
Form 604

Corporations Act 2001

Section 671B

Notice of change of interests of substantial holder

To: Brookside Energy Limited

ACN: 108 787 720

1. Details of substantial holder (1)

Name: Merchant Funds Management Pty Ltd (ACN 154 493 277) as manager of the Merchant Opportunities Fund (ARSN 111 456 387) (**Merchant**) and Merchant Leaders Fund (ABN 80 475 165 090).

ACN: See above

There was a change in the interests of the substantial holder on 12/07/2018 (See Annexure A).

The previous notice was given to the company on 10/10/2017.

The previous notice was dated 10/10/2017.

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company 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, 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	115,000,000	14.56%	122,500,000	12.37%

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, since the substantial holder was last required to give a substantial holding notice to the company 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
See Annexure A	Merchant Opportunities Fund	On market trades, (See Annexure A), dilution due to capital raising	See Annexure A	-2,500,000	-2,500,000
See Annexure A	Merchant Leaders Fund	Off market transfer	See Annexure A	10,000,000	10,000,000

4. Present relevant interests

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

Holder of relevant interest	Registered holder of securities	Persons entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Merchant Opportunities Fund	The Trust Company (Australia) Ltd (ABN 33 106 768 012) (Trust Co) as custodian for Merchant Opportunities Fund	Trust Co as custodian for Merchant Opportunities Fund	Relevant interest under s608(1)(b) and (c) of the Corporations Act 2001 as the beneficial holder of securities	112,500,000	11.36%
Merchant Leaders Fund	Capricorn Investment Partners (Nominees) Pty Ltd as custodian for Merchant Leaders Fund	Capricorn Investment Partners (Nominees) Pty Ltd as custodian for Merchant Leaders Fund	Relevant interest under s608(1)(b) and (c) of the Corporations Act 2001 as manager of the Merchant Leaders Fund	10,000,000	1.01%

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 are as follows:

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

6. Addresses

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

Name	Address
Merchant Funds Management Pty Ltd	Level 3, 101 St Georges Tce, Perth WA 6000
CIP Licensing Limited	Suite 1B, 103 Bolsover St, Rockhampton QLD 4700
Merchant Opportunities Fund	Level 3, 101 St Georges Tce, Perth WA 6000
The Trust Company (Australia) Ltd	Level 15, 20 Bond Street, Sydney NSW 2001

Name: **Andrew Chapman**

Capacity: **Managing Director**



Sign here: _____

Date: **23/07/2018**

Annexure A – Consideration given in relation to change

Holder of relevant Interest	Date	Nature of Trade	Number of shares	Consideration
Merchant Opportunities Fund	09/03/2018	Sell	-1,900,000	\$35,981
Merchant Opportunities Fund	09/03/2018	Sell	-1,245,309	\$23,551
Merchant Opportunities Fund	12/03/2018	Sell	-1,854,691	\$35,123
Merchant Leaders Fund	22/06/2018	Buy	10,000,000	\$125,000
Merchant Opportunities Fund	11/07/2018	Buy	22,706	\$428
Merchant Opportunities Fund	12/07/2018	Buy	982,045	\$13,749
Merchant Opportunities Fund	13/07/2018	Buy	495,249	\$6,933
Merchant Opportunities Fund	16/07/2018	Buy	367,626	\$5,147
Merchant Opportunities Fund	17/07/2018	Buy	507,000	\$7,098
Merchant Opportunities Fund	18/07/2018	Buy	125,374	\$1,761