

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

Name of entity	Brookside Energy Limited
ABN	15 108 787 727

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Michael John Fry
Date of last notice	29 February 2016

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	DIRECT AND INDIRECT
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	<ol style="list-style-type: none"> Michael John Fry Fry Super Pty Ltd ATF INXS Super Fund A/C (Trustee and Beneficiary)
Date of change	4 May 2017
No. of securities held prior to change	<p>DIRECT</p> <ol style="list-style-type: none"> 42,870 Fully paid ordinary shares; and 25,000,000 Quoted options exercisable at \$0.02 per option on or before 31 December 2018. <p>INDIRECT</p> <ol style="list-style-type: none"> Hilmed Pty Ltd 1,000,000 Fully paid ordinary shares 1,274,924 Quoted options exercisable at \$0.02 per option on or before 31 December 2018. Fry Super Pty Ltd ATF INXS Super Fund A/C 500,000 Fully paid ordinary shares 10,000,000 Unquoted options exercisable at \$0.03 per option on or before 31 December 2020.

+ See chapter 19 for defined terms.

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Class	Fully paid ordinary shares
Number acquired	1. 457,130 Fully paid ordinary shares 2. 1,000,000 Fully paid ordinary shares
Number disposed	NIL
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	1. \$4,586.25 2. \$10,019.95
No. of securities held after change	DIRECT 1. 500,000 Fully paid ordinary shares; and 2. 25,000,000 Quoted options exercisable at \$0.02 per option on or before 31 December 2018. INDIRECT 1. Hilmed Pty Ltd 1,000,000 Fully paid ordinary shares 1,274,924 Quoted options exercisable at \$0.02 per option on or before 31 December 2018. 2. Fry Super Pty Ltd ATF INXS Super Fund A/C 1,500,000 Fully paid ordinary shares 10,000,000 Unquoted options exercisable at \$0.03 per option on or before 31 December 2020.
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	On-market trade

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	N/A
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	

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Interest acquired	
Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
Interest after change	

Part 3 – +Closed period

Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

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