

# 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

<b>Name of entity</b>	Brookside Energy Limited
<b>ABN</b>	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.

<b>Name of Director</b>	Michael John Fry
<b>Date of last notice</b>	8 May 2017

### 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.

<b>Direct or indirect interest</b>	<b>INDIRECT</b>
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	1. <b>Fry Super Pty Ltd ATF INXS Super Fund A/C</b> (Trustee and Beneficiary)
<b>Date of change</b>	1. 17 December 2018 2. 19 December 2018
<b>No. of securities held prior to change</b>	<p><b>DIRECT</b></p> <p>1. 500,000 Fully paid ordinary shares; and</p> <p>2. 25,000,000 Quoted options exercisable at \$0.02 per option on or before 31 December 2018.</p> <p><b>INDIRECT</b></p> <p>1. <b>Hilmed Pty Ltd</b> 1,000,000 Fully paid ordinary shares; and 1,274,924 Quoted options exercisable at \$0.02 per option on or before 31 December 2018.</p> <p>2. <b>Fry Super Pty Ltd ATF INXS Super Fund A/C</b> 1,500,000 Fully paid ordinary shares; and 10,000,000 Unquoted options exercisable at \$0.03 per option on or before 31 December 2020.</p>

+ See chapter 19 for defined terms.

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<b>Class</b>	1. Fully paid ordinary shares 2. Fully paid ordinary shares
<b>Number acquired</b>	1. 500,000 2. 500,000
<b>Number disposed</b>	NIL
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	1. \$5,519.95 2. \$5,014.95
<b>No. of securities held after change</b>	<b>DIRECT</b> 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.  <b>INDIRECT</b> 1. <b>Hilmed Pty Ltd</b> 1,000,000 Fully paid ordinary shares; and 1,274,924 Quoted options exercisable at \$0.02 per option on or before 31 December 2018. 2. <b>Fry Super Pty Ltd ATF INXS Super Fund A/C</b> 2,500,000 Fully paid ordinary shares; and 10,000,000 Unquoted options exercisable at \$0.03 per option on or before 31 December 2020.
<b>Nature of change</b> 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.

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

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

**Part 3 – +Closed period**

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

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