

**Form 603**Corporations Act 2001  
Section 671B**Notice of initial substantial holder**To Company Name/Scheme GAGE ROADS BREWING CO LIMITEDACN/ARSN 103 014 320**1. Details of substantial holder (1)**Name TOP NOMINEES PTY LTD ATF The P & L DiPrinzio Superannuation Fund, TOP NOMINEES PTY LTD ATF The P DiPrinzio Family Trust No 2 ("TOP NOMINEES"), PETER F DIPRINZIO and LESLEY D DIPRINZIO ("DIPRINZIO")ACN / ARSN (if applicable) 008 848 913The holder became a substantial holder on 13/12/2006 (Listing Date)**2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Persons' votes (5)	Voting power (6)
FULLY PAID ORDINARY SHARES	3,896,661	3,896,661	8.72%

**3. Details of relevant interests**

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
TOP NOMINEES	Relevant interest under s608 (1) (as registered holder)	3,896,661 fully paid ordinary shares
DIPRINZIO	Relevant interest under s 608 (1) and s 608 (3)	3,896,661 fully paid ordinary shares

**4. Details of present registered holders**

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
TOP NOMINEES AND DIPRINZIO	TOP NOMINEES	TOP NOMINEES	3,896,661 fully paid ordinary shares

**5. Consideration**

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
TOP NOMINEES AND DIPRINZIO	7/12/2006	312,000		790,000 fully paid ordinary shares
TOP NOMINEES AND DIPRINZIO	7/11/2006		bonus issue	263,333 fully paid ordinary shares

**9. Associates**

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
DIPRINZIO	Association with TOP NOMINEES under s12(2)(c)

**7. Addresses**

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

Name	Address
TOP NOMINEES	PO Box 475 West Perth WA 6872
PETER DIPRINZIO	PO Box 475 West Perth WA 6872
LESLEY D DIPRINZIO	PO Box 475 West Perth WA 6872

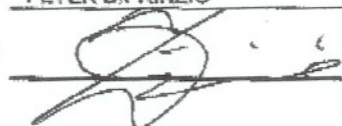
**Signature**

print name PETER DIPRINZIO

capacity

*Director*

sign here



date 13/12/2006

**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 7 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 A.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
  - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. 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.
- (8) If the substantial holder is unable to determine the identity of the person (eg. If the relevant interest arises because of an option) write "unknown".
- (9) 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.



# Form 603

Corporations Act 2001  
Section 671B

## Notice of initial substantial holder

To Company Name/Scheme GAGE ROADS BREWING CO LIMITED

ACN/ARSN 103 014 320

### 1. Details of substantial holder (1)

Name JANE LINDA NOLIN ATF The Nolin Trust and PETER ASHLEY NOLIN

ACN / ARSN (if applicable) \_\_\_\_\_

The holder became a substantial holder on 13 / 12 / 2006 (Listing Date)

### 2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Persons' votes (5)	Voting power (6)
FULLY PAID ORDINARY SHARES	2,503,279	2,503,279	5.62%
OPTIONS	1,100,000	NIL	NIL

### 3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
JANE NOLIN	Relevant interest under s608 (1) (as registered holder)	2,503,279 fully paid ordinary shares and 1,100,000 options
PETER NOLIN	Relevant interest under s 608 (2)(a) as a beneficiary of the Nolin Trust	2,503,279 fully paid ordinary shares and 1,100,000 options

### 4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
JANE NOLIN AND PETER NOLIN	JANE NOLIN	JANE NOLIN	2,503,279 fully paid ordinary shares and 1,100,000 options

### 5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
JANE NOLIN AND PETER NOLIN	7/12/2006	50.07		2,503,279 fully paid ordinary shares
JANE NOLIN AND PETER NOLIN	4/12/2006	NIL		1,100,000 options

## 6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
PETER NOLIN	Jane Nolin is the wife of Peter Nolin. Peter Nolin is a beneficiary of the Nolin Trust

## 7. Addresses

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

Name	Address
JANE LINDA NOLIN	20 Davon St Hamilton Hill WA 6163
PETER ASHLEY NOLIN	20 Davon St Hamilton Hill WA 6163

## Signature

print name JANE NOLIN

capacity

sign here

 date 13 / 12 / 2006

## 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 7 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 A.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
  - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. 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.
- (8) If the substantial holder is unable to determine the identity of the person (eg. If the relevant interest arises because of an option) write "unknown".
- (9) 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.



# Form 603

Corporations Act 2001  
Section 671B

## Notice of initial substantial holder

To Company Name/Scheme GAGE ROADS BREWING CO LIMITED

ACN/ARSN 103 014 320

### 1. Details of substantial holder (1)

Name PIETER HOEDEMAKER as trustee for The Leijenaar Trust, PIETER HOEDEMAKER as trustee for The Ottor Trust ("PIETER HOEDEMAKER")

ACN / ARSN (if applicable) \_\_\_\_\_

The holder became a substantial holder on 13 / 12 / 2006 (Listing Date)

### 2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Persons' votes (5)	Voting power (6)
FULLY PAID ORDINARY SHARES	5,528,503	5,528,503	12.40%
OPTIONS	2,200,000	NIL	NIL

### 3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
PIETER HOEDEMAKER	Relevant interest under s608 (1) (as registered holder)	5,528,503 fully paid ordinary shares and 2,200,000 options

### 4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
PIETER HOEDEMAKER	PIETER HOEDEMAKER	PIETER HOEDEMAKER	5,528,503 fully paid ordinary shares and 2,200,000 options

### 5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
PIETER HOEDEMAKER	7/12/2006	99.56		4,978,503 fully paid ordinary shares
PIETER HOEDEMAKER	4/12/2006	NIL		2,200,000 options

## 6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

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

## 7. Addresses

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

Name	Address
PIETER HOEDEMAEKER	PO Box 250 Wembley WA 6913

## Signature

print name PIETER HOEDEMAEKER

capacity \_\_\_\_\_

sign here



date 13 / 12 / 2006

## 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 7 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 A.
  - (4) The voting shares of a company constitute one class unless divided into separate classes.
  - (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
  - (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
  - (7) Include details of:
    - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. 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.
- (8) If the substantial holder is unable to determine the identity of the person (eg. If the relevant interest arises because of an option) write "unknown".
  - (9) 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.