DSU by taking up its 4.5% Working Interest. Additionally, Citation Oil and Gas Corp., one of the largest private oil and gas companies in the United States, had also elected to take up its 2.3% Working Interest. A further 5.7% Working Interest was taken up by a combination of private equity and smaller private oil and gas firms.



Participation in the Jewell DSU includes an equivalent Working Interest in the high-impact Jewell 13-12-1S-3W SXH1 well (Jewell Well) plus the opportunity to participate in future wells drilled in this DSU. Election to participate by these major companies was not only a significant vote of confidence in the quality of Brookside's acreage in the southern SCOOP but also a very strong endorsement of Black Mesa as operator of the DSU and their technical and operational ability to recover the maximum oil and gas reserves in the most efficient manner possible.

## Orion Project Joint Venture

During the quarter, the Company continued to work up a pipeline of opportunities. In this regard, Black Mesa has identified many potential acquisition targets within the SWISH AOI that satisfy the Joint Venture's investment hurdles and work to advance these opportunities is ongoing.

Bradbury AOI technical work is ongoing with the potential for the Joint Venture to drill a low-cost vertical well with access to seven known potential reservoirs all of which are proven producers in the area. Furthermore, future analysis has the potential to identify other potential producing formations at depth.

For a full listing of wells in the Orion Project see Table 1.



Figure 4. Mitchell Well, Carter County, Oklahoma



## Production and Cash Flow

Oil and gas production and sales continued during the quarter. Net production (volumes attributable to the Company's Working Interest and net of royalties) are summarised below.

| Description              | Total  |
|--------------------------|--------|
| Net Oil Volume (Bbls)    | 1,505  |
| Net Gas Volumes (Mcf)    | 65,428 |
| Net Volume (BOE)         | 12,410 |
| Average Daily Production | 136    |

Cash flows from operating activities for the quarter included receipts from sales of A\$606,000 (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). Quarterly outflows related to production (LOE), staff costs and administration and corporate costs totalled A\$689,000, this included approximately A\$200,000 in non-recurring expenditure primarily related to the listing of the Company's shares on the Frankfurt Stock Exchange and registry costs associated with the conversion of listed options. Quarterly outflows for investing activities totalled A\$2,545,000, this included expenses related to leasehold acquisitions and title opinions, JIB's and drilling and completion expenses.

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 A\$83,000.

## Corporate

Oil and gas prices continued to strengthen during the second quarter, with West Texas Intermediate trading at US\$73.47 and natural gas trading at US\$3.65 at the end of the period. The Company notes this continued improvement in the pricing environment during the second quarter of 2021. We continue to see increased interest from investors looking for exposure to companies that have captured value during the low point in the cycle and now have quality assets and skilled technical teams that can unlock this value in an improving pricing environment.

Details of the Company's oil and gas interests, capital structure and top twenty shareholders are set out in the attached Appendices.

### Retirement of Anadarko Leasing Facility

After the end of the quarter on 9 July 2021 the Anadarko Leasing Facility, provided to the Company's subsidiary Anadarko Leasing, LLC by Oklahoma Energy Consultants Inc. (OEC) and which had been due to mature on 31 July 2021, was repaid in full and retired. The outstanding balance was satisfied via the issue to OEC of fully paid ordinary shares in the capital of the Company to the value of US\$2,000,000, and a cash payment of US\$1,000,000. The Company is now debt free, with a strong cash position and increasing revenues from oil and gas sales.



#### Frankfurt Stock Exchange Listing

The Company commenced trading on the Frankfurt Stock Exchange under the ticker (FWB: 8F3) on 13 May 2021. The dual listing supports the Company's strategy to broaden its overseas investor base at a time when global oil prices are rebounding, and the Company has reached a critical milestone with the commencement of drilling of the high-impact Jewell Well. The European listing will allow for trading of the Company's shares in the Euro currency to assist and facilitate increased investment from institution and retail investors across Europe.

#### Black Mesa Energy Board Meetings

The Board of Black Mesa Energy met monthly during the quarter. David Prentice is Chairman and CEO 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.

#### Investor Relations

During the quarter, the Company continued to work with its investor relations and corporate access service providers to increase market awareness of the Company's strategy.

**- ENDS -**

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

#### **For further information contact:**

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## **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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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 to make an informed assessment of Brookside Energy. You should conduct your own investigations and perform your own analysis 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 public company listed on the Australian (ASX: BRK) and Frankfurt (8F3: FSE) 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 US subsidiary and manager of operations, Black Mesa, is an experienced mid-continent operator, which identifies opportunities and executes development for Brookside. Our business model effectively assigns risk and provides commercial incentives to maximize value for both parties.

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

## **ABOUT BLACK MESA ENERGY LLC**

Black Mesa, a Brookside controlled subsidiary, is an Oklahoma domiciled limited liability company established for the purpose of identifying and exploiting opportunities in the upstream oil and gas sector onshore 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

|                           |   |
|---------------------------|---|
| <b>APO WI</b>             | After pay out working interest  |
| <b>AFIT</b>               | After Federal Income Tax  |
| <b>AOI</b>                | Area of Interest  |
| <b>Bbl</b>                | An oilfield barrel, a volume of 42 US gallons   |
| <b>BFIT</b>               | Before Federal Income Tax   |
| <b>BOE</b>                | Barrels of Oil Equivalent   |
| <b>COPAS</b>              | Council of Petroleum Accountants Societies  |
| <b>Development Unit</b>   | 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. |
| <b>DSU</b>                | 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.   |
| <b>JIB</b>                | Joint Interest Billing  |
| <b>Mboe</b>               | 1,000 barrels of oil equivalent   |
| <b>Mcf</b>                | 1,000 cubic feet  |
| <b>MMboe</b>              | 1,000,000 barrel of oil equivalent  |
| <b>NPV<sub>10</sub></b>   | The net present value of future net revenue, before income taxes and using a discount rate of 10%.  |
| <b>PDP</b>                | Proved Developed Producing Reserves   |
| <b>Pooling Agreements</b> | 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.   |
| <b>PUD</b>                | Proved Undeveloped Reserves   |
| <b>Reserve Categories</b> | <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"> <li>• "1P reserves" = proven reserves (both proved developed reserves + proved undeveloped reserves).</li> <li>• "2P reserves" = 1P (proven reserves) + probable reserves, hence "proved AND probable."</li> <li>• "3P reserves" = the sum of 2P (proven reserves + probable reserves) + possible reserves, all 3Ps "proven AND probable AND possible."</li> </ul>  |
| <b>STACK</b>              | Sooner Trend Anadarko Basin Canadian and Kingfisher Counties – oil and gas play in the Anadarko Basin Oklahoma  |
| <b>SCOOP</b>              | South Central Oklahoma Oil Province - oil and gas play in the Anadarko Basin Oklahoma   |
| <b>SWISH AOI</b>          | Description of Brookside's Area of Interest in the SCOOP Play   |
| <b>Working Interest</b>   | 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<br>OR DISPOSED OF<br>DURING THE<br>QUARTER | TOTAL ACRES  | WORKING<br>INTEREST |
|---|--|--------------|---------------------|
| Blaine County,<br>Oklahoma              | Nil  | ~430 acres   | Working Interest    |
| Garvin County,<br>Oklahoma              | Nil  | ~305 acres   | Working Interest    |
| Stephens & Carter<br>Counties, Oklahoma | Nil  | ~2,200 acres | Working Interest    |
| Murray County,<br>Oklahoma              | Nil  | ~40 acres    | Working Interest    |



## Appendix 2 – Capital Structure

### MAIN REGISTER ISSUED CAPITAL

| Security | Name                       | Issued Capital | Holders |
|----------|----------------------------|----------------|---------|
| BRK      | ORDINARY FULLY PAID SHARES | 2,976,918,308  | 6,380   |

### OTHER SECURITIES ON ISSUE

| Security | Name                               | Units         | Holders |
|----------|------------------------------------|---------------|---------|
| BRKOB    | OPTIONS @ \$0.011 EXP 30 JUNE 2022 | 1,575,131,713 | 865     |



## 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: 29-Jul-2021

| Position | Holder Name  | Holding       | % IC    |
|----------|--|---------------|---------|
| 1        | THE TRUST COMPANY (AUSTRALIA) LIMITED <MOF A/C>                            | 211,201,667   | 7.09%   |
| 2        | OKLAHOMA ENERGY CONSULTANTS INC  | 125,000,000   | 4.20%   |
| 3        | GREAT SOUTHERN FLOUR MILLS PTY LTD   | 99,987,499    | 3.36%   |
| 4        | BNP PARIBAS NOMINEES PTY LTD <IB AU NOMS RETAILCLIENT DRP>                 | 90,209,835    | 3.03%   |
| 5        | STONEHORSE ENERGY LIMITED  | 45,000,000    | 1.51%   |
| 6        | BEARAY PTY LIMITED <BRIAN CLAYTON S/F A/C>                                 | 44,666,666    | 1.50%   |
| 7        | MR MITCHELL ATKINS   | 43,958,614    | 1.48%   |
| 8        | CITICORP NOMINEES PTY LIMITED  | 32,591,363    | 1.09%   |
| 9        | MR GAETANO MORALI  | 31,030,000    | 1.04%   |
| 10       | ROOKHARP CAPITAL PTY LIMITED   | 30,850,577    | 1.04%   |
| 11       | SABRELINE PTY LTD <JPR INVESTMENT A/C>                                     | 30,000,000    | 1.01%   |
| 12       | AMAL TRUSTEES PTY LTD <MC EC MICROCAP FUND 1 A/C>                          | 27,033,334    | 0.91%   |
| 13       | MR MAXWELL KENNETH HUDGHTON  | 20,604,699    | 0.69%   |
| 14       | CELTIC CAPITAL PTY LTD <INCOME A/C>  | 20,000,000    | 0.67%   |
| 14       | ASPIRE WEST PTY LTD  | 20,000,000    | 0.67%   |
| 15       | MR MANSOOR JAN NIAZI   | 19,592,763    | 0.66%   |
| 16       | DR DANIEL GEORGE PECHAR & MRS KATRINA JANE PECHAR <PECHAR SUPER FUND A/C>  | 19,333,335    | 0.65%   |
| 17       | COMSEC NOMINEES PTY LIMITED  | 18,126,974    | 0.61%   |
| 18       | CELTIC CAPITAL PTY LTD<THE CELTIC CAPITAL A/C>                             | 17,000,000    | 0.57%   |
| 18       | MR GAVIN MACGILL & MRS JOAN MARIE THERESE MACGILL <MACGILL FAMILY S/F A/C> | 17,000,000    | 0.57%   |
| 19       | TALENTMED PTY LTD  | 16,244,726    | 0.55%   |
| 20       | SUNSET CAPITAL MANAGEMENT PTY LTD <SUNSET SUPERFUND A/C>                   | 16,000,000    | 0.54%   |
|          | Total  | 995,432,052   | 33.44%  |
|          | Total Issued Capital   | 2,976,918,308 | 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 June 2021

| Consolidated statement of cash flows |   | Current quarter<br>\$A'000 | Year to date<br>(6 months)<br>\$A'000 |
|--------------------------------------|---|----------------------------|---------------------------------------|
| <b>1.</b>                            | <b>Cash flows from operating activities</b>           |                            |                                       |
| 1.1                                  | Receipts from customers                               | 606                        | 935                                   |
| 1.2                                  | Payments for  |                            |                                       |
|                                      | (a) exploration & evaluation                          | -                          | (311)                                 |
|                                      | (b) development                                       | -                          | (80)                                  |
|                                      | (c) production  | (51)                       | (78)                                  |
|                                      | (d) staff costs                                       | (88)                       | (88)                                  |
|                                      | (e) administration and corporate costs                | (550)                      | (785)                                 |
| 1.3                                  | Dividends received (see note 3)                       | -                          | -                                     |
| 1.4                                  | Interest received                                     | 3                          | 3                                     |
| 1.5                                  | Interest and other costs of finance paid              | -                          | -                                     |
| 1.6                                  | Income taxes paid                                     | -                          | -                                     |
| 1.7                                  | Government grants and tax incentives                  | -                          | -                                     |
| 1.8                                  | Other (provide details if material)                   | -                          | 25                                    |
| <b>1.9</b>                           | <b>Net cash from / (used in) operating activities</b> | <b>(80)</b>                | <b>(379)</b>                          |

|           |  |         |         |
|-----------|--|---------|---------|
| <b>2.</b> | <b>Cash flows from investing activities</b>            |         |         |
| 2.1       | Payments to acquire or for:                            |         |         |
|           | (a) entities   | -       | -       |
|           | (b) tenements  | -       | -       |
|           | (c) property, plant and equipment                      | (30)    | (30)    |
|           | (d) exploration & evaluation (well rework / land cost) | (2,515) | (2,582) |
|           | (e) investments  | -       | -       |
|           | (f) other non-current assets                           | -       | -       |

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

| Consolidated statement of cash flows |   | Current quarter<br>\$A'000 | Year to date<br>(6 months)<br>\$A'000 |
|--------------------------------------|---|----------------------------|---------------------------------------|
| 2.2                                  | Proceeds from the disposal of:                        |                            |                                       |
|                                      | (a) entities  | -                          | -                                     |
|                                      | (b) tenements   | -                          | -                                     |
|                                      | (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 ((FX movement in Investments)                   | -                          | -                                     |
| <b>2.6</b>                           | <b>Net cash from / (used in) investing activities</b> | <b>(2,545)</b>             | <b>(2,612)</b>                        |

|             |   |              |              |
|-------------|---|--------------|--------------|
| <b>3.</b>   | <b>Cash flows from financing activities</b>   |              |              |
| 3.1         | Proceeds from issues of equity securities (excluding convertible debt securities)       | 3,923        | 7,487        |
| 3.2         | Proceeds from issue of convertible debt securities                                      | -            | -            |
| 3.3         | Proceeds from exercise of options   | 2,943        | 2,955        |
| 3.4         | Transaction costs related to issues of equity securities or convertible debt securities | (32)         | (58)         |
| 3.5         | Proceeds from borrowings  | -            | 141          |
| 3.6         | Repayment of borrowings   | (1,365)      | (1,365)      |
| 3.7         | Transaction costs related to loans and borrowings                                       | -            | -            |
| 3.8         | Dividends paid  | -            | -            |
| 3.9         | Other (provide details if material)   | -            | -            |
| <b>3.10</b> | <b>Net cash from / (used in) financing activities</b>                                   | <b>5,469</b> | <b>9,160</b> |

|           |  |         |         |
|-----------|--|---------|---------|
| <b>4.</b> | <b>Net increase / (decrease) in cash and cash equivalents for the period</b> |         |         |
| 4.1       | Cash and cash equivalents at beginning of period                             | 4,632   | 1,249   |
| 4.2       | Net cash from / (used in) operating activities (item 1.9 above)              | (80)    | (379)   |
| 4.3       | Net cash from / (used in) investing activities (item 2.6 above)              | (2,545) | (2,612) |
| 4.4       | Net cash from / (used in) financing activities (item 3.10 above)             | 5,469   | 9,160   |

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

| Consolidated statement of cash flows |   | Current quarter<br>\$A'000 | Year to date<br>(6 months)<br>\$A'000 |
|--------------------------------------|---|----------------------------|---------------------------------------|
| 4.5                                  | Effect of movement in exchange rates on cash held | (63)                       | 5                                     |
| 4.6                                  | <b>Cash and cash equivalents at end of period</b> | <b>7,413</b>               | <b>7,413</b>                          |

| 5.  | Reconciliation of cash and cash equivalents<br>at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts | Current quarter<br>\$A'000 | Previous quarter<br>\$A'000 |
|-----|--|----------------------------|-----------------------------|
| 5.1 | Bank balances  | 7,363                      | 4,632                       |
| 5.2 | Call deposits  | 50                         | -                           |
| 5.3 | Bank overdrafts  | -                          | -                           |
| 5.4 | Other (provide details)  | -                          | -                           |
| 5.5 | <b>Cash and cash equivalents at end of quarter (should equal item 4.6 above)</b>   | <b>7,413</b>               | <b>4,632</b>                |

| 6.  | Payments to related parties of the entity and their associates                          | Current quarter<br>\$A'000 |
|---|---|----------------------------|
| 6.1   | Aggregate amount of payments to related parties and their associates included in item 1 | (83)                       |
| 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> |   |                            |

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

| 7.  | <b>Financing facilities</b><br><i>Note: the term "facility" includes all forms of financing arrangements available to the entity.<br/>Add notes as necessary for an understanding of the sources of finance available to the entity.</i>   | <b>Total facility amount at quarter end<br/>\$A'000</b> | <b>Amount drawn at quarter end<br/>\$A'000</b> |
|-----|--|---|--|
| 7.1 | Loan facilities  | 3,943   | (3,943)  |
| 7.2 | Credit standby arrangements  | -   | -  |
| 7.3 | Other (please specify)   | -   | -  |
| 7.4 | <b>Total financing facilities</b>  | 3,943   | (3,943)  |
| 7.5 | <b>Unused financing facilities available at quarter end</b>  |   | -  |
| 7.6 | <p>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.</p> <ul style="list-style-type: none"> <li>– US\$3 million Anadarko Leasing Facility (Leasing Facility) maturing on 31 July 2021 with interest payable quarterly in arrears at the rate of 12% per annum on drawn amounts.</li> <li>– During the quarter, the Company made a principal and interest repayment totalling to US\$1,052,327 or equivalent to AU\$1,365,000.</li> <li>– Subsequent to the quarter, the Company made a full repayment of the facility totalling to US\$3,000,000, in cash and through the issuance of the Company's shares.</li> </ul> |   |  |

| 8.  | <b>Estimated cash available for future operating activities</b>   | <b>\$A'000</b> |
|-----|---|----------------|
| 8.1 | Net cash from / (used in) operating activities (item 1.9)   | (80)           |
| 8.2 | (Payments for exploration & evaluation classified as investing activities) (item 2.1(d))  | (2,515)        |
| 8.3 | Total relevant outgoings (item 8.1 + item 8.2)  | (2,595)        |
| 8.4 | Cash and cash equivalents at quarter end (item 4.6)   | 7,413          |
| 8.5 | Unused finance facilities available at quarter end (item 7.5)   | -              |
| 8.6 | Total available funding (item 8.4 + item 8.5)   | 7,413          |
| 8.7 | <b>Estimated quarters of funding available (item 8.6 divided by item 8.3)</b>   | 2.86           |
|     | <p><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></p>  |                |
| 8.8 | <p>If item 8.7 is less than 2 quarters, please provide answers to the following questions:</p> <p>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?</p> <p>Answer: N/A</p> <p>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?</p> <p>Answer: N/A</p> |                |

## 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: N/A

*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: .....30 July 2021.....

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.