

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme	GAGE ROADS BREWING CO LIMITED
ACN/ARSN	103 014 320
1. Details of substantial holder(1)	
Name	TOP NOMINEES PTY LTD ATF The P & L Di Prinzio Superannuation Fund , TOP NOMINEES PTY LTD ATF The Peter Di Prinzio Family Trust No 2 ("TOP NOMINEES"), PETER F DI PRINZIO, LESLEY D DI PRINZIO, ADAM N DI PRINZIO and SIMON P DI PRINZIO ("DI PRINZIO")
ACN/ARSN (if applicable)	008 848 913

There was a change in the interests of the substantial holder on 14/05/2012

The previous notice was given to the company on 11/10/2011

The previous notice was dated 11/10/2011

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 11/10/2011		Present notice 14/05/2012	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
FULLY PAID ORDINARY SHARES	47,574,890	14.46%	44,285,877	12.98%

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 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
27/01/2012 - 11/05/2012	TOP NOMINEES AND DIPRINZIO	On-Market Sales	N/A	3,289,013 ORDINARY SHARES	3,289,013

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	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
TOP NOMINEES	TOP NOMINEES	TOP NOMINEES	RELEVANT INTEREST UNDER s608(1) (AS REGISTERED HOLDER)	44,285,877 ORDINARY SHARES	44,285,877
DIPRINZIO	TOP NOMINEES	TOP NOMINEES	RELEVANT INTEREST UNDER S608(1) AND S608(3)	44,285,877 ORDINARY SHARES	44,285,877

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
NIL	

6. Addresses

The addresses of persons named in this form are:

Name	Address
TOP NOMINEES	PO BOX 6861 EAST PERTH WA 6892
PETER F DI PRINZIO	PO BOX 6861 EAST PERTH WA 6892
LESLEY D DI PRINZIO	PO BOX 6861 EAST PERTH WA 6892
ADAM N DI PRINZIO	PO BOX 6861 EAST PERTH WA 6892
SIMON P DI PRINZIO	PO BOX 6861 EAST PERTH WA 6892

Signature

print name ADAM DI PRINZIO capacity Director

sign here



date 14/05/2012

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identify of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.