

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme **BROOKSIDE ENERGY LIMITED**ACN/ARSN **ACN: 108 787 720****1. Details of substantial holder (1)**Name **THE TWENTIETH CENTURY MOTOR COMPANY PTY LTD
<WALKER FAMILY S/F A/C>**ACN/ARSN (if applicable) **ACN: 633 204 277**There was a change in the interests of the
substantial holder on **13/10/17**The previous notice was given to the company on **22/08/17**The previous notice was dated **22/08/17****2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
FULLY PAID ORDINARY	55,000,000	6.96%	64,083,361	8.11%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
13/10/2017	GREAT SOUTHERN FLOUR MILLS PTY LTD	ON MARKET PURCHASE	\$63.31	5,250	5,250
12/10/2017	GREAT SOUTHERN FLOUR MILLS PTY LTD	ON MARKET PURCHASE	\$6,090.31	505,000	505,000
11/10/2017	GREAT SOUTHERN FLOUR MILLS PTY LTD	ON MARKET PURCHASE	\$1,206.00	100,000	100,000
10/10/2017	GREAT SOUTHERN FLOUR MILLS PTY LTD	ON MARKET PURCHASE	\$5,093.85	422,376	422,376
8/10/2017	GREAT SOUTHERN FLOUR MILLS PTY LTD	ON MARKET PURCHASE	\$36,863.86	3,050,735	3,050,735
31/08/2017	GREAT SOUTHERN FLOUR MILLS PTY LTD	ON MARKET PURCHASE	\$25,363.77	2,103,132	2,103,132
29/08/2017	GREAT SOUTHERN FLOUR MILLS PTY LTD	ON MARKET PURCHASE	\$4,045.48	335,447	335,447
28/08/2017	GREAT SOUTHERN FLOUR MILLS PTY LTD	ON MARKET PURCHASE	\$6,030.01	500,000	500,000
24/08/2017	GREAT SOUTHERN FLOUR MILLS PTY LTD	ON MARKET PURCHASE	\$24,860.72	2,061,421	2,061,421

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
THE TWENTIETH CENTURY MOTOR COMPANY <TWENTIETH CENTURY MC SF A/C>	PO BOX 732 SUBIACO PO WA 6904
GREAT SOUTHERN FLOUR MILLS PTY LTD	PO BOX 732 SUBIACO PO WA 6904

Signature

print name **MATHEW DONALD WALKER**

capacity **DIRECTOR**

sign here

date **24/10/2017**