



DIRECTORS  
Grant Priest  
Craig Coleman  
Sonia Furon  
Matthew Peacock

SENIOR ASSOCIATE  
Keti Vrdoljak

31 August 2007

**Australian Stock Exchange  
2 The Esplanade  
PERTH WA 6000**

**Fax: (08) 9221 2020 (3 pages)**

Dear Sir or Madam:

**RE: GAGE ROADS BREWING CO LTD**

Enclosed please find ASIC Form 604 "Notice of Change of Interests of Substantial Holder" in respect to the abovenamed company.

Should you have any queries please contact Matthew Peacock of this office.

Yours faithfully

**SOTHERTONS**

Encl  
Ref: DI02F:MPE:bu

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Sothertons: An association of independent  
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**Form 804**  
 Corporations Act 2001  
 Section 671B

**Notice of change of interests of substantial holder**

**1. Company Name/Scheme** Gage Roads Brewing Co Ltd  
**ACN/ARSN** 103 014 720  
**2. Details of substantial holder(s)** Top Nominees Pty Ltd AIF P & L Di Prinzio Superannuation Fund, Top Nominees Pty Ltd AIF Peter Di Prinzio Family Trust No 2 ("Top Nominees"), Peter F Di Prinzio & Lesley D Di Prinzio ("Di Prinzio")  
**Name**  
**ACN/ARSN (if applicable)** 008 848 913

There was a change in the interests of the substantial holder on 30/8/2007  
 The previous notice was given to the company on 16/8/2007  
 The previous notice was dated 16/8/2007

**3. 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 Shares	4,386,395	9.168%	4,386,395	9.84%

**4. 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
29/8/2007	Top Nominees & Di Prinzio	On Market Purchase	0.21c p/share	300,000	300,000

**5. 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 (9)	Class and number of securities	Person's votes
Top Nominees	Top Nominees	Top Nominees	Relevant	Ord	4,386,395
Di Prinzio	Top Nominees	Top Nominees	Relevant	Ord	4,386,395

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**E. Changes in association**

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (3) with, the substantial holder in relation to voting interests in the company of scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
No 1	

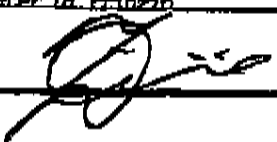
**F. Addresses**

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

Name	Address
Top Nominees	PO Box 475, West Perth, WA 6005
Peter & Lesley Di Prinzio	

**Signature**

print name Peter Di Prinzio capacity Director

sign here  date 31 '08'07

**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 appendix to this form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout this 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 8 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 the 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 this 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 acquisition, 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 identity 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.

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